

ASSET PURCHASE AGREEMENT
DISCLOSURE SCHEDULES

These Disclosure Schedules (these “**Schedules**”) are dated as of [_____], 2021 (the “**Effective Date**”), and shall be updated and delivered as of the Closing Date and are provided pursuant to the certain Asset Purchase Agreement dated as of [_____], 2021 (the “**Agreement**”), by and among York City Sewer Authority as Seller (the “**Seller**”), the City of York, and Pennsylvania-American Water Company as Buyer (the “**Buyer**”). Capitalized terms used in these Schedules but not defined herein shall have the respective meanings assigned to such terms in the Agreement.

The disclosures set forth herein, which have been numbered to correspond to the section numbers of the Agreement, supplement and are a part of the representations and warranties of the Seller in the Agreement. Any disclosures made under the heading of one section of these Schedules shall be deemed to constitute a disclosure for purposes of all applicable representations and warranties set forth within the Agreement (whether or not such representation and warranty makes specific reference to that (or any) Schedule).

These Schedules are qualified in their entirety by reference to specific provisions of the Agreement, and are not intended to constitute, and shall not be construed as constituting, additional representations and warranties of the Seller except as and to the extent provided in the Agreement. The inclusion of any item in these Schedules: (a) does not represent a determination by the Seller that such item is material nor shall it be deemed to establish a standard of materiality; (b) does not represent a determination by the Seller that such item did not arise in the ordinary course of business; and (c) shall not constitute, or be deemed to be, an admission to any third party concerning such item by the Seller.

The headings set forth in these Schedules are for convenience of reference only and do not constitute a part of these Schedules and shall not be deemed to limit, characterize or in any way affect the meaning or interpretation of these Schedules.

Schedule 2.02(h)
Excluded Assets

VEHICLES

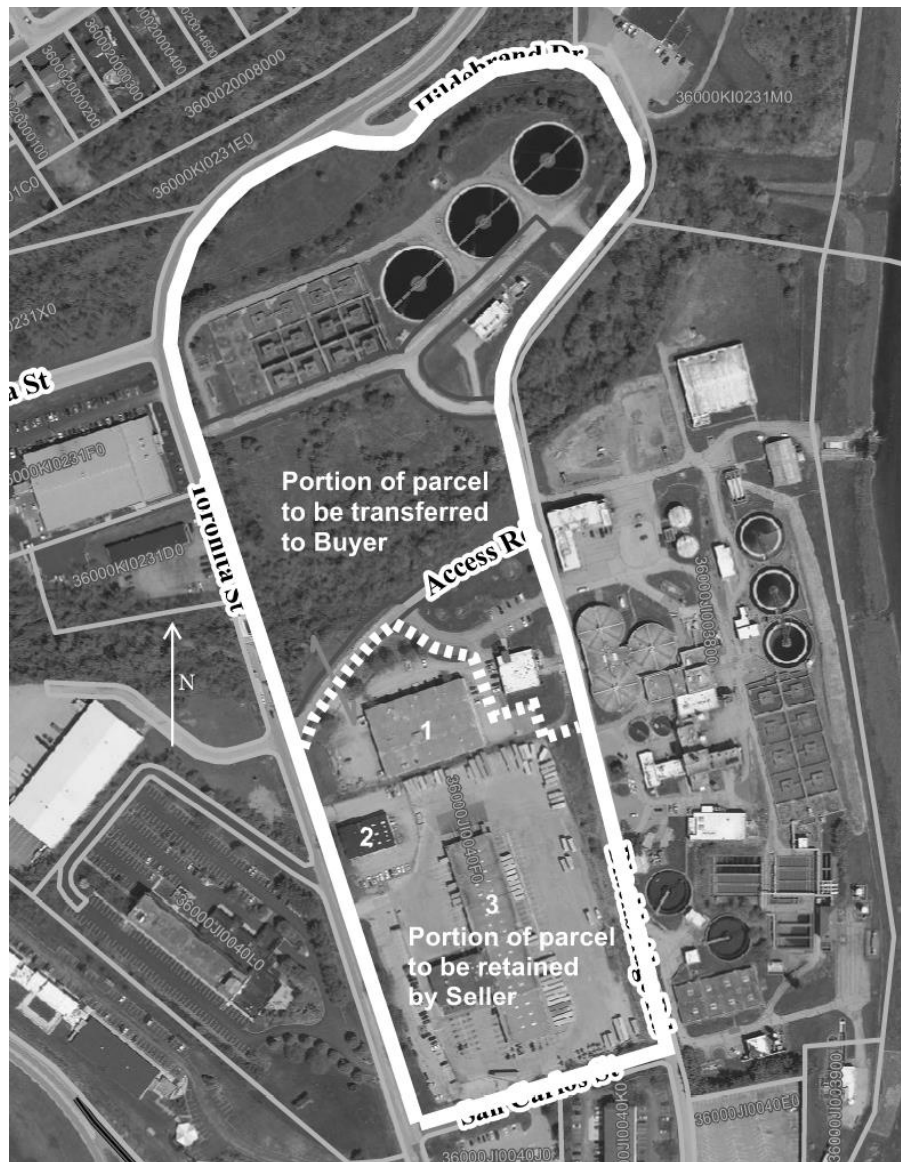
PLATE NUMBER	VIN #	VEHICLE #	REGISTERED OWNER ON TITLE
MG 7771K	1FTBF2B67JEC64860	2018 F250 w/Lift Gate	Enterprise
MG 0271L	1FMCU9GD0JUC91006	2018 Escape	Enterprise
MG 0267L	1FMCU9GD7JUC87874	2018 Escape	Enterprise
MG 3994L	1FTBF2B61KEG05834	2019 F250 w/Lift Gate	Enterprise
MG 3993L	1FTBF2B63KEG05835	2019 F250 w/Lift Gate	Enterprise
MG 5657B	1FMYU93105KE15536	2005 Escape	Phillips Ford
MG 5967F	1FMCU9D70BKB92455	2011 Escape	Apple Ford
MG 6501K	1HTGRSJT3CJ621257	2012 Dump Truck	Five Star
MG 8803L	5KKHAXFE5LPLH9398	2020 Dumpster Truck	River's
MG 99768	1GBP7D1YXGV108875	1986 Dump Truck	Chevrolet
MG 8946F	1FDRF3F67BEC58259	2011 Stake Body Truck	Apple Ford
MG 4961H	1FMCU9GX1EUD51892	2014 Escape	Apple Ford
MG 5686B	1FMYU93195KE15535	2005 Escape	Phillips Ford
MG 6206L	JF2SKAAC4KH564760	2019 Wagon	Enterprise
MG 6770H	1FMCU9D77AKD33827	2010 Escape	Apple Ford
MG 6207L	JF2SKAAC4KH565780	2019 Wagon	Enterprise
MG 0269L	1FMCU9GD2JUC87877	2018 Escape	Enterprise
MG 7039E	1FMCU93779KB19126	2009 Escape	Apple Ford
MG 7763L	1FDXE4FS7HDC52506	2017 CCTV Truck	Cues
MG 5917K	1FD8X3HT8HEF26479	2017 4x4 Dump Truck	Enterprise
MG 1803K	1FD7X2B61HEE99294	2017 Super Duty	Enterprise
MG 4348L	1FDRF3H69JEC65144	2018 Truck	Enterprise
MG 7766K	1FDRF3GT6JEC65142	2018 F350 Stake Body	Enterprise
MG 92319	2FZHATDC36AX21449	2006 LT7500 Camel Flusher	
MG 7023D	1FDSF35538EE30449	2008 Truck	Hoffman Ford
MG 0719G	1HTWKAZR1CJ632650	2012 Truck w/ Camel	
E450	1FDXE4FS7HDC52506	2017 Ford Econoline Camera Truck CCTV	Fulton Leasing Company

