



STATE OF NEW JERSEY
Board of Public Utilities
44 South Clinton Avenue, 3rd Floor, Suite 314
Post Office Box 350
Trenton, New Jersey 08625-0350
www.nj.gov/bpu/

WATER

IN THE MATTER OF THE PETITION OF NEW)
JERSEY-AMERICAN WATER COMPANY, INC. FOR)
APPROVAL OF A FINANCING PROGRAM)
INVOLVING THE REFINANCING OF EXISTING)
LONG TERM DEBT AND THE ISSUANCE OF NEW)
LONG-TERM DEBT THROUGH DECEMBER 31, 2021)

ORDER

BPU DOCKET NO. WF18121333

Parties of Record:

Stefanie A. Brand, Esq., Director, New Jersey Division of Rate Counsel
Christine Soares, Esq., Corporate Counsel, New Jersey-American Water Company, Inc.

BY THE BOARD:

New Jersey-American Water Company, Inc. ("Petitioner," "Company" or "New Jersey-American Water"), a public utility of the State of New Jersey, by a petition ("Petition") filed December 13, 2018 requested authority pursuant to N.J.S.A. 48:3-7 and 48:3-9 and N.J.A.C. 14:1-5.9 to:

- (1) Issue and sell up to \$776,472,550 aggregate principal amount of long term debt consisting of one or more series of first mortgage bonds, notes, other bonds or other evidences of indebtedness, whether secured or unsecured, fixed rate or variable, tax-exempt or taxable (collectively, "Long-Term Debt");
- (2) Execute and deliver one or more series of supplemental mortgage indentures, loan agreements, notes, and such other documents; and
- (3) Take such actions as Petitioner determines may be necessary or desirable in connection with any of the foregoing.

New Jersey-American Water intends to use the net proceeds from its issuance of Long-Term Debt to: (a) provide funds for the Company's ongoing utility plant construction program; (b) refinance outstanding Long-Term Debt of New Jersey-American Water as such debt matures or is retired or can be replaced by lower-cost issues; (c) repay short-term debt incurred in connection with New Jersey-American Water's ongoing capital construction program; (d) provide capital for potential acquisitions; and (e) pay certain issuance costs related to the proposed financings.

Pursuant to the Petition, the Company contemplates that the issuance of Long-Term Debt could fall into several categories: (a) secured or unsecured, tax-exempt or taxable securities issuances in conjunction with issuances by the New Jersey Economic Development Authority ("EDA") to the extent that New Jersey-American Water has qualifying projects and such loans are approved by the EDA; (b) secured or unsecured low interest loans obtained through the New Jersey Environmental Infrastructure Financing Program ("NJEIFP"), n/k/a iBank to the extent that New Jersey-American Water has qualifying projects and such loans are approved by NJEIFP; (c) secured or unsecured, taxable issuances in conjunction with issuances by American Water Capital Corporation ("AWCC"), a wholly-owned subsidiary of the Company's parent, American Water Works Company, Inc.; and (d) secured or unsecured, tax-exempt or taxable issuances, either directly by New Jersey-American Water or indirectly through and in conjunction with AWCC with the proceeds then loaned to New Jersey-American Water.

The Long-Term Debt issued in conjunction with EDA may be secured and issued under one or more supplemental indentures (the "Supplemental Indentures") to the Company's original Indenture of Mortgage dated as of May 1, 1968, as amended and supplemented (collectively, the "Mortgage Indenture"). The Long-Term Debt issued in conjunction with NJEIFP loans will be issued under loan documents required by NJEIFP. The tax-exempt or taxable Long-Term Debt issuances through and in conjunction with AWCC, if unsecured, will not be issued under the Mortgage Indenture. Any tax-exempt Long-Term Debt issuances involving AWCC for the benefit of New Jersey-American Water will be issued in conjunction with the EDA, and such involvement would not result in increased financing costs to New Jersey-American Water.

