EXHIBIT R

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MANAGEMENT CONSULTANTS

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September 7, 2022

Mr. Tony Sajone
Borough Manager
Municipal Authority of the Borough of Shenandoah
15 West Washington Street
Shenandoah, PA 17976

Dear Mr. Sajone,

ScottMadden, Inc. ("ScottMadden") performed a valuation of the Borough of Shenandoah's (the "Borough" or "Shenandoah") water system at the request of the Borough for the purposes of establishing a fair value in accordance with Public Utility Code (66 PA.C.S) – Valuation of Acquired Water and Wastewater Systems for ratemaking purposes. The resulting conclusion of value should not be used for any other purpose or by any other party for any other purpose. This valuation was conducted in accordance with the Statement on Standards for Valuation Services and the Uniform Standards of Professional Appraisal Practice. The estimates of value that result from a valuation engagement are expressed as conclusions of value.

ScottMadden was restricted or limited in the scope of our work or data available for analysis as follows:

- A comprehensive internal budget or capital expenditure plan was not available; and
- In various instances, original costs were estimated or were based on original costs from previous valuations, as noted in the Municipal Authority of the Borough of Shenandoah Water System Engineering Assessment and Original Cost.

Based on our analysis, as described in this valuation report, the conclusion of value of Shenandoah as of September 7, 2022 is $18,100,307. This conclusion of value is subject to the Statement of Assumptions and Limiting Conditions found in Appendix A and to the Valuation Analyst's Representation found in Appendix B. ScottMadden has no obligation to update this report or our conclusion of value for information that comes to our attention after the date of this report.

ScottMadden has no financial interest or contemplated financial interest in the property that is the subject of this report.

Respectfully submitted,





Dylan W. D'Ascendis, CVA, CRRA
Partner
ScottMadden, Inc.

Matthew R. Howard, CRRA
Manager
ScottMadden, Inc.

Valuation Report

Borough of Shenandoah Water System

As of September 7, 2022



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Table of Contents

I. Introduction and Purpose 1
II. Background and Operations 2
III. Summary of Valuation Approaches 2
A. Cost Approach 2
B. Market Approach 2
C. Income Approach 3
IV. Application of the Cost Approach 3
A. Description of Facilities 3
i. Water Treatment Plant 3
ii. Dams and Reservoirs 3
iii. Distribution System 4
B. Calculation of Reproduction Cost New Less Depreciation 4
i. Indication of Value Using the Cost Approach 5
V. Application of the Market Approach 6
A. Market Value of Invested Capital to Net Plant Multiple Method 6
B. Comparable Sales Method 7
C. Indication of Value Using the Market Approach 7
VI. Application of the Income Approach 7
A. Operating Revenue Assumptions 7
B. Operating Expense Assumptions 8
C. Future Capital Requirements Assumptions 8
D. Discount Rate 8
E. Indicated Value Using the Income Approach 9
VII. Conclusion of Value – Subject Interest 9
VIII. Closure 10

Appendix A: Statement of Assumptions and Limiting Conditions
Appendix B: Valuation Analysts' Representations
Appendix C: Resumes of Dylan W. D'Ascendis, CVA, CRRA and Matthew R. Howard, CRRA
Appendix D: Municipal Authority of the Borough of Shenandoah Water System Engineering Assessment and Original Cost
Appendix E: Market Transactions
Appendix F: Minutes of the Municipal Authority of the Borough of Shenandoah
Appendix G: Determination of Discount Rate

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I. INTRODUCTION AND PURPOSE

Dylan W. D'Ascendis, CVA, CRRA, Partner at ScottMadden, Inc. ("ScottMadden") and Matthew R. Howard, Manager at ScottMadden (full professional qualifications included in Appendix C to this report), have been retained by the Borough to value its water operations ("Subject Interest") in accordance with Public Utility Code ("66 PA.C.S.") – Valuation of Acquired Water and Wastewater Systems for Ratemaking Purposes as of September 7, 2022. The conclusions of value derived as a result of this engagement are valid only for the stated purpose as of the date of valuation. The valuation report does not reflect values of the Subject Interest under any other circumstances other than those described in this report; therefore, no other purpose is intended or should be inferred.

For consideration in this transaction is a 100% interest in Shenandoah's water operations, which means the purchaser of the Subject Interest would be able to control the entity's operations going forward. The Subject Interest is not a marketable interest since it is not publicly traded, and it would be difficult to immediately turn the Subject Interest into cash.

ScottMadden has used fair market value as the standard of value for this engagement. The Internal Revenue Service's Revenue Ruling 59-60 recommends the use of fair market value for valuation of corporate stocks on which market quotations are either unavailable or of such scarcity that they do not reflect the fair market value. Fair market value is defined in Section 25.2512-1 of the U.S. Treasury Regulations (Gift Tax Regulations) as:

> The price at which property would change hands between a willing buyer and willing seller, neither being under any compulsion to buy or to sell, and both having reasonable knowledge of relevant facts.

The premise of value is an assumption regarding the most likely set of transactional circumstances that may be applicable to the subject valuation. In lay terms, this explains what is going to happen to the Subject Interest after the transaction. There are any number of variations of premise of value, but two general premises of value are Liquidation (the Subject Interest does not continue operating after the transaction) and Going Concern (the Subject Interest continues operating after the transaction). The premise of value applied in this valuation study is Going Concern as there is no indication that the Subject Interest would cease operations after the transaction.

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II. BACKGROUND AND OPERATIONS

The Subject Interest is the water operations of Shenandoah.

Shenandoah's water operations provide water treatment and distribution to residents within the Borough, and water treatment and distribution to residents outside the Borough, including customers from West Mahanoy Township, Butler Township, and Girardville Borough (collectively, the "Outside Municipalities").[1] Shenandoah's water operations distribute approximately 574 million gallons of drinking water per year to approximately 2,900 accounts.

The existing wastewater system consists of a water treatment plant ("WTP"), four public water supply reservoirs, four water storage tanks, four booster stations, two pressure reducing stations and approximately 48 miles of water mains.[2]

III. SUMMARY OF VALUATION APPROACHES

The valuation of the Subject Interest as a Going Concern considers several methods. Each method, at times, may appear more theoretically justified in its use than others. The soundness of a particular method is based on the specific circumstances of each case. ScottMadden is responsible for determining the reasonableness of each approach/method of valuation for Shenandoah at this time. The commonly used methods of valuation can be grouped into one of three general approaches: The Cost Approach, the Market Approach, and the Income Approach.

A. Cost Approach

The Cost Approach is a valuation method that typically values the underlying assets of a company to derive their market value. Because this method only focuses on the company's underlying assets, it fails to reflect the past and projected profitability of the company, as well as the associated risks inherent in the company's operations. Typically, the analyst would start with the current replacement (or reproduction) cost new of the assets being valued, and then deduct for the loss in value caused by physical deterioration, functional obsolescence, and economic obsolescence of those assets, to arrive at an indicated market value.

B. Market Approach

The Market Approach considers comparable transactions of similar utilities in the same general timeframe and general operational area as the company and other market-based data to establish a fair market value. Usually, finding comparable transactions is difficult, if not impossible, since no two companies are identical, nor are they usually timely. In addition, details surrounding utility transactions, particularly private transactions, are incomplete

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1 See, Appendix D, at 7. Resident estimates are approximately 4,760 for the Borough of Shenandoah, based on 2019 population estimates from the United States Census Bureau.

2 See, Appendix D, at 7.

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at best. In spite of these challenges, an analyst may be able to pinpoint a relevant multiple of purchase price or transaction value and then apply that multiple to the Subject Interest to derive a value for that Interest. One can also look to the market data of publicly-traded companies comparable in risk to the Subject Interest for an indication of value.

C. Income Approach

The Income Approach provides an indication of value by discounting the expected or future cash flows of a company to a present value. The projected cash flows must account for additional investment and reflect the specific growth potential of the system being valued. The discount rate used to calculate the present value of the company must be derived from market data of similar risk companies. The discount rate must also take into account how the potential acquirer will finance the transaction (e.g. debt, equity, or a combination of debt and equity).

IV. APPLICATION OF THE COST APPROACH

A. Description of Facilities

Shenandoah's assets are described fully in the Municipal Authority of the Borough of Shenandoah Water System Engineering Assessment and Original Cost ("Engineering Assessment", attached as Appendix D to this report) and summarized below.

As mentioned above, Shenandoah's water operation is comprised of a WTP, four public water supply reservoirs, four water storage tanks, four booster stations, two pressure reducing stations and approximately 48 miles of water mains. As noted above, while Shenandoah does not own distribution assets for the Outside Municipalities, it does treat and distribute their water. The WTP and the distribution system are detailed below:[3]

i. Water Treatment Plant

The Shenandoah WTP treats water from Shenandoah and from locations including Shenandoah Heights, Turkey Run, and Girardville. The Shenandoah WTP is comprised of the four adsorption clarifiers, four mixed media filters, six sludge drying beds, an inclined plate settler for sludge, and chlorine gas for disinfection. The WTP is designed to treat 3.1 million gallons per day with a capacity of 4.0 million gallons per day.

ii. Dams and Reservoirs

Shenandoah owns four dams described as follows:

- Raven Run Dam No. 2 – Storage Volume of 139 acre-foot ("ac-ft");
- Raven Run Dam No. 3 – Storage Volume of 278 ac-ft;

[3] See, Appendix D for detailed description of the storage tanks, booster stations, and pressure reducing stations.

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- Ringtown Dam No. 5 – Storage Volume of 1,055 ac-ft; and
- Ringtown Dam No. 6 – Storage Volume of 1,075 ac-ft.

iii. Distribution System

The Shenandoah water distribution system is composed of 48 miles of mains ranging in size from 1 inch to 24 inches in diameter, broken down as follows:

- 0.65 miles of 1-inch cast iron pipes ("CIP");
- 2.21 miles of 2-inch CIP;
- 1.61 miles of 3-inch CIP;
- 15.72 miles of 4-inch CIP;
- 0.24 miles of 4-inch ductile iron pipe ("DIP");
- 0.18 miles of 4-inch Transite pipe;
- 10.33 miles of 6-inch CIP;
- 2.33 miles of 6-inch Transite pipe;
- 5.72 miles of 8-inch CIP;
- 0.13 miles of 8-inch DIP;
- 0.92 miles of 10-inch CIP;
- 0.07 miles of 10-inch DIP;
- 2.42 miles of 12-inch CIP;
- 1.70 miles of 12-inch DIP;
- 3.98 miles of 16-inch CIP;
- 0.40 miles of 16-inch DIP;
- 0.07 miles of 24-inch CIP; and
- 0.10 miles of valves.

B. Calculation of Reproduction Cost New Less Depreciation

The first step in arriving at the fair market value of the assets of the Subject Interest using the Cost Approach derives the "Reproduction Cost New" for the assets that comprise Shenandoah's water operations. In order to arrive at the Reproduction Cost New for Shenandoah's assets, ScottMadden began with the original cost of the assets provided by the Engineering Assessment, prepared by Pennoni Associates Inc ("Pennoni"). In certain instances, original costs were not available. In those instances, Pennoni estimated current replacement costs and trended those costs backwards. In certain instances, Pennoni also relied on data from previous valuations in assigning original costs. ScottMadden then used the Handy-Whitman Index (the "Index") to determine the current reproduction value. The Index is prepared specifically for electric, gas, and water utilities, and is the only publication of its kind available to the public. The Index has been published continuously since 1924. The Index is comprised of historical index values

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for various accounts prescribed by the NARUC Uniform System of Accounts, as well as for construction, material, and labor, by geographic region of the United States. For assets not included in the Index (specifically office furniture, office machinery & equipment, automobiles & trucks, communication equipment, audio/video equipment, and machinery), ScottMadden used the Producer Pricing Index. ScottMadden also used the Consumer Pricing Index for various small tools owned by Shenandoah.

The trended original cost method consists of the development of adjustment factors from the time when the asset was put into service to the current date. For example, an average main (NARUC account 331) placed into service in 1985 with an original cost of $100,000 would be trended forward by the ratio of the index value at the current date divided by the index value at the time of installation. The index value of NARUC account 331 in July 2020 is 850.00, and the index value in 1985 when the assets were installed was 254.00, which means the ratio applied to the original cost of the distribution main would be 3.35.[4] This would translate into a current cost for that main of $334,646.[5]

The next step in deriving the fair market value of the Subject Interest using the Cost Approach is to quantify the amount of physical deterioration, functional obsolescence, and economic obsolescence of the assets. Physical deterioration is caused by use, wear and tear, and the aging process. Functional obsolescence is caused by changes in design or construction to create efficiencies not present in the current asset. Economic obsolescence is a loss in value due to external factors not in the control of the entity such as economic conditions. The most common measure of physical deterioration is the reserve held for depreciation, which is based on the asset's remaining life versus its average useful life. Functional obsolescence is measured by comparing the subject asset to a replacement asset with current technology. The Engineering Assessment found no significant functional obsolescence for Shenandoah's assets. Economic obsolescence is usually measured by market conditions, which have been supportive towards the water and wastewater industries in the recent past, as well as prospectively, so ScottMadden does not believe there is significant economic obsolescence present in Shenandoah's assets. Since the only applicable measure of loss of value is physical deterioration, the useful lives for each asset were determined, and reserves for depreciation were calculated for each Shenandoah asset if original costs were available. As mentioned previously, certain assets did not have original cost records, so ScottMadden relied upon the estimated costs provided by the Engineering Assessment.

i. Indication of Value Using the Cost Approach

Using the Handy-Whitman and Consumer and Producers Pricing Indices to trend the original cost less depreciation of Shenandoah's assets forward, ScottMadden arrived at the Reproduction Cost New minus depreciation value of $19,512,766.

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4 850.00 / 254.00 = 3.35.

5 (850.00 / 254.00) x $100,000 = $334,646.

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Additionally, even though the Handy-Whitman Index takes into account the changes in the cost of various factors over time in different regions throughout the country, it cannot take into account intricacies such as terrain (e.g. mountains in Appalachia versus farmland in Pennsylvania) or changes in development and zoning since original installation. All else remaining equal, different terrains or changes in laws will translate into different timeframes to complete the project, which will directly affect costs.

V. APPLICATION OF THE MARKET APPROACH

A. Market Value of Invested Capital to Net Plant Multiple Method

The Market Approach is a valuation technique whereby the value of a company is estimated based on pricing relationships associated with market transactions involving similar companies, and/or market values of a similarly traded comparable risk group. One technique to derive a value using market data would be to apply a market value of invested capital to net plant ratio of a comparable risk group to the original cost less depreciation ("OCLD") value of Shenandoah's assets. As shown on page 2 of Schedule 2, market value of invested capital to net plant of the water utility proxy group used to derive the weighted average cost of capital ("WACC") in the Income Approach range from 1.3946x to 2.5205x net plant.

In calculating the Shenandoah's OCLD, ScottMadden relied on the same data as discussed above in Section IV. As of November 27, 2020, the OCLD for the Borough's assets was $6,971,360.[6] Applying the range of market value of invested capital to net plant ratios of 1.3946x to 2.5205x to the estimated OCLD results in an indicated range of values between $9,721,930 and $17,571,014 with an average value of $13,481,456 as shown on page 3 of Schedule 2.

[6] As shown on Column [4] of page 1 of Schedule 1.

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B. Comparable Sales Method

ScottMadden also researched transactions involving companies who acquired 100% of a water or sewer interest since 2016. That research returned 95 results from around the country which are contained on pages 4-5 of Schedule 2.[7] A common ratio which can be used to determine Shenandoah's market value is transaction value per equivalent domestic unit ("EDU"). The purchase price per EDU ratios for the relevant transactions are also shown on pages 4-5 of Schedule 2. As shown on page 5 of Schedule 2, the nationwide average purchase price to EDU is 4.11x, while the Pennsylvania average purchase price to EDU is 6.82x.[8] Shenandoah's EDUs were calculated by first finding the average active annual residential consumption and then dividing the total active annual consumption of the system by the average active annual residential consumption. Given the approximate 4,749 active EDUs served by Shenandoah,[9] indicated values using this approach range from $19,519,540 to $32,380,431. In calculating the active EDUs for Shenandoah, ScottMadden relied on consumption data generated by Shenandoah.

C. Indication of Value Using the Market Approach

Averaging the market value of invested capital to net plant approach and the comparable sales approach results in an indicated value of $19,715,721 for Shenandoah as shown on page 1 of Schedule 2.

VI. APPLICATION OF THE INCOME APPROACH

ScottMadden performed an independent study of the value of the income generated from service to its customers. The Income Approach employed by ScottMadden is based on the "highest and best use" assumption that the assets of Shenandoah would be "maximally productive" or profitable if owned by similar entities.

ScottMadden has prepared a financial model to develop the indicated value of the Subject Interest. The underlying data was taken from Shenandoah's financial books and records. Due to the limited purposes of these financial statements, they may be incomplete or contain departures from generally-accepted accounting principles. ScottMadden has not audited, reviewed, or compiled these statements and express no assurance of them.

A. Operating Revenue Assumptions

The vast majority of Shenandoah's revenues are tied to water usage fees. Further, revenues are dependent on two factors: population growth and rate increases. Upon review of U.S. census data for the period 2010 through 2019, ScottMadden has concluded that Shenandoah's population will be decreasing at negative 0.70%[10]. Based

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7 Transaction details are provided in Appendix E.

8 Multiple in thousands.

9 81,752,417 / 2,666 = 30,665; 145,640,417 / 30,665 = 4,749. Average residential consumption and total consumption based on active customers within the Borough of Shenandoah.

10 Source: U.S. Census Bureau

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on this, ScottMadden applied a negative population growth factor of 0.70% to revenues from water usage fees each year into perpetuity beginning 2022.

In regard to rate increases, ScottMadden applied yearly rate increases of 5% every year into perpetuity beginning in 2022. The assumption of the 5% annual rate increases[11] are based on the need to recover the capital improvement outlays as relayed to ScottMadden by Shenandoah.

B. Operating Expense Assumptions

General operating expenses for Shenandoah are primarily comprised of purification system expenses, distribution system expenses, pumping system expenses, and various operation and administrative expenses. All expenses are assumed to increase at the projected level of the Consumer Price Index[12] ("CPI").

C. Future Capital Requirements Assumptions

As noted above, Shenandoah did not have an internal capital improvement plan consisting of significant detail. However, based on communications with Shenandoah, ScottMadden was informed that the Borough had estimated needing approximately $30 million over the next 25 years. Given that, ScottMadden first applied the 2021 actual capital improvement spend of $550,561 for 2021. For the years 2022 onwards, ScottMadden began with an estimated capital spend of $750,000, and grew that at the projected CPI into perpetuity. As such, the total capital spend for the years 2021 through 2050 is $30,311,933.

D. Discount Rate

After calculating the expected cash flows, an appropriate discount rate must be calculated in order to arrive at a value of the Subject Interest based on the Income Approach. The discount rate is the investor-required expected rate of return on the assets. An investor in any company needs to be compensated for the risk of that investment, and a higher level of risk equates to a higher required rate of return. The overall rate of return in this instance is defined by the WACC. ScottMadden has calculated a discount rate which relates to the traditional method of financing for publicly-traded water and wastewater companies, which uses an equal mix between debt and equity capital.

For the common equity cost rate, ScottMadden applied the Discounted Cash Flow, Risk Premium and Capital Asset Pricing Models to a proxy group of publicly-traded water companies and a group of non-regulated companies comparable in total risk to the water utility group. Application of these cost of common equity models to these groups results in an indicated cost of common equity of 10.10% which is presented in Appendix G.

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11 A rate increase of 5% was approved by the board of the Municipal Authority of the Borough of Shenandoah on August 20, 2020 (see, Appendix F).

12 ScottMadden employed a CPI projection of 2.15% per year, based on the long-term CPI projection published by *Blue Chip Financial Forecasts*. *See, Blue Chip Financial Forecasts*, Vol. 39, No. 6, June 1, 2020 at 14; Appendix G, at 23.

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The representative capital structure is a hypothetical capital structure based on the range of capital structures for fiscal year 2019 of the publicly-traded proxy group companies used to derive the cost of common equity.[13] For the debt cost rate used in the WACC calculation, ScottMadden used the average Moody's A2 public utility bond rate as of November 13, 2020 for an investor-owned entity.[14] Table 2 below illustrates the assumed WACC of an investor-owned water utility.

Table 2: Assumed WACC

Type of Capital	Cost Rate	Ratio	Weighted Cost
Long-Term Debt	2.94%	50.00%	1.47%
Common Equity	10.10%	50.00%	5.05%
Total		**100.00%**	**6.52%**

E. Indicated Value Using the Income Approach

Inputting the estimated revenue, expense, and capital expenditure data into the model resulted in an indicated value of $15,072,434.

VII. CONCLUSION OF VALUE – SUBJECT INTEREST

No method of valuation will produce the exact value of a business. A valuation study cannot incorporate market conditions at the time of sale or predict a potential investor's desire, or lack thereof, to acquire the business. ScottMadden has determined the range of values of the Subject Interest based on the relative weighting of the three valuation methods. The weightings indicate the value placed on each appraisal method from the valuation expert.

In ScottMadden's opinion, all three approaches should receive equal weight. The ranges of values and relative weightings of the valuation approaches for each scenario are set forth in Table 3 below:

[13] The range of equity ratios of the proxy group companies were from 40.53% to 68.13% at 2019 fiscal year end.
[14] Source of Information: Bloomberg Professional Services.

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Table 3: Conclusion of Value for the Subject Interest

Valuation Approach	Indicated Value	Weight	Weighted Value
Cost	$19,512,766	1/3	$6,504,255
Market	$19,715,721	1/3	$6,571,907
Income	$15,072,434	1/3	$5,024,145
Indicated Value		**100%**	**$18,100,307**

In addition to the purchase price, the parties should consider the value of additional items including, but not limited to, the following: any debt balance, any balance of materials and supplies, prepaid expenses, and outstanding customer accounts receivable at the date of closing.

VIII. CLOSURE

ScottMadden strived to consider all relevant information and data presented by Shenandoah. ScottMadden appreciates Shenandoah's willingness to provide critical data necessary to complete the engagement. Again, ScottMadden has no financial interest or contemplated financial interest in the property that is the subject of this report.

Respectfully submitted,





Dylan W. D'Ascendis, CVA, CRRA
Partner
ScottMadden, Inc.

Matthew R. Howard
Manager
ScottMadden, Inc.

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APPENDIX A: STATEMENT OF ASSUMPTIONS AND LIMITING CONDITIONS

The conclusion of value arrived at herein is valid only for the stated purpose as of the date of the valuation. All data relied upon by ScottMadden, Inc. was provided before September 7, 2022. All subsequently received data was not considered.

Financial statements and other related information provided by the Shenandoah, or its representatives, in the course of the engagement, have been accepted without any verification as fully and correctly reflecting the enterprise's business conditions and operating results for the respective periods. Except as specifically noted herein, ScottMadden, Inc. has not audited, reviewed, or compiled the financial information provided and, accordingly, expresses no audit opinion or any form of assurance on this information.

Public information has been obtained from sources ScottMadden, Inc. believes to be reliable. However, ScottMadden makes no representation as to the accuracy or completeness of such information and have performed no procedures to corroborate the information

ScottMadden, Inc. does not provide assurance on the achievability of the results forecasted because unexpected events and circumstances frequently occur; differences between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans, and assumptions of management.

The conclusion of value arrived at herein is based on the assumption that the current level of management expertise and effectiveness would continue to be maintained, and the character and integrity of the enterprise through any sale, reorganization, exchange, or diminution of the owners' participation would not be materially or significantly changed.

This report and the conclusion of value arrived at herein are for the exclusive use of Shenandoah for the sole and specific purposes as noted herein. They may not be used for any other purpose or by any other party for any purpose. Furthermore, the report and conclusion of value are not intended by ScottMadden, Inc., and should not be construed by the reader, to be investment advice in any manner whatsoever. The conclusion of value represents the considered opinion of ScottMadden, Inc. based on information furnished to it by Shenandoah and other sources.

Neither all nor any part of the contents of this report (especially the conclusion of value) should be disseminated to the public through advertising media, public relations, news media, sales media, mail, direct transmittal, or any other means of communication without the prior written consent and approval of ScottMadden, Inc.

Future services regarding the subject matter of this report, including, but not limited to testimony or attendance in court, shall not be required of ScottMadden, Inc. unless previous arrangements have been made in writing.

ScottMadden, Inc. is not an environmental consultant or auditor, and it takes no responsibility for any actual or potential environmental liabilities. Any person entitled to rely on this report, wishing to know whether such liabilities exist, or the scope and their effect on the value of the property, is encouraged to obtain a professional environmental assessment. ScottMadden, Inc. does not conduct or provide environmental assessments and has not performed one for the subject property.

No change of any item in this valuation report shall be made by anyone other than ScottMadden, Inc., and it will not have any responsibility for any such unauthorized change.

ScottMadden has been in contact with current management of Shenandoah concerning prospective operating conditions of the Subject Interest.

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Except as noted, ScottMadden, Inc. has relied on the representations of the Engineering Assessment concerning the value and useful condition of all equipment, real estate, and any other assets, except as specifically stated to the contrary in this report.

ScottMadden, Inc. has no financial interest or contemplated financial interest in the Company that is the subject of this report.

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APPENDIX B: VALUATION ANALYST'S REPRESENTATIONS

The analyses, opinions, and conclusion of value included in the valuation report are subject to the specified assumptions and limiting conditions (see Appendix A), and they are the personal analyses, opinions, and conclusion of value of the valuation analyst.

The economic and market data included in the valuation report have been obtained from various printed or electronic reference sources that the valuation analyst believes to be reliable. The valuation analyst has not performed any corroborating procedures to substantiate that data.

The valuation engagement was performed in accordance with the American Institute of Certified Public Accountants Statement on Standards for Valuation Services and the Uniform Standards of Professional Appraisal Practice.

The parties for which the information and use of the valuation report is restricted are identified; the valuation report is not intended to be and should not be used by anyone other than such parties.

The analyst's compensation is fee-based and is not contingent upon the development or reporting of a predetermined value or direction of value that favors the cause of the Shenandoah, the amount of the estimate of value, or the attainment of a stipulated result.

The valuation analyst relied upon the representations of the Engineering Assessment for estimated reproduction costs and original costs of certain assets during the valuation engagement.

The valuation analyst has no obligation to update the report or the opinion of value for information that comes to their attention after the date of the report.

Signature of the Analysts:



Dylan W. D'Ascendis, CVA, CRRA
Partner
ScottMadden, Inc.

Matthew R. Howard
Manager
ScottMadden, Inc.

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Summary

Dylan is an experienced consultant and a Certified Rate of Return Analyst (CRRA) and Certified Valuation Analyst (CVA). Dylan joined ScottMadden in 2016 and has become a leading expert witness with respect to cost of capital and capital structure. He has served as a consultant for investor-owned and municipal utilities and authorities for 13 years. Dylan has testified as an expert witness on over 100 occasions regarding rate of return, cost of service, rate design, and valuation before more than 30 regulatory jurisdictions in the United States and Canada, an American Arbitration Association panel, and the Superior Court of Rhode Island. He also maintains the benchmark index against which the Hennessy Gas Utility Mutual Fund performance is measured. Dylan holds a B.A. in economic history from the University of Pennsylvania and an M.B.A. with concentrations in finance and international business from Rutgers University.

Professional Qualifications & Memberships

- North Carolina Utility Commission Qualified Utility Valuation Expert
- Pennsylvania Public Utility Commission Registered Utility Valuation Expert
- Member of the Society of Utility and Regulatory Financial Analysts
- Member of the National Association of Certified Valuation Analysts

Areas of Specialization

- Utility Appraisals and Valuations
- Regulation and Rates
- Rate of Return
- Regulatory Strategy

Recent Expert Testimony Submission/Appearance

- Pennsylvania Public Utility Commission - Valuation
- Regulatory Commission of Alaska – Capital Structure
- Federal Energy Regulatory Commission – Rate of Return
- Public Utility Commission of Texas – Return on Equity
- Hawaii Public Utilities Commission – Cost of Service / Rate Design

Recent Assignments

- Sponsored valuation testimony for a large municipal water company in front of an American Arbitration Association Board to justify the reasonability of their lease payments to the City
- Co-authored a valuation report on behalf of a large investor-owned utility company in response to a new state regulation which allowed the appraised value of acquired assets into rate base
- Provided expert testimony on the cost of capital for ratemaking purposes before numerous state utility regulatory agencies

Recent Articles and Speeches

- Co-Author of: "Decoupling, Risk Impacts and the Cost of Capital", co-authored with Richard A. Michelfelder, Ph.D., Rutgers University and Pauline M. Ahern. The Electricity Journal, March, 2020
- Co-Author of: "Decoupling Impact and Public Utility Conservation Investment", co-authored with Richard A. Michelfelder, Ph.D., Rutgers University and Pauline M. Ahern. Energy Policy Journal, 130 (2019), 311-319
- "Establishing Alternative Proxy Groups", before the Society of Utility and Regulatory Financial Analysts: 51st Financial Forum, April 4, 2019, New Orleans, LA
- "Past is Prologue: Future Test Year", Presentation before the National Association of Water Companies 2017 Southeast Water Infrastructure Summit, May 2, 2017, Savannah, GA.
- Co-author of: "Comparative Evaluation of the Predictive Risk Premium Model™, the Discounted Cash Flow Model and the Capital Asset Pricing Model", co-authored with Richard A. Michelfelder, Ph.D., Rutgers University, Pauline M. Ahern, and Frank J. Hanley, The Electricity Journal, May, 2013.

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Sponsor	Date	Assets Valued	Description
Confidential	02/2022	Electric Distribution System	Co-authored valuation report for Internal purposes
Confidential	10/2021	Water Operations	Co-authored valuation report for Internal purposes
Confidential	10/2021	Water & Wastewater Operations	Co-authored valuation report for Internal purposes
City of York, PA	06/2021	Wastewater Operations	Co-authored Valuation Report, which will be a part of an Act 12 Filing
Aqua New Jersey, Inc.	05/2021	Confidential Water and Wastewater Operations in NJ	Authored Valuation Report for internal purposes
Aqua New Jersey, Inc.	05/2021	Confidential Water and Wastewater Operations in NJ	Authored Valuation Report for internal purposes
Aqua Ohio, Inc.	05/2021	Confidential Water Operations in OH	Authored Valuation Report for internal purposes
Aqua Pennsylvania, Inc.	04/2021	Confidential Wastewater Operations in PA	Authored Valuation Report for internal purposes
Aqua New Jersey, Inc.	04/2021	Confidential Wastewater Operations in NJ	Authored Valuation Report for internal purposes
Aqua Pennsylvania, Inc.	02/2021	Confidential Wastewater Operations in PA	Authored Valuation Report for internal purposes
Artesian Water Company, Inc.	01/2021	Wastewater Operations for Delaware City, DE	Authored valuation report for internal purposes
EPCOR Distribution and Transmission, Inc., Alberta Canada	12/2020	Fiber Optic Cable Assets	Fiber optic cable available for lease for Internal purposes
EPCOR Distribution and Transmission, Inc., Alberta Canada	12/2020	Duct Bank Assets	Duct banks available for lease for Internal purposes
Borough of Lewistown, PA	08/2020	Water Operations	Authored valuation report for internal purposes
Artesian Water Company, Inc.	06/2020	Wastewater Operations for Town of Frankford, DE	Authored valuation report for internal purposes
Foster Township, PA	04/2020	Water Operations	Authored valuation report for internal purposes
City of Erie, PA	04/2020	Water Operations	Authored valuation report for internal purposes
Delaware County Regional Water Quality Control Authority	02/2020	Wastewater Operations	Authored Valuation Report, which is part of an Act 12 Filing
Aqua North Carolina, Inc.	02/2020	Confidential Water Operations in NC	Authored Valuation Report for internal purposes
Aqua New Jersey, Inc.	02/2020	Confidential Water Operations in NJ	Authored Valuation Report for internal purposes
Aqua Ohio, Inc.	11/2019	Confidential Wastewater Operations in OH	Authored Valuation Report for internal purposes
Steelton Water Authority	06/2018	Water Operations	Authored Valuation Report, which is part of an Act 12 Filing
Sara Golvinveaux McGinnes Trust	04/2018	Electric Operations of Block Island Power Company	Authored Valuation Report for Superior Court Trial
Mahoning Township, PA	09/2017	Water and Sewer Assets	Authored Valuation Report, which is part of an Act 12 Filing
Atmos Energy Corporation	09/2016	Intrastate Natural Gas Pipeline	Authored Valuation for internal purposes.

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Sponsor	Date	Assets Valued	Description
Springfield Township, PA	08/2014	Water and Sewer Assets	Co-Authored Valuation Report, which was part of House Bill 1379 Filing (similar to PA Act 12)
Aqua Illinois, Inc.	07/2014	Village of Glenview, IL (North Maine Utilities) Sewer Assets	Co-Authored Valuation report for internal purposes
Erie City Water Authority, Erie, PA	12/2013	Water Assets	Sponsored Valuation Testimony in Arbitration Hearing
City of Allentown, PA	12/2012	Water and Sewer Assets	Assisted in the generation of Valuation Report

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Summary

Matthew is an experienced consultant and a Certified Rate of Return Analyst (CRRA). He has authored and co-authored valuation reports on several occasions and provided primary support on multiple occasions. In addition, he has extensive experience working across a variety of regulatory matters, having supported over 100 proceedings and filings. Mr. Howard earned a B.A. in psychology from the University of Colorado and an M.B.A. with honors, concentrating in finance, from Babson College. Mr. Howard also has experience managing funds for Babson College's endowment and conducting investment research at an investment advisory during a summer internship.

Areas of Specialization

- Return on Equity
- Valuation
- Capital structure
- Rates and regulation
- Business risk assessment
- Capital market assessment
- Financial modeling

Recent Assignments

- Maintains the benchmark index against which the Hennessy Gas Utility Mutual Fund performance is measured
- Co-authored valuation report on behalf of investor-owned utility for internal planning purposes
- Provides ongoing primary support across various Return on Equity proceedings

Sponsor	Date	Assets Valued	Description
CSWR-Texas Utility Operating Company, LLC	04/2022	North Orange Water & Sewer, LLC	Authored Valuation Report for Sale, Transfer, or Merger Filing in Texas.
Confidential	02/2022	Electric Distribution System	Co-authored valuation report for Internal purposes
Confidential	10/2021	Water Operations	Co-authored valuation report for Internal purposes
Confidential	10/2021	Water & Wastewater Operations	Co-authored valuation report for Internal purposes
City of York, PA	06/2021	Wastewater Operations	Co-authored Valuation Report, which will be a part of an Act 12 Filing
Aqua New Jersey, Inc.	05/2021	Confidential Water and Wastewater Operations in NJ	Co-authored Valuation Report for internal purposes
Aqua New Jersey, Inc.	05/2021	Confidential Water and Wastewater Operations in NJ	Co-authored Valuation Report for internal purposes
Aqua Ohio, Inc.	05/2021	Confidential Water Operations in OH	Co-authored Valuation Report for internal purposes
Aqua Pennsylvania, Inc.	04/2021	Confidential Wastewater Operations in PA	Co-authored Valuation Report for internal purposes
Aqua New Jersey, Inc.	04/2021	Confidential Wastewater Operations in NJ	Supported Valuation Report for internal purposes
Aqua Pennsylvania, Inc.	02/2021	Confidential Wastewater Operations in PA	Supported Valuation Report for internal purposes
Artesian Water Company, Inc.	01/2021	Wastewater Operations for Delaware City, DE	Co-authored valuation report for internal purposes
EPCOR Distribution and Transmission, Inc., Alberta Canada	12/2020	Fiber Optic Cable Assets	Co-authored valuation report for Internal purposes

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Sponsor	Date	Assets Valued	Description
EPCOR Distribution and Transmission, Inc., Alberta Canada	12/2020	Duct Bank Assets	Co-authored valuation report for Internal purposes
Borough of Lewistown, PA	08/2020	Water Operations	Supported valuation report for internal purposes
Artesian Water Company, Inc.	06/2020	Wastewater Operations for Town of Frankford, DE	Co-authored valuation report for internal purposes
Foster Township, PA	04/2020	Water Operations	Supported valuation report for internal purposes
Delaware County Regional Water Quality Control Authority	02/2020	Wastewater Operations	Supported Valuation Report, which will be a part of an Act 12 Filing
Aqua North Carolina, Inc.	02/2020	Confidential Water Operations in NC	Supported Valuation Report for internal purposes
Aqua New Jersey, Inc.	02/2020	Confidential Water Operations in NJ	Supported Valuation Report for internal purposes
Steelton Water Authority	06/2018	Water Operations	Supported Valuation Report, which will be a part of an Act 12 Filing

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MUNICIPAL AUTHORITY OF THE BOROUGH OF SHENANDOAH
WATER SYSTEM
ENGINEERING ASSESSMENT AND ORIGINAL COST

Borough of Shenandoah
Schuylkill County, PA

Prepared for:

Borough of Shenandoah
15 W Washington Street
Shenandoah, PA 17976

Aqua Pennsylvania, Inc.
762 W. Lancaster Avenue
Bryn Mawr, PA 19010

Municipal Authority of the Borough of Shenandoah
424 Raven Run Road
Shenandoah, PA 17976

Submitted By:

Pennoni Associates Inc.
1900 Market St, Suite 300
Philadelphia, PA 19103



Frank A. Ciufo, PE
Pennoni Associates Inc.

PSWCX21004

July 7, 2022

CONTENTS

1. EXECUTIVE SUMMARY 1

2. PURPOSE OF REPORT 2

3. SYSTEM DESCRIPTION 4

4. INVENTORY OF ASSETS 5

4.1 WATER TREATMENT PLANT 5

4.2 DAMS 20

4.3 BOOSTER PUMP STATIONS 28

4.4 STORAGE TANKS 37

4.5 PRESSURE REDUCING VALVE (PRV) VAULTS 44

4.6 DISTRIBUTION SYSTEM 48

4.7 OTHER FACILITIES 49

5. OWNED PROPERTY & EASEMENTS OF VALUE 52

6. REGULATORY REQUIREMENTS 53

7. LIST OF ASSETS AND COSTS 54

APPENDICES

APPENDIX A – SYSTEM MAPS

- Shenandoah Water Facilities

APPENDIX B

- Uniform System of Accounts for Class A Water Utilities
- PA ACT 12 of 2016

APPENDIX C – SUPPORTING DOCUMENTS

- Contract II - Construction of 1.0MG Kehly Run Steel Reservoir
- Contract – Construction of 12-inch Water Transmission Main from Raven Run WTP to Coal Street
- Contract IV – Electrical Work related to the Construction of the Shenandoah WTP
- Limited Scope Valuation Study, dated November 2016
- Maintenance Building Property Information
- PS #5 and Caretaker House Property Information
- Raven Run Dam #2 Construction Information
- Raven Run Dam #3 Construction Information
- Contract – Repaint 0.5 MG Shenandoah Heights Standpipe
- Ringtown Dam #5 & #6 Construction Information
- Warehouse Building Property Information

1. EXECUTIVE SUMMARY

As required by PA Act 12 of 2016 and following the guidelines of the "Uniform System of Accounts for Class A Water Utilities", an assessment of the tangible assets of facilities and equipment of the Borough and/or the Municipal Authority of the Borough of Shenandoah ("MABS"), each of which are Sellers under the Asset Purchase Agreement has been prepared as part of the asset purchase agreement with Aqua Pennsylvania, Inc. (Aqua). Each facility and class of equipment was coded based on Section 300 of the "Water Utility Plant Accounts" of the Guidelines. The Asset Survey included the Water Treatment Plant, four public water supply reservoirs, four water storage tanks, four booster stations, two pressure reducing stations and approximately 48 miles of water mains for public water use. Asset cost information was derived from various sources and referenced/cited accordingly. Site visits to each of the facilities were conducted to inventory the equipment and assess conditions.

Site inventories and facility conditions were documented on facility information sheets and summarized in the facility description summaries.

Conditions of the above ground facilities varies from fair to very good based on the age and/or completion of recent improvements.

The condition of the water distribution system was not determined. The piping installation period ranges from approximately the late 1885 to 2020.

A complete list of the assets and available original costs with basis is provided in Section 7 of this report.

2. PURPOSE OF REPORT

The purpose of this report is to "conduct an assessment of the tangible assets of the selling utility" per the requirements of PA Act 12 of 2016.

This engineering assessment will be used by the Utility Value Experts (UVEs) retained by both the seller (Borough of Shenandoah and MABS) and buyer (AQUA). The engineering assessment followed the practices and procedures of the Public Utility Commission (PUC) and National Association of Regulatory Utility Commissioners (NARUC) Systems of Accounts. The engineering assessment report documents the conditions and original costs of the Municipal Authority of the Borough of Shenandoah assets that will be used as the common list for the UVEs to develop their appraisal of the system.

The report preparation process included meeting with key Borough, MABS and Aqua representatives to identify and confirm specific information needed to support the assessment and to prepare the report, providing a mutually agreed upon scope of work with the Borough of Shenandoah and Aqua. The inventory is a compilation of data gathered by the Borough, MABS and Pennoni, developed from institutional knowledge, available records, maps, work orders, payment records from construction projects, GIS collection, site evaluations, and other sources to provide an inventory and listing.

This report contains the following:

- An inventory of the used and useful assets to be transferred, compiled by year and account (codes).
- A list of non-depreciable property such as land and rights-of-way.
- A review of system components, plans, and reports of key facilities. This includes:
  - Water Treatment Plant
  - Water Distribution System
  - Storage Tanks
  - Dams
  - Permitted discharges and withdrawals, including regulatory requirements
- Summary of the operation and maintenance expenses based upon review of Borough operating records.
- An assessment of the identified assets.
- Determination and/or establishment of an original cost of construction for each asset.

Assets were identified through various sources. Water main sizes and quantities were taken from GIS and project drawings. Booster Pump Stations and tanks were field inventoried and evaluated; and, supplemented with information obtained from drawings, where available. Asset costs are based on Construction Escrow Releases/Estimates where available or estimated current cost and back calculated to the year of installation using the ENR Construction Cost Index.

A coding system as described in Section 300 of the Uniform System of Accounts for Class A Water Utilities was used for classifying various assets. Section 300 as well as the listing of codes can be found in Appendix B.

3. SYSTEM DESCRIPTION

System Summary

The Municipal Authority or the Borough of Shenandoah is responsible for the clean, safe, and adequate distribution of approximately 574 million gallons per year of drinking water to approximately 2,900 existing residential, commercial, and institutional accounts in the Borough of Shenandoah, West Mahanoy Township, Butler Township and Girardville Borough in Schuylkill County. The public water system is supplied by Authority-owned reservoirs. A map of the water system is located in Appendix A. The Authority owns and operates the Shenandoah Water Treatment plant, four public water supply reservoirs, four water storage tanks, four booster stations, two pressure reducing stations and approximately 48 miles of water mains for public water use.

4. INVENTORY OF ASSETS

4.1 WATER TREATMENT PLANT

The Shenandoah Water Treatment Plant (WTP) is owned and operated by the Municipal Authority of the Borough of Shenandoah and is located at 424 Raven Run Road, south of the Raven Run Reservoir No. 3, approximately 1.5 miles due west of the Borough of Shenandoah. The WTP provides water to Shenandoah, Shenandoah Heights, Turkey Run and numerous other locations as far west as Girardville.

The Water Treatment Plant (WTP) complex was constructed in 1993 and consists of the Main Treatment Building, the High Service Pump Station and an 850,000-gallon Ground Storage Tank. The WTP is designed to treat 3.1 million gallons per day (MGD) of raw water with a hydraulic capacity of 4.0 MGD. The treatment process consists of the following:

- Lime, Alum, Sodium Hydroxide, Alum, Activated Carbon, Potassium Permanganate and Zinc Orthophosphate addition for treatment
- 4 Adsorption Clarifiers
- 4 Mixed Media Filters
- 6 Sludge Drying Beds
- Inclined Plate Settler for sludge
- Chlorine Gas for disinfection

The main treatment building also includes a laboratory, the Authority offices and conference room. A former Chemical Addition Building is located at the driveway entrance to the treatment complex (at the intersection of Raven Run Road). The building is no longer used for chemical addition; however, the building still houses piping from the Raven Run Reservoirs.

The Treatment Plant, Storage Tank and High End Pump Station are in good condition.



Figure 1 – Front of Treatment Building

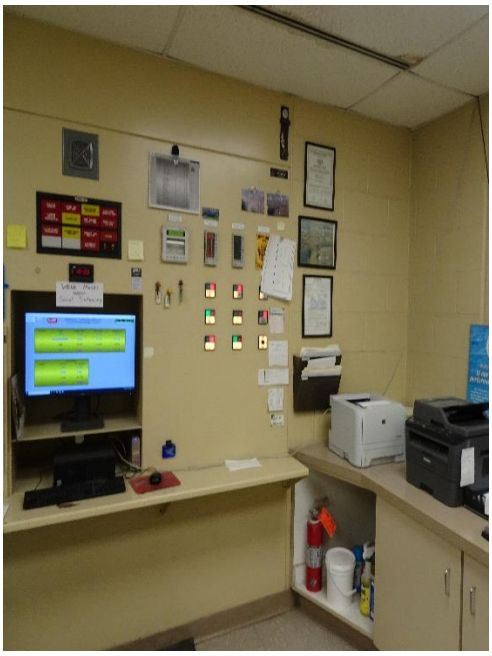


Figure 2 – Operator's Office

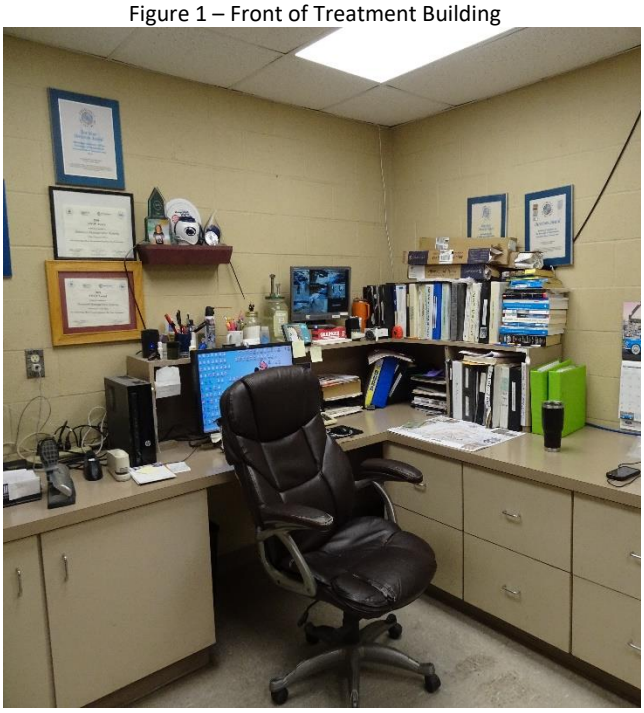


Figure 3 – Operator's Office



Figure 4 – Lab



Figure 5 – Lab



Figure 6 – Office Conference Room

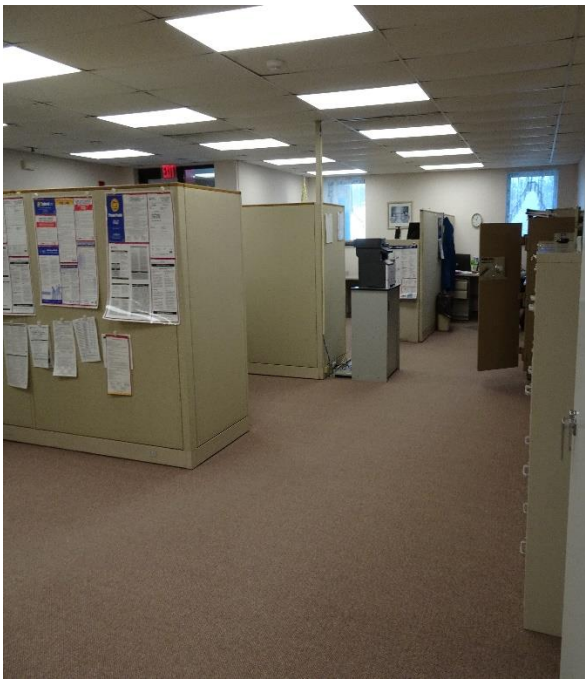


Figure 7 – Administrative Office Area

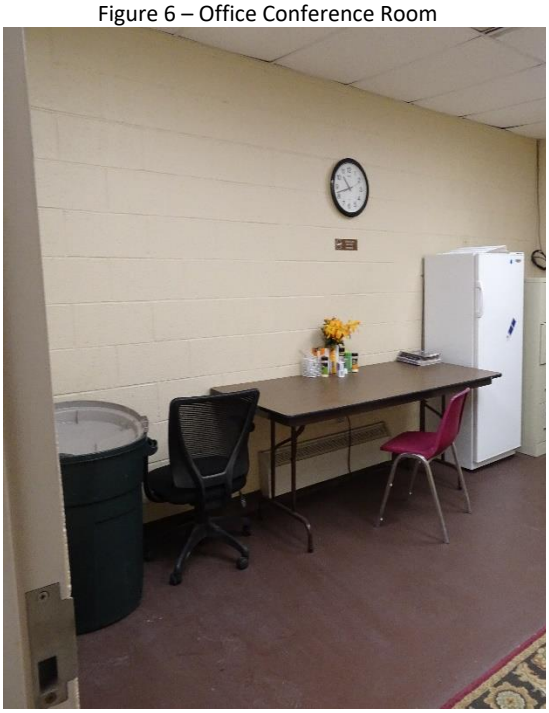


Figure 8 – Lunch Room

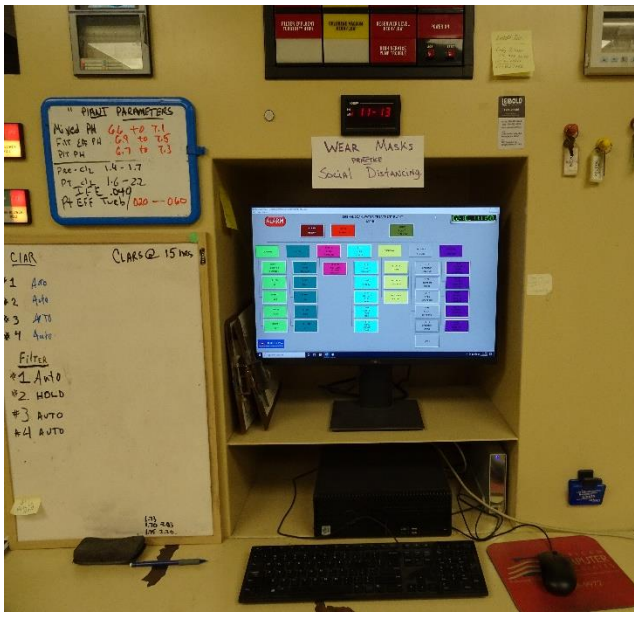


Figure 9 – SCADA Display

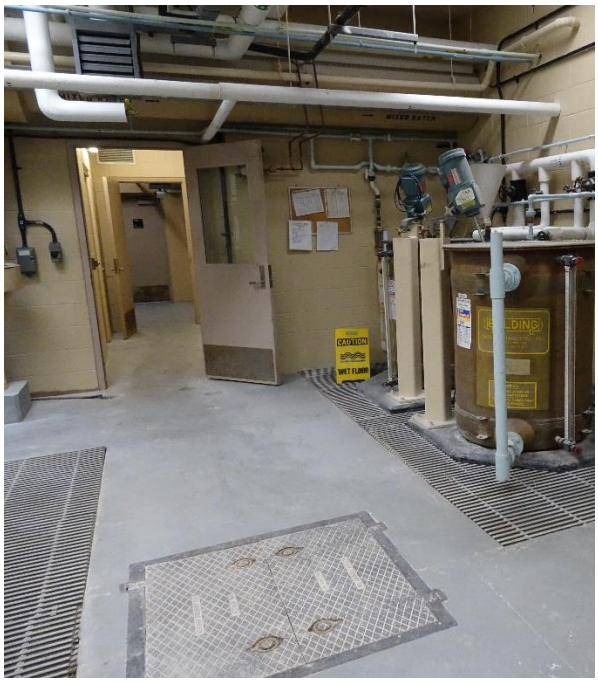


Figure 10 – Magnifloc Dosing Station



Figure 11 – Lime Mixing System



Figure 12 – Boilers



Figure 13 – Plate Separator

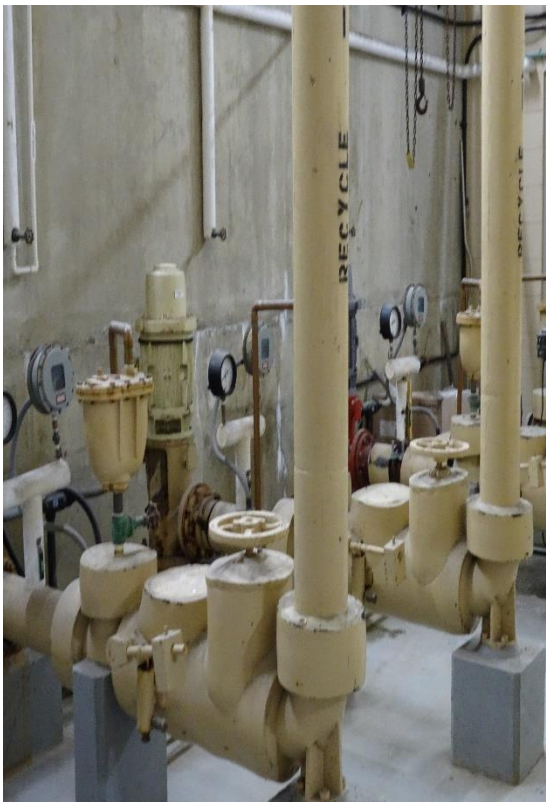


Figure 14 – Plate Separator Pumps



Figure 15 – Blower Room

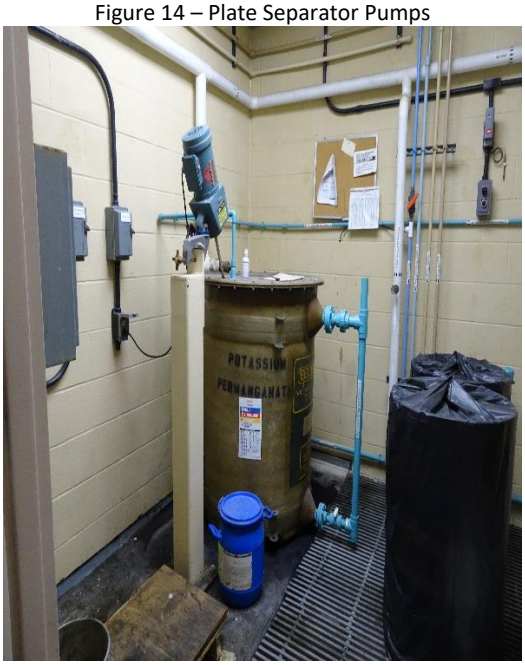


Figure 16 – Potassium Permanganate dosing system



Figure 17 – Sodium Hydroxide Storage



Figure 18 – Carbon Dosing Room



Figure 19 – Alum Storage Tank



Figure 20 – Pipe Gallery



Figure 21 – Turbidity Meter



Figure 22 – Turbidity Read-Out



Figure 23 – Clarifier / Sand Filter Room



Figure 24 – Control Panel



Figure 25 – Sand Filter



Figure 26 – Plant Electrical Room



Figure 27 – Plant Electrical Room



Figure 28 – Chlorine Dosing Room



Figure 29 – Chlorine Storage Tanks



Figure 30 – Rear of Treatment Building



Figure 31 – Heating Oil Tanks



Figure 32 – Sand Filters



Figure 33 – Sand Filters



Figure 34 – Chemical Supply Delivery Connections



Figure 35 – North Side of WTP Building



Figure 36 – Former Chemical Building locate west of Reservoir 2

HIGH END PUMP STATION

The High End Pump Station is owned and operated by MABS. The facility consists of a 1,500 SF concrete block building that includes the facility's Motor Control Center (MCC), two 2,800 GPM wash pumps (raw water); three distribution pumps: two 100 GPM and one 500 GPM, the Ortho Phosphate dosing system and a 500 KVA diesel generator. The pump station was originally installed in 1993 as part of the Water Treatment Complex. The station flow is monitored by a Sensus Magmeter connected to the system SCADA System.



Figure 1 – Building Looking West from the Water Treatment Plant



Figure 2 – Front Entrance – West Wall



Figure 3 – Electrical Service Panels – North Wall

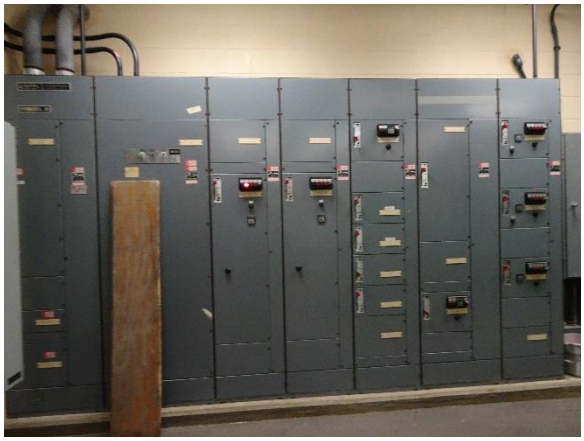


Figure 4 – Motor Control Center (MCC)



Figure 5 – Emergency Generator



Figure 6 – Wash Pumps



Figure 7 – Zinc Orthophosphate storage and dosing system



Figure 8 – High End Service Pumps

850,000 GALLON STORAGE TANK

The 850,000 gallon steel ground storage tank holds treated water for distribution to the system. The tank is constructed of welded steel and is 85 feet in diameter and 21 feet high. The tank was installed in 1993 as part of the original Water Treatment Plant construction. The tank has not been inspected or repainted since the original installation.



Figure 1 – Tank Looking West from WTP



Figure 2 – Entry Hatch



Figure 3 – Tank Information Plate



Figure 4 – South Side of Tank

Shenandoah, PA				**Scheduled Visit Date:**	2/16/22	
Station Name		Water Treatment Plant, Ground Storage Tank, High Service Pump Station				
Location		Ravens Run Road				
Start Up Date		1993				
CODE						**COMMENTS**
		WTP MAIN BUILDING				
311.3		**Plate Settler Pumps**	Feed	Recycle/supernatant	Date Installed	
		Condition	Good	Good		
		No. of Pumps	2	2		
		Type	Vert Centrifugal	Vert Centrifugal		
		Pump Manufacturer				
		Pump Model Number				
		Year Installed	1993	1993		
		Pump Capacity (GPM)	180	180		
		Head (ft)				
		Motor HP	3	3		
320.3		**DISINFECTON**				
		Chemical Used	Chlorine Gas			
		Strength				
		Size Container				
		Chemical Supplier				
		Chemical Feed Controller	2			Pre and Post chlorination
		Manufacturer	Archer			
		Model No.	ACV-10			
320.3		**CHLORINE ANALYZER**				
		Manufacturer	Archer			
		Data Logger	SCADA			
		Year Installed				
320.3		**CHLORINE CONTACT TANK**	Inline mixer			
		TURBIDIMETER				
		Manufacturer	Hach		1993	
		Model	Surface Scatter 6			
		Number	4			
304.3		**BUILDING**				
		Condition	Very Good			Office Area, Conference room, Administration Office. Office is integral with the treatment Plant. The treatment portion consists of a chemical storage and addition room, plate settler room, office, laboratory, lunch room,sand filter room on the second floor and chlorine contact and storage room.
		Size				
		Main Structure Material	Architectural Concrete Block			
		Roof Type	Flat Roof, membrane			
		Roof Condition	unknown			
		Doors (number /material)	Steel			
		Lighting (Type)	Florescent			
		Year Installed	1993			
320.3		**ELECTRICAL**				
		MCC		112.5 KVA transformer		
		Alarm System (manf/ model)				
		Year Installed				
		HVAC	Heat	Ventilation		
		Condition	Very Good	Very Good		
		Number	2	Numerous		
		Type	Oil - Hot Water	exhaust units / Air intake louvers		
		Manufacturer	Weil-McLain			
		Year Installed	2021	1993		
		WATER LEVEL CHART RECORDER				
		Manufacturer	SCADA			
		GROUNDS				
		Fence Length	1,800			
		Fence Type	cyclone w/ barbed wire			
		Year Installed	1993			
		Paving and Walkways	Entrance drive and parking areas are paved			
		Blowers				
		Size	630 SCFM			
		Number	2			
		Manufacturer	Roots/Dresser			
		Model	93E			
		HP	25 +/-			
		Compressor				
		Size	50 CFM @ 90 psig	120 gallon tank		
		Number	1			
		Manufacturer	Ingersoll Rand			
		HP	15			

320.3		**Other Treatment**				
		Chemical	Sodium Hydroxide	Alum		
		Chemical Feed Pumps	2	2		
		Manufacturer	Pulstron	Pulstron		
		Model No.	E Series	E Plus Series		
		Storage Tank Size	1200	1400		
		Batch Tank Size (gallons)	55	55		
320.3		**Other Treatment**				
		Chemical	Activated Carbon	Potassium Permanganate	Zinc Orthophosphate	Zinc Orthophosphate feed system is located in High Service Pump Station
		Chemical Feed Pumps	2	2	2	
		Manufacturer	Pulstron	Pulstron	Pulstron	
		Model No.	E Plus	680	E Plus Series	
		Batch Tank Size (gallons)	150	200	55 (2 tanks)	
320.3		**Other Treatment**				
		Chemical	Sludge Conditioner	Lime		
		Chemical Feed Pumps	2			
		Manufacturer	Pulstron	Prominent		dry lime feeder, mixer and injection pumps
		Model No.	E Plus			Lime feeder has a Donaldson Torit dust collector
		Batch Tank Size (gallons)	70			
320.3		**Other Treatment**	Coagulant Aid			
		Chemical	Magnifloc 1986			
		Chemical Feed Pumps	2			
		Manufacturer	Pulstron			
		Model No.	680			
		Batch Tank Size (gallons)	200 (2 tanks)			
320.3		**Plate Settler**				
		Size	200 GPM	9' W x 15' L x 20' H	1993	
		Manufacturer	Graver			
		Model No.	1212 ST			
320.3		**Clarifiers**				
		Size (4 total)	9' x 12' x 14' deep			
320.3		**Filters**				
		Size (4 total)	15' x 12' x 13' deep			
		Type	Mixed Media			
		Manufacturer	MicroFloc			
330.4		**WATER TOWER**				
		Size (gallons)	850,000			
		Style of Tank	Ground			
		Dimensions	85' diameter x 21' high			
		Material	welded steel			
		Control Panel				
		Transducer				
		Electrical Panel				
		Altitude Valve				
		Mixer	No			
		Paint Condition	fair			
		Fence Length	part of WTP facility			
		Year Installed	1993			
		Pressure Reducing Valve				
		Meter				
		Last inspection (date)	????			
		Last interior coating (date)				
		Last exterior coating (date)				
		HIGH SERVICE PUMP STATION				
311.3		**PUMPS**	Wash Pumps	High Service	High Service	
		Condition	Good	Good	Good	
		No. of Pumps	2	2	1	
		Type	Centrifugal	Centrifugal	Centrifugal	
		Pump Manufacturer				
		Pump Model Number				
		Year Installed	1993	1993	1993	
		Pump Capacity (GPM)	2800	100	500	
		Head (ft)				
		Motor HP	50	15	20	
		BUILDING				
		Condition	Very Good			
		Size	50' x 30'			
		Main Structure Material	Architectural Concrete Block			
		Roof Type	Flat - Membrane with stone			
		Roof Condition	Good			
		Doors (number /material)	Steel - 2- 3' wide, 1 - 6' double			
		Lighting (Type)	Florescent			
		Year Installed	1993			
		Electrical Panels	Main MCC for complex			
			30 KVA Transformer			

320.3		**GENERATOR**				
		Condition	Very Good			
		Manufacturer	Onan/Cummins			
		Generator KW	400			
		Generator KVA	500			
		Fuel Tank (Gals)	275			
		ATS (manf/model #)	ASCO			
		Year Installed	1993			
		Other Equipment				
		Sludge Drying Beds	Installed 1993			
		Size	52' x 62' - divided into 4 separate beds (11' x 60')			
		Material	Concrete			
		Filter Material	sand and gravel with a PVC liner			
		Sludge Drying Beds	Installed 1997			
		Size	26' x 62' - divided into 2 separate beds (11' x 60')			
		Material	Concrete			
		Filter Material	sand and gravel with a PVC liner			

4.2 DAMS

Pennoni performed a field visit to each of the referenced dams (Raven Run Dams No. 2 and No. 3 and Ringtown Dams No. 5 and No. 6) on 3/2/2022 to review the 2020 and 2021 Annual Dam Inspection Reports and determine if the dam condition is in general agreement with the reports.

Raven Run Dam No. 2 (PADEP ID No. 54-07)

Facility Description

Latitude: 40°49'22" N Longitude: 76°14'28" W

Based on the 2021 Annual Inspection Dam Report the dam was last inspected on 11/15/2021. The Raven Run Dam No. 2 is a Class C-2 earthen embankment dam located in West Mahanoy Township, Schuylkill County, PA. The dam is owned by the Municipal Authority of the Borough of Shenandoah. The earthen dam embankment is 2:1 slope on both the upstream and downstream side of the dam. The embankment is 400’ in length, 37’ high and has a top width of 8 feet. The dam is over the Lost Creek and has a storage volume of 139 ac-ft. The spillway is located at the right abutment and consists of a broad crested stone block weir and a hand placed stone spillway channel retained by mortared stone sidewalls.

Property Condition

Observations of the embankment, spillway, outlet works and downstream channel remain unchanged from the 2021 inspection. Most of the recommendations from the 2021 Inspection report have been completed. However, the PADEP has requested that a plan and schedule of upgrades for the dam be completed and implemented for the dam. This schedule was not available to this reviewer.



Figure 1 – Raven Run Dam No 2 – Embankment Slope at spillway



Figure 2 – Raven Run Dam No 2 - Spillway



Figure 3 – Raven Run Dam No 2 – Right Embankment – Abutment and Drainage Weir at Toe of Dam



Figure 4 – Raven Run Dam No 2 – Downstream Spillway Channel Culvert

Raven Run Dam No. 3 (PADEP ID No. 54-08)

Facility Description

Latitude: 40°49'27" N Longitude: 76°14'15" W

Based on the 2021 Annual Inspection Dam Report the dam was last inspected on 11/15/2021. The Raven Run Dam No. 3 is a Class C-1 earthen embankment dam located in West Mahanoy Township, Schuylkill County, PA. The dam is owned by the Municipal Authority of the Borough of Shenandoah. The grassed earthen dam embankment is 2:1 slope on both the upstream and downstream side of the dam. The embankment is 1,010' in length, 40' high and has a top width of 10 feet. The dam is over the Lost Creek and has a storage volume of 278 ac-ft. The spillway is located at the right abutment and consists of a stone approach weir and a hand placed stone spillway channel retained by mortared stone sidewalls.

Property Condition

Observations of the embankment, spillway, outlet works and downstream channel remain unchanged from the 2021 inspection. Most of the recommendations from the 2021 Inspection report have been completed. However, the PADEP has requested implementation of a schedule of upgrades for the dam. This schedule was not available to this reviewer.



Figure 1 – Raven Run Dam No 3 – Embankment Crest



Figure 2 – Raven Run Dam No 3 – Spillway



Figure 3 – Raven Run Dam No 3 –Spillway, Slope and Crest



Figure 4 – Raven Run Dam No 3 – Downstream Slope and Crest

Ringtown Dam No. 5 (PADEP ID No. 54-04)

Facility Description

Latitude: 40°50'33" N Longitude: 76°14'50" W

Based on the 2021 Annual Inspection Dam Report the dam was last inspected on 11/15/2021. The Ringtown Dam No. 5 is a Class B-1 earthen embankment dam located in Union Township, Schuylkill County, PA. The dam is owned by the Municipal Authority of the Borough of Shenandoah. The grassed earthen dam embankment is 2:1 slope on both the upstream and downstream side of the dam. The embankment is 535' in length, 60' high and has a top width of 9 feet. The dam is over the Little Catawissa Creek and has a storage volume of 1,055 ac-ft. The spillway is located through the center of the downstream slope and consists of an asphalt approach area, a broad crested concrete weir and a stepped roller compacted concrete/asphalt spillway chute.

Property Condition

Observations of the embankment, spillway, outlet works and downstream channel remain unchanged from the 2021 inspection. Most of the recommendations from the 2021 Inspection report have been completed. However, the PADEP has requested implementation of a schedule of upgrades for the dam. This schedule was not available to this reviewer.



Figure 1 – Ringtown Dam No 5 –Downstream slope of Embankment



Figure 2 – Ringtown Dam No 5 –Upstream slope of Embankment



Figure 3 – Ringtown Dam No 5 – Crest of Roller Compacted Concrete Spillway



Figure 4 – Ringtown Dam No 5 –Roller Compacted Concrete Spillway

Ringtown Dam No. 6 (PADEP ID No. 54-95)

Facility Description

Latitude: 40°49'52" N Longitude: 76°16'54" W

Based on the 2021 Annual Inspection Dam Report the dam was last inspected on 11/15/2021. The Ringtown Dam No. 6 is a Class B-1 Earthen embankment dam located in Union Township, Schuylkill County, PA. The dam is owned by the Municipal Authority of the Borough of Shenandoah. The grass covered earthen dam embankment is 2:1 slope on both the upstream and downstream side of the dam. The embankment is 725' in length, 50' high and has a top width of 9 feet. The dam is over an unnamed tributary to the Little Catawissa Creek and has a storage volume of 1,075 ac-ft. The spillway is located at the right abutment and consists of a stone approach area, a broad crested concrete weir and a concrete spillway chute.

Property Condition

Observations of the embankment, spillway, outlet works and downstream channel remain unchanged from the 2021 inspection with the exception of a new erosion area with seepage at the left embankment/abutment (See photos). The seep should be investigated further.

Most of the recommendations from the 2021 Inspection report have been completed. However, the PADEP has requested implementation of a schedule of upgrades for the dam. This schedule was not available to this reviewer. In addition, PADEP requests the design of a weir box in their annual review letters. This must be completed.



Figure 1 – Ringtown Dam No 6 – Concrete Spillway



Figure 2 – Ringtown Dam No 6 – Concrete Spillway Channel at Toe

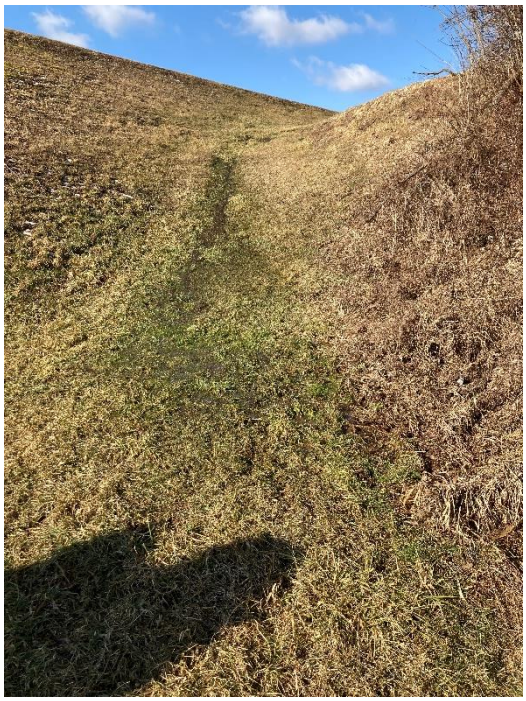


Figure 3 – Ringtown Dam No 6 – Downstream Embankment Right Side- With Seep



Figure 4 – Ringtown Dam No 6 – Embankment Crest and Crest Line

4.3 BOOSTER PUMP STATIONS

Turkey Run PS (aka Shenandoah South)

Facility Description (see attached Information Sheet)

The Turkey Run PS is owned and operated by MABS and is located at Main Street (Rt. 924) and Herald Road. The pump station is equipped with two 30 HP centrifugal pumps rated at 323 GPM at 222 feet of head, manufactured by DP Industries. The pump station was originally installed in 1974. The pumps and motors were upgraded in 2020.

The Pump Station is a 20' x 10' approximately 8' deep concrete vault. Access is via 3' x 3' aluminum hatch, with a concrete removable panel over the pumps. There are five 4" gate valves. The station has a magnetic flow meter connected to the SCADA System. Electrical to the station is supplied by a 300 Amp breaker box and a 100 Amp electrical panel.

Property Condition

The vault and all mechanical and electrical equipment are in good condition.



Figure 1 – Pump Station looking West



Figure 2 – Vault Entrance Hatch



Figure 3 – Pump 1



Figure 4 –Pump 2



Figure 5 – Pump Control Panel

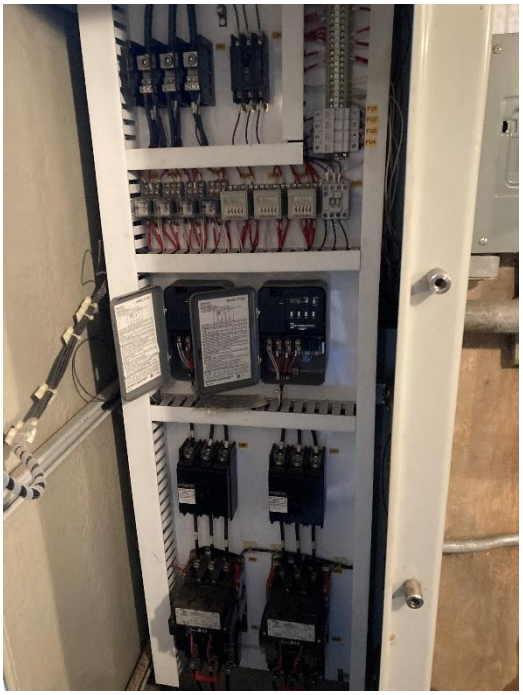


Figure 6 – Control Panel Interior



Figure 7 – Power Disconnect



Figure 8 – Discharge Piping

Shenandoah, PA						
		Pump / Booster Station		**Scheduled Visit Date:**	**2/23/2022**	
Station Name		**Turkey Run aka Shenandoah South**	**Phone #**			
Location		**Turkey Run Road**				
Start Up Date		**1974**				
CODE						**COMMENTS**
311.3		**Booster Pumps**			Year Installed	
		Condition	very good		2020	Upgraded in 2020
		No. of Pumps	2			
		Type	Centrifugal			
		Pump Manufacturer	DP Industries			
		Pump Model Number	DPNS 065			
		Year Installed	4/8/2020			
		Pump Capacity (GPM)	323			
		Head (ft)	222			
		Motor HP	30			
		Finished Water Meter Type	Magmeter?			
		Size				
		Meter Manufacturer				
		Control Panel	Generic			
320.3		**VALVES**				
		Type	Pressure regulating	Ball		
		Manufacturer				
		Size				
		#				
		Year Installed				
304.3		**BUILDING**				
		Condition	Fair			
		Size	20' x 10'			
		Main Structure Material	Concrete Vault			
		Roof Type				
		Roof Condition				
		Doors (number /material)	30" x 30" Alum hatch			
		Lighting (Type)	Bulbs			
		Year Installed				
320.3		**ELECTRICAL**				
		MCC	300 AMP Panel	100 AMP sub-panel		
		Alarm System (manf/ model)				
		Year Installed				
		HVAC				
		Condition	Fair			
		Type	exhaust fan			
		Manufacturer				
		Year Installed				
		WATER LEVEL CHART RECORDER	SCADA			
		Manufacturer				
		GROUNDS				
		Fence Length	N/A			
		Fence Type				
		Year Installed				
		Paving and Walkways	stone			
320.3		**GENERATOR**	N/A			
		Condition				
		Manufacturer				
		Generator KW				
		Generator KVA				
		Fuel Tank (Gals)				
		ATS (manf/model #)				
		Year Installed				

Pump Station No. 7

Facility Description (see attached Information Sheet)

Pump Station No. 7 is owned and operate by MABS and is located on a stone drive, north west of Shenandoah, approximately 500 feet north of Coal Street. The pump station is equipped with two 75 HP centrifugal pumps rated at 350 GPM. The station is also equipped with a 20 HP Vertical Centrifugal pump manufactured by Gould Inc. installed in 2009. There are no records when the pump station was originally constructed. The flow is measured by a Flowmotion BE6300 ultrasonic flowmeter and a Commander 1900 Chart Recorder and totalizer installed in 2009.

The Pump Station building is an approximately 20' x 20' x 10' high masonry building with a stucco exterior. The roof is composed of concrete panels. There are five 4" gate valves. Electrical to the station is supplied by a 5 KVA Transformer and a single electrical panel.

Property Condition

The building and all mechanical and electrical equipment are in fair condition.



Figure 1 – Front of Building



Figure 2 – Side of Building



Figure 3 – Main Centrifugal Pumps



Figure 4 –Vertical Back-up Pumps



Figure 5 – Pump Control Panel



Figure 6 – Electrical Panels



Figure 7 – Flow Reader



Figure 8 – Chart Recorder

Shenandoah, PA						
		Pump / Booster Station		**Scheduled Visit Date:**	**2/23/2022**	
Station Name		**No. 7 pump station**	**Phone #**			
		Near West Penn Street				
Start Up Date		**unknown**				
CODE						**COMMENTS**
311.3		**Booster Pumps**	Pump 1&2	Pump 3		
		Condition	fair	good		
		No. of Pumps	2	1		
		Type	Centrifugal	vertical centrifugal		
		Pump Manufacturer		Gould		
		Pump Model Number		33SVBD2K2A		
		Year Installed	unknown	2009		
		Pump Capacity (GPM)	350	135		
		Head (ft)				
		Motor HP	75	20		
		Finished Water Meter Type	Ultrasonic			
		Size				
		Meter Manufacturer	Flowmotion BE6300	Commander 1900 Chart Recorder		
		Control Panel	Generic			
320.3		**VALVES**				
		Type	Pressure regulating	Ball		Pressure regulation valve is located downstream of pump station
		Manufacturer				
		Size				
		#				
		Year Installed				
304.3		**BUILDING**				
		Condition	fair			
		Size	appox. 20' x 20'			
		Main Structure Material	concrete			
		Roof Type	concrete panels			
		Roof Condition	poor			
		Doors (number /material)	1 - steel			
		Lighting (Type)	bulbs			
		Year Installed				
320.3		**ELECTRICAL**				
		MCC		5 KVA transformer		
		Alarm System (manf/ model)				
		Year Installed				
		HVAC				
		Condition	poor			
		Type	Unit Heater			
		Manufacturer				
		Year Installed				
		GROUNDS				
		Fence Length	N/A			
		Fence Type				
		Year Installed				
		Paving and Walkways				
320.3		**GENERATOR**	N/A			
		Condition				
		Manufacturer				
		Generator KW				
		Generator KVA				
		Fuel Tank (Gals)				
		ATS (manf/model #)				
		Year Installed				

Ringtown Reservoir PS No. 5

Facility Description (see attached Information Sheet)

Pump Station No. 5 is owned and operated by MABS and is located adjacent to the base of the spillway at the Ringtown Reservoir #5 dam. The pump station is equipped with a 400 HP dual Delaval centrifugal pumps (one intake and one discharge) rated at 2 million gallons per day (MGD) and a 600 HP American Marsh centrifugal pump rated at 4 MGD. The motors starters for each pump are two GE Limitamp Control Units. The pump station was originally constructed in 1913 and upgraded in 1977. The American Marsh pump was replaced in 2016. The flow is measured by a Commander 1900 Chart Recorder and totalizer.

The Pump Station building is an approximately 55' x 30' concrete block building with a fieldstone exterior. There is an integral 2-story stone building originally used as a meter room and for storage that is no longer in use. The roof is asphalt shingles, entry is via an 8 foot wide double steel door. Electrical to the station is supplied by a 250 KVA feed and a 4000 volt transformer inside the building. A 225 amp electrical panel supplies power to various components inside the building. The building is heated by an oil-fired forced air furnace. A 250-gallon heating oil tank is located inside along the north wall.

Property Condition

The building and all mechanical and electrical equipment are in good condition.



Figure 1 – Pump Building



Figure 2 – Motor Starters



Figure 3 – Building Electrical Feed

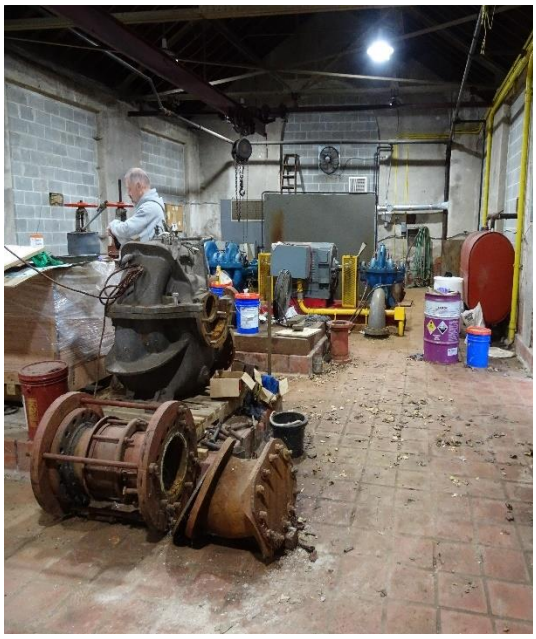


Figure 4 –Interior of Building



Figure 5 – 2 MGD Pump



Figure 6 – 2 MGD Pump

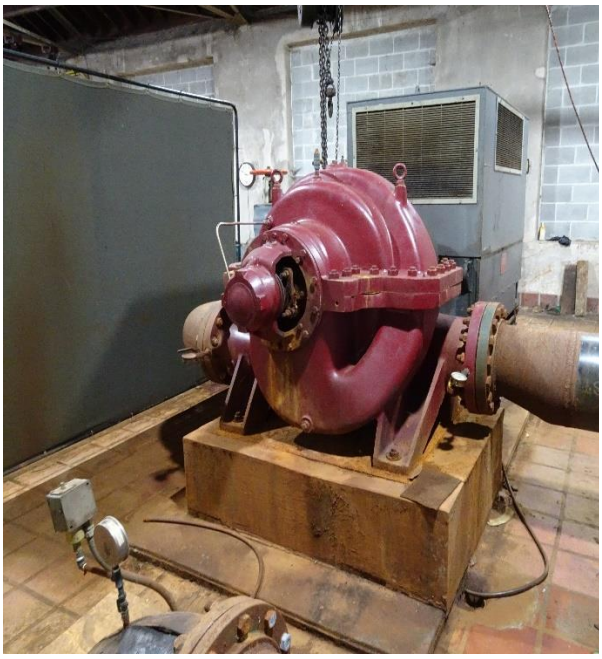


Figure 7 – 4 MGD Pump



Figure 8 – Discharge Piping

Shenandoah, PA						
		Pump / Booster Station		**Scheduled Visit Date:**	**2/24/2022**	
Station Name		**Ringtown #5**	**Phone #**			
Location		**Ringtown Reservoir #5**				
Start Up Date		**1914**				
CODE						**COMMENTS**
311.3		**Booster Pumps**	Pump 1	Pump 2	Year Installed	
		Condition	fair	good		
		No. of Pumps	2	1		Pump 1 has an intake and discharge pump combo
		Type	Centrifugal	Centrifugal		
		Pump Manufacturer	Delaval	American Marsh		
		Pump Model Number				
		Year Installed	1977	2016		
		Pump Capacity (GPM)	2 MGD	4 MGD		
		Head (ft)				
		Motor HP	400	600		
		Finished Water Meter Type				
		Size				
		Meter Manufacturer				
		Control Panel	GE 400 HP Motor Starter	GE 600 HP Motor Starter	1963	
320.3		**VALVES**				
		Type	Gate			
		Manufacturer				
		Size	12"			
		#	3			
		Year Installed	1977			
304.3		**BUILDING**				
		Condition	fair			
		Size	55' x 30'			There is a 20' x 30' extension that is abandoned
		Main Structure Material	field stone and concrete block			
		Roof Type	Asphalt Shingle			
		Roof Condition	good			
		Doors (number /material)	double steel - 8'			
		Lighting (Type)	LED			
		Year Installed				
320.3		**ELECTRICAL**				
		MCC	250KVA			15 KVA transformer & 225 amp panel
		Alarm System (manf/ model)				
		Year Installed				
		Motor Starters	GE - 400 HP and 600 HP		1963	
		HVAC				
		Condition	good			
		Type	Oil fired furnace			250 gallon oil storage tank
		Manufacturer	Concord			
		Year Installed				
		WATER LEVEL CHART RECORDER				
		Manufacturer	SCADA			
		GROUNDS				
		Fence Length	N/A			
		Fence Type				
		Year Installed				
		Paving and Walkways				
320.3		**GENERATOR**	N/A			
		Condition				
		Manufacturer				
		Generator KW				
		Generator KVA				
		Fuel Tank (Gals)				
		ATS (manf/model #)				
		Year Installed				

4.4 STORAGE TANKS

Kehly Run Tank

The Kehly Run Tank is owned and operated by MABS. The 63-foot diameter x 44' high, 1-million gallon ground storage tank was constructed in 1991. It is constructed of welded steel and is located along Ringtown Boulevard on the east side of Shenandoah Heights. The storage tank was inspected and repainted in 2010. The rehabilitation improvements consisted of interior and exterior paint. The elevated tank is monitored by the SCADA system via a remote terminal unit (RTU) installed in 2016. The tank is fed by gravity from another location. The tank was installed to support fire protection in the area. The tank is surrounded by an approximately 350-foot, 8 foot high cyclone fence topped with barbed wire. A concrete valve pit is located north of the tank.

Property Condition

The Tank and property are in good condition.



Figure 1 – Tank Looking East



Figure 2 – Valve Vault



Figure 3 – Entrance to Valve Vault



Figure 4 –Tank Plate

Shenandoah, PA		**Water Tank**		**Scheduled Visit Date:**	**2/24/2022**	
Station Name		**Kehly Run Tank**	**Phone #**			
Location		**Ringtown Blvd - Shenandoah Heights (East Side)**				
Start Up Date	**1991**	**Last inspection date:**	**Approx. 2010**			
CODE						
330.4	**WATER TOWER**				Date Installed	**COMMENTS**
		Size (gallons)	1 Million			
		Style of Tank	Ground Storage Tank			
		Dimensions	63' diameter x 44' high			
		Material	Welded Steel			
		Control Panel				
		Transducer				
		Electrical Panel				
		Altitude Valve				
		Mixer				
		Paint Condition	Fair			
		Fence Length				
		Fence Type	8 ' cyclone w/ barbed wire			
		Year Installed	1991			Advance Tank Company
		Paving and Walkways				
		Pressure Reducing Valve				
		Meter				
		Last inspection (date)	Approx. 2010			
		Last interior coating (date)	Approx. 2010			
		Last exterior coating (date)	Approx. 2010			
		Other	Concrete valve pit			Tank is fed by gravity from another location. Tank was installed for fire protection.

Turkey Run Tank

Facility Description (see attached Information Sheet)

The Turkey Run Tank is owned and operated by MABS. The elevated storage tank has a top height of 159 feet. The actual storage tank is approximately 30 feet in diameter x 29' high and holds 150,000-gallons of water. The tank was installed in 1974 by Caldwell Tanks, Inc. It is constructed of welded steel and is located on Furnace Steet approximately one mile south of Shenandoah. The storage tank was inspected and repainted in 2012. The elevated tank is monitored by the SCADA system via a remote terminal unit (RTU) installed in a concrete vault at the base of the tank. The vault also contains valves and gauges. The tank is surrounded by an approximately 300-foot, 8-foot high cyclone fence topped with barbed wire. The tank has several communication towers (not owned by MABS) located on its perimeter. Adjacent to the tank are electrical controls and an emergency generator for the cell tower equipment.

Property Condition

The tank and property are in good condition.



Figure 1 – Tank from Furnace Street



Figure 2 – Tank Plate



Figure 3 – Valve Vault



Figure 4 –Telemetry Box



Figure 5 – Ventilation System



Figure 6 – Valve and Piping



Figure 7 – Electrical Panel



Figure 8 – Generator and Electrical Equipment for Cell Towers

Shenandoah, PA		**Water Tank**		**Scheduled Visit Date:**	**2/23/2022**	
Station Name		**Turkey Run**	**Phone #**			
Location		**Furnance Street**				
Start Up Date	**1974**	**Last inspection date:**				
CODE						
330.4	**WATER TOWER**				Date Installed	**COMMENTS**
		Size (gallons)	150,000			
		Style of Tank	Elevated			
		Dimensions	159 ft high (water tank approx. 30 dia. X 29' high			
		Material	Steel			
		Control Panel	Tri-Star			cell phone sends data back to scada system
		Transducer				
		Electrical Panel	100 Amp			
		Altitude Valve				
		Mixer				
		Paint Condition	Good			
		Fence Length	approx 300 feet			
		Fence Type	Chainlink			
		Year Installed				
		Paving and Walkways	Gravel / Dirt			
		Pressure Reducing Valve				
		Meter				
		Last inspection (date)	Approximately 2012			
		Last interior coating (date)	Approximately 2012			
		Last exterior coating (date)	Approximately 2012			
		Valve Pit	6' x 6' concrete with steel hatchway			
		Generator and Electrical Equipment				Adjacent generator and electrical equipment supports the cell tower equipment on the tank.

Swatara Road Standpipe

Facility Description (see attached Information Sheet)

The Swatara Road Standpipe is owned and operated by MABS. The standpipe is 65 foot high, 38 foot diameter, 500,000 gallon storage tank was constructed in 1978. It is constructed of welded steel and is located along Swatara Road on the east side of Shenandoah Heights. The storage tank was inspected and repainted in 2012. The tank is monitored by the SCADA system via a remote terminal unit (RTU). The tank is surrounded by an approximately 250 foot, 10 foot high cyclone fence topped with barbed wire. A concrete valve pit is located at the base of the tank and contains pressure gauges and valves.

Property Condition

The tank and property are in good condition.



Figure 1 – Tank looking South



Figure 2 – Valve Vault



Figure 3 – Entrance to Valve Vault

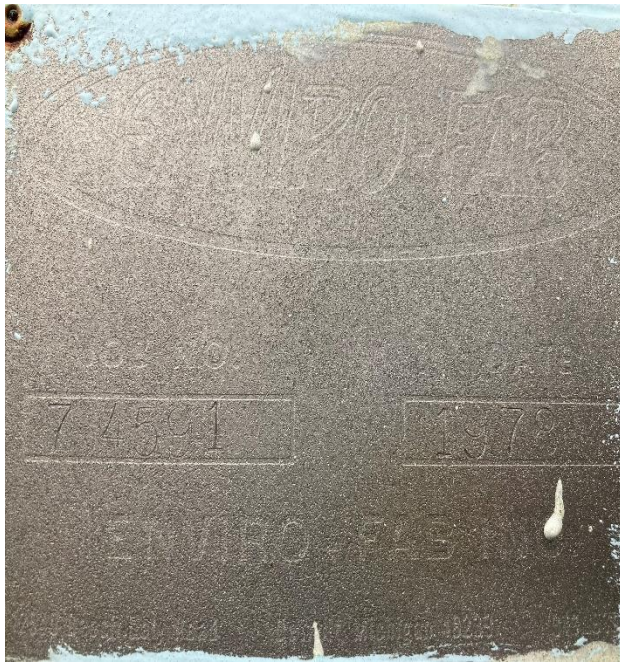


Figure 4 –Tank Plate

Shenandoah, PA		**Water Tank**		**Scheduled Visit Date:**	**2/23/2022**	
Station Name		**Swatara Road**	**Phone #**			
Location		**Shenandoah Heights - west side**				
Start Up Date	**1978**	**Last inspection date:**				
CODE						
330.4	**WATER TOWER**				Date Installed	**COMMENTS**
		Size (gallons)	500,000		1978	
		Style of Tank	Standpipe			
		Dimensions	38' Diameter x 65' high			
		Material	Welded Steel			
		Control Panel				cell phone sends data back to scada system
		Transducer				
		Electrical Panel				
		Altitude Valve				
		Mixer				
		Paint Condition	good			
		Fence Length				
		Fence Type	Chainlink - 10 ft high			
		Year Installed	1978			
		Paving and Walkways	stone			
		Pressure Reducing Valve				
		Meter				
		Last inspection (date)	approx 12 - 15 years ago			
		Last interior coating (date)	approx 2012			
		Last exterior coating (date)	approx. 2012			
		Valve Pit	Concrete			

4.5 PRESSURE REDUCING VALVE (PRV) VAULTS

There are two PRV Vaults located in the system. Vault 1 is located on the roadway leading to Booster Station #7, approximately 100 feet south. Vault 2 is located on the west side of Raven Run Road, approximately 200 feet north of Tar Road.

Vault 1 is approximately 15’ x 7’ x 8’ deep. The vault constructed in 1994 of precast concrete, access is via a 2.5’ x 3’ cast iron hatch. The Vault contains a 10-inch Pressure Reducing Valve, a 10-inch Flow Meter and three 10-inch gate valves (1 in the chamber and 2 outside). It appears that all of the equipment is original.

Vault 2 is 15’ x 7’ x 8’ deep. The vault is constructed of poured concrete, access is via a 3’ x 3’ aluminum hatch. The Vault contains a 6-inch and a 2-inch Cla-Val Pressure Reducing Valve and a Sensus Flow Meter and various 6” and 2” gate valves. It appears that the 6-inch gate valves and flow meter were recently replaced.

Both PRV vaults and equipment are owned and operated by MABS.



Figure 1 – Vault 1 Entrance



Figure 2 – Vault 1 Piping



Figure 3 – Vault 1 Pressure Sensor

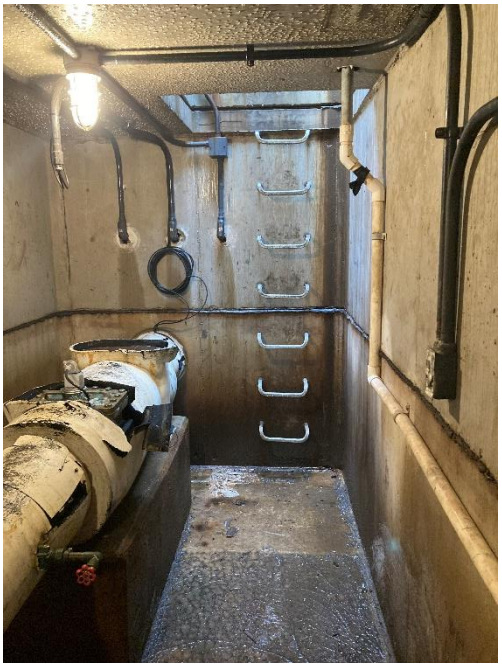


Figure 4 – Vault 1 Piping



Figure 1 – Vault 2 looking West



Figure 2 – Vault 2 looking East



Figure 3 – Vault 2 Interior



Figure 4 – Vault 2 Pressure Regulator Spur



Figure 5 – Vault 2 Pressure Regulator



Figure 6 – Vault 2 Flow Meter



Figure 7 – Vault 2 Flow Meter



Figure 8 – Vault 2 Piping

No. 7 Pump House Pressure Reducing Valve Pit		
Information		**Comments**
Vault Size	Appox. 4' x 15' x 8' H	
Material	underground Pre-fab concrete vault	
Valve Manufacturer		
Pipe Size	10 inch	
Transducer	sends signal to SCADA	
Sump Pump	yes	
Gate Valve	10 inch	
Year Built	1994	
Raven Run Road Pressure Reducing Valve Pit		
Information		
Vault Size	7' x 15' x 8' deep	
Material	Poured Concrete	
Valve Manufacturer	CLA-VAL	
Pipe Size	6"	
Valve Manufacturer	CLA-VAL	
Pipe Size	2"	Branch off of the main
Sump Pump	no	
Gate Valve	2 rising stem	
Flow meter	Sensus C2	
Year Built	2009	

4.6 DISTRIBUTION SYSTEM

The Municipal Authority of the Borough of Shenandoah owns and operates approximately 48 miles of distribution pipes. A map of the service areas can be found in Appendix A. Distribution system related cost data can be found in Section 7 for the water mains, valves, hydrants and services under account codes 331.4, 333.4 and 335.4.

4.7 OTHER FACILITIES

Caretaker House

The Caretaker house is located east of the Ringtown Dam #5. The building is a 2-story stone building, approximately 1540 SF with a basement, constructed in 1913. The house was recently partially renovated with new windows. The building is not in use. The building is owned by MABS.

The roof and interior are in poor condition. The property has an abandoned garage that is partially collapsed. A well is located in the back of the house.

Warehouse and Maintenance Buildings

The maintenance building and warehouse are owned by MABS and are located at 104 N. Ferguson Street in the Borough of Shenandoah. The two buildings are connected by a common doorway.

The maintenance building is a concrete block building constructed in 1950 which contains the garage, office, and bathroom. The adjacent warehouse was constructed in 1938 and is used for parts and equipment storage.

Both buildings are heated by an oil fired hot air furnace located in the maintenance building. Each building has an automated garage door.

Both buildings are in good condition.



Figure 2 – Caretaker House Front



Figure 5 – Caretaker House Rear



Figure 7 – Caretaker House Garage



Figure 4 – Caretaker House Well



Figure 5 –Maintenance and Warehouse Buildings



Figure 6 –Maintenance Garage

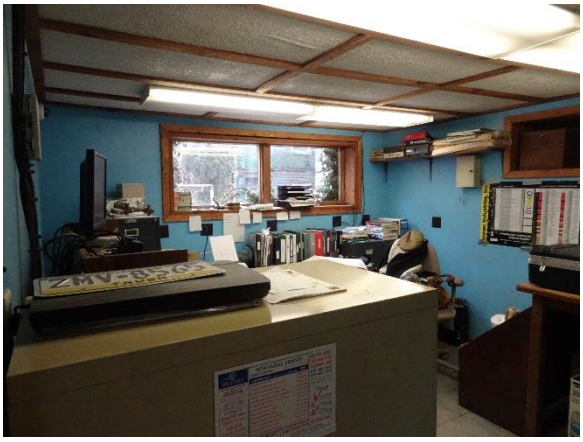


Figure 7 –Office

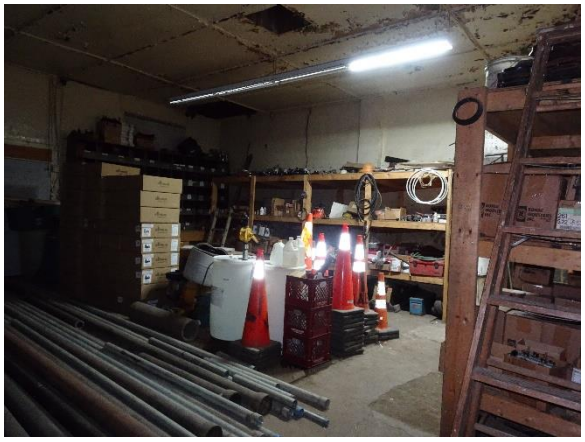


Figure 8 – Warehouse

CARETAKER HOUSE

Location		Ringtown Reservoir No. 5				
Year Built						
CODE						**COMMENTS**
		BUILDING				
		Type	2 story with basement			
		Condition	Poor			Currently abandoned and boarded up
		Size	Approx. 40 x 40			
		Main Structure Material	field stone and stucco			
		Roof Type	Asphalt Shingle			
		Roof Condition	fair			
		Doors (number /material)	front and rear vertical sliding			
		Lighting (Type)				
		OTHER				
		Water supply well in back yard				
		Anandoned concrete block garage				Crumbling
		Year Built	1913			

MAINTENANCE / WAREHOUSE BUILDINGS					
Location		104 N. Ferguson Street			
Year Built					
CODE					**COMMENTS**
		BUILDING	**Building 1**	**Building 2**	
		Type	1 1/2 story	2 story	
		Condition	Good	Good	
		Size	Approx. 60 x 25	Approx. 60 x 25	
		Main Structure Material	Concrete Block	Concrete Block with brick façade	
		Roof Type	Flat Roof, membrane	Flat Roof, membrane	
		Roof Condition			
		Doors (number /material)	12 ft. overhead steel	10 ft. overhead wood	both doors electically operated
		Lighting (Type)	Florescent	Florescent	
		OTHER			
		Use	Garage	Warehouse	
		Anandoned concrete block garage			
		Year Built	1950	1938	

5. OWNED PROPERTY & EASEMENTS OF VALUE

Property that was directly purchased by the MABS and easements acquired are listed in Section 7 – "List of Assets and Costs". The value of said easements are listed with a purchase price of $1 or actual cost if documented and are included in the original purchase price of the facilities listed in Section 7 – "List of Assets and Costs", Accounts 303.2, 303.3 and 303.4. Easements for approximately 78 parcels may be required.

6. REGULATORY REQUIREMENTS

pennsylvania
DEPARTMENT OF ENVIRONMENTAL PROTECTION

NORTHEAST REGIONAL OFFICE

DEC 0 1 2017

November 21, 2017

Ms. Donna Gawrylik, Chair-Person
Municipal Authority of the Borough of Shenandoah
P.O. Box 110
Shenandoah, PA 17976-0110

Re: DEP File No. WA 54-44C
Municipal Authority of the Borough of Shenandoah
Shenandoah Borough, Schuylkill County
APS No. 605495

Dear Ms. Gawrylik:

The water allocation application filed by the Municipal Authority of the Borough of Shenandoah has been approved. Water Allocation Permit WA 54-44C grants the Municipal Authority of the Borough of Shenandoah the right to withdraw from Ringtown No. 6 (Whiskey Mill Run) 1.5 MGD Average Annual, Ringtown No. 5 (Dreshers Run) 2.0 MGD Average Annual, and Raven Run No. 2 2.05 MGD Average Annual, for a total withdrawal not to exceed 2.05 MGD Average Annual as measured below Raven Run No. 2 at the influent raw water meter to the Shenandoah Water Treatment Plant. Conservation releases of 460,000 gpd for Ringtown No. 6, 210,000 gpd for Ringtown No. 5, and 250,000 gpd for Raven Run No. 2 are required. The permit is enclosed.

Any person aggrieved by this action may appeal, pursuant to Section 4 of the Environmental Hearing Board Act, 35 P.S. Section 7514, and the Administrative Agency Law, 2 Pa.C.S. Chapter 5A, to the Environmental Hearing Board, Second Floor, Rachel Carson State Office Building, 400 Market Street, P.O. Box 8457, Harrisburg, PA 17105-8457, 717-787-3483. TDD users may contact the Board through the Pennsylvania Relay Service, 800-654-5984. Appeals must be filed with the Environmental Hearing Board within 30 days of receipt of written notice of this action unless the appropriate statute provides a different time period. Copies of the appeal form and the Board's rules of practice and procedure may be obtained from the Board. The appeal form and the Board's rules of practice and procedure are also available in Braille or on audiotape from the Secretary to the Board at 717-787-3483. This paragraph does not, in and of itself, create any right of appeal beyond that permitted by applicable statutes and decisional law.

IF YOU WANT TO CHALLENGE THIS ACTION, YOUR APPEAL MUST REACH THE BOARD WITHIN 30 DAYS. YOU DO NOT NEED A LAWYER TO FILE AN APPEAL WITH THE BOARD.

IMPORTANT LEGAL RIGHTS ARE AT STAKE, HOWEVER, SO YOU SHOULD SHOW THIS DOCUMENT TO A LAWYER AT ONCE. IF YOU CANNOT AFFORD A LAWYER, YOU MAY QUALIFY FOR FREE PRO BONO REPRESENTATION. CALL THE SECRETARY TO THE BOARD (717-787-3483) FOR MORE INFORMATION.

If you have any questions regarding the permit conditions, you may contact Deborah S. Wilkes, Technical Services Section, at the letterhead address or 570.830.3102.

Sincerely,

Brian T. Yagiello
Environmental Program Manager
Safe Drinking Water Program

Enclosures

cc: Mr. Chris McCoach/Alfred Benesch & Company

pennsylvania
DEPARTMENT OF ENVIRONMENTAL PROTECTION

November 21, 2017

Municipal Authority of the Borough of Shenandoah
Shenandoah Borough, Schuylkill County

Permit No. WA54-44C

WATER ALLOCATION PERMIT

The Pennsylvania Department of Environmental Protection (the Department), renamed by the Act of June 28, 1995, No. 18, P.L. 89, 71 P.S. §1340.101 et. seq., known as the Conservation and Natural Resources Act, and continuing to exercise the powers and duties established by the Act of December 3, 1970, No. 275, P.L. 834, 71 P.S. §510-1 et. seq., as amended, known as The Administrative Code, as successor to the Water and Power Resources Board, under and by virtue of the authority vested in and imposed upon it by the Act of June 24, 1939, No. 365, P.L. 842, 32 P.S. §631 et seq., known as the Water Rights Act, hereby grants leave to the **Municipal Authority of the Borough of Shenandoah**, with its principal offices located in **P.O. Box 110, Shenandoah, PA 17976-0110, Schuylkill County, Pennsylvania,** to acquire and use for public water supply purposes, subject to such existing rights and uses as may now be lawful, water rights in the following designated waters of the Commonwealth:

The right to withdraw from Ringtown No. 6 (Whiskey Mill Run) 1.5 MGD Average Annual, Ringtown No. 5 (Dreshers Run) 2.0 MGD Average Annual, and Raven Run No. 2 2.05 MGD Average Annual, for a total withdrawal not to exceed 2.05 MGD Average Annual as measured below Raven Run No. 2 at the influent raw water meter to the Shenandoah Water Treatment Plant. Conservation releases of 460,000 gpd for Ringtown No. 6, 210,000 gpd for Ringtown No. 5, and 250,000 gpd for Raven Run No. 2 are required.

This permit does not give any property rights, either in real estate or material, nor any exclusive privileges, nor shall it be construed to grant or confer any right, title, easement or interest in, to or over any land belonging to the Commonwealth of Pennsylvania; neither does it authorize any injury to private property nor invasion of private rights, nor any infringement of Federal, State or Local laws or regulations; nor does it obviate the necessity of obtaining Federal assent when necessary.

This permit is issued in response to an application filed with the Department on the 29th day of January, 2007, and with the understanding that the proposed sources of water supply shall be developed as set forth in said application and in accompanying and supplemental data filed with and made a part thereof, subject, however to the provisions of the Water Rights Act, and the following conditions, regulations and restrictions.

Condition 1:

Duration of Permit: The duration of this permit shall be for a period of 25 years and shall expire on November 21, 2042. However, should the permittee for any reason whatsoever (1) fail to construct within a period of four years the works necessary for

the development of the supply of water allocated under this permit, or (2) fail to take and use within a period of four years the water or water rights for which this permit is issued, or (3) cease for any period of seven consecutive years to take and use the water hereby allocated, then this permit shall cease and be null and void; unless upon application by the permittee an extension of such period is granted by the Department of Environmental Protection's Northeast Regional Office;

Condition 2:

Measuring Device and Reporting Requirement: The permittee shall install accurate measuring and recording instruments or devices on the raw water transmission main between Ringtown No. 6 and Ringtown No. 5 reservoirs to determine the amount of water transferred. The design and layout of said measuring devices shall be submitted to and be approved by the Department of Environmental Protection's Northeast Regional Office before installation. Records of daily flow readings shall be submitted on a monthly basis to the Department's Permits Division in the Bureau of Safe Drinking Water (preferably electronically), and the original field records shall be available at all times for inspection by representatives of the Department. The required measuring devices shall be installed and readings shall begin within 1 year from the date of this permit, for all existing sources. This deadline may be extended at the Department's discretion if the permittee makes a written request to the Department of Environmental Protection's Northeast Regional Office;

Condition 3:

Conservation Release, Measuring Device and Reporting Requirement: A continuous flow of not less than 0.39 cubic feet per second per square mile from the 1.81 square miles of watershed area above the Ringtown No. 6 reservoir shall be maintained at all times immediately below Ringtown No. 6. This flow is equivalent to 460,000 gallons per day or 0.71 cubic feet per second. A continuous flow of not less than 0.38 cubic feet per second per square mile from the 0.83 square miles of watershed area above the Ringtown No. 5 reservoir shall be maintained at all times immediately below Ringtown No. 5. This flow is equivalent to 210,000 gallons per day or 0.32 cubic feet per second. A continuous flow of not less than 0.41 cubic feet per second per square mile from the 0.93 square miles of watershed area above the Raven Run No. 2 reservoir shall be maintained at all times immediately below Raven Run No. 2. This flow is equivalent to 250,000 gallons per day or 0.38 cubic feet per second. The permittee shall install accurate measuring and recording instruments or devices to determine the amount of flow in the stream channel. The design and layout of said measuring devices shall be submitted to and be approved by the Department of Environmental Protection's Northeast Regional Office before installation. Records of daily flow readings shall be submitted on a monthly basis to the Department's Permits Division in the Bureau of Safe Drinking Water (preferably electronically), and the original field records shall be available at all times for inspection by representatives of

the Department. The required measuring devices shall be installed and readings shall begin within 1 year from the date of this permit. This deadline may be extended at the Department's discretion if the permittee makes a written request to the Department of Environmental Protection's Northeast Regional Office. The passby flow/conservation release specified herein may be temporarily modified by the Department's Commonwealth Drought Coordinator or the Department's Division of Planning and Conservation under the Special Deputy Secretary for Water Resources Planning in writing during an emergency, upon written request from the permittee and satisfactory demonstration that the permittee has taken all reasonable conservation measures to avert and mitigate the emergency condition;

Condition 4:

Operations and Drought Contingency Plan: The permittee shall develop a contingency plan outlining the measures that will be taken to conserve the available supply and reduce water use during an emergency (e.g., drought, industrial waste spill, etc.). The plan shall include staged voluntary and mandatory water use restrictions and a description of parameters to trigger these actions at various stages, and the identification of available emergency sources or interconnections and when these sources would be utilized. The plan shall also indicate how water use restrictions will be enforced. The contingency plan shall be adopted by the permittee and submitted to the Department of Environmental Protection's Department's Division of Planning and Conservation under the Special Deputy Secretary for Water Resources Planning within one year of the date of this permit and updated and submitted to the Department every three years thereafter or within six months of the addition or abandonment of any source of supply;

Condition 5:

Drought Contingency Plan: The permittee shall respond to drought conditions as outlined within the Municipal Authority of the Borough of Shenandoah Drought Contingency Plan. The permittee shall impose water use restrictions upon customers in accordance with and at such time as actions which are required of customers served by the Municipal Authority of the Borough of Shenandoah;

Condition 6:

Water Conservation: The permittee shall adopt and implement a continuous water conservation program for all types of use within the area served by this permit. This program shall include, but is not limited to:

- The installation of water meters on all unmetered customer connections;
- An ongoing program for installing meters at all new customer connections;

- An ongoing program for regularly testing and repairing or replacing all meters;
- An ongoing leakage/loss control program;
- A water conservation education program;
- A program for reducing customer demand for water by requiring the installation of water-saving plumbing devices in all new accounts or promoting the adoption of water conservation ordinances;

The permittee's water conservation program shall comply with the water conservation policies of the Susquehanna River Basin Commission and the recommendations of the Department's Northeast Regional Office contained in the report on this allocation.

Condition 7:

Permit Compliance Reporting: The permittee shall submit a permit compliance report to the Department of Environmental Protection's Permits Division in the Bureau of Safe Drinking Water, on forms provided by the Department, annually, on or before the anniversary date of this permit, unless otherwise specified;

Condition 8:

Chapter 110 Requirements: The permittee shall register each source/interconnection approved under this permit and submit reports in accordance with 25 Pa. Code Chapter 110 Regulations. Registration and reporting shall be to the Department's Division of Planning and Conservation under the Special Deputy Secretary for Water Resources Planning;

Condition 9:

Prohibition on Supplying Water to Other Public Water Suppliers: The permittee shall not supply any new or additional quantity of water to any public water supply agency until that agency shall have first obtained from the Department of Environmental Protection's Northeast Regional Office a subsidiary water allocation permit for the specific purchase quantity;

Condition 10:

Reduction of Water Losses: Within one year of the date of this permit, the permittee shall initiate a study to develop a plan to reduce its unaccounted-for water loss and shall reduce such loss to a level of 20 percent or less within five years of the date of this permit. Such study shall be completed and the final results and recommendations

reported to the Department of Environmental Protection's Northeast Regional Office, with a copy to the Permits Division in the Bureau of Safe Drinking Water within two years of the date of this permit. The deadlines set forth in this condition may be extended with written approval by the Northeast Regional Office, upon good cause shown, providing that the permittee demonstrates satisfactory and good faith progress toward compliance with this condition;

Condition 11:

Revocation of Permit: Water Allocation Permit WA54-44A, issued to the Municipal Authority of the Borough of Shenandoah on **November 14, 1950** and granting 3,500,000 gallons per day from Little Catawissa Creek, Whiskey Mill Run, Dresher's Run, Raven Run No. 2, Kehly Run and W.P.A. reservoir is hereby revoked and shall be returned to the Department of Environmental Protection's Northeast Regional Office;

Condition 12:

Revocation of Permit: Water Allocation Permit WA54-44B, issued to the Municipal Authority of the Borough of Shenandoah on **November 10, 1964** and granting the right to withdraw 600,000 gallons per day from Fetter Pond is hereby revoked and shall be returned to the Department of Environmental Protection's Northeast Regional Office;

Condition 13:

Renewal Requirement: Within 18 months, but no less than one year, prior to the expiration date specified in Condition No. 1, the permittee shall submit to the Department of Environmental Protection's Northeast Regional Office a complete and acceptable application for a new permit, if permittee desires to continue to acquire the water rights granted by this permit beyond the expiration date. Upon the Department's acceptance of such application for review, the expiration date of this permit shall be extended during the review period until issuance or denial of said new permit;

Condition 14:

Permit Modification: This permit is subject to review and possible modification of said rights, conditions, or restrictions at a later date or dates, as provided in Section 7 of the Act of June 24, 1939, P.L. 842 (No. 365).

DATE: November 21, 2017

DEPARTMENT OF ENVIRONMENTAL PROTECTION

Municipal Authority of the Borough of Shenandoah

Permit No. WA54-44C

Brian T. Yagiello
Environmental Program Manager
Safe Drinking Water Program

ATTEST:

Brian F. Busher, P.E.
Environmental Engineer Manager
Safe Drinking Water Program

WA 54-44C

pennsylvania
DEPARTMENT OF ENVIRONMENTAL PROTECTION

REPORT ON THE APPLICATION

FOR A WATER ALLOCATION BY

Municipal Authority of the Borough of Shenandoah

SCHUYKILL COUNTY

November 21, 2017

SAFE DRINKING WATER PROGRAM

NORTHEAST REGIONAL OFFICE

DEPARTMENT OF ENVIRONMENTAL PROTECTION

REPORT ON THE APPLICATION

FOR A WATER ALLOCATION BY

MUNICIPAL AUTHORITY OF THE

BOROUGH OF SHENANDOAH

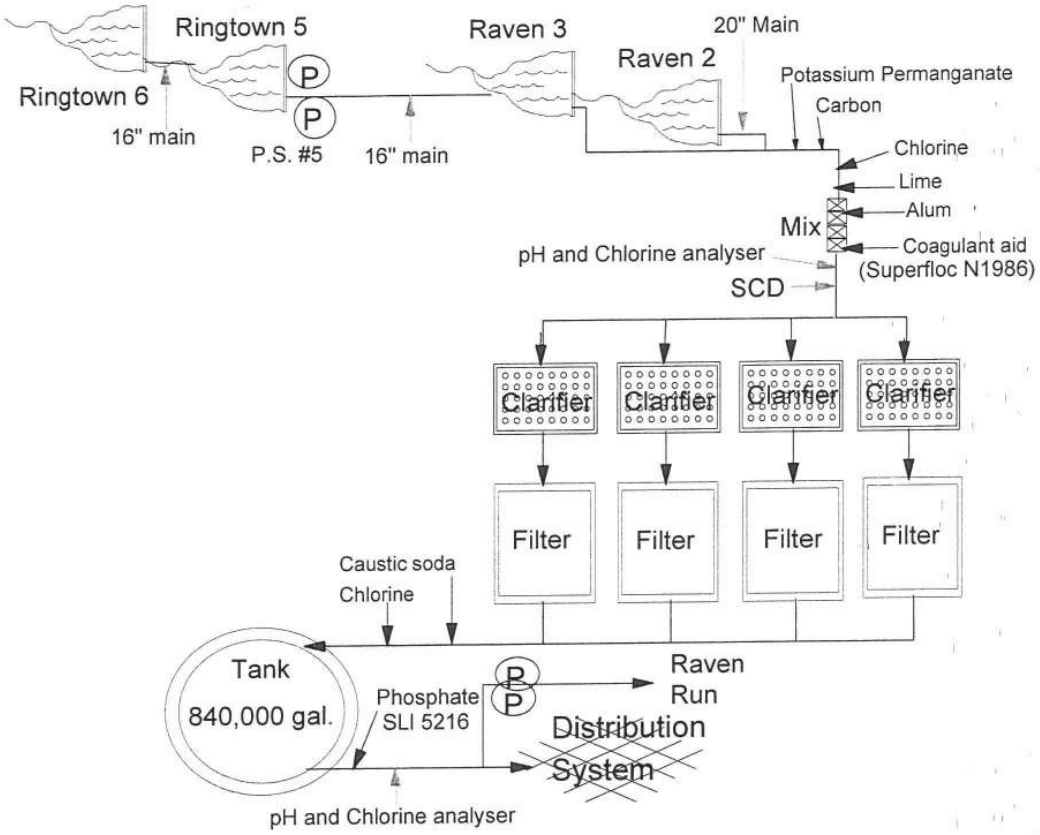
I. INTRODUCTION

On January 29, 2007, the Department of Environmental Protection (Department) received a water allocation application from the Municipal Authority of the Borough of Shenandoah (MABS), with its principal offices located in Shenandoah Borough, Schuylkill County, Pennsylvania. MABS is requesting a renewal of the current withdrawal allocation from Ringtown No. 6 (Whiskey Mill Run) 1.5 MGD Peak Day, Ringtown No. 5 (Dreshers Run) 0.5 MGD Peak Day, and Raven Run No. 2 (up to 0.05 MGD Peak Day). Raw water flows from Ringtown No. 6 by gravity through 2 miles of 16-inch pipe to Ringtown Reservoir No. 5. From here, it is pumped about 1.2 miles over Locust Mountain to Raven Run Reservoir No. 3 and Raven Run No. 2 (which are treated as one combined unit). Raw water from Raven Run No. 3 flows by gravity to Raven Run No. 2 and all flow is taken from Raven Run No. 2. The intake on Raven Run No. 3 is for emergency use and rarely utilized.

In order to more accurately reflect the cascading nature of the flows to the revervoirs, the following allocation amounts have been adjusted: from Ringtown No. 6 (Whiskey Mill Run) 1.5 MGD Average Annual, Ringtown No. 5 (Dreshers Run) 2.0 MGD Average Annual, and Raven Run No. 2 2.05 MGD Average, for a total withdrawal not to exceed 2.05 MGD Average Annual as measured below Raven Run No. 2 at the influent raw water meter to the Shenandoah Water Treatment Plant. Conservation releases of 460,000 gpd for Ringtown No. 6, 210,000 gpd for Ringtown No. 5, and 250,000 for Raven Run No. 2 will also be required by the Department in this subject water allocation renewal. Note that Kehly Run Reservoirs and Fetter Lake sources will be abandoned. A schematic of the system is shown in **figure 1** below.

Notice of the Municipal Authority of the Borough of Shenandoah (MABS) application was published in the March 17, 2007, issue of the Pennsylvania Bulletin in accordance with the Act of February 17, 1984 (P.L. 75, No. 14), 71 P.S. §510-5, Municipal Authority of the Borough of Shenandoah, provided proof of notification of this application to Shenandoah Borough, Butler Township, West Mahanoy Township and Schuylkill County.

Figure 1: Shenandoah WTP Schematic



II. ALLOCATION HISTORY

The Municipal Authority of the Borough of Shenandoah (MABS) currently has one water allocation WA54-44B. The history of MABS water allocation permit began with the chartering of Shenandoah Citizens Water and Gas Company on February 25, 1870 with the only water source being Kehly's Run for 300 mgpy. Permit WA-44A was approved August 18, 1943, for 310 million gallons per year, to Shenandoah Citizens Water and Gas Company, but was revoked with the issuance of a water allocation permit to the Municipal Authority of the Borough of Shenandoah on November 14, 1950. Permit WA-44A included the following sources and allocation limits: a) Little Catawissa Creek – 575,000 gallons per day, b) Whiskey Mill Run – 1,500,000 gallons per day, c) Dresher's Run – 500,000 gallons per day, d) Raven Run – 50,000 gallons per day, e) Kehly Run – 800,000 gallons per day, and, f) W.P.A. Reservoir – 75,000 gallons per day. All sources total 3,500,000 gallons per day. Permit WA-44B was issued on November 10, 1964 for Fetter Pond (600,000 gpd). Information submitted in the application shows that Kehly Run Reservoirs and Fetter Lake sources will be abandoned. Daily Withdrawals are from two (2) sources, Ringtown No. 6 (Whiskey Mill Run) and Ringtown No. 5 (Dresher's Run). The Average Daily Withdrawals (gpd) are estimated to be 66,164 – 393,625 and 1,027,586 – 1,803,397

gpd, respectively. Water from Ringtown Reservoir No. 6 flows by gravity through a 16-inch pipe about 2 miles east to Ringtown Reservoir No. 5. Water is pumped from Pump Station No. 5 to the Raven Run Reservoirs (Raven Run No. 2 and No. 3). Water is then gravity fed to the water treatment plant (WTP), treated and fed to the distribution system. Raven Run No. 2 and No. 3 are used as raw water storage reservoirs for water going to the WTP.

Currently, metering is only performed at the WTP. A permit condition will require a permanent meter or measuring device installation on the raw water transmission main between Ringtown No. 6 and Ringtown No. 5 reservoirs.

MABS is not expecting any future growth and is requesting the right to continue to withdraw water at the previously allotted rate totaling 2.05 MGD. 1.5 MGD will come from Ringtown Reservoir No. 6, 2.0 MGD will come from Ringtown Reservoir No. 5 (1.5 MGD from Ringtown 6 plus 0.5 MGD from Ringtown No. 5 which equals 2.0 MGD) and 2.05 MGD will come from Raven Run Reservoir No. 2 (1.5 MGD from Ringtown 6 plus 0.5 MGD from Ringtown No. 5 plus 0.05 MGD from Raven Run No. 2 which equals 2.05 MGD), for a total withdrawal not to exceed 2.05 MGD Average Annual as measured below Raven Run No. 2 at the influent raw water meter to the Shenandoah Water Treatment Plant. Conservation releases of 460,000 gpd for Ringtown No. 6, 210,000 gpd for Ringtown No. 5, and 250,000 gpd for Raven Run No. 2 will also be required by the Department in this subject water allocation renewal.

MABS did not have any formal leak detection program in place at the time of application filing (February 23, 2007) but intended to purchase new leak detection equipment and develop a formal leak detection program. MABS still does not have a formal leak protection program to date. Leaks identified in the system are repaired on an as located basis. The volume of the leak during each incident is estimated and documented. The MABS is in the process of working with the Department's Operator Outreach Program to conduct a water audit and leak detection surveys. Development of a leak detection plan and its implementation will be required as a permit condition in the subject renewal.

III. COMMENTS FROM OTHER AGENCIES

The Department requested comments on the application from the Pennsylvania Fish and Boat Commission (PFBC). No comments were received from the PFBC.

Comments were also requested from PADEP's Division of Water Use Planning, Bureau of Watershed Conservation and are on file with this application submittal.

Water Use Management, Division of Water Use Planning

See Water Allocation memo dated September 9, 2008, from Thomas L. Denslinger, P.E., Chief, Water Use Management Section, Division of Water Use Planning included with the application file.

Also see copy of email form Thomas L. Denslinger, P.E. dated August 22, 2008 included with the application file.

A meeting was held with the NERO and MABS personnel on December 18, 2008, regarding the deficiency letter from the Department dated October 31, 2008. Issues discussed in that meeting included conservation releases, gross yields, service to Butler Township, pumping from RR#3 to RR#2, updating of drought contingency plan and Act 220 registration and reporting requirements. Regarding conservation releases, the Department offered to provide a calculation method to MABS for figuring the conservation release required for all sources (YAT Modeling performed by Central Office); gross yields are based on 50 year drought yield from Bulletin 7A published by the Department. Links were to be provided to MABS from the Department; service to Butler Township is decreasing in Rappahannock section leased land. The decreased infrastructure means less service; water from RR#2 is of higher quality; RR#3 should be permitted and language explaining water draw from RR#2 and RR#3 will be included in application materials; drought contingency plan should be updated; MABS will supply information for Raven Run No. 2 that was not submitted for the 2005 reporting year. A revised water allocation application with sources adjusted to address Central Office's withdrawal amounts comments was to be submitted by the applicant. See February 6, 2009 letter and email dated April 22, 2014 from Entech Engineering, Inc. submitted as a follow-up to the meeting held on December 18, 2009 which addresses Department comments.

Additional comments and YAT modeling was provided by Central Office to NERO on September 28, 2017 and are as follows. The original is included with the application file.

The MABS is requesting the right to withdraw 1,500,000 gpd (PD) from the Ringtown No. 6 Dam, 500,000 gpd (PD) from Ringtown No. 5 Reservoir, and 50,000 gpd (PD) from Raven Run No. 2 for a total of 2,050,000 gpd. An Average Annual (AA) allocation type is recommended for reservoirs. Using the Water Use Reporting data for the period of 2005-2016, the water use ranged between 1,027,586 gpd and 1,183,7261 gpd from the Ringtown No. 6 source, and 66,164 gpd and 393,625 gpd from Ringtown No. 5. Raven Run No. 2 was not used from 2008 to 2012; using the Water Use Reporting data for the period of 2013-2016 for Raven Run No. 2 the water use ranged between 1,583,203 gpd and 1,803,397 gpd.

Individual reservoir yield analyses were conducted for Ringtown No. 5 and No. 6 reservoirs; the YAT reservoir analysis showed that a conservation release of 0.32 cfs (210,000 gpd) and 0.71 cfs (460,000 gpd) respectively, is required. In this case, the conservation release is based on the Stream Classification (CWF, 20% of ADF). To determine the net yield for Ringtown No. 5; the default 50-year drought frequency was used; the YAT computed a net yield (after the conservation release) of 0.62 MGD. This net yield value is higher than the requested quantity. The same method of computation was used to determine the net yield for Ringtown No. 6; when 50-year drought frequency was used, the YAT computed a net yield (after the conservation release) of 0.81 MGD. This net yield value is lower than the requested allocation. When a 2-year drought frequency was utilized for the analysis, the YAT computed a net yield (after the conservation release) of 1.27 MGD for Ringtown No. 6.

The same method of computation was used to determine the conservation release and net yield for Raven Run reservoirs; the calculations were based on assumption that flow from Raven Run No. 3 flows by gravity to Raven Run No. 2 and that all flow is taken from Raven Run No. 2. Therefore, the YAT analysis combines the drainage area and storage capacities for both Raven Run No. 2 and No. 3 for this analysis, with the sole taking point at Raven Run No. 2. The YAT calculated a conservation

release of 0.38 cfs (250,000 gpd) based on 20% ADF. For Raven Run No. 2 & No. 3, using a 50-year drought frequency, the YAT computed a net yield (after the conservation release) of 0.44 MGD, which is higher than the requested amount, but much lower than their actual usage for the last 3 years. A 2-year drought frequency was utilized for the analysis, and the YAT computed a net yield (after the conservation release) of 0.69 MGD.

The YAT analysis showed a net yield of 620,000 gpd, 1,270,000 gpd, 700,000 gpd for Ringtown No. 5, Ringtown No. 6, and Raven Run No. 2 & No. 3 (combined) respectively. The results are summarized below.

Source	Average Daily Usage (gpd)	Requested Amount (gpd)	YAT: Net Yield (gpd) (2-yr[1])	YAT: Net Yield (gpd) (50-yr[1])	YAT:Conservation Release (gpd)
Ringtown 5	66,164 - 393,625	500,000	N/A	620,000	210,000
Ringtown 6	1,027,586 - 1,183,726	1,500,000	1,270,000	810,000	460,000
Raven Run 2 & 3	1,583,203 - 1,803,397	50,000	700,000	440,000	250,000
Total	1,329,337	2,050,000	N/A	N/A	N/A

1- Drought frequency used in YAT calculations.

The MABS is requesting the right to allocate 2,050,000 gpd from Ringtown No. 5, Ringtown No. 6, and Raven Run No. 2 & No. 3. The YAT analysis showed a maximum total net yield of 2,590,000 gpd (using 50-yr drought frequency for Ringtown No. 5, and the 2-yr drought frequency for Ringtown 6 and Raven Run). Although this is higher than their requested amount, the amount allocated for each individual source should be adjusted (for example, note that the average usage from Raven Run is much higher than the requested amount). The allocation amounts were adjusted per Central Office comment and the cascading nature of the reservoirs as noted previously.

A meeting was held by the Department with the MABS and their consultant (Alfred Benesch & Company) on November 6, 2017, to discuss the proposed draft permit provided to MABS for comment on October 16, 2017. Items discussed of note included average annual allocation amounts for sources, new conservation release requirements, measuring device installation requirements, and leak detection plan and implementation requirements. MABS and their consultant did not have any objections or comments on the proposed draft permit.

IV. WATER USE

Table 1 contains MABS past water use for the period 2005 to 2016, respectively, while Table 2 contains a breakdown of its water use. The data for all tables is from Annual Water Supply Reports for MABS.

Table 1 - Past Water Use

Year	Average Daily Use (gpd)	Peak Day Use (gpd)	Peak to Average Ratio
2005	1,158,263	1,349,000	1.16
2006	1,153,004	1,632,000	1.42
2007	1,777,632	2,003,000	1.13
2008	1,110,100	1,936,000	1.74
2009	466,800	1,859,000	3.98
2010	1,275,757	1,963,000	1.54
2011	1,201,836	1,530,000	1.27
2012	1,255,754	1,735,000	1.38
2013	1,284,419	1,920,000	1.49
2014	1,781,372	3,000,000	1.68
2015	1,803,397	2,628,000	1.46
2016	1,683,707	1,965,917	1.21
Averages:	1,329,336	1,960,076	1.61

Table 2 represents the water use and was taken from MABS 2016 WUDS Annual Summary Data submitted to the Department.

Table 2 - Water Use

Use Category	Number of Connections	Water Use (gpd)	Percent of Total Use
Domestic	2,736	259,600	15.42
Commercial	181	36,300	2.16
Industrial	6	67,350	4.00
Institutional	29	34,370	2.04
Bulk Sales to Other Suppliers	0	0	0
OG	0	0	0

Other	15	256,338	15.22
Leakage and Loss Unaccounted-for	-	1,029,749 -	61.16 -
Totals:	2,967	1,683,707	100%

Using the Chapter 110 reported data for the period of 2005 – 2016, the total average daily use of all sources was 1,1329,337 gpd and ranged between 466,800 gpd and 1,803,397 gpd. Peak day use averaged 1,965,917 gpd and ranged between 1,349,000 gpd and 3,000,000 gpd.

Based on the MABS Water Use and Population growth figures submitted with the Water Allocation permit application and AWS report for 2016, MABS is currently serving 2,967 domestic locations. Political subdivisions served include Shenandoah Borough, West Mahanoy Township and Butler Township. According to the population projections submitted in the Annual Water Supply Report for 2016, the actual population served is approximately 9,000 people.

The last updated service map was in 2008. Updated maps should be submitted periodically through Greenport. The YAT analysis showed the MABS projected population as follows: Year 2020 - 6,017, Year 2030 – 5,847 and Year 2040 – 5,671 which are very close to the MABS's projections. Since the application was submitted in 2007, year 2040 was obviously not included in the application submittal.

All service connections are reported to be metered.

V. WATER SUPPLY AVAILABLE

The MABS currently operates under water allocation permit WA54-44A. Permit WA54-44A was issued on November 14, 1950, for the right to withdraw raw water from the following sources: Little Catawissa Creek, Whiskey Mill Run, Dreshers Run, Raven Run, Kehly Run and W.P.A. Reservoir. The allocation history lists the quantities removed from each source. The current waters supply available comes from Ringtown No. 6 (Whiskey Mill Run) 1.5 MGD Peak Day, Ringtown No. 5 (Dreshers Run) 0.5 MGD Peak Day, and Raven Run No. 2 (up to 0.05 MGD, Peak Day) from permit WA54-44B.

Three taking points are listed in the application submittal as follows:

Ringtown No. 6 (Whisky Mill Run)	Lat 76° 16' 50"W/Long 40° 49' 50" N
Ringtown No. 5 (Dreshers Run)	Lat 76° 14' 47"W/Long 40° 50' 32" N
Raven Run No. 2	Lat 76° 14' 26"W/Long 40° 49' 21" N

No interconnections are identified in the application submittal.

The MABS water allocation application included a description of the Shenandoah WTP. The system supplies water to the Borough of Shenandoah and to a portion of West Mahanoy and Butler Townships in Schuylkill County, Pennsylvania.

The current water system consists of the following components:

Four raw water reservoirs: Ringtown No. 6, Ringtown No. 5, Raven Run No. 3 and Raven Run No. 2,

Three booster pump stations: Pump Station 5, Pump Station 3 and Turkey Run Pump Station,

Four finished water storage tanks: WTP Tank, Kehly Run Tank, Cemetery Tank and Turkey Run Tank for a total storage capacity of 2,500,000 gallons.

The WTP which was constructed in July 1995. The plant consists of treatment with adsorption clarifiers and multimedia filters. Typically, the plant produces about 1.0 MGD. The plant is rated at 3.11 MGD. and;

The distribution system, totaling 35 miles of pipeline consisting of 16-inch through 4-inch ductile iron and cast-iron piping.

Water was served from two watershed areas, one from Ringtown and Raven Run reservoirs and the other from the Kehly Run Reservoirs and Fetter Lake. The Kehly Run Dams (No. 3, 4, 5 and 6) and Fetter Lake are located northeast of the Borough of Shenandoah. The Kehly Run Reservoirs and Fetter Lake have not been used since 1992 and are to be abandoned.

Wastewater is sent to the Shenandoah Sewage Treatment Plant (1.58 MGD) which is experiencing infiltration issues and does not serve the entire service area and ultimately, after treatment, to the Shenandoah Creek.

Leakage and loss reported for the previous year (2016) was at 61%. This is above the recommended 20% minimum unaccounted-for usage. MABS shall continue to review and revise, as necessary, its leak detection efforts and develop a leak detection plan to maintain its unaccounted-for waster loss at 20 percent or less. A permit condition will address this issue.

The MABS has included a water conservation plan with the water allocation permit application. The plan includes: Source Metering, Service Metering, Leak Detection and Repair, and Water Conservation Performance Standards and should be reviewed and updated periodically as necessary. MABS Drought Contingency Plan should be updated and should be submitted electronically through Greenport.

MABS does not have a formal leak protection program. Leaks identified in the system are repaired on an as located basis. The volume of the leak during each incident is estimated and documented. The MABS is in the process of working with the Department's Operator Outreach Program to conduct a water audit and leak detection surveys.

VI. DETERMINATIONS BEFORE GRANTING PERMIT

Section 7 of the Water Rights Act of June 24, 1939 outlines the duties of the Commonwealth to investigate water allocation requests, consider conflicts of interest, and to give approval. Approval of

the requested allocation shall be given where it is determined that the:

A. Proposed new source of supply will not conflict with the water rights held by any other public water supply agency.

B. Water and water rights proposed are reasonably necessary for the present purposes and future needs of the public water supplier making application.

C. Taking of said water or exercise of water rights will not interfere with navigation.

D. Taking of said water or exercise of water rights will not jeopardize public safety.

E. Taking of said water or exercise of water rights will not cause substantial injury to the Commonwealth.

In cases of apparent conflicts of interest, the Commonwealth investigations shall consider the extent of conservation development and use of the existing sources of water to the best advantage.

The Department of Environmental Protection has reviewed the proposed allocation and considered all the issues requiring evaluation under Section 7 of the Water Rights Act. A summary of the findings and conclusions regarding these issues follows:

A. The Department finds that there are no conflicts with the water rights of other agencies.

B. Water and water rights proposed are reasonably necessary for the present purposes and future needs of the public water supply agency.

C. The Department finds that granting the allocation will have no adverse effect on navigation.

D. The Department finds that granting the allocation will have no adverse effect on public safety.

E. The Department finds that granting the allocation will have no significant adverse effect on the environment.

F. Municipal Authority of the Borough of Shenandoah shall abide by the approved water conservation plan under Water Allocation permit WA54-44C.

G. Article I, Section 27 of the Pennsylvania Constitution, as adopted in 1971 states:

> The people have a right to clean air, pure water, and to the preservation of the natural scenic, historic, and esthetic values of the environment. Pennsylvania's public natural resources are the common property of all the people, including generations yet to come. As trustee of these resources, the Commonwealth shall conserve and maintain them for the benefit of all of the people.

The Amendment does not require the passage of implementing statutes or promulgation of regulations because it is self-executing and establishes rights which it is DEP's duty to protect Commonwealth v. National Gettysburg Battlefield Tower Inc., 8 Pa. Cmwlth, 231, 302A.2d886 (1973), affirmed, 454 PA., 193,311.A.2d 588 (1973). In protecting these rights, DEP is required to measure its actions concerning issuance of a permit by the three point test announced in Payne et al. v. Kassab et al., 11 Pa. Cmwlth. 14, 312A.2d86 (1973), affirmed, 14 Pa. Cmwlth, 491, 323A.2d 407 (1974), affirmed, 468 Pa. 266, 361A2d. 263 (1976). This test is:

1. Was there compliance with all applicable statutes and regulations relevant to the protection of the Commonwealth's public natural resources?

2. Does the record demonstrate a reasonable effort to reduce environmental incursion to a minimum?

3. Does the environmental harm which will result from the challenged decision or action so clearly outweigh the benefits to be derived therefrom that to proceed further would be an abuse of discretion?

The Department has made the following findings under the three point test from Payne et all. v. Kassab et al.

1. Compliance with All Applicable Statutes and Regulations

   Compliance with All Applicable Statutes and Regulations has been accomplished.

2. Reasonable Effort to Reduce Environmental Incursion

   Reasonable Effort to Reduce Environmental Incursion has been undertaken.

3. Environmental Harm Outweighs the Benefit

   Any Environmental Harm has been mitigated. The benefits of continuous, clean, safe filtered water for the term of this permit have been accomplished.

VII. RECOMMENDATIONS

The application submitted by the MABS has been carefully reviewed and considered. It is recommended that the MABS be granted a permit for the right to withdraw from Ringtown No. 6 (Whiskey Mill Run) 1.5 MGD Average Annual, Ringtown No. 5 (Dreshers Run) 2.0 MGD Average Annual, and Raven Run No. 2 2.05 MGD Average Annual, for a total withdrawal not to exceed 2.05 MGD Average Annual as measured below Raven Run No. 2 at the influent raw water meter to the Shenandoah Water Treatment Plant. Conservation releases of 460,000 gpd for Ringtown No. 6, 210,000 gpd for Ringtown No. 5, and 250,000 for Raven Run No. 2 are required from permit WA54-

44C.

It is also recommended that the allocation permit contain the following special conditions:

Condition 1:

Duration of Permit: The duration of this permit shall be for a period of 25 years and shall expire on November 21, 2042. However, should the permittee for any reason whatsoever (1) fail to construct within a period of four years the works necessary for the development of the supply of water allocated under this permit, or (2) fail to take and use within a period of four years the water or water rights for which this permit is issued, or (3) cease for any period of seven consecutive years to take and use the water hereby allocated, then this permit shall cease and be null and void; unless upon application by the permittee an extension of such period is granted by the Department of Environmental Protection's Northeast Regional Office;

Condition 2:

Measuring Device and Reporting Requirement: The permittee shall install accurate measuring and recording instruments or devices on the raw water transmission main between Ringtown No. 6 and Ringtown No. 5 reservoirs to determine the amount of water transferred. The design and layout of said measuring devices shall be submitted to and be approved by the Department of Environmental Protection's Northeast Regional Office before installation. Records of daily flow readings shall be submitted on a monthly basis to the Department's Permits Division in the Bureau of Safe Drinking Water (preferably electronically), and the original field records shall be available at all times for inspection by representatives of the Department. The required measuring devices shall be installed and readings shall begin within 1 year from the date of this permit, for all existing sources. This deadline may be extended at the Department's discretion if the permittee makes a written request to the Department of Environmental Protection's Northeast Regional Office;

Condition 3:

Conservation Release, Measuring Device and Reporting Requirement: A continuous flow of not less than 0.39 cubic feet per second per square mile from the 1.81 square miles of watershed area above the Ringtown No. 6 reservoir shall be maintained at all times immediately below Ringtown No. 6. This flow is equivalent to 460,000 gallons per day or 0.71 cubic feet per second. A continuous flow of not less than 0.38 cubic feet per second per square mile from the 0.83 square miles of watershed area above the Ringtown No. 5 reservoir shall be maintained at all times immediately below Ringtown No. 5. This flow is equivalent to 210,000 gallons per day or 0.32 cubic feet per second. A continuous flow of not less than 0.41 cubic feet per second per square mile from the 0.93 square miles of watershed area above the Raven Run No. 2 reservoir shall be maintained at all times immediately below Raven Run No. 2. This flow is equivalent to 250,000 gallons per day or 0.38 cubic feet per second. The permittee shall install accurate measuring and recording instruments or devices to determine the amount of flow in the stream channel. The design and layout of said measuring devices shall be submitted to and be approved by the Department of Environmental Protection's Northeast Regional Office before installation. Records of daily flow readings shall be submitted on a monthly basis to the Department's Permits Division in the Bureau of Safe Drinking Water (preferably

electronically), and the original field records shall be available at all times for inspection by representatives of the Department. The required measuring devices shall be installed and readings shall begin within 1 year from the date of this permit. This deadline may be extended at the Department's discretion if the permittee makes a written request to the Department of Environmental Protection's Northeast Regional Office. The passby flow/conservation release specified herein may be temporarily modified by the Department's Commonwealth Drought Coordinator or the Department's Division of Planning and Conservation under the Special Deputy Secretary for Water Resources Planning in writing during an emergency, upon written request from the permittee and satisfactory demonstration that the permittee has taken all reasonable conservation measures to avert and mitigate the emergency condition;

Condition 4:

Operations and Drought Contingency Plan: The permittee shall develop a contingency plan outlining the measures that will be taken to conserve the available supply and reduce water use during an emergency (e.g., drought, industrial waste spill, etc.). The plan shall include staged voluntary and mandatory water use restrictions and a description of parameters to trigger these actions at various stages, and the identification of available emergency sources or interconnections and when these sources would be utilized. The plan shall also indicate how water use restrictions will be enforced. The contingency plan shall be adopted by the permittee and submitted to the Department of Environmental Protection's Department's Division of Planning and Conservation under the Special Deputy Secretary for Water Resources Planning within one year of the date of this permit and updated and submitted to the Department every three years thereafter or within six months of the addition or abandonment of any source of supply;

Condition 5:

Drought Contingency Plan: The permittee shall respond to drought conditions as outlined within the Municipal Authority of the Borough of Shenandoah Drought Contingency Plan. The permittee shall impose water use restrictions upon customers in accordance with and at such time as actions which are required of customers served by the Municipal Authority of the Borough of Shenandoah;

Condition 6:

Water Conservation: The permittee shall adopt and implement a continuous water conservation program for all types of use within the area served by this permit. This program shall include, but is not limited to:

- The installation of water meters on all unmetered customer connections;
- An ongoing program for installing meters at all new customer connections;
- An ongoing program for regularly testing and repairing or replacing all meters;
- An ongoing leakage/loss control program;

- A water conservation education program;
- A program for reducing customer demand for water by requiring the installation of water-saving plumbing devices in all new accounts or promoting the adoption of water conservation ordinances;

The permittee's water conservation program shall comply with the water conservation policies of the Susquehanna River Basin Commission and the recommendations of the Department's Northeast Regional Office contained in the report on this allocation.

Condition 7:

Permit Compliance Reporting: The permittee shall submit a permit compliance report to the Department of Environmental Protection's Permits Division in the Bureau of Safe Drinking Water, on forms provided by the Department, annually, on or before the anniversary date of this permit, unless otherwise specified;

Condition 8:

Chapter 110 Requirements: The permittee shall register each source/interconnection approved under this permit and submit reports in accordance with 25 Pa. Code Chapter 110 Regulations. Registration and reporting shall be to the Department's Division of Planning and Conservation under the Special Deputy Secretary for Water Resources Planning;

Condition 9:

Prohibition on Supplying Water to Other Public Water Suppliers: The permittee shall not supply any new or additional quantity of water to any public water supply agency until that agency shall have first obtained from the Department of Environmental Protection's Northeast Regional Office a subsidiary water allocation permit for the specific purchase quantity;

Condition 10:

Reduction of Water Losses: Within one year of the date of this permit, the permittee shall initiate a study to develop a plan to reduce its unaccounted-for water loss and shall reduce such loss to a level of 20 percent or less within five years of the date of this permit. Such study shall be completed and the final results and recommendations reported to the Department of Environmental Protection's Northeast Regional Office, with a copy to the Permits Division in the Bureau of Safe Drinking Water within two years of the date of this permit. The deadlines set forth in this condition may be extended with written approval by the Northeast Regional Office, upon good cause shown, providing that the permittee demonstrates satisfactory and good faith progress toward compliance with this condition;

Condition 11:

Revocation of Permit: Water Allocation Permit WA54-44A, issued to the Municipal Authority of the Borough of Shenandoah on **November 14, 1950** and granting 3,500,000 gallons per day from Little Catawissa Creek, Whiskey Mill Run, Dresher's Run, Raven Run No. 2, Kehly Run and W.P.A. reservoir is hereby revoked and shall be returned to the Department of Environmental Protection's Northeast Regional Office;

Condition 12:

Revocation of Permit: Water Allocation Permit WA54-44B, issued to the Municipal Authority of the Borough of Shenandoah on **November 10, 1964** and granting the right to withdraw 600,000 gallons per day from Fetter Pond is hereby revoked and shall be returned to the Department of Environmental Protection's Northeast Regional Office;

Condition 13:

Renewal Requirement: Within 18 months, but no less than one year, prior to the expiration date specified in Condition No. 1, the permittee shall submit to the Department of Environmental Protection's Northeast Regional Office a complete and acceptable application for a new permit, if permittee desires to continue to acquire the water rights granted by this permit beyond the expiration date. Upon the Department's acceptance of such application for review, the expiration date of this permit shall be extended during the review period until issuance or denial of said new permit;

Condition 14:

Permit Modification: This permit is subject to review and possible modification of said rights, conditions, or restrictions at a later date or dates, as provided in Section 7 of the Act of June 24, 1939, P.L. 842 (No. 365).

This report was prepared by:

Deborah S. Wilkes
Technical Services Section
Safe Drinking Water Program

This report was reviewed and respectfully submitted by:

Brian Busher, P.E.
Environmental Engineer Manager
Safe Drinking Water Program

The foregoing recommendation is concurred in:

Brian T. Yagiello
Environmental Program Manager
Safe Drinking Water Program

Date: November 21, 2017

pennsylvania
DEPARTMENT OF ENVIRONMENTAL PROTECTION

August 20, 2021

VIA ELECTRONIC MAIL

Jennifer Hepler
Shenandoah Borough Municipal Authority Schuylkill County
PO Box 110 Route 4032
Shenandoah, PA 17976-0110

Re: Final NPDES Permit- Industrial Waste
Shenandoah WTP
NPDES Permit No. PA0062758
Authorization ID No. 1217421
West Mahanoy Township, Schuylkill County

Dear Ms. Hepler:

Your NPDES permit is enclosed. Please read the permit carefully. The permit expires on the date identified on page 1 of the permit. A renewal application must be submitted to this office 180 days prior to the permit expiration date, if a discharge is expected to continue past the expiration date of the permit.

Please note the following:

1. Part C.III (WQBELs for Toxic Pollutants):
    a. The Schedule of Compliance interim milestone dates have been adjusted to the quarterly reporting dates specified by Chapter 92a.51.
    b. The permittee may, at its discretion, submit a work plan to DEP for review and comment prior to initiating the site-specific data collection studies. If the permittee decides to submit a work plan, DEP's approval is not necessary prior to commencing the studies.
        i. The Department is available if you have specific questions on the process or requirements. See the DEP Policy No. BCW-PMT-037 (Establishing Water Quality-Based Effluent Limitations (WQBELs) and Permit Conditions for Toxic Pollutants in NPDES Permits for Existing Dischargers), available on the DEP SOP webpage, for more information on the process and options available to you.
        ii. As a Water Treatment Plant, the Department directs your attention to Chapter 95.2(5): "When surface waters are used in the industrial plant, the quality of the effluent need not exceed the quality of the raw water supply if the source or supply would normally drain to the point of effluent discharge, unless otherwise required under the act or Federal Act or regulations promulgated thereunder". This option would require

determination of in-stream conditions using sufficiently sensitive analytical methods (i.e. meeting DEP Target Quantitation Limits that can be found in the IW NPDES Permit Application form instructions). If you choose to conduct additional sampling at permitted monitoring points (including intake sampling), NPDES Permit Part A.III.B.7 requires reporting via DMR.

2. Enclosed are Discharge Monitoring Report (DMR) templates and DMR instructions. It is recommended that you retain the DMR templates in the event you are unable to submit DMRs electronically through DEP's eDMR system. Routine use of the eDMR system is a requirement of the permit unless the conditions in Part A III.B.3 of the permit are met to submit hard copies.

   Also enclosed is a Supplemental Form Inventory, which identifies the forms that are attached to the permit and must be submitted as attachments to eDMR reports, as applicable (see individual form instructions). The submission of other supplemental forms may be required in accordance with the permit. We encourage you to use the spreadsheet versions of supplemental forms that contain appropriate validation and DEP-approved calculations.

3. Part C of the permit contains requirements relating to chemical additives (if used in the future). These requirements have changed in comparison to previous permits. Please review the chemical additives requirements carefully and contact this office if you have questions. Additional information may be found on DEP's website at www.dep.pa.gov/chemicaladditives.

We would like to bring DEP's eNOTICE service to your attention. eNOTICE is a subscription service that provides options to receive notifications of DEP's activities such as the receipt of permit applications, comment periods for guidance and regulations, and stream redesignation evaluations. To sign up for an account, visit DEP's website (www.dep.pa.gov) and select Data and Tools – Tools – eNOTICE.

Any person aggrieved by this action may appeal the action to the Environmental Hearing Board (Board), pursuant to Section 4 of the Environmental Hearing Board Act, 35 P.S. § 7514, and the Administrative Agency Law, 2 Pa.C.S. Chapter 5A. The Board's address is:

Environmental Hearing Board
Rachel Carson State Office Building, Second Floor
400 Market Street
P.O. Box 8457
Harrisburg, PA 17105-8457

TDD users may contact the Environmental Hearing Board through the Pennsylvania Relay Service, 800-654-5984.

Appeals must be filed with the Board within 30 days of receipt of notice of this action unless the appropriate statute provides a different time. This paragraph does not, in and of itself, create any right of appeal beyond that permitted by applicable statutes and decisional law.

A Notice of Appeal form and the Board's rules of practice and procedure may be obtained online at http://ehb.courtapps.com or by contacting the Secretary to the Board at 717-787-3483. The Notice of Appeal form and the Board's rules are also available in braille and on audiotape from the Secretary to the Board.

IMPORTANT LEGAL RIGHTS ARE AT STAKE. YOU SHOULD SHOW THIS DOCUMENT TO A LAWYER AT ONCE. IF YOU CANNOT AFFORD A LAWYER, YOU MAY QUALIFY FOR FREE PRO BONO REPRESENTATION. CALL THE SECRETARY TO THE BOARD AT 717-787-3483 FOR MORE INFORMATION. YOU DO NOT NEED A LAWYER TO FILE A NOTICE OF APPEAL WITH THE BOARD.

IF YOU WANT TO CHALLENGE THIS ACTION, YOUR APPEAL MUST BE FILED WITH AND RECEIVED BY THE BOARD WITHIN 30 DAYS OF RECEIPT OF NOTICE OF THIS ACTION.

If you have any questions, please contact James Berger at 570.826.2308 or at jaberger@pa.gov.

Sincerely,

B R Patel
Bharat Patel, P.E.
Environmental Program Manager
Clean Water Program

Enclosures

cc: Alfred Benesch & Co.
Central Office, Division of Operations

3800-PM-BCW0011 Rev. 10/2020
Permit

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION
BUREAU OF CLEAN WATER

pennsylvania
DEPARTMENT OF ENVIRONMENTAL PROTECTION

AUTHORIZATION TO DISCHARGE UNDER THE NATIONAL POLLUTANT DISCHARGE ELIMINATION SYSTEM DISCHARGE REQUIREMENTS FOR INDUSTRIAL WASTEWATER FACILITIES

NPDES PERMIT NO: PA0062758

In compliance with the provisions of the Clean Water Act, 33 U.S.C. Section 1251 *et seq.* ("the Act") and Pennsylvania's Clean Streams Law, as amended, 35 P.S. Section 691.1 *et seq.*,

Shenandoah Borough Municipal Authority Schuylkill County
PO Box 110 Route 4032
Shenandoah, PA 17976-0110

is authorized to discharge from a facility known as **Shenandoah Water Treatment Plant (WTP)**, located in **West Mahanoy Township, Schuylkill County**, to **Lost Creek (CWF)** in Watershed(s) **6-B** in accordance with effluent limitations, monitoring requirements and other conditions set forth in Parts A, B and C hereof.

THIS PERMIT SHALL BECOME EFFECTIVE ON SEPTEMBER 1, 2021

THIS PERMIT SHALL EXPIRE AT MIDNIGHT ON AUGUST 31, 2026

The authority granted by this permit is subject to the following further qualifications:

1. If there is a conflict between the application, its supporting documents and/or amendments and the terms and conditions of this permit, the terms and conditions shall apply.

2. Failure to comply with the terms, conditions or effluent limitations of this permit is grounds for enforcement action; for permit termination, revocation and reissuance, or modification; or for denial of a permit renewal application. (40 CFR 122.41(a))

3. A complete application for renewal of this permit, or notice of intent to cease discharging by the expiration date, must be submitted to DEP at least 180 days prior to the above expiration date (unless permission has been granted by DEP for submission at a later date), using the appropriate NPDES permit application form. (40 CFR 122.41(b), 122.21(d)(2))

   In the event that a timely and complete application for renewal has been submitted and DEP is unable, through no fault of the permittee, to reissue the permit before the above expiration date, the terms and conditions of this permit, including submission of the Discharge Monitoring Reports (DMRs), will be automatically continued and will remain fully effective and enforceable against the discharger until DEP takes final action on the pending permit application. (25 Pa. Code §§ 92a.7 (b), (c))

4. This NPDES permit does not constitute authorization to construct or make modifications to wastewater treatment facilities necessary to meet the terms and conditions of this permit.

DATE PERMIT ISSUED August 20, 2021

ISSUED BY *B R Patel*

Bharat Patel, P.E.
Environmental Program Manager
Northeast Regional Office

Permit No. PA0062758

PART A - EFFLUENT LIMITATIONS, MONITORING, RECORDKEEPING AND REPORTING REQUIREMENTS

I. A. For Outfall 001 , **Latitude** 40º 49' 6.00" , **Longitude** 76º 14' 33.00" , **River Mile Index** - , **Stream Code** 17684

Receiving Waters: Lost Creek (CWF)

Type of Effluent: Water Treatment Effluent

1. The permittee is authorized to discharge during the period from **September 1, 2021** through **August 31, 2024**.

2. Based on the anticipated wastewater characteristics and flows described in the permit application and its supporting documents and/or amendments, the following effluent limitations and monitoring requirements apply (see also Additional Requirements and Footnotes).

Parameter	Effluent Limitations						Monitoring Requirements	
	Mass Units (lbs/day) (1)		Concentrations (mg/L)				Minimum (2) Measurement Frequency	Required Sample Type
	Average Monthly	Daily Maximum	Minimum	Average Monthly	Daily Maximum	Instant. Maximum		
Total Residual Chlorine (TRC)	XXX	XXX	XXX	0.50	XXX	1.00	1/week	Grab
Aluminum, Total	4.27	Report	XXX	4.000	8.000	10.000	1/week	24-Hr Composite
Cadmium, Total (ug/L)	Report	Report	XXX	Report	Report	XXX	1/week	24-Hr Composite
Copper, Total	Report	Report	XXX	Report	Report	XXX	1/week	24-Hr Composite
Iron, Total	2.14	Report	XXX	2.000	4.000	5.000	1/week	24-Hr Composite
Lead, Total	Report	Report	XXX	Report	Report	XXX	1/week	24-Hr Composite
Acrylamide	Report	Report	XXX	Report	Report	XXX	1/month	24-Hr Composite

Samples taken in compliance with the monitoring requirements specified above shall be taken at the following location(s):

at Outfall 001

Permit No. PA0062758

PART A - EFFLUENT LIMITATIONS, MONITORING, RECORDKEEPING AND REPORTING REQUIREMENTS

I. B. For Outfall 001 , **Latitude** 40º 49' 6.00" , **Longitude** 76º 14' 33.00" , **River Mile Index** - , **Stream Code** 17684

Receiving Waters: Lost Creek (CWF)

Type of Effluent: Water Treatment Effluent

1. The permittee is authorized to discharge during the period from **September 1, 2024** through **August 31, 2026**.

2. Based on the anticipated wastewater characteristics and flows described in the permit application and its supporting documents and/or amendments, the following effluent limitations and monitoring requirements apply (see also Additional Requirements and Footnotes).

Parameter	Effluent Limitations						Monitoring Requirements	
	Mass Units (lbs/day) (1)		Concentrations (mg/L)				Minimum (2) Measurement Frequency	Required Sample Type
	Average Monthly	Daily Maximum	Minimum	Average Monthly	Daily Maximum	Instant. Maximum		
Total Residual Chlorine (TRC)	XXX	XXX	XXX	0.05	XXX	0.17	1/day	Grab
Aluminum, Total	1.38	1.70	XXX	0.750	0.927	0.927	1/week	24-Hr Composite
Cadmium, Total (ug/L)	0.0001	0.0003	XXX	0.10*	0.16*	0.25	1/week	24-Hr Composite
Copper, Total (ug/L)	0.005	0.007	XXX	2.87*	3.73*	3.73*	1/week	24-Hr Composite
Iron, Total	2.14	Report	XXX	1.883	2.938	4.708	1/week	24-Hr Composite
Lead, Total (ug/L)	0.0009	0.0010	XXX	0.49*	0.76*	1.22*	1/week	24-Hr Composite
Acrylamide (ug/L)	0.0005	0.0008	XXX	0.28	0.43	0.69	1/month	24-Hr Composite

Samples taken in compliance with the monitoring requirements specified above shall be taken at the following location(s):

at Outfall 001

*See Part C.IV (WQBELs below Quantitation Limits)

Permit No. PA0062758

PART A - EFFLUENT LIMITATIONS, MONITORING, RECORDKEEPING AND REPORTING REQUIREMENTS

I. C. For Outfall 001 , **Latitude** 40º 49' 6.00" , **Longitude** 76º 14' 33.00" , **River Mile Index** - , **Stream Code** 17684

Receiving Waters: Lost Creek (CWF)

Type of Effluent: Water Treatment Effluent

1. The permittee is authorized to discharge during the period from **September 1, 2021** through **August 31, 2026**.

2. Based on the anticipated wastewater characteristics and flows described in the permit application and its supporting documents and/or amendments, the following effluent limitations and monitoring requirements apply (see also Additional Requirements and Footnotes).

Parameter	Effluent Limitations						Monitoring Requirements	
	Mass Units (lbs/day) (1)		Concentrations (mg/L)				Minimum (2) Measurement Frequency	Required Sample Type
	Average Monthly	Daily Maximum	Minimum	Average Monthly	Daily Maximum	Instant. Maximum		
Flow (MGD)	Report	Report	XXX	XXX	XXX	XXX	Continuous	Recorded
pH (S.U.)	XXX	XXX	6.0 Inst Min	XXX	XXX	9.0	1/day	Grab
Total Suspended Solids	Report	XXX	XXX	30.0	Report	60.0	1/week	24-Hr Composite
Manganese, Total	1.07	Report	XXX	1.000	2.000	2.500	1/week	24-Hr Composite
Nickel, Total (ug/L)	Report	Report	XXX	Report	Report	XXX	1/month	24-Hr Composite
Selenium, Total (ug/L)	Report	Report	XXX	Report	Report	XXX	1/month	24-Hr Composite
Zinc, Total (ug/L)	Report	Report	XXX	Report	Report	XXX	1/month	24-Hr Composite

Samples taken in compliance with the monitoring requirements specified above shall be taken at the following location(s):

at Outfall 001

Permit No. PA0062758

PART A - EFFLUENT LIMITATIONS, MONITORING, RECORDKEEPING AND REPORTING REQUIREMENTS

I. D. For Outfall 101 , **Latitude** 40º 49' 6.00" , **Longitude** 76º 14' 33.00" , **River Mile Index** - , **Stream Code** 17684

Receiving Waters: Lost Creek via Water Treatment Plant

Type of Effluent: Intake water

1. The permittee is authorized to discharge during the period from **September 1, 2021** through **August 31, 2026**.

2. Based on the anticipated wastewater characteristics and flows described in the permit application and its supporting documents and/or amendments, the following effluent limitations and monitoring requirements apply (see also Additional Requirements and Footnotes).

Parameter	Effluent Limitations						Monitoring Requirements	
	Mass Units (lbs/day) (1)		Concentrations (mg/L)				Minimum (2) Measurement Frequency	Required Sample Type
	Average Monthly	Daily Maximum	Minimum	Average Monthly	Daily Maximum	Instant. Maximum		
Flow (MGD) Intake	Report	Report	XXX	XXX	XXX	XXX	Upon Request	Measured
Aluminum, Total Intake	Report	Report	XXX	Report	Report	XXX	Upon Request	24-Hr Composite
Cadmium, Total (ug/L) Intake	Report	Report	XXX	Report	Report	XXX	Upon Request	24-Hr Composite
Copper, Total (ug/L) Intake	Report	Report	XXX	Report	Report	XXX	Upon Request	24-Hr Composite
Iron, Total Intake	Report	Report	XXX	Report	Report	XXX	Upon Request	24-Hr Composite
Lead, Total Intake	Report	Report	XXX	Report	Report	XXX	Upon Request	24-Hr Composite
Manganese, Total Intake	Report	Report	XXX	Report	Report	XXX	Upon Request	24-Hr Composite
Nickel, Total (ug/L) Intake	Report	Report	XXX	Report	Report	XXX	Upon Request	24-Hr Composite
Selenium, Total (ug/L) Intake	Report	Report	XXX	Report	Report	XXX	Upon Request	24-Hr Composite
Zinc, Total (ug/L) Intake	Report	Report	XXX	Report	Report	XXX	Upon Request	24-Hr Composite

Samples taken in compliance with the monitoring requirements specified above shall be taken at the following location(s):
at Outfall 101

PART A - EFFLUENT LIMITATIONS, MONITORING, RECORDKEEPING AND REPORTING REQUIREMENTS (Continued)

Additional Requirements

The permittee may not discharge:

1. Floating solids, scum, sheen or substances that result in observed deposits in the receiving water. (25 Pa Code § 92a.41(c))

2. Oil and grease in amounts that cause a film or sheen upon or discoloration of the waters of this Commonwealth or adjoining shoreline, or that exceed 15 mg/l as a daily average or 30 mg/l at any time (or lesser amounts if specified in this permit). (25 Pa. Code § 92a.47(a)(7), § 95.2(2))

3. Substances in concentration or amounts sufficient to be inimical or harmful to the water uses to be protected or to human, animal, plant or aquatic life. (25 Pa Code § 93.6(a))

4. Foam or substances that produce an observed change in the color, taste, odor or turbidity of the receiving water, unless those conditions are otherwise controlled through effluent limitations or other requirements in this permit. For the purpose of determining compliance with this condition, DEP will compare conditions in the receiving water upstream of the discharge to conditions in the receiving water approximately 100 feet downstream of the discharge to determine if there is an observable change in the receiving water. (25 Pa Code § 92a.41(c))

Footnotes

(1) When sampling to determine compliance with mass effluent limitations, the discharge flow at the time of sampling must be measured and recorded.

(2) This is the minimum number of sampling events required. Permittees are encouraged, and it may be advantageous in demonstrating compliance, to perform more than the minimum number of sampling events.

Supplemental Information

The effluent limitations for Outfall 001 were determined using an effluent discharge rate of 0.220 MGD.

II. DEFINITIONS

At Outfall (XXX) means a sampling location in outfall line XXX below the last point at which wastes are added to outfall line (XXX), or where otherwise specified.

Average refers to the use of an arithmetic mean, unless otherwise specified in this permit. (40 CFR 122.41(l)(4)(iii))

Best Management Practices (BMPs) means schedules of activities, prohibitions of practices, maintenance procedures and other management practices to prevent or reduce the pollutant loading to surface waters of the Commonwealth. The term also includes treatment requirements, operating procedures and practices to control plant site runoff, spillage or leaks, sludge or waste disposal, or drainage from raw material storage. The term includes activities, facilities, measures, planning or procedures used to minimize accelerated erosion and sedimentation and manage stormwater to protect, maintain, reclaim, and restore the quality of waters and the existing and designated uses of waters within this Commonwealth before, during and after earth disturbance activities. (25 Pa. Code § 92a.2)

Bypass means the intentional diversion of waste streams from any portion of a treatment facility. (40 CFR 122.41(m)(1)(i))

Calendar Week is defined as the seven consecutive days from Sunday through Saturday, unless the permittee has been given permission by DEP to provide weekly data as Monday through Friday based on showing excellent performance of the facility and a history of compliance. In cases when the week falls in two separate months, the month with the most days in that week shall be the month for reporting.

Clean Water Act means the Federal Water Pollution Control Act, as amended. (33 U.S.C.A. §§ 1251 to 1387).

Chemical Additive means a chemical product (including products of disassociation and degradation, collectively "products") introduced into a waste stream that is used for cleaning, disinfecting, or maintenance and which may be detected in effluent discharged to waters of the Commonwealth. The term generally excludes chemicals used for neutralization of waste streams, the production of goods, and treatment of wastewater.

Composite Sample (for all except GC/MS volatile organic analysis) means a combination of individual samples (at least eight for a 24-hour period or four for an 8-hour period) of at least 100 milliliters (mL) each obtained at spaced time intervals during the compositing period. The composite must be flow-proportional; either the volume of each individual sample is proportional to discharge flow rates, or the sampling interval is proportional to the flow rates over the time period used to produce the composite. (EPA Form 2C)

Composite Sample (for GC/MS volatile organic analysis) consists of at least four aliquots or grab samples collected during the sampling event (not necessarily flow proportioned). A separate analysis should be performed for each sample and the results should be averaged.

Daily Average Temperature means the average of all temperature measurements made, or the mean value plot of the record of a continuous automated temperature recording instrument, either during a calendar day or during the operating day if flows are of a shorter duration.

Daily Discharge means the discharge of a pollutant measured during a calendar day or any 24-hour period that reasonably represents the calendar day for purposes of sampling. For pollutants with limitations expressed in units of mass, the "daily discharge" is calculated as the total mass of the pollutant discharged over the day. For pollutants with limitations expressed in other units of measurement, the "daily discharge" is calculated as the average measurement of the pollutant over the day. (25 Pa. Code § 92a.2, 40 CFR 122.2)

Daily Maximum Discharge Limitation means the highest allowable "daily discharge."

Discharge Monitoring Report (DMR) means the DEP or EPA supplied form(s) for the reporting of self-monitoring results by the permittee. (25 Pa. Code § 92a.2, 40 CFR 122.2)

Estimated Flow means any method of liquid volume measurement based on a technical evaluation of the sources contributing to the discharge including, but not limited to, pump capabilities, water meters and batch discharge volumes.

Geometric Mean means the average of a set of n sample results given by the nth root of their product.

Grab Sample means an individual sample of at least 100 mL collected at a randomly selected time over a period not to exceed 15 minutes. (EPA Form 2C)

Hazardous Substance means any substance designated under 40 CFR Part 116 pursuant to Section 311 of the Clean Water Act. (40 CFR 122.2)

Hauled-In Wastes means any waste that is introduced into a treatment facility through any method other than a direct connection to the wastewater collection system. The term includes wastes transported to and disposed of within the treatment facility or other entry points within the collection system.

Immersion Stabilization (i-s) means a calibrated device is immersed in the wastewater until the reading is stabilized.

Instantaneous Maximum Effluent Limitation means the highest allowable discharge of a concentration or mass of a substance at any one time as measured by a grab sample. (25 Pa. Code § 92a.2)

Measured Flow means any method of liquid volume measurement, the accuracy of which has been previously demonstrated in engineering practice, or for which a relationship to absolute volume has been obtained.

Monthly Average Discharge Limitation means the highest allowable average of "daily discharges" over a calendar month, calculated as the sum of all "daily discharges" measured during a calendar month divided by the number of "daily discharges" measured during that month. (25 Pa. Code § 92a.2)

Municipal Waste means garbage, refuse, industrial lunchroom or office waste and other material, including solid, liquid, semisolid or contained gaseous material resulting from operation of residential, municipal, commercial or institutional establishments and from community activities; and sludge not meeting the definition of residual or hazardous waste under this section from a municipal, commercial or institutional water supply treatment plant, waste water treatment plant or air pollution control facility. (25 Pa. Code § 271.1)

Non-contact Cooling Water means water used to reduce temperature which does not come in direct contact with any raw material, intermediate product, waste product (other than heat), or finished product.

Residual Waste means garbage, refuse, other discarded material or other waste, including solid, liquid, semisolid or contained gaseous materials resulting from industrial, mining and agricultural operations and sludge from an industrial, mining or agricultural water supply treatment facility, wastewater treatment facility or air pollution control facility, if it is not hazardous. The term does not include coal refuse as defined in the Coal Refuse Disposal Control Act. The term does not include treatment sludges from coal mine drainage treatment plants, disposal of which is being carried on under and in compliance with a valid permit issued under the Clean Streams Law. (25 Pa Code § 287.1)

Severe Property Damage means substantial physical damage to property, damage to the treatment facilities that causes them to become inoperable, or substantial and permanent loss of natural resources that can reasonably be expected to occur in the absence of a bypass. Severe property damage does not mean economic loss caused by delays in production. (40 CFR 122.41(m)(1)(ii))

Stormwater means the runoff from precipitation, snow melt runoff, and surface runoff and drainage. (25 Pa. Code § 92a.2)

Stormwater Associated With Industrial Activity means the discharge from any conveyance that is used for collecting and conveying stormwater and that is directly related to manufacturing, processing, or raw materials storage areas at an industrial plant, and as defined at 40 CFR 122.26(b)(14) (i) - (ix) & (xi) and 25 Pa. Code § 92a.2.

Total Dissolved Solids means the total dissolved (filterable) solids as determined by use of the method specified in 40 CFR Part 136.

Toxic Pollutant means those pollutants, or combinations of pollutants, including disease-causing agents, which after discharge and upon exposure, ingestion, inhalation or assimilation into any organism, either directly from the environment or indirectly by ingestion through food chains may, on the basis of information available to DEP cause death, disease, behavioral abnormalities, cancer, genetic mutations, physiological malfunctions, including malfunctions in reproduction, or physical deformations in these organisms or their offspring. (25 Pa. Code § 92a.2)

III. SELF-MONITORING, REPORTING AND RECORDKEEPING

A. Representative Sampling

1. Samples and measurements taken for the purpose of monitoring shall be representative of the monitored activity (40 CFR 122.41(j)(1)). Representative sampling includes the collection of samples, where possible, during periods of adverse weather, changes in treatment plant performance and changes in treatment plant loading. If possible, effluent samples must be collected where the effluent is well mixed near the center of the discharge conveyance and at the approximate mid-depth point, where the turbulence is at a maximum and the settlement of solids is minimized. (40 CFR 122.48, 25 Pa. Code § 92a.61)

2. Records Retention (40 CFR 122.41(j)(2))

   Except for records of monitoring information required by this permit related to the permittee's sludge use and disposal activities which shall be retained for a period of at least 5 years, all records of monitoring activities and results (including all original strip chart recordings for continuous monitoring instrumentation and calibration and maintenance records), copies of all reports required by this permit, and records of all data used to complete the application for this permit shall be retained by the permittee for 3 years from the date of the sample measurement, report or application, unless a longer retention period is required by the permit. The 3-year period shall be extended as requested by DEP or the EPA Regional Administrator.

3. Recording of Results (40 CFR 122.41(j)(3))

   For each measurement or sample taken pursuant to the requirements of this permit, the permittee shall record the following information:

   a. The exact place, date and time of sampling or measurements.
   b. The person(s) who performed the sampling or measurements.
   c. The date(s) the analyses were performed.
   d. The person(s) who performed the analyses.
   e. The analytical techniques or methods used; and the associated detection level.
   f. The results of such analyses.

4. Test Procedures

   a. Facilities that test or analyze environmental samples used to demonstrate compliance with this permit shall be in compliance with laboratory accreditation requirements of Act 90 of 2002 (27 Pa. C.S. §§ 4101-4113) and 25 Pa. Code Chapter 252, relating to environmental laboratory accreditation.

   b. Test procedures (methods) for the analysis of pollutants or pollutant parameters shall be those approved under 40 CFR Part 136 or required under 40 CFR Chapter I, Subchapters N or O, unless the method is specified in this permit or has been otherwise approved in writing by DEP. (40 CFR 122.41(j)(4), 122.44(i)(1)(iv))

   c. Test procedures (methods) for the analysis of pollutants or pollutant parameters shall be sufficiently sensitive. A method is sufficiently sensitive when 1) the method minimum level is at or below the level of the effluent limit established in the permit for the measured pollutant or pollutant parameter; or 2) the method has the lowest minimum level of the analytical methods approved under 40 CFR Part 136 or required under 40 CFR Chapter I, Subchapters N or O, for the measured pollutant or pollutant parameter; or 3) the method is specified in this permit or has been otherwise approved in writing by DEP for the measured pollutant or pollutant parameter. Permittees have the option of providing matrix or sample-specific minimum levels rather than the published levels. (40 CFR 122.44(i)(1)(iv))

5. Quality/Assurance/Control

   In an effort to assure accurate self-monitoring analyses results:

   a. The permittee, or its designated laboratory, shall participate in the periodic scheduled quality assurance inspections conducted by DEP and EPA. (40 CFR 122.41(e), 122.41(i)(3))

   b. The permittee, or its designated laboratory, shall develop and implement a program to assure the quality and accurateness of the analyses performed to satisfy the requirements of this permit, in accordance with 40 CFR Part 136. (40 CFR 122.41(j)(4))

B. Reporting of Monitoring Results

1. The permittee shall effectively monitor the operation and efficiency of all wastewater treatment and control facilities, and the quantity and quality of the discharge(s) as specified in this permit. (25 Pa. Code §§ 92a.3(c), 92a.41(a), 92a.44, 92a.61(i) and 40 CFR §§ 122.41(e), 122.44(i)(1))

2. The permittee shall use DEP's electronic Discharge Monitoring Report (eDMR) system to report the results of compliance monitoring under this permit (see www.dep.pa.gov/edmr). Permittees that are not using the eDMR system as of the effective date of this permit shall submit the necessary registration and trading partner agreement forms to DEP's Bureau of Clean Water (BCW) within 30 days of the effective date of this permit and begin using the eDMR system when notified by DEP BCW to do so. (25 Pa. Code §§ 92a.3(c), 92a.41(a), 92a.61(g) and 40 CFR § 122.41(l)(4))

3. Submission of a physical (paper) copy of a Discharge Monitoring Report (DMR) is acceptable under the following circumstances:

   a. For a permittee that is not yet using the eDMR system, the permittee shall submit a physical copy of a DMR to the DEP regional office that issued the permit during the interim period between the submission of registration and trading partner agreement forms to DEP and DEP's notification to begin using the eDMR system.

   b. For any permittee, as a contingency a physical DMR may be mailed to the DEP regional office that issued the permit if there are technological malfunction(s) that prevent the successful submission of a DMR through the eDMR system. In such situations, the permittee shall submit the DMR through the eDMR system within 5 days following remedy of the malfunction(s).

4. DMRs must be completed in accordance with DEP's published DMR instructions (3800-FM-BCW0463). DMRs must be received by DEP no later than 28 days following the end of the monitoring period. DMRs are based on calendar reporting periods and must be received by DEP in accordance with the following schedule:

   - Monthly DMRs must be received within 28 days following the end of each calendar month.
   - Quarterly DMRs must be received within 28 days following the end of each calendar quarter, i.e., January 28, April 28, July 28, and October 28.
   - Semiannual DMRs must be received within 28 days following the end of each calendar semiannual period, i.e., January 28 and July 28.
   - Annual DMRs must be received by January 28, unless Part C of this permit requires otherwise.

5. The permittee shall complete all Supplemental Reporting forms (Supplemental DMRs) attached to this permit, or an approved equivalent, and submit the signed, completed forms as attachments to the DMR, through DEP's eDMR system. DEP's Supplemental Laboratory Accreditation Form (3800-FM-BCW0189) must be completed and submitted to DEP with the first DMR following issuance of this permit, and anytime thereafter when changes to laboratories or methods occur. (25 Pa. Code §§ 92a.3(c), 92a.41(a), 92a.61(g) and 40 CFR § 122.41(l)(4))

6. The completed DMR Form shall be signed and certified by either of the following applicable persons, as defined in 25 Pa. Code § 92a.22:

- For a corporation - by a principal executive officer of at least the level of vice president, or an authorized representative, if the representative is responsible for the overall operation of the facility from which the discharge described in the NPDES form originates.
- For a partnership or sole proprietorship - by a general partner or the proprietor, respectively.
- For a municipality, state, federal or other public agency - by a principal executive officer or ranking elected official.

If signed by a person other than the above and for co-permittees, written notification of delegation of DMR signatory authority must be submitted to DEP in advance of or along with the relevant DMR form. (40 CFR § 122.22(b))

7. If the permittee monitors any pollutant at monitoring points as designated by this permit, using analytical methods described in Part A III.A.4. herein, more frequently than the permit requires, the results of this monitoring shall be incorporated, as appropriate, into the calculations used to report self-monitoring data on the DMR. (40 CFR 122.41(l)(4)(ii))

C. Reporting Requirements

1. Planned Changes to Physical Facilities – The permittee shall give notice to DEP as soon as possible but no later than 30 days prior to planned physical alterations or additions to the permitted facility. A permit under 25 Pa. Code Chapter 91 may be required for these situations prior to implementing the planned changes. A permit application, or other written submission to DEP, can be used to satisfy the notification requirements of this section.

   Notice is required when:

   a. The alteration or addition to a permitted facility may meet one of the criteria for determining whether a facility is a new source in 40 CFR 122.29(b). (40 CFR 122.41(l)(1)(i))

   b. The alteration or addition could significantly change the nature or increase the quantity of pollutants discharged. This notification applies to pollutants which are not subject to effluent limitations in this permit. (40 CFR 122.41(l)(1)(ii))

   c. The alteration or addition results in a significant change in the permittee's sludge use or disposal practices, and such alteration, addition, or change may justify the application of permit conditions that are different from or absent in the existing permit, including notification of additional use or disposal sites not reported during the permit application process or not reported pursuant to an approved land application plan. (40 CFR 122.41(l)(1)(iii))

   d. The planned change may result in noncompliance with permit requirements. (40 CFR 122.41(l)(2))

2. Planned Changes to Waste Stream – Under the authority of 25 Pa. Code § 92a.24(a), the permittee shall provide notice to DEP as soon as possible but no later than 45 days prior to any planned changes in the volume or pollutant concentration of its influent waste stream, as specified in paragraphs 2.a. and 2.b., below. Notice shall be provided on the “Planned Changes to Waste Stream” Supplemental Report (3800-FM-BCW0482), available on DEP’s website. The permittee shall provide information on the quality and quantity of waste introduced into the facility, and any anticipated impact of the change on the quantity or quality of effluent to be discharged from the facility. The Report shall be sent via Certified Mail or other means to confirm DEP’s receipt of the notification. DEP will determine if the submission of a new application and receipt of a new or amended permit is required.

   a. Introduction of New Pollutants (25 Pa. Code § 92a.24(a))

      New pollutants are defined as parameters that meet all of the following criteria:

      (i) Were not detected in the facilities’ influent waste stream as reported in the permit application; and

(ii) Have not been approved to be included in the permittee's influent waste stream by DEP in writing.

