

Katherine E. Smith
Associate Counsel - Regulatory

Law Department
80 Park Plaza, T10, Newark, New Jersey 07102-4194
Email: Katherine.Smith@pseg.com
Tel.: 973-430-6996



July 8, 2022

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

VIA E-MAIL

Commissioner Mary-Anna Holden
New Jersey Board of Public Utilities
44 South Clinton Avenue, Suite 314
P.O. Box 350
Trenton, New Jersey 08625-0350

Dear Commissioner Holden:

Enclosed is Public Service Electric and Gas Company's ("PSE&G") Motion to Participate in the above-captioned proceeding.

By copy of this letter, copies of the motion are being forwarded on this date via electronic mail to all persons whose name appears on the attached Service List.

Consistent with the Order issued by the New Jersey Board of Public Utilities ("BPU or 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, this filing is being electronically filed with the Secretary of the Board. No paper copies will follow.

Thank you for your review and consideration of this motion.

Very truly yours,

A handwritten signature in blue ink that reads "Katherine E. Smith". The signature is fluid and cursive, with a long horizontal stroke at the end.

Katherine E. Smith

c: Attached Service List (E-Mail Only)

STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES

In the Matter of South Jersey Industries, Inc.)
And Boardwalk Merger Sub, Inc.) BPU Dkt. No. GM22040270

PSE&G’S MOTION TO PARTICIPATE

Public Service Electric and Gas Company (“PSE&G” or “Company”) hereby moves before the New Jersey Board of Public Utilities (“Board” or “BPU”) to participate in the above-captioned proceeding pursuant to N.J.A.C. 1: 1-16.1 et seq. In support of the within motion, PSE&G respectfully submits:

1. PSE&G is a wholly owned direct subsidiary of Public Service Enterprise Group Incorporated (“PSEG”), with principal and executive offices located in Newark, New Jersey. PSEG is an exempt public utility holding company engaged in, among other things, the generation of electricity, and the transmission, distribution and sale of electricity and natural gas through its subsidiaries.

2. PSE&G is an electric and gas public utility subject to the regulatory jurisdiction of the Board. As a New Jersey public utility, PSE&G is engaged in the production, generation, purchase, transmission, distribution, and sale of electric, gas, and related utility services in the State of New Jersey. PSE&G currently serves nearly three quarters of the state’s population in a service area consisting of a 2,600-square-mile diagonal corridor across the state from Bergen to Gloucester Counties. PSE&G is the largest provider of electric and gas service in New Jersey, with over 1.7 million gas and 2.1 million electric customers in more than 300 urban, suburban and rural communities, including New Jersey’s six largest cities.

3. Copies of all correspondence and other communications relating to this proceeding and the within motion should be addressed to:

Joseph. F. Accardo, Jr., Esq.
PSEG Services Corporation
80 Park Plaza, T10
Newark, New Jersey 07102
joseph.accardojr@pseg.com

Katherine Smith, Esq.
PSEG Services Corporation
80 Park Plaza, T10
Newark, New Jersey 07102
katherine.smith@pseg.com

Additional electronic only copies should be addressed to:

Bernard Smalls
Paralegal
PSEG Services Corporation
80 Park Plaza, T5
P.O. Box 570
Newark, New Jersey 07102
Bernard.Smalls@pseg.com

Michele Falcao
Regulatory Case Supervisor
PSEG Services Corporation
80 Park Plaza, T5
P.O. Box 570
Newark, New Jersey 07102
Michele.Falcao@pseg.com

Caitlyn White
Case Coordinator
PSEG Services Corporation
80 Park Plaza, T10
Newark NJ 07102
caitlyn.white@pseg.com

4. South Jersey Gas Company (“SJG”) and Elizabethtown Gas Company (“ETG”) are natural gas distribution utilities providing service in New Jersey that are subject to the regulatory jurisdiction of the Board. SJG and ETG are wholly owned subsidiaries of SJI Energy Enterprises, Inc., which is which in turn is a wholly-owned subsidiary of South Jersey Industries (“SJI”), an energy infrastructure holding company headquartered in Folsom, New Jersey.

5. 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, the “Joint Petitioners”) filed a petition (“Petition”) with the Board on April 25, 2022, requesting the approval of an indirect change of control of ETG and SJG to 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. According to Joint Petitioners, the Proposed Transaction will result in SJI remaining as the surviving entity, and there will be an indirect change of control of SJI's two New Jersey public utilities – ETG and SJG. Upon the completion of the Proposed Transaction, SJI will be privately held and will become a member of the portfolio of 2 companies owned by Infrastructure Investments Fund, a private investment vehicle focused on investing in critical infrastructure assets that provide essential services, including natural gas, electric, and water utilities.

