

MIDDLESEX WATER CO  
Form 10-Q  
November 02, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, DC 20549**

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
**For the quarterly period ended September 30, 2018**

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 0-422

MIDDLESEX WATER COMPANY

(Exact name of registrant as specified in its charter)

New Jersey **22-1114430**

(State of incorporation) (IRS employer identification no.)

1500 Ronson Road, Iselin, New Jersey 08830

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(Address of principal executive offices, including zip code)

**(732) 634-1500**

(Registrant's telephone number, including area code)

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or such shorter period that the registrant was required to submit and post 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 the definitions of large accelerated filer, accelerated filer, non-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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes  No

The number of shares outstanding of each of the registrant's classes of common stock, as of October 31, 2018:  
Common Stock, No Par Value: 16,398,280 shares outstanding.

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## MIDDLESEX WATER COMPANY

## CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

(In thousands except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Operating Revenues	\$38,713	\$36,174	\$104,809	\$99,319
Operating Expenses:				
Operations and Maintenance	18,114	16,383	52,773	49,178
Depreciation	3,792	3,587	11,137	10,280
Other Taxes	3,889	3,603	10,910	10,327
Total Operating Expenses	25,795	23,573	74,820	69,785
Operating Income	12,918	12,601	29,989	29,534
Other Income (Expense):				
Allowance for Funds Used During Construction	424	174	805	473
Other Income (Expense), net	409	248	1,277	684
Total Other Income, net	833	422	2,082	1,157
Interest Charges	1,723	1,493	4,929	3,965
Income before Income Taxes	12,028	11,530	27,142	26,726
Income Taxes	(262 )	3,888	1,683	9,263
Net Income	12,290	7,642	25,459	17,463
Preferred Stock Dividend Requirements	36	36	108	108
Earnings Applicable to Common Stock	\$12,254	\$7,606	\$25,351	\$17,355
Earnings per share of Common Stock:				
Basic	\$0.75	\$0.47	\$1.55	\$1.06
Diluted	\$0.74	\$0.46	\$1.54	\$1.06

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Average Number of Common Shares Outstanding:				
Basic	16,394	16,340	16,379	16,324
Diluted	16,550	16,496	16,535	16,480
Cash Dividends Paid per Common Share	\$0.2238	\$0.2113	\$0.6713	\$0.6338

See Notes to Condensed Consolidated Financial Statements.

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## MIDDLESEX WATER COMPANY

## CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(In thousands)

		September 30, 2018	December 31, 2017
<b>ASSETS</b>			
<b>UTILITY PLANT:</b>	Water Production	\$155,308	\$153,844
	Transmission and Distribution	489,512	468,649
	General	71,224	69,457
	Construction Work in Progress	37,580	11,562
	<b>TOTAL</b>	<b>753,624</b>	<b>703,512</b>
	Less Accumulated Depreciation	154,520	146,272
	<b>UTILITY PLANT - NET</b>	<b>599,104</b>	<b>557,240</b>
<b>CURRENT ASSETS:</b>	Cash and Cash Equivalents	3,579	4,937
	Accounts Receivable, net	13,544	10,785
	Unbilled Revenues	9,097	6,999
	Materials and Supplies (at average cost)	5,633	4,118
	Prepayments	3,519	2,408
	<b>TOTAL CURRENT ASSETS</b>	<b>35,372</b>	<b>29,247</b>
<b>DEFERRED CHARGES AND OTHER ASSETS:</b>	Preliminary Survey and Investigation Charges	5,049	4,676
	Regulatory Assets	101,133	58,423
	Operations Contracts, Developer and Other Receivables	439	439
	Restricted Cash	1,956	1,460
	Non-utility Assets - Net	9,651	9,478
	Other	94	177
	<b>TOTAL DEFERRED CHARGES AND OTHER ASSETS</b>	<b>118,322</b>	<b>74,653</b>
	<b>TOTAL ASSETS</b>	<b>\$752,798</b>	<b>\$661,140</b>
<b>CAPITALIZATION AND LIABILITIES</b>			
<b>CAPITALIZATION:</b>	Common Stock, No Par Value	\$156,741	155,120
	Retained Earnings	88,413	74,055
	<b>TOTAL COMMON EQUITY</b>	<b>245,154</b>	<b>229,175</b>
	Preferred Stock	2,433	2,433
	Long-term Debt	141,083	139,045
	<b>TOTAL CAPITALIZATION</b>	<b>388,670</b>	<b>370,653</b>
<b>CURRENT LIABILITIES:</b>	Current Portion of Long-term Debt	7,327	6,865
	Notes Payable	48,500	28,000

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Accounts Payable	19,535	13,929
Accrued Taxes	14,818	11,418
Accrued Interest	548	1,093
Unearned Revenues and Advanced Service Fees	1,036	951
Other	2,646	2,281
<b>TOTAL CURRENT LIABILITIES</b>	<b>94,410</b>	<b>64,537</b>

COMMITMENTS AND CONTINGENT LIABILITIES (Note 7)

DEFERRED CREDITS	Customer Advances for Construction	22,080	21,423
AND OTHER LIABILITIES:	Accumulated Deferred Income Taxes	45,790	43,160
	Employee Benefit Plans	33,882	36,686
	Regulatory Liabilities	81,635	43,745
	Other	1,199	1,315
	<b>TOTAL DEFERRED CREDITS AND OTHER LIABILITIES</b>	<b>184,586</b>	<b>146,329</b>
CONTRIBUTIONS IN AID OF CONSTRUCTION		85,132	79,621
	<b>TOTAL CAPITALIZATION AND LIABILITIES</b>	<b>\$752,798</b>	<b>\$661,140</b>

See Notes to Condensed Consolidated Financial Statements.

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## MIDDLESEX WATER COMPANY

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(In thousands)

	Nine Months Ended September 30,	
	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Income	\$25,459	\$17,463
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation and Amortization	11,743	10,677
Provision for Deferred Income Taxes	(5,975 )	8,394
Equity Portion of Allowance for Funds Used During Construction (AFUDC)	(538 )	(323 )
Cash Surrender Value of Life Insurance	(119 )	(161 )
Stock Compensation Expense	757	673
Changes in Assets and Liabilities:		
Accounts Receivable	(2,759 )	(1,601 )
Unbilled Revenues	(2,098 )	(2,038 )
Materials and Supplies	(1,515 )	(347 )
Prepayments	(1,111 )	(564 )
Accounts Payable	5,606	(230 )
Accrued Taxes	3,400	(504 )
Accrued Interest	(545 )	(693 )
Employee Benefit Plans	(1,426 )	(1,362 )
Unearned Revenue & Advanced Service Fees	85	39
Other Assets and Liabilities	1,899	(774 )
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>32,863</b>	<b>28,649</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Utility Plant Expenditures, Including AFUDC of \$267 in 2018, \$150 in 2017	(49,518)	(35,170)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(49,518)</b>	<b>(35,170)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Redemption of Long-term Debt	(6,013 )	(5,163 )
Proceeds from Issuance of Long-term Debt	9,265	6,968
Net Short-term Bank Borrowings	20,500	12,500
Deferred Debt Issuance Expense	(862 )	(144 )
Proceeds from Issuance of Common Stock	864	908
Payment of Common Dividends	(10,993)	(10,344)
Payment of Preferred Dividends	(108 )	(108 )
Construction Advances and Contributions-Net	3,140	726



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NET CASH PROVIDED BY FINANCING ACTIVITIES	15,793	5,343
NET CHANGES IN CASH AND CASH EQUIVALENTS	(862 )	(1,178 )
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	6,397	4,318
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$5,535	\$3,140

SUPPLEMENTAL DISCLOSURE OF NON-CASH ACTIVITY:

Utility Plant received as Construction Advances and Contributions	\$3,028	\$3,238
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SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:

Cash Paid During the Year for:

Interest	\$5,090	\$4,775
Interest Capitalized	\$267	\$150
Income Taxes	\$3,191	\$1,462

See Notes to Condensed Consolidated Financial Statements.