In addition to the vehicles listed above, all vehicles owned by the City and used exclusively for non-System purposes.

In addition to the vehicles listed above, all vehicles leased by the City, including any leased vehicles used in operation of the System.

REAL ESTATE

Seller intends to retain the southern portion of the tax parcel in the image below (36-000-JI-0040.F0-00000), which is the area below the dotted line. The area to be retained includes the UPS facility and the two storage buildings (all described below) just south of the proposed subdivision line.



- Building 1 – Electrical maintenance building (listed as the “Vehicle Storage Building” in the Engineer’s Report)

- Building 2 – Small storage building (not included in the Engineer's Report)
- Building 3 – UPS facility (not included in the Engineer's Report)

Schedule 4.05
Seller's Governmental Consents and Approvals

Pennsylvania Public Utility Commission

Pennsylvania Department of Environmental Protection Approval of Act 537 Official Plan Revision recognizing transfer of System from Seller to Buyer

Pennsylvania Department of Environmental Protection Transfer or Assignment of All Authorizations and Permits, except NPDES Permit No. PAC670168

York County Conservation District Transfer or Assignment of NPDES Permit No. PAC670168

Agreement with Metropolitan Edison Company for Alternate Feed Electric Service	<ul style="list-style-type: none"> - Met-Ed Company - City of York 	January 31, 2012
E-Finity Distributed Generation, LLC Contract	<ul style="list-style-type: none"> - E-Finity Distributed Generation, LLC - City of York 	June 6, 2017
Shipley Energy Natural Gas Sales Agreement	<ul style="list-style-type: none"> - Shipley Choice LLC - City of York 	May 1, 2019
TalenEnergy Retail Electricity Agreement	<ul style="list-style-type: none"> - TalenEnergy - City of York 	January 1, 2020
Aquatic Informatics	<ul style="list-style-type: none"> - City of York - Aquatic Informatics 	July 1, 2020
Billing and Revenue Service Agreement	<ul style="list-style-type: none"> - City of York - York Water Company 	October 18, 2019

Schedule 4.06
Liabilities

Series of Bonds	Principal Amount Outstanding as of 12/1/2020
Guaranteed Sewer Revenue Bond, Series of 2008	\$5,780,000.00
Guaranteed Sewer Revenue Bond, Series of 2011	\$104,815.47
Guaranteed Sewer Revenue Bonds, Series of 2017	\$21,010,000.00
Guaranteed Sewer Revenue Bond, Series of 2019	\$3,996,485.63 ¹

¹ The Seller's Guaranteed Sewer Revenue Bond, Series of 2019 is a short-term construction loan, maturing on April 15, 2022, in the maximum principal amount of \$10,000,000. The Seller anticipates making additional draws on the loan as funds are needed for the projects that are being financed with the proceeds: (1) a filter replacement project; and (2) a SCADA replacement project. The Seller has secured permanent financing for the filter replacement project, in the amount of \$6.8 million, from the Pennsylvania Infrastructure Investment Authority ("PennVEST"). The loan from PennVEST evidencing the permanent financing has not yet closed. The Seller anticipates that it will apply for permanent financing for the SCADA replacement project from PennVEST in the ordinary course of business, with closing to occur in the first quarter of 2021.

