



THE MIDDLESEX WATER ENTERPRISE

Middlesex Water Company • Pinelands Water & Wastewater Company • Southern Shores Water Company • Tidewater Utilities, Inc. • Tidewater Environmental Services, Inc. • Twin Lakes Utilities, Inc. • Utility Service Affiliates, Inc. • Utility Service Affiliates (Avalon) • Utility Service Affiliates (Perth Amboy) Inc. • White Marsh Environmental Systems, Inc.

July 9, 2018  
(Via Federal Express)

Aida Camacho-Welch  
Secretary of the Board  
New Jersey Board of Public Utilities  
44 South Clinton Avenue  
3<sup>rd</sup> Floor, Suite 314  
Trenton, NJ 08625-0350

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CASE MANAGEMENT

JUL 10 2018

BOARD OF PUBLIC UTILITIES  
TRENTON, NJ

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JUL 10 2018

BOARD OF PUBLIC UTILITIES  
TRENTON, NJ

Re: In the Matter of Middlesex Water Company For Approval to Issue up to 300,000 Shares of Common Stock Under The Company's 2018 Restricted Stock Plan  
BPU Docket No.: WF18070705

Dear Secretary Camacho-Welch:

Enclosed herewith for filing please find the original and eleven (11) copies of Middlesex Water Company's Petition in the above-referenced matter.

This case may be summarized as a Petition for authorization, pursuant to N.J.S.A. 48:3-9 and N.J.A.C. 14:1-5.9, to issue up to 300,000 shares of common stock under a 2018 Restricted Stock Plan approved by both the Company Board of Directors on January 29, 2018 and at the Company's Annual Meeting of Shareholders on May 22, 2018.

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.

CMS  
Legal  
DHG  
RPA  
M. Moran  
M. Kammer  
M. Mosser  
ECONOMIST  
WATER (2)

JLK:rk  
Enclosures

Very truly yours,

Jay L. Kooper  
Vice President, General Counsel & Secretary

cc: Service List

**Middlesex Water Company – BPU Docket No. WF1807 \_\_\_\_\_**  
**In the Matter of Middlesex Water Company For Approval to Issue up to 300,000 Shares of Common Stock Under the Company’s 2018 Restricted Stock Plan**

**Middlesex Water Company**

<p>A. Bruce O’Connor  Middlesex Water Company  1500 Ronson Road  Iselin, NJ 08830  732-638-7502 – Telephone  732-218-1126 – Fax  <a href="mailto:aboconnor@middlesexwater.com">aboconnor@middlesexwater.com</a></p>	<p>Jay L. Kooper, Esq.  Middlesex Water Company  1500 Ronson Road  Iselin, NJ 08830  732-638-7506 – Telephone  732-218-1124 – Fax  <a href="mailto:jkooper@middlesexwater.com">jkooper@middlesexwater.com</a></p>	<p>Robert J. Capko  Middlesex Water Company  1500 Ronson Road  Iselin, NJ 08830  732-638-7524 – Telephone  <a href="mailto:rcapko@middlesexwater.com">rcapko@middlesexwater.com</a></p>
	<p>Michele L. Tilley  Middlesex Water Company  1500 Ronson Road  Iselin, NJ 08830  732-638-7676 - Telephone  732-638-7526 – Fax  <a href="mailto:mtilley@middlesexwater.com">mtilley@middlesexwater.com</a></p>	<p>Ada Soto  Middlesex Water Company  1500 Ronson Road  Iselin, NJ 08830  732-638-7511 – Telephone  732-218-1113 – Fax  <a href="mailto:asoto@middlesexwater.com">asoto@middlesexwater.com</a></p>

