

THE YORK WATER COMPANY  
DATA REQUIREMENTS OF THE PENNSYLVANIA PUBLIC UTILITY COMMISSION  
OTHER DATA MONTHLY BALANCE SHEETS

53.53 XI. Other Data

D. Water and Wastewater Utilities

1. Provide the company's monthly balance sheets and income statements for each month of the historic and future test year.

Response: Refer to Exhibit No. HXI-1.

THE YORK WATER COMPANY  
DATA REQUIREMENTS OF THE PENNSYLVANIA PUBLIC UTILITY COMMISSION  
OTHER DATA INDEPENDENT AUDIT REPORT

53.53 XI. Other Data

D. Water and Wastewater Utilities

2. Supply a copy of internal and independent audit reports of the test year and prior calendar year, noting any exceptions and recommendations and disposition thereof.

Response: Refer to Exhibit No. HXI-2.

THE YORK WATER COMPANY  
DATA REQUIREMENTS OF THE PENNSYLVANIA PUBLIC UTILITY COMMISSION  
OTHER DATA BUDGET VARIANCE REPORTS

53.53 XI. Other Data

D. Water and Wastewater Utilities

3. Provide all monthly and/or quarterly budget variance reports to management and/or the board of directors submitted during the past year. Please provide the most recent detailed budget variance report which the company compiled, and update as additional reports are issued.

Response: Refer to Exhibit No. HXI-3.

THE YORK WATER COMPANY  
DATA REQUIREMENTS OF THE PENNSYLVANIA PUBLIC UTILITY COMMISSION  
OTHER DATA OPERATING AND CAPITAL BUDGETS

53.53 XI. Other Data

D. Water and Wastewater Utilities

4. Provide a copy of the company's most recent operating and capital budgets.

Response: Refer to Exhibit No. HXI-4.

THE YORK WATER COMPANY  
DATA REQUIREMENTS OF THE PENNSYLVANIA PUBLIC UTILITY COMMISSION  
OTHER DATA UNACCOUNTED FOR WATER

53.53 XI. Other Data

D. Water and Wastewater Utilities

5.

Provide a schedule that shows the percentage of unaccounted for water for the test year and two prior years. Describe how this amount was determined and explain any steps taken to reduce unaccounted for water.

Response: Refer to Exhibit No. HXI-5 for the percentage of unaccounted for water.

Refer to Exhibit No. FIX-6 for a summary of the Company's efforts in water conservation.

THE YORK WATER COMPANY  
DATA REQUIREMENTS OF THE PENNSYLVANIA PUBLIC UTILITY COMMISSION  
CORPORATE HISTORY

53.53 XI. Other Data

D. Water and Wastewater Utilities

6. Provide a corporate history (include the dates of original incorporation, subsequent mergers and/or acquisitions). Indicate all counties and cities and other governmental subdivisions to which service is provided (including service areas outside the state), and the total population in the area served.

Response: A copy of the Company's corporate history is attached.

Refer to Exhibit No. FII-3 for a listing of the municipalities in which service is supplied.

The estimated population served by the Company is 212,000.

## **CORPORATE HISTORY OF THE YORK WATER COMPANY**

Letters Patent incorporating The York Water Company under Special Act of the General Assembly of Pennsylvania approved February 8, 1816 (Recorded in L Book Volume 1815-16, page 42) were issued by Simon Snyder, Governor of Pennsylvania, on February 23, 1816 (L.P. Volume 9, page 592).

