



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

WATER

IN THE MATTER OF THE APPLICATION OF)	ORDER AUTHORIZING
MIDDLESEX WATER COMPANY FOR AUTHORITY TO)	THE ISSUANCE AND SALE
ISSUE AND SELL UP TO 1.5 MILLION SHARES OF)	OF COMMON STOCK
COMMON STOCK)	
)	DOCKET NO. WF19030339

Parties of Record:

Jay L. Kooper, Esq., Vice President, General Counsel & Secretary, Middlesex Water Company
Stefanie A. Brand, Esq., Director, New Jersey Division of Rate Counsel

BY THE BOARD:

Middlesex Water Company ("Middlesex" or "Petitioner" or "Company"), a public utility of the State of New Jersey, by petition filed with the Board of Public Utilities ("Board") on March 13, 2019, pursuant to N.J.S.A. 48:3-7, 48:3-9 and N.J.A.C. 14:1-5.9, requests authority to issue and sell in one or more offerings up to 1,500,000 (1.5 million) shares of Common Stock, without par value.

Petitioner, to ensure the continued provision of safe and reliable water service to its customers, continuously plans for ongoing upgrades, replacements and improvements to its water system. These plans include preparation of a perpetual five-year capital infrastructure expenditure budget that is based on its engineering assessments, system studies and government regulatory requirements. The current five-year program, known as Water for Tomorrow, projects that Middlesex will spend approximately \$354.8 million through the year 2023 to replace aging infrastructure, remain compliant with water quality requirements, and enhance service.

The funding of Middlesex's projected \$354.8 million infrastructure investment will require a combination of funds generated from operations, debt financing and equity investments in order to maintain a balanced capital structure to continue to attract investor interest. Board approval to issue debt to finance a portion of the Water for Tomorrow projects was previously granted by the Board. I/M/O The Application of Middlesex Water Company for Authority to Issue up to \$140.0 Million of First Mortgage Bonds, Docket No. WF18121292 (Order dated February 27, 2019) ("February 2019 Financing Order").

Therefore, the Company proposes as part of this overall plan to issue and sell in one or more offerings up to 1.5 million shares of its Common Stock. It is contemplated that this sale will be made by public offerings either through a traditional underwritten offering and/or through an alternative method known as an "at-the-market" ("ATM") offering. Registration of the 1.5 million shares of Common Stock with the United States Securities and Exchange Commission ("SEC") is required for either type of offering.

The Company expects that the offerings, if made through a traditional underwriting method, will be underwritten on a firm commitment basis by an underwriter selected by the Company at a price which has not yet been determined. The Company will pay to the underwriter a fee, which will be a percentage of the total proceeds from a sale and a fee for their costs. Commissions paid to brokers participating in the offerings are included in the underwriter's fee. In addition, the Company anticipates that under a firm commitment underwriting, the underwriter will receive a 30-day over-allotment option to purchase additional shares. The over-allotment is a mechanism that facilitates price stabilization of the Company's Common Stock during the 30-day period. If price stabilization is not a factor, then the underwriter can use the over-allotment to satisfy buyer offers. Including shares sold under an over-allotment, however, not more than 1.5 million shares of Common Stock in total will be sold in the aggregate.

The Company further seeks Board approval to market the offerings, if made through a traditional underwriting method, through a selected underwriter on a negotiated rather than a competitive bid basis. Logistically, according to Petitioner, a negotiated offering provides the Company with lower costs, shorter lead time and flexibility in scheduling, higher assurances of completion (less risk) and the services of proven market-makers in Middlesex stock. The Company further avers that the plan to place multiple, smaller offerings rather than a single offering practically requires that it be made on a negotiated rather than a competitive bid basis.

The Company expects that the offerings, if made through the ATM method, will be made through a broker-dealer at a price that is expected to reflect market conditions at the time the offering is made to the interested sophisticated investor. Under the ATM method, the broker-dealer will identify potential investors willing to purchase a substantial block of the Common Stock. The Company avers that the flexibility in the transaction timetable and commissions/fees provide the ATM method with advantages over a traditional underwriting offering.

The Company expects the proposed common stock offerings, if approved, to begin in the third quarter of 2019, and continue on a parallel path with the debt financings related to the Water for Tomorrow program that were previously approved by the Board in the February 2019 Financing Order. This expected timing of the offerings is subject to change, if necessary, to account for actual project expenditure timetables, financial market conditions and possible SEC review.

Petitioner further expects that the agreement between the Company and the underwriter and/or broker-dealer will be based on the market price of the Common Stock on the agreed-to pricing date to be selected. Subject to satisfaction of the terms and conditions of the underwriting agreement and/or broker-dealer agreement, including the agreement of the parties to consummate the sale, the Company anticipates selling the shares of Common Stock at a price per share which approximates the closing bid price quoted on the last trading day prior to the sale ("Pricing Date"), subject to the then-current market conditions. According to the Company, utilizing this pricing mechanism will give the parties greater flexibility in the transaction and enable them to proceed in an efficient manner.

