



**GWR**  

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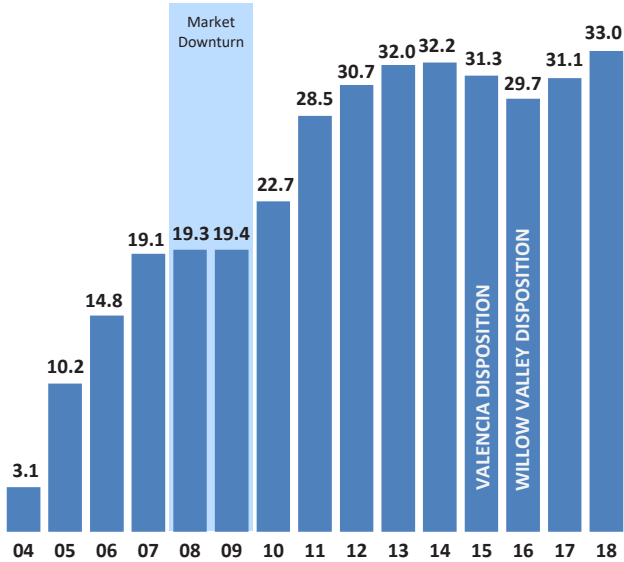
*Global Water Resources*

2018 Annual Report

**REGULATED ANNUAL REVENUE GROWTH**  
\$ MILLIONS

**18.5%**

CAGR  
2004 - 2018



**APPROVED RATE ORDER ALLOWS ANNUAL RATE INCREASES THROUGH 2021**

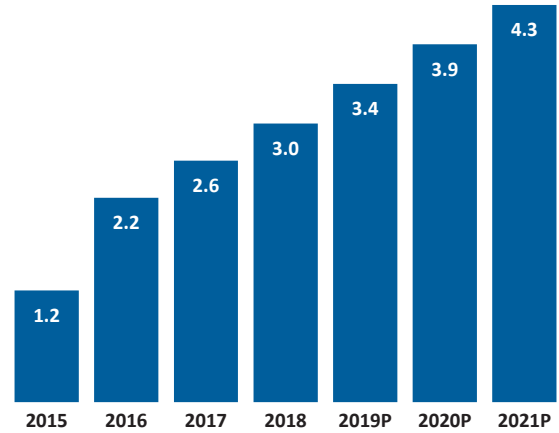
**\$1.3M**

of Additional Annualized Revenue Based on 2018 Connections

**~3.6%**

Increase over 2018 Regulated Revenue

**PHASED-IN REVENUE INCREASE**  
\$ MILLIONS



Based on 2018 connections, excluding Valencia, Willow Valley, and the impact of the 2017 Tax Cuts and Jobs Act.

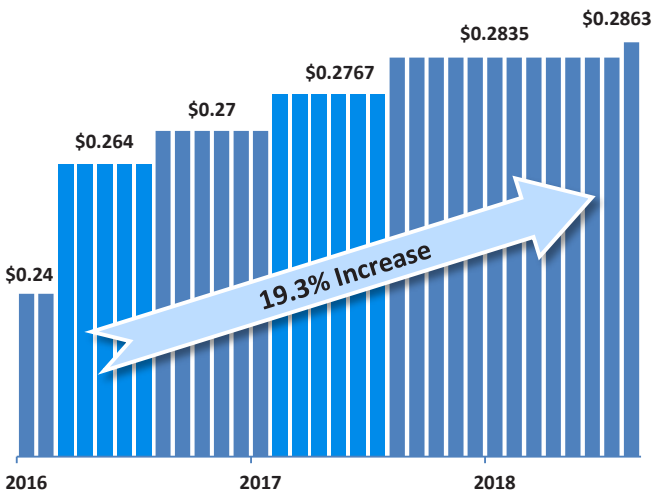
**DIVIDEND POLICY & MONTHLY HISTORY SINCE U.S. IPO**

**~\$0.29**

Current Annualized Dividend Paid Monthly

**3.0%**

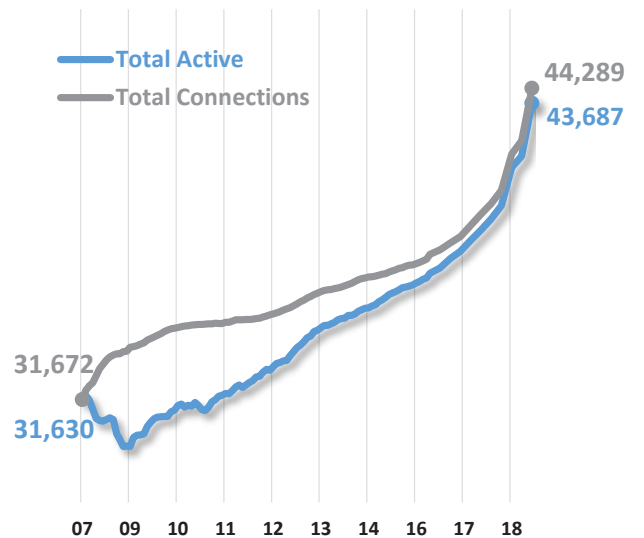
Dividend Yield @ Mar. 20, 2019



**ACTIVE & TOTAL CONNECTIONS GROWTH ACCELERATING**

**43,687**

Active Service Connections Dec. 31, 2018



At Year-end, adjusted for Willow Valley and Valencia disposition.



March 29, 2019

Dear Fellow Shareholders,

2018 was an exciting year for Global Water. We achieved successful results throughout our business, including compliance and safety, organic growth and acquisition, and completion of many significant improvement projects within the communities we serve.

First and foremost, our employees successfully completed the year with no recordable safety event incident and no environmental compliance violation. We have now posted more than 564 consecutive days without a recordable safety accident and over 1,061 days without an environmental compliance violation. This record demonstrates the exceptional performance of our dedicated employees in the delivery of safe and reliable utility service.

Global Water was named finalist in 2018 Environmental Excellence Awards by Arizona Forward for our effective implementation of Total Water Management. We appreciate this recognition of our dedication to managing scarce water resources for the benefit of the communities we serve.

For 2018, our revenues increased 13.8% to \$35.5 million. This growth was driven primarily by a \$2.5 million recognition of revenue under the infrastructure, coordination, and financing agreements that resulted from the completion of certain capital improvements. These improvements increased the capacity of our Global Water - Palo Verde Utilities, Company, LLC wastewater reclamation facility. The increase in revenue was also due to growth in active connections of 12.0% and approved rate increases. This was partially offset by reductions due to tax reform. The 12.0% connection growth rate consists of 5.2% organic growth and 6.8% acquisition growth.

Acquisitions we completed in 2018 included Global Water - Turner Ranches Irrigation, LLC ("Turner"), a non-potable irrigation water utility in Mesa, Arizona; and Global Water - Red Rock Utilities, LLC ("Red Rock"), a water and wastewater utility with service areas in Pinal and Pima counties of Arizona.

Turner added 963 connections and about seven square miles of service area. Red Rock added more than 1,650 connections and approximately nine square miles of service area. Our staff

has already applied their operational and technical expertise in on-boarding Turner and Red Rock, improving efficiency and reliability of these utilities to better serve our customers.

In July, we completed an equity raise with net proceeds of \$14.6 million. The proceeds are being used to fund acquisitions and for working capital and other general corporate purposes. We also secured a two-year revolving line of credit of up to \$8.0 million to support the company's growth initiatives. This line remains unused as of today.

The company received an extension from the IRS until the end of 2019 to defer the remaining gain realized from the disposition of Valencia Water Company. With the currently planned capital improvement projects for 2019, we expect to have fully deferred the remaining gain by end of year 2019.

Finally, we had the opportunity to add fresh perspective to our board of directors with the addition of three new members: Debra Coy, a national and international water industry expert; Brett Huckelbridge, a capital markets and fund manager expert; and David Rousseau, president of Salt River Project (SRP) which is the largest wholesale water and power entity in the State of Arizona. Combined with my new role as chairman and the designation of Dave Tedesco as lead independent director, we believe the talents of our directors will help drive growth as we continue to be a leader in customer service and water resource management.

In 2018, single-family dwelling permits in Maricopa and Pinal counties were up to 22,437 units or 13% over 2017, which was 12% over 2016 units. The forecast for the Phoenix Metropolitan Statistical area remains strong with 2019 projected to see approximately 27,000 single-family dwelling permits.

We also continue to see strong data for the City of Maricopa submarket. In 2017, we realized a 59% increase over 2016 with a total of 865 single-family dwelling permits being issued that year. That was enough to be the largest year-over-year increase of any submarket in Metro Phoenix. In 2018, permit growth is up another 18% over 2017 with 1,022 permits issued. This year-over-year acceleration supports our long-stated position that as the Metro Phoenix continues to grow, we will realize an increasingly larger market share of new homes based on the amount of lot and infrastructure capacity that exists.

Our primary objectives for 2019 are clear. We will continue to meet our primary mandate to provide safe, reliable, and sustainable service to our customers and partners. This will be essential to successfully managing growth and long-term value creation. We will also continue to take a disciplined approach growing recurring EBITDA by driving top-line revenue growth while creating operational efficiencies and carefully managing controllable expenses.

Achieving our pre-established financial budgets and operating efficiently benefits both our rate payers and our shareholders. We will also make further capital improvements as necessary and continue to routinely analyze our dividend policy.

Pursuing acquisitions with consolidation benefits is also key to our growth plans. Consolidation will complement the strong position and growth of our core regional assets, and we are committed to continue to pursue similar opportunities, both big and small. As proven by our recent acquisitions, consolidation can also improve our industry as a whole, while providing many benefits to the customers and communities we have the privilege to serve.

Finally, I would like to thank our exceptionally talented Global Water Resources teams for their tremendous efforts that made 2018 our best year yet. Also, a special word of appreciation to our stakeholders and customers for their support. You inspire us to make this new year ahead even better.

Sincerely,

A handwritten signature in blue ink, appearing to read 'R. Fleming', with a stylized flourish at the end.

**Ron L. Fleming**

Chairman, President & CEO

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

(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, 2018

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: 001-37756

**Global Water Resources, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**21410 N. 19th Avenue #220, Phoenix, AZ**

(Address of principal executive offices)

**90-0632193**

(I.R.S. Employer  
Identification No.)

**85027**

(Zip Code)

**Registrant's telephone number, including area code: (480) 360-7775**  
**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.01 per share	The NASDAQ Stock Market, LLC (NASDAQ Global Select Market)

**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 by 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 electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 Regulation S-K is not contained herein, and will not be contained, to the best of 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

The aggregate market value of the common stock held by non-affiliates of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2018) was \$185.7 million based upon the closing sale price of the registrant's common stock as reported on the NASDAQ Global Select Market. As of March 4, 2019, the registrant had 21,471,296 shares of common stock, \$0.01 par value per share, outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

The information required by Part III of this Form 10-K, to the extent not set forth herein, is incorporated herein by reference to the registrant's definitive proxy statement relating to the 2019 annual meeting of stockholders to be filed with the Securities and Exchange Commission not later than 120 days after the end of the registrant's fiscal year ended December 31, 2018.

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## EXPLANATORY NOTE

On April 28, 2016, Global Water Resources, Inc. effected a 100.68 to 1.00 stock split. Certain prior period information has been adjusted to conform to the current year presentation to reflect the stock split. All share and per share amounts presented within the financial statements and management's discussion and analysis of financial condition and results of operations have been retrospectively adjusted to reflect the impact of the stock split.

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## FORWARD-LOOKING STATEMENTS

Certain statements in this Annual Report on Form 10-K (this “Form 10-K”) of Global Water Resources, Inc. (the “Company”, “GWRI”, “we”, or “us”) and documents incorporated herein by reference are forward-looking in nature and may constitute “forward-looking information” within the meaning of applicable securities laws. Often, but not always, forward-looking statements can be identified by the words “believes”, “anticipates”, “plans”, “expects”, “intends”, “projects”, “estimates”, “objective”, “goal”, “focus”, “aim”, “should”, “could”, “may”, and similar expressions. These forward-looking statements include, but are not limited to, statements about our strategies; expectations about future business plans, prospective performance, and opportunities, including potential acquisitions; future financial performance; population and growth projections; technologies; revenues; metrics; operating expenses; market trends, including those in the markets in which we operate; liquidity; cash flows and uses of cash; dividends; amount and timing of capital expenditures; depreciation and amortization; tax payments; hedging arrangements; our ability to repay indebtedness and invest in initiatives; impact and resolutions of legal matters; the impact of tax reform; and the impact of accounting changes and other pronouncements. Forward-looking statements should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not, or the times at or by which, such performance or results will be achieved. Investors are cautioned not to place undue reliance on forward-looking information. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the factors discussed under “Risk Factors” in Item 1A of this Form 10-K and future reports that we file from time to time with the Securities and Exchange Commission (“SEC”). Although the forward-looking statements are based upon what management believes to be reasonable assumptions, investors cannot be assured that actual results will be consistent with these forward-looking statements, and the differences may be material. Except as required by law, we undertake no obligation to publicly release the results of any revision to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

## PART I

### ITEM 1. BUSINESS

#### Overview

We are a water resource management company that owns, operates, and manages water, wastewater, and recycled water utilities in strategically located communities, principally in metropolitan Phoenix, Arizona. We seek to deploy our integrated approach, which we refer to as “Total Water Management,” a term we use to mean managing the entire water cycle by owning and operating the water, wastewater, and recycled water utilities within the same geographic areas in order to both conserve water and maximize its total economic and social value. We use Total Water Management to promote sustainable communities in areas where we expect growth to outpace the existing potable water supply. Our model focuses on the broad issues of water supply and scarcity and applies principles of water conservation through water reclamation and reuse. Our basic premise is that the world's water supply is limited and yet can be stretched significantly through effective planning, the use of recycled water, and by providing individuals and communities resources that promote wise water usage practices.

We currently own twelve water and wastewater utilities in strategically targeted communities in metropolitan Phoenix. We currently serve more than 55,000 people in approximately 21,000 homes within our 352 square miles of certificated service areas, which are serviced by seven wholly-owned regulated operating subsidiaries as of December 31, 2018. Approximately 92.8% of our active service connections are customers of our Santa Cruz Water Company, LLC (“Santa Cruz”) and Palo Verde Utilities Company, LLC (“Palo Verde”) utilities, which are located within a single service area. We have grown significantly since our formation in 2003, with total revenues increasing from \$4.9 million in 2004 to \$35.5 million in 2018, and total service connections increasing from 8,113 as of December 31, 2004 to 44,289 as of December 31, 2018, with regionally planned areas large enough to serve approximately two million service connections.

#### Our Corporate History

Global Water Resources, LLC (“GWR”) was organized in 2003 to acquire, own, and manage a portfolio of water and wastewater utilities in the southwestern region of the United States (“U.S.”). Global Water Management, LLC (“GWM”) was formed as an affiliated company to provide business development, management, construction project management, operations, and administrative services to GWR and all of its regulated subsidiaries.

In early 2010, the members of GWR made the decision to raise money through the capital markets, and GWR and GWM were reorganized to form Global Water Resources, Inc., a Delaware corporation. The members established a new entity, GWR Global Water Resources Corp. ("GWRC"), which was incorporated under the Business Corporations Act (British Columbia) on March 23, 2010 to acquire shares of our common stock and to actively participate in our management, business, and operations through its representation on our board of directors and its shared management. On December 30, 2010, GWRC completed its initial public offering in Canada and its common shares were listed on the Toronto Stock Exchange.

On May 3, 2016, GWRC merged with and into the Company (the "Reorganization Transaction"). At the effective time of the merger, holders of GWRC's common shares received one share of the Company's common stock for each outstanding common share of GWRC. As a result of the merger, GWRC ceased to exist as a British Columbia corporation and the Company, governed by the corporate laws of the State of Delaware, was the surviving entity. The Reorganization Transaction was conditional upon the concurrent completion of an initial public offering of shares of common stock of the Company in the U.S. (the "U.S. IPO"), which was completed on May 3, 2016.

### **"Emerging Growth Company" Reporting Requirements**

The Company qualifies as an "emerging growth company" as defined in the Jumpstart Our Business Startups Act (the "JOBS Act"). For as long as the Company is deemed to be an emerging growth company, the Company may take advantage of certain exemptions from various regulatory reporting requirements that are applicable to other public companies. Among other things, the Company is not required to (i) provide an auditor's attestation report on the effectiveness of our system of internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"); (ii) comply with any new rules that may be adopted by the Public Company Accounting Oversight Board ("PCAOB") requiring mandatory audit firm rotation or a supplement to the auditor's report in which the auditor would be required to provide additional information about the audit and the financial statements of the issuer; (iii) comply with any new audit rules adopted by the PCAOB after April 5, 2012 unless the SEC determines otherwise; (iv) comply with any new or revised financial accounting standards applicable to public companies until such standards are also applicable to private companies under Section 102(b)(1) of the JOBS Act; (v) provide certain disclosure regarding executive compensation required of larger public companies; or (vi) hold a nonbinding advisory vote on executive compensation and obtain stockholder approval of any golden parachute payments not previously approved.

As an emerging growth company, the Company has elected to take advantage of the extended transition period for complying with new or revised accounting standards until such standards are also applicable to private companies. As a result of this election, our financial statements may not be comparable with any other public company that is not an emerging growth company (or an emerging growth company that has opted out of using the extended transition provision).

The Company will remain an emerging growth company until the earliest of (i) the last day of the first fiscal year in which our total annual gross revenues exceed \$1.07 billion; (ii) the date on which the Company is deemed to be a "large accelerated filer," as defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any successor statute, which would occur if the market value of our common stock that is held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter; (iii) the date on which the Company issues more than \$1 billion in non-convertible debt during the preceding three-year period; or (iv) the end of the 2021 fiscal year.

### **U.S. Water Industry Overview**

#### ***U.S. Water Industry Areas of Business***

The U.S. water industry has two main areas of business:

- *Utility Services to Customers.* This business includes municipal water and wastewater utilities, which are owned and operated by local governments or governmental subdivisions, and investor-owned water and wastewater utilities. Investor-owned water and wastewater utilities are generally economically regulated, including with respect to rate regulation, by public utility commissions in the states in which they operate. The utility segment is characterized by high barriers to entry, including high capital spending requirements.
- *General Water Products and Services.* This business includes manufacturing, engineering and consulting companies, and numerous other fee-for-service businesses. The activities of these businesses include the building, financing, and operating of water and wastewater utilities, utility repair services, contract operations, laboratory services, manufacturing and distribution of infrastructure and technology components, and other specialized services. At present, and upon the prior sale of the FATHOM™ business and the Loop 303 Contracts (as defined in "Management's Discussion and Analysis of Financial Condition and Results of Operations – Corporate Transactions" in Part II, Item 7 of this Form 10-K), the Company no longer performs any of these unregulated services.

## ***Key Characteristics of the U.S. Water Industry***

In the U.S., the water industry is characterized by:

- *Significant Constraints on the Availability of Fresh Water.* In Arizona, the Arizona Department of Water Resources estimates that annual water usage is 7 million acre-feet per year. Arizona has the right to use 2.8 million acre-feet from the Colorado River and approximately half of that can be delivered through the Central Arizona Project, a 336 mile diversion canal from the Colorado River to central Arizona. The Colorado River is presently over-allocated, which means that more surface water right allocations have been issued than the actual average annual flow, with allocations being determined based on data from a period during which flows were significantly higher than in recent years. The Central Arizona Project is the only means of transporting Colorado River water into central Arizona. Approximately 41% of the water used in Arizona comes from groundwater. Water in the western U.S. is being pumped from groundwater sources faster than it is replenished naturally, a condition known as overdraft. In areas of water scarcity, such as the arid western U.S., water recycling represents a relatively simple, inexpensive, and energy-efficient means of augmenting water supply as compared to transporting surface water, groundwater, or desalinated water from other locations. Approximately 70% of the water provided by municipalities is currently used for non-potable applications where recycled water could potentially be utilized.
- *Lack of Technology Utilization to Increase Operating Efficiencies and Decrease Operating Costs.* The U.S. water industry has traditionally not taken advantage of advances in technology available to enhance revenue, increase operating efficiencies, and decrease operating costs (including labor and energy costs). Areas of opportunity include automated meter reading, systems management, and administrative functions, such as customer billing and remittance systems. Key drivers for the lack of investment in technology in water and wastewater utilities have been the historical lack of incentives offered or standards imposed by regulators to achieve efficiencies and lower costs and the ownership of the U.S. water utility sector, which largely consists of small, undercapitalized, municipally-owned utilities that lack the financial and technical resources to pursue technology opportunities.
- *Highly Fragmented Ownership.* The utility segment of the U.S. water industry is highly fragmented, with approximately 50,000 water utilities and approximately 16,000 community wastewater utilities, according to the U.S. Environmental Protection Agency ("EPA"). The majority of the approximately 50,000 water utilities are small, serving a population of 500 or less, and 86% of the water utilities serve only 10% of the population.
- *Large Public Sector Ownership.* Municipally-owned utilities provide water and wastewater services for the vast majority of the U.S. population. For homes connected to a community water system, approximately 80% are provided service by municipally-owned utilities. For homes connected to a community wastewater system, about 75% are provided service by municipally-owned utilities.
- *Aging Infrastructure in Need of Significant Capital Expenditures.* Water infrastructure in the U.S. is aging and requires significant investment and stringent focus on cost control to upgrade or replace aging facilities and to provide service to growing populations. Throughout the U.S., utilities are required to make expenditures on the rehabilitation of existing utilities and on the installation of new infrastructure to accommodate growth and make improvements to water quality and wastewater discharges mandated by stricter water quality standards. Water quality standards, first introduced with the Clean Water Act in 1972 and the Safe Drinking Water Act in 1974, are becoming increasingly stringent and numerous. For water, the American Water Works Association estimates investment needs for buried drinking water infrastructure total more than \$1 trillion over the next 25 years. The American Society of Civil Engineers estimates capital investment needs to update and grow the nation's wastewater systems may be as much as \$271 billion over the next twenty years.

## ***Private Sector Opportunities***

Municipal water utilities typically fund their capital expenditure needs through user-based water and wastewater rates, municipal taxes, or the issuance of bonds. However, raising large amounts of funds required for capital investment is often challenging for municipal water utilities, which affects their ability to fund capital spending. Many smaller utilities also do not have the in-house technical and engineering resources to manage significant infrastructure or technology-related investments. In order to meet their capital spending challenges and take advantage of technology-related operating efficiencies, many municipalities are examining a combination of outsourcing and partnerships with the private sector or outright privatizations.

- Outsourcing involves municipally-owned utilities contracting with private sector service providers to provide services, such as meter reading, billing, maintenance, or asset management services.
- Public-private partnerships among government, operating companies, and private investors include arrangements, such as design, build, operate contracts; build, own, operate, and transfer contracts; and own, leaseback, and operate contracts.

- Privatization involves a transfer of responsibility for, and ownership of, the utility from the municipality to private investors.

We believe investor-owned utilities that have greater access to capital are generally more capable of making mandated and other necessary infrastructure upgrades to both water and wastewater utilities, addressing increasingly stringent environmental and human health standards, and navigating a wide variety of regulatory processes. In addition, investor-owned utilities that achieve larger scales are able to spread overhead expenses over a larger customer base, thereby reducing the costs to serve each customer. Since many administrative and support activities can be efficiently centralized to gain economies of scale and sharing of best practices, companies that participate in industry consolidation have the potential to improve operating efficiencies, lower costs, and improve service at the same time.

### **Our Strategy**

We are a water resource management company that provides water, wastewater, and recycled water utility services. We believe we are a leader in Total Water Management practices, such as water scarcity management and advanced water recycling applications. Our long-term goal is to become one of the largest investor-owned operators of integrated water and wastewater utilities in areas of the arid western U.S. where water scarcity management is necessary for long-term economic sustainability and growth.

Our growth strategy involves the elements listed below:

- acquiring or forming utilities in the path of prospective population growth;
- expanding our service areas geographically and organically growing our customer base within those areas; and
- deploying our Total Water Management approach into these utilities and service areas.

We believe this plan can be executed in our current service areas and in other geographic areas where water scarcity management is necessary to support long-term growth and in which regulatory authorities recognize the need for water conservation through water recycling.

Total Water Management is a demand-side-management framework (in that it is a solution intended to drive down demand for renewable supplies versus develop new renewable water supplies) that alleviates the pressures of water scarcity in communities where growth is reasonably expected to outpace potable water supply. Built on an all-encompassing view of the water cycle, Total Water Management promotes sustainable community development through reduced potable water consumption while monetizing the value of water through each stage of delivery, collection, and reuse.

Our business model applies Total Water Management in high growth communities. Components of our Total Water Management approach include:

- Regional planning to reduce overall design and implementation costs, leveraging the benefits of replicable designs, gaining the benefits of economies of scale, and enhancing the Company's position as a primary water and wastewater service provider in the region.
  - For example, the Company has secured three separate area-wide Clean Water Act Section 208 Regional Water Quality Management Plans in its major planning areas, covering more than 500 square miles of land. To obtain these plans, a provider must develop, amongst other things, a regional wastewater solution, including plans for engineering, infrastructure location and size, and goals for the management of treated reclaimed water, which the Company successfully demonstrated in obtaining its plans.
- Stretching a limited resource by maximizing the use of recycled water, using renewable surface water where available and recharging aquifers with any available excess water.
  - For example, the Company's water recycling model has been fully implemented in the City of Maricopa. The Company is the water, wastewater, and recycled water provider for the City of Maricopa, which currently has a population of approximately 50,000. A community of this size produces an approximate annual average of 2.6 million gallons of wastewater per day. Because the Company requires developers to take back and utilize recycled water within their communities and invest in "purple pipe" recycled water infrastructure during the initial development of subdivisions, the Company is now able to distribute almost all of the 2.6 million gallons back to the community for beneficial purposes. Approximately 90% of the recycled water goes towards common area non-potable irrigation and for use at a local farm, which allows for the recycled water to naturally recharge into the aquifer. This reduces the total amount of limited ground or

surface water that would otherwise be required within the community by over 40%. To date, the Company has reused 7.6 billion gallons of recycled water in the City of Maricopa.

- Integrating and standardizing water, wastewater, and recycled water infrastructure delivery systems using a separate distribution system of purple pipes to conserve water resources, reduce energy, treatment, and consumable costs (e.g., chemicals, filter media, other general materials, and supplies), provide operational efficiencies, and align the otherwise disparate objectives of water sales and conservation.
  - In addition to the previous example, which related to the requirements for recycled water usage, the separate distribution system of purple pipes, and water conservation achievements, the Company believes that its model results in additional benefits from an economic perspective due to lower use of power and consumables. For every gallon of recycled water that is directly reused while already on land surface, the need to pump additional scarce groundwater and surface water is eliminated. Such additional groundwater and surface water would otherwise need to be treated and distributed in accordance with the Safe Drinking Water Act, which is costly and requires a lot of energy.
- Gaining market and regulatory acceptance of broad utilization of recycled water through agreements with developers, strategic relationships with governments, academic research, and publication as industry experts, coupled with public education and community outreach campaigns.
  - For example, the Company has public-private partnerships formally adopted through memorandums of understanding with the City of Maricopa, the City of Casa Grande, and the City of Eloy. Each memorandum of understanding reflects the Company's intent to deploy Total Water Management. The Company also has 154 infrastructure coordination and financing agreements with landowners or developer entities that include requirements for usage of recycled water and other attributes that support the Company's Total Water Management model. As discussed above, the Company's integrated provider model, which is focused on the maximum use of recycled water, underpins its Clean Water Act Section 208 Regional Water Quality Management Plans and Designations of Assured Water Supply. In addition, the Company has won numerous awards for education, outreach, and conservation in the water industry. Further, the Company's experts have published academic papers regarding Total Water Management, as well as provided insight to industry publications.
- Incorporating automated processes, such as supervisory control and data acquisition, automated meter reading, and back-office technologies and "green" billing, which reduce operating costs and manpower requirements, improve system availability and reliability, and improve customer interface.
  - *Supervisory Control and Data Acquisition.* The Company employs supervisory control and data acquisition in all of its utility systems, which provides continuous monitoring, instantaneous alarming, and historical trending on all key operating assets, including instrumentation and dynamic components (e.g., pumps, motor controlled valves, treatment systems, etc.). This data is reported back to the appropriate operations personnel through a standard industry software known as Wonderware. The benefits of this system include the significantly enhanced ability to: achieve compliance and safety mandates; reduce service outages; troubleshoot systems; provide for remote operations; and allow for proactive maintenance and lower costs related to efficient real-time operations
  - *Automated Meter Reading.* The Company implements automated meter reading by utilizing the FATHOM™ platform's Automated Reading Infrastructure technology, with over 99% of all meters being read by such technology. This technology reads each meter numerous times per day (often hourly) and continuously transmits the meter readings back to a centralized data base through a communications tower and cellular transmission units. The data is then presented to the utility, and may be available to customers, through a simple user interface. Reading meters at this frequency provides many benefits to both the utility and the customer. With this data, utilities can better model demand usage, identify system water loss, identify leaks on the customer side of the meter, monitor for abnormal usage, and present interval, hourly, daily, weekly, or monthly usage back to the customers.

- *Back-Office Technologies and Paperless Billing.* The Company employs a series of technologies that allow for the complete automation of the billing and remittance process. The Company also provides its customers with over seven ways to pay, with the majority of options being integrated with the Company’s back-office technologies. In combination with automated meter reading, this suite of technology has minimized the use of human labor and reduced the potential for human error for the entire billing and remittance process, while providing better customer service.

We believe our Total Water Management-based business model provides us with a significant competitive advantage in high growth, water scarce regions. Based on our experience and discussions with developers, we believe developers prefer our approach because it provides a bundled solution to infrastructure provision and improves housing density in areas of scarce water resources. Developers are also focusing on increased consumer and regulatory demands for environmentally friendly or “green” housing alternatives. Communities prefer the approach because it provides a partnering platform which promotes economic development, reduces their traditional dependence on bond financing and ensures long term water sustainability.

Our competitive advantage facilitates the execution of our growth strategy. Our proven conservation methods lead to successful permitting for more connections in expanded and new service areas.

### **Our Regulated Utilities**

We own and operate regulated water, wastewater and recycled water utilities in communities principally located in metropolitan Phoenix. Our utilities are regulated by the Arizona Corporation Commission (the “ACC”), as described further under “—Regulation —Arizona Regulatory Agencies” below. As of December 31, 2018, our utilities collectively had 43,687 active service connections offering predictable rate-regulated cash flows. Revenues from our regulated utilities accounted for approximately 92.9% of total revenues in 2018. Our utilities currently possess the high-level regional permits that allow us to implement our business model; thus, we believe we are well-positioned for organic growth in our current service areas that are generally located in Arizona’s population growth corridors: Maricopa/Casa Grande, West Valley, and Sun Corridor Region.

A key component of our water utility business is the use of recycled water. Recycled water is highly treated and purified wastewater that is distributed through a separate distribution system of purple pipes for a variety of beneficial, non-potable uses. Recycled water can be delivered for all common area irrigation needs, as well as delivered direct to homes where it can be used for outdoor residential irrigation. Total Water Management model, an integrated approach to the use of potable and non-potable water to manage the entire water cycle, both conserves water and maximizes its total economic value. The application of the Total Water Management model has proven to be effective as a means of water scarcity management that promotes sustainable communities and helps achieve greater dwelling unit density in areas where the availability of sustainable water can be a key constraint on development. Our implementation of the Total Water Management philosophy in Arizona has led to the development of relationships with key regulatory bodies.



A summary description of our water utilities at December 31, 2018 is set forth in the following table and described in more detail below:

Company	Date of Acquisition (A) or Formation (F)	Service Provided	Square Miles of Service Area (1)	Active Service Connections	Average Monthly Rate Per Service Connection
<b>MARICOPA / CASA GRANDE REGION</b>					
Global Water-Santa Cruz Water Company	2004 (A)	Water	73	20,385	\$ 57
Global Water-Palo Verde Utilities Company	2004 (A)	Wastewater and Recycled Water	102	20,150	\$ 72
Global Water - Turner Ranches Irrigation, LLC	2018 (A)	Water	7	963	80
<b>WEST VALLEY REGION</b>					
Water Utility of Greater Tonopah	2006 (A)	Water	105	341	\$ 103
Water Utility of Northern Scottsdale	2006 (A)	Water	1	87	\$ 222
Eagletail Water Company	2017 (A)	Water	8	56	\$ 86
Balterra Sewer Corp	2008 (A)	Wastewater and Recycled Water	2	—	—
Hassayampa Utility Company	2005 (F)	Wastewater and Recycled Water	41	—	—
<b>SUN CORRIDOR REGION</b>					
Global Water - Picacho Cove Water Company	2006 (F)	Water	2	—	—
Global Water - Picacho Cove Utilities Company	2006 (F)	Wastewater and Recycled Water	2	—	—
Global Water - Red Rock Utilities, LLC	2018 (A)	Water, Wastewater and Recycled Water	9	1,705	72
<b>Total</b>			<b>352</b>	<b>43,687</b>	

(1) Certified areas may overlap in whole or in part for separate utilities.

### ***Maricopa/Casa Grande Region***

The City of Maricopa is located approximately 12 miles south of Phoenix. The relative proximity to a significant urban center, coupled with relatively abundant and inexpensive land, were the key drivers of the real estate boom experienced by this community. In 2005, the City of Maricopa was one of the fastest growing cities in the nation. While growth has slowed nationally since 2007, the City of Maricopa continues to grow, as demonstrated by our addition of 9,920 active service connections (representing approximately 4,900 homes) from December 2009 to December 2018. Development in the area is considered to be affordable and represents one of the few areas within the U.S. where a new home can be purchased from the mid \$100,000s.

We operate in this region through Santa Cruz, Palo Verde, Turner Ranches Water and Sanitation Company ("Turner"), and Red Rock Utilities ("Red Rock").

We acquired Santa Cruz and Palo Verde in 2004. Santa Cruz serves 20,385 active service connections as of December 31, 2018 and revenues from Santa Cruz represented approximately 42.5 % and 42.7% of our total revenue for the years ended December 31, 2018 and 2017, respectively. Palo Verde serves 20,150 active service connections as of December 31, 2018 and revenues from Palo Verde represented approximately 52.9% and 52.6% of our total revenue for the years ended December 31, 2018 and 2017, respectively.

The Santa Cruz and Palo Verde service areas include approximately 175 square miles, which we believe provide further opportunities for growth once development returns to these areas and water and wastewater utility services are required. Most of the Santa Cruz and Palo Verde infrastructure is less than fifteen years old. Santa Cruz and Palo Verde provide water and wastewater services, respectively, under an innovative public- private partnership memorandum of understanding with the City of Maricopa in Pinal

County for approximately 278 square miles of its planning area. We signed a similar memorandum of understanding with the City of Casa Grande to partner in providing water, wastewater, and recycled water services to an approximate 100 square miles of its western region for anticipated growth.

Rate proceedings were completed in 2010 for both Santa Cruz and Palo Verde. In July 2012, these two utilities filed applications with the ACC for increased rates using 2011 as the test year on which the ACC will use to evaluate the utilities' rates. The rate proceedings were completed in February 2014. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Recent Rate Case Activity", included in Part II, Item 7 of this Form 10-K, for additional information.

We acquired CP Water Company ("CP Water") in 2006. CP Water provided water service within parts of Pinal County. CP Water received a Certificate of Convenience and Necessity ("CC&N") for approximately two square miles of service area in 1984 and currently has 12 active service connections. We acquired this small utility as part of our consolidation strategy to enable the deployment of new integrated infrastructure as development occurs in the corridor between the cities of Maricopa and Casa Grande. CP Water's service area, customers, and assets have been transferred to Santa Cruz.

We acquired Turner in May 2018. Turner is a non-potable irrigation water utility located in Mesa, Arizona, with approximately seven square miles of service area. Turner serves 963 residential irrigation customers as of December 31, 2018.

### ***West Valley Region***

We operate in this region through Water Utility of Greater Tonopah ("Greater Tonopah"), Water Utility of Northern Scottsdale, Inc. ("Northern Scottsdale"), Balterra Sewer Corp ("Balterra"), and Hassayampa Utility Company Inc. ("Hassayampa"), and formerly through Valencia Water Company, Inc. ("Valencia"), Water Utility of Greater Buckeye ("Greater Buckeye") and Willow Water Valley Co., Inc. ("Willow Valley").

We acquired Greater Tonopah in 2006. Greater Tonopah serves 341 active service connections as of December 31, 2018. Greater Tonopah has a CC&N for 105 square miles of service area and provides water services to Maricopa County west of the Hassayampa River. The acquisition of Greater Tonopah allowed us to enter into agreements with developers to serve a total of roughly 100,000 home sites plus commercial, schools, parks, and industrial developments.

In November 2017, the Bill and Melinda Gates Investment Group, through an investment vehicle, acquired 20,000 acres in the Belmont development, located in the West Valley Region. Belmont is a mixed use, master planned community and is included within the service area of Greater Tonopah and Hassayampa.

We acquired Northern Scottsdale in 2006. Northern Scottsdale serves 87 active service connections as of December 31, 2018. Northern Scottsdale has a CC&N for one square mile and provides water services to two small subdivisions in Northern Scottsdale.

Rate proceedings were completed in 2010 for Greater Tonopah. Northern Scottsdale completed a rate proceeding in 2008. In July 2012, these five utilities in the West Valley Region filed applications with the ACC for increased rates using 2011 as the test year on which the ACC evaluates the utilities' rates. The rate proceedings were completed in February 2014. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Recent Rate Case Activity", included in Part II, Item 7 of this Form 10-K, for additional information.

We acquired Balterra in 2006. Balterra is a wastewater utility and has a CC&N for two square miles in an area in western Maricopa County known as Tonopah. Balterra currently has no active service connections; however, its service area lies directly in the expected path of future growth in the far west valley of metropolitan Phoenix, which we believe should provide opportunities for growth once development commences in this area.

We formed Hassayampa in 2005. Hassayampa is a wastewater utility and has a CC&N for 41 square miles in an area that is contiguous to Balterra. Hassayampa currently has no active service connections; however, like Balterra, its service area lies directly in the path of future growth in the far west valley of metropolitan Phoenix, which we believe should provide opportunities for growth once development commences in this area.

In October 2012, we and our subsidiary, 303 Utilities Company, and the City of Glendale entered into an agreement for future wastewater and recycled water services, advancing our public-private-partnership originally approved by the city council in March 2010. The agreement named 303 Utilities Company as the future wastewater and recycled water provider for a 7,000-acre territory within a portion of Glendale's western planning area known as the Loop 303 Corridor. The 303 Utilities Company also signed certain wastewater facilities main extension agreements with numerous developers/landowners in the service area to fund the initial design and construction of a wastewater and recycled water utility. In addition, we signed separate offsite water management agreements with these same developers/landowners to provide the coordination, permitting, and engineering work for the related water utility service element of the project. In September 2013, we entered into an agreement to sell the Loop 303 Contracts to a

third-party. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Corporate Transactions—Sale of Loop 303 Contracts”, included in Part II, Item 7 of this Form 10-K, for additional information.

We formerly operated additional utilities in the West Valley Region through Valencia, Greater Buckeye and Willow Valley. Valencia was consolidated with Greater Buckeye in 2008, and on July 14, 2015, we closed the stipulated condemnation to transfer the operations and assets of Valencia to the City of Buckeye. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Corporate Transactions—Stipulated Condemnation of the Operations and Assets of Valencia”, included in Part II, Item 7 of this Form 10-K, for additional information.

In addition, on May 9, 2016, we closed the sale of Willow Valley to EPCOR Water Arizona Inc. (“EPCOR”). See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Corporate Transactions—Sale of Willow Valley”, included in Part II, Item 7 of this Form 10-K, for additional information.

On May 15, 2017, we acquired Eagletail Water Company (“Eagletail”) via merger. Eagletail serves 56 active connections as of December 31, 2018. Eagletail has a CC&N for eight square miles located west of metropolitan Phoenix.

### ***Sun Corridor Region***

The Sun Corridor Region is approximately equidistant between Phoenix and Tucson, along the I-10 Corridor.