By virtue of certain statutory mergers and Charter Amendments as hereinafter referred to, The York Water Company has extended its chartered territory so as to include 57 municipalities as follows: The City of York, the Boroughs of East Prospect, Felton, Glen Rock, Hallam, Jacobus, Jefferson, Loganville, Manchester, Mount Wolf, New Freedom, New Salem, North York, Railroad, Seven Valleys, Shrewsbury, Spring Grove, West York, York Haven and Yorkana, and the Townships of East Manchester, Manchester, Spring Garden, Springettsbury and West Manchester, and parts of the Townships of Codorus, Conewago, Hellam, Hopewell, Jackson, Lower Windsor, Monaghan, Newberry, North Codorus, North Hopewell, Paradise, Shrewsbury, Springfield, Washington, West Manheim, Windsor and York, in the County of York and the Boroughs of Abbottstown and Carroll Valley, and Townships of Berwick, Cumberland, Oxford, Hamilton, Reading, Mount Pleasant, Union and Straban, in the County of Adams and the Townships of Greene, Hamilton, and Letterkenny in the County of Franklin and the Townships of Salisbury and West Donegal in the County of Lancaster and the Commonwealth of Pennsylvania. The community served has an estimated population of 212,000.

Articles of Amendment, which expanded and consolidated the Company's chartered territory into one description, was duly filed with the Pennsylvania Department of State on June 29, 1990 (#9033866 to 9033870) with Certificate of Amendment issued thereon.

Miscellaneous amendments relating to administrative matters of minor importance were made to the corporate Charter by Act of April 13, 1827, P.L. 241 (L Book Volume 1826-27, page 241); Act of April 11, 1840, P.L. 300 (L Book Volume 1839-40, page 300); Act of April 2, 1850, P.L. 336 (L Book Volume 1850, page 336 at page 338); Act of February 2, 1866, P.L. 14 (L Book Volume 1866, page 14); by Amendment to the Charter filed May 17, 1967 (3-1-67.13 1261-1264 incl., recorded on August 16, 1967 in York County Record Book 60-L, page 974); and by Amendment to the Charter filed August 15, 1973 (3-1-73.37 607-611 incl., recorded on August 24, 1973 in York County Record Book 66-Y, page 542).

The Constitution of the Commonwealth of Pennsylvania adopted December 16, 1873 and the Act of April 29, 1874 and its Supplements were duly accepted by the Company by filing with the Secretary of the Commonwealth Certificates of Acceptance on May 6, 1891 (Volume 30, page 433), with Letters Patent duly issued thereon (L.P. Volume 55, page 2) and on March 18, 1896 (Volume 46, page 155), with Letters Patent duly issued thereon (L.P. Volume 55, page 56).

The Business Corporation Law of Pennsylvania was duly accepted by the Company by filing its Certificate of Acceptance with the Pennsylvania Department of State on October 27, 1984 (#398082).

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The York Water Company acquired certain of its chartered territory by purchase of the franchises and property of the following companies, which were incorporated on the respective dates hereinafter set forth:

THE MAYERSVILLE WATER COMPANY (October 13, 1890, Charter Book No. 34, page 65), with both Authorization for Sale to The York Water Company and Return of Sale filed April 25, 1898 (Miscellaneous Corporation Record Book 20, page 220).

THE WATER COMPANY OF MANCHESTER TOWNSHIP (July 20, 1896, Charter Book No. 49, page 278), with Authorization for Sale to The York Water Company filed February 25, 1897 and Return of Sale filed March 9, 1897 (Miscellaneous Corporation Record Book 20, page 56 and Book 17, page 170).

THE WATER COMPANY OF SPRING GARDEN TOWNSHIP (July 20, 1896, Charter Book No. 49, page 276), with Authorization for Sale to The York Water Company filed February 25, 1897 and Return of Sale filed March 9, 1897 (Miscellaneous Corporation Record Book 20, page 57 and Book 17, page 168).

THE WATER COMPANY OF WEST MANCHESTER TOWNSHIP (July 20, 1896, Charter Book No. 49, page 277), with Authorization for Sale to The York Water Company filed February 25, 1897 and Return of Sale filed March 9, 1897 (Miscellaneous Corporation Record Book 20, page 58 and Book 17, page 169).

THE WATER COMPANY OF SPRINGGETTSBURY TOWNSHIP (December 8, 1906,

Charter Book No. 98, page 67), with corporate name changed to YORK SUBURBAN WATER COMPANY on October 31, 1925 (Charter Book No. 218, page 383).

