

STATE OF NEW HAMPSHIRE
BEFORE THE
PUBLIC UTILITIES COMMISSION

Aquarion Water Company of New Hampshire, Inc.

Docket No. DW 11-_____

AFFIDAVIT OF JACK BITTAN

I, Jack Bittan, under oath do depose and state as follows:

1. I am a Director and Secretary of MEAP Utilities Ltd, the general partner of MEAP Utilities LP (“MULP”). I have prepared this affidavit for filing with the New Hampshire Public Utilities Commission with regard to a submission by Aquarion Water Company of New Hampshire, Inc. (“Aquarion-NH” or “the Company”) relating to the transfer to British Columbia Investment Management Corporation (“bcIMC”) of the 45% common stock interest in Macquarie Utilities, Inc. (“MUI”) held by MULP. The information set forth herein is based on my own personal knowledge or, where I do not have direct knowledge of such information, it is based on information provided to me by senior executives of the appropriate entities, including but not limited to the Company.

The Parties and Transaction

2. British Columbia Investment Management Corporation (“bcIMC”) is owned by the government of the Province of British Columbia, Canada. Its mandate is limited to providing investment management in respect of various British Columbia public sector pension funds and governmental trust funds. The investments managed by bcIMC are held through a number of pools, trusts and/or corporations.

3. bcIMC currently directly owns a 25.93% interest in MULP. It also owns an additional 16.16% indirect interest in MULP through its ownership of a 21.82% interest in

Macquarie Essential Assets Partnership (“MEAP”), the other partner in MULP. (MEAP owns 74.06% of MULP, and therefore bcIMC’s 21.82% interest in MEAP is equivalent to a 16.16% interest in MULP.)

4. bcIMC also owns 2.51% of Macquarie Utilities Holdings Ltd. (“MUH”) indirectly through an affiliated entity. Specifically, bcIMC owns a 25.41% interest in MIP Canada, which in turn owns a 9.88% interest in MUH. Various other entities that are unaffiliated with bcIMC own the remaining interests in MUH through an entity by the name of Macquarie Infrastructure Partners.

5. MULP owns a 45% interest in MUI, and MUH owns the remaining 55% interest in MUH.

6. MUI, through a number of intermediaries, namely, Aquarion Holdings LLC, Aquarion Company, Inc., and Aquarion Water Company, Inc., owns 100% of the Company.

7. MULP intends to sell its 45% interest in MUI to bcIMC (the “Transaction”) prior to the end of the second quarter of 2011.

No Adverse Effect

8. The Transaction will not result in a change of control of the Company. Pursuant to the MUI Stockholders Agreement dated April 30, 2007, MUH, as the holder of a majority of the shares in MUI, has the right to appoint two of the three board members (i.e., a majority) of MUI and all of its subsidiaries, including the Company. As the successor to MULP’s 45% interest in MUI, bcIMC will not have a controlling interest in MUI, the Company or any intermediary holding company because the right of MUH to appoint a majority of the directors of MUI and its subsidiaries will remain unaffected by the Transaction.

9. The Transaction is a stock sale by a minority owner of the indirect parent company of Aquarion-NH, and, therefore, control and operation of the Company will remain unchanged after the Transaction.

10. Based upon the foregoing, I believe that the Transaction will have no adverse effect on the Company's rates, terms, service or operation.

11. I have reviewed the letter to the New Hampshire Public Utilities Commission from the Company's attorney, Steven V. Camerino, that describes the foregoing transaction. The statements of fact contained in that letter are true and correct to the best of my knowledge and belief.

I state the foregoing under oath and subject to the pains and penalties of perjury.

Dated: March 30, 2011



Jack Bittan

Notary's Certificate

Subscribed and sworn to before me this 30 day of March, 2011.



Notary Public
My Commission Expires: undated