

**WILLISTOWN TOWNSHIP BOARD OF SUPERVISORS MEETING MINUTES  
GENERAL WAYNE ELEMENTARY SCHOOL, MALVERN, PA  
MONDAY, DECEMBER 10, 2018 AT 7:00 PM**

The Special Meeting of the Willistown Township Board of Supervisors came to order at 7:00 PM. Supervisors Robert T. Lange and William R. Shoemaker were present. Also present were Township Manager David R. Burman and the appointed Special Solicitor, Timothy F. Sullivan.

Mr. Lange led the Pledge of Allegiance to the Flag and a moment of silence for military personnel.

**Announcements**

None.

**New Business**

Supervisor Lange reported that the purpose of this Special Meeting is to consider a Resolution authorizing the execution of a Wastewater Conveyance Agreement and authorizing incidental action to be taken by specified officers of the Township, and any other matters that may come before the Board. Supervisor Lange then introduced Special Solicitor Tim Sullivan who provided a background of the Valley Creek Trunk Sewer.

Mr. Sullivan reported that the majority of Willistown Township's public wastewater is conveyed through the Valley Creek Trunk Sewer system, which Tredyffrin Township currently leases and operates. The Valley Creek Trunk Sewer system accepts wastewater from several municipalities and conveys it to a treatment plant that is owned and operated by the Valley Forge Sewer Authority. The Tredyffrin Township Municipal Authority owns the VCTS and leases it to Tredyffrin Township.

The municipalities served by the Valley Creek Trunk Sewer include Willistown, Tredyffrin, East Whiteland, Easttown, Malvern, and the Valley Forge Sewer Authority. The municipalities entered into an Agreement dated November 1, 1970 for the collection and conveyance of wastewater to the Valley Forge Sewer Authority treatment plant.

Between 2012 and 2015, a series of breaches in the Valley Creek Trunk Sewer system resulted in a significant discharge of sewage into the Schuylkill River. As a result of the overflows, the Pennsylvania Department of Environmental Protection issued a consent order requiring the emergency rehabilitation of the Valley Creek Trunk Sewer, at significant cost to the municipalities served by the system. In an effort to resolve financial responsibilities relating to this project, the municipalities entered into a Settlement Agreement to sell the rehabilitated Valley Creek Trunk Sewer.

At a public meeting held July 24, 2017, the Willistown Township Board of Supervisors adopted a Resolution approving the Settlement Agreement and providing for the sale of the Valley Creek Trunk Sewer.

Tredyffrin issued a Request for Qualifications on September 11, 2017 and a Request for Bids on November 8, 2018 from interested and qualified companies and entities to purchase the Valley Creek Trunk Sewer. Tredyffrin received one (1) response to the RFQ and, after the opportunity for due diligence, Tredyffrin received one (1) bid. Tredyffrin Township and the Tredyffrin Township Municipal Authority reviewed the bid submitted by the Purchaser and determined that the bid submitted by the Purchaser is in the best interest of Tredyffrin Township and the Tredyffrin Township Municipal Authority, that the bid complies in all material ways with the terms of the Settlement Agreement, and that the bid offers the greatest value to the municipalities served by the Valley Creek Trunk Sewer.

On November 19, 2018, Tredyffrin awarded the bid to the Purchaser, Aqua, PA.

Pursuant to the terms of the Settlement Agreement, upon closing with the Purchaser, the 1970 Agreement automatically terminates and becomes null and void (except for certain provisions as set forth in the Settlement Agreement).

This evening, the Board will consider a Resolution to approve the sale of the Valley Creek Trunk Sewer and authorizing the execution of a Wastewater Conveyance Agreement.

Diane Atkerson of Richmond Road and Andrew Vaskas of Paoli Pike commented and asked questions during the discussion. The Board engaged the two residents on the predictability of rates, the impact of the sale on other municipalities, and the history of sewer rates in Willistown Township.

Mr. Shoemaker moved to approve Resolution 16 of 2018, as follows:

**BOARD OF SUPERVISORS  
TOWNSHIP OF WILLISTOWN  
CHESTER COUNTY, PENNSYLVANIA**

**RESOLUTION NO. 16 OF 2018**

**A RESOLUTION OF THE WILLISTOWN TOWNSHIP BOARD OF SUPERVISORS AUTHORIZING THE EXECUTION OF A WASTEWATER CONVEYANCE AGREEMENT AND AUTHORIZING INCIDENTAL ACTION TO BE TAKEN BY SPECIFIC OFFICERS OF THE TOWNSHIP.**

**WHEREAS**, Tredyffrin Township (“Tredyffrin”), a Home Rule Chartered Township of the Commonwealth of Pennsylvania, currently leases and operates the Valley Creek Trunk Sewer system (the “VCTS”) that accepts wastewater emanating from Tredyffrin, [East Whiteland Township, Willistown Township, Easttown Township, the Borough of Malvern and the Valley Forge Sewer Authority (the “VFSA”)(including Charlestown Township, East Pikeland Township and Schuylkill Township) (collectively referred to as the “Municipalities”)] through its interceptors or trunk sewers, including pumping stations and appurtenances, and conveys such wastewater to the VFSA treatment plant; and

