AMERICAN STATES WATER CO
Form 10-Q
November 05, 2014
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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

x Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the quarterly period ended September 30, 2014
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 001-14431
American States Water Company
(Exact Name of Registrant as Specified in Its Charter)

California	95-4676679
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification No.)
630 E. Foothill Blvd, San Dimas, CA	91773-1212
(Address of Principal Executive Offices)	(Zip Code)

(909) 394-3600
(Registrant's Telephone Number, Including Area Code)
Not Applicable
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)
Commission file number 001-12008
Golden State Water Company
(Exact Name of Registrant as Specified in Its Charter)

California	95-1243678
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification No.)
630 E. Foothill Blvd, San Dimas, CA	91773-1212
(Address of Principal Executive Offices)	(Zip Code)

(909) 394-3600
(Registrant's Telephone Number, Including Area Code)
Not Applicable
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether 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 Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

American States Water Company	Yes x No ¨
Golden State Water Company	Yes x No ¨

Indicate by check mark whether Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or such shorter period that the Registrant was required to submit and post such files).

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American States Water Company	Yes x No ¨
Golden State Water Company	Yes x No ¨

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “large accelerated filer”, “accelerated filer” and smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

American States Water Company

Large accelerated filer x	Accelerated filer ¨	Non-accelerated filer ¨	Smaller reporting company ¨

Golden State Water Company

Large accelerated filer ¨	Accelerated filer ¨	Non-accelerated filer x	Smaller reporting company ¨

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)

American States Water Company	Yes ¨ Nox
Golden State Water Company	Yes ¨ Nox

As of October 31, 2014, the number of Common Shares outstanding, of American States Water Company was 38,400,038 shares. As of October 31, 2014, all of the 146 outstanding Common Shares of Golden State Water Company were owned by American States Water Company.

Golden State Water Company meets the conditions set forth in General Instruction (H)(1)(a) and (b) of Form 10-Q and is therefore filing this Form, in part, with the reduced disclosure format for Golden State Water Company.

AMERICAN STATES WATER COMPANY
and
GOLDEN STATE WATER COMPANY
FORM 10-Q

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PART I
Item 1. Financial Statements

General

The basic financial statements included herein have been prepared by Registrant, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, all adjustments consisting of normal recurring items and estimates necessary for a fair statement of results for the interim period have been made.

It is suggested that these financial statements be read in conjunction with the financial statements and notes thereto in the latest Annual Report on Form 10-K of American States Water Company and its wholly owned subsidiary, Golden State Water Company.

Filing Format

American States Water Company (hereinafter “AWR”) is the parent company of Golden State Water Company (hereinafter “GSWC”) and American States Utility Services, Inc. (hereinafter “ASUS”) and its subsidiaries.

This quarterly report on Form 10-Q is a combined report being filed by two separate Registrants: AWR and GSWC. For more information, please see Note 1 of the Notes to Consolidated Financial Statements and the heading entitled General in Item 2 - Management’s Discussion and Analysis of Financial Condition and Results of Operations. References in this report to “Registrant” are to AWR and GSWC collectively, unless otherwise specified. GSWC makes no representations as to the information contained in this report relating to AWR and its subsidiaries, other than GSWC.

Forward-Looking Information

This Form 10-Q and the documents incorporated herein contain forward-looking statements intended to qualify for the “safe harbor” from liability established by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on current estimates, expectations and projections about future events and assumptions regarding these events and include statements regarding management’s goals, beliefs, plans or current expectations, taking into account the information currently available to management. Forward-looking statements are not statements of historical facts. For example, when we use words such as “anticipate,” “believe,” “plan,” “estimate,” “expect,” “intend,” “may other words that convey uncertainty of future events or outcomes, we are making forward-looking statements. We are not able to predict all the factors that may affect future results. We caution you that any forward-looking statements made by us are not guarantees of future performance and those actual results may differ materially from those in our forward-looking statements. Some of the factors that could cause future results to differ materially from those expressed or implied by our forward-looking statements or from historical results include, but are not limited to:

- The outcome of pending and future regulatory, legislative or other proceedings, investigations or audits, including decisions in our general rate cases and the results of independent audits of our construction contracting procurement practices or other independent audits of our costs

- Changes in the policies and procedures of the California Public Utilities Commission ("CPUC")

- Timeliness of CPUC action on rates
- Availability of water supplies, which may be adversely affected by the California drought, changes in weather patterns in the West, contamination and court decisions or other governmental actions restricting the use of water from the Colorado River, the California State Water Project, and/or pumping of groundwater
- Our ability to efficiently manage GSWC capital expenditures and operating and maintenance expenses within CPUC authorized levels and timely recovery of our costs through rates
- The impact of increasing opposition to GSWC rate increases on our ability to recover our costs through rates and the threat of condemnation of our service territories on the size of our customer base

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- Our ability to forecast the costs of maintaining GSWC's aging water and electric infrastructure
- Our ability to recover increases in permitting costs and in costs associated with negotiating and complying with the terms of our franchise agreements with cities and counties and other demands made upon us by the cities and counties in which GSWC operates
- Changes in accounting valuations and estimates, including changes resulting from changes in our assessment of anticipated recovery of regulatory assets, liabilities and revenues subject to refund or regulatory disallowances
- Changes in environmental laws and water and wastewater quality requirements and increases in costs associated with complying with these laws and requirements
- Our ability to obtain adequate, reliable and cost-effective supplies of chemicals, electricity, fuel, water and other raw materials that are needed for our water and wastewater operations
- Our ability to recover the costs associated with the contamination of GSWC's groundwater supplies from parties responsible for the contamination or through the ratemaking process, and the time and expense incurred by us in obtaining recovery of such costs
- Adequacy of our electric division's power supplies and the extent to which we can manage and respond to the volatility of electric and natural gas prices
- Our electric operation's ability to comply with the CPUC's renewable energy procurement requirements
- Changes in GSWC long-term customer demand due to changes in customer usage patterns as a result of conservation efforts, regulatory changes affecting demand such as new landscaping or irrigation requirements, recycling of water by the customer or purchase of recycled water supplied by other parties, unanticipated population growth or decline, changes in climate conditions, general economic and financial market conditions and cost increases
- Changes in accounting treatment for regulated utilities
- Changes in estimates used in ASUS's revenue recognition under the percentage of completion method of accounting for construction activities at our contracted services business
- Termination, in whole or in part, of one or more of our Military Utility Privatization Subsidiaries' contracts to provide water and/or wastewater services at military bases for the convenience of the U.S. government or for default
- Termination of contracts and suspension or debarment for a period of time from contracting with the government due to violations of federal law or regulations in connection with military utility privatization activities
- Failure of the U.S. government to make timely payments to ASUS for water and/or wastewater services at military bases as a result of fiscal uncertainties over the funding of the U.S. government
- Delays in obtaining redetermination of prices or equitable adjustments to our prices on one or more of our contracts to provide water and/or wastewater services at military bases
- Disallowance of costs on any of our contracts to provide water and/or wastewater services at military bases as a result of audits, cost reviews or investigations by contracting agencies

- Inaccurate assumptions used in preparing bids in our contracted services business
- Failure of the wastewater systems that we operate on military bases resulting in untreated wastewater or contaminants spilling into nearby properties, streams or rivers
- Failure to comply with the terms of our military privatization contracts
- Failure of any of our subcontractors to perform services for us in accordance with the terms of our military privatization contracts
- Issues with the implementation, maintenance and/or upgrading of our information technology systems

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- General economic conditions which may impact our ability to recover infrastructure investments and operating costs from customers

- Explosions, fires, accidents, mechanical breakdowns, the disruption of information technology and telecommunication systems, human error and similar events that may occur while operating and maintaining water and electric systems in California or operating and maintaining water and wastewater systems on military bases under varying geographic conditions

- The impact of storms, earthquakes, floods, mudslides, drought, wildfires, disease and similar natural disasters, or acts of terrorism or vandalism, that affect customer demand or that damage or disrupt facilities, operations or information technology systems owned by us, our customers or third parties on whom we rely

- Potential costs, lost revenues, or other consequences resulting from misappropriation of assets or sensitive information, corruption of data, or operational disruption in connection with a cyber-attack or other cyber incident

- Restrictive covenants in our debt instruments or changes to our credit ratings on current or future debt that may increase our financing costs or affect our ability to borrow or make payments on our debt

- Our ability to access capital markets and other sources of credit in a timely manner on acceptable terms

Please consider our forward-looking statements in light of these risks (which are more fully disclosed in our 2013 Annual Report on Form 10-K) as you read this Form 10-Q. We qualify all of our forward-looking statements by these cautionary statements.

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AMERICAN STATES WATER COMPANY
CONSOLIDATED BALANCE SHEETS
ASSETS
(Unaudited)

(in thousands)	September 30, 2014	December 31, 2013
Property, Plant and Equipment		
Regulated utility plant, at cost	$1,480,087	$1,443,623
Non-utility property, at cost	10,900	9,519
Total	1,490,987	1,453,142
Less - Accumulated depreciation	(495,544)	(471,665)
Net property, plant and equipment	995,443	981,477
Other Property and Investments		
Goodwill	1,116	1,116
Other property and investments	17,509	15,806
Total other property and investments	18,625	16,922
Current Assets		
Cash and cash equivalents	57,862	38,226
Accounts receivable — customers (less allowance for doubtful accounts of $839 in 2014 and $755 in 2013)	26,348	23,829
Unbilled receivable	32,629	18,552
Receivable from the U.S. government	3,542	7,106
Other accounts receivable (less allowance for doubtful accounts of $102 in 2014 and $432 in 2013)	3,313	4,914
Income taxes receivable	136	9,214
Materials and supplies, at average cost	3,923	4,558
Regulatory assets — current	6,228	27,676
Prepayments and other current assets	4,261	2,481
Costs and estimated earnings in excess of billings on uncompleted contracts	37,755	45,508
Deferred income taxes — current	10,558	9,553
Total current assets	186,555	191,617
Regulatory and Other Assets		
Regulatory assets	100,815	95,005
Costs and estimated earnings in excess of billings on uncompleted contracts	8,620	7,823
Unbilled receivable	4,024	3,104
Other	12,033	14,235
Total regulatory and other assets	125,492	120,167
Total Assets	$1,326,115	$1,310,183

The accompanying notes are an integral part of these consolidated financial statements

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AMERICAN STATES WATER COMPANY
CONSOLIDATED BALANCE SHEETS
CAPITALIZATION AND LIABILITIES
(Unaudited)

