

MIDDLESEX WATER CO  
Form 10-Q  
August 02, 2016

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 June 30, 2016**

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

(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 or a smaller reporting company.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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 July 31, 2016: Common Stock, No Par Value: 16,280,430 shares outstanding.

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## MIDDLESEX WATER COMPANY

## CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

(In thousands except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Operating Revenues	\$ 32,725	\$ 31,666	\$ 63,304	\$ 60,446
Operating Expenses:				
Operations and Maintenance	15,789	16,229	31,617	32,317
Depreciation	3,180	2,982	6,317	5,930
Other Taxes	3,428	3,220	6,740	6,280
Total Operating Expenses	22,397	22,431	44,674	44,527
Operating Income	10,328	9,235	18,630	15,919
Other Income (Expense):				
Allowance for Funds Used During Construction	119	103	180	185
Other Income	25	43	73	82
Other Expense	(7 )	(18 )	(26 )	(83 )
Total Other Income, net	137	128	227	184
Interest Charges	1,436	1,496	2,413	2,554
Income before Income Taxes	9,029	7,867	16,444	13,549
Income Taxes	3,110	2,778	5,735	4,825
Net Income	5,919	5,089	10,709	8,724
Preferred Stock Dividend Requirements	36	36	72	72
Earnings Applicable to Common Stock	\$ 5,883	\$ 5,053	\$ 10,637	\$ 8,652
Earnings per share of Common Stock:				
Basic	\$ 0.36	\$ 0.31	\$ 0.65	\$ 0.54
Diluted	\$ 0.36	\$ 0.31	\$ 0.65	\$ 0.53

Average Number of  
Common Shares Outstanding:

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Basic	16,271	16,149	16,252	16,141
Diluted	16,427	16,305	16,408	16,297
Cash Dividends Paid per Common Share	\$ 0.1988	\$ 0.1925	\$ 0.3975	\$ 0.3850

See Notes to Condensed Consolidated Financial Statements.

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## MIDDLESEX WATER COMPANY

## CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(In thousands)

		June 30, 2016	December 31, 2015
<b>ASSETS</b>			
<b>UTILITY PLANT:</b>	Water Production	\$ 144,525	\$ 142,794
	Transmission and Distribution	407,387	398,363
	General	62,137	61,322
	Construction Work in Progress	14,176	5,734
	<b>TOTAL</b>	<b>628,225</b>	<b>608,213</b>
	Less Accumulated Depreciation	131,125	126,343
	<b>UTILITY PLANT - NET</b>	<b>497,100</b>	<b>481,870</b>
<b>CURRENT ASSETS:</b>			
	Cash and Cash Equivalents	1,229	3,469
	Accounts Receivable, net	10,908	10,060
	Unbilled Revenues	8,154	6,246
	Materials and Supplies (at average cost)	4,732	2,600
	Prepayments	3,242	2,035
	<b>TOTAL CURRENT ASSETS</b>	<b>28,265</b>	<b>24,410</b>
<b>DEFERRED CHARGES AND OTHER ASSETS:</b>			
	Preliminary Survey and Investigation Charges	2,424	2,199
	Regulatory Assets	58,126	58,552
	Operations Contracts, Developer and Other Receivables	2,868	2,921
	Restricted Cash	439	439
	Non-utility Assets - Net	9,389	9,199
	Federal Income Tax Receivable	1,408	1,408
	Other	343	385
	<b>TOTAL DEFERRED CHARGES AND OTHER ASSETS</b>	<b>74,997</b>	<b>75,103</b>
	<b>TOTAL ASSETS</b>	<b>\$ 600,362</b>	<b>\$ 581,383</b>
<b>CAPITALIZATION AND LIABILITIES</b>			
<b>CAPITALIZATION:</b>			
	Common Stock, No Par Value	\$ 152,062	\$ 150,763
	Retained Earnings	60,114	55,931
	<b>TOTAL COMMON EQUITY</b>	<b>212,176</b>	<b>206,694</b>
	Preferred Stock	2,436	2,436
	Long-term Debt	130,955	132,908
	<b>TOTAL CAPITALIZATION</b>	<b>345,567</b>	<b>342,038</b>
<b>CURRENT LIABILITIES:</b>			
	Current Portion of Long-term Debt	5,869	5,739
	Notes Payable	10,500	3,000
	Accounts Payable	9,589	6,525

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Accrued Taxes	9,439	9,126
Accrued Interest	1,091	1,104
Unearned Revenues and Advanced Service Fees	899	880
Other	1,735	1,945
<b>TOTAL CURRENT LIABILITIES</b>	<b>39,122</b>	<b>28,319</b>

COMMITMENTS AND CONTINGENT LIABILITIES (Note 7)

DEFERRED CREDITS	Customer Advances for Construction	21,051	20,461
AND OTHER LIABILITIES:	Accumulated Deferred Investment Tax Credits	792	832
	Accumulated Deferred Income Taxes	70,927	67,702
	Employee Benefit Plans	35,169	36,515
	Regulatory Liability - Cost of Utility Plant Removal	11,181	10,876
	Other	2,094	1,597
	<b>TOTAL DEFERRED CREDITS AND OTHER LIABILITIES</b>	<b>141,214</b>	<b>137,983</b>
CONTRIBUTIONS IN AID OF CONSTRUCTION		74,459	73,043
	<b>TOTAL CAPITALIZATION AND LIABILITIES</b>	<b>\$600,362</b>	<b>\$581,383</b>

See Notes to Condensed Consolidated Financial Statements.

