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February 9, 2018

Carmen D. Diaz, Assistant Secretary
New Jersey Board of Public Utilities
44 South Clinton Avenue
P.O. Box 350
Trenton, New Jersey 08625-0350

Re: IMO 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 Ms. Diaz:

Enclosed are an original and ten copies of the motion of the New Jersey Large Energy Users Coalition to Intervene in the above proceeding, together with a Motion for Admission Pro Hac Vice of Paul F. Forshay, Esq. By copy of this letter, these motions are being forwarded this date via electronic mail to all persons whose names appear on the attached distribution list.

Thank you for your anticipated courtesies.

Respectfully submitted,


Steven S. Goldenberg

SSG:jfp
Encl.
cc: Distribution List (w/ encl.)

**STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES**

**In The Matter Of The Acquisition of)
Elizabethtown Gas, a Division of Pivotal) BPU Docket No. GM17121309
Utility Holdings, Inc. by ETG Acquisition)
Corp., a Subsidiary of South Jersey)
Industries Inc. and Related Transactions)**

**MOTION TO INTERVENE OF THE
NEW JERSEY LARGE ENERGY USERS COALITION**

The New Jersey Large Energy Users Coalition (“NJLEUC”), an association whose members include large volume natural gas customers serviced by Pivotal Utility Holdings, Inc. d/b/a Elizabethtown Gas (“Elizabethtown”), hereby moves to intervene in the above-captioned proceeding. In support of its motion, NJLEUC states as follows:

1. All communications and correspondence concerning this proceeding should be directed to:

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2. On December 21, 2017, South Jersey Industries, Inc., (“SJI”), ETG Acquisition Corp. (“ETG”) and South Jersey Resources Group, LLC (“SJR”), together with Pivotal Utility Holdings, Inc. (“Pivotal”) (collectively the “Joint Petitioners”), filed a Verified Joint Petition that seeks approval by the Board of Public Utilities (“Board”) of the acquisition of Elizabethtown by

ETG, including substantially all of Elizabethtown's assets. Following the consummation of the acquisition, the ETG name will be changed to Elizabethtown Gas Company.

3. Under the terms of Joint Petitioners' Asset Purchase Agreement, SJI, through ETG, agreed to purchase substantially all of the assets of Elizabethtown. SJI will also effectuate a corporate reorganization, whereby the stock of South Jersey Gas will be transferred from SJI to SJI Utilities, resulting in a single entity controlling SJI's three operating utilities, South Jersey Gas, Elizabethtown and Elkton Gas of Maryland.

4. The Joint Petition states that following the acquisition, Elizabethtown's core management team will remain in place and Elizabethtown will continue to operate in the same manner as it does today. The Joint Petition sets forth certain specific commitments regarding Elizabethtown, including commitments to continue its facilities for at least three years, and employee-related commitments, including offers of employment to current employees at comparable wage and benefit levels and an agreement to honor Elizabethtown's collective bargaining agreements.

5. The Joint Petition states that the proposed acquisition would satisfy both the "no harm" standard set forth in N.J.S.A. 48:2-51.1 and the "positive benefits" standard set forth in N.J.A.C. 14:1-5.14(c). Specifically, the Joint Petition states that the acquisition would not have an adverse impact on (i) the provision of safe, adequate and proper utility service, (ii) the rates charged to customers for utility service, (iii) utility employees, and (iv) competition, and would yield tangible positive benefits for Elizabethtown customers and the State.

6. The positive benefits cited by the Joint Petition include (i) a one-time \$5 million credit to BGSS customers and a continuation through 2024 of the margin sharing arrangement associated with the Sequent Asset Management Agreement, totaling a minimum credit of \$26.25

million payable over five years; (ii) maintaining the community charitable support currently provided by Elizabethtown; (iii) a commitment that following the closing, the combined companies will maintain a minimum of 330 employees supporting Elizabethtown's operations for three years; and (iv) a three year commitment to maintain Elizabethtown's headquarters in Union and to continue Elizabethtown's call, payment and field service centers. The Joint Petition states that these benefits establish that the acquisition is in the public interest and should be approved.