We operate in this region through Global Water-Picacho Cove Water Company, Global Water-Picacho Cove Utilities Company (collectively, “Picacho Cove”) and Red Rock. We formed Picacho Cove in 2006 to provide water and wastewater services in the City of Eloy and currently have a CC&N for two congruent square miles. The utilities currently have 1,705 active service connections and no facilities.

We acquired Red Rock in October 2018. Red Rock consists of a water and a wastewater utility with service areas in the Pima and Pinal counties of Arizona, with approximately nine square miles of service area. Red Rock serves 859 water customers and 846 sewer customers as of December 31, 2018.

### **Operations**

We treat water to potable standards and also treat, clean, and recycle wastewater for a variety of non-potable uses. A description of these operations follows.

### ***Sources of Water Supply***

Our water supplies are primarily derived from groundwater; however, we currently augment these supplies with recycled water and intend to augment them with surface water and increased use of recycled water in the future.

- **Potable Water.** Our utilities presently employ groundwater systems for potable water production. Water is brought to the surface from underground aquifers (water levels vary from approximately 60 to 500 feet below land surface depending on the area), disinfected and stored in tanks for distribution to customers. In some instances, individual raw water supplies do not meet the legislative requirements for certain constituents. In those cases, we use well-head, centralized, point-of-use, or blending treatment systems to ensure water quality meets potable standards.
- **Recycled Water.** Recycled water is created by taking wastewater and applying advanced tertiary treatment (i.e., screening, biological reduction, and filtration and disinfection processes) to create a high quality, non-potable water source. Each step is monitored and controlled in order that the stringent requirements for recycled water are continuously met. Recycled water generated by us meets Arizona’s Aquifer Water Quality Standards before it leaves the treatment facility and is recognized as Class A+, the highest quality of recycled water regulated by the Arizona Department of Environmental Quality. Recycled water can be used for irrigation, facilities cooling, and industrial applications and in a residential setting for toilet flushing and lawn watering.

See “Risk Factors-Operational Factors-There is no guaranteed source of water,” included in Part I, Item 1A of this Form 10-K, for additional information.

### ***Technology***

We use sophisticated technology as a principal means of improving our margins. We focus on technological innovations that allow us to deliver high-quality water and customer service with minimal potential for human error, delays, and inefficiencies. The comprehensive technology platform that we use includes supervisory control and data acquisition, automated meter reading, and

geographical information system technologies, which we use to map and monitor our physical assets and water resources on an automated, real-time basis with fewer people than the standard water utility model requires. Our systems allow us to detect and resolve potential problems promptly, accurately, and efficiently before they become more serious, which both improves customer service and optimizes and extends the efficient performance and life of our assets. The comprehensive technology platform that we use includes automated meter reading technology, which allows us to read water meters remotely rather than physically, improves water resources accounting, allows for identification of high water usage and water theft from disconnected meters. We also use automated voice, internet billing, payment processing, and customer service applications that contribute to additional reduced headcount and a reduction in associated personnel costs.

### ***Decentralized Treatment Facilities***

We design and build standard, decentralized facilities that are scaled to the service areas they serve in order to achieve optimum efficiency in providing both water and wastewater services. The replication of our standard facility also improves design, construction, and operating efficiency because we are able to employ similar, proven processes and equipment and technologies at each of our facilities. As a result, our operating efficiency is improved significantly by reducing equipment costs and employee training costs, and our exposure to operational performance risks often associated with larger, custom-built plants is reduced.

Although there has not traditionally been a significant economic incentive or other reward for automation and resource efficiency in our industry, we believe our use of automation in lieu of labor, together with our emphasis on streamlined operations and conservation, will position us well for continued profitable growth and allow us to take advantage of future incentives or rewards that may be available to water utilities that are able to successfully enhance the use of renewable resources.

### **Regulation**

Our water and wastewater utility operations are subject to extensive regulation by U.S. federal, state, and local regulatory agencies that enforce environmental, health and safety requirements, which affect all of our regulated subsidiaries. These requirements include the Safe Drinking Water Act, the Clean Water Act, and the regulations issued under these laws by the EPA. We are also subject to state environmental laws and regulations, such as Arizona's Aquifer Protection Program and other environmental laws and regulations enforced by the Arizona Department of Environmental Quality, and extensive regulation by the ACC, which regulates public utilities. The ACC also has broad administrative power and authority to set rates and charges, determine service areas and conditions of service, and authorize the issuance of securities as well as authority to establish uniform systems of accounts and approve the terms of contracts with both affiliates and customers.

We are also subject to various federal, state, and local laws and regulations governing the storage of hazardous materials, the management and disposal of hazardous and solid wastes, discharges to air and water, the cleanup of contaminated sites, dam safety, fire protection services in the areas we serve, and other matters relating to the protection of the environment, health, and safety.

We maintain a comprehensive environmental program which addresses, among other things, responsible business practices and compliance with environmental laws and regulations, including the use and conservation of natural resources. Water samples across our water system are analyzed on a regular basis in material compliance with regulatory requirements. We conducted more than 10,600 water quality tests in 2018 at subcontracted laboratory facilities in addition to providing continuous online instrumentations for monitoring parameters such as turbidity and disinfectant residuals and allowing for adjustments to chemical treatment based on changes in incoming water quality. For 2018, we achieved a compliance rate of 99.9% for meeting state and federal drinking water standards and 99.8% for compliance with wastewater requirements, for an overall compliance rating of 99.8%. Compliance with governmental regulations is of utmost importance to us, and considerable time and resources are spent ensuring compliance with all applicable federal, state, and local laws and regulations.

In addition to regulation by governmental entities, our operations may also be affected by civic or consumer advocacy groups. These organizations provide a voice for customers at local and national levels to communicate their service priorities and concerns. Although these organizations may lack regulatory or enforcement authority, they may be influential in achieving service quality and rate improvements for customers.

### ***Safe Drinking Water Act***

The federal Safe Drinking Water Act and regulations promulgated thereunder establish minimum national quality standards for drinking water. The EPA has issued rules governing the levels of numerous naturally occurring and man-made chemical and microbial contaminants and radionuclides allowable in drinking water and continues to propose new rules. These rules also prescribe testing requirements for detecting contaminants, the treatment systems that may be used for removing contaminants, and other requirements. Federal and state water quality requirements have become increasingly more stringent, including increased water

testing requirements, to reflect public health concerns. In Arizona, the requirements of the Safe Drinking Water Act are incorporated by reference into the Arizona Administrative Code.

In order to remove or inactivate microbial organisms, the EPA has promulgated various rules to improve the disinfection and filtration of drinking water and to reduce consumers' exposure to disinfectants and by-products of the disinfection process.

Contaminants of emerging concern (CECs) are chemicals and other substances that have no regulatory standard, but have been discovered in water or in the environment where they had not previously been detected, or were only present at insignificant levels. We believe contaminants of emerging concern may form the basis for additional regulatory initiatives and requirements in the future. We rely on governmental agencies to establish regulatory standards regarding contaminants of emerging concern and we meet or exceed these standards, when established.

Although it is difficult to project the ultimate costs of complying with the above or other pending or future requirements, we do not expect current requirements under the Safe Drinking Water Act to have a material impact on our operations or financial condition, although it is possible new methods of treating drinking water may be required if additional regulations become effective in the future. In addition, capital expenditures and operating costs to comply with environmental mandates traditionally have been recognized by state public utility commissions as appropriate for inclusion in establishing rates, although rate recovery may be delayed by "regulatory lag", that is, the delay between the utility's test year and the issuance of a rate order approving new rates.

### ***Clean Water Act***

The federal Clean Water Act regulates discharges of liquid effluents from drinking water and wastewater treatment facilities into waters of the U.S., including lakes, rivers, streams and subsurface, or sanitary sewers. In Arizona, with the exception of Clean Water Act Section 208 Regional Water Quality Management Plans, capacity management and operations and maintenance requirements, and source control requirements, wastewater operations are primarily regulated under the Aquifer Protection Permit program and the Arizona Pollutant Discharge Elimination System program (see below).

The EPA certifies Clean Water Act Section 208 Regional Water Quality Management Plans and Amendments which govern the location of water reclamation facilities and wastewater treatment plants. The EPA's 40 C.F.R. Pt. 503 bio-solids requirements are reported to the EPA through the Arizona Department of Environmental Quality. While we are not presently regulated to meet source control requirements, we maintain source control through various Codes of Practice that have been accepted by the ACC as enforceable limits on consumer discharges to sanitary sewer systems. We believe we maintain the necessary permits and approvals for the discharges from our water and wastewater facilities.

### ***Arizona Regulatory Agencies***

In Arizona, the ACC is the regulatory authority with jurisdiction over water and wastewater utilities. The ACC has exclusive authority to approve rates, mandate accounting treatments, authorize long-term financing programs, evaluate significant capital expenditures and plant additions, examine and regulate transactions between a regulated subsidiary and its affiliated entities, and approve or disapprove reorganizations, mergers, and acquisitions prior to their completion. Additionally, the ACC has statutory authority to oversee service quality and consumer complaints, and approve or disapprove expansion of service areas. The ACC is comprised of five elected members, each serving four year terms. Companies that wish to provide water or wastewater service are granted a CC&N, which allows them to serve customers within a geographic area specified by a legal description of the property. In considering an application for a CC&N, the ACC will determine if the applicant is fit and proper to provide service within a specified area, whether the applicant has sufficient technical, managerial, and financial capabilities to provide the service, and if that service is necessary and in the public interest. Once a CC&N is granted, the utility falls under the ACC's jurisdiction and must abide by the rules and laws by which a public service corporation operates. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Recent Rate Case Activity," included in Part II, Item 7 of this Form 10-K, for additional information regarding rate case activity involving the ACC.

Arizona water and wastewater utilities must also comply with state environmental regulation regarding drinking water and wastewater, including environmental regulations set by Councils of Government (such as the Central Arizona Governments and the Maricopa Association of Governments), the Arizona Department of Environmental Quality, and the Arizona Department of Water Resources. The Central Arizona Governments is the designated management authority for Section 208 of the Clean Water Act for Pinal and Gila Counties and administers the requirements of the Regional Water Quality Management Plans and Amendments at the local level. The Maricopa Association of Governments is the designated management authority for Section 208 of the Clean Water Act for Maricopa County and administers the requirements of the Regional Water Quality Management Plans and Amendments at the local level. The Maricopa County Environmental Services Department has delegated authority for overseeing Arizona Department of Environmental Quality requirements in Maricopa County. The Arizona Department of Environmental Quality regulates water quality and permits water reclamation facilities, discharges of recycled water, re-use of recycled water, and recharge of recycled water. The Arizona Department of Environmental Quality also regulates the clean closure requirements of facilities. In Arizona, the Arizona Department of Environmental Quality has received delegated authority from the EPA for the administration of the Clean Water Act's National Pollution Discharge Elimination System program. Permits issued by the Arizona Department of Environmental Quality for discharges to waters of the U.S. in Arizona are termed "Arizona Pollutant Discharge Elimination System," or "AzPDES," permits. The Arizona Department of Environmental Quality also administers the drinking water quality requirements set by the federal Safe Drinking Water Act within Arizona. Finally, the Arizona Department of Water Resources regulates surface water extraction, groundwater withdrawal, designations and certificates of assured water supply, extinguishment of irrigation grandfathered water rights, groundwater savings facilities, recharge facilities, recharge permits, recovery well permits, storage accounts, and well construction, abandonment, or replacement. We must file periodic reports with the ACC, Arizona Department of Environmental Quality, and Arizona Department of Water Resources.

Within each regulatory organization, we have invested in developing cooperative relationships at all levels, from staff to executives to elected and appointed officials, and have adopted a proactive attitude toward regulatory compliance.

### ***Assured and Adequate Water Supply Regulations***

We intend to seek access to renewable water supplies as we grow our water resource portfolio. However, we currently rely almost exclusively (and are likely to continue to rely) on the pumping of groundwater and the generation and delivery of recycled water for non-potable uses to meet future demands in our service areas. Aside from some rights to water through the Central Arizona Project, groundwater (and recycled water derived from groundwater) is the only water supply available to us.

Although we intend to rely on recycled water to help meet water demands in areas, the infrastructure, permits, and customer base necessary to generate and deliver recycled water are not necessarily in place in most of our service areas. In addition, although recycling can extend a limited supply, it does not actually generate a new supply of water. As such, although our proposed generation and delivery of recycled water is likely to help reduce the amount of groundwater that will be required to serve future customers, our ability to serve new customers will remain dependent on its ability to access groundwater. Groundwater is a limited resource in Arizona, and access to new uses of groundwater is closely regulated in the areas served by us. See "Risk Factors—Operational Factors—Inadequate water and wastewater supplies could have a material adverse effect upon our ability to achieve the customer growth necessary to increase our revenues," included in Part I, Item 1A of this Form 10-K, for additional information.

Nearly all of our service areas are located in "Active Management Areas," areas within which the use of groundwater is regulated by the Arizona Department of Water Resources in order to manage ongoing problems with groundwater overdraft. The Phoenix, Prescott, and Tucson Active Management Areas are legally mandated to achieve "safe yield" by 2025 or sooner. However, we do not expect any of these Active Management Areas to achieve their safe yield goals. Safe yield requires groundwater pumping to not draw down the groundwater aquifers, or "over-draft," as all pumping is offset or replaced within the Active Management Area from a renewable supply. The Pinal Active Management Area, which encompasses our major service areas near Maricopa, is managed to allow development of non-irrigation uses and to preserve existing agricultural economies in the Active Management Area for as long as feasible, consistent with the necessity to preserve future water supplies for non-irrigation uses.

Under Arizona’s assured water supply laws and regulations, a new subdivision inside an Active Management Area must demonstrate that it has an “assured water supply” to the satisfaction of the Arizona Department of Water Resources before the developer is permitted to sell lots. Demonstration of an assured water supply requires, among other things, that an applicant demonstrate that water supplies will be physically, continuously, and legally available to satisfy the water needs of the proposed use for at least 100 years. A developer may make an independent showing of an assured water supply (resulting in a Certificate of Assured Water Supply for a subdivision) or may obtain a written commitment for service from a designated water supplier, such as a privately owned water company or a municipal water supplier. Under the latter approach, the water supplier must demonstrate satisfaction of assured water supply requirements for the developments within its service areas (resulting in a Designation of Assured Water Supply for the provider). At present, we have obtained a Designation of Assured Water Supply in the Maricopa/Casa Grande service territory (Santa Cruz) for approximately 22,900 acre-feet of groundwater use. A Designation of Assured Water Supply is subject to periodic review and renewal by the Arizona Department of Water Resources, and can be increased as demand grows within the service territory, subject to the physical availability of water. A recent physical availability determination for Santa Cruz suggests that, over time, its Designation of Assured Water Supply could potentially be increased to approximately 45,000 acre-feet once sufficient increased demand is established in the area, assuming that water is still physically available by that time (i.e., the groundwater has not been committed to users in surrounding areas). Under our high efficiency Total Water Management model, which is intended to achieve much lower per-unit potable water use rates than would be expected for average developments, 45,000 acre-feet could be sufficient water supply for approximately 180,000 homes per year.

In our West Valley service territory (Greater Tonopah), we expect to receive a Designation of Assured Water Supply in the future. Assuming implementation of our high-efficiency Total Water Management model throughout the service area, this could be a sufficient water supply for approximately 250,000 homes. There is no assurance that the Arizona Department of Water Resources would add any additional acre-feet to any of our Designations of Assured Water Supply in the future.

In our other service areas, we rely upon a Certificate of Assured Water Supply obtained by developers to demonstrate an assured water supply, or will apply for a Designation of Assured Water Supply in the future when required.

Outside of Arizona’s Active Management Areas, the “adequate water supply” program requires a determination of whether there is an adequate water supply—similar to an assured water supply—but it does not necessarily foreclose development when the showing cannot be made. Unless the county government has voted to make the requirement mandatory, a development (outside of Active Management Areas) that cannot demonstrate access to an adequate water supply is generally required only to disclose this fact, although as a practical matter few developments have proceeded on this basis. In addition, whether a water provider to such a development has access to an adequate water supply is nevertheless relevant to its business.

#### ***Other Environmental, Health and Safety (including Water Quality) Matters***

Our operations also involve the use, storage and disposal of hazardous substances and wastes. For example, our water and wastewater treatment facilities store and use chlorine and other chemicals and generate wastes that require proper handling and disposal under applicable environmental regulations. We could also incur remedial costs in connection with any environmental contamination relating to our operations or facilities, releases or our off-site disposal of wastes. Although we are not aware of any material cleanup or decontamination obligations, the discovery of contamination or the imposition of such obligations arising under relevant federal, state and local laws and regulations in the future could result in additional costs. Our facilities and operations also are subject to requirements under the U.S. Occupational Safety and Health Act and similar laws in Arizona.

Our compliance with all of the environmental, health and safety (including water quality) requirements described above may be subject to inspections and enforcement measures by federal, state and local agencies.

#### ***Security***

Due to security, vandalism, terrorism and other risks, we take precautions to protect our employees and the water delivered to our customers. In 2002, federal legislation was enacted that resulted in new regulations concerning security of water facilities, including submitting vulnerability assessment studies to the federal government. We have complied with EPA regulations concerning vulnerability assessments and have made filings to the EPA as required. Vulnerability assessments are conducted regularly to evaluate the effectiveness of existing security controls and serve as the basis for further capital investment in security for the facility. Information security controls are deployed or integrated to prevent unauthorized access to company information systems, assure the continuity of business processes dependent upon automation, ensure the integrity of our data and support regulatory and legislative compliance requirements. In addition, communication plans have been developed as a component of our procedures. While we do not make public comments on the details of our security programs, we have been in contact with federal, state, and local law enforcement agencies to coordinate and improve the security of our water delivery systems and to safeguard our water supply.

## **Competition**

As an owner and operator of regulated utilities, we do not face competition within our existing service areas because Arizona law provides the holder of a CC&N for water and wastewater service with an exclusive right to provide that service within the certificated area, as against other public service corporations. In addition, the high cost of constructing water and wastewater systems in an existing market creates a barrier to entry. We do, however, face competition from other water and wastewater utilities for new service areas and with respect to the acquisition of smaller utilities. We believe our principal competitors for new service areas and acquisitions in Arizona are EPCOR Water Arizona Inc., Arizona Water Company, and Liberty Utilities. We believe competition for new service areas and acquisitions is based on relationships with municipalities and developers, experience in making acquisitions, the ability to finance and obtain regulatory approval, quality and breadth of products and services, the ability to integrate both water and wastewater services, and emplace conservation practices throughout the service areas, price, speed, and ease of implementation.

If we seek to extend our services outside Arizona, we will face competition from other regional or national water utilities for these opportunities.

Although we believe we compete effectively in our regulated businesses, our competitors may have more resources and experience than we have and may therefore have a competitive advantage.

## **Segment Reporting**

We currently operate in one geographic region within the State of Arizona, wherein each operating utility operates within the same regulatory environment, and is operated as one reportable segment. We do not have any customers that contribute more than 10% to our revenues or revenue streams. For additional information, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Segment Reporting” in Part II, Item 7 of this Form 10-K.

## **Seasonality**

Customer demand for our water during the warmer months is generally greater than other times of the year due primarily to additional consumption of water in connection with irrigation systems, swimming pools, cooling systems, and other outside water use. Throughout the year, and particularly during typically warmer months, demand may vary with temperature, as well as the timing and overall levels of rainfall. In the event that temperatures during the typically warmer months are cooler than normal, or if there is more rainfall than normal, the customer demand for our water may decrease and therefore, adversely affect our revenues. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Factors Affecting our Results of Operations—Weather and Seasonality,” included in Part II, Item 7 of this Form 10-K, for additional information.

## **Employees**

As of December 31, 2018, we employed 50 full-time individuals and one part-time employee. Currently, none of our employees participate in collective bargaining agreements, and we consider our employee relations to be good.

## **Available Information**

We maintain an Internet website at [www.gwresources.com](http://www.gwresources.com). Our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are accessible through our website, free of charge, as soon as reasonably practicable after these reports are filed electronically with the SEC. To access these reports, go to our website at [www.gwresources.com](http://www.gwresources.com). The foregoing information regarding our website is provided for convenience and the content of our website is not deemed to be incorporated by reference in this report filed with the SEC. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at [www.sec.gov](http://www.sec.gov).



## ITEM 1A. RISK FACTORS

### Regulatory and Legislative Factors

*We are subject to regulation by the Arizona Corporation Commission and our financial condition depends upon our ability to recover costs in a timely manner from customers through regulated rates.*

We are subject to comprehensive regulation by several federal, state and local regulatory agencies that significantly influence our business, liquidity and results of operations and our ability to fully recover costs from utility customers in a timely manner. The Arizona Corporation Commission (“ACC”) is the regulatory authority with jurisdiction over water and wastewater utilities. The ACC has exclusive authority to approve rates, mandate accounting treatments, authorize long-term financing programs, evaluate significant capital expenditures and plant additions, examine and regulate transactions between a regulated subsidiary and its affiliated entities, and approve or disapprove reorganizations, mergers, and acquisitions prior to their completion. Additionally, the ACC has statutory authority to oversee service quality and consumer complaints, and approve or disapprove expansion of service areas. The ACC is comprised of five elected members, each serving four year terms. Our profitability is affected by the rates we may charge and the timeliness of recovering costs incurred through our rates. Accordingly, our financial condition and results of operations are dependent upon the satisfactory resolution of any rate proceedings and ancillary matters which may come before the ACC. In addition, the ACC may reopen prior decisions and modify otherwise final orders under certain circumstances. Decisions made by the ACC could have a material adverse impact on our financial condition, results of operations and cash flows.

*We have significant obligations under Infrastructure Coordination and Financing Agreements (“ICFAs”), yet funds from our ICFAs are dependent on development activities by developers which we do not control and are also subject to certain regulatory requirements.*

In the past, we extended water and wastewater infrastructure financing to developers and builders through ICFAs. These agreements are contracts with developers or builders in which we coordinate and fund the construction of water, wastewater, and recycled water facilities that will be owned and operated by our regulated subsidiaries in advance of completion of developments in the area. Our investment can be considerable, as we phase-in the construction of facilities in accordance with a regional master plan, as opposed to a single development. Developers and builders pay us agreed-upon fees upon the occurrence of specified development events for their development projects. The ACC requires us to record a portion of the funds we receive under ICFAs as contributions in aid of construction (“CIAC”), which are funds or property provided to a utility under the terms of a collection main extension agreement and/or service connection tariff, the value of which are not refundable. Amounts received as CIAC reduce our rate base once expended on utility plants.

The developer is not required to pay the bulk of the agreed-upon fees until a development receives platting approval. Accordingly, we cannot always accurately predict or control the timing of the collection of our fees. If a developer encounters difficulties, such as during a real estate market downturn, that result in a complete or partial abandonment of the development or a significant delay in its completion, we will have planned, built, and invested in infrastructure that will not be supported by development and will not generate either payments under the applicable ICFA or cash flows from providing services. As a result, our return on our investment and cash flow stream could be adversely affected.

In August 2013, we entered into a settlement agreement with ACC staff, the Residential Utility Consumers Office, the City of Maricopa, and the other parties to a rate case, which established the policy by which ICFA fees will be treated going forward. The settlement also prohibits us from entering into new ICFAs. In February 2014, the rate case proceedings were completed and the ACC issued Rate Decision No. 74364, approving the settlement agreement. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Recent Rate Case Activity,” included in Part II, Item 7 of this Form 10-K, for additional information.

*New or stricter regulatory standards or other governmental actions could increase our regulatory compliance and operating costs, which could cause our profitability to suffer, particularly if we are unable to increase our rates to offset such costs.*

In Arizona, water and wastewater utilities are subject to regulation by water, environmental, public utility, and health and safety regulators, and we are required to obtain environmental permits from governmental agencies in order to operate our facilities. Regulations relate to, among other things, standards and criteria for drinking water quality and for wastewater discharges, customer service and service delivery standards, waste disposal and raw groundwater abstraction limits, and rates and charges for our regulated services. There may be instances in the future when we are not in or cannot achieve compliance with new and evolving laws, regulations, and permits without incurring additional operating costs. For example, in 2006, the U.S. Environmental Protection Agency (“EPA”) implemented a new arsenic maximum contaminant level, which effectively required the installation and operation of costly arsenic treatment systems at many of our water production facilities.

Our costs of complying with current and future governmental laws and regulations could adversely affect our business or results of operations. If we fail to comply with these laws, regulations, or permits, we could be fined or otherwise sanctioned by regulators and our operations could be curtailed or shut down. We may also be exposed to product liability or breach of contract claims by third parties resulting from our noncompliance. These laws and regulations are complex and change frequently, and these changes may cause us to incur costs in connection with the remediation of actions that were lawful when they were taken. Failure by us to observe the conditions and comply with the requirements of permits and other applicable laws and regulations could result in delays, additional costs, fines, and other adverse consequences up to and including inability to proceed with development in our service areas.

We may incur higher compliance or remediation costs than expected in any particular period and may not be able to pass those increased costs along to our customers immediately through rate increases, or at all. This is because we must obtain regulatory approval to increase our rates, which can be time-consuming and costly and our requests for increases may not be approved in part, or in full.

We are required to test our water quality for certain parameters and potential contaminants on a regular basis. If the test results indicate that parameters or contaminants exceed allowable limits, we may be required either to commence treatment to remedy the water quality or to develop an alternate water source. Either of these outcomes may be costly, and there can be no assurance that the regulatory authorities would approve rate increases to recover these additional compliance costs. In addition, by the time that test results are available, contaminated water may have been provided to customers, which may result in liability for us and damage our reputation.

In addition, governments or government agencies that regulate our operations may enact legislation or adopt new requirements that could have an adverse effect on our business, including:

- restricting ownership or investment;
- providing for the expropriation of our assets by the government through condemnation or similar proceedings;
- providing for changes to water and wastewater quality standards;
- requiring cancellation or renegotiation of, or unilateral changes to, agreements relating to our provision of water and wastewater services;
- changing regulatory or legislative emphasis on water conservation in comparison to other goals and initiatives;
- promoting an increase of competition among water companies within our designated service areas;
- requiring the provision of water or wastewater services at no charge or at reduced prices;
- restricting the ability to terminate services to customers whose accounts are in arrears;
- restricting the ability to sell assets or issue securities;
- adversely changing tax, legal, or regulatory requirements, including employment, property ownership, or general business regulations; changing environmental requirements and the imposition of additional requirements and costs on our operations; and including but not limited to changes adopted in response to regulatory measures to address global climate change;
- changes in the charges applied to raw water abstraction;
- changes in rate making policies; or
- restrictions relating to water use and supply, including restrictions on use, increased offsetting groundwater replenishment obligations, changes to the character of groundwater rights, and settlement of Native American claims.

***Changes to environmental and other regulation may require us to alter our existing treatment facilities or build additional facilities.***

To comply with federal, state, and local environmental laws, our existing facilities may need to be altered or replaced. Altered and new facilities and other capital improvements must be constructed and operated in accordance with multiple requirements, including, in certain cases, an Aquifer Protection Permit issued by the Arizona Department of Environmental Quality, Arizona Pollution Discharge Elimination System permits from the Arizona Department of Environmental Quality, and an air quality permit from Maricopa or Pinal Counties. The provision of potable water is subject to, among others, the requirements of the federal Safe Drinking Water Act, and effluent from wastewater treatment facilities must comply with other requirements. Regulated contaminants and associated maximum contaminant levels may change over time, requiring us to alter or build additional treatment facilities.

***Our ability to expand into new service areas and to expand current water and wastewater service depends on approval from regulatory agencies. Failure to obtain required regulatory approvals will adversely affect future growth.***

In Arizona, the ACC is the regulatory authority that oversees the formation, expansion, and ongoing operations of water and wastewater utilities. The ACC has authority, among other things, to determine service areas for utility providers. In order for our owned utilities to provide water or wastewater service, they must obtain a CC&N for a service area before they can service that area. In addition, our owned utilities and/or the developments that we serve must demonstrate to the Arizona Department of Water Resources that there exists a 100-year water supply and obtain either a “Certificate of Assured Water Supply,” which is a certificate issued by the Arizona Department of Water Resources evidencing sufficient groundwater, surface water, or effluent of adequate quality will be continuously available to satisfy the water needs of the proposed use for at least one hundred years and which applies to a specific subdivision, or a Designation of Assured Water Supply, which applies to the utility’s entire service area. The designation area is generally coterminous with the CC&N and can grow into adjacent areas as needed. Further, our wastewater facilities require Arizona Department of Environmental Quality and/or EPA permits that regulate, among other things, the level of discharges from our facilities, the size of our facilities, and the location of our facilities. Any inability to obtain the necessary regulatory approvals, assured water supplies, or environmental permits would limit our ability to expand our water or wastewater service areas.

If we chose to expand to states other than Arizona, we may have difficulty acquiring the necessary approvals and permits or complying with environmental, health and safety, or quality standards of such states. See “—Doing business in jurisdictions other than Arizona may present unforeseen regulatory, legal, and operational challenges that could impede or delay our operations or adversely affect our profitability.”

***Changes in, interpretations of, or enforcement trends related to tax rules and regulations may adversely affect our effective income tax rates or operating margins and we may be required to pay additional tax assessments.***

Our effective income tax rate could be adversely affected by various factors, many of which are outside of our control, including:

- changes in tax laws, regulations, and/or interpretations of such tax laws in multiple jurisdictions, including but not limited to U.S. federal and state regulations or interpretations resulting from the Tax Cuts and Jobs Act of 2017;
- increases in corporate tax rates and the availability of deductions or credits;
- tax effects related to purchase accounting for acquisitions; and
- resolutions of issues arising from tax examinations and any related interest or penalties.

Our determination of tax liabilities is always subject to review or examination by applicable tax authorities. Any adverse outcome of such review or examination could have a material adverse effect on our financial condition and results of operations.

Significant judgment is required in determining our provision for income taxes. Our calculation of the provision for income taxes is subject to our interpretation of applicable tax laws in the jurisdictions in which we file. In addition, our income tax returns are subject to periodic examination by the Internal Revenue Service and other taxing authorities.

The 2017 Tax Cuts and Jobs Act (the “TCJA”) was enacted on December 22, 2017, and significantly affected U.S. tax law by changing how the U.S. imposes income tax on corporations. The U.S. Department of Treasury has broad authority to issue regulations and interpretative guidance that may significantly impact how we will apply the law, which ultimately could impact our results of operations in the period issued.

In addition, the ACC opened a docket to address the utility ratemaking implications of the TCJA. See “Management’s Discussion and Analysis of Results of Operations and Financial Condition - ACC Tax Docket” in Part II, Item 7 of this Form 10-K for more information on the ACC docket that addresses the utility ratemaking implications of the TCJA.

## **Operational Factors**

***There is no guaranteed source of water.***

Our ability to meet the existing and future water demands of our customers depends on an adequate supply of water. Regulatory restrictions on the use of groundwater and the development of groundwater wells, lack of available water rights, drought, overuse

of local or regional sources of water, protection of threatened species or habitats, or other factors, including climate change, may limit the availability of ground or surface water.

As stated above, our primary source of water is pumping of groundwater from aquifers within service areas. In the event that our wells cannot meet customer demand, we can purchase water from surrounding municipalities, agencies, and other utilities. However, the cost of purchasing water is typically more expensive than producing it. Furthermore, these alternative sources may not always have an adequate supply to sell to us.

To date, we have been able to produce enough water to meet current customer requirements. However, no assurance can be given that we will be able to produce or purchase enough water to fully satisfy future customer demand. We can make no guarantee that we will always have access to an adequate supply of water that will meet all quality standards, or that the cost of water will not adversely affect our operating results.

If we are unable to access adequate water supplies, we may be unable to satisfy all customer demand, which could result in rationing. Rationing may have an adverse effect on cash flow from operations.

Water shortages may affect us in a variety of ways. For example, water shortages could:

- adversely affect water supply mix by causing us to rely on more expensive purchased water;
- adversely affect operating costs;
- increase the risk of contamination to water systems due to the inability to maintain sufficient pressure;
- increase capital expenditures for building pipelines to connect to alternative sources of supply, new wells to replace those that are no longer in service or are otherwise inadequate to meet the needs of customers, and reservoirs and other facilities to conserve or reclaim water; and
- result in regulatory authorities refusing to approve new service areas if an adequate water supply cannot be demonstrated and restrictions on new customer connections may be imposed in existing service areas if there is not sufficient water.

We may or may not be able to recover increased operating and construction costs as a result of water shortages on a timely basis, or at all, for our regulated systems through the rate setting process.

***Inadequate water and wastewater supplies could have a material adverse effect upon our ability to achieve the customer growth necessary to increase our revenues.***

In many areas of Arizona (including certain areas that we service), water supplies are limited and, in some cases, current usage rates exceed sustainable levels for certain water resources. As discussed above, we currently rely predominantly (and are likely to continue to rely) on the pumping of groundwater and the generation and delivery of recycled water for non-potable uses to meet future demands in our service areas. At present, groundwater (and recycled water derived from groundwater) is the primary water supply available to us.

We do not currently anticipate any short-term concerns with physical, legal, or continuous availability issues in our service areas. Regardless, the supply of groundwater in Central Arizona, while considerable, is also ultimately finite, closely regulated, and geographically limited. In areas where we have not applied for a “Designation of Assured Water Supply,” which is a decision and order issued by the director of the Arizona Department of Water Resources designating a private water company provider as having an adequate water supply, we have not performed hydrological studies or modeling to evaluate the amount of groundwater likely to be available to meet present and expected future demands. Insofar as we intend to rely on the pumping of groundwater and the generation and delivery of recycled water to meet future demands in our current service areas, our ability and/or the ability of developers inside of our service areas to meet regulatory requirements and to demonstrate assured and adequate water supplies is essential to the continued growth of our service connections and our capacity to supply water to our customers.

Insufficient availability of water or wastewater treatment capacity could materially and adversely affect our ability to provide for expected customer growth necessary to increase revenues. We continuously look for new sources of water to augment our reserves in our service areas, but have not yet obtained surface water rights. Our ability to obtain such rights may depend on factors beyond our control, such as the future availability of Colorado River water supplies. We also plan to construct facilities and obtain the necessary permits to recharge recycled water to stretch and augment our existing and planned future water supplies, but do not yet have this capability in all of our service areas. As a result, it is possible that, in the future, we will not be able to obtain sufficient water or water supplies to increase customer growth necessary to increase or even maintain our revenues.

***We rely on information technology systems to assist with the management of our business and customer relationships. A disruption of these systems could adversely affect our business and operations.***

Our information technology systems and the information technology functions that are outsourced to the FATHOM™ business, which we previously owned, are an integral part of our business. For example, FATHOM™ systems allow us to read water meters remotely, identify high water usage, and identify water theft from disconnected meters. FATHOM™ systems also provide contracted services and back-office technologies and systems to bill our customers, provide customer service, manage certain financial records, and track assets and accounts receivable collections. A disruption of our information technology systems or the FATHOM™ systems could significantly limit our ability to manage and operate our business efficiently, which in turn could cause our business to suffer and cause our results of operations to be reduced.

Further, our information technology systems and the FATHOM™ systems are vulnerable to damage or interruption from:

- power loss, computer systems failures, and internet, telecommunications, or data network failures;
- operator negligence or improper operation by, or supervision of, employees;
- physical and electronic loss of customer data or security breaches, misappropriation, and similar events;
- computer viruses;
- intentional acts of vandalism and similar events; and
- fires, floods, earthquakes, and other natural disasters.

Damages or interruptions to our information technology systems or the FATHOM™ systems may result in physical and electronic loss of customer or financial data, security breaches, misappropriation, and similar events. These issues could prevent us from issuing billings timely, which could impact revenue, or could negatively impact the efficient operations of the business, resulting in additional costs. The lack of redundancy for some of our IT systems or the FATHOM™ systems, including billing systems, could exacerbate the impact of any of the foregoing events.

***If future acquisitions do not achieve sufficient profitability relative to expenses and investment, our business and ability to finance our operations could be materially adversely affected.***

A typical element of a utility growth strategy is the acquisition or development of other water and wastewater utilities. The potential negotiation of future acquisitions and development of new projects could require us to incur significant costs and expose us to significant risks, including:

- risks relating to the condition of assets acquired and exposure to residual liabilities of prior businesses;
- operating risks, including equipment, technology and supply problems, regulatory requirements, and approvals necessary for acquisitions;
- risks that potential acquisitions may require the disproportionate attention of our senior management, which could distract them from the management of our existing business;
- risks related to our ability to retain experienced personnel of the acquired company; and
- risks that certain acquisitions may require regulatory approvals, which could be refused or delayed and which could result in unforeseen regulatory expenses or unfavorable regulatory conditions.

These issues could have a material adverse effect on our business and our ability to finance our operations. The businesses and other assets we acquire in the future may not achieve sufficient revenue or profitability to justify our investment, and any difficulties we may encounter in the integration process could interfere with our operations and reduce operating margins. Acquisitions could also result in dilutive issuance of our equity securities, incurrence of debt and contingent liabilities, and fluctuations in quarterly results and expenses.

***If we do not manage our anticipated growth effectively, we may not be able to develop or implement the infrastructure necessary to support our operations and could suffer a loss of profitability.***

Since our formation in 2003, we have grown rapidly, with our total revenues increasing from \$4.9 million in 2004 to \$35.5 million in 2018 and total service connections increasing from 8,113 as of December 31, 2004 to 44,289 as of December 31, 2018. We have also expanded geographically, from 18 square miles of service areas in 2004 to 352 square miles as of December 31, 2018. Our growth has been driven principally by acquisitions and by organic growth resulting from increased development and service connections within our existing service areas.

Although we may not be able to achieve similar growth, or grow at all, in future periods, we expect to continue to significantly expand our facilities, infrastructure, marketing, testing, management, and administrative operations, as well as our financial and

accounting controls. This expansion has placed, and will continue to place, strain on our management and administrative, operational, technical, and financial infrastructure. If management is unable to manage growth effectively, the quality of our services, our ability to attract and retain key personnel, and our business or prospects could be harmed significantly.

To manage growth effectively, we must:

- continue to expand our water management capacity;
- retain key management and augment our management team;
- continue to enhance our technology, operations, and financial and management systems;
- manage multiple relationships with our customers, regulators, suppliers, and other third parties; and
- expand, train, and manage our employee base.

We may not be able to manage effectively any expansion in one or more of these areas, and our failure to do so could harm our ability to maintain or increase revenues and operating results. The expenses incurred in pursuing growth could increase without a corresponding increase in our revenue base, which could decrease operating results and profit margin. In addition, future growth may require us to make significant capital expenditures or incur other significant expenses and may divert the attention of our personnel from our core business operations, any of which could affect our financial performance adversely.

***The nature of our business exposes us to various liability claims, which may exceed the level of our insurance coverage and thereby not be reimbursed fully by insurance proceeds, or not be covered by our insurance at all, and may also make it difficult for us to obtain insurance coverage at affordable rates.***

In recent years, societal factors have resulted in increased litigation and escalating monetary claims against industries and employers. Although the national insurance market currently provides insurance coverage at affordable premiums, there is no guarantee this will continue or that we will continue to be able to obtain coverage against catastrophic claims and losses. While we may self-insure for some risks in the future, should an uninsured or underinsured loss occur, we may be unable to meet our obligations as they become due.

The operation of our utilities is subject to the normal risks of occupancy as well as the additional risks of receiving, processing, treating, and disposing of water and waste materials. As a safeguard, we currently maintain general liability and workers' compensation insurance coverage, subject to deductibles at levels we believe are sufficient to cover future claims made during the respective policy periods. However, we may be exposed to multiple claims, including workers' compensation claims, that do not exceed our deductibles, and, as a result, we could incur significant out-of-pocket costs that could materially adversely affect our business, financial condition, and results of operations. In addition, the cost of insurance policies may increase significantly upon renewal of those policies as a result of general rate increases for the type of insurance we carry as well as our historical experience and experience in our industry. Our future claims may exceed the coverage level of our insurance, and insurance may not continue to be available on economically reasonable terms, or at all. If we are required to pay significantly higher premiums for insurance, are not able to maintain insurance coverage at affordable rates, or if we must pay amounts in excess of claims covered by our insurance, we could experience higher costs that could materially adversely affect our business, financial condition, and results of operations.