The permittee shall provide notification of the introduction of new pollutants in accordance with paragraph 2 above. The permittee may not authorize the introduction of new pollutants until the permittee receives DEP's written approval.

b. Increased Loading of Approved Pollutants (25 Pa. Code § 92a.24(a))

Approved pollutants are defined as parameters that meet one or more of the following criteria:

(i) Were detected in the facilities' influent waste stream as reported in the permittee's permit application; or

(ii) Have been approved to be included in the permittee's influent waste stream by DEP in writing; or

(iii) Have an effluent limitation or monitoring requirement in this permit.

The permittee shall provide notification of the introduction of increased influent loading (lbs/day) of approved pollutants in accordance with paragraph 2 above when (1) the cumulative increase in influent loading (lbs/day) exceeds 20% of the maximum loading reported in the permit application, or a loading previously approved by DEP, or (2) may cause an exceedance in the effluent of Effluent Limitation Guidelines (ELGs) or limitations in Part A of this permit, or (3) may cause interference or pass through at the facility (as defined at 40 CFR 403.3), or (4) may cause exceedances of the applicable water quality standards in the receiving stream. Unless specified otherwise in this permit, if DEP does not respond to the notification within 30 days of its receipt, the permittee may proceed with the increase in loading. The acceptance of increased loading of approved pollutants may not result in an exceedance of ELGs or effluent limitations and may not cause exceedances of the applicable water quality standards in the receiving stream.

3. Reporting Requirements for Hauled-In Wastes

a. Receipt of Residual Waste

(i) The permittee shall document the receipt of all hauled-in residual wastes (including but not limited to wastewater from oil and gas wells, food processing waste, and landfill leachate), as defined at 25 Pa. Code § 287.1, that are received for processing at the treatment facility. The permittee shall report hauled-in residual wastes on a monthly basis to DEP on the "Hauled In Residual Wastes" Supplemental Report (3800-FM-BCW0450) as an attachment to the DMR. If no residual wastes were received during a month, submission of the Supplemental Report is not required.

The following information is required by the Supplemental Report. The information used to develop the Report shall be retained by the permittee for five years from the date of receipt and must be made available to DEP or EPA upon request.

(1) The dates that residual wastes were received.

(2) The volume (gallons) of wastes received.

(3) The license plate number of the vehicle transporting the waste to the treatment facility.

(4) The permit number(s) of the well(s) where residual wastes were generated, if applicable.

(5) The name and address of the generator of the residual wastes.

(6) The type of wastewater.

The transporter of residual waste must maintain these and other records as part of the daily operational record (25 Pa. Code § 299.219). If the transporter is unable to provide this information or the permittee has not otherwise received the information from the generator, the residual wastes shall not be accepted by the permittee until such time as the permittee receives such information from the transporter or generator.

(ii) The following conditions apply to the characterization of residual wastes received by the permittee:

(1) If the generator is required to complete a chemical analysis of residual wastes in accordance with 25 Pa. Code § 287.51, the permittee must receive and maintain on file a chemical analysis of the residual wastes it receives. The chemical analysis must conform to the Bureau of Waste Management's Form 26R except as noted in paragraph (2), below. Each load of residual waste received must be covered by a chemical analysis if the generator is required to complete it.

(2) For wastewater generated from hydraulic fracturing operations ("frac wastewater") within the first 30 production days of a well site, the chemical analysis may be a general frac wastewater characterization approved by DEP. Thereafter, the chemical analysis must be waste-specific and be reported on the Form 26R.

b. Receipt of Municipal Waste

(i) The permittee shall document the receipt of all hauled-in municipal wastes (including but not limited to septage and liquid sewage sludge), as defined at 25 Pa. Code § 271.1, that are received for processing at the treatment facility. The permittee shall report hauled-in municipal wastes on a monthly basis to DEP on the "Hauled In Municipal Wastes" Supplemental Report (3800-FM-BCW0437) as an attachment to the DMR. If no municipal wastes were received during a month, submission of the Supplemental Report is not required.

The following information is required by the Supplemental Report:

(1) The dates that municipal wastes were received.

(2) The volume (gallons) of wastes received.

(3) The BOD_5 concentration (mg/l) and load (lbs) for the wastes received.

(4) The location(s) where wastes were disposed of within the treatment facility.

(ii) Sampling and analysis of hauled-in municipal wastes must be completed to characterize the organic strength of the wastes, unless composite sampling of influent wastewater is performed at a location downstream of the point of entry for the wastes.

4. Unanticipated Noncompliance or Potential Pollution Reporting

a. Immediate Reporting - The permittee shall immediately report any incident causing or threatening pollution in accordance with the requirements of 25 Pa. Code §§ 91.33 and 92a.41(b).

(i) If, because of an accident, other activity or incident a toxic substance or another substance which would endanger users downstream from the discharge, or would otherwise result in pollution or create a danger of pollution or would damage property, the permittee shall immediately notify DEP by telephone of the location and nature of the danger. Oral notification to the Department is required as soon as possible, but no later than 4 hours after the permittee becomes aware of the incident causing or threatening pollution.

(ii) If reasonably possible to do so, the permittee shall immediately notify downstream users of the waters of the Commonwealth to which the substance was discharged. Such notice shall include the location and nature of the danger.

(iii) The permittee shall immediately take or cause to be taken steps necessary to prevent injury to property and downstream users of the waters from pollution or a danger of pollution and, in addition, within 15 days from the incident, shall remove the residual substances contained thereon or therein from the ground and from the affected waters of this Commonwealth to the extent required by applicable law.

b. The permittee shall report any noncompliance which may endanger health or the environment in accordance with the requirements of 40 CFR 122.41(l)(6). These requirements include the following obligations:

(i) 24 Hour Reporting - The permittee shall orally report any noncompliance with this permit which may endanger health or the environment within 24 hours from the time the permittee becomes aware of the circumstances. The following shall be included as information which must be reported within 24 hours under this paragraph:

(1) Any unanticipated bypass which exceeds any effluent limitation in the permit;

(2) Any upset which exceeds any effluent limitation in the permit; and

(3) Violation of the maximum daily discharge limitation for any of the pollutants listed in the permit as being subject to the 24-hour reporting requirement. (40 CFR 122.44(g))

(ii) Written Report - A written submission shall also be provided within 5 days of the time the permittee becomes aware of any noncompliance which may endanger health or the environment. The written submission shall contain a description of the noncompliance and its cause; the period of noncompliance, including exact dates and times, and if the noncompliance has not been corrected, the anticipated time it is expected to continue; and steps taken or planned to reduce, eliminate, and prevent reoccurrence of the noncompliance.

(iii) Waiver of Written Report - DEP may waive the written report on a case-by-case basis if the associated oral report has been received within 24 hours from the time the permittee becomes aware of the circumstances which may endanger health or the environment. Unless such a waiver is expressly granted by DEP, the permittee shall submit a written report in accordance with this paragraph. (40 CFR 122.41(l)(6)(iii))

5. Other Noncompliance

The permittee shall report all instances of noncompliance not reported under paragraph C.4 of this section or specific requirements of compliance schedules, at the time DMRs are submitted, on the Non-Compliance Reporting Form (3800-FM-BCW0440). The reports shall contain the information listed in paragraph C.4.b.(ii) of this section. (40 CFR 122.41(l)(7))

D. Specific Toxic Pollutant Notification Levels (for Manufacturing, Commercial, Mining, and Silvicultural Direct Dischargers) - The permittee shall notify DEP as soon as it knows or has reason to believe the following: (40 CFR 122.42(a))

1. That any activity has occurred, or will occur, which would result in the discharge of any toxic pollutant which is not limited in this permit, if that discharge on a routine or frequent basis will exceed the highest of the following "notification levels": (40 CFR 122.42(a)(1))

a. One hundred micrograms per liter.

b. Two hundred micrograms per liter for acrolein and acrylonitrile.

c. Five hundred micrograms per liter for 2,4-dinitrophenol and 2-methyl-4,6-dinitrophenol.

d. One milligram per liter for antimony.

e. Five times the maximum concentration value reported for that pollutant in this permit application.

f. Any other notification level established by DEP.

2. That any activity has occurred or will occur which would result in any discharge, on a nonroutine or infrequent basis, of a toxic pollutant which is not limited in this permit, if that discharge will exceed the highest of the following "notification levels": (40 CFR 122.42(a)(2))

a. Five hundred micrograms per liter.

b. One milligram per liter for antimony.

c. Ten times the maximum concentration value reported for that pollutant in the permit application.

d. Any other notification level established by DEP.

PART B

I. MANAGEMENT REQUIREMENTS

A. Compliance

1. The permittee shall comply with all conditions of this permit. If a compliance schedule has been established in this permit, the permittee shall achieve compliance with the terms and conditions of this permit within the time frames specified in this permit. (40 CFR 122.41(a)(1))

2. The permittee shall submit reports of compliance or noncompliance, or progress reports as applicable, for any interim and final requirements contained in this permit. Such reports shall be submitted no later than 14 days following the applicable schedule date or compliance deadline. (25 Pa. Code § 92a.51(c), 40 CFR 122.47(a)(4))

B. Permit Modification, Termination, or Revocation and Reissuance

1. This permit may be modified, terminated, or revoked and reissued during its term in accordance with 25 Pa. Code § 92a.72 and 40 CFR 122.41(f).

2. The filing of a request by the permittee for a permit modification, revocation and reissuance, or termination, or a notification of planned changes or anticipated noncompliance, does not stay any permit condition. (40 CFR 122.41(f))

3. In the absence of DEP action to modify or revoke and reissue this permit, the permittee shall comply with effluent standards or prohibitions established under Section 307(a) of the Clean Water Act for toxic pollutants within the time specified in the regulations that establish those standards or prohibitions. (40 CFR 122.41(a)(1))

C. Duty to Provide Information

1. The permittee shall furnish to DEP, within a reasonable time, any information which DEP may request to determine whether cause exists for modifying, revoking and reissuing, or terminating this permit, or to determine compliance with this permit. (40 CFR 122.41(h))

2. The permittee shall furnish to DEP, upon request, copies of records required to be kept by this permit. (40 CFR 122.41(h))

3. Other Information - Where the permittee becomes aware that it failed to submit any relevant facts in a permit application, or submitted incorrect information in a permit application or in any report to DEP, it shall promptly submit the correct and complete facts or information. (40 CFR 122.41(l)(8))

D. Proper Operation and Maintenance

The permittee shall at all times properly operate and maintain all facilities and systems of treatment and control (and related appurtenances) which are installed or used by the permittee to achieve compliance with the terms and conditions of this permit. Proper operation and maintenance includes, but is not limited to, adequate laboratory controls including appropriate quality assurance procedures. This provision also includes the operation of backup or auxiliary facilities or similar systems that are installed by the permittee, only when necessary to achieve compliance with the terms and conditions of this permit. (40 CFR 122.41(e))

E. Duty to Mitigate

The permittee shall take all reasonable steps to minimize or prevent any discharge, sludge use or disposal in violation of this permit that has a reasonable likelihood of adversely affecting human health or the environment. (40 CFR 122.41(d))

F. Bypassing

1. Bypassing Not Exceeding Permit Limitations - The permittee may allow a bypass to occur which does not cause effluent limitations to be exceeded, but only if it also is for essential maintenance to assure efficient operation. These bypasses are not subject to the provisions in paragraphs two, three and four of this section. (40 CFR 122.41(m)(2))

2. Other Bypassing - In all other situations, bypassing is prohibited and DEP may take enforcement action against the permittee for bypass unless:

   a. A bypass is unavoidable to prevent loss of life, personal injury or "severe property damage." (40 CFR 122.41(m)(4)(i)(A))

   b. There are no feasible alternatives to the bypass, such as the use of auxiliary treatment facilities, retention of untreated wastes, or maintenance during normal periods of equipment downtime. This condition is not satisfied if adequate backup equipment should have been installed in the exercise of reasonable engineering judgment to prevent a bypass which occurred during normal periods of equipment downtime or preventive maintenance. (40 CFR 122.41(m)(4)(i)(B))

   c. The permittee submitted the necessary notice required in F.4.a. and b. below. (40 CFR 122.41(m)(4)(i)(C))

3. DEP may approve an anticipated bypass, after considering its adverse effects, if DEP determines that it will meet the conditions listed in F.2. above. (40 CFR 122.41(m)(4)(ii))

4. Notice

   a. Anticipated Bypass – If the permittee knows in advance of the need for a bypass, it shall submit prior notice, if possible, at least 10 days before the bypass. (40 CFR 122.41(m)(3)(i))

   b. Unanticipated Bypass – The permittee shall submit oral notice of any other unanticipated bypass within 24 hours, regardless of whether the bypass may endanger health or the environment or whether the bypass exceeds effluent limitations. The notice shall be in accordance with Part A III.C.4.b.

G. Termination of Permit Coverage (25 Pa. Code § 92a.74 and 40 CFR 122.64)

1. Notice of Termination (NOT) – If the permittee plans to cease operations or will otherwise no longer require coverage under this permit, the permittee shall submit DEP's NPDES Notice of Termination (NOT) for Permits Issued Under Chapter 92a (3800-BCW-0410), signed in accordance with Part A III.B.6 of this permit, at least 30 days prior to cessation of operations or the date by which coverage is no longer required.

2. Where the permittee plans to cease operations, NOTs must be accompanied with an operation closure plan that identifies how tankage and equipment will be decommissioned and how pollutants will be managed, as applicable.

3. The permittee shall submit the NOT to the DEP regional office with jurisdiction over the county in which the facility is located.

II. PENALTIES AND LIABILITY

A. Violations of Permit Conditions

Any person violating Sections 301, 302, 306, 307, 308, 318 or 405 of the Clean Water Act or any permit condition or limitation implementing such sections in a permit issued under Section 402 of the Act is subject to civil, administrative and/or criminal penalties as set forth in 40 CFR 122.41(a)(2).

Any person or municipality, who violates any provision of this permit; any rule, regulation or order of DEP; or any condition or limitation of any permit issued pursuant to the Clean Streams Law, is subject to criminal and/or civil penalties as set forth in Sections 602, 603 and 605 of the Clean Streams Law.

B. Falsifying Information

Any person who does any of the following:

- Falsifies, tampers with, or knowingly renders inaccurate any monitoring device or method required to be maintained under this permit, or

- Knowingly makes any false statement, representation, or certification in any record or other document submitted or required to be maintained under this permit (including monitoring reports or reports of compliance or noncompliance)

Shall, upon conviction, be punished by a fine and/or imprisonment as set forth in 18 Pa.C.S.A § 4904 and 40 CFR 122.41(j)(5) and (k)(2).

C. Liability

Nothing in this permit shall be construed to relieve the permittee from civil or criminal penalties for noncompliance pursuant to Section 309 of the Clean Water Act or Sections 602, 603 or 605 of the Clean Streams Law.

Nothing in this permit shall be construed to preclude the institution of any legal action or to relieve the permittee from any responsibilities, liabilities or penalties to which the permittee is or may be subject to under the Clean Water Act and the Clean Streams Law.

D. Need to Halt or Reduce Activity Not a Defense

It shall not be a defense for the permittee in an enforcement action that it would have been necessary to halt or reduce the permitted activity in order to maintain compliance with the conditions of this permit. (40 CFR 122.41(c))

III. OTHER RESPONSIBILITIES

A. Right of Entry

Pursuant to Sections 5(b) and 305 of Pennsylvania's Clean Streams Law, and Title 25 Pa. Code Chapter 92a and 40 CFR 122.41(i), the permittee shall allow authorized representatives of DEP and EPA, upon the presentation of credentials and other documents as may be required by law:

1. To enter upon the permittee's premises where a regulated facility or activity is located or conducted, or where records must be kept under the conditions of this permit; (40 CFR 122.41(i)(1))

2. To have access to and copy, at reasonable times, any records that must be kept under the conditions of this permit; (40 CFR 122.41(i)(2))

3. To inspect at reasonable times any facilities, equipment (including monitoring and control equipment), practices or operations regulated or required under this permit; and (40 CFR 122.41(i)(3))

4. To sample or monitor at reasonable times, for the purposes of assuring permit compliance or as otherwise authorized by the Clean Water Act or the Clean Streams Law, any substances or parameters at any location. (40 CFR 122.41(i)(4))

B. Transfer of Permits

1. Transfers by modification. Except as provided in paragraph 2 of this section, a permit may be transferred by the permittee to a new owner or operator only if this permit has been modified or revoked and reissued, or a minor modification made to identify the new permittee and incorporate such other requirements as may be necessary under the Clean Water Act. (40 CFR 122.61(a))

2. Automatic transfers. As an alternative to transfers under paragraph 1 of this section, any NPDES permit may be automatically transferred to a new permittee if:

   a. The current permittee notifies DEP at least 30 days in advance of the proposed transfer date in paragraph 2.b. of this section; (40 CFR 122.61(b)(1))

   b. The notice includes the appropriate DEP transfer form signed by the existing and new permittees containing a specific date for transfer of permit responsibility, coverage and liability between them; (40 CFR 122.61(b)(2))

   c. DEP does not notify the existing permittee and the proposed new permittee of its intent to modify or revoke and reissue this permit, the transfer is effective on the date specified in the agreement mentioned in paragraph 2.b. of this section; and (40 CFR 122.61(b)(3))

   d. The new permittee is in compliance with existing DEP issued permits, regulations, orders and schedules of compliance, or has demonstrated that any noncompliance with the existing permits has been resolved by an appropriate compliance action or by the terms and conditions of the permit (including compliance schedules set forth in the permit), consistent with 25 Pa. Code § 92a.51 (relating to schedules of compliance) and other appropriate DEP regulations. (25 Pa. Code § 92a.71)

3. In the event DEP does not approve transfer of this permit, the new owner or operator must submit a new permit application.

C. Property Rights

The issuance of this permit does not convey any property rights of any sort, or any exclusive privilege. (40 CFR 122.41(g))

D. Duty to Reapply

If the permittee wishes to continue an activity regulated by this permit after the expiration date of this permit, the permittee must apply for a new permit. (40 CFR 122.41(b))

E. Other Laws

The issuance of this permit does not authorize any injury to persons or property or invasion of other private rights, or any infringement of state or local law or regulations.

IV. ANNUAL FEES

Permittees shall pay an annual fee in accordance with 25 Pa. Code § 92a.62. Annual fee amounts are specified in the following schedule and are due on each anniversary of the effective date of the most recent new or reissued permit. All flows identified in the schedule are annual average design flows. (25 Pa. Code § 92a. 62)

Minor IW Facility without ELG (Effluent Limitation Guideline)	$500
Minor IW Facility with ELG	$1,500
Major IW Facility < 250 MGD (million gallons per day)	$5,000
Major IW Facility ≥ 250 MGD	$25,000
IW Stormwater Individual Permit	$1,000
CAAP (Concentrated Aquatic Animal Production Facility)	$0

As of the effective date of this permit, the facility covered by the permit is classified in the following fee category: **Minor IW Facility without ELG**.

Invoices for annual fees will be mailed to permittees approximately three months prior to the due date. In the event that an invoice is not received, the permittee is nonetheless responsible for payment. Throughout a five year permit term, permittees will pay four annual fees followed by a permit renewal application fee in the last year of permit coverage. Permittees may contact DEP at 717-787-6744 with questions related to annual fees. The fees identified above are subject to change in accordance with 25 Pa. Code § 92a.62(e).

Payment for annual fees shall be remitted to DEP at the address below by the anniversary date. Checks should be made payable to the Commonwealth of Pennsylvania.

PA Department of Environmental Protection
Bureau of Clean Water
Re: Chapter 92a Annual Fee
P.O. Box 8466
Harrisburg, PA 17105-8466

PART C

I. OTHER REQUIREMENTS

A. The approval herein given is specifically made contingent upon the permittee acquiring all necessary property rights by easement or otherwise, providing for the satisfactory construction, operation, maintenance or replacement of all structures associated with the herein approved discharge in, along, or across private property, with full rights of ingress, egress and regress.

B. Collected screenings, slurries, sludges, and other solids shall be handled, recycled and/or disposed of in compliance with the Solid Waste Management Act (35 P.S. §§ 6018.101 – 6018.1003), 25 Pa. Code Chapters 287, 288, 289, 291, 295, 297, and 299 (relating to requirements for landfilling, impoundments, land application, composting, processing, and storage of residual waste), Chapters 261a, 262a, 263a, and 270a (related to identification of hazardous waste, requirements for generators and transporters, and hazardous waste, requirements for generators and transporters, and hazardous waste permit programs), federal regulation 40 CFR Part 257, The Clean Streams Law, and the Federal Clean Water Act and its amendments. Screenings collected at intake structures shall be collected and managed and not be returned to the receiving waters.

The permittee is responsible to obtain or assure that contracted agents have all necessary permits and approvals for the handling, storage, transport and disposal of solid waste materials generated as a result of wastewater treatment.

C. The terms and conditions of Water Quality Management (WQM) permits that may have been issued to the permittee relating to discharge requirements are superseded by this NPDES permit unless otherwise stated herein.

D. If the applicable standard or effluent guideline limitation relating to the application for Best Available Technology (BAT) Economically Achievable or to Best Conventional Technology (BCT) is developed by DEP or EPA for this type of industry, and if such standard or limitation is more stringent than the corresponding limitations of this permit (or if it controls pollutants not covered by this permit), DEP may modify or revoke and reissue the permit to conform with that standard or limitation.

E. The permittee shall optimize chlorine dosages used for disinfection or other purposes to minimize the concentration of Total Residual Chlorine (TRC) in the effluent, meet applicable effluent limitations, and reduce the possibility of adversely affecting the receiving waters. Optimization efforts may include an evaluation of wastewater characteristics, mixing characteristics, and contact times, adjustments to process controls, and maintenance of the disinfection facilities. If DEP determines that effluent TRC is causing adverse water quality impacts, DEP may reopen this permit to apply new or more stringent effluent limitations and/or require implementation of control measures or operational practices to eliminate such impacts.

Where the permittee does not use chlorine for primary or backup disinfection, but proposes the use of chlorine for cleaning or other purposes, the permittee shall notify DEP prior to initiating use of chlorine and monitor TRC concentrations in the effluent on each day in which chlorine is used. The results shall be submitted as an attachment to the DMR.

F. If, in the opinion of the Department, these works are not so operated or if by reason of change in the character of wastes or increased load upon the works, or changed use or condition of the receiving body of water, or otherwise, the said effluent ceases to be satisfactory or the sewerage facilities shall have created public nuisance, then upon notice by the Department, the right herein granted to discharge such effluent shall cease and become null and void unless within the time specified by the Department, the permittee shall adopt such remedial measures as will produce an effluent which, in the opinion of the Department, will be satisfactory for discharge into the said receiving body of water.

G. The permittee shall submit written notification to the DEP at least three weeks prior to the start of the periodic sludge drying bed cleaning operations. The permittee shall maintain onsite records of available sludge drying bed capacity.

H. The attention of the permittee is directed to the fact that effluent is discharged to a location with little or no assimilative capacity or dilution during critical periods. If the effluent creates a health hazard or nuisance, the permittee shall, upon notice from DEP, provide such additional treatment as may be required by DEP.

II. SCHEDULE OF COMPLIANCE (Total Residual Chlorine)

A. The permittee shall achieve compliance with final effluent limitations or terminate this discharge in accordance with the following schedule:

1.	Feasibility study completion	June 30, 2022
2.	Final plan completion	June 30, 2023
3.	Start construction	December 31, 2023
4.	Construction progress report(s)	Quarterly after construction starts
5.	End construction	June 30, 2024
6.	Compliance with effluent limitations	September 1, 2024

B. No later than 14 calendar days following a date identified in the above schedule of compliance, the permittee shall submit to DEP a written notice of compliance or non-compliance with the specific schedule requirement. Each notice of non-compliance shall include the following information:

1. A short description of the non-compliance.

2. A description of any actions taken or proposed by the permittee to comply with the elapsed schedule requirement.

3. A description of any factors which tend to explain or mitigate the non-compliance.

4. An estimate of the date that compliance with the elapsed schedule requirement will be achieved and an assessment of the probability that the next scheduled requirement will be met on time.

III. WATER QUALITY-BASED EFFLUENT LIMITATIONS FOR TOXIC POLLUTANTS

A. Final Water Quality Based Effluent Limitations (WQBELs)

The final WQBELs listed below will become effective on September 1, 2024 ("WQBEL Effective Date") unless DEP issues an amendment to this permit prior to that date:

Outfall No.	Pollutant	Average Monthly (ug/L)	Maximum Daily (ug/L)	IMAX (ug/L)
001	Aluminum, Total	750	927	927
001	Cadmium, Total	0.10*	0.16*	0.25
001	Copper, Total	2.87*	3.73*	3.73*

Outfall No.	Pollutant	Average Monthly (ug/L)	Maximum Daily (ug/L)	IMAX (ug/L)
001	Lead, Total	0.49*	0.76*	1.22
001	Iron, Total	1883	2938	4708
001	Acrylamide	0.28	0.43	0.69

*See Part C.IV (WQBELs below Quantitation Limits)

These limits are necessary to achieve water quality standards in the receiving waters. The permittee has not demonstrated the ability to achieve these limits as of the effective date of the permit. Prior to the WQBEL Effective Date, the permittee shall complete studies as described below.

B. Site-Specific Data Collection Studies

The WQBELs were developed by DEP using the default or model-derived estimates for the parameters listed below in DEP's Toxics Management Spreadsheet (TMS). The permittee shall collect site-specific data for all of the parameters listed below and submit the data to DEP as part of a Final WQBEL Compliance Report.

1. **Discharge pollutant concentration coefficients of variability** using DEP's *Field Data Collection and Evaluation Protocol for Deriving Daily and Hourly Discharge Coefficients of Variation (CV) and Other Discharge Characteristics* (391-2000-024).

2. **Discharge and background Total Hardness concentrations** using DEP's *Field Data Collection and Evaluation Protocol for Determining Stream and Point Source Discharge Design Hardness* (391-2000-021).

3. **Background / ambient pollutant concentrations** using DEP's *Implementation Guidance for the Determination and Use of Background/Ambient Water Quality in the Determination of Wasteload Allocations and NPDES Effluent Limitations for Toxic Substances* (391-2000-022).

4. **Chemical translator(s)** using EPA's *The Metals Translator: Guidance for Calculating A Total Recoverable Permit Limit From A Dissolved Criterion* (EPA 823-B-96-007) or other EPA guidance.

5. **The slope and width of the receiving waters** for the reach of stream modeled by DEP using the TMS as measured in the field.

6. **The velocity of the receiving waters** for the reach of stream modeled by DEP using the TMS as measured through a time of travel study that provides an estimate of velocity under design stream flow conditions.

7. **The acute and chronic partial mix factors** for the reach of stream modeled by DEP using the TMS as determined through a mixing study that provides an estimate of mixing under design stream flow conditions.

The permittee may, at its discretion, submit a work plan to DEP for review and comment prior to initiating the site-specific data collection studies. If the permittee decides to submit a work plan, DEP's approval is not necessary prior to commencing the studies.

C. Toxics Reduction Evaluation (TRE)

The permittee shall conduct a TRE in accordance with DEP's *Water Quality Toxics Management Strategy, Appendix C, Permittee Guidance for Conducting a Toxics Reduction Evaluation (TRE)* (361-0100-003). The permittee shall investigate and address the following as part of the TRE:

1. The source(s) of the toxic pollutants in the effluent through a comprehensive review of influent and effluent quality and contributors to the facility, if applicable.

2. An evaluation of approaches and strategies that exist to reduce or eliminate sources in order to achieve the final WQBELs.

3. An evaluation of approaches and strategies that exist to provide treatment to achieve the final WQBELs.

4. An analysis of the feasibility of the approaches and strategies identified in paragraphs 2 and 3, above.

The permittee shall develop a TRE work plan and submit the work plan to DEP for review and comment when requested by DEP. DEP's approval of the work plan is not necessary prior to commencing the TRE.

D. Schedule and Final WQBEL Compliance Report

1. The permittee shall submit complete required studies and a Final WQBEL Compliance Report to DEP in accordance with the following schedule:

Action	Due Date
Complete TRE Work Plan and Submit Work Plan if Requested by DEP	March 31, 2022
Complete TRE and Site-Specific Data Collection	March 31, 2023
Begin Implementing Actions Identified in the TRE to Reduce Pollutant Load (if applicable)	June 30, 2023
Submit Final WQBEL Compliance Report	September 30, 2023
Complete Actions Identified in TRE and Comply with Final Permit Limit	September 1, 2024

2. The Final WQBEL Compliance Report shall consist of the following components:

   a. Site-specific data collected in accordance with paragraph B, above.

   b. If the permittee is requesting a modification to the final WQBELs based on the site-specific data, the permittee shall submit:

      (1) Printouts of the TMS using the site-specific data along with all other assumptions and data used by DEP to establish the final WQBELs; and

      (2) An application (3800-PM-BCW0027b) to DEP for a Major Amendment to the permit.

   c. A TRE Report including a feasibility analysis or study, if applicable.

   d. An assessment of whether the permittee will be capable of achieving the final WQBELs on the WQBEL Effective Date. The permittee shall notify DEP of one of the following conclusions:

      (1) The permittee will achieve the final WQBELs on the WQBEL Effective Date. The permittee shall notify DEP of the measures that will be taken to comply.

      (2) The permittee will or may be able to achieve the final WQBELs, but after the WQBEL Effective Date. The permittee shall notify DEP of its proposed alternative WQBEL Effective Date and include justification for the alternative date.

      (3) The permittee will not be able to achieve the final WQBELs because all alternatives to control the toxic pollutant(s) are infeasible.

e. An application (3800-PM-BCW0027b) for a Major Amendment to the permit if the permittee concludes that it is not capable of achieving the final WQBELs on the WQBEL Effective Date or compliance is infeasible, or if the permittee believes the final WQBELs should be modified based on site-specific data.

3. In response to the receipt of the Final WQBEL Compliance Report, DEP may:

a. Request additional research, studies or clarification if the permittee concludes that it cannot achieve final WQBELs by the WQBEL Effective Date or compliance is infeasible and DEP disagrees with this conclusion or believes that additional efforts are necessary before reaching this conclusion. The permittee shall comply with the schedule provided by DEP in writing for such additional efforts or an alternative agreed upon schedule.

b. Issue a draft Major Amendment to the permit that modifies the WQBELs in response to site-specific data or modifies the WQBEL Effective Date, for public comment.

c. Deny the application for a Major Amendment to the permit or place review of the application on hold until additional research or studies requested by DEP are complete.

d. Notify the permittee that DEP will consider a time extension to achieve the final WQBELs under 25 Pa. Code § 95.4 for the discharge upon the receipt of a request submitted by the permittee using Form No. 3800-FM-BCW0302, if it can be demonstrated that the criteria for a time extension under § 95.4 are met.

e. Notify the permittee that DEP will consider the submission of a site-specific criterion study (SSCS) to further modify WQBELs, where applicable. The permittee shall comply with the requirements set forth in DEP's notification letter for completion of a SSCS, including submission of a SSCS work plan.

IV. WQBELs BELOW QUANTITATION LIMITS

A. The parameter(s) listed below are subject to water quality-based effluent limits (WQBELs) in Part A of this permit that are necessary to comply with state water quality standards, but may be less than quantitation limits (QLs), as defined in 25 Pa. Code § 252.1, that are generally achievable by conventional analytical technology. The permittee shall analyze the parameter(s) using methods that will achieve the QL(s) as listed below. For the purpose of compliance, a statistical value reported on the DMR that is less than the QL(s) (i.e., "non-detect") will be considered to be in compliance.

Parameter Name	Quantitation Limit
Cadmium, Total	0.2 ug/l
Copper, Total	4.0 ug/l
Lead, Total	1.0 ug/l

B. The permittee shall, where determined to be feasible by the permittee, achieve a QL less than the QL identified above to improve the level of confidence that state water quality standards are being met in the receiving waters.

C. The permittee shall manage non-detect values and report statistical results to DEP in accordance with published DMR guidance (3800-BK-DEP3047 and 3800-FS-DEP4262). Where a mixed data set exists containing non-detect results and "detected" values (i.e., results greater than or equal to the QL), the QL shall be used for non-detect results to compute average statistical results.

V. CHEMICAL ADDITIVES

A. Approved Chemical Additives List

1. The permittee is authorized to use chemical additives that are published on DEP's Approved Chemical Additives List (Approved List) (see www.dep.pa.gov/chemicaladditives) subject to paragraphs A.2 and A.3, below.

2. The permittee may not discharge a chemical additive at a concentration that is greater than the water quality-based effluent limitation (WQBEL) for the chemical additive or, if applicable, a technology-based effluent limitation. If effluent limitations are not specified in Part A of this permit for the chemical additive, the permittee is responsible for determining the WQBEL and ensuring the WQBEL is not exceeded by restricting usage to an amount that will not cause an excursion above in-stream water quality standards.

3. If the permittee decides to use a chemical additive that is on DEP's Approved List and the use would either (1) constitute an increase in the usage rate specified in the NPDES permit application or previous notification to DEP or (2) constitute a new use, not identified in the NPDES permit application or otherwise no previous notification occurred, the permittee shall complete and submit the "Chemical Additives Notification Form" (3800-FM-BCW0487) to the DEP regional office that issued the permit. The permittee may proceed to use the chemical additive as reported on the Form upon receipt by the DEP regional office.

B. New Chemical Additives, Not on Approved Chemical Additives List

1. In the event the permittee wishes to use a chemical additive that is not listed on DEP's Approved List, the permittee shall submit the "New Chemical Additives Request Form" (3800-FM-BCW0486) to DEP's Central Office, Bureau of Clean Water (BCW), NPDES Permitting Division, Rachel Carson State Office Building, PO Box 8774, Harrisburg, PA 17105-8774, prior to use. A copy shall be submitted to the DEP regional office that issued the permit. The form must be completed in whole in order for BCW to approve the chemical additive, and a Material Safety Data Sheet (MSDS) that meets the minimum requirements of 29 CFR 1910.1200(g) must be attached.

2. Following placement of the chemical additive on the Approved List, the permittee may submit the Chemical Additive Notification Form in accordance with paragraph A.3, above, to notify DEP of the intent to use the approved chemical additive. The permittee may proceed with usage when the new chemical has been identified on DEP's Approved List and following DEP's receipt of the Chemical Additives Notification Form.

3. The permittee shall restrict usage of chemical additives to the maximum usage rates determined and reported to DEP on Chemical Additives Notification Forms.

C. Chemical Additives Usage Reporting Requirements

The "Chemical Additives Usage Form" (3800-FM-BCW0439) shall be used to report the usage of chemical additives and shall be submitted as an attachment to the Discharge Monitoring Report (DMR) at the time the DMR is submitted.

D. DEP may amend this permit to include WQBELs or otherwise control usage rates of chemical additives if there is evidence that usage is adversely affecting receiving waters, producing Whole Effluent Toxicity test failures, or is causing excursions of in-stream water quality standards.

pennsylvania
DEPARTMENT OF ENVIRONMENTAL PROTECTION

NORTHEAST REGIONAL OFFICE
CLEAN WATER PROGRAM

NPDES PERMIT FACT SHEET ADDENDUM

Application Type	**Renewal**	Application No.	**PA0062758**
Facility Type	**Industrial**	APS ID	**610656**
Major / Minor	**Minor**	Authorization ID	**1217421**

Applicant and Facility Information

Applicant Name	**Shenandoah Borough Municipal Authority Schuylkill County**	Facility Name	**Shenandoah WTP**
Applicant Address	PO Box 110 Route 4032	Facility Address	424 Raven Run Road
	Shenandoah, PA 17976-0110		Shenandoah, PA 17946
Applicant Contact	Jennifer Hepler	Facility Contact	Daniel Salvadore
Applicant Phone	(570) 462-1904	Facility Phone	(570) 462-4918
Client ID	94922	Site ID	588704
SIC Code	4941	Municipality	West Mahanoy Township
SIC Description	Trans. & Utilities - Water Supply	County	Schuylkill
Date Published in PA Bulletin	July 16, 2021	EPA Waived?	Yes
Comment Period End Date	August 16, 2021	If No, Reason	-

Purpose of Application: Application for a renewal of an NPDES permit for discharge of treated Industrial

Internal Review and Recommendations

This is the NPDES Permit Renewal for the 0.220 MGE Water Treatment Plant discharge. **NOTE**: This permittee is a different client/entity than the Shenandoah STP's permittee. The (separate) Shenandoah Muni Sew Auth Schuylkill Cnty (Client No. 39486; different DCED authority code# than the Shenandoah Borough Municipal Authority) operates a separate STP (NPDES Permit No. PA0070386; Site# 240446; with CSOs) that discharges directly to Shenandoah Creek (upstream of the mining-disturbed Lost Creek confluence).

Public Comments: None received as of August 18, 2021.

Compliance History:

Permit: PA0062758
Client ID: 94922
Client: All

Open Violations: 0

No data was found using the criteria entered. Please revise your choices and try again

Approve	Return	Deny	Signatures	Date
X			James D. Berger (signed) James D. Berger, P.E. / Environmental Engineer	August 18, 2021
X			Amy M. Bellanca (signed) Amy M. Bellanca, P.E. / Environmental Engineer Manager	8-19-21
X			B R Patel (Signed) Bharat Patel, P.E. / Environmental Program Manager	08/19/2021

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DEPARTMENT OF ENVIRONMENTAL PROTECTION
BUREAU OF CLEAN WATER
NATIONAL POLLUTANT DISCHARGE ELIMINATION SYSTEM (NPDES)

DISCHARGE MONITORING REPORT (DMR)

NAME: Shenandoah Borough Municipal Authority Schuylkill County

ADDRESS: PO Box 110
Shenandoah, PA 17976-0110

FACILITY: Shenandoah WTP

LOCATION: 424 Raven Run Road
West Mahanoy Township
Schuylkill County

WATERSHED: 6-B

PA0062758	001
PERMIT NUMBER	OUTFALL NUMBER

MONITORING PERIOD						
YEAR	MO	DAY	TO	YEAR	MO	DAY

Interim

Reporting Frequency: Monthly
DMR Effective From: September 1, 2021
DMR Effective To: August 31, 2024
Permit Expires: August 31, 2026
Permit Application Due: March 4, 2026

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NOTE: Read Instructions before completing this form

PARAMETER		QUANTITY OR LOADING			QUALITY OR CONCENTRATION				NO. EX	FREQUENCY OF ANALYSIS	SAMPLE TYPE
		VALUE	VALUE	UNITS	VALUE	VALUE	VALUE	UNITS			
Total Residual Chlorine (TRC)	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	XXX	XXX	XXX	XXX	0.50 Avg Mo	1.00 IMAX	mg/L		1/week	Grab
Aluminum, Total	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	4.27 Avg Mo	Report Daily Max	lbs/day	XXX	4.000 Avg Mo	8.000 Daily Max	mg/L		1/week	24-Hr Composite
Cadmium, Total	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	lbs/day	XXX	Report Avg Mo	Report Daily Max	ug/L		1/week	24-Hr Composite
Copper, Total	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	lbs/day	XXX	Report Avg Mo	Report Daily Max	mg/L		1/week	24-Hr Composite
Iron, Total	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	2.14 Avg Mo	Report Daily Max	lbs/day	XXX	2.000 Avg Mo	4.000 Daily Max	mg/L		1/week	24-Hr Composite
Lead, Total	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	lbs/day	XXX	Report Avg Mo	Report Daily Max	mg/L		1/week	24-Hr Composite

NAME/TITLE PRINCIPAL EXECUTIVE OFFICER	I certify under penalty of law that this document was prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel gather and evaluate the information submitted. Based on my inquiry of the person or persons who manage the system or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations. See 18 Pa. C.S. § 4904 (relating to unsworn falsification).		TELEPHONE		DATE		
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COMMENTS *(Report all violations on the "Non-Compliance Reporting Form")*							

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PA0062758	001
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		VALUE	VALUE	UNITS	VALUE	VALUE	VALUE	UNITS			
	SAMPLE MEASUREMENT										
Acrylamide	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	lbs/day	XXX	Report Avg Mo	Report Daily Max	mg/L		1/month	24-Hr Composite

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		VALUE	VALUE	UNITS	VALUE	VALUE	VALUE	UNITS			
Total Residual Chlorine (TRC)	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	XXX	XXX	XXX	XXX	0.05 Avg Mo	0.17 IMAX	mg/L		1/day	Grab
Aluminum, Total	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	1.38 Avg Mo	Report Daily Max	lbs/day	XXX	0.750 Avg Mo	0.927 Daily Max	mg/L		1/week	24-Hr Composite
Cadmium, Total	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	0.0001 Avg Mo	0.0003 Daily Max	lbs/day	XXX	0.10* Avg Mo	0.16* Daily Max	ug/L		1/week	24-Hr Composite
Copper, Total	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	0.005 Avg Mo	0.007 Daily Max	lbs/day	XXX	2.87* Avg Mo	3.73* Daily Max	ug/L		1/week	24-Hr Composite
Iron, Total	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	2.14 Avg Mo	Report Daily Max	lbs/day	XXX	1.883 Avg Mo	2.938 Daily Max	mg/L		1/week	24-Hr Composite

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		VALUE	VALUE	UNITS	VALUE	VALUE	VALUE	UNITS			
	SAMPLE MEASUREMENT										
Lead, Total	PERMIT REQUIREMENT	0.0009 Avg Mo	0.0010 Daily Max	lbs/day	XXX	0.49* Avg Mo	0.076* Daily Max	ug/L		1/week	24-Hr Composite
	SAMPLE MEASUREMENT										
Acrylamide	PERMIT REQUIREMENT	0.0005 Avg Mo	0.0008 Daily Max	lbs/day	XXX	0.28 Avg Mo	0.43 Daily Max	ug/L		1/month	24-Hr Composite

*See Part C.IV (WQBELs below quantitation limits).

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		VALUE	VALUE	UNITS	VALUE	VALUE	VALUE	UNITS			
	SAMPLE MEASUREMENT										
Flow	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	MGD	XXX	XXX	XXX	XXX		Continuous	Recorded
	SAMPLE MEASUREMENT										
pH	PERMIT REQUIREMENT	XXX	XXX	XXX	6.0 Inst Min	XXX	9.0 IMAX	S.U.		1/day	Grab
	SAMPLE MEASUREMENT										
Total Suspended Solids	PERMIT REQUIREMENT	Report Avg Mo	XXX	lbs/day	XXX	30.0 Avg Mo	Report Daily Max	mg/L		1/week	24-Hr Composite
	SAMPLE MEASUREMENT										
Manganese, Total	PERMIT REQUIREMENT	1.07 Avg Mo	Report Daily Max	lbs/day	XXX	1.000 Avg Mo	2.000 Daily Max	mg/L		1/week	24-Hr Composite
	SAMPLE MEASUREMENT										
Nickel, Total	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	lbs/day	XXX	Report Avg Mo	Report Daily Max	ug/L		1/month	24-Hr Composite

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		VALUE	VALUE	UNITS	VALUE	VALUE	VALUE	UNITS			
	SAMPLE MEASUREMENT										
Selenium, Total	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	lbs/day	XXX	Report Avg Mo	Report Daily Max	ug/L		1/month	24-Hr Composite
	SAMPLE MEASUREMENT										
Zinc, Total	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	lbs/day	XXX	Report Avg Mo	Report Daily Max	ug/L		1/month	24-Hr Composite

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		VALUE	VALUE	UNITS	VALUE	VALUE	VALUE	UNITS			
Flow Intake	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	MGD	XXX	XXX	XXX	XXX		Upon Request	Measured
Aluminum, Total Intake	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	lbs/day	XXX	Report Avg Mo	Report Daily Max	mg/L		Upon Request	24-Hr Composite
Cadmium, Total Intake	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	lbs/day	XXX	Report Avg Mo	Report Daily Max	ug/L		Upon Request	24-Hr Composite
Copper, Total Intake	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	lbs/day	XXX	Report Avg Mo	Report Daily Max	ug/L		Upon Request	24-Hr Composite
Iron, Total Intake	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	lbs/day	XXX	Report Avg Mo	Report Daily Max	mg/L		Upon Request	24-Hr Composite

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		VALUE	VALUE	UNITS	VALUE	VALUE	VALUE	UNITS			
Lead, Total Intake	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	lbs/day	XXX	Report Avg Mo	Report Daily Max	mg/L		Upon Request	24-Hr Composite
Manganese, Total Intake	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	lbs/day	XXX	Report Avg Mo	Report Daily Max	mg/L		Upon Request	24-Hr Composite
Nickel, Total Intake	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	lbs/day	XXX	Report Avg Mo	Report Daily Max	ug/L		Upon Request	24-Hr Composite
Selenium, Total Intake	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	lbs/day	XXX	Report Avg Mo	Report Daily Max	ug/L		Upon Request	24-Hr Composite
Zinc, Total Intake	SAMPLE MEASUREMENT										
	PERMIT REQUIREMENT	Report Avg Mo	Report Daily Max	lbs/day	XXX	Report Avg Mo	Report Daily Max	ug/L		Upon Request	24-Hr Composite

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3800-FM-BCW0463 Rev. 7/2021

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INSTRUCTIONS FOR COMPLETING DISCHARGE MONITORING REPORTS (DMRs)

General

One or more Discharge Monitoring Reports (DMRs) are attached to your permit for reporting the results of self-monitoring activities as required by your permit. If required by your permit, you must use Department of Environmental Protection's (DEP's) electronic DMR (eDMR) system to submit results. If you are required to use eDMR, these physical forms should only be used under the following circumstances:

1. For a permittee that is not yet using the eDMR system, the permittee shall submit a physical copy of a DMR to the DEP regional office that issued the permit during the interim period between the submission of registration and trading partner agreement forms to DEP and DEP's notification to begin using the eDMR system.

2. For any permittee, as a contingency a physical DMR may be mailed to the DEP regional office that issued the permit if there are technological malfunction(s) that prevent the successful submission of a DMR through the eDMR system. In such situations, the permittee shall submit the DMR through the eDMR system within 5 days following remedy of the malfunction(s).

You should make copies of the DMRs for your ongoing use, unless you participate in the eDMR program.

- Reporting frequencies will vary depending on the monitoring frequencies listed in your permit, and are generally monthly, quarterly, semi-annually and annually.

- Your reports must be received by DEP on the 28th day of the month following the end of the reporting period, unless otherwise specified in Part C of your permit.

- Your permit may require submission of DMRs to other agencies, including the U.S. Environmental Protection Agency (EPA).

- DMRs will generally include pre-populated information for permittee name and address, facility location, permit number, outfall number, permit expiration date, parameter names, and permit requirements. If you identify any errors on a DMR issued by DEP, please contact the DEP regional office that issued your permit. **DO NOT make changes to DMRs issued to you.**

- You may use computer-generated replicas of Form No. 3800-FM-BCW0462 if you receive prior approval from DEP. **DEP reserves the right to instruct you to discontinue the submission of computer-generated DMRs if the permit requirements you entered on the form are inaccurate.**

Instructions

1. Enter statistical results into each blank field below the "VALUE" column headers. Results must be reported in the same units shown on the DMR.

2. Sum the total number of excursions or exceedances of permit limits across the row for each parameter and enter the value into the "NO. EX" field. For example, if the permit contains limits of 6.0 S.U. (Minimum) and 9.0 S.U. (Maximum) for pH, and the Minimum and Maximum results are 5.9 S.U. and 9.1 S.U., respectively, enter "2" into the "NO. EX" field.

3. Report the actual sampling frequency and sample type utilized during the reporting period in the fields corresponding to "Frequency of Analysis" and "Sample Type", respectively.

4. Type the name of the principal executive officer (or an authorized agent designated by a principal executive officer) who is taking responsibility for the report, sign the report (should be in ink), enter the telephone number of the responsible individual, and record the date that the report was signed. Mail only original, signed copies of DMRs.

General

One or more Discharge Monitoring Reports (DMRs) are attached to your permit for reporting the results of self-monitoring activities as required by your permit. If required by your permit, you must use Department of Environmental Protection's (DEP's) electronic DMR (eDMR) system to submit results. If you are required to use eDMR, these physical forms should only be used under the following circumstances:

3. For a permittee that is not yet using the eDMR system, the permittee shall submit a physical copy of a DMR to the DEP regional office that issued the permit during the interim period between the submission of registration and trading partner agreement forms to DEP and DEP's notification to begin using the eDMR system.

4. For any permittee, as a contingency a physical DMR may be mailed to the DEP regional office that issued the permit if there are technological malfunction(s) that prevent the successful submission of a DMR through the eDMR system. In such situations, the permittee shall submit the DMR through the eDMR system within 5 days following remedy of the malfunction(s).

You should make copies of the DMRs for your ongoing use, unless you participate in the eDMR program.

- Reporting frequencies will vary depending on the monitoring frequencies listed in your permit, and are generally monthly, quarterly, semi-annually and annually.

- Your reports must be received by DEP on the 28th day of the month following the end of the reporting period, unless otherwise specified in Part C of your permit.

- Your permit may require submission of DMRs to other agencies, including the U.S. Environmental Protection Agency (EPA).

- DMRs will generally include pre-populated information for permittee name and address, facility location, permit number, outfall number, permit expiration date, parameter names, and permit requirements. If you identify any errors on a DMR issued by DEP, please contact the DEP regional office that issued your permit. **DO NOT make changes to DMRs issued to you.**

- You may use computer-generated replicas of Form No. 3800-FM-BCW0462 if you receive prior approval from DEP. **DEP reserves the right to instruct you to discontinue the submission of computer-generated DMRs if the permit requirements you entered on the form are inaccurate.**

Instructions

1. Enter statistical results into each blank field below the "VALUE" column headers. Results must be reported in the same units shown on the DMR.

2. Sum the total number of excursions or exceedances of permit limits across the row for each parameter and enter the value into the "NO. EX" field. For example, if the permit contains limits of 6.0 S.U. (Minimum) and 9.0 S.U. (Maximum) for pH, and the Minimum and Maximum results are 5.9 S.U. and 9.1 S.U., respectively, enter "2" into the "NO. EX" field.

3. Report the actual sampling frequency and sample type utilized during the reporting period in the fields corresponding to "Frequency of Analysis" and "Sample Type", respectively.

4. Type the name of the principal executive officer (or an authorized agent designated by a principal executive officer) who is taking responsibility for the report, sign the report (should be in ink), enter the telephone number of the responsible individual, and record the date that the report was signed. Mail only original, signed copies of DMRs.

Geometric Mean – Report the average of a set of *n* sample results given by the *n*th root of their product. If any result is zero (0), substitute 1 for the calculation. For example, five samples were analyzed with the following results: 20, 300, 400, 500, and 0. The calculation of geometric mean is as follows (note that you will need to use the power function on a calculator):

$$\sqrt[5]{20 \bullet 300 \bullet 400 \bullet 500 \bullet 1} = \sqrt[5]{1{,}200{,}000{,}000} = (1{,}200{,}000{,}000)^{1/5} = \mathbf{65}$$

Non-Detect Data

Conventional and Toxic Parameters

For calculating average values of data sets in which there are some “detections” (results at or above the laboratory quantitation limit) and some “non-detect” data (results reported below the laboratory quantitation limit), use the value of the quantitation limit for non-detect data. In other words, ignore the less than (<) symbol for statistical calculations and include the < symbol with the statistical result if there is at least one non-detect result in the data set. For example, four samples were analyzed with the following results: < 1.0, 2.0, < 1.0, and 1.0. The average statistical result is < 1.3.

Estimated values (i.e., values flagged with a “J” qualifier) should not be used for compliance purposes.

Bacteria Parameters

Report all "non-detect" (e.g., < 2) and "too numerous to count" (TNTC) (e.g., > 2,000) results on DMR supplemental forms as reported by the laboratory. Do not report "TNTC" on supplemental forms, but instead report a value qualified with the ">" symbol. Where a data set includes one or more "non-detect" and/or TNTC results, calculate the geometric mean by ignoring qualifying symbols, but report the value with the symbol. If a data set includes both ">" and "<" qualifiers, the ">" qualifier takes precedence for reporting. For all "non-detect" values, specify in the Comments section of the DMR the maximum volume filtered at the laboratory. Note that DEP considers a DMR with reported values qualified by the “>” symbol for bacteria parameters to be a non-compliance.

Example 1 – For results are determined, < 2, 10, 20, and 30. The geometric mean should be reported as $< (2 \bullet 10 \bullet 20 \bullet 30)^{0.25} = < 10$. Specify the maximum volume filtered for the < 2 result in the DMR Comments.

Example 2 – Three results are determined, < 2, 1,000, and > 2,000. The geometric mean should be reported as $> (2 \bullet 1{,}000 \bullet 2{,}000^{0.333} = > 158$.

Rounding and Precision

Statistical values reported on the DMR should be rounded to the same number of decimal places as the limit for the parameter as set forth in the permit. If the permit does not contain a limit but requests monitoring only, statistical values for concentration results should be rounded to the maximum number of decimal places in the data set as reported by the laboratory or the instrument used for analysis. If mass loads must be reported and there is no limit, round statistical values to the nearest whole number, unless the calculated number is less than one, in which case the value should be rounded to one significant figure (e.g., 0.1, 0.05, etc.). If the number you are rounding is followed by 5, 6, 7, 8, or 9, round the number up, otherwise round down.

DEP’s "Discharge Monitoring Reports: A Guide to Electronic and Paper DMR Reporting" (3800-BK-DEP3047) publication contains more information and are incorporated by reference. This document is available on DEP's website.

3800-FM-BCW0435 10/2017

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DEPARTMENT OF ENVIRONMENTAL PROTECTION

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION
BUREAU OF CLEAN WATER

SUPPLEMENTAL REPORT
DAILY EFFLUENT MONITORING

Facility Name: Shenandoah WTP
Municipality: West Mahanoy Township County: Schuylkill
Watershed: 6-B
Laboratories:

Month: Year:
NPDES Permit No.: PA0062758 Outfall No.: 001
Renewal application due **180 days** prior to expiration
This permit will expire on AUGUST 31, 2026

Day	Effluent Parameters																	
	Flow		pH		TRC		TSS		Total Aluminum		Total Cadmium		Total Copper		Total Copper		Total Iron	
	Q	*MGD*	Q	*S.U.*	Q	*mg/L*	Q	*mg/L*	Q	*mg/L*	Q	*µg/L*	Q	*mg/L*	Q	*µg/L*	Q	*mg/L*
1																		
2																		
3																		
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28																		
29																		
30																		
31																		
Avg																		

I certify under penalty of law that this document was prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel gather and evaluate the information submitted. Based on my inquiry of the person or persons who manage the system or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations. See 18 Pa. C.S. § 4904 (relating to unsworn falsification).

Prepared By: Signature:
Title: Date:

Facility Name: Shenandoah WTP
Municipality: West Mahanoy Township County: Schuylkill
Watershed: 6-B
Laboratories:

Month: Year:
NPDES Permit No.: PA0062758 Outfall No.: 001
Renewal application due **180 days** prior to expiration
This permit will expire on AUGUST 31, 2026

Day	Effluent Parameters																	
	Total Lead		**Total Manganese**		**Total Nickel**		**Total Selenium**		**Total Zinc**		**Acrylamide**		**Acrylamide**					
	Q	*mg/L*	**Q**	*mg/L*	**Q**	*µg/L*	**Q**	*µg/L*	**Q**	*µg/L*	**Q**	*mg/L*	**Q**	*µg/L*	**Q**		**Q**	
1																		
2																		
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Prepared By: Signature:
Title: Date:

3800-FM-BCW0439 Rev. 10/2017

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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION
BUREAU OF CLEAN WATER

SUPPLEMENTAL REPORT – CHEMICAL ADDITIVES USAGE

Facility Name: Shenandoah WTP
Municipality: West Mahanoy Township County: Schuylkill
Watershed: 6-B

Month: _____ Year: _____
NPDES Permit No.: PA0062758 Outfall No.: _____
Renewal application due **180 days** prior to expiration
This permit will expire on AUGUST 31, 2026

Day	Chemical Names															
	gallons	lbs	gallons	lbs	gallons	lbs	gallons	lbs	gallons	lbs	gallons	lbs	gallons	lbs	gallons	lbs
1																
2																
3																
4																
5																
6																
7																
8																
9																
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27																
28																
29																
30																
31																
Average																
Maximum																

I certify under penalty of law that this document was prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel gather and evaluate the information submitted. Based on my inquiry of the person or persons who manage the system or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations. See 18 Pa. C.S. § 4904 (relating to unsworn falsification).

Prepared By: _____ Signature: _____

Title: _____ Date: _____

3800-FM-BCW0461 8/2018

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DEPARTMENT OF ENVIRONMENTAL PROTECTION
BUREAU OF CLEAN WATER

SUPPLEMENTAL REPORT
SURFACE WATER DATA MONITORING REPORT

Facility Name: Shenandoah WTP Monitoring Period: _____ Year: _____
Municipality: West Mahanoy Township County: Schuylkill Permit No.: PA0062758
Watershed: 6-B Surface Waters: Lost Creek,

FIELD ANALYSIS

Sample Location Description: _____

Stream Flow (cfs)		Temperature (°C)		pH (SU)	
Stream Depth (ft)		Conductivity (μmhos/cm)		Dissolved Oxygen (mg/l)	

LAB ANALYSIS

If concentration results or lab reporting limits are expressed in units other than mg/l, include the units with the values.

Sample Date	Parameter	Q	Result	Units	Lab Reporting Limit	Units

I certify under penalty of law that this document was prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel gather and evaluate the information submitted. Based on my inquiry of the person or persons who manage the system or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations. See 18 Pa. C.S. § 4904 (relating to unsworn falsification).

Prepared By: _____ Signature: _____
Title: _____ Date: _____

3800-FM-BCW0440 12/2016

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BUREAU OF CLEAN WATER

NON-COMPLIANCE REPORTING FORM

Use this supplemental form to report all permit violations and any other non-compliance that may endanger health or the environment, in accordance with your permit. Complete all sections that apply. If you are reporting violations of permit limits, monitoring requirements or schedules that do not pose an immediate threat to health or the environment, you may attach this form to the Discharge Monitoring Report (DMR). **Title 25, Pa. Code §§ 91.33 and 91.34 (regarding incidents causing or threatening pollution and activities utilizing pollutants, respectively), in part requires immediate notification by telephone to the Department of pollution incidents, remediation, and may require an additional report on the incident or plan of pollution prevention measures.** If you are reporting other non-compliance events, and the reporting deadline does not coincide with your submission of the DMR, it should be submitted separately to the Department by the reporting deadline set forth in the permit. See instructions for more information.

Facility Name: Shenandoah WTP Month: _____ Year: _____

Municipality: West Mahanoy Township County: Schuylkill Permit No.: PA0062758

☐ **Violations of Permit Effluent Limitations***

Date	Parameter	Permit Limit	Units	Statistical Code	Result	Units	Cause of Violation	Corrective Action Taken

☐ **Sanitary Sewer Overflows and Other Unauthorized Discharges***

Event Date	Substance Discharged	Location	Volume (gals)	Duration (hrs)	Receiving Waters	Impact on Waters	Cause of Discharge	Date DEP Notified

☐ **Other Permit Violations***

☐ Sample collection less frequent than required Explain _____
☐ Sample type not in compliance with permit Explain _____
☐ Violation of permit schedule Explain _____
☐ Other Explain _____
☐ Other Explain _____

*** If the space provided is not sufficient to record all information, please attach additional sheets.**

I certify under penalty of law that this document was prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel gather and evaluate the information submitted. Based on my inquiry of the person or persons who manage the system or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations. See 18 Pa. C.S. § 4904 (relating to unsworn falsification).

Prepared By: _____ Signature: _____

Title: _____ Date: _____

3800-FM-BCW0189 10/2017

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DEPARTMENT OF ENVIRONMENTAL PROTECTION
BUREAU OF CLEAN WATER

SUPPLEMENTAL LABORATORY ACCREDITATION FORM[1]

Permittee Name: Shenandoah Borough Municipal Authority Schuylkill County

Address: PO Box 110
Shenandoah, PA 17976-0110

PERMIT NUMBER	MONITORING PERIOD Year/Month/Day						
PA0062758				**TO**			

PARAMETER	ANALYSIS METHOD	LAB NAME	LAB ID NUMBER[2]
a			
a			
a			
a			
a			
a			

I certify under penalty of law that this document and all attachments were prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gather and evaluate the information submitted. Based on my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibly of fine and imprisonment for knowing violations.

Name/Title Principal Executive Officer **Phone:** _____ **Signature of Principal Executive Officer or Authorized Agent**

_____ **Date:** _____ _____

[1] Submit this form with the first Discharge Monitoring Report (DMR) or Annual Report, where sample results are submitted to the Department for compliance purposes. You do not need to send this form to the Department again UNLESS there has been a change to the lab(s), parameter(s) or method(s) of analysis.

[2] For parameter(s) covered under accreditation-by-rule, submit the lab's registration number in lieu of an accreditation number.

NPDES Permit No. PA0062758

Supplemental Form Inventory

The following supplemental forms (indicated in the check box column) are attached to this permit and must be completed and submitted to DEP in accordance with the permit and the supplemental form instructions. If the eDMR system is used to submit DMR reports, the spreadsheet versions of these supplemental forms, where applicable, should be used and attached to the eDMR submissions. A link to DEP's supplemental form website is available when logging into the eDMR system.

Check Box	Supplemental Form Name and No.
☒	Daily Effluent Monitoring (3800-FM-BCW0435)
☐	Influent & Process Control (3800-FM-BCW0436)
☐	Hauled in Municipal Wastes (3800-FM-BCW0437)
☐	Sewage Sludge/Biosolids Production and Disposal (3800-FM-BCW0438)
☒	Chemical Additives Usage (3800-FM-BCW0439) if used.
☒	Non-Compliance Reporting Form (3800-FM-BCW0440)
☐	CSO Monthly Summary Report (3800-FM-BCW0441)
☐	CSO Detailed Report (3800-FM-BCW0442)
☐	Groundwater Monitoring Data Report (3800-FM-BCW0443)
☐	TMDL Annual Load Summary (3800-FM-BCW0448)
☐	Land Application Systems (3800-FM-BCW0449)
☐	Hauled in Residual Wastes (3800-FM-BCW0450)
☒	Surface Water Monitoring Data Report (3800-FM-BCW0461) in event surface water is sampled during Part C.III WQBELs for Toxics process
☒	Lab Accreditation Form (3800-FM-BCW0189)
☐	Whole Effluent Toxicity Test Summary Report (3800-FM-BCW0485)
☐	Cooling Water Intake Monitoring (3800-FM-BCW0010)
☐	Storm Water Annual Report
☐	Other:

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INSTRUCTIONS FOR COMPLETING DMR SUPPLEMENTAL REPORTS

DAILY EFFLUENT MONITORING REPORT

Use this form to report daily monitoring results for the parameters that must be monitored in effluent for compliance with the permit. Results for influent parameters are normally reported on Form 3800-FM-BCW0436.

1. Enter Facility Name, Municipality, County, Watershed No., Laboratories, Month, Year, NPDES Permit No., Outfall No., and Permit Expiration Date (it is noted that this information may be pre-populated if you have received this form with your permit). For Laboratories, list the names of all laboratories where samples were analyzed during the month, including on-site analysis.

2. In the column headers, below "Effluent Parameters," enter the names of parameters in the permit. Since limited space is provided, abbreviation may be necessary. If there are more parameters for an outfall than columns provided on the form, attach an additional sheet.

3. Below parameter names, and to the right of "Q" (Qualifier) column headers, enter the units associated each parameter (it is noted that this information may be pre-populated if you have received this form with your permit).

4. Enter monitoring results for parameters in the rows corresponding to the day of the month in which samples were collected. Enter results exactly as reported by the laboratory, or if measured with on-site equipment, to the level of precision recommended by the equipment manufacturer. Enter data qualifiers such as "<," ">," "J," and others in the "Q" column.

5. Calculate and report average values at the bottom of the table in accordance with the DMR Instructions (3800-FM-BCW0463) and DEP guidance (3800-BK-DEP3047). Note – for bacteria, calculate and report the geometric mean value.

6. Type the name of the person who prepared the form, the person's job title, and sign and date the form after reading the certification statement.

CHEMICAL ADDITIVES USAGE

1. Enter Facility Name, Municipality, County, Watershed No., Month, Year, NPDES Permit No., Outfall No. and Permit Expiration Date. A separate sheet is required for each outfall that receives chemical additives.

2. In the spaces below the Chemical Names header in the table, enter the chemical additives used at the facility. If more than eight additives are used per Outfall, add more sheets.

3. Enter the daily usage rates for each chemical. Enter additives introduced in liquid form in the "gallons" column and additives in solid form (or if you have calculated the mass equivalent of liquid additives) under the "lbs" column.

4. Calculate the average and maximum usage rates for each chemical at the bottom of the table.

5. Type the name of the person who prepared the form, the person's job title, and sign and date the form after reading the certification statement.

NON-COMPLIANCE REPORTING FORM

Use this supplemental form to report all permit violations and any other non-compliance that may endanger health or the environment, in accordance with your permit. Complete all sections that apply. If you are reporting violations of permit limits, monitoring requirements or schedules that do not pose an immediate threat to health or the environment, you may attach this form to the Discharge Monitoring Report (DMR). If you are reporting other non-compliance events, and the deadline for a written report (e.g., 5 days) does not coincide with your submission of the DMR, this form should be submitted separately to the Department by the reporting deadline set forth in the permit.

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INSTRUCTIONS FOR COMPLETING DMR SUPPLEMENTAL REPORTS

If you are unsure of whether an incident constitutes non-compliance that may endanger health or the environment, it is recommended that you notify the Department verbally as soon as possible after you become aware of the incident. Title 25, Pa. Code §§ 91.33 and 91.34 (regarding incidents causing or threatening pollution and activities utilizing pollutants, respectively), in part requires immediate notification by telephone to the Department of pollution incidents, remediation, and may require an additional report on the incident or plan of pollution prevention measures.

Instructions:

1. Enter the name of the facility, the municipality and county where it is located, the month and year when violations occurred, and the NPDES or WQM permit number for the facility.

2. If there were violations of permit effluent limitations during the month, check the box next to "Violations of Permit Effluent Limitations." (Note – if using the electronic version of this form, check the boxes first, and then select Tools – Unprotect Document to enter additional information). Enter the date of the violation (if a violation of a minimum or maximum limit, the date of sample collection, or if a violation of an average limit, the end of the monitoring period), the parameter name, the permit limit and units, the statistical code (e.g., "MIN", "MAX", "MO AVG", etc.), the measured result and units, the cause of the violation and the corrective action taken. **If there are more than two violations during the monitoring period and/or if the space provided is insufficient to explain the cause or corrective action, please attach additional pages.**

3. If there are Sanitary Sewer Overflow (SSO) discharges or other unauthorized discharges from the facility (e.g., spills, leaks, etc.) that enter or have the potential to enter waters of the Commonwealth, including groundwater, notify DEP by phone as soon as possible, and document the discharge on this form by checking the box next to "Sanitary Sewer Overflows and Other Unauthorized Discharges." Record the event (discharge) date, the substance discharged (e.g., sewage, on-site chemicals, etc.), the location where the discharge occurred (e.g., manhole number, pump station name, equipment description, etc.), the volume discharged (gallons), the approximate duration of the discharge (hours), the receiving waters (name of stream or groundwater), the impact on the receiving waters, if observed (e.g., solids deposition, foam, fish kill, etc.), the cause of the discharge, and the date on which the Department was verbally notified. **If there are more than two discharge events during the monitoring period and/or if the space provided is insufficient to explain the discharge, please attach additional pages.**

4. If there are other violations of the permit, check the box next to "Other Permit Violations," and check the appropriate box that describes the violation type. If not identified on the form, check the box next to "Other" and provide a written explanation. **If the space provided is insufficient to explain the violation, please attach additional pages.**

5. Type your name and title and sign and date the form after reading the certification statement.

If you have questions about completing this form, contact the Clean Water Program Operations Section of the Department in your region:

Southeast Region – (484) 250-5970
Northeast Region – (570) 826-2553
Southcentral Region – (717) 705-4707
Northcentral Region – (570) 327-0532
Southwest Region – (412) 442-4060
Northwest Region – (814) 332-6942

SURFACE WATER MONITORING DATA REPORT

Use this form to document surface water monitoring results, where monitoring is required by the permit.

1. Enter Facility Name, Municipality, County, Watershed No., Monitoring Period (month, quarter or date range), Year, Permit No., and Surface Water Name. Complete a separate report for each sample location.

Field Analysis

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INSTRUCTIONS FOR COMPLETING DMR SUPPLEMENTAL REPORTS

2. Describe the sample location, and report the stream flow (cfs) (use a flow meter or the nearest USGS gage), depth where the sample is collected, temperature (in degrees Celsius), conductivity (µmhos/cm), pH (S.U.), and dissolved oxygen (mg/l).

   Lab Analysis

3. Enter the sampling date, parameter name, result and laboratory reporting limit in the space provided. Use the Qualifier (Q) column to enter "<" or ">" as appropriate for "non-detect" results and results greater than the reporting limit, respectively. Report the sample result units and laboratory reporting limit units in the spaces provided.

4. Type the name of the person who prepared the form, the person's job title, and sign and date the form after reading the certification statement.

7. LIST OF ASSETS AND COSTS

MUNICIPAL AUTHORITY OF THE BOROUGH OF SHENANDOAH
SUMMARY OF ANALYSIS OF ORIGINAL COST OF WATER SYSTEM
AS OF JULY 8, 2022

ACCOUNT	DESCRIPTION		ORIGINAL COST ($)
121	NON-UTILITY PROPERTY	$	5,335.00
303.2	LAND AND LAND RIGHTS - SOURCE OF SUPPLY AND PUMPING	$	17.00
303.3	LAND AND LAND RIGHTS - TREATMENT	$	22,000.00
303.4	LAND AND LAND RIGHTS - TRANSMISSION AND DISTRIBUTION	$	22,663.00
304.3	STRUCTURES AND IMPROVEMENTS - TREATMENT	$	7,806,735.14
304.4	STRUCTURES AND IMPROVEMENTS - TRANSMISSION AND DISTRIBUTION	$	109,065.50
311.4	PUMPING EQUIPMENT	$	1,195,824.89
330.4	DISTRIBUTION RESERVOIRS AND STANDPIPES	$	8,719,556.62
331.4	TRANSMISSION AND DISTRIBUTION MAINS	$	898,838.23
333.4	SERVICES & METERS	$	56,220.60
335.4	HYDRANTS	$	48,828.40
340.5	OFFICE FURNITURE AND EQUIPMENT	$	90,494.84
341.5	TRANSPORTATION EQUIPMENT	$	303,829.92
346.4	COMMUNICATION EQUIPMENT	$	33,958.59
347.5	MISCELLANEOUS EQUIPMENT	$	72,603.19
	SYSTEM TOTAL	**$**	**19,385,970.92**

ACCOUNT	LOCATION	ASSET	YEAR	SOURCE	COMMENTS	QUANTITY	ORIGINAL COST
121	NON-UTILITY PROPERTY						
		Caretaker House	1913	Estimated			$ 3,400.00
		Wells & Springs	1987	Previous Valuation			$ 1,935.00
	TOTAL NON-UTILITY PROPERTY						**$ 5,335.00**
303.2	LAND AND LAND RIGHTS - SOURCE OF SUPPLY AND PUMPING						
		Parcel 4 - P/O Tax Parcel 30-7-11	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 5 - P/O Tax Parcel 30-7-11	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 8 - Tax Parcel; P/O 30-8-6 & 30-8-7	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 9 - Tax Parcel; P/O 30-8-7	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 10 -Tax Parcel; P/O 30-8-7	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 11 -Tax Parcel; P/O 30-8-7	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 12 - Tax Parcel; P/O 30-8-7 & 30-8-9	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 13 - Tax Parcel; P/O 30-8-7	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 14 - Tax Parcel; P/O 30-7-11	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 15 - Tax Parcel; P/O 30-8-7	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 16 - Tax Parcel; P/O 30-7-11	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 17 - Tax Parcel; P/O 30-8-7	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 18 - Tax Parcel; P/O 30-8-7	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 21 - Tax Parcel; P/O 30-7-11 & 30-7-11.1	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 23 - Tax Parcel; 30-7-11 Part in Schuylkill & part in Columbia * *Conveyed to Game Comm. In Deed recoded in Columbia Co. but not in Schuylkill County	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 25 - Part of Reservoir Rd from 30-8-7 north to Ringtown Blvd.	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 1 - Tax Parcel; 36-1-7 & 36-1-8	1941	Assured Realty Transfers Memo			$ 1.00
	TOTAL LAND AND LAND RIGHTS - SOURCE OF SUPPLY AND PUMPING						**$ 17.00**
303.3	LAND AND LAND RIGHTS - TREATMENT						
		Condemnation of the property of The City of Philadelphia, Trustee under the Will of Stephen Girard, deceased, filed to No. S-2545-1992 and recorded December 4, 1992 in Deed Book 1490 page 786. Parcel 36-1 -5.2 Also includes right of way north to SR4032 not assessed to Mun. Authority	1992	Assured Realty Transfers Memo			$ 22,000.00
	TOTAL LAND AND LAND RIGHTS - TREATMENT						**$ 22,000.00**

ACCOUNT	LOCATION	ASSET	YEAR	SOURCE	COMMENTS	QUANTITY	ORIGINAL COST
303.4	LAND AND LAND RIGHTS - TRANSMISSION AND DISTRIBUTION						
		Parcel 19 - Tax Parcel; 30-7-22	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 22 - Tax Parcel; 36-2-26	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 24 - Tax Parcel; 30-8-58, 30-8-58.1, 30-8-59, 30-8-60, 30-8-61	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 2 - P/O 30-9-23, 30-9-24, 36-2-2, & 36-2-3, 36-2-3.3 & 36-2-4	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 3 - P/O 30-9-23	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 4 - P/O 36-2-2 & 36-2-3	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 5- P/O 30-9-24	1941	Assured Realty Transfers Memo			$ 1.00
		ROWs - Deed from The Hammond Water Company to The Municipal Authority of the Borough of Shenandoah, dated December 29, 1941 and recorded December 30, 1941 in Deed Book 625 page 682.	1941	Assured Realty Transfers Memo			$ 1.00
		Parcel 36-8-47.5 : from Greater Shenandoah Realty Company to Municipal Authority of the Borough of Shenandoah, dated May 4, 1973 and recorded May 21, 1973 in Deed Book 1174 page 35.	1973	Assured Realty Transfers Memo			$ 2,000.00
		Deed from American Bank and Trust Company of Pennsylvania, Trustee for Donald Miller to Municipal Authority of the Borough of Shenandoah, dated March 14, 1980 and recorded March 18, 1980 in Deed Book 1287 page 147. Parcel 64-5-283 (Maintenance Building)	1980	Assured Realty Transfers Memo			$ 8,500.00
		Deed from Paul K. Edwards and Frederick H. Edwards, Individually and as Executors of the Estate of Emma K. Edwards, deceased, et.al. to Municipal Authority of the Borough of Shenandoah, dated May 3, 1980 and recorded May 7, 1980 in Deed Book 1289 page 341. Parcel 64-5-281.2 (Warehouse)	1980	Assured Realty Transfers Memo			$ 12,000.00
		Deed from The Glover's Hill Athletic Club to The Municipal Authority of the Borough of Shenandoah, dated June 15, 1990 and recorded June 13, 1990 in Deed Book 1447 page 930. Quitclaim deed for strip or parcel of right of way along W. Penn St., Shenandoah, map attached to deed. Not assessed to Municipal Authority.	1990	Assured Realty Transfers Memo			$ 1.00
		Deed from John Kegolis and Mary Kegolis, his wife, to The Municipal Authority of the Borough of Shenandoah, dated June 25, 1990 and recorded June 26, 1990 in Deed Book 1448 page 608. Parcel 36-2-55.5	1990	Assured Realty Transfers Memo			$ 1.00

ACCOUNT	LOCATION	ASSET	YEAR	SOURCE	COMMENTS	QUANTITY	ORIGINAL COST
		Deed from The Recreation Authority of the Borough of Shenandoah to The Municipal Authority of the Borough of the Borough of Shenandoah, dated September 17, 1990 and recorded September 18, 1990 in Deed Book 1452 page 780. Parcel 36-2-3.2	1990	Assured Realty Transfers Memo			$ 1.00
		Deed from The Municipal Authority of the Borough of Shenandoah to The Delaware Valley Utilities Company, dated December 29, 1941 and recorded December 30, 1941 in Deed Book 625 page 672. All of Parcel 26 in Deed Book 625-617, to be excluded from transfer.	1941	Assured Realty Transfers Memo			$ 1.00
		Deed from The Municipal Authority of the Borough of Shenandoah to The Recreation Authority of the Borough of Shenandoah, dated October 26, 1967 and recorded November 6, 1967 in Deed Book 1092 page 206. Note to be excepted from Parcel 2 in Deed Book 625 page 676. Was part of Parcel 36-2-3 now known as parcel 36-2-3.1.	1967	Assured Realty Transfers Memo			$ 141.00
		Deed from Municipal Authority of the Borough of Shenandoah to Martin F. Brophy and Stephanie M, Brophy, his wife, dated December 31,2002 and recorded January 24, 2003 in Record Book 2025 page 1947. All of Parcel 1 in Deed Book 625-676, to be excluded from transfer.	2002	Assured Realty Transfers Memo			$ 1.00
		Deed from the Municipal Authority of the Borough of Shenandoah to Commonwealth of Pennsylvania, solely for the use of the Pennsylvania Game Commission, dated November 17, 2005 and recorded December 8, 2005 in Record Book 2182 page 565. Parcels 2, 6 & 7 in Deed Book 625-617, to be excluded from transfer.	2005	Assured Realty Transfers Memo			$ 1.00
		ROW to Pennsylvania Power & Light Company, dated January 13, 1972 and recorded May 3, 1972 in Miscellaneous Book 172 page 176.	1972	Assured Realty Transfers Memo			$ 1.00
		Right-of-way to Pennsylvania Power & Light Company, dated October 1, 1987 and recorded February 24, 1988 in Miscellaneous Book 258 page 979.	1988	Assured Realty Transfers Memo			$ 1.00
		Right-of-way to Pennsylvania Power & Light Company, dated April 20, 1993 and recorded May 20, 1993 in Miscellaneous Book 321 page 170.	1993	Assured Realty Transfers Memo			$ 1.00
		Locust Ridge II Wind Farm, Union Township Plan recorded February 1, 2008 in Map Book 55 page 3.	2008	Assured Realty Transfers Memo			$ 1.00

ACCOUNT	LOCATION	ASSET	YEAR	SOURCE	COMMENTS	QUANTITY	ORIGINAL COST
		Memorandum of Wind Energy Lease and Easement Agreement with Locust Ridge II, LLC, dated September 1,2008 and recorded December 2, 2008 in Record Book 2324 page 201.	2008	Assured Realty Transfers Memo			$ 1.00
		Locust Ridge II Wind Farm, West Mahanoy Township recorded December 8, 2008 in Map Book 56 page 35	2008	Assured Realty Transfers Memo			$ 1.00
		Amended and Restated Memorandum of Wind Energy Lease and Easement Agreement with Locust Ridge II, LLC, dated September 1,2008 and recorded March 5, 2010 in Record Book 2365 page 160.	2010	Assured Realty Transfers Memo			$ 1.00
		Permission to relocate water line from The City of Philadelphia, Trustee under the Will of Stephen Girard, deceased, dated March 7, 2011 and recorded March 14, 2011 in Record Book 2397 page 2905.	2011	Assured Realty Transfers Memo			$ 1.00
	TOTAL LAND AND LAND RIGHTS - TRANSMISSION AND DISTRIBUTION						**$ 22,663.00**
304.3	STRUCTURES AND IMPROVEMENTS - TREATMENT						
		Plant Upgrade	2012	Previous Valuation			$ 663,361.82
		Plant System Support Software Upgrade	2013	Previous Valuation			$ 4,866.00
		HMI Upgrade on SCADA System	2014	Previous Valuation			$ 16,500.00
		WTP Equipment	2009	Previous Valuation			$ 19,787.82
		WTP Lighting Fixtures	2013	Previous Valuation			$ 8,333.61
		Plant Equipment	2008	Previous Valuation			$ 38,500.00
		Water Treatment Plant - Electrical	1993	Contract & Previous Valuation			$ 667,575.00
		Water Treatment Plant - HVAC & Plumbing	1993	Contract & Previous Valuation			$ 764,799.00
		Bldg & Structures	1982	Previous Valuation			$ 500,521.50
		Filtration Plant	1993	Previous Valuation			$ 4,787,310.68
		Water Treatment Equipment	1988	Previous Valuation			$ 204,537.90
		Ptools Shop & Equip	1999	Previous Valuation			$ 130,641.81
	TOTAL STRUCTURES AND IMPROVEMENTS - TREATMENT						**$ 7,806,735.14**
304.4	STRUCTURES AND IMPROVEMENTS - TRANSMISSION AND DISTRIBUTION						
		PRV Valve Pit - No.7 Pump Station	1991	Contract	PRV on 12" Transmission Line		$ 53,705.00
		PRV Valve Pit - Raven Run Road	2009	Estimated from Previous Assessment			$ 55,360.50
	TOTAL STRUCTURES AND IMPROVEMENTS - TRANSMISSION AND DISTRIBUTION						**$ 109,065.50**

ACCOUNT	LOCATION	ASSET	YEAR	SOURCE	COMMENTS	QUANTITY	ORIGINAL COST
311.4	PUMPING EQUIPMENT						
		Turkey Run Pump Station	1974	Estimated			$ 41,000.00
		Pump Stations #5 Roof Repairs	2012	Previous Valuation			$ 11,430.00
		Pump for Reservoir #5	2015	Previous Valuation			$ 88,890.96
		WTP High End Pump Station	1993	Contract & Previous Valuation			$ 764,799.00
		Ringtown Pump Station #5	1913	Estimated as 10% of Dam Cost			$ 20,000.00
		Pumping Equipment	1999	Previous Valuation			$ 195,068.93
		Turkey Run Pump Station - Upgrades	2020	Contractor			$ 30,000.00
		Pump Station #7	1914	Estimated			$ 10,000.00
		Pump Station #7 - Upgrades	2009	Estimated			$ 9,536.00
		Ringtown Pump Station #5 - Upgrades	1977	Estimated			$ 25,100.00
	TOTAL PUMPING EQUIPMENT						**$ 1,195,824.89**
330.4	DISTRIBUTION RESERVOIRS AND STANDPIPES						
		Turkey Run Tank	1974	Estimate based on similar Tank			$ 179,000.00
		Kehly Run Tank	1991	Contract			$ 614,359.00
		Raven Run Dam No. 2	1885	Estimated			$ 150,000.00
		Raven Run Dam No. 3	1885	Estimated			$ 150,000.00
		Permanent Repairs Reservoir #5	2009	Previous Valuation			$ 75,091.67
		Water System Improvements - Eng.	2009	Previous Valuation			$ 61,577.96
		Raven Run III Reservoir Repairs	2012	Previous Valuation			$ 27,750.00
		Water Storage Tanks Repairs	2009	Previous Valuation			$ 7,630.00
		Ringtown Dam No. 5	1914	Estimated			$ 180,000.00
		Ringtown Dam No. 6	1920	Estimated			$ 200,000.00
		Engineering Fees - Dam	1992	Previous Valuation			$ 1,654,315.46
		Collect & Reservoirs	1981	Previous Valuation			$ 3,289,993.37
		Dist Res & Standpipes	1987	Previous Valuation			$ 1,113,598.44
		WTP 850,000 gal Storage Tank	1993	Estimate based on Kehly Run Tank			$ 663,507.72
		Swatara Road Standpipe	1978	Estimate based on Kehly Run Tank			$ 352,733.00
	TOTAL DISTRIBUTION RESERVOIRS AND STANDPIPES						**$ 8,719,556.62**

ACCOUNT	LOCATION	ASSET	YEAR	SOURCE	COMMENTS	QUANTITY	ORIGINAL COST
331.4	TRANSMISSION AND DISTRIBUTION MAINS						
		Meters, Mains, Service Lines	2006	Previous Valuation			$ 19,345.14
		Meters, Mains, Service Lines	2007	Previous Valuation			$ 32,020.76
		Meters, Mains, Service Lines	2008	Previous Valuation			$ 20,884.05
		Meters, Mains, Service Lines	2009	Previous Valuation			$ 2,591.99
		Meters, Mains, Service Lines	2010	Previous Valuation			$ 7,125.94
		Valves	1885	Quantities from GIS, price included in piping		3	$ -
		Valves	1903	Quantities from GIS, price included in piping		455	$ -
		Valves	1940	Quantities from GIS, price included in piping		43	$ -
		Valves	1952	Quantities from GIS, price included in piping		6	$ -
		Valves	1974	Quantities from GIS, price included in piping		7	$ -
		Valves	1991	Quantities from GIS, price included in piping		13	$ -
		1'' CIP	1903	Quantities from GIS, unit pricing estimated and backdated		2,064	$ 598.69
		1'' CIP	1940	Quantities from GIS, unit pricing estimated and backdated		1,385	$ 1,002.33
		2'' CIP	1903	Quantities from GIS, unit pricing estimated and backdated		2,251	$ 652.89
		2'' CIP	1940	Quantities from GIS, unit pricing estimated and backdated		9,407	$ 6,807.82
		3'' CIP	1903	Quantities from GIS, unit pricing estimated and backdated		3,148	$ 913.19
		3'' CIP	1940	Quantities from GIS, unit pricing estimated and backdated		5,337	$ 3,862.69
		4'' CIP	1903	Quantities from GIS, unit pricing estimated and backdated		59,869	$ 21,708.11
		4'' CIP	1940	Quantities from GIS, unit pricing estimated and backdated		15,292	$ 13,833.47
		4'' CIP	1941	Quantities from GIS, unit pricing estimated and backdated		3,058	$ 2,949.23
		4'' CIP	1952	Quantities from GIS, unit pricing estimated and backdated		4,798	$ 10,205.20
		4'' DIP	1974	Quantities from GIS, unit pricing estimated and backdated		1,276	$ 9,638.24
		4'' Transite	1974	Quantities from GIS, unit pricing estimated and backdated		928	$ 7,008.88
		6'' CIP	1903	Quantities from GIS, unit pricing estimated and backdated		29,518	$ 13,378.99
		6'' CIP	1940	Quantities from GIS, unit pricing estimated and backdated		10,786	$ 12,196.04
		6'' CIP	1952	Quantities from GIS, unit pricing estimated and backdated		12,646	$ 33,621.79
		6'' CIP	1977	Quantities from GIS, unit pricing estimated and backdated		1,581	$ 19,026.33

ACCOUNT	LOCATION	ASSET	YEAR	SOURCE	COMMENTS	QUANTITY	ORIGINAL COST
		6'' Transite	1940	Quantities from GIS, unit pricing estimated and backdated		3,764	$ 4,255.76
		6'' Transite	1974	Quantities from GIS, unit pricing estimated and backdated		2,286	$ 21,581.14
		6'' Transite	1977	Quantities from GIS, unit pricing estimated and backdated		6,256	$ 75,306.51
		8'' CIP	1903	Quantities from GIS, unit pricing estimated and backdated		6,014	$ 3,018.38
		8'' CIP	1940	Quantities from GIS, unit pricing estimated and backdated		19,445	$ 24,348.47
		8'' CIP	1952	Quantities from GIS, unit pricing estimated and backdated		4,757	$ 14,005.46
		8'' DIP	1952	Quantities from GIS, unit pricing estimated and backdated		183	$ 537.53
		8'' DIP	1983	Quantities from GIS, unit pricing estimated and backdated		517	$ 10,876.93
		10'' CIP	1903	Quantities from GIS, unit pricing estimated and backdated		4,842	$ 3,190.19
		10'' DIP	1903	Quantities from GIS, unit pricing estimated and backdated		371	$ 244.28
		12'' CIP	1903	Quantities from GIS, unit pricing estimated and backdated		4,950	$ 3,932.94
		12'' CIP	1940	Quantities from GIS, unit pricing estimated and backdated		7,824	$ 15,507.73
		12" DIP	1990	Contract		6,872	$ 297,381.33
		12'' DIP	1993	Quantities from GIS, unit pricing estimated and backdated		2,127	$ 99,183.44
		16'' CIP	1913	Quantities from GIS, unit pricing estimated and backdated		7,218	$ 6,460.01
		16'' CIP	1920	Quantities from GIS, unit pricing estimated and backdated		12,371	$ 27,791.64
		16'' CIP	1940	Quantities from GIS, unit pricing estimated and backdated		321	$ 695.27
		16'' CIP	1990	Contract		1,130	$ 48,900.02
		16'' DIP	1885	Quantities from GIS, unit pricing estimated and backdated		2,103	$ 1,825.46
		16'' DIP	1940	Quantities from GIS, unit pricing estimated and backdated		10	$ 22.64
		16'' DIP	1952	Quantities from GIS, unit pricing estimated and backdated		7	$ 35.95
		24'' CIP	1913	Quantities from GIS, unit pricing estimated and backdated		355	$ 365.39
	TOTAL TRANSMISSION AND DISTRIBUTION MAINS						**$ 898,838.23**
333.4	SERVICES & METERS						
		Meter Equipment	2006	Previous Valuation			$ 21,795.18
		Meter Equipment	2007	Previous Valuation			$ 1,785.08
		Services	1903	Quantities and pricing estimated		43,485	$ 32,640.34
	TOTAL SERVICES & METERS						**$ 56,220.60**

ACCOUNT	LOCATION	ASSET	YEAR	SOURCE	COMMENTS	QUANTITY	ORIGINAL COST
335.4	HYDRANTS						
		Hydrants	1903	Quantities from GIS, unit pricing estimated and backdated		91	$ 3,637.60
		Hydrants	1940	Quantities from GIS, unit pricing estimated and backdated		53	$ 5,285.58
		Hydrants	1952	Quantities from GIS, unit pricing estimated and backdated		20	$ 4,689.69
		Hydrants	1975	Quantities from GIS, unit pricing estimated and backdated		10	$ 9,115.64
		Hydrants	1984	Quantities from GIS, unit pricing estimated and backdated		7	$ 11,959.94
		Hydrants	1990	Quantities from GIS, unit pricing estimated and backdated		6	$ 11,700.32
		Hydrants	1998	Quantities from GIS, unit pricing estimated and backdated		1	$ 2,439.63
	TOTAL HYDRANTS						**$ 48,828.40**
340.5	OFFICE FURNITURE AND EQUIPMENT						
		KM2550 Kyocera Copier	2007	Previous Valuation			$ 2,789.00
		Various Office Equipment	2008	Previous Valuation			$ 1,533.75
		Security System	2009	Previous Valuation			$ 4,920.97
		4 Camera System w/ DVR (#5 house)	2010	Previous Valuation			$ 1,995.00
		4 Camera System w/ DVR (garage)	2011	Previous Valuation			$ 1,995.00
		APC Smart-UPS 5000VA Tower Battery	2012	Previous Valuation			$ 4,495.00
		Office Furn & Equip	1999	Previous Valuation			$ 72,766.12
	TOTAL OFFICE FURNITURE AND						**$ 90,494.84**
341.5	TRANSPORTATION EQUIPMENT						
		2019 F350 Dump Truck	2019	MABS			$ 48,895.00
		Plow Installed on Dump Truck	2008	Previous Valuation			$ 4,430.10
		2009 Ford F150 Truck	2009	Previous Valuation			$ 21,844.22
		2000 Chevy Silverado	2000	MABS			$ 5,000.00
		2010 Ford F150 Truck	2010	Previous Valuation			$ 22,825.00
		2011 Ford Ranger Truck	2010	Previous Valuation			$ 21,036.62
		2010 Jeep Liberty	2010	MABS			$ 9,222.97
		Trans Equip	1999	Previous Valuation			$ 170,576.01
	TOTAL TRANSPORTATION EQUIPMENT						**$ 303,829.92**
346.4	COMMUNICATION EQUIPMENT						
		Comm Equip	2014	Previous Valuation			$ 33,958.59
	TOTAL COMMUNICATION EQUIPMENT						**$ 33,958.59**

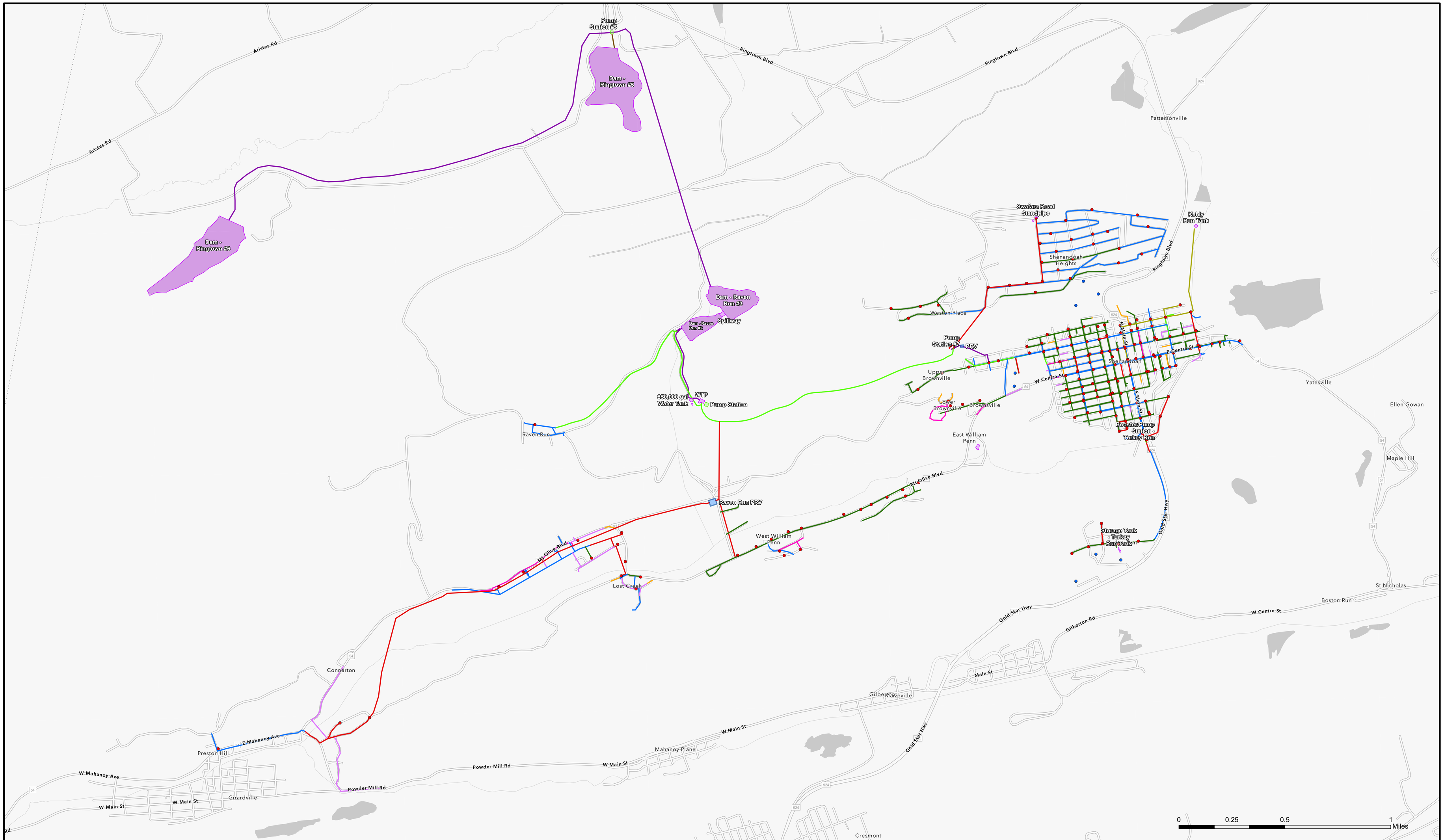
ACCOUNT	LOCATION	ASSET	YEAR	SOURCE	COMMENTS	QUANTITY	ORIGINAL COST
347.5	MISCELLANEOUS EQUIPMENT						
		Tools	2007	Previous Valuation			$ 2,069.95
		Lawn Tractor	2008	Previous Valuation			$ 3,019.99
		Tools & Equipment	2009	Previous Valuation			$ 12,672.98
		Tools & Equipment	2010	Previous Valuation			$ 2,027.67
		Commercial Lawn Mower	2010	Previous Valuation			$ 8,520.00
		Wacker Generator	2010	Previous Valuation			$ 2,200.00
		Actuator	2011	Previous Valuation			$ 4,777.00
		Actuator	2013	Previous Valuation			$ 13,135.00
		Actuator	2015	Previous Valuation			$ 5,546.28
		Permanent Electrical Repairs	2011	Previous Valuation			$ 10,695.00
		Wacker	2015	Previous Valuation			$ 2,541.25
		Other Equip	1998	Previous Valuation			$ 5,398.07
	TOTAL MISCELLANEOUS EQUIPMENT						**$ 72,603.19**
	SYSTEM TOTAL						**$ 19,385,970.92**

APPENDICES

APPENDIX A

SYSTEM MAPS

- **Shenandoah Water Facilities**



N

Legend

Hydrants
- Public
- Private

Water Lines
- 1"
- 2"
- 3"
- 4"
- 6"
- 8"
- 10"
- 12"
- 16"
- 24"

- Pump/Booster Stations
- Water Facilities
- PRV Vault

Pennoni

Shenandoah Water Facilities

Shenandoah, PA - Schuykill County

July 08, 2022

APPENDIX B

- **Uniform System of Accounts for Class A Water Utilities**
- **PA ACT 12 of 2016**

WATER UTILITY PLANT ACCOUNTS

.1

	Intangible Plant
301. Organization	301.1
302. Franchises	302.1
303. Land and Land Rights	XXXXXXXXXXX
304. Structures and Improvements	XXXXXXXXXXX
305. Collecting and Impounding Reservoirs	XXXXXXXXXXX
306. Lake, River and Other Intakes	XXXXXXXXXXX
307. Wells and Springs	XXXXXXXXXXX
308. Infiltration Galleries and Tunnels	XXXXXXXXXXX
309. Supply Mains	XXXXXXXXXXX
310. Power Generation Equipment	XXXXXXXXXXX
311. Pumping Equipment	XXXXXXXXXXX
320. Water Treatment Equipment	XXXXXXXXXXX
330. Distribution Reservoirs and Standpipes	XXXXXXXXXXX
331. Transmission and Distribution Mains	XXXXXXXXXXX
333. Services	XXXXXXXXXXX
334. Meters and Meter Installations	XXXXXXXXXXX
335. Hydrants	XXXXXXXXXXX
336. Backflow Prevention Devices	XXXXXXXXXXX
339. Other Plant and Miscellaneous Equipment	339.1
340. Office Furniture and Equipment	XXXXXXXXXXX
341. Transportation Equipment	XXXXXXXXXXX
342. Stores Equipment	XXXXXXXXXXX
343. Tools, Shop and Garage Equipment	XXXXXXXXXXX
344. Laboratory Equipment	XXXXXXXXXXX
345. Power Operated Equipment	XXXXXXXXXXX
346. Communication Equipment	XXXXXXXXXXX
347. Miscellaneous Equipment	XXXXXXXXXXX
348. Other Tangible Plant	XXXXXXXXXXX

WATER UTILITY PLANT ACCOUNTS

.2 Source of Supply and Pumping Plant	.3 Water Treatment Plant	.4 Transmission and Distribution Plant	.5 General Plant
XXXXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX
XXXXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX
303.2	303.3	303.4	303.5
304.2	304.3	304.4	304.5
305.2	XXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX
306.2	XXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX
307.2	XXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX
308.2	XXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX
309.2	XXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX
310.2	XXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX
311.2	311.3	311.4	XXXXXXXXXXX
XXXXXXXXXXXXX	320.3	XXXXXXXXXXX	XXXXXXXXXXX
XXXXXXXXXXXXX	XXXXXXXXXXX	330.4	XXXXXXXXXXX
XXXXXXXXXXXXX	XXXXXXXXXXX	331.4	XXXXXXXXXXX
XXXXXXXXXXXXX	XXXXXXXXXXX	333.4	XXXXXXXXXXX
XXXXXXXXXXXXX	XXXXXXXXXXX	334.4	XXXXXXXXXXX
XXXXXXXXXXXXX	XXXXXXXXXXX	335.4	XXXXXXXXXXX
XXXXXXXXXXXXX	XXXXXXXXXXX	336.4	XXXXXXXXXXX
339.2	339.3	339.4	XXXXXXXXXXX
XXXXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX	340.5
XXXXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX	341.5
XXXXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX	342.5
XXXXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX	343.5
XXXXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX	344.5
XXXXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX	345.5
XXXXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX	346.5
XXXXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX	347.5
XXXXXXXXXXXXX	XXXXXXXXXXX	XXXXXXXXXXX	348.5

WATER UTILITY PLANT ACCOUNTS

The water utility plant accounts have been designed utilizing an account matrix. The matrix employs a list of object accounts which in effect act as control accounts. The object accounts are further segregated by the matrix into classifications by functions or subaccounts. The instructions for segregating the object accounts to the function subaccounts are contained in Accounting Instruction 31. Listed below are the object account descriptions.

301. Organization

This account shall include all fees paid to federal or state governments for the privilege of incorporation and expenditures incident to organizing the corporation, partnership or other enterprise and putting it into readiness to do business. A sample of items to be included in this account are listed below.

1. Actual cost of obtaining certificates authorizing an enterprise to engage in the public utility business.
2. Fees and expenses for incorporation.
3. Fees and expenses for mergers or consolidations.
4. Office expenses incident to organizing the utility.
5. Stock and minute books and corporate seal.

Note A:--This account shall not include any discounts upon securities issued or assumed; nor shall it include any costs incident to negotiating loans, selling bonds or other evidences of debt, or expenses in connection with the authorization, issuance and sale of capital stock.

Note B:--Exclude from this account and include in the appropriate expense account the cost of preparing and filing papers in connection with the extension of the term of incorporation unless the first organization costs have been written off. Where charges are made to this account for expenses incurred in mergers, consolidations or reorganizations, amounts previously included herein or in similar accounts in the books of the companies concerned shall be excluded from this account.

302. Franchises

A. This account shall include amounts paid to the federal government, to a state or to a political subdivision thereof in consideration for franchises, consents or certificates, running in perpetuity or for a specified term of more than one year, together with necessary and reasonable expenses incident to procuring such franchises, consents or certificates of permission and approval, including expenses of organizing and merging separate corporations, where statutes require solely for the purpose of acquiring franchise.

WATER UTILITY PLANT ACCOUNTS

B. If a franchise or certificate is acquired by assignment, the charge to this account in respect thereof shall not exceed the amount paid therefor by the utility to the assignor, nor shall it exceed the amount paid by the original grantee, plus the expense of acquisition to such grantee. Any excess of the amount actually paid by the utility over the amount above specified shall be charged to account 426 - Miscellaneous Nonutility Expenses.

C. When any franchise has expired, the book cost thereof shall be credited hereto and charged to account 426 - Miscellaneous Nonutility Expenses, or to account 110.1 - Accumulated Amortization of Utility Plant in Service, as appropriate.

D. Records supporting this account shall be kept so as to show separately the book cost of each franchise.

Note:--Annual or other periodic payments under franchises shall not be included herein but in the appropriate expense account.

303. Land and Land Rights

This account shall include the cost of land and land rights used in connection with source of supply, pumping, water treatment plant, transmission and distribution, and general plant operations (See Accounting Instruction 24). A sample of items to be included in this account are listed below:

1. Bulkheads buried, not requiring maintenance or replacement.
2. Cost, first, of acquisition including mortgages and other liens assumed (but not subsequent interest thereon).
3. Condemnation proceedings, including court and counsel costs.
4. Consents and abutting damages, payment for.
5. Conveyancers' and notaries' fees.
6. Fees, commissions, and salaries to brokers, agents, and others in connection with the acquisition of the land or land rights.
7. Leases, cost of voiding upon purchase to secure possession of land.
8. Removing, relocating, or reconstructing property of others, such as buildings, highways, railroads, bridges, cemeteries, churches, telephone and power lines, etc., in order to acquire quiet possession.
9. Retaining walls unless identified with structures.

WATER UTILITY PLANT ACCOUNTS

10. Special assessments levied by public authorities for public improvements on the basis of benefits for new roads, new bridges, new sewers, new curbing, new pavements, and other public improvements, but not taxes levied to provide for the maintenance of such improvements.
11. Surveys in connection with the acquisition, but not amounts paid for topographical surveys and maps where such costs are attributable to structures or plant equipment erected or to be erected or installed on such land.
12. Taxes assumed, accrued to date of transfer of title.
13. Title, examining, clearing, insuring and registering in connection with the acquisition and defending against claims relating to the period prior to the acquisition.
14. Appraisals prior to closing title.
15. Cost of dealing with distributees or legatees residing outside of the state or county, such as recording power of attorney, recording will or exemplification of will, recording satisfaction of state tax.
16. Filing satisfaction of mortgage.
17. Documentary stamps.
18. Photographs of property at acquisition.
19. Fees and expenses incurred in the acquisition of water rights, and grants.
20. Cost of fill to extend bulkhead line over land under water, where riparian rights are held, which is not occasioned by the erection of a structure.
21. Sidewalks and curbs constructed by the utility on public property.
22. Labor and expenses in connection with securing rights of way, where performed by company employees and company agents.

304. Structures and Improvements

This account shall include cost in place of structures and improvements used in connection with source of supply, pumping, water treatment, transmission and distribution and general plant (See Accounting Instruction 25). A sample of items to be included in this account are listed below:

1. Architects' plans and specifications including supervision.

WATER UTILITY PLANT ACCOUNTS

2. Boilers, furnaces, piping, wiring, fixtures and machinery for heating, lighting, signaling, ventilating and air conditioning systems, plumbing, vacuum cleaning systems, incinerator and smoke pipe, flues, etc.
3. Bulkheads, including dredging, riprap fill, piling, decking, concrete, fenders, etc., when exposed and subject to maintenance and replacement.
4. Commissions and fees to brokers, agents, architects and others.
5. Conduit (not to be removed) with its contents.
6. Damages to abutting property during construction.
7. Drainage systems.
8. Elevators, cranes, hoists, etc., and the machinery for operating them.
9. Excavation, including shoring, bracing, bridging, refill and disposal of excess excavated material, cofferdams around foundations, pumping water from cofferdam during construction, test borings.
10. Fences and fence curbs (not including protective fences isolating items of equipment, which should be charged to the appropriate equipment account).
11. Fire protection systems when forming a part of a structure.
12. Flagpole.
13. Floor covering (permanently attached).
14. Foundations and piers for machinery, constructed as a permanent part of a building or other item listed herein.
15. Grading and clearing when directly occasioned by the building of a structure.
16. Intrasite communication system, poles, pole fixtures, wires and cables.
17. Landscaping, lawns, shrubbery, etc.
18. Leases, voiding upon purchase, to secure possession of structures.
19. Leased property, expenditures on.
20. Lighting fixtures and outside lighting systems.
21. Marquee, permanently attached to building.
22. Painting, first cost.
23. Permanent paving, concrete, brick, flagstone, asphalt, etc., within the property lines.
24. Partitions, including movable.
25. Permits and privileges.
26. Water and wastewater systems, for general use.
27. Power boards for services to a building.
28. Retaining walls except when identified with land.
29. Roadways.
30. Roofs.

31. Scales, connected to and forming a part of a structure.
32. Sidewalks, culverts, curbs and streets constructed by the utility on its property.
33. Sprinkling systems.
34. Sump pumps and pits.
35. Stacks -- brick, steel, or concrete, when set on foundation forming part of general foundation and steelwork of a building.
36. Steel inspection during construction.
37. Storage facilities constituting a part of a building.
38. Storm doors and windows.
39. Tanks, constructed as part of a building or as distinct structural units.
40. Temporary heating during construction (net cost).
41. Temporary water connection during construction (net cost).
42. Temporary shanties and other facilities used during construction (net cost).
43. Topographical maps.
44. Tunnels, intake and discharge, when constructed as part of a structure, including sluice gates and those constructed to house mains.
45. Vaults constructed as part of a building.
46. Watchmen's sheds and clock systems (net cost when used during construction only).
47. Water basins or reservoirs.
48. Water front improvements.
49. Water supply piping, hydrants and wells.
50. Water meters and supply system for a building or for general company purposes.
51. Yard surfacing, gravel, concrete, or oil (First cost only).
52. Plant metering.

305. Collecting and Impounding Reservoirs

This account shall include the cost in place of structures and improvements used for impounding, collecting and storing water in the source of supply system. A sample of items to be included in this account are listed below:

1. Aerators (when installed as an integral part of collecting and impounding reservoirs).
2. Bridges and culverts.
3. Clearing land.
4. Dams.
5. Drainage conduits.
6. Embankments.
7. Fish ladders and elevators.

8. Fences.
9. Gate houses and equipment.
10. Landscaping.
11. Lighting systems.
12. Retaining walls.
13. Roads and paths.
14. Sewers.
15. Spillways and channels.
16. Any other permanent improvement to collecting and impounding reservoirs.

306. Lake, River and Other Intakes

This account shall include the cost installed of lake, river and other intakes used as a source of water supply. A sample of items to be included in this account are listed below:

1. Clearing land.
2. Conduits.
3. Cribs.
4. Fences.
5. Gate houses and equipment.
6. Intake pipes (up to suction header).
7. Intake wells.
8. Lighting systems.
9. Screens and racks.

307. Wells and Springs

This account shall include the cost installed of wells and springs used as a source of water supply. A sample of items to be included in this account are listed below:

1. Clearing land.
2. Collecting basins.
3. Collecting pipes.
4. Fences.
5. Landscaping.
6. Lighting systems.
7. Overflow spillways and channels.
8. Sewers.
9. Springs and appurtenances.
10. Wells, casings and appurtenances, including cost of test wells and nonproductive wells drilled as part of a project resulting in a source of water within the same supply area.

WATER UTILITY PLANT ACCOUNTS

308. Infiltration Galleries and Tunnels

This account shall include the cost installed of infiltration galleries and tunnels used as a source of water supply. A sample of items to be included in this account are listed below:

1. Conduits.
2. Gate houses and equipment.
3. Piping.

309. Supply Mains

This account shall include the cost installed of supply mains, pipes, aqueducts and canals and their appurtenances. A sample of items to be included in this account are listed below:

1. Air chambers.
2. Blow-offs and overflows.
3. Bridges and culverts.
4. Canals.
5. Electrolysis control equipment.
6. Manholes.
7. Municipal inspection or permits.
8. Pavement disturbed, including cutting and replacing pavement, pavement base and sidewalks.
9. Pipes, aqueducts or conduits.
10. Placing mains and accessories.
11. Special castings.
12. Sterilizing new mains.
13. Surge tanks.
14. Trenching, including shoring, bracing, bridging, pumping, backfill and disposal of excess excavated material.
15. Tunnels.
16. Valves, valve vaults and appurtenances.

310. Power Generation Equipment

A. This account shall include the cost installed of any equipment used for the production of power principally used in pumping operations.

B. Subaccounts shall be maintained hereunder for the cost of equipment used for each type of power generating equipment.

WATER UTILITY PLANT ACCOUNTS

311. Pumping Equipment

This account shall include the cost of pumping equipment driven by electric power, diesel engines, steam engines and hydraulic water wheels and turbines. A sample of items to be included in this account are listed below:

1. Engines, motors, water wheels and turbines for driving pumps.
2. Pumps, including setting, gearing, shafting and belting.
3. Water piping within station, including valves.
4. Auxiliary equipment for engines and pumps such as oiling systems, cooling systems, condensers, etc.
5. Oil supply lines and accessories.
6. Regulating, recording and measuring devices.
7. Foundations, frames and bed plates.
8. Ladders, stairs and platforms if a part of pumping unit.

320. Water Treatment Equipment

This account shall include the cost installed of apparatus, equipment and other facilities used for the treatment of water. A sample of items to be included in this account are listed below:

1. Aerators (when installed as an integral part of the water treatment plant).
2. Chemical treating plant.
3. Clear water basin.
4. Disinfection equipment.
5. Filter plant.
6. Mixing chambers.
7. Reverse osmosis membranes.
8. Sedimentation or coagulation basin.
9. Softening plant.

Note:--Protecting superstructures shall be included in account 304 - Structures and Improvements.

330. Distribution Reservoirs and Standpipes

This account shall include the cost in place of reservoirs, tanks, standpipes, and appurtenances used in storing water for distribution (See Accounting Instruction 24). A sample of items to be included in this account are listed below:

1. Aerators (when installed as an integral part of distribution reservoirs).
2. Bridges and culverts.

WATER UTILITY PLANT ACCOUNTS

3. Clearing land.
4. Dams.
5. Embankments.
6. Fences.
7. Foundations.
8. Gates and gate houses.
9. Landscaping.
10. Lighting systems.
11. Piping system within reservoirs.
12. Retaining walls.
13. Roads and paths.
14. Rust-proofing apparatus.
15. Sewer drain or storm sewer.
16. Spillways and channels.
17. Standpipes.
18. Tanks.
19. Towers.
20. Valves.

331. Transmission and Distribution Mains

A. This account shall include the cost installed of transmission and distribution mains and appurtenances. A sample of items to be included in this account are listed below:

1. Air chambers.
2. Blow-offs and overflows.
3. Bridges and culverts.
4. Electrolysis control equipment.
5. Gauges and recorders.
6. Jointing and jointing material.
7. Manholes.
8. Meters and appurtenances.
9. Municipal inspection or permits.
10. Pavement disturbed, including cutting and replacing pavement, pavement base and sidewalks.
11. Pipes.
12. Fire mains.

B. Records supporting this account shall be so kept as to show separately the cost of mains of different sizes and types and of each tunnel, bridge, or river crossing.

WATER UTILITY PLANT ACCOUNTS

333. Services

A. This account shall include the cost installed of service pipes and accessories leading to the customers' premises.

B. A complete service begins with the connection on the main and extends to but does not include the connection with the customer's meter. A stub service extends from the main to the property line, or the curb stop (curb stop cock).

C. Services which have been used but have become inactive shall be retired from utility plant in service immediately if there is no prospect for reuse, and, in any event, shall be retired by the end of the second year following that during which the service became inactive unless reused in the interim.

Items

1. Corporation stops or tees.
2. Gate valves and boxes.
3. Goose necks.
4. Jointing and jointing material.
5. Municipal inspection or permits.
6. Pavements disturbed, including cutting and replacing pavement, pavement base and sidewalks.
7. Pipes.
8. Placing pipes and accessories.
9. Protection of street openings.
10. Service or curb boxes.
11. Service or curb stops (curb stop cocks).
12. Tapping main.
13. Tapping saddle.

Note:--When a customer pays all or a part of the cost of the service and such cost is properly includible in this account, the amount borne or contributed by the customer shall be credited to account 271 - Contributions in Aid of Construction.

WATER UTILITY PLANT ACCOUNTS

334. Meters and Meter Installations

A. This account shall include the cost of meters, devices and appurtenances attached thereto, used for measuring the quantity of water delivered to users, whether actually in service or held in reserve. It shall also include the cost of labor employed, materials used and expenses incurred in connection with the original installation of a customer's meters and devices and appurtenances attached thereto.

B. When a meter and/or meter installation is permanently retired from service, the amount at which it is included herein shall be credited to this account.

C. The records covering meters shall be so kept that the utility can furnish information as to the number of meters of each type and size in service and in reserve as well as the location of each meter included in this account.

D. A sample of items to be included in this account are listed below:

1. Meters, including badging and initial testing.
2. Remote meter registers.
3. Installation labor (first installation only).
4. Meter coupling.
5. Meter bars.
6. Meter yokes.
7. Meter fittings, connections and shelves.
8. Meter vaults or boxes.
9. Stops.

Note A:--This account shall not include meters for recording the output of a supply or treatment plant, or those located on mains. It includes only those meters to record water delivered to customers, including company use and for those used elsewhere in the system if a type available for general use.

Note B:--The utility shall maintain a statistical record to show separately the number of each type and size of meter or group of types and sizes as carried in the continuing property record. Underlying records shall be kept so that the utility can determine readily for each such classification the number of company-owned meters in service (subdivided between active and inactive) and the number of meters carried herein but not in service, the latter to include meters undergoing repairs; and the number of meters in service owned by customers.

WATER UTILITY PLANT ACCOUNTS

Note C:--When a customer pays all or a part of the cost of the meter and such cost is properly includible in this account, the amount borne or contributed by the customer shall be credited to account 271 - Contributions in Aid of Construction.

335. Hydrants

A. This account shall include the cost installed of hydrants in service owned by the utility. A sample of items to be included in this account are listed below:

1. Connections to main.
2. Excavation, backfill, and disposal of excess excavated material.
3. Hydrants and fittings, including barrel and shoe.
4. Manholes.
5. Pavement disturbed, including cutting and replacing pavement, pavement base and sidewalks.
6. Pipe including leads and drains.
7. Tee at main.
8. Valves and valve boxes.

336. Backflow Prevention Devices

A. This account shall include the cost of backflow prevention devices, and appurtenances attached thereto, used for preventing the backflow of water, whether actually in service or held in reserve. It shall also include the cost of labor employed, materials used and expenses incurred in connection with the original installation of a customer's backflow prevention device and appurtenances attached thereto unless done in conjunction with a meter installation.

B. When a backflow prevention device is permanently retired from service, the amount at which it is included herein shall be credited to this account.

C. The records covering backflow prevention devices shall be so kept that the utility can furnish information as to the number of backflow prevention devices of each type and size in service and in reserve as well as the location of each backflow prevention device included in this account.

339. Other Plant and Miscellaneous Equipment

This account shall include the cost installed of all other intangible, source of supply and pumping, water treatment and transmission and distribution plant not provided for in the foregoing accounts.

WATER UTILITY PLANT ACCOUNTS

340. Office Furniture and Equipment

A. This account shall include the cost of office furniture and equipment owned by the utility and devoted to utility service, and not permanently attached to buildings, except the cost of such furniture and equipment which the utility elects to assign to other plant accounts on a functional basis. A sample of items to be included in this account are listed below:

1. Book cases and shelves.
2. Desk, chairs, and desk equipment.
3. Drafting room equipment.
4. Electronic data processing equipment.
5. Filing, storage and other cabinets.
6. Floor covering.
7. Library and library equipment.
8. Mechanical office equipment such as accounting machines, typewriters, etc.
9. Safes.
10. Tables.

B. If the utility has equipment includible in this account at more than one location, separate records shall be maintained for each location.

341. Transportation Equipment

This account shall include the cost of transportation vehicles used for utility purposes. A sample of items to be included in this account are listed below:

1. Airplanes.
2. Automobiles.
3. Bicycles.
4. Electrical vehicles.
5. Motor trucks.
6. Motorcycles.
7. Repair cars or trucks.
8. Tractors and trailers.
9. Other transportation vehicles.

342. Stores Equipment

A. This account shall include the cost of equipment used for the receiving, shipping, handling and storage of materials and supplies.

B. If the utility has equipment includible in this account at more than one location, separate records shall be maintained for each location. A sample of items to be included in this account are listed below:

1. Chain falls.
2. Counters.
3. Cranes (portable).
4. Elevating and stacking equipment (portable).
5. Hoists.
6. Lockers.
7. Scales.
8. Shelving.
9. Storage bins.
10. Trucks, hand and power driven.
11. Wheelbarrows.

343. Tools, Shop and Garage Equipment

This account shall include the cost of tools, implements, and equipment used in construction, repair work, general shops and garages and not specifically provided for or includible in other accounts. A sample of items to be included in this account are listed below:

1. Air compressors.
2. Anvils.
3. Automobile repair shop equipment.
4. Battery charging equipment.
5. Belts, shafts and countershafts.
6. Boilers.
7. Cable pulling equipment.
8. Concrete mixers.
9. Drill presses.
10. Derricks.
11. Electric equipment.
12. Engines.
13. Forges.
14. Furnaces.
15. Foundations and settings specially constructed for and not expected to outlast the equipment for which provided.
16. Gas producers.
17. Gasoline pumps, oil pumps and storage tanks.
18. Greasing tools and equipment.
19. Hoists.
20. Ladders.
21. Lathes.
22. Machine tools.
23. Motor driven tools.
24. Motors.
25. Pipe threading and cutting tools.
26. Pneumatic tools.
27. Pumps.
28. Riveters.
29. Smithing equipment.

30. Tool racks.
31. Vises.
32. Welding apparatus.
33. Work benches.

344. Laboratory Equipment

A. This account shall include the cost installed of laboratory equipment used for general laboratory purposes and not specifically provided for or includible in other departmental or functional plant accounts. A sample of items to be included in this account are listed below:

1. Autoclaves.
2. Barometers.
3. Cameras.
4. Centrifuge.
5. Distilling apparatus.
6. Furnaces.
7. Microscopes.
8. Ovens.
9. Pitometers.
10. Rain gauges.
11. Refrigerators.
12. Scales.
13. Sterilizers.
14. Stop watches.
15. Testing machines.
16. Thermometers.
17. Voltmeters.
18. Other bacteriological, electric, chemical hydraulic or research equipment.

B. If the utility has equipment includible in this account at more than one location, separate records shall be maintained for each location.

345. Power Operated Equipment

This account shall include the cost of power operated equipment used in construction of repair work exclusive of equipment includible in other accounts. Include, also, the tools and accessories acquired for use with such equipment and the vehicle on which such equipment is mounted. A sample of items to be included in this account are listed below:

1. Air compressors, including driving unit and vehicle.
2. Back filling machines.
3. Boring machines.
4. Bulldozers.
5. Cranes and joists.

6. Diggers.
7. Engines.
8. Pile drivers.
9. Pipe cleaning machines.
10. Pipe coating or wrapping machines.
11. Tractors -- Crawler type.
12. Trenchers.
13. Other power operated equipment.

Note:--It is intended that this account include only such large units as are generally self-propelled or mounted on moveable equipment.

346. Communication Equipment

This account shall include the cost installed of telephone, telegraph and wireless equipment for general use in connection with utility operations. A sample of items to be included in this account are listed below:

1. Antennae.
2. Booths.
3. Cables.
4. Distribution boards.
5. Extension cords.
6. Gongs.
7. Handsets, manual and dial.
8. Insulators.
9. Intercommunicating sets.
10. Loading coils.
11. Operators desks.
12. Poles and fixtures used wholly for telephone and telegraph wires.
13. Radio transmitting and receiving sets.
14. Remote control equipment and lines.
15. Sending keys.
16. Storage batteries.
17. Switchboards.
18. Teleautograph circuit connections.
19. Telegraph receiving sets.
20. Telephone and telegraph circuits.
21. Testing instruments.
22. Towers.
23. Underground conduit used wholly for telephone or telegraph wires and cable wires.

WATER UTILITY PLANT ACCOUNTS

347. Miscellaneous Equipment

This account shall include the cost of equipment, apparatus, etc., used in utility operations, and which is not includible in any other account. A sample of items to be included in this account are listed below:

1. Hospital and infirmary equipment.
2. Kitchen equipment.
3. Recreation equipment.
4. Radios.
5. Restaurant equipment.
6. Soda fountains.
7. Operator's cottage furnishings.
8. Electric signs advertising the corporate name or symbol, plant or facility name, or otherwise serving only the general purpose of acquainting the public with the facilities and services of the utility.
9. Other miscellaneous equipment.

Note:--Miscellaneous equipment of the nature indicated above wherever practicable shall be included in the utility plant accounts on a functional basis.

348. Other Tangible Plant

This account shall include the cost of tangible utility plant not provided for elsewhere.

§ 1329. Valuation of acquired water and wastewater systems.

(a) Process to establish fair market value of selling utility.--Upon agreement by both the acquiring public utility or entity and the selling utility, the following procedure shall be used to determine the fair market value of the selling utility:

(1) The commission will maintain a list of utility valuation experts from which the acquiring public utility or entity and selling utility will choose.

(2) Two utility valuation experts shall perform two separate appraisals of the selling utility for the purpose of establishing its fair market value.

(3) Each utility valuation expert shall determine fair market value in compliance with the Uniform Standards of Professional Appraisal Practice, employing the cost, market and income approaches.

(4) The acquiring public utility or entity and selling utility shall engage the services of the same licensed engineer to conduct an assessment of the tangible assets of the selling utility. The assessment shall be incorporated into the appraisal under the cost approach required under paragraph (3).

(5) Each utility valuation expert shall provide the completed appraisal to the acquiring public utility or entity and selling utility within 90 days of execution of the service contract.

(b) Utility valuation experts.--

(1) The utility valuation experts required under subsection (a) shall be selected as follows:

(i) one shall be selected by the acquiring public utility or entity; and

(ii) one shall be selected by the selling utility.

(2) The utility valuation experts shall not:

(i) derive any material financial benefit from the sale of the selling utility other than fees for services rendered; or

(ii) be an immediate family member of a director, officer or employee of either the acquiring public utility, entity or selling utility within a 12-month period of the date of hire to perform an appraisal.

(3) Fees paid to utility valuation experts may be included in the transaction and closing costs associated with acquisition by the acquiring utility or entity. Fees eligible for inclusion may be of an amount not exceeding 5% of the fair market value of the selling utility or a fee approved by the commission.

(c) Ratemaking rate base.--The following apply:

(1) The ratemaking rate base of the selling utility shall be incorporated into the rate base of:

(i) the acquiring public utility during the acquiring public utility's next base rate case; or

(ii) the entity in its initial tariff filing.

(2) The ratemaking rate base of the selling utility shall be the lesser of the purchase price negotiated by the acquiring public utility or entity and selling utility or the fair market value of the selling utility.

(d) Acquisitions by public utility.--The following apply:

(1) If the acquiring public utility and selling utility agree to use the process outlined in subsection (a), the acquiring public utility shall include the following as an attachment to its application for commission approval of the acquisition filed pursuant to section 1102 (relating to enumeration of acts requiring certificate):

(i) Copies of the two appraisals performed by the utility valuation experts under subsection (a).

(ii) The purchase price of the selling utility as agreed to by the acquiring public utility and selling utility.

(iii) The ratemaking rate base determined pursuant to subsection (c)(2).

(iv) The transaction and closing costs incurred by the acquiring public utility that will be included in its rate base.

(v) A tariff containing a rate equal to the existing rates of the selling utility at the time of the acquisition and a rate stabilization plan, if applicable to the acquisition.

(2) The commission shall issue a final order on an application submitted under this section within six months of the filing date of an application meeting the requirements of subsection (d)(1).

(3) If the commission issues an order approving the application for acquisition, the order shall include:

(i) The ratemaking rate base of the selling utility, as determined under subsection (c)(2).

(ii) Additional conditions of approval as may be required by the commission.

(4) The tariff submitted pursuant to subsection (d)(1)(v) shall remain in effect until such time as new rates are approved for the acquiring public utility as the result of a base rate case proceeding before the commission. The acquiring public utility may collect a distribution system improvement charge during this time, as approved by the commission under this chapter.

(5) The selling utility's cost of service shall be incorporated into the revenue requirement of the acquiring public utility as part of the acquiring utility's next base rate case proceeding. The original source of funding for any part of the water or sewer assets of the selling utility shall not be relevant to determine the value of said assets.

(e) Acquisitions by entity.--An entity shall provide all the information required by subsection (d)(1) to the commission as an attachment to its application for a certificate of public convenience filed pursuant to section 1102.

(f) Postacquisition projects.--The following apply:

(1) An acquiring public utility's postacquisition improvements that are not included in a distribution improvement charge shall accrue allowance for funds used during construction after the date the cost was incurred until the asset has been in service for a period of four years or until the asset is included in the acquiring public utility's next base rate case, whichever is earlier.

(2) Depreciation on an acquiring public utility's postacquisition improvements that have not been included in the calculation of a distribution system improvement charge shall be deferred for book and ratemaking purposes.

(g) Definitions.--The following words and phrases when used in this section shall have the meanings given to them in this section unless the context clearly indicates otherwise:

"Acquiring public utility." A water or wastewater public utility subject to regulation under this title that is acquiring a selling utility as the result of a voluntary arm's-length transaction between the buyer and seller.

"Allowance of funds used during construction." An accounting practice that recognizes the capital costs, including debt and equity funds that are used to finance the construction costs of an improvement to a selling utility's assets by an acquiring public utility.

"Entity." A person, partnership or corporation that is acquiring a selling utility and has filed or whose affiliate has

filed an application with the commission seeking public utility status pursuant to section 1102.

"Fair market value." The average of the two utility valuation expert appraisals conducted under subsection (a)(2).

"Ratemaking rate base." The dollar value of a selling utility which, for postacquisition ratemaking purposes, is incorporated into the rate base of the acquiring public utility or entity.

"Rate stabilization plan." A plan that will hold rates constant or phase rates in over a period of time after the next base rate case.

"Selling utility." A water or wastewater company located in this Commonwealth, owned by a municipal corporation or authority that is being purchased by an acquiring public utility or entity as the result of a voluntary arm's-length transaction between the buyer and seller.

"Utility valuation expert." A person hired by an acquiring public utility and selling utility for the purpose of conducting an economic valuation of the selling utility to determine its fair market value.

(Apr. 14, 2016, P.L.76, No.12, eff. 60 days)

2016 Amendment. Act 12 added section 1329.

APPENDIX C

SUPPORTING DOCUMENTS

- **CONTRACT II - CONSTRUCTION OF 1.0MG KEHLY RUN STEEL RESERVOIR**
- **CONTRACT – CONSTRUCTION OF 12-INCH WATER TRANSMISSION MAIN FROM RAVEN RUN WTP TO COAL STREET**
- **CONTRACT IV – ELECTRICAL WORK RELATED TO THE CONSTRUCTION OF THE SHENANDOAH WTP**
- **LIMITED SCOPE VALUATION STUDY, DATED NOVEMBER 2016**
- **MAINTENANCE BUILDING PROPERTY INFORMATION**
- **PS #5 AND CARTAKEE HOUSE PROPERTY INFORMATION**
- **RAVEN RUN DAM #2 CONSTRUCTION INFORMATION**
- **RAVEN RUN DAM #3 CONSTRUCTION INFORMATION**
- **CONTRACT – REPAINT 0.5 MG SHENANDOAH HEIGHTS STANDPIPE**
- **RINGTOWN DAM #5 & #6 CONSTRUCTION INFORMATION**
- **WAREHOUSE BUILDING PROPERTY INFORMATION**

Gannett Fleming

FILE COPY

CONTRACT DOCUMENTS

FOR

CONTRACT II

CONSTRUCTION OF

THE 1.0 MILLION GALLON

KEHLY RUN STEEL RESERVOIR

FOR THE

MUNICIPAL AUTHORITY OF THE

BOROUGH OF SHENANDOAH

SHENANDOAH, PENNSYLVANIA

PROJECT NO. 26607

MAY 1990

GANNETT FLEMING, INC.
WATER RESOURCES AND GEOTECHNICAL DIVISION

HARRISBURG, PENNSYLVANIA

Gannett Fleming

PERFORMANCE BOND

KNOW ALL MEN BY THESE PRESENTS, that a CORPORATION known as _____

Johnston Construction Company

organized and existing under the laws of the State of Pennsylvania

A PARTNERSHIP, known as _____

consisting of the following members _____

AN INDIVIDUAL _____

trading as _____

of P. O. Box 98, 4331 Fox Run Road, Dover

in the State of Pennsylvania, hereinafter

called PRINCIPAL, and Reliance Insurance Company

of the City of Philadelphia, State of Pennsylvania

a corporation created and existing under the laws of the State of Pennsylvania hereinafter called SURETY, are held and firmly bound unto the MUNICIPAL AUTHORTIY OF THE BOROUGH OF SHENANDOAH, SHENANDOAH, PENNSYLVANIA, and the PENNSYLVANIA INFRASTRUCTURE INVESTMENT AUTHORITY, HARRISBURG, PENNSYLVANIA, (Co-Obligee), as Obligee, in the full and just sum of Six Hundred Fourteen Thousand Three Hundred Fifty Nine and ---------- 00/100 Dollars ($614,359.00 **), lawful money of the United States of America, for the payment of which sum we bind ourselves, our heirs, executors, administrators, successors, and assigns, jointly and severally, firmly by these presents.

Gannett Fleming

PROPOSAL

TO: MUNICIPAL AUTHORITY OF THE BOROUGH OF SHENANDOAH

FOR: CONSTRUCTION OF 12-INCH WATER TRANSMISSION MAIN FROM PROPOSED RAVEN RUN WATER TREATMENT PLANT TO COAL STREET

Pursuant to and in compliance with the request for bids on the above-captioned work, the undersigned offers to furnish all labor, materials, supplies, equipment, plant and other facilities, utilities and all things necessary or proper for, and to perform all work necessary or incidental to the CONSTRUCTION OF 12-INCH WATER TRANSMISSION MAIN FROM PROPOSED RAVEN RUN WATER TREATMENT PLANT TO COAL STREET, complete in every respect, in strict accordance with the Contract Documents as defined in the Specifications and any future changes therein as provided in the Contract and Specifications, and to perform all other obligations imposed by the Contract for the prices named in the following schedule:

SCHEDULE OF PRICES

Item No.	Estimated Quantities	Item Description	Unit Price Dollars & Cents	Total Amount Dollars & Cents
1	Lump Sum	Mobilization and Demobilization		$ 17,990.00
2	296 C.Y.	Unclassified Excavation and Backfill with 2 RC	$ .01	$ 2.96
3	5,979 C.Y.	Unclassified Excavation and Backfill with Approved Excavated Material	$ .01	$ 59.79
4	75 C.Y.	Excavation of Unsuitable Material Below Planned Subgrade and Backfill with 2 RC	$ 35.00	$ 2,625.00
5	1,130 L.F.	Furnish and Install 16" Ductile Iron Water Main	$ 43.30	$ 48,929.00

Gannett Fleming

SCHEDULE OF PRICES (Cont'd)

Item No.	Estimated Quantities	Item Description	Unit Price Dollars & Cents	Total Amount Dollars & Cents
6	6,872 L.F.	Furnish and Install 12" Ductile Iron Water Main	$ 27.00	$ 185,544.00
7	1 Each	Furnish and Install 16" Butterfly Valve	$ 2,150.00	$ 2,150.00
8	6 Each	Furnish and Install 12" Gate Valve	$ 925.00	$ 5,550.00
9	1 Each	Furnish and Install 12" Tapping Sleeve and Valve, Complete	$ 4,135.00	$ 4,135.00
10	6 Each	Furnish and Install Blowoff/Air Release Hydrant	$ 985.00	$ 5,910.00
11	Lum Sum	Furnish and Install 8" Blow-off at Station 31+47, Complete	$ 1,600.00	$ 1,600.00
12	127 S.Y.	Temporary Pavement Replacment	$ 6.00	$ 762.00
13	203 S.Y.	Permanent Pavement Replacement	$ 24.20	$ 4,912.60
14	Lump Sum	Modification and Stabilization of Existing Access Road, Complete		$ 5,510.00
15	Lump Sum	Clearing & Grubbing		$ 10,650.00
16	50 L.F.	Installation of Stream Crossing Concrete Encase-ments	$ 65.50	$ 3,275.00

Gannett Fleming

SCHEDULE OF PRICES (Cont'd)

Item No.	Estimated Quantities	Item Description	Unit Price Dollars & Cents	Total Amount Dollars & Cents
17	20 L.F.	Installation of Concrete Encasement of Existing 12" Water Main	$ 65.50	$ 1,310.00
18	Lump Sum	Furnish and Install Precast Meter/PRV Chamber, Complete		$ 53,705.00
19	6,800 L.F.	Finished Grading and Seeding	$ 1.00	$ 6,800.00
20	3 Ea.	Furnish and Install Access Road Gates	$ 1,870.00	$ 5,610.00
21	80 L.F.	Furnish and Install 8" Corrugated Drain Pipe	$ 23.20	$ 1,856.00
22	Lump Sum	Furnish and Install Catch Basin and Corrugated Drain Pipe		$ 2,150.00
23	Lump Sum	Furnish and Install ACCMP Arch Cross Drain and Catch Basin at Station 73+25		$ 2,330.00
24	Lump Sum	Connection at Station 0+00, Complete		$ 12,830.00
25	Lump Sum	Connection at Station 19+37, Complete		$ 5,000.00
26	Lump Sum	Connection at Station 68+28, Complete		$ 6,440.00

Gannett Fleming

SCHEDULE OF PRICES (Cont'd)

Item No.	Estimated Quantities	Item Description	Unit Price Dollars & Cents	Total Amount Dollars & Cents
27	Lump Sum	Disconnection of Existing Water Main at Belmont Avenue and Coal Street		$ 2,350.00
		TOTAL BID - ITEMS 1 THROUGH 27, INCLUSIVE		$ 399,986.35

Receipt of the following addenda is hereby acknowledged:

Addendum No. 1 Date Received: 7/10/90

Addendum No. 2 Date Received: 7/24/90

Addendum No. _____ Date Received: _____

The presentation in the foregoing schedule of unit prices that are obviously unbalanced may be sufficient cause for rejection of the entire Proposal whether or not such Proposal is the lowest submitted.

Other additional and extra work, if any, performed in accordance with the Contract shall be paid for as provided in the Specifications.

The Specifications and all papers required thereof and submitted herewith, the Contract and all papers made part thereof by its terms, are hereby made part of this Proposal.

The undersigned Bidder hereby represents as follows:

(1) That he has visited and examined the site of the work, and has carefully examined the Proposal, the Contract, the Drawings, and the Specifications;

(2) That no officer, agent, or employee of the OWNER is personally interested, directly or indirectly, in this Proposal and accompanying Contract or the compensation to be paid hereunder;

(3) That this Proposal is made without connection with any person, firm, or corporation making a Proposal for the same work, and is, in all respects, fair and without collusion or fraud; and

17. How will the project improve the ability of the water supply system to come into compliance with State and Federal statutes, regulations, and standards? Is the project compatible with the State Water Plan, other State and regional resources management and economic development plans? If not, comment.

The referenced construction projects provide new construction and remedial work projects to satisfy the Consent Decree requirements for compliance with the Dam Safety Act and the Consent order and Agreement with the Department of Environmental Resources.

18. What physical components comprise the recommended project? Describe in detail. Include a description of any existing facilities to be upgraded or rehabilitated. Include cost estimate for each major item of construction.

Component	Estimated Cost
1.0 Million Gallon Steel Reservoir	$ 500,000
± 8050 feet of 12" Ductile Iron Transmission Main	440,000
Total Construction Cost	$ 940,000

19. How much will the project cost?

	Total Project Cost	PIIA Financial Assistance Request
Administration	$ 10,000	$ 10,000
Legal Fees	20,000	20,000
Financial Accounting Costs		
Interest During Construction	30,000	30,000
A/E Fees	51,000	51,000
Permits		
Land		
Construction (From Question 14)	940,000	940,000
Contingency		
Other (specify)		
Total	$ 1,051,000	$ 1,051,000

SILICON POWER CONTROLS, INC.
334 NORTH SECOND ST.
PO BOX G
FRACKVILLE, PA 17931

(2)

CONTRACT IV - ELECTRICAL WORK RELATED TO THE CONSTRUCTION OF THE SHENANDOAH WATER TREATMENT PLANT

FOR THE

MUNICIPAL AUTHORITY OF THE BOROUGH OF SHENANDOAH SHENANDOAH, PENNSYLVANIA

JULY 1992

PROJECT 26607

GANNETT FLEMING, INC.
WATER RESOURCES AND GEOTECHNICAL DIVISION

HARRISBURG, PENNSYLVANIA

CONTRACT DOCUMENTS

FOR

CONTRACT IV - ELECTRICAL WORK RELATED
TO THE CONSTRUCTION OF THE
SHENANDOAH WATER TREATMENT PLANT

FOR THE

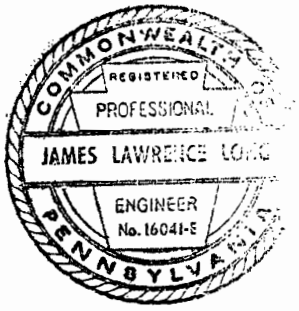
MUNICIPAL AUTHORITY OF
THE BOROUGH OF SHENANDOAH
SHENANDOAH, PENNSYLVANIA



7/14/92

JULY 1992

PROJECT 26607



July 14, 1992

GANNETT FLEMING, INC.
WATER RESOURCES AND GEOTECHNICAL DIVISION
HARRISBURG, PENNSYLVANIA

Gannett Fleming

PROPOSAL

TO: MUNICIPAL AUTHORITY OF THE BOROUGH OF SHENANDOAH
SHENANDOAH, PENNSYLVANIA

FOR: CONTRACT IV - ELECTRICAL WORK RELATED TO THE CONSTRUCTION OF THE SHENANDOAH WATER TREATMENT PLANT

Pursuant to and in compliance with the request for bids on the above-captioned work, the undersigned offers to furnish all labor, materials, supplies, equipment, plant and other facilities, utilities and all things necessary or proper for, and to perform all work necessary or incidental to CONTRACT IV - ELECTRICAL WORK RELATED TO THE CONSTRUCTION OF THE SHENANDOAH WATER TREATMENT PLANT complete in every respect, in strict accordance with the Contract Documents as defined in the Specifications and any future changes therein as provided in the Contract Drawings and Specifications, and to perform all other obligations imposed by the Contract for the lump sum price listed below:

Six Hundred Sixty Seven Thousand Five Hundred Seventy Five Dollars and ZERO Cents ($667,575.00)

BASE BID MANUFACTURERS OF MAJOR MATERIALS AND EQUIPMENT		
A. ELECTRICAL		
1.	Emergency Generator Set	ONAN
2.	Panelboards	Square D
3.	Transformers	Square D
4.	Motor Starters	Square D
5.	Transient Voltage Surge Protection Equipment	Leviton

Gannett Fleming

SUPPLEMENTAL UNIT PRICES

Supplemental unit prices shall be used during construction if the quantities defined within limits set by the Specifications and shown on the Drawings are increased or decreased by the Engineer in a manner defined hereinabove in the Information for Bidders. All labor, material, tools, equipment, and work involved in each unit of work shall be in accordance with the governing sections and Articles of these Specifications.

SCHEDULE OF SUPPLEMENTAL UNIT PRICES
FOR ADDITIONS, DEDUCTIONS, OR DELETIONS IN CONTRACT QUANTITIES

Item	Unit	Unit Price
Conduit Trench Excavation - Earth (Includes Backfill)	Cu. Yd.	$25.00
Conduit Trench Excavation - Rock (Includes Backfill)	Cu. Yd.	$175.00
Conduit Trench Excavation - Unsuitable Material (Includes Backfill)	Cu. Yd.	$30.00
Class B Concrete Encasement (For Conduit) (All Structures)	Cu. Yd.	$69.00
3/4" Rigid Galvanized Steel Conduit	Ln. Ft.	$3.10
1" Rigid Galvanized Steel Conduit	Ln. Ft.	$3.90
3/4" PVC Coated Rigid Galvanized Steel Conduit	Ln. Ft.	$4.30
1" PVC Conduit	Ln. Ft.	$1.70
2" PVC Conduit	Ln. Ft.	$2.80
3" PVC Conduit	Ln. Ft.	$3.90
2C #18 Shielded Twisted Cable	Ln. Ft.	$1.20
#12 Copper AWG Conductor THWN	Ln. Ft.	$.35
#12 Copper AWG Conductor THHN	Ln. Ft.	$.35
Terminate 2C #18 Cable	Ea. End	$1.70
Terminate #12 Conductor	Ea. End	$1.20

Gannett Fleming

SUBSTITUTED ITEMS

1. Proposal Item No._____

   (a) Specified equipment to be substituted:

   _____

   (b) Specified Manufacturer:_____

   Total Bid Price of Proposal Item No. _____ $_____*

   (c) Substituted Manufacturer:_____

   Total Alternate Price of Proposal Item No. _____ $_____

2. Proposal Item No._____

   (a) Specified equipment to be substituted:

   _____

   (b) Specified Manufacturer:_____

   Total Bid Price of Proposal Item No. _____ $_____*

   (c) Substituted Manufacturer:_____

   Total Alternate Price of Proposal Item No. _____ $_____

3. Proposal Item No._____

   (a) Specified equipment to be substituted:

   _____

   (b) Specified Manufacturer:_____

   Total Bid Price of Proposal Item No. _____ $_____*

   (c) Substituted Manufacturer: _____

   Total Alternate Price of Proposal Item No. _____ $_____

* This price shall be identical to the price shown in the Proposal for the same item number.

(ATTACH ADDITIONAL SHEETS OF SAME FORMAT IF REQUIRED)

Gannett Fleming

Receipt of the following addenda is hereby acknowledged:

Addendum No. 1 Date Received: Aug. 6, 1992

Addendum No. _____ Date Received: _____

Addendum No. _____ Date Received: _____

Addendum No. _____ Date Received: _____

The presentation in the foregoing schedule of unit prices that are obviously unbalanced may be sufficient cause for rejection of the entire Proposal whether or not such Proposal is the lowest submitted.

Other additional and extra work, if any, performed in accordance with the Contract shall be paid for as provided in the Specifications.

The Specifications and all papers required thereof and submitted herewith, the Contract and all papers made part thereof by its terms, are hereby made part of this Proposal.

The undersigned Bidder hereby represents as follows:

(a) That he has visited and examined the site of the work, and has carefully examined the Proposal, the Contract, the Drawings, and the Specifications;

(b) that no officer, agent, or employee of the MUNICIPAL AUTHORITY OF THE BOROUGH OF SHENANDOAH is personally interested, directly or indirectly, in this Proposal and accompanying Contract or the compensation to be paid hereunder;

(c) that this Proposal is made without connection with any person, firm, or corporation making a Proposal for the same work, and is, in all respects, fair and without collusion or fraud; and

(d) that should this Proposal, including any combination of alternates, additions, deductions or omissions indicated or authorized by the Schedule of Prices be accepted by the MUNICIPAL AUTHORITY OF THE BOROUGH OF SHENANDOAN within 60 days of the opening of bids, he will execute the Contract and furnish the properly executed bonds and insurance certificates within the time and in the forms and amount required by the Contract Documents as defined in the Specifications; and that upon his failure, neglect, or refusal to do so, he shall forfeit to the Owner the Proposal Security accompanying this Proposal, not as a penalty, but as liquidated damages.

Gannett Fleming

ATTEST:

Date AUG 14, 1992

SILICON POWER CONTROLS, INC.
Corporation Contractor

Julia Chowansky
Secretary

VICE President (AFFIX CORPORATE SEAL)

WITNESS

_____ _____(SEAL)
Individual-Contractor

WITNESS

_____ _____
Partnership-Contractor

_____ By_____(SEAL)
Partner

_____ _____(SEAL)
Partner

_____
Business Address of Bidder

MUNICIPAL AUTHORITY OF SHENANDOAH
BOROUGH WATER SYSTEM

LIMITED SCOPE VALUATION STUDY

PRESENTED

TO

THE PENNSYLVANIA ECONOMY LEAGUE

CENTRAL PA LLC

88 NORTH FRNAKLIN STREET, SUITE 200

WILKES BARRE, PA 18701-1393

SHAMBAUGH UTILITY CONSULTING, LLC

1260 MOUNTAIN VIEW ROAD
SHERMANS DALE, PA 17090
PHONE: 717-991-4180

NOVEMBER 2016

November 4, 2016

Mr. Gerald Cross, Executive Director
Pennsylvania Economy League, Central PA LLC
88 North Franklin Street, Suite 200
Wilkes-Barre, PA 18701-1393

Re: Municipal Authority of Shenandoah
Borough Water System –
Limited Scope Valuation Study

Dear Mr. Cross:

Per your authorization, Shambaugh Utility Consulting, LLC has completed a limited scope valuation study of the Municipal Authority of Shenandoah Borough Water System (the "Authority"). Shambaugh Consulting understands that this study is a continuation of the efforts on behalf of The Pennsylvania Economy League Central PA LLC with respect to the long term financial viability of the Authority's water system.

A fair market valuation for a utility system is typically determined by three (3) approaches, namely income, cost and market. For our limited scope study, we have determined the depreciated original costs of the fixed utility assets (cost approach), the anticipated value from the perspective of an investor owned water and sewer company (market approach) and have performed a review of the current and projected net income or loss of the Authority (income approach).

.

Cost Approach

The cost approach typically begins with the development of the depreciated original costs values of the fixed capital utility assets as the basis of the valuation determinations under this approach. Shambaugh consulting obtained fixed asset data from the Authority's auditor which provided limited details with respect to the type or condition of the assets. We adjusted the Authority's life expectancies of the asset categories and recalculated the annual and accrued depreciation on an age/life basis

utilizing the mid-year convention as the in-service date for all the assets. This is the typical approach utilized in the utility industry. The results of the detailed calculations are contained in Supporting Schedule No. 1. Based upon our revised calculations, the Authority's depreciated utility plant in service at December 31, 2015 amounts to $14,007,494 as compared to the book calculation of $11,929,634. Shambaugh Consulting lengthened several of the per book life expectancies of the utility plant assets based upon our experience in water plant depreciation. This information provides the basis, or the book value, for the next steps in developing the cost approach valuation of the Authority's fixed capital assets.

It is important to determine the current value of the fixed capital assets or the value of those assets at today's costs. Shambaugh Consulting employed a Reproduction Cost New Less Depreciation (RCNLD) Methodology in estimating the cost of reproducing the identical property at a price level at December 31, 2015. To accomplish this task, a process of trending the original cost of the fixed capital assets by the ratio of the appropriate cost indexes for the two-time periods concerned, the original installation date and the study date, was employed. We utilized the Handy-Whitman Trends of Construction Costs in developing the appropriate indexes for the North Atlantic Region.

The results of the trended original cost analysis indicate that the Authority's fixed capital assets have an undepreciated value of $48,653,801 which includes land, intangibles and small equipment and tools that were included at their original cost values and not trended for this study. The detailed calculations of the trended original costs are set forth on Supporting Schedule No. 2.

It is necessary to depreciate the trended original costs to develop the value of those assets as of the study date of December 31, 2015. We employed the same life expectancies as set forth in developing the depreciated original costs at December 31, 2015. Based upon our calculations of the asset information provided, the RCNLD calculations produces a depreciated value of the fixed capital assets of $33,327,648 at December 31, 2015. Shambaugh Consulting did not, during the course of this study, perform any due diligence with respect to the condition of the fixed capital assets or assess any cost to cure for deficient or failing assets. This aspect of the valuation process will be addressed later in this report.

Market Approach

It is important to note that a market approach would employ market comparable sales of similar utility systems. In the utility industry, there are no two utility systems that are exactly alike in customer base, operations, service territory, financing structure capital investment, and provide service under the same economic conditions. Any reliance solely on a sale price of another water system is not advisable. For the purpose of this study, we will provide a range of values per customer connection and have performed an analysis of the market to book ratios of investor owned water utilities as a barometer with respect to a potential investor's willingness to invest in the Authority's water system and at what cost.

The Authority has approximately 3,000 residential and commercial customers located in the Shenandoah Borough and in the surrounding municipalities of Schuylkill County. Water systems usually command a cost per connection or meter equivalency of at least $1,000 per connection and have realized purchase prices per meter equivalency of $2,500 or higher. The Authority has a very unusual situation in that the fixed capital investment per customer is approximately $4,700 per customer resulting from the restatement of the book value at December 31, 2015. This is a significant investment per customer that has resulted in the uncertainty of the future long term viability of the water system.

Investor owned utilities will typically base their offer to purchase on a reasonable market to book ratio of their common stock sales with considerations of the profitability of the system to be acquired. In recent times, publicly traded water companies average market to book values have exceeded a factor of 2.47 times. This has been the case for the two largest investor owned water systems operating in Pennsylvania. However, the Authority has some operating difficulties that will likely limit the offers to purchase and those issues will be discussed later in this report. Shambaugh Consulting has utilized a conservative approach and adopted a market to book ratio of 1.5 times. Therefore, the Authority's indicated value from a market approach would be approximately $21 million ($14,007,494 x 1.5) before any consideration of the affordability of the future rates necessary to support the purchase price or the amount of investment necessary to repair or replace the existing facilities.

INCOME APPROACH

Shambaugh Consulting was provided with a copy of Aurel M. Arndt's report which sets forth the current and projected financial condition of the Authority for fiscal years' 2015 through 2020. The primary result of that analysis is that the Authority will accumulate operating losses for the period of approximately $866,320. The Authority must increase existing rates significantly over the next five to ten years to avoid significant operating losses and provide for fixed capital investments. Based upon our review of Mr. Arndt's report, Shambaugh Consulting would agree with the findings of that report. However, that report clearly indicates that the current rates are high in comparison to similar systems and that any increase to those rates may create an affordability issue for many of the Authority's customers. Mr. Arndt indicates in his report that along with a steady decline in the Authority' customer base approximately 30% of the households in Shenandoah are below the poverty level.

Therefore, any pro forma increase to the existing customer rates would not generate any sizable future income streams that would be available for capitalization or produce a value from an income approach.

CONCLUSIONS OF VALUE

Shambaugh Consulting conclusions of value of the Authority's water system would range between the book value of $14,007,494 and the market to book value of $21,011,241. Shambaugh Consulting has not discounted these values for the condition of the assets or the poor financial condition of the water system for the following reasons:

Condition of the Assets / Current Financial Condition

Shambaugh Consulting did not perform any due diligence regarding the condition of the assets for this limited scope valuation study. Mr. Arndt set forth an estimate of capital investment of over $30 million for capital investment. A cost to cure adjustment of $30 million to the Reproduction Cost New Less Depreciation value of approximately $33.3 million would reduce the water system's value to a range of $3.3 million. However, investor's may consider the water system's fixed capital needs as an

opportunity for investment if they have an opportunity to earn a return and recover their investment through customers' rates.

An investor owned utility in Pennsylvania can, by law, aggregate future operating and capital costs of the authority to a larger customer base that would include all their water **and** sewer customers in Pennsylvania. This may be the solution for the Authority to preserve some value for their water system and provide reasonable rates for their residents.

Shambaugh Consulting conclusions are based upon information provided by the Authority and cannot reflect the market reaction to the potential sale of the Authority's water system. We appreciate the opportunity to provide our services to The Pennsylvania Economy League Central PA LLC and would welcome the opportunity to discuss our report.

Respectfully Submitted,
Shambaugh Consulting, LLC

Gary D. Shambaugh

By: Gary D. Shambaugh
Managing Principal

MUNICIPAL AUTHORITY OF SHENANDOAH
BOROUGH WATER SYSTEM

LIMITED SCOPE VALUATION STUDY

Supporting Schedule No. 1

SHAMBAUGH UTILITY CONSULTING, LLC
1260 MOUNTAIN VIEW ROAD
SHERMANS DALE, PA 17090
PHONE: 717-991-4180

NOVEMBER 2016

Supporting Schedule No. 1
Page 1 of 2

Municipal Authority of the Borough of Shenandoah
Annual and Accrued Depreciation of Utility Plant In Service
At December 31, 2015

		Year Installed	Method	Life	Cost	Age	Annual Depreciation Expense	Accrued Depreciation 12/31/2015	Depreciated Original Cost 12/31/2015
	System Upgrade:								
PD	Meters, Mains, Service Lines	2006	SL	75	$ 19,345.14	9.5	$257.94	$2,450	$16,895
PD	Meters, Mains, Service Lines	2007	SL	75	32,020.76	8.5	426.94	3,629	28,392
PD	Meters, Mains, Service Lines	2008	SL	75	20,884.05	7.5	278.45	2,088	18,796
PD	Meters, Mains, Service Lines	2009	SL	75	2,591.99	6.5	34.56	225	2,367
PD	Meters, Mains, Service Lines	2010	SL	75	7,125.94	5.5	95.01	523	6,603
PD	Plant Upgrade	2012	SL	75	663,361.82	3.5	8,844.82	30,957	632,405
PD	Plant System Support Software Upgrade	2013	SL	10	4,866.00	2.5	486.60	1,217	3,649
PD	HMI Upgrade on SCADA System	2014	SL	10	16,500.00	1.5	1,650.00	2,475	14,025
	Total				**$ 766,695.70**		**$12,074.32**	**$43,564**	**$723,132**
	Water Collection & Purification:								
WC	Kehly Run Dam breach repairs	2008	SL	80	$ 160,143.70	7.5	$2,001.80	$15,014	$145,130
WC	Permanent Repairs Reservoir #5	2009	SL	80	75,091.67	6.5	938.65	6,101	68,991
WC	Water System Improvements - Eng.	2009	SL	75	61,577.96	6.5	821.04	5,337	56,241
WC	Raven Run III Reservoir Repairs	2012	SL	80	27,750.00	3.5	346.88	1,214	26,536
WC	Pump Stations #5 Roof Repairs	2012	SL	20	11,430.00	3.5	571.50	2,000	9,430
WC	Pump for Reservoir #5	2015	SL	25	88,890.96	0.5	3,555.64	1,778	87,113
	Total				**$ 424,884.29**		**$8,235.51**	**$31,444**	**$393,440**
	Water Treatment Plant:								
WP	Equipment	2009	SL	30	$ 19,787.82	6.5	$659.59	$4,287	$15,501
WP	Lighting Fixtures	2013	SL	15	8,333.61	2.5	555.57	1,389	6,945
	Total				**$ 28,121.43**		**$1,215.16**	**$5,676**	**$22,446**
	Equipment:								
PD	Meter Equipment	2006	SL	15	$ 21,795.18	9.5	$1,453.01	$13,804	$7,991
PD	Meter Equipment	2007	SL	15	1,785.08	8.5	119.01	1,012	773
PD	Tools	2007	SL	10	2,069.95	8.5	207.00	1,760	310

PD	Plant Equipment	2008	SL	10		38,500.00	7.5	3,850.00	28,875	9,625
PD	Lawn Tractor	2008	SL	10		3,019.99	7.5	302.00	2,265	755
PD	Tools & Equipment	2009	SL	10		12,672.98	6.5	1,267.30	8,237	4,436
PD	Water Storage Tanks Repairs	2009	SL	10		7,630.00	6.5	763.00	4,960	2,670
PD	Tools & Equipment	2010	SL	10		2,027.67	5.5	202.77	1,115	913
PD	Commercial Lawn Mower	2010	SL	10		8,520.00	5.5	852.00	4,686	3,834
PD	Wacker Generator	2010	SL	10		2,200.00	5.5	220.00	1,210	990
PD	Actuator	2011	SL	10		4,777.00	4.5	477.70	2,150	2,627
PD	Permanent Electrical Repairs	2011	SL	10		10,695.00	4.5	1,069.50	4,813	5,882
PD	Actuator	2013	SL	10		6,567.50	2.5	656.75	1,642	4,926
PD	Actuator	2013	SL	10		6,567.50	2.5	656.75	1,642	4,926
PD	Wacker	2015	SL	10		2,541.25	0.5	254.13	127	2,414
PD	Actuator	2015	SL	10		5,546.28	0.5	554.63	277	5,269
	Total					**$ 136,915.38**		**$12,905.55**	**$78,575**	**$58,341**
	Transportation Equipment:									
TE	2007 Silverado Dump Truck	2007	SL	10		$ 31,075.00	8.5	$3,107.50	$26,414	$4,661
TE	Plow Installed on Dump Truck	2008	SL	10		4,430.10	7.5	443.01	3,323	1,107
TE	2009 Ford F150 Truck	2009	SL	10		21,844.22	6.5	2,184.42	14,199	7,645
TE	1985 Chevy 4-Wheel Drive Diesel	2009	SL	10		2,250.00	6.5	225.00	1,463	787
TE	2010 Ford F150 Truck	2010	SL	10		22,825.00	5.5	2,282.50	12,554	10,271
TE	2011 Ford Ranger Truck	2010	SL	10		21,036.62	5.5	2,103.66	11,570	9,467
	Total					**$ 103,460.94**		**$10,346.09**	**$69,523**	**$33,938**
	Office Furniture & Equipment:									
OFF	KM2550 Kyocera Copier	2007	SL	10		$ 2,789.00	8.5	$278.90	$2,371	$418
OFF	Various Office Equipment	2008	SL	15		1,533.75	7.5	102.25	767	767
OFF	Security System	2009	SL	10		4,920.97	6.5	492.10	3,199	1,722
OFF	4 Camera System w/ DVR (#5 house)	2010	SL	10		1,995.00	5.5	199.50	1,097	898
OFF	4 Camera System w/ DVR (garage)	2011	SL	10		1,995.00	4.5	199.50	898	1,097
OFF	APC Smart-UPS 5000VA Tower Battery	2012	SL	5		4,495.00	3.5	899.00	3,147	1,348
	Total					**$ 17,728.72**		**$2,171.25**	**$11,479**	**$6,250**
	Total					**$ 1,477,806.46**		**$ 46,947.88**	**$ 240,261.00**	**$1,237,547**
	Add: Original Costs and Depreciation									
	Assets Installed Prior to 10/01/06					**$18,276,578.49**		**$225,583.73**	**$5,311,562**	**$12,965,016**
	Grand Total Depreciation					**$ 19,754,384.95**		**$ 272,531.61**	**$ 5,551,823.00**	**$ 14,202,563.00**

Municipal Authority of the Borough of Shenandoah
Annual and Accrued Depreciation of Utility Plant In service
At December 31, 2015

Fixed Capital Assets Placed into Service Prior to October 1, 2006

	Description	Original Cost 12/31/2015	Year Installed	Life	Age	Annual Depreciation Expense	Accrued Depreciation 12/31/2015	Depreciated Original Cost 12/31/2015
L	Misc. Intangible Plant	$ 85,139.00				$0.00	$0	$85,139
WC	Engineering Fees - Dam	1,654,315.46	1992	80	23.5	20,678.94	485,955	1,168,360
L	Land	144,751.20				0.00	0	144,751
CI	Financing Cost	556,648.30	1992	80	23.5	6,958.10	163,515	393,133
WP	Bldg & Structures	500,521.50	1982	75	33.5	6,673.62	223,566	276,956
WC	Collect & Reservoirs	3,289,993.37	1981	100	34.5	32,899.93	1,135,048	2,154,945
WC	Filtration Plant	7,647,991.75	2004	75	11.5	101,973.22	1,172,692	6,475,300
PD	Wells & Springs	1,935.00	1987	50	28.5	38.70	1,103	832
PD	Pumping Equipment	195,068.93				0.00	0	195,069
PD	Water Treatment Equipment	204,537.90	1988	45	27.5	4,545.29	124,995	79,543
PD	Dist Res & Standpipes	1,113,598.44	1987	75	28.5	14,847.98	423,167	690,431
PD	Mains	1,277,622.35	1973	100	42.5	12,776.22	542,989	734,633
PD	Services	588,514.14	1985	65	30.5	9,054.06	276,149	312,365
PD	Meters	451,964.97	1992	35	23.5	12,913.28	303,462	148,503
PD	Hydrants	150,635.58	1992	75	23.5	2,008.47	47,199	103,437
OFF	Office Furn & Equip	72,766.12				0.00	72,766	0
TE	Trans Equip	170,576.01				0.00	170,576	0
TE	Ptools Shop & Equip	130,641.81				0.00	130,642	0
CE	Comm Equip	33,958.59				0.00	33,959	0
TE	Other Equip	5,398.07	1998	25	17.5	215.92	3,779	1,619
	Total	$ 18,276,578.49				$ 225,583.73	$5,311,562	$ 12,965,016.00

MUNICIPAL AUTHORITY OF SHENANDOAH
BOROUGH WATER SYSTEM

LIMITED SCOPE VALUATION STUDY

Supporting Schedule No. 2

SHAMBAUGH UTILITY CONSULTING, LLC

1260 MOUNTAIN VIEW ROAD
SHERMANS DALE, PA 17090
PHONE: 717-991-4180

NOVEMBER 2016

Supporting Schedule No. 2
Page 1 of 2

Municipal Authority of the Borough of Shenandoah
Annual and Accrued Depreciation of Utility Plant In Service
At December 31, 2015

												Reproduction Cost New Less Depreciation			
												Trended Depreciated Original Costs			
		Year					Annual Depreciation	Accrued Depreciation	Depreciated Original Cost		Handy-Whitman	Trended Original Costs	Trended Accrued Depreciation	Depreciated Trended Original Costs
		Installed	Method	Life	Cost	Age	Expense	12/31/2015	12/31/2015	Line No.	Trend Factors			
	System Upgrade:													
PD	Meters, Mains, Service Lines	2006	SL	75	$ 19,345.14	9.5	$257.94	$2,450	$16,895	34	1.4970	$ 28,960	$ 3,668	$ 25,292
PD	Meters, Mains, Service Lines	2007	SL	75	32,020.76	8.5	426.94	3,629	28,392	34	1.4094	45,130	5,115	40,015
PD	Meters, Mains, Service Lines	2008	SL	75	20,884.05	7.5	278.45	2,088	18,796	34	1.2704	26,531	2,653	23,878
PD	Meters, Mains, Service Lines	2009	SL	75	2,591.99	6.5	34.56	225	2,367	34	1.2166	3,153	274	2,879
PD	Meters, Mains, Service Lines	2010	SL	75	7,125.94	5.5	95.01	523	6,603	34	1.1933	8,503	624	7,879
PD	Plant Upgrade	2012	SL	75	663,361.82	3.5	8,844.82	30,957	632,405	17	1.1434	758,488	35,396	723,092
PD	Plant System Support Software Upgrade	2013	SL	10	4,866.00	2.5	486.60	1,217	3,649	17	1.1024	5,364	1,342	4,022
PD	HMI Upgrade on SCADA System	2014	SL	10	16,500.00	1.5	1,650.00	2,475	14,025	17	1.0564	17,431	2,615	14,816
	Total				**$ 766,695.70**		**$12,074.32**	**$43,564**	**$723,132**			**$ 893,560**	**$ 51,687**	**$841,873**
	Water Collection & Purification:													
WC	Kehly Run Dam breach repairs	2008	SL	80	$ 160,143.70	7.5	$2,001.80	$15,014	$145,130	2	1.1312	$ 181,155	$ 16,984	$ 164,171
WC	Permanent Repairs Reservoir #5	2009	SL	80	75,091.67	6.5	938.65	6,101	68,991	2	1.1215	84,215	6,842	77,373
WC	Water System Improvements - Eng.	2009	SL	75	61,577.96	6.5	821.04	5,337	56,241	2	1.1215	69,060	5,985	63,075
WC	Raven Run III Reservoir Repairs	2012	SL	80	27,750.00	3.5	346.88	1,214	26,536	2	1.0457	29,018	1,269	27,749
WC	Pump Stations #5 Roof Repairs	2012	SL	20	11,430.00	3.5	571.50	2,000	9,430	9	1.2563	14,360	2,513	11,847
WC	Pump for Reservoir #5	2015	SL	25	88,890.96	0.5	3,555.64	1,778	87,113	9	1.0476	93,122	1,863	91,259
	Total				**$ 424,884.29**		**$8,235.51**	**$31,444**	**$393,440**			**$ 470,930**	**$ 35,456**	**$435,474**
	Water Treatment Plant:													
WP	Equipment	2009	SL	30	$ 19,787.82	6.5	$659.59	$4,287	$15,501	17	1.2793	$ 25,315	$ 5,484	$ 19,831
WP	Lighting Fixtures	2013	SL	15	8,333.61	2.5	555.57	1,389	6,945	17	1.1024	9,187	1,531	7,656
	Total				**$ 28,121.43**		**$1,215.16**	**$5,676**	**$22,446**			**$ 34,502**	**$ 7,015**	**$ 27,487**
	Equipment:													
PD	Meter Equipment	2006	SL	15	$ 21,795.18	9.5	$1,453.01	$13,804	$7,991	40	1.6250	$ 35,417	$ 22,432	$ 12,985
PD	Meter Equipment	2007	SL	15	1,785.08	8.5	119.01	1,012	773	40	1.3945	2,489	1,411	1,078
PD	Tools	2007	SL	10	2,069.95	8.5	207.00	1,760	310	Unity	1.0000	2,070	1,760	310
PD	Plant Equipment	2008	SL	10	38,500.00	7.5	3,850.00	28,875	9,625	17	1.3688	52,699	39,524	13,175
PD	Lawn Tractor	2008	SL	10	3,019.99	7.5	302.00	2,265	755	Unity	1.0000	3,020	2,265	755
PD	Tools & Equipment	2009	SL	10	12,672.98	6.5	1,267.30	8,237	4,436	Unity	1.0000	12,673	8,237	4,436
PD	Water Storage Tanks Repairs	2009	SL	10	7,630.00	6.5	763.00	4,960	2,670	17	1.2793	9,761	6,345	3,416
PD	Tools & Equipment	2010	SL	10	2,027.67	5.5	202.77	1,115	913	Unity	1.0000	2,028	1,115	913
PD	Commercial Lawn Mower	2010	SL	10	8,520.00	5.5	852.00	4,686	3,834	Unity	1.0000	8,520	4,686	3,834
PD	Wacker Generator	2010	SL	10	2,200.00	5.5	220.00	1,210	990	Unity	1.0000	2,200	1,210	990
PD	Actuator	2011	SL	10	4,777.00	4.5	477.70	2,150	2,627	17	1.1992	5,729	2,578	3,151
PD	Permanent Electrical Repairs	2011	SL	10	10,695.00	4.5	1,069.50	4,813	5,882	17	1.1992	12,825	5,772	7,053
PD	Actuator	2013	SL	10	6,567.50	2.5	656.75	1,642	4,926	17	1.1024	7,240	1,810	5,430
PD	Actuator	2013	SL	10	6,567.50	2.5	656.75	1,642	4,926	17	1.1024	7,240	1,810	5,430
PD	Wacker	2015	SL	10	2,541.25	0.5	254.13	127	2,414	17	1.0214	2,596	130	2,466
PD	Actuator	2015	SL	10	5,546.28	0.5	554.63	277	5,269	17	1.0214	5,665	283	5,382
	Total				**$ 136,915.38**		**$ 12,905.55**	**$ 78,575**	**$ 58,341**			**$ 172,172**	**$ 101,368**	**$70,804**

	Transportation Equipment:															
TE	2007 Silverado Dump Truck	2007	SL	10	$ 31,075.00	8.5	$3,107.50	$26,414	$4,661		Unity	1.0000	$ 31,075	$ 26,414	$ 4,661
TE	Plow Installed on Dump Truck	2008	SL	10	4,430.10	7.5	443.01	3,323	1,107		Unity	1.0000	4,430	3,323	1,107
TE	2009 Ford F150 Truck	2009	SL	10	21,844.22	6.5	2,184.42	14,199	7,645		Unity	1.0000	21,844	14,199	7,645
TE	1985 Chevy 4-Wheel Drive Diesel	2009	SL	10	2,250.00	6.5	225.00	1,463	787		Unity	1.0000	2,250	1,463	787
TE	2010 Ford F150 Truck	2010	SL	10	22,825.00	5.5	2,282.50	12,554	10,271		Unity	1.0000	22,825	12,554	10,271
TE	2011 Ford Ranger Truck	2010	SL	10	21,036.62	5.5	2,103.66	11,570	9,467		Unity	1.0000	21,037	11,570	9,467
	Total				**$ 103,460.94**		**$ 10,346.09**	**$ 69,523**	**$ 33,938**				**$ 103,461**	**$ 69,523**	**$ 33,938**
	Office Furniture & Equipment:														
OFF	KM2550 Kyocera Copier	2007	SL	10	$ 2,789.00	8.5	$278.90	$2,371	$418		Unity	1.0000	$2,789	$ 2,371	$ 418
OFF	Various Office Equipment	2008	SL	15	1,533.75	7.5	102.25	767	767		Unity	1.0000	1,534	767	767
OFF	Security System	2009	SL	10	4,920.97	6.5	492.10	3,199	1,722		Unity	1.0000	4,921	3,199	1,722
OFF	4 Camera System w/ DVR (#5 house)	2010	SL	10	1,995.00	5.5	199.50	1,097	898		Unity	1.0000	1,995	1,097	898
OFF	4 Camera System w/ DVR (garage)	2011	SL	10	1,995.00	4.5	199.50	898	1,097		Unity	1.0000	1,995	898	1,097
OFF	APC Smart-UPS 5000VA Tower Battery	2012	SL	5	4,495.00	3.5	899.00	3,147	1,348		Unity	1.0000	4,495	3,147	1,348
	Total				**$ 17,728.72**		**$ 2,171.25**	**$ 11,479**	**$ 6,250**				**$ 17,729**	**$ 11,479**	**$ 6,250**
	Total				**$ 1,477,806.46**		**$ 46,947.88**	**$ 240,261**	**$ 1,237,547**				**$ 1,692,354**	**$ 276,528**	**$ 1,415,826**
	Add: Original Costs and Depreciation														
	Assets Installed Prior to 10/01/06				**$ 18,276,578.49**		**$ 225,583.73**	**$ 5,506,631**	**$ 12,769,947**		(1)		**$ 46,961,447**	**$ 15,049,625**	**$ 31,911,822**
	Grand Total Depreciation				**$ 19,754,384.95**		**$ 272,531.61**	**$ 5,746,892**	**$ 14,007,494**				**$ 48,653,801**	**$ 15,326,153**	**$ 33,327,648**
											(1) See Supporting Schedule No. 2, Page 2 of 2.				

Municipal Authority of the Borough of Shenandoah
Annual and Accrued Depreciation of Utility Plant In service
At December 31, 2015

Fixed Capital Assets Placed into Service Prior to October 1, 2006

	Description	Original Cost 12/31/2015	Year Installed	Life	Age	Annual Depreciation Expense	Accrued Depreciation 12/31/2015	Depreciated Original Cost 12/31/2015
L	Misc. Intangible Plant	$ 85,139.00				$ -	$ -	$ 85,139
WC	Engineering Fees - Dam	1,654,315.46	1992	80	23.5	20,678.94	485,955	1,168,360
L	Land	144,751.20				0.00	0	144,751
CI	Financing Cost	556,648.30	1992	80	23.5	6,958.10	163,515	393,133
WP	Bldg & Structures	500,521.50	1982	75	33.5	6,673.62	223,566	276,956
WC	Collect & Reservoirs	3,289,993.37	1981	100	34.5	32,899.93	1,135,048	2,154,945
WC	Filtration Plant	7,647,991.75	2004	75	11.5	101,973.22	1,172,692	6,475,300
PD	Wells & Springs	1,935.00	1987	50	28.5	38.70	1,103	832
PD	Pumping Equipment	195,068.93				0.00	195,069	-
PD	Water Treatment Equipment	204,537.90	1988	45	27.5	4,545.29	124,995	79,543
PD	Dist Res & Standpipes	1,113,598.44	1987	75	28.5	14,847.98	423,167	690,431
PD	Mains	1,277,622.35	1973	100	42.5	12,776.22	542,989	734,633
PD	Services	588,514.14	1985	65	30.5	9,054.06	276,149	312,365
PD	Meters	451,964.97	1992	35	23.5	12,913.28	303,462	148,503
PD	Hydrants	150,635.58	1992	75	23.5	2,008.47	47,199	103,437
OFF	Office Furn & Equip	72,766.12				0.00	72,766	-
TE	Trans Equip	170,576.01				0.00	170,576	-
TE	Ptools Shop & Equip	130,641.81				0.00	130,642	-
CE	Comm Equip	33,958.59				0.00	33,959	-
TE	Other Equip	5,398.07	1998	25	17.5	215.92	3,779	1,619
	Total	$ 18,276,578.49				$ 225,583.73	$5,506,631	$ 12,769,947

Reproduction Cost New Less Depreciation
Trended Depreciated Original Costs

Line No.	Handy-Whitman Trend Factors	Trended Original costs	Trended Accrued Depreciation	Depreciated Trended Original costs
Unity	1.0000	$ 85,139	$ -	$ 85,139
2	1.9481	3,222,772	946,689	2,276,083
Unity	1.0000	144,751	-	144,751
2	1.9481	1,084,407	318,544	765,863
15	3.3081	1,655,775	739,579	916,196
2	2.7831	9,156,381	3,158,952	5,997,429
17	1.7938	13,718,968	2,103,575	11,615,393
Unity	1.0000	1,935	1,103	832
			-	-
17	2.8416	581,215	355,186	226,029
23	3.7857	4,215,750	1,601,983	2,613,767
34	7.9468	10,153,009	4,315,025	5,837,984
39	2.7522	1,619,709	760,017	859,692
40	2.0561	929,285	623,948	305,337
42	2.5688	386,953	121,245	265,708
			-	-
			-	-
			-	-
			-	-
Unity	1.0000	5,398	3,779	1,619
		$ 46,961,447	$ 15,049,625	$ 31,911,822

MAINTENANCE BLDG

4/6/2022

General Information

Tax Map 64-05-0283.000
Parcel Address 0 N FERGUSON STREET
SHENANDOAH, PA 17976
School District Shenandoah Valley
Municipality Shenandoah Borough

Legal Information

Front Of Lot:
Depth:
Unit of Front:
Acres: 0.05
Land Use Type: 604
Roll Section: 8
Assessment Property Class: CX

(Assessment Property Class is NOT a Zoning Classification. Contact the appropriate Municipal Zoning Officer for Zoning Info.)

Current Ownership Information

Owner Name	Owner Address	Deed Bk/PG	Sale Date
SHENANDOAH MNCPL ATHRTY OF	PO BOX 110 SHENANDOAH, PA 17976	1287/0147	3/14/1980

Bill To Information

Owner Name	Owner Address
SHENANDOAH MNCPL ATHRTY OF	PO BOX 110 SHENANDOAH, PA 17976

Value Data

BASE YEAR: 1996

Base Year Value		Assessed Value	
Land:	4500	Land:	2250
PA Ag Land:		PA Ag Land:	
Misc Structures:		Improvements:	4040
Buildings:	8080	Total:	6290
Total:	12580		

Status

Clean & Green: N
Homestead: N

Site Information

Site: L
Terrain:
Water Type: P
Sewer Type: S
Natural Gas: N
Road Type: P
Location Type: SS
Road Access: C
Sidewalk: N
Fronting: SEC
Rail Access: N

Sales History

Hide Sales History

Deed Book	Deed Page	Sale Date	Vacant /Improved	Sale Price	Quals	Grantor	Grantee
0826	0015	10/4/1951	v	$	n		MILLER, J C & S
1287	0147	3/14/1980	v	$	u	SHENANDOAH BORO MUNICIPAL AUTH	SHENANDOAH MNCPL ATHRTY OF

Building Information

Hide Buildings

Building (comm) 1 of 1

Stories:		Finished Basement:		Total Living Area:	
Total Rooms:		Attic with Stairs		Total Perimeter:	
Bed Rooms:		Dug Basement %:		Exterior Wall 1:	
Family Rooms:		Year Built:	1950	Exterior Wall 2:	
Full Baths:		Effective Age:	1950	# of Car Garage:	
Half Baths:		Exterior Condition:		Sq. Ft of Garage:	
Heating Type:		Interior Condition:		Sq. Ft. Encl. Porch:	
Fireplace Count:		House Grade:		Building Value:	8082
Central Air:		Building Use Code:	12		
Sketch Floor:	01	Unfinished Basement:	None	Heating Type:	None
Floor Type/Finish:	Cement	Interior Wall:	Unfinished	Class of Construction:	D
Commercial Grade:	D - Low Quality	Exterior Wall:	Block		

Miscellaneous Structures

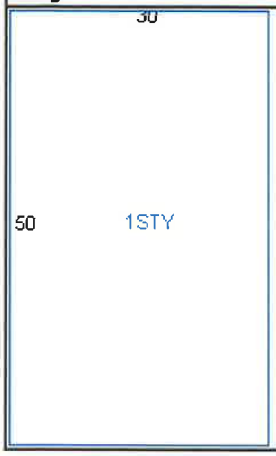
Hide Structures

No Miscellaneous Structures Found

Sketches

Hide Sketches

Image Id:69065-0



Pictures

Hide Pictures

Pictures: 1



P.S. # 5 4

CARETAKER HOUSE

4/4/2022

General Information

Tax Map 30-08-0007.000
Parcel Address WEST SIDE OF RESERVOIR
RINGTOWN, PA 17967
School District North Schuylkill
Municipality Union Township

Legal Information

Front Of Lot:
Depth:
Unit of Front:
Acres: 277
Land Use Type: 604
Roll Section: 8
Assessment Property Class: CX

(Assessment Property Class is NOT a Zoning Classification. Contact the appropriate Municipal Zoning Officer for Zoning Info.)