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## MIDDLESEX WATER COMPANY

## CONDENSED CONSOLIDATED STATEMENTS OF CAPITAL STOCK

## AND LONG-TERM DEBT

(Unaudited)

(In thousands)

	September 30, 2018	December 31, 2017
Common Stock, No Par Value		
Shares Authorized - 40,000		
Shares Outstanding - 2018 - 16,398; 2017 - 16,352	\$156,741	\$155,120
Retained Earnings	88,413	74,055
<b>TOTAL COMMON EQUITY</b>	<b>\$245,154</b>	<b>\$229,175</b>
Cumulative Preferred Stock, No Par Value:		
Shares Authorized - 126		
Shares Outstanding - 23		
Convertible:		
Shares Outstanding, \$7.00 Series - 10	1,005	1,005
Shares Outstanding, \$8.00 Series - 3	350	350
Nonredeemable:		
Shares Outstanding, \$7.00 Series - 1	78	78
Shares Outstanding, \$4.75 Series - 10	1,000	1,000
<b>TOTAL PREFERRED STOCK</b>	<b>\$2,433</b>	<b>\$2,433</b>
Long-term Debt:		
8.05%, Amortizing Secured Note, due December 20, 2021	\$990	\$1,180
6.25%, Amortizing Secured Note, due May 19, 2028	4,060	4,375
6.44%, Amortizing Secured Note, due August 25, 2030	3,337	3,547
6.46%, Amortizing Secured Note, due September 19, 2031	3,617	3,827
4.22%, State Revolving Trust Note, due December 31, 2022	254	279
3.60%, State Revolving Trust Note, due May 1, 2025	1,743	1,851
3.30% State Revolving Trust Note, due March 1, 2026	351	392
3.49%, State Revolving Trust Note, due January 25, 2027	389	427
4.03%, State Revolving Trust Note, due December 1, 2026	527	553
4.00% to 5.00%, State Revolving Trust Bond, due August 1, 2021	111	162
0.00%, State Revolving Fund Bond, due August 1, 2021	88	128
3.64%, State Revolving Trust Note, due July 1, 2028	246	256
3.64%, State Revolving Trust Note, due January 1, 2028	80	84
3.45%, State Revolving Trust Note, due August 1, 2031	907	962
6.59%, Amortizing Secured Note, due April 20, 2029	3,691	3,953
7.05%, Amortizing Secured Note, due January 20, 2030	2,833	3,021
5.69%, Amortizing Secured Note, due January 20, 2030	5,812	6,197

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4.45%, Amortizing Secured Note, due April 20, 2040	9,497	9,827
4.47%, Amortizing Secured Note, due April 20, 2040	3,524	3,646
3.75%, State Revolving Trust Note, due July 1, 2031	2,015	2,075
2.00%, State Revolving Trust Note, due February 1, 2036	1,064	1,115
3.75%, State Revolving Trust Note, due November 30, 2030	1,057	1,090
0.00% Construction Loans	3,698	3,874
First Mortgage Bonds:		
0.00%, Series X, due August 1, 2018	—	55
4.25% to 4.63%, Series Y, due August 1, 2018	—	61
0.00%, Series Z, due August 1, 2019	113	224
5.25% to 5.75%, Series AA, due August 1, 2019	155	300
0.00%, Series BB, due August 1, 2021	362	482
4.00% to 5.00%, Series CC, due August 1, 2021	489	636
0.00%, Series EE, due August 1, 2023	1,876	2,296
3.00% to 5.50%, Series FF, due August 1, 2024	2,980	3,495
0.00%, Series GG, due August 1, 2026	723	813
4.00% to 5.00%, Series HH, due August 1, 2026	795	880
0.00%, Series II, due August 1, 2024	520	610
3.40% to 5.00%, Series JJ, due August 1, 2027	671	750
0.00%, Series KK, due August 1, 2028	898	988
5.00% to 5.50%, Series LL, due August 1, 2028	1,010	1,095
0.00%, Series MM, due August 1, 2030	1,137	1,237
3.00% to 4.375%, Series NN, due August 1, 2030	1,415	1,505
0.00%, Series OO, due August 1, 2031	1,957	2,107
2.00% to 5.00%, Series PP, due August 1, 2031	700	740
5.00%, Series QQ, due October 1, 2023	9,915	9,915
3.80%, Series RR, due October 1, 2038	22,500	22,500
4.25%, Series SS, due October 1, 2047	23,000	23,000
0.00%, Series TT, due August 1, 2032	2,107	2,258
3.00% to 3.25%, Series UU, due August 1, 2032	800	845
0.00%, Series VV, due August 1, 2033	2,147	2,290
3.00% to 5.00%, Series WW, due August 1, 2033	795	830
0.00%, Series XX, due August 1, 2047	11,006	11,259
3.00% to 5.00%, Series YY, due August 1, 2047	3,860	3,860
0.00%, Series 2018A, due August 1, 2047	6,917	—
3.00% to 5.00%, Series 2018B, due August 1, 2047	2,365	—
SUBTOTAL LONG-TERM DEBT	151,104	147,852
Add: Premium on Issuance of Long-term Debt	1,314	1,367
Less: Unamortized Debt Expense	(4,008 )	(3,309 )
Less: Current Portion of Long-term Debt	(7,327 )	(6,865 )
TOTAL LONG-TERM DEBT	\$ 141,083	\$ 139,045

See Notes to Condensed Consolidated Financial Statements.

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**MIDDLESEX WATER COMPANY**

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 – Basis of Presentation and Recent Developments

Middlesex Water Company (Middlesex or the Company) is the parent company and sole shareholder of Tidewater Utilities, Inc. (Tidewater), Tidewater Environmental Services, Inc. (TESI), Pinelands Water Company (Pinelands Water) and Pinelands Wastewater Company (Pinelands Wastewater) (collectively, Pinelands), Utility Service Affiliates, Inc. (USA), Utility Service Affiliates (Perth Amboy) Inc. (USA-PA), and Twin Lakes Utilities, Inc. (Twin Lakes). Southern Shores Water Company, LLC (Southern Shores) and White Marsh Environmental Systems, Inc. (White Marsh) are wholly-owned subsidiaries of Tidewater. The financial statements for Middlesex and its wholly-owned subsidiaries (the Company) are reported on a consolidated basis. All significant intercompany accounts and transactions have been eliminated.

The consolidated notes within the 2017 Annual Report on Form 10-K (the 2017 Form 10-K) are applicable to these financial statements and, in the opinion of the Company, the accompanying unaudited condensed consolidated financial statements contain all adjustments necessary (including normal recurring accruals) to present fairly the financial position as of September 30, 2018, the results of operations for the three and nine month periods ended September 30, 2018 and 2017 and cash flows for the nine month periods ended September 30, 2018 and 2017. Information included in the Condensed Consolidated Balance Sheet as of December 31, 2017, has been derived from the Company's audited financial statements for the year ended December 31, 2017 included in the 2017 Form 10-K.

*Recent Developments*

USA-PA currently operates the City of Perth Amboy, New Jersey's water and wastewater systems under a 20-year agreement, which expires in December 2018. In July 2018, through a competitive proposal process, USA-PA was awarded a \$67 million base professional services contract to continue to operate the water and wastewater systems through December 31, 2028.

*Recent Accounting Guidance*

**Revenue Recognition** - The Financial Accounting Standards Board (FASB) issued guidance, which replaces most of the existing guidance with a single set of principles for recognizing revenue from contracts with customers. The guidance became effective January 1, 2018 and did not have a material impact on the Company's financial statements.

Disclosures related to Revenue Recognition are included in Note 9, *Revenue Recognition from Contracts with Customers*.

**Recognition and Measurement of Financial Assets and Financial Liabilities** - The FASB issued guidance which (i) requires all investments in equity securities, including other ownership interests such as partnerships, unincorporated joint ventures and limited liability companies, to be carried at fair value through net income, (ii) requires an incremental recognition and disclosure requirement related to the presentation of fair value changes of financial liabilities for which the fair value option has been elected, (iii) amends several disclosure requirements, including the methods and significant assumptions used to estimate fair value or a description of the changes in the methods and assumptions used to estimate fair value, and (iv) requires disclosure of the fair value of financial assets and liabilities measured at amortized cost at the amount that would be received to sell the asset or paid to transfer the liability. The guidance became effective January 1, 2018 and did not have a material impact on the Company's financial statements.

**Statement of Cash Flows** - The FASB issued guidance which amends the previous guidance on the classification of certain cash receipts and payments in the statement of cash flows. The primary purpose of the amendment is to reduce the diversity in practice that has resulted from the lack of consistent principles on this topic. The guidance became effective January 1, 2018 and did not have a material impact on the Company's financial statements.