***We are exposed to various risks relating to legal proceedings or claims that could materially adversely affect our operating results.***

We are a party to lawsuits in the normal course of our business. Litigation in general can be expensive, lengthy, and disruptive to normal business operations. Moreover, the results of complex legal proceedings are difficult to predict. Responding to lawsuits brought against us, or legal actions that we may initiate, can often be expensive and time-consuming. Unfavorable outcomes from these claims and/or lawsuits could materially adversely affect our business, results of operations, and financial condition, and we could incur substantial monetary liability and/or be required to change our business practices.

***Operating costs, construction costs, and costs of providing services may rise faster than revenue.***

The ability to increase rates over time is dependent upon approval of rate increases by utility regulators, which may be inclined, for political or other reasons, to limit rate increases. However, our costs are subject to market conditions and other factors, and may increase significantly. The second largest component of our operating costs after water production is made up of salaries and wages. These costs are affected by the local supply and demand for qualified labor. Other large components of our costs are general insurance, workers' compensation insurance, employee benefits, and health insurance costs. These costs may increase

disproportionately to rate increases authorized by utility regulators and may have a material adverse effect on our financial condition and results of operations.

***Increased operating expenses associated with the expansion of our business may negatively impact our operating income.***

Increased operating expenses associated with any expansion of our business may negatively impact our income as we, among other things:

- seek to acquire new utilities and service areas;
- expand geographically in and outside of Arizona;
- make significant capital expenditures to support our ability to provide services in our existing service areas;
- fund development costs for our system and technology; and
- incur increased general and administrative expenses as we grow.

As a result of these factors, we may not sustain or increase our profitability on an ongoing basis.

***We may have difficulty accomplishing our growth strategy within and outside of our current service areas. This would cause us to rely more heavily on regulatory rate increases to increase our revenues.***

Our ability to expand our business, both within our current service areas and into new areas, involves significant risks, including, but not limited to:

- not receiving or maintaining necessary regulatory permits, licenses, or approvals;
- downturns in economic or population growth and development in our service areas;
- risks related to planning and commencing new operations, including inaccurate assessment of the demand for water, engineering and construction difficulties, and inability to begin operations as scheduled;
- droughts or water shortages that could increase water conservation efforts to a point that materially reduces revenue;
- regulatory restrictions or other factors that could adversely affect our access to sources of water supply;
- our potential inability to identify suitable acquisition opportunities or to form the relationships with developers and municipalities necessary to form strategic partnerships; and
- barriers to entry presented by existing water utilities in prospective service areas.

If we are unable to execute our growth strategy effectively, we will need to rely more heavily on regulatory rate increases to increase our revenue. However, there can be no assurance that the regulatory authorities will approve any rate increases.

***We may have difficulty recruiting and retaining qualified personnel, and due to the technical and specialized nature of our business, our profitability may suffer if we do not have the necessary workforce.***

Our plants require some of our employees to be certified operators of record, a designation requiring specialized training and certification in water and wastewater systems. As workers with these qualifications retire in the industry, we may be unable to replace them readily in view of the relatively low number of younger workers that we believe are entering the workforce to pursue this line of work. Our operations require a variety of other technical skills and specialties in the areas of engineering, systems analysis, laboratory work, and equipment repair, and we may have difficulty recruiting and retaining personnel with these skills. If we cannot maintain an employee base with the skills necessary to conduct our operations, our efficiency, margins, and ability to expand our business could be adversely affected.

***Any disruption or problem at our facilities could increase our expenses.***

A natural disaster (such as an earthquake, fire, or flood) or an act of terrorism could cause substantial delays in our operations, damage or destroy our equipment or facilities, and cause us to incur additional expenses and lose revenue. The insurance we maintain against natural disasters may not be adequate to cover our losses in any particular case, which would require us to expend significant resources to replace any destroyed assets, thereby materially and adversely affecting our financial condition and prospects.

***We face risks associated with the design, construction, and operation of our systems that may adversely affect our business and financial condition.***

We are responsible for the design, construction, installation, and maintenance of our water treatment, reclamation, and distribution systems. We could be adversely affected by a failure to complete our construction projects on time or on budget, and a substantial delay in the progress of construction due to adverse weather, work stoppages, shortages of materials, non-issuances of permits, nonperformance of suppliers or contractors, or other factors could result in a material increase in the overall cost of such projects.

We cannot guarantee that our systems will operate as designed or be free from defects. The failure of our systems to operate properly could cause significant public harm. Any defects in our systems or significant reliability, quality, or performance problems with respect to our systems or services could have a number of negative effects on our profitability, results of operations, liquidity, and cash flows, including:

- loss of revenues;
- diversion of management and development resources and the attention of engineering personnel;
- significant customer relations problems;
- increased repair, support, and insurance expenses;
- adverse regulatory actions; and
- legal actions for damages by our customers, including but not limited to damages based on commercial losses and effects on human health.

***Any failure of our network of water and wastewater pipes and water reservoirs could result in losses and damages that may affect our financial condition and reputation.***

Our utilities distribute water and collect wastewater through an extensive network of pipes and store water in reservoirs located across our service areas. A failure of major pipes or reservoirs could result in injuries and property damage for which we may be liable. The failure of major pipes and reservoirs may also result in the need to shut down some facilities or parts of our network in order to conduct repairs. Any failures and shutdowns may limit our ability to supply water in sufficient quantities to customers and to meet the water and wastewater delivery requirements prescribed by applicable utility regulators, which would adversely affect our financial condition, results of operations, cash flow, liquidity, and reputation.

***Risks associated with the collection, treatment, and disposal of wastewater and the operation of water utilities may impose significant costs that may not be covered by insurance, which could result in increased insurance premiums.***

The wastewater collection, treatment, and disposal operations of our utilities are subject to substantial regulation and involve significant environmental risks. If collection or sewage systems fail, overflow, or do not operate properly, untreated wastewater or other contaminants could spill onto nearby properties or into nearby streams and rivers, potentially causing damage to persons or property, injury to the environment including aquatic life, and economic damages, which may not be recoverable in rates. This risk is most acute during periods of substantial rainfall or flooding, which are the main causes of sewer overflow and system failure. Liabilities resulting from such damage could adversely and materially affect our business, results of operations, and financial condition. Moreover, in the event that we are deemed liable for any damage caused by overflow, losses might not be covered by insurance policies, and such losses may make it difficult to secure insurance in the future at acceptable insurance premium rates. Similarly, any related business interruption or other losses might not be covered by insurance policies, which would also make it difficult for us to secure insurance in the future at acceptable insurance premium rates.

We may also incur liabilities under environmental laws and regulations requiring investigations and cleanup of environmental contamination at our properties or at off-site locations where there have been adverse environmental impacts. The discovery of previously unknown conditions, or the imposition of cleanup obligations in the future, could result in significant costs, and could adversely affect our financial condition, results of operations, cash flow, and liquidity. Such remediation losses may not be covered by insurance policies and may make it difficult for us to secure insurance in the future at acceptable insurance premium rates.

***Contamination of the water supplied by us may result in disruption in our services, loss of credibility, lower demand for our services, and potential liability that could adversely affect our business and financial condition.***

Our water supplies are subject to contamination, including contamination from compounds, chemicals in groundwater systems, pollution resulting from man-made sources (such as perchlorate and methyl tertiary butyl ether), and possible biological terrorist attacks. Contamination of water sources can lead to human death and illness, damage to natural resources and other parts of the environment, and cause other harms. Among other things, if we are found to be liable for consequences of water contamination arising out of human exposure to hazardous substances in our water supplies or other damage, we would be subject to civil or criminal enforcement actions, litigation, and other proceedings or clean up obligations. Further, our insurance policies may not apply or be sufficient to cover the costs of these claims, which could be significant.



Cleaning up water sources can be very expensive and if we are required to do so, it could have a material and adverse effect on our business, operating results, and financial condition. In the event that our water supply is contaminated, we may have to interrupt or stop the use of that water supply until we are able to treat the water or to substitute the supply of water from another water source, including, in some cases, through the purchase of water from a supplier. We may incur significant costs in order to warn consumers and to treat the contaminated source through expansion of current treatment facilities or development of new treatment methods. Using a new water source is generally associated with increased costs compared to an existing water source and, as indicated above, purchasing water is typically more expensive than obtaining the water from other means. If we are unable to treat or substitute our water supply in a cost-effective manner, our financial condition, results of operations, cash flow, liquidity, and reputation may be adversely affected. We may not be able to recover costs associated with treating contaminated water or developing new sources of supply through the rate setting process or through insurance.

***We depend on an adequate supply of electricity and chemicals for the delivery of our water, and an interruption in the supply of these inputs or increases in their prices could adversely affect our results of operations.***

We rely on purchased electrical power to operate the wells and pumps that are needed in order to supply potable and recycled water to our customers. An extended interruption in power supply that we cannot remediate through the use of backup generators could adversely affect our ability to continue these operations. Electrical power, which represented approximately 6.8% of our total operating expenses in fiscal year 2018, is a significant and potentially volatile operating expense. Electrical power costs are beyond our control and can increase unpredictably in substantial amounts. Under these circumstances, our cash flows between our general rate case filings and our earnings may be adversely affected until the ACC has authorized a rate increase.

In addition, we require bulk supplies of chemicals for water and wastewater treatment, and if we were to suffer an interruption of supply that we cannot replace quickly, we might not be able to perform these functions adequately. Some chemicals are available from a single source or a limited number of sources. There is no assurance that these suppliers will continue to produce the chemicals in the quantities and quality and at the times they are needed. Moreover, the replacement of any of these suppliers could lead to significant delays and increase in our costs. Chemical costs represented approximately 1.6% of our total operating expenses in fiscal year 2018.

***We are subject to environmental risks that may subject us to clean-up costs or litigation that could adversely affect our business, operating results, financial condition, and prospects.***

Under various federal and state environmental laws, regulations, ordinances, and other requirements, a current or previous owner or operator of real property or a facility may be liable for the costs of removal, remediation, or containment of hazardous or toxic substances on, under, in, or released from such property. These liabilities are not limited to a potential effect on our water supply and include, but are not limited to, liabilities associated with air, soil, or groundwater contamination at any real estate or facilities we own or operate, including liabilities assumed in an acquisition of another utility. Environmental laws often impose liability regardless of whether the owner or operator knew of or was responsible for the presence of the hazardous or toxic substances. Although we currently conduct environmental screening assessments on new properties that we propose to acquire or use to identify significant sources of contaminants on surrounding properties, these assessments are not comprehensive, nor have they been conducted for all of the property owned or used by us. As a result, hazardous or toxic substances may exist at properties owned or used by us. If hazardous or toxic substances are discovered at real property or facilities owned or used by us (including a landfill owned by another party that is used by us for disposal of hazardous substances), we could incur significant remediation costs, liability exposure, or litigation expenses that could adversely affect our profitability, results of operations, liquidity, and cash flows.

***We are subject to industrial risks that could adversely affect our results of operations.***

The operations of our water and wastewater treatment plants involve physical, chemical, and biological processes and the use of pumps, generators, and other industrial equipment. As a result, our operations are subject to various industrial risks, including chemical spills, discharges or releases of toxic or hazardous substances or gases, effects resulting from confined operating spaces, fires, explosions, mechanical failures, storage tank leaks, and electric shock. These risks can result in personal injury, loss of life, catastrophic damage to or destruction of property and equipment or environmental damage, and related legal proceedings, including those commenced by regulators, neighbors, or others. They may also result in an unanticipated interruption or suspension of our operations and the imposition of liability. The loss or shutdown over an extended period of operations at any of our treatment facilities or any losses relating to these risks could have a material adverse impact on our profitability, results of operations, liquidity, and cash flows.

## **Market and Financial Factors**

***We do not control when and where a developer may request service within our service areas, and if this occurs outside the location and capacity of existing infrastructure, it may require significantly more capital expenditures than currently anticipated.***

If a developer has an ICFA, and/or once a developer has entered into a service agreement with our utility subsidiary and the property being developed has been included within a service area, we have the obligation to serve under the terms of those agreements and existing regulations. Although we have built substantial modern infrastructure within these utilities in areas where development is currently occurring, there is the potential that a developer may request service in another location within the service area. Extending/expanding the existing infrastructure to provide service may result in the need to make additional, currently unplanned, capital improvements and there is no guarantee that we may recover our costs timely. As a result, our return on our investment and cash flow stream could be adversely affected.

***Doing business in jurisdictions other than Arizona may present unforeseen regulatory, legal, and operational challenges that could impede or delay our operations or adversely affect our profitability.***

We may decide to pursue growth opportunities in states other than Arizona. Other states may present substantially different regulatory frameworks, and we may have difficulty acquiring the necessary approvals and permits or complying with environmental, health and safety, or quality standards. In addition, it may become more costly or difficult for us to comply with a multitude of standards and requirements across multiple states.

Other states may also expose us to new legal precedents, condemnation risks, and liability concerns based on state legislation or case law.

Our cost structure in other states may be significantly different than our current cost structure due to regional differences. For example, our cost structure may be significantly impacted by differences in labor and energy costs in other markets and the significant portion of overall production costs that they represent.

***Our operations of regulated utilities are currently located exclusively in the state of Arizona, and more specifically approximately 92.8% of our active service connections are within a single municipality, which increases the impact of local conditions on our results of operations.***

The customers of our regulated utilities are currently located exclusively in the state of Arizona and 92.8% of our active service connections are located in the City of Maricopa, Arizona. As a result, we cannot diversify or mitigate the risks presented by local regulatory, economic, political, demographic, and weather conditions in this area. An adverse change in any of these conditions would therefore affect our profitability, results of operations, liquidity, and cash flows more significantly than if our utilities also operated in other geographic areas.

***Our existing indebtedness could affect our business adversely and limit our ability to plan for or respond to growth opportunities, and we may be unable to generate sufficient cash flow to satisfy our liquidity needs.***

As of December 31, 2018, we had total indebtedness of \$115.1 million. In addition, we may incur substantial additional indebtedness in the future. Our indebtedness could have important consequences, including:

- limiting our ability to obtain future additional financing we may need to fund future working capital, capital expenditures, acquisitions, or other corporate requirements; and
- limiting, by the financial and other restrictive covenants in our debt agreements, our ability to borrow additional funds and to pay dividends.

Our ability to incur significant future indebtedness will depend in part on our ability to generate cash flow. This ability is affected by general economic, financial, competitive, legislative, regulatory, and other factors that are beyond our control. If our business does not generate sufficient cash flow from operations or if we are unable to borrow money or otherwise generate funds sufficient to enable us to fund our liquidity needs, we may be unable to plan for or respond to growth opportunities, which could adversely affect our operating results and business prospects.

***Foreclosure rates in our service areas, as well as other factors affecting real estate development, could affect the growth of our regulated customer base or result in a decline in our revenue.***

A slowdown or severe downturn in the housing market could have an adverse effect on our operating results and financial condition. During periods of economic distress, there may be an increase in home foreclosures and vacancies. For example, during the economic downturn beginning in 2008, our utilities experienced an increase in the number of vacant homes, reaching a peak of

4,020 vacant connections as of February 28, 2009, approximately 11.9% of our total connections at the time. Accordingly, in the event of an economic downturn, we may experience a material reduction in revenues. Although the U.S. economy and housing market continue to perform well, we cannot predict the overall trajectory of the market. Our growth depends significantly on increased residential and commercial development in our service areas, and if developers or builders are unable to complete additional residential and commercial projects, our revenue may decline.

***Our water and wastewater systems are subject to condemnation by governmental authorities, which may result in the receipt of less than the fair market value of our assets and a loss of revenue from our operations.***

Municipalities and other governmental subdivisions have historically been involved in the provision of water and wastewater services, and efforts may arise from time to time to convert some or all of our assets to public ownership and operation. Arizona law provides for the acquisition of public utility property by governmental agencies through their power of eminent domain, also known as condemnation. Should a municipality or other governmental subdivision seek to acquire some or all of our assets through eminent domain, we would likely resist the acquisition.

Contesting an exercise of condemnation through eminent domain may result in costly legal proceedings and may divert the attention of our management from the operation of our business. Moreover, our efforts to resist any such condemnation may not be successful.

If a municipality or other governmental subdivision succeeds in acquiring some or all of our assets through eminent domain, there is a risk that we will not receive adequate compensation for such assets and that we will incur significant one-time charges. Condemnation also results in a loss of revenue from the operations of the affected utility.

The assets of our former utility subsidiaries, Cave Creek Water Co. and Valencia, were acquired from us by municipalities pursuant to condemnation proceedings, and our other utility subsidiaries could be subjects of such proceedings in the future.

***We face competition for new service areas and acquisition targets.***

We face competition from other water and wastewater utilities for new service areas and with respect to acquisitions of smaller utilities. These competitors consist primarily of municipalities and investor-owned utilities seeking expansion opportunities. Some of our competitors are larger than we are and have more resources and access to capital than we do. If we are unable to compete effectively for new service areas and acquisitions of existing utilities, our ability to increase our rate base and revenue could be adversely affected.

***Our growth depends significantly on increased residential and commercial development in our service areas, and if developers or builders are unable to complete additional residential and commercial projects, our revenue may not increase.***

The growth of our customer base depends almost entirely on the success of developers in developing residential and commercial properties within our CC&N areas. A CC&N is a permit issued by the ACC allowing a public service corporation to serve a specified area, and preventing other public service corporations from offering the same services within the specified area, which we refer to as “service areas.” Real estate development is a cyclical industry and the growth rate of development, especially residential development, since 2006, both nationally and in Arizona has been below historical rates. The sale of, for instance, single family residences is affected by a number of national and regional economic factors, including:

- interest rates and general levels of economic output;
- levels of activity in the local real estate market;
- the state of domestic credit markets, mortgage standards, and availability of credit;
- competition from other builders and other projects in the area and other states;
- federal programs to assist home purchasers;
- costs and availability of labor and materials;
- government regulations affecting land development, homebuilding, and mortgage financing;
- availability of financing for development and for home purchasers;
- changes in the income tax treatment relating to real property ownership;
- unexpected increases in development costs;
- increased commute times and fuel costs that may adversely affect the desirability of outlying suburbs;
- availability of, among other things, other utilities, adequate transportation, and school facilities; and

- environmental problems with such land.

While many developers presently hold necessary zoning approvals, land development within our service areas could also be affected by changes in governmental policies, including, but not limited to, governmental policies to restrict or control development. This may include, for example, actions by the local school districts to restrict admissions to local schools because of inadequate classroom space or, because of other problems, such as failure by local municipalities to approve plats for the development. An increase in current residential foreclosure rates or a deep or prolonged slowdown of the development process and the related absorption rate within the various developments in our service areas because of any or all of the foregoing could materially and adversely affect growth of our customer base and the generation of revenue.

Many national builders and developers in our service areas own or control substantial amounts of the developable land in these areas. There can be no assurance that these builders and developers have the financial capability to continue and complete their developments.

***We will need additional capital to grow our business, and additional financing may not be available to us on favorable terms when required, or at all.***

Adequate funds to support our growth may not be available when needed or on terms acceptable to us. We may need to raise additional funds to support more rapid expansion, improve our facilities and infrastructure, develop new and enhanced technologies, or respond to evolving regulatory standards. We may experience difficulty in raising the necessary capital due to volatility in the capital markets or increases in the cost of infrastructure finance. Increasingly stringent bond rating standards could make it more difficult for us to finance our growth by issuing tax-exempt bonds as we have in the past. In addition, we require regulatory approval from the ACC for some means of raising capital, such as issuance of debt by our regulated utilities, and approval may be denied or delayed. If adequate funds are not available or are not available on acceptable terms, we may not be able to take advantage of expansion opportunities, make the capital expenditures necessary to support our growth, or otherwise execute our strategic plan.

***Our utilities business is subject to seasonal fluctuations and other weather-related conditions, such as droughts, which could adversely affect the supply of and demand for our services and our results of operations.***

We depend on an adequate water supply to meet the present and future needs of our customers. Whether we have an adequate water supply depends upon a variety of factors, including underground water supply from which groundwater is pumped, the rate at which it is recharged by rainfall and snowpack, and changes in the amount of water used by our customers. In particular, the arid western U.S. region, which includes our present and potential service areas, has been required to deal with general conditions of water scarcity exacerbated by extended periods of drought.

Drought conditions could interfere with our sources of water supply and could adversely affect our ability to supply water in sufficient quantities to our existing and future customers. For example, our utilities have acted in the past as interim operators for several smaller troubled water systems, at the request of the ACC. In one such instance, the onsite well, which was the single source of water, ran dry due to aquifer decline. As a result, we were forced to haul water to the system for several years at a considerable cost. Any future interruption to our water supply or restrictions on water usage during drought conditions or other legal limitations on water use could result in decreased customer billing and lower revenues or higher expenses that we would not be able to recoup without prior regulatory approval for a rate increase, which may not be granted. These conditions could also lead to increases in capital expenditures needed to build infrastructure to secure alternative water sources. Furthermore, customers may use less water even after a drought has ended because of conservation patterns developed during the drought. Population growth could also decline under drought conditions as individuals and businesses move out of the area or elect not to relocate there. Lower water use for any reason could lead to lower revenue.

Demand for water is seasonal and varies with temperature and rainfall levels. If temperatures during the typically warmer months are cooler than normal, or if there is more rainfall than normal, the demand for our water may decrease, which would adversely affect our profitability, results of operations, liquidity, and cash flows. Consequently, the results of operations for one quarter are not necessarily indicative of results for future quarters or the full year.

***We are subject to adverse publicity and reputational risks, which make us vulnerable to negative customer perception and could lead to increased regulatory oversight or other sanctions.***

Water and wastewater utilities, including Palo Verde and Santa Cruz, have large customer bases and as a result are exposed to public criticism regarding, among other things, the reliability of their water and wastewater services, the quality of water provided, the timeliness and accuracy of bills that are provided for such services, and the quality of customer service. Adverse publicity and negative customer sentiment may render regulators and government officials less likely to view us in a favorable light, and may cause us to be susceptible to less favorable regulatory outcomes, as well as increased regulatory oversight, lower rates, and more stringent regulatory requirements. Unfavorable regulatory outcomes may include the enactment of more stringent laws and regulations governing our operations, as well as fines, penalties or other sanctions or requirements. The imposition of any of the foregoing could have a material adverse impact on our business, financial condition, results of operations and cash flows.

***If the general public perceives recycled water to be unsafe, we will have difficulty executing our business plan and could face a loss of revenue.***

Our Total Water Management model emphasizes the maximum use of recycled water for non-potable purposes. To implement this model, we cultivate relationships with developers, municipalities, and members of the communities we serve and focus on educating them regarding the benefits and safety of recycled water. If the recycled water supplied to customers is contaminated, either as a result of terrorism, system failure, pipeline, or other causes, public perception regarding the safety of recycled water would likely suffer, regardless of whether we are at fault and potentially even if the contaminated water was supplied by another person. For example, if groundwater contamination occurs as a result of discharge of “gray water” (e.g., used sink or laundry water) into the aquifer, the public could confuse that with recycled water and attribute environmental harm to our system. Public perception of an unsafe water supply would harm our business, particularly with respect to our ability to implement water recycling as a key element of our business strategy.

#### **Risks Related to the Ownership of Our Common Stock**

***The concentration of our stock ownership with our officers, directors, certain stockholders, and their affiliates will limit your ability to influence corporate matters.***

Our directors, executive officers, and stockholders holding more than 5% of our capital stock and their affiliates beneficially own, in the aggregate, approximately 59% of our outstanding common stock, including 49% held by our director, William S. Levine. As a result, these stockholders are able to exercise significant influence over all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, such as a merger or other sale of us or our assets. This concentration of ownership could limit your ability to influence corporate matters and may have the effect of delaying or preventing a third party from acquiring control over us. There can be no assurance that their interests will not conflict with the interests of our other stockholders.

***Our common stock may be volatile or may decline regardless of our operating performance, and you may not be able to resell your shares at or above your purchase price.***

The market price for our common stock is likely to be volatile, in part because our shares recently began trading publicly. Many factors, which are outside our control, may cause the market price of our common stock to fluctuate significantly, including those described elsewhere in this “Risk Factors” section, as well as the following:

- our operating and financial performance and prospects;
- our quarterly or annual earnings or those of other companies in our industry compared to market expectations;
- conditions that impact demand for our services;
- future announcements concerning our business or our competitors’ businesses;
- the public’s reaction to our press releases, other public announcements, and filings with the SEC;
- the size of our public float;
- coverage by or changes in financial estimates by investment analysts or failure to meet their expectations;
- the market’s reaction to our reduced disclosure as a result of being an “emerging growth company” under the JOBS Act;
- market and industry perception of our success, or lack thereof, in pursuing our growth strategy;
- strategic actions by us or our competitors, such as acquisitions or restructurings;

- changes in laws or regulations which adversely affect our industry or us;
- changes in accounting standards, policies, guidance, interpretations, or principles;
- changes in senior management or key personnel;
- issuances, exchanges, or sales, or expected issuances, exchanges, or sales of our capital stock;
- changes in our dividend policy;
- adverse resolution of new or pending litigation against us; and
- changes in general market, economic, and political conditions in the U.S., and global economies or financial markets, including those resulting from natural disasters, terrorist attacks, acts of war, and responses to such events.

In addition, stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies in our industry. In the past, stockholders have instituted securities class action litigation following periods of market volatility. If we were involved in securities litigation, we could incur substantial costs and our resources and the attention of management could be diverted from our business.

***We incur costs as a result of being a public company in the U.S.***

As a public company in the U.S., we incur significant legal, accounting, insurance, and other expenses, including costs associated with U.S. public company reporting requirements. The expenses incurred by U.S. public companies generally for reporting and corporate governance purposes have been increasing. We expect these rules and regulations to increase our legal and financial compliance costs and to make some activities more time-consuming and costly. These laws and regulations could also make it more difficult or costly for us to obtain certain types of insurance, including director and officer liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. Furthermore, if we are unable to satisfy our obligations as a public company, we could be subject to delisting of our common stock, fines, sanctions and other regulatory action, and potentially civil litigation.

***Substantial future sales of our common stock, or the perception in the public markets that these sales may occur, may depress our stock price.***

Sales of substantial amounts of our common stock in the public market, or the perception that these sales could occur, could adversely affect the price of our common stock and could impair our ability to raise capital through the sale of additional shares.

We have also filed a registration statement registering under the Securities Act of 1933, as amended (the “Securities Act”), the shares of our common stock reserved for issuance in respect of stock options and other incentive awards granted to our officers and certain of our employees. If these officers or employees cause a large number of securities to be sold in the public market, such sales could also reduce the trading price of our common stock and impede our ability to raise future capital.

***If our operating and financial performance in any given period does not meet the guidance that we provide to the public or the expectations of investment analysts, our stock price may decline.***

We may provide public guidance on our expected operating and financial results for future periods. Any such guidance will be comprised of forward-looking statements subject to the risks and uncertainties described in this Form 10-K and in our other public filings and public statements. Whether or not we provide guidance, investment analysts may publish their estimates of our future financial performance. Our actual results may not always be in line with or exceed any guidance we have provided or the expectations of investment analysts, especially in times of economic uncertainty. If, in the future, our operating or financial results for a particular period do not meet any guidance we provide or the expectations of investment analysts or if we or investment analysts reduce estimates of our performance for future periods, the market price of our common stock may decline.

***If investment analysts cease to publish research or reports about our business or if they publish negative evaluations of our common stock, the price of our common stock could decline.***

The trading market for our common stock will rely in part on the research and reports that investment analysts publish about us or our business. However, if no or few analysts commence coverage of the Company, the trading price of our stock would likely decrease. Even if we do obtain such analyst coverage, if one or more of the analysts covering our business downgrade their evaluations of our stock, the price of our common stock could decline. If one or more of these analysts cease to cover our common stock, we could lose visibility in the market for our stock, which in turn could cause our common stock price to decline.

***Our failure to achieve and maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act as a public company could have a material adverse effect on our business and share price.***

We have to comply with Section 404(a) of the Sarbanes-Oxley Act. Section 404(a) of the Sarbanes-Oxley Act requires annual management assessments of the effectiveness of our internal control over financial reporting. Additionally, once we are no longer an emerging growth company, as defined by the JOBS Act, our independent registered public accounting firm will be required pursuant to Section 404(b) of the Sarbanes-Oxley Act to attest to the effectiveness of our internal control over financial reporting on an annual basis. The rules governing the standards that must be met for our management to assess our internal control over financial reporting are complex and require significant documentation, testing, and possible remediation.

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles. We may encounter problems or delays for any requested improvements and receiving a favorable attestation in connection with the attestation to be provided by our independent registered public accounting firm after we cease to be an emerging growth company. If our independent registered public accounting firm is unable to provide an unqualified attestation report on our internal controls after we cease to be an emerging growth company, investors could lose confidence in our financial information and the price of our common stock could decline.

Additionally, the existence of any material weakness or significant deficiency would require management to devote significant time and incur significant expense to remediate any such material weakness or significant deficiency and management may not be able to remediate any such material weakness or significant deficiency in a timely manner. The existence of any material weakness in our internal control over financial reporting could also result in errors in our financial statements that could require us to restate our financial statements, cause us to fail to meet our reporting obligations, and cause stockholders to lose confidence in our reported financial information, all of which could materially and adversely affect our business and share price.

***We cannot assure you that we will pay dividends on our common stock, and our indebtedness could limit our ability to pay dividends on our common stock.***

We currently intend to continue to pay a regular monthly dividend on our common stock of \$0.023625 per share (\$0.2835 per share annually), or an aggregate of approximately \$5.6 million on an annual basis. However, our future dividend policy is subject to our compliance with applicable law, and depends on, among other things, our results of operations, financial condition, level of indebtedness, capital requirements, contractual restrictions, restrictions in our debt agreements and in any preferred stock we may issue in the future, business prospects, and other factors that our board of directors may deem relevant. Dividend payments are not mandatory or guaranteed; there can be no assurance that we will continue to pay a dividend in the future.

***Taking advantage of the reduced disclosure requirements applicable to emerging growth companies may make our common stock less attractive to investors.***

We are an “emerging growth company,” as defined in Section 2(a) of the Securities Act, as modified by the JOBS Act. As such, we are eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, (i) not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act; (ii) reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements; and (iii) exemptions from the requirements of holding a non-binding advisory vote on executive compensation and of shareholder approval of any golden parachute payments not previously approved. We have elected to adopt these reduced disclosure requirements. We cannot predict if investors will find our common stock less attractive as a result of our taking advantage of these exemptions and as a result, there may be a less active trading market for our common stock and our stock price may be more volatile.

In addition, Section 107 of the JOBS Act also provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of this extended transition provision. See “—Risks Related to the Ownership of Our Common Stock—Our election to take advantage of the JOBS Act extended accounting transition period may make our financial statements more difficult to compare to other public companies.”

We could remain an emerging growth company through 2021 or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed \$1.07 billion; (ii) the date that we become a “large accelerated filer” as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter; and (iii) the date on which we have issued more than \$1 billion in non-convertible debt securities during the preceding three-year period.

***Our election to take advantage of the JOBS Act extended accounting transition period may make our financial statements more difficult to compare to other public companies.***

Pursuant to the JOBS Act, as an “emerging growth company,” we must make an election to opt in or opt out of the extended transition period for any new or revised accounting standards that may be issued by the Financial Accounting Standards Board (“FASB”). We have elected to opt in and take advantage of this extended transition provision. This means that, when a standard is issued or revised and it has different application dates for public or private companies, we can, for so long as we are an emerging growth company, adopt the timeline applicable for private companies. This may make comparison of our financial statements with any other public company that is not an emerging growth company (or an emerging growth company that has opted out of using the extended transition provision) difficult or impossible as a result of our use of different accounting standards.

***Delaware law, certain provisions in our certificate of incorporation and bylaws, and regulations of the ACC may prevent efforts by our stockholders to change the direction or management of the Company.***

We are a Delaware corporation, and the anti-takeover provisions of Delaware law impose various impediments to the ability of a third party to acquire control of us, even if a change of control would be beneficial to our existing stockholders. In addition, our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that may make the acquisition of our company more difficult, including, but not limited to, the following:

- only allowing our board of directors, Chairman of our board of directors, Chief Executive Officer, or President to call special meetings of our stockholders;
- setting forth specific procedures regarding how our stockholders may present proposals or nominate directors for election at stockholder meetings;
- requiring advance notice and duration of ownership requirements for stockholder proposals;
- permitting our board of directors to issue preferred stock without stockholder approval; and
- limiting the rights of stockholders to amend our bylaws.

These provisions could discourage, delay, or prevent a transaction involving a change in control of our company. These provisions could also discourage proxy contests and make it more difficult for you and other stockholders to elect directors of your choosing and cause us to take other corporate actions you desire. In addition, because our board of directors is responsible for appointing the members of our management team, these provisions could in turn affect any attempt by our stockholders to replace current members of our management team.

Additionally, the ACC must determine that certain types of transactions will not impair our financial status, prevent us from attracting capital at fair and reasonable terms, or impair our ability to provide safe, reasonable, and adequate service. Pursuant to this regulatory mandate, the ACC may impose conditions that could discourage, delay, or prevent a transaction involving a change in control of our company.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.



## ITEM 2. PROPERTIES

The following table lists the properties that we own or lease:

Nature of Property	Location	Operated By	Owned or Leased
Corporate Offices	Phoenix, Arizona	Global Water Resources, Inc.	Leased
Wastewater Treatment Plant	Maricopa, Arizona	Global Water - Palo Verde Utilities Company, LLC	Owned
Global Water Center - Regional Office	Maricopa, Arizona	Global Water - Palo Verde Utilities Company, LLC	Owned
Wastewater Utility Plant	8 Lift Stations - Maricopa, Arizona	Global Water - Palo Verde Utilities Company, LLC	Owned
Water Utility Plant	16 Well Sites - Maricopa, Arizona	Global Water - Santa Cruz Water Company, LLC	Owned
Water Utility Plant	5 Water Distribution Sites - Maricopa, Arizona	Global Water - Santa Cruz Water Company, LLC	Owned
Water Utility Plant	9 sites - Western Maricopa County, Arizona	Water Utility of Greater Tonopah, LLC	Owned
Water Utility Plant	4 sites - Northern Maricopa County, Arizona	Water Utility of Northern Scottsdale, LLC	Owned
Water Utility Plant	Western Maricopa County, Arizona	Eagletail Water Company, L.C.	Owned
Irrigation Utility Plant	Mesa, Arizona	Global Water - Turner Ranches Irrigation, LLC	Owned
Water Utility Plant	Red Rock, Arizona	Global Water - Red Rock Utilities, LLC	Owned
Wastewater Utility Plant	Red Rock, Arizona	Global Water - Red Rock Utilities, LLC	Owned

We believe that our existing properties are adequate to meet our current needs.

## ITEM 3. LEGAL PROCEEDINGS

In the ordinary course of business, we may, from time to time, be subject to various pending and threatened lawsuits in which claims for monetary damages are asserted. To our knowledge, we are not involved in any legal proceeding which is expected to have a material effect on us.

## ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Market Information

Our common stock is listed on the NASDAQ Global Select Market ("NASDAQ") under the symbol "GWRB". Our common stock began trading on the NASDAQ on April 28, 2016. There was no public market for GWRB common stock prior to April 28, 2016.

#### Shareholders

As of March 2, 2019, there were approximately 5 shareholders of record of our common stock. Because many shares of our common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these holders of record.

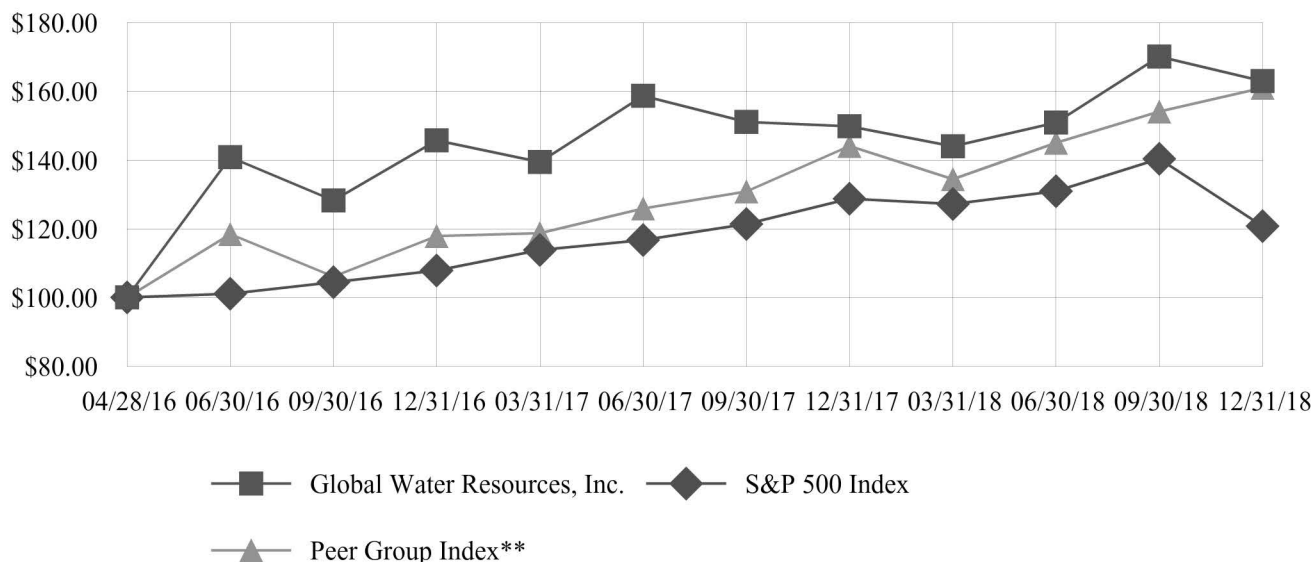
#### Dividends

We currently intend to continue to pay a regular monthly dividend of \$0.023861 per share (\$0.286332 per share annually). However, our future dividend policy is subject to our compliance with applicable law, and depending on, among other things, our results of operations, financial condition, level of indebtedness, capital requirements, contractual restrictions, restrictions in our debt agreements and in any preferred stock we may issue in the future, business prospects, and other factors that our board of directors may deem relevant. See "Management's Discussion and Analysis of Results of Operations and Financial Condition – Liquidity and Capital Resources" in Part II, Item 7 of this Form 10-K for a discussion of provisions of our senior secured notes that limit the payment of dividends.

## Performance Graph

The following graph compares the relative performance of our common stock, the S&P 500 Index, and our Peer Group Index. This graph covers the period from April 28, 2016 (the first day GWRS common stock began trading on the NASDAQ) through December 31, 2018. The graph assumes that \$100 was invested on April 28, 2016 in the common stock of GWRS, the S&P 500 Index, and our Peer Group Index, and also assumes reinvestment of dividends. The stock price performance on the following graph is not necessarily indicative of future stock price performance.

### COMPARISON OF 32 MONTH CUMILATIVE TOTAL RETURN\*



\* \$100 invested on April 28, 2016 in stock or index, including reinvestment of dividends. Fiscal year ending December 31.

\*\* Peer group includes American States Water Company, American Water Works, Aqua America, Inc., Artesian Resources Corp., California Water, Connecticut Water Service, Inc., Middlesex Water Company, and York Water Co.

	4/28/16	12/31/16	12/31/17	12/31/18
Global Water Resources, Inc.	\$ 100.00	\$ 145.78	\$ 149.91	\$ 163.04
S&P 500 Index	\$ 100.00	\$ 107.85	\$ 128.80	\$ 120.76
Peer Group Index**	\$ 100.00	\$ 117.88	\$ 144.10	\$ 161.07

## Issuer Purchases of Equity Securities

None.

