

ARTESIAN RESOURCES CORP  
Form 10-Q  
November 07, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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, 2014

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-18516

ARTESIAN RESOURCES CORPORATION

-----  
(Exact name of registrant as specified in its charter)

Delaware

51-0002090

-----  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

664 Churchmans Road, Newark, Delaware 19702

-----  
Address of principal executive offices

(302) 453 – 6900

-----  
Registrant's telephone number, including area code

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

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

Yes  No

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

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company

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

Yes  No

As of November 3, 2014, 8,020,138 shares of Class A Non-Voting Common Stock and 881,452 shares of Class B Common Stock were outstanding.

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FORM 10-Q

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PART I – FINANCIAL INFORMATION  
ITEM 1 – FINANCIAL STATEMENTS

ARTESIAN RESOURCES CORPORATION  
CONDENSED CONSOLIDATED BALANCE SHEETS

Unaudited  
(In thousands)

|   | September<br>30, 2014 | December<br>31, 2013 |
|---|-----------------------|----------------------|
| <b>ASSETS</b>   |                       |                      |
| Utility plant, at original cost less accumulated depreciation                         | \$ 391,136            | \$ 378,960           |
| Current assets  |                       |                      |
| Cash and cash equivalents   | 203                   | 422                  |
| Accounts receivable (less allowance for doubtful accounts 2014 - \$379; 2013 - \$221) | 5,044                 | 5,115                |
| Unbilled operating revenues   | 3,421                 | 3,009                |
| Materials and supplies  | 1,760                 | 1,485                |
| Prepaid property taxes  | 2,106                 | 1,491                |
| Prepaid expenses and other  | 1,657                 | 1,732                |
| Total current assets  | 14,191                | 13,254               |
| Other assets  |                       |                      |
| Non-utility property (less accumulated depreciation 2014 - \$452; 2013 - \$389)       | 4,095                 | 4,142                |
| Other deferred assets   | 5,188                 | 5,172                |
| Total other assets  | 9,283                 | 9,314                |
| Regulatory assets, net  | 2,362                 | 2,304                |
|   | \$ 416,972            | \$ 403,832           |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |                       |                      |
| Stockholders' equity  |                       |                      |
| Common stock  | \$ 8,900              | \$ 8,830             |
| Preferred stock   | 0                     | 0                    |
| Additional paid-in capital  | 92,271                | 90,841               |
| Retained earnings   | 22,004                | 22,165               |
| Total stockholders' equity  | 123,175               | 121,836              |
| Long-term debt, net of current portion  | 105,251               | 105,510              |
|   | 228,426               | 227,346              |
| Current liabilities   |                       |                      |
| Lines of credit   | 14,436                | 10,332               |
| Overdraft payable   | 686                   | 746                  |
| Current portion of long-term debt   | 1,151                 | 1,132                |
| Accounts payable  | 3,910                 | 4,140                |
| Dividends payable   | 1,914                 | 0                    |
| Accrued expenses  | 5,881                 | 3,710                |
| Deferred income taxes   | 1,060                 | 838                  |
| Accrued interest  | 1,585                 | 1,054                |
| Customer deposits   | 748                   | 801                  |
| Other   | 2,830                 | 2,810                |
| Total current liabilities   | 34,201                | 25,563               |
| Commitments and contingencies   | 0                     | 0                    |
| Deferred credits and other liabilities  |                       |                      |

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|  |           |           |
|--|-----------|-----------|
| Net advances for construction                | 10,778    | 11,427    |
| Postretirement benefit obligation            | 309       | 309       |
| Deferred investment tax credits              | 586       | 601       |
| Utility plant retirement cost obligation     | 908       | 979       |
| Deferred income taxes                        | 51,630    | 49,742    |
| Total deferred credits and other liabilities | 64,211    | 63,058    |
| Net contributions in aid of construction     | 90,134    | 87,865    |
|  | \$416,972 | \$403,832 |

See notes to the condensed consolidated financial statements.

ARTESIAN RESOURCES CORPORATION  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

Unaudited

(In thousands, except per share amounts)

|  | For the Three<br>Months<br>Ended Sept 30, |          | For the Nine<br>Months<br>Ended Sept 30, |          |
|--|---|----------|--|----------|
|  | 2014                                      | 2013     | 2014                                     | 2013     |
| Operating revenues                           |   |          |  |          |
| Water sales                                  | \$17,647                                  | \$16,316 | \$48,680                                 | \$47,002 |
| Other utility operating revenue              | 905                                       | 731      | 2,590                                    | 2,220    |
| Non-utility operating revenue                | 1,043                                     | 1,026    | 3,115                                    | 2,959    |
|  | 19,595                                    | 18,073   | 54,385                                   | 52,181   |
| Operating expenses                           |   |          |  |          |
| Utility operating expenses                   | 8,262                                     | 8,415    | 25,848                                   | 25,616   |
| Non-utility operating expenses               | 509                                       | 511      | 1,697                                    | 1,598    |
| Depreciation and amortization                | 2,259                                     | 2,066    | 6,553                                    | 6,164    |
| State and federal income taxes               | 2,220                                     | 1,740    | 4,933                                    | 4,541    |
| Property and other taxes                     | 1,014                                     | 1,017    | 3,228                                    | 3,054    |
|  | 14,264                                    | 13,749   | 42,259                                   | 40,973   |
| Operating income                             | 5,331                                     | 4,324    | 12,126                                   | 11,208   |
| Other income, net                            |   |          |  |          |
| Allowance for funds used during construction | 159                                       | 99       | 305                                      | 244      |
| Miscellaneous                                | (36 )                                     | (37 )    | 547                                      | 595      |
| Income before interest charges               | 5,454                                     | 4,386    | 12,978                                   | 12,047   |
| Interest charges                             | 2,137                                     | 1,784    | 5,616                                    | 5,293    |
| Net income applicable to common stock        | \$3,317                                   | \$2,602  | \$7,362                                  | \$6,754  |
| Income per common share:                     |   |          |  |          |
| Basic  | \$0.37                                    | \$0.30   | \$0.83                                   | \$0.77   |
| Diluted                                      | \$0.37                                    | \$0.29   | \$0.83                                   | \$0.77   |
| Weighted average common shares outstanding:  |   |          |  |          |
| Basic  | 8,898                                     | 8,789    | 8,876                                    | 8,759    |
| Diluted                                      | 8,930                                     | 8,850    | 8,919                                    | 8,822    |
| Cash dividends per share of common stock     | \$0.2119                                  | \$0.2057 | \$0.6326                                 | \$0.6141 |

See notes to the condensed consolidated financial statements.



ARTESIAN RESOURCES CORPORATION  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Unaudited  
(In thousands)

|   | For the Nine<br>Months<br>Ended Sept 30, |                 |
|---|--|-----------------|
|   | 2014                                     | 2013            |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                       |  |                 |
| Net income  | \$7,362                                  | \$6,754         |
| Adjustments to reconcile net income to net cash provided by operating activities: |  |                 |
| Depreciation and amortization   | 6,553                                    | 6,164           |
| Deferred income taxes, net  | 2,095                                    | 2,398           |
| Stock compensation  | 101                                      | 89              |
| AFUDC, equity portion   | (196 )                                   | (158 )          |
| Changes in assets and liabilities:  |  |                 |
| Accounts receivable, net of allowance for doubtful accounts                       | 71                                       | (144 )          |
| Unbilled operating revenues   | (412 )                                   | 20              |
| Materials and supplies  | (275 )                                   | (251 )          |
| Prepaid property taxes  | (615 )                                   | (724 )          |
| Prepaid expenses and other  | 75                                       | (126 )          |
| Other deferred assets   | (138 )                                   | (133 )          |
| Regulatory assets   | (94 )                                    | 25              |
| Accounts payable  | (230 )                                   | 194             |
| Accrued expenses  | 2,171                                    | 1,230           |
| Accrued interest  | 531                                      | 113             |
| Customer deposits and other, net  | (33 )                                    | (393 )          |
| <b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>                                  | <b>16,966</b>                            | <b>15,058</b>   |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                       |  |                 |
| Capital expenditures (net of AFUDC, equity portion)                               | (19,257)                                 | (13,936)        |
| Proceeds from sale of assets  | 27                                       | 14              |
| <b>NET CASH USED IN INVESTING ACTIVITIES</b>                                      | <b>(19,230)</b>                          | <b>(13,922)</b> |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                       |  |                 |
| Net borrowings (repayments) under lines of credit agreements                      | 4,104                                    | (1,043 )        |
| Decrease in overdraft payable   | (60 )                                    | (670 )          |
| Net advances and contributions in aid of construction                             | 2,361                                    | 4,663           |
| Change in deferred debt issuance costs  | 90                                       | 90              |
| Net proceeds from issuance of common stock  | 1,399                                    | 1,681           |
| Dividends paid  | (5,609 )                                 | (5,372 )        |
| Issuance of long-term debt  | 689                                      | 385             |
| Principal repayments of long-term debt  | (929 )                                   | (910 )          |
| <b>NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES</b>                        | <b>2,045</b>                             | <b>(1,176 )</b> |
| <b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>                                  | <b>(219 )</b>                            | <b>(40 )</b>    |



|   |         |         |
|---|---------|---------|
| CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR                    | 422     | 617     |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD                        | \$203   | \$577   |
| Supplemental Disclosures of Cash Flow Information:                |         |         |
| Utility plant received as construction advances and contributions | \$463   | \$758   |
| Interest paid   | \$5,085 | \$5,180 |
| Income taxes paid   | \$1,615 | \$1,749 |

See notes to the condensed consolidated financial statements.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1 – GENERAL

Artesian Resources Corporation, or Artesian Resources, includes income from the earnings of our eight wholly owned subsidiaries and the income derived from our Service Line Protection Plans described below. The terms "we", "our", "Artesian" and the "Company" as used herein refer to Artesian Resources and its subsidiaries.

