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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM 10-Q**

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**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**for the quarterly period ended September 30, 2017**  
**Commission File Number 001-06706**

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**BADGER METER, INC.**

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**4545 W. Brown Deer Road**  
**Milwaukee, Wisconsin 53223**  
**(Address of principal executive offices)**

**(414) 355-0400**  
**(Registrant's telephone number, including area code)**

**A Wisconsin Corporation**  
**IRS Employer Identification No. 39-0143280**

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

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

|                         |                                     |                                               |                          |
|-------------------------|-------------------------------------|-----------------------------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer                             | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | (Do not check if a smaller reporting company) | <input type="checkbox"/> |
| Emerging growth company | <input type="checkbox"/>            | Smaller reporting company                     | <input type="checkbox"/> |

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

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

As of October 11, 2017, there were 29,112,432 shares of Common stock outstanding with a par value of \$1 per share.

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## Special Note Regarding Forward Looking Statements

Certain statements contained in this Quarterly Report on Form 10-Q, as well as other information provided from time to time by Badger Meter, Inc. (the “Company”) or its employees, may contain forward looking statements that involve risks and uncertainties that could cause actual results to differ materially from those in the forward looking statements. The words “anticipate,” “believe,” “estimate,” “expect,” “think,” “should,” “could” and “objective” or similar expressions are intended to identify forward looking statements. All such forward looking statements are based on the Company’s then current views and assumptions and involve risks and uncertainties. Some risks and uncertainties that could cause actual results to differ materially from those expressed or implied in forward looking statements include those described in Item 1A of the Company’s Annual Report on Form 10-K for the year ended December 31, 2016 that include, among other things:

- the continued shift in the Company’s business from lower cost, manually read meters toward more expensive, value-added automatic meter reading (AMR) systems, advanced metering infrastructure (AMI) systems and advanced metering analytics (AMA) systems that offer more comprehensive solutions to customers’ metering needs;
- the success or failure of newer Company products;
- changes in competitive pricing and bids in both the domestic and foreign marketplaces, and particularly in continued intense price competition on government bid contracts for lower cost, manually read meters;
- the actions (or lack thereof) of the Company’s competitors;
- changes in the Company’s relationships with its alliance partners, primarily its alliance partners that provide radio solutions, and particularly those that sell products that do or may compete with the Company’s products;
- changes in the general health of the United States and foreign economies, including to some extent such things as the length and severity of global economic downturns, international or civil conflicts that affect international trade, the ability of municipal water utility customers to authorize and finance purchases of the Company’s products, the Company’s ability to obtain financing, housing starts in the United States, and overall industrial activity;
- unusual weather, weather patterns or other natural phenomena, including related economic and other ancillary effects of any such events;
- economic policy changes, including but not limited to, trade policy and corporate taxation;
- the timing and impact of government funding programs that stimulate national and global economies, as well as the impact of government budget cuts or partial shutdowns of governmental operations;
- changes in the cost and/or availability of needed raw materials and parts, such as volatility in the cost of brass castings as a result of fluctuations in commodity prices, particularly for copper and scrap metal at the supplier level, foreign-sourced electronic components as a result of currency exchange fluctuations and/or lead times, and plastic resin as a result of changes in petroleum and natural gas prices;
- the Company’s ability to successfully integrate acquired businesses or products;
- changes in foreign economic conditions, particularly currency fluctuations in the United States dollar, the Euro and the Mexican peso;
- the inability to develop technologically advanced products;
- the failure of the Company’s products to operate as intended;
- the inability to protect the Company’s proprietary rights to its products;
- the Company’s expanded role as a prime contractor for providing complete technology systems to governmental entities, which brings with it added risks, including but not limited to, the Company’s responsibility for subcontractor performance, additional costs and expenses if the Company and its subcontractors fail to meet the timetable agreed to with the governmental entity, and the Company’s expanded warranty and performance obligations;
- disruptions and other damages to information technology and other networks and operations due to breaches in data security or any other cybersecurity attack;
- transportation delays or interruptions;
- violations or alleged violations of the U.S. Foreign Corrupt Practices Act (FCPA) or other anti-corruption laws and the Foreign Account Tax Compliance provisions of the Hiring Incentives to Restore Employment Act (referred to as FATCA);
- the loss of certain single-source suppliers; and
- changes in laws and regulations, particularly laws dealing with the content or handling of materials used in the Company’s products.