(in thousands)	September 30, 2014	December 31, 2013
Capitalization		
Common shares, no par value	$253,957	$253,961
Earnings reinvested in the business	256,355	238,443
Total common shareholders' equity	510,312	492,404
Long-term debt	310,807	326,079
Total capitalization	821,119	818,483
Current Liabilities		
Long-term debt — current	6,292	6,298
Accounts payable	49,740	49,787
Income taxes payable	5,642	507
Accrued other taxes	8,711	9,802
Accrued employee expenses	11,204	10,801
Accrued interest	6,143	3,897
Billings in excess of costs and estimated earnings on uncompleted contracts	15,699	6,852
Other	17,162	12,962
Total current liabilities	120,593	100,906
Other Credits		
Advances for construction	68,327	69,332
Contributions in aid of construction - net	115,329	114,916
Deferred income taxes	157,355	159,506
Unamortized investment tax credits	1,722	1,790
Accrued pension and other postretirement benefits	34,873	38,726
Other	6,797	6,524
Total other credits	384,403	390,794
Commitments and Contingencies (Note 7)		
Total Capitalization and Liabilities	$1,326,115	$1,310,183

The accompanying notes are an integral part of these consolidated financial statements

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AMERICAN STATES WATER COMPANY
CONSOLIDATED STATEMENTS OF INCOME
FOR THE THREE MONTHS
ENDED SEPTEMBER 30, 2014 AND 2013
(Unaudited)

	Three Months Ended September 30,	
(in thousands, except per share amounts)	2014	2013
Operating Revenues		
Water	$96,700	$93,932
Electric	8,614	8,849
Contracted services	33,013	28,133
Total operating revenues	138,327	130,914
Operating Expenses		
Water purchased	17,837	19,246
Power purchased for pumping	3,914	3,414
Groundwater production assessment	4,291	4,656
Power purchased for resale	2,383	3,386
Supply cost balancing accounts	3,179	(1,003)
Other operation	6,958	7,185
Administrative and general	20,178	20,083
Depreciation and amortization	10,549	9,753
Maintenance	4,390	4,666
Property and other taxes	4,359	4,108
ASUS construction	20,430	19,256
Net gain on sale of property	(36)	—
Total operating expenses	98,432	94,750
Operating Income	39,895	36,164
Other Income and Expenses		
Interest expense	(5,519)	(5,852)
Interest income	224	185
Other, net	47	247
Total other income and expenses	(5,248)	(5,420)
Income from operations before income tax expense	34,647	30,744
Income tax expense	13,476	9,905
Net Income	$21,171	$20,839
Weighted Average Number of Common Shares Outstanding	38,704	38,696
Basic Earnings Per Common Share	$0.54	$0.54
Weighted Average Number of Diluted Shares	38,930	38,923
Fully Diluted Earnings Per Common Share	$0.54	$0.53

Dividends Paid Per Common Share	$0.2130	$0.2025

The accompanying notes are an integral part of these consolidated financial statements

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AMERICAN STATES WATER COMPANY
CONSOLIDATED STATEMENTS OF INCOME
FOR THE NINE MONTHS
ENDED SEPTEMBER 30, 2014 AND 2013
(Unaudited)

	Nine Months Ended September 30,	
(in thousands, except per share amounts)	2014	2013
Operating Revenues		
Water	$253,689	$247,234
Electric	27,398	27,980
Contracted services	74,826	86,947
Total operating revenues	355,913	362,161
Operating Expenses		
Water purchased	45,324	46,648
Power purchased for pumping	8,448	7,385
Groundwater production assessment	12,684	11,666
Power purchased for resale	7,070	9,894
Supply cost balancing accounts	3,891	(9)
Other operation	20,990	19,158
Administrative and general	59,769	56,103
Depreciation and amortization	31,604	29,337
Maintenance	12,206	13,513
Property and other taxes	12,649	12,004
ASUS construction	47,651	59,053
Net gain on sale of property	(36)	(12)
Total operating expenses	262,250	264,740
Operating Income	93,663	97,421
Other Income and Expenses		
Interest expense	(16,924)	(17,398)
Interest income	459	512
Other, net	443	673
Total other income and expenses	(16,022)	(16,213)
Income from operations before income tax expense	77,641	81,208
Income tax expense	30,095	30,302
Net Income	$47,546	$50,906
Weighted Average Number of Common Shares Outstanding	38,744	38,613
Basic Earnings Per Common Share	$1.22	$1.31
Weighted Average Number of Diluted Shares	38,963	38,835
Fully Diluted Earnings Per Common Share	$1.22	$1.31

Dividends Paid Per Common Share	$0.6180	$0.5575

The accompanying notes are an integral part of these consolidated financial statements

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AMERICAN STATES WATER COMPANY
CONSOLIDATED STATEMENTS OF CASH FLOW
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013
(Unaudited)

	Nine Months Ended September 30,	
(in thousands)	2014	2013
Cash Flows From Operating Activities:		
Net income	$47,546	$50,906
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	32,302	30,019
Provision for doubtful accounts	781	776
Deferred income taxes and investment tax credits	(3,236)	10,616
Stock-based compensation expense	1,961	1,711
Other — net	288	(31)
Changes in assets and liabilities:		
Accounts receivable — customers	(3,345)	(11,498)
Unbilled receivable	(14,997)	(3,265)
Other accounts receivable	2,559	(504)
Receivable from the U.S. government	3,564	(6,964)
Materials and supplies	635	162
Prepayments and other current assets	(1,780)	712
Costs and estimated earnings in excess of billings on uncompleted contracts	6,956	(9,387)
Other assets (including other regulatory assets)	19,344	(2,899)
Accounts payable	5,450	9,370
Income taxes receivable/payable	14,213	13,984
Billings in excess of costs and estimated earnings on uncompleted contracts	8,847	(4,757)
Accrued pension and other postretirement benefits	(3,623)	2,114
Other liabilities	2,604	6,214
Net cash provided	120,069	87,279
Cash Flows From Investing Activities:		
Construction expenditures	(53,714)	(69,059)
Other investments	(1,739)	(1,423)
Proceed from sale of property	43	12
Net cash used	(55,410)	(70,470)
Cash Flows From Financing Activities:		
Proceeds from issuance of common shares and stock option exercises	370	1,948
Repurchase of common shares	(7,101)	—
Receipt of advances for and contributions in aid of construction	5,157	10,051
Refunds on advances for construction	(3,062)	(3,328)
Repayments of long-term debt	(15,278)	(365)
Proceeds from issuance of long-term debt	—	60
Dividends paid	(23,931)	(21,520)
Other	(1,178)	(979)
Net cash used	(45,023)	(14,133)
Net change in cash and cash equivalents	19,636	2,676
Cash and cash equivalents, beginning of period	38,226	23,486

Cash and cash equivalents, end of period	$57,862	$26,162
Non-cash transactions:		
Accrued payables for investment in utility plant	$14,018	$25,072
Property installed by developers and conveyed	$388	$1,598

The accompanying notes are an integral part of these consolidated financial statements

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GOLDEN STATE WATER COMPANY
BALANCE SHEETS
ASSETS
(Unaudited)

(in thousands)	September 30, 2014	December 31, 2013
Utility Plant		
Utility plant, at cost	$1,480,087	$1,443,623
Less - Accumulated depreciation	(489,498)	(466,329)
Net utility plant	990,589	977,294
Other Property and Investments	15,365	13,653
Current Assets		
Cash and cash equivalents	27,727	37,875
Accounts receivable-customers (less allowance for doubtful accounts of $839 in 2014 and $755 in 2013)	26,348	23,829
Unbilled receivable	20,821	18,552
Inter-company receivable	177	718
Other accounts receivable (less allowance for doubtful accounts of $93 in 2014 and $359 in 2013)	2,027	3,570
Income taxes receivable from Parent	—	9,704
Note receivable from Parent	—	500
Materials and supplies, at average cost	2,465	1,859
Regulatory assets — current	6,228	27,676
Prepayments and other current assets	3,630	2,218
Deferred income taxes — current	9,722	8,573
Total current assets	99,145	135,074
Regulatory and Other Assets		
Regulatory assets	100,815	95,005
Other accounts receivable	—	913
Other	10,575	11,442
Total regulatory and other assets	111,390	107,360
Total Assets	$1,216,489	$1,233,381

The accompanying notes are an integral part of these financial statements

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GOLDEN STATE WATER COMPANY
BALANCE SHEETS
CAPITALIZATION AND LIABILITIES
(Unaudited)

(in thousands)	September 30, 2014	December 31, 2013
Capitalization		
Common shares, no par value	$234,607	$233,721
Earnings reinvested in the business	203,648	203,892
Total common shareholder's equity	438,255	437,613
Long-term debt	310,807	326,079
Total capitalization	749,062	763,692
Current Liabilities		
Long-term debt — current	6,292	6,298
Accounts payable	35,054	37,611
Income taxes payable to Parent	650	—
Accrued other taxes	8,376	9,299
Accrued employee expenses	9,834	9,536
Accrued interest	6,143	3,897
Other	17,051	12,880
Total current liabilities	83,400	79,521
Other Credits		
Advances for construction	68,327	69,332
Contributions in aid of construction — net	115,329	114,916
Deferred income taxes	157,115	158,994
Unamortized investment tax credits	1,722	1,790
Accrued pension and other postretirement benefits	34,873	38,726
Other	6,661	6,410
Total other credits	384,027	390,168
Commitments and Contingencies (Note 7)		
Total Capitalization and Liabilities	$1,216,489	$1,233,381

The accompanying notes are an integral part of these financial statements

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GOLDEN STATE WATER COMPANY
STATEMENTS OF INCOME
FOR THE THREE MONTHS
ENDED SEPTEMBER 30, 2014 AND 2013
(Unaudited)

	Three Months Ended September 30,	
(in thousands)	2014	2013
Operating Revenues		
Water	$96,700	$93,932
Electric	8,614	8,849
Total operating revenues	105,314	102,781
Operating Expenses		
Water purchased	17,837	19,246
Power purchased for pumping	3,914	3,414
Groundwater production assessment	4,291	4,656
Power purchased for resale	2,383	3,386
Supply cost balancing accounts	3,179	(1,003)
Other operation	6,223	6,506
Administrative and general	17,261	17,007
Depreciation and amortization	10,236	9,474
Maintenance	3,765	4,239
Property and other taxes	3,879	3,572
Total operating expenses	72,968	70,497
Operating Income	32,346	32,284
Other Income and Expenses		
Interest expense	(5,509)	(5,815)
Interest income	214	148
Other, net	47	247
Total other income and expenses	(5,248)	(5,420)
Income from operations before income tax expense	27,098	26,864
Income tax expense	11,019	10,251
Net Income	$16,079	$16,613

The accompanying notes are an integral part of these consolidated financial statements

GOLDEN STATE WATER COMPANY
STATEMENTS OF INCOME
FOR THE NINE MONTHS
ENDED SEPTEMBER 30, 2014 AND 2013
(Unaudited)

	Nine Months Ended September 30,	
(in thousands)	2014	2013
Operating Revenues		
Water	$253,689	$247,234
Electric	27,398	27,980
Total operating revenues	281,087	275,214
Operating Expenses		
Water purchased	45,324	46,648
Power purchased for pumping	8,448	7,385
Groundwater production assessment	12,684	11,666
Power purchased for resale	7,070	9,894
Supply cost balancing accounts	3,891	(9)
Other operation	19,027	17,145
Administrative and general	50,670	46,407
Depreciation and amortization	30,708	28,480
Maintenance	10,609	12,097
Property and other taxes	11,305	10,663
Total operating expenses	199,736	190,376
Operating Income	81,351	84,838
Other Income and Expenses		
Interest expense	(16,841)	(17,289)
Interest income	436	466
Other, net	443	674
Total other income and expenses	(15,962)	(16,149)
Income from operations before income tax expense	65,389	68,689
Income tax expense	26,507	27,557
Net Income	$38,882	$41,132

