

STATE OF NEW HAMPSHIRE
BEFORE THE
PUBLIC UTILITIES COMMISSION

Docket No. DW 24-_____
Bedford Waste Services Corporation

JOINT PETITION FOR APPROVAL TO CHANGE OWNERSHIP OF
BEDFORD WASTE SERVICES CORPORATION

NOW COMES, Robert S. LaMontagne (“Seller”) and Alpine Pacific, Inc. (“Buyer”) (together, “Joint Petitioners”), in accordance with RSA 374:30, respectfully request the New Hampshire Public Utilities Commission (“Commission”) approve the sale of the entirety of Bedford Waste Services Corporation (“Bedford Waste”), its assets, liabilities, and franchise rights to the Buyer. In support of this petition, the Petitioners state as follows:

Parties

1. Robert S. LaMontagne is the sole owner of Bedford Waste, formed in 1994. Bedford Waste is a New Hampshire corporation, formed under the authority of RSA 293-A, and is in good standing. See Attachment A (NH Articles of Incorporation and 2024 NHSOS Annual Report).
2. The Commission first granted Bedford Waste a sewer utility franchise in Order No. 21,453 (December 6, 1994) in Docket No. 94-138 and later authorized Bedford Waste to charge rates, effective March 30, 1995, by way of Order No. 21,769 (August 1, 1995) in Docket No. DR 95-008.
3. Bedford Waste presently provides water service to 78 lots within the residential housing development known as Bedford Three Corners.

4. Mr. Leichti and Mr. Ahmann plan to acquire Bedford through Alpine Pacific, Inc. a Delaware corporation incorporated on September 7, 2018. It is in good standing and registered to do business in Montana. Its corporate papers are attached as Attachment B. The pre-filed direct testimony of Mr. Marc Liechti and Mr. Jason Ahmann is attached to this petition to demonstrate that the Buyers have the requisite managerial, technical, financial, and legal expertise to own and operate Bedford Waste, to provide safe and adequate service to Bedford Waste's customers, and to maintain Bedford Waste's compliance with N.H. Department of Environmental Services ("NHDES") regulations. In summary of the Buyers' qualifications, Mr. Liechti is President and Chief of Operations for Alpine Pacific Utilities, LLC as well as a Director of Alpine Pacific, Inc. Mr. Ahmann is President and Registered Agent for Alpine Pacific, Inc. and a Director and Registered Agent for Alpine Pacific Utilities, LLC. Justin Ahmann is a licensed water operator (5AB) and wastewater operator in Montana, and is also a licensed professional engineer in New Hampshire, Montana, Virginia, North Dakota, and Alberta, Canada. Mr. Liechti and Mr. Ahmann, through Alpine Pacific Utilities, LLC., have experience in successfully owning, operating, and managing water and sewer utilities as follows:

Utility	Type of Utility	Purchased	Number of Customers
East Vassalboro Water Company	Water	Maine Docket No. 2023-00113	85
Jefferson Estate Sewage Treatment Plant	Sewer	Pennsylvania Docket No. A-2021-3026700	92
Flathead Utility (three systems)	Water	Montana Docket 2022.9.086	295
AP Kookoosint	Water	Montana Docket 2018-10.070	17
AP Williams	Water	Montana Docket D2019.3.13	46

Fox Hill Utilities	Water & Sewer	Montana Docket D2017.1.5	76
Alpine Pacific Utilities	Water & Sewer	Montana Docket N2014.9.80	151
AP Countryside	Water	Montana-operator for developer and docket is in process	40

Summary of Purchase Agreement Terms

5. The parties have entered into a Purchase Agreement to convey Bedford Waste to Alpine Pacific, Inc., which Marc Liechti and Justin Ahmann own. The Purchase Agreement is attached as Attachment SPS-3 to the pre-filed direct testimony of Stephen P. St. Cyr. A precondition of conveyance of the Company is Commission approval of the change in ownership. See sections 5.10(m), *Government Authorizations*, and 5.11(h) *Government Authorizations*, of the Purchase Agreement. The closing is expected to occur within thirty (30) days of the date the Commission’s order approving the transaction becomes final and unappealable. See section 1.2 of the Purchase Agreement. However, the parties seek to close by the end of the second quarter of 2025. Mr. LaMontagne will convey Bedford Waste, together with its assets, liabilities, easements, corporate structure, customer accounts, permits to operate, equipment, and supplies to the Buyers.