All of these factors are beyond the Company’s control to varying degrees. Shareholders, potential investors and other readers are urged to consider these factors carefully in evaluating the forward looking statements contained in this Quarterly Report on Form 10-Q and are cautioned not to place undue reliance on such forward looking statements. The forward looking statements made in this document are made only as of the date of this document and the Company assumes no obligation, and disclaims any obligation, to update any such forward looking statements to reflect subsequent events or circumstances.

## Part I – Financial Information

### Item 1 Financial Statements

#### BADGER METER, INC.

#### Consolidated Condensed Balance Sheets

|                                                          | September 30,<br>(Unaudited) | December 31, |
|----------------------------------------------------------|------------------------------|--------------|
|                                                          | (In thousands)               |              |
|                                                          | 2017                         | 2016         |
| <b>Assets</b>                                            |                              |              |
| Current assets:                                          |                              |              |
| Cash                                                     | \$ 13,394                    | \$ 7,338     |
| Receivables                                              | 68,884                       | 59,818       |
| Inventories:                                             |                              |              |
| Finished goods                                           | 21,954                       | 18,087       |
| Work in process                                          | 17,700                       | 17,157       |
| Raw materials                                            | 37,356                       | 42,457       |
| Total inventories                                        | 77,010                       | 77,701       |
| Prepaid expenses and other current assets                | 3,968                        | 6,155        |
| Total current assets                                     | 163,256                      | 151,012      |
| Property, plant and equipment, at cost                   | 210,489                      | 200,978      |
| Less accumulated depreciation                            | (117,347)                    | (110,784)    |
| Net property, plant and equipment                        | 93,142                       | 90,194       |
| Intangible assets, at cost less accumulated amortization | 57,835                       | 51,872       |
| Other assets                                             | 10,704                       | 6,607        |
| Deferred income taxes                                    | —                            | 700          |
| Goodwill                                                 | 61,156                       | 49,314       |
| Total assets                                             | \$ 386,093                   | \$ 349,699   |
| <b>Liabilities and shareholders' equity</b>              |                              |              |
| Current liabilities:                                     |                              |              |
| Short-term debt                                          | \$ 44,970                    | \$ 37,950    |
| Payables                                                 | 27,136                       | 18,350       |
| Accrued compensation and employee benefits               | 13,779                       | 13,861       |
| Warranty and after-sale costs                            | 3,413                        | 2,779        |
| Income and other taxes                                   | 3,196                        | 2,898        |
| Total current liabilities                                | 92,494                       | 75,838       |
| Other long-term liabilities                              | 5,795                        | 4,019        |
| Deferred income taxes                                    | 1,618                        | 1,901        |
| Accrued non-pension postretirement benefits              | 5,853                        | 5,753        |
| Other accrued employee benefits                          | 6,203                        | 5,979        |
| Commitments and contingencies (Note 6)                   |                              |              |
| Shareholders' equity:                                    |                              |              |
| Common stock                                             | 37,163                       | 37,122       |
| Capital in excess of par value                           | 30,757                       | 28,022       |
| Reinvested earnings                                      | 240,764                      | 223,876      |
| Accumulated other comprehensive loss                     | (9,856)                      | (11,635)     |
| Less: Employee benefit stock                             | (614)                        | (614)        |
| Treasury stock, at cost                                  | (24,084)                     | (20,562)     |
| Total shareholders' equity                               | 274,130                      | 256,209      |
| Total liabilities and shareholders' equity               | \$ 386,093                   | \$ 349,699   |

*See accompanying notes to unaudited consolidated condensed financial statements.*



