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**INSIGHT MATTERS**

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Please reply to: Concord Office

January 9, 2024

**VIA ELECTRONIC MAIL**

Daniel C. Goldner, Chairman  
New Hampshire Public Utilities Commission  
21 South Fruit Street, Suite 10  
Concord, NH 03301-2429

**Re: Petition of Pennichuck Water Works, Inc., Pennichuck  
East Utility, Inc., and Pittsfield Aqueduct Company  
Inc., for Approval of a Consolidation of Pennichuck  
East Utility, Inc. and Pittsfield Aqueduct Company, Inc.  
with Pennichuck Water Works, Inc.  
Docket DW 23-101**

Dear Chairman Goldner:

On behalf of Pennichuck East Utility, Inc., Pittsfield Aqueduct Company and Pennichuck Water Works, Inc., (hereinafter “Companies”) please find the attached Affidavit of Compliance with exhibits evidencing publication of the Commencement of Adjudicative Proceeding and Notice of Prehearing Conference (“Notice”) issued by the NH Public Utility Commission (“Commission”) on January 5, 2024 in Docket No. DW 23-101. This Affidavit of Compliance is filed pursuant to the Notice and PUC Rules 203.12(b) as proof that the Notice was posted on the Companies’ website on January 5, 2024.

This filing is made electronically in accordance with the Secretarial Letter dated March 17, 2020. Please let me know if you have any questions or concerns. Thank you for your attention to this matter.

Sincerely,



James J. Steinkrauss

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**INSIGHT MATTERS**

Chairman Daniel C. Goldner, New Hampshire Public Utilities Commission

January 9, 2024

Page 2

Enc.

Cc: Docket Service List (via electronic mail)  
Michael Courtney, Esq., (via electronic mail) for the Town of Bedford

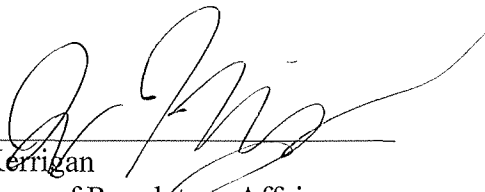
STATE OF NEW HAMPSHIRE  
PUBLIC UTILITY COMMISSON  
Docket DW 23-101

\_\_\_\_\_)  
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PENNICHUCK EAST UTILITY, INC., PITTSFIELD )  
AQEDUCT COMPANY, AND PENNICHUCK WATER )  
WORKS, INC. )  
\_\_\_\_\_)  
Joint Petition for Approval of Consolidation of Pennichuck )  
East Utility, Inc. and Pittsfield Aqueduct Company with )  
Pennichuck Water Works, Inc. )  
\_\_\_\_\_)  
\_\_\_\_\_)

Affidavit of Notice Compliance

On January 5, 2024, Pennichuck East Utility, Inc., Pittsfield Aqueduct Company, Inc., and Pennichuck Water Works, Inc. (hereinafter the “Companies”) published on its website the Commencement of Adjudicative Proceeding and Notice of Prehearing Conference (“Notice”) issued by the NH Public Utility Commission (“Commission”) on January 5, 2024 in Docket No. DW 23-101 regarding the Joint Petition for Approval of Consolidation of Pennichuck East Utility, Inc. and Pittsfield Aqueduct Company with Pennichuck Water Works, Inc. This publication was done pursuant to PUC Rule 203.12(b) and in accordance with the terms of the Notice. A true and accurate copy of the evidence of publication on the Company’s website is attached hereto as Exhibit A, in accordance with PUC Rule 203.12(d).

Signed under the pains and penalties of perjury this the 5<sup>th</sup> day of January 2024.

By:   
\_\_\_\_\_  
Jay Kerrigan  
Manager of Regulatory Affairs

**EXHIBIT A**

**Copy of the Publication of the Commencement of Adjudicative Proceeding and Notice of  
Prehearing Conference – DW 23-101 on the Company's Website  
January 5, 2024**



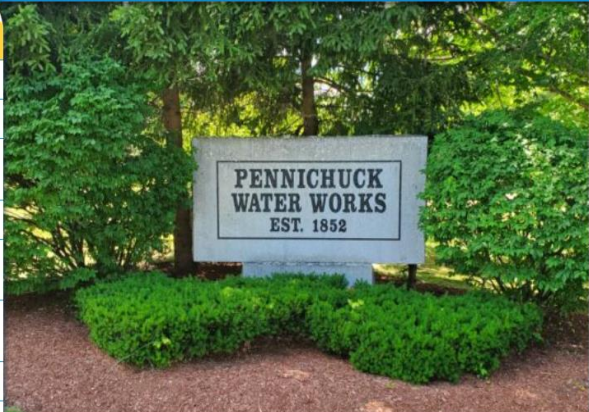
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- Management and Financial Information
- Contracted Water Operational Services
- Engineering
- Career Opportunities
- Useful Resources
- Contact Us
- Respectful Workplace Policy



**Public Utilities Commission (PUC) Activity: Please click here to view all filings, petitions, and orders.**

**Mission:** Pennichuck Corporation's Mission is to be a premier supplier of water in New Hampshire by providing reliable, high quality, and affordable water in sufficient quantities, and New England's premier supplier of water related contract services by providing high quality solutions to meet our customer's needs.