The System

6. Bedford provides residential sewer service to seventy-eight customers in the Bedford Three Corners subdivision off Pulpit Road in Bedford. Each customer owns a sewer service line that is connected to a septic tank connected to Bedford’s sewer mains and one of the five leach fields that service the development. The first portion of the system was built in 1995, followed by additional residential houses and associated leach fields and sewer connections in 1996. Since that original construction, one of the five leach fields was ‘rejuvenated’ in 2012. Bedford tested all five leach fields in 2021; the reports of which are attached to the pre-filed

direct testimony of Mr. St. Cyr as Attachment SPS-2. All the fields were considered to be in “fair” condition, meaning the fields were in middle age – this is normal working condition. The leach fields are scheduled to be tested again in 2026. Each of the seventy-eight septic tanks has a pump. Pumps are replaced approximately every five to ten years. Each septic tank is pumped out every two to four years. Bedford Waste contracts with AAA Pump Service Corp. to repair and replace pumps and with Maznek Septic Service LLC to pump out septic tanks.

Customer Rates

7. In 1995, the Commission authorized Bedford to charge quarterly rates of \$120.03 per customer, billed in arrears. See, Order No. 21,769 (August 1, 1995) in Docket No. DR 95-008. As of Bedford Waste’s last rate case in Docket No. DW 22-058, the current rates are now up to \$238.19 per quarter per customer. Bedford is also billing quarterly surcharges of \$7.59 to recover the reconciliated difference between temporary and permanent rates from the rate case and \$51.14 per quarter per customer for rate case expenses. This temporary-permanent rate recoupment and rate case expenses will be billed through the third quarter billing for 2026 which are mailed to customers in the fourth quarter of 2026. An additional one-time surcharge of \$39.91 to recover additional rate case expenses will be charged in the second quarter of 2027. Therefore, at the time of the third quarter billing in 2027, customers will only be charged the current rate, no other surcharges. The Buyers intend to own the Company for a year so as to gain a detailed understanding of the expenses facing Bedford Waste. This means that the Buyers are not inclined to seek to immediately file rate schedules increasing customer rates.

Legal Authority

8. RSA 374:33 provides in relevant part as follows: “No public utility or public utility holding company as defined in section 2(a)(7)(A) of the Public Utility Holding Company

Act of 1935 shall directly or indirectly acquire more than 10 percent, or more than the ownership level which triggers reporting requirements under 15 U.S.C. section 78-P, whichever is less, of the stocks or bonds of any other public utility or public utility holding company incorporated in or doing business in this state, unless the commission finds that such acquisition is lawful, proper and in the public interest.” “Under the public interest or public good standard to be applied by the Commission where an individual or entity seeks to acquire a jurisdictional utility, the Commission must determine that the proposed transaction will not harm ratepayers.”

Pennichuck Corp./Pittsfield Aqueduct Company, Order No. 22,843 (January 30, 1998) citing *Grafton County Electric Light and Power Co. v. State*, 77 N.H. 539 (1915); and *Parker-Young Co. v. State*, 83 N.H. 551 (1929) (application of “net benefits” test).

9. In *New England Electric System*, Order No. 23,308 (October 4, 1999) in Docket No. DE 99-035, the Commission stated that the proposed ownership change must meet a “no net harm” test in order to be approved by the Commission. Order No. 23,308 at 16. The Commission stated that, in applying the no net harm test, it must “assess the benefits and risks of the proposed merger and determine what the overall effect on the public interest will be, giving the transaction our approval if the effect is at worst neutral from the public interest perspective.” *Id.*; see also *Aquarion Water Company of New Hampshire*, Order No. 24,691 at 513 (October 31, 2006) in Docket No. DW 06-094; *Hampton Water Works, Inc.*, Order No. 23,924 (March 1, 2002) in Docket No. DW 01-215. Accordingly, the Commission’s standard will be met where an applicant for approval of an acquisition demonstrates that customers would be no worse off with the acquisition than without the acquisition.

10. Pursuant to the Commission’s treatment of the transaction in *New England Electric*, the Joint Petitioners believe they can satisfactorily demonstrate that the instant

transaction meets and exceeds the Commission's no net harm standard. The Joint Petitioners note that RSA 374:30 is not applicable to the transaction because it is a common stock purchase of the entire Company and does not involve a transfer or lease out of the Company of isolated Company assets such as the franchise, works, or the system.

11. Finally, in demonstrating that the transaction will satisfy the public interest standard of RSA 374:33, the Joint Petitioners will demonstrate the Buyer's managerial, financial, legal, and technical expertise. See, *Lower Bartlett Water Precinct*, Order No. 23,562 (September 25, 2000) at page 18.