6. The Petition states the merger will not have an adverse impact on competition for natural gas utility service in New Jersey and also includes a suite of commitments and proposals relating to effectuating the transaction including ring-fencing, governance, and other commitments (Exhibit C to Petition).

7. In determining whether to grant a motion for participation, N.J.A.C. 1:1-16.6 requires that the Board consider: (1) whether the movant has a significant interest in the outcome in the case and (2) the prospect for confusion and delay arising from the movant's inclusion.

8. Application of the above-referenced criterion demonstrates that PSE&G's motion for participation should be granted. As a gas distribution utility that is part of a holding company structure, PSE&G has a significant interest in the outcome of the case. The Petition raises issues with respect to public utility holding company money pools, ring-fencing, tax, and other policy matters. The Board's decision in this matter, and any conditions accepted or imposed, could impact the PSEG Companies directly as well as how they choose to operate going forward.

9. PSE&G will abide by the schedule set for this proceeding, to the extent one has been entered.

10. The granting of this motion will not cause undue delay or confusion.

11. PSE&G is seeking participant status only at this time, but reserves its right to seek full party intervener status if the relevant circumstances underlying this proceeding change and PSE&G can establish that it satisfies the regulatory requirements for such a change.

12. Accordingly, PSE&G respectfully requests that the Board grant this request for participant status in this proceeding pursuant to N.J.A.C. 1:1-16.1 et seq.

Respectfully submitted,

PUBLIC SERVICE ELECTRIC AND GAS COMPANY

A handwritten signature in blue ink, appearing to read "Katherine E. Smith", with a stylized flourish at the end.

Katherine E. Smith, Esq.
Associate Counsel - Regulatory
Public Service Electric and Gas Company
80 Park Plaza, T-10
Newark, New Jersey 07102

DATED: July 8, 2022

I/M/O THE MERGER OF SOUTH JERSEY INDUSTRIES, INC. AND BOARDWALK MERGER SUB, INC.
BPU DOCKET NO. GM22040270

SERVICE LIST

BPU

Michael Kammer, Director
Board of Public Utilities
44 South Clinton Avenue
P.O. Box 350
Trenton, NJ 08625-0350
Mike.Kammer@bpu.nj.gov

Christopher Oprysk
Board of Public Utilities
44 South Clinton Avenue
P.O. Box 350
Trenton, NJ 08625-0350
Christopher.Oprysk@bpu.nj.gov

Juan Urena
Board of Public Utilities
44 South Clinton Avenue
P.O. Box 350
Trenton, NJ 08625-0350
Juan.Urena@bpu.nj.gov

Benjamin Witherell
Board of Public Utilities
44 South Clinton Avenue
P.O. Box 350
Trenton, NJ 08625-0350
Benjamin.witherell@bpu.nj.gov

Stacy Peterson
Board of Public Utilities
44 South Clinton Avenue
P.O. Box 350
Trenton, NJ 08625-0350
Stacy.Peterson@bpu.nj.gov

Bart Kilar
Board of Public Utilities
44 South Clinton Avenue
P.O. Box 350
Trenton, NJ 08625-0350
Bart.Kilar@bpu.nj.gov

Jackie O'Grady
Board of Public Utilities
44 South Clinton Avenue
P.O. Box 350
Trenton, NJ 08625-0350
jackie.ogrady@bpu.nj.gov

Cindy Bianco
Board of Public Utilities
44 South Clinton Ave
P.O. Box 350
Trenton, NJ 08625-0350
Cindy.Bianco@bpu.nj.gov

Julie Ford-Williams
Board of Public Utilities
44 South Clinton Avenue
P.O. Box 350
Trenton, NJ 08625-0350
Julie.Ford@bpu.nj.gov

Paul Lupo
Board of Public Utilities
44 South Clinton Avenue
P.O. Box 350
Trenton, NJ 08625-0350
Paul.Lupo@bpu.nj.gov

Heather Weisband
Board of Public Utilities
44 South Clinton Avenue
P.O. Box 350
Trenton, NJ 08625-0350
Heather.Weisband@bpu.nj.gov

Robert Brabston
Board of Public Utilities
44 South Clinton Ave
P.O. Box 350
Trenton, NJ 08625-0350
Robert.Brabston@bpu.nj.gov

Scott Sumliner
Board of Public Utilities
44 South Clinton Avenue
P. O. Box 350
Trenton, NJ 08625-0350
scott.sumliner@bpu.nj.gov

