

**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 December 31, 2019

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

(State or other jurisdiction of incorporation or organization)

22-2376465

(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. o

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 February 4, 2020 was 95,570,817.

New Jersey Resources Corporation

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New Jersey Resources Corporation

GLOSSARY OF KEY TERMS

Adelphia	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
Bridge Facility	The \$350 million term loan credit agreement expiring in October 2020
CIP	Conservation Incentive Program
CME	Chicago Mercantile Exchange
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
LIBOR	London Inter-Bank Offered Rate
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.
NFE	Net Financial Earnings
NJ RISE	New Jersey Reinvestment in System Enhancement
NJCEP	New Jersey's Clean Energy Program

New Jersey Resources Corporation

GLOSSARY OF KEY TERMS (cont.)

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
O&M	Operation and Maintenance
OPEB	Other Postemployment Benefit Plans
PennEast	PennEast Pipeline Company, LLC
PPA	Power Purchase Agreement
PTC	Federal Production Tax Credit
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
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
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 and SRECs, future rate case proceedings, completion of infrastructure projects, financial condition, results of operations, cash flows, capital requirements, future capital expenditures, market risk, effective tax rate and other matters for fiscal 2020 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, 2019, as well as the following:

- 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 Midstream infrastructure projects, including PennEast and Adelphia, 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, 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 Leaf River and Adelphia;
- 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;
- timing of qualifying for ITCs due to delays or failures to complete planned solar projects and the resulting impact on our effective tax rate and earnings;
- 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, 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 the 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.

New Jersey Resources Corporation
Part I

ITEM 1. FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

	Three Months Ended December 31,	
<i>(Thousands, except per share data)</i>	2019	2018
OPERATING REVENUES		
Utility	\$ 219,623	\$ 199,965
Nonutility	395,413	611,802
Total operating revenues	615,036	811,767
OPERATING EXPENSES		
Gas purchases:		
Utility	91,814	87,649
Nonutility	317,356	535,383
Related parties	1,524	2,185
Operation and maintenance	63,345	63,343
Regulatory rider expenses	11,742	12,632
Depreciation and amortization	27,758	21,832
Total operating expenses	513,539	723,024
OPERATING INCOME	101,497	88,743
Other income, net	286	869
Interest expense, net of capitalized interest	16,070	13,486
INCOME BEFORE INCOME TAXES AND EQUITY IN EARNINGS OF AFFILIATES	85,713	76,126
Income tax benefit	(259)	(6,961)
Equity in earnings of affiliates	3,389	3,161
NET INCOME	\$ 89,361	\$ 86,248
EARNINGS PER COMMON SHARE		
Basic	\$0.97	\$0.97
Diluted	\$0.97	\$0.97
WEIGHTED AVERAGE SHARES OUTSTANDING		
Basic	91,911	88,547
Diluted	92,320	88,946

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

	Three Months Ended December 31,	
<i>(Thousands)</i>	2019	2018
Net income	\$ 89,361	\$ 86,248
Other comprehensive income, net of tax		
Adjustment to postemployment benefit obligation, net of tax of \$(217) and \$(96), respectively	759	234
Other comprehensive income	\$ 759	\$ 234
Comprehensive income	\$ 90,120	\$ 86,482

See Notes to Unaudited Condensed Consolidated Financial Statements

New Jersey Resources Corporation

Part I

ITEM 1. FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	Three Months Ended December 31,	
	2019	2018
<i>(Thousands)</i>		
CASH FLOWS USED IN OPERATING ACTIVITIES		
Net income	\$ 89,361	\$ 86,248
Adjustments to reconcile net income to cash flows from operating activities		
Unrealized gain on derivative instruments	(41,766)	(10,932)
Realized and unrealized gains on investments in equity securities	—	(257)
Depreciation and amortization	27,758	21,832
Amortization of acquired wholesale energy contracts	134	370
Allowance for equity used during construction	(2,732)	(1,751)
Allowance for doubtful accounts	430	643
Non cash lease expense	861	—
Deferred income taxes	3,246	(8,733)
Manufactured gas plant remediation costs	(2,974)	(2,593)
Equity in earnings, net of distributions received from equity investees	(1,332)	(830)
Cost of removal - asset retirement obligations	(61)	(65)
Contributions to postemployment benefit plans	(2,256)	(1,666)
Tax benefit from stock-based compensation	798	1,279
Changes in:		
Components of working capital	(117,241)	(206,728)
Other noncurrent assets	1,312	9,710
Other noncurrent liabilities	1,398	8,718
Cash flows used in operating activities	(43,064)	(104,755)
CASH FLOWS USED IN INVESTING ACTIVITIES		
Expenditures for:		
Utility plant	(69,861)	(51,359)
Solar equipment	(45,699)	(32,126)
Midstream and other	(2,687)	(2,420)
Cost of removal	(7,936)	(8,396)
Acquisition of assets, net of cash acquired of \$5.1 million	(368,126)	—
Distribution from equity investees in excess of equity in earnings	643	619
Investments in equity investees	(509)	—
Cash flows used in investing activities	(494,175)	(93,682)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from term loan	350,000	—
Payments of term loan	(212,900)	—
Payments of long-term debt	(3,853)	(4,723)
Proceeds from short-term debt, net	228,159	219,750
Proceeds from sale-leaseback transaction	4,000	9,895
Payments of common stock dividends	(26,974)	(25,812)
Proceeds from issuance of common stock - public equity offering	212,900	—
Proceeds from waiver discount issuance of common stock	—	7,964
Proceeds from issuance of common stock - DRP	3,572	3,749
Tax withholding payments related to net settled stock compensation	(3,543)	(6,087)
Cash flows from financing activities	551,361	204,736
Change in cash, cash equivalents and restricted cash	14,122	6,299
Cash, cash equivalents and restricted cash at beginning of period	4,063	1,710
Cash, cash equivalents and restricted cash at end of period	\$ 18,185	\$ 8,009
CHANGES IN COMPONENTS OF WORKING CAPITAL		
Receivables	\$ (164,622)	\$ (161,039)
Inventories	(17,055)	(58,061)
Recovery of gas costs	7,951	(1,142)
Gas purchases payable	44,086	58,663
Prepaid expenses	(12,482)	4,048

Prepaid and accrued taxes	15,390	17,027
Accounts payable and other	(27,080)	(47,498)
Restricted broker margin accounts	34,976	(9,963)
Customers' credit balances and deposits	2,457	2,304
Other current assets	(862)	(11,067)
Total	\$ (117,241)	\$ (206,728)

SUPPLEMENTAL DISCLOSURES OF CASH FLOWS INFORMATION

Cash paid for:		
Interest (net of amounts capitalized)	\$ 14,938	\$ 16,002
Income taxes	\$ —	\$ 130
Accrued capital expenditures	\$ 14,864	\$ 19,791

See Notes to Unaudited Condensed Consolidated Financial Statements

New Jersey Resources Corporation
Part I

ITEM 1. FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

ASSETS

<i>(Thousands)</i>	December 31, 2019	September 30, 2019
PROPERTY, PLANT AND EQUIPMENT		
Utility plant, at cost	\$ 2,638,798	\$ 2,625,730
Construction work in progress	267,774	232,233
Nonutility plant and equipment, at cost	1,247,107	861,904
Construction work in progress	81,590	62,492
Total property, plant and equipment	4,235,269	3,782,359
Accumulated depreciation and amortization, utility plant	(572,144)	(585,160)
Accumulated depreciation and amortization, nonutility plant and equipment	(166,932)	(156,033)
Property, plant and equipment, net	3,496,193	3,041,166
CURRENT ASSETS		
Cash and cash equivalents	15,666	2,676
Customer accounts receivable		
Billed	250,419	139,263
Unbilled revenues	63,656	6,510
Allowance for doubtful accounts	(6,423)	(6,148)
Regulatory assets	24,246	32,871
Gas in storage, at average cost	186,895	169,803
Materials and supplies, at average cost	14,617	14,475
Prepaid expenses	20,815	8,333
Prepaid and accrued taxes	9,162	22,602
Derivatives, at fair value	48,552	25,103
Restricted broker margin accounts	43,112	73,723
Other	21,894	22,395
Total current assets	692,611	511,606
NONCURRENT ASSETS		
Investments in equity method investees	202,231	200,268
Regulatory assets	490,283	496,637
Derivatives, at fair value	5,594	7,426
Intangible assets, net	15,757	14,611
Operating lease assets	87,793	—
Other noncurrent assets	104,704	101,271
Total noncurrent assets	906,362	820,213
Total assets	\$ 5,095,166	\$ 4,372,985

See Notes to Unaudited Condensed Consolidated Financial Statements

New Jersey Resources Corporation
Part I

ITEM 1. FINANCIAL STATEMENTS (Continued)

CAPITALIZATION AND LIABILITIES

<i>(Thousands, except share data)</i>	December 31, 2019	September 30, 2019
CAPITALIZATION		
Common stock, \$2.50 par value; authorized 150,000,000 shares; outstanding December 31, 2019 — 95,508,010; September 30, 2019 — 89,998,788	\$ 240,221	\$ 226,649
Premium on common stock	494,265	291,331
Accumulated other comprehensive loss, net of tax	(31,028)	(31,787)
Treasury stock at cost and other; shares December 31, 2019 — 580,603; September 30, 2019 — 660,734	(11,130)	(10,436)
Retained earnings	1,135,475	1,075,960
Common stock equity	1,827,803	1,551,717
Long-term debt	1,537,549	1,537,177
Total capitalization	3,365,352	3,088,894
CURRENT LIABILITIES		
Current maturities of long-term debt	21,797	21,419
Short-term debt	390,709	25,450
Gas purchases payable	181,356	137,271
Gas purchases payable to related parties	791	790
Accounts payable and other	91,580	129,724
Dividends payable	29,846	28,122
Accrued taxes	5,342	3,394
New Jersey Clean Energy Program	13,757	15,468
Derivatives, at fair value	36,987	57,623
Operating lease liabilities	3,805	—
Customers' credit balances and deposits	29,573	27,116
Total current liabilities	805,543	446,377
NONCURRENT LIABILITIES		
Deferred income taxes	194,284	190,663
Deferred investment tax credits	3,573	3,653
Deferred gain	1,358	1,554
Derivatives, at fair value	25,073	18,821
Manufactured gas plant remediation	129,241	131,080
Postemployment employee benefit liability	245,455	246,517
Regulatory liabilities	203,313	202,435
Asset retirement obligation	31,503	31,046
Operating lease liabilities	82,909	—
Other	7,562	11,945
Total noncurrent liabilities	924,271	837,714
Commitments and contingent liabilities (Note 13)		
Total capitalization and liabilities	\$ 5,095,166	\$ 4,372,985

See Notes to Unaudited Condensed Consolidated Financial Statements

New Jersey Resources Corporation
Part I

ITEM 1. FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATED STATEMENTS OF COMMON STOCK EQUITY (Unaudited)

<i>(Thousands)</i>	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)	\$ 1,075,960	\$ 1,551,717
Net income	—	—	—	—	—	89,361	89,361
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)	\$ 1,135,475	\$ 1,827,803
Balance at September 30, 2018	88,293	\$ 226,196	\$ 274,748	\$ (12,610)	\$ (76,473)	\$ 1,007,117	\$ 1,418,978
Net income	—	—	—	—	—	86,248	86,248
Other comprehensive loss	—	—	—	234	—	—	234
Common stock issued:							
Incentive compensation plan	137	343	1,791	—	—	—	2,134
Dividend reinvestment plan ⁽¹⁾	82	—	454	—	3,238	—	3,692
Waiver discount	168	—	1,293	—	6,671	—	7,964
Cash dividend declared (\$.2925 per share)	—	—	—	—	—	(25,938)	(25,938)
Treasury stock and other	—	—	—	—	1,504	—	1,504
Adoption of ASU 2016-01	—	—	—	(3,446)	—	3,446	—
Adoption of ASU 2017-05	—	—	—	—	—	4,970	4,970
Adoption of ASU 2014-09/ASC 606	—	—	—	—	—	(2,736)	(2,736)
Balance at December 31, 2018	88,680	\$ 226,539	\$ 278,286	\$ (15,822)	\$ (65,060)	\$ 1,073,107	\$ 1,497,050

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

New Jersey Resources Corporation
Part I

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. NATURE OF THE BUSINESS

New Jersey Resources Corporation provides regulated gas distribution services and operates certain unregulated businesses primarily through the following:

New Jersey Natural Gas Company provides natural gas utility service to approximately 552,100 residential and commercial customers in central and northern New Jersey and is subject to rate regulation by the BPU. NJNG comprises the Natural Gas Distribution segment.

NJR Clean Energy Ventures Corporation, 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 located throughout New Jersey. Clean Energy Ventures finalized the sale of its remaining wind assets on February 7, 2019; see *Note 17. Acquisitions and Dispositions* for more details.

NJR Energy Services Company comprises the Energy Services segment. Energy Services maintains and transacts around a portfolio of natural gas storage and transportation 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 Midstream segment, invests in energy-related ventures through its subsidiaries: NJR Steckman Ridge Storage Company, which holds the Company's 50 percent combined ownership interest in Steckman Ridge, located in Pennsylvania, and NJR Pipeline Company, which includes the wholly owned subsidiaries of Leaf River, which was acquired on October 11, 2019, Adelphia, which was acquired on January 13, 2020, and the Company's 20 percent ownership interest in PennEast. See *Note 17. Acquisitions and Dispositions* for more information regarding these acquisitions.

NJR Retail Holdings Corporation has two principal subsidiaries, NJR Home Services Company, which provides heating, central air conditioning, standby generators, solar and other indoor and outdoor comfort products to residential homes throughout New Jersey, and Commercial Realty & Resources Corp., which owns commercial real estate. NJR Home Services Company and Commercial Realty & Resources Corp. 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, 2019 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 2019 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, 2020. 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. ARO 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.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**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 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 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.

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.

Midstream generates revenues from firm storage contracts, related usage fees and hub services for the use of storage space, injections and withdrawals from their natural gas storage facility. Demand fees are recognized as revenue over the term of the related storage agreement while the 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.

Gas in Storage

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

(\$ in thousands)	December 31, 2019		September 30, 2019	
	Gas in Storage	Bcf	Gas in Storage	Bcf
Energy Services	\$ 83,908	36.0	\$ 52,390	25.6
Natural Gas Distribution	102,987	23.9	117,413	27.0
Total	\$ 186,895	59.9	\$ 169,803	52.6

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**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.

ASU No. 2016-18, an amendment to ASC 230, *Statement of Cash Flows*, required that any amounts that are deemed to be restricted cash or restricted cash equivalents be included in cash and cash-equivalent balances on the cash flow statement. 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)	December 31, 2019	September 30, 2019	December 31, 2018	September 30, 2018
Balance Sheet				
Cash and cash equivalents	\$ 15,666	\$ 2,676	\$ 7,694	\$ 1,458
Restricted cash in other noncurrent assets	2,519	1,387	315	252
Statements of Cash Flow				
Cash, cash equivalents and restricted cash in the statement of cash flows	\$ 18,185	\$ 4,063	\$ 8,009	\$ 1,710

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 net present value on the Unaudited Condensed Consolidated Balance Sheets. The Company recorded \$12.6 million and \$12.4 million in other current assets and \$39.6 million and \$38.8 million in other noncurrent assets as of December 31, 2019 and September 30, 2019, respectively, on the Unaudited Condensed Consolidated Balance Sheets, related to the loans. If NJNG determines a loan is impaired, the basis of the loan would be subject to regulatory review for recovery. As of December 31, 2019 and September 30, 2019, the Company has not recorded an allowance for doubtful accounts for SAVEGREEN loans.

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 Company capitalized \$9.1 million in other noncurrent assets on the Unaudited Condensed Consolidated Balance Sheets and recorded \$1.5 million in O&M on the Unaudited Condensed Consolidated Statements of Operations during the three months ended December 31, 2019.

Accumulated Other Comprehensive Loss

The following table presents the changes in the components of accumulated other comprehensive income (loss), net of related tax effects during the three months ended December 31, 2019 and 2018:

(Thousands)	Investments in Equity Securities	Postemployment Benefit Obligation	Total
Balance at September 30, 2019	\$ —	\$ (31,787)	\$ (31,787)
Other comprehensive loss, net of tax			
Amounts reclassified from accumulated other comprehensive loss, net of tax of \$0 and \$(217)	—	759 ⁽¹⁾	759
Balance at December 31, 2019	\$ —	\$ (31,028)	\$ (31,028)
Balance at September 30, 2018	\$ 3,446	\$ (16,056)	\$ (12,610)
Other comprehensive income (loss), net of tax			
Amounts reclassified from accumulated other comprehensive income (loss), net of tax of \$0 and \$(96)	—	234 ⁽¹⁾	234
Reclassification to retained earnings	\$ (3,446) ⁽²⁾	\$ —	\$ (3,446)
Balance at December 31, 2018	\$ —	\$ (15,822)	\$ (15,822)

(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.

(2) Due to the adoption of ASU No. 2016-01, an amendment to ASC 825, *Financial Instruments*.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Reclassification

Certain prior period amounts related to energy and other taxes on the Unaudited Condensed Consolidated Statements of Operations and prepaid expenses on the Unaudited Condensed Consolidated Balance Sheets and Unaudited Consolidated Condensed Statements of Cash Flows have been reclassified to conform to the current period presentation.