### DELAWARE REGULATED SUBSIDIARIES

Artesian Water Company, Inc., or Artesian Water, our principal subsidiary, is the oldest and largest public water utility in the State of Delaware and has been providing water service within the state since 1905. Artesian Water distributes and sells water to residential, commercial, industrial, governmental, municipal and utility customers throughout the State of Delaware. In addition, Artesian Water provides services to other water utilities, including operations and billing functions, and also has contract operation agreements with private and municipal water providers. We also provide water for public and private fire protection to customers in our service territories.

Artesian Wastewater Management, Inc., or Artesian Wastewater, is a regulated entity that owns wastewater collection and treatment infrastructure and provides wastewater services to customers in Delaware as a regulated public wastewater service company. As of September 30, 2014, Artesian Wastewater owned and operated four wastewater treatment facilities, which are capable of treating approximately 730,000 gallons per day and can be expanded to treat approximately 1.6 million gallons per day, or mgd.

### MARYLAND REGULATED SUBSIDIARIES

Artesian Water Maryland, Inc., or Artesian Water Maryland, began operations in August 2007. Artesian Water Maryland distributes and sells water to residential, commercial, industrial and municipal customers in Cecil County, Maryland.

Artesian Wastewater Maryland, Inc., or Artesian Wastewater Maryland, is a regulated wastewater entity in the State of Maryland and was incorporated on June 3, 2008. Artesian Wastewater Maryland is able to provide public wastewater services to customers in the State of Maryland.

### PENNSYLVANIA REGULATED SUBSIDIARY

Artesian Water Pennsylvania, Inc., or Artesian Water Pennsylvania, began operations upon receiving recognition as a regulated public water utility by the Pennsylvania Public Utility Commission, or PAPUC, in 2002. It provides water service to a residential community in Chester County. Artesian Water Pennsylvania filed an application with the PAPUC to increase our service area in Pennsylvania, which was approved and a related order was entered on February 4, 2005. This application involved specific developments, in which we expect modest future growth.

### OTHER SUBSIDIARIES

Our three other subsidiaries, none of which are regulated, are Artesian Utility Development, Inc., or Artesian Utility, Artesian Development Corporation, or Artesian Development, and Artesian Consulting Engineers, Inc., or Artesian Consulting Engineers.

Artesian Utility was formed in 1996. It designs and builds water and wastewater infrastructure and provides contract water and wastewater services on the Delmarva Peninsula. Artesian Utility also evaluates land parcels, provides

recommendations to developers on the size of water or wastewater facilities and the type of technology that should be used for treatment at such facilities, and operates water and wastewater facilities in Delaware for municipal and governmental organizations. Artesian Utility also contracts with developers for design and construction of wastewater facilities within the Delmarva Peninsula, using a number of different technologies for treatment of wastewater at each facility. In addition, as further discussed below, effective April 2012, Artesian Utility operates the Water Service Line Protection Plan, or WSLP Plan, and the Sewer Service Line Protection Plan, or SSLP Plan.

We currently operate wastewater treatment facilities for the town of Middletown, in southern New Castle County, or Middletown, under a 20-year contract that expires in July 2022. The facilities include two wastewater treatment stations with capacities of up to approximately 2.5 mgd and 250,000 gallons per day, respectively. We also operate a wastewater disposal facility in Middletown in order to support the 2.5 mgd wastewater facility. One of the wastewater treatment facilities in Middletown now provides reclaimed wastewater for use in spray irrigation on public and agricultural lands in the area. Our relationship with Middletown has given us the opportunity to create the Artesian Water Resource Management Partnership, or AWRMP, to encourage and support the use of reclaimed water for agricultural irrigation and other needs. Using reclaimed water to irrigate farm fields can save the Delmarva region millions of gallons of groundwater each day. The AWRMP's first project in Middletown saves up to 3 mgd during the peak growing season. Through the AWRMP initiative, Artesian will provide planning, engineering and technical expertise and help bring together the various state, local and private partners needed for water recycling project approvals.

Artesian Utility has operated the WSLP Plan and the SSLP Plan since April 2012. Artesian Resources initiated the WSLP Plan in March 2005. The WSLP Plan covers all parts, material and labor required to repair or replace participating customers' leaking water service lines up to an annual limit. The WSLP Plan was expanded in the second quarter of 2008 to include maintenance or repair to customers' sewer lines. The SSLP Plan covers all parts, material and labor required to repair or replace participating customers' leaking or clogged sewer lines up to an annual limit. Also, in the second quarter of 2010, the WSLP Plan and SSLP Plan were extended to include non-utility customers of Artesian Resources. As of September 30, 2014, approximately 18,400, or 26.0%, of our eligible water customers signed up for the WSLP Plan, approximately 13,500, or 19.0%, of our eligible customers signed up for the SSLP Plan and approximately 1,000 non-customer participants signed up for either the WSLP Plan or SSLP Plan.

Artesian Development is a real estate holding company that owns properties, including land zoned for office buildings, a water treatment plant and wastewater facility, as well as property for current operations, including an office facility in Sussex County, Delaware. The facility consists of approximately 10,000 square feet of office space along with nearly 10,000 square feet of warehouse space. This facility allows all of our Sussex County, Delaware operations to be housed in one central location.

Artesian Consulting Engineers no longer offers development and architectural services to outside third parties. Artesian will continue to provide design and engineering contract services through our Artesian Utility subsidiary.

NOTE 2 – BASIS OF PRESENTATION AND ADJUSTMENTS

Basis of Presentation

The unaudited condensed consolidated financial statements are presented in accordance with the requirements of Form 10-Q and consequently do not include all the disclosures required in the financial statements included in the Company's annual report on Form 10-K. Accordingly, these financial statements and related notes should be read in conjunction with the financial statements and related notes in the Company's annual report on Form 10-K for fiscal year 2013 as filed with the Securities and Exchange Commission on March 14, 2014.

The condensed consolidated financial statements include the accounts of Artesian Resources Corporation and its wholly owned subsidiaries, including its principal operating company, Artesian Water. In the opinion of the Company, the accompanying unaudited condensed consolidated financial statements reflect all normal recurring adjustments necessary to present fairly the Company's balance sheet position as of September 30, 2014, the results of operations for the three and nine month periods ended September 30, 2014 and 2013 and the cash flows for the nine month periods ended September 30, 2014 and 2013.

The results of operations for the interim periods presented are not necessarily indicative of the results for the full year or for future periods.

Adjustments

Periodically the Company adjusts personnel costs charged to overhead for capital projects based upon a review of job responsibilities. Upon such a review, during the third quarter of 2014 an adjustment was made to capitalize payroll and benefits incurred from January 1, 2014 through June 30, 2014 for certain personnel. The adjustment resulted in a \$419,000 increase to Utility Plant and a decrease of \$393,000 and \$26,000 to Utility Operating Expenses and Property and Other Taxes, respectively, before the effect of income taxes. The adjustment related to prior quarters of the current year but was made in the current quarter since operating results effects to such prior periods were immaterial.

NOTE 3 – STOCK COMPENSATION PLANS

On May 25, 2005, the Company's stockholders approved a new Equity Compensation Plan, referred to as the 2005 Equity Compensation Plan, or the Plan, which authorizes up to 500,000 shares of Class A Non-Voting Common Stock, or Class A Stock, for issuance. The Company accounts for stock options issued after January 1, 2006 under Financial Accounting Standards Board, or FASB, Accounting Standards Codification, or ASC Topic, 718. For the three and nine months ended September 30, 2014, compensation expense of approximately \$34,000 and \$101,000 was recorded for stock options granted in May 2014 and May 2013. Approximately \$34,000 and \$89,000 in compensation expense was recorded during the three and nine months ended September 30, 2013 for stock options granted in May 2013 and May 2012. Costs were determined based on the fair value at the grant dates and those costs are being charged to income over the service period associated with the grants.

There was no stock compensation cost capitalized as part of an asset.

The fair value of each option grant is estimated using the Black-Scholes-Merton option pricing model with the following weighted-average assumptions used for grants issued in 2014 and 2013. All options were granted at market value with a 10-year option term with a vesting period of one year from the date of grant.

|                         |        |        |
|-------------------------|--------|--------|
|                         | 2014   | 2013   |
| Expected Dividend Yield | 3.88 % | 3.63 % |

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|  |        |        |
|--|--------|--------|
| Expected Stock Price Volatility                      | 26.50% | 26.16% |
| Weighted Average Risk-Free Interest Rate             | 2.24 % | 1.68 % |
| Weighted Average Expected Life of Options (in years) | 7.52   | 9.41   |

The expected dividend yield is the dividend yield at grant. The expected volatility is the standard deviation of the change in the natural logarithm of the stock price (expressed as an annual rate) for the expected term shown above. The expected term was based on historic exercise patterns for similar grants. The risk-free interest rate is calculated from the Treasury Constant Maturity rates as of the date of the grants.