Current Ownership Information

Owner Name	Owner Address	Deed Bk/PG	Sale Date
SHENANDOAH MNCPL ATHRTY OF	PO BOX 110 SHENANDOAH, PA 17976	/	

Bill To Information

Owner Name	Owner Address
SHENANDOAH MNCPL ATHRTY OF	PO BOX 110 SHENANDOAH, PA 17976

Value Data

BASE YEAR: 1996

Base Year Value		Assessed Value	
Land:	227000	Land:	113500
PA Ag Land:		PA Ag Land:	
Misc Structures:		Improvements:	34050
Buildings:	68100	Total:	147550
Total:	295100		

Status

Clean & Green: N
Homestead: N

Site Information

Site: B
Terrain: R
Water Type: P
Sewer Type: S
Natural Gas: N
Road Type: P
Location Type: SPOT
Road Access: C
Sidewalk: N
Fronting: RES
Rail Access: N

View Sales History

Building Information

Hide Buildings

Building (comm) 1 of 2

Stories:	Finished Basement:	Total Living Area:
Total Rooms:	Attic with Stairs	Total Perimeter:
Bed Rooms:	Dug Basement %:	Exterior Wall 1:
Family Rooms:	Year Built: 1913	Exterior Wall 2:
Full Baths:	Effective Age: 1913	# of Car Garage:

P.S.

Half Baths:		Exterior Condition:		Sq. Ft of Garage:	
Heating Type:		Interior Condition:		Sq. Ft. Encl. Porch:	
Fireplace Count:		House Grade:		Building Value:	28224
Central Air:		Building Use Code:	43		
Sketch Floor:	01	Unfinished Basement:	None	Heating Type:	None
Floor Type/Finish:	Cement	Interior Wall:	Unfinished	Class of Construction:	B
Commercial Grade:	B - Good Quality	Exterior Wall:	Stone		

Building (resident) 2 of 2

Stories:	H	Finished Basement:		Total Living Area:	1540
Total Rooms:	5	Attic with Stairs	NONE	Total Perimeter:	204
Bed Rooms:	2	Dug Basement %:	100	Exterior Wall 1:	SN
Family Rooms:	0	Year Built:	1913	Exterior Wall 2:	
Full Baths:	1	Effective Age:	1913	# of Car Garage:	0
Half Baths:	0	Exterior Condition:	F	Sq. Ft of Garage:	
Heating Type:	HW	Interior Condition:	S	Sq. Ft. Encl. Porch:	264
Fireplace Count:	1	House Grade:	C	Building Value:	38767
Central Air:	N	Building Use Code:	DETACH		
Sketch Floor:		Unfinished Basement:		Heating Type:	
Floor Type/Finish:		Interior Wall:		Class of Construction:	
Commercial Grade:		Exterior Wall:			

CARETAKER HOUSE

Miscellaneous Structures Hide Structures

Grade for Outbuilding	Use Code	Number of Stories	Length	Width	Total Area	Building Value	Year Built
F	1horseb	1	19	43	817	980	
P	shedcls	1	13	20	260	130	1913

Sketches Hide Sketches

Image Id:63755-0

32

70 1STY

Image Id:20387-0

33

28 HB

E 8

Pictures	Hide Pictures

Pictures: 2


JR00436
04/18/95


JR00437
04/18/95

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Accession Number: ADA083746

Title:

National Dam Inspection Program. Raven Run Dam Number 2 (NDS ID Number PA-663 DER ID Number 54-7) Susquehanna River Basin, Lost Creek, Schuylkill County, Pennsylvania. Phase I Inspection Report,

Descriptive Note:

Corporate Author: KIMBALL (L ROBERT) AND ASSOCIATES EBENSBURG PA

Personal Author(s): Kimball,R. Jeffrey (https://discover.dtic.mil/results/?q=%22Kimball%2CR.+Jeffrey%22)

Report Date: 1980-03-01

Pagination or Media Count: 66.0

Abstract:

Raven Run Dam No. 2 is an earth and rockfill dam, 462 feet long and 37 feet high. The crest width of the dam is 8 feet. The spillway is located on the right abutment and consists of a rectangular shaped weir formed by stone masonry walls on both sides. The weir is 60 feet long. The spillway exit channel discharges on the right hillside below the toe of dam. The outlet conduit consists of a 24 inch or a 36 inch cast iron pipe under the earth embankment. Upstream of Raven Run Dam No. 2 is Raven Run Dam No. 3. All flows from Raven Run Dam No. 3 discharge into Raven Run No. 2 Reservoir. The spillway and reservoir are capable of controlling the PMF. Based on criteria established by the Corps of Engineers, the spillway is termed adequate. The seepage exiting below the toe of the dam should be monitored at regular intervals. In addition, a subsidence investigation should be conducted to determine the effects of past and present mining beneath the structure.

Descriptors:

*EARTH DAMS (https://discover.dtic.mil/results/?q=%22*EARTH+DAMS%22) ; STABILITY (https://discover.dtic.mil/results/?q=%22STABILITY%22) ; HYDROLOGY (https://discover.dtic.mil/results/?q=%22HYDROLOGY%22) ; DEFICIENCIES (https://discover.dtic.mil/results/?q=%22DEFICIENCIES%22) ; SAFETY (https://discover.dtic.mil/results/?q=%22SAFETY%22) ; VISUAL INSPECTION (https://discover.dtic.mil/results/?q=%22VISUAL+INSPECTION%22) ; FLOODING (https://discover.dtic.mil/results/?q=%22FLOODING%22) ; RESERVOIRS (https://discover.dtic.mil/results/?q=%22RESERVOIRS%22) ; PENNSYLVANIA (https://discover.dtic.mil/results/?q=%22PENNSYLVANIA%22)

Subject Categories: Civil Engineering

Distribution Statement: APPROVED FOR PUBLIC RELEASE

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SUSQUEHANNA RIVER BASIN
LOST CREEK, SCHUYLKILL COUNTY

PENNSYLVANIA

RAVEN RUN DAM NO. 2

(NDS ID NO. PA-663
DER ID NO. 54-7)

SHENANDOAH MUNICIPAL AUTHORITY

PHASE I INSPECTION REPORT
NATIONAL DAM INSPECTION PROGRAM

Prepared By
L. ROBERT KIMBALL & ASSOCIATES
CONSULTING ENGINEERS & ARCHITECTS
EBENSBURG, PENNSYLVANIA
15931

DACW31-80-C-0020

FOR
DEPARTMENT OF THE ARMY
BALTIMORE DISTRICT CORPS OF ENGINEERS
BALTIMORE, MARYLAND
21203

MARCH 1980

This document has been approved for public release and sale; its distribution is unlimited.

Approximately 3,000 feet downstream of the dam is a high railroad embankment with a culvert beneath. Immediately downstream of this culvert are approximately 10 dwellings on Lost Creek.

e. Ownership. Raven Run Dam is owned by the Shenandoah Municipal Authority. Correspondence should be addressed to:

Shenandoah Municipal Authority
26 West Lloyd Street
Shenandoah, PA 17976
Attention: Charles Dallazia, Manager
717-462-1904

f. Purpose of Dam. Raven Run Dam No. 2 is used for water supply.

g. Design and Construction History. No information is available on the design or construction history of the dam. It is believed that the dam was constructed around the time (1884-1885) of Raven Run Dam No. 3.

h. Normal Operating Procedures. The reservoir level is maintained at the spillway crest elevation (1580.5). The outlet pipe remains open and flow is discharged through this pipe on an as-needed basis to the water system. Excess flow is discharged through the spillway.

1.3 Pertinent Data.

a. Drainage Area (total). 0.93 square miles

b. Discharge at Dam Site (cfs).

Maximum known flood at dam site	Unknown
Spillway capacity at top of dam (spillway only)	1601
Discharge at right abutment around spillway	387
Reservoir Drain (24" or 36" CIP)	Unknown

c. Elevation (U.S.G.S. Datum) (feet). - Field survey based on pool elevation of 1580.5' as determined from survey at Raven Run Dam No. 3.

Top of dam - low point	1584.7
Top of dam - design height	Unknown
Maximum pool (PMF)	1584.7
Normal pool	1580.5
Emergency spillway crest	1580.5
Streambed at centerline of dam	1548.0
Toe of dam	1548.2

d. Reservoir (feet).

Length of maximum pool	900
Length of normal pool	900

e. Storage (acre-feet).

Normal pool	98
Top of dam	139

f. Reservoir Surface (acres).

Top of dam	11.4
Normal pool	9
Spillway crest	9

g. Dam.

Type	Earthfill
Length	462'
Height	37'
Top width	8'
Side slopes - upstream	2H:1V
- downstream	1.5H:1V
Zoning	Earth and rock rubble
Impervious core	Unknown
Cutoff	Unknown
Grout curtain	Unknown

h. Reservoir Drain.

Type	24" or 36" CI pipe
Length	Approximately 140 feet
Closure	Valve at toe
Access	None
Regulating facilities	Valve at toe

i. Spillway.

Type	Rectangular
Weir Length	60'
Crest elevation	1580.5'
Upstream channel	Unrestricted (lake)
Downstream channel	Open channel

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Keywords Search

View the full text of this report (https://apps.dtic.mil/sti/pdfs/ADA083751.pdf)

Accession Number: ADA083751

Title:

National Dam Inspection Program. Raven Run Dam Number 3 (NDS ID Number PA-656 DER ID Number 54-8) Susquehanna River Basin, Lost Creek, Schuylkill County, Pennsylvania. Phase I Inspection Report,

Descriptive Note:

Corporate Author: KIMBALL (L ROBERT) AND ASSOCIATES EBENSBURG PA

Personal Author(s): Kimball,R. Jeffrey (https://discover.dtic.mil/results/?q=%22Kimball%2CR.+Jeffrey%22)

Report Date: 1980-03-01

Pagination or Media Count: 71.0

Abstract:

Raven Run Dam No. 3 is an earth and rockfill dam 1,080 feet long and 40 feet high. The crest width of the dam varies from 10 feet wide to 24 feet wide. A secondary embankment Right Arm is located north of the main embankment. This embankment is 320 feet long and 7 feet high. The crest width is 8 feet. The spillway is located on the main embankment 780 feet from the left abutment. The spillway is rectangular shaped with stone masonry retaining walls forming the sides. The weir length is 40 feet long. The spillway discharges into a gully created by erosion and eventually flows into Raven Run No. 2 Reservoir. The inspection and review of data of Raven Run Dam No. 3 did not reveal any problems which require emergency action. The dam appears to be in fair condition but poorly maintained and operated. The spillway and reservoir are capable of controlling approximately 58 of the PMF. Based on criteria established by the Corps of Engineers, the spillway is termed inadequate.

Descriptors:

*EARTH DAMS (https://discover.dtic.mil/results/?q=%22*EARTH+DAMS%22) ; STABILITY (https://discover.dtic.mil/results/?q=%22STABILITY%22) ; HYDROLOGY (https://discover.dtic.mil/results/?q=%22HYDROLOGY%22) ; DEFICIENCIES (https://discover.dtic.mil/results/?q=%22DEFICIENCIES%22) ; SAFETY (https://discover.dtic.mil/results/?q=%22SAFETY%22) ; VISUAL INSPECTION (https://discover.dtic.mil/results/?q=%22VISUAL+INSPECTION%22) ; FLOODING (https://discover.dtic.mil/results/?q=%22FLOODING%22) ; RESERVOIRS (https://discover.dtic.mil/results/?q=%22RESERVOIRS%22) ; PENNSYLVANIA (https://discover.dtic.mil/results/?q=%22PENNSYLVANIA%22)

Subject Categories: Civil Engineering

Distribution Statement: APPROVED FOR PUBLIC RELEASE

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A 16" cast iron pipe passes beneath the dam at approximately original ground surface. The pipe is supported on a dry laid wall extending down to the sandstone strata. In the reservoir the pipe passes through a vertical masonry cutoff wall near the upstream toe of the embankment. The entrance to the pipe is screened with a loosely laid dry masonry wall. No cutoff collars are constructed along the pipe. Below the dam the pipe passes through a 10' x 16' masonry gate structure housing a 16" x 6" tee. The main 16" pipe serves as a blow off for draining the reservoir. Water is ordinarily discharged into the No. 2 Reservoir through the 6" pipe.

b. Location. The dam is located on Lost Creek, two miles west of Shenandoah, Schuylkill County, Pennsylvania. Raven Run Dam No. 3 can be located on the Shenandoah, U.S.G.S. 7.5 minute quadrangle.

c. Size Classification. Raven Run Dam No. 3 is a small size structure (40 feet high, 278 acre-feet).

d. Hazard Classification. Raven Run Dam No. 3 is a high hazard dam. Downstream conditions indicate that loss of more than a few lives is probable should the structure fail. One thousand feet downstream of the dam is Raven Run Dam No. 2. Approximately 4,000 downstream Lost Creek flows under a railroad embankment and through a culvert. Ten dwellings are located immediately downstream of this culvert.

e. Ownership. Raven Run Dam No. 3 is owned by the Shenandoah Municipal Authority. Correspondence should be addressed to:

Charles Dallazia, Manager
Shenandoah Municipal Authority
26 West Lloyd Street
Shenandoah, PA 17976
717-462-1904

f. Purpose of Dam. Raven Run Dam No. 3 is used for water supply .

g. Design and Construction History. The dam was designed and construction was supervised by Heber S. Thompson, Engineer for the Girard Water Company. The dam was constructed in 1884 to 1885 by Thomas H. Rickert, a contractor located in Pottsville, Pennsylvania. The dam was originally built to impound the waters of Lost Creek, but the stream was first contaminated and finally destroyed by the mining operation of the Locust Mountain Coal Company. The Little Buck Mountain coal seam outcrops in the north arm of the reservoir and mining operations reached close to the water surface. A cave-in or crop fall occurred and water from the reservoir was lost to the mine at one point in time. In 1918 the right (north) arm embankment was constructed.

The height of the main embankment was increased by 2.5 feet in 1897.

h. Normal Operating Procedures. The north arm of the reservoir partially blocks flow into the reservoir. Water is pumped from the Ringtown reservoir into Raven Run No. 3 reservoir through a cast iron pipe. A small amount of water is drawn off the No. 3 reservoir to a small village. Excess water flows into Raven Run No. 2 Reservoir through the 6" water supply line.

1.3 Pertinent Data.

a. Drainage Area. 0.70 square miles

b. Discharge at Dam Site (cfs).

Maximum known flood at dam site	Unknown
Spillway capacity at top of dam	847
Reservoir drain	Unknown

c. Elevation (U.S.G.S. Datum) (feet). - Field survey based on assumed pool elevation of 1610.0' as shown on U.S.G.S. 7.5 minute quadrangle.

Top of dam - low point	1613.9
Top of dam - Original design height	1608.0
Maximum pool - (PMF)	1614.6
Normal pool	1610.3
Emergency spillway crest	1610.3
Streambed at centerline of dam	Approximately 1574
Maximum tailwater	1580.5
Toe of dam	Approximately 1574

d. Reservoir (feet).

Length of maximum pool (PMF)	2000
Length of normal pool	1100

e. Storage (acre-feet).

Normal pool	215
Top of dam	278

f. Reservoir Surface (acres).

Top of dam	16.8
Normal pool	14
Spillway crest	14

g. Dam.

Type	Earthfill
Length	1080'
Height	40'
Top width	10'-24'
Side slopes - upstream	3H:1V
- downstream	1.5H:1V
Zoning	Yes
Impervious core	Center section
Cutoff	Clay puddle cutoff
Grout curtain	None

h. Reservoir Drain.

Type	16" C.I. pipe
Length	Approximately 180'
Closure	Valve downstream toe
Access	Upstream toe (only)
Regulating facilities	Valve downstream toe

i. Spillway.

Type	Rectangular
Length	40'
Crest elevation	1610.3'
Upstream channel	Unrestricted (lake)
Downstream channel	Open channel (gully)

File

CONTACT DOCUMENTS

FOR

REPAINT 0.5 MILLION GALLON SHENANDOAH HEIGHTS STANDPIPE

FOR THE

MUNICIPAL AUTHORITY OF THE BOROUGH OF SHENANDOAH

SHENANDOAH, PENNSYLVANIA

PROJECT NO. 23143

JANUARY 1991

GANNETT FLEMING, INC.
WATER RESOURCES AND GEOTECHNICAL DIVISION
HARRISBURG, PENNSYLVANIA

BURKE & BUIKE
ATTORNEYS AT LAW
P. O. BOX 248
CENTRE & MAIN STREETS
SHENANDOAH, PA. 7976

STANLEY J. BURKE
WILLIAM L. J. BURKE

AREA CODE 717
TELEPHONE 462-1219

May 23, 1991,

Gannett Fleming, Inc.,
P. O. Box 1963
Harrisburg, Pennsylvania 17105-1963

Attention: Dennis W. Silbaugh, P.E.
Manager
Construction Management Section

Re: Project No. 23143.005
Repaint 0.5 Million Gallon
Shenandoah Heights Standpipe
Municipal Authority of the Borough of Shenandoah

Gentlemen:

Enclosed please find copy of Stipulation against Liens which was recorded on May 17, 1991, in the Schuylkill County Court House to No. J-1167 Term, 1991.

I assume that the contract will be forwarded to you by the Municipal Authority.

Very truly yours,

Stanley J Burke

Stanley J. Burke

SJB:kl

Enclosure

cc Municipal Authority of the Borough of Shenandoah

COPY

Gannett Fleming

STIPULATIONS AGAINST LIENS

MUNICIPAL AUTHORITY OF THE
BOROUGH OF SHENANDOAH
Owner

versus

Steve & Charlie's Painting
Contractor

In the Court of Common Pleas of
SCHUYLKILL COUNTY, Pennsylvania

Number J-1167 Term, 1991

WHEREAS, MUNICIPAL AUTHORITY OF THE BOROUGH OF SHENANDOAH, Owner herein, of Shenandoah, Pennsylvania, is about to execute contemporaneously herewith, a contract, with Steve & Charlie's Painting Contractor herein, of Bethlehem, Pennsylvania, for the REPAINT 0.5 MILLION GALLON SHENANDOAH HEIGHTS STANDPIPE.

Now, MAY 14, 1991, at the time of and immediately before the execution of the principal contract, and before any authority has been given by the said Owner to the said Contractor to commence work on the said REPAINT 0.5 MILLION GALLON SHENANDOAH HEIGHTS STANDPIPE, or purchase materials for the same in consideration of the making of said contract with Owner and the further consideration of One Dollar to Contractor paid by Owner, it is agreed that no lien shall be filed against the MUNICIPAL AUTHORITY OF THE BOROUGH OF SHENANDOAH by the Contractor, or any subcontractor, nor by any of the material men or workmen or any other person for any labor, materials purchased for extra labor or materials purchased for the construction of the said REPAINT 0.5 MILLION GALLON SHENANDOAH HEIGHTS STANDPIPE and the right to file such liens being expressly waived.

Witness, our hand and seals the day and year aforesaid.

SIGNED, SEALED AND DELIVERED

in the presence of

CONTRACTOR - Steve & Charlie's Painting

By: _____ X
Stavros Petrokehagias

By: _____ X
Charlie Kiprislis

OWNER

By: _____

Gannett Fleming

PROPOSAL

TO: MUNICIPAL AUTHORITY OF THE BOROUGH OF SHENANDOAH
SHENANDOAH, PENNSYLVANIA

FOR: REPAINT 0.5 MILLION GALLON SHENANDOAH HEIGHTS STANDPIPE

Pursuant to and in compliance with the request for bids on the above-captioned work, the undersigned offers to furnish all labor, materials, supplies, equipment, plant and other facilities, utilities and all things necessary or proper for, and to perform all work necessary or incidental to REPAINT 0.5 MILLION GALLON SHENANDOAH HEIGHTS STANDPIPE complete in every respect, in strict accordance with the Contract Documents as defined in the Specifications and any future changes therein as provided in the Contract and Specifications, and to perform all other obligations imposed by the Contract for the prices named in the following schedule:

SCHEDULE OF PRICES

Item No.	Estimated Quantities	Item Description	Total Amount Dollars & Cents
		BASE BID	
1.	Lump Sum	Blast clean and repaint 0.5 MG Shenandoah Heights Standpipe interior, Complete	$ 20,000
2.	Lump Sum	Brush-off blast clean and repaint 0.5 MG Shenandoah Heights Standpipe exterior, Complete	S.P. $ 12,200
		TOTAL BASE BID, ITEMS 1 THROUGH 2, INCLUSIVE	$ 32,200

Gannett Fleming

SUPPLEMENTAL UNIT PRICES

Supplemental unit prices shall be used during construction if the quantities defined within limits set by the Specifications and shown on the Drawings are increased or decreased by the Engineer in a manner defined hereinabove in the Information for Bidders. All labor, material, tools, equipment, and work involved in each unit of work shall be in accordance with the governing sections and Articles of these Specifications.

SCHEDULE OF SUPPLEMENTAL UNIT PRICES
FOR ADDITIONS, DEDUCTIONS, OR DELETIONS IN CONTRACT QUANTITIES

Item	Unit	Unit Price
Residual Waste Disposal Shenandoah Heights Standpipe Exterior	Lump Sum	$ 1,200
Hazardous Waste Disposal Shenandoah Heights Standpipe Exterior	Lump Sum	$ 6,500

NOTE: The cost of exterior residual waste disposal shall be included in Item No. 1. If, after the testing of the blasting debris, the debris is found to be a hazardous waste, the cost of residual waste disposal shall be deducted from the pay item, and the cost of hazardous waste disposal shall be added to the pay item, using the lump sum prices in the above supplemental unit prices.

Receipt of the following addenda is hereby acknowledged:

Addendum No. _____ Date Received: _____

Addendum No. _____ Date Received: _____

Addendum No. _____ Date Received: _____

Addendum No. _____ Date Received: _____

The presentation in the foregoing schedule of unit prices that are obviously unbalanced may be sufficient cause for rejection of the entire Proposal whether or not such Proposal is the lowest submitted.

Other additional and extra work, if any, performed in accordance with the Contract shall be paid for as provided in the Specifications.

The Specifications and all papers required thereof and submitted herewith, the Contract and all papers made part thereof by its terms, are hereby made part of this Proposal.

tory for either domestic or manufacturing use. This is due to the effective daily work of the many men employed by the city to make its water supply safe and the $166,000, spent yearly for protecting and treating the water is certainly giving excellent returns. How soon the city will demand the higher standard of a perfectly clean, clear water, free at all times from tastes and odors cannot be now determined. Filtration is the only way to secure this improvement, and as the public seems well satisfied with the supply now furnished, the expenditure of millions for filtration appears to be one that will not be undertaken for some years to come.

The present head of the Department of Water Supply, Gas and Electricity is Commissioner Nicholas J. Hayes, and the Chief Engineer of the Bureau of Water Supply is Merritt H. Smith.

Design Features and Form of Contract for Constructing a Large Earthen Water Supply Dam on Cost Plus Fee Basis

By Jacob L. Crane, Jr., and J. O. Kimmel, with Gannett, Seelye & Fleming, Consulting Engineers, Harrisburg and Erie, Pa.

On May 8, 1919, the Girard Water Co. of Pottsville, Pa., awarded a contract on the cost plus variable fee basis, for an earth fill dam and reservoir to be constructed on Whiskey Mill creek in Schuylkill county, Pennsylvania. The dam and reservoir, which will cost about $200,000, are to provide additional storage to tide the Water Company over the dry periods in summer and fall.

Layout and General Features of Water Works

The interesting layout of the water company property is shown on the accompanying map, Fig. 1. The sources of supply are Dresher's Run, upon which Reservoir No. 5 is located, Whiskey Mill creek, upon which there is a small intake connected with Reservoir No. 5 by a 16-in. gravity main, and Little Catawissa creek, upon which there is another small intake. The water of this latter creek is only used in times of drouth, the water being then pumped directly from the intake.

The water collected from these sources is pumped through the station shown just below Reservoir No. 5, against about 600 ft. head, to the top of Locust mountain into Reservoir No. 3, from which it runs into Reservoirs Nos. 2 and 4. From all three of these reservoirs it is distributed by gravity to the collieries and villages in the Shenandoah and Mahanoy valleys immediately to the south. The collieries and their connecting railroads take 86 per cent. of the water supplied by The Girard Water Company, only 14 per cent. being used for domestic purposes.

These valleys form the most productive part of the Southern Anthracite coal field, and the mining operations have made it impossible to collect surface or ground water in this area. In fact, the mining operations have extended to the top of Locust mountain, where a great stripping operation, begun in 1913, has almost entirely destroyed the watersheds formerly tributary to Reservoirs Nos. 2, 3 and 4, and will soon force the abandonment altogether of Reservoir No. 4, which is underlaid with valuable beds of coal. There is one bed of coal under Reservoirs Nos. 2 and 3, but this is comparatively thin, and the reservoirs are worth more for storage and distributing purposes than the coal. These factors drove The Girard Water Company over into the Catawissa Valley, which is purely an agricultural region, for its sources of supply, and in 1913 and 1914 the No. 5 reservoir and pumping station were built on Dresher's Run.

This reservoir impounds 312,000,000 gals., at spillway level from a watershed of only one square mile, with an average annual rainfall of 54 ins., and a mean run-off of about 45 per cent. The area of the reservoir is 41 acres and its maximum depth 51 ft., 6 ins. Reservoir No. 5, for which Mr. J. W. Ledoux of Philadelphia made the plans, is an earth fill structure with a concrete pavement on the upstream face and a cut-off wall of concrete and clay puddle at the upstream toe. The reservoir and dam, the stone house of the pumpman and the pumping station make a fine appearance as viewed from Locust mountain in the setting of this beautiful valley.

Pumping

The pumping station is equipped with three 5-stage centrifugal pumps, operating against a head of 583 ft., or a pressure of 273 lbs. per sq. inch. The pumps are driven by three 250-H.P. electric motors. A fourth unit has been ordered. With this the capacity of the plant will be 6,000,000 gals. per day. The pumps have given splendid service and up to January 1, 1919, showed but little loss of efficiency after being in operation since Sept. 16, 1914, a total of 25,710 pump hours. Since Nov. 1, 1918, however, it has been necessary to pump directly from the Little Catawissa creek, in order to conserve the supply of stored water, and as this was not contemplated when the plant was designed, the water does not pass through the screen pot, as does the water from Reservoir No. 5, nor is there an opportunity for the sediment in the water to settle. This has caused more wear to the pump parts in six months than in the previous 4 years. The use as a suction main of the long supply line from the Little Catawissa intake causes a considerable drop in the capacity of the pumps, as compared with their duty when pumping from Reservoir No. 5, from

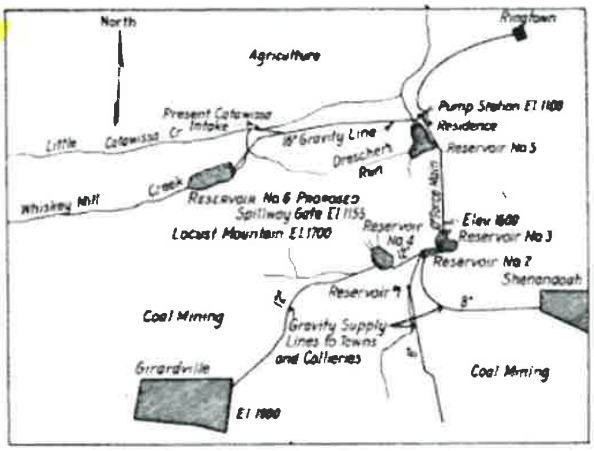


FIG. 1. MAP OF GIRARD WATER COMPANY'S RESERVOIRS AND PIPE LINES.

which water is supplied to the pumps above atmospheric pressure. The new reservoir, No. 6, will so increase the supply of stored water as to do away with the necessity of supplementing it from the Little Catawissa.

Consumption of Water

The demand for water from The Girard Water Company has increased very rapidly in recent years, as follows:

Year	Total Water Consumed
1912	444,729,136 gals.
1913	508,162,356 gals.
1914	471,287,900 gals.
1915	565,475,640 gals.
1916	830,404,236 gals.
1917	942,261,648 gals.
1918	1,057,487,984 gals.

In the studies for Dam No. 6, carefully drawn mass diagrams developed the fact that Reservoir No. 5, and the unstored waters of Whiskey Mill and Little Catawissa creeks would not provide sufficient water the year around to supply the demand in the immediate future. This is checked by the actual experience of the last four years, during which the

with house

4/6/2022

General Information

Tax Map 64-05-0281.002
Parcel Address 104 N FERGUSON STREET
SHENANDOAH, PA 17976
School District Shenandoah Valley
Municipality Shenandoah Borough

Legal Information

Front Of Lot:
Depth:
Unit of Front:
Acres: 0.05
Land Use Type: 604
Roll Section: 8
Assessment Property Class: CX

(Assessment Property Class is NOT a Zoning Classification. Contact the appropriate Municipal Zoning Officer for Zoning Info.)

Current Ownership Information

Owner Name	Owner Address	Deed Bk/PG	Sale Date
SHENANDOAH BORO MUN AUTHY	28 W LLOYD ST SHENANDOAH, PA 17976	1289/0341	5/3/1980

Bill To Information

Owner Name	Owner Address
SHENANDOAH BORO MUN AUTHY	28 W LLOYD ST SHENANDOAH, PA 17976

Value Data

BASE YEAR: 1996

Base Year Value		Assessed Value	
Land:	4500	Land:	2250
PA Ag Land:		PA Ag Land:	
Misc Structures:		Improvements:	4850
Buildings:	9700	Total:	7100
Total:	14200		

Status

Clean & Green: N
Homestead: N

Site Information

Site: L
Terrain:
Water Type: P
Sewer Type: S
Natural Gas: N
Road Type: P
Location Type: SPOT
Road Access: C
Sidewalk: Y
Fronting: RES
Rail Access: N

Sales History

Hide Sales History

Deed Book	Deed Page	Sale Date	Vacant /Improved	Sale Price	Quals	Grantor	Grantee
1041	1192	12/20/1962	v	$	n		EDWARDS, E ETAL
1289	0341	5/3/1980	v	$	u	SHENANDOAH BORO MUNICIPAL AUTH	SHENANDOAH BORO MUN AUTHY

Building Information

Hide Buildings

Building (comm) 1 of 1

Stories:		Finished Basement:		Total Living Area:	
Total Rooms:		Attic with Stairs		Total Perimeter:	
Bed Rooms:		Dug Basement %:		Exterior Wall 1:	
Family Rooms:		Year Built:	1938	Exterior Wall 2:	
Full Baths:		Effective Age:	1938	# of Car Garage:	
Half Baths:		Exterior Condition:		Sq. Ft of Garage:	
Heating Type:		Interior Condition:		Sq. Ft. Encl. Porch:	
Fireplace Count:		House Grade:		Building Value:	9698
Central Air:		Building Use Code:	12		
Sketch Floor:	01	Unfinished Basement:	None	Heating Type:	None
Floor Type/Finish:	Cement	Interior Wall:	Unfinished	Class of Construction:	D
Commercial Grade:	D - Low Quality	Exterior Wall:	Brick		

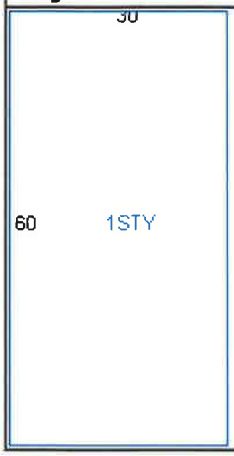
Miscellaneous Structures

Hide Structures

No Miscellaneous Structures Found

Sketches	Hide Sketches

Image Id:69064-0



Pictures	Hide Pictures

Pictures: 1



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Business (Http://Www.Philly.Com/Business)

Aqua America buys Gilbertsville's Superior Water Co. for $16.8M

Updated: JANUARY 6, 2016 — 1:08 AM EST

by **Andrew Maykuth**, Staff Writer @Maykuth (http://twitter.com/@Maykuth) | amaykuth@phillynews.com (mailto:amaykuth@phillynews.com)

Aqua America Inc., of Bryn Mawr, has acquired a private Montgomery County water utility that serves a growing part of Southeastern Pennsylvania.

Aqua's Pennsylvania subsidiary bought Superior Water Co. Inc. in Gilbertsville for $16.8 million in stock Monday. Superior's five water systems serve 3,868 customers in Berks, Chester, and Montgomery Counties.

The Pennsylvania Public Utility Commission, which approved the merger Sept. 17, said the ownership change will be transparent to Superior's customers, who will continue to receive service under the same rates and terms.

The agreement provides for Superior to be operated as Aqua's subsidiary. The companies said the merger would provide economies of scale that would multiply as Superior is folded into Aqua.

Last year, North Coventry Water Authority, whose Chester County territory adjoins Superior's Suburbia water system, protested, then dropped its opposition of the merger. North Coventry said state environmental regulators had found "persistent" water-quality violations in Suburbia's system.

Aqua spokeswoman Donna Alston said there are no longer problems. "Currently, all of the Superior water systems are compliant with state environmental regulations," she said.

Aqua serves three million people in eight states, including 420,000 connections representing a population of 1.4 million in 31 Pennsylvania counties. Last year, it acquired 16 systems that added 10,588 connections to its base.

amaykuth@phillynews.com (mailto:amaykuth@phillynews.com)

215-854-2947 @maykuth

Read more by **Andrew Maykuth**

Published: January 5, 2016 — 5:44 PM EST | **Updated:** January 6, 2016 — 1:08 AM EST

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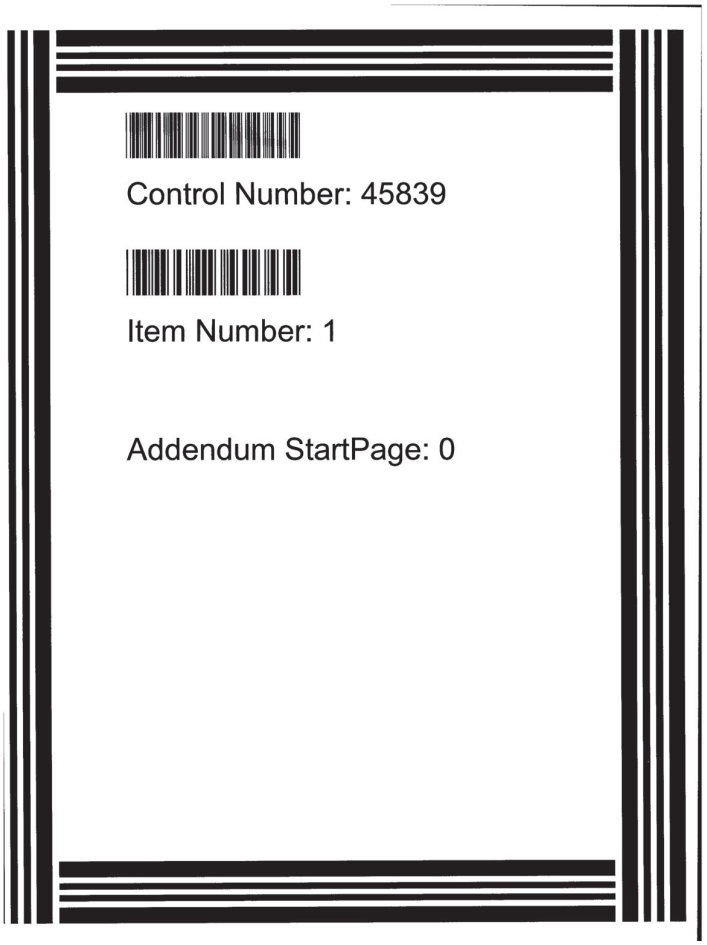

Application for Sale, Transfer, or Merger of a Retail Public Utility

Pursuant to Chapter 13.251 of the Texas Water Code

Docket Number: 45839

(this number will be assigned by the Public Utility Commission after your application is filed)

7 copies of the application, including the original, along with one copy of the portable electronic storage medium (such as CD or DVD) containing the GIS data shall be filed with

Public Utility Commission of Texas
Attention: Filing Clerk
1701 N. Congress Avenue
P.O. Box 13326
Austin, Texas 78711-3326

RECEIVED
2016 APR 11 AM 10:35
PUBLIC UTILITY COMMISSION FILING CLERK

No later than seven days after filing the application for the boundary change, provide a copy of each paper map and a portable electronic storage medium (such as CD, flash drive or DVD) containing complete and identical data to the portable electronic storage medium submitted above to

Texas Natural Resources Information System
1700 N. Congress Ave, Room B40
Austin, Texas 78701

TABLE OF CONTENTS

Part A – General Information 2
Part B – Current Service Provider or Seller Information 2
Part C – Purchaser or Transferee Information 3
Part D – Historicial Financial Information 9
Part E – Projected Information 12
Part F – Public Water System Information 16
Part G – Oaths and Notices 18

Part A – General Information

*RN# [ ] *CN# [ ] * (PRIOR TCEQ ID numbers)

1. Proposed action of application (check all the boxes that apply):
   - [ ] Sale of [X] All [ ] Portion of the [X] Water system(s) under CCN No.: 13125
   - [X] Acquisition [ ] Sewer system(s) under CCN No.:
   - [ ] Lease/Rental

   [X] Transfer of [X] All [ ] Portion of the [X] Certificated water service area – CCN No.: 13125
   [ ] Certificated sewer service area – CCN No.:

   If only a portion of a system or certificated service area is affected by this transaction, please specify the areas or subdivision involved:

   N/A

   and to:
   - [ ] Obtain a CCN for the transferee (purchaser) – indicate if purchaser will take the seller's CCN
   - [X] Amend the transferee's CCN No.: 13118
   - [ ] Merge or consolidate public utilities
   - [ ] Cancel CCN of the transferor (seller)

2. Proposed effective date of this transaction: 9/1/2016
   (Must be at least 120 days after proper notice is provided)

Part B – Current Service Provider or Seller Information

☞ **Questions 3 through 5 apply to the transferor (current service provider or seller)**

3. For the current CCN holder or service provider please indicate:
   A. Name: Security State Bank and Trust
   (Individual, Corporation or Other Legal Entity)

   who is a(n):of [ ] Individual [X] Corporation [ ] WSC [ ] HOA or POA [ ] Other [ ]

   B. Utility Name (if different than above): [ ]
   Address: 607 N. Main Street, Boerne, Texas 78006-1621 Telephone: (AC) (830) 249-9292

   C. Contact person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney or accountant.
   Name: Bret W. Fenner Title: Engineer
   Address: 913 Hyde Park DR., Round Rock, TX 78665 Telephone: (AC) (512) 264-9124

Fax: (512) 692-1967 Email: bretfenner@yahoo.com

4. About the last rate increase for the system or facilities being transferred:
   A. What was the effective date of the last rate increase? 6/10/2011

   B. Was notice of this increase provided to the Public Utility Commission of Texas (commission or PUC) or a predecessor regulatory authority?
   [ ] No [X] Yes- Application/Docket Number: TCEQ Docket No. 36937-S Date June 6, 2011

5. Please provide a list of all customers affected by this transaction who have deposits held by the transferor or seller utility, if any, and include the following information (attach additional sheets if necessary):

Name and Address of Utility Customer	Date of Deposit	Amount of Deposit	Amount of Unpaid Interest on Deposit
(Utility does not have any customer deposits)			

Part C – Purchaser or Transferee Information

☞ **Questions 6 through 16 refer to the transferee or purchaser.**

6. For the person or entity acquiring the facilities and/or CCN:
   Applicant: Bandera East Utility, LP.
   (Individual, Corporation, or Other Legal Entity)
   Utility Name: [ ]
   (If different than above)
   Utility Address: P.O. Box 2501, Boerne, TX 78006
   Fax: [ ] Email: [ ] Telephone (AC): (830) 537-5755
   CCN Numbers held prior to the filing of this application: 13118

7. Check the appropriate box and provide information regarding the legal status of the transferee applicant:
   - [ ] Individual
   - [ ] Home or Property Owners Association
   - [ ] Partnership; attach copy of partnership agreement
   - [X] Corporation; provide charter number as recorded with the Office of the Secretary of State for Texas: 801792893
   - [ ] Non-profit, member owned, member-controlled Cooperative Corporation (Article 1434(a) Water Sewer Service Corporation); provide charter number:

- [ ] Municipally-owned utility
- [ ] District (MUD, SUD, WCID, etc.)
- [ ] County
- [ ] Other (please explain): [ ]

8. If the applicant is an *Individual* or sole proprietorship, provide the following information. If not, skip to the next question.

Name:		Email	
Address			
Telephone (AC):		Fax (AC):	

9. If the applicant is other than an *Individual*, provide the following information regarding the officers or partners of the legal entity applying for the transfer. You must complete either question 8 or question 9, whichever applies to the transferee applicant.

•Name:	John Mark Matkin	Telephone (AC):	(830) 537-5755
Address:	P.O. Box 2501, Boerne TX 78006		
Position:	President	Ownership % (if applicable):	100.00%
•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%
•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%
•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%
•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%
•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

– Attach additional sheet(s) if necessary –

☞ **Important:** • If the applicant is a for-profit corporation, please provide a copy of the corporation's "Certification of Account Status" from the State Comptroller Office. This "Certification of Account Status" can be obtained from: (See Attached Account Status)

Texas Comptroller of Public Accounts
P. O. Box 13528, Capitol Station
Austin, Texas 78711
1-800-252-5555

- If the applicant is an Article 1434a water supply or sewer service corporation or other non-profit corporation, please provide a copy of the Articles of Incorporation and By-Laws.

10. Contact person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney or accountant.

Name:	Bret W. Fenner, P.E.	Title:	Engineer
Address:	913 Hyde Park DR., Round Rock, TX 78665	Telephone (AC):	(512) 264-9124
Fax #	(512) 692-1967	Email	bretfenner@yahoo.com
Relationship to the applicant:	None		

☞ **IF THERE ARE MORE THAN TWO PARTIES INVOLVED IN THIS TRANSACTION, PLEASE ATTACH SHEETS PROVIDING THE INFORMATION REQUIRED IN QUESTION 6 THROUGH QUESTION 10 FOR EACH PARTY**

11. Please respond to each of the following questions. Attach additional sheets if necessary.

A. Describe the experience and qualifications of the applicant to provide adequate utility service to the requested area

The applicant will manage and operate this utility along with other utilities it operates in the region. The applicant is a local company which owns and operates a number of water and wastewater systems in the region. The applicant will maintain this utility in compliance with the rules and regulations of the TCEQ, as well as federal and local laws, rules and regulations.

B. Has the applicant acquiring the CCN or facilities or an affiliated interest of the applicant been under enforcement action by the PUC, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG) or the Environmental Protection Agency (EPA) in the past for noncompliance with rules, orders or State Statutes? [ ] Yes [X] No

If yes, please attach copies of any correspondence with these regulatory agencies concerning these enforcement actions and describe any actions and efforts to comply with those requirements. Attach additional sheets if needed.

C. Describe the source and availability of funds required to make the planned or required improvements, if any, to meet minimum requirements of the TCEQ and PUC and ensure continuous and adequate service.

The utility has the financial capability to make improvements from cash flow generated from its operation and ownership of both water and sewer utilities in the local region.

D. Describe the anticipated impact of this transaction on the quality of utility service and explain any anticipated changes in the quality of service.

There will be an impact on the quality of utility service, as the applicant has an other operatiions located in the region and will be able to response quickly to emergencies.

E. How will the transaction serve the public interest?

The applicant will maintain this utility in compliance with the rules and regulations of the PUC, TCEQ, as well as federal and local laws, rules and regulations.

12. Please describe the nature of the proposed transaction:

The purpose of this transaction is for Bandera East Utility, LP to purchase the water assets of the Latigo Ranch Subdivision (PWS No. 0100096) and to transfer this water service area to to Bandera East Utility, LP. CCN service area. (See attached Commercial Contract Between the Parties)

13. If the transferee applicant is an Investor Owned Utility (IOU) and will be under the rate jurisdiction of the PUC, please provide the following information. Water supply or sewer service corporations and political subdivisions of the state should mark this section N/A:

A.
- Total Purchase Price: $ 80,000.00
- Total Original Cost (as recorded on books of seller or merging entity): $ 80,000.00
- Accumulated Depreciation as of the proposed effective date of the transaction: $ 0.00
- Contributions in Aid of Construction:
  - Specific surcharges approved by TCEQ or PUC: $ 0.00
  - Revenues from explicit customer agreements: $ 0.00
  - Developer Contributions (please explain):

None

  - Other Contributions (please explain):

None

Total Contributions in Aid of Construction $ 0.00

- Net Book Value: $ 80,000.00

☞ If the Original Cost or any of the above items has been established in a rate case proceeding by the PUC, the TWC or the TCEQ, please provide the Application/Docket Number and date:

Application/Docket Number: N/A Date:

☞ If the applicant is not under the rate jurisdiction of the TCEQ, only the purchase price and information related to Contributions in Aid of Construction is required.

Please provide any other information concerning the nature of the transaction you believe should be given consideration if not explained elsewhere in the application. [attach additional sheet(s) if necessary]:

This application is only for the purchase and transfer of the existing water service area. No additional service area is being requested.

C. Complete the following proposed entries listed below as shown in books of purchasing (or surviving) company. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations.

Utility Plant in Service:	$ 80,000.00
Plant Acquisition Adjustment:	$ 0.00
Extraordinary Loss on Purchase:	$ 0.00
Accumulated Depreciation of Plant:	$ 0.00
Cash:	$ 0.00
Notes Payable:	$ 0.00
Mortgage Payable:	$ 0.00
Others (please list):	N/A

As the purchaser, I understand that it is **my responsibility** in any future rate proceeding to provide written evidence and support for the original cost and installation date of all facilities used and useful for providing utility service.

Purchaser's Initials: JM Date: 3/23/2016

14. Please indicate the proposed effect of this transaction on the rates to be charged to the affected customers:

[X] All the customers will be charged the same rates as they were charged before the transaction.
[ ] Some [ ] All customers will be charged different rates than they were charged before the transaction.

If rates are changing, please explain:

No change in the rates charged customers will results from this transaction.

[ ] Applicant is an IOU and intends to file with the commission or municipal regulatory authority an application to change rates of some/all of its customers as a result of this transaction. If so, please explain:

[ ] Other. Please explain:

15. List all neighboring water and /or sewer utilities, cities, and political subdivisions providing the same service within two (2) miles of area affected by this proposed transaction. This information should be available from the water utility database (WUD) or Applicant's licensed water operator.

(See Attached List)

16. Financial, Managerial and Technical information for the acquiring entity.

Part D – Historical Financial Information

HISTORICAL BALANCE SHEETS	CURRENT YEAR (A)	A-1 YEAR	A-2 YEAR	A-3 YEAR	A-4 YEAR	A-5 YEAR
CURRENT ASSETS						
Cash						
Accounts Receivable						
Inventories						
Income Tax Receivable						
Other						
Total						
FIXED ASSETS						
Land						
Collection/Distribution System						
Buildings						
Equipment						
Other						
Less: Accum. Depreciation or Reserves						
Total						
TOTAL ASSETS						
CURRENT LIABILITIES						
Accounts Payable						
Notes Payable, Current						
Accrued Expenses						
Other						
TOTAL						
LONGTERM LIABILITIES						
Notes Payable, Long-term						
Other						
TOTAL LIABILITIES						
OWNER'S EQUITY						
Paid in Capital						
Retained Equity						
Other						
Current Period Profit or Loss						
TOTAL OWNER'S EQUITY						
TOTAL LIABILITIES AND EQUITY						
WORKING CAPITAL						
CURRENT RATIO						
DEBT TO EQUITY RATIO EQUITY TO TOTAL ASSETS						

See Attached Financial Statements

HISTORICAL INCOME STATEMENT	CURRENT YEAR (A)	A-1 YEAR	A-2 YEAR	A-3 YEAR	A-4 YEAR	A-5 YEAR
METER NUMBER						
Existing Number of Taps						
New Taps Per Year						
Total Meters at Year End						
METER REVENUE						
Fees Per Meter						
Cost Per Meter						
Operating Revenue Per Meter						
GROSS WATER REVENUE						
Fees						
Other						
Gross Income						
OPERATING EXPENSES						
General & Administrative						
Interest						
Other						
NET INCOME						

See Attached Financial Statements

HISTORICAL EXPENSE DETAIL	CURRENT YEAR (A)	A-1 YEAR	A-2 YEAR	A-3 YEAR	A-4 YEAR	A-5 YEAR
GENERAL/ADMINISTRATIVE EXPENSES						
Salaries						
Office Expense						
Computer Expense						
Auto Expense						
Insurance Expense						
Telephone Expense						
Utilities Expense						
Depreciation Expense						
Property Taxes						
Professional Fees						
Other						
Total						
% Increase Per Year						
OPERATIONAL EXPENSES						
Salaries						
Auto Expense						
Utilities Expense						
Depreciation Expense						
Repair & Maintenance						
Supplies						
Other						
Total						
% Increase Per Year						
ASSUMPTIONS						
Interest Rate/Terms						
Utility Cost/gal.						
Depreciation Schedule						
Other						

See Attached Financial Statements

Part E – Projected Information

PROJECTED BALANCE SHEETS

	START UP	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
CURRENT ASSETS						
Cash						
Accounts Receivable						
Inventories						
Income Tax Receivable						
Other						
Total						
FIXED ASSETS						
Land						
Collection/Distribution System						
Buildings						
Equipment						
Other						
Less: Accum. Depreciation or Reserves						
Total						
TOTAL ASSETS						
CURRENT LIABILITIES						
Accounts Payable						
Notes Payable, Current						
Accrued Expenses						
Other						
Total						
LONGTERM LIABILITIES						
Notes Payable, Long-term						
Other						
TOTAL LIABILITIES						
OWNER'S EQUITY						
Paid in Capital						
Retained Equity						
Other						
Current Period Profit or Loss						
TOTAL OWNER'S EQUITY						
TOTAL LIABILITIES AND EQUITY						
WORKING CAPITAL						
CURRENT RATIO						
DEBT TO EQUITY RATIO						
EQUITY TO TOTAL ASSETS						

See Attached Financial Statements

PROJECTED INCOME STATEMENT

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
METER NUMBER						
Existing Number of Taps						
New Taps Per Year			See Attached Financial Statements			
Total Meters at Year End						
METER REVENUE						
Fees Per Meter						
Cost Per Meter						
Operating Revenue Per Meter						
GROSS WATER REVENUE						
Fees						
Other						
Gross Income						
OPERATING EXPENSES						
General & Administrative						
Interest						
Other						
NET INCOME						

PROJECTED EXPENSE DETAIL

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
GENERAL/ADMINISTRATIVE EXPENSES						
Salaries						
Office Expense						
Computer Expense			See Attached Financial Statements			
Auto Expense						
Insurance Expense						
Telephone Expense						
Utilities Expense						
Depreciation Expense						
Property Taxes						
Professional Fees						
Other						
Total						
% Increase Per Year	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
OPERATIONAL EXPENSES						
Salaries						
Auto Expense						
Utilities Expense						
Depreciation Expense						
Repair & Maintenance						
Supplies						
Other						
Total						
% Increase Per Year	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
ASSUMPTIONS						
Interest Rate/Terms						
Utility Cost/gal.						
Depreciation Schedule						
Other						

PROJECTED SOURCES AND USES OF CASH STATEMENTS

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
SOURCES OF CASH						
Net Income						
Depreciation (If Funded)						
Loan Proceeds			See Attached Financial Statements			
Other						
Total Sources						
USES OF CASH						
Net Loss						
Principle Portion of Pmts.						
Fixed Asset Purchase						
Reserve						
Other						
Total Uses						
NET CASH FLOW						
DEBT SERVICE COVERAGE						
Cash Available for Debt						
SERVICE (CADS)						
Net Income (Loss)						
Depreciation, or Reserve Interest						
Total						
REQUIRED DEBT SERVICE (RDS)						
Principle Plus Interest						
DEBT SERVICE COVERAGE RATIO						
CADS Divided by RDS						

Part F – TCEQ Public Water or Sewer System Information

☞ Please answer questions 17 through 22 on a different sheet for each physically Distinct system being transferred or acquired.

17. A. For Water Systems. TCEQ Public Water System Identification Number: 1 6 3 0 0 4 5

Date of last inspection: November 3, 2008

B. For Wastewater Systems:

-TCEQ Discharge Permit Number: W Q ____ - ____
-Name of Permitee:
-Date of application to transfer Discharge Permit submitted:
-Date of application to transfer Discharge Permit approved by TCEQ:

18. A. Are any improvements required to meet TCEQ or PUC standards? ☐ Yes ☒ No. If yes, please explain:

B. Is there a moratorium on new connections? ☐ Yes ☒ No. If yes, please explain:

C. Provide details of each required major capital improvement to correct the deficiencies and meet the TCEQ or PUC standards (attach additional sheets if necessary):

Description of the Required Improvement	Schedule to Complete	Estimated Cost
None		

19. Does the system being transferred operate within the city limits of a municipality or within district boundaries? ☐ Yes ☒ No

If yes, indicate the number of customers within the city limits or district boundaries:
Water Sewer

☞ Attach copy of franchise agreement or consent letter from the city or district.

20. Do you currently purchase water or sewer treatment capacity from another source? [ ] Yes [X] No
[ ] Water [ ] Sewer Purchased on a [ ] Regular [ ] Seasonal [ ] Emergency Basis

- Source: [ ] % of total supply: 0.00%

21. List the number of existing connections to be effected by this transaction.

Water				Sewer	
	-Non Metered		-2"meter	-Residential Connection	
20	-5/8" or 3/4" meter		-3" meter	-Commercial Connection	
	-1" meter		-4" meter	-Industrial Connection	
	-1 1/2" meter		-Other	-Other	
	Total Water Connections:	20		Total Sewer Connections	0

20. Has the system reached 85% of its capacity based on TCEQ's minimum requirements? [ ] Yes [X] No
If yes, please explain what steps are being taken to address the capacity issues:

23. List the name, class, and license number of the operator(s) that will be responsible for the system:

Name	Class	License#
Stan Scott	C - Ground water	WG0007965

24. Attach the following maps with each copy of the application: (See Attached Maps)
a. One small scale map clearly showing affected service area with enough detail to accurately locate the area if the application is for the transfer of all or a portion of a CCN.
b. One large scale map showing the proposed service area boundaries being sold, transferred, or merged and, if available, the existing and proposed facilities. Color coding should be used to differentiate existing from proposed facilities. Facilities and service area boundaries should be shown with such exactness that they can be located on the ground. If transferring area not currently in a CCN or a portion of an existing CCN area please attach the following hard copy maps with each copy of the application:
1. A general location map delineating the proposed service area with enough detail to accurately locate the proposed area within the county.
2. A map showing only the proposed area by:
i. metes and bounds survey certified by a licensed state or registered professional land surveyor; or
ii. projectable digital data with metadata (proposed areas should be in a single record and clearly labeled, data disk should be included); or
iii. following verifiable natural and man-made landmarks, or
iv. a copy of recorded plat map with metes and bounds.
3. A written description of the proposed service area.

BusinessWire
A Berkshire Hathaway Company

ILLINOIS AMERICAN WATER

Illinois American Water Acquires Village of Ransom Water System

Acquisition will add about 170 new water customers in Streator District

April 26, 2016 03:24 PM Eastern Daylight Time

RANSOM, Ill.--(BUSINESS WIRE)--Illinois American Water President Bruce Hauk, today announced the Company's acquisition of the Village of Ransom water system. The purchase of the system adds approximately 170 customers to the Company's customer base in the Streator District and serves a population of nearly 370 residents.

The Village of Ransom Board voted in favor of the sale on Sept. 9, 2015 and the Illinois Commerce Commission (ICC) approved the sale for $175,000 on Feb. 24, 2016. Today, Illinois American Water acquired the water system.

"We look forward to investing in the Village of Ransom and ensuring customers have access to quality water service," said Hauk. "We are excited to join and contribute to the Ransom community."

Acting Village of Ransom President Matt Hauser is also enthusiastic in his support of the acquisition. He said, "We are looking forward to Illinois American Water joining our community and helping us meet our water needs. Their knowledge and ability to provide reliable water service to our residents is an investment in our public health and economic future."

Currently the drinking water in Ransom has exceedingly high levels of Radium. Bottled water will continue to be distributed at Village Hall until the Village of Ransom is connected to Illinois American Water's Streator District water distribution system. This investment of approximately $2 million to install 10 miles of water main will ensure quality drinking water that meets all EPA requirements. Barring no unforeseen circumstances, this project is expected to be completed by the end of 2016.

Additional information will be provided to customers in an Illinois American Water welcome packet in the mail. This packet will include information about online account management, billing and more. Typical water service customers use between 4,500 and 6,000 gallons of water per month. A Village of Ransom customer using 5,000 gallons a month will pay approximately $45 for water service. This is a decrease of about $8 a month.

The appraisal process used for the Ransom water system was conducted under the supervision of the Illinois Commerce Commission (ICC) and established as part of the Illinois Water Systems Viability Act. According to Hauk, this new law gives communities an alternative to value their water and/or wastewater system when considering being acquired by an investor-owned water utility. He said, "Previous law only allowed the investor-owned water or sewer utility to pay the original cost minus depreciation to acquire a small system, public or private. Because of this, systems were deprived of receiving adequate value for their system."

The Ransom water system will be incorporated into the company's Streator District, which currently serves residents in Streator, Kangley, Reading, Dana, Long Point and Ancona.

About Illinois American Water

Illinois American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor-owned water utility in the state, providing high-quality and reliable water and/or wastewater services to approximately 1.2 million people. American Water also operates a customer service center in Alton and a quality control and research laboratory in Belleville. American Water is the largest and most geographically diverse publicly traded U.S. water and wastewater utility company. Marking its 130th anniversary this year, the company employs 6,700 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to an estimated 15 million people in 47 states and Ontario, Canada. More information can be found by visiting www.amwater.com.

Contacts
Illinois American Water
Karen Cotton
External Affairs Manager
309-566-4126

POCONO RECORD

Tobyhanna sewer system sale

By David Pierce
Pocono Record Writer
Posted Apr 30, 2016 at 11:58 AM
Updated Apr 30, 2016 at 11:58 AM

Aqua America buys municipal operation for $5.5 million

Tobyhanna Township is about to get out of the sewage collection and treatment business through a $5.5 million sale of its system to Aqua America.

Tobyhanna Township supervisors unanimously approved sale of the Blakeslee treatment plant, sewer lines and pump station in February. Aqua — which has operated the system for the past 18 months under a management contract with the township — will receive all future revenue generated from about 800 residential and commercial customers.

The dormant Tobyhanna Township Sewer Authority has scheduled a 2016 reorganizational meeting and vote Monday to ratify the assets purchase agreement by Aqua Pennsylvania Wastewater, Inc. This will be the sewer authority's first, and presumably last, meeting of the year. The authority met once last year, Tobyhanna Township Manager Phyllis Haase said.

The sale also requires regulatory approval from the Pennsylvania Public Utility Commission before becoming final.

The township has held public hearings and discussions on possible sale of the plant for at least the past 18 months, Haase said. One other private company investigated possible purchase of the system, but Aqua was the only company to make an offer, according to minutes of a February supervisors' meeting posted on the township website.

An outside company performed a financial analysis for the township, to determine the sewage system's value.

The sale will relieve the township of a financial burden, Haase said. Tobyhanna has an outstanding $4.2 million note on the system, in addition to costs related to reconstruction of a treatment building.

"We still have a note on the plant," Haase said. "It's not like we're walking away with $5.5 million."

Even with ownership of the system, Aqua America will still have to meet provisions of the township's Act 537 plan, which sets regulations for how and where sewage is collected and treated. The 537 plan also is subject to approval by the state Department of Environmental Protection.

Customers shouldn't notice any changes in the quality of service due to the sale, Aqua America spokeswoman Gretchen Toner said.

"We don't plan any changes to the staff, and the rates will stay the same upon acquisition," Toner said. "Any future rate changes would be part of a broader Aqua rate request and set and approved by the state Public Utility Commission."

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PENNSYLVANIA AMERICAN WATER

Pennsylvania American Water Signs Agreement to Acquire New Cumberland Wastewater System

May 05, 2016 11:03 AM Eastern Daylight Time

HERSHEY, Pa.--(BUSINESS WIRE)--Pennsylvania American Water, a subsidiary of American Water (NYSE: AWK), announced today that it has signed an agreement to acquire the wastewater assets of the Borough of New Cumberland in Cumberland County. The total value of the transaction is approximately $23 million.

Pennsylvania American Water and the Borough will seek approval of the acquisition from the Pennsylvania Public Utility Commission and other necessary approvals from the Pennsylvania Department of Environmental Protection. The signing of the purchase agreement is the culmination of negotiations between Pennsylvania American Water and Borough officials since the Borough Council unanimously voted in March to accept the company's proposal. The Borough initially issued a request for bids in January 2016, for the potential acquisition of its wastewater system.

"Our company and our employees have been the water service provider for this community for many, many years, and we are excited for the opportunity to be the future provider of wastewater service to our New Cumberland customers," said Pennsylvania American Water President Kathy L. Pape. "We look forward to providing the technical expertise and financial resources needed to ensure the system meets all the environmental compliance challenges it will face in the future."

The New Cumberland wastewater system serves approximately 3,100 customers.

Pape said long-term rate stability is one of the most important benefits for wastewater customers, who faced significant rate increases if the Borough continued to operate the system. Under the purchase agreement, Pennsylvania American Water will not change wastewater rates any earlier than January 1, 2018, with a maximum 2.5 percent increase in both 2018 and 2019. The company's rates are regulated by the Public Utility Commission and future rate changes would have to be reviewed and approved by the PUC.

Pennsylvania American Water's purchase of the sewer system will enable the Borough to eliminate all debt, which is approximately $16 million, by retiring outstanding bonds within the next three years.

Pennsylvania American Water has also committed to invest $2 million in wastewater and/or water improvements within New Cumberland over the next five years. The company will partner with the Borough to identify areas where aging wastewater and water facilities can be replaced in conjunction with street and sidewalk improvements.

Pape said upon closing the acquisition that "we look forward to welcoming the Borough's five wastewater employees to the Pennsylvania American Water team." All active employees will be offered jobs, subject to standard pre-employment screening.

The company expects to close the transaction by the end of 2016, pending regulatory approvals.

Pennsylvania American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor-owned water utility in Pennsylvania, providing high-quality and reliable water and/or wastewater services to approximately 2.3 million people. Founded in 1886, American Water is the largest publicly traded U.S. water and wastewater utility company. Marking its 130th anniversary this year, the company employs more than 6,700 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to an estimated 15 million people in 47 states and Ontario, Canada. More information can be found at www.amwater.com.

Contacts
Pennsylvania American Water
Terry Maenza
T: 610-670-7789 ext. 1009
M: 610-849-6484
terry.maenza@amwater.com

Tweets by @paamwater

PA American Water
@paamwater
UPDATE: Work along Green Ridge Street has been postponed. Our contractor will be onsite beginning Monday, June 5... fb.me/102G2mYOu
2h

PA American Water
@paamwater
We're a day early for a #TBT, but a customer in Wilkes-Barre shared this water bill from January 1922 from the... fb.me/1n6DB6SmQ
21h

PA American Water
@paamwater
SCRANTON: Traffic restrictions will be in place along Green Ridge Street beginning tomorrow as contractors begin... fb.me/1AQsgtXmi
30 May

#Hashtags

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PCOR Water USA ompletes Willow alley Water ompany cquisition

Marketwired May 9, 2016

PHOENIX, ARIZONA--(Marketwired - May 9, 2016) - EPCOR Water (USA) Inc. (EPCOR USA), a wholly owned subsidiary of EPCOR Utilities Inc. (EPCOR), has completed the previously announced acquisition of Willow Valley Water Company (Willow Valley).

"Willow Valley complements our existing regional footprint in northwestern Arizona and is a natural step as we continue to expand our business," said Joe Gysel, President of EPCOR USA. "We believe that our focus on customer service and operational excellence will benefit the customers of Willow Valley, now and in the future."

Through its Arizona subsidiary EPCOR Water Arizona Inc., EPCOR USA acquired substantially all of the assets and operations of Willow Valley Water Company for approximately US$2.27 million. The acquisition has received regulatory approval from the Arizona Corporation Commission.

Willow Valley provides water service to approximately 1,600 customer connections in the Bullhead City area, a service territory approximately 10 miles south of EPCOR USA's Mohave and North Mohave water districts.

With the acquisition of Willow Valley, EPCOR USA now provides water service to more than 21,000 connections in Mohave County. EPCOR USA also provides wastewater service to approximately 1,560 connections in Fort Mohave.

Willow Valley is the company's sixth acquisition since entering the United States. In 2011, the company acquired Chaparral City Water Company, followed by the 2012 acquisition of American Water's Arizona and New Mexico assets and operations. In 2013, EPCOR USA acquired North Mohave Valley Corporation in Arizona and Thunder Mountain Water Company in New Mexico, as well as the existing agreements and master-planning responsibilities to provide wastewater and recycled water services to a 7,000-acre development corridor in Glendale, Arizona.

Today, EPCOR USA is the largest, private regulated water utility in Arizona and New Mexico, providing water and wastewater service to

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Symbol	Last Price	Change	% Ch
ALE ALLETE, Inc.	73.26	-0.13	-0.
AQN Algonquin Power & Utilities Corp.	10.46	0.13	1.
AGR Avangrid, Inc.	45.63	0.20	0.
YHOO Yahoo! Inc.	50.63	0.31	0.
DUK Duke Energy Corporation	85.72	0.04	0.
AEP American Electric Power Company, Inc.	72.06	0.28	0.
EMA.TO Emera Incorporated	48.63	0.45	0.

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meaning of Canadian securities laws as it relates to anticipated financial performance, events or strategies. When used in this context, words such as "will", "anticipate", "believe", "plan", "intend", "target" and "expect" or similar words suggest future outcomes. The purpose of forward-looking information is to provide investors with management's assessment of future plans and possible outcomes and may not be appropriate for other purposes. Forward-looking information in this news release includes expectations regarding the timing of regulatory approval of the acquisition.

These statements are based on the assumptions and analyses made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate. Readers are cautioned not to place undue reliance on forward-looking statements as actual results could differ materially from the plans, expectations, estimates or intentions expressed in the forward-looking statements. Except as required by law, EPCOR disclaims any intention and assumes no obligation to update any forward-looking statement even if new information becomes available, as a result of future events or for any other reason.

About EPCOR Water USA

EPCOR USA is an indirect, wholly owned subsidiary of EPCOR Utilities Inc. Headquartered in Phoenix, Arizona, EPCOR USA's wholly owned subsidiaries build, own and operate water and wastewater treatment facilities and infrastructure in the southwestern United States. EPCOR USA is the parent company of EPCOR Water Arizona Inc.

About EPCOR Utilities Inc.

EPCOR's wholly owned subsidiaries build, own and operate electrical transmission and distribution networks, water and wastewater treatment facilities and infrastructure in Canada and the United States. The Company's subsidiaries also provide electricity and water services and products to residential and commercial customers. EPCOR, headquartered in Edmonton, is an Alberta top 70 employer. EPCOR's website address is www.epcor.com.



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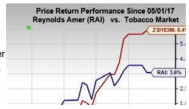

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AimLoan.com	3.637%	3.500% at 1.100 pts Thu Jun 1	Est payment: $1,302 Lender fees: $1,677 State Lic # 413-0477 NMLS # 2890
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Product: 30 Year Fixed Refi, All Points
Loan Amount: $290,000
Search Criteria: 20% down, 740+ credit score

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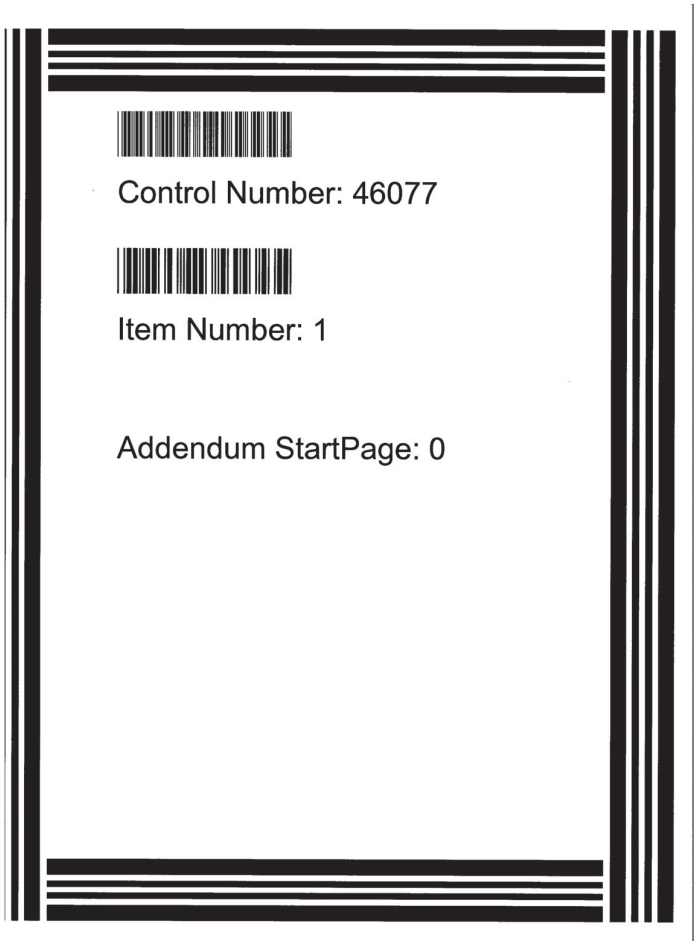


Application for Sale, Transfer, or Merger of a Retail Public Utility
Pursuant to Chapter 13.251 of the Texas Water Code

Docket Number: 46077

(this number will be assigned by the Public Utility Commission after your application is filed)

7 copies of the application, including the original, along with one copy of the portable electronic storage medium (such as CD or DVD) containing the GIS data shall be filed with:

Public Utility Commission of Texas
Attention: Filing Clerk
1701 N. Congress Avenue
P.O. Box 13326
Austin, Texas 78711-3326

RECEIVED
2015 JUN 17 PM 4:0
PUBLIC UTILITY COMMISSION
FILING CLERK

No later than seven days after filing the application for the boundary change, provide a copy of each paper map and a portable electronic storage medium (such as CD, flash drive or DVD) containing complete and identical data to the portable electronic storage medium submitted above to

Texas Natural Resources Information System
1700 N. Congress Ave, Room B40
Austin, Texas 78701

TABLE OF CONTENTS

Part A – General Information 2
Part B – Current Service Provider or Seller Information 2
Part C – Purchaser or Transferee Information 3
Part D – Historicial Financial Information 9
Part E – Projected Information 12
Part F – Public Water System Information 16
Part G – Oaths and Notices 18

Part A – General Information

*RN# Williamson County RN101217701 *CN# Aqua Texas CN604062463 Brushy Bend CN600646574 *

1. Proposed action of application (check all the boxes that apply):
[X] Sale of [ ] All [X] Portion of the [X] Water system(s) under CCN No.: 11773
[ ] Acquisition [ ] Sewer system(s) under CCN No.:
[ ] Lease/Rental

[X] Transfer of [ ] All [X] Portion of the [X] Certificated water service area – CCN No.: 11773
[ ] Certificated sewer service area – CCN No.:

If only a portion of a system or certificated service area is affected by this transaction, please specify the areas or subdivision involved:

Brushy Bend Park Subdivision

and to:
[X] Obtain a CCN for the transferee (purchaser) – indicate if purchaser will take the seller's CCN
[ ] Amend the transferee's CCN No.: Aqua Texas requests a new SW Region water CCN number be issued for this transaction.
[ ] Merge or consolidate public utilities
[X] Cancel CCN of the transferor (seller) Cancellation of CCN 11773 requested in transfer area only.

2. Proposed effective date of this transaction: To be determined after approval.
(Must be at least 120 days after proper notice is provided)

Part B – Current Service Provider or Seller Information

☞ **Questions 3 through 5 apply to the transferor (current service provider or seller)**

3. For the current CCN holder or service provider please indicate:
A. Name: Brushy Creek Municipal Utility District
(Individual, Corporation or Other Legal Entity)
who is a(n):of [ ] Individual [ ] Corporation [ ] WSC [ ] HOA or POA [X] Other Municipal Utility District

B. Utility Name (if different than above):
Address: 16318 Great Oaks Drive, Round Rock, Texas 78681 Telephone: (AC) (512) 255-7871

C. Contact person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney or accountant.
Name: Anthony S. Corbett Title: Attorney
Address: 8500 Bluffstone Cove, B-104, Austin, TX 78759 Telephone: (AC) (512) 717-4552

Fax: (512) 453-0865 Email: tcorbett@freemanandcorbett.com

4. About the last rate increase for the system or facilities being transferred:
   A. What was the effective date of the last rate increase? 6/11/2015
   B. Was notice of this increase provided to the Public Utility Commission of Texas (commission or PUC) or a predecessor regulatory authority?
[X] No [ ] Yes- Application/Docket Number: [ ] Date [ ]

5. Please provide a list of all customers affected by this transaction who have deposits held by the transferor or seller utility, if any, and include the following information (attach additional sheets if necessary):

Name and Address of Utility Customer	Date of Deposit	Amount of Deposit	Amount of Unpaid Interest on Deposit
All deposits held by Brushy Creek MUD, if any, will be refunded prior to closing. Applicants request a waiver of production for this item.			

Part C – Purchaser or Transferee Information

☞ **Questions 6 through 16 refer to the transferee or purchaser.**

6. For the person or entity acquiring the facilities and/or CCN:
Applicant: Aqua Texas, Inc.
(Individual, Corporation, or Other Legal Entity)
Utility Name: [ ]
(If different than above)
Utility Address: 1106 Clayton Lane, Ste. 400W, Austin, Texas 78723
Fax: (512) 990-4410 Email: [ ] Telephone (AC): (512) 990-4400
CCN Numbers held prior to the filing of this application: Aqua Texas holds multiple water and sewer CCNs but is requesting that a new SW Region water CCN number be issued for this transcation.

7. Check the appropriate box and provide information regarding the legal status of the transferee applicant:
[ ] Individual
[ ] Home or Property Owners Association
[ ] Partnership; attach copy of partnership agreement
[X] Corporation; provide charter number as recorded with the Office of the Secretary of State for Texas: 32014405503
[ ] Non-profit, member owned, member-controlled Cooperative Corporation (Article 1434(a) Water Sewer Service Corporation); provide charter number:

[ ] Municipally-owned utility
[ ] District (MUD, SUD, WCID, etc.)
[ ] County
[ ] Other (please explain): [ ]

8. If the applicant is an *Individual* or sole proprietorship, provide the following information. If not, skip to the next question.

Name:	Not applicable.	Email	
Address			
Telephone (AC):		Fax (AC):	

9. If the applicant is other than an *Individual*, provide the following information regarding the officers or partners of the legal entity applying for the transfer. You must complete either question 8 or question 9, whichever applies to the transferee applicant.

•Name:	Please see Attachment 1.	Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

– Attach additional sheet(s) if necessary –

☞ **Important:** • If the applicant is a for-profit corporation, please provide a copy of the corporation's "Certification of Account Status" from the State Comptroller Office. This "Certification of Account Status" can be obtained from:

Please see Attachment 2.

Texas Comptroller of Public Accounts
P. O. Box 13528, Capitol Station
Austin, Texas 78711
1-800-252-5555

- If the applicant is an Article 1434a water supply or sewer service corporation or other non-profit corporation, please provide a copy of the Articles of Incorporation and By-Laws.

10. Contact person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney or accountant.

Name:	Geoffrey P. Kirshbaum	Title:	Attorney
Address:	810 West 10th Street, Austin, Texas 78701	Telephone (AC):	(512) 474-9100
Fax #	(512) 474-9888	Email	gkirshbaum@terrillwaldrop.com
Relationship to the applicant:	Attorney for Aqua Texas		

☞ **IF THERE ARE MORE THAN TWO PARTIES INVOLVED IN THIS TRANSACTION, PLEASE ATTACH SHEETS PROVIDING THE INFORMATION REQUIRED IN QUESTION 6 THROUGH QUESTION 10 FOR EACH PARTY**

11. Please respond to each of the following questions. Attach additional sheets if necessary.
   A. Describe the experience and qualifications of the applicant to provide adequate utility service to the requested area

Aqua Texas is a subsidiary of Aqua America, Inc., one of the largest publicly traded water utilities in America. Aqua Texas currently operates more than 375 water systems in Texas. Aqua Texas has the financial ability to make all necessary repairs and improvements to the Brushy Bend Park (a/k/a Williamson County) water system to keep it in full compliance with all TCEQ and PUC regulations. Aqua Texas' experienced operators are thoroughly knowledgeable about water operations, as well as the requirements for continuous and adequate service.

   B. Has the applicant acquiring the CCN or facilities or an affiliated interest of the applicant been under enforcement action by the PUC, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG) or the Environmental Protection Agency (EPA) in the past for noncompliance with rules, orders or State Statutes? [X] Yes [ ] No

   If yes, please attach copies of any correspondence with these regulatory agencies concerning these enforcement actions and describe any actions and efforts to comply with those requirements. Attach additional sheets if needed.

Aqua Texas, Inc. and its affiliates ("Aqua") own and operate hundreds of water and wastewater systems throughout Texas. In addition to implementing action items under an extensive Agreed Compliance Order inherited in 2003 from Aqua predecessors, Aqua has diligently worked to implement other needed improvements for systems it has acquired over the years. The documentation potentially responsive to this application item is significant due to the large number of facilities, condition upon acquisition for certain systems, and changes experienced in source water quality over the years. Providing such documentation is impractical, but it is publicly available. Aqua respectfully requests waiver of production of such records with this application, but is willing to work with Staff to address specific concerns or questions as they relate to enforcement actions.

C. Describe the source and availability of funds required to make the planned or required improvements, if any, to meet minimum requirements of the TCEQ and PUC and ensure continuous and adequate service.

Aqua has the financial ability through customer collections and infusions of capital from lenders, as well as capital contributions from its parent Aqua America, Inc., to make any required improvements necessary to meet TCEQ and PUC minimum requirements for continuous and adequate service.

D. Describe the anticipated impact of this transaction on the quality of utility service and explain any anticipated changes in the quality of service.

The quality of service will remain at a high level due to the experienced operators employed by Aqua. The quality of service will meet or exceed current levels. Aqua will deal promptly with any service issues which may arise.

E. How will the transaction serve the public interest?

Aqua owns several water systems near Brushy Bend Park (a/k/a Williamson County) water system to be acquired in the proposed transaction which are located outside the boundaries of Brushy Creek Municipal Utility District ("Seller" or "District"). This transaction is in the public interest because it will allow the District to focus its service on customers within its boundaries while still allowing for regional service by Aqua to transferred customers connected to the Brushy Bend Park water system. Further, the water rate tariff Aqua is proposing apply to Brushy Bend Park customers if the proposed transaction is approved would keep base rates (i.e., monthly minimum and gallonage charges) the same as Seller's outside-District base rates immediately following the transfer per current Commission policy. Miscellaneous fees will be different in certain instances (in part because the District is a political subdivision with authority to charge certain types of fees that investor-owned utilities cannot), but are not proposed higher than current District charges. Transferred customers will benefit from economies of scale provided by Aqua's larger customer base located throughout its Southwest Region.

12. Please describe the nature of the proposed transaction:

Aqua will acquire the Brushy Bend Park water system (PWS ID No. 2460050) assets owned by Brushy Creek Municipal Utility District ("Seller" or "District"). These assets are located outside the District's boundaries. For further details, please see a copy of the purchase agreement included in Attachment 3.

13. If the transferee applicant is an Investor Owned Utility (IOU) and will be under the rate jurisdiction of the PUC, please provide the following information. Water supply or sewer service corporations and political subdivisions of the state should mark this section N/A:

A.
- Total Purchase Price: $50,000.00, plus closing costs*
- Total Original Cost (as recorded on books of seller or merging entity): $535,665.00**
- Accumulated Depreciation as of the proposed effective date of the transaction: $384,578.00**
- Contributions in Aid of Construction:
  - Specific surcharges approved by TCEQ or PUC: $0.00***
  - Revenues from explicit customer agreements: $0.00***
  - Developer Contributions (please explain): $0.00***
  - Other Contributions (please explain): $0.00***

Total Contributions in Aid of Construction $0.00***

- Net Book Value: $151,087.00

* Please see "Assets Purchase Agreement" inlcuded in Attachment 3 ("APA"). The purchase price of $50,000 was agreed upon as consideration for the proposed transaction in Section 1.3. Aqua Texas may also be required to pay closing costs to complete the transaction.

** The proposed transaction is not allowed to close without PUC approval. Therefore, the "proposed effective date of the transaction" is not yet determined. Further, the values Aqua Texas is providing in this application section for Total Original Cost, Accumulated Depreciation, and Net Book Value are estimates developed using trending. Seller is not an investor-owned utility required to track asset values according to NARUC and Commission rule requirements. Seller was unable to provide such asset values to Aqua Texas per its books in the manner specified by those requirements which do not apply to Texas political subdivisions and there is good cause for Aqua Texas to use the trended values to book this acquisition since historic records to verify original cost of the assets are unavailable. No adjustment to the trended original cost values is justified. If the proposed transaction is approved, Aqua Texas will need to book the assets using trended original cost values less accumulated depreciation finally determined after closing.

*** See Attachment 10 Disclosure Statement regarding contributions. Brushy Creek Municipal Utility District has not recorded any contribution amounts on its books for the Brushy Bend Park water system assets proposed for transfer. All customer deposits, if any, will be refunded prior to closing and will not be received by Aqua Texas.

☞ If the Original Cost or any of the above items has been established in a rate case proceeding by the PUC, the TWC or the TCEQ, please provide the Application/Docket Number and date:

Application/Docket Number: Not applicable. Date:

Please provide any other information concerning the nature of the transaction you believe should be given consideration if not explained elsewhere in the application.

This transaction strictly involves an asset sale/acquisition/transfer between Brushy Creek Municipal Utility District and Aqua Texas, Inc. This is not a stock purchase transaction. Legal ownership and responsibility for the Brushy Bend Park (a/k/a Williamson County) water system assets will be transferred to Aqua which will become the certificated retail public water utility for Brushy Bend Park water system customers in place of the District. Other District assets will remain owned and operated by the District. Day-to-day utility operations for transferred customers will remain the same or improve under Aqua's experienced management and operations personnel. Aqua plans to purchase water on a wholesale basis from Brushy Creek Municipal Utility District if the transaction is approved, but a master meter is already in place for distribution of water to Brushy Bend Park. The retail water rate tariff Buyer proposes apply to Brushy Bend Park customers if the proposed transaction is approved would keep base rates (*i.e.*, monthly minimum and gallonage charges) the same as the Seller's outside-District base rates currently charged to Brushy Bend Park customers immediately following the transfer per current Commission policy. Miscellaneous fees will be different in certain instances (in part because the District is a political subdivision with authority to charge certain types of fees that investor-owned utilities cannot), but are not proposed higher than current District charges. Aqua is requesting that its Southwest Region service policies apply going forward for Commission rule compliance and consistency with its Southwest Region water service elsewhere. Aqua plans to operate the Brushy Bend Park water system as part of its Southwest Region, but has no plans at this time to file a Southwest Region water rate case that would affect Brushy Bend Park customers.

C. Complete the following proposed entries listed below as shown in books of purchasing (or surviving) company. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations.

Utility Plant in Service:	$535,665.00*
Plant Acquisition Adjustment:	$101,087.00 (negative acquisition adjustment)*
Extraordinary Loss on Purchase:	N/A
Accumulated Depreciation of Plant:	$384,578.00*
Cash:	N/A
Notes Payable:	N/A
Mortgage Payable:	N/A
Others (please list):	Net Book Value: $151,087.00*

As the purchaser, I understand that it is **my responsibility** in any future rate proceeding to provide written evidence and support for the original cost and installation date of all facilities used and useful for providing utility service.

Purchaser's Initials: [initials] Date: 6/15/2016

for Aqua Texas, Inc.

* The proposed transaction is not allowed to close without PUC approval. Therefore, the "proposed effective date of the transaction" is not yet determined and the values provided in this application section should not be considered final. Further, the values Aqua is providing in this application section for Utility Plant in Service (i.e., Total Original Cost), Plant Acquisition Adjustment, Accumulated Depreciation of Plant, and Net Book Value are estimates developed using trending and the agreed upon purchase price of $50,000.00 (Aqua notes there may also be additional closing costs). Seller is not an investor-owned utility required to track asset values according to NARUC and Commission rule requirements. Seller was unable to provide such asset values to Aqua per its books in the manner specified by those requirements and there is good cause for Aqua to use the trended values to book this acquisition since historic records to verify original cost of the assets are unavailable. No adjustment to the trended original cost values is justified. If the proposed transaction is approved, Aqua will need to book the assets using trended original cost values less accumulated depreciation finally determined after closing.

14. Please indicate the proposed effect of this transaction on the rates to be charged to the affected customers:

[X] All the customers will be charged the same rates as they were charged before the transaction.
[ ] Some [ ] All customers will be charged different rates than they were charged before the transaction.

*SEE ATTACHMENT 4, Proposed Aqua Texas, Inc. d/b/a Aqua Texas "Water Utility Tariff for Southwest Region – Brushy Bend Park Only," showing that base rates for Brushy Bend Park water customers will remain the same immediately following the transfer while certain miscellaneous fees and service policies are different as required to conform to Commission rules for investor owned utilities and Aqua's previously approved Southwest Region service policies. No miscellaneous fee included in the proposed tariff currently charged by Seller will be higher as a result of the transfer.

If rates are changing, please explain:

Not applicable.

Applicant is an IOU and intends to file with the commission or municipal regulatory authority an application to change rates of some/all of its customers as a result of this transaction. If so, please explain:

Not applicable.

Other. Please explain:

Not applicable.

15. List all neighboring water and /or sewer utilities, cities, and political subdivisions providing the same service within two (2) miles of area affected by this proposed transaction. This information should be available from the water utility database (WUD) or Applicant's licensed water operator.

Please see Attachment 5. Aqua respectfully requests that Commission staff specifically identify any additional entities for which notice is requested if the notice is otherwise approved.

16. Financial, Managerial, and Technical Information for the acquiring entity

Waiver of production requested except for documents included in Attachment 6.

Part F – TCEQ Public Water or Sewer System Information

☞ Please answer questions 17 through 22 on a different sheet for each physically Distinct system being transferred or acquired.

17. A. For Water Systems. TCEQ Public Water System Identification Number: 2460050

Date of last inspection: February 10, 2016 See Attachment 7.

B. For Wastewater Systems: Not applicable.

-TCEQ Discharge Permit Number: W Q -
-Name of Permitee:
-Date of application to transfer Discharge Permit submitted:
-Date of application to transfer Discharge Permit approved by TCEQ:

18. A. Are any improvements required to meet TCEQ or PUC standards? [ ] Yes [X] No. If yes, please explain:

B. Is there a moratorium on new connections? [ ] Yes [X] No. If yes, please explain:

C. Provide details of each required major capital improvement to correct the deficiencies and meet the TCEQ or PUC standards (attach additional sheets if necessary):

Description of the Required Improvement	Schedule to Complete	Estimated Cost
Not applicable.		

19. Does the system being transferred operate within the city limits of a municipality or within district boundaries? [ ] Yes [X] No

If yes, indicate the number of customers within the city limits or district boundaries:
Water Sewer

☞ Attach copy of franchise agreement or consent letter from the city or district.

20. Do you currently purchase water or sewer treatment capacity from another source? [X] Yes [ ] No
[X] Water [ ] Sewer Purchased on a [X] Regular [ ] Seasonal [ ] Emergency Basis

- Source: % of total supply: 75.00%

BRA-Lake Sillhouse Hollow. Immediately following the transfer, Aqua will purchase 100% of its total supply for the system from Brushy Creek MUD. However, Aqua will reserve the right to acquire secondary sources at its discretion.

21.

Water				Sewer	
	-Non Metered		-2"meter	-Residential Connection	
204	-5/8" or 3/4" meter		-3" meter	-Commercial Connection	
3	-1" meter		-4" meter	-Industrial Connection	
	-1 1/2" meter		-Other	-Other	
	Total Water Connections:		207	Total Sewer Connections	

20. Has the system reached 85% of its capacity based on TCEQ's minimum requirements? [ ] Yes [X] No
If yes, please explain what steps are being taken to address the capacity issues:

23. List the name, class, and license number of the operator(s) that will be responsible for the system:

Name	Class	License#
See Attachment 8.		

24. Attach the following maps with each copy of the application:
a. One small scale map clearly showing affected service area with enough detail to accurately locate the area if the application is for the transfer of all or a portion of a CCN.
b. One large scale map showing the proposed service area boundaries being sold, transferred, or merged and, if available, the existing and proposed facilities. Color coding should be used to differentiate existing from proposed facilities. Facilities and service area boundaries should be shown with such exactness that they can be located on the ground. If transferring area not currently in a CCN or a portion of an existing CCN area please attach the following hard copy maps with each copy of the application:
1. A general location map delineating the proposed service area with enough detail to accurately locate the proposed area within the county.
2. A map showing only the proposed area by:
i. metes and bounds survey certified by a licensed state or registered professional land surveyor; or
ii. projectable digital data with metadata (proposed areas should be in a single record and clearly labeled, data disk should be included); or
iii. following verifiable natural and man-made landmarks, or
iv. a copy of recorded plat map with metes and bounds.
3. A written description of the proposed service area.

See Attachment 9.

ORIGINAL

STATE OF INDIANA

INDIANA UTILITY REGULATORY COMMISSION

PETITION OF AQUA INDIANA, INC. ("AQUA INDIANA") FOR (1) APPROVAL OF THE SALE AND TRANSFER TO AQUA INDIANA OF WASTEWATER UTILITY ASSETS IN CRAWFORD COUNTY, INDIANA USED BY JUSTIN LEWIS AND/OR WHITE OAK SEWAGE TREATMENT, LLC PURSUANT TO AN ASSET PURCHASE AGREEMENT; (2) APPROVAL OF CERTAIN ACCOUNTING AND OTHER RELIEF RELATED TO THE ACQUISITION OF THOSE ASSETS; (3) ISSUANCE TO AQUA INDIANA OF A CERTIFICATE OF TERRITORIAL AUTHORITY ENCOMPASSING RURAL AREAS IN LIBERTY TOWNSHIP IN CRAWFORD COUNTY; AND (4) CONSENTING TO CRAWFORD COUNTY GRANTING AQUA INDIANA LICENSES, PERMITS OR FRANSCHISES FOR THE USE OF COUNTY-OWNED PROPERTY.	**CAUSE NO. 44811** **APPROVED: JAN 04 2017**

ORDER OF THE COMMISSION

Presiding Officers:
James F. Huston, Commissioner
Loraine L. Seyfried, Chief Administrative Law Judge

On July 1, 2016, Aqua Indiana, Inc. ("Aqua Indiana") filed its Verified Petition requesting the Indiana Utility Regulatory Commission ("Commission") approve, along with other associated relief, an Asset Purchase Agreement providing for the sale and transfer of certain plant, property, and assets currently used by Mr. Justin Lewis and/or White Oak Sewage Treatment, LLC (collectively, "White Oak") to provide wastewater utility service in Crawford County, Indiana and issue to Aqua Indiana a certificate of territorial authority ("CTA") to provide wastewater utility service within a certain area of Crawford County, Indiana.

On August 23, 2016, Aqua Indiana filed its case-in-chief. On November 1, 2016, a Stipulation and Settlement Agreement entered into by both Aqua Indiana and the Indiana Office of Utility Consumer Counselor ("OUCC") was filed with the Commission. Aqua Indiana and the OUCC filed testimony in support of the Stipulation and Settlement Agreement on November 10, 2016 and November 14, 2016, respectively.

On November 18, 2016, the Presiding Officers issued a docket entry requesting information relating to Ind. Code § 8-1-2-84(c). Aqua Indiana filed its response to the docket entry on November 21, 2016.

The Commission conducted an evidentiary hearing at 9:30 a.m. on November 28, 2016, in Room 222 of the PNC Center, 101 West Washington Street, Indianapolis, Indiana. Aqua Indiana and the OUCC participated at the hearing and both parties' evidence was admitted into the record without objection. No members of the general public appeared or sought to testify at the hearing.

Based upon the applicable law and the evidence presented, the Commission finds:

1. Notice and Jurisdiction. Due, legal, and timely notice of the hearings held in this Cause was published by the Commission. Aqua Indiana and White Oak are each a "public utility" as defined in Ind. Code § 8-1-2-1. The Commission has jurisdiction over the sale and purchase of utility assets and associated ratemaking treatment in accordance with Ind. Code §§ 8-1-2-42, 83-84 and the provision of wastewater service in rural areas under Ind. Code § 8-1-2-89. Therefore, the Commission has jurisdiction over Aqua Indiana and White Oak as well as the subject matter of this proceeding.

2. Background on Aqua Indiana and White Oak. Aqua Indiana is an Indiana for-profit corporation providing water utility service to approximately 881 customers and wastewater utility services to approximately 20,772 customers in Indiana. Aqua Indiana also supports the regulated wastewater utility operations of South Haven Sewer Works, Inc. and will continue to do so until it is merged into Aqua Indiana as permitted by the Commission's April 29, 2015 Order in Cause No. 44533. Upon implementing that merger, Aqua Indiana will directly provide wastewater utility service to approximately 4,049 additional wastewater utility customers.

White Oak is an Indiana limited liability company. Mr. Justin Lewis is the President and sole member of White Oak. White Oak provides wastewater utility service to approximately 48 residential and four commercial customers in Liberty Township of Crawford County, Indiana. The area served by White Oak generally is located along State Road 66 approximately four miles south of the Town of Marengo, Indiana.

3. Relief Requested. In its Verified Petition, Aqua Indiana seeks Commission approval of the sale and transfer to Aqua Indiana of the plant and property currently used by White Oak to provide wastewater utility service ("White Oak System"). The sale and transfer would be made pursuant to an Asset Purchase Agreement entered into by and between White Oak and Aqua Indiana ("Purchase Agreement").

In connection with the sale and transfer of the White Oak System, Aqua Indiana also requests that the Commission approve: (i) the manner in which Aqua Indiana will record the plant, property, and other assets acquired from White Oak on its books and records; (ii) approve the rates and charges, as well as the rules and regulations, that Aqua Indiana will apply to customers, subject to such changes as the Commission may approve in the future; and (iii) approve the consolidated depreciation rate to be used by Aqua Indiana for the plant, property, and assets that it may use to serve present and future customers.

Aqua Indiana also requests that the Commission grant it a CTA to provide wastewater utility service within the area that White Oak historically has served and certain areas contiguous to that area ("Proposed CTA Area"), which consists of approximately 800 acres.

Finally, Aqua Indiana requests the Commission determine, in accordance with Ind. Code § 36-2-2-23, that public convenience and necessity require Aqua Indiana to provide wastewater utility service within the Proposed CTA Area and consent to Crawford County, Indiana granting Aqua Indiana licenses, permits, or franchises for the use of county-owned property to provide wastewater utility service.

The relief sought in this Cause has been approved by Aqua Indiana's Board of Directors as reflected in resolutions appearing as Attachment D to Petitioner's Exhibit 1.

4. Aqua Indiana's Direct Evidence.

A. Acquisition of White Oak System. Mr. Bruns described the origin and contents of the Purchase Agreement. He stated that Mr. Justin Lewis approached Aqua Indiana in early 2015 and inquired into whether it was interested in acquiring the White Oak System on a non-competitive basis. He noted Mr. Lewis' approach was prompted by recommendations from the Indiana Department of Environmental Management ("IDEM") and the Commission. Consequently, after completing some preliminary due diligence, Aqua Indiana entered into negotiations with Mr. Lewis that led to the execution of the Purchase Agreement.

Mr. Bruns stated that the assets to be purchased are described in Section 1 and Schedule 1.1 of the Purchase Agreement. The consideration for the purchase is $10,000. Section 2 of the Purchase Agreement provides that the closing of the transaction will occur on or before 45 days after receipt of all final regulatory approvals. The closing is subject to certain conditions described in the Purchase Agreement, which include: (i) White Oak providing Aqua Indiana with certain information; (ii) Aqua Indiana's satisfactory completion of its due diligence; (iii) the performance of a satisfactory environmental assessment and surveys; (iv) verification of White Oak's title to the assets being transferred; (v) the transfer of certain permits; (vi) receipt of certain consents and approvals, including without limitation the approval of the Commission; and (vii) the lack of any prohibitions to consummation of the matters covered by the Purchase Agreement.

Mr. Bruns testified that, like the rest of the Purchase Agreement, the $10,000 purchase price resulted from arms-length negotiation between White Oak and Aqua Indiana. He expressed his view that the proposed purchase price is significantly less than the value of the White Oak System.

Mr. Bruns testified Aqua Indiana will operate the White Oak System as part of its Floyd County Division where Aqua Indiana presently provides wastewater utility services to approximately 696 customers. He explained Aqua Indiana has a total work force of five individuals available to directly support its operations in Floyd County: two are administrative personnel who handle accounting, personnel, payroll, and management functions; two are on the wastewater staff responsible for the direct operation and maintenance of treatment plants, lift stations, and collection systems; and the other individual provides customer service. He also noted that Aqua Indiana has access to other Aqua America business units to support its operations and uses outside contractors in connection with its operations. In addition, like all

facilities in Indiana operated by Aqua Indiana, funding for improvements to its system in Floyd County would come from Aqua Indiana's corporate parent, Aqua America, and the same would be true in connection with its operation of the White Oak System. Mr. Bruns sponsored Aqua America's 2015 Annual Report with financial statements in Attachment E to Petitioner's Exhibit 1.

Mr. Bruns explained that the White Oak System will be operated by Aqua Indiana with the same resources and in essentially the same way as Aqua Indiana's existing systems in Floyd County are operated. He noted that this will deviate in some respects from the way the White Oak System is currently operated by White Oak. However, Mr. Bruns expressed his opinion that the operational and customer service differences will be beneficial to White Oak's customers.

Mr. Bruns testified the treatment plant that is part of the White Oak System is in need of painting and an overhaul of its mechanical and treatment equipment. Further, the driveway leading up to the treatment plant is in need of a culvert, along with some added stone. In addition to making these improvements, Mr. Bruns testified that subsequent to closing on the acquisition, the White Oak System's collection piping will be thoroughly inspected and cleaned with corrective repairs made where needed to both sewer mains and manholes.

With respect to rates, Mr. Bruns testified Aqua Indiana intends to apply to present and future customers within the Proposed CTA Area the same rates and charges as are currently charged and collected by White Oak, which currently are flat monthly rates of $45.00 and $50.00 for residential and commercial customers, respectively. Mr. Bruns also stated that the rules and regulations for service that Aqua Indiana would apply to customers of the White Oak System will be the same as are currently applied to customers of Aqua Indiana's Floyd County Division, unless and until the Commission has approved other rules and regulations to be applied.

Mr. Bruns testified that Aqua Indiana is not aware of any rate or rates that White Oak has used to depreciate the plant, property, and assets comprising the White Oak System. Aqua Indiana proposes to apply a consolidated depreciation rate of 2.5% to depreciable plant and property that it acquires as part of the transaction and that it may add in the future.

Mr. Bruns also testified that Aqua Indiana understands that White Oak has not maintained books and records that comply with the Commission's requirements or that would allow Aqua Indiana to record the White Oak System on its books and records at values reflecting historical or original costs. In light of this, Mr. Bruns explained that Aqua Indiana proposes to record the acquisition of the White Oak System at an original cost reflecting the purchase price and associated costs allocated among appropriate utility plant in service accounts. In addition, if Aqua Indiana determines after it acquires and commences operation of the White Oak System that there exists a more appropriate basis to record the White Oak System than as described above, Aqua Indiana will submit such for Commission review and approval in the first general rate case it initiates, which it anticipates will not occur for more than three years. Mr. Bruns also explained the accounting entries Aqua Indiana anticipates making to record the acquisition of the White Oak System.

Mr. Bruns expressed his belief that if the Commission approves the transfer, Aqua Indiana will have the lawful authority to operate the White Oak System. In addition, he stated Aqua Indiana has the managerial, technical, and financial resources necessary to properly operate the White Oak System and provide adequate and reliable service to present and future customers. He noted Aqua Indiana has a record of handling successful utility operations in Floyd County and elsewhere in Indiana. Mr. Bruns testified that the Purchase Agreement and the acquisition provided for by it will serve public convenience and necessity and are in the public interest.

B. Proposed CTA. Mr. Bruns testified that Aqua Indiana understands that, even though White Oak did not apply for or receive a CTA to provide service within Crawford County, Indiana law requires Aqua Indiana to do so if it acquires the White Oak System. He stated that Aqua Indiana considered it appropriate to proactively define the area where it was in the best position to provide wastewater utility service for the foreseeable future. Accordingly, Mr. Bruns explained that in addition to the area historically served by White Oak, the Proposed CTA Area also encompasses a nearby church and a subdivision of 20 residences that currently utilize septic systems, as well as a nearby high school and the Crawford County Fairgrounds that have expressed interest in receiving service.

Mr. Bruns testified that defining the Proposed CTA Area to also include those additional areas would allow Aqua Indiana to plan for growth and make sure that its service elsewhere is not compromised when growth actually occurs. It should also provide potential customers with a known source of service and provide assurance to Crawford County's officials concerning the availability and source of needed services. Mr. Bruns stated that Aqua Indiana thought it prudent to generally square off the boundaries and/or utilize existing roadways and section lines to configure the Proposed CTA Area to eliminate uncertainty and confusion about the extent of Aqua Indiana's authority and obligation to provide service.

Mr. Bruns stated that the collection facilities needed to serve within the area that historically has been served by White Oak are in place. For areas outside of that which White Oak has historically provided service, Mr. Bruns stated the extension of collection facilities to new customers would most likely involve developers or customers installing the new collection facilities and contributing them to Aqua Indiana, or Aqua Indiana itself extending its collection system pursuant to its main extension rules. Mr. Bruns observed that wastewater generated within the Proposed CTA Area will be handled by the Class I, 0.025 MGD extended aeration facility that is part of the White Oak System. Mr. Bruns testified that White Oak presently has an effective National Pollutant Discharge Elimination System ("NPDES") permit for its treatment plant, but will need to obtain IDEM approval to expand its treatment facilities if more than 40 equivalent dwelling units of additional flow were to be received. Mr. Bruns stated that Aqua Indiana is committed to making the necessary expansion.

Mr. Bruns also testified that he inquired at the Indiana Department of Natural Resources ("DNR") about needed approvals in connection with past requests for new or expanded CTAs and was directed to DNR's regulations concerning permits needed for construction in and crossing of flood zones and streams. He testified there are no such projects currently planned within the Proposed CTA Area, but if any arise, the needed permits or approvals will be obtained.

Mr. Bruns stated that, to his knowledge, no other utility or entity has plans to provide wastewater utility service within the Proposed CTA Area, nor do any utilities or other entities have facilities in the vicinity capable of providing service.

Mr. Bruns expressed his opinion that Aqua Indiana's Floyd County Division will be able to handle service within the Proposed CTA Area for the foreseeable future. He stated that as growth occurs in the Proposed CTA Area, Aqua Indiana will make the capital additions to the facilities and secure the additional staff resources that may be needed to continue to provide adequate and reliable service. In addition, Aqua Indiana will be able to rely on the significant financial and other resources of Aqua America to support its expansion and provision of service within the Proposed CTA Area.

Mr. Bruns expressed the view that appropriate development of the Proposed CTA Area depends on having adequate sanitary facilities available and a central wastewater utility service will support the future growth and development of the Proposed CTA Area. He stated a central wastewater utility service will also provide relief for any existing residents with failing septic systems, which pose a health risk to residents and the general public.

C. Commission's Consent. Mr. Bruns testified that Aqua Indiana intends to use county-owned property, including without limitation highway rights-of-way, in connection with operating a wastewater utility system within the Proposed CTA Area. Because public convenience and necessity require such service, Aqua Indiana is requesting the Commission to make such a determination and consent to Crawford County granting Aqua Indiana licenses, permits, or franchises for the use of county-owned property. Mr. Bruns indicated his testimony provides adequate support for such a determination and consent.

5. Settlement Agreement. The Stipulation and Settlement Agreement ("Settlement Agreement") entered into by Aqua Indiana and the OUCC provides that the parties agree, subject to the certain conditions, approval of the proposed sale and transfer of the White Oak System and the other relief requested by Aqua Indiana will serve the public interest and public convenience and necessity. Specifically, the parties request the Commission to issue an Order:

(i) Finding the relief requested by Aqua Indiana in this Cause will serve the public interest and public convenience and necessity;

(ii) Approving the sale and transfer of the White Oak System to Aqua Indiana pursuant to the Purchase Agreement;

(iii) Approving the Purchase Agreement and the terms and conditions set forth therein to the extent necessary to authorize the transfer;

(iv) Granting Aqua Indiana a certificate of territorial authority to provide wastewater utility service within the Proposed CTA Area described in Attachment D to Petitioner's Exhibit 1;

(v) Approving Aqua Indiana's application to customers within the Proposed CTA Area of the same rates and charges as are currently applied by White Oak to its customers within Crawford County, Indiana, subject to such changes as the Commission may approve in the future;

(vi) Approving Aqua Indiana's application to customers within the Proposed CTA Area of the rules and regulations as are currently applied by Aqua Indiana to customers within its Floyd County Division, subject to such changes as the Commission may approve in the future;

(vii) Approving Aqua Indiana's recording the acquisition of the White Oak System at an original cost reflecting the purchase price and incidental expenses it paid, as well as other acquisition costs it incurred, as part of the transaction, with such costs and expenses being allocated among appropriate utility plant in service accounts and with such adjustments as may be necessary to reflect their acquisition by Aqua Indiana;

(viii) Approving Aqua Indiana's use of a depreciation rate of 2.5% for plant, property and assets acquired from White Oak and as may be used to serve present and future customers within the Proposed CTA Area; and

(ix) Consenting to Crawford County, Indiana granting Aqua Indiana licenses, permits or franchises for the use of county-owned property to provide wastewater utility service.

As noted above, Aqua Indiana and the OUCC agree that granting the above-described relief should be subject to the following conditions:

(i) The actual incidental expenses and other acquisition costs reflected in the amounts recorded by Aqua Indiana shall not exceed $35,000.

(ii) Petitioner shall amortize contributions in aid of construction ("CIAC") as an offset to its depreciation expense and shall use for such purpose a composite rate of 2.5% or such other rate or rates as the Commission shall direct.

(iii) Aqua Indiana should notify the customers previously served by White Oak regarding electronic access to the new rules and regulations that will be applicable to their wastewater utility service.

(iv) Prior to the closing on the acquisition, Aqua Indiana should confirm that White Oak does not possess any deposits made by its customers. If any such deposits are identified, Aqua Indiana shall cause White Oak to return them to the customers involved or deliver them to Aqua Indiana to be handled and returned as appropriate.

(v) In the event Aqua Indiana determines after it acquires and commences operation of the White Oak System that there exists a more appropriate basis to record on its books and records the acquired plant, property, and assets than as described above, subject to any defenses, Aqua Indiana shall submit such for Commission review and approval in the

first general rate case it initiates, which Aqua anticipates will not occur more than three years from the date it closes on the acquisition and commences operation of the acquired plant, property, and assets.

(vi) Within 12 months of closing, Aqua Indiana will provide to the OUCC a complete list by the National Association of Regulatory Utility Commissioners ("NARUC") account of utility plant being acquired. At that time, Aqua Indiana will also provide to the OUCC the value of accumulated depreciation, if any, by NARUC account as of the date of closing, which amount Aqua Indiana deems it is appropriate to record. Aqua Indiana shall also provide to the OUCC an unaudited opening balance sheet for this division and the total amount of transaction costs incurred by cost category (legal fees, etc.).

The Settlement Agreement entered into by Aqua Indiana and the OUCC also contains typical provisions governing its scope and approval.

6. Evidence in Support of Settlement Agreement.

A. Aqua Indiana's Evidence. Mr. Bruns testified the Settlement Agreement was the product of negotiations with the OUCC after Aqua Indiana filed its case-in-chief. Mr. Bruns then summarized the Settlement Agreement. He stated the parties agreed the Commission should essentially grant the relief sought by Aqua Indiana in its Verified Petition.

Mr. Bruns also testified regarding the conditions that Aqua Indiana and the OUCC agreed to that were not included in Aqua Indiana's Verified Petition. The first condition he described relates to Aqua Indiana's recording on its books and records of the acquisition of the White Oak System, in that Paragraph 2(A) of the Settlement Agreement caps the amount of actual incidental expenses and other acquisition costs reflected in the amounts recorded by Aqua Indiana at $35,000. Mr. Bruns also described the Settlement Agreement's provisions regarding Aqua Indiana's recordation on its books and records of the plant, property, and assets to be acquired as part of the transaction.

Mr. Bruns also testified that the parties agreed Aqua Indiana should use a depreciation rate of 2.5% for plant, property, and assets acquired from White Oak and as may be used to serve present and future customers within the Proposed CTA Area. He said that Aqua Indiana would also amortize CIAC as an offset to its depreciation expense and use for such purpose a composite rate of 2.5% or such other rate or rates as the Commission shall direct.

The next provision of the Settlement Agreement Mr. Bruns addressed was the requirement that Aqua Indiana notify the customers previously served by White Oak regarding electronic access to the new rules and regulations that will be applicable to their wastewater utility service. He also explained that, prior to the closing on the acquisition, Aqua Indiana will confirm that White Oak does not possess any deposits made by its customers, and that if any such deposits are identified, Aqua Indiana shall cause White Oak to return them to the customers involved or deliver them to Aqua Indiana to be handled and returned as appropriate.

Mr. Bruns concluded by expressing his opinion that the Settlement Agreement represents

a reasonable resolution of the issues in this proceeding and should be approved by the Commission as consistent with the public interest. He testified the Settlement Agreement results in benefits to the parties and customers as a result of the conditions reflected in Paragraph 2.

Finally, in response to a November 18, 2016 docket entry, Mr. Bruns confirmed that the amount Aqua Indiana will pay for the acquisition of the White Oak System is not in excess of 5% of the book cost to Aqua Indiana of all property, plant, or business owned by it at the time of filing its Verified Petition.

B. OUCC's Evidence. Margaret A. Stull, Senior Utility Analyst in the OUCC's Water/Wastewater Division, testified in support of the Settlement Agreement. Ms. Stull described the review and analysis she performed of Aqua Indiana's requested relief and the terms of the Settlement Agreement. She explained that the parties agreed Aqua Indiana should be authorized to consummate the acquisition of certain White Oak wastewater utility assets, and that the relief otherwise requested by Aqua Indiana should be granted, subject to the conditions set forth in the Settlement Agreement.

Ms. Stull testified that the OUCC agreed that Aqua Indiana should be permitted to book an amount equal to the purchase price ($10,000) plus the actual incidental expenses and other acquisition costs not to exceed $35,000.

Next, Ms. Stull explained how certain agreed terms in the Settlement Agreement are in the public interest. First, Aqua Indiana agreed to notify the customers previously served by White Oak as to where they may access the rules and regulations that will now apply to Aqua Indiana's service. She testified it is important that customers understand new rules will apply and how to access those rules. Additionally, to promote maintenance of a positive rate base and encourage continued prudent investment, Aqua Indiana agreed that it will amortize CIAC as an offset to its depreciation expense and shall use for such purpose a composite rate of 2.5% or such other rate or rates as the Commission shall direct.

Ms. Stull also testified that, in order to avoid misunderstanding and promote appropriate accounting of deposits, Aqua Indiana will confirm that White Oak does not possess any deposits made by its customers. If such deposits are identified, Aqua Indiana will cause White Oak to return the deposits to the customers or deliver them to Aqua Indiana for appropriate handling and return.

The parties also agreed that if Aqua Indiana later determines that there is a more appropriate basis to record the acquired plant, property, and assets than that set forth in the Settlement Agreement, Aqua Indiana may submit such basis for Commission review and approval in the first general rate case affecting the assets. Ms. Stull explained that because such application would be subject to any defenses, the appropriateness of such proposed method will be ensured.

Ms. Stull also testified that Aqua Indiana agreed that within 12 months of closing, Aqua Indiana will provide to the OUCC, by NARUC account, a complete list of utility plant and accumulated depreciation being acquired as of the date of the purchase. Additionally, Ms. Stull

explained that, to promote transparency and more efficient regulatory proceedings, Aqua Indiana will provide an opening balance sheet for the division and the total amount of transactions costs incurred by cost category.

Finally, Ms. Stull testified the Settlement Agreement, which is supported by the evidence, represents a fair, reasonable, and just resolution of the issues in this Cause. She stated that the OUCC believes the settlement is in the public interest.

7. Commission Discussion and Findings. Settlements presented to the Commission are not ordinary contracts between private parties. *United States Gypsum, Inc. v. Indiana Gas Co.*, 735 N.E.2d 790, 803 (Ind. 2000). When the Commission approves a settlement, that settlement "loses its status as a strictly private contract and takes on a public interest gloss." *Id.* (quoting *Citizens Action Coalition of Ind., Inc. v. PSI Energy, Inc.*, 664 N.E.2d 401, 406 (Ind. Ct. App. 1996)). Thus, the Commission "may not accept a settlement merely because the private parties are satisfied; rather [the Commission] must consider whether the public interest will be served by accepting the settlement." *Citizens Action Coalition*, 664 N.E.2d at 406.

Further, any Commission decision, ruling, or order, including the approval of a settlement, must be supported by specific findings of fact and sufficient evidence. *United States Gypsum*, 735 N.E.2d at 795 (citing *Citizens Action Coalition of Ind., Inc. v. Public Service Co. of Ind., Inc.*, 582 N.E.2d 330, 331 (Ind. 1991)). The Commission's own procedural rules require that settlements be supported by probative evidence. 170 IAC 1-1.1-17(d). Therefore, before the Commission can approve the Settlement Agreement, we must determine whether the evidence in this Cause sufficiently supports the conclusions that the Settlement Agreement is reasonable, just, and consistent with the purpose of Indiana Code ch. 8-1-2, and that such agreement serves the public interest.

A. Proposed Acquisition. The evidence demonstrates that the Purchase Agreement, including the agreed purchase price, was the result of arms-length negotiations. Moreover, undisputed testimony indicates that the purchase price is less than the actual value of the White Oak System. The evidence also shows that the amount the parties agreed Aqua Indiana would pay for the acquisition of the White Oak property, plant, or business ($10,000) is not an amount in excess of 5% of the book cost to Aqua Indiana of all property, plant, or business owned by it at the time of filing its petition in this Cause (in excess of $100,000,000). Therefore, the shareholder approval provision of Ind. Code § 8-1-2-84(c) is not applicable to this Cause.

The evidence shows that Aqua Indiana is an experienced utility operator and possesses the facilities, personnel, and other resources needed to provide adequate and reliable wastewater utility service to its current customers and those served by the White Oak System. Aqua Indiana also will be able to rely on Aqua America to support its provision of service to the current customers of the White Oak System.

Based on the evidence presented, we find Aqua Indiana's proposal to apply to present and future customers within the Proposed CTA Area the same rates and charges as are applied by White Oak, which are lower than those currently charged by Aqua Indiana in the Floyd County Division, is reasonable and should be approved. Similarly, we find Aqua Indiana's proposal to

apply to customers of the White Oak System the same rules and regulations for service as are currently applied to Aqua Indiana's customers is reasonable and should be approved. However, as agreed to in the Settlement Agreement, Aqua Indiana shall notify the customers previously served by White Oak regarding electronic access to the new rules and regulations that will be applicable to their wastewater utility service.

We also find it reasonable that Aqua Indiana record the acquisition of the White Oak System at an original cost reflecting the purchase price and the actual incidental expenses and other acquisition costs, with such costs and expenses limited to $35,000 and allocated among appropriate utility plant in service accounts. White Oak apparently has not maintained books and records in a manner that would allow any other course of action. Nevertheless, we also find it reasonable that, in the event Aqua Indiana determines after it acquires and commences operation of the White Oak System that there exists a more appropriate basis to record on its books and records the White Oak System, Aqua Indiana will submit such for Commission review and approval in the first general rate case it initiates. In this regard, the parties have agreed that, within 12 months of closing, Aqua Indiana will provide to the OUCC a complete list by NARUC account of utility plant being acquired. At that time, Aqua Indiana will also provide to the OUCC the value of accumulated depreciation, if any, by NARUC account as of the date of closing, which amount Aqua Indiana deems it is appropriate to record. Aqua Indiana shall also provide to the OUCC an unaudited opening balance sheet for this division and the total amount of transaction costs incurred by cost category. We find this is a reasonable matter for the parties to have agreed to and should promote transparency and more efficient regulatory proceedings.

As we noted above, Aqua Indiana will assume ownership of and operate the White Oak System without any increase in rates and charges to White Oak's customers. Consequently, residential and commercial customers in the Proposed CTA Area will pay a flat rate of $45 and $50, respectively. Although this provides an immediate benefit to White Oak's customers, Aqua Indiana's existing customers should also eventually benefit from Aqua Indiana's ability to spread its fixed costs over a larger customer base and otherwise take advantage of economies of scale in connection with providing service to them. We find, therefore, that the acquisition and operation of the White Oak System by Aqua Indiana on the terms described in the Purchase Agreement is supported by public convenience and necessity, is in the public interest, and should be approved. Prior to the closing on its sale of the White Oak System, Aqua Indiana shall confirm that White Oak does not possess any deposits made by its customers. If any such deposits are identified, Aqua Indiana shall cause White Oak to return them to the customers involved or deliver them to Aqua Indiana to be handled and returned as appropriate. Upon closing the acquisition transaction with White Oak, Aqua Indiana will notify the Commission and the OUCC within 14 days.

B. Proposed CTA. Pursuant to Ind. Code § 8-1-2-89(e), the Commission must review the evidence and determine whether Aqua Indiana has established the following:

(i) Lawful power and authority to apply for said certificate and to operate said proposed service;
(ii) Financial ability to install, commence, and maintain said proposed service; and
(iii) Public convenience and necessity require the rendering of this proposed service by it in the Proposed CTA Area.

As indicated above in our discussion of the proposed acquisition, the evidence presented demonstrates that Aqua Indiana has the managerial, technical, and financial ability to provide wastewater service to the White Oak customers. Moreover, the evidence presented supports the conclusion that those abilities extend to Aqua Indiana's proposed service within the Proposed CTA Area. Consequently, we find Aqua Indiana possesses the technical, managerial and financial ability to provide service to the Proposed CTA Area.

Additionally, and with respect to Aqua Indiana's lawful authority to operate the White Oak System, 170 IAC 8.5-3-1 requires an existing wastewater utility seeking an additional or expanded CTA to submit certain exhibits in support of its request. Based on our review, we find that Aqua Indiana has provided the necessary exhibits relevant to its request and demonstrated that it has the lawful authority to apply for the CTA and render wastewater service in the Proposed CTA Area. Specifically, Aqua Indiana provided a legal description for the Proposed CTA Area as well as a detailed map utilizing U.S. Geological Survey facets showing its location and other required data. White Oak presently has an effective NPDES permit issued by IDEM and no other approvals from either IDEM or DNR are required at this time in connection with the provision of service to the Proposed CTA Area. However, Aqua Indiana expressed its willingness to obtain any IDEM or DNR permits and approvals that may be required in the future for specific projects necessary to provide service to the Proposed CTA Area.

In addition, Aqua Indiana intends to serve the Proposed CTA Area, at least initially, with existing infrastructure and provided basic information concerning those facilities. Although the evidence indicates the White Oak System treatment plant is in need of painting and other repairs, Aqua Indiana intends to make the improvements, including inspection and cleaning of collection piping after closing on the acquisition.

Attachment I to Petitioner's Exhibit 1 contains copies of letters that Aqua Indiana sent by certified mail to several utilities and municipalities in the vicinity of the Proposed CTA Area notifying them of the initiation of this proceeding and its request for authority to serve the Proposed CTA Area. Petitioner's exhibit also included the acknowledgments it received to those notice letters. There is no dispute that most of the Proposed CTA Area is presently served by White Oak and outside of White Oak's current service area there does not appear to be the any other supplier interested in serving the area. Further, Aqua Indiana has presented evidence showing that its service will benefit the Proposed CTA Area by making it more attractive for development and as a source of service in the event of failing septic systems.

We also note that Aqua Indiana's request for approval to provide service in the Proposed CTA Area meets our preference that utilities bordering upon previously developed areas extend CTAs in a symmetric way that allows for the option of service and avoids isolated unserved areas. Aqua Indiana has demonstrated that its interest in serving the Proposed CTA Area is not focused solely on the area currently served by White Oak. The Proposed CTA Area encompasses territory adjacent to the White Oak service area and does not create isolated unserved areas. Consequently, granting Aqua Indiana's request that it be authorized to serve areas contiguous to the area currently served by White Oak is reasonable, and thus, will serve public convenience and necessity and the public interest.

C. Commission Consent. Ind. Code § 36-2-2-23 requires the consent of the Commission prior to the grant by a board of county commissioners of a permit to a utility to use county property (generally roads, easements, right-of-ways, and the like) in rendering utility service. Accordingly, the finding by the Commission herein that the public convenience and necessity require the issuance of the requested CTA to Aqua Indiana should be deemed the consent of the Commission to the Board of Commissioners of Crawford County issuing to Aqua Indiana a license, permit, or franchise for the use of county property in rendering wastewater utility service within the Proposed CTA Area in accordance with applicable Indiana law.

8. Conclusions Regarding Settlement Agreement. Based on our discussion above and our review of the evidence presented, we find that the Settlement Agreement is reasonable, supported by the evidence, and in the public interest. Therefore, we approve the Settlement Agreement consistent with our findings above. Further, the parties agree that the Settlement Agreement should not be used as precedent in any other proceeding or for any other purpose, except to the extent necessary to implement or enforce its terms. Consequently, with regard to future citation of the Settlement Agreement, we find that our approval herein should be construed in a manner consistent with our finding in *Richmond Power & Light*, Cause No. 40434, 1997 WL 34880849, at *7-8 (IURC March 19, 1997).

IT IS THEREFORE ORDERED BY THE INDIANA UTILITY REGULATORY COMMISSION that:

1. The Settlement Agreement, a copy of which is attached and incorporated by reference into this Order, is approved.

2. The sale and transfer of the White Oak System to Aqua Indiana and the Purchase Agreement are in the public interest, serve the public convenience and necessity, and are approved.

3. Aqua Indiana is granted a certificate of territorial authority to provide wastewater utility service within the Proposed CTA Area described in Attachment D to Petitioner's Exhibit 1.

4. Aqua Indiana is authorized to apply to customers within the Proposed CTA Area the same rates and charges as are currently applied by White Oak.

5. Upon closing the transaction with White Oak, Aqua Indiana shall file an updated tariff with the Commission's Water/Wastewater Division a new schedule of rates and charges for its White Oak operation. Upon its approval, the tariff will be effective as of its filing date.

6. Aqua Indiana is authorized to apply to customers within the Proposed CTA Area the rules and regulations as are currently applied by Aqua Indiana to customers within its Floyd County Division.

7. Aqua Indiana is authorized to record the acquisition of the White Oak System at an original cost reflecting the purchase price and incidental expenses it paid, as well as other acquisition costs it incurred, as part of the transaction, with such costs and expenses being allocated among appropriate utility plant in service accounts and with such adjustments as may be necessary to reflect their acquisition by Aqua Indiana, but which amount shall not exceed $35,000.

8. Aqua Indiana is authorized to use of a depreciation rate of 2.5% for plant, property, and assets acquired from White Oak and as may be used to serve present and future customers within the Proposed CTA Area.

9. Consent to Crawford County, Indiana granting Aqua Indiana licenses, permits, or franchises for the use of county-owned property is granted.

10. This Order shall be effective on and after the date of its approval.

HUSTON, FREEMAN, WEBER, AND ZIEGNER CONCUR:

APPROVED: JAN 04 2017

I hereby certify that the above is a true and correct copy of the Order as approved.

Mary M Becerra

Mary M. Becerra
Secretary of the Commission

FILED
NOVEMBER 1, 2016
INDIANA UTILITY
REGULATORY COMMISSION

STATE OF INDIANA

INDIANA UTILITY REGULATORY COMMISSION

PETITION OF AQUA INDIANA, INC. ("AQUA INDIANA") FOR (1) APPROVAL OF THE SALE AND TRANSFER TO AQUA INDIANA OF WASTEWATER UTILITY ASSETS IN CRAWFORD COUNTY, INDIANA USED BY JUSTIN LEWIS AND/OR WHITE OAK SEWAGE TREATMENT, LLC PURSUANT TO AN ASSET PURCHASE AGREEMENT; (2) APPROVAL OF CERTAIN ACCOUNTING AND OTHER RELIEF RELATED TO THE ACQUISITION OF THOSE ASSETS; (3) ISSUANCE TO AQUA INDIANA OF A CERTIFICATE OF TERRITORIAL AUTHORITY ENCOMPASSING RURAL AREAS IN LIBERTY TOWNSHIP IN CRAWFORD COUNTY; AND (4) CONSENTING TO CRAWFORD COUNTY GRANTING AQUA INDIANA LICENSES, PERMITS OR FRANCHISES FOR THE USE OF COUNTY-OWNED PROPERTY.	**CAUSE NO. 44811**

OFFICIAL EXHIBITS

IURC JOINT EXHIBIT No. 1
11-28-16 DATE
REPORTER

STIPULATION AND SETTLEMENT AGREEMENT

On July 1, 2016, Aqua Indiana, Inc. ("Aqua Indiana" or "Petitioner") filed its Verified Petition seeking to have the Commission approve the sale and transfer to Aqua Indiana of the plant and property currently used by Mr. Justin Lewis and/or White Oak Sewage Treatment, LLC (collectively, "White Oak") in Crawford County, Indiana to provide wastewater utility service. The sale and transfer of the plant and property currently used by White Oak (the "White Oak System") would be made pursuant to an Asset Purchase Agreement between White Oak and Aqua Indiana that appears as Attachment C to Petitioner's Exhibit 1 (the "Purchase Agreement"). In connection with the sale and transfer of the White Oak System, Aqua Indiana also requests that the Commission (i) approve the manner in which Aqua Indiana will record the plant, property and other assets acquired from White Oak on its books and records; (ii) approve the rates and charges, as well as the rules

and regulations, that Aqua Indiana will apply to customers, subject to such changes as the Commission may approve in the future; and (iii) approve the depreciation rate to be used by Aqua Indiana for the plant, property and assets that it may use to serve present and future customers.

Aqua Indiana also requests that the Commission grant it a CTA to provide wastewater utility service within the area which White Oak historically has served and certain areas contiguous to that area (the "Proposed CTA Area"). A legal description and map of the Proposed CTA Area appears as part of Attachment F to Petitioner's Exhibit 1. Finally, Aqua Indiana is seeking to have the Commission determine, in accordance with Ind. Code § 36-2-2-23, that public convenience and necessity require Aqua Indiana to provide wastewater utility service within the Proposed CTA Area and consent to Crawford County, Indiana granting Aqua Indiana licenses, permits or franchises for the use of county-owned property to provide wastewater utility service.

The Indiana Office of Utility Consumer Counselor ("OUCC") reviewed the Petitioner's filed testimony and exhibits, met with representatives of Petitioner and requested additional information from Petitioner through both formal and informal discovery. Petitioner and the OUCC (individually, a "Settling Party" and collectively, the "Settling Parties") engaged in settlement negotiations. As a result of those negotiations, the Settling Parties reached an agreement with respect to all the issues between them before the Commission, including without limitation as follows:

1. **Granting Requested Relief**. The Settling Parties agree that, subject to the provisions of Paragraph 2 below, approval of the relief requested by Aqua Indiana in this

Cause will serve the public interest and public convenience and necessity and, accordingly, the Commission should issue a Final Order in this Cause:

A. Finding that the relief requested by Aqua Indiana in this Cause will serve the public interest and public convenience and necessity;

B. Approving the sale and transfer of the White Oak System to Aqua Indiana pursuant to the Purchase Agreement;

C. Approving the Purchase Agreement and the terms and conditions set forth therein to the extent necessary to authorize the transfer;

D. Granting Aqua Indiana a certificate of territorial authority to provide wastewater utility service within the Proposed CTA Area described in Attachment D to Petitioner's Exhibit 1;

E. Approving Aqua Indiana's application to customers within the Proposed CTA Area of the same rates and charges as are currently applied by White Oak to its customers within Crawford County, Indiana, subject to such changes as the Commission may approve in the future;

F. Approving Aqua Indiana's application to customers within the Proposed CTA Area of the rules and regulations as are currently applied by Aqua Indiana to customers within its Floyd County Division, subject to such changes as the Commission may approve in the future;

G. Approving Aqua Indiana's recording the acquisition of the White Oak System at an original cost reflecting the purchase price and incidental expenses it paid, as well as other acquisition costs it incurred, as part of the transaction, with such costs and expenses

being allocated among appropriate utility plant in service accounts and with such adjustments as may be necessary to reflect their acquisition by Aqua Indiana;

H. Approving Aqua Indiana's use of a depreciation rate of 2.5% for plant, property and assets acquired from White Oak and as may be used to serve present and future customers within the Proposed CTA Area; and

I. Consenting to Crawford County, Indiana granting Aqua Indiana licenses, permits or franchises for the use of county-owned property to provide wastewater utility service.

2. **Other Agreements**.

A. For purposes of Paragraph 1F above, the actual incidental expenses and other acquisition costs reflected in the amounts recorded by Aqua Indiana shall not exceed $35,000.

B. Petitioner shall amortize contributions in aid of construction ("CIAC") as an offset to its depreciation expense and shall use for such purpose a composite rate of 2.5% or such other rate or rates as the Commission shall direct.

C. Aqua Indiana should notify the customers previously served by White Oak regarding electronic access to the new rules and regulations that will be applicable to their wastewater utility service.

D. Prior to the closing on the acquisition, Aqua Indiana should confirm that White Oak does not possess any deposits made by its customers. If any such deposits are identified, Aqua Indiana shall cause White Oak to return them to the customers involved or deliver them to Aqua Indiana to be handled and returned as appropriate.

E. In the event Aqua Indiana determines after it acquires and commences operation of the White Oak System that there exists a more appropriate basis to record on its books and records the acquired plant, property and assets than as described in Paragraph 1F above, subject to any defenses, Aqua Indiana shall submit such for Commission review and approval in the first general rate case it initiates, which Aqua anticipates will not occur more than three years from the date it closes on the acquisition and commences operation of the acquired plant, property and assets.

F. Within 12 months of closing, Aqua Indiana will provide to the OUCC a complete list by NARUC account of utility plant being acquired. At that time, Aqua Indiana will also provide to the OUCC the value of accumulated depreciation, if any, by NARUC account as of the date of closing, which amount Aqua Indiana deems it is appropriate to record. Aqua Indiana shall also provide to the OUCC an unaudited opening balance sheet for this division and the total amount of transaction costs incurred by cost category (legal fees, etc.).

3. **Scope and Approval**

A. Neither the making of this Settlement Agreement nor any of its provisions, including without limitation any provisions contained in exhibits to this Settlement Agreement, shall constitute in any respect an admission by any Settling Party in this or any other litigation or proceeding. This Settlement Agreement is solely the result of compromise in the settlement process and, except as provided herein, is without prejudice to and shall not constitute a waiver of any position that any of the Settling Parties may take with respect to any or all of the issues resolved herein in any future regulatory or other proceedings.

B. Neither the making of this Settlement Agreement, nor the provisions thereof, nor the entry by the Commission of a Final Order approving this Settlement Agreement, shall establish any principles or legal precedent applicable to Commission proceedings other than those resolved herein. This Settlement Agreement shall not constitute nor be cited as precedent by any person or deemed an admission by any Settling Party in any other proceeding except as necessary to enforce its terms before the Commission, or any tribunal of competent jurisdiction.

C. The undersigned have represented and agreed that they are fully authorized to execute this Settlement Agreement on behalf of their designated clients, and their successors and assigns, who will be bound thereby, subject to the agreement of the Settling Parties on the provisions contained herein and in the attached exhibits.

D. The communications and discussions during the negotiations and conferences have been conducted based on the explicit understanding that said communications and discussions are or relate to offers of settlement and therefore are privileged. All prior drafts of this Settlement Agreement and any settlement proposals and counterproposals also are or relate to offers of settlement and are privileged.

E. The Settling Parties shall offer supplemental testimony supporting the Commission's approval of this Settlement Agreement and will request that the Commission issue a Final Order incorporating the agreed proposed language of the Settling Parties and accepting and approving the same in accordance with its terms without any modification. Such supportive testimony will be agreed-upon by the Settling Parties and offered into evidence without objection by any Settling Party and the Settling Parties hereby waive cross-examination of each other's witnesses.

F. This Settlement Agreement is conditioned upon and subject to Commission acceptance and approval of its terms in their entirety, without any change or condition that is unacceptable to any Settling Party. The Settling Parties will support this Settlement Agreement before the Commission and request that the Commission accept and approve the Settlement Agreement. This Settlement Agreement is a complete, interrelated package and is not severable, and shall be accepted or rejected in its entirety without modification or further condition(s) that may be unacceptable to any Settling Party. The Settling Parties propose to submit this Settlement Agreement and evidence conditionally, and if the Commission fails to approve this Settlement Agreement in its entirety without any change or imposes condition(s) unacceptable to any adversely affected Settling Party, the Settlement Agreement and supporting evidence may be withdrawn and the Commission will continue to proceed to a decision in the affected proceeding, without regard to the filing of this Settlement Agreement.

G. The Settling Parties will work together to prepare an agreed upon proposed order to be submitted in this Cause. The Settling Parties will request Commission acceptance and approval of this Settlement Agreement in its entirety, without any change or condition that is unacceptable to any party to this Settlement Agreement. The Settling Parties will request that the Commission issue a Final Order promptly accepting and approving this Settlement Agreement in accordance with its terms.

H. The Settling Parties shall not appeal or seek rehearing, reconsideration or a stay of any Final Order entered by the Commission approving the Settlement Agreement in its entirety without changes or condition(s) unacceptable to any Settling Party (or related orders to the extent such orders are specifically and exclusively implementing the provisions

hereof) and shall not oppose this Settlement Agreement in the event of any appeal or a request for rehearing, reconsideration or a stay by any person not a party hereto.

AGREED and **ACCEPTED** this 31st day of October, 2016.

AQUA INDIANA, INC.

By: Philip B. McKiernan
Its: Attorney

INDIANA OFFICE OF UTILITY CONSUMER COUNSELOR

By: Daniel M. LeVay
Its: Deputy Consumer Counselor

Control Number: 46127

Item Number: 1

Addendum StartPage: 0

46127

Westwood

RECEIVED
2016 JUL -5 AM 11:57
PUBLIC UTILITY COMMISSION
FILING CLERK

Utility

Corp.

CCN-12126

STM

Application for Sale, Transfer, or Merger of a Retail Public Utility
Pursuant to Chapter 13.251 of the Texas Water Code

RECEIVED
2016 JUL -5 AM 11:59
PUBLIC UTILITY COMMISSION
FILING CLERK

Docket Number: 46127

(this number will be assigned by the Public Utility Commission after your application is filed)

7 copies of the application, including the original, along with one copy of the portable electronic storage medium (such as CD or DVD) containing the GIS data shall be filed with

Public Utility Commission of Texas
Attention: Filing Clerk
1701 N. Congress Avenue
P.O. Box 13326
Austin, Texas 78711-3326

No later than seven days after filing the application for the boundary change, provide a copy of each paper map and a portable electronic storage medium (such as CD, flash drive or DVD) containing complete and identical data to the portable electronic storage medium submitted above to

Texas Natural Resources Information System
1700 N. Congress Ave, Room B40
Austin, Texas 78701

TABLE OF CONTENTS

Part A – General Information 2
Part B – Current Service Provider or Seller Information 2
Part C – Purchaser or Transferee Information 3
Part D – Historicial Financial Information 9
Part E – Projected Information 12
Part F – Public Water System Information 16
Part G – Oaths and Notices 18

Part A – General Information

*RN# 102684248 *CN# 600642045 * (PRIOR TCEQ ID numbers)

1. Proposed action of application (check all the boxes that apply):
[X] Sale of [X] All [ ] Portion of the [X] Water system(s) under CCN No.: 12126
[ ] Acquisition [ ] Sewer system(s) under CCN No.: N/A
[ ] Lease/Rental

[X] Transfer of [X] All [ ] Portion of the [X] Certificated water service area – CCN No.: 12126
[ ] Certificated sewer service area – CCN No.: N/A

If only a portion of a system or certificated service area is affected by this transaction, please specify the areas or subdivision involved:

N/A

and to:
[ ] Obtain a CCN for the transferee (purchaser) – indicate if purchaser will take the seller's CCN
[X] Amend the transferee's CCN No.:
[ ] Merge or consolidate public utilities
[X] Cancel CCN of the transferor (seller)

2. Proposed effective date of this transaction: 11/21/2016
(Must be at least 120 days after proper notice is provided)

Part B – Current Service Provider or Seller Information

☞ **Questions 3 through 5 apply to the transferor (current service provider or seller)**

3. For the current CCN holder or service provider please indicate:
A. Name: Westwood Utility Corporation.
(Individual, Corporation or Other Legal Entity)
who is a(n):of [ ] Individual [X] Corporation [ ] WSC [ ] HOA or POA [ ] Other

B. Utility Name (if different than above):
Address: P. O. Box 671, Fairfield, TX 76850 Telephone: (AC) (903) 389-2105

C. Contact person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney or accountant.
Name: Mark Zeppa- 4833 Spicewood Springs Rd. Title: Attorney
Address: Suite 202, Austin,TX 78759 Telephone: (AC) (512) 346-4011
Fax: (512) 346-6847 Email: jj@zeppalaw.com

4. About the last rate increase for the system or facilities being transferred:
A. What was the effective date of the last rate increase? 11/27/2008

B. Was notice of this increase provided to the Public Utility Commission of Texas (commission or PUC) or a predecessor regulatory authority?
[ ] No [X] Yes- Application/Docket Number: 38158-R Date 9/9/08

5. Please provide a list of all customers affected by this transaction who have deposits held by the transferor or seller utility, if any, and include the following information (attach additional sheets if necessary):

Name and Address of Utility Customer	Date of Deposit	Amount of Deposit	Amount of Unpaid Interest on Deposit
List will be attached to back of document			

Part C – Purchaser or Transferee Information

☞ **Questions 6 through 16 refer to the transferee or purchaser.**

6. For the person or entity acquiring the facilities and/or CCN:
Applicant: City of Fairfield
(Individual, Corporation, or Other Legal Entity)
Utility Name: City of Fairfield
(If different than above)
Utility Address: 222 South Mount St., Fairfield, TX 75840
Fax: (903) 389-6327 Email: jeff.looney@fairfieldtexas.net Telephone (AC): (903) 389-2633
CCN Numbers held prior to the filing of this application: 11183 -- (CN#600671242)(PWS 0810001)

7. Check the appropriate box and provide information regarding the legal status of the transferee applicant:
[ ] Individual
[ ] Home or Property Owners Association
[ ] Partnership; attach copy of partnership agreement
[ ] Corporation; provide charter number as recorded with the Office of the Secretary of State for Texas:
[ ] Non-profit, member owned, member-controlled Cooperative Corporation (Article 1434(a) Water Sewer Service Corporation); provide charter number:

[X]	Municipally-owned utility
[ ]	District (MUD, SUD, WCID, etc.)
[ ]	County
[ ]	Other (please explain):

8. If the applicant is an *Individual* or sole proprietorship, provide the following information. If not, skip to the next question.

Name:		Email	
Address			
Telephone (AC):		Fax (AC):	

9. If the applicant is other than an *Individual*, provide the following information regarding the officers or partners of the legal entity applying for the transfer. You must complete either question 8 or question 9, whichever applies to the transferee applicant.

•Name:	Mayor Roy W. Hill	Telephone (AC):	(903) 389-2633
Address:	222 South Mount St.		
Position:	Mayor	Ownership % (if applicable):	0.00%

•Name:	City Administrator: Jeff Looney	Telephone (AC):	(903) 389-2633
Address:	222 South Mount St.		
Position:	City Administrator	Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

– Attach additional sheet(s) if necessary –

☞ **Important:** • If the applicant is a for-profit corporation, please provide a copy of the corporation's "Certification of Account Status" from the State Comptroller Office. This "Certification of Account Status" can be obtained from:

Texas Comptroller of Public Accounts
P. O. Box 13528, Capitol Station
Austin, Texas 78711
1-800-252-5555

- If the applicant is an Article 1434a water supply or sewer service corporation or other non-profit corporation, please provide a copy of the Articles of Incorporation and By-Laws.

10. Contact person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney or accountant.

Name:	Jeff Looney	Title:	City Administrator
Address:	222 South Mount Street, Fairfield, TX 75840	Telephone (AC):	(903) 389-2633
Fax #	(903) 389-6327	Email	jeff.looney@fairfieldtexas.net
Relationship to the applicant:	Employee: Administrator of the City of Fairfield		

☞ **IF THERE ARE MORE THAN TWO PARTIES INVOLVED IN THIS TRANSACTION, PLEASE ATTACH SHEETS PROVIDING THE INFORMATION REQUIRED IN QUESTION 6 THROUGH QUESTION 10 FOR EACH PARTY**

11. Please respond to each of the following questions. Attach additional sheets if necessary.

A. Describe the experience and qualifications of the applicant to provide adequate utility service to the requested area

The applicant (The City of Fairfield) has a fully licensed staff managing the Municipal Water Department, which operates under the rules and regulations of TCEQ.

B. Has the applicant acquiring the CCN or facilities or an affiliated interest of the applicant been under enforcement action by the PUC, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG) or the Environmental Protection Agency (EPA) in the past for noncompliance with rules, orders or State Statutes? [ ] Yes [X] No

If yes, please attach copies of any correspondence with these regulatory agencies concerning these enforcement actions and describe any actions and efforts to comply with those requirements. Attach additional sheets if needed.

C. Describe the source and availability of funds required to make the planned or required improvements, if any, to meet minimum requirements of the TCEQ and PUC and ensure continuous and adequate service.

D. Describe the anticipated impact of this transaction on the quality of utility service and explain any anticipated changes in the quality of service.

No changes, however: (3) City water dept. staff live on this system. Any problems should be realized and addressed quickly. Service should be maintained at the same high level to which customers are accustomed.

E. How will the transaction serve the public interest?

The greatest benefit to the public is the assurance of faithful, continuous, quality water and exceptional service into the future being provided by a financially stable Municipality.

12. Please describe the nature of the proposed transaction:

The Alford's would like to sell to the most responsible buyer. They have concluded the entity which could guarantee long term stability and quality, for their customers would be the City of Fairfield. They have agreed to owner finance the debt to make the transaction more convenient for the City.

13. If the transferee applicant is an Investor Owned Utility (IOU) and will be under the rate jurisdiction of the PUC, please provide the following information. Water supply or sewer service corporations and political subdivisions of the state should mark this section N/A:

A.
- Total Purchase Price: $ 3,000,000.00
- Total Original Cost (as recorded on books of seller or merging entity):
- Accumulated Depreciation as of the proposed effective date of the transaction:
- Contributions in Aid of Construction:
  - Specific surcharges approved by TCEQ or PUC: $ 0.00
  - Revenues from explicit customer agreements: $ 0.00
  - Developer Contributions (please explain):
  - Other Contributions (please explain):

Total Contributions in Aid of Construction

- Net Book Value:

☞ If the Original Cost or any of the above items has been established in a rate case proceeding by the PUC, the TWC or the TCEQ, please provide the Application/Docket Number and date:

Application/Docket Number: Date:

☞ If the applicant is not under the rate jurisdiction of the TCEQ, only the purchase price and information related to Contributions in Aid of Construction is required.

Please provide any other information concerning the nature of the transaction you believe should be given consideration if not explained elsewhere in the application. [attach additional sheet(s) if necessary]:

C. Complete the following proposed entries listed below as shown in books of purchasing (or surviving) company. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations.

Utility Plant in Service:	
Plant Acquisition Adjustment:	
Extraordinary Loss on Purchase:	
Accumulated Depreciation of Plant:	
Cash:	
Notes Payable:	
Mortgage Payable:	
Others (please list):	

As the purchaser, I understand that it is **my responsibility** in any future rate proceeding to provide written evidence and support for the original cost and installation date of all facilities used and useful for providing utility service.

Purchaser's Initials: Mayor Date: 6/20/2016

14. Please indicate the proposed effect of this transaction on the rates to be charged to the affected customers:

[X] All the customers will be charged the same rates as they were charged before the transaction.
[ ] Some [ ] All customers will be charged different rates than they were charged before the transaction.

If rates are changing, please explain:

N/A

☐ Applicant is an IOU and intends to file with the commission or municipal regulatory authority an application to change rates of some/all of its customers as a result of this transaction. If so, please explain:

N/A

☐ Other. Please explain:

N/A

15. List all neighboring water and /or sewer utilities, cities, and political subdivisions providing the same service within two (2) miles of area affected by this proposed transaction. This information should be available from the water utility database (WUD) or Applicant's licensed water operator.

Pleasant Grove WSC
Thompson Water
Clay Hill WSC
Kirvin WSC

16. Financial, Managerial and Technical information for the acquiring entity.

[redacted]

Purchaser's financial information attached to the back of the application:
City of Fairfield-Annual Financial Reports-2012-2015

Part F – TCEQ Public Water or Sewer System Information

☞ Please answer questions 17 through 22 on a different sheet for each physically Distinct system being transferred or acquired.

17. A. For Water Systems. TCEQ Public Water System Identification Number: 0 8 1 0 0 2 4

Date of last inspection: 12/08/2015

B. For Wastewater Systems:

-TCEQ Discharge Permit Number: W Q ☐☐☐☐☐-☐☐☐
-Name of Permitee:
-Date of application to transfer Discharge Permit submitted:
-Date of application to transfer Discharge Permit approved by TCEQ:

18. A. Are any improvements required to meet TCEQ or PUC standards? ☒ Yes ☐ No. If yes, please explain:

"Hayter Engineering" (Mike Tibbets) has been hired to provide the engineering plans for submission and approval of two previously installed booster pumps.

B. Is there a moratorium on new connections? ☐ Yes ☒ No. If yes, please explain:

C. Provide details of each required major capital improvement to correct the deficiencies and meet the TCEQ or PUC standards (attach additional sheets if necessary):

Description of the Required Improvement	Schedule to Complete	Estimated Cost
Engineering plans for previously installed booster pumps submitted for approval	7/30/2016	$ 3,000.00

19. Does the system being transferred operate within the city limits of a municipality or within district boundaries? ☐ Yes ☒ No

If yes, indicate the number of customers within the city limits or district boundaries:
Water Sewer

☞ Attach copy of franchise agreement or consent letter from the city or district.

20. Do you currently purchase water or sewer treatment capacity from another source? ☐ Yes ☒ No
☐ Water ☐ Sewer Purchased on a ☐ Regular ☐ Seasonal ☐ Emergency Basis

- Source: % of total supply: 0.00%

21. List the number of existing connections to be effected by this transaction.

Water				Sewer	
	-Non Metered		-2"meter	-Residential Connection	
420	-5/8" or 3/4" meter		-3" meter	-Commercial Connection	
	-1" meter		-4" meter	-Industrial Connection	
	-1 1/2" meter		-Other	-Other	
	Total Water Connections:			Total Sewer Connections	

20. Has the system reached 85% of its capacity based on TCEQ's minimum requirements? ☐ Yes ☒ No
If yes, please explain what steps are being taken to address the capacity issues:

23. List the name, class, and license number of the operator(s) that will be responsible for the system:

Name	Class	License#
Clyde E Woods	A	WO0028141
Albert Gallegos	C	WG0010675
Rebecca Boyd	C	WG0012295
Shane A Reves	C	WG0014478

24. Attach the following maps with each copy of the application:
a. One small scale map clearly showing affected service area with enough detail to accurately locate the area if the application is for the transfer of all or a portion of a CCN.
b. One large scale map showing the proposed service area boundaries being sold, transferred, or merged and, if available, the existing and proposed facilities. Color coding should be used to differentiate existing from proposed facilities. Facilities and service area boundaries should be shown with such exactness that they can be located on the ground. If transferring area not currently in a CCN or a portion of an existing CCN area please attach the following hard copy maps with each copy of the application:
   1. A general location map delineating the proposed service area with enough detail to accurately locate the proposed area within the county.
   2. A map showing only the proposed area by:
      i. metes and bounds survey certified by a licensed state or registered professional land surveyor; or
      ii. projectable digital data with metadata (proposed areas should be in a single record and clearly labeled, data disk should be included); or
      iii. following verifiable natural and man-made landmarks, or
      iv. a copy of recorded plat map with metes and bounds.
   3. A written description of the proposed service area.

ORIGINAL

STATE OF INDIANA

INDIANA UTILITY REGULATORY COMMISSION

PETITION OF AQUA INDIANA, INC. ("AQUA INDIANA") FOR (1) APPROVAL OF THE SALE AND TRANSFER TO AQUA INDIANA OF WATER UTILITY ASSETS IN ST. JOSEPH COUNTY, INDIANA USED BY WEDGEWOOD PARK WATER COMPANY, INC. PURSUANT TO AN ASSET PURCHASE AGREEMENT; (2) APPROVAL OF CERTAIN ACCOUNTING AND OTHER RELIEF RELATED TO THE ACQUISITION OF THOSE ASSETS; AND (3) CONSENTING TO ST. JOSEPH COUNTY GRANTING AQUA INDIANA LICENSES, PERMITS OR FRANCHISES FOR THE USE OF COUNTY-OWNED PROPERTY.	)	CAUSE NO. 44814
	)	APPROVED: DEC 28 2016

ORDER OF THE COMMISSION

Presiding Officers:
James D. Huston, Commissioner
David E. Veleta, Senior Administrative Law Judge

On July 11, 2016, Aqua Indiana, Inc. ("Petitioner") filed its petition with the Indiana Utility Regulatory Commission ("Commission") in this matter. On August 23, 2016, Petitioner filed the direct testimony and exhibits of Thomas M. Bruns, President of Aqua Indiana.

On October 28, 2016, the Indiana Office of Utility Consumer Counselor ("OUCC") filed a notice of intent not to file testimony in this proceeding. On November 1, 2016, the Parties filed a settlement agreement with the Commission. Petitioner and the OUCC filed testimony in support of the Stipulation and Settlement Agreement on November 10, 2016 and November 14, 2016, respectively. On November 17, 2016, the Presiding Officers issued a docket entry requesting information relating to Petitioner's capacity to provide fire protection services. Petitioner filed its response to the docket entry on November 18, 2016. An additional docket entry was issued by the Presiding Officers on November 18, 2016 requesting information relating to Ind. Code § 8-1-2-84(c). Petitioner filed its response to the docket entry on November 21, 2016.

The Commission held an evidentiary hearing in this Cause at 1:30 p.m. on November 28, 2016 in Room 222 of the PNC Center, 101 West Washington Street, Indianapolis, Indiana. Petitioner and the OUCC appeared and participated at the hearing.

Based on the applicable law and the evidence presented, the Commission finds:

1. **Notice and Jurisdiction.** Notice of the hearing in this Cause was given and published by the Commission as required by law. Petitioner is a public utility as defined by Ind. Code § 8-1-2-1(a). Under Ind. Code § 8-1-2-84, the Commission has jurisdiction over the transfer of utility property. Therefore, the Commission has jurisdiction over Petitioner and the subject matter of this proceeding.

2. **Background.** Petitioner is an Indiana for-profit corporation providing water utility service to approximately 881 customers and wastewater utility services to approximately 20,772 customers in Indiana. Petitioner also supports the regulated wastewater utility operations of South Haven Sewer Works, Inc. ("South Haven") and will continue to do so until South Haven is merged into Petitioner as permitted by the Commission's April 29, 2015 Order in Cause No. 44533. Upon implementing that merger, Petitioner will directly provide water utility service to approximately 4,049 additional wastewater utility customers.

Wedgewood Park Water Company, Inc. ("Wedgewood Park") is an Indiana for-profit corporation providing water utility service to approximately 211 residential customers and five commercial customers in a subdivision near the Indiana-Michigan state line in St. Joseph County, Indiana. Wedgewood Park's distribution system consists of approximately two miles of four-inch and six-inch cast iron mains, with 15 hydrants. Wedgewood Park's system is interconnected with the water system operated by Niles, Michigan Charter Township, which supplies under a long term supply contract the water distributed by Wedgewood Park. The circumstances that led up to Wedgewood Park contracting for its water supply are described in the Commission's November 6, 2013 Order in Cause No. 44369.

3. **Relief Requested.** Petitioner seeks to have the Commission approve the sale and transfer to Petitioner of the water utility plant, property, and assets currently used by Wedgewood Park to provide water utility service. The water utility plant, property, and assets that Petitioner will acquire (the "Wedgewood Park System") are described in an Asset Purchase Agreement entered by and between Wedgewood Park and Petitioner (the "Purchase Agreement").

In connection with the sale and transfer of the Wedgewood Park System, Petitioner also requests that the Commission (i) approve of Petitioner charging and collecting from present and future customers of the Wedgewood Park System the same rates and charges as Wedgewood Park currently charges customers, subject to such changes as the Commission may approve in the future; (ii) approve of Petitioner applying to present and future customers of the Wedgewood Park System those rules and regulations as Petitioner currently applies to customers, unless and until the Commission has approved other rules and regulations to be applied to such customers; (iii) approve of Petitioner recording the acquisition of the Wedgewood Park System on its books and records in the same way it is shown at closing on Wedgewood Park's books and records, with such adjustments as may be necessary to reflect their acquisition by Petitioner; and (iv) approve of Petitioner utilizing Wedgewood Park's depreciation rates for plant, property, and assets comprising the Wedgewood Park System and used to serve present and future customers.

Petitioner also is seeking to have the Commission determine, in accordance with Ind. Code § 36-2-2-23, that public convenience and necessity requires Petitioner to provide water utility service within the county and consent to St. Joseph County granting Petitioner licenses, permits, or franchises for the use of county-owned property to provide water utility service.

4. **Petitioner's Evidence.** Mr. Bruns described the origin and contents of the Purchase Agreement. According to Mr. Bruns, Mr. Dennis Jusko, Wedgewood Park's President, approached Petitioner in July 2015 to inquire if it had interest in acquiring the Wedgewood Park System. After

completing some preliminary due diligence, Petitioner entered into negotiations with Mr. Jusko that led to the execution of the Purchase Agreement.

Mr. Bruns stated that the Purchase Agreement provides for Petitioner's purchase of the Wedgewood Park System, which is described in Section 1 and Schedule 1.1 of the Purchase Agreement. Under Section 1.3 of the Purchase Agreement, the consideration for the purchase is $210,000. Section 2 of the Purchase Agreement provides that the closing of the transaction will occur within 45 days after receipt of all final regulatory approvals. The closing is subject to certain conditions that are described in the Purchase Agreement and include Wedgewood Park providing Petitioner with certain information; Petitioner's satisfactory completion of its due diligence; verification of Wedgewood Park's title to the assets being transferred; the transfer of certain permits; receipt of certain consents and approvals, including without limitation the approval of the Commission; and the lack of any prohibitions to consummation of the matters covered by the Purchase Agreement. Mr. Bruns testified that, like the rest of the Purchase Agreement, the purchase price resulted from arms-length negotiation between Wedgewood Park and Petitioner.

Mr. Bruns explained that the Wedgewood Park System will be operated by Petitioner with the assistance of a qualified and experienced contract operator with oversight provided by personnel at Petitioner's affiliate, South Haven. Mr. Bruns noted that this will deviate in some respects from the way the Wedgewood Park System is currently operated by Wedgewood Park. However, Mr. Bruns was of the opinion that the operational and customer service differences will be beneficial to Wedgewood Park's customers. Mr. Bruns also testified that, after the acquisition of the Wedgewood Park System, it will be thoroughly inspected with corrective repairs made where needed and that Petitioner presently intends to replace all manual read residential meters with Radio Read meters. According to Mr. Bruns, like all facilities in Indiana operated by Petitioner, funding for improvements to the Wedgewood Park System would come from Petitioner's corporate parent, Aqua America.

As testified to by Mr. Bruns, Petitioner intends to apply to present and future customers the same rates and charges as are currently charged and collected by Wedgewood Park. Mr. Bruns also stated that the customers of the Wedgewood Park System will be subject to the same rules and regulations as Petitioner currently applies to its other water utility customers in Indiana, unless and until the Commission has approved other rules and regulations to be applied.

Mr. Bruns testified that Petitioner intends to record the plant, property, and assets acquired from Wedgewood Park on its books and records in the same way they are shown at closing on Wedgewood Park's books and records, with such adjustments as may be necessary to reflect their acquisition by Petitioner. Petitioner anticipates that based on information currently available it will make the following accounting entries to record the acquisition of the Wedgewood Park System:

	Debit	Credit
Utility Plant in Service (Utility Assets $236,815 + Organization Costs estimated at $20,000)	$256,815	
Accumulated Depreciation		($74,408)
CIAC		($4,437)
Utility Plant Acquisition Adjustment (Purchase Price $210,000 less Net Book Value of Utility Assets $157,970)	$52,030	
Cash (Purchase Price $210,000 + Organization Cost $20,000)		($230,000)

The actual entries Petitioner will make should reflect information as of the date of the closing of the acquisition. Further, Mr. Bruns testified that Petitioner is not seeking to recover all or any portion of an acquisition adjustment in this Cause. He stated that any such relief would be reflected in a future rate case, if at all. Additionally, Mr. Bruns testified that Petitioner proposes to utilize Wedgewood Park's depreciation rate or rates for plant, property, and assets comprising the Wedgewood Park System and used to serve present and future customers.

Mr. Bruns explained that, assuming the Commission approves the transfer of the Wedgewood Park System, he believed Petitioner will have the authority needed to lawfully own and operate the Wedgewood Park System. He also testified that Petitioner has the managerial, technical, and financial resources necessary to properly operate the Wedgewood Park System and provide adequate and reliable service to present and future customers. According to Mr. Bruns, Petitioner has a record of handling successful utility operations in Indiana. In his view, implementation of the Purchase Agreement will benefit the customers served by the Wedgewood Park System through, among other ways, access to the technical, financial, and customer service capabilities of Petitioner. Mr. Bruns testified that the Purchase Agreement and the acquisition provided for by it will serve public convenience and necessity and are in the public interest.

Finally, Mr. Bruns testified that Petitioner intends to use county-owned property, including without limitation highway rights-of-way, in connection with operating the Wedgewood Park System. According to Mr. Bruns, public convenience and necessity require such service and Petitioner is requesting the Commission to make such a determination and consent to St. Joseph County granting Petitioner licenses, permits, or franchises for the use of county-owned property.

5. **Settlement Agreement.** The Stipulation and Settlement Agreement ("Settlement Agreement") entered into by Petitioner and the OUCC is attached hereto and incorporated herein by reference. The Settlement Agreement provides that Petitioner and the OUCC agree that, subject to

certain conditions described in the Settlement Agreement, approval of the proposed sale and transfer of the Wedgewood Park System and the other relief requested by Petitioner will serve the public interest and public convenience and necessity. Specifically, the parties request the Commission to issue a Final Order in this Cause: (i) Finding that the relief requested by Petitioner in this Cause will serve the public interest and public convenience and necessity; (ii) Approving the sale and transfer of the Wedgewood Park System to Petitioner pursuant to the Purchase Agreement; (iii) Approving the Purchase Agreement and the terms and conditions set forth therein to the extent necessary to authorize the transfer; (iv) Approving Petitioner's application to present and future customers within the Wedgewood Park System of the same rates and charges as are currently applied by Wedgewood Park to its customers within St. Joseph County, Indiana, subject to such changes as the Commission may approve in the future; (v) Approving Petitioner's application to customers within the Wedgewood Park System of the rules and regulations as are currently applied by Petitioner to its customers, subject to such changes as the Commission may approve in the future; (vi) Approving of Petitioner recording the acquisition of the Wedgewood Park System on its books and records in the same way it is shown at closing on Wedgewood Park's books and records, with such adjustments as may be necessary to reflect their acquisition by Petitioner; (vii) Approving Petitioner use of Wedgewood Park's current depreciation rate(s) for plant, property, and assets comprising the Wedgewood Park System and such other property as may be used to serve present and future customers, subject to such changes as the Commission may approve in the future; and (viii) Consenting to St. Joseph County, Indiana granting Petitioner licenses, permits or franchises for the use of county-owned property to provide water utility service.

As noted above, Petitioner and the OUCC agree that granting the above-described relief should be subject to certain conditions set forth in the Settlement Agreement; namely: (i) incidental expenses and other acquisition costs reflected in the amounts recorded by Petitioner as part of the acquisition of the Wedgewood Park System shall not exceed $20,000; (ii) Petitioner shall amortize contributions in aid of construction ("CIAC") as an offset to its depreciation expense (i.e. for ratemaking purposes) and shall use for such purpose Wedgewood Park's current depreciation rate(s) or such other rate or rates as the Commission shall direct; (iii) Petitioner should notify the customers previously served by Wedgewood Park regarding electronic access to the new rules and regulations that will be applicable to their water utility service; (iv) Prior to the closing on the acquisition, Petitioner should confirm that Wedgewood Park does not possess any deposits made by its customers. If any such deposits are identified, Petitioner shall cause Wedgewood Park to return them to the customers involved or deliver them to Petitioner to be handled and returned as appropriate; (v) Within 12 months of closing, Petitioner will provide to the OUCC a complete list by NARUC account of utility plant being acquired. At that time, Petitioner will also provide to the OUCC the value of accumulated depreciation, if any, by NARUC account as of the date of closing, which amount Petitioner deems it is appropriate to record. Petitioner shall also provide to the OUCC an unaudited opening balance sheet for this division and the total amount of transaction costs incurred by cost category (legal fees, etc.); (vi) Within 12 months of closing, Petitioner will replace all customer meters with new radio frequency ("RF") meters. Thereafter, relying on one year of data Aqua will reassess water loss calculations and formulate a plan, if appropriate, to mitigate any continuing excessive water loss.

6. Evidence in Support of Settlement Agreement. Mr. Bruns provided testimony in

support of the Settlement Agreement. Mr. Bruns described the events that led to the execution of the Settlement Agreement, including the proposals, discovery, and negotiations. Mr. Bruns then summarized the Settlement Agreement. Mr. Bruns testified that, in the Settlement Agreement, the parties agreed that the Commission should essentially grant the relief sought by Petitioner in its Verified Petition, including, among other things, approval of the sale and transfer of the Wedgewood Park System to Petitioner pursuant to the Purchase Agreement, and consenting to St. Joseph County, Indiana granting Petitioner the licenses, permits, or franchises for the use of county-owned property to provide wastewater utility service.

Mr. Bruns also testified regarding the conditions that Petitioner and the OUCC agreed to that were not included in Petitioner's Verified Petition. The first condition that Mr. Bruns described relates to Petitioner's recording on its books and records of the acquisition of the Wedgewood Park System, in that Paragraph 2(A) of the Settlement Agreement caps the amount of actual incidental expenses and other acquisition costs reflected as transaction costs in the amounts recorded by Petitioner at $20,000.

Mr. Bruns next testified that Petitioner has agreed to provide the OUCC a complete list of utility plant being acquired and set forth by NARUC account any accumulated depreciation it determines appropriate to record as of the date of the purchase, within 12 months of closing. Mr. Bruns noted that Petitioner also agreed to provide to the OUCC an unaudited opening balance sheet for this division and the total amount of transaction costs incurred by cost category (such as legal fees).

Mr. Bruns then testified about the parties' agreement that Petitioner should use Wedgewood Park's current depreciation rate(s) for plant, property, and assets comprising the Wedgewood Park System and such other property as may be used to serve present and future customers. However, Petitioner also agreed to amortize contributions in aid of construction as an offset to its depreciation expense and shall use for such purpose Wedgewood Park's current depreciation rate(s) or such other rate or rates as the Commission shall direct.

The next provision of the Settlement Agreement that Mr. Bruns addressed was its provision that requires Petitioner to notify the customers previously served by Wedgewood Park regarding electronic access to the new rules and regulations that will be applicable to their wastewater utility service. Additionally, prior to the closing on the acquisition, Mr. Bruns explained that Petitioner agreed to confirm that Wedgewood Park does not possess any deposits made by its customers, and that if any such deposits are identified, Petitioner shall cause Wedgewood Park to return them to the customers involved or deliver them to Petitioner to be handled and returned as appropriate.

Mr. Bruns completed his testimony with his observation that, in his opinion, the Settlement Agreement should be approved by the Commission because it is consistent with the public interest, each party will receive benefits, and the customers will receive additional benefits as set forth in the Settlement Agreement.

Margaret A. Stull, Senior Utility Analyst in the OUCC's Water/Wastewater Division, testified in support of the Settlement Agreement. After reviewing the relief Petitioner requested in this Cause,

Ms. Stull described the key terms of the Settlement Agreement. Ms. Stull explained that the Settlement Agreement authorizes Petitioner to consummate the acquisition of certain Wedgewood Park water utility assets, and that the relief otherwise requested by Petitioner should be granted, subject to the conditions set forth in the Settlement Agreement.

Ms. Stull testified that the OUCC agreed that Petitioner should be permitted to book an amount equal to the purchase price ($210,000) plus actually incurred transaction costs not to exceed $20,000.

Next, Ms. Stull explained that the Settlement Agreement contained various terms that are in the public interest. First, the Settlement Agreement provided that Petitioner should notify the customers previously served by Wedgewood Park as to where they may access the rules and regulations that will now apply to Petitioner's service. Additionally, to promote maintenance of a positive rate base and encourage continued prudent investment, Petitioner agreed that it will amortize CIAC as an offset to its depreciation expense and shall use for such purpose Wedgewood Park's current depreciation rate of 1.7% or such other rate or rates as the Commission shall direct.

Ms. Stull also testified that, in order to avoid misunderstanding and promote appropriate accounting of deposits, Petitioner will confirm that Wedgewood Park does not possess any deposits made by its customers. If such deposits are identified, Petitioner will cause Wedgewood Park to return the deposits to the customers or deliver them to Petitioner for appropriate handling and return.

Ms. Stull also testified that Petitioner agreed to provide the OUCC a complete list by NARUC account of utility plant and accumulated depreciation, being acquired as of the date of the purchase within 12 months of closing. Additionally, Ms. Stull explained that, to promote transparency and more efficient regulatory proceedings, the Settlement Agreement provides that Petitioner shall provide an opening balance sheet for the division and the total amount of transactions costs incurred by cost category.

Ms. Stull completed her testimony by asking that the Commission approve the Settlement Agreement, which is supported by the evidence, contains fair and reasonable terms and conditions, and is a just resolution of the issues in this Cause. The OUCC believes the settlement is in the public interest.

7. Discussion and Findings. Settlements presented to the Commission are not ordinary contracts between private parties. *United States Gypsum, Inc. v. Indiana Gas Co.*, 735 N.E.2d 790, 803 (Ind. 2000). When the Commission approves a settlement, that settlement "loses its status as a strictly private contract and takes on a public interest gloss." *Id.* (quoting *Citizens Action Coalition of Ind., Inc. v. PSI Energy, Inc.*, 664 N.E.2d 401, 406 (Ind. Ct. App. 1996)). Thus, the Commission "may not accept a settlement merely because the private parties are satisfied; rather [the Commission] must consider whether the public interest will be served by accepting the settlement." *Citizens Action Coalition*, 664 N.E.2d at 406.

Further, any Commission decision, ruling, or order, including the approval of a settlement, must be supported by specific findings of fact and sufficient evidence. *United States Gypsum*, 735 N.E.2d at 795 (citing *Citizens Action Coalition of Ind., Inc. v. Public Service Co. of Ind., Inc.*, 582

N.E.2d 330, 331 (Ind. 1991)). The Commission's own procedural rules require that settlements be supported by probative evidence. 170 IAC 1-1.1-17(d). Therefore, before the Commission can approve the Settlement Agreement, we must determine whether the evidence in this Cause sufficiently supports the conclusions that the Settlement Agreement is reasonable, just, and consistent with the purpose of Indiana Code ch. 8-1-2, and that such agreement serves the public interest.

The Purchase Agreement is part of the record of this Cause and the evidence contains additional testimony describing its approval, terms and the acquisition contemplated by it. The evidence also shows that the Purchase Agreement and the purchase price provided for in it was the result of arms-length negotiations. The evidence indicated that the amount the parties agreed Petitioner would pay for the acquisition of the Wedgewood Park property, plant, or business ($210,000) is not an amount in excess of 5% of the book cost to Petitioner of all property, plant, or business owned by it at the time of filing its petition in this Cause (in excess of $100,000,000). Therefore, the shareholder approval provision of Ind. Code § 8-1-2-84(c) is not applicable to this Cause.

Further, the evidence shows that Petitioner has the legal, managerial, technical, and financial ability to provide water service. Petitioner is an experienced utility operator committed to providing adequate and reliable service and has a reasonable plan to operate the Wedgewood Park System with a qualified operator under its direct supervision. Also, upon acquiring the Wedgewood Park System, Petitioner intends to inspect the system and make such improvements as may be necessary. Further, Petitioner has agreed to replace all customer meters with new RF meters within 12 months of closing on the acquisition and, thereafter, reassess water loss calculations relying on one year of data and formulate a plan, if appropriate, to mitigate any continuing excessive water loss. In this regard, Petitioner also will be able to rely on Aqua America to support its provision of service to the current customers of the Wedgewood Park System.

Petitioner's proposal to apply to present and future customers the same rates and charges as are applied by Wedgewood Park is reasonable and should be approved. Similarly, Petitioner's proposal to apply to customers of the Wedgewood Park System the same rules and regulations for service as are currently applied to Petitioner's customers is reasonable and should be approved. However, Petitioner should notify the customers previously served by Wedgewood Park regarding electronic access to the new rules and regulations that will be applicable to their water utility service.

There is no dispute concerning Petitioner's proposal to utilize the same depreciation rate as currently used by Wedgewood Park, which as Ms. Stull testified is 1.7%. However, the parties have further agreed that Petitioner will amortize CIAC as an offset to depreciation expense using Wedgewood Park's current depreciation rate(s) or such other rate or rates as the Commission shall direct. Since it is agreed to by the parties, this is a reasonable agreement that might contribute toward Petitioner's rates for services to customers remaining reasonable.

Further, Petitioner's proposal to record the acquisition of the Wedgewood Park System in the same manner as shown on Wedgewood Park's books and records is reasonable. In this regard, the parties have agreed that, within 12 months of closing, Petitioner shall provide to the OUCC a complete list by NARUC account of utility plant being acquired. At that time, Petitioner shall also provide to

the OUCC the value of accumulated depreciation, if any, by NARUC account as of the date of closing, which amount Petitioner deems it is appropriate to record. Petitioner shall also provide to the OUCC an unaudited opening balance sheet for this division and the total amount of transaction costs incurred by cost category with the amount of any incidental expenses and other acquisition-related costs limited to $20,000. Again, this is a reasonable matter for the parties to have agreed to and, as Ms. Stull testified, should promote transparency and more efficient regulatory proceedings.

The evidence shows that Petitioner's acquisition and operation of the Wedgewood Park System by Petitioner is supported by public convenience and necessity, is in the public interest, and should be approved. As reflected in the Stipulation and Settlement Agreement, however, Petitioner should notify the Commission and the OUCC within 14 days of Wedgewood Park's assets being transferred to it. Also, prior to the closing on its sale of the Wedgewood Park System, Petitioner should confirm that Wedgewood Park does not possess any deposits made by its customers. If any such deposits are identified, Petitioner shall cause Wedgewood Park to return them to the customers involved or deliver them to Petitioner to be handled and returned as appropriate.

Finally, Ind. Code § 36-2-2-23 requires the consent of the Commission prior to the grant by a board of county commissioners of a permit to a utility to use county property (generally roads, easements, right-of-ways, and the like) in rendering utility service. In this regard, since the Commission found above that public convenience and necessity require Petitioner's service to the customers of the Wedgewood Park System, it should grant its consent to the Board of Commissioners of St. Joseph County issuing to Petitioner a license, permit, or franchise for the use of county property in rendering water utility service in accordance with applicable Indiana law.

Based on the review of the evidence presented and above discussion, we find that the Settlement Agreement is reasonable, supported by the evidence and in the public interest. Therefore, we approve the Settlement Agreement consistent with our findings above. Further, the Parties agree that the Settlement Agreement should not be used as precedent in any other proceeding or for any other purpose, except to the extent necessary to implement or enforce its terms. Consequently, with regard to future citation of the Settlement Agreement, we find that our approval herein should be construed in a manner consistent with our finding in *Richmond Power & Light*, Cause No. 40434, 1997 Ind. PUC LEXIS 459, at *19-22 (IURC March 19, 1997).

IT IS THEREFORE ORDERED BY THE INDIANA UTILITY REGULATORY COMMISSION that:

1. The sale and transfer to Petitioner of the Wedgewood Park System pursuant to the Purchase Agreement is approved.

2. The Purchase Agreement and the terms and conditions set forth therein to the extent necessary to authorize the transfer are approved.

3. Petitioner shall charge and collect from present and future customers of the Wedgewood Park System the same rates and charges as Wedgewood Park currently charges water utility customers, subject to such changes as the Commission may approve in the future. Petitioner

shall file a tariff by the date the transactions closes.

4. Petitioner shall apply to present and future customers of the Wedgewood Park System those rules and regulations as Petitioner currently applies to water utility customers, unless and until the Commission has approved other rules and regulations to be applied to such customers.

5. Petitioner shall record the acquisition of the Wedgewood Park System on its books and records in the same way it is shown at closing on Wedgewood Park's books and records, with such adjustments as may be necessary to reflect their acquisition by Petitioner and the requirements of this Order.

6. Petitioner shall utilize in the manner described in this Order Wedgewood Park's depreciation rate of 1.7% for plant, property, and assets comprising the Wedgewood Park System and used to serve present and future customers.

7. Petitioner shall comply fully with the conditions identified in Paragraph 2 of the Stipulation and Settlement Agreement and discussed in Finding No. 7 above.

8. The Commission hereby consents to St. Joseph County, Indiana granting Petitioner licenses, permits, or franchises for the use of county-owned property.

9. This Order shall be effective on and after the date of its approval.

STEPHAN, FREEMAN, HUSTON, AND WEBER CONCUR; ZIEGNER ABSENT:

APPROVED: DEC 28 2016

I hereby certify that the above is a true and correct copy of the Order as approved.

Mary M. Becerra
Mary M. Becerra
Secretary of the Commission

FILED
NOVEMBER 1, 2016
INDIANA UTILITY
REGULATORY COMMISSION

STATE OF INDIANA

INDIANA UTILITY REGULATORY COMMISSION

PETITION OF AQUA INDIANA, INC. ("AQUA INDIANA") FOR (1) APPROVAL OF THE SALE AND TRANSFER TO AQUA INDIANA OF WATER UTILITY ASSETS IN ST. JOSEPH COUNTY, INDIANA USED BY WEDGEWOOD PARK WATER COMPANY, INC. PURSUANT TO AN ASSET PURCHASE AGREEMENT; (2) APPROVAL OF CERTAIN ACCOUNTING AND OTHER RELIEF RELATED TO THE ACQUISITION OF THOSE ASSETS; AND (3) CONSENTING TO ST. JOSEPH COUNTY GRANTING AQUA INDIANA LICENSES, PERMITS OR FRANCHISES FOR THE USE OF COUNTY-OWNED PROPERTY.	)	**CAUSE NO. 44814**

STIPULATION AND SETTLEMENT AGREEMENT

On July 11, 2016, Aqua Indiana, Inc. ("Aqua Indiana" or "Petitioner") filed its Verified Petition seeking to have the Commission approve the sale and transfer to Aqua Indiana of the plant and property currently used by Wedgewood Park Water Company, Inc. ("Wedgewood Park") in St. Joseph County, Indiana to provide water utility service. The sale and transfer of the plant and property currently used by Wedgewood Park (the "Wedgewood Park System") would be made pursuant to an Asset Purchase Agreement between Wedgewood Park and Aqua Indiana that appears as Attachment C to Petitioner's Exhibit 1 (the "Purchase Agreement"). In connection with the sale and transfer of the Wedgewood Park System, Aqua Indiana also requests that the Commission (i) approve the manner in which Aqua Indiana will record the plant, property and other assets acquired from Wedgewood Park on its books and records; (ii) approve the rates and charges, as well as the rules and regulations, that Aqua Indiana will apply to customers, subject to such changes as the Commission may approve in the future; and (iii) approve the depreciation rate to be used by Aqua Indiana for the plant, property and assets that it may use to serve present and future customers. Finally, Aqua Indiana is seeking to have the Commission determine, in accordance with Ind. Code § 36-2-2-23, that public convenience and necessity require Aqua Indiana to provide water utility service to present and future customers of the Wedgewood Park System and consent to St. Joseph County, Indiana granting Aqua Indiana licenses, permits or franchises for the use of county-owned property to provide water utility service.

The Indiana Office of Utility Consumer Counselor ("OUCC") reviewed the Petitioner's filed testimony and exhibits, met with representatives of Petitioner and requested additional information from Petitioner through both formal and informal discovery. Petitioner and the OUCC (individually, a "Settling Party" and collectively, the "Settling Parties") engaged in settlement negotiations. As a result of those negotiations, the Settling Parties reached an agreement with respect to all the issues between them before the Commission, including without limitation as follows:

1. **Granting Requested Relief**. The Settling Parties agree that, subject to the provisions of Paragraph 2 below, approval of the relief requested by Aqua Indiana in this Cause will serve the public interest and public convenience and necessity and, accordingly, the Commission should issue a Final Order in this Cause:

A. Finding that the relief requested by Aqua Indiana in this Cause will serve the public interest and public convenience and necessity;

B. Approving the sale and transfer of the Wedgewood Park System to Aqua Indiana pursuant to the Purchase Agreement;

C. Approving the Purchase Agreement and the terms and conditions set forth therein to the extent to authorize the sale and transfer of the system;

D. Approving Aqua Indiana's application to present and future customers within the Wedgewood Park System of the same rates and charges as are currently applied by Wedgewood Park to its customers within St. Joseph County, Indiana, subject to such changes as the Commission may approve in the future;

E. Approving Aqua Indiana's application to customers within the Wedgewood Park System of the rules and regulations as are currently applied by Aqua Indiana to its customers, subject to such changes as the Commission may approve in the future;

F. Approving of Aqua Indiana recording the acquisition of the Wedgewood Park System on its books and records in the same way it is shown at closing on Wedgewood Park's books and records, with such adjustments as may be necessary to reflect their acquisition by Aqua Indiana;

G. Approving Aqua Indiana use of Wedgewood Park's current depreciation rate(s) for plant, property and assets comprising the Wedgewood Park System and such other property as may be used to serve present and future customers, subject to such changes as the Commission may approve in the future; and

H. Consenting to St. Joseph County, Indiana granting Aqua Indiana licenses, permits or franchises for the use of county-owned property to provide water utility service.

2. **Other Agreements**.

A. For purposes of Paragraph 1F above, incidental expenses and other acquisition costs reflected in the amounts recorded by Aqua Indiana as part of the acquisition of the Wedgewood Park System shall not exceed $20,000.

B. Petitioner shall amortize contributions in aid of construction ("CIAC") as an offset to its depreciation expense (i.e. for ratemaking purposes) and shall use for such purpose Wedgewood Park's current depreciation rate(s) or such other rate or rates as the Commission shall direct.

C. Aqua Indiana should notify the customers previously served by Wedgewood Park regarding electronic access to the new rules and regulations that will be applicable to their water utility service.

D. Prior to the closing on the acquisition, Aqua Indiana should confirm that Wedgewood Park does not possess any deposits made by its customers. If any such deposits are identified, Aqua Indiana shall cause Wedgewood Park to return them to the customers involved or deliver them to Aqua Indiana to be handled and returned as appropriate.

E. Within 12 months of closing, Aqua Indiana will provide to the OUCC a complete list by NARUC account of utility plant being acquired. At that time, Aqua Indiana will also provide to the OUCC the value of accumulated depreciation, if any, by NARUC account as of the date of closing, which amount Aqua Indiana deems it is appropriate to record. Aqua Indiana shall also provide to the OUCC an unaudited opening balance sheet for this division and the total amount of transaction costs incurred by cost category (legal fees, etc.).