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## MIDDLESEX WATER COMPANY

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(In thousands)

	Six Months Ended June 30,	
	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Income	\$10,709	\$8,724
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation and Amortization	6,800	6,680
Provision for Deferred Income Taxes and Investment Tax Credits	3,321	1,093
Equity Portion of Allowance for Funds Used During Construction (AFUDC)	(118 )	(113 )
Cash Surrender Value of Life Insurance	(44 )	(96 )
Stock Compensation Expense	468	337
Changes in Assets and Liabilities:		
Accounts Receivable	(848 )	(416 )
Unbilled Revenues	(1,908 )	(1,655 )
Materials & Supplies	(2,132 )	(70 )
Prepayments	(1,207 )	(891 )
Accounts Payable	3,064	2,571
Accrued Taxes	313	3,552
Accrued Interest	(13 )	(16 )
Employee Benefit Plans	(580 )	151
Unearned Revenue & Advanced Service Fees	19	22
Other Assets and Liabilities	(1,099 )	307
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>16,745</b>	<b>20,180</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Utility Plant Expenditures, Including AFUDC of \$62 in 2016, \$72 in 2015	(20,111)	(12,646)
Restricted Cash	—	1,375
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(20,111)</b>	<b>(11,271)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Redemption of Long-term Debt	(2,136 )	(2,735 )
Proceeds from Issuance of Long-term Debt	861	3,000
Net Short-term Bank Borrowings	7,500	(1,000 )
Deferred Debt Issuance Expense	(15 )	(4 )
Restricted Cash	—	743
Proceeds from Issuance of Common Stock	830	734
Payment of Common Dividends	(6,454 )	(6,212 )
Payment of Preferred Dividends	(72 )	(72 )



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Construction Advances and Contributions-Net	612	(262 )
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	1,126	(5,808 )
NET CHANGES IN CASH AND CASH EQUIVALENTS	(2,240 )	3,101
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	3,469	2,673
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$1,229	\$5,774

SUPPLEMENTAL DISCLOSURE OF NON-CASH ACTIVITY:

Utility Plant received as Construction Advances and Contributions	\$1,395	\$1,214
Long term Debt Deobligation	\$534	\$457

SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:

Cash Paid During the Year for:		
Interest	\$2,538	\$2,683
Interest Capitalized	\$62	\$72
Income Taxes	\$3,131	\$901

See Notes to Condensed Consolidated Financial Statements.

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## MIDDLESEX WATER COMPANY

## CONSOLIDATED STATEMENTS OF CAPITAL STOCK

## AND LONG-TERM DEBT

(Unaudited)

(In thousands)

		June 30, 2016	December 31, 2015
Common Stock, No Par Value			
Shares Authorized -	40,000		
Shares Outstanding -	2016 - 16,279	\$152,062	\$ 150,763
	2015 - 16,225		
Retained Earnings		60,114	55,931
TOTAL COMMON EQUITY		\$212,176	\$ 206,694
Cumulative Preferred Stock, No Par Value:			
Shares Authorized - 126			
Shares Outstanding - 24			
Convertible:			
Shares Outstanding, \$7.00 Series - 10		1,007	1,007
Shares Outstanding, \$8.00 Series - 3		349	349
Nonredeemable:			
Shares Outstanding, \$7.00 Series - 1		80	80
Shares Outstanding, \$4.75 Series - 10		1,000	1,000
TOTAL PREFERRED STOCK		\$2,436	\$ 2,436
Long-term Debt:			
8.05%, Amortizing Secured Note, due December 20, 2021		\$1,525	\$ 1,629
6.25%, Amortizing Secured Note, due May 19, 2028		5,005	5,215
6.44%, Amortizing Secured Note, due August 25, 2030		3,967	4,107
6.46%, Amortizing Secured Note, due September 19, 2031		4,247	4,387
4.22%, State Revolving Trust Note, due December 31, 2022		353	376
3.60%, State Revolving Trust Note, due May 1, 2025		2,166	2,267
3.30% State Revolving Trust Note, due March 1, 2026		450	469
3.49%, State Revolving Trust Note, due January 25, 2027		483	501
4.03%, State Revolving Trust Note, due December 1, 2026		627	651
4.00% to 5.00%, State Revolving Trust Bond, due August 1, 2021		247	254
0.00%, State Revolving Fund Bond, due August 1, 2021		198	203
3.64%, State Revolving Trust Note, due July 1, 2028		285	294
3.64%, State Revolving Trust Note, due January 1, 2028		94	97
3.45%, State Revolving Trust Note, due August 1, 2031		1,040	1,066
6.59%, Amortizing Secured Note, due April 20, 2029		4,476	4,651