The following summary reflects changes in the shares of Class A Stock underlying options for the nine months ended September 30, 2014:

|   | Option<br>Shares | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Remaining<br>Life (Yrs.) | Aggregate<br>Intrinsic<br>Value (in<br>thousands) |
|---|------------------|--|---|---|
| Plan options                              |                  |  |   |   |
| Outstanding at January 1, 2014            | 387,000          | \$ 18.96                                 |   | 1,542   |
| Granted                                   | 33,750           | 21.86                                    |   | —   |
| Exercised                                 | (40,500 )        | 16.13                                    |   | 238   |
| Expired                                   | —                | —  |   | —   |
| Outstanding at September 30, 2014         | 380,250          | \$ 19.52                                 | 4.70  | \$ 404  |
| Options exercisable at September 30, 2014 | 346,500          | \$ 19.30                                 | 4.22  | \$ 404  |

The total intrinsic value of options exercised during the nine months ended September 30, 2014 was approximately \$238,000.

The following summary reflects changes in the non-vested shares of Class A Stock underlying options for the nine months ended September 30, 2014:

|                                  | Option<br>Shares | Weighted<br>Average<br>Grant –<br>Date Fair<br>Value<br>Per<br>Option |
|----------------------------------|------------------|---|
| Non-vested Shares                |                  |   |
| Non-vested at January 1, 2014    | 33,750           | \$ 4.04   |
| Granted                          | 33,750           | 3.94  |
| Vested                           | (33,750)         | 4.04  |
| Canceled                         | —                | —   |
| Non-vested at September 30, 2014 | 33,750           | \$ 3.94   |

As of September 30, 2014, there was \$79,000 of total unrecognized expense related to non-vested option shares granted under the Plan. The cost will be recognized over the remaining 0.60 year vesting period of the unvested options.



## NOTE 4 - REGULATORY ASSETS

FASB ASC Topic 980 stipulates generally accepted accounting principles for companies whose rates are established or subject to approvals by a third-party regulatory agency. Certain expenses are recoverable through rates charged to our customers, without a return on investment, and are deferred and amortized during future periods using various methods as permitted by the Delaware Public Service Commission, or DEPSC, the Maryland Public Service Commission, or MDPSC, and the Pennsylvania Public Utility Commission, or PAPUC. Depreciation and salary study expenses are amortized on a straight-line basis over a period of five years. All other expenses related to Delaware rate proceedings and applications to increase rates are amortized on a straight line basis over a period of two years. Other expenses related to Maryland rate proceedings and applications to increase rates are amortized on a straight line basis over a period of five years or until the next rate increase application. The postretirement benefit obligation is the recognition of an offsetting regulatory asset as it relates to the accrual of the expected cost of providing postretirement health care and life insurance benefits to retired employees when they render the services necessary to earn the benefits. The deferred income taxes will be amortized over future years as the tax effects of temporary differences that previously flowed through to our customers are reversed. Goodwill was recognized as a result of the acquisition of Mountain Hill in August 2008 and is currently being amortized on a straight-line basis over a period of fifty years. Deferred acquisition and franchise costs are the result of due diligence costs related to the December 2011 purchase of water assets in Cecil County, Maryland and the November 2010 purchase of the Port Deposit, Maryland water assets. Amortization of these deferred acquisition costs began once the acquired assets were placed into service. The amortization of the Port Deposit acquisition began in November 2010 and the amortization of the Cecil County acquisition began in December 2011. These acquisition costs will be amortized over a period of twenty years, while the franchise costs will be amortized over a period of eighty years.

Regulatory assets, net of amortization, comprise:

|  | (in thousands) |          |
|--|----------------|----------|
|  | September      | December |
|  | 30,            | 31,      |
|  | 2014           | 2013     |
| Postretirement benefit obligation          | \$438          | \$ 438   |
| Deferred income taxes                      | 465            | 476      |
| Goodwill                                   | 327            | 333      |
| Deferred acquisition and franchise costs   | 765            | 792      |
| Expense of rate and regulatory proceedings | 367            | 265      |
|  | \$2,362        | \$ 2,304 |

Artesian Water contributed \$93,000 to its postretirement benefit plan in the first nine months of 2014. These contributions consist of insurance premium payments for medical, dental and life insurance benefits made on behalf of the Company's eligible retired employees.

## NOTE 5 - NET INCOME PER COMMON SHARE AND EQUITY PER COMMON SHARE

Basic net income per share is based on the weighted average number of common shares outstanding. Diluted net income per share is based on the weighted average number of common shares outstanding and the potentially dilutive effect of employee stock options.

The following table summarizes the shares used in computing basic and diluted net income per share:

|  | For the Three<br>Months<br>Ended<br>September 30,<br>2014 2013<br>(in thousands) |       | For the Nine<br>Months<br>Ended<br>September 30,<br>2014 2013<br>(in thousands) |       |
|--|--|-------|---|-------|
| Weighted average common shares outstanding during the period for Basic computation   | 8,898  | 8,789 | 8,876   | 8,759 |
| Dilutive effect of employee stock options  | 32   | 61    | 43  | 63    |
| Weighted average common shares outstanding during the period for Diluted computation | 8,930  | 8,850 | 8,919   | 8,822 |

For the three and nine months ended September 30, 2014, employee stock options to purchase 67,500 shares of common stock were excluded from the calculations of diluted net income per share, respectively, as the calculated proceeds from the options' exercise were greater than the average market price of the Company's common stock during this period.

The Company has 15,000,000 authorized shares of Class A Stock and 1,040,000 authorized shares of Class B Stock. As of September 30, 2014, 8,018,913 shares of Class A Stock and 881,452 shares of Class B Stock were issued and outstanding. As of September 30, 2013, 7,911,764 shares of Class A Stock and 881,452 shares of Class B Stock were issued and outstanding. The par value for both classes is \$1.00 per share. For the three months ended September 30, 2014 and September 30, 2013, the Company issued 8,722 and 11,574 shares of Class A Stock, respectively. For the nine months ended September 30, 2014 and September 30, 2013, the Company issued 70,344 and 82,928 shares of Class A stock.

Equity per common share was \$13.88 and \$13.89 at September 30, 2014 and December 31, 2013, respectively. These amounts were computed by dividing common stockholders' equity by the number of weighted average shares of common stock outstanding on September 30, 2014 and December 31, 2013, respectively.



## NOTE 6 - REGULATORY PROCEEDINGS

Our water and wastewater utilities generate operating revenue from customers based on rates that are established by state Public Service Commissions through a rate setting process that may include public hearings, evidentiary hearings and the submission of evidence and testimony in support of the requested level of rates by the Company.

We are subject to regulation by the following state regulatory commissions: The DEPSC regulates both Artesian Water and Artesian Wastewater. Artesian Water Maryland and Artesian Wastewater Maryland are subject to the regulatory jurisdiction of the MDPSC, and Artesian Water Pennsylvania is subject to the regulatory jurisdiction of the PAPUC.

### Rate Proceedings

Our regulated utilities periodically seek rate increases to cover the cost of increased operating expenses, increased financing expenses due to additional investments in utility plant and other costs of doing business. In Delaware, utilities are permitted by law to place rates into effect, under bond, on a temporary basis pending completion of a rate increase proceeding. The first temporary increase may be up to the lesser of \$2.5 million on an annual basis or 15% of gross water sales. Should the rate case not be completed within seven months, by law, the utility may put the entire requested rate relief, up to 15% of gross water sales, in effect under bond until a final resolution is ordered and placed into effect. If any such rates are found to be in excess of rates the DEPSC finds to be appropriate, the utility must refund the portion found to be in excess to customers with interest. The timing of our rate increase requests are therefore dependent upon the estimated cost of the administrative process in relation to the investments and expenses that we hope to recover through the rate increase. We can provide no assurances that rate increase requests will be approved by applicable regulatory agencies and, if approved, we cannot guarantee that these rate increases will be granted in a timely or sufficient manner to cover the investments and expenses for which we initially sought the rate increase.

On April 11, 2014, Artesian Water filed a request with the DEPSC to implement new rates to meet a requested increase in revenue of 15.9%, or approximately \$10.0 million, on an annualized basis. The actual effective increase is less than 15.9% since, in accordance with applicable law, on June 10, 2014, Artesian Water placed temporary rates into effect designed to generate an increase in annual operating revenue of approximately 3.98%, or \$2.5 million, on an annualized basis, until permanent rates are determined by the DEPSC. Also, as permitted by law, on November 13, 2014 we will place into effect a second step of temporary rates designed to generate an increase in annual operating revenue of approximately 7.17 %, or \$4.5 million, on an annualized basis, subject to approval by the DEPSC, until permanent rates are determined by the DEPSC. Artesian Water had been permitted to recover specific investments made in infrastructure through the assessment of a 3.3% Distribution System Improvement Charge, or DSIC, which was set to zero when temporary rates were placed into effect. The new rates are designed to support Artesian Water's ongoing capital improvement program and to cover increased costs of operations, including water quality testing, chemicals and electricity for water treatment, taxes, labor and benefits. Artesian Water's last request to implement new rates was filed in April 2011.

On January 18, 2013, Artesian Wastewater filed an application with the DEPSC to revise its rates and charges for wastewater services concerning territories located in Kent and Sussex County, Delaware. Artesian Wastewater requested authorization to implement proposed rates for wastewater services to meet a requested increase in revenue of approximately \$343,000, or 34.8%, on an annualized basis. The new rates are designed to support Artesian Wastewater's ongoing capital improvement program and to cover increased costs of operations. On August 6, 2013, Artesian Wastewater, the Staff of the Delaware Public Service Commission and the Division of the Public Advocate entered into an agreement to settle Artesian Wastewater's application for an increase in rates. On October 8, 2013, the DEPSC approved the settlement agreement authorizing a two-step increase in rates, with the first step effective upon approval of the settlement and the second step effective September 14, 2014. Once fully implemented, based on the

current number of households, the new rates will provide Artesian Wastewater approximately \$174,000 in additional annual revenue. The settlement also authorized a return on equity of 10%.