F. Within 12 months of closing, Aqua Indiana will replace all customer meters with new radio frequency ("RF") meters. Thereafter, relying on one year of data Aqua will reassess water loss calculations and formulate a plan, if appropriate, to mitigate any continuing, excessive water loss.

3. **Scope and Approval**

A. Neither the making of this Settlement Agreement nor any of its provisions, including without limitation any provisions contained in exhibits to this Settlement Agreement, shall constitute in any respect an admission by any Settling Party in this or any other litigation or proceeding. This Settlement Agreement is solely the result of compromise in the settlement process and, except as provided herein, is without prejudice to and shall not constitute a waiver of any position that any of the Settling Parties may take with respect to any or all of the issues resolved herein in any future regulatory or other proceedings.

B. Neither the making of this Settlement Agreement, nor the provisions thereof, nor the entry by the Commission of a Final Order approving this Settlement Agreement, shall establish any principles or legal precedent applicable to Commission proceedings other than those resolved herein. This Settlement Agreement shall not constitute nor be cited as precedent by any person or deemed an admission by any Settling Party in any other proceeding except as necessary to enforce its terms before the Commission, or any tribunal of competent jurisdiction.

C. The undersigned have represented and agreed that they are fully authorized to execute this Settlement Agreement on behalf of their designated clients, and their successors and assigns, who will be bound thereby, subject to the agreement of the Settling Parties on the provisions contained herein and in the attached exhibits.

D. The communications and discussions during the negotiations and conferences have been conducted based on the explicit understanding that said communications and discussions are or relate to offers of settlement and therefore are privileged. All prior drafts

of this Settlement Agreement and any settlement proposals and counterproposals also are or relate to offers of settlement and are privileged.

E. The Settling Parties shall offer supplemental testimony supporting the Commission's approval of this Settlement Agreement and will request that the Commission issue a Final Order incorporating the agreed proposed language of the Settling Parties and accepting and approving the same in accordance with its terms without any modification. Such supportive testimony will be agreed-upon by the Settling Parties and offered into evidence without objection by any Settling Party and the Settling Parties hereby waive cross-examination of each other's witnesses.

F. This Settlement Agreement is conditioned upon and subject to Commission acceptance and approval of its terms in their entirety, without any change or condition that is unacceptable to any Settling Party. The Settling Parties will support this Settlement Agreement before the Commission and request that the Commission accept and approve the Settlement Agreement. This Settlement Agreement is a complete, interrelated package and is not severable, and shall be accepted or rejected in its entirety without modification or further condition(s) that may be unacceptable to any Settling Party. The Settling Parties propose to submit this Settlement Agreement and evidence conditionally, and if the Commission fails to approve this Settlement Agreement in its entirety without any change or imposes condition(s) unacceptable to any adversely affected Settling Party, the Settlement Agreement and supporting evidence may be withdrawn and the Commission will continue to proceed to a decision in the affected proceeding, without regard to the filing of this Settlement Agreement.

G. The Settling Parties will work together to prepare an agreed upon proposed

order to be submitted in this Cause. The Settling Parties will request Commission acceptance and approval of this Settlement Agreement in its entirety, without any change or condition that is unacceptable to any party to this Settlement Agreement. The Settling Parties will request that the Commission issue a Final Order promptly accepting and approving this Settlement Agreement in accordance with its terms.

H. The Settling Parties shall not appeal or seek rehearing, reconsideration or a stay of any Final Order entered by the Commission approving the Settlement Agreement in its entirety without changes or condition(s) unacceptable to any Settling Party (or related orders to the extent such orders are specifically and exclusively implementing the provisions hereof) and shall not oppose this Settlement Agreement in the event of any appeal or a request for rehearing, reconsideration or a stay by any person not a party hereto.

AGREED and **ACCEPTED** this 31st day of October, 2016.

AQUA INDIANA, INC.

By: Philip B. McKenna
Its: Attorney

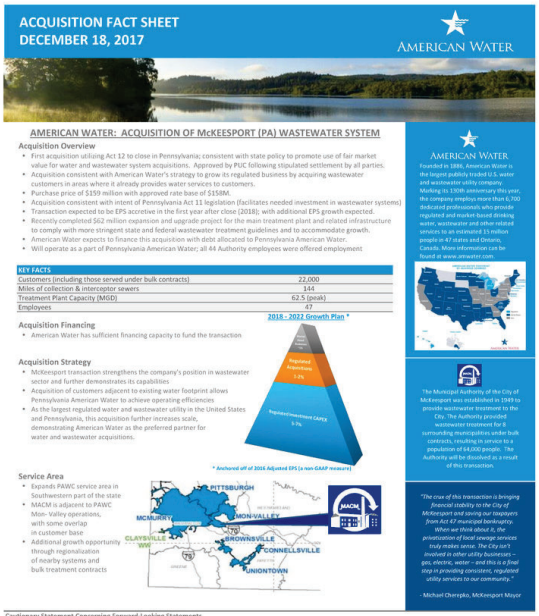
INDIANA OFFICE OF UTILITY CONSUMER COUNSELOR

By: Daniel M. Le Vay
Its: Deputy Consumer Counselor

1/9/2020 Exhibit

EX-99.2 3 exhibit992.htm EXHIBIT 99.2 - ACQUISITION FACT SHEET

Exhibit 99.2



https://www.sec.gov/Archives/edgar/data/1410636/000141063617000029/exhibit992.htm 2/2

PRESS RELEASE

PENNSYLVANIA AMERICAN WATER

FOR IMMEDIATE RELEASE

CONTACT: Susan Turcmanovich
Pennsylvania American Water
T: 570-351-0120
Pager: 888-441-2138
susan.turcmanovich@amwater.com

PENNSYLVANIA AMERICAN WATER CLOSES ACQUISITION OF SCRANTON WASTEWATER SYSTEM

Transaction ranks among largest wastewater acquisition in company history

SCRANTON, Pa. (December 29, 2016) – Pennsylvania American Water, a wholly owned subsidiary of American Water, announced today that it has completed the acquisition of the wastewater system assets of the Scranton Sewer Authority (SSA). The purchase price is approximately $195 million.

The newly acquired system provides wastewater service to approximately 31,000 customers in Scranton and Dunmore. Pennsylvania American Water already provides water service to residents and businesses in both communities. The transaction represents one of American Water's largest wastewater acquisitions in the parent company's history.

"This acquisition marks a significant milestone for our company and our employees, based on the size and scope of this wastewater operation and the environmental challenges facing the system," said Pennsylvania American Water President Kathy L. Pape. "We bring both the technical expertise and financial resources to meet these challenges and provide a long-term wastewater solution, while establishing a plan to maintain reasonable rates for the customers."

The transaction's closing follows a lengthy regulatory approval process by the U.S. Environmental Protection Agency (EPA), Pennsylvania Department of Environmental Protection (DEP), the U.S. Department of Justice, and the Pennsylvania Public Utility Commission (PUC). The wastewater system is under an EPA Consent Decree that mandates significant upgrades, totaling an estimated $140 million, to bring the system into environmental compliance. As the system's owner, Pennsylvania American Water will continue the projects started by the SSA and assume the SSA's obligations under the Consent Decree.

As part of the PUC's approval of the purchase, Pennsylvania American Water agreed to adopt the existing wastewater rates for customers served by the SSA system, although such rates will now be billed on a monthly rather than bi-monthly basis. The PUC regulates the company's rates, rules and regulations of service, so any future rate change will need to be reviewed and approved by the PUC.

"Our employees have been providing water service for a long time for the Scranton and Dunmore communities, and we are very pleased to now be the wastewater provider as well," said Pape. "We are also excited to welcome the SSA employees to the Pennsylvania American Water team."

All of the approximately 80 SSA workers who operate the wastewater system have been offered employment. The employees are represented by the Teamsters Union, Local 229, who voted on Dec. 2, to ratify a new contract offered by Pennsylvania American Water. The employees gain immediate access to the training,

development and career opportunities in any of the operations of Pennsylvania American Water or its parent company.

Pennsylvania American Water's purchase of the sewer system enables SSA to pay off its existing debt.

Under the purchase agreement, Pennsylvania American Water also committed to bring 100 new jobs to Scranton by 2020. "As we continue to invest in the region and expand our operations, these will be important jobs to support not only Pennsylvania but the growth of our national footprint," said American Water Chief Operating Officer Walter Lynch. "We expect the new jobs to generate a very positive economic impact for the Greater Scranton Area."

This acquisition adds to the company's series of large municipal wastewater transactions. In December 2015, Pennsylvania American Water acquired the wastewater assets of Fairview Township, York County. On October 31, 2016, the company purchased the wastewater assets of the Borough of New Cumberland in Cumberland County. In September 2016, Pennsylvania American Water executed an agreement to acquire the wastewater system assets of the Municipal Authority of the City of McKeesport, Allegheny County, which is currently pending regulatory approvals. Pennsylvania American Water now operates wastewater systems in Adams, Beaver, Butler, Chester, Clarion, Cumberland, Lackawanna, Monroe, Northumberland, Pike, Washington and York counties.

Pennsylvania American Water, a wholly owned subsidiary of American Water (NYSE: AWK), is the largest water utility in Pennsylvania, providing high-quality and reliable water and/or wastewater services to approximately 2.3 million people. Founded in 1886, American Water is the largest publicly traded U.S. water and wastewater utility company. Marking its 130th anniversary this year, the company employs more than 6,700 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to an estimated 15 million people in 47 states and Ontario, Canada. More information can be found at www.amwater.com.

Cautionary Statement Concerning Forward-Looking Statements
Certain statements in this press release are forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements relate to, among other things, anticipated capital investments, the ability of Pennsylvania American Water to comply with the Consent Decree, and the ability to achieve certain benefits, synergies and goals relating to the transaction and the acquired operations. These statements are based on the current expectations of management of Pennsylvania American Water. There are a number of risks and uncertainties that could cause actual results to differ materially from these forward-looking statements, including with respect to (1) the occurrence of the benefits and synergies expected or predicted to occur as a result of the acquisition; (2) unexpected costs, liabilities or delays associated with the integration of the acquired business; (3) regulatory, legislative, local or municipal actions affecting the water and wastewater industries, which could adversely affect Pennsylvania American Water; (4) Pennsylvania American Water's ongoing compliance with the Consent Decree; and (5) other economic, business and other factors. Forward-looking statements are not guarantees or assurances of future performance or results, and Pennsylvania American Water and its affiliates do not undertake any duty to update any forward-looking statement.

# # #

02/27/2017

CLINTON, CONNECTICUT, Feb. 27, 2017 (GLOBE NEWSWIRE) -- Connecticut Water Service, Inc. (NASDAQ: CTWS) (CTWS) announced today that it has completed the acquisition of the Heritage Village Water Company (HVWC). Shareholders of HVWC exchanged their stock for CTWS stock in a transaction with an enterprise value of $20.7 million. HVWC serves approximately 4,700 water customers in the Connecticut communities of Middlebury, Oxford and Southbury and approximately 3,000 wastewater customers in the Town of Southbury, Connecticut. HVWC owns and operates the only wastewater system regulated by the Connecticut Public Utilities Regulatory Authority (PURA).

According to Eric W. Thornburg, CTWS's Chairman, President and Chief Executive Officer, HVWC will operate as a subsidiary of CTWS, which is among the nation's fastest growing water utility companies. He states, "Customers will benefit by being part of larger, regional company, which has a size and presence that provides for operational efficiencies, purchasing power and other economies of scale." Mr. Thornburg further states, "CTWS subsidiaries, including The Connecticut Water (Connecticut Water) and The Maine Water Company (Maine Water) have long histories of delivering world-class satisfaction to customers and being good stewards of the natural resources entrusted to us and we are eager to demonstrate our commitment to HVWC customers."

Mr. Thornburg thanked Keith Sorensen, the former president of HVWC, for his efforts that contributed to a smooth transition for customers and employees with the completion of this transaction. PURA approved the acquisition on December 5, 2016, and the closing was completed on February 27, 2017.

HVWC retains its current name, a local office, and its employees were invited to continue their employment under CTWS ownership. HVWC is a sister company to Connecticut Water and Maine Water. The merger will not affect the rates or service for any of those water company customers. As part of CTWS, HVWC will now be able to offer its customers a website, online bill payment, and timely emergency notification via phone and e-mail. Customers will receive information in the mail on these and other enhancements.

As called for under the previously announced agreement, the acquisition was executed through a stock-for-stock merger transaction valued at approximately $16.1 million. Holders of HVWC common stock received shares of CTWS common stock in a tax-free exchange. In addition, Connecticut Water will assume approximately $4.6 million in debt of HVWC. The transaction reflected a total enterprise value of approximately $20.7 million.

Since January 2012, CTWS has grown its customer base by more than 43%, or more than 39,000 customers, primarily through large acquisitions in Maine in 2012 and HVWC in 2017. In addition, CTWS previously announced on October 12, 2016, an agreement to acquire the Avon Water Company that serves 4,800 customers in the Connecticut towns of Avon, Farmington, and Simsbury. A PURA decision on the acquisition is expected this April with a closing to follow within the second quarter.

CTWS is one of the ten largest U.S.-based publicly-traded water utilities, and is listed on the NASDAQ Global Select Market under the ticker symbol CTWS. Including the HVWC acquisition, CTWS, through its regulated utility subsidiaries in Connecticut and Maine, serves more than 129,000 water customers, or nearly 440,000 people in 79 communities across Connecticut and Maine, and more than 3,000 wastewater customers in Southbury, Connecticut.

News Media Contact:

Daniel J. Meaney, APR
Director of Corporate Communications
(860) 664-6016
dmeaney@ctwater.com

ConnecticutWater

Source: Connecticut Water Service, Inc.

Section 1: 10-K (AWK - 12.31.2017 10-K)

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2017
OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____
Commission file: number 001-34028

AMERICAN WATER WORKS COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware	**51-0063696**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
1025 Laurel Oak Road, Voorhees, NJ	**08043**
(Address of principal executive offices)	**(Zip Code)**

(856) 346-8200
(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Name of each exchange on which registered**
Common stock, par value $0.01 per share	**New York Stock Exchange, Inc.**

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐ (do not check if a smaller reporting company)	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

provides water service to approximately 11,000 customers in Monmouth County, New Jersey; and the

- aim for top quartile targets for drinking water quality and being an industry leader in system resiliency and environmental stewardship. We intend to continue to make needed infrastructure investments while implementing operational efficiency improvements to help keep customer rates affordable.

- Safety—Safety is both a strategy and a value at American Water. We put safety first in everything that we do.
  - In 2017, we:
    - finished the year with fewer employee injuries than the prior year and exceeded our targeted results for our Occupational Safety and Health Administration recordable incident rate and our Days Away Restricted or Transferred rate; and
    - strengthened our safety culture as measured by employee responses to safety-related questions in the Company's culture survey, and scored 13 points above "High Performing Companies" in the category of safety, as measured by CEB, Inc. Our safety council, consisting of management and labor employees from across the Company, continued its mission of developing and implementing recommendations to reinforce the Company's commitment to safety.
  - Looking forward, we will:
    - strive toward zero workplace injuries;
    - focus on requiring that the contractors that perform work for the Company are approved in accordance with the Contractor Safety Qualification Practice and are held to the same standards as our employees; and
    - continue our focus on "near miss reporting," to promote continuous learning and corrective action regarding potential safety hazards.

- People—We are building a diverse, fully-engaged, high performance workforce and culture and creating an environment where our people feel valued, included and accountable.
  - In 2017, we continued to demonstrate our commitment to employees by expanding training and development across the Company, with the vast majority of our employees completing at least 20 hours of training during 2017. We also added new Respect and Diversity training to strengthen our values-based culture.
  - Looking forward, we will continue to:
    - improve the diversity of our overall employee population, reflective of our customers and communities;
    - implement a strategic workforce plan which will address the changing requirements of our business and our jobs, and how we will fill those critical positions throughout the Company to promote continuity and help us to meet future operational needs; and
    - dedicate ourselves to personal development through effective training and development plans.

- Growth—We expect to continue to grow our businesses, with the significant majority of our growth to be achieved in our Regulated Businesses through: (i) continued investment in infrastructure to provide safe, clean, reliable and affordable water and wastewater services to our customers; and (ii) regulated acquisitions to expand our services to new customers. We also expect to continue to grow our Market-Based Businesses, which leverage our core water and wastewater competencies.
  - In 2017, we invested $1.7 billion, a record level of annual investment since the Company went public in 2008, and $200 million more than 2016, which had previously been a record year for investment. Our 2017 investment included:
    - $1.4 billion, of which the majority was in our Regulated Businesses for infrastructure replacements and improvements; and
    - $210 million to fund acquisitions in our Regulated Businesses, which added approximately 40,000 water and wastewater customers, including bulk customers, highlighted by the:
      - April 3, 2017 acquisition of Shorelands Water Company, Inc. ("Shorelands") in a stock transaction for $33 million in the form of 438,211 shares of our common stock. Shorelands, which is now a part of our New Jersey subsidiary,

WATERENGINEERS, INC.
WATER & WASTEWATER TREATMENT CONSULTANTS
17230 HUFFMEISTER ROAD, SUITE A~CYPRESS, TEXAS 77429-1643
TEL: 281-373-0500 FAX: 281-373-1113

47086

April 19, 2017

Public Utility Commission of Texas
Central Records
1701 N. Congress, Suite 8-100
Austin, TX 78701

RECEIVED
2017 APR 20 AM 11:52
PUBLIC UTILITY COMMISSION
FILING CLERK

Re: Application for a Sale, Transfer or Merger of a Retail Public Utility
Water Certificate of Convenience and Necessity No. 12154
Seller – Oak Hollow Utility Company, Inc.
Buyer – Utilities Investment Company, Inc.
in Grimes County, Texas

Dear Public Utility Commission of Texas:

Please find enclosed an original and seven (7) copies of an Application for a Sale, Transfer or Merger of a Retail Public Utility to address the sale of the Oak Hollow Water System by Oak Hollow Utility Company, Inc. to Utilities Investment Company, Inc., as well as two copies of CONFIDENTIAL material. Also enclosed are two (2) CD's containing digital map data and one (1) CD containing an electronic copy of the application in .pdf format.

We appreciate your earliest review and issuance of a letter indicating administrative completeness. Please feel free to email me at syoung@waterengineers.com or call at 281-373-0500 if you have any questions regarding the information contained in this submittal.

Thank you for your assistance in this review process.

Sincerely,
WATERENGINEERS, INC.

Shelley Young, P.E.
Project Engineer

Encl. – 1 original and 7 copies of STM application
2 envelopes containing CONFIDENTIAL information
2 CD's containing digital map data
1 CD containing an electronic copy of the STM Application

D. Describe the anticipated impact of this transaction on the quality of utility service and explain any anticipated changes in the quality of service.

No changes in the quality of service are anticipated.

E. How will the transaction serve the public interest?

The current utility owner wishes to exit this segment of the utility business. The applicant is well qualified to own and operate the system affording the current customers a seamless transition.

12. Please describe the nature of the proposed transaction:

Applicant proposes to purchase the water system for $897,000. Applicant will pay $200,000 down from cash reserves and the seller will owner finance the remaining $697,000 at 6% over 10 years. See Attachment C for purchase agreement.

13. If the transferee applicant is an Investor Owned Utility (IOU) and will be under the rate jurisdiction of the PUC, please provide the following information. Water supply or sewer service corporations and political subdivisions of the state should mark this section N/A:

A.
- Total Purchase Price: $ 897,000.00
- Total Original Cost (as recorded on books of seller or merging entity): $1821,837.00
- Accumulated Depreciation as of the proposed effective date of the transaction:
- Contributions in Aid of Construction:
  - Specific surcharges approved by TCEQ or PUC: $ 0.00
  - Revenues from explicit customer agreements: $ 0.00
  - Developer Contributions (please explain):

0

  - Other Contributions (please explain):

0

Total Contributions in Aid of Construction $ 0.00

- Net Book Value: $ 191,081.00

9

Docket No._____

NOTICE TO CURRENT CUSTOMERS, NEIGHBORING SYSTEMS AND CITIES

OAK HOLLOW UTILITY COMPANY, INC.'S
NOTICE OF INTENT TO SEE FACILITIES AND TRANSFER CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN) NO. 12154
TO
UTILITIES INVESTMENT COMPANY, INC.
IN WALLER COUNTY, TEXAS

To:_____ Date Notice Mailed:_____

_____

_____

Oak Hollow Utiity Co., Inc., 1330 Blue Bell, Houston, Texas 77038, has submitted an application with the Public Utility Commission of Texas to sell facilities and transfer water CCN No. 12154 in Waller County to Utilities Investment Company, Inc., P.O. Box 279, New Waverly, Texas 77358-0279.

The sale is scheduled to take place as approved by the Commission (V.T.C.A., Water Code §13.301). The transaction and the transfer of the CCN include the following subdivision:

Oak Hollow Subdivision

The area subject to this transaction is located approximately 4 miles southwest of downtown Magnolia, Texas in Waller County and is **generally** bounded on the north by FM 1488; on the east by the Waller County/Montgomery County line; on the south by Pine Valley Drive; and on the west by Rice Road.

The total area being requested includes approximately 1050.5 acres and 690 current customers.

This transaction will have the following effect on the current customer's rates and services: There will be no change in rates or services.

Affected persons may file written protests and/or request within 30 days of this notice. To request a hearing, you must

(1) state your name, mailing address, and daytime telephone number;

(2) state the applicant's name, application number or another recognizable reference to this application;

(3) include the statement, "I/we request a public hearing";

(4) write a brief description of how you, the persons you represent, or the public interest would be adversely affected by the proposed transaction and transfer of the CCN; and

(5) state your proposed adjustment to the application or CCN which would satisfy your concerns and cause you to withdraw your request for a hearing.

61

BusinessWire
A Berkshire Hathaway Company

MISSOURI AMERICAN WATER

Missouri American Water Announces Acquisition of Village of Wardsville Water and Wastewater Systems

May 23, 2017 10:28 AM Eastern Daylight Time

WARDSVILLE, Mo.--(BUSINESS WIRE)--Missouri American Water completed its acquisition of the Wardsville water and wastewater systems today, adding approximately 475 water and approximately 406 wastewater customers to its more than 460,000 statewide customers. The purchase price for both the water and wastewater system is $2.75 million.

Customers in Wardsville, located just south of Jefferson City, will have their meters changed beginning today and should receive their first invoice from Missouri American Water the week of June 26. Water and wastewater rates in the city are set by the Missouri Public Service Commission and will not change upon completion of the deal.

"This is an exciting day, both for the residents of Wardsville as well as Missouri American Water," said Brent Haas, operations manager for Missouri American Water's Jefferson City district, which Wardsville will be joining. "Wardsville residents can look forward to clean, safe drinking water, effective wastewater treatment and efficient system operation. Missouri American Water brings expertise to the water and wastewater industries that is unparalleled, and by joining our large customer base, we will be able to manage costs in Wardsville on an ongoing basis to help keep rates low."

Missouri American Water

Missouri American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor-owned water utility in the state, providing high-quality and reliable water and/or wastewater services to approximately 1.5 million people.

With a history dating back to 1886, American Water is the largest and most geographically diverse U.S. publicly-traded water and wastewater utility company. The company employs more than 6,700 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to an estimated 15 million people in 47 states and Ontario, Canada. More information can be found by visiting www.amwater.com.

Contacts
Missouri American Water
Brian Russell
Communications Manager
T - 314-996-2239
C - 314-825-3578
Brian.Russell@amwater.com

Aqua Pennsylvania to Welcome New Garden Township as First Municipal Acquisition Using Fair Market Valuation Legislation

June 14, 2017 01:21 PM Eastern Daylight Time

BRYN MAWR, Pa.--(BUSINESS WIRE)--Aqua America, Inc. (NYSE: WTR) today announced its largest subsidiary, Aqua Pennsylvania, received approval from the Pennsylvania Public Utility Commission to purchase the wastewater assets of New Garden Township, serving approximately 2,100 customer connections in southeast Pennsylvania's Chester County.

Aqua's application was the first that the PUC has considered since the state enacted Act 12, commonly referred to as fair market valuation legislation.

"We're proud that Aqua is the first to have an acquisition approved by the PUC under this new legislation," said Aqua America CEO Christopher Franklin.

The new law allows companies like Aqua to pay a fair market amount for municipal water and wastewater systems, benefitting local governments, customers, and the environment. Prior to FMV legislation, utilities were often limited to including only the original depreciated cost into their rate base, which became a regulatory barrier to a sale. Now, Aqua and other regulated utilities can leverage compliance expertise, purchasing power and operational efficiencies to benefit local systems' infrastructure and service.

"This purchase is all part of Aqua's efforts to do our part to strengthen wastewater infrastructure for communities in the states we serve, which means improved service and environmental stewardship for generations to come," Franklin said.

With the new legislation, Aqua is focused on balancing fair price for systems, making important infrastructure improvements and ensuring reasonable rates for its service. Aqua paid $29.5 million for the New Garden system.

"We're thrilled to welcome New Garden Township residential and business customers to the Aqua family, and look forward to providing them the highest level of service and value," Franklin said. "We hope more communities take advantage of the benefits this new legislation can bring."

According to Franklin, Aqua expects to grow its customer base 1.5 to 2 percent in 2017.

About Aqua America

Aqua America is one of the largest U.S.-based, publicly traded water utilities and serves nearly 3 million people in Pennsylvania, Ohio, North Carolina, Illinois, Texas, New Jersey, Indiana and Virginia. Aqua America is listed on the New York Stock Exchange under the ticker symbol WTR. Visit AquaAmerica.com for more information, or follow Aqua on Facebook at facebook.com/MyAquaAmerica and on Twitter at @MyAquaAmerica.

Forward-Looking Statements

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, among others: the company's ability to grow its customer base 1.5 to 2.0 percent in 2017, and the ability of the company to acquire additional wastewater systems. There are important factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements including: general economic business conditions, the successful integration of the customers and the facility, the ability to improve customer service and environmental stewardship, the success of the company's growth efforts including its ability to utilize Act 12, and other factors discussed in our Annual Report on Form 10-K, which is on file with the Securities and Exchange Commission. For more information regarding risks and uncertainties associated with Aqua America's business, please refer to Aqua America's annual, quarterly and other SEC filings. Aqua America is not under any obligation — and expressly disclaims any such obligation — to update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

WTRF

Contacts
Aqua America, Inc.
Brian Dingerdissen, Investor Relations
610-645-1191
BJDingerdissen@AquaAmerica.com
or
Stacey Hajdak, Communications
610-520-6309
M: 267-294-1866
SMHajdak@AquaAmerica.com

/

8-K 1 ctwsform8-k2017x07x06.htm CTWS FORM 8-K 07-06-2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): July 6, 2017 (July 1, 2017)

Commission File Number 0-8084

Connecticut Water Service, Inc.
(Exact name of registrant as specified in its charter)

Connecticut	06-0739839
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
93 West Main Street, Clinton, CT	06413
(Address of principal executive office)	(Zip Code)

(860) 669-8636
(Registrant's telephone number, including area code)

Not Applicable
(Former name, address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

Completion of Acquisition of The Avon Water Company

As previously reported, on October 12, 2016, Connecticut Water Service, Inc. ("CTWS" or "Connecticut Water") announced that it had reached an agreement to acquire The Avon Water Company ("AWC"), pending a vote of AWC shareholders, approval by the Connecticut Public Utilities Regulatory Authority ("PURA") and the Maine Public Utilities Commission ("MPUC") and the satisfaction of other various closing conditions, pursuant to the terms of that certain Agreement and Plan of Merger dated October 11, 2016 as amended on March 29, 2017 between and among AWC, the Company, and WC-A I, Inc., the Company's wholly-owned Connecticut subsidiary (the "Merger Agreement"). AWC serves approximately 4,800 customers in the Farmington Valley communities of Avon, Farmington, and Simsbury, Connecticut.

On February 10, 2017, Connecticut Water received regulatory approval from MPUC and on April 12, 2017, Connecticut Water received regulatory approval from the PURA to proceed with the transaction. The shareholders of AWC voted to approve the acquisition at a special meeting of AWC's shareholders held on June 16, 2017.

Effective July 1, 2017, Connecticut Water completed the acquisition of AWC by completing the merger of Connecticut Water's wholly-owned subsidiary WC-A I, Inc. with and into AWC, with AWC as the surviving corporation, pursuant to the terms of the Merger Agreement and Connecticut corporate law. Upon the effective time of the Merger, the holders of AWC's 122,289 issued and outstanding shares of common stock became entitled to receive the following merger consideration for each share of AWC common stock held: (i) a cash payment of $50.11; and (ii) a stock consideration component, consisting of 3.97 shares of the common stock of Connecticut Water, without par value. The exchange will be commenced promptly by the issuance of a letter of transmittal and related materials by Connecticut Water's exchange agent to the former shareholders of AWC.

The transaction was completed through a stock-for-stock exchange where AWC shareholders received Connecticut Water stock valued at approximately $27.9 million, in a tax-free exchange, and a cash payment of $6.1 million for a total payment to shareholders of $34.0 million. The transaction reflects a total enterprise value of approximately $40.1 million, with the $34.0 million paid to shareholders and the assumption by CTWS of approximately $6.1 million of debt of AWC.

News Release

On July 5, 2017, Connecticut Water issued a press release describing the completion of its acquisition of AWC. A copy of the press release dated July 5, 2017 is filed herewith as Exhibit 99.1 and is hereby incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

The following document is filed herewith as an exhibit hereto:

(d) Exhibits

99.1 Connecticut Water press release regarding the completion of Connecticut Water's acquisition of The Avon Water Company, dated July 5, 2017, is filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Connecticut Water Service, Inc.
(Registrant)

Date: July 6, 2017

By: /s/ David C. Benoit

David C. Benoit
Senior Vice President – Finance and
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Connecticut Water press release regarding the completion of Connecticut Water's acquisition of The Avon Water Company, dated July 5, 2017, is filed herewith.

WaterWorld.

ILLINOIS AMERICAN WATER ANNOUNCES ACQUISITION; CELEBRATES SAFETY MILESTONES

September 19, 2017

ILLINOIS, SEPT 19, 2017 -- Illinois American Water President Bruce Hauk recently announced the company's acquisition of the Piasa Township Sanitary District. The purchase of the system adds approximately 120 customers to the company's customer base in the Alton District.

In a public referendum on April 4, 2017, residents of Piasa Township Sanitary District voted in favor of dissolving the sewer district, and supported a sale of the wastewater system to Illinois American Water. The Illinois Commerce Commission (ICC) approved the sale for $60,000 on Aug. 25, 2017.

"We are excited to serve these customers and to help decrease one of their household bills. Through this acquisition, we will expand our existing footprint and ensure local residents have access to a long-term, reliable and affordable wastewater service for years to come," said Karen Cooper, senior manager of field operations and production.

Additionally, the utility's Cairo and Pekin Districts celebrated multiple years of safety.

According to Michael Brown, Operations Superintendent, the Cairo District has gone 18 years without experiencing any lost-time accidents. The Pekin District has gone over 7 years without experiencing any lost-time accidents.

He said, "The work we do is complex. This is why our safety program is a top priority. We want our employees to go home in the same condition they arrived at work, if not better. We are proud of our continued years of excellence in safety."

The Cairo District conducts both classroom and hands-on training on a regular basis. Cairo District employees also participate in facility and job site audits at every job site to ensure

compliance with established workplace safety practices.

Brown said, "Safety is a daily focus. We continuously evaluate and remove hazards to prevent injury."

Cord Crisler, Operations Superintendent with the Pekin district, said, "Safety is on our minds every minute of every day. There is nothing more important than ensuring our employees go home in the same condition they arrived at work, if not better. We owe that to our coworkers and their families. There is no room for shortcuts when it comes to safety."

Illinois American Water conducts both classroom and hands-on training on a regular basis. Employees also participate in facility and job site audits to ensure compliance with established workplace safety practices.

About Illinois American Water
Illinois American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor-owned water utility in the state, providing high-quality and reliable water and/or wastewater services to approximately 1.3 million people. More information can be found by visiting www.amwater.com.

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Indiana American Water Acquires Georgetown Water System in Southern Indiana

Dateline City:
GREENWOOD, Ind.

Sale will result in lower rates for Georgetown residents

GREENWOOD, Ind.--(BUSINESS WIRE (http://www.businesswire.com))--Indiana American Water President Deborah Dewey today announced the company's acquisition of Georgetown Water, a municipal water utility located in southern Indiana. The purchase of the system adds approximately 1,300 customers to the company's customer base, which represents a population of approximately 3,500 residents.

"The acquisition of this system will provide Georgetown customers with lower rates and access to operations and capital management water professionals and a number of customer service options and payment methods," said Dewey. "Indiana American Water already provides water to several nearby communities and to the Town of Georgetown through a wholesale contract, so this is a good fit for us and a continuation of our efforts to expand our presence across Indiana."

"In a time when communities are looking for new and innovative ways to deal with challenges they're facing and hold the bottom-line on expenses, this acquisition is a great solution for the utility and its customers," Dewey continued.

Georgetown Town Council President Everett Pullen is also enthusiastic in his support of the acquisition. "Our community was struggling to address pressing local infrastructure needs," said Pullen. "This acquisition will help us to address these concerns while also lowering customers' water rates. We appreciate the experience, knowledge and resources that Indiana American Water brings to the table and look forward to working with them."

The acquisition of the Georgetown system for approximately $6.4 million was approved by the Indiana Utility Regulatory Commission in October and closed by Indiana American Water and the Town of Georgetown on Wednesday, Nov. 15, 2017. The Georgetown system will be incorporated into the company's Southern Indiana district, which currently serves approximately 100,000 residents.

About Indiana American Water

Indiana American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor owned water utility in the state, providing high-quality and reliable water and/or wastewater services to more than 1.3 million people. With a history dating back to 1886, American Water is the largest and most geographically diverse U.S. publicly-traded water and wastewater utility company. The company employs more than 6,800 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to an estimated 15 million people in 47 states and Ontario, Canada. More information can be found by visiting www.amwater.com (http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.amwater.com&esheet=51718549&newsitemid=20171117005701&lan=en-US&anchor=www.amwater.com&index=1&md5=94d2572c502f12d0f12dd7c12bbbf7e7).

Language:
English
Contact:
Indiana American Water
Joe Loughmiller, 317-885-2434
Cell: 317-903-7431
joe.loughmiller@amwater.com (mailto:joe.loughmiller@amwater.com)

Ticker Slug:
Ticker:
AWK
Exchange:
NYSE
@inamwater

Indiana American Water today announced it has acquired Georgetown Water in southern Indiana.

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MyWater (/myaccount)

Log in to MyWater to pay your bill online, set up emergency notifications, and manage your account

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- Check your account balance
- Turn your service on/off
- Sign up for alerts
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Contact Us (/inaw/contact-us)

Phone: 1.800.492.8373

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EVERSOURCE ENERGY

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Fiscal Year Ended December 31, 2017

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number	Registrant; State of Incorporation; Address; and Telephone Number	I.R.S. Employer Identification No.
1-5324	**EVERSOURCE ENERGY** (a Massachusetts voluntary association) 300 Cadwell Drive Springfield, Massachusetts 01104 Telephone: (800) 286-5000	04-2147929
0-00404	**THE CONNECTICUT LIGHT AND POWER COMPANY** (a Connecticut corporation) 107 Selden Street Berlin, Connecticut 06037-1616 Telephone: (800) 286-5000	06-0303850
1-02301	**NSTAR ELECTRIC COMPANY** (a Massachusetts corporation) 800 Boylston Street Boston, Massachusetts 02199 Telephone: (800) 286-5000	04-1278810
1-6392	**PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE** (a New Hampshire corporation) Energy Park 780 North Commercial Street Manchester, New Hampshire 03101-1134 Telephone: (800) 286-5000	02-0181050

Securities registered pursuant to Section 12(b) of the Act:

Registrant	Title of Each Class	Name of Each Exchange on Which Registered
Eversource Energy	Common Shares, $5.00 par value	New York Stock Exchange, Inc.

Securities registered pursuant to Section 12(g) of the Act:

Registrant	Title of Each Class

The PURA requires that Yankee Gas meet the needs of its firm customers under all weather conditions. Specifically, Yankee Gas must structure its supply portfolio to meet firm customer needs under a design day scenario (defined as the coldest day in 30 years) and under a design year scenario (defined as the average of the four coldest years in the last 30 years). Yankee Gas' on-system stored LNG and underground storage supplies help to meet consumption needs during the coldest days of winter. Yankee Gas obtains its interstate capacity from the three interstate pipelines that directly serve Connecticut: the Algonquin, Tennessee and Iroquois Pipelines, which connect to other upstream pipelines that transport gas from major gas producing regions, including the Gulf Coast, Mid-continent, Canadian regions and Appalachian Shale supplies.

Based on information currently available regarding projected growth in demand and estimates of availability of future supplies of pipeline natural gas, NSTAR Gas and Yankee Gas each believes that participation in planned and anticipated pipeline and storage expansion projects will be required in order for it to meet current and future sales growth opportunities.

WATER BUSINESS

Eversource Water Ventures, Inc., a Connecticut corporation, through its wholly-owned subsidiary, Eversource Aquarion Holdings, Inc. (Aquarion), operates regulated water utilities in Connecticut (Aquarion Water Company of Connecticut, or "AWC-CT"), Massachusetts (Aquarion Water Company of Massachusetts, or "AWC -MA") and New Hampshire (Aquarion Water Company of New Hampshire, or "AWC-NH"). These regulated companies provide water services to approximately 226,000 residential, commercial, industrial, municipal and fire protection and other customers, in 59 towns and cities in Connecticut, Massachusetts and New Hampshire. As of December 31, 2017, approximately 87 percent of Aquarion's customers were based in Connecticut.

For the period from December 4, 2017, the date Aquarion was acquired by Eversource, through December 31, 2017, water franchise retail revenues based on categories of customers for residential, commercial, municipal and fire protection, industrial and other totaled $9.9 million, $2.3 million, $2.5 million, $0.2 million and $1.0 million, respectively.

Rates

Aquarion's water utilities are subject to regulation by the PURA, the DPU and the NHPUC in Connecticut, Massachusetts and New Hampshire, respectively. These regulatory agencies, have jurisdiction over, among other things, rates, certain dispositions of property and plant, mergers and consolidations, issuances of long-term securities, standards of service and construction and operation of facilities.

Aquarion's general rate structure consists of various rate and service classifications covering residential, commercial, industrial, and municipal and fire protection services.

The rates established by the PURA, DPU and NHPUC are comprised of the following:

- A base rate, which is comprised of fixed charges based on meter/fire connection sizes, as well as volumetric charges based on the amount of water sold. Together these charges are designed to recover the full cost of service resulting from a general rate proceeding.
- A revenue adjustment mechanism ("RAM") that reconciles earned revenues, with certain allowed adjustments, on an annual basis, to the revenue requirement approved by the PURA in AWC-CT's last rate case (2013), which is an annual amount of $178.0 million.
- The water infrastructure conservation adjustment ("WICA") charge, which is applied between rate case proceedings and seeks recovery of allowed costs associated with WICA-eligible capital projects placed in-service. The WICA is updated semiannually in Connecticut and annually in New Hampshire.
- Treatment plant surcharges, which are a series of three surcharges in Massachusetts (one fixed and two volumetric in nature) that are designed to recover certain operating costs and the costs of the lease of the treatment plant located in Hingham. These surcharges are applicable only to customers in Hingham, Hull and Cohasset.

Sources and Availability of Water Supply

Our water utilities obtain their water supplies from owned surface water sources (reservoirs) and groundwater supplies (wells) with a total supply yield of approximately 131 million gallons per day, as well as water purchased from other water suppliers. Approximately 98 percent of our annual production is self-supplied and processed at 10 surface water treatment plants and numerous well stations, which are all located in Connecticut, Massachusetts, and New Hampshire.

The capacities of Aquarion's sources of supply, and water treatment, pumping and distribution facilities, are considered sufficient to meet the present requirements of Aquarion's customers under normal conditions. On occasion, drought declarations are issued for portions of Aquarion's service territories in response to extended periods of dry weather conditions.

OFFSHORE WIND PROJECT

Bay State Wind is a proposed offshore wind project being jointly developed by Eversource and Denmark-based Ørsted. Bay State Wind will be located in a 300-square-mile area approximately 25 miles off the coast of Massachusetts that has the ultimate potential to generate more than 2,000 MW of clean, renewable energy. Eversource and Ørsted each hold a 50 percent ownership interest in Bay State Wind.

For more information regarding the clean energy legislation, see "Regulatory Developments and Rate Matters – Massachusetts – Massachusetts RFPs" in the accompanying Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*.

- In 2017, we paid cash dividends on common shares of $602.1 million, compared with $564.5 million in 2016. On February 7, 2018, our Board of Trustees approved a common share dividend of $0.505 per share, payable on March 30, 2018 to shareholders of record as of March 6, 2018. The 2018 dividend represents an increase of 6.3 percent over the dividend paid in December 2017, and is the equivalent to dividends on common shares of approximately $640 million on an annual basis.
- We project to make capital expenditures of $10.8 billion from 2018 through 2021, of which we expect $5.7 billion to be in our electric and natural gas distribution segments, $4.1 billion to be in our electric transmission segment and $0.4 billion to be in our water utility business. We also project to invest $0.5 billion in information technology and facilities upgrades and enhancements. These projections do not include any expected investments related to Bay State Wind.

Strategic Items:

- On January 25, 2018, Northern Pass was selected from the 46 proposals submitted as the winning bidder in the Massachusetts clean energy request for proposal ("RFP"), which successfully positioned Northern Pass to provide a firm delivery of hydropower to Massachusetts. Northern Pass is Eversource's planned 1,090 MW HVDC transmission line from the Québec-New Hampshire border to Franklin, New Hampshire and an associated alternating current radial transmission line between Franklin and Deerfield, New Hampshire. On February 1, 2018, the New Hampshire Site Evaluation Committee ("NHSEC") voted to deny Northern Pass' siting application. We intend to seek reconsideration of the NHSEC's decision and to review all options for moving this critical clean energy project forward. As of December 31, 2017, we have approximately $277 million in capitalized costs associated with Northern Pass.
- On December 20, 2017, Bay State Wind submitted two proposals, one for 400 MW and the other for 800 MW, in response to the Massachusetts clean energy RFP.
- On December 4, 2017, Eversource completed the acquisition of Aquarion (formerly Macquarie Utilities Inc.) from Macquarie Infrastructure Partners for $1.675 billion, consisting of approximately $880 million in cash and $795 million of assumed debt. As a result, Aquarion became a wholly-owned subsidiary of Eversource.

Legislative, Regulatory, Policy and Other Items:

- On November 30, 2017, the DPU issued its decision in the NSTAR Electric distribution rate case, which approved an annual distribution rate increase of $37 million, with rates effective February 1, 2018. As a result of this decision, we recognized an aggregate $44.1 million pre-tax benefit to earnings in 2017. On January 3, 2018, NSTAR Electric filed a motion to reflect a revenue requirement reduction of $56 million due to the decrease in the federal corporate income tax rate, as part of the "Tax Cuts and Jobs Act", resulting in an annual net decrease in rates of $19 million.
- On January 11, 2018, CL&P filed a distribution rate case settlement agreement for approval with PURA, which included, among other things, rate increases of $97.1 million, $32.7 million and $24.7 million, effective May 1, 2018, 2019, and 2020, respectively, an authorized regulatory ROE of 9.25 percent, and 53 percent common equity in CL&P's capital structure. The rate increases associated with the settlement agreement will be reduced by the impact of the decrease in the federal corporate income tax rate, as part of the "Tax Cuts and Jobs Act", which we currently estimate to average approximately $45 million to $50 million per year.
- On December 22, 2017, the "Tax Cuts and Jobs Act" (the "Act") became law, which amended existing federal tax rules and included numerous provisions that impacted corporations. In particular, the Act reduced the federal corporate income tax rate from 35 percent to 21 percent effective January 1, 2018. As of December 31, 2017, we estimated approximately $2.9 billion of provisional regulated excess ADIT liabilities that we expect to benefit our customers in future periods. The ultimate amount and timing of when certain income tax benefits resulting from the Act benefit our customers will vary by jurisdiction.
- On January 10, 2018, PSNH completed the sale of its thermal generation facilities. In accordance with the Purchase and Sale Agreement, the original purchase price of $175 million was adjusted to reflect working capital adjustments, closing date adjustments and proration of taxes and fees prior to closing, totaling $40.9 million, resulting in net proceeds of $134.1 million. We are targeting for PSNH to complete the sale of its hydroelectric generation facilities by the end of the first quarter of 2018.

Overview

Consolidated: Below is a summary of our earnings by business, which also reconciles the non-GAAP financial measure of EPS by business to the most directly comparable GAAP measure of diluted EPS, for the years ended December 31, 2017, 2016 and 2015. Also included in the summary for the year ended December 31, 2015, is a reconciliation of the non-GAAP financial measure of consolidated non-GAAP earnings to the most directly comparable GAAP measure of consolidated Net Income Attributable to Common Shareholders.

47888

THE JONES LAW FIRM
1703 WEST AVENUE
AUSTIN, TEXAS 78701
(512) 391-9292
TELECOPIER: (866) 511-5961

RECEIVED
2017 DEC 20 PM 2:21
PUBLIC UTILITY COMMISSION
FILING CLERK

December 20, 2017

Public Utility Commission of Texas
Attention: Filing Clerk
1701 N. Congress Avenue
P.O. Box 13326
Austin, Texas 78711-3326

Re: Application for Sale, Transfer, or Merger of a Retail Public Utility

Seller: Deer Creek Ranch Water Co., LLC (CCN # 11241)
Purchaser/Applicant: SJWTX, Inc., d/b/a Canyon Lake Water Service Company (CCN #10692)

Dear Ladies and Gentlemen:

Please find enclosed seven copies (including the original) of the following application:

SJWTX Inc.'s Application for Sale, Transfer, or Merger of a Retail Public Utility (Selling Utility: Deer Creek Ranch Water Co., LLC)

**CD with projectable digital data of service area ATTACHED to Original Application*

Upon your receipt and initial review of the Application, if additional information is requested please contact Gregory Klipp at The Jones Law Firm (contact information provided herein).

Sincerely,

Gregory Michael Klipp
The Jones Law Firm,
Attorney at Law
gklipp@txcounselor.com
Direct: 512-651-5401

Application for Sale, Transfer, or Merger of a Retail Public Utility
Pursuant to Chapter 13.251 of the Texas Water Code

Docket Number: 47888
(this number will be assigned by the Public Utility Commission after your application is filed)

7 copies of the application, including the original, along with one copy of the portable electronic storage medium (such as CD or DVD) containing the GIS data shall be filed with

Public Utility Commission of Texas
Attention: Filing Clerk
1701 N. Congress Avenue
P.O. Box 13326
Austin, Texas 78711-3326

No later than seven days after filing the application for the boundary change, provide a copy of each paper map and a portable electronic storage medium (such as CD, flash drive or DVD) containing complete and identical data to the portable electronic storage medium submitted above to

Texas Natural Resources Information System
1700 N. Congress Ave, Room B40
Austin, Texas 78701

TABLE OF CONTENTS

Part A – General Information 2
Part B – Current Service Provider or Seller Information 2
Part C – Purchaser or Transferee Information 3
Part D – Historicial Financial Information 8
Part F – Public Water System Information 9
Part G – Oaths and Notices 11
Exhibit A - Customer Deposits 17
Exhibit B - Applicant's Certificate of Account Status 33
Exhibit C - PART C Questions Nos. 11(A), 11(C), 11(D), 11(E) 34
Exhibit D - PART C Question No. 12 36
Exhibit D-2 - Asset Purchase Agreement between Seller and Purchaser/Applicant 37
Exhibit E - PART F Questions Nos. 18(A) and 18(C) 95
Exhibit F - PART F - Operator Information 96
Exhibit G - MAPS 97

Part A – General Information

*RN# 100822527, 105394894, 109254888 *CN# 600703797 * (PRIOR TCEQ ID numbers)

1. Proposed action of application (check all the boxes that apply):
   - [X] Sale of [X] All [ ] Portion of the [X] Water system(s) under CCN No.: 11241
   - [X] Acquisition [ ] Sewer system(s) under CCN No.:
   - [ ] Lease/Rental
   - [X] Transfer of [X] All [ ] Portion of the [X] Certificated water service area – CCN No.: 11241
   - [ ] Certificated sewer service area – CCN No.:

   If only a portion of a system or certificated service area is affected by this transaction, please specify the areas or subdivision involved:

   N/A

   and to:
   - [ ] Obtain a CCN for the transferee (purchaser) – indicate if purchaser will take the seller's CCN
   - [X] Amend the transferee's CCN No.: 10692
   - [ ] Merge or consolidate public utilities
   - [X] Cancel CCN of the transferor (seller) 11241

2. Proposed effective date of this transaction: Between 120 and 220 days after proper notice.
   (Must be at least 120 days after proper notice is provided)

Part B – Current Service Provider or Seller Information

☞ **Questions 3 through 5 apply to the transferor (current service provider or seller)**

3. For the current CCN holder or service provider please indicate:
   A. Name: Deer Creek Ranch Water Co , LLC
   (Individual, Corporation or Other Legal Entity)
   who is a(n):of [ ] Individual [ ] Corporation [ ] WSC [ ] HOA or POA [X] Other LLC

   B. Utility Name (if different than above): same as above
   Address: P.O. Box 436, Dripping Springs, Texas 78620 Telephone: (AC) (512) 535-1661

   C. Contact person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney or accountant.
   Name: Randall B Wilburn Title: Attorney for Seller
   Address: 7000 N MoPac Expwy, Suite 200 Telephone: (AC) (512) 535-1661
   Austin, Texas 78731

Fax: (512) 533-5167 Email: rbw@gwtxlaw.com

4. About the last rate increase for the system or facilities being transferred:
   A. What was the effective date of the last rate increase? 10/1/2016
   B. Was notice of this increase provided to the Public Utility Commission of Texas (commission or PUC) or a predecessor regulatory authority?
   [ ] No [X] Yes- Application/Docket Number: 46497 Date 10/31/2016

5. Please provide a list of all customers affected by this transaction who have deposits held by the transferor or seller utility, if any, and include the following information (attach additional sheets if necessary):

Name and Address of Utility Customer	Date of Deposit	Amount of Deposit	Amount of Unpaid Interest on Deposit
SEE EXHIBIT A			
NOTE: All deposits, including interest, shall be returned to customers by Seller concurrently with the Closing of this transaction.			

Part C – Purchaser or Transferee Information

☞ **Questions 6 through 16 refer to the transferee or purchaser.**

6. For the person or entity acquiring the facilities and/or CCN:
   Applicant: SJWTX, Inc., a Texas corporation d/b/a Canyon Lake Water Service Company
   (Individual, Corporation, or Other Legal Entity)
   Utility Name: Canyon Lake Water Service Company
   (If different than above)
   Utility Address: 1399 Sattler Road, New Braunfels, Texas 78132
   Fax: (830) 964-2779 Email: tom hodge@clwsc com Telephone (AC): (830) 964-2166
   CCN Numbers held prior to the filing of this application: 10692

7. Check the appropriate box and provide information regarding the legal status of the transferee applicant:
   - [ ] Individual
   - [ ] Home or Property Owners Association
   - [ ] Partnership; attach copy of partnership agreement
   - [X] Corporation; provide charter number as recorded with the Office of the Secretary of State for Texas: Charter # 0800542934
   - [ ] Non-profit, member owned, member-controlled Cooperative Corporation (Article 1434(a) Water Sewer Service Corporation); provide charter number:

- [ ] Municipally-owned utility
- [ ] District (MUD, SUD, WCID, etc.)
- [ ] County
- [ ] Other (please explain):

8. If the applicant is an *Individual* or sole proprietorship, provide the following information. If not, skip to the next question.

Name:	N/A	Email	
Address			
Telephone (AC):		Fax (AC):	

9. If the applicant is other than an *Individual*, provide the following information regarding the officers or partners of the legal entity applying for the transfer. You must complete either question 8 or question 9, whichever applies to the transferee applicant.

•Name:	Eric W Thornburg	Telephone (AC):	(830) 964-2166
Address:	110 W Taylor St., San Jose, CA 95110		
Position:	Chief Executive Officer	Ownership % (if applicable):	0.00%
•Name:	Thomas Hodge	Telephone (AC):	(830) 964-2166
Address:	1399 Sattler Rd., New Braunfels, Texas 78132		
Position:	President	Ownership % (if applicable):	0.00%
•Name:	James P Lynch	Telephone (AC):	(830) 964-2166
Address:	110 W Taylor St , San Jose, CA 95110		
Position:	Chief Financial Officer and Treasurer	Ownership % (if applicable):	0 00%
•Name:	Suzy Papazian	Telephone (AC):	(830) 964-2166
Address:	110 W. Taylor St., San Jose, CA 95110		
Position:	Corporate Secretary	Ownership % (if applicable):	0 00%
•Name:	Palle L. Jenson	Telephone (AC):	(830) 964-2166
Address:	110 W. Taylor St., San Jose, CA 95110		
Position:	Senior V P. of Regulatory Affairs	Ownership % (if applicable):	0.00%
•Name:	Larry Bittle	Telephone (AC):	(830) 964-2166
Address:	1399 Sattler Rd , New Braunfels, Texas 78132		
Position:	General Manager	Ownership % (if applicable):	0 00%

- Attach additional sheet(s) if necessary –

☞ **Important:** • If the applicant is a for-profit corporation, please provide a copy of the corporation's "Certification of Account Status" from the State Comptroller Office. This "Certification of Account Status" can be obtained from:

SEE EXHIBIT B

Texas Comptroller of Public Accounts
P. O. Box 13528, Capitol Station
Austin, Texas 78711
1-800-252-5555

- If the applicant is an Article 1434a water supply or sewer service corporation or other non-profit corporation, please provide a copy of the Articles of Incorporation and By-Laws.

10. Contact person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney or accountant.

Name:	Gregory M. Klipp	Title:	Attorney at Law
Address:	1703 West Ave , Austin, Texas 78701	Telephone (AC):	(512) 651-5401
Fax #	(866) 511-5961	Email	gklipp@thejoneslawfirm.com
Relationship to the applicant:	Attorney for Applicant (Purchaser)		

☞ **IF THERE ARE MORE THAN TWO PARTIES INVOLVED IN THIS TRANSACTION, PLEASE ATTACH SHEETS PROVIDING THE INFORMATION REQUIRED IN QUESTION 6 THROUGH QUESTION 10 FOR EACH PARTY**

11. Please respond to each of the following questions. Attach additional sheets if necessary.
   A. Describe the experience and qualifications of the applicant to provide adequate utility service to the requested area

   SEE EXHIBIT C

   B. Has the applicant acquiring the CCN or facilities or an affiliated interest of the applicant been under enforcement action by the PUC, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG) or the Environmental Protection Agency (EPA) in the past for noncompliance with rules, orders or State Statutes? [ ] Yes [X] No

   If yes, please attach copies of any correspondence with these regulatory agencies concerning these enforcement actions and describe any actions and efforts to comply with those requirements. Attach additional sheets if needed.

   N/A

   C. Describe the source and availability of funds required to make the planned or required improvements, if any, to meet minimum requirements of the TCEQ and PUC and ensure continuous and adequate service.

   SEE EXHIBIT C

D. Describe the anticipated impact of this transaction on the quality of utility service and explain any anticipated changes in the quality of service.

SEE EXHIBIT C

E. How will the transaction serve the public interest?

SEE EXHIBIT C

12. Please describe the nature of the proposed transaction:

SEE EXHIBIT D

13. If the transferee applicant is an Investor Owned Utility (IOU) and will be under the rate jurisdiction of the PUC, please provide the following information. Water supply or sewer service corporations and political subdivisions of the state should mark this section N/A:

A.
- Total Purchase Price: $ 2,700,000.00
- Total Original Cost (as recorded on books of seller or merging entity): $ 2,626,473.00
- Accumulated Depreciation as of the proposed effective date of the transaction: $ 746,612.00
- Contributions in Aid of Construction:
  - Specific surcharges approved by TCEQ or PUC:
  - Revenues from explicit customer agreements:
  - Developer Contributions (please explain):

$480,411.00. Developer cost for Vistancia subdivision water system, net of accumulated amortization.

  - Other Contributions (please explain):

$264,000.00. Customer tap fees, net accumulated amortization.

Total Contributions in Aid of Construction $ 744,411.00

- Net Book Value: $ 1,135,450.00

☞ If the Original Cost or any of the above items has been established in a rate case proceeding by the PUC, the TWC or the TCEQ, please provide the Application/Docket Number and date:

Application/Docket Number: N/A Date:

☞ If the applicant is not under the rate jurisdiction of the TCEQ, only the purchase price and information related to Contributions in Aid of Construction is required.

Please provide any other information concerning the nature of the transaction you believe should be given consideration if not explained elsewhere in the application.
[attach additional sheet(s) if necessary]:

N/A; for additional information please see Asset Purchase Agreement attached hereto in Exhibit D-2.

C. Complete the following proposed entries listed below as shown in books of purchasing (or surviving) company. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations.

Utility Plant in Service:	$ 2,626,473.00
Plant Acquisition Adjustment:	$ 1,564,550.00
Extraordinary Loss on Purchase:	
Accumulated Depreciation of Plant:	$ 746,612.00
Cash:	$ 2,700,000.00
Notes Payable:	
Mortgage Payable:	
Others (please list):	CIAC, net of amortization $774,411.00

As the purchaser, I understand that it is **my responsibility** in any future rate proceeding to provide written evidence and support for the original cost and installation date of all facilities used and useful for providing utility service.

Purchaser's Initials: [redacted] Date: Dec 15, 2017

14. Please indicate the proposed effect of this transaction on the rates to be charged to the affected customers:

[X] All the customers will be charged the same rates as they were charged before the transaction.
[ ] Some [ ] All customers will be charged different rates than they were charged before the transaction.

If rates are changing, please explain:

N/A

[ ] Applicant is an IOU and intends to file with the commission or municipal regulatory authority an application to change rates of some/all of its customers as a result of this transaction. If so, please explain:

N/A

[ ] Other. Please explain:

N/A

15. List all neighboring water and /or sewer utilities, cities, and political subdivisions providing the same service within two (2) miles of area affected by this proposed transaction. This information should be available from the water utility database (WUD) or Applicant's licensed water operator.

Monarch Utilities I, LP (CCN 12983)
Belvedere Municipal Utility District
Travis County Municipal Utility District 16

16. Financial, Managerial and Technical information for the acquiring entity.

The PUCT is familiar with Applicant's financial, managerial and technical information as Applicant has recently submitted to the PUCT similar information for the following matters:
(1) PUCT Docket No. 46413 (Applicant's Waste Water CCN Amendment Application for the Vintage Oaks Subdivision);
(2) PUCT Docket No. 46899 (Applicant's Water CCN Amendment Application for the Meyer Ranch Subdivision);
(3) Applicant's 2015 Annual Report filed to the PUCT, filing number 45185-209;
(4) Applicant's 2016 Annual Report (filed on or about November 29-30th), no filing number assigned yet.

Part F – TCEQ Public Water or Sewer System Information

☞ Please answer questions 17 through 22 on a different sheet for each physically Distinct system being transferred or acquired.

17. A. For Water Systems. TCEQ Public Water System Identification Number: 2 2 7 0 0 4 9

Date of last inspection: August 22, 2016

B. For Wastewater Systems:

-TCEQ Discharge Permit Number: W Q [ ][ ][ ][ ][ ]-[ ][ ][ ]
-Name of Permitee:
-Date of application to transfer Discharge Permit submitted:
-Date of application to transfer Discharge Permit approved by TCEQ:

18. A. Are any improvements required to meet TCEQ or PUC standards? [X] Yes [ ] No. If yes, please explain:

SEE EXHIBIT E

B. Is there a moratorium on new connections? [ ] Yes [X] No. If yes, please explain:

C. Provide details of each required major capital improvement to correct the deficiencies and meet the TCEQ or PUC standards (attach additional sheets if necessary):

Description of the Required Improvement	Schedule to Complete	Estimated Cost
SEE EXHIBIT E		

19. Does the system being transferred operate within the city limits of a municipality or within district boundaries? [ ] Yes [X] No

If yes, indicate the number of customers within the city limits or district boundaries:
Water Sewer

☞ Attach copy of franchise agreement or consent letter from the city or district.

20. Do you currently purchase water or sewer treatment capacity from another source? [X] Yes [ ] No
[X] Water [ ] Sewer Purchased on a [X] Regular [ ] Seasonal [ ] Emergency Basis

- Source: Lower Colorado River Authority % of total supply: 100.00%

Note, this statement only applies to the water system being purchased.

21. List the number of existing connections to be effected by this transaction.

Water				Sewer	
0	-Non Metered	0	-2"meter	-Residential Connection	
756	-5/8" or 3/4" meter	0	-3" meter	-Commercial Connection	
0	-1" meter	0	-4" meter	-Industrial Connection	
0	-1 1/2" meter	0	-Other	-Other	
Total Water Connections:		756		Total Sewer Connections	

20. Has the system reached 85% of its capacity based on TCEQ's minimum requirements? [ ] Yes [X] No
If yes, please explain what steps are being taken to address the capacity issues:

N/A

23. List the name, class, and license number of the operator(s) that will be responsible for the system:

Name	Class	License#
SEE EXHIBIT F		

24. Attach the following maps with each copy of the application:
a. One small scale map clearly showing affected service area with enough detail to accurately locate the area if the application is for the transfer of all or a portion of a CCN.
b. One large scale map showing the proposed service area boundaries being sold, transferred, or merged and, if available, the existing and proposed facilities. Color coding should be used to differentiate existing from proposed facilities. Facilities and service area boundaries should be shown with such exactness that they can be located on the ground. If transferring area not currently in a CCN or a portion of an existing CCN area please attach the following hard copy maps with each copy of the application:
1. A general location map delineating the proposed service area with enough detail to accurately locate the proposed area within the county.
2. A map showing only the proposed area by:
i. metes and bounds survey certified by a licensed state or registered professional land surveyor; or
ii. projectable digital data with metadata (proposed areas should be in a single record and clearly labeled, data disk should be included); or
iii. following verifiable natural and man-made landmarks, or
iv. a copy of recorded plat map with metes and bounds.
3. A written description of the proposed service area.

MAPS RESPONSIVE TO QUESTION 24 ARE ATTTACHED IN EXHIBIT G.

Control Number: 47922

Item Number: 1

Addendum StartPage: 0

ORIGINAL

Application for Sale, Transfer, or Merger of a Retail Public Utility

Pursuant to Chapter 13.251 of the Texas Water Code

RECEIVED
2018 JAN -3 PM 3:42
PUBLIC UTILITY COMMISSION
FILING CLERK

Docket Number: 47922

(this number will be assigned by the Public Utility Commission after your application is filed)

7 copies of the application, including the original, along with one copy of the portable electronic storage medium (such as CD or DVD) containing the GIS data shall be filed with

Public Utility Commission of Texas
Attention: Filing Clerk
1701 N. Congress Avenue
P.O. Box 13326
Austin, Texas 78711-3326

No later than seven days after filing the application for the boundary change, provide a copy of each paper map and a portable electronic storage medium (such as CD, flash drive or DVD) containing complete and identical data to the portable electronic storage medium submitted above to

Texas Natural Resources Information System
1700 N. Congress Ave, Room B40
Austin, Texas 78701

TABLE OF CONTENTS

Part A – General Information 2
Part B – Current Service Provider or Seller Information 2
Part C – Purchaser or Transferee Information 3
Part D – Historicial Financial Information 9
Part E – Projected Information 12
Part F – Public Water System Information 16
Part G – Oaths and Notices 18

Part A – General Information

*RN# *CN# 602740706 * (PRIOR TCEQ ID numbers)

1. Proposed action of application (check all the boxes that apply):
[ ] Sale of [X] All [ ] Portion of the [X] Water system(s) under CCN No.: 12830
[X] Acquisition [ ] Sewer system(s) under CCN No.:
[ ] Lease/Rental

[ ] Transfer of [ ] All [ ] Portion of the [ ] Certificated water service area – CCN No.:
[ ] Certificated sewer service area – CCN No.:

If only a portion of a system or certificated service area is affected by this transaction, please specify the areas or subdivision involved:

and to:
[ ] Obtain a CCN for the transferee (purchaser) – indicate if purchaser will take the seller's CCN
[X] Amend the transferee's CCN No.: 12983
[ ] Merge or consolidate public utilities
[ ] Cancel CCN of the transferor (seller)

2. Proposed effective date of this transaction: 4/1/2018
(Must be at least 120 days after proper notice is provided)

Part B – Current Service Provider or Seller Information

Questions 3 through 5 apply to the transferor (current service provider or seller)

3. For the current CCN holder or service provider please indicate:
A. Name: Dal-High Water LLC
(Individual, Corporation or Other Legal Entity)
who is a(n):of [ ] Individual [ ] Corporation [ ] WSC [ ] HOA or POA [X] Other LLC

B. Utility Name (if different than above):
Address: P.O. Box 1531 Athens, TX 75751 Telephone: (AC)

C. Contact person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney or accountant.
Name: Pam Monroe Title: Owner/Manager
Address: P.O. Box 1531 Athens, TX 75751 Telephone: (AC) (903) 477-6270

Fax: Email:

4. About the last rate increase for the system or facilities being transferred:
   A. What was the effective date of the last rate increase? 9/1/1993
   B. Was notice of this increase provided to the Public Utility Commission of Texas (commission or PUC) or a predecessor regulatory authority?
   [ ] No [X] Yes- Application/Docket Number: unknown Date 9/1/1993

5. Please provide a list of all customers affected by this transaction who have deposits held by the transferor or seller utility, if any, and include the following information (attach additional sheets if necessary):

Name and Address of Utility Customer	Date of Deposit	Amount of Deposit	Amount of Unpaid Interest on Deposit
see list in Appendix A			

Part C – Purchaser or Transferee Information

☞ **Questions 6 through 16 refer to the transferee or purchaser.**

6. For the person or entity acquiring the facilities and/or CCN:
   Applicant: Monarch Utilities I, L.P.
   (Individual, Corporation, or Other Legal Entity)
   Utility Name:
   (If different than above)
   Utility Address: 12353 Reed Road, Sugar Land, TX 77478
   Fax: (281) 207-5040 Email: gfreitag@swwc.com Telephone (AC): (281) 207-5800
   CCN Numbers held prior to the filing of this application: 12983

7. Check the appropriate box and provide information regarding the legal status of the transferee applicant:
   [ ] Individual
   [ ] Home or Property Owners Association
   [ ] Partnership; attach copy of partnership agreement
   [ ] Corporation; provide charter number as recorded with the Office of the Secretary of State for Texas:
   [ ] Non-profit, member owned, member-controlled Cooperative Corporation (Article 1434(a) Water Sewer Service Corporation); provide charter number:

[ ] Municipally-owned utility
[ ] District (MUD, SUD, WCID, etc.)
[ ] County
[x] Other (please explain): Limited Partnership: Monarch Utilities I, L.P. Texas SOS File Number 0800034797

8. If the applicant is an *Individual* or sole proprietorship, provide the following information. If not, skip to the next question.

Name:		Email	
Address			
Telephone (AC):		Fax (AC):	

9. If the applicant is other than an *Individual*, provide the following information regarding the officers or partners of the legal entity applying for the transfer. You must complete either question 8 or question 9, whichever applies to the transferee applicant.

•Name:	Charles W. Profilet, Jr.	Telephone (AC):	(281) 207-5800
Address:	12535 Reed Road, Sugar Land, TX 77478		
Position:	President, Director	Ownership % (if applicable):	0.00%
•Name:	Christopher Schilling	Telephone (AC):	(281) 207-5800
Address:	12535 Reed Road, Sugar Land, TX 77478		
Position:	Director	Ownership % (if applicable):	0.00%
•Name:	Kirk Michael	Telephone (AC):	(281) 207-5800
Address:	12535 Reed Road, Sugar Land, TX 77478		
Position:	Chief Financial Officer, Treasurer	Ownership % (if applicable):	0.00%
•Name:	William K. Dix	Telephone (AC):	(281) 207-5800
Address:	12535 Reed Road, Sugar Land, TX 77478		
Position:	Secretary, Director	Ownership % (if applicable):	0.00%
•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%
•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

- Attach additional sheet(s) if necessary –

☞ **Important:** • If the applicant is a for-profit corporation, please provide a copy of the corporation's "Certification of Account Status" from the State Comptroller Office. This "Certification of Account Status" can be obtained from: See Appendix B

Texas Comptroller of Public Accounts
P. O. Box 13528, Capitol Station
Austin, Texas 78711
1-800-252-5555

- If the applicant is an Article 1434a water supply or sewer service corporation or other non-profit corporation, please provide a copy of the Articles of Incorporation and By-Laws.

10. Contact person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney or accountant.

Name:	George Freitag, P.E.	Title:	Regulatory Manager
Address:	1620 Grand Avenue Pkwy #140, Pflugerville, TX 78660	Telephone (AC):	(512) 219-2288
Fax #	(512) 252-8782	Email	gfreitag@swwc.com
Relationship to the applicant:	Employee		

☞ **IF THERE ARE MORE THAN TWO PARTIES INVOLVED IN THIS TRANSACTION, PLEASE ATTACH SHEETS PROVIDING THE INFORMATION REQUIRED IN QUESTION 6 THROUGH QUESTION 10 FOR EACH PARTY**

11. Please respond to each of the following questions. Attach additional sheets if necessary.
   A. Describe the experience and qualifications of the applicant to provide adequate utility service to the requested area

Monarch Utilities I, L.P. is the second largest IOU in Texas and has the financial resources and operating structure to continue to provide quality service to the customers of Dal-High. Monarch currently has other water and wastewater systems and a regional operations office near this system. In addition to experienced, licensed operators, Monarch's management staff includes engineers, accountants, environmental safety and health staff, and experienced customer service agents.

   B. Has the applicant acquiring the CCN or facilities or an affiliated interest of the applicant been under enforcement action by the PUC, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG) or the Environmental Protection Agency (EPA) in the past for noncompliance with rules, orders or State Statutes? [X] Yes [ ] No

   If yes, please attach copies of any correspondence with these regulatory agencies concerning these enforcement actions and describe any actions and efforts to comply with those requirements. Attach additional sheets if needed.

There have been enforcement actions by TCEQ against Monarch in the past. The company typically achieves compliance with the various orders by working with TCEQ to execute compliance agreements that allow it make the necessary improvements over a realistic time frame. See Appendix C for a summary of current agreements.

   C. Describe the source and availability of funds required to make the planned or required improvements, if any, to meet minimum requirements of the TCEQ and PUC and ensure continuous and adequate service.

Monarch has adequate capitalization and will use a variety of sources for funding including investors' equity, line of credit, and internally generated funds.

   D. Describe the anticipated impact of this transaction on the quality of utility service and explain any anticipated changes in the quality of service.

This application is to acquire the assets and customers of a small, single owner water system. Customers will be charged at the same rates currently charged under the approved Dal High tariff. Operation and maintenance will be improved as the system will be a part of Monarch's area wide operations. Monarch's management staff includes engineers, accountants, environmental safety and health staff, and experienced customer service agents. Customers will now be able to access accounts on line and have new options to pay bills electronically or by phone.

   E. How will the transaction serve the public interest?

Dal-High is a small standalone system. Monarch is a full-scale utility that emphasizes providing public water service that meets or exceeds all regulatory requirements. Operation and maintenance of the facilities will be improved as daily operations will be assumed by the nearby regional operations office. Customer service will be provided by Monarch's central customer service center.

12. Please describe the nature of the proposed transaction:

This is an asset purchase. The assets will be combined with the assets of Monarch Utilities I, L.P. on the books. Customer service will be provided out of Monarch's central facilities.

13. If the transferee applicant is an Investor Owned Utility (IOU) and will be under the rate jurisdiction of the PUC, please provide the following information. Water supply or sewer service corporations and political subdivisions of the state should mark this section N/A:

   A.
   - Total Purchase Price: $ 55,200.00
   - Total Original Cost (as recorded on books of seller or merging entity): $ 99,947.00
   - Accumulated Depreciation as of the proposed effective date of the transaction: $ 58,405.00
   - Contributions in Aid of Construction:
     - Specific surcharges approved by TCEQ or PUC: $ 0.00
     - Revenues from explicit customer agreements: $ 0.00
     - Developer Contributions (please explain):
     - Other Contributions (please explain):

   Total Contributions in Aid of Construction $ 0.00

   - Net Book Value: $ 44,862.00

☞ If the Original Cost or any of the above items has been established in a rate case proceeding by the PUC, the TWC or the TCEQ, please provide the Application/Docket Number and date:

Application/Docket Number: no records available Date: 9/1/1993

☞ If the applicant is not under the rate jurisdiction of the TCEQ, only the purchase price and information related to Contributions in Aid of Construction is required.

Please provide any other information concerning the nature of the transaction you believe should be given consideration if not explained elsewhere in the application.
[attach additional sheet(s) if necessary]:

No change in the CCN area is requested. The service area boundaries will remain exactly as they are currently mapped. This application is to acquire the assets of a single, 46 customer system in Henderson County. All accounting data will be consolidated into Monarch's statewide operations. Daily operations will be assumed by the nearby regional operations office, and customer service will be provided by the central customer service center.

C. Complete the following proposed entries listed below as shown in books of purchasing (or surviving) company. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations.

Utility Plant in Service:	$ 99,947.00
Plant Acquisition Adjustment:	
Extraordinary Loss on Purchase:	
Accumulated Depreciation of Plant:	$ 58,405.00
Cash:	
Notes Payable:	
Mortgage Payable:	
Others (please list):	

As the purchaser, I understand that it is **my responsibility** in any future rate proceeding to provide written evidence and support for the original cost and installation date of all facilities used and useful for providing utility service.

Purchaser's Initials: GHF Date: 01/03/2018
for Monarch Utilities I, L.P.

14. Please indicate the proposed effect of this transaction on the rates to be charged to the affected customers:

[X] All the customers will be charged the same rates as they were charged before the transaction.
[ ] Some [ ] All customers will be charged different rates than they were charged before the transaction.

If rates are changing, please explain:

[X] Applicant is an IOU and intends to file with the commission or municipal regulatory authority an application to change rates of some/all of its customers as a result of this transaction. If so, please explain:

Monarch intends to file a minor tariff change request to put the newly acquired customers under the customer service charges and fees on its standard tariff. At some point in the future Monarch will file a consolidated rate application.

[ ] Other. Please explain:

15. List all neighboring water and /or sewer utilities, cities, and political subdivisions providing the same service within two (2) miles of area affected by this proposed transaction. This information should be available from the water utility database (WUD) or Applicant's licensed water operator.

See Appendix D

16. Financial, Managerial and Technical information for the acquiring entity.

Monarch is the second largest IOU in Texas and has been successfully operating for many years. The addition of the 46 connections of the SWUC system to the approximately 24,000 current active water customers will not significantly change the overall financial structure. In lieu of Historical Financial Worksheets below, prepared financial statements for Monarch Utilities I, L.P. are submitted as Appendix E under CONFIDENTIALITY to demonstrate the adequacy of the company's financial. managerial, and technical capability to acquire the system and provide quality service to the customers.

Part D – Historical Financial Information

HISTORICAL BALANCE SHEETS	CURRENT YEAR (A)	A-1 YEAR	A-2 YEAR	A-3 YEAR	A-4 YEAR	A-5 YEAR
CURRENT ASSETS						
Cash						
Accounts Receivable						
Inventories		See Appendix E				
Income Tax Receivable						
Other						
Total						
FIXED ASSETS						
Land						
Collection/Distribution System						
Buildings						
Equipment						
Other						
Less: Accum. Depreciation or Reserves						
Total						
TOTAL ASSETS						
CURRENT LIABILITIES						
Accounts Payable						
Notes Payable, Current						
Accrued Expenses						
Other						
TOTAL						
LONGTERM LIABILITIES						
Notes Payable, Long-term						
Other						
TOTAL LIABILITIES						
OWNER'S EQUITY						
Paid in Capital						
Retained Equity						
Other						
Current Period Profit or Loss						
TOTAL OWNER'S EQUITY						
TOTAL LIABILITIES AND EQUITY						
WORKING CAPITAL						
CURRENT RATIO						
DEBT TO EQUITY RATIO EQUITY TO TOTAL ASSETS						

HISTORICAL INCOME STATEMENT	CURRENT YEAR (A)	A-1 YEAR	A-2 YEAR	A-3 YEAR	A-4 YEAR	A-5 YEAR
METER NUMBER						
Existing Number of Taps		See Appendix E				
New Taps Per Year						
Total Meters at Year End						
METER REVENUE						
Fees Per Meter						
Cost Per Meter						
Operating Revenue Per Meter						
GROSS WATER REVENUE						
Fees						
Other						
Gross Income						
OPERATING EXPENSES						
General & Administrative						
Interest						
Other						
NET INCOME						

HISTORICAL EXPENSE DETAIL	CURRENT YEAR (A)	A-1 YEAR	A-2 YEAR	A-3 YEAR	A-4 YEAR	A-5 YEAR
GENERAL/ADMINISTRATIVE EXPENSES						
Salaries						
Office Expense						
Computer Expense			See Appendix E			
Auto Expense						
Insurance Expense						
Telephone Expense						
Utilities Expense						
Depreciation Expense						
Property Taxes						
Professional Fees						
Other						
Total						
% Increase Per Year						
OPERATIONAL EXPENSES						
Salaries						
Auto Expense						
Utilities Expense						
Depreciation Expense						
Repair & Maintenance						
Supplies						
Other						
Total						
% Increase Per Year						
ASSUMPTIONS						
Interest Rate/Terms						
Utility Cost/gal.						
Depreciation Schedule						
Other						

Part E – Projected Information

PROJECTED BALANCE SHEETS

	START UP	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
CURRENT ASSETS						
Cash						
Accounts Receivable						
Inventories						
Income Tax Receivable						
Other			See Appendix E			
Total						
FIXED ASSETS						
Land						
Collection/Distribution System						
Buildings						
Equipment						
Other						
Less: Accum. Depreciation or Reserves						
Total						
TOTAL ASSETS						
CURRENT LIABILITIES						
Accounts Payable						
Notes Payable, Current						
Accrued Expenses						
Other						
Total						
LONGTERM LIABILITIES						
Notes Payable, Long-term						
Other						
TOTAL LIABILITIES						
OWNER'S EQUITY						
Paid in Capital						
Retained Equity						
Other						
Current Period Profit or Loss						
TOTAL OWNER'S EQUITY						
TOTAL LIABILITIES AND EQUITY						
WORKING CAPITAL						
CURRENT RATIO						
DEBT TO EQUITY RATIO						
EQUITY TO TOTAL ASSETS						

PROJECTED INCOME STATEMENT

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
METER NUMBER						
Existing Number of Taps						
New Taps Per Year						
Total Meters at Year End						
METER REVENUE						
Fees Per Meter			See Appendix E			
Cost Per Meter						
Operating Revenue Per Meter						
GROSS WATER REVENUE						
Fees						
Other						
Gross Income						
OPERATING EXPENSES						
General & Administrative						
Interest						
Other						
NET INCOME						

PROJECTED EXPENSE DETAIL

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
GENERAL/ADMINISTRATIVE EXPENSES						
Salaries						
Office Expense						
Computer Expense						
Auto Expense		See Appendix E				
Insurance Expense						
Telephone Expense						
Utilities Expense						
Depreciation Expense						
Property Taxes						
Professional Fees						
Other						
Total						
% Increase Per Year	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
OPERATIONAL EXPENSES						
Salaries						
Auto Expense						
Utilities Expense						
Depreciation Expense						
Repair & Maintenance						
Supplies						
Other						
Total						
% Increase Per Year	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
ASSUMPTIONS						
Interest Rate/Terms						
Utility Cost/gal.						
Depreciation Schedule						
Other						

PROJECTED SOURCES AND USES OF CASH STATEMENTS

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
SOURCES OF CASH						
Net Income						
Depreciation (If Funded)						
Loan Proceeds		See Appendix E				
Other						
Total Sources						
USES OF CASH						
Net Loss						
Principle Portion of Pmts.						
Fixed Asset Purchase						
Reserve						
Other						
Total Uses						
NET CASH FLOW						
DEBT SERVICE COVERAGE						
Cash Available for Debt						
SERVICE (CADS)						
Net Income (Loss)						
Depreciation, or Reserve Interest						
Total						
REQUIRED DEBT SERVICE (RDS)						
Principle Plus Interest						
DEBT SERVICE COVERAGE RATIO						
CADS Divided by RDS						

Part F – TCEQ Public Water or Sewer System Information

☞ Please answer questions 17 through 22 on a different sheet for each physically Distinct system being transferred or acquired.

17. A. For Water Systems. TCEQ Public Water System Identification Number: 1 0 7 0 1 5 9

Date of last inspection: 11/16/2016

B. For Wastewater Systems:

-TCEQ Discharge Permit Number: W Q -
-Name of Permitee: n/a
-Date of application to transfer Discharge Permit submitted:
-Date of application to transfer Discharge Permit approved by TCEQ:

18. A. Are any improvements required to meet TCEQ or PUC standards? ☐ Yes ☒ No. If yes, please explain:

B. Is there a moratorium on new connections? ☐ Yes ☒ No. If yes, please explain:

C. Provide details of each required major capital improvement to correct the deficiencies and meet the TCEQ or PUC standards (attach additional sheets if necessary):

Description of the Required Improvement	Schedule to Complete	Estimated Cost

19. Does the system being transferred operate within the city limits of a municipality or within district boundaries? ☐ Yes ☒ No

If yes, indicate the number of customers within the city limits or district boundaries:
Water Sewer

☞ Attach copy of franchise agreement or consent letter from the city or district.

20. Do you currently purchase water or sewer treatment capacity from another source? ☐ Yes ☒ No
☐ Water ☐ Sewer Purchased on a ☐ Regular ☐ Seasonal ☐ Emergency Basis

- Source: % of total supply: 0.00%

21. List the number of existing connections to be effected by this transaction.

Water				Sewer	
	-Non Metered		-2"meter	-Residential Connection	
46	-5/8" or 3/4" meter		-3" meter	-Commercial Connection	
	-1" meter		-4" meter	-Industrial Connection	
	-1 1/2" meter		-Other	-Other	
	Total Water Connections:	46		Total Sewer Connections	

20. Has the system reached 85% of its capacity based on TCEQ's minimum requirements? ☐ Yes ☒ No
If yes, please explain what steps are being taken to address the capacity issues:

23. List the name, class, and license number of the operator(s) that will be responsible for the system:

Name	Class	License#
Kirk Kebodeaux	A W, A WW, CSI, BFP	WO0001283 WW0015397, BP0014182
Jesse Donelson	C GW, B SW, C WW	WG0008785, WS0008821, WW0032205
Donald Herriage	A W, A WW, CSI	WO0017031, WW0027707, CI0002377
John Salmans, Jr.	C GW, C WW, CSI	WG0007135, WW0031962, CI0010016

24. Attach the following maps with each copy of the application: See Appendix F
a. One small scale map clearly showing affected service area with enough detail to accurately locate the area if the application is for the transfer of all or a portion of a CCN.
b. One large scale map showing the proposed service area boundaries being sold, transferred, or merged and, if available, the existing and proposed facilities. Color coding should be used to differentiate existing from proposed facilities. Facilities and service area boundaries should be shown with such exactness that they can be located on the ground. If transferring area not currently in a CCN or a portion of an existing CCN area please attach the following hard copy maps with each copy of the application:
   1. A general location map delineating the proposed service area with enough detail to accurately locate the proposed area within the county.
   2. A map showing only the proposed area by:
      i. metes and bounds survey certified by a licensed state or registered professional land surveyor; or
      ii. projectable digital data with metadata (proposed areas should be in a single record and clearly labeled, data disk should be included); or
      iii. following verifiable natural and man-made landmarks, or
      iv. a copy of recorded plat map with metes and bounds.
   3. A written description of the proposed service area.

BusinessWire
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KENTUCKY AMERICAN WATER

Kentucky American Water Acquires Water Assets of Eastern Rockcastle Water Association in Livingston

February 28, 2018 04:11 PM Eastern Standard Time

LEXINGTON, Ky.--(BUSINESS WIRE)--Kentucky American Water announced today that it has acquired the water assets of Eastern Rockcastle Water Association in Livingston, Ky., in Rockcastle County. The transaction, completed today, adds approximately 610 water customers in Rockcastle and Jackson counties to the Kentucky American Water system. The acquisition of the system expands the company's total service area to portions of 14 Kentucky counties.

"We are pleased to welcome Eastern Rockcastle Water Association customers to Kentucky American Water," said Nick Rowe, president of Kentucky American Water. "Our company will bring to the community 24-hour customer service for water service emergencies, unique water system expertise, and additional capital resources for water infrastructure investment. We look forward to providing excellent service to these new customers and being an active corporate citizen in the community."

"The Eastern Rockcastle Water Association board is pleased to announce the sale of the water system to Kentucky American Water," said Russell Barron, president of Eastern Rockcastle Water Association. "This was a decision we took seriously. We are confident that the system will be in great hands with Kentucky American Water, and that our customers will benefit by receiving great service."

About Kentucky American Water

Kentucky American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor-owned water utility in the state, providing high-quality and reliable water and/or wastewater services to approximately half a million people.

About American Water

With a history dating back to 1886, American Water is the largest and most geographically diverse U.S. publicly traded water and wastewater utility company. The company employs more than 6,900 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to an estimated 15 million people in 46 states and Ontario, Canada. American Water provides safe, clean, affordable and reliable water services to our customers to make sure we keep their lives flowing. For more information, visit amwater.com and follow American Water on Twitter, Facebook and LinkedIn.

Contacts

Kentucky American Water
Susan Lancho, External Affairs Manager
859-268-6332
susan.lancho@amwater.com

Tweets by @kyamwater

KY American Water
@kyamwater

Heads up! There are several things we put down our pipes each day that can clog things up. Watch to learn what to think twice about.



47m

KY American Water
@kyamwater

We love this story AND this event! Join us on Saturday!
https://twitter.com/FCPSKY/status/1221779967308181505

Jan 27, 2020

KY American Water
@kyamwater

We love sponsoring this event and are looking forward to another year of awesome projects!
https://twitter.com/FCPSKY/status/1220391233891205120

State approves sale of Eastern Rockcastle Water Association



By WKYT News Staff | Posted: Fri 10:03 AM, Jan 19, 2018

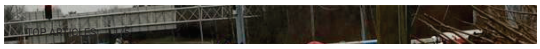
LEXINGTON, Ky. (WKYT) - Members of the Eastern Rockcastle Water Association will soon get their water through Kentucky American Water Company.

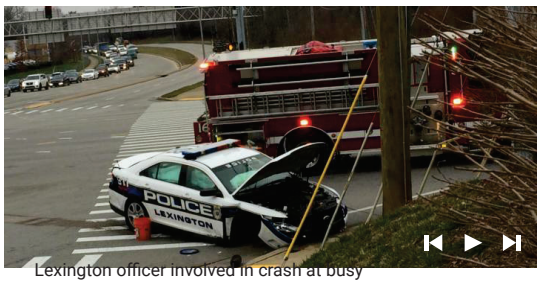
The Kentucky Public Service Commission approved the sale of the Eastern Rockcastle Water Association to the PSC on Friday. The PSC says it believes the sale will benefit Eastern Rockcastle's customers because KAWC has more resources to make system improvements.

KAWC will pay $770,000 as part of the deal. It will keep Eastern Rockcastle's water rates in place after the sale is complete. The Eastern Rockcastle Water Association will issue final bills that include credits for customer deposits. KAWC does not require customer deposits.

Two Eastern Rockcastle customers objected to the sale, saying it was not conducted according to state law. The PSC reviewed those arguments and says it found everything was done properly.

The Eastern Rockcastle Water Association is owned by and serves more than 600 customers. KAWC serves 131,000 customers in 11 Kentucky counties, including Fayette County.





Lexington officer involved in crash at busy intersection READ MORE »

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ORIGINAL

STATE OF INDIANA

INDIANA UTILITY REGULATORY COMMISSION

JOINT PETITION OF INDIANA-AMERICAN WATER COMPANY, INC. ("INDIANA AMERICAN") AND THE TOWN OF SHERIDAN, INDIANA ("SHERIDAN") FOR APPROVAL AND AUTHORIZATION OF: (A) THE ACQUISITION BY INDIANA AMERICAN OF SHERIDAN'S WATER UTILITY PROPERTY (THE "SHERIDAN WATER SYSTEM") AND OF SHERIDAN'S SEWER UTILITY PROPERTY (THE "SHERIDAN SEWER SYSTEM") (COLLECTIVELY THE "SHERIDAN SYSTEMS") IN HAMILTON COUNTY, INDIANA IN ACCORDANCE WITH A PURCHASE AGREEMENT THEREFOR; (B) APPROVAL OF ACCOUNTING AND RATE BASE TREATMENT; (C) APPROVAL OF THE RATES AND CHARGES TO BE APPLIED TO THE SHERIDAN WATER AND SEWER SYSTEMS AFTER CLOSING; (D) APPROVAL OF APPLICATION OF INDIANA AMERICAN'S MUNCIE SEWER RULES AND REGULATIONS TO THE SHERIDAN WASTEWATER SYSTEM, WITH CHANGES TO ALLOW ENFORCEMENT OF AN INDUSTRIAL PRETREATMENT PROGRAM ("IPP") AMONG OTHERS; (E) APPLICATION OF INDIANA AMERICAN'S DEPRECIATION ACCRUAL RATES TO SUCH ACQUIRED PROPERTIES; AND (F) THE SUBJECTION OF THE ACQUIRED PROPERTIES TO THE LIEN OF INDIANA AMERICAN'S MORTGAGE INDENTURE.	**CAUSE NO. 45050** **APPROVED: SEP 12 2018**

Presiding Officers:
Sarah E. Freeman, Commissioner
Lora L. Manion, Administrative Law Judge

On February 16, 2018, Joint Petitioners Indiana-American Water Company, Inc. ("Indiana American" or the "Company") and the Town of Sheridan, Indiana ("Sheridan") filed their *Joint Petition* with the Indiana Utility Regulatory Commission ("Commission") in this matter.

On April 5, 2018, the Commission issued a docket entry vacating the prehearing conference and requesting Joint Petitioners and the Office of Utility Consumer Counselor ("OUCC") to file an agreed procedural schedule. On April 6, 2018, the parties filed a *Stipulation as to Procedural Matters*, and on April 11, 2018, the Commission issued a docket entry establishing the procedural schedule in this Cause.

On April 13, 2018, Joint Petitioners filed the prepared testimony and exhibits of Mr. Matthew Prine, Director of Community and Government Affairs for Indiana American; Mr.

Gregory Roach, Senior Manager, Revenue Analytics for American Water Works Service Company; Mr. David Kinkead, President of the Sheridan Town Council; and Mr. Stacy Hoffman, Director of Engineering for Indiana American. The filings constitute Joint Petitioners' case-in-chief.

On June 29, 2018, the OUCC filed the prepared testimony and exhibits of Mr. Carl N. Seals, Utility Analyst, and Ms. Margaret A. Stull, Chief Technical Adviser, constituting the OUCC's case-in-chief.

On July 12, 2018, Joint Petitioners advised in a filing that Joint Petitioners reached an agreement in principle with the OUCC with respect to all issues in this Cause. Joint Petitioners requested a modification to the schedule in light of their preparation of a settlement, and the request was granted by the Presiding Officers in a docket entry on July 13, 2018. On July 20, 2018, Joint Petitioners and the OUCC (the "Settling Parties") jointly filed a Stipulation and Settlement Agreement ("Settlement") along with testimony in support thereof, which Settlement presented the Settling Parties' proposed resolution of all issues raised between them in this proceeding. The Settlement was supported by testimony from Mr. Roach, on behalf of Indiana American, and Mr. Scott Bell, Director of the Water and Wastewater Division of the OUCC.

On July 26, 2018, the Presiding Officers in a docket entry requested additional information from Indiana American, and on July 31, 2018, Indiana American filed a response.

A settlement hearing in this Cause was held commencing at 9:30 am on August 1, 2018, in Room 222, PNC Center, 101 W. Washington Street, Indianapolis, Indiana. The Settling Parties' prefiled evidence, including the Settlement and the pre-settlement and settlement testimony in support thereof, was admitted into the record.

TABLE OF CONTENTS

TOPIC	PAGE
1. Notice and Jurisdiction	4
2. Joint Petitioners' Characteristics	4
3. Relief Requested by Joint Petitioners	4
4. Pre-Settlement Testimony	4
A. Joint Petitioners' Pre-Settlement Case-in-Chief	4
i. Ind. Code ch. 8-1-30.3 and § 8-1.5-2-6.1	5
ii. Proposed Acquisition and Asset Purchase Agreement	7
iii. Aging Infrastructure, Violations, and Indiana American's Plan for Improvements	8
iv. Accounting and Ratemaking Treatment	11
v. Impact of Acquisition on Customer Rates	11
B. OUCC's Pre-Settlement Case-in-Chief	12
i. Proposed Acquisition and Asset Purchase Agreement	12
ii. Aging Infrastructure, Violations, and Indiana American's Plan for Improvements	12
iii. Accounting and Ratemaking Treatment	12
iv. Impact of Acquisition on Customer Rates	12
5. Settlement Testimony	13
A. Proposed Acquisition and Asset Purchase Agreement	13
B. Aging Infrastructure, Violations, and Indiana American's Plan for Improvements	13
C. Accounting and Ratemaking Treatment	14
D. Impact of Acquisition on Customer Rates	14
6. Commission Discussion and Findings on Settlement	14
A. Ind. Code § 8-1-30.3-5(d) Requirements	15
B. Ind. Code § 8-1-30.3-5(c) Requirements	17
C. Ind. Code § 8-1.5-2-6.1(d) Purchase Price Presumption and Ind. Code § 8-1.5-2-4	19
D. Ind. Code § 8-1.5-2-6.1(e)(3) Ability of Purchaser	20
E. Settlement	21
F. Accounting Treatment	21
G. Rates and Rules	22
H. Encumbrances	23
Ordering Paragraphs	23

Based upon the applicable law and evidence, the Commission now finds:

1. Notice and Jurisdiction. Notice of the evidentiary hearing was given as required by law. Indiana American is a public utility as defined in Ind. Code § 8-1-2-1 and, as such, is subject to the Commission's jurisdiction. The Sheridan Water System and the Sheridan Wastewater System are municipally owned utilities as defined in Ind. Code § 8-1-2-1(h). Under Ind. Code ch. 8-1-30.3 and Ind. Code § 8-1.5-2-6.1 the Commission has jurisdiction over Indiana American's proposed purchase of a municipally owned utility; therefore, the Commission has jurisdiction over Joint Petitioners and the subject matter of this proceeding.

2. Joint Petitioners' Characteristics. Indiana American is an Indiana corporation engaged in the provision of water utility service to the public in and around numerous communities throughout Indiana for residential, commercial, industrial, public authority, sale for resale, and public and private fire protection purposes. Indiana American provides residential, commercial, industrial, and municipal water utility service, including sale for resale, and public and private fire service to approximately 302,000 customers in Indiana. Indiana American also provides wastewater utility service in Wabash and Delaware Counties.

Sheridan is a municipality located in Hamilton County, Indiana. Sheridan owns and operates a water distribution system ("Water System") serving approximately 1,261 individually metered customers and a wastewater treatment plant and collection system ("Wastewater System") serving approximately 1,233 customers (together, the "Sheridan Systems"). Sheridan's storm water system is excluded from the Sheridan Systems that Indiana American seeks to acquire. Sheridan withdrew from the jurisdiction of the Commission for purposes of its water rates, charges, and financing in December 1988. The Sheridan Systems are in the vicinity of Indiana American's existing Noblesville operation in Hamilton County.

3. Relief Requested by Joint Petitioners. Joint Petitioners filed their Joint Petition pursuant to Ind. Code §§ 8-1-30.3-5 ("Section 30.3-5") and 8-1.5-2-6.1 ("Section 6.1"). Joint Petitioners request approval and authorization of: (A) the acquisition by Indiana American of Sheridan's Water System and Wastewater System in Hamilton County, Indiana in accordance with their Asset Purchase Agreement ("APA"); (B) accounting and rate base treatment; (C) rates and charges to be applied to the Sheridan Systems after closing of Indiana American's acquisition; (D) application of Indiana American's Muncie wastewater rules and regulations to the Sheridan Sewer System, with modifications, including enforcement of an industrial pretreatment program ("IPP"); (E) application of Indiana American's depreciation accrual rates approved by the Commission in Cause No. 44992 on May 30, 2018; and (F) the subjection of the acquired properties to the lien of Indiana American's mortgage indenture.

4. Pre-Settlement Testimony.

A. Joint Petitioners' Pre-Settlement Case-in-Chief. Joint Petitioners presented direct testimony from Mr. Matthew Prine, Director of Community and Government Affairs for Indiana American; Mr. Gregory Roach, Senior Manager, Revenue Analytics for American Water Works Service Company; Mr. David Kinkead, President of the Sheridan Town

Council; and Mr. Stacy S. Hoffman, Director of Engineering for Indiana American. Mr. Prine provided the APA as Jt. Pet. Ex. 1, Attach. MP-2.

(i). Ind. Code ch. 8-1-30.3 and § 8-1.5-2-6.1. Mr. Prine testified that during the 2015 legislative session of the Indiana General Assembly, a new chapter was established (Ind. Code § 8-1-30.3, referred to herein as "Chapter 30.3") providing that a public water or wastewater utility that acquires the utility property of a "distressed utility" (as defined in Ind. Code § 8-1-30.3-2) may petition the Commission to include the "cost differential" (as defined in Ind. Code § 8-1-30.3-1) associated with the acquisition as part of its rate base. The new law established certain circumstances under which this ratemaking treatment is required. During the 2016 legislative session, a new section (Ind. Code § 8-1.5-2-6.1) of the law governing municipal utilities was adopted and Chapter 30.3 was amended, both with respect to the sale or disposition of non-surplus municipal utility property. Mr. Prine testified that the new laws encourage the consideration of regionalization as a strategy in addressing Indiana's ongoing infrastructure needs.

Mr. Prine testified that in November 2016, the Indiana Finance Authority ("IFA") issued its report on water utility infrastructure needs throughout Indiana. The IFA Report discussed the need for regionalization. Mr. Prine quoted from the IFA Report as follows:

> [L]arger systems improve the economic performance for customers. In spite of this, new small systems continue to be formed instead of combining assets with existing utilities where value could be added. With larger size and capacity, regional utilities add efficiencies while being more reliable and sustainable than individual community water systems.

Jt. Pet. Ex. 1, Attach. MP-3, at 8.

Mr. Prine also testified that the IFA Report emphasizes the need for (i) prioritization of replacement of aging or failing water mains; and (ii) development of a schedule of asset management that organizes the construction needed to maintain and extend the life of a utility system. *Id.* at 7. Mr. Prine further testified that Sheridan Systems face some of the same challenges discussed in the IFA Report.

Mr. Prine testified Ind. Code § 8-1-30.3-6 ("Section 30.3-6") enumerates a list of conditions that, if any one of these conditions is found by the Commission to exist, would satisfy the distressed requirement. Section 30.3-6 is as follows:

> For purposes of section 5(c)(2) of this chapter, a distressed utility is not furnishing or maintaining adequate, efficient, safe, and reasonable service and facilities if the commission finds one (1) or more of the following:
> (1) The distressed utility violated one (1) or more state or federal statutory or regulatory requirements in a manner that the commission determines affects the safety, adequacy, efficiency, or reasonableness of its services or facilities.
> (2) The distressed utility has inadequate financial, managerial, or technical ability or expertise.

(3) The distressed utility fails to provide water in sufficient amounts, that is palatable, or at adequate volume or pressure.
(4) The distressed utility, due to necessary improvements to its plant or distribution or collection system or operations, is unable to furnish and maintain adequate service to its customers at rates equal to or less than those of the acquiring utility company.
(5) The distressed utility:
(A) is municipally owned utility property of a municipally owned utility that serves fewer than five thousand (5,000) customers; and
(B) is being sold under IC 8-1.5-2-6.1.
(6) Any other facts that the commission determines demonstrate the distressed utility's inability to furnish or maintain adequate, efficient, safe, or reasonable service or facilities.

Ind. Code § 8-1-30.3-6.

Mr. Prine testified Sheridan Systems meet the requirements of Section 30.3-6(5). They are municipally owned, serve fewer than 5,000 customers, and are being sold pursuant to Section 6.1. Therefore, Sheridan Systems qualify as distressed. Mr. Prine testified while it is not necessary to satisfy a second condition, Sheridan Systems also satisfy Section 30.3-6(4). Due to necessary improvements to the plant or distribution or collection system or operations, Sheridan Systems are unable to furnish and maintain adequate service to customers at rates equal to or less than those of Indiana American. Mr. Prine also confirmed that Sheridan and Indiana American are not affiliated and share no common ownership interests.

Mr. Prine testified about the statutory process for a municipality to sell its water or wastewater utility. Mr. Prine explained a municipality must direct the appointment of three appraisers to appraise the value. The purchase price is deemed to be reasonable if it does not exceed the statutory appraised value. Upon return of the appraisal, the municipality must hold a public hearing on the proposed acquisition. If the municipality decides to sell, it must adopt an ordinance approving the proposed acquisition. For an ordinance adopted pursuant to this process after March 28, 2016, Commission approval is required under Section 6.1. The standard for approval is whether the sale according to the proposed terms and conditions is in the public interest. If the Commission makes the required findings set forth in Section 30.3-5(c), then Section 6.1 directs that the proposed sale according to the proposed terms and conditions is in the public interest.

Mr. Prine testified that the proposed purchase price for Sheridan Systems is $10,750,000, with $6,200,000 of that purchase price allocated to the Water System and $4,550,000 to the Wastewater System. While Sheridan's appointed appraisers determined the appraised value of Sheridan Systems to be $12,637,000, Mr. Prine testified to produce lower utility rates for customers, Sheridan Town Council determined to sell Sheridan Systems for less than the full appraised value set forth in the appraisal. Jt. Pet. Ex. 3, Attach. DK-2. Therefore, the purchase price does not exceed the appraised value of Sheridan System. Mr. Prine testified that the original cost rate base for Sheridan Systems would be $10,950,000, assuming $200,000 of

incidental expenses and other costs of acquisition. Mr. Prine further testified that Sheridan Systems are used and useful in providing water and wastewater service to customers.

(ii). <u>Proposed Acquisition and Asset Purchase Agreement</u>. David Kinkead, President of Sheridan Town Council, testified regarding the proposed acquisition of Sheridan Systems by Indiana American. Mr. Kinkead provided an overview of the Wastewater System and its history of environmental regulatory issues. Mr. Kinkead testified selling the Wastewater System would allow a company with greater expertise to take over investment, operation, and maintenance. The sale would also enable Sheridan to invest in elimination of the storm water source of the notices of violations ("NOVs"). Mr. Kinkead stated the Water System is aged and in need of certain infrastructure improvements. Sheridan commissioned a rate study from O.W. Krohn and Associates to assist with its decision process. The result of that study made it clear the costs to Sheridan's citizens would be much greater just to address the deferred maintenance and bring the Sheridan Systems up to standards, not including future improvements, than a transfer to a private entity subject to Commission review.

Mr. Kinkead testified regarding the chronology of events. In September 2016, Sheridan Town Council approved the issuance of a Request for Proposals ("RFP"). Indiana American was the successful bidder. Indiana American provided Sheridan with a proposed purchase agreement.

On February 27, 2017, Sheridan Town Council voted to appoint official appraisers of Sheridan Systems. The appraisers were: (1) Judith M. Cleland, P.E., an Indiana Registered Professional Engineer; (2) Thomas T. Nitza, P.E., an Indiana Registered Professional Engineer; and (3) Joseph C. Traynor, MRICS, GAA, an Indiana Certified General Appraiser. Jt. Pet. Ex. 3, Attach. DK-2, at 2. In early June 2017, Sheridan received the Return of Appraisement certifying the appraisal. Jt. Pet. Ex. 3, Attach. DK-2.

On July 26, 2017, the public hearing required by statute was held, as indicated in Sheridan's Ordinance No. 2017-8. Jt. Pet. 3, Attach. DK-3, at 2. On July 31, 2017, Sheridan enacted that Ordinance, and it recites the following: "Whereas, pursuant to Ind. Code § 8-1.5-2-6(e), the Town Council has determined that the sale price for the [Sheridan Systems] shall be less than full appraised value so as to result in lower utility rates to be charged to the customers of the [Sheridan Systems]." Jt. Pet. Ex. 3, Attach. DK-3, at 2-3.

Mr. Kinkead further testified that Sheridan followed the statutory process necessary to sell Sheridan Systems and conducted negotiations with Indiana American which resulted in the APA being finalized and signed on January 17, 2018. He testified that the negotiations leading up to the execution of the APA were conducted at arm's length.

Mr. Kinkead testified regarding communications with Sheridan's customers about the sale. He explained that Mr. Prine and other officials from Indiana American attended Sheridan's Town Council meetings to provide customers the opportunity to get answers directly from Indiana American. He further testified Sheridan held several additional meetings to determine public opinion and to receive input regarding the proposed sale. Mr. Kinkead testified the response was clear that citizens were overwhelmingly in favor of the proposed transaction. He further testified no Sheridan customers have expressed opposition to the proposed sale.

Mr. Prine testified regarding Indiana American's proposal to acquire the Sheridan Systems. Mr. Prine stated that consummation of the transaction is conditioned on obtaining certain approvals from the Commission as follows: (1) the contemplated transaction and the transfer of the Systems; (2) the proposed accounting and rate base treatment, including recognition of the full purchase price plus incidental expenses and other costs of acquisition in net original cost rate base; (3) the application of the Company's depreciation accrual rates to the Sheridan Systems; (4) the application of the rates and charges set forth in the APA; and (5) the inclusion of the acquired assets in the Company's mortgage indenture.

Mr. Prine also testified that Indiana American's acquisition of Sheridan Systems will benefit customers currently served by Sheridan Systems. Under Indiana American's ownership, the customers will see lower rates than would ultimately be implemented if Sheridan were to continue to own and operate the systems, due to the cost of necessary improvements. Mr. Prine testified any change in Indiana American's rates is subject to the jurisdiction of the Commission. Under Indiana American's ownership, Sheridan's customers will benefit from long-term asset management and investment. Sheridan customers will gain full-time management of Sheridan Systems, including a full-time operations staff, 24/7 customer service and emergency response, enhanced security measures, and full-time functional specialists in the areas of engineering and water quality. The Sheridan Systems will also be included in Indiana American's prioritization model, allowing planning and asset management needs like those identified by the 2016 IFA Report to be met. Most importantly, Indiana American is prepared to make the necessary improvements to Sheridan Systems as required by the Indiana Department of Environmental Management ("IDEM").

With respect to the notice requirements in Section 30.3-5(d), Mr. Prine testified that Indiana American provided notices to current customers of Sheridan and the existing customers of Indiana American. Mr. Prine testified that the acquisition will not increase Indiana American's rates by more than one percent of Indiana American's base annual revenues. Mr. Prine testified that all Sheridan customers were notified of the proposed transaction and the rates that would be charged by Indiana American after closing. Separately, Mr. Roach testified that Indiana American gave notice of the proposed transaction to the customers of Indiana American; however, he said that he thinks that this notice was not required. The calculation performed by Mr. Roach is included as Jt. Pet. Ex. 2, Attach. GPR-2. Mr. Roach testified that his calculation followed the methodology approved by the Commission's March 14, 2018 Order in Cause Nos. 44976 and 44964.

Mr. Prine summarized how Section 6.1 interacts with Chapter 30.3. He explained that if the purchase price of the proposed acquisition does not exceed the appraised value, and the elements of Sections 30.3-5(c) and 30.3-5(d) are met, Section 6.1(e) directs the issuance of a final order not later than 210 days after the filing of Joint Petitioners' case-in-chief that authorizes the acquiring utility company to record: (1) the full purchase price; (2) incidental expenses; and (3) other costs of acquisition. The net original cost of the utility plant in service assets being acquired should be allocated in a reasonable manner among appropriate utility plant in service accounts.

(iii). <u>Aging Infrastructure, Violations, and Indiana American's Plan for Improvements</u>. Mr. Prine and Mr. Hoffman testified regarding the improvements that are

needed to Sheridan Systems to address environmental concerns and aging or failing infrastructure issues.

Mr. Prine explained that under municipal ownership, Sheridan Systems face rising costs for necessary improvements to facilities and operations. He stated that in the last five years, the Wastewater System was issued NOVs for bypass and overflow events and IDEM cited Sheridan for an inadequate preventative maintenance program. Additionally, Mr. Prine explained the Wastewater System has suffered from inflow and infiltration ("I/I") from Sheridan's storm water system. Mr. Prine further testified that Sheridan does not have a plan for replacement of aging or failing water distribution infrastructure.

Mr. Prine testified that due to significant improvements needed to the Wastewater System to comply with IDEM requirements and to the Water System to address aging infrastructure concerns, continuation of current ownership by Sheridan could lead to a troubled future for Sheridan Systems. He echoed Mr. Kinkead's testimony that Indiana American is in a better position than Sheridan to address these issues.

Mr. Prine testified that Sheridan had a rate study performed by O.W. Krohn and Associates that predicted the necessary increases in rates if Sheridan were to continue to own and operate the Sheridan Systems [and fund the improvements]. Mr. Prine stated that the projected wastewater rates [if Sheridan continued to own the Wastewater System and fund the improvements] are higher than the wastewater rates Indiana American proposes to charge. He testified Sheridan has committed to adopt a 30% across-the-board rate increase for its wastewater customers as of closing, and Indiana American has committed to charging those same wastewater rates until 2021.

Mr. Hoffman further described the challenges facing the Wastewater System. As described in the Agreed Order with IDEM attached to the APA, IDEM issued NOVs with respect to Sheridan's National Pollutant Discharge Elimination System permit. IDEM identified 25 bypass events and 12 overflow events related to the Wastewater System during May 26, 2013, through May 26, 2016. Jt. Ex. 1, Attach. MP-2, at 71 of 86. IDEM found that excessive I/I continues to contribute to hydraulic overloading of Sheridan's wastewater treatment plant ("WWTP") and Sheridan did not have an ongoing preventative maintenance program for the Wastewater System.

Mr. Hoffman testified that Sheridan negotiated an Agreed Order with IDEM to address the NOVs. Mr. Hoffman testified under the Agreed Order, Sheridan is required to implement an IDEM-approved storm water compliance plan. That plan requires Sheridan to meet certain milestones related to its storm water improvement project to address cross connections and infiltration points, which are considered to be a significant source of the issues resulting in the NOVs. Mr. Hoffman testified the Agreed Order also contemplates that improvements to the Wastewater System will be needed to improve permit compliance.

Mr. Hoffman testified about Indiana American's plan for the Wastewater System. Mr. Hoffman said IDEM informally indicated the plan outlined in his testimony in this Cause was acceptable. Indiana American's plan for improvements to the Wastewater System follows: (1) gather direct operational experience and data from operating the Wastewater System; (2) conduct

engineering evaluation of improvement alternatives; (3) construct new influent equalization basin for wet weather storage; (4) construct new influent pump station and head works, and remove influent grinder; (5) replace aging unreliable equipment as necessary; (6) install Supervisory Control and Data Acquisition ("SCADA") and control improvements; (7) evaluate options for solids management improvements; (8) evaluate condition of manholes, sewers, and lift station equipment; (9) rehabilitate or replace manholes, sewers, and lift station equipment in poor condition in a systematic approach; (10) implement a wastewater treatment plant and the sanitary sewer collection system maintenance program; and (11) implement an asset management strategy and plan including prioritization models for prioritizing recommended improvements for the WWTP and the sanitary sewer collection system. Mr. Hoffman explained that the improvement plans ultimately approved by IDEM will guide much of what Indiana American plans to undertake with respect to the Wastewater System. Mr. Hoffman testified that based on the preliminary estimate ranges prepared by Wessler Engineering in their Preliminary Study for Wastewater System Needs (February 2014), improvements to the Wastewater System over a five-year period after the close of acquisition could cost between $2,000,000 and $5,000,000, depending on the alternatives implemented.

Mr. Hoffman further explained that Indiana American is committed to developing a sanitary sewer plan that will be implemented following closing. The plan will address I/I into the sanitary collection system. Indiana American will also develop and implement a preventative maintenance plan for the Wastewater System and document all maintenance (preventative and repair) in a permanent record.

Mr. Hoffman addressed Indiana American's proposed changes to its rules and regulations applicable to wastewater utility service, specifically to address IPP. Mr. Hoffman explained that Indiana American must get IDEM approval for any IPP it wishes to implement. Indiana American proposes to add a provision to its rules that requires, after closing of the acquisition, any customer that pre-treats discharge into the Wastewater System must comply with the IDEM-approved IPP. Mr. Hoffman further testified that Indiana American's current wastewater rules and regulations do not include typical wastewater utility service policy restrictions; he stated that Indiana American proposes to adopt specific portions of Sheridan's existing wastewater ordinance that restrict what can be disposed in sewers.

Next, Mr. Hoffman described the challenges facing the Water System. Sheridan does not currently have an asset management plan for replacing infrastructure. The water treatment plant is over 50 years old. Filters, filter control valves, the aerator, and other equipment could need rehabilitation or replacement within the next 10 years. The plant is not fully automated, and that requires more employee time to conduct direct manual daily operation of the plant. Some of the monthly reports of operations submitted to IDEM identify chlorine residual concentrations below what IDEM considers detectable. Other potential challenges with respect to the wells, plant, and distribution system are not fully known at this time. In addition, Sheridan is a small system and cannot achieve economies of scale.

Mr. Hoffman discussed Indiana American's plan for improvements to the Water System as follows: (1) reap benefits from Indiana American's economies of scale; (2) gather direct operational experience and data from operating the Water System; (3) conduct operational and

engineering evaluations; (4) implement an asset management strategy and plan, including models for prioritizing recommended improvements; (5) replace meters with automated meter reading / advanced metering infrastructure; (6) determine the causes of the low chlorine residual concentration reports in the distribution system; (7) implement operational and or capital improvements to increase the low chlorine residual concentrations to acceptable levels; (8) install SCADA system for control and monitoring; and (9) determine other improvement needs and prioritize them as part of Indiana American's asset management plan. He further testified improvements to the Water System over a five-year period after the close of the acquisition could cost between $1,500,000 and $3,000,000, depending on improvements implemented.

(iv). Accounting and Ratemaking Treatment. Mr. Roach testified Indiana American proposes accounting and ratemaking treatment for its acquisition. Mr. Roach sponsored the journal entry proposed for the acquisition. Jt. Pet. Ex. 2, Attach. GPR-1. Mr. Roach testified that the purchase price is $10,750,000 for Sheridan Systems, of which $6,200,000 is for the Water System, and $4,550,000 is for the Wastewater System. Assuming $200,000 of incidental expenses and other costs of acquisition, the original cost rate base for the Sheridan Systems would be $10,950,000. Mr. Roach explained that the purchase price includes a cost differential as defined in Ind. Code § 8-1-30.3-1. The cost differential is $200,000 of incidental expenses and other costs of acquisition, and the cost differential is not included in the purchase price of $10,750,000. Jt. Pet. Ex. 2, at 5.

(v). Impact of Acquisition on Customer Rates. Regarding wastewater rates, Sheridan's Wastewater System rate is currently computed at $45.49 per month for a residential customer using 4,000 gallons (a "Typical Customer"). But current rates are insufficient to fund the necessary improvements to Sheridan's Wastewater System. Mr. Prine testified that if Sheridan continued to own the Wastewater System and funded the needed improvements, a Typical Customer would have his monthly rate increase 21.33% to 103.11% for a computed increase ranging from $9.70 to $46.90 per month with a total monthly bill ranging from $55.19 to $92.39. Jt. Pet. Ex. 1, at 26-27. However, Mr. Prine testified that upon completion of the acquisition, a Typical Customer under Indiana American's proposed rates would have his monthly rate increase 30% for an increase of $13.65 per month and a total monthly bill of $59.14. Jt. Pet. Ex. 1, Attach MP-5. Sheridan is going to increase the residential rate to $59.14, and Indiana American will continue charging that rate after closing and until 2021.

Regarding water rates, Mr. Prine testified Sheridan's water rate is currently $41.11 per month for a Typical Customer. Jt. Pet. Ex. 1, at 16. Mr. Kinkead testified that if Sheridan continued to own the Water System and addressed the maintenance issues and standards, a Typical Customer would have his monthly rate increase 19.93% to 46.40% for an increase ranging from $6.57 to $15.29 per month with a total monthly bill ranging from $47.68 to $56.40. Jt. Pet. Ex. 3, Attach. DK-1, at 9 and 16. However, Mr. Prine testified that upon completion of the acquisition, a Typical Customer under Indiana American's Area One Rate would have an increase of $0.19 per month and a total monthly bill of $41.30. Jt. Pet. Ex. 1, at 16.

B. OUCC's Pre-Settlement Case-in-Chief. Ms. Margaret A. Stull, Chief Technical Adviser in the Water and Wastewater Division, and Mr. Carl N. Seals, Utility Analyst, testified on behalf of the OUCC.

(i). Proposed Acquisition and Asset Purchase Agreement. Ms. Stull testified Indiana American proposes to acquire all of the property that is the subject of Sheridan's appraisal, which corresponds to Section 2.01 of the Agreement. The acquired assets are listed in the return of appraisement sponsored by Mr. Kinkead as Jt. Pet. Ex. 3, Attach. DK-2. The proposed acquisition excludes Sheridan's storm water system. The total agreed purchase price is $10,750,000, consisting of $6,200,000 for the Water System and $4,550,000 for the Wastewater System.

(ii). Aging Infrastructure, Violation Issues, and Indiana American's Plan for Improvements. Mr. Seals testified regarding Indiana American's plan for reasonable improvements to comply with IDEM's Agreed Order. Mr. Seals acknowledged that Indiana American has committed under the APA to negotiate in good faith with IDEM to enter into a compliance plan to improve the Wastewater System upon Indiana American's acquisition of that system. Mr. Seals recommended Indiana American be required to file the compliance plan between IDEM and Indiana American with the Commission within 30 days of its approval by IDEM. The filing would allow the OUCC and the Commission to be informed of the final terms of the Agreed Order.

(iii). Accounting and Ratemaking Treatment. Ms. Stull testified Joint Petitioners request approval of accounting and rate base treatments that will allow Indiana American to reflect as net original cost rate base the full purchase price plus transaction costs, including approval of Indiana American's proposed accounting entry. The total amount Indiana American proposes to record and include in its rate base is $10,950,000, which includes an additional $200,000 of transaction costs. The purchase price to be recorded is $6,315,349 for Water System and $4,634,651 for Wastewater System.

Ms. Stull recommended that in addition to excluding Indiana American's payment of Sheridan's appraisal fees from the net original cost rate base, the transaction costs should be further limited to the qualified amounts actually incurred. Ms. Stull explained that the OUCC recommends that if the Commission authorizes the transfer, the Commission not allow Indiana American to include in rate base $16,062.35 of appraisal costs. The amount of transaction costs to be included in rate base should be limited to the amounts actually incurred not to exceed $183,938 ($200,000 - $16,062.35).

(iv). Impact of Acquisition on Customer Rates. Ms. Stull expressed concern regarding the methodology Indiana American used to calculate the rate impact. Ms. Stull said that the calculation presented by Mr. Roach is a single calculation based on total water and wastewater costs. Ms. Stull explained that although Indiana American has separate rates for its water and wastewater operations, Mr. Roach did not provide separate calculations for the impact on water and wastewater rates. This may suggest Indiana American plans to spread its investment in Sheridan's wastewater assets across Indiana American's entire water and wastewater operations. Otherwise, Indiana American's proposed acquisition would have a different impact on Indiana American's wastewater customers than it will have on its water

customers. While the rate impact on Indiana American's existing water customers will be relatively small, if the cost of the acquisition of the wastewater assets are solely attributed to Indiana American's wastewater customers, the rate impact for Indiana American's existing wastewater customers would be significant.

5. Settlement Testimony. The Settlement filed in this Cause was supported by testimony from Mr. Roach, on behalf of Indiana American, and Mr. Scott Bell, Director of the Water and Wastewater Division of the OUCC.

A. Proposed Acquisition and Asset Purchase Agreement. Mr. Roach testified Indiana American and the OUCC entered into good faith discussions regarding the issues related to the proposed acquisition and were able to independently conclude that the terms and conditions set forth in the Settlement represent a fair, reasonable, and just resolution of the issues in this Cause, subject to their incorporation into a final Commission Order which is no longer subject to appeal. Joint Petitioners and the OUCC stipulated that the relief requested by Joint Petitioners should be granted, subject to the conditions stated in the Settlement, and Indiana American should be authorized to consummate the acquisition of the Sheridan Systems. In addition, the Settling Parties stipulated that the notice requirement in Section 30.3-5(d)(2) was not triggered.

Mr. Bell testified regarding the terms of the Settlement. The OUCC recommends that Indiana American be authorized as follows: (1) to consummate the acquisition by Indiana American of the Water System and Wastewater System; (2) to apply the rules and regulations and rates and charges generally applicable to Indiana American's Area One rate group, as may be changed from time to time, for service to be provided by Indiana American in the areas currently served by the Sheridan Water System; (3) to apply the metered wastewater rates adopted by the Sheridan Town Council as of the closing date, for service to be provided by Indiana American in the areas currently served by the Sheridan Wastewater System; (4) to apply the rules and regulations for wastewater service applicable to Indiana American's Muncie Sewer Operation to the Sheridan Wastewater System, with the modifications described in Joint Petitioners' case-in-chief; (5) to apply Indiana American's depreciation accrual rates approved by the Commission in Cause No. 44992 to the properties comprising the Sheridan Systems; and (6) to encumber the properties comprising the Sheridan Systems with the lien of Indiana American's mortgage indenture.

Mr. Bell testified Joint Petitioners and the OUCC stipulated in the Settlement that all evidence filed in this Cause with respect to the relief constitutes a sufficient evidentiary basis for a Commission Order approving this stipulation. Mr. Bell testified that the Settlement is a reasonable compromise that appropriately addresses the issues raised by the OUCC.

B. Aging Infrastructure, Violations, and Indiana American's Plan for Improvements. Mr. Roach testified regarding the recommendation by Mr. Seals for Indiana American to file Indiana American's sanitary sewer compliance plan after it is approved by IDEM. Indiana American is not currently and will not necessarily become a party to [the Town's] Agreed Order with IDEM [because Indiana American was not the owner of the Wastewater System when the NOV's occurred.] Separately, when an agreement is reached in the future between Indiana American and IDEM with respect to improvements needed to the

Wastewater System, that plan will not be a "compliance plan," as that term is typically used by IDEM. Indiana American has agreed to provide the OUCC and the Commission the ultimate agreement between Indiana American and IDEM with respect to improvements.

C. Accounting and Ratemaking Treatment. Mr. Roach testified about resolution of the concerns raised by Mr. Seals and Ms. Stull in the OUCC's pre-filed testimony. The first concern is whether Indiana American can include $16,062.35 of appraisal costs Indiana American reimbursed to Sheridan. Mr. Bell further testified that based upon the particular facts of this Cause, and for purposes of settlement only, the Settling Parties agreed that upon closing of the acquisition, Indiana American will book as net original cost rate base an amount equal to the full purchase price, plus incidental expenses and other costs of acquisition, excluding appraisal costs of $16,062.35. For settlement purposes only, Indiana American agreed it will remove the $16,062.35 for appraisal costs from the amount to be included in rate base. The journal entry shall be as reflected in Jt. Pet. Ex. 2, Attach. GPR-1, as modified by the terms of the Settlement.

D. Impact of Acquisition on Customer Rates. Mr. Roach testified regarding resolution of Ms. Stull's concern about the impact of the acquisition on Indiana American's existing wastewater customers. It became clear that the OUCC's concern was that the existing Muncie and Somerset wastewater customers, both very small systems, should not be required to bear the cost of the acquisition of the Wastewater System. Mr. Roach testified Indiana American proposed to place Sheridan in its own rate classification for wastewater service. Sheridan's existing rates for wastewater service are volumetric, but Indiana American's rates in existing operations are flat. It is not proposed or contemplated that Indiana American would move to a consolidated wastewater rate at this point. Additionally, Indiana American stipulated in the Settlement its commitment that the Muncie and Somerset wastewater customers would not have their rates increased in Indiana American's upcoming general rate case as a result of the acquisition.

Mr. Bell testified that while the Settling Parties disagreed over the methodology for calculating the one percent threshold for the notice requirement in Section 30.3-5(d)(2), in light of the ratemaking commitments, the Settling Parties stipulated that that notice requirement was not triggered in this proceeding.

6. Commission Discussion and Findings on Joint Petition and Settlement. Indiana American and Sheridan seek approval of Indiana American's prospective acquisition of the Sheridan Systems. More specifically, their Joint Petition seeks approval under Section 30.3-5(d) and asserts the proposed transaction also satisfies the requirements of Section 30.3-5(c). As such, Joint Petitioners request the Commission approve the transaction under the terms and conditions of the APA, finding the transaction proposed is in the public interest in accordance with Section 6.1(e)(1) and that Indiana American should be authorized to include the cost differential in its rate base.

As the Commission explained in the *Georgetown* and *Lake Station* Orders, Section 6.1 applies to a municipality that adopts an ordinance under Ind. Code § 8-1.5-2-5(d) after March 28, 2016, that addresses the sale or disposition of nonsurplus utility property. *Indiana-Am. and Georgetown,* Cause No. 44915, 2017 WL 4604649 (Oct. 11, 2017) ("*Georgetown*"). *Indiana-Am. and Lake Station,* Cause No. 45041, 2018 WL 4006723 (Aug. 15, 2018). Section 6.1(b) requires a municipality adopting such an ordinance to obtain Commission approval before the transaction occurs. Sheridan's Town Council President David Kinkead testified that Sheridan adopted an ordinance approving the proposed acquisition of the Sheridan Systems by Indiana American on July 31, 2017. Thereafter, Sheridan and Indiana American entered into the APA on January 17, 2018 (Jt. Pet. Ex. 1, Attach. MP-2), of which they now seek Commission approval.

Under Section 6.1, the ultimate question the Commission must answer is whether "the sale or disposition according to the terms and conditions proposed is in the public interest." In evaluating whether the proposed transaction is in the public interest, Section 6.1(e) provides two avenues. First, under Section 6.1(e)(1), if a municipally owned utility files a petition under Section 30.3-5(d) and the Commission approves this petition under Section 30.3-5(c), then "the proposed sale or disposition is considered to be in the public interest." Alternatively, if Section 6.1(e)(1) does not apply, Section 6.1(e)(2) requires the Commission to consider the degree to which the acquisition will require one utility's customers to subsidize service to customers of the other utility and whether that subsidy causes the transaction not to be in the public interest. For purposes of this proceeding, the relevant inquiry is under Section 6.1(e)(1) because the Joint Petition was filed under Section 30.3-5(d) and Joint Petitioners seek approval under Section 30.3-5(c).

Indiana American and Sheridan also seek approval under Chapter 30.3, which applies if: (1) a utility company[1] is acquiring property from another utility company in a transaction involving a willing buyer and willing seller at a cost differential; and (2) at least one of the two utility companies is subject to the Commission's regulation. It is not disputed that Indiana American is subject to our regulation. There is also no dispute that with respect to the proposed transaction, Sheridan is a willing seller, and Indiana American is a willing buyer. Mr. Roach testified that the purchase price for the proposed acquisition includes a cost differential. Accordingly, the Commission finds that because Joint Petitioners seek Commission approval under Chapter 30.3 to include this cost differential in Indiana American's rate base, we will initially determine below whether Sections 30.3-5(d) and (c) have been satisfied. But a proposed sale cannot be consummated under Section 6.1 until the Commission also determines the proposed sale is in the public interest.

A. Ind. Code § 8-1-30.3-5(d) Requirements. This statute provides the threshold upon what a utility seeking the Commission's approval of an acquisition before the utility property is acquired must preliminarily provide, stating:

> (d) A utility company may petition the commission in an independent proceeding to approve a petition under subsection (c) [Section 30.3-5(c)] before the utility company acquires the utility property if the utility company provides:
> (1) notice of the proposed acquisition and any changes in rates or charges to customers of the distressed utility;

[1] A utility company for this purpose is defined as a public utility, municipally owned utility, or not-for-profit utility that provides water or wastewater service. Section 30.3-3(1).

> (2) notice to customers of the utility company if the proposed acquisition will increase the utility company's rates by an amount that is greater than one percent (1%) of the utility company's base annual revenue;
> (3) notice to the office of the utility consumer counselor; and
> (4) a plan for reasonable and prudent improvements to provide adequate, efficient, safe, and reasonable service to customers of the distressed utility.

Ind. Code § 8-1-30.3-5(d).

Each element in Section 30.3-5(d) is addressed below, and we find each element is satisfied.

(1) Notice of the proposed acquisition and any changes in rates or charges to customers of the distressed utility. Mr. Prine sponsored Jt. Pet. Ex. 1, Attach. MP-5, a letter notifying Sheridan customers of the proposed acquisition. The letter explains the rates that will be charged to Sheridan customers after the closing and the total bill for a residential customer using 4,000 gallons. The letter was mailed on March 21, 2018, which is prior to the filing of Joint Petitioners' case-in-chief. The notice that was mailed is sufficient on its face because it was mailed early enough in the proceeding to afford customers an opportunity to participate in this proceeding if desired. It was mailed to all Sheridan customers. We find Joint Petitioners satisfied Section 30.3-5(d)(1).

(2) Notice to customers of the utility company if the proposed acquisition will increase the utility company's rates by an amount that is greater than one percent of the utility company's base annual revenue. There was some disagreement between Indiana American and the OUCC regarding the one percent calculation method. For purposes of the Settlement, the Settling Parties stipulated that the acquisition of Sheridan Systems will not increase Indiana American's rates by an amount greater than one percent. Therefore, we find the notice requirement in Section 30.3-5(d)(2) is not triggered by the proposed acquisition.

(3) Notice to the Indiana Office of Utility Consumer Counselor. Regarding Section 30.3-5(d)(3) we find that notice was provided to the OUCC through the service of the Joint Petition and Joint Petitioners' case-in-chief.

(4) A plan for reasonable and prudent improvements to provide adequate, efficient, safe, and reasonable service to customers of the distressed utility. In determining whether Indiana American has satisfied Section 30.3-5(d)(4) by presenting "a plan for reasonable and prudent improvements," we note that Sheridan qualifies as a distressed utility under Section 30.3-6 for purposes of Section 30.3-5(c) because it serves fewer than 5,000 customers.

In Section 4A(iii) of this Order, Mr. Hoffman's testimony sets forth an eleven-point plan for reasonable improvements to the Wastewater System to address the violations that are the subject of IDEM's Agreed Order with Sheridan. Mr. Hoffman testified that Wessler Engineering estimated a cost for improvements to the Wastewater System of $2,000,000 to $5,000,000 over a five-year period, depending upon the alternatives implemented. We also understand that the specific components of the proposed sanitary sewer compliance plan are subject to negotiations and ultimate approval of IDEM, and this is an acceptable process. Mr. Hoffman's testimony also set forth a nine-point plan for reasonable improvements to the Water System. Mr. Hoffman

testified that the estimated costs for improvements to the Water System are $1,500,000 to $3,000,000 over a five-year period, depending upon the alternatives implemented.

No party disputed Indiana American's satisfaction of Section 30.3-5(d)(4). We find Indiana American's plans to incorporate both of the systems into their asset management strategy and plans, which include maintenance programs, and to install SCADA programs should be beneficial to the systems. These activities will take advantage of Indiana American's expertise and economies of scale and promote the regional benefits contemplated by the Indiana General Assembly. We find that Indiana American has presented a plan for reasonable and prudent improvements to provide adequate, efficient, safe, and reasonable service to customers of the distressed utility.

B. Ind. Code § 8-1-30.3-5(c) Requirements. Section 30.3-5 applies when a utility company acquires property from another utility company at a cost differential in a transaction involving a willing buyer and a willing seller, and at least one of the utility companies is subject to the jurisdiction of the Commission. Under Section 30.3-5(b), there is a rebuttable presumption that a cost differential is reasonable. The utility company that acquires the utility property may petition the Commission to include the cost differential as part of its rate base. Pursuant to Section 30.3-5(c):

> The utility company that acquires the utility property may petition the commission to include the cost differentials as part of its rate base. The commission shall approve the petition if the commission finds the following:
> (1) The utility property is used and useful in providing water service, wastewater service, or both water and wastewater service.
> (2) The distressed utility failed to furnish or maintain adequate, efficient, safe, and reasonable service and facilities.
> (3) The utility company will make reasonable and prudent improvements to ensure that customers of the distressed utility will receive adequate, efficient, safe, and reasonable service.
> (4) The acquisition of the utility property is the result of a mutual agreement made at arms length.
> (5) The actual purchase price of the utility property is reasonable.
> (6) The utility company and the distressed utility are not affiliated and share no ownership interests.
> (7) The rates charged by the utility company before acquiring the utility property of the distressed utility will not increase unreasonably as a result of acquiring the utility property.
> (8) The cost differential will be added to the utility company's rate base to be amortized as an addition to expense over a reasonable time with corresponding reductions in the rate base.

Ind. Code § 8-1-30.3-5(c)(1)-(8).

Each element in Section 30.3-5(c) is addressed below, and we find that each element is satisfied.

(1) The utility property is used and useful in providing water service, wastewater service, or both water and wastewater service. Mr. Prine testified that Sheridan Systems are used and useful in providing water and wastewater service to its customers. Joint Petitioners asserted in their Joint Petition that following the closing of the proposed acquisition, day-to-day operation of the Sheridan Systems will be assumed by Indiana American's water and wastewater utility professionals. The evidence indicates that Indiana American will continue to operate the acquired water and wastewater assets to provide water and wastewater service, and no evidence was presented to the contrary. We find the utility property is used and useful in providing water and wastewater service.

(2) The distressed utility failed to furnish or maintain adequate, efficient, safe, and reasonable service and facilities. Mr. Prine testified that Sheridan Systems are municipally owned systems that serve fewer than 5,000 customers therefore satisfying the "distressed" requirement. Mr. Prine explained further that while it is not necessary to satisfy a second condition, Sheridan Systems would also satisfy the definitional requirement of "distressed" by meeting one of the conditions enumerated in Section 30.3-6. Due to the necessary improvements required to the Sheridan Systems, Sheridan is unable to furnish and maintain adequate service to customers at rates equal to or less than those of Indiana American. Mr. Prine and Mr. Hoffman identified the threshold, initial improvements that would be needed to bring the Wastewater System into compliance with IDEM's Agreed Order, and Mr. Kinkead sponsored the O.W. Krohn and Associates rate study which showed that making those improvements, as well as needed improvements to the Water System (with the costs spread over Sheridan's small customer base), would cause rates to be higher than Indiana American's rates. Therefore, we find the conditions set forth in Section 30.3-6 are satisfied. Accordingly, we find that Sheridan Systems have failed to furnish or maintain adequate, efficient, safe, and reasonable service and facilities.

(3) The utility company will make reasonable and prudent improvements to ensure that customers of the distressed utility will receive adequate, efficient, safe, and reasonable service. Pursuant to Section 30.3-5(c)(3), Mr. Hoffman testified regarding Indiana American's proposed plan for reasonable and prudent improvements to the Sheridan Systems. Mr. Hoffman's testimony set forth a plan to bring the Wastewater System into compliance with IDEM's contemplated Agreed Order with Sheridan and address the aging infrastructure concerns related to the Water System. After reviewing the financial, managerial, and technical ability of Indiana American to provide the utility service required and make improvements following closing, we find that Indiana American has provided evidence that it will make reasonable and prudent improvements to ensure that customers will receive adequate, efficient, safe, and reasonable service.

(4) The acquisition of the utility property is the result of a mutual agreement made at arm's length. Satisfying Section 30.3-5(c)(4), Mr. Kinkead described the process undertaken by Sheridan prior to entering the transaction. Mr. Kinkead testified that Sheridan issued a RFP to sell Sheridan Systems, and Indiana American was the successful bidder. He further testified that the negotiations proceeded while Sheridan was undergoing the statutory process and such negotiations were conducted at arm's length. Mr. Prine and Mr. Roach echoed Mr. Kinkead's testimony and testified that the negotiations leading up to the execution of the APA were conducted at arm's length. Based on our consideration of this

testimonial evidence, we find the acquisition is the result of a mutual agreement made at arm's length.

(5) The actual purchase price of the utility property is reasonable. Pursuant to Section 30.3-5(c)(5), the actual purchase price of $10,750,000 does not exceed the value of $12,637,000 determined by the statutory appraisers. The appraisal was sponsored by Mr. Kinkead as Jt. Pet. Ex. 3, Attach. DK-2. Mr. Kinkead testified the Sheridan Town Council determined that the sale price for the Sheridan Systems should be less than the appraised full value, as such is in the best interest of Sheridan so as to result in lower utility rates to be charged to customers of Sheridan Systems. The purchase price is deemed reasonable under Section 6.1 to the extent it does not exceed the appraised value. Because the purchase price does not exceed the appraised value, we find that the purchase price is reasonable.

(6) The utility company and the distressed utility are not affiliated and share no ownership interests. The utility company and the distressed utility are not affiliated and share no ownership interests. We find, based upon Mr. Prine's testimony to the effect, that Sheridan and Indiana American are not affiliated and share no ownership interests. Jt. Pet. Ex. 1, at 17.

(7) The rates charged by the utility company before acquiring the utility property of the distressed utility will not increase unreasonably as a result of acquiring the utility property. Pursuant to Section 30.3-5(c)(7), Mr. Roach testified that Indiana American's rates will not increase directly as a result of this Cause. Jt. Pet. Ex. 2, at 7-8. The Settling Parties stipulated that the acquisition of the Sheridan Systems will not increase Indiana American's rates by an amount greater than one percent. In addition, Indiana American will place Sheridan in its own rate classification for wastewater. The potential effect on rates for Indiana American's existing customers is expected to be nominal. We find the rates charged by Indiana American will not increase unreasonably as a result of this acquisition.

(8) The cost differential will be added to the utility company's rate base to be amortized as an addition to expense over a reasonable time with corresponding reductions in the rate base. Pursuant to Section 30.3-5(c)(8), Mr. Roach testified that his proposed journal entry allocates the entire purchase price reasonably among utility plant in service accounts. In this fashion, the cost differential will be amortized and charged to expense over a reasonable period of time through depreciation expense. Jt. Pet. Ex. 2, at 7. We approved a similar approach in *Georgetown*, and we find it to be appropriate here as well.

C. Ind. Code § 8-1.5-2-6.1(d) Purchase Price Presumption and Compliance with Ind. Code § 8-1.5-2-4. Before a municipality may sell its nonsurplus utility property under an ordinance adopted under Ind. Code § 8-1.5-2-5(d), the Commission must determine if the sale is in the public interest. More specifically, Section 6.1(d) provides:

> (d) The commission shall approve the sale or disposition of the property according to the terms and conditions proposed by the municipality and the prospective purchaser if the commission finds that the sale or disposition according to the terms and conditions proposed is in the *public interest*. For

> purposes of this section [Section 6.1], the purchase price of the municipality's nonsurplus utility property shall be considered *reasonable* if it does not exceed the appraised value set forth in the appraisal required under section 5 [Ind. Code § 8-1.5-2-5] of this chapter.

Ind. Code § 8-1.5-2-6.1(d) (emphasis added).

Section 6.1(e) is to be applied for purposes of determining public interest under Section 6.1(d). Under Section 6.1(e)(1), which is the subdivision of (e) applicable to the Joint Petition, the proposed sale is considered to be in the public interest if the municipally owned utility petitions the Commission under Section 30.3-5(d) and the Commission approves the petition under Section 30.3-5(c). We discussed the elements of Section 30.3-5(d) in this Order in Section 6A, and we found that each element was satisfied. We discussed the elements of Section 30.3-5(c) in this Order in Section 6B, and we found that each element was satisfied. Therefore, the sale is considered to be in the public interest.

Section 6.1(d) establishes a test to determine whether the purchase price is reasonable. The purchase price is considered reasonable if it does not exceed the appraised value set by the required appraisal under Ind. Code § 8-1.5-2-5. Under Ind. Code § 8-1.5-2-5(a), each appraiser must be appointed as provided by Section 4. For the Commission to determine whether the reasonableness presumption in Section 6.1(d) is applicable, the appraised value we are presented with must be the product of an appraisal performed consistent with Section 5. No evidence was presented that Indiana American failed to comply with the requirements of Ind. Code § 8-1.5-2-4 in this Cause. We find that Indiana American complied with the requirements of Ind. Code § 8-1.5-2-4. The total agreed purchase price of $10,750,000 for the Water and Wastewater Systems is less than the appraised value of $12,637,000. *See* Jt. Pet. Ex. 3, Attach. DK-2, at 1. Therefore, pursuant to Section 6.1(d), the Commission finds that the total agreed purchase price of $10,750,000 for Sheridan Systems (municipal nonsurplus utility property) is considered reasonable because it does not exceed the appraised value of $12,637,000 set forth in the appraisal required under Ind. Code § 8-1.5-2-5.

D. Ind. Code § 8-1.5-2-6.1(e)(3) Ability of Purchaser. Section 6.1(e)(3) states that in reviewing the proposed terms and conditions of the proposed sale, the Commission shall consider the financial, managerial, and technical ability of the prospective purchaser to provide the utility service required after the proposed sale. Therefore, in reviewing the APA, we are required to consider the financial, managerial, and technical ability of Indiana American to provide the required water and wastewater utility services. Mr. Prine testified that Indiana American currently provides residential, commercial, industrial, and municipal water service, including sale for resale and public and private fire protection service, to approximately 302,000 customers. This demonstrates Indiana American's financial, managerial, and technical ability to serve a large customer base. Mr. Prine stated that upon the acquisition by Indiana American, Sheridan customers will gain full-time management of Sheridan Systems, including a full-time operations staff, 24/7 customer service and emergency response, enhanced security measures, and full-time functional specialists in the areas of engineering and water quality. This demonstrates Indiana American's technical ability to perform operations full-time and to respond to customers' needs 24/7. Mr. Prine and Mr. Hoffman testified that Indiana American will

institute reasonable and prudent asset management by adding the Sheridan Systems to Indiana American's ongoing prioritization model. Mr. Hoffman's testimony regarding Indiana American's 11-point plan for the Wastewater System and 9-point plan for the Water System explained how Indiana American will utilize its managerial and technical skills to improve the operation and management of Sheridan Systems and to improve regulatory compliance of the Wastewater System. The OUCC did not contest Indiana American's financial, managerial, or technical ability to provide water and wastewater utility services. Therefore, we find that Indiana American possesses the financial, managerial, and technical ability to provide the required utility services after the sale.

E. Settlement. Settlements presented to the Commission are not ordinary contracts between private parties. *U.S. Gypsum, Inc. v. Ind. Gas Co.*, 735 N.E.2d 790, 803 (Ind. 2000). When the Commission approves a settlement, that settlement "loses its status as a strictly private contract and takes on a public interest gloss." *Id.* (quoting *Citizens Action Coal. of Ind., Inc. v. PSI Energy, Inc.*, 664 N.E.2d 401, 406 (Ind. Ct. App. 1996)). Thus, the Commission "may not accept a settlement merely because the private parties are satisfied; rather [the Commission] must consider whether the public interest will be served by accepting the settlement." *Citizens Action Coal.*, 664 N.E.2d at 406.

Further, any Commission decision, ruling, or order, including the approval of a settlement, must be supported by specific findings of fact and sufficient evidence. *U.S. Gypsum*, 735 N.E.2d at 795 (citing *Citizens Action Coal. of Ind., Inc. v. Pub. Serv. Co. of Ind., Inc.*, 582 N.E.2d 330, 331 (Ind. 1991)). The Commission's own procedural rules require that settlements be supported by probative evidence. 170 IAC 1-1.1-17(d). Therefore, before the Commission can approve the Settlement, we must determine whether the evidence in this Cause sufficiently supports the conclusions that the Settlement is reasonable, just, and consistent with the purpose of Ind. Code ch. 8-1-2, and that such agreement serves the public interest.

We note that the Settlement includes provisions indicating it will be deemed withdrawn if not accepted by the Commission in its entirety unless otherwise agreed to by the Settling Parties and that the terms of the Settlement represent a fair, just, and reasonable resolution and compromise. We have made specific findings above with respect to the factors this Commission is to consider in deciding a case brought under Section 6.1 and Section 30.3-5, noting the effect of the Settlement on such factors.

Based on our foregoing discussion and findings, we find that the Settlement is reasonable and in the public interest. Therefore, the authority and obligations proposed therein are approved. With regard to future citation of this Order, we find that our approval herein should be construed in a manner consistent with our finding in *Richmond Power & Light*, Cause No. 40434, 1996 WL 34880849, at 7-8 (IURC March 19, 1997).

F. Accounting Treatment. Mr. Bell further testified that the Settling Parties agreed that upon closing of the acquisition, Indiana American will book as net original cost rate base an amount equal to the full purchase price, plus incidental expenses and other costs of acquisition, excluding appraisal costs of $16,062.35. The journal entry shall be as reflected in Jt.

Pet. Ex. 2, Attach. GPR-1, as modified by the terms of the Settlement. Section 6.1(f) directs the Commission as follows:

> As part of an order approving a sale or disposition of property under this section, the commission shall, without regard to amounts that may be recorded on the books and records of the municipality and without regard to any grants or contributions previously received by the municipality, provide that for ratemaking purposes, the prospective purchaser shall record as the net original cost rate base an amount equal to:
> (1) the full purchase price;
> (2) incidental expenses; and
> (3) other costs of acquisition;
> allocated in a reasonable manner among appropriate utility plant in service accounts.

Ind. Code § 8-1.5-2-6.1(f).

We find that Indiana American's proposed accounting and journal entries as presented in Jt. Pet. Ex. 2, Attach. GPR-1, as modified by the Settlement, should be approved and that the costs so reflected on the books and records of Indiana American be used as the original cost of such properties for accounting, depreciation, and rate base valuation purposes. The journal entry should be adjusted to reflect actual (rather than estimated) incidental expenses and other costs of acquisition. We find that the Settling Parties' stipulation regarding exclusion of the $16,062.35 in appraisal costs is a reasonable resolution of the dispute between the parties with respect to that issue. We find that Indiana American's existing depreciation accrual rates approved by the Commission in Cause No. 44992 on May 30, 2018, should be applied on and after the closing date of the acquisition to depreciable property purchased from Sheridan pursuant to the APA.

G. Rates and Rules. Indiana American currently has on file with the Commission a schedule of rates and charges and rules and regulations applicable to water utility service provided by Indiana American in its Area One rate group. Consistent with the APA and the Settlement, we find that, on and after the closing, Indiana American's generally applicable rates and charges and rules and regulations for water service applicable in Indiana American's Area One rate group on file with and approved by the Commission shall apply to services provided by Indiana American through the Water System, as the same are in effect from time to time.

Pursuant to the terms of the APA, Sheridan has agreed to increase its wastewater rates by 30% across-the-board effective as of the closing. The Settling Parties have agreed in settlement, and we now find, that on and after closing, those metered wastewater rates adopted by the Sheridan Town Council will apply for service to be provided by Indiana American in the areas currently served by the Wastewater System.

The Settling Parties further stipulated, and we now find, that Indiana American's rules and regulations for wastewater service applicable to its Muncie Sewer Operation shall apply to the Wastewater System, with modifications (as described in Mr. Prine's and Mr. Hoffman's testimony) to: (1) incorporate the provisions of the Sheridan Sewer Use Ordinance governing

what substances shall and shall not be permitted to be discharged into the system; (2) require compliance by any user that pre-treats discharge into the wastewater system with the IPP approved by IDEM; and (3) permit Indiana American to pro-rate a user's partial payments for water and wastewater service except where a customer has followed Indiana American's existing complaint process as set forth in Rule 4.2(d) of its Rules and Regulations Applicable To Water Service.

H. Encumbrances. We find that the encumbering of the properties comprising the Water System and Wastewater System by subjecting such properties to the lien of Indiana American's General Mortgage as of the closing is approved.

IT IS THEREFORE ORDERED BY THE INDIANA UTILITY REGULATORY COMMISSION that:

1. The Stipulation and Settlement Agreement attached hereto is approved in its entirety.

2. Joint Petitioners are authorized to consummate the acquisition of Sheridan's water and wastewater by Indiana American on the terms described in the Asset Purchase Agreement and the Stipulation and Settlement Agreement entered into between the Settling Parties and discussed herein. Sheridan's storm water system is not included in the acquisition.

3. The acquisition of Sheridan Systems by Indiana American on the terms and conditions described in the Asset Purchase Agreement and the Stipulation and Settlement Agreement is in the "public interest" as defined in Ind. Code § 8-1.5-2-6.1(d) and (e) and the same is approved.

4. Indiana American is authorized to record for ratemaking purposes as net original cost rate base of the assets being acquired an amount equal to the full purchase price, actual incidental expenses, and other costs of acquisition, allocated among utility plant in service accounts as stipulated in the Stipulation and Settlement Agreement and reflected in Jt. Pet. Ex. 2, Attach. GPR-1, as the same is modified by the Stipulation and Settlement Agreement.

5. Indiana American is authorized to charge customers currently served by the Sheridan Water System the current rates and charges and apply the same rules and regulations for water service applicable in Indiana American's Area One rate group on file with and approved by the Commission, as the same are in effect from time to time. Such rates and charges and rules and regulations shall be effective subject to the Water and Wastewater Division's review and approval.

6. Indiana American is authorized to charge customers currently served by the Sheridan Wastewater System the rates and charges as the same have been adopted by the Sheridan Town Council as of the closing date. Prior to placing into effect the foregoing wastewater rates, Indiana American shall file with the Water and Wastewater Division of the Commission its revised Schedule of Charges for Sewer Service (IURC No. S-20-A) reflecting the metered wastewater rates authorized herein. Such rates and charges shall be effective subject to the Water and Wastewater Division's review and approval.

7. Indiana American is authorized to apply the rules and regulations for wastewater service applicable to Indiana American's Muncie Sewer Operation to the Sheridan Wastewater System, with the modifications described above. Prior to placing into effect the foregoing rules and regulation for wastewater service for customers of the Sheridan Wastewater System, Indiana American shall file with the Water and Wastewater Division of the Commission its proposed rules, as presented in Jt. Pet. Ex. 1, Attach. MP-8. Such rules and regulations shall be effective subject to the Water and Wastewater Division's review and approval.

8. Indiana American is authorized to reflect the acquisition of Sheridan Systems on its books and records as of the closing by making the accounting and journal entries described in Jt. Pet. Ex. 2, Attach. GPR-1, as modified by the terms of the Stipulation and Settlement Agreement and as adjusted to actual incidental expenses and other costs of the acquisition.

9. The net original cost, as defined herein, of the acquired property shall be used for accounting, depreciation, and rate base valuation purposes after closing.

10. Indiana American is authorized to apply its depreciation accrual rates on and after the closing date of the acquisition to depreciable property purchased from Sheridan pursuant to the Asset Purchase Agreement.

11. Indiana American is authorized to encumber the properties comprising Sheridan Systems with the lien of Indiana American's mortgage indenture.

12. This Order shall be effective on and after the date of its approval.

HUSTON, FREEMAN, KREVDA, OBER, AND ZIEGNER CONCUR:

APPROVED: SEP 12 2018

I hereby certify that the above is a true and correct copy of the Order as approved.

Mary Becerra
Mary M. Becerra
Secretary of the Commission

FILED
July 20, 2018
INDIANA UTILITY
REGULATORY COMMISSION

STATE OF INDIANA
INDIANA UTILITY REGULATORY COMMISSION

JOINT PETITION OF INDIANA-AMERICAN WATER COMPANY, INC. ("INDIANA AMERICAN") AND THE TOWN OF SHERIDAN, INDIANA ("SHERIDAN") FOR APPROVAL AND AUTHORIZATION OF: (A) THE ACQUISITION BY INDIANA AMERICAN OF SHERIDAN'S WATER UTILITY PROPERTY (THE "SHERIDAN WATER SYSTEM") AND OF SHERIDAN'S SEWER UTILITY PROPERTY (THE "SHERIDAN SEWER SYSTEM") (COLLECTIVELY THE "SHERIDAN SYSTEMS") IN HAMILTON COUNTY, INDIANA IN ACCORDANCE WITH A PURCHASE AGREEMENT THEREFOR; (B) APPROVAL OF ACCOUNTING AND RATE BASE TREATMENT; (C) APPROVAL OF THE RATES AND CHARGES TO BE APPLIED TO THE SHERIDAN WATER AND SEWER SYSTEMS AFTER CLOSING; (D) APPROVAL OF APPLICATION OF INDIANA AMERICAN'S MUNCIE SEWER RULES AND REGULATIONS TO THE SHERIDAN WASTEWATER SYSTEM, WITH CHANGES TO ALLOW ENFORCEMENT OF AN INDUSTRIAL PRETREATMENT PROGRAM ("IPP") AMONG OTHERS; (E) APPLICATION OF INDIANA AMERICAN'S DEPRECIATION ACCRUAL RATES TO SUCH ACQUIRED PROPERTIES; AND (F) THE SUBJECTION OF THE ACQUIRED PROPERTIES TO THE LIEN OF INDIANA AMERICAN'S MORTGAGE INDENTURE.	**CAUSE NO. 45050**

STIPULATION AND SETTLEMENT AGREEMENT

Joint Petitioners Indiana-American Water Company, Inc. ("Indiana American") and Town of Sheridan, Indiana ("Sheridan" and together with Indiana American, the "Joint Petitioners"), and the Office of Consumer Counselor ("OUCC") enter into this Stipulation and Settlement Agreement. Joint Petitioners and the OUCC agree that the terms and conditions set

forth below represent a fair and reasonable resolution of all issues, subject to incorporation into a final order of the Indiana Utility Regulatory Commission ("Commission") without any modification or condition that is not acceptable to Indiana American, Sheridan or the OUCC. Joint Petitioners and the OUCC stipulate as follows:

1. The relief requested by Joint Petitioners should be granted subject to the conditions stated herein. Joint Petitioners and the OUCC stipulate to the issuance by the Commission of a final order in the form attached hereto as Attachment A. To the extent Attachment A states that the parties have stipulated to a fact, then Joint Petitioners and the OUCC hereby so stipulate.

2. Indiana American should be authorized to consummate the acquisition by Indiana American of the water and wastewater utility properties owned by Sheridan (the "Sheridan Water System" and "Sheridan Wastewater System," respectively).

3. On and after the closing, Indiana American should be permitted to, and will, apply the rules and regulations and rates and charges generally applicable to Indiana American's Area One rate group, as the same may be changed from time to time, for service to be provided by Indiana American in the areas currently served by the Sheridan Water System.

4. On and after the closing, Indiana American should be permitted to, and will, apply the metered sewer rates as the same have been adopted by the Sheridan Town Council as of the Closing Date, for service to be provided by Indiana American in the areas currently served by the Sheridan Wastewater System. Indiana American will apply the rules and regulations for wastewater service applicable to Indiana American's Muncie Sewer Operation to the Sheridan Wastewater System, with the modifications described in Joint Petitioners' case-in-chief. Indiana

American agrees that its Muncie and Somerset sewer rates will not be increased in Indiana American's next upcoming general rate case to bear the costs of the Sheridan Wastewater System or otherwise as a result of Indiana-American's acquisition of Sheridan's wastewater system.

5. While the parties disagreed over the methodology for calculating the 1% threshold for the notice requirement in Section 30.3-5(d)(2), in light of the ratemaking commitments made in this stipulation, all parties stipulate that that notice requirement was not triggered in this proceeding.

6. Based upon the particular facts of this Cause, and for purposes of settlement only, the parties agree that upon closing of the acquisition, Indiana American will book as net original cost rate base an amount equal to the full purchase price, plus incidental expenses and other costs of acquisition, excluding appraisal costs in the amount of $16,062.35. For settlement purposes only, Indiana American agrees it will remove the $16,062.35 for appraisal costs from the amount to be included in rate base. The journal entry shall be as reflected in Attachment GPR-1, as modified by the terms of this Stipulation and Settlement Agreement. . .

7. Indiana American agrees to file with the Commission whatever agreement is ultimately reached with the Indiana Department of Environmental Management ("IDEM") post-closing with respect to necessary improvements to the Sheridan Wastewater System.

8. Following the closing, Indiana American should be permitted to, and will, apply its depreciation accrual rates approved by the Commission in Cause No. 44992 to the properties comprising the Sheridan Water and Wastewater Systems and to encumber the properties

comprising the Sheridan Water and Wastewater Systems with the lien of Indiana American's mortgage indenture.

9. Joint Petitioners and the OUCC stipulate that all evidence that has been filed in this Cause with respect to the relief provided herein is admissible in evidence and that such evidence constitutes a sufficient evidentiary basis for a Commission Order approving this Stipulation. The parties waive cross-examination of each other's witnesses.

10. If this Stipulation is not approved in its entirety by the Commission, the parties stipulate that the terms herein shall not be admissible in evidence or discussed by any party in a subsequent proceeding. Moreover, the concurrence of the parties with the terms of this Stipulation is expressly predicated upon the Commission's approval of this Stipulation in its entirety by issuance of the Order in the form set forth in Attachment A without any material modification or any material condition deemed unacceptable by any of them. If the Commission does not approve the Stipulation in its entirety or if the Commission makes modifications to the final order that are unacceptable to any party, the Stipulation shall be null and void and shall be deemed withdrawn upon notice made in writing by any party within 15 days after the date of the final order and stating that a modification made by the Commission is unacceptable to the party. In the event the Stipulation is withdrawn, any party may request, and no other party shall oppose, the convening of an attorneys' conference to establish a procedural schedule for the continued litigation of this proceeding.

11. Joint Petitioners and the OUCC stipulate that this Stipulation reflects a fair, just and reasonable resolution, and is agreed upon without prejudice and the ability of any party to propose a different term in future proceedings.

12. The parties agree that whether this stipulation is approved or rejected, none of the terms herein shall be considered an admission by any party. No party hereto shall cite as binding or persuasive precedent the resulting final order. As set forth in the Order in *Re Petition of Richmond Power & Light*, Cause No. 40434, p. 10, Joint Petitioners and the OUCC stipulate and request the Commission to incorporate as part of its final order that this Stipulation, or the order approving it, not be cited as precedent by any person or deemed an admission by any party in any other proceeding except as necessary to enforce its terms before the Commission or court of competent jurisdiction.

13. The undersigned represent and stipulate that they are fully authorized to execute this Stipulation on behalf of the respective parties who will be bound thereby.

(signature page follows)

Indiana-American Water Company, Inc.

Date: 7/19/18

Deborah D. Dewey, President

Town of Sheridan, Indiana

Date:_____

David Kinkead, President of Town Council

Indiana Office of Utility Consumer Counselor

Date: 7/20/18

Deputy Consumer Counselor

Daniel M. LeVay

DMS 12907608v1

6

Indiana-American Water Company, Inc.

Date:_____

Deborah D. Dewey, President

Town of Sheridan, Indiana

Date: 7/20/2018

David Kinkead, President of Town Council

Indiana Office of Utility Consumer Counselor

Date:_____

Deputy Consumer Counselor

DMS 12907608v1

6

STATE OF INDIANA

INDIANA UTILITY REGULATORY COMMISSION

JOINT PETITION OF INDIANA-AMERICAN WATER COMPANY, INC. ("INDIANA AMERICAN") AND THE TOWN OF SHERIDAN, INDIANA ("SHERIDAN") FOR APPROVAL AND AUTHORIZATION OF: (A) THE ACQUISITION BY INDIANA AMERICAN OF SHERIDAN'S WATER UTILITY PROPERTY (THE "SHERIDAN WATER SYSTEM") AND OF SHERIDAN'S SEWER UTILITY PROPERTY (THE "SHERIDAN SEWER SYSTEM") (COLLECTIVELY THE "SHERIDAN SYSTEMS") IN HAMILTON COUNTY, INDIANA IN ACCORDANCE WITH A PURCHASE AGREEMENT THEREFOR; (B) APPROVAL OF ACCOUNTING AND RATE BASE TREATMENT; (C) APPROVAL OF THE RATES AND CHARGES TO BE APPLIED TO THE SHERIDAN WATER AND SEWER SYSTEMS AFTER CLOSING; (D) APPROVAL OF APPLICATION OF INDIANA AMERICAN'S MUNCIE SEWER RULES AND REGULATIONS TO THE SHERIDAN WASTEWATER SYSTEM, WITH CHANGES TO ALLOW ENFORCEMENT OF AN INDUSTRIAL PRETREATMENT PROGRAM ("IPP") AMONG OTHERS; (E) APPLICATION OF INDIANA AMERICAN'S DEPRECIATION ACCRUAL RATES TO SUCH ACQUIRED PROPERTIES; AND (F) THE SUBJECTION OF THE ACQUIRED PROPERTIES TO THE LIEN OF INDIANA AMERICAN'S MORTGAGE INDENTURE.	)	**CAUSE NO. 45050**

Presiding Officers:
Sarah Freeman, Commissioner
Lora Manion, Administrative Law Judge

On February 16, 2018, Joint Petitioners Indiana-American Water Company, Inc. ("Indiana American" or the "Company") and Town of Sheridan, Indiana ("Sheridan" or the "Town") filed their joint petition with the Indiana Utility Regulatory Commission ("Commission" or "IURC") in this matter.

On April 5, 2018, the Commission issued a Docket Entry vacating the prehearing conference and requesting Joint Petitioners and the Office of Utility Consumer Counselor ("OUCC") to file an agreed procedural schedule. On April 6, 2018, the parties filed a Stipulation as to Procedural Matters and on April 11, 2018, the Commission issued a Docket Entry establishing the procedural schedule in this Cause.

On April 13, 2018, Joint Petitioners filed the prepared testimony and exhibits of Mr. Matthew Prine, Mr. Gregory Roach, Mr. David Kinkead and Mr. Stacy Hoffman constituting their case-in-chief.

On June 29, 2018, the OUCC filed the prepared testimony and exhibits of Carl N. Seals and Margaret A. Stull.

On July 20, 2018, Joint Petitioners and the OUCC (the "Settling Parties") jointly filed a Stipulation and Settlement Agreement (the "Settlement") along with testimony in support thereof, which settlement presented the Settling Parties' proposed resolution of all issues raised between them in this proceeding.

Pursuant to notice of hearing duly given and published as required by law, proof of which was incorporated into the record by reference and placed in the official files of the Commission, a settlement hearing in this Cause was held commencing at 9:30am on August 1, 2018 in Room 222, PNC Center, 101 W. Washington Street, Indianapolis, Indiana at which the parties' prefiled evidence, including the Settlement and testimony in support thereof, was admitted into the record. No members of the general public appeared.

Based upon the applicable law and evidence, the Commission now finds:

1. **Notice and Jurisdiction.** Due, legal and timely notice of the public hearing conducted herein was given by the Commission as required by law. Indiana American is a "public utility" within the meaning of that term in Ind. Code § 8-1-2-1 and is subject to the jurisdiction of the Commission in the manner and to the extent provided by law. The Sheridan systems are municipally owned utilities as that term is defined in Ind. Code § 8-1-2-1. The Commission has jurisdiction over Joint Petitioners and the subject matter of this proceeding.

2. **Joint Petitioners' Characteristics.** Indiana American is an Indiana corporation engaged in the provision of water utility service to the public in and around numerous communities throughout the State of Indiana for residential, commercial, industrial, public authority, sale for resale and public and private fire protection purposes. Indiana American also provides sewer utility service in Wabash and Delaware Counties.

Sheridan is a municipality located in Hamilton County, Indiana. Sheridan owns and operates a water distribution system serving approximately 1,261 individually metered customers and a wastewater treatment plant serving approximately 1,233 customers. Sheridan withdrew from the jurisdiction of the Commission for purposes of its water rates and charges and financing on December 4, 1988. The Sheridan systems are in the vicinity of Indiana American's existing Noblesville Operation.

3. Relief Requested. Joint Petitioners filed this case pursuant to Ind. Code § 8-1-30.3-5 ("Section 30.3-5") and § 8-1.5-2-6.1 ("Section 6.1") and requested that the Commission (1) grant such approvals as may be necessary to consummate the acquisition of the assets comprising the water distribution system owned by Sheridan (the "Sheridan Water System") and the assets comprising the wastewater treatment system owned by Sheridan (the "Sheridan Wastewater System") (collectively the "Sheridan Systems") by Indiana American on the terms described in the Joint Petition and the Asset Purchase Agreement between Indiana American and Sheridan (Attachment MP-2); (2) approve that without regard to amounts that may be recorded on Sheridan's books and records and without regard to any grants or contributions that Sheridan may have received, Indiana American may record for ratemaking purposes as the net original cost rate base of the assets being acquired an amount equal to the full purchase price, incidental expenses, and other costs of acquisition, allocated among utility plant in service accounts as proposed in Joint Petitioners' evidence; (3) authorize Indiana American to apply the rules and regulations and rates and charges generally applicable to Indiana American's Area One rate group, as the same may be changed from time to time, for service to be provided by Indiana American in the areas currently served by the Sheridan Water System; (4) approve the application of the metered sewer rates as the same have been adopted by the Sheridan Town Council as of the Closing Date, for service to be provided by Indiana American in the areas currently served by the Sheridan Wastewater System; (5) authorize Indiana American to apply the rules and regulations for wastewater service applicable to Indiana American's Muncie Sewer Operation to the Sheridan Wastewater System, with the three modifications as described in Joint Petitioners' Case-in-Chief; (6) authorize Indiana American to apply its existing depreciation accrual rates to the Sheridan Systems; and (7) approve the encumbering of the properties comprising the Sheridan Systems with the lien of Indiana American's Mortgage Indenture. The Settling Parties request Commission approval of Indiana American's acquisition of the Sheridan Systems on the terms set forth in the Settlement Agreement.

4. Pre-Settlement Positions of the Parties.

A. Joint Petitioners' Direct Evidence. Joint Petitioners presented direct testimony from Matthew Prine, Director of Community and Government Affairs for Indiana American, Gregory Roach, Senior Manager, Revenue Analytics for American Water Works Service Company, David Kinkead, President of the Sheridan Town Council, and Stacy S. Hoffman, Director of Engineering for Indiana American.

(1) Indiana Code § 8-1.5-2-6.1 and Distressed Utility. Mr. Prine testified regarding Section 6.1, the Indiana Code section which governs the relief sought in this Cause. He explained that, prior to the passage of Section 6.1, Ind. Code ch. 8-1-30.3 ("Chapter 30.3") was established as a new chapter during the 2015 legislative session governing the process and standards to be applied in the sale of municipal utility property. Mr. Prine further explained that during the 2016 legislative session, Section 6.1 was passed as a new section in the Code and Chapter 30.3 was amended. Together these changes redefined the Commission's role and the standards to be applied in approving the sale or disposition of non-surplus municipal utility property.

Mr. Prine explained that one of the results of these legislative changes was to encourage regionalization as a strategy in addressing the State's ongoing infrastructure needs, by allowing a

public water or wastewater utility that acquires the utility property of a "distressed utility" to petition the Commission to include the "cost differential" associated with the acquisition as part of its rate base. He stated that the term "distressed utility" is defined by statute (Ind. Code §§ 8-1-30.3-2 and -5(a)). Mr. Prine noted that in addition to these legislative changes, an Indiana Finance Authority report on water utility infrastructure needs throughout the State of Indiana (the "2016 IFA Report") also encouraged system regionalization and emphasized the need for (i) prioritization of replacement of aging or failing water mains and (ii) development of a schedule of asset management that organizes the construction needed to maintain and extend the life of a utility system. Attachment MP-3, pages 7-8 of 79. Mr. Prine testified that the Sheridan Systems face challenges in many of the areas highlighted in the 2016 IFA Report.

Mr. Prine further testified that due to these legislative changes, the process for the sale of a municipally owned water or sewer utility has changed. He explained that a municipality must now obtain the approval of this Commission to sell its water or sewer utility, with this grant of approval determined under either Section 6.1 or Section 30.3-5, as applicable.

Mr. Prine explained that under the new process, the Mayor/Council President or Council of a city or town considering an acquisition must appoint three appraisers to appraise the system's value. Upon return of the appraisal, the municipality must hold a public hearing on the proposed acquisition. If the municipality decides to sell, it must adopt an ordinance approving the proposed acquisition. For an ordinance adopted pursuant to this process after March 28, 2016, Commission approval is required under Section 6.1. The standard for approval is whether the sale according to the proposed terms and conditions is in the public interest. If a petition is filed pursuant to Section 30.3-5(d), and the Commission makes the required findings set forth in Section 30.3-5(c), then Section 6.1 directs that the proposed sale according to the proposed terms and conditions is in the public interest. Mr. Prine noted that under Section 6.1, the purchase price is deemed to be reasonable if it does not exceed the statutory appraised value. Mr. Prine described how the proposed acquisition of the Sheridan Systems followed this process. Mr. Prine testified that because the Sheridan Systems are each considered a "distressed utility," the Joint Petitioners in this Cause have filed a petition under Section 30.3-5. He outlined the various requirements of Section 30.3-5(c) and (d), which we will further describe as we undertake our required findings thereunder.

Mr. Prine testified that the proposed purchase price for the Sheridan Systems is $10,750,000, with $6,200,000 of that purchase price allocated to the Water System, and $4,550,000 for the Wastewater System. While the Sheridan appointed appraisers determined the appraised value of the Sheridan Systems to be $12,637,000, Mr. Prine testified that in order to produce lower utility rates to be charged the customers of the Systems, the Sheridan Town Council determined to sell the Systems for less than the full appraised value set forth in the Appraisal (Attachment DK-2 to Mr. Kinkead's direct testimony). Therefore, the purchase price does not exceed the appraised value of the system. Mr. Prine testified that the original cost rate base for the Sheridan Systems would be $10,950,000, assuming $200,000 of incidental expenses and other costs of acquisition. Mr. Prine further testified that the Sheridan Systems are used and useful in providing water and wastewater service to their customers.

With respect to the requirements in Section 30.3-5(d), Mr. Prine testified that Indiana American has provided the required notices and, as further explained in the testimony of Mr. Roach, the acquisition will not increase Indiana American rates by more than one percent (1%)

of Indiana American's base annual revenues. Mr. Prine further testified that, as more fully discussed in Mr. Hoffman's direct testimony, Indiana American has plans to make reasonable and prudent improvements to ensure the customers of the Sheridan Systems will receive adequate, efficient, safe, and reasonable service.

After describing how Indiana American satisfied each of the requirements listed under Sections 30.3-5(c) and 30.3-5(d), Mr. Prine summarized how Section 6.1 interacts with Chapter 30.3. He explained that if the purchase price of the proposed acquisition does not exceed the appraised value, and the elements of Sections 30.3-5(c) and 30.3-5(d) are met, Section 6.1 directs the issuance of a final order not later than 210 days after the filing of the case in chief authorizing the acquiring utility company to record: (1) the full purchase price; (2) incidental expenses; and (3) other costs of acquisition; as the net original cost of the utility plant in service assets being acquired, allocated in a reasonable manner among appropriate utility plant in service accounts.

(2) Plan for Improvements to Sheridan's Systems. Mr. Prine and Mr. Hoffman testified regarding the necessary improvements needed to the Sheridan Systems to address environmental and aging or failing infrastructure issues. Mr. Prine explained that under municipal ownership, the Systems face rising costs for necessary improvements to facilities and operations. He stated that in the last five years, the wastewater system has been issued notices of violations ("NOVs") for twenty-five (25) bypass and twelve (12) overflow events and the Indiana Department of Environmental Management ("IDEM") has cited the Town for an inadequate preventative maintenance program. Additionally, Mr. Prine explained the system has suffered from inflow and infiltration from the Sheridan's stormwater system. Mr. Prine further testified that Sheridan does not have a plan for replacement of aging or failing distribution infrastructure.

Mr. Prine testified that these necessary improvements will cause rates to continue to rise as improvements to the Systems are made. He further testified that Sheridan had a rate study performed by O.W. Krohn & Associates that predicted the necessary increases in rates if Sheridan were to continue to own and operate the Systems (Attachment DK-1 to Mr. Kinkead's Direct Testimony). Mr. Prine stated that the projected sewer rates (and in the case of the water system, the existing rates) are higher than the rates Indiana American proposes to charge the customers of the Sheridan Systems. He testified Sheridan has committed to adopt a 30% across-the-board rate increase for its wastewater customers as of closing, and Indiana American has committed to charging those wastewater rates until 2021.

Mr. Hoffman testified regarding Indiana American's plan for improvements to the Sheridan Systems and operations, as well as the costs of those improvements. Mr. Hoffman described the challenges faced by both Systems and the approaches Indiana American will likely take to address those challenges. Mr. Hoffman testified regarding the regulatory issues related to Sheridan's Wastewater System and explained that Sheridan negotiated an Agreed Order with IDEM to address the NOVs resulting from 25 bypass events and 12 overflow events related to the system. He further explained the Agreed Order requires Sheridan to implement an IDEM-approved stormwater compliance plan and to make improvements to the WWTP and wastewater system to improve permit compliance. Mr. Hoffman outlined Indiana American's proposed improvement plan to satisfy the Agreed Order. Mr. Hoffman testified that IDEM informally indicated the plan outlined in his testimony was acceptable. Mr. Hoffman further testified that

based on the preliminary estimate ranges prepared by Wessler Engineering in their Preliminary Study for Wastewater System Needs (February 2014), improvements to the wastewater system over a five year period after the close of acquisition could cost $2M to $5M.

Mr. Hoffman also described the challenges facing Sheridan's Water System, including the needed replacement of aging or failing infrastructure. Mr. Hoffman described Indiana American's plan to address the needed improvements. He testified the plan is to include the Sheridan Water System in Indiana American's prioritization model for the distribution system. He further testified improvements to the water system over a five year period after the close of the acquisition could cost $1.5M to $3M, depending on improvements implemented.

Mr. Hoffman also addressed Indiana America's proposed changes to its rules and regulations applicable to wastewater utility service, specifically to address industrial pre-treatment. Mr. Hoffman explained that Indiana American must get IDEM approval for any industrial pre-treatment program ("IPP") it wishes to implement. He testified Indiana American proposes to add a provision to its rules that requires, after closing of the acquisition, any customer that pre-treats discharge into the wastewater system to comply with the IDEM-approved IPP. A copy of the proposed change is contained in Attachment MP-8 to Mr. Prine's direct testimony. Mr. Hoffman further testified that Indiana American's current sewer rules and regulations do not include typical sewer USP restrictions; he stated that Indiana American proposes to adopt specific portions of Sheridan's existing sewer ordinance that restrict what can be placed in the sewers.

(3) Proposed Acquisition and Asset Purchase Agreement. David Kinkead, President of the Sheridan Town Council, testified regarding the purpose for the proposed acquisition of Sheridan's Systems by Indiana American. Mr. Kinkead provided an overview of Sheridan's Wastewater System and its history of environmental regulatory issues. He reiterated Mr. Prine's testimony regarding the IDEM NOVs and the inflow and infiltration issues related to the Town's stormwater system. Mr. Kinkead testified that selling the wastewater system would allow a company with greater expertise to take over investment, operation and maintenance of the system and enable the Town to invest in elimination of the stormwater source of the NOVs. He further testified that the Town's water system is also aged and in need of certain infrastructure improvements. Mr. Kinkead testified that Sheridan commissioned a rate study from O.W. Krohn and Associates (Attachment DK-1) and the results of the study made it clear the costs to Sheridan's citizens would be much greater if the Town continued to own and manage the utilities, than with a transfer to a private entity subject to IURC review.

Mr. Kinkead testified that the Town Council approved the issuance of a Request for Proposals ("RFP") in September 2016, to which Indiana American was the successful bidder. In response to the RFP, Indiana American also provided the Town a proposed purchase agreement. Mr. Kinkead further testified that the Town followed the statutory process necessary to sell its water and wastewater assets (described below) and conducted negotiations with Indiana American which resulted in a purchase agreement (the "Agreement") being finalized and signed on January 17, 2018. He testified that the negotiations leading up to the execution of the Agreement were conducted at arm's length.

Mr. Kinkead testified that the Town followed the statutory process necessary to sell its water and sewer utility assets and appointed three appraisers to appraise the Systems. He further testified the Sheridan Town Council voted on February 27, 2017 to appoint official appraisers of the Sheridan Systems. Mr. Kinkead testified Sheridan received the Return of Appraisement certifying the appraisal on June 8, 2017 (a copy of the appraisal is attached as Attachment DK-2 to Mr. Kinkead's direct testimony). He further testified that the statutory required public hearing was held on July 26, 2017. Mr. Kinkead testified that on July 31, 2017, the Town enacted the ordinance attached as Attachment DK-3, which ordinance explained the Town Council determined that the sale price for the Systems should be less than the full appraised value so as to result in lower utility rates to be charged to the customers of the Systems

Mr. Kinkead further testified regarding other communications he has had with Sheridan customers regarding the sale. He explained that Mr. Prine and other officials from Indiana American attended numerous town council meetings to provide customers the opportunity to get answers directly from Indiana American. He further testified the Town also held several additional meetings, in excess of statutory requirements, to determine public opinion and receive input regarding the proposed sale. Mr. Kinkead testified the response was clear that citizens were overwhelmingly in favor of the proposed transaction. He further testified no Sheridan customers have expressed opposition to the proposed sale.

The Asset Purchase Agreement was filed as Attachment MP-2. Mr. Prine testified that Indiana American proposes to acquire all of the property that is subject to the appraisal. He testified the Sheridan Town Council determined to sell the Systems for a purchase price of less than the appraised value in order to produce lower utility rates for Sheridan's customers. Mr. Prine stated that consummation of the transaction is conditioned on obtaining certain approvals from the Commission, including with respect to recognition of the full purchase price plus transaction costs in net original cost rate base, the application of Indiana American's Area One rates to Sheridan water customers, and approval of Sheridan's wastewater rates and charges, as adopted by the Town Council at closing, as well as Indiana American's application of those rates and charges to Sheridan wastewater utility customers.

Mr. Prine testified that the customers of the Sheridan Systems and Indiana American's existing customers will benefit from the acquisition. First and foremost, Sheridan customers will benefit from Indiana American making the necessary and IDEM-required improvements to Sheridan's wastewater system, as well as needed improvements to the water system. Further, Sheridan customers will benefit from full time management of their Systems, including, but not limited to, a full-time operations staff, 24/7 customer service and emergency response, enhanced security measures, along with full-time functional specialists in the areas of engineering and water quality. He further testified that customers will benefit from the acquisition, as the Systems will be included in Indiana American's prioritization model, allowing planning and asset management needs like those identified by the 2016 IFA Report to be met.

Mr. Prine testified that due to significant improvements needed to the Sheridan Wastewater System in order to comply with IDEM requirements, as well as the Sheridan Water System to address aging infrastructure concerns, continuation of current ownership could lead to a troubled future for the Systems. He echoed Mr. Kinkead's testimony that Indiana American is in a better position than the Town to address these issues. While both Mr. Prine and Mr. Roach

testified that the statute did not require Indiana American to provide notice to its existing customers because the proposed acquisition will not increase Indiana American rates in an amount greater than 1%, Mr. Roach described in his testimony the notice Indiana American provided to its existing customers. Mr. Prine testified that all Sheridan customers were notified of the proposed transaction and the rates that would be charged after closing.

(4) Accounting and Ratemaking Treatment.

Mr. Roach testified that the accounting and ratemaking treatment reflected in the proposed journal entry conforms with the treatment to be granted under Section 30.3-5(c), where all of the factors set forth in that section are met. Mr. Roach further testified that the purchase price for the acquisition includes a "cost differential" as that term is defined in Ind. Code § 8-1-30.3-1. Mr. Prine testified that pursuant to Section 30.3-5(e), if this Commission makes the required findings, the resulting Order is to authorize Indiana American "to make accounting entries recording the acquisition that reflect: (1) the full purchase price; (2) incidental expenses; and (3) other costs of acquisition; as the original cost of the utility plant in service assets being acquired, allocated in a reasonable manner among appropriate utility plant in service accounts." *Id.* Mr. Roach testified that as a result, Indiana American is proposing to record the net original cost of the Sheridan Systems in the manner reflected in the proposed journal entry shown on Attachment GPR-1. Mr. Prine testified that the depreciation accrual rates to be applied to the Sheridan Systems assets would be the rates approved by the Commission in Cause No. 44992 on May 30, 2018.