The accompanying notes are an integral part of these financial statements

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GOLDEN STATE WATER COMPANY
STATEMENTS OF CASH FLOW
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013
(Unaudited)

	Nine Months Ended September 30,	
(in thousands)	2014	2013
Cash Flows From Operating Activities:		
Net income	$38,882	$41,132
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	31,406	29,162
Provision for doubtful accounts	844	687
Deferred income taxes and investment tax credits	(3,110)	10,556
Stock-based compensation expense	1,513	1,384
Other — net	273	103
Changes in assets and liabilities:		
Accounts receivable — customers	(3,345)	(11,498)
Unbilled receivable	(2,269)	(4,936)
Other accounts receivable	2,438	1,483
Materials and supplies	(606)	188
Prepayments and other current assets	(1,412)	928
Other assets (including other regulatory assets)	18,976	(1,597)
Accounts payable	2,941	7,015
Inter-company receivable/payable	541	(2,720)
Income taxes receivable/payable from/to Parent	10,354	12,892
Accrued pension and other postretirement benefits	(3,623)	2,114
Other liabilities	2,616	6,130
Net cash provided	96,419	93,023
Cash Flows From Investing Activities:		
Construction expenditures	(52,150)	(68,823)
Note receivable from AWR parent	(8,300)	(9,200)
Receipt of payment of note receivable from AWR parent	8,800	5,364
Other investments	(1,739)	(1,423)
Net cash used	(53,389)	(74,082)
Cash Flows From Financing Activities:		
Receipt of advances for and contributions in aid of construction	5,157	10,051
Refunds on advances for construction	(3,062)	(3,328)
Proceeds from the issuance of long-term debt	—	60
Repayments of long-term debt	(15,278)	(365)
Dividends paid	(39,000)	(21,400)
Other	(995)	(811)
Net cash used	(53,178)	(15,793)
Net change in cash and cash equivalents	(10,148)	3,148
Cash and cash equivalents, beginning of period	37,875	22,578
Cash and cash equivalents, end of period	$27,727	$25,726

Non-cash transactions:		
Accrued payables for investment in utility plant	$14,017	$25,072
Property installed by developers and conveyed	$388	$1,598

The accompanying notes are an integral part of these financial statements

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AMERICAN STATES WATER COMPANY AND SUBSIDIARIES
AND
GOLDEN STATE WATER COMPANY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 — Summary of Significant Accounting Policies:

Nature of Operations: American States Water Company ("AWR") is the parent company of Golden State Water Company ("GSWC") and American States Utility Services, Inc. ("ASUS") (and its subsidiaries, Fort Bliss Water Services Company ("FBWS"), Terrapin Utility Services, Inc. ("TUS"), Old Dominion Utility Services, Inc. ("ODUS"), Palmetto State Utility Services, Inc. ("PSUS") and Old North Utility Services, Inc. ("ONUS")). The subsidiaries of ASUS may be collectively referred to herein as the "Military Utility Privatization Subsidiaries."

GSWC is a public utility engaged principally in the purchase, production, distribution and sale of water in California serving approximately 257,000 customers. GSWC also distributes electricity in several San Bernardino County mountain communities in California serving approximately 24,000 customers through its Bear Valley Electric Service ("BVES") division. Although Registrant has a diversified base of residential, industrial and other customers, revenues derived from commercial and residential water customers accounted for approximately 90% of total water revenues during the three and nine months ended September 30, 2014 and 2013. The California Public Utilities Commission ("CPUC") regulates GSWC's water and electric businesses, in matters including properties, rates, services, facilities and other matters, and transactions by GSWC with its affiliates. AWR's assets and operating income are primarily those of GSWC.

ASUS, through its wholly-owned subsidiaries, operates, maintains and performs construction activities (including renewal and replacement capital work) on water and/or wastewater systems at various United States military bases pursuant to 50-year firm fixed-price contracts. These contracts are subject to periodic price redeterminations and modifications for changes in circumstances and changes in laws and regulations.

There is no direct regulatory oversight by the CPUC over AWR or the operation, rates or services provided by ASUS or any of its wholly owned subsidiaries.

Basis of Presentation: The consolidated financial statements and notes thereto are being presented in a combined report being filed by two separate Registrants: AWR and GSWC. References in this report to "Registrant" are to AWR and GSWC, collectively, unless otherwise specified. Certain prior period amounts have been reclassified to conform to the 2014 financial statement presentation.

The consolidated financial statements of AWR include the accounts of AWR and its subsidiaries, all of which are wholly owned. These financial statements are prepared in conformity with accounting principles generally accepted in the United States of America. Inter-company transactions and balances have been eliminated in the AWR consolidated financial statements.

The consolidated financial statements included herein have been prepared by Registrant, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The December 31, 2013 condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by generally accepted accounting principles ("GAAP"). The preparation of the consolidated financial statements 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 revenues and expenses during the reporting period. Actual results could differ from those estimates. In the opinion of management, all adjustments consisting of normal, recurring items and estimates necessary for a fair statement of the results for the interim periods have been made. It is suggested that these consolidated financial statements be read in conjunction with the consolidated financial statements and the notes thereto included in the Form 10-K for the year ended December 31, 2013 filed with the SEC.

GSWC's Related Party Transactions: In May 2013, AWR issued an interest bearing promissory note (the "Note") to GSWC for $20.0 million which expires on May 23, 2018. Under the terms of the Note, AWR may borrow from GSWC amounts up to $20.0 million for working capital purposes. AWR agreed to pay any unpaid principal amounts outstanding under the Note, plus accrued interest. As of September 30, 2014, AWR had no amounts outstanding to GSWC under this Note.

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GSWC and ASUS provide and receive various support services to and from their parent, AWR, and among themselves. GSWC also allocates certain corporate office administrative and general costs to its affiliate, ASUS, using allocation factors approved by the CPUC. During the nine months ended September 30, 2014 and 2013, GSWC allocated to ASUS approximately $2.0 million and $1.9 million, respectively, of corporate office administrative and general costs. In addition, AWR has a $100.0 million syndicated credit facility. AWR borrows under this facility and provides funds to its subsidiaries, including GSWC, in support of their operations. The interest rate charged to GSWC and ASUS is sufficient to cover AWR's interest cost under the credit facility. Amounts owed to GSWC by its parent, AWR, or for allocated expenses are included in inter-company receivables as of September 30, 2014 and December 31, 2013.

Notes Payable to Banks: On May 23, 2013, AWR entered into a fourth amendment to its revolving credit agreement to, among other things, extend the expiration date of the syndicated credit facility to May 23, 2018, reduce the amount of interest and fees paid by AWR, and update certain representations and covenants in the credit agreement. The aggregate amount that may be borrowed under this facility is unchanged at $100.0 million. AWR may, under the terms of the fourth amendment, elect to increase the aggregate commitment by up to an additional $50.0 million. As of September 30, 2014, there were no borrowings outstanding under this credit facility.
Long-term debt: On July 15, 2014, GSWC redeemed its $5,000,000, 6.87% Medium-Term Notes Series A due 2023, and $10,000,000, 7.00% Medium-Term Notes Series A also due 2023. The notes were redeemed at a price of 100% of the outstanding principal amount of the Notes, plus interest.
Sales and Use Taxes: GSWC bills certain sales and use taxes levied by state or local governments to its customers. Included in these sales and use taxes are franchise fees, which GSWC pays to various municipalities (based on ordinances adopted by these municipalities) in order to use public right of way for utility purposes. GSWC bills these franchise fees to its customers based on a CPUC-authorized rate for each rate-making area as applicable. These franchise fees, which are required to be paid regardless of GSWC's ability to collect from the customer, are accounted for on a gross basis. GSWC's franchise fees billed to customers and recorded as operating revenue were approximately $1.1 million and $1.0 million for the three months ended September 30, 2014 and 2013, respectively, and $2.9 million and $2.8 million for the nine months ended September 30, 2014 and 2013, respectively. When GSWC acts as an agent, and the tax is not required to be remitted if it is not collected from the customer, the taxes are accounted for on a net basis.

Depending on the state in which the operations are conducted, ASUS and its subsidiaries are also subject to certain state non-income tax assessments generally computed on a "gross receipts" or "gross revenues" basis. These non-income tax assessments are required to be paid regardless of whether the subsidiary is reimbursed by the U.S. government for these assessments under its 50-year contracts. The non-income tax assessments are accounted for on a gross basis and totaled $248,000 and $305,000 during the three months ended September 30, 2014 and 2013, respectively, and $554,000 and $636,000 for the nine months ended September 30, 2014 and 2013, respectively.

Recently Issued Accounting Pronouncements: In May 2014, the Financial Accounting Standards Board ("FASB") issued updated accounting guidance on revenue recognition. The updated guidance includes specific steps required to recognize revenue on contracts with customers. For Registrant, the updated guidance is effective for reporting periods beginning after December 15, 2016. Registrant is currently evaluating the impact of this guidance.

In June 2014, the FASB issued updated accounting guidance on share-based compensation. The update includes explicit guidance on how to account for share-based payment awards whereby a performance target could be achieved after an employee completes the requisite service period. For Registrant, the updated guidance is effective for reporting periods beginning after December 15, 2015. Registrant is currently evaluating the impact of this guidance, but does not expect it to have a material impact on its consolidated financial statements.

Note 2 — Regulatory Matters:

In accordance with accounting principles for rate-regulated enterprises, Registrant records regulatory assets, which represent probable future recovery of costs from customers through the ratemaking process, and regulatory liabilities, which represent probable future refunds that are to be credited to customers through the ratemaking process. At September 30, 2014, Registrant had approximately $35.5 million of regulatory assets, net of regulatory liabilities, not accruing carrying costs. Of this amount, $14.9 million relates to the underfunding of pension and other post-retirement obligations and $16.2 million relates to deferred income taxes representing accelerated tax benefits flowed through to customers, which will be included in rates concurrently with recognition of the associated future tax expense. The remainder relates to other items that do not provide for or incur carrying costs.