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

|                                                   | Three Months Ended<br>September 30,               |            | Nine Months Ended<br>September 30, |            |
|---------------------------------------------------|---------------------------------------------------|------------|------------------------------------|------------|
|                                                   | (Unaudited)                                       |            | (Unaudited)                        |            |
|                                                   | (In thousands except share and per share amounts) |            |                                    |            |
|                                                   | 2017                                              | 2016       | 2017                               | 2016       |
| Net sales                                         | \$ 100,008                                        | \$ 96,273  | \$ 305,790                         | \$ 300,663 |
| Cost of sales                                     | 62,969                                            | 57,626     | 189,047                            | 183,609    |
| Gross margin                                      | 37,039                                            | 38,647     | 116,743                            | 117,054    |
| Selling, engineering and administration           | 24,628                                            | 24,705     | 74,272                             | 75,384     |
| Operating earnings                                | 12,411                                            | 13,942     | 42,471                             | 41,670     |
| Interest expense, net                             | 242                                               | 213        | 567                                | 711        |
| Earnings before income taxes                      | 12,169                                            | 13,729     | 41,904                             | 40,959     |
| Provision for income taxes                        | 4,194                                             | 4,937      | 14,566                             | 14,777     |
| Net earnings                                      | \$ 7,975                                          | \$ 8,792   | \$ 27,338                          | \$ 26,182  |
|                                                   |                                                   |            |                                    |            |
| Earnings per share:                               |                                                   |            |                                    |            |
| Basic                                             | \$ 0.28                                           | \$ 0.30    | \$ 0.94                            | \$ 0.91    |
| Diluted                                           | \$ 0.27                                           | \$ 0.30    | \$ 0.94                            | \$ 0.90    |
|                                                   |                                                   |            |                                    |            |
| Dividends declared per common share               | \$ 0.130                                          | \$ 0.115   | \$ 0.360                           | \$ 0.315   |
|                                                   |                                                   |            |                                    |            |
| Shares used in computation of earnings per share: |                                                   |            |                                    |            |
| Basic                                             | 28,939,292                                        | 28,898,526 | 28,939,940                         | 28,879,307 |
| Impact of dilutive securities                     | 178,756                                           | 162,306    | 173,468                            | 160,500    |
| Diluted                                           | 29,118,048                                        | 29,060,832 | 29,113,408                         | 29,039,807 |

*See accompanying notes to unaudited consolidated condensed financial statements.*

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

|                                                 | Three Months Ended<br>September 30, |          | Nine Months Ended<br>September 30, |           |
|-------------------------------------------------|-------------------------------------|----------|------------------------------------|-----------|
|                                                 | (Unaudited)                         |          | (Unaudited)                        |           |
|                                                 | (In thousands)                      |          |                                    |           |
|                                                 | 2017                                | 2016     | 2017                               | 2016      |
| Net earnings                                    | \$ 7,975                            | \$ 8,792 | \$ 27,338                          | \$ 26,182 |
| Other comprehensive income:                     |                                     |          |                                    |           |
| Foreign currency translation adjustment         | 310                                 | 106      | 1,650                              | 395       |
| Pension and postretirement benefits, net of tax | (25)                                | 401      | 129                                | 591       |
| Comprehensive income                            | \$ 8,260                            | \$ 9,299 | \$ 29,117                          | \$ 27,168 |

*See accompanying notes to unaudited consolidated condensed financial statements.*

