

ARTESIAN RESOURCES CORP

Form 11-K

July 01, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2008

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 000-18516

A. FULL TITLE OF THE PLAN AND THE ADDRESS OF THE PLAN, IF DIFFERENT FROM THAT OF THE ISSUER NAMED BELOW:

ARTESIAN RETIREMENT PLAN

B. NAME OF ISSUER OF THE SECURITIES HELD PURSUANT TO THE PLAN AND THE ADDRESS OF ITS PRINCIPAL EXECUTIVE OFFICE:

ARTESIAN RESOURCES CORPORATION
664 CHURCHMANS RD.
NEWARK, DE 19702

Artesian Resources Corporation
Retirement Plan
Financial Statements
December 31, 2008

Table of Contents

	Page
<u>Independent Auditors' Report</u>	2
Financial Statements	
<u>Statement of Net Assets Available for Benefits — December 31, 2008</u>	3
<u>Statement of Net Assets Available for Benefits — December 31, 2007</u>	4
<u>Statement of Changes in Net Assets Available for Benefits For the Year Ended December 31, 2008</u>	5
<u>Notes to the Financial Statements</u>	6-15
<u>Supplementary Information</u>	
<u>Schedule H, Part IV, Line 4i - Schedule of Assets Held for Investment Purposes</u>	16

Consent of McBride Shopa and Company

Independent Auditors' Report

Participants, Board of Trustees and
Administrator of Artesian Resources Corporation
Retirement Plan

We have audited the accompanying statements of net assets available for benefits of Artesian Resources Corporation Retirement Plan as of December 31, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended December 31, 2008. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform an audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Artesian Resources Corporation Retirement Plan as of December 31, 2008 and 2007, and the changes in net assets available for plan benefits for the year ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held for investment purposes, referred to as, "supplementary information", is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplementary information is the responsibility of the Plan's management. The supplementary information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

McBride Shopa and Company, P.A.

Wilmington, Delaware
July 1, 2009

Table of Contents

Artesian Resources Corporation
Retirement Plan
Statement of Net Assets Available for Benefits
December 31, 2008

	Total	Non-Participant Directed	Participant Directed	Loan Fund
ASSETS				
Cash	\$ 1,435	\$ 16	\$ 1,419	\$ 0
Investments, at fair value				
Artesian Resources Corp. Class A non-voting common stock	2,453,097	1,009	2,452,088	0
Collective trusts	2,509,137	792,022	1,717,115	0
Mutual funds	13,257,984	4,029,127	9,228,857	0
Investments, at cost that approximate fair value				
Loans to participants	242,391	0	0	242,391
Total investments	18,464,044	4,822,174	13,399,479	242,391
Contribution receivable				
Employer	146,851	138,065	8,786	0
Participants	0	0	0	0
Total assets	18,610,895	4,960,239	13,408,265	242,391
LIABILITIES				
	0	0	0	0
NET ASSETS AVAILABLE FOR BENEFITS	\$ 18,610,895	\$ 4,960,239	\$ 13,408,265	\$ 242,391
See accompanying notes to financial statements.				

Table of Contents

Artesian Resources Corporation
Retirement Plan
Statement of Net Assets Available for Benefits
December 31, 2007

	Total	Non-Participant Directed	Participant Directed	Loan Fund
ASSETS				
Cash	\$ 21,130	\$ 3,727	\$ 17,403	\$ 0
Investments, at fair value				
Artesian Resources Corp. Class A non-voting common stock	2,651,518	382,623	2,268,895	0
Collective trusts	1,818,051	552,921	1,265,130	0
Mutual funds	19,906,221	6,009,601	13,896,620	0
Investments, at cost that approximate fair value				
Loans to participants	268,335	0	0	268,335
Total investments	24,665,255	6,948,872	17,448,048	268,335
Contribution receivable				
Employer	186,551	186,551	0	0
Participants	0	0	0	0
Total assets	24,851,806	7,135,423	17,448,048	268,335
LIABILITIES				
Distributions Payable	13,937	760	13,177	0
NET ASSETS AVAILABLE FOR BENEFITS	\$ 24,837,869	\$ 7,134,663	\$ 17,434,871	\$ 268,335
See accompanying notes to financial statements.				