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Regulatory assets represent costs incurred by GSWC for which it has received or expects to receive rate recovery in the future. In determining the probability of costs being recognized in other periods, GSWC considers regulatory rules and decisions, past practices, and other facts or circumstances that would indicate if recovery is probable. If the CPUC determines that a portion of GSWC's assets are not recoverable in customer rates, GSWC must determine if it has suffered an asset impairment that would require a write-down in the assets' valuation. Regulatory assets, less regulatory liabilities, included in the consolidated balance sheets are as follows:

(dollars in thousands)	September 30, 2014	December 31, 2013
GSWC		
Water Revenue Adjustment Mechanism, net of Modified Cost Balancing Account	$13,987	$16,345
Base Revenue Requirement Adjustment Mechanism	10,121	8,725
Costs deferred for future recovery on Aerojet case	13,906	14,763
Pensions and other post-retirement obligations (Note 6)	18,142	20,241
Flow-through taxes, net (Note 5)	16,203	16,189
Low income rate assistance balancing accounts	9,218	9,979
General rate case memorandum accounts	6,171	15,645
Other regulatory assets	18,216	25,086
Various refunds to customers	(2,348)	(4,292)
Total	$103,616	$122,681

Regulatory matters are discussed in detail in the consolidated financial statements and the notes thereto included in the Form 10-K for the year ended December 31, 2013 filed with the SEC. The discussion below focuses on significant matters and developments since December 31, 2013.

Alternative-Revenue Programs:
GSWC records the difference between what it bills its water customers and that which is authorized by the CPUC using the Water Revenue Adjustment Mechanism ("WRAM") and Modified Cost Balancing Account ("MCBA") accounts approved by the CPUC. GSWC has implemented surcharges to recover all of its WRAM, net of the MCBA balances, as of December 31, 2013. The recovery or refund of the WRAM is netted against the MCBA over- or under-collection for the corresponding rate-making area and is interest bearing at the current 90-day commercial paper rate. Based on CPUC guidelines, recovery periods relating to the majority of GSWC's WRAM/MCBA balances range between 18 and 24 months. For the three months ended September 30, 2014 and 2013, surcharges of approximately $5.8 million and $9.1 million, respectively, were billed to customers to recover previously incurred under-collections in the WRAM, net of MCBA accounts, and surcharges (net of surcredits) of approximately $12.2 million and $19.8 million were billed to customers during the nine months ended September 30, 2014 and 2013, respectively. As of September 30, 2014, GSWC has a net aggregated regulatory asset of $14.0 million which is comprised of a $13.6 million under-collection in the WRAM accounts and $375,000 under-collection in the MCBA accounts.

For BVES, the CPUC approved the Base Revenue Requirement Adjustment Mechanism ("BRRAM") which adjusts certain revenues to adopted levels. Pending a final decision on the BVES general rate case, the 2013 and 2014 BRRAM balances have been recorded using 2012 adopted levels authorized by the CPUC. As of September 30, 2014, GSWC had a regulatory asset of $10.1 million under-collection in the BRRAM.

General Rate Case Memorandum Accounts:
The balance in the general rate case memorandum accounts represents the revenue differences between interim rates and final rates authorized by the CPUC due to delays in receiving decisions on various general rate case applications. As of September 30, 2014, there is an aggregate $6.2 million in the general rate case memorandum accounts, $2.1 million of which is for retroactive rate increases effective January 1, 2013 as a result of the final decision issued by the CPUC in May 2013 on GSWC's water general rate case. Surcharges ranging from 12 to 24 months, with the majority

being 12 months, were implemented during the third quarter of 2013 to recover the retroactive adopted revenues related to the May 2013 CPUC decision. Upon expiration of these surcharges, any unrecovered amounts will be addressed in a future rate case or other filing.

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Other Regulatory Matters:

CPUC Approval to Serve New Area:
On June 26, 2014, the CPUC approved a Certificate of Public Convenience and Necessity application granting GSWC approval to provide water utility services to an area to be developed near Sacramento, in Sutter County, California, called Sutter Pointe. The CPUC's decision approved a settlement that was jointly filed by GSWC, Sutter County, the Sutter Pointe Developers, and a coalition of Sutter County residents. With the CPUC's approval, GSWC will create a water service district to supply the Sutter Pointe development with groundwater and surface water from the Sacramento River. The project will involve the construction of underground infrastructure, groundwater wells, a water treatment plant and storage facilities to serve retail, industrial and approximately 17,000 residential customers at final build out. As part of the agreement, GSWC will also request approval from the CPUC to acquire the water system that currently serves the community of Robbins in Sutter County. In August 2014, the CPUC's Office of Ratepayer Advocates ("ORA") filed an application for rehearing on this application. At this time, management cannot predict if a rehearing will be granted or the outcome of any rehearing if granted.
CPUC Rehearing Matter:
In July 2011, the CPUC issued an order granting the rehearing of certain issues from the Region II, Region III and general office rate case approved in November 2010. Among the issues in the rehearing was the La Serena plant improvement project included in rate base totaling approximately $3.5 million. As a result of the CPUC's November 2010 decision and subsequent settlement discussions held with ORA, GSWC recorded a $2.2 million pretax charge during 2010, and an additional $416,000 during 2012, representing the disallowance of a portion of the La Serena capital costs and the related revenues earned on those capital costs to be refunded to customers. In March 2013, GSWC and ORA reached a settlement agreement, which was approved by the CPUC in September 2014, resolving all issues arising from the rehearing. As a result of the CPUC approval of the settlement agreement, GSWC does not believe any further disallowances of the La Serena plant improvement project will be required.
Procurement Audits:
In December 2011, the CPUC issued a final decision on its investigation of certain work orders and charges paid to a specific contractor used previously for numerous construction projects. As part of the CPUC decision, GSWC agreed to be subject to three separate independent audits of its procurement practices over a period of ten years from the date the settlement was approved by the CPUC. The audits will cover GSWC’s procurement practices related to contracts with other contractors from 1994 forward and could result in disallowances of costs. The cost of the audits will be borne by shareholders and may not be recovered by GSWC in rates to customers. The first audit is currently underway and an audit report has not been issued. GSWC anticipates that a draft audit report will be issued during the first quarter of 2015. At this time, management cannot predict the outcome of these audits or estimate a loss or range of loss, if any, resulting from these audits.
BVES General Rate Case:
In February 2012, BVES filed its general rate case (“GRC”) for new rates in years 2013 through 2016. On May 7, 2014, GSWC filed a settlement agreement with the CPUC covering all matters in the pending electric rate case which has been approved by all parties. In September 2014, the CPUC issued a proposed decision, adopting the settlement agreement. A final decision from the CPUC is expected in the fourth quarter of 2014. Management does not expect that this settlement, once approved by the CPUC, will have a significant impact on GSWC's financial statements. Pending a final decision on the BVES rate case, electric revenues have been recorded using 2012 adopted levels authorized by the CPUC.

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Note 3 — Earnings per Share/Capital Stock:

In accordance with the accounting guidance for participating securities and earnings per share (“EPS”), Registrant uses the “two-class” method of computing EPS. The “two-class” method is an earnings allocation formula that determines EPS for each class of common stock and participating security. AWR has participating securities related to its stock-based awards that earn dividend equivalents on an equal basis with AWR’s Common Shares (the “Common Shares”). In applying the “two-class” method, undistributed earnings are allocated to both common shares and participating securities.

The following is a reconciliation of Registrant’s net income and weighted average Common Shares outstanding used for calculating basic net income per share:

Basic:	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
(in thousands, except per share amounts)	2014	2013	2014	2013
Net income	$21,171	$20,839	$47,546	$50,906
Less: (a) Distributed earnings to common shareholders	8,244	7,836	23,944	21,527
Distributed earnings to participating securities	48	48	133	123
Undistributed earnings	12,879	12,955	23,469	29,256
(b) Undistributed earnings allocated to common shareholders	12,805	12,877	23,340	29,089
Undistributed earnings allocated to participating securities	74	78	129	167
Total income available to common shareholders, basic (a)+(b)	$21,049	$20,713	$47,284	$50,616
Weighted average Common Shares outstanding, basic	38,704	38,696	38,744	38,613
Basic earnings per Common Share	$0.54	$0.54	$1.22	$1.31

Diluted EPS is based upon the weighted average number of Common Shares, including both outstanding shares and shares potentially issuable in connection with stock options and restricted stock units granted under Registrant’s 2000 and 2008 Stock Incentive Plans and the 2003 Non-Employee Directors Plan, and net income. At September 30, 2014 and 2013, there were 235,584 and 273,740 options outstanding, respectively, under these Plans. At September 30, 2014 and 2013, there were also 224,543 and 236,891 restricted stock units outstanding, respectively, under these plans and the 2013 Non-Employee Directors Plan.

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The following is a reconciliation of Registrant's net income and weighted average Common Shares outstanding for calculating diluted net income per share:

Diluted:	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
(in thousands, except per share amounts)	2014	2013	2014	2013
Common shareholders earnings, basic	$21,049	$20,713	$47,284	$50,616
Undistributed earnings for dilutive stock options	74	78	129	167
Total common shareholders earnings, diluted	$21,123	$20,791	$47,413	$50,783
Weighted average common shares outstanding, basic	38,704	38,696	38,744	38,613
Stock-based compensation (1)	226	227	219	222
Weighted average common shares outstanding, diluted	38,930	38,923	38,963	38,835
Diluted earnings per Common Share	$0.54	$0.53	$1.22	$1.31

(1) In applying the treasury stock method of reflecting the dilutive effect of outstanding stock-based compensation in the calculation of diluted EPS, 235,584 and 273,740 stock options at September 30, 2014 and 2013, respectively, were deemed to be outstanding in accordance with accounting guidance on earnings per share. All of the 224,543 and 236,891 restricted stock units at September 30, 2014 and 2013, respectively, were included in the calculation of diluted EPS for the nine months ended September 30, 2014 and 2013.

No stock options outstanding at September 30, 2014 had an exercise price greater than the average market price of AWR's Common Shares for the nine months ended September 30, 2014. There were no stock options outstanding at September 30, 2014 or 2013 that were anti-dilutive.

During the nine months ended September 30, 2014 and 2013, Registrant issued 95,331 and 236,528 common shares, for approximately $370,000 and $1,948,000, respectively, under Registrant's Common Share Purchase and Dividend Reinvestment Plan ("DRP"), the 401(k) Plan, the 2000 and 2008 Stock Incentive Plans, and the 2003 and 2013 Non-Employee Directors Stock Plans. In addition, Registrant purchased 566,258 and 553,067 Common Shares on the open market during the nine months ended September 30, 2014 and 2013, respectively, under Registrant's 401(k) Plan and the DRP.

On March 27, 2014, AWR's Board of Directors approved a stock repurchase program, authorizing AWR to repurchase up to 1.25 million shares of its Common Shares from time to time through June 30, 2016. Pursuant to this program, Registrant repurchased 231,298 Common Shares on the open market during the nine months ended September 30, 2014.

During the three months ended September 30, 2014 and 2013, AWR paid quarterly dividends of approximately $8.2 million, or $0.213 per share, and $7.8 million, or $0.2025 per share, respectively. During the nine months ended September 30, 2014 and 2013 AWR paid quarterly dividends to shareholders of approximately $23.9 million, or $0.6180 per share, and $21.5 million, or $0.5575 per share, respectively.

On October 28, 2014, AWR's Board of Directors approved a fourth quarter dividend of $0.2130 per share on the Common Shares of AWR. Dividends on the Common Shares will be payable on December 1, 2014 to shareholders of record at the close of business on November 14, 2014.