Mr. Roach further testified that notice of the acquisition to Indiana American's customers is not required because customer rates will not increase in future rate cases by more than one percent (1%) due to this acquisition. The calculation performed by Mr. Roach in accordance with the methodology approved by the Commission's March 14, 2018 Order in Cause Nos. 44976 and 44064 was included as Attachment GPR-2 to his direct testimony. Mr. Roach testified that despite the statute not requiring Indiana American to provide notice to existing customers, notice has been provided.

B. OUCC's Evidence. Ms. Margaret Stull, Chief Technical Adviser in the Water/Wastewater Division with the OUCC, testified regarding Indiana American's proposed accounting transaction. Ms. Stull expressed concerns regarding the methodology Indiana American used to calculate the rate impact on its current customers and the potential impact of the acquisition on Indiana American's existing wastewater customers. Ms. Stull testified that because the calculation presented by Mr. Roach and included on Attachment GPR-2 is a single calculation based on total water and wastewater costs, this may suggest Indiana American plans to spread its investment in Sheridan's wastewater assets across its entire water and wastewater operations. Ms. Stull stated that if the cost of the acquisition of the wastewater assets is solely attributed to Indiana American's wastewater customers, the rate impact for Indiana American's existing wastewater customers would be significant. Ms. Stull further testified she disagreed with including the $16,062.35 of appraisal costs in rate base. She recommended that the Commission not allow Indiana American to include in rate base the $16,062 of appraisal costs reimbursed to Sheridan. She further recommended that the amount of transaction costs to be included in rate base should be limited to amounts actually incurred not to exceed $183,938 ($200,000-$16,062).

Mr. Carl N. Seals, Utility Analyst with the OUCC, testified regarding Indiana American's plan for reasonable improvements to comply with IDEM's Agreed Order. Mr. Seals acknowledged that Indiana American has committed under the Purchase Agreement to negotiate in good faith with IDEM to enter into a compliance plan to improve the Sheridan Wastewater System upon Indiana American's acquisition of that system. Mr. Seals recommended that Indiana American be required to file the compliance plan between IDEM and Indiana American with the Commission within 30 days of its approval by IDEM, so that both the OUCC and the Commission will be informed of the final terms of the Agreed Order.

5. Settlement.

The Settlement Agreement filed in this Cause was supported by testimony from Mr. Roach and Scott Bell. Mr. Roach described the key terms of the Settlement, explaining that the parties agreed that the relief requested by Joint Petitioners should be granted, subject to stipulated conditions intended to address the concerns raised by OUCC witnesses Seals and Stull. The parties agreed that, for purposes of settlement only, the amount Indiana American should be allowed to record as net original cost rate base of the assets being acquired will exclude the appraisal costs in the amount of $16,062.35. The parties also agreed that the amount of incidental expenses and other costs to be included in rate base should be limited to amounts actually incurred.

The Settlement Agreement also sets forth Indiana American's commitment that its existing Muncie and Somerset sewer rates will not be increased in Indiana American's upcoming general rate case to bear the costs of the Sheridan Wastewater System. The parties also stipulated that Indiana American will file with the Commission the agreement ultimately reached with IDEM with respect to necessary improvements to the Sheridan Wastewater System.

The Settlement Agreement contains customary language establishing the parties' understanding regarding admissibility of evidence filed in the case and waiving cross-examination of each other's witnesses. If the Settlement Agreement is not approved in its entirety without material modification or material condition, the terms provide that a party may provide written notice within 15 days after the Commission's final order in this Cause that a modification of the settlement contained in that order is unacceptable to the party. Upon such notice, the Settlement Agreement is null and void and deemed withdrawn. The parties have stipulated that the Settlement Agreement and this Order may not be cited as precedent by any person or deemed an admission by any party in any other proceeding except as necessary to enforce its terms before the Commission or court of competent jurisdiction.

The parties stipulated, and supporting witnesses affirmed, that the Settlement Agreement reflects a fair, just and reasonable resolution of this proceeding.

6. Commission Discussion and Findings on Joint Petition and Settlement. This acquisition is proceeding pursuant to Section 6.1 and Section 30.3-5. Under Section 6.1, we must determine whether "the sale or disposition according to the terms and conditions proposed is in the public interest." (d). If we so find, then we are to authorize the transfer and the purchaser to record as net original cost rate base an amount equal to the full purchase price plus incidental expenses and other costs of acquisition "without regard to amounts that may be recorded on the

books and records of the municipality and without regard to any grants or contributions previously received by the municipality." (f).

Section 6.1 also provides us guidance as to how we are to approach this question of the public interest. If the petition is also filed under Section 30.3-5(d) (as it is here) and we approve the petition under Section 30.3-5(c), then Section 6.1 directs "the proposed sale or disposition is considered to be in the public interest." In order for Section 30.3-5 to apply, two things are required: first the utility is being acquired in a transaction involving a willing buyer and willing seller at a cost differential; and second, that one of the two utility companies is subject to our regulation. Both of these conditions are satisfied. There is no dispute that Indiana American is subject to our regulation, and there is no dispute that this transaction involves a willing buyer and a willing seller. Mr. Roach testified "the purchase price for the acquisition includes a 'cost differential' as that term is defined in Ind. Code § 8-1-30.3-1," and he went on to explain the basis for that conclusion. Joint Petitioners' Exhibit 2, pp. 5-7. No party disputed that statement, and we find there is a cost differential.

A. IC § 8-1-30.3-5(c) Requirements. For purposes of determining whether the proposed sale or disposition is in the public interest as required by Section 6.1, "the proposed sale is considered to be in the public interest [if it meets the requirements of Sections 30.3-5(c) and 30.3-5(d)]." Section 6.1(e). Section 30.3-5(c) provides that "the utility company that acquires the utility property may petition the commission to include the cost differentials as part of its rate base," and that the Commission shall approve the petition if it finds the following:

(1) The utility property is used and useful in providing water service, wastewater service, or both water and wastewater service.

(2) The distressed utility failed to furnish or maintain adequate, efficient, safe, and reasonable service and facilities.

(3) The utility company will make reasonable and prudent improvements to ensure that customers of the distressed utility will receive adequate, efficient, safe, and reasonable service.

(4) The acquisition of the utility property is the result of a mutual agreement made at arm's length.

(5) The actual purchase price of the utility property is reasonable.

(6) The utility company and the distressed utility are not affiliated and share no ownership interests.

(7) The rates charged by the utility company before acquiring the utility property of the distressed utility will not increase unreasonably as a result of acquiring the utility property.

(8) The cost differential will be added to the utility company's rate base to be amortized as an addition to expense over a reasonable time with corresponding reductions in the rate base.

The parties have stipulated that the criteria under Section 30.3-5 (d) have been met, which we address below, and therefore the relief afforded under Section 30.3-5(c) should be addressed:

(1) The utility property is used and useful in providing water service, wastewater service, or both water and wastewater service.

Mr. Prine testified that the Sheridan Systems are used and useful in providing water and wastewater service to its customers. Joint Petitioners asserted in their Petition that following the closing of the proposed acquisition, day to day operations of the Sheridan System will be assumed be assumed by Indiana-American's water and sewer utility professionals. The evidence indicates that Indiana-American will continue to operate the acquired water and wastewater assets to provide water and wastewater service respectively. No evidence was presented to the contrary. We find the utility property is used and useful in providing water and wastewater service.

(2) The distressed utility failed to furnish or maintain adequate, efficient, safe, and reasonable service and facilities.

Mr. Prine testified that the Sheridan Systems are municipally owned systems that serve fewer than 5,000 customers and therefore would satisfy the "distressed" requirement. Mr. Prine explained further that while it is not necessary to satisfy a second condition, the Sheridan Systems would also satisfy the definitional requirement of "distressed" as defined by meeting one of the conditions enumerated in Ind. Code § 8-1-30.3-6, because due to the necessary improvements required to the Systems, Sheridan is unable to furnish and maintain adequate service to their customers at rates equal to or less than those of Indiana American. Mr. Prine and Mr. Hoffman identified the minimal initial improvements that would be needed to bring the Wastewater System into compliance with IDEM's Agreed Order, and Mr. Kinkead sponsored the O.W. Krohn and Associates rate study which showed that making those improvements, as well as needed improvements to the Water System (with the costs spread over Sheridan's small customer base) would cause rates to be higher than Indiana American's rates.

Therefore, we find the conditions set forth in IC 8-1-30.3-6 are satisfied. Accordingly, we find that the Sheridan Systems have failed to furnish or maintain adequate, efficient, safe and reasonable service and facilities.

(3) The utility company will make reasonable and prudent improvements to ensure that customers of the distressed utility will receive adequate, efficient, safe, and reasonable service.

Mr. Hoffman testified regarding Indiana American's proposed plan for reasonable improvements to the Systems. Mr. Hoffman's testimony set forth a plan to bring the Wastewater System into compliance with IDEM's Agreed Order and address the aging infrastructure concerns related to the Water System. We have considered the financial, managerial and technical ability of Indiana American to provide the utility service required following closing. We find that Indiana American will make reasonable and prudent improvements to ensure that Sheridan customers will receive adequate, efficient, safe and reasonable service.

(4) The acquisition of the utility property is the result of a mutual agreement made at arm's length.

Mr. Kinkead described the process undertaken by Sheridan prior to entering the transaction. Mr. Kinkead testified that Sheridan issued an RFP to sell its Systems to which Indiana American was the successful bidder. He further testified that the negotiations proceeded while Sheridan was undergoing the statutory process and such negotiations were conducted at arm's length. Mr. Prine and Mr. Roach echoed Mr. Kinkead's testimony and testified that the negotiations leading up to the execution of the Asset Purchase Agreement were conducted at arm's length. We find the acquisition is the result of a mutual agreement made at arm's length.

(5) The actual purchase price of the utility property is reasonable.

The actual purchase price does not exceed the just and true value determined by the statutory appraisers. The appraisal was sponsored by Mr. Kinkead as Attachment DK-2. Mr. Kinkead testified the Sheridan Town Council determined that the sale price for the Systems should be less than the full appraised value, as such is in the best interest of the Town so as to result in lower utility rates to be charged to the customers of the Systems. The purchase price is deemed reasonable under Section 6.1 to the extent it does not exceed the appraised value. The purchase price does not exceed the appraised value, and so the purchase price is reasonable.

(6) The utility company and the distressed utility are not affiliated and share no ownership interests.

We find, based upon Mr. Prine's testimony to the effect, that Sheridan and Indiana American are not affiliated and share no ownership interests.

(7) The rates charged by the utility company before acquiring the utility property of the distressed utility will not increase unreasonably as a result of acquiring the utility property.

The Indiana American rates will not increase directly as a result of this Cause. In future cases, the potential effect on rates is nominal, as we will explain further in addressing Section 30.3-5(d)(2). We find the rates charged by Indiana American will not increase unreasonably as a result of this acquisition.

(8) The cost differential will be added to the utility company's rate base to be amortized as an addition to expense over a reasonable time with corresponding reductions in the rate base.

Mr. Roach testified that his proposed journal entry allocates the entire purchase price reasonably among utility plant in service accounts. In this fashion, the cost differential will be amortized and charged to expense over a reasonable period of time through depreciation expense. We approved a similar approach in Cause No. 44915 ("*Georgetown*") and we find it to be appropriate here as well.

B. IC § 8-1-30.3-5(d) Requirements. We must determine that the requirements of IC 8-1-30.3-5(d) have been met. The parties have stipulated the criteria has been met and we address each criteria below:

(1) Notice of the proposed acquisition and any changes in rates or charges to customers of the distressed utility.

Mr. Prine sponsored as Attachment MP-5 a letter which notifies of the proposed acquisition and explains what rates will be charged to Sheridan customers after the closing, and the total bill for a residential customer using 4,000 gallons. It appears the letter was mailed on March 21, 2018, which is prior to the time of the filing of Joint Petitioners' case-in-chief. The notice that was mailed is sufficient on its face, it was mailed early enough in the proceeding to afford customers an opportunity to participate if they chose to do so, and it was mailed to all Sheridan's customers. We find Joint Petitioners satisfied Section 30.3-5(d)(1).

(2) Notice to customers of the utility company if the proposed acquisition will increase the utility company's rates by an amount that is greater than one percent (1%) of the utility company's base annual revenue.

While there was some disagreement between Indiana American and the OUCC regarding the 1% calculation, for purposes of the Settlement, the parties stipulated that the acquisition of the Sheridan Systems will not increase Indiana American's rates by an amount greater than 1%. and therefore no notice to existing customers of Indiana American was required in this Cause.

Accordingly, we find the notice requirement in Section 30.3-5(d)(2) is not triggered by the proposed acquisition.

(3) Notice to the office of the utility consumer counselor.

We find that notice was provided to the OUCC through the service of the petition and the Joint Petitioners' case-in-chief.

(4) A plan for reasonable and prudent improvements to provide adequate, efficient, safe, and reasonable service to customers of the distressed utility.

Section 30.3-5(d)(4) requires that a purchasing utility must provide a "plan for reasonable and prudent improvements to provide adequate, efficient, safe, and reasonable service to customers of the distressed utility." Mr. Hoffman's testimony set forth a plan for reasonable improvements to the Sheridan Wastewater System to address the NOVs and bring the system into compliance with IDEM's Agreed Order. He further testified that Indiana American's plan for improvements includes including the Sheridan Systems in Indiana American's prioritization models for distribution system replacements so that commencement on an infrastructure improvement plan as contemplated in Attachment MP-3 can begin.

We find that Indiana American has presented a plan for reasonable and prudent improvements to provide adequate, efficient, safe, and reasonable service to customers of the distressed utility.

C. Settlement.

We have previously discussed our policy with respect to settlements:

> Indiana law strongly favors settlement as a means of resolving contested proceedings. *See, e.g.*, *Manns v. State Department of Highways*, (1989) Ind., 541 N.E.2d 929, 932; *Klebes v. Forest Lake Corp.*, (1993), Ind. App. 607 N.E.2d 978, 982; *Harding v. State*, (1992), Ind. App., 603 N.E.2d 176, 179. A settlement agreement "may be adopted as a resolution on the merits if [the Commission] makes an independent finding, supported by substantial evidence on the record as a whole, that the proposal will establish 'just and reasonable' rates." *Mobil Oil Corp. v. FPC*, (1974), 417 U.S. 283, 314 (emphasis in original).

Indianapolis Power & Light Co., Cause No. 39938, p. 7 (IURC 8/24/95); *see also Commission Investigation of Northern Ind. Pub. Serv. Co.*, Cause No. 41746, p. 23 (IURC 9/23/02). This policy is consistent with expressions to the same effect by the Supreme Court of Indiana. *See, e-g.*, *Mendenhall v. Skinner & Broadbent Co.*, 728 N.E.2d 140, 145 (Ind. 2000) ("The policy of the law generally is to discourage litigation and encourage negotiation and settlement of disputes"); *In re Assignment of Courtrooms, Judge's Offices and Other Facilities of St. Joseph Superior*

Court, 715 N.E.2d 372, 376 (Ind. 1999) ("Without question, state judicial policy strongly favors settlement of disputes over litigation").

Nevertheless, a settlement agreement will not be approved by the Commission unless it is supported by probative evidence. 170 IAC 1-1.1-1 7. Settlements presented to the Commission are not ordinary contracts between private parties. *United States Gypsum, Inc. v. Indiana Gas Co.*, 735 N.E.2d 790, 803 (Ind. 2000). Any settlement agreement that is approved by the Commission "loses its status as a strictly private contract and takes on a public interest gloss." *Id.* (quoting *Citizens Action Coalition v. PSI Energy, Inc.*, 664 N.E.2d 401, 406 (Ind. Ct. App. 1996)). Thus, the Commission "may not accept a settlement merely because the private parties are satisfied; rather [the Commission] must consider whether the public interest will be served by accepting the settlement." *Citizens Action Coalition*, 664 N.E-2d at 406. Furthermore, any Commission decision, ruling or order — including the approval of a settlement — must be supported by specific findings of fact and sufficient evidence. *United States Gypsum*, 735 N.E.2d at 795 (citing *Citizens Action Coalition v. Public Service Co.*, 582 N.E.2d 330, 331 (Ind. 1991)). Therefore, before the Commission can approve the Settlement, we must determine whether the evidence in this Cause sufficiently supports the conclusion that the agreement is reasonable, just, and consistent with the purpose of Indiana Code § 8-1-2-1 *et seq*., and that the agreement serves the public interest.

We note that the Settlement Agreement includes provisions indicating it will be deemed withdrawn if not accepted by the Commission in its entirety unless otherwise agreed to by the Settling Parties and that the terms of the Settlement represent a fair, just and reasonable resolution and compromise. We have made specific findings above with respect to the factors this Commission is to consider in deciding a case brought under Section 6.1 and Section 30.3-5, noting the effect of the settlement on such factors.

Based on our foregoing discussion and findings, we find that the Settlement Agreement is reasonable and in the public interest and the authority and obligations proposed therein should be approved. With regard to future citation of this Order, we find that our approval herein should be construed in a manner consistent with our finding in *Richmond Power & Light*, Cause No. 40434, 1997 Ind. PUC LEXIS 459 (IURC March 19, 1997).

D. Sale Approval and Accounting Treatment.

We have made all of the required findings under Section 30.3-5(c), and we find that Joint Petitioners have satisfied the requirements of Section 30.3-5(d). We therefore approve the petition pursuant to 30.3-5(c).

Because we determined that Joint Petitioners have satisfied all of the requirements listed in Chapter 30.3 in order for a sale or disposition to be deemed in the public interest, we find, pursuant to Section 6.1(d), that the proposed acquisition of the Sheridan Systems is in the public interest and the sale is approved on the terms set forth in the Asset Purchase Agreement and the Settlement Agreement discussed herein.

Because the sale is in the public interest, we approve the sale. Section 6.1(f) directs the Commission as follows:

> "As part of an order approving a sale or disposition of property under this section, the commission shall, without regard to amounts that may be recorded on the books and records of the municipality and without regard to any grants or contributions previously received by the municipality, provide that for ratemaking purposes, the prospective purchaser shall record as the net original cost rate base an amount equal to:
> (1) the full purchase price;
> (2) incidental expenses; and
> (3) other costs of acquisition;
> allocated in a reasonable manner among appropriate utility plant in service accounts."

As directed by the statute, we therefore find that without regard to amounts that may be recorded on Sheridan's books and records and without regard to any grants or contributions that Sheridan may have received, Indiana-American may record for ratemaking purposes as the net original cost rate base of the assets being acquired an amount equal to the full purchase price, plus incidental expenses, and other costs of acquisition, allocated among utility plant in service accounts in the fashion recommended by Mr. Roach and as shown on the journal entry attached to his direct testimony as Attachment GPR-1, as modified by the terms of the Settlement agreement, whereby Indiana American agreed to exclude from rate base the costs of the appraisal. We find that the parties' stipulation regarding exclusion of the $16,062.35 in appraisal costs is a reasonable resolution of the dispute between the parties with respect to that issue. We also find that total incidental expenses and other costs of the acquisition should be limited to the actual such expenses and costs incurred.

We further find that Indiana-American's proposed accounting and journal entries as presented in Attachment GPR-1, as modified by the Settlement, should be approved and that the costs so reflected on the books and records of Indiana-American be used as the original cost of such properties for accounting, depreciation, and rate base valuation purposes. The journal entry should be adjusted to reflect actual (rather than estimated) incidental expenses and other costs of acquisition. We find that Indiana-American's existing depreciation accrual rates approved by the Commission in Cause No. 44992 on May 30, 2018 should be applied on and after the closing date of the acquisition to depreciable property purchased from Sheridan pursuant to the Asset Purchase Agreement.

E. Rates and Rules.

Indiana-American currently has on file with the Commission a schedule of rates and charges and rules and regulations applicable to water utility service provided by Indiana-American in its Area One rate group. Consistent with the Asset Purchase Agreement and the Settlement Agreement, we find that, on and after the closing, Indiana-American's generally applicable rates and charges and rules and regulations for water service applicable in Indiana-American's Area One rate group on file with and approved by the Commission should apply to services provided by Indiana-American through the Sheridan Water System, as the same are in effect from time to time.

Pursuant to the terms of the Asset Purchase Agreement, Sheridan has agreed to increase its sewer rates by 30% across-the-board effective as of the closing. The parties have agreed in settlement, and we now find, that on and after closing, those metered sewer rates adopted by the Sheridan Town Council will apply for service to be provided by Indiana American in the areas currently served by the Sheridan Wastewater System.

The parties have further stipulated, and we now find, that Indiana American's rules and regulations for wastewater service applicable to its Muncie Sewer Operation shall apply to the Sheridan Wastewater System, with modifications (as described in Mr. Prine's and Mr. Hoffman's testimony) to (1) incorporate the provisions of the Sheridan Sewer Use Ordinance governing what substances shall and shall not be permitted to be discharged into the system, (2) require compliance by any user that pre-treats discharge into the wastewater system with the Industrial Pretreatment Program approved by IDEM, and (3) permit Indiana American to pro-rate a user's partial payments for water and wastewater service except where a customer has followed Indiana American's existing complaint process as set forth in Rule 4.2(d) of its Rules and Regulations Applicable To Water Service.

F. Encumbrances.

We find that the encumbering of the properties comprising the Sheridan Water System and Sheridan Wastewater System by subjecting such properties to the lien of Indiana-American's General Mortgage as of the closing should be approved.

IT IS THEREFORE ORDERED BY THE INDIANA UTILITY REGULATORY COMMISSION, that:

1. The Settlement Agreement shall be and hereby is approved in its entirety.

2. Joint Petitioners are hereby authorized to consummate the acquisition of the Sheridan Systems by Indiana American on the terms described in the Asset Purchase Agreement and the Settlement Agreement entered into between the Parties and discussed herein.

3. The acquisition of the Sheridan Systems by Indiana-American on the terms and conditions described in the Asset Purchase Agreement and the Settlement Agreement is in the "public interest" as defined in Indiana Code § 8-1.5-2-6.1(d) and (e) and the same shall be and is hereby approved.

4. Indiana-American shall be and hereby is authorized to record for ratemaking purposes as net original cost rate base of the assets being acquired an amount equal to the full purchase price, actual incidental expenses, and other costs of acquisition, allocated among utility plant in service accounts as stipulated in the Settlement Agreement and reflected in Attachment GPR-1, as the same is modified by the Settlement Agreement.

5. Indiana-American shall be and is hereby authorized to charge customers currently served by the Sheridan Water System the current rates and charges and apply the same rules and

regulations for water service applicable in Indiana-American's Area One rate group on file with and approved by the Commission, as the same are in effect from time to time.

6. Indiana American shall be and is hereby authorized to charge customers currently served by the Sheridan Wastewater System the rates and charges as the same have been adopted by the Sheridan Town Council as of the Closing Date. Prior to placing into effect the foregoing wastewater rates, Indiana American shall file with the Water/Wastewater Division of the Commission its revised Schedule of Charges for Sewer Service (IURC No. S-20-A) reflecting the metered sewer rates authorized herein.

7. Indiana American shall be and is hereby authorized to apply the rules and regulations for wastewater service applicable to Indiana American's Muncie Sewer Operation to the Sheridan Wastewater System, with the modifications described in Finding Paragraph No. 6.E above. Prior to placing into effect the foregoing rules and regulation for wastewater service for customers of the Sheridan Wastewater System, Indiana American shall file with the Water/Wastewater Division of the Commission its proposed rules, as presented in Attachment MP-8.

8. Indiana-American shall be and is hereby authorized to reflect the acquisition of the Sheridan Systems on its books and records as of the closing by making the accounting and journal entries described in Attachment GPR-1, as modified by the terms of the Settlement and as adjusted to actual incidental expenses and other costs of the acquisition.

9. The net original cost, as defined herein, of the acquired property shall be used for accounting, depreciation and rate base valuation purposes after closing.

10. Indiana-American shall be and hereby is authorized to apply its depreciation accrual rates on and after the closing date of the acquisition to depreciable property purchased from Sheridan pursuant to the Asset Purchase Agreement.

11. Indiana-American shall be and is hereby authorized to encumber the properties comprising the Sheridan Systems with the lien of Indiana-American's mortgage indenture.

12. This Order shall be effective on and after the date of its approval.

HUSTON, FREEMAN, KREVDA, OBER AND ZIEGNER CONCUR:

APPROVED:

I hereby certify that the above is a true
and correct copy of the Order as approved.

_____
Mary M. Becerra, Secretary to the Commission
DMS 12772356v1

S&P Global
Market Intelligence

Indiana American Water acquires Charlestown Water System in southern Indiana

Friday, March 8, 2019 6:50 AM ET

By Nephele Kirong
Market Intelligence

Indiana American Water Co. Inc. has completed its approximately $13.4 million acquisition of the municipal water utility Charlestown Water in southern Indiana, the company said March 7.

"Our community was facing tremendous capital costs to address water quality and local infrastructure needs," Charlestown Mayor Bob Hall said. "This acquisition will help us to address these concerns at a lower overall cost than we would otherwise be able to do and also provide funds to help us address other pressing priorities in our community."

The Indiana Utility Regulatory Commission approved the deal on March 14, 2018.

The acquisition adds approximately 2,900 customers to Indiana American Water's customer base, according to a news release. The Charlestown system will be incorporated into the company's Southern Indiana district, which currently serves approximately 100,000 residents.

Indiana American Water, a subsidiary of American Water Works Co. Inc., serves approximately 300,000 water customers.

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ILLINOIS AMERICAN WATER

Illinois American Water Acquires City of Farmington Water System

Acquisition will add approximately 1,125 new customers in Peoria Service Area

April 05, 2018 03:42 PM Eastern Daylight Time

FARMINGTON, Ill.--(BUSINESS WIRE)--Illinois American Water President Bruce Hauk today announced the Company's acquisition of the City of Farmington's water system. The purchase of the system adds approximately 1,125 new customers to the Company's customer base in the Peoria District and serves a population of about 2,500 residents.

The Farmington City Council voted in favor of the sale in March 2017 and the Illinois Commerce Commission (ICC) approved the sale for $3.75 million on March 21, 2018. Today, Illinois American Water acquired the water system.

"We look forward to investing in the City of Farmington and ensuring quality water service to our new customers," said Hauk.

City of Farmington Mayor Kent Kowal also supports the acquisition. He said, "We welcome Illinois American Water and look forward to their team helping us meet our water service needs. Their knowledge and ability to upgrade our aging water system is critical to our community's economic future."

Illinois American Water will invest $5 million in the first five years of ownership. This investment will include a hydraulic study to be completed in 2018 with a focus on improving water pressure and fire flow. Investment will also include GIS updates and meter exchanges. In coming years, Illinois American Water will focus on water main replacements and installations to loop water mains.

Roger Goodson, sr. manager of field operations and production for the Peoria District, said, "We are excited to become a member of this vibrant community, not only as the water service provider, but as a good neighbor."

New customers will soon receive an Illinois American Water welcome packet in the mail. This packet includes information about online account management, billing and more.

The appraisal process used for the Farmington water system was conducted under the supervision of the ICC and established as part of the Illinois Water Systems Viability Act. According to Hauk, this law gives communities an alternative to value their water and/or wastewater system when considering being acquired by an investor-owned water utility. He said, "Previous law only allowed the investor-owned water or sewer utility to pay the original cost minus depreciation to acquire a small system, public or private. Because of this, systems were deprived of receiving adequate value for their system."

The City of Farmington will be incorporated into the company's Peoria District, which currently serves residents in Peoria, West Peoria, Bartonville, Bellevue, Rome, Mapleton and parts of several surrounding townships. Dunlap, Hanna City and the Timber Logan Water District are sale for resale (wholesale) customers.

About Illinois American Water - Illinois American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor-owned water utility in the state, providing high-quality and reliable water and/or wastewater services to approximately 1.3 million people. American Water also operates a customer service center in Alton and a quality control and research laboratory in Belleville. With a history dating back to 1886, American Water is the largest and most geographically diverse U.S. publicly traded water and wastewater utility company. The company employs more than 6,900 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to an estimated 15 million people in 46 states and Ontario, Canada. American Water provides safe, clean, affordable and reliable water services to our customers to make sure we keep their lives flowing. For more information, visit amwater.com and follow American Water on Twitter, Facebook and LinkedIn.

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Management Comments, Mergers and Acquisitions

ANDROID APP ON Google Play Available on the App Store

American Water Works (AWK) Subsidiary Illinois American Water Reports Acquisition of Village of Fisher Water & Wastewater Systems

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March 28, 2018 2:47 PM EDT

*News and research before you hear about it on CNBC and others. Claim your 2-week free trial to **StreetInsider Premium** here.*

Illinois American Water, a subsidiary of American Water (NYSE: AWK), President Bruce Hauk today announced the Company's acquisition of the Village of Fisher's water and wastewater systems. The purchase of the system adds approximately 850 new water and wastewater customers to the Company's customer base in the Champaign County District and serves a population of nearly 2,000 residents.

The Village of Fisher Board voted in favor of the sale in July 2017. The Illinois Commerce Commission (ICC) approved the sale for $6.8 million on March 7, 2018.

"We look forward to investing in the Village of Fisher and ensuring quality water and reliable wastewater service to our new customers," said Hauk.

Village of Fisher Mayor Michael Bayler also supports the acquisition. He said, "We are looking forward to Illinois American Water joining our community and helping us meet our water and wastewater needs. Their knowledge and ability to provide reliable service to our residents is an investment in our public health and economic future."

Illinois American Water will invest $2.9 million in the first five years of ownership including security upgrades, meter replacements, wastewater plant improvements for regulatory compliance, and inflow and infiltration upgrades.

According to Dave Farrar, sr. manager of field operations and production for Illinois American Water's Champaign County District, the company will also repair and paint the Fisher water tower. Farrar, a resident of Fisher, said, "We are committed to keeping the Fisher water tower painted orange to show community pride for residents and visitors of Fisher. The improvements planned will also enhance service, public health and fire protection to Fisher."

New customers will soon receive an Illinois American Water welcome packet in the mail. This packet includes information about online account management, billing, payment options and more. A payment drop box will be placed at the Fisher water treatment plant located at 110 West Front Street in Fisher. Payments will be picked up regularly.

The appraisal process used for the Fisher water and wastewater systems was conducted under the supervision of the ICC and established as part of the Illinois Water Systems Viability Act. According to Hauk, this law gives communities an alternative to value their water and/or wastewater system when considering being acquired by an investor-owned water utility. He said, "Previous law only allowed the investor-owned water or sewer utility to pay the original cost minus depreciation to acquire a small system, public or private. Because of this, systems were deprived of receiving adequate value for their system."

The Village of Fisher will be incorporated into Illinois American Water's Champaign County District, which currently serves residents in Champaign, Urbana, Sadorus, Savoy, St. Joseph, Bondville and Pesotum.

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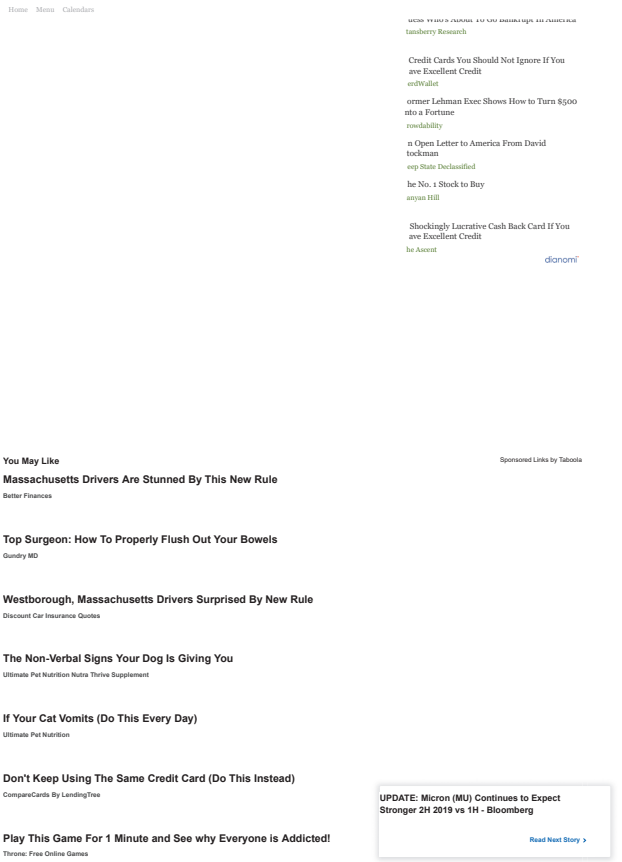

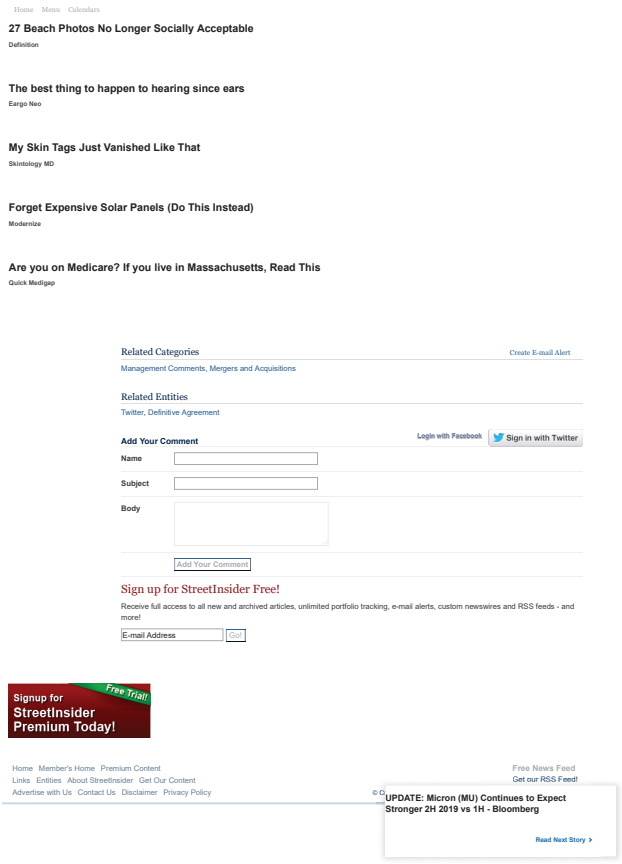

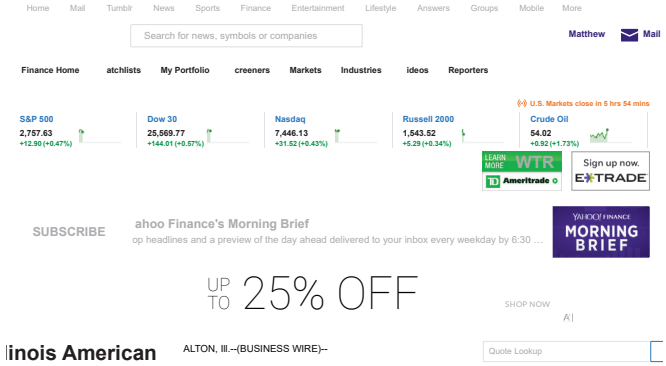

linois American ater Announces reement to quire Alton's gional astewater System

Business Wire April 13, 2018

ALTON, Ill.--(BUSINESS WIRE)--

Illinois American Water, a subsidiary of American Water (AWK), has signed an asset purchase agreement today to acquire Alton's regional wastewater system. Today's agreement follows Wednesday night's vote (7-1) by the Alton City Council in favor of Illinois American Water purchasing the regional wastewater system.

"I believe this transaction, approved by our council, is in the best interests of our city, now and in the future," said Alton Mayor Brant Walker. "It allows us significant net proceeds to help fund other city needs and priorities. It also puts our wastewater system and its ongoing needs in professional hands with Illinois American Water, a company that is familiar with Alton and its residents."

Walker added a key component of the deal is Illinois American Water's commitment to continued employment for current city wastewater employees. There will be continued employment in current roles for all existing city employees as well as training, career advancement and professional development opportunities.

The total value of the proposed transaction is approximately $53.8 million, subject to certain adjustments provided in the agreement.

The Alton wastewater system serves approximately 23,000 customers, including customers in the nearby communities Bethalto and Godfrey.

Illinois American Water has owned, operated and maintained the water system serving Alton for the past 140 years.

"Illinois American Water appreciates the continued confidence the Alton City Council has shown in us by accepting our proposal," said Karen Cooper, senior manager, Illinois American Water. "Illinois American Water is part of the Alton community. We have been providing water service here for more than 140 years. We are excited

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approval, the deal could close in First Quarter 2019.

Cooper said Illinois American Water is committed to making capital improvements to the infrastructure of the wastewater system, including upgrades to the city's wastewater treatment facility, pump station improvements, and completion of requirements set forth in the city's long-term control plan included in Alton's National Pollution Discharge Elimination System (NPDES) permit.

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Bruce Hauk, president, Illinois American Water, said the company is committed to continued growth and economic development in the River Bend region, which includes Alton. A recent study by the University of Illinois said the sale of the wastewater system assets to Illinois American Water would mean $65.8 million overall economic impact in Alton in the first five years.

"This is an exciting acquisition for Illinois American Water and our team of employees in Alton and throughout the state of Illinois," said Hauk.

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Cautionary Statement Concerning Forward-Looking Statements.

Certain statements in this press release are forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements relate to, among other things, the execution of a definitive purchase agreement; the completion of the proposed acquisition; the ability to satisfy closing and other conditions related to the proposed transaction, including obtaining regulatory approvals; anticipated capital investments; and the ability to achieve certain benefits, synergies and goals relating to the transaction and the operations to be acquired. These statements are based on the current expectations of management of Illinois American Water. There are a number of risks and uncertainties that could cause actual results to differ materially from these forward-looking statements, including with respect to (1) obtaining the regulatory and other approvals required for the acquisition; (2) satisfying other conditions to the closing of the acquisition; (3) the occurrence of the benefits and synergies expected or predicted to occur as a result of the acquisition; (4) unexpected costs, liabilities or delays associated with the acquisition or the integration of the acquired business; (5) regulatory, legislative, local or municipal actions affecting the water and wastewater industries, which could adversely affect Illinois American Water; and (6) other economic, business and other factors. Forward-looking statements are not guarantees or assurances of future performance or results, and Illinois American Water and its affiliates do not undertake any duty to update any forward-looking statement

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Illinois American Water Acquires Sundale Utilities, Inc.

Acquisition adds both water and wastewater customers

May 18, 2018 03:40 PM Eastern Daylight Time

PEORIA, Ill.--(BUSINESS WIRE)--Illinois American Water President Bruce Hauk today announced the Company's acquisition of Sundale Utilities, Inc. The purchase of the water and wastewater systems adds approximately 1,415 new wastewater customers and approximately 475 water customers to the Company's customer base.

The Illinois Commerce Commission (ICC) approved the sale for $2 million on May 2, 2018. Today, Illinois American Water acquired the water and wastewater systems.

According to Brad Spurgeon, Vice President of Sundale Utilities, Inc., significant investment needs coupled with his retirement led to the decision to sell the systems. He said, "Over 60 years ago when the utility systems were created, there was a great need for water and sewer infrastructure in Washington Estates and for a sewer system in the Sundale area. This need is stronger today than ever before."

He explained, "Guidelines have become more stringent and the investment needed to remain in compliance has grown beyond our capacity. A benefit of selling the systems to Illinois American Water is knowing they will make the critical investment needed and will care for our customers as we have over the years."

Illinois American Water plans to invest an estimated $4.4 million over the first five years of ownership. This investment includes security and safety improvements including improved chemical storage and electrical upgrades for reliability. The Company will also complete a hydraulic study to ensure critical water pressure for service and fire protection. Water mains and water meters will also be replaced and upgraded. Additional wastewater improvements include installing a new aeration system, sewer main lining and overall system rehab for reliability and safety.

"Systems across the nation are facing incredible investment needs for public health and safety. We are committed to upgrading these systems and ensuring quality water and reliable wastewater service to our new customers," said Roger Goodson, sr. manager of field operations and production for Illinois American Water's Peoria District.

New customers will soon receive an Illinois American Water welcome packet in the mail. This packet includes information about online account management, billing, payment options and more.

The appraisal process used for the Sundale Utilities, Inc. water and wastewater systems was conducted under the supervision of the ICC and established as part of the Illinois Water Systems Viability Act. The Sundale Utilities, Inc. systems will be incorporated into the company's Peoria District, which currently serves residents in Peoria, West Peoria,

Bartonville, Bellevue, Rome, Mapleton, Farmington and parts of several surrounding townships. Dunlap, Hanna City and the Timber Logan Water District are sale for resale (wholesale) customers.

About Illinois American Water - Illinois American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor-owned water utility in the state, providing high-quality and reliable water and/or wastewater services to approximately 1.3 million people. American Water also operates a customer service center in Alton and a quality control and research laboratory in Belleville. With a history dating back to 1886, American Water is the largest and most geographically diversified U.S. publicly traded water and wastewater utility company. The company employs more than 6,900 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to an estimated 15 million people in 46 states and Ontario, Canada. American Water provides safe, clean, affordable and reliable water services to our customers to make sure we keep their lives flowing. For more information, visit amwater.com and follow American Water on Twitter, Facebook and LinkedIn.

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309-566-4126

Control Number: 48448

Item Number: 1

Addendum StartPage: 0

48448

Application for Sale, Transfer, or Merger of a Retail Public Utility

Pursuant to Texas Water Code § 13.301 and 16 Texas Administrative Code § 24.109

Sale, Transfer, or Merger (STM) Application Instructions

I. **COMPLETE**: In order for the Commission to find the application sufficient for filing, the Applicant should:
   i. Provide an answer to every question and submit any required attachment applicable to the STM request (i.e., agreements or contracts).
   ii. Use attachments or additional pages to answer questions as necessary. If you use attachments or additional pages, reference their inclusion in the form.
   iii. Provide all mapping information as detailed in Part G: Mapping & Affidavits.

II. **FILE**: Seven (7) copies of the completed application with numbered attachments. One copy should be filed with no permanent binding, staples, tabs, or separators; and 7 copies of the portable electronic storage medium containing the digital mapping data.
   i. ***SEND TO***: Public Utility Commission of Texas, Attention: Filing Clerk, 1701 N. Congress Avenue, P.O. Box 13326, Austin, Texas 78711-3326 (NOTE: Electronic documents may be sent in advance of the paper copy, however they will not be processed and added to the Commission's on-line Interchange until the paper copy is received and file-stamped in Central Records).

III. The application will be assigned a docket number, and an administrative law judge (ALJ) will issue an order requiring Commission Staff to file a recommendation on whether the application is sufficient. The ALJ will issue an order after Staff's recommendation has been filed:
   i. ***DEFICIENT** (Administratively Incomplete)*: Applicants will be ordered to provide information to cure the deficiencies by a certain date, usually 30 days from ALJ's order. ***Application is not accepted for filing.***
   ii. ***SUFFICIENT** (Administratively Complete)*: Applicants will be ordered by the ALJ to give appropriate notice of the application using the notice prepared by Commission Staff. ***Application is accepted for filing.***

IV. Once the Applicants issue notice, a copy of the actual notice sent and an affidavit attesting to notice should be filed in the docket assigned to the application. Recipients of notice may request a hearing on the merits.
   HEARING ON THE MERITS: An affected party may request a hearing within 30 days of notice. In this event, the application may be referred to the State Office of Administrative Hearings (SOAH) to complete this request.

V. **TRANSACTION TO PROCEED**: at any time following the provision of notice, or prior to 120 days from the last date that proper notice was given, Commission Staff will file a recommendation for the transaction to proceed as proposed or recommend that the STM be referred to SOAH for further investigation. The Applicants will be required to file an update in the docket to the ALJ every 30 days following the approval of the transaction. The transaction must be completed within six (6) months from the ALJ's order (Note: The Applicants may request an extension to the 6 month provision for good cause).

VI. **FILE**: Seven (7) copies of completed transaction documents and documentation addressing the transfer or disposition of any outstanding deposits. After receiving all required documents from the Applicants, the application will be granted a procedural schedule for final processing. The Applicants are requested to consent in writing to the proposed maps and certificates, or tariff if applicable.

VII. **FINAL ORDER:** The ALJ will issue a final order issuing or amending the applicable CCNs.

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FAQ:	**Terms**
Who can use this form?	***Transferor:*** Seller
Any retail public utility that provides water or wastewater service in Texas.	***Transferee:*** Purchaser
Who is required to use this form?	***CCN:*** Certificate of Convenience and Necessity
A retail public utility that is an investor owned utility (IOU) or a water supply corporation (WSC) prior to any STM of a water or sewer system, or utility, or prior to the transfer of a portion of a certificated service area.	***STM:*** Sale, Transfer, or Merger
	IOU: Investor Owned Utility

Application Summary

Transferor: Patton Village Water Company, Inc.
(selling entity)
CCN No.s: 11193

☒ Sale ☐ Transfer ☐ Merger ☐ Consolidation ☐ Lease/Rental

Transferee: City of Patton Village
(acquiring entity)
CCN No.s:

☒ Water ☐ Sewer ☐ All CCN ☐ Portion CCN ☐ Facilities transfer

County(ies): Montgomery

Table of Contents

Sale, Transfer, or Merger (STM) Application Instructions 1
Part A: General Information 3
Part B: Transferor Information 3
Part C: Transferee Information 4
Part D: Proposed Transaction Details 6
Part E: CCN Obtain or Amend Criteria Considerations 8
Part F: TCEQ Public Water System or Sewer (Wastewater) Information 9
Part G: Mapping & Affidavits 10
Part H: Notice Information 12
Appendix A: Historical Financial Information (Balance Sheet and Income Schedule) 15
Appendix B: Projected Information 18

Please mark the items included in this filing

☒ Contract, Lease, Purchase, or Sale Agreement	Part A: Question 1
☒ Tariff including Rate Schedule	Part B: Question 4
☒ List of Customer Deposits	Part B: Question 5
☐ Partnership Agreement	Part C: Question 7
☐ Articles of Incorporation and By-Laws (WSC)	Part C: Question 7
☐ Certificate of Account Status	Part C: Question 7
☒ Financial Audit	Part C: Question 10
☐ Application Attachment A & B	Part C: Question 10
☐ Disclosure of Affiliated Interests	Part C: Question 10
☒ Capital Improvement Plan	Part C: Question 10
☐ List of Assets to be Transferred	Part D: 11.B
☐ Developer Contribution Contracts or Agreements	Part D: 11.D
☐ Enforcement Action Correspondence	Part E: Question 18 (Part D: Q12)
☒ TCEQ Compliance Correspondence	Part F: Question 22
☐ TCEQ Engineering Approvals	Part F: Question 24
☐ Purchased Water Supply or Treatment Agreement	Part F: Question 26
☒ Detailed (large scale) Map	Part G: Question 29
☒ General Location (small scale) Map	Part G: Question 29
☐ Digital Mapping Data	Part G: Question 29
☒ Signed & Notarized Oath	Page 13-14

Part A: General Information

1. Describe the proposed transaction, including the effect on all CCNs involved, and provide details on the existing or expected land use in the area affected by the proposed transaction. Attach all supporting documentation, such as a contract, a lease, or proposed purchase agreements:

Proposed action of this application is for the sale of all of the water system(s) under CCN No.: 11193.

2. The proposed transaction will require (check all applicable):

For **Transferee** (Purchaser) CCN:

- ☐ Obtaining a NEW CCN for Purchaser
- ☐ Transfer all CCN into Purchaser's CCN (Merger)
- ☐ Transfer Portion of CCN into Purchaser's CCN
- ☒ Transfer all CCN to Purchaser and retain Seller CCN
- ☐ Uncertificated area added to Purchaser's CCN

For **Transferor** (Seller) CCN:

- ☒ Cancellation of Seller's CCN
- ☐ Transfer of a Portion of Seller's CCN to Purchaser
- ☐ Only Transfer of Facilities, No CCN or Customers
- ☐ Only Transfer of Customers, No CCN or Facilities
- ☐ Only Transfer CCN Area, No Customers or Facilities

Part B: Transferor Information

Questions 3 through 5 apply only to the *transferor* (current service provider or seller)

3. A. Name: Patton Village Water Co., Inc.
(individual, corporation, or other legal entity)
☐ Individual ☒ Corporation ☐ WSC ☐ Other:

B. Mailing Address: P. O. Box 308, Spring, Texas 77383-0308

Phone: (713) 248-1465 Email:

C. Contact Person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Alan P. Petrov, Johnson Petrov LLP Title: City Attorney

Mailing Address: 2929 Allen Parkway, Suite 3150, Houston, Texas 77019

Phone: (713) 489-8977 Email: apetrov@johnsonpetrov.com

4. If the utility to be transferred is an Investor Owned Utility (IOU), for the most recent rate change, attach a copy of the current tariff and complete A through B:

A. Effective date for most recent rates: November 9, 2012

B. Was notice of this increase provided to the Public Utility Commission of Texas (Commission) or a predecessor regulatory authority?

☐ No ☒ Yes Application or Docket Number: 2011-2200-UCR

If the transferor is a Water Supply or Sewer Service Corporation, provide a copy of the current tariff.

5. For the customers that will be transferred following the approval of the proposed transaction, check all that apply:

- ☐ There are *no* customers that will be transferred
- ☒ # of customers without deposits held by the transferor 227
- ☒ # of customers with deposits held by the transferor* 323

*Attach a list of all customers affected by the proposed transaction that have deposits held, and include a customer indicator (name or account number), date of each deposit, amount of each deposit, and any unpaid interest on each deposit.

Part C: Transferee Information

Questions 6 through 10 apply only to the *transferee* (purchaser or proposed service provider)

6. A. Name: City of Patton Village
(individual, corporation, or other legal entity)
☐ Individual ☐ Corporation ☐ WSC ☒ Other:

B. Mailing Address: 16940 Main Street, Splendora, Texas 77372

Phone: (281) 689-9511 Email: l.tarrant@pattonvillage.us

C. Contact Person. Provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Alan P. Petrov Title: City Attorney

Address: 2929 Allen Parkway, Suite 3150, Houston, Texas 77019

Phone: (713) 489-8977 Email: apetrov@johnsonpetrov.com

D. If the transferee is someone other than a municipality, is the transferee current on the Regulatory Assessment Fees (RAF) with the Texas Commission on Environmental Quality (TCEQ)?

☐ No ☐ Yes ☐ N/A

E. If the transferee is an IOU, is the transferee current on the Annual Report filings with the Commission?

☐ No ☐ Yes ☐ N/A

7. The legal status of the transferee is:

- ☐ Individual or sole proprietorship
- ☐ Partnership or limited partnership (*attach* Partnership agreement)
- ☐ Corporation
  Charter number (as recorded with the Texas Secretary of State):
- ☐ Non-profit, member-owned, member controlled Cooperative Corporation [Article 1434(a) Water Supply or Sewer Service Corporation, incorporated under TWC Chapter 67]
  Charter number (as recorded with the Texas Secretary of State):
  ☐ Articles of Incorporation and By-Laws established (*attach*)
- ☒ Municipally-owned utility
- ☐ District (MUD, SUD, WCID, FWSD, etc.)

- ☐ County
- ☐ Affected County (a county to which Subchapter B, Chapter 232, Local Government Code, applies)
- ☐ Other (please explain):

8. If the transferee operates under any d/b/a, provide the name below:

Name: n/a

9. If the transferee's legal status is anything other than an individual, provide the following information regarding the officers, members, or partners of the legal entity applying for the transfer:

Name: Leah Tarrant, CMO
Position: Mayor Ownership % (if applicable): 0.00%
Address: 16940 Main Street, Splendora, Texas 77372
Phone: (281) 680-9511 Email: ltarrant@pattonvillage.us

Name: Sarah Smith
Position: Council Position 1 Ownership % (if applicable): 0.00%
Address: 16940 Main Street, Splendora, Texas 77372
Phone: (281) 680-9511 Email:

Name: Garry Hershmann
Position: Council Position 2 Ownership % (if applicable): 0.00%
Address: 16940 Main Street, Splendora, Texas 77372
Phone: (281) 680-9511 Email:

Name: Scott Anderson
Position: Council Position 3 Ownership % (if applicable): 0.00%
Address: 16940 Main Street, Splendora, Texas 77372
Phone: (281) 680-9511 Email:

10. **Financial Information**

The transferee Applicant must provide accounting information typically included within a balance sheet, income statement, and statement of cash flows. If the Applicant is an existing retail public utility, this must include historical financial information and projected financial information. However, projected financial information is only required if the Applicant proposes new service connections and new investment in plant, or if requested by Staff. If the Applicant is a new market entrant and does not have its own historical balance sheet, income statement, and statement of cash flows information, then the Applicant should establish a five-year projection taking the historical information of the transferor Applicant into consideration when establishing the projections.

Historical Financial Information may be shown by providing any combination of the following that includes necessary information found in a balance sheet, income statement, and statement of cash flows:

1. Completed Appendix A;
2. Documentation that includes all of the information required in Appendix A in a concise format; or
3. Audited financial statements issued within 18 months of the application filing date. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Item 9 – Continued

David Daniel
16940 Main Street, Splendora, Texas 77372
Telephone: (281) 689-9511
Council Position 4

William Reeves
16940 Main Street, Splendora, Texas 77372
Telephone: (281) 689-9511
Council Position 5

Projected Financial Information may be shown by providing any of the following:

1. Completed Appendix B;
2. Documentation that includes all of the information required in Appendix B in a concise format;
3. A detailed budget or capital improvement plan, which indicates sources and uses of funds required, including improvements to the system being transferred; or See Attachment "D"
4. A recent budget and capital improvements plan that includes information needed for analysis of the operations test (16 Tex. Admin. Code § 24.11(e)(3)) for the system being transferred and any operations combined with the system. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Part D: Proposed Transaction Details

11. A. Proposed Purchase Price: $ 900,000.00

If the transferee Applicant is an investor owned utility (IOU) provide answers to B through D.

B. Transferee has a copy of an inventory list of assets to be transferred (*attach*):

☐ No ☐ Yes ☒ N/A

Total Original Cost of Plant in Service: $ _____

Accumulated Depreciation: $ _____

Net Book Value: $ _____

C. **Customer contributions in aid of construction (CIAC):** Have the customers been billed for any surcharges approved by the Commission or TCEQ to fund any assets currently used and useful in providing utility service? Identify which assets were funded, or are being funded, by surcharges on the list of assets.

☒ No ☐ Yes

Total Customer CIAC: $ _____

Accumulated Amortization: $ _____

D. **Developer CIAC:** Did the transferor receive any developer contributions to pay for the assets proposed to be transferred in this application? If so, identify which assets were funded by developer contributions on the list of assets and provide any applicable developer agreements.

☒ No ☐ Yes

Total developer CIAC: $ _____

Accumulated Amortization: $ _____

12. A. Are any improvements or construction required to meet the minimum requirements of the TCEQ or Commission and to ensure continuous and adequate service to the requested area to be transferred plus any area currently certificated to the transferee Applicant? Attach supporting documentation and any necessary TCEQ approvals, if applicable.

☐ No ☒ Yes The entire water system will be reconstructed with funding from the USDA. TCEQ correspondence detailing current system non-compliance is attached as Attachment "F."

B. If yes, describe the source and availability of funds and provide an estimated timeline for the construction of any planned or required improvements:

The USDA has committed a loan and grant for the purchase and reconstruction of the water system. Funding is immediately available upon completion of the purchase. See USDA Letter of Commitment, Attachment "E."

13. Provide any other information concerning the nature of the transaction you believe should be given consideration:

The city and owners of the current system have reached an agreement to sell/buy the current system through USDA funding. The funding also includes the upgrades to two current wells and a new facility. It is a loan/grant project to be paid by the City over the next 40 years.

14. Complete the following proposed entries (listed below) as shown in the books of the Transferee (purchaser) after the acquisition. Debits (positive numbers) should equal credits (negative numbers) so that all line items added together equal zero. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations:

Utility Plant in Service: $ _____

Accumulated Depreciation of Plant: $ _____

Cash: $ _____

Notes Payable: $ _____

Mortgage Payable: $ _____

(Proposed) Acquisition Adjustment*: $ _____

*Acquisition Adjustments will be subject to review under 16 TAC § 24.31(d) and (e)

Other (NARUC account name & No.): _____

Other (NARUC account name & No.): _____

15. A. Explain any proposed billing change (NOTE: If the acquiring entity is an IOU, the IOU may not change the rates charged to the customers through this STM application. Rates can only be changed through the approval of a rate change application.)

No billing change is proposed.

B. If transferee is an IOU, state whether or not the transferee intends to file with the Commission, or an applicable municipal regulatory authority, an application to change rates for some or all of its customers as a result of the transaction within the next twelve months. If so, provide details below:

n/a

Part E: CCN Obtain or Amend Criteria Considerations

16. Describe, in detail, the anticipated impact or changes in the quality of retail public utility service in the requested area as a result of the proposed transaction:

This transaction will eliminate old, metal pipes in the distribution system, replace outdated meters, provide fire protection and cap water wells that are currently in the floodway. The new system will provide safe water for the consumers with a new, reliable system that is compliant with all state and federal drinking water requirements.

17. Describe the transferee's experience and qualifications in providing continuous and adequate service. This should include, but is not limited to: other CCN numbers, water and wastewater systems details, and any corresponding compliance history for all operations.

The City was recently appointed Emergency Manager of the Peach Creek Dam & Lake Club Water System by the PUC and is making positive changes to bring the system into TCEQ compliance. The City has also constructed a wastewater facility and is properly running this system.

18. Has the transferee been under an enforcement action by the Commission, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG), or the Environmental Protection Agency (EPA) in the past five (5) years for non-compliance with rules, orders, or state statutes? Attach copies of any correspondence with the applicable regulatory agency(ies)

☒ No ☐ Yes

19. Explain how the environmental integrity or the land will be impacted or disrupted as a result of the proposed transaction:

There will be temporary disruption to the land while the water system is reconstructed; however, after reconstruction, the environment will be better protected and maintained as the new system will not be subject to repeated line breaks and maintenance requirements.

20. How will the proposed transaction serve the public interest?

Once the system is transferred to the City, the City will be able to make all needed system upgrades necessary.

21. List all neighboring water or sewer utilities, cities, districts (including ground water conservation districts), counties, or other political subdivisions (including river authorities) providing the same service within two (2) miles from the outer boundary of the requested area affected by the proposed transaction:

1) Roman Forest Consol. MUD (Montgomery) CCN: 11327; 2) City of Splendora (Liberty, Montgomery) CCN: 11727; 3) T&W Water Service (Montgomery) CCN: 12892; 4) Quadvest LP (Montgomery) CCN: 11612; 5) Crystal Springs Water Co., Inc. (Montgomery) CCN: 11373; 6) Aqua Texas Inc. (Montgomery) CCN: 1157; 7) Consumers Water Inc. (Montgomery) CCN: 10347; 8) Montgomery County and 9) Lone Star Groundwater Conservation District.

Part F: TCEQ Public Water System or Sewer (Wastewater) Information

Complete Part F for EACH Public Water or Sewer system to be transferred subject to approval of the transaction. Attach a separate sheet with this information if you need more space for additional systems being transferred.

22. A. For Public Water System (PWS):

TCEQ PWS Identification Number: 1700503 (7 digit ID)

Name of PWS: _____

Date of last TCEQ compliance inspection: June 16, 2015 (attach TCEQ letter)

Subdivisions served: _____

B. For Sewer service:

TCEQ Water Quality (WQ) Discharge Permit Number: WQ - _____ (8 digit ID)

Name of Wastewater Facility: _____

Name of Permitee: _____

Date of last TCEQ compliance inspection: _____ (attach TCEQ letter)

Subdivisions served: _____

Date of application to transfer permit *submitted* to TCEQ: _____

23. List the number of *existing* connections, by meter/connection type, to be affected by the proposed transaction:

Water				Sewer	
	Non-metered	2	2"		Residential
548	5/8" or 3/4"		3"		Commercial
	1"		4"		Industrial
	1 ½"		Other		Other
Total Water Connections:		550		Total Sewer Connections:	

24. A. Are any improvements required to meet TCEQ or Commission standards?

☐ No ☒ Yes

B. Provide details on each required major capital improvement necessary to correct deficiencies to meet the TCEQ or Commission standards (attach any engineering reports or TCEQ approval letters): See Attachment "H"

Description of the Capital Improvement:	Estimated Completion Date:	Estimated Cost:
Additional well production capacity is needed		
Additional service pump capacity is needed; and		
Additional hydropneumatic tank capacity is needed.		

C. Is there a moratorium on new connections?

☒ No ☐ Yes:

25. Does the system being transferred operate within the corporate boundaries of a municipality?

☐ No ☒ Yes: City of Patton Village *(name of municipality)*

If yes, indicate the number of customers within the municipal boundary.

Water: 550 Sewer: _____

Control Number: 48505

Item Number: 1

Addendum StartPage: 0

48505

Application for Sale of a Retail Public Utility

Submitted to:

Public Utility Commission of Texas
Attention: Filing Clerk
1701 N. Congress Avenue
P.O. Box 13326
Austin, Texas 78711-3326

For:

Crest Water Company
P.O. Box 460
840 Betsy Road
Keene, Texas 76049

Issue Date: June 22, 2018

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FILING CLERK

Prepared Either By or
Under The Direction Of: Tamara M. Warrick, P.E.

STATE OF TEXAS
TAMARA M. WARRICK
128638
LICENSED
PROFESSIONAL ENGINEER

Tamara M. Warrick, P.E.
06/22/2018

consulting environmental engineers, inc.
150 n. harbin drive – suite 408 • stephenville, tx 76401
phone: (254) 968-8130 fax: (254) 968-8134
email: ceeinc@ceeinc.org registered firm: #F-2323

Crest Water Company
Mustang Creek Ownership Transfer
Exhibit Cross Reference

Exhibit I.D.	Description
I	Project Summary
II	PUC STM Form
III	Maps/Drawings
IV	Notice Form A
V	Notice of Proposed Rate Change
VI	Legal Documents
VII	Crest Water Company Tariff
VIII	TCEQ Correspondence

Crest Water Company
Project Summary

consulting environmental engineers, inc.
150 n. harbin drive – suite 408 • stephenville, tx 76401
phone: (254) 968-8130 fax: (254) 968-8134
email: ceeinc@ceeinc.org registered firm: #F-2323

PROJECT SUMMARY

Crest Water – Mustang Creek Ownership Transfer

Mustang Creek Estates PWS (CCN No. 13055) has had multiple violations and is under enforcement by TCEQ. Multiple boil water notices were provided to customers under the current owner's operation. Crest Water Company proposes to provide customers with continuous and adequate water.

On December 8th, 2016 Crest Water Company and Shelcon Services entered into an agreement for the purchase of Mustang Creek Estates PWS. Upon approval of the transfer by the PUC, Shelcon Services will deed the Mustang Creek Estates water system facilities to Crest Water Company to ensure continuous and adequate service to Mustang Creek Estates customers.

Crest Water Company has taken over daily operational services and since that time, has strived to make corrections to deficiencies that need immediate attention. For example, Crest Water Company has installed a new air compressor for the pressure tank due to previous air compressor becoming inoperable. Crest Water Company has also installed a new gas chlorination system to correct absence of chlorine in the system, and updated and fixed multiple items in the chlorinator room. The exterior and interior of the pumphouse have been repaired to help stop deterioration, and the water system lots have been cleaned up and mowed/weedeated. A Drought Contingency Plan is now in place for the public water system. Lead-copper samples and numerous other samples have also been taken as required by the TCEQ.

Crest Water Company has made numerous other improvements along with the ones mentioned above and will continue to make improvements to Mustang Creek Estates PWS upon approval of the transfer.

Crest Water Company
PUC STM Form

Application for Sale, Transfer, or Merger of a Retail Public Utility

Pursuant to Chapter 13.251 of the Texas Water Code

Docket Number: _____

(this number will be assigned by the Public Utility Commission after your application is filed)

7 copies of the application, including the original, along with one copy of the portable electronic storage medium (such as CD or DVD) containing the GIS data shall be filed with

Public Utility Commission of Texas
Attention: Filing Clerk
1701 N. Congress Avenue
P.O. Box 13326
Austin, Texas 78711-3326

No later than seven days after filing the application for the boundary change, provide a copy of each paper map and a portable electronic storage medium (such as CD, flash drive or DVD) containing complete and identical data to the portable electronic storage medium submitted above to

Texas Natural Resources Information System
1700 N. Congress Ave, Room B40
Austin, Texas 78701

TABLE OF CONTENTS

Part A – General Information 2
Part B – Current Service Provider or Seller Information 2
Part C – Purchaser or Transferee Information 3
Part D – Historicial Financial Information 9
Part E – Projected Information 12
Part F – Public Water System Information 16
Part G – Oaths and Notices 18

Part A – General Information

*RN# [redacted] *CN# [redacted] * (PRIOR TCEQ ID numbers)

1. Proposed action of application (check all the boxes that apply):

[X] Sale of [X] All [ ] Portion of the [X] Water system(s) under CCN No.: 13055
[ ] Acquisition [ ] Sewer system(s) under CCN No.:
[ ] Lease/Rental

[ ] Transfer of [ ] All [ ] Portion of the [ ] Certificated water service area – CCN No.:
[ ] Certificated sewer service area – CCN No.:

If only a portion of a system or certificated service area is affected by this transaction, please specify the areas or subdivision involved:

[redacted]

and to:

[ ] Obtain a CCN for the transferee (purchaser) – indicate if purchaser will take the seller's CCN
[ ] Amend the transferee's CCN No.:
[X] Merge or consolidate public utilities 12037
[ ] Cancel CCN of the transferor (seller)

2. Proposed effective date of this transaction: 1/1/2019
(Must be at least 120 days after proper notice is provided)

Part B – Current Service Provider or Seller Information

Questions 3 through 5 apply to the transferor (current service provider or seller)

3. For the current CCN holder or service provider please indicate:

A. Name: [redacted]
(Individual, Corporation or Other Legal Entity)

who is a(n):of [X] Individual [ ] Corporation [ ] WSC [ ] HOA or POA [ ] Other

B. Utility Name (if different than above): Shelcon Services
Address: [redacted] Telephone: (AC) [redacted]

C. Contact person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney or accountant.

Name: [redacted] Title: Engineer
Address: [redacted] Telephone: (AC) [redacted]8130

Fax: (254) 968-8134 Email: ceeinc@ceeinc.org

4. About the last rate increase for the system or facilities being transferred:
   A. What was the effective date of the last rate increase? 5/25/2004
   B. Was notice of this increase provided to the Public Utility Commission of Texas (commission or PUC) or a predecessor regulatory authority?
[X] No [ ] Yes- Application/Docket Number: Date

5. Please provide a list of all customers affected by this transaction who have deposits held by the transferor or seller utility, if any, and include the following information (attach additional sheets if necessary):

Name and Address of Utility Customer	Date of Deposit	Amount of Deposit	Amount of Unpaid Interest on Deposit
None			

Part C – Purchaser or Transferee Information

☞ **Questions 6 through 16 refer to the transferee or purchaser.**

6. For the person or entity acquiring the facilities and/or CCN:
Applicant: James A. Dyche dba Crest Water Company
(Individual, Corporation, or Other Legal Entity)
Utility Name: Crest Water Company
(If different than above)
Utility Address: P.O. Box 460, 840 Betsy Road Keene, TX 76049
Fax: (817) 517-7141 Email: mldyche@gmail.com Telephone (AC): (817) 645-5493
CCN Numbers held prior to the filing of this application: 12037

7. Check the appropriate box and provide information regarding the legal status of the transferee applicant:
[X] Individual
[ ] Home or Property Owners Association
[ ] Partnership; attach copy of partnership agreement
[ ] Corporation; provide charter number as recorded with the Office of the Secretary of State for Texas:
[ ] Non-profit, member owned, member-controlled Cooperative Corporation (Article 1434(a) Water Sewer Service Corporation); provide charter number:

[ ] Municipally-owned utility
[ ] District (MUD, SUD, WCID, etc.)
[ ] County
[ ] Other (please explain):

8. If the applicant is an *Individual* or sole proprietorship, provide the following information. If not, skip to the next question.

Name:	James A. Dyche	Email	mldyche@gmail.com
Address	P.O. Box 460, 840 Betsy Road Keene, TX 76049		
Telephone (AC):	(817) 645-5493	Fax (AC):	(817) 517-7141

9. If the applicant is other than an *Individual*, provide the following information regarding the officers or partners of the legal entity applying for the transfer. You must complete either question 8 or question 9, whichever applies to the transferee applicant.

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%
•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%
•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%
•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%
•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%
•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

- Attach additional sheet(s) if necessary –

☞ **Important:** • If the applicant is a for-profit corporation, please provide a copy of the corporation's "Certification of Account Status" from the State Comptroller Office. This "Certification of Account Status" can be obtained from:

Texas Comptroller of Public Accounts
P. O. Box 13528, Capitol Station
Austin, Texas 78711
1-800-252-5555

- If the applicant is an Article 1434a water supply or sewer service corporation or other non-profit corporation, please provide a copy of the Articles of Incorporation and By-Laws.

10. Contact person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney or accountant.

Name:	Charles P. Gillespie, III	Title:	Engineer
Address:	150 N. Harbin Dr., STE 408, Stephenville, TX 76401	Telephone (AC):	(254) 968-8130
Fax #	(254) 968-8194	Email	ceeinc@ceeinc.org
Relationship to the applicant:	Engineer		

☞ **IF THERE ARE MORE THAN TWO PARTIES INVOLVED IN THIS TRANSACTION, PLEASE ATTACH SHEETS PROVIDING THE INFORMATION REQUIRED IN QUESTION 6 THROUGH QUESTION 10 FOR EACH PARTY**

11. Please respond to each of the following questions. Attach additional sheets if necessary.
   A. Describe the experience and qualifications of the applicant to provide adequate utility service to the requested area

The applicant has acted as the owner and operator of Crest Water Company since its inception in 1981, prior to that he worked as the Public Works Director for the City of Keene, Texas. The applicant currently holds a Class B Groundwater license. The applicant currently operates 16 water systems that serve approximately 1184 water supply connections.

   B. Has the applicant acquiring the CCN or facilities or an affiliated interest of the applicant been under enforcement action by the PUC, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG) or the Environmental Protection Agency (EPA) in the past for noncompliance with rules, orders or State Statutes? [X] Yes [ ] No

   If yes, please attach copies of any correspondence with these regulatory agencies concerning these enforcement actions and describe any actions and efforts to comply with those requirements. Attach additional sheets if needed.

See Exhibit VIII. Crest Water is actively working to get the Mustang Creek Estates PWS out of TCEQ Enforcement. The most recent letter from TCEQ regarding Mustang Creek Enforcement is attached.

   C. Describe the source and availability of funds required to make the planned or required improvements, if any, to meet minimum requirements of the TCEQ and PUC and ensure continuous and adequate service.

Improvement costs will be funded by capital provided from Crest Water Company's ongoing operations. It is anticipated that any required capital expenditure for future improvements will be funded by equity capital, to the extent not funded by internally generated funds.

   D. Describe the anticipated impact of this transaction on the quality of utility service and explain any anticipated changes in the quality of service.

The Mustang Creek Estates PWS has had multiple violations and is under enforcement by TCEQ. Multiple boil water notices were issued to customers under the current owner's operation. Crest Water Company proposes to provide customers with continuous and adequate water.

   E. How will the transaction serve the public interest?

Current customers of Mustang Creek Estates PWS have experienced various issues with operation and service. Crest Water proposes to address these issues and provide continuous and adequate water to existing and future customers.

12. Please describe the nature of the proposed transaction:

Upon approval of the transfer by the PUC, Shalcon Services will deed the Mustang Creek Estates water system facilities to Crest Water Company to ensure continuous and adequate service to Mustang Creek Estates customers. On December 9th, 2016 Crest Water Company and Shalcon Services entered into an agreement for the purchase of Mustang Creek Estates PWS. See Exhibit VI.

13. If the transferee applicant is an Investor Owned Utility (IOU) and will be under the rate jurisdiction of the PUC, please provide the following information. Water supply or sewer service corporations and political subdivisions of the state should mark this section N/A:
N/A

A.
- Total Purchase Price:
- Total Original Cost (as recorded on books of seller or merging entity):
- Accumulated Depreciation as of the proposed effective date of the transaction:
- Contributions in Aid of Construction:
  - Specific surcharges approved by TCEQ or PUC:
  - Revenues from explicit customer agreements:
  - Developer Contributions (please explain):
  - Other Contributions (please explain):

Total Contributions in Aid of Construction

- Net Book Value:

☛ If the Original Cost or any of the above items has been established in a rate case proceeding by the PUC, the TWC or the TCEQ, please provide the Application/Docket Number and date:

Application/Docket Number: [ ] Date: [ ]

☛ If the applicant is not under the rate jurisdiction of the TCEQ, only the purchase price and information related to Contributions in Aid of Construction is required.

Please provide any other information concerning the nature of the transaction you believe should be given consideration if not explained elsewhere in the application.
[attach additional sheet(s) if necessary]:

Currently the Mustang Creek Estates PWS serves 79 of 91 total connections. The system has the capability to produce 40 GPM while the requirement for the current capacity is 47.4 GPM. This is approximately 119% total capacity. Upon approval of the transfer by the PUC, Crest Water Company proposed to drill a new well to be able to supply water to all 91 connections and meet TCEQ minimum standards.

C. Complete the following proposed entries listed below as shown in books of purchasing (or surviving) company. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations.

Utility Plant in Service:	
Plant Acquisition Adjustment:	
Extraordinary Loss on Purchase:	
Accumulated Depreciation of Plant:	
Cash:	
Notes Payable:	
Mortgage Payable:	
Others (please list):	

As the purchaser, I understand that it is **my responsibility** in any future rate proceeding to provide written evidence and support for the original cost and installation date of all facilities used and useful for providing utility service.

Purchaser's Initials: [ ] Date: [ ]

14. Please indicate the proposed effect of this transaction on the rates to be charged to the affected customers:

[ ] All the customers will be charged the same rates as they were charged before the transaction.
[X] Some All customers will be charged different rates than they were charged before the transaction.

If rates are changing, please explain:

Increase in production cost.

[ ] Applicant is an IOU and intends to file with the commission or municipal regulatory authority an application to change rates of some/all of its customers as a result of this transaction. If so, please explain:

[ ] Other. Please explain:

15. List all neighboring water and /or sewer utilities, cities, and political subdivisions providing the same service within two (2) miles of area affected by this proposed transaction. This information should be available from the water utility database (WUD) or Applicant's licensed water operator.

Monarch Utilities I LP (CCN No. 12983)
Chuck Bell Water Systems (CCN No. 12190)
City of Fort Worth (CCN No. 12311)

16. Financial, Managerial and Technical information for the acquiring entity.

Part D – Historical Financial Information

HISTORICAL BALANCE SHEETS	CURRENT YEAR (A)	A-1 YEAR	A-2 YEAR	A-3 YEAR	A-4 YEAR	A-5 YEAR
CURRENT ASSETS						
Cash	29,339.76	28,485.21	27,655.54	26,850.04	26,068.00	25,285.96
Accounts Receivable	124,104.61	119,907.84	115,852.98	111,935.25	108,150.00	104,364.75
Inventories	190,603.17	186,865.86	183,201.82	179,609.63	176,087.87	172,566.11
Income Tax Receivable						
Other						
Total	344,047.55	335,258.90	326,710.34	318,394.92	310,305.87	302,216.82
FIXED ASSETS						
Land	22,510.18	21,854.54	21,218.00	20,600.00	20,000.00	19,400.00
Collection/Distribution System						
Buildings	94,133.66	95,567.16	97,022.50	98,500.00	100,000.00	101,500.00
Equipment	62,562.79	63,839.59	65,142.43	66,471.87	67,828.44	69,185.01
Other	760,338.59	735,368.19	710,889.72	686,889.26	663,353.15	639,817.04
Less: Accum. Depreciation or Reserves						
Total	939,545.21	916,628.47	894,272.66	872,461.13	851,181.59	829,902.05
TOTAL ASSETS	1,282,064.83	1,250,794.96	1,220,287.76	1,190,524.65	1,161,487.40	1,132,450.27
CURRENT LIABILITIES						
Accounts Payable	1,358.55	1,338.47	1,318.69	1,299.20	1,280.00	1,260.80
Notes Payable, Current						
Accrued Expenses						
Other	2,630.31	2,578.74	2,528.17	2,478.60	2,430.00	2,381.40
TOTAL	3,988.86	3,917.20	3,846.86	3,777.80	3,710.00	3,642.20
LONGTERM LIABILITIES						
Notes Payable, Long-term	375,947.71	370,391.83	365,916.06	359,525.18	354,212.00	348,898.82
Other						
TOTAL LIABILITIES	379,936.56	374,309.03	368,764.92	363,302.98	357,922.00	352,541.02
OWNER'S EQUITY						
Paid in Capital	70,358.09	68,978.52	67,626.00	66,300.00	65,000.00	63,700.00
Retained Equity	831,261.93	807,050.42	783,544.10	760,722.42	738,565.46	716,408.50
Other						
Current Period Profit or Loss						
TOTAL OWNER'S EQUITY	901,620.02	876,028.94	851,170.10	827,022.42	803,565.46	780,108.50
TOTAL LIABILITIES AND EQUITY	1,281,556.58	1,250,337.97	1,219,935.01	1,190,325.40	1,161,487.46	1,132,649.52
WORKING CAPITAL	902,128.27	876,485.92	851,522.84	827,221.67	803,565.46	779,909.25
CURRENT RATIO	3.37	3.34	3.31	3.28	3.25	3.21
DEBT TO EQUITY RATIO EQUITY TO TOTAL ASSETS	0.42	0.43	0.43	0.44	0.45	0.45

HISTORICAL INCOME STATEMENT	CURRENT YEAR (A)	A-1 YEAR	A-2 YEAR	A-3 YEAR	A-4 YEAR	A-5 YEAR
METER NUMBER						
Existing Number of Taps	1,162.00	1,132.00	1,119.00	1,082.00	1,052.00	1,031.00
New Taps Per Year	22.00	31.00	16.00	27.00	40.00	23.00
Total Meters at Year End	1,184.00	1,163.00	1,135.00	1,119.00	1,092.00	1,054.00
METER REVENUE						
Fees Per Meter	120.98	117.46	114.04	110.87	107.49	104.27
Cost Per Meter	59.51	58.20	56.92	55.66	54.44	53.22
Operating Revenue Per Meter	180.49	175.66	170.95	166.38	161.93	157.48
GROSS WATER REVENUE						
Fees	37,168.00	35,738.00	34,364.00	33,042.00	31,771.00	30,500.16
Other	799,451.93	787,637.37	775,997.41	764,529.47	753,231.00	738,166.38
Gross Income	836619.93	823,375.37	810,361.10	797,571.70	785,002.00	768,666.54
OPERATING EXPENSES						
General & Administrative	694,447.86	685,874.43	677,406.85	669,043.80	660,784.00	652,524.20
Interest						
Other						
NET INCOME	142,172.07	137,500.93	132,954.56	128,527.67	124,218.00	116,142.34

HISTORICAL EXPENSE DETAIL	CURRENT YEAR (A)	A-1 YEAR	A-2 YEAR	A-3 YEAR	A-4 YEAR	A-5 YEAR
GENERAL/ADMINISTRATIVE EXPENSES						
Salaries	314,010.00	304,864.00	295,985.00	287,364.00	278,994.00	270,624.00
Office Expense	20,284.00	19,693.00	19,120.00	18,563.00	18,022.00	17,481.00
Computer Expense						
Auto Expense	38,923.00	37,790.00	36,689.00	35,620.00	34,583.00	24,208.00
Insurance Expense	29,569.00	28,708.00	27,872.00	27,060.00	26,272.00	25,484.00
Telephone Expense						
Utilities Expense	87,897.00	79,511.00	77,195.00	74,947.00	72,764.00	70,581.00
Depreciation Expense						
Property Taxes						
Professional Fees	14,346.00	13,928.00	13,522.00	13,128.00	1,276.00	12,364.00
Other	52,221.00	51,671.00	50,166.00	48,705.00	47,286.00	45,867.00
Total	552,250.00	536,165.00	520,549.00	505,387.00	490,667.00	466,610.00
% Increase Per Year	3.00	3.00	3.00	3.00	3.00	3.00
OPERATIONAL EXPENSES						
Salaries						
Auto Expense						
Utilities Expense						
Depreciation Expense						
Repair & Maintenance	192,455.00	186,850.00	181,408.00	176,124.00	170,994.00	168,864.10
Supplies						
Other						
Total						
% Increase Per Year	3.00	3.00	3.00	3.00	3.00	3.00
ASSUMPTIONS						
Interest Rate/Terms						
Utility Cost/gal.						
Depreciation Schedule						
Other						

Part E – Projected Information

PROJECTED BALANCE SHEETS

	START UP	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
CURRENT ASSETS						
Cash	30,219.96	31,126.56	32,060.35	33,022.16	34,012.83	35,033.21
Accounts Receivable	128,448.27	132,943.96	137,597.00	142,412.90	147,397.35	152,556.26
Inventories	194,415.24	198,303.54	202,269.61	206,315.00	210,441.30	215,650.13
Income Tax Receivable						
Other						
Total	353,083.47	362,374.06	371,926.97	381,750.06	397,854.48	402,239.60
FIXED ASSETS						
Land	23,185.48	23,881.05	24,597.48	25,335.40	26,095.46	26,878.33
Collection/Distribution System						
Buildings	92,721.65	91,330.83	89,960.86	88,611.45	87,282.28	85,973.04
Equipment	61,311.54	60,085.31	58,883.60	57,705.93	56,551.81	55,420.77
Other	785,815.17	811,812.51	838,345.49	865,429.34	893,079.62	921,312.25
Less: Accum. Depreciation or Reserves						
Total	963,033.84	987,109.69	1,011,787.43	1,037,082.12	10,653,009.17	1,089,584.40
TOTAL ASSETS	1,314,116.45	1,346,969.36	1,380,643.60	1,415,159.69	1,450,536.68	1,486,802.15
CURRENT LIABILITIES						
Accounts Payable	1,378.92	1,399.61	1,420.60	1,441.91	1,463.54	1,485.49
Notes Payable, Current						
Accrued Expenses						
Other	2,682.92	2,736.57	2,791.31	2,847.14	2,904.07	2,962.16
Total	4,061.84	4,136.18	4,211.91	4,289.04	4,367.61	4,447.65
LONGTERM LIABILITIES						
Notes Payable, Long-term	381,486.92	387,310.73	393,120.39	399,017.19	405,002.45	411,077.49
Other						
TOTAL LIABILITIES	385,648.76	391,446.91	397,332.20	403,306.26	409,370.06	415,525.14
OWNER'S EQUITY						
Paid in Capital	71,765.30	73,200.56	74,644.57	76,157.86	77,681.02	79,234.64
Retained Equity	856,199.79	881,885.78	908,342.36	935,592.63	963,660.41	992,570.22
Other						
Current Period Profit or Loss						
TOTAL OWNER'S EQUITY	927,965.04	955,086.34	983,006.93	1,011,750.49	1,041,341.42	1,071,804.86
TOTAL LIABILITIES AND EQUITY	1,313,613.80	1,346,533.25	1,380,339.22	1,415,056.72	1,450,711.49	1,487,329.99
WORKING CAPITAL	928,467.69	955,522.46	983,311.30	1,011,853.45	1,041,168.61	1,071,277.01
CURRENT RATIO	3.41	3.44	3.47	3.51	3.54	3.58
DEBT TO EQUITY RATIO	0.42	0.41	0.40	0.40	0.39	0.39
EQUITY TO TOTAL ASSETS	0.71	0.71	0.71	0.72	0.72	0.72

PROJECTED INCOME STATEMENT

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
METER NUMBER						
Existing Number of Taps	1,184	1,230	1,267	1,284	1,309	
New Taps Per Year	46	37	18	25	39	
Total Meters at Year End	1,230	1,267	1,285	1,309	1,348	
METER REVENUE						
Fees Per Meter	124.61	128.35	132.20	136.17	140.25	
Cost Per Meter	60.85	62.22	63.62	65.05	66.51	
Operating Revenue Per Meter	185.46	190.56	195.81	201.12	206.76	
GROSS WATER REVENUE						
Fees	38,654.00	40,200.00	41,808.00	43,481.00	45,220.00	
Other	811,433.71	823,615.36	8,359,693.59	848,509.14	861,236.77	
Gross Income	850,097.71	863,815.81	877,778.06	891,989.94	906,456.81	
OPERATING EXPENSES						
General & Administrative	703,128.46	711,917.57	720,816.54	729,826.74	738,949.58	
Interest						
Other						
NET INCOME	146,969.26	151,898.25	156,961.52	162,163.20	167,507.24	

PROJECTED EXPENSE DETAIL

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
GENERAL/ADMINISTRATIVE EXPENSES						
Salaries	323,431.00	333,133.00	343,127.00	353,421.00	364,024.00	
Office Expense	20,892.00	21,519.00	22,165.00	22,830.00	23,515.00	
Computer Expense						
Auto Expense	40,091.00	41,294.00	42,533.00	43,809.00	45,123.00	
Insurance Expense	60,456.00	61,370.00	32,311.00	33,281.00	34,279.00	
Telephone Expense						
Utilities Expense	84,353.00	86,844.00	89,491.00	92,175.00	94,491.00	
Depreciation Expense						
Property Taxes						
Professional Fees	14,776.00	15,219.00	15,676.00	16,146.00	16,631.00	
Other	54,617.00	56,462.00	58,156.00	59,900.00	61,698.00	
Total	568,818.00	585,882.00	603,459.00	621,562.00	640,209.00	
% Increase Per Year	3.00%	3.00%	3.00%	3.00%	3.00%	0.00%
OPERATIONAL EXPENSES						
Salaries						
Auto Expense						
Utilities Expense						
Depreciation Expense						
Repair & Maintenance	198,229.00	204,176.00	210,301.00	216,610.00	223,108.00	
Supplies						
Other						
Total	198,229.00	204,176.00	210,301.00	216,610.00	223,108.00	
% Increase Per Year	3.00%	3.00%	3.00%	3.00%	3.00%	0.00%
ASSUMPTIONS						
Interest Rate/Terms						
Utility Cost/gal.						
Depreciation Schedule						
Other						

PROJECTED SOURCES AND USES OF CASH STATEMENTS

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
SOURCES OF CASH						
Net Income	151,898.25	156,961.52	162,163.20	167,507.24	172,997.72	
Depreciation (If Funded)						
Loan Proceeds	96,859.26	78,261.97	56,956.91	32,549.84	4,589.09	
Other						
Total Sources	248,757.51	235,223.49	219,120.11	200,057.07	177,586.81	
USES OF CASH						
Net Loss	0.00	0.00	0.00	0.00	0.00	
Principle Portion of Pmts.	32,700.00	32,700.00	32,700.00	32,700.00	32,700.00	
Fixed Asset Purchase	50,000.00	0.00	23,000.00	16,000.00	0.00	
Reserve	11,000.00	16,000.00	10,000.00	14,000.00	19,000.00	
Other						
Total Uses	93,700.00	50,700.00	65,700.00	62,700.00	61,700.00	
NET CASH FLOW	155,057.51	184,523.49	153,420.11	137,357.07	125,886.81	
DEBT SERVICE COVERAGE						
Cash Available for Debt	38,300.00	38,300.00	38,300.00	38,300.00	38,300.00	
SERVICE (CADS)						
Net Income (Loss)	0.00	0.00	0.00	0.00	0.00	
Depreciation, or Reserve Interest	6,200.00	6,200.00	6,200.00	6,200.00	6,200.00	
Total	44,500.00	44,500.00	44,500.00	44,500.00	44,500.00	
REQUIRED DEBT SERVICE (RDS)						
Principle Plus Interest	38,300.00	38,300.00	38,300.00	38,300.00	38,300.00	
DEBT SERVICE COVERAGE RATIO						
CADS Divided by RDS	1.00	1.00	1.00	1.00	1.00	

Part F – TCEQ Public Water or Sewer System Information

☞ Please answer questions 17 through 22 on a different sheet for each physically Distinct system being transferred or acquired.

17. A. For Water Systems. TCEQ Public Water System Identification Number: 2 2 0 0 3 5 3

Date of last inspection: 12/09/2016

B. For Wastewater Systems:

-TCEQ Discharge Permit Number: W Q -
-Name of Permitee:
-Date of application to transfer Discharge Permit submitted:
-Date of application to transfer Discharge Permit approved by TCEQ:

18. A. Are any improvements required to meet TCEQ or PUC standards? [X] Yes [ ] No. If yes, please explain:

Crest Water is actively working to get Mustang Creek Estates out of TCEQ Enforcement. The most recent letter from TCEQ regarding Mustang Creek Enforcement is attached. See Exhibit VIII.

B. Is there a moratorium on new connections? [ ] Yes [X] No. If yes, please explain:

C. Provide details of each required major capital improvement to correct the deficiencies and meet the TCEQ or PUC standards (attach additional sheets if necessary):

Description of the Required Improvement	Schedule to Complete	Estimated Cost
See Exhibit VIII	7/1/2018	$ 1,000.00

19. Does the system being transferred operate within the city limits of a municipality or within district boundaries? [ ] Yes [X] No

If yes, indicate the number of customers within the city limits or district boundaries:
Water Sewer

☞ Attach copy of franchise agreement or consent letter from the city or district.

20. Do you currently purchase water or sewer treatment capacity from another source? [ ] Yes [X] No
[ ] Water [ ] Sewer Purchased on a [ ] Regular [ ] Seasonal [ ] Emergency Basis

- Source: % of total supply: 0.00%

21. List the number of existing connections to be effected by this transaction.

Water				Sewer	
	-Non Metered		-2"meter	-Residential Connection	
79	-5/8" or 3/4" meter		-3" meter	-Commercial Connection	
	-1" meter		-4" meter	-Industrial Connection	
	-1 1/2" meter		-Other	-Other	
	Total Water Connections:	79		Total Sewer Connections	

20. Has the system reached 85% of its capacity based on TCEQ's minimum requirements? [X] Yes [ ] No
If yes, please explain what steps are being taken to address the capacity issues:

Currently the Mustang Creek Estates PWS serves 79 of 91 total connections. The system has the capability to produce 40 GPM while the requirement for the current capacity is 47.4 GPM. This is approximately 119% total capacity. Upon approval of the transfer by the PUC, Crest Water Company proposed to drill a new well to be able to supply water to all 91 connections and meet TCEQ minimum standards.

23. List the name, class, and license number of the operator(s) that will be responsible for the system:

Name	Class	License#
James A. Dyche	B	WG0001237
Charles Evans	B	WG0002789
David E. Crane	C	WG0011109
Terry Barber	C	WG0011109

24. Attach the following maps with each copy of the application:
a. One small scale map clearly showing affected service area with enough detail to accurately locate the area if the application is for the transfer of all or a portion of a CCN.
b. One large scale map showing the proposed service area boundaries being sold, transferred, or merged and, if available, the existing and proposed facilities. Color coding should be used to differentiate existing from proposed facilities. Facilities and service area boundaries should be shown with such exactness that they can be located on the ground. If transferring area not currently in a CCN or a portion of an existing CCN area please attach the following hard copy maps with each copy of the application:
1. A general location map delineating the proposed service area with enough detail to accurately locate the proposed area within the county.
2. A map showing only the proposed area by:
i. metes and bounds survey certified by a licensed state or registered professional land surveyor; or
ii. projectable digital data with metadata (proposed areas should be in a single record and clearly labeled, data disk should be included); or
iii. following verifiable natural and man-made landmarks, or
iv. a copy of recorded plat map with metes and bounds.
3. A written description of the proposed service area.

(4) Existing public utility easements for all water lines and mains and piping in the Water System.

ARTICLE 3
BUYER'S CONSIDERATION TO SELLER

(1) BUYER will pay SELLER fifty thousand dollars ($50,000.00) at closing of sale which shall occur within sixty (60) days of TCEQ/PUC approval of the transfer of the Mustang Creek Estates Water System to Crest Water.

BUYER will operate the SYSTEM according to TCEQ/PUC rules until TCEQ/PUC approves the transfer of the System to Crest Water and the ensuing closing occurs or until the expiration of one year, whichever occurs first.

(2) BUYER will pay all costs involved in permitting, constructing, testing, and placing into public service any additional, future TECQ/PUC approved water wells and associated production, storage, and treatment facilities necessary to provide continuous and adequate water utility service to the Service Area.

(3) BUYER shall prepare and prosecute, at its expense, the application for TCEQ/PUC approval of this sale. Each party shall bear the cost of their own attorneys, engineers, accountants, consultants, or other agents in obtaining such state approval.

(4) BUYER shall pay all surveying costs associated with this transaction.

(5) BUYER shall pay all property taxes from the day of closing.

ARTICLE 4
TITLE INSURANCE/CLOSING/FORT WORTH AGREEMENT

(1) SELLER will not be required to furnish BUYER with an Owner's Policy of Title Insurance. However, the property to be conveyed in fee shall be conveyed by General Warranty Deed without liens or encumbrances of any kind on any portion of the Water System. If SELLER cannot furnish BUYER with an Owner's Policy of Title Insurance or cannot convey this property by General Warranty Deed without liens or encumbrances of any kind on any portion of the Water System then BUYER and SELLER may negotiate a settlement to transfer the Water System to BUYER which may include agreements with those parties who do hold titles or interests in the Water System, reduction or elimination of $50,000.00 purchase price, or other stipulations to facilitate the transfer.

Sellers warrants that it has good, clear and marketable title to all assets (real and personal) to be conveyed hereunder. This warranty shall survive closing and shall not be subject to any limitations otherwise provided by law.

TECHNOLOGY
Log In
Trending: Water Supply Technology

4 JULY 2018 NEWS

Aqua America to acquire Cheltenham Township's wastewater system

Aqua America's Pennsylvania subsidiary has signed an agreement to acquire Cheltenham Township's wastewater system for $50.25m.

This wastewater system currently serves around 10,500 connections in Montgomery County.

The deal must be approved by the Pennsylvania Public Utility Commission.

This deal will be Aqua Pennsylvania's fourth acquisition application referred to the Pennsylvania PUC after the enactment of Act 12 in 2017.

The Pennsylvania subsidiary has asset purchase agreements with New Garden Township wastewater system, which has 2,100 customers, in Chester County and the Limerick Township wastewater system, which has 5,400 customers, in Montgomery County.

Furthermore, the firm signed an agreement with East Bradford Township in Chester County last December to acquire its 1,200-customer wastewater collection system.

Aqua provides water service to East Bradford just as it does with Cheltenham.

These four systems total over 19,000 wastewater connections. It will almost double Aqua Pennsylvania's existing 22,000-customer wastewater operation.

The Act 12 encourages consolidation of the fragmented industry to benefit customers, the environment and local governments. This deal is expected to benefit customers as it would leverage

compliance expertise, purchasing power gained through economies of scale and operational efficiencies.

Aqua America chairman and CEO Christopher Franklin said: "We are pleased with the momentum we are gaining to reach agreements with municipal systems.

"Act 12 is having its intended impact, allowing municipalities to be compensated for the fair value of their water and wastewater assets and enabling utility professionals to bring expertise to systems in need."

Aqua Pennsylvania president Marc Lucca said: "As with our pending agreements with New Garden, East Bradford and Limerick, the Aqua Pennsylvania team is looking forward to assuming Cheltenham's sewer utility responsibilities so the township can direct its attention and capital to other priorities.

"We are anxious to begin the work necessary to help the township meet the requirements of an outstanding Pennsylvania Department of Environmental Protection consent order, specifically related to inflow and infiltration issues there."

Aqua has plans to invest almost $50m over the next decade to improve Cheltenham's wastewater system.

Aqua America is a publicly traded water utility, serving almost three million people in the US states of Pennsylvania, Ohio, Texas, New Jersey, Indiana, North Carolina, Illinois and Virginia.

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Aqua Illinois Completes Village of Manteno Wastewater System Acquisition

July 5, 2018

Aqua to provide lower wastewater rates, commits $7.5 million for capital investments

BRYN MAWR, Pa. & MANTENO, Ill.– Aqua America Inc. (NYSE: WTR) and the Village of Manteno, Illinois announced today they have completed the acquisition of the village's wastewater system, which serves more than 9,000 people through approximately 3,800 wastewater connections. Under the agreement, approved by the Illinois Commerce Commission May 31, Aqua Illinois purchased the system for $25 million.

Aqua has committed to investing more than $7.5 million in wastewater system upgrades over the next ten years to continue enhancements already initiated by the village. The company is also planning other future investments to improve reliability, ensure adequate capacity for growth, and protect receiving streams through new and innovative treatment techniques.

"Aqua Illinois is happy to be able to provide the residents and businesses of Manteno with quality wastewater services, reasonable rates and excellent customer service," said Craig Blanchette, president of Aqua Illinois. "We have provided our award-winning water service to the village since 2007, and our company has been providing water and wastewater utility service throughout Illinois for more than 130 years, serving more than 250,000 people in 13 counties throughout the state. Our staff has extensive industry experience, and we look forward to serving Manteno for decades to come."

Aqua America Chairman and CEO Christopher Franklin noted the continued opportunity he sees in the municipal market.

"We are excited by the momentum we are gaining in reaching agreements with municipal systems," said Franklin. "This purchase is all part of Aqua's efforts to do our part to strengthen infrastructure for communities in the states we serve, which means improved compliance, service and environmental stewardship for generations to come."

In addition, Manteno Mayor Tim Nugent outlined several benefits to the sale.

"We are very happy to continue to work with Aqua. The sale of our wastewater system allows the village to reduce costs to our homeowners and still maintain the sale proceeds in an investment account," said Nugent. "Our citizens will see an immediate, positive impact on their monthly expenses, as the village eliminates each resident's garbage collection fee of $16.55 per month for the coming year. This will save each homeowner almost $200 per year this year and more in the years to come as garbage rates rise. This transaction locks in Manteno's stable financial future for generations."

Aqua Illinois provides water and wastewater service to approximately 250,000 people in 13 counties.

Including the Village of Manteno, Aqua America has five fair market value asset purchase agreements in place. Other agreements are with Cheltenham, East Bradford, Limerick and New Garden townships in Pennsylvania. A settlement agreement with Limerick is before the Pennsylvania Public Utility Commission, and the New Garden commission order is on appeal to Pennsylvania Commonwealth Court. When it completes these acquisitions, the company will welcome approximately 23,000 new customer connections to the Aqua family.

About Aqua

Aqua America is one of the largest U.S.-based, publicly traded water utilities and serves nearly 3 million people in Pennsylvania, Ohio, North Carolina, Illinois, Texas, New Jersey, Indiana and Virginia. Aqua America is listed on the New York Stock Exchange under the ticker symbol WTR. Visit AquaAmerica.com (http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.aquaamerica.com%2F&esheet=51832720&newsitemid=20180705005561&lan=en-US&anchor=AquaAmerica.com&index=1&md5=3913bb83f82f6f32e77bab512d7f1aeb) for more information, or follow Aqua on Facebook at facebook.com/MyAquaAmerica and on Twitter at @MyAquaAmerica.

Forward-looking statement

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, among others: the company's ability to invest capital in the system over the next ten years. There are important factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements including: general economic business conditions; the company's ability to fund needed infrastructure; changes in regulations or regulatory treatment; availability and access to capital; the cost of capital; disruptions in the credit markets; and other factors discussed in our Annual Report on Form 10-K and our Quarterly Report on Form 10-Q, which are filed with the Securities and Exchange Commission. For more information regarding risks and uncertainties associated with Aqua America's business, please refer to Aqua America's annual, quarterly and other SEC filings. Aqua America is not under any obligation—and expressly disclaims any such obligation—to update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

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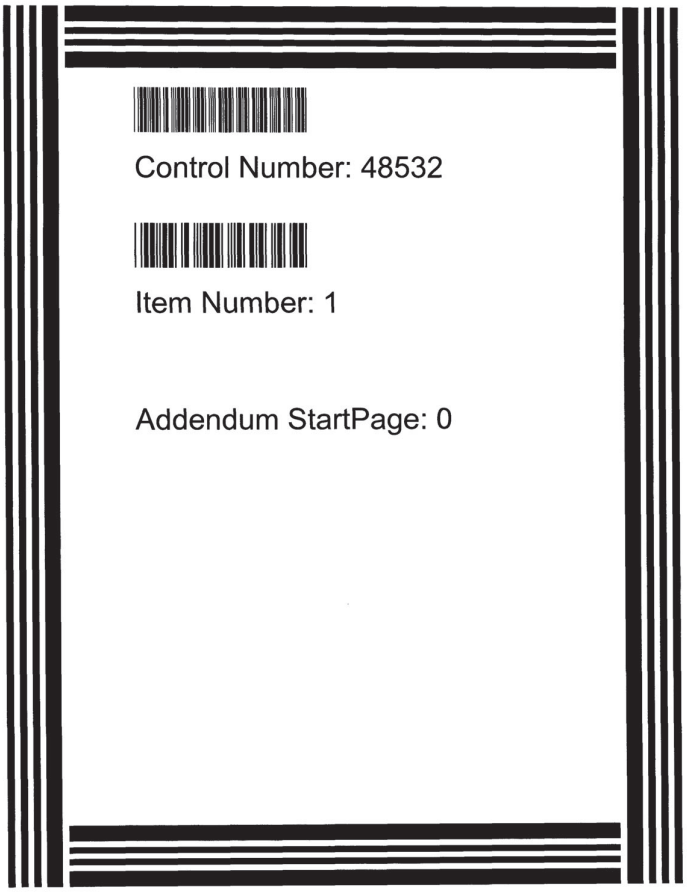

48532

Application for Sale, Transfer, or Merger of a Retail Public Utility

Pursuant to Texas Water Code § 13.301 and 16 Texas Administrative Code § 24.109

Sale, Transfer, or Merger (STM) Application Instructions

I. **COMPLETE**: In order for the Commission to find the application sufficient for filing, the Applicant should:
   i. Provide an answer to every question and submit any required attachment applicable to the STM request (i.e., agreements or contracts).
   ii. Use attachments or additional pages to answer questions as necessary. If you use attachments or additional pages, reference their inclusion in the form.
   iii. Provide all mapping information as detailed in Part G: Mapping & Affidavits.

II. **FILE**: Seven (7) copies of the completed application with numbered attachments. One copy should be filed with no permanent binding, staples, tabs, or separators; and 7 copies of the portable electronic storage medium containing the digital mapping data.
   i. ***SEND TO***: Public Utility Commission of Texas, Attention: Filing Clerk, 1701 N. Congress Avenue, P.O. Box 13326, Austin, Texas 78711-3326 (NOTE: Electronic documents may be sent in advance of the paper copy, however they will not be processed and added to the Commission's on-line Interchange until the paper copy is received and file-stamped in Central Records).

III. The application will be assigned a docket number, and an administrative law judge (ALJ) will issue an order requiring Commission Staff to file a recommendation on whether the application is sufficient. The ALJ will issue an order after Staff's recommendation has been filed:
   i. ***DEFICIENT*** *(Administratively Incomplete)*: Applicants will be ordered to provide information to cure the deficiencies by a certain date, usually 30 days from ALJ's order. ***Application is not accepted for filing.***
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IV. Once the Applicants issue notice, a copy of the actual notice sent and an affidavit attesting to notice should be filed in the docket assigned to the application. Recipients of notice may request a hearing on the merits.
   HEARING ON THE MERITS: An affected party may request a hearing within 30 days of notice. In this event, the application may be referred to the State Office of Administrative Hearings (SOAH) to complete this request.

V. **TRANSACTION TO PROCEED**: at any time following the provision of notice, or prior to 120 days from the last date that proper notice was given, Commission Staff will file a recommendation for the transaction to proceed as proposed or recommend that the STM be referred to SOAH for further investigation. The Applicants will be required to file an update in the docket to the ALJ every 30 days following the approval of the transaction. The transaction must be completed within six (6) months from the ALJ's order (Note: The Applicants may request an extension to the 6 month provision for good cause).

VI. **FILE**: Seven (7) copies of completed transaction documents and documentation addressing the transfer or disposition of any outstanding deposits. After receiving all required documents from the Applicants, the application will be granted a procedural schedule for final processing. The Applicants are requested to consent in writing to the proposed maps and certificates, or tariff if applicable.

VII. **FINAL ORDER:** The ALJ will issue a final order issuing or amending the applicable CCNs.

FAQ:	Terms
Who can use this form? Any retail public utility that provides water or wastewater service in Texas. ***Who is required to use this form***? A retail public utility that is an investor owned utility (IOU) or a water supply corporation (WSC) prior to any STM of a water or sewer system, or utility, or prior to the transfer of a portion of a certificated service area.	***Transferor:*** Seller ***Transferee:*** Purchaser ***CCN:*** Certificate of Convenience and Necessity ***STM***: Sale, Transfer, or Merger ***IOU***: Investor Owned Utility

FILED
2018 JUN 18 PM 1:36
PUBLIC UTILITY COMMISSION
FILING CLERK

Application Summary

Transferor: J & S Water Company, LLC. *(selling entity)*
CCN No.s: 12085 & 20658
☐ Sale ☒ Transfer ☐ Merger ☐ Consolidation ☐ Lease/Rental

Transferee: Nero Suplly, LLC *(acquiring entity)*
CCN No.s: 12252 & 20366
☐ Water ☐ Sewer ☐ All CCN ☒ Portion CCN ☐ Facilities transfer

County(ies): Harris, Chambers & Liberty

Table of Contents

Sale, Transfer, or Merger (STM) Application Instructions 1
Part A: General Information 3
Part B: Transferor Information 3
Part C: Transferee Information 4
Part D: Proposed Transaction Details 6
Part E: CCN Obtain or Amend Criteria Considerations 8
Part F: TCEQ Public Water System or Sewer (Wastewater) Information 9
Part G: Mapping & Affidavits 10
Part H: Notice Information 12
Appendix A: Historical Financial Information (Balance Sheet and Income Schedule) 15
Appendix B: Projected Information 18

Please mark the items included in this filing

☒	Contract, Lease, Purchase, or Sale Agreement	Part A: Question 1
☒	Tariff including Rate Schedule	Part B: Question 4
☒	List of Customer Deposits	Part B: Question 5
☐	Partnership Agreement	Part C: Question 7
☐	Articles of Incorporation and By-Laws (WSC)	Part C: Question 7
☐	Certificate of Account Status	Part C: Question 7
☐	Financial Audit	Part C: Question 10
☒	Application Attachment A & B	Part C: Question 10
☐	Disclosure of Affiliated Interests	Part C: Question 10
☐	Capital Improvement Plan	Part C: Question 10
☒	List of Assets to be Transferred	Part D: 11.B
☐	Developer Contribution Contracts or Agreements	Part D: 11.D
☒	Enforcement Action Correspondence	Part E: Question 18 (Part D: Q12)
☐	TCEQ Compliance Correspondence	Part F: Question 22
☐	TCEQ Engineering Approvals	Part F: Question 24
☐	Purchased Water Supply or Treatment Agreement	Part F: Question 26
☒	Detailed (large scale) Map	Part G: Question 29
☒	General Location (small scale) Map	Part G: Question 29
☐	Digital Mapping Data	Part G: Question 29
☒	Signed & Notarized Oath	Page 13-14

Part A: General Information

1. Describe the proposed transaction, including the effect on all CCNs involved, and provide details on the existing or expected land use in the area affected by the proposed transaction. Attach all supporting documentation, such as a contract, a lease, or proposed purchase agreements:

The purpose of this transaction is for Nerro Supply, LLC to purchase portions of the water and sewer assets of J&S Water Company, LLC. and to add these transferred service areas to its water and sewer Certificates of Convenience and Necessity. This application is only for the sale and transfer of the existing water and sewer service areas of the transferred systems. No additional service area is being requested nor is any service area being amended as a part of this application. The existing water and sewer systems being purchased and transferred are Maple Leaf Gardens PWS #1011493 & WQ12342-001,Oakland Village PWS #1010049 and Woodland Acres PWS #0360027 & WQ11720-001.(See Attached Purchase and Sale Agreement between the Parties)

2. The proposed transaction will require (check all applicable):

For **Transferee** (Purchaser) CCN:	For **Transferor** (Seller) CCN:
☐ Obtaining a NEW CCN for Purchaser	☐ Cancellation of Seller's CCN
☐ Transfer all CCN into Purchaser's CCN (Merger)	☒ Transfer of a Portion of Seller's CCN to Purchaser
☒ Transfer Portion of CCN into Purchaser's CCN	☐ Only Transfer of Facilities, No CCN or Customers
☐ Transfer all CCN to Purchaser and retain Seller CCN	☐ Only Transfer of Customers, No CCN or Facilities
☐ Uncertificated area added to Purchaser's CCN	☐ Only Transfer CCN Area, No Customers or Facilities

Part B: Transferor Information

Questions 3 through 5 apply only to the *transferor* (current service provider or seller)

3. A. Name: J & S Water Company, LLC
(individual, corporation, or other legal entity)
☐ Individual ☒ Corporation ☐ WSC ☐ Other:

B. Mailing Address: 8010 Thompson Road, Highlands, Texas 77562

Phone: (281) 590-4359 Email: jswaterco@yahoo.com

C. Contact Person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Jerry Nowling Title: Director

Mailing Address: 8010 Thompson Road, Highlands, Texas 77562

Phone: (281) 590-4359 Email: jswaterco@yahoo.com

4. If the utility to be transferred is an Investor Owned Utility (IOU), for the most recent rate change, attach a copy of the current tariff and complete A through B: (See Attached Water & Sewer Tariffs)

A. Effective date for most recent rates: February 1, 2017

B. Was notice of this increase provided to the Public Utility Commission of Texas (Commission) or a predecessor regulatory authority?

☐ No ☒ Yes Application or Docket Number: 46438

If the transferor is a Water Supply or Sewer Service Corporation, provide a copy of the current tariff.

5. For the customers that will be transferred following the approval of the proposed transaction, check all that apply:

☐ There are *no* customers that will be transferred (See Attached List of Customer Deposits)

☐ # of customers without deposits held by the transferor 130

☒ # of customers with deposits held by the transferor* 423

*Attach a list of all customers affected by the proposed transaction that have deposits held, and include a customer indicator (name or account number), date of each deposit, amount of each deposit, and any unpaid interest on each deposit.

Part C: Transferee Information

Questions 6 through 10 apply only to the *transferee* (purchaser or proposed service provider)

6. A. Name: Nerro Supply, LLC
(individual, corporation, or other legal entity)
☐ Individual ☒ Corporation ☐ WSC ☐ Other:

B. Mailing Address: P.O. Box 691008, Houston, TX 77269

Phone: (281) 355-1312 Email: customerservice@gulfutility.net

C. Contact Person. Provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Chuck Peterson Title: Manager

Address: P.O. Box 691008, Houston, TX 77269

Phone: (281) 355-1312 Email: chuck@gulfutility.net

D. If the transferee is someone other than a municipality, is the transferee current on the Regulatory Assessment Fees (RAF) with the Texas Commission on Environmental Quality (TCEQ)?

☐ No ☒ Yes ☐ N/A

E. If the transferee is an IOU, is the transferee current on the Annual Report filings with the Commission?

☐ No ☒ Yes ☐ N/A

7. The legal status of the transferee is:

☐ Individual or sole proprietorship

☐ Partnership or limited partnership (*attach* Partnership agreement)

☒ Corporation
Charter number (as recorded with the Texas Secretary of State): 32043563207

☐ Non-profit, member-owned, member controlled Cooperative Corporation [Article 1434(a) Water Supply or Sewer Service Corporation, incorporated under TWC Chapter 67]
Charter number (as recorded with the Texas Secretary of State):
☐ Articles of Incorporation and By-Laws established (*attach*)

☐ Municipally-owned utility

☐ District (MUD, SUD, WCID, FWSD, etc.)

☐ County

☐ Affected County (a county to which Subchapter B, Chapter 232, Local Government Code, applies)

☐ Other (please explain):

8. If the transferee operates under any d/b/a, provide the name below:

Name: N/A

9. If the transferee's legal status is anything other than an individual, provide the following information regarding the officers, members, or partners of the legal entity applying for the transfer:

Name: Charlie Castper
Position: Manager Ownership % (if applicable): 50.00%
Address: P.O. Box 1629 Spring, TX 77383
Phone: Email:

Name: Gregory Pappas
Position: Manager Ownership % (if applicable): 50.00%
Address: 718 Westcott Street Houston, TX 77007
Phone: Email:

Name:
Position: Ownership % (if applicable): 0.00%
Address:
Phone: Email:

Name:
Position: Ownership % (if applicable): 0.00%
Address:
Phone: Email:

10. **Financial Information**

The transferee Applicant must provide accounting information typically included within a balance sheet, income statement, and statement of cash flows. If the Applicant is an existing retail public utility, this must include historical financial information and projected financial information. However, projected financial information is only required if the Applicant proposes new service connections and new investment in plant, or if requested by Staff. If the Applicant is a new market entrant and does not have its own historical balance sheet, income statement, and statement of cash flows information, then the Applicant should establish a five-year projection taking the historical information of the transferor Applicant into consideration when establishing the projections.

Historical Financial Information may be shown by providing any combination of the following that includes necessary information found in a balance sheet, income statement, and statement of cash flows:

1. Completed Appendix A;
2. Documentation that includes all of the information required in Appendix A in a concise format; or
3. Audited financial statements issued within 18 months of the application filing date. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Projected Financial Information may be shown by providing any of the following:

1. Completed Appendix B;
2. Documentation that includes all of the information required in Appendix B in a concise format;
3. A detailed budget or capital improvement plan, which indicates sources and uses of funds required, including improvements to the system being transferred; or
4. A recent budget and capital improvements plan that includes information needed for analysis of the operations test (16 Tex. Admin. Code § 24.11(e)(3)) for the system being transferred and any operations combined with the system. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Part D: Proposed Transaction Details

11. A. Proposed Purchase Price: $ 1,485,000.00

If the transferee Applicant is an investor owned utility (IOU) provide answers to B through D.

B. Transferee has a copy of an inventory list of assets to be transferred (*attach*): (See Attached Assets List)

☐ No ☒ Yes ☐ N/A

Total Original Cost of Plant in Service: $ 1,317,280.00

Accumulated Depreciation: $ 833,368.00

Net Book Value: $ 483,912.00

C. **Customer contributions in aid of construction (CIAC):** Have the customers been billed for any surcharges approved by the Commission or TCEQ to fund any assets currently used and useful in providing utility service? Identify which assets were funded, or are being funded, by surcharges on the list of assets.

☒ No ☐ Yes

Total Customer CIAC: $
Accumulated Amortization: $

D. **Developer CIAC:** Did the transferor receive any developer contributions to pay for the assets proposed to be transferred in this application? If so, identify which assets were funded by developer contributions on the list of assets and provide any applicable developer agreements.

☒ No ☐ Yes

Total developer CIAC: $
Accumulated Amortization: $

12. A. Are any improvements or construction required to meet the minimum requirements of the TCEQ or Commission and to ensure continuous and adequate service to the requested area to be transferred plus any area currently certificated to the transferee Applicant? Attach supporting documentation and any necessary TCEQ approvals, if applicable.

☒ No ☐ Yes

B. If yes, describe the source and availability of funds and provide an estimated timeline for the construction of any planned or required improvements:

N/A

13. Provide any other information concerning the nature of the transaction you believe should be given consideration:

None

14. Complete the following proposed entries (listed below) as shown in the books of the Transferee (purchaser) after the acquisition. Debits (positive numbers) should equal credits (negative numbers) so that all line items added together equal zero. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations:

Utility Plant in Service:	$ 1,317,280.00
Accumulated Depreciation of Plant:	$ 833,368.00
Cash:	$ 594,000.00
Notes Payable:	$ 891,000.00
Mortgage Payable:	$ 0.00
(Proposed) Acquisition Adjustment*:	$ 0.00

*Acquisition Adjustments will be subject to review under 16 TAC § 24.31(d) and (e)

Other (NARUC account name & No.): None

Other (NARUC account name & No.): None

15. **A.** Explain any proposed billing change (NOTE: If the acquiring entity is an IOU, the IOU may not change the rates charged to the customers through this STM application. Rates can only be changed through the approval of a rate change application.)

No customer's rates will be changed by this application.

B. If transferee is an IOU, state whether or not the transferee intends to file with the Commission, or an applicable municipal regulatory authority, an application to change rates for some or all of its customers as a result of the transaction within the next twelve months. If so, provide details below:

No change in rates will occur within the next twelve months as a results of this application.

Part E: CCN Obtain or Amend Criteria Considerations

16. Describe, in detail, the anticipated impact or changes in the quality of retail public utility service in the requested area as a result of the proposed transaction:

The quality of utility service will increase as the applicant will operate these water and sewer systems after the sale of the utility through its operating company, Gulf Utility Services which operates other utilities systems located in the region and will be able to response quickly to emergencies.

17. Describe the transferee's experience and qualifications in providing continuous and adequate service. This should include, but is not limited to: other CCN numbers, water and wastewater systems details, and any corresponding compliance history for all operations.

The applicant owns and operates a number of water and sewer utilities systems in the region. The applicant will maintain these systems in compliance with the rules and regulations of the PUC and TCEQ, as well as federal and local laws, rules and regulations.

18. Has the transferee been under an enforcement action by the Commission, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG), or the Environmental Protection Agency (EPA) in the past five (5) years for non-compliance with rules, orders, or state statutes? Attach copies of any correspondence with the applicable regulatory agency(ies) (See Attached correspondence regarding enforcement actions)

☐ No ☒ Yes

19. Explain how the environmental integrity or the land will be impacted or disrupted as a result of the proposed transaction:

The service area affected by this transaction will continue to receive water and sewer service from Nerro. This eliminates the need for land owners to use individual wells and septic systems. Thus, protecting the environment in the area from potential sources of contamination and encouraging rationalization of water and sewer service.

20. How will the proposed transaction serve the public interest?

This transaction will be in the well-being and welfare of the public as the utility will be able to provide continuous and adquate water and sewer service to the customers of the affected systems.

21. List all neighboring water or sewer utilities, cities, districts (including ground water conservation districts), counties, or other political subdivisions (including river authorities) providing the same service within two (2) miles from the outer boundary of the requested area affected by the proposed transaction:

(See Attached List of neighboring utilities within 2 miles)

Part F: TCEQ Public Water System or Sewer (Wastewater) Information

Complete Part F for EACH Public Water or Sewer system to be transferred subject to approval of the transaction. Attach a separate sheet with this information if you need more space for additional systems being transferred.

22. **A.** For Public Water System (PWS):

TCEQ PWS Identification Number: 1011493, 1010049 & 0360027 (7 digit ID)

Name of PWS: Maple Leaf Gardens, Oakland Village & Woodland Acres

Date of last TCEQ compliance inspection: See Enforcement Actions (attach TCEQ letter)

Subdivisions served: Maple Leaf Gardens and Windfern Meadows

B. For Sewer service: WQ 11720 - 001 &

TCEQ Water Quality (WQ) Discharge Permit Number: WQ 12342 - 001 (8 digit ID)

Name of Wastewater Facility: Maple Leaf Gardens & Woodland Acres

Name of Permitee:

Date of last TCEQ compliance inspection: See Enforcement Actions (attach TCEQ letter)

Subdivisions served: Maple Leaf Gardens and Windfern Meadows

Date of application to transfer permit *submitted* to TCEQ: July 18, 2018

23. List the number of *existing* connections, by meter/connection type, to be affected by the proposed transaction:

Water				Sewer	
	Non-metered	2	2"	332	Residential
546	5/8" or 3/4"		3"	1	Commercial
5	1"		4"		Industrial
	1 ½"		Other		Other
	Total Water Connections:	553		Total Sewer Connections:	333

24. **A.** Are any improvements required to meet TCEQ or Commission standards?

☒ No ☐ Yes

B. Provide details on each required major capital improvement necessary to correct deficiencies to meet the TCEQ or Commission standards (attach any engineering reports or TCEQ approval letters):

Description of the Capital Improvement:	Estimated Completion Date:	Estimated Cost:

C. Is there a moratorium on new connections?

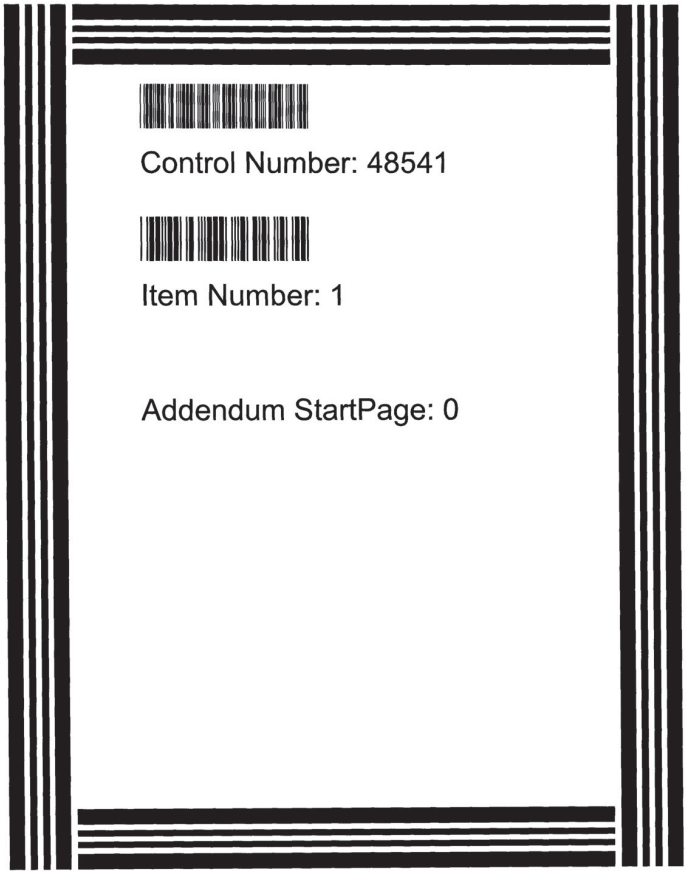
☒ No ☐ Yes:

25. Does the system being transferred operate within the corporate boundaries of a municipality?

☐ No ☒ Yes: City of Old River - Winfree *(name of municipality)*

If yes, indicate the number of customers within the municipal boundary.

Water: 5 Sewer: 5



48541

Application for Sale, Transfer, or Merger of a Retail Public Utility

2018 JUL 24 AM 10:58

Pursuant to Texas Water Code § 13.301 and 16 Texas Administrative Code § 24.109

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   HEARING ON THE MERITS: An affected party may request a hearing within 30 days of notice. In this event, the application may be referred to the State Office of Administrative Hearings (SOAH) to complete this request.

V. **TRANSACTION TO PROCEED**: at any time following the provision of notice, or prior to 120 days from the last date that proper notice was given, Commission Staff will file a recommendation for the transaction to proceed as proposed or recommend that the STM be referred to SOAH for further investigation. The Applicants will be required to file an update in the docket to the ALJ every 30 days following the approval of the transaction. The transaction must be completed within six (6) months from the ALJ's order (Note: The Applicants may request an extension to the 6 month provision for good cause).

VI. **FILE**: Seven (7) copies of completed transaction documents and documentation addressing the transfer or disposition of any outstanding deposits. After receiving all required documents from the Applicants, the application will be granted a procedural schedule for final processing. The Applicants are requested to consent in writing to the proposed maps and certificates, or tariff if applicable.

VII. **FINAL ORDER:** The ALJ will issue a final order issuing or amending the applicable CCNs.

FAQ:

Who can use this form?

Any retail public utility that provides water or wastewater service in Texas.

Who is required to use this form?

A retail public utility that is an investor owned utility (IOU) or a water supply corporation (WSC) prior to any STM of a water or sewer system, or utility, or prior to the transfer of a portion of a certificated service area.

Terms

Transferor: Seller
Transferee: Purchaser
CCN: Certificate of Convenience and Necessity
STM: Sale, Transfer, or Merger
IOU: Investor Owned Utility

Application Summary

Transferor: Summit Ridge, LLC.
(selling entity)
CCN No.s: 13264

☒ Sale ☐ Transfer ☐ Merger ☐ Consolidation ☐ Lease/Rental

Transferee: Bandera East Utility, LP.
(acquiring entity)
CCN No.s: 13118

☐ Water ☐ Sewer ☒ All CCN ☐ Portion CCN ☐ Facilities transfer

County(ies): Medina

Table of Contents

Sale, Transfer, or Merger (STM) Application Instructions 1
Part A: General Information 3
Part B: Transferor Information 3
Part C: Transferee Information 4
Part D: Proposed Transaction Details 6
Part E: CCN Obtain or Amend Criteria Considerations 8
Part F: TCEQ Public Water System or Sewer (Wastewater) Information 9
Part G: Mapping & Affidavits 10
Part H: Notice Information 12
Appendix A: Historical Financial Information (Balance Sheet and Income Schedule) 15
Appendix B: Projected Information 18

Please mark the items included in this filing

☒ Contract, Lease, Purchase, or Sale Agreement	Part A: Question 1
☒ Tariff including Rate Schedule	Part B: Question 4
☐ List of Customer Deposits	Part B: Question 5
☐ Partnership Agreement	Part C: Question 7
☐ Articles of Incorporation and By-Laws (WSC)	Part C: Question 7
☐ Certificate of Account Status	Part C: Question 7
☐ Financial Audit	Part C: Question 10
☐ Application Attachment A & B	Part C: Question 10
☐ Disclosure of Affiliated Interests	Part C: Question 10
☐ Capital Improvement Plan	Part C: Question 10
☒ List of Assets to be Transferred	Part D: 11.B
☐ Developer Contribution Contracts or Agreements	Part D: 11.D
☐ Enforcement Action Correspondence	Part E: Question 18 (Part D: Q12)
☐ TCEQ Compliance Correspondence	Part F: Question 22
☒ TCEQ Engineering Approvals	Part F: Question 24
☐ Purchased Water Supply or Treatment Agreement	Part F: Question 26
☒ Detailed (large scale) Map	Part G: Question 29
☒ General Location (small scale) Map	Part G: Question 29
☐ Digital Mapping Data	Part G: Question 29
☒ Signed & Notarized Oath	Page 13-14

Part A: General Information

1. Describe the proposed transaction, including the effect on all CCNs involved, and provide details on the existing or expected land use in the area affected by the proposed transaction. Attach all supporting documentation, such as a contract, a lease, or proposed purchase agreements:

The purpose of this transaction is for Bandera East Utility, LP. to purchase the water assets of Summit Ridge, LLC. and to add the transferred service area to its water Certificate of Convenience and Necessity. This application is only for the sale and transfer of the existing water sewer service area of the transferred system. No additional service area is being requested nor is any service area being amended as a part of this application. The existing water system being purchased and transferred is Summit Ridge PWS #1630048.(See Attached Offer to Purchase Agreement between the Parties)

2. The proposed transaction will require (check all applicable):

For **Transferee** (Purchaser) CCN:	For **Transferor** (Seller) CCN:
☐ Obtaining a NEW CCN for Purchaser	☒ Cancellation of Seller's CCN
☒ Transfer all CCN into Purchaser's CCN (Merger)	☐ Transfer of a Portion of Seller's CCN to Purchaser
☐ Transfer Portion of CCN into Purchaser's CCN	☐ Only Transfer of Facilities, No CCN or Customers
☐ Transfer all CCN to Purchaser and retain Seller CCN	☐ Only Transfer of Customers, No CCN or Facilities
☐ Uncertificated area added to Purchaser's CCN	☐ Only Transfer CCN Area, No Customers or Facilities

Part B: Transferor Information

Questions 3 through 5 apply only to the *transferor* (current service provider or seller)

3. A. Name: Summit Ridge, LLC
(individual, corporation, or other legal entity)
☐ Individual ☒ Corporation ☐ WSC ☐ Other:

B. Mailing Address: 110 River Crossing Blvd., Suite 1, Spring Branch Texas 78070

Phone: (830) 228-5263 Email: rbw@gwtxlaw.com

C. Contact Person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Randall B. Wilburn Title: Attorney

Mailing Address: 7000 N. Mopac Expressway, Suite 200, Austin,Texas 78731

Phone: (512) 535-1661 Email: rbw@gwtxlaw.com

4. If the utility to be transferred is an Investor Owned Utility (IOU), for the most recent rate change, attach a copy of the current tariff and complete A through B: (See Attached Water Tariff)

A. Effective date for most recent rates: June 25, 2018

B. Was notice of this increase provided to the Public Utility Commission of Texas (Commission) or a predecessor regulatory authority?

☐ No ☒ Yes Application or Docket Number: 47463

If the transferor is a Water Supply or Sewer Service Corporation, provide a copy of the current tariff.

5. For the customers that will be transferred following the approval of the proposed transaction, check all that apply:

☐ There are *no* customers that will be transferred

☒ # of customers without deposits held by the transferor 17

☐ # of customers with deposits held by the transferor* _____

*Attach a list of all customers affected by the proposed transaction that have deposits held, and include a customer indicator (name or account number), date of each deposit, amount of each deposit, and any unpaid interest on each deposit.

Part C: Transferee Information

Questions 6 through 10 apply only to the *transferee* (purchaser or proposed service provider)

6. A. Name: Bandera East Utility, LP.
(individual, corporation, or other legal entity)
☐ Individual ☒ Corporation ☐ WSC ☐ Other:

B. Mailing Address: P.O. Box 2501, Boerne, TX 78006

Phone: (830) 537-5755 Email: carla@kwutility.com

C. Contact Person. Provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Bret W Fenner, P E Title: Engineer

Address: 200 Harbor Circle, Georgetown, Texas 78633

Phone: (512) 264-9124 Email: bretfenner@yahoo.com

D. If the transferee is someone other than a municipality, is the transferee current on the Regulatory Assessment Fees (RAF) with the Texas Commission on Environmental Quality (TCEQ)?

☐ No ☒ Yes ☐ N/A

E. If the transferee is an IOU, is the transferee current on the Annual Report filings with the Commission?

☐ No ☒ Yes ☐ N/A

7. The legal status of the transferee is:

☐ Individual or sole proprietorship

☐ Partnership or limited partnership (*attach* Partnership agreement)

☒ Corporation
Charter number (as recorded with the Texas Secretary of State): 32051108010

☐ Non-profit, member-owned, member controlled Cooperative Corporation [Article 1434(a) Water Supply or Sewer Service Corporation, incorporated under TWC Chapter 67]
Charter number (as recorded with the Texas Secretary of State): _____
☐ Articles of Incorporation and By-Laws established (*attach*)

☐ Municipally-owned utility

☐ District (MUD, SUD, WCID, FWSD, etc.)

☐ County

☐ Affected County (a county to which Subchapter B, Chapter 232, Local Government Code, applies)

☐ Other (please explain): _____

8. If the transferee operates under any d/b/a, provide the name below:

Name: N/A

9. If the transferee's legal status is anything other than an individual, provide the following information regarding the officers, members, or partners of the legal entity applying for the transfer:

Name: John Mark Matkin
Position: Member — Ownership % (if applicable): 100.00%
Address: 8 Spencer Road, Suite 100, Boerne, Texas 78006
Phone: (830) 537-5755 — Email: johnmark@kwutility.com

Name:
Position: — Ownership % (if applicable): 0.00%
Address:
Phone: — Email:

Name:
Position: — Ownership % (if applicable): 0.00%
Address:
Phone: — Email:

Name:
Position: — Ownership % (if applicable): 0.00%
Address:
Phone: — Email:

10. **Financial Information**

The transferee Applicant must provide accounting information typically included within a balance sheet, income statement, and statement of cash flows. If the Applicant is an existing retail public utility, this must include historical financial information and projected financial information. However, projected financial information is only required if the Applicant proposes new service connections and new investment in plant, or if requested by Staff. If the Applicant is a new market entrant and does not have its own historical balance sheet, income statement, and statement of cash flows information, then the Applicant should establish a five-year projection taking the historical information of the transferor Applicant into consideration when establishing the projections.

Historical Financial Information may be shown by providing any combination of the following that includes necessary information found in a balance sheet, income statement, and statement of cash flows:

1. Completed Appendix A; (See Attached Historical Financial Statements)
2. Documentation that includes all of the information required in Appendix A in a concise format; or
3. Audited financial statements issued within 18 months of the application filing date. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Projected Financial Information may be shown by providing any of the following:

1. Completed Appendix B;
2. Documentation that includes all of the information required in Appendix B in a concise format;
3. A detailed budget or capital improvement plan, which indicates sources and uses of funds required, including improvements to the system being transferred; or
4. A recent budget and capital improvements plan that includes information needed for analysis of the operations test (16 Tex. Admin. Code § 24.11(e)(3)) for the system being transferred and any operations combined with the system. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Part D: Proposed Transaction Details

11. A. Proposed Purchase Price: $ 100,000.00

If the transferee Applicant is an investor owned utility (IOU) provide answers to B through D.

B. Transferee has a copy of an inventory list of assets to be transferred (*attach*):

☐ No ☒ Yes ☐ N/A

Total Original Cost of Plant in Service: $ 1,342,780.00
Accumulated Depreciation: $ 265,722.00
Net Book Value: $ 1,077,058.00

C. **Customer contributions in aid of construction (CIAC):** Have the customers been billed for any surcharges approved by the Commission or TCEQ to fund any assets currently used and useful in providing utility service? Identify which assets were funded, or are being funded, by surcharges on the list of assets.

☒ No ☐ Yes

Total Customer CIAC: $
Accumulated Amortization: $

D. **Developer CIAC:** Did the transferor receive any developer contributions to pay for the assets proposed to be transferred in this application? If so, identify which assets were funded by developer contributions on the list of assets and provide any applicable developer agreements.

☒ No ☐ Yes

Total developer CIAC: $
Accumulated Amortization: $

12. A. Are any improvements or construction required to meet the minimum requirements of the TCEQ or Commission and to ensure continuous and adequate service to the requested area to be transferred plus any area currently certificated to the transferee Applicant? Attach supporting documentation and any necessary TCEQ approvals, if applicable.

☒ No ☐ Yes

B. If yes, describe the source and availability of funds and provide an estimated timeline for the construction of any planned or required improvements:

N/A

13. Provide any other information concerning the nature of the transaction you believe should be given consideration:

None

14. Complete the following proposed entries (listed below) as shown in the books of the Transferee (purchaser) after the acquisition. Debits (positive numbers) should equal credits (negative numbers) so that all line items added together equal zero. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations:

Utility Plant in Service: $ 1,342,780.00
Accumulated Depreciation of Plant: $ 265,722.00
Cash: $ 0.00
Notes Payable: $ 0.00
Mortgage Payable: $ 0.00
(Proposed) Acquisition Adjustment*: $ 0.00
*Acquisition Adjustments will be subject to review under 16 TAC § 24.31(d) and (e)
Other (NARUC account name & No.):
Other (NARUC account name & No.):

15. A. Explain any proposed billing change (NOTE: If the acquiring entity is an IOU, the IOU may not change the rates charged to the customers through this STM application. Rates can only be changed through the approval of a rate change application.)

No customer's rates will be changed by this application.

B. If transferee is an IOU, state whether or not the transferee intends to file with the Commission, or an applicable municipal regulatory authority, an application to change rates for some or all of its customers as a result of the transaction within the next twelve months. If so, provide details below:

No change in rates will occur within the next twelve months as a results of this application.

Part E: CCN Obtain or Amend Criteria Considerations

16. Describe, in detail, the anticipated impact or changes in the quality of retail public utility service in the requested area as a result of the proposed transaction:

There will not be any significant impact on the quality of utility service, as the applicant will operate this water utility after the sale and transfer of the utility through its operating company, Kendall West Utility The applicant's operating company is located in the region and will be able to response quickly to emergencies.

17. Describe the transferee's experience and qualifications in providing continuous and adequate service. This should include, but is not limited to: other CCN numbers, water and wastewater systems details, and any corresponding compliance history for all operations.

The applicant owns and operates a number of water and sewer utilities systems in the region. The applicant will maintain these systems in compliance with the rules and regulations of the PUC and TCEQ, as well as federal and local laws, rules and regulations.

18. Has the transferee been under an enforcement action by the Commission, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG), or the Environmental Protection Agency (EPA) in the past five (5) years for non-compliance with rules, orders, or state statutes? Attach copies of any correspondence with the applicable regulatory agency(ies)

☒ No ☐ Yes

19. Explain how the environmental integrity or the land will be impacted or disrupted as a result of the proposed transaction:

The service area affected by this transaction will continue to receive water service from Bandera East Utility. This eliminates the need for land owners to use individual wells. Thus, protecting the environment in the area from potential sources of contamination and encouraging rationalization of water service.

20. How will the proposed transaction serve the public interest?

This transaction will be in the well-being and welfare of the public as the utility will be able to provide continuous and adquate water service to the customers of the affected systems.

21. List all neighboring water or sewer utilities, cities, districts (including ground water conservation districts), counties, or other political subdivisions (including river authorities) providing the same service within two (2) miles from the outer boundary of the requested area affected by the proposed transaction:

(See Attached List of neighboring utilities within 2 miles)

Part F: TCEQ Public Water System or Sewer (Wastewater) Information

Complete Part F for EACH Public Water or Sewer system to be transferred subject to approval of the transaction. Attach a separate sheet with this information if you need more space for additional systems being transferred.

22. A. For Public Water System (PWS):

TCEQ PWS Identification Number: 1630048 (7 digit ID)

Name of PWS: Summit Ridge

Date of last TCEQ compliance inspection: March 11, 2009 (attach TCEQ letter)

Subdivisions served: Summit Ridge

B. For Sewer service:

TCEQ Water Quality (WQ) Discharge Permit Number: WQ - (8 digit ID)

Name of Wastewater Facility:

Name of Permitee:

Date of last TCEQ compliance inspection: (attach TCEQ letter)

Subdivisions served:

Date of application to transfer permit *submitted* to TCEQ:

23. List the number of *existing* connections, by meter/connection type, to be affected by the proposed transaction:

Water				Sewer	
	Non-metered		2"		Residential
	5/8" or 3/4"	17	3"		Commercial
	1"		4"		Industrial
	1 ½"		Other		Other
	Total Water Connections:	17		Total Sewer Connections:	0

24. A. Are any improvements required to meet TCEQ or Commission standards?

☒ No ☐ Yes

B. Provide details on each required major capital improvement necessary to correct deficiencies to meet the TCEQ or Commission standards (attach any engineering reports or TCEQ approval letters):

Description of the Capital Improvement:	Estimated Completion Date:	Estimated Cost:

C. Is there a moratorium on new connections?

☒ No ☐ Yes:

25. Does the system being transferred operate within the corporate boundaries of a municipality?

☒ No ☐ Yes: _____ *(name of municipality)*

If yes, indicate the number of customers within the municipal boundary.

Water: _____ Sewer: _____

Control Number: 48543

Item Number: 1

Addendum StartPage: 0

COPY

Application for Sale, Transfer, or Merger of a Retail Public Utility

48543

Pursuant to Texas Water Code § 13.301 and 16 Texas Administrative Code § 24.109

Sale, Transfer, or Merger (STM) Application Instructions

I. **COMPLETE**: In order for the Commission to find the application sufficient for filing, the Applicant should:
   i. Provide an answer to every question and submit any required attachment applicable to the STM request (i.e., agreements or contracts).
   ii. Use attachments or additional pages to answer questions as necessary. If you use attachments or additional pages, reference their inclusion in the form.
   iii. Provide all mapping information as detailed in Part G: Mapping & Affidavits.

II. **FILE**: Seven (7) copies of the completed application with numbered attachments. One copy should be filed with no permanent binding, staples, tabs, or separators; and 7 copies of the portable electronic storage medium containing the digital mapping data.
   i. ***SEND TO***: Public Utility Commission of Texas, Attention: Filing Clerk, 1701 N. Congress Avenue, P.O. Box 13326, Austin, Texas 78711-3326 (NOTE: Electronic documents may be sent in advance of the paper copy, however they will not be processed and added to the Commission's on-line Interchange until the paper copy is received and file-stamped in Central Records).

III. The application will be assigned a docket number, and an administrative law judge (ALJ) will issue an order requiring Commission Staff to file a recommendation on whether the application is sufficient. The ALJ will issue an order after Staff's recommendation has been filed:
   i. ***DEFICIENT*** *(Administratively Incomplete)*: Applicants will be ordered to provide information to cure the deficiencies by a certain date, usually 30 days from ALJ's order. ***Application is not accepted for filing.***
   ii. ***SUFFICIENT*** *(Administratively Complete)*: Applicants will be ordered by the ALJ to give appropriate notice of the application using the notice prepared by Commission Staff. ***Application is accepted for filing.***

IV. Once the Applicants issue notice, a copy of the actual notice sent and an affidavit attesting to notice should be filed in the docket assigned to the application. Recipients of notice may request a hearing on the merits.
   HEARING ON THE MERITS: An affected party may request a hearing within 30 days of notice. In this event, the application may be referred to the State Office of Administrative Hearings (SOAH) to complete this request.

V. **TRANSACTION TO PROCEED**: at any time following the provision of notice, or prior to 120 days from the last date that proper notice was given, Commission Staff will file a recommendation for the transaction to proceed as proposed or recommend that the STM be referred to SOAH for further investigation. The Applicants will be required to file an update in the docket to the ALJ every 30 days following the approval of the transaction. The transaction must be completed within six (6) months from the ALJ's order (Note: The Applicants may request an extension to the 6 month provision for good cause).

VI. **FILE**: Seven (7) copies of completed transaction documents and documentation addressing the transfer or disposition of any outstanding deposits. After receiving all required documents from the Applicants, the application will be granted a procedural schedule for final processing. The Applicants are requested to consent in writing to the proposed maps and certificates, or tariff if applicable.

VII. **FINAL ORDER:** The ALJ will issue a final order issuing or amending the applicable CCNs.

FAQ:

Who can use this form?

Any retail public utility that provides water or wastewater service in Texas.

Who is required to use this form?

A retail public utility that is an investor owned utility (IOU) or a water supply corporation (WSC) prior to any STM of a water or sewer system, or utility, or prior to the transfer of a portion of a certificated service area.

Terms

Transferor: Seller

Transferee: Purchaser

CCN: Certificate of Convenience and Necessity

STM: Sale, Transfer, or Merger

IOU: Investor Owned Utility

Application Summary

Transferor: Chambers Meadow Estate Water Company *(selling entity)*

CCN No.s: 12459

☒ Sale ☐ Transfer ☐ Merger ☐ Consolidation ☐ Lease/Rental

Transferee: HILCO United Services, Inc. *(acquiring entity)*

CCN No.s: 12988

☐ Water ☐ Sewer ☒ All CCN ☐ Portion CCN ☐ Facilities transfer

County(ies): Ellis County

Table of Contents

Sale, Transfer, or Merger (STM) Application Instructions 1
Part A: General Information 3
Part B: Transferor Information 3
Part C: Transferee Information 4
Part D: Proposed Transaction Details 6
Part E: CCN Obtain or Amend Criteria Considerations 8
Part F: TCEQ Public Water System or Sewer (Wastewater) Information 9
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Please mark the items included in this filing

☒	Contract, Lease, Purchase, or Sale Agreement	Part A: Question 1
☒	Tariff including Rate Schedule	Part B: Question 4
☒	List of Customer Deposits	Part B: Question 5
☐	Partnership Agreement	Part C: Question 7
☐	Articles of Incorporation and By-Laws (WSC)	Part C: Question 7
☐	Certificate of Account Status	Part C: Question 7
☐	Financial Audit	Part C: Question 10
☒	Application Attachment A & B	Part C: Question 10
☐	Disclosure of Affiliated Interests	Part C: Question 10
☐	Capital Improvement Plan	Part C: Question 10
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☒	TCEQ Compliance Correspondence	Part F: Question 22
☐	TCEQ Engineering Approvals	Part F: Question 24
☐	Purchased Water Supply or Treatment Agreement	Part F: Question 26
☒	Detailed (large scale) Map	Part G: Question 29
☒	General Location (small scale) Map	Part G: Question 29
☐	Digital Mapping Data	Part G: Question 29
☒	Signed & Notarized Oath	Page 13-14

Part A: General Information

1. Describe the proposed transaction, including the effect on all CCNs involved, and provide details on the existing or expected land use in the area affected by the proposed transaction. Attach all supporting documentation, such as a contract, a lease, or proposed purchase agreements:

HILCO United Services, Inc. will acquire substantially all assets, both real and personal properties, of Chambers Meadow Estate Water Company, a privately-owned Texas water company in Italy, Ellis County, Texas. Buyer will not assume any of the seller's liabilities, but will merge the CCN of the seller into the buyer's CCN and cancel the seller's CCN. A copy of the purchase agreement is attached.

2. The proposed transaction will require (check all applicable):

For **Transferee** (Purchaser) CCN:	For **Transferor** (Seller) CCN:
☐ Obtaining a NEW CCN for Purchaser	☒ Cancellation of Seller's CCN
☒ Transfer all CCN into Purchaser's CCN (Merger)	☐ Transfer of a Portion of Seller's CCN to Purchaser
☐ Transfer Portion of CCN into Purchaser's CCN	☐ Only Transfer of Facilities, No CCN or Customers
☐ Transfer all CCN to Purchaser and retain Seller CCN	☐ Only Transfer of Customers, No CCN or Facilities
☐ Uncertificated area added to Purchaser's CCN	☐ Only Transfer CCN Area, No Customers or Facilities

Part B: Transferor Information

Questions 3 through 5 apply only to the *transferor* (current service provider or seller)

3. A. Name: Chambers Meadow Estate Water Company
(individual, corporation, or other legal entity)
☒ Individual ☐ Corporation ☐ WSC ☐ Other: _____

B. Mailing Address: 4793 FM 639, Frost, Texas 76641-3544

Phone: (254) 678-1129 Email: _____

C. Contact Person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Lynn Whitsitt Title: Owner

Mailing Address: 4793 FM 639, Frost, Texas 76641-3544

Phone: (254) 678-1129 Email: _____

4. If the utility to be transferred is an Investor Owned Utility (IOU), for the most recent rate change, attach a copy of the current tariff and complete A through B:

A. Effective date for most recent rates: July 2, 1998

B. Was notice of this increase provided to the Public Utility Commission of Texas (Commission) or a predecessor regulatory authority?

☐ No ☒ Yes Application or Docket Number: 32049S

If the transferor is a Water Supply or Sewer Service Corporation, provide a copy of the current tariff.

5. For the customers that will be transferred following the approval of the proposed transaction, check all that apply:

☐ There are no customers that will be transferred

☒ # of customers without deposits held by the transferor 50

☒ # of customers with deposits held by the transferor* 7

*Attach a list of all customers affected by the proposed transaction that have deposits held, and include a customer indicator (name or account number), date of each deposit, amount of each deposit, and any unpaid interest on each deposit.

Part C: Transferee Information

Questions 6 through 10 apply only to the *transferee* (purchaser or proposed service provider)

6. A. Name: HILCO United Services, Inc.
(individual, corporation, or other legal entity)
☐ Individual ☒ Corporation ☐ WSC ☐ Other:

B. Mailing Address: P.O. Box 26, Itasca, Texas 76055

Phone: (254) 687-2331 Email: dcole@hilco.coop

C. Contact Person. Provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Debra Cole Title: Board President

Address: P.O. Box 26, Itasca, Texas 76055

Phone: (254) 687-2331 Email: dcole@hilco.coop

D. If the transferee is someone other than a municipality, is the transferee current on the Regulatory Assessment Fees (RAF) with the Texas Commission on Environmental Quality (TCEQ)?

☐ No ☒ Yes ☐ N/A

E. If the transferee is an IOU, is the transferee current on the Annual Report filings with the Commission?

☐ No ☒ Yes ☐ N/A

7. The legal status of the transferee is:

☐ Individual or sole proprietorship

☐ Partnership or limited partnership (*attach* Partnership agreement)

☒ Corporation
Charter number (as recorded with the Texas Secretary of State): 01411399-00 8-9-1996

☐ Non-profit, member-owned, member controlled Cooperative Corporation [Article 1434(a) Water Supply or Sewer Service Corporation, incorporated under TWC Chapter 67]
Charter number (as recorded with the Texas Secretary of State): _____
☐ Articles of Incorporation and By-Laws established (*attach*)

☐ Municipally-owned utility

☐ District (MUD, SUD, WCID, FWSD, etc.)

☐ County

☐ Affected County (a county to which Subchapter B, Chapter 232, Local Government Code, applies)

☐ Other (please explain): _____

8. If the transferee operates under any d/b/a, provide the name below:

Name: HILCO H2O

9. If the transferee's legal status is anything other than an individual, provide the following information regarding the officers, members, or partners of the legal entity applying for the transfer:

Name: Debra Cole
Position: Board President Ownership % (if applicable): 0.00%
Address: P.O. Box 26, Itasca, TX 76055
Phone: (254) 687-2331 Email: dcole@hilco coop

Name: _____
Position: _____ Ownership % (if applicable): 0.00%
Address: _____
Phone: _____ Email: _____

Name: _____
Position: _____ Ownership % (if applicable): 0.00%
Address: _____
Phone: _____ Email: _____

Name: _____
Position: _____ Ownership % (if applicable): 0.00%
Address: _____
Phone: _____ Email: _____

10. **Financial Information**

The transferee Applicant must provide accounting information typically included within a balance sheet, income statement, and statement of cash flows. If the Applicant is an existing retail public utility, this must include historical financial information and projected financial information. However, projected financial information is only required if the Applicant proposes new service connections and new investment in plant, or if requested by Staff. If the Applicant is a new market entrant and does not have its own historical balance sheet, income statement, and statement of cash flows information, then the Applicant should establish a five-year projection taking the historical information of the transferor Applicant into consideration when establishing the projections.

Historical Financial Information may be shown by providing any combination of the following that includes necessary information found in a balance sheet, income statement, and statement of cash flows:

1. Completed Appendix A;
2. Documentation that includes all of the information required in Appendix A in a concise format; or
3. Audited financial statements issued within 18 months of the application filing date. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Projected Financial Information may be shown by providing any of the following:

1. Completed Appendix B;
2. Documentation that includes all of the information required in Appendix B in a concise format;
3. A detailed budget or capital improvement plan, which indicates sources and uses of funds required, including improvements to the system being transferred; or
4. A recent budget and capital improvements plan that includes information needed for analysis of the operations test (16 Tex. Admin. Code § 24.11(e)(3)) for the system being transferred and any operations combined with the system. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Part D: Proposed Transaction Details

11. A. Proposed Purchase Price: $ 45,000.00

If the transferee Applicant is an investor owned utility (IOU) provide answers to B through D.

B. Transferee has a copy of an inventory list of assets to be transferred (*attach*):

☒ No ☐ Yes ☐ N/A

Total Original Cost of Plant in Service: $ _____

Accumulated Depreciation: $ _____

Net Book Value: $ _____

Information not available - No records from the seller.

C. **Customer contributions in aid of construction (CIAC):** Have the customers been billed for any surcharges approved by the Commission or TCEQ to fund any assets currently used and useful in providing utility service? Identify which assets were funded, or are being funded, by surcharges on the list of assets.

☒ No ☐ Yes

Total Customer CIAC: $ _____

Accumulated Amortization: $ _____

D. **Developer CIAC:** Did the transferor receive any developer contributions to pay for the assets proposed to be transferred in this application? If so, identify which assets were funded by developer contributions on the list of assets and provide any applicable developer agreements.

☒ No ☐ Yes

Total developer CIAC: $ _____

Accumulated Amortization: $ _____

12. A. Are any improvements or construction required to meet the minimum requirements of the TCEQ or Commission and to ensure continuous and adequate service to the requested area to be transferred plus any area currently certificated to the transferee Applicant? Attach supporting documentation and any necessary TCEQ approvals, if applicable.

☒ No ☐ Yes

B. If yes, describe the source and availability of funds and provide an estimated timeline for the construction of any planned or required improvements:

13. Provide any other information concerning the nature of the transaction you believe should be given consideration:

The existing company did not have accurate financial records as far as original cost of assets so we have calculated to the best of our ability.

14. Complete the following proposed entries (listed below) as shown in the books of the Transferee (purchaser) after the acquisition. Debits (positive numbers) should equal credits (negative numbers) so that all line items added together equal zero. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations:

Utility Plant in Service: $ 45,000.00

Accumulated Depreciation of Plant: $

Cash: $

Notes Payable: $

Mortgage Payable: $

(Proposed) Acquisition Adjustment*: $

*Acquisition Adjustments will be subject to review under 16 TAC § 24 31(d) and (e)

Other (NARUC account name & No.):

Other (NARUC account name & No.):

15. **A.** Explain any proposed billing change (NOTE: If the acquiring entity is an IOU, the IOU may not change the rates charged to the customers through this STM application. Rates can only be changed through the approval of a rate change application.)

No proposed rate changes at this time.

B. If transferee is an IOU, state whether or not the transferee intends to file with the Commission, or an applicable municipal regulatory authority, an application to change rates for some or all of its customers as a result of the transaction within the next twelve months. If so, provide details below:

Yes, we intend to file an application to change the rates for all meters. Chambers Meadow current Tariff rates are $17.50 customer charge, including 2,000 free gallons, then $1.75 per 1000 gallons. There are 57 active meters. HILCO H2O's current rates are $35.00 customer charge that includes 2,000 gallons, $3.00 per 1,000 gallons up to 10,000 gallons, and $4.00 per 1,000 gallons after 10,000 gallons. We are uncertain at this time what rate will be proposed.

Part E: CCN Obtain or Amend Criteria Considerations

16. Describe, in detail, the anticipated impact or changes in the quality of retail public utility service in the requested area as a result of the proposed transaction:

This will have a positive impact on the quality and quantity of water and the quality of service due to the full time staff, twenty-four/seven office/dispatch staff, service crew, equipment and faster response time thus providing a more reliable water system.

17. Describe the transferee's experience and qualifications in providing continuous and adequate service. This should include, but is not limited to: other CCN numbers, water and wastewater systems details, and any corresponding compliance history for all operations.

HILCO United Services has purchased/managed and provided water to customers and has staffed quality Operators for the past twenty-one years. The meters in this system are adjacent to one of our systems.

18. Has the transferee been under an enforcement action by the Commission, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG), or the Environmental Protection Agency (EPA) in the past five (5) years for non-compliance with rules, orders, or state statutes? Attach copies of any correspondence with the applicable regulatory agency(ies)

☒ No ☐ Yes

19. Explain how the environmental integrity or the land will be impacted or disrupted as a result of the proposed transaction:

No impact or disruption will occur as a result of the transaction.

20. How will the proposed transaction serve the public interest?

It will provide more reliable water service.

21. List all neighboring water or sewer utilities, cities, districts (including ground water conservation districts), counties, or other political subdivisions (including river authorities) providing the same service within two (2) miles from the outer boundary of the requested area affected by the proposed transaction:

South Ellis County WSC, Files Valley WSC, City of Italy, Nash Forreston WSC

Part F: TCEQ Public Water System or Sewer (Wastewater) Information

Complete Part F for EACH Public Water or Sewer system to be transferred subject to approval of the transaction. Attach a separate sheet with this information if you need more space for additional systems being transferred.

22. **A.** For Public Water System (PWS):

TCEQ PWS Identification Number: 0700071 (7 digit ID)

Name of PWS: Chambers Meadow Estate Water Company

Date of last TCEQ compliance inspection: November 1, 2017 (attach TCEQ letter)

Subdivisions served: Chambers Meadow Estates

B. For Sewer service:

TCEQ Water Quality (WQ) Discharge Permit Number: WQ - (8 digit ID)

Name of Wastewater Facility:

Name of Permitee:

Date of last TCEQ compliance inspection: (attach TCEQ letter)

Subdivisions served:

Date of application to transfer permit *submitted* to TCEQ:

23. List the number of *existing* connections, by meter/connection type, to be affected by the proposed transaction:

Water				Sewer	
	Non-metered		2"		Residential
57	5/8" or 3/4"		3"		Commercial
	1"		4"		Industrial
	1 ½"		Other		Other
Total Water Connections:				Total Sewer Connections:	

24. **A.** Are any improvements required to meet TCEQ or Commission standards?

☒ No ☐ Yes

B. Provide details on each required major capital improvement necessary to correct deficiencies to meet the TCEQ or Commission standards (attach any engineering reports or TCEQ approval letters):

Description of the Capital Improvement:	Estimated Completion Date:	Estimated Cost:

C. Is there a moratorium on new connections?

☒ No ☐ Yes:

25. Does the system being transferred operate within the corporate boundaries of a municipality?

☒ No ☐ Yes: *(name of municipality)*

If yes, indicate the number of customers within the municipal boundary.

Water: Sewer:

Control Number: 48565

Item Number: 1

Addendum StartPage: 0

48565

Application for Sale, Transfer, or Merger of a Retail Public Utility

Pursuant to Texas Water Code § 13.301 and 16 Texas Administrative Code § 24.239

2018 AUG -2 PM 3:36

PUBLIC UTILITY COMMISSION
FILING CLERK

Sale, Transfer, or Merger (STM) Application Instructions

I. **COMPLETE**: In order for the Commission to find the application sufficient for filing, the Applicant should:
   i. Provide an answer to every question and submit any required attachment applicable to the STM request (i.e., agreements or contracts).
   ii. Use attachments or additional pages to answer questions as necessary. If you use attachments or additional pages, reference their inclusion in the form.
   iii. Provide all mapping information as detailed in Part G: Mapping & Affidavits.

II. **FILE**: Seven (7) copies of the completed application with numbered attachments. One copy should be filed with no permanent binding, staples, tabs, or separators; and 7 copies of the portable electronic storage medium containing the digital mapping data.
   i. ***SEND TO***: Public Utility Commission of Texas, Attention: Filing Clerk, 1701 N. Congress Avenue, P.O. Box 13326, Austin, Texas 78711-3326 (NOTE: Electronic documents may be sent in advance of the paper copy, however they will not be processed and added to the Commission's on-line Interchange until the paper copy is received and file-stamped in Central Records).

III. The application will be assigned a docket number, and an administrative law judge (ALJ) will issue an order requiring Commission Staff to file a recommendation on whether the application is sufficient. The ALJ will issue an order after Staff's recommendation has been filed:
   i. ***DEFICIENT (Administratively Incomplete)***: Applicants will be ordered to provide information to cure the deficiencies by a certain date, usually 30 days from ALJ's order. ***Application is not accepted for filing.***
   ii. ***SUFFICIENT (Administratively Complete)***: Applicants will be ordered by the ALJ to give appropriate notice of the application using the notice prepared by Commission Staff. ***Application is accepted for filing.***

IV. Once the Applicants issue notice, a copy of the actual notice sent and an affidavit attesting to notice should be filed in the docket assigned to the application. Recipients of notice may request a hearing on the merits.
   HEARING ON THE MERITS: An affected party may request a hearing within 30 days of notice. In this event, the application may be referred to the State Office of Administrative Hearings (SOAH) to complete this request.

V. **TRANSACTION TO PROCEED**: at any time following the provision of notice, or prior to 120 days from the last date that proper notice was given, Commission Staff will file a recommendation for the transaction to proceed as proposed or recommend that the STM be referred to SOAH for further investigation. The Applicants will be required to file an update in the docket to the ALJ every 30 days following the approval of the transaction. The transaction must be completed within six (6) months from the ALJ's order (Note: The Applicants may request an extension to the 6 month provision for good cause).

VI. **FILE**: Seven (7) copies of completed transaction documents and documentation addressing the transfer or disposition of any outstanding deposits. After receiving all required documents from the Applicants, the application will be granted a procedural schedule for final processing. The Applicants are requested to consent in writing to the proposed maps and certificates, or tariff if applicable.

VII. **FINAL ORDER:** The ALJ will issue a final order issuing or amending the applicable CCNs.

FAQ:	**Terms**
Who can use this form?	***Transferor:*** Seller
Any retail public utility that provides water or wastewater service in Texas.	***Transferee:*** Purchaser
Who is required to use this form?	***CCN:*** Certificate of Convenience and Necessity
A retail public utility that is an investor owned utility (IOU) or a water supply corporation (WSC) prior to any STM of a water or sewer system, or utility, or prior to the transfer of a portion of a certificated service area.	***STM:*** Sale, Transfer, or Merger
	IOU: Investor Owned Utility

Application Summary

Transferor: Aqua Texas, Inc. *(selling entity)*
CCN No.s: 13201

☒ Sale ☐ Transfer ☐ Merger ☐ Consolidation ☐ Lease/Rental

Transferee: Town of Buffalo Gap, Texas *(acquiring entity)*
CCN No.s: Not applicable

☒ Water ☐ Sewer ☐ All CCN ☒ Portion CCN ☒ Facilities transfer

County(ies): Taylor

Table of Contents

Sale, Transfer, or Merger (STM) Application Instructions 1
Part A: General Information 3
Part B: Transferor Information 3
Part C: Transferee Information 4
Part D: Proposed Transaction Details 6
Part E: CCN Obtain or Amend Criteria Considerations 8
Part F: TCEQ Public Water System or Sewer (Wastewater) Information 9
Part G: Mapping & Affidavits 10
Part H: Notice Information 12
Appendix A: Historical Financial Information (Balance Sheet and Income Schedule) 15
Appendix B: Projected Information 18

Please mark the items included in this filing

☒ Contract, Lease, Purchase, or Sale Agreement	Part A: Question 1
☒ Tariff including Rate Schedule	Part B: Question 4
☒ List of Customer Deposits	Part B: Question 5
☐ Partnership Agreement	Part C: Question 7
☐ Articles of Incorporation and By-Laws (WSC)	Part C: Question 7
☐ Certificate of Account Status	Part C: Question 7
☒ Financial Audit	Part C: Question 10
☐ Application Attachment A & B	Part C: Question 10
☐ Disclosure of Affiliated Interests	Part C: Question 10
☐ Capital Improvement Plan	Part C: Question 10
☐ List of Assets to be Transferred	Part D: 11.B
☐ Developer Contribution Contracts or Agreements	Part D: 11.D
☒ Enforcement Action Correspondence	Part E: Question 18 (Part D: Q12)
☒ TCEQ Compliance Correspondence	Part F: Question 22
☐ TCEQ Engineering Approvals	Part F: Question 24
☐ Purchased Water Supply or Treatment Agreement	Part F: Question 26
☒ Detailed (large scale) Map	Part G: Question 29
☒ General Location (small scale) Map	Part G: Question 29
☒ Digital Mapping Data	Part G: Question 29
☒ Signed & Notarized Oath	Page 13-14

Part A: General Information

1. Describe the proposed transaction, including the effect on all CCNs involved, and provide details on the existing or expected land use in the area affected by the proposed transaction. Attach all supporting documentation, such as a contract, a lease, or proposed purchase agreements:

See Attachment A.

2. The proposed transaction will require (check all applicable):

For **Transferee** (Purchaser) CCN:	For **Transferor** (Seller) CCN:
☒ Obtaining a NEW CCN for Purchaser	☐ Cancellation of Seller's CCN
☐ Transfer all CCN into Purchaser's CCN (Merger)	☒ Transfer of a Portion of Seller's CCN to Purchaser
☒ Transfer Portion of CCN into Purchaser's CCN	☐ Only Transfer of Facilities, No CCN or Customers
☐ Transfer all CCN to Purchaser and retain Seller CCN	☐ Only Transfer of Customers, No CCN or Facilities
☐ Uncertificated area added to Purchaser's CCN	☐ Only Transfer CCN Area, No Customers or Facilities

Part B: Transferor Information

Questions 3 through 5 apply only to the *transferor* (current service provider or seller)

3. A. Name: Aqua Texas, Inc. (individual, corporation, or other legal entity)
☐ Individual ☒ Corporation ☐ WSC ☐ Other: _____

B. Mailing Address: 1106 Clayton Lane, Suite 400W, Austin, Texas 78723

Phone: (512) 990-4400 Email: _____

C. Contact Person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Geoffrey P. Kirshbaum Title: Attorney

Mailing Address: Terrill & Waldrop, 810 West 10th Street, Austin, Texas 78701

Phone: (512) 474-9100 Email: gkirshbaum@terrillwaldrop.com

4. If the utility to be transferred is an Investor Owned Utility (IOU), for the most recent rate change, attach a copy of the current tariff and complete A through B:

A. Effective date for most recent rates: May 3, 2018

B. Was notice of this increase provided to the Public Utility Commission of Texas (Commission) or a predecessor regulatory authority?

☐ No ☒ Yes Application or Docket Number: Tariff Control No. 48097

If the transferor is a Water Supply or Sewer Service Corporation, provide a copy of the current tariff.

5. For the customers that will be transferred following the approval of the proposed transaction, check all that apply:

☐ There are *no* customers that will be transferred

☒ # of customers without deposits held by the transferor 246

☒ # of customers with deposits held by the transferor* 23

*Attach a list of all customers affected by the proposed transaction that have deposits held, and include a customer indicator (name or account number), date of each deposit, amount of each deposit, and any unpaid interest on each deposit.

Part C: Transferee Information

Questions 6 through 10 apply only to the *transferee* (purchaser or proposed service provider)

6. A. Name: Town of Buffalo Gap, Texas (individual, corporation, or other legal entity)
☐ Individual ☐ Corporation ☐ WSC ☒ Other: Municipality

B. Mailing Address: P.O. Box 506, Buffalo Gap, Texas 79508-0506

Phone: (325) 572-3347 Email: _____

C. Contact Person. Provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Eileen M. Hayman Title: Attorney

Address: Messer Rockefeller Fort, 500 Chestnut St., Suite 1601, Abilene, Texas 79602

Phone: (325) 701-7960 Email: eileen@txmunicipallaw.com

D. If the transferee is someone other than a municipality, is the transferee current on the Regulatory Assessment Fees (RAF) with the Texas Commission on Environmental Quality (TCEQ)?

☐ No ☐ Yes ☒ N/A

E. If the transferee is an IOU, is the transferee current on the Annual Report filings with the Commission?

☐ No ☐ Yes ☒ N/A

7. The legal status of the transferee is:

☐ Individual or sole proprietorship

☐ Partnership or limited partnership (*attach* Partnership agreement)

☐ Corporation
Charter number (as recorded with the Texas Secretary of State): _____

☐ Non-profit, member-owned, member controlled Cooperative Corporation [Article 1434(a) Water Supply or Sewer Service Corporation, incorporated under TWC Chapter 67]
Charter number (as recorded with the Texas Secretary of State): _____
☐ Articles of Incorporation and By-Laws established (*attach*)

☒ Municipally-owned utility

☐ District (MUD, SUD, WCID, FWSD, etc.)

☐ County

☐ Affected County (a county to which Subchapter B, Chapter 232, Local Government Code, applies)

☐ Other (please explain): _____

8. If the transferee operates under any d/b/a, provide the name below:

Name: Not applicable.

9. If the transferee's legal status is anything other than an individual, provide the following information regarding the officers, members, or partners of the legal entity applying for the transfer:

Name: See Attachment D.
Position: _____ Ownership % (if applicable): 0.00%
Address: _____
Phone: _____ Email: _____

Name: _____
Position: _____ Ownership % (if applicable): 0.00%
Address: _____
Phone: _____ Email: _____

Name: _____
Position: _____ Ownership % (if applicable): 0.00%
Address: _____
Phone: _____ Email: _____

Name: _____
Position: _____ Ownership % (if applicable): 0.00%
Address: _____
Phone: _____ Email: _____

10. **Financial Information**

The transferee Applicant must provide accounting information typically included within a balance sheet, income statement, and statement of cash flows. If the Applicant is an existing retail public utility, this must include historical financial information and projected financial information. However, projected financial information is only required if the Applicant proposes new service connections and new investment in plant, or if requested by Staff. If the Applicant is a new market entrant and does not have its own historical balance sheet, income statement, and statement of cash flows information, then the Applicant should establish a five-year projection taking the historical information of the transferor Applicant into consideration when establishing the projections.

Historical Financial Information may be shown by providing any combination of the following that includes necessary information found in a balance sheet, income statement, and statement of cash flows:

1. Completed Appendix A;
2. Documentation that includes all of the information required in Appendix A in a concise format; or
3. Audited financial statements issued within 18 months of the application filing date. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Projected Financial Information may be shown by providing any of the following:

1. Completed Appendix B;
2. Documentation that includes all of the information required in Appendix B in a concise format;
3. A detailed budget or capital improvement plan, which indicates sources and uses of funds required, including improvements to the system being transferred; or
4. A recent budget and capital improvements plan that includes information needed for analysis of the operations test (16 Tex. Admin. Code § 24.11(e)(3)) for the system being transferred and any operations combined with the system. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Part D: Proposed Transaction Details

11. A. Proposed Purchase Price: $ 397,500.00

If the transferee Applicant is an investor owned utility (IOU) provide answers to B through D.

B. Transferee has a copy of an inventory list of assets to be transferred (*attach*):

☐ No ☐ Yes ☐ N/A

Total Original Cost of Plant in Service: $ _____
Accumulated Depreciation: $ _____
Net Book Value: $ _____

C. **Customer contributions in aid of construction (CIAC):** Have the customers been billed for any surcharges approved by the Commission or TCEQ to fund any assets currently used and useful in providing utility service? Identify which assets were funded, or are being funded, by surcharges on the list of assets.

☐ No ☐ Yes

Total Customer CIAC: $ _____
Accumulated Amortization: $ _____

D. **Developer CIAC:** Did the transferor receive any developer contributions to pay for the assets proposed to be transferred in this application? If so, identify which assets were funded by developer contributions on the list of assets and provide any applicable developer agreements.

☐ No ☐ Yes

Total developer CIAC: $ _____
Accumulated Amortization: $ _____

12. **A.** Are any improvements or construction required to meet the minimum requirements of the TCEQ or Commission and to ensure continuous and adequate service to the requested area to be transferred plus any area currently certificated to the transferee Applicant? Attach supporting documentation and any necessary TCEQ approvals, if applicable.

☐ No ☒ Yes

B. If yes, describe the source and availability of funds and provide an estimated timeline for the construction of any planned or required improvements:

The Town has determined that there is a booster station which serves three connections at the top of a hill that is not compliant because it does not have ground storage. However, TCEQ personnel have inspected the system multiple times over the years and have not noted this as a non-compliant item despite observing the same. The Town plans to address this issue after it closes on the purchase of Gap Water System and use part of its USDA funding for this minor improvement project. Additionally, Gap Water System has experienced public drinking water quality exceedances of TCEQ's secondary standard for total dissolved solids set forth in 30 TAC § 290.105, but its wells are authorized for use by TCEQ. Further, Gap Water System has experienced intermittent fluctuation of water levels in its groundwater wells, particularly in times of drought. Both these issues will be resolved after the Town's purchase by providing Gap Water System with access to City of Abilene water. This project will also be financed by part of the Town's USDA funding

13. Provide any other information concerning the nature of the transaction you believe should be given consideration:

The transaction will serve the public interest by enabling Gap Water System customers to have access to City of Abilene water, which is a reliable and consistent regional water source in the area. Aqua's Gap Water System wells have experienced problems in the past during times of drought. In some of those instances, Buffalo Gap has supplied Aqua with water on an emergency basis to use for the Gap Water System. Buffalo Gap currently utilizes City of Abilene Water indirectly through a contract with adjacent Steamboat Mountain Water Supply Corporation. However, Buffalo Gap is developing a project to receive its wholesale water supply directly from the City of Abilene and plans to use that water source to establish even better service in terms of reliability for both its current and future customers.

14. Complete the following proposed entries (listed below) as shown in the books of the Transferee (purchaser) after the acquisition. Debits (positive numbers) should equal credits (negative numbers) so that all line items added together equal zero. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations:

Utility Plant in Service: $ _____
Accumulated Depreciation of Plant: $ _____
Cash: $ _____
Notes Payable: $ _____
Mortgage Payable: $ _____
(Proposed) Acquisition Adjustment*: $ _____
*Acquisition Adjustments will be subject to review under 16 TAC § 24.31(d) and (e)
Other (NARUC account name & No.): _____
Other (NARUC account name & No.): _____

15. **A.** Explain any proposed billing change (NOTE: If the acquiring entity is an IOU, the IOU may not change the rates charged to the customers through this STM application. Rates can only be changed through the approval of a rate change application.)

The Town of Buffalo Gap plans to keep Aqua's Gap Water System rates in place for transferred customers immediately following the proposed transaction closing.

B. If transferee is an IOU, state whether or not the transferee intends to file with the Commission, or an applicable municipal regulatory authority, an application to change rates for some or all of its customers as a result of the transaction within the next twelve months. If so, provide details below:

Not applicable.

Part E: CCN Obtain or Amend Criteria Considerations

16. Describe, in detail, the anticipated impact or changes in the quality of retail public utility service in the requested area as a result of the proposed transaction:

The quality of service to Gap Water System customers will remain at a high level due to the Town of Buffalo Gap's experienced water system operator. Service will meet or exceed current levels at closing. Service quality will improve after the Town's USDA funded projects are completed.

17. Describe the transferee's experience and qualifications in providing continuous and adequate service. This should include, but is not limited to: other CCN numbers, water and wastewater systems details, and any corresponding compliance history for all operations.

The Town of Buffalo Gap, Texas, does not hold a CCN, but has provided water service to its residents since 1961. Documents reflecting the Town of Buffalo Gap's compliance history for the past five years is attached. See Attachment H.

18. Has the transferee been under an enforcement action by the Commission, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG), or the Environmental Protection Agency (EPA) in the past five (5) years for non-compliance with rules, orders, or state statutes? Attach copies of any correspondence with the applicable regulatory agency(ies)

☐ No ☒ Yes

19. Explain how the environmental integrity or the land will be impacted or disrupted as a result of the proposed transaction:

There will be no change with respect to environmental integrity or land impact/disruption as a result of the proposed transaction. Gap Water System will no longer need to be fully reliant on groundwater wells in this arid region of Texas which will represent an improvement to environmental integrity, particularly in times of drought.

20. How will the proposed transaction serve the public interest?

The transaction will serve the public interest by enabling Gap Water System customers to have access to City of Abilene water, which is a reliable and consistent regional water source in the area.

21. List all neighboring water or sewer utilities, cities, districts (including ground water conservation districts), counties, or other political subdivisions (including river authorities) providing the same service within two (2) miles from the outer boundary of the requested area affected by the proposed transaction:

See Attachment J.

Part F: TCEQ Public Water System or Sewer (Wastewater) Information

Complete Part F for EACH Public Water or Sewer system to be transferred subject to approval of the transaction. Attach a separate sheet with this information if you need more space for additional systems being transferred.

22. A. For Public Water System (PWS):

TCEQ PWS Identification Number: 2210023 (7 digit ID)

Name of PWS: Gap Water System

Date of last TCEQ compliance inspection: November 12, 2015 (attach TCEQ letter)

Subdivisions served: The Gap

B. For Sewer service:

TCEQ Water Quality (WQ) Discharge Permit Number: WQ - (8 digit ID)

Name of Wastewater Facility: Not applicable.

Name of Permitee:

Date of last TCEQ compliance inspection: (attach TCEQ letter)

Subdivisions served:

Date of application to transfer permit *submitted* to TCEQ:

23. List the number of *existing* connections, by meter/connection type, to be affected by the proposed transaction:

Water				Sewer	
	Non-metered		2"		Residential
268	5/8" or 3/4"		3"		Commercial
1	1"		4"		Industrial
	1 ½"		Other		Other
	Total Water Connections:		269	Total Sewer Connections:	0

24. A. Are any improvements required to meet TCEQ or Commission standards?

☐ No ☒ Yes

B. Provide details on each required major capital improvement necessary to correct deficiencies to meet the TCEQ or Commission standards (attach any engineering reports or TCEQ approval letters):

Description of the Capital Improvement:	Estimated Completion Date:	Estimated Cost:
Not applicable.		

C. Is there a moratorium on new connections?

☒ No ☐ Yes:

25. Does the system being transferred operate within the corporate boundaries of a municipality?

☐ No ☒ Yes: Town of Buffalo Gap *(name of municipality)*

If yes, indicate the number of customers within the municipal boundary.

Water: 4 Sewer:

PUCT Sale, Transfer, Merger
Page 9 of 20 (March 2018)

https://www.pottsmerc.com/news/million-sale-of-limerick-sewer-system-completed/article_c2829766-f124-57d9-8617-5cf820d4e1c6.html

$75 million sale of Limerick sewer system completed

by Evan Brandt
Aug 8, 2018



Limerick's wastewater treatment plant on King Road is one of two that has been sold to Aqua PA.
Digital First Media File Photo

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LIMERICK >> The long-delayed sale of the Limerick Township sewer system to a private utility company for $75.1 million has finally been closed, township supervisors were informed this week.

The sale to Aqua Pennsylvania was approved by the Pennsylvania Utility Commission on July 13. The closing on the sale occurred on July 25, Assistant Township Manager/Treasurer Beth DiPrete said.

The system has two treatment plants, one on Possum Hollow Road and the other on King Road, as well as 18 pump stations and miles of underground pipe.

DiPrete said after deductions were made to the sale price to pay off a $3.7 million sewer bond incurred by the sewer authority, and other debts by the township, that the net gain for Limerick is $70,489,941.

Supervisors' Chairwoman Elaine DeWan said the board decided to sell the sewer system because of the potential for increased operating costs, and the need to pay for a number of major capital projects driven by the burgeoning population.

Twitter recap: Mega Projects and Sewer Systems

"When I moved here in 2001, there were 9,000 people and now there are 19,000," she said.

One of those capital projects can be seen at 646 Ridge Pike, where a new $10 million township and police building has risen where the former township building once stood. The township has been operating for months out of temporary quarters on South Limerick Road.

Plans call for the township to move back into the new offices on Aug. 15, when the township will be closed for business.

DiPrete said the township borrowed $6 million for that project because of the delay caused by the PUC in obtaining the money from the sewer system sale. "We initially thought it would close about December of last year," she said.

Another $4 million was borrowed to pay for the new public works garage built behind the new township building.

DeWan said the township built a new Limerick Fire Station on Ridge Pike and intends to undertake a $2.5 million renovation of the Linfield Fire station. Both fire companies are in the process of merging into a single company, but both stations are still needed, she said.

She said the sale will also fund other major capital projects, such as improvements to the intersection of Royersford Road and Linfield-Trappe Road.

"To pay for all that would have required us to double the township's taxes or more," DeWan said.

The sale was made easier, said DiPrete, by a change in Pennsylvania law on how the value of such facilities are calculated.

The transaction falls under the recently enacted Act 12, which allows municipalities that own water and wastewater systems to sell their systems to regulated public utilities at fair market valuation.

"Aqua is thrilled to welcome our new Limerick customers and employees," Aqua America Chairman and CEO Christopher Franklin, said in a prepared statement.

"This purchase was a collaborative effort that will allow us to bring benefits to the Limerick community by leveraging expertise in compliance, large-scale purchasing power and efficiencies in a larger, regional operation."

Including Limerick, Aqua America has four fair market value asset purchase agreements in place, with Cheltenham, East Bradford and New Garden townships in Pennsylvania.

Also aided by Act 12, Exeter Township in Berks County sold its sewer treatment plant to Pennsylvania American Water Co. for $96 million earlier this year.

In the same prepared statement, Aqua Pennsylvania President Marc Lucca says his team will bring a sharp environmental focus to the service they provide for Limerick's residents.

"It's imperative we return treated wastewater back to our rivers and streams cleaner than when we first take it out," Lucca said. "I welcome our new employees who've done a great job ensuring the Limerick system is compliant and well maintained, and look forward to serving our new

customers."

The sale of the Limerick system, which serves approximately 5,400 wastewater connections, comes with some historical baggage.

The township took over operation of the sewer system from the Limerick Sewer Authority in 2008 in what might be described as a hostile take-over and only after a protracted fight between the two.

Limerick Township Municipal Authority was created by the Limerick supervisors in 1966 and operated as an independent municipal authority.

In March, 2008, one month after the supervisors moved to dissolve the authority, the authority filed a court injunction to prevent the township from taking over the authority.

The township argued said such a power transfer would achieve cost savings for Limerick in the long run, while those representing the authority said pure politics were at play.

Much of the political accusations were aimed at former supervisors chairman David Kane, who was sentenced to four years in federal prison in 2012 after pleading guilty to filing a false income tax return, failure to file income tax returns, tax evasion and mail fraud.

Kane was a member of both the authority board and the board of supervisors and after he admitted publicly he wanted to install former supervisor Frank Kotch as sewer authority administrator, as well as install a member of Township Solicitor Joe McGrory's law firm as the authority solicitor, he was accused of cronyism.

But ultimately, the issue was resolved in the township's favor, after thousands of dollars in legal fees had been accumulated, and the transfer moved ahead in September of 2008.

Flash forward to 2016, when the Board of Supervisors unanimously approved the $75.1 million sale of the township sewer system to Aqua Pennsylvania Wastewater Inc.

