

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2024

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 001-37756

Global Water Resources, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

90-0632193

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

21410 N. 19th Avenue #220

Phoenix, Arizona

85027

(Address of principal executive offices)

(Zip Code)

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	GWRS	The NASDAQ Stock Market, LLC

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Smaller reporting company ☒

Emerging growth company ☐

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

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

As of August 7, 2024, the registrant had 24,217,410 shares of common stock, \$0.01 par value per share, outstanding.

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ITEM 1. FINANCIAL STATEMENTS

GLOBAL WATER RESOURCES, INC.
CONDENSED CONSOLIDATED BALANCE SHEET
(in thousands, except share and per share amounts)
(Unaudited)

	June 30, 2024	December 31, 2023
ASSETS		
PROPERTY, PLANT AND EQUIPMENT:		
Land	\$ 2,674	\$ 2,674
Depreciable property, plant and equipment	417,463	414,170
Construction work-in-progress	59,095	48,147
Other	697	697
Less accumulated depreciation	(147,984)	(142,367)
Net property, plant and equipment	331,945	323,321
CURRENT ASSETS:		
Cash and cash equivalents	18,148	3,087
Accounts receivable, net	2,848	2,845
Customer payments in-transit	604	543
Unbilled revenue	3,406	2,755
Taxes, prepaid expenses and other current assets	1,874	2,494
Total current assets	26,880	11,724
OTHER ASSETS:		
Goodwill	9,486	10,820
Intangible assets, net	8,573	8,841
Regulatory assets	4,197	2,898
Restricted cash	1,548	1,676
Right-of-use assets	1,753	1,741
Other noncurrent assets	78	74
Total other assets	25,635	26,050
TOTAL ASSETS	\$ 384,460	\$ 361,095
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 1,133	\$ 1,027
Accrued expenses	7,168	7,129
Customer and meter deposits	1,596	1,628
Long-term debt, current portion	3,882	3,880
Leases, current portion	655	553
Total current liabilities	14,434	14,217
NONCURRENT LIABILITIES:		
Line of credit	—	2,315
Long-term debt	119,070	101,341
Long-term lease liabilities	1,292	1,370
Deferred revenue - ICFA	19,974	19,656
Regulatory liabilities	5,875	6,076
Advances in aid of construction	116,389	111,529
Contributions in aid of construction, net	39,062	36,409
Deferred income tax liabilities, net	9,083	8,284
Acquisition liabilities	3,013	3,048
Other noncurrent liabilities	8,653	8,230
Total noncurrent liabilities	322,411	298,258
Total liabilities	336,845	312,475
Commitments and contingencies (Refer to Note 13)		
SHAREHOLDERS' EQUITY:		
Common stock, \$0.01 par value, 60,000,000 shares authorized; 24,561,035 and 24,492,918 shares issued as of June 30, 2024 and December 31, 2023, respectively.	240	240
Treasury stock, 343,625 and 317,677 shares at June 30, 2024 and December 31, 2023, respectively.	(2)	(2)
Paid in capital	46,671	47,585
Retained earnings	706	797
Total shareholders' equity	47,615	48,620
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 384,460	\$ 361,095

See accompanying notes to the condensed consolidated financial statements

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
REVENUES:				
Water services	\$ 6,668	\$ 6,557	\$ 11,894	\$ 11,396
Wastewater and recycled water services	6,842	6,443	13,226	12,464
Unregulated revenues	—	—	—	2,268
Total revenues	13,510	13,000	25,120	26,128
OPERATING EXPENSES:				
Operations and maintenance	3,485	3,181	6,769	5,970
General and administrative	4,232	4,104	8,357	8,011
Depreciation and amortization	2,996	2,705	5,930	5,360
Total operating expenses	10,713	9,990	21,056	19,341
OPERATING INCOME	2,797	3,010	4,064	6,787
OTHER INCOME (EXPENSE):				
Interest income	266	2	504	7
Interest expense	(1,507)	(1,281)	(3,073)	(2,449)
Allowance for equity funds used during construction	237	216	444	515
Other, net	535	523	1,330	941
Total other expense	(469)	(540)	(795)	(986)
INCOME BEFORE INCOME TAXES	2,328	2,470	3,269	5,801
INCOME TAX EXPENSE	(598)	(731)	(848)	(1,596)
NET INCOME	\$ 1,730	\$ 1,739	\$ 2,421	\$ 4,205
Basic earnings per common share				
Basic earnings per common share	\$ 0.07	\$ 0.07	\$ 0.10	\$ 0.18
Diluted earnings per common share				
Diluted earnings per common share	\$ 0.07	\$ 0.07	\$ 0.10	\$ 0.17
Dividends declared per common share				
Dividends declared per common share	\$ 0.08	\$ 0.07	\$ 0.15	\$ 0.15
Weighted average number of common shares used in the determination of:				
Basic	24,199,472	23,958,205	24,187,586	23,914,866
Diluted	24,308,524	24,038,902	24,306,316	24,033,994

See accompanying notes to the condensed consolidated financial statements

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

	Common Stock Shares	Common Stock	Treasury Stock Shares	Treasury Stock	Paid-in Capital	Retained Earnings	Total Equity
BALANCE - December 31, 2022	24,095,139	\$ 239	(224,093)	\$ (2)	\$ 44,157	\$ —	\$ 44,394
Dividend declared \$0.07 per share	—	—	—	—	—	(1,778)	(1,778)
Stock compensation	—	—	—	—	299	—	299
Net income	—	—	—	—	—	2,466	2,466
BALANCE - March 31, 2023	24,095,139	239	(224,093)	(2)	44,456	688	45,381
Dividend declared \$0.07 per share	—	—	—	—	(55)	(1,739)	(1,794)
Issuance of Common Stock	230,000	1	—	—	2,747	—	2,748
Stock option exercise	152,113	—	(82,642)	—	—	—	—
Stock compensation	—	—	—	—	(47)	—	(47)
Net income	—	—	—	—	—	1,739	1,739
BALANCE - June 30, 2023	24,477,252	240	(306,735)	(2)	47,101	688	48,027
BALANCE - December 31, 2023	24,492,918	240	(317,677)	(2)	47,585	797	48,620
Dividend declared \$0.08 per share	—	—	—	—	(1,128)	(691)	(1,819)
Stock option exercise	5,277	—	(4,405)	—	198	—	198
Net income	—	—	—	—	—	691	691
BALANCE - March 31, 2024	24,498,195	240	(322,082)	(2)	46,655	797	47,690
Dividend declared \$0.075 per share	—	—	—	—	—	(1,821)	(1,821)
Stock compensation	62,840	—	(21,543)	—	16	—	16
Net income	—	—	—	—	—	1,730	1,730
BALANCE - June 30, 2024	24,561,035	\$ 240	(343,625)	\$ (2)	\$ 46,671	\$ 706	\$ 47,615