## ITEM 6. SELECTED FINANCIAL DATA

The following table presents selected consolidated financial data, which should be read in conjunction with our consolidated financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations included in Part II, Item 7 in this Form 10-K. The table presents the consolidated statements of operations and cash flow data for the years ended December 31, 2018, 2017, and 2016 and the consolidated balance sheet data at December 31, 2018 and 2017, which are derived from our audited consolidated financial statements included elsewhere in this Form 10-K. The table also presents the consolidated statements of operations and cash flow data for the years ended December 31, 2015 and 2014 and the consolidated balance sheet data at December 31, 2016, 2015 and 2014, which were derived from our audited consolidated financial statements that are not included in this Form 10-K.

As the condemnation of Valencia Water Company, Inc. ("Valencia") was completed on July 14, 2015 and the sale of Willow Valley Water Company, Inc. ("Willow Valley") was completed on May 9, 2016, the Company's consolidated balance sheet, consolidated statements of operations, cash flow data, and operating metrics included Valencia and Willow Valley through the respective closing dates.

The following amounts are in thousands, except per share data and operating metrics:

	Year Ended December 31,				
	2018	2017	2016	2015	2014
<b>Consolidated Balance Sheet Data:</b>					
<b>ASSETS:</b>					
Net property, plant, and equipment	\$ 227,055	\$ 213,459	\$ 200,489	\$ 194,152	\$ 240,424
Current assets	\$ 17,334	\$ 9,665	\$ 24,740	\$ 18,715	\$ 12,293
Other assets	\$ 18,072	\$ 15,444	\$ 13,590	\$ 22,875	\$ 52,162
Total Assets	\$ 262,461	\$ 238,568	\$ 238,819	\$ 235,742	\$ 304,879
<b>LIABILITIES:</b>					
Current liabilities	\$ 9,576	\$ 8,976	\$ 10,901	\$ 10,663	\$ 13,630
Long-term debt and capital leases	\$ 114,507	\$ 114,363	\$ 114,317	\$ 102,417	\$ 124,769
Noncurrent liabilities	\$ 110,507	\$ 100,369	\$ 98,612	\$ 102,599	\$ 138,800
Total Liabilities	\$ 234,590	\$ 223,708	\$ 223,830	\$ 215,679	\$ 277,199
SHAREHOLDERS' EQUITY	\$ 27,871	\$ 14,860	\$ 14,989	\$ 20,063	\$ 27,680
Total Liabilities and Shareholders' Equity	\$ 262,461	\$ 238,568	\$ 238,819	\$ 235,742	\$ 304,879
<b>Consolidated Statements of Operations and Cash Flow Data:</b>					
Revenues	\$ 35,515	\$ 31,208	\$ 29,799	\$ 31,956	\$ 32,559
Operating expenses	\$ 26,246	\$ 23,864	\$ 23,987	\$ 25,429	\$ (22,232)
Operating income	\$ 9,269	\$ 7,344	\$ 5,812	\$ 6,527	\$ 54,791
Total other income (expense)	\$ (4,384)	\$ (3,394)	\$ (9,611)	\$ 35,459	\$ (6,855)
Income (loss) before income taxes	\$ 4,885	\$ 3,950	\$ (3,799)	\$ 41,986	\$ 47,936
Income tax benefit (expense)	\$ (1,782)	\$ 601	\$ 1,287	\$ (20,623)	\$ 16,995
Net income (loss)	\$ 3,103	\$ 4,551	\$ (2,512)	\$ 21,363	\$ 64,931
<b>Earnings (loss) per common share:</b>					
Basic	\$ 0.15	\$ 0.23	\$ (0.13)	\$ 1.17	\$ 3.54
Diluted	\$ 0.15	\$ 0.23	\$ (0.13)	\$ 1.17	\$ 3.54
Net cash provided by operating activities	\$ 11,307	\$ 11,156	\$ 1,895	\$ 4,245	\$ 11,646
Cash dividends paid	\$ 5,791	\$ 5,399	\$ 5,036	\$ 27,607	\$ 3,454
Dividends declared per common share	\$ 0.28	\$ 0.28	\$ 0.26	\$ 1.43	\$ 0.20
Capital expenditures	\$ 4,787	\$ 20,885	\$ 8,588	\$ 3,355	\$ 1,655
<b>Operating Metrics:</b>					
Active water connections	22,691	19,851	19,013	19,964	26,188
Active wastewater connections	20,996	19,146	18,374	17,820	17,380

The balance sheets as of December 31, 2015 and 2014 have been adjusted to reflect the impact of ASU 2015-03, *Interest—Imputation of Interest: Simplifying the Presentation of Debt Issuance Costs*, which required debt issuance costs be presented as a direct deduction from the carrying amount of the associated debt liability. As such, debt issuance costs of \$2.2 million and \$2.7 million have been reclassified from other assets to noncurrent liabilities for the years ended December 31, 2015 and 2014, respectively.

The balance sheet as of December 31, 2016 and the income statement for the year ended December 31, 2016 have been adjusted to reflect an immaterial correction of an error. See Footnote 1 - Description of Business, Basis of Presentation, Corporate Transactions, Significant Accounting Policies, and Recent Accounting Pronouncements, included in Part II, Item 8 of this Form 10-K, for additional information.

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following management's discussion and analysis of financial condition and results of operations ("MD&A") should be read in conjunction with the consolidated financial statements and accompanying notes included in Part II, Item 8 of this Form 10-K.*

### ***Basis of Presentation***

The financial statements of Global Water Resources, Inc. have been prepared in accordance with United States ("U.S.") generally accepted accounting principles ("U.S. GAAP") and, except where otherwise indicated, are presented in U.S. dollars and references to "\$", "US\$", and "dollars" are to U.S. dollars.

### ***Overview***

We are a water resource management company that owns, operates, and manages water, wastewater, and recycled water utilities in strategically located communities, principally in metropolitan Phoenix, Arizona. We seek to deploy our integrated approach, which we refer to as "Total Water Management," a term we use to mean managing the entire water cycle by owning and operating the water, wastewater, and recycled water utilities within the same geographic areas in order to both conserve water and maximize its total economic and social value. We use Total Water Management to promote sustainable communities in areas where we expect growth to outpace the existing potable water supply. Our model focuses on the broad issues of water supply and scarcity and applies principles of water conservation through water reclamation and reuse. Our basic premise is that the world's water supply is limited and yet can be stretched significantly through effective planning, the use of recycled water, and by providing individuals and communities resources that promote wise water usage practices.

### **Business Outlook**

2017 and 2018 continued the trend of positive growth in new connections. According to the 2010 U.S. Census Data, the Phoenix metropolitan statistical area ("MSA") is the 14th largest MSA in the U.S. and had a population of 4.2 million, an increase of 29% over the 3.3 million people reported in the 2000 Census. Metropolitan Phoenix continues to grow due to its low-cost housing, excellent weather, large and growing universities, a diverse employment base, and low taxes. The Employment and Population Statistics Department of the State of Arizona predicts that the Phoenix Metropolitan area will have a population of 4.9 million people by 2020 and 6.5 million by 2040. During the twelve months ended December 31, 2018, Arizona's employment rate improved by 3.3%, ranking the state in the top two nationally for job growth.

Also, according to the W.P. Carey School of Business Greater Phoenix Blue Chip Real Estate Consensus Panel, most sectors of real estate are expected to experience improved growth with industrial and retail sectors also expected to experience improved occupancy rates. For Maricopa County and Pinal County combined, the Homebuilders Association of Central Arizona reported that single family housing permits grew 13% to 22,437 units in 2018.

The forecast by the Greater Phoenix Blue Chip Real Estate Consensus Panel for 2019 remains positive at approximately 27,000 single family dwelling permits. From there, we believe growth in the region could steadily return towards its normal historical rate of greater than 30,000 single family dwelling permits.

We believe that our utilities and service areas are directly in the anticipated path of growth primarily in the metropolitan Phoenix area. Market data indicates that our service areas currently incorporate a large portion of the final platted lots, partially finished lots, and finished lots in metropolitan Phoenix. Management believes that we are well-positioned to benefit from the near-term growth in metropolitan Phoenix due to the availability of lots and existing infrastructure in place within our services areas.

### **Factors Affecting our Results of Operations**

Our financial condition and results of operations are influenced by a variety of industry-wide factors, including but not limited to:

- population and community growth;
- economic and environmental utility regulation;
- economic environment;
- the need for infrastructure investment;

- production and treatment costs;
- weather and seasonality; and
- access to and quality of water supply.

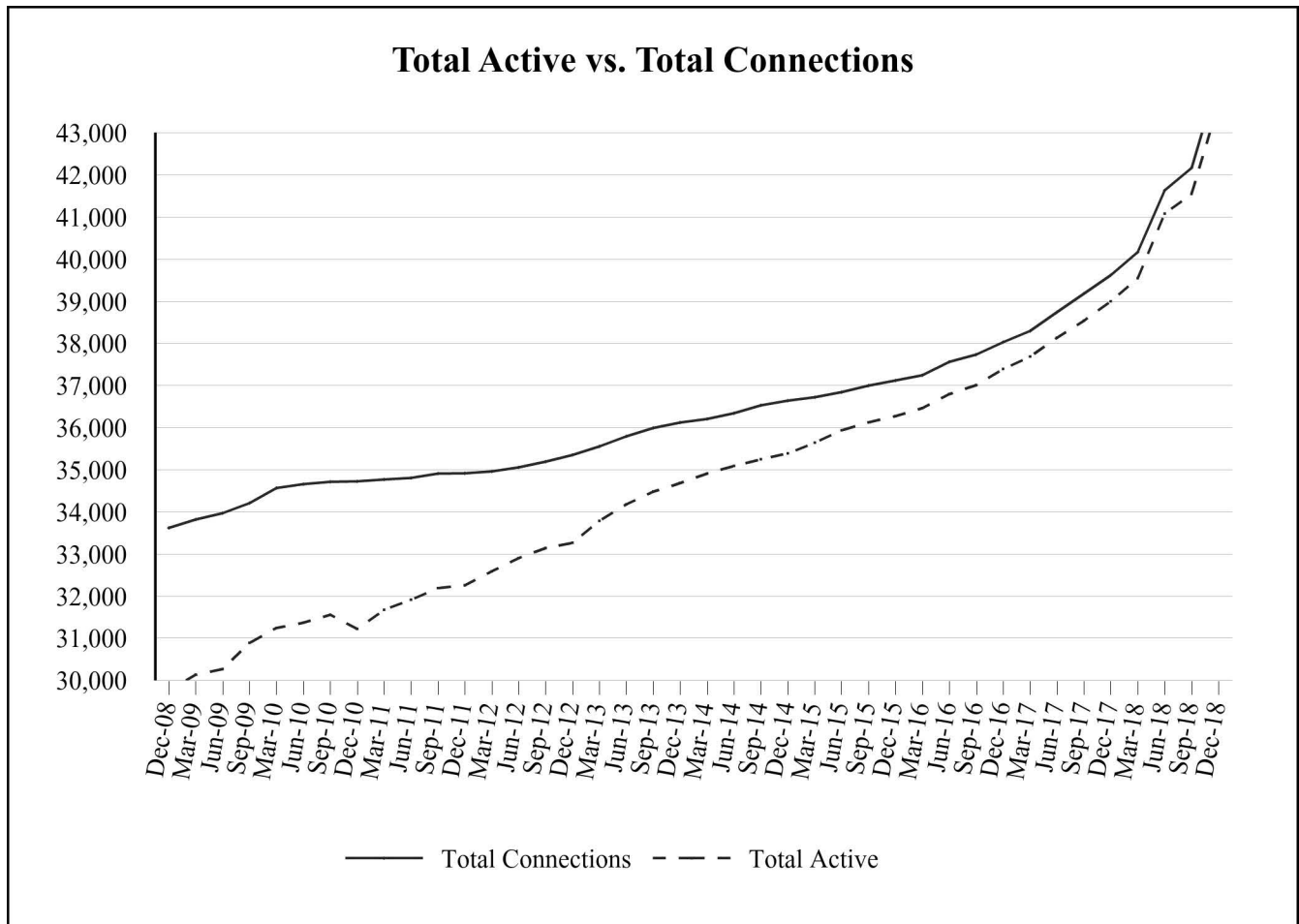
We are subject to economic regulation by the state regulator, the Arizona Corporation Commission (“ACC”). The U.S. federal and state governments also regulate environmental, health and safety, and water quality matters. We continue to execute on our strategy to optimize and focus the Company in order to provide greater value to our customers and shareholders by aiming to deliver predictable financial results, making prudent capital investments, and focusing our efforts on earning an appropriate rate of return on our investments.

**Population and Community Growth**

Population and community growth in the metropolitan Phoenix area served by our utilities have a direct impact on our earnings. An increase or decrease in our active service connections will affect our revenues and variable expenses in a corresponding manner. Our total service connections, including both active service connections and connections to vacant homes, increased 4,671 connections, or 11.8%, from a total of 39,618 as of December 31, 2017 to 44,289 as of December 31, 2018. This increase is due primarily to the acquisition of Turner Ranches Water and Sanitation Company (“Turner”) and Red Rock Utilities (“Red Rock”) as well as the organic growth in new connections.

As of December 31, 2018, we have 43,687 active service connections compared to 38,997 active service connections as of December 31, 2017, an increase of 4,690, or 12.0%. As with the increase in total service connections, the increase is due primarily to the Turner and Red Rock acquisitions (2,668 connections, or 6.8%) as well as organic growth in our service areas (2,022 connections, or 5.2%). Approximately 92.8% of the 43,687 active service connections are serviced by our Global Water - Santa Cruz Water Company, LLC (“Santa Cruz”) and Global Water - Palo Verde Utilities Company, LLC (“Palo Verde”) utilities as of December 31, 2018.

The graph below presents the historical change in active and total connections for our ongoing operations, adjusting for the July 2015 condemnation of the assets and operations of Valencia Water Company (“Valencia”) and the May 2016 sale of Willow Valley.



During the economic downturn beginning in 2008, our utilities experienced an increase in the number of vacant homes, reaching a peak of 4,020 vacant connections as of February 28, 2009, approximately 11.9% of our total connections at the time; however, the negative trend began to reverse thereafter with the number of vacant homes decreasing to 602 or 1.4% of total connections as of December 31, 2018.

### ***Economic and Environmental Utility Regulation***

We are subject to extensive regulation of our rates by the ACC, which is charged with establishing rates based on the provision of reliable service at a reasonable cost while also providing an opportunity to earn a fair rate of return on rate base for investors of utilities. The ACC uses a historical test year to evaluate whether the plant in service is used and useful, to assess whether costs were prudently incurred, and to set “just and reasonable” rates. Rate base is typically the depreciated original cost of the plant in service (net of contributions in aid of construction (“CIAC”) and advances in aid of construction (“AIAC”) which are funds or property provided to a utility under the terms of a main extension agreement, the value of which may be refundable), that has been determined to have been “prudently invested” and “used and useful”, although the reconstruction cost of the utility plant may also be considered in determining the rate base. The ACC also decides on an applicable capital structure based on actual or hypothetical analyses. The ACC determines a “rate of return” on that rate base, which includes the approved capital structure and the actual cost of debt and a fair and reasonable cost of equity based on the ACC's judgment. The overall revenue requirement for rate making purposes is established by multiplying the rate of return by the rate base and adding “prudently” incurred operating expenses for the test year, depreciation, and any applicable pro forma adjustments.

To ensure an optimal combination of access to water and water conservation balanced with a fair rate of return for investors, our water utility operating revenue is based on two components: a fixed fee and a consumption or volumetric fee. For our water utilities, the fixed fee, or “basic service charge,” provides access to water for residential usage and has generally been set at a level to produce 50% of total revenue. The volumetric fee is based on the total volume of water supplied to a given customer after the minimum number of gallons, if any, covered by the basic service charge, multiplied by a price per gallon set by a tariff approved by the ACC. A discount to the volumetric rate applies for customers that use less than an amount specified by the ACC. For all investor-owned water utilities, the ACC requires the establishment of inverted tier conservation oriented rates, meaning that the price of water increases as consumption increases. For wastewater utilities, wastewater collection, and treatment can be based on volumetric or fixed fees. Our wastewater utility services are billed based solely on a fixed fee, determined by the size of the water meter installed. Recycled water is sold on a volumetric basis with no fixed fee component.

We are required to file rate cases with the ACC to obtain approval for a change in rates. Rate cases and other rate-related proceedings can take a year or more to complete. As a result, there is frequently a delay, or regulatory lag, between the time of a capital investment or incurrence of an operating expense increase and when those costs are reflected in rates. In normal conditions, it would not be uncommon to see us file for a rate increase every three years based on year one being the test year, year two being the rate case filing year, and year three being the rate case award year. However, based on our settlement with the ACC in 2014 and extended new rate phase-in period, we have not initiated the next rate case on this timeline. Moving forward, we will continue to analyze all factors that drive the requirement for increased revenue, including our rate of investment and recurring expenses, and determine the appropriate test year for a future rate case. Refer to “—Rate Case Activity” for additional information.

Our water and wastewater operations are also subject to extensive United States federal, state, and local laws and regulations governing the protection of the environment, health and safety, the quality of the water we deliver to our customers, water allocation rights, and the manner in which we collect, treat, and discharge wastewater. We are also required to obtain various environmental permits from regulatory agencies for our operations. The ACC also sets conditions and standards for the water and wastewater services we deliver. We incur substantial costs associated with compliance with environmental, health and safety, and water quality regulation.

Environmental, health and safety, and water quality regulations are complex and change frequently, and they have tended to become more stringent over time. As newer or stricter standards are introduced, they could increase our operating expenses. We would generally expect to recover expenses associated with compliance for environmental and health and safety standards through rate increases, but this recovery may be affected by regulatory lag.

### ***Economic Environment***

The growth of our customer base depends almost entirely on the success of developers in developing residential and commercial properties within our service areas. Real estate development is a cyclical industry and development in our service areas is contingent upon construction or acquisition of major public improvements, such as arterial streets, drainage facilities, telephone and electrical facilities, recreational facilities, street lighting, and local in-tract improvements (e.g., site grading). Many of these improvements



are built by municipalities with public financing, and municipal resources and access to capital may not be sufficient to support development in areas of rapid population growth. For additional information and risks associated with the economic environment, see “Risk Factors” in Part I, Item 1A of this Form 10-K.

### ***Infrastructure Investment***

Capital expenditures for infrastructure investment are a component of the rate base on which our regulated utility subsidiaries are allowed to earn an equity return. Capital expenditures for infrastructure provide a basis for earnings growth by expanding our “used and useful” rate base, which is a component of its permitted return on investment and revenue requirement. We are generally able to recover a rate of return on these capital expenditures (return on equity and debt), together with debt service and certain operating costs, through the rates we charge.

We have made significant capital investments in our territories within the last fifteen years, and because the infrastructure remains in the early stages of its useful life, we do not expect comparable capital investments to be required in the near term, either for growth or to maintain the existing infrastructure. Nevertheless, we have an established capital improvement plan to make targeted capital investments to repair and replace existing infrastructure as needed, address operating redundancy requirements, and improve our overall financial performance, by lowering expenses and increasing revenue. Additionally, to reduce our deferred tax liability of approximately \$19.4 million resulting from the gain on the condemnation of the operations and assets of Valencia, we have substantially completed the planned investments within our capital improvement plan that we determined will qualify under the Internal Revenue Code §1033 re-investment criteria pursuant to a favorable Private Letter Ruling with the Internal Revenue Service (the “IRS”). Refer to “—Corporate Transactions—Private Letter Ruling” for additional information.

### ***Production and Treatment Costs***

Our water and wastewater services require significant production resources and therefore result in significant production costs. Although we are permitted to recover these costs through the rates we charge, regulatory lag can decrease our margins and earnings if production costs or other operating expenses increase significantly before we are able to recover them through increased rates. Our most significant costs include labor, chemicals used to treat water and wastewater, and power used to operate pumps and other equipment. Power and chemical costs can be volatile. However, we employ a variety of technologies and methodologies to minimize costs and maximize operational efficiencies. Additionally, with our Total Water Management approach, whereby we maximize the direct beneficial reuse of recycled water, we can realize significant treatment costs and power savings because smaller volumes of water are required for potable use. Many utilities require that all water be treated to potable standards irrespective of use. Total Water Management focuses on the right water for the right use. Potable water is needed for consumption and recycled water is acceptable for non-potable uses such as irrigation. Non-potable water does not need to be treated for commonly occurring and regulated constituents such as arsenic, or for other current or future human consumption health-based contaminants.

### ***Weather and Seasonality***

Our ability to meet the existing and future water demands of our customers depends on an adequate supply of water. Drought, overuse of sources of water, the protection of threatened species or habitats, or other factors may limit the availability of ground and surface water. Also, customer usage of water and recycled water is affected by weather conditions, particularly during the summer. Our water systems generally experience higher demand in the summer due to the warmer temperatures and increased usage by customers for irrigation and other outdoor uses. However, summer weather that is cooler or wetter than average generally suppresses customer water demand and can have a downward effect on our operating revenue and operating income. Conversely, when weather conditions are extremely dry, our business may be affected by government-issued drought-related warnings and/or water usage restrictions that would artificially lower customer demand and reduce our operating revenue. For additional information and risks associated with weather and seasonality, see “Risk Factors,” included in Item 1A of this Form 10-K. The limited geographic diversity of our service areas makes the results of our operations more sensitive to the effect of local weather extremes. The second and third quarters of the year are generally those in which water services revenue and wastewater services revenues are highest. Accordingly, interim results should not be considered representative of the results of a full year.

### ***Access to and Quality of Water Supply***

In many areas of Arizona (including certain areas that we service), water supplies are limited and, in some cases, current usage rates exceed sustainable levels for certain water resources. We currently rely predominantly (and are likely to continue to rely) on the pumping of groundwater and the generation and delivery of recycled water for non-potable uses to meet future demands in our service areas. At present, groundwater (and recycled water derived from groundwater) is the primary water supply available to us. In addition, regulatory restrictions on the use of groundwater and the development of groundwater wells, lack of available water rights, drought, overuse of local or regional sources of water, protection of threatened species or habitats, or other factors,

including climate change, may limit the availability of ground or surface water. For additional information and risks associated with the access to and quality of water supply, see “Risk Factors,” included in Item 1A of this Form 10-K.

### Recent Rate Case Activity

On July 9, 2012, we filed rate applications with the ACC to adjust the revenue requirements for seven utilities. In August 2013, we entered into a settlement agreement with the ACC staff, the Residential Utility Consumers Office, the City of Maricopa, and other parties to the rate case. The settlement required approval by the ACC before it could take effect. In February 2014, the rate case proceedings were completed and the ACC issued Rate Decision No. 74364, approving the settlement agreement. The collective rate increase included a 9.5% return on common equity which contributed to a 15% increase over revenue in 2011.

For our utilities, adjusting for the condemnation of the operations and assets of Valencia and the sale of Willow Valley, the settlement provided for a collective aggregate revenue requirement increase of \$3.6 million based on 2011 test year service connections, phased-in over time, with the first increase in January 2015 as follows (in thousands, not updated for the TCJA, refer to "—Recent Events—ACC Tax Docket" for further details):

	Incremental	Cumulative
2015	\$ 1,083	\$ 1,083
2016	887	1,970
2017	335	2,305
2018	335	2,640
2019	335	2,975
2020	335	3,310
2021	335	3,645

Whereas this phase-in of additional revenues was determined using a 2011 test year, to the extent that the number of active service connections has increased and continues to increase from 2011 levels, the additional revenues may be greater than the amounts set forth above. On the other hand, if active connections decrease or we experience declining usage per customer, we may not realize all of the anticipated revenues.

On September 20, 2018, the ACC issued Rate Decision No. 76901, which set forth the reductions in revenue for our Santa Cruz, Palo Verde, Greater Tonopah and Northern Scottsdale utilities due to the TCJA. Rate Decision No. 76901 adopted the phase-in approach for the reductions to match the phase-in of our revenue requirement under Rate Decision No. 74364. Refer to "—Recent Events — ACC Tax Docket" for details regarding Decision No. 76901.

From 2003 to 2008, we entered into approximately 154 infrastructure coordination and financing agreements (“ICFAs”) with developers and landowners covering approximately 275 square miles. Under these agreements, we have a contractual obligation to the developers and landowners to ensure that amongst other things, physical capacity exists through our regulated utilities for water and wastewater to the landowner/developer when needed. We receive fees from the landowner/developer for undertaking these obligations that typically are a negotiated amount per planned equivalent dwelling unit for the specified development or parcel of land. Payments are generally due to us from the landowner/developer based on progress of the development, with a portion due upon signing of the agreement, a portion due upon completion of certain milestones and the final payment due upon final plat approval or sale of the subdivision. The payments are non-refundable. Our investment can be considerable, as we may phase-in the construction of facilities in accordance with a regional master plan, as opposed to a single development.

Prior to January 1, 2010, we accounted for funds received under ICFAs as revenue once the obligations specified in the ICFA were met. As these arrangements are with developers and not with the end water or wastewater customer, the timing of revenue recognition coincided with the completion of our performance obligations under the agreement with the developer and with our ability to provide fitted capacity for water and wastewater service to the applicable development or parcel through our regulated subsidiaries.

The 2010 Regulatory Rate Decision No. 71878 established new rates for the recovery of reasonable costs incurred by the utilities and a return on invested capital. In determining the new annual revenue requirement, the ACC imputed a reduction to rate base for all amounts related to ICFA funds collected by us that the ACC deemed to be CIAC for rate making purposes. As a result of the decision by the ACC, we changed our accounting policy for the accounting of ICFA funds. Effective January 1, 2010, we recorded ICFA funds received as CIAC. Thereafter, the ICFA-related CIAC was amortized as a reduction of depreciation expense over the estimated depreciable life of the utility plant at the related utilities.

With the issuance of Rate Decision No. 74364, in February 2014, the ACC again changed how ICFA funds would be characterized and accounted for going forward. Most notably, the ACC changed the rate treatment of ICFA funds, and ICFA funds already received would no longer be deemed CIAC for rate making purposes. In conjunction with Rate Decision No. 74364, we eliminated the CIAC liability and reversed the associated regulatory liability brought about by the 2010 ruling. ICFA funds already received or which had become due prior to the date of Rate Decision No. 74364 were accounted for in accordance with our ICFA revenue recognition policy that had been in place prior to the 2010 Regulatory Rate Decision, wherein the funds received are recognized as revenue once the obligations specified in the ICFA were met. Rate Decision No. 74364 prescribes that of the ICFA funds which come due and are paid subsequent to December 31, 2013, 70% of the ICFA funds will be recorded in the associated utility subsidiary as a hook-up fee (“HUF”) liability, with the remaining 30% to be recorded as deferred revenue, until such time that the HUF tariff is fully funded, after which the remaining funds will be recorded as deferred revenue in accordance with our ICFA revenue recognition policy. A HUF tariff, specifying the dollar value of a HUF for each utility, was approved by the ACC as part of Rate Decision No. 74364. We are responsible for assuring the full HUF value is paid from ICFA proceeds, and recorded in its full amount by predetermined milestones in Rate Decision No. 74364, even if it results in recording more or less than 30% of the ICFA fee as deferred revenue.

We now account for the portion of future payments received under these agreements allocated to HUF liability as CIAC. However, from the regulator’s perspective, HUFs do not impact rate base until the related funds are expended. These funds are segregated in a separate bank account and used to construct plant assets. The HUF liability is to be relieved once the funds are used for the construction of plant. For facilities required under a hook-up fee or ICFA, we must first use the HUF funds received, after which we may use debt or equity financing for the remainder of construction. The deferred revenue portion of these fees is recognized as revenue once the obligations specified within the applicable ICFA are met, including construction of sufficient operating capacity to serve the customers for which revenue was deferred. We recognized \$2.5 million of revenue during the year ended December 31, 2018 which primarily resulted from additional plant capacity added to a wastewater plant.

We have agreed not to enter into any new ICFAs, and instead will utilize HUF tariffs, which have become an acceptable industry practice in Arizona. As part of the settlement, a HUF tariff was established for each utility. Existing ICFAs will remain in place, with 70% of future ICFA payments to be recorded as HUFs until the HUF liability is fully funded. The HUF liability is relieved as funds are expended to construct plant, at which time a corresponding amount is recorded to CIAC. The portion of ICFA proceeds not recorded as HUF will be recorded as revenue or deferred revenue, in accordance with our ICFA revenue recognition policy.

In addition to ICFAs, we have various line extension agreements with developers and builders, through which funds, water line extensions or wastewater line extensions are provided to us by the developers and are considered refundable advances for construction. These AIACs are subject to refund by us to the developers through annual payments that are computed as a percentage of the total annual gross revenue earned from customers connected to utility services constructed under the agreement over a specified period. Upon the expiration of the agreements’ refunding period, the remaining balance of the AIAC becomes nonrefundable and at that time is considered CIAC. CIAC is amortized as a reduction of depreciation expense over the estimated remaining life of the related utility plant. For rate-making purposes, a utility plant funded by AIAC and CIAC is excluded from rate base. The taxability of AIAC and CIAC was changed with the enactment of the TCJA. Previously, the majority of AIAC and CIAC that we collected were not taxable. However, with the enactment of the TCJA, they will be taxable going forward. On November 27, 2018, the ACC ruled that the utility may require that the contributor pay a gross-up to the utility consisting of 55% of the income tax expense with the utility covering the remaining 45% of the income tax expense. For more details regarding the ruling, refer to “—Recent Events — ACC Tax Docket.”

## **Corporate Transactions**

### ***Reorganization Transaction and U.S. Initial Public Offering***

On January 19, 2016, GWR Global Water Resources Corp. (“GWRC”) announced that it agreed to pursue a reorganization transaction with the Company that resulted in GWRC merging with and into the Company (the “Reorganization Transaction”). The Reorganization Transaction closed on May 3, 2016. GWRC was organized in 2010 to acquire shares of the Company, and held an approximate 47.8% interest prior to the merger. The Reorganization Transaction was part of the Company’s overall plan to simplify its corporate structure by eliminating one level of holding company ownership, refinance its outstanding tax-exempt bonds on more favorable terms (as described below), improve liquidity for shareholders over the medium to long-term and have a single governing jurisdiction in the U.S., where all of the assets, operations, and employees of the business are located. As a result of the merger, GWRC ceased to exist as a British Columbia corporation and the Company, governed by the corporate laws of the State of Delaware, is the surviving entity. The Reorganization Transaction was conditional upon the concurrent completion of an initial public offering of shares of common stock of the Company in the U.S. (the “U.S. IPO”), which was completed on May 3, 2016.

### ***Debt Refinancing***

With the completion of the U.S. IPO, the Company had the right to redeem all of its outstanding tax-exempt bonds at a price of 103% of the principal amount, plus interest accrued at the redemption date. Following completion of the U.S. IPO, the Company entered into a note purchase agreement (the “Note Purchase Agreement”) to issue two series of senior secured notes with total principal balance of \$115.0 million. On June 24, 2016, the Company closed the Note Purchase Agreement transaction, which proceeds were primarily used to pay down the outstanding \$106.7 million in tax-exempt bonds at 103%. For additional information, see “—Liquidity and Capital Resources—Senior Secured Notes.”

### ***Stipulated Condemnation of the Operations and Assets of Valencia***

On July 14, 2015, we closed the stipulated condemnation to transfer the operations and assets of Valencia to the City of Buckeye. Terms of the condemnation were agreed upon through a settlement agreement and stipulated final judgment of condemnation wherein the City of Buckeye acquired all the operations and assets of Valencia and assumed operation of the utility upon close. The City of Buckeye paid the Company \$55.0 million at close, plus an additional \$0.1 million in working capital adjustments. The City of Buckeye is obligated to pay the Company a growth premium equal to \$3,000 for each new water meter installed within Valencia’s prior service areas in the City of Buckeye, for a 20-year period ending December 31, 2034, subject to a maximum payout of \$45.0 million over the term of the agreement.

### ***Sale of Willow Valley***

On March 23, 2015, the Company reached an agreement to sell the operations and assets of Willow Valley to EPCOR Water Arizona Inc. (“EPCOR”). Pursuant to the terms of the agreement, EPCOR purchased all the operations, assets, and rights used by Willow Valley to operate the utility system for \$2.3 million. The transaction was approved by the ACC on March 10, 2016, and closed on May 9, 2016.

### ***Sale of Loop 303 Contracts***

In September 2013, we entered into an agreement to sell certain wastewater facilities main extension agreements and offsite water management agreements for the contemplated Loop 303 service area, along with their related rights and obligations (which we refer to collectively as the “Loop 303 Contracts”), relating to the 7,000-acre territory within a portion of the western planning area of the City of Glendale, Arizona known as the “Loop 303 Corridor.” Pursuant to the agreement, we sold the Loop 303 Contracts to EPCOR for total proceeds of approximately \$4.1 million (\$3.1 million of which has been received as of December 31, 2018), which will be paid to us over a multi-year period. Receipt of the remaining proceeds will occur and be recorded as additional income over time as certain milestones are met between EPCOR and the developers/landowners of the Loop 303 Corridor. As part of the consideration, we agreed to complete certain engineering work required in the offsite water management agreements, which we completed in 2013, thereby satisfying our remaining obligations relating to the Loop 303 Contracts. In April 2015, we received proceeds of approximately \$0.3 million related to the sale of the Loop 303 Contracts. As of December 31, 2018, proceeds of \$1.0 million remain outstanding, and when received will be recorded as additional income over time as certain milestones are met between EPCOR and the developers/landowners. Additional milestones have been completed during the three months ended December 31, 2018 and as such, the remaining \$1.0 million is expected to be received during the first half of 2019.

### ***Sonoran Acquisition Liability***

On March 17, 2016, the Company entered into an agreement with Sonoran Utility Services, LLC (“Sonoran”) to amend certain provisions of the purchase and sale agreement related to the acquisition of Sonoran’s assets on June 15, 2005. The amended agreement allowed the Company to reduce its original \$3.8 million acquisition liability due to Sonoran in 2018 to \$2.8 million, through a settlement agreement executed subsequent to the Note Purchase Agreement. Upon settlement of the Sonoran acquisition liability in June 2016, the Company recorded a gain of \$954,000 in other income.

### ***Private Letter Ruling***

On June 2, 2016, we received a Private Letter Ruling from the IRS that, for purposes of deferring the approximately \$19.4 million gain realized from the condemnation of the operations and assets of Valencia, determined that the assets converted upon the condemnation of such assets could be replaced through certain reclamation facility improvements contemplated by the Company under Internal Revenue Code §1033 as property similar or related in service or use. In June 2016, the Company converted all operating subsidiaries from corporations to limited liability companies to take full advantage of the benefits of such ruling.

Pursuant to Internal Revenue Code §1033, we would have been able to defer the gain on condemnation through the end of 2017. On April 18, 2017, the Company filed a request for a one-year extension to defer the gain to the end of 2018, which the IRS approved on August 8, 2017. On August 28, 2018, the Company filed a request to further defer the gain to the end of 2019, which the IRS approved on October 12, 2018. As a result of the initial Private Letter Ruling, the Company significantly increased capital

expenditures in 2016 and 2017 as compared to prior years. Following the most recent Private Letter Ruling extension, the Company expects an increase in capital expenditures for 2019 compared to 2018 to fully defer the remaining tax liability of approximately \$2.1 million as of December 31, 2018.

### ***Acquisition of Eagletail Water Company***

On May 15, 2017, we acquired Eagletail Water Company ("Eagletail") for approximately \$80,000. At the time of acquisition, Eagletail, a small water utility located west of metropolitan Phoenix, added approximately 55 active water connections and eight square miles of approved service area to our existing regional service footprint.

### **Recent Events**

#### ***Line of Credit***

On April 20, 2018, we entered into an agreement with MidFirst Bank, a federally chartered savings association, for a two-year revolving line of credit up to \$8.0 million. The credit facility, which will be used for acquisitions and general corporate purposes, bears an interest rate of LIBOR plus 2.25%. As of December 31, 2018, we had no outstanding borrowings under this credit line.

#### ***Acquisition of Turner Ranches Water and Sanitation Company***

On May 30, 2018, we acquired Turner Ranches Water and Sanitation Company ("Turner"), a non-potable irrigation water utility located in Mesa, Arizona for a purchase price of \$2.8 million. At the time of acquisition, Turner had 963 residential irrigation connections and approximately seven square miles of service area. We believe this acquisition is consistent with the Company's declared strategy of making accretive acquisitions.

#### ***ACC Tax Docket***

On December 20, 2017, the ACC opened a docket to address the utility ratemaking implications of the Federal Tax Cuts and Jobs Act (the "TCJA"). The ACC is considering the impact for regulated utilities, as it is expected that certain effects of the TCJA add to rate base and others reduce rate base. Numerous companies, including our regulated utilities, filed comments with the ACC in January 2018. The ACC subsequently approved an order in February 2018 requiring Arizona utilities to apply regulatory accounting treatment, which includes the use of regulatory assets and regulatory liabilities, to address all impacts from the enactment of the TCJA. The order also required certain utilities (including all of our currently operating regulated utilities other than Eagletail, Turner and Red Rock) to have made one of the following three types of filings by April 7, 2018: 1) file an application for a tax expense adjustor mechanism, 2) file an intent to file a rate case within 90 days, or 3) any such other application to address rate making implications of the TCJA.

Accordingly, we filed a proposal for a tax expense adjustor mechanism with the ACC on April 9, 2018, which was subsequently amended through an updated filing with the ACC on July 2, 2018. The updated filing set forth a number of alternative proposals, including that the ACC make no reduction to regulated revenues or, in the alternative, that the ACC approve a phased reduction in regulated revenues.

On September 20, 2018, the ACC issued Rate Decision No. 76901, which set forth the reductions in revenue for our Santa Cruz, Palo Verde, Greater Tonopah, and Northern Scottsdale utilities due to the TCJA. Rate Decision No. 76901 adopted a phase-in approach for the reductions to match the phase-in of our revenue requirement under the Rate Decision No. 74364 enacted in February 2014. In 2018, the annual reductions in revenue for our Santa Cruz, Palo Verde, Greater Tonopah, and Northern Scottsdale utilities are approximately \$312,000, \$449,000, \$16,000, and \$5,000, respectively. In 2021, the final year of the phase-in, the annual reductions in revenue for our Santa Cruz, Palo Verde, Tonopah, and Northern Scottsdale utilities will be approximately \$415,000, \$669,000, \$16,000, and \$5,000, respectively. The ACC also approved a carrying cost of 4.25% on regulatory liabilities resulting from the difference of the fully phased-in rates to be applied in 2021 versus the phased-in rates refunded in 2018.

Rate Decision No. 76901, however, did not address the impacts of the TCJA on accumulated deferred income taxes ("ADIT"), including excess ADIT ("EADIT"). The ACC requested the Company to submit a proposal by December 19, 2018 regarding the impact of the TCJA on its ADIT as of January 1, 2018, and the related EADIT amortization methods for both the plant-related (the protected element of EADIT) and the non-plant related (the unprotected portion of EADIT) assets, as appropriate. On December 19, 2018, the Company submitted the required filing and proposed that as part of a required July 1, 2019 filing, it will propose revised tariffs that incorporate the appropriate rate impacts.

Previously, the ACC Chairman noted that there may be some unintended consequences related to the tax treatment of CIACs and AIACs, which are now taxable with the enactment of the TCJA. Following receipt of comments from various parties, including

from us, and a recommendation from the ACC Staff, the ACC adopted an order in November 2018 relating to the funding for income taxes on CIACs and AIACs that provides for the following: 1) requires that under the hybrid sharing method, a contributor will pay a gross-up to the utility consisting of 55% of the income tax expense with the utility covering the remaining 45% of the income tax expense; 2) removes the full gross-up method option for Class A and B utilities and their affiliates (which includes all of our utilities); 3) ensures proper ratemaking treatment of a utility using the self-pay method; 4) clarifies that pass-through entities that are owned by a “C” corporation can recover tax expense according to methods allowed; and 5) requires Class A and B utilities to self-pay the taxes associated with hook-up fee contributions but permits using a portion of the hook-up fees to fund these taxes. The ACC amended the November order by issuing Decision No. 77084 on February 20, 2019, which imposed additional limits on grossing up CIAC, which we do not believe will be material to us, and modified certain provisions for Class C utilities.

