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Garrett P. Lent  
Associate

glent@postschell.com  
717-612-6032 Direct  
717-731-1979 Direct Fax  
File #: 181282

March 18, 2024

***VIA ELECTRONIC FILING***

Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street, 2nd Floor North  
P.O. Box 3265  
Harrisburg, PA 17105-3265

**Re: Petition of Twin Lakes Utilities, Inc. for a Commission Order Authorizing the  
Acquisition of Twin Lakes Utilities, Inc. by a Capable Public Utility Pursuant to 66  
Pa.C.S. § 529  
Docket No. P-2020-3020914**

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Dear Secretary Chiavetta:

Pursuant to Ordering Paragraph 14 of the Opinion and Order of the Pennsylvania Public Utility Commission (“Commission”) entered in the above-captioned proceeding on January 14, 2021 (“*Receivership Order*”), enclosed for filing is the Thirteenth Status Report of Aqua Pennsylvania, Inc. on the operations of the water system of Twin Lakes Utilities, Inc. Copies of this Thirteenth Status Report are being served upon the Water and Wastewater Section of the Commission’s Bureau of Technical Utility Services consistent with Ordering Paragraph 14 of the *Receivership Order*, and as indicated on the Certificate of Service.

Please direct any questions you may have regarding the enclosed filing to the undersigned counsel.

Rosemary Chiavetta, Secretary  
March 18, 2024  
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Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Garrett P. Lent".

Garrett P. Lent

GPL/kl  
Attachment

cc: Honorable Steven K. Haas  
Honorable Charece Z. Collins  
Dan Searfoorce - TUS  
Sean Donnelly - TUS  
Patricia Wiedt – Law Bureau  
Certificate of Service

## CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served upon the following persons, in the manner indicated, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant).

### VIA E-MAIL ONLY

Lauren M. Burge, Esquire  
Eckert Seamans Cherin & Mellott, LLC  
U.S. Steel Tower  
600 Grant Street, 44<sup>th</sup> Floor  
Pittsburgh, PA 15219  
[lburge@eckertseamans.com](mailto:lburge@eckertseamans.com)

Jay L. Kooper, General Counsel  
Twin Lakes Utilities Inc.  
485C Route One South, Suite 400  
Iselin, NJ 08830  
[jkooper@middlesexwater.com](mailto:jkooper@middlesexwater.com)

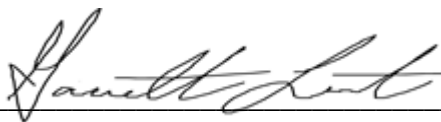
Christine M. Hoover, Esquire  
Lauren Guerra, Esquire  
Office of Consumer Advocate  
555 Walnut Street  
Forum Place – 5<sup>th</sup> Floor  
Harrisburg, PA 17101  
[choover@paoca.org](mailto:choover@paoca.org)  
[lguerra@paoca.org](mailto:lguerra@paoca.org)

Scott B. Granger, Esquire  
Bureau of Investigation and Enforcement  
400 North Street – 2<sup>nd</sup> floor West  
Harrisburg, PA 17120  
[sgranger@pa.gov](mailto:sgranger@pa.gov)

Eric Bartolacci, Esquire  
Department of Environmental Protection  
Office of Field Operations  
2174B Route 611  
Swiftwater, PA 18370  
[ebartolacc@pa.gov](mailto:ebartolacc@pa.gov)

John H. Klemeyer, Esquire  
108 Tulip Circle  
Shohola, PA 18458  
[klemeyerjohn@gmail.com](mailto:klemeyerjohn@gmail.com)  
*Counsel for Water Authority of Borough of  
Milford*

Date: March 18, 2024



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Garrett P. Lent



**THIRTEENTH STATUS REPORT**

**TO THE**

**PENNSYLVANIA PUBLIC UTILITY COMMISSION**

TWIN LAKES UTILITIES, INC.

AQUA PENNSYLVANIA, INC., AS RECEIVER

DOCKET NO. P-2020-3020914

**Dated: March 18, 2024**

## A. BACKGROUND

On July 16, 2020, Twin Lakes Utilities, Inc. (“TLU”) filed a Petition for a Commission Order authorizing the acquisition of TLU by another capable public utility pursuant to Section 529 of the Public Utility Code<sup>1</sup> (“TLU Petition”). The TLU Petition was filed as a result of Middlesex Water Company (“Middlesex”), the parent company of TLU, terminating its Service Agreement with TLU.