Recently Adopted Updates to the Accounting Standards Codification**Leases**

In February 2016, the FASB issued ASU No. 2016-02, an amendment to ASC 842, *Leases*, which, along with other ASU's containing minor amendments and technical corrections, provides for a comprehensive overhaul of the lease accounting model and changes the definition of a lease within the accounting literature. Under the new standard, all leases with an original term greater than one year are recorded on the balance sheet. The related asset is amortized straight-line over the term of the lease. Additional disclosures are required to provide transparency as to the amount, timing and uncertainty of cash flows arising from leasing activities.

In January 2018, the FASB issued ASU No. 2018-01, a further amendment to ASC 842, *Leases*, which was introduced by ASU No. 2016-02, as discussed above. This update provides an optional practical expedient that allows companies to not evaluate existing or expired land easements that were not previously accounted for under Topic 840 as leases as of October 1, 2019. The Company adopted this practical expedient. In July 2018, the FASB issued ASU No. 2018-11, which provides an optional transition method to ASC 842 that allows the Company to recognize a cumulative effect adjustment to the opening balance of retained earnings in the period of adoption, if any. The Company elected this transition method and did not have any cumulative impact to the opening balance of retained earnings.

The Company's other practical expedient elections include the package of practical expedients whereby the Company was not required to reassess all of its leases identified, lease classifications and initial direct costs associated with leases. The Company also elected to not separate non-lease components from lease components and elected to exclude short-term leases from the recognition requirements of ASC 842. The Company did not elect the portfolio approach for the application of the discount rate and therefore applies a discount rate individually to each lease in its population.

The Company adopted ASC 842 and all related amendments on October 1, 2019, using the modified retrospective transition method.

The Company's lease agreements primarily consist of commercial solar land leases, storage and capacity leases, equipment and real property leases, including land and office facility leases and office equipment and the sale-leaseback of its natural gas meters. The total right-of-use assets recorded upon adoption were \$67.1 million. Upon the acquisition of Leaf River, on October 11, 2019, the Company adopted ASC 842 for Leaf River which resulted in additional right-of-use asset and lease liability of \$21.6 million.

Derivatives and Hedging

In August 2017, the FASB issued ASU No. 2017-12, an amendment to ASC 815, *Derivatives and Hedging*, which, along with other ASU's containing minor amendments and technical corrections, is intended to make targeted improvements to the accounting for hedging activities by better aligning an entity's risk management activities and financial reporting for hedging relationships. These amendments modify the accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. Additionally, the amendments are intended to simplify the application of the hedge accounting guidance and provide relief to companies by easing certain hedge documentation requirements. The Company adopted this guidance on October 1, 2019. As the Company does not currently apply hedge accounting to any of its risk management activities, the amendments did not have an impact on its financial position, results of operations or cash flows.

In October 2018, the FASB issued ASU No. 2018-16, an amendment to ASC 815, *Derivatives and Hedging*, which permits the use of the Overnight Index Swap rate based on the Secured Overnight Financing Rate as an additional acceptable U.S. benchmark interest rate for hedge accounting purposes. The Company adopted this guidance on October 1, 2019. As the Company does not currently apply hedge accounting to any of its risk management activities, the amendments did not have an impact on its financial position, results of operations or cash flows.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Stock Compensation

In June 2018, the FASB issued ASU No. 2018-07, an amendment to ASC 718, *Compensation - Stock Compensation*, which expands the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from non-employees. The Company adopted this guidance on October 1, 2019. There was no impact to the Company's financial position, results of operations or cash flows.

Other Recent 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 guidance is effective for the Company beginning October 1, 2020, with early adoption permitted. The Company is currently evaluating the amendment and all subsequent amendments related to this topic, but does not expect that the pending adoption of this ASU will have a material effect on its consolidated financial statements.

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 guidance is effective for the Company beginning October 1, 2020, with early adoption permitted. Upon adoption, the amendments will be applied on a prospective or retrospective basis depending on the specific amendments' transition requirements. The Company is currently evaluating the impact of the adoption of this ASU but does not expect that its pending adoption will have a material effect on its consolidated financial statements.

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 guidance is effective for the Company beginning October 1, 2021, with early adoption permitted. Upon adoption, the amendments will be applied on a retrospective basis. The Company is continuing to evaluate the amendment to fully understand the impact on the Company's disclosures upon adoption.

Income Taxes

In December 2019, the FASB issued ASU No. 2019-12, an amendment to ASC 740, *Income Taxes*, which is intended to simplify 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.

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.

New Jersey Resources Corporation

Part I

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 and wind 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. All wind assets were sold as of February 2019. 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.
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.
Midstream	Natural gas services	The performance obligation of Midstream is to provide the customer with storage and transportation services. Midstream generates revenues from firm storage contracts, related usage fees for the use of storage space, injection and withdrawal at the storage facility. Demand fees are recognized as revenue over the term of the related storage 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.

New Jersey Resources Corporation

Part I

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Revenue Recognized at a Point in Time:

Midstream	Natural gas services	The performance obligation of Midstream is to provide the customer with storage and transportation services. Midstream generates revenues from hub services for the use of storage space, injection and withdrawal from the storage facility. Hub services include parks, loans 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 recognition 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 December 31, 2019, is as follows:

(Thousands)	Natural Gas Distribution	Clean Energy Ventures	Energy Services	Midstream	Home Services and Other	Total
2019						
Natural gas utility sales	\$ 219,894	—	—	—	—	\$ 219,894
Natural gas services	—	—	7,321	9,072	—	16,393
Service contracts	—	—	—	—	8,038	8,038
Installations and maintenance	—	—	—	—	4,869	4,869
Electricity sales	—	4,018	—	—	—	4,018
Eliminations ⁽¹⁾	—	—	—	(667)	(415)	(1,082)
Revenues from contracts with customers	219,894	4,018	7,321	8,405	12,492	252,130
Alternative revenue programs	(1,943)	—	—	—	—	(1,943)
Derivative Instruments	1,672	2,194	363,094	—	—	366,960
Eliminations ⁽¹⁾	—	—	(2,111)	—	—	(2,111)
Revenues out of scope	(271)	2,194	360,983	—	—	362,906
Total operating revenues	\$ 219,623	6,212	368,304	8,405	12,492	\$ 615,036
2018						
Natural gas utility sales	\$ 194,983	—	—	—	—	\$ 194,983
Natural gas services	—	—	10,080	—	—	10,080
Service contracts	—	—	—	—	7,796	7,796
Installations and maintenance	—	—	—	—	4,694	4,694
Electricity sales	—	7,141	—	—	—	7,141
Eliminations ⁽¹⁾	—	—	—	—	(545)	(545)
Revenues from contracts with customers	194,983	7,141	10,080	—	11,945	224,149
Alternative revenue programs	(867)	—	—	—	—	(867)
Derivative Instruments	5,849	7,756	577,187	—	—	590,792
Eliminations ⁽¹⁾	—	—	(2,307)	—	—	(2,307)
Revenues out of scope	4,982	7,756	574,880	—	—	587,618
Total operating revenues	\$ 199,965	14,897	584,960	—	11,945	\$ 811,767

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

New Jersey Resources Corporation
Part I

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 three months ended December 31, 2019, is as follows:

<i>(Thousands)</i>	Natural Gas Distribution	Clean Energy Ventures	Energy Services	Midstream	Home Services and Other	Total
2019						
Residential	\$ 153,222	2,460	—	—	12,279	\$ 167,961
Commercial and industrial	45,422	1,558	7,321	8,405	213	62,919
Firm transportation	19,589	—	—	—	—	19,589
Interruptible and off-tariff	1,661	—	—	—	—	1,661
Revenues out of scope	(271)	2,194	360,983	—	—	362,906
Total operating revenues	\$ 219,623	6,212	368,304	8,405	12,492	\$ 615,036

2018						
Residential	\$ 133,690	2,132	—	—	11,717	\$ 147,539
Commercial and industrial	40,728	5,009	10,080	—	228	56,045
Firm transportation	18,934	—	—	—	—	18,934
Interruptible and off-tariff	1,631	—	—	—	—	1,631
Revenues out of scope	4,982	7,756	574,880	—	—	587,618
Total operating revenues	\$ 199,965	14,897	584,960	—	11,945	\$ 811,767

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 three months ended December 31, 2019, are as follows:

<i>(Thousands)</i>	Customer Accounts Receivable		Customers' Credit	
	Billed	Unbilled	Balances and Deposits	
Balance as of October 1, 2019	\$ 139,263	\$ 6,510	\$ 27,116	
Increase	111,156	57,146	2,457	
Balance as of December 31, 2019	\$ 250,419	\$ 63,656	\$ 29,573	

The following table provides information about receivables and revenue earned on contracts in progress in excess of billings, 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 December 31:

<i>(Thousands)</i>	Natural Gas Distribution	Clean Energy Ventures	Energy Services	Midstream	Home Services and Other	Eliminations	Total
2019							
Customer accounts receivable							
Billed	\$ 78,365	3,059	164,688	2,727	2,355	(775)	\$ 250,419
Unbilled	63,656	—	—	—	—	—	63,656
Customers' credit balances and deposits	(29,573)	—	—	—	—	—	(29,573)
Total	\$ 112,448	3,059	164,688	2,727	2,355	(775)	\$ 284,502

New Jersey Resources Corporation
Part I

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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.

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

<i>(Thousands)</i>	December 31, 2019	September 30, 2019
Regulatory assets-current		
New Jersey Clean Energy Program	\$ 13,757	\$ 15,468
Underrecovered gas costs	1,481	9,506
Conservation Incentive Program	1,427	3,371
Derivatives at fair value, net	5,562	4,526
Other	2,019	—
Total current regulatory assets	\$ 24,246	\$ 32,871
Regulatory assets-noncurrent		
Environmental remediation costs		
Expended, net of recoveries	\$ 38,170	\$ 38,351
Liability for future expenditures	129,241	131,080
Deferred income taxes	19,714	19,631
Derivatives at fair value, net	—	486
SAVEGREEN	11,918	10,201
Postemployment and other benefit costs	208,371	212,461
Deferred storm damage costs	8,144	8,687
Cost of removal	64,777	65,660
Other noncurrent regulatory assets	9,948	10,080
Total noncurrent regulatory assets	\$ 490,283	\$ 496,637
Regulatory liabilities-noncurrent		
Tax Act impact ⁽¹⁾	\$ 199,169	\$ 200,417
New Jersey Clean Energy Program	3,598	197
Other noncurrent regulatory liabilities	546	1,821
Total noncurrent regulatory liabilities	\$ 203,313	\$ 202,435

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

- On October 25, 2019, the BPU approved NJNG's annual filing to increase its EE recovery rate, which resulted in an annual recovery of approximately \$11.3 million, effective November 1, 2019.
- On November 13, 2019, the BPU issued an order adopting a stipulation of settlement approving a \$62.2 million increase to base rates, effective on November 15, 2019. The increase includes an overall rate of return on rate base of 6.95 percent, return on common equity of 9.6 percent, a common equity ratio of 54 percent and a depreciation rate of 2.78 percent.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 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. 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 NJR'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 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 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 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 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 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 all physical forward commodity contracts. However, since NPNS is a contract-by-contract election, where it makes sense to do so, NJNG can and may elect certain contracts to be 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 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.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Clean Energy Ventures

The Company elects NPNS accounting treatment on PPA contracts that Clean Energy Ventures enters into 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 certain contracts to be normal.

Home Services and Other

In January 2018, NJR entered into a variable-for-fixed interest rate swap on its existing \$100 million variable rate term loan, which fixed the variable rate at 2.84 percent. The swap terminated on August 16, 2019, which coincided with the maturity of the debt. The change in the fair value of the interest rate swap was recorded as a component of interest expense on the Unaudited Condensed Consolidated Statements of Operations.

Fair Value of Derivatives

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

		Fair Value			
		December 31, 2019		September 30, 2019	
<i>(Thousands)</i>	Balance Sheet Location	Asset Derivatives	Liability Derivatives	Asset Derivatives	Liability Derivatives
Derivatives not designated as hedging instruments:					
<u>Natural Gas Distribution:</u>					
Physical commodity contracts	Derivatives - current	\$ 26	\$ 162	\$ 67	\$ 245
Financial commodity contracts	Derivatives - current	—	363	382	570
<u>Energy Services:</u>					
Physical commodity contracts	Derivatives - current	12,706	22,259	6,847	27,540
	Derivatives - noncurrent	2,453	15,369	1,710	12,641
Financial commodity contracts	Derivatives - current	35,813	14,100	17,806	29,057
	Derivatives - noncurrent	3,133	9,683	5,716	6,105
Foreign currency contracts	Derivatives - current	7	103	1	211
	Derivatives - noncurrent	8	21	—	75
Total fair value of derivatives		\$ 54,146	\$ 62,060	\$ 32,529	\$ 76,444

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.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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.

<i>(Thousands)</i>	Amounts Presented on Balance Sheets ⁽¹⁾	Offsetting Derivative Instruments ⁽²⁾	Financial Collateral Received/Pledged ⁽³⁾	Net Amounts ⁽⁴⁾
As of December 31, 2019:				
Derivative assets:				
Energy Services				
Physical commodity contracts	\$ 15,159	\$ (3,569)	\$ (200)	\$ 11,390
Financial commodity contracts	38,946	(21,988)	—	16,958
Foreign currency contracts	15	(15)	—	—
Total Energy Services	\$ 54,120	\$ (25,572)	\$ (200)	\$ 28,348
Natural Gas Distribution				
Physical commodity contracts	\$ 26	\$ (2)	\$ —	\$ 24
Total Natural Gas Distribution	\$ 26	\$ (2)	\$ —	\$ 24
Derivative liabilities:				
Energy Services				
Physical commodity contracts	\$ 37,628	\$ (3,569)	\$ —	\$ 34,059
Financial commodity contracts	23,783	(21,988)	(1,671)	124
Foreign currency contracts	124	(15)	—	109
Total Energy Services	\$ 61,535	\$ (25,572)	\$ (1,671)	\$ 34,292
Natural Gas Distribution				
Physical commodity contracts	\$ 162	\$ (2)	\$ —	\$ 160
Financial commodity contracts	363	—	(363)	—
Total Natural Gas Distribution	\$ 525	\$ (2)	\$ (363)	\$ 160
As of September 30, 2019:				
Derivative assets:				
Energy Services				
Physical commodity contracts	\$ 8,557	\$ (2,906)	\$ (200)	\$ 5,451
Financial commodity contracts	23,522	(19,646)	—	3,876
Foreign currency contracts	1	(1)	—	—
Total Energy Services	\$ 32,080	\$ (22,553)	\$ (200)	\$ 9,327
Natural Gas Distribution				
Physical commodity contracts	\$ 67	\$ (9)	\$ —	\$ 58
Financial commodity contracts	382	(382)	—	—
Total Natural Gas Distribution	\$ 449	\$ (391)	\$ —	\$ 58
Derivative liabilities:				
Energy Services				
Physical commodity contracts	\$ 40,181	\$ (2,906)	\$ —	\$ 37,275
Financial commodity contracts	35,162	(19,646)	(15,516)	—
Foreign currency contracts	286	(1)	—	285
Total Energy Services	\$ 75,629	\$ (22,553)	\$ (15,516)	\$ 37,560
Natural Gas Distribution				
Physical commodity contracts	\$ 245	\$ (9)	\$ —	\$ 236
Financial commodity contracts	570	(382)	(188)	—
Total Natural Gas Distribution	\$ 815	\$ (391)	\$ (188)	\$ 236

(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.

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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 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 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 reflects the effect of derivative instruments on the Unaudited Condensed Consolidated Statements of Operations as of:

(Thousands)	Location of gain (loss) recognized in income on derivatives	Amount of gain (loss) recognized in income on derivatives	
		Three Months Ended December 31,	
		2019	2018
Derivatives not designated as hedging instruments:			
<u>Energy Services:</u>			
Physical commodity contracts	Operating revenues	\$ 9,836	\$ (1,532)
Physical commodity contracts	Gas purchases	(1,410)	(5,432)
Financial commodity contracts	Gas purchases	46,093	(2,956)
Foreign currency contracts	Gas purchases	115	(346)
<u>Home Services and Other:</u>			
Interest rate contracts	Interest expense	—	(123)
Total unrealized and realized gains (losses)		\$ 54,634	\$ (10,389)

NJNG's derivative contracts are part of the Company's risk management activities that relate to its natural gas purchases and BGSS incentive programs. These transactions are entered into pursuant to regulatory approval. 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 as of:

(Thousands)	Three Months Ended December 31,	
	2019	2018
<u>Natural Gas Distribution:</u>		
Physical commodity contracts	\$ 840	\$ 2,977
Financial commodity contracts	(1,088)	4,396
Total unrealized and realized (losses) gains	\$ (248)	\$ 7,373

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

		Volume (Bcf)	
		December 31, 2019	September 30, 2019
Natural Gas Distribution	Futures	27.6	27.6
	Physical	4.9	11.6
Energy Services	Futures	(34.6)	(29.6)
	Physical	46.8	44.5
	Swaps	(3.8)	(5.0)

Not included in the previous table are Energy Services' net notional amount of foreign currency transactions of approximately \$6.8 million, and 886,000 SRECs at Energy Services that were open as of December 31, 2019.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**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:

<i>(Thousands)</i>	Balance Sheet Location	December 31, 2019	September 30, 2019
Natural Gas Distribution	Restricted broker margin accounts	\$ 4,140	\$ 1,982
Energy Services	Restricted broker margin accounts	\$ 38,972	\$ 71,741

Wholesale Credit Risk

NJNG, Energy Services, Clean Energy Ventures and Midstream are exposed to credit risk as a result of their sales/wholesale marketing activities. As a result of services performed or sold, the inherent volatility in the prices of natural gas commodities, derivatives, SRECs, electricity and RECs, 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 (e.g., failed to deliver or pay for natural gas, SRECs, electricity, RECs or Midstream services), then the Company could sustain a loss.