Schedule 4.07
Certain Changes or Events

None.

Schedule 4.08
Tax Matters

None.

Schedule 4.09
Real Property and Easements

PERMITS FOR CONSTRUCTION AND EXPANSION OF THE SYSTEM

GRANTEE	GRANTOR	REC. DATE	BOOK / PAGE	DESCRIPTION
City of York	Commonwealth of PA	10/22/1909	16-S / 376	Permit
City of York	Commonwealth of PA	6/21/1913	18-V / 367	Permit
City of York	Commonwealth of PA	7/1/1914	19-L / 208	Permit
City of York	Commonwealth of PA	3/12/1915	19-O / 649	Permit
City of York	Commonwealth of PA	7/3/1915	19-V / 499	Permit
City of York	Commonwealth of PA	1/10/1916	20-A / 312	Permit
City of York	Commonwealth of PA	9/8/1922	22-C / 497	Permit
City of York	Commonwealth of PA	3/12/1915	19-O / 649	Permit
City of York	Commonwealth of PA	12/5/1933	25-P / 574	Permit
City of York	Commonwealth of PA	10/11/1935	26-F / 557	Permit
City of York	Commonwealth of PA	9/30/1936	26-N / 620	Permit
City of York	Commonwealth of PA	11/8/1941	29-A / 104	Permit
City of York	Commonwealth of PA	11/8/1941	29-A / 109	Permit
City of York	Commonwealth of PA	3/16/1943	29-T / 298	Permit
City of York	Commonwealth of PA	5/11/1945	31-A / 610	Permit
City of York	Commonwealth of PA	2/17/1950	35-A / 504	Permit
York City Sewer Auth	Commonwealth of PA	6/8/1961	51-H / 580	Permit – York
York City Sewer Auth	Commonwealth of PA	1/11/1973	66-C / 1028	Permit – York
York City Sewer Auth	Commonwealth of PA	10/5/1973	67-C / 790	Permit – York
York City Sewer Auth	Commonwealth of PA	7/23/1974	68-B / 130	Permit – York
York City Sewer Auth	Commonwealth of PA	7/29/1981	83-F / 923	Permit – Manch Twp
York City Sewer Auth	PA Dept. Envr. Resources	4/20/1987	95-I / 455	Permit – Manch Twp
York City Sewer Auth	PA Dept. Envr. Resources	7/11/1991	201 / 1094	Permit – Manch Twp

REAL PROPERTY AND EASEMENTS

GRANTEE	GRANTOR	REC. DATE	BOOK / PAGE	DESCRIPTION
City of York	Guardian Trust Co.	12/28/1911	18-A / 357	York
City of York	P A & S Small Land Co.	11/5/1914	19-G / 642	Agreement
City of York	Jane Gresly	6/28/1915	19-U / 368	ROW
City of York	Joseph R. Jones	5/22/1917	20-L / 263	Sewer Rents
City of York	Bilmeyer & Small Co.	8/8/1918	20-S / 377	ROW
City of York	West End Sewer Co.	10/21/1919	21-E / 35	Sewer System
City of York	Jacob Bare Est.	7/23/1926	23-N / 558	ROW
City of York	William M. Boger	9/23/1926	23-Q / 236	ROW
City of York	Ralph K. Trimmer	9/29/1926	23-O / 650	Agreement
City of York	Grier Hersh	7/10/1931	24-Z / 628	ROW
City of York	York County Poor District	1/27/1932	25-F / 36	ROW
City of York	Annie M. Menough	5/6/1932	25-E / 665	ROW
City of York	Frederick C. Boesch Exr	5/6/1932	25-E / 666	ROW