On August 19, 2020, the Office of Consumer Advocate requested that Aqua Pennsylvania, Inc. (“Aqua” of the “Company”) become the receiver for this system. Aqua, initially, requested additional time to better understand the operations of the TLU. After a 90 day due diligence review and proactively working with the parties, Aqua voluntarily agreed to act as Receiver and was authorized to voluntarily act as Receiver on January 14, 2021.

While Aqua ultimately opposed the Pennsylvania Public Utility Commission (“PUC” or the “Commission”) ordering Aqua to acquire the TLU system under the unique nature of these facts, the Company highlights that it voluntarily agreed to act as Receiver for the TLU system during the pendency of the Section 529 proceeding.<sup>2</sup>

On December 31, 2020 Deputy Chief Administrative Law Judge Joel H. Cheskis issued an Order Certifying Material Question to the Commission regarding Aqua’s status as Receiver. On January 14, 2021 the Commission entered an Opinion and Order in Docket No. P-2020-3020914 (“Receivership Order”) naming Aqua as Receiver for TLU.<sup>3</sup> Aqua was directed to assume its Receivership role on January 15, 2021.<sup>4</sup> Included within the PUC’s Receiver Order, the Company was directed to “[s]ubmit an initial status report to the Commission within 60 days of assuming operations and then quarterly thereafter to detail any relevant updates pursuant to duties and responsibilities assigned through receivership and that copies of the status report and quarterly updates shall be served upon the Water and Wastewater Section of the Commission’s Bureau of Technical Utility Services.”<sup>5</sup> Thereafter, Aqua submitted its Initial Status Report to the Commission on March 16, 2021.

On April 22, 2021, the Administrative Law Judge issued a Recommended Decision that stated TLU was a troubled system and recommended the Commission order Aqua to acquire the TLU system subject to the condition that within thirty (30) days after the Commission’s final action in this proceeding Middlesex place in escrow \$1,675,000 to be used to offset the costs of replacing and remediating the existing infrastructure of the TLU system.<sup>6</sup> Exceptions to the

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<sup>1</sup> 66 Pa. C.S. § 529.

<sup>2</sup> See Aqua Letter of December 16, 2020 filed in this Docket whereby Aqua indicated it would be willing to act as receiver effective January 4, 2021. Subsequently, on December 22, 2020, Aqua filed a letter with the Commission which advised the Commission that Aqua was willing to act as receiver effective January 15, 2021, in order to accommodate Commission review of Aqua’s proposal at the January 14, 2021 public meeting.

<sup>3</sup> Petition of Twin Lakes Utilities, Inc. for a Commission Order Authorizing the Acquisition of Twin Lakes Utilities, Inc. by a Capable Public Utility Pursuant to 66 Pa. C.S. § 529, Docket No. P-2020-3020914, Opinion and Order, Ordering Paragraph 2 (January 14, 2021) (hereinafter “Receivership Order”).

<sup>4</sup> Id.

<sup>5</sup> Id. Ordering Paragraph No. 14.

<sup>6</sup> Recommended Decision at 70.

Recommended Decision were filed by Aqua and TLU on May 13, 2021. Replies to Exceptions were Filed by Aqua, TLU, the Commission’s Bureau of Investigation and Enforcement, and the Office of Consumer Advocate on May 25, 2021. Aqua submitted its Second Status Report on June 23, 2021. Aqua submitted its Third Status Report on September 21, 2021. Aqua submitted its Fourth Status Report on December 20, 2021. Aqua submitted its Fifth Status Report on March 21, 2022. Aqua submitted its Sixth Status Report on June 20, 2022. Aqua submitted its Seventh Status Report on September 19, 2022. Aqua submitted its Eighth Status Report on December 22, 2022. Aqua submitted its Ninth Status Report on March 15, 2023. Aqua submitted its Tenth Status Report on June 19, 2023. Aqua submitted its Eleventh Status Report on September 18, 2023. Aqua submitted its Twelfth Status Report on December 18, 2023.

Aqua now submits its Thirteenth Status Report (“Status Report”) on the operations of TLU as directed by the Commission.

## **B. THIRTEENTH STATUS REPORT**

### **1. Financial**

The Receivership Order directed Aqua to establish the financial position of TLU at the time Aqua assumed its Receivership role.<sup>7</sup> Middlesex provided Aqua with a Trial Balance as of December 31, 2020 and updated as of January 15, 2021 which was provided to the Commission in the Initial Status Report. Aqua will continue to track expenses and capital improvements related to the TLU system through deferred accounting treatment via establishment of a regulatory asset in accordance with Aqua’s Receivership duties.<sup>8</sup>

Aqua would like to continue to raise a concerning issue and disagreement regarding certain invoices that were forwarded from Middlesex for payment by Aqua. Aqua has received several requests from Middlesex for payment of certain invoices related to interest on outstanding promissory notes, included as **Attachment A**. Aqua continues to disagree that it should pay these promissory notes for the reasons set forth in Aqua’s Second Status Report to the Commission.

