Agenda Date: 8/17/22
Agenda Item: IIB

STATE OF NEW JERSEY

Board of Public Utilities
44 South Clinton Avenue, 1st Floor
Post Office Box 350
Trenton, New Jersey 08625-0350
www.nj.gov/bpu/

ENERGY

IN THE MATTER OF THE PETITION OF NEW JERSEY NATURAL GAS COMPANY FOR AUTHORIZATION FOR THREE (3) YEARS: (1) TO ISSUE AND SELL PURSUANT TO N.J.S.A. 48:3-9 MEDIUM TERM NOTES; (2) TO ENTER INTO INTEREST RATE RISK MANAGEMENT TRANSACTIONS RELATED TO ANY NEW ISSUANCES APPROVED HEREUNDER; (3) REDEEM, REFINANCE OR DEFEASE ANY OF THE COMPANY'S OUTSTANDING LONG-TERM DEBT SECURITIES; AND (4) PURSUANT TO N.J.S.A. 48:3-9, TO ENTER INTO A CREDIT FACILITY ALLOWING THE ISSUANCE OF BANK NOTE OBLIGATIONS	)	ORDER DOCKET NO. GF22040269

Parties of Record:

Brian O. Lipman, Esq., Director, New Jersey Division of Rate Counsel
Richard Reich, Esq., Sr. V.P. and General Counsel, New Jersey Natural Gas Company

BY THE BOARD:[1]

On April 22, 2022, New Jersey Natural Gas Company ("Petitioner," "Company", or "NJNG"), a public utility of the State of New Jersey, filed a petition ("Petition") with the New Jersey Board of Public Utilities ("Board"), pursuant to N.J.S.A. 48:3-7 and 48:3-9 and N.J.A.C. 14:1-5.9, requesting authorization for three (3) years to: (1) issue and sell medium term notes ("MTNs"); (2) enter into interest rate risk management transactions related to any new issuances approved in relation to the Petition; (3) redeem, refinance or defease any of the Company's outstanding long-term debt securities; and (4) enter into a credit facility allowing the issuance of bank note obligations.

The Petitioner seeks authorization to engage in a transaction or series of transactions for three (3) years, the net result of which will be the issuance of up to $500,000,000 in aggregate principal of new MTNs. The net proceeds of these transactions or series of transactions will be utilized to retire short- term debt through the issuance of long-term debt; to fund capital expenditure requirements, including, but not limited to, those related to Petitioner's Board-approved Infrastructure Investment Program ("IIP"), energy efficiency expenditures such as those made in connection with the SAVEGREEN Project, environmental remediation expenditures, IT

[1] Commissioner Zenon Christodoulou abstained from voting on this matter.

infrastructure program ("NEXT"), and other system reliability infrastructure programs; to fund pension and other post- employment benefit programs; and, potentially, to redeem, refinance or defease any of Petitioner's indebtedness or debt securities as long as such redemption, refinancing or defeasance would be economically advantageous for the Company. The Petitioner avers that its construction program has been financed, and it is expected that it will be financed, in part, by short-term debt, and periodically Petitioner will replace such short-term debt with longer term financing. According to Petitioner, the financing program proposed by Petitioner in the Petition is comparable to the financing programs for which Petitioner received approval from the Board under Docket Nos. GF19070817, GF17010072, GF14010067, GF12060491, GF09080702, GF07050343 and GF05060554.

MEDIUM-TERM NOTES

NJNG represents that the MTNs may be issued as part of one, or as part of several series, and may be issued on a secured or unsecured basis. MTNs will be issued with maturities from one to forty years and with various specified conditions, including redemption provisions. The MTNs, under this authorization, will be limited to an aggregate principal amount of $500,000,000. The MTNs may be sold at 100% of principal amount, at a discount, or at a premium.