MANCHESTER WATER COMPANY (December 19, 1929, Charter Book No. 272, page 87), with Authorization for Sale to Mt. Wolf-Manchester Water Company filed January 2, 1930 (Miscellaneous Corporation Record Book 175, page 521) and Return of Sale filed January 20, 1930 (Miscellaneous Corporate Record Book 176, page 46).

WATER COMPANY OF EAST MANCHESTER TOWNSHIP (December 19, 1929, Charter Book No. 260, page 462), with Authorization for Sale to Mt. Wolf-Manchester Water Company filed January 2, 1930 (Miscellaneous Corporation Record Book 175, page 524) and Return of Sale filed January 20, 1930 (Miscellaneous Corporation Record Book 176, page 49).

MT. WOLF-MANCHESTER WATER COMPANY (December 19, 1929, Charter Book No. 272, page 90), with Authorization for Sale to York Suburban Water Company filed February 6, 1930 (Miscellaneous Corporation Record Book 176, page 166) and Return of Sale filed February 26, 1930 (Miscellaneous Corporation Record Book 176, page 254); and with Approval from Water and Power Resources Board filed March 3, 1930 (Miscellaneous Corporation Record Book 176, page 276); and Approval of Acceptance of the Act of June 7, 1907 and the Act of April 13, 1905 by Water Supply Commission of Pennsylvania filed March 3, 1930 (Miscellaneous Corporation Record Book 176, page 277).

YORK SUBURBAN WATER COMPANY - Approval from Water and Power Resources Board filed March 3, 1930 (Miscellaneous Corporation Record Book 176, page 280); and Approval

of Acceptance of the Act of June 7, 1907 and the Act of April 13, 1905 by Water Supply Commission of Pennsylvania filed March 3, 1930 (Miscellaneous Corporation Record Book 176, page 282).

THE WATER COMPANY OF YORK TOWNSHIP (October 1, 1940, Charter Book No. 379, pages 281-289 incl.), with Authorization for Sale to York Suburban Water Company filed December 30, 1940 (Miscellaneous Corporation Record Book 258, page 18) and Return of Sale filed December 31, 1940 (Miscellaneous Corporation Record Book 258, page 25).

YORK SUBURBAN WATER COMPANY, with Authorization for Sale to The York Water Company filed May 23, 1941 (Miscellaneous Corporation Record Book 261, page 49) and Return of Sale filed June 2, 1941 (Miscellaneous Corporation Record Book 261, page 188).

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By various Charter Amendments from time to time, The York Water Company expanded its chartered territory in York County, Pennsylvania, as follows:

July 7, 1960 - Arlington Park area in the Township of York (Recorded on July 11, 1960 in York County Record Book 49-Y, page 104).

March 23, 1964 - A portion of the Township of Hellam, the Borough of Jacobus and certain portions of the Township of York and of the Township of Springfield (3-1-64.08 1229-1234 incl., recorded on April 8, 1964 in York County Record Book 55-U, page 599).

June 9, 1965 - Portions of the Townships of Windsor and York (3-1-65.17 158-162 incl., recorded on June 23, 1965 in York County Record Book 57-Z, page 298).

August 23, 1967 - Portion of the Township of Jackson (3-1-67.24 289-293 incl., recorded on September 5, 1967 in York County Record Book 60-N, page 290).

July 7, 1977 - Borough of Loganville and portions of the Townships of Springfield and York (3-1-77.33 1336-1340 incl., recorded on July 21, 1977 in York County Record Book 72-J, page 278).

March 19, 1979 - Portion of Hellam Township (Recorded on July 23, 1979 in York County Record Book 79-V, page 935).

May 3, 1983 - Boroughs of New Salem, Seven Valleys, York Haven and Yorkana and portions of the Townships of Lower Windsor, Newberry and North Codorus (as part of the Company's then consolidated description of its total chartered territory) (Department of State #83291065 through 83291071-398082).

May 9, 1985 - Borough of Hallam and surrounding portion of Hellam Township adjacent to and east of the Company's May 3, 1983 consolidated chartered territory (Department of State #85380906 through 85380910-398082).