WHEREFORE, in support of its application for intervention in this proceeding, and as further summarized below, NJLEUC respectfully submits that all factors for intervention set forth in N.J.A.C. 1:1-16 weigh in favor of granting NJLEUC's motion to intervene in this proceeding:

1. NJLEUC formed, in part, to monitor regulatory proceedings involving the State's electric and natural gas utilities, including Elizabethtown, and to intervene or participate in regulatory and rate proceedings to the extent necessary to represent its members' common interests. Members of NJLEUC are large volume purchasers of natural gas distribution service from Elizabethtown and, therefore, have a significant interest in the outcome of this proceeding;

2. Given its capacity as an association of large end-use customers on the Elizabethtown system, NJLEUC's interests with regard to the proposed acquisition are unique from those of any other party.

3. NJLEUC has a unique perspective and insight regarding the potential impact, on large volume gas customers, of the relief sought by the Joint Petitioners in this proceeding.

4. NJLEUC's motion is timely and will not delay or otherwise disrupt the prosecution of this proceeding;

5. Fundamental fairness and due process considerations require that NJLEUC be afforded an opportunity to intervene in this proceeding, the outcome of which will have an impact on the reliability and cost of gas distribution service received from Elizabethtown by the members of NJLEUC;

6. NJLEUC has been granted Intervenor status in Elizabethtown rate proceedings, the NUI/AGL Resources and AGLR/Southern Company merger proceedings, and a number of regulatory proceedings involving Elizabethtown, including the ENDURE infrastructure proceeding;

7. Accordingly, the issues to be decided in this proceeding substantially, specifically and directly affect NJLEUC within the meaning of these terms as used in the Uniform Rules, thereby making it appropriate for NJLEUC to intervene as a party;

8. Furthermore, the interests of NJLEUC's members as large end-use customers of Elizabethtown are substantially different from those of any other party seeking intervention or participation. Therefore, NJLEUC's interests in this proceeding are unique on both a quantitative and qualitative basis;

9. NJLEUC's entry as a party would measurably and constructively advance this proceeding because of the unique status of its members as large end-use customers on the Elizabethtown system. NJLEUC's entry as a party would promote an informed and balanced presentation of the issues;

10. Notwithstanding its unique interests, where it is possible and practical for it to do so, NJLEUC will endeavor to work cooperatively with other parties in this proceeding in the interests of administrative efficiency and economy;

11. For the foregoing reasons, and because the cost and quality of natural gas delivery service to NJLEUC's members will be directly and substantially affected by the issues to be determined in this proceeding, NJLEUC has a direct and immediate interest in the outcome of this proceeding that cannot adequately be represented by any other party.

WHEREFORE, pursuant to N.J.A.C. 1:1-16, *et seq.*, NJLEUC respectfully requests that it be permitted to intervene in the above-captioned proceeding.

Respectfully submitted,

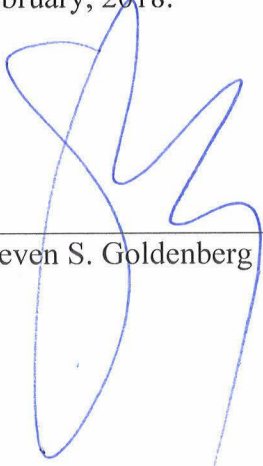
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Attorneys for New Jersey Large Energy
Users Coalition

Dated: February 9, 2018

CERTIFICATION OF SERVICE

I hereby certify that I have this day served via electronic mail copies of the foregoing Motion to Intervene to the parties identified on the service list. The original and 10 copies have been forwarded via first class mail to Carmen D. Diaz, Assistant Secretary, Board of Public Utilities.

Dated at Lawrenceville, New Jersey, this 9th day of February, 2018.



Steven S. Goldenberg

**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 JERSEY
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Utility Holdings, Inc. by ETG Acquisition)
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MOTION FOR ADMISSION *PRO HAC VICE*

The undersigned counsel, a member in good standing of the bar of the State of New Jersey and willing to serve as attorney of record in this proceeding, hereby moves for the admission *pro hac vice* of Paul F. Forshay, Esq. Mr. Forshay is a member in good standing of the bar of the District of Columbia.

There is good cause for Mr. Forshay to be admitted *pro hac vice* because he has had significant experience representing the interests of large end-use customers, he has an attorney-client relationship with the New Jersey Large Energy Users Coalition, and this proceeding involves a complex field of law in which he is a specialist. Specifically, Mr. Forshay has had significant experience with matters arising under the Natural Gas Act, matters involving interstate natural gas pipelines, including ratemaking, capacity release, infrastructure and construction issues, and natural gas and electric utility mergers and acquisitions, including the NUI/AGL Resources and AGLR/Southern Company mergers. Mr. Forshay has also had a longstanding, ongoing representation of the New Jersey Large Energy Users Coalition in a multiplicity of matters before the Federal Energy Regulatory Commission and the Board of Public Utilities.

