

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**
FORM 10-Q

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

For the quarterly period ended September 30, 2021
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 No. 001-06706

BADGER METER, INC.

(Exact name of registrant as specified in its charter)

| | |
|---|--|
| Wisconsin (State or other jurisdiction of incorporation or organization) | 39-0143280 (I.R.S. Employer Identification No.) |
| 4545 W. Brown Deer Road Milwaukee, Wisconsin (Address of principal executive offices) | 53233 (Zip code) |
| (414) 355-0400 (Registrant's telephone number, including area code) | |

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------|-------------------|---|
| Common Stock | BMI | New York Stock Exchange |

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 | <input checked="" type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| Accelerated filer | <input type="checkbox"/> | Emerging growth company | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | | |

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 October 12, 2021 there were 29,249,848 shares of Common stock outstanding with a par value of \$1 per share.

BADGER METER, INC.
Quarterly Report on Form 10-Q for the Period Ended September 30, 2021
Index

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Special Note Regarding Forward Looking Statements

Certain statements contained in this Quarterly Report on Form 10-Q, as well as other information provided from time to time by Badger Meter, Inc. (the "Company" or "Badger Meter") or its employees, may contain forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those statements. The words "anticipate," "believe," "estimate," "expect," "think," "should," "could" and "objective" or similar expressions are intended to identify forward looking statements. All such forward looking statements are based on the company's then current views and assumptions and involve risks and uncertainties. Potential factors that could affect such forward-looking statements include the duration, severity and geographic spread of the COVID-19 pandemic, the company's ability to develop and manufacture technologically advanced products that are accepted by the market, supply chain risk, legal and regulatory risks, political and general economic risks, risks related to doing business in several countries, including foreign currency risk, competition for skilled employees, material and labor cost increases, competitive pricing and operating efficiencies, the effects of climate change, cybersecurity attacks and disruptions to our information technology and the successful integration of acquisitions. See [Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2020](#) for further information regarding risk factors, which are incorporated herein by reference. The Company disclaims any obligation to publicly update or revise any forward-looking statements as a result of new information, future events or any other reason.

Part I – Financial Information**Item 1 Financial Statements****BADGER METER, INC.****Consolidated Condensed Balance Sheets**

| | September 30, (Unaudited) | December 31, (In thousands) |
|--|------------------------------|--------------------------------|
| | 2021 | 2020 |
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 67,038 | \$ 72,273 |
| Receivables | 73,747 | 61,689 |
| Inventories: | | |
| Finished goods | 25,122 | 24,881 |
| Work in process | 14,584 | 16,841 |
| Raw materials | 52,118 | 39,864 |
| Total inventories | 91,824 | 81,586 |
| Prepaid expenses and other current assets | 13,083 | 5,303 |
| Total current assets | 245,692 | 220,851 |
| Property, plant and equipment, at cost | 216,531 | 217,404 |
| Less accumulated depreciation | (136,590) | (134,699) |
| Net property, plant and equipment | 79,941 | 82,705 |
| Intangible assets, at cost less accumulated amortization | 67,076 | 53,598 |
| Other assets | 16,508 | 17,428 |
| Deferred income taxes | 5,084 | 5,090 |
| Goodwill | 104,726 | 88,708 |
| Total assets | \$ 519,027 | \$ 468,380 |
| Liabilities and shareholders' equity | | |
| Current liabilities: | | |
| Payables | \$ 42,408 | \$ 34,923 |
| Accrued compensation and employee benefits | 18,874 | 14,617 |
| Warranty and after-sale costs | 12,886 | 11,617 |
| Other current liabilities | 5,667 | 4,042 |
| Total current liabilities | 79,835 | 65,199 |
| Other long-term liabilities | 30,742 | 25,283 |
| Deferred income taxes | 5,998 | 5,696 |
| Accrued non-pension postretirement benefits | 5,763 | 5,789 |
| Other accrued employee benefits | 4,865 | 5,154 |
| Commitments and contingencies (Note 5) | | |
| Shareholders' equity: | | |
| Common stock | 37,221 | 37,221 |
| Capital in excess of par value | 48,432 | 44,964 |
| Reinvested earnings | 342,050 | 314,850 |
| Accumulated other comprehensive income | 1,167 | 1,313 |
| Less: Treasury stock, at cost | (37,046) | (37,089) |
| Total shareholders' equity | 391,824 | 361,259 |
| Total liabilities and shareholders' equity | \$ 519,027 | \$ 468,380 |

See accompanying notes to unaudited consolidated condensed financial statements.

BADGER METER, INC.**Consolidated Condensed Statements of Operations**

| | Three Months Ended September 30, (Unaudited) (In thousands except share and per share amounts) | | Nine Months Ended September 30, (Unaudited) | |
|---|---|-------------------|---|-------------------|
| | 2021 | 2020 | 2021 | 2020 |
| | | | | |
| Net sales | \$ 128,738 | \$ 113,587 | \$ 369,449 | \$ 313,214 |
| Cost of sales | 77,554 | 68,564 | 218,801 | 189,019 |
| Gross margin | 51,184 | 45,023 | 150,648 | 124,195 |
| Selling, engineering and administration | 31,744 | 25,509 | 94,786 | 76,001 |
| Operating earnings | 19,440 | 19,514 | 55,862 | 48,194 |
| Interest expense (income), net | 14 | (46) | 28 | 18 |
| Other pension and postretirement costs | 30 | 21 | 90 | 109 |
| Earnings before income taxes | 19,396 | 19,539 | 55,744 | 48,067 |
| Provision for income taxes | 3,541 | 4,678 | 12,136 | 11,818 |
| Net earnings | <u>\$ 15,855</u> | <u>\$ 14,861</u> | <u>\$ 43,608</u> | <u>\$ 36,249</u> |
| Earnings per share: | | | | |
| Basic | \$ 0.54 | \$ 0.51 | \$ 1.50 | \$ 1.25 |
| Diluted | \$ 0.54 | \$ 0.51 | \$ 1.49 | \$ 1.24 |
| Dividends declared per common share | \$ 0.20 | \$ 0.18 | \$ 0.56 | \$ 0.52 |
| Shares used in computation of earnings per share: | | | | |
| Basic | 29,157,628 | 29,048,683 | 29,124,491 | 29,049,675 |
| Impact of dilutive securities | 184,204 | 171,814 | 200,043 | 169,862 |
| Diluted | <u>29,341,832</u> | <u>29,220,497</u> | <u>29,324,534</u> | <u>29,219,537</u> |

See accompanying notes to unaudited consolidated condensed financial statements.

BADGER METER, INC.**Consolidated Condensed Statements of Comprehensive Income**

| | Three Months Ended September 30, (Unaudited) | | Nine Months Ended September 30, (Unaudited) | |
|---|--|------------------|---|------------------|
| | (In thousands) | | | |
| | 2021 | 2020 | 2021 | 2020 |
| Net earnings | \$ 15,855 | \$ 14,861 | \$ 43,608 | \$ 36,249 |
| Other comprehensive loss: | | | | |
| Foreign currency translation adjustments | (2,248) | 450 | (155) | 268 |
| Pension and postretirement benefits, net of tax | 4 | (11) | 9 | (9) |
| Comprehensive income | <u>\$ 13,611</u> | <u>\$ 15,300</u> | <u>\$ 43,462</u> | <u>\$ 36,508</u> |

See accompanying notes to unaudited consolidated condensed financial statements.