The Long-Term Debt may be issued as fixed rate debt or variable rate debt. The sale of Long Term Debt may be conducted by a private sale or public offering. The interest rate and other terms of any loans for any Long-Term Debt issuances with the EDA and/or the NJEIFP will be determined through an offering of EDA bonds and/or NJEIFP bonds, as the case may be, that would include the amounts requested by New Jersey-American Water in applications approved by the EDA or the NJEIFP, respectively. The interest rate and other terms of any Long-Term Debt issuance in conjunction with the EDA would be determined by the terms obtained for the EDA issuance. For Long-Term Debt issuances in conjunction with AWCC, such terms and conditions will be as agreed between the Company and AWCC, based on the yields and terms and conditions of other utility debt securities in the private/public market having such credit ratings as New Jersey-American Water at the time of the AWCC issuance.

Petitioner also seeks authority, without further Order of the Board, to issue and sell Long-Term Debt as described above in accordance with the terms and conditions contained in such accepted bid if the interest rate set forth in the bid is within maximum coupon spreads over U.S. Treasury Securities as provided in the Market Yield Spread Table set forth below and the price to be paid to Petitioner for such bid is not less than 98% of principal amount or no more than 102% of principal amount.

MARKET YIELD SPREAD TABLE

Tenure	Maximum Coupon Spread Over U.S. Treasury Securities (Basis Points)
1-Year	58
2-Year	110
3-Year	110
4-Year	116
5-Year	130
7-Year	134
10-Year	190
15-Year	181
20-Year	220
25-Year	240
30-Year	250

Petitioner further proposes that in the event market conditions change, Petitioner will file a petition with the Board requesting approval of an updated Market Yield Spread Table before issuing Long-Term Debt at coupon rates that are not within the Market Yield Spread Table set forth above.

The New Jersey Division of Rate Counsel has reviewed this matter and by letter dated February 8, 2019, does not contest Board approval of the Petition.

The Board, after investigation, having considered the record and exhibits submitted in this proceeding, **FINDS** that the proposed transactions to be taken by Petitioner, as indicated above and subject to the conditions described below, are in accordance with law and are in the public interest. The Board therefore **HEREBY ORDERS** that Petitioner be and is **HEREBY AUTHORIZED** through December 31, 2021 to:

- 1) Make, execute and deliver pursuant to N.J.S.A. 48:3-7 such Supplemental Indentures to the Company's Mortgage Indenture providing for the issuance of up to \$776,472,550 aggregate principal amount of Long-Term Debt with a maturity or maturities of not more than forty (40) years;
- 2) To make, execute and deliver one or more underwriting agreements, offering statements, bond purchase agreements, remarketing agreements and repurchase agreements (in the case of variable rate securities), loan and security agreements and indentures in connection with tax-exempt financings and such other documents, agreements, instruments and indentures as may be necessary or appropriate for any of the proposed financings;
- 3) To hire a financial advisor in connection with one or more of the offerings of Long-Term Debt as it deems necessary or appropriate;
- 4) To redeem, refinance, convert and/or defease any or all of its outstanding long-term debt securities so long as the redemption, refinancing, conversion and/or defeasance is accomplished on a cost saving basis; and/or
- 5) To take such action as Petitioner deems necessary or desirable in connection with any of the foregoing.

This Order is issued subject to the following provisions:

- 1) Petitioner may issue Long-Term Debt in compliance with this Order. No further Order of this Board shall be necessary for Petitioner to complete the financing or financings of the Long-Term Debt proposed by the Petitioner if the conditions of this Order are met.
- 2) Petitioner may, without further Order of the Board, issue and sell Long-Term Debt in accordance with the terms and conditions contained in such accepted bid if the interest rate set forth in the bid is within maximum coupon spreads over U.S. Treasury Securities as provided in the Market Yield Spread Table set forth above and the price to be paid to Petitioner for such bid is not less than 98% of principal amount or no more than 102% of principal amount.
- 3) Petitioner shall not issue Long-Term Debt at coupon rates in excess of those that would result from the Market Yield Spread Table set forth in this Order unless authorized by the Office of the Chief Economist of this Board upon submission by Petitioner of a request to amend this Order so as to permit Petitioner to issue Long-Term Debt at coupon rates in excess of those that would result from the current Market Yield Spread Table, accompanied by Petitioner's statement of the basis or the rationale therefore.
- 4) In the event that Petitioner sells Long-Term Debt through a negotiated sale, Petitioner shall notify the Chief Economist prior to its issuance of Long-Term Debt and will supply the following for informational purposes only: (i) principal amount or amounts of the Long-Term Debt proposed to be sold; (ii) anticipated maturity ranges; (iii) actual current yields of United States Treasury securities; (iv) range of estimated coupon spreads over United States Treasury securities; (v) data, as available, with respect to recent sale of comparable Long-Term Debt of other utilities; and (vi) such other information as Petitioner shall deem relevant to assess the reasonableness of the expected sale of the Long-Term Debt. Further, within seven (7) business days after the issuance and sale of any Long-Term Debt, Petitioner will provide the Chief Economist such information as was available at the time of sale upon which Petitioner based its decision to sell, such as market data with respect to utilities with similar credit ratings that have issued comparable securities.
- 5) In the event that Petitioner sells Long-Term Debt through a competitive bidding process, Petitioner shall provide this Board with the following material for informational purposes, as soon as it is available, and in no event later than 24 hours prior to the time for the receipt of bids (which materials may be provided by mail or by facsimile transmission and confirmed by mail): (a) a statement with respect of bidding for the Long-Term Debt which shall specify: (i) the date and time for receipt of bids for the Long-Term Debt; (ii) the principal amount of the Long-Term Debt; (iii) the series designation of the Long-Term Debt; (iv) the minimum and maximum percentage of principal amount which may be specified in the bid as the purchase price for the Long-Term Debt; (v) the term of the Long-Term Debt; (vi) the terms and conditions, if any, upon which the Long-Term Debt may be redeemed, whether at the option of the Petitioner, pursuant to any sinking fund or improvement fund for the Long-Term Debt, or otherwise; and (vii) such other provisions as may be established by Petitioner with respect to the terms and conditions of the Long-Term Debt and the bidding thereof; and (b) an assessment of the then current financial markets applicable to the Long-Term Debt which shall include: (i) data with respect to recent sales of comparable securities of other utilities; (ii) interest rate spreads between United States Treasury Bonds and utility securities comparable to the Long-Term Debt; (iii) the anticipated number of bidders for the Long-Term Debt; (iv) the anticipated range of the yield of the Long-Term Debt based upon current market conditions; and (v) such other information as Petitioner shall deem relevant to assess

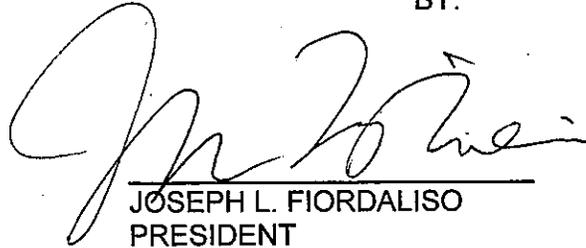
the expected sale of the Long-Term Debt and the reasonableness of the annual cost of money.

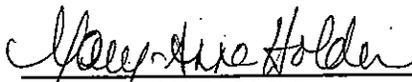
- 6) Petitioner shall notify the Board 14 days prior to the issuance of Long-Term Debt at coupon rates in excess of 10%.
- 7) Petitioner shall, as promptly as is practicable following the end of each month during which the Long-Term Debt is sold, file with the Board a statement which shall set forth the Long-Term Debt transactions concluded during such month including the names of the agents and details of the transactions with the agents. Such statement shall also set forth: (a) the principal amount, maturity date, redemption provisions, commissions and the interest rate spread over comparable United States Treasury securities for any Long-Term debt sold; and (b) the principal amount of the Long-Term Debt remaining authorized for issuance and sale in this Docket.
- 8) Petitioner shall issue the Long-Term Debt solely as provided for in this Order.
- 9) Petitioner shall furnish the Board with copies of each indenture, trust agreement, supplemental indenture, and similar instrument as executed.
- 10) Petitioner shall furnish this Board with copies of all final and complete documents as executed and filed with other regulatory agencies, if any.
- 11) Petitioner shall semi-annually file with this Board, a statement setting forth: (a) the amount of Long-Term Debt issued pursuant to this Order; and (b) details with respect to the disbursement of proceeds from such issuances.
- 12) This Order shall not be construed as a certification that the securities authorized to be issued and sold will be represented by tangible or intangible assets of commensurate value or investment costs.
- 13) This Order shall not affect nor in any way limit the exercise of the authority of this Board, or of this State, in any future petition or in any proceedings with respect to rates, franchises, service, financing, accounting, capitalization, depreciation, or any other matters affecting the Petitioner.
- 14) This Order shall not be construed as directly or indirectly fixing, for any purpose whatsoever, any value of the tangible or intangible assets now owned or hereafter to be owned by Petitioner.
- 15) Petitioner should undertake financing in a manner that achieves the lowest reasonable cost of capital to customers.
- 16) Petitioner will be required to adhere to all notification and reporting requirements outlined in the Petition. In addition, for all debt issuances made on the Company's behalf by AWCC or made directly by the Company, Petitioner will be required to state why EDA and/or Trust Fund financing is not being used.
- 17) The Company shall submit a schedule indicating complete details of the issuance costs/total fees and expenses for this transaction no later than thirty (30) days following the closing date for this transaction.
- 18) The authority granted in this Order shall become null and void and of no effect with respect to any portion thereof which is not exercised by December 31, 2021.

