COURT OF COMMON PLEAS OF DELAWARE COUNTY, PENNSYLVANIA

ORPHANS' COURT DIVISION

No. 217-2019

IN RE: CHESTER WATER AUTHORITY TRUST

DECREE

AND NOW, this _____ day of _____, 2019, upon consideration of the Chester Water Authority's Motion for Evidentiary Hearing, it is hereby ORDERED that the Authority's Motion is GRANTED as follows:

1. A final evidentiary hearing date is scheduled for January ____, 2020 in Courtroom number ____;
2. Witness lists and exhibits shall be exchanged twenty (20) days prior;
3. Post-hearing submissions, including motions and proposed findings of fact and conclusions of law, are due thirty days after conclusion of the hearing.

It is SO ORDERED.

BY THE COURT:

_____

SPIROS E. ANGELOS, J.

TO ALL PARTIES IN INTEREST: YOU ARE HEREBY NOTIFIED TO FILE A WRITTEN RESPONSE TO THE MOTION WITHIN TWENTY (20) DAYS FROM THE DATE OF NOTICE OR ON OR BEFORE THE DATE WHEN THE PLEADING IS TO BE FILED, WHICHEVER IS LATER, OR THE COURT MAY DEEM THAT YOU HAVE NO OBJECTION TO THE RELIEF REQUESTED THEREIN AND MAY GRANT SUCH RELIEF WITHOUT FURTHER NOTICE TO YOU.

Megan A. Guernsey

ATTORNEY FOR PETITIONER

COURT OF COMMON PLEAS OF DELAWARE COUNTY, PENNSYLVANIA

ORPHANS' COURT DIVISION

No. 217-2019

IN RE: CHESTER WATER AUTHORITY TRUST

CHESTER WATER AUTHORITY'S MOTION FOR EVIDENTIARY HEARING

TO THE HONORABLE, THE JUDGES OF SAID COURT:

Petitioner Chester Water Authority (the "Authority") as trustee of certain public natural resources for the benefit of the designated beneficiaries who are citizens of this Commonwealth pursuant to Section 27 of the Constitution of the Commonwealth of Pennsylvania, and as settlor of the Chester Water Authority Trust, respectfully moves for entry of an Order setting a final hearing in this matter, together with a pre-hearing and post-hearing schedule.

Filed on March 1, 2019 with a proposed preliminary decree requesting a date for final hearing as required under the Pennsylvania Rules Orphans' Court, this matter has evaded final hearing over the course of eight (8) months. This is not because the hearing has not been ordered; on the contrary the Court has scheduled and rescheduled this hearing multiple times. Indeed, evidentiary hearings were scheduled for at least the following dates: April 24, 2019; July 18, 2019; August 6, 2019; August 14, 2019; September 26, 2019; and, October 16, 2019.

Throughout this period, however, the City of Chester (the "City") has successfully presented a myriad of pretexts to stave off this Court's receipt of evidence. The Court cannot permit this to continue.

When the City believed its preliminary objections would be granted, it objected to an evidentiary hearing on the basis that there were no factual issues, but only issues of law before the Court. Indeed, in a hearing on August 6, 2019, the City said on the record that it would file a discovery motion within a week. But the City immediately abandoned that request and never filed the motion, confirming the City's then-plan to avoid any factual issues. After significant argument and briefing, the Court determined that the City was not entitled to the relief the City requested as a matter of law and rescheduled the hearing, ostensibly recognizing that a factual foundation was necessary.

Losing on its objections and facing the imminence of an evidentiary hearing, the City then scrambled to keep a record at bey. The hypocrisy in its recent actions cannot be overlooked. After disclaiming the need for any factual record, the City has identified and requested fulsome and sweeping discovery of no less than twenty-two (22) topics, the majority of which far exceed the scope of the issues in this litigation. The City has also requested depositions of at least twelve (12) of the Authority's senior managers and board members. Despite its purported need, the City waited until November 14, 2019 to finally make this request in a manner that complies with this Court's Rules, nearly one month after counsel (yet again) affirmed to the Court at conference that the motion would be forthcoming.

Most recently, the City has sought to use its continuing orchestrated delay of the hearing as a sword, filing a motion on November 13, 2019 to undue the *status quo* this Court put in place until the matter could be heard, and seeking expedited treatment of its pending appeals in the

Commonwealth Court. Allowing the City to repeatedly hold off a hearing by which the Court will make a final determination, and then use the lack thereof as a premise to upend the *status quo* pending final determination, would reward bad faith conduct and improper gamesmanship.

In support of its Motion, the Authority avers as follows:

A. FACTUAL AND PROCEDURAL BACKGROUND

1. The Authority commenced this matter by Petition on March 1, 2019 (herein, the "Trust Action").

a. The Final Hearing is Scheduled for April 24, 2019.

2. Pursuant to an April 1, 2019 Preliminary Decree and Delaware County Orphans' Court Rule 3.4A[1], a hearing was scheduled for April 24, 2019. The Petition, together with a Notice to Plead, was served on identified interested parties pursuant to Preliminary Decree, with the general class of ratepayer beneficiaries receiving notice by publication.

3. Under Pennsylvania Orphans' Court Rules, responses to the Petition would not have been due until April 22, 2019, two days prior to the scheduled hearing. All counsel agreed on an April 17th conference call to extend the response time thirty (30) days from April 22, 2019 – through to and including May 22, 2019 – and continue the hearing from April 17, 2019.

4. On that same call, the Court proposed July 18, 2019 as the continued hearing date.

b. The Hearing is Continued to July 18, 2019

5. On April 18, 2019, the Court entered an Order confirming counsel's agreement to extend the deadline for responding to the Petition and continue the hearing.

6. By correspondence dated May 7th, Court staff wrote to counsel to confirm the July 18th

[1] (1) All petitions... shall have a proposed preliminary decree which provides wording for a hearing to be scheduled, should the Court deem it necessary, affixed to the Petition.

hearing date. All parties confirmed their availability.

7. On May 16th the Court entered a revised Preliminary Decree that, *inter alia*, formally scheduled the hearing on the Petition for July 18th at 9:00 a.m. in Courtroom 10.

8. On June 19, 2019 the City of Chester filed two preliminary objections to the Petition in the nature of demurrers: the first alleged that the Authority lacked authority to settle the CWA Trust and that the Petition should therefore be denied; the second averred that the ERA did not extend to the "CWA's infrastructure" as a "public natural resource" and alternatively, on this ground, the City argued that the Petition should be denied.

9. On the same date, Aqua Pennsylvania, Inc. and Wells Fargo, N.A. submitted by way of new matter certain other objections to the Authority's Petition.[2]

10. Thereafter the parties proceeded to prepare for the July 18th hearing. On July 3rd the Authority disclosed the identity of its expert witness, and the scope of his testimony on July 10th. Exhibit A. On July 8, 2019 Aqua requested, *inter alia*, the Authority identify all witnesses it intended to call on July 18th in support of its Petition. The Authority exchanged its witness list with all counsel on July 10th, and asked the other parties to identify any witnesses to be called in support of their objections. Exhibit B.

c. The July 18th Hearing is Converted to Legal Argument

11. On July 11th the Court held a telephonic status conference, at which time the evidentiary hearing set for July 18th was converted to oral argument on the various preliminary and new matter objections.

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[2] Aqua and Wells Fargo, like the City, are interested parties. All three should have their objections determined at a prompt final hearing—as in any other Orphans' Court matter. Discovery is limited in the Orphans' Court for good reasons, and this case should not be transformed into one with the full trappings of a case in the Civil Division.

12. On July 17th the City filed a complaint and petition for preliminary injunction, seeking declarations as to its rights under the MAA on the grounds set forth in its objections to the Trust Petition, and also to prohibit the Authority from, *inter alia*, entering into contracts and paying its attorneys. This action was filed days before the Authority was to close on a new round of routine infrastructure financing.

13. In the interim, certain ratepayers of the Authority petitioned to intervene in the Trust Action. No interested party objected. However as of July 18th, these interested parties had not had the opportunity to confirm no objection to Judge Angelos hearing the Trust Action. Thus, the argument on July 18th did not go forward.

d. Rescheduling the Argument for August 6th, the Court Takes Steps to Preserve the Status Quo in the Interim

14. In light of the City's actions in filing for an injunction, the Court scheduled another telephone conference on July 22nd around which time August 6, 2019 was identified as a new hearing date. Following that call, the Authority understood that on August 6th the Court would hear legal argument on the Trust Action and take evidence on the City's Injunction, as the City alleged it was suffering immediate and irreparable harm in the absence of an order granting it its requested relief. To this end, the Authority prepared witnesses and exhibits to defend against the Injunction Action on August 6th.

15. With the delay in getting to a final hearing, on July 25th the Authority filed a motion to maintain the status quo pending a final disposition of the Trust Action on the merits. The injunction entered by the Honorable James P. Bradley in the related matter *Chester Water Authority v. City of Chester et al.*, Court of Common Pleas, Delaware County, Civil Division No. 2019-005400 (the "Sunshine Act Litigation"), which prohibited the City from, *inter alia*,

alienating any of the assets of the Authority (which are and were subject to this Court's jurisdiction in the Trust Action), was set to expire on August 2, 2019 at 2:00 p.m.

16. On that same day, the City filed a Notice of Appeal of Judge Bradley's Order, and the Authority filed a motion to vacate any automatic supersedeas that may arise therewith.

17. On August 1, 2019, the Court entered an Order extending the terms of Judge Bradley's Order an additional thirty (30) days due to the Court being unable to "properly dispose of all matters pending in the [Trust Action] before the termination of the present injunction on August 2, 2019 and recognizing the necessity to maintain the *status quo*..." This Order was vacated on August 2nd, and a new Order on that date extended Judge Bradley's injunction through only 5:00 p.m. on August 6, 2019 and vacated any supersedeas involved in the City's appeal of the underlying Order.

i. Despite Filing for Preliminary Injunction, the City Objects to the Court Receiving Evidence on August 6th

18. On August 6, 2019 the City objected to the Court hearing its injunction, which would have allowed the Court to hear from witness and receive other evidence on issues related to, *inter alia*, the Trust Action, for the first time. Over the protests of the Authority, the Court held argument only on the City's preliminary objections, permitting argument from Aqua and Wells Fargo as to their respective new matter defenses.

19. Also on that date, the City identified purported discovery it wanted to obtain and, when asked by the Court whether it had in fact filed a motion seeking that discovery, counsel affirmed that "it's something that we will seek." *See* NT August 6, 2019 TR at 9:22-10:3. The Court instructed the City to file a motion that same week seeking discovery. *Id.* At 138:17-139:11. The City responded: "We'll submit a motion, Your Honor." *Id.*

20. Nothing was filed by the City within any reasonable time thereafter.

21. Following argument on August 6th, the Court issued two Orders. The first prohibited the Authority from transferring its assets and the City from taking any action with regard to the disposition or transfer of the assets at issue in the Trust Action, until a dispositive ruling on the issues raised in the City's objections. The other Order extended the terms of Judge Bradley's injunction another thirty (30) days. Also on that date, the Court scheduled the City's preliminary injunction to be heard August 14th. This hearing would also have necessarily included introduction of evidence related to the Trust Action, which had significant overlapping factual issues with the City's preliminary injunction request.

ii. The City Withdraws its Request for Preliminary Injunction Two Days Before the Scheduled Hearing, Precluding the Court's Receipt of Evidence

22. Not wanting the Court to actually hear factual evidence that would significantly overlap with the Trust Action, on August 12th the City withdrew its own supposedly emergency petition for preliminary injunction. As a result, the Court cancelled the hearing scheduled for August 14th. This foreclosed the opportunity to establish an overlapping evidentiary record on *both* the City's preliminary injunction and the Authority's Trust Petition.

23. By withdrawing its own preliminary injunction petition, the City eviscerates the argument, which the City still presses elsewhere in these various litigations and appeals, that the City is facing some type of urgent irreparable harm.

e. The Court Overrules the City's Preliminary Objections and Schedules the Final Hearing for September 26, 2019

24. By Amended Order issued on September 18, 2019 the Court overruled the City's preliminary objections. A separate order issued on that date set September 26, 2019 as a hearing for the following matters:

a. Review of the preliminary injunction issued on August 15, 2019 in the Trust Action and the Sunshine Act Litigation; and

b. Receipt of any supplemental evidence or argument on the Trust Petition.

25. On September 20th Aqua's counsel notified the Court of his attachment to trial on that date. Further on that date, the City noted its objection to the hearing being scheduled any time before October 8th, as its answer to the Trust Petition was not due before then. Exhibit C. The City made no mention of any purported need for discovery in its September 20th correspondence, and never filed any such motion following the August 6th argument.

f. The September 26th Hearing is Rescheduled for October 16, 2019

26. On September 24th, Court staff notified all counsel that the hearing scheduled for September 26th was being continued to October 16, 2019 at 9:00 a.m.

27. This was confirmed by Order dated September 25th, the terms of which expressly extended all terms and conditions of the Court's August 15th Orders, *inter alia*, extending the status quo, in full force and effect pending further order of the Court.

28. All counsel confirmed their availability.

29. In connection with the upcoming hearing and its stated intention and request for reciprocity from all parties intending to put on evidence, the Authority re-circulated its witness list on October 4th and served notices to attend directed to Mayor Thaddeus Kirkland and Christopher Franklin, Chief Executive Officer of Aqua America, Inc. Exhibits D and E. On that same date, the Chester Water Authority Trust served its witness list, as did the Ratepayer Intervenors. Exhibits F and G. These interested parties thus proceeded as if the final hearing was going forward as re-scheduled.

i. The City Again Asks to Continue the Trust Hearing Days in Advance of the Scheduled Date on the Stated Basis that It Needed Discovery

30. On October 7th, the City filed a procedurally improper and dilatory "Petition for Leave to Take Discovery and for Continuance of October 16th Hearing." The deficiencies in the City's filing have been previously detailed in the Authority's Response in Opposition filed on October 9th, the entirety of which is incorporated herein by reference.

31. Also on October 9th – only two days after filing for a continuance of the Trust Hearing on the claimed basis that it needed discovery before proceeding with the hearing – the City served at least twelve (12) notices to attend and subpoenas directed to the entire Authority Board of Directors and certain upper-level management. Exhibit H. Given this and the prior exchange of other witness lists, it is clear to everyone who the witnesses are for a final hearing.

32. On or about October 10th the Authority served a notice to produce, commanding the City produce certain documents at the October 16th hearing. Exhibit I.

33. On October 11th Court staff conducted a conference call with all parties to discuss the pending petition and request for continuance.

34. Despite the City's non-compliance with the Pennsylvania Orphans' Court Rules and more particularly, Local Rule 7.1B. concerning discovery, the unexplainable delay in sitting on any rights it may have had to seek discovery for more than six (6) months, and the inevitable conclusion to be drawn that its petition was mere pretext to again put off the hearing, the City again succeeded in getting a continuance of the hearing on the Trust Petition.

35. As a result, on October 16th the Court limited the hearing only to review of the preliminary injunction entered in the Sunshine Act Litigation. The Court did not hold a merits hearing on the Trust petition in this matter.

ii. The City Belatedly Files Another Discovery Motion

36. Prior to the October 16th review of the Sunshine Act injunction, the Court had held a status conference with all parties to the Trust Petition in an effort to streamline and progress the various litigations. The Authority continued to request that a final hearing be scheduled on the Trust Petition, while the City asserted its purported need for discovery. In connection therewith, counsel for the City affirmed that it would file a discovery motion that was in compliance with all relevant procedural rules.

37. The City waited almost four (4) weeks, until the afternoon of November 14, 2019, to file that motion.

38. Therein, the City proposes discovery on twenty-two (22) separate topics. The City also proposes at least twelve (12) depositions of the Authority's entire board and management team.

39. It will take many, many months and hundreds of thousands of dollars to complete such sweeping and broad-brushed discovery. This discovery does not, for the most part, go to the issues in the Trust Petition or objections thereto, and thus is unnecessary and not appropriate under Orphans' Court rules or practice. The Authority will file a separate opposition to the City's discovery motion.

g. The Terms of the October 21st Order State the Court Shall Promptly Relist the Trust Hearing

40. By Order dated October 21st the Court vacated and dissolved the injunction entered in the Sunshine Act Litigation but kept in place all terms and conditions of the prior orders entered in the Trust Litigation maintaining the *status quo*.

41. In this Order the Court expressly noted that it "shall be promptly relisting the Chester Water Authority Trust Petition and the Preliminary Injunction existing on Docket No. 217-2019 for prompt review."

42. The court should follow through with its order and promptly re-list the hearing.

43. As of the filing of the instant motion, the hearing on the Trust Petition has not been relisted.

II. ARGUMENT

a. The Hearing Must Be Relisted at the Court's First Opportunity

44. The Court can and must relist the evidentiary hearing on the Trust Petition at its earliest opportunity.

45. Understanding representations made by Court staff as to the Court's availability to hold such a hearing, the Authority requests the hearing be listed no later than the end of January 2020.

46. The Court has scheduled and rescheduled this hearing many times.

47. Aside from the initial relisting, the Authority has objected to each and every continuance.

48. The prompt relisting of the Trust hearing is the only relief the Court posed in its October 21st Order that has not been effectuated.

49. The Court has also requested the Authority and other interested parties provide input on the core legal issues that should be decided in the merits of the Trust petition.

50. The Authority respectfully submits the following non-exhaustive list of such legal issues for the Court's consideration:

I. Is the Authority's power to transfer its property under Section 5607(d) of the MAA limited by any powers or rights any other party may have under other provisions of the MAA? For example:

(a) Does the City meet the criteria of 53 Pa.C.S. §§ 5619 and/or 5622 to force a termination and/or conveyance of the Authority's project and/or 5607(c) to specify its project?

(b) How does Act 73 of 2012 impact (a)?

II. Did the August 14, 2019 Resolutions of Chester City Council lawfully specify the project of the Authority?

(a) Did the City "organize" the Authority as is necessary to invoke 5607(c)?

(b) Did the Resolution specifying the project violate the orders prohibiting interference?

(c) Was the action taken procedurally proper?