BADGER METER, INC.
Consolidated Condensed Statements of Cash Flows

| | Nine Months Ended September 30, (Unaudited) (In thousands) | | |
|---|---|------------------|------|
| | 2021 | | 2020 |
| Operating activities: | | | |
| Net earnings | \$ 43,608 | \$ 36,249 | |
| Adjustments to reconcile net earnings to net cash provided by operations: | | | |
| Depreciation | 8,619 | 9,132 | |
| Amortization | 12,358 | 9,803 | |
| Deferred income taxes | 42 | 401 | |
| Noncurrent employee benefits | 232 | 571 | |
| Stock-based compensation expense | 1,537 | 1,041 | |
| Changes in: | | | |
| Receivables | (8,985) | 3,184 | |
| Inventories | (5,685) | 5,188 | |
| Payables | 7,420 | (2,175) | |
| Prepaid expenses and other assets | (9,321) | 6,485 | |
| Other liabilities | 12,935 | 3,799 | |
| Total adjustments | 19,152 | 37,429 | |
| Net cash provided by operations | <u>62,760</u> | <u>73,678</u> | |
| Investing activities: | | | |
| Property, plant and equipment expenditures | (8,169) | (5,855) | |
| Proceeds from company owned life insurance plans | 596 | - | |
| Acquisitions, net of cash acquired | (45,273) | - | |
| Net cash used for investing activities | <u>(52,846)</u> | <u>(5,855)</u> | |
| Financing activities: | | | |
| Net decrease short-term debt | - | (4,600) | |
| Dividends paid | (16,318) | (15,108) | |
| Proceeds from exercise of stock options | 2,037 | 505 | |
| Repurchase of treasury stock | (460) | (2,934) | |
| Issuance of treasury stock | 72 | 126 | |
| Net cash used for financing activities | <u>(14,669)</u> | <u>(22,011)</u> | |
| Effect of foreign exchange rates on cash | (480) | (782) | |
| (Decrease) Increase in cash and cash equivalents | (5,235) | 45,030 | |
| Cash and cash equivalents – beginning of period | 72,273 | 48,871 | |
| Cash and cash equivalents – end of period | <u>\$ 67,038</u> | <u>\$ 93,901</u> | |

See accompanying notes to unaudited consolidated condensed financial statements.

BADGER METER, INC.

Consolidated Condensed Statements of Shareholders' Equity

| | Quarter and year-to-date ended September 30, | | | | | | |
|--|--|--------------------------------|---------------------|---|------------------------|--------------------------|-------------------|
| | Common Stock at \$1 par value* | Capital in excess of par value | Reinvested earnings | Accumulated other comprehensive income (loss) | Employee benefit stock | Treasury stock (at cost) | Total |
| (Unaudited) (In thousands except share and per share amounts) | | | | | | | |
| Balance, June 30, 2020 | \$ 37,220 | \$ 43,456 | \$ 297,370 | \$ 245 | \$ (154) | \$ (36,994) | \$ 341,143 |
| Net earnings | - | - | 14,861 | - | - | - | 14,861 |
| Pension and postretirement benefits (net of (\$4) tax effect) | - | - | - | (11) | - | - | (11) |
| Foreign currency translation | - | - | - | 450 | - | - | 450 |
| Cash dividends of \$0.18 per share | - | - | (5,235) | - | - | - | (5,235) |
| Stock options exercised | 20 | - | - | - | - | 7 | 27 |
| Stock-based compensation | - | 336 | - | - | - | - | 336 |
| Purchase of common stock for treasury stock | - | - | - | - | - | (61) | (61) |
| Issuance of treasury stock (21 shares) | - | 38 | - | - | - | (5) | 33 |
| Balance, September 30, 2020 | <u>\$ 37,220</u> | <u>\$ 43,850</u> | <u>\$ 306,996</u> | <u>\$ 684</u> | <u>\$ (154)</u> | <u>\$ (37,053)</u> | <u>\$ 351,543</u> |
| Balance, December 31, 2019 | \$ 37,200 | \$ 41,956 | \$ 285,879 | \$ 425 | \$ (154) | \$ (34,238) | \$ 331,068 |
| Net earnings | - | - | 36,249 | - | - | - | 36,249 |
| Pension and postretirement benefits (net of (\$3) tax effect) | - | - | - | (9) | - | - | (9) |
| Foreign currency translation | - | - | - | 268 | - | - | 268 |
| Cash dividends of \$0.52 per share | - | - | (15,132) | - | - | - | (15,132) |
| Stock options exercised | 20 | 458 | - | - | - | 27 | 505 |
| Stock-based compensation | - | 1,041 | - | - | - | - | 1,041 |
| Purchase of common stock for treasury stock | - | - | - | - | - | (2,934) | (2,934) |
| Issuance of treasury stock (42 shares) | - | 395 | - | - | - | 92 | 487 |
| Balance, September 30, 2020 | <u>\$ 37,220</u> | <u>\$ 43,850</u> | <u>\$ 306,996</u> | <u>\$ 684</u> | <u>\$ (154)</u> | <u>\$ (37,053)</u> | <u>\$ 351,543</u> |
| Balance, June 30, 2021 | \$ 37,221 | \$ 46,500 | \$ 332,104 | \$ 3,411 | \$ - | \$ (37,389) | \$ 381,847 |
| Net earnings | - | - | 15,855 | - | - | - | 15,855 |
| Pension and postretirement benefits (net of \$0 tax effect) | - | - | - | 4 | - | - | 4 |
| Foreign currency translation | - | - | - | (2,248) | - | - | (2,248) |
| Cash dividends of \$0.20 per share | - | - | (5,909) | - | - | - | (5,909) |
| Stock options exercised | - | 1,342 | - | - | - | 343 | 1,685 |
| Stock-based compensation | - | 590 | - | - | - | - | 590 |
| Balance, September 30, 2021 | <u>\$ 37,221</u> | <u>\$ 48,432</u> | <u>\$ 342,050</u> | <u>\$ 1,167</u> | <u>\$ -</u> | <u>\$ (37,046)</u> | <u>\$ 391,824</u> |
| Balance, December 31, 2020 | \$ 37,221 | \$ 44,964 | \$ 314,850 | \$ 1,313 | \$ - | \$ (37,089) | \$ 361,259 |
| Net earnings | - | - | 43,608 | - | - | - | 43,608 |
| Pension and postretirement benefits (net of (\$2) tax effect) | - | - | - | 9 | - | - | 9 |
| Foreign currency translation | - | - | - | (155) | - | - | (155) |
| Cash dividends of \$0.56 per share | - | - | (16,408) | - | - | - | (16,408) |
| Stock options exercised | - | 1,623 | - | - | - | 414 | 2,037 |
| Stock-based compensation | - | 1,537 | - | - | - | - | 1,537 |
| Purchase of common stock for treasury stock | - | - | - | - | - | (460) | (460) |
| Issuance of treasury stock (46 shares) | - | 308 | - | - | - | 89 | 397 |
| Balance, September 30, 2021 | <u>\$ 37,221</u> | <u>\$ 48,432</u> | <u>\$ 342,050</u> | <u>\$ 1,167</u> | <u>\$ -</u> | <u>\$ (37,046)</u> | <u>\$ 391,824</u> |

* Each common share of stock equals \$1 par value; therefore, the number of common shares is the same as the dollar value.

See accompanying notes to unaudited consolidated condensed financial statements.

BADGER METER, INC.**Notes to Unaudited Consolidated Condensed Financial Statements****Note 1 Basis of Presentation**

In the opinion of management, the accompanying unaudited consolidated condensed financial statements of Badger Meter contain all adjustments (consisting only of normal recurring accruals except as otherwise discussed) necessary to present fairly the Company's consolidated condensed financial position at September 30, 2021 and December 31, 2020, results of operations, comprehensive income, cash flows and statements of shareholders' equity for the three and nine-month periods ended September 30, 2021 and 2020. The results of operations for any interim period are not necessarily indicative of the results to be expected for the full year.