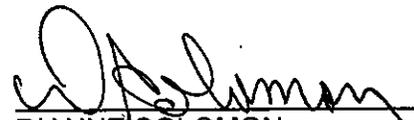
This Order shall become effective on March 23, 2019.

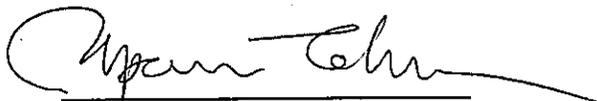
DATED: 3/13/19

BOARD OF PUBLIC UTILITIES
BY:


JOSEPH L. FIORDALISO
PRESIDENT


MARY-ANNA HOLDEN
COMMISSIONER


DIANNE SOLOMON
COMMISSIONER


UPENDRA J. CHIVUKULA
COMMISSIONER


ROBERT M. GORDON
COMMISSIONER

ATTEST: 
AIDA CAMACHO-WELCH
SECRETARY

I HEREBY CERTIFY that the within
document is a true copy of the original
in the files of the Board of Public Utilities.

In the Matter of the Petition of New Jersey-American Water Company, Inc. for Approval of a
Financing Program Involving the Refinancing of Existing Long- Term Debt and the Issuance
of New Long-Term Debt Through December 31, 2021

BPU DOCKET NO. WF18121333

SERVICE LIST

Christine Soares, Esq.
New Jersey American Water
One Water Street
Camden, NJ 08102

John Tomac
Sr. Director, Rates and Regulatory
New Jersey American Water
One Water Street
Camden, NJ 08102

Jamie Hawn
Sr. Manager Regulatory Services
New Jersey American Water
One Water Street
Camden, NJ 08102

Stefanie A. Brand, Esq., Director
Division of Rate Counsel
Post Office Box 003
Trenton, NJ 08625-0003
sbrand@rpa.nj.gov

Debra F. Robinson, Esq.
Division of Rate Counsel
Post Office Box 003
Trenton, NJ 08625-0003
drobenson@rpa.nj.gov

Renee Greenberg, DAG
Department of Law & Public Safety
Division of Law
Post Office Box 45029
Newark, NJ 07101-45029
Renee.greenberg@law.njoag.gov

Patricia Krogman, DAG
Department of Law & Public Safety
Division of Law
Post Office Box 45029
Newark, NJ 07101-45029
Patricia.krogman@njoag.gov

Mike Kammer, Director
Division of Water
Board of Public Utilities
Post Office Box 350
Trenton, NJ 08625-0350
Mike.kammer@bpu.nj.gov

Dr. Benjamin Witherell
Chief Economist
Board of Public Utilities
Post Office Box 350
Trenton, NJ 08625-0350
Benjamin.witherell@bpu.nj.gov

Christine Lin
Office of the Economist
Board of Public Utilities
Post Office Box 350
Trenton, NJ 08625-0350
Christine.lin@bpu.nj.gov

Suzanne Patnaude, Esq.
Legal Specialist
Board of Public Utilities
Post Office Box 350
Trenton, NJ 08625-0350
Suzanne.patnaude@bpu.nj.gov