Petitioner proposes to issue some or all of the MTNs under an indenture ("Note Indenture") or under various Note Indentures between Petitioner and U.S. Bank, N.A., or a similar financial institution, as trustee ("Note Trustee"). MTNs may be issued under the Note Indentures in one or more series from time to time without limit within the parameters approved by the Board. MTNs issued under the Note Indentures may be secured by the Pledged Bonds, which are discussed below. Alternatively, Petitioner may elect to issue the MTNs as unsecured debt pursuant to a separate indenture or indentures between Petitioner and U.S. Bank, N.A., or similar financial institution, as trustee. Petitioner may also issue the MTNs pursuant to a note purchase agreement or note purchase agreements. The MTNs may be issued at an interest rate to be determined via a negotiated sale or by way of a competitive bidding process.

Petitioner represents that it may also issue the MTNs as mortgage bonds under its Amended and Restated Indenture of Mortgage, Deed of Trust and Security Agreement dated as of September 1, 2014, by and between Petitioner and U.S. Bank National Association, as Trustee, as amended by eleven supplemental indentures, or a successor mortgage indenture securing substantially all of the real property and equipment of Petitioner ("Mortgage Indenture"). MTNs issued under the Mortgage Indenture will be issued pursuant to one or more supplemental indentures under the Mortgage Indenture. As a result, it may be necessary for Petitioner to make, execute and deliver supplemental Mortgage Indentures in addition thereto. Petitioner will choose to issue MTNs under the Note Indenture (in the form of secured or unsecured notes) or the Mortgage Indenture, or under a different indenture or indentures or Note Purchase Agreement or Note Purchase Agreements or any of the foregoing depending upon which structure in Petitioner's judgment allows it to issue MTNs in an economically advantageous manner.

Whether the MTNs are issued under the Note Indenture, Note Indentures, a Note Purchase Agreement, Note Purchase Agreements, on a secured or unsecured basis under a separate indenture, or as mortgage bonds under the Mortgage Indenture, Petitioner agrees that the total aggregate principal amount of MTNs to be issued will not exceed $500,000,000.

In addition to being issued in various series, Petitioner proposes that the MTNs may be issued at various times over a three-year period from the effective date of the Order and have differing maturity dates, bear interest at different rates, and may contain other terms that vary from series to series. Petitioner intends to sell the MTNs either to or through agents who will be “accredited investors,” as defined in rules promulgated under the Securities Act of 1933, as amended (“Securities Act”). The successful bidder or bidders, in turn, may resell the MTNs to “qualified institutional buyers” pursuant to Rule 144A under the Securities Act, or to any eligible purchasers under an applicable exemption under the Securities Act. The sale will be made to or through the agent or agents whose bid or bids result is the most financially advantageous to the Company. Through the agent or agents, Petitioner will conduct a competitive bidding process or negotiate sale terms directly (if market conditions dictate that a negotiated sale would be the best option), designed to provide the Company with the most economically advantageous financing. The agents to be utilized by the Company may change from offering to offering.

Petitioner proposes to issue MTNs within the following yield spreads over U.S. Treasury securities with comparable maturities:

Range of Maturities (Basis Points)	Maximum Yield Spread
1 year to less than 18 months	125
18 months to less than 2 years	150
2 years to less than 3 years	175
3 years to less than 4 years	200
4 years to less than 5 years	225
5 years to less than 7 years	250
7 years to less than 10 years	250
10 years to less than 15 years	275
15 years to less than 20 years	300
20 years to 30 years	325
30+ years	350

According to the Petitioner, the coupon spreads proposed above are based upon the difference between the expected market yield of corporate debt securities having credit ratings comparable to the Petitioner’s first mortgage bonds and U.S. Treasury securities with like maturities. These maximum coupon spreads are designated to allow for differences in redemption provisions as well as for ordinary market volatility. If market conditions change materially, the Petitioner will deliver an updated yield spread schedule to the Board for approval.

In order to provide it with the opportunity to take advantage of changing financial market conditions and advantageously manage its cost of capital and meet competitive conditions, Petitioner requests authority, as appropriate market opportunities arise, to issue and sell MTNs in one or more offerings. Petitioner indicates that the terms and the timing of the proposed MTN offerings cannot be determined at this time as they will be dependent upon market and other conditions beyond Petitioner’s control. Such determinations will depend upon the market conditions at the time of issuance and sale. However, Petitioner will select the form of instrument which in its sole judgment would allow the issuance and sale of MTNs in an economically advantageous manner. Petitioner represents that after completion of the interest rate pricing of any MTN issuance, it will notify the Board of the rate of interest and other material terms and conditions of the MTNs in a timely manner.