GRANTEE	GRANTOR	REC. DATE	BOOK / PAGE	DESCRIPTION
City of York	Community Swimming Assn Inc	5/10/1932	25-E / 667	ROW
City of York	Norard Hosiery Mills Inc.	8/9/1933	25-R / 4	ROW
City of York	Agnes Kehm	12/21/1933	25-R / 279	ROW
City of York	Sallie S. Bond	12/21/1993	25-4 / 280	ROW
City of York	York Hospital	5/11/1936	26-K / 238	York Co
City of York	David M. Myers Exr	8/30/1937	26-Z / 267	ROW
City of York	York County Institution Dist	6/10/1938	27-I / 515	ROW
City of York	J. Victor Jones	6/10/1938	27-I / 516	ROW
City of York	York Tack & Nail Works	6/10/1938	27-I / 518	ROW
City of York	New York Wire Cloth Co	6/10/1938	27-I / 520	ROW
City of York	Home Furniture Co	6/10/1938	27-I / 522	ROW
City of York	David P. Klinedinst Trust	6/10/1938	27-I / 524	ROW
City of York	American Chain & Cable Co. Inc.	6/10/1938	27-I / 525	ROW
City of York	George H. Wolf	6/10/1938	27-I / 527	ROW
City of York	Maryland & Penna. Railroad Co.	6/10/1938	27-I / 529	ROW
City of York	York County Institution Dist	6/24/1938	27-I / 636	ROW
City of York	Ella L. Kleffman	7/21/1938	27-K / 209	ROW
City of York	George D. Deardorff	7/21/1938	27-K / 210	ROW
City of York	Sarah E. Miller	7/21/1938	27-K / 211	ROW
City of York	Howard E. Holland	3/31/1939	27-R / 352	ROW
City of York	York Water Co	6/30/1939	27-U / 566	York
City of York	York Water Co.	1/10/1941	28-M / 376	Agreement
City of York	Ray S. Noonan	9/12/1941	28-W / 267	ROW
City of York	Maryland & Penna R R Co	9/12/1941	28-W / 269	ROW
City of York	York Independent Oil Co.	9/12/1941	28-W / 272	Consent
City of York	Fannie M. Free	7/7/1945	31-I / 182	ROW
City of York	Motor Freight Express Inc.	10/20/1945	31-N / 162	Agreement
City of York	Pauline L. Lavetan	4/10/1947	32-V / 533	Agreement
City of York	C. Kauffman Miller	4/22/1947	33-B / 14	Agreement
City of York	Harry R. Lenker	1/17/1950	35-C / 606	Agreement
City of York	Marie A. Garner	7/19/1950	35-M / 532	Agreement
City of York	George S. Freed	7/19/1950	35-M / 535	Agreement
City of York	Heistand Frey	8/1/1950	35-L / 583	ROW
City of York	David Y. Herbst	11/4/1950	35-T / 632	ROW
City of York	Penn Dairies Inc.	12/11/1950	35-Y / 108	Agreement
City of York	Penn Dairies Inc.	12/11/1950	35-Y / 113	Agreement
York City Sewer Auth	City of York	4/15/1952	36-U / 546	Deed – Transfer of Sewer System
York City Sewer Auth	Commonwealth of PA	2/6/1969	61-X / 562	ROW – Manch Twp
York City Sewer Auth	Commonwealth of PA	2/6/1969	U / 130 Ref. 61X / 562	Plan – Manch Twp

GRANTEE	GRANTOR	REC. DATE	BOOK / PAGE	DESCRIPTION
York City Sewer Auth	GTE Sylvania Inc.	7/9/1971	64-I / 237	ROW – W Manch Twp
York City Sewer Auth	Robert Eichelberger	7/9/1971	64-I / 240	ROW – W Manch Twp
York City Sewer Auth	York Stone and Supply Co.	7/9/1971	64-I / 243	ROW – W Manch Twp
York City Sewer Auth	York Drilling Co. Inc.	7/9/1971	64-I / 246	ROW – W Manch Twp
York City Sewer Auth	Williams Tool & Machine	7/9/1971	64-I / 249	ROW – W Manch Twp
York City Sewer Auth	Luther D. March	7/9/1971	64-I / 252	ROW – W Manch Twp
York City Sewer Auth	Robert Eichelberger	7/9/1971	U / 486 Ref. 64I / 240	Plan – W Manch Twp
York City Sewer Auth	York Stone and Supply Co.	7/9/1971	U / 487 Ref. 64I / 243	Plan – W Manch Twp
York City Sewer Auth	York Drilling Co. Inc.	7/9/1971	U / 488 Ref. 64I / 246	Plan – W Manch Twp
York City Sewer Auth	Williams Tool & Machine	7/9/1971	U / 489 Ref. 64I / 249	Plan – W Manch Twp
York City Sewer Auth	Luther D. March	7/9/1971	U / 490 Ref. 64I / 252	Plan – W Manch Twp
York City Sewer Auth	Sun Oil Company	1/5/1972	64-W / 1194	ROW – York
York City Sewer Auth	Sun Oil Company	1/5/1972	U / 571 Ref. 64W / 1194	Plan – York
York City Sewer Auth	Commonwealth of PA	1/11/1973	66-C / 1028	Order – York
York City Sewer Auth	Metropolitan Edison Co.	4/7/1978	76-B / 151	ROW – Manch Twp
York City Sewer Auth	Metropolitan Edison Co.	7/27/1981	83-F / 524	ROW – Manch Twp
York City Sewer Auth	Merchants Terminal Corp.	10/9/1984	88-F / 1002	Declaration – Manch Twp
York City Sewer Auth	Metropolitan Edison Co.	5/28/1985	89-M / 909	ROW – Manch Twp
York City Sewer Auth	United States of America	6/27/1985	89-T / 348	ROW – Manch Twp
York City Sewer Auth	Merchants Terminal Corp.	8/23/1985	90-E / 489	Deed – Manch Twp
York City Sewer Auth	Theodore R. Jones	4/3/1986	91-V / 414	Deed – Manch Twp
York City Sewer Auth	N/A	4/29/1986	FF / 799	Plan – Manch Twp
York City Sewer Auth	Manchester Township	10/3/1986	93-O / 284	Agreement – Manch Twp
York City Sewer Auth	Bob Evans Farms Inc.	10/30/1986	93-U / 992	Deed – Manch Twp
York City Sewer Auth	City of York	4/30/1987	95-L / 665	ROW – York
York City Sewer Auth	York City Redev. Auth.	4/30/1987	95-L / 672	ROW – York
York City Sewer Auth	Champion Intl. Corp.	4/30/1987	95-L / 679	ROW – York
York City Sewer Auth	Larry Liebgott	4/30/1987	95-L / 687	ROW – York
York City Sewer Auth	York City School District	4/30/1987	95-L / 694	ROW – York
York City Sewer Auth	York College of PA	4/30/1987	95-L / 702	ROW – Spring Garden Twp
York City Sewer Auth	York City Redev. Auth.	4/30/1987	95-L / 707	ROW – York
York City Sewer Auth	Robert D. Hechinger	4/30/1987	95-L / 715	ROW – York
York City Sewer Auth	City of York	4/30/1987	95-L / 723	ROW – York
York City Sewer Auth	City of York	4/30/1987	95-L / 731	ROW – York
York City Sewer Auth	City of York	4/30/1987	95-L / 739	ROW – York

