

MIDDLESEX WATER CO
Form 10-K/A
March 15, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 10-K/A

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2010

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
(State of Incorporation)

22-1114430
(IRS employer identification no.)

1500 Ronson Road, Iselin NJ 08830
(Address of principal executive offices, including zip code)
(732) 634-1500

(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class:
Common Stock, No Par Value

Name of each exchange on which registered:
The NASDAQ Stock Market, LLC

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 and posted on their corporate web site, if any, every

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Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrants were required to submit and post such files). Yes " No "

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 aggregate market value of the voting stock held by non-affiliates of the registrant at June 30, 2010 was \$245,798,155 based on the closing market price of \$15.85 per share.

The number of shares outstanding for each of the registrant's classes of common stock, as of March 4, 2011:

Common Stock, No par Value 15,586,657 shares outstanding

Documents Incorporated by Reference

Proxy Statement to be filed in connection with the Registrant's Annual Meeting of Stockholders to be held on May 24, 2011, which will be filed with the Securities and Exchange Commission within 120 days of the end of our 2010 fiscal year, is incorporated by reference into Part III.

Amended Item

This amendment to Annual Report on Form 10-K/A ("Form 10-K/A") is filed to amend the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010. This amendment to Form 10-K/A is filed for the purpose of including an amended Part IV "Signatures" section in order to include the date of signature inadvertently omitted for the Directors, Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer. The amended introduction to their signatures reads in its entirety as follows:

“Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed below by the following persons, on behalf of the registrant and in the capacities indicated on March 9, 2011”.

Other than the revised Signatures page and updated Section 302 and 906 Certifications (Exhibits 31, 31.1, 32 and 32.1), no other changes have been made to the Registrant's original Annual Report on Form 10-K for the year ended December 31, 2010 as filed on March 9, 2011.

Exhibits

See the Exhibit Index immediately following the Signatures page.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, 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 and Chief Financial
Officer

Date: March 15, 2011

EXHIBIT INDEX

Exhibits designated with an asterisk (*) are filed herewith. The exhibits not so designated have heretofore been filed with the Commission and are incorporated herein by reference to the documents indicated in the previous filing columns following the description of such exhibits. Exhibits designated with a dagger (†) are management contracts or compensatory plans.

| Exhibit No. | Document Description | Previous Registration No. | Filing's Exhibit No. |
|-------------|--|---------------------------------|----------------------------|
| 3.1 | Certificate of Amendment to the Restated Certificate of Incorporation, filed with the State of New Jersey on June 19, 1997, included as Exhibit 3.1 to the Company's Current Report on Form 8-K filed April 30, 2010. | | |
| 3.2 | Certificate of Amendment to the Restated Certificate of Incorporation, filed with the State of New Jersey on May 27, 1998, filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 1998. | | |
| 3.3 | Certificate of Correction of Middlesex Water Company filed with the State of New Jersey on April 30, 1999, filed as Exhibit 3.3 of 2003 Form 10-K/A-2. | | |
| 3.4 | Certificate of Amendment to the Restated Certificate of Incorporation Middlesex Water Company, filed with the State of New Jersey on February 17, 2000, filed as Exhibit 3.4 of 2003 Form 10-K/A-2. | | |
| 3.5 | Certificate of Amendment to the Restated Certificate of Incorporation Middlesex Water Company, filed with the State of New Jersey on June 5, 2002, filed as Exhibit 3.5 of 2003 Form 10-K/A-2. | | |
| 3.6 | Certificate of Amendment to the Restated Certificate of Incorporation, filed with the State of New Jersey on June 10, 1998, filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 1998. | | |
| 3.7 | Bylaws of the Company, as amended, filed as Exhibit 4.1 of 2010 Second Quarter Form 10-Q. | | |
| 4.1 | Form of Common Stock Certificate. | 2-55058 | 2(a) |
| 10.1 | Copy of Purchased Water Agreement between the Company and Elizabethtown Water Company, filed as Exhibit 10 of 2006 First Quarter Form 10-Q. | | |
| 10.2 | Copy of Mortgage, dated April 1, 1927, between the Company and Union County Trust Company, as Trustee, as supplemented by | 2-15795 | 4(a)-4(f) |

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Supplemental Indentures, dated as of October 1, 1939 and April 1, 1949.