Managerial, Financial, Legal, and Technical Expertise

12. Evidence that the transaction is for the public good is that the transaction will be a stock purchase in which Marc Liechti and Justin Ahmann, through Alpine Pacific, Inc., will acquire 100% of the equity ownership interest in Bedford Waste, thereby replacing Robert S. LaMontagne as the owner. The essential terms of the transaction involve: (1) the conveyance of all assets, liabilities, and rights of Bedford Waste to the Buyers (see Purchase Agreement Bill of Sale and Schedule 1.1 Business Assets); (2) for the confidential agreed-upon purchase price (see Purchase Agreement Section 1.4); (3) no financing is anticipated; and (4) that the closing is anticipated to occur within thirty (30) days from the date upon which the Commission's approval becomes final (see Purchase Agreement Section 1.2). The proposed transaction will not alter Bedford Waste's corporate structure, rate base, rates, or tariff.

13. As described in the testimony of Messrs. Liechti and Ahmann, the Buyers possess the managerial, financial, legal, and technical expertise to own and operate Bedford Waste. Mr. Liechti and Mr. Ahmann own a number of small water and sewer systems that meet or exceed the size of Bedford. They have the capability to meet the operational, maintenance, and capital

needs of those systems and fully expect to similarly meet the needs of Bedford's customers. Mr. Liechti and Mr. Ahmann have a web site that allows customers to pay bills: <https://aputilities.com>. In comparison, customers presently pay Bedford Waste by physical checks. Although Mr. Liechti and Mr. Ahmann live in Montana, they have a local presence, through their affiliates Alpine Pacific Power & Water, LLC and Hydro Hooligans, LLC, to provide operational and maintenance support. This support is in addition to AAA Pump Service Corp. and Maznek Septic Services, LLC who had conducted the leach field inspections in 2021. The Buyers will provide customers with contact information so that in the event of questions, outages, and other issues, customers can contact either their local affiliate or Mr. Liechti and Mr. Ahmann's office directly. Aside from the additional customer service feature of online payment, the customer's experience will be similar to how customers interact with Bedford Waste.

Operational Support Agreement

14. The Buyers intend to continue to use AAA Pump Services Corp. and Maznek Septic Services, LLC to maintain Bedford's sewer system. The Buyers may also draw upon the operational and maintenance staff of Alpine Pacific Power & Water and Hydro Hooligans, LLC. The Buyers own both of these companies. Therefore, if affiliates are indeed used by the Buyers, they will file the relevant affiliate contracts for review pursuant to RSA 374:33. The same holds true of using Alpine Pacific Utilities, LLC to manage Bedford where Alpine Pacific, Inc. is purely a holding company. The Buyers will file an affiliate agreement between Alpine Pacific, Inc. and Alpine Pacific Utilities, LLC. The Buyers understand that the Commission and Department of Energy must review these contracts to perform utility-related services.

15. The transaction is expected to be relatively seamless to customers. The contact phone number will remain local in case customers need to contact the new owners. Customer

billing will improve because of the ability of customers to pay online. The Buyers bring financial security that meets or exceeds the financial security Robert S. LaMontagne provided.

16. For all of the foregoing reasons, the Joint Petitioners believe the transaction will result in no harm to customers and is lawful, proper and in the public interest and is consistent with RSA 374:33.

WHEREFORE, Bedford Waste and the Buyers, through Alpine Pacific, Inc., respectfully request the Commission:

- A. Find that the purchase of Bedford Waste Services Corporation by Alpine Pacific, Inc. will be for the public good;
- B. Approve the proposed transaction; and
- C. Grant such other and further relief as is just and equitable.

Respectfully submitted,

BEDFORD WASTE SERVICES CORPORATION

By Its Attorney,

Date: December 13, 2024

By: Marcia A. Brown
Marcia A. Brown, NH Bar #11249
NH Brown Law, P.L.L.C.
20 Noble Street
Somersworth, NH 03878-2621
(603) 219-4911
mab@nhbrownlaw.com

MARC LIECHTI

Date: December 13, 2024

Marc Liechti

JUSTIN AHMANN


Date: December 13, 2024

[Signature]

CERTIFICATE OF SERVICE

I hereby certify that a copy of this petition has been forwarded this day by electronic transmission to the Department of Energy and Office of the Consumer Advocate.

Dated: December 13, 2024


Marcia A. Brown
Marcia A. Brown