GRANTEE	GRANTOR	REC. DATE	BOOK / PAGE	DESCRIPTION
York City Sewer Auth	L. Levetan & Sons	4/30/1987	95-L / 747	ROW – York
York City Sewer Auth	City of York	4/30/1987	95-L / 756	ROW – York
York City Sewer Auth	York City Redev. Auth.	4/30/1987	95-L / 765	ROW – York
York City Sewer Auth	City of York	4/30/1987	95-L / 773	ROW – York
York City Sewer Auth	City of York	4/30/1987	95-L / 782	ROW – York
York City Sewer Auth	York College of PA	4/30/1987	GG / 421 Ref. 95-L / 702	Plan – Spring Garden Twp
York City Sewer Auth	Maryland and PA Railroad	5/8/1987	95-N / 1010	ROW – York
York City Sewer Auth	Metropolitan Edison Co.	5/20/1987	95-Q / 993	ROW – York
York City Sewer Auth	City of York	12/7/1987	97-R / 350	Memo of Lease – Sewer System
York City Sewer Auth	Dennis L. Edleblute	7/6/1988	99-R / 979	ROW – York
York City Sewer Auth	Metropolitan Edison Co.	7/27/1988	99-Z / 254	ROW – Manch Twp
York City Sewer Auth	York City Redev. Auth.	7/27/1988	99-Z / 257	Agreement – York
York City Sewer Auth	Evelyn Jane Silberman	11/21/1988	101-F / 376	Agreement – York
York City Sewer Auth	Maryland and PA Railroad	12/19/1988	101-L / 868	Addendum – York
York City Sewer Auth	Columbia Gas of PA Inc.	1/25/1989	101-T / 1085	ROW – York
York City Sewer Auth	N/A	5/25/1989	JJ / 318	Plan – Manch Twp
York City Sewer Auth	Metropolitan Edison Co.	7/14/1989	103-J / 122	ROW – Manch Twp
York City Sewer Auth	City of York	9/8/1993	714 / 354	ROW – York
York City Sewer Auth	Dentsply Intl. Inc.	11/30/1993	776 / 482	Agreement – York
York City Sewer Auth	Theodore R. Jones	8/2/1994	948 / 608 Ref. 91-V / 414	Termination – Manch Twp
York City Sewer Auth	Springettsbury Twp	10/29/1999	1381 / 6381	ROW – Springettsbury Twp
York City Sewer Auth	Springettsbury Twp	10/29/1999	GG / 1806 Ref. 1381 / 6381	ROW – Springettsbury Twp
York City Sewer Auth	York Building Prod. Co.	8/17/2000	1407 / 8871	ROW – W Manch Twp
York City Sewer Auth	Maryland and PA Railroad	2/7/2001	1424 / 4281	ROW – York
York City Sewer Auth	Maryland and PA Railroad	2/7/2001	1424 / 4286	Addendum – York
York City Sewer Auth	York City School Dist.	3/12/2001	1427 / 6924	ROW – W Manch Twp
York City Sewer Auth	John E. Gearhart	3/12/2001	1427 / 6935	ROW – York
York City Sewer Auth	York College of PA	5/24/2001	1438 / 4147	Termination – Spring Garden Twp
York City Sewer Auth	B.B., Jr., Inc.	12/11/2002	1533 / 7073	ROW – Manch Twp
York City Sewer Auth	Creekside Investors, LP	1/10/2003	1539 / 7893	ROW – York
York City Sewer Auth	Bradley B. Smith	6/23/2004	1660 / 6513	Order – York
York City Sewer Auth	John E. Gearhart	1/18/2008	1943 / 7314	Declaration – York
York City Sewer Auth	Cresticon Inc.	1/18/2008	1943 / 7327	Declaration – York
York City Sewer Auth	Svedala Industries Inc.	3/20/2008	1954 / 5867	ROW – Spring Garden Twp
York City Sewer Auth	York College of PA	6/16/2008	1970 / 5362	ROW – Spring Garden Twp