### ***Common Stock Offering***

On July 20, 2018, we completed a public offering of 1,720,000 shares of common stock at a public offering price of \$9.25 per share, for gross proceeds of \$15.9 million, which included 220,000 shares issued and sold pursuant to the underwriter's exercise in full of its option to purchase additional shares. We received net proceeds of approximately \$14.6 million after deducting underwriting discounts and commissions and offering expenses payable by us, which collectively totaled \$1.3 million.

### ***Acquisition of Red Rock Utilities***

On October 16, 2018, we completed the acquisition of Red Rock, an operator of a water and a wastewater utility with service areas in Pima and Pinal counties of Arizona, for a purchase price of \$5.9 million. The acquisition added over 1,600 connections and approximately 9 square miles of service area. We believe this acquisition is consistent with the Company's declared strategy of making accretive acquisitions.

### **Segment Reporting**

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing operating performance. In consideration of the Financial Accounting Standards Board's Accounting Standards Codification 280, *Segment Reporting*, we are not organized around specific products and services, geographic regions, or regulatory environments. We currently operate in one geographic region within the State of Arizona, wherein each operating utility operates within the same regulatory environment.

While we report revenue, disaggregated by service type, on the face of our statement of operations, we do not manage the business based on any performance measure at the individual revenue stream level. We do not have any customers that contribute more than 10% to our revenues or revenue streams. Additionally, the chief operating decision maker uses consolidated financial information to evaluate our performance, which is the same basis on which he communicates our results and performance to our board of directors. It is upon this consolidated basis from which he bases all significant decisions regarding the allocation of our resources on a consolidated level. Based on the information described above and in accordance with the applicable literature, management has concluded that we are currently organized and operated as one operating and reportable segment.

### **Comparison of Results of Operations for the Years Ended December 31, 2018 and 2017**

The following table summarizes our results of operations for the year ended December 31, 2018 and 2017 (in thousands):

	<b>For the Year Ended December 31,</b>	
	<b>2018</b>	<b>2017</b>
Revenues	\$ 35,515	\$ 31,208
Operating expenses	26,246	23,864
Operating income	9,269	7,344
Total other expense	(4,384)	(3,394)
Income before income taxes	4,885	3,950
Income tax expense	(1,782)	601
Net income	<u>\$ 3,103</u>	<u>\$ 4,551</u>
Basic earnings per common share	\$ 0.15	\$ 0.23
Diluted earnings per common share	\$ 0.15	\$ 0.23

**Revenues** – The following table summarizes our revenues for the year ended December 31, 2018 and 2017 (in thousands):

	<b>For the Year Ended December 31,</b>	
	<b>2018</b>	<b>2017</b>
Water services	\$ 15,344	\$ 14,367
Wastewater and recycled water services	17,654	16,765
Unregulated revenues	2,517	76
Total revenues	<u>\$ 35,515</u>	<u>\$ 31,208</u>

Total revenues increased \$4.3 million, or 13.8%, for the year ended December 31, 2018 compared with the year ended December 31, 2017. The increase was primarily driven by the recognition of \$2.5 million of ICFA revenue which primarily resulted from additional capacity added to a wastewater plant. Refer to Note 2 — "Regulatory Decision and Related Accounting and Policy Changes" of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for additional information about our ICFAs. The increase in revenue also reflects a 12.0% increase in active service connections, inclusive of a 6.8% increase due to the Turner and Red Rock acquisitions, and an increase in rates related to Rate Decision No. 74364 in February 2014, partially offset by a decrease of \$0.8 million due to the approved rate reduction pursuant to Rate Decision No. 76901 in September 2018 by the ACC resulting from the TCJA. Refer to "—Recent Events—ACC Tax Docket."

*Water Services* – Water services revenue increased \$1.0 million, or 6.8%, to \$15.3 million for the year ended December 31, 2018 compared to \$14.4 million for the year ended December 31, 2017. The increase in water services revenue is primarily due to the acquisitions of Turner and Red Rock, which account for \$0.6 million of water services revenue combined with an increase in connections. The increase in water services revenue was offset by a decrease of \$0.3 million due to the TCJA.

Water services revenue based on consumption increased \$0.6 million, or 10.0%, to \$7.0 million for the year ended December 31, 2018 compared to \$6.4 million for the year ended December 31, 2017. The increase in consumption revenue is primarily driven by the Turner and Red Rock acquisitions and an increase in connections, for the year ended December 31, 2018 compared to the year ended December 31, 2017. Turner and Red Rock contributed water services revenue based on consumption of \$0.4 million for the year ended December 31, 2018.

Active water connections increased 14.3% to 22,691 as of December 31, 2018 from 19,851 as of December 31, 2017, primarily due to the acquisitions of Turner and Red Rock (1,822 connections, or 9.2%), as well as organic growth in our service areas (1,018 connections, or 5.1%).

Water consumption increased 15.4% to 2.6 billion gallons for the year ended December 31, 2018, compared to 2.3 billion gallons for the year ended December 31, 2017. The increase in consumption is primarily attributed to the acquisitions of Turner and Red Rock combined with an increase in organic active connections for the year ended December 31, 2018 compared to the year ended December 31, 2017.

Water services revenue associated with the basic service charge, excluding miscellaneous charges, increased \$0.4 million, or 5.2%, to \$8.0 million for the year ended December 31, 2018 compared to \$7.6 million for the year ended December 31, 2017. This increase resulted from the Turner and Red Rock acquisitions coupled with an increase in organic active service connections, combined with an increase in rates related to Rate Decision No. 74364, partially offset by a decrease of \$0.3 million due to the approved rate reduction pursuant to Rate Decision No. 76901 resulting from the TCJA.

*Wastewater and Recycled Water Services* – Wastewater and recycled water services revenue increased \$0.9 million, or 5.3%, for the year ended December 31, 2018 compared to the year ended December 31, 2017. The increase in wastewater and recycled water services revenue is primarily driven by a \$0.8 million increase in wastewater services revenue (inclusive of a \$0.2 million increase due to Red Rock), combined with a \$0.1 million increase in recycled water services revenue, partially offset by a decrease of \$0.5 million due to the approved rate reduction pursuant to Rate Decision No. 76901 resulting from the TCJA. The increase in wastewater services revenue is attributed to the increase in rates related to Rate Decision No. 74364, partially offset by the TCJA, as well as the increase in active wastewater connections, which increased 9.7% to 20,996 (inclusive of a 4.4% increase, or 846 active connections, due to Red Rock) as of December 31, 2018 from 19,146 as of December 31, 2017.

Recycled water services revenue, which is based on the number of gallons delivered, increased \$0.1 million, or 6.6%, to \$0.9 million for the year ended December 31, 2018 compared to \$0.8 million for the year ended December 31, 2017. The increase in recycled water services revenue is primarily related to the increase in recycled water rates, partially offset by a decrease in consumption. The volume of recycled water delivered decreased 16 million gallons, or 2.3%, to 683 million gallons for the year ended December 31, 2018 compared to 699 million gallons for the year ended December 31, 2017. The decrease in the volume

of recycled water delivered was primarily due to the increase in precipitation in the year ended December 31, 2018 compared to the year ended December 31, 2017. Recycled water rates increased 10.3% per Rate Decision No. 74364 compared to 2017.

**Operating Expenses** – The following table summarizes our operating expenses for the year ended December 31, 2018 and 2017 (in thousands):

	For the Year Ended December 31,	
	2018	2017
Operations and maintenance	\$ 6,630	\$ 6,087
Operations and maintenance - related party	1,599	1,462
General and administrative	10,548	9,407
Depreciation	7,469	6,908
<b>Total operating expenses</b>	<b>\$ 26,246</b>	<b>\$ 23,864</b>

*Operations and Maintenance* – Operations and maintenance costs, consisting of personnel costs, production costs (primarily chemicals and purchased electrical power), maintenance costs, and property tax, increased \$0.5 million, or 8.9%, for the year ended December 31, 2018 compared to the year ended December 31, 2017.

Utilities power and related expense increased \$0.3 million, or 16.7%, to \$1.8 million for the year ended December 31, 2018 compared to \$1.5 million for the year ended December 31, 2017. The increase is mainly due to the Turner and Red Rock acquisitions which account for \$0.2 million of the increase. Other contributing factors included incurred costs associated with a wastewater plant expansion transition, increased capacity of such wastewater plant, and increased connections.

Property tax expense increased \$0.1 million, or 5.4%, to \$2.1 million for the year ended December 31, 2018 compared to \$2.0 million for the year ended December 31, 2017. Property taxes are calculated using a centrally valued property calculation, which derives property values based upon three-year historical average revenues. As revenues increase, we expect property taxes to also increase. The increase was also partially due to the Turner and Red Rock acquisitions.

Total personnel expenses increased \$0.1 million, or 4.9%, to \$1.8 million for the year ended December 31, 2018 compared to \$1.7 million for the year ended December 31, 2017. The increase in personnel expense was primarily driven by the Turner and Red Rock acquisitions as well as increases in medical insurance expense and salary and wages expense. These increases were partially offset by an increase in capitalized labor benefits for the year ended December 31, 2018 compared to the year ended December 31, 2017.

*General and Administrative* – General and administrative costs include the day-to-day expenses of office operations, personnel costs, legal and other professional fees, insurance, rent, and regulatory fees. These costs increased \$1.1 million, or 12.1%, for the year ended December 31, 2018 compared to the year ended December 31, 2017.

Personnel related costs increased \$0.6 million, or 22.0%, to \$3.5 million for the year ended December 31, 2018 compared to \$2.9 million for the year ended December 31, 2017. The increase was driven by an increase in salaries and bonuses due to the hiring of additional employees as well as a one-time severance payment, coupled with an increase in medical insurance expense for the year ended December 31, 2018 compared to the year ended December 31, 2017.

Professional fees increased \$0.4 million, or 30.1%, to \$1.9 million for the year ended December 31, 2018 compared to \$1.5 million for the year ended December 31, 2017. The increase was primarily related to expenses associated with strategic initiatives and TCJA analysis performed during the year ended December 31, 2018.

Deferred compensation expense increased \$0.2 million, or 11.7%, to \$1.5 million for the year ended December 31, 2018 compared to \$1.3 million for the year ended December 31, 2017. The increase was primarily related to the higher increase in the carrying value of our equity awards due to the change in our stock price, which increased \$0.99 for the year ended December 31, 2018 compared to an increase of \$0.26 for the year ended December 31, 2017. The increase was also caused by the 2017 stock option grant, the value of which we began to expense in the fourth quarter of 2017, as well as a higher vesting percentage related to stock appreciation rights ("SARs") granted in 2015 which will be fully vested in the first quarter of 2019.

Regulatory expenses decreased \$0.2 million to less than \$0.1 million for the year ended December 31, 2018 compared to \$0.2 million for the year ended December 31, 2017. The decrease was due to decreases in rate case amortization and the true-up of regulatory assessment fees. Rate case expense was fully amortized as of December 31, 2017.



**Other Expense** – Other expense totaled \$4.4 million for the year ended December 31, 2018 compared to other expense of \$3.4 million for the year ended December 31, 2017. The increase of \$1.0 million in other expense was primarily driven by a decrease in other income of \$0.9 million primarily related to the decrease in the Valencia earn out.

Other income decreased \$0.9 million to \$0.6 million for the year ended December 31, 2018 compared to \$1.5 million for the year ended December 31, 2017. The decrease in other income is primarily related to the decrease in the Valencia earnout of \$0.9 million to \$0.6 million for the year ended December 31, 2018 compared to \$1.4 million for the year ended December 31, 2017. The Valencia earnout consists of \$3,000 for each new water meter installed within Valencia’s prior service areas.

Other – related party income decreased \$0.1 million for the year ended December 31, 2018 compared to the year ended December 31, 2017. Other – related party income includes royalty income based upon a percentage of certain FATHOM™ recurring revenue combined with the equity method gains and losses associated with our equity method investment in FATHOM™. The change in other – related party income was primarily driven by the equity method loss recorded on our investment in FATHOM™ of \$0.3 million for the year ended December 31, 2018 compared to a loss of \$0.1 million for the year ended December 31, 2017. Refer to Note 5 — “Equity Method Investment” of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for additional information. The decrease in Other – related party income (expense) was partially offset by a \$73,000 increase in royalty income for the year ended December 31, 2018 compared to the year ended December 31, 2017.

**Income Tax (Expense) Benefit** – Income tax expense of \$1.8 million was recorded for the year ended December 31, 2018 compared to an income tax benefit of \$0.6 million for the year ended December 31, 2017. The income tax expense recorded is primarily related to the expense incurred due to an increase in pre-tax net income for the year ended December 31, 2018. Income tax expense for the year ended December 31, 2017 was lower due to a one-time benefit resulting from a decrease in the corporate tax rate due to the TCJA.

**Net Income** – Our net income totaled \$3.1 million for the year ended December 31, 2018 compared to net income of \$4.6 million for the year ended December 31, 2017. The \$1.4 million decrease was primarily attributed to a \$2.4 million increase in income tax expense combined with a \$1.0 million increase in other expense, partially offset by a \$1.9 million increase in operating income for the year ended December 31, 2018 compared to the year ended December 31, 2017. The increase in operating income was mainly driven by the \$2.5 million ICFA revenue recognized for the year ended December 31, 2018. The increase in other expense was primarily due to the decrease in the Valencia earnout.

### Comparison of Results of Operations for the Years Ended December 31, 2017 and 2016

The following table summarizes our results of operations for the years ended December 31, 2017 and 2016 (in thousands):

	For the Year Ended December 31,	
	2017	2016
Revenues	\$ 31,208	\$ 29,799
Operating expenses	23,864	23,987
Operating income	7,344	5,812
Total other expense	(3,394)	(9,611)
Income (loss) before income taxes	3,950	(3,799)
Income tax (expense) benefit	601	1,287
Net income (loss)	\$ 4,551	\$ (2,512)
Basic earnings (losses) per common share	\$ 0.23	\$ (0.13)
Diluted earnings (losses) per common share	\$ 0.23	\$ (0.13)

**Revenues** – The following table summarizes our revenues for the years ended December 31, 2017 and 2016 (in thousands).

	<b>For the Year Ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
Water services	\$ 14,367	\$ 13,978
Wastewater and recycled water services	16,765	15,740
Unregulated revenues	76	81
<b>Total revenues</b>	<b>\$ 31,208</b>	<b>\$ 29,799</b>

Total revenues increased \$1.4 million, or 4.7%, for the year ended December 31, 2017 compared with the year ended December 31, 2016. The operations of Willow Valley contributed revenue of \$306,000 for the year ended December 31, 2016 compared to no revenue for the year ended December 31, 2017. The revenue for the remaining operating utilities increased \$1.7 million, or 5.8%, to \$31.2 million for the year ended December 31, 2017 compared to \$29.5 million for the year ended December 31, 2016. The increase in revenue for the remaining operating utilities reflects the increase in rates related to Rate Decision No. 74364 in February 2014 combined with a 4.3% increase in active service connections, coupled with an increase in consumption during the year ended December 31, 2017 compared to the year ended December 31, 2016.

*Water Services* – Water services revenue increased \$389,000, or 2.8%, to \$14.4 million for the year ended December 31, 2017 compared to \$14.0 million for the year ended December 31, 2016. The operations of Willow Valley contributed \$306,000 for the year ended December 31, 2016 compared to no revenue for the year ended December 31, 2017. The water services revenue for the remaining operating utilities increased \$695,000, or 5.1%, for the year ended December 31, 2017 compared to the year ended December 31, 2016.

Water services revenue based on consumption increased \$136,000, or 2.2%, to \$6.4 million for the year ended December 31, 2017 compared to \$6.2 million for the year ended December 31, 2016. The operations of Willow Valley contributed \$67,000 for the year ended December 31, 2016 compared to no revenue for the year ended December 31, 2017. Consumption revenue for the remaining operating utilities increased \$203,000, or 3.3%, to \$6.4 million for the year ended December 31, 2017 compared to \$6.2 million for the year ended December 31, 2016. The increase in consumption revenue for the remaining utilities is primarily driven by an increase in consumption combined with an increase in rates for the year ended December 31, 2017 compared to the year ended December 31, 2016.

Active water connections increased 4.4% to 19,851 as of December 31, 2017 from 19,013 as of December 31, 2016 primarily due to the positive growth in new connections.

Water consumption increased 3.3% to 2.3 billion gallons for the year ended December 31, 2017, compared to 2.2 billion gallons for the year ended December 31, 2016. However, adjusting for the sale of Willow Valley, which operations accounted for 17 million gallons of consumption for the year ended December 31, 2016, water consumption for the remaining operating utilities increased 4.1% to 2.3 billion gallons. The increase in consumption at the remaining operating utilities is primarily attributed to an increase in irrigation, residential, and golf course consumption, which was partially offset by a decrease in commercial consumption for the year ended December 31, 2017 compared to the year ended December 31, 2016. The increase in irrigation and residential consumption is driven by an increase in active connections combined with an increase in average temperature.

Water services revenue, excluding miscellaneous charges associated with the basic service charge, increased \$112,000, or 1.5%, to \$7.6 million for the year ended December 31, 2017 compared to \$7.5 million for the year ended December 31, 2016. The operations of Willow Valley contributed revenue of \$235,000, for the year ended December 31, 2016 compared to no revenue for the year ended December 31, 2017. The remaining utilities' basic water services revenue increased \$347,000, or 4.8%, for the year ended December 31, 2017 compared to the year ended December 31, 2016. This increase resulted from an increase in active service connections for the remaining operating utilities, combined with an increase in rates related to Rate Decision No. 74364.

*Wastewater and Recycled Water Services* – Wastewater and recycled water services revenue increased \$1.0 million, or 6.5%, for the year ended December 31, 2017 compared to the year ended December 31, 2016. The increase in wastewater and recycled water services revenue is primarily driven by a \$902,000 increase in wastewater services revenue combined with a \$123,000 increase in recycled water services revenue for the year ended December 31, 2017 compared to the year ended December 31, 2016. The increase in wastewater services revenue reflects the increase in rates related to Rate Decision No. 74364, as well as the increase in active wastewater connections, which increased 4.2% to 19,146 as of December 31, 2017 from 18,374 as of December 31, 2016.

Recycled water services revenue, which is based on the number of gallons delivered, increased \$123,000, or 17.7%, to \$816,000 for the year ended December 31, 2017 compared to \$693,000 for the year ended December 31, 2016. The increase in recycled water services revenue is primarily related to the increase in recycled water consumption coupled with an increase in recycled water rates. The volume of recycled water delivered increased 63 million gallons, or 9.9%, to 699 million gallons for the year ended December 31, 2017 compared to 635 million gallons for the year ended December 31, 2016. Recycled water rates increased 11.5% per Rate Decision No. 74364 compared to 2016.

**Operating Expenses** – The following table summarizes our operating expenses for the years ended December 31, 2017 and 2016 (in thousands):

	For the Year Ended December 31,	
	2017	2016
Operations and maintenance	\$ 6,087	\$ 6,188
Operations and maintenance - related party	1,462	1,853
General and administrative	9,407	9,667
Depreciation	6,908	6,279
<b>Total operating expenses</b>	<b>\$ 23,864</b>	<b>\$ 23,987</b>

*Operations and Maintenance* – Operations and maintenance costs, consisting of personnel costs, production costs (primarily chemicals and purchased electrical power), maintenance costs, and property tax, decreased \$101,000, or 1.6%, for the year ended December 31, 2017 compared to the year ended December 31, 2016.

Property tax expense increased \$162,000, or 8.9%, to \$2.0 million for the year ended December 31, 2017 compared to \$1.8 million for the year ended December 31, 2016. Property taxes are calculated using a centrally valued property calculation, which derives property values based upon three-year historical average revenues. As revenues increase, we expect property taxes to also increase.

Chemical and supply expenses decreased \$143,000, or 26.4%, to \$398,000 for the year ended December 31, 2017 compared to \$541,000 the year ended December 31, 2016. The decrease is primarily driven by a reduction in chemical utilization for the year ended December 31, 2017 compared to the year ended December 31, 2016, as additional chemicals were required in 2016 to ensure optimal operation of the wastewater facility in readiness for the inception of the Palo Verde wastewater recycling facility expansion project, which is underway.

Repairs and maintenance expense decreased \$66,000, or 26.2%, to \$186,000 for the year ended December 31, 2017 compared to \$252,000 for the year ended December 31, 2016. The decrease in repair and maintenance expense is primarily attributed to work performed as part of the accelerated capital expenditure plan. See "– Corporate Transactions – Private Letter Ruling" for additional information. The addition of assets added through the plan has reduced the repair and maintenance requirements.

Total personnel expenses decreased \$40,000, or 2.3%, to \$1.7 million for the year ended December 31, 2017 compared to \$1.7 million for the year ended December 31, 2016, primarily due to a decrease in personnel related to the sale of Willow Valley, which operations represented \$60,000 of personnel expense for the year ended December 31, 2016 compared to zero expense for the year ended December 31, 2017. Total personnel costs for the remaining operating utilities increased \$20,000, or 1.2%, for the year ended December 31, 2017 compared to the year ended December 31, 2016. The increase in personnel expenses for the remaining utilities was primarily driven by an increase in medical insurance expense, which increased \$21,000 for the year ended December 31, 2017 compared to the year ended December 31, 2016.

*Operations and Maintenance – Related Party* – Operations and maintenance related party expenses are for service fees paid to FATHOM™ with respect to billing, customer service, and other support provided to our regulated utilities. Service fees paid to FATHOM™ decreased \$391,000, or 21.1%, to \$1.5 million for the year ended December 31, 2017 compared to \$1.9 million for the year ended December 31, 2016. FATHOM™ service fees partially decreased as a result of the sale of Willow Valley, which operations represented \$60,000 of such expenses for the year ended December 31, 2016 compared to zero expense for the year ended December 31, 2017. FATHOM™ service fees for the remaining operating utilities decreased \$331,000, or 18.5%, for the year ended December 31, 2017 compared to the year ended December 31, 2016. The decrease in service fees for the remaining operating utilities was driven by the renegotiation of the FATHOM™ service contract in November 2016, wherein the monthly rate per water connection decreased \$1.55, or 19.9%, from \$7.79 per month to \$6.24 per month beginning in January 2017.

*General and Administrative* – General and administrative costs include the day-to-day expenses of office operations, personnel costs, legal and other professional fees, insurance, rent, and regulatory fees. These costs decreased \$260,000, or 2.7%, for the year ended December 31, 2017 compared to the year ended December 31, 2016.

Deferred compensation expense decreased \$477,000, or 26.5%, to \$1.3 million for the year ended December 31, 2017 compared to \$1.8 million for the year ended December 31, 2016. The decrease was primarily related to the lower increase in the carrying value of our equity awards due to the change in stock price, which increased \$0.26 for the year ended December 31, 2017 compared to an increase of \$3.60 for the year ended December 31, 2016. The effect of the change in carrying value was partially offset by the vesting of the 2017 stock option grant for the year ended December 31, 2017.

Board compensation expense decreased \$112,000, or 12.9%, to \$754,000 for the year ended December 31, 2017 compared to \$866,000 for the year ended December 31, 2016. The decrease is related to the unrealized gains on the deferred phantom units ("DPU's"), due to a lower increase in stock price for the year ended December 31, 2017 compared to the year ended December 31, 2016. This decrease was partially offset by increases in stock option expense associated with the 2016 option grant.

Personnel related costs increased \$109,000, or 3.9%, to \$2.9 million for the year ended December 31, 2017 compared to \$2.8 million for the year ended December 31, 2016. The increase was driven by an increase in salaries coupled with an increase in medical expenses for the year ended December 31, 2017 compared to the year ended December 31, 2016. The increase in salaries expense was primarily related to personnel changes due to becoming a U.S. public company.

Public company expenses increased \$132,000, or 163.0%, to \$213,000 for the year ended December 31, 2017 compared to \$81,000 for the year ended December 31, 2016 due to becoming a U.S. public company in May 2016, with the year ended December 31, 2017 containing a full 12 months of expenses compared to eight months in 2016. Public company expenses were historically recorded at GWRC. Public company expenses primarily consist of listing fees, filing fees, and transfer agent expenses.

Franchise taxes increased \$82,000, or 68.9%, to \$200,000 for the year ended December 31, 2017 compared to \$118,000 for the year ended December 31, 2016. The increase in franchise taxes is associated with GWRI (a Delaware corporation) becoming a U.S. public company which requires that we pay \$200,000 in Delaware franchise tax each year, of which a pro rata amount of eight months was paid in 2016, compared to a full year in 2017.

**Other Expense** – Other expense totaled \$3.4 million for the year ended December 31, 2017 compared to other expense of \$9.6 million for the year ended December 31, 2016. The decrease of \$6.2 million in other expense was primarily driven by a \$6.7 million decrease in interest expense, associated with the June 2016 debt refinancing, combined with a \$219,000 change in Other – related party income, associated with our investment in FATHOM™, which were partially offset by a decrease in other income of \$744,000, primarily related to the gain on the settlement of the Sonoran purchase liability recognized in the year ended December 31, 2016.

Interest expense decreased \$6.7 million, or 56.8%, to \$5.1 million for the year ended December 31, 2017 compared to \$11.9 million for the year ended December 31, 2016. Interest expense decreased due to the June 2016 debt refinancing. As part of the refinancing, we paid \$3.2 million in prepayment penalties and wrote off the remaining \$2.2 million in capitalized loan fees related to the retired bonds during the year ended December 31, 2016. Additionally, interest expense was further reduced by approximately \$865,000 due to reduced interest rates on the new notes.

Other – related party income increased \$219,000 to income of \$234,000 for the year ended December 31, 2017 compared to income of \$15,000 for the year ended December 31, 2016. Other related party income includes royalty income based upon a percentage of certain FATHOM™ recurring revenue combined with the equity method gains and losses associated with our equity method investment in FATHOM™. The change in other related party income was primarily driven by a \$243,000 gain from the revaluation of our ownership interest in FATHOM™ in connection with FATHOM™'s financing transaction in March 2017 (See Note 5 – "Equity Method Investment" to the consolidated financial statements in Part II, Item 8 of this report) combined with a reduction of our share of FATHOM™ operating losses for the year ended December 31, 2017 compared to December 31, 2016.

Other income decreased \$744,000 to \$1.5 million for the year ended December 31, 2017 compared to \$2.2 million for the year ended December 31, 2016. The decrease in other income is primarily related to the \$954,000 gain on the settlement of the Sonoran purchase liability recognized in the year ended December 31, 2016. Partially offsetting the decrease was an increase in the Valencia earnout of \$240,000 to \$1.4 million for the year ended December 31, 2017 compared to \$1.2 million for the year ended December 31, 2016. The Valencia earnout consists of \$3,000 for each new water meter installed within Valencia's prior service areas. This increase was primarily driven by accelerated growth in our former service territory. Other income was also affected by a \$54,000 loss we recorded for the sale of Willow Valley for the year ended December 31, 2016.

**Income Tax (Expense) Benefit** – Income tax benefit of \$0.6 million was recorded for the year ended December 31, 2017 compared to an income tax benefit of \$1.3 million for the year ended December 31, 2016. The income tax benefit recorded is primarily related to the recording of the impacts of the TCJA, partially offset by the expense incurred due to pre-tax net income for the year ended December 31, 2017.

**Net Income (Loss)** – Our net income totaled \$4.6 million for the year ended December 31, 2017 compared to a net loss of \$2.5 million for the year ended December 31, 2016. The \$7.1 million increase for the year ended December 31, 2017 compared to the year ended December 31, 2016 is primarily attributed to the \$6.7 million reduction of interest expense, a \$1.5 million operating income increase, a \$240,000 increase in the Valencia earnout, a \$204,000 change of our equity method investment, and a \$0.7 million change in income taxes. Additionally, net income for the year ended December 31, 2016 included a \$954,000 gain on the settlement of the Sonoran purchase liability.

#### **Outstanding Share Data**

As of March 4, 2019, there were 21,471,296 shares of our common stock outstanding and options to acquire an additional 498,496 shares of our common stock outstanding.

#### **Liquidity and Capital Resources**

Our capital resources are provided by internally generated cash flows from operations as well as debt and equity financing. Additionally, our regulated utility subsidiaries receive advances and contributions from customers, home builders, and real estate developers to partially fund construction necessary to extend service to new areas. We use our capital resources to:

- fund operating costs;
- fund capital requirements, including construction expenditures;
- pay dividends;
- fund acquisitions;
- make debt and interest payments; and
- invest in new and existing ventures.

Our utility subsidiaries operate in rate-regulated environments in which the amount of new investment recovery may be limited. Such recovery will take place over an extended period of time because recovery through rate increases is subject to regulatory lag.

As of December 31, 2018, we have no notable near-term cash expenditures or debt obligations. While specific facts and circumstances could change, we believe that we have sufficient cash on hand, the ability to draw on the \$8.0 million revolver, and will be able to generate sufficient cash flows to meet our operating cash flow requirements and capital expenditure plan as well as remain in compliance with our debt covenants for at least the next twelve months.

In March 2014, we initiated a dividend program to declare and pay a monthly dividend. On November 8, 2018, we announced a monthly dividend increase from \$0.023625 per share (\$0.2835 per share annually) to \$0.023861 per share (\$0.286332 per share annually). Although we expect monthly dividends will be declared and paid for the foreseeable future, the declaration of any dividends is at the discretion of our board of directors and is subject to legal requirements and debt service ratio covenant requirements (refer to “—Senior Secured Notes” and “—Revolving Credit Line”).

#### *Cash from Operating Activities*

Cash flows provided by operating activities are used for operating needs and to meet capital expenditure requirements. Our future cash flows from operating activities will be affected by economic utility regulation, infrastructure investment, growth in service connections, customer usage of water, compliance with environmental health and safety standards, production costs, weather, and seasonality.

For the year ended December 31, 2018, our net cash provided by operating activities totaled \$11.3 million compared to \$11.2 million for the year ended December 31, 2017. The \$0.2 million change in cash from operating activities was primarily driven by the decrease in other non-current assets of \$1.8 million, partially offset by a decrease in net income of \$1.4 million.

For the year ended December 31, 2017, our net cash provided by operating activities totaled \$11.2 million compared to \$1.9 million for the year ended December 31, 2016. The \$9.3 million change in cash from operating activities is primarily driven by the increase in operating income for the year ended December 31, 2017 compared to the year ended December 31, 2016 coupled with a decrease in interest expense due to the June 2016 debt refinancing, decrease in payments made relating to accounts payable and other current liabilities, and increase in deferred income tax expense.

#### *Cash from Investing Activities*

Our net cash used in investing activities totaled \$13.3 million for the year ended December 31, 2018 compared to \$21.0 million for the year ended December 31, 2017. The \$7.7 million change in cash used in investing activities was primarily driven by a decrease in capital expenditures of \$16.1 million, partially offset by the increase in acquisition expenditures of \$8.5 million due to the acquisition of Turner and Red Rock, for the year ended December 31, 2018 compared to the year ended December 31, 2017.

Our net cash used in investing activities totaled \$21.0 million for the year ended December 31, 2017 compared to \$6.2 million for the year ended December 31, 2016. The \$14.8 million change in cash used in investing activities was primarily driven by an increase in capital expenditures of \$12.3 million for the year ended December 31, 2017 compared to the year ended December 31, 2016. In addition, cash provided by investing activities for the year ended December 31, 2016 included \$2.3 million in cash proceeds from the sale of Willow Valley.

We continue to invest capital prudently in our existing, core service areas where we are able to deploy our Total Water Management model as service connections grow. This includes any required maintenance capital expenditures and the construction of new water and wastewater treatment and delivery facilities. Capital expenditures increased in 2016 and 2017 as compared to recent years as a result of our decision to accelerate certain capital expenditures within our capital improvement plan related to the Private Letter Ruling. Following the most recent Private Letter Ruling extension, we expect an increase in capital expenditures for 2019 compared to 2018 to fully defer the remaining tax liability of approximately \$2.1 million as of December 31, 2018 (refer to “—Corporate Transactions—Private Letter Ruling”). Our projected capital expenditures and other investments are subject to periodic review and revision to reflect changes in economic conditions and other factors.

#### *Cash from Financing Activities*

Our net cash provided by financing activities totaled \$9.5 million for the year ended December 31, 2018, a \$14.9 million change as compared to the \$5.4 million in cash used in financing activities for the year ended December 31, 2017. This change was primarily driven by net proceeds from our public offering of stock of \$14.6 million combined with increased proceeds from stock option exercises of \$0.4 million, and an increase in AIAC of \$0.2 million, partially offset by an increase in dividends paid of \$0.4 million for the year ended December 31, 2018, compared to the year ended December 31, 2017.

Our net cash used in financing activities totaled \$5.4 million for the year ended December 31, 2017, a \$18.7 million change as compared to the \$13.3 million in cash provided by financing activities for the year ended December 31, 2016. This change was primarily driven by the refinancing of tax exempt bonds in 2016, wherein we repaid \$106.7 million in tax exempt bonds with \$115.0 million in proceeds from our two series of senior secured notes, combined with the release of \$8.8 million in bond reserves associated with the refinancing. Additionally, we generated \$5.6 million in net proceeds from our U.S. IPO. For the year ended December 31, 2016, we also paid \$2.8 million to settle our Sonoran acquisition liability.

#### *Senior Secured Notes*

On June 24, 2016, we issued two series of senior secured notes with a total principal balance of \$115.0 million at a blended interest rate of 4.55%. Series A carries a principal balance of \$28.8 million and bears an interest rate of 4.38% over a twelve-year term, with the principal payment due on June 15, 2028. Series B carries a principal balance of \$86.3 million and bears an interest rate of 4.58% over a 20-year term. Series B is interest only for the first five years, with \$1.9 million principal payments paid semiannually thereafter. The proceeds of the senior secured notes were primarily used to refinance our long-term tax exempt bonds, pursuant to an early redemption option at 103%, plus accrued interest, as a result of the initial public offering of our common stock in May 2016.

The senior secured notes require the Company to maintain a debt service coverage ratio of consolidated EBITDA to consolidated debt service of at least 1.10 to 1.00. Consolidated EBITDA is calculated as net income plus depreciation, taxes, interest and other non-cash charges net of non-cash income. Consolidated debt service is calculated as interest expense, principal payments, and dividend or stock repurchases. The senior secured notes also contain a provision limiting the payment of dividends if the Company falls below a debt service ratio of 1.25. However, for the quarter ending June 30, 2021 through the quarter ending March 31, 2024, the ratio drops to 1.20. As of December 31, 2018, the Company was in compliance with its financial debt covenants.

Debt issuance costs as of both December 31, 2018 and December 31, 2017 were \$0.6 million.

#### *Revolving Credit Line*

On April 20, 2018, the Company entered into a loan agreement ("Loan Agreement") with MidFirst Bank, a federally chartered savings association, on the terms and subject to conditions set forth in the Loan Agreement, for a revolving credit facility in the maximum principal amount of \$8.0 million. The Company intends to use the borrowings for future acquisitions and general corporate purposes.

Borrowings under the Loan Agreement will bear interest at a rate equal to the London Interbank Offered Rate ("LIBOR") plus 2.25%. The scheduled maturity date is April 30, 2020, subject to certain prepayment requirements upon a change of control.

The Loan Agreement contains a debt service coverage ratio financial maintenance covenant and contains certain restrictive covenants that limit, among other things, the Company's ability to: create liens and other encumbrances; incur additional indebtedness; merge, liquidate or consolidate with another entity; dispose of or transfer assets; make distributions or other restricted payments (including dividends); engage in certain affiliate transactions; and change the nature of the business. The foregoing covenants are subject to various qualifications and limitations as set forth in the Loan Agreement. Pursuant to the Loan Agreement, the revolving credit facility will be subject to certain customary events of default after which the revolving credit facility may be declared due and payable if not cured within the grace period or, in certain circumstances, may be declared due and payable immediately. Refer to Note 11 — "Debt" of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for additional information. As of December 31, 2018, the Company was in compliance with its financial debt covenant.

As of December 31, 2018, the Company had no outstanding borrowings under this credit line. Debt issuance costs as of December 31, 2018 and December 31, 2017 were \$0.1 million and \$20,000, respectively.

### **Insurance Coverage**

We carry various property, casualty, and financial insurance policies with limits, deductibles, and exclusions consistent with industry standards. However, insurance coverage may not be adequate or available to cover unanticipated losses or claims. We are self-insured to the extent that losses are within the policy deductible or exceed the amount of insurance maintained. Such losses could have a material adverse effect on our short-term and long-term financial condition and the results of operations and cash flows.

### **Critical Accounting Policies, Judgments, and Estimates**

The application of critical accounting policies is particularly important to our financial condition and results of operations and provides a framework for management to make significant estimates, assumptions, and other judgments. Additionally, our financial condition, results of operations, and cash flow are impacted by the methods, assumptions, and estimates used in the application of critical accounting policies. Although our management believes that these estimates, assumptions, and other judgments are appropriate, they relate to matters that are inherently uncertain and that may change in subsequent periods. Accordingly, changes in the estimates, assumptions, and other judgments applied to these accounting policies could have a significant impact on our financial condition and results of operations as reflected in our financial statements.

### *Income Taxes*

Estimation of income taxes includes an evaluation of the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income before they expire. The Company's assessment is based upon existing tax laws and estimates of future taxable income. If the assessment of the Company's ability to utilize the underlying future tax deductions changes, the Company would be required to recognize fewer of the tax deductions as assets, which would increase the income tax expense in the period in which the determination is made. Additionally, an evaluation of the recoverability of deferred tax gains is based on an assessment of the Company's ability to fully utilize the deferred tax gain before it expires. The Company's assessment is based upon the ability to acquire qualifying properties. If the assessment of the Company's ability to fully utilize the deferred tax gain changes, the Company would be required to recognize income tax expense in the period in which the deferred tax gain expires.

### **Recent Accounting Pronouncements**

A discussion of recently issued and recently issued but not yet adopted accounting pronouncements is included footnote 1 to the consolidated financial statements contained in Part II, Item 8 of this annual report on Form 10-K and is incorporated herein by reference.

### **Jumpstart Our Business Startups Act (the "JOBS Act") Accounting Election and Other Matters**

We are an "emerging growth company," as defined in the JOBS Act. Under the JOBS Act, emerging growth companies can elect to delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies. We chose to take advantage of this extended transition provision. See "Risk Factors—Risks Related to Ownership of Our Common Stock—Our election to take advantage of the JOBS Act extended accounting transition period may make our financial statements more difficult to compare to other public companies" and "Risk Factors—Risks Related to the Ownership of Our Common Stock—Taking advantage of the reduced disclosure requirements applicable to

emerging growth companies may make our common stock less attractive to investors” included in Part I, Item 1A of this Form 10-K, for additional information.

### Off Balance Sheet Arrangements

As of December 31, 2018 and 2017, we did not have any off-balance sheet arrangements.

### Contractual Obligations

The following table summarizes our contractual cash obligations as of December 31, 2018 (in thousands):

	Payments Due By Period				
	Total	Less than 1 Year	1 - 3 Years	3 - 5 Years	More than 5 Years
Long term debt obligations	\$ 115,069	\$ 9	\$ 1,933	\$ 7,674	\$ 105,453
Interest on long-term debt <sup>(2)</sup>	62,007	5,212	10,421	10,288	36,086
Capital lease obligations	135	38	84	13	—
Interest on capital lease	16	8	8	—	—
Operating lease obligations	84	52	32	—	—
FATHOM™ purchase obligations <sup>(3)</sup>	350	350	—	—	—
<b>Total <sup>(1)</sup></b>	<b>\$ 177,661</b>	<b>\$ 5,669</b>	<b>\$ 12,478</b>	<b>\$ 17,975</b>	<b>\$ 141,539</b>

- (1) In addition to these obligations, the Company pays annual refunds on AIAC over a specific period of time based on operating revenues generated from developer-installed infrastructure. The refund amounts are considered an investment in infrastructure and eligible for inclusion in future rate base. These refund amounts are not included in the above table because the refund amounts and timing are dependent upon several variables, including new customer connections, customer consumption levels, and future rate increases, which cannot be accurately estimated. Portions of these refund amounts are payable annually over the next two decades, and amounts not paid by the contract expiration dates become nonrefundable and are transferred to CIAC.
- (2) Interest on the long-term debt is based on the fixed rates of the Company’s senior secured notes.
- (3) The Company entered into an agreement with FATHOM™ to replace a majority of its meter infrastructure in 2016. This project was completed in 2017. The final amount to be paid is pending completion pursuant to the terms of the agreement. Refer to Note 8 – “Transactions with Related Parties” of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for additional information.