**Board of Public Utilities**

<p>Christine Lin  Board of Public Utilities  44 South Clinton Avenue  3<sup>rd</sup> Floor, Suite 314  Post Office Box 350  Trenton, NJ 08865-0350  (609) 292-2951 - Telephone  <a href="mailto:Christine.lin@bpu.nj.gov">Christine.lin@bpu.nj.gov</a></p>	<p>Maria Moran, Director  Board of Public Utilities  44 South Clinton Avenue  3<sup>rd</sup> Floor, Suite 314  Post Office Box 350  Trenton, NJ 08865-0350  (609) 292-2422 - Telephone  (609) 292-3191 - Fax  <a href="mailto:Maria.moran@bpu.nj.gov">Maria.moran@bpu.nj.gov</a></p>	<p>Dr. Ben Witherell  Board of Public Utilities  44 South Clinton Avenue  3<sup>rd</sup> Floor, Suite 314  Post Office Box 350  Trenton, NJ 08865-0350  (609) 292-2637 – Telephone  (609) 292-3191 – Fax  <a href="mailto:Ben.witherell@bpu.nj.gov">Ben.witherell@bpu.nj.gov</a></p>
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**Division of Rate Counsel**

<p>Debra F. Robinson, Esq.  Division of Rate Counsel  140 East Front Street – 4<sup>th</sup> Floor  PO Box 003  Trenton, NJ 08625  (609) 984-1460 – Telephone  <a href="mailto:drobinso@rpa.nj.gov">drobinso@rpa.nj.gov</a></p>	<p>Stefanie A. Brand, Esq.  Director  140 East Front Street – 4<sup>th</sup> Floor  PO Box 003  Trenton, NJ 08625  (609) 984-1460 – Telephone  <a href="mailto:sbrand@rpa.nj.gov">sbrand@rpa.nj.gov</a></p>	<p>Kathryn A. Hart  Legal Assistant  Division of Rate Counsel  140 East Front Street – 4<sup>th</sup> Floor  PO Box 003  Trenton, NJ 08625  (609) 984-1460 – Telephone  <a href="mailto:khart@rpa.nj.gov">khart@rpa.nj.gov</a></p>
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BOARD OF PUBLIC UTILITIES  
TRENTON, NJ

STATE OF NEW JERSEY  
BOARD OF PUBLIC UTILITIES

BOARD OF PUBLIC UTILITIES

JUL 10 2018

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In the Matter of MIDDLESEX WATER : PETITION  
COMPANY for Approval to Issue up to :  
300,000 Shares of Common Stock Under : Docket No. WF1807 \_\_\_\_  
the Company's 2018 Restricted Stock Plan :

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TO: THE HONORABLE BOARD OF PUBLIC UTILITIES:

Petitioner, Middlesex Water Company (hereinafter referred to as "Petitioner," "Middlesex" or the "Company"), respectfully submits this Petition pursuant to N.J.S.A. 48:3-9 and N.J.A.C. 14:1-5.9 and shows that:

1. Middlesex is a corporation organized and existing under the laws of the State of New Jersey, with its principal offices located at 1500 Ronson Road, Iselin, New Jersey 08830. Communications relating to this Petition should be addressed to Jay L. Kooper, Esq., Vice President, General Counsel & Secretary, Middlesex Water Company, 1500 Ronson Road, Iselin, New Jersey 08830.

2. Middlesex proposes to issue up to 300,000 shares of Common Stock, No Par Value, through its 2018 Restricted Stock Plan (hereinafter "the Plan") and hereby requests the Board's authorization for such issuance.

3. The Plan was approved by the Company's Board of Directors on January 29, 2018, and by the Company's shareholders at Middlesex's Annual Meeting of Shareholders held on May 22, 2018. A copy of the plan is annexed hereto as Exhibit A and made a part hereof. A copy of the Board's resolution is also annexed as Exhibit B.