GRANTEE	GRANTOR	REC. DATE	BOOK / PAGE	DESCRIPTION
York City Sewer Auth	Bradley B. Smith	9/10/2008	1984 / 6347	Order – York
York City Sewer Auth	Metso Minerals Indust. Inc.	12/17/2009	2056 / 3789	Extension – Spring Garden Twp
York City Sewer Auth	Metso Minerals Indust. Inc.	1/17/2010	2079 / 7388 Ref. 1954 / 5867	Extension – Spring Garden Twp
York City Sewer Auth	John E. Gearhart	11/18/2010	2102 / 2115	ROW – York
York City Sewer Auth	Harley-Davidson Mot. Co.	7/18/2013	2241 / 7178	ROW – Manch Twp
York City Sewer Auth	County of York PA	11/13/2014	2299 / 3520	ROW – Manch Twp
York City Sewer Auth	Columbia Gas of PA Inc.	12/20/2017	2452 / 2737	ROW – Manch Twp
York City Sewer Auth	Manchester Twp Mun Auth	5/4/2018	2469 / 991	ROW – Manch Twp
York City Sewer Auth	Molt LLC	7/23/2018	2479 / 7170	ROW – Manch Twp
York City Sewer Auth	County of York PA	9/18/2019	2536 / 3183	ROW – Manch Twp
York City Sewer Auth	Harley-Davidson Mot. Co.	12/3/2019	2548 / 2149 Ref. 2241 / 7178	Amendment – Manch Twp

Schedule 4.10
Equipment and Machinery

[To be provided]²

² All items not specifically noted as Excluded Assets in Schedule 2.02(h) will be included. The equipment and machinery list in the Engineer's Assessment prepared by Buchart Horn will be incorporated by reference.

Schedule 4.11(b)
City's Plans and City's Benefit Obligations

Collective Bargaining Agreement between Teamsters Local 776 and the City of York.
Expires December 31, 2022.

City of York Officers and Employees Retirement Fund

Deferred Compensation 457(b) Plan by Nationwide

Capital Blue Cross Health Insurance Plan (PPO)

Delta Dental Basic and Enhanced Dental Plans

Vision Coverage by Vision Benefits of America

Prescription Drug Coverage by Express Scripts

Flexible Spending Account (FSA) by Chard Snyder

OSS Company Direct Program

Ancillary Benefits by Colonial Life (Disability, Accident, Cancer, Critical Illness, Life)

Life Insurance and Supplemental Life Insurance by The Standard

Education Assistance Program Tuition Reimbursement

Schedule 4.11(c)
Multiemployer Plans

None.

Schedule 4.11(d)
Employee Benefit Plans

Collective Bargaining Agreement between Teamsters Local 776 and the City of York.
Expires December 31, 2022.

City of York Officers and Employees Retirement Fund

Deferred Compensation 457(b) Plan by Nationwide

Capital Blue Cross Health Insurance Plan (PPO)

Delta Dental Basic and Enhanced Dental Plans

Vision Coverage by Vision Benefits of America

Prescription Drug Coverage by Express Scripts

Flexible Spending Account (FSA) by Chard Snyder

OSS Company Direct Program

Ancillary Benefits by Colonial Life (Disability, Accident, Cancer, Critical Illness, Life)

Life Insurance and Supplemental Life Insurance by The Standard

Education Assistance Program Tuition Reimbursement

Schedule 4.11(f)
Severance Agreements

None.

Schedule 4.12(a)
Personnel Contracts

Collective Bargaining Agreement between Teamsters Local 776 and the City of York.
Expires December 31, 2022.

Schedule 4.12(b)
Accrued Personnel Vacation and Sick Leave

None.

Schedule 4.13
Environmental Compliance

On April 2, 2020, the City of York received a Request for Information under Section 308 of the federal Clean Water Act issued by the U.S. Environmental Protection Agency (“EPA”). The City of York responded to the Request for Information on May 22, 2020. On December 10, 2020, the City of York received a Notice of Potential Violations and Opportunity to Confer regarding NPDES Permit No. PA0026263. A draft Administrative Order for Compliance on Consent (“AOCC”) was attached to EPA's December 10, 2020 correspondence.

Schedule 4.14
Seller's Authorizations and Permits

Permit No.	Facility
PAG-08-3501 and all amendments, modifications, and/or revisions	York City Wastewater Treatment Plant 1701 Black Bridge Road York, PA 17402
67-05013 and all amendments, modifications, and/or revisions	York City Wastewater Treatment Plant 1701 Black Bridge Road York, PA 17402
PAC670168 and all amendments, modifications, and/or revisions	YCSA Manchester Interceptor 1701 Black Bridge Road York, PA 17402
PA0026263 and all amendments, modifications, and/or revisions	York City Wastewater Treatment Plant 1701 Black Bridge Road York, PA 17402
6709402 and all amendments, modifications, and/or revisions	York City Wastewater Treatment Plant 1701 Black Bridge Road York, PA 17402
6796408 and all amendments, modifications, and/or revisions	York City Wastewater Treatment Plant 1701 Black Bridge Road York, PA 17402
6717409 and all amendments, modifications, and/or revisions	York City Wastewater Treatment Plant 1701 Black Bridge Road York, PA 17402
6708401 and all amendments, modifications, and/or revisions	York City Wastewater Treatment Plant 1701 Black Bridge Road York, PA 17402
6785418 and all amendments, modifications, and/or revisions ³	York City Wastewater Treatment Plant 1701 Black Bridge Road York, PA 17402
6700404 and all amendments, modifications, and/or revisions	York City Wastewater Treatment Plant 1701 Black Bridge Road York, PA 17402
6784419 and all amendments, modifications, and/or revisions	York City Wastewater Treatment Plant 1701 Black Bridge Road York, PA 17402
6795410 and all amendments, modifications, and/or revisions	York City Wastewater Treatment Plant 1701 Black Bridge Road York, PA 17402
Storage Tank Registration Permit/Certification and all	York City Wastewater Treatment Plant 1701 Black Bridge Road

³ The City of York has provided copies of Amendment Nos. 99-1 and 02-1 to WQMP No. 6785418. A copy of the original 1986 WQMP No. 6785418 could not be located.