III. Does the ERA (Pa. Const art. I, § 27) authorize the Authority's actions with regard to its assets and/or prohibit any party from selling those assets to a private entity?

(a) Are any of the Authority's assets public natural resources?

(b) How do private trust principles govern the actions of the Authority and that of any other applicable governmental entity in this regard?

(c) Has the Authority and/or any other applicable governmental agency acted in compliance with its fiduciary duties?

IV. Does the ERA and/or Act 73 of 2012 prohibit proceeds from the sale of the Authority's assets to being used for any purpose?

b. Having Overruled the City's Preliminary Objections, an Evidentiary Record is Required for a Merits Determination

51. The Court overruled the preliminary objections filed by the City, ostensibly on the basis that an evidentiary record is necessary to decide the issues presented therein.

52. By way of example, and amongst other requirements within Section 5622 of the Municipality Authorities Act, 53 Pa.C.S. §§ 5601, *et seq.*, the City must be able to assume the obligations of the Authority; thus, a record is required to show, *inter alia*, the nature and extent

of any such obligations of the Authority and the factual predicate for any ability to make the necessary assumption on the part of the City. This must be developed before this Court could properly consider the legal requirement assumed in Section 5622.

53. The City, in connection with its affirmative objection to the transfer, must make this factual showing first and foremost in order to advance any claim under Section 5622. It is impossible for the Court to draw any proper conclusion under this Section without evidence.

54. Moreover, the Authority has asserted – and continues to maintain – that an evidentiary record is necessary on certain base components of its Petition.

55. For example, the Authority believes the Court needs an evidentiary record to consider the nature and extent of the assets to be transferred into trust in order to, *inter alia*, assess the application of Article I, Section 27, Pennsylvania's Environmental Rights Amendment ("ERA"); details of the lease-back arrangement that will result in the Authority remaining the operator of the water system, holder of all necessary permits and in compliance with all applicable regulations; the Authority's exercise of its fiduciary duties in connection with both the proposed transfer as well as its refusal to sell to Aqua Pennsylvania, Inc. in May 2017; and more generally, why the requested relief is in the best interests of the ratepayer beneficiaries and wholly within the mandates of the ERA. These are factual issues.

c. Discovery is Not Necessary to Proceed to Hearing

56. This being said, the existence of a factual predicate should not lead to discovery being ordered in this matter, and certainly not along the lines in which the City has requested.

57. Discovery is permitted within this Court "only on petition upon cause shown" or "upon agreement of parties and counsel..." Del.Co.O.C. Rule 7.1B.

58. The Authority does not agree to the fulsome discovery the City proposed, which far exceeds the issues and scope of the Trust Petition and objections thereto. Such discovery is unnecessary, will serve to unduly increase litigations costs for all interested parties, and – if left unmanaged – will result in the hearing being put off *ad infinitum*.

59. Further, the City has not (and cannot) establish cause necessary to award such discovery in this matter under the Pennsylvania Orphans' Court Rules and this Court's Local Rules, in spite of its proposed breadth as well as the City's objective pattern of sitting on its rights.

60. To be sure, the City ***first*** petitioned this Court for leave to take unspecified discovery of unnamed individuals and documents on October 7, 2019. This was ***more than six (6) months*** after being served with the Petition by Preliminary Decree of this Court, and nine (9) days in advance of the evidentiary hearing on this matter. This is after the City's counsel referenced certain discovery at the August 6th hearing, stated his intention to file a motion, and then inexplicably failed to do so.

61. When filed, the City's discovery petition was in express violation of Del. Co. O. C. Rule 7.1B(2)[3] and Pa. O.C. Rules 3.4(d)[4] and 3.13(a)[5], improper, untimely and contrary to principles of equity. The City's unverified and prejudicial petition asked to continue – indefinitely – the

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[3] "Petitions filed pursuant to this Del. Co. O. C. Rule 7.1B shall include a description of all efforts made to resolve discovery issues informally. Petitions shall also state the identity of the persons who are to be deposed, the testimony that is to be perpetuated, the documents that are to be produced, and a description of any other discovery requested. The petition shall also state the reasons why the aforementioned discovery is necessary and relevant to the litigation." Del. Co. O. C. Rule 7.1B(2).

[4] "The petition shall be verified by at least one of the petitioners in accordance with Rule 3.13 ..." Pa. O. C. Rule 3.4(d).

[5] "Every pleading shall be verified, averring as true every fact not appearing of record in the action or containing a denial of fact based upon the signer's personal knowledge or information and belief..." Pa. O. C. Rule 3.13(a).

City's ongoing interference with the Authority's operations in the absence of a final adjudication from this Court on the merits.

62. The resultant prejudice to the Authority has already been overwhelming. To date, and as a result of certain litigation and illegal actions taken by the City while subject to the jurisdiction of this Court[6], the Authority's ability to operate independently and autonomous of the City – whom itself is wholly unqualified to influence such an operation and is in protracted fiscal distress – has been significantly affected. The City's actions have had the cumulative effect of inciting unrest and uncertainty amongst Authority employees and ratepayers, impairing the Authority's ability to close on scheduled financing for routine infrastructure maintenance and in so doing, raising very real public safety concerns in the process. The City's actions cannot and should not be countenanced.

63. This conclusion is further supported by the fact that the City has repeatedly failed and refused to take necessary steps to properly obtain discovery in this matter. After first stating it would file for discovery during the August 6th argument and not doing so, and again affirming on October 16th it would file a procedurally compliant motion requesting discovery, the City waited nearly an entire month – until November 14, 2019 – to finally file a discovery motion to comply with this Court's Rules.[7]

64. The City's dilatory conduct and hollow assertions eradicate any cause the City may claim and should be held to bar any and all discovery.

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[6] The validity of which is wholly disputed as set forth in the Authority's ancillary petition regarding the August 2019 Resolutions, filed on September 13, 2019.

[7] The Authority opposes the City's November 14, 2019 Motion on substantive and procedural basis, to be addressed in detail in the Authority's opposition thereto.

d. The Court Should Schedule a Final Hearing and Enter a Pre-Hearing and Post-Hearing Scheduling Order

65. The Court should schedule a final hearing in this matter to occur promptly.

66. In connection with the scheduling of the final hearing, the Authority respectfully requests the entry of a pre- and post-hearing scheduling order to govern the disclosure of witness and documentary evidence, as well as post-hearing submissions.

67. A pre-hearing scheduling order prescribing the exchange of witness lists and documents to be admitted into evidence a set number of days in advance of the hearing is advisable for the uniform disclosure of information between the parties to the Trust Petition.

68. Without a scheduling order in place to date, the Authority and certain interested parties have disclosed their witness lists in advance of the prior-scheduled hearings, while other interested parties have elected not to do so.

69. In the interest of fairness and so that ***all*** interested parties receive the benefit of knowing in advance the types of evidence to be presented, the Court should require the parties exchange witness lists and copies of documents to be introduced into evidence twenty (20) days in advance of the hearing date.[8]

70. Further, to assist the Court in its ultimate merit determinations, the Authority respectfully suggests the Court require any post-hearing findings of facts and conclusions of law to be submitted within a certain number of days following the conclusion of the hearing.

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[8] A portion of this exchange would be subject to the parties entering into a confidentiality agreement. Among other things, state law places certain limits on the information the Authority can publicly disclose about the specific types and locations of its infrastructure assets, due to security and anti-terrorism concerns. *See* Public Utility Confidential Security Information Disclosure Protection Act, 35 P. S. 2141.2. The same confidentiality issues would have to be addressed at a final hearing, as well.

71. A pre-hearing and post-hearing scheduling order will benefit all parties as it will allow for the fair and uniform preparation and participation, by all parties, in the final hearing. The Authority respectfully submits that such an order may further assist the Court through a uniform and timely submission of proposed findings and conclusions.

WHEREFORE, the Chester Water Authority respectfully requests this Honorable Court schedule the final hearing in this matter at its first opportunity, and no later than the end of January 2020. In connection therewith, the Authority further requests the Scheduling Order require the (1) exchange of witness lists and copies of documents to be entered into evidence twenty (20) days in advance of the hearing date, (2) post-hearing findings of facts and/or conclusions of law to be submitted within thirty (30) days of the conclusion of the final hearing. A proposed form of order is attached.

Respectfully submitted,

CONRAD O'BRIEN PC

By: Megan A. Guernsey

Dated: November 15, 2019

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COURT OF COMMON PLEAS OF DELAWARE COUNTY, PENNSYLVANIA

ORPHANS' COURT DIVISION

No. 0217-2019

IN RE: CHESTER WATER AUTHORITY TRUST

CERTIFICATE OF SERVICE

I, Megan A. Guernsey, Esquire, hereby certify that on this 15th day of November, 2019, I have served the foregoing Motion for Final Hearing to all Counsel of Record *via* electronic mail, as follows:

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Respectfully submitted,

Date: November 15, 2019

Megan A. Guernsey
Megan A. Guernsey
Counsel for Chester Water Authority

COURT OF COMMON PLEAS OF DELAWARE COUNTY, PENNSYLVANIA

ORPHANS' COURT DIVISION

No. 0217-2019

IN RE: CHESTER WATER AUTHORITY TRUST

CERTIFICATE OF COMPLIANCE

I certify that this filing complies with the provisions of the *Case Records Public Access Policy of the Unified Judicial System of Pennsylvania* that require filing confidential information and documents differently than non-confidential information and documents.

Submitted by: Megan A. Guernsey

Signature: Megan A. Guernsey

Name: Megan A. Guernsey, Esquire

Attorney No. (if applicable): 202065

Exhibit A

Jesiolowski, Joe

From: Jesiolowski, Joe
Sent: Wednesday, July 10, 2019 12:00 AM
To: 'Joel Frank'; eadsj@gtlaw.com; joyler@srbc.net; gray@palmergray.com; githomas@pa.gov; twhiteman@chesco.org; wmahoney@stradley.com; KFahrner@htts.com; amatlawski@mbmlawoffice.com; fjc@fjccp.com; rimperatrice@iaclegal.com; JTerrill@htts.com; MaddrenM@co.delaware.pa.us; nankervilleb@gtlaw.com; kwarren@warrenenvcounsel.com; greenbergk@gtlaw.com
Cc: Kent, Kevin; Guernsey, Megan A.
Subject: RE: In re CWA Trust -- 217-2019
Attachments: Report of HJ Woods.pdf

Dear Counsel,

I have attached a copy of the expert report of Howard Woods. This report further clarifies the list of topics I already provided outlining the subject matter of the expected testimony of Mr. Woods. The report and the list I provided together represent the substance of the facts and opinions to which Mr. Woods is expected to testify and a summary of the grounds for each opinion.

Regards,

Joseph W. Jesiolowski | Conrad O'Brien PC
Centre Square | West Tower |1500 Market Street Suite 3900 |Philadelphia, PA 19102-2100
Phone: 215.864.8063 | Cell: 856.313.7619 | Fax: 215.864.0795 | E-mail: Jjesiolowski@conradobrien.com

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From: Joel Frank [mailto:jfrank@lambmcerlane.com]
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Cc: Kent, Kevin; Guernsey, Megan A.
Subject: RE: In re CWA Trust -- 217-2019

I also request that Mr. Woods specifically identify all deals he considered to arrive at the increased percentages he sets forth. Also, I ask that this week CWA identify all witnesses it intends to call on 7/18 in support of its Petition.

Joel L. Frank
Chairman / Managing Partner

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Cc: KKent@conradobrien.com; mguernsey@conradobrien.com
Subject: RE: In re CWA Trust -- 217-2019

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Please identify the substance of the facts and opinions to which the Authority expects Mr. Woods to testify, along with the grounds for each opinion.

Thank you,

Joel Eads
Shareholder

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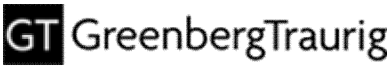

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From: Jesiolowski, Joe [mailto:Jjesiolowski@conradobrien.com]
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Cc: Kent, Kevin <KKent@conradobrien.com>; Guernsey, Megan A. <mguernsey@conradobrien.com>
Subject: In re CWA Trust -- 217-2019

EXTERNAL OF GT

Dear Counsel,

Please take notice that at the hearing in this matter scheduled for July 18, 2019, Chester Water Authority intends to call Howard Woods as an expert witness. His resume is attached. He will testify about the following topics:

1. The Trust is in the Public Interest because:

    1. It allows CWA to continue operations in providing safe, adequate and proper water service to its customers;
    2. It allows customers to continue to enjoy rates significantly lower than the three large Investor-Owned Utilities operating in PA.

2. The differential between existing CWA rates and IOU rates is substantial:

    1. Many persons in Chester are in Poverty so any change in the cost of water is material;
    2. Current IOU rates result in typical residential bills that are 30% to 103% higher than bills resulting from CWA rates;
    3. Charges to large employers in the City of Chester could increase by 25% to 153% if the CWA were dissolved and sold to an investor-owned utility;
    4. Charges to wholesale customers could increase by 64% to 321% if the CWA were dissolved and sold to an IOU.

Chester Water Authority reserves the right to timely supplement this list of topics.

Thank you,

Joseph W. Jesiolowski | Conrad O'Brien PC
Centre Square | West Tower |1500 Market Street Suite 3900 |Philadelphia, PA 19102-2100
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In the Matter of:

IN RE: CHESTER WATER AUTHORITY TRUST

COURT OF COMMON PLEAS OF DELAWARE COUNTY, PENNSYLVANIA
ORPHANS' COURT DIVISION
NO. 217-2019

Expert Report of

Howard J. Woods, Jr., P.E.

Howard J. Woods, Jr. & Associates, L.L.C.
49 Overhill Road
East Brunswick, NJ 08816

July 9, 2019

I am Howard James Woods, Jr., P.E. and my address is 49 Overhill Road, East Brunswick, New Jersey. I have been retained by Chester Water Authority ("CWA") to evaluate the impact on customer rates of the dissolution of the CWA and sale of the system to an investor-owned water utility. I am a registered Professional Engineer in the Commonwealth of Pennsylvania and I am an expert in water utility management and rate setting. My resume is provided in Appendix A.

In discharging this assignment, I compared the rates and charges of the CWA to three Pennsylvania investor-owned water utilities. These are AQUA Pennsylvania ("AQUA"), Pennsylvania American Water ("American") and SUEZ Water Pennsylvania ("SUEZ"). I developed a comparison of typical monthly bills that would be paid by residential, commercial and industrial customers at base rates currently in effect for CWA and at currently authorized base rates for the three investor-owned water utilities. I also developed a cost comparison for four large employers located in the City of Chester and I developed a comparison of charges for CWA's wholesale customers. Based on this analysis it is my conclusion, which I have reached to a reasonable degree of engineering certainty, that it would be in the public interest to have CWA continue its operations and provide service to its customers without interruption.

The investor-owned water utility rates now in effect provide a reasonable point of comparison and a basis for assessing the impact of a sale of the CWA system to any of the investor-owned utilities considered in my analysis. The Pennsylvania Public Utility Commission ("PAPUC"), which regulates the rates implemented by these three entities, has had a long-standing policy of promoting standard tariff pricing for its multi-jurisdictional investor-owned utilities. Standard tariff pricing results in uniform rates across the utility's service areas regardless of the political jurisdiction in which service is provided and regardless of the actual cost of providing service in any one area. This policy of fostering standard tariff pricing has been in effect for decades. While it is not possible to predict the length of time needed to merge all elements of a tariff of an acquired water utility into the rate structure of the acquiring entity, the end point of the merger with respect to rates is not in doubt. Ultimately, rate payers in the acquired service territory will pay the standard tariff rates of the acquiring entity. As an example of this, I will focus in AQUA.

CWA rates are significantly lower than current AQUA Main Division rates. It is these rates that CWA customers would ultimately pay if the system were to be sold to AQUA. The objective of PAPUC's standard tariff pricing is to cause all customers of the utility to share equally in the total cost of service provided by the regulated entity. This approach avoids situations wherein the true local cost of service could result in

extraordinary and unaffordable rates. While this is a laudable goal, those customers who are served by systems with an inherently lower revenue requirement pay more for service than they would absent standard tariff pricing. It is an essential assumption in the standard tariff pricing model that over the long term, all systems will experience some unique and costly improvement need and as a result, all customers would one day benefit from standard tariff pricing. While AQUA has suggested that they would seek PAPUC approval of a ten-year rate freeze, the PAPUC is not bound in any way to approve rates resulting from such a request. Clearly, approving a rate freeze in any one area would mean that customers served by AQUA in other areas would see the impact of the rate freeze as costs that should be paid by customers in the acquired system are shifted to other customer groups. While CWA customers could potentially enjoy the short-term benefit of constant rates for a period of time, ultimately, those lower rates would merge with the AQUA Zone 1 Main Division rates. To avoid speculating on what level these rates will rise to in the future, I have confined my analysis to a comparison on the rates now in effect.

I developed a comparison between current CWA rates and current AQUA Main Division rates for various customer types at typical usage. While CWA charges different volumetric rates in its Village Green West and Village Green East service areas, within those areas, the fixed service charges and volumetric rates are the same regardless of the customer type. By contrast, AQUA's volumetric rates vary by customer class (e.g., residential, commercial, industrial). A comparison of charges billed monthly to typical residential, commercial and industrial customers in the Village Green East, Village Green West and AQUA Main Division can be seen in Table 1.

For residential customers, present AQUA Main Division rates would result in an 121% increase over present CWA Village Green East rates. A residential customer in the City of Chester served through a 5/8-inch meter and using 5,000 gallons per month would see a monthly CWA bill of $35.15. In the Village Green West area a comparable CWA customer would pay a monthly bill of $41.70. At current Aqua rates, the bill would be $77.72 per month.