The timing of each transaction with respect to each issuance of MTNs, the price to be paid to Petitioner, the rate of interest (fixed or variable), maturity, redemption provisions and prices, and the type, terms and conditions of the MTNs have not yet been determined. Such determinations will depend upon the market conditions at the time of issuance and sale. Depending upon the then prevailing market conditions, the MTNs may have maturities of up to 40 years. MTNs may include conventional terms, floating rates, puts, calls, remarketed notes, swaps, options or other terms and conditions. Petitioner requests that all of the MTNs be sold without further approval by the Board in accordance with procedures set forth in the Petition.

MTNs issued under a Note Indenture or Note Indentures may be secured with a bond ("Pledged Bond") or Pledged Bonds that will be one or a series of bonds issued under the Mortgage Indenture (or if applicable, any replacement Mortgage Indenture). The Pledged Bond or Pledged Bonds, if any, issued to secure MTNs, will be issued under the Mortgage Indenture, as supplemented and amended, and as to be supplemented by supplemental indentures providing for the issuance of the Pledged Bond or Pledged Bonds. Petitioner explains that the Mortgage Indenture is a first lien upon virtually all of Petitioner's real estate and personal property except certain items such as gas inventory, cash and transportation equipment. The terms and conditions for supplemental indentures will be determined prior to the issuance of the Pledged Bond or Pledged Bonds. Petitioner may also execute additional supplemental indentures and issue additional mortgage bonds providing for the issuance of a Pledged Bond or Pledged Bonds or providing for the issuance of MTNs as mortgage bonds. As of December 31, 2021, the principal amount outstanding under the Mortgage Indenture was $1.19 billion and the principal amount authorized to be issued under the Mortgage Indenture on the basis of property additions and on the basis of retired mortgage bonds was approximately $1.359 billion.

According to the Petition, each MTN shall bear interest from its date of issue at a rate to be determined prior to the issuance thereof; provided, however, that the interest rate on any Pledged Bond shall not exceed the interest rate on the corresponding secured MTN, if any.

NJNG further indicates that the Pledged Bond or other Pledged Bonds may be issued in an aggregate principal amount up to $500,000,000. The Pledged Bond or Pledged Bonds may be issued and pledged by the Company and delivered to the Note Trustee or the Note Trustees in accordance with the Note Indenture or Note Indentures, the collateral agent for the MTN purchaser or purchasers in accordance with the Note Purchase Agreement or Note Purchase Agreements, as the case may be. The Pledged Bond or Pledged Bonds will secure the payment of the principal of, premium, if any, and interest on, secured MTNs. Prior to the release of any Pledged Bond or Pledged Bonds, the principal amount of Pledged Bond or Pledged Bonds deemed outstanding will at all times be equal to the outstanding principal amount of the secured MTNs issued and then outstanding under the Note Indenture or the Note Indentures, the Note Purchase Agreement or Note Purchase Agreements, as the case may be. No increase in the amount of long-term debt will be outstanding due to the issuance of up to $500,000,000 of Pledged Bonds. The MTNs may simply be secured by the Pledged Bonds. Since the issuance of Pledged Bonds does not result in any additional long- term debt becoming outstanding, Petitioner requests that the potential issuance of up to $500,000,000 principal amount of Pledged Bonds to secure MTNs not be treated as using any of the authority to issue debt otherwise approved by the Board.

Interest on the Pledged Bond or Pledged Bonds shall accrue at the same rate as the related MTN. The amount of interest due and payable on the Pledged Bonds from time to time will equal the amount of interest due under all outstanding secured MTNs. As a result, the Company shall be entitled to credit on the Pledged Bonds equal to the amount paid on the secured MTNs.

Petitioner proposes to amortize the issuance cost of the MTNs by monthly charges to account number 428, Amortization of Debt Discount and Expense.