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7.05%, Amortizing Secured Note, due January 20, 2030	3,396	3,521
5.69%, Amortizing Secured Note, due January 20, 2030	6,966	7,222
4.45%, Amortizing Secured Note, due April 20, 2040	14,378	14,707
3.75%, State Revolving Trust Note, due July 1, 2031	2,248	2,303
2.00%, State Revolving Trust Note, due February 1, 2036	861	—
3.75%, State Revolving Trust Note, due November 30, 2030	1,185	1,216
First Mortgage Bonds:		
0.00%, Series X, due September 1, 2018	158	162
4.25% to 4.63%, Series Y, due September 1, 2018	179	185
0.00%, Series Z, due September 1, 2019	437	446
5.25% to 5.75%, Series AA, due September 1, 2019	565	565
0.00%, Series BB, due September 1, 2021	708	723
4.00% to 5.00%, Series CC, due September 1, 2021	875	895
0.00%, Series EE, due August 1, 2023	3,055	3,132
3.00% to 5.50%, Series FF, due August 1, 2024	3,690	3,690
0.00%, Series GG, due August 1, 2026	976	993
4.00% to 5.00%, Series HH, due August 1, 2026	1,020	1,300
0.00%, Series II, due August 1, 2024	771	789
3.40% to 5.00%, Series JJ, due August 1, 2027	904	1,010
0.00%, Series KK, due August 1, 2028	1,146	1,167
5.00% to 5.50%, Series LL, due August 1, 2028	1,250	1,365
0.00%, Series MM, due August 1, 2030	1,404	1,437
3.00% to 4.375%, Series NN, due August 1, 2030	1,675	1,675
0.00%, Series OO, due August 1, 2031	2,358	2,408
2.00% to 5.00%, Series PP, due August 1, 2031	815	815
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	2,508	2,559
3.00% to 3.25%, Series UU, due August 1, 2032	935	935
0.00%, Series VV, due August 1, 2033	2,529	2,577
3.00% to 5.00%, Series WW, due August 1, 2033	900	900
SUBTOTAL LONG-TERM DEBT	138,470	140,279
Add: Premium on Issuance of Long-term Debt	1,602	1,707
Less: Unamortized Debt Expense	(3,248 )	(3,339 )
Less: Current Portion of Long-term Debt	(5,869 )	(5,739 )
TOTAL LONG-TERM DEBT	\$ 130,955	\$ 132,908

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 2015 Annual Report on Form 10-K (the 2015 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 June 30, 2016 and the results of operations and cash flows for the three and six month periods ended June 30, 2016 and 2015. Information included in the Condensed Consolidated Balance Sheet as of December 31, 2015, has been derived from the Company's audited financial statements for the year ended December 31, 2015 included in the 2015 Form 10-K.

*Recent Accounting Guidance*

**Consolidation** - In February 2015, the Financial Accounting Standards Board (FASB) issued guidance that amends the consolidation analysis for variable interest entities ("VIEs") as well as voting interest entities. The amendments under the new guidance modify the evaluation of whether limited partnerships and similar legal entities are VIEs or voting interest entities and eliminate the presumption that a general partner should consolidate a limited partnership. This guidance was effective January 1, 2016. The adoption of this guidance did not have a material impact on the Company's financial statements.

**Debt Issuance Costs** - In April 2015, the FASB issued an update to authoritative guidance related to the presentation of debt issuance costs on the balance sheet, requiring companies to present debt issuance costs as a direct deduction from the carrying value of debt. The guidance was effective January 1, 2016. As a result of adopting this guidance, the December 31, 2015 balance sheet was revised, which resulted in decreases of \$3.3 million to deferred charges and other assets and long-term debt, respectively. The adoption of this guidance had no impact on the Company's

statements of income or cash flows.

**Deferred Income Taxes** – In November 2015, the FASB issued guidance on the classification of deferred tax assets and deferred tax liabilities, requiring entities to present them as noncurrent on the balance sheet. This guidance was effective January 1, 2016 and did not have a material impact on the Company's balance sheet.

**Revenue Recognition** - In May 2014, the FASB issued an update to authoritative guidance related to revenue from contracts with customers. The update replaces most of the existing guidance with a single set of principles for recognizing revenue from contracts with customers. The FASB has deferred the effective date of these new revenue recognition standards by one year to January 1, 2018. The Company is currently analyzing the impact this standard will have on our financial statements.

**Inventory** - In July 2015, the FASB issued guidance on simplifying the measurement of inventory. The new guidance replaces the current lower of cost or market test with a lower of cost or net realizable value test when cost is determined on a first-in, first-out or average cost basis. The guidance is effective January 1, 2017 with early adoption permitted. The adoption of this guidance is not expected to have a material impact on the Company's financial statements.

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**Recognition and Measurement of Financial Assets and Financial Liabilities** - In January 2016, 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 is effective for fiscal years beginning after December 15, 2017 with early adoption permitted. The guidance is required to be applied retrospectively with a cumulative effect adjustment to retained earnings for initial application of the guidance at the date of adoption (modified retrospective method). The Company is currently analyzing the impact this standard will have on our financial statements.

**Accounting for Share-Based Payments** - In March 2016, the FASB issued guidance which simplifies several aspects of the accounting for employee share-based payment transactions, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. The guidance is effective January 1, 2017. The Company is currently analyzing the impact this standard will have on our 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 April 2016, Middlesex filed a petition with the New Jersey Board of Public Utilities (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 the request.