Table 1: Comparative Charges for Typical CWA Customers						7/9/19
		Present CWA Rates		**Aqua PA**	**PA American**	
Residential Customer		**Village Green West**	**Village Green East**	**May 24, 2019 Rates Main Division**	**Rate Zone 1**	**SUEZ PA Feb 1, 2019**
Meter		5/8-inch	5/8-inch	5/8-inch	5/8-inch	5/8-inch
Use Per Month (Gallons)						
3,000	**Monthly Charge**	**$ 29.86**	**$ 25.93**	**$ 52.51**	**$ 53.15**	**$ 41.65**
4,000	**Monthly Charge**	**$ 35.78**	**$ 30.54**	**$ 65.11**	**$ 65.37**	**$ 50.70**
5,000	**Monthly Charge**	**$ 41.70**	**$ 35.15**	**$ 77.72**	**$ 77.59**	**$ 59.76**
Percent Change at 5,000 Gal				121.11%	120.74%	70.01%
Commercial Customer		**Village Green West**	**Village Green East**	**Main Division**	**Rate Zone 1**	
Meter		2-inch	2-inch	2-inch	2-inch	2-inch
Use Per Month (Gallons)		57,661	57,661	57,661	57,661	57,661
	Monthly Charge	**$ 388.41**	**$ 316.80**	**$ 717.78**	**$ 685.20**	**$ 544.11**
Percent Change from CWA				126.57%	116.29%	71.75%
Industrial Customer		**Village Green West**	**Village Green East**	**Main Division**	**Rate Zone 1**	
Meter		4-inch	4-inch	4-inch	4-inch	4-inch
Use Per Month (Gallons)		5,934,601	5,934,601	5,934,601	5,934,601	5,934,601
	Monthly Charge	**$ 18,217.22**	**$ 14,278.58**	**$ 46,641.20**	**$ 43,876.48**	**$ 44,692.90**
Percent Change from CWA				226.65%	207.29%	213.01%
Notes:						
(1) CWA Rates effective July 1, 2010.						
(2) Aqua Pennsylvania Rates and Rules Governing The Distribution of Water…;Schedule of Rates; Tariff Water - PA P.U.C. No. 2; Original Page 12.1, Originial Page 12.2, Original Page 12.3 and Original Page 12.4 for Rate Zone 1, Main Division Effective May 24, 2019.						
(3) Pennsylvania American Water Company; Rates Rules and Regulations Governing the Distribution and Sale of Water Service; Effective January 1, 2018; Rate Zone 1, First Revised Page 16.1 and 16.2.						
(4) SUEZ Water Pennsylvania; Rates, Rules and Regulations Governing the Distribution of Water; Effective February 1, 2019; Tenth Revised Page 6, Sixth Revised Page 6A and 6B.						
(5) This is a comparison of base rates. Surcharges and credits authorized by the PUC for the investor-owned utilities for interim periods, such as the Distribution System Improvement Charge surcharge, which are periodically merged into and made part of the base rates, are not included in this analysis. To the extent that such surcharge rates are in effect from time to time, these would result in an increase in the investor-owned system bills shown here. For example, the DSIC rate authorized for PAWC at July 1, 2019 was 0.68% of the customer bill. A residential customer using 5,000 gallons would see a bill of $78.12 as opposed to the base rate amount shown above of $77.59, resulting in a bill that is 122% higher than CWA's Village Green East current bill.						

Affordability is a significant issue in the City of Chester. According to the US Census Bureau, the median household income in the City of Chester (2010-2016) is $27,217 and 36.9% of the population is in poverty.[1] Assuming a typical residential bill is $35.15 (see Table 1, Village Green East), the annual cost of water represents 1.55% of the median Household income in Chester City. By comparison, AQUA Main Division rates represent 3.43% of the median household income. In a recent American Water Works Association Benchmarking Survey, at the 75% Percentile, water charges for water only utilities represented 0.59% of the median household income. At the 25% Percentile, water charges represented 0.92% of median household income.[2] In other words, fewer than 25% of the respondents to the AWWA survey had charges that amounted to more than 0.92% of median household income while the current AQUA Main Division rates would lay claim to 3.43% of the typical family's household income in the City of Chester.

While a comparison of the annual water charges to Median Household Income is a useful way to consider affordability, it is also helpful to look at the dollar differential presented by a comparison of CWA and investor-owned utility rates. A residential customer in the City of Chester would pay $42.57 less per month for water service at CWA rates than they would pay at AQUA rates. Annually, this amounts to over $510 in real savings. For individuals at the low end of the economic spectrum, these are meaningful savings.

For commercial or public customers, a typical customer served though a 2-inch meter and using a class-average 57,660 gallons per month would see a bill of $316.80 in Village Green East. The comparable Village Green West charge would be $388.41. At current AQUA rates, these customers would see a monthly bill of $717.78, a 126% increase over present Village Green East rates.

For industrial customers, the "average" industrial use is 5,934,000 gallons per month. Assuming this is associated with a single 4-inch meter, the monthly charges for Village Green East and Village Green West would be $14,278 and $18,217 per month, respectively. The comparable charge at current AQUA Main Division rates would be $46,641 per month, which represents an increase of 227%. While this represents an average impact on the class of customers, I completed a series of specific calculations for

[1] https://www.census.gov/quickfacts/fact/table/chestercitypennsylvania,PA/PST045217
[2] 2017 AWWA Utility Benchmarking; American Water Works Association; Denver CO; 2017; p. 74.

individual customers showing the impact for specific metering arrangements and known volumetric use. This is discussed later in this report.

I prepared a similar comparison of typical charges at CWA rates and at rates for American and SUEZ. The results of these calculations are also shown in Table 1. For a residential customer using 5,000 gallons per month in the City of Chester, American rates would result in a monthly bill of $77.59, which is 120.7% higher than the comparable CWA bill. Using SUEZ rates, the monthly bill would be $59.76 or 70% higher than the CWA bill.

While impacts on commercial and industrial customers are harder to quantify in general terms, the differences between AQUA Main Division rates and CWA rates are significant. Increases in excess of 100% in the cost of an essential utility service could result in a loss of sorely needed jobs and related tax revenues. Table 2 through Table 5 show the impact of moving from CWA rates to investor-owned utility rates for four large employers in the City of Chester. Crozer-Chester Medical Center would see their total annual water bill increase from $260,660.67 to $735,170.51. This is a 182% increase. Harrah's Casino would see its water charges increase from $120,274.93 to $326,791.37 – a 172% increase. Widener University would experience an increase in annual water charges from $219,399.43 to $315,582.65 or an increase of 44%. The impact on Weidner University is lower because a material portion of the University's bill is for private fire service and AQUA's rates for this service are currently lower than CWA's rates. Kimberly Clark would see a 207% increase in annual water charges from $895,756.24 to $2,754,236.78, an increase of $1,858,480 per year.

Tables 2 through 5 also show comparisons for American and SUEZ rates and the results are similar. Crozer-Chester Medical Center would see a 225% increase in its annual water cost with American and a 129% increase with SUEZ. Harrah's Casino would see increases in its cost of water of 204% with American and 118% with SUEZ. Widener University would see lesser impacts with American and SUEZ but these cost increases would be 36% and 6%, respectively. In each case Widener sees a smaller impact than the other large employers because of the relative difference in private fire charges for the investor-owned utilities. This mitigates the increase in volume charges for Widener, which ranges from 167% to 270%. Kimberly Clark could expect to see a 197% increase in its cost of water with American rates and a 66% increase with SUEZ rates.

TABLE 2: COMPARISON OF CHARGES FOR CROZER-CHESTER MEDICAL CENTER

Meter Charges		AT CWA VILLAGE GREEN EAST RATES		AT AQUA PA MAIN COMMERCIAL RATES			At PA American Zone 1 Rates			At SUEZ PA Water Rates		
METER SIZE	QUANTITY	MONTHLY CHARGE	ANNUAL FIXED CHARGES	MONTHLY CHARGE	ANNUAL FIXED CHARGES	INCREASE OVER CWA	MONTHLY CHARGE	ANNUAL FIXED CHARGES	INCREASE OVER CWA	MONTHLY CHARGE	ANNUAL FIXED CHARGES	INCREASE OVER CWA
5/8-inch	5	$ 12.10	$ 726.00	$ 18.00	$ 1,080.00	48.76%	$ 16.50	$ 990.00	36.36%	$ 14.50	$ 870.00	19.83%
3/4-inch	1	$ 18.36	$ 220.32	$ 30.90	$ 370.80	68.30%	$ 25.00	$ 300.00	36.17%	$ 14.50	$ 174.00	-21.02%
1-inch	3	$ 27.54	$ 991.44	$ 52.50	$ 1,890.00	90.63%	$ 41.60	$ 1,497.60	51.05%	$ 30.05	$ 1,081.80	9.11%
1-1/2-inch	1	$ 61.56	$ 738.72	$ 101.10	$ 1,213.20	64.23%	$ 67.90	$ 814.80	10.30%	$ 60.11	$ 721.32	-2.36%
2-inch	3	$ 104.87	$ 3,775.32	$ 143.90	$ 5,180.40	37.22%	$ 108.60	$ 3,909.60	3.56%	$ 102.96	$ 3,706.56	-1.82%
3-inch	1	$ 222.59	$ 2,671.08	$ 289.00	$ 3,468.00	29.84%	$ 202.60	$ 2,431.20	-8.98%	$ 193.12	$ 2,317.44	-13.24%
4-inch	0	$ 365.90	$ -	$ 470.00	$ -	0.00%	$ 254.30	$ -	0.00%	$ 321.90	$ -	0.00%
6-inch	3	$ 663.01	$ 23,868.36	$ 970.00	$ 34,920.00	46.30%	$ 380.60	$ 13,701.60	-42.60%	$ 643.80	$ 23,176.80	-2.90%
4 inch Fire	1	$ 241.06	$ 2,892.72	$ 93.70	$ 1,124.40	-61.13%	$ 193.33	$ 2,319.96	-19.80%	$ 66.76	$ 801.12	-72.31%
6 inch Fire	3	$ 482.11	$ 17,355.96	$ 206.40	$ 7,430.40	-57.19%	$ 290.00	$ 10,440.00	-39.85%	$ 110.98	$ 3,995.28	-76.98%
SUBTOTAL	**21**		**$ 53,239.92**		**$ 56,677.20**	**6.46%**		**$ 36,404.76**	**-31.62%**		**$ 36,844.32**	**-30.80%**
	USE (THGAL)	RATE ($/THGAL)	ANNUAL VOLUME CHARGE	RATE ($/THGAL)	ANNUAL VOLUME CHARGE	INCREASE OVER CWA	RATE ($/THGAL)	ANNUAL VOLUME CHARGE	INCREASE OVER CWA	RATE ($/THGAL)	ANNUAL VOLUME CHARGE	INCREASE OVER CWA
		VARIABLE		VARIABLE			VARIABLE			VARIABLE		
VOLUME BILLED	**84,035**		**$ 206,257.95**		**$ 685,392.107**	**232.30%**		**$ 774,107.44**	**275.31%**		**$ 558,423.32**	**170.74%**
	QUANTITY	MONTHLY CHARGE	ANNUAL FIRE CHARGE	MONTHLY CHARGE	ANNUAL FIRE CHARGE	INCREASE OVER CWA	MONTHLY CHARGE	ANNUAL FIRE CHARGE	INCREASE OVER CWA	MONTHLY CHARGE	ANNUAL FIRE CHARGE	INCREASE OVER CWA
Fire Hydrant Carges	**3**	**$ 32.30**	**$ 1,162.80**	**$ 46.00**	**$ 1,656.00**	**42.41%**	**$ 26.87**	**$ 967.32**	**-16.81%**	**$ 43.00**	**$ 1,548.00**	**33.13%**
TOTAL CHARGES			**$ 260,660.67**		**$ 735,170.51**	**182.04%**		**$ 847,884.28**	**225.28%**		**$ 596,815.64**	**128.96%**

TABLE 3: COMPARISON OF CHARGES FOR HARRAH's CASINO

Meter Charges		AT CWA VILLAGE GREEN EAST RATES		AT AQUA PA MAIN COMMERCIAL RATES			At PA American Zone 1 Rates			At SUEZ PA Water Rates		
METER SIZE	QUANTITY	MONTHLY CHARGE	ANNUAL FIXED CHARGES	MONTHLY CHARGE	ANNUAL FIXED CHARGES	INCREASE OVER CWA	MONTHLY CHARGE	ANNUAL FIXED CHARGES	INCREASE OVER CWA	MONTHLY CHARGE	ANNUAL FIXED CHARGES	INCREASE OVER CWA
3-inch	1	$ 222.59	$ 2,671.08	$ 289.00	$ 3,468.00	29.84%	$ 202.60	$ 2,431.20	-8.98%	$ 193.12	$ 2,317.44	-13.24%
4-inch	1	$ 365.90	$ 4,390.80	$ 470.00	$ 5,640.00	28.45%	$ 254.30	$ 3,051.60	-30.50%	$ 321.90	$ 3,862.80	-12.03%
8 Inch Fire	2	$ 872.86	$ 20,948.64	$ 360.10	$ 8,642.40	-58.74%	$ 444.66	$ 10,671.84	-49.06%	$ 181.96	$ 4,367.04	-79.15%
SUBTOTAL			**$ 28,010.52**		**$ 17,750.40**	**-36.63%**		**$ 16,154.64**	**-42.33%**		**$ 10,547.28**	**-62.35%**
	USE (THGAL)	RATE ($/THGAL)	ANNUAL VOLUME CHARGE	RATE ($/THGAL)	ANNUAL VOLUME CHARGE	INCREASE OVER CWA	RATE ($/THGAL)	ANNUAL VOLUME CHARGE	INCREASE OVER CWA	RATE ($/THGAL)	ANNUAL VOLUME CHARGE	INCREASE OVER CWA
		VARIABLE		VARIABLE			VARIABLE			VARIABLE		
VOLUME BILLED	**38,126**		**$ 92,264.41**		**$ 309,040.97**	**234.95%**		**$ 350,111.78**	**279.47%**		**$ 252,232.58**	**173.38%**
TOTAL CHARGES			**$ 120,274.93**		**$ 326,791.37**	**171.70%**		**$ 366,266.42**	**204.52%**		**$ 262,779.86**	**118.48%**

TABLE 4: COMPARISON OF CHARGES FOR WIDENER UNIVERSITY

Meter Charges		AT CWA VILLAGE GREEN EAST RATES		AT AQUA PA MAIN COMMERCIAL RATES			At PA American Zone 1 Rates			At SUEZ PA Water Rates		
METER SIZE	QUANTITY	MONTHLY CHARGE	ANNUAL FIXED CHARGES	MONTHLY CHARGE	ANNUAL FIXED CHARGES	INCREASE OVER CWA	MONTHLY CHARGE	ANNUAL FIXED CHARGES	INCREASE OVER CWA	MONTHLY CHARGE	ANNUAL FIXED CHARGES	INCREASE OVER CWA
5/8-inch	59	$ 12.10	$ 8,566.80	$ 18.00	$ 12,744.00	48.76%	$ 16.50	$ 11,682.00	36.36%	$ 14.50	$ 10,266.00	19.83%
3/4-inch	1	$ 18.36	$ 220.32	$ 30.90	$ 370.80	68.30%	$ 25.00	$ 300.00	36.17%	$ 14.50	$ 174.00	-21.02%
1-inch	1	$ 27.54	$ 330.48	$ 52.50	$ 630.00	90.63%	$ 41.60	$ 499.20	51.05%	$ 30.05	$ 360.60	9.11%
2-inch	9	$ 104.87	$ 11,325.96	$ 143.90	$ 15,541.20	37.22%	$ 108.60	$ 11,728.80	3.56%	$ 102.96	$ 11,119.68	-1.82%
3-inch	5	$ 222.59	$ 13,355.40	$ 289.00	$ 17,340.00	29.84%	$ 202.60	$ 12,156.00	-8.98%	$ 193.12	$ 11,587.20	-13.24%
4-inch	4	$ 365.90	$ 17,563.20	$ 470.00	$ 22,560.00	28.45%	$ 254.30	$ 12,206.40	-30.50%	$ 321.90	$ 15,451.20	-12.03%
6-inch	3	$ 663.01	$ 23,868.36	$ 970.00	$ 34,920.00	46.30%	$ 380.60	$ 13,701.60	-42.60%	$ 643.80	$ 23,176.80	-2.90%
8-inch	1	$ 1,587.60	$ 19,051.20	$ 1,697.00	$ 20,364.00	6.89%	$ 736.90	$ 8,842.80	-53.58%	$ 1,030.16	$ 12,361.92	-35.11%
4-inch Fire	5	$ 241.06	$ 14,463.60	$ 93.70	$ 5,622.00	-61.13%	$ 193.33	$ 11,599.80	-19.80%	$ 73.44	$ 4,406.40	-69.53%
6-inch Fire	8	$ 482.11	$ 46,282.56	$ 206.40	$ 19,814.40	-57.19%	$ 290.00	$ 27,840.00	-39.85%	$ 122.08	$ 11,719.68	-74.68%
8-inch Fire	1	$ 872.86	$ 10,474.32	$ 360.10	$ 4,321.20	-58.74%	$ 444.66	$ 5,335.92	-49.06%	$ 181.96	$ 2,183.52	-79.15%
Unmetered Fire	1	$ 482.11	$ 5,785.32	$ 206.40	$ 2,476.80	-57.19%	$ 290.00	$ 3,480.00	-39.85%	$ 122.08	$ 1,464.96	-74.68%
SUBTOTAL	**98**		**$ 171,287.52**		**$ 156,704.40**	**-8.51%**		**$ 119,372.52**	**-30.31%**		**$ 104,271.96**	**-39.12%**
	USE (THGAL)	RATE ($/THGAL)	ANNUAL VOLUME CHARGE	RATE ($/THGAL)	ANNUAL VOLUME CHARGE	INCREASE OVER CWA	RATE ($/THGAL)	ANNUAL VOLUME CHARGE	INCREASE OVER CWA	RATE ($/THGAL)	ANNUAL VOLUME CHARGE	INCREASE OVER CWA
		VARIABLE		VARIABLE			VARIABLE			VARIABLE		
VOLUME BILLED	19,356		$ 48,111.91		$ 158,878.25	230.23%		$ 178,337.44	270.67%		$ 128,826.32	167.76%
TOTAL CHARGES			$ 219,399.43		$ 315,582.65	43.84%		$ 297,709.96	35.69%		$ 233,098.28	6.24%

