



The Commonwealth of Massachusetts

DEPARTMENT OF PUBLIC UTILITIES

NOTICE OF FILING, PUBLIC HEARING, AND PROCEDURAL CONFERENCE

D.P.U. 17-115

July 20, 2017

Joint Petition of Eversource Energy and Macquarie Utilities, Inc. for Approval of a Change in Control of Macquarie Utilities Inc., a Holding Company of Aquarion Water Company of Massachusetts, Inc. pursuant to G.L. c. 165, § 2, and G.L. c. 164, § 96.

On June 29, 2017, Eversource Energy (“Eversource”) and Macquarie Utilities, Inc. (“MUI”) (together, the “Joint Petitioners”) filed a petition with the Department of Public Utilities (“Department”) seeking approval, pursuant to G.L. c. 165, § 2, and G.L. c. 164, § 96, of a change of control of MUI. MUI is a holding company of Aquarion Water Company of Massachusetts, Inc. (“AWC-MA”) as well as Aquarion Company and Aquarion Water Company (collectively with MUI, “Aquarion”) with subsidiaries in Connecticut and New Hampshire. The petition seeks approval of a transaction whereby Eversource will acquire all of the issued and outstanding common stock of MUI (the “Proposed Transaction”). The Department docketed this matter as D.P.U. 17-115.

The Proposed Transaction will occur pursuant to a Purchase and Sale Agreement dated June 1, 2017 (“Agreement”), between Eversource and Macquarie Utilities Holdings, GP. Pursuant to the Agreement, Eversource will acquire MUI, including AWC-MA and MUI’s other subsidiaries, for a total approximate value of \$1.675 billion comprised of approximately \$880 million in cash and an estimated \$795 million of assumed Aquarion debt at the close of the Proposed Transaction. As a result of the Proposed Transaction, Eversource will be the holding company and the sole stockholder of MUI, and MUI will remain as the holding company of the Aquarion subsidiaries, maintaining their current structure. Subsequent to the Proposed Transaction, MUI will be renamed Eversource Aquarion Holdings, Inc. Following the close of the Proposed Transaction, AWC-MA will operate as a wholly-owned subsidiary of Eversource, subject to the Department’s jurisdiction under G.L. c. 165, § 4.

The Joint Petitioners maintain that the Proposed Transaction is consistent with the public interest under G.L. c. 164, § 96, including the factors that the Department considers in reviewing a proposed transaction under G.L. c. 164, § 96, and its impact on Massachusetts customers. Specifically, the Joint Petitioners state that they are not proposing any rate changes or changes to other terms of service for AWC-MA customers as a result of the Proposed Transaction. The Joint Petitioners state that Eversource will not propose to

recover any portion of the acquisition premium in rates following the close of the Proposed Transaction. The Joint Petitioners state that Eversource would propose to recover transaction costs only to the extent of savings resulting from the Proposed Transaction demonstrated in a future rate case.

In addition to approving the Proposed Transaction, the Joint Petitioners request that the Department confirm that all of the franchise rights and obligations currently held by AWC-MA shall continue to be held by AWC-MA after the Proposed Transaction and that no separate authorization is required under G.L. c. 164, § 21.

The Department will conduct a public hearing to receive comments on the petition at on **August 16, 2017, at 2:00 p.m.**, at the Department's offices, One South Station, 5th Floor, Boston, Massachusetts 02110. The Department will conduct a procedural conference immediately following the public hearing. Any person who desires to comment may do so at the time and place noted above, or submit written comments to the Department not later than the close of business (5:00 p.m.) on **August 16, 2017**.

Any person who desires to participate otherwise in the evidentiary phase of this proceeding shall file such written petition for leave to intervene no later than close of business (5:00 p.m.) on **August 8, 2017**. A petition for leave to intervene must satisfy the timing and substantive requirements of 220 C.M.R. § 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 C.M.R. § 1.01(4). To be allowed, a petition under 220 C.M.R. § 1.03(1) must satisfy the standing requirements of G.L. c. 30A, § 10.

An original and one (1) copy of all written comments or petitions to intervene must be filed with Mark D. Marini, Secretary, Department of Public Utilities, One South Station, Boston, Massachusetts 02110, not later than the close of business (5:00 p.m.) on the dates noted above. One copy of all written comments or petitions to intervene must also be sent to each of the following: (1) Kerri DeYoung Phillips, Hearing Officer, Department of Public Utilities, One South Station, 5th Floor, Boston, Massachusetts 02110; (2) Daniel P. Venora, Esq., Keegan Werlin LLP, 265 Franklin Street, Boston, Massachusetts 02110 (counsel for Eversource); (3) Eric J. Krathwohl, Esq., Rich May, P.C., 176 Federal Street, Boston, Massachusetts 02110 (counsel for MUI); and (4) John J. Geary, Assistant Attorney General, Massachusetts Attorney General, Office of Ratepayer Advocacy, One Ashburton Place, Boston, Massachusetts 02108.

In addition to paper filings, all documents should also be submitted to the Department in electronic format using one of the following methods: (1) by e-mail attachment to dpu.efiling@state.ma.us and the Hearing Officer, kerri.phillips@state.ma.us; or (2) on a CD-ROM. The text of the e-mail or CD-ROM must specify: (1) the docket number of the proceeding (D.P.U. 17-115); (2) the name of the person or company submitting the filing;

and (3) a brief descriptive title of the document. The electronic filing should also include the name, title, and telephone number of a person to contact in the event of questions about the filing. All documents submitted in electronic format will be posted on the Department's website (enter "17-115") at: <http://170.63.40.34/DPU/Fileroom/dockets/bynumber>.

A copy of the petition and accompanying exhibits are available for inspection during regular business hours at the Department's offices and on the Department's website. In addition, a copy is also on file for public viewing at Hingham Public Library, 66 Leavitt Street, Hingham, Massachusetts 02043; Hull Public Library, 9 Main Street, Hull, Massachusetts 02045; Millbury Public Library, 128 Elm Street, Millbury, Massachusetts 01527; and Oxford Public Library, 339 Main Street, Oxford, Massachusetts 01540. To request materials in accessible formats for people with disabilities (Braille, large print, electronic files, audio format), contact Theresa Kelly at Theresa.Kelly@state.ma.us or (617) 305-3642.

For further information regarding the petition, please contact Eversource's counsel, Daniel P. Venora, Esq., at (617) 951-1400. For further information regarding this notice, please contact Kerri DeYoung Phillips, Hearing Officer, Department of Public Utilities, at (617) 305-3500.

Reasonable accommodations at public or evidentiary hearings for people with disabilities are available upon request. Include a description of the accommodation you will need, including as much detail as you can. Also include a way the Department can contact you if we need more information. Please provide as much advance notice as possible. Last minute requests will be accepted, but may not be able to be accommodated. Contact Theresa Kelly at Theresa.Kelly@state.ma.us or (617) 305-3642.