

STATE OF NEW HAMPSHIRE
BEFORE THE
NEW HAMPSHIRE PUBLIC UTILITIES COMMISSION

DW 23-101

**Pennichuck Water Works, Inc., Pennichuck East Utility, Inc., and Pittsfield Aqueduct
Company**

**Assented to Motion to Amend the 2023 Joint Petition of Pennichuck Water Works, Inc.,
Pennichuck East Utility, Inc., and Pittsfield Aqueduct Company for the Approval to
Acquire by Consolidation or Merger of Pennichuck East Utility, Inc. and Pittsfield
Aqueduct Company into Pennichuck Water Works, Inc. to Incorporate Approval of Rates
for the Consolidated Pennichuck Water Works**

Pennichuck Water Works, Inc., (“PWW”), Pennichuck East Utility, Inc. (“PEU”) and Pittsfield Aqueduct Company (“PAC”) (collectively the “Joint Petitioners”), corporations duly organized and existing under the law of the State of New Hampshire and operating therein as public utilities subject to the jurisdiction of the New Hampshire Public Utilities Commission (the “Commission”), move to amend the Petition in Docket No. DW 23-101 to incorporate the approval of consolidated rates to allow the Commission to consider the resulting consolidated rates for the surviving entity, PWW, a regulated utility pursuant to RSA 362:2, as just and reasonable and the resulting proposed consolidation and merger to be in the public interest and public good. The Joint Petitioners hereby move pursuant to PUC 203.07 and 203.10(a) to amend the petition in Docket DW 23-101 because the amendment will allow for the just resolution of the consolidation or merger petition and rates and will not an undue delay the proceeding before the Commission. In support of this Motion, the Joint Petitioners respectfully represent as follows:

Procedural History:

1. On October 13, 2023, the Joint Petitioners filed a Notice of Intent to Change Rates with the Commission, which the Commission docketed as Docket No. DW 23-088. The Notice included reference to both the consolidated rates and proposed merger or consolidation petition to be filed by the petitioners. On November 21, 2023, the Joint Petitioners filed a consolidated rate case in Docket No. DW 23-088. The Town of Bedford, Town of Litchfield, and Town of Londonderry (“Intervenors”) filed to intervene in the Docket DW 23-088.

2. On December 15, 2023, the Joint Petitioners filed the petition for approval of the consolidation or merger of PEU and PAC into PWW with the Commission. The Commission docketed this petition as DW 23-101.

3. The Department of Energy (“Department”) filed a motion to dismiss Docket No. DW 23-088 on December 15, 2023.

4. On December 18, 2023, the Commission issued an order suspending the tariffs in consideration of and acceptance of the consolidated rate petition in DW 23-088.

5. On December 29, 2023, the Joint Petitioners filed an opposition to the Department’s Motion to Dismiss Docket No. DW 23-088 that was filed on December 15, 2023.

6. On January 5, 2024, the Commission issued a Notice of Adjudicative Proceeding and Order of Notice in Docket DW 23-101 for a pre-hearing conference scheduled for February 6, 2024.

7. On January 10, 2024, the Commission issued a Notice of Commencement of Adjudicative Proceeding and Notice of Hearing in DW 23-088 for the Motion for Dismiss on January 31, 2024.

8. On February 4, 2024, the Commission issued a procedural order in DW 23-101 rescheduling the pre-hearing conference for February 14, 2024.

9. On February 6, 2024, the Commission issued another procedural order accepting the Intervenors' petitions in DW 23-101.

10. After hearing on January 31, 2024, the Commission issued Order No. 26,942 on February 6, 2024 in Docket No. DW 23-088 dismissing the consolidated rate petition brought by the Joint Petitioners. See Order 26,942 (Feb. 6, 2024) at 4-6. The motion to dismiss was granted without prejudice. See *Id.* at 6.

11. The Joint Petitioners assert that the merger and consolidation is related and rate relief is necessary to establish that the proposed merger is in the public interest.

12. On February 14, 2023, the Commission held a pre-hearing conference in Docket No. DW 23-101 with the Joint Petitioners, Department, OCA, and Intervenors. During this hearing the parties discussed with the Joint Petitioners filing a motion to amend the petition in Docket DW 23-101 to include the rate schedules, filings, notices, cost of service study and related docket filings from DW 23-088 into an amended petition in DW 23-101. The Joint Petitioners agreed to file the amended petition with the Commission by February 28, 2024, as well as a proposed dual track procedural schedule.