#### Other Proceedings

Delaware law permits water utilities to put into effect, on a semi-annual basis, increases related to specific types of distribution system improvements through DSIC. This charge may be implemented by water utilities between general rate increase applications that normally recognize changes in a water utility's overall financial position. The DSIC approval process is less costly when compared to the approval process for general rate increase requests. The DSIC rate applied between base rate filings is capped at 7.5% of the amount billed to customers under otherwise applicable rates and charges, and the DSIC rate increase applied cannot exceed 5% within any 12-month period. In November 2012, Artesian Water filed an application with the DEPSC for approval to collect a DSIC rate of 1.59% effective January 1, 2013. This rate was based on approximately \$4.6 million in eligible plant improvements since the last rate application. On December 14, 2012, the DEPSC approved the DSIC effective January 1, 2013, subject to audit at a later date. In May 2013, Artesian Water filed an application with the DEPSC for approval to collect a DSIC rate of 2.09% effective July 1, 2013. This rate was based on approximately \$2.0 million in eligible plant improvements since the last rate application. On June 18, 2013, the DEPSC approved the DSIC effective July 1, 2013, subject to audit at a later date. In November 2013, Artesian Water filed an application with the DEPSC for approval to collect a DSIC rate of 3.32% effective January 1, 2014. This rate was based on approximately \$4.9 million in eligible plant improvements since the last rate application. On December 17, 2013, the DEPSC approved the DSIC effective January 1, 2014, subject to audit at a later date. The DSIC assessments were set to zero when temporary rates were placed into effect on June 10, 2014. For the nine months ended September 30, 2014 we earned approximately \$789,000 in DSIC revenue. For the three and nine months ended September 30, 2013 we earned approximately \$336,000 and \$839,000 in DSIC revenue, respectively.

## NOTE 7 – INCOME TAXES

Under FASB ASC Topic 740, an uncertain tax position represents our expected treatment of a tax position taken, or planned to be taken in the future, that has not been reflected in measuring income tax expense for financial reporting purposes. As a result of our review of our tax positions, we determined that we had no material uncertain tax positions. The Company would recognize, if applicable, interest accrued and penalties related to unrecognized tax benefits in interest expense and in accordance with the regulations of the jurisdictions involved. There were no such interest and penalty charges for the nine months ended September 30, 2014 or September 30, 2013. The Company remains subject to examination by federal and state authorities for tax years 2011 through 2013.

## NOTE 8 – FAIR VALUE OF FINANCIAL INSTRUMENTS

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value.

## Current Assets and Liabilities

For those current assets and liabilities that are considered financial instruments, the carrying amounts approximate fair value because of the short maturity of those instruments.

## Long-term Financial Liabilities

All of Artesian Resources' outstanding long-term debt as of September 30, 2014 and December 31, 2013 was fixed-rate. The fair value of the Company's long-term debt is determined by discounting their future cash flows using current market interest rates on similar instruments with comparable maturities consistent with FASB ASC 825. Under the fair value hierarchy, the fair value of the long-term debt in the table below is classified as Level 2 measurements. The fair values for long-term debt differ from the carrying values primarily due to interest rates that differ from the current market interest rates. The carrying amount and fair value of Artesian Resources' long-term debt are shown below:

In thousands

|                      | September<br>30, 2014 | December<br>31, 2013 |
|----------------------|-----------------------|----------------------|
| Carrying amount      | \$ 106,402            | \$ 106,642           |
| Estimated fair value | \$ 128,186            | \$ 124,461           |

The fair value of Advances for Construction cannot be reasonably estimated due to the inability to accurately estimate the timing and amounts of future refunds expected to be paid over the life of the contracts. Refund payments are based on the water sales to new customers in the particular development constructed. The fair value of Advances for Construction would be less than the carrying amount because these financial instruments are non-interest bearing.

## NOTE 9 – RELATED PARTY TRANSACTIONS

In September 2013, Artesian Water entered into a contract in the normal course of business with W.F. Construction, a related party, for work associated with structural repairs to a water treatment plant. The value of the total contract at September 30, 2014 is approximately \$340,000. The owner of W.F. Construction is the husband of Mrs. Jennifer Finch, Vice President and Assistant Treasurer of Artesian Resources. As set forth in the Charter of the Artesian Resources Audit Committee of the Board of Directors, the Audit Committee is responsible for reviewing and, if appropriate, approving all related party transactions between us and any officer, director, any person known to be the

beneficial owner of more than 5% of any class of the Company's voting securities or any other related person that would potentially require disclosure. In its review and approval of the related party transaction with W.F. Construction, the Audit Committee considered the nature of the related person's interest in the transaction; the satisfactory performance of work contracted with the related party prior to our employment of Mrs. Finch; and the material terms of the transaction, including, without limitation, the amount and type of transaction, the importance of the transaction to the related person, the importance of the transaction to the Company and whether the transaction would impair the judgment of a director or officer to act in the best interest of the Company. The Audit Committee approves only those related person transactions that are in, or are not inconsistent with, the best interests of the Company and its stockholders. All services provided under the contract with W.F. Construction are in the ordinary course of business at fees and on terms and conditions that the Company believes are the same as those that would result from arm's-length negotiations between unrelated parties.

#### NOTE 10 – LEGAL PROCEEDINGS

On September 30, 2014, the United States District Court for the Eastern District of Pennsylvania, or the Court, issued an Order regarding the complaint filed on December 22, 2010 by Artesian Water, against Chester Water Authority or CWA. The complaint claimed breach of contract, unjust enrichment, and requested declaratory judgment in relation to an interconnection agreement with CWA to supply bulk water supplies to Artesian Water. The Order of the Court stated the following:

- The Addendum to the Interconnection Agreement between Artesian Water and CWA is a valid and enforceable contract by which CWA agreed to supply, and Artesian Water agreed to purchase, bulk water supplies, or the Supplies; and
- CWA's calculation of rate increases for the Supplies in 2008, 2009, and 2010 were valid; and
- Artesian Water is required to pay CWA amounts withheld related to CWA rate increases from 2008, 2009, and 2010 totaling approximately \$3.1 million; and
- Artesian Water is not required to pay a 10% late fee totaling approximately \$300,000 on the amounts withheld related to CWA rate increases from 2008, 2009, and 2010; and
- CWA shall file documentation no later than October 14, 2014 supporting the total amount of its damages in connection with Artesian Water's failure to pay for Supplies purchased beginning on July 1, 2010 at the rate then charged by CWA.

With regard to the third order above, the approximately \$3.1 million withheld from Artesian Water's previous payments to CWA were accrued by Artesian Water when invoiced by CWA. In addition, approximately \$378,000 in prejudgment interest related to amounts withheld were accrued as of September 30, 2014. This amount is calculated at 6% per annum on outstanding amounts withheld. The Company believes this amount will be awarded by the Court. The \$3.1 million withheld was paid by Artesian Water to CWA in October 2014.

## NOTE 11 - IMPACT OF RECENT ACCOUNTING PRONOUNCEMENTS

In January 2014, the FASB issued amended guidance on the accounting for service concession arrangements. The guidance specifies that an operating entity should not account for a service concession arrangement as a lease. Service concession arrangements may become more prevalent in the United States as public-sector entities seek alternative ways to provide public services on a more efficient and cost-effective basis. Entities should refer to other FASB topics as applicable to account for various aspects of a service concession arrangement. This guidance also specifies that the infrastructure used in a service concession arrangement should not be recognized as property, plant and equipment of the entity. This guidance should be applied on a modified retrospective basis to service concession arrangements that exist at the beginning of an entity's fiscal year of adoption. The modified retrospective approach requires the cumulative effect of applying this guidance to arrangements existing at the beginning of the period of adoption to be recognized as an adjustment to the opening retained earnings balance for the annual period of adoption. The amendments are effective for a public business entity for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. Early adoption is permitted. Based on the nature of our current contractual agreements with public sector entities, management does not expect the adoption of this guidance to have a material impact on the Company's financial statements.

In April 2014, the FASB issued amended guidance for reporting discontinued operations. The guidance also addresses sources of confusion and inconsistent application related to financial reporting of discontinued operations guidance in U.S. GAAP. Under the new guidance, only disposals representing a strategic shift in operations should be presented as discontinued operations. Those strategic shifts should have a major effect on the organization's operations and financial results. Examples include a disposal of a major geographic area, a major line of business, or a major equity method investment. In addition, the new guidance requires expanded disclosures about discontinued operations that will provide financial statement users with more information about the assets, liabilities, income, and expenses of discontinued operations. The new guidance also requires disclosure of the pre-tax income attributable to a disposal of a significant part of an organization that does not qualify for discontinued operations reporting. This disclosure will provide users with information about the ongoing trends in a reporting organization's results from continuing operations. The amendments in this guidance enhance convergence between U.S. GAAP and International Financial Reporting Standards (IFRS). The amendments are effective in the first quarter of 2015 for public organizations with calendar year ends. Early adoption is permitted. Management does not expect a material impact on the Company's financial statements due to the adoption of this guidance.

