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October 20, 2014
(Via Federal Express)

Honorable Kristi Izzo
Secretary of the Board
New Jersey Board of Public Utilities
44 South Clinton Avenue
9th Floor, PO Box 350
Trenton, NJ 08625-0350

REC'D
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NJ BPU
CASE MANAGEMENT

Re: In the Matter of the Application of Middlesex Water Company
For Authority to Borrow up to \$5.0 million and to Issue Evidences
of Indebtedness Pursuant to the Environmental Infrastructure Trust
Financing Program.
BPU Docket No.: WF14101084

Dear Secretary Izzo:

Enclosed herewith for filing please find the original and eleven (11) copies of Middlesex Water Company's ("the Company") Errata Notice and Correction of its Petition filed in the above-referenced matter on October 1, 2014 pursuant to N.J.S.A. 48:3-7 and 48:3-9 and N.J.A.C. 14:1-5.9.

Specifically, in reviewing the Petition the Company has discovered an error with respect to the appropriate designation for the Company bonds to be utilized in the proposed transaction. The Petition, as filed on October 1, 2014, erroneously designates these bonds as "Series VV Bonds" and "Series WW" bonds, due in 2035. The correct designation for these bonds is "Series XX" and "Series YY" bonds, due in 2035.

The above-referenced error appears in three places in the Petition – Paragraph 5, Paragraph 10(a) and Paragraph 10(c). Enclosed herein is an errata notice and correction setting forth these paragraphs in their entirety with the correct bond designation of "Series XX" and "Series YY."

Kindly stamp "filed" on the extra copy of the Petition enclosed herewith and please return it to us in the enclosed, stamped, self-addressed envelope. I apologize to the Board and the parties for the oversight.

Very truly yours,

Jay L. Kooper
Vice President, General Counsel & Secretary

OOMS
Legal (2)
DAG
RPA
M. Kammer
B. Wojciak
M. Beyer
Water (2)
M. Moran

JLK:rk
Enclosures

cc: Service List (w/enclosures via electronic mail)

Middlesex Water Company – BPU Docket No. WF14
Application for Authority to Borrow up to \$5.0 Million and to Issue Evidences of
Indebtedness Pursuant to the Environmental Infrastructure Trust Financing Program
~ Service List ~

Middlesex Water Company

<p>Dennis W. Doll Middlesex Water Company 1500 Ronson Road Iselin, NJ 08830 732-638-7501 – Telephone 732-638-7515 - Fax ddoll@middlesexwater.com</p>	<p>A. Bruce O'Connor Middlesex Water Company 1500 Ronson Road Iselin, NJ 08830 732-638-7502 – Telephone 732-638-7515 – Fax aboconnor@middlesexwater.com</p>	<p>Jay L. Kooper, Esq. Middlesex Water Company 1500 Ronson Road Iselin, NJ 08830 732-638-7506 – Telephone 732-218-1124 – Fax jkooper@middlesexwater.com</p>
<p>Douglas R. Brown, Esq. Norris, McLaughlin & Marcus 721 Route 202 & 206 North P.O. Box 1018 Somerville, NJ 08876-1018 908-722-0700 – Telephone 908-722-0755 – Fax drbrown@nmmlaw.com</p>	<p>Walter G. Reinhard, Esq. Norris, McLaughlin & Marcus 721 Route 202 & 206 North P.O. Box 1018 Somerville, NJ 08876-1018 908-722-0700 – Telephone 908-722-0755 – Fax wgreinhard@nmmlaw.com</p>	<p>Michele L. Tilley Middlesex Water Company 1500 Ronson Road Iselin, NJ 08830 732-638-7676 - Telephone 732-638-7526 – Fax mtilley@middlesexwater.com</p>

Board of Public Utilities

<p>Mark C. Beyer Chief Economist Board of Public Utilities 44 South Clinton Avenue, 9th Fl. Post Office Box 350 Trenton, NJ 08865-0350 (609) 292-2637 – Telephone Mark.beyer@bpu.state.nj.us</p>	<p>Robert Wojciak Board of Public Utilities 44 South Clinton Avenue Post Office Box 350 Trenton, NJ 08865-0350 (609) 292-2951 - Telephone Robert.Wojciak@bpu.state.nj.us</p>	<p>Maria Moran, Director Board of Public Utilities 44 South Clinton Avenue, 9th Fl. Post Office Box 350 Trenton, NJ 08865-0350 (609) 292-2422 - Telephone (609) 292-3191 - Fax Maria.moran@bpu.state.nj.us</p>
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Division of Rate Counsel

<p>Debra F. Robinson, Esq. Division of Rate Counsel 140 East Front Street – 4th Floor Trenton, NJ 08625 (609) 984-1460 – Telephone drobinso@rpa.state.nj.us</p>	<p>Stefanie A. Brand, Esq. Director 140 East Front Street – 4th Floor Trenton, NJ 08625p (609) 984-1460 – Telephone sbrand@rpa.state.nj.us</p>	
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**STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES**

**IN THE MATTER OF THE APPLICATION
OF MIDDLESEX WATER COMPANY FOR
AUTHORITY TO BORROW UP TO
\$5.0 MILLION AND TO ISSUE EVIDENCES
OF INDEBTEDNESS PURSUANT TO THE
ENVIRONMENTAL INFRASTRUCTURE TRUST FINANCING PROGRAM
BPU DOCKET NO. WF14101084**

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PETITION – ERRATA NOTICE AND CORRECTION

Paragraph 5 of the Petition filed on October 1, 2014 in the above-referenced docket is hereby corrected and amended to state as follows:

5. To evidence and secure the Loans to the Company by the Trust and the State, the Company proposes to execute and deliver to the Trust and the State the Company's Bonds and/or other evidences of indebtedness, in a principal amount equal to the amount of the Loans, having an interest rate, as described above, and maturity dates and redemption provisions designed to service the Trust's Bonds and the State's loan. It is anticipated that such Company Bonds are to be designated "Series XX Bonds" and "Series YY Bonds," due 2035, although the designations "Series XX Bonds" and "Series YY Bonds" in this Petition are intended to reflect the one or more series of Bonds or other evidences of indebtedness to be issued in connection with the Loans.