The sale, which had been discussed previously, but not seriously, got more serious after the passage of Act 12 and the offers for the system started coming in much higher.

Aqua's $75.1 million bid came in 43 percent higher than the other two offers, includes an additional $400,000 for future developments and requires that sewer rates not be raised for three years.

Evan Brandt
@PottstownNews on Twitter

Evan Brandt has been a staff reporter for The Mercury for more than 20 years. He covers municipal, school district, political, state government, federal government and environmental news.

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Missouri American Water Announces Acquisition of the City of Lawson Water and Wastewater Systems

August 31, 2018 01:41 PM Eastern Daylight Time

LAWSON, Mo.--(BUSINESS WIRE)--Missouri American Water completed its acquisition of the Lawson water and wastewater systems today, adding approximately 968 new water customers and 913 new sewer customers to its more than 480,000 statewide customers. The purchase price for both the water and wastewater system is $4 million.

Customers in Lawson, located southeast of the St. Joseph district, will receive their first statement from Missouri American Water during the first week of October. All customers will be charged the existing inside city water and wastewater rates upon completion of the acquisition.

Information about the system purchase, and general information about water and wastewater service with Missouri American Water was delivered to residents the week of August 27.

"We are very excited to welcome our new customers in the Lawson community and expand our presence in the northwest part of the state," said Cheryl Norton, President of Missouri American Water. "Missouri American Water brings over 125 years of expertise to the water and wastewater industries, by joining our large customer base, we will be able to utilize that expertise to provide high quality service for a reasonable cost in Lawson."

A town hall meeting is scheduled for September 11, at the Lawson Community Center at 6:30 p.m. This will allow residents to meet with representatives from Missouri American Water who can answer billing and service related questions.

Missouri American Water

Missouri American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor-owned water utility in the state, providing high-quality and reliable water and/or wastewater services to approximately 1.5 million people.

With a history dating back to 1886, American Water is the largest and most geographically diverse U.S. publicly traded water and wastewater utility company. The company employs more than 7,100 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to over 14 million people in 45 states and Ontario, Canada. American Water provides safe, clean, affordable and reliable water services to our customers to make sure we keep their lives flowing. For more information, visit amwater.com and follow American Water on Twitter, Facebook and LinkedIn.

Contacts

Missouri American Water
Christie Barnhart
External Affairs Manager
C – 417-529-9781
christie.barnhart@amwater.com

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Central Penn Business Journal - cpbj.com

Energy & Environment

Pennsylvania American Water paying nearly $62K for wastewater system in Pike County

By **Jason Scott**, September 19, 2018 at 9:09 AM

Pennsylvania American Water, the commonwealth's largest investor-owned water utility, is scooping up a small wastewater system in Pike County.

The Derry Township-based company, which is **moving to Cumberland County next year**, announced Tuesday that it has signed an agreement to purchase the wastewater assets of the Delaware Sewer Company in Delaware Township. The system serves 40 customers and the transaction is valued at $61,700.

Pennsylvania American Water said the small system has suffered from a lack of investment and proper maintenance, including failing sand mounds, which led to an investigation by the Pennsylvania Public Utility Commission in 2016. That process resulted in the the system being put up for sale.

The PUC must approve the system sale and Pennsylvania American will be required to submit a plan for infrastructure upgrades.

Pennsylvania American Water said it expects to close on the deal by the third quarter of 2019. After the deal wraps up, the utility said it plans to start making improvements.

The company also owns the Clean Treatment wastewater operations in Delaware Township. That system, which was acquired in 2013, serves about 1,000 residents.

The Pike County system is one of several recent additions for Pennsylvania American Water.

Last month, the company agreed to buy **Steelton's water system in Dauphin County.**

Prior to that, the company completed **a $1 million acquisition in the Borough of Turbotville**, Northumberland County. At the end of May, it spent **$96 million on a wastewater system** in Exeter Township, Berks County.

Pennsylvania American is a subsidiary of New Jersey-based American Water.

More From This Industry

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Jason Scott

Jason Scott covers state government, real estate and construction, media and marketing, and Dauphin and Cumberland counties. Have a tip or question for him? Email him at **jscott@cpbj.com**. Follow him on Twitter, **@JScottJournal**.

+ **Leave a Comment**

+ **2 Comments**

Control Number: 48699

Item Number: 1

Addendum StartPage: 0

KAMIRA PROPERTY OWNERS ASSOCIATION
1548 Harper Road
Kerrville, Texas 78028
September 18, 2018

RECEIVED
2018 SEP 19 AM 9:22
PUBLIC UTILITY COMMISSION
FILING CLERK

Public Utility Commission of Texas
Central Records
1701 N Congress PO Box 13326
Austin, Texas 78711-3326

Re: Application of Kamira Property Owners Association for a Sale, Transfer, Merger agreement

Dear Sir or Madame:

The Kamira Property Owners Association is filing the referenced application for the Sale of the Kamira Water System (PWS #1330135) to the Arimak Water Supply Corporation (Arimak WSC). All required paperwork is contained in the following application.

In the PUC electronic version of the STM application, there exists a corrupted line on page 19 under PROJECTED EXPENSE DETAIL; GENERAL/ADMINISTRATIVE EXPENSES; Interest. To wit: an entry under any year on the Interest line converts all year values to that value. Individual year entrys are not possible. Our interest expenses are contained in the next line, "other".

Additionally, the CCN boundaries are not changing with this sale. The geographical area remains the same as previously described.

Thank you for your consideration of this application. We look forward to a rapid approval.

Sincerely,

Wilmer L. Carroll, for the Board of Directors, Arimak WSC

48699

Application for Sale, Transfer, or Merger of a Retail Public Utility

Pursuant to Texas Water Code § 13.301 and 16 Texas Administrative Code § 24.109

Sale, Transfer, or Merger (STM) Application Instructions

I. **COMPLETE**: In order for the Commission to find the application sufficient for filing, the Applicant should:
   i. Provide an answer to every question and submit any required attachment applicable to the STM request (i.e., agreements or contracts).
   ii. Use attachments or additional pages to answer questions as necessary. If you use attachments or additional pages, reference their inclusion in the form.
   iii. Provide all mapping information as detailed in Part G: Mapping & Affidavits.

II. **FILE**: Seven (7) copies of the completed application with numbered attachments. One copy should be filed with no permanent binding, staples, tabs, or separators; and 7 copies of the portable electronic storage medium containing the digital mapping data.
   i. ***SEND TO***: Public Utility Commission of Texas, Attention: Filing Clerk, 1701 N. Congress Avenue, P.O. Box 13326, Austin, Texas 78711-3326 (NOTE: Electronic documents may be sent in advance of the paper copy, however they will not be processed and added to the Commission's on-line Interchange until the paper copy is received and file-stamped in Central Records).

III. The application will be assigned a docket number, and an administrative law judge (ALJ) will issue an order requiring Commission Staff to file a recommendation on whether the application is sufficient. The ALJ will issue an order after Staff's recommendation has been filed:
   i. ***DEFICIENT*** *(Administratively Incomplete)*: Applicants will be ordered to provide information to cure the deficiencies by a certain date, usually 30 days from ALJ's order. ***Application is not accepted for filing.***
   ii. ***SUFFICIENT*** *(Administratively Complete)*: Applicants will be ordered by the ALJ to give appropriate notice of the application using the notice prepared by Commission Staff. ***Application is accepted for filing.***

IV. Once the Applicants issue notice, a copy of the actual notice sent and an affidavit attesting to notice should be filed in the docket assigned to the application. Recipients of notice may request a hearing on the merits.
   HEARING ON THE MERITS: An affected party may request a hearing within 30 days of notice. In this event, the application may be referred to the State Office of Administrative Hearings (SOAH) to complete this request.

V. **TRANSACTION TO PROCEED**: at any time following the provision of notice, or prior to 120 days from the last date that proper notice was given, Commission Staff will file a recommendation for the transaction to proceed as proposed or recommend that the STM be referred to SOAH for further investigation. The Applicants will be required to file an update in the docket to the ALJ every 30 days following the approval of the transaction. The transaction must be completed within six (6) months from the ALJ's order (Note: The Applicants may request an extension to the 6 month provision for good cause).

VI. **FILE**: Seven (7) copies of completed transaction documents and documentation addressing the transfer or disposition of any outstanding deposits. After receiving all required documents from the Applicants, the application will be granted a procedural schedule for final processing. The Applicants are requested to consent in writing to the proposed maps and certificates, or tariff if applicable.

VII. **FINAL ORDER:** The ALJ will issue a final order issuing or amending the applicable CCNs.

FAQ:

Who can use this form?

Any retail public utility that provides water or wastewater service in Texas.

Who is required to use this form?

A retail public utility that is an investor owned utility (IOU) or a water supply corporation (WSC) prior to any STM of a water or sewer system, or utility, or prior to the transfer of a portion of a certificated service area.

Terms

Transferor: Seller

Transferee: Purchaser

CCN: Certificate of Convenience and Necessity

STM: Sale, Transfer, or Merger

IOU: Investor Owned Utility

Application Summary

Transferor: KAMIRA PROPERTY OWNERS ASSN, INC dba KAMIRA WATER SYSTEM
(selling entity)
CCN No.s: 12176

☒ Sale ☐ Transfer ☐ Merger ☐ Consolidation ☐ Lease/Rental

Transferee: ARIMAK WATER SUPPLY CORPORATION
(acquiring entity)
CCN No.s: 12176

☒ Water ☐ Sewer ☐ All CCN ☐ Portion CCN ☐ Facilities transfer

County(ies): KERR AND GILLESPIE

Table of Contents

Sale, Transfer, or Merger (STM) Application Instructions 1
Part A: General Information 3
Part B: Transferor Information 3
Part C: Transferee Information 4
Part D: Proposed Transaction Details 6
Part E: CCN Obtain or Amend Criteria Considerations 8
Part F: TCEQ Public Water System or Sewer (Wastewater) Information 9
Part G: Mapping & Affidavits 10
Part H: Notice Information 12
Appendix A: Historical Financial Information (Balance Sheet and Income Schedule) 15
Appendix B: Projected Information 18

Please mark the items included in this filing

☐	Contract, Lease, Purchase, or Sale Agreement	Part A: Question 1
☒	Tariff including Rate Schedule	Part B: Question 4
☐	List of Customer Deposits	Part B: Question 5
☐	Partnership Agreement	Part C: Question 7
☒	Articles of Incorporation and By-Laws (WSC)	Part C: Question 7
☐	Certificate of Account Status	Part C: Question 7
☐	Financial Audit	Part C: Question 10
☐	Application Attachment A & B	Part C: Question 10
☐	Disclosure of Affiliated Interests	Part C: Question 10
☐	Capital Improvement Plan	Part C: Question 10
☐	List of Assets to be Transferred	Part D: 11.B
☐	Developer Contribution Contracts or Agreements	Part D: 11.D
☐	Enforcement Action Correspondence	Part E: Question 18 (Part D: Q12)
☒	TCEQ Compliance Correspondence	Part F: Question 22
☐	TCEQ Engineering Approvals	Part F: Question 24
☐	Purchased Water Supply or Treatment Agreement	Part F: Question 26
☒	Detailed (large scale) Map	Part G: Question 29
☒	General Location (small scale) Map	Part G: Question 29
☐	Digital Mapping Data	Part G: Question 29
☒	Signed & Notarized Oath	Page 13-14

Part A: General Information

1. Describe the proposed transaction, including the effect on all CCNs involved, and provide details on the existing or expected land use in the area affected by the proposed transaction. Attach all supporting documentation, such as a contract, a lease, or proposed purchase agreements:

TRANSFEROR PROPOSES TO SELL TO TRANSFEREE THE GEOGRAPHICAL AREA (CCN) AND THE PRODUCTION AND DISTRIBUTION FACILITIES PRESENTLY IN PLACE.

2. The proposed transaction will require (check all applicable):

For **Transferee** (Purchaser) CCN:	For **Transferor** (Seller) CCN:
☐ Obtaining a NEW CCN for Purchaser	☒ Cancellation of Seller's CCN
☐ Transfer all CCN into Purchaser's CCN (Merger)	☐ Transfer of a Portion of Seller's CCN to Purchaser
☐ Transfer Portion of CCN into Purchaser's CCN	☐ Only Transfer of Facilities, No CCN or Customers
☒ Transfer all CCN to Purchaser and retain Seller CCN	☐ Only Transfer of Customers, No CCN or Facilities
☐ Uncertificated area added to Purchaser's CCN	☐ Only Transfer CCN Area, No Customers or Facilities

Part B: Transferor Information

Questions 3 through 5 apply only to the *transferor* (current service provider or seller)

3. A. Name: KAMIRA PROPERTY OWNERS ASSN, INC dba KAMIRA WATER SYSTEM
(individual, corporation, or other legal entity)
☐ Individual ☒ Corporation ☐ WSC ☐ Other:

B. Mailing Address: 1548 HARPER ROAD, KERRVILLE, TEXAS 78028

Phone: (210) 316-8751 Email: willie@ktc.com

C. Contact Person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: WILMER CARROLL Title: DIRECTOR, KPOA

Mailing Address: 320 KAMIRA DRIVE, KERRVILLE, TEXAS 78028

Phone: (210) 316-8751 Email: willie@ktc.com

4. If the utility to be transferred is an Investor Owned Utility (IOU), for the most recent rate change, attach a copy of the current tariff and complete A through B:

A. Effective date for most recent rates:

B. Was notice of this increase provided to the Public Utility Commission of Texas (Commission) or a predecessor regulatory authority?

☐ No ☐ Yes Application or Docket Number:

If the transferor is a Water Supply or Sewer Service Corporation, provide a copy of the current tariff.

5. For the customers that will be transferred following the approval of the proposed transaction, check all that apply:

☐ There are *no* customers that will be transferred

☒ # of customers without deposits held by the transferor 33

☐ # of customers with deposits held by the transferor* _____

*Attach a list of all customers affected by the proposed transaction that have deposits held, and include a customer indicator (name or account number), date of each deposit, amount of each deposit, and any unpaid interest on each deposit.

Part C: Transferee Information

Questions 6 through 10 apply only to the *transferee* (purchaser or proposed service provider)

6. A. Name: ARIMAK WATER SUPPLY CORPORATION
(individual, corporation, or other legal entity)
☐ Individual ☐ Corporation ☒ WSC ☐ Other:

B. Mailing Address: 152 KAMIRA DRIVE, KERRVILLE, TEXAS 78028

Phone: _____ Email: _____

C. Contact Person. Provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: THOMAS DURANDETTO Title: DIRECTOR, ARIMAK WSC

Address: 285 KAMIRA DRIVE, KERRVILLE, TEXAS 78028

Phone: (443) 677-2562 Email: tsdurand@verizon.net

D. If the transferee is someone other than a municipality, is the transferee current on the Regulatory Assessment Fees (RAF) with the Texas Commission on Environmental Quality (TCEQ)?

☒ No ☐ Yes ☐ N/A

E. If the transferee is an IOU, is the transferee current on the Annual Report filings with the Commission?

☐ No ☐ Yes ☒ N/A

7. The legal status of the transferee is:

☐ Individual or sole proprietorship

☐ Partnership or limited partnership (*attach* Partnership agreement)

☐ Corporation
Charter number (as recorded with the Texas Secretary of State): 803101769

☒ Non-profit, member-owned, member controlled Cooperative Corporation [Article 1434(a) Water Supply or Sewer Service Corporation, incorporated under TWC Chapter 67]
Charter number (as recorded with the Texas Secretary of State):
☒ Articles of Incorporation and By-Laws established (*attach*)

☐ Municipally-owned utility

☐ District (MUD, SUD, WCID, FWSD, etc.)

☐ County

☐ Affected County (a county to which Subchapter B, Chapter 232, Local Government Code, applies)

☐ Other (please explain): _____

8. If the transferee operates under any d/b/a, provide the name below:

Name: NOT APPLICABLE

9. If the transferee's legal status is anything other than an individual, provide the following information regarding the officers, members, or partners of the legal entity applying for the transfer:

Name: WILMER L. CARROLL
Position: PRESIDENT — Ownership % (if applicable): 0.00%
Address: 320 KAMIRA DRIVE, KERRVILLE, TEXAS 78028
Phone: (210) 316-8751 — Email: willie@ktc.com

Name: TOM DURANDETTO
Position: DIRECTOR — Ownership % (if applicable): 0.00%
Address: 285 KAMIRA DRIVE, KERRVILLE, TEXAS 78028
Phone: (830) 896-4149 — Email: TSDURAND@VERIZON.NET

Name: JEREMY WICKER
Position: DIRECTOR — Ownership % (if applicable): 0.00%
Address: 117 CRESTLINE, KERRVILLE, TEXAS 78028
Phone: (830) 257-4036 — Email: jeremy.wicker@windstream.net

Name: _____
Position: _____ — Ownership % (if applicable): 0.00%
Address: _____
Phone: _____ — Email: _____

10. **Financial Information**

The transferee Applicant must provide accounting information typically included within a balance sheet, income statement, and statement of cash flows. If the Applicant is an existing retail public utility, this must include historical financial information and projected financial information. However, projected financial information is only required if the Applicant proposes new service connections and new investment in plant, or if requested by Staff. If the Applicant is a new market entrant and does not have its own historical balance sheet, income statement, and statement of cash flows information, then the Applicant should establish a five-year projection taking the historical information of the transferor Applicant into consideration when establishing the projections.

Historical Financial Information may be shown by providing any combination of the following that includes necessary information found in a balance sheet, income statement, and statement of cash flows:

1. Completed Appendix A;
2. Documentation that includes all of the information required in Appendix A in a concise format; or
3. Audited financial statements issued within 18 months of the application filing date. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Projected Financial Information may be shown by providing any of the following:

1. Completed Appendix B;
2. Documentation that includes all of the information required in Appendix B in a concise format;
3. A detailed budget or capital improvement plan, which indicates sources and uses of funds required, including improvements to the system being transferred; or
4. A recent budget and capital improvements plan that includes information needed for analysis of the operations test (16 Tex. Admin. Code § 24.11(e)(3)) for the system being transferred and any operations combined with the system. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Part D: Proposed Transaction Details

11. A. Proposed Purchase Price: $ 12,000.00

If the transferee Applicant is an investor owned utility (IOU) provide answers to B through D.

B. Transferee has a copy of an inventory list of assets to be transferred (*attach*):

☒ No ☐ Yes ☐ N/A

Total Original Cost of Plant in Service: $ _____
Accumulated Depreciation: $ _____
Net Book Value: $ _____

C. ***Customer contributions in aid of construction (CIAC):*** Have the customers been billed for any surcharges approved by the Commission or TCEQ to fund any assets currently used and useful in providing utility service? Identify which assets were funded, or are being funded, by surcharges on the list of assets.

☒ No ☐ Yes

Total Customer CIAC: $ _____
Accumulated Amortization: $ _____

D. ***Developer CIAC:*** Did the transferor receive any developer contributions to pay for the assets proposed to be transferred in this application? If so, identify which assets were funded by developer contributions on the list of assets and provide any applicable developer agreements.

☒ No ☐ Yes

Total developer CIAC: $ _____
Accumulated Amortization: $ _____

12. A. Are any improvements or construction required to meet the minimum requirements of the TCEQ or Commission and to ensure continuous and adequate service to the requested area to be transferred plus any area currently certificated to the transferee Applicant? Attach supporting documentation and any necessary TCEQ approvals, if applicable.

☒ No ☐ Yes

B. If yes, describe the source and availability of funds and provide an estimated timeline for the construction of any planned or required improvements:

NOT APPLICABLE

13. Provide any other information concerning the nature of the transaction you believe should be given consideration:

NONE

14. Complete the following proposed entries (listed below) as shown in the books of the Transferee (purchaser) after the acquisition. Debits (positive numbers) should equal credits (negative numbers) so that all line items added together equal zero. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations:

Utility Plant in Service:	$ 78,457.00
Accumulated Depreciation of Plant:	$ -66,331.00
Cash:	$ 536.00
Notes Payable:	$ -12,000.00
Mortgage Payable:	$
(Proposed) Acquisition Adjustment*:	$ 662.00
Other (NARUC account name & No.):	
Other (NARUC account name & No.):	

*Acquisition Adjustments will be subject to review under 16 TAC § 24.31(d) and (e)

15. A. Explain any proposed billing change (NOTE: If the acquiring entity is an IOU, the IOU may not change the rates charged to the customers through this STM application. Rates can only be changed through the approval of a rate change application.)

TRANSFEREE WILL INCREASE THE CONNECTION CHARGE AS SOON AS THE STM IS APPROVED AND TRANSFEREE IS AUTHORIZED TO INCREASE RATES. TRANSFEREE ANTICIPATES INCREASING THE CONNECT AND GALLONAGE CHARGE GRADUALLY TO BE COMPETITIVE WITH OTHER LOCAL WATER PROVIDERS.

B. If transferee is an IOU, state whether or not the transferee intends to file with the Commission, or an applicable municipal regulatory authority, an application to change rates for some or all of its customers as a result of the transaction within the next twelve months. If so, provide details below:

NOT APPLICABLE

Part E: CCN Obtain or Amend Criteria Considerations

16. Describe, in detail, the anticipated impact or changes in the quality of retail public utility service in the requested area as a result of the proposed transaction:

Service to customers will be significantly improved when the STM is approved. The system has suffered from a lack of funds to maintain equipment and distribution lines under the very complicated rate change requirements of PUC. Transferee will be able to set rates that ensure a positive cash flow, thereby creating a major positive change in service.

17. Describe the transferee's experience and qualifications in providing continuous and adequate service. This should include, but is not limited to: other CCN numbers, water and wastewater systems details, and any corresponding compliance history for all operations.

THE DIRECTORS OF TRANSFEREE HAVE EXPERIENCE WITH SYSTEMS MANAGEMENT IN VARIOUS FIELDS. TRANSFEREE WILL CONTINUE WITH THE CURRENT OPERATOR.

18. Has the transferee been under an enforcement action by the Commission, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG), or the Environmental Protection Agency (EPA) in the past five (5) years for non-compliance with rules, orders, or state statutes? Attach copies of any correspondence with the applicable regulatory agency(ies)

☒ No ☐ Yes

19. Explain how the environmental integrity or the land will be impacted or disrupted as a result of the proposed transaction:

THE PROPOSED TRANSACTION WILL NOT AFFECT THE ENVIRONMENT OR THE LAND.

20. How will the proposed transaction serve the public interest?

CUSTOMERS OF TRANSFEREE WILL BE BETTER SERVED BY A COMPANY STREAMLINED IN OPERATIONS, MAINTENANCE AND MANAGEMENT.

21. List all neighboring water or sewer utilities, cities, districts (including ground water conservation districts), counties, or other political subdivisions (including river authorities) providing the same service within two (2) miles from the outer boundary of the requested area affected by the proposed transaction:

1. AQUA VISTA WSC.

THERE ARE NO CITIES, GWCD'S, COUNTIES, OR POLITICAL ENTITIES PROVIDING WATER SERVICE WITHIN TWO MILES.

Part F: TCEQ Public Water System or Sewer (Wastewater) Information

Complete Part F for EACH Public Water or Sewer system to be transferred subject to approval of the transaction. Attach a separate sheet with this information if you need more space for additional systems being transferred.

22. A. For Public Water System (PWS):

TCEQ PWS Identification Number: 1330135 (7 digit ID)

Name of PWS: KPOA dba KAMIRA WATER SYSTEM

Date of last TCEQ compliance inspection: February 15, 2017 (attach TCEQ letter)

Subdivisions served: KAMIRA AND BOX S SUBDIVISIONS

B. For Sewer service:

TCEQ Water Quality (WQ) Discharge Permit Number: WQ - (8 digit ID)

Name of Wastewater Facility: NOT APPLICABLE

Name of Permitee: NOT APPLICABLE

Date of last TCEQ compliance inspection: (attach TCEQ letter)

Subdivisions served: NOT APPLICABLE

Date of application to transfer permit *submitted* to TCEQ:

23. List the number of *existing* connections, by meter/connection type, to be affected by the proposed transaction:

Water				Sewer	
	Non-metered		2"		Residential
5	5/8" or 3/4"		3"		Commercial
29	1"		4"		Industrial
	1 ½"		Other		Other
	Total Water Connections:		34		Total Sewer Connections:

24. A. Are any improvements required to meet TCEQ or Commission standards?

☒ No ☐ Yes

B. Provide details on each required major capital improvement necessary to correct deficiencies to meet the TCEQ or Commission standards (attach any engineering reports or TCEQ approval letters):

Description of the Capital Improvement:	Estimated Completion Date:	Estimated Cost:

C. Is there a moratorium on new connections?

☒ No ☐ Yes:

25. Does the system being transferred operate within the corporate boundaries of a municipality?

☒ No ☐ Yes: NOT APPLICABLE *(name of municipality)*

If yes, indicate the number of customers within the municipal boundary.

Water: _____ Sewer: _____

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ith Peotone, inois Acquisition, ua America lebrates 1 illion Customer- nnection ilestone

Business Wire October 2, 2018

BRYN MAWR, Pa.--(BUSINESS WIRE)--

Aqua America Inc., one of the largest U.S.-based, publicly traded water utilities, today announced it has reached its 1 million customer-connection milestone with the purchase of Peotone Village's water and wastewater systems by subsidiary Aqua Illinois. The purchase was finalized Oct. 1 and will result in the company welcoming nearly 3,000 new customer connections.

"We are pleased to welcome the residents and businesses of Peotone to the Aqua family with this momentous occasion," said Aqua America Chairman and CEO Christopher Franklin. "From day one, Aqua has been committed to expertly addressing the water needs of growing communities, and being a partner where we serve. We have a long history as a guardian of Earth's most essential resource, and I congratulate our dedicated team as we reach this milestone together."

Founded in 1886 in southeastern Pennsylvania, Aqua America and its eight state subsidiaries own and operate approximately 1,700 water and wastewater systems, many of which have been acquired in Aqua's 300 acquisitions since 1995. In these communities, Aqua leverages its expertise in compliance, large-scale purchasing power and efficiencies to provide needed infrastructure improvements to enhance water quality and reliability. Since 2012, Aqua has invested approximately $2.2 billion to improve infrastructure in the communities it serves, with plans to invest an additional $1.4 billion through 2020.

"The growth that has led to our 1 millionth customer connection is a direct result of Aqua's commitment to improving water quality and infrastructure in the United States," said Franklin. "By partnering with municipalities that need help with maintaining their water and wastewater systems, we make essential infrastructure investments in the communities we serve, and that leads to improved service for our customers, regulatory compliance and environmental stewardship."

Quote Lookup
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Symbol Last Price Change % Ch
WTR Aqua America, Inc. 35.91 -0.13
PCG PG&E Corporation 15.43 +1.10
EVRG Evergy, Inc. 58.30 +0.23
ED Consolidated Edison, Inc. 78.57 +0.34
^DJI Dow Jones Industrial Average 25,425.76 +372.65
HBI Hanesbrands Inc. 18.60 +0.21
PVH PVH Corp. 114.33 +1.55
^VIX CBOE Volatility Index 15.45 -0.52
^GSPC S&P 500 2,744.73 +34.93
CRON Cronos Group Inc. 19.67 +0.23
ETRN Equitrans Midstream Corporation 19.26 +0.44
D Dominion Energy, Inc. 73.20 +0.39
FLT FleetCor Technologies, Inc. 218.88 +1.62
TWNK Hostess Brands, Inc. 11.80 +0.08
LRCX Lam Research Corporation 179.25 +3.33

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Village of Peotone Mayor Steven Cross echoed the sentiment.

"It's wonderful for Peotone to be recognized in such a significant way and we look forward to the service Aqua will provide now and in the future."



AdChoices

Aqua has several fair market value asset purchase agreements in place, including Cheltenham, East Bradford and New Garden townships in Pennsylvania. The Village of Manteno in Illinois and Limerick Township in Pennsylvania both closed in July 2018. When it completes all these acquisitions, the company will welcome approximately 23,000 new customer connections to the Aqua family. Aqua paid $12.3 million for Peotone's systems.

Aqua America is one of the largest U.S.-based, publicly traded water utilities and serves nearly 3 million people in Pennsylvania, Ohio, North Carolina, Illinois, Texas, New Jersey, Indiana and Virginia. Aqua America is listed on the New York Stock Exchange under the ticker symbol WTR. Visit AquaAmerica.com for more information, or follow Aqua on Facebook at facebook.com/MyAquaAmerica and on Twitter at @MyAquaAmerica.

WTGR

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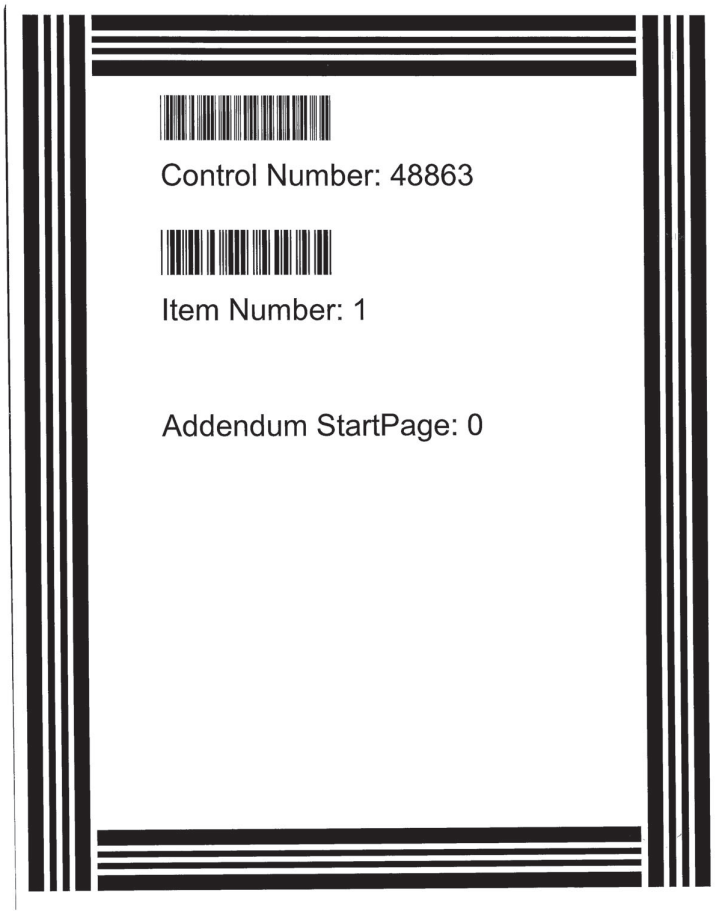

48863

Application Summary

Transferor: Brookshires Camp Joy
(selling entity)
CCN No.s: 12960

☒ Sale ☐ Transfer ☐ Merger ☐ Consolidation ☐ Lease/Rental

Transferee: TWS Holdings Texas Water Systems
(acquiring entity)
CCN No.s: 12473

☒ Water ☐ Sewer ☐ All CCN ☐ Portion CCN ☐ Facilities transfer

County(ies): Upshur

Table of Contents

Sale, Transfer, or Merger (STM) Application Instructions 1
Part A: General Information 3
Part B: Transferor Information 3
Part C: Transferee Information 4
Part D: Proposed Transaction Details 6
Part E: CCN Obtain or Amend Criteria Considerations 8
Part F: TCEQ Public Water System or Sewer (Wastewater) Information 9
Part G: Mapping & Affidavits 10
Part H: Notice Information 12
Appendix A: Historical Financial Information (Balance Sheet and Income Schedule) 15
Appendix B: Projected Information 18

Please mark the items included in this filing

☒ Contract, Lease, Purchase, or Sale Agreement	Part A: Question 1
☒ Tariff including Rate Schedule	Part B: Question 4
☐ List of Customer Deposits	Part B: Question 5
☐ Partnership Agreement	Part C: Question 7
☐ Articles of Incorporation and By-Laws (WSC)	Part C: Question 7
☒ Certificate of Account Status	Part C: Question 7
☒ Financial Audit	Part C: Question 10
☒ Application Attachment A & B	Part C: Question 10
☐ Disclosure of Affiliated Interests	Part C: Question 10
☐ Capital Improvement Plan	Part C: Question 10
☒ List of Assets to be Transferred	Part D: 11.B
☐ Developer Contribution Contracts or Agreements	Part D: 11.D
☐ Enforcement Action Correspondence	Part E: Question 18 (Part D: Q12)
☐ TCEQ Compliance Correspondence	Part F: Question 22
☐ TCEQ Engineering Approvals	Part F: Question 24
☐ Purchased Water Supply or Treatment Agreement	Part F: Question 26
☒ Detailed (large scale) Map	Part G: Question 29
☒ General Location (small scale) Map	Part G: Question 29
☒ Digital Mapping Data	Part G: Question 29
☒ Signed & Notarized Oath	Page 13-14

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Part A: General Information

1. Describe the proposed transaction, including the effect on all CCNs involved, and provide details on the existing or expected land use in the area affected by the proposed transaction. Attach all supporting documentation, such as a contract, a lease, or proposed purchase agreements:

cash sale. contract attached

2. The proposed transaction will require (check all applicable):

For **Transferee** (Purchaser) CCN:	For **Transferor** (Seller) CCN:
☐ Obtaining a NEW CCN for Purchaser	☒ Cancellation of Seller's CCN
☒ Transfer all CCN into Purchaser's CCN (Merger)	☐ Transfer of a Portion of Seller's CCN to Purchaser
☐ Transfer Portion of CCN into Purchaser's CCN	☐ Only Transfer of Facilities, No CCN or Customers
☐ Transfer all CCN to Purchaser and retain Seller CCN	☐ Only Transfer of Customers, No CCN or Facilities
☐ Uncertificated area added to Purchaser's CCN	☐ Only Transfer CCN Area, No Customers or Facilities

Part B: Transferor Information

Questions 3 through 5 apply only to the *transferor* (current service provider or seller)

3. A. Name: Henry Brookshire Jr
(individual, corporation, or other legal entity)
☒ Individual ☐ Corporation ☐ WSC ☐ Other:

B. Mailing Address: PO Box 397, Ore City, Texas 75683-0397

Phone: (903) 968-6518 Email:

C. Contact Person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Henry Brookshire J Title: Owner

Mailing Address: PO Box 397, Ore City, Texas 75683-0397

Phone: (903) 968-6518 Email:

4. If the utility to be transferred is an Investor Owned Utility (IOU), for the most recent rate change, attach a copy of the current tariff and complete A through B:

A. Effective date for most recent rates: June 1, 2003

B. Was notice of this increase provided to the Public Utility Commission of Texas (Commission) or a predecessor regulatory authority?

☐ No ☒ Yes Application or Docket Number: TCEQ 34231G CCN12960

If the transferor is a Water Supply or Sewer Service Corporation, provide a copy of the current tariff.

5. For the customers that will be transferred following the approval of the proposed transaction, check all that apply:

☐ There are *no* customers that will be transferred

☒ # of customers without deposits held by the transferor 119

☐ # of customers with deposits held by the transferor* _____

*Attach a list of all customers affected by the proposed transaction that have deposits held, and include a customer indicator (name or account number), date of each deposit, amount of each deposit, and any unpaid interest on each deposit.

Part C: Transferee Information

Questions 6 through 10 apply only to the *transferee* (purchaser or proposed service provider)

6. A. Name: TWS Holdings/Texas Water Systems
(individual, corporation, or other legal entity)
☐ Individual ☒ Corporation ☐ WSC ☐ Other:

B. Mailing Address: 7891 US Hwy 271 Tyler, Texas 75708-4002

Phone: (903) 597-5788 Email: cs@txwatersystems.com

C. Contact Person. Provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Belinda Tompkins Title: administrator

Address: 7891 US Hwy 271 Tyler, Texas 75708-4003

Phone: (903) 597-5788 Email: belinda@txwatersystems.com

D. If the transferee is someone other than a municipality, is the transferee current on the Regulatory Assessment Fees (RAF) with the Texas Commission on Environmental Quality (TCEQ)?

☐ No ☒ Yes ☐ N/A

E. If the transferee is an IOU, is the transferee current on the Annual Report filings with the Commission?

☐ No ☒ Yes ☐ N/A

7. The legal status of the transferee is:

☐ Individual or sole proprietorship

☐ Partnership or limited partnership (*attach* Partnership agreement)

☒ Corporation
Charter number (as recorded with the Texas Secretary of State): CN600729727

☐ Non-profit, member-owned, member controlled Cooperative Corporation [Article 1434(a) Water Supply or Sewer Service Corporation, incorporated under TWC Chapter 67]
Charter number (as recorded with the Texas Secretary of State): _____
☐ Articles of Incorporation and By-Laws established (*attach*)

☐ Municipally-owned utility

☐ District (MUD, SUD, WCID, FWSD, etc.)

☐ County

☐ Affected County (a county to which Subchapter B, Chapter 232, Local Government Code, applies)

☐ Other (please explain): _____

8. If the transferee operates under any d/b/a, provide the name below:

Name: _____

9. If the transferee's legal status is anything other than an individual, provide the following information regarding the officers, members, or partners of the legal entity applying for the transfer:

Name: James K Brown
Position: President — Ownership % (if applicable): 75.00%
Address: 7891 US Hwy 271 Tyler, Texas 75708-4002
Phone: (903) 597-5788 — Email: red@txwatersystems.com

Name: Hudson White
Position: VP — Ownership % (if applicable): 25.00%
Address: 7891 US Hwy 271 Tyler, Texas 75708-4002
Phone: (903) 597-5788 — Email:

Name:
Position: — Ownership % (if applicable): 0.00%
Address:
Phone: — Email:

Name:
Position: — Ownership % (if applicable): 0.00%
Address:
Phone: — Email:

10. **Financial Information**

The transferee Applicant must provide accounting information typically included within a balance sheet, income statement, and statement of cash flows. If the Applicant is an existing retail public utility, this must include historical financial information and projected financial information. However, projected financial information is only required if the Applicant proposes new service connections and new investment in plant, or if requested by Staff. If the Applicant is a new market entrant and does not have its own historical balance sheet, income statement, and statement of cash flows information, then the Applicant should establish a five-year projection taking the historical information of the transferor Applicant into consideration when establishing the projections.

Historical Financial Information may be shown by providing any combination of the following that includes necessary information found in a balance sheet, income statement, and statement of cash flows:

1. Completed Appendix A;
2. Documentation that includes all of the information required in Appendix A in a concise format; or
3. Audited financial statements issued within 18 months of the application filing date. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Projected Financial Information may be shown by providing any of the following:

1. Completed Appendix B;
2. Documentation that includes all of the information required in Appendix B in a concise format;
3. A detailed budget or capital improvement plan, which indicates sources and uses of funds required, including improvements to the system being transferred; or
4. A recent budget and capital improvements plan that includes information needed for analysis of the operations test (16 Tex. Admin. Code § 24.11(e)(3)) for the system being transferred and any operations combined with the system. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Part D: Proposed Transaction Details

11. A. Proposed Purchase Price: $ 90,000.00

If the transferee Applicant is an investor owned utility (IOU) provide answers to B through D.

B. Transferee has a copy of an inventory list of assets to be transferred (*attach*):

☐ No ☒ Yes ☐ N/A

Total Original Cost of Plant in Service: $ 120,200.00
Accumulated Depreciation: $ 56,045.00
Net Book Value: $ 64,155.00

C. **Customer contributions in aid of construction (CIAC):** Have the customers been billed for any surcharges approved by the Commission or TCEQ to fund any assets currently used and useful in providing utility service? Identify which assets were funded, or are being funded, by surcharges on the list of assets.

☒ No ☐ Yes

Total Customer CIAC: $ 0.00
Accumulated Amortization: $ 0.00

D. **Developer CIAC:** Did the transferor receive any developer contributions to pay for the assets proposed to be transferred in this application? If so, identify which assets were funded by developer contributions on the list of assets and provide any applicable developer agreements.

☒ No ☐ Yes

Total developer CIAC: $ 0.00
Accumulated Amortization: $ 0.00

12. **A.** Are any improvements or construction required to meet the minimum requirements of the TCEQ or Commission and to ensure continuous and adequate service to the requested area to be transferred plus any area currently certificated to the transferee Applicant? Attach supporting documentation and any necessary TCEQ approvals, if applicable.

☒ No ☐ Yes

B. If yes, describe the source and availability of funds and provide an estimated timeline for the construction of any planned or required improvements:

13. Provide any other information concerning the nature of the transaction you believe should be given consideration:

cash sale

14. Complete the following proposed entries (listed below) as shown in the books of the Transferee (purchaser) after the acquisition. Debits (positive numbers) should equal credits (negative numbers) so that all line items added together equal zero. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations:

Utility Plant in Service:	$ 120,200.00
Accumulated Depreciation of Plant:	$ 56,045.00
Cash:	$ 0.00
Notes Payable:	$ 0.00
Mortgage Payable:	$ 0.00
(Proposed) Acquisition Adjustment*:	$ 64,155.00
Other (NARUC account name & No.):	
Other (NARUC account name & No.):	

*Acquisition Adjustments will be subject to review under 16 TAC § 24.31(d) and (e)

15. **A.** Explain any proposed billing change (NOTE: If the acquiring entity is an IOU, the IOU may not change the rates charged to the customers through this STM application. Rates can only be changed through the approval of a rate change application.)

None

B. If transferee is an IOU, state whether or not the transferee intends to file with the Commission, or an applicable municipal regulatory authority, an application to change rates for some or all of its customers as a result of the transaction within the next twelve months. If so, provide details below:

Not within the 1st year

Part E: CCN Obtain or Amend Criteria Considerations

16. Describe, in detail, the anticipated impact or changes in the quality of retail public utility service in the requested area as a result of the proposed transaction:

None. The buyer has been operating the water system for the last 7 years.

17. Describe the transferee's experience and qualifications in providing continuous and adequate service. This should include, but is not limited to: other CCN numbers, water and wastewater systems details, and any corresponding compliance history for all operations.

TWS Holdings owns 9 water systems in Smith, Upshur, Gregg and Henderson County. CCN #12473

18. Has the transferee been under an enforcement action by the Commission, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG), or the Environmental Protection Agency (EPA) in the past five (5) years for non-compliance with rules, orders, or state statutes? Attach copies of any correspondence with the applicable regulatory agency(ies)

☒ No ☐ Yes

19. Explain how the environmental integrity or the land will be impacted or disrupted as a result of the proposed transaction:

None

20. How will the proposed transaction serve the public interest?

Current owner is in his 80's. The sale will insure continued uninterupted service

21. List all neighboring water or sewer utilities, cities, districts (including ground water conservation districts), counties, or other political subdivisions (including river authorities) providing the same service within two (2) miles from the outer boundary of the requested area affected by the proposed transaction:

Bi County WSC (10490)
City of Ore City (10424)
Diana SUD (10425)

Part F: TCEQ Public Water System or Sewer (Wastewater) Information

Complete Part F for EACH Public Water or Sewer system to be transferred subject to approval of the transaction. Attach a separate sheet with this information if you need more space for additional systems being transferred.

22. A. For Public Water System (PWS):

TCEQ PWS Identification Number: TX2300015 (7 digit ID)

Name of PWS: Brookshires Camp Joy

Date of last TCEQ compliance inspection: September 27, 2016 (attach TCEQ letter)

Subdivisions served: Camp Joy

B. For Sewer service:

TCEQ Water Quality (WQ) Discharge Permit Number: WQ - (8 digit ID)

Name of Wastewater Facility:

Name of Permitee:

Date of last TCEQ compliance inspection: (attach TCEQ letter)

Subdivisions served:

Date of application to transfer permit *submitted* to TCEQ:

23. List the number of *existing* connections, by meter/connection type, to be affected by the proposed transaction:

Water			Sewer	
	Non-metered	2"		Residential
119	5/8" or 3/4"	3"		Commercial
	1"	4"		Industrial
	1 ½"	Other		Other
	Total Water Connections:			Total Sewer Connections:

24. A. Are any improvements required to meet TCEQ or Commission standards?

☒ No ☐ Yes

B. Provide details on each required major capital improvement necessary to correct deficiencies to meet the TCEQ or Commission standards (attach any engineering reports or TCEQ approval letters):

Description of the Capital Improvement:	Estimated Completion Date:	Estimated Cost:

C. Is there a moratorium on new connections?

☒ No ☐ Yes:

25. Does the system being transferred operate within the corporate boundaries of a municipality?

☒ No ☐ Yes: *(name of municipality)*

If yes, indicate the number of customers within the municipal boundary.

Water: Sewer:

26. A. Does the system being transferred purchase water or sewer treatment capacity from another source?

☒ No ☐ Yes: If yes, attach a copy of purchase agreement or contract.

Capacity is purchased from:

Water:

Sewer:

B. Is the PWS required to purchase water to meet capacity requirements or drinking water standards?

☒ No ☐ Yes

C. What is the amount of water supply or sewer treatment purchased, per the agreement or contract? What is the percent of overall demand supplied by purchased water or sewer treatment (if any)?

	Amount in Gallons	Percent of demand
Water:		0.00%
Sewer:		0.00%

D. Will the purchase agreement or contract be transferred to the Transferee?

☐ No ☐ Yes:

27. Does the PWS or sewer treatment plant have adequate capacity to meet the current and projected demands in the requested area?

☐ No ☒ Yes:

28. List the name, class, and TCEQ license number of the operator that will be responsible for the operations of the water or sewer utility service:

Name (as it appears on license)	Class	License No.	Water or Sewer
David L Odle	C	WG0011502	W
Randy Lovejoy	C	WG0001737	W

Part G: Mapping & Affidavits

ALL applications require mapping information to be filed in conjunction with the STM application.
Read question 29 A and B to determine what information is required for your application.

29. A. For applications requesting to transfer an entire CCN, without a CCN boundary adjustment, provide the following mapping information with each of the seven (7) copies of the application:

1. A general location (small scale) map identifying the requested area in reference to the nearest county boundary, city, or town. The following guidance should be adhered to:
   - **i.** If the application requests to transfer certificated service areas for both water and sewer, separate maps must be provided for each.
   - **ii.** A hand drawn map, graphic, or diagram of the requested area is not considered an acceptable mapping document.

   - **iii.** To maintain the integrity of the scale and quality of the map, copies must be exact duplicates of the original map. Therefore, copies of maps cannot be reduced or enlarged from the original map, or in black and white if the original map is in color.

2. A detailed (large scale) map identifying the requested area in reference to verifiable man-made and natural landmarks such as roads, rivers, and railroads. The Applicant should adhere to the following guidance:
   - **i.** The map must be clearly labeled and the outer boundary of the requested area should be marked in reference to the verifiable man-made or natural landmarks. These verifiable man-made or natural landmarks must be labeled and marked on the map as well.
   - **ii.** If the application requests an amendment for both water and sewer certificated service area, separate maps need to be provided for each.
   - **iii.** To maintain the integrity of the scale and quality of the map, copies must be exact duplicates of the original map. Therefore, copies of maps cannot be reduced or enlarged from the original map, or in black and white if the original map is in color.
   - **iv.** The outer boundary of the requested area should not be covered by any labels, roads, city limits or extraterritorial jurisdiction (ETJ) boundaries.

B. For applications that are requesting to include area not currently within a CCN, or for applications that require a CCN amendment (any change in a CCN boundary), such as the transfer of only a portion of a certificated service area, provide the following mapping information with each of the seven (7) copies of the application:

1. A general location (small scale) map identifying the requested area with enough detail to locate the requested area in reference to the nearest county boundary, city, or town. Please refer to the mapping guidance in part A 1 (above).
2. A detailed (large scale) map identifying the requested area with enough detail to accurately locate the requested area in reference to verifiable man-made or natural landmarks such as roads, rivers, or railroads. Please refer to the mapping guidance in part A 2 (above).
3. One of the following identifying the requested area:
   - **i.** A metes and bounds survey sealed or embossed by either a licensed state land surveyor or a registered professional land surveyor. Please refer to the mapping guidance in part A 2 (above);
   - **ii.** A recorded plat. If the plat does not provide sufficient detail, Staff may request additional mapping information. Please refer to the mapping guidance in part A 2 (above); or
   - **iii.** Digital mapping data in a shapefile (SHP) format georeferenced in either NAD 83 Texas State Plane Coordinate System (US Feet) or in NAD 83 Texas Statewide Mapping System (Meters). The digital mapping data shall include a single, continuous polygon record. The following guidance should be adhered to:
     - **a.** The digital mapping data must correspond to the same requested area as shown on the general location and detailed maps. The requested area must be clearly labeled as either the water or sewer requested area.
     - **b.** A shapefile should include six files (.dbf, .shp, .shx, .sbx, .sbn, and the projection (.prj) file).
     - **c.** The digital mapping data shall be filed on a data disk (CD or USB drive), clearly labeled, and filed with Central Records. Seven (7) copies of the digital mapping data is also required.

Part H: Notice Information

The following information will be used to generate the proposed notice for the application.
DO NOT provide notice of the application until it is found sufficient and the Applicants are ordered to provide notice.

30. Complete the following using verifiable man-made or natural landmarks such as roads, rivers, or railroads to describe the requested area (to be stated in the notice documents). Measurements should be approximated from the outermost boundary of the requested area:

The total acreage of the requested area is approximately: 470.00

Number of customer connections in the requested area: 119

Affected subdivision : Camp Joy Subdivision

The closest city or town: Ore City, Texas

Approximate mileage to closest city or town center: 2

Direction to closest city or town: NNE of downtown Ore City, Texas

The requested area is generally bounded on the North by: Unnamed creek, S of Upshur Landing Road

on the East by: Lake O' The Pines

on the South by: Unnamed creek, N of Marion County line

on the West by: N Front Street

31. A copy of the proposed map will be available at:

32. What effect will the proposed transaction have on an average bill to be charged to the affected customers? Take into consideration the average consumption of the requested area, as well as any other factors that would increase or decrease a customer's monthly bill.

☒ All of the customers will be charged the same rates they were charged before the transaction.

☐ All of the customers will be charged different rates than they were charged before the transaction.

☐ higher monthly bill ☐ lower monthly bill

☐ Some customers will be charged different rates than they were charged before (i.e. inside city limit customers)

☐ higher monthly bill ☐ lower monthly bill

WaterWorld

AQUA PENNSYLVANIA TO ACQUIRE NEIGHBORING WASTEWATER SYSTEM

November 13, 2018

BRYN MAWR, PA, NOV 13, 2018 -- Aqua America Inc. announced its Pennsylvania subsidiary has signed an agreement with East Norriton Township, Montgomery County to acquire its wastewater assets, serving roughly 4,950 wastewater connections, for $21 million. The agreement falls under Pennsylvania's Act 12 fair market value legislation.

Act 12 encourages consolidation in a fragmented water and wastewater industry, allowing resources to be shared among a larger service area, ultimately benefiting utility customers, according to Aqua America Chairman and CEO Christopher Franklin.

"Act 12 has enabled water utilities like Aqua and municipal systems like East Norriton to enter into agreements that benefit customers by ensuring professionally run, reliable service into the future," said Franklin. "The legislation also provides municipalities with a fair market price for their assets, which can be used to address other important community priorities."

Aqua Pennsylvania President Marc Lucca said he is looking forward to working with the township and residents in East Norriton.

"The decision to sell water and wastewater assets is an important one for municipal leaders," said Lucca. "We look forward to serving this community."

Aqua Pennsylvania has three other fair market value asset purchase agreements in place: New Garden and East Bradford townships in Chester County with 2,100 and 1,200 customer connections, respectively; and Cheltenham Township, Montgomery County with 10,500 customer connections. In addition to these three fair market value agreements, Aqua Pennsylvania has an asset purchase agreement with the Borough of Phoenixville, Chester County that would yield another 556 water connections outside its municipal boundary. Collectively, when closed, these five agreements would allow the company to welcome roughly 19,300 additional customer connections.

Aqua Pennsylvania completed the acquisition of the Limerick Township, Montgomery County wastewater system in July 2018 using Act 12 fair market value legislation, adding 5,400 customer connections.

Aqua America's Illinois subsidiary completed acquisitions of the Village of Manteno's wastewater assets July 2, and the Village of Peotone wastewater system on Oct. 1 and employing similar Illinois legislation, collectively adding more than 6,800 new customer connections and bringing Aqua America to its 1 million customer-connection milestone.

In terms of the company's growth efforts in other regulated utilities, on Oct. 23, Aqua America announced it will acquire Pittsburgh-based natural gas company Peoples for $4.275 billion, creating a partnership that can have a more significant impact on improving infrastructure reliability, quality of life and economic prosperity in the areas it will serve. When this acquisition closes, expected in mid-2019, Aqua will add 740,000 customers in Western Pennsylvania, Kentucky and West Virginia to its family of companies.

Aqua America is one of the largest U.S.-based, publicly traded water utilities and serves about 3 million people in Pennsylvania, Ohio, North Carolina, Illinois, Texas, New Jersey, Indiana and Virginia. Aqua America is listed on the New York Stock Exchange under the ticker symbol WTR. Visit AquaAmerica.com for more information.

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Idaho Public Utilities Commission
PO Box 83720 Boise, ID 83720-0074

Governor C.L. "Butch" Otter

Paul Kjellander, Commissioner
Kristine Raper, Commissioner
Eric Anderson, Commissioner

Case Nos. EAG-W-18-01, SUZ-W-18-02
Contact: Matt Evans
Office: (208) 334-0339
Cell: (208) 520-4763
matt.evans@puc.idaho.gov

Deadline to intervene set in case involving proposed sale of Eagle Water Company

BOISE (Dec. 10, 2018) – State regulators have set a deadline for parties seeking to intervene in a case involving the proposed sale of Eagle Water Company to Suez Water Idaho.

The proposal, which requires the approval of the Idaho Public Utilities Commission, calls for a purchase price of $10 million as well as significant rate increases for the approximately 4,200 customers of Eagle Water.

The proposal includes a third entity, Wyoming-based H2O Eagle Acquisition LLC, which has entered into asset purchase agreements with both Suez and Eagle Water. Those agreements call for H2O Eagle to purchase Eagle Water and its assets, and for H2O Eagle to sell the company and assets to Suez.

If the deal is approved as proposed, these transactions would close simultaneously, and Suez would take over all ownership and operations of the water system, which is not the same as the city of Eagle's municipal water system.

Suez has proposed that rates for Eagle Water's current customers be increased in three phases over three years, in order to create "rate parity" with Suez's approximately 96,000 customers in the Boise area.

Under the proposed rate adjustment period, Eagle Water customers would see an approximate monthly increase of $6.44 in the first year, and monthly increases of $9.40 in both the second and third years.

Eagle Water's owner cited his age, "the increasing complexity of regulatory requirements, necessary and costly system upgrades" and the utility's limited access to capital to fund those upgrades as reasons for the proposed sale.

Both Eagle Water and Suez contend that the proposal is in the public interest and will result in significant benefits to customers of both utilities by "among other things, realizing certain efficiencies in water service, water supply and operating costs."

Parties seeking to intervene in order to present testimony and exhibits and cross-examine witnesses must do so by Dec. 28.

Later, the Commission will announce dates for public comment deadlines and customer workshops and hearings.

Written comments are being accepted. Go here to submit a comment electronically. Or go to the Commission's web site, www.puc.idaho.gov and click on "Case Comment Form" under the "Water" heading.

Comments can also be submitted via fax to (208) 334-3762 or by mail to P.O. Box 83720, Boise, ID 83720-0074. Please be sure to include the case number, EAG-W-18-01 or SUZ-W-18-02.

All documents related to this case are available here. Or go to the Commission's web site, www.puc.idaho.gov, click on "Open Cases" under the "Water" heading and scroll down to case number EAG-W-18-01 or SUZ-W-18-02.

AQUA

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Press Release

Print page

<< Back

Aqua Pennsylvania Closes Purchase of East Bradford Wastewater System

Dec 13, 2018

BRYN MAWR, Pa.--(BUSINESS WIRE)--Dec. 13, 2018-- Aqua America Inc. (NYSE: WTR) announced today that its Pennsylvania subsidiary acquired the nearly 1,250-connection wastewater assets of East Bradford Township, Chester County for $5 million, marking Aqua Pennsylvania's second acquisition to close under fair market valuation legislation, which encourages consolidation in a fragmented water and wastewater industry and allows resources to be shared among a larger service area.

Aqua Chairman and CEO Christopher Franklin firmly believes these aspects benefit customers.

"Our acquisition of East Bradford is another example of how Act 12 can help a municipality ensure its residents have professional and reliable wastewater service into the future, while reaping the benefit of a fair price for its assets for their community," said Franklin.

Aqua Pennsylvania President Marc Lucca looks forward to adding wastewater to the water service it already provides for East Bradford.

"I'd like to thank the community leaders of East Bradford Township for having the confidence to entrust their residents' wastewater service to Aqua," he said. "We're proud to have the opportunity to now provide wastewater service to our East Bradford water customers, which enables us to offer greater economies of scale and operational efficiencies. We look forward to this additional service opportunity."

Aqua Pennsylvania has three other fair market value asset purchase agreements in place: New Garden Township, Chester County with approximately 2,100 customer connections; and Cheltenham and East Norriton townships in Montgomery County with about 10,500 and 4,950 customer connections, respectively. In addition to these fair market value agreements, Aqua Pennsylvania has an asset purchase agreement with the Borough of Phoenixville, Chester County that would yield approximately 560 water connections. Collectively, when closed, these agreements, along with East Bradford, will allow the company to welcome more than 19,000 additional customers. Aqua Pennsylvania acquired the Limerick Township, Montgomery County wastewater system July 25 using Act 12, adding more than 5,400 customer connections.

Outside of Pennsylvania, Aqua America's Illinois subsidiary acquired the Village of Manteno's wastewater assets July 2, and the Village of Peotone wastewater system Oct. 1 employing similar Illinois legislation. These two acquisitions added more than 6,800 new customer connections and brought Aqua to its 1 million customer-connection milestone.

In terms of the company's growth efforts in other regulated utilities, on Oct. 23, Aqua announced it will acquire Pittsburgh-based natural gas company Peoples for $4.275 billion, creating a platform that can have a more significant impact on improving infrastructure reliability, quality of life and economic prosperity in the areas it will serve. When this acquisition closes, expected in mid-2019, Aqua will add 740,000 customers in Western Pennsylvania, Kentucky and West Virginia to its family of companies.

Aqua America is one of the largest U.S.-based, publicly traded water utilities and serves nearly 3 million people in Pennsylvania, Ohio, North Carolina, Illinois, Texas, New Jersey, Indiana and Virginia. Aqua America is listed on the New York Stock Exchange under the ticker symbol WTR. Visit AquaAmerica.com for more information.

Forward-Looking Statements

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, among others: that the implementation of Act 12 allows resources to be shared to the benefit of utility customers and that the Aqua America and Peoples transaction will have a more significant impact on improving infrastructure reliability, quality of life, and economic prosperity in the areas the Company will serve following the closing of the transaction. There are important factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements including: the company's ability to close the company's and Peoples transaction, the company's ability to close the company's and Peoples transaction with reasonable conditions; general economic business conditions; the company's ability to fund the Company and Peoples transaction; the company's ability to fund capital growth; housing and customer growth trends; changes in regulations or regulatory treatment; availability and access to capital; the cost of capital; disruptions in the credit markets; the success of growth

initiatives; and other factors discussed in our Annual Report on Form 10-K and our Quarterly Report on Form 10-Q, which is filed with the Securities and Exchange Commission. For more information regarding risks and uncertainties associated with Aqua America's business, please refer to Aqua America's annual, quarterly and other SEC filings. Aqua America is not under any obligation - and expressly disclaims any such obligation - to update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

WTRF

View source version on businesswire.com: https://www.businesswire.com/news/home/20181213005641/en/

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AQUA

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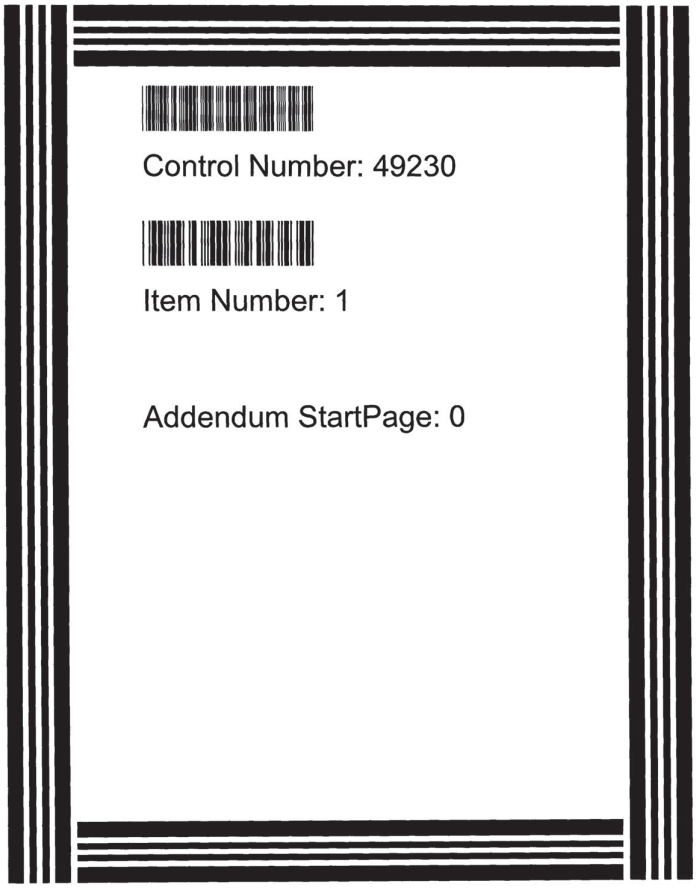

49230

Application for Sale, Transfer, or Merger of a Retail Public Utility

Pursuant to Texas Water Code § 13.301 and 16 Texas Administrative Code § 24.109

2018 DEC 5 AM 9:22

Sale, Transfer, or Merger (STM) Application Instructions

I. **COMPLETE**: In order for the Commission to find the application sufficient for filing, the Applicant should:
   i. Provide an answer to every question and submit any required attachment applicable to the STM request (i.e., agreements or contracts).
   ii. Use attachments or additional pages to answer questions as necessary. If you use attachments or additional pages, reference their inclusion in the form.
   iii. Provide all mapping information as detailed in Part G: Mapping & Affidavits.

II. **FILE**: Seven (7) copies of the completed application with numbered attachments. One copy should be filed with no permanent binding; staples, tabs, or separators; and 7 copies of the portable electronic storage medium containing the digital mapping data.
   i. ***SEND TO***: Public Utility Commission of Texas, Attention: Filing Clerk, 1701 N. Congress Avenue, P.O. Box 13326, Austin, Texas 78711-3326 (NOTE: Electronic documents may be sent in advance of the paper copy, however they will not be processed and added to the Commission's on-line Interchange until the paper copy is received and file-stamped in Central Records).

III. The application will be assigned a docket number, and an administrative law judge (ALJ) will issue an order requiring Commission Staff to file a recommendation on whether the application is sufficient. The ALJ will issue an order after Staff's recommendation has been filed:
   i. ***DEFICIENT (Administratively Incomplete)***: Applicants will be ordered to provide information to cure the deficiencies by a certain date, usually 30 days from ALJ's order. ***Application is not accepted for filing.***
   ii. ***SUFFICIENT (Administratively Complete)***: Applicants will be ordered by the ALJ to give appropriate notice of the application using the notice prepared by Commission Staff. ***Application is accepted for filing.***

IV. Once the Applicants issue notice, a copy of the actual notice sent and an affidavit attesting to notice should be filed in the docket assigned to the application. Recipients of notice may request a hearing on the merits.
   HEARING ON THE MERITS: An affected party may request a hearing within 30 days of notice. In this event, the application may be referred to the State Office of Administrative Hearings (SOAH) to complete this request.

V. **TRANSACTION TO PROCEED**: at any time following the provision of notice, or prior to 120 days from the last date that proper notice was given, Commission Staff will file a recommendation for the transaction to proceed as proposed or recommend that the STM be referred to SOAH for further investigation. The Applicants will be required to file an update in the docket to the ALJ every 30 days following the approval of the transaction. The transaction must be completed within six (6) months from the ALJ's order (Note: The Applicants may request an extension to the 6 month provision for good cause).

VI. **FILE**: Seven (7) copies of completed transaction documents and documentation addressing the transfer or disposition of any outstanding deposits. After receiving all required documents from the Applicants, the application will be granted a procedural schedule for final processing. The Applicants are requested to consent in writing to the proposed maps and certificates, or tariff if applicable.

VII. **FINAL ORDER**: The ALJ will issue a final order issuing or amending the applicable CCNs.

FAQ:

Who can use this form?

Any retail public utility that provides water or wastewater service in Texas.

Who is required to use this form?

A retail public utility that is an investor owned utility (IOU) or a water supply corporation (WSC) prior to any STM of a water or sewer system, or utility, or prior to the transfer of a portion of a certificated service area.

Terms

Transferor: Seller
Transferee: Purchaser
CCN: Certificate of Convenience and Necessity
STM: Sale, Transfer, or Merger
IOU: Investor Owned Utility

Transferor: BEVERLY MINALDI
(selling entity)
CCN No.s:

☑ Sale ☐ Transfer ☐ Merger ☐ Consolidation ☐ Lease/Rental

Transferee: KEVIN HESTER / SIMPLY AQUATICS-INC
(acquiring entity)
CCN No.s:

☑ Water ☐ Sewer ☐ All CCN ☐ Portion CCN ☐ Facilities transfer

County(ies): SABINE

Table of Contents

Sale, Transfer, or Merger (STM) Application Instructions 1
Part A: General Information 3
Part B: Transferor Information 3
Part C: Transferee Information 4
Part D: Proposed Transaction Details 6
Part E: CCN Obtain or Amend Criteria Considerations 8
Part F: TCEQ Public Water System or Sewer (Wastewater) Information 9
Part G: Mapping & Affidavits 10
Part H: Notice Information 12
Appendix A: Historical Financial Information (Balance Sheet and Income Schedule) 15
Appendix B: Projected Information 18

Please mark the items included in this filing

☑ Contract, Lease, Purchase, or Sale Agreement	Part A: Question 1
☑ Tariff including Rate Schedule	Part B: Question 4
☐ List of Customer Deposits	Part B: Question 5
☐ Partnership Agreement	Part C: Question 7
☑ Articles of Incorporation and By-Laws (WSC)	Part C: Question 7
☐ Certificate of Account Status	Part C: Question 7
☐ Financial Audit	Part C: Question 10
☐ Application Attachment A & B	Part C: Question 10
☐ Disclosure of Affiliated Interests	Part C: Question 10
☐ Capital Improvement Plan	Part C: Question 10
☑ List of Assets to be Transferred	Part D: 11.B
☐ Developer Contribution Contracts or Agreements	Part D: 11.D
☐ Enforcement Action Correspondence	Part E: Question 18 (Part D: Q12)
☐ TCEQ Compliance Correspondence	Part F: Question 22
☐ TCEQ Engineering Approvals	Part F: Question 24
☐ Purchased Water Supply or Treatment Agreement	Part F: Question 26
☑ Detailed (large scale) Map	Part G: Question 29
☑ General Location (small scale) Map	Part G: Question 29
☐ Digital Mapping Data	Part G: Question 29
☐ Signed & Notarized Oath	Page 13-14

Part A: General Information

1. Describe the proposed transaction, including the effect on all CCNs involved, and provide details on the existing or expected land use in the area affected by the proposed transaction. Attach all supporting documentation, such as a contract, a lease, or proposed purchase agreements:

2. The proposed transaction will require (check all applicable):

For **Transferee** (Purchaser) CCN:	For **Transferor** (Seller) CCN:
☐ Obtaining a NEW CCN for Purchaser	☑ Cancellation of Seller's CCN
☐ Transfer all CCN into Purchaser's CCN (Merger)	☐ Transfer of a Portion of Seller's CCN to Purchaser
☐ Transfer Portion of CCN into Purchaser's CCN	☐ Only Transfer of Facilities, No CCN or Customers
☐ Transfer all CCN to Purchaser and retain Seller CCN	☐ Only Transfer of Customers, No CCN or Facilities
☐ Uncertificated area added to Purchaser's CCN	☐ Only Transfer CCN Area, No Customers or Facilities

Part B: Transferor Information

Questions 3 through 5 apply only to the *transferor* (current service provider or seller)

3. A. Name: BEVERLY LEE MINALDI
(individual, corporation, or other legal entity)
☐ Individual ☑ Corporation ☐ WSC ☐ Other:

B. Mailing Address: P.O. BOX 1611 ; NEDERLAND , TEXAS 77627

Phone: 409-722-1897 (home) Email: beverlyminaldi@yahoo.com

C. Contact Person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: BEVERLY LEE MINALDI Title: OWNER/OPERATOR

Mailing Address: P.O. BOX 1611 NEDERLAND , TEXAS 77627

Phone: 409-543-5521 (C) Email: BEVERLYMINALDI@YAHOO.COM

4. If the utility to be transferred is an Investor Owned Utility (IOU), for the most recent rate change, attach a copy of the current tariff and complete A through B:

A. Effective date for most recent rates: JANUARY 1, 2009

B. Was notice of this increase provided to the Public Utility Commission of Texas (Commission) or a predecessor regulatory authority?

☑ No ☐ Yes Application or Docket Number:

If the transferor is a Water Supply or Sewer Service Corporation, provide a copy of the current tariff.

5. For the customers that will be transferred following the approval of the proposed transaction, check all that apply:

☐ There are *no* customers that will be transferred
☑ # of customers without deposits held by the transferor 46
☐ # of customers with deposits held by the transferor* _____

*Attach a list of all customers affected by the proposed transaction that have deposits held, and include a customer indicator (name or account number), date of each deposit, amount of each deposit, and any unpaid interest on each deposit.

Part C: Transferee Information SAME Info

Questions 6 through 10 apply only to the *transferee* (purchaser or proposed service provider)

6. A. Name: KEVIN HESTER / SIMPLY AQUATICS INC
(individual, corporation, or other legal entity)
☐ Individual ☑ Corporation ☐ WSC ☐ Other:

B. Mailing Address: P.O BOX 157 , KIRBYVILLE TX 75956

Phone: 409-420-0774 _____ Email: SAINWATERSYSTEMS@YAHOO.COM

C. Contact Person. Provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: CALEB ROSS Title: OPERATOR

Address: P.O. BOX 157 , KIRBYVILLE TX 75956

Phone: 409-423-9386 Email: SAINWATERSYSTEMS@YAHOO.COM

D. If the transferee is someone other than a municipality, is the transferee current on the Regulatory Assessment Fees (RAF) with the Texas Commission on Environmental Quality (TCEQ)?

☐ No ☐ Yes ☐ N/A

E. If the transferee is an IOU, is the transferee current on the Annual Report filings with the Commission?

☐ No ☐ Yes ☐ N/A

7. The legal status of the transferee is:

☐ Individual or sole proprietorship
☐ Partnership or limited partnership (*attach* Partnership agreement)
☒ Corporation
Charter number (as recorded with the Texas Secretary of State): 800 198 192
☐ Non-profit, member-owned, member controlled Cooperative Corporation [Article 1434(a) Water Supply or Sewer Service Corporation, incorporated under TWC Chapter 67]
Charter number (as recorded with the Texas Secretary of State): _____
☐ Articles of Incorporation and By-Laws established (*attach*)
☐ Municipally-owned utility
☐ District (MUD, SUD, WCID, FWSD, etc.)

☐ County
☐ Affected County (a county to which Subchapter B, Chapter 232, Local Government Code, applies)
☐ Other (please explain):

8. If the transferee operates under any d/b/a, provide the name below:

Name: SIMPLY AQUATICS INCORPORATION

9. If the transferee's legal status is anything other than an individual, provide the following information regarding the officers, members, or partners of the legal entity applying for the transfer:

Name: KEVIN WAYNE HESTER
Position: PRESIDENT Ownership % (if applicable): ~~100%~~ 50%
Address: 921 CR 3065 KIRBYVILLE TX 75956
Phone: 409-381-0271 Email: SAINWATERSYSTEMS@YAHOO.COM

Name: STEPHANIE ~~ANN~~ HESTER
Position: 921 CR 3065 KIRBYVILLE TX 75956 (SECRETARY/TREASURE) Ownership % (if applicable): ~~100%~~ 50%
Phone: 409-381-0275 Email: SAINWATERSYSTEMS@YAHOO.COM

Name: _____
Position: _____ Ownership % (if applicable): 0.00%
Address: _____
Phone: _____ Email: _____

Name: _____
Position: _____ Ownership % (if applicable): 0.00%
Address: _____
Phone: _____ Email: _____

10. **Financial Information**

The transferee Applicant must provide accounting information typically included within a balance sheet, income statement, and statement of cash flows. If the Applicant is an existing retail public utility, this must include historical financial information and projected financial information. However, projected financial information is only required if the Applicant proposes new service connections and new investment in plant, or if requested by Staff. If the Applicant is a new market entrant and does not have its own historical balance sheet, income statement, and statement of cash flows information, then the Applicant should establish a five-year projection taking the historical information of the transferor Applicant into consideration when establishing the projections.

Historical Financial Information may be shown by providing any combination of the following that includes necessary information found in a balance sheet, income statement, and statement of cash flows:

1. Completed Appendix A;
2. Documentation that includes all of the information required in Appendix A in a concise format; or
3. Audited financial statements issued within 18 months of the application filing date. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Projected Financial Information may be shown by providing any of the following:

1. Completed Appendix B;
2. Documentation that includes all of the information required in Appendix B in a concise format;
3. A detailed budget or capital improvement plan, which indicates sources and uses of funds required, including improvements to the system being transferred; or
4. A recent budget and capital improvements plan that includes information needed for analysis of the operations test (16 Tex. Admin. Code § 24.11(e)(3)) for the system being transferred and any operations combined with the system. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Part 5: Proposed Transaction Details

11. A. Proposed Purchase Price: $ 35,000

If the transferee Applicant is an investor owned utility (IOU) provide answers to B through D.

B. Transferee has a copy of an inventory list of assets to be transferred (*attach*):

☐ No ☑ Yes ☐ N/A

Total Original Cost of Plant in Service: $ _____

Accumulated Depreciation: $ _____

Net Book Value: $ _____

C. **Customer contributions in aid of construction (CIAC):** Have the customers been billed for any surcharges approved by the Commission or TCEQ to fund any assets currently used and useful in providing utility service? Identify which assets were funded, or are being funded, by surcharges on the list of assets.

☑ No ☐ Yes

Total Customer CIAC: $ 0

Accumulated Amortization: $ 0

D. **Developer CIAC:** Did the transferor receive any developer contributions to pay for the assets proposed to be transferred in this application? If so, identify which assets were funded by developer contributions on the list of assets and provide any applicable developer agreements.

☑ No ☐ Yes

Total developer CIAC: $ 0

Accumulated Amortization: $ 0

12. A. Are any improvements or construction required to meet the minimum requirements of the TCEQ or Commission and to ensure continuous and adequate service to the requested area to be transferred plus any area currently certificated to the transferee Applicant? Attach supporting documentation and any necessary TCEQ approvals, if applicable.

☒ No ☐ Yes

WAITING ON APPROVAL OF THE ADDITION OF PRESSURE TANKS & DISTRIBUTION PUMPS
* 1/22/19 WAS APPROVED ALREADY TCEQ

B. If yes, describe the source and availability of funds and provide an estimated timeline for the construction of any planned or required improvements:

NO IMPROVEMENTS NEEDED.
FUTURE DRILL NEW WELL? #10,000

13. Provide any other information concerning the nature of the transaction you believe should be given consideration:

LOT #26 - FREE WATER FOR 20 YEARS - BEVERLY

14. Complete the following proposed entries (listed below) as shown in the books of the Transferee (purchaser) after the acquisition. Debits (positive numbers) should equal credits (negative numbers) so that all line items added together equal zero. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations:

Utility Plant in Service: $ 35,000

Accumulated Depreciation of Plant: $ _____

Cash: $ _____

Notes Payable: $ _____

Mortgage Payable: $ _____

(Proposed) Acquisition Adjustment*: $ _____

*Acquisition Adjustments will be subject to review under 16 TAC § 24.31(d) and (e)

Other (NARUC account name & No.): _____

Other (NARUC account name & No.): _____

15. A. Explain any proposed billing change (NOTE: If the acquiring entity is an IOU, the IOU may not change the rates charged to the customers through this STM application. Rates can only be changed through the approval of a rate change application.)

NO.

B. If transferee is an IOU, state whether or not the transferee intends to file with the Commission, or an applicable municipal regulatory authority, an application to change rates for some or all of its customers as a result of the transaction within the next twelve months. If so, provide details below:

?

Part 6: CCN Obtain/Amend Criteria/Considerations

16. Describe, in detail, the anticipated impact or changes in the quality of retail public utility service in the requested area as a result of the proposed transaction:

NONE

17. Describe the transferee's experience and qualifications in providing continuous and adequate service. This should include, but is not limited to: other CCN numbers, water and wastewater systems details, and any corresponding compliance history for all operations.

SIMPLY AQUATICS INC. ~~PROVIDES CHEMICAL FOR WATER TREATMENT PLANTS~~ HAS BEEN IN BUSINESS SINCE 2001. WE PROVIDE CHEMICAL TO WATER & WASTE WATER TREATMENT PLANTS. OUR COMPANY KNOWS TO THE OPERATIONS OF WATER SYSTEMS. WE HAVE A FULL TIME OPERATOR ON STAFF.

18. Has the transferee been under an enforcement action by the Commission, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG), or the Environmental Protection Agency (EPA) in the past five (5) years for non-compliance with rules, orders, or state statutes? Attach copies of any correspondence with the applicable regulatory agency(ies)

☒ No ☐ Yes

19. Explain how the environmental integrity or the land will be impacted or disrupted as a result of the proposed transaction:

N/A

20. How will the proposed transaction serve the public interest?

21. List all neighboring water or sewer utilities, cities, districts (including ground water conservation districts), counties, or other political subdivisions (including river authorities) providing the same service within two (2) miles from the outer boundary of the requested area affected by the proposed transaction:

*SEE ATTACHMENT

District | Maps | Document | Reports | W

District Name: ANGELINA & NECHES RIVER A

Affiliations Documents

Responsible Party

Organization: **ANGELINA & NECHES RIVER AUTHORITY**
Address: **361 RED LOVING RD**
LUFKIN , TX 75901-4369
Individual: **JODY ANDERSON**

Customers

Reference Number	Name
CN601550635	ANGELINA & NECHES RIVER AUTHORITY

Official Address / Phone

Address: **PO BOX 387**
LUFKIN , TEXAS 75902-0387
Telephone: **(936) 632-7795**

Properties

CR Regulated Entity Number: **RN102315181**
CCEDS Status: **NO ACTIVE NOE EXISTS**
District Type: **RIVER AUTHORITY**
Creation Type: **LEGISLATURE**
Primary County: **ANGELINA**
Financial Status: **AUDIT FILED**
Directors: **9**

Functions

Function
SPECIAL LAW
RETAIL WASTEWATER
SUPPLY TREATED OR RETAIL WATER
Occurrences retrieved.

Associated Public Water Systems

PWS Name	PWSID	Status	CCN
HOLMWOOD ANGELINA & NECHES RIVER AUTHORITY	1210020	ACTIVE	12303

Water System occurrences retrieved.

Associated Utility Systems

Utility ANGELINA & NECHES RIVER AUTHORITY
ANGELINA & NECHES RIVER AUTHORITY
ANGELINA & NECHES RIVER AUTHORITY
Utility occurrences retrieved.

Counties

Code	County Name
1	ANDERSON
3	ANGELINA
37	CHEROKEE
107	HENDERSON
113	HOUSTON
121	JASPER
174	NACOGDOCHES
181	ORANGE
187	POLK
201	RUSK
202	SABINE
203	SAN AUGUSTINE
210	SHELBY
212	SMITH
228	TRINITY
234	VAN ZANDT

Occurrences retrieved.

Activity

Creation Date: **04/22/1935**
Activity Status: **ACTIVE**
Last Registration Date: **10/20/2017**
Boundary Change Date: **08/29/1977**

District successfully retrieved.

For all filter and queries to perform effectively best to view with IE

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Statewide Links: Texas.gov | Texas Homeland Security | TRAIL Statewide Archive | Texas Veterans Portal

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2/7/2019 **TAP ACCOUNTS BY STATUS CODE** 1

Tap/Acct	Name	Status	Type	Balance	Location
63	Amy, Becky Ritchie	A N	R S	0.00	
20	Arnaud, Sheila	A N	R S	0.00	
6	Babin, James	A N	R S	35.35	
21	Beale, Luther Alton	A N	R S	35.35	
19	Brewer, Lacey	A N	R S	106.05	
29	Broussard, James	A N	R S	35.35	
11	Brown, Larry & Kathleen	A N	R S	35.35	
58	Chambers, Charles	A N	R S	35.35	
60	Currier, Bill	A N	R S	30.70	
12	Damico, Tom	A N	R S	35.35	
13	Dorman, Louis & Barbara	A N	R S	35.35	
18	Forest, David & Jane	A N	R S	35.35	
9	Gentz, Fred & Jane	A N	R S	35.35	
62	Graves, Charles	A N	R S	35.35	
27	Guidry, Ray	A N	R S	0.00	
16	Guin, Andrea	A N	R S	106.05	
31	Hamilton, Dub	A N	R S	35.35	
36	Harshbarger, Tim	A N	R S	(30.95)	
68	Howell, Micah	A N	R S	35.35	
52	Johson, William & Sue	A N	R S	106.05	
64	Kennaugh, Chris	A N	R S	35.35	
23	Knowles, Chip	A N	R S	35.35	
15	Koehler, Joel	A N	R S	20.35	
45	Langford, Bric	A N	R S	35.35	
43	Martin, Glenn J	A N	R S	35.35	
59	McKeever, Rick	A N	R S	35.35	
61	McLamara, Jay	A N	R S	35.35	
35	Minaldi, Beverly	I N	R S	0.00	
22	Minaldi, Ronnie	A N	R S	35.35	
33	Moore, Mark & Lauri	A N	R S	35.35	
2	Murff, Bill	A N	R S	35.35	
3	Murff, John	A N	R S	35.35	
41	Nicholas, Wilson	A N	R S	35.35	
25	Nicklebur, Jimmy	A N	R S	35.35	
55	Pratt, Bobbie	A N	R S	35.35	
40	Richey, Keith & Carolyn	A N	R S	35.35	
8	Roberts, Thomas	A N	R S	0.00	
38	Seago, Vera	A N	R S	35.35	
50	Seymour, Ed	A N	R S	70.70	
4	Smits, Harry	A N	R S	35.35	
10	Smits, Karen	A N	R S	35.35	
39	Stansbury, Larry	A N	R S	35.35	
30	Teague, Randy & Carrie	A N	R S	35.35	
37	Weber, Clifton	I N	R S	0.00	
65		A N	R S	0.00	
42	Wesner, Ernest	A N	R S	35.35	
	Wike, Pat	A N	R S	35.35	
	47 Accounts			**$1,575.50**	

2/7/2019 **READING AND USAGE LIST** 1

Tap/Acct	Name	Code	Date	Current	Previous	Usage	Status/Est	Book Sequence
11/26/2018								
29	Broussard, James	Water	11/26/2018	1146	1141	5,000	C A N	
				1,146		**5,000**		
12/31/2018								
63	Amy, Becky Ritchie	Water	12/31/2018	489	487	2,000	C A N	
20	Arnaud, Sheila	Water	12/31/2018	389	389	0	C A N	
6	Babin, James	Water	12/31/2018	593	593	0	C A N	
21	Beale, Luther Alton	Water	12/31/2018	463	463	0	C A N	
19	Brewer, Lacey	Water	12/31/2018	567	567	0	C A N	
11	Brown, Larry & Kathleen	Water	12/31/2018	84	84	0	C A N	
58	Chambers, Charles	Water	12/31/2018	18	18	0	C A N	
60	Currier, Bill	Water	12/31/2018	656	656	0	C A N	
12	Damico, Tom	Water	12/31/2018	47	47	0	C A N	
13	Dorman, Louis & Barbara	Water	12/31/2018	81	81	0	C A N	
18	Forest, David & Jane	Water	12/31/2018	555	555	0	C A N	
9	Gentz, Fred & Jane	Water	12/31/2018	457	457	0	C A N	
62	Graves, Charles	Water	12/31/2018	13	13	0	C A N	
27	Guidry, Ray	Water	12/31/2018	29	29	0	C A N	
16	Guin, Andrea	Water	12/31/2018	754	754	0	C A N	
31	Hamilton, Dub	Water	12/31/2018	33	33	0	C A N	
36	Harshbarger, Tim	Water	12/31/2018	270	270	0	C A N	
68	Howell, Micah	Water	12/31/2018	28	28	0	C A N	
52	Johson, William & Sue	Water	12/31/2018	753	753	0	C A N	
64	Kennaugh, Chris	Water	12/31/2018	80	79	1,000	C A N	
23	Knowles, Chip	Water	12/31/2018	230	230	0	C A N	
15	Koehler, Joel	Water	12/31/2018	26	26	0	C A N	
45	Langford, Bric	Water	12/31/2018	196	196	0	C A N	
43	Martin, Glenn J	Water	12/31/2018	1052	1052	0	C A N	
59	McKeever, Rick	Water	12/31/2018	285	285	0	C A N	
61	McLamara, Jay	Water	12/31/2018	527	526	1,000	C A N	
22	Minaldi, Ronnie	Water	12/31/2018	36	36	0	C A N	
33	Moore, Mark & Lauri	Water	12/31/2018	21	21	0	C A N	
41	Nicholas, Wilson	Water	12/31/2018	102	102	0	C A N	
25	Nicklebur, Jimmy	Water	12/31/2018	96	96	0	C A N	
55	Pratt, Bobbie	Water	12/31/2018	58	58	0	C A N	
40	Richey, Keith & Carolyn	Water	12/31/2018	187	187	0	C A N	
8	Roberts, Thomas	Water	12/31/2018	121	120	1,000	C A N	
38	Seago, Vera	Water	12/31/2018	312	312	0	C A N	
50	Seymour, Ed	Water	12/31/2018	82	82	0	C A N	
4	Smits, Harry	Water	12/31/2018	57	54	3,000	C A N	
10	Smits, Karen	Water	12/31/2018	222	222	0	C A N	
39	Teague, Randy & Carrie	Water	12/31/2018	153	153	0	C A N	
37	,	Water	12/31/2018	0	0	0	C A N	
65	Wesner, Ernest	Water	12/31/2018	158	157	1,000	C A N	
42	Wike, Pat	Water	12/31/2018	159	159	0	C A N	
				10,439		**9,000**		
1/3/2019								
2	Murff, Bill	Water	1/3/2019	40	40	0	C A N	
3	Murff, John	Water	1/3/2019	119	119	0	C A N	
39	Stansbury, Larry	Water	1/3/2019	201	201	0	C A N	

2/7/2019 **ACCOUNTS RECEIVABLE** 1

ACCOUNT	SERVICE LOCATION	OWNER / OCCUPANT	BALANCE
6		Babin James	$35.35
21		Beale Luther Alton	$35.35
19		Brewer Lacey	$106.05
29		Broussard James	$35.35
11		Brown Larry & Kathleen	$35.35
58		Chambers Charles	$35.35
60		Currier Bill	$30.70
12		Damico Tom	$35.35
13		Dorman Louis & Barbara	$35.35
18		Forest David & Jane	$35.35
9		Gentz Fred & Jane	$35.35
62		Graves Charles	$35.35
16		Guin Andrea	$106.05
31		Hamilton Dub	$35.35
36		Harshbarger Tim	($30.95)
68		Howell Micah	$35.35
52		Johson William & Sue	$106.05
64		Kennaugh Chris	$35.35
23		Knowles Chip	$35.35
15		Koehler Joel	$20.35
45		Langford Bric	$35.35
43		Martin Glenn J	$35.35
59		McKeever Rick	$35.35
61		McLamara Jay	$35.35
22		Minaldi Ronnie	$35.35
33		Moore Mark & Lauri	$35.35
2		Murff Bill	$35.35
3		Murff John	$35.35
41		Nicholas Wilson	$35.35

2/7/2019 **ACCOUNTS RECEIVABLE** 2

ACCOUNT	SERVICE LOCATION	OWNER / OCCUPANT	BALANCE
25		Nicklebur Jimmy	$35.35
55		Pratt Bobbie	$35.35
40		Richey Keith & Carolyn	$35.35
38		Seago Vera	$35.35
50		Seymour Ed	$70.70
4		Smits Harry	$35.35
10		Smits Karen	$35.35
		Smits Karen	
1		Stansbury Larry	$35.35
39		Teague Randy & Carrie	$35.35
65		Wesner Ernest	$35.35
42		Wike Pat	$35.35
40 ACCOUNTS		TOTAL	$1,575.50

2/7/2019 **Miscellaneous Charges** 1

Charge Code	Standard Amount	Priority	Description	PenPct	GL Account	C	S
$Water		9	PUC	0.00		Y	Y
%Penalty		1	Penalty	0.00		N	N
Adjust		1	Adjustment	0.00		Y	N
BadDebt		1	Bad Debt	0.00		Y	N
Bal For		9	Balance Forward	0.00		Y	N
BalXfer		1	Balance Transfer	0.00		Y	N
Credit		0	Credit Balance	0.00		Y	N
DepApp		9	Deposit Applied	0.00		Y	N
Deposit	$50.00	9	Deposits	0.00		Y	N
DepRef		9	Deposit Refund	0.00		Y	N
Discon	$50.00	9	Disconnect ustomer Request	0.00		Y	N
LateFee		1	Late Fee	0.00		Y	N
MetrTst	$25.00	9	Meter Test	0.00		Y	N
Penalty		1	Penalty	0.00		N	N
PUC		9	PUC	0.00		Y	Y
Reconct	$25.00	1	Reconnect Fee	0.00		Y	N
Ret Chk	$25.00	9	Return Check Charge	0.00		Y	N
Tap Fee	$500.00	9	New Tap Fee	0.00		Y	N
Transfr	$25.00	9	Transfer Fee	0.00		Y	N
Water		1	Water	0.00		Y	Y
WtrAdj		1	Water Adj	0.00		Y	N

2/7/2019 **MEMBERSHIP LIST** 1

Last Name	First Name	Address Line 1	Address Line 2	City
Amy	Becky Ritchie	401 Timberlane Loop		Hemphill
Arnaud	Sheila	8540 Thomas Dr.		Orange
Babin	James	6799 Jefferson St.		Groves
Beale	Luther Alton	270 Timberlane Loop		Hemphill
Brewer	Lacey	5027 Fernwood Dr.		Lake Charles
Broussard	James	340 Timberlane Loop		Hemphill
Brown	Larry & Kathleen	1024 Hopkins		Mexia
Chambers	Charles	810 West Lucas Dr.		Beaumont
Currier	Bill	P.O. Box 412		Burkeville
Damico	Tom	8031 Null Ct		Spring
Dorman	Louis & Barbara	1875 Cedar Spur St.		Tyler
Forest	David & Jane	1712 Live Oak		Port Neches
Gentz	Fred & Jane	3385 Ward St.		Vidor
Graves	Charles	1415 Ave C		Port Neches
Guidry	Ray	3913 18th St.		Texas City
Guin	Andrea	P.O. Box 35		Nederland
Hamilton	Dub	9106 Paseo Lobo		Texas City
Harshbarger	Tim	688 CR 2786		Mineola
Howell	Micah	815 So 13th St		Nederland
Johson	William & Sue	145 Elm Dr.		Lumberton
Kennaugh	Chris	P.O. Box 938		Nederland
Knowles	Chip	2605 Sarasota		Friendswood
Koehler	Joel	7950 Halliday Ln.		Beaumont
Langford	Bric	799 West Gibson, STE 700		Jasper
Martin	Glenn J	17507 Mallet St.		Crosby
McKeever	Rick	1316 Marshall		Nederland
McLamara	Jay	445 Timberlane Loop		Hemphill
Minaldi	Ronnie	1606 Franklin		Nederland
Moore	Mark & Lauri	396 Timberlane Loop		Hemphill
Murff	Bill	11655 Jones Rd.		Houston
Murff	John	2400 62nd St.		Port Arthur
Nicholas	Wilson	431 CR 4375		Woodville
Nicklebur	Jimmy	180 Sterling Ridge Dr.		Nederland
Pratt	Bobbie	P.O. Box 627		Village Mills
Richey	Keith & Carolyn	3104 Lawrence Ave		Nederland
Roberts	Thomas	P.O. Box 632297		Nacogdoches
Seago	Vera	6242 Wood Ridge		Orange
Seymour	Ed	1828 Franklin Ave		Nederland
Smits	Harry	29070 E. 160 CT		Brighton
Smits	Karen	3004 Price St.		Nederland
Stansbury	Larry	524 Ave D		Nederland
Teague	Randy & Carrie	7242 Campbell Rd.		Orange
Well				
Wesner	Ernest	347 Timberlane Loop		Hemphill
Wike	Pat	8675 Lafayette Ln		Beaumont

Part F: TCEQ Public Water System or Sewer (Wastewater) Information

Complete Part F for EACH Public Water or Sewer system to be transferred subject to approval of the transaction. Attach a separate sheet with this information if you need more space for additional systems being transferred.

22. A. For Public Water System (PWS):

TCEQ PWS Identification Number: 2020054 (7 digit ID)

Name of PWS: TIMBERLANE WATER SYSTEM

Date of last TCEQ compliance inspection: DEC. 12, 2017 (attach TCEQ letter)

Subdivisions served: TIMBERLANE SUBDIVISION

B. For Sewer service: N/A

TCEQ Water Quality (WQ) Discharge Permit Number: WQ - (8 digit ID)

Name of Wastewater Facility:

Name of Permitee:

Date of last TCEQ compliance inspection: (attach TCEQ letter)

Subdivisions served:

Date of application to transfer permit *submitted* to TCEQ:

23. List the number of *existing* connections, by meter/connection type, to be affected by the proposed transaction:

Water				Sewer	
	Non-metered		2"		Residential
	5/8" or 3/4"		3"		Commercial
	1"		4"		Industrial
	1 ½"		Other		Other
	Total Water Connections:				Total Sewer Connections:

24. A. Are any improvements required to meet TCEQ or Commission standards?

☑ No ☐ Yes

B. Provide details on each required major capital improvement necessary to correct deficiencies to meet the TCEQ or Commission standards (attach any engineering reports or TCEQ approval letters):

Description of the Capital Improvement:	Estimated Completion Date:	Estimated Cost:

C. Is there a moratorium on new connections?

☑ No ☐ Yes:

25. Does the system being transferred operate within the corporate boundaries of a municipality?

☑ No ☐ Yes: *(name of municipality)*

If yes, indicate the number of customers within the municipal boundary.

Water: Sewer:

26. A. Does the system being transferred purchase water or sewer treatment capacity from another source?

☑ No ☐ Yes: If yes. attach a copy of purchase agreement or contract.

Capacity is purchased from: _____

Water: _____

Sewer: _____

B. Is the PWS required to purchase water to meet capacity requirements or drinking water standards?

☑ No ☐ Yes

C. What is the amount of water supply or sewer treatment purchased, per the agreement or contract? What is the percent of overall demand supplied by purchased water or sewer treatment (if any)?

	Amount in Gallons	Percent of demand
Water:		0.00%
Sewer:		0.00%

D. Will the purchase agreement or contract be transferred to the Transferee?

☑ No ☐ Yes:

27. Does the PWS or sewer treatment plant have adequate capacity to meet the current and projected demands in the requested area?

☐ No ☑ Yes:

28. List the name, class, and TCEQ license number of the operator that will be responsible for the operations of the water or sewer utility service:

Name (as it appears on license)	Class	License No.	Water or Sewer
CALEB A ROSS	C	WO0038272	WATER

Part 4: Mapping Requirements

ALL applications require mapping information to be filed in conjunction with the STM application.
Read question 29 A and B to determine what information is required for your application.

29. A. For applications requesting to transfer an entire CCN, without a CCN boundary adjustment, provide the following mapping information with each of the seven (7) copies of the application:

1. A general location (small scale) map identifying the requested area in reference to the nearest county boundary, city, or town. The following guidance should be adhered to:
   - **i.** If the application requests to transfer certificated service areas for both water and sewer, separate maps must be provided for each.
   - **ii.** A hand drawn map, graphic, or diagram of the requested area is not considered an acceptable mapping document.

   - **iii.** To maintain the integrity of the scale and quality of the map, copies must be exact duplicates of the original map. Therefore, copies of maps cannot be reduced or enlarged from the original map, or in black and white if the original map is in color.

2. A detailed (large scale) map identifying the requested area in reference to verifiable man-made and natural landmarks such as roads, rivers, and railroads. The Applicant should adhere to the following guidance:
   - **i.** The map must be clearly labeled and the outer boundary of the requested area should be marked in reference to the verifiable man-made or natural landmarks. These verifiable man-made or natural landmarks must be labeled and marked on the map as well.
   - **ii.** If the application requests an amendment for both water and sewer certificated service area, separate maps need to be provided for each.
   - **iii.** To maintain the integrity of the scale and quality of the map, copies must be exact duplicates of the original map. Therefore, copies of maps cannot be reduced or enlarged from the original map, or in black and white if the original map is in color.
   - **iv.** The outer boundary of the requested area should not be covered by any labels, roads, city limits or extraterritorial jurisdiction (ETJ) boundaries.

B. For applications that are requesting to include area not currently within a CCN, or for applications that require a CCN amendment (any change in a CCN boundary), such as the transfer of only a portion of a certificated service area, provide the following mapping information with each of the seven (7) copies of the application:

1. A general location (small scale) map identifying the requested area with enough detail to locate the requested area in reference to the nearest county boundary, city, or town. Please refer to the mapping guidance in part A 1 (above).
2. A detailed (large scale) map identifying the requested area with enough detail to accurately locate the requested area in reference to verifiable man-made or natural landmarks such as roads, rivers, or railroads. Please refer to the mapping guidance in part A 2 (above).
3. One of the following identifying the requested area:
   - **i.** A metes and bounds survey sealed or embossed by either a licensed state land surveyor or a registered professional land surveyor. Please refer to the mapping guidance in part A 2 (above);
   - **ii.** A recorded plat. If the plat does not provide sufficient detail, Staff may request additional mapping information. Please refer to the mapping guidance in part A 2 (above); or
   - **iii.** Digital mapping data in a shapefile (SHP) format georeferenced in either NAD 83 Texas State Plane Coordinate System (US Feet) or in NAD 83 Texas Statewide Mapping System (Meters). The digital mapping data shall include a single, continuous polygon record. The following guidance should be adhered to:
     - **a.** The digital mapping data must correspond to the same requested area as shown on the general location and detailed maps. The requested area must be clearly labeled as either the water or sewer requested area.
     - **b.** A shapefile should include six files (.dbf, .shp, .shx, .sbx, .sbn, and the projection (.prj) file).
     - **c.** The digital mapping data shall be filed on a data disk (CD or USB drive), clearly labeled, and filed with Central Records. Seven (7) copies of the digital mapping data is also required.

Part 5: Notice Information

The following information will be used to generate the proposed notice for the application.
DO NOT provide notice of the application until it is found sufficient and the Applicants are ordered to provide notice.

30. Complete the following using verifiable man-made or natural landmarks such as roads, rivers, or railroads to describe the requested area (to be stated in the notice documents). Measurements should be approximated from the outermost boundary of the requested area:

The total acreage of the requested area is approximately: 13± ACRES ±

Number of customer connections in the requested area: 47

Affected subdivision: TIMBERLANE SUBDIVISION

The closest city or town: HEMPHILL, TEXAS 75949

Approximate mileage to closest city or town center: 15 MILES

Direction to closest city or town: NORTH ON HIGHWAY 87

The requested area is generally bounded on the North by: _____

on the East by: _____

on the South by: _____

on the West by: _____

31. A copy of the proposed map will be available at: _____

32. What effect will the proposed transaction have on an average bill to be charged to the affected customers? Take into consideration the average consumption of the requested area, as well as any other factors that would increase or decrease a customer's monthly bill.

☒ All of the customers will be charged the same rates they were charged before the transaction.

☐ All of the customers will be charged different rates than they were charged before the transaction.

☐ higher monthly bill ☐ lower monthly bill

☐ Some customers will be charged different rates than they were charged before (i.e. inside city limit customers)

☐ higher monthly bill ☐ lower monthly bill

Oath for Transferor (Transferring Entity)

STATE OF Texas

COUNTY OF Newton

I, Beverly Minaldi being duly sworn, file this application for sale, transfer, merger, consolidation, acquisition, lease, or rental, as Timberlane Water System
(owner, member of partnership, title as officer of corporation, or authorized representative)

I attest that, in such capacity, I am qualified and authorized to file and verify such application, am personally familiar with the documents filed with this application, and have complied with all the requirements contained in the application; and, that all such statements made and matters set forth therein with respect to Applicant are true and correct. Statements about other parties are made on information and belief. I further state that the application is made in good faith and that this application does not duplicate any filing presently before the Commission.

I further state that I have provided to the purchaser or transferee a written disclosure statement about any contributed property as required under Texas Water Code § 13.301(j) and copies of any outstanding enforcement Orders of the Texas Commission on Environmental Quality, the Public Utility Commission of Texas, or Attorney General and have also complied with the notice requirements in Texas Water Code § 13.301(k).

Beverly Minaldi
AFFIANT
(Utility's Authorized Representative)

If the Affiant to this form is any person other than the sole owner, partner, officer of the Applicant, or its attorney, a properly verified Power of Attorney must be enclosed.

SUBSCRIBED AND SWORN BEFORE ME, a Notary Public in and for the State of Texas
this day the 2nd **of** November, 2018

SEAL

NANCY FOUNTAIN
Notary Public, State of Texas
Comm. Expires 03-03-2022
Notary ID 125605246

Nancy Fountain
NOTARY PUBLIC IN AND FOR THE STATE OF TEXAS

Nancy Fountain
PRINT OR TYPE NAME OF NOTARY

My commission expires: 03/03/2022

Oath for Transferee (Acquiring Entity)

STATE OF Texas

COUNTY OF Newton

I, Kevin Hester being duly sworn, file this application for sale, transfer, merger, consolidation, acquisition, lease, or rental, as Simply Aquatics, Inc. - President (owner, member of partnership, title as officer of corporation, or authorized representative)

I attest that, in such capacity, I am qualified and authorized to file and verify such application, am personally familiar with the documents filed with this application, and have complied with all the requirements contained in the application; and, that all such statements made and matters set forth therein with respect to Applicant are true and correct. Statements about other parties are made on information and belief. I further state that the application is made in good faith and that this application does not duplicate any filing presently before the Commission.

I further state that I have been provided with a copy of the 16 TAC § 24.109 Commission rules. I am also authorized to agree and do agree to be bound by and comply with any outstanding enforcement orders of the Texas Commission on Environmental Quality, the Public Utility Commission of Texas or the Attorney General which have been issued to the system or facilities being acquired and recognize that I will be subject to administrative penalties or other enforcement actions if I do not comply.

AFFIANT
(Utility's Authorized Representative)

If the Affiant to this form is any person other than the sole owner, partner, officer of the Applicant, or its attorney, a properly verified Power of Attorney must be enclosed.

SUBSCRIBED AND SWORN BEFORE ME, a Notary Public in and for the State of Texas this day the 2nd of November, 2018

SEAL

NANCY FOUNTAIN
Notary Public, State of Texas
Comm. Expires 03-03-2022
Notary ID 125605246

NOTARY PUBLIC IN AND FOR THE STATE OF TEXAS

Nancy Fountain
PRINT OR TYPE NAME OF NOTARY

My commission expires: 03/03/2022

Control Number: 49231

Item Number: 1

Addendum StartPage: 0

49231

Application for Sale, Transfer, or Merger of a Retail Public Utility

2019 FEB 15 PM 2:32

Pursuant to Texas Water Code § 13.301 and 16 Texas Administrative Code § 24.109

PUBLIC UTILITY COMMISSION
FILING CLERK

Sale, Transfer, or Merger (STM) Application Instructions

I. **COMPLETE**: In order for the Commission to find the application sufficient for filing, the Applicant should:
   i. Provide an answer to every question and submit any required attachment applicable to the STM request (i.e., agreements or contracts).
   ii. Use attachments or additional pages to answer questions as necessary. If you use attachments or additional pages, reference their inclusion in the form.
   iii. Provide all mapping information as detailed in Part G: Mapping & Affidavits.

II. **FILE**: Seven (7) copies of the completed application with numbered attachments. One copy should be filed with no permanent binding, staples, tabs, or separators; and 7 copies of the portable electronic storage medium containing the digital mapping data.
   i. ***SEND TO***: Public Utility Commission of Texas, Attention: Filing Clerk, 1701 N. Congress Avenue, P.O. Box 13326, Austin, Texas 78711-3326 (NOTE: Electronic documents may be sent in advance of the paper copy, however they will not be processed and added to the Commission's on-line Interchange until the paper copy is received and file-stamped in Central Records).

III. The application will be assigned a docket number, and an administrative law judge (ALJ) will issue an order requiring Commission Staff to file a recommendation on whether the application is sufficient. The ALJ will issue an order after Staff's recommendation has been filed:
   i. ***DEFICIENT (Administratively Incomplete)***: Applicants will be ordered to provide information to cure the deficiencies by a certain date, usually 30 days from ALJ's order. ***Application is not accepted for filing.***
   ii. ***SUFFICIENT (Administratively Complete)***: Applicants will be ordered by the ALJ to give appropriate notice of the application using the notice prepared by Commission Staff. ***Application is accepted for filing.***

IV. Once the Applicants issue notice, a copy of the actual notice sent and an affidavit attesting to notice should be filed in the docket assigned to the application. Recipients of notice may request a hearing on the merits.
   HEARING ON THE MERITS: An affected party may request a hearing within 30 days of notice. In this event, the application may be referred to the State Office of Administrative Hearings (SOAH) to complete this request.

V. **TRANSACTION TO PROCEED**: at any time following the provision of notice, or prior to 120 days from the last date that proper notice was given, Commission Staff will file a recommendation for the transaction to proceed as proposed or recommend that the STM be referred to SOAH for further investigation. The Applicants will be required to file an update in the docket to the ALJ every 30 days following the approval of the transaction. The transaction must be completed within six (6) months from the ALJ's order (Note: The Applicants may request an extension to the 6 month provision for good cause).

VI. **FILE**: Seven (7) copies of completed transaction documents and documentation addressing the transfer or disposition of any outstanding deposits. After receiving all required documents from the Applicants, the application will be granted a procedural schedule for final processing. The Applicants are requested to consent in writing to the proposed maps and certificates, or tariff if applicable.

VII. **FINAL ORDER:** The ALJ will issue a final order issuing or amending the applicable CCNs.

FAQ:	Terms
Who can use this form? Any retail public utility that provides water or wastewater service in Texas. ***Who is required to use this form?*** A retail public utility that is an investor owned utility (IOU) or a water supply corporation (WSC) prior to any STM of a water or sewer system, or utility, or prior to the transfer of a portion of a certificated service area.	***Transferor:*** Seller ***Transferee:*** Purchaser ***CCN:*** Certificate of Convenience and Necessity ***STM:*** Sale, Transfer, or Merger ***IOU:*** Investor Owned Utility

Application Summary

Transferor: Ponder Enterprises, Inc. d/b/a Longhorn Co.
(selling entity)
CCN No.s: 12810

☒ Sale ☐ Transfer ☐ Merger ☐ Consolidation ☐ Lease/Rental

Transferee: Lone Star Water Company
(acquiring entity)
CCN No.s: N/A

☒ Water ☐ Sewer ☐ All CCN ☐ Portion CCN ☐ Facilities transfer

County(ies): Denton

Table of Contents

Sale, Transfer, or Merger (STM) Application Instructions 1
Part A: General Information 3
Part B: Transferor Information 3
Part C: Transferee Information 4
Part D: Proposed Transaction Details 6
Part E: CCN Obtain or Amend Criteria Considerations 8
Part F: TCEQ Public Water System or Sewer (Wastewater) Information 9
Part G: Mapping & Affidavits 10
Part H: Notice Information 12
Appendix A: Historical Financial Information (Balance Sheet and Income Schedule) 15
Appendix B: Projected Information 18

Please mark the items included in this filing

☒ Contract, Lease, Purchase, or Sale Agreement	Part A: Question 1
☒ Tariff including Rate Schedule	Part B: Question 4
☐ List of Customer Deposits	Part B: Question 5
☐ Partnership Agreement	Part C: Question 7
☒ Articles of Incorporation and By-Laws (WSC)	Part C: Question 7
☒ Certificate of Account Status	Part C: Question 7
☐ Financial Audit	Part C: Question 10
☒ Application Attachment A & B	Part C: Question 10
☐ Disclosure of Affiliated Interests	Part C: Question 10
☐ Capital Improvement Plan	Part C: Question 10
☐ List of Assets to be Transferred	Part D: 11.B
☐ Developer Contribution Contracts or Agreements	Part D: 11.D
☐ Enforcement Action Correspondence	Part E: Question 18 (Part D: Q12)
☒ TCEQ Compliance Correspondence	Part F: Question 22
☐ TCEQ Engineering Approvals	Part F: Question 24
☐ Purchased Water Supply or Treatment Agreement	Part F: Question 26
☐ Detailed (large scale) Map	Part G: Question 29
☒ General Location (small scale) Map	Part G: Question 29
☐ Digital Mapping Data	Part G: Question 29
☒ Signed & Notarized Oath	Page 13-14

Part A: General Information

1. Describe the proposed transaction, including the effect on all CCNs involved, and provide details on the existing or expected land use in the area affected by the proposed transaction. Attach all supporting documentation, such as a contract, a lease, or proposed purchase agreements:

See "Answer to Question 1" on Attachment.

2. The proposed transaction will require (check all applicable):

For **Transferee** (Purchaser) CCN:	For **Transferor** (Seller) CCN:
☒ Obtaining a NEW CCN for Purchaser	☐ Cancellation of Seller's CCN
☒ Transfer all CCN into Purchaser's CCN (Merger)	☐ Transfer of a Portion of Seller's CCN to Purchaser
☐ Transfer Portion of CCN into Purchaser's CCN	☐ Only Transfer of Facilities, No CCN or Customers
☐ Transfer all CCN to Purchaser and retain Seller CCN	☐ Only Transfer of Customers, No CCN or Facilities
☐ Uncertificated area added to Purchaser's CCN	☐ Only Transfer CCN Area, No Customers or Facilities

Part B: Transferor Information

Questions 3 through 5 apply only to the *transferor* (current service provider or seller)

3. A. Name: Ponder Enterprises, Inc.
(individual, corporation, or other legal entity)
☐ Individual ☒ Corporation ☐ WSC ☐ Other:

B. Mailing Address: 5772 Tim Donald Rd., Justin, TX 76247

Phone: 940-648-5263 Email: bill@mgrouptexas.com

C. Contact Person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: David Klein Title: Attorney

Mailing Address: 816 Congress Ave., Suite 1900, Austin, TX 78701

Phone: 940-648-5263 Email: bill@mgrouptexas.com

4. If the utility to be transferred is an Investor Owned Utility (IOU), for the most recent rate change, attach a copy of the current tariff and complete A through B:

A. Effective date for most recent rates: 03/24/16

B. Was notice of this increase provided to the Public Utility Commission of Texas (Commission) or a predecessor regulatory authority?

☐ No ☒ Yes Application or Docket Number: 45664

If the transferor is a Water Supply or Sewer Service Corporation, provide a copy of the current tariff.

5. For the customers that will be transferred following the approval of the proposed transaction, check all that apply:

☐ There are *no* customers that will be transferred

☒ # of customers without deposits held by the transferor 332

☒ # of customers with deposits held by the transferor* 0

*Attach a list of all customers affected by the proposed transaction that have deposits held, and include a customer indicator (name or account number), date of each deposit, amount of each deposit, and any unpaid interest on each deposit.

Part C: Transferee Information

Questions 6 through 10 apply only to the *transferee* (purchaser or proposed service provider)

6. A. Name: Lone Star Water Company
(individual, corporation, or other legal entity)
☐ Individual ☒ Corporation ☐ WSC ☐ Other:

B. Mailing Address: 5910 N. Central Expy., Suite 1580, Dallas, TX 75206

Phone: 214-219-7534 Email: wrighta@railroadmanagement.com

C. Contact Person. Provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Alan Wright Title: Attorney

Address: 5910 N. Central Expy., Suite 1580, Dallas, TX 75206

Phone: 214-219-7534 Email: wrighta@railroadmanagement.com

D. If the transferee is someone other than a municipality, is the transferee current on the Regulatory Assessment Fees (RAF) with the Texas Commission on Environmental Quality (TCEQ)?

☐ No ☐ Yes ☒ N/A

E. If the transferee is an IOU, is the transferee current on the Annual Report filings with the Commission?

☐ No ☐ Yes ☒ N/A

7. The legal status of the transferee is:

☐ Individual or sole proprietorship

☐ Partnership or limited partnership (*attach* Partnership agreement)

☒ Corporation
Charter number (as recorded with the Texas Secretary of State): 803137555

☐ Non-profit, member-owned, member controlled Cooperative Corporation [Article 1434(a) Water Supply or Sewer Service Corporation, incorporated under TWC Chapter 67]
Charter number (as recorded with the Texas Secretary of State):
☐ Articles of Incorporation and By-Laws established (*attach*)

☐ Municipally-owned utility

☐ District (MUD, SUD, WCID, FWSD, etc.)

☐ County

☐ Affected County (a county to which Subchapter B, Chapter 232, Local Government Code, applies)

☐ Other (please explain):

8. If the transferee operates under any d/b/a, provide the name below:

Name: NA

9. If the transferee's legal status is anything other than an individual, provide the following information regarding the officers, members, or partners of the legal entity applying for the transfer:

Name: Paul D Kauffman
Position: President Ownership % (if applicable): 50
Address: 5910 N. Central Expy., Suite 1580, Dallas, TX 75206
Phone: 214-750-8028 Email: kauffmanp@potableproducts.com

Name: Howard L Armistead III
Position: VP & Treasurer Ownership % (if applicable): 25
Address: 5910 N. Central Expy., Suite 1580, Dallas, TX 75206
Phone: 214-750-8028 Email: armisteadh@railroadmanagement.com

Name: Cary S Newman
Position: VP & Secretary Ownership % (if applicable): 25
Address: 5910 N. Central Expy., Suite 1580, Dallas, TX 75206
Phone: 214-750-8028 Email: newmanc@railroadmanagement.com

Name:
Position: Ownership % (if applicable):
Address:
Phone: Email:

10. **Financial Information**

The transferee Applicant must provide accounting information typically included within a balance sheet, income statement, and statement of cash flows. If the Applicant is an existing retail public utility, this must include historical financial information and projected financial information. However, projected financial information is only required if the Applicant proposes new service connections and new investment in plant, or if requested by Staff. If the Applicant is a new market entrant and does not have its own historical balance sheet, income statement, and statement of cash flows information, then the Applicant should establish a five-year projection taking the historical information of the transferor Applicant into consideration when establishing the projections.

Historical Financial Information may be shown by providing any combination of the following that includes ~~necessary~~ information found in a balance sheet, income statement, and statement of cash flows:

1. Completed Appendix A;
2. Documentation that includes all of the information required in Appendix A in a concise format; or
3. Audited financial statements issued within 18 months of the application filing date. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Projected Financial Information may be shown by providing any of the following:

1. Completed Appendix B;
2. Documentation that includes all of the information required in Appendix B in a concise format;
3. A detailed budget or capital improvement plan, which indicates sources and uses of funds required, including improvements to the system being transferred; or
4. A recent budget and capital improvements plan that includes information needed for analysis of the operations test (16 Tex. Admin. Code § 24.11(e)(3)) for the system being transferred and any operations combined with the system. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Part D: Proposed Transaction Details

11. A. Proposed Purchase Price: $ 1,345,000

If the transferee Applicant is an investor owned utility (IOU) provide answers to B through D.

B. Transferee has a copy of an inventory list of assets to be transferred (*attach*):

☐ No ☐ Yes ☒ N/A

Total Original Cost of Plant in Service: $ 2,054,028
Accumulated Depreciation: $ (779,181)
Net Book Value: $ 1,274,847

C. **Customer contributions in aid of construction (CIAC):** Have the customers been billed for any surcharges approved by the Commission or TCEQ to fund any assets currently used and useful in providing utility service? Identify which assets were funded, or are being funded, by surcharges on the list of assets.

☒ No ☐ Yes

Total Customer CIAC: $ 0
Accumulated Amortization: $ 0

D. **Developer CIAC:** Did the transferor receive any developer contributions to pay for the assets proposed to be transferred in this application? If so, identify which assets were funded by developer contributions on ~~the list~~ of assets and provide any applicable developer agreements.

☒ No ☐ Yes

Total developer CIAC: $ 0
Accumulated Amortization: $ 0

12. A. Are any improvements or construction required to meet the minimum requirements of the TCEQ or Commission and to ensure continuous and adequate service to the requested area to be transferred plus any area currently certificated to the transferee Applicant? Attach supporting documentation and any necessary TCEQ approvals, if applicable.

☐ No ☒ Yes

B. If yes, describe the source and availability of funds and provide an estimated timeline for the construction of any planned or required improvements:

Lone Star intends to purchase a backup diesel powered generator post closing.

13. Provide any other information concerning the nature of the transaction you believe should be given consideration:

NA

14. Complete the following proposed entries (listed below) as shown in the books of the Transferee (purchaser) after the acquisition. Debits (positive numbers) should equal credits (negative numbers) so that all line items added together equal zero. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations:

Utility Plant in Service: $ See "Answer to
Accumulated Depreciation of Plant: $ Question 14" on
Cash: $ Attachment
Notes Payable: $
Mortgage Payable: $
(Proposed) Acquisition Adjustment*: $
*Acquisition Adjustments will be subject to review under 16 TAC § 24.31(d) and (e)
Other (NARUC account name & No.):
Other (NARUC account name & No.):

15. A. Explain any proposed billing change (NOTE: If the acquiring entity is an IOU, the IOU may not change the rates charged to the customers through this STM application. Rates can only be changed through the approval of a rate change application.)

None

B. If transferee is an IOU, state whether or not the transferee intends to file with the Commission, or an applicable municipal regulatory authority, an application to change rates for some or all of its customers as a result of the transaction within the next twelve months. If so, provide details below:

No

Part E: CCN Obtain or Amend Criteria Considerations

16. Describe, in detail, the anticipated impact or changes in the quality of retail public utility service in the requested area as a result of the proposed transaction:

See "Answer to Question 16" on Attachment.

17. Describe the transferee's experience and qualifications in providing continuous and adequate service. This should include, but is not limited to: other CCN numbers, water and wastewater systems details, and any corresponding compliance history for all operations.

See "Answer to Question 17" on Attachment.

18. Has the transferee been under an enforcement action by the Commission, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG), or the Environmental Protection Agency (EPA) in the past five (5) years for non-compliance with rules, orders, or state statutes? Attach copies of any correspondence with the applicable regulatory agency(ies)

☒ No ☐ Yes

19. Explain how the environmental integrity or the land will be impacted or disrupted as a result of the proposed transaction:

Lone Star does not believe the environmental integrity of the land will be impacted or disrupted as a result of the transactions contemplated by the APA and LPC.

20. How will the proposed transaction serve the public interest?

See "Answer to Question 20" on Attachment.

21. List all neighboring water or sewer utilities, cities, districts (including ground water conservation districts), counties, or other political subdivisions (including river authorities) providing the same service within two (2) miles from the outer boundary of the requested area affected by the proposed transaction:

North Texas Groundwater Conservation District, Town of Ponder, Town of Northlake, Terra Southwest, Town of Justin, Aqua Texas Inc.

Part F: TCEQ Public Water System or Sewer (Wastewater) Information

Complete Part F for EACH Public Water or Sewer system to be transferred subject to approval of the transaction. Attach a separate sheet with this information if you need more space for additional systems being transferred.

22. A. For Public Water System (PWS):

TCEQ PWS Identification Number: 0610217 (7 digit ID)
Name of PWS: Longhorn Meadows Addition
Date of last TCEQ compliance inspection: 10/4/18 (attach TCEQ letter)
Subdivisions served: Longhorn Meadows and Westover Ranch

B. For Sewer service:

TCEQ Water Quality (WQ) Discharge Permit Number: WQ - (8 digit ID)
Name of Wastewater Facility:
Name of Permitee:
Date of last TCEQ compliance inspection: (attach TCEQ letter)
Subdivisions served:
Date of application to transfer permit *submitted* to TCEQ:

23. List the number of *existing* connections, by meter/connection type, to be affected by the proposed transaction:

Water				Sewer	
	Non-metered		2"		Residential
332	5/8" or 3/4"		3"		Commercial
	1"		4"		Industrial
	1 ½"		Other		Other
Total Water Connections:		332		Total Sewer Connections:	

24. A. Are any improvements required to meet TCEQ or Commission standards?

☐ No ☒ Yes

B. Provide details on each required major capital improvement necessary to correct deficiencies to meet the TCEQ or Commission standards (attach any engineering reports or TCEQ approval letters):

Description of the Capital Improvement:	Estimated Completion Date:	Estimated Cost:
Installation of a backup diesel powered generator	2019	$55,000

C. Is there a moratorium on new connections?

☒ No ☐ Yes:

25. Does the system being transferred operate within the corporate boundaries of a municipality?

☐ No ☒ Yes: Town of Dish, TX *(name of municipality)*

If yes, indicate the number of customers within the municipal boundary.

Water: 93 Sewer:

American Water's Arm Acquires Sadsbury Township Sewer System

March 07, 2019, 08:20:00 AM EDT By Zacks Equity Research, Zacks.com



Shutterstock photo

American Water Works Company AWK announced that its unit, Pennsylvania American Water, has entered into an agreement to acquire the wastewater assets of the Sadsbury Township in Chester County, for nearly $8.6 million. This acquisition will add nearly 1,000 wastewater customers to its existing customer base. Most of these customers receive water services from Pennsylvania American Water.

Pennsylvania American Water, through its existing distribution network, serves nearly 2.4 million people in Pennsylvania. The said acquisition will expand the existing customer base and allow the company to render quality services to new customers at a reasonable cost.

Consolidation & Investment is Essential

Since the existing water and wastewater infrastructure in the United States is aging, proper maintenance and upgradation of the system will require investment of billions of dollars, which becomes difficult for small water utilities to make arrangement for. Per an American Water Works Association ("AWWA") report, the cost of restoring aging underground water pipelines in the United States will be at least $1 trillion in the next 25 years.

Therefore, through the acquisition of small utilities, it becomes easier for large companies to make arrangement for funds to carry out these major overhauls. American Water, which is one of the most active players in the water space, continues to widen its market reach through acquisitions. In 2018, the company added 25,000 new customers in the regulated business through organic growth and acquisitions. It already completed a few acquisitions in 2019 and the pending ones, on completion, are expected to add nearly 61,000 customers to its customer base during the year.

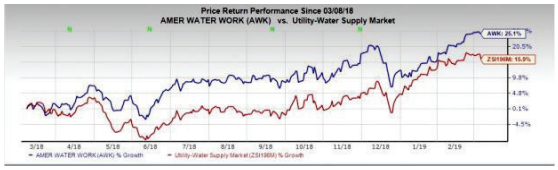
We can also notice that other active water utilities like Global Water Resources, Inc. GWRS and Aqua America WTR have been pursuing acquisitions.

Large water utilities continue to invest in upgrading as well as maintaining their existing water and wastewater infrastructure. The water utilities have been undertaking initiatives to upgrade the systems of the newly-acquired assets and quality of services.

The company aims to invest within $8-$8.6 billion from 2019 through 2023, which will help improve earnings by 7-10% per year in the aforesaid period from a 2017 base. A major chunk of $7.3 billion will be directed to strengthen regulated businesses. Another water utility, Aqua America aims to make capital investment in excess of $1.4 billion over the 2019-2021 time period.

Price Performance

Shares of American Water have outperformed the industry in a year's time.



Zacks Rank & Another Key Pick

Currently, American Water has a Zacks Rank #2 (Buy). Another top-ranked stock from the same industry is AquaVenture Holdings Ltd. WAAS , sporting a Zacks Rank #1 (Strong Buy). You can see **the complete list of today's Zacks #1 Rank stocks here** .

The Zacks Consensus Estimate for 2019 loss of the company has narrowed 2.9% in the past 60 days. The earnings and revenue estimates reflect year-over-year growth of 26.7% and 16%, respectively.

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To read this article on Zacks.com click here.

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The views and opinions expressed herein are the views and opinions of the author and do not necessarily reflect those of Nasdaq, Inc.

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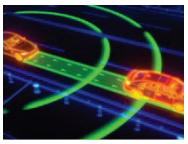

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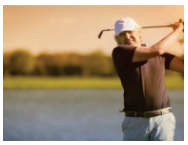

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Company	Expected Report Date
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TCBI	Apr 17, 2019
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Earnings Calendar

Home › News ›
SUEZ completes $9.5 million acquisition of Mahoning Township, PA water and wastewater systems

Water

APRIL.03.2019

SUEZ completes $9.5 million acquisition of Mahoning Township, PA water and wastewater systems

SUEZ completed a $9.5 million asset purchase agreement today of the water and wastewater systems in Mahoning Township, Pennsylvania, expanding the company's service into Montour County. Prior approval from the Pennsylvania Public Utility Commission (PUC) was granted paving the way for SUEZ to begin operations today.

"We are excited to begin providing water and wastewater service to nearly 1,200 new customers in Mahoning Township," said Eric Gernath, chief executive officer of SUEZ North America. "Our employees have been working diligently to upgrade equipment and establish additional operating systems that will provide the best service possible to our new customers."

Gernath added that SUEZ "provides world class service with a history of innovation in water and wastewater treatment operations and solutions that yield the highest quality of water possible. We use innovative technology for water and wastewater treatment processes that are utilized at many of our facilities across the globe. Our commitment to research and development has also pioneered operating efficiencies utilized throughout the water and wastewater industry."

Mahoning Township Board of Supervisors Vice Chairman T.S. Scott said "We are pleased for the opportunities this transaction presents to our township, the proceeds of which will benefit all residents through funding of infrastructure and water runoff projects. This action removes government from the

business of operating utilities and places it in its proper role of regulation and oversight with ratepayer protections provided by the PUC and Office of Consumer Advocate."

The company has begun construction of an $8.5 million water transmission pipeline project across the six-mile area of US Route 11 between Bloomsburg and Mahoning Township. A letter offering to provide service was recently mailed to potential new customers situated along the route, which includes portions of Cooper and Montour Townships. Support for the project was provided by local and state public officials in advance of SUEZ requesting approval from the PUC to extend service into Montour County.

The company's Pennsylvania Operations provides existing service to over 61,000 customers in portions of the following counties: Columbia, Cumberland, Dauphin, Luzerne, Perry, Schuylkill, Wyoming, York. Today's agreement with Mahoning Township marks the extension of service into Montour County.

New SUEZ customers in Mahoning Township have been switched to monthly billing from quarterly billing to conform with billing for all other customers. They will continue to pay existing rates for service during the first year the company operates the systems.

About SUEZ in North America

SUEZ in North America operates across all 50 states and Canada with 3,260 employees dedicated to environmental sustainability and smart and sustainable resource management. The company provides drinking water, wastewater and waste collection service to 6.4 million people on a daily basis; treats over 600 million gallons of water and over 450 million gallons of wastewater each day; delivers water treatment and advanced network solutions to 16,000 industrial and municipal sites; processes 55,000 tons of waste for recycling; rehabilitates and maintains water assets for more than 4,000 municipal and industrial customers; and manages $4.1 billion in total assets. The company posted revenues of $1.064 billion in 2017 and is a subsidiary of Paris-based SUEZ.

SUEZ

With 90,000 people on the five continents, SUEZ is a world leader in smart and sustainable resource management. We provide water and waste management solutions that enable cities and industries optimize their resource management and strengthen their environmental and economic performances, in line with regulatory standards. To meet increasing demands to overcome resource quality and scarcity challenges, SUEZ is fully engaged in the resource revolution. With the full potential of digital technologies and innovative solutions, the Group recovers 17 million tons of waste a year, produces 3.9 million tons of secondary raw materials and 7 TWh of local renewable energy. It also secures water resources, delivering wastewater treatment services to 58 million people and reusing 882 million m3 of wastewater. SUEZ generated total revenues of 15.9 billion euros in 2017.

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S&P Global
Market Intelligence

New Jersey American Water closes acquisition of wastewater assets

Wednesday, July 3, 2019 8:38 AM ET

By Nephele Kirong
Market Intelligence

American Water Works Co. Inc. subsidiary New Jersey American Water has completed the acquisition of the wastewater assets of the Borough of Mount Ephraim, N.J., for approximately $1.4 million.

The sewer system serves approximately 1,800 customers, most of whom already receive water service from New Jersey American Water, according to a July 2 news release.

A November 2018 referendum resulted to more than 80% voting in favor of the acquisition. Under the deal, New Jersey American Water agreed to invest more than $4 million in needed improvements, to freeze current rates for two years and to increase rates no more than 3% annually for the three years after that.

The New Jersey Board of Public Utilities cleared the transaction on June 21.

The borough plans to use the sale proceeds to reduce debt. "By selling the system, we are eliminating uncontrollable sewer costs which have been a major uncertainty in our budget," Mount Ephraim Mayor Joseph Wolk said.

This article was published by S&P Global Market Intelligence and not by S&P Global Ratings, which is a separately managed division of S&P Global.

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Control Number: 49714

Item Number: 1

Addendum StartPage: 0

49714

Application for Sale, Transfer, or Merger of a Retail Public Utility

Pursuant to Texas Water Code § 13.301 and 16 Texas Administrative Code § 24.109

PUBLIC UTILITY COMMISSION
2019 JUL 15 PM 3:20
PUBLIC UTILITY COMMISSION

Sale, Transfer, or Merger (STM) Application Instructions

I. **COMPLETE**: In order for the Commission to find the application sufficient for filing, the Applicant should:
   i. Provide an answer to every question and submit any required attachment applicable to the STM request (i.e., agreements or contracts).
   ii. Use attachments or additional pages to answer questions as necessary. If you use attachments or additional pages, reference their inclusion in the form.
   iii. Provide all mapping information as detailed in Part G: Mapping & Affidavits.

II. **FILE**: Seven (7) copies of the completed application with numbered attachments. One copy should be filed with no permanent binding, staples, tabs, or separators; and 7 copies of the portable electronic storage medium containing the digital mapping data.
   i. ***SEND TO***: Public Utility Commission of Texas, Attention: Filing Clerk, 1701 N. Congress Avenue, P.O. Box 13326, Austin, Texas 78711-3326 (NOT); Electronic documents may be sent in advance of the paper copy, however they will not be processed and added to the Commission's on-line Interchange until the paper copy is received and file-stamped in Central Records).

III. The application will be assigned a docket number, and an administrative law judge (ALJ) will issue an order requiring Commission Staff to file a recommendation on whether the application is sufficient. The ALJ will issue an order after Staff's recommendation has been filed:
   i. ***DEFICIENT*** (*Administratively Incomplete*): Applicants will be ordered to provide information to cure the deficiencies by a certain date, usually 30 days from ALJ's order. ***Application is not accepted for filing.***
   ii. ***SUFFICIENT*** (*Administratively Complete*): Applicants will be ordered by the ALJ to give appropriate notice of the application using the notice prepared by Commission Staff. ***Application is accepted for filing.***

IV. Once the Applicants issue notice, a copy of the actual notice sent and an affidavit attesting to notice should be filed in the docket assigned to the application. Recipients of notice may request a hearing on the merits.
   HEARING ON THE MERITS: An affected party may request a hearing within 30 days of notice. In this event, the application may be referred to the State Office of Administrative Hearings (SOAH) to complete this request.

V. **TRANSACTION TO PROCEED**, at any time following the provision of notice, or prior to 120 days from the last date that proper notice was given, Commission Staff will file a recommendation for the transaction to proceed as proposed or recommend that the STM be referred to SOAH for further investigation. The Applicants will be required to file an update in the docket to the ALJ every 30 days following the approval of the transaction. The transaction must be completed within six (6) months from the ALJ's order. (Note: The Applicants may request an extension to the 6 month provision for good cause).

VI. **FILE**: Seven (7) copies of completed transaction documents and documentation addressing the transfer or disposition of any outstanding deposits. After receiving all required documents from the Applicants, the application will be granted a procedural schedule for final processing. The Applicants are requested to consent in writing to the proposed maps and certificates, or tariff if applicable.

VII. **FINAL ORDER:** The ALJ will issue a final order issuing or amending the applicable CCNs.

FAQ:

Who can use this form?

Any retail public utility that provides water or wastewater service in Texas.

Who is required to use this form?

A retail public utility that is an investor owned utility (IOU) or a water supply corporation (WSC) prior to any STM of a water or sewer system, or utility, or prior to the transfer of a portion of a certificated service area.

Terms

Transferor: Seller
Transferee: Purchaser
CCN: Certificate of Convenience and Necessity
STM: Sale, Transfer, or Merger
IOU: Investor Owned Utility

Application Summary

Transferor: Paul B. Hill (selling entity)
CCN No.s: 12677

☑ Sale ☐ Transfer ☐ Merger ☐ Consolidation ☐ Lease Rental

Transferee: Megan Estes (acquiring entity)
CCN No.s: 12677

☑ Water ☐ Sewer ☐ All CCN ☐ Portion CCN ☐ Facilities transfer

County(ies): Limestone

Table of Contents

Sale, Transfer, or Merger (STM) Application Instructions 1
Part A: General Information 3
Part B: Transferor Information 3
Part C: Transferee Information 4
Part D: Proposed Transaction Details 6
Part E: CCN Obtain or Amend Criteria Considerations 8
Part F: TCEQ Public Water System or Sewer (Wastewater) Information 9
Part G: Mapping & Affidavits 10
Part H: Notice Information 12
Appendix A: Historical Financial Information (Balance Sheet and Income Schedule) 17
Appendix B: Projected Information 18

Please mark the items included in this filing

☑	Contract, Lease, Purchase, or Sale Agreement	Part A: Question 1
☑	Tariff including Rate Schedule	Part B: Question 4
☐	List of Customer Deposits	Part B: Question 5
☐	Partnership Agreement	Part C: Question 7
☐	Articles of Incorporation and By-Laws (WSC)	Part C: Question 7
☐	Certificate of Account Status	Part C: Question 7
☐	Financial Audit	Part C: Question 10
☑	Application Attachment A & B	Part C: Question 10
☐	Disclosure of Affiliated Interests	Part C: Question 10
☐	Capital Improvement Plan	Part C: Question 10
☐	List of Assets to be Transferred	Part D: 11.B
☐	Developer Contribution Contracts or Agreements	Part D: 11.D
☐	Enforcement Action Correspondence	Part E: Question 18 (Part D: Q11)
☐	TCEQ Compliance Correspondence	Part E: Question 23
☐	TCEQ Engineering Approvals	Part F: Question 24
☐	Purchased Water Supply or Treatment Agreement	Part F: Question 26
☑	Detailed (large scale) Map	Part G: Question 29
☐	General Location (small scale) Map	Part G: Question 29
☐	Digital Mapping Data	Part G: Question 29
☑	Signed & Notarized Oath	Page 13-14

Part A: General Information

1. Describe the proposed transaction, including the effect on all CCNs involved, and provide details on the existing or expected land use in the area affected by the proposed transaction. Attach all supporting documentation, such as a contract, a lease, or proposed purchase agreements:

All existing functions will resume under new owner/ operator. No change in land use.

2. The proposed transaction will require (check all applicable):

For **Transferee** (Purchaser) CCN:	For **Transferor** (Seller) CCN:
☑ Obtaining a NEW CCN for Purchaser	☑ Cancellation of Seller's CCN
☐ Transfer all CCN into Purchaser's CCN (Merger)	☐ Transfer of a Portion of Seller's CCN to Purchaser
☐ Transfer Portion of CCN into Purchaser's CCN	☐ Only Transfer of Facilities, No CCN or Customers
☐ Transfer all CCN to Purchaser and retain Seller CCN	☐ Only Transfer of Customers, No CCN or Facilities
☐ Uncertificated area added to Purchaser's CCN	☐ Only Transfer CCN Area, No Customers or Facilities

Part B: Transferor Information

Questions 3 through 5 apply only to the *transferor* (current service provider or seller)

3. A. Name: Paul B. Hill (individual, corporation, or other legal entity)
☑ Individual ☐ Corporation ☐ WSC ☐ Other:

B. Mailing Address: 141 LCR 908 Jewett TX 75846

Phone: 254-625 1304 Email: paul.bhill592@hotmail.com

C. Contact Person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Paul B. Hill Title: Owner
Mailing Address: 141 LCR 908 Jewett TX 75846
Phone: 254-625-1304 Email: paul.bhill592@hotmail.com

4. If the utility to be transferred is an Investor Owned Utility (IOU), for the most recent rate change, attach a copy of the current tariff and complete A through B:

A. Effective date for most recent rates: 1/1/07

B. Was notice of this increase provided to the Public Utility Commission of Texas (Commission) or a predecessor regulatory authority?

☐ No ☑ Yes Application or Docket Number: 35500-G

If the transferor is a Water Supply or Sewer Service Corporation, provide a copy of the current tariff.

5. For the customers that will be transferred following the approval of the proposed transaction, check all that apply:

☐ There are no customers that will be transferred
☑ # of customers without deposits held by the transferor 50
☐ # of customers with deposits held by the transferor* Ø

*Attach a list of all customers affected by the proposed transaction that have deposits held, and include a customer indicator (name or account number), date of each deposit, amount of each deposit, and any unpaid interest on each deposit.

Part C: Transferee Information

Questions 6 through 10 apply only to the *transferee* (purchaser or proposed service provider)

6. A. Name: Megan Estes (individual, corporation, or other legal entity)
☑ Individual ☐ Corporation ☐ WSC ☐ Other:

B. Mailing Address: 168 LCR 903 Jewett TX 75846

Phone: 228-265-2616 Email: Cedarcreekwatersupply@gmail.com

C. Contact Person. Provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Megan Estes Title: Operator
Address: 168 LCR 903 Jewett TX 75846
Phone: 228-265-2616 Email: Cedarcreekwatersupply@gmail.com

D. If the transferee is someone other than a municipality, is the transferee current on the Regulatory Assessment Fees (RAF) with the Texas Commission on Environmental Quality (TCEQ)?

☐ No ☑ Yes ☐ N/A

E. If the transferee is an IOU, is the transferee current on the Annual Report filings with the Commission?

☐ No ☑ Yes ☐ N/A

7. The legal status of the transferee is:

☑ Individual or sole proprietorship
☐ Partnership or limited partnership (*attach* Partnership agreement)
☐ Corporation
Charter number (as recorded with the Texas Secretary of State):
☐ Non-profit, member-owned, member controlled Cooperative Corporation [Article 1434(a) Water Supply or Sewer Service Corporation, incorporated under TWC Chapter 67]
Charter number (as recorded with the Texas Secretary of State):
☐ Articles of Incorporation and By-Laws established (*attach*)
☐ Municipally-owned utility
☐ District (MUD, SUD, WCID, FWSD, etc.)

☐ County
☐ Affected County (a county to which Subchapter B, Chapter 232, Local Government Code, applies)
☐ Other (please explain):

8. If the transferee operates under any d/b/a, provide the name below:

Name: not applicable

9. If the transferee's legal status is anything other than an individual, provide the following information regarding the officers, members, or partners of the legal entity applying for the transfer:

Name: not applicable
Position: Ownership % (if applicable): 0.00%
Address:
Phone: Email:

Name:
Position: Ownership % (if applicable): 0.00%
Address:
Phone: Email:

Name:
Position: Ownership % (if applicable): 0.00%
Address:
Phone: Email:

Name:
Position: Ownership % (if applicable): 0.00%
Address:
Phone: Email:

10. **Financial Information**

The transferee Applicant must provide accounting information typically included within a balance sheet, income statement, and statement of cash flows. If the Applicant is an existing retail public utility, this must include historical financial information and projected financial information. However, projected financial information is only required if the Applicant proposes new service connections and new investment in plant, or if requested by Staff. If the Applicant is a new market entrant and does not have its own historical balance sheet, income statement, and statement of cash flows information, then the Applicant should establish a five-year projection taking the historical information of the transferor Applicant into consideration when establishing the projections.

Historical Financial Information may be shown by providing any combination of the following that includes necessary information found in a balance sheet, income statement, and statement of cash flows:

1. Completed Appendix A;
2. Documentation that includes all of the information required in Appendix A in a concise format; or
3. Audited financial statements issued within 18 months of the application filing date. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Projected Financial Information may be shown by providing any of the following:

1. Completed Appendix B;
2. Documentation that includes all of the information required in Appendix B in a concise format;
3. A detailed budget or capital improvement plan, which indicates sources and uses of funds required, including improvements to the system being transferred; or
4. A recent budget and capital improvements plan that includes information needed for analysis of the operations test (16 Tex. Admin. Code § 24.11(e)(3)) for the system being transferred and any operations combined with the system. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Part D: Proposed Transaction Details

11. A. Proposed Purchase Price: $ 112,500

If the transferee Applicant is an investor owned utility (IOU) provide answers to B through D.

B. Transferee has a copy of an inventory list of assets to be transferred (*attach*):

☐ No ☑ Yes ☐ N/A

Total Original Cost of Plant in Service: $ 140461

Accumulated Depreciation: $ 20,301

Net Book Value: $ 120,160

C. Customer contributions in aid of construction (CIAC): Have the customers been billed for any surcharges approved by the Commission or TCEQ to fund any assets currently used and useful in providing utility service? Identify which assets were funded, or are being funded, by surcharges on the list of assets.

☑ No ☐ Yes

Total Customer CIAC: $ Ø
Accumulated Amortization: $ Ø

D. Developer CIAC: Did the transferor receive any developer contributions to pay for the assets proposed to be transferred in this application? If so, identify which assets were funded by developer contributions on the list of assets and provide any applicable developer agreements.

☑ No ☐ Yes

Total developer CIAC: $ Ø
Accumulated Amortization: $ Ø

12. A. Are any improvements or construction required to meet the minimum requirements of the TCEQ or Commission and to ensure continuous and adequate service to the requested area to be transferred plus any area currently certificated to the transferee Applicant? Attach supporting documentation and any necessary TCEQ approvals, if applicable.

☑ No ☐ Yes

B. If yes, describe the source and availability of funds and provide an estimated timeline for the construction of any planned or required improvements:

not applicable

13. Provide any other information concerning the nature of the transaction you believe should be given consideration:

not applicable

14. Complete the following proposed entries (listed below) as shown in the books of the Transferee (purchaser) after the acquisition. Debits (positive numbers) should equal credits (negative numbers) so that all line items added together equal zero. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations:

Utility Plant in Service: $ 140,461
Accumulated Depreciation of Plant: $ 20,301
Cash: $ 0
Notes Payable: $ 6,000
Mortgage Payable: $ 0
(Proposed) Acquisition Adjustment*: $ 112,500
*Acquisition Adjustments will be subject to review under 16 TAC § 24.31(d) and (e).
Other (NARUC account name & No.): not applicable
Other (NARUC account name & No.): not applicable

15. A. Explain any proposed billing change (NOTE: If the acquiring entity is an IOU, the IOU may not change the rates charged to the customers through this STM application. Rates can only be changed through the approval of a rate change application.)

Rate change application - intend to file.

B. If transferee is an IOU, state whether or not the transferee intends to file with the Commission, or an applicable municipal regulatory authority, an application to change rates for some or all of its customers as a result of the transaction within the next twelve months. If so, provide details below:

Rate change application will be filed in order to continue to provide adequate services & continue meeting TCEQ requirements. Rate change has not occured in 12yrs - Significant infrastructure improvements have been made.

Part E: CCN Obtain or Amend Criteria Considerations

16. Describe, in detail, the anticipated impact or changes in the quality of retail public utility service in the requested area as a result of the proposed transaction:

No change. Quality will remain the same continious service, no negative impact.

17. Describe the transferee's experience and qualifications in providing continuous and adequate service. This should include, but is not limited to: other CCN numbers, water and wastewater systems details, and any corresponding compliance history for all operations.

Transferee is Class D Water Operator WO00435976 & has been performing all operations for CCN 12660 and 12677 under licensed owner Paul B. Hill since 2018.

18. Has the transferee been under an enforcement action by the Commission, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG), or the Environmental Protection Agency (EPA) in the past five (5) years for non-compliance with rules, orders, or state statutes? Attach copies of any correspondence with the applicable regulatory agency(ies).

☑ No ☐ Yes

19. Explain how the environmental integrity or the land will be impacted or disrupted as a result of the proposed transaction:

Continious existing use. No change.

20. How will the proposed transaction serve the public interest?

Continious Service - No change.

21. List all neighboring water or sewer utilities, cities, districts (including ground water conservation districts), counties, or other political subdivisions (including river authorities) providing the same service within two (2) miles from the outer boundary of the requested area affected by the proposed transaction:

Not applicable

Part F: TCEQ Public Water System or Sewer (Wastewater) Information

Complete Part F for EACH Public Water or Sewer system to be transferred subject to approval of the transaction. Attach a separate sheet with this information if you need more space for additional systems being transferred.

22. A. For Public Water System (PWS):

TCEQ PWS Identification Number: 1470021 (7 digit ID)
Name of PWS: Cedar Creek Water Supply
Date of last TCEQ compliance inspection: 12/9/16 (attach TCEQ letter)
Subdivisions served: Cedar Creek

B. For Sewer service:

TCEQ Water Quality (WQ) Discharge Permit Number: not applicable (9 digit ID)
Name of Wastewater Facility: not applicable
Name of Permitee: not applicable
Date of last TCEQ compliance inspection: not applicable (attach TCEQ letter)
Subdivisions served: not applicable
Date of application to transfer permit *submitted* to TCEQ: not applicable

23. List the number of *existing* connections, by meter connection type, to be affected by the proposed transaction:

Water			Sewer	
Non-metered		2"		Residential
50 5/8" or 3/4"		3"		Commercial
1"		4"		Industrial
1 1/2"		Other		Other
Total Water Connections:	50		Total Sewer Connections:	

24. A. Are any improvements required to meet TCEQ or Commission standards?

☑ No ☐ Yes

B. Provide details on each required major capital improvement necessary to correct deficiencies to meet the TCEQ or Commission standards (attach any engineering reports or TCEQ approval letters):

Description of the Capital Improvement:	Estimated Completion Date:	Estimated Cost:
not applicable		

C. Is there a moratorium on new connections?

☑ No ☐ Yes:

25. Does the system being transferred operate within the corporate boundaries of a municipality?

☑ No ☐ Yes: not applicable (name of municipality)

If yes, indicate the number of customers within the municipal boundary.

Water: Sewer:

Control Number: 49787

Item Number: 1

Addendum StartPage: 0

49787

Application for Sale of a Retail Public Utility

Submitted to:

Public Utility Commission of Texas
Attention: Filing Clerk
1701 N. Congress Avenue
P.O. Box 13326
Austin, Texas 78711-3326

For:

Stephenville Mobile Home Park, Ltd. WWTP & PWS
5720 LBJ Freeway
Suite 490
Dallas, Texas 75240

Issue Date: July 19, 2019

RECEIVED
2019 JUL 24 AM 9:23
PUBLIC UTILITY COMMISSION
FILING CLERK

Prepared Either By or
Under the Direction of: Jeffrey D. Hunter, P.E.

consulting environmental engineers, inc.
150 n. harbin drive – suite 408 • stephenville, tx 76401
phone: (254) 968-8130 fax: (254) 968-8134
email: ceeinc@ceeinc.org registered firm: #F-2323

Stephenville Mobile Home Park
PWS & WWTP Ownership Transfer
Exhibit Cross Reference

Exhibit I.D.	Description
I	Project Summary
II	PUC STM Form
III	Maps/Drawings
IV	Legal Documents
V	Current Tariff
VI	TCEQ Correspondence

Stephenville Mobile Home Park
Project Summary

consulting environmental engineers, inc.
150 n. harbin drive – suite 408 • stephenville, tx 76401
phone: (254) 968-8130 fax: (254) 968-8134
email: ceeinc@ceeinc.org registered firm: #F-2323

PROJECT SUMMARY

Stephenville Mobile Home Park, Ltd – Stephenville Mobile Home Park Ownership Transfer

Stephenville Mobile Home Park WWTP No. WQ0013966001 (CCN No. 20853) and PWS No. TX0720021 (CCN No. 12822) is owned and operated by Stephenville Mobile Home Park, Ltd. Stephenville Mobile Home Park, Ltd. currently provides Stephenville Mobile Home Park with wastewater and water services, and HB Shady Oaks TX, LP plans to provide the same continuous and adequate services after the transfer is approved. All lots inside the park are connected to the system, but not all are occupied, and there is no available growth potential expected based on current property boundaries.

During the first quarter of 2019 Stephenville Mobile Home Park, Ltd and HB Shady Oaks TX, LP entered into a preliminary agreement for the purchase of Stephenville Mobile Home Park WWTP and PWS. Upon approval of the transfer by the PUC, Stephenville Mobile Home Park, Ltd. will deed the Stephenville Mobile Home Park wastewater and water facilities to HB Shady Oaks TX, LP to ensure uninterrupted service to Stephenville Mobile Home Park customers.

Stephenville Mobile Home Park
PUC STM Form

Application for Sale, Transfer, or Merger of a Retail Public Utility

Pursuant to Texas Water Code § 13.301 and 16 Texas Administrative Code § 24.109

Sale, Transfer, or Merger (STM) Application Instructions

I. **COMPLETE**: In order for the Commission to find the application sufficient for filing, the Applicant should:
   i. Provide an answer to every question and submit any required attachment applicable to the STM request (i.e., agreements or contracts).
   ii. Use attachments or additional pages to answer questions as necessary. If you use attachments or additional pages, reference their inclusion in the form.
   iii. Provide all mapping information as detailed in Part G: Mapping & Affidavits.

II. **FILE**: Seven (7) copies of the completed application with numbered attachments. One copy should be filed with no permanent binding, staples, tabs, or separators; and 7 copies of the portable electronic storage medium containing the digital mapping data.
   i. ***SEND TO***: Public Utility Commission of Texas, Attention: Filing Clerk, 1701 N. Congress Avenue, P.O. Box 13326, Austin, Texas 78711-3326 (NOTE: Electronic documents may be sent in advance of the paper copy, however they will not be processed and added to the Commission's on-line Interchange until the paper copy is received and file-stamped in Central Records).

III. The application will be assigned a docket number, and an administrative law judge (ALJ) will issue an order requiring Commission Staff to file a recommendation on whether the application is sufficient. The ALJ will issue an order after Staff's recommendation has been filed:
   i. ***DEFICIENT*** *(Administratively Incomplete)*: Applicants will be ordered to provide information to cure the deficiencies by a certain date, usually 30 days from ALJ's order. ***Application is not accepted for filing.***
   ii. ***SUFFICIENT*** *(Administratively Complete)*: Applicants will be ordered by the ALJ to give appropriate notice of the application using the notice prepared by Commission Staff. ***Application is accepted for filing.***

IV. Once the Applicants issue notice, a copy of the actual notice sent and an affidavit attesting to notice should be filed in the docket assigned to the application. Recipients of notice may request a hearing on the merits.
   HEARING ON THE MERITS: An affected party may request a hearing within 30 days of notice. In this event, the application may be referred to the State Office of Administrative Hearings (SOAH) to complete this request.

V. **TRANSACTION TO PROCEED**: at any time following the provision of notice, or prior to 120 days from the last date that proper notice was given, Commission Staff will file a recommendation for the transaction to proceed as proposed or recommend that the STM be referred to SOAH for further investigation. The Applicants will be required to file an update in the docket to the ALJ every 30 days following the approval of the transaction. The transaction must be completed within six (6) months from the ALJ's order (Note: The Applicants may request an extension to the 6 month provision for good cause).

VI. **FILE**: Seven (7) copies of completed transaction documents and documentation addressing the transfer or disposition of any outstanding deposits. After receiving all required documents from the Applicants, the application will be granted a procedural schedule for final processing. The Applicants are requested to consent in writing to the proposed maps and certificates, or tariff if applicable.

VII. **FINAL ORDER:** The ALJ will issue a final order issuing or amending the applicable CCNs.

FAQ:

Who can use this form?

Any retail public utility that provides water or wastewater service in Texas.

Who is required to use this form?

A retail public utility that is an investor owned utility (IOU) or a water supply corporation (WSC) prior to any STM of a water or sewer system, or utility, or prior to the transfer of a portion of a certificated service area.

Terms

Transferor: Seller

Transferee: Purchaser

CCN: Certificate of Convenience and Necessity

STM: Sale, Transfer, or Merger

IOU: Investor Owned Utility

Application Summary

Transferor: Stephenville Mobile Home Park, Ltd
(selling entity)
CCN No.s: 12822, 20853

☒ Sale ☐ Transfer ☐ Merger ☐ Consolidation ☐ Lease/Rental

Transferee: HB Shady Oaks TX, LP
(acquiring entity)
CCN No.s:

☐ Water ☐ Sewer ☒ All CCN ☐ Portion CCN ☐ Facilities transfer

County(ies): Erath

Table of Contents

Sale, Transfer, or Merger (STM) Application Instructions 1
Part A: General Information 3
Part B: Transferor Information 3
Part C: Transferee Information 4
Part D: Proposed Transaction Details 6
Part E: CCN Obtain or Amend Criteria Considerations 8
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Please mark the items included in this filing

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☐	List of Customer Deposits	Part B: Question 5
☐	Partnership Agreement	Part C: Question 7
☐	Articles of Incorporation and By-Laws (WSC)	Part C: Question 7
☐	Certificate of Account Status	Part C: Question 7
☐	Financial Audit	Part C: Question 10
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☐	TCEQ Engineering Approvals	Part F: Question 24
☐	Purchased Water Supply or Treatment Agreement	Part F: Question 26
☒	Detailed (large scale) Map	Part G: Question 29
☒	General Location (small scale) Map	Part G: Question 29
☐	Digital Mapping Data	Part G: Question 29
☒	Signed & Notarized Oath	Page 13-14

Part A: General Information

1. Describe the proposed transaction, including the effect on all CCNs involved, and provide details on the existing or expected land use in the area affected by the proposed transaction. Attach all supporting documentation, such as a contract, a lease, or proposed purchase agreements:

Upon approval of the transfer by the PUC, Stephenville Mobile Home Park, Ltd will deed the Stephenville Mobile Home Parks water system facilities and wastewater treatment plant to HB Shady Oaks TX, LP to ensure continuous and adequate service to Stephenville Mobile Home Park customers.

2. The proposed transaction will require (check all applicable):

For **Transferee** (Purchaser) CCN:	For **Transferor** (Seller) CCN:
☐ Obtaining a NEW CCN for Purchaser	☐ Cancellation of Seller's CCN
☐ Transfer all CCN into Purchaser's CCN (Merger)	☐ Transfer of a Portion of Seller's CCN to Purchaser
☐ Transfer Portion of CCN into Purchaser's CCN	☐ Only Transfer of Facilities, No CCN or Customers
☒ Transfer all CCN to Purchaser and retain Seller CCN	☐ Only Transfer of Customers, No CCN or Facilities
☐ Uncertificated area added to Purchaser's CCN	☐ Only Transfer CCN Area, No Customers or Facilities

Part B: Transferor Information

Questions 3 through 5 apply only to the *transferor* (current service provider or seller)

3. **A.** Name: Stephenville Mobile Home Park, Ltd (individual, corporation, or other legal entity)
☐ Individual ☒ Corporation ☐ WSC ☐ Other:

B. Mailing Address: 5720 LBJ Freeway STE 490 Dallas, TX 75240

Phone: (972) 239-6777 Email: cjohnson@maylar.com

C. Contact Person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Charles P. Gillespie, III Title: Engineer

Mailing Address: 150 N Harbin Drive STE 408, Stephenville, TX 76401

Phone: (254) 968-8130 Email: ceeinc@ceeinc.org

4. If the utility to be transferred is an Investor Owned Utility (IOU), for the most recent rate change, attach a copy of the current tariff and complete A through B:

A. Effective date for most recent rates: August 18, 2009

B. Was notice of this increase provided to the Public Utility Commission of Texas (Commission) or a predecessor regulatory authority?

☐ No ☒ Yes Application or Docket Number: 36437-R (Sewer) and 36436-R (Water)

If the transferor is a Water Supply or Sewer Service Corporation, provide a copy of the current tariff.

5. For the customers that will be transferred following the approval of the proposed transaction, check all that apply:

☐ There are *no* customers that will be transferred

☒ # of customers without deposits held by the transferor _____

☐ # of customers with deposits held by the transferor* _____

*Attach a list of all customers affected by the proposed transaction that have deposits held, and include a customer indicator (name or account number), date of each deposit, amount of each deposit, and any unpaid interest on each deposit.

Part C: Transferee Information

Questions 6 through 10 apply only to the *transferee* (purchaser or proposed service provider)

6. **A.** Name: HB Shady Oaks TX, LP (individual, corporation, or other legal entity)
☐ Individual ☐ Corporation ☐ WSC ☒ Other: LP

B. Mailing Address: 1400 Belleville Street Richmond, Virginia 23230

Phone: (804) 767-7721 Email: areisinger@ctrecap.com

C. Contact Person. Provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Charles P. Gillespie III Title: Engineer

Address: 150 N Harbin Drive STE 408, Stephenville, TX 76401

Phone: (254) 968-8130 Email: ceeinc@ceeinc.org

D. If the transferee is someone other than a municipality, is the transferee current on the Regulatory Assessment Fees (RAF) with the Texas Commission on Environmental Quality (TCEQ)?

☐ No ☐ Yes ☒ N/A

E. If the transferee is an IOU, is the transferee current on the Annual Report filings with the Commission?

☐ No ☐ Yes ☒ N/A

7. The legal status of the transferee is:

☐ Individual or sole proprietorship

☒ Partnership or limited partnership (*attach* Partnership agreement)

☐ Corporation
Charter number (as recorded with the Texas Secretary of State): _____

☐ Non-profit, member-owned, member controlled Cooperative Corporation [Article 1434(a) Water Supply or Sewer Service Corporation, incorporated under TWC Chapter 67]
Charter number (as recorded with the Texas Secretary of State): _____
☐ Articles of Incorporation and By-Laws established (*attach*)

☐ Municipally-owned utility

☐ District (MUD, SUD, WCID, FWSD, etc.)

☐ County

☐ Affected County (a county to which Subchapter B, Chapter 232, Local Government Code, applies)

☐ Other (please explain): _____

8. If the transferee operates under any d/b/a, provide the name below:

Name: _____

9. If the transferee's legal status is anything other than an individual, provide the following information regarding the officers, members, or partners of the legal entity applying for the transfer:

Name: Haxall Belleville, LLC
Position: _____ Ownership % (if applicable): 99.00%
Address: 1401 East Cary Street Richmond, Virginia 23219
Phone: (804) 783-7543 Email: khill@wtplaw.com

Name: HB Shady Oaks TX, LLC
Position: _____ Ownership % (if applicable): 1.00%
Address: 1400 Belleville Street Richmond, Virginia 23230
Phone: (804) 767-7721 Email: areisinger.com

Name: _____
Position: _____ Ownership % (if applicable): 0.00%
Address: _____
Phone: _____ Email: _____

Name: _____
Position: _____ Ownership % (if applicable): 0.00%
Address: _____
Phone: _____ Email: _____

10. **Financial Information**

The transferee Applicant must provide accounting information typically included within a balance sheet, income statement, and statement of cash flows. If the Applicant is an existing retail public utility, this must include historical financial information and projected financial information. However, projected financial information is only required if the Applicant proposes new service connections and new investment in plant, or if requested by Staff. If the Applicant is a new market entrant and does not have its own historical balance sheet, income statement, and statement of cash flows information, then the Applicant should establish a five-year projection taking the historical information of the transferor Applicant into consideration when establishing the projections.

Historical Financial Information may be shown by providing any combination of the following that includes necessary information found in a balance sheet, income statement, and statement of cash flows:

1. Completed Appendix A;
2. Documentation that includes all of the information required in Appendix A in a concise format; or
3. Audited financial statements issued within 18 months of the application filing date. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Projected Financial Information may be shown by providing any of the following:

1. Completed Appendix B;
2. Documentation that includes all of the information required in Appendix B in a concise format;
3. A detailed budget or capital improvement plan, which indicates sources and uses of funds required, including improvements to the system being transferred; or
4. A recent budget and capital improvements plan that includes information needed for analysis of the operations test (16 Tex. Admin. Code § 24.11(e)(3)) for the system being transferred and any operations combined with the system. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Part D: Proposed Transaction Details

11. **A.** Proposed Purchase Price: $ 2,000,000.00

If the transferee Applicant is an investor owned utility (IOU) provide answers to B through D.

B. Transferee has a copy of an inventory list of assets to be transferred (*attach*):

☐ No ☒ Yes ☐ N/A

Total Original Cost of Plant in Service: $ 439,432.25

Accumulated Depreciation: $ 0.00

Net Book Value: $ 439,432.25

C. **Customer contributions in aid of construction (CIAC):** Have the customers been billed for any surcharges approved by the Commission or TCEQ to fund any assets currently used and useful in providing utility service? Identify which assets were funded, or are being funded, by surcharges on the list of assets.

☒ No ☐ Yes

Total Customer CIAC: $ _____
Accumulated Amortization: $ _____

D. **Developer CIAC:** Did the transferor receive any developer contributions to pay for the assets proposed to be transferred in this application? If so, identify which assets were funded by developer contributions on the list of assets and provide any applicable developer agreements.

☒ No ☐ Yes

Total developer CIAC: $ _____
Accumulated Amortization: $ _____

12. **A.** Are any improvements or construction required to meet the minimum requirements of the TCEQ or Commission and to ensure continuous and adequate service to the requested area to be transferred plus any area currently certificated to the transferee Applicant? Attach supporting documentation and any necessary TCEQ approvals, if applicable.

☒ No ☐ Yes

B. If yes, describe the source and availability of funds and provide an estimated timeline for the construction of any planned or required improvements:

N/A

13. Provide any other information concerning the nature of the transaction you believe should be given consideration:

N/A

14. Complete the following proposed entries (listed below) as shown in the books of the Transferee (purchaser) after the acquisition. Debits (positive numbers) should equal credits (negative numbers) so that all line items added together equal zero. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations:

Utility Plant in Service:	$ 439,432.25
Accumulated Depreciation of Plant:	$ 0.00
Cash:	$ 95,623.78
Notes Payable:	$ -55,102.00
Mortgage Payable:	$ 0.00
(Proposed) Acquisition Adjustment*:	$ 0.00
Other (NARUC account name & No.):	
Other (NARUC account name & No.):	

*Acquisition Adjustments will be subject to review under 16 TAC § 24.31(d) and (e)

15. A. Explain any proposed billing change (NOTE: If the acquiring entity is an IOU, the IOU may not change the rates charged to the customers through this STM application. Rates can only be changed through the approval of a rate change application.)

Transferee is an IOU so a change in rates is not applicable.

B. If transferee is an IOU, state whether or not the transferee intends to file with the Commission, or an applicable municipal regulatory authority, an application to change rates for some or all of its customers as a result of the transaction within the next twelve months. If so, provide details below:

A change of rate application is not intended by the transferee.

Part 5: CCN Obtain or Amend Criteria Considerations

16. Describe, in detail, the anticipated impact or changes in the quality of retail public utility service in the requested area as a result of the proposed transaction:

The transferee plans to keep providing existing and future customers of Stephenville Mobile Home Park water system facilities and WWTP with continuous and adequate water and wastewater treatment as Stephenville Mobile Home Park, Ltd has in the past.

17. Describe the transferee's experience and qualifications in providing continuous and adequate service. This should include, but is not limited to: other CCN numbers, water and wastewater systems details, and any corresponding compliance history for all operations.

The transferee has no relevent qualifications directly related to this situation. However, they are continuing to employ the current operator. In addition, the transferee has operated dozens of manufactured housing communities, some of which have been found in Texas for many years. Lastly, the transferee has the financial resources available to make all needed repairs and to perform regular maintenence.

18. Has the transferee been under an enforcement action by the Commission, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG), or the Environmental Protection Agency (EPA) in the past five (5) years for non-compliance with rules, orders, or state statutes? Attach copies of any correspondence with the applicable regulatory agency(ies)

☒ No ☐ Yes

19. Explain how the environmental integrity or the land will be impacted or disrupted as a result of the proposed transaction:

No changes.

20. How will the proposed transaction serve the public interest?

HB Shady Oaks Tx, LP will provide uninterrupted service to the existing and future customers.

21. List all neighboring water or sewer utilities, cities, districts (including ground water conservation districts), counties, or other political subdivisions (including river authorities) providing the same service within two (2) miles from the outer boundary of the requested area affected by the proposed transaction:

Water: City of Stephenville CCN No. 10463

Sewer: City of Stephenville CCN No. 20169

Part 6: Water System or Sewer System Additional Information

Complete Part F for EACH Public Water or Sewer system to be transferred subject to approval of the transaction. Attach a separate sheet with this information if you need more space for additional systems being transferred.

22. A. For Public Water System (PWS):

TCEQ PWS Identification Number: 0720021 (7 digit ID)

Name of PWS: Stephenville Mobile Home Park Water System

Date of last TCEQ compliance inspection: January 16, 2018 (attach TCEQ letter)

Subdivisions served: Stephenville Mobile Home Park

B. For Sewer service:

TCEQ Water Quality (WQ) Discharge Permit Number: WQ 001 - 3966001 (8 digit ID)

Name of Wastewater Facility: Stephenville Mobile Home Park

Name of Permitee: Stephenville Mobile Home Park, Ltd

Date of last TCEQ compliance inspection: January 16, 2018 (attach TCEQ letter)

Subdivisions served: Stephenville Mobile Home Park

Date of application to transfer permit *submitted* to TCEQ: _____

23. List the number of *existing* connections, by meter/connection type, to be affected by the proposed transaction:

Water				Sewer	
	Non-metered		2"	200	Residential
200	5/8" or 3/4"		3"		Commercial
	1"		4"		Industrial
	1 ½"		Other		Other
	Total Water Connections:	200		Total Sewer Connections:	200

24. A. Are any improvements required to meet TCEQ or Commission standards?

☒ No ☐ Yes

B. Provide details on each required major capital improvement necessary to correct deficiencies to meet the TCEQ or Commission standards (attach any engineering reports or TCEQ approval letters):

Description of the Capital Improvement:	Estimated Completion Date:	Estimated Cost:

C. Is there a moratorium on new connections?

☒ No ☐ Yes:

25. Does the system being transferred operate within the corporate boundaries of a municipality?

☒ No ☐ Yes: _____ *(name of municipality)*

If yes, indicate the number of customers within the municipal boundary.

Water: _____ Sewer: _____

S&P Global
Market Intelligence

Pennsylvania American Water acquires water, wastewater assets of Turbotville

Thursday, July 25, 2019 7:08 AM ET

By Nephele Kirong
Market Intelligence

Pennsylvania American Water Co. acquired the water and wastewater assets of the Borough of Turbotville in Northumberland County, Pa., for $1 million.

"The purchase expands our customer base, which allows us to increase our operational efficiency and capitalize on economies of scale for the benefit of all of our customers," Pennsylvania American Water President Jeffrey McIntyre said.

The water system serves about 320 customers, and the wastewater system serves about 290 customers in Turbotville. The sale allows the borough to pay off all outstanding debt.

As part of the deal, the American Water Works Co. Inc. subsidiary plans to build a new $3.2 million wastewater treatment plant to replace one built in the 1980s. Completion of the new plant is anticipated in 2022. The company will also replace water meters for all customers.

The company has adopted Turbotville's existing water rates, as approved by the state Public Utility Commission.

This article was published by S&P Global Market Intelligence and not by S&P Global Ratings, which is a separately managed division of S&P Global.

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Aqua America's Ohio Subsidiary Reaches Asset Purchase Agreement With City of Campbell to Acquire Water System

August 05, 2019 01:01 PM Eastern Daylight Time

BRYN MAWR, Pa.--(BUSINESS WIRE)--Aqua America Inc. (NYSE: WTR) announced today its Ohio subsidiary has signed an agreement with the City of Campbell, Mahoning County, to purchase the city's water treatment plant and distribution system for $7.5 million. The system serves approximately 3,200 connections.

Closing of the sale is anticipated in late 2019 upon approval by the Public Utilities Commission of Ohio.

"This purchase will enable Aqua to bring benefits to the Campbell community by leveraging expertise in compliance, large-scale purchasing power and other efficiencies that can be realized with a larger, combined regional operation," said Aqua America Chairman and CEO Christopher Franklin. "Purchasing private and municipally owned systems is about more than growth. It allows us to do our part to strengthen water and wastewater infrastructure in the communities we serve, something that's vitally important for the future. At the same time, proceeds from the sale of a water or wastewater system can enable municipal leaders to pursue other important initiatives in their communities."

Aqua Ohio President Ed Kolodziej said Aqua will invest an estimated $4.3 million in the water system to enhance water quality, reliability, and regulatory and environmental standards. "I commend the City of Campbell's mayor and council members for administering an open and transparent evaluation process," said Kolodziej. "Campbell's officials remained focused on making sure any resolution would offer the best solution for the community, and we look forward to serving our new customers."

Last year, Aqua completed municipal acquisitions in the Village of Manteno, Illinois; Limerick Township, Pennsylvania; the Village of Peotone, Illinois; East Bradford Township, Pennsylvania; and the Tredyffrin Township Municipal Authority's Valley Creek Trunk Sewer System in Pennsylvania. Including Campbell, Ohio, Aqua now has eight pending water and wastewater acquisitions under agreement totaling about 22,600 customer connections, which are expected to close in 2019 or 2020. Additionally, Aqua has signed a letter of intent with the Delaware County Regional Water Quality Control Authority, the large wastewater system that serves approximately 500,000 people in 42 municipalities in Delaware and Chester counties, Pennsylvania.

Aqua also announced on Oct. 23, 2018 an agreement to acquire Pittsburgh-based natural gas company Peoples for $4.275 billion. Expected to close in 2019, Aqua will add 740,000 customers in Western Pennsylvania, Kentucky and West Virginia, while continuing to improve infrastructure reliability, quality of life and economic prosperity in these regions.

Aqua America is the second-largest publicly traded water utility based in the U.S., and serves more than 3 million people in Pennsylvania, Ohio, North Carolina, Illinois, Texas, New Jersey, Indiana and Virginia. Aqua America is listed on the New York Stock Exchange under the ticker symbol WTR. Visit AquaAmerica.com for more information.

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, among others: the company's ability to invest capital, receive governmental approval of the transition and to successfully close the acquisition, and its ability bring efficiencies to the City of Campbell community. There are important factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements including: general economic business conditions; the receipt of governmental approvals; the successful closing of the acquisition; the successful integration of the customers and the facility; and other factors discussed in our Annual Report on Form 10-K, which is on file with the Securities and Exchange Commission. For more information regarding risks and uncertainties associated with Aqua America's business, please refer to Aqua America's annual, quarterly and other SEC filings. Aqua America is not under any obligation — and expressly disclaims any such obligation — to update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

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WTRF

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https://www.wvgazettemail.com/business/american-water-finalizes-takeover-of-boone-raleigh-psd-water-service/article_95a5c271-f526-585b-ae04-67c151580ced.html

American Water finalizes takeover of Boone-Raleigh PSD water service

By Caity Coyne Staff writer
Aug 8, 2019

Customers who once relied on the Boone-Raleigh Public Service District for water service are now officially customers of West Virginia America Water, after the company's acquisition of the PSD was finalized Thursday, according to a news release.

Boone-Raleigh PSD served about 470 water customers in Sylvester and Whitesville. Now, WVAW will serve those customers through an interconnection constructed between its existing lines in the area and the PSD's lines.

WVAW will only provide water service to the PSD's customers. Those who receive sewage service from the PSD will soon see a 16 percent increase (about $6 per 3,000 gallons of water) to their bill due to the decrease in revenue from losing its water customers, according to a filing with the state Public Service Commission.

Water customers will also see an increase in their bills as the water rates raise to meet WVAW's rates — a $19.18, or 57.8 percent, increase.

Per the joint stipulation agreement between the PSD and WVAW, which was approved earlier this year by the PSC, WVAW will pay $115,000 to acquire the water system and its facilities.

Over the past few years, the PSC approached WVAW several times about the possibility of taking over water operations for Boone-Raleigh, especially as its service deteriorated. Earlier this year, John Lipford, chairman of the Boone-Raleigh PSD, said he was confident that this time, the deal would come to fruition, and he was right.

The hope, Lipford said, is that WVAW can provide safer, more reliable water service to those who depend on it.

Boone-Raleigh experiences an unaccounted water loss rate of 69 percent, according to its 2017 annual report filed to the PSC. That's the fourth-highest rate of any water system in the state.

The Environmental Protection Agency classifies Boone-Raleigh as being in "significant noncompliance" for drinking water standards. The PSD has been cited for violations in 11 of the last 12 quarters on record with the EPA.

Now that the acquisition is complete, WVAW is the sole water provider in Boone County, according to testimony given by WVAW representatives to the PSC.

For the past few years, WVAW has been stepping in regularly to offer emergency help to Boone-Raleigh when lines break or water stops flowing, and now, that service will be permanent.

"Once the takeover is finished, the customers will have better water quality and it will be more consistent," Lipford said earlier this year. "This is a good thing for everyone involved. It really is."

Caity Coyne is a corps member with Report for America, an initiative of The GroundTruth Project.

Reach Caity Coyne at

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@CaityCoyne on Twitter.

Caity Coyne

https://www.wvgazettemail.com/business/wv-american-water-to-acquire-glasgow-water-system/article_88521a6b-18f5-56ec-9fc0-af036d40c66f.html

WV American Water to acquire Glasgow water system

By Caity Coyne Staff writer
Sep 6, 2019

A deal approved Friday between West Virginia American Water Company and the Town of Glasgow means that more than 300 customers who rely on the town's municipal water service will soon be transferred to the state's largest water provider.

According to a purchasing agreement filed with the West Virginia Public Service Commission on Friday, the Glasgow water system is deteriorating after years without maintenance, and the town can't financially support it anymore.

"[Glasgow] simply cannot invest quickly enough or efficiently enough to fix the water system, and we are at risk of being unable to continue providing adequate water service," said Glasgow Mayor Donald Fannin, in testimony given to the PSC. "I am concerned that if the Town continues to operate the system the service to our citizens will continue to suffer and degrade."

With the acquisition, only three public water districts remain in Kanawha County, according to the PSC: St. Albans, Cedar Grove and East Bank.

WVAW will pay the town $200,000 to buy its water distribution facilities, including its lines and pump stations. Glasgow does not operate a water treatment plant, and instead buys its water from nearby Cedar Grove through an agreement that expired years ago. Cedar Grove, according to inspection records, has 11 violations on the books for drinking water standards over the past three years.

The $200,000 paid to Glasgow will be used to make any immediate repayments on loans or grants for the water system. If that's not enough, WVAW will take on the remaining debt, according to the purchasing agreement.

Glasgow Town Council passed an ordinance in April approving WVAW's takeover of the system. Rates for the 309 customers who receive water from the town will increase in phases, going up a small percentage at the end of each year until 2023, when they will pay the rates set for the rest of WVAW's Kanawha Valley customers.

Currently, Glasgow customers pay $33.77 per 3,400 gallons of water used, according to the PSC. Those rates were set last May, when customers on the system experienced a 32 percent rate increase, according to a tariff filing with the PSC. WVAW customers in Kanawha County currently pay $57.94 per 3,400 gallons used. There is no way to tell what WVAW rates could look like in 2023.

Fannin, speaking to the PSC, said there have been several instances that reinforced the importance of giving the system up to WVAW, which he said has more financial stability and resources to improve the dilapidated system.

The most recent example was in February, when Fannin said customers experienced numerous water outages and 90 residents at Beverly Healthcare Center, a nursing home in the town, were left without water.

While the system is stable at the moment, town officials worry that another system failure is "possible or even likely in the near future," according to the purchase agreement.

When problems have occurred in the past, WVAW stepped in to assist the town with leak detection and rehabilitate immediate issues, Fannin said in his testimony. He said he's confident that residents will receive higher quality, more reliable service under the system's helm.

Per its annual report, Glasgow Municipal Water Department experiences an unaccounted water loss rate of 66 percent, meaning 66 percent of the water it pumps never makes it to a faucet. That is the fifth highest rate of unaccounted water loss among public water systems in the state.

With its takeover, WVAW will begin looking at upgrading the systems infrastructure and replacing parts of the distribution system that lead to unreliable, potentially unsafe water, according to a Friday news release.

Fannin said that while town officials are aware of the issues facing the water system, they don't have the money to do anything about it. Since Glasgow lost a coal-fired power plant operated by Appalachian Electric Power in 2015, the town has receives less business and occupation taxes that could help upkeep town facilities.

This year, Glasgow laid off a majority of its public works department, leaving just one employee, and officials are "scrutinizing every single town expense," according to Fannin. Hard decisions like this, he said, are ones that officials must make to keep Glasgow from ceasing to exist as a municipality.

"The entire Town government has forgone wages to keep this town afloat. This is one sign of our commitment to doing our best to provide the needed services to our residents," Fannin told the PSC. "By selling this water system to WVAW, we are able to obtain a fair value that will allow the government to focus on other needs of the Town while assuring our residents have excellent water service."

Caity Coyne is a corps member with Report for America, an initiative of The GroundTruth Project. Reach Caity Coyne at caity.coyne@wvgazettemail.com, 304-348-7939 or follow @CaityCoyne on Twitter.

Caity Coyne

businesswire
A BERKSHIRE HATHAWAY COMPANY

AQUA

Aqua America's Pennsylvania Subsidiary Reaches Agreement with DELCORA to Purchase Municipal Wastewater System Serving Approximately 500,000 People

Acquisition will be the largest municipal transaction for Aqua America and the largest water/wastewater municipal transaction in Pennsylvania's history

September 17, 2019 04:50 PM Eastern Daylight Time

BRYN MAWR, Pa.--(BUSINESS WIRE)--Aqua America Inc. (NYSE: WTR) announced today its Pennsylvania subsidiary, Aqua Pennsylvania Wastewater (Aqua), has signed an asset purchase agreement with the Delaware County Regional Water Quality Control Authority (DELCORA) to acquire the municipal authority's wastewater assets for $276.5 million. The pending transaction is subject to Pennsylvania Public Utility Commission approval.

DELCORA serves a population of approximately 500,000 people in 42 municipalities in Southeast Pennsylvania. Aqua estimates that this represents the equivalent of 165,000 retail customers. The customer base consists of retail, commercial, and industrial customers and large wholesale agreements with municipal authorities. Its assets include 168 miles of combined and separate sewer mains, 14 miles of large-diameter force mains, and a 50-million gallon-per-day wastewater treatment plant that serves the western part of its service territory. Wastewater from the eastern part of the territory is treated by Philadelphia Water Department.

"We are proud to announce that DELCORA will become the largest municipal transaction in our 133-year company history," said Aqua America Chairman and CEO Christopher Franklin. "Our long track record of delivering reliable water and wastewater services, and investing in infrastructure across the United States, has positioned Aqua well for this opportunity. Since 2016, Aqua America has acquired more than 30 water and wastewater systems and integrated them into our existing operations, and I'm looking forward to welcoming DELCORA's employees and customers into our company."

Prior to the agreement, DELCORA faced substantial capital investment costs to comply with U.S. Environmental Protection Agency mandates to resolve combined sewer overflow problems. The cost of these projects, and other capital investments, is estimated to be approximately $1.2 billion through 2041.

"Rather than stay the course and undertake significant projects that are expected to have high costs and dramatically increase customer rates, DELCORA decided to partner with Aqua to address these challenges," said Aqua President Marc Lucca. "Because of our economies of scale, technical expertise, and long-standing commitment to southeastern Pennsylvania, this partnership will benefit our current and future customers along with the region's environment."

Following closing, Aqua will hire all 136 current DELCORA employees, honor all DELCORA union contracts, and offer expanded professional opportunities in water and wastewater to these employees.

In 2018, Aqua America completed municipal acquisitions in the Village of Manteno, Illinois; Limerick Township, Pennsylvania; the Village of Peotone, Illinois; East Bradford Township, Pennsylvania; and the Tredyffrin Township Municipal Authority's Valley Creek Trunk Sewer System in Pennsylvania. In addition to DELCORA, Aqua America currently has seven pending water and wastewater acquisitions under agreement, which represent close to 23,000 customer connections and are expected to close in 2019 or 2020.