In May 2014, the FASB issued amended guidance for reporting revenue from contracts with customers. This guidance affects any entity using U.S. GAAP that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards (e.g., insurance contracts or lease contracts). The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps:

- Identify the contract(s) with a customer.
- Identify the performance obligations in the contract.
- Determine the transaction price.
- Allocate the transaction price to the performance obligations in the contract.
- Recognize revenue when (or as) the entity satisfies a performance obligation.

An entity should apply the amendments in this guidance using one of the following two methods:

1. Retrospectively to each prior reporting period presented and the entity may elect any of the following practical expedients:

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For completed contracts, an entity need not restate contracts that begin and end within the same annual reporting period.

For completed contracts that have variable consideration, an entity may use the transaction price at the date the contract was completed rather than estimating variable consideration amounts in the comparative reporting periods. For all reporting periods presented before the date of initial application, an entity need not disclose the amount of the transaction price allocated to remaining performance obligations and an explanation of when the entity expects to recognize that amount as revenue.

2. Retrospectively with the cumulative effect of initially applying this ASU recognized at the date of initial application. If an entity elects this transition method it also should provide the additional disclosures in reporting periods that include the date of initial application of:

The amount by which each financial statement line item is affected in the current reporting period by the application of this ASU as compared to the guidance that was in effect before the change.

An explanation of the reasons for significant changes.

For a public entity, the amendments in this guidance are effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early application is not permitted. Management does not expect a material impact on the Company's financial statements due to the adoption of this guidance, once applicable to the Company.

In June 2014, the FASB issued amended guidance for share-based payment awards that require a specific performance target to be achieved before the employee can benefit from the award and also require an employee to render service until the performance target is achieved. The amendments in the guidance require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance as it relates to awards with performance conditions that affect vesting to account for such awards. The performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. If the performance target becomes probable of being achieved before the end of the requisite service period, the remaining unrecognized compensation cost should be recognized prospectively over the remaining requisite service period. The total amount of compensation cost recognized during and after the requisite service period should reflect the number of awards that are expected to vest and should be adjusted to reflect those awards that ultimately vest. The requisite service period ends when the employee can cease rendering service and still be eligible to vest in the award if the performance target is achieved. Entities may apply the amendments in this guidance either: (a) prospectively to all awards granted or modified after the effective date; or (b) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. If retrospective transition is adopted, the cumulative effect of applying this guidance as of the beginning of the earliest annual period presented in the financial statements should be recognized as an adjustment to the opening retained earnings balance at that date. In addition, if retrospective transition is adopted, an entity may use hindsight in measuring and recognizing the compensation cost. The amendments in this guidance are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted. Management does not expect a material impact on the Company's financial statements due to the adoption of this guidance.

In August 2014, the FASB issued amended guidance for a reporting entity that is required to consolidate a collateralized financing entity under the Variable Interest Entities guidance when: (1) the reporting entity measures all of the financial assets and the financial liabilities of that consolidated collateralized financing entity at fair value in the consolidated financial statements based on other Codification Topics; and (2) the changes in the fair values of those financial assets and financial liabilities are reflected in earnings. The fair value of the financial assets of a collateralized financing entity, as determined under Generally Accepted Accounting Principles, or GAAP, may differ from the fair value of its financial liabilities even when the financial liabilities have recourse only to the financial assets. Before this guidance, there was no specific guidance in GAAP on how a reporting entity should account for that difference. The amendments in this guidance are effective for public business entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2015. Early adoption is permitted as of the beginning of an annual period. Management does not expect the adoption of this guidance to have a material impact on the Company's financial statements.

## ITEM 2

### MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

#### CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Statements in this Quarterly Report on Form 10-Q which express our "belief," "anticipation" or "expectation," as well as other statements which are not historical fact, are forward-looking statements within the meaning of Section 27A of the Securities Act, Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act and the Private Securities Litigation Reform Act of 1995. Statements regarding our goals, priorities, growth and expansion plans and expectation for our water and wastewater subsidiaries and non-regulated subsidiaries, customer base growth opportunities in Delaware and Cecil County, Maryland, our belief regarding our capacity to provide water services for the foreseeable future to our customers, our belief relating to our compliance and the cost to achieve compliance with relevant governmental regulations, our expectation of the timing of decisions by regulatory authorities, the impact of weather on our operations and the execution of our strategic initiatives, our expectation of the timing for construction on new projects, our belief regarding our reliance on outside engineering firms, our expectation relating to the adoption of recent accounting pronouncements, contract operations opportunities, legal proceedings, our properties, deferred tax assets, adequacy of our available sources of financing, the expected recovery of expenses related to our long-term debt, our expectation to be in compliance with financial covenants in our debt instruments, our ability to refinance our debt as it comes due, the timing and terms of renewals of our lines of credit, plans to increase our wastewater treatment operations, engineering services and other revenue streams less affected by weather, expected future contributions to our postretirement benefit plan, the reclassification on our balance sheet regarding our utility plant, anticipated growth in our non-regulated division, the impact of recent acquisitions on our ability to expand and foster relationships, anticipated investments in certain of our facilities and systems and the sources of funding for such investments, sufficiency of internally generated funds and credit facilities to provide working capital and our liquidity needs are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and involve risks and uncertainties that could cause actual results to differ materially from those projected. Words such as "expects", "anticipates", "intends", "plans", "believes", "seeks", "estimates", "projects", "forecasts", "may", "should", variations of such words and similar expressions are intended to identify such forward-looking statements. Certain factors as discussed under Item 1A -Risk Factors, such as changes in weather, changes in our contractual obligations, changes in government policies, the timing and results of our rate requests, changes in economic and market conditions generally, and other matters could cause results to differ materially from those in the forward-looking statements. While the Company may elect to update forward-looking statements, we specifically disclaim any obligation to do so and you should not rely on any forward-looking statement as representation of the Company's views as of any date subsequent to the date of the filing of this Quarterly Report on Form 10-Q.

#### RESULTS OF OPERATIONS FOR THE PERIOD ENDED SEPTEMBER 30, 2014

##### OVERVIEW

Our profitability is primarily attributable to the sale of water. Gross water sales comprise 89.5% of total operating revenues for the nine months ended September 30, 2014. Our profitability is also attributed to the various contract operations, water and sewer Service Line Protection Plans and other services we provide. Water sales are subject to seasonal fluctuations, particularly during summer when water demand may vary with rainfall and temperature. In the event temperatures during the typically warmer months are cooler than expected, or rainfall is greater than expected, the demand for water may decrease and our revenues may be adversely affected. We believe the effects of weather are short term and do not materially affect the execution of our strategic initiatives. Our contract operations and other services provide a revenue stream that is not affected by changes in weather patterns.



While water sales revenues are our primary source of revenues, we continue to seek growth opportunities to provide wastewater service in Delaware and the surrounding areas. We also continue to explore and develop relationships with developers and municipalities in order to increase revenues from contract water and wastewater operations, wastewater management services, design, construction and engineering services. We plan to continue developing and expanding our contract operations and other services in a manner that complements our growth in water service to new customers. Our anticipated growth in these areas is subject to changes in residential and commercial construction, which may be affected by interest rates, inflation and general housing and economic market conditions. We anticipate continued growth in our non-regulated division due to our water and sewer Service Line Protection Plans.

#### Water Division

Artesian Water, Artesian Water Maryland and Artesian Water Pennsylvania provide water service to residential, commercial, industrial, governmental, municipal and utility customers. Increases in the number of customers contribute to increases, or help to offset any intermittent decreases, in our operating revenue. The Town of Middletown, which is one of our municipal customers and is located in southern New Castle County, Delaware, has nearly doubled in population since 2001, and population growth in this area is expected to continue for some time as a result of ongoing and future residential construction. As population growth continues in Middletown and other areas in Delaware, we believe that the demand for water will increase, thereby contributing to an increase in our operating revenues. As of September 30, 2014, we had approximately 80,500 metered water customers in Delaware, an increase of approximately 1,000 compared to September 30, 2013. The number of metered water customers in Maryland totaled 2,250 as of September 30, 2014, an increase of approximately 50 compared to 2013. The number of metered water customers in Pennsylvania remained consistent with 2013. For the nine months ended September 30, 2014, approximately 5.8 billion gallons of water were distributed in our Delaware systems and approximately 89.0 million gallons of water were distributed in our Maryland systems.

#### Wastewater Division

Artesian Wastewater owns wastewater infrastructure and began providing wastewater services in Delaware in July 2005. Artesian Wastewater Maryland, which was incorporated on June 3, 2008, is able to provide regulated wastewater services in Maryland. Our wastewater customers are billed a flat monthly fee, which contributes to providing a revenue stream unaffected by weather.

#### Non-Regulated Division

Artesian Utility provides contract water and wastewater operation services to private, municipal and governmental institutions. Artesian Utility currently operates wastewater treatment facilities for the town of Middletown, in southern New Castle County, or Middletown, under a 20-year contract that expires in July 2022. The facilities include two wastewater treatment stations with capacities of up to approximately 2.5 million gallons per day and 250,000 gallons per day, respectively. We also operate a wastewater disposal facility in Middletown in order to support the 2.5 million gallons per day wastewater facility.