See accompanying notes to the condensed consolidated financial statements

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

	Six Months Ended June 30,	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 2,421	\$ 4,205
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,930	5,360
Deferred compensation	595	734
Deferred income tax expense	838	1,090
Allowance for equity funds used during construction	(444)	(515)
Provision for credit losses	35	35
Amortization of deferred debt issuance costs and discounts	41	22
Gain on disposal of fixed assets	(17)	(66)
Right of use amortization	214	192
Changes in assets and liabilities		
Accounts receivable	(38)	(885)
Other current assets	(91)	694
Accounts payable and other current liabilities	101	392
Other noncurrent assets	(21)	160
Other noncurrent liabilities	4,007	1,237
Net cash provided by operating activities	<u>13,571</u>	<u>12,655</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(12,207)	(13,693)
Cash paid for acquisitions, net of cash acquired	—	(6,246)
Other	(4)	—
Net cash used in investing activities	<u>(12,211)</u>	<u>(19,939)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Dividends paid	(3,640)	(3,572)
Advances in aid of construction	2,215	420
Payments for taxes related to net shares settlement of equity awards	(268)	(357)
Principal payments under finance leases	(110)	(258)
Repayments of notes payable	(1,917)	(1,917)
Line of credit borrowings	—	18,200
Line of credit repayments	(2,315)	(11,435)
Loan borrowings	20,000	253
Loan repayments	(23)	—
Debt issuance costs paid	(369)	—
Proceeds from sale of stock	—	2,748
Refunds of developer taxes	—	(5)
Net cash provided by financing activities	<u>13,573</u>	<u>4,077</u>
INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	14,933	(3,207)
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH — Beginning of period	4,763	7,562
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH — End of period	<u>\$ 19,696</u>	<u>\$ 4,355</u>

See accompanying notes to the condensed consolidated financial statements

Supplemental disclosure of cash flow information:

	Six Months Ended June 30,	
	2024	2023
Cash and cash equivalents	\$ 18,148	\$ 2,007
Restricted cash	1,548	2,348
Total cash, cash equivalents, and restricted cash	<u>\$ 19,696</u>	<u>\$ 4,355</u>

GLOBAL WATER RESOURCES, INC.
Notes to the Condensed Consolidated Financial Statements (Unaudited)

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

Basis of Presentation and Principles of Consolidation

The condensed consolidated financial statements of Global Water Resources, Inc. (the “Company”, “GWRI”, “we”, “us”, or “our”) and related disclosures as of June 30, 2024 and for the three and six months ended June 30, 2024 and 2023 are unaudited. The December 31, 2023 condensed consolidated balance sheet data was derived from the Company’s audited consolidated financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America (“U.S. GAAP”). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. These financial statements follow the same accounting policies and methods of their application as the Company’s most recent annual consolidated financial statements. These financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2023. In the Company’s opinion, these financial statements include all normal and recurring adjustments necessary for the fair statement of the results for the interim period. The results of operations for the three and six months ended June 30, 2024 are not necessarily indicative of the results to be expected for the full year, due to the seasonality of our business.

The Company prepares its financial statements in accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”). The preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

Corporate Transactions

Asset Purchase Agreement with City of Tucson

Effective April 25, 2024, Global Water - Ocotillo Water Company, Inc. (“GW-Ocotillo”), formerly Global Water - 2024 Acquisition A, Inc. and a wholly owned subsidiary of the Company, entered into an asset purchase agreement with the City of Tucson, pursuant to which GW-Ocotillo will acquire seven public water systems from the City of Tucson serving approximately 2,200 water service connections in an all-cash transaction for a purchase price of \$8.4 million. The public water systems are located in and around Pima County. The transaction remains subject to customary closing conditions and approval by the Arizona Corporation Commission (“ACC”). The estimated rate base of the seven water systems is approximately \$7.8 million.

Other Deferred Liability

In September 2023, the Company received \$6.7 million in contributions from the City of Maricopa to facilitate the construction of infrastructure in certain areas, which is included in other noncurrent liabilities on the Company’s condensed consolidated balance sheets. As the infrastructure is constructed and placed into service, the corresponding amount will be transferred from the liability into advances in aid of construction during the applicable refund period.

Private Placement Offering of 6.91% Senior Secured Notes

On October 26, 2023, the Company entered into a note purchase agreement for the issuance of an aggregate principal amount of \$20 million of 6.91% Senior Secured Notes due on January 3, 2034. Pursuant to the terms of the note purchase agreement, the Company issued the notes on January 3, 2024.

Private Placement Offering of Common Stock

On June 8, 2023, the Company entered into a securities purchase agreement for the issuance and sale by the Company of an aggregate of 230,000 shares of the Company’s common stock at a purchase price of \$12.07 per share in an offering exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”), and Rule 506 promulgated thereunder. The Company received gross proceeds of approximately \$2.8 million from the offering. One of the Company’s directors purchased an aggregate of 30,000 shares of common stock in the offering at the purchase price.

Farmers Water Co. Acquisition

On February 1, 2023, the Company acquired all of the equity of Farmers Water Co., an operator of a water utility with service area in Pima County, Arizona. The acquisition added approximately 3,300 active water service connections and approximately 21.5 square miles of service area in Sahuarita, Arizona and the surrounding unincorporated area of Pima County at the time of the acquisition.

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

On July 14, 2015, the Company closed the stipulated condemnation to transfer the operations and assets of Valencia Water Company, Inc. (“Valencia”) to the City of Buckeye. Terms of the condemnation were agreed upon through a settlement agreement and stipulated final judgment of condemnation wherein the City of Buckeye acquired all the operations and assets of Valencia and assumed operation of the utility upon close. The City of Buckeye is obligated to pay the Company a growth premium equal to \$3,000 for each new water meter installed within Valencia’s prior service areas in the City of Buckeye, for a 20-year period ending December 31, 2034, subject to a maximum payout of \$45.0 million over the term of the agreement. The Company received growth premiums of \$0.5 million and \$1.3 million for the three and six months ended June 30, 2024, respectively. The Company received growth premiums of \$0.5 million and \$0.9 million for the three and six months ended June 30, 2023, respectively. An aggregate of \$12.0 million in growth premiums have been received to date. The growth premiums are included in “Other, net” on the Company’s condensed consolidated financial statements of operations.

Significant Accounting Policies

Basic and Diluted Earnings per Common Share

Basic earnings per share (“EPS”) in each period of this report were calculated by dividing net income by the weighted-average number of shares during those periods. Diluted EPS includes additional weighted-average common stock equivalents (options and restricted stock awards), if dilutive. Unless otherwise noted, the term “earnings per share” refers to basic EPS. A reconciliation of the denominator used in basic and diluted EPS calculations is shown in the following table:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
<i>(In thousands)</i>				
Basic weighted average common shares outstanding	24,199	23,958	24,188	23,915
Effect of dilutive securities:				
2017 Option grant	66	64	65	81
2019 Option grant	13	6	13	18
2020 Restricted stock awards	—	9	—	10
2021 Restricted stock awards	31	2	40	10
Total dilutive securities	110	81	118	119
Diluted weighted average common shares outstanding	24,309	24,039	24,306	24,034
Anti-dilutive shares excluded from earnings per diluted shares ⁽¹⁾	—	98	—	98

(1) Shares excluded from the dilutive-effect calculation because the outstanding awards’ exercise prices were greater than the average market price of the Company’s common stock.