Table of Contents

Artesian Resources Corporation
Retirement Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2008

	Total	Non-Participant Directed	Participant Directed	Loan Fund
ADDITIONS TO NET ASSETS ATTRIBUTED TO				
Net investment income				
Artesian Resources Corp. Class A non-voting common stock dividends	\$ 101,479	\$ 3,500	\$ 97,979	\$ 0
Interest and dividend income from other investments	803,282	387,711	415,571	0
Interest income from participant loans	20,618	0	0	20,618
Net appreciation (depreciation) in fair value of investments	(8,447,987)	(2,571,379)	(5,876,608)	0
Contributions				
Employer	828,896	525,671	303,225	0
Participants	978,084	0	978,084	0
	(5,715,628)	(1,654,497)	(4,081,749)	20,618
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO				
Participant Distributions	(510,618)	(151,038)	(334,252)	(25,328)
Administrative Expense	(728)	(224)	(504)	0
Transfers	0	(368,665)	368,665	0
Loan Transfers	0	0	21,234	(21,234)
	(511,346)	(519,927)	55,143	(46,562)
NET INCREASE/(DECREASE)	(6,226,974)	(2,174,424)	(4,026,606)	(25,944)
NET ASSETS AVAILABLE FOR BENEFITS-BEGINNING OF YEAR	24,837,869	7,134,663	17,434,871	268,335
NET ASSETS AVAILABLE FOR BENEFITS — END OF YEAR	\$ 18,610,895	\$ 4,960,239	\$ 13,408,265	\$ 242,391
See accompanying notes to financial statements.				

Table of Contents

Artesian Resources Corporation
Retirement Plan
Notes to the Financial Statements

Note A — Description of the Plan

1. General

Effective July 1, 1984, Artesian Resources Corporation (the Company) established the Artesian Resources Corporation Retirement Plan (the Plan) as a defined contribution retirement plan for its employees. Pursuant to Internal Revenue Code (IRC) Section 401(k), the Plan permits employees to exclude contributions to the Plan from their current taxable income, subject to certain limits. The Plan is administered by a Committee of Trustees, which consists of six members appointed by the Company's Board of Directors. Plan administration expenses may be paid out of the Plan unless paid by the Company. (Note C).

2. Participation, Vesting, and Withdrawals

Generally, all employees are eligible for Plan participation after attaining age 21 and completing 1,000 hours of service during a one-year period. Employees may elect to make tax-deductible contributions up to the IRC limitation of \$15,500 (\$20,500 for participants age 50 and older) for all deferrals under all plans in 2008 (basic contribution). For every dollar an employee contributes up to 6% of compensation, the Company will provide a 50% matching contribution. In each Plan year, the Company may make a discretionary contribution to the Plan based on up to 2% of compensation for all employees eligible to participate in the Plan. The full discretionary contribution was made for 2008. The total matching, discretionary and service contributions in 2008 were \$303,225, \$267,037 and \$258,635, respectively.

Effective January 1, 2007, the Company's Board of Directors, at its sole discretion, may make a Special Discretionary Stock Contribution to the Plan. A Special Discretionary Stock Contribution of was not made for 2008.

Participant contributions, and the related earnings, are fully vested. Company contributions, and the related earnings, vest as follows:

Table of Contents

Artesian Resources Corporation
Retirement Plan
Notes to the Financial Statements (Continued)

Note A — Description of the Plan (Continued)

2. Participation, Vesting, and Withdrawals (Continued)

Years of Service	Vested Percentage
Less than 2	0%
2 but less than 3	20%
3 but less than 4	40%
4 but less than 5	60%
5 but less than 6	80%
6 years or more	100%

Any forfeitures of nonvested contributions are offset against required Company contributions. Withdrawals may generally commence without penalty upon attaining age 59½ or for situations involving hardship, as defined in the Plan and the IRC.

The Company also sponsored another defined contribution plan for its employees, the Supplemental Plan, which was merged into the Plan on March 31, 2000. The contribution and vesting guidelines for the participants of the Supplemental Plan continued and consist of the following:

- Only employees as of April 26, 1994 are eligible for participation.
- A service contribution is made by the Company to the Plan for all eligible participants each quarter based upon each employee's years of service and current compensation in accordance with the following schedule:

Years of Service	Percentage of Compensation
1 – 5	2%
6 – 10	4%
11 – 20	5%
over 20	6%

- Participant contributions, and the related earnings thereon, are fully vested at all times. Company contributions, and the related earnings thereon, vest as follows:

Table of Contents

Artesian Resources Corporation
Retirement Plan
Notes to the Financial Statements (Continued)

Note A — Description of the Plan (Continued)

2. Participation, Vesting, and Withdrawals (Continued)

Years of Service	Vested Percentage
Less than 2	0%
2 but less than 3	20%
3 but less than 4	40%
4 but less than 5	60%
5 but less than 6	80%
6 years or more	100%

- Forfeitures are offset against required Company contributions. Any participant who separates from the Company for any reason, shall be entitled to receive the vested interest in their account.

