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OFFICE OF THE
ECONOMIST

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

) PREHEARING ORDER WITH
) PROCEDURAL SCHEDULE
)

) DOCKET NO. GM22040270
)

Parties of Record:

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Kenneth T. Maloney, Esq., Cullen and Dykman, South Jersey Industries, Inc., SJJ Utilities, Inc., South Jersey Gas, and Elizabethtown Gas
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Martin C. Rothfelder, Esq., Environmental Defense Fund
Steven S. Goldenberg, Esq., New Jersey Large Energy Users Coalition

BY COMMISSIONER MARY-ANNA HOLDEN:

I. BACKGROUND AND PROCEDURAL HISTORY

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"), SJJ Utilities, Inc. ("SJJU"), 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").¹

¹ See Joint Petition at pp. 1-2.

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.

According to 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 (2) master partnerships, IIF US 2, the proposed owner in the instant petition, and IIF Int'l Holding L.P., both advised by J.P. Morgan Investment Management Inc. IIF's 18 controlled portfolio companies are located primarily in the United States, Europe, and Australia, and include six (6) utility companies with 10,000 employees serving more than 10 million customers.

On June 8, 2022, the Board retained the Joint Petition for hearing pursuant to N.J.S.A. 48:2-32, and designated myself as the Presiding Commissioner authorized to rule on all motions that arise during the pendency of these proceedings, as well as to modify any schedules that may be set as necessary to secure a just and expeditious determination of the issues.² Further, the Board directed that any entity seeking to intervene or participate in this matter file the appropriate application with the Board by July 8, 2022, and any party wishing to file a motion for admission of counsel, *pro hac vice*, should do so concurrently with any motion to intervene or participate.³

On August 12, 2022, I held a Pre-Hearing Conference, and provided all parties the opportunity to discuss the aspects and issues contained in this Order.

II. THE MOTIONS

As provided above, pursuant to the June 2022 Order, all Motions were due on or before July 8, 2022.⁴ The following entities filed timely Motions: 1) the New Jersey Large Energy Users Coalition ("NJLEUC"); 2) Atlantic City Electric Company ("ACE"); 3) Public Service Electric and Gas Company ("PSE&G"); and 4) the New Jersey Laborers-Employers Cooperation and Education Trust ("NJLECET"). Via an Order dated August 10, 2022, I granted NJLEUC intervenor status, and ACE, PSE&G, and NJLECET participant status.⁵

On July 8, 2022, Counsel for the Environmental Defense Fund ("EDF") filed correspondence requesting a "One Week Extension to File Intervention."⁶ EDF's reason for the request was,

² In re the Merger of South Jersey Industries Inc. and Boardwalk Merger Sub, Inc., Order Designating Commissioner, Setting Manner of Service and Bar Date, BPU Docket No. GM22040270, June 8, 2022 ("June 2022 Order").

³ Id.

⁴ Id.

⁵ In re the Merger of South Jersey Industries Inc. and Boardwalk Merger Sub, Inc., Order on Motions to Intervene and Participate, BPU Docket No. GM22040270, August 10, 2022 ("August Motions Order").

⁶ Notwithstanding that EDF filed a letter and not a motion, counsel for EDF represented that it was their "intent" to file a motion, and as such, and for the purposes of a clean and concise record, this request was treated as a formal motion.

"[d]ue to the holiday week and the other press of business, EDF was unable to complete its process of considering this intervention by July 8." EDF also stated that, "[it] is possible that EDF will choose not to intervene."

On July 14, 2022, I issued an Order denying EDF's Motion.⁷ I explained that EDF's request for additional time was to evaluate the prudence of filing a motion to intervene, and not additional time to file an actual motion. Therefore, by its own writing, EDF requested an extension of time to think about filing a motion, something that may or may not occur in the future (emphasis added). Additionally, I explained that EDF was afforded a month to make this determination, and under the Rules governing motion practice, a decision maker must consider the prospect for confusion and delay.⁸

On July 15, 2022, EDF filed a "Request for Interlocutory Appeal of Environmental Defense Fund and Interlocutory Appeal from July 14, 2022 Order Denying Extension Request" ("Motion for Reconsideration").⁹ Concurrently, on July 15, 2022, EDF also filed a Motion to Intervene and Request for Leave ("EDF Motion to Intervene").

