

# Supreme Court of Pennsylvania

## Court of Common Pleas Civil Cover Sheet

CENTRE

County

For Prothonotary Use Only:

Docket No:

2025-CN-0064-CI

FILED FOR RECORD  
 2025 JAN 13 PM 12:39  
 JEREMY S. BREON  
 PROTHONOTARY  
 CENTRE COUNTY, PA

The information collected on this form is used solely for court administration purposes. This form does not supplement or replace the filing and service of pleadings or other papers as required by law or rules of court.

SECTION A

**Commencement of Action:**

- Complaint       Writ of Summons       Petition  
 Transfer from Another Jurisdiction       Declaration of Taking

Lead Plaintiff's Name:  
IN RE: ROCK SPRING WATER COMPANY

Lead Defendant's Name:

Are money damages requested?  Yes  No      Dollar Amount Requested:  within arbitration limits  outside arbitration limits (check one)

Is this a *Class Action Suit*?  Yes  No      Is this an *MDJ Appeal*?  Yes  No

Name of Plaintiff/Appellant's Attorney: James N. Bryant, Esq. / Carolyn M. Larrabee, Esq.

Check here if you have no attorney (are a Self-Represented [Pro Se] Litigant)

SECTION B

**Nature of the Case:** Place an "X" to the left of the **ONE** case category that most accurately describes your **PRIMARY CASE**. If you are making more than one type of claim, check the one that you consider most important.

**TORT** (do not include Mass Tort)

- Intentional  
 Malicious Prosecution  
 Motor Vehicle  
 Nuisance  
 Premises Liability  
 Product Liability (does not include mass tort)  
 Slander/Libel/ Defamation  
 Other: \_\_\_\_\_

**CONTRACT** (do not include Judgments)

- Buyer Plaintiff  
 Debt Collection: Credit Card  
 Debt Collection: Other \_\_\_\_\_  
 Employment Dispute: Discrimination  
 Employment Dispute: Other \_\_\_\_\_  
 Other: \_\_\_\_\_

**CIVIL APPEALS**

- Administrative Agencies
- Board of Assessment  
 Board of Elections  
 Dept. of Transportation  
 Statutory Appeal: Other \_\_\_\_\_  
 Zoning Board  
 Other: \_\_\_\_\_

**MASS TORT**

- Asbestos  
 Tobacco  
 Toxic Tort - DES  
 Toxic Tort - Implant  
 Toxic Waste  
 Other: \_\_\_\_\_

**REAL PROPERTY**

- Ejectment  
 Eminent Domain/Condemnation  
 Ground Rent  
 Landlord/Tenant Dispute  
 Mortgage Foreclosure: Residential  
 Mortgage Foreclosure: Commercial  
 Partition  
 Quiet Title  
 Other: \_\_\_\_\_

**MISCELLANEOUS**

- Common Law/Statutory Arbitration  
 Declaratory Judgment  
 Mandamus  
 Non-Domestic Relations Restraining Order  
 Quo Warranto  
 Replevin  
 Other: Appointment of Receiver \_\_\_\_\_

**PROFESSIONAL LIABILITY**

- Dental  
 Legal  
 Medical  
 Other Professional: \_\_\_\_\_

IN THE COURT OF COMMON PLEAS OF CENTRE COUNTY, PENNSYLVANIA  
CIVIL ACTION - LAW

IN RE: ROCK SPRING WATER COMPANY :  
: :  
:

No. 2025-CV-0064-CI

TYPE OF PLEADING:

**EMERGENCY PETITION FOR  
APPOINTMENT OF RECEIVER**

Counsel of Record for this  
Party:

James N. Bryant, Esq.  
PA I.D. 14084

Carolyn M. Larrabee, Esq.  
PA I.D. 93117

BRYANT LARRABEE, P.C.