TABLE 5: COMPARISON OF CHARGES FOR KIMBERLY CLARK

Meter Charges		AT CWA VILLAGE GREEN EAST RATES		AT AQUA PA MAIN COMMERCIAL RATES			At PA American Zone 1 Rates			At SUEZ PA Water Rates		
METER SIZE	QUANTITY	MONTHLY CHARGE	ANNUAL FIXED CHARGES	MONTHLY CHARGE	ANNUAL FIXED CHARGES	INCREASE OVER CWA	MONTHLY CHARGE	ANNUAL FIXED CHARGES	INCREASE OVER CWA	MONTHLY CHARGE	ANNUAL FIXED CHARGES	INCREASE OVER CWA
1-inch	1	$ 27.54	$ 330.48	$ 52.50	$ 630.00	90.63%	$ 61.40	$ 736.80	122.95%	$ 30.05	$ 360.60	9.11%
4-inch	2	$ 365.90	$ 8,781.60	$ 470.00	$ 11,280.00	28.45%	$ 613.50	$ 14,724.00	67.67%	$ 321.90	$ 7,725.60	-12.03%
6-inch	3	$ 663.01	$ 23,868.36	$ 970.00	$ 34,920.00	46.30%	$ 1,227.00	$ 44,172.00	85.07%	$ 643.80	$ 23,176.80	-2.90%
8 Inch (FS)	1	$ 872.86	$ 10,474.32	$ 360.10	$ 4,321.20	-58.74%	$ 444.66	$ 5,335.92	-49.06%	$ 181.96	$ 2,183.52	-79.15%
10-inch	1	$ 1,442.99	$ 17,315.88	$ 548.30	$ 6,579.60	-62.00%	$ 625.11	$ 7,501.32	-56.68%	$ 260.05	$ 3,120.60	-81.98%
SUBTOTAL			**$ 60,770.64**		**$ 57,730.80**	**-5.00%**		**$ 72,470.04**	**19.25%**		**$ 36,567.12**	**-39.83%**
	USE (THGAL)	RATE ($/THGAL)	ANNUAL VOLUME CHARGE	RATE ($/THGAL)	ANNUAL VOLUME CHARGE	INCREASE OVER CWA	RATE ($/THGAL)	ANNUAL VOLUME CHARGE	INCREASE OVER CWA	RATE ($/THGAL)	ANNUAL VOLUME CHARGE	INCREASE OVER CWA
		VARIABLE		VARIABLE			VARIABLE			$ 4.0700		
VOLUME BILLED	355,910.00		$ 834,985.60		$ 2,696,505.98	222.94%		$ 2,591,141.86	210.32%		$ 1,448,553.70	73.48%
TOTAL CHARGES			**$ 895,756.24**		**$ 2,754,236.78**	**207.48%**		**$ 2,663,611.90**	**197.36%**		**$ 1,485,120.82**	**65.80%**

I also developed a comparison of billings to CWA wholesale utility customers assuming the wholesale rates for AQUA and American were implemented in the aftermath of a sale of the system to either of these two entities. I also looked at SUEZ and their tariff does not authorize a wholesale rate. As a result, I did not attempt to make a rate comparison for SUEZ.[3] The annual charges calculated for American and AQUA include the Susquehanna River Basin Commission ("SRBC") charge of $0.33 per thousand gallons. This is a charge levied by SRBC and collected by CWA. A new owner of the CWA system would also be obligated to collect this fee. The median increase that wholesale customers could expect under existing AQUA and PAWC rates is 262% and 124%, respectively using 2017 sales volumes and existing CWA rates[4]. I have summarized the comparison for each wholesale account in the tables on the following pages.

In the case of the hypothetical AQUA acquisition, wholesale billings to AQUA would cease. Instead, the PAPUC would most likely recognize that some portion of the cost of production and transmission is being supported by rates paid by retail customers in the receiving system. This would not be the case in a PAWC acquisition where AQUA would see significant rate increases as a result of such a transaction.[5]

While the percentage increases are significant, it is important to focus on the dollar impact. For Artesian, under the AQUA rates, the increase in annual billings is $9.8 million. In 2017, Artesian Resources had total Utility Operating Expenses of $38,277,000 (ref. 2017 Artesian Annual Report, page 34). An increase in purchased water expense of $9,793,610 would represent a 25.6% increase in O&M costs. A 10% CWA rate increase would increase Artesian's purchased water cost by $352,162. This represents 0.92% of Artesian's total O&M.

[3] If CWA were to be acquired by SUEZ, I would expect the PA PUC to allow the existing CWA wholesale rates to be implemented by SUEZ pending the completion of a full cost of service allocation study and a subsequent rate case. At the time of the subsequent rate increase, the initial rates for wholesale would be replaced by rates determined by the cost allocation study.

[4] Existing CWA rates are the fixed service charges effective 7/1/2010 and the wholesale volumetric rates effective 7/1/2016.

[5] AQUA's projected test year level of expense incorporated a 10% rate increase for CWA even though such a rate increase has not been implemented by CWA. By comparison to a hypothetical sale of the CWA system to American, the City of Chester settlement rate increase of 10% would clearly be in the interest of AQUA ratepayers when compared against the range of cost increases (64% to 150% per Table 7) that would result if PAWC rates were put into effect.

TABLE 6: COMPARISON OF CWA WHOLESALE BILLINGS TO PROJECTED BILLINGS AT AQUA PENNSYLVANIA WHOLESALE RATES

2017

Name	Village Green East/West	Account #	At CWA Rates	At Aqua May 24, 2019 Rates	Percent Change
Artesian	West	02804078342	$ 3,889,199.92	$ 13,682,809.87	252%
Suez Water - Delaware	East	02804078342	$ 160,129.26	$ 642,601.80	301%
Suez Water - Bethel	West	02804078342	$ 1,148,054.13	$ 4,374,072.90	281%
Oxford Borough	West	02800078368	$ 191,943.72	$ 715,644.00	273%
London Grove Municipal Authority	West	02803078371	$ 336,090.84	$ 1,178,235.24	251%
Kennett Square Borough	West	02803078371	$ 264,012.52	$ 921,980.05	249%
Aqua Pennsylvania	West	02802078370	$ 189,732.60	$ -	-100%
Aqua Pennsylvania	East	024796078362	$ 416,061.51	$ -	-100%
Aqua Pennsylvania	West	024400000000	$ 4,390.80	$ -	-100%
Aqua Pennsylvania	East	02169079212	$ 127,795.60	$ -	-100%

2018

Name	Village Green East/West	Account #	At CWA Rates	At Aqua Proposed Rates	Percent Change
Artesian	West	02804078342	$ 3,868,012.96	$ 13,607,485.30	252%
Suez Water - Delaware	East	02804078342	$ 166,750.35	$ 670,055.10	302%
Suez Water - Bethel	West	02804078342	$ 1,194,452.22	$ 4,551,609.00	281%
Oxford Borough	West	02800078368	$ 190,500.68	$ 710,122.40	273%
London Grove Municipal Authority	West	02803078371	$ 341,501.96	$ 1,197,473.03	251%
Kennett Square Borough	West	02803078371	$ 263,066.52	$ 918,616.80	249%
Aqua Pennsylvania	West	02802078370	$ 189,213.16	$ -	-100%
Aqua Pennsylvania	East	024796078362	$ 422,392.73	$ -	-100%
Aqua Pennsylvania	West	024400000000	$ 4,390.80	$ -	-100%
Aqua Pennsylvania	East	02169079212	$ 128,579.60	$ -	-100%

TABLE 7: COMPARISON OF CWA WHOLESALE BILLINGS TO PROJECTED BILLINGS AT PAWC WHOLESALE RATES

2017

Name	Village Green East/West	Account #	At CWA Rates	At PAWC Rates	Percent Change
Artesian	West	02804078342	$ 3,889,199.92	$ 8,474,837.08	118%
Suez Water - Delaware	East	02804078342	$ 160,129.26	$ 397,165.82	148%
Suez Water - Bethel	West	02804078342	$ 1,148,054.13	$ 2,660,820.43	132%
Oxford Borough	West	02800078368	$ 191,943.72	$ 441,476.04	130%
London Grove Municipal Authority	West	02803078371	$ 336,090.84	$ 734,484.01	119%
Kennett Square Borough	West	02803078371	$ 264,012.52	$ 576,309.82	118%
Aqua Pennsylvania	West	02802078370	$ 189,732.60	$ 413,304.26	118%
Aqua Pennsylvania	East	024796078362	$ 416,061.51	$ 1,040,920.14	150%
Aqua Pennsylvania	West	024400000000	$ 4,390.80	$ 7,201.20	64%
Aqua Pennsylvania	East	02169079212	$ 127,795.60	$ 298,320.84	133%

2018

Name	Village Green East/West	Account #	At CWA Rates	At PAWC Rates	Percent Change
Artesian	West	02804078342	$ 3,868,012.96	$ 8,428,342.79	118%
Suez Water - Delaware	East	02804078342	$ 166,750.35	$ 413,820.05	148%
Suez Water - Bethel	West	02804078342	$ 1,194,452.22	$ 2,768,520.69	132%
Oxford Borough	West	02800078368	$ 190,500.68	$ 438,126.42	130%
London Grove Municipal Authority	West	02803078371	$ 341,501.96	$ 746,358.59	119%
Kennett Square Borough	West	02803078371	$ 263,066.52	$ 574,233.84	118%
Aqua Pennsylvania	West	02802078370	$ 189,213.16	$ 412,164.36	118%
Aqua Pennsylvania	East	024796078362	$ 422,392.73	$ 1,056,845.26	150%
Aqua Pennsylvania	West	024400000000	$ 4,390.80	$ 7,201.20	64%
Aqua Pennsylvania	East	02169079212	$ 128,579.60	$ 300,170.34	133%

Appendix 1: Resume of Howard J. Woods, Jr., P.E.

HOWARD J. WOODS, JR., P.E.

KEY EXPERIENCE

Mr. Woods has over 42 years of experience in water and wastewater utility engineering and operations. In his career he has worked for US EPA, engineering consultants and in numerous senior engineering and operational roles at a large investor-owned utility. His experience is well rounded, covering all aspects of public water and wastewater operations and management including outsourcing, acquisitions, maintenance, water production, filtration, distribution, water quality, wastewater collection and treatment, regulatory compliance and safety.

Mr. Woods managed numerous water and wastewater management contracts. He has assisted clients in outsourcing management activities and transferring ownership of complete utility systems. He has advised clients on alternative contracting approaches and reduced operating costs by renegotiating plant operations contracts. He has helped clients reduce operating expenses and he has provided expert testimony in construction arbitrations, contamination incidents and utility rate and service proceedings.

EDUCATION

Masters of Civil Engineering, Water Resources – Villanova University
Bachelor of Civil Engineering (cum laude) – Villanova University

ACCOMPLISHMENTS

- Directed and managed the procurement process leading to the sale of a municipal wastewater system in Southeastern Pennsylvania. The sale of the Upper Dublin Township Sanitary Sewer System will yield $20,000,000 for a system serving approximately 8,000 connections and having annual revenues of $3,000,000. Advised the Township on alternative outsourcing and contracting approaches, reduced interim operating expenses by 30% prior to the sale by renegotiating the plant operations contract.
- Prepared an analysis of ownership alternatives for Lower Makefield Township's sanitary sewer collection system. Managed a procurement process that lead to the receipt of a $17 million bid for the potential sale of a system serving 10,700 residential and commercial customers.
- Assessed an existing public private partnership contract and future contracting alternatives for the Jersey City Municipal Utilities Authority (JCMUA). Recommended alternative contract terms and assisted JCMUA in negotiating a new ten-year operations agreement saving approximately $3,000,000 per year.
- Assisted Greater Ouachita Water Company, a non-profit Louisiana water and sewer utility, in evaluating operating contract alternatives. Provided assistance in identifying qualified operators to be invited to bid a multi-year full-service operating contract. Assisted in evaluating bids and in contract negotiations.

ACCOMPLISHMENTS (CONTINUED)

- Completed an independent assessment of ownership and operating alternatives for the Township of Sparta water utility. The study evaluated current operating and financial conditions of the utility and considered two alternative service delivery approaches: contract operation and a sale of the system to an investor-owned utility.
- Completed an assessment of the financial and operating impacts of a proposal by a Pennsylvania municipality to dissolve its municipal water and sewer authority. The authority served multiple political subdivisions and dissolution would have resulted in regulation by the Pennsylvania Public Utility Commission. The additional regulatory burdens identified and limitations on municipal financing capacity resulted in a recommendation to retain authority ownership and operations.
- Completed an analysis of ownership alternatives for the Bristol Township Sewer Department. Reviewed capital needs and financing arrangements, rate structure and system revenues, operational costs and regulatory compliance issues. Assessed potential interest in the acquisition of the system by other municipal and investor-owned entities and assessed the possible impact of a sale on rates and service quality. The study recommended retention of the system by the Township and offered recommendations to reduce costs and improve staffing levels.
- Completed the assessment of a potential water utility acquisition by a Pennsylvania Municipal Authority. Assisted the Authority in developing a bid proposal for the acquisition and assessing the impact on revenue requirement and consumer rates resulting from the acquisition.
- Provided litigation support to Cornwall Borough Municipal Authority in its efforts to prevent Cornwall Borough from dissolving the Authority. Provided expert testimony on the service and financial impacts of dissolving the Authority. Developed capital plans for the Authority and provided expert testimony regarding the need to construct certain fire protection and other distribution improvements.
- Completed an assessment of an investor-owned utility offer to acquire the assets of Pennsylvania Municipal Water & Sewer Authority. Evaluated the acquisition and rate proposal, developed independent assessments of the value of the assets consistent with Pennsylvania Act 12 and prepared recommendations for the Authority's use in considering the proposal.
- Completed an evaluation of the revenue requirement associated with the decommissioning of a wastewater treatment plant and the diversion of wastewater to a regional treatment works for the North Wales Water Authority. Assessed the rate impact to customers of potentially retaining and improving an existing wastewater treatment plant and the rate impact of joining a regional treatment system. The evaluation supported the decision to regionalize the sewage treatment function.
- Developed a risk assessment model for a Pennsylvania Municipal Utilities Authority to allow the Authority to prioritize investments on numerous wells threatened by regional perfluorinated compound contamination. The assessment balanced risk of

ACCOMPLISHMENTS (CONTINUED)

contamination, cost and feasibility of providing treatment, the use or regional alternative supplies owned by the Authority and regional interconnections/system acquisitions.

- Assisted the Banco Gubernamental de Fomento para Puerto Rico, Autoridad para el Financiamiento de la Infrastructura de Puerto Rico and Pricewaterhouse-Coopers in developing a new operating contract for the Puerto Rico Aqueduct and Sewer Authority (PRASA). The contract was developed, bid and awarded in less than six months, cutting the normal procurement time by nearly two-thirds. The value of the contract was $300 million per year.

- Completed an independent assessment of the planning and engineering decision making for a major water treatment plant renovation project undertaken by Aquarion Water Company of Connecticut in Stamford Connecticut. Evaluated process selection decisions, project sizing and regulatory compliance issues and testified before the Connecticut Department of Public Utility Control on the findings of the evaluation.

- Completed audits of water production operations and water quality management functions at Aquarion Water Company of Connecticut, Aquarion Water Company of Massachusetts and Aquarion Water Company of New Hampshire. Assessed operational procedures and staffing levels, reviewed risk management plans including emergency response plans and dam safety programs, evaluated programed and preventative maintenance systems and developed recommendations to assist the Company in lowering the cost of service while reducing risk and improving reliability.

- Completed an audit of the watershed and environmental management functions at Aquarion Water Company of Connecticut. Assessed watershed management, monitoring and operational procedures, reviewed compliance tracking systems, reviewed risk management strategies and developed recommendations to assist the Company in reducing risk and improving reliability and watershed protection efforts.

- Completed a management audit of the water distribution function at Aquarion Water Company of Connecticut. Evaluated system monitoring and maintenance practices, assessed the impact of the use of contract maintenance and construction services to reduce Company workforce levels. Developed recommendations to improve the Company's programed and preventative maintenance systems, corrosion control procedures and non-revenue water control programs.

- Completed a management audit of the engineering and planning functions at Aquarion Water Company of Connecticut. Evaluated the Company's planning practices and procedures and developed recommendations to assure the efficient application of capital to the renewal, replacement and expansion of the Company's extensive utility plant assets.

- Assisted Greater Ouachita Water Company, a Louisiana non-profit water and sewer utility, in identifying the cause of water quality complaints resulting from poor color removal filtration processes. Recommended improvements to minimize capital

ACCOMPLISHMENTS (CONTINUED)

modifications of the chemical feed, filter backwash and spent wash water treatment systems.

- Completed a Comprehensive Technical Assistance (CTA) project for the City of New Brunswick (NJ) Water Utility. The CTA, which was Ordered to be completed by the New Jersey Department of Environmental Protection, developed operating procedures to rectify numerous performance limiting factors that contributed to several drinking water quality issues and Safe Drinking Water Act Rules compliance issues. Completion of the CTA allowed a major component of the Consent Order to be satisfied.
- Provided ongoing technical and operations assistance to the Shelter Island Heights Property Owners Corporation related to the operation and maintenance of the community water and sewer utilities. Developed recommendations for asset maintenance and renewal as well as employee safety.
- Completed a Vulnerability Assessment for a municipally-owned public water system in northern New Jersey. Organized, planned and conducted the assessment using the RAM-W^{SM} methodology. Evaluated existing physical protection systems at utility facilities, developed threat assessments and adversary sequence analyses, prepared recommendations to reduce risk.
- Completed an energy management evaluation for the Elmira (NY) Water Board and provided operator training on energy management strategies. Recommendations from the study allowed the client to reduce energy expenses by 30% through a series of operational modifications.
- Completed an energy management audit of the Pittsburgh Water and Sewer Authority and identified strategies for reducing power consumption. The results of this investigation provided the foundation for the Authority and its contract manager to develop and implement more effective maintenance and operations procedures to reduce energy costs.
- Served as an expert witness in a matter involving the diversion of service by a large commercial customer of Atlantic City Municipal Utilities Authority (ACMUA). Statistically analyzed customer water use and billing records by relating water use variables (e.g. weather, occupancy rates, and restaurant output) to recorded consumption. Identified periods of service diversion and assisted ACMUA in the collection of revenues and penalties due.
- Served as an expert witness in a matter involving excess billing of a large commercial customer of a New Jersey public utility. Statistically analyzed usage patterns over a ten-year period and identified periods of excess billing. Assisted the customer in negotiating a $50,000 settlement of the dispute.
- Provided litigation support in a dispute involving cost of service allocations made by Erie City Water Authority (ECWA) in establishing rates covering a ten-year period beginning in 2004. Prepared an expert report addressing the cost allocation methods used by ECWA and demonstrated that the determination of the ECWA revenue

ACCOMPLISHMENTS (CONTINUED)

requirement was fair and reasonable and that the allocation methods used to assign costs to various rate classes were done using reasonable professional judgment and standard professional care.