### Item 7A. QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to market risk associated with changes in commodity prices, equity prices, and interest rates. The Company uses fixed-rate long-term debt to reduce the risk from interest rate fluctuations. Although the Company’s long-term debt is based on fixed rates, changes in interest rates could impact the fair market value of the Company’s long-term debt. As of December 31, 2018, the fair market value of the Company’s long-term debt was \$107.9 million. For additional information about the Company’s long-term debt, see Note 11 – “Debt” of the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K.

Other than interest-related risks, the Company believes the risks associated with price increases for chemicals, electricity, and other commodities are mitigated by the Company’s ability over the long-term to recover its costs through rate increases to its customers, though such recovery is subject to regulatory lag.



**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of

Global Water Resources, Inc.

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Global Water Resources, Inc. and subsidiaries (the "Company") as of December 31, 2018 and 2017, the related consolidated statements of operations, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2018, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ DELOITTE & TOUCHE LLP

Phoenix, Arizona  
March 7, 2019

We have served as the Company's auditor since 2003.

**GLOBAL WATER RESOURCES, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share and per share amounts)

	December 31, 2018	December 31, 2017
<b>ASSETS</b>		
PROPERTY, PLANT AND EQUIPMENT:		
Property, plant and equipment	312,148	289,051
Less accumulated depreciation	(85,093)	(75,592)
Net property, plant and equipment	<u>227,055</u>	<u>213,459</u>
CURRENT ASSETS:		
Cash and cash equivalents	12,756	5,248
Accounts receivable — net	1,488	1,528
Due from affiliates	406	430
Accrued revenue	1,998	1,759
Prepaid expenses and other current assets	686	700
Total current assets	<u>17,334</u>	<u>9,665</u>
OTHER ASSETS:		
Goodwill	2,639	—
Intangible assets — net	12,972	12,772
Regulatory asset	1,793	1,871
Deposits	128	—
Bond service fund and other restricted cash	441	436
Equity method investment	79	345
Other noncurrent assets	20	20
Total other assets	<u>18,072</u>	<u>15,444</u>
<b>TOTAL ASSETS</b>	<u>262,461</u>	<u>238,568</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
CURRENT LIABILITIES:		
Accounts payable	604	321
Accrued expenses	7,465	7,252
Customer and meter deposits	1,460	1,395
Long-term debt and capital leases — current portion	47	8
Total current liabilities	<u>9,576</u>	<u>8,976</u>
NONCURRENT LIABILITIES:		
Long-term debt and capital leases	114,507	114,363
Deferred revenue - ICFA	17,358	19,746
Regulatory liability	8,851	8,463
Advances in aid of construction	67,684	62,725
Contributions in aid of construction — net	10,670	4,425
Deferred income tax liabilities, net	4,350	3,114
Acquisition liability	934	934
Other noncurrent liabilities	660	962
Total noncurrent liabilities	<u>225,014</u>	<u>214,732</u>
Total liabilities	<u>234,590</u>	<u>223,708</u>
Commitments and contingencies (Refer to Note 15)		
SHAREHOLDERS' EQUITY:		
Common stock, \$0.01 par value, 60,000,000 shares authorized; 21,530,470 and 19,631,266 shares issued as of December 31, 2018 and December 31, 2017, respectively.	215	196
Treasury stock, 59,174 and no shares at December 31, 2018 and December 31, 2017, respectively.	(1)	—
Paid in capital	27,657	14,288
Retained earnings	—	376
Total shareholders' equity	<u>27,871</u>	<u>14,860</u>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<u>262,461</u>	<u>238,568</u>

See accompanying notes to the consolidated financial statements

**GLOBAL WATER RESOURCES, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except share and per share amounts)

	Year Ended December 31,		
	2018	2017	2016
<b>REVENUES:</b>			
Water services	\$ 15,344	\$ 14,367	\$ 13,978
Wastewater and recycled water services	17,654	16,765	15,740
Unregulated revenues	2,517	76	81
Total revenues	<u>35,515</u>	<u>31,208</u>	<u>29,799</u>
<b>OPERATING EXPENSES:</b>			
Operations and maintenance	6,630	6,087	6,188
Operations and maintenance - related party	1,599	1,462	1,853
General and administrative	10,548	9,407	9,667
Depreciation	7,469	6,908	6,279
Total operating expenses	<u>26,246</u>	<u>23,864</u>	<u>23,987</u>
<b>OPERATING INCOME</b>	<u>9,269</u>	<u>7,344</u>	<u>5,812</u>
<b>OTHER INCOME (EXPENSE):</b>			
Interest income	101	19	18
Interest expense	(5,255)	(5,125)	(11,866)
Other	592	1,478	2,222
Other - related party	178	234	15
Total other expense	<u>(4,384)</u>	<u>(3,394)</u>	<u>(9,611)</u>
<b>INCOME (LOSS) BEFORE INCOME TAXES</b>	4,885	3,950	(3,799)
<b>INCOME TAX (EXPENSE) BENEFIT</b>	(1,782)	601	1,287
<b>NET INCOME (LOSS)</b>	<u>\$ 3,103</u>	<u>\$ 4,551</u>	<u>\$ (2,512)</u>
Basic earnings (losses) per common share	\$ 0.15	\$ 0.23	\$ (0.13)
Diluted earnings (losses) per common share	\$ 0.15	\$ 0.23	\$ (0.13)
Dividends declared per common share	\$ 0.28	\$ 0.28	\$ 0.26
Weighted average number of common shares used in the determination of:			
Basic	20,468,509	19,605,239	19,146,534
Diluted	20,507,437	19,644,768	19,146,534

See accompanying notes to the consolidated financial statements

**GLOBAL WATER RESOURCES, INC.**  
**CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY**  
(in thousands, except share and per share amounts)

	Common Stock Shares	Common Stock	Treasury Stock Shares	Treasury Stock	Paid-in Capital	Retained Earnings	Total Equity
BALANCE - December 31, 2015	18,241,746	\$ 2	—	\$ —	\$ 21,659	\$ (1,598)	\$ 20,063
Net proceeds from sale of stock	1,339,520	281	—	—	5,258	—	5,539
Dividend declared \$0.26 per share	—	—	—	—	(5,042)	—	(5,042)
Merger of GWRC	—	—	—	(87)	(2,365)	—	(2,452)
Retirement of treasury shares	—	(87)	—	87	—	—	—
Deemed distribution to related party	—	—	—	—	(648)	—	(648)
Stock compensation	—	—	—	—	106	—	106
Cumulative effect of change in accounting principle	—	—	—	—	—	(65)	(65)
Net loss	—	—	—	—	—	(2,512)	(2,512)
BALANCE - December 31, 2016	<u>19,581,266</u>	<u>\$ 196</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 18,968</u>	<u>\$ (4,175)</u>	<u>\$ 14,989</u>
Dividend declared \$0.28 per share	—	—	—	—	(5,404)	—	(5,404)
Merger of GWRC	—	—	—	—	53	—	53
Stock option exercise	50,000	—	—	—	375	—	375
Stock compensation	—	—	—	—	296	—	296
Net income	—	—	—	—	—	4,551	4,551
BALANCE - December 31, 2017	<u>19,631,266</u>	<u>\$ 196</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 14,288</u>	<u>\$ 376</u>	<u>\$ 14,860</u>
Dividend declared \$0.28 per share	—	—	—	—	(2,361)	(3,479)	(5,840)
Issuance of common stock	1,720,000	17	—	—	14,619	—	14,636
Treasury stock	—	—	(59,174)	(1)	—	—	(1)
Stock option exercise	179,204	2	—	—	788	—	790
Stock compensation	—	—	—	—	323	—	323
Net income	—	—	—	—	—	3,103	3,103
BALANCE - December 31, 2018	<u>21,530,470</u>	<u>\$ 215</u>	<u>(59,174)</u>	<u>\$ (1)</u>	<u>\$ 27,657</u>	<u>\$ —</u>	<u>\$ 27,871</u>

See accompanying notes to the consolidated financial statements

**GLOBAL WATER RESOURCES, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Year Ended December 31,		
	2018	2017	2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 3,103	\$ 4,551	\$ (2,512)
Adjustments to reconcile net income to net cash provided by operating activities:			
Deferred compensation	1,714	1,550	2,234
Depreciation	7,469	6,908	6,279
Write-off of debt issuance costs	—	—	2,165
Amortization of deferred debt issuance costs and discounts	101	44	428
Loss on sale of Willow Valley	—	—	54
Loss on equity investment	265	136	340
Other gains	(27)	—	(978)
Provision for doubtful accounts receivable	93	128	70
Deferred income tax expense	1,236	529	(1,408)
Changes in assets and liabilities			
Accounts receivable	178	(179)	(409)
Other current assets	(110)	(116)	(415)
Accounts payable and other current liabilities	(688)	(1,247)	(4,087)
Other noncurrent assets	73	(1,763)	117
Other noncurrent liabilities	(2,100)	615	17
Net cash provided by operating activities	<u>11,307</u>	<u>11,156</u>	<u>1,895</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Capital expenditures	(4,787)	(20,885)	(8,588)
Cash paid for acquisitions, net of cash acquired	(8,475)	—	—
Proceeds from the sale of Willow Valley	—	—	2,254
Deposits of restricted cash, net	1	(208)	154
Other cash flows from investing activities	(64)	95	13
Net cash used in investing activities	<u>(13,325)</u>	<u>(20,998)</u>	<u>(6,167)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Dividends paid	(5,791)	(5,399)	(5,036)
Advances in aid of construction	817	574	346
Proceeds from stock option exercise	790	375	—
Principal payments under capital lease	(27)	(79)	(378)
Refunds of advances for construction	(896)	(854)	(794)
Loan borrowings	140	—	115,000
Loan repayments	(9)	(5)	—
Repayments of bond debt	—	—	(106,695)
Proceeds withdrawn from bond service fund	—	—	8,825
Proceeds from sale of stock	15,910	—	8,372
Payment of Sonoran acquisition liability	—	—	(2,800)
Debt issuance costs paid	(134)	(20)	(760)
Payments of offering costs for sale of stock	(1,274)	—	(2,823)
Net cash provided by (used in) financing activities	<u>9,526</u>	<u>(5,408)</u>	<u>13,257</u>
<b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>7,508</b>	<b>(15,250)</b>	<b>8,985</b>
<b>CASH AND CASH EQUIVALENTS — Beginning of period</b>	<b>5,248</b>	<b>20,498</b>	<b>11,513</b>
<b>CASH AND CASH EQUIVALENTS – End of period</b>	<b><u>\$ 12,756</u></b>	<b><u>\$ 5,248</u></b>	<b><u>\$ 20,498</u></b>

See accompanying notes to the consolidated financial statements

**GLOBAL WATER RESOURCES, INC.**  
**Notes to the Consolidated Financial Statements**

**1. DESCRIPTION OF BUSINESS, BASIS OF PRESENTATION, CORPORATE TRANSACTIONS, SIGNIFICANT ACCOUNTING POLICIES, AND RECENT ACCOUNTING PRONOUNCEMENTS**

**Description of Business**

Global Water Resources, Inc. (the “Company” or “GWRI”) is a water resource management company that owns, operates, and manages water, wastewater, and recycled water utilities in strategically located communities, principally in metropolitan Phoenix, Arizona. GWRI seeks to deploy an integrated approach, which the Company refers to as “Total Water Management,” a term used to mean managing the entire water cycle by owning and operating the water, wastewater, and recycled water utilities within the same geographic areas in order to both conserve water and maximize its total economic and social value. GWRI uses Total Water Management to promote sustainable communities in areas where the expectation is for growth to outpace the existing potable water supply. The Company’s model focuses on the broad issues of water supply and scarcity and applies principles of water conservation through water reclamation and reuse. The basic premise is that the world’s water supply is limited and yet can be stretched significantly through effective planning, the use of recycled water, and by providing individuals and communities resources that promote wise water usage practices.

GWRI currently owns twelve water and wastewater utilities in strategically targeted communities in metropolitan Phoenix. GWRI currently serves more than 55,000 people in approximately 21,000 homes within our 352 square miles of certificated service areas, which are serviced by seven wholly-owned regulated operating subsidiaries as of December 31, 2018. Approximately 92.8% of the Company’s active service connections are customers of our Santa Cruz and Palo Verde utilities, which are located within a single service area. GWRI has grown significantly since its formation in 2003, with total revenues increasing from \$4.9 million in 2004 to \$35.5 million in 2018, and total service connections increasing from 8,113 as of December 31, 2004 to 44,289 as of December 31, 2018, with regionally planned service areas large enough to serve approximately two million service connections.

**Basis of Presentation and Principles of Consolidation**

The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and include the accounts of GWRI and its subsidiaries. All significant intercompany account balances and transactions have been eliminated in consolidation.

The Company prepares its financial statements in accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”). The preparation of the financial statements in conformity with U.S. GAAP 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 income and expenses during the reporting period. Actual results could differ from those estimates. The U.S. dollar is the Company’s reporting currency and functional currency.

The Company qualifies as an “emerging growth company”, as defined in the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”), under the rules and regulations of the SEC. An emerging growth company may take advantage of specified reduced reporting and other requirements that are otherwise applicable generally to public companies. The Company has elected to take advantage of these provisions for up to five years or such earlier time that the Company is no longer an emerging growth company. The Company has elected to take advantage of some of the reduced disclosure obligations regarding financial statements. Also, as an emerging growth company, the Company can elect to delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies. The Company has chosen to take advantage of this extended accounting transition provision.

Certain prior period information has been adjusted to conform to the current year presentation to reflect a 100.68 to 1.00 stock split effectuated on April 28, 2016. All share and per share amounts presented in these financial statements have been retrospectively adjusted to reflect the impact of the stock split.

## Corporate Transactions

### *Sale of certain MXA and WMA contracts*

In September 2013, the Company sold its Wastewater Facilities Main Extension Agreements (“MXA”) and Offsite Water Management Agreements (“WMA”) for the contemplated Loop 303 service area along with their related rights and obligations to EPCOR Water Arizona Inc. (“EPCOR”) (collectively the “Transfer of Project Agreement”, or “Loop 303 Contracts”). Pursuant to the Transfer of Project Agreement, EPCOR agreed to pay GWRI approximately \$4.1 million over a multi-year period. As part of the consideration, GWRI agreed to complete certain engineering work required in the WMAs, which work had been completed prior to January 1, 2015. As the engineering work has been completed, the Company effectively has no further obligations under the WMAs, the MXAs, or the Transfer of Project Agreement. Prior to January 1, 2015, the Company had received \$2.8 million of proceeds and recognized income of approximately \$3.3 million within other income (expense) in the statement of operations related to the gain on sale of these agreements and the proceeds received prior to January 1, 2015 for engineering work required in the WMAs. The Company received additional proceeds of approximately \$0.3 million in April 2015 and recognized those amounts as income at that time. Receipt of the remaining \$1.0 million of proceeds will be recorded as additional income over time as certain milestones are met between EPCOR and the developers/landowners. Additional milestones have been completed during the three months ended December 31, 2018 and as such, the remaining \$1.0 million is expected to be received during the first half of 2019.

### *Stipulated Condemnation of the Operations and Assets of Valencia Water Company, Inc.*

On July 14, 2015, the Company closed the stipulated condemnation to transfer the operations and assets of Valencia Water Company, Inc. (“Valencia”) to the City of Buckeye. Terms of the condemnation were agreed upon through a settlement agreement and stipulated final judgment of condemnation wherein the City of Buckeye acquired all the operations and assets of Valencia and assumed operation of the utility upon close. The City of Buckeye paid the Company \$55.0 million at close, plus an additional \$0.1 million in working capital adjustments. The City of Buckeye is obligated to pay the Company a growth premium equal to \$3,000 for each new water meter installed within Valencia’s prior service areas in the City of Buckeye, for a 20-year period ending December 31, 2034, subject to a maximum payout of \$45.0 million over the term of the agreement.

In consideration of the Financial Accounting Standards Board’s (“FASB”) Accounting Standards Codification (“ASC”) 205-20-45-1, *Presentation of Financial Statements – Discontinued Operations*, the condemnation of Valencia transaction did not meet the criteria of discontinued operations. As the transaction did not change the services provided or the manner in which the Company operates, it was determined the transaction did not represent a strategic shift and therefore did not qualify for presentation as a discontinued operation.

### *Sale of Willow Valley Water Co., Inc.*

On March 23, 2015, the Company reached an agreement to sell the operations and assets of Willow Valley Water Company, Inc. (“Willow Valley”) to EPCOR. EPCOR purchased the operations, assets, and rights used by Willow Valley to operate the utility system for \$2.3 million. The transaction was approved by the Arizona Corporation Commission (“ACC”) on March 10, 2016, and the transaction closed on May 9, 2016.

Per ASC 360-10-45-9, *Impairment and Disposal of Long-Lived Assets*, the assets and liabilities of Willow Valley were determined to meet the criteria to be classified as held for sale beginning with our March 31, 2015 consolidated financial statements. The criteria utilized to make this determination were: (i) management had the authority and had entered into an agreement to sell the assets of Willow Valley; (ii) the assets and liabilities were available for immediate sale in their present condition; (iii) the approval from the ACC was probable within the next year; (iv) a reasonable price had been agreed upon; and (v) it was unlikely that significant changes to the agreement would occur prior to approval. In consideration of ASC 205-20-45-1, the Willow Valley transaction did not meet the criteria for discontinued operations as the transaction did not change the services provided nor the manner in which the Company operates. Therefore, it was determined the transaction did not represent a strategic shift. A loss of \$176,000 was recorded in other expense during the first quarter of 2015, when the assets and liabilities were classified as held for sale, to adjust the carrying value of the assets to the agreed upon fair value less cost to sell. An additional loss of \$54,000 was recognized upon close of the sale of Willow Valley in the second quarter of 2016.



### *Merger with GWR Global Water Resources Corp. ("GWRC")*

On May 3, 2016, the Company completed the merger of GWRC into GWRI, (the "Reorganization Transaction"). At the time of the merger, GWRC ceased to exist as a British Columbia corporation and the Company continued as the surviving entity of the merger. See Note 8 – "Transactions with Related Parties". In conjunction with the merger of GWRC into GWRI, the Company recorded \$731,000 in accounts payable and \$353,000 in deferred compensation on the books of GWRI that were previously recorded at GWRC. In addition to these liabilities, the Company also recorded an approximate \$1.4 million tax liability associated with the transfer of GWRC from Canada to the United States, which liability has since been settled. A corresponding reduction in paid in capital was recorded with the merging of these liabilities into GWRI. The 8,726,747 outstanding common shares of the Company held by GWRC, and acquired by the Company at the time of merger, were recorded as treasury stock and were retired in December 2016.

### *Initial Public Offering*

On May 3, 2016, the Company completed the initial public offering of 1,164,800 shares of common stock at \$6.25 per share for gross proceeds of approximately \$7.3 million (the "U.S. IPO"). The Company granted the underwriter the option to purchase up to an additional 174,720 shares of common stock at the same price, which was exercised by the underwriter on May 11, 2016, for additional gross proceeds of \$1.1 million. Our shares of common stock are listed on the NASDAQ Global Market and the Toronto Stock Exchange under the symbols "GWRS" and "GWR", respectively.

### *Private Letter Ruling*

On June 2, 2016, the Company received a Private Letter Ruling from the Internal Revenue Service ("IRS") that, for purposes of deferring the approximately \$19.4 million gain realized from the condemnation of the operations and assets of Valencia, determined that the assets converted upon the condemnation of such assets could be replaced through certain reclamation facility improvements contemplated by the Company under Internal Revenue Code §1033 as property similar or related in service or use. In June 2016, the Company converted all operating subsidiaries from corporations to limited liability companies to take full advantage of the benefits of such ruling.

Pursuant to Internal Revenue Code §1033, the Company would have been able to defer the gain on condemnation through the end of 2017. On April 18, 2017, the Company filed a request for a one-year extension to defer the gain to the end of 2018, which the IRS approved on August 8, 2017. On August 28, 2018, the Company filed a request to further defer the gain to the end of 2019, which the IRS approved on October 12, 2018. As a result of the initial Private Letter Ruling, the Company significantly increased capital expenditures in 2016 and 2017 as compared to prior years. Following the most recent Private Letter Ruling extension, the Company expects an increase in capital expenditures for 2019 compared to 2018 to fully defer the remaining tax liability of approximately \$2.1 million as of December 31, 2018.

### *Acquisitions*

#### *Eagletail Water Company*

On May 15, 2017, the Company acquired Eagletail Water Company ("Eagletail") via merger. At the time of acquisition, Eagletail, a small water utility located west of metropolitan Phoenix, added approximately 55 active water connections and eight square miles of approved service area to the Company's existing regional service footprint. Total consideration was approximately \$80,000. As part of the transaction, the Company acquired assets of approximately \$80,000 and assumed liabilities of approximately \$78,000. Refer to Note 6 — "Acquisitions" for additional information regarding acquisitions.

#### *Turner Ranches Water and Sanitation Company*

On May 30, 2018, the Company acquired Turner Ranches Water and Sanitation Company ("Turner"), a non-potable irrigation water utility in Mesa, Arizona, for total consideration of approximately \$2.8 million in cash. Refer to Note 6 — "Acquisitions" for additional information regarding the Turner acquisition.

### *Red Rock Utilities*

On October 16, 2018, the Company completed the acquisition of Red Rock Utilities ("Red Rock"), an operator of a water and a wastewater utility with service areas in the Pima and Pinal counties of Arizona, for a purchase price of \$5.9 million. The acquisition added over 1,650 connections and approximately 9 square miles of service area. Refer to Note 6 — "Acquisitions" for additional information regarding the Red Rock acquisition.

### *Common Stock Offering*

On July 20, 2018, the Company completed a public offering of 1,720,000 shares of common stock at a public offering price of \$9.25 per share, for gross proceeds of \$15.9 million, which included 220,000 shares issued and sold pursuant to the underwriter's exercise in full of its option to purchase additional shares. The Company received net proceeds of approximately \$14.6 million after deducting underwriting discounts and commissions and offering expenses payable by the Company, which collectively totaled \$1.3 million.

### *ACC Tax Docket*

The Company had a regulatory asset of \$1.8 million and \$1.9 million at December 31, 2018 and December 31, 2017, respectively, and regulatory liabilities of \$0.6 million at both December 31, 2018 and 2017 related to the Federal Tax Cuts and Jobs Act (the "TCJA") signed into law on December 22, 2017. Under ASC Topic 740, *Income Taxes*, the tax effects of changes in tax laws must be recognized in the period in which the law is enacted. ASC 740 also requires deferred income tax assets and liabilities to be measured at the enacted tax rate expected to apply when temporary differences are to be realized or settled. Thus, at the date of enactment, the Company's deferred income taxes were re-measured based upon the new tax rate. For the Company's regulated entities, substantially all of the change in deferred income taxes is recorded as an offset to either a regulatory asset or liability because the impact of changes in the rates are expected to be recovered from or refunded to customers.

On December 20, 2017, the Arizona Corporation Commission (the "ACC") opened a docket to address the utility ratemaking implications of the TCJA. The ACC is considering the impact for regulated utilities, as it is expected that certain effects of the TCJA add to rate base and others reduce rate base. Numerous companies, including our regulated utilities, filed comments with the ACC in January 2018. The ACC subsequently approved an order in February 2018 requiring Arizona utilities to apply regulatory accounting treatment, which includes the use of regulatory assets and regulatory liabilities, to address all impacts from the enactment of the TCJA. The order also required certain utilities (including all of our currently operating regulated utilities other than Eagletail, Turner and Red Rock) to have made one of the following three types of filings by April 7, 2018: 1) file an application for a tax expense adjustor mechanism, 2) file an intent to file a rate case within 90 days, or 3) any such other application to address rate making implications of the TCJA.

Accordingly, we filed a proposal for a tax expense adjustor mechanism with the ACC on April 9, 2018, which was subsequently amended through an updated filing with the ACC on July 2, 2018. The updated filing set forth a number of alternative proposals, including that the ACC make no reduction to regulated revenues or, in the alternative, that the ACC approve a phased reduction in regulated revenues.

On September 20, 2018, the ACC issued Rate Decision No. 76901, which set forth the reductions in revenue for our Santa Cruz, Palo Verde, Greater Tonopah and Northern Scottsdale utilities due to the TCJA. Rate Decision No. 76901 adopted a phase-in approach for the reductions to match the phase-in of our revenue requirement under Rate Decision No. 74364 enacted in February 2014. In 2018, the annual reductions in revenue for our Santa Cruz, Palo Verde, Greater Tonopah, and Northern Scottsdale utilities are approximately \$312,000, \$449,000, \$16,000, and \$5,000, respectively. In 2021, the final year of the phase-in, the annual reductions in revenue for our Santa Cruz, Palo Verde, Tonopah, and Northern Scottsdale utilities will be approximately \$415,000, \$669,000, \$16,000, and \$5,000, respectively. The ACC also approved a carrying cost of 4.25% on regulatory liabilities resulting from the difference of the fully phased-in rates to be applied in 2021 versus the phased-in rates refunded in 2018.

Rate Decision No. 76901, however, did not address the impacts of the TCJA on accumulated deferred income taxes ("ADIT"), including excess ADIT ("EADIT"). The ACC requested the Company to submit a proposal by December 19, 2018 regarding the impact of the TCJA on its ADIT as of January 1, 2018, and the related EADIT amortization methods for both the plant-related (the protected element of EADIT) and the non-plant related (the unprotected portion of EADIT) assets, as appropriate. On December 19, 2018, the Company submitted the required filing and proposed that as part of a required July 1, 2019 filing, it will propose revised tariffs that incorporate the appropriate rate impacts.

Previously, the ACC Chairman noted that there may be some unintended consequences related to the tax treatment of CIACs and AIACs, which are now taxable with the enactment of the TCJA. Following receipt of comments from various parties, including

from us, and a recommendation from the ACC Staff, the ACC adopted an order in November 2018 relating to the funding for income taxes on CIACs and AIACs that provides for the following: 1) requires that under the hybrid sharing method, a contributor will pay a gross-up to the utility consisting of 55% of the income tax expense with the utility covering the remaining 45% of the income tax expense; 2) removes the full gross-up method option for Class A and B utilities and its affiliates (which includes all of our utilities); 3) ensures proper ratemaking treatment of a utility using the self-pay method; 4) clarifies that pass-through entities that are owned by a “C” corporation can recover tax expense according to methods allowed; and 5) requires Class A and B utilities to self-pay the taxes associated with hook-up fee contributions but permits using a portion of the hook-up fees to fund these taxes. The ACC amended the November order by issuing Decision No. 77084 on February 20, 2019, which imposed additional limits on grossing up CIAC, which we do not believe will be material to us, and modified certain provisions for Class C utilities.

## **Significant Accounting Policies**

### *Regulation*

Our regulated utilities and certain other balances are subject to regulation by the ACC and are therefore subject to Accounting Standards Codification Topic 980, *Regulated Operations* (“ASC Topic 980”) (See Note 2 – “Regulatory Decision and Related Accounting and Policy Changes”).

### *Property, plant, and equipment*

Property, plant, and equipment is stated at cost less accumulated depreciation provided on a straight-line basis (See Note 3 – “Property, Plant, and Equipment”).

Depreciation rates for asset classes of utility property, plant, and equipment are established by the ACC. The cost of additions, including betterments and replacements of units of utility fixed assets are charged to utility property, plant, and equipment. When units of utility property are replaced, renewed, or retired, their cost plus removal or disposal costs, less salvage proceeds, is charged to accumulated depreciation.

For non-utility property, plant, and equipment, depreciation is calculated by the straight-line method over the estimated useful lives of depreciable assets. Cost and accumulated depreciation for non-utility property, plant, and equipment retired or disposed of are removed from the accounts and any resulting gain or loss is included in earnings.

In addition to third party costs, direct personnel costs and indirect construction overhead costs may be capitalized. Interest incurred during the construction period is also capitalized as a component of the cost of the constructed assets, which represents the cost of debt associated with construction activity. Expenditures for maintenance and repairs are charged to expense.

### *Revenue Recognition—Water Services*

Water services revenues are recorded when service is rendered or water is delivered to customers. However, in addition to the monthly basic service charge, the determination and billing of water sales to individual customers is based on the reading of their meters, which occurs on a systematic basis throughout the month. At the end of each reporting period, amounts of water delivered to customers since the date of the last meter reading are estimated and the corresponding unbilled revenue is recorded as accrued revenue.

Water connection fees are the fees associated with the application process to set up a customer to receive utility service on an existing water meter. These fees are approved by the ACC through the regulatory process and are set based on the costs incurred to establish services including the application process, billing setup, initial meter reading, and service transfer. Because the amounts charged for water connection fees are set by our regulator and not negotiated in conjunction with the pricing of ongoing water service, the connection fees represent the culmination of a separate earnings process and are recognized when the service is provided. For the years ended December 31, 2018, 2017, and 2016, the Company recognized \$344,000, \$307,000, and \$236,000 in connection fees, respectively.

Meter installation fees are the fees charged to developers or builders associated with installing new water meters. Certain fees for meters are regulated by the ACC, and are refundable to the end customer over a period of time. Refundable meter installation fees are recorded as a liability upon receipt. These fees are recognized as revenue when the service is rendered, or when a water meter is installed.

### *Revenue Recognition—Wastewater and Recycled Water Services*

Wastewater service revenues are generally recognized when service is rendered. Wastewater services are billed at a fixed monthly amount per connection, and recycled water services are billed monthly based on volumetric fees.

### *Revenue Recognition—Unregulated Revenues*

Unregulated Revenues represent those revenues that are not subject to the ratemaking process of the ACC. Unregulated revenues are limited to rental revenue and imputed revenues resulting from certain infrastructure coordination and financing agreement arrangements ("ICFAs").

### *Allowance for Doubtful Accounts*

Provisions are made for doubtful accounts due to the inherent uncertainty around the collectability of accounts receivable. The allowance for doubtful accounts is recorded as bad debt expense, and is classified as general and administrative expense. The allowance for doubtful accounts is determined considering the age of the receivable balance, type of customer (e.g., residential or commercial), payment history, as well as specific identification of any known or expected collectability issues (see Note 4 – "Accounts Receivable").

### *Infrastructure coordination and financing fees*

ICFAs are agreements with developers and homebuilders whereby GWRI, which owns the operating utilities, provides services to plan, coordinate, and finance the water and wastewater infrastructure that would otherwise be required to be performed or subcontracted by the developer or homebuilder. Services provided within these agreements include coordination of construction services for water and wastewater treatment facilities as well as financing, arranging, and coordinating the provision of utility services.

ICFA revenue is recognized when the following conditions are met:

- the fee is fixed and determinable;
- the cash received is nonrefundable;
- capacity currently exists to serve the specific lots; and
- there are no additional significant performance obligations.

As these arrangements are with developers and not with the end water or wastewater customer, revenue recognition coincides with the completion of our performance obligations under the agreement with the developer and our ability to provide fitted capacity for water and wastewater service. Payments received under the agreements are recorded as deferred revenue until the point at which all of the conditions described above are met. Historically ICFAs have been accounted for as revenue pursuant to the obligations being met as outlined above, or as contributions in aid of construction ("CIAC") when funds were received. Pursuant to Rate Decision No. 74364, as funding is received 70% of ICFAs are now recorded as a hook-up fee ("HUF") liability until the HUF liability is fully funded, with the remaining amount recorded as revenue once all components of revenue recognition are met (See Note 2 – "Regulatory Decision and Related Accounting and Policy Changes").

### *Cash and Cash Equivalents*

Cash and cash equivalents include all highly liquid investments in debt instruments with an original maturity of three months or less.

### *Restricted Cash*

Restricted cash represents cash deposited as a debt service reserve for certain loans and bonds. The following table summarizes the restricted cash balance as of December 31, 2018 and 2017 (in thousands):

	December 31, 2018	December 31, 2017
HUF funds	\$ 9	\$ 9
Certificate of deposits	432	427
	<u>\$ 441</u>	<u>\$ 436</u>

## *Income Taxes*

The Company utilizes the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company's valuation allowance totaled zero as of December 31, 2018 and 2017, (see Note 12 – "Income Taxes").

We evaluate uncertain tax positions using a two-step approach. Recognition (step one) occurs when we conclude that a tax position, based solely on its technical merits, is more-likely-than-not to be sustained upon examination. Measurement (step two) determines the amount of benefit that more-likely-than-not will be realized upon settlement. Derecognition of a tax position that was previously recognized would occur when we subsequently determine that a tax position no longer meets the more-likely-than-not threshold of being sustained. The use of a valuation allowance as a substitute for derecognition of tax positions is prohibited, and to the extent that uncertain tax positions exist, we provide expanded disclosures.

## *Basic and Diluted Earnings per Common Share*

As of December 31, 2018, the Company had 498,496 options outstanding to acquire an equivalent number of shares of GWRI common stock. As of December 31, 2018, 100,000 options were included in EPS and had 38,928 common share equivalents. The remaining 398,496 options did not have any common share equivalents to be considered for purposes of calculating earnings per share. As of December 31, 2017, the Company had 740,000 options outstanding, 275,000 options were in the money, and had common share equivalents of 39,529, which were included within the calculation of diluted earnings per share, along with \$154,000 of unrecognized stock compensation. The remaining 465,000 options were out of the money in the period, and therefore the Company did not have any common share equivalents to be considered for purposes of calculating earnings per share. As of December 31, 2016, the Company had 368,395 options outstanding, all options were in the money, and had common share equivalents of 19,467, which were not included within the calculation of diluted earnings per share as to do so would be antidilutive in periods of net loss. See Note 13 – "Deferred Compensation Awards".

## *Goodwill*

Goodwill represents the excess purchase price over the fair value of net tangible and identifiable intangible assets acquired through acquisitions. Goodwill is not amortized, it is instead tested for impairment annually, or more often, if circumstances indicate a possible impairment may exist. As required, we evaluate goodwill for impairment annually, and do so as of November 1 of each year, and at an interim date if indications of impairment exist. When testing goodwill for impairment, we may assess qualitative factors, including macroeconomic conditions, industry and market considerations, overall financial performance, and entity specific events to determine whether it is more likely than not that the fair value of an operating and reportable segment is less than its carrying amount. We utilize internally developed discounted future cash flow models, third-party appraisals, or broker valuations to determine the fair value of the reporting unit. Under the discounted cash flow approach, we utilize various assumptions requiring judgment, including projected future cash flows, discount rates, and capitalization rates. Our estimated future cash flows are based on historical data, internal estimates, and external sources. We then compare the estimated fair value to the carrying value. If the carrying value is in excess of the fair value, an impairment charge is recorded to asset impairments within our consolidated statement of operations in the amount by which the reporting unit's carrying value exceeds its fair value, limited to the carrying value of goodwill. Refer to Note 7 — "Goodwill and Intangible Assets" for additional information about goodwill.

## *Intangible Assets*

Intangible assets not subject to amortization consist of certain permits expected to be renewable indefinitely, water rights and certain service areas acquired in transactions which did not meet the definition of business combinations for accounting purposes, and are considered to have indefinite lives. Intangible assets with indefinite lives are not amortized but are tested for impairment annually, or more often if certain circumstances indicate a possible impairment may exist. Amortized intangible assets consist primarily of acquired ICFA contract rights.

Pursuant to Rate Decision No. 71878 issued by the ACC on September 15, 2010 for the February 2009 filed rate cases for Santa Cruz, Palo Verde, Valencia, Greater Buckeye, Greater Tonopah, and Willow Valley (the "2010 Regulatory Rate Decision"), ICFA funds received were accounted for as CIAC. The Company established a regulatory liability against the Company's intangible assets balance to offset the value of the intangible assets related to the expected receipt of ICFA fees in the future. As of January 1, 2014 the Company had a regulatory liability balance of \$11.4 million. However, in 2014, in conjunction with Rate Decision No. 74364, the ACC determined that ICFA funds were no longer to be recorded as CIAC, but rather 70% of funds received should be

recorded as HUF until the HUF liability is fully funded, with the remaining amount to be deferred and recognized according to the Company's ICFA revenue recognition policy (see 'Note 2 – Regulatory Decision and Related Accounting and Policy Changes'). Accordingly, in 2014 30%, or \$3.4 million, of the regulatory liability was reversed in connection with the recognition of the rate decision.

#### *Debt Issuance Costs*

In connection with the issuance of some of our long-term debt, we have incurred legal and other costs that we believe are directly attributable to realizing the proceeds of the debt issued. These costs are netted against long-term debt and amortized as interest expense using the effective interest method over the term of the respective debt. Amortization of debt issuance costs and discounts totaled \$101,000 and \$44,000 for each of the years ended December 31, 2018 and 2017, respectively. Amortization of debt issuance costs and discounts totaled \$2.6 million for the year ended December 31, 2016, of which \$2.2 million was for the write off of debt issuance costs and \$428,000 was for the amortization for the year ended December 31, 2016.

#### *Impairment of Long-Lived Assets*

Management evaluates the carrying value of long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. If an indicator of possible impairment exists, an undiscounted cash flow analysis would be prepared to determine whether there is an actual impairment. Measurement of the impairment loss is based on the fair value of the asset. Generally, fair value will be determined using appraisals or valuation techniques such as the present value of expected future cash flows.

#### *Advances and Contributions in Aid of Construction*

The Company has various agreements with developers and builders, whereby funds, water line extensions, or wastewater line extensions are provided to us by the developers and are considered refundable advances for construction. These advances in aid of construction ("AIAC") are non-interest-bearing and are subject to refund to the developers through annual payments that are computed as a percentage of the total annual gross revenue earned from customers connected to utility services constructed under the agreement over a specified period. Upon the expiration of the agreements' refunding period, the remaining balance of the advance becomes nonrefundable and at that time is considered CIAC. CIAC are amortized as a reduction of depreciation expense over the estimated remaining life of the related utility plant. For rate-making purposes, utility plant funded by advances or contributions in aid of construction are excluded from rate base. AIAC balances of \$0 and \$24,000 were transferred to CIAC for the years ended December 31, 2018 and 2017, respectively.

#### *Fair Value of Financial Instruments*

The carrying values of cash equivalents, trade receivables, and accounts payable approximate fair value due to the short-term maturities of these instruments. See Note 11 – "Debt" for information as to the fair value of our long-term debt. Our refundable AIAC have a carrying value of \$67.7 million and \$62.7 million as of December 31, 2018 and 2017, respectively. Portions of these non-interest-bearing instruments are payable annually through 2032 and amounts not paid by the contract expiration dates become nonrefundable. Their relative fair values cannot be accurately estimated because future refund payments depend on several variables, including new customer connections, customer consumption levels, and future rate increases. However, the fair value of these amounts would be less than their carrying value due to the non-interest-bearing feature.

#### *Asset Retirement Obligations*

Liabilities for asset retirement obligations are typically recorded at fair value in the period in which they are incurred. When the liability is initially recorded, the entity capitalizes a cost by increasing the carrying amount of the related long-lived asset. Over time, the liability is accreted to its present value each period, and the capitalized cost is depreciated over the useful life of the related asset. Upon settlement of the liability, an entity either settles the obligation for its recorded amount or incurs a gain or loss upon settlement. Our legal obligations for retirement reflect principally the retirement of wastewater treatment facilities, which are required to be closed in accordance with the Clean Closure Requirements of the Arizona Department of Environmental Quality (ADEQ). The Clean Closure Requirements of ADEQ for wastewater facilities are driven by a need to protect the environment from inadvertent contamination associated with the decommissioning of these systems. As such, our regulated subsidiaries incur asset retirement obligations. As of December 31, 2018 and 2017, the Company held \$0.4 million in certificates of deposit, or letters of credit to benefit ADEQ for such anticipated closure costs. Water systems, unlike wastewater systems, do not require Aquifer Protection Permits or the associated Clean Closure Requirement obligation.