INTEREST RATE SWAPS

Given volatility in the financial markets, Petitioner also requests authority in connection with the issuance and sale of the MTNs to enter into one or more Interest Rate Swaps related to the aggregate principal amount of the MTNs. The purpose of these types of transactions is to better manage interest costs and provide protection in the event of significant changes in financial market conditions. Petitioner also requests authority to enter into one or more forward rate agreements. The purpose of these types of transactions is to allow Petitioner to take advantage of favorable interest rates by agreeing to an interest rate that would be effective sometime in the future.

REDEMPTIONS, REFINANCINGS OR DEFEASANCES

Additionally, Petitioner requests authority to engage in market opportunity redemptions, refinancings or defeasances of any of its outstanding debt securities, at any time for three (3) years from the effective date of the requested Board Order. Specifically, Petitioner requests authority, if the Company believes it is in its best interest, to redeem, refinance or defease at its option, any of the outstanding principal balance of any of its remaining outstanding debt securities which are eligible to be redeemed at their previously established redemption prices, including any premium, plus interest thereon to the date of redemption. Petitioner will not engage in any such redemption, refinancing or defeasance unless it is economically advantageous to the Company. Petitioner requests authority to issue MTNs in order to, among other things, finance such redemption, refinancing or defeasance.

NJNG represents that the number of customers in its service territory continues to grow. In recent years, to meet the needs of its service territory and the requirements of pipeline safety, NJNG has increased its capital expenditures. For the fiscal years 2020 and 2021, capital expenditures for NJNG amounted to approximately $312.1 million and $426.6 million, respectively. The level of planned capital expenditures for fiscal 2019, 2020 and fiscal 2021, including Southern Reliability Link, will approximate $338.9 million, $448.6 million and 296.9 million, respectively. NJNG expects that a high level of capital expenditures will continue for the foreseeable future. It is Petitioner's policy to initially finance its construction program with internally generated funds and short-term debt. Periodically, NJNG pays down its short-term debt to prevent balances from becoming too high using the proceeds from the sale of long-term debt or from equity contributions.

NJNG intends to use the net proceeds of these transactions or series of transactions to retire short- term debt through the issuance of long-term debt; to fund capital expenditure requirements, including, but not limited to, those related to NJNG's Board-approved IIP, NEXT, other infrastructure and energy efficiency programs such as those made in connection with the SAVEGREEN program and environmental remediation expenditures; to fund pension and other post-employment benefit programs; and, potentially, to redeem, refinance or defease any of NJNG's indebtedness or debt securities as long as such redemption, refinancing or defeasance would be economically advantageous for the Company.

CREDIT FACILITY

NJNG also seeks authorization to issue Bank Note Obligations in an aggregate principal amount not to exceed $500,000,000 at any one time outstanding under the terms of a credit facility with several banks and other financial institutions before the expiration of NJNG's current credit facility (which expires in September 2026). NJNG seeks authorization to enter into the proposed credit facility concurrently under a separate credit facility to be entered into by NJNG's parent company, New Jersey Resources Corporation ("NJR"). This would allow NJNG and NJR to maximize overall cost savings and make efficient use of internal and external labor expenses. The NJNG proposed credit facility would initially be a $250,000,000 committed credit facility, but in certain circumstances would provide Petitioner with the ability to increase the size of the lenders' commitments under a proposed credit facility to $500,000,000. The maturity date of the proposed credit facility and the Bank Note Obligations to be issued in connection therewith would be up to five (5) years, and an option for up to two (2) additional one-year extensions beyond the original five-year duration. Amounts borrowed under the proposed facility would be used for working capital and other general corporate purposes of Petitioner, including to support the issuance by Petitioner of short-term notes in the commercial paper market. Petitioner currently is a party to a $250,000,000 committed credit facility with several banks, with a 5-year term, expiring in September 2026. Petitioner had short-term, commercial borrowings in the amount of $177,400,000, which was supported by the credit facility as of December 31, 2021.

The interest rate applicable to the Bank Note Obligations will be the best interest rates obtainable by Petitioner for the type of transaction involved. In transactions of this type, such rates normally are based upon the applicable prime commercial lending rate, federal funds open rate, or the London Interbank Offered Rate (LIBOR) or the Daily Simple SOFR, as the case may be.