Segments

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

While the Company reports its revenue, disaggregated by service type, on the face of its condensed consolidated financial statements of operations, the Company does not manage the business based on any performance measure at the individual

revenue stream level. The Company does not have any customers that contribute more than 10% to the Company's revenues or revenue streams. Additionally, the Company notes that the CODM uses consolidated financial information to evaluate the Company's performance, which is the same basis on which he communicates the Company's results and performance to the Board of Directors. It is upon this consolidated basis from which he bases all significant decisions regarding the allocation of the Company's resources on a consolidated level. Based on the information described above and in accordance with the applicable literature, management has concluded that the Company is currently organized and operated as one operating and reportable segment.

Recent Accounting Pronouncements

Future Adoption of Accounting Standards

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures to expand the disclosure requirements for income taxes, specifically related to the rate reconciliation and income taxes paid. ASU 2023-09 is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company is assessing the timing and impact that adopting this new standard will have on its consolidated financial statements.

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures that expands disclosures of significant segment expenses and includes new disclosures for entities with a single reportable segment. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is assessing the timing and impact that adopting this new standard will have on its consolidated financial statements.

2. REGULATORY DECISION AND RELATED ACCOUNTING AND POLICY CHANGES

The Company's regulated utilities and certain other balances are subject to regulation by the ACC and meet the requirements for regulatory accounting found within Accounting Standards Codification ("ASC 980"), *Regulated Operations*.

In accordance with ASC 980, rates charged to utility customers are intended to recover the costs of the provision of service plus a reasonable return in the same period. Changes to the rates are made through formal rate applications with the ACC, which the Company has customarily done.

2024 Farmers Rate Case

On June 27, 2024, Global Water-Farmers Water Company, Inc. ("GW-Farmers"), one of the Company's regulated utilities, filed a rate case application with the ACC for increased water rates based on a 2023 test year with updates for changes in post-test year plant through December 31, 2024. The application requests, among other things, a revenue increase of approximately \$1.3 million phased-in over two steps and recovery of the acquisition premium related to the Farmers Water Co. acquisition. On July 25, 2024, ACC Utilities Division Staff found the application administratively complete and estimates their testimony regarding the application will be filed on or about December 9, 2024. There can be no assurance that the ACC will approve the requested rate increase or the requested recovery of the acquisition premium, and the ACC could take other actions as a result of the rate case. Further, it is possible that the ACC may determine to decrease future rates.

Acquisition of Seven Systems from City of Tucson

On May 10, 2024, GW-Ocotillo filed an Application at the ACC for approval to acquire seven isolated systems from the City of Tucson. On June 10, 2024, ACC Utilities Division Staff found the application administratively complete.

2025 Santa Cruz and Palo Verde Rate Case

During the fourth quarter of 2023, the Company notified the ACC of its intention to file a rate case for Global Water-Santa Cruz Water Company, Inc. ("GW-Santa Cruz") and Global Water-Palo Verde Utilities Company, Inc. ("GW-Palo Verde") in 2025. The GW-Santa Cruz and GW-Palo Verde rate case is anticipated to be based on a test year ending December 31, 2024 with updates for changes in post-test year plant. The Company has begun stakeholder outreach for the rate case.

Southwest Plant Accounting Order and Bill Credit

On July 3, 2023, the Company's GW-Palo Verde and GW-Santa Cruz utilities filed an application with the ACC for approval of an accounting order to defer and record as a regulatory asset the depreciation expense recorded for the Company's Southwest Plant, plus the carrying cost at the authorized rate of return set in GW-Palo Verde's and GW-Santa

Cruz's most recent rate order, until the plant is considered for recovery in the next GW-Palo Verde and GW-Santa Cruz rate case. The Southwest Plant was substantially constructed prior to 2009 to provide water, wastewater, and recycled water utility services for the area southwest of the City of Maricopa. Due to the unprecedented collapse of the housing market during the Great Recession, the nearly completed plant remained idle for well over a decade. The total cost of the Southwest Plant was approximately \$38.4 million. Since July 2023, construction costs of \$25.0 million related to the water production plant and a portion of the wastewater processing plant were placed in service, with the remaining parts of the Southwest Plant to be placed in service once sufficient flows, provided by connection growth, are established. There can be no assurance, however, that the ACC will approve the application as submitted and the ACC could take other actions regarding the application.

In January 2024, the Company discovered that approximately \$7.8 million of construction costs for the Southwest Plant had been prematurely included as "plant in service" for rate making purposes in 2007 and were reflected in the calculation of customer rates in Decision No. 71878 (September 15, 2010). Those costs were also included as "plant in service" in Decision No. 74364 (February 26, 2014) and Decision No. 78644 (July 27, 2022). The Company disclosed this circumstance to the ACC on March 1, 2024, and on April 25, 2024, GW-Palo Verde filed an application with the ACC requesting a monthly bill credit for customers that would be in place until the conclusion of the next GW-Palo Verde rate case. The ACC issued Decision No. 79424 on July 18, 2024 approving the bill credit with an effective date of August 1, 2024, which will reduce revenue earned subsequent to the order by approximately \$570,000 annually. The bill credit will be in place until the conclusion of the next GW-Palo Verde rate case, which Decision No. 79424 requires GW-Palo Verde to file no later than December 31, 2025. The ACC may take further action during the next GW-Palo Verde rate case. Such action may include requiring the Company to reduce rates further going forward or taking other actions that would be unfavorable to the Company.

Decision No. 79383 - Issued June 20, 2024 - Saguaro Rate Case

On June 20, 2024, the ACC issued Decision No. 79383 relating to each of the rate case applications filed by seven of the Company's regulated utilities for increased water rates based on a 2022 test year. Decision No. 79383 approved, among other things, a collective annual revenue increase of approximately \$351,000. The approved rates will be phased-in over five periods with the first increase effective July 1, 2024. The subsequent four increases will be effective on January 1 of each subsequent year with the majority of the revenue increase phased in by January 1, 2025. To the extent that the number of active service connections has increased and continues to increase from 2022 levels, the additional revenues may be greater than the amounts set forth. On the other hand, if active connections decrease or the Company experiences declining usage per customer, the Company may not realize all of the anticipated revenues.