107 East Main Street  
P. O. Box 551  
Millheim, PA 16854

(814) 349-5666  
(814) 349-2212 (FAX)

Jnbryant1@verizon.net  
cmlarrabee@centrecountylaw.com

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JEREMY S. BREON  
PROTHONOTARY  
CENTRE COUNTY, PA

IN THE COURT OF COMMON PLEAS OF CENTRE COUNTY, PENNSYLVANIA  
CIVIL ACTION - LAW

IN RE: ROCK SPRING WATER COMPANY :  
: :  
:

No. 2025-CV-0064-CJ

**EMERGENCY PETITION FOR APPOINTMENT OF RECEIVER**

AND NOW COME your Petitioners, James N. Bryant, Esq., Carolyn M. Larrabee, Esq., and BRYANT LARRABEE, P.C., representing Rock Spring Water Company, who file this Emergency Petition for Appointment of Receiver, and in support thereof, aver as follows:

- 1) Your Petitioners are James N. Bryant, Esq., and Carolyn M. Larrabee, Esq., of BRYANT LARRABEE, P.C., having an address of 107 East Main Street, Post Office Box 551, Millheim, Centre County, Pennsylvania 16854.
- 2) The respondent is Rock Spring Water Company, a Pennsylvania corporation, with its principal place of business located at 1750 Tadpole Road, Pennsylvania Furnace, Centre County, Pennsylvania 16865.
- 3) Respondent corporation has 12 shareholders, including company president, J. Roy Campbell, and most others being members of the Campbell family and residing locally.
- 4) Respondent corporation serves approximately 1,000 customers in Ferguson Township, Centre County.
- 5) The closest water company to Rock Spring, which is the State College Borough Water Authority (hereinafter referred to as "SCBWA"), has lines 4,000 feet from the easternmost lines of Rock Spring Water Company.

6) Respondent corporation has been managed for several decades by Mr. Campbell, and recently also by his daughter, Elizabeth.

7) Respondent has been the subject of a long-running (four-year) fight with the Pennsylvania Public Utility Commission, as well as the Pennsylvania Department of Environmental Protection. At all times prior to December, 2024, president, Roy Campbell was legally representing himself and the company. He was ordered by the Pennsylvania Public Utility Commission to retain counsel on September 20, 2024.

8) Pursuant to the above-mentioned Order, your Petitioners were hired to represent the corporation.

9) Petitioners persuaded the company president to sign, on behalf of the corporation, a Non-Binding Letter of Intent to sell the company to SCBWA. A true and correct copy of said Notice of Intent is attached hereto and marked as Exhibit 1.

10) Petitioners have received the same cooperation from Mr. Campbell and his daughter as have the various state agencies. That is to say little to none.

11) Over the Christmas holiday and into the New Year, the Campbells placed an automatic electronic mail reply stating that they would return to handle water company business on January 17, 2025.

12) The water system is in a severe state of deferred maintenance and has numerous leaks.

13) Neither Mr. Campbell nor his daughter are capable of managing a water system or assisting in the neat and orderly transfer of the water system to the SCBWA.

14) The obstinacy of the Campbells and the condition of the physical plant and water line poses a clear and present danger to all of Rock Springs' customers which cannot be resolved by present management.

15) None of the corporation's shareholders expressed any interest in assisting with the operation of the business.

16) State College Borough Water Authority is the only viable alternative operator. Granting this Petition will ensure that the customers have prompt service and attention.

WHEREFORE, your Petitioners respectfully request this Honorable Court enter an Order allowing State College Borough Water Authority be appointed Receiver and take over interim operation of Rock Spring Water Company's system until its assets can be formally transferred under the agreement.

*Signatures on following page.*

Respectfully Submitted,

BRYANT LARRABEE, P.C.

By: 

James N. Bryant, Esq.

PA I.D. 14084

107 East Main Street, P.O. Box 551

Millheim, PA 16854

(814) 349-5666

(814) 349-2212 (fax)

Jnbryant1@verizon.net

By: 

Carolyn M. Larrabee, Esq.

