UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2021
OR
☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _________ to _________

Commission File Number: 001-08359

NEW JERSEY RESOURCES CORPORATION

(Exact name of registrant as specified in its charter)

New Jersey	**22-2376465**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
1415 Wyckoff Road **Wall New Jersey 07719** (Address of principal executive offices)	**(732) 938-1480** (Registrant's telephone number, including area code)

Securities registered pursuant to Section 12 (b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered)
Common Stock - $2.50 Par Value	**NJR**	**New York Stock Exchange**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes: ☒ No: ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes: ☒ No: ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes: ☐ No: ☒

The number of shares outstanding of $2.50 par value Common Stock as of August 2, 2021 was 96,433,901.

New Jersey Resources Corporation

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GLOSSARY OF KEY TERMS

Adelphia Gateway	Adelphia Gateway, LLC
AFUDC	Allowance for Funds Used During Construction
ASC	Accounting Standards Codification
ASU	Accounting Standards Update
Bcf	Billion Cubic Feet
BGSS	Basic Gas Supply Service
BPU	New Jersey Board of Public Utilities
CARES Act	Coronavirus Aid, Relief, and Economic Security Act
CIP	Conservation Incentive Program
Clean Energy Ventures	Clean Energy Ventures segment
CME	Chicago Mercantile Exchange
COVID-19	Novel coronavirus disease
CR&R	Commercial Realty & Resources Corp.
DRP	NJR Direct Stock Purchase and Dividend Reinvestment Plan
Dths	Dekatherms
EE	Energy Efficiency
Energy Services	Energy Services segment
EPS	Earnings Per Share
FASB	Financial Accounting Standards Board
FCM	Futures Commission Merchant
FERC	Federal Energy Regulatory Commission
Financial margin	A non-GAAP financial measure, which represents revenues earned from the sale of natural gas less costs of natural gas sold including any transportation and storage costs, and excludes any accounting impact from the change in the fair value of certain derivative instruments
Fitch	Fitch Ratings Company
FMB	First Mortgage Bond
GAAP	Generally Accepted Accounting Principles of the United States
Home Services and Other	Home Services and Other Operations
ICE	Intercontinental Exchange
IEC	Interstate Energy Company, LLC
IIP	Infrastructure Investment Program
IRS	Internal Revenue Service
ISDA	The International Swaps and Derivatives Association
ITC	Federal Investment Tax Credit
Leaf River	Leaf River Energy Center LLC
MGP	Manufactured Gas Plant
Moody's	Moody's Investors Service, Inc.
Mortgage Indenture	The Amended and Restated Indenture of Mortgage, Deed of Trust and Security Agreement between NJNG and U.S. Bank National Association dated as of September 1, 2014
MW	Megawatts
MWh	Megawatt Hour
NAESB	The North American Energy Standards Board
Natural Gas Act	The Natural Gas Act of 1938, as amended; the federal law regulating interstate natural gas pipeline and storage companies, among other things, codified beginning at 15 U.S.C. Section 717.
Natural Gas Distribution	Natural Gas Distribution segment
NFE	Net Financial Earnings
NJ RISE	New Jersey Reinvestment in System Enhancement

GLOSSARY OF KEY TERMS (cont.)

NJCEP	New Jersey's Clean Energy Program
NJDEP	New Jersey Department of Environmental Protection
NJNG	New Jersey Natural Gas Company
NJNG Credit Facility	NJNG's $250 million unsecured committed credit facility expiring in December 2023
NJR Credit Facility	NJR's $425 million unsecured committed credit facility expiring in December 2023
NJR or The Company	New Jersey Resources Corporation
NJRHS	NJR Home Services Company
Non-GAAP	Not in accordance with Generally Accepted Accounting Principles of the United States
NPNS	Normal Purchase/Normal Sale
NYMEX	New York Mercantile Exchange
OASDI	Old Age, Survivors and Disability Insurance tax
OCI	Other Comprehensive Income
O&M	Operation and Maintenance
OPEB	Other Postemployment Benefit Plans
PennEast	PennEast Pipeline Company, LLC
PPA	Power Purchase Agreement
RAC	Remediation Adjustment Clause
REC	Renewable Energy Certificate
S&P	Standard & Poor's Financial Services, LLC
SAFE	Safety Acceleration and Facility Enhancement
SAVEGREEN	The SAVEGREEN Project®
SBC	Societal Benefits Charge
SEC	U.S. Securities and Exchange Commission
SREC	Solar Renewable Energy Certificate
SRL	Southern Reliability Link
Steckman Ridge	Collectively, Steckman Ridge GP, LLC and Steckman Ridge, LP
Storage and Transportation	Storage and Transportation segment
Supreme Court	Supreme Court of the United States
Talen	Talen Energy Marketing, LLC
TETCO	Texas Eastern Transmission
The Exchange Act	The Securities Exchange Act of 1934, as amended
The Tax Act	An Act to Provide for Reconciliation Pursuant to Titles II and V of the Concurrent Resolution on the Budget for Fiscal Year 2018, previously known as The Tax Cuts and Jobs Act of 2017
Third Circuit	The United States Court of Appeals for the Third Circuit
TREC	Transition Renewable Energy Certificate
Trustee	U.S. Bank National Association
U.S.	The United States of America
USF	Universal Service Fund

INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS

Certain statements contained in this report, including, without limitation, statements as to management expectations, assumptions and beliefs presented in Part I, Item 2. “Management's Discussion and Analysis of Financial Condition and Results of Operations,” Part I, Item 3. “Quantitative and Qualitative Disclosures About Market Risk,” Part II, Item 1. “Legal Proceedings” and in the notes to the financial statements are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. Forward-looking statements can also be identified by the use of forward-looking terminology such as “anticipate,” “estimate,” “may,” “could,” “might,” “intend,” “expect,” “believe,” “will” “plan,” or “should,” or comparable terminology and are made based upon management's current expectations, assumptions and beliefs as of this date concerning future developments and their potential effect on us. There can be no assurance that future developments will be in accordance with management's expectations, assumptions or beliefs, or that the effect of future developments on us will be those anticipated by management.

We caution readers that the expectations, assumptions and beliefs that form the basis for forward-looking statements regarding customer growth, customer usage, qualifications for ITCs, RECs, future rate case proceedings, financial condition, results of operations, cash flows, capital requirements, future capital expenditures, market risk, effective tax rate and other matters for fiscal 2021 and thereafter include many factors that are beyond our ability to control or estimate precisely, such as estimates of future market conditions, the behavior of other market participants and changes in the debt and equity capital markets. The factors that could cause actual results to differ materially from our expectations, assumptions and beliefs include, but are not limited to, those discussed in Item 1A. Risk Factors of our Annual Report on Form 10-K for the fiscal year ended September 30, 2020, as well as the following:

- risks related to the impact of COVID-19 on business operations, financial performance and condition and cash flows;
- our ability to obtain governmental and regulatory approvals, land-use rights, electric grid connection (in the case of clean energy projects) and/or financing for the construction, development and operation of our unregulated energy investments, pipeline transportation systems and NJNG and Storage and Transportation infrastructure projects, including PennEast and Adelphia Gateway, in a timely manner;
- risks associated with our investments in clean energy projects, including the availability of regulatory incentives and federal tax credits, the availability of viable projects, our eligibility for ITCs, the future market for SRECs and electricity prices, our ability to complete construction of the projects and operational risks related to projects in service;
- risks associated with acquisitions and the related integration of acquired assets with our current operations, including the acquisition of Adelphia Gateway and Leaf River;
- our ability to comply with current and future regulatory requirements;
- volatility of natural gas and other commodity prices and their impact on NJNG customer usage, NJNG’s BGSS incentive programs, our Energy Services segment operations and our risk management efforts;
- the performance of our subsidiaries;
- access to adequate supplies of natural gas and dependence on third-party storage and transportation facilities for natural gas supply;
- the level and rate at which NJNG’s costs and expenses are incurred and the extent to which they are approved for recovery from customers through the regulatory process, including through future base rate case filings;
- the impact of a disallowance of recovery of environmental-related expenditures and other regulatory changes;
- the regulatory and pricing policies of federal and state regulatory agencies;
- operating risks incidental to handling, storing, transporting and providing customers with natural gas;
- demographic changes in our service territory and their effect on our customer growth;
- changes in rating agency requirements and/or credit ratings and their effect on availability and cost of capital to the Company;
- the impact of volatility in the equity and credit markets on our access to capital;
- our ability to comply with debt covenants;
- the results of legal or administrative proceedings with respect to claims, rates, environmental issues, natural gas cost prudence reviews and other matters;
- risks related to cyberattacks or failure of information technology systems;
- the impact to the asset values and resulting higher costs and funding obligations of our pension and postemployment benefit plans as a result of potential downturns in the financial markets, lower discount rates, revised actuarial assumptions or impacts associated with the Patient Protection and Affordable Care Act;
- commercial and wholesale credit risks, including the availability of creditworthy customers and counterparties, and liquidity in the wholesale energy trading market;
- accounting effects and other risks associated with hedging activities and use of derivatives contracts;
- our ability to optimize our physical assets;
- weather and economic conditions;
- the costs of compliance with present and future environmental laws, potential climate change-related legislation or any legislation resulting from the 2019 New Jersey Energy Master Plan;
- uncertainties related to litigation, regulatory, administrative or environmental proceedings;
- changes to tax laws and regulations;
- any potential need to record a valuation allowance for our deferred tax assets;
- the impact of natural disasters, terrorist activities and other extreme events on our operations and customers;
- risks related to our employee workforce and succession planning;
- risks associated with the management of our joint ventures and partnerships; and
- risks associated with keeping pace with technological change.

While we periodically reassess material trends and uncertainties affecting our results of operations and financial condition in connection with the preparation of management's discussion and analysis of results of operations and financial condition contained in our Quarterly and Annual Reports on Form 10-Q and Form 10-K, respectively, we do not, by including this statement, assume any obligation to review or revise any particular forward-looking statement referenced herein in light of future events.

ITEM 1. FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(Thousands, except per share data)	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020	Nine Months Ended June 30, 2021	Nine Months Ended June 30, 2020
OPERATING REVENUES				
Utility	**$ 127,626**	$ 128,532	**$ 633,522**	$ 645,375
Nonutility	**239,967**	170,442	**990,563**	908,249
Total operating revenues	**367,593**	298,974	**1,624,085**	1,553,624
OPERATING EXPENSES				
Natural gas purchases:				
Utility	**41,785**	45,665	**211,165**	249,042
Nonutility	**236,464**	166,761	**740,199**	802,501
Related parties	**1,699**	1,518	**5,163**	4,548
Operation and maintenance	**81,878**	68,541	**265,779**	198,718
Regulatory rider expenses	**5,456**	5,464	**34,570**	32,536
Depreciation and amortization	**27,767**	27,872	**81,977**	80,025
Total operating expenses	**395,049**	315,821	**1,338,853**	1,367,370
OPERATING (LOSS) INCOME	**(27,456)**	(16,847)	**285,232**	186,254
Other income, net	**4,817**	2,713	**13,941**	10,260
Interest expense, net of capitalized interest	**18,744**	15,144	**58,683**	50,417
(LOSS) INCOME BEFORE INCOME TAXES AND EQUITY IN EARNINGS OF AFFILIATES	**(41,383)**	(29,278)	**240,490**	146,097
Income tax (benefit) provision	**(18,785)**	(6,767)	**37,713**	25,988
Equity in (loss) earnings of affiliates	**(89,233)**	3,213	**(83,754)**	10,191
NET (LOSS) INCOME	**$ (111,831)**	$ (19,298)	**$ 119,023**	$ 130,300
(LOSS) EARNINGS PER COMMON SHARE				
Basic	**$(1.16)**	$(0.20)	**$1.24**	$1.38
Diluted	**$(1.16)**	$(0.20)	**$1.23**	$1.38
WEIGHTED AVERAGE SHARES OUTSTANDING				
Basic	**96,348**	95,764	**96,237**	94,420
Diluted	**96,348**	95,764	**96,629**	94,718

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

(Thousands)	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020	Nine Months Ended June 30, 2021	Nine Months Ended June 30, 2020
Net (loss) income	**$ (111,831)**	$ (19,298)	**$ 119,023**	$ 130,300
Other comprehensive income (loss), net of tax				
Reclassifications of losses to net income on derivatives designated as hedging instruments, net of tax of $(79), $0, $(270) and $0, respectively	**264**	—	**758**	—
Loss on derivatives designated as hedging instruments, net of tax of $0, $180, $0 and $2,961, respectively	**—**	(626)	**—**	(10,337)
Adjustment to postemployment benefit obligation, net of tax of $(245), $(191), $(734) and $(2,161), respectively	**812**	663	**2,437**	7,522
Other comprehensive income (loss)	**$ 1,076**	$ 37	**$ 3,195**	$ (2,815)
Comprehensive (loss) income	**$ (110,755)**	$ (19,261)	**$ 122,218**	$ 127,485

See Notes to Unaudited Condensed Consolidated Financial Statements

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(Thousands)	Nine Months Ended June 30, 2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	**$ 119,023**	$ 130,300
Adjustments to reconcile net income to cash flows from operating activities		
Unrealized loss (gain) on derivative instruments	**13,627**	(21,827)
Impairment of equity method investment	**92,000**	—
Depreciation and amortization	**81,977**	80,025
Amortization of acquired wholesale energy contracts	**4,000**	4,356
Allowance for equity used during construction	**(16,820)**	(12,328)
Allowance for doubtful accounts	**15,288**	1,657
Non cash lease expense	**3,048**	2,864
Deferred income taxes	**4,816**	27,014
Manufactured gas plant remediation costs	**(23,775)**	(6,629)
Equity in earnings, net of distributions received from equity investees and impairments	**(3,469)**	(4,985)
Cost of removal - asset retirement obligations	**(768)**	(183)
Contributions to postemployment benefit plans	**(2,347)**	(5,969)
Taxes related to stock-based compensation	**(149)**	644
Changes in:		
Components of working capital	**(9,805)**	(17,397)
Other noncurrent assets	**53,430**	10,177
Other noncurrent liabilities	**11,720**	(4,936)
Cash flows from operating activities	**341,796**	182,783
CASH FLOWS USED IN INVESTING ACTIVITIES		
Expenditures for:		
Utility plant	**(289,205)**	(213,667)
Solar equipment	**(51,545)**	(110,968)
Storage and Transportation and other	**(51,241)**	(18,261)
Cost of removal	**(37,922)**	(24,343)
Acquisition of assets, net of cash acquired of $5.1 million	**—**	(523,647)
Distribution from equity investees in excess of equity in earnings	**733**	1,411
Investments in equity investees	**(690)**	(1,491)
Cash flows used in investing activities	**(429,870)**	(890,966)
CASH FLOWS (USED IN) FROM FINANCING ACTIVITIES		
Proceeds from long-term debt	**—**	50,000
Payments of long-term debt	**(10,463)**	(11,947)
Proceeds from term loan	**—**	350,000
Payments of term loan	**—**	(212,900)
Proceeds from short-term debt, net	**50,950**	390,562
Proceeds from sale leaseback transaction - solar	**17,673**	42,927
Proceeds from sale leaseback transaction	**—**	4,000
Payments of common stock dividends	**(90,377)**	(86,709)
Proceeds from issuance of common stock - public equity offering	**—**	212,900
Cash settlement of equity forward agreement	**(2,823)**	—
Proceeds from issuance of common stock - DRP	**11,520**	14,498
Tax withholding payments related to net settled stock compensation	**(1,819)**	(3,966)
Cash flows (used in) from financing activities	**(25,339)**	749,365
Change in cash, cash equivalents and restricted cash	**(113,413)**	41,182
Cash, cash equivalents and restricted cash at beginning of period	**119,423**	4,063
Cash, cash equivalents and restricted cash at end of period	**$ 6,010**	$ 45,245
CHANGES IN COMPONENTS OF WORKING CAPITAL		
Receivables	**$ (75,730)**	$ (3,019)
Inventories	**42,639**	42,566
Recovery of natural gas costs	**(19,208)**	(5,722)
Natural gas purchases payable	**20,073**	(55,594)
Natural gas purchases payable - related parties	**72**	1
Accounts payable and other	**12,655**	(13,084)
Prepaid expenses	**(3,624)**	1,487
Prepaid and accrued taxes	**(7,236)**	(991)
Restricted broker margin accounts	**25,308**	11,900
Customers' credit balances and deposits	**(3,235)**	(7,060)
Other current assets	**(1,519)**	12,119
Total	**$ (9,805)**	$ (17,397)
SUPPLEMENTAL DISCLOSURES OF CASH FLOWS INFORMATION		
Cash paid for:		

Interest (net of amounts capitalized)	**$**	**66,322**	$	47,642
Income taxes	**$**	**5,357**	$	1,127
Accrued capital expenditures	**$**	**36,988**	$	20,814

See Notes to Unaudited Condensed Consolidated Financial Statements

CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS

(Thousands)	(Unaudited) June 30, 2021	September 30, 2020
PROPERTY, PLANT AND EQUIPMENT		
Utility plant, at cost	**$ 2,913,448**	$ 2,800,052
Construction work in progress	**493,081**	379,846
Nonutility plant and equipment, at cost	**1,124,734**	1,108,512
Construction work in progress	**267,096**	176,556
Total property, plant and equipment	**4,798,359**	4,464,966
Accumulated depreciation and amortization, utility plant	**(604,040)**	(601,635)
Accumulated depreciation and amortization, nonutility plant and equipment	**(163,852)**	(140,562)
Property, plant and equipment, net	**4,030,467**	3,722,769
CURRENT ASSETS		
Cash and cash equivalents	**4,719**	117,012
Customer accounts receivable		
Billed	**205,482**	134,173
Unbilled revenues	**12,663**	9,226
Allowance for doubtful accounts	**(21,546)**	(7,242)
Regulatory assets	**35,030**	36,530
Natural gas in storage, at average cost	**125,824**	167,504
Materials and supplies, at average cost	**19,447**	20,406
Prepaid expenses	**10,263**	6,639
Prepaid and accrued taxes	**33,090**	24,301
Derivatives, at fair value	**17,504**	23,310
Restricted broker margin accounts	**56,234**	69,444
Other	**19,548**	21,029
Total current assets	**518,258**	622,332
NONCURRENT ASSETS		
Investments in equity method investees	**117,016**	208,375
Regulatory assets	**537,185**	527,459
Operating lease assets	**142,753**	131,769
Derivatives, at fair value	**3,070**	3,349
Intangible assets, net	**5,767**	10,060
Software costs	**5,560**	4,707
Other noncurrent assets	**48,542**	85,657
Total noncurrent assets	**859,893**	971,376
Total assets	**$ 5,408,618**	$ 5,316,477

See Notes to Unaudited Condensed Consolidated Financial Statements

CAPITALIZATION AND LIABILITIES

(Thousands, except share data)	**(Unaudited) June 30, 2021**	September 30, 2020
CAPITALIZATION		
Common stock, $2.50 par value; authorized 150,000,000 shares; outstanding June 30, 2021 — 96,361,441; September 30, 2020 — 95,949,183	**$ 240,575**	$ 240,243
Premium on common stock	**498,693**	491,982
Accumulated other comprehensive loss, net of tax	**(41,120)**	(44,315)
Treasury stock at cost and other; shares June 30, 2021 — 16,313; September 30, 2020 — 148,310	**13,407**	8,485
Retained earnings	**970,511**	947,501
Common stock equity	**1,682,066**	1,643,896
Long-term debt	**2,221,622**	2,259,466
Total capitalization	**3,903,688**	3,903,362
CURRENT LIABILITIES		
Current maturities of long-term debt	**23,032**	27,236
Short-term debt	**176,300**	125,350
Natural gas purchases payable	**116,018**	95,945
Natural gas purchases payable to related parties	**863**	791
Accounts payable and other	**161,878**	141,500
Dividends payable	**32,040**	31,902
Accrued taxes	**4,270**	2,717
Regulatory liabilities	**14,037**	26,188
New Jersey Clean Energy Program	**18,329**	15,570
Derivatives, at fair value	**39,572**	33,865
Operating lease liabilities	**4,588**	6,724
Customers' credit balances and deposits	**22,699**	25,934
Total current liabilities	**613,626**	533,722
NONCURRENT LIABILITIES		
Deferred income taxes	**144,990**	138,081
Deferred investment tax credits	**3,090**	3,332
Deferred gain	**871**	1,035
Derivatives, at fair value	**19,130**	13,352
Manufactured gas plant remediation	**136,874**	150,590
Postemployment employee benefit liability	**236,585**	237,221
Regulatory liabilities	**193,222**	196,450
Operating lease liabilities	**109,993**	95,030
Asset retirement obligation	**34,258**	33,723
Other	**12,291**	10,579
Total noncurrent liabilities	**891,304**	879,393
Commitments and contingent liabilities (Note 13)		
Total capitalization and liabilities	**$ 5,408,618**	$ 5,316,477

See Notes to Unaudited Condensed Consolidated Financial Statements

CONDENSED CONSOLIDATED STATEMENTS OF COMMON STOCK EQUITY (Unaudited)

(Thousands)	Number of Shares	Common Stock	Premium on Common Stock	Accumulated Other Comprehensive (Loss) Income	Treasury Stock And Other	Retained Earnings	Total
Balance at September 30, 2020	95,949	$ 240,243	$ 491,982	$ (44,315)	$ 8,485	$ 947,501	$ 1,643,896
Net income	—	—	—	—	—	81,045	81,045
Other comprehensive income	—	—	—	1,043	—	—	1,043
Common stock issued:							
Incentive compensation plan	50	124	5,410	—	—	—	5,534
Dividend reinvestment plan [(1)]	140	—	(4,502)	—	5,593	—	1,091
Cash dividend declared ($.3325 per share)	—	—	—	—	—	(31,966)	(31,966)
Treasury stock and other	—	—	—	—	(2,429)	—	(2,429)
Balance at December 31, 2020	96,139	$ 240,367	$ 492,890	$ (43,272)	$ 11,649	$ 996,580	$ 1,698,214
Net income	—	—	—	—	—	149,809	149,809
Other comprehensive income	—	—	—	1,076	—	—	1,076
Common stock issued:							
Common stock offering	—	—	(388)	—	—	—	(388)
Incentive compensation plan	28	72	1,144	—	—	—	1,216
Dividend reinvestment plan	103	58	3,521	—	—	—	3,579
Waiver discount	—	—	—	—	—	—	—
Cash dividend declared ($.3325 per share)	—	—	—	—	—	(32,007)	(32,007)
Treasury stock and other	(8)	—	—	—	334	—	334
Balance at March 31, 2021	96,262	$ 240,497	$ 497,167	$ (42,196)	$ 11,983	$ 1,114,382	$ 1,821,833
Net loss	**—**	**—**	**—**	**—**	**—**	**(111,831)**	**(111,831)**
Other comprehensive income	**—**	**—**	**—**	**1,076**	**—**	**—**	**1,076**
Common stock issued:							
Common stock offering	**—**	**—**	**(2,435)**	**—**	**—**	**—**	**(2,435)**
Incentive compensation plan	**1**	**2**	**57**	**—**	**—**	**—**	**59**
Dividend reinvestment plan	**99**	**76**	**3,904**	**—**	**—**	**—**	**3,980**
Cash dividend declared ($.3325 per share)	**—**	**—**	**—**	**—**	**—**	**(32,040)**	**(32,040)**
Treasury stock and other	**(1)**	**—**	**—**	**—**	**1,424**	**—**	**1,424**
Balance at June 30, 2021	**96,361**	**$ 240,575**	**$ 498,693**	**$ (41,120)**	**$ 13,407**	**$ 970,511**	**$ 1,682,066**

(1) Shares sold through the DRP are issued from treasury stock at average cost, which may differ from the actual market price paid.

(Thousands)	Number of Shares	Common Stock	Premium on Common Stock	Accumulated Other Comprehensive (Loss) Income	Treasury Stock And Other	Retained Earnings	Total
Balance at September 30, 2019	89,999	$ 226,649	$ 291,331	$ (31,787)	$ (10,436)	$ 869,858	$ 1,345,615
Net income	—	—	—	—	—	75,752	75,752
Other comprehensive income	—	—	—	759	—	—	759
Common stock issued:							
Common stock offering	5,333	13,333	199,567	—	—	—	212,900
Incentive compensation plan	96	239	3,053	—	—	—	3,292
Dividend reinvestment plan (1)	80	—	314	—	3,185	—	3,499
Cash dividend declared ($.3125 per share)	—	—	—	—	—	(29,846)	(29,846)
Treasury stock and other	—	—	—	—	(3,879)	—	(3,879)
Balance at December 31, 2019	95,508	$ 240,221	$ 494,265	$ (31,028)	$ (11,130)	$ 915,764	$ 1,608,092
Net income	—	—	—	—	—	73,846	73,846
Other comprehensive loss	—	—	—	(3,611)	—	—	(3,611)
Common stock issued:							
Dividend reinvestment plan (1)	143	—	(416)	—	5,621	—	5,205
Cash dividend declared ($.3125 per share)	—	—	—	—	—	(29,888)	(29,888)
Treasury stock and other	(8)	—	107	—	986	—	1,093
Balance at March 31, 2020	95,643	$ 240,221	$ 493,956	$ (34,639)	$ (4,523)	$ 959,722	$ 1,654,737
Net loss	—	—	—	—	—	(19,298)	(19,298)
Other comprehensive income	—	—	—	37	—	—	37
Common stock issued:							
Incentive compensation plan	2	6	113	—	—	—	119
Dividend reinvestment plan (1)	185	—	(1,694)	—	7,417	—	5,723
Cash dividend declared ($.3125 per share)	—	—	—	—	—	(29,948)	(29,948)
Treasury stock and other	—	—	(10)	—	1,118	—	1,108
Balance at June 30, 2020	95,830	$ 240,227	$ 492,365	$ (34,602)	$ 4,012	$ 910,476	$ 1,612,478

(1) Shares sold through the DRP are issued from treasury stock at average cost, which may differ from the actual market price paid.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

1. NATURE OF THE BUSINESS

NJR provides regulated natural gas distribution services, transportation and storage services and operates certain unregulated businesses primarily through the following:

NJNG provides natural gas utility service to approximately 562,700 customers throughout Burlington, Middlesex, Monmouth, Morris and Ocean counties in New Jersey and is subject to rate regulation by the BPU. NJNG comprises the Natural Gas Distribution segment.

NJRCEV, the Company's clean energy subsidiary, comprises the Clean Energy Ventures segment and consists of the Company's capital investments in commercial and residential solar projects.

NJRES comprises the Energy Services segment. Energy Services maintains and transacts around a portfolio of natural gas transportation and storage capacity contracts and provides physical wholesale energy, retail energy and energy management services in the U.S. and Canada.

NJR Midstream Holdings Corporation, which comprises the Storage and Transportation segment, formerly the Midstream segment, invests in energy-related ventures through its subsidiaries. The Company holds a 50 percent combined ownership interest in Steckman Ridge, located in Pennsylvania and 20 percent ownership interest in PennEast, which are accounted for under the equity method of accounting. The Company also operates natural gas storage and transmission assets through the wholly-owned subsidiaries of Leaf River, which was acquired on October 11, 2019, and Adelphia Gateway, which was acquired on January 13, 2020, and is subject to rate regulation by FERC. See *Note 17. Acquisitions and Dispositions* for more information regarding these acquisitions.

NJR Retail Holdings Corporation has two principal subsidiaries, NJRHS, which provides heating, central air conditioning, standby generators, solar and other indoor and outdoor comfort products to residential homes throughout New Jersey, and CR&R, which owns commercial real estate. NJRHS and CR&R are included in Home Services and Other operations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying Unaudited Condensed Consolidated Financial Statements have been prepared by NJR in accordance with the rules and regulations of the SEC and GAAP. The September 30, 2020 Balance Sheet data is derived from the audited financial statements of the Company. These Unaudited Condensed Consolidated Financial Statements should be read in conjunction with the consolidated financial statements and the notes thereto included in NJR's 2020 Annual Report on Form 10-K.

The Unaudited Condensed Consolidated Financial Statements include the accounts of NJR and its subsidiaries. In the opinion of management, the accompanying Unaudited Condensed Consolidated Financial Statements reflect all adjustments necessary for a fair presentation of the results of the interim periods presented. These adjustments are of a normal and recurring nature. Because of the seasonal nature of NJR's utility and wholesale energy services operations, in addition to other factors, the financial results for the interim periods presented are not indicative of the results that are to be expected for the fiscal year ending September 30, 2021. Intercompany transactions and accounts have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Company to make estimates that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosure of contingencies during the reporting period. On a quarterly basis or more frequently whenever events or changes in circumstances indicate a need, the Company evaluates its estimates, including those related to the calculation of the fair value of derivative instruments, debt, equity method investments, unbilled revenues, allowance for doubtful accounts, provisions for depreciation and amortization, long-lived assets, regulatory assets and liabilities, income taxes, pensions and other postemployment benefits, contingencies related to environmental matters and litigation. Asset retirement obligations are evaluated as often as needed. The Company’s estimates are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources.

The Company has legal, regulatory and environmental proceedings during the normal course of business that can result in loss contingencies. When evaluating the potential for a loss, the Company will establish a reserve if a loss is probable and can be reasonably estimated, in which case it is the Company's policy to accrue the full amount of such estimates. Where the information is sufficient only to establish a range of probable liability, and no point within the range is more likely than any other, it is the Company's policy to accrue the lower end of the range. In the normal course of business, estimated amounts are subsequently adjusted to actual results that may differ from estimates.

In March 2020, COVID-19 was declared a pandemic by the World Health Organization and the Centers for Disease Control and Prevention and has spread globally, including throughout the United States. The Company's Unaudited Condensed Consolidated Financial Statements reflect estimates and assumptions made by management that affect the reported amounts of assets and liabilities at the balance sheet date and reported amounts of revenue and expenses during the reporting periods presented. The Company considered the impacts of COVID-19 on the assumptions and estimates used and determined that there have been no material adverse impacts on the Company's results of operations as of June 30, 2021.

Acquisitions

The Company follows the guidance in ASC 805, *Business Combinations,* for determining the appropriate accounting treatment for acquisitions. ASU No. 2017-01, *Clarifying the Definition of a Business*, provides an initial fair value screen to determine if substantially all of the fair value of the assets acquired is concentrated in a single asset or group of similar assets. If the initial screening test is not met, the set is considered a business based on whether there are inputs and substantive processes in place. Based on the results of this analysis and conclusion on an acquisition's classification of a business combination or an asset acquisition, the accounting treatment is derived.

If the acquisition is deemed to be a business, the acquisition method of accounting is applied. Identifiable assets acquired and liabilities assumed at the acquisition date are recorded at fair value. If the transaction is deemed to be an asset purchase, the cost accumulation and allocation model is used whereby the assets and liabilities are recorded based on the purchase price and allocated to the individual assets and liabilities based on relative fair values.

The determination and allocation of fair values to the identifiable assets acquired and liabilities assumed are based on various assumptions and valuation methodologies requiring considerable management judgment. The most significant variables in these valuations are discount rates and the number of years on which to base the cash flow projections, as well as other assumptions and estimates used to determine the cash inflows and outflows. Management determines discount rates based on the risk inherent in the acquired assets, specific risks, industry beta and capital structure of guideline companies. The valuation of an acquired business is based on available information at the acquisition date and assumptions that are believed to be reasonable. However, a change in facts and circumstances as of the acquisition date can result in subsequent adjustments during the measurement period, but no later than one year from the acquisition date.

Revenues

Revenues from the sale of natural gas to NJNG customers are recognized in the period that natural gas is delivered and consumed by customers, including an estimate for unbilled revenue. NJNG records unbilled revenue for natural gas services. Natural gas sales to individual customers are based on meter readings, which are performed on a systematic basis throughout the month. At the end of each month, the amount of natural gas delivered to each customer after the last meter reading through the end of the respective accounting period is estimated, and recognizes unbilled revenues related to these amounts. The unbilled revenue estimates are based on estimated customer usage by customer type, weather effects, unaccounted-for natural gas and the most current tariff rates.

Clean Energy Ventures recognizes revenue when SRECs are transferred to counterparties. SRECs are physically delivered through the transfer of certificates as per contractual settlement schedules. The Clean Energy Act of 2018 established guidelines for the closure of the SREC registration program to new applicants in New Jersey. The SREC program officially closed to new qualified solar projects on April 30, 2020.

In December 2019, the BPU established the TREC as the successor to the SREC program. TRECs provide a fixed compensation base multiplied by an assigned project factor in order to determine their value. The project factor is determined by the type and location of the project, as defined. All TRECs generated are required to be purchased monthly by a TREC program administrator as appointed by the BPU.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In June 2020, Clean Energy Ventures began generating TRECs for qualified new residential and commercial solar projects placed into service following the close of the SREC program. TREC revenue is recognized when TRECs are generated and are transferred monthly based upon metered solar electricity activity.

Revenues for Energy Services are recognized when the natural gas is physically delivered to the customer. In addition, changes in the fair value of derivatives that economically hedge the forecasted sales of the natural gas are recognized in operating revenues as they occur, as noted above. Energy Services also recognizes changes in the fair value of SREC derivative contracts as a component of operating revenues.

The Storage and Transportation segment generates revenues from firm storage contracts and transportation contracts, related usage fees and hub services for the use of storage space, injections and withdrawals from their natural gas storage facility and the delivery of natural gas to customers. Demand fees are recognized as revenue over the term of the related agreement while usage fees and hub services revenues are recognized as services are performed.

Revenues from all other activities are recorded in the period during which products or services are delivered and accepted by customers, or over the related contractual term. See *Note 3. Revenue* for further information.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on deposit and temporary investments with maturities of three months or less, and excludes restricted cash related to escrow balances for utility plant projects at NJNG and irrevocable letters of credit at Leaf River, which is recorded in other current and noncurrent assets on the Unaudited Condensed Consolidated Balance Sheets, respectively.

The following table provides a reconciliation of cash and cash equivalents and restricted cash reported in the Unaudited Condensed Consolidated Balance Sheets to the total amounts in the Unaudited Condensed Consolidated Statements of Cash Flows as follows:

(Thousands)	**June 30, 2021**	September 30, 2020	June 30, 2020	September 30, 2019
Balance Sheet				
Cash and cash equivalents	**$ 4,719**	$ 117,012	$ 42,821	$ 2,676
Restricted cash in other noncurrent assets	**$ 1,291**	$ 2,411	$ 2,424	$ 1,387
Statements of Cash Flow				
Cash, cash equivalents and restricted cash	**$ 6,010**	$ 119,423	$ 45,245	$ 4,063

Allowance for Doubtful Accounts

As of October 1, 2021, the Company adopted ASU No. 2016-13, an amendment to ASC 326, *Financial Instruments - Credit Losses*, which changes the impairment model for certain financial assets that have a contractual right to receive cash, including trade and loan receivables. The Company segregates financial assets that fall within the scope of ASC 326, primarily trade receivables and unbilled revenues due in one year or less, into portfolio segments based on shared risk characteristics, such as geographical location and regulatory environment, for evaluation of expected credit losses. Historical and current information, such as average write-offs, are applied to each portfolio segment to estimate the allowance for losses on uncollectible receivables. Additionally, the allowance for losses on uncollectible receivables is adjusted for reasonable and supportable forecasts of future economic conditions, which can include changing weather, commodity prices, regulations, and macroeconomic factors, such as unemployment rates among others.