| | | | |
|------|---|----------|-----------|
| 10.3 | Copy of Supplemental Indenture, dated as of July 1, 1964 and June 15, 1991, between the Company and Union County Trust Company, as Trustee. | 33-54922 | 10.4-10.9 |
|------|---|----------|-----------|

| | | | |
|------|--|----------|-------|
| 10.4 | Copy of Supply Agreement, dated as of November 17, 1986, between the Company and the Old Bridge Municipal Utilities Authority. | 33-31476 | 10.12 |
|------|--|----------|-------|

EXHIBIT INDEX

| Exhibit No. | Document Description | Previous Registration No. | Filing's Exhibit No. |
|-------------|--|---------------------------|----------------------|
| 10.5 | Copy of Supply Agreement, dated as of July 14, 1987, between the Company and the Marlboro Township Municipal Utilities Authority, as amended. | 33-31476 | 10.13 |
| 10.6 | Copy of Supply Agreement, dated as of February 11, 1988, with modifications dated February 25, 1992, and April 20, 1994, between the Company and the Borough of Sayreville filed as Exhibit No. 10.11 of 1994 First Quarter Form 10-Q. | | |
| 10.7 | Copy of Water Purchase Contract, dated as of September 25, 2003, between the Company and the New Jersey Water Supply Authority, filed as Exhibit No. 10.7 of 2003 Form 10-K. | | |
| 10.8 | Copy of Treating and Pumping Agreement, dated April 9, 1984, between the Company and the Township of East Brunswick. | 33-31476 | 10.17 |
| 10.9 | Copy of Supply Agreement, dated June 4, 1990, between the Company and Edison Township. | 33-54922 | 10.24 |
| 10.10 | Copy of amended Supply Agreement, between the Company and the Borough of Highland Park, filed as Exhibit No. 10.1 of 2006 First Quarter Form 10-Q. | | |
| (t)10.11 | Copy of Supplemental Executive Retirement Plan, filed as Exhibit 10.13 of 1999 Third Quarter Form 10-Q. | | |
| (t)10.12(a) | Copy of 2008 Restricted Stock Plan, filed as Appendix A to the Company's Definitive Proxy Statement, dated and filed April 11, 2008. | | |
| (t)10.12(b) | Copy of 2008 Outside Director Stock Compensation Stock Plan, filed as Appendix B to the Company's Definitive Proxy Statement, dated and filed April 11, 2008. | | |
| (t)10.13(a) | Change in Control Termination Agreement between Middlesex Water Company and Dennis W. Doll), filed as Exhibit 10.13(a) of the 2008 Form 10-K. | | |
| (t)10.13(b) | Change in Control Termination Agreement between Middlesex Water Company and A. Bruce O'Connor), filed as Exhibit 10.13(b) of the 2008 Form 10-K. | | |
| (t)10.13(c) | Change in Control Termination Agreement between Middlesex Water Company and Richard M. Risoldi), filed as Exhibit 10.13(d) of the 2008 Form 10-K. | | |

(t)10.13(d) Change in Control Termination Agreement between Middlesex Water Company and Kenneth J. Quinn), filed as Exhibit 10.13(e) of the 2008 Form 10-K.

(t)10.13(e) Change in Control Termination Agreement between Middlesex Water Company and James P. Garrett), filed as Exhibit 10.13(f) of the 2008 Form 10-K.