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Note 4 — Fair Value of Financial Instruments:

For cash and cash equivalents, accounts receivable, accounts payable and short-term debt, the carrying amount is assumed to approximate fair value due to the short-term nature of the amounts. Investments held in a Rabbi Trust for the supplemental executive retirement plan are measured at fair value and totaled $8.7 million as of September 30, 2014. All equity investments in the Rabbi Trust are Level 1 investments in mutual funds. The investments held in the Rabbi Trust are included in Other Property and Investments on Registrant's balance sheets.

The accounting guidance for fair value measurements applies to all financial assets and financial liabilities that are being measured and reported on a fair value basis. Under the accounting guidance, GSWC makes fair value measurements that are classified and disclosed in one of the following three categories:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2: Quoted prices in markets that are not active or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability; or

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The table below estimates the fair value of long-term debt held by GSWC. The fair values as of September 30, 2014 and December 31, 2013 have been determined using rates for similar financial instruments of the same duration utilizing level 2 methods and assumptions. The interest rates used for the September 30, 2014 valuation decreased as compared to December 31, 2013, increasing the fair value of long-term debt as of September 30, 2014. Changes in the assumptions will produce differing results.

	September 30, 2014		December 31, 2013	
(dollars in thousands)	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial liabilities:				
Long-term debt—GSWC	$317,099	$419,881	$332,377	$412,590

Note 5 — Income Taxes:

As a regulated utility, GSWC treats certain temporary differences as flow-through adjustments in computing its income tax provision consistent with the income tax approach approved by the CPUC for ratemaking purposes. Flow-through adjustments increase or decrease tax expense in one period, with an offsetting decrease or increase occurring in another period. Giving effect to these temporary differences as flow-through adjustments typically results in a greater variance between the effective tax rate ("ETR") and the statutory federal income tax rate in any given period than would otherwise exist if GSWC were not required to account for its income taxes as a regulated enterprise. The GSWC ETR was 40.7% and 38.2% for the three months ended September 30, 2014 and 2013, respectively, and 40.5% and 40.1% for the nine months ended September 30, 2014 and 2013, respectively. The GSWC ETRs deviated from the statutory rate primarily due to state taxes and differences between book and taxable income that are treated as flow-through adjustments in accordance with regulatory requirements (primarily related to plant, rate-case and compensation items), as well as permanent items.

Changes in Tax Law:

In September 2013, the U.S. Treasury Department issued final regulations related to the tax treatment of tangible property, including guidance on expensing certain repair and maintenance expenditures. The regulations are effective for tax years beginning on or after January 1, 2014. Registrant's current tax treatment of tangible property continues to be permitted; however, Registrant is evaluating its water-pipeline tax repair-cost method, as well as other tax-method changes pursuant to these regulations. If Registrant adopts new methods, the impact to total income tax expense and the effective tax rate is not expected to be significant.

In January 2013, the American Taxpayer Relief Act of 2012 extended 50% bonus depreciation for qualifying property through 2013. Although this change in law reduced AWR's current taxes payable, it did not reduce its total income tax expense or ETR.

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Note 6 — Employee Benefit Plans:

The components of net periodic benefit costs, before allocation to the overhead pool, for Registrant's pension plan, postretirement plan and Supplemental Executive Retirement Plan ("SERP") for the three and nine months ended September 30, 2014 and 2013 are as follows:

	For The Three Months Ended September 30,					
	Pension Benefits		Other Postretirement Benefits		SERP	
(dollars in thousands)	2014	2013	2014	2013	2014	2013
Components of Net Periodic Benefits Cost:						
Service cost	$1,411	$1,742	$63	$106	$192	$201
Interest cost	1,880	1,727	111	113	154	129
Expected return on plan assets	(2,225)	(1,894)	(114)	(95)	—	—
Amortization of transition	—	—	105	105	—	—
Amortization of prior service cost (benefit)	30	30	(50)	(50)	40	40
Amortization of actuarial (gain) loss	—	720	(115)	—	35	85
Net periodic pension cost under accounting standards	1,096	2,325	—	179	421	455
Regulatory adjustment — deferred	374	(521)	—	—	—	—
Total expense recognized, before allocation to overhead pool	$1,470	$1,804	$—	$179	$421	$455

	For The Nine Months Ended September 30,					
	Pension Benefits		Other Postretirement Benefits		SERP	
(dollars in thousands)	2014	2013	2014	2013	2014	2013
Components of Net Periodic Benefits Cost:						
Service cost	$4,233	$5,226	$261	$318	$576	$603
Interest cost	5,640	5,181	371	339	462	387
Expected return on plan assets	(6,675)	(5,682)	(340)	(285)	—	—
Amortization of transition	—	—	313	315	—	—
Amortization of prior service cost (benefit)	89	90	(150)	(150)	120	120
Amortization of actuarial (gain) loss	—	2,160	(247)	—	105	255
Net periodic pension cost under accounting standards	3,287	6,975	208	537	1,263	1,365
Regulatory adjustment — deferred	1,123	(1,440)	—	—	—	—
Total expense recognized, before allocation to overhead pool	$4,410	$5,535	$208	$537	$1,263	$1,365

During the three and nine months ended September 30, 2014, Registrant contributed $8.2 million to the pension plan.

Regulatory Adjustment:

In May 2013, the CPUC issued a final decision that authorized GSWC to utilize a two-way balancing account for its water regions and the general office to track differences between the forecasted annual pension expenses adopted in rates and the actual annual expense recorded by GSWC in accordance with the accounting guidance for pension costs.

As of September 30, 2014, GSWC has a $3.2 million under-collection in the two-way pension balancing account included as part of the pension regulatory asset (Note 2).

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Affordable Care Act:
In 2010, the Patient Protection and Affordable Care Act ("Affordable Care Act") was passed and was to become effective in 2014. In July 2013, compliance with the employer mandate and certain reporting requirements under the Affordable Care Act were delayed until 2015. Registrant’s health care plan meets the current requirements of the Affordable Care Act for the majority of its employees. Registrant continues to assess the impact of the Affordable Care Act on its health care benefit costs, but does not expect it to have a material impact in the near future on Registrant's consolidated financial position, results of operations or cash flows.

Note 7 — Contingencies:

Condemnation of Properties:

The laws of the State of California provide for the acquisition of public utility property by governmental agencies through their power of eminent domain, also known as condemnation, where doing so is necessary and in the public interest. In addition, these laws provide: (i) that the owner of utility property may contest whether the condemnation is actually necessary and in the public interest, and (ii) that the owner is entitled to receive the fair market value of its property if the property is ultimately taken.
Claremont System:
The City of Claremont ("Claremont" or "the City") located in GSWC’s Region III, has expressed various concerns to GSWC about rates charged by GSWC and the effectiveness of the CPUC’s rate-setting procedures. In November 2012 and again in September 2013, Claremont made offers to acquire GSWC’s water system servicing Claremont. GSWC rejected both offers and informed the City that the system is not for sale. Claremont continues to express a desire to potentially take the system by eminent domain.
On July 31, 2014, the City passed a resolution calling for a special election to be held November 4, 2014 for the purpose of authorizing the issuance of $135.0 million in water revenue bonds by the City to finance the acquisition of the system. GSWC serves approximately 11,000 customers in Claremont.
Ojai System:
In April 2011, an organization called Ojai FLOW ("Friends of Locally Owned Water") started a local campaign for the Casitas Municipal Water District ("CMWD") to purchase GSWC’s Ojai water system. In March 2013, CMWD passed resolutions authorizing the establishment of a Community Facilities District, an entity authorized pursuant to the Mello-Roos Community Facilities District Act of 1982 ("Mello-Roos Act") and the issuance of bonds to finance the potential acquisition of GSWC’s Ojai system by eminent domain. In August 2013, Ojai residents approved the levying of a special tax to satisfy the planned bond obligations. GSWC filed a petition in the Superior Court, Ventura County, which, among other things, challenged the legality of CMWD’s effort to utilize the Mello-Roos Act to acquire property by eminent domain and to fund legal and expert costs of the planned condemnation. Ojai FLOW members filed a motion with the Superior Court asking that all residents of GSWC’s Ojai service area be certified as class defendants in GSWC's pending action. They contend that the class would later be entitled to sue GSWC for damages if GSWC's challenge is denied. Without deciding whether such a lawsuit would be permitted, the Court granted the motion for class certification. On March 13, 2014, the Court denied GSWC's petition. On April 9, 2014, GSWC filed a Notice of Appeal. GSWC is unable to predict the outcome of the appeal at this time. GSWC serves approximately 3,000 customers in Ojai.

Apple Valley System:
In recent years the Town of Apple Valley has considered a potential condemnation of the water systems serving its area, including GSWC's Apple Valley system. In August 2014, Apple Valley's Town Council issued a request for proposal for an updated feasibility study on the potential acquisition of the water systems. GSWC serves approximately 2,900 customers in the Town of Apple Valley.

Artesia System:

On October 13, 2014, the City of Artesia's City Council approved a request for a feasibility study on the potential acquisition of GSWC's water system in Artesia. GSWC serves approximately 3,300 customers in Artesia.

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Environmental Clean-Up and Remediation:

GSWC has been involved in environmental remediation and clean-up at a plant site ("Chadron Plant") that contained an underground storage tank which was used to store gasoline for its vehicles. This tank was removed from the ground in July 1990 along with the dispenser and ancillary piping. Since then, GSWC has been involved in various remediation activities at this site. Recent analysis indicates that offsite monitoring wells may also be necessary to document effectiveness of remediation.

As of September 30, 2014, the total spent to clean-up and remediate GSWC's plant facility was approximately $4.3 million, of which $1.5 million has been paid by the State of California Underground Storage Tank Fund. Amounts paid by GSWC have been included in rate base and approved by the CPUC for recovery. As of September 30, 2014, GSWC has a regulatory asset and an accrued liability for the estimated additional cost of $1.4 million to complete the clean-up at the site. The estimate includes costs for two years of continued activities of groundwater cleanup and monitoring, future soil treatment and site closure related activities. The ultimate cost may vary as there are many unknowns in remediation of underground gasoline spills and this is an estimate based on currently available information. Management also believes it is probable that the estimated additional costs will be approved in rate base by the CPUC.

Other Litigation:

Registrant is also subject to other ordinary routine litigation incidental to its business. Management believes that rate recovery, proper insurance coverage and reserves are in place to insure against property, general liability and workers' compensation claims incurred in the ordinary course of business. Registrant is unable to predict an estimate of the loss, if any, resulting from any pending suits or administrative proceedings.

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Note 8 — Business Segments:

AWR has three reportable segments, water, electric and contracted services, whereas GSWC has two segments, water and electric. AWR has no material assets other than cash and its investments in its subsidiaries on a stand-alone basis. All activities of GSWC are geographically located within California.