Petitioner contends that the authority to enter into the proposed credit facility and to issue the Bank Note Obligations will provide Petitioner with the flexibility it requires to meet continued cash needs and to manage cash flows during fiscal years 2022-2025 and beyond. Permanent financing and refinancing for Petitioner's continuing infrastructure improvement programs are provided through the issuance of long-term debt and equity securities and by internally generated cash. However, in addition, Petitioner needs to fund its utility obligations, purchases of natural gas, payment of state income and other taxes, capital expenditures, environmental remediation expenses, temporary funding of maturing long-term debt and managing its cash receipts, including collections from customers, and its cash outflows, gas supply contract payments, as well as other working capital needs. In order to employ internally generated cash efficiently and to provide the flexibility necessary to effectively manage cash flows, Petitioner needs to continue to support the issuance of its short-term notes in the commercial paper market with the availability of advances under the proposed credit facility, as well as to have the flexibility to obtain direct loans and other financial accommodations from the lenders under the proposed credit facility.

Proceeds of loans under the proposed credit facility will be added to NJNG's general funds, and will be used solely for regulated utility purposes, including temporary funding of maturing long-term debt, payment of other current utility transactions, and for working capital purposes. Petitioner represents that it will negotiate the terms of the proposed credit facility to achieve the lowest reasonable cost available to NJNG.

The New Jersey Division of Rate Counsel ("Rate Counsel") reviewed this matter, and by letter dated June 30, 2022, indicated that it does not object to Board approval of the Petition with certain conditions.

DISCUSSIONS and FINDINGS:

The Board, after investigation, having considered the Petition, exhibits, supplemental information provided by the Petitioner, and the comments of Rate Counsel and Board Staff, **HEREBY FINDS** that the proposed financing arrangements are in accordance with the law and in the public interest, and **HEREBY ORDERS** that Petitioner be and is **HEREBY AUTHORIZED** for three (3) years from the effective date of the Order to:

(a) (i) issue and sell, pursuant to N.J.S.A. 48:3-9, MTNs with a maturity of not more than forty (40) years in an aggregate principal amount of not more than $500,000,000; (ii) make, execute and deliver, pursuant to N.J.S.A 48:3-9, a trust indenture, trust indentures or supplements thereto or a note purchase agreement or note purchase agreements, as the case may be, providing for the issuance of such MTNs; (iii) make, execute and deliver, pursuant to N.J.S.A. 48:3-7, supplemental indentures providing for the issuance of MTNs (A) in the form of a first mortgage bond or bonds with a maturity or maturities of not more than 40 years and in aggregate principal amount of not more than $500,000,000 or (B) to secure MTNs; and (iv) make execute and deliver, pursuant to N.J.S.A. 48:3-7, such other supplemental indentures, and to issue such first mortgage bonds thereunder as shall be necessary to complete the transactions contemplated in this petition;

(b) enter into, pursuant to N.J.S.A. 48:3-9, one or more Interest Rate Swaps in connection with the MTNs in an amount up to $500,000,000, or to effectively reduce the cost of debt for customers;

(c) redeem, refinance or defease any of the Company's outstanding long-term debt securities as long as the redemption, refinancing or defeasance is economically advantageous to the Company;

(d) enter into, pursuant to N.J.S.A. 48:3-9, a revolving credit facility with a duration for up to five (5) years and an option for up to two (2) additional one-year extensions beyond the original five-year duration, providing, among other things, for the issuance of promissory notes ("Bank Note Obligations") in an aggregate principal amount not to exceed $500,000,000 at any one time outstanding; and

(e) make, execute and deliver purchase agreements and related agreements and instruments with financial institutions (including procuring credit enhancement instruments) and take such other actions the Petitioner determines may be necessary in connection therewith as shall be necessary to complete the transactions contemplated in this Petition without further order of the Board. To make, execute and deliver purchase agreements and related agreements and instruments with financial institutions (including procuring credit enhancement instruments) in connection therewith as shall be necessary to complete the transactions contemplated in this Petition without further order of the Board.

