



Agenda Date: 9/7/22  
Agenda Item: IIIA

**STATE OF NEW JERSEY**  
**Board of Public Utilities**  
44 South Clinton Avenue, 1<sup>st</sup> Floor  
Post Office Box 350  
Trenton, New Jersey 08625-0350  
[www.nj.gov/bpu/](http://www.nj.gov/bpu/)

OFFICE OF CABLE  
TELEVISION AND  
TELECOMMUNICATIONS

IN THE MATTER OF THE JOINT PETITION OF )  
COMCAST OF MERCER COUNTY, LLC AND COMCAST )  
OF HOPEWELL VALLEY INC. FOR APPROVAL OF A )  
MERGER AND THE TRANSFER OF CERTIFICATES OF )  
APPROVAL ) DOCKET NO. CM16090907

**Parties of Record:**

**Brian O. Lipman, Esq., Director**, New Jersey Division of Rate Counsel  
**Dennis C. Linken, Esq. Scarinci & Hollenbeck, LLC**, on behalf of Petitioners

BY THE BOARD:

**BACKGROUND**

On October 25, 2017, Comcast of Hopewell Valley (“COHV”) and Comcast of Mercer County (“CMC”) (collectively, “Petitioners”), both wholly owned subsidiaries of the Comcast Cable Corporation, LLC (“CCC” or “Comcast”), filed an amended petition with the New Jersey Board of Public Utilities (“Board”) requesting a merger of COHV and CMC (“Transaction”) pursuant to N.J.S.A. 48:5A-38 and 40 and N.J.A.C. 14:17-6.18 and 6.8 (“Amended Petition”).<sup>1</sup>

CMC and COHV are both wholly-owned subsidiaries of Comcast, which currently holds COAs to construct, operate and maintain cable television systems in over 340 New Jersey municipalities. CMC is a Delaware limited liability company, COHV is a New Jersey corporation, and both share common ownership, technical and administrative staff/management (including billing systems, customer services, and other internal operations) and offices. CMC is authorized to construct, operate and maintain a cable television system in the Townships of Ewing and Trenton, while COHV is authorized to provide service in the Boroughs of Hopewell and Pennington. CMC’s and

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<sup>1</sup> An Initial Petition in this matter was filed on September 23, 2016. Subsequent to this initial filing, the Board approved the renewal of the Certificate of Approval (“COA”) for Pennington Borough on December 12, 2016 (Docket No. CE16040313). Thereafter, Board Staff (“Staff”) propounded discovery in connection with the proposed merger transaction sought to be approved by way of the initial petition, wherein Staff requested that the petition be amended to reflect the December 12, 2016 Pennington Borough COA. The Amended Petition was filed in accordance with Staff’s request on October 25, 2017.

COHV's franchises, together with their affiliate, Comcast of Lawrence, LLC, provide service to Lawrence Township (all located within Mercer County), and are comprised of and operationally known as the "Trenton System".<sup>2</sup> The Joint Petitioners seek the merger of CMC and COHV to eliminate certain inefficiencies and effectuate corporate efficiencies.

Once complete, the proposed Transaction would result in COHV being merged with CMC, ultimately resulting in COHV's COAs being transferred from COHV to CMC, thus transferring all of COHV's customers and COHV's COAs to CMC, effectively dissolving COHV. The Transaction would result in COHV discontinuing services to its existing customers and, thereon, CMC would provide services to the former COHV customers ("Affected Customers"). According to the Amended Petition, CMC intends to continue to construct, operate and maintain the cable television systems and services in the current COHV servicing area in accordance with the current COAs and the underlying municipal consents for each municipality, where applicable. The Joint Petitioners state that services will continue to be provided to the Affected Customers pursuant to the Schedule of Prices and Terms and Conditions on file with the Board, and that there will be no changes to the rates and services provided as a result of the Transaction. The Joint Petitioners also assert that the Transaction is in the public interest, will yield greater corporate efficiencies, produce synergy savings and administrative benefits that will allow the Joint Petitioners to continue to provide high quality and innovative services after the transition in accordance with the requirements of N.J.S.A. 48:5A-1 et seq. and N.J.A.C. 14:18-1 et seq., and N.J.A.C. 14:17-6.18, respectively.