## WHAT'S NEW

### [Pennichuck East Utility, Pittsfield Aqueduct Company, and Pennichuck Water Works – Joint Petition for Approval of Consolidation](#)

#### [Commencement of Adjudicative Proceeding and Notice of Prehearing Conference](#)

On December 15, 2023, Pennichuck East Utility, Inc. (PEU), Pittsfield Aqueduct Company (PAC), and Pennichuck Water Works, Inc. (PWW)(Collectively, the Joint Petitioners) filed a joint petition requesting that the Commission approve PWW's acquisition of PEU and PAC pursuant to agreements and plans of merger. In support of their petition, the Joint Petitioners submitted the direct testimony and related attachments of: John J. Boisvert, Chief Engineer of PWW (Boisvert Testimony); Donald L. Ware, Chief Operating Officer of PWW (Ware Testimony); and George Torres, the Chief Financial Officer, Treasurer, and Corporate Controller of PWW and Pennichuck Corporation (Penn Corp). All docket filings, other than any information subject to confidential treatment, are available on the Commission's website at [www.puc.nh.gov/regulatory/docketbk/2023/23-101/html](http://www.puc.nh.gov/regulatory/docketbk/2023/23-101/html).  
[See Notice Here](#)

The Commission has scheduled a **Pre-Hearing Conference** to be held at the Commission's Offices in Concord on **February 6, 2024 at 9:00am**. At the Pre-hearing Conference, the Commission will hear preliminary statements from PWW and other parties, and will consider requests for formal intervener status. Individuals seeking to intervene in the proceedings shall file with the Commission a petition to intervene with copies sent to Joint Petitioners and any other parties on the service list, on or before January 19, 2024.

The Pre-Hearing Conference is open to the public. Customers and other interested parties are invited to attend the Pre-Hearing and comment on PWW's request. Those unable to attend the hearing may submit written comments to the New Hampshire Public Utilities Commission at 21 South Fruit Street, Suite 10, Concord NH 03301 or via e-mail at [puc@puc.nh.gov](mailto:puc@puc.nh.gov)

**STATE OF NEW HAMPSHIRE  
PUBLIC UTILITIES COMMISSION**

**DW 23-101**

**PENNICHUCK EAST UTILITY, INC., PITTSFIELD AQUEDUCT COMPANY,  
AND PENNICHUCK WATER WORKS, INC.**

**Joint Petition for Approval of Consolidation of Pennichuck East Utility, Inc.  
and Pittsfield Aqueduct Company with Pennichuck Water Works, Inc.**

**COMMENCEMENT OF ADJUDICATIVE PROCEEDING  
AND NOTICE OF PREHEARING CONFERENCE**

On December 15, 2023, Pennichuck East Utility, Inc. (PEU), Pittsfield Aqueduct Company (PAC), and Pennichuck Water Works, Inc. (PWW) (collectively, the Joint Petitioners) filed a joint petition requesting that the Commission approve PWW's acquisition of PEU and PAC pursuant to agreements and plans of merger. In support of their petition, the Joint Petitioners submitted the direct testimony and related attachments of: John J. Boisvert, Chief Engineer of PWW (Boisvert Testimony); Donald L. Ware, Chief Operating Officer of PWW (Ware Testimony); and George Torres, the Chief Financial Officer, Treasurer, and Corporate Controller of PWW and Pennichuck Corporation (Penn Corp). All docket filings, other than any information subject to confidential treatment, are available on the Commission's website at [www.puc.nh.gov/regulatory/Docketbk/2023/23-101.html](http://www.puc.nh.gov/regulatory/Docketbk/2023/23-101.html).

**I. BACKGROUND AND PROCEDURAL HISTORY**

PEU, PAC, and PWW are regulated public utilities and New Hampshire corporations that are subsidiaries of Penn Corp, a New Hampshire corporation which owns 100 percent of their common stock. Petition (Pet.), ¶ 2. PEU provides water service to more than 9,000 customers located in southern New Hampshire, North

DW 23-101

- 2 -

Conway, Middleton, and Center Barnstead.<sup>1</sup> See Pet., ¶ 5. PAC provides water service to approximately 648 customers in the Town of Pittsfield. *Id.*, ¶ 6. PWW provides water service to more than 29,000 customers in Nashua and other southern New Hampshire municipalities. *Id.*, ¶ 4. PWW also provides personnel and administrative services to PEU and PAC. *Id.*, ¶¶ 5-6; Boisvert Testimony at Bates pages 44-45.