**BADGER METER, INC.**
**Consolidated Condensed Statements of Cash Flows**

|                                                                           | Nine Months Ended<br>September 30 |           |
|---------------------------------------------------------------------------|-----------------------------------|-----------|
|                                                                           | (Unaudited)<br>(In thousands)     |           |
|                                                                           | 2017                              | 2016      |
| Operating activities:                                                     |                                   |           |
| Net earnings                                                              | \$ 27,338                         | \$ 26,182 |
| Adjustments to reconcile net earnings to net cash provided by operations: |                                   |           |
| Depreciation                                                              | 9,079                             | 8,477     |
| Amortization                                                              | 9,089                             | 8,569     |
| Deferred income taxes                                                     | (188)                             | 144       |
| Noncurrent employee benefits                                              | (606)                             | 671       |
| Contribution to pension plan                                              | (825)                             | (1,000)   |
| Stock-based compensation expense                                          | 1,191                             | 1,137     |
| Changes in:                                                               |                                   |           |
| Receivables                                                               | (8,041)                           | (1,276)   |
| Inventories                                                               | 1,929                             | (3,499)   |
| Prepaid expenses and other assets                                         | (4,580)                           | (236)     |
| Liabilities other than debt                                               | 11,543                            | 1,014     |
| Total adjustments                                                         | 18,591                            | 14,001    |
| Net cash provided by operations                                           | 45,929                            | 40,183    |
| Investing activities:                                                     |                                   |           |
| Property, plant and equipment expenditures                                | (11,554)                          | (7,849)   |
| Acquisitions, net of cash acquired and future payments                    | (18,376)                          | —         |
| Net cash used for investing activities                                    | (29,930)                          | (7,849)   |
| Financing activities:                                                     |                                   |           |
| Net increase (decrease) in short-term debt                                | 1,411                             | (21,710)  |
| Dividends paid                                                            | (10,444)                          | (9,126)   |
| Proceeds from exercise of stock options                                   | 1,167                             | 509       |
| Repurchase of treasury stock                                              | (3,677)                           | —         |
| Issuance of treasury stock                                                | 594                               | 507       |
| Net cash used for financing activities                                    | (10,949)                          | (29,820)  |
| Effect of foreign exchange rates on cash                                  | 1,006                             | (8)       |
| Increase in cash                                                          | 6,056                             | 2,506     |
| Cash – beginning of period                                                | 7,338                             | 8,163     |
| Cash – end of period                                                      | \$ 13,394                         | \$ 10,669 |

*See accompanying notes to unaudited consolidated condensed financial statements.*



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

In the opinion of management, the accompanying unaudited consolidated condensed financial statements of Badger Meter, Inc. (the “Company” or “Badger Meter”) contain all adjustments (consisting only of normal recurring accruals except as otherwise discussed) necessary to present fairly the Company’s consolidated condensed financial position at September 30, 2017 , results of operations for the three- and nine-month periods ended September 30, 2017 and 2016 , comprehensive income for the three- and nine-month periods ended September 30, 2017 and 2016 , and cash flows for the nine-month periods ended September 30, 2017 and 2016 . The results of operations for any interim period are not necessarily indicative of the results to be expected for the full year.

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

**Note 2 Additional Financial Information Disclosures**

The consolidated condensed balance sheet at December 31, 2016 was derived from amounts included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2016 . Refer to the footnotes to the financial statements included in that report for a description of the Company’s accounting policies and for additional details of the Company’s financial condition. The details in those notes have not changed except as discussed below and as a result of normal adjustments in the interim.

**Warranty and After-Sale Costs**

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

| (In thousands)                         | Three months ended<br>September 30, |                 | Nine months ended<br>September 30, |                 |
|----------------------------------------|-------------------------------------|-----------------|------------------------------------|-----------------|
|                                        | 2017                                | 2016            | 2017                               | 2016            |
| Balance at beginning of period         | \$ 3,064                            | \$ 3,513        | \$ 2,779                           | \$ 3,133        |
| Net additions charged to earnings      | 919                                 | 666             | 2,902                              | 1,904           |
| Adjustments to pre-existing warranties | 168                                 | (255)           | 214                                | 608             |
| Costs incurred                         | (738)                               | (705)           | (2,482)                            | (2,426)         |
| Balance at end of period               | <u>\$ 3,413</u>                     | <u>\$ 3,219</u> | <u>\$ 3,413</u>                    | <u>\$ 3,219</u> |

**Note 3 Employee Benefit Plans**

The Company maintains a non-contributory defined benefit pension plan that covers substantially all U.S. employees who were employed at December 31, 2011. After that date, no further benefits are being accrued in this plan. For the frozen pension plan, benefits are based primarily on years of service and, for certain individuals, levels of compensation.