Amounts recorded for asset retirement obligations are subject to various assumptions and determinations, such as determining whether a legal obligation exists to remove assets; estimating the fair value of the costs of removal; estimating when final removal

will occur; and determining the credit-adjusted, risk-free interest rates to be utilized on discounting future liabilities. Changes that may arise over time with regard to these assumptions will change amounts recorded in the future. Estimating the fair value of the costs of removal were determined based on third-party costs.

### *Segments*

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker (“CODM”) in deciding how to allocate resources and in assessing operating performance. In consideration of ASC 280—*Segment Reporting* the Company notes it is not organized around specific products and services, geographic regions, or regulatory environments. The Company currently operates in one geographic region within the State of Arizona, wherein each operating utility operates within the same regulatory environment.

While the Company reports its revenue, disaggregated by service type, on the face of its Statements of Operations, the Company does not manage the business based on any performance measure at the individual revenue stream level. The Company does not have any customers that contribute more than 10% to the Company’s revenues or revenue streams. Additionally we note that the CODM uses consolidated financial information to evaluate the Company’s performance, which is the same basis on which he communicates the Company’s results and performance to the Board of Directors. It is upon this consolidated basis from which he bases all significant decisions regarding the allocation of the Company’s resources on a consolidated level. Based on the information described above and in accordance with the applicable literature, management has concluded that the Company is currently organized and operated as one operating and reportable segment.

### **Change in Accounting Principle**

The Company historically accounted for stock appreciation rights (“SARs”) as liability compensatory awards under ASC 710, *Compensation – General*, valued using the intrinsic value method, as permitted by ASC 718, *Compensation – Stock Compensation* (“ASC 718”), for nonpublic entities. Upon becoming a public company, as defined in ASC 718, in the second quarter of 2016, the Company was required to change its methodology for valuing the SARs. While the SARs will continue to be remeasured at each quarterly reporting date, the SARs are required to be accounted for prospectively at fair value using a fair value pricing model, such as Black-Scholes. The Company recorded the impact of the change in valuation methods as a cumulative effect of a change in accounting principle, as permitted by ASC 250, *Accounting Changes and Error Corrections*. The effect of the change increased the SAR liability by \$103,000 which was the difference in compensation cost measured using the intrinsic value method and the fair value method. An offsetting change to accumulated deficit in the consolidated balance sheet was recorded with the revaluation, net of \$38,000 in taxes. Any future changes in fair value will be recorded as compensation expense in the consolidated statement of operations.

### **Immaterial Correction of an Error in Previously Issued Financial Statements**

Subsequent to the filing of the Company’s Annual Report on Form 10-K for the year ended December 31, 2016 and the Company’s Quarterly Report on Form 10-Q for the three months ended March 31, 2017, the Company identified prior period misstatements in stock compensation expense that resulted in the overstatement of general and administrative expense in the Company’s consolidated statements of operations. The Company assessed the materiality of these misstatements both quantitatively and qualitatively and determined the correction of these errors to be immaterial to the prior consolidated financial statements taken as a whole. As a result, the Company has corrected the misstatements in the accompanying financial statements. The misstatements had no impact on the net cash flows from operating, investing, or financing activities.

The following tables summarize the impact of the correction to the prior financial statements (in thousands):

	Year Ended December 31, 2016 (as Previously Reported)	Adjustments	Year Ended December 31, 2016 (as Corrected)
General and administrative	10,209	(542)	9,667
Total operating expenses	24,529	(542)	23,987
Operating income	5,270	542	5,812
Income (loss) before income taxes	(4,341)	542	(3,799)
Income tax benefit (expense)	1,489	(202)	1,287
Net income (loss)	(2,852)	340	(2,512)
Basic earnings (loss) per common share	(0.15)	0.02	(0.13)
Diluted earnings (loss) per common share	(0.15)	0.02	(0.13)

	December 31, 2016 (as Previously Reported)	Adjustments	December 31, 2016 (as Corrected)
Deferred income tax liabilities, net	\$ 2,383	\$ 202	\$ 2,585
Total liabilities	223,628	202	223,830
Paid in capital	19,510	(542)	18,968
Accumulated deficit	(4,515)	340	(4,175)
Total shareholders' equity	15,191	(202)	14,989

### Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2014-09, *Revenue from Contracts with Customers (Topic 606)* ("ASU 2014-09"), which completes the joint effort between the FASB and International Accounting Standards Board to converge the recognition of revenue between the two boards. The new standard affects any entity using U.S. GAAP that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets not included within other FASB standards. The guiding principal of the new standard is that an entity should recognize revenue in an amount that reflects the consideration to which an entity expects to be entitled for the delivery of goods and services. ASU 2014-09 may be adopted using either of two acceptable methods: (1) retrospective adoption to each prior period presented with the option to elect certain practical expedients; or (2) adoption with the cumulative effect recognized at the date of initial application and providing certain disclosures. To assess at which time revenue should be recognized, an entity should use the following steps: (1) identify the contract(s) with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when, or as, the entity satisfies a performance obligation. For public business entities, ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within the reporting period. For private companies, ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2018 and interim reporting periods beginning after December 15, 2019. Earlier application is allowed in certain circumstances. Due to qualifying as an emerging growth company, the Company is required to adopt the ASU on January 1, 2019. The Company concluded this update does not have a material effect on the Company's regulated and ICFA revenue. The American Institute of Certified Public Accountant's Power and Utility Entities Revenue Recognition Task Force has stated that nonexchange transactions, such as CIAC, are not within the scope of Topic 606, and, therefore, those transactions or events will continue to be recognized in accordance with other topics. The adoption of ASC 606 had no significant impact on the timing of revenue recognition compared to previously reported results; however, it requires enhanced disclosures regarding the nature, amount, timing, and uncertainty of revenue and the related cash flows arising from contracts with customers.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)* ("ASU 2016-02"). ASU 2016-02 requires lessees to record a right-of-use asset and corresponding lease obligation for lease arrangements with a term of greater than twelve months. ASU 2016-02 requires additional disclosures about leasing arrangements and requires the use of the modified retrospective method, which will require adjustment to all comparative periods presented in the consolidated financial statements. This guidance will be effective for public companies for annual periods, and interim periods within those annual periods, beginning after December 15, 2018. For all other entities, the guidance is effective for annual periods beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. Early adoption is permitted. Due to qualifying as an emerging growth company, the Company is required to adopt the ASU on January 1, 2020. The Company does not expect this update to have a material impact on its consolidated financial statements.



In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments* (“ASU 2016-15”). ASU 2016-15 clarifies and provides specific guidance on eight cash flow classification issues that are not currently addressed by current U.S. GAAP and thereby reduce the current diversity in practice. This guidance is effective for public companies for annual periods beginning after December 15, 2017 and interim periods within those annual periods. For all other entities, the guidance is effective for annual periods beginning after December 15, 2018, and interim periods within annual periods beginning after December 15, 2019. Early adoption is permitted. Due to qualifying as an emerging growth company, the Company is required to adopt the ASU on January 1, 2019. The Company plans to adopt ASU 2016-15 during the first quarter of fiscal year 2019 and has determined that this standard is relevant to its presentation of distributions received from equity method investments. The Company is currently evaluating the impact of this amendment on distributions received from equity method investments and does not expect it to have a material impact on its statement of cash flows.

In October 2016, the FASB issued ASU 2016-16, *Income Taxes (Topic 740) Intra-Entity Transfers of Assets Other Than Inventory* (“ASU 2016-16”). ASU 2016-16 instructs entities to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs (compared to current U.S. GAAP which prohibits the recognition of current and deferred income taxes for an intra-entity asset transfer until the asset has been sold to an outside party). The guidance is effective for public companies for annual periods beginning after December 15, 2017 and interim periods within those annual periods. For all other entities, the guidance is effective for annual periods beginning after December 15, 2018 and interim periods within annual periods beginning after December 15, 2019. Early adoption is permitted. Due to qualifying as an emerging growth company, the Company is required to adopt the ASU on January 1, 2019. The guidance is required to be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. The Company does not transfer assets between entities and is therefore not impacted by this new accounting standard.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force)* (“ASU 2016-18”). ASU 2016-18 requires amounts generally described as restricted cash and restricted cash equivalents to be included with cash and cash equivalents when reconciling the total beginning and ending amounts for the periods shown on the statement of cash flows. The guidance is effective for public companies for annual periods beginning after December 15, 2017, and interim periods within those annual periods. For all other entities, the guidance is effective for annual periods beginning after December 15, 2018 and interim periods within annual periods beginning after December 15, 2019. Early adoption is permitted, including adoption in an interim period. Due to qualifying as an emerging growth company, the Company is required to adopt the ASU on January 1, 2019. The guidance should be applied using a retrospective transition method for each period presented. The Company will include restricted cash with cash and cash equivalents when reconciling the total beginning and ending amounts for the periods shown on the statement of cash flows. The Company plans to adopt ASU 2016-18 during the first quarter of 2019 and apply the standard retrospectively for all periods presented. The Company does not expect it will have a material impact on its consolidated financial statements.

In January 2017, the FASB issued ASU 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business* (“ASU 2017-01”). ASU 2017-01 provides a more robust framework to use in determining when a set of assets and activities is a business. Also, the amendments provide more consistency in applying the guidance, reducing the costs of application, and make the definition of a business more operable. The guidance is effective for public companies for annual periods beginning after December 15, 2017, including interim periods within those periods. For all other entities, the guidance is effective for annual periods beginning after December 15, 2018, and interim periods with annual periods beginning after December 15, 2019. Early adoption is permitted. Due to qualifying as an emerging growth company, the Company is required to adopt the ASU on January 1, 2019. This standard is effective on a prospective basis, and therefore does not affect the accounting treatment for any previous transactions. The Company will evaluate the impacts of adopting ASU 2017-01 based on facts and circumstances prospectively as transactions occur.

In January 2017, the FASB issued ASU 2017-04, *Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment* (“ASU 2017-04”). ASU 2017-04 eliminates Step 2 from the impairment test which requires entities to determine the implied fair value of goodwill to measure if any impairment charge is necessary. Instead, entities will record impairment charges based on the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. For public companies, the provisions of ASU 2017-04 are to be applied on a retrospective basis and are effective for annual and interim goodwill impairment tests in fiscal years beginning after December 15, 2019, with early adoption permitted. For all other entities, the guidance is effective for annual and interim goodwill impairment tests in fiscal years beginning after December 15, 2021. Due to qualifying as an emerging growth company, the Company is required to adopt the ASU on January 1, 2022. The Company is currently assessing the impact that adopting this new accounting standard will have on its consolidated financial statements.

In June 2018, the FASB issued ASU 2018-07, *Compensation - Stock Compensation (Topic 718) Improvements to Nonemployee Share-Based Payment Accounting* (“ASU 2018-07”). ASU 2018-07 simplifies the accounting for share-based payments made to

nonemployees so the accounting for such payments is substantially the same as those made to employees. Share based awards to nonemployees will be measured at fair value on the grant date of the awards, entities will need to assess the probability of satisfying performance conditions if any are present, and awards will continue to be classified according to Accounting Standards Codification 718 upon vesting which eliminates the need to reassess classification upon vesting, consistent with awards granted to employees. This guidance will be effective for public companies for annual periods, and interim periods within those annual periods, beginning after December 15, 2018. For all other entities, the amendments in this ASU are effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. Due to qualifying as an emerging growth company, the Company is required to adopt the ASU on January 1, 2020. Early adoption is permitted. The Company is currently assessing the impact that adopting this new standard will have on its consolidated financial statements.

In July 2018, the FASB issued ASU 2018-09, *Codification Improvements* ("ASU 2018-09"). ASU 2018-09 clarifies, corrects errors in, or makes minor improvements to the accounting standards codification. The effective date of the standard is dependent on the facts and circumstances of each amendment. A majority of the amendments in ASU 2018-09 will be effective for public companies for annual periods beginning after December 15, 2018. For all other entities, the amendments in this ASU are effective for fiscal years beginning after December 15, 2019. Due to qualifying as an emerging growth company, the Company is required to adopt the ASU on January 1, 2020. Early adoption is permitted. The Company is currently assessing the impact that adopting this new standard will have on its consolidated financial statements.

In July 2018, the FASB issued ASU 2018-10, *Codification Improvements to Topic 842* ("ASU 2018-10"). ASU 2018-10 improves various aspects within ASC 842, such as rate implicit in the lease, lessee's reassessment of lease classification, lease term and purchase option, as well as many other aspects of the guidance. The ASU is effective when the entity adopts ASC 842, which will be January 1, 2020 for the Company. The Company is currently assessing the impact that adopting this new standard will have on its consolidated financial statements.

In July 2018, the FASB issued ASU 2018-11, *Leases Topic 842, Targeted Improvements* ("ASU 2018-11"). ASU 2018-11 provides entities the option to elect not to recast the comparative periods presented when transitioning to ASC 842 and lessors may elect not to separate lease and non-lease components when certain conditions are met. The ASU is effective when the entity adopts ASC 842, which will be January 1, 2020 for the Company. The Company is currently assessing the impact that adopting this new standard will have on its consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, *Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement (Topic 820)* ("ASU 2018-13"). ASU 2018-13 changes the fair value disclosure requirements including new, eliminated, and modified disclosure requirements of ASC 820. Specifically, the ASU requires the addition of disclosures for Level 3 fair value measurements with unrealized gains and losses included in other comprehensive income and disclosure of the range of the weighted average used to develop significant unobservable inputs for Level 3 measurements. The ASU is effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. The Company is currently assessing the impact that adopting this new standard will have on its consolidated financial statements.

In August 2018, the FASB issued ASU 2018-15, *Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract (Topic 350)* ("ASU 2018-15"). ASU 2018-15 amends ASC 350 to include in its scope implementation costs of a Cloud Computing Arrangement ("CCA") that is a service contract and clarifies that a customer should apply ASC 350-40 to determine which implementation costs should be capitalized in a CCA that is considered a service contract. This guidance will be effective for public companies for annual periods, and interim periods within those annual periods, beginning after December 15, 2019. For all other entities, the amendments in this ASU are effective for fiscal years beginning after December 15, 2020, and interim periods within fiscal years beginning after December 15, 2021. Due to qualifying as an emerging growth company, the Company is required to adopt the ASU on January 1, 2021. Early adoption is permitted, including adoption in any interim period, for all entities. The Company is currently assessing the impact that adopting this new standard will have on its consolidated financial statements.

## **2. REGULATORY DECISION AND RELATED ACCOUNTING AND POLICY CHANGES**

Our regulated utilities and certain other balances are subject to regulation by the ACC and meet the requirements for regulatory accounting found within ASC Topic 980, *Regulated Operations*.

In accordance with ASC Topic 980, rates charged to utility customers are intended to recover the costs of the provision of service plus a reasonable return in the same period. Changes to the rates are made through formal rate applications with the ACC, which we have done for all of our operating utilities and which are described below.

On July 9, 2012, we filed formal rate applications with the ACC to adjust the revenue requirements for seven utilities representing a collective rate increase of approximately 28% over 2011 revenue levels. In August 2013, the Company entered into a settlement

agreement with ACC Staff, the Residential Utility Consumers Office, the City of Maricopa, and other parties to the rate case. The settlement required approval by the ACC's Commissioners before it could take effect. In February 2014, the rate case proceedings were completed and the ACC issued Rate Decision No. 74364, effectively approving the settlement agreement. The rulings of the decision include, but are not limited to, the following:

- For the Company's utilities, adjusting for the condemnation of the operations and assets of Valencia and sale of Willow Valley Water Co., Inc. ("Willow Valley"), which occurred in 2015 and 2016, respectively, a collective revenue requirement increase of \$3.6 million based on 2011 test year service connections, phased-in over time, with the first increase in January 2015 as follows (in thousands, not updated for the TCJA, refer to Note 1 — "Basis of Presentation, Corporate Transactions, Significant Accounting Policies, and Recent Accounting Pronouncements — Corporate Transactions — ACC Tax Docket" for further details):

	Incremental	Cumulative
2015	\$ 1,083	\$ 1,083
2016	887	1,970
2017	335	2,305
2018	335	2,640
2019	335	2,975
2020	335	3,310
2021	335	3,645

Whereas this phase-in of additional revenues was determined using a 2011 test year, to the extent that the number of active service connections increases from 2011 levels, the additional revenues may be greater than the amounts set forth above. On the other hand, if active connections decrease or we experience declining usage per customer, we may not realize all of the anticipated revenues.

- Full reversal of the imputation of CIAC balances associated with funds previously received under ICFAs, as required in the Company's last rate case. The reversal restored rate base or future rate base and had a significant impact of restoring shareholder equity on the balance sheet.
- The Company has agreed to not enter into any new ICFAs. Existing ICFAs will remain in place, but a portion of future payments to be received under the ICFAs will be considered as hook-up fees, which are accounted for as CIAC once expended on plant.
- A 9.5% return on common equity was adopted.

On September 20, 2018, the ACC issued Rate Decision No. 76901, which set forth the reductions in revenue for our Santa Cruz, Palo Verde, Greater Tonopah, and Northern Scottsdale utilities due to the TCJA. Rate Decision No. 76901 adopted a phase-in approach for the reductions to match the phase-in of our revenue requirements under Rate Decision No. 74364. Refer to Note 1 — "Basis of Presentation, Corporate Transactions, Significant Accounting Policies, and Recent Accounting Pronouncements — Corporate Transactions — ACC Tax Docket" for details regarding Rate Decision No. 76901.

The following provides additional discussion on accounting and policy changes resulting from Rate Decision No. 74364.

**Infrastructure Coordination and Financing Agreements** – ICFAs are agreements with developers and homebuilders whereby GWRI, the indirect parent of the operating utilities, provides services to plan, coordinate, and finance the water and wastewater infrastructure that would otherwise be required to be performed or subcontracted by the developer or homebuilder.

Under the ICFAs, GWRI has a contractual obligation to ensure physical capacity exists through its regulated utilities for water and wastewater to the landowner/developer when needed. This obligation persists regardless of connection growth. Fees for these services are typically a negotiated amount per equivalent dwelling unit for the specified development or portion of land. Payments are generally due in installments, with a portion due upon signing of the agreement, a portion due upon completion of certain milestones, and the final payment due upon final plat approval or sale of the subdivision. The payments are non-refundable. The agreements are generally recorded against the land and must be assumed in the event of a sale or transfer of the land. The regional planning and coordination of the infrastructure in the various service areas has been an important part of GWRI's business model.

Prior to January 1, 2010, GWRI accounted for funds received under ICFAs as revenue once the obligations specified in the ICFA were met. As these arrangements are with developers and not with the end water or wastewater customer, the timing of revenue recognition coincided with the completion of GWRI's performance obligations under the agreement with the developer and with GWRI's ability to provide fitted capacity for water and wastewater service through its regulated subsidiaries.

The 2010 Regulatory Rate Decision No. 71878 established new rates for the recovery of reasonable costs incurred by the utilities and a return on invested capital. In determining the new annual revenue requirement, the ACC imputed a reduction to rate base for all amounts related to ICFA funds collected by the Company that the ACC deemed to be CIAC for rate making purposes. As a result of the decision by the ACC, GWRI changed its accounting policy for the accounting of ICFA funds. Effective January 1, 2010, GWRI recorded ICFA funds received as CIAC. Thereafter, the ICFA-related CIAC was amortized as a reduction of depreciation expense over the estimated depreciable life of the utility plant at the related utilities.

With the issuance of Rate Decision No. 74364, in February 2014, the ACC again changed how ICFA funds would be characterized and accounted for going forward. Most notably, the ACC changed the rate treatment of ICFA funds, and ICFA funds already received would no longer be deemed CIAC for rate making purposes. In conjunction with Rate Decision No. 74364, we eliminated the CIAC liability and reversed the associated regulatory liability brought about by the 2010 ruling. ICFA funds already received or which had become due prior to the date of Rate Decision No. 74364 were accounted for in accordance with the Company's ICFA revenue recognition policy that had been in place prior to the 2010 Regulatory Rate Decision, wherein the funds received are recognized as revenue once the obligations specified in the ICFA were met. Rate Decision No. 74364 prescribes that of the ICFA funds which come due and are paid subsequent to December 31, 2013, 70% of the ICFA funds will be recorded in the associated utility subsidiary as a hook-up fee ("HUF") liability, with the remaining 30% to be recorded as deferred revenue, which the Company accounts for in accordance with the Company's ICFA revenue recognition policy. A HUF tariff, specifying the dollar value of a HUF for each utility, was approved by the ACC as part of Rate Decision No. 74364. The Company is responsible for assuring the full HUF value is paid from ICFA proceeds, and recorded in its full amount, even if it results in recording less than 30% of the ICFA fee as deferred revenue.

The Company will account for the portion allocated to the HUF as a CIAC contribution. However, in accordance with the ACC directives the CIAC is not deducted from rate base until the HUF funds are expended for utility plant. Such funds will be segregated in a separate bank account and used for plant. A HUF liability will be established and will be amortized as a reduction of depreciation expense over the useful life of the related plant once the HUF funds are utilized for the construction of plant. For facilities required under a HUF or ICFA, the utilities must first use the HUF moneys received, after which, it may use debt or equity financing for the remainder of construction. The Company will record 30% of the funds received, up until the HUF liability is fully funded, as deferred revenue, which is to be recognized as revenue once the obligations specified within the ICFA are met, including construction of sufficient operating capacity to serve the customers for which revenue was deferred. As of December 31, 2018 and December 31, 2017, ICFA deferred revenue recorded on the consolidated balance sheet totaled \$17.4 million and \$19.7 million, respectively, which represents deferred revenue recorded for ICFA funds received on contracts that had become due prior to Rate Decision No. 74364. For ICFA contracts coming due after December 31, 2013, as funding is received approximately 30% will be added to this balance with the remaining 70% recorded to a HUF liability, until the HUF liability is fully funded at which time any funding greater than the HUF liability will be recorded as deferred revenue.

*ICFA Revenue Recognition* - The Company will recognize ICFA revenue when the following conditions are met:

- the fee is fixed and determinable;
- the cash received is nonrefundable;
- capacity currently exists to serve the specific lots; and
- there are no additional significant performance obligations.

For the twelve months ended December 31, 2018, the Company recognized \$2.5 million of ICFA revenue, which primarily resulted from additional capacity added to a wastewater plant.

**Intangible assets / Regulatory liability** – The Company previously recorded certain intangible assets related to ICFA contracts obtained in connection with our Santa Cruz, Palo Verde, and Sonoran acquisitions. The intangible assets represented the benefits to be received over time by virtue of having those contracts. Prior to January 1, 2010, the ICFA-related intangibles were amortized when ICFA funds were recognized as revenue. Effective January 1, 2010, in connection with the 2010 Regulatory Rate Decision, these assets became fully offset by a regulatory liability of \$11.2 million since the imputation of ICFA funds as CIAC effectively resulted in the Company not being able to benefit (through rates) from the acquired ICFA contracts.

Effective January 1, 2010, the gross ICFA intangibles began to be amortized when cash was received in proportion to the amount of total cash expected to be received under the underlying agreements. However, such amortization expense was offset by a corresponding reduction of the regulatory liability in the same amount.

As a result of Rate Decision No. 74364, the Company changed its policy around the ICFA related intangible assets. As discussed above, pursuant to Rate Decision No. 74364, approximately 70% of ICFA funds to be received in the future will be recorded as a HUF, until the HUF is fully funded at the Company's applicable utility subsidiary. The remaining approximate 30% of future ICFA funds will be recorded at the parent company level and will be subject to the Company's ICFA revenue recognition accounting policy. As the Company now expects to experience an economic benefit from the approximately 30% portion of future ICFA funds, 30% of the regulatory liability, or \$3.4 million, was reversed in 2014. The remaining 70% of the regulatory liability, or \$7.9 million, will continue to be recorded on the balance sheet.

Subsequent to Rate Decision No. 74364, the intangible assets will continue to amortize when the corresponding ICFA funds are received in proportion to the amount of total cash expected to be received under the underlying agreements. The recognition of amortization expense will be partially offset by a corresponding reduction of the regulatory liability.

### 3. PROPERTY, PLANT AND EQUIPMENT

Property, plant, and equipment at December 31, 2018 and December 31, 2017 consist of the following (in thousands):

	December 31, 2018	December 31, 2017	Average Depreciation Life (in years)
Mains/lines/sewers	\$ 131,768	\$ 117,381	47
Plant	81,471	72,863	25
Equipment	37,392	29,904	10
Meters	13,606	12,693	12
Furniture, fixture and leasehold improvements	371	368	8
Computer and office equipment	639	720	5
Software	241	242	3
Land and land rights	897	861	
Other	589	428	
Construction work-in-process	45,174	53,591	
Total property, plant and equipment	312,148	289,051	
Less accumulated depreciation	(85,093)	(75,592)	
Net property, plant and equipment	\$ 227,055	\$ 213,459	

### 4. ACCOUNTS RECEIVABLE

Accounts receivable as of December 31, 2018 and December 31, 2017 consist of the following (in thousands):

	December 31, 2018	December 31, 2017
Billed receivables	\$ 1,633	\$ 1,691
Less allowance for doubtful accounts	(145)	(163)
Accounts receivable – net	\$ 1,488	\$ 1,528

The following table summarizes the allowance for doubtful accounts activity as of and for the years ended December 31, 2018, December 31, 2017, and December 31, 2016 (in thousands).

	Balance at Beginning of Period	Additions Charged to Expense	Charged to Other Accounts	Write-offs	Balance at End of Period
<b>Allowance for doubtful accounts:</b>					
Year Ended December 31, 2018	\$ (163)	\$ (143)	\$ 5	\$ 156	\$ (145)
Year Ended December 31, 2017	\$ (76)	\$ (125)	\$ —	\$ 38	\$ (163)
Year Ended December 31, 2016	\$ (194)	\$ (52)	\$ —	\$ 170	\$ (76)

## 5. EQUITY METHOD INVESTMENT

On June 5, 2013, the Company sold Global Water Management, LLC (“GWM”), a wholly-owned subsidiary of GWRI, that owned and operated the FATHOM Water Management Holdings, LLP (“FATHOM™”) business. In connection with the sale of GWM, the Company made a \$1.6 million investment in FATHOM™ (the “FATHOM™ investment”). This limited partnership investment is accounted for under the equity method due to the FATHOM™ investment being considered more than minor.

In March 2017, FATHOM™ completed a round of financing, wherein our ownership percentage was reduced from 8.0% to 7.1% on a fully diluted basis. In conjunction with the recapitalization, the Company's equity interest was adjusted in accordance with ASC 323, *Investments-Equity Method and Joint Ventures*, wherein we recorded a \$0.2 million gain for the year ended December 31, 2017. The adjustment to the carrying value of the FATHOM™ investment was calculated using our proportionate share of FATHOM™'s adjusted net equity. The gain was recorded within other income and expense in our consolidated statement of operations in the first quarter of 2017. The carrying value of the FATHOM™ investment consisted of a balance of \$0.1 million as of December 31, 2018 and \$0.3 million as of December 31, 2017, and reflects our initial investment, the adjustments related to subsequent rounds of financing, and our proportionate share of FATHOM™'s cumulative earnings.

We evaluate the FATHOM™ investment for impairment whenever events or changes in circumstances indicate that the carrying value of the FATHOM™ investment may have experienced an “other-than-temporary” decline in value. Since the sale of GWM, the losses incurred on the FATHOM™ investment were greater than anticipated; however, based upon our evaluation of various relevant factors, including the most recent round of financing and the ability of FATHOM™ to achieve and sustain an earnings capacity that would justify the carrying amount of the FATHOM™ investment, we do not believe the FATHOM™ investment to be impaired as of December 31, 2018.

We have evaluated whether the FATHOM™ investment qualifies as a variable interest entity (“VIE”) pursuant to the accounting guidance of ASC 810, *Consolidations*. Considering the potential that the total equity investment in the FATHOM™ investment may not be sufficient to absorb the losses of the FATHOM™ investment, the Company currently views the FATHOM™ investment as a VIE. However, considering the Company's minority interest and limited involvement with the FATHOM™ business, the Company is not required to consolidate FATHOM™. Rather, the Company has accounted for the FATHOM™ investment under the equity method.

## 6. ACQUISITIONS

### *Acquisition of Turner*

On May 30, 2018, the Company acquired all of the equity of Turner, a non-potable irrigation water utility in Mesa, Arizona, for total consideration of \$2.8 million. This acquisition is consistent with the Company's declared strategy of making accretive acquisitions. At the time of acquisition, Turner had 963 residential irrigation connections and approximately seven square miles of service area. The acquisition was accounted for as a business combination under ASC Topic 805, “Business Combinations.” The purchase price was allocated to the acquired utility assets and liabilities assumed based on the seller's book value at acquisition as the historical cost of these assets and liabilities will be the amounts that will continue to be reflected in customer rates.

A preliminary purchase price allocation of the net assets acquired in the transaction is as follows (in thousands):

Net assets acquired:		
Cash	\$	176
Accounts receivable		121
Gross property, plant and equipment		4,495
Construction work-in-progress		92
Accumulated depreciation		(3,554)
Accounts payable		(30)
Accrued expenses		(46)
Total net assets assumed		1,254
Goodwill		1,546
Total purchase price	\$	2,800

The revenue and earnings recognized post acquisition and the pro forma effect of the business acquired are not material to the Company's financial position or results of operations.

## Acquisition of Red Rock Utilities

On October 16, 2018, the Company completed the acquisition of Red Rock, an operator of a water and a wastewater utility with service areas in the Pima and Pinal counties of Arizona, for a purchase price of \$5.9 million. This acquisition is consistent with the Company's declared strategy of making accretive acquisitions. The acquisition added over 1,650 connections and approximately nine square miles of service area.

The acquisition was accounted for as a business combination under ASC Topic 805, "Business Combinations." The purchase price was allocated to the acquired utility assets and liabilities assumed based on the seller's book value at acquisition as the historical cost of these assets and liabilities will be the amounts that will continue to be reflected in customer rates.

A preliminary purchase price allocation of the net assets acquired in the transaction is as follows (in thousands):

Net assets acquired:		
Accounts receivable	\$	111
Gross property, plant and equipment		19,838
Construction work-in-progress		748
Accumulated depreciation		(6,567)
Prepays		12
Intangibles <sup>1</sup>		200
Accounts payable		(26)
Other taxes		(14)
Other accrued liabilities		(45)
Customer and meter deposits		(76)
AIAC		(3,423)
CIAC - Net		(6,000)
Total net assets assumed		4,758
Goodwill		1,093
Total purchase price	\$	5,851

<sup>1</sup> Intangibles consist of franchise contract rights and organization costs. Refer to Note 7 — "Goodwill & Intangible Assets" for additional information regarding the intangibles.

The revenue and earnings recognized post acquisition and the pro forma effect of the business acquired are not material to the Company's financial position or results of operations.

## 7. GOODWILL AND INTANGIBLE ASSETS

### Goodwill

As of December 31, 2018, the goodwill balance of \$2.6 million related to the Turner and Red Rock acquisitions. There were no indicators of impairment identified as a result of the Company's review of events and circumstances related to its goodwill subsequent to the acquisitions. Based on our annual impairment testing performed on November 1st, no impairment was recorded. Refer to Note 6 — "Acquisitions" for additional information regarding the acquisitions.

## Intangible Assets

As of December 31, 2018 and December 31, 2017 intangible assets consisted of the following (in thousands):

	December 31, 2018			December 31, 2017		
	Gross Amount	Accumulated Amortization	Net Amount	Gross Amount	Accumulated Amortization	Net Amount
<b>INDEFINITE LIVED INTANGIBLE ASSETS:</b>						
CP Water Certificate of Convenience & Necessity service area	\$ 1,532	\$ —	\$ 1,532	\$ 1,532	\$ —	\$ 1,532
Intangible trademark	13	—	13	13	—	13
Franchise contract rights	134	—	134	—	—	—
Organization intangible	66	—	66	—	—	—
	<u>1,745</u>	<u>—</u>	<u>1,745</u>	<u>1,545</u>	<u>—</u>	<u>1,545</u>
<b>AMORTIZED INTANGIBLE ASSETS:</b>						
Acquired ICFAs	17,978	(12,154)	5,824	17,978	(12,154)	5,824
Sonoran contract rights	7,406	(2,003)	5,403	7,406	(2,003)	5,403
	<u>25,384</u>	<u>(14,157)</u>	<u>11,227</u>	<u>25,384</u>	<u>(14,157)</u>	<u>11,227</u>
Total intangible assets	<u>\$ 27,129</u>	<u>\$ (14,157)</u>	<u>\$ 12,972</u>	<u>\$ 26,929</u>	<u>\$ (14,157)</u>	<u>\$ 12,772</u>

Acquired ICFAs and contract rights related to our 2005 acquisition of Sonoran Utility Services, LLC assets are amortized when cash is received in proportion to the amount of total cash expected to be received under the underlying agreements. Due to the uncertainty of the timing of when cash will be received under ICFA agreements and contract rights, we cannot reliably estimate when the remaining intangible assets' amortization will be recorded. No amortization was recorded for these balances for the years ended December 31, 2018 and 2017.

Franchise contract rights and organization intangible were acquired as part of the Red Rock acquisition. Franchise contract rights are agreements with Pima and Pinal counties that allow the Company to place infrastructure in public right-of-way and permits expected to be renewable indefinitely. Organization intangible represents fees paid to federal or state governments for the privilege of incorporation and expenditures incident to organizing the corporation and preparing it to conduct business. Refer to Note 6 — "Acquisitions" for additional information regarding the acquisition.

## 8. TRANSACTIONS WITH RELATED PARTIES

The Company provides medical benefits to our employees through our participation in a pooled plan sponsored by an affiliate of a shareholder and director of the Company. Medical claims paid to the plan were approximately \$0.5 million, \$0.3 million, and \$0.5 million for the years ended December 31, 2018, 2017, and 2016, respectively.

As GWM was previously owned by the Company, it has historically provided billing, customer service, and other support services for the Company's regulated utilities pursuant to a services agreement with GWM whereby the Company has agreed to use the FATHOM™ platform for all of its regulated utility services for an initial term of 10 years. The services agreement was amended on November 17, 2016, which extended the term of the contract through December 31, 2026. As part of the amended agreement, the Company reduced the monthly rate per connection from \$7.79 per water account/month to \$6.24 per water account/month. Additionally, the scope of services was expanded to include a meter replacement program of approximately \$11.4 million, wherein the Company replaced a majority of its meter infrastructure. As of December 31, 2018, \$11.1 million has been paid to GWM in connection with the meter exchange program, and \$350,000 remains to be paid to GWM pending completion pursuant to the terms of the services agreement. Amounts collected by GWM from the Company's customers that GWM has not yet remitted to the Company are included within the "Due from affiliates" caption on the Company's consolidated balance sheet. As of December 31, 2018 and December 31, 2017, the unremitted balance totaled \$0.4 million. Based on current service connections, annual fees to be paid to GWM for FATHOM™ services will be approximately \$1.7 million at a rate of \$6.43 per water account/month, which is subject to annual adjustments based on the terms of the agreement. For the years ended December 31, 2018, 2017, and 2016, the Company incurred FATHOM™ service fees of approximately \$1.6 million, \$1.5 million, and \$1.9 million, respectively.



The services agreement is automatically renewable for successive 10-year periods, unless notice of termination is given prior to any renewal period. The services agreement may be terminated by either party for default only and the termination of the services agreement will also result in the termination of the royalty payments (described below) payable to the Company. Pursuant to the purchase agreement for the sale of GWM, the Company is entitled to quarterly royalty payments based on a percentage of certain of GWM's recurring revenues for a 10-year period, up to a maximum of \$15.0 million, of which \$2.0 million has been received over the five year period. The Company made the election to record these quarterly royalty payments prospectively in income as the amounts are earned. Royalties recorded within other income totaled approximately \$0.4 million for each of the years ended December 31, 2018, 2017, and 2016 respectively.

## 9. ACCRUED EXPENSES

Accrued expenses at December 31, 2018 and December 31, 2017 consist of the following (in thousands):

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Deferred compensation	\$ 2,305	\$ 2,171
Property taxes	1,073	989
Meter replacement - related party	350	717
Interest	478	468
Dividend payable	512	464
Asset retirement obligation	555	427
Other accrued liabilities	2,192	2,016
Total accrued expenses	<u>\$ 7,465</u>	<u>\$ 7,252</u>

## 10. FAIR VALUE

### *Fair Value of Financial Instruments*

FASB ASC 820 establishes a fair value hierarchy that distinguishes between assumptions based on market data (observable inputs) and the Company's assumptions (unobservable inputs). The hierarchy consists of three levels, as follows:

- Level 1 - Quoted market prices in active markets for identical assets or liabilities
- Level 2 - Inputs other than Level 1 that are either directly or indirectly observable
- Level 3 - Unobservable inputs developed using the Company's estimates and assumptions, which reflect those that the Company believes market participants would use.

Financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2018 and December 31, 2017 were as follows (in thousands):

Asset/Liability Type:	<u>December 31, 2018</u>				<u>December 31, 2017</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
HUF Funds - restricted cash <sup>(1)</sup>	\$ —	\$ 9	\$ —	\$ 9	\$ —	\$ 9	\$ —	\$ 9
Certificate of Deposit <sup>(2)</sup>	3,000	—	—	3,000	—	—	—	—
Demand Deposit <sup>(2)</sup>	7,043	—	—	7,043	—	—	—	—
Certificate of Deposit - Restricted <sup>(1)</sup>	—	432	—	432	—	427	—	427
Long-term debt <sup>(3)</sup>	—	107,860	—	107,860	—	115,749	—	115,749
Total	<u>\$ 10,043</u>	<u>\$ 108,301</u>	<u>\$ —</u>	<u>\$ 118,344</u>	<u>\$ —</u>	<u>\$ 116,185</u>	<u>\$ —</u>	<u>\$ 116,185</u>

(1) HUF Funds - restricted cash and Certificate of Deposit - Restricted are presented on the Bond service fund and other restricted cash line item of the

Company's consolidated balance sheets. It is valued at amortized cost, which approximates fair value.

(2) Certificate of Deposit and Demand Deposit are presented on the Cash and cash equivalents line item of the Company's consolidated balance sheets. They are valued at amortized cost, which approximates fair value. The Certificate of Deposit has no withdrawal restrictions or penalties.

(3) The fair value of our debt was estimated based on interest rates considered available for instruments of similar terms and remaining maturities. Refer to Note 11 — "Debt" for further details.

## 11. DEBT

The outstanding balances and maturity dates for short-term (including the current portion of long-term debt) and long-term debt as of December 31, 2018 and December 31, 2017 are as follows (in thousands):

	December 31, 2018		December 31, 2017	
	Short-term	Long-term	Short-term	Long-term
<b>BONDS AND NOTES PAYABLE -</b>				
4.38% Series A 2016, maturing June 2028	\$ —	\$ 28,750	\$ —	\$ 28,750
4.58% Series B 2016, maturing June 2036	—	86,250	—	86,250
1.20% WIFA Loan, maturing October 2032	3	39	3	41
4.65% Harquahala Loan, maturing January 2021	5	9	5	15
4.60% WIFA Loan, maturing March 2037	1	12	—	—
	<u>9</u>	<u>115,060</u>	<u>8</u>	<u>115,056</u>
<b>OTHER</b>				
Capital lease obligations	38	96	—	—
Debt issuance costs	—	(649)	—	(693)
<b>Total debt</b>	<u>\$ 47</u>	<u>\$ 114,507</u>	<u>\$ 8</u>	<u>\$ 114,363</u>

### *2016 Senior Secured Notes*

On June 24, 2016, the Company issued two series of senior secured notes with an aggregate total principal balance of \$115.0 million at a blended interest rate of 4.55%. Series A carries a principal balance of \$28.8 million and bears an interest rate of 4.38% over a twelve-year term, with the principal payment due on June 15, 2028. Series B carries a principal balance of \$86.3 million and bears an interest rate of 4.58% over a 20-year term. Series B is interest only for the first five years, with \$1.9 million principal payments paid semiannually thereafter. The proceeds of the senior secured notes were primarily used to refinance the previously outstanding long-term tax exempt bonds, which were subject to an early redemption option at 103%, plus accrued interest, as a result of the U.S. IPO. As part of the refinancing of the long-term debt, the Company paid a prepayment penalty of \$3.2 million and wrote off the remaining \$2.2 million in capitalized loan fees related to the tax exempt bonds, which were recorded as additional interest expense in the second quarter of 2016. The senior secured notes are collateralized by a security interest in the Company's equity interest in its subsidiaries, including all payments representing profits and qualifying distributions. Debt issuance costs as of December 31, 2018 and December 31, 2017 were \$0.6 million and \$0.7 million, respectively.