**Tidewater** - Effective July 1, 2016, Tidewater increased its Delaware Public Service Commission-approved Distribution System Improvement Charge (DSIC) rate, which is expected to generate \$0.3 million of annual revenues. A DSIC is a rate-mechanism that allows water utilities to recover investments in, and generate a return on, qualifying capital improvements made between base rate proceedings.

**Pinelands** - In April 2016, the NJBPU approved \$0.2 million and \$0.1 million increases, respectively, in Pinelands Water and Pinelands Wastewater's annual base water and wastewater rates, effective May 7, 2016. In October 2015, the companies had filed petitions with the NJBPU seeking permission to increase base rates by approximately \$0.5

million per year. The rate filings were necessitated by capital infrastructure investments the companies have made, or have committed to make, increased operations and maintenance costs and lower non-fixed fee revenues. The Pinelands Water base water rate increase will be phased-in over two years.

**Twin Lakes** – In June 2016, the Pennsylvania Public Utilities Commission approved a \$0.1 million increase in Twin Lakes' base water rates, effective June 15, 2016. In November 2015, Twin Lakes had filed a petition seeking permission to increase its base water rates by approximately \$0.2 million per year. This request was necessitated by capital infrastructure investments Twin Lakes has made, or committed to make, and increased operations and maintenance costs. The rate increase will be phased in over two years.

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**Note 3 – Capitalization**

*Common Stock*

During the six months ended June 30, 2016 and 2015, there were 26,434 common shares (approximately \$0.8 million) and 32,585 common shares (approximately \$0.7 million), respectively, issued under the Middlesex Water Company Investment Plan.

*Long-term Debt*

In February 2016, Tidewater closed on a \$1.2 million loan with the Delaware State Revolving Fund (SRF) program which allows, but does not obligate, Tidewater to draw against a General Obligation Note to fund the replacement of the water distribution system in a manufactured home community. The interest rate on all draws is 2.0% with a final repayment maturity date of February 1, 2036. Through June 30, 2016, Tidewater has drawn \$0.9 million on this loan and expects to draw down the remainder of the loan proceeds during the third quarter of 2016.

In March 2016, the NJBPU approved Middlesex's request to borrow up to \$16.0 million through the New Jersey Environmental Infrastructure Trust (NJEIT) under the New Jersey SRF long-term loan program utilizing first mortgage bonds. Under the SRF program, borrowers first enter into a construction loan with the NJEIT, for which Middlesex closed on an \$11.8 million zero percent (0%) arrangement on June 28, 2016. When construction on a qualifying project is substantially complete, the NJEIT will coordinate the conversion of the construction loan into a twenty year long-term securitized loan with 75% of the principal balance having a stated interest rate of zero percent (0%) and 25% of the principal balance at a market interest rate at the time of closing using the credit rating of the State of New Jersey. The NJEIT generally schedules its long-term debt financings in November and May. Middlesex expects to draw down on the construction loans during the second half of 2016. Proceeds will be used to fund the Middlesex 2016 RENEW Program, which is our ongoing initiative to eliminate all unlined water distribution mains in the Middlesex system.

In 2016, the NJEIT de-obligated principal payments of \$0.5 million on several series of SRF loans.

*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 the Company's long-term debt relating to First Mortgage and SRF Bonds (Bonds) is based on quoted market prices for



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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 the Bonds in the table below are classified as Level 2 measurements. The carrying amount and fair value of the Company's bonds were as follows:

	June 30, 2016		December 31, 2015	
	Carrying	Fair	Carrying	Fair
	Amount	Value	Amount	Value
First Mortgage Bonds	\$84,273	\$88,859	\$85,143	\$87,972
SRF Bonds	\$446	\$448	\$457	\$459

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" and "State Revolving Trust Note" on the Condensed Consolidated Statements of Capital Stock and Long-Term Debt). The carrying amount of these instruments was \$53.8 million and \$54.7 million at June 30, 2016 and December 31, 2015, respectively. Customer advances for construction have carrying amounts of \$21.1 million and \$20.5 million at June 30, 2016 and December 31, 2015, 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 June 30,			
	2016		2015	
	Income	Shares	Income	Shares
Basic:				
Net Income	\$ 5,919	16,271	\$ 5,089	16,149
Preferred Dividend	(36 )		(36 )	
Earnings Applicable to Common Stock	\$ 5,883	16,271	\$ 5,053	16,149
Basic EPS	\$ 0.36		\$ 0.31	
Diluted:				
Earnings Applicable to Common Stock	\$ 5,883	16,271	\$ 5,053	16,149
\$7.00 Series Preferred Dividend	17	115	17	115
\$8.00 Series Preferred Dividend	6	41	6	41
Adjusted Earnings Applicable to Common Stock	\$ 5,906	16,427	\$ 5,076	16,305
Diluted EPS	\$ 0.36		\$ 0.31	

	(In Thousands Except per Share Amounts) Six Months Ended June 30,			
	2016		2015	
	Income	Shares	Income	Shares
Basic:				
Net Income	\$10,709	16,252	\$8,724	16,141
Preferred Dividend	(72 )		(72 )	
Earnings Applicable to Common Stock	\$10,637	16,252	\$8,652	16,141
Basic EPS	\$0.65		\$0.54	
Diluted:				
Earnings Applicable to Common Stock	\$10,637	16,252	\$8,652	16,141
\$7.00 Series Preferred Dividend	34	115	34	115
\$8.00 Series Preferred Dividend	12	41	12	41
Adjusted Earnings Applicable to Common Stock	\$10,683	16,408	\$8,698	16,297
Diluted EPS	\$0.65		\$0.53	