In October 2018, Aqua America also announced an agreement to acquire Pittsburgh-based natural gas company Peoples for $4.275 billion. This transaction, which is expected to close in 2019, will add 740,000 customers in Western Pennsylvania, Kentucky and West Virginia, and enable Aqua to expand its ongoing efforts to improve infrastructure reliability, quality of life and economic prosperity in these regions.

Aqua America is the second-largest publicly traded water utility based in the U.S., and serves more than 3 million people in Pennsylvania, Ohio, North Carolina, Illinois, Texas, New Jersey, Indiana and Virginia. Aqua America is listed on the New York Stock Exchange under the ticker symbol WTR. Visit AquaAmerica.com for more information.

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, among others: the company's ability to invest capital efficiently, and its ability to receive governmental approval of the transition and to successfully close the acquisition. There are important factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements including: general economic business conditions; the receipt of governmental approvals; the receipt of the closing conditions to the agreement of sale; the successful closing of the acquisition; the successful integration of the customers and the facility; and other factors discussed in our Annual Report on Form 10-K, which is on file with the Securities and Exchange Commission. For more information regarding risks and uncertainties associated with Aqua America's business, please refer to Aqua America's annual, quarterly and other SEC filings. Aqua America is not under any obligation — and expressly disclaims any such obligation — to update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

WTRF

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ILLINOIS AMERICAN WATER

Illinois American Water Acquires Village of Glasford Water and Wastewater Systems

September 19, 2019 04:26 PM Eastern Daylight Time

GLASFORD, Ill.--(BUSINESS WIRE)--Illinois American Water President Bruce Hauk today announced the Company's acquisition of the Village of Glasford water and wastewater systems. The purchase adds approximately 492 water customers and 482 wastewater customers to the Central Illinois service area.

The Village of Glasford voted in favor of the sale in August 2018. The Illinois Commerce Commission (ICC) approved the sale for $1.9 million on Sept. 18, 2019. The sale was completed today.

"We have a long history – 130 years – of providing quality water service in Central Illinois. We look forward to serving our new customers in Glasford," said Hauk.

Glasford Mayor Jack Rudd, Jr. said the sale of the water and wastewater systems to Illinois American Water is, "in the Village's best interest." He went on to say, "Residents will not only have better quality water and sanitary service, but needed critical investments will also be made under Illinois American Water ownership. The partnership also provides significant net proceeds to help fund other village needs and priorities. We welcome Illinois American Water to our community."

Illinois American Water is committed to upgrading the Glasford water and wastewater systems, including construction of a transmission water main from Timber-Logan Rural Water District to the Village of Glasford. This work will provide customers with water treated and produced by Illinois American Water's water quality experts. A re-chloramination station will also be installed to ensure adequate disinfection for high-quality water service which meets EPA requirements. Security improvements, water main installations and upgrades to the sanitary sewer system will also be completed.

Roger Goodson, sr. manager for Illinois American Water's Eastern and Western Divisions, said, "We are excited to become a member of this vibrant community, not only as the water and wastewater service provider, but as a good neighbor."

New customers will receive an Illinois American Water welcome packet in the mail. This packet includes information about online account management, billing and more. The Village of Glasford will be incorporated into the company's Peoria District which serves Peoria, West Peoria, Farmington, Bartonville, Bellevue, Rome, Mapleton and parts of surrounding areas including Washington and East Peoria. Dunlap, Hanna City and the Timber-Logan Rural Water District are sale for resale (wholesale) customers.

The appraisal process used for the Glasford water and wastewater systems was conducted under the supervision of the ICC and established as part of the Illinois Water Systems Viability Act. According to Hauk, this law gives communities an alternative to value their water and/or wastewater system when considering being acquired by an investor-owned water

utility.

Hauk said, "Previous law only allowed the investor-owned water or sewer utility to pay the original cost minus depreciation to acquire a system, public or private. Because of this, systems were deprived of receiving adequate value for their system."

To learn more about Illinois American Water and hear testimonials from communities the company has partnered with, please visit the Doing Business with Us page under About Us at www.illinoisamwater.com.

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About Illinois American Water - Illinois American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor-owned water utility in the state, providing high-quality and reliable water and/or wastewater services to approximately 1.3 million people. American Water also operates a customer service center in Alton and a quality control and research laboratory in Belleville.

With a history dating back to 1886, American Water is the largest and most geographically diverse U.S. publicly traded water and wastewater utility company. The company employs more than 7,100 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to more than 14 million people in 46 states. American Water provides safe, clean, affordable and reliable water services to our customers to make sure we keep their lives flowing. For more information, visit amwater.com and follow American Water on Twitter, Facebook and LinkedIn.

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External Affairs Manager
309.566.4126

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Illinois American Water Acquires Village of Godfrey Wastewater System; Adds 6,200 Wastewater Customers to Southern Illinois Service Area

Dateline City:
GODFREY, Ill.

GODFREY, Ill.--(BUSINESS WIRE (http://www.businesswire.com))--Illinois American Water President Bruce Hauk today announced the Company's acquisition of the Village of Godfrey wastewater system. The purchase adds approximately 6,200 wastewater customers to the Southern Illinois service area. The system serves customers in Godfrey and nearby communities of Brighton and Fosterburg.

The Village of Godfrey voted in favor of the sale in October 2018. The Illinois Commerce Commission (ICC) approved the sale for $13.55 million on Oct. 2, 2019. The sale was completed today.

"We are excited to expand our services in the River Bend area where we've provided quality, reliable water service for over 140 years. Our team of wastewater experts are ready to serve our new customers and they are looking forward to making critical improvements to ensure reliable service for public health," said Hauk.

Village of Godfrey Mayor Mike McCormick said the sale of the wastewater system to Illinois American Water will "serve residents well today and in the future." He went on to say, "Illinois American Water will not only make the EPA mandated improvements to bring the system up to compliance, but their team of experts will ensure reliable service for years to come. This partnership also provides significant net proceeds to help fund other village needs and priorities. We welcome this expanded partnership with Illinois American Water in our community."

In addition to completing requirements under the Amended Consent Order, Illinois American Water expects to invest on average about $2 million per year for routine capital improvements for the first 10 years of ownership.

Karen Cooper, senior manager for Illinois American Water's Southern Division, said, "Many communities are looking for new and innovative ways to deal with challenges they're facing while controlling expenses. There's nothing more important to our team than ensuring our customers receive the best service possible at a good value. This partnership is a great solution for residents."

New customers will receive an Illinois American Water welcome packet in the mail. This packet includes information about online account management, billing and more.

The appraisal process used for the Godfrey wastewater system was conducted under the supervision of the ICC and established as part of the Illinois Water Systems Viability Act. According to Hauk, this law gives communities an alternative to value their water and/or wastewater system when considering being acquired by an investor-owned water utility. To learn more about Illinois American Water and hear testimonials from communities the company has partnered with, please visit the Doing Business with Us page under About Us at www.illinoisamwater.com (https://amwater.com/ilaw/).

About Illinois American Water - Illinois American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor-owned water utility in the state, providing high-quality and reliable water and/or wastewater services to approximately 1.3 million people. American Water also operates a customer service center in Alton and a quality control and research laboratory in Belleville. With a history dating back to 1886, American Water is the largest and most geographically diverse U.S. publicly traded water and wastewater utility company. The company employs more than 7,100 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to more than 14 million people in 46 states. American Water provides safe, clean, affordable and reliable water services to our customers to make sure we keep their lives flowing. For more information, visit amwater.com (https://amwater.com/) and follow American Water on Twitter (https://twitter.com/amwater), Facebook (https://www.facebook.com/weareamericanwater/) and LinkedIn (https://www.linkedin.com/company/american-water/).

Language:
English
Contact:
Karen Cotton
External Affairs Manager
309.566.4126

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PENNSYLVANIA AMERICAN WATER

Pennsylvania American Water Expands Footprint with Acquisition of Steelton Borough Authority Water System

October 09, 2019 04:30 PM Eastern Daylight Time

MECHANICSBURG, Pa.--(BUSINESS WIRE)--Pennsylvania American Water, a subsidiary of American Water (NYSE: AWK), announced today that it has acquired the water assets of the Steelton Borough Authority in Dauphin County. The purchase price for the system, which serves nearly 2,400 customers, was $21.75 million.

"We welcome our new Steelton customers and look forward to working with the community on long-term water infrastructure solutions for this area," said Pennsylvania American Water President Mike Doran. "The purchase not only provides financial benefits and rate stability for Steelton, but it also aligns perfectly with our existing water service territory here in the midstate."

The sale of the water system is expected to allow the borough to eliminate its existing water debt, build up budget reserves, and invest in capital projects. Effective today, all seven of Steelton's employees, represented by AFSCME District Council 90, are now employees of Pennsylvania American Water.

"We are proud of the hard work and rich history of the Steelton Water System and, today, leave it in more than capable hands," said Allan Ausman, chair of the Steelton Water Authority. "Pennsylvania American Water's investment in our system brings Steelton into the 21st century and ensures customers will have reliable, high-quality water service into the future."

As approved by the Pennsylvania Public Utility Commission (PUC), the company has adopted Steelton's existing water rates, which will now be billed monthly. The company's rates and rules of service are regulated by the PUC and are posted on the company's website.

This sale was executed under Pennsylvania's Act 12 statute, which allows municipalities to sell water and wastewater systems for a price based on the fair market value of the facilities. Prior to the passage of Act 12, the valuation process was based on assessing the system's original cost at the time of construction – which may be 50 years old or more – less depreciation and contributed property. "Act 12 allows municipalities the opportunity to receive a purchase price that is more in line with the current value of its system assets," said Doran.

Pennsylvania American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor-owned water utility in the state, providing high-quality and reliable water and/or wastewater services to approximately 2.4 million people. With a history dating back to 1886, American Water is the largest and most geographically diverse U.S. publicly traded water and wastewater utility company. The company employs more than 7,100 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to more than 14 million people in 46 states. American Water provides safe, clean, affordable and reliable water services to our customers to make sure we keep their lives flowing. For more information, visit amwater.com and follow American Water on Twitter, Facebook and LinkedIn.

This release contains forward looking statements, including, among others, our plan to continue our long-term strategy of capital investment in our systems. There are important factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements including: general economic business conditions, unfavorable weather conditions, changes in regulations or regulatory treatment and availability and the cost of capital. We undertake no obligation to publicly update or revise any forward-looking statement.

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Contacts
Maggie Sheely
Pennsylvania American Water
717-550-1616
M: 717-317-3762
Maggie.Sheely@amwater.com

Tweets by @paamwater

Pennsylvania American Water
@paamwater

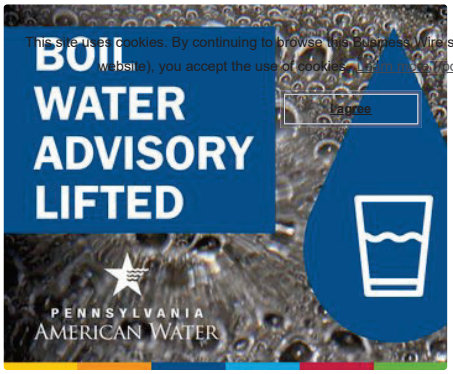
WASHINGTON COUNTY CUSTOMERS: For your convenience, a water buffalo is available at the North Strabane fire station for customers in the Route 19 repair area. Please bring your own container to fill.



Jan 4, 2020

Pennsylvania American Water
@paamwater

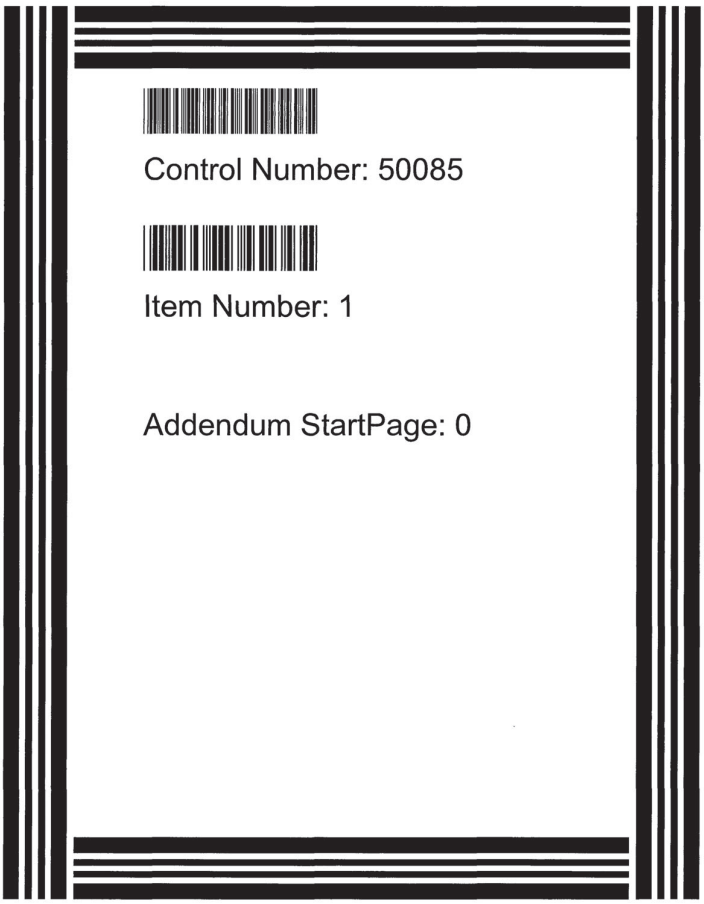
LIMERICK CUSTOMERS: The Boil Water Advisory for your area has been lifted. You may resume your normal water usage. We thank our customers for their patience and cooperation during this event. For more information, contact Customer Service at (800) 565-7292.



Jan 4, 2020

Pennsylvania American Water
@paamwater

LIMERICK TWP CUSTOMERS: The Boil Water Advisory for some customers in your area remains in effect. Map of area: arcg.is/08Wbe, We will update here when the advisory is lifted.



50085

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PUBLIC UTILITY COMMISSION
FILING CLERK

Application for Sale, Transfer, or Merger of a Retail Public Utility

Pursuant to Texas Water Code § 13.301 and 16 Texas Administrative Code § 24.239

Sale, Transfer, or Merger (STM) Application Instructions

I. **COMPLETE:** In order for the Commission to find the application sufficient for filing, the Applicant should:
   i. Provide an answer to every question and submit any required attachment applicable to the STM request (i.e., agreements or contracts).
   ii. Use attachments or additional pages to answer questions as necessary. If you use attachments or additional pages, reference their inclusion in the form.
   iii. Provide all mapping information as detailed in Part G: Mapping & Affidavits.

II. **FILE:** Seven (7) copies of the completed application with numbered attachments. One copy should be filed with no permanent binding, staples, tabs, or separators; and 7 copies of the portable electronic storage medium containing the digital mapping data.
   i. ***SEND TO***: Public Utility Commission of Texas, Attention: Filing Clerk, 1701 N. Congress Avenue, P.O. Box 13326, Austin, Texas 78711-3326 (NOTE: Electronic documents may be sent in advance of the paper copy, however they will not be processed and added to the Commission's on-line interchange until the paper copy is received and file-stamped in Central Records).

III. The application will be assigned a docket number, and an administrative law judge (ALJ) will issue an order requiring Commission Staff to file a recommendation on whether the application is sufficient. The ALJ will issue an order after Staff's recommendation has been filed:
   i. ***DEFICIENT (Administratively Incomplete):*** Applicants will be ordered to provide information to cure the deficiencies by a certain date, usually 30 days from ALJ's order. ***Application is not accepted for filing.***
   ii. ***SUFFICIENT (Administratively Complete):*** Applicants will be ordered by the ALJ to give appropriate notice of the application using the notice prepared by Commission Staff. ***Application is accepted for filing.***

IV. Once the Applicants issue notice, a copy of the actual notice sent and an affidavit attesting to notice should be filed in the docket assigned to the application. Recipients of notice may request a hearing on the merits.
   HEARING ON THE MERITS: An affected party may request a hearing within 30 days of notice. In this event, the application may be referred to the State Office of Administrative Hearings (SOAH) to complete this request.

V. **TRANSACTION TO PROCEED**: at any time following the provision of notice, or prior to 120 days from the last date that proper notice was given, Commission Staff will file a recommendation for the transaction to proceed as proposed or recommend that the STM be referred to SOAH for further investigation. The Applicants will be required to file an update in the docket to the ALJ every 30 days following the approval of the transaction. The transaction must be completed within six (6) months from the ALJ's order (Note: The Applicants may request an extension to the 6 month provision for good cause).

VI. **FILE:** Seven (7) copies of completed transaction documents and documentation addressing the transfer or disposition of any outstanding deposits. After receiving all required documents from the Applicants, the application will be granted a procedural schedule for final processing. The Applicants are requested to consent in writing to the proposed maps and certificates, or tariff if applicable.

VII. **FINAL ORDER:** The ALJ will issue a final order issuing or amending the applicable CCNs.

FAQ:	Terms
Who can use this form? Any retail public utility that provides water or wastewater service in Texas. ***Who is required to use this form?*** A retail public utility that is an investor owned utility (IOU) or a water supply corporation (WSC) prior to any STM of a water or sewer system, or utility, or prior to the transfer of a portion of a certificated service area.	***Transferor:*** Seller ***Transferee:*** Purchaser ***CCN:*** Certificate of Convenience and Necessity ***STM:*** Sale, Transfer, or Merger ***IOU:*** Investor Owned Utility

50085

Transferor: Castle Water Inc., d/b/a Horseshoe Bend Water System
(selling entity)
CCN No.s: 10283

☒ Sale ☐ Transfer ☐ Merger ☐ Consolidation ☐ Lease/Rental

Transferee: Horseshoe Bend Water Company LLC
(acquiring entity)
CCN No.s: N/A

☒ Water ☐ Sewer ☐ All CCN ☐ Portion CCN ☐ Facilities transfer

County(ies): Parker

Table of Contents

Sale, Transfer, or Merger (STM) Application Instructions 1
Part A: General Information 3
Part B: Transferor Information 3
Part C: Transferee Information 4
Part D: Proposed Transaction Details 6
Part E: CCN Obtain or Amend Criteria Considerations 8
Part F: TCEQ Public Water System or Sewer (Wastewater) Information 9
Part G: Mapping & Affidavits 10
Part H: Notice Information 12
Appendix A: Historical Financial Information (Balance Sheet and Income Schedule) 15
Appendix B: Projected Information 18

Please mark the items included in this filing

☒	Contract, Lease, Purchase, or Sale Agreement	Part A: Question 1
☒	Tariff including Rate Schedule	Part B: Question 4
☒	List of Customer Deposits	Part B: Question 5
☐	Partnership Agreement	Part C: Question 7
☒	Articles of Incorporation and By-Laws (WSC)	Part C: Question 7
☒	Certificate of Account Status	Part C: Question 7
☐	Financial Audit	Part C: Question 10
☒	Application Attachment A & B	Part C: Question 10
☐	Disclosure of Affiliated Interests	Part C: Question 10
☐	Capital Improvement Plan	Part C: Question 10
☐	List of Assets to be Transferred	Part D: 11.B
☐	Developer Contribution Contracts or Agreements	Part D: 11.D
☒	Enforcement Action Correspondence	Part E: Question 18 (Part D: Q12)
☒	TCEQ Compliance Correspondence	Part F: Question 22
☐	TCEQ Engineering Approvals	Part F: Question 24
☐	Purchased Water Supply or Treatment Agreement	Part F: Question 26
☐	Detailed (large scale) Map	Part G: Question 29
☒	General Location (small scale) Map	Part G: Question 29
☐	Digital Mapping Data	Part G: Question 29
☒	Signed & Notarized Oath	Page 13-14

1. Describe the proposed transaction, including the effect on all CCNs involved, and provide details on the existing or expected land use in the area affected by the proposed transaction. Attach all supporting documentation, such as a contract, a lease, or proposed purchase agreements:

See "Answer to Question 1" on Attachment 1.

2. The proposed transaction will require (check all applicable):

For **Transferee** (Purchaser) CCN:	For **Transferor** (Seller) CCN:
☒ Obtaining a NEW CCN for Purchaser	☐ Cancellation of Seller's CCN
☒ Transfer all CCN into Purchaser's CCN (Merger)	☐ Transfer of a Portion of Seller's CCN to Purchaser
☐ Transfer Portion of CCN into Purchaser's CCN	☐ Only Transfer of Facilities, No CCN or Customers
☐ Transfer all CCN to Purchaser and retain Seller CCN	☐ Only Transfer of Customers, No CCN or Facilities
☐ Uncertificated area added to Purchaser's CCN	☐ Only Transfer CCN Area, No Customers or Facilities

Questions 3 through 5 apply only to the *transferor* (current service provider or seller)

3. A. Name: Castle Water Inc.
(individual, corporation, or other legal entity)
☐ Individual ☒ Corporation ☐ WSC ☐ Other:

B. Mailing Address: PO Box 613, Mansfield, TX 76063

Phone: (512) 474-9100 Email: gkirshbaum@terrillwaldrop.com

C. Contact Person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Geoff Kirshbaum Title: Attorney

Mailing Address: 810 West 10th St., Austin, TX 78701

Phone: (512) 474-9100 Email: gkirshbaum@terrillwaldrop.com

4. If the utility to be transferred is an Investor Owned Utility (IOU), for the most recent rate change, attach a copy of the current tariff and complete A through B:

A. Effective date for most recent rates: January 1, 2015

B. Was notice of this increase provided to the Public Utility Commission of Texas (Commission) or a predecessor regulatory authority?

☐ No ☒ Yes Application or Docket Number: 42942

If the transferor is a Water Supply or Sewer Service Corporation, provide a copy of the current tariff.

5. For the customers that will be transferred following the approval of the proposed transaction, check all that apply:

- ☐ There are *no* customers that will be transferred
- ☒ # of customers without deposits held by the transferor 214
- ☒ # of customers with deposits held by the transferor* 293

*Attach a list of all customers affected by the proposed transaction that have deposits held, and include a customer indicator (name or account number), date of each deposit, amount of each deposit, and any unpaid interest on each deposit.

Questions 6 through 10 apply only to the *transferee* (purchaser or proposed service provider)

6. A. Name: Horseshoe Bend Water Company LLC
(individual, corporation, or other legal entity)
☐ Individual ☐ Corporation ☐ WSC ☒ Other: Limited Liability Company

B. Mailing Address: 5910 N. Central Expy., Suite 1580 Dallas, TX 75206

Phone: (214) 219-7534 Email: wrighta@railroadmanagement.com

C. Contact Person. Provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Alan Wright Title: Attorney

Address: 5910 N. Central Expy., Suite 1580 Dallas, TX 75206

Phone: (214) 219-7534 Email: wrighta@railroadmanagement.com

D. If the transferee is someone other than a municipality, is the transferee current on the Regulatory Assessment Fees (RAF) with the Texas Commission on Environmental Quality (TCEQ)?

☐ No ☐ Yes ☒ N/A

E. If the transferee is an IOU, is the transferee current on the Annual Report filings with the Commission?

☐ No ☐ Yes ☒ N/A

7. The legal status of the transferee is:

- ☐ Individual or sole proprietorship
- ☐ Partnership or limited partnership (*attach* Partnership agreement)
- ☒ Corporation
  Charter number (as recorded with the Texas Secretary of State): 803436754
- ☐ Non-profit, member-owned, member controlled Cooperative Corporation [Article 1434(a) Water Supply or Sewer Service Corporation, incorporated under TWC Chapter 67]
  Charter number (as recorded with the Texas Secretary of State):
  ☐ Articles of Incorporation and By-Laws established (*attach*)
- ☐ Municipally-owned utility
- ☐ District (MUD, SUD, WCID, FWSD, etc.)

- ☐ County
- ☐ Affected County (a county to which Subchapter B, Chapter 232, Local Government Code, applies)
- ☐ Other (please explain):

8. If the transferee operates under any d/b/a, provide the name below:

Name: NA

9. If the transferee's legal status is anything other than an individual, provide the following information regarding the officers, members, or partners of the legal entity applying for the transfer:

Name: Paul D Kauffman
Position: President Ownership % (if applicable): 50.00%
Address: 5910 N. Central Expy., Suite 1580 Dallas, TX 75206
Phone: (214) 750-2808 Email: kauffmanp@potableproducts.com

Name: Howard L Armistead III
Position: VP, Treasurer Ownership % (if applicable): 25.00%
Address: 5910 N. Central Expy., Suite 1580 Dallas, TX 75206
Phone: (214) 750-8028 Email: armisteadh@railroadmanagement.com

Name: Cary S Newman
Position: VP, Secretary Ownership % (if applicable): 25.00%
Address: 5910 N. Central Expy., Suite 1580 Dallas, TX 75206
Phone: (214) 750-8028 Email: newmanc@railroadmanagement.com

Name:
Position: Ownership % (if applicable): 0.00%
Address:
Phone: Email:

10. **Financial Information**
The transferee Applicant must provide accounting information typically included within a balance sheet, income statement, and statement of cash flows. If the Applicant is an existing retail public utility, this must include historical financial information and projected financial information. However, projected financial information is only required if the Applicant proposes new service connections and new investment in plant, or if requested by Staff. If the Applicant is a new market entrant and does not have its own historical balance sheet, income statement, and statement of cash flows information, then the Applicant should establish a five-year projection taking the historical information of the transferor Applicant into consideration when establishing the projections.

Historical Financial Information may be shown by providing any combination of the following that includes necessary information found in a balance sheet, income statement, and statement of cash flows:

1. Completed Appendix A;
2. Documentation that includes all of the information required in Appendix A in a concise format; or
3. Audited financial statements issued within 18 months of the application filing date. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Projected Financial Information may be shown by providing any of the following:

1. Completed Appendix B;
2. Documentation that includes all of the information required in Appendix B in a concise format;
3. A detailed budget or capital improvement plan, which indicates sources and uses of funds required, including improvements to the system being transferred; or
4. A recent budget and capital improvements plan that includes information needed for analysis of the operations test (16 Tex. Admin. Code § 24.11(e)(3)) for the system being transferred and any operations combined with the system. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

11. A. Proposed Purchase Price: $ 500,000.00

If the transferee Applicant is an investor owned utility (IOU) provide answers to B through D.

B. Transferee has a copy of an inventory list of assets to be transferred (*attach*):

☐ No ☐ Yes ☒ N/A

Total Original Cost of Plant in Service: $ 1,276,492.00
Accumulated Depreciation: $ -1,183,571.00
Net Book Value: $ 92,920.00

C. **Customer contributions in aid of construction (CIAC):** Have the customers been billed for any surcharges approved by the Commission or TCEQ to fund any assets currently used and useful in providing utility service? Identify which assets were funded, or are being funded, by surcharges on the list of assets.

☒ No ☐ Yes

Total Customer CIAC: $
Accumulated Amortization: $

D. **Developer CIAC:** Did the transferor receive any developer contributions to pay for the assets proposed to be transferred in this application? If so, identify which assets were funded by developer contributions on the list of assets and provide any applicable developer agreements.

☒ No ☐ Yes

Total developer CIAC: $
Accumulated Amortization: $

12. A. Are any improvements or construction required to meet the minimum requirements of the TCEQ or Commission and to ensure continuous and adequate service to the requested area to be transferred plus any area currently certificated to the transferee Applicant? Attach supporting documentation and any necessary TCEQ approvals, if applicable.

☐ No ☒ Yes

B. If yes, describe the source and availability of funds and provide an estimated timeline for the construction of any planned or required improvements:

The APA includes a holdback in the amount of $120,000. This amount will be available to address necessary repairs, construction and improvements identified in that certain TCEQ Docket No. 2019-0923-UCR-E (the "Emergency Order"). The Applicant currently anticipates that all repairs and improvements identified in the Emergency Order shall be completed within nine months of closing.

13. Provide any other information concerning the nature of the transaction you believe should be given consideration:

HBWC is owned by Potable Products Incorporated ("Potable"). Potable and its affiliates have significant experience operating both water and wastewater systems in Arizona and believe they have the financial and operational resources to address the needs of the system and its customers.

14. Complete the following proposed entries (listed below) as shown in the books of the Transferee (purchaser) after the acquisition. Debits (positive numbers) should equal credits (negative numbers) so that all line items added together equal zero. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations:

Utility Plant in Service:	$ 1,276,492.00
Accumulated Depreciation of Plant:	$ -1,183,572.00
Cash:	$ 20,000.00
Notes Payable:	$ 275,000.00
Mortgage Payable:	$ 0.00
(Proposed) Acquisition Adjustment*:	$ 0.00
Other (NARUC account name & No.):	
Other (NARUC account name & No.):	

* Acquisition Adjustments will be subject to review under 16 TAC § 24.41(d) and (e)

15. A. Explain any proposed billing change (NOTE: If the acquiring entity is an IOU, the IOU may not change the rates charged to the customers through this STM application. Rates can only be changed through the approval of a rate change application.)

None

B. If transferee is an IOU, state whether or not the transferee intends to file with the Commission, or an applicable municipal regulatory authority, an application to change rates for some or all of its customers as a result of the transaction within the next twelve months. If so, provide details below:

Applicant does not intend to file an application to change rates within the next twelve months as a result of the transaction.

16. Describe, in detail, the anticipated impact or changes in the quality of retail public utility service in the requested area as a result of the proposed transaction:

See "Answer to Question 16" on Attachment 1.

17. Describe the transferee's experience and qualifications in providing continuous and adequate service. This should include, but is not limited to: other CCN numbers, water and wastewater systems details, and any corresponding compliance history for all operations.

See "Answer to Question 17" on Attachment 1.

18. Has the transferee been under an enforcement action by the Commission, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG), or the Environmental Protection Agency (EPA) in the past five (5) years for non-compliance with rules, orders, or state statutes? Attach copies of any correspondence with the applicable regulatory agency(ies)

☒ No ☐ Yes

19. Explain how the environmental integrity or the land will be impacted or disrupted as a result of the proposed transaction:

HBWC does not believe the environmental integrity of the land will be impacted or disrupted as a result of the transaction contemplated by the APA.

20. *How will the proposed transaction serve the public interest?*

See "Answer to Question 20" on Attachment 1.

21. List all neighboring water or sewer utilities, cities, districts (including ground water conservation districts), counties, or other political subdivisions (including river authorities) providing the same service within two (2) miles from the outer boundary of the requested area affected by the proposed transaction:

Parker County SUD - CCN 12313
Monarch Utilities - CCN 12983

Complete Part F for EACH Public Water or Sewer system to be transferred subject to approval of the transaction. Attach a separate sheet with this information if you need more space for additional systems being transferred.

22. A. For Public Water System (PWS):

TCEQ PWS Identification Number: 1840002 (7 digit ID)
Name of PWS: Horseshoe Bend Water System
Date of last TCEQ compliance inspection: December 28, 2016 (attach TCEQ letter)
Subdivisions served: Horseshoe Bend

B. For Sewer service:

TCEQ Water Quality (WQ) Discharge Permit Number: WQ (8 digit ID)
Name of Wastewater Facility:
Name of Permitee:
Date of last TCEQ compliance inspection: (attach TCEQ letter)
Subdivisions served:
Date of application to transfer permit *submitted* to TCEQ:

23. List the number of *existing* connections, by meter/connection type, to be affected by the proposed transaction:

Water			Sewer
	Non-metered	1 2"	Residential
508	5/8" or 3/4"	3"	Commercial
	1"	4"	Industrial
	1 ½"	Other	Other
Total Water Connections:		567	Total Sewer Connections:

24. A. Are any improvements required to meet TCEQ or Commission standards?

☐ No ☒ Yes

B. Provide details on each required major capital improvement necessary to correct deficiencies to meet the TCEQ or Commission standards (attach any engineering reports or TCEQ approval letters):

Description of the Capital Improvement:	Estimated Completion Date:	Estimated Cost:
See "Answer to Question 24B" on Attachment 1.		

C. Is there a moratorium on new connections?

☒ No ☐ Yes:

25. Does the system being transferred operate within the *corporate boundaries of a municipality*?

☒ No ☐ Yes: *(name of municipality)*

If yes, indicate the number of customers within the municipal boundary.

Water: Sewer:

joe.loughmiller@amwater.com

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Indiana American Water Acquires Lake Station Water System in Northwest Indiana

October 22, 2019 05:19 PM Eastern Daylight Time

GREENWOOD, Ind.--(BUSINESS WIRE)--Indiana American Water President Matt Prine today announced the company's acquisition of the City of Lake Station's water system in northwest Indiana. The purchase of the system adds more than 3,270 water customers, representing a population of more than 8,800 residents, to the company's customer base.

"Indiana American Water already provides water service to much of northwest Indiana, so this is a good fit for us," said Prine. "The acquisition provides access to operations and customer service professionals for Lake Station residents and broadens the footprint of Indiana American, allowing existing customers to benefit from efficiencies in delivering service and the ability to attract capital for investment in the system."

"Communities are looking for new and innovative ways to deal with challenges they're facing and hold the bottom-line on expenses," Prine continued. "This acquisition is a great solution for the City and its customers."

Lake Station Mayor Christopher Anderson also expressed his support of the acquisition.

"The acquisition of our water system by Indiana American Water has several benefits to our community, including additional local and property tax revenues, the expertise and resources to address system and aging infrastructure issues, and significant proceeds from the sale to help us address financial challenges and other pressing community needs," said Anderson. "This sale will position our community for continued growth and prosperity well into the future."

The acquisition of the Lake Station water system for approximately $20.68 million was approved by the Indiana Utility Regulatory Commission in August 2018 and closed by Indiana American Water and the City of Lake Station on Tuesday, October 22, 2019. The closing was delayed by appeals which have now been resolved. The Lake Station system will be incorporated into the company's Northwest Indiana Operations, which currently serves more than 250,000 residents.

About Indiana American Water

Indiana American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor-owned water utility in the state, providing high-quality and reliable water and/or wastewater services to more than 1.3 million people. With a history dating back to 1886, American Water is the largest and most geographically diverse U.S. publicly traded water and wastewater utility company. The company employs more than 7,100 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to more than 14 million people in 46 states. American Water provides safe, clean, affordable and reliable water services to our customers to make sure we keep their lives flowing. For more information, visit amwater.com and follow American Water on Twitter, Facebook and LinkedIn.

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PENNSYLVANIA AMERICAN WATER

Pennsylvania American Water Expands Footprint with Acquisition of Township of Exeter Wastewater System in Berks County

Transaction secures long-term wastewater solution for Exeter Township

October 24, 2019 04:30 PM Eastern Daylight Time

MECHANICSBURG, Pa.--(BUSINESS WIRE)--Pennsylvania American Water, a subsidiary of American Water (NYSE: AWK), announced today that it has acquired the wastewater assets from the Township of Exeter in Berks County. The purchase price for the system, which serves more than 9,000 customers, is $93.5 million and marks Pennsylvania American Water's fifth acquisition in 2019.

"We welcome this opportunity to provide our new customers the same high level of quality wastewater service that our current Exeter Township water customers have come to expect from our company," said Pennsylvania American Water President Mike Doran. "We will now commit our resources to the wastewater system improving environmental compliance and dependability."

"The sale of the wastewater treatment plant and collection system to Pennsylvania American Water is a great benefit to current and future residents of Exeter," said John Granger, township manager. "The plant and system were becoming an increasing burden on the township as federal and state regulations were becoming too difficult for the township to manage."

"The sale presents a unique opportunity to secure the finances of the township for residents who presently live here, while also planning for those who come later," Granger continued. "We intend to use proceeds from the sale to eliminate all wastewater debt, make deposits into pension funds, and implement new tax exemptions – providing tax savings for all eligible residents."

As approved by the Pennsylvania Public Utility Commission (PUC), Pennsylvania American Water has adopted Exeter's existing sewer rates, which will now be billed monthly. The company's rates and rules of service are regulated by the PUC and are posted on the company's website.

Over the next three years, Pennsylvania American Water plans to invest $3 million in water and wastewater infrastructure improvements within Exeter Township.

This sale was executed under Pennsylvania's Act 12 statute, which allows municipalities to sell water and wastewater systems for a price based on the fair market value of the facilities. Prior to the passage of Act 12, the valuation process was based on assessing the system's original cost at the time of construction – which may be 50 years old or more – less depreciation and contributed property.

"Act 12 allows municipalities the opportunity to receive a purchase price that is more in line with the current value of its system assets," explained Doran.

Pennsylvania American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor-owned water and wastewater utility in the state, providing high-quality and reliable water and/or wastewater services to approximately 2.4 million people. With a history dating back to 1886, American Water is the largest and most geographically diverse U.S. publicly traded water and wastewater utility company. The company employs more than 7,100 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to more than 14 million people in 46 states. American Water provides safe, clean, affordable and reliable water and wastewater services to our customers to make sure we keep their lives flowing. For more information, visit amwater.com and follow American Water on Twitter, Facebook and LinkedIn.

This release contains forward looking statements, including, among others, our plan to continue our long-term strategy of capital investment in our systems. There are important factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements including: general economic business conditions, unfavorable weather conditions, changes in regulations or regulatory treatment and availability and the cost of capital. We undertake no obligation to publicly update or revise any forward-looking statement.

Contacts
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M: 717-317-3762
Maggie.sheely@amwater.com

Tweets by @paamwater

Pennsylvania American Water
@paamwater

WASHINGTON COUNTY CUSTOMERS: For your convenience, a water buffalo is available at the North Strabane fire station for customers in the Route 19 repair area. Please bring your own container to fill.



PENNSYLVANIA AMERICAN WATER

Jan 4, 2020

Pennsylvania American Water
@paamwater

LIMERICK CUSTOMERS: The Boil Water Advisory for your area has been lifted. You may resume your normal water usage. We thank our customers for their patience and cooperation during this event. For more information, contact Customer Service at (800) 565-7292.



Jan 4, 2020

Pennsylvania American Water
@paamwater

LIMERICK TWP CUSTOMERS: The Boil Water Advisory for some customers in your area remains in effect. Map of area: arcg.is/08Wbe, We will update here when the advisory is lifted.

Aqua Completes purchase of Cheltenham Township Wastewater System

Posted on Thursday December 19, 2019

Sewer sale is complete. All sewer calls should go to Aqua PA local office (610) 792-2112 from 8:30 A.M to 4:30 P.M. and the call (877) 987-2782 (for off hours and emergencies).

Aqua America's Pennsylvania subsidiary completes purchase of Cheltenham Township wastewater syste
Acquisition is Aqua's fourth in 4Q; eighth for 2019

BRYN MAWR, Pa. – Aqua America (NYSE:WTR) announced today that its Pennsylvania subsidiary has completed the purchase of the Cheltenham Township wastewater system, which serves approximately 10,200 connections in Montgomery County, for $50.25 million.

"This is an exciting time in the water industry, and we are pleased to offer a compelling set of solutions for municipal leaders who are considering the sale of their utilities. We have forged a strong partnership with leaders Cheltenham to bring significant investment to improve sewer pipes and provide high quality service to residents the township," said Aqua America Chairman and CEO Christopher Franklin.

"We are proud that the Board of Commissioners of Cheltenham Township, where we've provided drinking wate for decades, chose to have us provide their wastewater service as well and entrusted us to be stewards of those assets," said Aqua Pennsylvania President Marc Lucca.

"Cheltenham Township is pleased to close on the sale of the sewer system to Aqua because it's truly a win-win f all parties. The multi-year collection system re-lining and replacement work needed for the *90-year-old sewer system* would have cost $10 million per neighborhood at a total cost of $50 million, which the township couldn't cover without assuming loans and significant tax increases," said Cheltenham Township Manager Bryan Havir. "This sale allows Aqua and the Pennsylvania Department of Environmental Protection to address needed collecti system and lateral repairs without the township having to saddle residents with increased taxes and costly repairs

The Cheltenham wastewater acquisition is the third municipal transaction completed by Aqua Pennsylvania usin the Commonwealth's fair market value legislation, Act 12, since the law was enacted in 2016. Collectively, those transactions have yielded an additional 16,901 wastewater customers.

Earlier this month, Aqua Pennsylvania completed the purchase of three municipal water systems previously serv by the Phoenixville Borough water system, totaling 535 customer connections in Chester and Montgomery counties, for $3.5 million. This was not a fair market value transaction.

Currently, Aqua Pennsylvania has two transactions under review by the Pennsylvania Public Utility Commissior and recently announced an asset purchase agreement with DELCORA, which if approved would be the largest municipal transaction for Aqua America and the largest water/wastewater municipal transaction in Pennsylvania' history, yielding Aqua Pennsylvania the equivalent of 165,000 wastewater customers.

"Representatives from the Aqua team and Cheltenham Township have worked cooperatively for several months i anticipation of this acquisition. We are now ready to initiate the necessary improvements required by infiltration and inflow issues, that resulted in the township receiving a DEP consent order," said Lucca. "I believe our longstanding relationship with the township, its residents as well as the regulatory community will make for a smooth transition."

In total, Aqua has plans to spend more than $50 million over the next 10 years to improve Cheltenham's wastewater system.

Aqua's Illinois subsidiary acquired the Skyline water and wastewater systems in November from the Fox River Water Reclamation District, located in South Elgin, IL for $3.5 million. Each system serves 376 customer connections in the Skyline and Valley View communities of Saint Charles Township, Illinois. Earlier this month, Aqua Illinois acquired the Village of Grant Park's wastewater system, which serves more than 1,200 people through approximately 540 connections for $2.3 million. The Public Utilities Commission of Ohio yesterday approved Aqua Ohio's agreement with the City of Campbell to purchase the city's water treatment plant and distribution system, which serves 3,200 customer connections.

In total, Aqua America subsidiaries completed eight acquisitions in 2019, adding a total of 1,495 new water customer connections and 11,130 new wastewater customer connections.

Aqua America is one of the largest U.S.-based, publicly traded water utilities and serves nearly 3 million people Pennsylvania, Ohio, North Carolina, Illinois, Texas, New Jersey, Indiana and Virginia. Aqua America is listed on the New York Stock Exchange under the ticker symbol WTR. Visit AquaAmerica.com for more information.

# # #

SEWER MAINTENANCE CALL INFORMATION -- residents should no longer call Cheltenham Township

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Hours: Monday-Friday, 8AM-4:30PM
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PENNSYLVANIA AMERICAN WATER

Pennsylvania American Water Signs Agreement to Acquire Borough of Kane Authority's Wastewater System

November 14, 2019 04:45 PM Eastern Standard Time

KANE, Pa.--(BUSINESS WIRE)--Pennsylvania American Water, a subsidiary of American Water (NYSE: AWK), announced that it has signed an agreement to acquire the wastewater assets of the Borough of Kane Authority in McKean County for approximately $17.5 million. The Authority's wastewater system serves nearly 2,100 customers in Kane Borough and Wetmore Township.

"We have been providing reliable water service to this area for more than 100 years and are deeply rooted in these communities," said Pennsylvania American Water President Mike Doran. "The proceeds of the sale will support local infrastructure improvements and economic development activities that will be vital to supporting a high quality of living for residents."

Pennsylvania American Water and the Authority will seek approval of the acquisition from the Pennsylvania Public Utility Commission (PUC) and other necessary approvals from the Pennsylvania Department of Environmental Protection.

"We look forward to bringing our operational and engineering expertise, as well as our commitment to make necessary capital investments, to improve the wastewater system and ensure its compliance with environmental regulations," Doran added. "We also plan to welcome Kane's four wastewater treatment plant operators to the Pennsylvania American Water family."

The signing of the purchase agreement is the culmination of several years of negotiations between Pennsylvania American Water, the Authority, Kane Borough, and Wetmore Township officials. The company expects to close the transaction in the later part of 2020, pending regulatory approvals.

The pending transaction will be executed under Pennsylvania's Act 12 statute, which allows municipalities to sell water and wastewater systems for a price based on the fair market value of the facilities. Prior to the passage of Act 12, the valuation process was based on assessing the system's original cost at the time of construction – which may be 50 years old or more – less depreciation and contributed property.

"The law enacted in 2016 now provides municipalities the opportunity to receive a purchase price that is more reflective of the current value of the system assets," Doran explained.

Pennsylvania American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor owned water utility in the state, providing high-quality and reliable water and/or wastewater services to approximately 2.4 million people. With a history dating back to 1886, American Water is the largest and most geographically diverse U.S. publicly traded water and wastewater utility company. The company employs more than 7,100 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to an estimated 14 million people in 46 states. American Water provides safe, clean, affordable and reliable water services to our customers to make sure we keep their lives flowing. For more information, visit amwater.com and follow American Water on Twitter, Facebook and LinkedIn.

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Tweets by @paamwater

Pennsylvania American Water
@paamwater

#Saveyourdrains



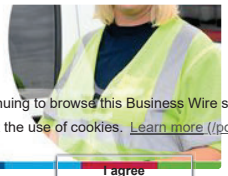
Dec 27, 2019

Pennsylvania American Water
@paamwater

Every employee at Pennsylvania American Water touches our customers in one way or another. We are featuring a new employee from around the Commonwealth every week to highlight their roles in delivering customer service excellence.



To keep the flowing for our customers, I locate and mark company lines as part of PA OneCall to help prevent service outages resulting from hit water utility lines.
Loves golf, spending time with my family, and shopping.



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Dec 26, 2019

Pennsylvania American Water

Application for Sale, Transfer, or Merger of a Retail Public Utility

Pursuant to Texas Water Code § 13.301 and 16 Texas Administrative Code § 24.239

Sale, Transfer, or Merger (STM) Application Instructions

I. **COMPLETE**: In order for the Commission to find the application sufficient for filing, the Applicant should:
   i. Provide an answer to every question and submit any required attachment applicable to the STM request (i.e., agreements or contracts).
   ii. Use attachments or additional pages to answer questions as necessary. If you use attachments or additional pages, reference their inclusion in the form.
   iii. Provide all mapping information as detailed in Part G: Mapping & Affidavits.

II. **FILE**: Seven (7) copies of the completed application with numbered attachments. One copy should be filed with no permanent binding, staples, tabs, or separators; and 7 copies of the portable electronic storage medium containing the digital mapping data.
   i. ***SEND TO***: Public Utility Commission of Texas, Attention: Filing Clerk, 1701 N. Congress Avenue, P.O. Box 13326, Austin, Texas 78711-3326 (NOTE: Electronic documents may be sent in advance of the paper copy, however they will not be processed and added to the Commission's on-line Interchange until the paper copy is received and file-stamped in Central Records).

III. The application will be assigned a docket number, and an administrative law judge (ALJ) will issue an order requiring Commission Staff to file a recommendation on whether the application is sufficient. The ALJ will issue an order after Staff's recommendation has been filed:
   i. ***DEFICIENT*** *(Administratively Incomplete)*: Applicants will be ordered to provide information to cure the deficiencies by a certain date, usually 30 days from ALJ's order. ***Application is not accepted for filing.***
   ii. ***SUFFICIENT*** *(Administratively Complete)*: Applicants will be ordered by the ALJ to give appropriate notice of the application using the notice prepared by Commission Staff. ***Application is accepted for filing.***

IV. Once the Applicants issue notice, a copy of the actual notice sent and an affidavit attesting to notice should be filed in the docket assigned to the application. Recipients of notice may request a hearing on the merits.
   HEARING ON THE MERITS: An affected party may request a hearing within 30 days of notice. In this event, the application may be referred to the State Office of Administrative Hearings (SOAH) to complete this request.

V. **TRANSACTION TO PROCEED**: at any time following the provision of notice, or prior to 120 days from the last date that proper notice was given, Commission Staff will file a recommendation for the transaction to proceed as proposed or recommend that the STM be referred to SOAH for further investigation. The Applicants will be required to file an update in the docket to the ALJ every 30 days following the approval of the transaction. The transaction must be completed within six (6) months from the ALJ's order (Note: The Applicants may request an extension to the 6 month provision for good cause).

VI. **FILE**: Seven (7) copies of completed transaction documents and documentation addressing the transfer or disposition of any outstanding deposits. After receiving all required documents from the Applicants, the application will be granted a procedural schedule for final processing. The Applicants are requested to consent in writing to the proposed maps and certificates, or tariff if applicable.

VII. **FINAL ORDER:** The ALJ will issue a final order issuing or amending the applicable CCNs.

FAQ:

Who can use this form?

Any retail public utility that provides water or wastewater service in Texas.

Who is required to use this form?

A retail public utility that is an investor owned utility (IOU) or a water supply corporation (WSC) prior to any STM of a water or sewer system, or utility, or prior to the transfer of a portion of a certificated service area.

Terms

Transferor: Seller
Transferee: Purchaser
CCN: Certificate of Convenience and Necessity
STM: Sale, Transfer, or Merger
IOU: Investor Owned Utility

Application Summary

Transferor: *(selling entity)* Clear Water Estates Water System, LLC
CCN No.s: 11884

☒ Sale ☒ Transfer ☐ Merger ☐ Consolidation ☐ Lease/Rental

Transferee: *(acquiring entity)* SJWTX, Inc.
CCN No.s: 10692

☒ Water ☐ Sewer ☒ All CCN ☐ Portion CCN ☐ Facilities transfer

County(ies): Comal, Texas

Table of Contents

Sale, Transfer, or Merger (STM) Application Instructions 1
Part A: General Information 3
Part B: Transferor Information 3
Part C: Transferee Information 4
Part D: Proposed Transaction Details 6
Part E: CCN Obtain or Amend Criteria Considerations 8
Part F: TCEQ Public Water System or Sewer (Wastewater) Information 9
Part G: Mapping & Affidavits 10
Part H: Notice Information 12
Appendix A: Historical Financial Information (Balance Sheet and Income Schedule) 15
Appendix B: Projected Information 18

Please mark the items included in this filing

		Exhibit	Page number
☒ Contract, Lease, Purchase, or Sale Agreement	Part A: Question 1	Exhibit A	15
☒ Tariff including Rate Schedule	Part B: Question 4	Exhibit B	67
☐ List of Customer Deposits	Part B: Question 5		
☐ Partnership Agreement	Part C: Question 7		
☐ Articles of Incorporation and By-Laws (WSC)	Part C: Question 7		
☒ Certificate of Account Status	Part C: Question 7	Exhibit D	94
☒ Financial Audit	Part C: Question 10	Exhibit E	96
☐ Application Attachment A & B	Part C: Question 10		
☐ Disclosure of Affiliated Interests	Part C: Question 10		
☐ Capital Improvement Plan	Part C: Question 10		
☒ List of Assets to be Transferred	Part D: 11.B	Exhibit F	97
☐ Developer Contribution Contracts or Agreements	Part D: 11.D		
☒ Enforcement Action Correspondence	Part E: Question 18 (Part D: Q12)	Exhibit K	109
☒ TCEQ Compliance Correspondence	Part F: Question 22	Exhibit M	162
☐ TCEQ Engineering Approvals	Part F: Question 24		
☐ Purchased Water Supply or Treatment Agreement	Part F: Question 26		
☒ Detailed (large scale) Map	Part G: Question 29	Exhibit O-2	168
☒ General Location (small scale) Map	Part G: Question 29	Exhibit O-1	166
☐ Digital Mapping Data	Part G: Question 29		
☒ Signed & Notarized Oath	Page 13-14	Included	13 & 14

Part A: General Information

1. Describe the proposed transaction, including the effect on all CCNs involved, and provide details on the existing or expected land use in the area affected by the proposed transaction. Attach all supporting documentation, such as a contract, a lease, or proposed purchase agreements: NOVEMBER 15, 2019, ASSET PURCHASE AGREEMENT ATTACHED HERETO AS EXHIBIT A

November 15, 2019 Asset Purchase Agreement is attached at EXHIBIT A. Per the terms of that agreement, Transferee is to acquire all of the Transferor's assets utilitized in its water system, including the transfer of the Transferor's CCN service area to the Transferee's CCN; after which, Tranferor's CCN shall be cancelled. The proposed transaction shall have no impact on existing or proposed land use in the area.

2. The proposed transaction will require (check all applicable):

For **Transferee** (Purchaser) CCN:	For **Transferor** (Seller) CCN:
☐ Obtaining a NEW CCN for Purchaser	☒ Cancellation of Seller's CCN
☒ Transfer all CCN into Purchaser's CCN (Merger)	☐ Transfer of a Portion of Seller's CCN to Purchaser
☐ Transfer Portion of CCN into Purchaser's CCN	☐ Only Transfer of Facilities, No CCN or Customers
☐ Transfer all CCN to Purchaser and retain Seller CCN	☐ Only Transfer of Customers, No CCN or Facilities
☐ Uncertificated area added to Purchaser's CCN	☐ Only Transfer CCN Area, No Customers or Facilities

Part B: Transferor Information

Questions 3 through 5 apply only to the *transferor* (current service provider or seller)

3. **A.** Name: Clear Water Estates Water System LLC *(individual, corporation, or other legal entity)*
☐ Individual ☐ Corporation ☐ WSC ☒ Other: LLC

B. Mailing Address: W2991 Herbie Lane, Random Lake, WI 53075

Phone: (920) 747-0269 Email: del9622@yahoo.com

C. Contact Person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Mr. Del Schlamp Title: Owner

Mailing Address: W2991 Herbie Lane, Random Lake, WI 53004

Phone: (920) 747-0269 Email: del9622@yahoo.com

4. If the utility to be transferred is an Investor Owned Utility (IOU), for the most recent rate change, attach a copy of the current tariff and complete A through B: CURRENT TARIFF ATTACHED HERETO AS EXHIBIT B

A. Effective date for most recent rates: September 1, 2012

B. Was notice of this increase provided to the Public Utility Commission of Texas (Commission) or a predecessor regulatory authority?

☐ No ☒ Yes Application or Docket Number: TCEQ Docket No. 37327-R

If the transferor is a Water Supply or Sewer Service Corporation, provide a copy of the current tariff.

5. For the customers that will be transferred following the approval of the proposed transaction, check all that apply:

- ☐ There are *no* customers that will be transferred
- ☒ # of customers without deposits held by the transferor: 230
- ☒ # of customers with deposits held by the transferor*: 0 — All refunded

*Attach a list of all customers affected by the proposed transaction that have deposits held, and include a customer indicator (name or account number), date of each deposit, amount of each deposit, and any unpaid interest on each deposit.

Part C: Transferee Information

Questions 6 through 10 apply only to the *transferee* (purchaser or proposed service provider)

6. A. Name: SJWTX, Inc.
(individual, corporation, or other legal entity)
☐ Individual ☒ Corporation ☐ WSC ☐ Other:

B. Mailing Address: P.O. Box 1742, Canyon Lake, TX 78133

Phone: (830) 312-4600 Email: tom.hodge@clwsc.com

C. Contact Person. Provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Thomas A. Hodge Title: President

Address: P.O. Box 1742, Canyon Lake, TX 78133

Phone: (830) 312-4600 Email: tom.hodge@clwsc.com

D. If the transferee is someone other than a municipality, is the transferee current on the Regulatory Assessment Fees (RAF) with the Texas Commission on Environmental Quality (TCEQ)?

☐ No ☒ Yes ☐ N/A

E. If the transferee is an IOU, is the transferee current on the Annual Report filings with the Commission?

☐ No ☒ Yes ☐ N/A FOR SUMMARY OF ANNUAL REPORT FILINGS, PLEASE SEE EXHIBIT C

7. The legal status of the transferee is:

- ☐ Individual or sole proprietorship
- ☐ Partnership or limited partnership (*attach* Partnership agreement)
- ☒ Corporation — CERTIFICATE OF ACCOUNT STATUS ATTACHED HERETO AS EXHIBIT D
  Charter number (as recorded with the Texas Secretary of State): Charter # 0800542934
- ☐ Non-profit, member-owned, member controlled Cooperative Corporation [Article 1434(a) Water Supply or Sewer Service Corporation, incorporated under TWC Chapter 67]
  Charter number (as recorded with the Texas Secretary of State):
  ☐ Articles of Incorporation and By-Laws established (*attach*)
- ☐ Municipally-owned utility
- ☐ District (MUD, SUD, WCID, FWSD, etc.)

- ☐ County
- ☐ Affected County (a county to which Subchapter B, Chapter 232, Local Government Code, applies)
- ☐ Other (please explain):

8. If the transferee operates under any d/b/a, provide the name below:

Name: Canyon Lake Water Service Company

9. If the transferee's legal status is anything other than an individual, provide the following information regarding the officers, members, or partners of the legal entity applying for the transfer:

Name: Eric W. Thornburg
Position: Chairman and Chief Executive Officer Ownership % (if applicable): 0.00%
Address: 110 W Taylor St., San Jose, CA 95110
Phone: (830) 312-4600 Email: Eric.Thornburg@sjwater.com

Name: Willie Brown
Position: Corporate Secretary Ownership % (if applicable): 0.00%
Address: 110 W Taylor St., San Jose, CA 95110
Phone: (830) 312-4600 Email: Willie.Brown@sjwater.com

Name: Thomas A. Hodge
Position: President Ownership % (if applicable): 0.00%
Address: 1399 Sattler Rd, New Braunfels, TX 78132
Phone: (830) 312-4600 Email: Tom.Hodge@clwsc.com

Name: James P. Lynch
Position: Treasurer and Chief Financial Officer Ownership % (if applicable): 0.00%
Address: 110 W Taylor St., San Jose, CA 95110
Phone: (830) 312-4600 Email: James.Lynch@sjwater.com

10. **Financial Information** QUESTION 10: PLEASE SEE EXHIBIT E

The transferee Applicant must provide accounting information typically included within a balance sheet, income statement, and statement of cash flows. If the Applicant is an existing retail public utility, this must include historical financial information and projected financial information. However, projected financial information is only required if the Applicant proposes new service connections and new investment in plant, or if requested by Staff. If the Applicant is a new market entrant and does not have its own historical balance sheet, income statement, and statement of cash flows information, then the Applicant should establish a five-year projection taking the historical information of the transferor Applicant into consideration when establishing the projections.

Historical Financial Information may be shown by providing any combination of the following that includes necessary information found in a balance sheet, income statement, and statement of cash flows:

1. Completed Appendix A;
2. Documentation that includes all of the information required in Appendix A in a concise format; or
3. Audited financial statements issued within 18 months of the application filing date. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Projected Financial Information may be shown by providing any of the following:

1. Completed Appendix B;
2. Documentation that includes all of the information required in Appendix B in a concise format;
3. A detailed budget or capital improvement plan, which indicates sources and uses of funds required, including improvements to the system being transferred; or
4. A recent budget and capital improvements plan that includes information needed for analysis of the operations test (16 Tex. Admin. Code § 24.11(e)(3)) for the system being transferred and any operations combined with the system. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Part D: Proposed Transaction Details

11. A. Proposed Purchase Price: $ 1,500,000.00

If the transferee Applicant is an investor owned utility (IOU) provide answers to B through D.

B. Transferee has a copy of an inventory list of assets to be transferred (*attach*): SEE EXHIBIT F

☐ No ☒ Yes ☐ N/A

Total Original Cost of Plant in Service: $ 980,474.00
Accumulated Depreciation: $ 711,876.00
Net Book Value: $ 268,598.00

C. **Customer contributions in aid of construction (CIAC):** Have the customers been billed for any surcharges approved by the Commission or TCEQ to fund any assets currently used and useful in providing utility service? Identify which assets were funded, or are being funded, by surcharges on the list of assets. SEE EXHIBIT G

☐ No ☒ Yes

Total Customer CIAC: $ 169,000.00
Accumulated Amortization: $ 119,330.00

D. **Developer CIAC:** Did the transferor receive any developer contributions to pay for the assets proposed to be transferred in this application? If so, identify which assets were funded by developer contributions on the list of assets and provide any applicable developer agreements.

☒ No ☐ Yes

Total developer CIAC: $
Accumulated Amortization: $

12. A. Are any improvements or construction required to meet the minimum requirements of the TCEQ or Commission and to ensure continuous and adequate service to the requested area to be transferred plus any area currently certificated to the transferee Applicant? Attach supporting documentation and any necessary TCEQ approvals, if applicable.

☒ No ☐ Yes

B. If yes, describe the source and availability of funds and provide an estimated timeline for the construction of any planned or required improvements:

n/a

13. Provide any other information concerning the nature of the transaction you believe should be given consideration:
MORE FAIR MARKET VALUE DETERMINATION INFORMATION ATTACHED HERETO AS EXHIBIT H

SJWTX, Inc., has filed notice with the Commission of its intent to use Fair Market Value ("FMV") for determination of tHe rate base of the acquired water system assets (Docket No. 49859_3) in accordance with TWC 13.305(c)(1). The Commission appointed three appraisers in the letter filed under Docket No. 49859_8 and SJWTX, Inc., has included copies of the three appraisal reports with this Application in accordance with TWC 13.305(h)(1). PLEASE SEE EXHIBIT H FOR MORE INFORMATION.

14. Complete the following proposed entries (listed below) as shown in the books of the Transferee (purchaser) after the acquisition. Debits (positive numbers) should equal credits (negative numbers) so that all line items added together equal zero. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations:

QUESTION 14 RESPONSE, PLEASE SEE EXHIBIT I

Utility Plant in Service: $
Accumulated Depreciation of Plant: $
Cash: $
Notes Payable: $
Mortgage Payable: $
(Proposed) Acquisition Adjustment*: $
* Acquisition Adjustments will be subject to review under 16 TAC § 24.41(d) and (e)
Other (NARUC account name & No.):
Other (NARUC account name & No.):

15. A. Explain any proposed billing change (NOTE: If the acquiring entity is an IOU, the IOU may not change the rates charged to the customers through this STM application. Rates can only be changed through the approval of a rate change application.)

Existing rates will remain in effect until SJWTX, Inc. files a rate application which includes this system with the PUC.

B. If transferee is an IOU, state whether or not the transferee intends to file with the Commission, or an applicable municipal regulatory authority, an application to change rates for some or all of its customers as a result of the transaction within the next twelve months. If so, provide details below:

SJWTX, Inc. does not intend to file an application to change rates as a result of acquiring this water system within twelve months of the date of this application.

Part E: CCN Obtain or Amend Criteria Considerations

16. Describe, in detail, the anticipated impact or changes in the quality of retail public utility service in the requested area as a result of the proposed transaction:

SEE EXHIBIT J

17. Describe the transferee's experience and qualifications in providing continuous and adequate service. This should include, but is not limited to: other CCN numbers, water and wastewater systems details, and any corresponding compliance history for all operations.

SEE EXHIBIT J

18. Has the transferee been under an enforcement action by the Commission, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG), or the Environmental Protection Agency (EPA) in the past five (5) years for non-compliance with rules, orders, or state statutes? Attach copies of any correspondence with the applicable regulatory agency(ies)

☐ No ☒ Yes **SEE EXHIBIT K**

19. Explain how the environmental integrity or the land will be impacted or disrupted as a result of the proposed transaction:

SEE EXHIBIT L

20. How will the proposed transaction serve the public interest?

SEE EXHIBIT L

21. List all neighboring water or sewer utilities, cities, districts (including ground water conservation districts), counties, or other political subdivisions (including river authorities) providing the same service within two (2) miles from the outer boundary of the requested area affected by the proposed transaction:

CCN 10692 SJWTX, Inc. dba Canyon Lake Water Service Company, transferee
CCN N0005 Arroyo Bravo Water Supply LLC
CCN 13131 Liberty Utilities (Silverleaf, LLC)
CCN 12264 Jonas Drive WSC
CCN 12812 Eagles Peak Ranch WSC

Part F: TCEQ Public Water System or Sewer (Wastewater) Information

Complete Part F for EACH Public Water or Sewer system to be transferred subject to approval of the transaction. Attach a separate sheet with this information if you need more space for additional systems being transferred.

22. A. For Public Water System (PWS):

TCEQ PWS Identification Number: 0460153 (7 digit ID)
Name of PWS: Clear Water Estates Water System
Date of last TCEQ compliance inspection: April 24, 2018 (attach TCEQ letter) SEE EXHIBIT M
Subdivisions served: Clear Water Estates

B. For Sewer service:

TCEQ Water Quality (WQ) Discharge Permit Number: WQ - (8 digit ID)
Name of Wastewater Facility:
Name of Permitee:
Date of last TCEQ compliance inspection: (attach TCEQ letter)
Subdivisions served:
Date of application to transfer permit *submitted* to TCEQ:

23. List the number of *existing* connections, by meter/connection type, to be affected by the proposed transaction:

Water				Sewer	
	Non-metered		2"		Residential
230	5/8" or 3/4"		3"		Commercial
	1"		4"		Industrial
	1 ½"		Other		Other
Total Water Connections:		230		Total Sewer Connections:	

24. A. Are any improvements required to meet TCEQ or Commission standards?

☒ No ☐ Yes

B. Provide details on each required major capital improvement necessary to correct deficiencies to meet the TCEQ or Commission standards (attach any engineering reports or TCEQ approval letters):

Description of the Capital Improvement:	Estimated Completion Date:	Estimated Cost:
N/A		

C. Is there a moratorium on new connections?

☒ No ☐ Yes:

25. Does the system being transferred operate within the corporate boundaries of a municipality?

☒ No ☐ Yes: *(name of municipality)*

If yes, indicate the number of customers within the municipal boundary.

Water: Sewer:

Liberty Utilities Co. Expands Water Utility Presence with an Agreement to Acquire American Water's Regulated Operations in New York

NEWS PROVIDED BY
Algonquin Power & Utilities Corp. →
Nov 20, 2019, 16:05 ET

Transaction represents execution on Liberty Utilities' strategy to expand its regulated utility business in high-quality jurisdictions

This news release constitutes a "designated news release" for the purposes of Algonquin Power & Utilities Corp.'s prospectus supplement dated February 28, 2019 to its short form base shelf prospectus dated September 18, 2018.

Highlights:

- **Liberty Utilities Co., the regulated utility operating subsidiary of Algonquin Power & Utilities Corp., has entered into a stock purchase agreement to acquire American Water's regulated operations in the State of New York ("New York American Water").**
- **New York American Water is a regulated water and wastewater utility serving over 125,000 customer connections across seven counties in southeastern New York.**
- **New York American Water's customer rates are not expected to be affected by the acquisition.**
- **Existing local management and operations teams will be maintained and empowered to continue to deliver the safe and reliable water utility services that customers expect, with a commitment by Liberty Utilities to maintain at least existing employment terms for two years following the closing.**
- **Closing of the transaction remains subject to regulatory approval and other typical closing conditions.**

OAKVILLE, ON, Nov. 20, 2019 /PRNewswire/ - Algonquin Power & Utilities Corp. (TSX/NYSE:AQN) ("Algonquin") today announced that Liberty Utilities Co. ("Liberty Utilities"), Algonquin's regulated utility operating subsidiary, has entered into a stock purchase agreement with American Water Works Company, Inc. (NYSE: AWK) ("American Water"), to purchase American Water's regulated operations in the State of New York ("New York American Water") for a purchase price of US$608 million, subject to customary adjustments.

Headquartered in Merrick, NY, New York American Water is a regulated water and wastewater utility serving over 125,000 customer connections across seven counties in southeastern New York. Operations include approximately 1,270 miles of water mains and distribution lines with 98% of customers in Nassau County on Long Island.

"We are thrilled to expand our customer base in the great state of New York," said Ian Robertson, Chief Executive Officer of Algonquin. "New York State has demonstrated a commitment to ensuring regulated utilities put their customers first. We believe the state's vision aligns with our customer-driven focus. We have experience in multiple states as a water utility operator and are known for our commitment to excellence. We are committed to partnering with our regulator and other state officials to support the affordability of water services, including reducing the burden of local taxes on New York American Water's customers, which can account for more than half of their monthly bills. We are also excited to welcome New York American Water's employees to our Liberty Utilities team."

Continuing Commitment to Our Communities, Customers and Employees

Liberty Utilities will work closely with American Water, New York American Water, and the New York Public Service Commission to ensure a smooth transition. Under Liberty Utilities' local and responsive operating model, existing local management and operations teams will be maintained and empowered to continue to deliver the safe and reliable service that customers expect, with a commitment by Liberty Utilities to maintain at least existing employment terms for two years following the closing. Customers should not expect any impact on rates as a result of the acquisition. Liberty Utilities is committed to continuing to invest in the water system to improve water quality, customer education on conservation and community outreach.

"This was a very difficult decision for American Water, as we have had the privilege of serving customers and communities in New York for more than 130 years," said Susan Story, president and CEO of American Water. "After careful and comprehensive analysis, we believe it is in the best interest of our customers in New York to sell to Liberty Utilities, which already has utility operations in the state of New York and will have a larger presence once the transaction closes. We are committed to working together to ensure that the transition is unnoticeable to our customers and that safe and reliable water service continues throughout the transition and beyond."

Investment Grade Financing Plan and Transaction Details

The financing for the transaction will be consistent with Algonquin's current investment grade credit profile. Closing of the transaction is subject to the satisfaction or waiver of various customary conditions including regulatory approval by the New York Public Service Commission and review and clearance under U.S. antitrust laws.

For more transaction details, see the fact sheet located at http://investors.algonquinpower.com/MNA and filed with securities regulatory authorities at www.sedar.com and www.sec.gov. The fact sheet is incorporated by reference herein.

Algonquin's management team will provide further insights on the transaction at its upcoming Analyst & Investor Days in Toronto on December 3, 2019 and New York on December 6, 2019.

not all forward-looking statements contain these identifying words. Specific forward-looking statements contained in this news release include, but are not limited to: statements regarding expected financing plans and impact on credit metrics, expectations regarding current New York American Water customers, rates and employees, Liberty Utilities' future investments and community engagement, the completion and benefits of the proposed transaction, and New York American Water's continuing operations. These statements are based on factors or assumptions that were applied in drawing a conclusion or making a forecast or projection, including assumptions based on historical trends, current conditions and expected future developments. Since forward-looking statements relate to future events and conditions, by their nature they rely upon assumptions and involve inherent risks and uncertainties. Algonquin cautions that although it is believed that the assumptions are reasonable in the circumstances, actual results may differ materially from the expectations set out in the forward-looking statements. Material risk factors include those set out in Algonquin's most recent annual and interim Management's Discussion and Analysis and most recent Annual Information Form, filed with securities regulatory authorities in Canada and the United States. Given these risks, undue reliance should not be placed on these forward-looking statements, which apply only as of their dates. Other than as specifically required by law, Algonquin undertakes no obligation to update any forward-looking statements to reflect new information, subsequent or otherwise.

SOURCE Algonquin Power & Utilities Corp.

Related Links

http://www.algonquinpower.com

Advisors

CIBC Capital Markets acted as Financial Advisor to Liberty/Algonquin and Husch Blackwell LLP served as transaction legal counsel to Liberty/Algonquin.

About Algonquin Power & Utilities Corp.

Algonquin is a diversified international generation, transmission and distribution utility with approximately U.S. $11 billion of total assets. Through its two business groups, Algonquin is committed to providing safe, reliable and cost effective rate-regulated natural gas, water, and electricity generation, transmission and distribution utility services to over 800,000 connections in the United States and Canada, and is a global leader in renewable energy through its portfolio of long-term contracted wind, solar and hydroelectric generating facilities representing over 2,500 megawatts of net installed capacity and more than 1,400 megawatts of additional renewable energy capacity under construction. Algonquin delivers continuing growth through an expanding global pipeline of renewable energy, electric transmission, and water infrastructure development projects, organic growth within its rate-regulated generation, distribution and transmission businesses, and the pursuit of accretive acquisitions. Algonquin's common shares, Series A preferred shares, and Series D preferred shares are listed on the Toronto Stock Exchange under the symbols AQN, AQN.PR.A, and AQN.PR.D. Algonquin's common shares, Series 2018-A subordinated notes and Series 2019-A subordinated notes are listed on the New York Stock Exchange under the symbols AQN, AQNA and AQNB.

Visit Algonquin at www.algonquinpowerandutilities.com and follow us on Twitter @AQN_Utilities.

Caution Regarding Forward-Looking Information

Certain statements included in this news release constitute "forward-looking information" within the meaning of applicable securities laws in each of the provinces of Canada and the respective policies, regulations and rules under such laws and "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 (collectively, "forward-looking statements"). The words "will", "expects", "intends", "should" and similar expressions are often intended to identify forward-looking statements, although

Aqua Completes purchase of Cheltenham Township Wastewater System

Posted on Thursday December 19, 2019

Sewer sale is complete. All sewer calls should go to Aqua PA local office (610) 792-2112 from 8:30 A.M to 4:30 P.M. and the call (877) 987-2782 (for off hours and emergencies).

Aqua America's Pennsylvania subsidiary completes purchase of Cheltenham Township wastewater syste
Acquisition is Aqua's fourth in 4Q; eighth for 2019

BRYN MAWR, Pa. – Aqua America (NYSE:WTR) announced today that its Pennsylvania subsidiary has completed the purchase of the Cheltenham Township wastewater system, which serves approximately 10,200 connections in Montgomery County, for $50.25 million.

"This is an exciting time in the water industry, and we are pleased to offer a compelling set of solutions for municipal leaders who are considering the sale of their utilities. We have forged a strong partnership with leaders Cheltenham to bring significant investment to improve sewer pipes and provide high quality service to residents the township," said Aqua America Chairman and CEO Christopher Franklin.

"We are proud that the Board of Commissioners of Cheltenham Township, where we've provided drinking wate for decades, chose to have us provide their wastewater service as well and entrusted us to be stewards of those assets," said Aqua Pennsylvania President Marc Lucca.

"Cheltenham Township is pleased to close on the sale of the sewer system to Aqua because it's truly a win-win f all parties. The multi-year collection system re-lining and replacement work needed for the *90-year-old sewer system* would have cost $10 million per neighborhood at a total cost of $50 million, which the township couldn't cover without assuming loans and significant tax increases," said Cheltenham Township Manager Bryan Havir. "This sale allows Aqua and the Pennsylvania Department of Environmental Protection to address needed collecti system and lateral repairs without the township having to saddle residents with increased taxes and costly repairs

The Cheltenham wastewater acquisition is the third municipal transaction completed by Aqua Pennsylvania usin the Commonwealth's fair market value legislation, Act 12, since the law was enacted in 2016. Collectively, those transactions have yielded an additional 16,901 wastewater customers.

Earlier this month, Aqua Pennsylvania completed the purchase of three municipal water systems previously serv by the Phoenixville Borough water system, totaling 535 customer connections in Chester and Montgomery counties, for $3.5 million. This was not a fair market value transaction.

Currently, Aqua Pennsylvania has two transactions under review by the Pennsylvania Public Utility Commissior and recently announced an asset purchase agreement with DELCORA, which if approved would be the largest municipal transaction for Aqua America and the largest water/wastewater municipal transaction in Pennsylvania' history, yielding Aqua Pennsylvania the equivalent of 165,000 wastewater customers.

"Representatives from the Aqua team and Cheltenham Township have worked cooperatively for several months i anticipation of this acquisition. We are now ready to initiate the necessary improvements required by infiltration and inflow issues, that resulted in the township receiving a DEP consent order," said Lucca. "I believe our longstanding relationship with the township, its residents as well as the regulatory community will make for a smooth transition."

In total, Aqua has plans to spend more than $50 million over the next 10 years to improve Cheltenham's wastewater system.

Aqua's Illinois subsidiary acquired the Skyline water and wastewater systems in November from the Fox River Water Reclamation District, located in South Elgin, IL for $3.5 million. Each system serves 376 customer connections in the Skyline and Valley View communities of Saint Charles Township, Illinois. Earlier this month, Aqua Illinois acquired the Village of Grant Park's wastewater system, which serves more than 1,200 people through approximately 540 connections for $2.3 million. The Public Utilities Commission of Ohio yesterday approved Aqua Ohio's agreement with the City of Campbell to purchase the city's water treatment plant and distribution system, which serves 3,200 customer connections.

In total, Aqua America subsidiaries completed eight acquisitions in 2019, adding a total of 1,495 new water customer connections and 11,130 new wastewater customer connections.

Aqua America is one of the largest U.S.-based, publicly traded water utilities and serves nearly 3 million people Pennsylvania, Ohio, North Carolina, Illinois, Texas, New Jersey, Indiana and Virginia. Aqua America is listed on the New York Stock Exchange under the ticker symbol WTR. Visit AquaAmerica.com for more information.

# # #

SEWER MAINTENANCE CALL INFORMATION -- residents should no longer call Cheltenham Township

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https://www.pottsmerc.com/news/local/phoenixville-area-water-systems-sold-for-m-to-aqua-pennsylvania/article_22b2f848-16dd-11ea-99d4-2beb7441921c.html

FEATURED

Phoenixville-area water systems sold for $3.5M to Aqua Pennsylvania

MediaNews Group
Dec 5, 2019



Crews work to replace aging cast iron pipes as part Aqua Pennsylvania's $323 million water and wastewater infrastructure upgrades in Pennsylvania.
Submitted Photo

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BRYN MAWR — Aqua America announced Wednesday that its Pennsylvania subsidiary has completed the purchase of three municipal water systems previously served by the Phoenixville Borough water system, totaling 535 customer connections in Chester and Montgomery counties, for $3.5 million.

The water systems serve customers in East Pikeland, Schuylkill and Upper Providence townships.

"We are excited to expand our services in an area where we serve water to an adjacent municipality, which is also home to our largest surface water plant," said Aqua Pennsylvania President Marc Lucca.

The Phoenixville-area acquisition is expected to be followed by the acquisition of the Cheltenham Township wastewater system in Montgomery County, which has 10,200 customer connections, and was recently approved by the Pennsylvania Public Utility Commission.

"We have worked with Phoenixville Borough in the past and have a longstanding relationship with them that will make for a smooth transition and integration. We look forward to serving these new customers with the same outstanding service that all of our other customers enjoy," said Lucca.

Aqua America is one of the largest U.S.-based, publicly traded water utilities and serves nearly 3 million people in Pennsylvania, Ohio, North Carolina, Illinois, Texas, New Jersey, Indiana and Virginia.

Aqua America is listed on the New York Stock Exchange under the ticker symbol WTR.

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PENNSYLVANIA AMERICAN WATER

Pennsylvania American Water Completes Acquisition of Royersford Borough Wastewater System

Company welcomes system's employees and plans to invest $1.6 million to improve system's reliability, safety and environmental compliance; Announcement follows company's recent acquisition of Delaware Sewer Company

May 25, 2021 04:30 PM Eastern Daylight Time

MECHANICSBURG, Pa.--(BUSINESS WIRE)--Pennsylvania American Water, a subsidiary of American Water (NYSE: AWK), announced today that it has completed the acquisition of the wastewater system assets of Royersford Borough, Montgomery County. The newly acquired system provides wastewater service to nearly 1,600 customers in Royersford and a portion of Upper Providence Township. Pennsylvania American Water already provides water service to residents and businesses in those communities.

"Our employees have been providing water service to the residents of Royersford for many years, and we are pleased to now be their wastewater provider as well," said Pennsylvania American Water President Mike Doran. "Expanding our services in this area is a natural fit, allowing us to provide greater efficiencies for our customers while making much needed long-term investments."

Pennsylvania American Water plans to invest approximately $1.6 million in Royersford wastewater system improvements over the next five years. This includes replacing aging sewer mains, improving chemical feed systems, upgrading technology, telemetry and system controls, and improving site security. The company has a long and successful track record of acquiring wastewater systems facing significant capital investment needs and making the necessary investments to meet environmental regulations.

The $13 million purchase was approved by the Pennsylvania Public Utility Commission (PA PUC) and other state agencies. As part of the PA PUC's approval, Pennsylvania American Water agreed to adopt the existing wastewater rates for customers served by the borough, although service will now be billed on a monthly rather than a quarterly basis. The PA PUC regulates the company's rates, rules and regulations of service, so any future rate change will need to be reviewed and approved by the PA PUC.

Borough Council pursued selling the system in December 2019 after conducting a complete evaluation of the Borough's long-term needs and concluding that the sale was in the best interest of its residents. The Borough cited the potential for increased operating costs, maintenance and major capital improvement needs as reasons to seek a long-term wastewater solution. Today, the company welcomed the Borough's two employees as employees of Pennsylvania American Water.

"Today, Royersford Borough residents became part of a larger scale, efficiently operated wastewater utility that brings expertise to our aging sewer system," said Royersford Borough Council President Anil Dham. "We will use the proceeds of this sale to take on other important capital projects, pay off all municipal debt, and potentially lower the cost of living here in Royersford by further stabilizing our tax base."

Earlier this month, the company also completed the acquisition of the 38-customer Delaware Sewer Company in Delaware Township, Pike County. The transaction occurred after a PA PUC investigation found that the system suffered from a lack of investment and proper maintenance. As part of the investigation, Pennsylvania American Water was determined to be the capable utility that could provide the necessary immediate and long-term wastewater system upgrades to serve this community.

"We appreciate that the Commission recognized our track record in taking over troubled systems and committing the technical expertise and resources needed to bring these operations into regulatory compliance," Doran stated.

Pennsylvania American Water recognizes that some customers face circumstances that stretch their financial resources and offers financial assistance through the company's H2O Help to Others program. For wastewater customers who qualify, the company offers grants of up to $500 per year and a 30 percent discount on the total wastewater charges.

Pennsylvania American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor-owned water utility in the state, providing high-quality and reliable water and/or wastewater services to approximately 2.4 million people. With a history dating back to 1886, American Water is the largest and most geographically diverse U.S. publicly traded water and wastewater utility company. The company employs more than 7,000 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to an estimated 15 million people in 46 states. American Water provides safe, clean, affordable and reliable water services to our customers to help make sure we keep their lives flowing. For more information, visit amwater.com and follow American Water on Twitter, Facebook and LinkedIn.

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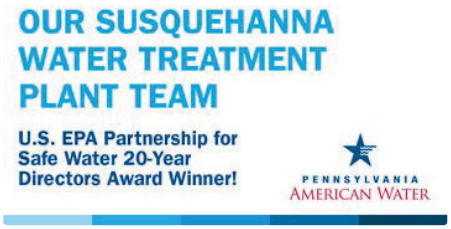
Tweets by @paamwater

Pennsylvania American Water
@paamwater

We're proud of our incredible team of expert scientists, treatment plant operators and engineers. This impressive award demonstrates their dedication and commitment to protecting the health and safety of our customers over the past 20 years and beyond.





Nov 21, 2021

Pennsylvania American Water
@paamwater

We're pleased to share that we've completed the acquisition of Valley Township's (Chester County) water and wastewater systems. We welcome our new customers and look forward to serving them! Read more: ow.ly/puJ850GSlVU



Nov 20, 2021

Pennsylvania American Water
@paamwater

Today is #WorldToiletDay! Be kind to your pipes today by only flushing a moderate amount of toilet paper down. Did you know that 3.6 billion people are still living without access to safely managed sanitation? Learn more at worldtoiletday.com #worldtoiletday

Social Media Profiles

Pennsylvania American Water

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#Hashtags

#wastewater #sewer #acquisition

Pennsylvania-American Water Company, Inc. | Key Development Details

(MI KEY: 6932043; SPCIQ KEY: 781681)

Pennsylvania American Water Signs Agreements to Purchase Valley Township Water and Wastewater Systems

Pennsylvania American Water announced that it has signed agreements to purchase the water and wastewater system assets of Valley Township in Chester County for approximately $21.275 million. The Township's water system serves nearly 1,700 customers and its wastewater system serves nearly 3,100 customers in Valley Township. Pennsylvania American Water already provides a majority of Township's water through a bulk municipal agreement and is the sole provider of wastewater treatment for the Township's wastewater system. Pennsylvania American Water will seek approval of the acquisition from the Pennsylvania Public Utility Commission (PUC) and other necessary approvals from the Pennsylvania Department of Environmental Protection. Pennsylvania American Water plans to make necessary investments in water and wastewater improvements to improve the reliability and compliance of the systems. The company expects to close the transaction in late 2020 or early 2021, pending regulatory approvals. The purchase agreement between Pennsylvania American and the Township was executed under Act 12, which allows municipalities to sell their water and wastewater systems for a price based on the fair market value of the facilities. Enacted in 2016, this statute gives municipalities the opportunity to receive a purchase price that is more reflective of the current value of their system assets.

Announcement Date	12/18/2019
Company Name	Pennsylvania-American Water Company, Inc.
Source	Business Wire
Development Type	Client Announcement
Advisors	NA

Business Description

Pennsylvania-American Water Company, Inc.

Pennsylvania-American Water Company, Inc. operates as a regulated water utility company in the state of Pennsylvania. It distributes water to households and provides wastewater and related services. The company was founded in 1989 and is based in Hershey, Pennsylvania. Pennsylvania-American Water Company, Inc. operates as a subsidiary of American Water Works Company, Inc.

Primary Industry: Water Utilities

Historical Equity Pricing Data provided by Interactive Data Pricing and Reference Data LLC

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Illinois American Water Signs Agreement to Acquire City of Jerseyville Water and Wastewater Systems

December 20, 2019 12:22 PM Eastern Standard Time

BELLEVILLE, Ill.--(BUSINESS WIRE)--Illinois American Water, a subsidiary of American Water (NYSE: AWK), signed an agreement yesterday, Dec. 19, 2019, to acquire the City of Jerseyville's water and wastewater systems. The agreement for the sale of the systems, which each serve about 4,100 customer connections for a total of 8,200 customers, is for $43.25 million.

"Illinois American Water is proud of our over 140-year history of providing safe, reliable service to our customers. Our team of wastewater and water service experts are looking forward to serving our new customers and making critical improvements to ensure reliable service for public health," said Bruce Hauk, Illinois American Water President. "Many communities are looking for new and innovative ways to deal with challenges they're facing while controlling expenses. There's nothing more important to our team than ensuring our customers receive the best service possible at a good value. These partnerships are a great solution for residents."

Illinois American Water will seek approval of the acquisition from the Illinois Commerce Commission. The transaction is expected to close in late 2020, pending regulatory approval.

Approval for the pending transaction will be sought under the Illinois Systems Viability Act, which allows municipalities in Illinois to sell water and wastewater systems for a price based on fair market value. According to Hauk, "Prior law only allowed the investor-owned water or sewer utility to pay the original cost minus depreciation to acquire a system, public or private. Because of this, systems were previously deprived of receiving adequate value for their system."

In 2019, Illinois American Water acquired the Alton Regional Wastewater System and the Village of Godfrey's wastewater system, also located in Southern Illinois. The Village of Glasford's water and wastewater systems, located in Central Illinois, were also acquired. These acquisitions added a total of 30,174 new Illinois American Water customer connections.

About Illinois American Water - Illinois American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor-owned water utility in the state, providing high-quality and reliable water and/or wastewater services to approximately 1.3 million people. American Water also operates a customer service center in Alton and a quality control and research laboratory in Belleville. With a history dating back to 1886, American Water is the largest and most geographically diverse U.S. publicly traded water and wastewater utility company. The company employs more than 7,100 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to more than 14 million people in 46 states. American Water provides safe, clean, affordable and reliable water services to our customers to make sure we keep their lives flowing. For more information, visit www.amwater.com and follow American Water on Twitter, Facebook and LinkedIn.

Illinois American Water Signs Agreement to Acquire Granite City Wastewater Collection System

December 26, 2019 10:43 AM Eastern Standard Time

BELLEVILLE, Ill.--(BUSINESS WIRE)--Illinois American Water, a subsidiary of American Water (NYSE: AWK), has entered into an agreement with Granite City to acquire the City's wastewater collection assets. The agreement for the sale of the wastewater collection system, which serves 12,500 customer connections, is for $18 million.

"Since 1885, Illinois American Water has delivered safe, reliable drinking water to Granite City. We enjoy being a part of the community and are excited to own and manage the wastewater collection for our valued customers in Granite City," said Bruce Hauk, Illinois American Water President. "Our team's expertise is a benefit to communities looking to sell their water and/or wastewater assets to Illinois American Water. We are proud of these partnerships."

Illinois American Water will seek approval of the acquisition from the Illinois Commerce Commission. The company expects to close the transaction in late 2020, pending regulatory approval.

Approval for the pending transaction will be sought under the Illinois Systems Viability Act, which allows municipalities in Illinois to sell water and wastewater systems for a price based on fair market value. Prior to the Systems Viability Act, the valuation process was based on assessing the system's original cost at the time of construction – which may be 50 years old or more – less depreciation and contributed property.

The company has also signed purchase agreements with the Villages of Andalusia, Leonore, Shiloh and Sydney as well as the Cities of Rosiclare and Jerseyville. To learn more about Illinois American Water and hear testimonials from communities the company has partnered with, please visit the Doing Business with Us page under About Us at www.illinoisamwater.com.

About Illinois American Water

Illinois American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor-owned water utility in the state, providing high-quality and reliable water and/or wastewater services to approximately 1.3 million people. American Water also operates a customer service center in Alton and a quality control and research laboratory in Belleville. With a history dating back to 1886, American Water is the largest and most geographically diverse U.S. publicly traded water and wastewater utility company. The company employs more than 7,100 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to more than 14 million people in 46 states. American Water provides safe, clean, affordable and reliable water services to our customers to make sure we keep their lives flowing. For more information, visit www.amwater.com and follow American Water on Twitter, Facebook and LinkedIn.

Contacts
Media Contact:
Karen Cotton, External Affairs Manager
309.566.4126 or karen.cotton@amwater.com

NJ American Water to pay $12.7M for municipal-owned sewer system

By: David Hutter
January 2, 2020 5:03 pm

Camden-based New Jersey American Water signed an agreement Thursday to acquire the wastewater assets of the Township of Long Hill for $12.7 million.

The municipally owned sewer system serves about 2,800 customers, most of whom already receive water service from New Jersey American Water, according to the company.

The agreement follows voters approving the sale of the system to American Water at a referendum in November 2019. American Water spokeswoman Denise Venuti Free expects the purchase to be approved by the New Jersey Board of Public Utilities in summer 2020.

As part of the acquisition agreement, New Jersey American Water says it will invest more than $13 million in critical sewer system improvements in the next five years, while freezing current sewer rates for residents for two years and increasing rates no more than 3 percent annually for the next three years.

New Jersey American Water says these improvements include pump station upgrades, sewer main lining and replacements to reduce the infiltration of storm water, and treatment plant upgrades to reduce and eliminate the release of partially treated wastewater during heavy rain.

The company will coordinate sewer and water pipeline replacements with Long Hill's road paving schedule to minimize disruption.



David Hutter
David Hutter grew up in Darien, Conn., and covers higher education, transportation and manufacturing for NJBIZ. He can be reached at: dhutter@njbiz.com.

Log In

TECHNOLOGY

Trending: Water Supply Technology

5 FEBRUARY 2020 NEWS

California American Water acquires Fruitridge Vista's operating assets

US-based California American Water has acquired the operating assets of Fruitridge Vista Water Company, a Class B water utility in South Sacrament, for $20.75m.

Following the acquisition, California American Water has now become the new water provider to approximately 4,800 customers of Fruitridge Vista which is regulated by the California Public Utilities Commission.

In December last year, the company secured approval from the California Public Utilities Commission for its acquisition.



An expert set of water treatment and distribution operators, certified through the California State Water Resources Control Board's Division of Drinking Water, will serve the new customers of California American Water.

Other professionals from the company's water quality, finance and engineering group will also lend their expertise.

Apart from billing and operational services, the



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replace 14,000 linear feet of water main in Edison, with an investment of $6.7m from mid-February, and around 10,200 linear feet of water main in South Amboy, for $4.5m, from next month.

The company will also upgrade service lines, valves and fire hydrants.

Under the RENEW programme, the company will responsible for installation of exterior below ground meter pits to eventually house water meters at each customer's premise.



solid and strategic asset management helps us to better preserve water resources and maintain overall service quality."

RENEW is part of the company's Water for Tomorrow Program, which is a $295m infrastructure initiative planned through 2021. It consists of various projects to bolster strengthen the firm's water distribution infrastructure.

Among the other projects underway include construction of a large diameter transmission main through parts of



2/14/2020 California American Water acquires Fruitridge Vista's operating assets

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2/14/2020 California American Water acquires Fruitridge Vista's operating assets

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WATERENGINEERS, INC.
WATER & WASTEWATER TREATMENT CONSULTANTS
17230 HUFFMEISTER ROAD, SUITE A~CYPRESS, TEXAS 77429-1643
TEL: 281-373-0500 FAX: 281-373-1113

April 3, 2020

Public Utility Commission of Texas
Central Records
1701 N. Congress, Suite 8-100
Austin, TX 78701

Re: Application for a Sale, Transfer or Merger of a Retail Public Utility
Water Certificate of Convenience and Necessity No. 12965
Sewer Certificate of Convenience and Necessity No. 20886
Transferor – Hammond Mound Utility Company, Inc.
Transferee – Rosehill Utilities, Inc.
in Waller County, Texas

Dear Public Utility Commission of Texas:

Please find attached a copy of an Application for a Sale, Transfer or Merger of a Retail Public Utility to address the sale of the Hammond Mound Water and Sewer Systems by Hammond Mound Utility Company, Inc. to Rosehill Utilities, Inc. Also attached are files containing digital map data in .pdf, .dwg and .shp files.

We appreciate your earliest review and issuance of a letter indicating administrative completeness. Please feel free to email me at syoung@waterengineers.com or call at 281-373-0500 if you have any questions regarding the information contained in this submittal.

Thank you for your assistance in this review process.

Sincerely,
WATERENGINEERS, INC.

Shelley Young, P.E.
Project Engineer

1

APPLICATION FOR A SALE, TRANSFER, OR MERGER OF A RETAIL PUBLIC UTILITY

HAMMOND MOUND UTILITIES, INC.-TRANSFEROR

ROSEHILL UTILITIES, INC.-TRANSFEREE

FOR

ROSEHILL UTILITIES, INC.
P.O. BOX 1945
CYPRESS, TX 77410-1945

PREPARED BY:

WATERENGINEERS, INC.
WATER & WASTEWATER TREATMENT CONSULTANTS
17230 HUFFMEISTER ROAD CYPRESS, TEXAS 77429
TEL: 281-373-0500 FAX: 281-373-1113

APRIL 2020

2

APPLICATION FOR A SALE, TRANSFER, OR MERGER OF A RETAIL PUBLIC

HAMMOND MOUND UTILITIES, INC.-TRANSFEROR
ROSEHILL UTLITIES, INC.-TRANSFEREE

TABLE OF CONTENTS

DESCRIPTION

Application for a Sale, Transfer, or Merger of a Retail Public utility

Attachment "A"- Sales Agreement

Attachment "B"- Water & Sewer Tariffs

Attachment "C"- Secretary of State Certificate of Account Status

Attachment "D"- Financial Information

Attachment "E"- Asset Inventory List

Attachment "F"- CIAC Developer Agreement

Attachment "G"- Information Concerning the Nature of the Transaction

Attachment "H"- TCEQ Inspection Letters

Attachment "I"- General Location Maps

Attachment "J"- Requested Service Area Maps

3

Application Summary

Transferor: Hammond Mound Utilities, Inc.
(selling entity)
CCN No.s: 12965 and 20886

☒ Sale ☐ Transfer ☐ Merger ☐ Consolidation ☐ Lease/Rental

Transferee: Rosehill Utilities, Inc.
(acquiring entity)
CCN No.s: 12663

☐ Water ☐ Sewer ☒ All CCN ☐ Portion CCN ☐ Facilities transfer

County(ies): Waller

Table of Contents

Sale, Transfer, or Merger (STM) Application Instructions 1
Part A: General Information 3
Part B: Transferor Information 3
Part C: Transferee Information 4
Part D: Proposed Transaction Details 6
Part E: CCN Obtain or Amend Criteria Considerations 8
Part F: TCEQ Public Water System or Sewer (Wastewater) Information 9
Part G: Mapping & Affidavits 10
Part H: Notice Information 12
Appendix A: Historical Financial Information (Balance Sheet and Income Schedule) 15
Appendix B: Projected Information 18

Please mark the items included in this filing

☒ Contract, Lease, Purchase, or Sale Agreement	Part A: Question 1
☒ Tariff including Rate Schedule	Part B: Question 4
☐ List of Customer Deposits	Part B: Question 5
☐ Partnership Agreement	Part C: Question 7
☐ Articles of Incorporation and By-Laws (WSC)	Part C: Question 7
☒ Certificate of Account Status	Part C: Question 7
☐ Financial Audit	Part C: Question 10
☐ Application Attachment A & B	Part C: Question 10
☐ Disclosure of Affiliated Interests	Part C: Question 10
☐ Capital Improvement Plan	Part C: Question 10
☒ List of Assets to be Transferred	Part D: 11.B
☐ Developer Contribution Contracts or Agreements	Part D: 11.D
☐ Enforcement Action Correspondence	Part E: Question 18 (Part D: Q12)
☐ TCEQ Compliance Correspondence	Part F: Question 22
☐ TCEQ Engineering Approvals	Part F: Question 24
☐ Purchased Water Supply or Treatment Agreement	Part F: Question 26
☒ Detailed (large scale) Map	Part G: Question 29
☒ General Location (small scale) Map	Part G: Question 29
☒ Digital Mapping Data	Part G: Question 29
☒ Signed & Notarized Oath	Page 13-14

4

Part A: General Information

1. Describe the proposed transaction, including the effect on all CCNs involved, and provide details on the existing or expected land use in the area affected by the proposed transaction. Attach all supporting documentation, such as a contract, a lease, or proposed purchase agreements:

Rosehill Utilities, Inc. (RUI) proposes to purchase the CCNs and assets of Hammond Mound Utilities, Inc. (HMU) The effect on the CCNs involved would be to transfer the HMU CCN service area to RUI, along with the assets in order for HMU to be dissolved and RUI to take over ownership, operations and maintenance of assets of HMU. See Attachment A - Agreement

2. The proposed transaction will require (check all applicable):

For **Transferee** (Purchaser) CCN:	For **Transferor** (Seller) CCN:
☐ Obtaining a NEW CCN for Purchaser	☐ Cancellation of Seller's CCN
☐ Transfer all CCN into Purchaser's CCN (Merger)	☐ Transfer of a Portion of Seller's CCN to Purchaser
☐ Transfer Portion of CCN into Purchaser's CCN	☐ Only Transfer of Facilities, No CCN or Customers
☒ Transfer all CCN to Purchaser and retain Seller CCN	☐ Only Transfer of Customers, No CCN or Facilities
☐ Uncertificated area added to Purchaser's CCN	☐ Only Transfer CCN Area, No Customers or Facilities

Part B: Transferor Information

Questions 3 through 5 apply only to the *transferor* (current service provider or seller)

3. A. Name: Hammond Mound Utilities, Inc.
(individual, corporation, or other legal entity)
☐ Individual ☒ Corporation ☐ WSC ☐ Other:

B. Mailing Address: P.O. Box 111637, Houston, Texas 77293-1637

Phone: (201) 442-2050 Email: jane@sitecontservices.net

C. Contact Person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Shelley Young, P.E. Title: Engineer/Owner

Mailing Address: 17230 Huffmeister Road, Suite A, Cypress, Texas 77429

Phone: (281) 373-0500 Email: syoung@waterengineers.com

4. If the utility to be transferred is an Investor Owned Utility (IOU), for the most recent rate change, attach a copy of the current tariff and complete A through B:

A. Effective date for most recent rates: October 17, 2000

B. Was notice of this increase provided to the Public Utility Commission of Texas (Commission) or a predecessor regulatory authority?

☐ No ☒ Yes Application or Docket Number:

If the transferor is a Water Supply or Sewer Service Corporation, provide a copy of the current tariff.
See Attachment B- Water and Sewer Tariff

5. For the customers that will be transferred following the approval of the proposed transaction, check all that apply:

☐ There are *no* customers that will be transferred
☒ # of customers without deposits held by the transferor 15
☐ # of customers with deposits held by the transferor*

*Attach a list of all customers affected by the proposed transaction that have deposits held, and include a customer indicator (name or account number), date of each deposit, amount of each deposit, and any unpaid interest on each deposit.

Part C: Transferee Information

Questions 6 through 10 apply only to the *transferee* (purchaser or proposed service provider)

6. A. Name: Rosehill Utilities, Inc.
(individual, corporation, or other legal entity)
☐ Individual ☒ Corporation ☐ WSC ☐ Other:

B. Mailing Address: P.O. Box 1945, Cypress, Texas 77410-1945

Phone: (281) 373-4401 Email: syoung@waterengineers.com

C. Contact Person. Provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Shelley Young Title: Engineer/Owner

Address: 17230 Huffmeister Road, Suite A, Cypress, Texas 77429

Phone: (281) 373-0500 Email: syoung@waterengineers.com

D. If the transferee is someone other than a municipality, is the transferee current on the Regulatory Assessment Fees (RAF) with the Texas Commission on Environmental Quality (TCEQ)?

☐ No ☒ Yes ☐ N/A

E. If the transferee is an IOU, is the transferee current on the Annual Report filings with the Commission?

☐ No ☒ Yes ☐ N/A

7. The legal status of the transferee is:

☐ Individual or sole proprietorship
☐ Partnership or limited partnership (*attach* Partnership agreement)
☒ Corporation
Charter number (as recorded with the Texas Secretary of State): 0156726700 See Attachment C-Certificate of Account Status
☐ Non-profit, member-owned, member controlled Cooperative Corporation [Article 1434(a) Water Supply or Sewer Service Corporation, incorporated under TWC Chapter 67]
Charter number (as recorded with the Texas Secretary of State):
☐ Articles of Incorporation and By-Laws established (*attach*)
☐ Municipally-owned utility
☐ District (MUD, SUD, WCID, FWSD, etc.)

☐ County
☐ Affected County (a county to which Subchapter B, Chapter 232, Local Government Code, applies)
☐ Other (please explain):

8. If the transferee operates under any d/b/a, provide the name below:

Name: N/A

9. If the transferee's legal status is anything other than an individual, provide the following information regarding the officers, members, or partners of the legal entity applying for the transfer:

Name: D. Ray Young
Position: President Ownership % (if applicable): 50.00%
Address: P.O. Box 1945, Cypress, Texas 77410-1945
Phone: (281) 373-4401 Email: d.ray@waterengineers.com

Name: Shelley Young
Position: Vice President Ownership % (if applicable): 50.00%
Address: P.O. Box 1945, Cypress, Texas 77410-1945
Phone: (281) 373-4401 Email: syoung@waterengineers.com

Name:
Position: Ownership % (if applicable): 0.00%
Address:
Phone: Email:

Name:
Position: Ownership % (if applicable): 0.00%
Address:
Phone: Email:

10. **Financial Information** See Attachment D-Financial Information

The transferee Applicant must provide accounting information typically included within a balance sheet, income statement, and statement of cash flows. If the Applicant is an existing retail public utility, this must include historical financial information and projected financial information. However, projected financial information is only required if the Applicant proposes new service connections and new investment in plant, or if requested by Staff. If the Applicant is a new market entrant and does not have its own historical balance sheet, income statement, and statement of cash flows information, then the Applicant should establish a five-year projection taking the historical information of the transferor Applicant into consideration when establishing the projections.

Historical Financial Information may be shown by providing any combination of the following that includes necessary information found in a balance sheet, income statement, and statement of cash flows:

1. Completed Appendix A;
2. Documentation that includes all of the information required in Appendix A in a concise format: or
3. Audited financial statements issued within 18 months of the application filing date. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Projected Financial Information may be shown by providing any of the following:

1. Completed Appendix B;
2. Documentation that includes all of the information required in Appendix B in a concise format;
3. A detailed budget or capital improvement plan, which indicates sources and uses of funds required, including improvements to the system being transferred; or
4. A recent budget and capital improvements plan that includes information needed for analysis of the operations test (16 Tex. Admin. Code § 24.11(e)(3)) for the system being transferred and any operations combined with the system. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Part D: Proposed Transaction Details

11. A. Proposed Purchase Price: $ 70,000.00

If the transferee Applicant is an investor owned utility (IOU) provide answers to B through D.

B. Transferee has a copy of an inventory list of assets to be transferred (*attach*): See Attachment E - Asset Inventory List

☐ No ☒ Yes ☐ N/A

	Water	Wastewater	Total
Total Original Cost of Plant in Service:	$ 691,490.00	$1,282,005	$1,973,495
Accumulated Depreciation:	$ 231,862.00	$ 451,408	$ 683,270
Net Book Value:	$ 459,628.00	$ 830,597	$1,290,225

C. **Customer contributions in aid of construction (CIAC):** Have the customers been billed for any surcharges approved by the Commission or TCEQ to fund any assets currently used and useful in providing utility service? Identify which assets were funded, or are being funded, by surcharges on the list of assets.

☒ No ☐ Yes

Total Customer CIAC: $
Accumulated Amortization: $

D. **Developer CIAC:** Did the transferor receive any developer contributions to pay for the assets proposed to be transferred in this application? If so, identify which assets were funded by developer contributions on the list of assets and provide any applicable developer agreements. Capacity charges in the water and wastewater plants as well as Lift Station No. 2 - See Agreement in Attachment F and CIAC accounted for in Depreciation Schedules in Attachment D

☐ No ☒ Yes

Total developer CIAC: $ 87,500.00
Accumulated Amortization: $ 31,220.00

12. A. Are any improvements or construction required to meet the minimum requirements of the TCEQ or Commission and to ensure continuous and adequate service to the requested area to be transferred plus any area currently certificated to the transferee Applicant? Attach supporting documentation and any necessary TCEQ approvals, if applicable.

☒ No ☐ Yes

B. If yes, describe the source and availability of funds and provide an estimated timeline for the construction of any planned or required improvements:

N/A

13. Provide any other information concerning the nature of the transaction you believe should be given consideration:

See Attachment G - Information Concerning the Nature of the Transaction

14. Complete the following proposed entries (listed below) as shown in the books of the Transferee (purchaser) after the acquisition. Debits (positive numbers) should equal credits (negative numbers) so that all line items added together equal zero. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations:

Utility Plant in Service:	$ 1,973,495.00
Accumulated Depreciation of Plant:	$ -683,270.00
Cash:	$ 0.00
Notes Payable:	$ -89,136.00
Mortgage Payable:	$ 0.00
(Proposed) Acquisition Adjustment*:	$ -1,290,225.00
Other (NARUC account name & No.):	
Other (NARUC account name & No.):	

* Acquisition Adjustments will be subject to review under 16 TAC § 24.41(d) and (e)

15. A. Explain any proposed billing change (NOTE: If the acquiring entity is an IOU, the IOU may not change the rates charged to the customers through this STM application. Rates can only be changed through the approval of a rate change application.)

None

B. If transferee is an IOU, state whether or not the transferee intends to file with the Commission, or an applicable municipal regulatory authority, an application to change rates for some or all of its customers as a result of the transaction within the next twelve months. If so, provide details below:

Rates have not been changed since 2001 and are in need of increasing. Additionally, transferee wishes to add additional meter sizes.

Part E: CCN Obtain or Amend Criteria Considerations

16. Describe, in detail, the anticipated impact or changes in the quality of retail public utility service in the requested area as a result of the proposed transaction:

No negative impact or change in the quality of retail public utility service in the requested area is anticipated.

17. Describe the transferee's experience and qualifications in providing continuous and adequate service. This should include, but is not limited to: other CCN numbers, water and wastewater systems details, and any corresponding compliance history for all operations.

Rosehill Utilities has successfully been in the water utility business since January 2000 (CCN No. 12663). Additionally, D. Ray Young, P.E. and Shelley Young, P.E., owners of Rosehill Utilities are engineers practicing specifically in water and wastewater design for over 40 years and 30 years, respectively. Further, Mr. Young holds water and wastewater operator licenses and is part owner of FloWatch, Inc., a water and wastewater operations company since 2004.

18. Has the transferee been under an enforcement action by the Commission, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG), or the Environmental Protection Agency (EPA) in the past five (5) years for non-compliance with rules, orders, or state statutes? Attach copies of any correspondence with the applicable regulatory agency(ies)

☒ No ☐ Yes

19. Explain how the environmental integrity or the land will be impacted or disrupted as a result of the proposed transaction:

There will be no impact on the environmental integrity of the land as a result of the proposed transaction.

20. How will the proposed transaction serve the public interest?

The transferor no longer desires to be in the utility business. Approving the transaction would allow for continuous and adequate utility service to the current customers of Hammond Mound Utilities.

21. List all neighboring water or sewer utilities, cities, districts (including ground water conservation districts), counties, or other political subdivisions (including river authorities) providing the same service within two (2) miles from the outer boundary of the requested area affected by the proposed transaction:

Beacon Estates WSC - CCN Nos. 11854 and 20727
Pattison WSC - CCN No. 10331
Waller County MUD 1
Waller County
Bluebonnet Groundwater Conservation District

Part F: TCEQ Public Water System or Sewer (Wastewater) Information

Complete Part F for EACH Public Water or Sewer system to be transferred subject to approval of the transaction. Attach a separate sheet with this information if you need more space for additional systems being transferred.

22. A. For Public Water System (PWS):

TCEQ PWS Identification Number: 2370074 (7 digit ID)
Name of PWS: Hammond Mound Utilities Water Supply
Date of last TCEQ compliance inspection: July 7, 2016 (attach TCEQ letter) See Attachment H-TCEQ Inspection Letters
Subdivisions served: Hammond Mound Commercial Subdivision

B. For Sewer service:

TCEQ Water Quality (WQ) Discharge Permit Number: WQ 0013984 - 001 (8 digit ID)
Name of Wastewater Facility: Hammond Mound WWTP
Name of Permitee: Hammond Mound Utilities, Inc.
Date of last TCEQ compliance inspection: April 7, 2016 (attach TCEQ letter) See Attachment H-TCEQ Inspection Letters
Subdivisions served: Quixote Commercial Subdivision
Date of application to transfer permit *submitted* to TCEQ: March 23, 2020

23. List the number of *existing* connections, by meter/connection type, to be affected by the proposed transaction:

Water				Sewer			
	Non-metered	3	2"		Residential		
5	5/8" or 3/4"	1	3"	15	Commercial		
9	1"		4"		Industrial		
	1 ½"		Other		Other		
	Total Water Connections:	18			Total Sewer Connections:	15	

24. A. Are any improvements required to meet TCEQ or Commission standards?

☒ No ☐ Yes

B. Provide details on each required major capital improvement necessary to correct deficiencies to meet the TCEQ or Commission standards (attach any engineering reports or TCEQ approval letters):

Description of the Capital Improvement:	Estimated Completion Date:	Estimated Cost:

C. Is there a moratorium on new connections?

☒ No ☐ Yes:

25. Does the system being transferred operate within the corporate boundaries of a municipality?

☒ No ☐ Yes. _____ *(name of municipality)*

If yes, indicate the number of customers within the municipal boundary.

Water: _____ Sewer: _____

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Artesian buys Frankford's water system for $3.6M



Jacob Owens (https://delawarebusinesstimes.com/author/jacob-owens/) • April 14, 2020

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Artesian Water Co. has acquired the Frankford municipal water system in a $3.6 million deal. | PHOTO COURTESY OF ARTESIAN

FRANKFORD – Artesian Water Co. has officially acquired the water system of the Sussex County town of Frankford in a $3.6 million deal.

The town council of Frankford, located about 5 miles from the Maryland border off Route 113, approved the deal in March, but closing

of the sale agreement was delayed until April 2 due to the coronavirus's impact. The water system serves about 350 town customers.

As part of the sale agreement, **Artesian (http://www.artesianwater.com/)** will invest an estimated $6 million in regional water mains, construct a new regional water plant, and expand its main renewal program to incorporate Frankford while spending about $1 million on renewal projects in Frankford over the next five years.

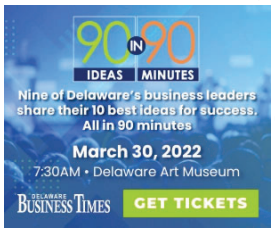
The publicly traded company will also upgrade the communications systems at the Frankford water treatment plant at an estimated cost of $70,000 and replace all town water meters at an estimated cost of $500,000.

Artesian has invested about $44 million over the past three years in water and wastewater infrastructure in Sussex County, which the company views as a growth area as it competes with four other private utilities. It plans on creating a regional water system served by four treatment plants, including a 2-million-gallon-a-day Greater Dagsboro Water Treatment Plant currently under construction.

Over 7 miles of new water main will be constructed in the regional system, interconnecting the towns of South Bethany, Frankford and Dagsboro, covering 20 square miles of service territory and serving nearly 6,000 customers.

"Artesian's investments in Sussex County and securing this latest acquisition has positioned us to continue to expand our service territory, interconnecting this larger regional area with high quality and reliable water service," said Dian C. Taylor, president and CEO of Artesian Resources Co., said in a statement announcing the acquisition.

The 115-year-old Artesian supplies 8.3 billion gallons of water per year through 1,331 miles of water main to nearly a third of Delaware residents. It hasn't only targeted Sussex County in recent years, but also expanded in southern New Castle County and neighboring Cecil County, Md.



(https://delawarebusinesstimes.com/90-ideas-90-minutes-event/)

On Monday, Artesian's stock rose 2% as news of the acquisition spread, but it shed those gains during a market slump Tuesday.

By Jacob Owens

jowens@delawarebusinesstimes.com (mailto:jowens@delawarebusinesstimes.com)

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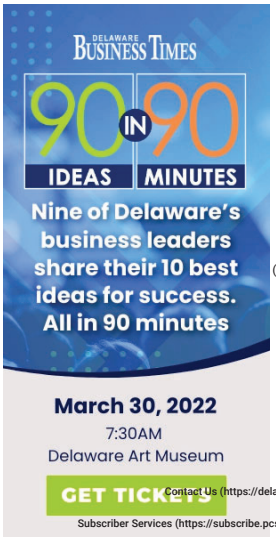

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ILLINOIS AMERICAN WATER

Illinois American Water Acquires Village of Sidney Water System

April 17, 2020 02:43 PM Eastern Daylight Time

URBANA, Ill.--(BUSINESS WIRE)--Illinois American Water President Justin Ladner today announced the Company's acquisition of the Village of Sidney water system. The purchase adds approximately 560 water customers to the Champaign County service area.

The Village of Sidney voted in favor of the sale in April 2019. Illinois American Water began operating the water system on a contract basis in October 2019. Today the sale was completed for $2.3 million as approved by the Illinois Commerce Commission (ICC).

According to Ladner, the Company has a history of providing award-winning drinking water to Champaign County residents, placing first in the 15-County Water Supply Operator Association's water taste test competition in 2019 and 2020. He said, "We understand the critical role we play in our customers' daily lives and appreciate the trust the Village has placed in our team. We look forward to continuing our partnership with the community to ensure residents have quality drinking water today and in the future."

Village President Jason Arrasmith said the sale of the water system to Illinois American Water "offers many community benefits, including a reduction to household water bills." He went on to say, "Not only do we have trust in Illinois American Water to ensure quality drinking water, but they are able to decrease local water bills by almost $15 a month. We are pleased about the value they bring to our community."

Illinois American Water is committed to upgrading the Sidney water system, beginning with the replacement of water meters. Meter replacements are expected to begin in May.

Matthew White, operations superintendent for Illinois American Water's Champaign County District, said, "Our local team takes a lot of pride in what we do every day. We are honored to serve Sidney and look forward to expanding our involvement in the community."

New customers will receive an Illinois American Water welcome packet in the mail. This packet includes information about online account management, billing and more. The Village of Sidney will be incorporated into the company's Champaign County District which serves Champaign, Urbana, Savoy, St. Joseph, Sadorus, Pesotum, Bondville and Fisher.

The appraisal process used for the Sidney water system was conducted under the supervision of the ICC and established under the Illinois Water Systems Viability Act. This law gives communities an alternative to value their water and/or wastewater system when considering being acquired by an investor-owned water utility. To learn more about Illinois American Water and hear testimonials from communities the company has partnered, please visit the Doing Business with Us page at www.illinoisamwater.com.

Illinois American Water acquires Village of Leonore Water System | WaterWorld

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Illinois American Water acquires Village of Leonore Water System

The purchase adds approximately 68 water customers to the Streator District service area.

Apr 22nd, 2020

Photo by Daniel Rose on Unsplash

STREATOR, IL, APRIL 22, 2020 -- Illinois American Water President Justin Ladner this month announced the Company's acquisition of the Village of Leonore water system. The purchase adds approximately 68 water customers to the Streator District service area.

The Village of Leonore voted in favor of the sale November 2018. The Illinois Commerce Commission (ICC) approved the sale for $100,000.

https://www.waterworld.com/water-utility-management/article/14174544/illinois-american-water-acquires-village-of-leonore-water-system[9/2/2020 4:22:34 PM]

"We have a long history – over 145 years – of providing quality water service in Illinois. We are proud of our track record and look forward to serving our new customers in Leonore," said Ladner.

Village President Mike Zimmerman said the sale of the water system to Illinois American Water will, "allow the Village to focus on other community needs." He went on to say, "Not only will residents have better quality water service from a company that has served this region well for many years, but the Village will be able to focus on other priorities."

Illinois American Water is committed to upgrading the Leonore water system, beginning with the replacement of water meters. Customers received a communication about this work, which is expected to begin in May.

Jon Mase, operations superintendent for Illinois American Water's Streator District, said, "We are excited to serve Leonore. We are familiar with the community and have had the opportunity to partner with the local fire department. We look forward to continuing our involvement and being a good neighbor."

New customers will receive an Illinois American Water welcome packet in the mail. This packet includes information about online account management, billing and more. The Village of Leonore will be incorporated into the company's Streator District which serves Streator, Dana, Longpoint, Ancona, Reading and Ransom.

The appraisal process used for the Leonore water system was conducted under the supervision of the ICC and established as part of the Illinois Water Systems Viability Act. This law gives communities an alternative to value their water and/or wastewater system when considering being acquired by an investor-owned water utility.

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Aug 14th, 2020

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Welcome to the August issue of WaterWorld magazine.

Alanna Maya

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Dennis R. Wanless

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The Utility Network: Preparing for the Future

The San Juan Water District chose Esri's ArcGIS platform: ArcGIS Enterprise, ArcGIS Pro, and the Utility Network framework to upgrade its legacy CAD-based GIS

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Acoustic Leak Detection

Kamstrup's new flowIQ 2200 water meter, leak detection, software and services can help water utilities address non-revenue water loss.

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Weathering the Pandemic with Patience and Kindness

Small actions, if done carefully and diligently, have the potential to make a significant impact on how the virus spreads and how we weather the coming months. Making a real effort to give everyone you encounter patience and kindness goes a long way to he

Henk-Jan van Ettekoven

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Rapid Restoration

Planning, coating selection enable efficient restoration of Mukilteo Water and Wastewater District 4.5 million-gallon potable and fire water storage tank in Seattle area.

Murray Heywood

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Illinois American Water acquires Village of Leonore Water System | WaterWorld

Study helps utility companies understand financially stressed customers during pandemic

Results of TransUnion's Consumer Financial Hardship Study show 16% of utility consumers indicate they will not be able to pay their bills.

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Wastewater

Illinois American Water invests over $3.7 Million in Alton District Wastewater System

In June 2019, Illinois American Water acquired the Alton Regional Wastewater System which serves customers in Alton and nearby communities of Bethalto and Godfrey.

Aug 12th, 2020

Wastewater

Lisbon's Asseiceira hydroelectric plant to become first fully sustainable WTP

The plant is part of a 0% Energy Program to achieve energy neutrality by 2025.

Aug 12th, 2020

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AMERICAN WATER

NewsRoom

★ / Upper Pottsgrove Wastewater System Purchase Agreement Signed

April 28, 2020 | American Water (NYSE: AWK) |
PDF

Upper Pottsgrove Wastewater System Purchase Agreement Signed

MECHANICSBURG, Pa.--(BUSINESS WIRE)--
Pennsylvania American Water, a subsidiary of American Water (NYSE: AWK), announced that it has signed an agreement to purchase the wastewater system assets of Upper Pottsgrove Township in Montgomery County for $13.75 million. The Township's wastewater system serves nearly 1,600 customers.
"As the water provider for the neighboring Glen Alsace and Royersford areas, we are well positioned to serve Upper Pottsgrove Township through experienced, professional employees that can leverage the resources of our other local operations," said Pennsylvania American Water President Mike Doran. "In fact, some of our employees live in the Upper Pottsgrove area, so this acquisition is a natural fit, and

11/22/21, 10:53 AM Press Release Details

we are glad to welcome Upper Pottsgrove to the Pennsylvania American Water family."

The agreement was approved by the Upper Pottsgrove Township Board of Commissioners on April 20. Township officials acknowledged that the age and maintenance needs of the system would otherwise lead to significantly higher sewer rates. During public meetings, Township officials cited retiring debt, replenishing unfunded pension liabilities, and providing funding for other Township infrastructure needs as reasons for the sale.

Pennsylvania American Water plans to make necessary wastewater infrastructure upgrades to improve and sustain the reliability and compliance of the system. The company will also assume three public sewer service extension projects under the Township's current Act 537 plan.

Pennsylvania American Water will seek approval of the acquisition from the Pennsylvania Public Utility Commission (PUC) and other necessary approvals from the Pennsylvania Department of Environmental Protection. The company expects to close the transaction in the first half of 2021, pending regulatory approvals.

The purchase agreement between Pennsylvania American and the Township was executed under Act 12, which allows municipalities to sell their water and wastewater systems for a price based on the fair market value of the facilities. Enacted in 2016, this statute gives municipalities the opportunity to receive a purchase price that is more reflective of the current value of their system assets.

In 2019, Pennsylvania American Water acquired the wastewater and/or water assets of Exeter Township, Berks County; Steelton Borough Authority, Dauphin County; Sadsbury Township, Chester County and the Borough of Turbotville, Northumberland County, adding over 12,000 new wastewater and water customers to the company's customer base. The company also recently signed purchase agreements with Royersford Borough, Montgomery County (1,600 wastewater customers), Valley Township, Chester County (1,700

water and 3,100 wastewater customers) and the Borough of Kane Authority, McKean County (2,100 wastewater customers).

About Pennsylvania American Water

Pennsylvania American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor owned water utility in the state, providing high-quality and reliable water and/or wastewater services to approximately 2.4 million people. With a history dating back to 1886, American Water is the largest and most geographically diverse U.S. publicly traded water and wastewater utility company. The company employs more than 6,800 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to an estimated 15 million people in 46 states. American Water provides safe, clean, affordable and reliable water services to our customers to make sure we keep their lives flowing. For more information, visit amwater.com and follow American Water on Twitter, Facebook and LinkedIn.

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Pennsylvania American Water to acquire Upper Pottsgrove Township wastewater assets

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Press Release

Illinois American Water Acquires Village of Shiloh Wastewater System

Published: May 15, 2020 at 6:57 p.m. ET

The MarketWatch News Department was not involved in the creation of this content.

Illinois American Water President Justin Ladner today announced the company's acquisition of the Village of Shiloh wastewater system. The purchase adds approximately 1,515 wastewater customers to the company's southern Illinois service area. This includes customers directly served by Illinois American Water as well as customers served through a mobile home park account.

The Village of Shiloh voted in favor of the sale last year. The Illinois Commerce Commission (ICC) recently approved the sale for $3.6 million. The sale was completed today and represents the third acquisition by Illinois American Water this year.

"Over the last two years, we've added more than 35,000 new customers through system acquisitions. Some of the communities were facing EPA consent decrees or water quality issues. Other systems had varying priorities or fiscal challenges and wanted to turn over operations to the experts. Every community is unique and we're proud to partner with them," said Ladner.

According to Village Mayor James Vernier, the sale of the wastewater system to Illinois American Water "allows the Village to focus on other priorities." He went on to say, "Illinois American Water has provided excellent water service to our residents for many decades; we look forward to expanding our partnership."

Illinois American Water plans to invest in the Village of Shiloh wastewater system. Work will include improvements to both the Church and Archview lift stations.

Karen Cooper, Director of Operations for Illinois American Water, said, "We are excited to expand our service in Shiloh. Providing quality, reliable service and doing so safely is our priority. We appreciate the Village's trust and confidence in our team."

New Shiloh customers will receive an Illinois American Water welcome packet in the mail. This packet includes information about online account management, billing and more.

To learn more about Illinois American Water and hear testimonials from communities the company has

partnered, please visit the Doing Business with Us page under About Us at www.illinoisamwater.com.

About Illinois American Water - Illinois American Water, a subsidiary of American Water (NYSE: AWK), is the largest investor-owned water utility in the state, providing high-quality and reliable water and/or wastewater services to approximately 1.3 million people. American Water also operates a customer service center in Alton and a quality control and research laboratory in Belleville. With a history dating back to 1886, American Water is the largest and most geographically diverse U.S. publicly traded water and wastewater utility company. The company employs more than 6,800 dedicated professionals who provide regulated and market-based drinking water, wastewater and other related services to 15 million people in 46 states. American Water provides safe, clean, affordable and reliable water services to our customers to make sure we keep their lives flowing. For more information, visit amwater.com and follow American Water on Twitter, Facebook and LinkedIn.

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Market Intelligence

Illinois American Water acquires village's water, wastewater systems

Wednesday, May 27, 2020 5:00 PM ET

By Nephele Kirong
Market Intelligence

Illinois American Water Co. has completed the $3.3 million acquisition of the water and wastewater systems of the village of Andalusia, Ill., expanding its footprint in the state.

The deal adds approximately 480 water and 480 wastewater customers to its northwest service area, Illinois American said in a May 27 news release.

The American Water Works Co. Inc. subsidiary plans to invest $2 million in the first five years of its ownership to upgrade Andalusia's water and wastewater systems. It will also implement automation to improve operational efficiency.

This article was published by S&P Global Market Intelligence and not by S&P Global Ratings, which is a separately managed division of S&P Global.

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S&P Global
Market Intelligence

Illinois American Water acquires Illinois city's wastewater system

Monday, June 1, 2020 2:29 PM ET

By Nephele Kirong
Market Intelligence

Illinois American Water Co. completed the acquisition of the wastewater system and drinking water production system of Rosiclare, Ill., for $600,000.

State regulators recently approved the deal, which adds 377 wastewater customers to Illinois American Water's Southern Illinois service area, the company said in a May 29 news release.

"Our systems are facing significant investments, which we are not equipped to address," Rosiclare Mayor Roy Tolbert said. The company expects to spend about $5 million to upgrade critical infrastructure.

As a result of the deal, Rosiclare will become a sale-for-resale water service customer. The American Water Works Co. Inc. subsidiary will own the water distribution system but will operate it on a contract basis under the guidance of the city.

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Tampa Bay Times

Pasco commission approves $29.3 million purchase of Aqua Utility System

By Barbara Behrendt, Tampa Bay Times 6/29/2020

NEW PORT RICHEY — Pasco county commissioners approved a $29.3 million bond issue Monday that will allow the county to acquire the Pasco Aqua Utility System bringing it under the county's water and sewer system.

The move will mean customers of the old Aqua system should see breaks in their utility bills, although other county utility users are expected to see slight increases in what they pay for their water and sewer services to offset the purchase.

County officials had been examining the acquisition since February 2019 with commissioners voting to move forward with purchasing Aqua from the Florida Government Utility Agency in December. The authority had bought the properties from Aqua Utilities several years ago to try to stem customer complaints about the quality and cost of the service.

The county staff sought proposals, ultimately settling on BB&T Company, now Truist Bank, to provide the loan.

The decision will allow the county to purchase the utility system, serving 3,600 water and 3,100 sewer customers in Jasmine Lakes and Palm Terrace in west Pasco and Zephyr Shores near Zephyrhills.

With the county assuming control of the property, current Aqua customers should see a significant drop in their monthly water bills, according to previous estimates. But the county's existing 120,000 customers will see an increase of 2 percent to help finance the acquisition.

Commissioners on Monday also voted to contract with U.S. Water Services Corporation for $154,000 for the continued operation of water and wastewater facilities and to provide customer service and billing through 2022. According to the memo to the commission, the decision to stick with the company was designed "to

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Application for Sale, Transfer, or Merger of a Retail Public Utility

Pursuant to Texas Water Code § 13.301 and 16 Texas Administrative Code § 24.239

Sale, Transfer, or Merger (STM) Application Instructions

I. **COMPLETE**: In order for the Commission to find the application sufficient for filing, the Applicant should:
   i. Provide an answer to every question and submit any required attachment applicable to the STM request (i.e., agreements or contracts).
   ii. Use attachments or additional pages to answer questions as necessary. If you use attachments or additional pages, reference their inclusion in the form.
   iii. Provide all mapping information as detailed in Part G: Mapping & Affidavits.

II. **FILE**: Seven (7) copies of the completed application with numbered attachments. One copy should be filed with no permanent binding, staples, tabs, or separators; and 7 copies of the portable electronic storage medium containing the digital mapping data.
   i. ***SEND TO***: Public Utility Commission of Texas, Attention: Filing Clerk, 1701 N. Congress Avenue, P.O. Box 13326, Austin, Texas 78711-3326 (NOTE: Electronic documents may be sent in advance of the paper copy, however they will not be processed and added to the Commission's on-line Interchange until the paper copy is received and file-stamped in Central Records).

III. The application will be assigned a docket number, and an administrative law judge (ALJ) will issue an order requiring Commission Staff to file a recommendation on whether the application is sufficient. The ALJ will issue an order after Staff's recommendation has been filed:
   i. ***DEFICIENT*** *(Administratively Incomplete)*: Applicants will be ordered to provide information to cure the deficiencies by a certain date, usually 30 days from ALJ's order. ***Application is not accepted for filing.***
   ii. ***SUFFICIENT*** *(Administratively Complete)*: Applicants will be ordered by the ALJ to give appropriate notice of the application using the notice prepared by Commission Staff. ***Application is accepted for filing.***

IV. Once the Applicants issue notice, a copy of the actual notice sent and an affidavit attesting to notice should be filed in the docket assigned to the application. Recipients of notice may request a hearing on the merits.
   HEARING ON THE MERITS: An affected party may request a hearing within 30 days of notice. In this event, the application may be referred to the State Office of Administrative Hearings (SOAH) to complete this request.

V. **TRANSACTION TO PROCEED**: at any time following the provision of notice, or prior to 120 days from the last date that proper notice was given, Commission Staff will file a recommendation for the transaction to proceed as proposed or recommend that the STM be referred to SOAH for further investigation. The Applicants will be required to file an update in the docket to the ALJ every 30 days following the approval of the transaction. The transaction must be completed within six (6) months from the ALJ's order (Note: The Applicants may request an extension to the 6 month provision for good cause).

VI. **FILE**: Seven (7) copies of completed transaction documents and documentation addressing the transfer or disposition of any outstanding deposits. After receiving all required documents from the Applicants, the application will be granted a procedural schedule for final processing. The Applicants are requested to consent in writing to the proposed maps and certificates, or tariff if applicable.

VII. **FINAL ORDER:** The ALJ will issue a final order issuing or amending the applicable CCNs.

FAQ:

Who can use this form?

Any retail public utility that provides water or wastewater service in Texas.

Who is required to use this form?

A retail public utility that is an investor owned utility (IOU) or a water supply corporation (WSC) prior to any STM of a water or sewer system, or utility, or prior to the transfer of a portion of a certificated service area.

Terms

Transferor: Seller
Transferee: Purchaser
CCN: Certificate of Convenience and Necessity
STM: Sale, Transfer, or Merger
IOU: Investor Owned Utility

Application Summary

Transferor: The Commons Water Supply, Inc.
(selling entity)
CCN No.s: 12781

[X] Sale [X] Transfer [ ] Merger [ ] Consolidation [ ] Lease/Rental

Transferee: Aqua Texas, Inc.
(acquiring entity)
CCN No.s: 13203

[X] Water [ ] Sewer [X] All CCN [ ] Portion CCN [X] Facilities transfer

County(ies): Harris

Table of Contents

Sale, Transfer, or Merger (STM) Application Instructions 1
Part A: General Information 3
Part B: Transferor Information 3
Part C: Transferee Information 4
Part D: Proposed Transaction Details 6
Part E: CCN Obtain or Amend Criteria Considerations 8
Part F: TCEQ Public Water System or Sewer (Wastewater) Information 9
Part G: Mapping & Affidavits 10
Part H: Notice Information 12
Appendix A: Historical Financial Information (Balance Sheet and Income Schedule) 15
Appendix B: Projected Information 18

Please mark the items included in this filing

[X] Contract, Lease, Purchase, or Sale Agreement	Part A: Question 1
[X] Tariff including Rate Schedule	Part B: Question 4
[ ] List of Customer Deposits	Part B: Question 5
[ ] Partnership Agreement	Part C: Question 7
[ ] Articles of Incorporation and By-Laws (WSC)	Part C: Question 7
[ ] Certificate of Account Status	Part C: Question 7
[X] Financial Audit	Part C: Question 10
[ ] Application Attachment A & B	Part C: Question 10
[ ] Disclosure of Affiliated Interests	Part C: Question 10
[ ] Capital Improvement Plan	Part C: Question 10
[X] List of Assets to be Transferred	Part D: 11.B
[ ] Developer Contribution Contracts or Agreements	Part D: 11.D
[X] Enforcement Action Correspondence	Part E: Question 18 (Part D: Q12)
[X] TCEQ Compliance Correspondence	Part F: Question 22
[ ] TCEQ Engineering Approvals	Part F: Question 24
[ ] Purchased Water Supply or Treatment Agreement	Part F: Question 26
[X] Detailed (large scale) Map	Part G: Question 29
[X] General Location (small scale) Map	Part G: Question 29
[X] Digital Mapping Data	Part G: Question 29
[X] Signed & Notarized Oath	Page 13-14

Part A: General Information

1. Describe the proposed transaction, including the effect on all CCNs involved, and provide details on the existing or expected land use in the area affected by the proposed transaction. Attach all supporting documentation, such as a contract, a lease, or proposed purchase agreements:

This application requests approval for the sale/transfer of all assets used and useful for The Commons Water Supply, Inc. public drinking water system (PWS ID No. 1012978) and its CCN No. 12781 service area in Harris County, Texas to Aqua Texas, Inc., CCN NO. 13203.

See Attachment 1 - Overview and Attachment 3 - Asset Purchase Agreement.

2. The proposed transaction will require (check all applicable):

For **Transferee** (Purchaser) CCN:

[ ] Obtaining a NEW CCN for Purchaser
[X] Transfer all CCN into Purchaser's CCN (Merger)
[ ] Transfer Portion of CCN into Purchaser's CCN
[ ] Transfer all CCN to Purchaser and retain Seller CCN
[ ] Uncertificated area added to Purchaser's CCN

For **Transferor** (Seller) CCN:

[X] Cancellation of Seller's CCN
[ ] Transfer of a Portion of Seller's CCN to Purchaser
[ ] Only Transfer of Facilities, No CCN or Customers
[ ] Only Transfer of Customers, No CCN or Facilities
[ ] Only Transfer CCN Area, No Customers or Facilities

Part B: Transferor Information

Questions 3 through 5 apply only to the *transferor* (current service provider or seller)

3. A. Name: The Commons Water Supply, Inc.
(individual, corporation, or other legal entity)
[ ] Individual [X] Corporation [ ] WSC [ ] Other:

B. Mailing Address: 1401 Woodlands Parkway, The Woodlands, TX 77380

Phone: (713) 452-1700 Email: Not applicable

C. Contact Person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Jeff Dewese Title: Vice President
Mailing Address: 1401 Parkway, The Woodlands, TX 77380
Phone: (713) 452-1725 Email: jdewese@signoreillycompany.com

4. If the utility to be transferred is an Investor Owned Utility (IOU), for the most recent rate change, attach a copy of the current tariff and complete A through B:
See Attachment 5.

A. Effective date for most recent rates: February 5, 2011

B. Was notice of this increase provided to the Public Utility Commission of Texas (Commission) or a predecessor regulatory authority?

[ ] No [X] Yes Application or Docket Number: TCEQ Application No. 36897-R

If the transferor is a Water Supply or Sewer Service Corporation, provide a copy of the current tariff.

5. For the customers that will be transferred following the approval of the proposed transaction, check all that apply:

[ ] There are *no* customers that will be transferred
All deposits held by The Commons Water Supply, Inc., if any, will be refunded prior to closing. Applicants request a waiver of production for this item.
[ ] # of customers without deposits held by the transferor
[X] # of customers with deposits held by the transferor* 992
See Attachment 15.

*Attach a list of all customers affected by the proposed transaction that have deposits held, and include a customer indicator (name or account number), date of each deposit, amount of each deposit, and any unpaid interest on each deposit.

Part C: Transferee Information

Questions 6 through 10 apply only to the *transferee* (purchaser or proposed service provider)

6. A. Name: Aqua Texas, Inc.
(individual, corporation, or other legal entity)
[ ] Individual [ ] Corporation [ ] WSC [ ] Other:

B. Mailing Address: 1106 Clayton Lane, Suite 400W, Austin, Texas 78723

Phone: (512) 990-4400 Email: Not applicable.

C. Contact Person. Provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title.

Name: Geoffrey P. Krishbaum Title: Attorney
Address: Terrill & Waldrop, 810 West 10th Street, Austin, Texas 78701
Phone: Email: gkirshbaum@terrillwaldrop.com

D. If the transferee is someone other than a municipality, is the transferee current on the Regulatory Assessment Fees (RAF) with the Texas Commission on Environmental Quality (TCEQ)?

[ ] No [ ] Yes [ ] N/A

E. If the transferee is an IOU, is the transferee current on the Annual Report filings with the Commission?

[ ] No [ ] Yes [ ] N/A

7. The legal status of the transferee is:

[ ] Individual or sole proprietorship
[ ] Partnership or limited partnership (*attach* Partnership agreement)
[ ] Corporation
Charter number (as recorded with the Texas Secretary of State): Texas Taxpayer Number: 32014405503; Texas SOS File Number 0800304878
[ ] Non-profit, member-owned, member controlled Cooperative Corporation [Article 1434(a) Water Supply or Sewer Service Corporation, incorporated under TWC Chapter 67]
Charter number (as recorded with the Texas Secretary of State):
[ ] Articles of Incorporation and By-Laws established (*attach*)
[ ] Municipally-owned utility
[ ] District (MUD, SUD, WCID, FWSD, etc.)

☐ County

☐ Affected County (a county to which Subchapter B, Chapter 232, Local Government Code, applies)

☐ Other (please explain):

8. If the transferee operates under any d/b/a, provide the name below:

Name: Aqua Texas

9. If the transferee's legal status is anything other than an individual, provide the following information regarding the officers, members, or partners of the legal entity applying for the transfer:

Name: See Attachment 7.
Position: Ownership % (if applicable): 0.00%
Address:
Phone: Email:

Name:
Position: Ownership % (if applicable): 0.00%
Address:
Phone: Email:

Name:
Position: Ownership % (if applicable): 0.00%
Address:
Phone: Email:

Name:
Position: Ownership % (if applicable): 0.00%
Address:
Phone: Email:

10. **Financial Information**

The transferee Applicant must provide accounting information typically included within a balance sheet, income statement, and statement of cash flows. If the Applicant is an existing retail public utility, this must include historical financial information and projected financial information. However, projected financial information is only required if the Applicant proposes new service connections and new investment in plant, or if requested by Staff. If the Applicant is a new market entrant and does not have its own historical balance sheet, income statement, and statement of cash flows information, then the Applicant should establish a five-year projection taking the historical information of the transferor Applicant into consideration when establishing the projections.

Historical Financial Information may be shown by providing any combination of the following that includes necessary information found in a balance sheet, income statement, and statement of cash flows:

1. Completed Appendix A;
2. Documentation that includes all of the information required in Appendix A in a concise format; or
3. Audited financial statements issued within 18 months of the application filing date. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal.

Please see Aqua America (n/k/a Essential Utilities, Inc.) 2019 Annual Report excerpts at Attachment 8.

Projected Financial Information may be shown by providing any of the following:

1. Completed Appendix B;
2. Documentation that includes all of the information required in Appendix B in a concise format;
3. A detailed budget or capital improvement plan, which indicates sources and uses of funds required, including improvements to the system being transferred; or
4. A recent budget and capital improvements plan that includes information needed for analysis of the operations test (16 Tex. Admin. Code § 24.11(e)(3)) for the system being transferred and any operations combined with the system. This may be provided electronically by providing a uniform resource locator (URL) or a link to a website portal. N/A – While investment in plant and connection additions may occur after the transaction just as before, the proposed transaction that is the subject of this application will have no impact on whether such investment or connections occur.

Part D: Proposed Transaction Details

11. A. Proposed Purchase Price: $ 4,000,000.00

If the transferee Applicant is an investor owned utility (IOU) provide answers to B through D.

B. Transferee has a copy of an inventory list of assets to be transferred (*attach*):

☐ No ☒ Yes ☐ N/A

Total Original Cost of Plant in Service: $
Accumulated Depreciation: $
Net Book Value: $

Please see Att. 3 - Asset Purchase Agreement at Sch. 1.1 List of Assets and Attachment 2 at pp. 79-90 (CP&Y Report, Appendix 1).

C. **Customer contributions in aid of construction (CIAC):** Have the customers been billed for any surcharges approved by the Commission or TCEQ to fund any assets currently used and useful in providing utility service? Identify which assets were funded, or are being funded, by surcharges on the list of assets.

☐ No ☐ Yes Not applicable.

Total Customer CIAC: $
Accumulated Amortization: $

D. **Developer CIAC:** Did the transferor receive any developer contributions to pay for the assets proposed to be transferred in this application? If so, identify which assets were funded by developer contributions on the list of assets and provide any applicable developer agreements.

☐ No ☐ Yes Not applicable.

Total developer CIAC: $
Accumulated Amortization: $

12. A. Are any improvements or construction required to meet the minimum requirements of the TCEQ or Commission and to ensure continuous and adequate service to the requested area to be transferred plus any area currently certificated to the transferee Applicant? Attach supporting documentation and any necessary TCEQ approvals, if applicable.

☒ No ☐ Yes

B. If yes, describe the source and availability of funds and provide an estimated timeline for the construction of any planned or required improvements:

Not applicable.

13. Provide any other information concerning the nature of the transaction you believe should be given consideration:

See Attachment 1. As discussed therein, the Applicants have utilized the Commission's new fair market value process authorized by TWC § 13.305 and 16 TAC 24.238 in connection with this Application. Aqua received appraisal reports valuing the System at $3,638,100, $4,000,000, and $7,283,000, making the average of the three fair market valuations $4,973,700. The purchase price the Applicants have agreed on is $4,000,000. Therefore, per 16 TAC § 24.238(b)(4), Aqua requests the Commission approve $4,000,000 as the "Ratemaking rate base" in this proceeding, which is the lesser of the two amounts. See Attachments 2 and 3.

14. Complete the following proposed entries (listed below) as shown in the books of the Transferee (purchaser) after the acquisition. Debits (positive numbers) should equal credits (negative numbers) so that all line items added together equal zero. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations:

Utility Plant in Service: $
Accumulated Depreciation of Plant: $
Cash: $
Notes Payable: $
Mortgage Payable: $
(Proposed) Acquisition Adjustment*: $
Other (NARUC account name & No.):
Other (NARUC account name & No.):

See Attachment 4 - UPIS Booking Process.

* Acquisition Adjustments will be subject to review under 16 TAC § 24.41(d) and (e)

15. A. Explain any proposed billing change (NOTE: If the acquiring entity is an IOU, the IOU may not change the rates charged to the customers through this STM application. Rates can only be changed through the approval of a rate change application.)

Not applicable.

B. If transferee is an IOU, state whether or not the transferee intends to file with the Commission, or an applicable municipal regulatory authority, an application to change rates for some or all of its customers as a result of the transaction within the next twelve months. If so, provide details below:

Transferee does not intend to file an application to change rates for any customers as a result of the proposed transaction. Other factors would drive any decision regarding rate changes.

Part E: CCN Obtain or Amend Criteria Considerations

16. Describe, in detail, the anticipated impact or changes in the quality of retail public utility service in the requested area as a result of the proposed transaction:

Aqua is a subsidiary of Essential Utilities, Inc., one of the largest publicly traded water utilities in America. Aqua currently operates more than 375 water systems in Texas. Aqua has the financial ability to make all necessary repairs and improvements to The Commons Water Supply, Inc. water system to keep it in full compliance with all TCEQ and PUC regulations. Aqua's experienced operators are thoroughly knowledgeable about water operations, as well as the requirements for continuous and adequate service. The quality of service will remain at a high level due to the experienced operators employed by Aqua. The quality of service will meet or exceed current levels. Aqua will deal promptly with any service issues which may arise.

17. Describe the transferee's experience and qualifications in providing continuous and adequate service. This should include, but is not limited to: other CCN numbers, water and wastewater systems details, and any corresponding compliance history for all operations.

See Attachment 1. A TCEQ Compliance History Report for Aqua Texas, Inc. is included as Attachment 11. Aqua Texas, Inc. will provide additional system detail information to the Commission upon request. See also Attachment 12.

18. Has the transferee been under an enforcement action by the Commission, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG), or the Environmental Protection Agency (EPA) in the past five (5) years for non-compliance with rules, orders, or state statutes? Attach copies of any correspondence with the applicable regulatory agency(ies)

☐ No ☒ Yes See Attachment 12.

19. Explain how the environmental integrity or the land will be impacted or disrupted as a result of the proposed transaction:

There will be no change with respect to environmental integrity or land impact/disruption as a result of the proposed transaction.

20. How will the proposed transaction serve the public interest?

Aqua owns several water systems near The Commons Water Supply, Inc. water system to be acquired in the proposed transaction. This transaction is in the public interest because it will allow for regional service by Aqua to transferred customers connected to The Commons Water Supply, Inc. water system. Transferred customers will benefit from economies of scale provided by Aqua's larger customer base located throughout its Southeast Region.

21. List all neighboring water or sewer utilities, cities, districts (including ground water conservation districts), counties, or other political subdivisions (including river authorities) providing the same service within two (2) miles from the outer boundary of the requested area affected by the proposed transaction:

Please see Attachment 10.

Part F: TCEQ Public Water System or Sewer (Wastewater) Information

Complete Part F for EACH Public Water or Sewer system to be transferred subject to approval of the transaction. Attach a separate sheet with this information if you need more space for additional systems being transferred.

22. A. For Public Water System (PWS):

TCEQ PWS Identification Number:	PWS 1012978	(7 digit ID)
Name of PWS:	The Commons Water Supply, Inc.	
Date of last TCEQ compliance inspection:	September 14, 2018	(attach TCEQ letter)
Subdivisions served:	The Commons of Lake Houston	See attachment 14 for TCEQ letter.

B. For Sewer service:

TCEQ Water Quality (WQ) Discharge Permit Number:	WQ -	(8 digit ID)
Name of Wastewater Facility:	Not applicable.	
Name of Permitee:		
Date of last TCEQ compliance inspection:		(attach TCEQ letter)
Subdivisions served:		
Date of application to transfer permit *submitted* to TCEQ:		

23. List the number of *existing* connections, by meter/connection type, to be affected by the proposed transaction:

Water				Sewer	
	Non-metered		2"	0	Residential
967	5/8" or 3/4"		3"	0	Commercial
23	1"		4"	0	Industrial
2	1 ½"		Other		Other
	Total Water Connections:		992	Total Sewer Connections:	0

24. A. Are any improvements required to meet TCEQ or Commission standards?

☐ No ☐ Yes

B. Provide details on each required major capital improvement necessary to correct deficiencies to meet the TCEQ or Commission standards (attach any engineering reports or TCEQ approval letters):

Description of the Capital Improvement:	Estimated Completion Date:	Estimated Cost:

C. Is there a moratorium on new connections?

☐ No ☐ Yes:

25. Does the system being transferred operate within the corporate boundaries of a municipality?

☐ No ☐ Yes: City of Houston *(name of municipality)*

See Attachment 6.

If yes, indicate the number of customers within the municipal boundary.

Water: 30 Sewer: 0

PUCT Sale, Transfer, Merger
Page **9** of **20** (September 2019)

009

Section 1: 10-K (ARTESIAN RESOURCES CORP FILE 10-K)

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2020
OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 000-18516

ARTESIAN RESOURCES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	51-0002090
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

664 Churchmans Road, Newark, Delaware 19702

Address of principal executive offices

(302) 453 – 6900

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol (s)**	**Name of each exchange on which registered**
Common Stock	ARTNA	The Nasdaq Stock Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

☐Yes ☑No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

☐Yes ☑No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☑Yes ☐No

Table of Contents

NOTE 16

RELATED PARTY TRANSACTIONS

Mr. Michael Houghton currently serves as a director through the remainder of the three year term class that expires at the Annual Meeting of the Class B Stock shareholders to be held in 2021 and until his respective successor shall be elected and qualified. Mr. Houghton is a Partner in the law firm of Morris Nichols Arsht & Tunnell, or MNAT, in Wilmington, Delaware. In the normal course of business, the Company utilizes the services of MNAT for various regulatory, real estate and public policy matters. Approximately $386,000, $253,000 and $524,000 was paid to MNAT during the years ended December 31, 2020, December 31, 2019 and December 31, 2018, respectively, for legal and director related services. As of December 31, 2020, the Company had a $2,000 accounts payable balance due to MNAT.

As set forth in the Charter of the Audit Committee of the Board, the Audit Committee is responsible for reviewing and, if appropriate, approving all related party transactions between us and any officer, any director, any person known to be the beneficial owner of more than 5% of any class of the Company's voting securities or any other related person that would potentially require disclosure. In its review and approval of the related party transactions with MNAT, the Audit Committee considered the nature of the related person's interest in the transactions; the satisfactory performance of work contracted with the related party prior to the election of Mr. Houghton as a director; and the material terms of the transactions, including, without limitation, the amount and type of transactions, the importance of the transactions to the related person, the importance of the transactions to the Company and whether the transactions would impair the judgment of a director or officer to act in the best interest of the Company. The Audit Committee approves only those related person transactions that are in, or are consistent with, the best interests of the Company and its stockholders.

NOTE 17

BUSINESS COMBINATIONS

As part of the Company's growth strategy, on April 2, 2020, Artesian Water purchased substantially all of the water system operating assets from the Town of Frankford, or Frankford, a Delaware municipality located in Sussex County, Delaware, including the right to provide water service to Frankford's existing customers, or the Frankford Water System. The Frankford Water System serves approximately 360 customers. The total purchase price was $3.6 million. The acquisition was accounted for as a business combination under ASC Topic 805, "Business Combinations". The purchase price allocation is primarily attributed to utility plant assets. The Company utilized a combination of three methods to determine the reasonableness of the purchase price: the cost approach, market approach and income approach. Given the majority of the assets acquired were tangible utility plant, the Company utilized the cost approach to record the fair value of the assets. The cost approach values the underlying assets to derive market value based on the estimated current new replacement cost, less the loss in value caused by physical deterioration, and functional and economic obsolescence of the assets. Goodwill was recognized primarily as a result of expected synergies of operations and interconnections to our existing utility plant infrastructure.

Additionally, as part of the Company's growth strategy, on August 3, 2020, Artesian Water completed its purchase of substantially all of the water system operating assets from the City of Delaware City, or Delaware City, a Delaware municipality located in New Castle County, Delaware, including the right to provide water service to Delaware City's existing customers, or the Delaware City Water System. The Delaware City Water System currently serves approximately 800 customers. The total purchase price was $2.1 million. The acquisition was accounted for as a business combination under ASC Topic 805. The preliminary purchase price allocation is primarily attributed to utility plant assets and will be finalized in the first quarter of 2021, once the valuation of assets acquired has been completed. Management does not anticipate any material changes in the allocation.

A summary of the allocation of purchase price to the assets acquired is presented in the table below and is recorded in the accompanying Consolidated Balance Sheet.

(In thousands)	
Utility plant	
Source of supply plant	$ 201
Pumping and water treatment plant	1,455
Transmission and distribution plant	3,462
Other deferred assets	
Goodwill	623
Purchase Price	**$ 5,741**

The Frankford Water System acquisition and the Delaware City Water System acquisition were approved by the DEPSC on March 18, 2020 and July 15, 2020, respectively, subject to the DEPSC determining the appropriate ratemaking treatment of the acquisition price and the assets acquired in Artesian Water's next base rate case. The pro forma effects of the businesses acquired, individually and in the aggregate, are not material to the Company's financial position or results of operations.

NOTE 18

MINUTES OF THE REGULAR MEETING OF THURSDAY, AUGUST 20, 2020

The Regular Meeting of the Board of Directors of the Municipal Authority of the Borough of Shenandoah was held on Thursday, August 20, 2020, 5:00 pm at the Office of the Authority, 424 Raven Run Rd, Lost Creek.

Present were:

Joe Anczarski
Gary Wood
John Szczyglak
Leo Pietkiewicz

Also present:

Attorney Joseph Nahas by video	- Authority Solicitor
Jennifer Hepler	- Office Supervisor
Dan Salvadore	- Chief Plant Operator
Bill Moyer	-Working Foreman
Chris McCoach	- Engineer
John Usalis	-Republican & Herald
Kaylee Lindenmuth	-Shenandoah Sentinel

Absent:

Brian Dillman

Notice of this meeting was duly advertised in the local newspaper, Republican/Herald and a copy is on file.

Joe Anczarski called the meeting to order at 5:13 pm followed by the Pledge of Allegiance to the American Flag. The meeting did not start right at 5:00 pm due to Chris McCoach having an issue getting the virtual meeting in Bluejeans to work.

Board went into executive session for employee issues at 5:14. They came out of executive session at 5:15.

PUBLIC PORTION
None

APPROVE FYE SEPTEMBER 30, 2019 AUDIT
Motion of Leo Pietkiewicz, Second by John Szczyglak
Roll Call Vote
Joe Anczarski – yes
Gary Wood – yes
Leo Pietkiewicz --yes
John Szczyglak – yes
Brian Dillman—absent

MINUTES OF MEETING
AUGUST 20, 2020
PAGE 2 OF 4

APPROVE OCTOBER 1, 2020 TO SEPTEMBER 30, 2021 BUDGET

Four versions of the budget were presented by Office Supervisor, Jennifer Hepler (attached) One was not to do anything, the second was a 5% rate increase and continue to suspend late fees due to COVID, the third was to resume charging late fees (late fees were suspended due to COVID and no rate increase, the fourth was the resume late fees and a 5% rate increase. The board agreed on the fourth scenario. Late fees were waived for 6 months and they agreed people should start paying again. The date of the last rate increase was questioned. It was October 1, 2016.

Motion of John Szczyglak, Second by Leo Pietkiewicz

Roll Call Vote

Joe Anczarski – yes
Gary Wood – yes
Leo Pietkiewicz --yes
John Szczyglak – yes
Brian Dillman—absent

PART TIME EMPLOYEES

To save money due to nonpayment of bills from the COVID pandemic, it was suggested that the part time office clerk's hours be reduced from 6.5 hours daily to 4.0 hours. It was also suggested that the distribution part time laborer be reduced, but his last day is Fri, Aug 21, 2020, since he is going back to college. It was discussed and agreed on that he stay on as a on call employee as needed.

Motion of Leo Pietkiewicz, Second by Gary Wood

Roll Call Vote

Joe Anczarski – yes
Gary Wood – yes
Leo Pietkiewicz –yes
John Szczyglak – yes
Brian Dillman—absent

APPROVE BENESCH'S DAM INSPECTION PROPOSAL

Motion of Leo Pietkiewicz, Second by John Szczyglak

Roll Call Vote

Joe Anczarski – yes
Gary Wood – yes
Leo Pietkiewicz --yes
John Szczyglak – yes
Brian Dillman—absent

CHOOSE ENERGY COMPANY

Jen asked for permission to choose an energy company with the lowest rates and greatest savings when she had all proposals received. She has four requested and is waiting on two more. Permission to go with best pricing and greatest savings was agreed on.

Motion of Leo Pietkiewicz, Second by John Szczyglak

Roll Call Vote

Joe Anczarski – yes
Gary Wood – yes
Leo Pietkiewicz --yes
John Szczyglak – yes
Brian Dillman—absent

MINUTES OF MEETING
AUGUST 20, 2020
PAGE 3 OF 4

APPROVE MINUTES OF MAY 21, 2020 MEETING
Motion of John Szczyglak, Second by Leo Pietkiewicz
Roll Call Vote
Joe Anczarski – yes
Gary Wood – yes
Leo Pietkiewicz --yes
John Szczyglak – yes
Brian Dillman—absent

PUBLIC PORTION
None

CPO'S REPORT
Attached

WORKING FOREMAN'S REPORT
-Help of summer part time help grass cutting at dams was completed.
-Continued replacing meters in William Penn and Lost Creek areas
-Marked all valve locations for PENNDOT and have valve risers and lids for when Main Street paving begins.
-Shustack's Welding is replacing gate at #5 and in process of replacing gate at Weston Place and plant road to #7 to stop 4 wheelers.
-Thanks to Jen for masks, gloves, cleaning supplies for COVID.
-Once Main Street paving is done, we are going to repaint hydrants.

OFFICE SUPERVISOR'S REPORT
Attached
--Emailed the Windfarm since March. We are not getting reimbursed for the property taxes. Wanted ok to transfer money to General Fund from Windfarm account to pay bills since we are waiting on over $50,000 to be reimbursed. Matter was turned over to Attorney Nahas.
Leo Pietkiewicz Motion Gary Wood Second to give authorization to transfer money. Nahas wanted a motion to be able to go after them for the tax money.
Leo Pietkiewicz amended his motion to authorize Nahas to take the necessary steps to get the tax money for us. Gary Wood second.
Roll Call Vote
Joe Anczarski – yes
Gary Wood – yes
Leo Pietkiewicz --yes
John Szczyglak – yes
Brian Dillman—absent

ENGINEER'S REPORT-
-Construction is almost complete on water line project behind Burger King. Pressure test and two bacteria tests will be performed once lines are done.
-Working on HVAC system at plant/office and SCADA upgraded for the plant.
-Copy of media replacement bids handed out—Just cleaning media and filter not replacing them. Awarded based on base bid. Leo asked if this was being paid with refinance money.

MINUTES OF MEETING
AUGUST 20, 2020
PAGE 4 OF 4

Motion to accept bid
Motion of Leo Pietkiewicz, Second by John Szczyglak
Roll Call Vote
Joe Anczarski – yes
Gary Wood – yes
Leo Pietkiewicz --yes
John Szczyglak – yes
Brian Dillman—absent

SOLICITOR'S REPORT-
-Contacted Dejana about the dump truck and the said they wanted nothing to do with MABS' Attorney. I then reached out to the Vice President of the company and he assured me that it would be taken care of. The truck was fixed and up to par with in 2 ½ - 3 weeks of me getting involved.
-I instructed Jennifer to contact other placed with windmills on their properties to see if they were paid for the taxes. I got the answer I was afraid of, that they were not paid either. I do not feel that they are coved under any COVID protections. Tomorrow I will dictate letters to go out to them. I will also attach a late fee onto that. How late are the right now, Jennifer with payment to the authority?
Jen: School taxes are current, but the first half of the year taxes are 5 months late.
Nahas: Do we have to pay more money by being late?
Jen: No, I paid them during the discount period.
Nahas: Does the Authority have an idea on what we should charge as a late fee?
John: Jen, what do we charge our customers?
Jen: Late fee is 10%.
John: I think we should charge them what we charge our customers.
Nahas: Late fee 10%, accrued for 5 months guys? (mumbling) Everyone says yes Chris?
Chris: Yes
Nahas: Cannot be done in small claims court because the cost is so high, and it is too low for a jury trial. Would need to be done with mediation. I will start by getting a letter out to them. John Szczyglak asked that Joe keep going on and not wait for the next meeting to take the next steps. Motion to continue and follow steps.
Motion of Leo Pietkiewicz, Second by no one
No motion made.

Motion to Adjourn meeting
Motion Gary Wood seconded by John Szczyglak
Meeting adjourned at 5:58 pm.

Gary Wood, Sec./Treas.

Borough of Shenandoah
Recommended Capital Structure and Cost Rates

Type Of Capital	Ratios (1)	Cost Rate		Weighted Cost Rate
Long-Term Debt	50.00%	2.94%	(2)	1.47%
Common Equity	50.00%	10.10%	(3)	5.05%
Total	100.00%			6.52%

Notes:

(1) From page 4 of this Appendix.
(2) From page 2 of this Appendix.
(3) From page 3 of this Appendix.

Borough of Shenandoah
Calculation of Average Yields for
Moody's A2-Rated Utility Bonds

Date	Moody's A2-Rated Utility Bond Yields
10/1/2020	2.90%
10/2/2020	2.93%
10/5/2020	2.99%
10/6/2020	2.94%
10/7/2020	2.99%
10/8/2020	2.96%
10/9/2020	2.97%
10/13/2020	2.91%
10/14/2020	2.89%
10/15/2020	2.89%
10/16/2020	2.90%
10/19/2020	2.92%
10/20/2020	2.97%
10/21/2020	2.99%
10/22/2020	3.00%
10/23/2020	2.98%
10/26/2020	2.93%
10/27/2020	2.91%
10/28/2020	2.93%
10/29/2020	2.98%
10/30/2020	2.99%
11/2/2020	2.98%
11/3/2020	3.01%
11/4/2020	2.89%
11/5/2020	2.86%
11/6/2020	2.89%
11/9/2020	2.99%
11/10/2020	3.00%
11/12/2020	2.89%
11/13/2020	2.89%
Average	2.94%

Source of Information:
Bloomberg Professional Services

Borough of Shenandoah
Brief Summary of Common Equity Cost Rate

Line No.	Principal Methods	Proxy Group of Seven Water Companies
1.	Discounted Cash Flow Model (DCF) (1)	9.07%
2.	Risk Premium Model (RPM) (2)	10.66%
3.	Capital Asset Pricing Model (CAPM) (3)	10.86%
4.	Market Models Applied to Comparable Risk, Non-Price Regulated Companies (4)	11.10%
5.	Indicated Range of Common Equity Cost Rates	9.07% - 11.10%
6.	Recommended Common Equity Cost Rate	10.10%

Notes: (1) From page 5 of this Appendix.
(2) From page 13 of this Appendix.
(3) From page 25 of this Appendix.
(4) From page 30 of this Appendix.

Capital Structure Based upon Total Permanent Capital for the
Proxy Group of Seven Water Companies
2015 - 2019, Inclusive

	2019	2018	2017	2016	2015	5 YEAR AVERAGE
American States Water Company						
Long-Term Debt	31.87 %	36.54 %	37.75 %	39.40 %	41.15 %	37.34 %
Preferred Stock	0.00	0.00	0.00	0.00	0.00	0.00
Common Equity	68.13	63.46	62.25	60.60	58.85	62.66
Total Capital	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %
American Water Works Company Inc						
Long-Term Debt	58.59 %	56.55 %	55.81 %	54.74 %	53.89 %	55.92 %
Preferred Stock	0.03	0.05	0.07	0.09	0.11	0.07
Common Equity	41.38	43.40	44.12	45.17	46.00	44.01
Total Capital	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %
California Water Service Group						
Long-Term Debt	50.90 %	52.74 %	43.40 %	45.83 %	44.69 %	47.51 %
Preferred Stock	0.00	0.00	0.00	0.00	0.00	0.00
Common Equity	49.10	47.26	56.60	54.17	55.31	52.49
Total Capital	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %
Essential Utilities, Inc.						
Long-Term Debt	44.23 %	56.06 %	52.26 %	50.81 %	50.76 %	50.82 %
Preferred Stock	0.00	0.00	0.00	0.00	0.00	0.00
Common Equity	55.77	43.94	47.74	49.19	49.24	49.18
Total Capital	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %
Middlesex Water Company						
Long-Term Debt	42.20 %	38.94 %	38.65 %	38.91 %	40.44 %	39.83 %
Preferred Stock	0.37	0.59	0.64	0.68	0.69	0.59
Common Equity	57.43	60.47	60.71	60.41	58.87	59.58
Total Capital	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %
SJW Group						
Long-Term Debt	59.47 %	32.67 %	48.20 %	50.69 %	50.03 %	48.21 %
Preferred Stock	0.00	0.00	0.00	0.00	0.00	0.00
Common Equity	40.53	67.33	51.80	49.31	49.97	51.79
Total Capital	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %
York Water Company						
Long-Term Debt	42.95 %	42.52 %	43.02 %	42.60 %	44.46 %	43.11 %
Preferred Stock	0.00	0.00	0.00	0.00	0.00	0.00
Common Equity	57.05	57.48	56.98	57.40	55.54	56.89
Total Capital	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %
Proxy Group of Seven Water Companies						
Long-Term Debt	47.17 %	45.15 %	45.59 %	46.14 %	46.49 %	46.11 %
Preferred Stock	0.06	0.09	0.10	0.11	0.11	0.09
Common Equity	52.77	54.76	54.32	53.75	53.40	53.80
Total Capital	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %

Source of Information
Annual Forms 10-K

Borough of Shenandoah
Indicated Common Equity Cost Rate Using the Discounted Cash Flow Model for
Proxy Group of Seven Water Companies

Proxy Group of Seven Water Companies	[1] Average Dividend Yield (1)	[2] Value Line Projected Five Year Growth in EPS (2)	[3] Zack's Five Year Projected Growth Rate in EPS	[4] Yahoo! Finance Projected Five Year Growth in EPS	[5] Bloomberg Projected Five Year Growth in EPS	[6] Average Projected Five Year Growth in EPS (3)	[7] Adjusted Dividend Yield (4)	[8] Indicated Common Equity Cost Rate (5)
American States Water Company	1.77 %	6.50 %	4.90 %	5.10 %	6.00 %	5.63 %	1.82 %	7.45 %
American Water Works Company Inc	1.47	8.50	8.10	8.30	8.35	8.31	1.53	9.84
California Water Service Group	1.86	6.50	NA	10.65	9.00	8.72	1.94	10.66
Essential Utilities, Inc.	2.40	7.00	6.20	6.70	6.23	6.53	2.48	9.01
Middlesex Water Company	1.67	6.00	NA	2.70	NA	4.35	1.71	6.06
SJW Group	2.06	10.50	14.00	13.70	6.00	11.05	2.17	13.22
York Water Company	1.63	7.00	NA	4.90	NA	5.95	1.68	7.63
							Average	9.12 %
							Median	9.01 %
						Average of Mean and Median		9.07 %

NA= Not Available

Notes:

(1) Indicated dividend at 11/13/2020 divided by the average closing price of the last 60 trading days ending 11/13/2020 for each company.
(2) From pages 6 through 12 of this Appendix.
(3) Average of columns 2 through 5 excluding negative growth rates.
(4) This reflects a growth rate component equal to one-half the conclusion of growth rate (from column 6) x column 1 to reflect the periodic payment of dividends (Gordon Model) as opposed to the continuous payment. Thus, for American States Water Company, 1.77% x (1+(1/2 x 5.63%)) = 1.82%.
(5) Column 6 + column 7.

Source of Information:

Value Line Investment Survey
www.zacks.com Downloaded on 11/13/2020
www.yahoo.com Downloaded on 11/13/2020
Bloomberg Professional Services

AMER. STATES WATER NYSE-AWR

RECENT PRICE 74.33 | P/E RATIO 31.6 (Trailing: 32.6 Median: 22.0) | RELATIVE P/E RATIO 1.51 | DIV'D YLD 1.8% | VALUE LINE

TIMELINESS 2 Lowered 10/9/20
SAFETY 2 Raised 7/20/12
TECHNICAL 4 Lowered 10/9/20
BETA .65 (1.00 = Market)

18-Month Target Price Range
Low-High Midpoint (% to Mid)
$64-$121 $93 (25%)

2023-25 PROJECTIONS

	Price	Gain	Ann'l Total Return
High	80	(+10%)	4%
Low	60	(-20%)	-2%

Institutional Decisions

	4Q2019	1Q2020	2Q2020
to Buy	137	125	135
to Sell	145	166	129
Hld's(000)	26734	26162	25635

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
High:	19.4	19.8	18.2	24.1	33.1	38.7	44.1	47.2	58.4	69.6	96.0	96.6						
Low:	14.9	15.6	15.3	17.0	24.0	27.0	35.8	37.3	41.1	50.1	63.3	65.1						

LEGENDS
1.35 x Dividends p sh divided by Interest Rate
.... Relative Price Strength
2-for-1 split 9/13
Options: Yes
Shaded area indicates recession

Target Price Range 2023 2024 2025
128 96 80 64 48 40 32 24 16 12

% TOT. RETURN 8/20

	THIS STOCK	VL ARITH.* INDEX
1 yr.	-16.8	8.7
3 yr.	61.6	17.6
5 yr.	120.5	45.6

Percent shares traded 24 16 8

6.81	7.03	7.88	8.75	9.21	9.74	10.71	11.12	12.12	12.19	12.17	12.56	11.92	12.01	11.88	12.86	13.10	13.40
1.11	1.32	1.45	1.65	1.69	1.70	2.11	2.13	2.48	2.65	2.67	2.81	2.70	2.96	2.84	3.26	3.30	3.60
.53	.66	.67	.81	.78	.81	1.11	1.12	1.41	1.61	1.57	1.61	1.62	1.88	1.72	2.28	2.30	2.45
.44	.45	.46	.48	.50	.51	.52	.55	.64	.76	.83	.87	.91	.99	1.06	1.16	1.28	1.40
2.51	2.12	1.95	1.45	2.23	2.09	2.12	2.13	1.77	2.52	1.89	2.39	3.55	3.08	3.44	4.12	3.60	3.50
7.51	7.86	8.32	8.77	8.97	9.70	10.13	10.84	11.80	12.72	13.24	12.77	13.52	14.45	15.19	16.33	17.15	18.10
33.50	33.60	34.10	34.46	34.60	37.06	37.26	37.70	38.53	38.72	38.29	36.50	36.57	36.68	36.76	36.85	37.00	37.25
23.2	21.9	27.7	24.0	22.6	21.2	15.7	15.4	14.3	17.2	20.1	24.6	25.6	25.7	34.0	34.4	Bold figures are Value Line estimates	
1.23	1.17	1.50	1.27	1.36	1.41	1.00	.97	.91	.97	1.06	1.24	1.34	1.29	1.84	1.87		
3.6%	3.1%	2.5%	2.5%	2.9%	2.9%	3.0%	3.2%	3.1%	2.7%	2.6%	2.2%	2.2%	2.0%	1.8%	1.5%		
398.9	419.3	466.9	472.1	465.8	458.6	436.1	440.6	436.8	473.9	485	500
41.4	42.0	54.1	62.7	61.1	60.5	59.7	69.4	63.9	84.3	85.0	90.0
43.2%	41.7%	39.9%	36.3%	38.4%	38.4%	36.8%	36.0%	22.0%	22.6%	23.0%	23.0%
5.8%	2.0%	2.5%	- -	- -	- -	- -	- -	2.5%	- -	1.0%	1.0%
44.3%	45.4%	42.2%	39.8%	39.1%	41.1%	39.4%	38.0%	40.5%	44.4%	46.0%	47.0%
55.7%	54.6%	57.8%	60.2%	60.9%	58.9%	60.6%	62.0%	59.5%	55.6%	54.0%	53.0%
677.4	749.1	787.0	818.4	832.6	791.5	815.3	854.9	938.4	1082.5	1180	1275
855.0	896.5	917.8	981.5	1003.5	1060.8	1150.9	1205.0	1296.3	1415.7	1485	1590
7.6%	7.1%	8.3%	8.9%	8.6%	9.0%	8.6%	9.3%	7.9%	8.9%	8.0%	8.0%
11.0%	10.3%	11.9%	12.7%	12.0%	13.0%	12.1%	13.1%	11.4%	14.0%	13.0%	13.5%
11.0%	10.3%	11.9%	12.7%	12.0%	13.0%	12.1%	13.1%	11.4%	14.0%	13.0%	13.5%
5.8%	5.3%	6.6%	6.8%	5.7%	6.0%	5.3%	6.2%	4.5%	6.9%	6.0%	6.0%
47%	49%	45%	47%	53%	54%	56%	52%	61%	51%	56%	56%

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	23-25
Revenues per sh	16.40
"Cash Flow" per sh	4.50
Earnings per sh A	2.90
Div'd Decl'd per sh B■	1.85
Cap'l Spending per sh	3.75
Book Value per sh D	21.35
Common Shs Outst'g C	37.50
Avg Ann'l P/E Ratio	23.5
Relative P/E Ratio	1.30
Avg Ann'l Div'd Yield	2.6%
Revenues ($mill)	615
Net Profit ($mill)	110
Income Tax Rate	23.0%
AFUDC % to Net Profit	1.0%
Long-Term Debt Ratio	49.5%
Common Equity Ratio	51.5%
Total Capital ($mill)	1565
Net Plant ($mill)	1780
Return on Total Cap'l	8.5%
Return on Shr. Equity	14.0%
Return on Com Equity	14.0%
Retained to Com Eq	5.0%
All Div'ds to Net Prof	64%

CAPITAL STRUCTURE as of 6/30/20
Total Debt $330.3 mill. **Due in 5 Yrs** $6.9 mill.
LT Debt $280.9 mill. **LT Interest** $24.5 mill. (31% of Cap'l)

Leases, Uncapitalized: Annual rentals $2.7 mill.
Pension Assets-12/19 $192.5 mill. **Oblig.** $231.9 mill.
Pfd Stock None

Common Stock 36,883,874 shs. as of 7/30/20

MARKET CAP: $2.7 billion (Mid Cap)

CURRENT POSITION ($MILL.)	2018	2019	6/30/20
Cash Assets	7.1	1.3	6.5
Accts Receivable	23.4	20.9	30.4
Other	101.0	100.3	100.1
Current Assets	131.5	122.5	137.0
Accts Payable	59.5	55.6	51.8
Debt Due	40.3	5.3	49.4
Other	46.8	55.1	57.5
Current Liab.	146.6	116.0	158.7

ANNUAL RATES of change (per sh)	Past 10 Yrs.	Past 5 Yrs.	Est'd '17-'19 to '23-'25
Revenues	3.0%	- -	5.0%
"Cash Flow"	6.0%	3.0%	7.0%
Earnings	9.5%	5.0%	6.5%
Dividends	8.0%	7.5%	9.5%
Book Value	5.5%	4.0%	5.5%

Calendar	QUARTERLY REVENUES ($ mill.) Mar.31	Jun. 30	Sep. 30	Dec. 31	Full Year
2017	98.8	113.2	124.4	104.2	440.6
2018	94.7	106.9	124.2	111.0	436.8
2019	101.7	124.7	134.5	113.0	473.9
2020	109.1	121.3	139.6	115	485
2021	110	125	145	120	500

Calendar	EARNINGS PER SHARE A Mar.31	Jun. 30	Sep. 30	Dec. 31	Full Year
2017	.34	.62	.57	.35	1.88
2018	.29	.44	.62	.37	1.72
2019	.35	.72	.76	.45	2.28
2020	.38	.69	.73	.50	2.30
2021	.43	.72	.75	.55	2.45

Calendar	QUARTERLY DIVIDENDS PAID B■ Mar.31	Jun.30	Sep.30	Dec.31	Full Year
2016	.224	.224	.224	.242	.91
2017	.242	.242	.255	.255	.99
2018	.255	.255	.275	.275	1.06
2019	.275	.275	.305	.305	1.16
2020	.305	.305	.335		

BUSINESS: American States Water Co. operates as a holding company. Through its principal subsidiary, Golden State Water Co., it supplies water to 260,708 customers in 10 California counties. Service areas include the metropolitan areas of Los Angeles and Orange Counties. The company also provides electricity to 24,420 customers in Big Bear Lake and San Bernardino Cnty. Provides water & wastewater services to U.S. military bases through its ASUS subsidiary. Sold Chaparral City Wtr. of AZ. (6/11). Employs 841. BlackRock, Inc. owns 15.9% of out. shares; Vanguard, 11.9%; off. & dir. 1.0%. (4/20 Proxy). Chairman: Lloyd Ross. Pres. & CEO: Robert Sprowls. Inc: CA. Address: 630 East Foothill Blvd., San Dimas, CA 91773. Tel: 909-394-3600. Internet: www.aswater.com.

American States Water recently raised its dividend by more than we had anticipated. In the third quarter, the water utility hiked the quarterly payout almost 10%. This represented one of the largest increases in the entire industry. What's more, with a dividend-to-net profit ratio that is considered low for this group, there is ample room for growth in the distribution in the years ahead. We think annual increases of close to double digits are possible through mid-decade.

Golden State Water is doing well, despite problems in its home state. The second-quarter year-over-year earnings comparison was much better than it appeared, as the company recorded a large one-time gain in the 2019 period. As California deals with the impact of the coronavirus and wildfires, the utility is operating smoothly as the demand for water typically remains stable whether the economy is booming or in a recession, as is the case now.

Our earnings estimates are unchanged, once again. As we often point out, one of the main advantages of a water utility is the predictable nature of its income stream. Hence, we are still looking for share earnings of $2.30 and $2.45 for 2020 and 2021, respectively.

Nonregulated operations should be a key driver of long-term growth. Though its ASUS subsidiary, American States provides water services to U.S. Army bases around the country. As the military continues to privatize its water systems, we expect the company to win its fair share of the 50-year contracts. Responsible for over 17% of net profits last quarter, this percentage should continue to trend higher. Also, profitability in this sector is not capped like it is in the regulated business.

Short-term investors might find these shares attractive. For starters, the equity is expected to outperform the market averages in the year ahead. What's more, during this period of economic and political uncertainty, the utility has very well-defined prospects. As usual, a premium will have to be paid to own stock in this space. Also, as is the case with most utilities, AWR's total return prospects out to 2023-2025 are not impressive.

James A. Flood *October 9, 2020*

(A) Primary earnings. Excludes nonrecurring gains/(losses): '04, 7¢; '05, 13¢; '06, 3¢; '08, (14¢); '10, (23¢); '11, 10¢. Next earnings report due early November.
(B) Dividends historically paid in early March, June, September, and December. ■ Div'd reinvestment plan available.
(C) In millions, adjusted for split.
(D) Includes intangibles. As of 12/31/19; $1.1 million/$0.04 a share.