The Company also maintains supplemental non-qualified plans for certain officers and other key employees, and an Employee Savings and Stock Option Plan (“ESSOP”) for the majority of the U.S. employees.

The Company additionally has a postretirement healthcare benefit plan that provides medical benefits for certain U.S. retirees and eligible dependents hired prior to November 1, 2004. Employees are eligible to receive postretirement healthcare benefits upon meeting certain age and service requirements. No employees hired after October 31, 2004 are eligible to receive these benefits. This plan requires employee contributions to offset benefit costs.

The following table sets forth the components of net periodic benefit cost for the three months ended September 30, 2017 and 2016 based on December 31, 2016 and 2015 actuarial measurement dates, respectively:

| (In thousands)                                 | Defined pension plan benefits |               | Other postretirement benefits |              |
|------------------------------------------------|-------------------------------|---------------|-------------------------------|--------------|
|                                                | 2017                          | 2016          | 2017                          | 2016         |
| Service cost – benefits earned during the year | \$ 7                          | \$ 27         | \$ 28                         | \$ 34        |
| Interest cost on projected benefit obligations | 149                           | 453           | 29                            | 64           |
| Expected return on plan assets                 | (399)                         | (544)         | —                             | —            |
| Amortization of prior service cost             | —                             | —             | (6)                           | (6)          |
| Amortization of net loss (benefit)             | 143                           | 156           | (12)                          | —            |
| Settlement expense                             | —                             | 740           | —                             | —            |
| Net periodic benefit (income) cost             | <u>\$ (100)</u>               | <u>\$ 832</u> | <u>\$ 39</u>                  | <u>\$ 92</u> |

The following table sets forth the components of net periodic benefit cost for the nine months ended September 30, 2017 and 2016 based on December 31, 2016 and 2015 actuarial measurement dates, respectively:

| (In thousands)                                 | Defined pension plan benefits |                 | Other postretirement benefits |               |
|------------------------------------------------|-------------------------------|-----------------|-------------------------------|---------------|
|                                                | 2017                          | 2016            | 2017                          | 2016          |
| Service cost – benefits earned during the year | \$ 20                         | \$ 82           | \$ 91                         | \$ 103        |
| Interest cost on projected benefit obligations | 936                           | 1,358           | 146                           | 193           |
| Expected return on plan assets                 | (1,197)                       | (1,630)         | —                             | —             |
| Amortization of prior service cost             | —                             | —               | (19)                          | (19)          |
| Amortization of net loss (gain)                | 419                           | 466             | (36)                          | —             |
| Settlement expense                             | —                             | 740             | —                             | —             |
| Net periodic benefit cost                      | <u>\$ 178</u>                 | <u>\$ 1,016</u> | <u>\$ 182</u>                 | <u>\$ 277</u> |

The Company disclosed in its financial statements for the year ended December 31, 2016 that it was not required to make a minimum contribution to the defined benefit pension plan for the 2017 calendar year. However, a payment of \$825,000 was made in September 2017 related to the 2016 plan year. The Company believes that no additional contributions will be required during 2017 .

The Company also disclosed in its financial statements for the year ended December 31, 2016 that it estimated it would pay \$0.4 million in other postretirement benefits in 2017 based on actuarial estimates. As of September 30, 2017 , \$0.1 million of such benefits have been paid. The Company continues to believe that its estimated payments for the full year are reasonable. However, such estimates contain inherent uncertainties because cash payments can vary significantly depending on the timing of postretirement medical claims and the collection of the retirees' portion of certain costs. Note that the amount of benefits paid in calendar year 2017 will not impact the expense for postretirement benefits for 2017 .