In February 2021, severe winter weather affected the U.S. mid-continent and southern regions that resulted in increased demand for natural gas supply and increases in wholesale energy prices. As a result, Energy Services evaluated its counterparties for credit deterioration, as well as the related receivables for the purchase and receipt of natural gas for amounts past due.

The Company examined the credit characteristics of its counterparties, including the history of past due amounts for contractual settlements, counterparty credit ratings, and the likelihood of recovering amounts owed. At March 31, 2021, the Company recorded a reserve for expected credit losses for Energy Services totaling $5.2 million within operations and maintenance expense on the Unaudited Condensed Consolidated Statement of Operations, representing management’s best estimate of expected credit losses at this time.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

It is possible that future developments could occur that could result in impairment of a portion or all of the remaining amounts owed to Energy Services, which would result in an additional charge to earnings.

Loans Receivable

NJNG currently provides loans, with terms ranging from two to 10 years, to customers that elect to purchase and install certain energy-efficient equipment in accordance with its BPU-approved SAVEGREEN program. The loans are recognized at fair value on the Unaudited Condensed Consolidated Balance Sheets. The Company has $14.3 million and $13.7 million recorded in other current assets and $33.2 million and $35.3 million in other noncurrent assets as of June 30, 2021 and September 30, 2020, respectively, on the Unaudited Condensed Consolidated Balance Sheets, related to the loans. The Company regularly evaluates the credit quality and collection profile of its customers. If NJNG determines a loan is impaired, the basis of the loan would be subject to regulatory review for recovery. As of June 30, 2021 and September 30, 2020, the Company has not recorded any impairments for SAVEGREEN loans.

Natural Gas in Storage

The following table summarizes natural gas in storage, at average cost by segment as of:

	June 30, 2021		September 30, 2020	
($ in thousands)	**Natural Gas in Storage**	**Bcf**	Natural Gas in Storage	Bcf
Natural Gas Distribution	**$ 68,657**	**17.4**	$ 110,037	27.2
Energy Services	**57,167**	**22.2**	57,352	34.3
Storage and Transportation	**—**	**—**	115	0.02
Total	**$ 125,824**	**39.6**	$ 167,504	61.52

Software Costs

The Company capitalizes certain costs, such as software design and configuration, coding, testing and installation, that are incurred to purchase or create and implement computer software for internal use. Capitalized costs include external costs of materials and services utilized in developing or obtaining internal-use software and payroll and payroll-related costs for employees who are directly associated with and devote time to the internal-use software project. Maintenance costs are expensed as incurred. Upgrades and enhancements are capitalized if it is probable that such expenditures will result in additional functionality.

Amortization is recorded on the straight-line basis over the estimated useful lives. The following tables present the software costs included in the Unaudited Condensed Consolidated Financial Statements:

(Thousands)	**June 30, 2021**	September 30, 2020
Balance Sheets		
Utility plant, at cost	$ 14,127	$ 13,452
Construction work in progress	$ 2,496	$ —
Nonutility plant and equipment, at cost	$ 334	$ 316
Accumulated depreciation and amortization, utility plant	$ (1,057)	$ (279)
Accumulated depreciation and amortization, nonutility plant and equipment	$ (23)	$ (5)
Software costs	$ 5,560	$ 4,707

	Three Months Ended June 30,		**Nine Months Ended June 30,**	
Statements of Operations	**2021**	2020	**2021**	2020
Operation and maintenance [(1)]	$ 2,039	$ 1,928	$ 6,810	$ 4,524
Depreciation and amortization	$ 273	$ —	$ 796	$ —

(1) During the three and nine months ended June 30, 2021, approximately $147,000 and $335,000, respectively, was amortized from software costs into O&M. There were no amounts amortized for the three and nine months ended June 30, 2020.

Sale Leasebacks

NJNG utilizes sale leaseback arrangements as a financing mechanism to fund certain of its capital expenditures related to natural gas meters, whereby the physical asset is sold concurrent with an agreement to lease the asset back. These agreements include options to renew the lease or repurchase the asset at the end of the term. Proceeds from sale leaseback transactions are accounted for as financing arrangements and are included in long-term debt on the Unaudited Condensed Consolidated Balance Sheets. NJNG received $4.0 million in December 2019, in connection with the sale leaseback of its natural gas meters. There were no natural gas meter sale leasebacks recorded during the nine months ended June 30, 2021.

In addition, for certain of its commercial solar energy projects, the Company enters into lease agreements that provide for the sale of commercial solar energy assets to third parties and the concurrent leaseback of the assets. For sale leaseback transactions where the Company has concluded that the arrangement does not qualify as a sale as the Company retains control of the underlying assets and, as such, the Company uses the financing method to account for the transaction. Under the financing method, the Company recognizes the proceeds received from the buyer-lessor that constitute a payment to acquire the solar energy asset as a financing arrangement, which is recorded as a component of debt on the Unaudited Condensed Consolidated Balance Sheets.

The Company continues to operate the solar assets and is responsible for related expenses and entitled to retain the revenue generated from RECs and energy sales. The ITCs and other tax benefits associated with these solar projects transfer to the buyer; however, the payments are structured so that Clean Energy Ventures is compensated for the transfer of the related tax attributes. Accordingly, Clean Energy Ventures recognizes the equivalent value of the tax attributes in other income on the Unaudited Condensed Consolidated Statements of Operations over the respective five-year ITC recapture periods, starting with the second year of the lease.

During the three and nine months ended June 30, 2021, Clean Energy Ventures received proceeds of $5.5 million and $17.7 million, respectively, and $42.9 million for both the three and nine months ended June 30, 2020, in connection with the sale leaseback of commercial solar projects. The proceeds received were recognized as a financing obligation on the Unaudited Condensed Consolidated Balance Sheets.

Accumulated Other Comprehensive (Loss) Income

The following table presents the changes in the components of accumulated other comprehensive (loss) income, net of related tax effects during the three months ended June 30, 2021 and 2020:

(Thousands)	**Cash Flow Hedges**	**Postemployment Benefit Obligation**	**Total**
Balance at March 31, 2021	$ (9,903)	$ (32,293)	$ (42,196)
Other comprehensive income, net of tax			
Amounts reclassified from accumulated other comprehensive loss, net of tax of $(79), $(245), $(324), respectively	**264**	**812** (1)	**1,076**
Balance at June 30, 2021	**$ (9,639)**	**$ (31,481)**	**$ (41,120)**
Balance at March 31, 2020	$ (9,711)	$ (24,928)	$ (34,639)
Other comprehensive (loss) income, net of tax			
Other comprehensive loss, before reclassifications, net of tax of $180, $0, $180	(626)	—	(626)
Amounts reclassified from accumulated other comprehensive loss, net of tax of $0, $(191), $(191)	—	663 (1)	663
Net current-period other comprehensive (loss) income, net of tax of $180, $(191), $(11)	(626)	663	37
Balance at June 30, 2020	$ (10,337)	$ (24,265)	$ (34,602)

(1) Included in the computation of net periodic pension cost, a component of operations and maintenance expense on the Unaudited Condensed Consolidated Statements of Operations.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table presents the changes in the components of accumulated other comprehensive (loss) income, net of related tax effects during the nine months ended June 30, 2021 and 2020:

(Thousands)		Cash Flow Hedges		Postemployment Benefit Obligation		Total
Balance at September 30, 2020	$	(10,397)	$	(33,918)	$	(44,315)
Other comprehensive income, net of tax						
Amounts reclassified from accumulated other comprehensive loss, net of tax of $(270), $(734), $(1,004), respectively		**758**		**2,437** (1)		**3,195**
Balance at June 30, 2021	**$**	**(9,639)**	**$**	**(31,481)**	**$**	**(41,120)**
Balance at September 30, 2019	$	—	$	(31,787)	$	(31,787)
Other comprehensive income, net of tax						
Other comprehensive (loss) income, before reclassifications, net of tax of $2,961, $(1,681), $1,280		(10,337)		5,378		(4,959)
Amounts reclassified from accumulated other comprehensive loss, net of tax of $0, $(480) and $(480)		—		2,144 (1)		2,144
Net current-period other comprehensive (loss) income, net of tax of $2,961, $(2,161), $800		(10,337)		7,522		(2,815)
Balance at June 30, 2020	$	(10,337)	$	(24,265)	$	(34,602)

(1) Included in the computation of net periodic pension cost, a component of operations and maintenance expense on the Unaudited Condensed Consolidated Statements of Operations.

Change in Accounting Policy

Effective October 1, 2020, the Company changed its method of accounting for ITCs at Clean Energy Ventures from the flow through method to the deferral method. Prior to the change, the Company recognized ITCs as a reduction of income tax expense in the period that the qualified solar energy property, to which it relates, was placed in service. Effective with the accounting change, the Company records ITCs as a reduction to the carrying value of the related asset when placed in service and recognizes ITCs in earnings as a reduction to depreciation expense over the productive life of the related property. The deferral method is considered the preferred method per the authoritative guidance as described in *ASC 740 - Income Taxes*. The change to the deferral method is also consistent with the application of authoritative accounting guidance throughout other reporting segments and promotes proper matching of the benefits of the recognition of the ITC with the expected use of the asset.

The Company applied the change in accounting method retrospectively to all prior periods presented.

The impact of the change in accounting policy on the Unaudited Condensed Consolidated Statements of Operations during the three months ended June 30, 2020 is as follows:

(Thousands)		As Previously Reported	Effect of Change		As Adjusted
Depreciation and amortization	$	31,216	(3,344)	$	27,872
Total operating expenses	$	319,165	(3,344)	$	315,821
Operating loss	$	(20,191)	3,344	$	(16,847)
Loss before income taxes and equity in earnings of affiliates	$	(32,622)	3,344	$	(29,278)
Income tax benefit	$	(2,190)	(4,577)	$	(6,767)
Net loss	$	(27,219)	7,921	$	(19,298)
(Loss) Earnings per common share					
Basic	$	(0.28)	0.08	$	(0.20)
Diluted	$	(0.28)	0.08	$	(0.20)

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The impact of the change in accounting policy on the Unaudited Condensed Consolidated Statements of Operations during the nine months ended June 30, 2020 is as follows:

(Thousands)		As Previously Reported	Effect of Change		As Adjusted
Depreciation and amortization	$	89,758	(9,733)	$	80,025
Total operating expenses	$	1,377,103	(9,733)	$	1,367,370
Operating income	$	176,521	9,733	$	186,254
Income before income taxes and equity in earnings of affiliates	$	136,364	9,733	$	146,097
Income tax (benefit) expense	$	(4,092)	30,080	$	25,988
Net income	$	150,647	(20,347)	$	130,300
Earnings per common share					
Basic	$	1.60	(0.22)	$	1.38
Diluted	$	1.59	(0.21)	$	1.38

The cumulative effect of the change in accounting policy on the Unaudited Condensed Consolidated Balance Sheets as of September 30, 2020 is as follows:

(Thousands)		As Previously Reported	Effect of Change		As Adjusted
Assets					
Nonutility plant and equipment, at cost	$	1,430,723	(322,211)	$	1,108,512
Accumulated depreciation and amortization, nonutility plant and equipment	$	(202,507)	61,945	$	(140,562)
Property, plant and equipment, net	$	3,983,035	(260,266)	$	3,722,769
Other noncurrent assets	$	78,716	6,941	$	85,657
Total noncurrent assets	$	964,435	6,941	$	971,376
Total assets	$	5,569,802	(253,325)	$	5,316,477
Capitalization					
Retained earnings	$	1,148,297	(200,796)	$	947,501
Common stock equity	$	1,844,692	(200,796)	$	1,643,896
Total capitalization	$	4,104,158	(200,796)	$	3,903,362
Liabilities					
Deferred income taxes	$	190,610	(52,529)	$	138,081
Total noncurrent liabilities	$	931,922	(52,529)	$	879,393
Total capitalization and liabilities	$	5,569,802	(253,325)	$	5,316,477

The impact of the change in accounting policy on the Unaudited Condensed Consolidated Statements of Cash Flows as of June 30, 2020 is as follows:

(Thousands)		As Previously Reported	Effect of Change		As Adjusted
Depreciation and amortization	$	89,758	(9,733)	$	80,025
Deferred income taxes	$	(3,066)	30,080	$	27,014

The impact of the change in accounting policy on the Unaudited Condensed Consolidated Statements of Common Stock Equity as of June 30, 2020 is as follows:

(Thousands)	As Previously Reported	Effect of Change	As Adjusted
Retained Earnings			
Balance at September 30, 2019	$ 1,075,960	(206,102)	$ 869,858
Net Income	$ 89,361	(13,609)	$ 75,752
Balance at December 31, 2019	$ 1,135,475	(219,711)	$ 915,764
Net Income	$ 88,505	(14,659)	$ 73,846
Balance at March 31, 2020	$ 1,194,092	(234,370)	$ 959,722
Net Loss	$ (27,219)	7,921	$ (19,298)
Balance at June 30, 2020	$ 1,136,925	(226,449)	$ 910,476
Total			
Balance at September 30, 2019	$ 1,551,717	(206,102)	$ 1,345,615
Net Income	$ 89,361	(13,609)	$ 75,752
Balance at December 31, 2019	$ 1,827,803	(219,711)	$ 1,608,092
Net Income	$ 88,505	(14,659)	$ 73,846
Balance at March 31, 2020	$ 1,889,107	(234,370)	$ 1,654,737
Net Loss	$ (27,219)	7,921	$ (19,298)
Balance at June 30, 2020	$ 1,838,927	(226,449)	$ 1,612,478

Recently Adopted Updates to the Accounting Standards Codification

Financial Instruments

In June 2016, the FASB issued ASU No. 2016-13, an amendment to ASC 326, *Financial Instruments - Credit Losses*, which changes the impairment model for certain financial assets that have a contractual right to receive cash, including trade and loan receivables. The new model requires recognition based upon an estimation of expected credit losses rather than recognition of losses when it is probable that they have been incurred. An entity will apply the amendment through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. The Company assessed the impact of the guidance on NJR's reserve methodologies and credit policies and procedures for any assets that could be impacted, noting the majority of NJR's financial assets are short-term in nature, such as trade receivables and unbilled revenues.

The Company completed its evaluation of this amendment and all subsequent amendments related to this topic and adopted this guidance on October 1, 2020 using the modified retrospective method. The adoption did not result in a cumulative effect adjustment to retained earnings as the current expected lifetime loss estimates were not materially different from the reserves already in place.

The Company segregates financial assets that fall within the scope of ASC 326, primarily trade receivables and unbilled revenues due in one year or less, into portfolio segments based on shared risk characteristics, such as geographical location and regulatory environment, for evaluation of expected credit losses. Historical and current information, such as average write-offs, are applied to each portfolio segment to estimate the allowance for losses on uncollectible receivables. Additionally, the allowance for losses on uncollectible receivables is adjusted for reasonable and supportable forecasts of future economic conditions, which can include changing weather, commodity prices, regulations, and macroeconomic factors, such as unemployment rates among others.

Fair Value

In August 2018, the FASB issued ASU No. 2018-13, an amendment to ASC 820, *Fair Value Measurement*, which removes, modifies and adds to certain disclosure requirements of fair value measurements. Disclosure requirements removed include the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, the policy for timing of transfers between levels and the valuation processes for Level 3 fair value measurements. Modifications include considerations around the requirement to disclose the timing of liquidation of an investee's assets and the date when restrictions from redemption might lapse. The additions include the requirement to disclose changes in unrealized gains and losses for the period in other comprehensive income for recurring Level 3 fair value measurements held and the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements. The Company adopted this guidance on October 1, 2020 on a prospective basis. The Company does not have either Level 3 fair value measurements or transfers between Level 1 or Level 2 in its current portfolios, and therefore, this ASU did not have an impact to the Company's financial position, results of operations or cash flows.

Compensation - Retirement Benefits

In August 2018, the FASB issued ASU No. 2018-14, an amendment to ASC 715, *Compensation - Retirement Benefits*, which removes disclosures that no longer are considered cost-beneficial, clarifies the specific requirements of certain disclosures and adds new disclosure requirements identified as relevant. The Company adopted this guidance on October 1, 2020. There was no impact to the Company's financial position, results of operations or cash flows.

Reference Rate Reform

In January 2021, the FASB issued ASU 2021-01, which refines the scope of ASC 848, *Reference Rate Reform*, and clarifies some of its guidance of global reference rate reform activities. The amendments in this update permits entities to elect certain optional expedients and exceptions when accounting for derivative contracts and certain hedging relationships affected by changes in the interest rates used for discounting cash flows, for computing variation margin settlements, and for calculating price alignment interest in connection with reference rate reform activities under way in global financial markets (the “discounting transition”). The amendments in this update are effective upon the ASU issuance through December 31, 2022. There was no impact to the Company's financial position, results of operations or cash flows as a result of its adoption.

Other Recent Updates to the Accounting Standards Codification

Income Taxes

In December 2019, the FASB issued ASU No. 2019-12, an amendment to ASC 740, *Income Taxes*, which simplifies the accounting for income taxes and changes the accounting for certain income tax transactions, among other minor improvements. The guidance is effective for the Company beginning October 1, 2021, with early adoption permitted. Upon adoption, the amendments will be applied on a prospective basis. The Company is currently evaluating the amendments to understand the impact on its financial position, results of operations, cash flows and disclosures upon adoption.

Investments - Equity Method and Derivatives and Hedging

In January 2020, the FASB issued ASU No. 2020-01, *Investments - Equity Securities (Topic 321), Investments - Equity Method and Joint Ventures (Topic 323), and Derivatives and Hedging (Topic 815): Clarifying the Interactions between Topic 321, Topic 323, and Topic 815*. The update requires an entity to evaluate observable transactions that necessitate applying or discontinuing the equity method of accounting when applying the measurement alternative in Topic 321. This evaluation occurs prior to applying or upon ceasing the equity method. The update also states that when applying paragraph 815-10-15-141(a) for forward contracts and purchased options, an entity is not required to assess whether the underlying securities will be accounted for under the equity method in accordance with Topic 323 or fair value method under Topic 825 upon settlement or exercise. The guidance is effective for the Company beginning October 1, 2021, with early adoption permitted. The Company is currently evaluating the impact of the adoption of these amendments but does not expect that it will have a material effect on its consolidated financial statements.

Other

In October 2020, the FASB issued ASU 2020-10, which clarifies application of various provisions in the ASC by amending and adding new headings, cross referencing to other guidance, and refining or correcting terminology. It also improves the consistency by amending the ASC to include all disclosure guidance in the appropriate section. The guidance is effective for the Company on October 1, 2021, with early adoption permitted. The Company is currently evaluating the impact of the adoption of these amendments but does not expect that it will have a material effect on its consolidated financial statements.

3. REVENUE

Revenue is recognized when a performance obligation is satisfied by transferring control of a product or service to a customer. Revenue is measured based on consideration specified in a contract with a customer using the output method of progress. The Company elected to apply the invoice practical expedient for recognizing revenue, whereby the amounts invoiced to customers represent the value to the customer and the Company’s performance completion as of the invoice date. Therefore, the Company does not disclose related unsatisfied performance obligations. The Company also elected the practical expedient to exclude from the transaction price all sales taxes that are assessed by a governmental authority and therefore presents sales tax net in operating revenues on the Unaudited Condensed Consolidated Statements of Operations.

Below is a listing of performance obligations that arise from contracts with customers, along with details on the satisfaction of each performance obligation, the significant payment terms and the nature of the goods and services being transferred, by reporting segment and other business operations:

Revenue Recognized Over Time:

Segment	Performance Obligation	Description
Natural Gas Distribution	Natural gas utility sales	NJNG's performance obligation is to provide natural gas to residential, commercial and industrial customers as demanded, based on regulated tariff rates, which are established by the BPU. Revenues from the sale of natural gas are recognized in the period that gas is delivered and consumed by customers, including an estimate for quantities consumed but not billed during the period. Payment is due each month for the previous month's deliveries. Natural gas sales to individual customers are based on meter readings, which are performed on a systematic basis throughout the billing period. The unbilled revenue estimates are based on estimated customer usage by customer type, weather effects and the most current tariff rates. NJNG is entitled to be compensated for performance completed until service is terminated. Customers may elect to purchase the natural gas commodity from NJNG or may contract separately to purchase natural gas directly from third-party suppliers. As NJNG is acting as an agent on behalf of the third-party supplier, revenue is recorded for the delivery of natural gas to the customer.
Clean Energy Ventures	Commercial solar electricity	Clean Energy Ventures operates wholly-owned solar projects that recognize revenue as electricity is generated and transferred to the customer. The performance obligation is to provide electricity to the customer in accordance with contract terms or the interconnection agreement and is satisfied upon transfer of electricity generated. Revenue is recognized as invoiced and the payment is due each month for the previous month's services.
Clean Energy Ventures	Residential solar electricity	Clean Energy Ventures provides access to residential rooftop and ground-mount solar equipment to customers who then pay the Company a monthly fee. The performance obligation is to provide electricity to the customer based on generation from the underlying residential solar asset and is satisfied upon transfer of electricity generated. Revenue is derived from the contract terms and is recognized as invoiced, with the payment due each month for the previous month's services.
Clean Energy Ventures	Transition renewable energy certificates	Clean Energy Ventures generates TRECs, which are created for every MWh of electricity produced by a solar generator. The performance obligation of Clean Energy Ventures is to generate electricity and TRECs, which are purchased monthly by a REC Administrator. Revenue is recognized upon generation.
Energy Services	Natural gas services	The performance obligation of Energy Services is to provide the customer transportation, storage and asset management services on an as-needed basis. Energy Services generates revenue through management fees, demand charges, reservation fees and transportation charges centered around the buying and selling of the natural gas commodity, representing one series of distinct performance obligations. Revenue is recognized based upon the underlying natural gas quantities physically delivered and the customer obtaining control. Energy Services invoices customers on a monthly basis in line with the terms of the contract and based on the services provided. Payment is due each month for the previous month's invoiced services.
Storage and Transportation	Natural gas services	The performance obligation of the Storage and Transportation segment is to provide the customer with storage and transportation services. The Storage and Transportation segment generates revenues from firm storage contracts and transportation contracts, related usage fees for the use of storage space, injection and withdrawal at the storage facility and the delivery of natural gas to customers. Revenue is recognized over time as customers receive the benefits of service as it is performed on their behalf using an output method based on actual deliveries. Demand fees are recognized as revenue over the term of the related agreement.
Home Services and Other	Service contracts	Home Services enters into service contracts with homeowners to provide maintenance and replacement services of applicable heating, cooling or ventilation equipment. All services provided relate to a distinct performance obligation which is to provide services for the specific equipment over the term of the contract. Revenue is recognized on a straight-line basis over the term of the contract and payment is due upon receipt of the invoice.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Revenue Recognized at a Point in Time:

Storage and Transportation	Natural gas services	The performance obligation of the Storage and Transportation segment is to provide the customer with storage and transportation services. The Storage and Transportation segment generates revenues from hub services for the use of storage space, injection and withdrawal from the storage facility. Hub services include park and loan transactions and wheeling. Hub services revenues are recognized as services are performed.
Home Services and Other	Installations	Home Services installs appliances, including but not limited to, furnaces, air conditioning units, boilers and generators to customers. The distinct performance obligation is the installation of the contracted appliance, which is satisfied at the point in time the item is installed. The transaction price for each installation differs accordingly. Revenue is recognized at a point in time upon completion of the installation, which is when the customer is billed.

Disaggregated revenues from contracts with customers by product line and by reporting segment and other business operations during the three months ended June 30, 2021 and 2020, is as follows:

(Thousands)	Natural Gas Distribution	Clean Energy Ventures	Energy Services	Storage and Transportation	Home Services and Other	Total
2021						
Natural gas utility sales	**$ 118,367**	**—**	**—**	**—**	**—**	**$ 118,367**
Natural gas services	**—**	**—**	**4,041**	**11,649**	**—**	**15,690**
Service contracts	**—**	**—**	**—**	**—**	**8,333**	**8,333**
Installations and maintenance	**—**	**—**	**—**	**—**	**4,979**	**4,979**
Renewable energy certificates	**—**	**1,568**	**—**	**—**	**—**	**1,568**
Electricity sales	**—**	**7,346**	**—**	**—**	**—**	**7,346**
Eliminations *(1)*	**—**	**—**	**—**	**(650)**	**(241)**	**(891)**
Revenues from contracts with customers	**118,367**	**8,914**	**4,041**	**10,999**	**13,071**	**155,392**
Alternative revenue programs *(2)*	**577**	**—**	**—**	**—**	**—**	**577**
Derivative instruments	**8,682**	**4,467** *(3)*	**197,553**	**—**	**—**	**210,702**
Eliminations *(1)*	**—**	**—**	**922**	**—**	**—**	**922**
Revenues out of scope	**9,259**	**4,467**	**198,475**	**—**	**—**	**212,201**
Total operating revenues	**$ 127,626**	**13,381**	**202,516**	**10,999**	**13,071**	**$ 367,593**
2020						
Natural gas utility sales	$ 124,888	—	—	—	—	$ 124,888
Natural gas services	—	—	3,536	11,863	—	15,399
Service contracts	—	—	—	—	8,126	8,126
Installations and maintenance	—	—	—	—	4,243	4,243
Electricity sales	—	5,294	—	—	—	5,294
Eliminations *(1)*	—	—	—	(720)	(206)	(926)
Revenues from contracts with customers	124,888	5,294	3,536	11,143	12,163	157,024
Alternative revenue programs *(2)*	(2,665)	—	—	—	—	(2,665)
Derivative instruments	6,309	8,102 *(3)*	130,007	—	—	144,418
Eliminations *(1)*	—	—	197	—	—	197
Revenues out of scope	3,644	8,102	130,204	—	—	141,950
Total operating revenues	$ 128,532	13,396	133,740	11,143	12,163	$ 298,974

(1) Consists of transactions between subsidiaries that are eliminated in consolidation.
(2) Includes CIP revenue.
(3) Includes SREC revenue.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Disaggregated revenues from contracts with customers by product line and by reporting segment and other business operations during the nine months ended June 30, 2021 and 2020, is as follows:

(Thousands)	Natural Gas Distribution	Clean Energy Ventures	Energy Services	Storage and Transportation	Home Services and Other	Total
2021						
Natural gas utility sales	**$ 604,619**	**—**	**—**	**—**	**—**	**$ 604,619**
Natural gas services	**—**	**—**	**21,480**	**38,679**	**—**	**60,159**
Service contracts	**—**	**—**	**—**	**—**	**24,906**	**24,906**
Installations and maintenance	**—**	**—**	**—**	**—**	**13,756**	**13,756**
Renewable energy certificates	**—**	**3,075**	**—**	**—**	**—**	**3,075**
Electricity sales	**—**	**16,616**	**—**	**—**	**—**	**16,616**
Eliminations (1)	**—**	**—**	**—**	**(1,976)**	**(660)**	**(2,636)**
Revenues from contracts with customers	**604,619**	**19,691**	**21,480**	**36,703**	**38,002**	**720,495**
Alternative revenue programs (2)	**(4,519)**	**—**	**—**	**—**	**—**	**(4,519)**
Derivative instruments	**33,422**	**6,536** (3)	**872,160**	**—**	**—**	**912,118**
Eliminations (1)	**—**	**—**	**(4,009)**	**—**	**—**	**(4,009)**
Revenues out of scope	**28,903**	**6,536**	**868,151**	**—**	**—**	**903,590**
Total operating revenues	**$ 633,522**	**26,227**	**889,631**	**36,703**	**38,002**	**$ 1,624,085**
2020						
Natural gas utility sales	$ 611,650	—	—	—	—	$ 611,650
Natural gas services	—	—	20,491	32,011	—	52,502
Service contracts	—	—	—	—	24,237	24,237
Installations and maintenance	—	—	—	—	13,404	13,404
Electricity sales	—	13,770	—	—	—	13,770
Eliminations (1)	—	—	—	(2,062)	(947)	(3,009)
Revenues from contracts with customers	611,650	13,770	20,491	29,949	36,694	712,554
Alternative revenue programs (2)	17,465	—	—	—	—	17,465
Derivative instruments	16,260	11,833 (3)	797,168	—	—	825,261
Eliminations (1)	—	—	(1,656)	—	—	(1,656)
Revenues out of scope	33,725	11,833	795,512	—	—	841,070
Total operating revenues	$ 645,375	25,603	816,003	29,949	36,694	$ 1,553,624

(1) Consists of transactions between subsidiaries that are eliminated in consolidation.
(2) Includes CIP revenue.
(3) Includes SREC revenue.

Disaggregated revenues from contracts with customers by customer type and by reporting segment and other business operations during the three months ended June 30, 2021 and 2020, is as follows:

(Thousands)	Natural Gas Distribution	Clean Energy Ventures	Energy Services	Storage and Transportation	Home Services and Other	Total
2021						
Residential	**$ 79,054**	**2,904**	**—**	**—**	**12,877**	**$ 94,835**
Commercial and industrial	**23,371**	**6,010**	**4,041**	**10,999**	**194**	**44,615**
Firm transportation	**15,052**	**—**	**—**	**—**	**—**	**15,052**
Interruptible and off-tariff	**890**	**—**	**—**	**—**	**—**	**890**
Revenues out of scope	**9,259**	**4,467**	**198,475**	**—**	**—**	**212,201**
Total operating revenues	**$ 127,626**	**13,381**	**202,516**	**10,999**	**13,071**	**$ 367,593**
2020						
Residential	$ 89,095	2,587	—	—	11,845	$ 103,527
Commercial and industrial	20,050	2,707	3,536	11,143	318	37,754
Firm transportation	14,331	—	—	—	—	14,331
Interruptible and off-tariff	1,412	—	—	—	—	1,412
Revenues out of scope	3,644	8,102	130,204	—	—	141,950
Total operating revenues	$ 128,532	13,396	133,740	11,143	12,163	$ 298,974

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Disaggregated revenues from contracts with customers by customer type and by reporting segment and other business operations during the nine months ended June 30, 2021 and 2020, is as follows:

(Thousands)	Natural Gas Distribution	Clean Energy Ventures	Energy Services	Storage and Transportation	Home Services and Other	Total
2021						
Residential	**$ 441,452**	**8,318**	**—**	**—**	**37,315**	**$ 487,085**
Commercial and industrial	**95,424**	**11,373**	**21,480**	**36,703**	**687**	**165,667**
Firm transportation	**64,346**	**—**	**—**	**—**	**—**	**64,346**
Interruptible and off-tariff	**3,397**	**—**	**—**	**—**	**—**	**3,397**
Revenues out of scope	**28,903**	**6,536**	**868,151**	**—**	**—**	**903,590**
Total operating revenues	**$ 633,522**	**26,227**	**889,631**	**36,703**	**38,002**	**$ 1,624,085**
2020						
Residential	$ 442,093	7,516	—	—	35,955	$ 485,564
Commercial and industrial	107,107	6,254	20,491	29,949	739	164,540
Firm transportation	58,043	—	—	—	—	58,043
Interruptible and off-tariff	4,407	—	—	—	—	4,407
Revenues out of scope	33,725	11,833	795,512	—	—	841,070
Total operating revenues	$ 645,375	25,603	816,003	29,949	36,694	$ 1,553,624

Customer Accounts Receivable/Credit Balances and Deposits

The timing of revenue recognition, customer billings and cash collections resulting in accounts receivables, billed and unbilled, and customers' credit balances and deposits on the Unaudited Condensed Consolidated Balance Sheets during the nine months ended June 30, 2021 are as follows:

	Customer Accounts Receivable		Customers' Credit
(Thousands)	Billed	Unbilled	Balances and Deposits
Balance as of October 1, 2020	$ 134,173	$ 9,226	$ 25,934
Increase (Decrease)	71,309	3,437	(3,235)
Balance as of June 30, 2021	**$ 205,482**	**$ 12,663**	**$ 22,699**

The following table provides information about receivables, which are included within accounts receivable, billed and unbilled, and customers' credit balances and deposits, respectively, on the Unaudited Condensed Consolidated Balance Sheets as of June 30, 2021:

(Thousands)	Natural Gas Distribution	Clean Energy Ventures	Energy Services	Storage and Transportation	Home Services and Other	Total
Customer accounts receivable						
Billed	**$ 76,254**	**5,524**	**118,234**	**3,662**	**1,808**	**$ 205,482**
Unbilled	**9,072**	**3,591**	**—**	**—**	**—**	**12,663**
Customers' credit balances and deposits	**(22,699)**	**—**	**—**	**—**	**—**	**(22,699)**
Total	**$ 62,627**	**9,115**	**118,234**	**3,662**	**1,808**	**$ 195,446**

4. REGULATION

NJNG is subject to cost-based regulation, therefore, it is permitted to recover authorized operating expenses and earn a reasonable return on its utility capital investments based on the BPU's approval. The impact of the ratemaking process and decisions authorized by the BPU allows NJNG to capitalize or defer certain costs that are expected to be recovered from its customers as regulatory assets and to recognize certain obligations representing amounts that are probable future expenditures as regulatory liabilities in accordance with accounting guidance applicable to regulated operations.