The senior secured notes require the Company to maintain a debt service coverage ratio of consolidated EBITDA to consolidated debt service of at least 1.10 to 1.00. Consolidated EBITDA is calculated as net income plus depreciation, taxes, interest and other non-cash charges net of non-cash income. Consolidated debt service is calculated as interest expense, principal payments, and dividend or stock repurchases. The senior secured notes also contain a provision limiting the payment of dividends if the Company falls below a debt service ratio of 1.25. However, for the quarter ending June 30, 2021 through the quarter ending March 31, 2024, the ratio drops to 1.20. As of December 31, 2018, the Company was in compliance with its financial debt covenants.

### *Eagletail Loans*

In May 2017, the Company acquired Eagletail. As part of the acquisition, the Company assumed two unsecured loans held by Eagletail. These loans are payable to the Water Infrastructure Finance Authority of Arizona ("WIFA") and Harquahala Valley Community Benefits Foundation ("Harquahala"). The WIFA loan bears an interest rate of 1.20% over a 20-year term, while the Harquahala loan bears an interest rate of 4.65% over a 15-year term.

In 2017, the Company entered into a second loan payable to WIFA ("2017 WIFA"), and no borrowings were made until 2018. The 2017 WIFA loan bears an interest rate of 4.60% over a 20-year term. The original loan amount was approximately \$175,000, of which approximately \$157,000 was forgiven. Refer to the table above for carrying balances as of December 31, 2018.

### ***Revolving Credit Line***

On April 20, 2018, the Company entered into an agreement with MidFirst Bank, a federally chartered savings association, for a two-year revolving line of credit up to \$8.0 million, set to expire on April 30, 2020. The credit facility bears an interest rate of LIBOR plus 2.25%. As of December 31, 2018, the Company had no outstanding borrowings under this credit line. Unamortized debt issuance costs as of December 31, 2018 and December 31, 2017 were \$0.1 million and \$20,000, respectively.

The revolving credit line requires the Company to maintain a debt service coverage ratio of consolidated EBITDA to consolidated debt service of at least 1.10 to 1.00. The revolving credit line also contains a provision limiting the payment of dividends if the Company falls below a debt service ratio of 1.25. As of December 31, 2018, the Company was in compliance with its financial debt covenant.

### ***Tax Exempt Bonds***

We issued tax-exempt bonds through The Industrial Development Authority of the County of Pima in the amount of \$36.5 million on December 28, 2006; \$53.6 million, net of a discount of \$511,000, on November 19, 2007; and \$24.6 million on October 1, 2008. Proceeds from these bonds were used for qualifying costs of constructing and equipping the water and wastewater treatment facilities of our subsidiaries, Palo Verde and Santa Cruz. The tax-exempt bonds were redeemed in June 2016 with proceeds from the 2016 senior secured notes.

At December 31, 2018, the remaining aggregate annual maturities of debt and minimum lease payments under capital lease obligations for the years ended December 31 are as follows (in thousands):

	Debt	Capital Lease Obligations
2019	\$ 9	\$ 46
2020	10	45
2021	1,923	45
2022	3,837	13
2023	3,837	—
Thereafter	105,453	—
Subtotal	<u>115,069</u>	<u>149</u>
Less: amount representing interest	—	(15)
Total	<u>\$ 115,069</u>	<u>\$ 134</u>

## **12. INCOME TAXES**

The Company utilizes the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. As of December 31, 2018 and December 31, 2017, the Company did not have any uncertain tax positions.

On December 22, 2017, President Trump signed into law the TCJA. Substantially all of the provisions of the TCJA are effective for taxable years beginning after December 31, 2017. The TCJA includes significant changes to the Internal Revenue Code of 1986, as amended (the "Code"), including amendments which significantly change the taxation of individuals and business entities, and includes specific provisions related to regulated public utilities. Among its significant provisions, the TCJA (i) reduces the federal corporate income tax rate from 35% to 21%; (ii) eliminates bonus depreciation for regulated utilities, but allows 100% expensing for the cost of qualified property for non-regulated businesses; (iii) eliminates the provisions that treated AIAC and CIAC provided to regulated water utilities as non-taxable; (iv) eliminates the domestic production activities deduction, and (v) limits the amount of net interest that can be deducted; however, this limitation is not applicable to regulated utilities and, therefore is not anticipated to have a material impact to the Company's ability to deduct net interest. Non-regulated segments of the Company's business will be able to take advantage of the full expensing provisions of the TCJA.

Changes in the Code from the TCJA had a material impact on our financial statements in 2017. Under GAAP, specifically Accounting Standards Codification (“ASC”) Topic 740, Income Taxes, the tax effects of changes in tax laws must be recognized in the period in which the law is enacted. ASC 740 also requires deferred income tax assets and liabilities to be measured at the enacted tax rate expected to apply when temporary differences are to be realized or settled. Thus, at the date of enactment, the Company’s deferred income taxes were re-measured based upon the new tax rate. For the Company’s regulated entities, substantially all of the change in deferred income taxes is recorded as an offset to either a regulatory asset or liability because the impact of changes in the rates are expected to be recovered from or refunded to customers. For deferred taxes related to the Company’s unregulated operations, the change in deferred income taxes is recorded as a non-cash re-measurement adjustment to earnings. The re-measurement of deferred income taxes at the new federal tax rate decreased income tax expense by \$2.3 million for the year ended December 31, 2017. Additionally, the Company recorded a net regulatory asset of \$1.3 million.

Following the enactment of the TCJA, the staff of the U.S. Securities and Exchange Commission (the “SEC”) issued Staff Accounting Bulletin 118 — "Income Tax Accounting Implications of the Tax Cuts and Jobs Act" (SAB 118) which provides for a measurement period of up to one year from the enactment date to complete accounting under GAAP for the tax effects of the legislation. During 2018 the Company finalized the measurement and accounting of enactment date effects of the TCJA on deferred income tax assets and liabilities and related regulatory assets and liabilities which have been reflected in these financial statements, resulting in no change to the provisional estimates recorded in 2017.

The income tax benefit from continuing operations for the years ended December 31, 2018, December 31, 2017, and December 31, 2016 is comprised of the following (in thousands):

	2018		
	Federal	State	Total
Current income tax expense	\$ 487	\$ —	\$ 487
Deferred income tax expense (benefit)	1,094	201	1,295
Income tax expense (benefit)	<u>\$ 1,581</u>	<u>\$ 201</u>	<u>\$ 1,782</u>
	2017		
	Federal	State	Total
Current income tax expense	\$ 138	\$ —	\$ 138
Deferred income tax benefit	(993)	254	\$ (739)
Income tax benefit	<u>\$ (855)</u>	<u>\$ 254</u>	<u>\$ (601)</u>
	2016		
	Federal	State	Total
Current income tax expense	\$ 121	\$ —	\$ 121
Deferred income tax expense	(1,285)	(123)	(1,408)
Income tax expense	<u>\$ (1,164)</u>	<u>\$ (123)</u>	<u>\$ (1,287)</u>

The income tax benefit for the years ended December 31, 2018, 2017, and 2016 differs from the amount that would be computed using the federal statutory income tax rate due to the following (in thousands):

	For the Years Ended December 31,		
	2018	2017	2016
Computed federal tax expense (benefit) at statutory rate	\$ 1,026	\$ 1,343	\$ (1,291)
State income taxes - net of federal tax benefit	190	126	(123)
Regulatory liability TCJA phase-in	326	—	—
Federal tax rate change	—	(2,296)	—
Tax Regulatory Asset Amortization	44	—	—
IRC Section 453A interest	161	113	121
Equity compensation	33	83	—
Other differences	2	30	6
Income tax expense	<u>\$ 1,782</u>	<u>\$ (601)</u>	<u>\$ (1,287)</u>

ASC Topic 740, *Income Taxes*, prescribes the method to determine whether a deferred tax asset is realizable and significant weight is given to evidence that it can be objectively verified. As of December 31, 2018 and 2017, the Company recorded no valuation allowance.

The following table summarizes the Company's temporary differences between book and tax accounting that give rise to the deferred tax assets and deferred tax liabilities, as of December 31, 2018 and 2017 (in thousands):

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
<b>DEFERRED TAX ASSETS:</b>		
Taxable meter deposits	\$ 23	\$ 33
Net operating loss carry forwards	2,343	2,087
Balterra intangible asset acquisition	224	224
Deferred gain on Sale of GWM	1,086	1,132
Deferred gain on ICFA funds received	4,317	4,911
Equity investment loss	407	341
Property, plant and equipment	—	—
AIAC	332	—
Other	958	1,040
Total deferred tax assets	<u>9,690</u>	<u>9,768</u>
Valuation allowance	—	—
Net deferred tax asset	<u>9,690</u>	<u>9,768</u>
<b>DEFERRED TAX LIABILITIES:</b>		
Regulatory liability	(301)	(315)
CP Water intangible asset acquisition	(381)	(381)
ICFA intangible asset	(818)	(577)
Property, plant and equipment	(9,773)	(4,392)
Gain on condemnation of Valencia	(2,145)	(7,217)
Other Liabilities	(623)	—
Total deferred tax liabilities	<u>(14,041)</u>	<u>(12,882)</u>
Net deferred tax liability	<u>\$ (4,351)</u>	<u>\$ (3,114)</u>

As of December 31, 2018, we have approximately \$10.4 million in federal net operating loss ("NOL") carry forwards and \$4.0 million in state NOLs available to offset future taxable income, with federal and state NOLs expiring in 2031-2036 and 2032-2036, respectively.

The effective tax rates used for the years ended December 31, 2018, 2017, and 2016 were 34.6%, (15.2%), and 33.9%, respectively. The effective tax rate for the year ended December 31, 2018 was greater than the federal statutory rate of 21% primarily due to the impact of the regulatory liability recorded as a result of Rate Decision No. 76901, state income tax and IRC Section 453A interest.

### **13. DEFERRED COMPENSATION AWARDS**

#### **Stock-based compensation**

Stock-based compensation related to option awards is measured based on the fair value of the award. The fair value of stock option awards is determined using a Black-Scholes option-pricing model. We recognize compensation expense associated with the options over the vesting period.

### 2016 stock option grant

In May 2016, GWRI's Board of Directors granted stock options to acquire 325,000 shares of GWRI's common stock to the members of the board. The options were granted with an exercise price of \$7.50, the market price of the Company's common shares on the NASDAQ Global Market at the close of business on May 20, 2016. The options vested over a two-year period, with 50% having vested in May 2017 and 50% having vested in May 2018. The options have a three-year life. The Company expensed the \$0.3 million fair value of the stock option grant ratably over the two-year vesting period in accordance with ASC 323. Stock-based compensation expense of \$0.1 million, \$0.2 million, and \$0.1 million was recorded for the years ended December 31, 2018, 2017, and 2016, respectively. As of December 31, 2018, 225,000 options have been exercised with 100,000 outstanding. Of the 225,000 options exercised, 75,000 shares were exercised utilizing a cashless exercise, which resulted in an increase in shares outstanding of 15,826 as well as 59,174 shares recorded to treasury stock.

### 2017 stock option grant

In August 2017, GWRI's Board of Directors granted stock options to acquire 465,000 shares of GWRI's common stock to employees throughout the Company. The options were granted with an exercise price of \$9.40, the market price of the Company's common shares on the NASDAQ Global Market at the close of business on August 10, 2017. The options vest over a four-year period, with 25% having vested in August 2018, 25% vesting in August 2019, 25% vesting in August 2020, and 25% vesting in August 2021. The options have a 10-year life. The Company will expense the \$1.1 million fair value of the stock option grant ratably over the four-year vesting period in accordance with ASC 323. Stock-based compensation expense of \$0.3 million and \$0.1 million was recorded for the years ended December 31, 2018 and December 31, 2017, respectively. No stock-based compensation expense was recorded for the year ended December 31, 2016. As of December 31, 2018, 4,204 options have been exercised and 62,300 options have been forfeited with 398,496 outstanding.

A summary of stock option activity is as follows (*in thousands, except option prices and years*):

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
<b>Options Outstanding at December 31, 2015</b>	—	\$ —		
Granted	325	7.50		
Exercised	—			
Forfeited	—			
Cancelled	—			
<b>Options Outstanding at December 31, 2016</b>	<b>325</b>	<b>\$ 7.50</b>		
Granted	465	9.40		
Exercised	(50)	7.50		
Forfeited	—			
Cancelled	—			
<b>Options Outstanding at December 31, 2017</b>	<b>740</b>	<b>\$ 8.69</b>		
Granted	—			
Exercised	(179)	\$ 7.54		
Forfeited	(62)	\$ 9.40		
Cancelled	—			
<b>Options Outstanding at December 31, 2018</b>	<b>498</b>	<b>\$ 9.02</b>	<b>7.0</b>	<b>\$ 558.9</b>
<b>Options Vested at December 31, 2018</b>	<b>196</b>	<b>\$ 8.43</b>	<b>4.4</b>	<b>\$ 335.4</b>

### Phantom stock compensation

On December 30, 2010, we adopted a phantom stock unit plan authorizing the directors of the Company to issue phantom stock units ("PSUs") to our employees. Following the consummation of the Reorganization Transaction, the awarded PSUs have been amended such that the outstanding units track the value of GWRI's share price. The vesting of the awards has not changed. The PSUs give rise to a right of the holder to receive a cash payment the value of which, on a particular date, is the preceding five-day weighted average price of the equivalent number of shares of GWRI at that date. The issuance of PSUs as a core component

of employee compensation was intended to strengthen the alignment of interests between the employees of the Company and the shareholders of GWRI by linking their holdings and a portion of their compensation to the future value of the common shares of GWRI.

PSUs are accounted for as liability compensatory awards under ASC 710, *Compensation – General*, rather than as equity awards. PSU awards are remeasured each period and a liability is recorded equal to GRWI’s closing share price as of the balance sheet date multiplied by the number of units vested and outstanding. The value of the benefits is recorded as an expense in the Company’s financial statements over the related vesting period. Vesting occurs ratably over 12 consecutive quarters beginning in the period granted. The following table details total awards granted and the number of units outstanding as of December 31, 2018 along with the amounts paid to holders of the PSUs for the years ended December 31, 2018, 2017, and 2016 (in thousands, except unit amounts):

Grant Date	Units Granted	Units Outstanding	Amounts Paid For the Year Ended December 31,		
			2018	2017	2016
Q1 2013	76,492	—	—	—	29
Q1 2014	8,775	—	—	3	10
Q1 2015	28,828	—	22	90	65
Q1 2016	34,830	2,903	112	108	63
Q1 2017	22,712	9,463	73	53	—
Q1 2018	30,907	23,180	76	—	—
<b>Total</b>	<b>202,544</b>	<b>35,546</b>	<b>\$ 283</b>	<b>\$ 254</b>	<b>\$ 167</b>

### Stock appreciation rights compensation

Beginning January 2012, in an effort to reward employees for their performance, the Company adopted a stock appreciation rights plan authorizing the directors of the Company to issue stock appreciation rights (“SARs”) to our employees. Following the consummation of the Reorganization Transaction, the value of the SARs issued under the plan track the performance of GWRI’s shares. Each holder has the right to receive a cash payment amounting to the difference between the exercise price and the closing price of GWRI’s common shares on the exercise date, provided that the closing price is in excess of the exercise price. Holders of SARs may exercise their awards once vested. Individuals who voluntarily or involuntarily leave the Company forfeit their rights under the awards.

The following table details the recipients of the SARs awards, the grant date, units granted, exercise price, outstanding units as of December 31, 2018 and amounts paid during the years ended December 31, 2018, 2017, and 2016 (in thousands, except unit and per unit amounts):

Recipients	Grant Date	Units Granted	Exercise Price	Units Outstanding	Amounts Paid For the Year Ended December 31,		
					2018	2017	2016
Key Executive <sup>(1)(3)</sup>	Q3 2013	100,000	\$ 1.59	—	\$ 166	\$ 366	\$ 151
Key Executive <sup>(1)(4)</sup>	Q4 2013	100,000	\$ 2.69	—	183	312	137
Members of Management <sup>(1)(5)</sup>	Q1 2015	299,000	\$ 4.26	178,000	—	—	112
Key Executives <sup>(2)(6)</sup>	Q2 2015	300,000	\$ 5.13	210,000	447	—	—
Members of Management <sup>(1)(7)</sup>	Q3 2017	103,000	\$ 9.40	103,000	—	—	—
Members of Management <sup>(1)(8)</sup>	Q1 2018	33,000	\$ 8.99	33,000	—	—	—
<b>Total</b>		<b>935,000</b>		<b>524,000</b>	<b>\$ 796</b>	<b>\$ 678</b>	<b>\$ 400</b>

(1) The SARs vest ratably over sixteen quarters from the grant date.

(2) The SARs vest over sixteen quarters, vesting 20% per year for the first three years, with the remainder, 40%, vesting in year four.

(3) The exercise price was determined by taking the weighted average GWRC share price of the five days prior to the grant date of July 1, 2013.

(4) The exercise price was determined by taking the weighted average GWRC share price of the 30 days prior to the grant date of November 14, 2013.

(5) The exercise price was determined to be the fair market value of one share of GWRC stock on the grant date of February 11, 2015.

(6) The exercise price was determined to be the fair market value of one share of GWRC stock on the grant date of May 8, 2015.

(7) The exercise price was determined to be the fair market value of one share of GWRI stock on the grant date of August 10, 2017.

(8) The exercise price was determined to be the fair market value of one share of GWRI stock on the grant date of March 12, 2018.

As a result of the merger of GWRC into the Company and the U.S. IPO, the exercise prices for the preceding awards granted prior to the merger were translated to U.S. dollars using the prevailing noon-day Bank of Canada foreign exchange rate of US\$0.7969 per CAD\$1.00 as measured on May 2, 2016, the day prior to the closing of the merger. The vesting of the awards has not changed. Subsequent to the merger, each SAR provides the holder the right to receive a cash payment amounting to the difference between the per share exercise price and the closing price of GWRI's common shares on the exercise date, provided that the closing price is in excess of exercise price per share.

For the years ended December 31, 2018, 2017, and 2016, the Company recorded approximately \$1.2 million, \$1.1 million, and \$1.8 million of compensation expense related to the PSUs and SARs, respectively. Based on GWRI's closing share price on December 31, 2018 (the last trading date of the quarter), deferred compensation expense to be recognized over future periods is estimated for the years ending December 31 as follows (in thousands):

	PSUs	SARs
2019	181	261
2020	104	96
2021		96
2022	—	13
Total	\$ 285	\$ 466

#### 14. SUPPLEMENTAL CASH FLOW INFORMATION

The following is supplemental cash flow information for the years ended December 31, 2018, 2017, and 2016 (in thousands):

	For the Year Ended December 31,		
	2018	2017	2016
Supplemental cash flow information:			
Cash paid for interest	\$ 5,221	\$ 5,224	\$ 5,969
Cash paid for GWRC tax liability	\$ —	\$ 125	\$ —
Cash paid for bond prepayment fee	\$ —	\$ —	\$ 3,201
Cash paid for taxes	\$ 129	\$ 120	\$ 184
Non-cash financing and investing activities:			
Capital expenditures included in accounts payable and accrued liabilities	\$ 834	\$ 1,090	\$ 2,909
Contributions in aid of construction - loan forgiveness	\$ 127	\$ —	\$ —
Capital lease additions	\$ 161	\$ —	\$ —
Equity method investment gain on recapitalization of FATHOM™	\$ —	\$ 243	\$ —
Deferred compensation change in accounting principle	\$ —	\$ —	\$ 103
Reclassification of deferred IPO costs to equity	\$ —	\$ —	\$ 97

#### 15. COMMITMENTS AND CONTINGENCIES

##### Commitments

Prior to the sale of GWM, we leased certain office space in Arizona under operating leases with terms that expired in February 2016. The operating lease agreements were between GWM and the landlord. Accordingly, effective June 2013 through February 2016, the Company was not a party under the lease agreements. GWRI subleased a portion of the office space covered under the GWM lease agreements. In February 2016, the Company entered into a three-year lease agreement with the landlord to occupy the same space previously subleased under GWM's lease agreements, inclusive of necessary facility upgrades. Beginning in March 2016, the Company began recording approximately \$8,000 in monthly rent expense related to the new agreement. In September 2018, the lease agreement was amended to include the rental of additional office space for the period of September 1, 2018 through February 28, 2019. As such, the Company's monthly rent expense increased to approximately \$15,000 beginning in September 2018. Rent expense arising from the operating leases totaled approximately \$0.1 million for the years ended December 31, 2018, 2017, and 2016, respectively.

##### Contingencies



From time to time, in the ordinary course of business, the Company may be subject to pending or threatened lawsuits in which claims for monetary damages are asserted. Management is not aware of any legal proceeding of which the ultimate resolution could materially affect our financial position, results of operations, or cash flows.

#### 16. SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

	Quarter			
	First	Second	Third	Fourth
<b>Year Ended December 31, 2018</b>				
Revenues	\$ 7,425	\$ 10,838	\$ 8,999	\$ 8,253
Operating income	\$ 1,364	\$ 4,104	\$ 2,056	\$ 1,745
Net income	\$ 320	\$ 2,256	\$ 633	\$ (106)
Basic earnings per common share	\$ 0.02	\$ 0.11	\$ 0.03	\$ —
Diluted earnings per common share	\$ 0.02	\$ 0.11	\$ 0.03	\$ —
	Quarter			
	First	Second	Third	Fourth
<b>Year Ended December 31, 2017</b>				
Revenues	\$ 6,791	\$ 8,145	\$ 8,472	\$ 7,800
Operating income	\$ 1,101	\$ 1,712	\$ 2,810	\$ 1,721
Net income	\$ 189	\$ 425	\$ 1,203	\$ 2,734
Basic earnings per common share	\$ 0.01	\$ 0.02	\$ 0.06	\$ 0.14
Diluted earnings per common share	\$ 0.01	\$ 0.02	\$ 0.06	\$ 0.14

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

*Evaluation of Disclosure Controls and Procedures*

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, reviewed and evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Form 10-K. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2018, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

*Management's Report on Internal Control over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined under Rule 13a-15(f) and 15d-15(f) under the Exchange Act . Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under this framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2018.

In addition, we are an emerging growth company, as defined under the Jumpstart Our Business Startups Act (the "JOBS Act"), our registered public accounting firm will not be required to attest to, or report on, management's assessment regarding internal control over financial reporting for as long as the Company is deemed to be an emerging growth company.

*Changes in Internal Control over Financial Reporting*

There was no change in our internal control over financial reporting during the fiscal quarter ended December 31, 2018 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

None.

### PART III

#### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS OF THE REGISTRANT, AND CORPORATE GOVERNANCE**

The information required by Item 10 is included under the following captions in our definitive proxy statement relating to our 2019 annual meeting of stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2018 (the "Proxy Statement") and is incorporated herein by reference: "Proposal One: Election of Directors", "Executive Officers", "Other Matters—Section 16(a) Beneficial Ownership Reporting Compliance", "Other Matters—Code of Conduct and Ethics", and "Corporate Governance—Board and Committee Information".

#### **ITEM 11. EXECUTIVE COMPENSATION**

We are an emerging growth company, as defined under the Jumpstart Our Business Startups Act (the "JOBS Act"), and are therefore not required to provide certain disclosures regarding executive compensation required of larger public companies or hold a nonbinding advisory vote on executive compensation.

The information required by Item 11 is included under the following captions in our definitive proxy statement relating to our 2019 annual meeting of stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2018 and is incorporated herein by reference: "Corporate Governance—Compensation of Directors", "Executive Compensation", "Compensation Committee Interlocks and Insider Participation", and "Report of the Compensation Committee".

#### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by Item 12 is included under the following captions in our definitive proxy statement relating to our 2019 annual meeting of stockholders to be filed with the Securities and Exchange Commission within 120 days after the end of our fiscal year ended December 31, 2018 and is incorporated herein by reference: "Security Ownership of Certain Beneficial Owners and Management" and "Equity Plan Information".

#### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by Item 13 is included under the following captions in our definitive proxy statement relating to our 2019 annual meeting of stockholders to be filed with the Securities and Exchange Commission within 120 days after the end of our fiscal year ended December 31, 2018 and is incorporated herein by reference: "Corporate Governance—Independence of Directors" and "Certain Relationships and Related Party Transactions."

#### **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by Item 14 is included under the following caption in our definitive proxy statement relating to our 2019 annual meeting of stockholders to be filed with the Securities and Exchange Commission within 120 days after the end of our fiscal year ended December 31, 2018 and is incorporated herein by reference: "Audit Matters—Independent Auditor's Fees."

### PART IV

#### **ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) Financial Statements and Financial Statement Schedules.

Our consolidated financial statements are included in Part II, Item 8 of this Form 10-K. All other schedules for which provision is made in the applicable accounting regulations of the SEC are included in the consolidated financial statements, including the notes thereto, or are inapplicable, and therefore have been omitted.

(b) Exhibit

See Exhibit Index.

**ITEM 16. FORM 10-K SUMMARY**

None.

## EXHIBIT INDEX

Exhibit Number	Description of Exhibit	Method of Filing
2.1.1	<u>Arrangement Agreement</u>	Incorporated by reference to Exhibit 2.1 of the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on January 19, 2016
2.1.2	<u>Plan of Arrangement</u>	Incorporated by reference to Exhibit 2.1.2 of Amendment No. 2 to the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on April 13, 2016
3.1	<u>Second Amended and Restated Certificate of Incorporation of Global Water Resources, Inc.</u>	Incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on May 4, 2016
3.2	<u>Amended and Restated Bylaws of Global Water Resources, Inc.</u>	Incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed with the SEC on May 4, 2016
4.1	<u>Form of Common Stock Certificate</u>	Incorporated by reference to Exhibit 4.1 of Amendment No. 4 to the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on April 26, 2016
4.2	<u>Form of 4.38% Senior Secured Notes, Series A due on June 15, 2028</u>	Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on June 28, 2016
4.3	<u>Form of 4.58% Senior Secured Notes, Series B due on December 15, 2036</u>	Incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed with the SEC on June 28, 2016
10.1	<u>Settlement Agreement for Stipulated Condemnation with the City of Buckeye, Arizona, dated March 19, 2015</u>	Incorporated by reference to Exhibit 10.1 of the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on January 19, 2016
10.2	<u>License Agreement with City of Maricopa, Arizona, dated November 9, 2006</u>	Incorporated by reference to Exhibit 10.2 of the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on January 19, 2016
10.3	<u>Employment Agreement with Ron Fleming, dated December 18, 2017*</u>	Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the SEC on December 22, 2017
10.4	<u>Employment Agreement with Michael J. Liebman, dated December 18, 2017*</u>	Incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed with the SEC on December 22, 2017
10.5	<u>Infrastructure Coordination Agreement with Pecan Valley Investments, LLC, dated January 28, 2004</u>	Incorporated by reference to Exhibit 10.5 of the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on January 19, 2016
10.6	<u>Infrastructure Coordination Agreement with JNAN, LLC, dated July 1, 2004</u>	Incorporated by reference to Exhibit 10.6 of the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on January 19, 2016
10.7	<u>Infrastructure Coordination and Finance Agreement with Dana B. Byron and Jamie Maccallum, dated July 21, 2006</u>	Incorporated by reference to Exhibit 10.7 of the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on January 19, 2016
10.8	<u>Infrastructure Coordination and Finance Agreement with The Orchard at Picacho, LLC, dated January 8, 2008</u>	Incorporated by reference to Exhibit 10.8 of the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on January 19, 2016
10.9	<u>Infrastructure Coordination, Finance and Option Agreement with Sierra Negra Ranch, LLC, dated July 10, 2006</u>	Incorporated by reference to Exhibit 10.9 of the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on January 19, 2016
10.10	<u>Infrastructure Coordination and Finance Agreement, dated December 20, 2007</u>	Incorporated by reference to Exhibit 10.10 of the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on January 19, 2016
10.11.1	<u>GWR Global Water Resources Corp. Stock Option Plan*</u>	Incorporated by reference to Exhibit 10.17.1 of the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on January 19, 2016
10.11.2	<u>First Amendment to GWR Global Water Resources Corp. Stock Option Plan, dated September 12, 2012*</u>	Incorporated by reference to Exhibit 10.17.2 of the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on January 19, 2016

Exhibit Number	Description of Exhibit	Method of Filing
10.11.3	<u>Second Amendment to GWR Global Water Resources Corp. Stock Option Plan*</u>	Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on May 4, 2016
10.11.4	<u>Third Amended to Global Water Resources, Inc. Stock Option Plan*</u>	Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the SEC on March 13, 2018
10.12.1	<u>Global Water Resources, Inc. First Amended and Restated Stock Appreciation Rights Plan, dated March 23, 2015*</u>	Incorporated by reference to Exhibit 10.18 of the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on January 19, 2016
10.12.2	<u>Amendment to Global Water Resources, Inc. First Amended and Restated Stock Appreciation Rights Plan*</u>	Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the SEC on May 4, 2016
10.13.1	<u>Global Water Resources, Inc. Deferred Phantom Stock Unit Plan, dated January 1, 2011*</u>	Incorporated by reference to Exhibit 10.19 of the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on January 19, 2016
10.13.2	<u>Amendment to Global Water Resources, Inc. Deferred Phantom Stock Unit Plan*</u>	Incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed with the SEC on May 4, 2016
10.13.3	<u>Second Amendment to Global Water Resources, Inc. Deferred Phantom Stock Unit Plan*</u>	Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on August 8, 2017
10.13.4	<u>Third Amendment to Global Water Resources, Inc. Deferred Phantom Stock Unit Plan*</u>	Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on December 6, 2017
10.13.5	<u>Fourth Amendment to Global Water Resources, Inc. Deferred Phantom Stock Unit Plan*</u>	Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on March 13, 2018
10.14.1	<u>Global Water Resources, Inc. Phantom Stock Unit Plan, dated May 1, 2015*</u>	Incorporated by reference to Exhibit 10.20 of the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on January 19, 2016
10.14.2	<u>Amendment to Global Water Resources, Inc. Phantom Stock Unit Plan*</u>	Incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K filed with the SEC on May 4, 2016
10.15.1	<u>GWR Global Water Resources Corp. Deferred Phantom Stock Unit Plan, dated January 1, 2011*</u>	Incorporated by reference to Exhibit 10.21 of the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on January 19, 2016
10.15.2	<u>Amendment to GWR Global Water Resources Corp. Deferred Phantom Stock Unit Plan*</u>	Incorporated by reference to Exhibit 10.5 of the Company's Current Report on Form 8-K filed with the SEC on May 4, 2016
10.16	<u>Securities Purchase Agreement, dated June 5, 2013</u>	Incorporated by reference to Exhibit 10.22 of Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on March 17, 2016
10.17.1	<u>Service Agreement, dated June 5, 2013</u>	Incorporated by reference to Exhibit 10.23 of Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on March 17, 2016
10.17.2	<u>First Amendment to Service Agreement, dated November 17, 2016, by and among the certain wholly-owned subsidiaries of Global Water Resources, Inc. and Global Water Management, LLC</u>	Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on November 18, 2016
10.18.1	<u>Note Purchase Agreement, dated as of May 20, 2016, by and among Global Water Resources, Inc. and certain Initial Purchasers</u>	Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on May 26, 2016
10.18.2	<u>Amendment No. 1 to Note Purchase Agreement, dated December 19, 2017, by and among Global Water Resources, Inc. and the noteholders party thereto</u>	Incorporated by reference to Exhibit 10.1 of the Company's Current Report Form 8-K filed with the SEC on December 22, 2017
10.18.3	<u>Amendment No. 2 to Note Purchase Agreement dated May 20, 2016 and Amendment No. 1 to Security Agreements dated as of June 24, 2016, dated April 18, 2018, by and among Global Water Resources, Inc., Global Water, LLC, West Maricopa Combine, LLC, U.S. Bank, National Association, as collateral agent, and the noteholders party thereto</u>	Incorporated by reference to Exhibit 10.7 of the Company's Current Report on Form 8-K filed with the SEC on April 25, 2018
10.19	<u>Guaranty Agreement, dated as of June 24, 2016, by Global Water, LLC</u>	Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on June 28, 2016
10.20	<u>Guaranty Agreement, dated as of June 24, 2016, by West Maricopa Combine, Inc.</u>	Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the SEC on June 28, 2016
10.21	<u>Pledge and Security Agreement, dated as of June 24, 2016, by and between Global Water Resources, Inc. and U.S. Bank National Association, as collateral agent</u>	Incorporated by reference to the Exhibit 10.4 to Company's Current Report on Form 8-K filed with the SEC on June 28, 2016

Exhibit Number	Description of Exhibit	Method of Filing
10.22	<u>Pledge and Security Agreement, dated as of June 24, 2016, by and between Global Water, LLC and U.S. Bank National Association, as collateral agent</u>	Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed with the SEC on June 28, 2016
10.23	<u>Pledge and Security Agreement, dated as of June 24, 2016, by and between West Maricopa Combine, Inc. and U.S. Bank National Association, as collateral agent</u>	Incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed with the SEC on June 28, 2016
10.24	<u>Standstill Agreement, dated December 21, 2017, by and among Global Water Resources, Inc., Levine Investments Limited Partnerships, William S. Levine, and Andrew M. Cohn</u>	Incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K filed with the SEC on December 22, 2017
10.25	<u>Full Waiver and Release of all Claims, dated as of February 20, 2018, by and between Global Water Resources, Inc. and Jeffrey Risenmay*</u>	Incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q filed with the SEC on May 10, 2018
10.26	<u>Independent Contractor Agreement, dated as of February 20, 2018, by and between Global Water Resources, Inc. and Jeffrey Risenmay*</u>	Incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q filed with the SEC on May 10, 2018 on March 13, 2018
10.27	<u>Loan Agreement, dated April 20, 2018, by and between Global Water Resources, Inc. and MidFirst Bank</u>	Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on April 25, 2018.
10.28	<u>Guaranty Agreement, dated as of April 20, 2018, by Global Water, LLC</u>	Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on April 25, 2018.
10.29	<u>Guaranty Agreement, dated as of April 20, 2018, by West Maricopa Combine, LLC</u>	Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the SEC on April 25, 2018.
10.30	<u>Pledge and Security Agreement, dated as of April 20, 2018, by and between Global Water Resources, Inc. and U.S. Bank National Association, as collateral agent</u>	Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed with the SEC on April 25, 2018.
10.31	<u>Pledge and Security Agreement, dated as of April 20, 2018, by and between Global Water, LLC and U.S. Bank National Association, as collateral agent</u>	Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed with the SEC on April 25, 2018.
10.32	<u>Pledge and Security Agreement, dated as of April 20, 2018, by and between West Maricopa Combine, LLC and U.S. Bank National Association, as collateral agent</u>	Incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed with the SEC on April 25, 2018.
10.33	<u>Global Water Resources, Inc. 2018 Stock Option Plan*</u>	Incorporated by reference to Annex A to the Company's Definitive Proxy Statement on Schedule 14A filed with the SEC on April 6, 2018
14.1	<u>Code of Ethics</u>	Incorporated by reference to Exhibit 14.1 of the Company's Current Report on Form 8-K filed with the SEC on May 4, 2016
21.1	<u>Subsidiaries of Global Water Resources, Inc.</u>	Filed herewith
23.1	<u>Consent of Deloitte &amp; Touche LLP, Independent Registered Public Accounting Firm</u>	Filed herewith
24.1	<u>Power of Attorney</u>	See signature page hereto
31.1	<u>Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer</u>	Filed herewith
31.2	<u>Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer</u>	Filed herewith
32.1	<u>Section 1350 Certification of Chief Executive Officer and Chief Financial Officer</u>	Furnished herewith
99.1	<u>Arizona Corporation Commission Decision No. 74364</u>	Incorporated by reference to Exhibit 99.1 of the Company's Registration Statement on Form S-1 (File No. 333-209025) filed with the SEC on January 19, 2016
101.INS	XBRL Instance Document	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith

<b>Exhibit Number</b>	<b>Description of Exhibit</b>	<b>Method of Filing</b>
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith
101. PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith

\* Management contract or compensatory plan or arrangement.



## SIGNATURES

Pursuant to the requirements of 13 of 15(d) the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Global Water Resources, Inc.

Date: March 7, 2019

By:

/s/ Ron L. Fleming

**Ron L. Fleming**

**President, Chief Executive Officer and Chairman of the Board**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ron L. Fleming and Michael J. Liebman, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto and other documents in connection therewith the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he or she might or could do in person hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
/s/ Ron L. Fleming	President, Chief Executive Officer, and Chairman of the Board	March 7, 2019
Ron L. Fleming	(Principal Executive Officer)	
/s/ Michael J. Liebman	Chief Financial Officer and Corporate Secretary	March 7, 2019
Michael J. Liebman	(Principal Financial and Accounting Officer)	
/s/ William S. Levine	Director	March 7, 2019
William S. Levine		
/s/ Richard M. Alexander	Director	March 7, 2019
Richard M. Alexander		
/s/ David C. Tedesco	Lead Independent Director	March 7, 2019
David C. Tedesco		
/s/ Cindy M. Bowers	Director	March 7, 2019
Cindy M. Bowers		
/s/ Debra Coy	Director	March 7, 2019
Debra Coy		
/s/ Brett Huckelbridge	Director	March 7, 2019
Brett Huckelbridge		
/s/ David Rousseau	Director	March 7, 2019
David Rousseau		

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## BOARD OF DIRECTORS

### **Ron L. Fleming**

Chairman of the Board, President, and Chief Executive Officer  
Phoenix, Arizona, USA

### **William S. Levine**

Co-founder & Director  
Phoenix, Arizona, USA

### **Richard M. Alexander**

Director  
Calgary, Alberta, Canada

### **Cindy M. Bowers**

Director  
Grenada, Mississippi, USA

### **David Tedesco**

Lead Independent Director  
Scottsdale, Arizona, USA

### **Debra G. Coy**

Director  
Fulton, Maryland, USA

### **Brett Huckelbridge**

Director  
Phoenix, Arizona, USA

### **David Rousseau**

Director  
Phoenix, Arizona, USA

## EXECUTIVE OFFICERS

### **Ron L. Fleming**

President, Chief Executive Officer and Chairman of the Board

### **Mike Liebman**

Senior Vice President and Chief Financial Officer

### **Jonathan C. Corwin**

Vice President of Compliance and Regulatory Affairs

### **Joanne Ellsworth**

Vice President, Corporate and Regulatory Affairs

### **Heather M. Krupa, CPA**

Controller

### **Jason Thuneman**

Vice President, Project Management Office

## INVESTOR INFORMATION

### **Ronald Both**

CMA Investor Relations  
949.432.7566  
rb@cma.bz

### **Stock Exchange Listings**

NASDAQ  
Stock symbol: GWRS

The Toronto Stock Exchange  
Stock symbol: GWR

### **Transfer Agent & Registrar**

Continental Stock Transfer & Trust  
1 State Street, 30th Floor  
New York, NY 10004

The image features a light blue background with a pattern of water droplets of various sizes and shapes, some overlapping. The droplets are rendered with soft shadows, giving them a three-dimensional appearance. The overall aesthetic is clean and fresh, suggesting water and purity.

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