NJR 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 commercial teams 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 NJR's election not to extend credit or because exposure exceeds defined thresholds. Most of NJR'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 S&P or Moody's. In these cases, the counterparty's or guarantor's financial statements are reviewed, and similar methodologies and ratios used by S&P 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.

The following is a summary of gross credit exposures grouped by investment and noninvestment grade counterparties, as of December 31, 2019. 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.

<i>(Thousands)</i>	Gross Credit Exposure
Investment grade	\$ 197,369
Noninvestment grade	17,822
Internally rated investment grade	38,312
Internally rated noninvestment grade	35,331
Total	\$ 288,834

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.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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. The aggregate fair value of all derivative instruments with credit-risk-related contingent features that were in a liability position on December 31, 2019 and September 30, 2019, was \$4,000 and \$186,000, respectively, for which the Company had not posted collateral. If all thresholds related to the credit-risk-related contingent features underlying these agreements had been invoked on December 31, 2019, the Company would not have been required to post additional amounts to its counterparties. 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. 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 capital leases, debt issuance costs and solar asset financing obligations, is as follows:

<i>(Thousands)</i>	December 31, 2019	September 30, 2019
Carrying value ^{(1) (2) (3) (4)}	\$ 1,442,845	\$ 1,442,845
Fair market value	\$ 1,548,234	\$ 1,568,864

(1) Excludes capital leases of \$36.6 million and \$35.4 million as of December 31, 2019 and September 30, 2019, respectively.

(2) Excludes solar asset financing obligations of \$90.5 million and \$91.4 million as of December 31, 2019 and September 30, 2019, respectively.

(3) Excludes NJNG's debt issuance costs of \$9 million and \$9 million as of December 31, 2019 and September 30, 2019, respectively.

(4) Excludes NJR's debt issuance costs of \$1.6 million and \$2 million as of December 31, 2019 and September 30, 2019, respectively.

NJR 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 December 31, 2019, NJR discloses its debt within Level 2 of the fair value hierarchy.

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

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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:

<i>(Thousands)</i>	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
As of December 31, 2019:				
Assets:				
Physical commodity contracts	\$ —	\$ 15,185	\$ —	\$ 15,185
Financial commodity contracts	35,592	3,354	—	38,946
Financial commodity contracts - foreign exchange	—	15	—	15
Other ⁽¹⁾	1,857	—	—	1,857
Total assets at fair value	\$ 37,449	\$ 18,554	\$ —	\$ 56,003
Liabilities:				
Physical commodity contracts	\$ —	\$ 37,790	\$ —	\$ 37,790
Financial commodity contracts	24,032	114	—	24,146
Financial commodity contracts - foreign exchange	—	124	—	124
Total liabilities at fair value	\$ 24,032	\$ 38,028	\$ —	\$ 62,060
As of September 30, 2019:				
Assets:				
Physical commodity contracts	\$ —	\$ 8,624	\$ —	\$ 8,624
Financial commodity contracts	20,028	3,876	—	23,904
Financial commodity contracts - foreign exchange	—	1	—	1
Other ⁽¹⁾	1,706	—	—	1,706
Total assets at fair value	\$ 21,734	\$ 12,501	\$ —	\$ 34,235
Liabilities:				
Physical commodity contracts	\$ —	\$ 40,426	\$ —	\$ 40,426
Financial commodity contracts	35,732	—	—	35,732
Financial commodity contracts - foreign exchange	—	286	—	286
Total liabilities at fair value	\$ 35,732	\$ 40,712	\$ —	\$ 76,444

⁽¹⁾ Includes money market funds.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

7. INVESTMENTS IN EQUITY INVESTEEES

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

<i>(Thousands)</i>	December 31, 2019	September 30, 2019
Steckman Ridge ⁽¹⁾	\$ 113,750	\$ 114,428
PennEast	88,481	85,840
Total	\$ 202,231	\$ 200,268

(1) Includes loans with a total outstanding principal balance of \$70.4 million for both December 31, 2019 and September 30, 2019. The loans accrue interest at a variable rate that resets quarterly and are due October 1, 2023.

NJNG and Energy Services have entered into storage and park and loan agreements with Steckman Ridge. In addition, NJNG and Energy Services are each parties to a precedent capacity agreement with PennEast. See *Note 16. Related Party Transactions* for more information on these intercompany transactions.

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 United States Court of Appeals for 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.

PennEast was granted a 30-day extension to file a Petition for a Writ of *Certiorari* with the Supreme Court of the United States to review the September 10, 2019 Third Circuit decision and now expects to file a Petition of *Certiorari* before the March 4, 2020 deadline.

At December 31, 2019, the Company evaluated its investment in PennEast for impairment and determined an impairment charge was not necessary. It is reasonably possible that future unfavorable developments, such as a reduced likelihood of success from development options and legal outcomes, estimated increases in construction costs, increases in the discount rate, or further significant delays, could result in an impairment of our equity method investment. Also, the use of alternate judgments and assumptions could result in a different calculation of fair value, which could ultimately result in the recognition of an impairment charge in the Unaudited Condensed Consolidated Financial Statements.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

8. EARNINGS PER SHARE

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

	Three Months Ended December 31,	
	2019	2018
<i>(Thousands, except per share amounts)</i>		
Net income, as reported	\$ 89,361	\$ 86,248
Basic earnings per share		
Weighted average shares of common stock outstanding-basic	91,911	88,547
Basic earnings per common share	\$0.97	\$0.97
Diluted earnings per share		
Weighted average shares of common stock outstanding-basic	91,911	88,547
Incremental shares:		
Equity forward sale agreement ⁽¹⁾	106	—
Other ⁽²⁾	303	399
Weighted average shares of common stock outstanding-diluted	92,320	88,946
Diluted earnings per common share ⁽³⁾	\$0.97	\$0.97

⁽¹⁾ See Note 14, *Common Stock Equity* for details regarding the forward sale agreement.

⁽²⁾ Consist primarily of unvested stock awards and performance shares.

⁽³⁾ There were no anti-dilutive shares excluded from the calculation of diluted earnings per share during the three months ended December 31, 2019 and 2018.

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

On December 13, 2019, NJR entered into a four-month, \$150 million revolving line of credit facility, which expires on April 13, 2020. The revolving line of credit facility may be prepaid at any time without premium or penalty other than normal break funding costs, proceeds will be used for working capital or other general business purposes of NJR.

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

<i>(Thousands)</i>	December 31, 2019	September 30, 2019	Expiration Dates
NJR			
Bank revolving credit facilities ⁽¹⁾	\$ 425,000	\$ 425,000	December 2023
Notes outstanding at end of period	\$ 119,800	\$ 25,450	
Weighted average interest rate at end of period	2.08%	3.04%	
Amount available at end of period ⁽²⁾	\$ 300,450	\$ 394,800	
Bank revolving credit facilities ⁽¹⁾	\$ 150,000	\$ —	April 2020
Notes outstanding at end of period	\$ 85,000	\$ —	
Weighted average interest rate at end of period	2.49%	—%	
Amount available at end of period ⁽²⁾	\$ 65,000	\$ —	
NJNG			
Bank revolving credit facilities ⁽¹⁾	\$ 250,000	\$ 250,000	December 2023
Commercial paper outstanding at end of period	\$ 49,600	\$ —	
Weighted average interest rate at end of period	1.83%	—%	
Amount available at end of period ⁽³⁾	\$ 199,669	\$ 249,269	

⁽¹⁾ Committed credit facilities, which require commitment fees on the unused amounts.

⁽²⁾ Letters of credit outstanding total \$4.8 million for both December 31, 2019 and September 30, 2019, which reduces amount available by the same amount.

⁽³⁾ Letters of credit outstanding total \$731,000 for both December 31, 2019 and September 30, 2019, which reduces the amount available by the same amount.

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.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

On October 9, 2019, NJR entered into a \$350 million Bridge Facility, which was used primarily to finance the Leaf River acquisition. The Bridge Facility accrues interest at the LIBOR rate for a 1-month interest period plus 0.875 percent during the first 180 days, and 1.075 percent after 180 days. Loans under the Bridge Facility are required to be prepaid to the extent of new cash proceeds received upon the issuance of equity of NJR, the incurrence of indebtedness by NJR or its subsidiaries, the disposition of assets by NJR or its subsidiaries or upon other specified events, in each case subject to certain exceptions set forth in the Bridge Facility. As of December 31, 2019, there were \$137.1 million in borrowings remaining against the facility. The net proceeds from the December 2019 equity issuance were used to pay down the Bridge Facility.

Long-term Debt

NJNG

NJNG received \$4 million and \$9.9 million in December 2019 and 2018, respectively, 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 and \$1.1 million during the three months ended December 31, 2019 and 2018, respectively.

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		Three Months Ended	
	December 31,		December 31,	
(Thousands)	2019	2018	2019	2018
Service cost	\$ 2,056	\$ 1,845	\$ 1,355	\$ 1,101
Interest cost	2,647	3,043	2,004	2,081
Expected return on plan assets	(5,057)	(4,763)	(1,560)	(1,379)
Recognized actuarial loss	2,746	1,441	2,791	1,617
Prior service cost amortization	25	25	(49)	(91)
Net periodic benefit cost	\$ 2,417	\$ 1,591	\$ 4,541	\$ 3,329

The Company does not expect to be required to make additional contributions to fund the pension plans during fiscal 2020 or 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 three months ended December 31, 2019 and 2018.

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.

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, as well as tax credits associated with solar. For investment tax credits, the estimate is based on solar projects that are probable of being completed and placed in service during the current fiscal year based on the best information available at each reporting period. 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.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In May 2019, the Company received a favorable ruling from the IRS regarding a change to its tax method of accounting for the capitalization of certain costs associated with self-constructed property placed in service during fiscal years prior to September 30, 2016. The self-constructed property to which these costs relate is considered qualified energy property as defined under the Internal Revenue Code. As such, the Company is eligible to claim a 30 percent ITC on the increase in the depreciable cost basis of the property through the filing of an amended tax return in the year of change. As a result of the favorable IRS ruling, in June 2019, the Company recorded a benefit from income taxes of approximately \$10 million from the additional ITC recognized, net of deferred taxes.

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.

As of December 31, 2019, the Company had a reserve of \$4.9 million for a portion of tax benefits that are uncertain at this time, which is included in accrued taxes on the Unaudited Condensed Consolidated Balance Sheets. The tax benefits relate to fiscal tax years open to examination by the IRS and may be subject to subsequent adjustment. As of December 31, 2018, there were no reserves associated with uncertain tax positions.

Effective Tax Rate

The forecasted effective tax rates were 0.6 percent and (7.2) percent, for the three months ended December 31, 2019 and 2018, respectively. The increase in the effective tax rate, when compared with the prior fiscal year, is due primarily to an increase in forecasted pre-tax income and a decrease in forecasted tax credits for the fiscal year ending September 30, 2020. Forecasted tax credits, net of deferred income taxes, were \$39.7 million and \$47.7 million for fiscal 2020 and 2019, respectively.

To the extent there are discrete tax items that are not included in the forecasted effective tax rate, the actual effective tax rate will differ from the estimated annual effective tax rate. During the three months ended December 31, 2019 and 2018, discrete items totaled \$798,000 and \$1.3 million, respectively, in excess tax benefits associated with the vesting of share-based awards. NJR's actual effective tax rate was (0.3) percent and (8.8) percent during the three months ended December 31, 2019 and 2018, respectively.

Other Tax Items

As of December 31, 2019 and September 30, 2019, the Company had ITC carryforwards of approximately \$158.7 million and \$154.2 million, respectively, which each have a life of 20 years. When the Company carries back the federal net operating losses noted below, it expects to recapture investment tax credits totaling \$24.1 million. These recaptured tax credits are in addition to the \$158.7 million noted above and will be carried forward to offset future taxable income. The Company expects to utilize this entire carryforward, which would begin to expire in fiscal 2034.

The Company had federal income tax net operating losses of approximately \$134 million for both December 31, 2019 and September 30, 2019. Federal net operating losses incurred before the implementation of the Tax Act 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. The Company expects to exercise its ability to carryback federal net operating losses to offset taxable income in prior periods.

For the net operating losses it expects to carryback, the Company estimated the portion considered refundable and recorded receivables of approximately \$22.8 million for both December 31, 2019 and September 30, 2019, as a component of other noncurrent assets on the Unaudited Condensed Consolidated Balance Sheets. Upon filing amended federal income tax returns to carryback its remaining federal net operating losses totaling \$24.1 million, the Company will reduce its taxable income in those periods and recapture federal investment tax credits of the same amount that were previously utilized to offset taxable income.

The Company had state income tax net operating losses of approximately \$340.2 million for both December 31, 2019 and September 30, 2019. 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 would 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.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In February 2019, Clean Energy Ventures finalized the sale of its remaining wind assets. As a result of the sale, it is more likely than not that certain state net operating loss carryforwards will not be realizable prior to their expiration. The Company had a valuation allowance of \$4 million for both December 31, 2019 and September 30, 2019, related to state net operating loss carryforwards in Montana, Iowa and Kansas. The remaining state income tax net operating losses are expected to be utilized prior to expiration.

The Consolidated Appropriations Act extended the 30 percent ITC for solar property that is under construction on or before December 31, 2019. The credit will decline to 26 percent for property under construction during 2020 and to 22 percent for property under construction during 2021. For any property that is under construction before 2022, but not placed in service before 2024, the ITC will be reduced to 10 percent. Projects placed in service after December 31, 2019, may also qualify 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 ITC safe harbor determination. The Company has taken steps to preserve the current ITC rates for solar projects that are completed after the scheduled reduction in rates, in accordance with IRS guidance.

As of December 31, 2019, the IRS has an open examination of the Company's federal income tax return for fiscal 2016, which commenced in March 2019. All periods subsequent to those ended September 30, 2014, are statutorily open for both state and federal examinations.

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. For more information on the adoption of ASC 842, *Leases*, see *Note 2. Summary of Significant Accounting Policies*.

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. These variable components of these lease payments are excluded from the lease payments that are used to determine the related right-of-use lease asset and liability. These 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 gas stored in the storage caverns.

Generally, the Company's solar land leases terms are between 15 and 25 years and include options to extend the terms for multiple additional 5 to 10 year terms each. The Company's office leases vary in duration, ranging from 1 to 25 years and may or may not include extension options. The majority of the Company's meter leases are for terms of 7 years with purchase options available prior to the end of the 7 year term. Equipment leases include general office equipment that also vary in duration, most are for a term of 5 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 which the leases are associated with. The Company's lease terms may include options to extend 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 significant 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.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

<i>(Thousands)</i>	Income Statement Location	Three Months Ended December 31, 2019
Finance lease cost		
Amortization of right-of-use assets	Depreciation and amortization	\$ 1,161
Interest on lease liabilities	Interest expense, net of capitalized interest	247
Total finance lease cost		1,408
Operating lease cost	Operation and maintenance, net of capitalized costs	\$ 1,392
Short-term lease cost	Operation and maintenance	454
Variable lease cost	Operation and maintenance	707
Total lease cost		\$ 3,961

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

<i>(Thousands)</i>	Three Months Ended December 31, 2019
Cash paid for amounts included in the measurement of lease liabilities	
Operating cash flows from operating leases	\$ 1,562
Operating cash flows from finance leases	\$ 443
Financing cash flows from finance leases	\$ 2,623

Assets obtained in exchange for operating and finance lease liabilities during the three months ended December 31, 2019, was \$21.6 million and \$4 million, respectively.

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

<i>(Thousands)</i>	Balance Sheet Location	December 31, 2019
Assets		
Noncurrent		
Operating lease assets	Operating lease assets	\$ 87,793
Finance lease assets	Utility plant	29,220
Total lease assets		\$ 117,013
Liabilities		
Current		
Operating lease liabilities	Operating lease liabilities	\$ 3,805
Finance lease liabilities	Current maturities of long-term debt	10,714
Noncurrent		
Operating lease liabilities	Operating lease liabilities	82,909
Finance lease liabilities	Long-term debt	25,846
Total lease liabilities		\$ 123,274

As of December 31, 2019, the weighted average remaining lease term for the operating and finance leases is 28.1 and 4.5 years, respectively. The weighted average discount rate used in the valuation of the operating and finance lease liabilities and right-of-use assets over the remaining lease term is 3.10 percent and 4.02 percent, respectively.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As of December 31, 2019, the Company has entered into four leases, which have not yet commenced, that would entitle the Company to significant rights or create additional obligations. The leases are expected to commence when construction of the assets are completed during fiscal 2020. Total estimated payments over the life of these leases are approximately \$27.8 million. There are options to extend the term of these leases for two additional five-year periods. One of the leases has variable payment terms based upon the capacity of the solar facility and it is therefore excluded from the total estimated payments.

The following table presents the Company's maturities of lease liabilities as of December 31, 2019:

<i>(Thousands)</i>	Operating Leases		Finance Leases	
Remainder of fiscal 2020	\$	4,429	\$	9,111
2021		5,672		9,347
2022		5,591		6,004
2023		5,564		4,622
2024		5,178		5,279
Thereafter		107,798		5,720
Total future minimum lease payments		134,232		40,083
Less: Interest component		(47,518)		(3,523)
Total lease liability	\$	86,714	\$	36,560

The following table reflects the Company's future minimum lease payments due under non-cancelable operating leases for continuing operations as of September 30, 2019, under ASC 840 and is being presented for comparative purposes. These commitments relate principally to commercial solar land leases, equipment and real property leases, including land and office facility leases, gas meters and office equipment.