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**Restricted Cash** - The FASB issued guidance related to the classification and presentation of restricted cash in the statement of cash flows, which requires entities to a) include restricted cash balances in its cash and cash-equivalent balances in the statement of cash flows and b) include a reconciliation of cash and cash-equivalents per the statement of financial position as compared to the statement of cash flows. Changes in restricted cash and restricted cash equivalents that result from transfers between cash, cash equivalents, and restricted cash and restricted cash equivalents will not be presented as cash flow activities in the statement of cash flows. In addition, an entity with a material balance of amounts described as restricted cash and restricted cash equivalents must disclose information about the nature of the restrictions. The guidance became effective January 1, 2018 and did not have a material impact on the Company's financial statements. As a result of adopting this guidance, the consolidated statement of cash flows for the nine months ended September 30, 2017 was revised, which resulted in a \$0.4 million increase in Cash, Cash Equivalents and Restricted Cash at the Beginning and End of the Period.

**Employee Benefit Plans-Net Periodic Benefit Cost** –The FASB issued guidance which requires entities to (1) disaggregate the current-service-cost component from the other components of net benefit cost and present it with other current compensation costs for related employees in the income statement and (2) present the other components elsewhere in the income statement and outside of income from operations if that subtotal is presented. In addition, the guidance requires entities to disclose the income statement lines that contain the other components if they are not presented on appropriately described separate lines. The guidance became effective January 1, 2018 and did not have a material impact on the Company's financial statements. See Note 8, *Employee Benefit Plans* for more information. As a result of adopting this guidance, the consolidated statement of income for the three and nine months ended September 30, 2017 was revised, which resulted in increases in Operations and Maintenance expense and Other Income (Expense), net of \$0.2 million and \$0.6 million, respectively.

**Leases** - The FASB issued guidance related to leases which will require lessees to recognize a lease liability (a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis) and a right-of-use asset (an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term). In January 2018, the FASB issued additional guidance related to leases which permits entities to forgo the evaluation of existing land easement arrangements to determine if they contain a lease as part of the adoption of this guidance. Land easement arrangements, or modifications to existing arrangements, entered into after adoption of this guidance will need to be evaluated to determine if they meet the definition of a lease. The guidance is effective for fiscal years beginning after December 15, 2018 with early adoption permitted. The Company is currently assessing the impact of this standard on its consolidated financial statements and footnote disclosures, but, based on the Company's current leasing activity, does not expect the adoption of this guidance to have a material impact on the Company's financial statements.

There are no other new adopted or proposed accounting guidance that the Company is aware of that could have a material impact on the Company's financial statements.

**Note 2 – Rate and Regulatory Matters**

**Middlesex** – In March 2018, Middlesex’s petition to the New Jersey Board of Public Utilities (NJBPU) seeking permission to increase its base water rates was concluded, based on a negotiated settlement, resulting in an increase in annual operating revenues of \$5.5 million. In its initial October 2017 filing with the NJBPU, Middlesex had sought an increase of \$15.3 million to recover costs for capital infrastructure investments Middlesex has made, or has committed to make, to drinking water infrastructure since the last filing in New Jersey in 2015 as well as increased operations and maintenance costs. During the pendency of this rate matter, the Tax Cuts and Jobs Act of 2017 (the Tax Act) was signed into law. Under the Tax Act the maximum corporate income tax rate was reduced from 35% to 21% effective January 1, 2018. Because income tax is one of the cost components used to determine a regulated utility’s revenue requirement, Middlesex was able to reduce its original rate increase request by \$4.9 million to \$10.4 million. The new base water rates are designed to recover the increased operating costs as well as a return on invested capital in rate base of \$245.5 million, based on an authorized return on equity of 9.6%. As part of the settlement, Middlesex received approval for regulatory accounting treatment of accumulated deferred income tax benefits associated with required adoption of tangible property regulations issued by the Internal Revenue Service (IRS). The settlement agreement allowed for a four-year amortization period for \$28.7 million of deferred income tax benefits as well as immediate and prospective recognition of the tangible property regulations tax benefits in future years. The rate increase became effective April 1, 2018.

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In August 2018, Middlesex filed a petition with the NJBPU seeking approval to set a tariff rate under a purchased water adjustment clause to recover additional costs of less than \$0.1 million for the purchase of treated water from a non-affiliated regulated water utility. We cannot predict whether the NJBPU will ultimately approve, deny or reduce the amount of our request.

**Tidewater** - Effective July 1, 2018, Tidewater revised its Delaware Public Service Commission (DEPSC)-approved Distribution System Improvement Charge (DSIC) rate, which is expected to generate \$0.2 million of revenues in 2018. A DSIC is a rate-mechanism that allows water utilities to recover investments in, and generate a return on, qualifying capital improvements to their water distribution system made between base rate proceedings.

**Tax Act** - On December 22, 2017, the Tax Act was signed into law making significant changes to the Internal Revenue Code, including a corporate tax rate decrease from 35% to 21% effective for tax years beginning after December 31, 2017. Tariff rates charged to customers in the Company's regulated companies include recovery of income taxes at the statutory rate in effect at the time those rates became effective. The conclusion of Middlesex's base rate case and the resulting rates implemented April 1, 2018 reflect the impact of the Tax Act on its revenue requirement.

In March 2018, the Company submitted compliance filings with the DEPSC proposing to reduce rates charged to its Delaware customers to reflect the impact of the Tax Act. It is uncertain at this time when the DEPSC will act upon the rate reduction proposals or whether it will accept the proposed methodologies.

As of September 30, 2018, the Company has recorded regulatory liabilities of \$32.5 million for excess income taxes collected through rates due to the lower income tax rate under the Tax Act. These regulatory liabilities are overwhelmingly related to accelerated tax depreciation deduction timing differences, which are subject to IRS normalization rules. The IRS rules limit how quickly the excess taxes attributable to accelerated tax depreciation can be returned to customers.

**Note 3 – Capitalization**

**Common Stock** - During the nine months ended September 30, 2018 and 2017, there were 21,001 shares (approximately \$0.9 million) and 24,154 common shares (approximately \$0.9 million), respectively, issued under the Middlesex Water Company Investment Plan.

In July 2018, Middlesex filed a petition with the NJBPU seeking approval of an employee incentive compensation plan, known as the 2018 Restricted Stock Plan. This plan, which was approved by shareholders at the Company's 2018



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Annual Meeting, would allow for the issuance of up to a maximum of 300,000 shares of the Company's common stock through March 31, 2028. The Company expects the NJBPU to issue a decision by December 31, 2018.

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**Long-term Debt** - In May 2018, Middlesex closed out its \$9.5 million RENEW 2017 construction loan by issuing to the NJIB first mortgage bonds designated as Series 2018A (\$7.1 million) and Series 2018B (\$2.4 million). The interest rate on the Series 2018A bond is zero and the interest rate on the Series 2018B bond ranges between 3.0% and 5.0%. Through September 30, 2018, Middlesex has drawn down a total of \$8.3 million and expects to draw down the remaining proceeds during the fourth quarter of 2018. The final maturity date for both bonds is August 1, 2047, with scheduled debt service payments over the life of the loans.

In April 2018, the NJBPU approved Middlesex's request to borrow up to \$57.0 million under the New Jersey Infrastructure Bank (NJIB) program to fund the construction of a large-diameter transmission pipeline from the Carl J. Olsen (CJO) water treatment plant and interconnect with our distribution system. Middlesex closed on a \$43.5 million NJIB construction loan in August 2018 with funding requisitions beginning in August 2018 and continuing through the end of 2019.

In April 2018, the NJBPU approved Middlesex's request to borrow up to \$55.0 million under the NJIB program to fund upgrades to the Company's CJO water treatment plant.

In March 2018, the NJBPU approved Middlesex's request to borrow up to \$14.0 million under the NJIB program to fund the 2018 RENEW Program, which is an ongoing initiative to eliminate all unlined water distribution mains in the Middlesex system. Middlesex closed on an \$8.7 million NJIB construction loan in September 2018 with funding requisitions beginning in September 2018 and continuing through early 2019.