### **2. Troubled System Operations and Capital Expenditures**

The Company is using internal resources to operate and maintain this troubled water system. The Company notes that TLU was in violation of the lead and copper rule upon Aqua’s voluntary Receivership status. Based on Aqua’s knowledge, TLU did not take any actions to address this prior to Aqua’s voluntary Receivership. Since then, Aqua has had to hire and work with a consulting engineer to put together a feasibility analysis to address this issue. The feasibility analysis was submitted to DEP and approved. Aqua then prepared and submitted a public water supply major permit amendment based upon that feasibility analysis. Aqua was issued the permit amendment on June 13, 2023. Aqua is currently undertaking a project under this public water supply permit to add corrosion control to a new treatment train along with additional building rehabilitation to address the lead and copper rule issues.

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<sup>7</sup> Receivership Order, Ordering Paragraph 2, Appendix A Paragraph 1.q.

<sup>8</sup> Receivership Order, Ordering Paragraph 2, Appendix A Paragraphs 1.r and 1.s.

There were no other significant operational issues or capital improvements since the last status report.

There were no other water quality or supply issues since the last status report. As Aqua continues to operate the system to ensure compliance with the Receivership Order, Aqua will make improvements necessary to provide quality and reliable service. Aqua will provide further information on operational issues in later reports.

### **3. Settlement Discussions**

Per the direction of the Commission's order, the Company has engaged in good faith settlement negotiations and made an offer to the Middlesex.

### **C. CONCLUSION**

Aqua will continue to investigate the system's operations and financial status and will make necessary improvements to operate the TLU system to ensure quality service to the TLU customers for the period of its Receivership duties during the Section 529 proceeding. Aqua will provide an update to this Status Report on or before June 17, 2024.

# ATTACHMENT A

**INVOICE**

**MIDDLESEX WATER COMPANY  
Attention: Tracy Tyrell  
485C Route 1 South Suite 400  
ISELIN, NEW JERSEY 08830  
(732) 634-1500**

INVOICE NUMBER: TLU 12-2023  
DATE: 01/23/2024

TO: **Twin Lakes Utilities, Inc.**  
**C/O Aqua PA**  
**762 West Lancaster Avenue**  
**Bryn Mawr, PA 19010**

DESCRIPTION OF CHARGES

AMOUNT

**Monthly Interest on Promissory Notes Outstanding (December 2023)**

AMOUNT OF PROMISSORY NOTE	INTEREST RATE PER YEAR	DAYS	ANNUAL INTEREST	MONTHLY INTEREST
\$ 1,000,000.00	7.00%	31	\$ 70,000.00	\$ 6,027.78
\$ 1,165,486.00	7.00%	31	\$ 81,584.02	7,025.29
\$ 884,663.14	7.00%	31	\$ 61,926.42	5,332.55
				<u>\$ 18,385.62</u>

**TOTAL DUE:**

\$ 18,385.62

**\*\*\*INVOICE DUE UPON RECEIPT\*\*\***

**INVOICE**

**MIDDLESEX WATER COMPANY**  
**Attention: Tracy Tyrell**  
**485C Route 1 South Suite 400**  
**ISELIN, NEW JERSEY 08830**  
**(732) 634-1500**

INVOICE NUMBER: TLU 01-2024  
DATE: 02/27/2024

TO: **Twin Lakes Utilities, Inc.**  
**C/O Aqua PA**  
**762 West Lancaster Avenue**  
**Bryn Mawr, PA 19010**

DESCRIPTION OF CHARGES

AMOUNT

**Monthly Interest on Promissory Notes Outstanding (January 2024)**

AMOUNT OF PROMISSORY NOTE	INTEREST RATE PER YEAR	DAYS	ANNUAL INTEREST	MONTHLY INTEREST
\$ 1,000,000.00	7.00%	31	\$ 70,000.00	\$ 6,027.78
\$ 1,165,486.00	7.00%	31	\$ 81,584.02	7,025.29
\$ 903,048.76	7.00%	31	\$ 63,213.41	5,443.38
				<u>\$ 18,496.45</u>

**TOTAL DUE:**

\$ 18,496.45

**\*\*\*INVOICE DUE UPON RECEIPT\*\*\***