<i>(Thousands)</i>	Operating Leases		Capital Leases	
2020	\$	4,411	\$	11,707
2021	\$	4,698	\$	6,603
2022	\$	4,609	\$	7,494
2023	\$	4,579	\$	3,995
2024	\$	4,199	\$	4,652
Thereafter	\$	54,405	\$	4,173

13. COMMITMENTS AND CONTINGENT LIABILITIES

Cash Commitments

NJNG has entered into long-term contracts, expiring at various dates through September 2036, for the supply, storage and transportation of natural gas. These contracts include annual fixed charges of approximately \$101 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.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Commitments as of December 31, 2019, for natural gas purchases and future demand fees for the next five fiscal year periods are as follows:

<i>(Thousands)</i>	2020	2021	2022	2023	2024	Thereafter
<u>Energy Services:</u>						
Natural gas purchases	\$ 227,340	\$ 25,248	\$ —	\$ —	\$ —	\$ —
Storage demand fees	18,767	15,205	11,378	6,805	1,650	935
Pipeline demand fees	61,173	62,606	47,548	23,849	16,106	47,384
Sub-total Energy Services	\$ 307,280	\$ 103,059	\$ 58,926	\$ 30,654	\$ 17,756	\$ 48,319
<u>NJNG:</u>						
Natural gas purchases	\$ 10,606	\$ 30,615	\$ 30,402	\$ 30,862	\$ 31,845	\$ 32,248
Storage demand fees	29,014	33,751	25,406	18,744	12,176	10,209
Pipeline demand fees	71,963	76,665	100,399	95,172	71,591	589,768
Sub-total NJNG	\$ 111,583	\$ 141,031	\$ 156,207	\$ 144,778	\$ 115,612	\$ 632,225
Total	\$ 418,863	\$ 244,090	\$ 215,133	\$ 175,432	\$ 133,368	\$ 680,544

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. As we have not yet completed the remedial investigation of the site, the total amount of potential costs of all remedial actions at the MGP site in Freehold, New Jersey, cannot be reasonably estimated at this time.

The estimated total future expenditures will range from approximately \$115.9 million to \$186.2 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 \$129.2 million as of December 31, 2019 and \$131.1 million as of September 30, 2019, based on the most likely amount. The remediation liability at December 31, 2019 includes adjustments for actual expenditures during fiscal 2020.

On September 27, 2019, NJNG filed its annual SBC application requesting to recover remediation expenses including an increase in the RAC of approximately \$1.4 million annually, to be effective April 1, 2020. 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 there were former MGP operations active at the location. The costs associated with preliminary assessment activities are considered immaterial and are included as a component of NJNG's annual SBC application to recover remediation expenses. NJNG will continue to gather information to further refine and enhance its estimate of potential costs for this site as it becomes available.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NJNG recovers its remediation expenditures, including carrying costs, over rolling seven-year periods pursuant to a RAC approved by the BPU. On March 29, 2019, the BPU approved NJNG's annual SBC filing requesting an increase in the RAC, which increased the annual recovery from \$7.1 million to \$8.5 million, effective April 1, 2019. As of December 31, 2019, \$38.2 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

On December 4, 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 allows 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 is subject to adjustment daily based on a floating interest rate factor and will decrease in respect of certain fixed amounts specified in the agreement, such as anticipated dividends.

The Company's current intent is to physically settle the forward sale agreements by issuing common shares. As of December 31, 2019, if the Company elected to net settle the forward sale agreement, the Company would have been required to pay \$5 million under a cash settlement or would have been required to deliver 112,805 common shares under a net share settlement.

Issuances of shares under the forward sale agreements are classified as equity transactions. Accordingly, no amounts relating to the forward sale agreements have or will be recorded in the financial statements until settlements take place. Prior to any settlements, the only impact to the financial statements is the inclusion of incremental shares within the calculation of diluted EPS using the treasury stock method until settlement of the forward sale agreements. Under this method, the number of the Company common shares used in calculating diluted EPS is deemed to be increased by the excess, if any, of the number of shares that would be issued upon physical settlement of the forward sale agreements less the number of shares that would be purchased by the Company in the market (based on the average market price during the same reporting period) using the proceeds receivable upon settlement (based on the adjusted forward sale price at the end of that reporting period). Share dilution occurs when the average market price of the Company's common shares is higher than the adjusted forward sale price. See *Note 8. Earnings Per Share* for the impact of the forward sale agreements on the calculation of diluted earnings per share.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 Midstream 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	
	December 31,	
<i>(Thousands)</i>	2019	2018
Operating revenues		
Natural Gas Distribution		
External customers	\$ 219,623	\$ 199,965
Clean Energy Ventures		
External customers	6,212	14,897
Energy Services		
External customers ⁽¹⁾	368,304	584,960
Intercompany	2,111	2,307
Midstream		
External customers	8,405	—
Intercompany	667	—
Subtotal	605,322	802,129
Home Services and Other		
External customers	12,492	11,945
Intercompany	415	545
Eliminations	(3,193)	(2,852)
Total	\$ 615,036	\$ 811,767
Depreciation and amortization		
Natural Gas Distribution	\$ 16,817	\$ 13,896
Clean Energy Ventures	9,437	7,923
Energy Services ⁽²⁾	29	27
Midstream	1,681	1
Subtotal	27,964	21,847
Home Services and Other	246	221
Eliminations	(452)	(236)
Total	\$ 27,758	\$ 21,832
Interest income ⁽³⁾		
Natural Gas Distribution	\$ 107	\$ 199
Energy Services	37	—
Midstream	697	1,056
Subtotal	841	1,255
Home Services and Other	491	436
Eliminations	(1,146)	(1,492)
Total	\$ 186	\$ 199

(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 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.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Three Months Ended	
	December 31,	
<i>(Thousands)</i>	2019	2018
Interest expense, net of capitalized interest		
Natural Gas Distribution	\$ 7,832	\$ 6,103
Clean Energy Ventures	4,492	5,428
Energy Services	1,226	1,887
Midstream	2,822	543
Subtotal	16,372	13,961
Home Services and Other	272	392
Eliminations	(574)	(867)
Total	\$ 16,070	\$ 13,486
Income tax provision (benefit)		
Natural Gas Distribution	\$ 8,635	\$ 5,830
Clean Energy Ventures	(20,564)	(23,204)
Energy Services	10,752	9,644
Midstream	702	962
Subtotal	(475)	(6,768)
Home Services and Other	219	(192)
Eliminations	(3)	(1)
Total	\$ (259)	\$ (6,961)
Equity in earnings of affiliates		
Midstream	\$ 3,664	\$ 3,801
Eliminations	(275)	(640)
Total	\$ 3,389	\$ 3,161
Net financial earnings (loss)		
Natural Gas Distribution	\$ 43,856	\$ 31,713
Clean Energy Ventures	(4,916)	10,205
Energy Services	(2,911)	8,370
Midstream	3,004	3,651
Subtotal	39,033	53,939
Home Services and Other	1,109	76
Eliminations	263	78
Total	\$ 40,405	\$ 54,093
Capital expenditures		
Natural Gas Distribution	\$ 77,797	\$ 59,755
Clean Energy Ventures	45,699	32,126
Midstream	2,561	1,689
Subtotal	126,057	93,570
Home Services and Other	126	731
Total	\$ 126,183	\$ 94,301
Investments in equity investees		
Midstream	\$ 509	\$ —
Total	\$ 509	\$ —

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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:

<i>(Thousands)</i>	Three Months Ended	
	December 31,	
	2019	2018
Net financial earnings	\$ 40,405	\$ 54,093
Less:		
Unrealized gain on derivative instruments and related transactions	(41,766)	(10,932)
Tax effect	9,931	2,583
Effects of economic hedging related to natural gas inventory	(8,887)	(21,611)
Tax effect	2,112	5,136
NFE tax adjustment	(10,346)	(7,331)
Net income	\$ 89,361	\$ 86,248

The Company uses derivative instruments as economic hedges of purchases and sales of physical 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 gas related to physical gas flow is recognized when the gas is delivered to customers. Consequently, there is a mismatch in the timing of earnings recognition between the economic hedges and physical gas flows. Timing differences occur in two ways:

- unrealized gains and losses on derivatives are recognized in reported earnings in periods prior to physical 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 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 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. Additionally, 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 gas flows. Included in the tax effects are current and deferred income tax expense corresponding with the NFE. NJR also calculates a quarterly tax adjustment based on an estimated annual effective tax rate for NFE purposes.

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

<i>(Thousands)</i>	December 31, 2019	September 30, 2019
Assets at end of period:		
Natural Gas Distribution	\$ 3,190,229	\$ 3,064,309
Clean Energy Ventures	944,740	864,323
Energy Services	381,367	290,847
Midstream	651,306	240,955
Subtotal	5,167,642	4,460,434
Home Services and Other	110,562	104,411
Intercompany assets ⁽¹⁾	(183,038)	(191,860)
Total	\$ 5,095,166	\$ 4,372,985

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

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

16. RELATED PARTY TRANSACTIONS

NJNG has an agreement with Steckman Ridge for 3 Bcf of firm storage capacity, 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 December 31, 2019, Energy Services has entered into transactions with Steckman Ridge for varying terms, all of which expire by October 31, 2020.

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

<i>(Thousands)</i>	Three Months Ended	
	December 31,	
	2019	2018
Natural Gas Distribution	\$ 1,494	\$ 1,473
Energy Services	30	712
Total	\$ 1,524	\$ 2,185

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

<i>(Thousands)</i>	December 31,	September 30,
	2019	2019
Natural Gas Distribution	\$ 775	\$ 775
Energy Services	16	15
Total	\$ 791	\$ 790

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 December 31, 2019, NJNG and Energy Services had four asset management agreements with expiration dates ranging from October 31, 2019 through October 31, 2021.

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.

Energy Services has a 5-year agreement for 3 Bcf of firm storage capacity with Leaf River, which is eliminated in consolidation.

17. ACQUISITIONS AND DISPOSITIONS

Acquisitions

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 a result, the purchase was accounted for as an asset acquisition as almost all of the fair value relates to the storage assets acquired.

New Jersey Resources Corporation
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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

<i>(Thousands)</i>	Estimated Fair Value
Purchase price	\$ 367,500
Net working capital adjustment	4,111
Transaction costs	1,664
Total consideration transferred	\$ 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 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 and as of December 31, 2019, 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.

Adelphia

In October 2017, Adelphia, an indirect wholly owned subsidiary of NJR, entered into a Purchase and Sale Agreement with Talen pursuant to which Adelphia acquired all of Talen's membership interests in IEC for a base purchase price of \$166 million. As additional consideration, Adelphia will pay Talen specified amounts of up to \$23 million contingent upon the achievement of certain regulatory approvals and binding natural gas capacity commitments. In November 2017, the Company made an initial payment of \$10 million towards the base purchase price, which is included in other noncurrent assets on the Unaudited Condensed Consolidated Balance Sheets. On December 19, 2019, FERC issued Adelphia Gateway's Certificate of Public Convenience and Necessity. The transaction closed on January 13, 2020.

IEC owned an existing 84-mile pipeline in southeastern Pennsylvania. Adelphia acquired IEC and, with it, IEC's existing pipeline, related assets and rights of way. Adelphia has also agreed to provide firm natural gas transportation service for ten years following the closing to two power generators owned by affiliates of Talen that are currently served by IEC.

Dispositions

On February 7, 2019, Clean Energy Ventures finalized the sale of its remaining wind assets to a subsidiary of Skyline Renewables LLC for a total purchase price of \$208.6 million. The transaction generated a pre-tax gain of \$645,000, which was recognized as a component of O&M expense on the Unaudited Condensed Consolidated Statements of Operations.

New Jersey Resources Corporation

Part II

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, 2019. Our critical accounting policies have not changed from those reported in the 2019 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.

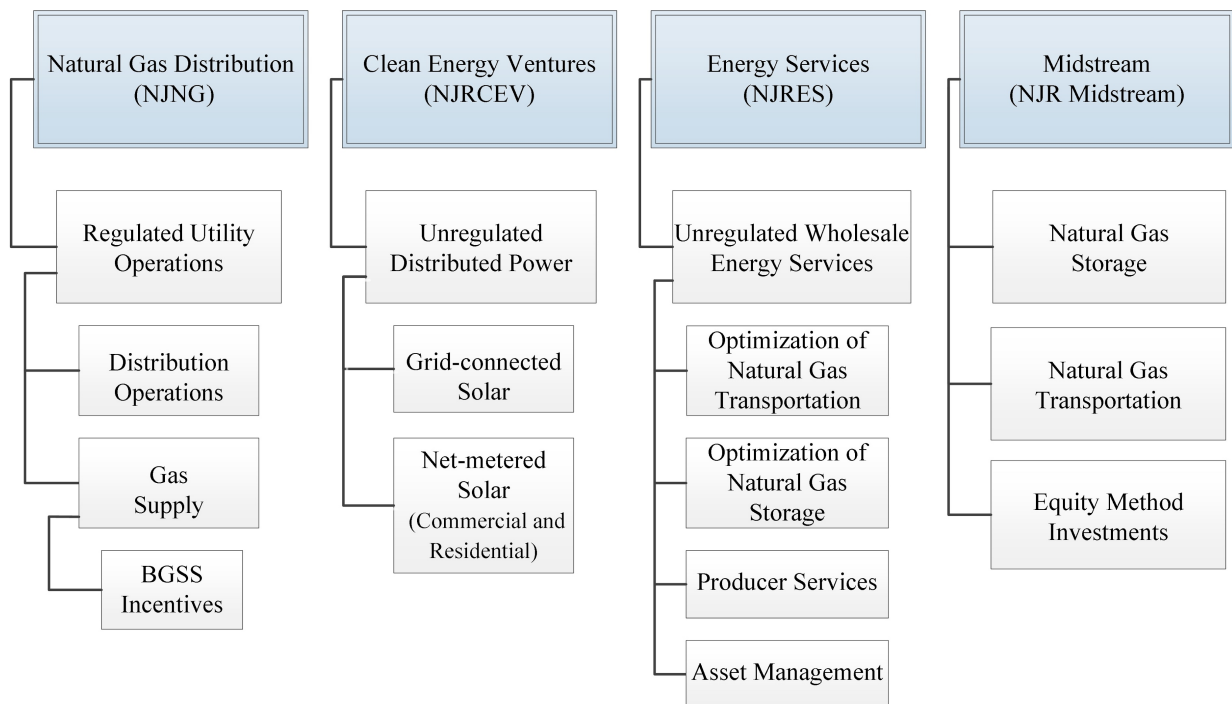
Management's Overview

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 United States and Canada. In addition, we invest in clean energy projects, midstream 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 2019 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.

New Jersey Resources Corporation
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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 December 31,				
	2019		2018		
Net income (loss)					
Natural Gas Distribution	\$	43,856	49%	\$	31,713 37%
Clean Energy Ventures		5,430	6		17,536 20
Energy Services		36,025	40		33,374 39
Midstream		3,004	4		3,651 4
Home Services and Other		1,109	1		(25) —
Eliminations ⁽¹⁾		(63)	—		(1) —
Total	\$	89,361	100%	\$	86,248 100%

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

The increase in net income during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, was driven primarily by increased earnings at our Natural Gas Distribution segment due to higher base rates resulting from the base rate case in November 2019, partially offset by decreased earnings at Clean Energy Ventures resulting from the timing of SREC transfers and the absence of wind asset revenue, which was sold in February 2019. 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)	December 31, 2019			September 30, 2019	
Assets					
Natural Gas Distribution	\$	3,190,229	63 %	\$	3,064,309 70 %
Clean Energy Ventures		944,740	19		864,323 20
Energy Services		381,367	7		290,847 7
Midstream		651,306	13		240,955 5
Home Services and Other		110,562	2		104,411 2
Intercompany assets ⁽¹⁾		(183,038)	(4)		(191,860) (4)
Total	\$	5,095,166	100 %	\$	4,372,985 100 %

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

The increase in assets was due primarily to the acquisition of Leaf River at our Midstream segment, the recognition of a right-of-use asset upon adoption of ASC 842, *Leases* on October 1, 2019, increases in utility plant at our Natural Gas Distribution segment, solar assets at Clean Energy Ventures and increased accounts receivable at both our Natural Gas Distribution and Energy Services segments.

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 gas and, therefore, eliminates the impact of volatility to GAAP earnings associated with the derivative instruments. There is a related tax effect on current and deferred income tax expense corresponding with this non-GAAP measure. Also included in the prior year tax effect are the impacts of the Tax Act and resulting revaluation of the deferred income taxes that arose from derivative and hedging activity as measured under NFE. The revaluation caused the effective tax rate on reconciling items to differ from the statutory rate in effect. To the extent we utilize forwards, futures, or other derivatives to hedge forecasted SREC production, unrealized gains and losses are also eliminated for NFE purposes.