In March 2018, the DEPSC approved Tidewater's request to borrow up to \$0.9 million under the Delaware State Revolving Fund (SRF) program to fund the replacement of an entire water distribution system of a small Delaware subdivision. Tidewater closed on the SRF loan in May 2018 and expects to complete the project in the fourth quarter of 2018.

In November 2017, Middlesex closed out three of its NJIB construction loans (booster station upgrade, RENEW 2015 and RENEW 2016 projects) by issuing to the NJIB first mortgage bonds designated as Series XX (\$11.3 million) and Series YY (\$3.9 million). The interest rate on the Series XX bond is zero and the interest rate on the Series YY bond range between 3.0% and 5.0%. Through September 30, 2018, Middlesex has drawn down \$14.9 million and expects to draw down the remaining proceeds during the fourth quarter of 2018. The final maturity date for both bonds is August 1, 2047, with scheduled debt service payments over the life of the loan.

**Fair Value of Financial Instruments** - The following methods and assumptions were used by the Company in estimating its fair value disclosure for financial instruments for which it is practicable to estimate that value. The

carrying amounts reflected in the condensed consolidated balance sheets for cash and cash equivalents, trade receivables, accounts payable and notes payable approximate their respective fair values due to the short-term maturities of these instruments. The fair value of First Mortgage and State Revolving Fund Bonds (collectively, the Bonds) issued by Middlesex is based on quoted market prices for similar issues. Under the fair value hierarchy, the fair value of cash and cash equivalents is classified as a Level 1 measurement and the fair value of notes payable and the Bonds in the table below are classified as Level 2 measurements. The carrying amount and fair value of the Bonds were as follows:

	September 30, 2018		December 31, 2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Bonds	\$101,411	\$101,741	\$95,322	\$98,036

For other long-term debt for which there was no quoted market price and there is not an active trading market, it was not practicable to estimate their fair value (for details, including carrying value, interest rate and due date on these series of long-term debt, please refer to those series noted as “Amortizing Secured Note”, “State Revolving Trust Note” and “Construction Loans” on the Condensed Consolidated Statements of Capital Stock and Long-Term Debt). The carrying amount of these instruments was \$49.7 million and \$52.5 million at September 30, 2018 and December 31, 2017, respectively. Customer advances for construction have carrying amounts of \$22.1 million and \$21.4 million at September 30, 2018 and December 31, 2017, respectively. Their relative fair values cannot be accurately estimated since future refund payments depend on several variables, including new customer connections, customer consumption levels and future rate increases.

Index**Note 4 – Earnings Per Share**

Basic earnings per share (EPS) are computed on the basis of the weighted average number of shares outstanding during the period presented. Diluted EPS assumes the conversion of both the Convertible Preferred Stock \$7.00 Series and the Convertible Preferred Stock \$8.00 Series.

	(In Thousands Except per Share Amounts)			
	Three Months Ended September 30, 2018		2017	
	Income	Shares	Income	Shares
Basic:				
Net Income	\$12,290	16,394	\$7,642	16,340
Preferred Dividend	(36 )		(36 )	
Earnings Applicable to Common Stock	\$12,254	16,394	\$7,606	16,340
Basic EPS	\$0.75		\$0.47	
Diluted:				
Earnings Applicable to Common Stock	\$12,254	16,394	\$7,606	16,340
\$7.00 Series Preferred Dividend	17	115	17	115
\$8.00 Series Preferred Dividend	6	41	6	41
Adjusted Earnings Applicable to Common Stock	\$12,277	16,550	\$7,629	16,496
Diluted EPS	\$0.74		\$0.46	

	(In Thousands Except per Share Amounts)			
	Nine Months Ended September 30, 2018		2017	
	Income	Shares	Income	Shares
Basic:				
Net Income	\$25,459	16,379	\$17,463	16,324
Preferred Dividend	(108 )		(108 )	
Earnings Applicable to Common Stock	\$25,351	16,379	\$17,355	16,324
Basic EPS	\$1.55		\$1.06	
Diluted:				
Earnings Applicable to Common Stock	\$25,351	16,379	\$17,355	16,324
\$7.00 Series Preferred Dividend	50	115	50	115
\$8.00 Series Preferred Dividend	18	41	18	41
Adjusted Earnings Applicable to Common Stock	\$25,419	16,535	\$17,423	16,480
Diluted EPS	\$1.54		\$1.06	



Index**Note 5 – Business Segment Data**

The Company has identified two reportable segments. One is the regulated business of collecting, treating and distributing water on a retail and wholesale basis to residential, commercial, industrial and fire protection customers in parts of New Jersey, Delaware and Pennsylvania. This segment also includes regulated wastewater systems in New Jersey and Delaware. The Company is subject to regulations as to its rates, services and other matters by New Jersey, Delaware and Pennsylvania with respect to utility services within these states. The other segment is primarily comprised of non-regulated contract services for the operation and maintenance of municipal and private water and wastewater systems in New Jersey and Delaware. Inter-segment transactions relating to operational costs are treated as pass-through expenses. Finance charges on inter-segment loan activities are based on interest rates that are below what would normally be charged by a third party lender.

	(In Thousands)			
	Three Months Ended September 30,		Nine Months Ended September 30,	
Operations by Segments:	2018	2017	2018	2017
Revenues:				
Regulated	\$34,628	\$32,252	\$93,002	\$88,023
Non – Regulated	4,304	4,142	12,286	11,755
Inter-segment Elimination	(219 )	(220 )	(479 )	(459 )
Consolidated Revenues	\$38,713	\$36,174	\$104,809	\$99,319
Operating Income:				
Regulated	\$12,214	\$11,894	\$27,827	\$27,580
Non – Regulated	704	707	2,162	1,954
Consolidated Operating Income	\$12,918	\$12,601	\$29,989	\$29,534
Net Income:				
Regulated	\$11,770	\$7,232	\$23,904	\$16,341
Non – Regulated	520	410	1,555	1,122
Consolidated Net Income	\$12,290	\$7,642	\$25,459	\$17,463
Capital Expenditures:				
Regulated	\$21,141	\$13,998	\$49,469	\$35,157
Non – Regulated	—	7	49	13
Total Capital Expenditures	\$21,141	\$14,005	\$49,518	\$35,170
	As of	As of		
	September	December		
	30,	31,		
	2018	2017		
Assets:				
Regulated	\$754,309	\$661,816		

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Non – Regulated	6,950	7,093
Inter-segment Elimination	(8,461 )	(7,769 )
Consolidated Assets	\$752,798	\$661,140

Index**Note 6 – Short-term Borrowings**

As of September 30, 2018, the Company has established lines of credit aggregating \$92.0 million. At September 30, 2018, the outstanding borrowings under these credit lines were \$48.5 million at a weighted average interest rate of 3.23%.

The weighted average daily amounts of borrowings outstanding under the Company's credit lines and the weighted average interest rates on those amounts were as follows:

Three Months Ended September 30, 2018		September 30, 2017		Nine Months Ended September 30, 2018		September 30, 2017	
\$43,402	\$21,055	\$34,332	\$16,447	3.24%	2.28%	3.09%	2.07%

The maturity dates for the \$48.5 million outstanding as of September 30, 2018 are in October 2018 through December 2018 and are extendable at the discretion of the Company.

Interest rates for short-term borrowings under the lines of credit are below the prime rate with no requirement for compensating balances.

**Note 7 – Commitments and Contingent Liabilities**

**Water Supply** - Middlesex has an agreement with the New Jersey Water Supply Authority (NJWSA) for the purchase of untreated water through November 30, 2023, which provides for an average purchase of 27.0 million gallons a day (mgd). Pricing is set annually by the NJWSA through a public rate making process. The agreement has provisions for additional pricing in the event Middlesex overdrafts or exceeds certain monthly and annual thresholds.

Middlesex also has an agreement with a non-affiliated regulated water utility for the purchase of treated water. This agreement, which expires February 27, 2021, provides for the minimum purchase of 3.0 mgd of treated water with



provisions for additional purchases.

Tidewater contracts with the City of Dover, Delaware to purchase 15.0 million gallons of treated water annually.