EXHIBIT INDEX

| Exhibit No. | Document Description | Previous Registration No. | Filing's Exhibit No. |
|-------------|---|---------------------------|----------------------|
| (t)10.13(f) | Change in Control Termination Agreement between Tidewater Utilities, Inc. and Gerard L. Esposito), filed as Exhibit 10.13(g) of the 2008 Form 10-K. | | |
| (t)10.13(g) | Change in Control Termination Agreement between Middlesex Water Company and Bernadette M. Sohler), filed as Exhibit 10.13(h) of the 2008 Form 10-K. | | |
| 10.14 | Copy of Transmission Agreement, dated October 16, 1992, between the Company and the Township of East Brunswick. | 33-54922 | 10.23 |
| 10.15 | Copy of Supplemental Indentures, dated September 1, 1993, (Series S & T) and January 1, 1994, (Series V), between the Company and United Counties Trust Company, as Trustee, filed as Exhibit No. 10.22 of 1993 Form 10-K. | | |
| 10.16 | Copy of Trust Indentures, dated September 1, 1993, (Series S & T) and January 1, 1994, (Series V), between the New Jersey Economic Development Authority and First Fidelity Bank (Series S & T), as Trustee, and Midlantic National Bank (Series V), as Trustee, filed as Exhibit No. 10.23 of 1993 Form 10-K. | | |
| 10.17 | Copy of Supplemental Indenture dated October 15, 1998 between Middlesex Water Company and First Union National Bank, as Trustee. Copy of Loan Agreement dated November 1, 1998 between the New Jersey Environmental Infrastructure Trust and Middlesex Water Company (Series X), filed as Exhibit No. 10.22 of the 1998 Third Quarter Form 10-Q. | | |
| 10.18 | Copy of Supplemental Indenture dated October 15, 1998 between Middlesex Water Company and First Union National Bank, as Trustee. Copy of Loan Agreement dated November 1, 1998 between the State of New Jersey Environmental Infrastructure Trust and Middlesex Water Company (Series Y), filed as Exhibit No. 10.23 of the 1998 Third Quarter Form 10-Q. | | |
| 10.19 | Copy of Operation, Maintenance and Management Services Agreement dated January 1, 1999 between the Company City of Perth Amboy, Middlesex County Improvement Authority and Utility Service Affiliates, Inc. | 333-66727 | 10.24 |
| 10.20 | Copy of Supplemental Indenture dated October 15, 1999 between Middlesex Water Company and First Union National Bank, as Trustee | | |

and copy of Loan Agreement dated November 1, 1999 between the State of New Jersey and Middlesex Water Company (Series Z), filed as Exhibit No. 10.25 of the 1999 Form 10-K.

EXHIBIT INDEX

| Exhibit No. | Document Description | Previous Registration No. | Filing's Exhibit No. |
|-------------|--|---------------------------------|----------------------------|
| 10.21 | Copy of Supplemental Indenture dated October 15, 1999 between Middlesex Water Company and First Union National Bank, as Trustee and copy of Loan Agreement dated November 1, 1999 between the New Jersey Environmental Infrastructure Trust and Middlesex Water Company (Series AA), filed as Exhibit No. 10.26 of the 1999 Form 10-K. | | |
| 10.22 | Copy of Supplemental Indenture dated October 15, 2001 between Middlesex Water Company and First Union National Bank, as Trustee and copy of Loan Agreement dated November 1, 2001 between the State of New Jersey and Middlesex Water Company (Series BB). Filed as Exhibit No. 10.22 of the 2001 Form 10-K. | | |
| 10.23 | Copy of Supplemental Indenture dated October 15, 2001 between Middlesex Water Company and First Union National Bank, as Trustee and copy of Loan Agreement dated November 1, 2001 between the New Jersey Environmental Infrastructure Trust and Middlesex Water Company (Series CC). Filed as Exhibit No. 10.22 of the 2001 Form 10-K. | | |
| 10.24 | Copy of Supplemental Indenture dated January 15, 2002 between Middlesex Water Company and First Union National Bank, as Trustee and copy of Loan Agreement dated January 1, 2002 between the New Jersey Economic Development Authority and Middlesex Water Company (Series DD), filed as Exhibit No. 10.24 of the 2001 Form 10-K. | | |
| 10.25 | Copy of Supplemental Indenture dated March 1, 1998 between Middlesex Water Company and First Union National Bank, as Trustee. Copy of Trust Indenture dated March 1, 1998 between the New Jersey Economic Development Authority and PNC Bank, National Association, as Trustee (Series W), filed as Exhibit No. 10.21 of the 1998 Third Quarter Form 10-Q. | | |
| 10.26 | Copy of Supplemental Indenture dated October 15, 2004 between Middlesex Water Company and Wachovia Bank, as Trustee and copy of Loan Agreement dated November 1, 2004 between the State of New Jersey and Middlesex Water Company (Series EE), filed as Exhibit No. 10.26 of the 2004 Form 10-K. | | |
| 10.27 | | | |

Copy of Supplemental Indenture dated October 15, 2004 between Middlesex Water Company and Wachovia Bank, as Trustee and copy of Loan Agreement dated November 1, 2004 between the New Jersey Environmental Infrastructure Trust and Middlesex Water Company (Series FF), filed as Exhibit No. 10.27 of the 2004 Form 10-K.