The ACC also approved:

- (i) the consolidation of water rates to one single rate for these utilities;
- (ii) acquisition premiums relating to the Company's acquisitions of its Global Water-Mirabell Water Company, Inc. ("GW-Mirabell"), Global Water-Lyn Lee Water Company, Inc. ("GW-Lyn Lee"), Global Water-Francesca Water Company, Inc. ("GW-Francesca"), Global Water-Tortolita Water Company, Inc. ("GW-Tortolita"), Global Water-Rincon Water Company, Inc. ("GW-Rincon"), and Global Water-Las Quintas Serenas Water Company, Inc. ("GW-Las Quintas Serenas") utilities, each located in Pima County, which increase the rate base for such utilities and result in an increase in the annual collective revenue requirement;
- (iii) the Company's ability to annually adjust rates to flow through certain changes in tax expense, primarily related to income taxes, without the necessity of a rate case proceeding;
- (iv) a sustainable water surcharge, which will allow semiannual surcharges to be added to customer bills based on verified costs of new water resources;
- (v) a capital structure matching the Company's previous rate case of 55% equity with a 9.6% return on equity; and
- (vi) a depreciation expense accounting deferral for GW-Rincon.

Decision No. 78644 - Issued July 27, 2022

On July 27, 2022, the ACC issued Decision No. 78644 pursuant to which the ACC approved, among other things, a collective annual revenue requirement increase of approximately \$2.2 million (including acquisition premiums) based on 2019 test year service connections, and phased-in over approximately two years. The effective date of the final phase was January 1, 2024.

Decision No. 78644 also addressed the primary impacts of the Federal Tax Cuts and Jobs Act (the “TCJA”) on the Company, which includes the reduction of the federal income tax rate from 35 percent to 21 percent beginning on January 1, 2018. The TCJA required the Company to re-measure all existing deferred income tax assets and liabilities to reflect the reduction in the federal tax rate. For the Company’s regulated entities, substantially all of the change in deferred income taxes is recorded as an offset to either a regulatory asset or liability because the impact of changes in the rates are expected to be recovered from or refunded to customers. Decision No. 78644 approved an adjustor mechanism for income taxes (as described below) that permits the Company to flow through potential changes to state and federal income tax rates as well as refund or collect funds related to TCJA.

Regulatory Assets and Liabilities

Regulatory assets and liabilities are the result of operating in a regulated environment in which the ACC establishes rates that are designed to permit the recovery of the cost of service and a return on investment. The Company capitalizes and records regulatory assets for costs that would otherwise be charged to expense if it is probable that the incurred costs will be recovered in future rates. Regulatory assets are amortized over the future periods that the costs are expected to be recovered. Final determination of whether a regulatory asset can be recovered is decided by the ACC in regulatory proceedings. If the Company determines that a portion of the regulatory assets is not recoverable in customer rates, the Company would be required to recognize the loss of the assets disallowed.

If costs expected to be incurred in the future are currently being recovered through rates, the Company records those expected future costs as regulatory liabilities.

The Company’s regulatory assets and liabilities consist of the following (in thousands):

	Recovery Period	June 30, 2024	December 31, 2023
Regulatory Assets			
Income taxes recoverable through future rates ⁽¹⁾	Various	\$ 1,365	\$ 1,404
Rate case expense surcharge ⁽²⁾	2 years	175	221
Acquisition premiums ⁽³⁾	25 or 50 years	2,624	1,269
Other regulatory assets		33	4
Total regulatory assets		<u>\$ 4,197</u>	<u>\$ 2,898</u>
Regulatory Liabilities			
Income taxes payable through future rates ⁽¹⁾		\$ 478	\$ 488
Acquired ICFAs ⁽⁴⁾		4,708	4,896
Depreciation adjustment ⁽⁵⁾		689	692
Total regulatory liabilities		<u>\$ 5,875</u>	<u>\$ 6,076</u>

(1) The TCJA required the Company to re-measure all existing deferred income tax assets and liabilities to reflect the reduction in the federal tax rate. For the Company’s regulated entities, substantially all of the change in deferred income taxes is recorded as an offset to either a regulatory asset or liability because the impact of changes in the rates are expected to be recovered from or refunded to customers.

(2) Decision No. 78743, issued on October 24, 2022, approved approximately \$0.5 million in rate case expenses to be recovered through a rate case expense surcharge over a two-year period.

Decision No. 79383, issued on June 20, 2024, approved approximately \$0.1 million in rate case expenses to be recovered through a rate case expense surcharge over a period of up to a two-years.

(3) Decision No. 78319, issued on December 3, 2021, approved an acquisition premium related to the acquisition of the Company’s GW-Rincon utility. Decision No. 79383 was issued on June 20, 2024 allowing the Company to begin amortization of the acquisition premium through customer rates over 50 years. The acquisition premium balance as of June 30, 2024 was approximately \$0.6 million.

Decision No. 78644, issued on July 27, 2022, approved acquisition premiums related to the acquisitions of the Company’s GW-Turner Ranches and GW-Red Rock utilities. Amortization began in 2022 as the acquisition premiums were included in customer rates as approved in the decision and will continue over a 25-year period. The acquisition premium balance as of June 30, 2024 was approximately \$0.7 million.

Decision No. 79383 approved acquisition premiums related to the acquisition of the Company's GW-Francesca, GW-Las Quintas Serenas, GW-Lyn Lee, GW-Mirabell, and GW-Tortolita utilities. The acquisition premiums will be amortized through customer rates over 50 years as approved in the decision. The acquisition premium balance as of June 30, 2024 was approximately \$1.3 million.

(4) The acquired Infrastructure Coordination and Financing Agreements ("ICFA") regulatory liability relates to the offset of intangible assets related to ICFA contracts obtained in connection with the GW-Santa Cruz, GW-Palo Verde, and Sonoran Utility Services, LLC ("Sonoran") acquisitions. When funds are received related to the acquired ICFA, a portion of these funds reduce the acquired ICFA regulatory liability and partially offset the amortization expense recognition of the related intangible asset.

(5) Decision No. 78644 approved an adjustment to update previously approved depreciation rates. The adjustment was incorporated into rates in accordance with the rate decision.

3. REVENUE RECOGNITION

Regulated Revenue

The Company's operating revenues are primarily attributable to regulated services based upon tariff rates approved by the ACC. Regulated service revenues consist of amounts billed to customers based on approved fixed monthly fees and consumption fees, as well as unbilled revenues estimated from the last meter reading date to the end of the accounting period utilizing historical customer data recorded as accrued revenue. The measurement of sales to customers is generally based on the reading of their meters, which occurs on a systematic basis throughout the month. At the end of each month, the Company estimates consumption since the date of the last meter reading and a corresponding unbilled revenue is recognized. The unbilled revenue estimate is based upon the number of unbilled days that month and the average daily customer billing rate from the previous month (which fluctuates based upon customer usage). The Company applies the invoice practical expedient and recognizes revenue from contracts with customers in the amount for which the Company has a right to invoice. The Company has the right to invoice for the volume of consumption, service charge, and other authorized charges.