Purchased water costs are shown below:

	(In Thousands)			
	Three Months		Nine Months	
	Ended		Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Treated	\$836	\$791	\$2,427	\$2,365
Untreated	948	673	2,728	1,905
Total Costs	\$1,784	\$1,464	\$5,155	\$4,270

**Guarantees** - As part of an agreement with the County of Monmouth, New Jersey (County), Middlesex serves as guarantor of the performance of Applied Water Management, Inc. (AWM), an unaffiliated wastewater treatment contractor, to operate a County-owned leachate pretreatment facility at the Monmouth County Reclamation Center in Tinton Falls, New Jersey. The performance guaranty is effective through 2028 unless another guarantor, acceptable to the County, replaces Middlesex before such date. Under agreements with AWM and Natural Systems Utilities, LLC (NSU), the parent company of AWM, Middlesex earns a fee for providing the performance guaranty. In addition, Middlesex may provide operational support to the facility, as needed, and AWM and NSU, serving as guarantor to Middlesex with respect to the performance of AWM, agree to indemnify Middlesex against any claims that may arise under the Middlesex guaranty to the County.

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If requested to perform under the guaranty to the County and, if AWM and NSU, as guarantor to Middlesex, do not fulfill their obligations to indemnify Middlesex against any claims that may arise under the Middlesex guaranty to the County, Middlesex would be required to fulfill the remaining operational commitment of AWM. As of both September 30, 2018 and December 31, 2017, the liability recognized in Other Non-Current Liabilities on the balance sheet for the guaranty is less than \$0.1 million.

**Leases** - The Company has entered into commercial office space operating leases. Rental expenses under these operating leases were \$0.3 million and \$0.1 million for the nine months ended September 30, 2018 and 2017, respectively. These operating leases continue through 2028.

**Construction** - The Company has forecasted to spend approximately \$73 million for its construction program in 2018. The actual timing and amount of capital expenditures is dependent on project scheduling and refinement of engineering estimates for certain projects. The Company has entered into several contractual construction agreements that in total obligate it to expend an estimated \$40 million in the future.

**Litigation** - The Company is a defendant in lawsuits in the normal course of business. We believe the resolution of pending claims and legal proceedings will not have a material adverse effect on the Company's consolidated financial statements.

**Change in Control Agreements** - The Company has Change in Control Agreements with certain of its officers that provide compensation and benefits in the event of termination of employment in connection with a change in control of the Company.

**Note 8 – Employee Benefit Plans**

**Pension Benefits** - The Company's Pension Plan covers all active employees hired prior to April 1, 2007. For the three months ended September 30, 2018 and 2017, the Company made Pension Plan cash contributions of \$1.1 million and \$1.0 million, respectively. For the nine months ended September 30, 2018 and 2017, the Company made Pension Plan cash contributions of \$2.3 million and \$2.5 million, respectively. The Company expects to make Pension Plan cash contributions of approximately \$1.0 million over the remainder of the current year. Employees hired after March 31, 2007 are not eligible to participate in this plan, but do participate in a defined contribution plan that provides an annual contribution at the discretion of the Company, based upon a percentage of the participants' eligible compensation. In order to be eligible for a contribution, the participant must be employed by the Company on December 31st of the year to which the contribution relates. The Company also maintains an unfunded supplemental retirement benefit plan for certain active and retired Company officers and currently pays \$0.3 million in annual benefits to the retired participants.

**Other Postretirement Benefits** - The Company's retirement plan other than pensions (Other Benefits Plan) covers substantially all of its current retired employees. Employees hired after March 31, 2007 are not eligible to participate in this plan. Coverage includes healthcare and life insurance. For each of the three months ended September 30, 2018 and 2017, the Company made Other Benefits Plan cash contributions of \$0.2 million, respectively. For the nine months ended September 30, 2018 and 2017, the Company made Other Benefits Plan cash contributions of \$0.5 million and \$0.7 million, respectively. The Company expects to make Other Benefits Plan cash contributions of approximately \$1.1 million over the remainder of the current year.

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The following tables set forth information relating to the Company's periodic costs for its employee retirement benefit plans:

	(In Thousands)			
	Pension Benefits		Other Benefits	
	Three Months Ended September 30,			
	2018	2017	2018	2017
Service Cost	\$607	\$600	\$284	\$272
Interest Cost	765	786	474	491
Expected Return on Assets	(1,218)	(1,122)	(637)	(601)
Amortization of Unrecognized Losses	415	391	447	445
Amortization of Unrecognized Prior Service Cost (Credit)	—	—	(402)	(432)
Net Periodic Benefit Cost*	\$569	\$655	\$166	\$175

	(In Thousands)			
	Pension Benefits		Other Benefits	
	Nine Months Ended September 30,			
	2018	2017	2018	2017
Service Cost	\$1,820	\$1,799	\$851	\$817
Interest Cost	2,296	2,357	1,423	1,473
Expected Return on Assets	(3,653)	(3,367)	(1,912)	(1,804)
Amortization of Unrecognized Losses	1,244	1,174	1,340	1,336
Amortization of Unrecognized Prior Service Cost (Credit)	—	—	(1,205)	(1,296)
Net Periodic Benefit Cost*	\$1,707	\$1,963	\$497	\$526

\*Service cost is included in Operations and Maintenance expense on Consolidated Statements of Income; all other amounts are included in Other Income/Expense, net.

**Note 9 – Revenue Recognition from Contracts with Customers**

The Company's revenues are primarily generated from regulated tariff-based sales of water and wastewater services and non-regulated operation and maintenance contracts for services on water and wastewater systems owned by others. Revenue from contracts with customers is recognized when control of a promised good or service is transferred to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

The Company's regulated revenue from contracts with customers is derived from tariff-based sales that result from the obligation to provide water and wastewater services to residential, industrial, commercial, fire-protection and wholesale customers. The Company's residential customers are billed quarterly while most of the Company's industrial, commercial, fire-protection and wholesale customers are billed monthly. Payments by customers are due between 15 to 30 days after the invoice date. The Company recognizes revenue as the water and wastewater services are delivered to customers as well as records unbilled revenues estimated from the last meter reading date to the end of the accounting period utilizing factors such as historical customer data, regional weather indicators and general economic conditions in its service territories. Unearned Revenues and Advance Service Fees include fixed service charge billings in advance to Tidewater customers that are recognized as service is provided to the customer.

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Non-regulated service contract revenues consist of base service fees as well as fees for additional billable services provided to customers, are billed monthly and are due within 30 days after the invoice date. The Company considers the amounts billed to represent the value of these services provided to customers. These contracts expire at various times through December 2028 and thus contain remaining performance obligations for which the Company expects to recognize revenue in the future. These contracts also contain customary termination provisions.

Almost all of the amounts included in operating revenues and accounts receivable are from contracts with customers. The Company records its allowance for doubtful accounts based on historical write-offs combined with an evaluation of current economic conditions within its service territories.

The Company's contracts do not contain any significant financing components.

The Company's operating revenues are comprised of the following:

	(In Thousands)			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Regulated Tariff Sales				
Residential	\$19,788	\$18,796	\$53,303	\$50,979
Commercial	4,418	4,074	11,298	10,521
Industrial	2,868	2,587	7,869	7,165
Fire Protection	3,084	3,010	9,045	8,834
Wholesale	4,319	3,634	11,211	10,265
Non-Regulated Contract Operations	4,203	4,041	11,983	11,452
Total Revenue from Contracts with Customers	\$38,680	\$36,142	\$104,709	\$99,216
Other Regulated Revenues	151	162	276	260
Other Non-Regulated Revenues	101	90	303	302
Inter-segment Elimination	(219 )	(220 )	(479 )	(459 )
Total Revenue	\$38,713	\$36,174	\$104,809	\$99,319

**Note 10 – Income Taxes**

As part of its 2014 Federal income tax return, the Company adopted the final IRS tangible property regulations and changed its accounting method for the tax treatment of expenditures that qualified as deductible repairs. The adoption resulted in a net reduction of \$17.6 million in taxes previously remitted to the IRS, for which the Company has already sought and received the tax refunds. While the Company believes that its treatment of qualifying tangible

property repair costs is proper, a reserve provision against refunded taxes of \$2.3 million was recorded in 2015 at the time of filing its change in accounting method. This was based on a possible challenge by the IRS during an audit examination. The Company's 2014 federal income tax return was subsequently selected for examination by the IRS in 2016. During the second quarter of 2018, the Company received information from the IRS regarding certain aspects of the its adopted accounting method used to calculate qualifying tangible property repair cost deductions and determined that it should increase its reserve provision to \$3.7 million. As the IRS examination continues and pending its completion, the tax liability could be different than the recorded reserve provision. For the three and nine months ended September 30, 2018, the Company has recorded \$0.1 million and \$0.5 million, respectively, in interest expense due to this reserve provision.

