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CASE MANAGEMENT

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March 31, 2014

Kristi Izzo, Secretary
Board of Public Utilities
44 South Clinton Avenue, 9th Floor
P.O. Box 350
Trenton, NJ 08625

Re: I/M/O Petition of Aqua New Jersey, Inc. for Approval of a Restated Municipal Franchise to Serve the Township of Chesterfield, Burlington County, State of NJ, Docket No. WE13111058

Dear Secretary Izzo:

By Order dated February 19, 2014, the New Jersey Board of Public Utilities ("Board") granted the application of Aqua New Jersey, Inc. ("Aqua") for a restated franchise to provide water services to the Township of Chesterfield ("Township") (together, the "Parties") and to construct, operate and maintain water facilities in the Township's rights-of-way. After the Order was issued, it was discovered that due to an administrative error, the franchise territory was not accurately described in the Petition, and subsequently was inaccurately described in the Board Order. By this letter, Aqua provides a more accurate description of the franchise service territory, as set forth in the Township's Franchise Ordinance and the Parties' Franchise Agreement, and requests that this description be accepted as the operative description of Aqua's franchise.

Attached as Exhibit "A" is the map of Aqua's franchise territory that was referenced in Paragraph 2.4 of the Parties' Franchise Agreement, defining the "Franchise Area", and attached as an exhibit to the Franchise Agreement. You will note that the Franchise Agreement defined the franchise area by reference to the boundaries set forth on the map, and the map should

A Pennsylvania Limited Liability Partnership

California Colorado Connecticut Delaware District of Columbia
Florida Nevada New Jersey New York Pennsylvania

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ccms
J. Lane
Water



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therefore be utilized as the operative document with regard to the scope of the franchise. A less legible version of this map was attached as part of Exhibit "C" to the Petition.

Attached as Exhibit "B" is a written description of the franchise area that was contained in the Parties' 1956 Franchise Agreement. The description corresponds to the map and should be used to provide further guidance regarding the scope of the franchise. The areas within the boundaries of the Township that are outside the approved service territory are: the area north and west of the New Jersey Turnpike to the boundary between Burlington and Mercer Counties and the Township boundary to the west; and the entire area south of Bordentown-Chesterfield Road (CR528) and Stelle Road continuing to the Township boundary on the east. As between the two exhibits, the map should be deemed to be the controlling document.

The remainder of the Township is largely undeveloped land that cannot be developed under the Township's Transfer of Development Rights strategy. This strategy was developed as part of the master plan adopted by the Chesterfield Township Planning Board regarding future land use in the Township.

There is no other provider of water service to the Township.

Please advise if you require further information or clarification regarding the scope of Aqua's franchise.

Thank you for your anticipated courtesies.

Respectfully,

Steven S. Goldenberg

SSG:jfp
Encl.

cc: Maria Moran
Kenneth Welch
John C. Gillespie, Esq.