**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.

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	(In Thousands)			
	Three Months Ended		Six Months Ended	
	June 30, 2016	2015	June 30, 2016	2015
Operations by Segments:				
Revenues:				
Regulated	\$28,859	\$27,972	\$55,808	\$52,878
Non – Regulated	4,002	3,804	7,736	7,795
Inter-segment Elimination	(136 )	(110 )	(240 )	(227 )
Consolidated Revenues	\$32,725	\$31,666	\$63,304	\$60,446
Operating Income:				
Regulated	\$9,694	\$8,672	\$17,426	\$14,835
Non – Regulated	634	563	1,204	1,084
Consolidated Operating Income	\$10,328	\$9,235	\$18,630	\$15,919
Net Income:				
Regulated	\$5,583	\$4,787	\$10,073	\$8,141
Non – Regulated	336	302	636	583
Consolidated Net Income	\$5,919	\$5,089	\$10,709	\$8,724
Capital Expenditures:				
Regulated	\$13,290	\$7,734	\$19,950	\$12,619
Non – Regulated	149	27	161	27
Total Capital Expenditures	\$13,439	\$7,761	\$20,111	\$12,646

	As of	As of
	June 30,	December
	2016	31, 2015
Assets:		
Regulated	\$597,163	\$581,321
Non – Regulated	7,398	6,436
Inter-segment Elimination	(4,199 )	(6,374 )
Consolidated Assets	\$600,362	\$581,383

**Note 6 – Short-term Borrowings**

As of June 30, 2016, the Company has established lines of credit aggregating \$60.0 million. At June 30, 2016, the outstanding borrowings under these credit lines were \$10.5 million at a weighted average interest rate of 1.49%.

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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:

	(In Thousands)			
	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Average Daily Amounts Outstanding	\$3,769	\$15,769	\$3,368	\$16,834
Weighted Average Interest Rates	1.52%	1.18%	1.48%	1.18%

The maturity dates for the \$10.5 million outstanding as of June 30, 2016 are all in July 2016 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		Six Months	
	Ended		Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Treated	\$754	\$766	\$1,555	\$1,495
Untreated	570	552	1,236	1,195
Total Costs	\$1,324	\$1,318	\$2,791	\$2,690

*Contract Operations* - USA-PA operates the City of Perth Amboy, New Jersey's (Perth Amboy) water and wastewater systems under a 20-year agreement, which expires in 2018. In connection with the agreement with Perth Amboy, USA-PA entered into a 20-year subcontract with a wastewater operating company for the operation and maintenance of the Perth Amboy wastewater collection system. The subcontract provides for the sharing of certain fixed and variable fees and operating expenses.

*Guarantees* - In September 2013, Middlesex entered into an agreement with the County of Monmouth, New Jersey (Monmouth County) to serve as guarantor of the performance of Applied Water Management, Inc. (AWM) to operate a leachate pretreatment facility, owned by Monmouth County, at the Monmouth County Reclamation Center in Tinton Falls, New Jersey. Middlesex expects to act as guarantor of AWM's performance through at least August 2018 and is contractually obligated to act as guarantor of AWM's performance through 2028 unless another guarantor, acceptable to Monmouth County, is identified. In addition, Middlesex entered into agreements with AWM and Natural Systems Utilities, Inc. (NSU), the parent company of AWM, whereby, Middlesex earns a fee for providing the guaranty of AWM's performance to Monmouth County, Middlesex provides operational support to the project if necessary, and AWM and NSU, serving as guarantor to Middlesex with respect to the performance of AWM, indemnify Middlesex against any claims that may arise under the Middlesex guaranty to Monmouth County.

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Middlesex believes it is unlikely any payments would need to be made under Middlesex's guaranty of AWM's performance to Monmouth County. If asked to perform under the guaranty to Monmouth 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 Monmouth County, Middlesex would be required to fulfill the remaining operational commitment of AWM. As of June 30, 2016 and December 31, 2015, the liability recognized in Other Non-Current Liabilities on the balance sheet for the guaranty is approximately \$0.2 million.

*Construction*

The Company has budgeted approximately \$49 million for its construction program in 2016. The actual timing and amount of capital expenditures is dependent on project scheduling and refinement of engineering estimates for certain projects.

*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. 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' compensation. In order to be eligible for contribution, the eligible employee must be employed by the Company on December 31st of the year to which the contribution relates. For each of the three months ended June 30, 2016 and 2015, the Company made Pension Plan cash contributions of \$1.0 million. For the six months ended June 30, 2016 and 2015, the Company made Pension Plan cash contributions of \$1.5 million and \$1.0 million, respectively. The Company expects to make Pension Plan cash contributions of approximately \$1.8 million over the remainder of the current year. 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 the three months ended June 30, 2016 and 2015, the Company made Other Benefits Plan cash contributions of \$0.2 million and \$0.8 million, respectively. For the six months ended June 30, 2016 and 2015, the Company made Other Benefits Plan cash contributions of \$0.5 million and \$0.8 million, respectively. The Company expects to make Other Benefits Plan cash contributions of approximately \$0.6 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 June 30,			
	2016	2015	2016	2015
Service Cost	\$577	\$639	\$275	\$343
Interest Cost	761	724	488	480
Expected Return on Assets	(1,004)	(980)	(558)	(527)
Amortization of Unrecognized Losses	357	411	443	565
Amortization of Unrecognized Prior Service Cost (Credit)	—	—	(432)	(432)
Net Periodic Benefit Cost	\$691	\$794	\$216	\$429