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**Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion and analysis should be read in conjunction with the unaudited condensed consolidated financial statements of Middlesex Water Company (Middlesex or the Company) included elsewhere herein and with the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

**Forward-Looking Statements**

Certain statements contained in this periodic report and in the documents incorporated by reference constitute “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933. The Company intends that these statements be covered by the safe harbors created under those laws. They include, but are not limited to statements as to:

- expected financial condition, performance, prospects and earnings of the Company;
- strategic plans for growth;
- the amount and timing of rate increases and other regulatory matters, including the recovery of certain costs recorded as regulatory assets;
- the Company’s expected liquidity needs during the upcoming fiscal year and beyond and the sources and availability of funds to meet its liquidity needs;
- expected customer rates, consumption volumes, service fees, revenues, margins, expenses and operating results;
- financial projections;
- the expected amount of cash contributions to fund the Company’s retirement benefit plans, anticipated discount rates and rates of return on retirement benefit plan assets;
- the ability of the Company to pay dividends;
- the Company’s compliance with environmental laws and regulations and estimations of the materiality of any related costs;
- the safety and reliability of the Company’s equipment, facilities and operations;
- trends; and
- the availability and quality of our water supply.

These forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from future results expressed or implied by the forward-looking statements. Important factors that could cause actual results to differ materially from anticipated results and outcomes include, but are not limited to:

- effects of general economic conditions;
- competition for growth in non-franchised markets to be potentially served by the Company;
- ability of the Company to adequately control selected operating expenses which are necessary to maintain safe and proper utility services, and which may be beyond the Company’s control;
- availability of adequate supplies of water;
- actions taken by government regulators, including decisions on rate increase requests;
- new or modified water quality standards;
- weather variations and other natural phenomena impacting utility operations;
- financial and operating risks associated with acquisitions and/or privatizations;
- acts of war or terrorism;
- changes in the pace of housing development;
- availability and cost of capital resources; and



- other factors discussed elsewhere in this quarterly report.

Many of these factors are beyond the Company's ability to control or predict. Given these uncertainties, readers are cautioned not to place undue reliance on any forward-looking statements, which only speak to the Company's understanding as of the date of this report. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

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For an additional discussion of factors that may affect the Company's business and results of operations, see Item 1A. - Risk Factors in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

## **Overview**

Middlesex Water Company (Middlesex or the Company) has operated as a water utility in New Jersey since 1897, in Delaware through our wholly-owned subsidiary, Tidewater Utilities, Inc. (Tidewater), since 1992 and in Pennsylvania through our wholly-owned subsidiary, Twin Lakes Utilities, Inc. (Twin Lakes), since 2009. We are in the business of collecting, treating and distributing water for domestic, commercial, municipal, industrial and fire protection purposes. We also operate two New Jersey municipal water and wastewater systems under contract and provide regulated wastewater services in New Jersey and Delaware through our subsidiaries. We are regulated as to rates charged to customers for water and wastewater services, as to the quality of water service we provide and as to certain other matters in New Jersey, Delaware and Pennsylvania. Only our Utility Service Affiliates, Inc. (USA), Utility Service Affiliates (Perth Amboy), Inc. (USA-PA) and White Marsh Environmental Services, Inc. (White Marsh) subsidiaries are not regulated utilities.

Our New Jersey water utility system (the Middlesex System) provides water services to approximately 61,000 retail customers, primarily in central New Jersey. The Middlesex System also provides water service under contract to municipalities in central New Jersey with a total population of approximately 219,000. Our Bayview system provides water services in Downe Township, New Jersey. Our other New Jersey subsidiaries, Pinelands Water Company (Pinelands Water) and Pinelands Wastewater Company (Pinelands Wastewater) (collectively, Pinelands), provide water and wastewater services to approximately 2,500 customers in Southampton Township, New Jersey.

USA-PA has operated the water supply system and wastewater system for the City of Perth Amboy, New Jersey (Perth Amboy) since 1998 and was recently awarded a new ten-year contract to provide similar services, except customer service and billing, through 2028.

USA operates the Borough of Avalon, New Jersey's (Avalon) water utility, sewer utility and storm water system under a ten-year operations and maintenance contract expiring in 2022. USA also provides unregulated water and wastewater services under contract with several New Jersey municipalities. Under a marketing agreement with HomeServe USA (HomeServe), our New Jersey and Delaware residential customers are offered a menu of water and wastewater related home maintenance service program contracts. HomeServe is a leading national provider of such home maintenance service programs. USA receives a service fee for the billing, cash collection and other administrative matters associated with HomeServe's service contracts. The agreement expires in 2021.

Our Delaware subsidiaries, Tidewater and Southern Shores Water Company, LLC (Southern Shores), provide water services to approximately 45,000 retail customers in New Castle, Kent and Sussex Counties, Delaware. Tidewater's

subsidiary, White Marsh, services approximately 4,000 customers in Delaware and Maryland through various operations and maintenance contracts.

Our Tidewater Environmental Services, Inc. (TESI) subsidiary provides wastewater services to approximately 3,500 residential retail customers in Sussex County, Delaware.

Our Pennsylvania subsidiary, Twin Lakes, provides water services to approximately 120 retail customers in the Township of Shohola, Pike County, Pennsylvania.

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The majority of our revenue is generated from retail and contract water services to customers in our franchised and contracted service areas. We record water service revenue as such service is rendered and include estimates for amounts unbilled at the end of each month for services provided after the last billing cycle to the end of the month. Fixed service charges are billed in advance by our subsidiary, Tidewater, and are recognized in revenue as the service is provided.

## **Recent Developments**

**Capital Construction Program** - The Company's multi-year capital construction program encompasses numerous projects designed to upgrade and replace utility infrastructure as well as enhance the integrity and reliability of assets to better serve the current and future generations of water and wastewater customers. The Company plans to invest approximately \$73 million in 2018 in connection with this plan for projects that include, but are not limited to:

- Construction of a 4.6 mile water transmission pipeline to provide critical resiliency and redundancy to the Company's water transmission system in New Jersey;

- Replacement of five miles of distribution water mains including service lines, valves, fire hydrants and meters in Woodbridge Township, New Jersey;

- Enhanced treatment process at the Company's largest water treatment plant in Edison, New Jersey, to mitigate the formation of disinfection by-products that can develop during treatment;

- Additional elevated storage tanks to supplement water supply during emergencies and peak usage periods;

- Upgrades to water interconnections with neighboring utilities for greater resiliency and emergency response capability;

- Relocation of water meters from inside customers' premises to exterior meter pits to allow quicker access by crews in emergencies, enhanced customer safety and convenience and reduced unmetered water; and

- Additional standby emergency power generation.

**Middlesex Base Water Rate Increase Approved** - In March 2018, Middlesex's petition to the New Jersey Board of Public Utilities (NJBPU) seeking permission to increase base water rates was concluded based on a negotiated settlement which resulted in an increase in annual operating revenues of \$5.5 million. The new base water rates became effective April 1, 2018 and are designed to recover increased operating costs as well as a return on invested capital in rate base of \$245.5 million, and reflect an authorized return on equity of 9.6%. Part of Middlesex's filing also included a request for regulatory accounting treatment for \$28.7 million of accumulated deferred tax benefits associated with required adoption of tangible property regulations issued by the Internal Revenue Service. The settlement agreement allowed for a four-year amortization period for the deferred tax benefits as well as immediate and prospective recognition of the tangible property regulations tax benefits in future years, which is expected to lower the Company's income tax expense and, consequently, its effective income tax rate.

**Contract Operations** - USA-PA operates Perth Amboy's water and wastewater collection systems under contract, which expires on December 31, 2018. In July 2018, through a competitive proposal process, USA-PA was awarded a \$67 million base professional services contract to continue to operate the water and wastewater systems through December 31, 2028.

