

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF DELAWARE

IN THE MATTER OF THE APPLICATION OF)
CHESAPEAKE UTILITIES CORPORATION FOR) PSC DOCKET NO. 14-0412
APPROVAL OF THE ISSUANCE OF COMMON STOCK)
(FILED SEPTEMBER 17, 2014))

ORDER NO. 8654

AND NOW, this 14th day of October, 2014, the Delaware Public Service Commission (the "Commission") determines and orders the following:

WHEREAS, on September 17, 2014, Chesapeake Utilities Corporation ("Chesapeake" or the "Company") filed an application (the "Application") pursuant to 26 Del. C. §215(a)(2) seeking authority to increase the total allowed issuance of shares of Chesapeake common stock related to its Dividend Reinvestment and Direct Stock Purchase Plan ("DRP") and Retirement Savings Plan ("RSP") for the sole purpose of taking into account a recent three-for-two stock split (the "Stock Split") approved by the Company's Board of Directors; and

WHEREAS, the Application provides that on July 2, 2014, the Company's Board of Directors approved a Stock Split of the Company's outstanding common stock with shareholders receiving one share of common stock for each two shares they own; and

WHEREAS, the Stock Split will apply to all shareholders of record on August 13, 2014 and has a distribution date of September 8, 2014; and

WHEREAS, the Company is requesting approval to increase the authorization of up to 1,875,000 shares to be issued under the DRP

solely for the purpose of taking into consideration of the Stock Split; and

WHEREAS, the Company is requesting approval to increase the authorization of up to 1,650,000 shares to be issued under the RSP solely for the purpose of taking into consideration of the Stock Split; and

WHEREAS, pursuant to 26 Del. C. §215(a)(2), no public utility, without having first obtained the approval of the Commission, shall issue any stocks, stock certificates, or notes, bonds or other evidences of indebtedness payable in more than 1 year from the date thereof. In addition, 26 Del. C. §215(d) provides that the Commission must approve any issuances when it finds the same to be made in accordance with law, for a proper purpose, and is consistent with the public interest; and

WHEREAS, Commission Staff ("Staff") has examined the Application and all attached schedules and exhibits and concludes that the Company has complied with the requirements of 26 Del. C. §215(d) in that the proposed issuances of common stock due to the Stock Split will be made in accordance with law, for a proper purpose, and is consistent with the public interest for the reasons set forth above; and

WHEREAS, Staff recommends the Commission approve the Application subject to the conditions that the Company (i) may not construe this approval as a ratemaking treatment for future cases filings; (ii) obtain any necessary approval by Chesapeake's board of directors as to

the actual amount of stock to be issued and the terms and conditions of any issuance; (iii) obtain any additional necessary approvals from the Maryland and/or Florida Public Service Commission; and (iv) comply with all applicable federal securities laws.

**NOW, THEREFORE, IT IS ORDERED BY THE AFFIRMATIVE VOTE OF
NOT FEWER THAN THREE COMMISSIONERS:**

1. The Application is granted subject to the conditions that the Company (a) may not construe this approval as a ratemaking treatment for future case filings; (b) obtain any necessary approval by Chesapeake's board of directors as to the actual amount of stock to be issued and the terms and conditions of any issuance; (c) obtain any additional necessary approvals from the Maryland and/or Florida Public Service Commission; and (d) comply with all applicable federal securities laws;

2. Nothing in this Order shall be construed as a guarantee, warranty, or representation by the State of Delaware or by any agency, commission, or department thereof with respect to the indebtedness of Chesapeake that may be issued or incurred pursuant to the Application approved by this Order.

3. The Company is hereby placed on notice that the costs of the proceeding will be charged to it under the provisions of 26 Del. C. §114(b) (1).

4. The Commission reserves the jurisdiction and authority to enter such further Orders in this matter as may be deemed necessary or proper.

BY ORDER OF THE COMMISSION:

Chair

/s/ Joann T. Conaway
Commissioner

/s/ Jeffrey J. Clark
Commissioner

/s/ Jaymes B. Lester
Commissioner

/s/ Harold B. Gray
Commissioner

ATTEST:

/s/ Alisa Carrow Bentley
Secretary