The Company proposes to use the net proceeds of the sales of up to 1.5 million shares of its Common Stock to provide additional financing for the Company's Water for Tomorrow capital program, to reduce short-term debt, and to maintain an appropriate balance in the capital structure of the Company, including its regulated affiliates.

By letter dated April 17, 2019, the New Jersey Division of Rate Counsel indicated that it has reviewed the petition and supporting documents, and is not opposed to its approval.

The Board, after investigation, having considered the record and exhibits submitted in this proceeding, being satisfied with the action proposed to be taken by Petitioner as indicated above and finding that the proposed transactions are to be made in accordance with law, are in the public interest, and approving the purposes thereof, **HEREBY ORDERS** that Petitioner be and is **HEREBY AUTHORIZED** to issue and sell, on a negotiated basis, without the requirement of a further Board Order as to pricing, up to 1,500,000 (1.5 million) shares of Common Stock, without par value, through one or more traditional underwriting offerings and/or through one or more ATM offerings, subject to the following provisions:

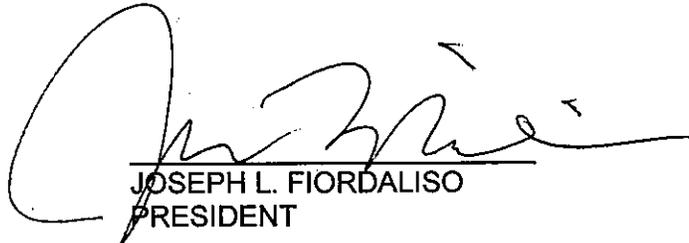
1. The Company shall issue and sell up to 1.5 million shares of Common Stock to such underwriters (under the traditional underwriting method) as may be authorized under the Underwriting Agreement at a mutually agreed upon price which will be based on the closing bid price on the Pricing Date.
2. The Company shall issue and sell up to 1.5 million shares of Common Stock, less any shares issued and sold through the traditional underwriting method, through such broker-dealers (under the ATM method) as may be authorized at a mutually agreed upon price which will be based on the closing bid price on the Pricing Date.
3. In the event that the Company finds it appropriate to effect the issuance and sale of the Common Stock in a manner other than as described in the Order, the Company shall file with the Board as soon as practicable a statement advising the Board of such facts, stating the reasons therefor, proposing an alternative course of action and requesting a Supplemental Order specifically authorizing the actions then proposed to be taken.
4. The Company shall, as soon as practicable after the issuance and sale of the Common Stock, submit to the Board a statement, which shall indicate the date of sale, the closing bid price on the Pricing Date, the price paid to the Company, the underwriter's spread, the broker-dealer fee and the net proceeds to the Company.
5. The Company shall, as soon as practicable after the issuance and sale of the Common Stock, submit to the Board a copy of the journal entries to record the issuance and sale of the Common Stock and the expenses related thereto in accordance with the appropriate Uniform System of Accounts.
6. The Company shall submit to the Board copies of an executed Underwriting Agreement or broker-dealer placement agency agreement and all other agreements as executed and filed with other regulatory agencies.
7. This Board's approval is expressly limited to the sale of the Company's Common Stock without par value described herein and as more fully described in the Petition and supporting documents.

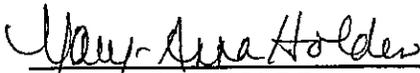
8. This Order shall not be construed as directly or indirectly fixing, for any purposes whatsoever, any value of the tangible or intangible assets now owned or hereafter to be owned by the Petitioner.
9. This Order shall not be construed as a certification that the Common Stock authorized to be issued or sold will be represented by tangible or intangible assets of commensurate value or investment costs.
10. This Order shall not affect nor in any way limit the exercise of the authority of the Board, or of this State, in any future petition or in any proceedings with respect to rates, franchises, services, financing (including the method of sale of securities), accounting, capitalization, depreciation or in any other matter affecting the Petitioner.
11. The authority granted in this Order shall become null and void and of no effect with respect to any portion which is not exercised on or before December 31, 2022.

This Order shall be effective on May 18, 2019.

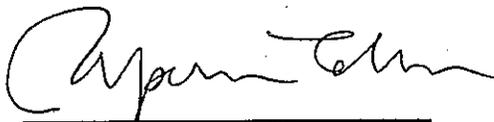
DATED: 5/8/19

BOARD OF PUBLIC UTILITIES
BY:

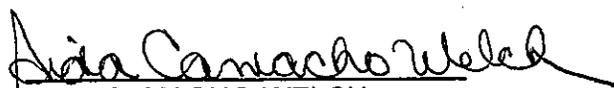

JOSEPH L. FIORDALISO
PRESIDENT


MARY ANNA HOLDEN
COMMISSIONER


DIANNE SOLOMON
COMMISSIONER


UPENDRA J. CHIVUKULA
COMMISSIONER


ROBERT M. GORDON
COMMISSIONER

ATTEST: 
AIDA CAMACHO-WELCH
SECRETARY

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

IN THE MATTER OF THE APPLICATION OF MIDDLESEX WATER COMPANY FOR
AUTHORITY TO ISSUE AND SELL UP TO 1.5 MILLION SHARES OF COMMON STOCK

DOCKET NO. WF19030339

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