EXHIBIT INDEX

| Exhibit No. | Document Description | Previous Registration No. | Filing's Exhibit No. |
|-------------|---|---------------------------------|----------------------------|
| 10.28 | Copy of Promissory Notes and Amendment to Combination Water Utility Real Estate Mortgage and Security Agreement, by Tidewater Utilities, Inc., Dated March 19, 2009, filed as Exhibit No. 10.28 of the 2009 First Quarter Form 10-Q. | | |
| 10.29 | Copy of Supply Agreement, between the Company and the City of Rahway, filed as Exhibit No. 10.2 of 2006 First Quarter Form 10-Q. | | |
| 10.30 | Copy of Supplemental Indenture dated October 15, 2006 between Middlesex Water Company and U.S. Bank National Association, as Trustee and copy of Loan Agreement dated November 1, 2006 between the State of New Jersey and Middlesex Water Company (Series GG), filed as Exhibit No. 10.30 of the 2006 Form 10-K. | | |
| 10.31 | Copy of Supplemental Indenture dated October 15, 2006 between Middlesex Water Company and U.S. Bank National Association, as Trustee and copy of Loan Agreement dated November 1, 2006 between the New Jersey Environmental Infrastructure Trust and Middlesex Water Company (Series HH), filed as Exhibit No. 10.31 of the 2006 Form 10-K. | | |
| 10.32 | Copy of Loan Agreement By and Between New Jersey Environmental Infrastructure Trust and Middlesex Water Company dated as of November 1, 2007 (Series II), filed as Exhibit No. 10.32 of the 2007 Form 10-K. | | |
| 10.33 | Copy of Loan Agreement By and Between The State of New Jersey, Acting By and Through The New Jersey Department of Environmental Protection, and Middlesex Water Company dated as of November 1, 2007 (Series JJ), filed as Exhibit 10.33 of the 2007 Form 10-K. | | |
| 10.34 | Copy of Loan Agreement By and Between New Jersey Environmental Infrastructure Trust and Middlesex Water Company dated as of November 1, 2008 (Series KK), filed as Exhibit 10.34 of the 2008 Form 10-K. | | |
| 10.35 | Copy of Loan Agreement By and Between The State of New Jersey, Acting By and Through The New Jersey Department of Environmental Protection, and Middlesex Water Company dated as of November 1, 2008 (Series LL)), filed as Exhibit 10.35 of the 2008 Form 10-K. | | |

10.36 Registration Statement, Form S-3, under Securities Act of 1933 filed 333-160757
July 23, 2009, relating to the Dividend Reinvestment and Common
Stock Purchase Plan.

10.37 Amended and Restated Line of Credit Note and PNC Bank, filed as
Exhibit 10.2 to the Company's Current Report on Form 8-K filed April
30, 2010

EXHIBIT INDEX

| Exhibit No. | Document Description |
|-------------|---|
| 10.38 | Uncommitted Line of Credit Letter Agreement and Master Promissory Note between registrant and Bank of America, N.A., filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed April 30, 2010. |
| 10.39 | Uncommitted Line of Credit Letter Agreement between registrant's wholly-owned subsidiary Utility Services Affiliates (Amboy) Inc. and Bank of America, N.A., filed as Exhibit 10.3 to the Company's Current Report on Form 8-K filed April 30, 2010. |
| 10.40 | Promissory Note for a committed line of credit between registrant's wholly-owned subsidiary Tidewater Utilities, Inc. and Bank of America, N.A., filed as Exhibit 10.4 to the Company's Current Report on Form 8-K filed April 30, 2010. |
| 10.41 | Copy of Loan Agreement By and Between The state of New Jersey, Acting By and Through The New Jersey Department of Environmental Protection and Middlesex Water Company, dated as of December 1, 2010 (Series MM), filed as Exhibit 10.41 of the 2010 Form 10-K. |
| 10.42 | Copy of Loan Agreement By and Between New Jersey Environmental Infrastructure Trust and Middlesex Water Company, dated as of December 1, 2010 (Series NN), filed as Exhibit 10.42 of the 2010 Form 10-K. |
| 21 | Middlesex Water Company Subsidiaries. Filed as Exhibit 21 of the 2010 Form 10-K. |
| 23.1 | Consent of Independent Registered Public Accounting Firm, ParenteBeard LLC. Filed as Exhibit 23.1 of the 2010 Form 10-K. |
| *31 | Section 302 Certification by Dennis W. Doll pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934. |
| *31.1 | Section 302 Certification by A. Bruce O'Connor pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934. |
| *32 | Section 906 Certification by Dennis W. Doll pursuant to 18 U.S.C. §1350. |
| *32.1 | Section 906 Certification by A. Bruce O'Connor pursuant to 18 U.S.C. §1350. |