Company's Financial Strength	A
Stock's Price Stability	100
Price Growth Persistence	85
Earnings Predictability	85

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AMERICAN WATER NYSE-AWK

RECENT PRICE 144.55 | P/E RATIO 37.2 (Trailing: 41.1 Median: 22.0) | RELATIVE P/E RATIO 1.78 | DIV'D YLD 1.6% | VALUE LINE

TIMELINESS 1 Raised 10/9/20
SAFETY 3 New 7/25/08
TECHNICAL 3 Lowered 10/9/20
BETA .85 (1.00 = Market)

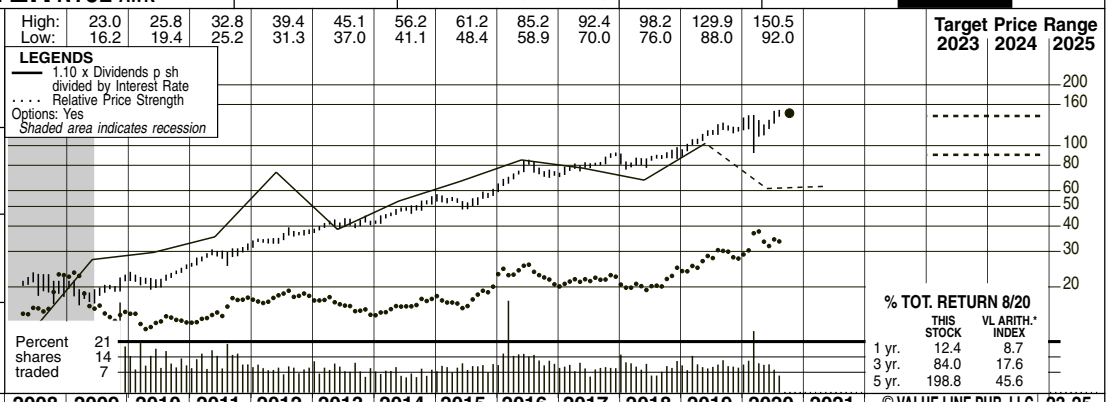
18-Month Target Price Range
Low-High Midpoint (% to Mid)
$104-$236 $170 (20%)

2023-25 PROJECTIONS

	Price	Gain	Ann'l Total Return
High	140	(-5%)	1%
Low	90	(-40%)	-9%

Institutional Decisions

	4Q2019	1Q2020	2Q2020
to Buy	393	333	363
to Sell	361	415	371
Hld's(000)	155435	151948	151102



2004	2005	2006E	2007E	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	© VALUE LINE PUB. LLC	23-25
--	--	13.08	13.84	14.61	13.98	15.49	15.18	16.25	16.28	16.78	17.72	18.54	18.81	19.04	19.97	*20.95*	*21.85*	Revenues per sh	*24.75*
--	--	.65	d.47	2.87	2.89	3.56	3.73	4.27	4.36	4.75	5.13	5.26	5.14	6.15	6.65	*8.00*	*8.15*	"Cash Flow" per sh	*8.75*
--	--	d.97	d2.14	1.10	1.25	1.53	1.72	2.11	2.06	2.39	2.64	2.62	2.38	3.15	3.43	*3.85*	*4.20*	Earnings per sh A	*4.90*
--	--	--	--	.40	.82	.86	.90	1.21	.84	1.21	1.33	1.47	1.62	1.78	1.96	*2.15*	*2.35*	Div'd Decl'd per sh B■	*2.90*
--	--	4.31	4.74	6.31	4.50	4.38	5.27	5.25	5.50	5.33	6.51	7.36	8.04	8.78	9.15	*8.70*	*9.20*	Cap'l Spending per sh	*9.00*
--	--	23.86	28.39	25.64	22.91	23.59	24.11	25.11	26.52	27.39	28.25	29.24	30.13	32.42	33.83	*35.40*	*36.95*	Book Value per sh D	*42.50*
--	--	160.00	160.00	160.00	174.63	175.00	175.66	176.99	178.25	179.46	178.28	178.10	178.44	180.68	180.81	*181.50*	*182.00*	Common Shs Outst'g C	*189.00*
--	--	--	--	18.9	15.6	14.6	16.8	16.7	19.9	20.0	20.5	27.7	33.8	27.3	32.9	*Bold figures are Value Line estimates*		Avg Ann'l P/E Ratio	*23.5*
--	--	--	--	1.14	1.04	.93	1.05	1.06	1.12	1.05	1.03	1.45	1.70	1.47	1.79			Relative P/E Ratio	*1.30*
--	--	--	--	1.9%	4.2%	3.8%	3.1%	3.4%	2.0%	2.5%	2.5%	2.0%	2.0%	2.1%	1.7%			Avg Ann'l Div'd Yield	*2.5%*
						2710.7	2666.2	2876.9	2901.9	3011.3	3159.0	3302.0	3357.0	3440.0	3610.0	*3800*	*3975*	Revenues ($mill)	*4675*
						267.8	304.9	374.3	369.3	429.8	476.0	468.0	426.0	567.0	621.0	*700*	*765*	Net Profit ($mill)	*925*
						40.4%	39.5%	40.7%	39.1%	39.4%	39.1%	39.2%	53.3%	28.2%	25.5%	*21.0%*	*21.0%*	Income Tax Rate	*21.0%*
						--	--	6.2%	5.1%	--	--	--	--	5.1%	4.0%	*5.0%*	*5.0%*	AFUDC % to Net Profit	*5.0%*
						56.8%	55.7%	53.9%	52.4%	52.4%	53.7%	52.4%	54.7%	56.3%	58.5%	*61.0%*	*60.5%*	Long-Term Debt Ratio	*59.0%*
						43.2%	44.2%	46.1%	47.6%	47.4%	46.2%	47.5%	45.3%	43.6%	41.4%	*39.0%*	*39.5%*	Common Equity Ratio	*41.0%*
						9561.3	9580.3	9635.5	9940.7	10364	10911	10967	11875	13433	14760	*15800*	*17050*	Total Capital ($mill)	*20000*
						11059	11021	11739	12391	12900	13933	14992	16246	17409	18232	*19100*	*20000*	Net Plant ($mill)	*22200*
						4.4%	4.8%	5.4%	5.1%	5.5%	5.7%	5.6%	4.9%	5.4%	5.4%	*5.5%*	*5.5%*	Return on Total Cap'l	*6.0%*
						6.5%	7.2%	8.4%	7.8%	8.7%	9.4%	9.0%	7.9%	9.7%	10.1%	*11.0%*	*11.5%*	Return on Shr. Equity	*11.5%*
						6.5%	7.2%	8.4%	7.8%	8.7%	9.4%	9.0%	7.9%	9.7%	10.1%	*11.9%*	*11.5%*	Return on Com Equity	*11.5%*
						2.8%	3.5%	3.6%	4.7%	4.3%	4.7%	4.0%	2.5%	4.2%	4.4%	*5.0%*	*4.5%*	Retained to Com Eq	*4.5%*
						56%	52%	57%	40%	50%	50%	56%	68%	56%	57%	*56%*	*59%*	All Div'ds to Net Prof	*59%*

CAPITAL STRUCTURE as of 6/30/20
Total Debt $10578 mil. **Due in 5 Yrs** $2500 mil.
LT Debt $9589 mil. **LT Interest** $354 mil. (60% of Cap'l)

Leases, Uncapitalized: Annual rentals $14.0 mill.
Pension Assets12/19 $1747.0 mill
Oblig. $2161.0 mill.
Pfd Stock $5.0 mill. **Pfd Div'd** $.4 mill

Common Stock 181,204,068 shares
as of 7/31/20

MARKET CAP: $26.2 billion (Large Cap)

CURRENT POSITION ($MILL.)	2018	2019	6/30/20
Cash Assets	158	91	569
Accts Receivable	301	294	298
Other	322	900	1029
Current Assets	781	1285	1896
Accts Payable	175	203	169
Debt Due	1035	814	989
Other	884	1028	955
Current Liab.	2094	2045	2113

ANNUAL RATES of change (per sh)	Past 10 Yrs.	Past 5 Yrs.	Est'd '17-'19 to '23-'25
Revenues	3.0%	3.0%	*4.5%*
"Cash Flow"	13.0%	6.0%	*6.5%*
Earnings	45.5%	6.5%	*8.5%*
Dividends	16.0%	10.5%	*8.5%*
Book Value	2.5%	4.0%	*5.0%*

Calendar	QUARTERLY REVENUES ($ mill.) Mar.31	Jun. 30	Sep. 30	Dec. 31	Full Year
2017	756	844	936	821	3357
2018	761	853	976	850	3440
2019	813	882	1013	902	3610
2020	844	931	*1090*	*935*	*3800*
2021	*885*	*970*	*1120*	*1000*	*3975*

Calendar	EARNINGS PER SHARE A Mar.31	Jun. 30	Sep. 30	Dec. 31	Full Year
2017	.52	.73	1.12	.01	2.38
2018	.59	.91	1.03	.62	3.15
2019	.62	.94	1.33	.54	3.43
2020	.68	.97	*1.40*	*.80*	*3.85*
2021	*.72*	*1.05*	*1.60*	*.83*	*4.20*

Calendar	QUARTERLY DIVIDENDS PAID B■ Mar.31	Jun.30	Sep.30	Dec.31	Full Year
2016	.34	.375	.375	.375	1.47
2017	.375	.415	.415	.415	1.62
2018	.415	.455	.455	.455	1.78
2019	.455	.50	.50	.50	1.96
2020	.50	.55	.55		

BUSINESS: American Water Works Company, Inc. is the largest investor-owned water and wastewater utility in the U.S., providing services to approximately 15 million people in 46 states. Nonregulated business assists municipalities and military bases with the maintenance and upkeep as well. Regulated operations made up 86% of 2019 revenues. New Jersey is its largest market accounting for 24.6% of regulated revenues; Pennsylvania, 22.3%; Missouri, 10.5%. Has 6,800 employees. The Vanguard Grp, owns 12.4% of outstanding shares; BlackRock, Inc., 8.7%; officers & directors, less than 1.0%. (3/20 Proxy). President & CEO: Susan N. Story. Chairman: George MacKenzie. Address: 1 Water Street, Camden, NJ 08102. Tel.: 856-346-8200. Internet: www.amwater.com.

Shares of American Water Works continue to outperform the broader market, as well as that of its peers. Since our last report three months ago, the equity has increased nearly 14% in value, versus about a 6% rise in the S&P 500 Index. In addition, most of the other stocks in this group have actually posted negative returns averaging in the double digits over the same time span.

Earnings and dividend growth prospects are bright. Due to its bolt-on acquisition strategy, a constructive relationship with its many different state regulators, and the ability to cut costs, we estimate that American Water's share-net and annual payout may well rise 9%-11% in 2020 and 2021. This is far superior to most others in the industry. Much of the expense control is related to its merger policy. Because the water industry is very fragmented, significant economies of scale are very attainable. So, American Water can purchase other water districts and increase the margins on the purchased assets. Through July of this year, more than 60,000 new customers were added, with another 43,600 under agreement.

The construction budget remain massive. As is the case with most water utilities, the company is investing heavily to upgrade and modernize its pipeline and water treatment assets. Approximately $28 billion has been spent over the past decade, with about another $20 billion projected to be used over the next decade. Still, we expect American Water's balance sheet to remain in decent shape even though a fair amount of new debt will probably be needed to finance the building program.

Investors will likely have to continue to pay a hefty premium for these timely shares. As we have pointed out in previous reports, by a metric such as the Price/Earnings ratio, AWK is trading at levels well above the market averages and its group. We attribute this to the company's well-defined earnings and dividend growth prospects. The equity also seems to benefit from it large size, as well as the lack of options in this space for institutions seeking to take large positions. Over the pull to 2023-2025, these shares have subpar total return prospects.

James A. Flood *October 9, 2020*

(A) Diluted earnings. Excludes nonrecur. losses: '08, $4.62; '09, $2.63; '11, $0.07. Disc. oper.: '06, ($0.04); '11, $0.03; '12, ($0.10); '13,($0.01). GAAP used as of 2014. Next earnings report due early Nov.
(B) Dividends paid in March, June, September, and December. ■ Div. reinvestment available.
(C) In millions. **(D)** Includes intangibles. On 6/30/20: $1.567 billion, $8.65/share.
(E) Pro forma numbers for '06 & '07.

Company's Financial Strength	B++
Stock's Price Stability	85
Price Growth Persistence	100
Earnings Predictability	85

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CALIFORNIA WATER NYSE-CWT

RECENT PRICE 43.55 | P/E RATIO 33.0 (Trailing: 53.8 Median: 23.0) | RELATIVE P/E RATIO 1.58 | DIV'D YLD 2.0% | VALUE LINE

TIMELINESS 3 Lowered 3/6/20
SAFETY 3 Lowered 7/27/07
TECHNICAL 3 Lowered 6/12/20
BETA .65 (1.00 = Market)

18-Month Target Price Range

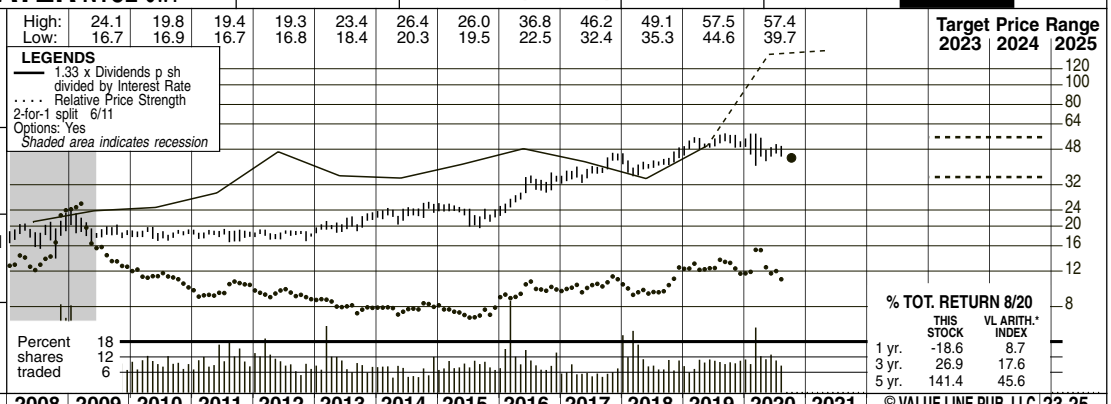
Low-High	Midpoint (% to Mid)
$36-$71	$54 (25%)

2023-25 PROJECTIONS

	Price	Gain	Ann'l Total Return
High	55	(+25%)	8%
Low	35	(-20%)	-3%

Institutional Decisions

	4Q2019	1Q2020	2Q2020
to Buy	115	104	109
to Sell	101	118	107
Hld's(000)	36624	35792	35580



2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	© VALUE LINE PUB. LLC	23-25
8.59	8.72	8.10	8.88	9.90	10.82	11.05	12.00	13.34	12.23	12.50	12.29	12.70	13.89	14.53	14.72	*14.60*	*15.20*	Revenues per sh	*15.00*
1.42	1.52	1.36	1.56	1.86	1.93	1.93	2.07	2.32	2.21	2.47	2.22	2.34	3.00	3.11	3.14	*2.45*	*3.30*	"Cash Flow" per sh	*3.50*
.73	.74	.67	.75	.95	.98	.91	.86	1.02	1.02	1.19	.94	1.01	1.40	1.36	1.31	*.85*	*1.75*	Earnings per sh A	*2.00*
.57	.57	.58	.58	.59	.59	.60	.62	.63	.64	.65	.67	.69	.72	.75	.79	*.85*	*.89*	Div'd Decl'd per sh B ■	*1.05*
1.87	2.01	2.14	1.84	2.41	2.66	2.97	2.83	3.04	2.58	2.76	3.69	4.77	5.40	5.65	5.64	*4.85*	*4.75*	Cap'l Spending per sh	*4.25*
7.83	7.90	9.07	9.25	9.72	10.13	10.45	10.76	11.28	12.54	13.11	13.41	13.75	14.44	15.19	16.07	*15.70*	*15.90*	Book Value per sh C	*16.05*
36.73	36.78	41.31	41.33	41.45	41.53	41.67	41.82	41.98	47.74	47.81	47.88	47.97	48.01	48.07	48.53	*50.00*	*51.00*	Common Shs Outst'g D	*53.00*
20.1	24.9	29.2	26.1	19.8	19.7	20.3	21.3	17.9	20.1	19.7	24.8	29.6	26.9	30.3	39.3	*Bold figures are Value Line estimates*		Avg Ann'l P/E Ratio	*23.0*
1.06	1.33	1.58	1.39	1.19	1.31	1.29	1.34	1.14	1.13	1.04	1.25	1.55	1.35	1.64	2.13			Relative P/E Ratio	*1.25*
3.9%	3.1%	2.9%	3.0%	3.1%	3.1%	3.2%	3.4%	3.5%	3.1%	2.8%	2.9%	2.3%	1.9%	1.8%	1.5%			Avg Ann'l Div'd Yield	*2.3%*
460.4	501.8	560.0	584.1	597.5	588.4	609.4	666.9	698.2	714.6	*730*	*775*	Revenues ($mill) E	*795*
37.7	36.1	42.6	47.3	56.7	45.0	48.7	67.2	65.6	63.1	*43.0*	*90.0*	Net Profit ($mill)	*105*
39.5%	40.5%	37.5%	30.3%	33.0%	36.0%	35.5%	30.1%	24.5%	19.1%	*21.0%*	*21.0%*	Income Tax Rate	*21.0%*
4.2%	7.6%	8.0%	4.3%	2.7%	4.3%	6.1%	3.5%	3.1%	5.8%	*5.0%*	*5.0%*	AFUDC % to Net Profit	*5.0%*
52.4%	51.7%	47.8%	41.6%	40.1%	44.4%	44.6%	42.7%	49.3%	50.2%	*49.0%*	*47.0%*	Long-Term Debt Ratio	*43.5%*
47.6%	48.3%	52.2%	58.4%	59.9%	55.6%	55.4%	57.3%	50.7%	49.8%	*51.0%*	*53.0%*	Common Equity Ratio	*56.5%*
914.7	931.5	908.2	1024.9	1045.9	1154.4	1191.2	1209.3	1440.2	1566.7	*1535*	*1525*	Total Capital ($mill)	*1500*
1294.3	1381.1	1457.1	1515.8	1590.4	1701.8	1859.3	2048.0	2232.7	2406.4	*2550*	*2575*	Net Plant ($mill)	*2500*
5.5%	5.5%	6.3%	6.0%	6.3%	5.2%	5.5%	7.1%	5.9%	5.5%	*3.5%*	*6.5%*	Return on Total Cap'l	*8.0%*
8.6%	8.0%	9.0%	7.9%	9.1%	7.0%	7.4%	9.7%	9.0%	8.1%	*5.5%*	*11.0%*	Return on Shr. Equity	*12.5%*
8.6%	8.0%	9.0%	7.9%	9.1%	7.0%	7.4%	9.7%	9.0%	8.1%	*5.5%*	*11.0%*	Return on Com Equity	*12.5%*
3.0%	2.3%	3.4%	3.4%	4.1%	2.0%	2.4%	4.7%	4.0%	3.2%	*NMF*	*5.5%*	Retained to Com Eq	*6.0%*
66%	71%	62%	56%	55%	71%	68%	51%	55%	60%	*100%*	*51%*	All Div'ds to Net Prof	*53%*

CAPITAL STRUCTURE as of 6/30/20
Total Debt $1182.3 mill. **Due in 5 Yrs** $357.0 mill.
LT Debt $785.3 mill. **LT Interest** $40.0 mill.
(Total interest coverage: 3.2x) (50% of Cap'l)

Pension Assets-12/19 $573.6 mill.
Oblig. $812.0 mill.

Pfd Stock None

Common Stock 49,398,000 shs.

MARKET CAP: $2.2 billion (Mid Cap)

CURRENT POSITION ($MILL.)	2018	2019	6/30/20
Cash Assets	47.2	42.7	114.4
Other	141.5	142.0	152.5
Current Assets	188.7	184.7	266.9
Accts Payable	95.6	108.5	128.2
Debt Due	170.0	197.0	397.0
Other	55.6	53.2	132.4
Current Liab.	321.2	358.7	557.6

BUSINESS: California Water Service Group provides regulated and nonregulated water service to 489,600 customers in 100 communities in the state of California. Accounts for over 94% of total customers. Also operates in Washington, New Mexico, and Hawaii. Main service areas: San Francisco Bay area, Sacramento Valley, Salinas Valley, San Joaquin Valley & parts of Los Angeles. Acquired Rio Grande Corp; West Hawaii Utilities (9/08). Revenue breakdown, '19: residential, 67%; business, 20%; industrial, 5%; public authorities, 5%; other 3%. Off. and dir. own 1% of common stock (4/20 proxy). Has 1,184 employees. Pres. and CEO: Martin A. Kropelnicki. Inc.: DE. Addr.: 1720 North First St., San Jose, CA 95112-4598. Tel.: 408-367-8200. Internet: www.calwatergroup.com.

ANNUAL RATES of change (per sh)	Past 10 Yrs.	Past 5 Yrs.	Est'd '17-'19 to '23-'25
Revenues	4.0%	2.5%	*.5%*
"Cash Flow"	5.5%	5.5%	*2.0%*
Earnings	4.5%	4.5%	*6.5%*
Dividends	2.5%	3.5%	*5.5%*
Book Value	4.5%	4.5%	*1.0%*

Calendar	QUARTERLY REVENUES ($ mill.) E Mar.31	Jun.30	Sep.30	Dec.31	Full Year
2017	122.1	171.1	211.7	162.0	666.9
2018	134.6	174.9	221.3	167.4	698.2
2019	126.1	179.0	232.6	176.9	714.6
2020	125.6	175.5	*247*	*181.9*	*730*
2021	*147*	*195*	*248*	*185*	*775*

Calendar	EARNINGS PER SHARE A Mar.31	Jun.30	Sep.30	Dec.31	Full Year
2017	.02	.39	.70	.29	1.40
2018	d.02	.31	.75	.32	1.36
2019	d.16	.35	.88	.24	1.31
2020	d.42	.11	*.79*	*.37*	*.85*
2021	*.05*	*.42*	*.90*	*.38*	*1.75*

Calendar	QUARTERLY DIVIDENDS PAID B ■ Mar.31	Jun.30	Sep.30	Dec.31	Full Year
2016	.1725	.1725	.1725	.1725	.69
2017	.18	.18	.18	.18	.72
2018	.1875	.1875	.1875	.1875	.75
2019	.1975	.1975	.1975	.1975	.79
2020	.2125	.2125	.2125		

California Water's financial results continue to be hampered by a lack of resolution on the rate case front. Specifically, the California Public Utilities Commission has yet to officially approve the settlement filed in October of 2019 that would provide general rate relief and other cost recovery methods. The new rates would be effective from January 1, 2020 and would be recouped via customer surcharges. In fact, if they had been approved, management estimates an additional $30 million in revenues would have been generated in the June period. Moreover, water production costs, another metric that would have benefited from a rate case approval, increased significantly from the previous-year figure. All told, CWT drastically underperformed expectations in the first half of 2020. Second-quarter revenues of $176 million fell modestly, year over year, while share net declined sharply from $0.35, to $0.11.

We are tempering our 2020 profit forecast for the second time this year. Due largely to a weak first-half showing, we now expect California Water to earn $0.85 a share this year, down from our previous call of $1.20 a share.

Financials should rebound sharply next year. We are cautiously optimistic that the general rate case situation will be resolved in the near future. In addition, operating headwinds, such as rising production expenses and purchased water costs, may begin to ease. Too, an expanded footprint in Washington State, thanks to its recent acquisition of Rainier View Water Company, augurs well. In sum, we are leaving unchanged our 2021 top- and bottom-line estimates at $775 million and $1.75 a share, respectively.

Interested subscribers with a holding period out to mid-decade would be wise to wait for a better entry point. Overall, we think California Water's long-term business prospects are bright, and operating conditions should smooth out once regulatory matters are in the rear-view mirror. That said, the stock price has been on a tear since early 2016 and, as a result, total return potential over the pull to 2023-2025 is subpar at the recent quotation. The equity is only an average selection for the year ahead, too.

Nicholas P. Patrikis *October 9, 2020*

(A) Basic EPS. Excl. nonrecurring gain (loss): '11, 4¢. Next earnings report due early Nov.
(B) Dividends historically paid in late Feb., May, Aug., and Nov. ■ Div'd reinvestment plan available.
(C) Incl. intangible assets. In '19 : $24.9 mill., $0.51/sh.
(D) In millions, adjusted for split.
(E) Excludes non-reg. rev.

Company's Financial Strength	B++
Stock's Price Stability	95
Price Growth Persistence	60
Earnings Predictability	65

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ESSENTIAL UTIL. NYSE-WTRG

RECENT PRICE **39.93** | P/E RATIO **39.1** (Trailing: 34.7 Median: 23.0) | RELATIVE P/E RATIO **1.87** | DIV'D YLD **2.6%** | **VALUE LINE**

TIMELINESS 2 Lowered 4/24/20
SAFETY 2 Raised 4/20/12
TECHNICAL 2 Lowered 6/12/20
BETA .90 (1.00 = Market)

18-Month Target Price Range

Low-High	Midpoint (% to Mid)
$31-$80	$56 (40%)

2023-25 PROJECTIONS

	Price	Gain	Ann'l Total Return
High	55	(+40%)	*11%*
Low	40	(Nil)	*3%*

Institutional Decisions

	4Q2019	1Q2020	2Q2020
to Buy	274	252	250
to Sell	242	292	235
Hld's(000)	149836	161407	161504

	2017	2018	2019	2020	2021	2022	2023	2024	2025
High:	17.2	18.4	19.0	21.5	28.1	28.2	31.1	35.8	39.6	39.4	47.3	54.5	Target Price Range
Low:	12.3	13.2	15.4	16.8	20.6	22.4	24.4	28.0	29.4	32.1	32.7	30.4	

LEGENDS
1.60 x Dividends p sh divided by Interest Rate
.... Relative Price Strength
5-for-4 split 9/13
Options: Yes
Shaded area indicates recession

Percent shares traded: 15, 10, 5

% TOT. RETURN 8/20

	THIS STOCK	VL ARITH.* INDEX
1 yr.	-2.4	8.7
3 yr.	35.7	17.6
5 yr.	87.5	45.6

2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	© VALUE LINE PUB. LLC	23-25
2.78	3.08	3.23	3.61	3.71	3.93	4.21	4.10	4.32	4.32	4.37	4.61	4.62	4.56	4.71	4.03	*6.35*	*7.55*	Revenues per sh	*8.45*
.87	.97	1.01	1.10	1.14	1.29	1.42	1.45	1.51	1.82	1.89	1.87	2.07	2.12	1.90	1.73	*1.95*	*2.30*	"Cash Flow" per sh	*2.65*
.51	.57	.56	.57	.58	.62	.72	.83	.87	1.16	1.20	1.14	1.32	1.35	1.08	1.04	*1.00*	*1.20*	Earnings per sh [A]	*1.75*
.29	.32	.35	.38	.41	.44	.47	.50	.54	.58	.63	.69	.74	.79	.85	.91	*.97*	*1.04*	Div'd Decl'd per sh [B]■	*1.30*
1.23	1.47	1.64	1.43	1.58	1.66	1.89	1.90	1.98	1.73	1.84	2.07	2.16	2.69	2.78	2.49	*2.20*	*3.80*	Cap'l Spending per sh	*4.75*
4.71	5.04	5.57	5.85	6.26	6.50	6.81	7.21	7.90	8.63	9.27	9.78	10.43	11.02	11.28	17.58	*19.00*	*19.05*	Book Value per sh	*20.00*
158.97	161.21	165.41	166.75	169.21	170.61	172.46	173.60	175.43	177.93	178.59	176.54	177.39	177.71	178.09	220.76	*251.25*	*252.00*	Common Shs Outst'g [C]	*260.00*
25.1	31.8	34.7	32.0	24.9	23.1	21.1	21.3	21.9	21.2	20.8	23.5	23.9	24.7	32.6	39.1	*Bold figures are Value Line estimates*		Avg Ann'l P/E Ratio	*27.0*
1.33	1.69	1.87	1.70	1.50	1.54	1.34	1.34	1.39	1.19	1.09	1.18	1.25	1.24	1.76	2.12			Relative P/E Ratio	*1.50*
2.3%	1.8%	1.8%	2.1%	2.8%	3.1%	3.1%	2.8%	2.8%	2.4%	2.5%	2.6%	2.3%	2.4%	2.4%	2.2%			Avg Ann'l Div'd Yield	*2.7%*
726.1	712.0	757.8	768.6	779.9	814.2	819.9	809.5	838.1	889.7	*1600*	*1900*	Revenues ($mill)	*2200*
124.0	144.8	153.1	205.0	213.9	201.8	234.2	239.7	192.0	224.5	*250*	*300*	Net Profit ($mill)	*455*
39.2%	32.9%	39.0%	10.0%	10.5%	6.9%	8.2%	6.6%	6.6%	6.6%	*2.0%*	*3.5%*	Income Tax Rate	*8.0%*
- -	- -	- -	1.1%	2.4%	3.1%	3.8%	6.3%	6.8%	7.2%	*7.0%*	*7.0%*	AFUDC % to Net Profit	*7.0%*
56.6%	52.7%	52.7%	48.9%	48.5%	50.3%	48.4%	50.6%	54.4%	43.1%	*53.5%*	*57.0%*	Long-Term Debt Ratio	*40.5%*
43.4%	47.3%	47.3%	51.1%	51.5%	49.7%	51.6%	49.4%	45.6%	56.9%	*46.5%*	*43.0%*	Common Equity Ratio	*59.5%*
2706.2	2646.8	2929.7	3003.6	3216.0	3469.5	3587.7	3965.4	4407.8	6824.2	*10300*	*11000*	Total Capital ($mill)	*12800*
3469.3	3612.9	3936.2	4167.3	4402.0	4688.9	5001.6	5399.9	5930.3	6345.8	*9500*	*10150*	Net Plant ($mill)	*12000*
5.9%	6.9%	6.6%	8.0%	7.8%	6.9%	7.6%	7.1%	5.5%	4.2%	*3.0%*	*4.0%*	Return on Total Cap'l	*4.5%*
10.6%	11.6%	11.0%	13.4%	12.9%	11.7%	12.7%	12.2%	9.6%	5.8%	*5.0%*	*6.5%*	Return on Shr. Equity	*9.0%*
10.6%	11.6%	11.0%	13.4%	12.9%	11.7%	12.7%	12.2%	9.6%	5.8%	*5.0%*	*6.5%*	Return on Com Equity	*9.0%*
3.7%	4.6%	4.3%	6.7%	6.1%	4.7%	5.6%	5.1%	2.1%	.9%	*NMF*	*1.0%*	Retained to Com Eq	*2.5%*
65%	60%	61%	50%	52%	60%	56%	59%	79%	84%	*97%*	*87%*	All Div'ds to Net Prof	*74%*

CAPITAL STRUCTURE as of 6/30/20
Total Debt $5277.4 mill. **Due in 5 Yrs** $496.0 mill.
LT Debt $5174.6 mill. **LT Interest** $200.0 mill.
(53% of Cap'l)

Pension Assets-12/19 $266.4 mill.
Oblig. $310.5 mill.

Pfd Stock None
Common Stock 245,151,093 shares
as of 7/27/20

MARKET CAP: $9.8 billion (Large Cap)

CURRENT POSITION ($MILL.)	2018	2019	6/30/20
Cash Assets	3.6	1868.9	7.3
Receivables	101.2	67.1	152.9
Inventory (AvgCst)	15.8	18.4	50.1
Other	26.6	58.3	102.2
Current Assets	147.2	2012.7	312.5
Accts Payable	77.3	74.9	124.1
Debt Due	160.0	130.8	102.8
Other	161.7	113.1	221.3
Current Liab.	399.0	318.8	448.2

ANNUAL RATES of change (per sh)	Past 10 Yrs.	Past 5 Yrs.	Est'd '17-'19 to '23-'25
Revenues	1.5%	.5%	*11.5%*
"Cash Flow"	5.0%	2.0%	*5.5%*
Earnings	7.0%	1.5%	*7.0%*
Dividends	7.5%	8.0%	*7.5%*
Book Value	8.0%	9.0%	*7.0%*

Calendar	QUARTERLY REVENUES ($ mill.) Mar.31	Jun.30	Sep.30	Dec.31	Full Year
2017	187.8	203.4	215.0	203.3	809.5
2018	194.3	211.9	226.2	205.7	838.1
2019	201.1	218.9	243.6	226.1	889.7
2020	255.6	384.5	*395*	*564.9*	*1600*
2021	*395*	*450*	*430*	*625*	*1900*

Calendar	EARNINGS PER SHARE [A] Mar.31	Jun.30	Sep.30	Dec.31	Full Year
2017	.28	.34	.43	.30	1.35
2018	.29	.37	.44	d.02	1.08
2019	.09	.25	.38	.28	1.04
2020	.20	.29	*.23*	*.28*	*1.00*
2021	*.22*	*.33*	*.33*	*.32*	*1.20*

Calendar	QUARTERLY DIVIDENDS PAID [B] ■ Mar.31	Jun.30	Sep.30	Dec.31	Full Year
2016	.178	.178	.1913	.1913	.74
2017	.1913	.1913	.2047	.2047	.79
2018	.2047	.2047	.219	.219	.85
2019	.219	.219	.2343	.2343	.91
2020	.2343	.2343	.2507		

BUSINESS: Essential Utilities, Inc. became the new name for Aqua America on Feb. 3, 2020, to reflect the acquisition of Peoples, a natural gas utility, which occurred in 3/20. In 2019, Aqua Amer. provided water and wastewater services to about three million people in PA, OH, TX, IL, NC, NJ, IN, and VA. Employed 1,583. Acquired AquaSource, 7/13; North Maine Utilities, 7/15; and others. Water supply revenues 2019: residential, 58%; commercial, 16%; industrial, wastewater & other, 26%. Off. & dir. own less than 1% of the common stock; BlackRock, 10.5%; Vanguard, 10.4%; (4/20 proxy). Canadian Pension Plan about 8.8%. Pres. & CEO: Christopher Franklin. Inc.: PA Addr.: 762 West Lancaster Ave., Bryn Mawr, PA 19010. Tel.: 610-525-1400. Int.: www.essential.co.

Essential Utilities raised its dividend a solid 7% last quarter. The company increased the share payout from $0.2343 to $0.2507. This rate of increase ought to be maintained to mid-decade.

Earnings comparisons should be flat in 2020. Even though the second quarter surpassed our expectations, the company will probably be hindered by the costs associated with the large acquisition it made earlier this year. Recall that it (then known as Aqua America), paid $4.3 billion and assumed over $1 billion in debt to purchase Peoples gas utility. All told, Essential's share net should to be around $1.00, which isn't bad considering the amount of unusual charges. It also should be noted that both of the company's two key segments are much less vulnerable to the economic slowdown caused by the coronavirus. With the exception of industrial customers, the demand for water and gas is relatively inelastic.

In 2021, we expect the bottom line to get back on track. Management is estimating that the regulated water and segments will grow 6% to 7.0%, and 8% to 10%, annually through 2022. This, along with some rate relief and cost savings, should enable Essential's share net to reach $1.20.

The construction budget is large. This year, the company plans on spending only $550 million to upgrade its water pipelines and other assets. However, capital expenditures have been projected to total about $2.8 billion through 2022. Thus, spending ought to average over a $1 billion annually in 2021 and 2020.

Finances are more than decent. True, debt levels have increased as a result of the Peoples merger. In addition, external funds will be required to fund the massive building program discussed above. Nevertheless, the balance sheet is still better than average, and will likely remain so.

These shares are ranked 2 (Above Average) for year-ahead performance. So short-term investors looking for well-defined prospects should find the stock of interest. For those looking out to 2023-2025, however, total return potential remains well below the *Value Line* median, as is the case with most members in this group.

James A. Flood *October 9, 2020*

(A) Diluted egs. Excl. nonrec. gains: '12, 18¢. Excl. gain from disc. operations: '12, 7¢; '13, 9¢; '14, 11¢. Quarterly EPS do not add in '19 due to a large change in the number of shares outstanding in the Dec. period. Next earnings report early Nov. **(B)** Dividends historically paid in early March, June, Sept., & Dec. ■ Div'd. reinvestment plan available (5% discount). **(C)** In millions, adjusted for stock splits. **(D)** Includes intangibles: 6/30/20, $2.342 bill./$9.55 a share.

Company's Financial Strength	A
Stock's Price Stability	90
Price Growth Persistence	95
Earnings Predictability	60

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MIDDLESEX WATER NDQ-MSEX

RECENT PRICE 62.37 | P/E RATIO 28.9 (Trailing: 29.4 Median: 21.0) | RELATIVE P/E RATIO 1.38 | DIV'D YLD 1.7% | VALUE LINE

TIMELINESS 2 Raised 5/15/20
SAFETY 2 New 10/21/11
TECHNICAL 2 Raised 5/1/20
BETA .70 (1.00 = Market)

18-Month Target Price Range

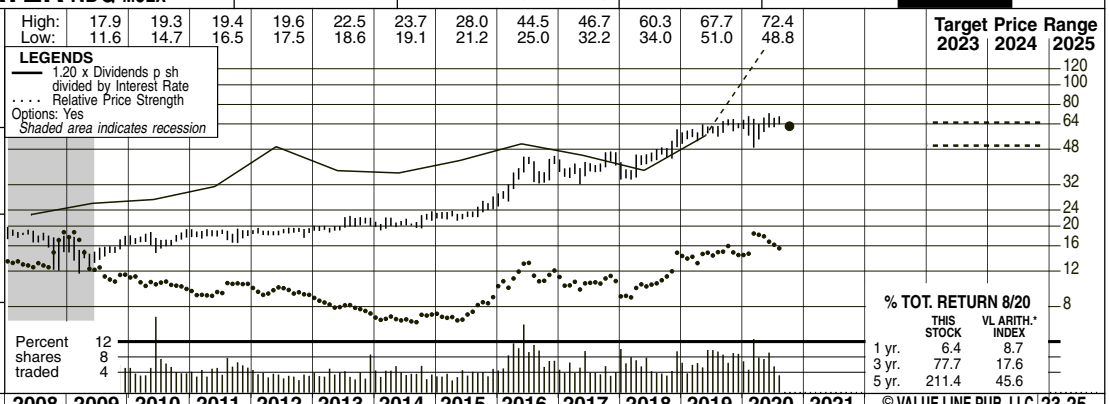
Low-High	Midpoint (% to Mid)
$53-$99	$76 (20%)

2023-25 PROJECTIONS

	Price	Gain	Ann'l Total Return
High	65	(+5%)	*3%*
Low	50	(-20%)	*-3%*

Institutional Decisions

	4Q2019	1Q2020	2Q2020
to Buy	68	55	68
to Sell	68	70	55
Hld's(000)	10433	10280	10359



2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	© VALUE LINE PUB. LLC	23-25
6.25	6.44	6.16	6.50	6.79	6.75	6.60	6.50	6.98	7.19	7.26	7.77	8.16	8.00	8.42	7.72	*8.20*	*8.45*	Revenues per sh	*9.15*
1.28	1.33	1.33	1.49	1.53	1.40	1.55	1.46	1.56	1.72	1.84	1.97	2.17	2.24	2.89	2.90	*3.00*	*3.15*	"Cash Flow" per sh	*3.50*
.73	.71	.82	.87	.89	.72	.96	.84	.90	1.03	1.13	1.22	1.38	1.38	1.96	2.01	*2.15*	*2.25*	Earnings per sh [A]	*2.50*
.66	.67	.68	.69	.70	.71	.72	.73	.74	.75	.76	.78	.81	.86	.91	.98	*1.04*	*1.10*	Div'd Decl'd per sh [B]■	*1.25*
2.54	2.18	2.31	1.66	2.12	1.49	1.90	1.50	1.36	1.26	1.40	1.59	2.91	3.08	4.40	5.11	*3.95*	*4.50*	Cap'l Spending per sh	*5.00*
8.02	8.26	9.52	10.05	10.03	10.33	11.13	11.27	11.48	11.82	12.24	12.74	13.40	14.02	15.17	18.57	*16.15*	*16.50*	Book Value per sh	*17.35*
11.36	11.58	13.17	13.25	13.40	13.52	15.57	15.70	15.82	15.96	16.12	16.23	16.30	16.35	16.40	17.43	*17.65*	*17.75*	Common Shs Outst'g [C]	*18.00*
26.4	27.4	22.7	21.6	19.8	21.0	17.8	21.7	20.8	19.7	18.5	19.1	25.6	28.4	22.2	29.7	*Bold figures are Value Line estimates*		Avg Ann'l P/E Ratio	*23.0*
1.39	1.46	1.23	1.15	1.19	1.40	1.13	1.36	1.32	1.11	.97	.96	1.34	1.43	1.20	1.61			Relative P/E Ratio	*1.30*
3.4%	3.5%	3.7%	3.7%	4.0%	4.7%	4.2%	4.0%	4.0%	3.7%	3.7%	3.3%	2.3%	2.2%	2.1%	1.6%			Avg Ann'l Div'd Yield	*2.2%*
102.7	102.1	110.4	114.8	117.1	126.0	132.9	130.8	138.1	134.6	*145*	*150*	Revenues ($mill)	*165*						
14.3	13.4	14.4	16.6	18.4	20.0	22.7	22.8	32.5	33.9	*38.0*	*40.0*	Net Profit ($mill)	*45.0*						
32.1%	32.7%	33.9%	34.1%	35.0%	34.5%	34.0%	32.7%	2.8%	2.8%	*21.0%*	*21.0%*	Income Tax Rate	*21.0%*						
6.8%	6.1%	3.4%	1.9%	1.7%	1.9%	2.7%	3.1%	1.4%	3.4%	*2.0%*	*2.0%*	AFUDC % to Net Profit	*2.5%*						
43.1%	42.3%	41.5%	40.4%	40.5%	39.4%	37.9%	37.5%	37.8%	41.5%	*42.5%*	*41.5%*	Long-Term Debt Ratio	*39.0%*						
55.8%	56.6%	57.4%	58.7%	58.8%	59.8%	61.5%	61.8%	61.6%	58.2%	*57.0%*	*58.0%*	Common Equity Ratio	*60.5%*						
310.5	312.5	316.5	321.4	335.8	345.4	355.4	370.7	404.1	556.7	*500*	*505*	Total Capital ($mill)	*515*						
405.9	422.2	435.2	446.5	465.4	481.9	517.8	557.2	618.5	705.7	*720*	*735*	Net Plant ($mill)	*775*						
5.7%	5.2%	5.4%	5.9%	6.3%	6.6%	7.1%	6.9%	8.9%	6.7%	*8.0%*	*8.5%*	Return on Total Cap'l	*9.0%*						
8.1%	7.5%	7.8%	8.7%	9.2%	9.6%	10.3%	9.8%	12.9%	10.4%	*13.0%*	*13.5%*	Return on Shr. Equity	*14.5%*						
8.2%	7.5%	7.8%	8.7%	9.3%	9.6%	10.3%	9.9%	13.0%	10.4%	*13.5%*	*13.5%*	Return on Com Equity	*14.5%*						
2.1%	1.0%	1.4%	2.4%	3.1%	3.5%	4.3%	3.8%	7.0%	5.4%	*7.0%*	*7.0%*	Retained to Com Eq	*7.0%*						
75%	87%	83%	73%	67%	63%	58%	62%	46%	48%	*48%*	*49%*	All Div'ds to Net Prof	*50%*						

CAPITAL STRUCTURE as of 6/30/20
Total Debt $282.7 mill. **Due in 5 Yrs** $33.3 mill.
LT Debt $237.9 mill. **LT Interest** $7.2 mill.
(Total interest coverage: 7.4x)
(42% of Cap'l)

Pension Assets-12/19 $80.4 mill.
Oblig. $100.9 mill.
Pfd Stock $2.4 mill. **Pfd Div'd:** $.1 mill.

Common Stock 17,464,795 shs.
as of 7/31/20

MARKET CAP: $1.1 billion (Mid-Cap)

CURRENT POSITION ($MILL.)	2018	2019	6/30/20
Cash Assets	3.7	2.2	13.2
Other	27.1	26.9	30.8
Current Assets	30.8	29.1	44.0
Accts Payable	19.3	23.3	22.8
Debt Due	55.8	27.2	44.8
Other	19.3	14.5	16.7
Current Liab.	94.4	65.0	84.3

ANNUAL RATES of change (per sh)	Past 10 Yrs.	Past 5 Yrs.	Est'd '17-'19 to '23-'25
Revenues	2.0%	2.5%	*2.0%*
"Cash Flow"	6.0%	9.5%	*4.5%*
Earnings	8.0%	12.0%	*6.0%*
Dividends	2.5%	4.0%	*5.5%*
Book Value	4.5%	6.0%	*1.5%*

Calendar	QUARTERLY REVENUES ($ mill.) Mar.31	Jun. 30	Sep. 30	Dec. 31	Full Year
2017	30.1	33.0	36.2	31.5	130.8
2018	31.2	34.9	38.7	33.3	138.1
2019	30.7	33.4	37.8	32.7	134.6
2020	31.8	35.3	*42.0*	*35.9*	*145*
2021	*33.0*	*37.0*	*44.0*	*36.0*	*150*

Calendar	EARNINGS PER SHARE [A] Mar.31	Jun. 30	Sep. 30	Dec. 31	Full Year
2017	.27	.33	.46	.32	1.38
2018	.27	.52	.74	.43	1.96
2019	.39	.49	.66	.46	2.01
2020	.44	.55	*.69*	*.47*	*2.15*
2021	*.45*	*.55*	*.73*	*.52*	*2.25*

Calendar	QUARTERLY DIVIDENDS PAID [B]■ Mar.31	Jun.30	Sep.30	Dec.31	Full Year
2016	.19875	.19875	.19875	.21125	.81
2017	.21125	.21125	.21125	.22375	.86
2018	.22375	.22375	.22375	.24	.91
2019	.24	.24	.24	.2562	.98
2020	.2562	.2562	.2562		

BUSINESS: Middlesex Water Company engages in the ownership and operation of regulated water utility systems in New Jersey, Delaware, and Pennsylvania. It also operates water and wastewater systems under contract on behalf of municipal and private clients in NJ and DE. Its Middlesex System provides water services to 61,000 retail customers, primarily in Middlesex County, New Jersey. In 2019, the Middlesex System accounted for 60% of operating revenues. At 12/31/19, the company had 352 employees. Incorporated: NJ. President, CEO, and Chairman: Dennis W. Doll. Officers & directors own 3.1% of the com. stock; BlackRock Inst. Trust Co., 7.7% (4/20 proxy). Add.: 485 C Route 1 South, Suite 400, Iselin, NJ 08830. Tel.: 732-634-1500. Int.: www.middlesexwater.com.

Middlesex Water's bottom line surged in the June period. The regulated water utility posted second-quarter profits of $0.55 a share, a nickel better than we had expected. Driving the outperformance was healthier operating margins and an income tax benefit related to recently adopted tangible property regulations. Revenues rose nicely, as well, thanks to an expanding customer base in its Delaware system and higher water consumption. Accordingly, we are adding $0.05 to our earnings-per-share forecasts for this year and next, to $2.15 and $2.25, respectively. We are leaving unchanged our top-line estimates at this time. Plenty of tailwinds, such as higher rates, increasing customers, and a heighten approach to personal hygiene, are likely to persist. However, we are keeping an eye on residential water consumption levels as stay-at-home restrictions fade and members of the household slowly return to the office and classroom.

The company recently wrapped up a major infrastructure project. Middlesex completed construction of a two-year, $50 million supplemental transmission pipeline in its New Jersey system. Subsequent to this accomplishment, we do not expect leadership to take its foot off the gas in terms of infrastructure improvement spending. To reiterate, the company's long-term program, Water For Tomorrow, boasts a $300 million budget, and ought to be used to replace and improve aging infrastructure such as watermains, pipelines, and wastewater treatment facilities.

At recent levels, Middlesex stock is suited primarily for subscribers with a short-term investment horizon. The equity is presently in the good graces of our Timeliness Ranking System. That said, the stock's multiyear price ascent (MSEX shares recently traded at an all-time high) has limited some of its long-term appeal. To this point, capital appreciation potential over the 3- to 5-year time frame is below average, and the current dividend yield is dwarfed by the *Value Line* median. All told, we recommend buy-and-hold accounts defer capital commitments until a more attractive entry point is available.

Nicholas P. Patrikis *October 9, 2020*

(A) Diluted earnings. Next earnings report due late October.
(B) Dividends historically paid in mid-Feb., May, Aug., and November.■ Div'd reinvestment plan available.
(C) In millions.

Company's Financial Strength	B++
Stock's Price Stability	80
Price Growth Persistence	60
Earnings Predictability	80

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SJW GROUP NYSE-SJW

RECENT PRICE **61.23** | P/E RATIO **28.2** (Trailing: 42.5 Median: 21.0) | RELATIVE P/E RATIO **1.35** | DIV'D YLD **2.1%** | **VALUE LINE**

TIMELINESS — Suspended 5/4/18
SAFETY 3 New 4/22/11
TECHNICAL — Suspended 5/4/18
BETA .80 (1.00 = Market)

18-Month Target Price Range

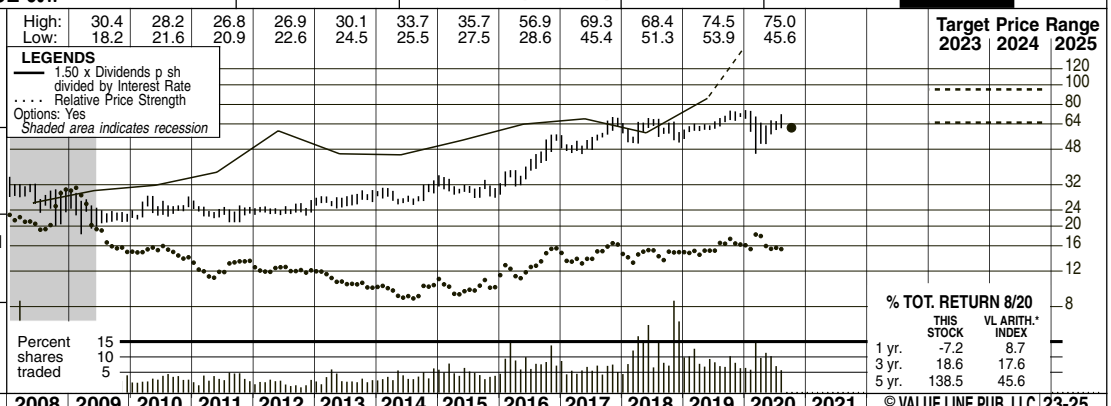
Low-High	Midpoint (% to Mid)
$54-$128	$91 (50%)

2023-25 PROJECTIONS

	Price	Gain	Ann'l Total Return
High	95	(+55%)	*13%*
Low	65	(+5%)	*4%*

Institutional Decisions

	4Q2019	1Q2020	2Q2020
to Buy	93	72	78
to Sell	76	95	75
Hld's(000)	19650	19448	19939



2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	© VALUE LINE PUB. LLC	23-25
9.14	9.86	10.35	11.25	12.12	11.68	11.62	12.85	14.01	13.73	15.76	14.97	16.61	18.97	14.00	14.78	*19.15*	*19.85*	Revenues per sh	*21.65*
1.89	2.21	2.38	2.30	2.44	2.21	2.38	2.80	2.97	2.90	4.42	3.86	4.76	5.24	3.29	3.67	*3.80*	*4.20*	"Cash Flow" per sh	*5.30*
.87	1.12	1.19	1.04	1.08	.81	.84	1.11	1.18	1.12	2.54	1.85	2.57	2.86	1.82	1.35	*2.05*	*2.50*	Earnings per sh [A]	*3.65*
.51	.53	.57	.61	.65	.66	.68	.69	.71	.73	.75	.78	.81	1.04	1.12	1.20	*1.28*	*1.36*	Div'd Decl'd per sh [B]■	*1.66*
2.31	2.83	3.87	6.62	3.79	3.17	5.65	3.75	5.67	4.68	5.02	5.24	6.95	7.26	5.08	6.25	*5.25*	*5.75*	Cap'l Spending per sh	*6.50*
10.11	10.72	12.48	12.90	13.99	13.66	13.75	14.20	14.71	15.92	17.75	18.83	20.61	22.57	31.31	31.27	*32.25*	*35.60*	Book Value per sh	*39.15*
18.27	18.27	18.28	18.36	18.18	18.50	18.55	18.59	18.67	20.17	20.29	20.38	20.46	20.52	28.40	28.46	*29.00*	*29.50*	Common Shs Outst'g [C]	*30.00*
19.6	19.7	23.5	33.4	26.2	28.7	29.1	21.2	20.4	24.3	11.2	16.6	15.7	18.8	32.7	47.8	*Bold figures are Value Line estimates*		Avg Ann'l P/E Ratio	*22.0*
1.04	1.05	1.27	1.77	1.58	1.91	1.85	1.33	1.30	1.37	.59	.84	.82	.95	1.77	2.58			Relative P/E Ratio	*1.20*
3.0%	2.4%	2.0%	1.7%	2.3%	2.8%	2.8%	2.9%	3.0%	2.7%	2.6%	2.5%	2.0%	1.9%	1.9%	1.9%			Avg Ann'l Div'd Yield	*2.1%*
215.6	239.0	261.5	276.9	319.7	305.1	339.7	389.2	397.7	420.5	*555*	*585*	Revenues ($mill)	*650*
15.8	20.9	22.3	23.5	51.8	37.9	52.8	59.2	38.8	38.7	*59.5*	*73.5*	Net Profit ($mill)	*110*
38.8%	41.1%	41.1%	38.7%	32.5%	38.1%	38.8%	36.7%	20.6%	25.3%	*21.0%*	*21.0%*	Income Tax Rate	*21.0%*
--	--	--	--	--	--	--	--	2.0%	1.5%	*1.5%*	*1.5%*	AFUDC % to Net Profit	*1.5%*
53.7%	56.6%	55.0%	51.1%	51.6%	49.8%	50.7%	48.2%	32.7%	59.1%	*58.0%*	*53.5%*	Long-Term Debt Ratio	*39.0%*
46.3%	43.4%	45.0%	48.9%	48.4%	50.2%	49.3%	51.8%	67.3%	40.9%	*42.0%*	*46.5%*	Common Equity Ratio	*61.0%*
550.7	607.9	610.2	656.2	744.5	764.6	855.0	894.3	1320.7	2173.6	*2235*	*2250*	Total Capital ($mill)	*1925*
785.5	756.2	831.6	898.7	963.0	1036.8	1146.4	1239.3	1328.8	2206.5	*2300*	*2450*	Net Plant ($mill)	*2775*
4.3%	4.9%	5.0%	5.0%	8.3%	6.3%	7.4%	7.9%	3.9%	2.5%	*3.0%*	*4.0%*	Return on Total Cap'l	*6.5%*
6.2%	7.9%	8.1%	7.3%	14.4%	9.9%	12.5%	12.8%	4.4%	4.3%	*6.5%*	*7.0%*	Return on Shr. Equity	*9.5%*
6.2%	7.9%	8.1%	7.3%	14.4%	9.9%	12.5%	12.8%	4.4%	4.3%	*6.5%*	*7.0%*	Return on Com Equity	*9.5%*
1.2%	3.1%	3.3%	2.8%	10.2%	5.7%	8.6%	8.2%	1.8%	.5%	*2.5%*	*3.0%*	Retained to Com Eq	*5.0%*
80%	61%	59%	62%	29%	42%	31%	36%	60%	88%	*62%*	*54%*	All Div'ds to Net Prof	*45%*

CAPITAL STRUCTURE as of 6/30/20
Total Debt $1338.4 mill. **Due in 5 Yrs** $22.4 mill.
LT Debt $1316.0 mill. **LT Interest** $50.0 mill.
(LT Interest Coverage: 4.5x)
(60% of Cap'l)

Pension Assets-12/19 $243.5 mill.
Oblig. $338.2 mill.
Pfd Stock None.
Common Stock 28,516,705 shs.

MARKET CAP: $1.7 billion (Mid Cap)

CURRENT POSITION ($MILL.)	2018	2019	6/30/20
Cash Assets	420.7	17.9	23.3
Accts Receivable	19.2	36.3	44.9
Other	62.8	67.8	77.3
Current Assets	502.7	122.0	145.5
Accts Payable	24.9	34.9	24.3
Debt Due	- -	22.3	22.4
Other	139.1	177.4	211.3
Current Liab.	164.0	234.6	258.0

ANNUAL RATES of change (per sh)	Past 10 Yrs.	Past 5 Yrs.	Est'd '17-'19 to '23-'25
Revenues	3.0%	2.0%	*5.5%*
"Cash Flow"	6.0%	3.5%	*4.5%*
Earnings	7.5%	4.5%	*10.5%*
Dividends	6.0%	9.0%	*7.0%*
Book Value	7.5%	12.0%	*5.5%*

Calendar	QUARTERLY REVENUES ($ mill.) Mar.31	Jun. 30	Sep. 30	Dec. 31	Full Year
2017	69.0	102.1	124.6	93.5	389.2
2018	75.0	99.1	124.9	98.7	397.7
2019	77.7	103.0	114.0	126.0	420.5
2020	115.8	147.2	*160*	*132*	*555*
2021	*120*	*150*	*170*	*145*	*585*

Calendar	EARNINGS PER SHARE [A] Mar.31	Jun. 30	Sep. 30	Dec. 31	Full Year
2017	.18	.90	.94	.84	2.86
2018	.06	.62	.76	.38	1.82
2019	.21	.47	.33	.34	1.35
2020	.08	.69	*.85*	*.43*	*2.05*
2021	*.20*	*.75*	*.90*	*.65*	*2.50*

Calendar	QUARTERLY DIVIDENDS PAID [BD]■ Mar.31	Jun.30	Sep.30	Dec.31	Full Year
2016	.2025	.2025	.2025	.2025	.81
2017	.2175	.2175	.2175	.3875	1.04
2018	.28	.28	.28	.28	1.12
2019	.30	.30	.30	.30	1.20
2020	.32	.32	.32		

BUSINESS: SJW Group engages in the production, purchase, storage, purification, distribution, and retail sale of water. It provides water service to approximately 231,000 connections with a total population of roughly one million people in the San Jose area and 16,000 connections that reach about 49,000 residents in the region between San Antonio and Austin, Texas. The company merged with Connecticut Water (10/19) which provides service to approx. 138,000 connections with a total population of 450,000 people. Has 361 employees. Officers and directors own 8.3% of outstanding shares (3/20 proxy). Chairman & CEO: Richard Roth. Incorporated: California. Address: 110 West Taylor Street, San Jose, CA 95110. Telephone: (408) 279-7800. Internet: www.sjwater.com.

Shares of SJW traded above $70 per share in mid-August before pulling back to levels seen three months prior. The East and West coasts (post CTWS merger) regulated water utility found some market support following the release of better-than-expected second-quarter financial results. Earlier this year, the company had been on shaky ground stemming from a combination of COVID-19-related disruptions and the ongoing integration of Connecticut Water. Even so, SJW delivered a relatively inspiring June-period performance. Revenues of $147 million exceeded our $135 million call, while earnings came in $0.09 better than expected, at $0.69 a share. However, the stock was unable to hold its gains, likely due to recent broader market turbulence amidst an uncertain economic backdrop.

We are lifting our profit forecasts for this year and next. Specifically, we are adding $0.10 and $0.05 to our 2020 and 2021 share-net estimates, to $2.05 and $2.50, respectively. In regard to the latter, our call for healthy double-digit bottom-line expansion is underpinned by the assumption of subsiding integration-related operating expenses, as well as lower production and water purchase costs.

Despite slightly lagging the *Value Line* median, SJW is currently one of the more-attractive income-generating options in the Water Utility industry. The current yield is hovering just above 2.0%, while many of its peers fall below that metric. Additionally, a reasonable payout ratio and prospects for increased profitability suggest that annual dividend hikes are likely on tap over the coming years.

We are fans of the long-term story here; however, at the recent quotation, we are not presently recommending the stock. From a business perspective, SJW is well positioned to benefit from increased hygiene awareness, a rapidly expanding customer base, and periodic rate hikes. Nevertheless, unranked SJW shares have risen considerably in price over the past few years, thus rendering 3- to 5-year total return potential subpar. All told, subscribers interested in adding a noncyclical water utility to their portfolios should hold off, for now.

Nicholas P. Patrikis *October 9, 2020*

(A) Diluted earnings. Excludes nonrecurring losses: '04, $3.78; '05, $1.09; '06, $16.36; '08, $1.22; '10, $0.46. GAAP accounting as of 2013. Next earnings report due early Nov. Quarterly egs. may not add due to rounding.
(B) Dividends historically paid in early March, June, September, and December. ■ Div'd reinvestment plan available.
(C) In millions.
(D) Paid special dividend of $0.17 per share on 11/17.
(E) Suspended due to recent CTWS merger.

Company's Financial Strength	B+
Stock's Price Stability	75
Price Growth Persistence	65
Earnings Predictability	45

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YORK WATER NDQ-YORW

RECENT PRICE **43.39** | P/E RATIO **34.2** (Trailing: 35.0 Median: 26.0) | RELATIVE P/E RATIO **1.64** | DIV'D YLD **1.7%** | **VALUE LINE**

TIMELINESS 2 Raised 5/29/20
SAFETY 3 Lowered 7/17/15
TECHNICAL 2 Lowered 5/29/20
BETA .80 (1.00 = Market)

18-Month Target Price Range

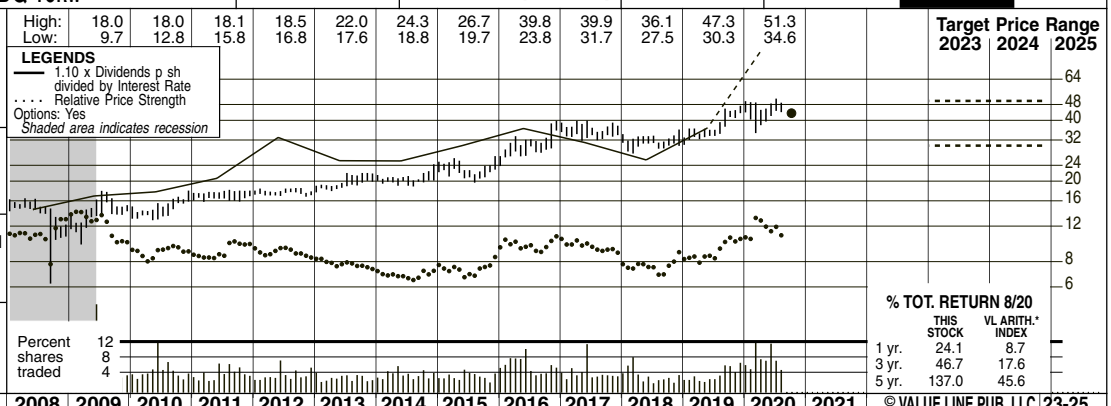
Low-High	Midpoint (% to Mid)
$34-$74	$54 (25%)

2023-25 PROJECTIONS

	Price	Gain	Ann'l Total Return
High	50	(+15%)	*6%*
Low	30	(-30%)	*-6%*

Institutional Decisions

	4Q2019	1Q2020	2Q2020
to Buy	52	61	59
to Sell	39	52	48
Hld's(000)	5387	5387	5479



2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	© VALUE LINE PUB. LLC	23-25
2.18	2.58	2.56	2.79	2.89	2.95	3.07	3.18	3.21	3.27	3.58	3.68	3.70	3.77	3.74	3.96	*4.10*	*4.20*	Revenues per sh	*5.10*
.65	.79	.77	.86	.88	.95	1.07	1.09	1.12	1.19	1.36	1.45	1.42	1.53	1.58	1.70	*1.90*	*1.95*	"Cash Flow" per sh	*2.40*
.49	.56	.58	.57	.57	.64	.71	.71	.72	.75	.89	.97	.92	1.01	1.04	1.11	*1.30*	*1.35*	Earnings per sh A	*1.60*
.39	.42	.45	.48	.49	.51	.52	.53	.54	.55	.57	.60	.63	.65	.67	.70	*.73*	*.78*	Div'd Decl'd per sh B	*.95*
2.50	1.69	1.85	1.69	2.17	1.18	.83	.74	.94	.76	1.10	1.11	1.03	1.95	1.95	.16	*.85*	*1.35*	Cap'l Spending per sh	*1.85*
4.65	4.85	5.84	5.97	6.14	6.92	7.19	7.45	7.73	7.98	8.15	8.51	8.88	9.28	9.75	10.31	*11.15*	*11.60*	Book Value per sh	*12.50*
10.33	10.40	11.20	11.27	11.37	12.56	12.69	12.79	12.92	12.98	12.83	12.81	12.85	12.87	12.94	13.02	*13.00*	*12.95*	Common Shs Outst'g C	*12.80*
25.7	26.3	31.2	30.3	24.6	21.9	20.7	23.9	24.4	26.3	23.1	23.5	32.8	34.6	30.3	33.8	*Bold figures are Value Line estimates*		Avg Ann'l P/E Ratio	*25.0*
1.36	1.40	1.68	1.61	1.48	1.46	1.32	1.50	1.55	1.48	1.22	1.18	1.72	1.74	1.64	1.83			Relative P/E Ratio	*1.40*
3.1%	2.9%	2.5%	2.8%	3.5%	3.6%	3.5%	3.1%	3.1%	2.8%	2.8%	2.6%	2.1%	1.9%	2.1%	1.9%			Avg Ann'l Div'd Yield	*2.4%*
39.0	40.6	41.4	42.4	45.9	47.1	47.6	48.6	48.4	51.6	*53.5*	*54.5*	Revenues ($mill)	*65.0*
8.9	9.1	9.3	9.7	11.5	12.5	11.8	13.0	13.4	14.4	*17.0*	*17.5*	Net Profit ($mill)	*20.5*
38.5%	35.3%	37.6%	37.6%	29.8%	27.5%	31.3%	25.9%	15.7%	13.5%	*18.5%*	*21.0%*	Income Tax Rate	*21.0%*
1.2%	1.1%	1.1%	.8%	1.8%	1.6%	1.9%	6.7%	1.7%	2.5%	*1.5%*	*1.5%*	AFUDC % to Net Profit	*1.5%*
48.3%	47.1%	46.0%	45.1%	44.8%	44.4%	42.6%	43.0%	42.5%	41.3%	*38.5%*	*37.5%*	Long-Term Debt Ratio	*36.0%*
51.7%	52.9%	54.0%	54.9%	55.2%	55.6%	57.4%	57.0%	57.5%	58.7%	*61.5%*	*62.5%*	Common Equity Ratio	*64.0%*
176.4	180.2	184.8	188.4	189.4	196.3	198.7	209.5	219.5	228.7	*235*	*240*	Total Capital ($mill)	*250*
228.4	233.0	240.3	244.2	253.2	261.4	270.9	288.8	299.2	313.2	*315*	*320*	Net Plant ($mill)	*335*
6.5%	6.4%	6.4%	6.5%	7.4%	7.6%	7.2%	7.5%	7.3%	7.4%	*8.5%*	*8.5%*	Return on Total Cap'l	*9.0%*
9.8%	9.5%	9.3%	9.3%	11.0%	11.5%	10.4%	10.9%	10.6%	10.7%	*11.5%*	*11.5%*	Return on Shr. Equity	*13.0%*
9.8%	9.5%	9.3%	9.3%	11.0%	11.5%	10.4%	10.9%	10.6%	10.7%	*11.5%*	*11.5%*	Return on Com Equity	*13.0%*
2.7%	2.5%	2.4%	2.4%	3.9%	4.4%	3.4%	4.0%	3.8%	4.0%	*5.0%*	*5.0%*	Retained to Com Eq	*5.0%*
72%	73%	74%	74%	64%	62%	67%	63%	64%	62%	*56%*	*58%*	All Div'ds to Net Prof	*59%*

CAPITAL STRUCTURE as of 6/30/20
Total Debt $103.1 mill. **Due in 5 Yrs** $42.5 mill.
LT Debt $96.6 mill. **LT Interest** $5.5 mill.
(41% of Cap'l)

Pension Assets12/19 $49.3 mill.
Oblig. $47.3 mill.

Pfd Stock None

Common Stock 13,033,999 shs.

MARKET CAP: $575 million (Small Cap)

CURRENT POSITION ($MILL.)	2018	2019	6/30/20
Cash Assets	- -	- -	- -
Accounts Receivable	4.8	4.4	5.0
Inventory (Avg. Cost)	.9	1.0	1.1
Other	3.3	4.0	4.1
Current Assets	9.0	9.4	10.2
Accts Payable	3.0	3.4	4.0
Debt Due	1.0	6.5	6.5
Other	6.8	5.3	5.7
Current Liab.	10.8	15.2	16.2

ANNUAL RATES of change (per sh)	Past 10 Yrs.	Past 5 Yrs.	Est'd '17-'19 to '23-'25
Revenues	3.0%	2.5%	*5.0%*
"Cash Flow"	6.0%	5.5%	*7.0%*
Earnings	6.0%	6.0%	*7.0%*
Dividends	3.0%	4.0%	*6.0%*
Book Value	4.5%	4.0%	*4.0%*

Calendar	QUARTERLY REVENUES ($ mill.) Mar.31	Jun. 30	Sep. 30	Dec. 31	Full Year
2017	11.3	12.3	12.7	12.3	48.6
2018	11.6	12.0	12.7	12.1	48.4
2019	11.8	13.0	13.7	13.1	51.6
2020	12.9	13.3	*14.0*	*13.3*	*53.5*
2021	*13.0*	*13.5*	*14.5*	*13.5*	*54.5*

Calendar	EARNINGS PER SHARE A Mar.31	Jun. 30	Sep. 30	Dec. 31	Full Year
2017	.20	.23	.31	.27	1.01
2018	.20	.26	.29	.29	1.04
2019	.22	.28	.35	.26	1.11
2020	.31	.32	*.35*	*.32*	*1.30*
2021	*.28*	*.35*	*.37*	*.35*	*1.35*

Calendar	QUARTERLY DIVIDENDS PAID B Mar.31	Jun.30	Sep.30	Dec.31	Full Year
2016	.1555	.1555	.1555	.1602	.627
2017	.1602	.1602	.1602	.1666	.647
2018	.1666	.1666	.1666	.1733	.673
2019	.1733	.1733	.1733	.1802	.70
2020	.1802	.1802	.1802		

BUSINESS: The York Water Company is the oldest investor-owned regulated water utility in the United States. It has operated continuously since 1816. As of December 31, 2019, the company's average daily availability was 35.4 million gallons and its service territory had an estimated population of 201,000. Has more than 71,400 customers. Residential customers accounted for 65% of 2019 revenues; commercial and industrial (28%); other (7%). It also provides sewer billing services. Incorporated: PA. York had 106 full-time employees at 12/31/19. President/Chief Executive Officer: J.T. Hand. Officers/directors own 1.2% of the common stock (3/20 proxy). Address: 130 East Market Street, York, Pennsylvania 17401. Telephone: (717) 845-3601. Internet: www.yorkwater.com.

York Water delivered strong top- and bottom-line performances in the second quarter. Indeed, the Pennsylvania-based regulated water utility held up considerably well during the height of the pandemic, and should continue to thrive as the economy appears to be entering recovery mode. The company generated $13.3 million in revenues in the June period, up 21% from the previous-year figure, while earnings clocked in at $0.32 a share, up about 14% year over year. Underpinning the advances was a combination of recent rate hikes, increased water consumption per residential customers (largely due to more people staying and working from home amidst lingering health concerns), as well as growth in its customer base (both acquisition and homebuying related). Moreover, share profits were boosted by lower taxes tied to greater tangible property deductions and a declining interest expense.

We think modest financial growth is in the cards next year. Revenues are expected to increase to about $55 million, while earnings may edge up a nickel, to $1.35 a share. Our somewhat conservative projections stem partly from periodically rising operation and maintenance expenses. On top of that, as much of the population slowly returns to work and school, household water consumption could take a slight step back, despite an increase in general hygiene practices.

True to form, infrastructure upgrades are on tap over the pull to mid-decade. York invested $9.0 million year to date on various replacements and water system improvements, and expects to spend an additional $12.0 million over the next six months on main extensions, wastewater treatment plant expansions, and broad pipe and service line upgrades. Infrastructure spending ought to considerably ramp up over the coming years, as the company focuses on delivering safe water to its growing customer base.

The equity is favorably ranked (2) for relative year-ahead price performance. That said, although York shares have slipped modestly in price since our mid-July review, total return potential out to 2023-2025 still leaves much to be desired at the recent quotation.

Nicholas P. Patrikis *October 9, 2020*

(A) Diluted earnings. Next earnings report due late October.
(B) Dividends historically paid in late February, June, September, and December.
(C) In millions, adjusted for split.

Company's Financial Strength	B+
Stock's Price Stability	75
Price Growth Persistence	75
Earnings Predictability	100

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Borough of Shenandoah
Summary of Risk Premium Models for the
Proxy Group of Seven Water Companies

	Proxy Group of Seven Water Companies	
Predictive Risk Premium Model (PRPM) (1)	11.05	%
Risk Premium Using an Adjusted Total Market Approach (2)	10.26	%
Average	10.66	%

Notes:
(1) From page 14 of this Appendix.
(2) From page 15 of this Appendix.

Borough of Shenandoah
Indicated ROE
Derived by the Predictive Risk Premium Model (1)

Proxy Group of Seven Water Companies	[1] LT Average Predicted Variance	[2] Spot Predicted Variance	[3] Recommended Variance	[4] GARCH Coefficient	[5] Predicted Risk Premium (2)	[6] Risk-Free Rate (3)	[7] Indicated ROE (4)
American States Water Company	0.38%	0.36%	0.38%	1.85423	8.77%	2.16%	10.93%
American Water Works Company Inc	0.23%	0.15%	0.23%	6.04067	17.79%	2.16%	NMF
California Water Service Group	0.32%	0.29%	0.32%	1.88263	7.39%	2.16%	9.55%
Essential Utilities, Inc.	0.44%	0.44%	0.44%	2.23436	12.49%	2.16%	14.65%
Middlesex Water Company	0.30%	0.28%	0.30%	2.14657	7.98%	2.16%	10.14%
SJW Group	0.41%	0.37%	0.41%	1.51704	7.81%	2.16%	9.97%
York Water Company	0.45%	0.38%	0.45%	2.11045	11.91%	2.16%	14.07%
						Average	11.55%
						Median	10.54%
					Average of Mean and Median		11.05%

NMF = Not Meaningful Figure

Notes:

(1) The Predictive Risk Premium Model uses historical data to generate a predicted variance and a GARCH coefficient. The historical data used are the equity risk premiums for the first available trading month as reported by Bloomberg Professional Service.

(2) (1+(Column [3] * Column [4])^12) - 1.

(3) From note 2 on page 26 of this Appendix.

(4) Column [5] + Column [6].

Borough of Shenandoah
Indicated Common Equity Cost Rate
Through Use of a Risk Premium Model
Using an Adjusted Total Market Approach

Line No.		Proxy Group of Seven Water Companies	
1.	Prospective Yield on Aaa Rated Corporate Bonds (1)	3.01	%
2.	Adjustment to Reflect Yield Spread Between Aaa Rated Corporate Bonds and A2 Rated Public Utility Bonds	0.54	(2)
3.	Adjusted Prospective Yield on A2 Rated Public Utility Bonds	3.55	%
4.	Adjustment to Reflect Bond Rating Difference of Proxy Group	0.06	(3)
5.	Adjusted Prospective Bond Yield	3.61	%
6.	Equity Risk Premium (4)	6.65	
7.	Risk Premium Derived Common Equity Cost Rate	10.26	%

Notes:
(1) Consensus forecast of Moody's Aaa Rated Corporate bonds from Blue Chip Financial Forecasts (see pages 22 and 23 of this Appendix).
(2) The average yield spread of A2 rated public utility bonds over Aaa rated corporate bonds of 0.54% from page 16 of this Appendix.
(3) Adjustment to reflect the A2/A3 Moody's LT issuer rating of the Utility Proxy Group as shown on page 17 of this Appendix. The 0.06% upward adjustment is derived by taking 1/6 of the spread between A2 and Baa2 Public Utility Bonds (1/6 * 0.33% = 0.06%) as derived from page 16 of this Appendix.
(4) From page 19 of this Appendix.

Borough of Shenandoah
Interest Rates and Bond Spreads for
Moody's Corporate and Public Utility Bonds

Selected Bond Yields

	[1] Aaa Rated Corporate Bond	[2] A2 Rated Public Utility Bond	[3] Baa2 Rated Public Utility Bond
Oct-2020	2.35 %	2.95 %	3.27 %
Sep-2020	2.31	2.84	3.17
Aug-2020	2.25	2.73	3.06
Average	2.30 %	2.84 %	3.17 %

Selected Bond Spreads

A Rated Public Utility Bonds Over Aaa Rated Corporate Bonds: 0.54 % (1)

Baa2 Rated Public Utility Bonds Over A2 Rated Public Utility Bonds: 0.33 % (2)

Notes:
(1) Column [2] - Column [1].
(2) Column [3] - Column [2].

Source of Information:
Bloomberg Professional Service

Borough of Shenandoah
Comparison of Long-Term Issuer Ratings for
Proxy Group of Seven Water Companies

	Moody's		Standard & Poor's	
	Long-Term Issuer Rating		Long-Term Issuer Rating	
	November 2020		November 2020	
Proxy Group of Seven Water Companies	Long-Term Issuer Rating	Numerical Weighting (1)	Long-Term Issuer Rating	Numerical Weighting(1)
American States Water Company (2)	A2	6.0	A+	5.0
American Water Works Company Inc (3)	A3	7.0	A	6.0
California Water Service Group (4)	NR	- -	A+	5.0
Essential Utilities, Inc. (5)	NR	- -	A	6.0
Middlesex Water Company	NR	- -	A	6.0
SJW Group (6)	NR	- -	A/A-	6.5
York Water Company	NR	- -	A-	7.0
Average	A2/A3	6.5	A	5.9

Notes:

(1) From page 18 of this Appendix.
(2) Ratings that of Golden State Water Company.
(3) Ratings that of New Jersey and Pennsylvania American Water Companies.
(4) Ratings that of California Water Service Company.
(5) Ratings that of Aqua Pennsylvania, Inc.
(6) Ratings that of San Jose Water Company and The Connecticut Water Company

Source Information: Moody's Investors Service
Standard & Poor's Global Utilities Rating Service

Numerical Assignment for
Moody's and Standard & Poor's Bond Ratings

Moody's Bond Rating	Numerical Bond Weighting	Standard & Poor's Bond Rating
Aaa	1	AAA
Aa1	2	AA+
Aa2	3	AA
Aa3	4	AA-
A1	5	A+
A2	6	A
A3	7	A-
Baa1	8	BBB+
Baa2	9	BBB
Baa3	10	BBB-
Ba1	11	BB+
Ba2	12	BB
Ba3	13	BB-
B1	14	B+
B2	15	B
B3	16	B-

Borough of Shenandoah
Judgment of Equity Risk Premium for
Proxy Group of Seven Water Companies

Line No.		Proxy Group of Seven Water Companies
1.	Calculated equity risk premium based on the total market using the beta approach (1)	7.75 %
2.	Mean equity risk premium based on a study using the holding period returns of public utilities with A rated bonds (2)	5.54
3.	Average equity risk premium	6.65 %

Notes: (1) From page 20 of this Appendix.
(2) From page 24 of this Appendix.

Borough of Shenandoah
Derivation of Equity Risk Premium Based on the Total Market Approach
Using the Beta for the
Proxy Group of Seven Water Companies

Line No.	Equity Risk Premium Measure	Proxy Group of Seven Water Companies
	Ibbotson-Based Equity Risk Premiums:	
1.	Ibbotson Equity Risk Premium (1)	5.78 %
2.	Regression on Ibbotson Risk Premium Data (2)	9.36
3.	Ibbotson Equity Risk Premium based on PRPM (3)	9.52
4.	Equity Risk Premium Based on Value Line Summary and Index (4)	10.09
5.	Equity Risk Premium Based on Value Line S&P 500 Companies (5)	11.03
6.	Equity Risk Premium Based on Bloomberg S&P 500 Companies (6)	10.93
7.	Conclusion of Equity Risk Premium	9.45 %
8.	Adjusted Beta (7)	0.82
9.	Forecasted Equity Risk Premium	7.75 %

Notes provided on page 21 of this Appendix.

Borough of Shenandoah
Derivation of Equity Risk Premium Based on the Total Market Approach
Using the Beta for the
Proxy Group of Seven Water Companies

Notes:

(1) Based on the arithmetic mean historical monthly returns on large company common stocks from Ibbotson® SBBI® 2020 Market Report minus the arithmetic mean monthly yield of Moody's average Aaa and Aa corporate bonds from 1928-2019.

(2) This equity risk premium is based on a regression of the monthly equity risk premiums of large company common stocks relative to Moody's average Aaa and Aa rated corporate bond yields from 1928-2019 referenced in Note 1 above.

(3) The Predictive Risk Premium Model (PRPM) is discussed in the accompanying direct testimony. The Ibbotson equity risk premium based on the PRPM is derived by applying the PRPM to the monthly risk premiums between Ibbotson large company common stock monthly returns and average Aaa and Aa2 corporate monthly bond yields, from January 1928 through October 2020.

(4) The equity risk premium based on the Value Line Summary and Index is derived by subtracting the average consensus forecast of Aaa corporate bonds of 3.01% (from page 15 of this Appendix) from the projected 3-5 year total annual market return of 13.10% (described fully in note 1 on page 26 of this Appendix).

(5) Using data from Value Line for the S&P 500, an expected total return of 14.04% was derived based upon expected dividend yields and long-term earnings growth estimates as a proxy for capital appreciation. Subtracting the average consensus forecast of Aaa corporate bonds of 3.01% results in an expected equity risk premium of 11.03%.

(6) Using data from the Bloomberg Professional Service for the S&P 500, an expected total return of 13.94% was derived based upon expected dividend yields and long-term earnings growth estimates as a proxy for capital appreciation. Subtracting the average consensus forecast of Aaa corporate bonds of 3.01% results in an expected equity risk premium of 10.93%.

(7) Average of mean and median beta from page 25 of this Appendix.

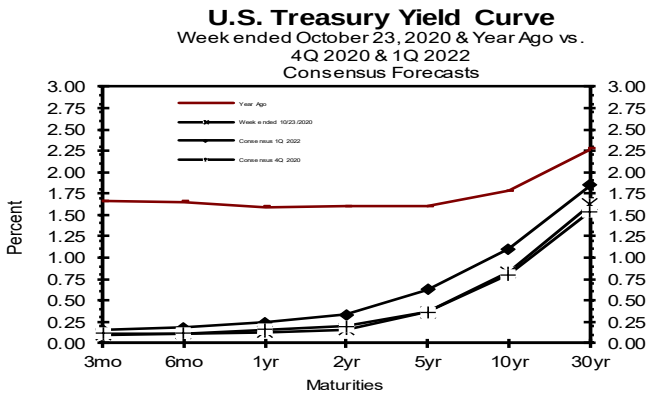
Sources of Information:

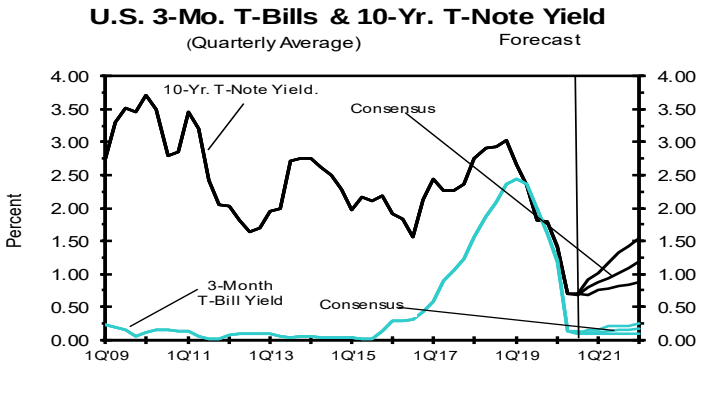
Stocks, Bonds, Bills, and Inflation - 2020 SBBI Yearbook, John Wiley & Sons, Inc.
Industrial Manual and Mergent Bond Record Monthly Update.
Value Line Summary and Index
Blue Chip Financial Forecasts, June 1, 2020 and October 30, 2020
Bloomberg Professional Service

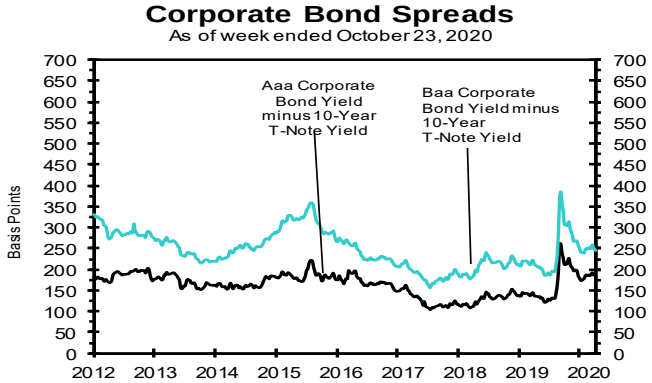
Consensus Forecasts of U.S. Interest Rates and Key Assumptions

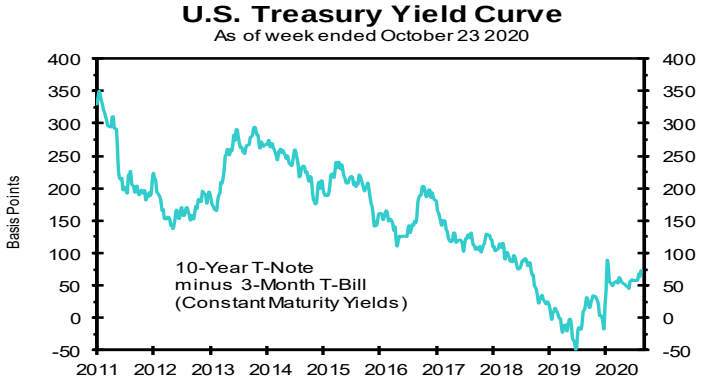
	History								Consensus Forecasts-Quarterly Avg.					
	Average For Week Ending				Average For Month			*Latest Qtr*	4Q	1Q	2Q	3Q	4Q	1Q
Interest Rates	Oct 23	Oct 16	Oct 9	Oct 2	Sep	Aug	Jul	3Q 2020	**2020**	**2021**	**2021**	**2021**	**2021**	**2022**
Federal Funds Rate	0.09	0.09	0.09	0.09	0.09	0.10	0.09	0.09	**0.1**	**0.1**	**0.1**	**0.1**	**0.1**	**0.1**
Prime Rate	3.25	3.25	3.25	3.25	3.25	3.25	3.25	3.25	**3.3**	**3.3**	**3.3**	**3.3**	**3.3**	**3.3**
LIBOR, 3-mo.	0.21	0.23	0.22	0.23	0.24	0.25	0.27	0.25	**0.3**	**0.3**	**0.3**	**0.3**	**0.3**	**0.3**
Commercial Paper, 1-mo.	0.09	0.09	0.08	0.08	0.09	0.09	0.11	0.10	**0.2**	**0.2**	**0.2**	**0.2**	**0.2**	**0.2**
Treasury bill, 3-mo.	0.10	0.11	0.10	0.10	0.11	0.10	0.13	0.11	**0.1**	**0.1**	**0.1**	**0.2**	**0.2**	**0.2**
Treasury bill, 6-mo.	0.11	0.12	0.12	0.11	0.12	0.12	0.14	0.13	**0.1**	**0.1**	**0.2**	**0.2**	**0.2**	**0.2**
Treasury bill, 1 yr.	0.13	0.13	0.13	0.12	0.13	0.13	0.15	0.14	**0.2**	**0.2**	**0.2**	**0.2**	**0.2**	**0.3**
Treasury note, 2 yr.	0.16	0.15	0.15	0.13	0.13	0.14	0.15	0.14	**0.2**	**0.2**	**0.3**	**0.3**	**0.3**	**0.4**
Treasury note, 5 yr.	0.36	0.31	0.33	0.27	0.27	0.27	0.28	0.27	**0.4**	**0.4**	**0.5**	**0.5**	**0.6**	**0.7**
Treasury note, 10 yr.	0.83	0.74	0.78	0.68	0.68	0.65	0.62	0.65	**0.8**	**0.9**	**0.9**	**1.0**	**1.1**	**1.2**
Treasury note, 30 yr.	1.62	1.52	1.58	1.44	1.42	1.36	1.31	1.36	**1.5**	**1.6**	**1.7**	**1.8**	**1.9**	**2.0**
Corporate Aaa bond	2.67	2.60	2.66	2.61	2.56	2.48	2.43	2.49	**2.4**	**2.5**	**2.6**	**2.6**	**2.7**	**2.8**
Corporate Baa bond	3.28	3.22	3.30	3.27	3.20	3.09	3.12	3.14	**3.6**	**3.6**	**3.7**	**3.7**	**3.8**	**3.9**
State & Local bonds	2.93	2.93	2.94	2.92	2.92	2.88	2.99	2.93	**2.5**	**2.5**	**2.6**	**2.6**	**2.7**	**2.7**
Home mortgage rate	2.80	2.81	2.87	2.88	2.89	2.94	3.02	2.95	**2.9**	**3.0**	**3.0**	**3.0**	**3.1**	**3.2**
	History								Consensus Forecasts-Quarterly					
	4Q	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q	1Q
Key Assumptions	2018	2019	2019	2019	2019	2020	2020	2020	**2020**	**2021**	**2021**	**2021**	**2021**	**2022**
Fed's AFE $ Index	109.4	109.4	110.3	110.5	110.3	111.2	112.4	107.2	**106.8**	**107.0**	**106.7**	**106.2**	**106.1**	**106.4**
Real GDP	1.3	2.9	1.5	2.6	2.4	-5.0	-31.4	33.1	**3.9**	**4.0**	**3.8**	**3.3**	**3.2**	**2.9**
GDP Price Index	1.8	1.2	2.5	1.5	1.4	1.4	-1.8	3.6	**1.6**	**1.7**	**1.5**	**1.7**	**1.7**	**1.8**
Consumer Price Index	1.3	0.9	3.0	1.8	2.4	1.2	-3.5	5.2	**2.1**	**1.9**	**1.8**	**2.1**	**2.0**	**2.0**

Forecasts for interest rates and the Federal Reserve's Major Currency Index represent averages for the quarter. Forecasts for Real GDP, GDP Price Index and Consumer Price Index are seasonally-adjusted annual rates of change (saar). Individual panel members' forecasts are on pages 4 through 9. Historical data: Treasury rates from the Federal Reserve Board's H.15; AAA-AA and A-BBB corporate bond yields from Bank of America-Merrill Lynch and are 15+ years, yield to maturity; State and local bond yields from Bank of America-Merrill Lynch, A-rated, yield to maturity; Mortgage rates from Freddie Mac, 30-year, fixed; LIBOR quotes from Intercontinental Exchange. All interest rate data are sourced from Haver Analytics. Historical data for Fed's Major Currency Index are from FRSR H.10. Historical data for Real GDP and GDP Chained Price Index are from the Bureau of Economic Analysis (BEA). Consumer Price Index (CPI) history is from the Department of Labor's Bureau of Labor Statistics (BLS).









Long-Range Survey:

The table below contains the results of our twice-annual long-range CONSENSUS survey. There are also Top 10 and Bottom 10 averages for each variable. Shown are consensus estimates for the years 2021 through 2026 and averages for the five-year periods 2022-2026 and 2027-2031. Apply these projections cautiously. Few if any economic, demographic and political forces can be evaluated accurately over such long time spans.

		Average For The Year						Five-Year Averages	
		2021	2022	2023	2024	2025	2026	2022-2026	2027-2031
1. Federal Funds Rate	**CONSENSUS**	**0.2**	**0.4**	**1.0**	**1.6**	**1.9**	**2.1**	**1.4**	**2.3**
	Top 10 Average	0.4	0.8	1.6	2.2	2.5	2.7	1.9	2.8
	Bottom 10 Average	0.1	0.1	0.4	1.0	1.3	1.5	0.9	1.7
2. Prime Rate	**CONSENSUS**	**3.4**	**3.6**	**4.1**	**4.7**	**5.0**	**5.2**	**4.5**	**5.4**
	Top 10 Average	3.5	3.9	4.6	5.3	5.5	5.7	5.0	5.9
	Bottom 10 Average	3.3	3.3	3.7	4.2	4.5	4.7	4.1	4.9
3. LIBOR, 3-Mo.	**CONSENSUS**	**0.6**	**0.9**	**1.4**	**2.0**	**2.3**	**2.4**	**1.8**	**2.6**
	Top 10 Average	0.8	1.3	1.9	2.5	2.7	3.0	2.3	3.1
	Bottom 10 Average	0.4	0.5	0.9	1.6	1.9	2.0	1.4	2.1
4. Commercial Paper, 1-Mo	**CONSENSUS**	**0.6**	**0.9**	**1.4**	**2.0**	**2.2**	**2.3**	**1.7**	**2.6**
	Top 10 Average	0.7	1.2	1.8	2.3	2.6	2.8	2.1	3.0
	Bottom 10 Average	0.3	0.5	1.1	1.6	1.9	2.0	1.4	2.2
5. Treasury Bill Yield, 3-Mo	**CONSENSUS**	**0.2**	**0.5**	**1.1**	**1.6**	**1.9**	**2.1**	**1.4**	**2.3**
	Top 10 Average	0.4	0.9	1.6	2.2	2.4	2.6	1.9	2.8
	Bottom 10 Average	0.1	0.2	0.5	1.1	1.4	1.6	0.9	1.8
6. Treasury Bill Yield, 6-Mo	**CONSENSUS**	**0.3**	**0.6**	**1.1**	**1.7**	**2.0**	**2.2**	**1.5**	**2.5**
	Top 10 Average	0.4	0.9	1.7	2.3	2.6	2.7	2.0	3.0
	Bottom 10 Average	0.2	0.2	0.6	1.2	1.5	1.7	1.1	1.9
7. Treasury Bill Yield, 1-Yr	**CONSENSUS**	**0.4**	**0.7**	**1.3**	**1.8**	**2.1**	**2.3**	**1.7**	**2.6**
	Top 10 Average	0.5	1.1	1.8	2.4	2.7	2.9	2.2	3.1
	Bottom 10 Average	0.2	0.3	0.7	1.3	1.6	1.8	1.1	2.0
8. Treasury Note Yield, 2-Yr	**CONSENSUS**	**0.5**	**0.9**	**1.5**	**2.0**	**2.3**	**2.5**	**1.8**	**2.7**
	Top 10 Average	0.8	1.3	2.0	2.5	2.9	3.0	2.4	3.3
	Bottom 10 Average	0.3	0.4	0.9	1.4	1.7	2.0	1.3	2.2
9. Treasury Note Yield, 5-Yr	**CONSENSUS**	**0.7**	**1.1**	**1.7**	**2.2**	**2.5**	**2.7**	**2.0**	**2.9**
	Top 10 Average	1.1	1.6	2.3	2.8	3.1	3.3	2.6	3.5
	Bottom 10 Average	0.5	0.7	1.2	1.6	1.8	2.1	1.5	2.3
10. Treasury Note Yield, 10-Yr	**CONSENSUS**	**1.2**	**1.5**	**2.1**	**2.5**	**2.7**	**2.9**	**2.3**	**3.1**
	Top 10 Average	1.5	2.0	2.6	3.1	3.3	3.5	2.9	3.8
	Bottom 10 Average	0.8	1.1	1.6	1.9	2.1	2.2	1.8	2.5
11. Treasury Bond Yield, 30-Yr	**CONSENSUS**	**1.8**	**2.2**	**2.7**	**3.1**	**3.3**	**3.5**	**3.0**	**3.8**
	Top 10 Average	2.2	2.7	3.3	3.7	3.9	4.1	3.5	4.4
	Bottom 10 Average	1.4	1.7	2.2	2.6	2.8	2.9	2.4	3.1
12. Corporate Aaa Bond Yield	**CONSENSUS**	**2.8**	**3.2**	**3.6**	**4.0**	**4.2**	**4.3**	**3.9**	**4.6**
	Top 10 Average	3.1	3.6	4.2	4.6	4.7	4.8	4.4	5.1
	Bottom 10 Average	2.4	2.7	3.1	3.5	3.7	3.8	3.4	4.2
13. Corporate Baa Bond Yield	**CONSENSUS**	**4.1**	**4.5**	**4.9**	**5.2**	**5.3**	**5.4**	**5.0**	**5.7**
	Top 10 Average	4.6	5.0	5.4	5.7	5.8	6.0	5.6	6.2
	Bottom 10 Average	3.6	3.9	4.3	4.6	4.7	4.8	4.4	5.2
14. State & Local Bonds Yield	**CONSENSUS**	**2.6**	**3.0**	**3.5**	**3.7**	**3.8**	**3.8**	**3.6**	**4.1**
	Top 10 Average	3.0	3.3	3.9	4.2	4.3	4.4	4.0	4.6
	Bottom 10 Average	2.3	2.6	2.9	3.2	3.2	3.3	3.0	3.7
15. Home Mortgage Rate	**CONSENSUS**	**3.4**	**3.6**	**4.0**	**4.4**	**4.5**	**4.7**	**4.2**	**4.9**
	Top 10 Average	3.8	4.0	4.5	4.8	5.0	5.2	4.7	5.5
	Bottom 10 Average	3.0	3.2	3.5	3.9	4.1	4.1	3.7	4.4
A. Fed's AFE Nominal $ Index	**CONSENSUS**	**112.8**	**112.6**	**112.5**	**111.8**	**111.4**	**111.0**	**111.9**	**110.6**
	Top 10 Average	114.1	114.5	114.1	113.8	113.5	113.4	113.9	113.9
	Bottom 10 Average	111.7	110.7	110.7	110.2	109.5	108.7	110.0	107.6
		Year-Over-Year, % Change						Five-Year Averages	
		2021	2022	2023	2024	2025	2026	2022-2026	2027-2031
B. Real GDP	**CONSENSUS**	**3.2**	**3.2**	**2.4**	**2.2**	**2.1**	**2.0**	**2.4**	**2.1**
	Top 10 Average	5.7	4.3	2.9	2.5	2.3	2.3	2.9	2.4
	Bottom 10 Average	0.5	2.2	1.9	1.9	1.8	1.8	1.9	1.8
C. GDP Chained Price Index	**CONSENSUS**	**1.1**	**1.7**	**1.9**	**2.0**	**2.0**	**2.0**	**1.9**	**2.0**
	Top 10 Average	1.8	2.2	2.2	2.2	2.3	2.2	2.2	2.2
	Bottom 10 Average	0.3	1.3	1.6	1.8	1.8	1.8	1.7	1.9
D. Consumer Price Index	**CONSENSUS**	**1.3**	**2.0**	**2.1**	**2.1**	**2.1**	**2.1**	**2.1**	**2.2**
	Top 10 Average	2.2	2.5	2.3	2.3	2.4	2.3	2.4	2.4
	Bottom 10 Average	0.4	1.5	1.8	1.8	1.9	1.9	1.8	2.0

Borough of Shenandoah
Derivation of Mean Equity Risk Premium Based Studies
Using Holding Period Returns and
Projected Market Appreciation of the S&P Utility Index

Line No.		Implied Equity Risk Premium
	Equity Risk Premium based on S&P Utility Index Holding Period Returns (1):	
1.	Historical Equity Risk Premium	4.21 %
2.	Regression of Historical Equity Risk Premium (2)	6.84
3.	Forecasted Equity Risk Premium Based on PRPM (3)	5.59
4.	Forecasted Equity Risk Premium based on Projected Total Return on the S&P Utilities Index (Value Line Data) (4)	6.50
5.	Forecasted Equity Risk Premium based on Projected Total Return on the S&P Utilities Index (Bloomberg Data) (5)	4.58
6.	Average Equity Risk Premium (6)	5.54 %

Notes:
(1) Based on S&P Public Utility Index monthly total returns and Moody's Public Utility Bond average monthly yields from 1928-2019. Holding period returns are calculated based upon income received (dividends and interest) plus the relative change in the market value of a security over a one-year holding period.

(2) This equity risk premium is based on a regression of the monthly equity risk premiums of the S&P Utility Index relative to Moody's A rated public utility bond yields from 1928 - 2019 referenced in note 1 above.

(3) The Predictive Risk Premium Model (PRPM) is applied to the risk premium of the monthly total returns of the S&P Utility Index and the monthly yields on Moody's A rated public utility bonds from January 1928 - October 2020.

(4) Using data from Value Line for the S&P Utilities Index, an expected return of 10.05% was derived based on expected dividend yields and long-term growth estimates as a proxy for market appreciation. Subtracting the expected A2 rated public utility bond yield of 3.55%, calculated on line 3 of page 15 of this Appendix results in an equity risk premium of 6.50%. (10.05% - 3.55% = 6.50%)

(5) Using data from Bloomberg Professional Service for the S&P Utilities Index, an expected return of 8.13% was derived based on expected dividend yields and long-term growth estimates as a proxy for market appreciation. Subtracting the expected A2 rated public utility bond yield of 3.55%, calculated on line 3 of page 15 of this Appendix results in an equity risk premium of 4.58%. (8.13% - 3.55% = 4.58%)

(6) Average of lines 1 through 5.

Borough of Shenandoah
Indicated Common Equity Cost Rate Through Use
of the Traditional Capital Asset Pricing Model (CAPM) and Empirical Capital Asset Pricing Model (ECAPM)

Proxy Group of Seven Water Companies	[1] Value Line Adjusted Beta	[2] Bloomberg Adjusted Beta	[3] Average Beta	[4] Market Risk Premium (1)	[5] Risk-Free Rate (2)	[6] Traditional CAPM Cost Rate	[7] ECAPM Cost Rate	[8] Indicated Common Equity Cost
American States Water Company	0.65	0.55	0.60	10.40 %	2.16 %	8.40 %	9.44 %	8.92 %
American Water Works Company Inc	0.85	0.99	0.92	10.40	2.16	11.73	11.93	11.83
California Water Service Group	0.65	0.58	0.61	10.40	2.16	8.50	9.52	9.01
Essential Utilities, Inc.	0.90	0.95	0.92	10.40	2.16	11.73	11.93	11.83
Middlesex Water Company	0.70	0.78	0.74	10.40	2.16	9.85	10.53	10.19
SJW Group	0.80	0.88	0.84	10.40	2.16	10.89	11.31	11.10
York Water Company	0.80	0.93	0.87	10.40	2.16	11.21	11.54	11.37
Mean			0.79			10.33 %	10.89 %	10.61 %
Median			0.84			10.89 %	11.31 %	11.10 %
Average of Mean and Median			0.82			10.61	11.10	10.86 %

Notes on page 26 of this Appendix.

Borough of Shenandoah
Notes to Accompany the Application of the CAPM and ECAPM

Notes:

(1) The market risk premium (MRP) is derived by using six different measures from three sources: Ibbotson, Value Line, and Bloomberg as illustrated below:

Historical Data MRP Estimates:

Measure 1: Ibbotson Arithmetic Mean MRP (1926-2019)

Arithmetic Mean Monthly Returns for Large Stocks 1926-2019:	12.10	%
Arithmetic Mean Income Returns on Long-Term Government Bonds:	5.09	
MRP based on Ibbotson Historical Data:	7.01	%

Measure 2: Application of a Regression Analysis to Ibbotson Historical Data
(1926-2019) 10.13 %

Measure 3: Application of the PRPM to Ibbotson Historical Data:
(January 1926 - October 2020) 10.64 %

Value Line MRP Estimates:

Measure 4: Value Line Projected MRP (Thirteen weeks ending November 13, 2020)

Total projected return on the market 3-5 years hence*:	13.10	%
Projected Risk-Free Rate (see note 2):	2.16	
MRP based on Value Line Summary & Index:	10.94	%

*Forcasted 3-5 year capital appreciation plus expected dividend yield

Measure 5: Value Line Projected Return on the Market based on the S&P 500

Total return on the Market based on the S&P 500:	14.04	%
Projected Risk-Free Rate (see note 2):	2.16	
MRP based on Value Line data	11.88	%

Measure 6: Bloomberg Projected MRP

Total return on the Market based on the S&P 500:	13.94	%
Projected Risk-Free Rate (see note 2):	2.16	
MRP based on Bloomberg data	11.78	%
Average of Value Line, Ibbotson, and Bloomberg MRP:	10.40	%

(2) For reasons explained in the direct testimony, the appropriate risk-free rate for cost of capital purposes is the average forecast of 30 year Treasury Bonds per the consensus of nearly 50 economists reported in Blue Chip Financial Forecasts. (See pages 22-23 of this Appendix.) The projection of the risk-free rate is illustrated below:

Fourth Quarter 2020	1.50	%
First Quarter 2021	1.60	
Second Quarter 2021	1.70	
Third Quarter 2021	1.80	
Fourth Quarter 2021	1.90	
First Quarter 2022	2.00	
2022-2026	3.00	
2027-2031	3.80	
	2.16	%

(3) Average of Column 6 and Column 7.

Sources of Information:
Value Line Summary and Index
Blue Chip Financial Forecasts, June 1, 2020 and October 30, 2020
Stocks, Bonds, Bills, and Inflation - 2020 SBBI Yearbook, John Wiley & Sons, Inc.
Bloomberg Professional Services

Borough of Shenandoah
Basis of Selection of the Group of Non-Price Regulated Companies
Comparable in Total Risk to the Utility Proxy Group

The criteria for selection of the Non-Price Regulated Proxy Group was that the non-price regulated companies be domestic and reported in Value Line Investment Survey (Standard Edition).

The Non-Price Regulated Proxy Group companies were then selected based on the unadjusted beta range of 0.45 – 0.75 and residual standard error of the regression range of 2.9166 – 3.4786 of the Utility Proxy Group.

These ranges are based upon plus or minus two standard deviations of the unadjusted beta and standard error of the regression. Plus or minus two standard deviations captures 95.50% of the distribution of unadjusted betas and residual standard errors of the regression.

The standard deviation of the Water Utility Proxy Group's residual standard error of the regression is 0.1405. The standard deviation of the standard error of the regression is calculated as follows:

$$\text{Standard Deviation of the Std. Err. of the Regr.} = \frac{\text{Standard Error of the Regression}}{\sqrt{2N}}$$

where: N = number of observations. Since Value Line betas are derived from weekly price change observations over a period of five years, N = 259

$$\text{Thus, } 0.1405 = \frac{3.1976}{\sqrt{518}} = \frac{3.1976}{22.7596}$$

Source of Information: Value Line, Inc., September 2020
Value Line Investment Survey (Standard Edition)

Borough of Shenandoah
Basis of Selection of Comparable Risk
Domestic Non-Price Regulated Companies

Proxy Group of Seven Water Companies	[1] Value Line Adjusted Beta	[2] Unadjusted Beta	[3] Residual Standard Error of the Regression	[4] Standard Deviation of Beta
American States Water Company	0.65	0.42	2.7018	0.0652
American Water Works Company Inc	0.85	0.70	3.1629	0.0763
California Water Service Group	0.65	0.40	3.1081	0.0750
Essential Utilities, Inc.	0.90	0.83	2.7162	0.0655
Middlesex Water Company	0.70	0.52	3.4887	0.0841
SJW Group	0.80	0.67	3.5594	0.0858
York Water Company	0.80	0.64	3.6461	0.0879
Average	0.76	0.60	3.1976	0.0771
Beta Range (+/- 2 std. Devs. of Beta)	0.45	0.75		
2 std. Devs. of Beta	0.15			
Residual Std. Err. Range (+/- 2 std. Devs. of the Residual Std. Err.)	2.9166	3.4786		
Std. dev. of the Res. Std. Err.	0.1405			
2 std. devs. of the Res. Std. Err.	0.2810			

Source of Information: Valueline Proprietary Database, September 2020

Borough of Shenandoah
Proxy Group of Non-Price Regulated Companies
Comparable in Total Risk to the
Proxy Group of Seven Water Companies

Proxy Group of Twenty-Three Non-Price Regulated Companies	[1] VL Adjusted Beta	[2] Unadjusted Beta	[3] Residual Standard Error of the Regression	[4] Standard Deviation of Beta
Adobe Inc.	0.80	0.68	3.2135	0.0775
Bio-Rad Labs. 'A'	0.80	0.64	3.0465	0.0735
Casey's Gen'l Stores	0.80	0.69	3.2699	0.0789
C.H. Robinson	0.70	0.49	2.9211	0.0704
salesforce.com	0.85	0.74	3.3139	0.0799
CSG Systems Int'l	0.75	0.60	3.1939	0.0770
Citrix Sys.	0.75	0.58	3.3490	0.0808
Dollar General	0.70	0.47	3.2817	0.0791
Ennis, Inc.	0.80	0.63	3.3760	0.0814
FirstCash, Inc.	0.80	0.67	3.2660	0.0788
Gen'l Mills	0.65	0.45	2.9700	0.0716
Heartland Express	0.75	0.56	3.1152	0.0751
St. Joe Corp.	0.85	0.72	2.9838	0.0720
Lancaster Colony	0.70	0.50	3.1119	0.0751
Lilly (Eli)	0.75	0.56	2.9987	0.0723
ManTech Int'l 'A'	0.85	0.71	3.1009	0.0748
MAXIMUS Inc.	0.80	0.67	3.3500	0.0808
Smucker (J.M.)	0.65	0.45	3.0513	0.0736
Standard Motor Prod.	0.80	0.68	3.3622	0.0811
Bio-Techne Corp.	0.80	0.66	3.1657	0.0763
Tyler Technologies	0.75	0.61	3.1722	0.0765
Walgreens Boots	0.80	0.67	3.2476	0.0783
West Pharmac. Svcs.	0.80	0.68	3.1016	0.0748
Average	0.77	0.61	3.1700	0.0800
Proxy Group of Seven Water Companies	0.76	0.60	3.1976	0.0771

Source of Information: Valueline Proprietary Database, September 2020

Borough of Shenandoah
Summary of Cost of Equity Models Applied to
Proxy Group of Twenty-Three Non-Price Regulated Companies
Comparable in Total Risk to the
Proxy Group of Seven Water Companies

Principal Methods	Proxy Group of Twenty-Three Non-Price Regulated Companies
Discounted Cash Flow Model (DCF) (1)	11.08 %
Risk Premium Model (RPM) (2)	11.50
Capital Asset Pricing Model (CAPM) (3)	10.75
Mean	11.11 %
Median	11.08 %
Average of Mean and Median	11.10 %

Notes:
(1) From page 31 of this Appendix.
(2) From page 32 of this Appendix.
(3) From page 35 of this Appendix.

Borough of Shenandoah
DCF Results for the Proxy Group of Non-Price-Regulated Companies Comparable in Total Risk to the
Proxy Group of Seven Water Companies

Proxy Group of Twenty-Three Non-Price Regulated Companies	[1] Average Dividend Yield	[2] Value Line Projected Five Year Growth in EPS	[3] Zack's Five Year Projected Growth Rate in EPS	[4] Yahoo! Finance Projected Five Year Growth in EPS	[5] Bloomberg Projected Five Year Growth in EPS	[6] Average Projected Five Year Growth Rate in EPS	[7] Adjusted Dividend Yield	[8] Indicated Common Equity Cost Rate (1)
Adobe Inc.	- %	19.50 %	19.00 %	17.42 %	15.45 %	17.84 %	- %	NA %
Bio-Rad Labs. 'A'	-	11.50	NA	17.80	25.25	18.18	-	NA
Casey's Gen'l Stores	0.72	9.00	NA	7.10	16.31	10.80	0.76	11.56
C.H. Robinson	2.07	8.00	9.00	3.72	8.73	7.36	2.15	9.51
salesforce.com	-	34.50	15.70	16.72	18.85	21.44	-	NA
CSG Systems Int'l	2.29	10.00	NA	(5.00)	8.00	9.00	2.39	11.39
Citrix Sys.	1.06	9.00	8.10	10.70	9.77	9.39	1.11	10.50
Dollar General	0.69	13.00	11.10	14.79	12.89	12.95	0.73	13.68
Ennis, Inc.	5.24	3.00	NA	5.00	NA	4.00	5.34	9.34
FirstCash, Inc.	1.84	9.50	NA	(0.93)	NA	9.50	1.93	11.43
Gen'l Mills	3.35	4.00	7.50	5.05	4.37	5.23	3.44	8.67
Heartland Express	0.41	8.50	NA	12.50	NA	10.50	0.43	10.93
St. Joe Corp.	1.16	15.00	NA	(28.10)	NA	15.00	1.25	16.25
Lancaster Colony	1.71	5.00	NA	3.00	NA	4.00	1.74	5.74
Lilly (Eli)	2.03	10.00	15.10	12.27	19.00	14.09	2.17	16.26
ManTech Int'l 'A'	1.79	12.00	7.40	8.41	7.36	8.79	1.87	10.66
MAXIMUS Inc.	1.58	10.00	NA	12.50	7.50	10.00	1.66	11.66
Smucker (J.M.)	3.12	3.00	2.20	1.70	(0.13)	2.30	3.16	5.46
Standard Motor Prod.	2.15	7.50	NA	7.00	NA	7.25	2.23	9.48
Bio-Techne Corp.	0.49	14.00	9.00	9.00	10.70	10.68	0.52	11.20
Tyler Technologies	-	10.50	15.00	10.00	14.03	12.38	-	NA
Walgreens Boots	5.05	6.00	5.00	6.99	3.58	5.39	5.19	10.58
West Pharmac. Svcs.	0.24	17.00	20.50	20.50	16.79	18.70	0.26	18.96
							Mean	11.22 %
							Median	10.93 %
							Average of Mean and Median	11.08 %

NA= Not Available
NMF= Not Meaningful Figure

(1) The application of the DCF model to the domestic, non-price regluated comparable risk companies is identical to the application of the DCF to the utility proxy group. The dividend yield is derived by using the 60 day average price and the spot indicated dividend as of November 13, 2020. The dividend yield is then adjusted by 1/2 the average projected growth rate in EPS, which is calculated by averaging the 5 year projected growth in EPS provided by Value Line, Bloomberg, www.zacks.com, and www.yahoo.com (excluding any negative growth rates) and then adding that growth rate to the adjusted dividend yield.

Source of Information:
Value Line Investment Survey
www.zacks.com Downloaded on 11/13/2020
www.yahoo.com Downloaded on 11/13/2020
Bloomberg Professional Services

Borough of Shenandoah
Indicated Common Equity Cost Rate
Through Use of a Risk Premium Model
Using an Adjusted Total Market Approach

Line No.		Proxy Group of Twenty-Three Non-Price Regulated Companies
1.	Prospective Yield on Baa2 Rated Corporate Bonds (1)	4.13 %
2.	Adjustment to Reflect Proxy Group Bond Rating (2)	(0.19)
3.	Prospective Bond Yield Applicable to the Non-Price Regulated Proxy Group	3.94
4.	Equity Risk Premium (3)	7.56
5.	Risk Premium Derived Common Equity Cost Rate	11.50 %

Notes: (1) Average forecast of Baa corporate bonds based upon the consensus of nearly 50 economists reported in Blue Chip Financial Forecasts dated June 1, 2020 and October 30, 2020 (see pages 22 and 23 of this Appendix). The estimates are detailed below.

Fourth Quarter 2020	3.60 %
First Quarter 2021	3.60
Second Quarter 2021	3.70
Third Quarter 2021	3.70
Fourth Quarter 2021	3.80
First Quarter 2022	3.90
2022-2026	5.00
2027-2031	5.70
Average	4.13 %

(2) To reflect the Baa1 average rating of the Non-Price Regulated Proxy Group, the prosepctive yield on Baa2 corporate bonds must be adjusted downward by 1/3 of the spread between A2 and Baa2 corporate bond yields as shown below:

	A2 Corp. Bond Yield	Baa2 Corp. Bond Yield	Spread
Oct-2020	2.88 %	3.44 %	0.56 %
Sep-2020	2.79	3.36	0.57
Aug-2020	2.68	3.27	0.59
		Average yield spread	0.57 %
		1/3 of spread	0.19 %

(3) From page 34 of this Appendix.

Borough of Shenandoah
Comparison of Long-Term Issuer Ratings for the
Proxy Group of Twenty-Three Non-Price Regulated Companies of Comparable risk to the
Proxy Group of Seven Water Companies

	Moody's Long-Term Issuer Rating November 2020		Standard & Poor's Long-Term Issuer Rating November 2020	
Proxy Group of Twenty-Three Non-Price Regulated Companies	Long-Term Issuer Rating	Numerical Weighting (1)	Long-Term Issuer Rating	Numerical Weighting (1)
Adobe Inc.	A2	6.0	A	6.0
Bio-Rad Labs. 'A'	Baa2	9.0	BBB	9.0
Casey's Gen'l Stores	NA	--	NA	--
C.H. Robinson	Baa2	9.0	BBB+	8.0
salesforce.com	A2	6.0	A	6.0
CSG Systems Int'l	NA	--	BB+	11.0
Citrix Sys.	NA	--	BBB	9.0
Dollar General	Baa2	9.0	BBB	9.0
Ennis, Inc.	NA	--	NA	--
FirstCash, Inc.	Ba1	11.0	BB	12.0
Gen'l Mills	Baa2	9.0	BBB	9.0
Heartland Express	NA	--	NA	--
St. Joe Corp.	NA	--	NA	--
Lancaster Colony	NA	--	NA	--
Lilly (Eli)	A2	6.0	A+	5.0
ManTech Int'l 'A'	WR	--	BB+	11.0
MAXIMUS Inc.	NA	--	NA	--
Smucker (J.M.)	Baa2	9.0	BBB	9.0
Standard Motor Prod.	NA	--	NR	--
Bio-Techne Corp.	NA	--	NA	--
Tyler Technologies	NA	--	NA	--
Walgreens Boots	Baa2	9.0	BBB	9.0
West Pharmac. Svcs.	NA	--	NA	--
Average	Baa1	8.3	BBB	8.7

Notes:
(1) From page 18 of this Appendix.

Source of Information:
Bloomberg Professional Services

Borough of Shenandoah
Derivation of Equity Risk Premium Based on the Total Market Approach
Using the Beta for the
Proxy Group of Twenty-Three Non-Price Regulated Companies of Comparable risk to the
Proxy Group of Seven Water Companies

Line No.	Equity Risk Premium Measure	Proxy Group of Twenty-Three Non-Price Regulated Companies
	Ibbotson-Based Equity Risk Premiums:	
1.	Ibbotson Equity Risk Premium (1)	5.78 %
2.	Regression on Ibbotson Risk Premium Data (2)	9.36
3.	Ibbotson Equity Risk Premium based on PRPM (3)	9.52
4.	Equity Risk Premium Based on Value Line Summary and Index (4)	10.09
5	Equity Risk Premium Based on Value Line S&P 500 Companies (5)	11.03
6.	Equity Risk Premium Based on Bloomberg S&P 500 Companies (6)	10.93
7.	Conclusion of Equity Risk Premium	9.45 %
8.	Adjusted Beta (7)	0.80
9.	Forecasted Equity Risk Premium	7.56 %

Notes:
(1) From note 1 of page 21 of this Appendix.
(2) From note 2 of page 21 of this Appendix.
(3) From note 3 of page 21 of this Appendix.
(4) From note 4 of page 21 of this Appendix.
(5) From note 5 of page 21 of this Appendix.
(6) From note 6 of page 21 of this Appendix.
(7) Average of mean and median beta from page 35 of this Appendix.

Sources of Information:
Stocks, Bonds, Bills, and Inflation - 2020 SBBI Yearbook, John Wiley & Sons, Inc.
Value Line Summary and Index
Blue Chip Financial Forecasts, June 1, 2020 and October 30, 2020
Bloomberg Professional Services

Borough of Shenandoah
Traditional CAPM and ECAPM Results for the Proxy Group of Non-Price-Regulated Companies Comparable in Total Risk to the
Proxy Group of Seven Water Companies

Proxy Group of Twenty-Three Non-Price Regulated Companies	[1] Value Line Adjusted Beta	[2] Bloomberg Beta	[3] Average Beta	[4] Market Risk Premium (1)	[5] Risk-Free Rate (2)	[6] Traditional CAPM Cost Rate	[7] ECAPM Cost Rate	[8] Indicated Common Equity Cost Rate (3)
Adobe Inc.	0.80	0.91	0.85	10.40 %	2.16 %	11.00 %	11.39 %	11.19 %
Bio-Rad Labs. 'A'	0.80	0.72	0.76	10.40	2.16	10.06	10.69	10.37
Casey's Gen'l Stores	0.80	0.87	0.83	10.40	2.16	10.79	11.23	11.01
C.H. Robinson	0.70	0.66	0.68	10.40	2.16	9.23	10.06	9.65
salesforce.com	0.85	1.08	0.96	10.40	2.16	12.14	12.24	12.19
CSG Systems Int'l	0.75	0.89	0.82	10.40	2.16	10.69	11.15	10.92
Citrix Sys.	0.75	0.67	0.71	10.40	2.16	9.54	10.30	9.92
Dollar General	0.70	0.69	0.69	10.40	2.16	9.33	10.14	9.74
Ennis, Inc.	0.80	0.79	0.80	10.40	2.16	10.48	11.00	10.74
FirstCash, Inc.	0.80	1.00	0.90	10.40	2.16	11.52	11.78	11.65
Gen'l Mills	0.65	0.51	0.58	10.40	2.16	8.19	9.28	8.74
Heartland Express	0.75	0.79	0.77	10.40	2.16	10.17	10.76	10.46
St. Joe Corp.	0.85	0.98	0.91	10.40	2.16	11.62	11.86	11.74
Lancaster Colony	0.70	0.67	0.68	10.40	2.16	9.23	10.06	9.65
Lilly (Eli)	0.75	0.76	0.75	10.40	2.16	9.96	10.61	10.28
ManTech Int'l 'A'	0.85	1.10	0.98	10.40	2.16	12.35	12.40	12.37
MAXIMUS Inc.	0.80	0.90	0.85	10.40	2.16	11.00	11.39	11.19
Smucker (J.M.)	0.65	0.53	0.59	10.40	2.16	8.29	9.36	8.83
Standard Motor Prod.	0.80	0.95	0.87	10.40	2.16	11.21	11.54	11.37
Bio-Techne Corp.	0.80	0.89	0.84	10.40	2.16	10.89	11.31	11.10
Tyler Technologies	0.75	0.78	0.77	10.40	2.16	10.17	10.76	10.46
Walgreens Boots	0.80	0.83	0.82	10.40	2.16	10.69	11.15	10.92
West Pharmac. Svcs.	0.80	0.81	0.81	10.40	2.16	10.58	11.08	10.83
Mean			0.79			10.40 %	10.94 %	10.67 %
Median			0.81			10.58 %	11.08 %	10.83 %
Average of Mean and Median			0.80			10.49 %	11.01 %	10.75 %

Notes:
(1) From page 26 of this Appendix, note 1.
(2) From page 26 of this Appendix, note 2.
(3) Average of CAPM and ECAPM cost rates.

Borough of Shenandoah
Conclusion of Value using the Cost Approach

[1] ACCOUNT	[2] DESCRIPTION	[3] ORIGINAL COST	[4] NET BOOK VALUE	[5] REPRODUCTION COST NEW LESS DEPRECIATION
121	NON-UTILITY PROPERTY	$ 5,335	$ 5,335	$ 5,335
303.2	LAND AND LAND RIGHTS - SOURCE OF SUPPLY AND PUMPING	17	17	17
303.3	LAND AND LAND RIGHTS - TREATMENT	22,000	22,000	22,000
303.4	LAND AND LAND RIGHTS - TRANSMISSION AND DISTRIBUTION	22,663	22,663	22,663
304.3	STRUCTURES AND IMPROVEMENTS - TREATMENT	7,806,735	3,616,280	8,337,433
304.4	STRUCTURES AND IMPROVEMENTS - TRANSMISSION AND DISTRIBUTION	109,065	65,737	118,067
311.4	PUMPING EQUIPMENT	1,195,825	145,436	254,874
330.4	DISTRIBUTION RESERVOIRS AND STANDPIPES	8,719,557	2,600,186	9,281,716
331.4	TRANSMISSION AND DISTRIBUTION MAINS	898,838	405,373	1,305,609
333.4	SERVICES & METERS	56,221	-	-
335.4	HYDRANTS	48,828	19,047	90,575
340.5	OFFICE FURNITURE AND EQUIPMENT	90,495	-	-
341.5	TRANSPORTATION EQUIPMENT	303,830	46,521	47,689
346.4	COMMUNICATION EQUIPMENT	33,959	-	-
347.5	MISCELLANEOUS EQUIPMENT	72,603	22,763	26,789
	SYSTEM TOTAL	**$ 19,385,971**	**$ 6,971,360**	**$ 19,512,766**

Borough of Shenandoah
Conclusion of Value using the Cost Approach
Land and Land Rights

ASSET	YEAR	ORIGINAL COST	USEFUL LIFE	AGE	DEPRECIATION	NET BOOK VALUE	HANDY WHITMAN CODE	HANDY WHITMAN IN-SERVICE	HANDY WHITMAN CURRENT	HANDY WHITMAN RATIO	REPLACEMENT COST NEW LESS DEPRECIATION
				NON-UTILITY PROPERTY							
Caretaker House	1913	$ 3,400.00	NA	107	NA	$ 3,400.00	NA	NA	NA	NA	$ 3,400.00
Wells & Springs	1987	$ 1,935.00	NA	33	NA	$ 1,935.00	NA	NA	NA	NA	$ 1,935.00
TOTAL NON-UTILITY PROPERTY		**$ 5,335.00**				**$ 5,335.00**					**$ 5,335.00**
				LAND AND LAND RIGHTS - SOURCE OF SUPPLY AND PUMPING							
Parcel 4 - P/O Tax Parcel 30-7-11	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 5 - P/O Tax Parcel 30-7-11	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 8 - Tax Parcel; P/O 30-8-6 & 30-8-7	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 9 - Tax Parcel; P/O 30-8-7	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 10 -Tax Parcel; P/O 30-8-7	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 11 -Tax Parcel; P/O 30-8-7	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 12 - Tax Parcel; P/O 30-8-7 & 30-8-9	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 13 - Tax Parcel; P/O 30-8-7	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 14 - Tax Parcel; P/O 30-7-11	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 15 - Tax Parcel; P/O 30-8-7	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 16 - Tax Parcel; P/O 30-7-11	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 17 - Tax Parcel; P/O 30-8-7	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 18 - Tax Parcel; P/O 30-8-7	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 21 - Tax Parcel; P/O 30-7-11 & 30-7-11.1	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 23 - Tax Parcel; 30-7-11 Part in Schuylkill & part in Columbia *	1941	$ 1.00									
*Conveyed to Game Comm. In Deed recoded in Columbia Co. but not in Schuylkill County			NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 25 - Part of Reservoir Rd from 30-8-7 north to Ringtown Blvd.	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 1 - Tax Parcel; 36-1-7 & 36-1-8	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
TOTAL LAND AND LAND RIGHTS - SOURCE OF SUPPLY AND PUMPING		**$ 17.00**				**$ 17.00**					**$ 17.00**
				LAND AND LAND RIGHTS - TREATMENT							
Condemnation of the property of The City of Philadelphia, Trustee under the Will of Stephen Girard, deceased, filed to No. S-2545-1992 and recorded December 4, 1992 in Deed Book 1490 page 786. Parcel 36-1 -5.2 Also includes right of way north to SR4032 not assessed to Mun. Authority	1992	$ 22,000.00									
			NA	28	NA	$ 22,000.00	NA	NA	NA	NA	$ 22,000.00
TOTAL LAND AND LAND RIGHTS - TREATMENT		**$ 22,000.00**				**$ 22,000.00**					**$ 22,000.00**

Borough of Shenandoah
Conclusion of Value using the Cost Approach
Land and Land Rights

ASSET	YEAR	ORIGINAL COST	USEFUL LIFE	AGE	DEPRECIATION	NET BOOK VALUE	HANDY WHITMAN CODE	HANDY WHITMAN IN-SERVICE	HANDY WHITMAN CURRENT	HANDY WHITMAN RATIO	REPLACEMENT COST NEW LESS DEPRECIATION
LAND AND LAND RIGHTS - TRANSMISSION AND DISTRIBUTION											
Parcel 19 - Tax Parcel; 30-7-22	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 22 - Tax Parcel; 36-2-26	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 24 - Tax Parcel; 30-8-58, 30-8-58.1, 30-8-59, 30-8-60, 30-8-61	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 2 - P/O 30-9-23, 30-9-24, 36-2-2, & 36-2-3, 36-2-3.3 & 36-2-4	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 3 - P/O 30-9-23	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 4 - P/O 36-2-2 & 36-2-3	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 5- P/O 30-9-24	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
ROWs - Deed from The Hammond Water Company to The Municipal Authority of the Borough of Shenandoah, dated December 29, 1941 and recorded December 30, 1941 in Deed Book 625 page 682.	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Parcel 36-8-47.5 : from Greater Shenandoah Realty Company to Municipal Authority of the Borough of Shenandoah, dated May 4, 1973 and recorded May 21, 1973 in Deed Book 1174 page 35.	1973	$ 2,000.00	NA	47	NA	$ 2,000.00	NA	NA	NA	NA	$ 2,000.00
Deed from American Bank and Trust Company of Pennsylvania, Trustee for Donald Miller to Municipal Authority of the Borough of Shenandoah, dated March 14, 1980 and recorded March 18, 1980 in Deed Book 1287 page 147. Parcel 64-5-283 (Maintenance Building)	1980	$ 8,500.00	NA	40	NA	$ 8,500.00	NA	NA	NA	NA	$ 8,500.00
Deed from Paul K. Edwards and Frederick H. Edwards, Individually and as Executors of the Estate of Emma K. Edwards, deceased, et.al. to Municipal Authority of the Borough of Shenandoah, dated May 3, 1980 and recorded May 7, 1980 in Deed Book 1289 page 341. Parcel 64-5-281.2 (Warehouse)	1980	$ 12,000.00	NA	40	NA	$ 12,000.00	NA	NA	NA	NA	$ 12,000.00
Deed from The Glover's Hill Athletic Club to The Municipal Authority of the Borough of Shenandoah, dated June 15, 1990 and recorded June 13, 1990 in Deed Book 1447 page 930. Quitclaim deed for strip or parcel of right of way along W. Penn St., Shenandoah, map attached to deed. Not assessed to Municipal Authority.	1990	$ 1.00	NA	30	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Deed from John Kegolis and Mary Kegolis, his wife, to The Municipal Authority of the Borough of Shenandoah, dated June 25, 1990 and recorded June 26, 1990 in Deed Book 1448 page 608. Parcel 36-2-55.5	1990	$ 1.00	NA	30	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Deed from The Recreation Authority of the Borough of Shenandoah to The Municipal Authority of the Borough of the Borough of Shenandoah, dated September 17, 1990 and recorded September 18, 1990 in Deed Book 1452 page 780. Parcel 36-2-3.2	1990	$ 1.00	NA	30	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Deed from The Municipal Authority of the Borough of Shenandoah to The Delaware Valley Utilities Company, dated December 29, 1941 and recorded December 30, 1941 in Deed Book 625 page 672. All of Parcel 26 in Deed Book 625-617, to be excluded from transfer.	1941	$ 1.00	NA	79	NA	$ 1.00	NA	NA	NA	NA	$ 1.00

Borough of Shenandoah
Conclusion of Value using the Cost Approach
Land and Land Rights

ASSET	YEAR	ORIGINAL COST	USEFUL LIFE	AGE	DEPRECIATION	NET BOOK VALUE	HANDY WHITMAN CODE	HANDY WHITMAN IN-SERVICE	HANDY WHITMAN CURRENT	HANDY WHITMAN RATIO	REPLACEMENT COST NEW LESS DEPRECIATION
Deed from The Municipal Authority of the Borough of Shenandoah to The Recreation Authority of the Borough of Shenandoah, dated October 26, 1967 and recorded November 6, 1967 in Deed Book 1092 page 206. Note to be excepted from Parcel 2 in Deed Book 625 page 676. Was part of Parcel 36-2-3 now known as parcel 36-2-3.1.	1967	$ 141.00	NA	53	NA	$ 141.00	NA	NA	NA	NA	$ 141.00
Deed from Municipal Authority of the Borough of Shenandoah to Martin F. Brophy and Stephanie M, Brophy, his wife, dated December 31,2002 and recorded January 24, 2003 in Record Book 2025 page 1947. All of Parcel 1 in Deed Book 625-676, to be excluded from transfer.	2002	$ 1.00	NA	18	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Deed from the Municipal Authority of the Borough of Shenandoah to Commonwealth of Pennsylvania, solely for the use of the Pennsylvania Game Commission, dated November 17, 2005 and recorded December 8, 2005 in Record Book 2182 page 565. Parcels 2, 6 & 7 in Deed Book 625-617, to be excluded from transfer.	2005	$ 1.00	NA	15	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
ROW to Pennsylvania Power & Light Company, dated January 13, 1972 and recorded May 3, 1972 in Miscellaneous Book 172 page 176.	1972	$ 1.00	NA	48	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Right-of-way to Pennsylvania Power & Light Company, dated October 1, 1987 and recorded February 24, 1988 in Miscellaneous Book 258 page 979.	1988	$ 1.00	NA	32	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Right-of-way to Pennsylvania Power & Light Company, dated April 20, 1993 and recorded May 20, 1993 in Miscellaneous Book 321 page 170.	1993	$ 1.00	NA	27	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Locust Ridge II Wind Farm, Union Township Plan recorded February 1, 2008 in Map Book 55 page 3.	2008	$ 1.00	NA	12	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Memorandum of Wind Energy Lease and Easement Agreement with Locust Ridge II, LLC, dated September 1,2008 and recorded December 2, 2008 in Record Book 2324 page 201.	2008	$ 1.00	NA	12	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Locust Ridge II Wind Farm, West Mahanoy Township recorded December 8, 2008 in Map Book 56 page 35	2008	$ 1.00	NA	12	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Amended and Restated Memorandum of Wind Energy Lease and Easement Agreement with Locust Ridge II, LLC, dated September 1,2008 and recorded March 5, 2010 in Record Book 2365 page 160.	2010	$ 1.00	NA	10	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
Permission to relocate water line from The City of Philadelphia, Trustee under the Will of Stephen Girard, deceased, dated March 7, 2011 and recorded March 14, 2011 in Record Book 2397 page 2905.	2011	$ 1.00	NA	9	NA	$ 1.00	NA	NA	NA	NA	$ 1.00
TOTAL LAND AND LAND RIGHTS - TRANSMISSION AND DISTRIBUTION		**$ 22,663.00**				**$ 22,663.00**					**$ 22,663.00**

Borough of Shenandoah
Conclusion of Value using the Cost Approach
Water-Related Equipment and Assets

ASSET	YEAR	SOURCE	QUANTITY	ORIGINAL COST	USEFUL LIFE	AGE	DEPRECIATION	NET BOOK VALUE	HANDY WHITMAN CODE	HANDY WHITMAN IN SERVICE	HANDY WHITMAN CURRENT	HANDY WHITMAN RATIO	REPLACEMENT COST NEW LESS DEPRECIATION
STRUCTURES AND IMPROVEMENTS - TREATMENT													
Plant Upgrade	2012	Previous Valuation		$ 663,361.82	50	8	$ 106,137.89	$ 557,223.93	304	603.75	730	1.21	$ 673,744.87
Plant System Support Software Upgrade	2013	Previous Valuation		$ 4,866.00	50	7	$ 681.24	$ 4,184.76	304	613.75	730	1.19	$ 4,977.39
HMI Upgrade on SCADA System	2014	Previous Valuation		$ 16,500.00	50	6	$ 1,980.00	$ 14,520.00	304	630.75	730	1.16	$ 16,804.76
WTP Equipment	2009	Previous Valuation		$ 19,787.82	25	11	$ 8,706.64	$ 11,081.18	304	543.75	730	1.34	$ 14,876.80
WTP Lighting Fixtures	2013	Previous Valuation		$ 8,333.61	50	7	$ 1,166.71	$ 7,166.90	304	613.75	730	1.19	$ 8,524.38
Plant Equipment	2008	Previous Valuation		$ 38,500.00	25	12	$ 18,480.00	$ 20,020.00	304	538.25	730	1.36	$ 27,152.07
Water Treatment Plant - Electrical	1993	Contract & Previous Valuation		$ 667,575.00	50	27	$ 360,490.50	$ 307,084.50	304	294	730	2.48	$ 762,488.72
Water Treatment Plant - HVAC & Plumbing	1993	Contract & Previous Valuation		$ 764,799.00	50	27	$ 412,991.46	$ 351,807.54	304	294	730	2.48	$ 873,535.73
Bldg & Structures	1982	Previous Valuation		$ 500,521.50	50	38	$ 380,396.34	$ 120,125.16	304	198	730	3.69	$ 442,885.69
Filtration Plant	1993	Previous Valuation		$ 4,787,310.68	50	27	$ 2,585,147.77	$ 2,202,162.91	304	294	730	2.48	$ 5,467,955.53
Water Treatment Equipment	1988	Previous Valuation		$ 204,537.90	25	32	$ 204,537.90	$ -	304	251.25	730	2.91	$ -
Ptools Shop & Equip	1999	Previous Valuation		$ 130,641.81	25	21	$ 109,739.12	$ 20,902.69	304	343	730	2.13	$ 44,486.77
TOTAL STRUCTURES AND IMPROVEMENTS - TREATMENT				**$ 7,806,735.14**				**$ 3,616,279.58**					**$ 8,337,432.72**
STRUCTURES AND IMPROVEMENTS - TRANSMISSION AND DISTRIBUTION													
PRV Valve Pit - No.7 Pump Station	1991	Contract		$ 53,705.00	50	29	$ 31,148.90	$ 22,556.10	304	274	730	2.66	$ 60,094.72
PRV Valve Pit - Raven Run Road	2009	Estimated from Previous Assessment		$ 55,360.50	50	11	$ 12,179.31	$ 43,181.19	304	543.75	730	1.34	$ 57,971.99
TOTAL STRUCTURES AND IMPROVEMENTS - TRANSMISSION AND DISTRIBUTION				**$ 109,065.50**				**$ 65,737.29**					**$ 118,066.70**
PUMPING EQUIPMENT													
Turkey Run Pump Station	1974	Estimated		$ 41,000.00	25	46	$ 41,000.00	$ -	311	122	1454	11.92	$ -
Pump Stations #5 Roof Repairs	2012	Previous Valuation		$ 11,430.00	25	8	$ 3,657.60	$ 7,772.40	311	787.5	1454	1.85	$ 14,350.56
Pump for Reservoir #5	2015	Previous Valuation		$ 88,890.96	25	5	$ 17,778.19	$ 71,112.77	311	945	1454	1.54	$ 109,415.84
WTP High End Pump Station	1993	Contract & Previous Valuation		$ 764,799.00	25	27	$ 764,799.00	$ -	311	386.25	1454	3.76	$ -
Ringtown Pump Station #5	1913	Estimated as 10% of Dam Cost		$ 20,000.00	25	107	$ 20,000.00	$ -	311	-	1454	NA	$ -
Pumping Equipment	1999	Previous Valuation		$ 195,068.93	25	21	$ 163,857.90	$ 31,211.03	311	505	1454	2.88	$ 89,863.04
Turkey Run Pump Station - Upgrades	2020	Contractor		$ 30,000.00	25	0	$ -	$ 30,000.00	311	1454	1454	1.00	$ 30,000.00
Pump Station #7	1914	Estimated		$ 10,000.00	25	106	$ 10,000.00	$ -	311	15	1454	96.93	$ -
Pump Station #7 - Upgrades	2009	Estimated		$ 9,536.00	25	11	$ 4,195.84	$ 5,340.16	311	690.5	1454	2.11	$ 11,244.88
Ringtown Pump Station #5 - Upgrades	1977	Estimated		$ 25,100.00	25	43	$ 25,100.00	$ -	311	184	1454	7.90	$ -
TOTAL PUMPING EQUIPMENT				**$ 1,195,824.89**				**$ 145,436.36**					**$ 254,874.33**
DISTRIBUTION RESERVOIRS AND STANDPIPES													
Turkey Run Tank	1974	Estimate based on similar Tank		$ 179,000.00	50	46	$ 164,680.00	$ 14,320.00	330	152	1244	8.18	$ 117,197.89
Kehly Run Tank	1991	Contract		$ 614,359.00	50	29	$ 356,328.22	$ 258,030.78	330	253	836	3.30	$ 852,623.45
Raven Run Dam No. 2	1885	Estimated		$ 150,000.00	50	135	$ 150,000.00	$ -	330	NA	836	NA	$ -
Raven Run Dam No. 3	1885	Estimated		$ 150,000.00	50	135	$ 150,000.00	$ -	330	NA	836	NA	$ -
Permanent Repairs Reservoir #5	2009	Previous Valuation		$ 75,091.67	50	11	$ 16,520.17	$ 58,571.50	330	722	836	1.16	$ 67,819.63
Water System Improvements - Eng.	2009	Previous Valuation		$ 61,577.96	50	11	$ 13,547.15	$ 48,030.81	330	722	836	1.16	$ 55,614.62
Raven Run III Reservoir Repairs	2012	Previous Valuation		$ 27,750.00	50	8	$ 4,440.00	$ 23,310.00	330	798.25	836	1.05	$ 24,412.35
Water Storage Tanks Repairs	2009	Previous Valuation		$ 7,630.00	50	11	$ 1,678.60	$ 5,951.40	330	722	836	1.16	$ 6,891.09
Ringtown Dam No. 5	1914	Estimated		$ 180,000.00	50	106	$ 180,000.00	$ -	330	4	836	209.00	$ -
Ringtown Dam No. 6	1920	Estimated		$ 200,000.00	50	100	$ 200,000.00	$ -	330	15	836	55.73	$ -
Engineering Fees - Dam	1992	Previous Valuation		$ 1,654,315.46	50	28	$ 926,416.66	$ 727,898.80	330	261	836	3.20	$ 2,331,507.28
Collect & Reservoirs	1981	Previous Valuation		$ 3,289,993.37	50	39	$ 2,566,194.83	$ 723,798.54	330	208	836	4.02	$ 2,909,113.37
Dist Res & Standpipes	1987	Previous Valuation		$ 1,113,598.44	50	33	$ 734,974.97	$ 378,623.47	330	196	836	4.27	$ 1,614,945.00
WTP 850,000 gal Storage Tank	1993	Estimate based on Kehly Run Tank		$ 663,507.72	50	27	$ 358,294.17	$ 305,213.55	330	248	836	3.37	$ 1,028,865.04
Swatara Road Standpipe	1978	Estimate based on Kehly Run Tank		$ 352,733.00	50	42	$ 296,295.72	$ 56,437.28	330	173	836	4.83	$ 272,725.82
TOTAL DISTRIBUTION RESERVOIRS AND STANDPIPES				**$ 8,719,556.62**				**$ 2,600,186.14**					**$ 9,281,715.54**

Borough of Shenandoah
Conclusion of Value using the Cost Approach
Water-Related Equipment and Assets

ASSET	YEAR	SOURCE	QUANTITY	ORIGINAL COST	USEFUL LIFE	AGE	DEPRECIATION	NET BOOK VALUE	HANDY WHITMAN CODE	HANDY WHITMAN IN SERVICE	HANDY WHITMAN CURRENT	HANDY WHITMAN RATIO	REPLACEMENT COST NEW LESS DEPRECIATION
				TRANSMISSION AND DISTRIBUTION MAINS									
Meters, Mains, Service Lines	2006	Previous Valuation		$ 19,345.14	75	14	$ 3,611.09	$ 15,734.05	331	499.25	850	1.70	$ 26,788.06
Meters, Mains, Service Lines	2007	Previous Valuation		$ 32,020.76	75	13	$ 5,550.27	$ 26,470.49	331	529.8786232	850	1.60	$ 42,462.40
Meters, Mains, Service Lines	2008	Previous Valuation		$ 20,884.05	75	12	$ 3,341.45	$ 17,542.60	331	587.5	850	1.45	$ 25,380.79
Meters, Mains, Service Lines	2009	Previous Valuation		$ 2,591.99	75	11	$ 380.16	$ 2,211.83	331	614.25	850	1.38	$ 3,060.74
Meters, Mains, Service Lines	2010	Previous Valuation		$ 7,125.94	75	10	$ 950.13	$ 6,175.81	331	624	850	1.36	$ 8,412.57
Valves	1885	Quantities from GIS, price included in piping	3	$ -	75	135	$ -	$ -	331	NA	850	NA	$ -
Valves	1903	Quantities from GIS, price included in piping	455	$ -	75	117	$ -	$ -	331	NA	850	NA	$ -
Valves	1940	Quantities from GIS, price included in piping	43	$ -	75	80	$ -	$ -	331	23	850	36.96	$ -
Valves	1952	Quantities from GIS, price included in piping	6	$ -	75	68	$ -	$ -	331	47	850	18.09	$ -
Valves	1974	Quantities from GIS, price included in piping	7	$ -	75	46	$ -	$ -	331	110	850	7.73	$ -
Valves	1991	Quantities from GIS, price included in piping	13	$ -	75	29	$ -	$ -	331	307.25	850	2.77	$ -
1" CIP	1903	Quantities from GIS, unit pricing estimated and backdated	2,064	$ 598.69	75	117	$ 598.69	$ -	331	NA	850	NA	$ -
1" CIP	1940	Quantities from GIS, unit pricing estimated and backdated	1,385	$ 1,002.33	75	80	$ 1,002.33	$ -	331	23	850	36.96	$ -
2" CIP	1903	Quantities from GIS, unit pricing estimated and backdated	2,251	$ 652.89	75	117	$ 652.89	$ -	331	NA	850	NA	$ -
2" CIP	1940	Quantities from GIS, unit pricing estimated and backdated	9,407	$ 6,807.82	75	80	$ 6,807.82	$ -	331	23	850	36.96	$ -
3" CIP	1903	Quantities from GIS, unit pricing estimated and backdated	3,148	$ 913.19	75	117	$ 913.19	$ -	331	NA	850	NA	$ -
3" CIP	1940	Quantities from GIS, unit pricing estimated and backdated	5,337	$ 3,862.69	75	80	$ 3,862.69	$ -	331	23	850	36.96	$ -
4" CIP	1903	Quantities from GIS, unit pricing estimated and backdated	59,869	$ 21,708.11	75	117	$ 21,708.11	$ -	331	NA	850	NA	$ -
4" CIP	1940	Quantities from GIS, unit pricing estimated and backdated	15,292	$ 13,833.47	75	80	$ 13,833.47	$ -	331	23	850	36.96	$ -
4" CIP	1941	Quantities from GIS, unit pricing estimated and backdated	3,058	$ 2,949.23	75	79	$ 2,949.23	$ -	331	23	850	36.96	$ -
4" CIP	1952	Quantities from GIS, unit pricing estimated and backdated	4,798	$ 10,205.20	75	68	$ 9,252.72	$ 952.49	331	47	850	18.09	$ 17,225.81
4" DIP	1974	Quantities from GIS, unit pricing estimated and backdated	1,276	$ 9,638.24	75	46	$ 5,911.46	$ 3,726.79	331	110	850	7.73	$ 28,797.90
4" Transite	1974	Quantities from GIS, unit pricing estimated and backdated	928	$ 7,008.88	75	46	$ 4,298.78	$ 2,710.10	331	110	850	7.73	$ 20,941.68
6" CIP	1903	Quantities from GIS, unit pricing estimated and backdated	29,518	$ 13,378.99	75	117	$ 13,378.99	$ -	331	NA	850	NA	$ -
6" CIP	1940	Quantities from GIS, unit pricing estimated and backdated	10,786	$ 12,196.04	75	80	$ 12,196.04	$ -	331	23	850	36.96	$ -
6" CIP	1952	Quantities from GIS, unit pricing estimated and backdated	12,646	$ 33,621.79	75	68	$ 30,483.76	$ 3,138.03	331	47	850	18.09	$ 56,751.67
6" CIP	1977	Quantities from GIS, unit pricing estimated and backdated	1,581	$ 19,026.33	75	43	$ 10,908.43	$ 8,117.90	331	162	850	5.25	$ 42,593.92
6" Transite	1940	Quantities from GIS, unit pricing estimated and backdated	3,764	$ 4,255.76	75	80	$ 4,255.76	$ -	331	23	850	36.96	$ -
6" Transite	1974	Quantities from GIS, unit pricing estimated and backdated	2,286	$ 21,581.14	75	46	$ 13,236.43	$ 8,344.71	331	110	850	7.73	$ 64,481.83
6" Transite	1977	Quantities from GIS, unit pricing estimated and backdated	6,256	$ 75,306.51	75	43	$ 43,175.73	$ 32,130.78	331	162	850	5.25	$ 168,587.40
8" CIP	1903	Quantities from GIS, unit pricing estimated and backdated	6,014	$ 3,018.38	75	117	$ 3,018.38	$ -	331	NA	850	NA	$ -
8" CIP	1940	Quantities from GIS, unit pricing estimated and backdated	19,445	$ 24,348.47	75	80	$ 24,348.47	$ -	331	23	850	36.96	$ -
8" CIP	1952	Quantities from GIS, unit pricing estimated and backdated	4,757	$ 14,005.46	75	68	$ 12,698.28	$ 1,307.18	331	47	850	18.09	$ 23,640.42
8" DIP	1952	Quantities from GIS, unit pricing estimated and backdated	183	$ 537.53	75	68	$ 487.36	$ 50.17	331	47	850	18.09	$ 907.32
8" DIP	1983	Quantities from GIS, unit pricing estimated and backdated	517	$ 10,876.93	75	37	$ 5,365.95	$ 5,510.98	331	239	850	3.56	$ 19,599.71
10" CIP	1903	Quantities from GIS, unit pricing estimated and backdated	4,842	$ 3,190.19	75	117	$ 3,190.19	$ -	331	NA	850	NA	$ -
10" DIP	1903	Quantities from GIS, unit pricing estimated and backdated	371	$ 244.28	75	117	$ 244.28	$ -	331	NA	850	NA	$ -
12" CIP	1903	Quantities from GIS, unit pricing estimated and backdated	4,950	$ 3,932.94	75	117	$ 3,932.94	$ -	331	NA	850	NA	$ -
12" CIP	1940	Quantities from GIS, unit pricing estimated and backdated	7,824	$ 15,507.73	75	80	$ 15,507.73	$ -	331	23	850	36.96	$ -
12" DIP	1990	Contract	6,872	$ 297,381.33	75	30	$ 118,952.53	$ 178,428.80	331	300.5	850	2.83	$ 504,707.09
12" DIP	1993	Quantities from GIS, unit pricing estimated and backdated	2,127	$ 99,183.44	75	27	$ 35,706.04	$ 63,477.40	331	320.75	850	2.65	$ 168,217.58
16" CIP	1913	Quantities from GIS, unit pricing estimated and backdated	7,218	$ 6,460.01	75	107	$ 6,460.01	$ -	331	10	850	85.00	$ -
16" CIP	1920	Quantities from GIS, unit pricing estimated and backdated	12,371	$ 27,791.64	75	100	$ 27,791.64	$ -	331	22	850	38.64	$ -
16" CIP	1940	Quantities from GIS, unit pricing estimated and backdated	321	$ 695.27	75	80	$ 695.27	$ -	331	23	850	36.96	$ -
16" CIP	1990	Contract	1,130	$ 48,900.02	75	30	$ 19,560.01	$ 29,340.01	331	300.5	850	2.83	$ 82,991.71
16" DIP	1885	Quantities from GIS, unit pricing estimated and backdated	2,103	$ 1,825.46	75	135	$ 1,825.46	$ -	331	NA	850	NA	$ -
16" DIP	1940	Quantities from GIS, unit pricing estimated and backdated	10	$ 22.64	75	80	$ 22.64	$ -	331	23	850	36.96	$ -
16" DIP	1952	Quantities from GIS, unit pricing estimated and backdated	7	$ 35.95	75	68	$ 32.60	$ 3.36	331	47	850	18.09	$ 60.69
24" CIP	1913	Quantities from GIS, unit pricing estimated and backdated	355	$ 365.39	75	107	$ 365.39	$ -	331	10	850	85.00	$ -
TOTAL TRANSMISSION AND DISTRIBUTION MAINS				**$ 898,838.23**				**$ 405,373.47**					**$ 1,305,609.30**
				SERVICES & METERS									
Meter Equipment	2006	Previous Valuation		$ 21,795.18	10	14	$ 21,795.18	$ -	333	454.25	701	1.54	$ -
Meter Equipment	2007	Previous Valuation		$ 1,785.08	10	13	$ 1,785.08	$ -	333	485.3238313	701	1.44	$ -
Services	1903	Quantities and pricing estimated	43,485	$ 32,640.34	10	117	$ 32,640.34	$ -	333	NA	701	NA	$ -
TOTAL SERVICES & METERS				**$ 56,220.60**				**$ -**					**$ -**
				HYDRANTS									
Hydrants	1903	Quantities from GIS, unit pricing estimated and backdated	91	$ 3,637.60	75	117	$ 3,637.60	$ -	335	NA	1104	NA	$ -
Hydrants	1940	Quantities from GIS, unit pricing estimated and backdated	53	$ 5,285.58	75	80	$ 5,285.58	$ -	335	-	1104	NA	$ -
Hydrants	1952	Quantities from GIS, unit pricing estimated and backdated	20	$ 4,689.69	75	68	$ 4,251.99	$ 437.70	335	41	1104	26.93	$ 11,785.99
Hydrants	1975	Quantities from GIS, unit pricing estimated and backdated	10	$ 9,115.64	75	45	$ 5,469.38	$ 3,646.26	335	143	1104	7.72	$ 28,150.12
Hydrants	1984	Quantities from GIS, unit pricing estimated and backdated	7	$ 11,959.94	75	36	$ 5,740.77	$ 6,219.17	335	270	1104	4.09	$ 25,429.49
Hydrants	1990	Quantities from GIS, unit pricing estimated and backdated	6	$ 11,700.32	75	30	$ 4,680.13	$ 7,020.19	335	363	1104	3.04	$ 21,350.67
Hydrants	1998	Quantities from GIS, unit pricing estimated and backdated	1	$ 2,439.63	75	22	$ 715.62	$ 1,724.01	335	493.25	1104	2.24	$ 3,858.70
TOTAL HYDRANTS				**$ 48,828.40**				**$ 19,047.33**					**$ 90,574.96**

Borough of Shenandoah
Conclusion of Value using the Cost Approach
Other Equipment and Assets

ASSET	YEAR	SOURCE	ORIGINAL COST	USEFUL LIFE	AGE	DEPRECIATION	NET BOOK VALUE	PPI IN SERVICE	PPI CURRENT	PPI RATIO	REPLACEMENT COST NEW LESS DEPRECIATION
				OFFICE FURNITURE AND EQUIPMENT							
KM2550 Kyocera Copier	2007	Previous Valuation	$ 2,789.00	5	13	$ 2,789.00	$ -	114.65	121.30	1.06	$ -
Various Office Equipment	2008	Previous Valuation	$ 1,533.75	5	12	$ 1,533.75	$ -	122.11	121.30	0.99	$ -
Security System	2009	Previous Valuation	$ 4,920.97	5	11	$ 4,920.97	$ -	131.80	123.82	0.94	$ -
4 Camera System w/ DVR (#5 house)	2010	Previous Valuation	$ 1,995.00	5	10	$ 1,995.00	$ -	132.20	123.82	0.94	$ -
4 Camera System w/ DVR (garage)	2011	Previous Valuation	$ 1,995.00	5	9	$ 1,995.00	$ -	132.48	123.82	0.93	$ -
APC Smart-UPS 5000VA Tower Battery	2012	Previous Valuation	$ 4,495.00	5	8	$ 4,495.00	$ -	132.05	123.82	0.94	$ -
Office Furn & Equip	1999	Previous Valuation	$ 72,766.12	10	21	$ 72,766.12	$ -	186.06	264.64	1.42	$ -
TOTAL OFFICE FURNITURE AND EQUIPMENT			**$ 90,494.84**				**$ -**				**$ -**
				TRANSPORTATION EQUIPMENT							
2019 F350 Dump Truck	2019	MABS	$ 48,895.00	15	1	$ 3,259.67	$ 45,635.33	607.75	620	1.02	$ 46,555.17
Plow Installed on Dump Truck	2008	Previous Valuation	$ 4,430.10	15	12	$ 3,544.08	$ 886.02	484.68	620	1.28	$ 1,133.39
2009 Ford F150 Truck	2009	Previous Valuation	$ 21,844.22	10	11	$ 21,844.22	$ -	99.37	111.24	1.12	$ -
2000 Chevy Silverado	2000	MABS	$ 5,000.00	10	20	$ 5,000.00	$ -	NA	111.24	NA	$ -
2010 Ford F150 Truck	2010	Previous Valuation	$ 22,825.00	10	10	$ 22,825.00	$ -	99.38	111.24	1.12	$ -
2011 Ford Ranger Truck	2010	Previous Valuation	$ 21,036.62	10	10	$ 21,036.62	$ -	99.38	111.24	1.12	$ -
2010 Jeep Liberty	2010	MABS	$ 9,222.97	10	10	$ 9,222.97	$ -	99.38	111.24	1.12	$ -
Trans Equip	1999	Previous Valuation	$ 170,576.01	10	21	$ 170,576.01	$ -	385.00	620	1.61	$ -
TOTAL TRANSPORTATION EQUIPMENT			**$ 303,829.92**				**$ 46,521.35**				**$ 47,688.57**
				COMMUNICATION EQUIPMENT							
Comm Equip	2014	Previous Valuation	$ 33,958.59	5	6	$ 33,958.59	$ -	95.63	93.66	0.98	$ -
TOTAL COMMUNICATION EQUIPMENT			**$ 33,958.59**				**$ -**				**$ -**
				MISCELLANEOUS EQUIPMENT							
Tools	2007	Previous Valuation	$ 2,069.95	5	13	$ 2,069.95	$ -	94.57	92.57	0.98	$ -
Lawn Tractor	2008	Previous Valuation	$ 3,019.99	15	12	$ 2,415.99	$ 604.00	193.14	251.03	1.30	$ 785.04
Tools & Equipment	2009	Previous Valuation	$ 12,672.98	5	11	$ 12,672.98	$ -	94.17	92.57	0.98	$ -
Tools & Equipment	2010	Previous Valuation	$ 2,027.67	5	10	$ 2,027.67	$ -	91.62	92.57	1.01	$ -
Commercial Lawn Mower	2010	Previous Valuation	$ 8,520.00	15	10	$ 5,680.00	$ 2,840.00	200.60	251.03	1.25	$ 3,554.01
Wacker Generator	2010	Previous Valuation	$ 2,200.00	15	10	$ 1,466.67	$ 733.33	200.60	251.03	1.25	$ 917.70
Actuator	2011	Previous Valuation	$ 4,777.00	15	9	$ 2,866.20	$ 1,910.80	207.58	251.03	1.21	$ 2,310.85
Actuator	2013	Previous Valuation	$ 13,135.00	15	7	$ 6,129.67	$ 7,005.33	218.34	251.03	1.15	$ 8,054.22
Actuator	2015	Previous Valuation	$ 5,546.28	15	5	$ 1,848.76	$ 3,697.52	225.82	251.03	1.11	$ 4,110.42
Permanent Electrical Repairs	2011	Previous Valuation	$ 10,695.00	15	9	$ 6,417.00	$ 4,278.00	207.58	251.03	1.21	$ 5,173.65
Wacker	2015	Previous Valuation	$ 2,541.25	15	5	$ 847.08	$ 1,694.17	225.82	251.03	1.11	$ 1,883.35
Other Equip	1998	Previous Valuation	$ 5,398.07	15	22	$ 5,398.07	$ -	100.34	92.57	0.92	$ -
TOTAL MISCELLANEOUS EQUIPMENT			**$ 72,603.19**				**$ 22,763.15**				**$ 26,789.24**

Borough of Shenandoah
Conclusion of Value using the Market Approach

Application of Purchase Price to Customer Multiples to Customer Count

Average Multiple	PA Average Multiple
$ 19,519,540	$ 32,380,431

Recommended Value
$ 25,949,986

Application of Market Value of Invested Capital to Net Plant Ratios of Publicly-Traded Water Utilities to the Net Book Value

Recommended Value
$ 13,481,456

Conclusion of Value using the Market Approach and Recommended Weights

$ 19,715,721

Borough of Shenandoah
Market Value of Invested Capital to Net Plant of Publicly-Traded Water Utilities
as of December 31, 2019

Company Name	Market Value of Invested Capital to Net PP&E at December 31, 2019
American States Water Company	2.5205
American Water Works Company, Inc.	1.7545
California Water Service Group	1.3946
Essential Utilities Inc.	2.1205
Middlesex Water Company	1.9185
SJW Group	1.5492
The York Water Company	2.2792
Average	1.9338
Median	1.9185
Low	1.3946
High	2.5205

Source: Bloomberg Professional Services, Company Annual Reports

Borough of Shenandoah
Application of Market Value of Invested Captial to
the Net Water Plant of the Shenandoah Water System

	Net Plant
Original Cost Less Depreciation	$ 6,971,360
Average Market Value Invested Captial to Net Plant of Publicly-Traded Water Utilities	1.9338
High Market Value Invested Captial to Net Plant of Publicly-Traded Water Utilities	2.5205
Low Market Value Invested Captial to Net Plant of Publicly-Traded Water Utilities	1.3946
Indicated Market Value of Net Plant Based on Average Market Value Invested Capital to Net Plant Ratio:	$ 13,481,456
Indicated Market Value of Net Plant Based on High Market Value Invested Capital to Net Plant Ratio:	$ 17,571,014
Indicated Market Value of Net Plant Based on Low Market Value Invested Capital to Net Plant Ratio:	$ 9,721,930

Borough of Shenandoah
Market Approach - Comparable Water and Sewer Transactions
2016 to Present

Target State	Target	Buyer	Water Connections	Wastewater Connections	Implied Enterprise Value ($000)	Implied Enterprise Value ($000)/Customer	Date
PA	Superior Water Company, Inc.	Aqua America, Inc.	3,868		16,800	4.34	1/4/2016
IL	Dana/Long Point/Reading/Ancona Public Water District System	Illinois American	150		1,075	7.17	1/26/2016
TX	Latigo Ranch	Bandera East Utility, LP	20		80	4.00	4/11/2016
IL	Village of Ransom	Illinois American	170		175	1.03	4/26/2016
PA	Tobyhanna Township	Aqua Pennsylvania		800	5,500	6.88	4/30/2016
PA	Borough of New Cumberland Wastewater Assets	Pennsylvania-American Water Company, Inc.		3,100	23,000	7.42	5/5/2016
AZ	Willow Valley Water Company	EPCOR Water Arizona Inc.	1,600		2,270	1.42	5/9/2016
TX	Brushy Creek Municipal Utility District	Aqua Texas, Inc.	207		50	0.24	6/17/2016
IN	White Oak Sewage Treatment, LLC	Aqua Indiana, Inc.	52		10	0.19	7/1/2016
TX	Westwood Utility Corporation	City of Fairfield	420		3,000	7.14	7/5/2016
IN	Wedgewood Park Water Company, Inc.	Aqua Indiana, Inc.	216		210	0.97	7/11/2016
PA	McKeesport Wastewater System	Pennsylvania-American Water Company, Inc.		22,000	159,000	7.23	9/9/2016
PA	Scranton Sewer Authority	Pennsylvania-American Water Company, Inc.		31,000	195,000	6.29	12/29/2016
CT	The Heritage Village Water Company	Connecticut Water Service Inc.	4,700	3,000	20,700	2.69	2/27/2017
NJ	Shorelands Water Company	New Jersey-American Water Company, Inc.	11,000		33,000	3.00	4/3/2017
TX	Oak Hollow Utility Company, Inc.	Utilities Investment Company, Inc.	690		897	1.30	4/20/2017
MO	Village of Wardsville	Missouri-American Water Company, Inc.	475	406	2,750	3.12	5/23/2017
PA	New Garden Township	Aqua Pennsylvania		2,100	29,500	14.05	6/14/2017
CT	The Avon Water Company	Connecticut Water Service Inc.	4,800		40,100	8.35	7/7/2017
IL	Piasa Township Sanitary District	Illinois American		120	60	0.50	8/25/2017
IN	Georgetown Water	Indiana American	1,300		6,400	4.92	11/15/2017
CT	Aquarion Water Company	Eversource Energy	226,000		1,675,000	7.41	12/4/2017
TX	Deer Creek Ranch Water Co., LLC	SJWTX, Inc.	756		2,700	3.57	12/20/2017
TX	Dal-High Water LLC	Monarch Utilities I, L.P.	46		55	1.20	1/3/2018
KY	Eastern Rockcastle Water Association	Kentucky American Water Co.	610		770	1.26	1/19/2018
IN	Town of Sheridan	Indiana American	1,261	1,233	10,750	4.31	2/16/2018
IN	Charlestown Water System	Indiana American	2,900		13,404	4.62	3/14/2018
IL	City of Farmington	Illinois American	1,125		3,750	3.33	3/21/2018
IL	Village of Fisher	Illinois American	850		6,800	8.00	3/28/2018
IL	Alton Regional Wastewater System	Illinois American		23,000	53,800	2.34	4/13/2018
IL	Sundale Utilities	Illinois American	475	1,415	2,000	1.06	5/2/2018
TX	Patton Village Water Company, Inc.	City of Patton Village	550		900	1.64	6/8/2018
TX	Mustang Creek Estates PWS	Crest Water Company/Shelcon Services	79		50	0.63	7/2/2018
PA	Cheltenham Township	Aqua Pennsylvania		10,500	50,250	4.79	7/4/2018
IL	Village of Manteno	Aqua Illinois, Inc.		3,800	25,000	6.58	7/5/2018
TX	J&S Water Company, LLC	Nerro Supply, LLC	533	333	1,485	1.71	7/18/2018
TX	Summit Ridge, LLC	Bandera East Utility, LP	17		100	5.88	7/24/2018
TX	Chambers Meadow Estate Water Company	HILCO United Services, Inc.	57		45	0.79	7/25/2018
TX	Aqua Texas, Inc.	Town of Buffalo Gap, Texas	269		397.5	1.48	8/2/2018
CT	Connecticut Water Service, Inc.	SJW Group	139,574	3,000	1,100,000	7.72	8/5/2018
PA	Limerick Township	Aqua Pennsylvania		5,400	75,100	13.91	8/8/2018
MO	Lawson Water and Wastewater Systems	Missouri-American Water Company, Inc.	968	913	4,000	2.13	8/27/2018
PA	Delaware Sewer Company	Pennsylvania-American Water Company, Inc.		40	62	1.54	9/19/2018
TX	Kamira Water System	Arimak Water Supply Corporation	34		12	0.35	9/19/2018
IL	Peotone Village	Aqua Illinois, Inc.	3,000		12,300	4.10	10/2/2018
TX	Brookshires Camp Joy	TWS Holdings	119		90	0.76	11/9/2018
PA	East Norriton Township	Aqua Pennsylvania		4,950	21,000	4.24	11/13/2018
ID	Eagle Water Company	Suez Water Idaho	4,200		10,000	2.38	12/10/2018
PA	East Bradford Township	Aqua Pennsylvania		1,250	5,000	4.00	12/13/2018
TX	Ponder Enterprises, Inc.	Lone Star Water Company	332		1,345.0	4.05	2/15/2019
TX	Beverly Lee Minaldi	Simply Aquatics Inc	47		35.0	0.74	2/15/2019
PA	Sadsbury Township	Pennsylvania-American Water Company, Inc.		1,000	8,600	8.60	3/7/2019
PA	Mahoning Township	SUEZ	1,200		9,500	7.92	4/3/2019
TX	San Antonio Water System	Yancey Water Supply Corporation	269		750	2.79	4/8/2019
NJ	Borough of Mount Ephraim	New Jersey-American Water Company, Inc.		1,800	1,400	0.78	7/3/2019
TX	Paul B Hill	Megan Estes	50		112.5	2.25	7/9/2019
TX	Stephenville MHP, Ltd.	HB Shady Oaks TX, LP	200	200	2,000	5.00	7/24/2019
PA	Turbotville Borough	Pennsylvania-American Water Company, Inc.	320	290	1,000	1.64	7/25/2019

Borough of Shenandoah
Market Approach - Comparable Water and Sewer Transactions
2016 to Present

Target State	Target	Buyer	Water Connections	Wastewater Connections	Implied Enterprise Value ($000)	Implied Enterprise Value ($000)/Customer	Date
OH	City of Campbell, Mahoning County	Aqua Ohio, Inc.	3,200		7,500	2.34	8/5/2019
WV	Boone-Raleigh Public Service District	West Virginia-American Water Company	470		115	0.24	8/8/2019
WV	Town of Glasgow	West Virginia-American Water Company	300		200	0.67	9/6/2019
PA	Delaware County Regional Water Quality Control Authority	Aqua Pennsylvania		165,000	276,500	1.68	9/17/2019
IL	Village of Glasford	Illinois American	492	482	1,900	1.95	9/19/2019
IL	Village of Godfrey	Illinois American		6,200	13,550	2.19	10/2/2019
PA	Steelton Borough Authority	Pennsylvania-American Water Company, Inc.	2,400		21,750	9.06	10/9/2019
TX	Castle Water	Horseshoe Bend Water Company	507		500.0	0.99	10/10/2019
IN	Lake Station Water System	Indiana American	3,270		20,680	6.32	10/22/2019
TX	Madera Valley WSC	Town of Pecos City	66		968.3	14.67	10/23/2019
PA	Exeter Township Wastewater	Pennsylvania-American Water Company, Inc.		9,000	93,500	10.39	10/24/2019
IL	Fox River Waer Reclamation District (Skyline)	Aqua Illinois, Inc.	376	376	3,500	4.65	11/1/2019
TX	Wolfforth Place Water System	City of Wolfforth	183		200.0	1.09	11/6/2019
PA	Borough of Kane Authority	Pennsylvania-American Water Company, Inc.		2,100	17,500	8.33	11/14/2019
TX	Clear Water Estates Water System LLC	SJWTX, Inc.	230		1,500	6.52	11/15/2019
NY	New York American Water	Liberty Utilities Co.	125,000		608,000	4.86	11/20/2019
TX	Twin Creek Park Water System	Creedmoor-Maha Water Supply Corp	92		210.0	2.28	11/22/2019
IL	Village of Grant Park	Aqua Illinois, Inc.		540	2,300	4.26	12/1/2019
PA	Phoenixville Borough	Aqua Pennsylvania	535		3,500	6.54	12/4/2019
TX	City of Kaufman	College Mound Special Utility District	153		75.0	0.49	12/11/2019
PA	Royersford Borough	Pennsylvania-American Water Company, Inc.		1,600	13,000	8.13	12/18/2019
PA	Valley Township	Pennsylvania-American Water Company, Inc.	1,700	3,100	21,275	4.43	12/18/2019
IL	City of Jerseyville	Illinois American	4,100	4,100	43,250	5.27	12/20/2019
IL	Granite City	Illinois American		12,500	18,000	1.44	12/26/2019
NJ	Township of Long Hill	New Jersey-American Water Company, Inc.		2,800	12,700	4.54	1/2/2020
CA	Fruitridge Vista Water Company	California-American Water Company, Inc.	4,800		20,750	4.32	2/5/2020
TX	Hammond Mound Utilities, Inc.	Rosehill Utilities, Inc.	18	15	70	2.12	4/3/2020
DE	Town of Frankford Water System	Artesian Water Co.	350		3,600	10.29	4/14/2020
IL	Village of Sidney Water System	Illinois American	560		2,300	4.11	4/17/2020
IL	Village of Leonore	Illinois American	68		100	1.47	4/22/2020
PA	Upper Pottsgrove Township	Pennsylvania-American Water Company, Inc.		1,600	13,750	8.59	4/28/2020
IL	Village of Shiloh Wastewater System	Illinois American		1,515	3,600	2.38	5/15/2020
IL	Village of Andalusia	Illinois American	480	480	3,300	3.44	5/27/2020
IL	City of Rosiclare	Illinois American		377	600	1.59	5/29/2020
FL	Pasco Aqua Utility	Pasco County	3,600	3,100	29,300	4.37	6/29/2020
TX	The Commons Water Supply, Inc.	Aqua Texas, Inc.	992		4,000	4.03	8/3/2020
DE	Delaware City Water System	Artesian Water Co.	800		2,100	2.63	8/7/2020

95

Nationwide Average: 4.11

Pennsylvania Average: 6.82

	Target	Buyer	Water Connections	Wastewater Connections	Implied Enterprise Value ($000) Based on Nationwide Transaction Multiple	Implied Enterprise Value ($000) Based on Pennsylvania Transaction Multiple
PA	Borough of Shenandoah	Aqua Pennsylvania, Inc.		4,749	$ 19,519.540	$ 32,380.431

Borough of Shenandoah
Potential Purchase - DCF Analysis
Traditionally Financed Investor-Owned Entity

Assumptions:

WACC	6.52%
Rate increases	5.00%
Inflation	2.15%
Population Adjustment	-0.70%

	ACTUAL 2021	**PROJECTED** 2022 Rate Increase	**PROJECTED** 2023 Rate Increase	**PROJECTED** 2024 Rate Increase	**PROJECTED** 2025 Rate Increase	**PROJECTED** 2026 Rate Increase
REVENUES						
Water Usage Fees	$ 2,068,071	$ 2,156,258	$ 2,248,205	$ 2,344,073	$ 2,444,029	$ 2,548,247
Other Operating Revenue	1,428	1,459	1,490	1,522	1,555	1,588
Total Operating Revenues	$ 2,069,499	$ 2,157,716	$ 2,249,695	$ 2,345,595	$ 2,445,584	$ 2,549,836
EXPENSES						
Purification System Expenses	$ 451,609	$ 461,319	$ 471,237	$ 481,369	$ 491,718	$ 502,290
Pumping System Expenses	127,495	130,236	133,036	135,896	138,818	141,803
Distribution System Expenses	528,510	539,873	551,480	563,337	575,449	587,821
General Operating Expenses	382,897	391,129	399,539	408,129	416,903	425,867
Administrative Expenses	101,959	104,151	106,390	108,678	111,014	113,401
TOTAL OPERATING EXPENSES	$ 1,592,470	$ 1,626,708	$ 1,661,682	$ 1,697,408	$ 1,733,903	$ 1,771,182
Income Before Taxes	$ 477,029	$ 531,008	$ 588,013	$ 648,187	$ 711,681	$ 778,654
TOTAL CAPITAL EXPENDITURES	$ 550,561	$ 750,000	$ 766,125	$ 782,597	$ 799,423	$ 816,610
CASH FLOW	$ (73,532)	$ (218,992)	$ (178,112)	$ (134,410)	$ (87,742)	$ (37,956)
Period	0.5	1.5	2.5	3.5	4.5	5.5
PW Factor	0.9689	0.9096	0.8539	0.8017	0.7526	0.7065
PWCF	-71,246	-199,196	-152,095	-107,751	-66,034	-26,817
Value - Perpetuity	**15,072,434**					

Borough of Shenandoah
Potential Purchase - DCF Analysis
Traditionally Financed Investor-Owned Entity

Assumptions:

WACC	6.52%
Rate increases	5.00%
Inflation	2.15%
Population Adjustment	-0.70%

	PROJECTED 2027 Rate Increase	PROJECTED 2028 Rate Increase	PROJECTED 2029 Rate Increase	PROJECTED 2030 Rate Increase	PROJECTED 2031 Rate Increase	PROJECTED 2032 Rate Increase	PROJECTED 2033 Rate Increase	PROJECTED 2034 Rate Increase	PROJECTED 2035 Rate Increase
REVENUES									
Water Usage Fees	$ 2,656,910	$ 2,770,206	$ 2,888,333	$ 3,011,497	$ 3,139,914	$ 3,273,806	$ 3,413,408	$ 3,558,962	$ 3,710,724
Other Operating Revenue	1,622	1,657	1,693	1,729	1,766	1,804	1,843	1,883	1,923
Total Operating Revenues	$ 2,658,532	$ 2,771,863	$ 2,890,026	$ 3,013,227	$ 3,141,680	$ 3,275,610	$ 3,415,251	$ 3,560,845	$ 3,712,647
EXPENSES									
Purification System Expenses	$ 513,089	$ 524,121	$ 535,389	$ 546,900	$ 558,658	$ 570,670	$ 582,939	$ 595,472	$ 608,275
Pumping System Expenses	144,852	147,966	151,147	154,397	157,716	161,107	164,571	168,109	171,724
Distribution System Expenses	600,459	613,369	626,556	640,027	653,788	667,844	682,203	696,870	711,853
General Operating Expenses	435,023	444,376	453,930	463,690	473,659	483,843	494,245	504,871	515,726
Administrative Expenses	115,839	118,330	120,874	123,473	126,127	128,839	131,609	134,439	137,329
TOTAL OPERATING EXPENSES	$ 1,809,262	$ 1,848,161	$ 1,887,897	$ 1,928,486	$ 1,969,949	$ 2,012,303	$ 2,055,567	$ 2,099,762	$ 2,144,907
Income Before Taxes	$ 849,270	$ 923,702	$ 1,002,129	$ 1,084,740	$ 1,171,731	$ 1,263,308	$ 1,359,684	$ 1,461,083	$ 1,567,740
TOTAL CAPITAL EXPENDITURES	$ 834,167	$ 852,102	$ 870,422	$ 889,136	$ 908,253	$ 927,780	$ 947,727	$ 968,103	$ 988,918
CASH FLOW	$ 15,103	$ 71,600	$ 131,707	$ 195,604	$ 263,479	$ 335,528	$ 411,956	$ 492,980	$ 578,823
Period	6.5	7.5	8.5	9.5	10.5	11.5	12.5	13.5	14.5
PW Factor	0.6633	0.6227	0.5846	0.5488	0.5152	0.4837	0.4541	0.4263	0.4002
PWCF	10,017	44,584	76,992	107,345	135,743	162,282	187,052	210,140	231,629
Value - Perpetuity									

Borough of Shenandoah
Potential Purchase - DCF Analysis
Traditionally Financed Investor-Owned Entity

Assumptions:

WACC	6.52%
Rate increases	5.00%
Inflation	2.15%
Population Adjustment	-0.70%

	PROJECTED 2036 Rate Increase	**PROJECTED** 2037 Rate Increase	**PROJECTED** 2038 Rate Increase	**PROJECTED** 2039 Rate Increase	**PROJECTED** 2040 Rate Increase	**PROJECTED** 2041 Rate Increase	**PROJECTED** 2042 Rate Increase	**PROJECTED** 2043 Rate Increase	**PROJECTED** 2044 Rate Increase
REVENUES									
Water Usage Fees	$ 3,868,956	$ 4,033,937	$ 4,205,952	$ 4,385,302	$ 4,572,300	$ 4,767,272	$ 4,970,559	$ 5,182,513	$ 5,403,506
Other Operating Revenue	1,965	2,007	2,050	2,094	2,139	2,185	2,232	2,280	2,329
Total Operating Revenues	$ 3,870,921	$ 4,035,944	$ 4,208,002	$ 4,387,396	$ 4,574,439	$ 4,769,458	$ 4,972,791	$ 5,184,793	$ 5,405,835
EXPENSES									
Purification System Expenses	$ 621,353	$ 634,712	$ 648,358	$ 662,298	$ 676,537	$ 691,083	$ 705,941	$ 721,119	$ 736,623
Pumping System Expenses	175,416	179,187	183,040	186,975	190,995	195,101	199,296	203,581	207,958
Distribution System Expenses	727,158	742,792	758,762	775,075	791,739	808,762	826,150	843,912	862,057
General Operating Expenses	526,814	538,141	549,711	561,530	573,602	585,935	598,533	611,401	624,546
Administrative Expenses	140,282	143,298	146,379	149,526	152,741	156,025	159,379	162,806	166,306
TOTAL OPERATING EXPENSES	$ 2,191,022	$ 2,238,129	$ 2,286,249	$ 2,335,404	$ 2,385,615	$ 2,436,905	$ 2,489,299	$ 2,542,819	$ 2,597,489
Income Before Taxes	$ 1,679,899	$ 1,797,814	$ 1,921,753	$ 2,051,993	$ 2,188,825	$ 2,332,552	$ 2,483,492	$ 2,641,975	$ 2,808,346
TOTAL CAPITAL EXPENDITURES	$ 1,010,179	$ 1,031,898	$ 1,054,084	$ 1,076,747	$ 1,099,897	$ 1,123,545	$ 1,147,701	$ 1,172,376	$ 1,197,582
CASH FLOW	$ 669,719	$ 765,916	$ 867,669	$ 975,246	$ 1,088,928	$ 1,209,008	$ 1,335,791	$ 1,469,598	$ 1,610,763
Period	15.5	16.5	17.5	18.5	19.5	20.5	21.5	22.5	23.5
PW Factor	0.3757	0.3527	0.3311	0.3108	0.2918	0.2739	0.2572	0.2414	0.2267
PWCF	251,600	270,126	287,282	303,136	317,754	331,200	343,533	354,811	365,090
Value - Perpetuity									

Borough of Shenandoah
Potential Purchase - DCF Analysis
Traditionally Financed Investor-Owned Entity

Assumptions:

WACC	6.52%
Rate increases	5.00%
Inflation	2.15%
Population Adjustment	-0.70%

	PROJECTED 2045 Rate Increase	PROJECTED 2046 Rate Increase	PROJECTED 2047 Rate Increase	PROJECTED 2048 Rate Increase	PROJECTED 2049 Rate Increase	PROJECTED Perpetuity Rate Increase
REVENUES						
Water Usage Fees	$ 5,633,922	$ 5,874,164	$ 6,124,651	$ 6,385,818	$ 6,658,122	$ 6,942,038
Other Operating Revenue	2,379	2,430	2,483	2,536	2,591	2,646
Total Operating Revenues	$ 5,636,302	$ 5,876,595	$ 6,127,133	$ 6,388,354	$ 6,660,713	$ 6,944,684
EXPENSES						
Purification System Expenses	$ 752,460	$ 768,638	$ 785,164	$ 802,045	$ 819,289	$ 836,903
Pumping System Expenses	212,429	216,996	221,662	226,427	231,296	236,269
Distribution System Expenses	880,591	899,523	918,863	938,619	958,799	979,413
General Operating Expenses	637,974	651,690	665,702	680,014	694,635	709,569
Administrative Expenses	169,882	173,534	177,265	181,076	184,969	188,946
TOTAL OPERATING EXPENSES	$ 2,653,335	$ 2,710,382	$ 2,768,655	$ 2,828,181	$ 2,888,987	$ 2,951,101
Income Before Taxes	$ 2,982,966	$ 3,166,213	$ 3,358,478	$ 3,560,173	$ 3,771,726	$ 3,993,584
TOTAL CAPITAL EXPENDITURES	$ 1,223,330	$ 1,249,632	$ 1,276,499	$ 1,303,944	$ 1,331,979	$ 1,360,616
CASH FLOW	$ 1,759,636	$ 1,916,581	$ 2,081,979	$ 2,256,229	$ 2,439,747	$ 2,632,968
						60,250,976
Period	24.5	25.5	26.5	27.5	28.5	29.5
PW Factor	0.2128	0.1998	0.1875	0.1761	0.1653	0.1552
PWCF	374,420	382,853	390,437	397,216	403,234	9,757,097
Value - Perpetuity						