As evidenced by his affidavit attached hereto, Mr. Forshay has paid to the New Jersey Lawyers' Fund for Client Protection the fees required by R. 1:20-1(b).

Respectfully submitted,

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Phone: 609-896-3600
Attorneys for New Jersey Large Energy
Users Coalition

Dated: February 9, 2018

CERTIFICATION OF SERVICE

I hereby certify that I have this day served via electronic mail copies of the foregoing Motion for Admission *Pro Hac Vice* to the parties identified on the service list. The original and 10 copies have been forwarded via first class mail to Carmen D. Diaz, Assistant Secretary, Board of Public Utilities.

Dated at Lawrenceville, New Jersey, this 9th day of February, 2018.



Steven S. Goldenberg

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
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BPU

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**STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES**

**In The Matter Of The Acquisition of)
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Utility Holdings, Inc. by ETG Acquisition)
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**AFFIDAVIT IN SUPPORT OF REQUEST
TO APPEAR *PRO HAC VICE***

Washington)
) ss.
District of Columbia)

I, Paul F. Forshay, duly sworn according to law, depose and say:

1. I am an attorney in good standing admitted to practice in the District of Columbia. I am not admitted to practice in New Jersey. I have no disciplinary proceedings pending against me in any jurisdiction and no discipline has been previously imposed on me in any jurisdiction.

2. I am associated in this matter with New Jersey counsel of record, Steven S. Goldenberg, Esq. of the firm of Fox Rothschild LLP, who is qualified to practice law in this State pursuant to R. 1:21-1.

3. The New Jersey Large Energy Users Coalition (“NJLEUC”) has requested my representation in this matter.

4. There is good cause for my admission *pro hac vice* in that I have had considerable experience representing large end-use customers in various proceedings before the Federal Energy Regulatory Commission (“FERC”) and Board of Public Utilities (“Board”) and I have an attorney-client relationship with NJLEUC. The proceeding in which I seek admission involves a

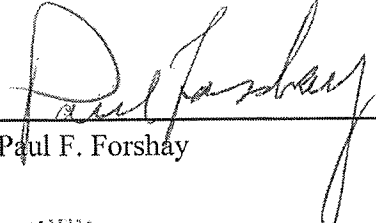
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complex field of law in which I am a specialist. I have had significant experience with matters arising under the Natural Gas Act, matters involving interstate natural gas pipelines, including ratemaking, capacity release, infrastructure and construction issues, and natural gas and electric utility mergers and acquisitions, including the NUI/AGL Resources and AGLR/Southern Company mergers involving Elizabethtown. I have had a longstanding relationship with NJLEUC and have represented NJLEUC in a multiplicity of matters before FERC and the Board.

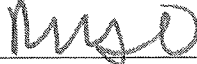
5. I have paid to the New Jersey Lawyers' Fund for Client Protection the fees required by R. 1:20-1(b) and 1:28-2.

6. If this application to appear *pro hac vice* is granted, I agree to:

- a. abide by the New Jersey Court Rules, including all disciplinary rules;
- b. consent to the appointment of the Clerk of the Supreme Court as agent upon whom service of process may be made for all actions against me or my firm that may arise out of my participation in this matter;
- c. notify the Board and/or Office of Administrative Law immediately of any matter affecting my standing at the bar of any court; and
- d. have all pleadings, briefs and other papers filed with the Board and/or Office of Administrative Law signed by the attorney of record.

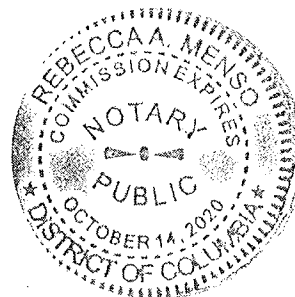

Paul F. Forshay

SUBSCRIBED AND SWORN to before
me this 8th day of February, 2018



Notary Public

ACTIVE\53436328.v1-2/8/18



REBECCA A. MENSO
Notary Public, District of Columbia
My Comm. Exp. October 14, 2020