This Order is issued subject to the following conditions:

1. If (1) the interest rate of any series of new issuance, in relation to U.S. Treasury securities, does not exceed the range set forth in the table of maximum yield spreads above, and (2) the compensation to the underwriters with respect to any series does not exceed one percent (1.0%) of the aggregate principal amount of the new issuance, NJNG may effect new issuance transactions without further Order of the Board. If either the interest rate or the compensation to the underwriters exceeds such amount, the proposed issuance shall

not be consummated until a further Order of the Board authorizing such new issuance transactions have been entered.

2. NJNG shall, within 30 days of acceptance of an offer for, and the pricing of, any new issuance, notify the Board Secretary and copy the Office of the Chief Economist and Rate Counsel in writing of the action to be taken and include a statement setting forth the compensation to and names of all the underwriters, and, as applicable, the aggregate principal amount of the new issuance, the interest rate of the new issuance, and any other material provision with respect to the terms and conditions of the new issuance.

3. NJNG shall furnish the Board with copies of executed documents filed with other regulatory agencies, if any, relating to the new issuance.

4. The new issuances authorized herein shall not be redeemed at a premium prior to maturity without further Board approval, unless the estimated present value savings derived from the difference between interest or dividend payments on a new issue of comparable securities and those securities refunded is on an after-tax basis greater than the estimated present value of all redemption, tendering and issuing costs, assuming an appropriate discount rate.

5. NJNG shall furnish the Board with copies of all executed amendments and/or supplements, if any, of NJNG's Mortgage and Deed of Trust, or any successor mortgage thereto.

6. NJNG shall furnish the Board with copies of all final documents as executed and filed with other regulatory agencies, including the SEC, if any, relating to new issuances.

7. The Board's Order in this proceeding shall not be construed as certification that the securities authorized to be offered for sale will be represented by tangible or intangible assets of commensurate value or investment costs.

8. The Board's Order in this proceeding 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 NJNG.

9. The Board's Order in this proceeding shall not affect nor in any way limit the exercise of the authority of this Board, Rate Counsel, or the State of New Jersey in any future NJNG proceeding with respect to rates, franchise, service, financing (including method of sale of securities), accounting, capitalization or any other matters affecting the Petition.

10. The authority granted under the Board's Order in this proceeding shall become null and void and of no effect with respect to any portion thereof that is not exercised within three years of the date of the Board's Order in this proceeding.

11. The Board's Order in this proceeding shall not constitute pre-approval of any cost or authorization for rate recovery. All capital costs are subject to review in NJNG's next base rate proceeding.

12. Petitioner should undertake financing in a manner that achieves the lowest reasonable cost of capital to its customers.

13. Petitioner is obligated to use a prudent mix of capital to finance its utility operations and investments.

14. Petitioner must provide notice to Board Staff and Rate Counsel before seeking any financing using Interest Rate Swaps. Transactions entered into under any authority granted by this Order may be examined in future rate cases.

This Order shall become effective on August 24, 2022.

DATED: August 17, 2022

BOARD OF PUBLIC UTILITIES
BY:

JOSEPH L. FIORDALISO
PRESIDENT

MARY-ANNA HOLDEN
COMMISSIONER

DIANNE SOLOMON
COMMISSIONER

ROBERT M. GORDON
COMMISSIONER

ATTEST:

CARMAN D. DIAZ
ACTING 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 NATURAL GAS COMPANY FOR AUTHORIZATION FOR THREE (3) YEARS; (1) TO ISSUE AND SELL PURSUANT TO N.J.S.A. 48:3-9 MEDIUM TERM NOTES; (2) TO ENTER INTO INTEREST RATE RISK MANAGEMENT TRANSACTIONS RELATED TO ANY NEW ISSUANCES APPROVED HEREUNDER; (3) REDEEM, REFINANCE OR DEFEASE ANY OF THE COMPANY'S OUTSTANDING LONG-TERM DEBT SECURITIES; AND (4) PURSUANT TO N.J.S.A. 48:3-9, TO ENTER INTO A CREDIT FACILITY ALLOWING THE ISSUANCE OF BANK NOTE OBLIGATIONS
DOCKET NO. GF22040269

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