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Note 2 Additional Financial Information Disclosures

The consolidated condensed balance sheet at December 31, 2020 was derived from amounts included in [the Company's Annual Report on Form 10-K for the year ended December 31, 2020](#). Refer to the notes to consolidated financial statements included in that report for a description of the Company's accounting policies and for additional details of the Company's financial condition. The details in those notes have not changed except as discussed below and as a result of normal adjustments in the interim.

Cash Equivalents

The Company considers all highly liquid investments with original maturities of ninety days or less to be cash equivalents.

Warranty and After-Sale Costs

The Company estimates and records provisions for warranties and other after-sale costs in the period in which the sale is recorded, based on a lag factor and historical warranty claim experience. After-sale costs represent a variety of activities outside of the written warranty policy, such as investigation of unanticipated problems after the customer has installed the product, or analysis of water quality issues. Changes in the Company's warranty and after-sale costs reserve are as follows:

| (In thousands) | Three months ended September 30, | | Nine months ended September 30, | |
|-----------------------------------|-------------------------------------|----------|------------------------------------|----------|
| | 2021 | 2020 | 2021 | 2020 |
| Balance at beginning of period | \$ 12,965 | \$ 6,421 | \$ 11,617 | \$ 5,583 |
| Net additions charged to earnings | 935 | 2,077 | 3,667 | 4,470 |
| Costs incurred | (1,014) | (941) | (2,398) | (2,496) |
| Balance at end of period | \$ 12,886 | \$ 7,557 | \$ 12,886 | \$ 7,557 |

Note 3 Accumulated Other Comprehensive Income

Components of and changes in accumulated other comprehensive income at September 30, 2021 are as follows:

| (In thousands) | Unrecognized pension and postretirement benefits | Foreign currency | | Total |
|--|---|------------------|----------|-------|
| | | 2021 | 2020 | |
| Balance at beginning of period | \$ 55 | \$ 1,258 | \$ 1,313 | |
| Other comprehensive loss before reclassifications | - | (155) | (155) | |
| Amounts reclassified from accumulated other comprehensive income, net of tax of (\$2) | 9 | - | 9 | |
| Net current period other comprehensive loss, net of tax | 9 | (155) | (146) | |
| Accumulated other comprehensive income | \$ 64 | \$ 1,103 | \$ 1,167 | |

Components of and changes in accumulated other comprehensive income at September 30, 2020 are as follows:

| (In thousands) | Unrecognized pension and postretirement benefits | Foreign currency | Total |
|--|---|------------------|---------------|
| | \$ | \$ | \$ |
| Balance at beginning of period | 263 | 162 | 425 |
| Other comprehensive income before reclassifications | - | 268 | 268 |
| Amounts reclassified from accumulated other comprehensive income, net of tax of (\$3) | (9) | - | (9) |
| Net current period other comprehensive income, net of tax | (9) | 268 | 259 |
| Accumulated other comprehensive income | \$ 254 | \$ 430 | \$ 684 |

Details of reclassifications out of accumulated other comprehensive income during the nine months ended September 30, 2021 and 2020 are immaterial.

Note 4 Acquisitions

Acquisitions are accounted for under the purchase method, and accordingly, the results of operations were included in the Company's financial statements from the date of acquisition. The acquisitions did not have a material impact on the Company's consolidated financial statements or the notes thereto.

Effective January 1, 2021, the Company acquired 100% of the outstanding stock of Analytical Technology, LLC ("ATi"), headquartered in Collegeville, Pennsylvania, a provider of water quality monitoring systems.

The total purchase consideration, net of cash acquired, was \$44 million. The Company's preliminary allocation of the purchase price at September 30, 2021 included \$3.9 million of receivables, \$3.9 million of inventory, \$2.5 million of other assets, \$21.0 million of intangibles and \$16.2 million of goodwill that is deductible for tax purposes. The intangible assets acquired are primarily customer relationships and developed technology with estimated average useful lives of 12 to 15 years. The Company also assumed \$1.2 million of accounts payable, \$0.6 million of deferred tax liabilities and \$1.7 million of other liabilities as part of the acquisition.

The preliminary allocation of the purchase price to the assets acquired was based upon the estimated fair values at the date of acquisition. As of September 30, 2021, the Company had not completed its analysis for estimating the fair value of the assets acquired.

Effective November 2, 2020, the Company acquired 100% of the outstanding stock of s::can GmbH and subsidiaries ("s::can") headquartered in Vienna, Austria. s::can specializes in optical water quality sensing solutions that provide real-time measurement of a variety of parameters in water and wastewater utilizing in-line monitoring systems and other applications.

The total purchase consideration for s::can was \$30.5 million, which was inclusive of \$29.7 million in net cash and a final primary working capital settlement of \$0.8 million that was made in the third quarter of 2021. The Company's preliminary allocation of the purchase price at September 30, 2021 included \$3.1 million of receivables, \$4.3 million of inventory, \$1.2 million of other assets, \$12.7 million of intangibles and \$17.4 million of goodwill that is not deductible for tax purposes. The intangible assets acquired are primarily customer relationships and developed technology with an estimated average useful life of 12 years. The Company also assumed \$3.6 million of accounts payable, \$3.2 million of deferred tax liabilities and \$1.3 million of other liabilities as part of the acquisition.

The preliminary allocation of the purchase price to the assets acquired was based upon the estimated fair values at the date of acquisition. As of September 30, 2021, the Company had not completed its analysis for estimating the fair value of the assets acquired.

Note 5 Contingencies, Litigation and Commitments

In the normal course of business, the Company is named in legal proceedings. There are currently no material legal proceedings pending with respect to the Company.

The Company is subject to contingencies related to environmental laws and regulations. A future change in circumstances with respect to specific matters or with respect to sites formerly or currently owned or operated by the Company, off-site disposal locations used by the Company, and property owned by third parties that is near such sites, could result in

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future costs to the Company and such amounts could be material. Expenditures for compliance with environmental control provisions and regulations during 2020 and the first three quarters of 2021 were not material.

The Company relies on single suppliers for most brass castings and certain resin and electronic subassemblies in several of its product lines. The Company believes these items would be available from other sources, but that the loss of certain suppliers could result in a higher cost of materials, delivery delays, short-term increases in inventory and higher quality control costs in the short term. The Company attempts to mitigate these risks by working closely with key suppliers, purchasing minimal amounts from alternative suppliers and by purchasing business interruption insurance where appropriate.

The Company reevaluates its exposures on a periodic basis and makes adjustments to reserves as appropriate.

Note 6 Income Taxes

The Company is subject to income taxes in the United States and numerous foreign jurisdictions. The Company's income tax positions are based on interpretations of income tax laws and rulings in each of the jurisdictions that the Company operates. Significant judgment is required in determining the worldwide provision for income taxes and recording the related deferred tax assets and liabilities. The Company's deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income for the years in which the assets or liabilities are expected to be realized or settled. Interim provisions are tied to an estimate of the overall annual rate which can vary due to the relationship of foreign and domestic earnings, state taxes and available deductions, credits and discrete items.

The Company's earnings before incomes taxes, income tax expense and effective income tax rate are as follows:

| (In thousands) | Three months ended | | Nine months ended | |
|------------------------------|-----------------------|-----------|-----------------------|-----------|
| | September 30, 2021 | 2020 | September 30, 2021 | 2020 |
| Earnings before income taxes | \$ 19,396 | \$ 19,539 | \$ 55,744 | \$ 48,067 |
| Provision for income taxes | 3,541 | 4,678 | 12,136 | 11,818 |
| Effective income tax rate | 18.3% | 23.9% | 21.8% | 24.6% |

Note 7 Fair Value Measurements of Financial Instruments

The Company applies the accounting standards for fair value measurements and disclosures for its financial assets and financial liabilities. The carrying amounts of cash and cash equivalents, receivables and payables in the financial statements approximate their fair values due to the short-term nature of these financial instruments. Included in other assets are insurance policies on various individuals who were previously employed by the Company. The carrying amounts of these insurance policies approximate their fair value.

