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July 7, 2022

VIA ELECTRONIC MAIL

carmen.diaz@bpu.nj.gov
board.secretary@bpu.nj.gov

Carmen D. Diaz
Acting Secretary of the Board
Board of Public Utilities
44 South Clinton Avenue, 1st Floor
P.O. Box 350
Trenton, New Jersey 08625

RE: In the Matter of the Merger of South Jersey Industries, Inc. and Boardwalk
Merger Sub, Inc.
BPU Docket No. GM22040270

Dear Acting Secretary Diaz:

On behalf of Atlantic City Electric Company, enclosed please find for filing the Company's Motion to Participate in the above docket.

Consistent with the Order issued by the Board in connection with *In the Matter of the New Jersey Board of Public Utilities' Response to the COVID-19 Pandemic for a Temporary Waiver of Requirements for Certain Non-Essential Obligations*, BPU Docket No. EO20030254, Order dated March 19, 2020, these documents are being electronically filed with the Acting Secretary of the Board, the Division of Law, and the New Jersey Division of Rate Counsel. No paper copies will follow.

Thank you for your consideration and courtesies. Feel free to contact me with any questions or if I can be of further assistance.

Respectfully submitted,



Cynthia L.M. Holland
An Attorney at Law of the
State of New Jersey

Enclosure
cc: Service List

**IN THE MATTER OF THE MERGER OF
SOUTH JERSEY INDUSTRIES, INC. AND
BOARDWALK MERGER SUB, INC.**

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

BPU DOCKET NO. GM22040270

**NOTICE OF
MOTION TO PARTICIPATE**


TO: Carmen D. Diaz
Acting Secretary of the Board
Board of Public Utilities
44 South Clinton Avenue, 1st Floor
P.O. Box 350
Trenton, New Jersey 08625

and

All Parties on the attached Service List

PLEASE TAKE NOTICE that, pursuant to *N.J.A.C.* 1:1-16.6, Atlantic City Electric Company (“ACE”), by its undersigned counsel, hereby moves to participate in the above-captioned proceeding.

Dated: July 7, 2022


CYNTHIA L. M. HOLLAND
An Attorney at Law of the
State of New Jersey

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**IN THE MATTER OF THE MERGER OF
SOUTH JERSEY INDUSTRIES, INC.
AND BOARDWALK MERGER SUB, INC.**

**STATE OF NEW JERSEY
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BPU DOCKET NO. GM22040270

MOTION TO PARTICIPATE

Atlantic City Electric Company (“ACE” or the “Company”), through Assistant General Counsel, Cynthia L.M. Holland, an attorney at law of the State of New Jersey, hereby files this Motion to Participate before the Board of Public Utilities (“Board”).

ACE provides the following in support of its Motion:

1. On April 25, 2022, IIF US Holding 2 LP (“IIF US 2”), NJ Boardwalk Holdings LLC (“Boardwalk”), Boardwalk Merger Sub, Inc. (“Merger Sub”), South Jersey Industries, Inc. (“SJI”), SJI Utilities, Inc. (“SJIU”), Elizabethtown Gas Company (“ETG”), and South Jersey Gas Company (“SJG”) (collectively, “Joint Petitioners”), filed a petition with the New Jersey Board of Public Utilities (“Board”) seeking authority for approval of an indirect change of control of ETG and SJG (“Joint Petition”). The proposed transaction would be effectuated by a merger of SJI and Merger Sub, a wholly-owned subsidiary of Boardwalk, which is in turn a wholly-owned, indirect subsidiary of IIF US 2 (“Proposed Transaction”).

2. As stated in the Joint Petition, the Infrastructure Investments Fund (“IIF”) is a private investment vehicle managing retirement funds of more than 60 million families with a \$20 billion net asset value and gross asset value of approximately \$40 billion mainly invested in critical infrastructure assets. IIF consists of two master partnerships, IIF US 2, the proposed owner referenced in Paragraph 2 of this Motion, and IIF Int’l Holding L.P., both advised by J.P. Morgan Investment Management Inc. It appears that IIF’s 18 controlled portfolio companies are located primarily in the United States, Europe, and Australia, and include six utility companies with 10,000

employees serving more than 10 million customers.