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

New Jersey Resources Corporation
Part I

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

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, including estimates surrounding completion of Clean Energy Ventures projects, 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:

(Thousands, except per share data)	Three Months Ended December 31,	
	2019	2018
Net income	\$ 89,361	\$ 86,248
Add:		
Unrealized gain on derivative instruments and related transactions	(41,766)	(10,932)
Tax effect	9,931	2,583
Effects of economic hedging related to natural gas inventory ⁽¹⁾	(8,887)	(21,611)
Tax effect	2,112	5,136
NFE tax adjustment	(10,346)	(7,331)
Net financial earnings	\$ 40,405	\$ 54,093
Basic earnings per share	\$ 0.97	\$ 0.97
Add:		
Unrealized gain on derivative instruments and related transactions	(0.45)	(0.12)
Tax effect	0.11	0.03
Effects of economic hedging related to natural gas inventory ⁽¹⁾	(0.10)	(0.25)
Tax effect	0.02	0.06
NFE tax adjustment	(0.11)	(0.08)
Basic NFE per share	\$ 0.44	\$ 0.61

(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:

(Thousands)	Three Months Ended December 31,			
	2019		2018	
Net financial earnings				
Natural Gas Distribution	\$ 43,856	108 %	\$ 31,713	59%
Clean Energy Ventures	(4,916)	(12)	10,205	19
Energy Services	(2,911)	(7)	8,370	15
Midstream	3,004	7	3,651	7
Home Services and Other	1,109	3	76	—
Eliminations ⁽¹⁾	263	1	78	—
Total	\$ 40,405	100 %	\$ 54,093	100%

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

The decrease in NFE during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, was due primarily to decreased earnings at Clean Energy Ventures resulting from the timing of SREC transfers, absence of wind asset revenue, which was sold in February 2019 and decreased income tax benefit, lower financial margin generated at Energy Services resulting from narrower pricing spreads and decreased volumes in the wholesale gas markets, partially offset by increased base rates at our Natural Gas Distribution segment.

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 in central and northern New Jersey to approximately 552,100 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, which can

New Jersey Resources Corporation

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

negatively impact customer growth, operating and financing costs, fluctuations in commodity prices and customer conservation efforts. These risks include, but are not limited to, adverse economic conditions, customer usage, 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.

In addition, 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.

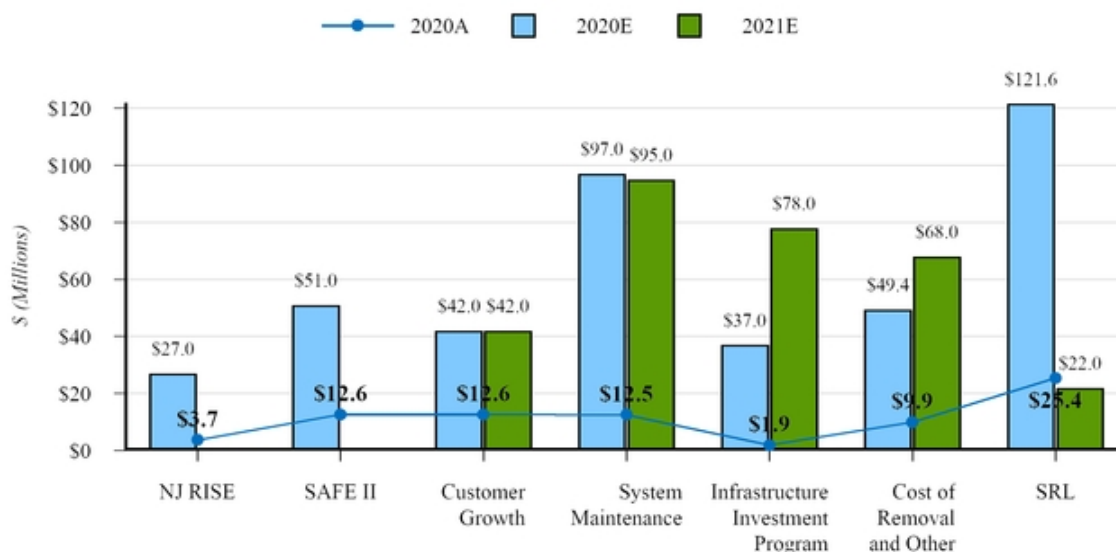
Base Rate Case

On November 13, 2019, the BPU issued an order adopting a stipulation of settlement approving a \$62.2 million increase to base rates, effective on November 15, 2019. The increase includes an overall rate of return on rate base of 6.95 percent, return on common equity of 9.6 percent, a common equity ratio of 54 percent and a depreciation rate of 2.78 percent.

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 three months ended December 31, 2019, and estimates of expected investments for fiscal 2020 and 2021:



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.

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

Infrastructure Investment Program

On February 28, 2019, NJNG filed a petition with the BPU seeking authority to implement a five-year Infrastructure Investment Program. The IIP consists of two components: transmission and distribution investments and information technology replacement and enhancements. The total expected investment for the IIP is approximately \$507 million. All approved investments are expected to be recovered through annual filings to adjust base rates.

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 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 extension 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 future base rate cases, of which \$23.4 million was approved in NJNG’s most recent 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 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.

In September 2018, the BPU approved NJNG’s annual petition requesting a base rate increase of \$6.8 million for the recovery of SAFE II and NJ RISE capital investment costs related to the twelve months ended June 30, 2018, effective October 1, 2018. In September 2019, the BPU approved NJNG’s annual petition requesting a base rate increase of \$7.8 million, effective October 1, 2019.

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. All approvals required for the completion of the project have been received and construction began in December 2018. The cost to construct SRL is estimated to be between \$250 million and \$270 million upon completion. Costs associated with SRL will be requested for recovery in a future base rate case.

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:

	December 31, 2019	December 31, 2018
Firm customers		
Residential	489,491	478,983
Commercial, industrial & other	30,422	29,640
Residential transport	22,917	25,559
Commercial transport	9,242	9,540
Total firm customers	552,072	543,722
Other	49	39
Total customers	552,121	543,761

During the three months ended December 31, 2019 and 2018, respectively, NJNG added 2,282 and 2,934 new customers and converted 3 and 53 existing customers to natural gas heat and other services. NJNG expects these new customer additions, and those customers who added additional natural gas services to their premises to contribute approximately \$1.4 million annually to utility gross margin.

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

NJNG expects to add approximately 28,000 to 30,000 new customers during the three-year period of fiscal 2020 to 2022. 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 \$5.5 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, which are 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.

In December 2018, the BPU approved a decrease in NJNG's EE recovery rate reflecting actual costs incurred through September 30, 2018, which resulted in an annual recovery of approximately \$8.8 million, effective January 1, 2019. On October 25, 2019, the BPU approved NJNG's annual filing to increase its EE recovery rate, which resulted in an annual recovery of approximately \$11.3 million, effective November 1, 2019.

Since inception, \$169.4 million in grants, rebates and loans has been provided to customers. 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 9.75 percent to 10.3 percent.

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 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:

<i>(Thousands)</i>	Three Months Ended	
	December 31,	
	2019	2018
Weather ⁽¹⁾	\$ (2,219)	\$ (1,468)
Usage	1,043	(1,940)
Total	\$ (1,176)	\$ (3,408)

⁽¹⁾ Compared with the 20-year average, weather was 2.5 percent and 4.7 percent colder-than-normal during the three months ended December 31, 2019 and 2018, 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 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.

In April 2019, the BPU approved NJNG's annual petition to maintain its BGSS rate for residential and small commercial customers and increase its balancing charge rate, resulting in a \$10.3 million increase to the annual revenues credited to BGSS, as well as changes to the CIP rate, which resulted in a \$30.9 million annual recovery decrease, effective October 1, 2018. 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.

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

In September 2019, the BPU approved, on a provisional basis, a decrease to NJNG's BGSS rate for residential and small commercial customers and an increase to its balancing charge rate, resulting in a \$2 million decrease to the annual revenues credited to BGSS, as well as changes to the CIP rates, resulting in a \$10.6 million annual recovery increase, effective October 1, 2019.

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 \$2.7 million and \$2 million during the three months ended December 31, 2019 and 2018, 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 gas sales volumes hedged by each November 1 and at least 25 percent of the projected periodic BGSS 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 Platts, a division of McGraw Hill Financial.

The maximum price per MMBtu was \$5.59 and \$5.67 and the minimum price was \$0.68 and \$1.25 for the three months ended December 31, 2019 and 2018, respectively. A more detailed discussion of the impacts of the price of natural gas on operating revenues, gas purchases and cash flows can be found in the *Results of Operations* and *Cash Flow* sections of *Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations*.

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

Societal Benefits Charge

USF

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. In September 2018, the BPU approved NJNG's annual USF compliance filing to increase the statewide USF rate, which will result in a \$1 million annual increase, effective October 1, 2018. On June 24, 2019, NJNG filed its annual USF compliance filing proposing an increase to the statewide USF rate, which resulted in the annual recovery increasing by \$1.2 million, effective October 1, 2019.

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 \$129.2 million as of December 31, 2019, a decrease of \$1.9 million, compared with September 30, 2019. On September 27, 2019, NJNG filed its annual SBC application requesting to recover remediation expenses, including an increase in the RAC, of approximately \$1.4 million annually and an increase to the NJCEP factor, which will result in an annual increase of approximately \$3.3 million, to be effective April 1, 2020.

In June 2019, NJNG initiated a preliminary assessment of a site in Aberdeen, New Jersey to determine prior ownership and if there were former MGP operations active at the location. The costs associated with preliminary assessment 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:

<i>(Thousands)</i>	Three Months Ended	
	December 31,	
	2019	2018
Operating revenues	\$ 219,623	\$ 199,965
Operating expenses		
Gas purchases ⁽¹⁾	95,822	92,178
Operation and maintenance ⁽²⁾	36,185	38,227
Regulatory rider expense	11,742	12,632
Depreciation and amortization	16,817	13,896
Total operating expenses	160,566	156,933
Operating income	59,057	43,032
Other income, net	1,266	614
Interest expense, net of capitalized interest	7,832	6,103
Income tax provision	8,635	5,830
Net income	\$ 43,856	\$ 31,713

(1) Includes related party transactions of approximately \$4 million and \$4.5 million for the three months ended December 31, 2019 and 2018, respectively, the majority of which is eliminated in consolidation.

(2) Includes energy and other taxes due to change in presentation in the Unaudited Condensed Consolidated Statements of Operations.

New Jersey Resources Corporation
Part I

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

Operating Revenues and Gas Purchases

During the three months ended December 31, 2019, compared with the three months ended December 31, 2018, operating revenues increased by 9.8 percent and gas purchases increased 4 percent.

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

(Thousands)	Three Months Ended December 31, 2019 v. 2018	
	Operating revenues	Gas purchases
Base rate impact	\$ 13,345	\$ —
Average BGSS rates	2,720	2,720
SAFE II/NJ RISE	2,305	—
CIP adjustments	2,232	—
BGSS incentives	1,311	537
Firm sales	(1,578)	387
Other ⁽¹⁾	(677)	—
Total increase	\$ 19,658	\$ 3,644

(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 revenue 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:

(Thousands)	Three Months Ended December 31,	
	2019	2018
Operating revenues	\$ 219,623	\$ 199,965
Less:		
Gas purchases	95,822	92,178
Regulatory rider expense	11,742	12,632
Utility gross margin	\$ 112,059	\$ 95,155

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.

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

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

(\$ in thousands)	Three Months Ended December 31,			
	2019		2018	
	Margin	Bcf	Margin	Bcf
Utility gross margin/throughput				
Residential	\$ 77,082	14.6	\$ 64,139	14.5
Commercial, industrial and other	15,187	2.8	13,346	2.8
Firm transportation	15,659	4.3	14,396	4.4
Total utility firm gross margin/throughput	107,928	21.7	91,881	21.7
BGSS incentive programs	2,729	27.9	1,955	27.4
Interruptible/off-tariff agreements	1,402	9.0	1,319	5.0
Total utility gross margin/throughput	\$ 112,059	58.6	\$ 95,155	54.1

Utility Firm Gross Margin

Utility firm gross margin increased \$16 million during the three months ended December 31, 2019, respectively, compared with the three months ended December 31, 2018, due primarily to the increase in base rates, along with increased rates related to SAFE II and higher margins in BGSS incentive program, discussed below.

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 December 31, 2019 v. 2018	
Storage	\$	747
Off-system sales		236
Capacity release		(209)
Total increase	\$	774

The increase during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, was due primarily to an increase in the storage incentive program related to timing of storage injections and improved margins in off-system sales due primarily to increased volume, partially offset by a decrease in capacity release volume.

Operation and Maintenance Expense

O&M expense decreased \$2 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to decreased compensation and benefit costs along with lower consulting expenses, partially offset by increased shared corporate costs.

Depreciation Expense

Depreciation expense increased \$2.9 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, as a result of additional utility plant being placed into service, as well as an increase in the overall depreciation rate from 2.4 percent to 2.78 percent resulting from the settlement of the base rate case.

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

Interest expense increased \$1.7 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to increased outstanding long-term debt.

Income Tax Provision

Income tax provision increased \$2.8 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to increased operating income.

Net Income

Net income increased \$12.1 million during three months ended December 31, 2019, compared with the three months ended December 31, 2018 due primarily to the increase in operating revenue, partially offset by the increases in depreciation, income tax expense and interest expense, 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.

The primary contributors toward the value of qualifying clean energy projects are tax incentives and SRECs. Changes in the federal statutes related to the ITC or in the marketplace 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:

(\$ in Thousands)	2019			Three Months Ended December 31,		
	Projects	MW	Costs	Projects	MW	Costs
Placed in service						
Grid-connected	1	2.9	\$ 11,707	1	10.0	\$ 19,640
Net-metered:						
Commercial	—	—	—	1	9.2	27,557
Residential	124	1.3	4,010	166	1.7	4,942
Total placed in service	125	4.2	\$ 15,717	168	20.9	\$ 52,139

Since inception, Clean Energy Ventures has constructed a total of 295.6 MW of solar capacity and has an additional 45 MW under construction or planned for fiscal 2020. Projects that are placed in service through December 31, 2019, qualify for a 30-percent federal ITC. The credit will decline to 26 percent for property under construction during 2020, 22 percent for property under construction during 2021 and 10 percent for any property that is under construction before 2022. Projects placed in service after December 31, 2019, may also qualify 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 current ITC rate for solar projects that are completed after the scheduled reduction in rates, in accordance with IRS guidance.

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

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 six 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 and energy sales. The ITCs and other tax benefits associated with these solar projects transfer to the buyer; 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, 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. Clean Energy Ventures did not enter into any sale-leaseback transactions for its commercial solar assets during the three months ended December 31, 2019 and 2018, and currently does not expect that it will enter into any such transactions through the end of the fiscal year.

As part of its solar investment portfolio, Clean Energy Ventures operates a residential solar program, The Sunlight Advantage®, that provides qualifying homeowners the opportunity to have a solar system installed at their home 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.

Once a solar installation has received the proper certifications and commences operations, 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.

SREC activity consisted of the following:

	Three Months Ended December 31,	
	2019	2018
Inventory balance as of October 1,	53,395	105,192
SRECs generated	81,489	53,899
SRECs delivered	(9,693)	(37,820)
Inventory balance as of December 31,	125,191	121,271

During the three months ended December 31, 2019, SRECs generated increased inventory by 51.2 percent, compared with the three months ended December 31, 2018, and the average SREC sales price was \$226 and \$169 during the three months ended December 31, 2019, and 2018, respectively.

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
2020	96%
2021	92%
2022	59%
2023	8%

(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 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.

Onshore Wind

Clean Energy Ventures invested in small to mid-size onshore wind projects that fit its investment profile. In February 2019, Clean Energy Ventures finalized the sale of its remaining wind assets to a subsidiary of Skyline Renewables LLC for total proceeds of \$208.6 million. The transaction generated a pre-tax gain of \$645,000, which was recognized as a component of O&M expense on the Unaudited Condensed Consolidated Statements of Operations.

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

Operating Results

Clean Energy Ventures' financial results are summarized as follows:

<i>(Thousands)</i>	Three Months Ended December 31,	
	2019	2018
Operating revenues	\$ 6,212	\$ 14,897
Operating expenses		
Operation and maintenance ⁽¹⁾	7,334	7,148
Depreciation and amortization	9,437	7,923
Total operating expenses	16,771	15,071
Operating loss	(10,559)	(174)
Other expense, net	(83)	(66)
Interest expense, net	4,492	5,428
Income tax benefit	(20,564)	(23,204)
Net income	\$ 5,430	\$ 17,536

(1) Includes energy and other taxes due to change in presentation in the Unaudited Condensed Consolidated Statements of Operations.

Operating Revenues

Operating revenues decreased \$8.7 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to the timing of SREC sales and decreased electricity sales as a result of the sale of the remaining wind assets in February 2019.

Operation and Maintenance Expense

O&M expense increased \$186,000 during the three months ended December 31, 2019, compared with the three months ended December 31, 2018 due primarily to increased compensation costs, partially offset by lower maintenance expenses related to the sale of the remaining wind assets.

Depreciation Expense

Depreciation expense increased \$1.5 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to increased solar capital additions placed in service.

Income Tax (Benefit)

Income tax benefit decreased \$2.6 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to a decrease in estimated ITCs recognized, partially offset by an increase in operating loss.

Net Income

Net income decreased \$12.1 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to the decreased operating revenue, as previously discussed.

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

Non-GAAP Financial Measures

Management of the Company uses NFE, a non-GAAP financial measure, when evaluating the operating results of Clean Energy Ventures. 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. This adjustment is applied to Clean Energy Ventures, as such adjustment is primarily related to tax credits generated by Clean Energy Ventures. No adjustment is needed during the fourth quarter, since the actual effective tax rate is calculated at year end. Accordingly, for NFE purposes, the annual estimated effective tax rate is (3) percent for fiscal 2020 and (13) percent for fiscal 2019.