The Company satisfies its performance obligation to provide water, wastewater, and recycled water services over time as the services are rendered. Regulated services may be terminated by the customers at will, and, as a result, no separate financing component is recognized for the Company's collections from customers, which generally require payment within 15 days of billing. The Company applies judgment, based principally on historical payment experience, in estimating its customers' ability to pay.

Total revenues do not include sales tax as the Company considers itself a pass-through conduit for collecting and remitting sales taxes.

Unregulated Revenue

Unregulated revenues represent those revenues that are not subject to the ratemaking process of the ACC. Unregulated revenues are primarily related to the revenues recognized on a portion of ICFA funds received.

ICFAs are agreements with developers and homebuilders where the Company, which owns the operating utilities, provides services to plan, coordinate, and finance the water and wastewater infrastructure that would otherwise be required to be performed or subcontracted by the developer or homebuilder. Services provided within these agreements include coordination of construction services for water and wastewater treatment facilities as well as financing, arranging, and coordinating the provision of utility services. In return, the developers and homebuilders pay the Company an agreed-upon amount per dwelling unit for the land legally described in the agreement, or a portion thereof. Under ICFA agreements, the Company has a contractual obligation to ensure physical capacity exists through its regulated utilities for the provision of water and wastewater utility service to the land when needed. This obligation persists regardless of connection growth.

Fees for these services are typically a negotiated amount per equivalent dwelling unit for the land legally described in the agreement, or a portion thereof. Payments are generally due in installments, with a portion due upon signing of the agreement, a portion due upon completion of certain milestones, and the final payment due upon final plat approval or sale of the subdivision. The payments are non-refundable. The agreements are generally recorded against the land with the appropriate recorder's office and must be assumed in the event of a sale or transfer of the land. The regional planning and coordination of the infrastructure in the various service areas has been an important part of the Company's business model.

Payments for ICFAs are usually received in advance. Decision No. 74364 requires a hook-up fee ("HUF") tariff to be established for all ICFAs that come due and are paid subsequent to December 31, 2013, which is a set amount per equivalent

dwelling unit determined by the ACC based on the utility and meter size. Also pursuant to Decision No. 74364, as payments are received, 70% of the payment must be recorded as a HUF liability until the HUF liability is fully funded, with the remaining amount initially recorded to deferred revenue until earned. The Company is responsible for assuring that the full HUF tariff, which is the set amount determined by the rate decision, is funded in the HUF liability, even if it results in recording less than 30% of the overall ICFA funds as deferred revenue. ICFA revenue is recognized when the Company completes the performance obligations under the agreement. Following its issuance in February 2014, Decision No. 74364 prohibits the Company from entering into any new ICFAs.

The Company accounts for the portion of ICFA funds allocated to the HUF liability as a contribution in aid of construction (“CIAC”). However, in accordance with the ACC directives, the CIAC is not deducted from rate base until the HUF funds are expended for utility plant. Such funds are restricted and segregated in a separate bank account and used for plant. For facilities required under a HUF or ICFA, the utilities must first use the HUF moneys received, after which, it may use debt or equity financing for the remainder of construction.

As these arrangements are with developers and not with the end water or wastewater customer, revenue recognition coincides with the completion of the Company’s performance obligations under the agreement with the developer and its regulated utilities’ ability to provide fitted capacity for water and wastewater service. The Company exercises judgment when estimating the number of equivalent dwelling units that its regulated utilities have capacity to serve. The Company believes that services provided within these agreements are not distinct in the context of the contract because they are highly interdependent with its regulated utilities’ ability to provide fitted capacity for water and wastewater services. The Company concluded that the goods and services provided under ICFA contracts constitute a single performance obligation.

	December 31, 2023 Balance	Payments Allocated to Deferred Revenue	Revenue Recognized	June 30, 2024 Balance
Deferred Revenue - ICFA	\$ 19,656	\$ 318	\$ —	\$ 19,974

Disaggregated Revenues

For the three and six months ended June 30, 2024 and 2023, disaggregated revenues from contracts with customers by major source and customer class are as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
REGULATED REVENUE				
Water Services				
Residential	\$ 4,807	\$ 4,470	\$ 8,969	\$ 8,361
Irrigation	887	983	1,254	1,347
Commercial	463	434	848	726
Construction	240	373	393	500
Other water revenues	271	297	430	462
Total water revenues	6,668	6,557	11,894	11,396
Wastewater and recycled water services				
Residential	5,977	5,562	11,811	11,094
Commercial	354	301	698	589
Recycled water revenues	406	473	527	593
Other wastewater revenues	105	107	190	188
Total wastewater and recycled water revenues	6,842	6,443	13,226	12,464
TOTAL REGULATED REVENUE	13,510	13,000	25,120	23,860
UNREGULATED REVENUE				
ICFA revenues	—	—	—	2,268
TOTAL UNREGULATED REVENUE	—	—	—	2,268
TOTAL REVENUE	\$ 13,510	\$ 13,000	\$ 25,120	\$ 26,128

Contract Balances

The Company's contract assets and liabilities consist of the following (in thousands):

	June 30, 2024	December 31, 2023
CONTRACT ASSETS		
Accounts receivable		
Water services	\$ 1,689	\$ 1,588
Wastewater and recycled water services	1,292	1,379
Total contract assets	<u>\$ 2,981</u>	<u>\$ 2,967</u>
CONTRACT LIABILITIES		
Deferred revenue - ICFA	\$ 19,974	\$ 19,656
Total contract liabilities	<u>\$ 19,974</u>	<u>\$ 19,656</u>

Remaining Performance Obligations

Revenue allocated to remaining performance obligations represents contracted revenue that has not yet been recognized, which includes deferred revenue and amounts that will be invoiced and recognized as revenue in future periods. Contracted revenue expected to be recognized in future periods was approximately \$20.0 million and \$19.7 million as of June 30, 2024 and December 31, 2023, respectively. Deferred revenue - ICFA is recognized as revenue once the obligations specified within the applicable ICFA are met, including construction of sufficient operating capacity to serve the customers for which revenue was deferred. Due to the uncertainty of future events, the Company is unable to estimate when to expect recognition of deferred revenue - ICFA.

Accounts Receivable and Allowance for Credit Losses

Accounts receivable as of June 30, 2024 and December 31, 2023 consist of the following (in thousands):

	June 30, 2024	December 31, 2023
Billed receivables	\$ 2,981	\$ 2,967
Less provision for credit losses	(133)	(122)
Accounts receivable, net	<u>\$ 2,848</u>	<u>\$ 2,845</u>

The following table summarizes the allowance for credit loss activity for the six months ended June 30, 2024 and the twelve months ended December 31, 2023 (in thousands).