NJNG's recovery of costs is facilitated through its base rates, BGSS and other regulatory tariff riders. NJNG is required to make annual filings to the BPU for review of its BGSS, CIP and various other programs and related rates. Annual rate changes are typically requested to be effective at the beginning of the following fiscal year. All rate and program changes are subject to proper notification and BPU review and approval. In addition, NJNG is permitted to implement certain BGSS rate changes on a provisional basis with proper notification to the BPU.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Regulatory assets and liabilities included on the Unaudited Condensed Consolidated Balance Sheets for NJNG are comprised of the following:

(Thousands)		**June 30, 2021**		September 30, 2020
Regulatory assets-current				
New Jersey Clean Energy Program	**$**	**18,329**	$	15,570
Conservation Incentive Program		**14,602**		19,120
Other current regulatory assets		**1,830**		1,682
Total current regulatory assets	**$**	**34,761**	$	36,372
Regulatory assets-noncurrent				
Environmental remediation costs:				
Expended, net of recoveries	**$**	**44,333**	$	36,516
Liability for future expenditures		**136,882**		150,590
Deferred income taxes		**33,506**		28,241
Derivatives at fair value, net		**—**		1
SAVEGREEN		**24,929**		21,281
Postemployment and other benefit costs		**176,454**		188,170
Deferred storm damage costs		**4,886**		6,515
Cost of removal		**94,124**		75,080
Other noncurrent regulatory assets		**20,160**		20,068
Total noncurrent regulatory assets	**$**	**535,274**	$	526,462
Regulatory liability-current				
Overrecovered natural gas costs	**$**	**2,189**	$	25,914
Derivatives at fair value, net		**11,848**		274
Total current regulatory liabilities	**$**	**14,037**	$	26,188
Regulatory liabilities-noncurrent				
Tax Act impact *(1)*	**$**	**191,641**	$	195,425
Derivatives at fair value, net		**959**		352
Other noncurrent regulatory liabilities		**399**		509
Total noncurrent regulatory liabilities	**$**	**192,999**	$	196,286

(1) Reflects the re-measurement and subsequent amortization of NJNG's net deferred tax liabilities as a result of the change in federal tax rates enacted in the Tax Act.

Regulatory assets and liabilities included on the Unaudited Condensed Consolidated Balance Sheets for Adelphia Gateway are comprised of the following:

(Thousands)		**June 30, 2021**		September 30, 2020
Total current regulatory assets	**$**	**269**	$	158
Total noncurrent regulatory assets	**$**	**1,911**	$	997
Total-noncurrent regulatory liabilities	**$**	**223**	$	—

The assets are comprised primarily of the tax benefit associated with the equity component of AFUDC and the liability consists primarily of scheduling penalties. Recovery of regulatory assets is subject to FERC approval.

Regulatory filings and/or actions that occurred during the current fiscal year include the following:

- On October 28, 2020, the BPU approved the Company's transmission and distribution component of the IIP for $150.0 million over five years, effective November 1, 2020. The recovery of information technology replacement and enhancements, that was included in the original IIP filing, will be included as part of base rate filings as projects are placed in service.

- On November 20, 2020, NJNG notified the BPU of its intent to provide BGSS bill credits to residential and small commercial sales customers effective December 1, 2020 to December 31, 2020. On December 22, 2020, NJNG notified the BPU of the extension of the BGSS bill credits through January 31, 2021. The actual bill credits given to customers totaled $20.6 million, $19.3 million net of tax.
- On March 3, 2021, the BPU approved the three-year SAVEGREEN program consisting of approximately $126.1 million of direct investment, $109.4 million in financing options, and $23.4 million in operation and maintenance expenses, which resulted in a $15.6 million annual recovery increase, effective July 1, 2021.

- On March 3, 2021, the BPU approved, on a final basis, NJNG's annual petition to modify its BGSS, balancing charge and CIP rates for residential and small commercial customers. The rate changes resulted in a $20.4 million decrease to the annual revenues credited to BGSS, a $3.8 million annual decrease related to its balancing charge, as well as changes to CIP rates, which resulted in a $16.5 million annual recovery increase, effective October 1, 2020.

- On March 30, 2021, NJNG filed a base rate case with the BPU requesting a natural gas revenue increase of $165.7 million including a rate recovery for SRL and other infrastructure investments. On July 9, 2021, the Company updated its base rate request to $163.9 million, based on nine months of actual information through June 30, 2021.

- On March 31, 2021, NJNG filed a petition with the BPU requesting the final base rate increase of approximately $311,000 for the recovery associated with NJ RISE and SAFE II capital investments cost of approximately $3.4 million made through June 30, 2021. On June 22, 2021, this filing was consolidated with the 2021 base rate case and on July 30, 2021, was updated for actual information through June 30, 2021. Changes to base rates are anticipated to be effective concurrent with the base rate case request.

- On April 7, 2021, the BPU approved a stipulation resolving NJNG's annual SBC application requesting to recover remediation expenses, including an increase in the RAC, of approximately $1.3 million annually and an increase to the NJCEP factor, resulting in an annual increase of approximately $6.0 million, effective May 1, 2021.

- On May 28, 2021, NJNG submitted its annual petition to modify its BGSS, balancing charge and CIP rates. The proposed rate changes result in a $2.9 million increase to the annual revenues credited to BGSS, a $13.0 million annual increase related to its balancing charge, as well as changes to CIP rates, which result in a $1.6 million annual recovery decrease, effective October 1, 2021.

- On June 11, 2021, NJNG submitted its annual cost recovery filing for the SAVEGREEN programs established from 2010 through 2018. If approved, the proposed rate increase will increase annual recoveries by $2.2 million, effective October 1, 2021.

- On June 25, 2021, NJNG filed its annual USF compliance filing proposing an increase to the statewide USF rate, which will result in an annual increase of approximately $4.9 million, effective October 1, 2021.

5. DERIVATIVE INSTRUMENTS

The Company is subject primarily to commodity price risk due to fluctuations in the market price of natural gas, SRECs and electricity. To manage this risk, the Company enters into a variety of derivative instruments including, but not limited to, futures contracts, physical forward contracts, financial options and swaps to economically hedge the commodity price risk associated with its existing and anticipated commitments to purchase and sell natural gas, SRECs and electricity. In addition, the Company is exposed to foreign currency and interest rate risk and may utilize foreign currency derivatives to hedge Canadian dollar denominated natural gas purchases and/or sales and interest rate derivatives to reduce exposure to fluctuations in interest rates. All of these types of contracts are accounted for as derivatives, unless the Company elects NPNS, which is done on a contract-by-contract election. Accordingly, all of the financial and certain of the Company's physical derivative instruments are recorded at fair value on the Unaudited Condensed Consolidated Balance Sheets. For a more detailed discussion of the Company's fair value measurement policies and level disclosures associated with the Company's derivative instruments, see *Note 6. Fair Value*.

Energy Services

Energy Services chooses not to designate its financial commodity and physical forward commodity derivatives as accounting hedges or to elect NPNS. The changes in the fair value of these derivatives are recorded as a component of natural gas purchases or operating revenues, as appropriate for Energy Services, on the Unaudited Condensed Consolidated Statements of Operations as unrealized gains or losses. For Energy Services at settlement, realized gains and losses on all financial derivative instruments are recognized as a component of natural gas purchases and realized gains and losses on all physical derivatives follow the presentation of the related unrealized gains and losses as a component of either natural gas purchases or operating revenues.

Energy Services also enters into natural gas transactions in Canada and, consequently, is exposed to fluctuations in the value of Canadian currency relative to the U.S. dollar. Energy Services may utilize foreign currency derivatives to lock in the exchange rates associated with natural gas transactions denominated in Canadian currency. The derivatives may include currency forwards, futures, or swaps and are accounted for as derivatives. These derivatives are typically used to hedge demand fee payments on pipeline capacity, storage and natural gas purchase agreements.

As a result of Energy Services entering into transactions to borrow natural gas, commonly referred to as "park and loans," an embedded derivative is recognized relating to differences between the fair value of the amount borrowed and the fair value of the amount that will ultimately be repaid, based on changes in the forward price for natural gas prices at the borrowed location over the contract term. This embedded derivative is accounted for as a forward sale in the month in which the repayment of the borrowed natural gas is expected to occur, and is considered a derivative transaction that is recorded at fair value on the Unaudited Condensed Consolidated Balance Sheets, with changes in value recognized in current period earnings.

Expected production of SRECs is hedged through the use of forward and futures contracts. All contracts require the Company to physically deliver SRECs through the transfer of certificates as per contractual settlement schedules. Energy Services recognizes changes in the fair value of these derivatives as a component of operating revenues. Upon settlement of the contract, the related revenue is recognized when the SREC is transferred to the counterparty.

Natural Gas Distribution

Changes in fair value of NJNG's financial commodity derivatives are recorded as a component of regulatory assets or liabilities on the Unaudited Condensed Consolidated Balance Sheets. The Company elects NPNS accounting treatment on all physical commodity contracts that NJNG entered into on or before December 31, 2015, and accounts for these contracts on an accrual basis. Accordingly, physical natural gas purchases are recognized in regulatory assets or liabilities on the Unaudited Condensed Consolidated Balance Sheets when the contract settles and the natural gas is delivered. The average cost of natural gas is charged to expense in the current period earnings based on the BGSS factor times the therm sales. Effective for contracts executed on or after January 1, 2016, NJNG no longer elects NPNS accounting treatment on a portfolio basis. However, since NPNS is a contract-by-contract election, where it makes sense to do so, NJNG can and may elect to treat certain contracts as normal. Because NJNG recovers these amounts through future BGSS rates as increases or decreases to the cost of natural gas in NJNG's tariff for natural gas service, the changes in fair value of these contracts are deferred as a component of regulatory assets or liabilities on the Unaudited Condensed Consolidated Balance Sheets.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In February 2020 and March 2020, NJNG entered into treasury lock transactions to fix the benchmark treasury rate associated with a $75 million debt tranche that was issued in September 2020. Settlement of the treasury locks resulted in a $6.6 million loss, which was recorded as a component of regulatory assets on the Unaudited Condensed Consolidated Balance Sheets. The loss is being amortized into earnings over the term of the debt as a component of interest expense on the Unaudited Condensed Consolidated Statements of Operations and totaled approximately $55,000 and $169,000 during the three and nine months ended June 30, 2021, respectively.

Clean Energy Ventures

The Company elects NPNS accounting treatment on PPA contracts executed by Clean Energy Ventures that meet the definition of a derivative and accounts for the contract on an accrual basis. Accordingly, electricity sales are recognized in revenues throughout the term of the PPA as electricity is delivered. NPNS is a contract-by-contract election and where it makes sense to do so, the Company can and may elect to treat certain contracts as normal.

Home Services and Other

During fiscal 2020, NJR entered into treasury lock transactions to fix the benchmark treasury rate associated with a $260 million debt issuance that was finalized in July 2020 and a $200 million debt issuance that was finalized in September 2020. NJR designated its treasury lock contracts as cash flow hedges, therefore, changes in fair value of the effective portion of the hedges were recorded in OCI. Settlement of the treasury locks in fiscal 2020 resulted in a loss of $13.7 million, which was recorded within OCI. The loss is being amortized into earnings over the term of the debt as a component of interest expense on the Unaudited Condensed Consolidated Statements of Operations, which totaled approximately $264,000 and $758,000, net of tax, during the three and nine months ended June 30, 2021, respectively.

Fair Value of Derivatives

The following table presents the fair value of NJR's derivative assets and liabilities recognized on the Unaudited Condensed Consolidated Balance Sheets as of:

		Derivatives at Fair Value			
		June 30, 2021		September 30, 2020	
(Thousands)	Balance Sheet Location	**Assets**	**Liabilities**	Assets	Liabilities
Derivatives not designated as hedging instruments:					
Natural Gas Distribution:					
Physical commodity contracts	Derivatives - current	**$ 87**	**$ 2**	$ 78	$ 76
Financial commodity contracts	Derivatives - current	**6**	**2,027**	71	282
Energy Services:					
Physical commodity contracts	Derivatives - current	**3,240**	**17,070**	6,454	20,438
	Derivatives - noncurrent	**1,493**	**18,550**	1,264	12,003
Financial commodity contracts	Derivatives - current	**13,931**	**20,408**	16,671	12,965
	Derivatives - noncurrent	**1,559**	**566**	2,037	1,346
Foreign currency contracts	Derivatives - current	**240**	**65**	36	104
	Derivatives - noncurrent	**18**	**14**	48	3
Total fair value of derivatives		**$ 20,574**	**$ 58,702**	$ 26,659	$ 47,217

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Offsetting of Derivatives

The Company transacts under master netting arrangements or equivalent agreements that allow it to offset derivative assets and liabilities with the same counterparty. However, the Company's policy is to present its derivative assets and liabilities on a gross basis at the contract level unit of account on the Unaudited Condensed Consolidated Balance Sheets. The following table summarizes the reported gross amounts, the amounts that the Company has the right to offset but elects not to, financial collateral, as well as the net amounts the Company could present on the Unaudited Condensed Consolidated Balance Sheets but elects not to.

(Thousands)	Amounts Presented on Balance Sheets (1)	Offsetting Derivative Instruments (2)	Financial Collateral Received/Pledged (3)	Net Amounts (4)
As of June 30, 2021:				
Derivative assets:				
Energy Services				
Physical commodity contracts	**$ 4,733**	**$ (2,693)**	**$ (200)**	**$ 1,840**
Financial commodity contracts	**15,490**	**(15,490)**	**1,430**	**1,430**
Foreign currency contracts	**258**	**(79)**		**179**
Total Energy Services	**$ 20,481**	**$ (18,262)**	**$ 1,230**	**$ 3,449**
Natural Gas Distribution				
Physical commodity contracts	**$ 87**			**$ 87**
Financial commodity contracts	**6**	**(6)**		**—**
Total Natural Gas Distribution	**$ 93**	**$ (6)**	**$ —**	**$ 87**
Derivative liabilities:				
Energy Services				
Physical commodity contracts	**$ 35,620**	**$ (2,693)**		**$ 32,927**
Financial commodity contracts	**20,974**	**(15,490)**		**5,484**
Foreign currency contracts	**79**	**(79)**		**—**
Total Energy Services	**$ 56,673**	**$ (18,262)**	**$ —**	**$ 38,411**
Natural Gas Distribution				
Physical commodity contracts	**$ 2**			**$ 2**
Financial commodity contracts	**2,027**	**(6)**		**2,021**
Total Natural Gas Distribution	**$ 2,029**	**$ (6)**	**$ —**	**$ 2,023**
As of September 30, 2020:				
Derivative assets:				
Energy Services				
Physical commodity contracts	$ 7,718	$ (3,587)	$ (200)	$ 3,931
Financial commodity contracts	18,708	(14,311)	—	4,397
Foreign currency contracts	84	(84)	—	—
Total Energy Services	$ 26,510	$ (17,982)	$ (200)	$ 8,328
Natural Gas Distribution				
Physical commodity contracts	$ 78	$ (65)	$ —	$ 13
Financial commodity contracts	71	(71)	—	—
Total Natural Gas Distribution	$ 149	$ (136)	$ —	$ 13
Derivative liabilities:				
Energy Services				
Physical commodity contracts	$ 32,441	$ (3,587)	$ —	$ 28,854
Financial commodity contracts	14,311	(14,311)	—	—
Foreign currency contracts	107	(84)	—	23
Total Energy Services	$ 46,859	$ (17,982)	$ —	$ 28,877
Natural Gas Distribution				
Physical commodity contracts	$ 76	$ (65)	$ —	$ 11
Financial commodity contracts	282	(71)	—	211
Total Natural Gas Distribution	$ 358	$ (136)	$ —	$ 222

(1) Derivative assets and liabilities are presented on a gross basis on the balance sheet as the Company does not elect balance sheet offsetting under ASC 210-20.
(2) Includes transactions with NAESB netting election, transactions held by FCMs with net margining and transactions with ISDA netting.
(3) Financial collateral includes cash balances at FCMs as well as cash received from or pledged to other counterparties.
(4) Net amounts represent presentation of derivative assets and liabilities if the Company were to elect balance sheet offsetting under ASC 210-20.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Energy Services utilizes financial derivatives to economically hedge the gross margin associated with the purchase of physical natural gas to be used for storage injection and its subsequent sale at a later date. The gains or (losses) on the financial transactions that are economic hedges of the cost of the purchased natural gas are recognized prior to the gains or (losses) on the physical transaction, which are recognized in earnings when the natural gas is delivered. Therefore, mismatches between the timing of the recognition of realized gains or (losses) on the financial derivative instruments and gains or (losses) associated with the actual sale of the natural gas that is being economically hedged along with fair value changes in derivative instruments, creates volatility in the results of Energy Services, although the Company's intended economic results relating to the entire transaction are unaffected.

The following table presents the effect of derivative instruments recognized on the Unaudited Condensed Consolidated Statements of Operations for the periods set forth below:

(Thousands)	Location of gain (loss) recognized in income on derivatives	Amount of gain (loss) recognized in income on derivatives			
		Three Months Ended June 30,		Nine Months Ended June 30,	
Derivatives not designated as hedging instruments:		**2021**	2020	**2021**	2020
Energy Services:					
Physical commodity contracts	Operating revenues	**$ 997**	$ (18,061)	**$ 42,668**	$ 3,871
Physical commodity contracts	Natural gas purchases	**1,100**	1,014	**(1,304)**	(2,288)
Financial commodity contracts	Natural gas purchases	**(23,426)**	2,408	**(2,986)**	71,820
Foreign currency contracts	Natural gas purchases	**11**	181	**238**	(179)
Total unrealized and realized (gain) loss		**$ (21,318)**	$ (14,458)	**$ 38,616**	$ 73,224

NJNG's derivative contracts are part of the Company's risk management activities that relate to its natural gas purchases and BGSS incentive programs. At settlement, the resulting gains and/or losses are payable to or recoverable from utility customers and are deferred in regulatory assets or liabilities resulting in no impact to earnings. The following table reflects the (losses) gains associated with NJNG's derivative instruments for the periods set forth below:

	Three Months Ended June 30,		Nine Months Ended June 30,	
(Thousands)	**2021**	2020	**2021**	2020
Natural Gas Distribution:				
Physical commodity contracts	**$ 399**	$ 308	**$ 1,832**	$ 1,357
Financial commodity contracts	**15,483**	1,029	**11,856**	(11,493)
Interest rate contracts	**—**	1,636	**—**	(5,056)
Total unrealized and realized loss (gain)	**$ 15,882**	$ 2,973	**$ 13,688**	$ (15,192)

NJR designates its treasury lock contracts as cash flow hedges, therefore, changes in fair value of the effective portion of the hedges are recorded in OCI and upon settlement of the contracts, realized gains and (losses) are reclassified from OCI to interest expense on the Consolidated Statements of Operations.

The following table reflects the effect of derivative instruments designated as cash flow hedges in OCI:

(Thousands)	Amount of Pre-tax Gain (Loss) Recognized in OCI on Derivatives		Location of Gain (Loss) Reclassified from OCI into Income	Amount of Pre-tax Gain (Loss) Reclassified from OCI into Income	
	Three Months Ended June 30,			Three Months Ended June 30,	
Derivatives in cash flow hedging relationships:	**2021**	2020		**2021**	2020
Interest rate contracts	**$ —**	$ (807)	Interest expense	**$ (343)**	$ —
	Nine Months Ended June 30,			Nine Months Ended June 30,	
Derivatives in cash flow hedging relationships:	**2021**	2020		**2021**	2020
Interest rate contracts	**$ —**	$ (13,299)	Interest expense	**$ (1,028)**	$ —

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NJNG and Energy Services had the following outstanding long (short) derivatives as of:

		Volume (Bcf)	
	Transaction Type	**June 30, 2021**	September 30, 2020
Natural Gas Distribution	Futures	**18.1**	23.7
	Physical Commodity	**9.4**	6.0
Energy Services	Futures	**(22.1)**	(27.5)
	Swaps	**(0.5)**	(1.8)
	Physical Commodity	**3.5**	5.0

Not included in the above table are Energy Services' net notional amount of foreign currency transactions of approximately $179,000 as of June 30, 2021 and $5.1 million as of September 30, 2020 and 1,578,000 and 960,000 SRECs that were open as of June 30, 2021 and September 30, 2020, respectively.

Broker Margin

Futures exchanges have contract specific margin requirements that require the posting of cash or cash equivalents relating to traded contracts. Margin requirements consist of initial margin that is posted upon the initiation of a position, maintenance margin that is usually expressed as a percent of initial margin, and variation margin that fluctuates based on the daily marked-to-market relative to maintenance margin requirements. The Company maintains separate broker margin accounts for the Natural Gas Distribution and Energy Services segments. The balances are as follows:

(Thousands)	Balance Sheet Location	**June 30, 2021**	September 30, 2020
Natural Gas Distribution	Restricted broker margin accounts	**$ 5,396**	$ 13,525
Energy Services	Restricted broker margin accounts	**$ 50,838**	$ 55,919

Wholesale Credit Risk

NJNG, Energy Services, Clean Energy Ventures and the Storage and Transportation segment are exposed to credit risk as a result of their sales/wholesale marketing activities. As a result of the inherent volatility in the prices of natural gas commodities, derivatives, SRECs, the market value of contractual positions with individual counterparties could exceed established credit limits or collateral provided by those counterparties. If a counterparty fails to perform the obligations under its contract then the Company could sustain a loss.

The Company monitors and manages the credit risk of its wholesale operations through credit policies and procedures that management believes reduce overall credit risk. These policies include a review and evaluation of current and prospective counterparties' financial statements and/or credit ratings, daily monitoring of counterparties' credit limits and exposure, daily communication with traders regarding credit status and the use of credit mitigation measures, such as collateral requirements and netting agreements. Examples of collateral include letters of credit and cash received for either prepayment or margin deposit. Collateral may be requested due to the Company's election not to extend credit or because exposure exceeds defined thresholds. Most of the Company's wholesale marketing contracts contain standard netting provisions. These contracts include those governed by ISDA and the NAESB. The netting provisions refer to payment netting, whereby receivables and payables with the same counterparty are offset and the resulting net amount is paid to the party to which it is due.

Internally-rated exposure applies to counterparties that are not rated by Fitch or Moody's. In these cases, the counterparty's or guarantor's financial statements are reviewed, and similar methodologies and ratios used by Fitch and/or Moody's are applied to arrive at a substitute rating. Gross credit exposure is defined as the unrealized fair value of physical and financial derivative commodity contracts, plus any outstanding wholesale receivable for the value of natural gas delivered and/or financial derivative commodity contract that has settled for which payment has not yet been received.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following is a summary of gross credit exposures grouped by investment and noninvestment grade counterparties, as of June 30, 2021. The amounts presented below have not been reduced by any collateral received or netting and exclude accounts receivable for NJNG retail natural gas sales and services and Clean Energy Ventures residential solar installations.

(Thousands)		Gross Credit Exposure
Investment grade	$	135,244
Noninvestment grade		12,708
Internally rated investment grade		22,158
Internally rated noninvestment grade		31,691
Total	$	201,801

Conversely, certain of NJNG's and Energy Services' derivative instruments are linked to agreements containing provisions that would require cash collateral payments from the Company if certain events occur. These provisions vary based upon the terms in individual counterparty agreements and can result in cash payments if NJNG's credit rating were to fall below its current level. Specifically, most, but not all, of these additional payments will be triggered if NJNG's debt is downgraded by the major credit agencies, regardless of investment grade status. In addition, some of these agreements include threshold amounts that would result in additional collateral payments if the values of derivative liabilities were to exceed the maximum values provided for in relevant counterparty agreements. Other provisions include payment features that are not specifically linked to ratings but are based on certain financial metrics.

Collateral amounts associated with any of these conditions are determined based on a sliding scale and are contingent upon the degree to which the Company's credit rating and/or financial metrics deteriorate, and the extent to which liability amounts exceed applicable threshold limits. There were no derivative instruments with credit-risk-related contingent features that were in a liability position for which collateral is required as of June 30, 2021. These amounts differ from the respective net derivative liabilities reflected on the Unaudited Condensed Consolidated Balance Sheets because the agreements also include clauses, commonly known as “Rights of Offset,” that would permit the Company to offset its derivative assets against its derivative liabilities for determining additional collateral to be posted, as previously discussed.

6. FAIR VALUE

Fair Value of Assets and Liabilities

The fair value of cash and cash equivalents, accounts receivable, current loan receivables, accounts payable, commercial paper and borrowings under revolving credit facilities are estimated to equal their carrying amounts due to the short maturity of those instruments. Non-current loan receivables are recorded based on what the Company expects to receive, which approximates fair value, in other noncurrent assets on the Unaudited Condensed Consolidated Balance Sheets. The Company regularly evaluates the credit quality and collection profile of its customers to approximate fair value.

The estimated fair value of long-term debt, including current maturities, excluding finance leases, debt issuance costs and solar asset financing obligations, is as follows:

(Thousands)		June 30, 2021		September 30, 2020
Carrying value (1) (2) (3)	$	2,102,845	$	2,102,845
Fair market value	$	2,343,730	$	2,417,748

(1) Excludes finance leases of $21.4 million and $74.2 million as of June 30, 2021 and September 30, 2020, respectively.
(2) Excludes NJNG's debt issuance costs of $9.2 million as of both June 30, 2021 and September 30, 2020.
(3) Excludes NJR's debt issuance costs of $3.2 million and $3.4 million as of June 30, 2021 and September 30, 2020, respectively.

Clean Energy Ventures enters into transactions to sell certain commercial solar assets and lease the assets back for a term specified in the lease. These transactions are considered financing obligations for accounting purposes and are recorded within long-term debt on the Unaudited Condensed Consolidated Balance Sheets. The estimated fair value of solar asset financing obligations as of June 30, 2021 and September 30, 2020 was $163.1 million and $149.2 million, respectively.

The Company utilizes a discounted cash flow method to determine the fair value of its debt. Inputs include observable municipal and corporate yields, as appropriate for the maturity of the specific issue and the Company's credit rating. As of June 30, 2021, NJR discloses its debt within Level 2 of the fair value hierarchy.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Fair Value Hierarchy

NJR applies fair value measurement guidance to its financial assets and liabilities, as appropriate, which include financial derivatives and physical commodity contracts qualifying as derivatives, investments in equity securities and other financial assets and liabilities. In addition, authoritative accounting literature prescribes the use of a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value based on the source of the data used to develop the price inputs. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to inputs that are based on unobservable market data and include the following:

Level 1 Unadjusted quoted prices for identical assets or liabilities in active markets. NJR's Level 1 assets and liabilities include exchange traded natural gas futures and options contracts, listed equities and money market funds. Exchange traded futures and options contracts include all energy contracts traded on the NYMEX, CME and ICE that NJR refers to internally as basis swaps, fixed swaps, futures and financial options that are cleared through a FCM.

Level 2 Other significant observable inputs such as interest rates or price data, including both commodity and basis pricing that is observed either directly or indirectly from publications or pricing services. NJR's Level 2 assets and liabilities include over-the-counter physical forward commodity contracts and swap contracts, SREC forward sales or derivatives that are initially valued using observable quotes and are subsequently adjusted to include time value, credit risk or estimated transport pricing components for which no basis price is available. Level 2 financial derivatives consist of transactions with non-FCM counterparties (basis swaps, fixed swaps and/or options). NJNG's treasury lock is also considered Level 2 as valuation is based on quoted market interest and swap rates as inputs to the valuation model. Inputs are verifiable and do not require significant management judgment. For some physical commodity contracts the Company utilizes transportation tariff rates that are publicly available and that it considers to be observable inputs that are equivalent to market data received from an independent source. There are no significant judgments or adjustments applied to the transportation tariff inputs and no market perspective is required. Even if the transportation tariff input were considered to be a "model," it would still be considered to be a Level 2 input as the data is:

- widely accepted and public;
- non-proprietary and sourced from an independent third party; and
- observable and published.

These additional adjustments are generally not considered to be significant to the ultimate recognized values.

Level 3 Inputs derived from a significant amount of unobservable market data. These include NJR's best estimate of fair value and are derived primarily through the use of internal valuation methodologies.

Assets and liabilities measured at fair value on a recurring basis are summarized as follows:

(Thousands)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
As of June 30, 2021:				
Assets:				
Physical commodity contracts	$ —	$ 4,820	$ —	$ 4,820
Financial commodity contracts	15,496	—	—	15,496
Financial commodity contracts - foreign exchange	—	258	—	258
Money market funds	41	—	—	41
Other	1,818	—	—	1,818
Total assets at fair value	$ 17,355	$ 5,078	$ —	$ 22,433
Liabilities:				
Physical commodity contracts	$ —	$ 35,622	$ —	$ 35,622
Financial commodity contracts	22,732	269	—	23,001
Financial commodity contracts - foreign exchange	—	79	—	79
Total liabilities at fair value	$ 22,732	$ 35,970	$ —	$ 58,702

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Thousands)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
As of September 30, 2020:				
Assets:				
Physical commodity contracts	$ —	$ 7,796	$ —	$ 7,796
Financial commodity contracts	18,279	500	—	18,779
Financial commodity contracts - foreign exchange	—	84	—	84
Money market funds	112,291	—	—	112,291
Other	1,840	—	—	1,840
Total assets at fair value	$ 132,410	$ 8,380	$ —	$ 140,790
Liabilities:				
Physical commodity contracts	$ —	$ 32,517	$ —	$ 32,517
Financial commodity contracts	14,593	—	—	14,593
Financial commodity contracts - foreign exchange	—	107	—	107
Total liabilities at fair value	$ 14,593	$ 32,624	$ —	$ 47,217

During the third quarter of fiscal 2021, the Company evaluated its equity method investment in PennEast and determined that it was other-than-temporarily impaired. Accordingly, the Company recognized an impairment charge of $92.0 million, which was determined primarily using significant unobservable inputs (Level 3) in the estimation of fair value, including the probabilities assigned to development options and potential outcomes, forecasts for construction costs and operating revenues, and timing of capital expenditures and in service dates. See the Company's discussion of investments in equity method investees in *Note 7. Investments in Equity Investees* below for more information regarding the impairment.

7. INVESTMENTS IN EQUITY INVESTEES

NJR's investments in equity method investees include the following as of:

(Thousands)	**June 30, 2021**	September 30, 2020
Steckman Ridge [(1)]	**$ 111,537**	$ 112,378
PennEast [(2)]	**5,479**	95,997
Total	**$ 117,016**	$ 208,375

(1) Includes loans with a total outstanding principal balance of $70.4 million for both June 30, 2021 and September 30, 2020, which accrue interest at a variable rate that resets quarterly and are due October 1, 2023.

(2) September 30, 2020, included a deferred tax component related to AFUDC equity of $4.6 million. The deferred tax component related to AFUDC equity was reversed due to the impairment for June 30, 2021.

Steckman Ridge

The Company holds a 50 percent equity method investment in Steckman Ridge, a jointly owned and controlled natural gas storage facility located in Bedford County, Pennsylvania. NJNG and Energy Services have entered into storage and park and loan agreements with Steckman Ridge. See *Note 16. Related Party Transactions* for more information on these intercompany transactions.

PennEast

The Company, through its subsidiary NJR Pipeline Company, is a 20 percent investor in PennEast, a partnership whose purpose is to construct and operate a 120-mile natural gas pipeline that will extend from northeast Pennsylvania to western New Jersey. PennEast received a Certificate of Public Convenience and Necessity for the project from FERC on January 19, 2018.

On September 10, 2019, the Third Circuit issued an order overturning the United States District Court for the District of New Jersey's order granting PennEast condemnation and immediate access in accordance with the Natural Gas Act to certain properties in which the State of New Jersey holds an interest. A Petition for Rehearing was denied by the Third Circuit on November 5, 2019.

On October 8, 2019, the NJDEP issued a letter indicating that it deemed PennEast's freshwater wetlands permit application to be administratively incomplete and closed the matter without prejudice. On October 11, 2019, PennEast submitted a letter to the NJDEP objecting to its position that the application is administratively incomplete. PennEast's objections were rejected by the NJDEP on November 18, 2019.

On October 4, 2019, PennEast filed a petition for Declaratory Order with FERC requesting an interpretation of the eminent domain authority of a FERC certificate holder under the Natural Gas Act. The Declaratory Order was granted on January 30, 2020.

On January 30, 2020, PennEast filed an amendment with FERC to construct the PennEast pipeline in two phases. Phase one consists of construction of a 68-mile pipeline in Pennsylvania from the eastern Marcellus Shale region in Luzerne County that would terminate in Northampton County. Phase two includes construction of the remaining original certificated route in Pennsylvania and New Jersey. Construction is expected to begin following approval by FERC of the phased approach and receipt of any remaining governmental and regulatory permits. As of June 30, 2021, the matter is still pending review and approval by FERC.

On February 18, 2020, PennEast filed a writ of certiorari with the Supreme Court to review the September 10, 2019 Third Circuit decision. On February 3, 2021, the Supreme Court granted the petition for a writ of certiorari and the matter was argued on April 28, 2021.

On June 29, 2021, the Supreme Court ruled in favor of PennEast reversing the earlier decision by the Third Circuit on the use of eminent domain to acquire state owned lands for pipeline construction and remanding the case back to the Third Circuit for further proceedings.

Despite the favorable outcome from the Supreme Court, PennEast continues to experience regulatory and legal challenges resulting in continued delays preventing the commencement of construction and commercial operation of the project. As a result, the Company evaluated its equity investment in PennEast for impairment as of June 30, 2021, and determined that it was other-than-temporarily impaired. The Company estimated the fair value of its investment in PennEast using probability weighted scenarios assigned to discounted future cash flows. The impairment is the result of management's estimates and assumptions regarding the likelihood of certain outcomes related to required regulatory approvals and pending legal matters, the timing of which remains uncertain, the timing and magnitude of construction costs and in-service dates, the evaluation of the current environmental and political climate as it relates to interstate pipeline development, and transportation capacity revenues and discount rates.

Based upon this analysis, as of June 30, 2021, the Company recognized an other-than-temporary impairment charge of $92.0 million, or approximately $72.7 million, net of income taxes. The other-than-temporary impairment is recorded in equity in (losses) earnings from affiliates in the Unaudited Condensed Consolidated Statements of Operations.

It is possible that future developments, including changes to the likelihood of successful outcomes for regulatory approvals and legal matters, construction costs and changes to the timing of construction and operation of the project, forecasted revenues and operating costs, and other further delays could result in a different fair value and the recognition of additional impairment charges.

8. EARNINGS PER SHARE

The following table presents the calculation of the Company's basic and diluted earnings per share for:

	Three Months Ended June 30,		Nine Months Ended June 30,	
(Thousands, except per share amounts)	**2021**	2020	**2021**	2020
Net (loss) income, as reported	**$ (111,831)**	$ (19,298)	**$ 119,023**	$ 130,300
Basic (loss) earnings per share				
Weighted average shares of common stock outstanding-basic	**96,348**	95,764	**96,237**	94,420
Basic (loss) earnings per common share	**$(1.16)**	$(0.20)	**$1.24**	$1.38
Diluted (loss) earnings per share				
Weighted average shares of common stock outstanding-basic	**96,348**	95,764	**96,237**	94,420
Incremental shares *(1)*	**—**	—	**392**	298
Weighted average shares of common stock outstanding-diluted	**96,348**	95,764	**96,629**	94,718
Diluted earnings per common share *(2)(3)*	**$(1.16)**	$(0.20)	**$1.23**	$1.38

(1) Consist primarily of unvested stock awards and performance shares.