PA I.D. 93117

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cmlarrabee@centrecountylaw.com



NON-BINDING LETTER OF INTENT REGARDING THE SALE  
OF ASSETS OF THE ROCK SPRINGS WATER COMPANY

This non-binding Letter of Intent (the "LOI") is made this 13<sup>th</sup> day of DECEMBER, 2024 by and between:

The Rock Spring Water Company (the "Company"), a Pennsylvania domestic business corporation with a business address of 1750 Tadpole Road, Pennsylvania Furnace, PA 16865

And

The State College Borough Authority (the "Authority"), a Pennsylvania municipal authority with a business address of 1201 West Branch Road, State College, Pennsylvania 16801 (collectively the "Parties").

The Company is a public utility as that term is defined by the Pennsylvania Public Utility Code (the "Code"), which pursuant to a Certificate of Convenience issued by the Pennsylvania Public Utility Commission (the "PUC"), owns and operates a water system providing water service to its customers in Ferguson Township, Centre County, Pennsylvania and Franklin Township, Huntingdon County, Pennsylvania.

The Authority is a municipal authority, which pursuant to the Pennsylvania Municipality Authorities Act, owns and operates a water system providing water service to its customers in State College Borough and Benner, College, Ferguson, Harris and Patton Townships in Centre County, Pennsylvania.

The PUC's Bureau of Investigation & Enforcement has commenced a proceeding in which it has filed a Petition to Request the Commission to Open a Section 529 Investigation into the Acquisition of Rock Spring Water Company.

The Pennsylvania Department of Environmental Protection (the "DEP") has commenced a proceeding in which it seeks the enforcement of certain terms and conditions of Orders entered against the Company and a Consent Decree entered into by the Company.

The Company has expressed a desire to sell and the Authority has expressed a desire to purchase all of the Company's assets, real, personal, tangible and intangible on terms and conditions to be negotiated by the Parties.

Subject to the non-binding nature of this LOI, the parties agree to negotiate in good faith toward a definitive and mutually acceptable agreement providing for the Company's sale and the Authority's purchase of the Company's assets (the "Agreement").

Without limiting by specification or otherwise limiting the ability of the Parties to structure the Agreement in the way most agreeable to them, the following provisions are to be included:

A. Purchase of Assets. The Company will sell and the Authority will purchase all of the Company's assets, real, personal, tangible and intangible that are owned and used by the Company in, or necessary for the conduct of, the Company's activities (the "Purchased Assets"). **The Purchased Assets are being sold "as is – where is" with no express or implied warranties, including any implied warranty of merchantability, other than good title free and clear of any and all liens or encumbrances.**

B. Purchase Price. The price to be paid by the Authority for the purchase of the Company's assets will be \$65,000.00.

C. Liabilities. The Company will be responsible for all liabilities of the Company, including accounts payable, accrued expenses, unpaid wages, unpaid taxes related to the Company's activities prior to closing, debts, and leases (with the exception of leases specifically assumed by the Authority). Unless specifically assumed by the Authority in writing, the Company shall deliver the assets free and clear of all liabilities and debt obligations, including contingent liabilities.

Conditions precedent to a final and enforceable agreement will include the following:

A. Satisfactory completion of a reasonable due diligence examination of documents related to the Company by the Authority in its sole discretion, including the review of real estate and easement/right of way information, financial information, billing information, customer information, system information, contracts, operating data, and licensure and environmental records.

B. The absence of any material adverse change in the business or financial condition of the Company from the time of executing this LOI;

D. Approval of the Agreement by at least a majority of the Board of Directors of the Authority and the percentage or number of shareholders of the Company required by its by-laws, rules or regulations;

E. Approval of the Agreement by the PUC and DEP;

F. The Company conducting its business as usual between the date of signing of this Letter and the closing date of this transaction; and

G. Such other terms as the Parties may agree.

This Letter is NOT intended to be, and is agreed by each Party not to be, a binding agreement between the Parties, but merely an expression of their present good faith intent with regard to the transaction described herein based upon preliminary discussions and review. Accordingly, this Letter is subject to revision or new issues that may arise. The transactions contemplated hereby shall not become binding on any Party prior to the execution and delivery of the definitive agreements.