13. At a technical session following the pre-hearing conference, the parties including the Joint Petitioners, Department, OCA, and Intervenors met to discuss a proposed amendment to the petition in DW 23-101 to incorporate the consolidated rates proposed in DW 23-088.

14. On February 15, 2024, the City of Nashua filed a petition to intervene in DW 23-101, the Joint Petitioners do not object to the City's petition and welcome the City's participation in this docket.

15. On February 28, 2024, the Joint Petitioners filed an assented to proposed procedural schedule for the proposed dual track review for DW 23-101. On February 28, 2024, the Companies also filed a notice that the parties intended to file the Amended Petition within seven (7) days of the date of the letter. On March 4, 2024, the Commission by procedural order approved the proposed procedural schedule.

ANALYSIS AND RELIEF SOUGHT

16. The Joint Petitioners propose to amend the instant petition in DW 23-101 to incorporate certain rate schedules, notices, and filings so the Commission can consider consolidated rates that will result from the proposed merger in evaluation of whether the proposed transaction is in the public interest.

17. The Joint Petitioners assert that the just and reasonable rates that will result from the proposed transaction will prevent rate shock to customers in the PEU system, but the proposed merger will also provide benefits to all customers of the PWW, PEU, and PAC systems that justify a finding that the transaction is in the public good and public interest.

18. Pursuant to PUC 203.07 and PUC 203.10(a), the Joint Petitioners ask that the Commission grant this motion to amend the petition to incorporate the consolidated rate materials into DW 23-101 because it will encourage the orderly and just resolution of the proceedings in this docket before the Commission to evaluate whether the proposed acquisition of PEU and PAC by PWW through a merger is in the public interest and public good. Evaluation of the resulting proposed rates for PWW through the merger will provide evidence of this public interest and good.

19. The Joint Petitioners propose an amendment of the petition attached with both redlined and clean form of the amended petition, to incorporate certain consolidate rate considerations and documents.

20. The Joint Petitioners have filed a companion motion for waiver to request a waiver of the 30 day notice of intent filing requirement of PUC 1604.05. The Petitioners will file a draft Notice of Intent with the Amended Petition. The Companies believe the waiver will promote the orderly and efficient prosecution of these matters before the Commission.

21. The Joint Petitioners will file the rate schedules filed in Docket No. DW 23-088 with corrected PDF versions of the live workbooks; and all documents filed in the amended petition will have a unified BATES stamp for ease of review by the Commission and parties.

22. The Joint Petitioners, following an order on this motion by the Commission, propose to publish the order on its website, send customer notices consistent with 1203.02(c), publish the order in a newspaper of statewide circulation consistent with Puc 203.12 as well as on the company's website, and send letters or notices by first class mail to the intervenors and parties in Docket DW 11-026. Upon completion of this publication and notification, the Petitioners will file an Affidavit of Compliance of publication.

23. The Joint Petitioners submit revised tariffs with this amended petition and the Joint Petitioners agree to waive the 12-month statutory period for consideration of a rate case and will work with the Department, OCA, and Intervenors to investigate the merger and proposed rates in accordance with the proposed schedule, subject to approval by the Commission.

24. The City of Nashua filed as an intervenor on February 15, 2024, and the Joint Petitioners do not object to the late filing by the City and welcome the participation in this proceeding.

25. Should the Commission grant the instant petition for approval of the merger and consolidated rates, the Joint Petitioners agree that during the course of this proceeding that they will discuss with the parties the most appropriate date upon which to file a subsequent full rate case pursuant to PUC Part 1604 and the information needed for that filing.

26. Therefore, the Joint Petitioners respectfully request that the Commission grant this Motion to Amend because it will allow the orderly and efficient review of DW 23-101, avoid undue delay and expense, and would serve the public interest.

27. The Joint Petitioners have conferred with the Department, OCA, Intervenors, and City of Nashua with respect to this motion. The Department, OCA and City of Nashua assent to this motion. The Town of Bedford and Town of Londonderry have no objections to this motion.

WHEREFORE, PWW, PEU, and PAC respectfully requests that the Commission:

- A. Grant this Motion to Amend the Petition in DW 23-101; and,
- B. Provide such other relief as is just and equitable.

Respectfully submitted,

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

By Its Attorneys

RATH, YOUNG AND PIGNATELLI, P.C.

Dated: March 8, 2024

By: _____

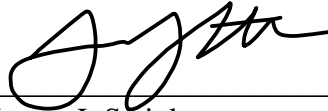


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Certificate of Service

I hereby certify that on this 8th day of March 2024, a copy of this motion has been served electronically with the Docket's Service List.



James J. Steinkrauss