EXHIBIT A: WATER FRANCHISE AREA

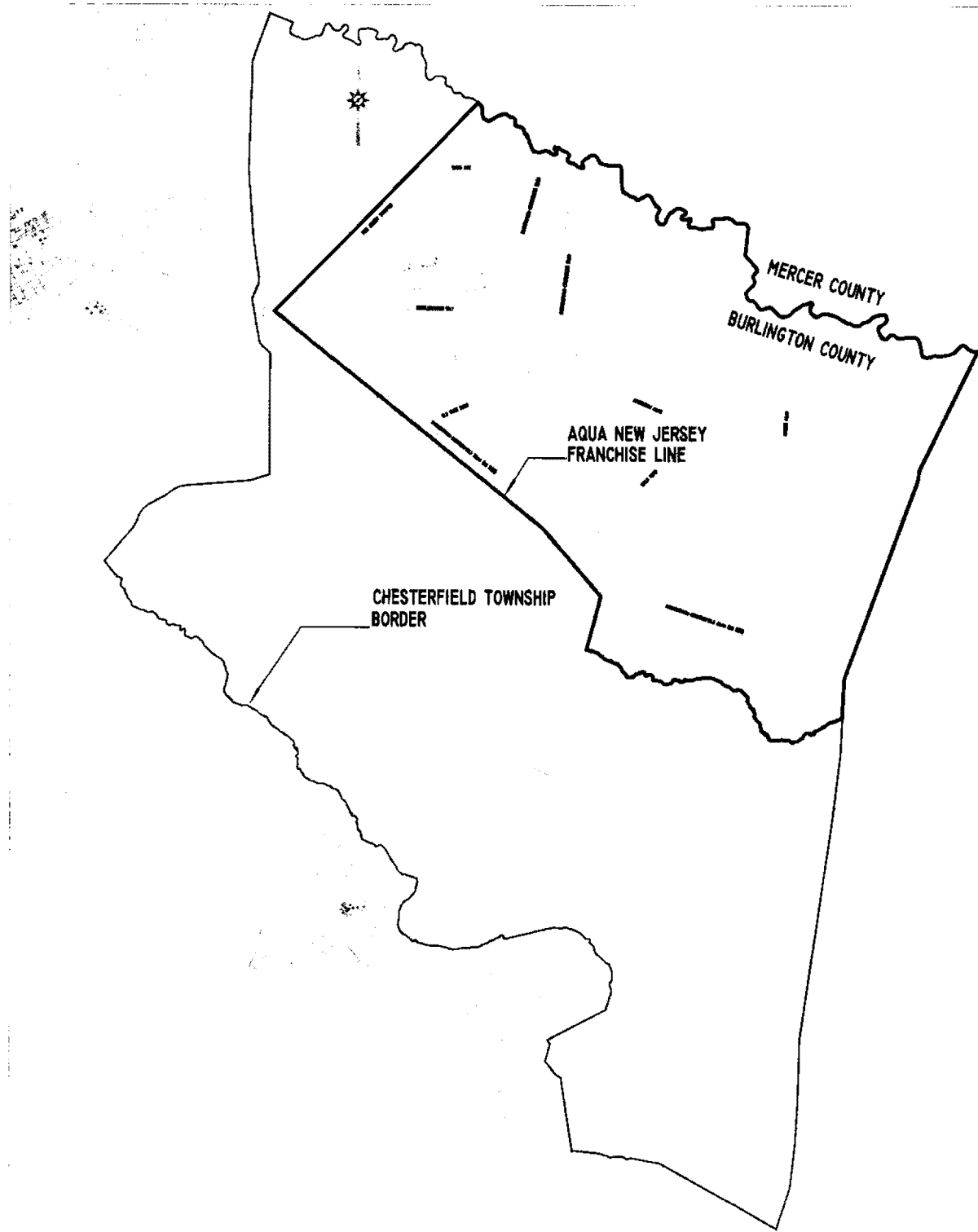


EXHIBIT B: Description of Aqua New Jersey, Inc. franchise area in Chesterfield Township, NJ

BEGINNING at the intersection of the southeasterly right-of-way line of the New Jersey Turnpike with the centerline of the Crosswicks Creek, said point also being on the division line between the counties of Mercer and Burlington and thence (1) southwesterly along the southeasterly right-of-way line of New Jersey Turnpike to a point which is distant one hundred fifty feet (150') measured southwesterly at right angles from the centerline of the Bordentown-Chesterfield Road; then (2) southeastwardly parallel with and one hundred fifty feet (150') southwestwardly at right angles from the centerline of the Bordentown-Chesterfield Road to point, which is distant one hundred fifty feet (150') measured northwesterly at right angles from the centerline of Georgetown-Road; thence (3) southwesterly parallel with and one hundred fifty feet (150') northwestwardly at right angles from the centerline of the Georgetown Road to a point in the branch of Black's Creek near Stelle Road; thence (4) in a generally southeasterly direction along said branch of Black's Creek, the various courses and directions thereof to a point in the division line between the townships of Chesterfield and North Hanover, said point being approximately twelve hundred (1200') south of Chesterfield-Allentown Road; thence (5) northerly along the division line between the townships of Chesterfield and North Hanover to an angle therein; thence (6) northeasterly still along said division line between the townships of Chesterfield and North Hanover to a point in the center line of Crosswicks Creek, said centerline being the division line between counties of Mercer and Burlington; thence (7) in a generally northwesterly direction along the centerline of Crosswicks Creek and the division line between the counties of Mercer and Burlington the various courses and distances thereof to the point and place of the BEGINNING.