	(In Thousands)			
	Pension Benefits		Other Benefits	
	Six Months Ended June 30,			
	2016	2015	2016	2015
Service Cost	\$1,154	\$1,279	\$550	\$686
Interest Cost	1,523	1,447	976	961
Expected Return on Assets	(2,007)	(1,959)	(1,116)	(1,053)
Amortization of Unrecognized Losses	713	823	886	1,131
Amortization of Unrecognized Prior Service Cost (Credit)	—	—	(864 )	(864 )
Net Periodic Benefit Cost	\$1,383	\$1,590	\$432	\$861

**Note 9 – Income Taxes**

As part of its 2014 Federal income tax return, the Company adopted the final Internal Revenue Service (IRS) regulations pertaining to the tax deductibility of costs that qualify as repairs on tangible property. 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 refunds pertaining to tax years 2012 through 2014 in accordance with IRS regulations. Subsequently, the Company's 2014 federal income tax return was selected for examination by the IRS. It is unknown at this time whether the results of this examination will result in any changes to the filed Federal income tax return.

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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, 2015.

**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. These statements include, but are not limited to:

- statements as to expected financial condition, performance, prospects and earnings of the Company;
- statements regarding strategic plans for growth;
- statements regarding the amount and timing of rate increases and other regulatory matters, including the recovery of certain costs recorded as regulatory assets;
- statements as to the Company’s expected liquidity needs during the upcoming fiscal year and beyond and statements as to the sources and availability of funds to meet its liquidity needs;
- statements as to expected customer rates, consumption volumes, service fees, revenues, margins, expenses and operating results;
- statements as to financial projections;
- statements as to 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;
- statements as to the ability of the Company to pay dividends;
- statements as to the Company’s compliance with environmental laws and regulations and estimations of the materiality of any related costs;
- statements as to the safety and reliability of the Company’s equipment, facilities and operations;
- statements as to the Company’s plans to renew municipal franchises and consents in the territories it serves;
- statements as to trends; and
- statements regarding 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:

- the effects of general economic conditions;
- increases in competition in the markets served by the Company;
- the ability of the Company to control operating expenses and to achieve efficiencies in its operations;
- the availability of adequate supplies of water;
- actions taken by government regulators, including decisions on rate increase requests;
- new or additional water quality standards;
- weather variations and other natural phenomena;
- acts of war or terrorism;
- significant changes in the pace of housing development in Delaware;
- the 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, 2015.

## **Overview**

Middlesex Water Company (Middlesex) 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 subsidiary 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 residents in Southampton Township, New Jersey.

We have an investment in a joint venture, Ridgewood Green RME, LLC, that owns and operates facilities to produce electricity at the Village of Ridgewood, New Jersey wastewater treatment plant and other municipal facilities.

In partnership with our subsidiary, USA-PA, we operate the water supply system and wastewater system for the City of Perth Amboy, New Jersey.

USA operates the Borough of Avalon, New Jersey's (Avalon) water utility, sewer utility and storm water system. In addition to performing day-to-day operations, USA is responsible for billing, collections, customer service, emergency responses and management of capital projects funded by Avalon. Under a marketing agreement with HomeServe USA (HomeServe), USA offers residential customers in New Jersey and Delaware a menu of water, wastewater and other residential-related maintenance programs. HomeServe is a leading 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. USA also provides unregulated water and wastewater services under contract with several New Jersey municipalities.

Our Delaware subsidiaries, Tidewater and Southern Shores Water Company, LLC, provide water services to approximately 42,000 retail customers in New Castle, Kent and Sussex Counties, Delaware. Tidewater's subsidiary, White Marsh, services approximately 4,000 customers in Kent and Sussex Counties through various operations and maintenance contracts.

Our Tidewater Environmental Services, Inc. subsidiary provides wastewater services to approximately 3,400 residential retail customers.

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

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. These factors are evident in the discussions below which compare our results of operations with the prior period.

## **Recent Developments**

**Pinelands Water, Pinelands Wastewater and Twin Lakes Rate Increases** – In the second quarter of 2016, Pinelands Water, Pinelands Wastewater and Twin Lakes implemented base rate increases of \$0.2 million, \$0.1 million and \$0.1 million, respectively. The rate increases were necessitated by capital infrastructure investments the companies have made and increased operations and maintenance costs. The Pinelands Water and Twin Lakes rate increases will be phased-in over two years.

**Tidewater Distribution System Improvement Charge (DSIC)** - Effective July 1, 2016, Tidewater increased its Delaware Public Service Commission-approved DSIC rate, which is expected to generate \$0.3 million of annual revenues. A DSIC is a rate-mechanism that allows water utilities to recover investments in, and generate a return on, qualifying capital improvements made between base rate proceedings.

