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CASE MANAGEMENT

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BOARD OF PUBLIC UTILITIES  
TRENTON, NJ  
April 17, 2018

RECEIVED  
MAIL ROOM

APR 18 2018

Via Federal Express and Electronic Mail

Aida Camacho, Secretary  
Board of Public Utilities  
44 South Clinton Ave, 3<sup>rd</sup> Floor, Suite 314  
P.O. Box 350  
Trenton, NJ 08625-0350

BOARD OF PUBLIC UTILITIES  
TRENTON, NJ

**Re: In the Matter of the Acquisition of Elizabethtown Gas, a Division of Pivotal Utility Holdings, Inc. by ETG Acquisition Corp., a subsidiary of South Jersey Industries Inc. and Related Transactions  
BPU Docket No. GM17121309**

Dear Secretary Camacho:

On behalf of the Joint Petitioners, enclosed is proof of service of Notice of the Public Hearings in the above referenced proceedings to the municipalities and counties in the service territory of Elizabethtown. Proof of publication in local newspapers of general circulation will be supplied at the public hearings.

Respectfully submitted,

/s/ Deborah M. Franco /KB

Deborah M. Franco  
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Pivotal Utility Holdings, Inc.  
d/b/a Elizabethtown Gas

- cc: William Agee
- Megan Lupo
- Stacy Peterson
- Felicia Thomas-Friel
- Alex Moreau
- Service List (via email only)

CMS P. Krogman, DAG  
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**IN THE MATTER OF THE ACQUISITION OF ELIZABETHTOWN GAS, A DIVISION  
OF PIVOTAL UTILITY HOLDINGS, INC. BY ETG ACQUISITION CORP., A  
SUBSIDIARY OF SOUTH JERSEY INDUSTRIES, INC. AND RELATED  
TRANSACTIONS  
BPU DOCKET NO. GM17121309**

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STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK )

ss:

AFFIDAVIT

Terrence Regan, being duly sworn according to law, upon his oath deposes and says:

1. I hereby certify that

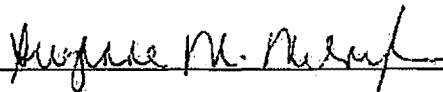
a. On the 28th day of March, 2018, a copy of the Notice of Public Hearings in the Matter of the Petition in Docket GM17121309 for Pivotal Utility Holdings, Inc., d/b/a Elizabethtown Gas, was served on the 85 municipalities and 14 counties in which Elizabethtown Gas provides services, (see Municipal Service List attached) by a copy of the Notice being placed in an envelope, postage paid, and placed in the U.S. mail addressed to the entities' last known address.

b. On the 28th day of March, 2018, a copy of the Notice of Public Hearings in the Matter of the Petition in Docket GM17121309 for Pivotal Utility Holdings, Inc., d/b/a Elizabethtown Gas, was also electronically served on the municipalities and counties in which Elizabethtown Gas provides services that have consented to electronic service, (see Municipal Service List attached) by attaching an electronic copy of the Notice to an electronic mail message sent to the entities' last known electronic mail address.

2. The foregoing statements are true to the best of my knowledge, information and belief.

  
\_\_\_\_\_  
Terrence Regan

Sworn to and subscribed to before me this 17<sup>th</sup> day of April, 2018.

  
\_\_\_\_\_

SUZANNE M. MELNYK  
Notary Public, State of New York  
No. 01ME4960454  
Qualified in New York County  
Commission Expires Dec. 28, 2021

**NOTICE OF FILING OF A JOINT PETITION FOR APPROVAL OF  
THE ACQUISITION OF ELIZABETHTOWN GAS, A DIVISION OF PIVOTAL  
UTILITY HOLDINGS, INC. BY ETG ACQUISITION CORP., A SUBSIDIARY OF  
SOUTH JERSEY INDUSTRIES, INC. AND RELATED TRANSACTIONS**

**BPU DOCKET NO. GM17121309**

**NOTICE OF PUBLIC COMMENT HEARINGS**

**PLEASE TAKE NOTICE** that on December 21, 2017, South Jersey Industries, Inc. (“SJI”), and its subsidiaries, ETG Acquisition Corp. and South Jersey Resources Group, LLC (“SJRG”), together with Pivotal Utility Holdings, Inc. (“Pivotal”) (“Joint Petitioners”) submitted a Verified Joint Petition (“Joint Petition”) to request approval by the New Jersey Board of Public Utilities (“Board” or “BPU”) of the acquisition of control by ETG Acquisition Corp. of Pivotal’s New Jersey utility operating division, Elizabethtown Gas (“Elizabethtown”), including the sale of substantially all of Elizabethtown’s assets (“Acquisition”) pursuant to N.J.S.A. 48:2-51.1, N.J.S.A. 48:3-7, N.J.A.C. 14:1-5.14, and N.J.A.C. 14:1-5.6. The Joint Petitioners also seek various related approvals including the approval of certain affiliate service agreements, a transfer of stock to effectuate a reorganization in connection with the Acquisition, the discontinuance by Pivotal of the provision of utility service under the Elizabethtown tariff, the corresponding adoption of the existing Elizabethtown Tariff by ETG Acquisition Corp., certain accounting approvals, and a Board disclaimer of jurisdiction over the sale by Pivotal of certain assets located in Maryland or in the alternative, approval of the sale of the Maryland assets.