	June 30, 2024	December 31, 2023
Beginning of Period	\$ (122)	\$ (164)
Credit Loss Expense	(35)	(76)
Write Offs	48	124
Recoveries	(24)	(6)
End of Period	<u>\$ (133)</u>	<u>\$ (122)</u>

4. PROPERTY, PLANT AND EQUIPMENT

Depreciable property, plant and equipment as of June 30, 2024 and December 31, 2023 consist of the following (in thousands):

	June 30, 2024	December 31, 2023
Equipment	\$ 61,294	\$ 60,536
Office buildings and other structures	64,603	64,084
Transmission and distribution plant	291,566	289,550
Total property, plant and equipment	<u>\$ 417,463</u>	<u>\$ 414,170</u>

Depreciation of property, plant and equipment is computed based on the estimated useful lives as follows:

	Useful Lives
Equipment	3 to 30 years
Office buildings and other structures	30 years
Transmission and distribution plant	10 to 50 years

5. GOODWILL AND INTANGIBLE ASSETS

Goodwill

The goodwill balance was \$9.5 million as of June 30, 2024 and is related to the GW-Turner Ranches, GW-Red Rock, GW-Mirabell, GW-Francesca, GW-Tortolita, GW-Lyn Lee, GW-Las Quintas Serenas, GW-Rincon, Twin Hawks Utility, Inc., and GW-Farmers acquisitions. There were no indicators of impairment identified as a result of the Company's review of events and circumstances related to its goodwill subsequent to the acquisitions.

As a result of Decision No. 79383 issued by the ACC on June 20, 2024, the Company reclassified \$1.3 million of goodwill to regulatory assets for certain impacted utilities to establish the approved \$1.8 million of acquisition premiums net of the \$0.5 million that was previously recorded for GW-Rincon. Refer to Note 2 – "Regulatory Decision and Related Accounting and Policy Changes" for additional information.

As of June 30, 2024 and December 31, 2023, the goodwill balance consisted of the following (in thousands):

	December 31, 2023 Balance	Acquisition Activity	Adjustments Subsequent to Acquisition Date	June 30, 2024 Balance
Goodwill	\$ 10,820	\$ —	\$ (1,334)	\$ 9,486

Intangible Assets

As of June 30, 2024 and December 31, 2023, intangible assets consisted of the following (in thousands):

	June 30, 2024			December 31, 2023		
	Gross Amount	Accumulated Amortization	Net Amount	Gross Amount	Accumulated Amortization	Net Amount
INDEFINITE LIVED INTANGIBLE ASSETS:						
CP Water Certificate of Convenience & Necessity service area	1,532		\$ 1,532	\$ 1,532		\$ 1,532
Intangible trademark	13		13	13		13
Franchise contract rights	139		139	139		139
Organizational costs	164		164	163		163
Total indefinite lived intangible assets	1,848		1,848	1,847		1,847
DEFINITE LIVED INTANGIBLE ASSETS:						
Acquired ICFAs	17,978	(16,374)	1,604	17,978	(16,105)	1,873
Sonoran contract rights	7,406	(2,285)	5,121	7,406	(2,285)	5,121
Total definite lived intangible assets	25,384	(18,659)	6,725	25,384	(18,390)	6,994
Total intangible assets	\$ 27,232	\$ (18,659)	\$ 8,573	\$ 27,231	\$ (18,390)	\$ 8,841

A Certificate of Convenience & Necessity ("CC&N") is a permit issued by the ACC allowing a public service corporation to serve a specified area, and preventing other public service corporations from offering the same services within the specified area. The CP Water CC&N intangible asset was acquired through the acquisition of CP Water Company in 2006. This CC&N permit has no outstanding conditions that would require renewal.

Franchise contract rights and organizational costs relate to the 2018 acquisition of GW-Red Rock and the 2023 acquisition of GW-Farmers. Franchise contract rights are agreements with Pima and Pinal counties for GW-Red Rock and Pima county for GW-Farmers that allow the Company to place infrastructure in public right-of-way and permits expected to be renewable indefinitely. The organizational costs represent fees paid to federal or state governments for the privilege of incorporation and expenditures incident to organizing the corporation and preparing it to conduct business.

Acquired ICFAs and Sonoran contract rights relate to acquired rights under certain ICFAs through the 2004 acquisition of GW-Santa Cruz and GW-Palo Verde and the 2005 acquisition of Sonoran assets, respectively, which are amortized when cash is received in proportion to the amount of total cash expected to be received under the underlying agreements. Due to the uncertainty of the timing of when cash will be received under ICFA agreements and contract rights, the Company cannot reliably estimate when the remaining intangible assets' amortization will be recorded. There was \$0.3 million of amortization recorded for these balances during the three and six months ended June 30, 2024. There was no amortization recorded for these balances during the three and six months ended June 30, 2023.

6. TRANSACTIONS WITH RELATED PARTIES

The Company provides medical benefits to employees through its participation in a pooled plan sponsored by an affiliate of a significant shareholder and director of the Company. Medical claims paid to the plan were approximately \$0.3 million for the three months ended June 30, 2024 and \$0.2 million for the three months ended June 30, 2023. Medical claims paid to the plan were approximately \$0.5 million for the six months ended June 30, 2024 and \$0.3 million for the six months ended June 30, 2023.

Refer to Note 1 — “Basis of Presentation, Corporate Transactions, Significant Accounting Policies, and Recent Accounting Pronouncements — Corporate Transactions” (specifically the “Private Placement Offering of Common Stock” section) for additional information regarding other related party disclosures.

7. ACCRUED EXPENSES

Accrued expenses as of June 30, 2024 and December 31, 2023 consist of the following (in thousands):

	June 30, 2024	December 31, 2023
Property taxes	\$ 1,292	\$ 1,242
Interest	1,168	480
Accrued bonus	706	602
Customer prepayments	693	883
Dividend payable	606	606
Accrued project liabilities	565	1,001
Other accrued liabilities	2,138	2,315
Total accrued expenses	<u>\$ 7,168</u>	<u>\$ 7,129</u>

8. FAIR VALUE

Fair Value of Financial Instruments

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

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

Financial assets and liabilities measured at fair value on a recurring basis as of June 30, 2024 and December 31, 2023 were as follows (in thousands):

	June 30, 2024				December 31, 2023			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Asset/Liability Type:								
HUF Funds - restricted cash ⁽¹⁾	\$ 603	\$ —	\$ —	\$ 603	\$ 822	\$ —	\$ —	\$ 822
Demand Deposit ⁽²⁾	1	—	—	1	1	—	—	1
Certificate of Deposit - Restricted ⁽¹⁾	944	—	—	944	—	854	—	854
Contingent Consideration ⁽³⁾	—	—	2,078	2,078	—	—	2,113	2,113
Total	<u>\$ 1,548</u>	<u>\$ —</u>	<u>\$ 2,078</u>	<u>\$ 3,626</u>	<u>\$ 823</u>	<u>\$ 854</u>	<u>\$ 2,113</u>	<u>\$ 3,790</u>

(1) HUF Funds - restricted cash and Certificate of Deposit - Restricted are presented on the Restricted cash line item of the Company's condensed consolidated balance sheets and are valued at amortized cost, which approximates fair value.

