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July 7/11/18

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JUL 11 2018

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BOARD OF PUBLIC UTILITIES
TRENTON, NJ

July 10, 2018

Via Email and FedEx

Aida Camacho-Welch, Secretary
Board of Public Utilities
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3rd Floor, Suite 314
Trenton, New Jersey 08625-0350

RECEIVED
CASE MANAGEMENT

JUL 11 2018

BOARD OF PUBLIC UTILITIES
TRENTON, NJ

ORIGINAL

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

In the Matter of the Petition of Pivotal Utility Holdings, Inc. d/b/a Elizabethtown Gas Concerning Its Plans for Natural Gas Supply and Capacity Management Services
BPU Docket No. GO17101033

Dear Secretary Camacho-Welch:

In accordance with the June 22, 2018 "Decision and Order Approving Stipulation" of the New Jersey Board of Public Utilities ("Board") issued in BPU Docket No. GM17121309 ("June 22 Order"), Elizabethtown Gas Company ("Elizabethtown") respectfully requests that the petition filed by its predecessor, Pivotal Utility Holdings, Inc. d/b/a Elizabethtown Gas ("Elizabethtown Gas"), on October 2, 2017 ("October 2 Petition") in BPU Docket No. GO17101033 be withdrawn. The background concerning these proceedings is set forth below.

In the June 22 Order, the Board approved, *inter alia*, the acquisition of Elizabethtown Gas, then a utility operating division of Pivotal Utility Holdings, Inc., by ETG Acquisition Corp., a wholly owned subsidiary of South Jersey Industries, Inc. ("SJI"). The acquisition was consummated on July 1, 2018 (the "Closing") and ETG Acquisition Corp. was renamed "Elizabethtown Gas Company."

The June 22 Order also authorized that the asset management agreement between Sequent Energy Management L.P. ("Sequent") and Elizabethtown Gas pursuant to which Sequent provided upstream pipeline capacity management services as well as gas supply to Elizabethtown Gas ("SEM AMA"), as approved in BPU Docket No. GO13040272 by order dated March 19, 2014 ("SEM AMA Order"), be assigned to South Jersey Resources Group, LLC ("SJRG"), a wholly owned subsidiary of SJI, post-Closing. The SEM AMA as approved by the SEM AMA Order consists of two contracts – an Asset Management Agreement and Agency Agreement and a Gas Purchase and Sale Agreement. In accordance with the post-Closing assignment of the SEM AMA, SJRG now provides

Case Mgmt
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upstream pipeline capacity management and gas supply services to Elizabethtown for the duration of the remaining term of the SEM AMA -- July 1, 2018 through March 31, 2019.

The June 22 Order also authorized SJRG and Elizabethtown to enter into a new asset management agreement for the term April 1, 2019 through March 31, 2022 ("AMA Replacement Agreement").¹ The June 22 Order further required (i) within 90 days of the Closing, the filing of the AMA Replacement Agreement with Board, Board Staff and the New Jersey Division of Rate Counsel and (ii) within 10 days of the Closing, the withdrawal of the October 2 Petition pending in BPU Docket No. GO17101033.

The October 2 Petition was filed in compliance with the Board's July 29, 2016 order in BPU Docket No. GM15101196 that approved the merger of AGL Resources Inc. (now Southern Company Gas) and The Southern Company and required Elizabethtown Gas to submit a filing to describe its plans for natural gas supply and capacity management services following the expiration of the SEM AMA on March 31, 2019. In the October 2 Petition, Elizabethtown Gas had requested that the Board commence a process to consider its then existing plan to enter into another asset management agreement with Sequent upon the expiration of the SEM AMA on March 31, 2019. In accordance with the June 22 Order, Elizabethtown will instead enter into the AMA Replacement Agreement with SJRG for the term April 1, 2019 through March 31, 2022. Thus, Elizabethtown respectfully requests that the October 2 Petition be withdrawn.²

If you require further information, please contact the undersigned. Thank you.

Respectfully submitted,

/s/ M. Patricia Keefe
M. Patricia Keefe

cc: Grace Strom Power, Chief of Staff (NJBPU)
Paul Flanagan, Executive Director (NJBPU)
Stacy Peterson, Director (NJBPU)
Noreen Giblin, Chief Counsel (NJBPU)
Stefanie Brand, Director (Division of Rate Counsel)
Felicia Thomas-Friel, Gas (Division of Rate Counsel)
Service Lists in BPU Docket No. GO17101033 and GM17121309

¹ The June 22 Order requires that at the time of the expiration of the AMA Replacement Agreement on March 31, 2022, the Elizabethtown Gas Supply function be brought in-house unless otherwise ordered by the Board.

² The filing of the AMA Replacement Agreement will be filed by the date required by the June 22 Order.

IN THE MATTER OF THE PETITION OF PIVOTAL UTILITY HOLDINGS, INC. D/B/A ELIZABETHTOWN GAS
CONCERNING ITS PLANS FOR NATURAL GAS SUPPLY AND CAPACITY MANAGEMENT SERVICES
BPU DOCKET NO. G017101033

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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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