If the general terms outlined in this Letter are not agreed to in writing by December 18, 2024, this LOI shall expire, unless otherwise extended by mutual consent of the Parties.

This LOI constitutes the entire agreement between the Parties with respect to the subject matter hereof and supersedes all prior agreements, oral and written, between the Parties relating thereto.

This LOI may not be amended, modified, or supplemented except by written agreement signed by the Parties. No waiver of any of the provisions of this LOI shall be deemed, or shall constitute, waiver of any other provision.

Any notice or other communication required or permitted hereunder shall be in writing and shall be transmitted via U.S. first-class and electronic mail, as applicable and as follows:

H. If to the Company, to:

Rock Spring Water Company  
1750 Tadpole Road  
Pennsylvania Furnace, PA 16865

With a copy to:

James Bryant, Esquire  
Bryant & Larabee, PC  
103 East Main Street  
P. O. Box 551  
Millheim, PA 16854

I. If to the Authority, to:

State College Borough Water Authority  
1201 West Branch Road  
State College, PA 16801

With a copy to:

Robert A. Mix, Esquire  
Robert Mix Law  
211 Kimport Avenue  
Boalsburg, PA 16827

This Letter shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania.

*Signature page follows.*

IN WITNESS WHEREOF, the Parties hereby enter into this letter of intent on the terms set forth above.

Rock Spring Water Company:	State College Borough Authority:
<hr/>	<hr/>
<i>Signature</i>	<i>Signature</i>
<u>Roy Campbell</u>	<u>Brian C. Heiser</u>
<i>Printed Name and Title</i>	<i>Printed Name and Title</i>
<u>A. Roy Campbell</u>	<u>Brian C. Heiser, Executive Director</u>
<i>Date</i>	<i>Date</i>
<u>12/13/2024</u>	<u>December 16, 2024</u>

IN THE COURT OF COMMON PLEAS OF CENTRE COUNTY, PENNSYLVANIA  
CIVIL ACTION - LAW

IN RE: ROCK SPRING WATER COMPANY :  
: No. 2025-CV-0064-CI  
:

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the within Emergency Petition for Appointment of Receiver was served by depositing the same via electronic mail, addressed to the following:

<b>Robert A. Mix, Esq.</b> <b>State College Borough</b> <b>Water Authority (SCBWA)</b> <b>211 Kimport Avenue</b> <b>Boalsburg, PA 16827</b> <b>Bmix470@gmail.com</b>	<b>Amanda Chaplin, Esq.</b> <b>Glenn P. Masser, Esq.</b> <b>Commonwealth of Pennsylvania</b> <b>Dept. of Environmental Protection</b> <b>208 West Third Street, Suite 101</b> <b>Williamsport, PA 17701</b> <b>achaplin@pa.gov</b> <b>gmasser@pa.gov</b>
<b>Honorable John Coogan</b> <b>Carrie B. Wright</b> <b>PA Public Utilities Commission</b> <b>Bureau of Investigation</b> <b>and Enforcement</b> <b>400 North Street</b> <b>Harrisburg, PA 17120</b> <b>jcoogan@pa.gov</b> <b>cawright@pa.gov</b>	<b>Jacob D. Guthrie, Esq.</b> <b>Emily A. Farren, Esq.</b> <b>Office of Consumer Advocate</b> <b>555 Walnut Street, 5<sup>th</sup> Floor</b> <b>Harrisburg, PA 17101-1923</b> <b>JGuthrie@paoca.org</b> <b>EFarren@paoca.org</b> <b>OCARockSpring@paoca.org</b>
<b>Elizabeth A. Dupuis, Esq.</b> <b>Morgan M. Madden, Esq.</b> <b>Babst Calland Clements &amp; Zomnir, P.C.</b> <b>330 Innovation Blvd., Suite 302</b> <b>State College, PA 16803</b> <b>bdupuis@babstcalland.com</b> <b>mmadden@babstcalland.com</b>	<b>Elizabeth Rose Triscari, Esq.</b> <b>Teresa K. Harrold, Esq.</b> <b>Pennsylvania - American Water Co.</b> <b>852 Wesley Drive</b> <b>Mechanicsburg, PA 17055</b> <b>elizabeth.triscari@amwater.com</b> <b>teresa.harrold@amwater.com</b>