- Provided litigation support in a dispute involving water rates billed by Passaic Valley Water Commission to retail customers in the Borough of Lodi. Reviewed past rate setting practices and related rate covenants in the Lodi water system lease, prepared expert testimony and assisted the Passaic Valley Water Commission in developing rates consistent with the Court's Order.

- Developed a rate study and assisted in the renegotiation of a sewer service agreement between Ridgefield Borough and Palisades Park Borough. The rate study formed the basis of a settlement of ongoing litigation and provided a cost allocation methodology incorporated into a new service agreement between the municipalities.

- Developed rate studies for the Village of Ridgewood Water Utility for 2010 through 2016 to satisfy a Court Order to re-evaluate and re-adopt rate resolutions in response to a Complaint by Midland Park, Glen Rock and Wycoff. Developed allocation factors for shared municipal services and developed the revenue requirement for each year for the Water Utility. Produced a final rate design consistent with the Court Order.

- Developed a model of the major water resources facilities in the Passaic, Pompton, Ramapo and Hackensack River Basins that allows the calculation of the safe and dependable yield of the Wanaque/Monksville, Point View and Oradell Reservoir systems under varying drought conditions. The model is being used by Passaic Valley Water Commission to evaluate long-term water supply management strategies and to plan for future water supply needs.

- Assisted New York City Department of Environmental Protection in compiling a report on the estimated safe yield of the City water supply reservoir system. A current assessment of safe yield was required by agreement of the Parties to the 1954 US Supreme Court Decree governing the use and export of water from the Delaware River Basin. Provided additional consulting assistance on plans to assure system reliability during planned repairs to the Roundout-West Branch Tunnel, an aqueduct that transports up to 800 million gallons of water per day to the City from the Delaware Basin reservoir system.

- Developed an analysis of the costs of the Hickory Log Creek Reservoir and the yield sharing arrangements between the City of Canton and the Cobb County-Marietta Water Authority. Developed recommended methods to assess the impact of US Army Corps of Engineers operating policies on future operating and capital cost allocations.

- Prepared a long-range water supply needs forecast for the Passaic Valley Water Commission. Analyzed water use patterns within the Commission's retail service area and for over two-dozen large contract customers. Produced population forecasts for the service area and individual water demand forecasts for each contract sale-for-resale customer using statistical and numeric forecasting techniques. The forecast projects total annual demand, average day, maximum month and maximum day

ACCOMPLISHMENTS (CONTINUED)

demands and forms the basis for other ongoing facility and operations planning efforts.

- Prepared a long-range water supply needs forecast for the North Wales Water Authority. Analyzed water use patterns within the Authority's retail service and identified the water supply requirement for the Authority's share in a regional water supply system. Produced customer forecasts for the service area and individual water demand forecasts for large industrial customers and existing and potential wholesale water customers. Applied statistical and numeric forecasting techniques to assess trends in unit water use for each customer class. The forecast projects total annual demand, average day, maximum month and maximum day demands and forms the basis for other ongoing facility and operations planning efforts.
- Developed a Water Allocation Permit renewal and extension application for the Passaic Valley Water Commission. Secured a new 25-year permit for the diversion of surface water from the Pompton and Passaic Rivers. The new water diversion permit for the Commission supports more flexible operations and more efficient source utilization. The Commission serves a retail service population of 325,000 and effectively serves an additional 260,000 people through sale-for-resale connections.
- Prepared a cost of service allocation study for Passaic Valley Water Commission, a regional water system that serves a large urban retail service population and a significant outlying area through direct retail and wholesale water sales. Allocated costs based on standard methodologies to Owner Cities, External Cities Retail and Wholesale classes of service. The Commission has annual revenues in excess of $71 million.
- Prepared a cost of service allocation study for three Pennsylvania Municipal Utilities Authorities considering a joint water supply expansion project. Evaluated and allocated anticipated construction and operating costs for the plant expansion and assigned costs of existing facilities using a commodity-demand allocation method. Developed a recommended tariff design to allow for the fair recovery of prospective costs associated with the expanded facilities.
- Prepared a cost allocation study and tariff design study for Bedminster Municipal Utilities Authority. The study developed an integrated five-year financial plan for the Authority and allocated the revenue requirement among water and sewer services. Rates were developed to allow the Authority to properly recover costs from its various water and sewer customer classes.
- Developed a commercial rates study for Whitemarsh Township Authority that resulted in the modernization of the Authority's commercial rate structure. A system comprised of 33 different rate costs was replaced with a uniform rate structure including a fixed service charge based on water meter capacity ratios and volumetric changes for the quantity of water actually used.
- Developed a residential rates study for Whitemarsh Township Authority that evaluated the cost/benefits of converting a fixed-rate EDU tariff to a volumetric tariff. Developed recommendations for new rates for the ensuing five-years.

ACCOMPLISHMENTS (CONTINUED)

- Developed an initial tariff study for Branchville Borough. The Borough had constructed a new community sanitary sewer system to replace hundreds of on-lot disposal systems and small, individual wastewater treatment systems located throughout the Borough. Using engineer's estimates of operating costs, developed a total revenue requirement and allocated that revenue requirement to three classes of customer service. Developed an initial rate structure designed to recover the projected full revenue requirement.

- Prepared a cost of service allocation study for Southeast Morris County Municipal Utilities Authority, a regional water system that serves a suburban retail service population and several wholesale water customers. Allocated costs based on standard methodologies to various classes of residential, commercial industrial and wholesale service. Developed a plan to move each service class to full-cost pricing over time.

- Developed a five-year comprehensive business plan for Passaic Valley Water Commission. This plan moved the Commission from an annual operating budget to a five-year budget that links operating costs, capital construction and debt service requirements to customer growth and revenue requirements and rates. The plan was instrumental in obtaining an improved bond rating and positioning the Commission to undertake a major capital improvement program.

- Developed a five-year comprehensive business plan for the North Wales Water Authority. This plan established a rolling five-year operating and capital budget that links operating costs, capital construction and debt service requirements to customer growth and revenue requirements and rates. The plan was instrumental in maintaining current rates while also maintaining the Authority's AA bond rating.

- Served as an expert witness in an arbitration involving a dispute between a New Jersey municipal water department and A.C. Schultes, Inc., a well contractor. Assisted A.C. Schultes in supporting its claim for a contract modification and the recovery of unanticipated expenses. The arbitrator awarded the contractor 100% of its cost claim.

- Served as an expert witness in a matter involving the alleged contamination of a New Jersey municipal water system with heavy metals and organic chemicals. Reviewed over 38,000 discrete water quality sample results, analyzed the operational records of the system and developed a computer model (EPANET2) depicting water flow and water quality changes over a period spanning two decades. Assisted the client in successfully defeating a threatened class action lawsuit at the certification level.

- Served as an expert witness in a matter involving the alleged contamination of nearly 600 private wells in an area near Fairbanks, Alaska. Evaluated alternatives for the provision of alternate water supplies including the extension of an investor-owned water system, a publicly-owned water system, and a variety of on-site treatment and supply options. Assisted in the defense of the former owner of the site where the contamination was later alleged to have originated.

ACCOMPLISHMENTS (CONTINUED)

- Served as a mediator involving a dispute between the Long Beach Township Water Department and Don Siegel Construction Co., Inc., a pipeline installation contractor. Assisted the parties in resolving various construction cost claims and in interpreting the contract construction documents. Litigation over the disputes was avoided.
- Assisted a regional developer in obtaining wastewater planning approval for a project in an area determined to be in an "overload" condition by Pennsylvania DEP. This effort required the facilitation of negotiations between regional wastewater entities for wastewater conveyance and treatment services, expert consulting with a municipality and PA DEP concerning the municipality's update to its Act 537 facilities plan, and coordination with other engineering consultants to secure final permit approvals.
- Developed a review of alternatives for the renovation or replacement of the Ridge Road Reservoir for Perkasie Regional Authority. Analyzed alternatives for reconstructing or replacing an in-ground water distribution reservoir. Developed a scope of services for a site geotechnical evaluation and assessed the potential cost of various renewal strategies.
- Reviewed engineering plans and operational practices in numerous water and wastewater rate adjustment proceedings and quality of service proceedings for the New Jersey Division of Rate Counsel. Assessed utility engineering design and construction plans, developed alternatives to utility proposed projects, and evaluated the utility companies' ability to render safe, adequate and proper water or wastewater service. Provides expert testimony in the following utility rate, franchise expansion and service quality proceedings:
    - Acacia Lumberton Manor Fire Service Complaint BPU Docket No. WC01080495
    - Andover Utility Company BPU Docket WR17070726
    - Applied Waste Water Management Rates BPU Docket No. WR03030222
    - Applied Waste Water Management Base Rates BPU Docket No. WR08080550
    - Applied Waste Water Management Franchise BPU Docket No. WE03070530
    - Applied Waste Water Management Andover Franchise BPU Docket No. WE04111466
    - Applied Waste Water Management Hillsborough Franchise BPU Docket No. WE04101349
    - Applied Waste Water Management Oakland Franchise BPU Docket No. WE04111467
    - Applied Waste Water Management Union Twp Franchise BPU Docket No. WE050414
    - Applied Waste Water Management Tewksbury Franchise BPU Docket No. WR08100908

ACCOMPLISHMENTS (CONTINUED)

- Aqua NJ Freehold Franchise Extension Review
  BPU Docket WE09120965
- Aqua NJ Pine Hill Franchise
  BPU Docket No. WE05070581
- Aqua NJ Upper Freehold Franchise
  BPU Docket No. WE05100822
- Aqua NJ Readington Wastewater Franchise
  BPU Docket No. WE07030224
- Aqua New Jersey Base Rate Case
  BPU Docket No. WR07120955
- Aqua New Jersey Acquisition of Bloomsbury Water
  BPU Docket WE09050360
- Aqua New Jersey Acquisition of Harkers Hollow Water
  BPU Docket WM09020119
- Aqua New Jersey Base Rate Adjustment
  BPU Docket No. WR09121005
- Aqua New Jersey Base Rate Adjustment
  BPU Docket No. WR11120859
- Aqua New Jersey Base Rate Adjustment
  BPU Docket WR14010019
- Aqua New Jersey Base Rate Adjustment
  BPU Docket WR18121351
- Aqua New Jersey DSIC Foundational Filing
  BPU Docket No. WR12070685
- Aqua New Jersey Byram Franchise & Acquisition
  BPU Docket No. WE15080957
- Aqua New Jersey Cliffside Park Acquisition
  BPU Docket No. WE16040307
- Aqua New Jersey Acquisition of Oakwood Village
  BPU Docket WM16080739
- Aqua New Jersey Base Rate Adjustments
  BPU Docket No. WR16010089
- Aqua NJ Distribution System Improvement Charge Foundational Filing
  BPU Docket No. WR16010090
- Atlantic City Sewerage Company Base Rate Adjustment
  BPU Docket No. WR09110940
- Atlantic City Sewerage Company Base Rate Adjustment
  BPU Docket WR11040247
- Atlantic City Sewerage Company Base Rate Adjustment
  BPU Docket WR14101263
- Bayonne MUA – United Water NJ/ Kohlberg, Kravis, Roberts Joint Venture Operations & Financing Agreement
  BPU Docket No. WM12080777

ACCOMPLISHMENTS (CONTINUED)

- Bayview Water Company Rates
  BPU Docket No. WR01120818
- Camden and United Water Environmental Services, Inc. Management Services Agreement Modifications
  BPU Docket No. WM12050457
- Borough of Haledon Rates
  BPU Docket No. WR01080532
- City of Orange Privatization Review
  BPU Docket No. WO03080614
- Crestwood Village Loan Approval
  BPU Docket No. WF04091042
- Crestwood Village Water Co Base Rates
  BPU Docket No. WR07090706
- Elizabethtown Water Co. v. Clinton Board of Adjustment
  BPU Docket No. WE02050289
- Elizabethtown Water Company Rates
  BPU Docket No. WR03070510
- Elizabethtown Water Company Franklin Franchise
  BPU Docket No. WE05020125
- Elizabethtown Water Company Purchased Water Adjustment Clause
  BPU Docket No. WR04070683
- Environmental Disposal Corporation Main Extension Agreement
  BPU Docket No. WO04091030
- Environmental Disposal Corporation Rates
  BPU Docket No. WR04080760
- Environmental Disposal Corporation Rates
  BPU Docket No. WR07090715
- Environmental Disposal Corporation Change in Control
  BPU Docket No. WM15040492
- Fayson Lake Water Company Rates
  BPU Docket No. WR03040278
- Fayson Lake Water Company Base Rates
  BPU Docket No. WR07010027
- Fayson Lake Water Company Base Rates
  BPU Docket WR14050405
- Fayson Lake Water Company Base Rates
  BPU Docket WR17101041
- Gordon's Corner Water Company Rates
  BPU Docket No. WR03090714
- Gordons Corner Water Co Base Rate Adjustment
  BPU Docket No. WR10060430
- Gordons Corner Water Co Base Rate Adjustment
  BPU Docket No. WR12090807

ACCOMPLISHMENTS (CONTINUED)

- Gordons Corner Water Co Base Rate Adjustment
  BPU Docket WR14040325
- Gordons Corner Water Co Base Rate Adjustment
  BPU Docket WR18030268
- Jensens Deep Run Franchise Transfer
  BPU Docket No. WE10070453
- Lake Valley Water Company Rates
  BPU Docket No. WR04070722
- Mahwah Tank Maintenance Privitization
  BPU Docket No. WO15050548
- Middlesex Water Company Rates
  BPU Docket No. WR03110900
- Middlesex Water Company Rates
  BPU Docket No. WR05050451
- Middlesex Water Company Base Rates
  BPU Docket No. WR07040275
- Middlesex Water Co Transmission Main Prudency Review
  BPU Docket No. WO08020098
- Middlesex Water Company Base Rates
  BPU Docket No. WR09080666
- Middlesex Water Company DSIC Foundational Filing
  BPU Docket No. WR12111021
- Middlesex Water Company Base Rates
  BPU Docket No. WR12010027
- Middlesex Water Co DSIC Foundational Filing
  BPU Docket No. WR14050508
- Middlesex Water Company Base Rate Adjustment
  BPU Docket No. WR15030391
- Middlesex Water Company Base Rate Adjustment
  BPU Docket No. WR17101049
- Montague Water Company Rates
  BPU Docket No. WR03121034
- Montague Sewer Company Rates
  BPU Docket No. WR03121035
- Montague Sewer Company Rates
  BPU Docket No WR05121056
- Montague Water Company Acquisition
  BPU Docket No. WM10060432
- Montague Water & Sewer Company Rates
  BPU Docket No WR12110983
- Mount Holly Water Company Rates
  BPU Docket No. WR03070509
- Mount Olive Villages Water & Sewer Franchise
  BPU Docket No. WE03120970

ACCOMPLISHMENTS (CONTINUED)

- Mount Olive Villages Sewer Base Rate Adjustment
  BPU Docket No. WR16050391
- Mount Olive Villages Water Base Rate Adjustment
  BPU Docket No. WR16050390
- New Jersey American Water Company Rates
  BPU Docket No. WR03070511
- New Jersey American Water Company Rates
  BPU Docket No. WR06030257
- New Jersey American Water Acquisition of Mt. Ephraim and Approval of Municipal Consent
  BPU Docket No. WE06060431
- New Jersey American Water Purchased Water Adjustment Clause
  BPU Docket No. WR05110976
- New Jersey American Water Company – Mantua Franchise
  BPU Docket No. WE07060372
- New Jersey American Water Co – Rocky Hill Franchise
  BPU Docket No. WE07020103
- New Jersey American Water Company Rates
  BPU Docket No. WR08010020
- New Jersey American Hopewell Township Franchise
  BPU Docket No. WE07120981
- New Jersey American Water Co/City of Trenton
  Joint Petition for Approval of the Sale of Water System
  BPU Docket No. WE08010063
- New Jersey American Water Company Petition for Approval of a Distribution System Improvement Charge (DSIC)
  BPU Docket No. WO08050358
- New Jersey American Water Co Management Audit
  BPU Docket No. WA09070510
- New Jersey American Water Base Rate Adjustment
  BPU Docket No. WR10040260
- New Jersey American Water Company Franklin Franchise Review
  BPU Docket No. WE11070403
- New Jersey American Water Company Base Rate Adjustment
  BPU Docket No. WR11070460
- New Jersey American Water Company Base Rate Adjustment
  BPU Docket No. WR15010035
- New Jersey American Water Company DSIC Foundational Filing
  BPU Docket No. WR15060724
- New Jersey American Water – Eastampton Franchise Review
  BPU Docket No. WE17020139
- New Jersey American Water – Shorelands Water Co Acquisition
  BPU Docket No. WM16101036

ACCOMPLISHMENTS (CONTINUED)