4. The purpose of the Plan, as set forth in Article 1 thereof, is to advance the interests of the Company and its stockholders by providing long-term incentives, in addition

to current compensation, to attract and retain certain key executives and other employees of the Company who have contributed, or are likely to contribute, significantly to the long-term performance and growth of the Company. Among factors considered in determining eligibility for an award under the Plan are (a) Financial Goals, designed to continuously improve shareholder returns; (b) Operational Goals, a focus on training, development, operational excellence and service quality; and (c) Leadership Goals, designed to instill a Company culture based on ethical behavior, mutual respect, open and honest communications and continued improvement and accountability for performance.

5. As set forth primarily in Article 2 of the Plan, the Plan is to be administered by the Compensation Committee of the Company's Board of Directors. This Committee shall have general administrative authority concerning the Plan and shall have the exclusive power to select the officers and other employees to be granted awards under the Plan.

6. Pursuant to the terms of the Plan, issuance of 300,000 shares of Common Stock, No Par Value, may be made over a ten-year period. The stock is to be issued and authorized but unissued shares, treasury shares, or shares purchased by the Company on the open market or from private sources (see Article 4 of the Plan). Article 7 of the Plan provides for an adjustment in the number and kind of shares to be issued under the Plan in the event of certain events, including stock splits, recapitalizations or exchanges of shares. Request is hereby made for the Board's authorization to extend to any additional shares required to be issued by such events.

7. The Plan is identical to a prior plan known as the 2008 Restricted Stock Plan (the "2008 Plan") with the only modifications being a change in the effective and termination dates of the new Plan. The 2008 Plan was approved by the Board in its Order issued in

Docket No. WF08010074, dated May 9, 2008. Further action is necessary at this time because the 2008 Plan, by its terms, ended on March 31, 2018.

8. The terms of the issuance of such shares and the nature of the rights and limitations applicable to the shares are set forth in the Plan.

9. The proceeds from the issuance of stock, when purchased by the Company and which is subsequently paid back to the Company, will be used to replenish the funds used to satisfy the terms of the Plan. Usually, however, there are no cash proceeds from the issuance of stock.

10. As of June 29, 2018, the Company has 16,391,776 outstanding shares of Common Stock of 40,000,000 shares authorized by its Restated Certificate of Incorporation. As of such date, it has 23,357 of Preferred Stock, in four series, outstanding of 125,970 authorized by its Restated Certificate of Incorporation.

11. The book value of the Company's Common Stock as of March 31, 2018 was \$13.76 per share. The closing market price on June 29, 2018 was \$42.17 per share.

12. Information relating to the current financial condition of the Company is incorporated by reference to the Company's Annual Report to the Board for the year ended December 31, 2017.

13. No franchise or similar right is proposed to be capitalized by this issue.

14. It is contemplated that a new registration statement on Form S-8 will be required to be filed with the Securities and Exchange Commission with respect to the Plan. It is believed that there will be no more than 50 employees to whom shares will be issued during any period.

15. Annexed hereto and made a part hereof as if fully set forth herein are the following exhibits:



AFFIDAVIT

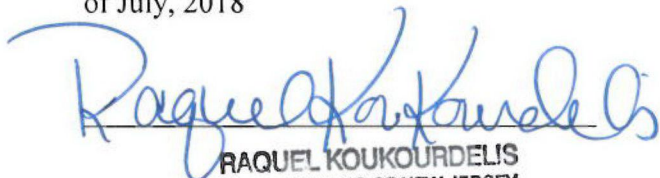
STATE OF NEW JERSEY )  
 ) ss.:  
COUNTY OF MIDDLESEX )

A. BRUCE O’CONNOR, being duly sworn according to law upon his oath, deposes and says that:

1. I am the Vice President, Treasurer and Chief Financial Officer of Middlesex Water Company, the Petitioner named herein, and am duly authorized to make this Affidavit on its behalf.
2. The facts in the foregoing Petition are true and correct to the best of my knowledge, and I believe that the opinions expressed therein are correct.

  
A. Bruce O’Connor

Sworn to and Subscribed  
before me this 9<sup>th</sup> day  
of July, 2018

  
RAQUEL KOUKOURDELIS  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires April 24, 2019