Activities of ASUS and its subsidiaries are conducted in California, Georgia, Maryland, New Mexico, North Carolina, South Carolina, Texas and Virginia. Each of ASUS's wholly-owned subsidiaries is regulated by the state in which the subsidiary primarily conducts water and/or wastewater operations. Fees charged for operations and maintenance and renewal and replacement services are based upon the terms of the contracts with the U.S. government which have been filed with the regulatory commissions in the states in which ASUS's subsidiaries are incorporated.

The tables below set forth information relating to GSWC's operating segments, ASUS and its subsidiaries and other matters. Total assets by segment are not presented below, as certain of Registrant's assets are not tracked by segment. The utility plant amounts are net of respective accumulated provisions for depreciation. Capital additions reflect capital expenditures paid in cash and exclude property installed by developers and conveyed to GSWC.

	As Of And For The Three Months Ended September 30, 2014				
	GSWC		ASUS	AWR	Consolidated
(dollars in thousands)	Water	Electric	Contracts	Parent	AWR
Operating revenues	$96,700	$8,614	$33,013	$—	$138,327
Operating income	31,185	1,161	7,549	—	39,895
Interest expense, net	4,976	319	10	(10)	5,295
Utility plant	950,256	40,333	4,854	—	995,443
Depreciation and amortization expense (1)	9,643	593	313	—	10,549
Income tax expense (benefit)	10,749	270	2,857	(400)	13,476
Capital additions	17,093	726	275	—	18,094

	As Of And For The Three Months Ended September 30, 2013				
	GSWC		ASUS	AWR	Consolidated
(dollars in thousands)	Water	Electric	Contracts	Parent	AWR
Operating revenues	$93,932	$8,849	$28,133	$—	$130,914
Operating income (loss)	31,022	1,262	3,882	(2)	36,164
Interest expense, net	5,297	370	71	(71)	5,667
Utility plant	923,521	40,904	4,034	—	968,459
Depreciation and amortization expense (1)	8,900	574	279	—	9,753
Income tax expense (benefit)	9,812	439	1,343	(1,689)	9,905
Capital additions	27,256	546	68	—	27,870

	As Of And For The Nine Months Ended September 30, 2014				
	GSWC		ASUS	AWR	Consolidated
(dollars in thousands)	Water	Electric	Contracts	Parent	AWR
Operating revenues	$253,689	$27,398	$74,826	$—	$355,913
Operating income (loss)	76,762	4,589	12,358	(46)	93,663
Interest expense, net	15,415	990	132	(72)	16,465
Utility plant	950,256	40,333	4,854	—	995,443
Depreciation and amortization expense (1)	28,840	1,868	896	—	31,604
Income tax expense (benefit)	25,081	1,426	4,603	(1,015)	30,095
Capital additions	50,744	1,406	1,564	—	53,714

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	As Of And For The Nine Months Ended September 30, 2013				
	GSWC		ASUS	AWR	Consolidated
(dollars in thousands)	Water	Electric	Contracts	Parent	AWR
Operating revenues	$247,234	$27,980	$86,947	$—	$362,161
Operating income (loss)	79,557	5,281	12,592	(9)	97,421
Interest expense, net	15,699	1,124	224	(161)	16,886
Utility plant	923,521	40,904	4,034	—	968,459
Depreciation and amortization expense (1)	26,739	1,741	857	—	29,337
Income tax expense (benefit)	25,574	1,983	4,637	(1,892)	30,302
Capital additions	67,397	1,426	236		69,059

(1) Depreciation expense computed on GSWC's transportation equipment of $201,000 and $214,000 for the three months ended September 30, 2014 and 2013, respectively, and $698,000 and $682,000 for the nine months ended September 30, 2014 and 2013, respectively, is recorded in administrative and general expenses.

The following table reconciles total utility plant (a key figure for rate-making) to total consolidated assets (in thousands):

	September 30,	
	2014	2013
Total utility plant	$995,443	$968,459
Other assets	330,672	382,594
Total consolidated assets	$1,326,115	$1,351,053

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Note 9 — Military Privatization:

The 50-year contracts with the U.S. government to operate, maintain and perform construction activities on the water and/or wastewater systems at various military bases are subject to periodic price redeterminations and modifications for changes in circumstances. ASUS has experienced delays in redetermining prices as required by the terms of these contracts. As a result, price redeterminations, when finally approved, can be retrospective and prospective.
In September 2014, the U.S. government approved price redeterminations related to the operations at Fort Bragg, Fort Jackson and Andrews Air Force Base. ASUS received contract modifications from the U.S. government for these price redeterminations, which included retroactive operation and maintenance management fees and retroactive renewal and replacement fees for prior periods. Revenues from operation and maintenance management fees are recognized when services are rendered. Accordingly, ASUS recorded approximately $2.6 million of retroactive revenues and pretax operating income in connection with these contract modifications during the three and nine months ended September 30, 2014. In addition, approximately $6.0 million related to renewal and replacement funds was also recorded in "billings in excess of costs and estimated earnings on uncompleted contracts", which will be recognized in construction revenues (along with the related construction costs) when the work is performed.
Unbilled receivables for ASUS represent completed construction revenues and operation and maintenance management fees earned but not yet billed, and also renewal and replacement fees due from the U.S. government but not yet billed.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

General

The following discussion and analysis provides information on AWR’s consolidated operations and assets and where necessary, includes specific references to AWR’s individual segments and/or other subsidiaries: GSWC and ASUS and its subsidiaries. Included in the following analysis is a discussion of water and electric gross margins. Water and electric gross margins are computed by taking total revenues, less total supply costs. Registrant uses these gross margins and related percentages as an important measure in evaluating its operating results. Registrant believes these measures are useful internal benchmarks in evaluating the performance of GSWC.

The discussions and tables included in the following analysis also present Registrant’s operations in terms of earnings per share by business segment. Registrant believes that the disclosure of earnings per share by business segment provides investors with clarity surrounding the performance of our differing services. Registrant reviews these measurements regularly and compares them to historical periods and to our operating budget. However, these measures, which are not presented in accordance with generally accepted accounting principles (“GAAP”), may not be comparable to similarly titled measures used by other entities and should not be considered as an alternative to operating income or earnings per share, which are determined in accordance with GAAP. A reconciliation of water and electric gross margins to the most directly comparable GAAP measures are included in the table under the sections titled “Operating Expenses: Supply Costs.” Reconciliations to AWR’s diluted earnings per share are included in the discussions under the sections titled “Summary of Third Quarter Results by Segment” and “Summary of Year-to-Date Results by Segment.”

Overview

GSWC's revenues, operating income and cash flows are earned primarily through delivering potable water to homes and businesses in California and the delivery of electricity in the Big Bear area of San Bernardino County, California. Rates charged to GSWC customers are determined by the CPUC. These rates are intended to allow recovery of operating costs and a reasonable rate of return on capital. Factors affecting the financial performance of GSWC are described under Forward-Looking Information and include: the process and timing of setting rates charged to customers; the ability to recover, and the process for recovering in rates, the costs of distributing water and electricity and overhead costs; pressures on water supply caused by the drought in California, changing weather patterns in the West, population growth, more stringent water quality standards and deterioration in water quality and water supply from a variety of causes; fines, penalties and disallowances by the CPUC arising from failures to comply with regulatory requirements; the impact of increased water quality standards and environmental regulations on the cost of operations and capital expenditures; changes in long-term customer demand due to changes in usage patterns as a result of conservation efforts, mandatory regulatory changes impacting the use of water, such as new landscaping or irrigation requirements, recycling of water by the customer and purchases of recycled water by customers from other third parties; and capital expenditures needed to upgrade water systems and increased costs and risks associated with litigation relating to water quality and water supply, including suits initiated by GSWC to protect its water supply. GSWC plans to continue to seek additional rate increases in future years from the CPUC to recover operating and supply costs and receive reasonable returns on invested capital. Capital expenditures in future years at GSWC are expected to remain at higher levels than depreciation expense.

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When necessary, GSWC obtains funds from external sources in the capital markets and from its parent. Funds obtained by GSWC from its parent may be obtained by its parent from external sources in the capital markets, dividends or loans from its subsidiaries and through bank borrowings.

ASUS's revenues, operating income and cash flows are earned by providing water and/or wastewater services, including the operation, maintenance, and construction (including renewal and replacement) of water and/or wastewater systems, at various military installations pursuant to 50-year firm, fixed-price contracts. The contract price for each of these contracts is subject to prospective price redeterminations. Additional revenues generated by contract operations are primarily dependent on new construction activities under contract modifications with the U.S. government or agreements with other third-party prime contractors. As a result, ASUS is subject to risks that are different than those of GSWC. Factors affecting the financial performance of our Military Utility Privatization Subsidiaries are described under Forward-Looking Information and include delays in receiving payments from the U.S. government; the redetermination and equitable adjustment of prices under contracts with the U.S. government; fines, penalties or disallowance of costs by the U.S. government; and termination of contracts and suspension or debarment for a period of time from contracting with the government due to violations of federal law or regulations in connection with military utility privatization activities. ASUS's financial performance is also dependent upon its ability to accurately estimate costs in bidding on firm fixed-price construction contracts and the costs of seeking new contracts for the operation and maintenance and renewal and replacement of water and/or wastewater services at additional military bases and for additional construction work at existing bases. ASUS is actively pursuing utility privatization contracts of other military bases to expand the contracted services segment.

In September 2014, ASUS received retroactive contract modifications from the U.S. government for price redeterminations and other matters related to the operations at Fort Bragg, Fort Jackson and Andrews Air Force Base. As a result, included in earnings for the three and nine months ended September 30, 2014 was approximately $2.6 million in retroactive revenues, or $0.04 per share, related to these contract modifications.

Summary of Third Quarter Results by Segment

The table below sets forth the third quarter diluted earnings per share by business segment:

	Diluted Earnings per Share Three Months Ended		
	9/30/2014	9/30/2013	CHANGE
Water	$0.40	$0.42	$(0.02)
Electric	0.01	0.01	—
Contracted services	0.12	0.06	0.06
AWR (parent)	0.01	0.04	(0.03)
Consolidated diluted earnings per share, as reported	$0.54	$0.53	$0.01

For the three months ended September 30, 2014, diluted earnings from the water segment decreased by $0.02 to $0.40 per share as compared to the same period in 2013. Impacting the comparability of the two periods were the following items:

- An increase in the water gross margin of approximately $1.6 million, or $0.02 per share, due primarily to second-year rate increases approved by the CPUC. This was partially offset by a decrease of $746,000 in revenues with a corresponding decrease in operating expenses, representing a decrease in surcharges billed to customers during the three months ended September 30, 2014 to recover previously incurred costs. These surcharges had no impact on net earnings.
- Excluding supply costs and the impact of the $746,000 of surcharges discussed above, there was an increase in operating expenses of approximately $1.4 million, or $0.02 per share, primarily due to increases in legal and outside services costs and depreciation expense. These increases were partially offset by lower planned maintenance expense.

- An increase in the effective income tax rate, decreasing water earnings by $0.02 per share. The change in the tax rate is primarily due to changes between book and taxable income from items that are treated as flow-through adjustments in accordance with regulatory requirements.