Since the annual estimated effective tax rate is based on certain forecasted assumptions, including estimates surrounding completion of projects, the rate and resulting NFE are subject to change. The details of such tax 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 Clean Energy Ventures' net income, the most directly comparable GAAP financial measure to NFE is as follows:

	Three Months Ended	
	December 31,	
<i>(Thousands)</i>	2019	2018
Net income	\$ 5,430	\$ 17,536
Add:		
Net income to NFE tax adjustment	(10,346)	(7,331)
Net financial (loss) earnings	\$ (4,916)	\$ 10,205

Energy Services Segment

Overview

Energy Services markets and sells natural gas to wholesale customers and manages natural gas storage and transportation assets throughout major market areas across North America. Energy Services maintains a strategic portfolio of natural gas storage and transportation contracts that it utilizes in conjunction with its market expertise to provide service and value to its customers. Availability of these storage and transportation 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 storage and transportation 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 storage and transportation 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 revenue or 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

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

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.

Operating Results

Energy Services' financial results are summarized as follows:

<i>(Thousands)</i>	Three Months Ended December 31,	
	2019	2018
Operating revenues ⁽¹⁾	\$ 370,415	\$ 587,267
Operating expenses		
Gas purchases (including demand charges ⁽²⁾⁽³⁾)	317,724	536,508
Operation and maintenance ⁽⁴⁾	4,738	5,846
Depreciation and amortization	29	27
Total operating expenses	322,491	542,381
Operating income	47,924	44,886
Other income, net	79	19
Interest expense, net	1,226	1,887
Income tax provision	10,752	9,644
Net income	\$ 36,025	\$ 33,374

(1) Includes related party transactions of approximately \$2.1 million and \$2.3 million for the three months ended December 31, 2019 and 2018, respectively, which are eliminated in consolidation.

(2) Costs associated with pipeline and storage capacity that 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 \$46,000 and \$1.1 million for the three months ended December 31, 2019 and 2018, respectively, a portion of which is eliminated in consolidation.

(4) Includes energy and other taxes due to change in presentation in the Unaudited Condensed Consolidated Statements of Operations.

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

<i>(in Bcf)</i>	Three Months Ended December 31,	
	2019	2018
Net short futures contracts	38.4	5.9

Operating Revenues and Gas Purchases

Operating revenues decreased \$216.9 million and gas purchases decreased \$218.8 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, respectively, due primarily to narrower pricing spreads resulting in fewer market opportunities and lower volumes, partially offset by unrealized gains as a result of timing differences in the settlement of certain economic hedges.

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 milder 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.

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

Operation and Maintenance Expense

O&M expense decreased \$1.1 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to decreased compensation costs.

Income Tax Provision

Income tax provision increased \$1.1 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to increased operating income.

Net Income

Net income increased \$2.7 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to higher operating income related to the increase in unrealized gains and decreased O&M, partially offset by the related increase in income tax provision, 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, as discussed above. There is a related tax effect on current and deferred income tax expense corresponding with NFE.

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 gas flows.

Financial Margin

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

<i>(Thousands)</i>	Three Months Ended December 31,	
	2019	2018
Operating revenues ⁽¹⁾	\$ 370,415	\$ 587,267
Less: Gas purchases	317,724	536,508
Add:		
Unrealized gain on derivative instruments and related transactions	(42,194)	(11,177)
Effects of economic hedging related to natural gas inventory ⁽²⁾	(8,887)	(21,611)
Financial margin	\$ 1,610	\$ 17,971

(1) Includes unrealized losses related to an intercompany transaction between NJNG and Energy Services that have been eliminated in consolidation of approximately \$428,000 and \$104,000 for the three months ended December 31, 2019 and 2018, respectively.

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

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

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

(Thousands)	Three Months Ended December 31,	
	2019	2018
Operating income	\$ 47,924	\$ 44,886
Add:		
Operation and maintenance	4,738	5,846
Depreciation and amortization	29	27
Subtotal	52,691	50,759
Add:		
Unrealized gain on derivative instruments and related transactions	(42,194)	(11,177)
Effects of economic hedging related to natural gas inventory	(8,887)	(21,611)
Financial margin	\$ 1,610	\$ 17,971

Financial margin decreased \$16.4 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to narrower pricing spreads and decreased volumes resulting in fewer market opportunities as compared to the prior period.

Net Financial Earnings

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

(Thousands)	Three Months Ended December 31,	
	2019	2018
Net income	\$ 36,025	\$ 33,374
Add:		
Unrealized gain on derivative instruments and related transactions	(42,194)	(11,177)
Tax effect ⁽¹⁾	10,033	2,648
Effects of economic hedging related to natural gas inventory	(8,887)	(21,611)
Tax effect	2,112	5,136
Net financial (loss) earnings	\$ (2,911)	\$ 8,370

(1) Includes taxes related to an intercompany transaction between NJNG and Energy Services that have been eliminated in consolidation of approximately \$(102,000) and \$(25,000) for the three months ended December 31, 2019 and 2018, respectively.

NFE decreased \$11.3 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to lower 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.

Midstream Segment

Overview

Our Midstream segment invests in natural gas assets, such as natural gas transportation and storage facilities. We believe that acquiring, owning and developing these midstream assets, which operate under a tariff structure that has either regulated or market-based rates, can provide us a growth opportunity. To that end, we have 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. In addition, 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.

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

Through our subsidiary NJR Pipeline Company, we are 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 United States Court of Appeals for 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.

PennEast was granted a 30-day extension to file a Petition for a Writ of *Certiorari* with the Supreme Court of the United States to review the September 10, 2019 Third Circuit decision and now expects to file a Petition of *Certiorari* before the March 4, 2020 deadline.

We evaluated our investment in PennEast for impairment and determined an impairment charge was not necessary. It is reasonably possible that future unfavorable developments, such as a reduced likelihood of success from development options and legal outcomes, estimated increases in construction costs, increases in the discount rate, or further significant delays, could result in an impairment of our equity method investment. Also, the use of alternate judgments and assumptions could result in a different calculation of fair value, which could ultimately result in the recognition of an impairment charge in the Unaudited Condensed Consolidated Financial Statements.

As of December 31, 2019, our net investments in Steckman Ridge and PennEast were \$113.8 million and \$88.5 million, respectively.

Operating Results

The financial results of our Midstream segment are summarized as follows:

(Thousands)	Three Months Ended December 31,	
	2019	2018
Operating revenues ⁽¹⁾	\$ 9,072	\$ —
Operating expenses		
Gas purchases	346	—
Operation and maintenance	4,878	636
Depreciation and amortization	1,681	1
Total operating expenses	6,905	637
Operating income	2,167	(637)
Other income, net	697	1,992
Interest expense, net	2,822	543
Income tax provision	702	962
Equity in earnings of affiliates	3,664	3,801
Net income	\$ 3,004	\$ 3,651

(1) Includes related party transactions of approximately \$667,000 for the three months ended December 31, 2019, which are eliminated in consolidation.

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

Operating revenue increased \$9.1 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to the acquisition of Leaf River and the revenues generated from October 11, 2019 through December 31, 2019.

Equity in earnings of affiliates remained consistent during the three months ended December 31, 2019, as compared with the three months ended December 31, 2018. The changes include decreases in storage revenue at Steckman Ridge, partially offset by an increase in AFUDC earned at PennEast.

O&M expense increased \$4.2 million during the three months ended December 31, 2019, compared with the three months ended months ended December 31, 2018, due primarily to O&M expense at Leaf River during the three months ended December 31, 2019.

Other income decreased \$1.3 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to a decrease in dividend income and unrealized gains related to equity method investments which were sold in March 2019.

Interest expense increased \$2.3 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to increased debt related to the acquisition of Leaf River.

Net income decreased \$647,000 during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to increased interest expense and decreased other income, as previously discussed, partially offset by an increase in operating income related to Leaf River.

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 approximately 108,000 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 consolidated financial results of Home Services and Other are summarized as follows:

<i>(Thousands)</i>	Three Months Ended December 31,	
	2019	2018
Operating revenues	\$ 12,907	\$ 12,490
Operation and maintenance ⁽¹⁾	\$ 10,533	\$ 11,896
Income tax provision (benefit)	\$ 219	\$ (192)
Net income (loss)	\$ 1,109	\$ (25)

⁽¹⁾ Includes energy and other taxes due to change in presentation in the Unaudited Condensed Consolidated Statements of Operations.

Operating revenue increased \$417,000 during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to increased installation and contract revenue at NJRHS.

O&M decreased \$1.4 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to decreased compensation costs.

Net income increased \$1.1 million during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, due primarily to the increase in operating revenue and decreased O&M, as previously discussed.

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

Non-GAAP Financial Measures

NFE is based on removing timing differences associated with NJR's variable-for-fixed interest rate swap. 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 Home Services and Other's net income, the most directly comparable GAAP financial measure, to NFE is as follows:

(Thousands)	Three Months Ended December 31,	
	2019	2018
Net income (loss)	\$ 1,109	\$ (25)
Add:		
Unrealized loss on derivative instruments and related transactions	—	141
Tax effect	—	(40)
Net financial earnings	\$ 1,109	\$ 76

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:

	December 31, 2019	September 30, 2019
Common stock equity	48%	50%
Long-term debt	41	49
Short-term debt	11	1
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. On December 4, 2019, the Company completed an equity offering which satisfied our current equity needs for fiscal 2020 and 2021. NJR raised approximately \$212.9 million of equity, net of issuance costs, by issuing 5,333,334 shares of common stock related to the equity offering. NJR also raised approximately \$3.6 million and \$3.7 million of equity through the DRP by issuing approximately 80,000 and 82,000 shares of treasury stock, during the three months ended December 31, 2019 and 2018, respectively. NJR raised approximately \$8 million of equity by issuing approximately 168,000 shares of common stock through the waiver discount feature of the DRP during the three months ended December 31, 2018. There were no shares of common stock issued through the waiver discount feature of the DRP during the three months ended December 31, 2019.

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 December 31, 2019, we 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 three months ended December 31, 2019 and 2018.

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

Common Stock Issuance and Forward Sale Agreement

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 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 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 in respect of certain fixed amounts specified in the agreements, such as dividends.

Our current intent is to physically settle the forward sale agreements by issuing common shares. As of December 31, 2019, if we had elected to net settle the forward sale agreements, we would have been required to pay \$5 million under a cash settlement or would have been required to deliver 112,805 common shares under a net share settlement.

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 and our subsidiaries' working capital, capital expenditures and dividend requirements for the next 12 months. NJR, NJNG, Clean Energy Ventures, Midstream 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, meter and solar sale-leasebacks and proceeds from the issuance of equity.

We believe that as of December 31, 2019, NJR and NJNG were, and currently are, in compliance with all existing debt covenants, both financial and non-financial.

Short-Term Debt

We use our short-term borrowings primarily to finance Energy Services' short-term liquidity needs, Midstream 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-lease arrangements, combined with related economic hedging activities in the volatile wholesale natural gas market, create significant short-term cash requirements.

As of December 31, 2019, NJR had revolving credit facilities totaling \$575 million, with \$365.5 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 December 31, 2019, 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 \$199.7 million.

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

Short-term borrowings were as follows:

<i>(Thousands)</i>	Three Months Ended December 31, 2019
<u>NJR</u>	
Notes Payable to banks:	
Balance at end of period	\$ 341,900
Weighted average interest rate at end of period	2.62%
Average balance for the period	\$ 407,175
Weighted average interest rate for average balance	2.71%
Month end maximum for the period	\$ 550,150
<u>NJNG</u>	
Commercial Paper and Notes Payable to banks:	
Balance at end of period	\$ 49,600
Weighted average interest rate at end of period	1.83%
Average balance for the period	\$ 43,707
Weighted average interest rate for average balance	1.94%
Month end maximum for the period	\$ 62,300

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 months ended December 31, 2019, NJR's average interest rate was 2.71 percent, resulting in interest expense of approximately \$2.8 million, respectively.

As of December 31, 2019, NJR had two letters of credit outstanding totaling \$4.8 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.

On October 9, 2019, NJR entered into a \$350 million Bridge Facility, which was used primarily to finance the Leaf River acquisition. The Bridge Facility accrues interest at the LIBOR rate for a 1-month interest period plus 0.875 percent during the first 180 days, and 1.075 percent after 180 days, which is dependent on the credit rating of NJNG from Fitch and Moody's. The occurrence of an event of default under the Bridge Facility could result in all loans and other obligations of NJR becoming immediately due and payable and the Bridge Facility being terminated. Loans under the Bridge Facility are required to be prepaid to the extent of new cash proceeds received upon the issuance of equity of NJR, the incurrence of indebtedness by NJR or its subsidiaries, the disposition of assets by NJR or its subsidiaries or upon other specified events, in each case subject to certain exceptions set forth in the Bridge Facility. As of December 31, 2019, there were \$137.1 million in borrowings remaining against the facility. The net proceeds from the December 2019 equity issuance were used to pay down the Bridge Facility.

On December 13, 2019, NJR entered into a four-month, \$150 million revolving line of credit facility, which expires on April 13, 2020. The revolving line of credit facility may be prepaid at any time without premium or penalty other than normal break funding costs, proceeds will be used for working capital or other general business purposes of NJR. As of December 31, 2019, there were \$85 million in borrowings against the facility.

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 months ended December 31, 2019, NJNG's average interest rate was 1.94 percent, resulting in interest expense of approximately \$211,000.

As of December 31, 2019, 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.

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

Short-Term Debt Covenants

Borrowings under the NJR Credit Facility 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 December 31, 2019, 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; and
- \$150 million of 3.29 percent senior notes due July 17, 2029.

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

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

NJNG

As of December 31, 2019, NJNG's long-term debt consisted of \$892.8 million in fixed-rate debt issuances secured by the Mortgage Indenture, with maturities ranging from 2024 to 2059, and \$25.8 million in capital leases with various maturities ranging from 2021 to 2026.

NJR is not obligated directly or contingently with respect to the NJNG notes or the FMBs.

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 million and \$9.9 million in December 2019 and 2018, respectively, in connection with the sale-leaseback of its natural gas meters. NJNG exercised early purchase options with respect to certain outstanding meter leases by making final

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

principal payments of \$1.2 million and \$1.1 million during the three months ended December 31, 2019 and 2018, respectively. NJNG continues to evaluate this sale-leaseback program based on current market conditions. As noted, natural gas meters are accepted as property under the Mortgage Indenture.

Clean Energy Ventures

Clean Energy Ventures has entered into transactions to sell certain of its commercial solar assets concurrent with agreements to lease the assets back over six to 15-year terms. These sale-leasebacks are financing obligations secured by the solar assets, related future cash flows from SREC and energy sales and a continuing guaranty by NJR. ITCs and other tax benefits associated with these solar projects were transferred to the buyer. Clean Energy Ventures will continue to operate the solar projects and retain ownership of SRECs generated, and has the option to renew the lease or repurchase the assets at the end of the lease term per the terms of the arrangement. Clean Energy Ventures did not enter into sale-leasebacks transactions during the three months ended December 31, 2019 and 2018.

Contractual Obligations

NJNG's total capital expenditures are projected to be \$425 million and \$305 million, in fiscal 2020 and 2021, respectively. Total capital expenditures spent or accrued during the three months ended December 31, 2019, were \$76.7 million. NJNG expects to fund its obligations with a combination of cash flow 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 December 31, 2019, NJNG's future MGP expenditures are estimated to be \$129.2 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 three months ended December 31, 2019, total capital expenditures spent or accrued related to the purchase and installation of solar equipment were \$32.3 million. We estimate solar-related capital expenditures for projects during fiscal 2020 to be between \$140 million and \$150 million.

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.

During the three months ended December 31, 2019, capital expenditures related to our Midstream investment in the Adelphia project were \$2.6 million. We estimate capital expenditures related to our Midstream investment in the Adelphia project to be between \$225 million and \$250 million in fiscal 2020, which includes the remaining purchase price of \$156 million that was paid upon the close of the acquisition of the related assets in January 2020. We estimate capital expenditures related to our Midstream investment in the PennEast project to be between \$7 million and \$8 million in fiscal 2020.

Energy Services does not currently anticipate any significant capital expenditures in fiscal 2020 and 2021.

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, 2019.

Off-Balance-Sheet Arrangements

Our off-balance-sheet arrangements consist of guarantees covering approximately \$343.6 million of natural gas purchases, SREC sales and demand fee commitments and outstanding letters of credit totaling \$5.5 million.

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

Cash Flows

Operating Activities

Cash flows used in operating activities during the three months ended December 31, 2019, totaled \$43.1 million compared with \$104.8 million during the three months ended December 31, 2018. 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 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 decrease of \$61.7 million in cash flows used in operating activities during the three months ended December 31, 2019, compared with the three months ended December 31, 2018, was due primarily to lower financial margin at Energy Services and lower broker margin requirements along with decreased payables.

Investing Activities

Cash flows used in investing activities totaled \$494.2 million during the three months ended December 31, 2019, compared with \$93.7 million during the three months ended December 31, 2018. The increase of \$400.5 million was due primarily to the acquisition of Leaf River, see *Note 17. Acquisitions and Dispositions*, for more detail, as well as, an increase in capital expenditures of \$18 million for utility plant and \$13.6 million in solar capital expenditures.

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 gas management and marketing activities at Energy Services and clean energy investments at Clean Energy Ventures.

Cash flows from financing activities totaled \$551.4 million during the three months ended December 31, 2019, compared with \$204.7 million during the three months ended December 31, 2018. The increase of \$346.7 million is due primarily to increased short-term debt activity at NJR primarily related to the acquisition of Leaf River.