One of the wastewater treatment facilities in Middletown now provides reclaimed wastewater for use in spray irrigation on public and agricultural lands in the area. Our relationship with Middletown has given us the opportunity to create the Artesian Water Resource Management Partnership, or AWRMP, to encourage and support the use of reclaimed water for agricultural irrigation and other needs. Using reclaimed water to irrigate farm fields can save the Delmarva region millions of gallons of groundwater each day. The AWRMP's first project in Middletown saves up to three million gallons of water per day during the peak growing season. Through the AWRMP initiative, Artesian will provide planning, engineering and technical expertise and help bring together the various state, local and private partners needed for water recycling project approvals.

Artesian Utility operates the Water Service Line Protection Plan, or WSLP Plan, and the Sewer Service Line Protection Plan, or SSLP Plan. Artesian Resources initiated the WSLP Plan in March 2005. The WSLP Plan covers all parts, material and labor required to repair or replace participating customers' leaking water service lines up to an annual limit. The WSLP Plan was expanded in the second quarter of 2008 to include maintenance or repair to customers' sewer lines. The SSLP Plan covers all parts, material and labor required to repair or replace participating customers' leaking or clogged sewer lines up to an annual limit. Also, in the second quarter of 2010, the WSLP Plan and SSLP Plan were extended to include non-utility customers of Artesian Resources. As of September 30, 2014, approximately 18,400, or 26.0%, of our eligible water customers signed up for the WSLP Plan, approximately 13,500, or 19.0%, of our eligible customers signed up for the SSLP Plan and approximately 1,000 non-customer participants signed up for either the WSLP Plan or SSLP Plan.

Artesian Development is a real estate holding company that owns properties, including land zoned for office buildings, a water treatment plant and wastewater facility, as well as property for current operations, including an office facility in Sussex County, Delaware. The facility consists of approximately 10,000 square feet of office space along with nearly 10,000 square feet of warehouse space. This facility allows all of our Sussex County, Delaware operations to be housed in one central location.

Artesian Consulting Engineers no longer offers development and architectural services to outside third parties. Artesian will continue to provide design and engineering contract services through our Artesian Utility subsidiary.

## Strategic Direction

Our strategy is to significantly increase customer growth, revenues, earnings and dividends by expanding our water, wastewater and Service Line Protection Plan services across the Delmarva Peninsula. We remain focused on providing superior service to our customers and continuously seeking ways to improve our efficiency and performance. By providing water and wastewater services, we believe we are positioned as the primary resource for developers and communities throughout the Delmarva Peninsula seeking to fill both needs simultaneously. We have a proven ability to acquire and integrate high growth, reputable entities, through which we have captured additional service territories that will serve as a base for future revenue. We believe this experience presents a strong platform for further expansion and that our success to date also produces positive relationships and credibility with regulators, municipalities, developers and customers in both existing and prospective service areas.

In our regulated water division, our strategy is to focus on a wide spectrum of activities, which include identifying new and dependable sources of supply, developing the wells, treatment plants and delivery systems to supply water to customers and educating customers on the wise use of water. Our strategy includes focused efforts to expand in new regions added to our Delaware service territory over the last 10 years. In addition, we believe growth will occur in the Maryland counties on the Delmarva Peninsula. We plan to expand our regulated water service area in the Cecil County designated growth corridor and to expand our business through the design, construction, operation, management and acquisition of additional water systems. The expansion of our exclusive franchise areas elsewhere in Maryland and the award of contracts will similarly enhance our operations within the state.

We believe that Delaware's generally lower cost of living in the region, availability of development sites in relatively close proximity to the Atlantic Ocean in Sussex County, and attractive financing rates for construction and mortgages have resulted, and will continue to result, in increases to our customer base. Delaware's lower property and income tax rate make it an attractive region for new home development and retirement communities. Substantial portions of Delaware are currently not served by a public water system, which could also assist in an increase to our customer base as systems are added.

In our regulated wastewater division, we foresee significant growth opportunities and will continue to seek strategic partnerships and relationships with developers and municipalities to complement existing agreements for the provision of wastewater service on the Delmarva Peninsula. Artesian Wastewater plans to utilize our larger regional wastewater facilities to expand service areas to new customers while transitioning our smaller treatment facilities into regional pump stations in order to gain additional efficiencies in the treatment and disposal of wastewater. We feel this will reduce operational costs at the smaller treatment facilities in the future since they will be converted from treatment and disposal plants to pump stations to assist with transitioning the flow of wastewater from one regional facility to another.

Artesian Wastewater completed an agreement with Georgetown, Delaware in July 2008 to provide wastewater treatment and disposal services for Georgetown's growth and annexation areas. Artesian Wastewater will provide up to 1 mgd of wastewater capacity for the town. The preliminary engineering and design work was completed on a regional wastewater treatment and disposal facility located in the northern Sussex County area that has the potential to treat up to approximately 8 mgd. This facility is strategically situated on 75 acres to provide service to the growing population in the Georgetown, Ellendale and Milton areas, as well as to neighboring municipal systems. This facility was granted conditional use approval by Sussex County Council to serve the Elizabethtown subdivision of approximately 4,000 homes and 439,000 square feet of proposed commercial space, as well as seven additional projects comprising approximately 3,000 residential units. The facility will also be capable of offering wastewater services to local municipalities. Artesian Wastewater will manage the design and construction of the facility and, once constructed, the operation of the facility.

The general need for increased capital investment in our water and wastewater systems is due to a combination of population growth, more protective water quality standards and aging infrastructure. Our capital investment plan for the next five years includes projects for water treatment plant improvements and additions in both Delaware and Maryland and wastewater treatment plant improvements and additions in Delaware. Capital improvements are planned and budgeted to meet anticipated changes in regulations and needs for increased capacity related to projected growth. The Delaware Public Service Commission and Maryland Public Service Commission have generally recognized the operating and capital costs associated with these improvements in setting water and wastewater rates for current customers and capacity charges for new customers.

In our non-regulated division, we continue pursuing opportunities to expand our contract operations. Through Artesian Utility, we will seek to expand our contract design, engineering and construction services of water and wastewater facilities for developers, municipalities and other utilities. Artesian Development owns two nine-acre parcels of land, located in Sussex County, Delaware, which will allow for construction of a water treatment facility and wastewater treatment facility.

### Regulatory Matters and Inflation

Our water and wastewater utility operations are subject to regulation by their respective state regulatory commissions, which have broad administrative power and authority to regulate rates charged for service, determine franchise areas and conditions of service, approve acquisitions, authorize the issuance of securities and oversee other matters. The profitability of our utility operations is influenced, to a great extent, by the timeliness and adequacy of rate allowances we are granted by the respective regulatory commissions or authorities in the states in which we operate.

On April 11, 2014, Artesian Water filed a request with the DEPSC to implement new rates to meet a requested increase in revenue of 15.9%, or approximately \$10.0 million, on an annualized basis. The actual effective increase is less than 15.9% since, in accordance with applicable law, on June 10, 2014, Artesian Water placed temporary rates into effect designed to generate an increase in annual operating revenue of approximately 3.98%, or \$2.5 million, on an annualized basis, until permanent rates are determined by the DEPSC. Also, as permitted by law, on November 13, 2014 we will place into effect a second step of temporary rates designed to generate an increase in annual operating revenue of approximately 7.17%, or \$4.5 million, on an annualized basis, subject to approval by the DEPSC, until permanent rates are determined by the DEPSC. Artesian Water had been permitted to recover specific investments made in infrastructure through the assessment of a 3.3% Distribution System Improvement Charge, or DSIC, which was set to zero when temporary rates were placed into effect. The new rates are designed to support Artesian Water's ongoing capital improvement program and to cover increased costs of operations, including water quality testing, chemicals and electricity for water treatment, taxes, labor and benefits. Artesian Water's last request to implement new rates was filed in April 2011.

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Results of Operations – Analysis of the Three Months Ended September 30, 2014 Compared to the Three Months Ended September 30, 2013.

Operating Revenues

Revenues totaled \$19.6 million for the three months ended September 30, 2014, \$1.5 million, or 8.4%, above revenues for the three months ended September 30, 2013 of \$18.1 million. Water sales revenues increased \$1.3 million, or 8.2%, for the three months ended September 30, 2014 from the corresponding period in 2013, a result of a temporary rate increase that was placed into effect on June 10, 2014 and an increase in overall water consumption, including sales to a neighboring municipality through an existing interconnection while they worked to install treatment equipment at the well field that is their sole source of self-supply. This increase is partially offset by a decrease in the Distribution System Improvement Charge, or DSIC, revenue of approximately \$336,000. We realized 90.1% of our total operating revenue for the three months ended September 30, 2014 from the sale of water as compared to 90.3% for the three months ended September 30, 2013.

Other utility operating revenue increased approximately \$0.2 million, or 23.7%, for the three months ended September 30, 2014 compared to the three months ended September 30, 2013. The increase is primarily due to an increase in service and finance charges and an increase in wastewater revenue.

Non-utility operating revenue increased approximately \$17,000, or 1.7%, for the three months ended September 30, 2014 compared to the same period in 2013. The increase is primarily due to an increase in water and wastewater Service Line Protection Plan, or SLP Plans, revenue. The SLP Plans provide coverage for all material and labor required to repair or replace participants' leaking water service or clogged sewer lines up to an annual limit. This increase is partially offset by a decrease in contract revenue, primarily due to a decrease in wastewater contract services.

Operating Expenses

Operating expenses, excluding depreciation and income taxes, decreased \$0.2 million, or 1.6%, for the three months ended September 30, 2014, compared to the same period in 2013.

Payroll and employee benefit costs decreased \$0.3 million, or 6.1%, primarily due to a reclassification of personnel costs to overhead for capital projects based upon a review of job responsibilities. This decrease is partially offset by an increase in wages and medical benefits.