<b>Alexander R. Stahl, Esq.</b> <b>Aqua Pennsylvania, Inc.</b> <b>762 West Lancaster Avenue</b> <b>Bryn Mawr, PA 19010</b> <b>astahl@aquaamerica.com</b>	<b>Rebecca Lyttle, Esq.</b> <b>Office of Small Business Advocate</b> <b>555 Walnut Street, 1<sup>st</sup> Floor</b> <b>Harrisburg, PA 17101</b> <b>relyttle@pa.gov</b>
<b>David P. Zambito, Esq.</b> <b>Jonathan P. Nase, Esq.</b> <b>Cozen O'Connor</b> <b>17 North Second Street, Suite 1410</b> <b>Harrisburg, PA 17101</b> <b>dzambito@cozen.com</b> <b>jnase@cozen.com</b>	<b>James C. Cagle</b> <b>Veolia Water</b> <b>310 Allentown Boulevard, Suite 104</b> <b>Harrisburg, PA 17112</b> <b>james.cagle@veolia.com</b>

I hereby certify that a true and correct copy of the within Emergency Petition for Appointment of Receiver was served by depositing the same with the United States Postal Service, postage prepaid, and by Certified Mail Restricted Delivery, return receipt requested, to the following addresses:

<b>J. Roy Campbell</b> <b>4607 West Whitehall Road</b> <b>Pennsylvania Furnace, PA 16865</b>	<b>Sue Campbell</b> <b>150 Farmers Way</b> <b>Pennsylvania Furnace, PA 16865</b>
<b>Frances Campbell</b> <b>400 Plainfield Road</b> <b>Pennsylvania Furnace, PA 16865</b>	<b>Charles Williams</b> <b>140 Fisher Run Road</b> <b>Bloomsburg, PA 17815</b>
<b>Edith Williamson</b> <b>8795 Old Dumfries Road</b> <b>Catlett, VA 20119</b>	<b>Clay Campbell</b> <b>401 Plainfield Road</b> <b>Pennsylvania Furnace, PA 16865</b>
<b>C. John Campbell</b> <b>150 Farmers Way</b> <b>Pennsylvania Furnace, PA 16865</b>	<b>Elizabeth Campbell</b> <b>4607 West Whitehall Road</b> <b>Pennsylvania Furnace, PA 16865</b>

<b>Emilie Campbell</b> 4607 West Whitehall Road Pennsylvania Furnace, PA 16865	<b>Julie Campbell</b> 2806 Orange Grove Trail Naples, FL 34120
<b>Michael Dodge</b> 2806 Orange Grove Trail Naples, FL 34120	<b>James Harper</b> 5220 West Whitehall Road Pennsylvania Furnace, PA 16865

By: Carolyn M. Larrabee  
Carolyn M. Larrabee, Esq.

DATED: January 13, 2025

IN THE COURT OF COMMON PLEAS OF CENTRE COUNTY, PENNSYLVANIA  
CIVIL ACTION - LAW

IN RE: ROCK SPRING WATER COMPANY :  
: :  
:

No. 2025-CN-006A-CI

**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: Counsel for Rock Spring Water Co.

Signature:  \_\_\_\_\_

Name: James N. Bryant, Esq.

Attorney No. 14084