(2) Demand Deposit is presented on the Cash and cash equivalents line item of the Company's condensed consolidated balance sheets and is valued at amortized cost, which approximates fair value.

(3) As part of the GW-Red Rock acquisition, the Company is required to pay to the seller a growth premium equal to \$750 (not in thousands) for each new account established within three specified growth premium areas, commencing in each area on the date of the first meter installation and ending on the earlier of ten years after such first installation date, or twenty years from the acquisition date. The fair value of the acquisition liability was calculated using a discounted cash flow technique which utilized unobservable inputs developed using the Company's estimates and assumptions. Significant inputs used in the fair value calculation are as follows: year of the first meter installation, total new accounts per year, years to complete full build out, and discount rate.

In addition, as part of the GW-Farmers acquisition, the Company is required to pay the seller a growth premium equal to \$1,000 (not in thousands) for each new account established in the service area, up to a total aggregate growth premium of \$3.5 million. The obligation period of the growth premium commences on the closing date of the acquisition and ends (i) ten years after the first new account for residential purposes is established on land that is, at the time of the closing date of the acquisition, undeveloped or unplatted and owned by the seller within the service area or (ii) ten years after the date of closing if a new account (as previously described) has not been established.

The fair value of the acquisition liability was calculated using a discounted cash flow technique which utilized unobservable inputs developed using the Company's estimates and assumptions. Significant inputs used in the fair value calculation are as follows: year of the first meter installation, total new accounts per year, years to complete full build out, and discount rate.

9. DEBT

The outstanding balances and maturity dates for short-term (including the current portion of long-term debt) and long-term debt as of June 30, 2024 and December 31, 2023 are as follows (in thousands):

	June 30, 2024		December 31, 2023	
	Short-term	Long-term	Short-term	Long-term
NOTES PAYABLE -				
4.38% Senior Secured Notes, Series A, maturing June 2028 ("Series A Notes")	\$ —	28,750	\$ —	28,750
4.58% Senior Secured Notes, Series B, maturing June 2036 ("Series B Notes")	3,833	70,917	3,833	72,833
6.91% Senior Secured Notes, maturing January 2034 ("6.91% Notes")	—	20,000	—	—
	<u>3,833</u>	<u>119,667</u>	<u>3,833</u>	<u>101,583</u>
OTHER				
Debt issuance costs	—	(756)	—	(426)
Loan Payable	49	159	47	184
Total debt	<u>\$ 3,882</u>	<u>\$ 119,070</u>	<u>\$ 3,880</u>	<u>\$ 101,341</u>

Debt is measured at fair value on a recurring basis as of June 30, 2024 and December 31, 2023 as follows (in thousands):

	June 30, 2024				December 31, 2023			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Long-term debt ⁽¹⁾	—	118,543	—	118,543	—	100,746	—	100,746

(1) The fair value of debt was estimated based on interest rates considered available for instruments of similar terms and remaining maturities.

On October 26, 2023, the Company entered into a note purchase agreement for the issuance of an aggregate principal amount of \$20 million of 6.91% Senior Secured Notes due on January 3, 2034 (the “6.91% Notes”). Pursuant to the terms of the 6.91% Note purchase agreement, the Company issued the 6.91% Notes on January 3, 2024. The 6.91% Notes accrue interest at 6.91% per annum from the date of issuance, payable semi-annually on January 3 and July 3 of each year, beginning on July 3, 2024, with a balloon payment due on January 3, 2034.

As of June 30, 2024, the Company was in compliance with its financial debt covenants relating to the Series A Notes, Series B Notes, and the 6.91% Notes.

On April 30, 2024, the Company’s GW-Rincon utility entered into a loan agreement with the Water Infrastructure Finance Authority of Arizona (WIFA) for a principal amount of \$2.4 million to improve the utility’s infrastructure, of which \$0.7 million is forgivable. The loan is due on April 1, 2044 and bears an interest rate of 4.911%. The loan is funded through one or more draw requests submitted by the Company and the subsequent disbursement of principal by WIFA. As of June 30, 2024, the Company had received no disbursements of principal under this agreement.

Revolving Credit Line

On April 30, 2020, the Company entered into an agreement with The Northern Trust Company, an Illinois banking corporation (“Northern Trust”), which was initially for a two-year revolving line of credit up to \$10.0 million with a maturity date of April 30, 2022. This credit facility, which may be used to refinance existing indebtedness, to acquire assets to use in and/or expand the Company’s business, and for general corporate purposes, initially bore an interest rate equal to the London Interbank Offered Rate (LIBOR) plus 2.00% and had no unused line fee.

The Company and Northern Trust subsequently amended the credit facility agreement on multiple occasions (as amended, the “Northern Trust Loan Agreement”) to, among other things, (i) extend the scheduled maturity date to July 1, 2025; (ii) increase the maximum principal amount available for borrowing to \$15.0 million; (iii) replace the LIBOR interest rate provisions with provisions based on the Secured Overnight Financing Rate (SOFR); and (iv) add a quarterly facility fee equal to 0.35% of the average daily unused amount of the revolving line of credit.

On July 1, 2024, the Company and Northern Trust entered into a fifth amendment to the Northern Trust Loan Agreement, which further amended the scheduled maturity date for the revolving line of credit from July 1, 2025 to July 1, 2026.

As of June 30, 2024, the Company had no outstanding borrowings under this credit line. As of December 31, 2023, the outstanding borrowings on this credit line were approximately \$2.3 million. There were approximately \$12,000 and \$25,000 unamortized debt issuance costs as of June 30, 2024 and December 31, 2023, respectively.

As of June 30, 2024, the Company was in compliance with its financial debt covenants under the Northern Trust Loan Agreement.

10. INCOME TAXES

For the three months ended June 30, 2024, tax expense of \$0.6 million was recorded on pre-tax income of \$2.3 million, compared to tax expense of \$0.7 million recorded on pre-tax income of \$2.5 million for the three months ended June 30, 2023.

For the six months ended June 30, 2024, tax expense of \$0.8 million was recorded on pre-tax income of \$3.3 million, compared to tax expense of \$1.6 million recorded on pre-tax income of \$5.8 million for the six months ended June 30, 2023.

The income tax provision was computed on the Company’s estimated effective tax rate and forecasted income expected for the full year, including the impact of any unusual, infrequent, or non-recurring items. The Company’s effective tax rate was 24.93% and 25.25% as of June 30, 2024 and 2023, respectively.

11. DEFERRED COMPENSATION AWARDS

Stock-based compensation

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

2017 stock option grant

In August 2017, GWRI's Board of Directors granted stock options to acquire 465,000 shares of GWRI's common stock to employees throughout the Company. The options were granted with an exercise price of \$9.40, the market price of the Company's common shares on the NASDAQ Global Market at the close of business on August 10, 2017. The options vested over a four-year period, with 25% having vested in August 2018, 25% having vested in August 2019, 25% having vested in August 2020, and 25% having vested in August 2021. The options have a 10-year life. The Company expensed the \$1.1 million fair value of the stock option grant ratably over the four-year vesting period. As of August 2021, these options were fully expensed. As of June 30, 2024, 125,750 options have been exercised and 70,425 options have been forfeited with 268,825 options outstanding.