As a result of the Acquisition and related transactions, Elizabethtown will be owned by SJI Utilities, Inc., a wholly owned subsidiary of SJI. No rate changes are proposed in connection with the Acquisition, but the Joint Petition indicates that as part of the Acquisition and the post-closing assignment of the Elizabethtown and Sequent Energy Management L.P. asset management agreement (“SEM AMA”) to SJRG. As part of the Petition, Joint Petitioners propose that Elizabethtown’s Basic Gas Supply Service (“BGSS”) customers will receive a minimum \$26.25 million credit over a five year period, inclusive of a \$5 million rate credit to be provided to Elizabethtown BGSS customers within 90 days of the closing of the Acquisition. Elizabethtown Gas Company will provide service to customers pursuant to current tariffed rates, terms and conditions of service.

To the extent required by N.J.S.A. 48:2-51.1 and N.J.A.C. 14:1-5.14, the Board will evaluate the impact of the proposed Acquisition on competition, on the rates paid by Elizabethtown’s customers, on the employees of Elizabethtown, and on the provision of safe and adequate utility service at just and reasonable rates. The Joint Petitioners state that the proposed Acquisition will not have an adverse impact on competition, rates, employees of Elizabethtown, or on the provision of safe, adequate and proper utility service, and instead will provide positive benefits for Elizabethtown, its customers and the State of New Jersey. The Joint Petition also contains a commitment to maintain a minimum of 330 employees to support Elizabethtown’s operation after the closing of the Acquisition. A number of other commitments are reflected in the Joint Petition in connection with the Acquisition.

A copy of this Notice is being served upon the municipal clerk and county administrator in each municipality and county in which Elizabethtown renders service, as well as on the public utilities serving within Elizabethtown's service territory. The Joint Petition, and this Notice, have been served upon the Director, Division of Rate Counsel, and the Department of Law and Public Safety. Copies of the Joint Petition are available for public inspection at Elizabethtown's business office, 520 Green Lane, Union, N.J. 07083, during normal business hours and on Elizabethtown's website at [www.elizabethtowngas.com](http://www.elizabethtowngas.com). A copy is also available at the Board of Public Utilities, 44 South Clinton Avenue, 3<sup>rd</sup> Floor, Suite 314, P.O. Box 350, Trenton, N.J. 08625-0350.

**PLEASE TAKE FURTHER NOTICE** that on April 17, 2018 and April 19, 2018, the Board will conduct public comment hearings regarding the Joint Petition. The public hearings will be held at the following locations at the dates and times indicated below:

**Date:** April 17, 2018  
**Time(s):** 4:30 P.M. and 5:30 P.M.  
**Place:** Hunterdon County Complex, Building #1  
314 State Route 12  
Flemington, NJ 08822

**Date:** April 19, 2018  
**Time(s):** 4:30 P.M. and 5:30 P.M.  
**Place:** Liberty Hall Corporate Center  
1085 Morris Avenue  
Union, NJ 07083

Staff of the Board of Public Utilities will be present at the public comment hearings. Members of the public will have an opportunity to be heard and/or submit written comments or statements at the public hearing, if they wish to do so; any such comments will be made part of the public record and will be considered by the Board prior to voting on the matter. The public hearing will continue at the foregoing date, time(s), and location until all persons timely appearing at the hearing have had a reasonable opportunity to be heard. Regardless of whether they attend the public hearings, members of the public may file written comments on the filing. Written comments may be submitted to the attention of Aida Camacho-Welch, Secretary, Board of Public Utilities, 44 South Clinton Avenue, 3<sup>rd</sup> Floor, Suite 314, P.O. Box 350, Trenton, N.J. 08625-0350. A copy should also be mailed to Elizabethtown Gas, 520 Green Lane, Union N.J. 07083, Attention: M. Patricia Keefe. Persons submitting written comments are asked to include Docket No. GM17121309 in the "Subject" line of their submissions.

Please submit any requests for special accommodation at least 72 hours prior to the hearings by contacting Elizabethtown at 520 Green Lane, Union N.J. 07083, Attention: Ann Handlin, (908) 662-8453.



**Elizabethtown Gas  
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**Elizabethtown Gas  
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**Elizabethtown Gas  
Public Notice Municipal Service List**

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**Elizabethtown Gas  
Public Notice Municipal Service List**

Page 4 of 6

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**Elizabethtown Gas  
Public Notice Municipal Service List**

Page 5 of 6

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**Elizabethtown Gas  
 Public Notice Municipal Service List**

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