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

Credit Ratings

The table below summarizes NJNG's credit ratings as of December 31, 2019, issued by two rating entities, Moody's and Fitch:

	Moody's	Fitch
Corporate Rating	N/A	A-
Commercial Paper	P-1	F-2
Senior Secured	Aa3	A+
Ratings Outlook	Negative	Stable

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 deregulated 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:

	Balance September 30, 2019	Increase (Decrease) in Fair Market Value	Less Amounts Settled	Balance December 31, 2019
<i>(Thousands)</i>				
Natural Gas Distribution	\$ (188)	(672)	(497)	\$ (363)
Energy Services	(11,640)	31,775	4,972	15,163
Total	\$ (11,828)	31,103	4,475	\$ 14,800

There were no changes in methods of valuations during the three months ended December 31, 2019.

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

The following is a summary of fair market value of financial derivatives at December 31, 2019, excluding foreign exchange contracts discussed below, by method of valuation and by maturity for each fiscal year period:

<i>(Thousands)</i>	2020	2021	2022 - 2024	After 2024	Total Fair Value
Price based on NYMEX/CME	\$ 2,173	931	135	—	\$ 3,239
Price based on ICE	12,855	(448)	(850)	4	11,561
Total	\$ 15,028	483	(715)	4	\$ 14,800

The following is a summary of financial derivatives by type as of December 31, 2019:

	Volume Bcf	Price per MMBtu ⁽¹⁾	Amounts included in Derivatives (Thousands)
Natural Gas Distribution	Futures	27.6	2.22 - 3.34
Energy Services	Futures	(34.6)	0.48 - 6.34
	Swaps	(3.8)	2.72 - 3.46
Total			\$ 14,800

⁽¹⁾ Million British thermal unit

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

<i>(Thousands)</i>	Balance September 30, 2019	Increase (Decrease) in Fair Market Value	Less Amounts Settled	Balance December 31, 2019
Natural Gas Distribution - Prices based on other external data	\$ (178)	25	(17)	\$ (136)
Energy Services - Prices based on other external data	(31,624)	7,849	(1,306)	(22,469)
Total	\$ (31,802)	7,874	(1,323)	\$ (22,605)

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 \$4.8 million. This analysis does not include potential changes to reported credit adjustments embedded in the \$9.1 million reported fair value.

Derivative Fair Value Sensitivity Analysis

<i>(Thousands)</i>	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	\$ —	\$ (2,416)	\$ (4,833)	\$ (7,249)	\$ (9,666)
Ending derivative fair value	\$ 9,133	\$ 6,717	\$ 4,300	\$ 1,884	\$ (533)
Percent decrease in NYMEX natural gas futures prices	0%	(5)%	(10)%	(15)%	(20)%
Estimated change in derivative fair value	\$ —	\$ 2,416	\$ 4,833	\$ 7,249	\$ 9,666
Ending derivative fair value	\$ 9,133	\$ 11,549	\$ 13,966	\$ 16,382	\$ 18,799

Wholesale Credit Risk

The following is a summary of gross and net credit exposures, grouped by investment and non-investment grade counterparties, as of December 31, 2019. 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 Midstream 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.

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

Energy Services' & Clean Energy Ventures' counterparty credit exposure as of December 31, 2019, is as follows:

<i>(Thousands)</i>	Gross Credit Exposure	Net Credit Exposure
Investment grade	\$ 193,280	\$ 160,168
Noninvestment grade	17,744	2,743
Internally rated investment grade	38,256	30,559
Internally rated noninvestment grade	16,481	7,573
Total	\$ 265,761	\$ 201,043

NJNG's counterparty credit exposure as of December 31, 2019, is as follows:

<i>(Thousands)</i>	Gross Credit Exposure	Net Credit Exposure
Investment grade	\$ 4,089	\$ 3,841
Noninvestment grade	78	—
Internally rated investment grade	56	10
Internally rated noninvestment grade	18,850	12,575
Total	\$ 23,073	\$ 16,426

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.

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, 2019.

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.

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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 U.S. Securities and Exchange Commission'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 December 31, 2019, that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

New Jersey Resources Corporation
Part II

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, 2019, 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 December 31, 2019, 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 2019 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 2019 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 December 31, 2019:

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
10/01/19 - 10/31/19	—	\$ —	—	2,431,053
11/01/19 - 11/30/19	—	—	—	2,431,053
12/01/19 - 12/31/19	—	—	—	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 December 31, 2019, 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.

New Jersey Resources Corporation
Part II

ITEM 6. EXHIBITS

Exhibit Number	Exhibit Description
10.1	\$350,000,000 Term Loan Credit Agreement, dated as of October 9, 2019, by and among New Jersey Resources Corporation and each of the Guarantors party thereto and the lenders party thereto and Wells Fargo Bank, National Association, as Administrative Agent and Wells Fargo Securities, LLC, as Sole Lead Arranger and Sole Bookrunner (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, as filed on October 11, 2019)
10.2	Form of Amended and Restated Employment Continuation Agreement dated as of November 12, 2019 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, as filed on November 18, 2019)
10.3	Form of Amended and Restated Employment Continuation Agreement for officers of NJR Energy Services Company dated as of November 12, 2019 (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K, as filed on November 18, 2019)
10.4	Forward Sale Agreement between New Jersey Resources Corporation and Wells Fargo Bank, National Association, dated December 4, 2019 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, as filed on December 9, 2019)
10.5	Forward Sale Agreement between New Jersey Resources Corporation and JPMorgan Chase Bank, National Association, dated December 4, 2019 (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K, as filed on December 9, 2019)
10.6	Additional Forward Sale Agreement between New Jersey Resources Corporation and Wells Fargo Bank, National Association, dated December 5, 2019 (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K, as filed on December 9, 2019)
10.7	Additional Forward Sale Agreement between New Jersey Resources Corporation and JPMorgan Chase Bank, National Association, dated December 5, 2019 (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K, as filed on December 9, 2019)
10.8	4-Month \$150,000,000 Revolving Line of Credit Facility, dated as of December 13, 2019, by and between New Jersey Resources Corporation and PNC Bank, National Association (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, as filed on December 16, 2019)
10.9	Committed Line of Credit Note in the amount of \$150,000,000, dated as of December 13, 2019, by New Jersey Resources Corporation for the benefit of PNC Bank National Association (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K, as filed on December 16, 2019)
10.10+	New Jersey Resources Corporation Directors' Deferred Compensation Plan
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 December 31, 2019, 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.

New Jersey Resources Corporation
Part II

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: February 6, 2020

By: /s/ Patrick Migliaccio

Patrick Migliaccio
Senior Vice President and
Chief Financial Officer

NEW JERSEY RESOURCES CORPORATION
DIRECTORS' DEFERRED COMPENSATION PLAN

Amended and Restated Effective January 1, 2020

New Jersey Resources Corporation ("NJRC" or the "Corporation") hereby amends and restates its deferral plan (the "Plan") for the purpose of permitting a member of the Board of Directors of the Corporation (each an "NJRC Director") and members of the Boards of Directors of any and all subsidiaries of the Corporation (each a "Subsidiary") who are not employees of NJRC or any Subsidiaries (each a "Subsidiary Director" and, together with NJRC Directors, "Directors") to elect from time to time to defer the receipt of all or a portion of (i) the Director's retainer and other fees and (ii) any common stock, par value \$2.50 per share (the "Common Stock"), of the Corporation that the Director may otherwise receive on settlement of any stock awards, deferred stock, performance awards, restricted stock units, other stock-based awards and similar awards ("Awards") that the Directors may be granted under the New Jersey Resources Corporation 2017 Stock Award and Incentive Plan (the "Stock Incentive Plan") or any similar compensatory plan or arrangement of the Corporation (to the extent the Committee, as defined below, designates such Awards for deferral under the Plan). The provisions of this Plan shall apply only to those deferred amounts that were otherwise to be earned by and paid to the Directors subsequent to December 31, 2019. The terms of the Plan as in effect prior to this amendment and restatement shall govern the deferrals of retainers and other fees earned by and paid to the Directors prior to January 1, 2020. This amendment and restatement of the Plan is to comply with the requirements of Internal Revenue Code Section 409A and applicable guidance issued thereunder (collectively "Code Section 409A") and is to be effective January 1, 2020.

Section 1. Initial Deferral Elections.

a. Election to Defer. A Director may irrevocably elect to defer (an "Initial Deferral Election") the receipt of all or a portion of the fees, including, without limitation, any retainer, meeting fee or committee meeting fee ("Fees"), that the Director will become entitled to receive for services as a member of the NJRC Board of Directors for a given Plan Year (as defined below) or for services as a Subsidiary Director for a given Plan Year. An Initial Deferral Election shall remain valid with respect to Fees earned in succeeding Plan Years until revoked or revised by the Director in compliance with the deadlines and other provisions of the Plan.

A Director also may irrevocably elect to defer pursuant to an Initial Deferral Election the receipt of shares of Common Stock otherwise issuable upon settlement of any such Awards granted to the Director ("Award Shares") in a given Plan Year for services as a member of the NJRC Board of Directors for a given Plan Year or for services as a Subsidiary Director for a given Plan Year. For purposes of the Plan, Awards refer to an Award granted under the Stock Incentive Plan, as amended, or any similar compensatory plan or arrangement of the Corporation of the right to receive shares of Common Stock and, if applicable, dividend equivalents on such shares of Common Stock, pursuant to the terms of the Award. Any dividend equivalents payable with respect to the Director's Awards

will be subject to the Director's election the same as the related Common Stock issuable under such Awards.

b. Election of Deferral Period. A Director who elects to defer receipt of all or a portion of the Director's Fees or Award Shares for a given Plan Year shall also elect whether the deferred Fees or Award Shares are to be paid, or commence to be paid,

(i) during January of the fifth year following the calendar year in which the deferred Fees would otherwise have been paid to the Director and in which the related Awards were granted to the Director;

(ii) on the first day of the second month of the calendar quarter following the calendar quarter in which the Director's Separation from Service occurs; or

(iii) the earlier of clause (i) or clause (ii) above.

Initial Deferral Elections applicable to Fees payable, or Awards granted, in different Plan Years may specify different times and forms of payment. If the Director does not make an election under this Section 1(b) with respect to the time of payment of his deferred Fees or Award Shares for a given Plan Year, the Director's deferred Fees for that Plan Year, and Award Shares payable under Awards granted in that Plan Year, shall be paid on the first day of the calendar quarter following the calendar quarter in which the Director's Separation from Service occurs.

A Separation from Service occurs when the Director ceases to be a member of the Board of the Corporation and any Board of an Affiliate (which includes any entity required to be treated as the Corporation under Code Section 409A). A Separation from Service shall also occur when it is reasonably anticipated that the level of bona fide services the Director will perform after that date as a member of the Board of the Corporation and any Board of an Affiliate will permanently decrease to less than 50% of the average level of bona fide services performed as a member of the Board of the Corporation and any Board of an Affiliate over the immediately preceding thirty-six (36) month period.

The Deferral Period for Fees is the period beginning on the date the deferred Fees would otherwise have been paid to the Director and ending on the date the deferred Fees are to be paid, or commence to be paid, pursuant to the Director's election under this Section 1(b). The Deferral Period for Award Shares is the period beginning on the date the deferred Award Shares would otherwise have been issued to the Director and ending on the date the deferred Award Shares are to be paid, or commence to be paid, pursuant to the Director's election under this Section 1(b).

c. Election of Method of Payment of Deferred Fees and Award Shares. A Director who elects to defer the receipt of all or a portion of the Director's Fees or Award Shares for a given Plan Year shall also elect whether the deferred Fees or Award Shares are to be paid, subject to Section 3,

(i) in a single sum payment at the end of the Deferral Period, or

(ii) in the number of annual installments elected by the Director (but not more than 5) with such installments commencing at the end of the Deferral Period. The amount of each such installment shall be equal to the amount credited to the Director's Deferred Fee Account (as defined in Section 2 below) or Deferred Award Share Account (as defined in Section 2 below), as applicable, on the day next preceding the date of payment of the

installment, divided by the number of installments remaining to be paid. The unpaid portion of the Director's deferred Fees or deferred Award Shares shall continue to be adjusted, as provided in Section 2, during the period that the Director is receiving such installment payments. For the purposes of Code Section 409A, the entitlement to a series of installment payments will be treated as the entitlement to a single payment.

A Director shall also elect the form and number of installments of payments to be paid in the case of Disability. "Disability" shall mean that the Director is considered disabled as defined by the Social Security Administration. If a Director does not make an election under this Section 1(c) with respect to the method of payment of his deferred Fees or deferred Award Shares for a given Plan Year, the Director's deferred Fees for that Plan Year, and deferred Award Shares to be issued under Awards granted in that Plan Year, shall be paid in the same manner as the Director's deferred Fees or deferred Award Shares for the next preceding Plan Year with respect to which the Director made an election as to the method of payment. If the Director has not previously elected to defer Fees or Award Shares, or has not previously elected the method of payment of his deferred Fees or deferred Award Shares, the Director's deferred Fees and deferred Award Shares shall be paid in a single sum payment after the end of the Deferral Period for such deferred Fees or deferred Award Shares.

d. Time and Manner of Elections. A Director's elections shall be made by filing a written notice with the Corporate Secretary of the Corporation (the "Secretary") on the form prescribed by the Secretary for this purpose. The elections with respect to the deferral of the Director's Fees for a given Plan Year or of the Director's Award Shares issuable under Awards granted within a given Plan Year, shall be made no later than December 31st of the preceding Plan Year; provided, however, that for the Plan Year in which an individual first becomes a Director or, in the case of Subsidiary Directors, such Directors first become eligible to participate in the Plan, the Director may make the elections with respect to Fees for such Plan Year to be earned after such elections are made within 30 days after first becoming a Director or first becoming eligible to participate. However, if, as of the date the Director first becomes eligible to participate in the Plan, the Director has been eligible to participate in the Plan or any other nonqualified deferred compensation account balance plans sponsored by the Corporation or an affiliate (as required under Code Section 409A) within the 24 months preceding his eligibility date, then such election shall apply to Fees earned beginning on January 1st of the following Plan Year. A Director may not elect to defer Award Shares issuable under Awards granted in the first Plan Year in which the individual becomes a Director or, in the case of Subsidiary Directors, such Director first becomes eligible to participate in the Plan, unless the election is made no later than December 31st of the preceding Plan Year. An Initial Deferral Election, if submitted to the Committee earlier than the dates specified above, may be changed by the Director at any time prior to the date specified above.

Section 2. Subsequent Deferral Elections. The Committee may, in its sole discretion, permit participating Directors to submit additional deferral elections with respect to amounts previously subject to an Initial Deferral Election in order to delay, but not to accelerate, a payment, or to change the form of or number of installments elected with respect to, the payment of an amount of deferred Fees or deferred Award Shares (a "Subsequent Deferral Election"), but if, and only if, the following conditions are satisfied: (i) the Subsequent Deferral Election must not take effect until 12 months after the date on which it is made, (ii) in the case of a payment other than a payment attributable to the Director's death, the Subsequent Election further defers the payment for a period of not less than 5 years from the date such payment would otherwise have been made, or in the case of installment payments, 5 years from the date the first installment was scheduled to be paid, and (iii) the Subsequent

Election is received by the Administrator at least 12 months prior to the date the payment would otherwise have been made, or in the case of installment payments, 12 months prior to the date the first installment was scheduled to be paid.

Section 3. Administration of the Plan.

a. Authority. The Nominating and Corporate Governance Committee of the Board of Directors of the Corporation (hereinafter referred to as “the Committee”) shall administer the Plan in accordance with its terms, and shall have all powers necessary to accomplish such purpose, including the power and authority to construe and interpret the Plan, to define the terms used herein, to prescribe, amend and rescind rules and regulations, agreements, forms, and notices relating to the administration of the Plan, and to make all other determinations necessary or advisable for the administration of the Plan. Any actions of the Committee with respect to the Plan shall be conclusive and binding upon all persons interested in the Plan. The Committee may appoint agents and delegate thereto powers and duties under the Plan, except as otherwise limited by the Plan. The Committee shall not be entitled to act on or decide any matter relating solely to members or any of their rights or benefits under the Plan. The Committee shall not receive any special compensation for serving in this capacity but shall be reimbursed for any reasonable expenses incurred in connection therewith. No bond or other security need be required of the Committee in any jurisdiction.

b. Limitation of Liability. Each member of the Committee shall be entitled to, in good faith, rely or act upon any report or other information furnished to him or her by any officer or other employee of the Corporation, the Corporation's independent certified public accountants, or any executive compensation consultant, legal counsel, or other professional retained by the Corporation to assist in the administration of the Plan. To the maximum extent permitted by law, no member of the Committee, nor any person to whom ministerial duties have been delegated, shall be liable to any person for any action taken or omitted in good faith in connection with the interpretation and administration of the Plan.

c. Indemnification. To the maximum extent permitted by law, members of the Committee shall be fully indemnified and protected by the Corporation with respect to any action taken or omitted in good faith in connection with the interpretation or administration of the Plan.

d. Plan Year. The Plan's books and records and administrative functions shall be maintained and operated on the basis of a 12-month calendar year commencing each January 1.

Section 4. Earnings on Deferred Fees.

a. Establishment of Deferral Accounts. A Director's deferred Fees for a given calendar year shall be credited to an account established and maintained to record such deferred Fees (a "Deferred Fee Account"). Such credit shall be as of the date such deferred Fees would otherwise have been payable to the Director. A separate Deferred Fee Account shall be established and maintained for each calendar year.