Lastly, Joint Petitioners requested waivers from certain requirements under N.J.A.C. 14:17-6.18(a): (3) copies of recent balance sheets of each company and a pro forma balance sheet of the continuing company; (4) copies of recent income statements of the operations of each of the Petitioners and a pro forma income statement of the continuing entity; (7) information regarding the percentage and manner in which the presently outstanding capital stock of the corporations involved will be exchanged for the new stock of the surviving corporation, if any; and (14) a statement of the fees and expenses to be incurred in connection with the merger, and the accounting disposition to be made thereof, on the books of the surviving corporation.

### **Rate Counsel Comments**

The New Jersey Division of Rate Counsel ("Rate Counsel") submitted comments by letter dated July 27, 2022. In its letter, Rate Counsel indicated that it does not oppose Board approval of the Joint Petitioners' request. Rate Counsel noted that the additional information provided by Petitioners under the Amended Petition and included in additional data responses may suffice in meeting the requisites and purpose under the Board's regulations. Accordingly, Rate Counsel does not object to relaxation of regulatory requirements if the Board finds no detrimental impact to customers and conditioned on finding that the information provided by Joint Petitioners substantially complies with the underlying purpose of the regulatory requirements, and waiver or relaxation of regulatory requirements is solely applicable to this matter based on the specific facts in the matter.

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<sup>2</sup> Board approved Renewal Certificates were issued to CMC on June 15, 2011, under Docket No. CE10120915 (Ewing) and November 9, 2011, under Docket No. CE10030194 (Trenton); Board approved Renewal Certificates were issued to COHV on January 10, 2002, under Docket No. CE01100669 (Hopewell), and December 12, 2016, under Docket No. CE16040313 (Pennington).

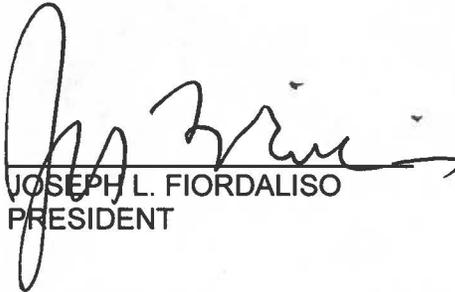
**DISCUSSION AND FINDINGS**

After careful review of this matter, the Board **FINDS** that the proposed Transaction is consistent with the applicable law, is not contrary to the public interest, and will have no material impact on the rates of current customers or on New Jersey employees. The Board also **FINDS** that the proposed Transaction will have no impact on the provision of safe, adequate and proper service, and will result in corporate efficiencies. Therefore, having considered the record submitted in this proceeding, the Board **HEREBY APPROVES** completion of the proposed Transaction as described in the Amended Petition. Additionally, the Board **HEREBY APPROVES** Petitioner's request for a waiver from certain requirements of N.J.A.C. 14:17-6.18 as specified in the Amended Petition.

This Order shall be effective on September 14, 2022.

DATED: September 7, 2022

BOARD OF PUBLIC UTILITIES  
BY:

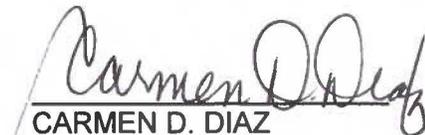
  
JOSEPH L. FIORDALISO  
PRESIDENT

  
MARY-ANNA HOLDEN  
COMMISSIONER

  
DIANNE SOLOMON  
COMMISSIONER

  
ROBERT M. GORDON  
COMMISSIONER

  
DR. ZENON CHRISTODOLOU  
COMMISSIONER

ATTEST:   
CARMEN 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 JOINT PETITION OF COMCAST OF MERCER COUNTY, LLC AND COMCAST  
OF HOPEWELL VALLEY INC. FOR APPROVAL OF A MERGER AND THE TRANSFER OF  
CERTIFICATES OF APPROVAL

DOCKET NO. CM16090907

SERVICE LIST

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