#### Note 4 Accumulated Other Comprehensive Loss

Components of and changes in accumulated other comprehensive loss at September 30, 2017 are as follows:

| (In thousands)                                                                                | Unrecognized pension<br>and postretirement<br>benefits | Foreign currency | Total       |
|-----------------------------------------------------------------------------------------------|--------------------------------------------------------|------------------|-------------|
| Balance at beginning of period                                                                | \$ (10,495)                                            | \$ (1,140)       | \$ (11,635) |
| Other comprehensive income before reclassifications                                           | —                                                      | 1,545            | 1,545       |
| Amounts reclassified from accumulated other comprehensive loss, net of tax of \$(0.1) million | 234                                                    | —                | 234         |
| Net current period other comprehensive income, net of tax                                     | 234                                                    | 1,545            | 1,779       |
| Accumulated other comprehensive (loss) income                                                 | \$ (10,261)                                            | \$ 405           | \$ (9,856)  |

Details of reclassifications out of accumulated other comprehensive loss during the nine months ended September 30, 2017 are as follows:

| (In thousands)                                                  | Amount reclassified from<br>accumulated other<br>comprehensive loss |
|-----------------------------------------------------------------|---------------------------------------------------------------------|
| Amortization of defined benefit pension items:                  |                                                                     |
| Prior service benefit (1)                                       | \$ (19)                                                             |
| Amortization of actuarial loss (1)                              | 382                                                                 |
| Total before tax                                                | 363                                                                 |
| Income tax benefit                                              | (129)                                                               |
| Amount reclassified out of accumulated other comprehensive loss | \$ 234                                                              |

- (1) These accumulated other comprehensive loss components are included in the computation of net periodic benefit cost in Note 3 “Employee Benefit Plans.”

Components of and changes in accumulated other comprehensive loss at September 30, 2016 are as follows:

| (In thousands)                                                                                | Unrecognized pension<br>and postretirement<br>benefits | Foreign currency | Total       |
|-----------------------------------------------------------------------------------------------|--------------------------------------------------------|------------------|-------------|
| Balance at beginning of period                                                                | \$ (11,968)                                            | \$ (812)         | \$ (12,780) |
| Other comprehensive income before reclassifications                                           | —                                                      | 229              | 229         |
| Amounts reclassified from accumulated other comprehensive loss, net of tax of \$(0.4) million | 756                                                    | —                | 756         |
| Net current period other comprehensive income, net of tax                                     | 756                                                    | 229              | 985         |
| Accumulated other comprehensive loss                                                          | \$ (11,212)                                            | \$ (583)         | \$ (11,795) |

Details of reclassifications out of accumulated other comprehensive loss during the nine months ended September 30, 2016 are as follows:

| (In thousands)                                                  | Amount reclassified from<br>accumulated other<br>comprehensive loss |
|-----------------------------------------------------------------|---------------------------------------------------------------------|
| Amortization of defined benefit pension items:                  |                                                                     |
| Prior service cost (1)                                          | \$ (19)                                                             |
| Settlement expense (1)                                          | 740                                                                 |
| Amortization of actuarial loss (1)                              | 466                                                                 |
| Total before tax                                                | 1,187                                                               |
| Income tax benefit                                              | (431)                                                               |
| Amount reclassified out of accumulated other comprehensive loss | \$ 756                                                              |

- (1) These accumulated other comprehensive loss components are included in the computation of net periodic benefit cost in Note 3 "Employee Benefit Plans."

## Note 5 Acquisitions

On May 1, 2017, the Company acquired 100% of the outstanding common stock of D-Flow Technology AB ("D-Flow") of Luleå, Sweden. The D-Flow acquisition facilitates the continued advancement of the existing E-Series® Ultrasonic product line while also adding a technology center for the Company. Sales of D-Flow products were approximately \$1.5 million at September 30, 2017.

The purchase price was approximately \$23.2 million in cash, plus a small working capital adjustment. The purchase price included \$5.1 million in payments that are anticipated to be made within eighteen months of the purchase date, of which \$4.1 million was recorded in payables on the Consolidated Balance Sheets at June 30, 2017 and \$1.0 million was recorded in long-term liabilities. The Company's preliminary allocation of the purchase price included approximately \$0.3 million in receivables, \$0.6 million in inventory, \$0.2 million in machinery and equipment, \$10.9 million of intangibles and \$11.8 million of goodwill. The majority of the intangible assets acquired related to ultrasonic technology. The Company also assumed \$0.6 million of liabilities as part of the acquisition. As of September 30, 2017, the Company had not completed its analysis for estimating the fair value of the assets acquired.