- New Jersey American Water Co Howell Franchise Review
  BPU Docket No. WE17111148
- New Jersey American Water Base Rate Adjustment
  BPU Docket No. WR17090985
- New Jersey American Water Acquisition of Mt. Ephraim Sewer
  BPU Docket WM19010117
- New Jersey Natural Gas Rates
  BPU Docket No. GR07110889
- Oakwood Village Sewer Change in Control
  BPU Docket No. WM07070535
- Oakwood Village Sewer System Change in Control
  BPU Docket No. WM15091006
- Parkway Water Company Rates
  BPU Docket No. WR05070634
- Pinelands Water Company Rates
  BPU Docket No. WR03121016
- Pinelands Wastewater Company Rates
  BPU Docket No. WR03121017
- Pinelands Water Company Rates
  BPU Docket No. WR08040282
- Pinelands Wastewater Company Rates
  BPU Docket No. WR08040283
- Pinelands Water Company Rates
  BPU Docket No. WR120807342
- Pinelands Wastewater Company Rates
  BPU Docket No. WR12080735
- Pinelands Water Company Rates
  BPU Docket No. WR15101200
- Pinelands Wastewater Company Rates
  BPU Docket No. WR15101202
- Pinelands Water Company Rates
  BPU Docket No. WR19030417
- Pinelands Wastewater Company Rates
  BPU Docket No. WR19030418
- Rahway Operational Services Agreement Review
  BPU Docket No. WO16070678
- Rock GW, LLC Determination of Applicability of Board Regulation
  BPU Docket No. WO08030188
- Rock GW, LLC Determination of Applicability of Board Regulation
  BPU Docket No. WO10100739
- Roxbury Water Company Rates
  BPU Docket No. WR09010090
- Roxciticus Water Company Change in Control
  BPU Docket No. WM15080982

ACCOMPLISHMENTS (CONTINUED)

- SB Water & Sewer Company Acquisition
  BPU Docket No. WM16030197
- Seabrook Water Company Franchise
  BPU Docket No. WC02060340
- Seaview Harbor Water Company Change in Control
  BPU Docket No. WM13100957
- Shorelands Water Company Rates
  BPU Docket No. WR04040295
- Shorelands Water Company Base Rates
  BPU Docket No. WR10060394
- Shore Water Company Rates
  BPU Docket No. WR09070575
- South Jersey Water Supply Change in Control
  BPU Docket No. WM07020076
- Suez Arlington Hills Wastewater Rates
  BPU Docket No. WR16060510
- Suez Water NJ DSIC Foundational Filing
  BPU Docket No. WR13030210
- Suez Water NJ Borstad Water Company Acquisition
  BPU Docket No. WE15111247
- Suez Water New Jersey Base Rate Adjustment
  BPU Docket No. WR15101177
- Suez Water Toms River Base Rate Adjustments
  BPU Docket No. WR15020269
- Suez Water Toms River DSIC Foundational Filing
  BPU Docket WR13111128
- Suez Water NJ – USG Cottonwood Agreement
  BPU Docket No. WR15070856
- Suez Water NJ Electrical Efficiency Contract Eval.
  BPU Docket No. WO17050494
- Suez Water Princeton Meadows Deferred Accounting
  BPU Docket WF17030186
- SUEZ Water NJ Acquisition of West Milford MUA
  BPU Docket WM17111189
- SUEZ Water NJ Base Rate Adjustment
  BPU Docket WR18050593
- SUEZ Water NJ Acquisition of Independence MUA
  BPU Docket WM18010008
- SUEZ Water NJ Acquisition of West Milford MUA
  BPU Docket WM17111189
- SUEZ Water NJ Acquisition of East Brookwood
  BPU Docket WM18040449
- United Water Acquisitions Evaluation
  BPU Docket No. WM02060354

ACCOMPLISHMENTS (CONTINUED)

- United Water Arlington Hills Franchise
  BPU Docket No. WE07020084
- United Water Arlington Hills Sewerage Base Rates
  BPU Docket No. WR08100929
- United Water New Jersey Base Rates
  BPU Docket No. WR07020135
- United Water New Jersey Base Rates
  BPU Docket No. WR08090710
- United Water New Jersey Base Rates
  BPU Docket No. WR11070428
- United Water New Jersey DSIC Foundational Filing
  BPU Docket No. WR12080724
- United Water New Jersey Management Audit
  BPU Docket: WA05060550
- United Water New Jersey Affiliate Transaction Review – JPI Painting
  BPU Docket No. WO10060410
- United Water New Jersey Affiliate Transaction
  Review – Utility Service Contract
  BPU Docket No. WO10060409
- United Water New Jersey Mt Arlington Franchise
  Extension Review
  BPU Docket No. WE09121006
- United Water New Jersey Vernon Township Franchise
  Extension Review
  BPU Docket WE10110870
- United Water New Jersey Vernon Township Franchise
  Extension Review
  BPU Docket WE11030155
- United Water Great Gorge/Vernon Sewer Base Rates
  BPU Docket No. WR10100785
- United Water Toms River Base Rates
  BPU Docket No. WR080830139
- United Water Toms River Base Rates
  BPU Docket No. WR12090830
- United Water West Milford Sewerage Base Rates
  BPU Docket No. WR08100928
- Village Utility Inc Franchise and Initial Tariff
  BPU Docket 180808926

- Assisted the New Jersey Division of Rate Counsel in assessing drought conditions effecting water utilities in New Jersey during the 2002 drought. Analyzed proposals for water supply interconnections to mitigate drought impacts, developed position statements regarding pricing alternatives, and provided a critique of State water supply management initiatives prior to and during drought conditions.

ACCOMPLISHMENTS (CONTINUED)

- Assisted the New Jersey Division of Rate Counsel in assessing the need for a Distribution System Improvement Charge (DSIC) to allow regulated water utilities to accelerate the recovery of capital investments in water distribution assets (BPU Docket WO10090655). Provided financial analyses of current and prospective distribution renovation programs. Reviewed and commented on draft language for a generic rule making.
- Assisted the Delaware Public Advocate in assessing drought conditions effecting water utilities in northern New Castle County during the 2002 drought (PSC Docket No. 323-02). Reviewed water utility operations prior to and during the drought emergency, assessed the effectiveness of use curtailments, developed recommendations to assure proper, cost-effective resources management for future drought conditions.
- Assisted the Delaware Public Service Commission in a determination of rate base for Artesian Water Company in PSC Docket 08-96. Evaluated selected plant facilities and proposed projects to determine the need to impute revenues for under-utilized facilities in establishing new base rates.
- Assisted the Delaware Public Service Commission in an evaluation of the Initial Tariff filing submitted by Tidewater Environmental Services, Inc. (PSC Docket No. 11-274WW) for wastewater service in a development known as "The Ridings." Evaluated projected operating expenses and rate base claims and developed recommendations that avoided a potential 17.5% rate increase.
- Prepared an assessment of the water supply capacity certification and water conservation plan submitted by United Water Delaware in PSC Docket 09-282 on behalf of the Delaware Public Service Commission. Evaluated the capacity of the sources of supply available to the Company with respect to projected demands and the requirements of the Delaware Water Supply Self-Sufficiency Act of 2003. Assessed the effectiveness of water conservation activities and developed recommendations to improve the efficiency and effectiveness of Company conservation programs.
- Provided expert testimony on behalf of the Delaware Public Advocate in the matter of Inland Bays Preservation Company's request for an increase in wastewater rates before the Delaware Public Service Commission (PSC Docket No. 09-327-WW). Evaluated plant facilities, proposed projects and the allocation of developer contributions in aid of construction to determine rate base. Assessed the level of operating expenses claimed in the filing and recommended adjustments to substantially lower the requested rate increase.
- Provided expert testimony on behalf of the Delaware Public Advocate in the matter of Tidewater Environmental Services, Inc.'s request for a base rate adjustment for seven of its regulated wastewater utility systems (PSC Docket No. 11-329WW). Established independent revenue requirements for each system to assure that costs and rates were properly matched for each independent group of customers served by the Company. Recommended an overall rate adjustment that was equivalent to

ACCOMPLISHMENTS (CONTINUED)

60% of the initial rate request and was within 12% of the final Ordered rates in this matter.

- Provided expert testimony on behalf of the Delaware Public Advocate in the matter of Tidewater Utilities, Inc.'s request for a base rate adjustment for its regulated water systems throughout Delaware (PSC Docket 13-466). Provided testimony on engineering and accounting issues related to the determination of the Company's revenue requirement that resulted in a rate settlement equivalent to twenty percent of the Company's filed rate request.
- Prepared a tariff design evaluation for the Pequannock River Basin Regional Sewer Authority to assess alternative rate structures for service to regional participating municipalities. Evaluated current budgeting and billing systems and alternatives to equitably allocate regional system costs to the participating municipalities.
- Provided expert testimony on behalf of the Village of Ridgewood Water Utility in a dispute regarding the regional allocation of costs to retail customers serviced beyond the corporate boundaries of the Village. Reviewed historical budgets and actual financial results, developed revised and updated cost allocations for shared services and provided recommendations on retail rates charged within and outside of the Village.
- Provided expert advice to the Borough of Ridgefield regarding the failure of a 36-inch diameter PCCP water main owned by an investor-owned utility. Assisted the Borough in negotiating a suitable restoration and replacement plan and in negotiations for the recovery of damages resulting from the break.
- Provided expert testimony on behalf of the Township of Newtown before the Pennsylvania Public Utility Commission (PUC Dkt. No. P-2012-2327738) in regard to a dispute between the Township and Newtown Artesian Water Company regarding the siting of a proposed new well. Evaluated current and future water supply needs, water quality and treatment needs and the revenue requirement of the proposed project relative to other alternatives.
- Managed 175 municipal and commercial water and wastewater contracts located in seven states for American Water Services/AmericanAnglian Environmental Technologies. Through these contracts, cost effective water and wastewater service was provided to over one million people. Contracts included the 160 MGD City of Buffalo, NY water system and the 30 MGD Scranton Sewer Authority wastewater operations. Directed an operations staff of 700 employees. Eliminated financial losses while improving safety and quality.
- Directed a marketing and business development staff for AmericanAnglian Environmental Technologies that secured the largest operations and maintenance contract awarded in the US in 1999 and the second best overall performance in the US market. Increased revenues by 28%. Evaluated potential contract operations and design/build projects to identify operating and capital savings on hundreds of potential contracts throughout the United States. Evaluations included Atlanta, Georgia, Scranton, Pennsylvania and Springfield, Massachusetts.

ACCOMPLISHMENTS (CONTINUED)

- Managed the operations of 16 water systems for New Jersey-American Water Company, a regulated investor-owned utility serving one million people throughout NJ. Coordinated the activities of a decentralized operations staff of 440 to provide reliable water service, ensure environmental compliance, control costs, manage and maintain system assets, reduce liability, provide site security and maintain a safe work place, and meet financial objectives. Responsible for the maintenance and operation of all source of supply, treatment, filtration and storage facilities, producing and distributing between 100 MGD and 220 MGD, as well as over 4,000 miles of water transmission and distribution facilities.

- Directed a team of engineering, legal, public relations and financial professionals that planned, designed, permitted and constructed a $192,000,000 water treatment plant and pipeline system for New Jersey-American Water Company. The intake, constructed in environmentally sensitive areas and the state of the art water filtration plant can be expanded to produce 100 MGD. The project is the principal source of surface water for nearly one million people in southern New Jersey and it was built to allow new regulatory controls on ground water use to go into effect. The project was completed within budget and on schedule.

- Developed the financial model and contract language that allowed water lines to be extended to over 3,000 homes with contaminated private wells in Atlantic County, New Jersey. This program provided the financial assurances needed to construct several miles of water mains, eliminate federal tax liability and reduce costs by 34%.

- Initiated and directed the first study of desalination for public water supply purposes in NJ for the City of Cape May. This project evaluated two desalination technologies and demonstrated that reverse osmosis could be used effectively to treat brackish water at a competitive cost. A full-scale plant has since been placed in service.

- Developed long-range regional water supply plan for Monmouth County, New Jersey, a county that was adding as many as 1,000 water utility customers per year and seriously stressing the water supply. The plan evaluated alternative sources of water, conservation and regional reservoir development. The recommendations avoided $30,000,000 in capital construction while ensuring a safe supply of water for a 15-year planning period. Negotiated supply sharing operating agreements with the New Jersey Water Supply Authority to implement the plan.

- Directed a staff of engineers and consultants in preparing comprehensive plans for 60 water systems located throughout the United States. Communities served by these systems include: Pittsburgh, Pennsylvania and its surrounding suburbs; Charleston, West Virginia; Richmond, Indiana; E. Saint Louis, Illinois and Monterey, California. Evaluated alternatives and identified the least costly means of providing safe water service for each system. Assessed operations strategies to identify external threats

ACCOMPLISHMENTS (CONTINUED)

to the reliability and efficiency of these systems. Identified specific capital facility needs and operations strategies for five, ten and fifteen year planning horizons, defined the long term role of each system in prompting regional water supply development, and assessed the impact of future State and Federal water quality regulations on system operations and needs.

- Developed a formula for allocating ground water to 30 water suppliers in southern New Jersey for the New Jersey Department of Environmental Protection and negotiated an implementation agreement with effected suppliers. The New Jersey Legislature adopted the formula in the Water Supply Management Act Amendments of 1992. The allocation formula protects a regional aquifer from over-pumping.
- Developed a plan to convey storm water through a sixty-foot high railroad embankment in Prince Georges County, Maryland. Evaluated alternative methods and selected one that allowed an existing culvert to be modified to carry higher flow rates. Saved over $500,000 in construction costs. The Washington Suburban Sanitary Commission and Prince Georges County adopted the design as a standard in their storm water design manual.
- Negotiated Lakewood, New Jersey's first three-year water and wastewater labor agreement in the face of an impending strike, departing from prior history of year-to-year contract agreements.
- Provided expert testimony in judicial proceedings involving utility rate adjustments before the New Jersey Board of Public Utilities, the Connecticut Department of Public Utility Control and the New York Public Service Commission. Testified on environmental and operations topics including: rate setting strategies, source of supply improvements, water resources management, treatment to mitigate contamination, staffing levels and operating practices. Testified as to the least costly means of operating and maintaining water and wastewater facilities.
- Served as a gubernatorial appointee to the New Jersey Water Supply Advisory Council under Governors Florio and Whitman. Advised the NJ Department of Environmental Protection on a variety of water resources management issues.
- Coordinated the response to an outbreak of giardiasis for the US Environmental Protection Agency. The outbreak affected 20% of the people served by a municipal water system in north-central Pennsylvania. Specified immediate control measures, short-term treatment techniques and long-term treatment improvements to resolve the immediate problem and prevent a recurrence.

AWARDS

John J. Gallen Memorial Award presented by the Villanova University College of Engineering (1988) in recognition of many significant achievements in the field of water supply and distribution, effective leadership in developing regional water supply systems and contributions in the development of comprehensive plans for water supply systems.

George Warren Fuller Award presented by the American Water Works Association (2013) for distinguished service to the water supply field in commemoration of the sound engineering skill, brilliant diplomatic talent and constructive leadership which characterized the life of George Warren Fuller.

REPRESENTATIVE CLIENTS

- A.C. Schultes, Inc.
- Aquarion Water Company of Connecticut
- Aquarion Water Company of Massachusetts
- Atlantic City Municipal Utilities Authority
- Bethlehem Water Authority
- BOC Gases
- Bucks County Water & Sewer Authority
- Camco Management
- Cedar Grove Township
- Consumers New Jersey Water Company
- Delaware Public Advocate
- Delaware Public Service Commission
- D. R. Horton – New Jersey
- Elmira Water Board
- Erie City Water Authority
- Greater Ouachita Water Company
- Harris Defense Group
- Jersey City Municipal Utilities Authority
- Lower Makefield Township
- New Jersey-American Water Company
- New Jersey Division of Rate Counsel
- New Jersey Water Supply Authority
- New York City Department of Environmental Protection
- North Penn Water Authority
- North Wales Water Authority
- Passaic Valley Water Commission
- Pequannock River Basin Regional Sewerage Authority
- Perkasie Borough
- Perkasie Borough Authority
- Pricewaterhouse Coopers, LLP
- Southeast Morris County Municipal Utilities Authority
- Sussex Shores Water Company
- Township of Sparta (NJ)
- U.S. Water, LLC
- Upper Dublin Township
- Village of Ridgewood (NJ)
- Williams Alaska Resource

PROFESSIONAL QUALIFICATIONS

Registered Professional Engineer in Delaware (2004), Maryland (1982), New Jersey (1984), New Mexico (1987), New York (1984) and Pennsylvania (1983).

Licensed to complete RAM-W vulnerability assessments (2002).

PROFESSIONAL ASSOCIATIONS

American Society of Civil Engineers, American Water Works Association (Trustee of New Jersey Section), American Water Resource Management Association, International Water Association, National Ground Water Association, National Fire Protection Association, Water Environment Federation, Tau Beta Pi.

PROFESSIONAL HISTORY

HOWARD J. WOODS, JR. & ASSOCIATES, LLC	**2000 - Present**
General Manager	
AMERICAN WATER WORKS COMPANY	**1983 - 2000**
American Water Services, Inc.	
Senior Vice President - Operations	1999 - 2000
American Anglian Environmental Tech., L.P.	
Senior Vice President - Business Development	1998 - 1999
American Water Works Service Co.	
Vice President - Special Projects	1997 - 1998
New Jersey-American Water Co., Inc.	
Vice President - Operations	1989 - 1997
American Water Works Service Co.	
Engineering Manager	1988 - 1989
System Director of Planning	1986 - 1988
Division Manager of Operations	1984 - 1986
Division Director of Engineering	1983 - 1984
JOHNSON, MIRMIRAN & THOMPSON	**1981 - 1983**
Project Engineer	
U.S. ENVIRONMENTAL PROTECTION AGENCY	**1977 - 1981**
Environmental Engineer	

CONTACT INFORMATION

Howard J. Woods, Jr., P.E.
Howard J. Woods, Jr. & Associates, L.L.C.
49 Overhill Road, East Brunswick, NJ 08816-4211
Phone: 267-254-5667
E-mail: howard@howardwoods.com

Exhibit B

Conrad O'Brien

Megan A. Guernsey
Attorney at Law
Direct Dial: 215.864.8096
Direct Fax: 215.523.9732
mguernsey@conradobrien.com

July 10, 2019

VIA ELECTRONIC MAIL
All Counsel of Record

RE: In re: Chester Water Authority Trust, No. 19-217

Dear Counsel:

Enclosed please find Chester Water Authority's Witness List in advance of the July 18, 2019 hearing.

