

THE STATE OF NEW HAMPSHIRE
PUBLIC UTILITIES COMMISSION

DW 06-094

ORDER OF NOTICE

On June 22, 2006, Aquarion Water Company of New Hampshire (Aquarion) and Macquarie Utilities, Inc. (Macquarie) jointly filed a verified petition with the New Hampshire Public Utilities Commission (Commission) for approval pursuant to RSA 369:8, II and RSA 374:33 of the indirect acquisition of Aquarion by Macquarie. Aquarion serves approximately 8,700 customers in Hampton, North Hampton and Rye.

According to the petition, the ultimate owner of Aquarion is currently Kelda Group, plc., a public limited company organized under the laws of England and Wales. Through a subsidiary, Kelda Group, plc proposes to sell Aquarion and certain affiliated water utilities to Macquarie, a corporation organized under Delaware law which is owned by two investment entities, Macquarie Infrastructure Partners and Macquarie Utilities, LP. The petition states that Macquarie Utilities Inc. is a member of the Macquarie group, comprised of Macquarie Bank Limited (an Australian financial institution) and its subsidiaries, funds and affiliates. The petition further states that the Macquarie group has “over \$24 billion of infrastructure and infrastructure-like equity currently under its management.” The petitioners state that the transaction will not adversely affect the rates, terms, service, or operation of Aquarion in New Hampshire.

RSA 374:33 provides for review and approval of certain corporate acquisitions involving New Hampshire utilities upon a finding by the Commission that the transaction is lawful, proper

and in the public interest. RSA 369:8, II(b)(1) provides that, to the extent the Commission's approval of a utility acquisition is required by RSA 374:33 or any other statute, such approval "shall not be required if the public utility files with the commission a detailed written representation no less than 60 days prior to the anticipated completion of the transaction that the transaction will not have an adverse effect on rates, terms, service, or operation of the public utility within the state." RSA 369:8, II(b)(3) and (4) give the Commission an initial 30-day period, subject to a 30-day extension, in which, after the opportunity for a hearing, to make a "preliminary written determination" of such adverse effects, in which case the transaction would be subject to further review after an opportunity for the petitioners to revise their approval request. The Commission will conduct a prehearing conference to commence its consideration of whether, among other things, the proposed acquisition by Macquarie could have an adverse impact with respect to the rates, terms, service or operation of Aquarion in New Hampshire.

Based upon the foregoing, it is hereby

ORDERED, that a Prehearing Conference, pursuant to N.H. Admin. Rules Puc 203.15, be held before the Commission located at 21 S. Fruit St., Suite 10, Concord, New Hampshire on July 14, 2006 at 9:00 a.m., at which each party will provide a preliminary statement of its position with regard to the petition and any of the issues set forth in N.H. Admin. Rule Puc 203.15(c) shall be considered; and it is

FURTHER ORDERED, that, immediately following the Prehearing Conference, Petitioners, the Staff of the Commission and any Intervenors hold a Technical Session to review the petition and allow Petitioners to provide any amendments or updates to its filing; and it is

FURTHER ORDERED, that pursuant to N.H. Admin. Rules Puc 203.12, Petitioners shall notify all persons desiring to be heard at this hearing by publishing a copy of this Order of Notice no later than July 8, 2006, in the *Portsmouth Herald* and the *Union Leader*, publication to be documented by affidavit filed with the Commission on or before July 14, 2006; and it is

FURTHER ORDERED, that Petitioners serve an accurate and complete copy of their petition and a copy of this Order of Notice on the clerks of the towns of Hampton, North Hampton and Rye, New Hampshire, by first class U.S. Mail, postmarked no later than July 7, 2006; and it is

FURTHER ORDERED, that pursuant to N.H. Admin. Rules Puc 203.17, any party seeking to intervene in the proceeding shall submit to the Commission an original and eight copies of a Petition to Intervene with copies sent to Petitioners and the Office of the Consumer Advocate on or before July 11, 2006, such Petition stating the facts demonstrating how its rights, duties, privileges, immunities or other substantial interests may be affected by the proceeding, as required by N.H. Admin. Rule Puc 203.17 and RSA 541-A:32, I(b); and it is

FURTHER ORDERED, that any party objecting to a Petition to Intervene make said Objection on or before July 14, 2006.

By order of the Public Utilities Commission of New Hampshire this third day of July,
2006.

A handwritten signature in dark ink, appearing to read "Debra A. Howland", written over a horizontal line.

Debra A. Howland
Executive Director & Secretary

Individuals needing assistance or auxiliary communication aids due to sensory impairment or other disability, should contact the Americans with Disabilities Act Coordinator, NHPUC, 21 S. Fruit St., Suite 10, Concord, New Hampshire 03301-2429; 603-271-2431; TDD Access: Relay N.H. 1-800-735-2964. Notification of the need for assistance should be made one week prior to the scheduled event.