(2) There were anti-dilutive shares of 251,780 and 95,817 excluded from the calculation of diluted earnings per share related to the equity forward sale agreement during the three and nine months ended June 30, 2020, respectively.

(3) Since there was a net loss for the three months ended June 30, 2021 and 2020, incremental shares of 406,278 and 310,000, respectively, were not included in the computation of diluted loss per common share, as their effect would have been antidilutive. There were no anti-dilutive shares excluded during the nine months ended June 30, 2021 and 2020.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. DEBT

NJR and NJNG finance working capital requirements and capital expenditures through various short-term debt and long-term financing arrangements, including a commercial paper program and committed unsecured credit facilities.

Credit Facilities

A summary of NJR's credit facility and NJNG's commercial paper program and credit facility are as follows:

(Thousands)		June 30, 2021		September 30, 2020	Expiration Dates
NJR					
Bank revolving credit facilities [(1)]	**$**	**425,000**	$	425,000	December 2023
Notes outstanding at end of period	**$**	**124,800**	$	125,350	
Weighted average interest rate at end of period		**0.87 %**		1.49 %	
Amount available at end of period [(2)]	**$**	**289,612**	$	289,356	
Bank revolving credit facilities [(1)]	**$**	**—**	$	250,000	
Notes outstanding at end of period	**$**	**—**	$	—	
Weighted average interest rate at end of period		**— %**		— %	
Amount available at end of period [(2)]	**$**	**—**	$	250,000	
NJNG					
Bank revolving credit facilities [(3)]	**$**	**250,000**	$	250,000	December 2023
Commercial paper outstanding at end of period	**$**	**51,500**	$	—	
Weighted average interest rate at end of period		**0.17 %**		— %	
Amount available at end of period [(4)]	**$**	**197,769**	$	249,269	

(1) Committed credit facilities, which require commitment fees of 0.075 percent on the unused amounts.
(2) Letters of credit outstanding total $10.6 million at June 30, 2021 and $10.3 million at September 30, 2020, which reduces the amount available by the same amount.
(3) Committed credit facilities, which require commitment fees of 0.075 percent on the unused amounts.
(4) Letters of credit outstanding total $731,000 for both June 30, 2021 and September 30, 2020, which reduces the amount available by the same amount.

On April 24, 2020, NJR entered into a 364-day $250 million revolving credit facility with an interest rate based on LIBOR plus 1.625 percent. After six months, all outstanding amounts under the credit facility would convert to a term loan and would have been due on April 23, 2021. In connection with entry into this credit facility, all outstanding borrowings under NJR's December 13, 2019, $150 million revolving line of credit facility were repaid. On October 24, 2020, there was no balance outstanding on the $250 million credit facility. As a result, the credit facility was considered terminated.

Amounts available under credit facilities are reduced by bank or commercial paper borrowings, as applicable, and any outstanding letters of credit. Neither NJNG nor the results of its operations are obligated or pledged to support the NJR credit or debt shelf facilities.

Long-term Debt

NJNG

NJNG received $4.0 million in December 2019, in connection with the sale leaseback of its natural gas meters. NJNG records a capital lease obligation that is paid over the term of the lease and has the option to purchase the meters back at fair value upon expiration of the lease. NJNG exercised early purchase options with respect to certain outstanding meter leases by making final principal payments of $1.2 million for both the nine months ended June 30, 2021 and 2020. There were no natural gas meter sale leasebacks recorded during the nine months ended June 30, 2021.

Clean Energy Ventures

Clean Energy Ventures enters into transactions to sell the commercial solar assets concurrent with agreements to lease the assets back over a period of five to 15 years. These transactions are considered failed sale leasebacks for accounting purposes and are therefore treated as financing obligations, which are typically secured by the renewable energy facility asset and its future cash flows from SREC, TRECs and energy sales. ITCs and other tax benefits associated with these solar projects are transferred to the buyer, if applicable. Clean Energy Ventures continues to operate the solar assets, including related expenses, and retain the revenue generated from SRECs and energy sales, and has the option to renew the lease or repurchase the assets sold at the end of the lease term. During the three and nine months ended June 30, 2021, Clean Energy Ventures received proceeds of $5.5 million and $17.7 million, respectively, and $42.9 million for both the three and nine months ended June 30, 2020, in connection with the sale leaseback of commercial solar projects. The proceeds received were recognized as a financing obligation on the Unaudited Condensed Consolidated Balance Sheets.

10. EMPLOYEE BENEFIT PLANS

Pension and Other Postemployment Benefit Plans

The components of the net periodic cost for pension benefits, including the Company's Pension Equalization Plan, and OPEB costs (principally health care and life insurance) for employees and covered dependents were as follows:

	Pension				OPEB			
	Three Months Ended June 30,		Nine Months Ended June 30,		Three Months Ended June 30,		Nine Months Ended June 30,	
(Thousands)	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020
Service cost	**$ 2,182**	$ 2,056	**$ 6,547**	$ 6,167	**$ 1,211**	$ 1,213	**$ 3,633**	$ 3,640
Interest cost	**2,278**	2,647	**6,834**	7,940	**1,518**	1,757	**4,553**	5,270
Expected return on plan assets	**(5,037)**	(5,145)	**(15,112)**	(15,434)	**(1,625)**	(1,628)	**(4,873)**	(4,883)
Recognized actuarial loss	**2,862**	2,606	**8,585**	7,818	**1,978**	1,861	**5,933**	5,582
Prior service cost (credit) amortization	**25**	25	**76**	76	**(44)**	(49)	**(134)**	(148)
Net periodic benefit cost	**$ 2,310**	$ 2,189	**$ 6,930**	$ 6,567	**$ 3,038**	$ 3,154	**$ 9,112**	$ 9,461

The Company does not expect to be required to make additional contributions to fund the pension plans during fiscal 2021 based on current actuarial assumptions; however, funding requirements are uncertain and can depend significantly on changes in actuarial assumptions, returns on plan assets and changes in the demographics of eligible employees and covered dependents. In addition, as in the past, the Company may elect to make contributions in excess of the minimum required amount to the plans. There were no discretionary contributions made during the nine months ended June 30, 2021 and 2020.

There are no federal requirements to pre-fund OPEB benefits. However, the Company is required to fund certain amounts due to regulatory agreements with the BPU and estimates that it will contribute between $5 million and $10 million over each of the next five years. Additional contributions may be required based on market conditions and changes to assumptions.

The Company's OPEB liability was revalued for changes related to the Affordable Care Act-mandated excise tax applicable to high-cost health plans, commonly known as the Cadillac Tax. The Company applied a practical expedient to remeasure the plan assets and obligations as of December 31, 2019, which was the nearest calendar month-end date. The impact of the revaluation of the OPEB liability was recorded as of January 1, 2020.

11. INCOME TAXES

ASC Topic 740, *Income Taxes* requires the use of an estimated annual effective tax rate for purposes of determining the income tax provision during interim reporting periods. In calculating its estimated annual effective tax rate, NJR considers forecasted annual pre-tax income and estimated permanent book versus tax differences. Adjustments to the effective tax rate and management's estimates will occur as information and assumptions change.

Changes in tax laws or tax rates are recognized in the financial reporting period that includes the enactment date, the date in which the act is signed into law.

NJR evaluates its tax positions to determine the appropriate accounting and recognition of potential future obligations associated with unrecognized tax benefits. A tax benefit claimed, or expected to be claimed, on a tax return may be recognized if it is more likely than not that the position will be upheld upon examination by the applicable taxing authority. Interest and penalties related to unrecognized tax benefits, if any, are recognized within income tax expense and accrued interest, and penalties are recognized within other noncurrent liabilities on the Unaudited Condensed Consolidated Balance Sheets.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company evaluates certain tax benefits that have been recorded in the financial statements for uncertainties. During fiscal 2019, the Company concluded that a portion of tax benefits were uncertain and recorded a reserve that was included in accrued taxes on the Unaudited Condensed Consolidated Balance Sheets. During fiscal 2021, a federal tax audit was completed and, as a result, the positions that the prior tax reserves related to are now considered effectively settled and the tax reserve has been released. As a result of the change in the Company's method of accounting for ITCs from the flow through method to the deferral method, which was effective October 1, 2020, the settlement of the reserve was recorded as an adjustment to nonutility plant and equipment, at cost on the Unaudited Condensed Consolidated Balance Sheets. The tax benefits related to fiscal tax years open to examination by the IRS may be subject to subsequent adjustments.

The reserve for uncertain tax benefits is as follows:

(Thousands)	**June 30, 2021**	September 30, 2020
Balance at October 1,	**$ 4,930**	$ 4,930
Settlements	**(4,930)**	—
Balance at period end	**$ —**	$ 4,930

On March 27, 2020, the President of the U.S. signed the CARES Act, which is aimed at providing emergency assistance and health care for individuals, families, and businesses affected by the COVID-19 pandemic and generally supporting the U.S. economy. The CARES Act, among other things, includes several business tax provisions which include, but are not limited to modifications of federal net operating loss carrybacks and deductibility, changes to prior year refundable alternative minimum tax liabilities, increase of limitations on business interest deductions from 30 percent to 50 percent of earnings before interest, taxes, depreciation, and amortization, technical corrections of the classification of qualified improvement property making them eligible for bonus depreciation, increase of the limits on charitable contribution deductions from 10 percent to 25 percent of adjusted taxable income, modifications of the treatment of federal loans, loan guarantees, and other investments, suspension of industry specific excise taxes, deferral of the company portion of OASDI, and implementation of a refundable employee retention tax credit.

The CARES Act provides for the delay in the required deposit of the employer portion of the OASDI payroll tax from the date of enactment through the end of 2020. Of the taxes that the Company can defer, 50 percent of the deferred taxes are required to be deposited by the end of 2021 and the remaining 50 percent are required to be deposited by the end of 2022. Additionally, The CARES Act provides a refundable tax credit, the employee retention tax credit, to certain employers who are ordered by a competent governmental authority to suspend or reduce business operations due to concern about the spread of COVID-19 or suffered a significant decline in the business during a calendar quarter during 2020 compared to the same calendar quarter during the previous year. As of June 30, 2021 and September 30, 2020, the Company deferred approximately $5.1 million and $3.1 million, respectively, related to the employer portion of the OASDI tax.

On March 11, 2021, the President of the U.S. signed the American Rescue Plan Act of 2021, which is primarily an economic stimulus package. It also expanded the scope of Section 162(m) of the Internal Revenue Code, which imposes a $1 million deduction limit on compensation paid to covered employees from the top five officers to include the additional top five highest paid employees for tax years beginning after December 31, 2026.

Effective Tax Rate

The forecasted effective tax rates were 19.9 percent and 18.1 percent, for the nine months ended June 30, 2021 and 2020, respectively.

To the extent there are discrete tax items that are not included in the forecasted effective tax rate, the actual effective tax rate may differ from the estimated annual effective tax rate. During the nine months ended June 30, 2021, discrete items totaled approximately $11.8 million, related to the impairment of the equity method investment in PennEast, net of any recognized valuation allowance and excess tax expense associated with the vesting of share-based awards. During the nine months ended June 30, 2020, discrete items totaled approximately $2.3 million related to a revaluation of certain state deferred tax assets and liabilities as a result of a change in the New Jersey state apportionment factor and excess tax benefits associated with the vesting of share-based awards. NJR’s actual effective tax rate was 24.0 percent and 16.6 percent during the nine months ended June 30, 2021 and 2020, respectively.

Other Tax Items

As of September 30, 2020, the Company had federal income tax net operating losses of approximately $134.0 million. Federal net operating losses can generally be carried back two years and forward 20 years and will begin to expire in fiscal 2036, with the remainder expiring by 2038. During the nine months ended June 30, 2021, the Company exercised its ability to carryback these federal net operating losses to offset taxable income in prior periods.

For the net operating losses carried back, the Company estimated the portion of taxes considered refundable totaling approximately $22.8 million as of June 30, 2021 and September 30, 2020, which was recorded as a component of prepaid and accrued taxes and other noncurrent assets on the Unaudited Condensed Consolidated Balance Sheets. The remaining $24.1 million that the Company has determined not to be refundable in cash, was recaptured as ITCs that were previously utilized to offset expense.

As of June 30, 2021 and September 30, 2020, the Company has tax credit carryforwards of approximately $219.3 million and $195.2 million, respectively, which each have a life of 20 years. When the Company carried back the federal net operating losses noted above, it recaptured investment tax credits totaling approximately $24.1 million, which is included in the $219.3 million. The Company expects to utilize this entire carryforward prior to expiration, which would begin in fiscal 2035.

As of June 30, 2021 and September 30, 2020, the Company has state income tax net operating losses of approximately $465.7 million and $487.7 million, respectively. These state net operating losses have varying carry-forward periods dictated by the state in which they were incurred; these state carry-forward periods range from seven to 20 years and begin to expire in fiscal 2021, with the majority expiring after 2035. The Company expects to utilize this entire carryforward, other than as described below.

The impairment of the equity method investment in PennEast created potential net capital loss attributes totaling approximately $70.3 million, which can only be utilized to offset capital gains income, and can be carried back three years and forward five years prior to expiration.

As of June 30, 2021, the Company has a valuation allowance totaling $25.0 million comprised of approximately $17.6 million, related to the recognition of state net operating loss carryforwards in New Jersey and approximately $7.3 million related to potential capital loss carryforwards resulting from the impairment of the equity method investment in PennEast, which the Company believes may not be fully utilized prior to expiration. As of September 30, 2020, the Company had a valuation allowance totaling $17.6 million related to the state net operating loss carryforwards, as previously discussed.

12. LEASES

Lessee Accounting

The Company determines if an arrangement is a lease at inception based on whether the Company has the right to control the use of an identified asset, the right to obtain substantially all of the economic benefits from the use of the asset and the right to direct the use of the asset and accounts for leases in accordance with ASC 842, *Leases*. Right-of-use assets represent the Company’s right to use the underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Right-of-use assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term, including payments at commencement that depend on an index or rate. Most leases in which the Company is the lessee do not have a readily determinable implicit rate, so an incremental borrowing rate, based on the information available at the lease commencement date, is utilized to determine the present value of lease payments. When a secured borrowing rate is not readily available, unsecured borrowing rates are adjusted for the effects of collateral to determine the incremental borrowing rate. The Company uses the implicit rate for agreements in which it is a lessor. The Company has not entered into any material agreements in which it is a lessor. Lease expense and lease income are recognized on a straight-line basis over the lease term for operating leases.

The Company’s lease agreements primarily consist of commercial solar land leases, storage and capacity leases, equipment and real property, including land and office facilities, office equipment and the sale leaseback of its natural gas meters.

Certain leases contain escalation provisions for inflation metrics. The storage leases contain a variable payment component that relates to the change in the inflation metrics that are not known past the current payment period. The variable components of these lease payments are excluded from the lease payments that are used to determine the related right-of-use

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

lease asset and liability. The variable portion of these leases are recognized as leasing expenses when they are incurred. The capacity lease payments are fully variable and based on the amount of natural gas stored in the storage caverns.

Generally, the Company's solar land leases terms are between 15 and 35 years and may include multiple options to extend the terms for an additional five to 10 years. The Company's office leases vary in duration, ranging from one to 17 years and may or may not include extension or early purchase options. The majority of the Company's meter leases are for terms of seven years with purchase options available prior to the end of the seven year term. Equipment leases include general office equipment that also vary in duration, most of which are for a term of five years. The Company's storage and capacity leases have assumed terms of 50 years to coincide with the expected useful lives of the cavern assets with which the leases are associated. The Company's lease terms may include options to extend, purchase the leased asset or terminate a lease and they are included in the lease liability calculation when it is reasonably certain that those options will be exercised. The Company has elected an accounting policy that exempts leases with an original term of one year or less from the recognition requirements of ASC 842, Leases.

The Company has lease agreements with lease and non-lease components and has elected the practical expedient to combine lease and non-lease components for certain classes of leases, such as office buildings, solar land leases and office equipment. Variable payments are not considered material to the Company. The Company's lease agreements do not contain any material residual value guarantees, material restrictions or material covenants. There are no material lease transactions with related parties.

The following table presents the Company's lease costs included in the Unaudited Condensed Consolidated Statements of Operations:

		Three Months Ended June 30,		Nine Months Ended June 30,	
(Thousands)	**Income Statement Location**	**2021**	2020	**2021**	2020
Operating lease cost *(1)*	Operation and maintenance	**$ 2,366**	1,650	**5,811**	4,761
Finance lease cost					
Amortization of right-of-use assets	Depreciation and amortization	**$ 640**	$ 1,274	**$ 3,077**	$ 3,734
Interest on lease liabilities	Interest expense, net of capitalized interest	**193**	248	**527**	796
Total finance lease cost		**833**	1,522	**3,604**	4,530
Short-term lease cost	Operation and maintenance	**127**	95	**381**	721
Variable lease cost	Operation and maintenance	**262**	597	**964**	1,707
Total lease cost		**$ 3,588**	$ 3,864	**$ 10,760**	$ 11,719

(1) Net of capitalized costs.

The following table presents supplemental cash flow information related to leases:

	Nine Months Ended June 30,	
(Thousands)	**2021**	2020
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows for operating leases	**$ 4,539**	$ 4,133
Operating cash flows for finance leases	**$ 984**	$ 952
Financing cash flows for finance leases	**$ 6,930**	$ 5,505

There were no assets obtained or modified through amendments in exchange for operating lease liabilities during the three months ended June 30, 2021. Assets obtained or modified for operating lease liabilities totaled approximately $12.8 million during the nine months ended June 30, 2021, and totaled approximately $270,000 and $34.2 million during the three and nine months ended June 30, 2020, respectively.

There were no assets obtained or modified through finance lease liabilities during the three and nine months ended June 30, 2021 and during the three months ended June 30, 2020. Assets obtained or modified through finance lease liabilities totaled approximately $49.7 million during the nine months ended June 30, 2020.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table presents the balance and classifications of the Company's right of use assets and lease liabilities included in the Unaudited Condensed Consolidated Balance Sheets:

(Thousands)	**Balance Sheet Location**		**June 30, 2021**		September 30, 2020
Assets					
Noncurrent					
Operating lease assets	Operating lease assets	**$**	**142,753**	$	131,769
Finance lease assets	Utility plant		**13,853**		71,085
Total lease assets		**$**	**156,606**	$	202,854
Liabilities					
Current					
Operating lease liabilities	Operating lease liabilities	**$**	**4,588**	$	6,724
Finance lease liabilities	Current maturities of long-term debt		**5,625**		10,416
Noncurrent					
Operating lease liabilities	Operating lease liabilities		**109,993**		95,030
Finance lease liabilities	Long-term debt		**15,761**		63,743
Total lease liabilities		**$**	**135,967**	$	175,913

NJNG previously had a sale leaseback for its headquarters building with a 16-year term that would have expired in June 2037. On May 26, 2021, NJNG exercised a purchase option of the lease to acquire the building for $41.1 million, which is included in utility plant on the Unaudited Condensed Consolidated Balance Sheets. Following the purchase of the building, NJNG removed the present value of the future lease payments of $46.9 million, which was reflected within utility plant and $45.6 million as presented within finance lease liabilities on the Unaudited Condensed Consolidated Balance Sheets.

For operating lease assets and liabilities, the weighted average remaining lease term was 27.9 years and 25.5 years and the weighted average discount rate used in the valuation over the remaining lease term was 3.3 percent and 3.2 percent as of June 30, 2021 and September 30, 2020, respectively. For finance lease assets and liabilities as of June 30, 2021 and September 30, 2020, the weighted average remaining lease term was 3.6 years and 11.5 years, respectively, and the weighted average discount rate used in the valuation over the remaining lease term is 3.5 percent and 2.5 percent as of June 30, 2021 and September 30, 2020, respectively.

13. COMMITMENTS AND CONTINGENT LIABILITIES

Cash Commitments

NJNG has entered into long-term contracts, expiring at various dates through November 2038, for the supply, transportation and storage of natural gas. These contracts include annual fixed charges of approximately $157.5 million at current contract rates and volumes for the remainder of the fiscal year, which are recoverable through BGSS.

For the purpose of securing storage and pipeline capacity, the Energy Services segment enters into storage and pipeline capacity contracts, which require the payment of certain demand charges by Energy Services to maintain the ability to access such natural gas storage or pipeline capacity, during a fixed time period, which generally ranges from one to 10 years. Demand charges are established by interstate storage and pipeline operators and are regulated by FERC. These demand charges represent commitments to pay storage providers or pipeline companies for the right to store and/or transport natural gas utilizing their respective assets.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Commitments as of June 30, 2021, for natural gas purchases and future demand fees for the next five fiscal year periods are as follows:

(Thousands)	2021	2022	2023	2024	2025	Thereafter
Energy Services:						
Natural gas purchases	$ 134,318	$ —	$ —	$ —	$ —	$ —
Storage demand fees	22,028	13,610	7,044	4,524	3,151	1,148
Pipeline demand fees	58,491	46,403	28,774	25,860	23,581	40,750
Sub-total Energy Services	$ 214,837	$ 60,013	$ 35,818	$ 30,384	$ 26,732	$ 41,898
NJNG:						
Natural gas purchases	$ 23,788	$ —	$ —	$ —	$ —	$ —
Storage demand fees	37,285	33,026	15,695	9,181	1,966	2,184
Pipeline demand fees	120,200	136,732	142,943	156,989	152,575	1,430,205
Sub-total NJNG	$ 181,273	$ 169,758	$ 158,638	$ 166,170	$ 154,541	$ 1,432,389
Total	**$ 396,110**	**$ 229,771**	**$ 194,456**	**$ 196,554**	**$ 181,273**	**$ 1,474,287**

Certain pipeline demand fees totaling approximately $4.0 million per year, for which Energy Services is the responsible party, will be paid for by the counterparty to a capacity release transaction beginning November 1, 2021 for a period of 10 years.

Legal Proceedings

Manufactured Gas Plant Remediation

NJNG is responsible for the remedial cleanup of certain former MGP sites, dating back to gas operations in the late 1800s and early 1900s, which contain contaminated residues from former gas manufacturing operations. NJNG is currently involved in administrative proceedings with the NJDEP and participating in various studies and investigations by outside consultants, to determine the nature and extent of any such contaminated residues and to develop appropriate programs of remedial action, where warranted, under NJDEP regulations.

NJNG periodically, and at least annually, performs an environmental review of former MGP sites located in Atlantic Highlands, Berkeley, Long Branch, Manchester, Toms River, and Freehold, New Jersey, collectively, the "former MGP sites", including a review of potential liability for investigation and remedial action. NJNG estimated at the time of the most recent review that total future expenditures at the former MGP sites for which it is responsible, including potential liabilities for further and continued natural resource damages, may be brought by the NJDEP for alleged injury to groundwater or other natural resources concerning these sites. At the MGP site in Freehold, New Jersey, as the Company has not yet completed the remedial investigation of the site, the total amount of potential costs of all remedial actions cannot be reasonably estimated at this time.

At September 30, 2020, the estimated total future expenditures for all former MGP sites will range from approximately $143.1 million to $181.7 million. NJNG's estimate of these liabilities is based upon known facts, existing technology and enacted laws and regulations in place when the review was completed. Where it is probable that costs will be incurred, and the information is sufficient to establish a range of possible liability, NJNG accrues the most likely amount in the range. If no point within the range is more likely than the other, it is NJNG's policy to accrue the lower end of the range. Accordingly, NJNG recorded an MGP remediation liability and a corresponding regulatory asset on the Unaudited Condensed Consolidated Balance Sheets of approximately $136.9 million as of June 30, 2021, and approximately $150.6 million as of September 30, 2020, based on the most likely amount. The remediation liability at June 30, 2021, includes adjustments for actual expenditures during fiscal 2021. The actual costs to be incurred by NJNG are dependent upon several factors, including final determination of remedial action, changing technologies and governmental regulations, the ultimate ability of other responsible parties to pay and insurance recoveries, if any.

In June 2019, NJNG initiated a preliminary assessment of a site in Aberdeen, New Jersey to determine prior ownership and if former MGP operations were active at the location. The preliminary assessment and site investigation activities are ongoing at the Aberdeen, NJ site location and based on initial findings will be moving to remedial investigation phase. The estimated costs to complete the preliminary assessment, site investigation and remedial investigation phases are included in the MGP remediation liability and corresponding regulatory asset on the Unaudited Condensed Consolidated Balance Sheets. NJNG will continue to gather information to determine whether the obligation exists to undertake remedial action.

NJNG recovers its remediation expenditures, including carrying costs, over rolling seven-year periods pursuant to a RAC approved by the BPU. On September 9, 2020, the BPU approved NJNG's increase in the RAC, which increased the annual recovery from $8.5 million to $9.7 million and was effective October 1, 2020. As of June 30, 2021, approximately $44.3 million of previously incurred remediation costs, net of recoveries from customers and insurance proceeds, are included in regulatory assets on the Unaudited Condensed Consolidated Balance Sheets. NJNG will continue to seek recovery of MGP-related costs through the RAC. If any future regulatory position indicates that the recovery of such costs is not probable, the related non-recoverable costs would be charged to income in the period of such determination.

General

The Company is involved, and from time to time in the future may be involved, in a number of pending and threatened judicial, regulatory and arbitration proceedings relating to matters that arise in the ordinary course of business. In view of the inherent difficulty of predicting the outcome of litigation matters, particularly when such matters are in their early stages or where the claimants seek indeterminate damages, the Company cannot state with confidence what the eventual outcome of the pending litigation will be, what the timing of the ultimate resolution of these matters will be, or what the eventual loss, fines or penalties related to each pending matter will be, if any. In accordance with applicable accounting guidance, NJR establishes accruals for litigation for those matters that present loss contingencies as to which it is both probable that a loss will be incurred and the amount of such loss can be reasonably estimated. NJR also discloses contingent matters for which there is a reasonable possibility of a loss. Based upon currently available information, NJR believes that the results of litigation that is currently pending, taken together, will not have a materially adverse effect on the Company’s financial condition, results of operations or cash flows. The actual results of resolving the pending litigation matters may be substantially higher than the amounts accrued.

The foregoing statements about NJR’s litigation are based upon the Company’s judgments, assumptions and estimates and are necessarily subjective and uncertain. The Company has a number of threatened and pending litigation matters at various stages.

14. COMMON STOCK EQUITY

In December 2019, the Company completed an equity offering of 6,545,454 common shares, consisting of 5,333,334 common shares issued directly by the Company and 1,212,120 common shares issuable pursuant to forward sales agreements with investment banks. The issuance of 5,333,334 resulted in proceeds of approximately $212.9 million, net of issuance costs, and was reflected in shareholders' equity and as a financing activity on the statement of cash flows.

Under the forward sale agreements, a total of 1,212,120 common shares were borrowed from third parties and sold to the underwriters. Each forward sale agreement allowed the Company, at its election and prior to September 30, 2020, to physically settle the forward sale agreement by issuing common shares in exchange for net proceeds at the then-applicable forward sale price specified by the agreement, which was initially $40.0125 per share, or, alternatively, to settle the forward sale agreement in whole or in part through the delivery or receipt of shares or cash. The forward sale price was subjected to adjustment daily based on a floating interest rate factor and would decrease in respect of certain fixed amounts specified in the agreement, such as anticipated dividends.

On September 18, 2020, the Company amended its forward sale agreements to extend the maturity date of such forward sales agreements from September 30, 2020 to September 10, 2021. On March 3, 2021, the Company cash settled a portion of the forward sale agreement for a payout of approximately $388,000 in lieu of the issuance of 727,272 common shares. On May 26, 2021, the Company cash settled the rest of the forward sale agreements for a payout of approximately $2.4 million in lieu of the issuance of 484,848 common shares.

15. REPORTING SEGMENT AND OTHER OPERATIONS DATA

The Company organizes its businesses based on a combination of factors, including its products and its regulatory environment. As a result, the Company manages its businesses through the following reporting segments and other operations: the Natural Gas Distribution segment consists of regulated energy and off-system, capacity and storage management operations; the Clean Energy Ventures segment consists of capital investments in clean energy projects; the Energy Services segment consists of unregulated wholesale and retail energy operations; the Storage and Transportation segment consists of the Company's investments in natural gas transportation and storage facilities; the Home Services and Other operations consist of heating, cooling and water appliance sales, installations and services, other investments and general corporate activities.

Information related to the Company's various reporting segments and other operations is detailed below:

	Three Months Ended June 30,		Nine Months Ended June 30,	
(Thousands)	**2021**	2020	**2021**	2020
Operating revenues				
Natural Gas Distribution				
External customers	**$ 127,626**	$ 128,532	**$ 633,522**	$ 645,375
Clean Energy Ventures				
External customers	**13,381**	13,396	**26,227**	25,603
Energy Services				
External customers (1)	**202,516**	133,740	**889,631**	816,003
Intercompany	**(922)**	(197)	**4,009**	1,656
Storage and Transportation				
External customers	**10,999**	11,143	**36,703**	29,949
Intercompany	**650**	720	**1,976**	2,062
Subtotal	**354,250**	287,334	**1,592,068**	1,520,648
Home Services and Other				
External customers	**13,071**	12,163	**38,002**	36,694
Intercompany	**241**	206	**660**	947
Eliminations	**31**	(729)	**(6,645)**	(4,665)
Total	**$ 367,593**	$ 298,974	**$ 1,624,085**	$ 1,553,624
Depreciation and amortization				
Natural Gas Distribution	**$ 19,894**	$ 18,269	**$ 58,538**	$ 53,186
Clean Energy Ventures	**5,200**	6,777	**15,318**	19,696
Energy Services (2)	**28**	28	**83**	84
Storage and Transportation	**2,443**	2,513	**7,447**	6,591
Subtotal	**27,565**	27,587	**81,386**	79,557
Home Services and Other	**260**	265	**747**	761
Eliminations	**(58)**	20	**(156)**	(293)
Total	**$ 27,767**	$ 27,872	**$ 81,977**	$ 80,025
Interest income (3)				
Natural Gas Distribution	**$ 90**	$ 135	**$ 248**	$ 378
Clean Energy Ventures	**—**	—	**240**	—
Energy Services	**11**	10	**11**	99
Storage and Transportation	**350**	463	**1,895**	3,245
Subtotal	**451**	608	**2,394**	3,722
Home Services and Other	**129**	157	**388**	856
Eliminations	**(233)**	(618)	**(709)**	(2,524)
Total	**$ 347**	$ 147	**$ 2,073**	$ 2,054

(1) Includes sales to Canada for the Energy Services segment, which are immaterial.
(2) The amortization of acquired wholesale energy contracts is excluded above and is included in natural gas purchases - nonutility on the Unaudited Condensed Consolidated Statements of Operations.
(3) Included in other income, net on the Unaudited Condensed Consolidated Statements of Operations.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Three Months Ended June 30,		Nine Months Ended June 30,	
(Thousands)	**2021**	2020	**2021**	2020
Interest expense, net of capitalized interest				
Natural Gas Distribution	**$ 8,667**	$ 7,455	**$ 26,647**	$ 22,760
Clean Energy Ventures	**4,998**	5,070	**15,298**	14,397
Energy Services	**240**	517	**1,495**	2,680
Storage and Transportation	**2,937**	1,843	**10,497**	10,286
Subtotal	**16,842**	14,885	**53,937**	50,123
Home Services and Other	**1,902**	427	**4,746**	1,264
Eliminations	**—**	(168)	**—**	(970)
Total	**$ 18,744**	$ 15,144	**$ 58,683**	$ 50,417
Income tax provision (benefit)				
Natural Gas Distribution	**$ 889**	$ 939	**$ 24,878**	$ 29,276
Clean Energy Ventures	**(1,448)**	(384)	**(7,248)**	(8,352)
Energy Services	**(8,805)**	(8,909)	**26,445**	(606)
Storage and Transportation	**(10,393)**	1,646	**(8,874)**	3,453
Subtotal	**(19,757)**	(6,708)	**35,201**	23,771
Home Services and Other	**415**	(131)	**474**	2,044
Eliminations	**557**	72	**2,038**	173
Total	**$ (18,785)**	$ (6,767)	**$ 37,713**	$ 25,988
Equity in (loss) earnings of affiliates				
Storage and Transportation	**$ (88,615)**	$ 3,615	**$ (82,036)**	$ 11,200
Eliminations	**(618)**	(402)	**(1,718)**	(1,009)
Total	**$ (89,233)**	$ 3,213	**$ (83,754)**	$ 10,191
Net financial earnings (loss)				
Natural Gas Distribution	**$ 1,581**	$ 11,968	**$ 131,589**	$ 142,160
Clean Energy Ventures	**(4,926)**	(5,686)	**(24,072)**	(22,694)
Energy Services	**(12,527)**	(6,619)	**85,501**	(9,254)
Storage and Transportation	**2,387**	3,615	**10,606**	10,877
Subtotal	**(13,485)**	3,278	**203,624**	121,089
Home Services and Other	**(384)**	(582)	**301**	675
Eliminations	**(279)**	(14)	**(2,812)**	140
Total	**$ (14,148)**	$ 2,682	**$ 201,113**	$ 121,904
Capital expenditures				
Natural Gas Distribution	**$ 150,642**	$ 88,171	**$ 327,127**	$ 238,010
Clean Energy Ventures	**10,661**	41,182	**51,545**	110,968
Storage and Transportation	**22,479**	8,575	**50,186**	16,284
Subtotal	**183,782**	137,928	**428,858**	365,262
Home Services and Other	**244**	1,962	**1,055**	1,977
Total	**$ 184,026**	$ 139,890	**$ 429,913**	$ 367,239
Investments in equity investees				
Storage and Transportation	**$ 208**	$ 225	**$ 690**	$ 1,491
Total	**$ 208**	$ 225	**$ 690**	$ 1,491

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company's assets for the various business segments and business operations are detailed below:

(Thousands)	**June 30, 2021**	September 30, 2020
Assets at end of period:		
Natural Gas Distribution	**$ 3,617,354**	$ 3,531,477
Clean Energy Ventures	**851,755**	814,277
Energy Services	**273,460**	244,836
Storage and Transportation	**796,974**	844,799
Subtotal	**5,539,543**	5,435,389
Home Services and Other	**125,243**	138,375
Intercompany assets [(1)]	**(256,168)**	(257,287)
Total	**$ 5,408,618**	$ 5,316,477

(1) Consists of transactions between subsidiaries that are eliminated and reclassified in consolidation.