Please advise of any witness(es) you may call in support of any objection.

Very truly yours,

Megan A. Guernsey

Encl.

COURT OF COMMON PLEAS OF DELAWARE COUNTY, PENNSYLVANIA

ORPHANS' COURT DIVISION

No. 19-217

IN RE: CHESTER WATER AUTHORITY TRUST

PETITIONER CHESTER WATER AUTHORITY'S WITNESS LIST

Petitioner Chester Water Authority, trustee of certain public natural resources for the benefit of the people of the designated beneficiaries who are citizens of this Commonwealth pursuant to Article I, Section 27 of the Constitution of the Commonwealth of Pennsylvania, as confirmed by pronouncement of the Pennsylvania Supreme Court (the "Authority"), by and through counsel, hereby identifies the below individuals as witnesses the Authority intends to call at the hearing. The Authority reserves the right to supplement this witness list prior to the hearing.

1. **Cynthia F. Leitzell – Chairperson of the Chester Water Authority Board**

Ms. Leitzell will testify about: the history of the Authority; the expansion of the Authority; operations of the Authority, rates and water quality; the 2017 offer from Aqua and the Authority's response; communications with the City; the Chester Water Authority Trust and lease-back arrangement with the Authority; the averments of the Petition as to which she has knowledge.

2. **Paul Andriole – Vice Chairman of the Chester Water Authority Board**

Mr. Andriole will testify about: the history of the Authority; the expansion of the Authority; operations of the Authority, rates and water quality; the 2017 offer from Aqua and the Authority's response; communications with the City; the Chester Water Authority Trust and lease-back arrangement with the Authority; the averments of the Petition as to which he has knowledge.

3. **Agnes A. Woebkenberg – Chief Financial Officer**

Ms. Woebkenberg will testify about: the Authority's generational, transmission and storage related assets; the Authority's permitted rites of withdrawal; the absence of any financial investment from the City of Chester in the Authority and/or its operations; delinquency trends in certain parts of the Service Area.

4. **Howard J. Woods Jr., P.E.**

Mr. Woods will testify consistent with the report dated July 9, 2019, and produced to counsel on that date.

The Authority reserves the right to call any witness called by any other participant in the hearing.

The Authority reserved the right to supplement this witness list.

Dated: July 10, 2019

CONRAD O'BRIEN PC

/s/ Kevin D. Kent
Kevin D. Kent, Esq.
Megan A. Guernsey, Esq.
Joseph W. Jesiolowski, Esq.

COURT OF COMMON PLEAS OF DELAWARE COUNTY, PENNSYLVANIA

ORPHANS' COURT DIVISION

No. 19-217

IN RE: CHESTER WATER AUTHORITY TRUST

CERTIFICATE OF SERVICE

I, Megan A. Guernsey, Esquire, hereby certify that on this 10TH day of July, 2019, I have served the foregoing Witness List to all Counsel of Record *via* electronic mail.

Date: July 10, 2019

/s/ Megan Guernsey
Megan A. Guernsey
Counsel for Chester Water Authority

Exhibit C

Joel Eads
Tel 215.988.7856
Fax 215.689.3720
eadsj@gtlaw.com

September 20, 2019

The Honorable Spiros E. Angelos
Court of Common Pleas of Delaware County
201 West Front Street
Media, PA 19063

Re: CWA v Aqua, et al.; No. 2019-5400 (civil division)
In Re: Chester Water Authority Trust; No. 217-2019 (orphans' court division)

Dear Judge Angelos:

I am co-counsel with Mr. Greenberg representing the City of Chester in the above-referenced matters. We are in receipt of the Court's Scheduling Order setting a hearing in the above-referenced matters for Thursday, September 26, 2019, at 9:00 a.m. The hearing is scheduled to address, among other things, "any supplemental evidence or argument on [CWA's Trust Petition]" in the orphans' court matter.

By Amended Order dated September 18, 2019, this Court overruled the City of Chester's Preliminary Objections to the Trust Petition. By operation of Pennsylvania Orphans' Court Rule3.9(e)(1), when preliminary objections are overruled, the party whose preliminary objections are overruled "shall have the right to file an answer within 20 days after entry of the order overruling the preliminary objections…." Given the nature of the issues that are involved, the City needs and desires the full 20 days within which to file its Answer to the Trust Petition. As a result, scheduling a hearing on the Trust Petition for September 26 is premature. The hearing therefore should be postponed until sometime after the City files its Answer to the Trust Petition, which will be timely filed by the deadline of October 8, 2019.

If Your Honor has any questions or requires any additional information, please let me know. Thank you for your consideration.

Very truly yours,

/s/ Joel M. Eads
JOEL M. EADS, ESQUIRE

JME:gjf

Exhibit D

CONRAD O'BRIEN PC
Kevin Dooley Kent (No. 85962)
Megan A. Guernsey (No. 202065)
Joseph W. Jesiolowski (No. 307323)
Andrew K. Garden (No. 314708)
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Attorneys for Chester Water Authority

IN THE COURT OF COMMON PLEAS OF DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	ORPHANS' COURT DIVISION No. 0217-2019
CHESTER WATER AUTHORITY Plaintiff, v. AQUA PENNSYLVANIA, INC. and CITY OF CHESTER Defendants.	CIVIL ACTION – LAW No. CV-2019-005400

CHESTER WATER AUTHORITY'S WITNESS LIST

Chester Water Authority (the "Authority"), by and through counsel, hereby identifies the below individuals as witnesses the Authority intends to call at the hearing. The Authority reserves the right to supplement this witness list prior to the hearing.

1. **Cynthia F. Leitzell – Chairperson of the Chester Water Authority Board**

Ms. Leitzell will testify about: the history of the Authority; the expansion of the Authority; operations of the Authority, rates and water quality; the 2017 offer from Aqua and the

Authority's response; communications with the City of Chester (the "City"); the Chester Water Authority Trust and lease-back arrangement with the Authority; the averments of the Petition as to which she has knowledge.

2. Paul Andriole – Vice Chairman of the Chester Water Authority Board

Mr. Andriole will testify about: the history of the Authority; the expansion of the Authority; operations of the Authority, rates and water quality; the 2017 offer from Aqua and the Authority's response; communications with the City; the Chester Water Authority Trust and lease-back arrangement with the Authority; the averments of the Petition as to which he has knowledge.

3. Agnes A. Woebkenberg – Chief Financial Officer of the Chester Water Authority

Ms. Woebkenberg will testify about: the Authority's generational, transmission and storage related assets; the Authority's permitted rites of withdrawal; the absence of any financial investment from the City in the Authority and/or its operations; delinquency trends in certain parts of the Service Area; the operational and financial issues at the Authority caused by the City's actions, including the City's resolutions of August 14, 2019, that threaten the Authority's ability to operate and have precluded it from borrowing.

4. Howard J. Woods Jr., P.E.

Mr. Woods will testify consistent with the reports dated July 9, 2019 and August 9, 2019, and produced to counsel on those dates.

5. Brian P. MacEwen – Director of Engineering of the Chester Water Authority

Mr. MacEwen will testify about: the Authority's maintenance program; the operational and financial issues at the Authority caused by the City's actions, including the City's resolutions of August 14, 2019, that threaten the Authority's ability to operate and have precluded it from borrowing.

6. David J. Krupiak – Chief of Distribution of the Chester Water Authority

Mr. Krupiak will testify about: the Authority's maintenance program; the operational and financial issues at the Authority caused by the City's actions, including the City's resolutions of August 14, 2019, that threaten the Authority's ability to operate and have precluded it from borrowing.

7. Francis Catania – Solicitor for the Chester Water Authority

Mr. Catania will testify about: communications with the City; the operational and financial issues at the Authority caused by the City's actions, including the City's resolutions of August 14, 2019, that threaten the Authority's ability to operate and have precluded it from borrowing; the Chester Water Authority Trust and lease-back arrangement with the Authority.

8. **Thaddeus Kirkland – Mayor of the City of Chester**

Mr. Kirkland will testify about: communications with the Authority; communications with Aqua; his vote on Act 73; the City's Ordinance No. 17, 2016; the City's resolutions of August 14, 2019; whether the City is able to safely and responsibly oversee maintenance of the Authority; his appraisal of the Authority's performance and service record; the City's consideration of the rate impact to City residents if the Authority is sold to an Investor Owned Utility like Aqua.

9. **Chris Franklin, Chairman, CEO, and President of Aqua**

Mr. Franklin will testify about: communications regarding the Authority; communications with the City; the rate impact to the Authority's customers, including Aqua itself, if the Authority is sold to an Investor Owned Utility like Aqua.

The Authority reserves the right to call any witness called by any other participant in the hearing.

The Authority reserves the right to supplement this witness list.

CONRAD O'BRIEN PC

By: /s/ Joseph W. Jesiolowski

Dated: October 4, 2019

Kevin Dooley Kent, Esq. (No. 85962)
Megan A. Guernsey, Esq. (No. 202065)
Joseph W. Jesiolowski (No. 307323)
Andrew K. Garden (No. 314708)
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Attorneys for Chester Water Authority

CONRAD O'BRIEN PC
Kevin Dooley Kent (No. 85962)
Megan A. Guernsey (No. 202065)
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Attorneys for Chester Water Authority

IN THE COURT OF COMMON PLEAS OF DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	ORPHANS' COURT DIVISION No. 0217-2019
CHESTER WATER AUTHORITY Plaintiff, v. AQUA PENNSYLVANIA, INC. and CITY OF CHESTER Defendants.	CIVIL ACTION – LAW No. CV-2019-005400

CERTIFICATE OF SERVICE

I, Joseph W. Jesiolowski, Esquire, hereby certify that on this 4th day of October, 2019, I have served the foregoing Witness List to all Counsel of Record *via* electronic mail.

Date: October 4, 2019

/s/ Joseph W. Jesiolowski
Joseph W. Jesiolowski
Counsel for Chester Water Authority

Exhibit E

CONRAD O'BRIEN PC
Kevin Dooley Kent (No. 85962)
Megan A. Guernsey (No. 202065)
Joseph W. Jesiolowski (No. 307323)
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Attorneys for Chester Water Authority

IN THE COURT OF COMMON PLEAS OF DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	ORPHANS' COURT DIVISION No. 19-217
CHESTER WATER AUTHORITY Plaintiff, v. AQUA PENNSYLVANIA, INC. and CITY OF CHESTER Defendants.	CIVIL ACTION – LAW No. CV-2019-005400

NOTICE TO ATTEND

TO: Mayor Thaddeus Kirkland
c/o Kevin Greenberg, Esq.
Greenberg Traurig, LLP
1717 Arch Street, Suite 400
Philadelphia, PA 19103

You are directed to come to Courtroom 10, Delaware County Courthouse, Media, Pennsylvania, on October 16, 2019 at 09:00 A.M., to testify on behalf of the Chester Water Authority in the above case, and to remain until excused.

If you fail to attend as required by this notice to attend, you may be subject to the sanctions authorized by Rule 234.5 of the Pennsylvania Rules of Civil Procedure.

CONRAD O'BRIEN PC

By: /s/ Joseph W. Jesiolowski

Dated: October 4, 2019

Kevin Dooley Kent, Esq. (No. 85962)
Megan A. Guernsey, Esq. (No. 202065)
Joseph W. Jesiolowski (No. 307323)
Andrew K. Garden (No. 314708)
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mguernsey@conradobrien.com
jjesiolowski@conradobrien.com
agarden@conradobrien.com

Attorneys for Chester Water Authority

CERTIFICATE OF SERVICE

I, Joseph Jesiolowski, hereby certify that on October 4, 2019, I caused a true and correct copy of the foregoing Notice to Attend to be served as follows:

Via Email
Kevin Greenberg, Esq.
Greenberg Traurig, LLP
1717 Arch Street, Suite 400
Philadelphia, PA 19103

CONRAD O'BRIEN PC

By: /s/ Joseph W. Jesiolowski

Dated: October 4, 2019

Kevin Dooley Kent, Esq. (No. 85962)
Megan A. Guernsey, Esq. (No. 202065)
Joseph W. Jesiolowski (No. 307323)
Andrew K. Garden (No. 314708)
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mguernsey@conradobrien.com
jjesiolowski@conradobrien.com
agarden@conradobrien.com

Attorneys for Chester Water Authority

CONRAD O'BRIEN PC
Kevin Dooley Kent (No. 85962)
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Attorneys for Chester Water Authority

IN THE COURT OF COMMON PLEAS OF DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	ORPHANS' COURT DIVISION No. 19-217
CHESTER WATER AUTHORITY Plaintiff, v. AQUA PENNSYLVANIA, INC. and CITY OF CHESTER Defendants.	CIVIL ACTION – LAW No. CV-2019-005400

NOTICE TO ATTEND

TO: Chris Franklin
c/o Joel L. Frank, Esq.
Lamb McErlane PC
24 E. Market Street
P.O. Box 565
West Chester, PA 19381

You are directed to come to Courtroom 10, Delaware County Courthouse, Media, Pennsylvania, on October 16, 2019 at 09:00 A.M., to testify on behalf of the Chester Water Authority in the above case, and to remain until excused.

If you fail to attend as required by this notice to attend, you may be subject to the sanctions authorized by Rule 234.5 of the Pennsylvania Rules of Civil Procedure.

CONRAD O'BRIEN PC

By: /s/ Joseph W. Jesiolowski

Dated: October 4, 2019

Kevin Dooley Kent, Esq. (No. 85962)
Megan A. Guernsey, Esq. (No. 202065)
Joseph W. Jesiolowski (No. 307323)
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mguernsey@conradobrien.com
jjesiolowski@conradobrien.com
agarden@conradobrien.com

Attorneys for Chester Water Authority

CERTIFICATE OF SERVICE

I, Joseph Jesiolowski, hereby certify that on October 4, 2019, I caused a true and correct copy of the foregoing Notice to Attend to be served as follows:

Via Email
Joel L. Frank, Esq.
Lamb McErlane PC
24 E. Market Street
P.O. Box 565
West Chester, PA 19381

CONRAD O'BRIEN PC

By: /s/ Joseph W. Jesiolowski

Dated: October 4, 2019

Kevin Dooley Kent, Esq. (No. 85962)
Megan A. Guernsey, Esq. (No. 202065)
Joseph W. Jesiolowski (No. 307323)
Andrew K. Garden (No. 314708)
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agarden@conradobrien.com

Attorneys for Chester Water Authority

Exhibit F

PALMER & GRAY LLP
BY: DENIS A. GRAY, ESQUIRE
ATTORNEY I.D. NUMBER: 61054
115 Bloomingdale Avenue
Carriage House, Suite 100
Wayne, PA 19087
(610) 687-9555

Attorney for
Chester Water Authority Trust

	:	**COURT OF COMMON PLEAS**
	:	**DELAWARE COUNTY,**
IN RE:	:	**PENNSYLVANIA**
CHESTER WATER	:	
AUTHORITY TRUST	:	**ORPHANS' COURT DIVISION**
	:	
	:	**NO. 217-2019**
	:	

CHESTER WATER AUTHORITY TRUST WITNESS LIST

Chester Water Authority Trust (the "Trust"), by and through counsel, hereby identifies the below individual as witness the Trust intends to call at the hearing.

1. **Cynthia F. Leitzell – Trustee of the Chester Water Authority Trust**

Ms. Leitzell will testify about: the fiduciary obligations to the ratepayers as the beneficiary of the Trust.

The Trust reserves the right to call any witness called by any other participant in the hearing and the right to supplement this Witness List.

PALMER & GRAY LLP

DENIS A. GRAY, ESQUIRE
Attorney for
Chester Water Authority Trust

DATED: 10/4/19

Exhibit G

DONAGHUE & LABRUM, LLP
BY: KATHRYN LUCE LABRUM, ESQUIRE
Attorney I.D. No.: 36280
102 West Front Street
Media, PA 19063
(610) 565-9120
info@donaghuelabrum.com *Attorney for the Intervenors, the Ratepayers of CWA*

IN THE COURT OF COMMON PLEAS OF DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	:	ORPHANS' COURT DIVISION
	:	No. 217-2019
CHESTER WATER AUTHORITY	:	CIVIL ACTION—LAW
v.	:	Docket No.: CV-2019-005400
AQUA PENNSYLVANIA, INC., and CITY OF CHESTER,	:	

WITNESS LIST OF INTERVENORS, THE RATEPAYERS OF CHESTER WATER AUTHORITY

Intervenors, the Ratepayers of Chester Water Authority, by and through their counsel, Kathryn Luce Labrum, Esquire of Donaghue & Labrum, LLP, hereby identify the below individuals as witnesses to be called at the hearing. Intervenors reserve the right to supplement this witness list prior to the hearing.

1. **The Custodian of Records for the Chester Water Authority**

   The Custodian of Records will identify the deeds to all of the land owned by CWA.

2. Intervenors/ Affiants

At least three (3) Intervenors/ Affiants will attend and testify at the hearing, the identity of the Intervenors/Affiants being dependent upon their work schedules.

Respectfully submitted:

DONAGHUE & LABRUM, LLP

Date: October 4, 2019

KATHRYN LUCE LABRUM, ESQUIRE
Counsel for Intervenors, Ratepayers of CWA

DONAGHUE & LABRUM, LLP
BY: KATHRYN LUCE LABRUM, ESQUIRE
Attorney I.D. No.: 36280
102 West Front Street
Media, PA 19063
(610) 565-9120
info@donaghuelabrum.com *Attorney for the Intervenors, the Ratepayers of CWA*

IN THE COURT OF COMMON PLEAS OF DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	:	ORPHANS' COURT DIVISION
	:	No. 217-2019
CHESTER WATER AUTHORITY	:	CIVIL ACTION—LAW
v.	:	Docket No.: CV-2019-005400
AQUA PENNSYLVANIA, INC., and CITY OF CHESTER,	:	

CERTIFICATE OF SERVICE

I, Kathryn Luce Labrum, Esquire, hereby certify that on this 4th day of October, 2019, that I served the foregoing Witness list to all Counsel of Record via electronic mail.