Permit No.	Facility
amendments, modifications, and/or revisions	York, PA 17402

Schedule 4.15
System Contracts

No.	Name of Contract	Parties to Contract	Date of Contract
1	2018 CSL – City of York Agreement	<ul style="list-style-type: none"> - CSL Services, Inc. - City of York 	June 28, 2018
2	Aquatics Informatics Services Agreement	<ul style="list-style-type: none"> - City of York - Aquatic Informatics 	July 1, 2020
3	Articles of Agreement with Spring Garden Township	<ul style="list-style-type: none"> - Spring Garden Township - City of York 	December 8, 1976
4	Articles of Agreement with Manchester Township	<ul style="list-style-type: none"> - Manchester Township - City of York 	December 9, 1976
5	Articles of Agreement with North York Borough	<ul style="list-style-type: none"> - North York Borough - City of York 	December 10, 1976
6	Articles of Agreement with West Manchester Township	<ul style="list-style-type: none"> - West Manchester Township - City of York 	December 10, 1976
7	Articles of Agreement with West York Borough	<ul style="list-style-type: none"> - West York Borough - City of York 	December 13, 1976
8	Articles of Agreement with York Township	<ul style="list-style-type: none"> - York Township - City of York 	December 10, 1976
12	BH Proposal for Engineering Serv. 3-27-20	<ul style="list-style-type: none"> - Bucharth Horn, Inc. - City of York 	April 16, 2020
13	BH Proposal for Filter Replacement Project	<ul style="list-style-type: none"> - Bucharth Horn, Inc. - City of York 	January 15, 2020
14	BH Proposal for Clarifier Upgrades Construction Phase Design	<ul style="list-style-type: none"> - Bucharth Horn, Inc. - City of York 	December 10, 2019

15	BH Renewal for On Call Technical Support 2020	<ul style="list-style-type: none"> - Buchart Horn, Inc. - City of York 	January 15, 2019
16	Billing and Revenue Service Agreement City of York as Filed with PUC	<ul style="list-style-type: none"> - City of York - York Water Company 	October 18, 2019
17	City of York, PA, and Sunshine Call Center Contract	<ul style="list-style-type: none"> - Sunshine Communication Services - City of York 	November 1, 2016
18	Control Systems 21 Instrumentation Repair and Maintenance Service Agreement	<ul style="list-style-type: none"> - City of York - Control Systems 21 	January 2, 2018
21	Executed Aqua Aerobics Change Order for Filter Replacement	<ul style="list-style-type: none"> - City of York - Aqua-Aerobic Systems 	April 16, 2020
22	Executed Aqua Aerobics Proposal for Filter Replacement	<ul style="list-style-type: none"> - City of York - Aqua-Aerobic Systems 	January 22, 2020
23	Executed BH Proposal for 2020 Interceptor Master Plan	<ul style="list-style-type: none"> - Buchart Horn, Inc. - City of York 	April 16, 2020
24	Executed Buchart Horn Proposal for Prospect Street Interceptor	<ul style="list-style-type: none"> - Buchart Horn, Inc. - City of York 	April 16, 2020
25	Executed CPP Construction Agreement for Primary Clarifier Upgrade	<ul style="list-style-type: none"> - CPP Construction Company - Buchart Horn Inc. - City of York 	January 15, 2020
26	Executed CPP Construction Change Order No. 1 for	<ul style="list-style-type: none"> - CPP Construction Company 	February 20, 2020

	Primary Clarifier Upgrade	<ul style="list-style-type: none"> - Buchart Horn Inc. - City of York 	
27	Executed Garden Spot Mechanical Agreement for Filter Replacement	<ul style="list-style-type: none"> - Garden Spot Mechanical, Inc. - Buchart Horn Inc. - City of York 	May 22, 2020
28	Executed PSI Pumping Solutions Agreement for Electrical Contract for Filter Replacement	<ul style="list-style-type: none"> - PSI Pumping Solutions, Inc. - Buchart Horn Inc. - City of York 	May 22, 2020
29	Executed PSI Pumping Solutions Agreement for General Contract for Filter Replacement	<ul style="list-style-type: none"> - PSI Pumping Solutions, Inc. - Buchart Horn Inc. - City of York 	May 22, 2020
30	Garden Spot Mechanical Agt. Effluent Filter Replacement 2020	<ul style="list-style-type: none"> - Garden Spot Mechanical, Inc. - Buchart Horn Inc. - City of York 	May 22, 2020
32	Microturbine Maintenance (Efinity) Contract	<ul style="list-style-type: none"> - E-Finity Distributed Generation, LLC - City of York 	June 6, 2017
35	PSI Electrical Contract 2020	<ul style="list-style-type: none"> - PSI Pumping Solutions, Inc. - Buchart Horn Inc. - City of York 	May 22, 2020
36	PSI General Contract 2020	<ul style="list-style-type: none"> - PSI Pumping Solutions, Inc. 	May 22, 2020