3. Investment Elections

Participants may allocate basic contributions among the various mutual fund investments and/or the Company's Class A non-voting common stock.

Participants may elect an allocation among one or more of the investment funds in multiples of 1% with a minimum investment of 1% in any selected fund.

Discretionary Company contributions are invested by the Trustee in a uniform manner for all participants.

4. Loans

Participants may borrow from the Plan under the following guidelines:

- A participant may borrow as much as 50% of his or her account balance, subject to certain minimum and maximum limitations as defined in the Plan.
- Loans are repaid over a period not to exceed five years, unless the loan is to buy, build, or substantially rehabilitate the borrower's principal residence.
- The participant's account balance is secured as collateral when the loan is executed. If a participant defaults on a loan, the loan is treated as a distribution from the Plan to the participant.

Table of Contents

Artesian Resources Corporation
Retirement Plan
Notes to the Financial Statements (Continued)

Note A — Description of the Plan (Continued)

4. Loans (Continued)

- Interest rates on loans are prime plus 1% at the date of the loan.
- As loans are repaid to the Plan, the total payment, principal plus interest, is credited back to the participant's account.

As disclosed in the statement of changes in net assets available for benefits, the net transfer into participant loans for the year ended December 31, 2008 was made up of the following:

New loans	\$ 28,000
Loan repayments	(28,934)
Transfer of interest income net of default interest of \$318	(20,300)
	\$ (21,234)

5. Benefits

Participants are entitled to a benefit payment equal to the amount credited to their accounts upon retirement, upon permanent disability, at age 59½, or upon termination of employment or death. In the event of death of a participant, a death benefit payment is made to the participant's beneficiary. In the event of termination, distributions of less than \$5,000 must be made in a lump sum. All other distributions may be made in the form of a joint and survivor annuity, installments, or in a lump sum subject to certain restrictions as defined in the Plan.

6. Termination

The Company may amend or terminate the Plan. In the event of Plan termination, the accounts of all participants affected shall become fully vested and nonforfeitable. Assets remaining in the Plan may be immediately distributed to the participants, inactive participants, and beneficiaries in proportion to their respective account balances; or the trust may be continued with distributions made at such time and in such manner as though the Plan had not been terminated.

Table of Contents

Artesian Resources Corporation
Retirement Plan
Notes to the Financial Statements (Continued)

Note B — Significant Accounting Policies

1. Basis of Accounting

For financial reporting purposes, the assets and liabilities of the Plan are reflected on the accrual basis of accounting.

2. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

3. Investment Valuation and Income Recognition

Plan assets held in mutual funds and the Company's Class A non-voting common stock are unsecured and are valued at fair value based on quoted market prices. Plan assets held in collective trusts are unsecured and are valued at trading unit prices, which approximates fair value.

In accordance with the policy of stating investments at fair value, net unrealized appreciation (depreciation) for the year is included in the statement of changes in net assets available for benefits. Participant loans are valued at cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

4. Participant Distributions

Participant distributions are generally recorded when paid.

Table of Contents

Artesian Resources Corporation
Retirement Plan
Notes to the Financial Statements (Continued)

Note B — Significant Accounting Policies (Continued)

5. Income Taxes

The Internal Revenue Service has determined and informed the Company by a letter dated March 19, 2002, that the original Plan plus amendments is qualified and the trust established under the Plan is tax exempt under the appropriate sections of the Internal Revenue Code.

The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the financial statements.

Note C — Plan Administration Expenses

Plan administration fees are based on asset value and number of participants. The Plan invests in various mutual funds with revenue-sharing agreements that help to offset fees. The Company paid the following net Plan expenses on behalf of the Plan in 2008:

Fees charged to the Plan	\$ 80,482
Revenue-sharing offsets	(68,200)
Net Plan expenses	\$ 12,282

Note D — Credit Risk

The Plan has no investment in mutual fund money market accounts at December 31, 2008.

Note E — Market Risk

All investments in the Plan, including holdings in the Company's Class A non-voting common stock, are subject to market risk.