3. In New Jersey, ETG serves approximately 306,000 customers in all or portions of Hunterdon, Mercer, Middlesex, Morris, Sussex, Union and Warren counties. SJG serves approximately 413,000 customers in all or portions of Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, and Salem counties. Both gas utilities are wholly owned subsidiaries of SJIU, which, in turn, is a wholly owned subsidiary of SJI.

4. ACE is a New Jersey electric public utility incorporated in the State of New Jersey and maintains a regional office at 5100 Harding Highway, Mays Landing, New Jersey 08330. ACE is engaged in the transmission, distribution, and sale of electric energy for residential, commercial, and industrial purposes within New Jersey. The Company's service territory comprises eight counties located in southern New Jersey and includes approximately 560,000 customers. ACE's service territory overlaps with that of SJG, serving customers in Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, and Salem counties.

5. *N.J.A.C. 1:1-16.6* (a) sets forth the criteria for participation:

Any person or entity with a significant interest in the outcome of a case may move for permission to participate.

6. *N.J.A.C. 1:1-16.6* (b) sets forth the standard that must be weighed when considering a Motion to Participate:

In deciding whether to permit participation, the judge shall consider whether the participant's interest is likely to add constructively to the case without causing undue delay or confusion.

7. ACE is entitled to participate because it has a significant interest in this matter. ACE's service territory overlaps with the SJG service territory, meaning ACE customers are oftentimes SJG customers. Accordingly, ACE and SJG share certain services and programs for customers in South Jersey.

8. ACE's significant interest in the outcome of the proceeding is further rooted in the fact that substantive policy and/or procedural requirements established in this proceeding can significantly influence, if not have a precedential effect on, the positions taken by parties in, and the outcome of, proceedings involving ACE. Therefore, it is important that ACE be permitted Participant status in this proceeding so that it may monitor developments and be apprised of potential policy developments, both substantive and procedural, on these important issues in a timely manner.

9. As an investor-owned electric utility serving retail customers in South Jersey, the Company's interests in this proceeding are materially different from Petitioner, who represents its own interests, and from the other parties (*i.e.*, Board Staff and the Division of Rate Counsel), who represent primarily consumer interests.

10. ACE's interests will contribute to the development of a complete record for consideration by the Board without causing any delay or confusion, as the proceeding has just commenced and this Motion is timely filed. *N.J.A.C. 1:1-16.3 (a)*. The Company seeks Participant status so that it may receive copies of non-confidential discovery, testimony, briefs, and other materials; to actively monitor the proceedings; and possibly to file briefs and/or exceptions, as appropriate. ACE intends to abide by the procedural schedule(s) established in this docket.

11. Currently, ACE does not anticipate expanding its role beyond Participant status. However, the Company must reserve the right to seek full party intervenor status, in accordance with the applicable regulations, if the relevant circumstances underlying this proceeding change, and if ACE can establish that it satisfies regulatory requirements for such status.

12. The Company requests that all communications, correspondence, orders, and other documentation relating to this proceeding be directed to the following:

Cynthia L.M. Holland, Esq.
Assistant General Counsel
Atlantic City Electric Company
92DC42
500 North Wakefield Drive
Newark, DE 19702
(267) 533-1671 – Telephone (Mobile)
cynthia.holland@exeloncorp.com


ACE also requests that the above attorney be placed on the official service list compiled for purposes of this proceeding.

NOW WHEREFORE, the ACE respectfully requests that the Board, or Presiding Commissioner, issue an Order as follows:

- A. granting the Company rights as a Participant in this matter pursuant to *N.J.A.C. 1:1-16.6*, with the rights to argue orally, file briefs or statements, and file exceptions;
and
- B. granting such further relief as may be appropriate.