The Chief Executive Officer, who uses NFE as a measure of profit or loss in measuring the results of the Company's segments and operations, is the chief operating decision maker of the Company. A reconciliation of consolidated NFE to consolidated net income is as follows:

	Three Months Ended June 30,		**Nine Months Ended June 30,**	
(Thousands)	**2021**	2020	**2021**	2020
Net financial (loss) earnings	**$ (14,148)**	$ 2,682	**$ 201,113**	$ 121,904
Less:				
Unrealized loss (gain) on derivative instruments and related transactions	**21,862**	23,712	**13,627**	(21,827)
Tax effect	**(5,198)**	(5,639)	**(3,240)**	5,189
Effects of economic hedging related to natural gas inventory	**2,486**	4,739	**(12,255)**	10,474
Tax effect	**(591)**	(1,126)	**2,912**	(2,489)
Impairment of equity method investment	**92,000**	—	**92,000**	—
Tax effect	**(11,934)**	—	**(11,934)**	—
NFE tax adjustment	**(942)**	294	**980**	257
Net (loss) income	**$ (111,831)**	$ (19,298)	**$ 119,023**	$ 130,300

The Company uses derivative instruments as economic hedges of purchases and sales of physical natural gas inventory. For GAAP purposes, these derivatives are recorded at fair value and related changes in fair value are included in reported earnings. Revenues and cost of natural gas related to physical natural gas flow is recognized when the natural gas is delivered to customers. Consequently, there is a mismatch in the timing of earnings recognition between the economic hedges and physical natural gas flows. Timing differences occur in two ways:

- unrealized gains and losses on derivatives are recognized in reported earnings in periods prior to physical natural gas inventory flows; and
- unrealized gains and losses of prior periods are reclassified as realized gains and losses when derivatives are settled in the same period as physical natural gas inventory movements occur.

NFE is a measure of the earnings based on eliminating these timing differences, to effectively match the earnings effects of the economic hedges with the physical sale of natural gas, SRECs and foreign currency contracts. Consequently, to reconcile between net income and NFE, current period unrealized gains and losses on the derivatives are excluded from NFE as a reconciling item. Realized derivative gains and losses are also included in current period net income. However, NFE includes only realized gains and losses related to natural gas sold out of inventory, effectively matching the full earnings effects of the derivatives with realized margins on physical natural gas flows. NFE also excludes impairment charges associated with equity method investments, which are a non-cash charge considered unusual in nature that occur infrequently and are not indicative of the Company's performance for its ongoing operations. Included in the tax effects are current and deferred income tax expense corresponding with the components of NFE. NJR also calculates a quarterly tax adjustment based on an estimated annual effective tax rate for NFE purposes.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

16. RELATED PARTY TRANSACTIONS

Effective April 1, 2020, NJNG entered into a 5-year agreement for 3 Bcf of firm storage capacity with Steckman Ridge, which expires on March 31, 2025. Under the terms of the agreement, NJNG incurs demand fees, at market rates, of approximately $9.3 million annually, a portion of which is eliminated in consolidation. These fees are recoverable through NJNG's BGSS mechanism and are included as a component of regulatory assets.

Energy Services may periodically enter into storage or park and loan agreements with its affiliated FERC-jurisdictional natural gas storage facility, Steckman Ridge. As of June 30, 2021, Energy Services has entered into transactions with Steckman Ridge for varying terms, all of which expire by October 31, 2022.

Demand fees, net of eliminations, associated with Steckman Ridge were as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
(Thousands)	**2021**	2020	**2021**	2020
Natural Gas Distribution	**$ 1,687**	$ 1,491	**$ 4,760**	$ 4,462
Energy Services	**13**	27	**403**	86
Total	**$ 1,700**	$ 1,518	**$ 5,163**	$ 4,548

The following table summarizes demand fees payable to Steckman Ridge as of:

(Thousands)	**June 30, 2021**	September 30, 2020
Natural Gas Distribution	**$ 776**	$ 775
Energy Services	**87**	16
Total	**$ 863**	$ 791

NJNG and Energy Services have entered into various asset management agreements, the effects of which are eliminated in consolidation. Under the terms of these agreements, NJNG releases certain transportation and storage contracts to Energy Services. As of June 30, 2021, NJNG and Energy Services had two asset management agreements with expiration dates of October 31, 2021 and March 31, 2022.

NJNG has entered into a 15-year transportation precedent agreement for committed capacity of 180,000 Dths per day and NJRES has entered into a 5-year, 50,000 Dths per day transportation precedent agreement with PennEast, both to commence when PennEast is placed in service.

NJNG has entered into a transportation precedent agreement with Adelphia Gateway for committed capacity of 130,000 Dths per day, which is expected to expire in October 2026.

Energy Services has a 5-year agreement for 3 Bcf of firm storage capacity with Leaf River, which is eliminated in consolidation and expires in March 2024. On February 19, 2021, Energy Services entered into a park and loan agreement with Leaf River for 330,000 Dths, which expired on April 30, 2021, the activity of which is eliminated in consolidation.

In March 2021, NJNG and Clean Energy Ventures entered into a 15-year sublease and PPA agreement related to an onsite solar array and the related energy output at the Company's headquarters in Wall, New Jersey.

17. ACQUISITIONS AND DISPOSITIONS

Acquisitions

Adelphia Gateway

On January 13, 2020, Adelphia Gateway, an indirect wholly-owned subsidiary of NJR, acquired all of Talen's membership interests in IEC, an existing 84-mile pipeline in southeastern Pennsylvania, including related assets and rights of way, for a base purchase price of $166 million. In November 2017, the Company made an initial payment of $10 million towards the base purchase price, which was included in other noncurrent assets on the Consolidated Balance Sheets. The remaining purchase price of $156 million was paid upon the close of the acquisition of the related assets. As additional consideration, Adelphia Gateway will pay Talen specified amounts of up to $23 million contingent upon the achievement of certain regulatory approvals and binding natural gas capacity commitments. On December 20, 2019, FERC issued Adelphia Gateway's Certificate of Public Convenience and Necessity. Adelphia Gateway has agreed to provide firm natural gas transportation service for 10 years following the closing to two power generators owned by affiliates of Talen that are currently served by the pipeline.

The Company evaluated the acquisition under the guidance of ASU 2017-01, *Clarifying the Definition of a Business* and concluded that the acquisition did not meet the definition of a business, as almost all of the fair value relates to the pipeline assets acquired. As a result, the purchase was accounted for as an asset acquisition.

The following table summarizes the consideration transferred and purchase price allocation based upon the relative fair value of the assets acquired and liabilities to be assumed:

(Thousands)		**Estimated Fair Value**
Purchase price	$	166,000
Net working capital adjustment		(449)
Transaction costs		9,456
Total costs capitalized	$	175,007
Identifiable assets acquired		
Property, plant and equipment	$	174,438
Other		1,018
Net working capital		(449)
Net assets acquired	$	175,007

The Company utilized a discounted cash flow valuation technique to measure the fair value of the property, plant, and equipment based upon the present value of their future economic benefits reflecting current market expectations. The assumptions used in the discounted cash flow valuation are not observable in active markets and thus represent non-recurring Level 3 fair value measurements.

Property, plant and equipment consist primarily of pipeline related assets, land, buildings and other structures and software. Depreciation is computed on a straight-line basis over the estimated useful life of the assets, ranging from five to 30 years, based on various classes of depreciable property. Other assets consist primarily of an assembled workforce and base natural gas.

Asset retirement obligations are initially recognized when the legal obligation to retire an asset has been incurred and a reasonable estimate of fair value can be made. The Company records any asset retirement obligations in the period in which information permitting a reasonable estimate of such obligation becomes available. The Company is unable to predict when, or if, the pipelines would become completely obsolete and require decommissioning. As such, upon acquisition, there were no liabilities recorded for asset retirement obligations, as both the timing and future estimates of decommissioning the pipeline was indeterminable.

Leaf River

On October 11, 2019, NJR Pipeline Company, an indirect wholly-owned subsidiary of NJR, acquired 100 percent of the issued and outstanding limited liability company interests of Leaf River Energy Center LLC for $367.5 million. The purchase price was subject to certain contractual conditions, including customary purchase price adjustments related to the amount of net working capital and transaction expenses. Leaf River owns and operates a 32.2 million Dth salt dome natural gas storage facility, located in southeastern Mississippi.

The Company evaluated the acquisition under the guidance of ASU 2017-01, *Clarifying the Definition of a Business* and concluded that the acquisition did not meet the definition of a business, as almost all of the fair value relates to the natural gas storage assets acquired. As a result, the purchase was accounted for as an asset acquisition.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table summarizes the consideration transferred and purchase price allocation based upon the relative fair value of the assets acquired and liabilities to be assumed:

(Thousands)		Estimated Fair Value
Purchase price	$	367,500
Net working capital adjustment		4,111
Transaction costs		1,664
Total costs capitalized	$	373,275
Identifiable assets acquired		
Property, plant and equipment	$	365,715
Base gas		3,445
Other assets, net		4
Net working capital		4,111
Net assets acquired	$	373,275

The total consideration transferred is comprised of the purchase price to the seller and the transaction costs incurred during the acquisition. The Company utilized a discounted cash flow valuation technique to measure the fair value of the property, plant, and equipment based upon the present value of their future economic benefits reflecting current market expectations. Base gas is valued based upon the estimated replacement costs associated with the respective assets.

Base gas is needed to maintain the necessary pressure to allow efficient operation of the storage facility. The base gas is determined to be recoverable and is considered a component of the facility and presented as a component in property, plant and equipment. This natural gas is not depreciated, as it is expected to be recovered and sold.

Property, plant and equipment consist primarily of surface equipment and pipelines necessary to operate the facility. Depreciation is computed on a straight-line basis over the estimated useful life of the assets, ranging from five to 50 years, based on various classes of depreciable property.

Asset retirement obligations are initially recognized when the legal obligation to retire an asset has been incurred and a reasonable estimate of fair value can be made. The Company records any asset retirement obligations in the period in which information permitting a reasonable estimate of such obligation becomes available. The Company is unable to predict when, or if, the storage facilities and related pipelines would become completely obsolete and require decommissioning. As such, upon acquisition, there were no liabilities recorded for asset retirement obligations, as both the timing and future estimates of decommissioning the storage facilities and related pipelines were indeterminable.

The assumptions used in the discounted cash flow valuation are not observable in active markets and thus represent non-recurring Level 3 fair value measurements.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Critical Accounting Policies

A summary of our critical accounting policies is included in *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations* of our Annual Report on Form 10-K for the period ended September 30, 2020. Our critical accounting policies have not changed from those reported in the 2020 Annual Report on Form 10-K.

Recently Issued Accounting Standards

Refer to *Note 2. Summary of Significant Accounting Policies* for discussion of recently issued accounting standards.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

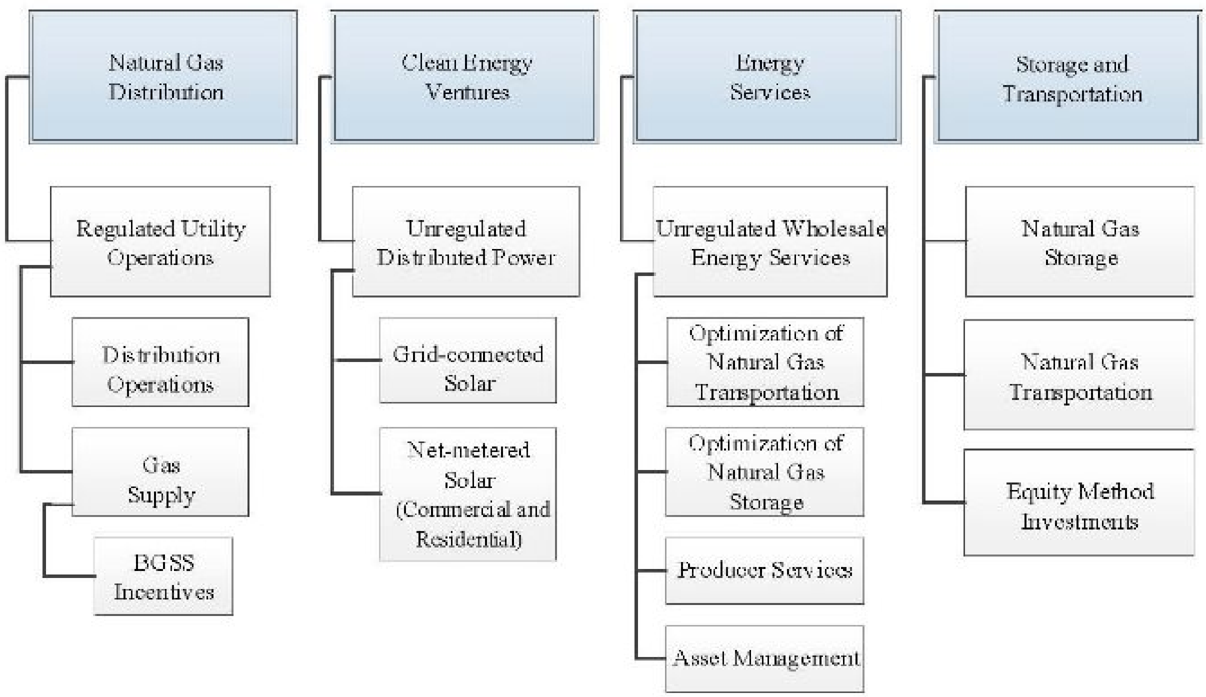
Management's Overview

Consolidated

NJR is an energy services holding company providing retail natural gas service in New Jersey and wholesale natural gas and related energy services to customers in the U.S. and Canada. In addition, we invest in clean energy projects, storage and transportation assets and provide various repair, sales and installations services. A more detailed description of our organizational structure can be found in *Item 1. Business* of our 2020 Annual Report on Form 10-K.

Reporting Segments

We have four primary reporting segments as presented in the chart below:



In addition to our four reporting segments above, we have non-utility operations that either provide corporate support services or do not meet the criteria to be treated as a separate reporting segment. These operations, which comprise Home Services and Other, include: appliance repair services, sales and installations at NJRHS; and commercial real estate holdings at CR&R.

Impacts of the COVID-19 Pandemic

We closely monitor developments related to the COVID-19 pandemic and have taken steps intended to limit potential exposure for our employees and those we serve. We have also taken proactive steps to ensure business continuity in the safe operation of our business. Both NJR and NJNG continue to have sufficient liquidity to meet their current obligations and business operations remain fundamentally unchanged at this time. This remains an evolving situation, and we cannot predict the extent or duration of the outbreak, the effects of the pandemic on the global, national or local economy, or its effects on our financial condition, results of operations and cash flows. We cannot predict the nature and extent of impacts to future operations. We will continue to monitor developments affecting our employees, customers, and operations and take additional steps to address the COVID-19 pandemic and its impacts, as necessary.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Operating Results

Net income (loss) by reporting segment and operations are as follows:

(Thousands)	Three Months Ended June 30, 2021		2020		Nine Months Ended June 30, 2021		2020	
Net income (loss)								
Natural Gas Distribution	**$ 1,581**	**(1)%**	$ 11,968	(62)%	**$ 131,589**	**111 %**	$ 142,160	109 %
Clean Energy Ventures	**(4,926)**	**4**	(5,686)	29	**(24,072)**	**(20)**	(22,694)	(17)
Energy Services	**(30,846)**	**28**	(28,845)	149	**83,688**	**70**	(1,255)	(1)
Storage and Transportation	**(77,679)**	**69**	3,615	(19)	**(69,460)**	**(58)**	10,877	8
Home Services and Other	**(384)**	**—**	(582)	3	**301**	**—**	675	1
Eliminations (1)	**423**	**—**	232	—	**(3,023)**	**(3)**	537	—
Total	**$ (111,831)**	**100 %**	$ (19,298)	100 %	**$ 119,023**	**100 %**	$ 130,300	100 %

(1) Consists of transactions between subsidiaries that are eliminated in consolidation.

The increase in net loss during the three months ended June 30, 2021, compared with the three months ended June 30, 2020, was driven primarily by the impairment of our equity method investment in PennEast and higher O&M costs within our Natural Gas Distribution and Energy Services segments. The decrease in net income during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, was driven primarily by the impairment of our equity method investment in PennEast, partially offset by increased earnings at Energy Services due to strong market demand related to the extreme cold weather during February 2021. The primary drivers of the changes noted above are described in more detail in the individual segment discussions.

Assets by reporting segment and operations are as follows:

(Thousands)	June 30, 2021		September 30, 2020	
Assets				
Natural Gas Distribution	**$ 3,617,354**	**67 %**	$ 3,531,477	66 %
Clean Energy Ventures	**851,755**	**16**	814,277	15
Energy Services	**273,460**	**5**	244,836	5
Storage and Transportation	**796,974**	**15**	844,799	16
Home Services and Other	**125,243**	**2**	138,375	3
Intercompany assets (1)	**(256,168)**	**(5)**	(257,287)	(5)
Total	**$ 5,408,618**	**100 %**	$ 5,316,477	100 %

(1) Consists of transactions between subsidiaries that are eliminated in consolidation.

The increase in assets was due primarily to additional investment in utility plant in our Natural Gas Distribution segment, solar asset investments at Clean Energy Ventures and increased infrastructure spend in Storage and Transportation primarily related to the on-going conversion and construction of the southern end of Adelphia Gateway, along with an increase in accounts receivable at our Natural Gas Distribution and Energy Services segments, partially offset by the impairment of our equity method investment in PennEast and decreased gas in storage at Energy Services.

Non-GAAP Financial Measures

Our management uses NFE, a non-GAAP financial measure, when evaluating our operating results. Energy Services economically hedges its natural gas inventory with financial derivative instruments. NFE is a measure of the earnings based on eliminating timing differences surrounding the recognition of certain gains or losses, to effectively match the earnings effects of the economic hedges with the physical sale of natural gas and, therefore, eliminates the impact of volatility to GAAP earnings associated with the derivative instruments. To the extent we utilize forwards, futures, or other derivatives to hedge forecasted SREC production, unrealized gains and losses are also eliminated from NFE. NFE also excludes impairment charges associated with equity method investments, which are a non-cash charge considered unusual in nature that occur infrequently and are not indicative of the Company's performance for our ongoing operations. Included in the tax effects are current and deferred income tax expense corresponding with the components of NFE.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

GAAP requires us, during the interim periods, to estimate our annual effective tax rate and use this rate to calculate the year-to-date tax provision. We also determine an annual estimated effective tax rate for NFE purposes and calculate a quarterly tax adjustment based on the differences between our forecasted net income and our forecasted NFE for the fiscal year. Since the annual estimated effective tax rate is based on certain forecasted assumptions, the rate and resulting NFE are subject to change. No adjustment is needed during the fourth quarter, since the actual effective tax rate is calculated at year end.

Non-GAAP financial measures are not in accordance with, or an alternative to, GAAP and should be considered in addition to, and not as a substitute for or a replacement of, the comparable GAAP measure and should be read in conjunction with those GAAP results. Below is a reconciliation of consolidated net income, the most directly comparable GAAP measure, to NFE:

	Three Months Ended June 30,		Nine Months Ended June 30,	
(Thousands, except per share data)	**2021**	2020	**2021**	2020
Net (loss)income	**$ (111,831)**	$ (19,298)	**$ 119,023**	$ 130,300
Add:				
Unrealized loss (gain) on derivative instruments and related transactions	**21,862**	23,712	**13,627**	(21,827)
Tax effect	**(5,198)**	(5,639)	**(3,240)**	5,189
Effects of economic hedging related to natural gas inventory [(1)]	**2,486**	4,739	**(12,255)**	10,474
Tax effect	**(591)**	(1,126)	**2,912**	(2,489)
Impairment of equity method investment	**92,000**	—	**92,000**	—
Tax effect	**(11,934)**	—	**(11,934)**	—
NFE tax adjustment	**(942)**	294	**980**	257
Net financial (loss) earnings	**$ (14,148)**	$ 2,682	**$ 201,113**	$ 121,904
Basic (loss) earnings per share	**$ (1.16)**	$ (0.20)	**$ 1.24**	$ 1.38
Add:				
Unrealized loss (gain) on derivative instruments and related transactions	**0.22**	0.25	**0.14**	(0.23)
Tax effect	**(0.05)**	(0.06)	**(0.03)**	0.06
Effects of economic hedging related to natural gas inventory [(1)]	**0.03**	0.05	**(0.13)**	0.11
Tax effect	**(0.01)**	(0.01)	**0.03**	(0.03)
Impairment of equity method investment	**0.95**	—	**0.95**	—
Tax effect	**(0.12)**	—	**(0.12)**	—
NFE tax adjustment	**(0.01)**	—	**0.01**	—
Basic NFE per share	**$ (0.15)**	$ 0.03	**$ 2.09**	$ 1.29

(1) Effects of hedging natural gas inventory transactions where the economic impact is realized in a future period.

NFE by reporting segment and other operations, discussed in more detail within the operating results sections of each segment, is summarized as follows:

	Three Months Ended June 30,				Nine Months Ended June 30,			
(Thousands)	**2021**		2020		**2021**		2020	
Net financial earnings (loss)								
Natural Gas Distribution	**$ 1,581**	**(11)%**	$ 11,968	446 %	**$ 131,589**	**65 %**	$ 142,160	117 %
Clean Energy Ventures	**(4,926)**	**35**	(5,686)	(212)	**(24,072)**	**(12)**	(22,694)	(19)
Energy Services	**(12,527)**	**89**	(6,619)	(247)	**85,501**	**43**	(9,254)	(8)
Storage and Transportation	**2,387**	**(17)**	3,615	135	**10,606**	**5**	10,877	9
Home Services and Other	**(384)**	**3**	(582)	(22)	**301**	**—**	675	1
Eliminations [(1)]	**(279)**	**1**	(14)	—	**(2,812)**	**(1)**	140	—
Total	**$ (14,148)**	**100 %**	$ 2,682	100 %	**$ 201,113**	**100 %**	$ 121,904	100 %

(1) Consists of transactions between subsidiaries that are eliminated in consolidation.

The decrease in NFE during the three months ended June 30, 2021, compared with the three months ended June 30, 2020, was due primarily to increased O&M at our Natural Gas Distribution and Energy Services segments. The increase in NFE during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, was due primarily to increased earnings at Energy Services as previously discussed.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Natural Gas Distribution Segment

Overview

Our Natural Gas Distribution segment is comprised of NJNG, a natural gas utility that provides regulated retail natural gas service throughout Burlington, Middlesex, Monmouth, Morris and Ocean counties in New Jersey to approximately 562,700 residential and commercial customers in its service territory and also participates in the off-system sales and capacity release markets. The business is subject to various risks, including those risks associated with COVID-19 and may include but is not limited to impacts to customer growth and customer usage, customer collections, the timing and costs of capital expenditures and construction of infrastructure projects, operating and financing costs, fluctuations in commodity prices and customer conservation efforts. In addition, NJNG may be subject to adverse economic conditions, certain regulatory actions, environmental remediation and severe weather conditions. It is often difficult to predict the impact of events or trends associated with these risks.

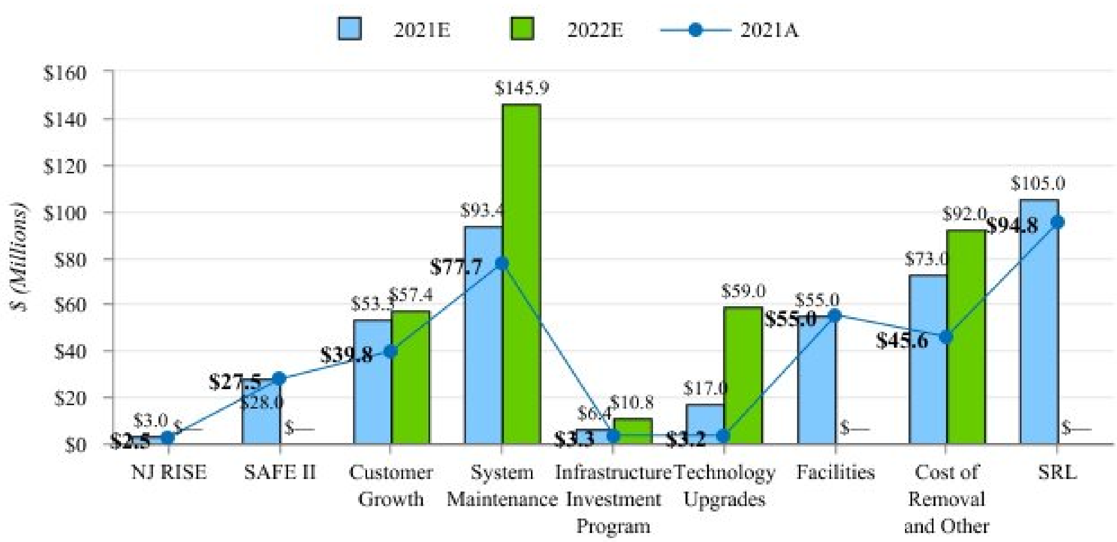
NJNG's business is seasonal by nature, as weather conditions directly influence the volume of natural gas delivered to customers on an annual basis. Specifically, customer demand substantially increases during the winter months when natural gas is used for heating purposes. As a result, NJNG receives most of its natural gas distribution revenues during the first and second fiscal quarters and is subject to variations in earnings and working capital during the year.

As a regulated company, NJNG is required to recognize the impact of regulatory decisions on its financial statements. See *Note 4. Regulation* in the accompanying Unaudited Condensed Consolidated Financial Statements for a more detailed discussion on regulatory actions, including filings related to programs and associated expenditures, as well as rate requests related to recovery of capital investments and operating costs.

NJNG's operations are managed with the goal of providing safe and reliable service, growing its customer base, diversifying its utility gross margin, promoting clean energy programs and mitigating the risks discussed above.

Infrastructure Projects

NJNG has significant annual capital expenditures associated with the management of its natural gas distribution and transmission system, including new utility plant associated with customer growth and its associated pipeline integrity management and infrastructure programs. Below is a summary of NJNG's capital expenditures, including accruals, for the nine months ended June 30, 2021, and estimates of expected investments for fiscal 2021 and 2022:



ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Estimated capital expenditures are reviewed on a regular basis and may vary based on the ongoing effects of regulatory oversight, environmental regulations, unforeseen events and the ability to access capital.

Infrastructure Investment Program

On February 28, 2019, NJNG filed a petition with the BPU seeking authority to implement a five-year IIP. The IIP consists of two components: transmission and distribution investments and information technology replacement and enhancements. The total investment for the IIP is approximately $507 million. All approved investments will be recovered through annual filings to adjust base rates. On October 28, 2020, the BPU approved the Company's transmission and distribution component of the IIP for $150 million over five years, effective November 1, 2020. NJNG voluntarily withdrew the information technology upgrade component and will seek to recover associated costs in future rate case proceedings.

SAFE II and NJ RISE

NJNG continues to implement BPU-approved infrastructure projects that are designed to enhance the reliability and integrity of NJNG's natural gas distribution system.

The BPU approved the 5-year SAFE II program and the associated rate mechanism to replace the remaining unprotected steel mains and services from NJNG's natural gas distribution system at an estimated cost of approximately $200 million, excluding AFUDC. With the approval of SAFE II, $157.5 million was approved for accelerated cost recovery methodology. The remaining $42.5 million in capital expenditures must be requested for recovery in base rate cases, of which $23.4 million was approved in NJNG's 2019 base rate case.

The BPU approved NJNG's NJ RISE capital infrastructure program, which consists of six capital investment projects estimated to cost $102.5 million, excluding AFUDC, for natural gas distribution storm hardening and mitigation projects, along with associated depreciation expense. These system enhancements are intended to minimize service impacts during extreme weather events to customers in the most storm-prone areas of NJNG's service territory. Recovery of NJ RISE investments is included in NJNG's base rates.

On March 30, 2020, NJNG filed a petition with the BPU requesting a rate increase of approximately $7.4 million for the recovery associated with NJ RISE and SAFE II capital investment costs of approximately $57.9 million. On July 24, 2020, the Company updated the filing with actual information through June 30, 2020 and the revised rate increase requested was $7.1 million based on $55.1 million of actual capital investments. On September 9, 2020, the BPU approved the increase to base rate revenue, effective October 1, 2020.

On March 31, 2021, NJNG filed a petition with the BPU requesting the final base rate increase of approximately $311,000 for the recovery associated with NJ RISE and SAFE II capital investments cost of approximately $3.4 million made through June 30, 2021. On June 22, 2021, this filing was consolidated with the 2021 base rate case and on July 30, 2021, was updated for actual information through June 30, 2021. Changes to base rates are anticipated to be effective concurrent with the base rate case request.

Southern Reliability Link

The SRL is an approximately 30-mile, 30-inch transmission main designed to support improved system reliability and integrity in the southern portion of NJNG's service territory. Construction began on the project in December 2018 and is estimated to cost between $290 million and $310 million upon completion. On March 30, 2021, NJNG filed a base rate case with the BPU requesting rate recovery for SRL and other infrastructure investments. SRL is expected to be placed in service during August 2021.

Customer Growth

In conducting NJNG's business, management focuses on factors it believes may have significant influence on its future financial results. NJNG's policy is to work with all stakeholders, including customers, regulators and policymakers, to achieve favorable results. These factors include the rate of NJNG's customer growth in its service territory, which can be influenced by political and regulatory policies, the delivered cost of natural gas compared with competing fuels, interest rates and general economic and business conditions.

NJNG's total customers include the following:

	June 30, 2021	June 30, 2020
Firm customers		
Residential	**500,923**	493,322
Commercial, industrial & other	**30,789**	29,810
Residential transport	**22,030**	22,840
Commercial transport	**8,895**	9,240
Total firm customers	**562,637**	555,212
Other	**106**	51
Total customers	**562,743**	555,263

During the nine months ended June 30, 2021 and 2020, respectively, NJNG added 5,448 and 5,879 new customers. NJNG expects these new customer additions, and those customers who added additional natural gas services to their premises to contribute approximately $3.9 million to utility gross margin during fiscal 2021.

NJNG continues to expect to add approximately 28,000 to 30,000 new customers during the three-year period of fiscal 2021 to 2023. Based on information from municipalities and developers, as well as external industry analysts and management's experience, NJNG estimates that approximately 65 percent of the growth will come from new construction markets and 35 percent from customer conversions to natural gas from other fuel sources. This new customer and conversion growth would increase utility gross margin under NJNG's base rates by approximately $6.3 million annually, as calculated under NJNG's CIP tariff. See the *Natural Gas Distribution Segment Operating Results* section of *Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations* that follows for a definition and further discussion of utility gross margin.

Energy Efficiency Programs

SAVEGREEN conducts home energy audits and provides various grants, incentives and financing alternatives designed to encourage the installation of high-efficiency heating and cooling equipment and other energy efficiency upgrades. Depending on the specific incentive or approval, NJNG recovers costs associated with the programs over a two- to 10-year period through a tariff rider mechanism. On March 3, 2021, the BPU approved a three-year SAVEGREEN program consisting of approximately $126.1 million of direct investment, $109.4 million in financing options, and approximately $23.4 million in operation and maintenance expenses, which resulted in a $15.6 million annual recovery increase, effective July 1, 2021.

On May 29, 2020, NJNG filed a petition with the BPU for a slight decrease in its EE recovery rate. Throughout the course of the proceeding, NJNG updated the filing with additional actual information. Based on the updated information, the BPU approved NJNG to maintain its existing rate, which will result in an annual recovery of approximately $11.4 million, effective November 1, 2020.

On June 11, 2021, NJNG submitted its annual cost recovery filing for the SAVEGREEN programs established from 2010 through 2018. If approved, the proposed rate increase will increase annual recoveries by $2.2 million, effective October 1, 2021.

The following table summarizes, loans, grants, rebates and related investments as of:

usands)		**June 30, 2021**	September 30, 2020
ns	**$**	**129,800**	119,400
nts, rebates and related investments		**84,600**	80,500
l	**$**	**214,400**	199,900

Program recoveries from customers during the nine months ended June 30, 2021 and 2020, were $10.2 million and $9.8 million, respectively. The recovery includes a weighted average cost of capital that ranges from 6.69 percent to 7.76 percent, with a return on equity of 9.6 percent to 10.3 percent.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Conservation Incentive Program/BGSS

The CIP facilitates normalizing NJNG's utility gross margin for variances not only due to weather but also for other factors affecting customer usage, such as conservation and energy efficiency. Recovery of utility gross margin for the non-weather variance through the CIP is limited to the amount of certain natural gas supply cost savings achieved and is subject to a variable margin revenue test. Additionally, recovery of the CIP utility gross margin is subject to an annual earnings test. An annual review of the CIP must be filed by June 1, coincident with NJNG's annual BGSS filing, during which NJNG can request rate changes to the CIP. In May 2014, the BPU approved the continuation of the CIP program with no expiration date.

NJNG's total utility firm gross margin includes the following adjustments related to the CIP mechanism:

	Three Months Ended June 30,		Nine Months Ended June 30,	
(Thousands)	**2021**	2020	**2021**	2020
Weather [(1)]	**$ 483**	$ (5,261)	**$ 13,273**	$ 17,883
Usage	**2,784**	3,061	**(461)**	1,783
Total	**$ 3,267**	$ (2,200)	**$ 12,812**	$ 19,666

(1) Compared with the 20-year average, weather was 3.1 percent warmer-than-normal and 21.9 percent colder-than-normal during the three months ended June 30, 2021 and 2020, respectively and 6.1 percent warmer-than-normal and 7.6 percent warmer-than-normal during the nine months ended June 30, 2021 and 2020, respectively.

Recovery of natural gas costs

NJNG's cost of natural gas is passed through to our customers, without markup, by applying NJNG's authorized BGSS rate to actual therms delivered. There is no utility gross margin associated with BGSS costs; therefore, changes in such costs do not impact NJNG's earnings. NJNG monitors its actual natural gas costs in comparison to its BGSS rates to manage its cash flows associated with its allowed recovery of natural gas costs, which is facilitated through BPU-approved deferred accounting and the BGSS pricing mechanism. Accordingly, NJNG occasionally adjusts its periodic BGSS rates or can issue credits or refunds, as appropriate, for its residential and small commercial customers when the commodity cost varies from the existing BGSS rate. BGSS rates for its large commercial customers are adjusted monthly based on NYMEX prices.

NJNG's residential and commercial markets are currently open to competition, and its rates are segregated between BGSS (i.e., natural gas commodity) and delivery (i.e., transportation) components. NJNG earns utility gross margin through the delivery of natural gas to its customers and, therefore, is not negatively affected by customers who use its transportation service and purchase natural gas from another supplier. Under an existing order from the BPU, BGSS can be provided by suppliers other than the state's natural gas utilities; however, customers who purchase natural gas from another supplier continue to use NJNG for transportation service.

On March 27, 2020, the BPU approved, on a final basis, a decrease to NJNG's BGSS rate for residential and small commercial customers, an increase to its balancing charge rate, resulting in a $2.0 million decrease to the annual revenues credited to BGSS, as well as changes to the CIP rates, which resulted in a $10.6 million annual recovery increase, effective October 1, 2019.