## **Outlook**

Revenues in 2016 are expected to be favorably impacted by the following:

- The full year effect of Middlesex's August 2015 \$5.0 million rate increase;
- Rate increases for Pinelands Water, Pinelands Wastewater and Twin Lakes (see "*Recent Developments*" above regarding rate increases);
- The increase in the Tidewater DSIC (see "*Recent Developments*" above regarding DSIC).

Revenues and earnings are influenced by weather. Changes in water usage patterns, as well as increases in capital expenditures and operating costs, are significant factors in determining the timing and extent of rate increase requests. We continue to implement plans to further streamline operations and further reduce operating costs.

Operating expenses in 2016 will be favorably impacted by lower employee benefit plan expenses, primarily resulting from a market-driven higher discount rate.

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

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

Index**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 segments in the tables included 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 June 30, 2016**

	(In Thousands)					
	Three Months Ended June 30, 2016			2015		
	<u>Regulated</u>	<u>Non-Regulated</u>	<u>Total</u>	<u>Regulated</u>	<u>Non-Regulated</u>	<u>Total</u>
Revenues	\$28,832	\$ 3,893	\$32,725	\$27,952	\$ 3,714	\$31,666
Operations and maintenance expenses	12,665	3,124	15,789	13,208	3,021	16,229
Depreciation expense	3,133	47	3,180	2,938	44	2,982
Other taxes	3,340	88	3,428	3,134	86	3,220
Operating income	9,694	634	10,328	8,672	563	9,235
Other income, net	143	(6 )	137	133	(5 )	128
Interest expense	1,436	—	1,436	1,496	—	1,496
Income taxes	2,818	292	3,110	2,522	256	2,778
Net income	\$5,583	\$ 336	\$5,919	\$4,787	\$ 302	\$5,089

*Operating Revenues*

Operating revenues for the three months ended June 30, 2016 increased \$1.1 million from the same period in 2015. This increase was primarily related to the following factors:

- Middlesex System revenues increased \$1.3 million, primarily due to the following:
  - o Sales to General Metered Service and Public/Private Fire customers increased by \$1.3 million, primarily resulting from a New Jersey Board of Public Utilities (NJBPUB)-approved rate increase implemented in August 2015 (\$1.2 million) and higher weather-driven customer demand, primarily in June 2016 (\$0.1 million);
  - o Sales to Contract customers increased by \$0.2 million primarily due to higher water demand; and



o All other revenue categories decreased \$0.2 million; Tidewater System revenues decreased \$0.4 million due to lower weather-driven water demand (\$0.5 million), partially offset by additional customers (\$0.1 million); and USA's revenues increased \$0.2 million due to higher supplemental service revenues earned under our contract to operate the Avalon water utility, sewer utility and storm water system (see corresponding increase in USA's operation and maintenance expenses below).

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*Operation and Maintenance Expense*

Operation and maintenance expenses for the three months ended June 30, 2016 decreased \$0.4 million from the same period in 2015, primarily related to the following factors:

- Employee benefit expenses decreased \$0.4 million, primarily due to lower retirement plan costs resulting from a higher discount rate than in the prior year used in the calculation of our 2016 net periodic plan costs;
- Decreased cold weather main break activity, as compared to 2015, resulted in lower costs of \$0.2 million in our Middlesex System;
- Variable production costs decreased \$0.3 million, due to improved non-revenue water management and higher raw water quality in our Middlesex System;
- Higher labor costs of \$0.3 million, primarily due to company-wide higher average labor rates and lower capitalized labor at Tidewater;
- USA's operation and maintenance costs increased \$0.1 million, primarily due to higher expenditures for billable supplemental services under USA's contract to serve Avalon (see corresponding increase in USA's operating revenues above); and
- All other operation and maintenance expense categories increased \$0.1 million.

*Depreciation*

Depreciation expense for the three months ended June 30, 2016 increased \$0.2 million from the same period in 2015 due to a higher level of utility plant in service.

*Other Taxes*

Other taxes for the three months ended June 30, 2016 increased \$0.2 million from the same period in 2015, primarily due to higher gross revenue taxes on increased Middlesex system revenues.

*Other Income, net*

Other Income, net for the three months ended June 30, 2016 remained consistent with the same period in 2015.

*Interest Charges*

Interest charges for the three months ended June 30, 2016 decreased by almost \$0.1 million from the same period in 2015, primarily due to lower average long-term and short-term debt balances outstanding.

*Income Taxes*

Income taxes for the three months ended June 30, 2016 increased \$0.3 million from the same period in 2015, primarily due to increased pre-tax income in 2016 as compared to 2015.

*Net Income and Earnings Per Share*

Net income for the three months ended June 30, 2016 increased \$0.8 million as compared with the same period in 2015. Basic and diluted earnings per share were \$0.36 and \$0.31 for the three months ended June 30, 2016 and 2015, respectively.

