

MIDDLESEX WATER COMPANY

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

CHARTER

There shall be a Committee of the Board of Directors titled the Corporate Governance and Nominating Committee. The members of the Committee shall be elected by the Board and be composed of independent, non-employee Directors of the Company. One member of the Committee shall serve as Chairman of the Committee. The members of the Committee shall serve one-year terms, and shall be appointed annually on such date as the Board of Directors shall determine.

STATEMENT OF POLICY

The Corporate Governance and Nominating Committee shall provide assistance to the Board of Directors in fulfilling its responsibility for matters relating to the organization of the Board of Directors; shall identify, evaluate and propose new nominees to the Board; and make recommendations to the Board on all such matters, and for other issues relating the Company's corporate governance. In addition, the Committee shall perform the risk management oversight functions listed below. In so doing, the Corporate Governance and Nominating Committee shall maintain free and open means of communication between the Directors and senior officers of the Company.

COMMITTEE MEETINGS

- The Committee shall meet regularly at times deemed appropriate by the Chair as necessary to perform the duties described above in a timely manner, but not less than twice a year. The Committee will report its actions to the Board promptly following each meeting of the Committee.
- Special meetings of the Committee may be called as needed by the Chairman or any member of the Committee, the Chairman of the Board, the Lead Director or the Chief Executive Officer.
- The Committee may request that members of management or outside consultants be present to assist the Committee in the performance of its duties.
- Minutes of each meeting will be kept and distributed to the full Board of Directors.

RESPONSIBILITIES

In carrying out its responsibilities, the Corporate Governance and Nominating Committee strives to ensure to the Directors and shareholders that the corporate governance practices of the Company are in accordance with applicable regulations and reflect the highest ethical standards.

In carrying out these responsibilities, the Corporate Governance and Nominating Committee shall on an annual basis:

- Review the performance of the Board of Directors to assure that the members demonstrate ongoing commitment to their responsibilities through appropriate attendance at meetings, adequate preparation, participation and contribution of personal expertise and experience to the various subjects under consideration by the Board.
- Review the composition of the Board of Directors to assure that it contains a reasonable balance and diversity of professional interests, business experience, financial expertise, independence and other desired qualities, including the willingness and ability to make the time commitment necessary.
- Review the Director and Officer Questionnaires and such other materials as may be necessary to determine the independence of the existing Directors.
- Review all standing and any ad-hoc committees and recommend to the full Board of Directors, as appropriate, changes in number, function or composition of committees.
- Review and assess its own performance as well as the adequacy of this Charter; and recommend to the Board any changes it considers advisable or necessary.

Additionally, in carrying out these responsibilities, the Corporate Governance and Nominating Committee shall, as needed:

- Determine the ideal skills and characteristics sought in new Board members, including depth of candidate experience, balance of professional interests on the Board, required expertise and other factors.
- Seek and identify qualified candidates for Board membership and recommend to the Board candidates for nomination and election to the Board.

- Establish procedures to review recommendations for Board membership received from stockholders and other sources. Such procedures shall include requirements that recommendations for Board membership be made in writing; that submissions include a resume or curriculum vitae of the individual being recommended; that recommendations from stockholders be accompanied by the written consent of any such person to serve if nominated; and that the Committee make inquiry of all references and any other areas deemed appropriate in fulfilling its obligations to the Board.
- Assess whether Board members whose terms of office are expiring shall be proposed for re-election to the Board.
- Review and make recommendations to the Board of Directors on matters concerning the Directors' annual retainer and meeting fees.
- Review and make recommendations to the Board of Directors with respect to succession planning.
- Review and make recommendations to the Board of Directors with respect to any management proposals to make significant organizational changes in the Company.
- Review and make recommendations to the Board of Directors on matters relating to the governance of the Company and confer with the General Counsel and senior management on matters of corporate governance as appropriate.
- Review and make recommendations to the Board of Directors regarding the Company's directors and officers liability insurance coverage.
- Perform any other duties or responsibilities required by applicable law, regulation, and listing standard, or expressly delegated to the Committee by the Board from time to time.
- Report at the next meeting of the Board of Directors all significant items discussed at any regular or special Committee meeting.
- Exercise any fiduciary, administrative or other functions as assigned to it by the Board of Directors, the Chairman of the Board or the Chief Executive Officer.

RISK MANAGEMENT OVERSIGHT

- The Committee oversees the process by which significant business, financial, brand and reputational risks are identified throughout the enterprise and reviews the strategies developed to mitigate these risks.
- The primary purpose of the Committee in fulfilling its risk management oversight responsibilities is accomplished by (i) assessing and reporting to the Board on the Company's risk environment, including its material strategic and operational risks; (ii) ensuring that management understands and accepts its responsibility for identifying, assessing, and managing risk, (iii) facilitating management's strategic focus on the Company's risk management vision and its evolution, (iv) verifying that the guidelines and policies governing the process by which risk assessment and management is undertaken and handled are comprehensive and evolve in relation to the risk profile of the Company, and (v) reviewing those risks that the Committee and management deem material to the Company's stockholders, customers and employees recognizing that management retains responsibility for all day-to-day activities of the Company, including risk management. The Committee will update the Board with a risk management status report as necessary or at the discretion of the Committee.

THIRD PARTY ASSISTANCE

If required, the Committee will have authority to retain assistance in identifying and evaluating prospective candidates for nomination and election to the Board and in exercising its other responsibilities hereunder.

This Charter shall be approved annually by the Board of Directors.

Re-Approved: February 21, 2017