On November 20, 2020, NJNG notified the BPU of its intent to provide BGSS bill credits to residential and small commercial sales customers effective December 1, 2020 to December 31, 2020. On December 22, 2020, NJNG notified the BPU of the extension of the BGSS bill credits through January 31, 2021. The actual bill credits given to customers totaled $20.6 million, $19.3 million net of tax.

On March 3, 2021, the BPU approved, on a final basis, NJNG's annual petition to modify its BGSS, balancing charge and CIP rates for residential and small commercial customers. The rate changes resulted in a $20.4 million decrease to the annual revenues credited to BGSS, a $3.8 million annual decrease related to its balancing charge, as well as changes to CIP rates, which resulted in a $16.5 million annual recovery increase, effective October 1, 2020. The balancing charge rate includes the cost of balancing natural gas deliveries with customer usage for sales and transportation customers and balancing charge revenues are credited to BGSS.

On May 28, 2021, NJNG submitted its annual petition to modify its BGSS, balancing charge and CIP rates. The proposed rate changes result in a $2.9 million increase to the annual revenues credited to BGSS, a $13.0 million annual increase related to its balancing charge, as well as changes to CIP rates, which result in a $1.6 million annual recovery decrease, effective October 1, 2021.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

BGSS Incentive Programs

NJNG is eligible to receive financial incentives for reducing BGSS costs through a series of utility gross margin-sharing programs that include off-system sales, capacity release and storage incentive programs. These programs are designed to encourage better utilization and hedging of NJNG's natural gas supply, transportation and storage assets. Depending on the program, NJNG shares 80 or 85 percent of utility gross margin generated by these programs with firm customers. Utility gross margin from incentive programs was $3.3 million and $2.4 million during the three months ended June 30, 2021 and 2020, respectively, and $10.0 million and $6.7 million during the nine months ended June 30, 2021 and 2020, respectively.

Hedging

In order to provide relative price stability to its natural gas supply portfolio, NJNG employs a hedging strategy with the goal of having at least 75 percent of the Company's projected winter periodic BGSS natural gas sales volumes hedged by each November 1 and at least 25 percent of the projected periodic BGSS natural gas sales hedged for the following April through March period. This is accomplished with the use of various financial instruments including futures, swaps and options used in conjunction with commodity and/or weather-related hedging activity.

Commodity prices

Our Natural Gas Distribution segment is affected by the price of natural gas, which can have a significant impact on our cash flows, short-term financing costs, the price of natural gas charged to our customers through the BGSS clause, our ability to collect accounts receivable, which impacts our bad debt expense, and our ability to maintain a competitive advantage over other energy sources. Natural gas commodity prices are shown in the graph below, which illustrates the daily natural gas prices[(1)] in the Northeast market region, also known as TETCO M-3.

(1) Data source from Standard & Poor's Financial Services, LLC Global Platts.

The maximum price per MMBtu was $14.57 and $5.59 and the minimum price was $0.28 and $0.68 for the nine months ended June 30, 2021 and 2020, respectively. A more detailed discussion of the impacts of the price of natural gas on operating revenues, natural gas purchases and cash flows can be found in the *Operating Results* and *Cash Flow* sections of *Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.*

Societal Benefits Charge

NJNG's qualifying customers are eligible for the USF program, which is administered by the New Jersey Department of Community Affairs, to help make energy bills more affordable. On June 25, 2020, NJNG filed its annual USF compliance filing

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

proposing a decrease to the statewide USF rate, which will result in annual decreases of approximately $400,000. On September 23, 2020, the BPU approved the decrease, effective October 1, 2020.

On March 16, 2020, the BPU approved on a final basis NJNG's annual SBC application including recovery of remediation expenses, an increase in the RAC of approximately $1.2 million annually and an annual decrease to the NJCEP factor of $600,000, which was effective April 1, 2020.

On April 7, 2021, the BPU approved on a final basis NJNG's annual SBC application to recover remediation expenses, including an increase in the RAC, of approximately $1.3 million annually and an increase to the NJCEP factor, of approximately $6.0 million, which was effective May 1, 2021.

On June 25, 2021, NJNG filed its annual USF compliance filing proposing an increase to the statewide USF rate, which will result in an annual increase of approximately $4.9 million, effective October 1, 2021.

Environmental Remediation

NJNG is responsible for the environmental remediation of former MGP sites, which contain contaminated residues from former gas manufacturing operations that ceased operating at these sites by the mid-1950s and, in some cases, had been discontinued many years earlier. Actual MGP remediation costs may vary from management's estimates due to the developing nature of remediation requirements, regulatory decisions by the NJDEP and related litigation. NJNG reviews these costs at the end of each fiscal year and adjusts its liability and corresponding regulatory asset as necessary to reflect its expected future remediation obligation. Accordingly, NJNG recognized a regulatory asset and an obligation of $136.9 million as of June 30, 2021, a decrease of $13.7 million compared with the prior fiscal period.

In June 2019, NJNG initiated a preliminary assessment of a site in Aberdeen, New Jersey to determine prior ownership and if former MGP operations were active at the location. The preliminary assessment and site investigation activities are ongoing at the Aberdeen, NJ site location and based on initial findings will be moving to remedial investigation phase. The costs associated with preliminary assessment, site investigation and remedial investigation activities are considered immaterial and are included as a component of NJNG's annual SBC application to recover remediation expenses. We will continue to gather information to further refine and enhance its estimate of potential costs for this site as it becomes available. See Note 13. Commitments and Contingent Liabilities for a more detailed description.

Other regulatory filings and a more detailed discussion of the filings in this section can be found in *Note 4. Regulation* in the accompanying Unaudited Condensed Consolidated Financial Statements.

Operating Results

NJNG's operating results are as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
(Thousands)	**2021**	2020	**2021**	2020
Operating revenues	**$ 127,626**	$ 128,532	**$ 633,522**	$ 645,375
Operating expenses				
Natural gas purchases [(1)]	**44,111**	48,116	**221,872**	258,194
Operation and maintenance	**51,679**	39,344	**148,268**	115,344
Regulatory rider expense	**5,456**	5,464	**34,570**	32,536
Depreciation and amortization	**19,894**	18,269	**58,538**	53,186
Total operating expenses	**121,140**	111,193	**463,248**	459,260
Operating income	**6,486**	17,339	**170,274**	186,115
Other income, net	**4,651**	3,023	**12,840**	8,081
Interest expense, net of capitalized interest	**8,667**	7,455	**26,647**	22,760
Income tax provision	**889**	939	**24,878**	29,276
Net income	**$ 1,581**	$ 11,968	**$ 131,589**	$ 142,160

(1) Includes related party transactions of approximately $2.3 million and $2.5 million for the three months ended June 30, 2021 and 2020, respectively, and $10.7 million and $9.2 million for the nine months ended June 30, 2021 and 2020, respectively, the majority of which is eliminated in consolidation.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Operating Revenues and Natural Gas Purchases

During the three months ended June 30, 2021, compared with the three months ended June 30, 2020, operating revenues decreased by 0.7 percent and natural gas purchases decreased 8.3 percent. During the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, operating revenues decreased by 1.8 percent and natural gas purchases decreased 14.1 percent.

The factors contributing to the increases and decreases in operating revenues and natural gas purchases are as follows:

	Three Months Ended June 30, 2021 v. 2020		Nine Months Ended June 30, 2021 v. 2020	
(Thousands)	**Operating revenues**	**Natural gas purchases**	**Operating revenues**	**Natural gas purchases**
Firm sales	**$ (7,930)**	**$ (4,050)**	**$ 23,288**	**$ 8,094**
BGSS incentives	**4,209**	**3,351**	**(1,473)**	**(4,707)**
SAFE II/NJ RISE	**1,279**	**—**	**6,291**	**—**
Base rate impact	**—**	**—**	**5,076**	**—**
CIP adjustments	**5,467**	**—**	**(6,854)**	**—**
Average BGSS rates	**(3,347)**	**(3,347)**	**(18,238)**	**(18,238)**
Bill credits	**—**	**—**	**(20,590)**	**(20,590)**
Other (1)	**(584)**	**41**	**647**	**(881)**
Total decrease	**$ (906)**	**$ (4,005)**	**$ (11,853)**	**$ (36,322)**

(1) Other includes changes in rider rates, including those related to EE, NJCEP and other programs.

Non-GAAP Financial Measures

Management uses utility gross margin, a non-GAAP financial measure, when evaluating the operating results of NJNG. NJNG's utility gross margin is defined as natural gas revenues less natural gas purchases, sales tax, and regulatory rider expenses, and may not be comparable to the definition of gross margin used by others in the natural gas distribution business and other industries. Management believes that utility gross margin provides a meaningful basis for evaluating utility operations since natural gas costs, sales tax and regulatory rider expenses are included in operating revenues and passed through to customers and, therefore, have no effect on utility gross margin. Non-GAAP financial measures are not in accordance with, or an alternative to, GAAP and should be considered in addition to, and not as a substitute for, the comparable GAAP measure.

Utility Gross Margin

A reconciliation of operating revenues, the closest GAAP financial measure to NJNG's utility gross margin, is as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
(Thousands)	**2021**	2020	**2021**	2020
Operating revenues	**$ 127,626**	$ 128,532	**$ 633,522**	$ 645,375
Less:				
Natural gas purchases	**44,111**	48,116	**221,872**	258,194
Regulatory rider expense	**5,456**	5,464	**34,570**	32,536
Utility gross margin	**$ 78,059**	$ 74,952	**$ 377,080**	$ 354,645

Utility gross margin consists of three components:

- utility firm gross margin generated from only the delivery component of either a sales tariff or a transportation tariff from residential and commercial customers who receive natural gas service from NJNG;
- BGSS incentive programs, where revenues generated or savings achieved from BPU-approved off-system sales, capacity release or storage incentive programs are shared between customers and NJNG; and
- utility gross margin generated from off-tariff customers, as well as interruptible customers.

The following provides more information on the components of utility gross margin and associated throughput (Bcf) of natural gas delivered to customers:

	Three Months Ended June 30,				Nine Months Ended June 30,			
	2021		2020		**2021**		2020	
($ in thousands)	**Margin**	**Bcf**	Margin	Bcf	**Margin**	**Bcf**	Margin	Bcf
Utility gross margin/throughput								
Residential	**$ 48,333**	**6.6**	$ 47,002	7.7	**$ 258,776**	**42.9**	$ 244,625	41.2
Commercial, industrial and other	**14,282**	**1.2**	11,668	1.2	**54,372**	**7.9**	49,739	7.6
Firm transportation	**11,186**	**2.5**	12,655	2.3	**51,352**	**12.1**	49,783	11.7
Total utility firm gross margin/throughput	**73,801**	**10.3**	71,325	11.2	**364,500**	**62.9**	344,147	60.5
BGSS incentive programs	**3,260**	**24.9**	2,402	28.2	**9,952**	**74.4**	6,718	84.3
Interruptible/off-tariff agreements	**998**	**5.4**	1,225	5.2	**2,628**	**10.7**	3,780	18.9
Total utility gross margin/throughput	**$ 78,059**	**40.6**	$ 74,952	44.6	**$ 377,080**	**148.0**	$ 354,645	163.7

Utility Firm Gross Margin

Utility firm gross margin increased $2.5 million during the three months ended June 30, 2021, compared with the three months ended June 30, 2020, due primarily to increased returns on infrastructure programs related to SAFE II and NJ RISE. Utility firm gross margin increased $20.4 million during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, due primarily to the increase in base rates, along with increased returns on infrastructure programs as previously discussed.

BGSS Incentive Programs

The factors contributing to the change in utility gross margin generated by BGSS incentive programs are as follows:

(Thousands)	**Three Months Ended June 30, 2021 v. 2020**	**Nine Months Ended June 30, 2021 v. 2020**
Off-system sales	**$ 141**	**$ 908**
Storage	**640**	**2,389**
Capacity release	**77**	**(63)**
Total increase	**$ 858**	**$ 3,234**

The increase in BGSS incentive programs during the three and nine months ended June 30, 2021, compared with the three and nine months ended June 30, 2020, was due primarily to improved opportunities for storage incentive compared with the prior year along with increased margins from off-system sales.

Operation and Maintenance Expense

O&M expense increased $12.3 million and $32.9 million during the three and nine months ended June 30, 2021, compared with the three and nine months ended June 30, 2020, respectively, due primarily to increased compensation, information technology expenditures and bad debt expenses.

Depreciation Expense

Depreciation expense increased $1.6 million and $5.4 million during the three and nine months ended June 30, 2021, compared with the three and nine months ended June 30, 2020, respectively, as a result of additional utility plant being placed into service.

Interest Expense

Interest expense increased $1.2 million and $3.9 million during the three and nine months ended June 30, 2021, compared with the three and nine months ended June 30, 2020, respectively, due primarily to increased outstanding long-term debt.

Other Income

Other income increased $1.6 million and $4.8 million during the three and nine months ended June 30, 2021, compared with the three and nine months ended June 30, 2020, respectively, due primarily to increased AFUDC earned on infrastructure projects.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Income Tax Provision

Income tax provision remained relatively unchanged during the three months ended June 30, 2021, compared with the three months ended June 30, 2020. Income tax provision decreased $4.4 million during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, due to lower operating income.

Net Income

Net income decreased $10.4 million and $10.6 million during the three and nine months ended June 30, 2021, respectively, compared with the three and nine months ended June 30, 2020, due primarily to increased O&M, depreciation and interest expenses, as previously discussed.

Clean Energy Ventures Segment

Overview

Our Clean Energy Ventures segment actively pursues opportunities in the renewable energy markets. Clean Energy Ventures enters into various agreements to install solar net-metered systems for residential and commercial customers, as well as large commercial grid-connected projects. In addition, Clean Energy Ventures enters into various long-term agreements, including PPAs, to supply energy from commercial solar projects.

Capital expenditures related to clean energy projects are subject to change due to a variety of factors that may affect our ability to commence operations at these projects on a timely basis or at all, including logistics associated with the start-up of residential and commercial solar projects, such as timing of construction schedules, the permitting and regulatory process, any delays related to electric grid interconnection, economic trends, unforeseen events and the ability to access capital or allocation of capital to other investments or business opportunities. Clean Energy Ventures is also subject to risks associated with COVID-19, which may include impacts to residential solar customer growth and customer collections, our ability to identify and develop commercial solar asset investments, impacts to our supply chain and our ability to source materials for construction.

The primary contributors toward the value of qualifying clean energy projects are tax incentives and RECs. Changes in the federal statutes related to the ITC and/or relevant state legislation and regulatory policies affecting the market for solar renewable energy credits, could significantly affect future results.

Solar

Solar projects placed in service and related expenditures are as follows:

	Three Months Ended June 30,					
($ in Thousands)	**2021**			2020		
Placed in service	**Projects**	**MW**	**Costs**	Projects	MW	Costs
Grid-connected	**—**	**—**	**$ —**	3	32.0	$ 53,771
Net-metered:						
Commercial	**—**	**—**	**—**	—	—	50
Residential	**134**	**1.5**	**4,001**	90	1.2	3,291
Total placed in service	**134**	**1.5**	**$ 4,001**	93	33.2	$ 57,112

	Nine Months Ended June 30,					
($ in Thousands)	**2021**			2020		
Placed in service	**Projects**	**MW**	**Costs**	Projects	MW	Costs
Grid-connected	**2**	**5.6**	**$ 9,175** *(1)*	6	54.9	$ 105,863
Net-metered:						
Commercial	**—**	**—**	**—**	—	—	50
Residential	**260**	**2.8**	**7,830**	371	4.2	12,376
Total placed in service	**262**	**8.4**	**$ 17,005**	377	59.1	$ 118,289

(1) Includes an operational 2.9 MW commercial solar project acquired in December 2020.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Since inception, Clean Energy Ventures has constructed a total of 365.8 MW of solar capacity. Projects that were placed in service through December 31, 2019, qualified for a 30-percent federal ITC. The credit declined to 26 percent for property under construction during 2020 and was originally scheduled to decline to 22 percent for property under construction during 2021 and 10 percent for any property that is under construction after 2021. On December 27, 2020, the 26 percent federal ITC was extended through the end of 2022. The credit declines to 22 percent after 2022 and to 10 percent after 2023.

Projects placed in service after December 31, 2019, also qualified for a 30 percent federal ITC if five percent or more of the total costs of a solar property are incurred before the end of the applicable year and there are continuous efforts to advance towards completion of the project, based on the IRS guidance around the ITC safe harbor determination. We have taken steps to preserve the ITC at the higher rate for certain solar projects that are completed after the scheduled reduction in rates, in accordance with IRS guidance.

Clean Energy Ventures may enter into transactions to sell certain of its commercial solar assets concurrent with agreements to lease the assets back over a period of five to 15 years. The Company will continue to operate the solar assets and are responsible for related expenses and entitled to retain the revenue generated from SRECs, TRECs and energy sales. The ITCs and other tax benefits associated with these solar projects transfer to the buyer if applicable; however, the lease payments are structured so that Clean Energy Ventures is compensated for the transfer of the related tax incentives. Accordingly, for solar projects financed under sale leasebacks for which the assets were sold during the first 5 years of in-service life, Clean Energy Ventures recognizes the equivalent value of the ITC in other income on the Unaudited Condensed Consolidated Statements of Operations over the respective five-year ITC recapture periods, starting with the second year of the lease. During the nine months ended June 30, 2021 and 2020, Clean Energy Ventures received proceeds of $17.7 million and $42.9 million, respectively, in connection with the sale leaseback of commercial solar assets.

As part of its solar investment portfolio, Clean Energy Ventures operates a residential and small commercial solar program, The Sunlight Advantage®, that provides qualifying homeowners and small business owners the opportunity to have a solar system installed at their home or place of business with no installation or maintenance expenses. Clean Energy Ventures owns, operates and maintains the system over the life of the contract in exchange for monthly payments.

For solar installations placed in-service in New Jersey prior to April 30, 2020, each MWh of electricity produced creates an SREC that represents the renewable energy attribute of the solar-electricity generated that can be sold to third parties, predominantly load-serving entities that are required to comply with the solar requirements under New Jersey's renewable portfolio standard.

In December 2019, the BPU established the TREC as pursuant to the successor program to the SREC program. TRECs provide a fixed compensation base multiplied by an assigned project factor in order to determine their value. The project factor is determined by the type and location of the project, as defined. All TRECs generated are required to be purchased monthly by a TREC program administrator as appointed by the BPU.

SREC and TREC activity consisted of the following:

	Nine Months Ended June 30,		
	2021		2020
	SRECs	TRECs	SRECs
Inventory balance as of October 1,	**35,011**	**9,270**	53,395
RECs generated	**275,271**	**21,206**	253,649
RECs delivered	**(32,495)**	**(8,485)**	(62,680)
Inventory balance as of June 30,	**277,787**	**21,991**	244,364

The average SREC sales price was $201 and $189 during the nine months ended June 30, 2021 and 2020, respectively, and the average TREC price was $145 during the nine months ended June 30, 2021.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Clean Energy Ventures hedges its expected SREC production through the use of forward sales contracts. The following table reflects the hedged percentage of our projected inventory related to its in-service commercial and residential assets:

Energy Year (1)	Percent of SRECs Hedged
2021	97%
2022	97%
2023	97%
2024	93%
2025	37%
2026	10%

(1) Energy years are compliance periods for New Jersey's renewable portfolio standard that run from June 1 to May 31.

There are no direct costs associated with the production of SRECs or TRECs by our solar assets. All related costs are included as a component of O&M expenses on the Unaudited Condensed Consolidated Statements of Operations, including such expenses as facility maintenance and various fees.

Operating Results

Clean Energy Ventures' financial results are summarized as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
(Thousands)	**2021**	2020	**2021**	2020
Operating revenues	**$ 13,381**	$ 13,396	**$ 26,227**	$ 25,603
Operating expenses				
Operation and maintenance	**9,469**	7,542	**26,930**	22,355
Depreciation and amortization	**5,200**	6,777	**15,318**	19,696
Total operating expenses	**14,669**	14,319	**42,248**	42,051
Operating loss	**(1,288)**	(923)	**(16,021)**	(16,448)
Other expense, net	**(88)**	(77)	**(1)**	(201)
Interest expense, net	**4,998**	5,070	**15,298**	14,397
Income tax benefit	**(1,448)**	(384)	**(7,248)**	(8,352)
Net loss	**$ (4,926)**	$ (5,686)	**$ (24,072)**	$ (22,694)

Operating Revenues

Operating revenues remained relatively flat during the three months ended June 30, 2021, compared with the three months ended June 30, 2020. Operating revenues increased $624,000 during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, due primarily to the recognition of TREC revenue, which was not present during the same period in the prior year.

Operation and Maintenance Expense

O&M expense increased $1.9 million and $4.6 million during the three and nine months ended June 30, 2021, compared with the three and nine months ended June 30, 2020, respectively, due primarily to increased project maintenance, lease and information technology expenses.

Depreciation Expense

Depreciation expense decreased $1.6 million and $4.4 million during the three and nine months ended June 30, 2021, compared with the three and nine months ended June 30, 2020, respectively, primarily due to the change in estimated useful lives of our commercial solar assets, effective July 1, 2020.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Income Tax Benefit

Income tax benefit increased $1.1 million during the three months ended June 30, 2021, compared with the three months ended June 30, 2020, due primarily to a higher operating loss. Income tax benefit decreased $1.1 million during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, due primarily to a decrease in the state tax rate resulting from tax reform in New Jersey.

Net Loss

Net loss decreased $760,000 during the three months ended June 30, 2021, compared with the three months ended June 30, 2020, due primarily to decreased depreciation expense and increased tax benefit, partially offset by higher O&M, as previously discussed. Net loss increased $1.4 million during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, due primarily to the increased O&M and interest expense, partially offset by decreased depreciation expense, as previously discussed.

Energy Services Segment

Overview

Energy Services markets and sells natural gas to wholesale and retail customers and manages natural gas transportation and storage assets throughout major market areas across North America. Energy Services maintains a strategic portfolio of natural gas transportation and storage contracts that it utilizes in conjunction with its market expertise to provide service and value to its customers. Availability of these transportation and storage contracts allows Energy Services to generate market opportunities by capturing price differentials over specific time horizons and between geographic market locations.

Energy Services also provides management of transportation and storage assets for natural gas producers and regulated utilities. These management transactions typically involve the release of producer/utility owned storage and/or transportation capacity in combination with either an obligation to purchase and/or deliver physical natural gas. In addition to the contractual purchase and/or sale of physical natural gas, Energy Services generates or pays fee-based margin in exchange for its active management and may provide the producer and/or utility with additional margin based on actual results.

In conjunction with the active management of these contracts, Energy Services generates financial margin by identifying market opportunities and simultaneously entering into natural gas purchase/sale, storage or transportation contracts and financial derivative contracts. In cases where storage is utilized to fulfill these contracts, these forecast sales and/or purchases are economically hedged through the use of financial derivative contracts. The financial derivative contracts consist primarily of exchange-traded futures, options and swap contracts, and are frequently used to lock in anticipated transactional cash flows and to help manage volatility in natural gas market prices. Generally, when its transportation and storage contracts are exposed to periods of increased market volatility, Energy Services is able to implement strategies that allow them to capture margin by improving the respective time or geographic spreads on a forward basis.

Energy Services accounts for its physical commodity contracts and its financial derivative instruments at fair value on the Unaudited Condensed Consolidated Balance Sheets. Changes in the fair value of physical commodity contracts and financial derivative instruments are included in earnings as a component of operating revenues or natural gas purchases on the Unaudited Condensed Consolidated Statements of Operations. Volatility in reported net income at Energy Services can occur over periods of time due to changes in the fair value of derivatives, as well as timing differences related to certain transactions. Unrealized gains and losses can fluctuate as a result of changes in the price of natural gas, SRECs and foreign currency from the original transaction price. Volatility in earnings can also occur as a result of timing differences between the settlement of financial derivatives and the sale of the underlying physical commodity. For example, when a financial instrument settles and the physical natural gas is injected into inventory, the realized gains and losses associated with the financial instrument are recognized in earnings. However, the gains and losses associated with the physical natural gas are not recognized in earnings until the natural gas inventory is withdrawn from storage and sold, at which time Energy Services realizes the entire margin on the transaction.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Operating Results

Energy Services' financial results are summarized as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
(Thousands)	**2021**	2020	**2021**	2020
Operating revenues [(1)]	**$ 201,594**	$ 133,543	**$ 893,640**	$ 817,659
Operating expenses				
Natural gas purchases (including demand charges [(2)(3)])	**237,011**	167,061	**741,128**	803,697
Operation and maintenance	**4,066**	3,753	**41,080**	13,313
Depreciation and amortization	**28**	28	**83**	84
Total operating expenses	**241,105**	170,842	**782,291**	817,094
Operating (loss) income	**(39,511)**	(37,299)	**111,349**	565
Other income, net	**100**	62	**279**	254
Interest expense, net	**240**	517	**1,495**	2,680
Income tax (benefit) provision	**(8,805)**	(8,909)	**26,445**	(606)
Net (loss) income	**$ (30,846)**	$ (28,845)	**$ 83,688**	$ (1,255)

(1) Includes related party transactions of approximately $921,000 and $197,000 for the three months ended June 30, 2021 and 2020, respectively, and $4.0 million and $1.7 million for the nine months ended June 30, 2021 and 2020, respectively, which are eliminated in consolidation.

(2) Costs associated with pipeline and storage capacity are expensed over the term of the related contracts, which generally varies from less than one year to ten years.

(3) Includes related party transactions of approximately $226,000 and $46,000 for the three months ended June 30, 2021 and 2020, respectively, and $616,000 and $137,000 for the nine months ended June 30, 2021 and 2020, respectively, a portion of which is eliminated in consolidation.

Energy Services' portfolio of financial derivative instruments are composed of:

	Nine Months Ended June 30,	
(in Bcf)	**2021**	2020
Net short futures contracts	**22.6**	40.7

Operating Revenues and Natural Gas Purchases

Operating revenues increased $68.1 million and natural gas purchases increased $70.0 million during the three months ended June 30, 2021, compared with the three months ended June 30, 2020. Operating revenues increased $76.0 million and natural gas purchases decreased $62.6 million during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020. The increases during the three and nine months were due primarily to increased natural gas price and volumes compared to the prior period, along with volatility related to the extreme weather in the mid-continent and southern regions of the U.S. during February 2021. The decrease in gas purchases during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, was due primarily to the timing of injections and withdrawals for natural gas in storage.

Future results at Energy Services are contingent upon natural gas market price volatility driven by variations in both the supply and demand balances caused by weather and other factors. As a result, variations in weather patterns in the key market areas served may affect earnings during the fiscal year. Changes in market fundamentals such as an increase in supply and decrease in demand due to warmer temperatures, and reduced volatility can negatively impact Energy Services' earnings. See *Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations - Natural Gas Distribution Segment* for TETCO M-3 Daily Prices, which illustrates the daily natural gas prices in the Northeast market region.

Operation and Maintenance Expense

O&M expense increased $313,000 during the three months ended June 30, 2021, compared with the three months ended June 30, 2020, due primarily to increased compensation costs. O&M expense increased $27.8 million during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, due primarily to increased compensation costs, charitable contributions and bad debt expense.

Income Tax (Benefit) Provision

Income tax benefit remained relatively flat during the three months ended June 30, 2021, compared with the three months ended June 30, 2020. Income tax provision increased $27.1 million during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, due primarily to increased operating income related to increased natural gas price volatility during February 2021, as discussed above.

Net (Loss) Income

Net loss increased $2.0 million during the three months ended June 30, 2021, compared with the three months ended June 30, 2020, due primarily to increased natural gas costs and higher O&M expenses, as previously discussed. Net income increased $84.9 million during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, due primarily to increased operating income, partially offset by higher O&M expenses, as previously discussed.

Non-GAAP Financial Measures

Management uses financial margin and NFE, non-GAAP financial measures, when evaluating the operating results of Energy Services. Financial margin and NFE are based on removing timing differences associated with certain derivative instruments. GAAP also requires us, during the interim periods, to estimate our annual effective tax rate and use this rate to calculate the year-to-date tax provision. We also determine an annual estimated effective tax rate for NFE purposes and calculate a quarterly tax adjustment based on the differences between our forecasted net income and our forecasted NFE for the fiscal year. This adjustment is applied to Energy Services, as the adjustment primarily relates to timing differences associated with certain derivative instruments which impacts the estimate of the annual effective tax rate for NFE. No adjustment is needed during the fourth quarter, since the actual effective tax rate is calculated at year end.

Management views these measures as representative of the overall expected economic result and uses these measures to compare Energy Services' results against established benchmarks and earnings targets as these measures eliminate the impact of volatility on GAAP earnings as a result of timing differences associated with the settlement of derivative instruments. To the extent that there are unanticipated impacts from changes in the market value related to the effectiveness of economic hedges, Energy Services' actual non-GAAP results can differ from the results anticipated at the outset of the transaction. Non-GAAP financial measures are not in accordance with, or an alternative to, GAAP and should be considered in addition to, and not as a substitute for, the comparable GAAP measure.

When Energy Services reconciles the most directly comparable GAAP measure to both financial margin and NFE, the current period unrealized gains and losses on derivatives are excluded as a reconciling item. Financial margin and NFE also exclude the effects of economic hedging of the value of our natural gas in storage and, therefore, only include realized gains and losses related to natural gas withdrawn from storage, effectively matching the full earnings effects of the derivatives with realized margins on the related physical natural gas flows.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Financial Margin

The following table is a computation of Energy Services' financial margin:

(Thousands)	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020	Nine Months Ended June 30, 2021	Nine Months Ended June 30, 2020
Operating revenues (1)	**$ 201,594**	$ 133,543	**$ 893,640**	$ 817,659
Less: Natural gas purchases	**237,011**	167,061	**741,128**	803,697
Add:				
Unrealized loss (gain) on derivative instruments and related transactions	**22,784**	24,034	**13,351**	(21,306)
Effects of economic hedging related to natural gas inventory (2)	**2,486**	4,739	**(12,255)**	10,474
Financial margin	**$ (10,147)**	$ (4,745)	**$ 153,608**	$ 3,130

(1) Includes unrealized (gains) losses related to an intercompany transaction between NJNG and Energy Services that have been eliminated in consolidation of approximately $(920,000) and $(322,000) for the three months ended June 30, 2021 and 2020, respectively, and $277,000 and $(521,000) for the nine months ended June 30, 2021 and 2020, respectively.
(2) Effects of hedging natural gas inventory transactions where the economic impact is realized in a future period.

A reconciliation of operating income, the closest GAAP financial measure, to Energy Services' financial margin is as follows:

(Thousands)	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020	Nine Months Ended June 30, 2021	Nine Months Ended June 30, 2020
Operating (loss) income	**$ (39,511)**	$ (37,299)	**$ 111,349**	$ 565
Add:				
Operation and maintenance	**4,066**	3,753	**41,080**	13,313
Depreciation and amortization	**28**	28	**83**	84
Subtotal	**(35,417)**	(33,518)	**152,512**	13,962
Add:				
Unrealized loss (gain) on derivative instruments and related transactions	**22,784**	24,034	**13,351**	(21,306)
Effects of economic hedging related to natural gas inventory	**2,486**	4,739	**(12,255)**	10,474
Financial margin	**$ (10,147)**	$ (4,745)	**$ 153,608**	$ 3,130

Financial margin decreased $5.4 million during the three months ended June 30, 2021, compared with the three months ended June 30, 2020, due primarily to timing of settlement of certain transportation and storage options. Financial margin increased $150.5 million during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, due primarily to volatility related to the extreme weather in the mid-continent and southern regions of the U.S. during February 2021, as previously discussed.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Net Financial Earnings

A reconciliation of Energy Services' net income, the most directly comparable GAAP financial measure, to NFE is as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
(Thousands)	**2021**	2020	**2021**	2020
Net (loss) income	**$ (30,846)**	$ (28,845)	**$ 83,688**	$ (1,255)
Add:				
Unrealized loss (gain) on derivative instruments and related transactions	**22,784**	24,034	**13,351**	(21,306)
Tax effect [(1)]	**(5,418)**	(5,715)	**(3,175)**	5,065
Effects of economic hedging related to natural gas inventory	**2,486**	4,739	**(12,255)**	10,474
Tax effect	**(591)**	(1,126)	**2,912**	(2,489)
Net income to NFE tax adjustment	**(942)**	294	**980**	257
Net financial (loss) earnings	**$ (12,527)**	$ (6,619)	**$ 85,501**	$ (9,254)

(1) Includes taxes related to an intercompany transaction between NJNG and Energy Services that have been eliminated in consolidation of approximately $218,000 and $76,000 for the three months ended June 30, 2021 and 2020, respectively, and $(66,000) and $124,000 for the nine months ended June 30, 2021 and 2020, respectively.

Net financial loss increased $5.9 million during the three months ended June 30, 2021, compared with the three months ended June 30, 2020, due primarily to lower financial margin, as previously discussed. NFE increased $94.8 million during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, due primarily to higher financial margin, as previously discussed.

Future results are subject to Energy Services' ability to expand its wholesale sales and service activities and are contingent upon many other factors, including an adequate number of appropriate and credit qualified counterparties in an active and liquid natural marketplace, volatility in the natural gas market due to weather or other fundamental market factors impacting supply and/or demand, transportation, storage and/or other market arbitrage opportunities, sufficient liquidity in the overall energy trading market, and continued access to liquidity in the capital markets.

Storage and Transportation Segment

Overview

Our Storage and Transportation segment invests in natural gas assets, such as natural gas transportation and storage facilities. We believe that acquiring, owning and developing these storage and transportation assets, which operate under a tariff structure that has either regulated or market-based rates, can provide us a growth opportunity. Our Storage and Transportation segment is subject to various risks, including the construction, development and operation of our transportation and storage assets, obtaining necessary governmental, environmental and regulatory approvals, our ability to obtain necessary property rights and our ability to obtain financing at reasonable costs for the constructions and maintenance of our assets. In addition, our storage and transportation assets may be subject to risk associated with the COVID-19 pandemic, such as disruption to the supply chain and availability of critical equipment and supplies, disruptions to the availability of our specialized workforce and contractors and changes to demand for natural gas, transportation and other downstream activities.