May 7, 1990 - Portions of Springfield, York, Windsor, Lower Windsor and Hellam Townships (as part of the Company's then consolidated description of its total chartered territory)

(Department of State #9033866 - 9033870).

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Various Election Returns for Increases of Capital Stock were duly filed by the Company and its associate companies as more fully appears by reference to the following Miscellaneous Corporation Records Books and Pages: By Water Company of Springettsbury Township, Vol. 145, page 71, and Vol. 178, page 141; by Mt. Wolf-Manchester Water Company, Vol. 178, page 81; and by The York Water Company, Vol. 9, page 139 and Vol. 7, page 207; Vol. 17, page 100-110-277; Vol. 18, page 286; Vol. 21, page 125; Vol. 29, page 49; Vol. 27, page 190; Vol. 51, page 177; Vol. 65, page 249; Vol. 75, page 170; Vol. 112, page 562; Vol. 170, page 57; and Vol. 178, page 110. Certificate for the reduction of the par value of the Company's Common Stock from \$25.00 to \$10.00 a share was filed February 3, 1930 (Miscellaneous Corporation Record Book 176, page 163).

An Election Return for Increase of Indebtedness was similarly filed by the Company as more fully appears by reference to Roll 3-1-54.24, Film 290 (9-10-54), with Return of Actual Increase of Indebtedness filed to Roll 3-1-56.19, Film 1305 (6-2-56).

On May 20, 1986 the Company's Articles and Charter were amended so as to increase the Company's authorized number of shares to One Million (1,000,000) shares of Common Stock of the par value of \$10.00 per share (Department of State 8633 697 through 8633 699).

On June 29, 1990, the Company's Articles and Charter were amended to consolidate the Company's presently chartered territory and proposed additions thereto into one all-inclusive description. Added portions of Springfield, York, Windsor, Lower Windsor and Hellam Townships

(9033866-9033870).

On February 28, 1994, the Company's Articles and Charter were amended to add portions of Lower Windsor, Jackson, North Codorus and Hellam Townships and East Prospect, Wrightsville and Spring Grove Boroughs (Microfilm Number 09415-0349-0352).

On May 20, 1996, the Company's Articles of Incorporation were restated and amended. The amended area added Jefferson Borough and portion of Codorus Township. In addition, authorized shares were increased to 1,200,000 shares (Microfilm Number 9636-94 to 9636-99).

On March 7, 1997, the Company's Articles of Incorporation were amended to add the Boroughs of Glen Rock, Shrewsbury, New Freedom, Railroad, Shrewsbury Township and portions of Hopewell and North Hopewell Townships (Microfilm Number 09719, 1725-1727).

On May 8, 1997, the Company's Articles of Incorporation were amended so as to increase the Company's authorized number of shares to six million (6,000,000) shares of common stock and to permit 500,000 shares of preferred stock, all shares at zero par value.

On January 2, 1998, the Company's Articles of Incorporation were amended to add a portion of the Township of Conewago to the Company's Charter Area (Microfilm Number 09796, 291-293).

On May 6, 1999, the Company's Articles of Incorporation were amended so as to increase the Company's authorized number of shares to thirty-one million (31,000,000) shares of common stock and five hundred thousand (500,000) shares of preferred stock. All shares are at zero par

value. This was necessary to facilitate the Shareholder Rights Plan. (Microfilm Number 9935, 176-178)

On May 1, 2000, the Company's Articles of Incorporation were amended and restated. The restated Articles (i) provide for conformance to a previous shareholder approved amendment to the Company's By-Laws and (ii) to delete provisions, which are no longer applicable due to previously approved amendments to the Restated Articles of Incorporation. (Microfilm Number 200035, 389-392)

On May 4, 2010, the Company's Articles of Incorporation were amended so as to increase the Company's authorized number of shares to forty-six million, five hundred thousand (46,500,000) shares of common stock and five hundred thousand (500,000) shares of preferred stock. All shares are at zero par value.

Note: The York Water Company's entity number at the Pennsylvania Department of State is 398082.