

January 2, 2013

GEORGE DANA BISBEE  
603.695.8626  
DBISBEE@DEVINEMILLIMET.COM

**BY HAND DELIVERY**

Debra A. Howland  
Executive Director & Secretary  
New Hampshire Public Utilities Commission  
21 S. Fruit Street, Suite 10  
Concord, NH 03301

Re: Rosebrook Water Company, Inc. -- Affiliate Contracts

Dear Ms. Howland:



Enclosed pursuant to RSA 366:3 are a verified copy and six additional copies of the following four affiliate contracts entered into by Rosebrook Water Company:

1. Management Agreement between BW Club, LLC and Rosebrook Water Company, Inc., effective January 1, 2011. This contract was for management and administrative services for operations of Rosebrook Water. Please note that this agreement was never signed. (Attachment 1)
2. Management Agreement between BW Services, LLC and Rosebrook Water Company, Inc., effective August 1, 2011. This agreement essentially superseded the prior agreement with BW Club, and was for operational support services for Rosebrook Water. Rosebrook has had no employees of its own, and therefore contracted out for operational and administrative support. (Attachment 2)
3. Management Agreement between MWH Construction Company, LLC and Rosebrook Water Company, Inc., effective January 1, 2012. This agreement provided one additional management staff person for Rosebrook Water. (Attachment 3)
4. Contract between MWH Construction Company, LLC and Rosebrook Water Company for work related to the pump house generator in the amount of \$54,000. This was for work required by the Department of Environmental Services to upgrade the power supply for the water system. (Attachment 4)

In addition, we are providing a verified summary of other services provided to Rosebrook Water by MWH Construction Company through an unwritten arrangement between the companies. (Attachment 6)

Each of these contracts or unwritten arrangements is between companies with common ownership.

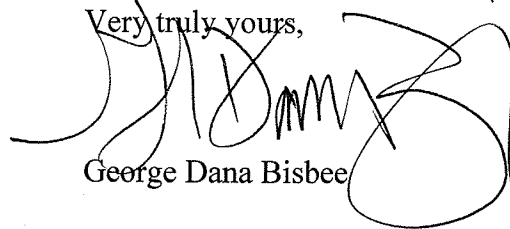
Rosebrook Water acknowledges that the enclosed information should have been submitted to the Commission in accordance with RSA 366. The company's failure to do so only recently became known to the company in the context of two related Rosebrook Water dockets, DW 12-306 (the rate case) and DW 12-299 (the requested transfer of stock ownership). Rosebrook regrets that these contracts were not submitted to you before now and intends to take measures to ensure that such a failure is not repeated.

The agreements marked as Attachments 2, 3, and 4 are currently under review and consideration by the Staff and the Commission in the context of the two ongoing dockets for Rosebrook Water. While we are confident that the Staff will agree that the costs of these affiliate agreements are just and reasonable, we do appreciate the Staff's concern about the untimely filing of these agreements.

As of January 1, 2013, the four employees who have been providing operational and management services for Rosebrook Water through affiliated companies became employees of Rosebrook Water. That will eliminate the need for contracts with affiliated companies for the water utility. However, a new contract for services to be rendered by Rosebrook Water for an affiliated company handling wastewater treatment in Bretton Woods (Resort Waste Management) took effect on January 1, 2013. It is also enclosed for your consideration. (Attachment 5)

A compact disk containing the attached is also enclosed. Because this filing is not made directly in the two open dockets for Rosebrook Water, I am not sending a copy to the Electronic Service List.

Debra A. Howland  
January 2, 2013  
Page 3

Very truly yours,  
  
George Dana Bisbee

GDB:aec

Enclosures

cc: Jinjue Pak Allen, Esq.  
Steven V. Camerino, Esq.  
Marjory Taylor  
Mark Naylor  
Marcia Brown, Esq.