Repair and maintenance costs increased \$0.2 million, or 26.3%, primarily due to increased water treatment plant expenses and equipment maintenance costs.

The ratio of operating expense, excluding depreciation and income taxes, to total revenue was 49.9% for the three months ended September 30, 2014, compared to 55.0% for the three months ended September 30, 2013.

Depreciation and amortization expense increased \$0.2 million, or 9.4%, primarily due to continued investment in utility plant in service providing supply, treatment, storage and distribution of water.

Federal and state income tax expense increased \$0.5 million, primarily due to higher pre-tax income for the three months ended September 30, 2014, compared to the three months ended September 30, 2013.

Interest Charges

Interest charges increased \$0.4 million, primarily due to the accrual of prejudgment interest on amounts withheld related to the litigation against Chester Water Authority in regard to the proper determination of the rate charged for

water purchased under contract from the Chester Water Authority.

### Net Income

Our net income applicable to common stock increased \$0.7 million for the three months ended September 30, 2014, compared to the same period a year ago. This increase in net income was due to higher operating income margins in our water utility business, primarily due to a temporary rate increase placed in effect on June 10, 2014 and an increase in overall water consumption.

### Results of Operations – Analysis of the Nine Months Ended September 30, 2014 Compared to the Nine Months Ended September 30, 2013.

#### Operating Revenues

Revenues totaled \$54.4 million for the nine months ended September 30, 2014, \$2.2 million, or 4.2%, above revenues for the nine months ended September 30, 2013 of \$52.2 million. Water sales revenues increased \$1.7 million, or 3.6%, for the nine months ended September 30, 2014 from the corresponding period in 2013, a result of a temporary rate increase placed into effect on June 10, 2014, as permitted under Delaware law, until permanent rates are determined by the DEPSC. We realized 89.5% of our total operating revenue for the nine months ended September 30, 2014 from the sale of water as compared to 90.1% for the nine months ended September 30, 2013.

Other utility operating revenue increased approximately \$0.4 million, or 16.7%, for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013. The increase is primarily due to an increase in service and finance charges and an increase in wastewater revenue.

Non-utility operating revenue increased approximately \$0.2 million, or 5.3%, for the nine months ended September 30, 2014 compared to the same period in 2013. The increase is primarily due to an approximately \$269,000 increase in water and wastewater Service Line Protection Plan, or SLP Plans, revenue. The SLP Plans provide coverage for all material and labor required to repair or replace participants' leaking water service or clogged sewer lines up to an annual limit. This increase is partially offset by a decrease in contract revenue, primarily due to a decrease in wastewater contract services.

#### Operating Expenses

Operating expenses, excluding depreciation and income taxes, increased \$0.5 million, or 1.7%, for the nine months ended September 30, 2014, compared to the same period in 2013.

Payroll and employee benefit costs increased \$1.0 million, or 7.3%, primarily the result of an increase in wages and an increase in medical benefit premiums, partially offset by the reclassification of personnel costs to overhead for capital projects based on a review of job responsibilities.

Administration expenses decreased \$1.0 million, or 24.5%, primarily due to legal costs associated with the litigation against Chester Water Authority in regard to the proper determination of the rate charged for water purchased under contract from the Chester Water Authority.

Property and other taxes increased \$0.2 million, or 5.7%, reflecting increases in tax rates charged for public schools in various areas where Artesian holds property and an increase in utility plant subject to taxation. Property taxes are assessed on land, buildings and certain utility plant, which include the footage and size of pipe, hydrants and wells primarily owned by Artesian Water.

The ratio of operating expense, excluding depreciation and income taxes, to total revenue was 56.6% for the nine months ended September 30, 2014, compared to 58.0% for the nine months ended September 30, 2013.

Depreciation and amortization expense increased \$0.4 million, or 6.3%, primarily due to continued investment in utility plant in service providing supply, treatment, storage and distribution of water.

Federal and state income tax expense increased \$0.4 million, primarily due to higher pre-tax income for the nine months ended September 30, 2014, compared to the nine months ended September 30, 2013.

#### Interest Charges

Interest expense increased \$0.3 million, primarily due to accrual of prejudgment interest expense related with the litigation against Chester Water Authority in regard to the proper determination of the rate charged for water purchased under contract from the Chester Water Authority which is partially offset by a decrease in long-term debt outstanding.

#### Net Income

Our net income applicable to common stock increased \$0.6 million for the nine months ended September 30, 2014, compared to the same period a year ago. This increase in net income was due to higher operating income margins in our water utility business, primarily due temporary rate increase placed in effect on June 10, 2014 and an increase in overall water consumption.



## LIQUIDITY AND CAPITAL RESOURCES

### Overview

Our primary sources of liquidity for the nine months ended September 30, 2014 were \$17.0 million provided by cash flow from operating activities, \$2.4 million in net contributions and advances from developers and \$1.4 million in net proceeds from the issuance of common stock. Cash flow from operating activities is primarily provided by our utility operations, and is impacted by the timeliness and adequacy of rate increases and changes in water consumption as a result of year-to-year variations in weather conditions, particularly during the summer. A significant part of our ability to maintain and meet our financial objectives is to ensure that our investments in utility plant and equipment are recovered in the rates charged to customers. As such, from time to time, we file rate increase requests to recover increases in operating expenses and investments in utility plant and equipment.

### Investment in Plant and Systems

The primary focus of Artesian Water's investment is to continue to provide high quality reliable service to our growing service territory. We invested \$19.3 million in capital expenditures during the first nine months of 2014 compared to \$13.9 million invested during the same period in 2013. During the first nine months of 2014, we invested approximately \$7.9 million for our rehabilitation program for transmission and distribution facilities by replacing aging or deteriorating mains and for new transmission and distribution facilities. We invested \$6.6 million to enhance or improve existing treatment facilities and for the rehabilitation of pumping equipment to better serve our customers. We invested \$2.1 million for equipment purchases, computer hardware and software upgrades and transportation and equipment purchases. Developers financed \$2.0 million for the installation of water mains and hydrants for the first nine months of 2014 compared to \$3.4 million for the first nine months of 2013. We invested \$0.3 million to upgrade and automate our meter reading equipment. We invested approximately \$0.2 million in mandatory utility plant expenditures due to governmental highway projects which require the relocation of water service mains in addition to facility improvements and upgrades. An additional \$0.2 million was invested in wastewater projects in Delaware.

We depend on the availability of capital for expansion, construction and maintenance. We have several sources of liquidity to finance our investment in utility plant and other fixed assets. We estimate that future investments will be financed by our operations and external sources, including a combination of capital investment as well as short-term borrowings. We expect to fund our activities for the next twelve months using our available cash balances, bank credit lines, projected cash generated from operations and financing in the capital markets as necessary. We believe that internally generated funds along with existing credit facilities will be adequate to provide sufficient working capital to maintain normal operations and to meet our financing requirements. Our cash flows from operations are primarily derived from water sales revenues and may be materially affected by changes in water sales due to weather and the timing and extent of increases in rates approved by state Public Service Commissions.

### Lines of Credit

At September 30, 2014, Artesian Resources had a \$40 million line of credit with Citizens Bank, or Citizens, which is available to all subsidiaries of Artesian Resources. As of September 30, 2014, there was \$32.8 million of available funds under this line of credit. The interest rate for borrowings under this line is the London Interbank Offered Rate, or LIBOR, plus 1.00%. This is a demand line of credit and therefore the financial institution may demand payment for any outstanding amounts at any time. The term of this line of credit expires on the earlier of May 28, 2015 or any date on which Citizens demands payment.

At September 30, 2014, Artesian Water had a \$20 million line of credit with CoBank, ACB, or CoBank, that allows for the financing of operations for Artesian Water, with up to \$10 million of this line available for the operations of

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Artesian Water Maryland. As of September 30, 2014, there was \$12.8 million of available funds under this line of credit. The interest rate for borrowings under this line is LIBOR plus 1.50%. The term of this line of credit expires on January 13, 2015.

Pursuant to the Order issued on September 30, 2014 by the United States District Court for the Eastern District of Pennsylvania regarding the complaint filed on December 22, 2010 by Artesian Water against Chester Water Authority, or CWA, Artesian Water is required to pay CWA amounts withheld related to CWA rate increases from 2008, 2009, and 2010 totaling approximately \$3.1 million. Artesian Water intends to finance the \$3.1 million payment using the existing lines of credit noted above. The \$3.1 million withheld was paid by Artesian Water to CWA in October 2014.

| Line of Credit Commitments | Commitment Due by Period |           |           |              |
|----------------------------|--------------------------|-----------|-----------|--------------|
|                            | Less than 1 Year         | 1-3 Years | 4-5 Years | Over 5 Years |
| In thousands               |                          |           |           |              |
| Lines of Credit            | \$14,436                 | \$-----   | \$-----   | \$-----      |

Long-Term Debt

Artesian Water's trust indentures, which set certain criteria for the issuance of new long-term debt, limit long-term debt, including the short-term portion thereof, to 66 % of total capitalization. Our debt to total capitalization, including the short-term portion thereof, was 46.4% at September 30, 2014. In addition, our revolving line of credit with CoBank contains customary affirmative and negative covenants that are binding on us (which are in some cases subject to certain exceptions), including, but not limited to, restrictions on our ability to make certain loans and investments, guaranty certain obligations, enter into, or undertake, certain mergers, consolidations or acquisitions, transfer certain assets, change our business or incur additional indebtedness. In addition, this line of credit requires us to abide by certain financial covenants and ratios. As of September 30, 2014, we were in compliance with these covenants.