For the three months ended September 30, 2014 and 2013, diluted earnings from the electric segment were $0.01 per share. In February 2012, GSWC filed its electric general rate case for rates in years 2013 through 2016. In May 2014, GSWC along with all of the parties involved in this rate case filed a settlement agreement with the CPUC on the revenue requirement. In September 2014, the CPUC issued a proposed decision on the rate case, adopting the settlement agreement. A final decision from the CPUC is expected in the fourth quarter of 2014. Pending a final decision on this general rate case, electric revenues have been recorded using 2012 adopted levels authorized by the CPUC.

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Diluted earnings from contracted services increased by $0.06 per share during the third quarter of 2014 as compared to the same period in 2013. The increase was due to: (i) the recording of retroactive revenues of $0.04 per share based on the resolution of price redeterminations received during the third quarter of 2014 for the military subsidiaries serving Andrews Air Force Base, Fort Bragg and Fort Jackson, and (ii) an increase in construction activity at these same bases, which added approximately $0.02 per share as compared to the same period in 2013.

Diluted earnings from AWR (parent) decreased $0.03 per share as compared to the same period in 2013 due primarily to a cumulative tax benefit recorded during the third quarter of 2013 for deductions taken related to an employee benefit program, with no similar cumulative benefit recorded in 2014.

Summary of Year-to-Date Results by Segment

The table below sets forth the year-to-date diluted earnings per share by business segment:

	Diluted Earnings per Share		
	Nine Months Ended		
	9/30/2014	9/30/2013	CHANGE
Water	$0.94	$1.00	$(0.06)
Electric	0.06	0.06	—
Contracted services	0.20	0.20	—
AWR (parent)	0.02	0.05	(0.03)
Consolidated diluted earnings per share, as reported	$1.22	$1.31	$(0.09)

For the nine months ended September 30, 2014, diluted earnings from the water segment were $0.94 per share, as compared to $1.00 per share for the same period of 2013. In May 2013, the CPUC issued a final decision on GSWC's water rate case which approved, among other things, recovery of $3.1 million of previously incurred costs. The approval of these items increased earnings for the nine months ended September 30, 2013 by $0.05 per share, with no similar item in 2014. Excluding this $0.05 per share impact, diluted earnings from the water segment decreased by $0.01 per share for the nine months ended September 30, 2014 as compared to the same period in 2013. Impacting the comparability of the two periods were the following items:

- An increase in the water gross margin, increasing earnings by $0.04 per share, due primarily to second-year rate increases approved by the CPUC. There was also an increase of approximately $1.7 million in revenues with a corresponding increase in operating expenses, representing surcharges billed to customers during the nine months ended September 30, 2014 to recover previously incurred costs. These surcharges had no impact on net earnings.
- Excluding supply costs, the one-time recovery of previously incurred costs and the impact of the $1.7 million of surcharges discussed above, there was an increase in operating expenses of approximately $2.6 million, or $0.04 per share, primarily due to increases in outside services costs, chemical and water treatment costs, labor costs, bad debt expense and depreciation expense. These increases were partially offset by lower planned maintenance expense.
- An increase in the effective income tax rate, decreasing water earnings by $0.01 per share. The change in the tax rate is primarily due to changes between book and taxable income from items that are treated as flow-through adjustments in accordance with regulatory requirements.

For the nine months ended September 30, 2014 and 2013, diluted earnings from the electric segment were $0.06 per share. In May 2013, the CPUC approved the recovery of legal and outside service costs in connection with the CPUC's renewables portfolio standard. As a result, in the second quarter of 2013, GSWC recorded an $834,000 reduction in legal and outside services costs, increasing earnings by $0.01 per share. There was no similar reduction in 2014. This was offset by a decrease in the electric effective income tax rate for the nine months ended September 30, 2014, increasing earnings by $0.01 per share.

For the nine months ended September 30, 2014 and 2013, diluted earnings from contracted services were $0.20 per share. Price redeterminations at Fort Bragg, Fort Jackson and Andrews Air Force Base were resolved during the third quarter of 2014 resulting in retroactive revenues which increased diluted earnings by $0.04 per share as compared to the same period in 2013. There was also a decrease in outside services costs during the nine months ended September 30, 2014. These increases to earnings were offset by a decrease in construction activity as a result of significant work on several projects being substantially completed during 2013, with less work performed during 2014.

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Diluted earnings from AWR (parent) decreased $0.03 per share as compared to the same period in 2013 due primarily to a cumulative tax benefit recorded during the third quarter of 2013 for deductions taken related to an employee benefit program, with no similar cumulative benefit recorded in 2014.

The following discussion and analysis provides information on AWR's consolidated operations and, where necessary, includes specific references to AWR's individual segments and/or other subsidiaries: GSWC and ASUS and its subsidiaries.

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Consolidated Results of Operations — Three Months Ended September 30, 2014 and 2013 (amounts in thousands, except per share amounts):

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	$ CHANGE	% CHANGE
OPERATING REVENUES				
Water	$96,700	$93,932	$2,768	2.9 %
Electric	8,614	8,849	(235)	(2.7)%
Contracted services	33,013	28,133	4,880	17.3 %
Total operating revenues	138,327	130,914	7,413	5.7 %
OPERATING EXPENSES				
Water purchased	17,837	19,246	(1,409)	(7.3)%
Power purchased for pumping	3,914	3,414	500	14.6 %
Groundwater production assessment	4,291	4,656	(365)	(7.8)%
Power purchased for resale	2,383	3,386	(1,003)	(29.6)%
Supply cost balancing accounts	3,179	(1,003)	4,182	(416.9)%
Other operation	6,958	7,185	(227)	(3.2)%
Administrative and general	20,178	20,083	95	0.5 %
Depreciation and amortization	10,549	9,753	796	8.2 %
Maintenance	4,390	4,666	(276)	(5.9)%
Property and other taxes	4,359	4,108	251	6.1 %
ASUS construction	20,430	19,256	1,174	6.1 %
Net gain on sale of property	(36)	—	(36)	(100)%
Total operating expenses	98,432	94,750	3,682	3.9 %
OPERATING INCOME	39,895	36,164	3,731	10.3 %
OTHER INCOME AND EXPENSES				
Interest expense	(5,519)	(5,852)	333	(5.7)%
Interest income	224	185	39	21.1 %
Other, net	47	247	(200)	(81.0)%
	(5,248)	(5,420)	172	(3.2)%
INCOME FROM OPERATIONS BEFORE INCOME TAX EXPENSE	34,647	30,744	3,903	12.7 %
Income tax expense	13,476	9,905	3,571	36.1 %
NET INCOME	$21,171	$20,839	$332	1.6 %
Basic earnings per Common Share	$0.54	$0.54	$—	— %
Fully diluted earnings per Common Share	$0.54	$0.53	$0.01	1.9 %

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Operating Revenues:

General

Registrant relies upon approvals by the CPUC of rate increases to recover operating expenses and to provide for a return on invested and borrowed capital used to fund utility plant for GSWC. Registrant relies on price redeterminations and equitable adjustments by the U.S. government in order to recover operating expenses and provide a profit margin for ASUS. If adequate rate relief or price redeterminations are not granted in a timely manner, current operating revenues and earnings can be negatively impacted. ASUS's earnings are also impacted by the level of additional construction projects at the Military Utility Privatization Subsidiaries, which may or may not continue at current levels in future periods.

Water

For the three months ended September 30, 2014, revenues from water operations increased $2.8 million to $96.7 million. During 2014, the CPUC approved an increase in rates to specifically cover increases in supply costs experienced in certain rate-making areas. This $2.0 million revenue increase is offset by a corresponding $2.0 million increase in supply cost, resulting in no impact to the water gross margin. There was also an increase in water revenues due to second-year rate increases approved by the CPUC effective January 1, 2014 for certain rate-making areas. These increases were partially offset by a $746,000 decrease in surcharges during the three months ended September 30, 2014 to recover previously incurred costs approved by the CPUC. Certain surcharges implemented in 2013 were twelve months in duration and expired during 2014. The decrease in revenues from these surcharges is offset by a corresponding decrease in operating expenses (primarily administrative and general) resulting in no impact to pretax operating income.

Billed water consumption for the third quarter of 2014 decreased by approximately 6.0% as compared to the same period in 2013 due to conservation efforts. A change in consumption does not have a significant impact on revenues due to the CPUC-approved WRAM account in place in all three water regions. GSWC records the difference between what it bills its water customers and that which is authorized by the CPUC in the WRAM accounts as regulatory assets or liabilities.

Electric

For the three months ended September 30, 2014, revenues from electric operations were $8.6 million as compared to $8.8 million for the same period in 2013. As previously discussed, pending a final decision on the BVES rate case, electric revenues have been recorded using 2012 adopted levels authorized by the CPUC.

Billed electric usage decreased by approximately 1.1% during the three months ended September 30, 2014 as compared to the three months ended September 30, 2013. Due to the CPUC approved BRRAM, which adjusts certain revenues to adopted levels authorized by the CPUC, this change in usage did not have a significant impact on earnings.

Contracted Services

Revenues from contracted services are composed of construction revenues (including renewals and replacements) and management fees for operating and maintaining the water and/or wastewater systems at military bases. For the three months ended September 30, 2014, revenues from contracted services were $33.0 million as compared to $28.1 million for the same period in 2013. This increase was partially due to the resolution of price redeterminations at Fort Bragg, Fort Jackson and Andrews Air Force Base during the third quarter of 2014, which resulted in the recording of approximately $2.6 million in retroactive revenues. There was also an increase in construction activity at these bases as compared to the same period in 2013.

ASUS subsidiaries continue to enter into U.S. government awarded contract modifications and agreements with third-party prime contractors for new construction projects at the Military Utility Privatization Subsidiaries. During the third quarter of 2014, the U.S. government awarded ASUS approximately $27.0 million in new construction projects, the majority of which are expected to be completed during the next twelve months. Earnings and cash flows from modifications to the original 50-year contracts with the U.S. government and agreements with third-party prime contractors for additional construction projects may or may not continue in future periods.

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Operating Expenses:

Supply Costs

Supply costs for the water segment consist of purchased water, purchased power for pumping, groundwater production assessments and water supply cost balancing accounts. Supply costs for the electric segment consist of purchased power for resale, the cost of natural gas used by BVES's generating unit, the cost of renewable energy credits and the electric supply cost balancing account. Water and electric gross margins are computed by taking total revenues, less total supply costs. Registrant uses these gross margins and related percentages as an important measure in evaluating its operating results. Registrant believes this measure is a useful internal benchmark in evaluating the utility business performance within its water and electric segments. Registrant reviews these measurements regularly and compares them to historical periods and to its operating budget. However, this measure, which is not presented in accordance with GAAP, may not be comparable to similarly titled measures used by other entities and should not be considered as an alternative to operating income, which is determined in accordance with GAAP.

Total supply costs comprise the largest segment of total operating expenses. Supply costs accounted for approximately 32.1% and 31.3% of total operating expenses for the three months ended September 30, 2014 and 2013, respectively.