Respectfully Submitted,

Dated: July 7, 2022


CYNTHIA L. M. HOLLAND
An Attorney at Law of the
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CERTIFICATION

I, Cynthia L.M. Holland, of full age, hereby certify as follows:

1. I am an attorney at law in the State of New Jersey and am Assistant General Counsel to Atlantic City Electric Company ("ACE") in the above referenced matter, with which I am familiar.
2. I hereby certify that the statements made in the Motion to Participate are true and accurate to the best of my knowledge.
3. I further certify that, on this day, I caused ACE's Notice of Motion and Motion to Participate to be filed by electronic mail with the New Jersey Board of Public Utilities at board.secretary@bpu.nj.gov.
4. I further certify that, on this day, I caused copies of ACE's Motion to Participate to be served by electronic mail to the parties listed on the attached Service List.
5. I further and finally certify that the foregoing statements made by me are true. I am aware that, if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Dated: July 7, 2022


CYNTHIA L. M. HOLLAND
An Attorney at Law of the
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In the Matter of the Merger of South Jersey Industries, Inc. and Boardwalk Merger Sub, Inc.
BPU Docket No. GM22040270

Service List

<u>BPU</u> Carmen D. Diaz Acting Secretary of the Board Board of Public Utilities 44 South Clinton Avenue, 1 st Floor P.O. Box 350 Trenton, NJ 08625-0350 carmen.diaz@bpu.nj.gov board.secretary@bpu.nj.gov Robert Brabston Executive Director robert.brabston@bpu.nj.gov Stacy Peterson Deputy Executive Director stacy.peterson@bpu.nj.gov Mike Kammer Director Divisions of Energy and Water mike.kammer@bpu.nj.gov Benjamin Witherell Chief Economist benjamin.witherell@bpu.nj.gov Paul Lupo paul.lupo@bpu.nj.gov Heather Weisband heather.weisband@bpu.nj.gov Bart Kilar bart.kilar@bpu.nj.gov Jackie O'Grady jackie.ogrady@bpu.nj.gov Cindy Bianco cindy.bianco@bpu.nj.gov Scott Sumliner scott.sumliner@bpu.nj.gov Jacqueline Galka jacqueline.galka@bpu.nj.gov Ryan Moran ryan.moran@bpu.nj.gov	Christopher Oprysk christopher.oprysk@bpu.nj.gov Kyle Felton kyle.felton@bpu.nj.gov Julie Ford-Williams julie.ford@bpu.nj.gov Richard Lambert richard.lambert@bpu.nj.gov Jodie Raines jodie.raines@bpu.nj.gov Juan Urena juan.urena@bpu.nj.gov <u>DIVISION OF LAW</u> Daren Eppley, Esq. Deputy Attorney General Division of Law Hughes Justice Complex 25 Market Street P.O. Box 112 Trenton, NJ 08625 daren.eppley@law.njoag.gov Pamela Owen, Esq. pamela.owen@law.njoag.gov Matko Ilic, Esq. matko.ilic@law.njoag.gov Terel Klein, Esq. terel.klein@law.njoag.gov <u>RATE COUNSEL</u> Brian O. Lipman, Esquire Litigation Manager Division of Rate Counsel 140 East Front Street, 4 th Floor P.O. Box 003 Trenton, NJ 08625-0003 blipman@rpa.nj.gov Kurt Lewandowski, Esq. klewando@rpa.nj.gov Megan Lupo, Esq. mlupo@rpa.nj.gov	Sarah H. Steindel, Esq. ssteindel@rpa.nj.gov Maura Caroselli, Esq. maura.caroselli@rpa.nj.gov Karen Forbes kforbes@rpa.nj.gov Carlena Morrison cmorrison@rpa.nj.gov Maria Nova-Ruiz, Esq. mnovas-ruiz@rpa.nj.gov <u>JOINT PETITIONERS</u> Colleen A. Foley, Esq. Saul Ewing Arnstein & Lehr LLP One Riverfront Plaza, Suite 1520 Newark, NJ 07102 colleen.foley@saul.com Courtney L. Schultz, Esq. Saul Ewing Arnstein & Lehr LLP 1500 Market Street Centre Square West 38th Floor Philadelphia, PA 19102 courtney.schultz@saul.com Kenneth T. Maloney, Esq. Cullen and Dykman 1101 14th Street NW, Suite 750 Washington, DC 20005 kmaloney@cullenllp.com Terrence Regan, Esq. Cullen and Dykman 44 Wall Street New York, NY 10005 tregan@cullenllp.com <u>SJI Utilities, Inc.</u> Deborah M. Franco VP/Rates, Regulatory & Sustainability SJI Utilities, Inc. 520 Green Lane Union, NJ 07083 dfranco@sjindustries.com Sheree Kelly, Esq. skelly@sjindustries.com
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