The Commission approved the City of Nashua's acquisition of Penn Corp in Docket No. DW 11-026. See Order No. 25,292 at 44-45 (November 23, 2011). As a result, the City of Nashua is the sole shareholder of Penn Corp. Pet., ¶ 1. Following the City of Nashua's acquisition of Penn Corp, PWW, PEU, and PAC no longer had access to private equity markets for financing their capital needs, but were financed entirely through debt. Boisvert Testimony at Bates pages 33-34.

In their petition, the Joint Petitioners represented that the proposed mergers between PWW and PEU, and PWW and PAC would result in the three utilities gaining greater access to debt financing at a lower cost. Pet., ¶¶ 19, 21-22; Boisvert Testimony at Bates pages 47-48. Further, they maintained that the mergers would lead to greater efficiencies in daily operations, which would become more centralized, as well as regulatory filings, because only one filing would be required instead of separate filings for each of the three utilities. *Id.*, ¶ 21; Boisvert Testimony at Bates pages 66-68. These efficiencies would result in lower costs. *Id.*

The Joint Petitioners asked that approval of the proposed mergers be conditioned on the approval of a uniform ratemaking structure, which has been requested in Docket No. DW 23-088. Pet. at 19. Approval of a uniform ratemaking structure would ensure rate stability and obviate the need for the proposed 24.10

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<sup>1</sup> The Commission approved the transfer of PAC's assets and franchise rights in its "North Country systems" (Birch Hill in North Conway, Sunrise Lake Estates in Middleton, and Locke Lake Colony in Barnstead) to PEU in Order No. 25,051 (December 11, 2009). *Id.* at 1, 12, 22.

DW 23-101

- 3 -

percent rate increase requested by PEU in Docket No. DW 23-096 and the proposed 3.40 percent rate increase requested by PAC in Docket No. DW 23-097. *See id.*, ¶¶ 33-34. According to Mr. Ware’s testimony, the proposed mergers would result in the most sustainable rate and operating structures for PEU and PAC, which face operating and capital challenges if they continue as standalone companies, without cross-subsidization that would unduly burden PWW customers. Ware Testimony at Bates pages 98-101.

The Joint Petitioners requested that the Commission approve the mergers by December 1, 2024, so that they and any consolidated tariff rates could become effective January 1, 2025. *See Pet.*, ¶ 42; Boisvert Testimony at Bates page 61. Upon receiving authorization from the Commission, the proposed mergers would be submitted to Penn Corp and then the City of Nashua for their approval. Boisvert Testimony at Bates page 42. After receiving these additional approvals, PWW and PEU would execute an agreement of merger, and PWW and PAC would execute an agreement of merger. *Id.* These transactions subsequently would be closed, with PEU’s and PAC’s franchises transferred to PWW. *Id.* at Bates pages 42, 71.

## II. ISSUES PRESENTED

The filing presents, *inter alia*, the following issues: whether the transfer of PEU’s and PAC’s franchises and assets to PWW is for the public good and should be permitted under RSA 374:30, RSA 374:22, and RSA 374:26; whether the transfer of ownership of PEU and PAC to PWW is lawful, proper, and in the public interest pursuant to RSA 374:33; whether the transfer of PEU’s and PAC’s franchises, assets, and liabilities to PWW will result in PWW providing reasonably safe and adequate service at just and reasonable rates to customers in the transferred franchise areas in accordance with RSA 374:1, RSA 374:2, and RSA 378:7; and whether the transfer of



DW 23-101

- 4 -

PEU's and PAC's liabilities to PWW is consistent with the public good under RSA 369:1. Accordingly, an adjudicative proceeding will be convened to address these issues.

The Commission will be conducting the prehearing conference and any hearings scheduled in this matter in person. The Commission will consider requests to conduct hearings using a hybrid format to permit remote participation by a specific individual only if the Commission has determined that a sufficient reason has been provided for why that individual would be unable to attend in person. Any party requesting that a specific individual be permitted to participate remotely should file a written request with the Commission's Clerk's Office no later than fifteen (15) days prior to the prehearing conference or hearing date. If the Commission determines that one or more individuals will be permitted to appear remotely, then individuals in the Commission's hearing room, including the Commissioners, will be broadcast on a web-enabled platform.