## **Outlook**

Our ability to increase operating income and net income is based significantly on four factors: weather, adequate and timely rate relief, effective cost management, and customer growth (which are evident in comparison discussions in the Results of Operations section below). Changes in customer water usage habits, as well as increases in capital expenditures and operating costs, are significant factors in determining the timing and extent of rate increase requests. As operating costs have increased in 2018 in a variety of categories, we continue to implement plans to further streamline operations and further reduce, and mitigate increases in, operating costs.

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Organic residential customer growth for 2018 has been consistent with that experienced in recent years.

Our strategy for profitable growth is focused on five key areas:

- Timely and adequate recovery of prudent investments in utility plant required to maintain appropriate utility services;
- Operate municipal, commercial and industrial water and wastewater systems under contract;
- Prudent acquisitions of investor- and municipally-owned water and wastewater utilities;
- Invest in, and/or operate under contract, industrial and commercial treatment projects that are complementary to the provision of water and wastewater services and related competencies; and
- Invest in other products, services and opportunities that complement our core water and wastewater competencies.

**Operating Results by Segment**

The discussion of the Company's operating results is on a consolidated basis and includes significant factors by subsidiary. The Company has two operating segments, Regulated and Non-Regulated. The operations of the Regulated segment are subject to regulations promulgated by state public utility commissions as to rates and level of service. Rates and level service in the Non-Regulated segment are subject to the terms of individually-negotiated and executed contracts with municipal, industrial and other clients. Both segments are subject to federal and state environmental, water and wastewater quality and other associated legal and regulatory requirements.

The segment tables shown below consist of the following companies: Regulated-Middlesex, Tidewater, Pinelands, Southern Shores, TESI and Twin Lakes; Non-Regulated-USA, USA-PA, and White Marsh.

**Results of Operations – Three Months Ended September 30, 2018**

	(In Thousands)					
	Three Months Ended September 30, 2018			2017		
	Non- Regulated	Regulated	Total	Non- Regulated	Regulated	Total
Revenues	\$34,510	\$4,203	\$38,713	\$32,132	\$4,042	\$36,174
Operations and maintenance expenses	14,764	3,350	18,114	13,185	3,198	16,383
Depreciation expense	3,745	47	3,792	3,540	47	3,587
Other taxes	3,787	102	3,889	3,513	90	3,603
Operating income	12,214	704	12,918	11,894	707	12,601

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Other income, net	772	61	833	402	20	422
Interest expense	1,723	—	1,723	1,493	—	1,493
Income taxes	(507 )	245	(262 )	3,571	317	3,888
Net income	\$11,770	\$ 520	\$12,290	\$7,232	\$ 410	\$7,642

*Operating Revenues*

Operating revenues for the three months ended September 30, 2018 increased \$2.5 million from the same period in 2017. This increase was related to the following factors:

Middlesex System revenues increased \$2.0 million primarily due to the NJBPU-approved base rate increase effective April 1, 2018 (\$1.5 million) and higher water demand from Contract customers (\$0.6 million);

Tidewater System revenues increased \$0.4 million due to additional customers; and

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All other revenue categories increased \$0.1 million.

*Operation and Maintenance Expense*

Operation and maintenance expenses for the three months ended September 30, 2018 increased \$1.7 million from the same period in 2017. This increase was related to the following factors:

Variable production costs increased \$0.4 million due to increased rates paid for purchased water and higher treatment costs due to weather-impacted changes in raw water quality;

Higher retiree healthcare expenses of \$0.7 million due to lower insurance premium reimbursements;

Higher rent expense of \$0.2 million due to an increase in the square footage of commercial office space under lease to accommodate various operational and administrative needs;

Labor costs increased \$0.2 million due to an increase in headcount and average labor rates; and

Employee healthcare and business liability insurance costs increased \$0.2 million due to higher net policy premiums.

*Depreciation*

Depreciation expense for the three months ended September 30, 2018 increased \$0.2 million from the same period in 2017 due to a higher level of utility plant in service.

*Other Taxes*

Other taxes for the three months ended September 30, 2018 increased \$0.3 million from the same period in 2017 primarily due to higher revenue related taxes on increased revenues in our Middlesex system.

*Other Income, net*

Other Income, net for the three months ended September 30, 2018 increased \$0.4 million from the same period in 2017 primarily due to higher Allowance for Funds Used During Construction resulting from a higher level of capital projects in progress.



*Interest Charges*

Interest charges for the three months ended September 30, 2018 increased \$0.2 million from the same period in 2017 due to higher average amounts of total debt outstanding and increased short-term debt interest rates.

*Income Taxes*

Income taxes for the three months ended September 30, 2018 decreased \$4.2 million from the same period in 2017, primarily due to regulatory accounting treatment of tangible property regulations tax deductions, which was approved in Middlesex's most recent base rate case (see "*Middlesex Base Water Rate Increase Approved*" in Recent Developments for further discussion of this matter) and a lower effective tax rate resulting from the Tax Cuts and Jobs Act of 2017, partially offset by higher pre-tax income.

*Net Income and Earnings Per Share*

Net income for the three months ended September 30, 2018 increased \$4.7 million as compared with the same period in 2017. Basic earnings per share were \$0.75 and \$0.47 for the three months ended September 30, 2018 and 2017, respectively. Diluted earnings per share were \$0.74 and \$0.46 for the three months ended September 30, 2018 and 2017, respectively.

Index**Results of Operations – Nine Months Ended September 30, 2018**

	(In Thousands)					
	Nine Months Ended September 30,			2017		
	2018			2017		
	Regulated	Non-Regulated	Total	Regulated	Non-Regulated	Total
Revenues	\$92,826	\$ 11,983	\$ 104,809	\$87,866	\$ 11,453	\$99,319
Operations and maintenance expenses	43,390	9,383	52,773	40,091	9,087	49,178
Depreciation expense	10,999	138	11,137	10,136	144	10,280
Other taxes	10,610	300	10,910	10,059	268	10,327
Operating income	27,827	2,162	29,989	27,580	1,954	29,534
Other income, net	1,985	97	2,082	1,107	50	1,157
Interest expense	4,929	—	4,929	3,965	—	3,965
Income taxes	979	704	1,683	8,381	882	9,263
Net income	\$23,904	\$ 1,555	\$25,459	\$16,341	\$ 1,122	\$17,463

*Operating Revenues*

Operating revenues for the nine months ended September 30, 2018 increased \$5.5 million from the same period in 2017. This increase was related to the following factors:

- o Middlesex System revenues increased \$3.9 million due to the following:
  - o Effective April 1, 2018, a NJBPU-approved base rate increase resulted in higher revenues of \$3.0 million;
  - o Higher water demand from Contract customers of \$0.6 million;
  - o Higher Purchased Water Adjustment Clause (PWAC) revenues of \$0.3 million due to the November 2017 implementation of an increased PWAC tariff rate. A PWAC is a rate mechanism that allows for the recovery of increased purchased water costs between base rate case filings. The PWAC tariff was reset to zero with the implementation of the April 2018 base rate increase; and
  - o Tidewater System revenues increased \$0.9 million due to additional customers; and
  - o Revenues in our unregulated companies increased \$0.5 million primarily due to new contracts to operate water and wastewater systems and higher billable supplemental services at our White Marsh subsidiary; and
  - o All other operating revenue categories increased \$0.2 million.

*Operation and Maintenance Expense*

Operation and maintenance expenses for the nine months ended September 30, 2018 increased \$3.6 million from the same period in 2017, primarily related to the following factors:

- Variable production costs increased \$0.9 million due to increased rates paid for purchased water and higher treatment costs due to weather-impacted changes in raw water quality;
- Labor costs increased \$0.8 million due to increases in headcount, average labor rates and overtime for weather related main break activity;
- Employee healthcare and business liability insurance costs increased \$0.8 million due to higher net policy premiums;
  - Higher retiree healthcare expenses of \$0.3 million due to lower insurance premium reimbursements;
- Higher rent expense of \$0.2 million due to an increase in the square footage of commercial office space under lease to accommodate various operational and administrative needs;

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Transportation expenses increased \$0.2 million primarily due to higher fuel prices; Higher water main break repair activity in our Middlesex system resulted in additional \$0.2 million of non-labor costs; and

All other operation and Maintenance expense categories increased \$0.2 million.

*Depreciation*

Depreciation expense for the nine months ended September 30, 2018 increased \$0.9 million from the same period in 2017 due to a higher level of utility plant in service.