Jacqueline Galka
Board of Public Utilities
44 South Clinton Avenue
P.O. Box 350
Trenton, NJ 08625-0350
Jacqueline.Galka@bpu.nj.gov

Ryan Moran
Board of Public Utilities
44 South Clinton Avenue
P.O. Box 350
Trenton, NJ 08625-0350
Ryan.Moran@bpu.nj.gov

Division of Rate Counsel

Brian Lipman, Esq., Director
Division of Rate Counsel
140 East Front Street, 4th Floor
P.O. Box 003
Trenton, NJ 08625
blipman@rpa.nj.gov

Kurt Lewandowski, Esq.
Division of Rate Counsel
140 East Front Street, 4th Floor
P.O. Box 003
Trenton, NJ 08625
klewando@rpa.nj.gov

Megan Lupo, Esq.
Division of Rate Counsel
140 East Front Street, 4th Floor
P.O. Box 003
Trenton, NJ 08625
mlupo@rpa.nj.gov

Sarah H. Steindel, Esq.
Division of Rate Counsel
140 East Front Street, 4th Floor
P.O. Box 003
Trenton, NJ 08625
ssteinde@rpa.nj.gov

Maura Caroselli, Esq.
Division of Rate Counsel
140 East Front Street, 4th Floor
P.O. Box 003
Trenton, NJ 08625
mcaroselli@rpa.nj.gov

Karen Forbes
Division of Rate Counsel
140 East Front Street, 4th Floor
P.O. Box 003
Trenton, NJ 08625
kforbes@rpa.nj.gov

**I/M/O THE MERGER OF SOUTH JERSEY INDUSTRIES, INC. AND BOARDWALK MERGER SUB, INC.
BPU DOCKET NO. GM22040270**

SERVICE LIST

DAG

Daren Eppley, DAG
NJ Dept of Law & Public Safety
Richard J. Hughes Justice Complex
Public Utilities Section
25 Market Street, P.O. Box 112
Trenton, NJ 08625
Daren.Eppley@law.njoag.gov

Pamela Owen, DAG
NJ Dept of Law & Public Safety
Richard J. Hughes Justice Complex
Public Utilities Section
25 Market Street, P.O. Box 112
Trenton, NJ 08625
Pamela.Owen@law.njoag.gov

Terel Klein, DAG
NJ Dept of Law & Public Safety
Richard J. Hughes Justice Complex
Public Utilities Section
25 Market Street, P.O. Box 112
Trenton, NJ 08625
Terel.Klein@law.njoag.gov

Joint Petitioners

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 St.
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

Deborah M. Franco, Esq.
SJI Utilities, Inc.
520 Green Lane
Union, NJ 07083
dfranco@sjindustries.com

Sheree Kelly, Esq.
SJI Utilities, Inc.
520 Green Lane
Union, NJ 07083
skelly@sjindustries.com

Cindy Capozzoli
SJI Utilities, Inc.
1 South Jersey Place
Atlantic City, NJ 08401
ccapozzoli@sjindustries.com

Carolyn A. Jacobs
SJI Utilities, Inc.
1 South Jersey Place
Atlantic City, NJ 08401
cjacobs@sjindustries.com

Melissa Orsen
SJI Utilities, Inc.
One South Jersey Plaza
Folsom, New Jersey 08037
morsen@sjindustries.com

Amanda Wallace, Esq.
Infrastructure Investments Group
Managing Director
277 Park Avenue, 22nd Floor
New York, NY 10172
Amanda.wallace@jpmorgan.com

Andrew E. Gilbert
Infrastructure Investments Group
Managing Director
277 Park Avenue, 22nd Floor
New York, NY 10172
Andrew.e.gilbert@jpmorgan.com

Ellen Lapson
Lapson Advisory
370 Riverside Drive
New York, NY 10025
Ellen@lapsonadvisory.com

Joseph F. Accardo, Jr., Esq.
PSEG Services Corporation
80 Park Plaza, T10
Newark, NJ 07102
joseph.accardojr@pseg.com

Katherine Smith, Esq.
PSEG Services Corporation
80 Park Plaza, T10
Newark, NJ 07102
katherine.smith@pseg.com

Bernard Smalls
PSEG Services Corporation
80 Park Plaza, T10
Newark, NJ 07102
bernard.smalls@pseg.com

Caitlyn White
PSEG Services Corporation
80 Park Plaza, T10
Newark, NJ 07102
caitlyn.white@pseg.com

Michele Falcao
PSEG Services Corporation
80 Park Plaza, T10
Newark, NJ 07102
michele.falcao@pseg.com