**Based upon the foregoing, it is hereby**

**ORDERED**, that an adjudicative proceeding be commenced for the purpose of reviewing and resolving the foregoing issues pursuant to RSA chapter 541-A, RSA 374:30, RSA 374:22, RSA 374:26, RSA 374:33, RSA 374:1, RSA 374:2, RSA 378:7, RSA 369:1, and the Commission's procedural rules; and it is

**FURTHER ORDERED**, that the Commission will hold a prehearing conference, pursuant to N.H. Admin. R., Puc 203.15, at its offices located at 21 S. Fruit St., Suite 10, Concord, New Hampshire, on February 6, 2024, at 9:00 a.m., at which each party should be prepared to address any of the issues set forth in N.H. Admin. R., Puc 203.15; and it is

DW 23-101

- 5 -

**FURTHER ORDERED**, that the New Hampshire Department of Energy shall file its position regarding the Joint Petitioners' petition, including the reasons for this position, on or before January 24, 2024; and it is

**FURTHER ORDERED**, that during the prehearing conference, the Commission will consider the matters listed in Puc 203.15(c) and (d), including the establishment of a procedural schedule governing the remainder of the proceeding. Parties and potential parties are encouraged to facilitate the development of a procedural schedule by conferring prior to the prehearing conference, so that the presiding officer can address any matters on which there is disagreement during the prehearing conference. Any procedural schedule, however, will not be approved until after the prehearing conference and after consulting the Commission's calendar; and it is

**FURTHER ORDERED**, that, immediately following the prehearing conference, Joint Petitioners shall make appropriate personnel available for the parties to hold a technical session to review the filing; and it is

**FURTHER ORDERED**, that any entity or individual may petition to intervene and seek to be admitted as a party in this proceeding. Each party has the right to have an attorney represent the party at the party's own expense; and it is

**FURTHER ORDERED**, that, consistent with N.H. Admin. R., Puc 203.17 and Puc 203.02, any entity or individual seeking to intervene in the proceeding shall file with the Commission a petition to intervene with copies sent to Joint Petitioners and any other parties on the service list, on or before January 19, 2024. The petition shall state the facts demonstrating how the petitioner's rights, duties, privileges, immunities, or other substantial interests may be affected by the proceeding, consistent with N.H. Admin. R., Puc 203.17; and it is

DW 23-101

- 6 -

**FURTHER ORDERED**, that any party objecting to a petition to intervene make said objection on or before January 29, 2024; and it is

**FURTHER ORDERED**, that the parties may submit a stipulation containing a discovery schedule, statement of any additional issues not identified in this order of notice, and at least three dates on which they would be available for a final hearing in this matter, including how much time will be required, with a request that the prehearing conference and technical session be cancelled, on or before January 26, 2024. The Commission may cancel the prehearing conference and technical session upon approval of such a stipulation; and it is

**FURTHER ORDERED**, that parties shall file any proposed exhibits, written testimony, motions, or other documents intended to become part of the record in this proceeding with the Commission. Pursuant to the secretarial letter issued on March 17, 2020, which is posted on the Commission’s website at

<https://www.puc.nh.gov/Regulatory/Secretarial%20Letters/20200317-SecLtr-Temp-Changes-in-Filing-Requirements.pdf>, all Commission rules requiring the filing of paper copies are suspended until further notice. Parties may elect to submit any filing in electronic form unless otherwise ordered by the Commission. Filings will be considered filed as of the time the electronic copy is received by the Commission; and it is

**FURTHER ORDERED**, that routine procedural inquiries may be made by contacting the Commission’s Clerk’s Office at (603) 271-2431 or [ClerksOffice@puc.nh.gov](mailto:ClerksOffice@puc.nh.gov). All requests to the Commission should be made in a written pleading filed with the Commission. Unless otherwise authorized by law, *ex parte* communications are prohibited; and it is


**FURTHER ORDERED**, that pursuant to N.H. Admin. R., Puc 203.12, Joint Petitioners shall notify all entities and individuals desiring to be heard at this hearing


DW 23-101

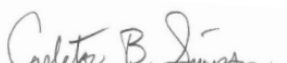
by publishing a copy of this order of notice on its website no later than two business days after the date of issue, such publication to be documented by affidavit filed with the Commission on or before January 16, 2024. In addition, the Clerk shall publish this order of notice on the Commission's website no later than two business days after the date of issue; and it is

**FURTHER ORDERED**, that any hearings in this matter shall be conducted in accordance with the attached hearing guidelines.

So ordered, this fifth day of January, 2024.

  
\_\_\_\_\_  
Daniel C. Goldner  
Chairman

  
\_\_\_\_\_  
Pradip K. Chattopadhyay  
Commissioner

  
\_\_\_\_\_  
Carleton B. Simpson  
Commissioner

Individuals needing assistance or auxiliary communication aids due to sensory impairment or other disability should contact the 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.

DW 23-101

- 8 -

## Service List - Docket Related

Docket#: 23-101

Printed: 1/5/2024

Email Addresses

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