

Pennichuck Corporation

Request for Qualification for Legal Services
Related to Regulatory Filings and Testimony with the
New Hampshire Public Utilities Commission

Pennichuck Corporation, on behalf of its regulated water companies, Pennichuck Water Works, Inc., Pennichuck East Utility, Inc., and Pittsfield Aqueduct Company, Inc. (the “regulated companies”) is requesting a pre-qualification for law firms interested in representing the regulated companies before the New Hampshire Public Utilities Commission. Based on the results of the pre-qualification, Pennichuck Corporation will then issue a request for proposal for legal services related to representation before the New Hampshire Public Utilities Commission to qualified attorneys.

Information to be provided to the Company includes the following:

- Name of the firm;
- Name of attorney who would be responsible for the services;
- Location of the office which would service the account;
- Experience in representation before the New Hampshire Public Utilities Commission;
- Number and name of partners and of staff who have experience in practice before the New Hampshire Public Utilities Commission;
- Experience with water utilities, if any; and
- Familiarity with the Commission’s Order 25,292 approving the City of Nashua’s acquisition of Pennichuck Corporation.

Qualification information must be submitted to the Company’s Corporate Secretary at the following address by June 18, 2012:

Corporate Secretary
Pennichuck Corporation
25 Manchester Street
Merrimack, NH 03054

or by email to “suzanne.ansara@pennichuck.com”.

John L. Patenaude
Chief Executive Officer
Pennichuck Corporation
(603) 913-2301

PENNICHUCK CORPORATION

Request for Fee Proposal – Legal Services

Regulatory Filings, Testimony and Representation before the
New Hampshire Public Utilities Commission

Thank you for providing your firm's qualifications to provide legal services related to the representation of Pennichuck Corporation's regulated subsidiaries before the New Hampshire Public Utilities Commission (PUC). Pennichuck Corporation, on behalf of its regulated water companies, Pennichuck Water Works, Inc., Pennichuck East Utility, Inc., and Pittsfield Aqueduct Company, Inc., is requesting fee proposals from your firm associated with regulatory filings, testimony, administrative matters and representation before the New Hampshire Public Utilities Commission.

Order No. 25,292 issued by the Public Utilities Commission on November 23, 2011 requires the three regulated utility companies to file full rate cases simultaneously by no later than June 1, 2013 with the test year being 2012. The companies expect to commence the preparation for the filing process in the third and fourth quarters of 2012. Also, the companies are in the process of filing updated tariffs with the Public Utilities Commission which may require legal advice and assistance.

Please note that certain regulatory filings such as filings for loans may be completed by the Company and counsel of its choice.

The Company is cognizant that the time requirement by firms relative to the upcoming process is an unknown. Therefore, the Company requests the following information be provided for the fee proposal:

- Hourly rates to be charged for each level of attorney who is expected to provide services to the companies
- Estimated mix (partner versus staff) of attorney time (as a percentage) for the following efforts for each company case filing:
 - Rate case planning
 - meetings with company staff
 - meetings with PUC and company staff
 - Rate case filing
 - review of rate case schedules
 - review of testimony prepared by the company
 - development of rate case petition
 - Rate case meetings / hearings
 - prehearing conference
 - temporary rates technical session
 - temporary rates settlement conference
 - temporary rates hearing on the merits
 - permanent rates technical session
 - permanent rates settlement conference
 - permanent rates hearing on the merits

- Discovery review, comments and filing of data responses to PUC on temporary rates regarding company testimony
 - Discovery review, comments and filing of data responses to PUC on permanent rates regarding company testimony
 - Discovery review, comments and filing of data responses to PUC for expert witness testimony.
 - Review of PUC audit report and company responses to PUC audit
 - Review of staff / intervenor testimony – temporary rates – to develop data requests
 - Review of staff / intervenor testimony – permanent rates – to develop data requests
 - Review and develop rebuttal testimony (if required)
 - Meetings with the impacted communities
- Does your firm bill a fixed administrative fee for each billing? If yes, what is the percentage?

