

**Aqua Pennsylvania, Inc. (“Aqua”)
Statement of Qualifications – Cover Page
August 17, 2012**

The following is a list of key personnel (“Team Members”) at Aqua and Aqua America, Inc. (“AA”), who may be involved in the due diligence, negotiation, financing and ultimately the management of the “Concession Assets.” These individuals include:

- Nicholas DeBenedictis, Chairman, AA
- Christopher P. Luning, Esq., Senior Vice President, General Counsel & Secretary, AA
- Karl M. Kyriss, P.E., Executive Vice President, AA
- David P. Smeltzer, CPA, Executive Vice President & CFO, AA
- Christopher H. Franklin, MBA, Executive Vice President, President & COO, AA
- William Ross, P.E., Senior Vice President, Engineering & Environmental Affairs, AA
- J. Preston Luitweiler, P.E., Vice President & Chief Environmental Officer, AA
- Steve E. Tagert, President, Aqua
- Marc A. Lucca, P.E., Vice President, Production, Aqua
- Susan M. Broussard, Vice President, Human Resources, AA
- William Piszker, Vice President, Information Services, AA
- Robert A. Rubin, CPA, Vice President, Assistant Treasurer, AA
- Dennis Mahoney, P.E., MBA, Vice President, Network Engineering, AA
- Frances P. Orth, Esq., Vice President, Senior Managing Counsel, AA
- Leon Chain, CPA, Controller, Aqua
- Diana Moy Kelly, Treasurer, AA
- Thomas O’Connor, Vice President, Customer Services, AA
- William B. Davis, Vice President, Corporate Development, AA
- Keith E. Gabage, Director, Corporate Development, Aqua

Aqua represents that many of the above individuals have been employed in the water utility industry for at least 10 years or more (each) and will provide biographical background for select individuals, as well as their respective staff, who may be involved in the due diligence, negotiation, financing and ultimately the management and operation of the system(s).

Aqua reserves the right, subject to the prior consent of the Mayor and City Council of the City of Allentown (“Allentown”), to supplement its Team Members with a prime/subcontractor relationship, a partnership or joint venture, or any other arrangement that is legally binding under the laws of the State of Pennsylvania.