Our Storage and Transportation segment is comprised of a 50 percent ownership interest in Steckman Ridge, a storage facility that operates under market-based rates and a 20 percent ownership interest in PennEast, a natural gas pipeline through our subsidiary, NJR Pipeline Company. NJR Pipeline Company acquired 100 percent of Leaf River for $367.5 million, on October 11, 2019. Leaf River owns and operates a 32.2 million Dth salt dome natural gas storage facility that operates under market-based rates. In addition, on January 13, 2020, Adelphia Gateway, acquired all of Talen's membership interests in IEC, an existing 84-mile pipeline in southeastern Pennsylvania, including related assets and rights of way, for a base purchase price of $166.0 million. Adelphia Gateway operates under cost of service rates but can enter into negotiated rates with counterparties. The northern portion of the pipeline was operational upon acquisition and it currently serves two natural gas generation facilities. On October 5, 2020, we received a partial Notice to Proceed with construction from FERC and have begun the conversion of the southern zone of the pipeline to natural gas. On May 27, 2021, Adelphia received order for Notice to Proceed on all remaining sections of the southern zone construction.

NJR Pipeline Company owns a 20 percent interest in PennEast, a partnership whose purpose is to construct and operate a 120-mile natural gas pipeline that will extend from northeast Pennsylvania to western New Jersey. PennEast received a Certificate of Public Convenience and Necessity for the project from FERC on January 19, 2018.

On September 10, 2019, the Third Circuit issued an order overturning the U.S. District Court for the District of New Jersey's order granting PennEast condemnation and immediate access in accordance with the Natural Gas Act to certain properties in which the State of New Jersey holds an interest. A Petition for Rehearing was denied by the Third Circuit on November 5, 2019.

On October 8, 2019, the NJDEP issued a letter indicating that it deemed PennEast's freshwater wetlands permit application to be administratively incomplete and closed the matter without prejudice. On October 11, 2019, PennEast submitted a letter to the NJDEP objecting to its position that the application is administratively incomplete. PennEast's objections were rejected by the NJDEP on November 18, 2019.

On October 4, 2019, PennEast filed a petition for Declaratory Order with FERC requesting an interpretation of the eminent domain authority of a FERC certificate holder under the Natural Gas Act. The Declaratory Order was granted on January 30, 2020.

On January 30, 2020, PennEast filed an amendment with FERC to construct the PennEast pipeline in two phases. Phase one consists of construction of a 68-mile pipeline in Pennsylvania from the eastern Marcellus Shale region in Luzerne County that would end in Northampton County. Phase two includes construction of the remaining original certificated route in Pennsylvania and New Jersey. Construction is expected to begin following approval by FERC of the phased approach and receipt of any remaining governmental and regulatory permits. As of June 30, 2021 the matter is still pending review and approval by FERC.

On February 18, 2020, PennEast filed a writ of certiorari with the Supreme Court to review the September 10, 2019 Third Circuit decision. On February 3, 2021, the Supreme Court granted the petition for a writ of certiorari and the matter was argued on April 28, 2021.

On June 29, 2021, the Supreme Court ruled in favor of PennEast reversing the earlier decision by the Third Circuit on the use of eminent domain to acquire state owned lands for pipeline construction and remanding the case back to the Third Circuit for further proceedings.

Despite the favorable outcome from the Supreme Court, PennEast continues to experience regulatory and legal challenges resulting in continued delays preventing the commencement of construction and commercial operation of the project. As a result, we evaluated our equity investment in PennEast for impairment as of June 30, 2021, and determined that it was other-than-temporarily impaired. We estimated the fair value of our investment in PennEast using probability weighted scenarios assigned to discounted future cash flows. The impairment is the result of management's estimates and assumptions regarding the likelihood of certain outcomes related to required regulatory approvals and pending legal matters, the timing of which remains uncertain, the timing and magnitude of construction costs and in-service dates, the evaluation of the current environmental and political climate as it relates to interstate pipeline development, and transportation capacity revenues and discount rates.

Based upon this analysis on June 30, 2021, we recognized an other-than-temporary impairment charge of $92.0 million, or approximately $72.7 million, net of income taxes. The other-than-temporary impairment is recorded in equity in (losses) earnings from affiliates in the Unaudited Condensed Consolidated Statements of Operations.

It is possible that future developments, including changes to the likelihood of successful outcomes for regulatory approvals and legal matters, construction costs and changes to the timing of construction and operation of the project, forecasted revenues and operating costs, and other further delays could result in a different fair value and the recognition of additional impairment charges.

As of June 30, 2021, our investments in Steckman Ridge and PennEast were $111.5 million and $5.5 million, respectively.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Operating Results

The financial results of our Storage and Transportation segment are summarized as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
(Thousands)	**2021**	2020	**2021**	2020
Operating revenues [(1)]	**$ 11,649**	$ 11,863	**$ 38,679**	$ 32,011
Operating expenses				
Natural gas purchases	**327**	464	**798**	1,003
Operation and maintenance	**6,689**	6,430	**20,370**	17,402
Depreciation and amortization	**2,443**	2,513	**7,447**	6,591
Total operating expenses	**9,459**	9,407	**28,615**	24,996
Operating income	**2,190**	2,456	**10,064**	7,015
Other income, net	**1,290**	1,033	**4,135**	6,401
Interest expense, net	**2,937**	1,843	**10,497**	10,286
Income tax (benefit) provision	**(10,393)**	1,646	**(8,874)**	3,453
Equity in earnings of affiliates	**(88,615)**	3,615	**(82,036)**	11,200
Net (loss) income	**$ (77,679)**	$ 3,615	**$ (69,460)**	$ 10,877

(1) Includes related party transactions of approximately $650,000 and $720,000 for the three months ended June 30, 2021 and 2020, respectively, and $2.0 million and $2.1 million for the nine months ended June 30, 2021 and 2020, respectively, which are eliminated in consolidation.

Operating Revenues

Operating revenues remained relatively flat during the three months ended June 30, 2021, compared with the three months ended June 30, 2020. Operating revenues increased $6.7 million during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, due to increased operating revenues at Leaf River and Adelphia Gateway.

Equity in earnings of affiliates decreased $92.2 million and $93.2 million during the three and nine months ended June 30, 2021, compared with the three and nine months ended June 30, 2020, respectively, due primarily to the impairment of our equity method investment in PennEast.

Operation and Maintenance Expense

O&M increased $259,000 and $3.0 million during the three and nine months ended June 30, 2021, compared with the three and nine months ended June 30, 2020, respectively, due primarily to operations of Adelphia Gateway and increases at Leaf River.

Depreciation Expense

Depreciation expense remained relatively flat during the three months ended June 30, 2021, compared with the three months ended June 30, 2020. Depreciation expense increased $856,000 during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, due primarily to operations of Adelphia Gateway during the nine months ended June 30, 2021, that were not present in the first quarter of fiscal 2020.

Interest Expense

Interest expense increased $1.1 million and $211,000 during the three and nine months ended June 30, 2021, compared with the three and nine months ended June 30, 2020, respectively, due primarily to higher interest expense related to the acquisition of Leaf River and Adelphia during fiscal 2020.

Net Income

Net income decreased $81.3 million and $80.3 million during the three and nine months ended June 30, 2021, compared with the three and nine months ended June 30, 2020, respectively, due primarily to the impairment of our equity method investment in PennEast, as previously discussed.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Non-GAAP Financial Measures

Management uses NFE, a non-GAAP financial measure, when evaluating the operating results of our Storage and Transportation segment. We feel that the impairment of our equity method investment in PennEast is a special item that is not indicative of our ongoing performance and its impact has been excluded for NFE purposes. The details of such adjustments can be found in the table below. Non-GAAP financial measures are not in accordance with, or an alternative to GAAP, and should be considered in addition to, and not as a substitute for the comparable GAAP measure. A reconciliation of Storage and Transportations' net income, the most directly comparable GAAP financial measure to NFE is as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
(Thousands)	**2021**	2020	**2021**	2020
Net (loss) income	**$ (77,679)**	$ 3,615	**$ (69,460)**	$ 10,877
Add:				
Impairment of equity method investment	**92,000**	—	**92,000**	—
Tax effect	**(11,934)**	—	**(11,934)**	—
Net financial earnings	**$ 2,387**	$ 3,615	**$ 10,606**	$ 10,877

NFE decreased $1.2 million during the three months ended June 30, 2021, compared with the three months ended June 30, 2020, due primarily to increased interest expense, as previously discussed. NFE decreased $271,000 during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, due primarily to increased O&M and depreciation expense, partially offset by increased operating revenue at Leaf River and Adelphia Gateway, as previously discussed.

Home Services and Other Operations

Overview

The financial results of Home Services and Other consist primarily of the operating results of NJRHS. NJRHS provides service, sales and installation of appliances to service contract customers and has been focused on growing its installation business and expanding its service contract customer base. Home Services and Other also includes organizational expenses incurred at NJR and rental income at CR&R.

Operating Results

The condensed financial results of Home Services and Other are summarized as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
(Thousands)	**2021**	2020	**2021**	2020
Operating revenues	**$ 13,312**	$ 12,369	**$ 38,662**	$ 37,641
Operation and maintenance	**$ 10,216**	$ 11,686	**$ 29,791**	$ 31,145
Interest expense, net	**$ 1,902**	$ 427	**$ 4,746**	$ 1,264
Income tax provision (benefit)	**$ 415**	$ (131)	**$ 474**	$ 2,044
Net (loss) income	**$ (384)**	$ (582)	**$ 301**	$ 675

Operating Revenues

Operating revenues increased $943,000 and $1.0 million during the three and nine months ended June 30, 2021, compared with the three and nine months ended June 30, 2020, respectively, due primarily to increased service contract and installation revenue at NJRHS.

Interest Expense, net

Interest expense increased $1.5 million and $3.5 million during the three and nine months ended June 30, 2021, compared with the three and nine months ended June 30, 2020, respectively, due primarily to increased debt at NJR.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Net (Loss) Income

Net loss decreased $198,000 during the three months ended June 30, 2021, compared with the three months ended June 30, 2020, due primarily to increased operating revenues as previously discussed along with decreased O&M, partially offset by higher interest and tax expense. Net income decreased $374,000 during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, due primarily to increased shared corporate costs, information technology costs and interest expense, partially offset by the related decrease in tax expense.

Liquidity and Capital Resources

Our objective is to maintain an efficient consolidated capital structure that reflects the different characteristics of each business segment and business operations and provides adequate financial flexibility for accessing capital markets as required.

Our consolidated capital structure was as follows:

	June 30, 2021	September 30, 2020
Common stock equity	**41 %**	43 %
Long-term debt	**54**	53
Short-term debt	**5**	4
Total	**100 %**	100 %

Common Stock Equity

We satisfy our external common equity requirements, if any, through issuances of our common stock, including the proceeds from stock issuances under our DRP. The DRP allows us, at our option, to use treasury shares or newly issued shares to raise capital. NJR raised approximately $4.0 million of equity through the DRP by issuing 30,000 shares of common stock during the three months ended June 30, 2021 and raised $5.7 million during the three months ended June 30, 2020 by issuing 185,000 shares of treasury stock. NJR raised approximately $11.5 million of equity through the DRP by issuing 54,000 shares of common stock and approximately 140,000 shares of treasury stock during the nine months ended June 30, 2021, and raised $14.5 million during the nine months ended June 30, 2020, by issuing approximately 408,000 shares of treasury stock. There were no shares of common stock issued through the waiver discount feature of the DRP during the three and nine months ended June 30, 2021 and 2020.

On December 4, 2019, we completed an equity offering of 6,545,454 common shares, consisting of 5,333,334 common shares issued directly by NJR and 1,212,120 common shares issuable pursuant to forward sales agreements with investment banks. The issuance of 5,333,334 common shares resulted in proceeds of approximately $212.9 million, net of issuance costs, and was reflected in shareholders' equity and as a financing activity on the statement of cash flows.

Under the forward sale agreements, a total of 1,212,120 common shares were borrowed from third parties and sold to the underwriters. Each forward sale agreement allows us, at our election and prior to September 30, 2020, to physically settle the forward sale agreements by issuing common shares in exchange for net proceeds at the then-applicable forward sale price specified by the agreement, which was initially $40.0125 per share, or, alternatively, to settle the forward sale agreements in whole or in part through the delivery or receipt of shares or cash. The forward sale price is subject to adjustment daily based on a floating interest rate factor and will decrease with respect to certain fixed amounts specified in the agreements, such as dividends.

On September 18, 2020, we amended our forward sale agreements to extend the maturity date of such forward sales agreements from September 30, 2020 to September 10, 2021. On March 3, 2021, we cash settled a portion of the forward sale agreement for a payout of approximately $388,000 in lieu of the issuance of 727,272 common shares. On May 26, 2021, we cash settled the rest of the forward sale agreements for a payout of approximately $2.4 million in lieu of the issuance of 484,848 common shares.

In 1996, the Board of Directors authorized us to implement a share repurchase program, which was expanded seven times since the inception of the program, authorizing a total of 19.5 million shares of common stock for repurchase. As of June 30, 2021, we had repurchased a total of approximately 17.1 million of those shares and may repurchase an additional 2.4 million shares under the approved program. There were no shares repurchased during the nine months ended June 30, 2021 and 2020.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Debt

NJR and its unregulated subsidiaries generally rely on cash flows generated from operating activities and the utilization of committed credit facilities to provide liquidity to meet working capital and short-term debt financing requirements. NJNG also relies on the issuance of commercial paper for short-term funding. NJR and NJNG periodically access the capital markets to fund long-life assets through the issuance of long-term debt securities.

We believe that our existing borrowing availability, equity proceeds and cash flow from operations will be sufficient to satisfy our working capital, capital expenditures and dividend requirements for the next 12 months. NJR, NJNG, Clean Energy Ventures, Storage and Transportation and Energy Services currently anticipate that each of their financing requirements for the next 12 months will be met primarily through the issuance of short and long-term debt and meter or solar asset sale leasebacks.

We believe that as of June 30, 2021, NJR and NJNG were, and currently are, in compliance with all existing debt covenants, both financial and non-financial.

As a result of the COVID-19 pandemic there have been disruptions, uncertainty and volatility in the credit and capital markets. Our ability to access funds from financial institutions at a reasonable cost may impact the nature and timing of future capital market transactions.

Short-Term Debt

We use our short-term borrowings primarily to finance Energy Services' short-term liquidity needs, Storage and Transportation investments and PennEast contributions, share repurchases and, on an initial basis, Clean Energy Ventures' investments. Energy Services' use of high-volume storage facilities and anticipated pipeline park-and-loan arrangements, combined with related economic hedging activities in the volatile wholesale natural gas market, create significant short-term cash requirements.

As of June 30, 2021, NJR had revolving credit facilities totaling $425 million, with $289.6 million available under the facilities.

NJNG satisfies its debt needs by issuing short-term and long-term debt based on its financial profile. The seasonal nature of NJNG's operations creates large short-term cash requirements, primarily to finance natural gas purchases and customer accounts receivable. NJNG obtains working capital for these requirements, and for the temporary financing of construction and MGP remediation expenditures and energy tax payments, based on its financial profile, through the issuance of commercial paper supported by the NJNG Credit Facility or through short-term bank loans under the NJNG Credit Facility.

NJNG's commercial paper is sold through several commercial banks under an issuing and paying agency agreement and is supported by the $250 million NJNG Credit Facility. As of June 30, 2021, the unused amount available under the NJNG Credit Facility, including amounts allocated to the backstop under the commercial paper program and the issuance of letters of credit, was $197.8 million.

Short-term borrowings were as follows:

(Thousands)	Three Months Ended June 30, 2021	Nine Months Ended June 30, 2021
NJR		
Notes Payable to banks:		
Balance at end of period	$ 124,800	$ 124,800
Weighted average interest rate at end of period	0.87 %	0.87 %
Average balance for the period	$ 68,449	$ 105,586
Weighted average interest rate for average balance	1.04 %	1.04 %
Month end maximum for the period	$ 153,000	$ 153,000
NJNG		
Commercial Paper and Notes Payable to banks:		
Balance at end of period	$ 51,500	$ 51,500
Weighted average interest rate at end of period	0.17 %	0.17 %
Average balance for the period	$ 4,398	$ 1,661
Weighted average interest rate for average balance	0.11 %	0.07 %
Month end maximum for the period	$ 51,500	$ 51,500

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Due to the seasonal nature of natural gas prices and demand, and because inventory levels are built up during its natural gas injection season (April through October), NJR and NJNG's short-term borrowings tend to peak in the November through January time frame.

NJR

Based on its average borrowings during the three and nine months ended June 30, 2021, NJR's average interest rate was 1.04 percent and 1.04 percent, resulting in interest expense of approximately $178,000 and $821,000, respectively.

As of June 30, 2021, NJR had eight letters of credit outstanding totaling $10.6 million, which reduced the amount available under the NJR Credit Facility by the same amount. NJR does not anticipate that these letters of credit will be drawn upon by the counterparties.

Neither NJNG nor its assets are obligated or pledged to support the NJR Credit Facility.

NJNG

As noted above, based on its average borrowings during the three and nine months ended June 30, 2021, NJNG's average interest rate was 0.11 percent and 0.07 percent, respectively. NJNG's interest expense was immaterial for the three and nine months ended June 30, 2021.

As of June 30, 2021, NJNG had two letters of credit outstanding for $731,000, which reduced the amount available under NJNG's committed credit facility by the same amount. NJNG does not anticipate that these letters of credit will be drawn upon by the counterparties.

Short-Term Debt Covenants

Borrowings under the NJR Credit Facilities and the NJNG Credit Facility are conditioned upon compliance with a maximum leverage ratio (consolidated total indebtedness to consolidated total capitalization as defined in the applicable agreements), of not more than .65 to 1.00 at any time. These revolving credit facilities contain customary representations and warranties for transactions of this type. They also contain customary events of default and certain covenants that will limit NJR's or NJNG's ability, beyond agreed upon thresholds, to, among other things:

- incur additional debt;
- incur liens and encumbrances;
- make dispositions of assets;
- enter into transactions with affiliates; and
- merge, consolidate, transfer, sell or lease all or substantially all of the borrower's or guarantors' assets.

These covenants are subject to a number of exceptions and qualifications set forth in the applicable agreements.

Default Provisions

The agreements governing our long-term and short-term debt obligations include provisions that, if not complied with, could require early payment or similar actions. Default events include, but are not limited to, the following:

- defaults for non-payment;
- defaults for breach of representations and warranties;
- defaults for insolvency;
- defaults for non-performance of covenants;
- cross-defaults to other debt obligations of the borrower; and
- guarantor defaults.

The occurrence of an event of default under these agreements could result in all loans and other obligations of the borrower becoming immediately due and payable and the termination of the credit facilities or term loan.

Long-Term Debt

NJR

As of June 30, 2021, NJR had the following outstanding:

- $50 million of 3.25 percent senior notes due September 17, 2022;
- $50 million of 3.20 percent senior notes due August 18, 2023;
- $100 million of 3.48 percent senior notes due November 7, 2024;
- $100 million of 3.54 percent senior notes due August 18, 2026;
- $100 million of 3.96 percent senior notes due June 8, 2028;
- $150 million of 3.29 percent senior notes due July 17, 2029;
- $130 million of 3.50 percent senior notes due July 23, 2030;
- $120 million of 3.13 percent senior notes due September 1, 2031;
- $130 million of 3.60 percent senior notes due July 23, 2032; and
- $80 million of 3.25 percent senior notes due September 1, 2033.

Neither NJNG nor its assets are obligated or pledged to support NJR's long-term debt.

NJNG

As of June 30, 2021, NJNG's long-term debt consisted of $1.1 billion in fixed-rate debt issuances secured by the Mortgage Indenture, with maturities ranging from 2024 to 2060, and $15.8 million in finance leases with various maturities ranging from 2021 to 2037.

NJR is not obligated directly or contingently with respect to NJNG's fixed-rate debt issuances.

Long-Term Debt Covenants and Default Provisions

The NJR and NJNG long-term debt instruments contain customary representations and warranties for transactions of their type. They also contain customary events of default and certain covenants that will limit NJR or NJNG's ability beyond agreed upon thresholds to, among other things:

- incur additional debt (including a covenant that limits the amount of consolidated total debt of the borrower at the end of a fiscal quarter to 65 percent of the consolidated total capitalization of the borrower, as those terms are defined in the applicable agreements, and a covenant limiting priority debt to 20 percent of the borrower's consolidated total capitalization, as those terms are defined in the applicable agreements);
- incur liens and encumbrances;
- make loans and investments;
- make dispositions of assets;
- make dividends or restricted payments;
- enter into transactions with affiliates; and
- merge, consolidate, transfer, sell or lease substantially all of the borrower's assets.

The aforementioned covenants are subject to a number of exceptions and qualifications set forth in the applicable note purchase agreements.

In addition, the FMBs issued by NJNG under the Mortgage Indenture are subject to certain default provisions. Events of Default, as defined in the Mortgage Indenture, consist mainly of:

- failure for 30 days to pay interest when due;
- failure to pay principal or premium when due and payable;
- failure to make sinking fund payments when due;
- failure to comply with any other covenants of the Mortgage Indenture after 30 days' written notice from the Trustee;
- failure to pay or provide for judgments in excess of $30 million in aggregate amount within 60 days of the entry thereof; or
- certain events that are or could be the basis of a bankruptcy, reorganization, insolvency or receivership proceeding.

Upon the occurrence and continuance of such an Event of Default, the Mortgage Indenture, subject to any provisions of law applicable thereto, provides that the Trustee may take possession and conduct the business of NJNG, may sell the trust estate, or proceed to foreclose the lien pursuant to the Mortgage Indenture. The interest rate on defaulted principal and interest, to the extent permitted by law, on the FMBs issued under the Mortgage Indenture is the rate stated in the applicable supplement or, if no such rate is stated, six percent per annum.

Sale Leaseback

NJNG

NJNG received $4.0 million during fiscal 2020, in connection with the sale leaseback of its natural gas meters. NJNG records a capital lease obligation that is paid over the term of the lease and has the option to purchase the meters back at fair value upon expiration of the lease. NJNG exercised early purchase options with respect to certain outstanding meter leases by making final principal payments of $1.2 million for both the nine months ended June 30, 2021 and 2020. There were no natural gas meter sale leasebacks recorded during the nine months ended June 30, 2021.

Clean Energy Ventures

Clean Energy Ventures enters into transactions to sell the commercial solar assets concurrent with agreements to lease the assets back over a period of five to 15 years. These transactions are considered failed sale leasebacks for accounting purposes and are therefore treated as financing obligations, which are typically secured by the renewable energy facility asset and its future cash flows from SREC and energy sales. ITCs and other tax benefits associated with these solar projects are transferred to the buyer, if applicable. Clean Energy Ventures continues to operate the solar assets, including related expenses, and retain the revenue generated from SRECs and energy sales, and has the option to renew the lease or repurchase the assets sold at the end of the lease term. During the nine months ended June 30, 2021 and 2020, Clean Energy Ventures received proceeds of $17.7 million and $42.9 million, respectively, in connection with the sale leaseback of commercial solar projects.

Contractual Obligations

NJNG's total capital expenditures are projected to be between $424 million and $454 million during fiscal 2021. Total capital expenditures spent or accrued during the nine months ended June 30, 2021, were $349.4 million. NJNG expects to fund its obligations with a combination of cash flows from operations, cash on hand, issuance of commercial paper, available capacity under its revolving credit facility and the issuance of long-term debt. As of June 30, 2021, NJNG's future MGP expenditures are estimated to be $136.9 million. For a more detailed description of MGP expenditures see *Note 13. Commitments and Contingent Liabilities* in the accompanying Unaudited Condensed Consolidated Financial Statements.

Estimated capital expenditures are reviewed on a regular basis and may vary based on the ongoing effects of regulatory constraints, environmental regulations, unforeseen events, and the ability to access capital.

Clean Energy Ventures' expenditures include clean energy projects that support our goal to promote renewable energy. Accordingly, Clean Energy Ventures enters into agreements to install solar equipment involving both residential and commercial projects. During the nine months ended June 30, 2021, total capital expenditures spent or accrued related to the purchase and installation of solar equipment were $50.0 million. We estimate solar-related capital expenditures for projects during fiscal 2021 to be between $50 million and $65 million.

During the nine months ended June 30, 2021, our Storage and Transportation segment had capital expenditures spent or accrued for the Adelphia Gateway project totaling $56.4 million and capital expenditures spent or accrued for Leaf River totaling $5.7 million. During fiscal 2021, we expect expenditures related to the Adelphia Gateway project to be between $110 million and $130 million and expenditures related to Leaf River to be between $10 million and $13 million.

Energy Services does not currently anticipate any significant capital expenditures during fiscal 2021 and 2022.

On December 16, 2020, Energy Services entered into a series of asset management agreements with an investment grade public utility to release pipeline capacity associated with certain natural gas transportation contracts. The utility will provide certain asset management services and Energy Services may deliver natural gas to the utility in exchange for aggregate net proceeds of approximately $500 million, payable through November 1, 2030. The asset management agreements include a series of initial and permanent releases commencing on November 1, 2021. NJR will receive approximately $260 million in cash from fiscal 2022 through fiscal 2024 and $34 million per year from fiscal 2025 through fiscal 2031 under the agreements.

More detailed information regarding contractual obligations is contained in *Liquidity and Capital Resources - Contractual Obligations* section of *Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations* of our Annual Report on Form 10-K for the period ended September 30, 2020.

Off-Balance-Sheet Arrangements

As of June 30, 2021, our off-balance-sheet arrangements consist of guarantees covering approximately $237.9 million of natural gas purchases, SREC sales and demand fee commitments and outstanding letters of credit totaling $11.3 million.

Cash Flows

Operating Activities

Cash flows from operating activities during the nine months ended June 30, 2021, totaled $341.8 million, compared with $182.8 million during the nine months ended June 30, 2020. Operating cash flows are primarily affected by variations in working capital, which can be impacted by several factors, including:

- seasonality of our business;
- fluctuations in wholesale natural gas prices and other energy prices, including changes in derivative asset and liability values;
- timing of storage injections and withdrawals;
- the deferral and recovery of natural gas costs;
- changes in contractual assets utilized to optimize margins related to natural gas transactions;
- broker margin requirements;
- impact of unusual weather patterns on our wholesale business;
- timing of the collections of receivables and payments of current liabilities;
- volumes of natural gas purchased and sold; and
- timing of SREC deliveries.

The increase of $159.0 million in cash flows from operating activities during the nine months ended June 30, 2021, compared with the nine months ended June 30, 2020, was due primarily increased earnings at Energy Services.

Investing Activities

Cash flows used in investing activities totaled $429.9 million during the nine months ended June 30, 2021, compared with $891.0 million during the nine months ended June 30, 2020. The decrease of $461.1 million was due primarily to the acquisition of Leaf River and Adelphia in the prior period that did not recur along with a decrease of $59.4 million in solar capital expenditures, partially offset by an increase in capital expenditures of $75.5 million for utility plant investments and $33.0 million for Storage and Transportation.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Financing Activities

Financing cash flows generally are seasonal in nature and are impacted by the volatility in pricing in the natural gas and other energy markets. NJNG's inventory levels are built up during its natural gas injection season (April through October) and reduced during withdrawal season (November through March) in response to the supply requirements of its customers. Changes in financing cash flows can also be impacted by natural gas management and marketing activities at Energy Services and clean energy investments at Clean Energy Ventures.

Cash flows used in financing activities totaled $25.3 million during the nine months ended June 30, 2021, compared with cash flows from financing activities of $749.4 million during the nine months ended June 30, 2020. The decrease of $774.7 million is due primarily to increased short-term debt activity at NJR related to the acquisitions of Leaf River and Adelphia along with the issuance of long-term debt at NJNG and higher proceeds from solar sale leasebacks at Clean Energy Ventures in the prior period.

Credit Ratings

The table below summarizes NJNG's credit ratings as of June 30, 2021, issued by two rating entities, Moody's and Fitch:

	Moody's	Fitch
Corporate Rating	N/A	A-
Commercial Paper	P-2	F-2
Senior Secured	A1	A+
Ratings Outlook	Stable	Stable

The Fitch ratings and outlook were reaffirmed on March 15, 2021. The Moody's ratings and outlook were reaffirmed on May 15, 2021. NJNG's Moody's and Fitch ratings are investment-grade ratings. NJR is not a rated entity.

Although NJNG is not party to any lending agreements that would accelerate the maturity date of any obligation caused by a failure to maintain any specific credit rating, if such ratings are downgraded below investment grade, borrowing costs could increase, as would the costs of maintaining certain contractual relationships and future financing and our access to capital markets would be reduced. Even if ratings are downgraded without falling below investment grade, NJR and NJNG could face increased borrowing costs under their credit facilities. A rating set forth above is not a recommendation to buy, sell or hold NJR's or NJNG's securities and may be subject to revision or withdrawal at any time. Each rating set forth above should be evaluated independently of any other rating.

The timing and mix of any external financings will target a common equity ratio that is consistent with maintaining NJNG's current short-term and long-term credit ratings.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Financial Risk Management

Commodity Market Risks

Natural gas is a nationally traded commodity. Its prices are determined effectively by the NYMEX, ICE and over-the-counter markets. The prices on the NYMEX, CME, ICE and over-the-counter markets generally reflect the national balance of natural gas supply and demand, but are also significantly influenced from time to time by other events.

Our regulated and unregulated businesses are subject to market risk due to fluctuations in the price of natural gas. To economically hedge against such fluctuations, we have entered into forwards, futures, options and swap agreements. To manage these derivative instruments, we have well-defined risk management policies and procedures that include daily monitoring of volumetric limits and monetary guidelines. Our natural gas businesses are conducted through two of our operating subsidiaries. NJNG is a regulated utility that uses futures, options and swaps to provide relative price stability, and its recovery of natural gas costs is governed by the BPU. Energy Services uses futures, options, swaps and physical contracts to economically hedge purchases and sales of natural gas.

The following table reflects the changes in the fair market value of financial derivatives related to natural gas purchases and sales:

(Thousands)	Balance September 30, 2020	Increase (Decrease) in Fair Market Value	Less Amounts Settled	Balance June 30, 2021
Natural Gas Distribution	$ (211)	(2,717)	(907)	$ (2,021)
Energy Services	4,397	12,543	22,424	(5,484)
Total	$ 4,186	9,826	21,517	**$ (7,505)**

There were no changes in methods of valuations during the nine months ended June 30, 2021.

The following is a summary of fair market value of financial derivatives at June 30, 2021, excluding foreign exchange contracts discussed below, by method of valuation and by maturity for each fiscal year period:

(Thousands)	2021	2022	2023 - 2025	After 2025	Total Fair Value
Price based on NYMEX/CME	$ (128)	(133)	(7)	—	$ (268)
Price based on ICE	(1,290)	(6,782)	835	—	(7,237)
Total	$ (1,418)	(6,915)	828	—	**$ (7,505)**

The following is a summary of financial derivatives by type as of June 30, 2021:

		Volume Bcf	Price per MMBtu(1)	Amounts included in Derivatives (Thousands)
Natural Gas Distribution	Futures	18.1	$0.00 - $3.39	$ (2,021)
Energy Services	Futures	(22.1)	$2.14 - $5.49	(5,216)
	Swaps	(0.5)	$2.72 - $3.08	(268)
Total				**$ (7,505)**

(1) Million British thermal unit

The following table reflects the changes in the fair market value of physical commodity contracts:

(Thousands)	Balance September 30, 2020	Increase (Decrease) in Fair Market Value	Less Amounts Settled	Balance June 30, 2021
Natural Gas Distribution - Prices based on other external data	$ 2	783	700	$ 85
Energy Services - Prices based on other external data	(24,723)	(6,583)	(419)	(30,887)
Total	$ (24,721)	(5,800)	281	**$ (30,802)**

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK (Continued)

Our market price risk is predominately linked with changes in the price of natural gas at the Henry Hub, the delivery point for the NYMEX natural gas futures contracts. Based on price sensitivity analysis, an illustrative 10 percent movement in the natural gas futures contract price, for example, increases (decreases) the reported derivative fair value of all open, unadjusted Henry Hub natural gas futures and fixed price swap positions by approximately $6.1 million. This analysis does not include potential changes to reported credit adjustments embedded in the $(13.3) million reported fair value.

Derivative Fair Value Sensitivity Analysis

(Thousands)	Henry Hub Futures and Fixed Price Swaps				
Percent increase in NYMEX natural gas futures prices	0%	5%	10%	15%	20%
Estimated change in derivative fair value	$ —	$ (3,046)	$ (6,092)	$ (9,138)	$ (12,184)
Ending derivative fair value	$ (13,258)	$ (16,304)	$ (19,350)	$ (22,396)	$ (25,442)
Percent decrease in NYMEX natural gas futures prices	0%	(5)%	(10)%	(15)%	(20)%
Estimated change in derivative fair value	$ —	$ 3,046	$ 6,092	$ 9,138	$ 12,184
Ending derivative fair value	$ (13,258)	$ (10,212)	$ (7,166)	$ (4,120)	$ (1,074)

Wholesale Credit Risk

The following is a summary of gross and net credit exposures, grouped by investment and non-investment grade counterparties, as of June 30, 2021. Gross credit exposure for Energy Services is defined as the unrealized fair value of derivative and energy trading contracts plus any outstanding wholesale receivable for the value of natural gas or power delivered and/or financial derivative commodity contract that has settled for which payment has not yet been received. Gross credit exposure for Storage and Transportation is defined as demand and estimated usage fees for contracted services and/or market value of loan balances for which payment has not yet been received. Net credit exposure is defined as gross credit exposure reduced by collateral received from counterparties and/or payables, where netting agreements exist. The amounts presented below exclude accounts receivable for NJNG retail natural gas sales and services.

Energy Services', Clean Energy Ventures' and Storage and Transportation's counterparty credit exposure as of June 30, 2021, is as follows:

(Thousands)	Gross Credit Exposure	Net Credit Exposure
Investment grade	$ 130,153	$ 116,421
Noninvestment grade	11,724	1,804
Internally rated investment grade	22,015	19,084
Internally rated noninvestment grade	26,915	14,815
Total	**$ 190,807**	**$ 152,124**

NJNG's counterparty credit exposure as of June 30, 2021, is as follows:

(Thousands)	Gross Credit Exposure	Net Credit Exposure
Investment grade	$ 5,091	$ 4,445
Noninvestment grade	984	—
Internally rated investment grade	143	23
Internally rated noninvestment grade	4,776	25
Total	**$ 10,994**	**$ 4,493**

Due to the inherent volatility in the market price for natural gas, electricity and SRECs, the market value of contractual positions with individual counterparties could exceed established credit limits or collateral provided by those counterparties. If a counterparty failed to perform the obligations under its contract (for example, failed to make payment for natural gas received), we could sustain a loss. This loss would comprise the loss on natural gas delivered but not paid for and/or the cost of replacing natural gas not delivered or received at a price that exceeds the original contract price. Any such loss could have a material impact on our financial condition, results of operations or cash flows.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK (Continued)

Effects of Interest Rate and Foreign Currency Rate Fluctuations

We are also exposed to changes in interest rates on our debt hedges, variable rate debt and changes in foreign currency rates for our business conducted in Canada using Canadian dollars. We do not believe an immediate 10 percent increase or decrease in interest rates or foreign currency rates would have a material effect on our operating results or cash flows.