The Company expects the quoted fees to be in place through the end of the 2013 rate making process.

Please forward the requested information by no later than July 9, 2012 to:

Suzanne L. Ansara
Corporate Secretary
Pennichuck Corporation
25 Manchester Street
Merrimack, NH 03054

or by email to: suzanne.ansara@pennichuck.com.

Once the fees are provided, the Company will ask two finalists to meet with the Company's management team possibly on July 12, July 13 or July 16.

A final decision will be made on July 27, 2012.

John L. Patenaude
Chief Executive Officer
Pennichuck Corporation
(603) 913-2301

M E M O

July 24, 2014

TO: File

FROM: Charlie Hoepper

RE: Legal Representation – Regulatory Affairs

Order number 25,292 issued by the New Hampshire Public Utilities Commission and the Settlement Agreement thereunder requires rate cases for Pennichuck Water Works, Inc. (PWW), Pennichuck East Utility, Inc. (PEU) and Pittsfield Aqueduct Company (PAC) to be filed by June 1, 2013. As part of the process in preparing for the rate cases, the Company had gone through a process to select a law firm to represent the Company before the New Hampshire Public Utilities Commission.

The process followed by the Company in selecting a regulatory law firm was as follows:

- (1) Request for Qualifications were provided to five (5) law firms. Attached is the Request for Qualifications (RFQ). In response, one law firm decided to not participate in the process.
- (2) Request for Fee Proposals were provided to the qualified firms. Attached is the Request for Fee Proposal (RFP). Of the four (4) law firms responding, two (2) law firms was selected as finalists based on the lowest costs.

The two firms chosen as finalists were very close in fees and experience. Devine, Millimet and Branch was chosen as their experience more closely related to the Company needs.

Pennichuck Corporation
Pennichuck Regulated Subsidiaries Capital Requisition Policy
5/22/2006

Any project, piece of equipment or services that are expected to exceed \$1,000 in value and that will be capitalized shall be acquired as follows:

1. Items/Services being requisitioned must have been approved through the Company's Annual Capital Expenditure policy.
2. Proposals/bids should be sought for all requisitions over \$10,000. If time, or product/service uniqueness, or other reasons result in a sole source requisition without a proposals/bids being sought the reason for the sole source acquisition should be written up in the form of a memo by the project manager and the memo should be approved by the Company Officer to whom the project manager reports. The memo should be retained in the project file. In all cases, the goal of the Company is to seek the best possible value for the customer through an objective and fair process of seeking proposals/bids from competitive vendors.
3. The results of the proposals/bids sought, where the value exceeds \$10,000, should be posted to the bid/proposal spread sheet found at **J:\Bids - Proposals\PWW, PEU. PAC Bid Tabulation.xls**.
4. All Bid/Proposal documentation must be kept for a minimum of 5 years after the requisition is completed or until the next rate case which ever is a longer time frame.
5. Complete a blue expenditure form. If the procurement requires that an E-22 be filed with the NHPUC then the equipment/services to be procured should not be acquired until 30 days after the E-22 has been filed. The limits for which E-22's must be filed are as follows:
 - Pennichuck Water – E-22 required for all requisitions/projects in excess of \$50,000.
 - Pennichuck East – E-22 required for all requisitions/projects in excess of \$30,000.
 - Pittsfield Aqueduct – E-22 required for all requisitions/projects in excess of \$15,000
6. The blue expenditure form must be signed by the CEO, the CFO and the Vice President who is responsible for the department that is requesting the expenditure, if the amount of the requisition is in excess of \$50,000 or is not budgeted. In the event that the amount of the requisition is less than \$50,000 and was budgeted for in the approved Capital Budget then the blue expenditure form needs only to be signed by the CFO or the CEO and the Vice President who is responsible for the department that is requesting the expenditure.