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

On October 20, 2016, the Company acquired certain assets of Precision Flow Measurement, Inc., doing business as Nice Instrumentation, of Manalapan Township, New Jersey. The acquisition added a new technology for the measurement of steam to the Company's HVAC line of products.

The total purchase consideration for the Nice Instrumentation assets was \$2.0 million, which included a \$0.2 million payment that was made after the first production run that occurred in January 2017. The Company's preliminary allocation of the purchase price at December 31, 2016 included approximately \$15,000 of inventory and equipment, \$0.7 million of intangibles and \$1.3 million of goodwill. The intangible assets acquired are primarily customer technology with an estimated average useful life of 15 years. The preliminary allocation of the purchase price to the assets acquired was based upon the estimated fair values at the date of acquisition. The Company completed its analysis for estimating the fair value of the assets acquired in the first quarter of 2017 with no additional adjustments.

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

## **Note 6 Contingencies, Litigation and Commitments**

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

The Company is subject to contingencies related to environmental laws and regulations. The Company is named as one of many potentially responsible parties in two landfill lawsuits. The landfill sites are impacted by the Federal Comprehensive Environmental Response, Compensation and Liability Act and other environmental laws and regulations. At this time, the Company does not believe the ultimate resolution of these matters will have a material adverse effect on the Company's financial position or results of operations, either from a cash flow perspective or on the financial statements as a whole. This belief is based on the Company's assessment of its limited past involvement with these landfill sites as well as the substantial involvement of and government focus on other named third parties with these landfill sites. However, due to the inherent uncertainties of such proceedings, the Company cannot predict the ultimate outcome of any of these matters. A future change in circumstances with respect to these specific matters or with respect to sites formerly or currently owned or operated by the Company, off-site disposal locations used by the Company, and property owned by third parties that is near such sites, could result in future costs to the Company and such amounts could be material. Expenditures for compliance with environmental control provisions and regulations during 2016 and the first three quarters of 2017 were not material.

Like other companies in recent years, the Company is named as a defendant in numerous pending multi-claimant/multi-defendant lawsuits alleging personal injury as a result of exposure to asbestos, manufactured by third parties, and in the past may have been integrated into or sold with a very limited number of the Company's products. The Company is vigorously defending itself against these claims. Although it is not possible to predict the ultimate outcome of these matters, the Company does not believe the ultimate resolution of these issues will have a material adverse effect on the Company's financial position or results of operations, either from a cash flow perspective or on the financial statements as a whole. This belief is based in part on the fact that no claimant has proven or substantially demonstrated asbestos exposure caused by products manufactured or sold by the Company and that a number of cases have been voluntarily dismissed.

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

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

## **Note 7 Income Taxes**

The provision for income taxes as a percentage of earnings before income taxes for the third quarter of 2017 was 34.5% compared to 36.0% in the third quarter of 2016. The provision for income taxes as a percentage of earnings before income taxes for the first three quarters of 2017 was 34.8% compared to 36.1% in the first three quarters of 2016. Interim provisions are tied to an estimate of the overall annual rate which can vary due to state taxes, the relationship of foreign and domestic earnings, and production credits available. These items cause variations between periods.

## **Note 8 Fair Value Measurements of Financial Instruments**

The Company applies the accounting standards for fair value measurements and disclosures for its financial assets and financial liabilities. The carrying amounts of cash, receivables and payables in the financial statements approximate their fair values due to the short-term nature of these financial instruments. Short-term debt is comprised of notes payable drawn against the Company's lines of credit and commercial paper. Because of its short-term nature, the carrying amount of the short-term debt also approximates fair value. Included in other assets are insurance policies on various individuals who were associated with the Company. The carrying amounts of these insurance policies approximate their fair value.