A Director's deferred Award Shares with respect to Awards granted within a given calendar year shall be credited to an account established and maintained to record such deferred Award Shares (a “Deferred Award Share Account”). Such credit shall be as of the date such deferred Award Shares would otherwise have been issued to the Director. A separate Deferred Award Share Account shall be established and maintained for each calendar year.

b. Hypothetical Investment Elections for Deferred Fees. At the time a Director elects to defer receipt of Fees, the Director shall designate in writing the portion of such Deferred Fees, stated as a whole percentage, to be credited to the Interest Account and the portion to be credited to the Stock Account. Any Deferred Fees to be credited to either such Account shall be rounded to the nearest whole cent, with amounts equal to or greater than \$.005 rounded up and amounts below \$.005 rounded down. If a Director fails to elect how to allocate any Deferred Fees between the two investment accounts, 100% of such Deferred Fees shall be credited to the Interest Account. By written notice to the Secretary of the Company, a Director may change the allocation of Deferred Fees previously credited to the Interest Account to the Stock Account. Any such election shall be effective as of the first calendar quarter commencing after receipt of such election. No Director may make any election to change the way in which amounts previously allocated to the Director's Deferral Account are deemed invested within six months of the date of the last such election by such Director to change the way in which such amounts are deemed invested. A Director may elect to change the way Fees not yet credited to the Director's Deferred Fee Account are deemed invested as of the end of any calendar month by written notice to the Company received prior to the end of such month, and may make up to three such elections each year.

As of the end of each calendar month, any Deferred Fees credited to the Interest Account will be credited with interest, at an annual rate equal to (1) the Prime Rate in effect on the last business day of such month plus two (2) percentage points, on the average daily balance credited to the account during such month. The Prime Rate with respect to a calendar month shall be determined by reference to the Prime Rate listed in the Wall Street Journal as the "base rate on corporate loans" posted by at least 75% of the nation's 30 largest banks or, if at any time such rate is not reported in the Wall Street Journal, such comparable publicly available measurement of the cost of corporate borrowing as the NJR Board of Directors shall determine. If more than one Prime Rate is listed in the Wall Street Journal for a given day, the Prime Rate for that day shall be the average of such Prime Rates.

c. Stock Account. Any Deferred Fees allocated to the Stock Account shall be deemed invested in a number of notional shares of the Company's common stock (the "Units") equal to the quotient of (i) such Deferred Fees divided by (ii) the Fair Market Value (defined below) on either the date the Deferred Fees then being allocated to the Stock Account would otherwise have been paid or such other date, not later than 90 days thereafter, as may be specified for deemed investment by the Company (this provision permitting the Company to establish a quarterly investment date, for convenient and economical administration of the Plan). Fractional Units shall be credited, but shall be rounded to the nearest hundredth percentile, with amounts equal to or greater than .005 rounded up and amounts less than .005 rounded down. Deferred Award Shares shall only be allocated to the Stock Account and deemed invested in Units equal to the number of Award Shares, including Award Shares issuable pursuant to dividend equivalents, on the date the Award Shares would otherwise have been issued. If the dividend equivalents are to be paid in cash (instead of Award Shares), the cash dividends will be deemed invested in Units in the same manner as Deferred Fees. Whenever a dividend other than a dividend payable in the form of shares of Common Stock is declared with respect to shares of Common Stock, the number of Units in the Director's Stock Account shall be increased by the number of Units determined by dividing (i) the product of (A) the number of Units in the Director's Stock Account on the related dividend record date and (B) the amount of any cash dividend declared by the Company on a share of Common Stock (or, in the case of any dividend distributable in property other than Common Stock, the per share value of such dividend, as determined by the Company for purposes of income tax reporting) by (ii) the Fair Market Value on the related dividend payment date. In the case of any dividend declared on Common Stock which is payable in

shares of Common Stock, the Director's Stock Account shall be increased by the number of Units equal to the product of (i) the number of Units credited to the Directors Stock Account on the related dividend record date and (ii) the number of shares of Common Stock (including any fraction thereof) distributable as a dividend on a share of Common Stock. In the event of any change in the number or kind of outstanding shares of Common Stock by reason of any recapitalization, reorganization, merger, consolidation, stock split or any similar change affecting such shares, other than a dividend of cash, stock or property as provided above, the NJR Board of Directors shall make an appropriate adjustment in the number of Units credited to the Director's Stock Account. For purposes of this section, "Fair Market Value" on any date shall mean the closing price of a share of Common Stock on such date as reported in the principal consolidated transaction reporting system on which the Common Stock is principally traded.

d. Distribution from Accounts Upon Separation from Service as a Director. The time and form of payments of hypothetical investment earnings shall be the same as those applicable to the deferred Fees or deferred Award Shares to which such earnings are attributable. Notwithstanding any other provision of the Plan to the contrary, amounts credited to a Director's Stock Account may not be reallocated or deemed reinvested in any other investment vehicle, but shall remain as Deferred Stock until such time as the Deferred Fee Account or Deferred Award Share Account, as applicable, is settled in accordance with Section 1.c.

e. Statements. The Committee will furnish written statements to each Participant reflecting the amount credited to a Participant's Deferral Accounts and transactions therein not less frequently than once each calendar quarter. Such written statements shall be in addition to any information or communication available to a Participant with respect to his Deferral Account through other means, such as the internet or telephony.

Section 5. Payments Not Specified in a Deferral Election.

a. Method of Payment in the Event of Death. If a Director dies while a member of the NJR or NJNG Board of Directors or prior to the full payment to the Director of all of the Director's deferred Fees and deferred Award Shares, as adjusted as provided in Section 2, an amount equal to the unpaid portion of such deferred Fees and deferred Award Shares, as adjusted as provided in Section 2, shall be paid in a single sum payment to the Director's designated beneficiary or beneficiaries. Such single sum payment shall be made within 30 days after the death of the Director.

b. Delay of Payments. Any payment otherwise due under the terms of the Plan which would violate Federal securities laws or other applicable law may not be made until the earliest date on which such payment no longer is nondeductible or violates such laws. Payment also may be delayed for a reasonable period in accordance with the provisions of Code Section 409A (including in the event the payment is not administratively practical due to events beyond the recipient's control such as where the recipient is not competent to receive the benefit payment, there is a dispute as to amount due or the proper recipient of such benefit payment, or additional time is needed to calculate the amount payable). No interest shall accrue or be paid because of any delay of payment.

c. Acceleration of Payments. The Committee may not permit the acceleration of the time or schedule of any payment or amount scheduled to be paid pursuant to the Plan, unless such acceleration of the time or schedule is (i) necessary to fulfill a domestic relations order (as defined in section 414(p)(1)(B) of the Code) or to comply with conflict of interest or ethics laws (as defined in Code Section 409A), (ii) to be used for the payment of FICA or other approved taxes on amounts defined under the Plan, (iii) equal to amounts included in the federal personal taxable income

of the Participant under Code Section 409A or (iv) otherwise allowed under Code Section 409A. Other provisions of the Plan notwithstanding, should the Director experience a Separation from Service within 60 days following the occurrence of an event or transaction constituting a Change In Control, the participating Director shall be paid the balance of his or her Deferred Fee Account and Deferred Award Share Account as a lump sum within 60 days following such Separation from Service.

d. For the purposes of this Agreement, a “Change In Control” shall be deemed to have occurred if:

(i) Any Person (as defined below) acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such Person) Voting Securities (as defined below), of the Company and, immediately thereafter, is the “beneficial ownership” (within the meaning of Rule 13d-3, as promulgated under Section 13(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) of Voting Securities of the Company representing fifty percent (50%) or more of the combined Voting Power (as defined below) of the Company’s securities; or

(ii) Within any 12-month period, the persons who were directors of the Company immediately before the beginning of such period (the “Incumbent Directors”) shall cease (for any reason other than death) to constitute at least a majority of the Board or the board of directors of any successor to the Company, provided that any director who was not a director at the beginning of such period shall be deemed to be an Incumbent Director if such director was elected to the Board by, or on the recommendation of or with the approval of, at least a majority of the directors who then qualified as Incumbent Directors either actually or by prior operation of this Section 5(d); or

(iii) the consummation of a merger, consolidation, share exchange, division, sale or other disposition of all or substantially all of the assets of the Company (a “Corporate Event”), except that a Corporate Event shall not trigger a Change in Control under this clause (iii) if the shareholders of the Company immediately prior to such Corporate Event shall hold, directly or indirectly, immediately following such Corporate Event a majority of the Voting Power of (x) in the case of a merger or consolidation, the surviving or resulting corporation, (y) in the case of a share exchange, the acquiring corporation or (z) in the case of a division or a sale or other disposition of assets, each surviving, resulting or acquiring corporation.

(iv) Person Defined. For purposes of this Section 7, “Person” shall have the meaning ascribed to such term in Section 3(a)(9) of the Exchange Act, as supplemented by Section 13(d)(3) of the Exchange Act; provided, however, that Person shall not include (x) the Company or any subsidiary of the Company or (y) any employee benefit plan sponsored by the Company or any subsidiary of the Company.

(v) Voting Power Defined. A specified percentage of “Voting Power” of a company shall mean such number of the Voting Securities as shall enable the holders thereof to cast such percentage of all the votes which could be cast in an annual election of directors (without consideration of the rights of any class of stock other than the common stock of the company to elect directors by a separate class vote); and “Voting Securities” shall mean all securities of a company entitling the holders thereof to vote in an annual election of directors (without consideration of the rights of any class of stock other than the common stock of the company to elect directors by a separate class vote).

(vi) Section 409A. The above definitions shall be interpreted and applied in a manner that complies with change in control or ownership trigger event rules under Code Section 409A.

Section 6. Assets Placed in Trust.

The Corporation may, in its discretion, establish one or more Trusts (including sub-accounts under such Trust(s)), and deposit therein amounts of cash, Common Stock, or other property not exceeding the amount of the Corporation's obligations with respect to a Director's Deferred Fee Account or Deferred Award Share Account established under Section 2. In such case, the amounts of hypothetical income and appreciation and depreciation in value of such Deferred Fee Account or Deferred Award Share Account shall be equal to the actual income on, and appreciation and depreciation of, the assets in such Trust(s). Other provisions of this Section 4 notwithstanding, the timing of allocations and reallocations of assets in such a Deferred Fee Account or Deferred Award Share Account, and the investment vehicles available with respect to such Deferred Fee Account or Deferred Award Share Account, may be varied to reflect the timing of actual investments of the assets of such Trust(s) and the actual investments available to such Trust(s).

"Trust" shall mean any trust or trusts established or designated by the Company to hold Stock or other assets in connection with the Plan; provided, however, that (i) such trust shall be sited in the United States, (ii) the funding of such trust shall in no way be contingent upon the financial condition of the Company, and (iii) the assets of such trust shall remain subject to the claims of the general creditors of the Company in the event of an insolvency of the Company. The Company shall be considered "insolvent" for purposes of this Plan and any Trust if (i) the Company is unable to pay its debts as they become due, or (ii) the Company is subject to a pending proceeding as a debtor under the United States Bankruptcy Code.

Section 7. Plan Termination.

a. In General. The Committee may, with prospective or retroactive effect, amend, alter, suspend, discontinue, or terminate the Plan at any time without the consent of participating Directors, stockholders, or any other person; provided, however, that, without the consent of a participating Director, no such action shall materially and adversely affect the rights of such Director with respect to any rights to payment of amounts credited to such Director's Deferred Fee Account or Deferred Award Share Account and any such action shall comply with the restriction under and requirements of Code Section 409A.

b. Termination and Payment. Notwithstanding the provisions of section 11(a), the Committee may, in its sole discretion, terminate the Plan (in whole or in part) with respect to one or more participating Directors and distribute to such affected Directors the amounts credited to their Deferred Fee Accounts and Deferred Award Share Account in a lump sum as soon as reasonably practicable following such termination, but if, and only if such termination and accelerated payment complies with the requirements of Code Section 409A.

Section 8. Miscellaneous.

a. Designation of Beneficiary. A Director may designate a beneficiary or beneficiaries (which may be an entity other than a natural person) to receive any payments of the Director's deferred Fees and deferred Award Shares to be made upon the Director's death. At any time, and from time to time, any such designation may be changed or canceled by the Director without

the consent of any beneficiary. Any such designation, change or cancellation must be by written notice filed with the Secretary and shall not be effective until received by the Secretary. Any such written notice may apply to (i) only the Director's deferred Fees and deferred Award Shares for a particular Plan Year or Years, or (ii) all of the Director's deferred Fees and deferred Award Shares, including Fees and Award Shares to be deferred in future years.

If a Director designates more than one beneficiary with respect to any portion of the Director's deferred Fees or deferred Award Shares, any payments to such beneficiaries shall be made in equal shares unless the Director has designated otherwise, in which case the payments shall be made in the shares designated by the Director. If no beneficiary has been named by a Director with respect to all or a portion of the Director's deferred Fees or deferred Award Shares, or the designated beneficiaries with respect to all or a portion of the Director's deferred Fees or deferred Award Shares have predeceased the Director, the Director's beneficiary with respect to such deferred Fees or deferred Award Shares shall be the executor or administrator of the Director's estate.

b. Payments Generally In Cash. All payments of deferred Fees shall be made in cash, provided that a Director who has elected to have all or a portion of any of the Director's Deferred Fee Account treated as though invested in shares of Common Stock and who elects to receive a distribution of any such Account in a single lump sum may elect to receive the portion of such Account so invested in shares of Common Stock. All payments of deferred Award Shares shall be made in shares of Common Stock, except that dividend equivalents on Awards which are to be paid in cash (instead of Award Shares) will be deemed invested in Units in the same manner as Deferred Fees and paid in cash except as described above.

c. No Right to Continue as a Director. Nothing contained in this Plan shall be construed as conferring upon a Director any right to continue as a member of the NJR Board of Directors or any Subsidiary Board of Directors.

d. No Right to Corporate Assets. Nothing contained in this Plan shall be construed as giving a Director, a Director's designated beneficiaries or any other person any equity or interest of any kind in the assets of the Corporation or creating a trust of any kind or a fiduciary relationship of any kind between the Corporation and any such person. As to any claim for payments due with respect to a Director's deferred Fees and deferred Award Shares, the Director, the Director's designated beneficiaries and any other persons having a claim for payments shall be unsecured creditors of the Corporation.

e. No Limit on Further Corporate Action. Nothing contained in this Plan shall be construed so as to prevent the Corporation from taking any corporate action which is deemed by the Corporation to be appropriate or in its best interest.

f. Assignment; Successor in Interest. The rights and benefits of a Director with respect to the Director's deferred Fees and deferred Award Shares are personal to the Director, and neither the Director nor the Director's designated beneficiaries shall have the power or right to transfer, assign, anticipate, mortgage, or otherwise encumber any payments to be made with respect to the Director's deferred Fees or deferred Award Shares.

The obligations of the Corporation with respect to deferred Fees and deferred Award Shares are not assignable or transferable except to a corporation which acquires all or substantially all of the assets of the Corporation, or any corporation into which the Corporation may be merged, converted or consolidated.

These terms and provisions shall inure to the benefit of a Director's designated beneficiaries, heirs, executors, administrators and successors in interest.

g. Amendment and Termination. The NJR Board of Directors may from time to time and at any time alter or amend this Plan or suspend, discontinue or terminate the deferral by Directors of their retainer and other fees and shares of Common Stock otherwise issuable pursuant to Awards; provided, however, that no such action, which would adversely affect the amount, form or time of payment of the retainer and other fees and shares of Common Stock issuable pursuant to Awards which, as of the effective date of such action, had been deferred pursuant to a Director's election, shall be effective without the Director's written consent.

h. Compliance with Code Section 409A. Any benefit, payment or other right provided by the Plan shall be provided or made in a manner, and at such time, in such form and subject to such election procedures (if any), as complies with the applicable requirements of Code Section 409A to avoid a plan failure described in Code Section 409A(a)(1). Notwithstanding any other provision hereof or document pertaining hereto, the Plan shall be so construed and interpreted to meet the applicable requirements of Code Section 409A to avoid a plan failure described in Code Section 409A(a)(1). The Committee is authorized to adopt rules or regulations deemed necessary or appropriate in connection therewith to anticipate and/or comply the requirements of Code Section 409A and to declare any election, consent or modification thereto void if non-compliant with Code Section 409A. The Committee, the Corporation and any related parties shall not be responsible for the payment of any taxes or related penalties or interest for any failure to comply with Code Section 409A.

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

IN WITNESS WHEREOF, New Jersey Resources Corporation has caused this Plan to be executed this 23rd day of December, 2019, to be effective January 1, 2020.

NEW JERSEY RESOURCES CORPORATION

Attest: By: /s/ Richard Reich

Name: /s/ Mary Pat Bolin Name: Richard Reich

Title: Senior Corp Gov Paralegal Title: Corporate Secretary and AGC

**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: February 6, 2020

By: /s/ Stephen D. Westhoven

Stephen D. Westhoven

President and Chief Executive Officer

**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: February 6, 2020

By: /s/ Patrick Migliaccio

Patrick Migliaccio

Senior Vice President and Chief Financial Officer

**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 December 31, 2019, 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: February 6, 2020

By: /s/ Stephen D. Westhoven

Stephen D. Westhoven

President and Chief Executive Officer

**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 December 31, 2019, 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: February 6, 2020

By: /s/ Patrick Migliaccio

Patrick Migliaccio

Senior Vice President and Chief Financial Officer