Note 8 Subsequent Events

The Company evaluates subsequent events at the date of the balance sheet as well as conditions that arise after the balance sheet date but before the financial statements are issued. The effects of conditions that existed at the balance sheet date are recognized in the financial statements. Events and conditions arising after the balance sheet date but before the financial statements are issued are evaluated to determine if disclosure is required to keep the financial statements from being misleading. To the extent such events and conditions exist, if any, disclosures are made regarding the nature of events and the estimated financial effects for those events and conditions. For purposes of preparing the accompanying consolidated financial statements and the notes to these financial statements, the Company evaluated subsequent events through the date that the accompanying financial statements were issued, and has determined that no material subsequent events exist through the date of this filing.

Note 9 New Pronouncements

In December 2019, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2019-12, "Simplifying the Accounting for Income Taxes" under ASC 740, which simplifies the accounting for income taxes by removing certain exceptions to the general principles in Topic 740 and modifies the existing guidance to enable more consistent application. This guidance is effective for fiscal years beginning after December 15, 2020, including interim periods within that fiscal year with early adoption being permitted. The Company adopted ASU No. 2019-12 on January 1, 2021, the impact of which was not significant to the Company.

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Note 10 Revenue Recognition

Revenue for sales of products and services is derived from contracts with customers. The products and services promised in contracts include the sale of utility water and flow instrumentation products, such as flow meters and radios, software access and other ancillary services. Contracts generally state the terms of sale, including the description, quantity and price of each product or service. Since the customer typically agrees to a stated rate and price in the contract that does not vary over the life of the contract, the majority of the Company's contracts do not contain variable consideration. The Company establishes a provision for estimated warranty and returns as well as certain after sale costs as discussed in Note 2 "Additional Financial Information Disclosures" in the Notes to Unaudited Consolidated Condensed Financial Statements.

In accordance with ASU No. 2016-10 "Revenue from Contracts with Customers" ("Topic 606"), the Company disaggregates revenue from contracts with customers into geographical regions and by the timing of when goods and services are transferred. The Company determined that disaggregating revenue into these categories meets the disclosure objective in Topic 606 which is to depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by regional economic factors.

Information regarding revenues disaggregated by geographic area is as follows:

| (In thousands) | Three months ended September 30, | | Nine months ended September 30, | |
|------------------|-------------------------------------|-------------------|------------------------------------|-------------------|
| | 2021 | 2020 | 2021 | 2020 |
| Revenues: | | | | |
| United States | \$ 111,281 | \$ 102,945 | \$ 313,326 | \$ 278,191 |
| Foreign: | | | | |
| Asia | 3,927 | 1,634 | 12,402 | 4,619 |
| Canada | 3,021 | 2,615 | 9,086 | 7,876 |
| Europe | 7,044 | 3,728 | 23,396 | 11,796 |
| Mexico | 948 | 1,226 | 4,025 | 4,221 |
| Middle East | 1,996 | 904 | 5,757 | 4,659 |
| Other | 521 | 535 | 1,457 | 1,852 |
| Total | \$ 128,738 | \$ 113,587 | \$ 369,449 | \$ 313,214 |

Information regarding revenues disaggregated by the timing of when goods and services are transferred is as follows:

| (In thousands) | Three months ended September 30, | | Nine months ended September 30, | | | | | |
|-------------------------------------|-------------------------------------|---------------|------------------------------------|---------------|-------------------|---------------|-------------------|---------------|
| | 2021 | 2020 | 2021 | 2020 | | | | |
| Revenue recognized over time | | | | | | | | |
| \$ 7,427 | 5.8% | \$ 5,542 | 4.9% | \$ 21,006 | 5.7% | \$ 15,523 | 5.0% | |
| 121,311 | 94.2% | 108,045 | 95.1% | 348,443 | 94.3% | 297,691 | 95.0% | |
| Total | \$ 128,738 | 100.0% | \$ 113,587 | 100.0% | \$ 369,449 | 100.0% | \$ 313,214 | 100.0% |

The majority of the Company's revenue that is recognized over time relates to the BEACON® AMA software as a service, but also includes training, certain installation and other revenues. The majority of the Company's revenue recognized at a point in time is for the sale of utility and flow instrumentation products. Revenue from these contracts is recognized when the customer is able to direct the use of and obtain substantially all of the benefits from the product which generally coincides with title transfer during shipping.

The Company performs its obligations under a contract by shipping products or performing services in exchange for consideration. The Company typically invoices its customers as soon as control of an asset is transferred and a receivable to the Company is established. The Company, however, recognizes a contract liability when a customer prepays for goods or services and the Company has not transferred control of the goods or services.

The closing balances of the Company's receivables and contract liabilities are as follows:

| (In thousands) | September 30, 2021 | | December 31, 2020 | |
|----------------------|-----------------------|-----------|----------------------|------|
| | 2021 | 2020 | 2021 | 2020 |
| Receivables | | | | |
| Receivables | \$ 73,747 | \$ 61,689 | | |
| Contract liabilities | 29,008 | 24,761 | | |

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Contract liabilities are included in Payables and Other long-term liabilities on the Company's Consolidated Condensed Balance Sheets. The balance of contract assets was immaterial as the Company did not have a significant amount of uninvoiced receivables in the three and nine-month periods ended September 30, 2021 and twelve-month period ended December 31, 2020.

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer, and is the unit of measurement in Topic 606. At contract inception, the Company assesses the products and services promised in its contracts with customers. The Company then identifies performance obligations to transfer distinct products or services to the customer. In order to identify performance obligations, the Company considers all of the products or services promised in the contract regardless of whether they are explicitly stated or are implied by customary business practices.

The Company's performance obligations are satisfied at a point in time or over time as work progresses. The majority of the Company's revenue recognized at a point in time is for the sale of utility and flow instrumentation products. Revenue from these contracts is recognized when the customer is able to direct the use of and obtain substantially all of the benefits from the product which generally coincides with title transfer during the shipping process. The majority of the Company's revenue that is recognized over time relates to the BEACON AMA software as a service.

As of September 30, 2021, the Company had certain contracts with unsatisfied performance obligations. For contracts recorded as contract liabilities, \$29.0 million was the aggregate amount of the transaction price allocated to performance obligations that were unsatisfied or partially unsatisfied as of the end of the reporting period. The Company estimates that revenue recognized from satisfying those performance obligations will be approximately \$5.5 million in 2021, \$3.0 million in each year from 2022 through 2026 and \$ 8.5 million thereafter.