The table below provides the amount of increases (decreases) and percent changes in water and electric revenues, supply costs and gross margin during the three months ended September 30, 2014 and 2013 (dollar amounts in thousands):

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	$ CHANGE	% CHANGE
WATER OPERATING REVENUES (1)	$96,700	$93,932	$2,768	2.9 %
WATER SUPPLY COSTS:				
Water purchased (1)	$17,837	$19,246	$(1,409)	(7.3)%
Power purchased for pumping (1)	3,914	3,414	500	14.6 %
Groundwater production assessment (1)	4,291	4,656	(365)	(7.8)%
Water supply cost balancing accounts (1)	1,994	(1,226)	3,220	(262.6)%
TOTAL WATER SUPPLY COSTS	$28,036	$26,090	$1,946	7.5 %
WATER GROSS MARGIN (2)	$68,664	$67,842	$822	1.2 %
PERCENT MARGIN - WATER	71.0 %	72.2 %		
ELECTRIC OPERATING REVENUES (1)	$8,614	$8,849	$(235)	(2.7)%
ELECTRIC SUPPLY COSTS:				
Power purchased for resale (1)	$2,383	$3,386	$(1,003)	(29.6)%
Electric supply cost balancing accounts (1)	1,185	223	962	431.4 %
TOTAL ELECTRIC SUPPLY COSTS	$3,568	$3,609	$(41)	(1.1)%
ELECTRIC GROSS MARGIN (2)	$5,046	$5,240	$(194)	(3.7)%
PERCENT MARGIN - ELECTRIC	58.6 %	59.2 %		

(1) As reported on AWR's Consolidated Statements of Income, except for supply cost balancing accounts. The sum of water and electric supply cost balancing accounts in the table above are shown on AWR's Consolidated Statements of Income and totaled $3,179,000 and $(1,003,000) for the three months ended September 30, 2014 and 2013, respectively. Revenues include surcharges, which increase both revenues and operating expenses by corresponding amounts, thus having no net earnings impact.

(2) Water and electric gross margins do not include any depreciation and amortization, maintenance, administrative and general, property or other taxes or other operation expenses.

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Two of the principal factors affecting water supply costs are the amount of water produced and the source of the water. Generally, the variable cost of producing water from wells is less than the cost of water purchased from wholesale suppliers. Under the MCBA, GSWC tracks adopted and actual expense levels for purchased water, power purchased for pumping and pump taxes, as established by the CPUC. GSWC records the variances (which include the effects of changes in both rate and volume) between adopted and actual purchased water, purchased power and pump tax expenses. GSWC recovers from or refunds to customers the amount of such variances. GSWC tracks these variances individually for each water ratemaking area.

The overall actual percentages of purchased water for the three months ended September 30, 2014 and 2013 were 36.7% and 36.9%, respectively, as compared to the adopted percentages of approximately 37.8% and 37.6%, respectively. The overall water gross margin percent was 71.0% in the third quarter of 2014 as compared to 72.2% for the same period of 2013. The decrease in the overall water gross margin as a percentage of total water revenue was primarily due to CPUC-approved increases in rates to specifically cover increases in supply costs experienced in certain rate-making areas. This $2.0 million increase in revenues is offset by a corresponding $2.0 million increase in supply cost, resulting in no impact to the water gross dollar margin but lowering the gross margin as a percentage of total water revenues.

Purchased water costs for the three months ended September 30, 2014 decreased to $17.8 million as compared to $19.2 million for the same period in 2013 primarily due to a decrease in customer water usage, partially offset by increases in wholesale water costs.

For the three months ended September 30, 2014 and 2013, the cost of power purchased for pumping was approximately $3.9 million and $3.4 million, respectively, primarily due to increases in pumped water and average electric costs. Groundwater production assessments decreased $365,000 due to the timing of assessments levied by government agencies, whereby, assessments were levied during the second quarter of 2014 as compared to being levied during the third quarter of 2013.

The water supply cost balancing account increased $3.2 million during the three months ended September 30, 2014 as compared to the same period in 2013 due to an increase in rates specifically to cover increases in supply cost for certain rate-making areas. This increase in revenues is offset by a corresponding increase in the water supply cost balancing account, resulting in no impact to the water gross margin. There were also lower than adopted supply costs and a decrease in customer water usage.

For the three months ended September 30, 2014, the cost of power purchased for resale to customers in GSWC’s BVES division decreased to $2.4 million, as compared to $3.4 million for the three months ended September 30, 2013, due to a decrease in the average price per megawatt-hour (“MWh”) and a decrease in customer usage during the third quarter of 2014. The average price per MWh decreased from $66.62 per MWh for the three months ended September 30, 2013 to $51.20 for the same period in 2014. Customer usage also decreased 1.1% as compared to the three months ended September 30, 2013. The electric supply cost balancing account included in total supply costs increased by $962,000 due to the decrease in the average price per MWh.

Other Operation

The primary components of other operation expenses for GSWC include payroll, materials and supplies, chemicals and water treatment costs and outside service costs of operating the regulated water systems, including the costs associated with water transmission and distribution, pumping, water quality, meter reading, billing and operations of district offices. Registrant’s contracted services operations incur many of the same types of expenses as well. For the three months ended September 30, 2014 and 2013, other operation expenses by business segment consisted of the following (dollar amounts in thousands):

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	$ CHANGE	% CHANGE
Water Services	$5,535	$5,938	$(403)	(6.8)%
Electric Services	688	568	120	21.1%
Contracted Services	735	679	56	8.2%

Total other operation	$6,958	$7,185	$(227)	(3.2)%

For the three months ended September 30, 2014, other operation expenses for water services decreased by $403,000 due primarily to a decrease of $203,000 in billed surcharges (with a corresponding decrease in revenues). As discussed previously, these surcharges had no impact on net earnings. There was also a decrease in bad debt expense and other miscellaneous operation-related costs.

For the three months ended September 30, 2014, other operation expenses for electric services increased by $120,000 due to higher outside service costs related to the operation of BVES's generating unit.

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Administrative and General

Administrative and general expenses include payroll related to administrative and general functions, the related employee benefits, insurance expenses, outside legal and consulting fees, regulatory utility commission expenses, expenses associated with being a public company and general corporate expenses charged to expense accounts. For the three months ended September 30, 2014 and 2013, administrative and general expenses by business segment, including AWR (parent), consisted of the following (dollar amounts in thousands):

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	$ CHANGE	% CHANGE
Water Services	$15,116	$14,595	$521	3.6 %
Electric Services	2,145	2,412	(267)	(11.1)%
Contracted Services	2,916	3,072	(156)	(5.1)%
AWR (parent)	1	4	(3)	(75.0)%
Total administrative and general	$20,178	$20,083	$95	0.5 %

For the three months ended September 30, 2014, administrative and general expenses for water services was $15.1 million as compared to $14.6 million for the same period in 2013. There was an $820,000 reduction in billed surcharges related to pension and outside services costs, which reduced administrative and general expenses by a corresponding amount of $820,000. Excluding this decrease in surcharges, which have no impact on earnings, administrative and general expenses for water services increased by approximately $1.3 million due to an increase in legal and outside services costs.

For the three months ended September 30, 2014, administrative and general expenses for electric services decreased by $267,000 as compared to the three months ended September 30, 2013 due primarily to decreases in pension, insurance and general office allocation expenses.

Depreciation and Amortization

For the three months ended September 30, 2014 and 2013, depreciation and amortization by business segment consisted of the following (dollar amounts in thousands):

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	$ CHANGE	% CHANGE
Water Services	$9,643	$8,900	$743	8.3 %
Electric Services	593	574	19	3.3 %
Contracted Services	313	279	34	12.2 %
Total depreciation and amortization	$10,549	$9,753	$796	8.2 %

For the three months ended September 30, 2014, depreciation and amortization expense for water and electric services increased overall by $762,000 to $10.2 million compared to $9.5 million for the three months ended September 30, 2013 due primarily to approximately $93.0 million of additions to utility plant during 2013.

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Maintenance

For the three months ended September 30, 2014 and 2013, maintenance expense by business segment consisted of the following (dollar amounts in thousands):

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	$ CHANGE	% CHANGE
Water Services	$3,533	$4,031	$(498)	(12.4)%
Electric Services	232	208	24	11.5%
Contracted Services	625	427	198	46.4%
Total maintenance	$4,390	$4,666	$(276)	(5.9)%

Maintenance expense for water services decreased by $498,000 due to a higher level of planned maintenance performed in 2013. Planned maintenance expense for water services is expected to be lower in 2014 than in 2013.

Maintenance expense for contracted services increased $198,000 due to increased planned maintenance performed at various military bases during the three months ended September 30, 2014 as compared to the same period in 2013.

Property and Other Taxes

For the three months ended September 30, 2014 and 2013, property and other taxes by business segment consisted of the following (dollar amounts in thousands):

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	$ CHANGE	% CHANGE
Water Services	$3,652	$3,358	$294	8.8%
Electric Services	227	214	13	6.1%
Contracted Services	480	536	(56)	(10.4)%
Total property and other taxes	$4,359	$4,108	$251	6.1%

Overall property and other taxes for the three months ended September 30, 2014 increased $251,000 due primarily to an increase in property taxes for the water services segments.

ASUS Construction

For the three months ended September 30, 2014, construction expenses for contracted services were $20.4 million, increasing $1.2 million compared to the same period in 2013 due primarily to an increase in construction activity at Fort Bragg.

Interest Expense

For the three months ended September 30, 2014 and 2013, interest expense by business segment, including AWR (parent) consisted of the following (dollar amounts in thousands):

Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	$ CHANGE	% CHANGE

Water Services	$5,187	$5,442	$(255)	(4.7)%
Electric Services	322	373	(51)	(13.7)%
Contracted Services	12	77	(65)	(84.4)%
AWR (parent)	(2)	(40)	38	(95.0)%
Total interest expense	$5,519	$5,852	$(333)	(5.7)%

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For the three months ended September 30, 2014, interest expense decreased $333,000 due largely to the redemption of $15.0 million of certain long-term notes in July 2014 as well as certain debt maturing during the fourth quarter of 2013.

Interest Income

For the three months ended September 30, 2014 and 2013, interest income by business segment, including AWR (parent), consisted of the following (dollar amounts in thousands):

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	$ CHANGE	% CHANGE
Water Services	$211	$145	$66	45.5 %
Electric Services	3	3	—	— %
Contracted Services	2	6	(4)	(66.7)%
AWR (parent)	8	31	(23)	(74.2)%
Total interest income	$224	$185	$39	21.1 %

Other, net

For the three months ended September 30, 2014, other income decreased by approximately $200,000 due primarily to lower gains from investments held in a Rabbi Trust for the Supplemental Executive Retirement Plan as compared to the same period in 2013.

Income Tax Expense

For the three months ended September 30, 2014 and 2013, income tax expense by business segment, including AWR (parent), consisted of the following (dollar amounts in thousands):

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	$ CHANGE	% CHANGE
Water Services	$10,749	$9,812	$937	9.5 %
Electric Services				