Information regarding NJR's interest rate risk can be found in *Item 7A*. Quantitative and Qualitative Disclosures About Market Risks and the *Liquidity and Capital Resources - Debt* section of *Item 7.* Management's Discussion and Analysis of Financial Condition and Results of Operations of our Annual Report on Form 10-K for the period ended September 30, 2020.

Effects of Inflation

Although inflation rates have been relatively low to moderate in recent years, including the three most recent fiscal years, any change in price levels has an effect on operating results due to the capital-intensive and regulated nature of our utility subsidiary. We attempt to minimize the effects of inflation through cost control, productivity improvements and regulatory actions, when appropriate.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this report. Based on this evaluation, our principal executive officer and principal financial officer concluded that, as of end of the period covered by this report, our disclosure controls and procedures are effective, to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There has been no change in internal control over financial reporting (as such term is defined in Exchange Act Rule 13a-15(f)) that occurred during the quarter ended June 30, 2021, that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

ITEM 1. LEGAL PROCEEDINGS

Information regarding reportable legal proceedings is contained in *Part I, Item 3. Legal Proceedings* in our Annual Report on Form 10-K for the year ended September 30, 2020, and is set forth in *Part I, Item 1, Note 13. Commitments and Contingent Liabilities-Legal Proceedings* on the Unaudited Condensed Consolidated Financial Statements, which is incorporated by reference. No legal proceedings became reportable during the quarter ended June 30, 2021, and there have been no material developments during such quarter regarding any previously reported legal proceedings, which have not been previously disclosed.

ITEM 1A. RISK FACTORS

While we attempt to identify, manage and mitigate risks and uncertainties associated with our business to the extent practical, under the circumstances, some level of risk and uncertainty will always be present. *Part I, Item 1A. Risk Factors* of our 2020 Annual Report on Form 10-K includes a detailed discussion of our risk factors. Those risks and uncertainties have the potential to materially affect our financial condition and results of operations. There have been no material changes in our risk factors from those previously disclosed in *Part I, Item 1A*, of our 2020 Annual Report on Form 10-K.

ITEM 2. UNREGISTERED SALE OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table sets forth our repurchase activity for the quarter ended June 30, 2021:

Period	Total Number of Shares (or Units) Purchased	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) That May Yet Be Purchased Under the Plans or Programs
04/01/21 - 04/30/21	—	$ —	—	2,431,053
05/01/21 - 05/31/21	—	—	—	2,431,053
06/01/21 - 06/30/21	—	—	—	2,431,053
Total	**—**	**$ —**	**—**	**2,431,053**

The stock repurchase plan, which was authorized by our Board of Directors, became effective in September 1996 and as of June 30, 2021, included 19.5 million shares of common stock for repurchase, of which, approximately 2.4 million shares remained available for repurchase. The stock repurchase plan will expire when we have repurchased all shares authorized for repurchase thereunder, unless the repurchase plan is earlier terminated by action of our Board of Directors or further shares are authorized for repurchase.

ITEM 6. EXHIBITS

Exhibit Number	Exhibit Description
10.1+	Separation Agreement, dated as of May 7, 2021, between the Company and Nancy A. Washington
31.1+	Certification of the Chief Executive Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002
31.2+	Certification of the Chief Financial Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002
32.1+ †	Certification of the Chief Executive Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002
32.2+ †	Certification of the Chief Financial Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002
101+	Interactive Data File (Form 10-Q, for the fiscal period ended June 30, 2021, furnished in iXBRL (Inline eXtensible Business Reporting Language))
104+	Cover Page Interactive Data File included in Exhibit 101

\+ Filed herewith.
† This certificate accompanies this report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by NJR for purposes of Section 18 or any other provision of the Securities Exchange Act of 1934, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NEW JERSEY RESOURCES CORPORATION
(Registrant)

Date: August 5, 2021

By:/s/ Patrick Migliaccio
Patrick Migliaccio
Senior Vice President and
Chief Financial Officer

May 3, 2021

PERSONAL & CONFIDENTIAL

Ms. Nancy Washington

Re: Separation Agreement and General Release

Dear Nancy:

This letter (the "Agreement") sets forth our mutual understanding and agreement concerning your separation from your employment with New Jersey Resources Corporation (the "Company").

1. Separation Date. You agree and acknowledge that you separated from employment with the Company, effective May 3, 2021 (the "Separation Date"). Whether or not you sign this Agreement:

(a) You will be paid for any earned, but unpaid, base salary through the Separation Date at the Company's next regular payroll date following the Separation Date.

(b) You will be paid for 4 weeks of vacation at the Company's next regular payroll date following the Separation Date.

(c) You will be paid the following Deferred Stock Retention Award on October 15, 2021, subject to the terms and conditions of the Deferred Stock Retention Award Agreement between you and the Company dated November 13, 2018:

Award	***Effective Date of Grant***	***Shares Granted***	***Scheduled Distribution Date***
*Deferred Stock Retention Award Grant	11/13/2018	4,168	10/15/2021 (Lump Sum)

(d) Your eligibility to participate in Company sponsored group health coverage as an active employee of the Company will end effective May 31, 2021. Thereafter, you will be eligible to continue to participate in this health coverage in accordance with a federal law called the Consolidated Omnibus Budget Reconciliation Act ("COBRA"), subject to COBRA's terms, conditions and restrictions.

(e) Your eligibility to participate as an active employee in all other Company sponsored group benefits will end effective on the Separation Date.

(f) You will be reimbursed for any expenses properly incurred, within thirty (30) days of the Company's receipt of your submission, provided that you submit receipts for such expenses in accordance with the Company's reimbursement policy on or before May 3, 2021.

2. Severance Benefits. Provided that you sign and do not revoke this Agreement, agreeing to be bound by the General Release in Paragraph 3 below and the other terms and conditions of this Agreement described below, and that you comply with all of your obligations under this Agreement, the Company will provide you with the following special severance benefits (the "Severance Benefits"):

(a) The Company will, within thirty (30) days after expiration of the revocation period referenced in Paragraph 23 below, pay a lump-sum of $547,187.50 (equivalent to seventeen months of your current annual base salary as of the Separation Date). In addition, the Company will pay your actual short-term incentive award ("STI") for fiscal 2021, based on actual Company performance and a leadership score at target, which will be paid after the end of fiscal 2021 and before December 15, 2021 (at the time that other Company officers are paid).;

(b) Notwithstanding your separation on the Separation Date, the following awards will not be forfeited and remain outstanding:

(i) 4,491 unvested Restricted Stock Units previously granted to you, on November 13, 2018, November 12, 2019, and November 9, 2020, pursuant to the Company's 2017 Stock Award and Incentive Plan will vest and be distributed to you on October 15, 2021 (and shall not be forfeited, as they would absent this Agreement). These Restricted Stock Units represent only those that were scheduled to vest on October 15, 2021.

(ii) 2,073 Performance Share Units (TSR) and 1,928 Performance Share Units (NFE), which were previously granted to you on November 13, 2018, pursuant to the Company's 2017 Stock Award and Incentive Plan, will vest upon certification of the applicable performance goals in November 2021 by the Leadership Development and Compensation Committee of the Company's Board of Directors (the "LDCC") and be distributed to you no later than November 29, 2021 (and shall not be forfeited, as they would be absent this Agreement). The payout percentage for this grant is to be determined by the LDCC based upon actual performance. These Performance Share Units represent only those that were scheduled to vest in November 2021.

For the avoidance of doubt, any other long-term incentive grants and other awards that were previously granted to you under any plans or agreements (including, without limitation, under the Company's 2017 Stock Award and Incentive Plan) shall be forfeited and shall not vest.

(c) Provided that you properly and timely elect to continue your existing healthcare insurance coverage in accordance with the continuation requirements of COBRA, the Company will pay directly to the insurance carrier, on a monthly basis, an amount equal to the Company's insurance contributions during your employment, which will be applied towards the premium for such coverage, through May 31, 2022, if and only to the extent you otherwise would be required to pay those premiums. The Company's contributions to your COBRA premiums will be treated as taxable income. For the avoidance of doubt, in the event your COBRA premiums exceed the amount of the Company's contribution, you will be personally responsible for such costs.

(d) You will not be eligible for the Severance Benefits described in this Paragraph 2 if the Company concludes that you have not cooperated fully with your obligations under this Agreement or if you revoke this Agreement on a timely basis in accordance with Paragraph 23 below. You also will not be eligible for the Severance Benefits described in this Paragraph 2 until: (i) the Company has received an executed copy of this Agreement; (ii) the revocation period referenced in Paragraph 23 below has expired; and (iii) you have complied with your obligations regarding Company property and documents in accordance with Paragraph 9 below.

3. General Release.

(a) You hereby release, forever discharge, and covenant not to sue, to the maximum extent permitted by law, the Company and each of the other "Releasees" as defined below, with respect to any and all claims, causes of action, complaints, lawsuits, demands or liabilities of any kind (collectively "Claims") as described below which you, your heirs, agents, administrators or executors have or may have against the Company or any of the other Releasees.

(b) By agreeing to this General Release, you are waiving any and all Claims that can be waived, to the maximum extent permitted by law, which you have or may have against the Company or any of the other Releasees arising out of or relating to any conduct, matter, event or omission existing or occurring before you sign this Agreement, and any monetary or other personal relief for such Claims, including, but not limited to, the following:

(i) any Claims having anything to do with your employment with the Company and/or any of its parent, subsidiary, related and/or affiliated companies (as described in Paragraph 3(c) below);

(ii) any Claims having anything to do with the separation of your employment with the Company and/or any of its parent, subsidiary, related and/or affiliated companies (as described in Paragraph 3(c) below);

(iii) any Claims for severance, benefits, bonuses, commissions, short or long-term incentive awards, deferred stock retention awards and/or other compensation of any kind;

(iv) any Claims for reimbursement of expenses of any kind;

(v) any Claims for attorneys' fees or costs;

(vi) any Claims under the Employee Retirement Income Security Act

("ERISA");

(vii) **any Claims of discrimination and/or harassment based on age, sex, pregnancy, race, religion, color, creed, disability, handicap, failure to accommodate, citizenship, marital status, national origin, ancestry, sexual orientation, gender identity, genetic information or any other factor protected by Federal, State or Local law as enacted or amended (such as the Age Discrimination in Employment Act, 29 U.S.C. § 621 et seq.,; Title VII of the Civil Rights Act of 1964, Section 1981 of the Civil Rights Act of 1866, the Americans with Disabilities Act, the Equal Pay Act, the Genetic Information Non-Discrimination Act and state or local EEO laws under subparagraph (ix) below) and any Claims for retaliation under any of the foregoing laws;**

(viii) any Claims regarding leaves of absence including, but not limited to, any Claims under the Family and Medical Leave Act, the New Jersey Family Leave Act, or any state or local leave laws under subparagraph (ix) below;

(ix) any Claims under state or local laws, including, but not limited to, the New Jersey Law Against Discrimination, New Jersey Family Leave Insurance Law, New Jersey SAFE Act, the Millville Dallas Airmotive Plant Job Loss Notification Act, the New Jersey Military Leave Law, and the New Jersey Conscientious Employee Protection Act;

(x) any Claims arising under the Immigration Reform and Control Act ("IRCA");

(xi) any Claims arising under the Uniformed Services Employment and Reemployment Rights Act ("USERRA") or any state law governing military leave;

(xii) any Claims for violation of public policy;

(xiii) any whistleblower or retaliation Claims;

(xiv) any Claims under the Sarbanes-Oxley Act or the Dodd-Frank Act;

(xv) any Claims under the New Jersey Constitution;

(xvi) any Claims for emotional distress or pain and suffering; and/or

(xvii) any other statutory, regulatory, common law or other Claims of any kind, including, but not limited to, Claims for breach of contract, libel, slander, fraud, wrongful discharge, promissory estoppel, equitable estoppel, invasion of privacy and misrepresentation.

(c) Releasees. The term "Releasees" includes: New Jersey Resources Corporation and its subsidiaries and Affiliates, and, each of their past and present employees, officers, directors, attorneys, owners, partners, insurers, benefit plan fiduciaries and agents, and all of their respective successors and assigns. For purposes of this Agreement, "Affiliates" shall mean with respect to the Company, any other person or entity that, directly or indirectly, through one or more intermediaries, controls, or is controlled by, or is under common control with, the Company.

(d) Known and Unknown Claims.

Please note also that this General Release includes all Claims known or unknown by you, those that you may have already asserted or raised as well as those that you have never asserted or raised.

(e) For purposes of this Agreement, the term "General Release" shall refer to this Paragraph 3 and all of its subparagraphs.

(f) The Company represents that as of the date of this Agreement, the Company is not aware of any wrongdoing by you or any claims that it may have against you.

4. Non-Released Claims. The General Release in Paragraph 3 above does not apply to:

(a) Any Claims for vested benefits under any Company retirement, 401(k), profit-sharing or other deferred compensation plan;

(b) Any Claims to require the Company to honor its commitments set forth in this Agreement;

(c) Any Claims to interpret or to determine the scope, meaning, enforceability or effect of this Agreement;

(d) Any Claims that arise after you have signed this Agreement;

(e) Any Claims for worker's compensation benefits, any Claims for unemployment compensation benefits, and any other Claims that cannot be waived by a private agreement; and

(f) Any rights under, or the benefit of, any Company by-law, insurance policy or other indemnification rights (including, but not limited to, the payment or advancement of attorneys' fees or the selection of legal counsel) that you may have at any time relating to your service as an employee or officer of the Company (or of any of the other Releasees).

The General Release is subject to and restricted by your Retained Rights in Paragraph 5.

5. Retained Rights.

(a) Regardless of whether or not you sign this Agreement, nothing in this Agreement is intended to, or shall be interpreted to, restrict or otherwise interfere with your: (i) obligation to testify truthfully in any forum; (ii) right and/or obligation to contact, cooperate with, provide information to--or testify or otherwise participate in any action, investigation or proceeding of--any federal, state or local government agency, commission or entity (including, but not limited to, the U.S. Equal Employment Opportunity Commission ("EEOC") the U.S. Securities and Exchange Commission ("SEC") or the Department of Labor ("DOL"); or (iii) right and/or obligation to disclose any information or produce any documents as is required by law or legal process.

(b) Further, this Agreement, including the General Release in Paragraph 3, does not prevent you from contacting or filing a charge with any federal, state or local government agency, commission or entity (including, but not limited to, the EEOC or the SEC). However, the General Release does prevent you, to the maximum extent permitted by law, from obtaining any monetary or other personal relief for any of the Claims you have released in Paragraph 3 with regard to any charge you may file or which may be filed on your behalf. Notwithstanding the foregoing, nothing in this Agreement limits your right to receive an award for information provided to the SEC, the DOL, or any other government agency, commission or entity.

6. Adequacy of Consideration.

You acknowledge and agree that the Company's Severance Benefits under Paragraph 2 above:

(a) Are not required by any policy, plan or prior agreement;

(b) Constitute adequate consideration to support your General Release in Paragraph 3 above; and

(c) Fully compensate you for the Claims you are releasing.

For purposes of this paragraph, "consideration" means something of value to which you are not already entitled.

7. Prohibition on Your Using or Disclosing Confidential Information.

(a) Regardless of whether you sign this Agreement, you are prohibited from using or disclosing Confidential Information which you created or acquired in the course of your employment with the Company and which is not generally known by or readily accessible to the public, relating to the Company or any of its subsidiaries or Affiliates..

(b) "Confidential Information" means any confidential, proprietary, and/or trade secret information, including, but not limited to, the following categories of information:

- Regulatory initiatives;
- Allocation of resources;
- Business plans;
- Financial plans;
- Information regarding NJNG's rate structure, tariff design, sales volumes, margins, and marketing strategies;
- Strategic plans;
- Allocation of resources for new initiatives;
- Confidential competitive intelligence;
- Regulatory relationship strengths and weaknesses;
- Regulatory strategy;
- Government affairs plans and strategies;

- Information on staffing, finance, employee performance, and compensation of others;
- Litigation strategies, including, but not limited to, rate case strategies;
- Information, plans and strategies related to the construction and/or operation of natural gas transmission and/or distribution infrastructure, including, but not limited to, the Adelphia Gateway Pipeline, Leaf River Energy Center, LLC, PennEast Pipeline and/or the NJNG Southern Reliability Link pipeline;

- Customer information;
- Attorney-client communications; and/or
- Attorney work product.

The prohibition and requirements in this Paragraph 7 and in Paragraph 8 below are subject to and limited by your Retained Rights in Paragraph 5 above.

(c) Nothing in this Agreement is intended to, or shall be interpreted to, prohibit disclosure of information to the limited extent permitted by and in accordance with the federal Defend Trade Secrets Act of 2016 ("DTSA"). Stated otherwise, disclosures that are protected by the DTSA as follows do not violate this Agreement. The DTSA provides that: "(1) An individual shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that — (A) is made — (i) in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal." The DTSA further provides that: "(2) An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual — (A) files any document containing the trade secret under seal; and (B) does not disclose the trade secret, except pursuant to court order."

8. Duty to Notify Chief Human Resources Officer.

Regardless of whether you signed this Agreement, and in order to protect Confidential Information, in the event you receive a request or demand, orally, in writing, electronically or otherwise, for the disclosure or production of Confidential Information which you created or acquired in the course of your employment (as defined above in Paragraph 7), you must notify immediately the Company's Senior Vice President and Chief Human Resources Officer by calling her at the following phone number: 732-919-8013. Regardless of whether you are successful in reaching the Senior Vice President and Chief Human Resources Officer by telephone, you also must notify her immediately in writing, via certified mail, at the following address: Amanda E. Mullan, 1415 Wyckoff Road, P.O. Box 1468, Wall, NJ 07719. A copy of the request or demand as well as all documents potentially responsive to the request or demand shall be included with the written notification. You shall wait a minimum of ten (10) days (or the maximum time permitted by such legal process, if less) after sending the letter before making a disclosure or production to give the Company time to determine whether the disclosure or production involves Confidential Information, in which event the Company may seek to prohibit and/or restrict the production and/or disclosure and/or to obtain a protective order with regard thereto. This obligation shall not apply in the event of requests or demands for Confidential Information from any government agency or entity (federal, state or local).

9. Return of Company Property and Documents. Regardless of whether you sign this Agreement, and as a condition of receiving the Severance Benefits set forth in Paragraph 2 above:

(a) You must return to the Company's Human Resources Department, retaining no copies or excerpts, (i) all Company property (including, but not limited to, office, desk or file cabinet keys, Company identification/pass cards, Company-provided credit cards and Company equipment, such as computers and prints outs) and (ii) all Company documents (including, but not limited to, all hard copy, electronic and other files, forms, lists, charts, photographs, correspondence, computer records, programs, notes, texts, memos, disks, DVDs, etc.);

(b) You also must download all Company-related electronically stored information (including, but not limited to, emails) from any personal computer and/or other storage devices or equipment or personal email accounts and return all downloaded material or otherwise electronically stored information and completely remove all such electronically stored information from the hard drive of such personal computer, all other storage devices, any cloud storage and/or personal email accounts, retaining no copies or excerpts; and

(c) You must certify in writing that you have complied with your obligations under this Paragraph 9 by signing the Certification attached to this Agreement as Exhibit "A", and promptly returning it to me.

10. Non-Disparagement. You agree that you will not make any defamatory or disparaging comments, in writing, orally or electronically, about the Company, any of the other Affiliates, their respective products and services, or their past, present and future officers, agents, directors, supervisors, employees or representatives. This restriction is subject to and limited by your Retained Rights in Paragraph 5 above. Nothing in this Paragraph, however, shall be interpreted to prevent you from providing truthful information to, or testimony before, any judicial or other governmental authorities or agencies as may be permitted by law. The Company agrees that its and Section 16 Officers (as defined in rules promulgated under the Securities Act of 1933, as amended) will not make any defamatory or disparaging comments, in writing, orally or electronically, about you.

11. Cooperation. You agree that:

(a) You will make yourself reasonably available to the Company or New Jersey Resources Corporation by telephone to assist the Company or New Jersey Resources Corporation in connection with any matter relating to your job duties, responsibilities and services provided by you on behalf of the Company prior to your separation from the Company.

(b) You further agree that you will cooperate fully with the Company or New Jersey Resources Corporation in the defense or prosecution of any claims or action now in existence or which may be brought or threatened in the future against or on behalf of the Company, New Jersey Resources Corporation or any of their directors, shareholders, officers or employees. Such cooperation may include, but not be limited to, being reasonably available to meet with the Company, New Jersey Resources Corporation or any of their representatives to prepare for any proceeding (including depositions, fact-findings, arbitrations, trials) to provide affidavits, to assist with any audit, inspection, proceeding or other inquiry, and to act as a witness in connection with any litigation or other legal proceeding affecting the Company or New Jersey Resources Corporation. The Company shall reimburse you for reasonable documented travel expenses incurred when your presence is required in person.

(c) The obligations set forth in this Paragraph 11 are subject to and limited by your Retained Rights in Paragraph 5 above.

The Company agrees that it will cooperate with You in connection with your collecting and retrieving all personal property, including personal records and documents, in hard copy or electronically.

12. Form 8-K Filing/Other Communications. New Jersey Resources Corporation shall file a Form 8-K, as well as a copy of this Agreement, with the SEC, stating that you have mutually agreed to separate from the Company and will no longer serve as Senior Vice President and General Counsel, effective May 3, 2021, and that the Company provided you separation payments in exchange for a comprehensive release of claims, and compliance with confidentiality requirements, cooperation agreements, and restrictive covenants. The Company shall not issue any external press release concerning your separation. Your separation shall be announced internally as agreed upon by you and the Company.

13. Restrictive Covenants.

(a) The Company agrees to waive the “Competitive Employment” restrictive covenant set forth in the Deferred Retention Award Agreement dated November 13, 2018.

(b) You agree that, through May 31, 2022 (“the Restricted Period”), you will not on your own behalf, on behalf of others, or in any other capacity, directly or indirectly:

(i) Solicit, recruit, hire, recommend, induce or otherwise cause or attempt to influence, directly or indirectly, any employee, consultant or contractor of the Company to terminate such employment, consulting or contractor relationship with the Company or to limit or reduce the services they provide to or on behalf of the Company;

(ii) Employ or retain, or encourage or assist any person or entity to employ or retain any individual who was employed by the Company at any time during the preceding twelve-month period; or

(iii) Direct or do any act or thing which may interfere with or adversely affect the relationship (contractual or otherwise) of the Company with any Customer, Prospective Customer, vendor, supplier or contractor of the Company, or otherwise induce or attempt to induce any Customer, Prospective Customer, vendor, supplier or contractor to cease doing business, not do business, reduce or otherwise limit its business with the Company.

(iv) For purposes of this Paragraph 13(a): (A) "Customer" shall mean those persons or entities for whom or which the Company performed services or to whom or which the Company sold or licensed its products, during the twelve months preceding the cessation of your employment or twelve months thereafter; and (B) "Prospective Customer" shall mean persons or entities whose business was solicited or was planned to be solicited by the Company during the twelve months preceding the cessation of your employment or twelve months thereafter.

(c) You agree that the Severance Benefits in Paragraph 2 constitute adequate consideration for the restrictions in this Paragraph 13.

(d) You acknowledge that the restrictions contained in this Agreement are necessary for the protection of the business and goodwill of the Company and are reasonable for such purpose. You agree that any breach or threatened breach of this Agreement by you will cause material and irreparable damage to the Company, the amount of which may be extremely difficult or impossible to establish, thus, making any remedy at law or damages inadequate. Accordingly, you agree that in the event of such a breach or threatened breach, the Company shall be entitled, in addition to any monetary damages and to any other remedies that may be available to the Company under this Agreement and at law, to seek an order or an injunction restraining any breach or threatened breach of this Agreement. This right shall be in addition to any other remedy available to the Company in law or equity.

(e) In the event of your breach or threatened breach of this Agreement, and the Company's successful enforcement of this Agreement against you, you agree to reimburse the Company for any and all fees, expenses and costs (including, but not limited to, reasonable attorneys' fees and court costs) incurred by the Company in bringing its action, regardless of whether the scope of the Agreement is reformed or otherwise modified by the court. You recognize that nothing in this Agreement is intended to limit any remedy of the Company under applicable state or federal civil and criminal law. It is expressly agreed that the Company shall be entitled to recover damages caused by your breach, and that, in addition to any damages or other remedies it may recover, the Company shall also be entitled to refrain from paying any Severance Benefits set forth in Paragraph 2 above and to recover from you reimbursement for the value of any such Severance Payments already paid to you prior to your breach. In the event of a breach or alleged breach by you of any of the provisions of Paragraph 13, the restrictions contained in Paragraph 13 shall be extended by a period of time equal to the period of such breach, it being the intention of the parties hereto that the running of the restriction period shall be tolled until such breach is resolved (including the period of any court proceedings necessary to stop such violation).

(f) If any covenant or part of any covenant contained in this Agreement is determined by a court of competent jurisdiction to be invalid or unenforceable, the same shall not affect the remainder of such covenant or any other covenants, which shall be given full effect, without regard to the invalid portions, and any such court shall have the power to modify any covenant to the extent necessary to render it enforceable and, in its modified form, said covenant shall then be enforceable to the maximum extent permitted by law

14. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of New Jersey.

15. Statement of Non-Admission. Nothing in this Agreement is intended as, or shall be construed as, an admission or concession of liability or wrongdoing by you, the Company or any other Releasee as defined above. Rather, the proposed Agreement is being offered for the sole purpose of settling cooperatively and amicably any and all possible disputes between the parties.

16. Interpretation of Agreement. Nothing in this Agreement is intended to violate any law or shall be interpreted to violate any law. If any paragraph or part or subpart of any paragraph in this Agreement or the application thereof is construed to be overbroad and/or unenforceable, then

the court making such determination shall have the authority to narrow the paragraph or part or subpart of the paragraph as necessary to make it enforceable and the paragraph or part or subpart of the paragraph shall then be enforceable in its/their narrowed form. Moreover, each paragraph or part or subpart of each paragraph in this Agreement is independent of and severable (separate) from each other. In the event that any paragraph or part or subpart of any paragraph in this Agreement is determined to be legally invalid or unenforceable by a court and is not modified by a court to be enforceable, the affected paragraph or part or subpart of such paragraph shall be stricken from the Agreement, and the remaining paragraphs or parts or subparts of such paragraphs of this Agreement shall remain in full force and effect; provided, however, that upon any finding by a court of competent jurisdiction that the General Release set forth in Paragraph 3 above is illegal, void or unenforceable, you agree, promptly upon the Company's request, to execute a general release that is legal and enforceable.

17. Entire Agreement. This Agreement constitutes the entire agreement between the parties and supersedes any and all prior representations, agreements, written or oral, expressed or implied. This Agreement may not be modified or amended other than by an agreement in writing signed by an officer of the Company.

18. Acknowledgment. You acknowledge and agree that, subsequent to the termination of your employment, you shall not be eligible for any payments from the Company or Company-paid benefits, except as expressly set forth in this Agreement. You also acknowledge and agree that you have been paid for all time worked and have received all other compensation owed to you, except for any payments owed to you pursuant to Paragraph 1, which shall be paid to you regardless of whether you sign this Agreement.

19. Assignment. This Agreement shall be binding upon and be for the benefit of the parties as well as your heirs and the Company's successors and assigns.

20. Headings. The headings contained in this Agreement are for convenience of reference only and are not intended, and shall not be construed, to modify, define, limit, or expand the intent of the parties as expressed in this Agreement, and they shall not affect the meaning or interpretation of this Agreement.

21. Waiver. Waiver by a party of any breach of any provision of this Agreement by the other party shall not operate nor be construed as a waiver of any subsequent or other breach. No provision or breach of this Agreement may be waived except by a written instrument signed by the

party waiving such provision or breach, which states that such party is waiving such provision or breach.

22. Representations. You agree and represent that:

(a) You have read carefully the terms of this Agreement, including the General Release;

(b) You have had an opportunity to and have been encouraged to review this Agreement, including the General Release, with an attorney;

(c) You understand the meaning and effect of the terms of this Agreement, including the General Release;

(d) You knowingly and voluntarily waive your right to consider this Agreement for a full twenty-one (21) days;

(e) Your decision to sign this Agreement, including the General Release, is of your own free and voluntary act without compulsion of any kind;

(f) No promise or inducement not expressed in this Agreement has been made to you;

(g) You understand that you are waiving your Claims as set forth in Paragraph 3 above, including, but not limited to, Claims for age discrimination under the Age Discrimination in Employment Act (subject to the limitations in Paragraph 4 above and your Retained Rights in Paragraph 5 above); and

(h) You have adequate information to make a knowing and voluntary waiver of any and all Claims as set forth in Paragraph 3 above.

23. Revocation Period. If you sign this Agreement, you will retain the right to revoke it for seven (7) days. If you revoke this Agreement, you are indicating that you have changed your mind and do not want to be legally bound by this Agreement. The Agreement shall not be effective until after the Revocation Period has expired without your having revoked it. To revoke this Agreement, you must send a certified letter to the attention of the Chief Human Resources Officer at the following address: 1415 Wyckoff Road, P.O. Box 1468, Wall, NJ 07719. The letter must be post-marked within seven (7) days of your execution of this Agreement. If the seventh day is a Sunday or federal holiday, then the letter must be post-marked on the following business day. If you revoke this Agreement on a timely basis, you shall not be eligible for the Severance Benefits set forth in Paragraph 2 above.

24. Offer Expiration Date. If you do not sign this Agreement via DocuSign or deliver to me an electronic (PDF) copy by 2:00 p.m. on May 7, 2021, then this offer shall expire, and you will not be eligible for the Severance Benefits set forth in Paragraph 2 above. You agree to provide an original signed copy of this Agreement with your signature to me by 5:00 p.m. on May 10, 2021.

25. Taxes. All payments under this Agreement will be subject to deduction and withholding of all applicable federal, state and local taxes and the Company will timely remit same to the appropriate governmental authorities. You acknowledge and agree that you are solely responsible for paying any federal, state or local taxes on the Severance Benefits paid pursuant to Paragraph 2 above and the other benefits or payments pursuant to Paragraph 1 above, to the extent not withheld and that you shall defend, indemnify and hold harmless the Company and the other Releasees as defined above for your failure to pay any taxes owed, if any, on a timely basis. You further acknowledge and agree that you have not received any tax advice from the Company or any Releasee and that you are not relying upon any representation made by the Company or any Releasee, or any attorney for the Company or any Releasee, with regard to the taxability or non-taxability or the characterization of all or any portion of the benefits or payments made under Paragraphs 1 and 2 above.

* * *

Should you have post-separation questions regarding this Agreement, please direct your inquiries to the Company's counsel, Grace E. Speights of Morgan, Lewis & Bockius, LLP, available at grace.speights@morganlewis.com or 202-739-5761.

* * *

If you agree with the all of the terms of this Agreement, please sign below, indicating that you understand, agree with and intend to be legally bound by this Agreement, including the General Release, and return the signed Agreement to me.

Sincerely,

/s/ Amanda E. Mullan
Amanda E. Mullan
Chief Human Resources Officer

UNDERSTOOD AND AGREED,
INTENDING TO BE LEGALLY BOUND:

/s/ Nancy A. Washington
Nancy A. Washington

May 6, 2021
Date

/s/ Jill DePhillips
Witness

EXHIBIT A

CERTIFICATION FOR RETURN OF COMPANY PROPERTY AND DOCUMENTS

I, Nancy Washington, CERTIFY THAT:

1. I have returned to __________ of the Company's Human Resources Department, retaining no copies or excerpts, all Company property in my possession, custody or control, including, but not limited to, office, desk or file cabinet keys, Company identification/pass cards, Company-provided credit cards and Company equipment, such as computers and prints outs.

2. I have returned to __________ of the Company's Human Resources Department, retaining no copies or excerpts, all Company documents in my possession, custody or control, including, but not limited to, all hard copy, electronic and other files, forms, lists, charts, correspondence, computer records, notes, memos, disks, drives, DVDs, etc.

3. I have made a diligent search of my personal computers and/or other storage devices or equipment (including, but not limited to, IPhones, Droids, thumb or other drives) cloud storage, and of my personal email accounts for any Company-related documents, communications (including, but not limited to, emails) and any other electronically stored information relating to the Company. This search revealed that I

   [Check the applicable box below.]

   a. [ ] had Company-related documents, communications or other information,

   b. [ ] did not have any Company-related documents, communications or other information.

4. If I checked box 3[a] above, I have downloaded all Company-related documents, communications or other information in my possession custody or control, returned them to __________ of the Company's Human Resources Department, and completely removed them from the hard drive of such personal computer and/or all other storage devices, cloud storage or personal email accounts, retaining no copies or excerpts.

5. I returned the information on __________2021 using the following method of delivery: ____

6. I no longer have any Company property, documents, communications or electronically stored information (or copies or excerpts) in my possession, custody or control.

THE INFORMATION ABOVE IS TRUE TO THE BEST OF MY KNOWLEDGE.

UNDERSTOOD AND AGREED,
INTENDING TO BE LEGALLY BOUND:

Nancy Washington	Witness (signature)
Date	Witness (print name)

EXHIBIT 31.1

CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Stephen D. Westhoven, certify that:

1) I have reviewed this report on Form 10-Q of New Jersey Resources Corporation;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2021

By: /s/ Stephen D. Westhoven
Stephen D. Westhoven
President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Patrick Migliaccio, certify that:

1) I have reviewed this report on Form 10-Q of New Jersey Resources Corporation;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2021

By: /s/ Patrick Migliaccio
Patrick Migliaccio
Senior Vice President and Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, Stephen D. Westhoven hereby certifies as follows:

(a) I am the Chief Executive Officer of New Jersey Resources Corporation (the "Company");

(b) To the best of my knowledge, this quarterly report on Form 10-Q for the fiscal quarter ended June 30, 2021, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(c) To the best of my knowledge, based upon a review of this report, the information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 5, 2021

By: /s/ Stephen D. Westhoven
Stephen D. Westhoven
President and Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, Patrick Migliaccio hereby certifies as follows:

(a) I am the Chief Financial Officer of New Jersey Resources Corporation (the "Company");

(b) To the best of my knowledge, this quarterly report on Form 10-Q for the fiscal quarter ended June 30, 2021, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(c) To the best of my knowledge, based upon a review of this report, the information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 5, 2021

By: /s/ Patrick Migliaccio
Patrick Migliaccio
Senior Vice President and Chief Financial Officer