Note 11 Leases

The Company rents facilities, equipment and vehicles under operating leases, some of which contain renewal options. Upon inception of a rent agreement, the Company determines whether the arrangement contains a lease based on the unique conditions present. Leases that have a term over a year are recognized on the balance sheet as right-of-use assets and lease liabilities. Right-of-use assets are included in Other assets on the Company's Consolidated Condensed Balance Sheets. Lease liabilities are included in Other current liabilities and Other long-term liabilities on the Company's Consolidated Condensed Balance Sheets. Information regarding the Company's right-of-use assets and the corresponding lease liabilities are as follows:

| | September 30, 2021 | December 31, 2020 |
|-----------------------|-----------------------|----------------------|
| (In thousands) | | |
| Right-of-use assets | \$ 6,481 | \$ 6,865 |
| Lease liabilities | 6,797 | 7,218 |

The Company's operating lease agreements have lease and non-lease components that require payments for common area maintenance, property taxes and insurance. The Company has elected to account for both lease and non-lease components as one lease component. The fixed and in-substance fixed consideration in the Company's rent agreements constitute operating lease expense that is included in the capitalized right-of-use assets and lease liabilities. The variable and short-term lease expense payments are not included in the present value of the right-of-use assets and lease liabilities on the Consolidated Condensed Balance Sheets. The Company's rent expense is as follows:

| | Three months ended September 30, | | Nine months ended September 30, | |
|---------------------------------------|-------------------------------------|---------------|------------------------------------|-----------------|
| | 2021 | 2020 | 2021 | 2020 |
| (In thousands) | | | | |
| Operating lease expense | \$ 768 | \$ 675 | \$ 2,420 | \$ 2,194 |
| Variable and short-term lease expense | 38 | 35 | 115 | 131 |
| Rent expense | <u>\$ 806</u> | <u>\$ 710</u> | <u>\$ 2,535</u> | <u>\$ 2,325</u> |

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The Company records right-of-use assets and lease liabilities based upon the present value of lease payments over the expected lease term. The Company's lease agreements typically do not have implicit interest rates that are readily determinable. As a result, the Company utilizes an incremental borrowing rate that would be incurred to borrow on a collateralized basis over a similar term in a comparable economic environment. As of September 30, 2021 and December 31, 2020, the remaining lease term on the Company's leases was 5.9 years and 6.0 years, respectively. As of September 30, 2021 and December 31, 2020, the discount rate was 5.0%. The future minimum lease payments to be paid under operating leases are as follows:

| | September 30, 2021 |
|---|-----------------------|
| (In thousands) | |
| 2021 (remaining three months) | \$ 699 |
| 2022 | 1,922 |
| 2023 | 1,744 |
| 2024 | 1,361 |
| 2025 | 1,184 |
| Thereafter | 998 |
| Total future lease payments | 7,908 |
| Present value adjustment | (1,111) |
| Present value of future lease payments | \$ 6,797 |

Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations**BUSINESS DESCRIPTION AND OVERVIEW**

With more than a century of water technology innovation, Badger Meter is a global provider of industry leading water solutions encompassing flow measurement, quality and other system parameters. These offerings provide customers with the data and analytics essential to optimize their operations and contribute to the sustainable use and protection of the world's most precious resource. The Company's flow measurement products measure water and other fluids and are known for accuracy, long-lasting durability and for providing valuable and timely measurement data through various methods. The Company's water quality monitoring solutions include optical sensing and electrochemical instruments that provide real-time, on-demand data parameters. The Company's product lines fall into two categories: sales of water meters, radios and related technologies, and water quality monitoring solutions to water utilities (utility water) and sales of meters and other sensing instruments, valves and other products for industrial applications in water, wastewater, and other industries (flow instrumentation). The Company estimates that approximately 90% of its products are used in water related applications.

Utility water, the largest sales category, is comprised of either mechanical or static (ultrasonic) water meters along with the related radio and software technologies and services used by water utilities as the basis for generating their water and wastewater revenues. It further comprises other sensor technology used in the water distribution system to ensure the safe and efficient delivery of clean water. These sensors are used to detect leaks in the distribution piping system and to monitor various water quality parameters throughout the distribution system. The largest geographic market for the Company's utility water products is North America, primarily the United States, because most of the Company's meters are designed and manufactured to conform to standards promulgated by the American Water Works Association. The majority of water meters sold by the Company continue to be mechanical in nature; however, ultrasonic meters are an increasing percentage of the water meters sold by the Company and in the industry, due to a variety of factors, including their ability to maintain measurement accuracy over their useful life. Providing ultrasonic water meter technology, combined with advanced radio technology, provides the Company with the opportunity to sell into other geographical markets, for example the Middle East, Europe and Southeast Asia.

The flow instrumentation product line primarily serves water applications throughout the broader industrial markets. This product line includes meters, valves and other sensing instruments sold worldwide to measure and control the quantity of fluids going through a pipe or pipeline including water, air, steam, oil, and other liquids and gases. These products are used in a variety of industries and applications, with the Company's primary market focus being water/wastewater, heating, ventilating and air conditioning (HVAC) and corporate sustainability. Flow instrumentation products are generally sold to original equipment manufacturers as the primary flow measurement device within a product or system, as well as through manufacturers' representatives.

Utility water meters (both residential and commercial) are generally classified as either manually read meters or remotely read meters via radio technology. A manually read meter consists of a water meter and a register that provides a visual totalized meter reading. Meters equipped with radio technology (endpoints) receive flow measurement data from battery-powered encoder registers attached to the water meter, which is encrypted and transmitted via radio frequency to a receiver that collects and formats the data appropriately for water utility usage and billing systems. These remotely read systems are classified as either automatic meter reading (AMR) systems, where a vehicle equipped for meter reading purposes, including a radio receiver, computer and reading software, collects the data from the utilities' meters; or advanced metering infrastructure (AMI) systems, where data is gathered utilizing a network (either fixed or cellular) of data collectors or gateway receivers that are able to receive radio data transmission from the utilities' meters. AMI systems eliminate the need for utility personnel to drive through service territories to collect data from the meters. These systems provide utilities with more frequent and diverse data from their meters at specified intervals.

The ORION® branded family of radio endpoints provides water utilities with a range of industry-leading options for meter reading. These include ORION (ME) for migratable AMR meter reading, ORION (SE) for traditional fixed network applications, and ORION Cellular for an infrastructure-free meter reading solution. ORION Migratable makes the migration to fixed network easier for utilities that prefer to start with mobile reading and later adopt fixed network communications, allowing utilities to choose a solution for their current needs and be positioned for their future operational changes. ORION Cellular eliminates the need for utility-owned fixed network infrastructure, allows for gradual or full deployment, and decreases ongoing maintenance.

Information and analytics are critical to the water metering ecosystem. The Company's BEACON® Advanced Metering Analytics (AMA) software suite improves utility visibility to their water and water usage. BEACON AMA is a secure, cloud-hosted software suite that includes a customizable dashboard, and has the ability to establish alerts for specific conditions. It also allows for consumer engagement tools that permit end water users (such as homeowners) to view and manage their water usage activity. Benefits to the utility include improved customer service, increased visibility through faster leak detection, the ability to promote and quantify the effects of its water conservation efforts, and easier compliance reporting.

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Water meter replacement and the adoption and deployment of new technology comprise the majority of water meter product sales, including radio products. To a much lesser extent, housing starts also contribute to the new product sales base. Over the last decade, there has been a growing trend in the conversion from manually read water meters to meters with radio technology. This conversion rate is accelerating, with the Company estimating that approximately 70% of water meters installed in the United States have been converted to a radio solution technology.

In addition to our water utility flow measurement solutions, the Company provides various water quality monitoring solutions utilizing optical sensors and electrochemical instruments that measure a variety of parameters including turbidity, pH, chlorine, nitrates and approximately 40 others. Utilizing these solutions, water quality can be monitored continually or periodically throughout the network from its original source to the point in which it is recycled and returned. The addition of real-time water quality parameters to core flow measurement, pressure and temperature sensing capabilities enhances the scope of actionable data for water utilities to improve operational security, awareness and efficiency.

The Company's net sales and corresponding net earnings depend on unit volume and product mix, with the Company generally earning higher average selling prices and margins on meters equipped with radio technology, and higher margins on ultrasonic compared to mechanical meters. The Company's proprietary radio products generally result in higher margins than remarketed, non-proprietary technology products. The Company also sells registers and endpoints separately to customers who wish to upgrade their existing meters in the field.

Flow instrumentation products are used in flow measurement and control applications across a broad industrial spectrum, occasionally leveraging the same technologies used in the municipal water category. Specialized communication protocols that control the entire flow measurement process and mandatory certifications drive these markets. The Company provides both standard and customized flow instrumentation solutions.