2019 stock option grant

In August 2019, GWRI's Board of directors granted stock options to acquire 250,000 shares of GWRI's common stock to employees throughout the Company. The options were granted with an exercise price of \$11.26, the market price of the Company's common shares on the NASDAQ Global Market at the close of business on August 13, 2019. The options vested over a four-year period, with 25% having vested in August 2020, 25% having vested in August 2021, 25% having vested in August 2022, and 25% having vested in August 2023. The options have a 10-year life. The Company expensed the \$0.8 million fair value of the stock option grant ratably over the four-year vesting period. As of August 2023, these options were fully expensed. Stock-based compensation expense of \$29,000 and \$72,000 was recorded for the three and six months ended June 30, 2023, respectively. As of June 30, 2024, 55,994 options have been exercised and 63,020 options have been forfeited with 130,986 options outstanding.

Restricted stock units

Restricted stock units are granted in the first quarter based on the prior year's performance and vest over a three-year period. The units are credited quarterly using the closing price of the Company's common stock on the applicable record date for the respective quarter. The following table details total awards granted and the number of units outstanding as of June 30, 2024, along with the amounts paid to holders of the restricted stock units ("RSUs") for the three and six months ended June 30, 2024 and 2023 (in thousands, except unit amounts):

Grant Date	Units Granted	Units Outstanding	Amounts Paid For the Three Months Ended June 30,		Amounts Paid For the Six Months Ended June 30,	
			2024	2023	2024	2023
Q1 2021	27,403	—	—	28	28	57
Q1 2022	22,262	5,334	23	23	46	48
Q1 2023	30,366	16,974	31	32	63	32
Q1 2024	30,962	28,382	33	—	33	—
Total	110,993	50,690	\$ 87	\$ 83	\$ 170	\$ 137

Stock appreciation rights

The following table details the recipients of the stock appreciation rights ("SARs") awards, the grant date, units granted, exercise price, outstanding units as of June 30, 2024 and amounts paid during the three and six months ended June 30, 2024 and 2023 (in thousands, except unit and per unit amounts):

Recipients	Grant Date	Units Granted	Exercise Price	Units Outstanding	Amounts Paid For the Three Months Ended June 30,		Amounts Paid For the Six Months Ended June 30,	
					2024	2023	2024	2023
Members of Management ⁽¹⁾⁽²⁾	Q1 2015	299,000	\$ 4.26	12,500	—	—	\$ —	\$ 165
Members of Management ⁽¹⁾⁽³⁾	Q1 2018	33,000	\$ 8.99	8,250	—	—	—	—
Total		<u>332,000</u>		<u>20,750</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 165</u>

(1) The SARs vested ratably over 16 quarters from the grant date.

(2) The exercise price was determined to be the fair market value of one share of GWR Global Water Resources Corp. stock on the grant date of February 11, 2015.

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

For both the three months ended June 30, 2024 and 2023, the Company recorded approximately \$0.1 million of compensation expense related to the RSUs and SARs. For the six months ended June 30, 2024 and 2023, the Company recorded approximately \$0.2 million and \$0.1 million, respectively, of compensation expense related to the RSUs and SARs. These are liability awards, so when the stock price decreases, cumulative compensation expense is reduced, which can lead to negative compensation in a given period. Based on GWRI's closing share price on June 28, 2024 (the last trading date of the quarter), deferred compensation expense to be recognized over future periods is estimated for the years ending December 31 as follows (in thousands):

	RSUs
2024 (remaining period)	\$ 164
2025	263
2026	125
Total	<u>\$ 552</u>

Restricted stock awards

On May 7, 2020, the Company's stockholders approved the Global Water Resources, Inc. 2020 Omnibus Incentive Plan, which allows restricted stock awards as a form of compensation. A restricted stock award ("RSA") represents the right to receive a share of the Company's common stock. RSAs vest over two to three years, beginning on the date of the grant. The Company assumes that forfeitures will be minimal and recognizes forfeitures as they occur, which results in a reduction in compensation expense.

No RSAs were granted during the three and six months ended June 30, 2024 or 2023. The following table details the compensation expense related to the partial vesting of previously granted RSAs for the three and six months ended June 30, 2024 and 2023 (in thousands):

	Three Months Ended June 30,		For The Six Months Ended June 30,	
	2024	2023	2024	2023
Compensation expense	\$ 197	\$ 255	\$ 395	\$ 537

12. SUPPLEMENTAL CASH FLOW INFORMATION

The following is supplemental cash flow information for the six months ended June 30, 2024 and 2023 (in thousands):

	For the Six Months Ended June 30,	
	2024	2023
Supplemental cash flow information:		
Cash paid for interest - net of amounts capitalized	\$ 2,290	\$ 2,397
Non-cash financing and investing activities:		
Capital expenditures included in accounts payable and accrued liabilities	\$ 710	\$ 2,045
Business acquisition through issuance of contingent consideration payable	\$ —	1,330
Finance lease additions	\$ 290	\$ —

13. COMMITMENTS AND CONTINGENCIES

Commitments

The Company has operating and finance leases for vehicles, office equipment, and office space. Refer to Note 4 – “Leases” in our Annual Report on Form 10-K for the year ended December 31, 2023 for additional information.

On February 1, 2023, the Company acquired all of the equity of Farmers Water Co., an operator of a water utility with service area in Pima County, Arizona. Under the terms of the purchase agreement, the Company is obligated to pay the seller a growth premium equal to \$1,000 for each new account established in the service area, up to a total aggregate growth premium of \$3.5 million. The obligation period of the growth premium commences on the closing date of the acquisition and ends (i) ten years after the first new account for residential purposes is established on land that is, at the time of the closing date of the acquisition, undeveloped or unplatted and owned by the seller within the service area or (ii) ten years after the date of closing if a new account (as described above) has not been established. The assumptions and estimates used in determining the acquisition liability related to the growth premium are consistent with previous acquisitions. As of June 30, 2024, the remaining liability was \$1.2 million.

On October 16, 2018, the Company completed the acquisition of GW-Red Rock, an operator of a water and a wastewater utility with service areas in the Pima and Pinal counties of Arizona. Under the terms of the purchase agreement, the Company is obligated to pay to the seller a growth premium equal to \$750 for each new account established within three specified growth premium areas, commencing in each area on the date of the first meter installation and ending on the earlier of ten years after such first installation date or twenty years from the acquisition date. As of June 30, 2024, no meters have been installed and no accounts have been established in any of the three growth premium areas. As of June 30, 2024, the remaining liability was \$0.8 million.

Contingencies

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