Table of Contents

Artesian Resources Corporation
Retirement Plan
Notes to the Financial Statements (Continued)

Note F —Investments

During 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

Artesian Resources Corp. Class A non-voting common stock	\$ (431,354)
Collective trusts	81,800
Mutual funds	(8,098,433)
	\$ (8,447,987)

The following investments each represent 5% or more of the net assets available for benefits at December 31:

	2008*	2007*
Common Stocks		
Artesian Resources Corp.		
Class A non-voting common stock	\$ 2,453,097	\$ 2,651,518
Collective Trusts		
Gartmore Morley Trust Co.		
Stable Value Fund	2,509,137	1,818,051
Mutual Funds		
American Funds Growth		
Fund of America A	3,064,869	5,030,978
Davis Funds NY Venture A	3,119,778	5,115,098
Dodge & Cox Funds		
Stock Fund	1,889,395	3,183,697
PIMCO Funds Total Return		
Fund Admin	2,553,808	2,137,601

*Includes both nonparticipant directed and participant directed funds.

Table of Contents

Artesian Resources Corporation
Retirement Plan
Notes to the Financial Statements (Continued)

Note F – Investments (Continued)

The Plan adopted Financial Accounting Standards Board (“FASB”) Statement of Financial Accounting Standards (“SFAS”) No. 157, “Fair Value Measurements” on January 1, 2008. This statement defines fair value, establishes a framework for using fair value to measure assets and liabilities, and expands disclosures about fair value measurements. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB Statement No. 157 are as follows:

- Level 1: unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access;
- Level 2: inputs other than Level 1 that are observable, either directly or indirectly, such as quoted market prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in non-active markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or
- Level 3: inputs that are unobservable and significant to the fair value measurement.

The asset’s or liability’s fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Table of Contents

Artesian Resources Corporation
Retirement Plan
Notes to the Financial Statements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008:

	Investments at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 13,259,419	\$ --	\$ --	\$ 13,259,419
Artesian Resources Corporation Class A non-voting common stock	2,453,097	--	--	2,453,097
Common collective fund	--	2,509,137		2,509,137
Participant loans	--	--	242,391	242,391
Total investments at fair value	\$ 15,712,516	\$ 2,509,137	\$ 242,391	\$ 18,464,044

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2008:

	Participant loans
Balance, beginning of year	\$ 268,335
New loans issued, loans distributed and loan principal repayments, net	(25,944)
Balance, end of year	\$ 242,391

Table of Contents

Artesian Resources Corporation
Retirement Plan
Notes to the Financial Statements (Continued)

Note G —Distributions Payable

Amounts allocated to withdrawing participants are reported on the Schedule H of Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, but not yet paid as of that date.

At December 31, 2008 and 2007, net assets available for plan benefits included \$0 and \$13,937 respectively, for distributions to participants who have requested a distribution from the Plan prior to the end of the Plan year.

Supplementary Information

Artesian Resources Corporation

Retirement Plan

EIN 51-0002090, Plan No. 003

Schedule H, Part IV, Line 4i: Schedule of Assets Held for Investment

Purposes at End of Year as of December 31, 2008

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	Cost**	Current Value**
	Cash			
	Investment Fund	Liquidity Fund	\$ 1,435	\$ 1,435
	Common Stocks			
*	Artesian Resources Corporation	Class A non-voting common stock	2,248,329	2,453,097
	Collective Trusts			
	Gartmore Morley Trust Co.	Stable Value Fund	2,261,857	2,509,137
	Mutual Funds			
	American Fund	Growth Fund of America A	3,613,637	3,064,869
	Calamos	Growth A	711,133	417,248
	Columbia Funds	Acorn Z	647,795	451,935
	Columbia Funds	Mid-Cap Value A	149,888	87,530
	Davis Funds	New York Venture A	3,285,661	3,119,778
	Dodge & Cox Funds	Balanced	141,579	94,480
	Dodge & Cox Funds	Stock Fund	2,853,292	1,889,395
	Lord Abbett	Mid-Cap Value A	655,732	349,357
	PIMCO Funds	Total Return Fund Admin.	2,662,009	2,553,808
	Royce	Low Priced Stock	564,550	371,907
	Templeton Funds	Foreign Fund R	1,649,668	835,098
	Vanguard	Balanced Index	20,783	22,579
			16,955,727	13,257,984
	Participant Loans			
	Various participants	Interest rates range from 5.00% to 9.75%, can borrow up to 50% of account balance, repayment terms range from five to 15 years, secured by vested account balance.	242,391	242,391
			\$ 21,709,739	\$ 18,464,044

* Identifies the party as a "Party in Interest."

**

Includes both nonparticipant directed and participant directed funds.

Table of Contents

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Administrative Committee has duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized.

ARTESIAN RETIREMENT PLAN

Date: July 1, 2009 By: /s/ Joseph A. DiNunzio
Joseph A. DiNunzio
Executive Vice President and Corporate Secretary

Table of Contents

EXHIBIT INDEX

Exhibit

No.

23 Consent of McBride Shopa and Company