



State of New Jersey
 DIVISION OF RATE COUNSEL
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PHIL MURPHY
 Governor

SHEILA OLIVER
 Lt. Governor

STEFANIE A. BRAND
 Director
RECEIVED
 MAIL ROOM
 MAR 08 2018

March 8, 2018

Via E-Mail & First Class Mail

Aida Camacho-Welch, Acting Secretary
 New Jersey, Board of Public Utilities
 44 South Clinton Street, - 3rd Floor
 P.O. Box 350
 Trenton, New Jersey 08665-0350

RECEIVED
 CASE MANAGEMENT
 MAR 08 2018
 BOARD OF PUBLIC UTILITIES
 TRENTON, NJ
 Fwd
 3/9/18

RE: I/M/O the Application of Middlesex Water Company for Authority to Borrow up to \$14.0 Million and to Issue Evidences of Indebtedness Pursuant to the Environment Infrastructure Trust Financing Program
BPU DOCKET NO. WF18010063

Dear Acting Secretary Camacho-Welch:

Please accept for filing an original and ten copies of the Division of the Rate Counsel's ("Rate Counsel") comments regarding the above referenced matter. Please date stamp the additional copy as "filed" and return it in the enclosed, self-addressed, stamped envelope. Thank you for your consideration and attention to this matter.

On January 29, 2018, the Middlesex Water Company ("Middlesex" or "Company") filed a Petition with the State of New Jersey, Board of Public Utilities ("BPU" or "Board") seeking approval for authority to borrow up to \$14.0 million (the "Loans"), from the New Jersey Environmental Infrastructure Trust a public body corporate and politic constituting an instrumentality of the State of New Jersey (the "Trust"), and the State of New Jersey, acting by and through the New Jersey Department of Environmental Protection (the "State"), and if necessary, to secure the Loans by issuing and delivering to the Trust and State the Company's First Mortgage Bonds (the "Company's Bonds") and/or other evidences of indebtedness in like amount.

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Middlesex is a regulated utility of the State of New Jersey, providing water services to approximately 61,000 retail customers, primarily in eastern Middlesex County, New Jersey and provides water under wholesale contracts to The City of Rahway, Townships of Edison and Marlboro, the Borough of Highland Park and the Old Bridge Municipal Utilities Authority. Middlesex treats stores and distributes water for residential, commercial, industrial and fire protection purposes. Middlesex also provides water treatment and pumping services to the Township of East Brunswick under contract.

The proceeds of the Loans will be used by the Company to finance under its continuing RENEW program a project of replacement of its cast-iron mains and where it is determined by the Company to be feasible, rehabilitation of certain cast-iron mains, a process referred to as "Cleaning and Lining." The RENEW program is an annual program and the proceeds of the Loans will be used to permanently finance the construction expenditures for the 2018 RENEW program.

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 in paragraph 7 of the Petition, and maturity dates and redemption provisions designed to service the Bank's Bonds and the State's loan. It is anticipated that such Company Bonds are intended to reflect the one or more series of bonds or other evidences of indebtedness to be used in connection with the Loans.

Based upon the Division of Rate Counsel's review of the Petition, the Petitioner's responses to Board Staff's data requests OE-1 through OE-11, and proposed financing arrangements, it appears that Middlesex has the financial capacity to issue the proposed debt without jeopardizing its financial integrity. In addition, it appears that Middlesex has sufficient earnings to cover the additional debt service associated with the financing.

Approval of the Petition should not include authorization to include in rate base any specific assets to be included in the Company's rate base. The determination of whether assets are appropriate for inclusion in rate base should be deferred to a future base rate case proceeding.

The Division of Rate Counsel proposes that any BPU Order approving Middlesex's Petition contain the following language:

1. The 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; nor as certifying that the securities authorized to be issued and sold will be represented by tangible or intangible assets of commensurate value or investment costs.

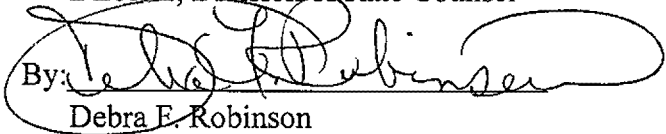
2. This Order shall not affect nor in any way limit the exercise of the authority of this Board or of this State, in any future Petition or in any proceedings with respect to rates, franchises, service, financing, accounting, capitalization, depreciation, or in any other matters affecting the Petitioner.

3. The Company shall submit a schedule indicating complete details of the issuance costs no later than thirty (30) days following the closing date for this transaction.

These provisions will satisfy the concerns of Rate Counsel that BPU approval is limited to the Loans as described herein, and should not indicate authorization to include any specific assets or amounts in rate base, or indicate authorization for any other ratemaking treatment.

Very truly yours,
Stefanie A. Brand
Director, Division of Rate Counsel

By:


Debra F. Robinson
Deputy Rate Counsel