On August 10, 2022, I granted EDF's Motion for Reconsideration and EDF's Motion to Intervene.¹⁰

With regard to the Motion for Reconsideration, I explained, in pertinent part, that EDF's July 8, 2022 Motion for an Extension of Time provided no law or facts on the merits. Instead, EDF filed a motion to consider filing a motion. However, the July 15, 2022 Request for Interlocutory Appeal contained EDF's Motion for Intervention. This was significant because now I had law and facts supporting EDF's position. I found that it was critical that I reviewed this newly submitted "significant evidence" to determine if EDF should be granted intervenor status in this matter.¹¹

After granting EDF's Motion for Reconsideration, I considered the merits of EDF's Motion to Intervene notwithstanding that EDF filed the Motion out of time. I found, in pertinent part, that EDF demonstrated it has a significant interest in this matter, and that no other party would represent the interests or insights of EDF. Specifically, I found that EDF could offer insight and advice regarding environmental, technical, and economic perspectives that could assist the Board in rendering its decision. Additionally, EDF's members are customers of ETG and SJG with a direct interest in the outcome of this matter, and as the Pre-Hearing Conference had not yet occurred, EDF's inclusion would not cause undue delay or confusion. As such, I found that EDF

⁷ In re the Merger of South Jersey Industries Inc. and Boardwalk Merger Sub, Inc., Order on Motion Requesting Extension of Time, BPU Docket No. GM22040270, July 14, 2022 ("July 14, 2022 Order").

⁸ See N.J.A.C. 1:1-16.3(a).

⁹ Notwithstanding that this was a Motion for Interlocutory Appeal, EDF noted it "also would welcome Commissioner Holden reconsidering the Order." As such, I treated this as a Motion for Reconsideration. See EDF's Motion for Reconsideration at p. 1, FN. 1.

¹⁰ In re the Merger of South Jersey Industries Inc. and Boardwalk Merger Sub, Inc., Decision on EDF Motion for Reconsideration and Motion to Intervene, BPU Docket No. GM22040270, August 10, 2022 ("EDF Order").

¹¹ EDF Order at p. 6 (citing D'Atria v. D'Atria, 242 N.J. Super. 392, 401 (Ch. Div. 1990); Cummings v. Bahr, 295 N.J. Super. 374, 384 (App. Div. 1996)).

met the standards for intervention.¹²

Therefore, pursuant to the August Motions Order and the EDF Order, and as specifically summarized in the August Motions Order, I **HEREBY GRANTED** intervenor status to NJLEUC and EDF, and **HEREBY GRANTED** participant status to ACE, PSE&G, and NJLECET.¹³

III. PREHEARING ORDER

I reviewed the proposed schedule and took into consideration the issues discussed during the August 12, 2022 Prehearing Conference. I **HEREBY ISSUE** the following as the Prehearing Order, along with the Procedural Schedule identified as “Exhibit A,” and I **HEREBY DIRECT** the parties to comply with its terms.

¹² Id. at pp. 6-7.

¹³ August Motions Order at p. 6.

PREHEARING ORDER

**IN THE MATTER OF THE MERGER OF SOUTH JERSEY INDUSTRIES, INC.
AND BOARDWALK MERGER SUB, INC.
DOCKET NO. GM22040270**

1. NATURE OF PROCEEDINGS AND ISSUES TO BE RESOLVED:

Through this proceeding, the Joint Petitioners seek approval for an indirect change of control of ETG and SJG via 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. 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 is, in turn, a wholly owned subsidiary of SJI.

Key Issues:

- Whether, pursuant to N.J.S.A. 48:2-51.1, N.J.A.C. 14:1-5.14(c), and N.J.S.A. 48:2-23, positive benefits will flow to customers and the State of New Jersey from the proposed transaction and, at a minimum, there are no adverse impacts on competition, the rates of ratepayers affected by the proposed transaction, the employees of the affected public utility or utilities, and the provision of safe and adequate utility service at just and reasonable rates.
- Whether, pursuant to N.J.S.A. 48:3-10, ETG and SJG, or any wholly owned subsidiary thereof, is able to fulfill any pension obligations to any of its employees.
- Any other issues that may arise during the course of these proceedings.

2. PARTIES AND THEIR DESIGNATED ATTORNEYS OR REPRESENTATIVES:

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No change in designated trial counsel shall be made without leave if such change will interfere with the dates for hearings. If no specific counsel is set forth in this Order, any partner or associate may be expected to proceed with evidentiary hearings on the agreed dates.