DONAGHUE & LABRUM, LLP

Date: October 4, 2019

KATHRYN LUCE LABRUM, ESQUIRE
Counsel for Intervenors, Ratepayers of CWA

Exhibit H

IN THE COURT OF COMMON PLEAS
FOR DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	:	Orphans' Court Division No. 217-2019

NOTICE TO ATTEND

TO: Christopher D. Burkett, P.E., Board Member
Chester Water Authority
c/o Joseph Jesiolowski, Esq.
Centre Square West
1500 Market St, Suite 3900
Philadelphia, PA 19102-2100

You are directed to come to the Delaware County Courthouse, Courtroom #10, 201 West Front Street, Media, PA 19063 at 9:00 a.m., on October 16, 2019, in the above captioned matter, and to remain until excused.

If you fail to attend, you may be subject to the sanctions authorized by Rule 234.1 of the Pennsylvania Rules of Civil Procedure.

GREENBERG TRAURIG, LLP
Respectfully submitted,

/s/ *Kevin Greenberg*

Kevin Greenberg (Pa. I.D. No. 82311)
Joel M. Eads (Pa. I.D. No. 72786)
George J. Farrell (Pa. I.D. No. 324521)
1717 Arch Street, Suite 400
Philadelphia, PA 19103
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eadsj@gtlaw.com
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Ken Schuster (Pa. I.D. No. 37666)
SCHUSTER LAW
334 W. Front Street
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Dated: October 9, 2019

Attorneys for the City of Chester

IN THE COURT OF COMMON PLEAS
FOR DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	:	Orphans' Court Division No. 217-2019

NOTICE TO ATTEND

TO: Cynthia F. Leitzell, Chairperson
Chester Water Authority
c/o Joseph Jesiolowski, Esq.
Centre Square West
1500 Market St, Suite 3900
Philadelphia, PA 19102-2100

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GREENBERG TRAURIG, LLP
Respectfully submitted,

/s/ *Kevin Greenberg*

Kevin Greenberg (Pa. I.D. No. 82311)
Joel M. Eads (Pa. I.D. No. 72786)
George J. Farrell (Pa. I.D. No. 324521)
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Ken Schuster (Pa. I.D. No. 37666)
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(t) 610.892.9200
ken@schusterlaw.com

Dated: October 9, 2019

Attorneys for the City of Chester

IN THE COURT OF COMMON PLEAS
FOR DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	:	Orphans' Court Division No. 217-2019

NOTICE TO ATTEND

TO: Dr. Patricia Lewis-West, Board Member
Chester Water Authority
c/o Joseph Jesiolowski, Esq.
Centre Square West
1500 Market St, Suite 3900
Philadelphia, PA 19102-2100

You are directed to come to the Delaware County Courthouse, Courtroom #10, 201 West Front Street, Media, PA 19063 at 9:00 a.m., on October 16, 2019, in the above captioned matter, and to remain until excused.

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GREENBERG TRAURIG, LLP
Respectfully submitted,

/s/ *Kevin Greenberg*
Kevin Greenberg (Pa. I.D. No. 82311)
Joel M. Eads (Pa. I.D. No. 72786)
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farrellg@gtlaw.com

Ken Schuster (Pa. I.D. No. 37666)
SCHUSTER LAW
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Media, PA 19063
(t) 610.892.9200
ken@schusterlaw.com

Attorneys for the City of Chester

Dated: October 9, 2019

IN THE COURT OF COMMON PLEAS
FOR DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	:	Orphans' Court Division No. 217-2019

NOTICE TO ATTEND

TO: Francis J. Catania, Solicitor
Chester Water Authority
c/o Joseph Jesiolowski, Esq.
Centre Square West
1500 Market St, Suite 3900
Philadelphia, PA 19102-2100

You are directed to come to the Delaware County Courthouse, Courtroom #10, 201 West Front Street, Media, PA 19063 at 9:00 a.m., on October 16, 2019, in the above captioned matter, and to remain until excused.

If you fail to attend, you may be subject to the sanctions authorized by Rule 234.1 of the Pennsylvania Rules of Civil Procedure.

GREENBERG TRAURIG, LLP
Respectfully submitted,

/s/ *Kevin Greenberg*

Kevin Greenberg (Pa. I.D. No. 82311)
Joel M. Eads (Pa. I.D. No. 72786)
George J. Farrell (Pa. I.D. No. 324521)
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Ken Schuster (Pa. I.D. No. 37666)
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Media, PA 19063
(t) 610.892.9200
ken@schusterlaw.com

Dated: October 9, 2019

Attorneys for the City of Chester

IN THE COURT OF COMMON PLEAS
FOR DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	:	Orphans' Court Division No. 217-2019

NOTICE TO ATTEND

TO: John Shelton, Sr., Board Member
Chester Water Authority
c/o Joseph Jesiolowski, Esq.
Centre Square West
1500 Market St, Suite 3900
Philadelphia, PA 19102-2100

You are directed to come to the Delaware County Courthouse, Courtroom #10, 201 West Front Street, Media, PA 19063 at 9:00 a.m., on October 16, 2019, in the above captioned matter, and to remain until excused.

If you fail to attend, you may be subject to the sanctions authorized by Rule 234.1 of the Pennsylvania Rules of Civil Procedure.

GREENBERG TRAURIG, LLP
Respectfully submitted,

/s/ *Kevin Greenberg*

Kevin Greenberg (Pa. I.D. No. 82311)
Joel M. Eads (Pa. I.D. No. 72786)
George J. Farrell (Pa. I.D. No. 324521)
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Ken Schuster (Pa. I.D. No. 37666)
SCHUSTER LAW
334 W. Front Street
Media, PA 19063
(t) 610.892.9200
ken@schusterlaw.com

Dated: October 9, 2019

Attorneys for the City of Chester

IN THE COURT OF COMMON PLEAS
FOR DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	:	Orphans' Court Division No. 217-2019

NOTICE TO ATTEND

TO: Joseph F. McGinn, Board Member
Chester Water Authority
c/o Joseph Jesiolowski, Esq.
Centre Square West
1500 Market St, Suite 3900
Philadelphia, PA 19102-2100

You are directed to come to the Delaware County Courthouse, Courtroom #10, 201 West Front Street, Media, PA 19063 at 9:00 a.m., on October 16, 2019, in the above captioned matter, and to remain until excused.

If you fail to attend, you may be subject to the sanctions authorized by Rule 234.1 of the Pennsylvania Rules of Civil Procedure.

GREENBERG TRAURIG, LLP
Respectfully submitted,

/s/ *Kevin Greenberg*

Kevin Greenberg (Pa. I.D. No. 82311)
Joel M. Eads (Pa. I.D. No. 72786)
George J. Farrell (Pa. I.D. No. 324521)
1717 Arch Street, Suite 400
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greenbergk@gtlaw.com
eadsj@gtlaw.com
farrellg@gtlaw.com

Ken Schuster (Pa. I.D. No. 37666)
SCHUSTER LAW
334 W. Front Street
Media, PA 19063
(t) 610.892.9200
ken@schusterlaw.com

Dated: October 9, 2019

Attorneys for the City of Chester

IN THE COURT OF COMMON PLEAS
FOR DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	:	Orphans' Court Division No. 217-2019

NOTICE TO ATTEND

TO: Livia Smith, Board Member
Chester Water Authority
c/o Joseph Jesiolowski, Esq.
Centre Square West
1500 Market St, Suite 3900
Philadelphia, PA 19102-2100

You are directed to come to the Delaware County Courthouse, Courtroom #10, 201 West Front Street, Media, PA 19063 at 9:00 a.m., on October 16, 2019, in the above captioned matter, and to remain until excused.

If you fail to attend, you may be subject to the sanctions authorized by Rule 234.1 of the Pennsylvania Rules of Civil Procedure.

GREENBERG TRAURIG, LLP
Respectfully submitted,

/s/ *Kevin Greenberg*

Kevin Greenberg (Pa. I.D. No. 82311)
Joel M. Eads (Pa. I.D. No. 72786)
George J. Farrell (Pa. I.D. No. 324521)
1717 Arch Street, Suite 400
Philadelphia, PA 19103
(t) 215.988.7800 (f) 215.988.7801
greenbergk@gtlaw.com
eadsj@gtlaw.com
farrellg@gtlaw.com

Ken Schuster (Pa. I.D. No. 37666)
SCHUSTER LAW
334 W. Front Street
Media, PA 19063
(t) 610.892.9200
ken@schusterlaw.com

Dated: October 9, 2019

Attorneys for the City of Chester

IN THE COURT OF COMMON PLEAS
FOR DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	:	Orphans' Court Division No. 217-2019

NOTICE TO ATTEND

TO: Paul Andriole, Vice Chairman
Chester Water Authority
c/o Joseph Jesiolowski, Esq.
Centre Square West
1500 Market St, Suite 3900
Philadelphia, PA 19102-2100

You are directed to come to the Delaware County Courthouse, Courtroom #10, 201 West Front Street, Media, PA 19063 at 9:00 a.m., on October 16, 2019, in the above captioned matter, and to remain until excused.

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Dated: October 9, 2019

Attorneys for the City of Chester

IN THE COURT OF COMMON PLEAS
FOR DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	:	Orphans' Court Division No. 217-2019

NOTICE TO ATTEND

TO: Robert Judge, Executive Manager
Chester Water Authority
c/o Joseph Jesiolowski, Esq.
Centre Square West
1500 Market St, Suite 3900
Philadelphia, PA 19102-2100

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Dated: October 9, 2019

Attorneys for the City of Chester

IN THE COURT OF COMMON PLEAS
FOR DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	:	Orphans' Court Division No. 217-2019

NOTICE TO ATTEND

TO: Thomas V. Chiomento, III, Board Member
Chester Water Authority
c/o Joseph Jesiolowski, Esq.
Centre Square West
1500 Market St, Suite 3900
Philadelphia, PA 19102-2100

You are directed to come to the Delaware County Courthouse, Courtroom #10, 201 West Front Street, Media, PA 19063 at 9:00 a.m., on October 16, 2019, in the above captioned matter, and to remain until excused.

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Respectfully submitted,

/s/ *Kevin Greenberg*

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George J. Farrell (Pa. I.D. No. 324521)
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Ken Schuster (Pa. I.D. No. 37666)
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Media, PA 19063
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ken@schusterlaw.com

Dated: October 9, 2019

Attorneys for the City of Chester

IN THE COURT OF COMMON PLEAS
FOR DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	:	Orphans' Court Division No. 217-2019

NOTICE TO ATTEND

TO: Wendell N. Butler, Jr., Board Member
Chester Water Authority
c/o Joseph Jesiolowski, Esq.
Centre Square West
1500 Market St, Suite 3900
Philadelphia, PA 19102-2100

You are directed to come to the Delaware County Courthouse, Courtroom #10, 201 West Front Street, Media, PA 19063 at 9:00 a.m., on October 16, 2019, in the above captioned matter, and to remain until excused.

If you fail to attend, you may be subject to the sanctions authorized by Rule 234.1 of the Pennsylvania Rules of Civil Procedure.

GREENBERG TRAURIG, LLP
Respectfully submitted,

/s/ *Kevin Greenberg*

Kevin Greenberg (Pa. I.D. No. 82311)
Joel M. Eads (Pa. I.D. No. 72786)
George J. Farrell (Pa. I.D. No. 324521)
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334 W. Front Street
Media, PA 19063
(t) 610.892.9200
ken@schusterlaw.com

Dated: October 9, 2019

Attorneys for the City of Chester

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF DELAWARE

IN RE: CHESTER WATER AUTHORITY TRUST

versus

ORPHANS' COURT DIVISION

No. 217-2019 of _____

SUBPOENA TO ATTEND AND TESTIFY

To: Agnes Woebkenberg, CFO
Name(s) of Witness(es)
c/o Chester Water Authority
415 Welsh Street, Chester, PA 19013

1. You are ordered by the court to come to Courtroom 10 of the Delaware County Courthouse
(Specify courtroom or other place)

at 201 West Market Street, Media, Pennsylvania, on October 16, 2016, at 9:00
(Address) (Date)

o'clock, A M. to testify on behalf of City of Chester in the above case, and to remain until excused.

2. And bring with you the following: _____

If you fail to attend or to produce the documents or things required by the subpoena, you may be subject to sanctions authorized by Rule 234.5 of the Pennsylvania Rules of Civil Procedure, including but not limited to costs, attorney fees, and imprisonment.

*** Requested by: Joel M. Eads, Esquire - Greenberg Traurig, LLP - 1717 Arch Street,
Attorney (or unrepresented party) name, address, telephone number, and (if an attorney) ID number
Suite 400, Philadelphia, PA 19103 (215) 988-7800
Attorney I.D. No. 72786

By the Court:

Date: 10/09/19
Seal of the Court

ANGELA L. MARTINEZ, Director
Office of Judicial Support

Official Notes: This form of subpoena shall be used whenever a subpoena is issuable under Rule 234.1, including hearings in connection with depositions and before arbitrators, masters, commissioners, etc. To require the production of documents, records, or things in addition to testimony, complete Paragraph 2.

*** ***All questions concerning this subpoena must be addressed to the person who issued it, not to the Office of Judicial Support.*** ***

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF DELAWARE

IN RE: CHESTER WATER AUTHORITY TRUST)
)
)
versus) No. 217-2019 of _____
)
)
)
_____)

SUBPOENA TO ATTEND AND TESTIFY

To: Michael D'Agostino
Name(s) of Witness(es)
c/o Chester Water Authority
415 Welsh Street, Chester, PA 19013

1. You are ordered by the court to come to Courtroom 10 of the Delaware County Courthouse
(Specify courtroom or other place)

at 201 West Front Street, Media, Pennsylvania, on October 16, 2019, at 9:00
(Address) (Date)

o'clock, A M. to testify on behalf of City of Chester in the above case, and to remain until excused.

2. And bring with you the following: _____

If you fail to attend or to produce the documents or things required by the subpoena, you may be subject to sanctions authorized by Rule 234.5 of the Pennsylvania Rules of Civil Procedure, including but not limited to costs, attorney fees, and imprisonment.

*** Requested by: Joel M. Eads, Esquire - Greenberg Traurig, LLP - 1717 Arch Street,
Attorney (or unrepresented party) name, address, telephone number, and (if an attorney) ID number
Suite 400, Philadelphia, PA 19103 (215) 988-7800
Attorney I.D. No. 72786

By the Court:

Date: 10/09/19

Seal of the Court

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*** ***All questions concerning this subpoena must be addressed to the person who issued it, not to the Office of Judicial Support.*** ***

Exhibit I

CONRAD O'BRIEN PC
Kevin Dooley Kent (No. 85962)
Megan A. Guernsey (No. 202065)
Joseph W. Jesiolowski (No. 307323)
Andrew K. Garden (No. 314708)
Centre Square West Tower
1500 Market Street, Suite 3900
Philadelphia, PA 19102-2100
Phone: (215) 864-9600
Fax: (215) 864-9620
Email: kkent@conradobrien.com
mguernsey@conradobrien.com
jjesiolowski@conradobrien.com
agarden@conradobrien.com

Attorneys for Chester Water Authority

IN THE COURT OF COMMON PLEAS OF DELAWARE COUNTY, PENNSYLVANIA

IN RE: CHESTER WATER AUTHORITY TRUST	ORPHANS' COURT DIVISION No. 0217-2019
CHESTER WATER AUTHORITY Plaintiff, v. AQUA PENNSYLVANIA, INC. and CITY OF CHESTER Defendants.	CIVIL ACTION – LAW No. CV-2019-005400

NOTICE TO PRODUCE

TO: City of Chester
c/o Kevin Greenberg, Esq.
Greenberg Traurig, LLP
1717 Arch Street, Suite 400
Philadelphia, PA 19103

You are directed to produce the following: (1) all documents reflecting any asset(s) provided by the City of Chester to the Chester Water Authority and/or the Chester Municipal

Authority, from January 1, 1939 through to the present; (2) all documents reflecting any and all payments (s) made by the City of Chester or any individual or entity on its behalf, to the Chester Water Authority and/or the Chester Municipal Authority, from January 1, 1939 through to the present, excluding payments for water service; and (3) all documents reflecting the City of Chester's provision of easements and access to public property to the Chester Water Authority and/ or the Chester Municipal Authority, from January 1, 1939 through to the present.

The documents are to be produced at Courtroom 10, Delaware County Courthouse, Media, Pennsylvania, on October 16, 2019 at 09:00 A.M.

If you fail to attend as required by this notice to attend, you may be subject to the sanctions authorized by Rule 234.5 of the Pennsylvania Rules of Civil Procedure.

CONRAD O'BRIEN PC

Dated: October 10, 2019

By: /s/ Megan A. Guernsey
Kevin Dooley Kent, Esq. (No. 85962)
Megan A. Guernsey, Esq. (No. 202065)
Joseph W. Jesiolowski (No. 307323)
Andrew K. Garden (No. 314708)
Centre Square, West Tower
1500 Market Street, Ste. 3900
Philadelphia, PA 19102
Phone: (215) 864-9600
Fax: (215) 864-9620
Email: kkent@conradobrien.com
mguernsey@conradobrien.com
jjesiolowski@conradobrien.com
agarden@conradobrien.com

Attorneys for Chester Water Authority

CERTIFICATE OF SERVICE

I, Megan A. Guernsey, hereby certify that on October 10, 2019, I caused a true and correct copy of the foregoing Notice to Produce to be served as follows:

Via Email
Kevin Greenberg, Esq.
Joel Max Eads, Esq.
George Farrell, Esq.
Greenberg Traurig, LLP
1717 Arch Street, Suite 400
Philadelphia, PA 19103

CONRAD O'BRIEN PC

By: /s/ Megan A. Guernsey

Dated: October 10, 2019

Kevin Dooley Kent, Esq. (No. 85962)
Megan A. Guernsey, Esq. (No. 202065)
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Attorneys for Chester Water Authority