The industries served by the Company's flow instrumentation products face accelerating demands to contain costs, reduce product variability, and meet ever-changing safety, regulatory and sustainability requirements. To address these challenges, customers must reap more value from every component in their systems. This system-wide scrutiny has heightened the focus on flow instrumentation in industrial process, manufacturing, commercial fluid, building automation and precision engineering applications where flow measurement and control are critical.

A leader in both mechanical and static (ultrasonic) flow metering technologies for industrial markets, the Company offers one of the broadest flow measurement, control and communication portfolios in the market. This portfolio carries respected brand names including Recordall®, Hedland®, Dynasonics®, Blancett®, and Research Control®, and includes eight of the ten major flow meter technologies. Customers rely on the Company for application-specific solutions that deliver accurate, timely and dependable flow data and control essential for product quality, cost control, safer operations, regulatory compliance and more sustainable operations.

In addition, the Company provides various water quality monitoring solutions utilizing optical sensors and electrochemical instruments that measure a variety of parameters providing industrial customers with both process and discharge water quality monitoring capabilities. The Company's products are sold throughout the world through employees, resellers and representatives. Depending on the customer mix, there can be a moderate seasonal impact on sales, primarily relating to higher sales of certain utility water products during the spring and summer months. No single customer accounts for more than 10% of the Company's sales.

Long-Term Business Trends

Across the globe, increasing regulations and a focus on sustainability are driving companies and utilities to better manage critical resources like water, monitor their use of hazardous materials and reduce exhaust gases. Some customers measure fluids to identify leaks and/or misappropriation for cost control or add measurement points to help automate manufacturing. Other customers employ measurement to comply with government mandates and laws including those associated with process and discharge water quality monitoring. The Company provides flow measurement technology to primarily measure water, but also oil, chemicals and other fluids, gases and steams. This technology is critical to provide baseline usage data and to quantify reductions as customers attempt to reduce consumption. For example, once water usage metrics are better understood, a strategy for water-use reduction can be developed with specific water-reduction initiatives targeted to those areas where it is most viable. With the Company's technology, customers have found costly leaks, pinpointed equipment in need of repair, and identified areas for process improvements.

Increasingly, customers in the utility water market are interested in more frequent and diverse data collection and the use of water metering and quality analytics to evaluate water distribution activity. Specifically, AMI technology enables water utilities to capture readings from each meter at more frequent and variable intervals. There are more than 50,000 water utilities in the United States and the Company estimates that approximately 70% of their respective connections have converted to a radio solution. The Company believes it is well positioned to meet this continuing conversion trend with its comprehensive radio and software solutions.

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In addition, certain water utilities are converting from mechanical to static meters. Ultrasonic water metering maintains a high level of measurement accuracy over the life of the meter, reducing a utility's non-revenue water. The Company has over a decade of proven reliability in the market with its ultrasonic meters and has recently launched its next generation of ultrasonic metering with its D-Flow technology, which the Company believes increases its competitive differentiation. While the introduction of ultrasonic technology into North America may increase competition, it also opens up further geographic penetration opportunities for the Company as previously described.

For over 116 years, the Company has offered innovative flow metering and control solutions for smart water management, smart buildings and smart industrial processes. The acquisition of s::can and ATi, leading providers of water quality monitoring solutions, adds real-time water quality parameters to our capabilities and enhances the scope of actionable data for our customers to help measure and protect natural resources. The combined solutions from Badger Meter, s::can and ATi offer technology that measures both the quantity and quality of water.

Finally, the concept of "Smart Cities" is one avenue to affect efficient city operations, conserve resources and improve service and delivery. Smart water solutions ("Smart Water") are those that provide actionable information through data analytics from an interconnected and interoperable network of sensors and devices that help people and organizations efficiently use and conserve water. Badger Meter is well positioned to benefit from the advancement of Smart Water applications within the Smart Cities framework. Cities have a keen interest in Smart Water as it provides both a revenue base, quality monitoring and conservation outcome. Badger Meter is one of approximately a dozen firms that are part of AT&T's Smart City Alliance. By leveraging this alliance, the Company has been able complement its ability to gain access and sell its broad smart water solutions to higher level decision makers within a city such as the mayor's office. In addition, it allows Badger Meter to keep abreast of emerging cellular technology changes which the Company believes is the premier infrastructure-free AMI solution.

Current Business Trends

In December 2019, a novel coronavirus disease ("COVID-19") was reported and in January 2020, the World Health Organization ("WHO") declared it a Public Health Emergency of International Concern. On March 11, 2020, the WHO characterized COVID-19 as a pandemic.

Beginning in the second quarter of 2020, the Company implemented remote work arrangements for non-production personnel, adopted robust safety, social distancing and temperature screening protocols throughout its manufacturing sites and enacted other measures to be able to deliver products to meet customer orders on a timely basis. While the pandemic has had varying levels of impact to demand trends since its inception, to date it has not materially affected our ability to maintain business operations, including the operation of financial reporting systems, internal control over financial reporting, and disclosure controls and procedures.

Thus far in 2021, the Company continued to operate under various return-to-work protocols for non-production personnel and our manufacturing operations continued to follow safety and COVID-19 protocols. The introduction of vaccines in the Company's primary geographic markets have aided its utility water and flow instrumentation customers in returning to more normal operations. On July 6, 2021, all US based non-production employees returned to the office on a hybrid basis following vaccination rollouts across the US. Customer order rates have improved; however, global electronics and other component shortages, along with logistics constraints, have resulted in manufacturing interruptions which limited the Company's output throughout the first nine months of 2021. These varied and wide-spread component availability and supply chain issues continue to inhibit the Company's ability to fully satisfy the increase in demand for certain products. In addition, cost inflation of materials and other expenses is becoming more pervasive. The Company continues to pursue pricing initiatives to offset inflationary cost pressures where possible. The Company's primary competitors are also experiencing lead time extensions, inflation, and pricing dynamics, and therefore the Company does not believe its competitive position has been negatively impacted. While the Company is navigating this dynamic and fluid environment with supply chain, inflation and logistics challenges through operational agility to support customers, these disruptions increased the Company's backlog to record levels and are likely to increase the unevenness of sales patterns for the remainder of 2021 and into 2022.

It remains difficult to estimate the severity and duration of the impact of the COVID-19 pandemic on the Company's business, financial position or results of operations. The magnitude of the impact will be determined by the duration and span of the pandemic, operational disruptions including those resulting from government actions, delivery interruptions due to component supply availability or global logistics constraints, the timeline for broadly available vaccines and the overall impact on the economy. The Company is monitoring the ongoing situation and keeps the Board of Directors informed of developments.

Acquisitions

Effective January 1, 2021, the Company acquired 100% of the outstanding stock of ATi, headquartered in Collegeville, Pennsylvania, a provider of water quality monitoring systems.

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The total purchase consideration, net of cash acquired, was \$44 million. The Company's preliminary allocation of the purchase price at September 30, 2021 included \$3.9 million of receivables, \$3.9 million of inventory, \$2.5 million of other assets, \$21.0 million of intangibles and \$16.2 million of goodwill that is deductible for tax purposes. The intangible assets acquired are primarily customer relationships and developed technology with estimated average useful lives of 12 to 15 years. The Company also assumed \$1.2 million of accounts payable, \$0.6 million of deferred tax liabilities and \$1.7 million of other liabilities as part of the acquisition. The preliminary allocation of the purchase price to the assets acquired was based upon the estimated fair values at the date of acquisition.

As of September 30, 2021, the Company had not completed its analysis for estimating the fair value of the assets acquired. This acquisition is further described in Note 4 "Acquisitions" in the Notes to Consolidated Financial Statements.