3. **SPECIAL LEGAL REQUIREMENTS AS TO NOTICE OF HEARING:**

Pursuant to N.J.S.A. 48:2-32.6, after publication of notice in newspapers of general circulation in the Joint Petitioners' service territory, due to the COVID-19 pandemic, the Public Hearings, over which I will preside, will be held virtually on September 29, 2022 at 4:30 and 5:30 p.m.

4. **SCHEDULE OF HEARING DATES, TIME AND PLACE:**

Evidentiary hearings will be conducted virtually, and are scheduled for January 9, 2023, January 10, 2023, January 12, 2023, January 13, 2023, and January 17, 2023.

5. **STIPULATIONS:**

The parties have entered into an Agreement of Non-Disclosure of Information Agreed to Be Confidential.

6. **SETTLEMENT:**

The parties are encouraged to engage in settlement discussions. Notice should be provided to all parties of any settlement discussions for the preparation of an agreement to resolve the issues in this matter.

7. **AMENDMENTS TO PLEADINGS:**

None at this time.

8. **DISCOVERY AND DATE FOR COMPLETION:**

The time limits for discovery shall be in accordance with N.J.A.C. 1:1-10.4 or as provided in Exhibit A.

9. **ORDER OF PROOFS:**

The Joint Petitioners have the burden of proof. The hearings will be conducted by topic in the following order:

First – Joint Petitioners

Second – Rate Counsel

Third – NJLEUC

Fourth - EDF

Fifth – Board Staff

10. **EXHIBITS MARKED FOR IDENTIFICATION:**

None at this time.

11. **EXHIBITS MARKED IN EVIDENCE:**

None at this time.

12. **ESTIMATED NUMBER OF FACT AND EXPERT WITNESSES:**

Witnesses are yet to be determined. Once determined, the parties may identify additional witnesses for the purposes of rebuttal or sur-rebuttal.

Any party substituting witnesses shall identify such witnesses within five (5) days of determining to replace a witness, and in no event later than five (5) days before filing of testimony of a substitute witness. All direct testimony will be pre-filed, and all witnesses submitting pre-filed direct testimony will be subject to cross-examination at evidentiary hearings, conducted by topic (e.g., program elements, revenue requirements, and so forth).

13. **MOTIONS:**

All pending motions to intervene and/or participate have been addressed.

14. **SPECIAL MATTERS:**

The parties are directed to work cooperatively with each other to the fullest extent possible in the interests of reaching a just determination in this proceeding.

In compliance with the Board's Order in Docket No. EO20030254, I **HEREBY DIRECT** all parties to serve documents electronically. No hard copies shall be filed until the Board lifts the restrictions imposed in that Order.

I **FURTHER DIRECT** that this Order be posted on the Board's website.

This provisional ruling is subject to ratification or other alteration by the Board as it deems appropriate during the proceedings in this matter.

DATED: 8/17/2022


MARY-ANNA HOLDEN
COMMISSIONER

**EXHIBIT A
PROCEDURAL SCHEDULE**

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

Motions to Intervene/Participate	July 8, 2022
First Round Discovery Requests+	July 20, 2022
First Round Discovery Answers	August 3, 2022
Pre-Hearing Conference with Presiding Commissioner Holden	August 12, 2022
Second Round Discovery Requests	August 12, 2022
Second Round Discovery Answers	August 26, 2022
Discovery/Settlement Conference(s)	Week of August 29, 2022
Settlement Conference(s)	September 12, 14 (pm), 29 (pm), October 3 (am), and October 7(pm) (if needed)
Public Hearings	September 29 (4:30 pm and 5:30 pm)
Rate Counsel/Intervener Testimony	October 20, 2022
Discovery on Rate Counsel/Intervener Testimony	October 27, 2022
Responses to Discovery on Rate Counsel/Intervener Testimony	November 10, 2022
Joint Petitioners' Rebuttal Testimony	November 21, 2022
Discovery on Rebuttal Testimony	December 2, 2022
Responses to Discovery on Rebuttal Testimony	December 16, 2022
Evidentiary Hearings with oral surrebuttal	January 9, January 10, January 12, January 13, and January 17, 2023
Initial and Reply Briefs	TBD by Commissioner after evidentiary hearings

+ Joint Petitioners agree that discovery is ongoing and will be responded to on a rolling basis, and Joint Petitioners will endeavor to answer all discovery within fifteen days of service or earlier, if possible and in accordance with N.J.A.C. 1:1-10.

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

DOCKET NO. GM22040270

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