Paragraph 10 of the Petition filed on October 1, 2014 in the above-referenced proceeding is corrected and amended to state as follows:

10. Therefore, the Company specifically petitions the Board at this time for approval and authority:

a. To make, execute and deliver, if necessary, one or more Supplemental Indentures of Mortgage to US Bank National Association, as Trustee, for the purpose, among other things, of describing the terms of the First Mortgage Bonds, Series XX and Series YY, of the Company. The Supplemental Indenture(s) will, among other things, create and provide for the issuance of the Series XX Bonds and Series YY Bonds under an

Indenture of Mortgage, dated April 1, 1927, between the Company and United Counties Trust Company, as Trustee; and under a Second Supplemental Indenture, dated as of October 1, 1939; a Third Supplemental Indenture, dated as of April 1, 1946; a Fourth Supplemental Indenture, dated as of April 1, 1949; a Fifth Supplemental Indenture, dated as of February 1, 1955; a Sixth Supplemental Indenture, dated as of December 1, 1959; a Seventh Supplemental Indenture, dated as of January 15, 1963; an Eighth Supplemental Indenture, dated as of July 1, 1964; a Ninth Supplemental Indenture, dated as of June 1, 1965; a Tenth Supplemental Indenture, dated as of February 1, 1968; an Eleventh Supplemental Indenture, dated as of December 1, 1968; a Twelfth Supplemental Indenture, dated as of December 1, 1970; a Thirteenth Supplemental Indenture, dated as of December 1, 1972; a Fourteenth Supplemental Indenture, dated as of April 1, 1979; a Fifteenth Supplemental Indenture, dated as of April 1, 1983; a Sixteenth Supplemental Indenture, dated as of August 1, 1988; a Seventeenth Supplemental Indenture, dated as of June 15, 1991; an Eighteenth Supplemental Indenture, dated as of September 1, 1993; a Nineteenth Supplemental Indenture, dated as of September 1, 1993; a Twentieth Supplemental Indenture, dated as of January 1, 1994; a Twenty-First Supplemental Indenture dated as of January 1, 1994; a Twenty-Second Supplemental Indenture, dated as of March 1, 1998; a Twenty-Third Supplemental Indenture dated as of October 15, 1998; a Twenty-Fourth Supplemental Indenture dated as of October 15, 1998; a Twenty-Fifth Supplemental Indenture dated as of October 15, 1999; a Twenty-Sixth Supplemental Indenture dated as of October 15, 1999; a Twenty-Seventh Supplemental Indenture dated as of October 15, 2001; a Twenty-Eighth Supplemental Indenture dated as of October 15, 2001; a Twenty-Ninth Supplemental Indenture dated as of January 15, 2002; a Thirtieth Supplemental Indenture dated as of October 15, 2004; a Thirty-First Supplemental Indenture dated as of October 15, 2004; a Thirty-Second Supplemental Indenture dated as of October 15, 2006; a Thirty-Third Supplemental Indenture dated as of October 15, 2006; a Thirty-Fourth Supplemental Indenture dated as of October 15, 2007; a Thirty-Fifth Supplemental Indenture dated as of October 15, 2007; a Thirty-Sixth Supplemental Indenture dated as of November 1, 2008; a Thirty-Seventh Supplemental Indenture dated as of November 1, 2008; a Thirty-Eighth Supplemental Indenture dated as of December 1, 2010; a Thirty-Ninth Supplemental Indenture dated as of December 1, 2010; a Fortieth Supplemental Indenture dated as of May 1, 2012; a Forty-First Supplemental Indenture dated as of May 1, 2012; a Forty-Second Supplemental Indenture dated as of November 1, 2012; a Forty-Third

Supplemental Indenture dated November 1, 2012; a Forty-Fourth Supplemental Indenture dated as of November 1, 2012; a Forty-Fifth Supplemental Indenture dated as of May 1, 2013; a Forty-Sixth Supplemental Indenture dated as of May 1, 2013; a Forty-Seventh Supplemental Indenture dated as of May 1, 2014; and a Forty-Eighth Supplemental Indenture dated as of May 1, 2014; or

To make such guarantee or guarantees as are required by the State and the Trust to secure the Loans; and

b. To borrow up to \$5.0 million from, and make, execute and deliver to, the Trust and the State one or more Loan Agreements therefor and to make, execute and deliver to the Trust and the State documents required in connection therewith; and

c. To issue, if necessary, up to \$5.0 million principal amount of Series XX and Series YY Bonds of the Company in connection with such borrowings. Such series of bonds are jointly to bear interest at a rate based upon approximately one-quarter of the interest rate for the Trust's Bonds and are to be secured equally and ratably with the Company's outstanding bonds by the aforesaid Indenture of Mortgage as supplemented.