Effective November 2, 2020, the Company acquired 100% of the outstanding stock of s::can headquartered in Vienna, Austria. s::can specializes in optical water quality sensing solutions that provide real-time measurement of a variety of parameters in water and wastewater utilizing in-line monitoring systems and other applications.

The total purchase consideration for s::can was \$30.5 million, which was inclusive of \$29.7 million in net cash and a final primary working capital settlement of \$0.8 million that was made in the third quarter of 2021. The Company's preliminary allocation of the purchase price at September 30, 2021 included \$3.1 million of receivables, \$4.3 million of inventory, \$1.2 million of other assets, \$12.7 million of intangibles and \$17.4 million of goodwill that is not deductible for tax purposes. The intangible assets acquired are primarily customer relationships and developed technology with an estimated average useful life of 12 years. The Company also assumed \$3.6 million of accounts payable, \$3.2 million of deferred tax liabilities and \$1.3 million of other liabilities as part of the acquisition. The preliminary allocation of the purchase price to the assets acquired was based upon the estimated fair values at the date of acquisition.

As of September 30, 2021, the Company had not completed its analysis for estimating the fair value of the assets acquired. This acquisition is further described in Note 4 "Acquisitions" in the Notes to Consolidated Financial Statements.

Revenue and Product Mix

As the industry continues to evolve, the Company has been at the forefront of innovation across metering, radio and software technologies in order to meet its customers' increasing expectations for accurate and actionable data. As technologies such as ORION Cellular and BEACON AMA managed solutions have become more readily adopted, the Company's revenue from Software as a Service (SaaS) has increased significantly, albeit from a small base, and is margin accretive.

In addition, the Company has expanded its smart water offering with the addition of online water quality monitoring solutions, adding real-time water quality parameters to augment the scope of actionable data for water utility and industrial customers to optimize their operations.

The Company also seeks opportunities for additional revenue enhancement. For instance, the Company has made inroads into the Middle East market with its ultrasonic meter technology and is pursuing other geographic expansion opportunities. Additionally, the Company is periodically asked to oversee and perform field installation of its products for certain customers. In these cases, the Company assumes the role of general contractor and either engages installation subcontractors and supervises their work or performs the installation.

Results of Operations - Three Months Ended September 30, 2021

Net Sales

The Company's net sales for the three months ended September 30, 2021 were \$128.7 million compared to \$113.6 million during the same period in 2020. Sales into the utility water market were \$105.1 million, an increase of 12.2% from the prior year's \$93.6 million. The increase was partially attributable to the acquisitions of s::can and ATI which added approximately \$9.9 million in net sales to the three months ended September 30, 2021. Excluding these acquisitions, utility water sales increased 1.7% over the strong prior year quarter which benefitted from post-COVID lockdown backlog recovery. The Company's net sales grew as a result of increased mechanical meter and ORION® Cellular endpoint sales as well as increased BEACON® SaaS revenue. This growth came despite the impact of insufficient supply of electronic and other components on the conversion of utility water orders to net sales in the current year. Sales of products into the global flow instrumentation end markets were \$23.6 million, 18.5% higher than the prior year's \$20.0 million due to improved demand and easier comparisons which benefitted orders across the varied water and industrial end markets and applications served.

Earnings

Total operating earnings for the three months ended September 30, 2021 were \$19.4 million, or 15.1% of sales, compared to \$19.5 million, or 17.2% of sales, in the comparable prior year quarter. Gross margin dollars increased \$6.2

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million, and gross margin as a percent of sales increased from 39.6% to 39.8%. The third quarter of 2021 benefitted from pricing realization, which partially offset inflationary cost pressures across the supply chain including raw materials, logistics and freight as well as production volatility caused by restricted component availability. Gross margins also benefitted from favorable product and acquisition mix, including higher SaaS revenues. Selling, engineering and administration ("SEA") expenses were \$31.7 million or 24.7% of sales compared to \$25.5 million or 22.5% of sales in the comparable prior year quarter which included pandemic-impacted expense reductions such as lower travel costs. The addition of s::can and ATI, including the resultant intangible asset amortization, further contributed to the year-over-year increase.

The provision for income taxes as a percentage of earnings before income taxes for the third quarter ended September 30, 2021 was 18.3% compared to 23.9% for the comparable prior year period. The current quarter effective tax rate included a discrete income tax benefit related to stock options exercises and restricted stock vesting transactions. Interim provisions are based on an estimate of the overall annual rate that can vary due to state taxes, the relationship of foreign and domestic earnings, and other credits and allowances.

As a result of the above-mentioned items, net earnings for the three months ended September 30, 2021 were \$15.9 million, or \$0.54 per diluted share, compared to \$14.9 million, or \$0.51 per diluted share, for the same period in 2020.

Results of Operations - Nine Months Ended September 30, 2021

Net Sales

The Company's net sales for the nine months ended September 30, 2021 were \$369.4 million compared to \$313.2 million during the same period in 2020. Sales into the utility water market were \$301.0 million, an increase of 19.6% from the prior year's \$251.7 million. The increase was partially attributable to the acquisitions of s::can and ATI which added approximately \$32.0 million in net sales in the first nine months of 2021. Excluding these acquisitions, utility water sales increased 6.9% due to strong order demand, favorable comparisons because of COVID-19, value based pricing realization and growth in SaaS revenue. Orders exceeded sales during the first nine months of 2021, the result of manufacturing interruptions from the widespread global electronics and other component shortages, and logistics challenges which limited output. Sales of products into the global flow instrumentation end markets were \$68.4 million, 11.3% higher than the prior year's \$61.5 million due to improving order activity across the varied applications, along with favorable prior year comparisons.

Earnings

Total operating earnings for the nine months ended September 30, 2021 were \$55.9 million, or 15.1% of sales, compared to \$48.2 million, or 15.4% of sales, in the comparable prior year period. Gross margin dollars increased \$26.5 million, and gross margin as a percent of sales increased from 39.7% to 40.8%. Positive acquisition and product sales mix, including higher SaaS revenues, contributed to the margin improvement. In addition, gross margins benefitted from pricing actions which offset inflation in brass and other component input costs during the nine months ended September 30, 2021. SEA expenses were \$94.8 million or 25.7% of sales compared to \$76.0 million or 24.3% of sales in the comparable prior year period which included pandemic-related expense reductions such as lower salaries (temporary furlough), travel and trade show spending. The increase was also due to the inclusion of the s::can and ATI acquisitions, along with the resultant intangible asset amortization.

The provision for income taxes as a percentage of earnings before income taxes for the nine months ended September 30, 2021 was 21.8% compared to 24.6% for the comparable prior year period. Interim provisions are based on an estimate of the overall annual rate that can vary due to state taxes, the relationship of foreign and domestic earnings, and other credits and allowances.

As a result of the above-mentioned items, net earnings for the nine months ended September 30, 2021 were \$43.6 million, or \$1.49 per diluted share, compared to \$36.2 million, or \$1.24 per diluted share, for the same period in 2020.

LIQUIDITY AND CAPITAL RESOURCES

The main sources of liquidity for the Company are cash from operations and borrowing capacity. In addition, depending on market conditions, the Company may access the capital markets to strengthen its capital position and to provide additional liquidity for general corporate purposes.