We expect to fund our activities for the next 12 months using our available cash balances and bank credit lines, plus projected cash generated from operations.

| Contractual Obligations                             | Payments Due by Period |           |           |               |           |
|---|------------------------|-----------|-----------|---------------|-----------|
|   | Less than 1 Year       | 1-3 Years | 4-5 Years | After 5 Years | Total     |
| In thousands  |                        |           |           |               |           |
| First mortgage bonds (principal and interest)       | \$6,944                | \$13,776  | \$37,075  | \$110,646     | \$168,441 |
| State revolving fund loans (principal and interest) | 984                    | 1,969     | 1,969     | 7,182         | 12,104    |
| Operating leases                                    | 72                     | 106       | 111       | 1,560         | 1,849     |
| Unconditional purchase obligations                  | 3,780                  | 7,571     | 7,561     | 8,524         | 27,436    |
| Tank painting contractual obligation                | 306                    | 382       | --        | --            | 688       |
| Total contractual cash obligations                  | \$12,086               | \$23,804  | \$46,716  | \$127,912     | \$210,518 |

Long-term debt obligations reflect the maturities of certain series of our first mortgage bonds, which we intend to refinance when due. The state revolving fund loan obligation has an amortizing mortgage payment payable over a 20-year period, and will be refinanced as future securities are issued. Both the long-term debt and the state revolving fund loan have certain financial covenant provisions, the violation of which could result in default and require the obligation to be immediately repaid, including all interest. We have not experienced conditions that would result in

our default under these agreements, and we do not anticipate any such occurrence. Payments for unconditional purchase obligations reflect minimum water purchase obligations based on rates that are subject to change under our interconnection agreement with the Chester Water Authority.

On July 15, 2011, Artesian Water entered into a Financing Agreement with the Delaware Drinking Water State Revolving Fund, acting by and through the Delaware Department of Health & Social Services, Division of Public Health, a public agency of Delaware, or the Department. The Company has been given a loan of approximately \$3.6 million, or the Loan, from the Delaware Safe Drinking Water Revolving Fund to finance all or a portion of the cost to replace specific water transmission mains in service areas located in New Castle County, Delaware (collectively, the "Project"). In accordance with the Financing Agreement, the Company will from time to time request funds under the Loan as it incurs costs in connection with the Project. The Company shall pay to the Department, on the principal amount drawn down and outstanding from the date drawn, interest at a rate of 1.7% per annum and an administrative fee at the rate of 1.7% per annum. As of September 30, 2014, approximately \$2.6 million was borrowed under this Loan. The Company will not request any further funds under this Loan.

#### Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, including any arrangements with any structured finance, special purpose or variable interest entities.

#### Critical Accounting Assumptions, Estimates and Policies; Recent Accounting Standards

This discussion and analysis of our financial condition and results of operations is based on the accounting policies used and disclosed in our 2013 consolidated financial statements and accompanying notes that were prepared in accordance with accounting principles generally accepted in the United States of America and included as part of our annual report on Form 10-K for the year ended December 31, 2013. The preparation of those financial statements required management to make assumptions and estimates that affected the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements as well as the reported amounts of revenues and expenses during the reporting periods. Actual amounts or results could differ from those based on such assumptions and estimates.

Our critical accounting policies are described in Management's Discussion and Analysis of Financial Condition and Results of Operations included in our annual report on Form 10-K for the year ended December 31, 2013. There have been no changes in our critical accounting policies. Our significant accounting policies are described in our notes to the 2013 consolidated financial statements included in our annual report on Form 10-K for the year ended December 31, 2013.

Information concerning our implementation and the impact of recent accounting standards issued by the Financial Accounting Standards Board is included in the notes to our 2013 consolidated financial statements included in our annual report on Form 10-K for the year ended December 31, 2013 and also in the notes to our unaudited condensed consolidated financial statements contained in this quarterly report on Form 10-Q. We did not adopt any accounting policy in the first nine months of 2014 that had a material impact on our financial condition, liquidity or results of operations.

### ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is subject to the risk of fluctuating interest rates in the normal course of business. Our policy is to manage interest rates through the use of fixed rate long-term debt and, to a lesser extent, short-term debt. The Company's exposure to interest rate risk related to existing fixed rate, long-term debt is due to the term of the majority of our First Mortgage Bonds, which have final maturity dates ranging from 2018 to 2043, which exposes the Company to interest rate risk as interest rates may drop below the existing fixed rate of the long-term debt prior to such debt's maturity. In addition, the Company has interest rate exposure on \$60 million of variable rate lines of credit with two banks, under which the interim bank loans payable at September 30, 2014 were approximately \$14.4 million. An increase in interest rates will result in an increase in the cost of borrowing on this variable rate line. We are also exposed to market risk associated with changes in commodity prices. Our risks associated with price increases in chemicals, electricity and other commodities are mitigated by our ability to recover our costs through rate increases to our customers. We have also sought to mitigate future significant electric price increases by signing a two year supply contract, at a fixed price.

### ITEM 4 – CONTROLS AND PROCEDURES

#### (a) Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report were designed to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (1) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (2) accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. In addition, the Chief Executive Officer and the Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report were effective to achieve the foregoing objectives. A control system cannot provide absolute assurance, however, that the objectives of the control system are met and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

#### (b) Change in Internal Control over Financial Reporting

No change in our internal control over financial reporting occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II - OTHER INFORMATION

### ITEM 1 – LEGAL PROCEEDINGS

On September 30, 2014, the United States District Court for the Eastern District of Pennsylvania, or the Court, an Order regarding the complaint filed on December 22, 2010 by Artesian Water, against Chester Water Authority, or CWA. The complaint claimed breach of contract, unjust enrichment, and requested declaratory judgment in relation to an interconnection agreement with CWA to supply bulk water supplies to Artesian Water. The Order of the Court stated the following:

·The Addendum to the Interconnection Agreement between Artesian Water and CWA is a valid and enforceable contract by which CWA agreed to supply, and Artesian Water agreed to purchase, bulk water supplies or the

Supplies; and

· CWA's calculation of rate increases for the Supplies in 2008, 2009, and 2010 were valid; and

· Artesian Water is required to pay CWA amounts withheld related to CWA rate increases from 2008, 2009, and 2010 totaling approximately \$3.1 million; and

· Artesian Water is not required to pay a 10% late fee totaling approximately \$300,000 on the amounts withheld related to CWA rate increases from 2008, 2009, and 2010; and

· CWA shall file documentation no later than October 14, 2014 supporting the total amount of its damages in

· connection with Artesian Water's failure to pay for Supplies purchased beginning on July 1, 2010 at the rate then charged by CWA.

With regard to the third order above, the approximately \$3.1 million withheld from Artesian Water's previous payments to CWA were accrued by Artesian Water when invoiced by CWA. In addition, approximately \$378,000 in prejudgment interest related to amounts withheld were accrued as of September 30, 2014. This amount is calculated at 6% per annum on outstanding amounts withheld. The Company believes this amount will be awarded by the Court. The \$3.1 million withheld was paid by Artesian Water to CWA in October, 2014.

Periodically, we are involved in other proceedings or litigation arising in the ordinary course of business. We do not believe that the ultimate resolution of these matters will materially affect our business, financial position or results of operations. However, we cannot assure that we will prevail in any litigation and, regardless of the outcome, may incur significant litigation expense and may have significant diversion of management attention.

#### ITEM 1A – RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2013, which could materially affect our business, financial condition or future results. There have been no material changes to the risk factors described in such Annual Report on Form 10-K.

#### ITEM 4 – MINE SAFETY DISCLOSURES

The information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K (17 CFR 229.104) is not applicable to our Company.

ITEM 6 - EXHIBITS

Exhibit  
No. Description

31.1 Certification of Chief Executive Officer of the Registrant required by Rule 13a – 14 (a) under the Securities Exchange Act of 1934, as amended.\*

31.2 Certification of Chief Financial Officer of the Registrant required by Rule 13a – 14 (a) under the Securities Exchange Act of 1934, as amended.\*

32 Certification of Chief Executive Officer and Chief Financial Officer required by Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. Section 1350).\*

101 The following financial statements from Artesian Resources Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014 formatted in eXtensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Balance Sheets; (ii) the Condensed Consolidated Statements of Operations; (iii) the Condensed Consolidated Statements of Cash Flows; and (iv) the Notes to the Condensed Consolidated Financial Statements.

\* Filed herewith

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.

ARTESIAN RESOURCES CORPORATION

Date: November 7, 2014 By: /s/ DIAN C.  
TAYLOR  
Dian C. Taylor  
(Principal  
Executive  
Officer)

Date: November 7, 2014 By: /s/ DAVID B. SPACHT  
David B. Spacht  
(Principal Financial and  
Accounting Officer)

INDEX TO EXHIBITS

| Exhibit No. | Description   |
|-------------|---|
| <u>31.1</u> | <u>Certification of Chief Executive Officer of the Registrant required by Rule 13a – 14 (a) under the Securities Exchange Act of 1934, as amended.*</u>   |
| <u>31.2</u> | <u>Certification of Chief Financial Officer of the Registrant required by Rule 13a – 14 (a) under the Securities Exchange Act of 1934, as amended.*</u>   |
| <u>32</u>   | <u>Certification of Chief Executive Officer and Chief Financial Officer required by Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. Section 1350).*</u>  |
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\* Filed herewith