Index**Results of Operations – Six Months Ended June 30, 2016**

	(In Thousands)					
	Six Months Ended June 30,			2015		
	2016			2015		
	<u>Regulated</u>	<u>Non-Regulated</u>	<u>Total</u>	<u>Regulated</u>	<u>Non-Regulated</u>	<u>Total</u>
Revenues	\$55,767	\$ 7,537	\$63,304	\$52,830	\$ 7,616	\$60,446
Operations and maintenance expenses	25,548	6,069	31,617	26,039	6,278	32,317
Depreciation expense	6,225	92	6,317	5,843	87	5,930
Other taxes	6,568	172	6,740	6,113	167	6,280
Operating income	17,426	1,204	18,630	14,835	1,084	15,919
Other income, net	233	(6 )	227	190	(6 )	184
Interest expense	2,413	—	2,413	2,554	—	2,554
Income taxes	5,173	562	5,735	4,330	495	4,825
Net income	\$10,073	\$ 636	\$10,709	\$8,141	\$ 583	\$8,724

*Operating Revenues*

Operating revenues for the six months ended June 30, 2016 increased \$2.9 million from the same period in 2015. This increase was primarily related to the following factors:

- Middlesex System revenues increased \$3.2 million, primarily due to the following:
  - o Sales to General Metered Service and Public/Private Fire customers increased by \$2.8 million, primarily resulting from a NJBPU-approved rate increase implemented in August 2015;
  - o Sales to Contract customers increased by \$0.5 million primarily due to higher water demand; and
    - o All other revenue categories decreased \$0.1 million;
- Tidewater System revenues decreased \$0.3 million due to lower weather-driven water demand (\$0.6 million) partially offset by additional customers (\$0.3 million).

*Operation and Maintenance Expense*

Operation and maintenance expenses for the six months ended June 30, 2016 decreased \$0.7 million from the same period in 2015, primarily related to the following factors:

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Employee benefit expenses decreased \$0.6 million, primarily due to lower retirement plan costs resulting from a higher discount rate than in the prior year used in the calculation of our 2016 net periodic plan costs;  
Decreased cold weather main break activity, as compared to 2015, resulted in lower costs of \$0.3 million in our Middlesex System;  
Variable production costs decreased \$0.2 million, primarily due to improved non-revenue water management and higher raw water quality in our Middlesex System; and  
Higher labor costs of \$0.4 million, primarily due to company-wide higher average labor rates and lower capitalized labor at Tidewater.

*Depreciation*

Depreciation expense for the six months ended June 30, 2016 increased \$0.4 million from the same period in 2015 due to a higher level of utility plant in service.

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*Other Taxes*

Other taxes for the six months ended June 30, 2016 increased \$0.5 million from the same period in 2015, primarily due to higher gross revenue taxes on increased Middlesex system revenues.

*Other Income, net*

Other Income, net for the six months ended June 30, 2016 remained consistent with the same period in 2015.

*Interest Charges*

Interest charges for the six months ended June 30, 2016 decreased \$0.1 million from the same period in 2015, primarily due to lower average long-term and short-term debt balances outstanding.

*Income Taxes*

Income taxes for the six months ended June 30, 2016 increased \$0.9 million from the same period in 2015, primarily due to increased pre-tax income in 2016 as compared to 2015.

*Net Income and Earnings Per Share*

Net income for the six months ended June 30, 2016 increased \$2.0 million as compared with the same period in 2015. Basic earnings per share were \$0.65 and \$0.54 for the six months ended June 30, 2016 and 2015, respectively. Diluted earnings per share were \$0.65 and \$0.53 for the six months ended June 30, 2016 and 2015, 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 six months ended June 30, 2016, cash flows from operating activities decreased \$3.4 million to \$16.7 million. The decrease in cash flows resulted from increased income tax payments and higher inventory expenditures. The \$16.7 million of net cash flow from operations enabled us to fund 83.3% of utility plant expenditures internally for the period.

### *Investing Cash Flows*

For the six months ended June 30, 2016, cash flows used in investing activities increased \$8.8 million to \$20.1 million. The increase in cash flows used in investing activities resulted from increased utility plant expenditures and lower restricted cash inflows.

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 six months ended June 30, 2016, cash flows provided by financing activities increased \$6.9 million to \$1.1 million. The increase in cash flows provided by financing activities resulted from increased short-term debt funding offset by lower net cash inflows from long-term debt.

### *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.





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The capital investment program for 2016 is currently estimated to be \$49 million. Through June 30, 2016, we have spent \$20.1 million and expect to expend approximately \$29 million on capital projects for the remainder of 2016.

We currently project that we may invest approximately \$112 million in 2017 and 2018 on capital projects. The actual amount and timing is dependent on project scheduling and refinement of engineering estimates for certain capital projects.

To fund our capital program for the remainder of 2016, we plan on utilizing:

Internally generated funds;

Proceeds from the sale of common stock through the Investment Plan;

Proceeds from the 2016 New Jersey and Delaware State Revolving Fund programs (up to \$11.8 million and \$0.3 million, respectively); and

Short-term borrowings, if necessary, through \$60.0 million of available lines of credit with several financial institutions. As of June 30, 2016, there remains \$49.5 million to draw upon.

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

**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 2018 to 2047. Over the next twelve months, approximately \$5.9 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 assets' value can impact the Company's retirement benefit plan expense, funded status and future minimum funding requirements. Our risk is reduced through our ability to recover retirement benefit plan costs through rates.

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**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.

**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, 2015.

**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.**

10.44 Copy of Construction Loan Agreement (CFP-16-1) By and Between New Jersey Environmental Infrastructure Trust and Middlesex Water Company

10.45 Copy of Construction Loan Agreement (CFP-16-2) 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: August 2, 2016