**WHEREAS**, the Tredyffrin Township Municipal Authority (“TTMA”) owns the VCTS and leases it to Tredyffrin; and

**WHEREAS**, the Municipalities, including Willistown Township (“WT”) and TTMA, entered into that certain Valley Creek Trunk Sewer System Agreement dated November 1, 1970 (the “1970 Agreement”) for the collection and conveyance of wastewater from the Municipalities through the VCTS to the VFSA treatment plant; and

**WHEREAS**, the Municipalities, including WT and TTMA, entered into a Settlement Agreement dated July 18, 2017 in which the parties thereto agreed to sell the VCTS subject to the terms of the Settlement Agreement and an Asset Purchase Agreement; and

**WHEREAS**, Tredyffrin and TTMA previously decided to pursue the sale of all of the assets, properties and rights of Tredyffrin and TTMA (whether tangible, real, personal or mixed), which are exclusively held and used by it in connection with the VCTS, including, but not limited to, information received by Tredyffrin and TTMA as to consumption by customers within the service area of the VCTS to facilitate accurate billing, as set forth in the Asset Purchase Agreement through a competitive bidding process; and

**WHEREAS**, Tredyffrin and TTMA issued a Request for Qualifications (the “RFQ”) on September 11, 2017 and a Request for Bids (the “RFB”) on November 8, 2018 to solicit bids from interested and qualified companies and entities to purchase the VCTS; and

**WHEREAS**, Tredyffrin and TTMA received one (1) response to the RFQ; and after the opportunity for due diligence, Tredyffrin and TTMA received a bid in response to the RFB from one (1) interested entity (“Purchaser”) that was found to be qualified; and

**WHEREAS**, Tredyffrin and TTMA reviewed the bid submitted by the Purchaser, and determined that the bid submitted by the Purchaser is in the best interest of the Township and TTMA, complies in all material ways with the terms of the Settlement Agreement, offers the greatest value to Tredyffrin, TTMA, WT and the Municipalities, based on the advice of Tredyffrin’s Financial Advisor and the Special Counsel;

**WHEREAS**, on November 19, 2018, Tredyffrin and TTMA awarded the bid to the Purchaser and approved and authorized the execution, delivery and performance of the Asset Purchase Agreement and Wastewater Conveyance Agreement (as described below); and

**WHEREAS**, pursuant to the terms of the Settlement Agreement, upon closing with the Purchaser, the 1970 Agreement automatically terminates and becomes null and void (except for certain provisions as set forth in the Settlement Agreement); and

**WHEREAS**, following closing, the Municipalities desire to send all of their wastewater through the VCTS to be treated at the VFSA treatment plant; and

**WHEREAS**, the Municipalities, including WT and TTMA, desire to enter into the Wastewater Conveyance Agreement with Purchaser to govern the collection of their wastewater through the VCTS for treatment at the VFSA treatment plant; and

**WHEREAS**, pursuant to the terms of the Asset Purchase Agreement and the Wastewater Conveyance Agreement, the Purchaser agrees to collect wastewater from the Municipalities and convey that wastewater to the VFSA treatment plant pursuant to the terms and conditions of the Asset Purchase Agreement and the Wastewater Conveyance Agreement.

**NOW, THEREFORE, BE RESOLVED** by the Board of Supervisors of Willistown Township (the “Board”), Chester County, Pennsylvania as follows:

1. **Approval of the Wastewater Conveyance Agreement**

The Board hereby authorizes and approves the execution, delivery, and performance of the Wastewater Conveyance Agreement substantially in the form attached hereto as *Exhibit A*. The Chairman of the Board is hereby authorized and directed on behalf of the Board of Supervisors to execute any and all papers and documents, and to do and cause to be done any and all actions and things necessary or proper to execute, deliver and perform the Wastewater Conveyance Agreement.

2. **General Authorization**

The Board hereby further authorizes the Township, its agents and employees, to take any and all necessary actions required by the Settlement Agreement, the Willistown Township Code, the Second Class Township Code, and any other applicable law to execute and perform the Wastewater Conveyance Agreement.

3. **Ratification and Reaffirmation**

The Board hereby ratifies and reaffirms all action that it has taken, as well as the actions taken by its agents, employees and consultants, in order to consummate the Wastewater Conveyance Agreement.

Supervisor Lange seconded the motion in Supervisor Handelin's absence. There were no further questions or comments from the Board or the public, and the motion carried unanimously.

**Citizens' Comments**

None.

**Next Meeting**

The next Regular Meeting of the Board of Supervisors is scheduled for Monday, December 17, 2018 at 7:00 PM at 688 Sugartown Road.

**Adjournment**

Seeing no further business, the meeting adjourned.

Sincerely,



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David R. Burman, Secretary