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Primary Working Capital

The Company uses primary working capital ("PWC") as a percentage of sales as a key metric for working capital efficiency. The Company defines this metric as the sum of Receivables and Inventories less Payables, divided by trailing twelve month net sales. The following table shows the components of our PWC:

| (In thousands) | September 30, 2021 | | December 31, 2020 | |
|-------------------------|--------------------|-------|-------------------|-------|
| | \$ | PWC% | \$ | PWC% |
| Receivables | \$ 73,747 | 15.3% | \$ 61,689 | 14.5% |
| Inventories | 91,824 | 19.1% | 81,586 | 19.2% |
| Payables | (42,408) | -8.8% | (34,923) | -8.2% |
| Primary Working Capital | <u>\$ 123,163</u> | 25.6% | <u>\$ 108,352</u> | 25.5% |

Overall, PWC increased \$14.8 million compared to the previous year-end and includes the PWC acquired in connection with the ATI acquisition. Receivables at September 30, 2021 increased \$12.1 million due to the acquisition of ATI and higher sales activity, as well as the modest impact of delayed customer payments, a consequence of the supply chain disruptions on manufacturing output. Inventories increased \$10.2 million due to the acquisition of ATI along with component cost inflation and higher safety stock levels associated with varied component shortages. Payables at September 30, 2021 were \$7.5 million higher than year-end due to the acquisition of ATI as well as timing of payments relative to quarter and year-ends.

Cash Provided by Operations

Cash provided by operations in the first nine months of 2021 was \$62.8 million compared to \$73.7 million in the same period of 2020. Strong earnings drove solid cash generation in both years. The year-over-year decline in operating cash flow was due primarily to higher working capital to support increased order activity, as well as temporary increases in receivables and inventories resulting from supply chain challenges and shipment timing.

Capital expenditures for the first nine months of 2021 were \$8.2 million compared to \$5.9 million in the comparable prior year period.

Cash and cash equivalents declined to \$67.1 million from \$72.3 million at December 31, 2020, the result of strong cash flow generation offset by the deployment of \$45.3 million for acquisitions and payment of quarterly dividends.

On July 8, 2021, the Company entered into a new credit agreement, replacing its prior facility which was set to expire in September 2021. The credit agreement includes a \$150.0 million multi-currency line of credit that supports commercial paper (up to \$100.0 million). The facility includes several features that enhance the Company's financial flexibility including an increase feature, acquisition holiday, and favorable financial covenants. The Company was in compliance with all covenants as of September 30, 2021. The Company believes that its operating cash flows, available borrowing capacity, and its ability to raise capital provide adequate resources to fund ongoing operating requirements, future capital expenditures and the development of new products. The Company had \$158.1 million of unused credit lines available at September 30, 2021.

Other Matters

The Company is subject to contingencies related to environmental laws and regulations. A future change in circumstances with respect to these specific matters or with respect to sites formerly or currently owned or operated by the Company, off-site disposal locations used by the Company, and property owned by third parties that is near such sites, could result in future costs to the Company and such amounts could be material. Expenditures for compliance with environmental control provisions and regulations during 2020 and the first three quarters of 2021 were not material.

See the "Special Note Regarding Forward Looking Statements" at the front of this Quarterly Report on Form 10-Q and [Part I, Item 1A "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2020](#) and Part II, Item 1A "Risk Factors" in this Quarterly Report on Form 10-Q for a discussion of risks and uncertainties that could impact the Company's financial performance and results of operations.

Off-Balance Sheet Arrangements and Contractual Obligations

The Company's off-balance sheet arrangements and contractual obligations are discussed in Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" under the headings "Off-Balance Sheet Arrangements" and "Contractual Obligations" in [the Company's Annual Report on Form 10-K for the year ended December 31, 2020](#) and have not materially changed since that report was filed unless otherwise indicated in this Quarterly Report on Form 10-Q.

Item 3 Quantitative and Qualitative Disclosures about Market Risk

The Company's quantitative and qualitative disclosures about market risk are included in [Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" under the heading "Market Risks" in the Company's Annual Report on Form 10-K for the year ended December 31, 2020](#) and have not materially changed since that report was filed.

Item 4 Controls and Procedures

Evaluation of Disclosure Controls and Procedures

In accordance with Rule 13a-15(b) of the Securities Exchange Act of 1934 (the "Exchange Act"), the Company's management evaluated, with the participation of the Company's Chairman, President and Chief Executive Officer and the Company's Senior Vice President - Chief Financial Officer, the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the quarter ended September 30, 2021. Based upon their evaluation of these disclosure controls and procedures, the Company's Chairman, President and Chief Executive Officer and the Company's Senior Vice President – Chief Financial Officer concluded that, as of the date of such evaluation, the Company's disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting

There was no change in the Company's internal control over financial reporting that occurred during the quarter ended September 30, 2021 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II – Other Information**Item 1A Risk Factors**

There have been no material changes from the risk factors disclosed in [the Company's Annual Report on Form 10-K for the year ended December 31, 2020](#).

Item 2 Unregistered Sales of Equity Securities and Use of Proceeds

In February 2020, the Board of Directors authorized the repurchase of up to an additional 400,000 shares of the Company's Common Stock through February 2023. The Company did not make any purchases of equity securities under the repurchase program during the quarter ended September 30, 2021.

| | Total number of shares purchased | Average price paid per share | Total number of shares purchased as part of a publicly announced program | Maximum number of shares that may yet be purchased under the program |
|--|----------------------------------|------------------------------|--|--|
| July 1, 2021 - July 31, 2021 | - | - | 54,953 | 345,047 |
| August 1, 2021 - August 31, 2021 | - | - | 54,953 | 345,047 |
| September 1, 2021 - September 30, 2021 | - | - | 54,953 | 345,047 |
| Total as of September 30, 2021 | <u><u>-</u></u> | <u><u>-</u></u> | <u><u>54,953</u></u> | <u><u>345,047</u></u> |

Item 6 Exhibits**EXHIBIT INDEX****Exhibit No. Description**

- 31.1 [Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 31.2 [Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 32 [Certification of Periodic Financial Report by the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 101 The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 formatted in Inline Extensible Business Reporting Language (iXBRL): (i) the Consolidated Condensed Balance Sheets, (ii) the Consolidated Condensed Statements of Operations, (iii) the Consolidated Condensed Statements of Comprehensive Income, (iv) the Consolidated Condensed Statements of Cash Flows, (v) the Consolidated Condensed Statements of Shareholders' Equity and (vi) Notes to Unaudited Consolidated Condensed Financial Statements, tagged as blocks of text and including detailed tags.
- 104 Cover Page Interactive Data File (formatted as iXBRL and contained in Exhibit 101).

SIGNATURES

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

BADGER METER, INC.

Dated: October 28, 2021

By /s/ Kenneth C. Bockhorst
Kenneth C. Bockhorst
Chairman, President and Chief Executive Officer

By /s/ Robert A. Wrocklage
Robert A. Wrocklage
Senior Vice President – Chief Financial Officer

By /s/ Daniel R. Weltzien
Daniel R. Weltzien
Vice President – Controller

**Certification of Chairman, President and Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act and Rule 13a-14(a)
or 15d-14(a) under the Securities Exchange Act of 1934**

I, Kenneth C. Bockhorst, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Badger Meter, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: October 28, 2021

By /s/ Kenneth C. Bockhorst
Kenneth C. Bockhorst
Chairman, President and Chief Executive Officer

**Certification of Senior Vice President – Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act and Rule 13a-14(a)
or 15d-14(a) under the Securities Exchange Act of 1934**

I, Robert A. Wrocklage, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Badger Meter, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: October 28, 2021

By /s/ Robert A. Wrocklage
Robert A. Wrocklage
Senior Vice President – Chief Financial Officer

Written Statement of the Chief Executive Officer and Chief Financial Officer

Pursuant to 18 U.S.C. §1350

Solely for the purpose of complying with 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, we, the undersigned Chief Executive Officer and Chief Financial Officer of Badger Meter, Inc., a Wisconsin corporation (the "Company"), hereby certify, based on our knowledge, that the Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2021 (the "Report") fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 28, 2021

By /s/ Kenneth C. Bockhorst
Kenneth C. Bockhorst
Chairman, President and Chief Executive Officer

By /s/ Robert A. Wrocklage
Robert A. Wrocklage
Senior Vice President – Chief Financial Officer