*Other Taxes*

Other taxes for the nine months ended September 30, 2018 increased \$0.6 million from the same period in 2017 primarily due to higher revenue related taxes on increased revenues in our Middlesex system.

*Other Income, net*

Other Income, net for the nine months ended September 30, 2018 increased \$0.9 million from the same period in 2017 primarily due to higher Allowance for Funds Used During Construction resulting from a higher level of capital projects in progress and the sale of wastewater franchise rights at our TESI subsidiary.

*Interest Charges*

Interest charges for the nine months ended September 30, 2018 increased \$1.0 million from the same period in 2017 due to accrued interest associated with the IRS examination of the Company's 2014 federal income tax return (see *Note 10 – Income Taxes* for further discussion of this matter), higher average amounts of total debt outstanding and increased short-term debt interest rates.

*Income Taxes*

Income taxes for the nine months ended September 30, 2018 decreased \$7.6 million from the same period in 2017, primarily due to regulatory accounting treatment of tangible property regulations tax deductions, which were approved in Middlesex's most recent base rate case (see "*Middlesex Base Water Rate Increase Approved*" in Recent Developments for further discussion of this matter) and a lower effective tax rate resulting from the Tax Cuts and Jobs Act of 2017, partially offset by higher pre-tax income.

#### *Net Income and Earnings Per Share*

Net income for the nine months ended September 30, 2018 increased \$8.0 million as compared with the same period in 2017. Basic earnings per share were \$1.55 and \$1.06 for the nine months ended September 30, 2018 and 2017, respectively. Diluted earnings per share were \$1.54 and \$1.06 for the nine months ended September 30, 2018 and 2017, respectively.

#### **Liquidity and Capital Resources**

##### *Operating Cash Flows*

Cash flows from operations are largely based on four factors: weather, adequate and timely rate increases, effective cost management and growth. The effect of those factors on net income is discussed in "Results of Operations."

For the nine months ended September 30, 2018, cash flows from operating activities increased \$4.2 million to \$32.9 million. The increase in cash flows from operating activities primarily resulted from the timing of vendor and income tax payments. The \$32.9 million of net cash flow from operations enabled us to fund approximately 41% of utility plant expenditures internally for the period.

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*Investing Cash Flows*

For the nine months ended September 30, 2018, cash flows used in investing activities increased \$14.3 million to \$49.5 million. The increase in cash flows used in investing activities resulted from increased utility plant expenditures.

For further discussion on the Company's future capital expenditures and expected funding sources, see "*Capital Expenditures and Commitments*" below.

*Financing Cash Flows*

For the nine months ended September 30, 2018, cash flows from financing activities increased by \$10.5 million to \$15.8 million due primarily to increases in short-term and long-term debt funding.

*Capital Expenditures and Commitments*

To fund our capital program, we use internally generated funds, short-term and long-term debt borrowings, proceeds from sales of common stock under the Middlesex Water Company Investment Plan (the Investment Plan) and proceeds from sales offerings to the public of our common stock. See below for a more detailed discussion regarding the funding of our capital program.

The capital investment program for 2018 is currently estimated to be approximately \$73 million. Through September 30, 2018, we have expended \$50 million and expect to incur approximately \$23 million for capital projects for the remainder of 2018.

We currently project that we may expend approximately \$200 million for capital projects in 2019 and 2020. The actual amount and timing of capital expenditures is dependent on project scheduling and refinement of engineering estimates for certain capital projects.

To pay for our capital program for the remainder of 2018 we plan on utilizing:

Internally generated funds;

Proceeds from the Investment Plan;

Proceeds from the New Jersey and Delaware State Revolving Fund (SRF) programs (approximately \$11 million for the remainder of 2018 depending on construction timing). SRF programs provide low cost financing for projects that meet certain water quality and system improvement benchmarks; and

Short-term borrowings, if necessary, through \$92.0 million of active lines of credit with three financial institutions.

As of September 30, 2018, there remains \$43.5 million of available credit under these lines.

**Recent Accounting Pronouncements** – See Note 1 of the Notes to Unaudited Condensed Consolidated Financial Statements for a discussion of recent accounting pronouncements.

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**Item 3. Quantitative and Qualitative Disclosures of Market Risk**

We are exposed to market risk associated with changes in interest rates and commodity prices. The Company is subject to the risk of fluctuating interest rates in the normal course of business. Our policy is to manage interest rates through the use of fixed rate long-term debt and, to a lesser extent, short-term debt. The Company's interest rate risk related to existing fixed rate, long-term debt is not material due to the term of the majority of our First Mortgage Bonds, which have final maturity dates ranging from 2019 to 2047. Over the next twelve months, approximately \$7.3 million of the current portion of existing long-term debt instruments will mature. Applying a hypothetical change in the rate of interest charged by 10% on those borrowings, would not have a material effect on our earnings.

Our risks associated with commodity price increases for chemicals, electricity and other commodities are reduced through contractual arrangements and the ability to recover price increases through rates. Non-performance by these commodity suppliers could have a material adverse impact on our results of operations, financial position and cash flows.

We are exposed to credit risk for both our Regulated and Non-Regulated business segments. Our Regulated operations serve residential, commercial, industrial and municipal customers while our Non-Regulated operations engage in business activities with developers, government entities and other customers. Our primary credit risk is exposure to customer default on contractual obligations and the associated loss that may be incurred due to the non-payment of customer accounts receivable balances. Our credit risk is managed through established credit and collection policies which are in compliance with applicable regulatory requirements and involve monitoring of customer exposure and the use of credit risk mitigation measures such as letters of credit or prepayment arrangements. Our credit portfolio is diversified with no significant customer or industry concentrations. In addition, our Regulated businesses are generally able to recover all prudently incurred costs including uncollectible customer accounts receivable expenses and collection costs through rates.

The Company's retirement benefit plan assets are exposed to fluctuating market prices of debt and equity securities. Changes to the Company's retirement benefit plan asset values can impact the Company's retirement benefit plan expense, funded status and future minimum funding requirements. Our risk is mitigated by our ability to recover retirement benefit plan costs through rates for regulated utility services charged to our customers.

**Item 4. Controls and Procedures**

*Disclosure Controls and Procedures*



As required by Rule 13a-15 under the Securities and Exchange Act of 1934 (the Exchange Act), an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures was conducted by the Company's Chief Executive Officer along with the Company's Chief Financial Officer. Based upon that evaluation, the Company's Chief Executive Officer and the Company's Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective as of the end of the period covered by this Report. There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in Company reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in Company reports filed under the Exchange Act is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding disclosure.

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**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

None.

**Item 1A. Risk Factors**

The information about risk factors does not differ materially from those set forth in Part I, Item 1A. of the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

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**Exhibits**

**Item 6.**

- 10.16 Operation, Maintenance and Management Services Agreement dated August 20, 2018 between Utility Service Affiliates (Perth Amboy), Inc. and the City of Perth Amboy.
- 10.33(b) Amendment To and Extension of the Expiration Date of the Line of Credit included in the Amended and Restated Loan Agreement between registrant, registrant's subsidiaries and Bank of America, N.A.
- 10.48 Copy of Construction Loan Agreement (CFP-19-1) By and Between New Jersey Environmental Infrastructure Trust and Middlesex Water Company
- 10.49 Copy of Construction Loan Agreement (CFP-1) By and Between New Jersey Environmental Infrastructure Trust and Middlesex Water Company
- 31.1 Section 302 Certification by Dennis W. Doll pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934.
- 31.2 Section 302 Certification by A. Bruce O'Connor pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934.
- 32.1 Section 906 Certification by Dennis W. Doll pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.2 Section 906 Certification by A. Bruce O'Connor pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
  
- 101.INS XBRL Instance Document
  
- 101.SCH XBRL Schema Document
  
- 101.CAL XBRL Calculation Linkbase Document
  
- 101.LAB XBRL Labels Linkbase Document
  
- 101.PRE XBRL Presentation Linkbase Document
  
- 101.DEF XBRL Definition Linkbase Document



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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MIDDLESEX WATER  
COMPANY

By: /s/A. Bruce O'Connor  
A. Bruce O'Connor  
Vice President, Treasurer and  
Chief Financial Officer  
(Principal Accounting Officer)

Date: November 2, 2018