		<ul style="list-style-type: none"> - Bucharthorn Inc. - City of York 	
37	Shipley Choice Natural Gas Sales Agreement 2019-2022	<ul style="list-style-type: none"> - Shipley Choice LLC - City of York 	April 15, 2019
38	Shut Off Agreement York Water Company and City of York	<ul style="list-style-type: none"> - The York Water Company - City of York 	September 1, 2010
39	Springettsbury Pump Station Agreement 2002	<ul style="list-style-type: none"> - Springettsbury Township - City of York 	March 19, 2002
40	Synagro – City of York 2020 Contract Extension	<ul style="list-style-type: none"> - Synagro Central, LLC - City of York 	April 25, 2020
41	Synagro Agreement 2013	<ul style="list-style-type: none"> - Synagro Central, LLC - City of York 	January 25, 2013
42	Synagro Performance Bond	<ul style="list-style-type: none"> - Synagro Central, LLC - City of York 	April 24, 2015
43	TalenEnergy Retail Electricity Agreement 2020-2021	<ul style="list-style-type: none"> - Talen Energy Marketing, LLC - City of York 	January 13, 2020
44	York Manchester Interceptor Agreement	<ul style="list-style-type: none"> - Manchester Township - York City Sewer Authority 	May 23, 1989

***This schedule remains subject to modification as mutually agreed by the City and the Buyer.*

Schedule 4.16
Compliance with Law, Litigation

Schedule 4.13 is incorporated herein by reference.

Wanda Rios Martinez v. City of York – EEOC Charge No. 530-2017-02650

Schedule 4.18
Title to Acquired Assets; Sufficiency

None.

Schedule 6.03(a)
Personnel

Employee Name	2020 Position/Title
Altland, Jesse	Wastewater Plant Operator II
Brooks, Gary L	Wastewater Plant Operator II
Brose, Matthew K	WWTP Maintenance Mechanic II
Bullock, Percy	Sewer Maintenance Supervisor
Campagne, Frankie	General Manager
Casillas, Eric	WWTP Maintenance Mechanic II
Chavez, Veronica L Whaley	Pretreatment Permit/Compliance Manager
Concino, Joseph A	Senior Chemist
Curry, Justin D	Wastewater Plant Operator II
Cusaac, Anthony	WWTP Maintenance Mechanic II
Diaz Arias, Hidalgo S	Wastewater Treatment Plant Operations Shift Supervisor
Fealtman, Crystal A	Administrative Assistant
Gwynn, Ervin	WWTP Maintenance Mechanic II
Harris, Eric T	Wastewater Collection Operator II
Hoffnagle, James D	Wastewater Collection Operator I
Hoh, Sara	Chemist
Howell, Kevin L	Wastewater Collection Operator II
Kinard, Michael J	Wastewater Collection Operator I
Lewis, Eugene E.	Wastewater Plant Operator II
Longstreet, Erin B	Chemist
Lopez, Hector	Wastewater Plant Operator II
Maszczyk, Eugene	Wastewater Plant Operator II
Millar, Scott T	Wastewater Treatment Plant Maintenance Mechanic Supervisor
Rawlison, James L	Wastewater Collection Operator I
Rivera, Channon K	Wastewater Plant Operator II
Santiago, Joshua J	WWTP Maintenance Mechanic II
Shaffer, Ronald Lee	Wastewater Plant Operator II
Stoudt, John E	Wastewater Plant Operator II
Thomas, Galen	Wastewater Plant Operator II
Trimmer, Jody A	WWTP Maintenance Mechanic II
Walters, Paul D	Wastewater Plant Operator II
Weidman, Miranda L	Wastewater Plant Operator II
Yeatts, Joseph D	Wastewater Collection Operator II
Yeng, Chhoeuth	Wastewater Plant Operator II

Vacant Positions	
Vacant	WWTP Operations Manager

Vacant	Wastewater Treatment Plant Operations Shift Supervisor
Vacant	Wastewater Treatment Plant Operations Shift Supervisor
Vacant	Compliance Officer II
Vacant	Chemist
Vacant	Wastewater Plant Operator II

Schedule 6.04(a)
Base Rate

Annual Sanitary Sewer Rates for Domestic and Commercial Metered Water Users:

- (a) Monthly quantity charge—For each 1000 gallons per month: \$9.37
- (b) Minimum Charge- \$18.00 which shall entitle users 1920 gallons per month of sewer service.

Sewer Rent or Charge for Industrial Waste:

- (a) Monthly charge- For each 1000 gallons per month: \$9.37

Bulk Sewer Rates for Municipalities are set by negotiated contracts.

Schedule 10.01(a)
Seller's Consents and Approvals

Agreement with Metropolitan Edison Company for Alternate Feed Electric Service	<ul style="list-style-type: none"> - Met-Ed Company - City of York 	January 31, 2012
E-Finity Distributed Generation, LLC Contract	<ul style="list-style-type: none"> - E-Finity Distributed Generation, LLC - City of York 	June 6, 2017
Shipley Energy Natural Gas Sales Agreement	<ul style="list-style-type: none"> - Shipley Choice LLC - City of York 	May 1, 2019
TalenEnergy Retail Electricity Agreement	<ul style="list-style-type: none"> - TalenEnergy - City of York 	January 1, 2020
Aquatic Informatics	<ul style="list-style-type: none"> - City of York - Aquatic Informatics 	July 1, 2020
Billing and Revenue Service Agreement	<ul style="list-style-type: none"> - City of York - York Water Company 	October 18, 2019