



The Commonwealth of Massachusetts

DEPARTMENT OF PUBLIC UTILITIES

NOTICE OF FILING AND PUBLIC HEARING

D.P.U. 23-08

January 31, 2023

Joint Petition of Aquarion Water Company of Massachusetts and Pinehills Water Company, Inc. for approval by the Department of Public Utilities, pursuant to G.L. c. 164, § 96 and G.L. c. 165, § 2, of the purchase and sale of assets and transfer of franchise.

On January 11, 2023, Aquarion Water Company of Massachusetts (“Aquarion”) and Pinehills Water Company, Inc. (“Pinehills”) (together as “Joint Petitioners”) filed a petition with the Department of Public Utilities (“Department”) for approval of a proposed transaction by which Aquarion, a wholly owned indirect subsidiary of Eversource Energy, will purchase all assets of Pinehills pursuant to the terms of an Asset Purchase Agreement (“Agreement”) dated November 24, 2022. The Department has docketed this matter as D.P.U. 23-08.

The Joint Petitioners state that, pursuant to the terms of the Agreement, Pinehills will first purchase all real and personal property leased in connection with the water system from Pine Springs Realty LLC, an affiliate of Pinehills, and Aquarion will thereafter purchase all assets of Pinehills pertaining to the operation of the water system located or stored in Plymouth at a purchase price of \$15 million. The Joint Petitioners assert that as a result of the transaction, Aquarion will own and operate the water system assets previously owned and operated by Pinehills and Pinehills will cease to operate. Thus, according to the Joint Petitioners, Aquarion will continue to operate as a water company with no changes to Aquarion’s organizational structure and all customers of Pinehills will become customers of Aquarion.

The Joint Petitioners maintain that they are not proposing any changes to rates for customers of Pinehills as a condition of the transaction. The Joint Petitioners propose to revise certain fees charged to customers under Pinehills terms and conditions to align them with those charged by Aquarion. The Joint Petitioners assert that Aquarion will not propose to recover any transaction costs or acquisition premium in rates in this filing, however, Aquarion will propose to seek Department approval in a future rate case to recover such costs only to the extent of savings resulting from the transaction.

The Joint Petitioners maintain that Aquarion’s acquisition of Pinehills is consistent with the public interest under G.L. c. 164, § 96, including each of the factors that the Department considers in reviewing a proposed transaction under G.L. c. 164, § 96 and their effect on Massachusetts customers. The Joint Petitioners also state that the acquisition will result in operational cost savings, administrative efficiencies, and various non-economic benefits. Additional information regarding the asserted benefits to current Pinehills customers associated

with the acquisition, and other public interest considerations, can be found in the Joint Petitioners' filing.

Finally, the Joint Petitioners request that the Department, in approving the transaction, confirm that all franchise rights and obligations currently held by Pinehills shall transfer to Aquarion after the sale and that no separate authorization is required under G.L. c. 164, § 21. The Joint Petitioners request that the Department approve the proposed transaction no later than May 31, 2023.

Due to certain ongoing safety measures and precautions relating to in-person events as a result of the COVID-19 pandemic, the Department will conduct a virtual public hearing to receive comments on the Company's filing. The Department will conduct the hearing using Zoom videoconferencing on **Thursday, February 23, 2023**, beginning at **6:00 p.m.** Attendees can join the hearing by entering the link, <https://us06web.zoom.us/j/81251200412>, from a computer, smartphone, or tablet. For audio-only access to the hearing, attendees can dial in at **(312) 626-6799 (not toll free)** then enter the **Webinar ID# 812 5120 0412**.

If you anticipate providing comments via Zoom or via phone during the public hearings, please send an email by **Wednesday, February 22, 2023**, with your name, email address, and mailing address to alice.davey@mass.gov. If you anticipate commenting by telephone, please leave a voicemail message by **Wednesday, February 22, 2023**, at (617) 305-3608 with your name, telephone number, and mailing address. Regardless of whether an individual emails or leaves a voice message in advance, that person can provide public comment at the hearings.

Any person interested in commenting on the Company's filing may also submit written comments to the Department no later than the close of business (5:00 p.m.) on **Monday, February 27, 2023**. To the extent a person wishes to submit written comments in accordance with this Notice, electronic submission, as detailed below, is sufficient.

The Attorney General of the Commonwealth of Massachusetts ("Attorney General") has filed a notice of intervention in this matter pursuant to G.L. c. 12, § 11E(a). Any person who desires to participate otherwise in the evidentiary phase of this proceeding shall file a petition for leave to intervene no later than 5:00 p.m. on **Thursday, February 16, 2023**. A petition for leave to intervene must satisfy the timing and substantive requirements of 220 CMR 1.03. Receipt by the Department, not mailing, constitutes filing and determines whether a petition has been timely filed. A petition filed late may be disallowed as untimely, unless good cause is shown for waiver under 220 CMR 1.01(4). To be allowed, a petition under 220 CMR 1.03(1) must satisfy the standing requirements of G.L. c. 30A, § 10. All responses to petitions to intervene must be filed by the close of business (5:00 p.m.) on the second business day after the petition to intervene was filed.

All documents must be submitted to the Department in **pdf format** by e-mail attachment to dpu-efiling@mass.gov and alice.davey@mass.gov. The text of the e-mail must specify: (1) the docket number of the proceeding (D.P.U. 23-08); (2) the name of the person or company submitting the filing; and (3) a brief descriptive title of the document. All documents submitted in electronic format will be posted on the Department's website as soon as practicable at <http://www.mass.gov/dpu>. In addition, one copy of all written comments and petitions to

intervene should be emailed to: (1) Kevin P. Penders Esq. at kpenders@keeganwerlin.com; and (2) Joseph Dorfler, Esq. at jdorfler@richmaylaw.com.

At this time, a paper copy of the filing will not be available for public viewing at the Company's offices or the Department due to certain ongoing safety measures and precautions relating to in-person events as a result of the COVID-19 pandemic. The filing and all subsequent related documents, pleadings and/or filings submitted to the Department and/or issued by the Department will be available on the Department's website as referenced above as soon as is practicable. To request materials in accessible formats for people with disabilities (Braille, large print, electronic files, audio format), contact the Department's ADA coordinator at Gabriella.Knight@mass.gov.

For further information regarding the Joint Petitioners' filing or a paper copy of the filing should contact Kevin P. Penders, Esq. at (617) 951-1400 or kpenders@keeganwerlin.com. For further information regarding this notice, please contact Alice Davey, Hearing Officer, at alice.davey@mass.gov.