## **Note 9 Subsequent Events**

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

## **Note 10 New Pronouncements**

In May 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2017-09, "Compensation-Stock Compensation (Topic 718): Scope of Modification Accounting," which clarifies when a change to terms or conditions of a share-based payment award must be accounted for as a modification. The new guidance requires modification accounting if the vesting condition, fair value or the award classification is not the same both before and after a change to the terms and conditions of the award. The new guidance is effective on a prospective basis beginning on January 1, 2018 and early adoption is permitted. The Company does not expect the adoption of this standard to have an impact on its consolidated financial statements as it is not the Company's practice to change the terms or conditions of share-based payment awards after they are granted.

In March 2017, the FASB issued ASU No. 2017-07 "Compensation – Retirement Benefits (Topic 715)", which changes the presentation of defined benefit and post-retirement benefit plan expense on the income statement by requiring separation between operating and non-operating expense. Under the ASU, the service cost of net periodic benefit expense is an operating expense that will be reported with similar compensation costs. The non-operating components, which include all other components of net periodic benefit expense, are reported outside of operating income. The ASU also stipulates that only the service cost component of pension and postretirement benefit costs is eligible for capitalization. The ASU is effective for annual periods beginning after December 15, 2017 and interim periods within that annual period. Application is retrospective for the presentation of the components of these benefit costs and prospective for the capitalization of service costs. The Company's net periodic benefit cost components are disclosed in Note 3 "Employee Benefit Plans".

In January 2017, the FASB issued ASU No. 2017-04, "Intangibles - Goodwill: Simplifying the Test for Goodwill Impairment." The update requires a single-step quantitative test to measure potential impairment based on the excess of a reporting unit's carrying amount over its fair value. A qualitative assessment can still be completed first for an entity to determine if a quantitative impairment test is necessary. The ASU is effective for fiscal year 2021 and is to be adopted on a prospective basis. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company anticipates that the adoption of this standard will have no impact on its consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02 "Leases (Topic 842)," which requires lessees to record most leases on their balance sheets. Lessees initially recognize a lease liability (measured at the present value of the lease payments over the lease term) and a right-of-use ("ROU") asset (measured at the lease liability amount, adjusted for lease prepayments, lease incentives received and the lessee's initial direct costs). Lessees can make an accounting policy election not to recognize ROU assets and lease liabilities for leases with a lease term of 12 months or less as long as the leases do not include options to purchase the underlying assets that the lessee is reasonably certain to exercise. For lessors, the guidance modifies the classification criteria and the accounting for sales-type and direct financing leases. The ASU is effective for the Company beginning on January 1, 2019 and early adoption is permitted. The standard requires the use of a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period in the financial statements. Full retrospective application is prohibited. The Company is continuing to evaluate the impact that the adoption of this guidance will have on its financial condition, results of operations and the presentation of its consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-11 "Simplifying the Measurement of Inventory (Topic 330)," which requires entities to measure inventories at the lower of cost or net realizable value ("NRV"). This simplifies the evaluation from the current method of lower of cost or market, where market is based on one of three measures (i.e. replacement cost, net realizable value, or net realizable value less a normal profit margin). The ASU does not apply to inventories measured under the last-in, first-out method or the retail inventory method, and defines NRV as the "estimated selling price in the ordinary

course of business, less reasonably predictable costs of completion, disposal, and transportation." The ASU was adopted on a prospective basis by the Company on January 1, 2017. The adoption of ASU 2015-11 did not have any impact on the Company's financial condition or results of operations.

In May 2014, the FASB issued ASU No. 2014-09 "Revenue from Contracts with Customers." ASU No. 2014-09 provides a single principles-based, five-step model to be applied to all contracts with customers. The five steps are to identify the contract(s) with the customer, to identify the performance obligations in the contract, to determine the transaction price, to allocate the transaction price to the performance obligations in the contract and to recognize revenue when each performance obligation is satisfied. Revenue will be recognized when promised goods or services are transferred to the customer in an amount that reflects the consideration expected in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. During 2016, the FASB issued additional ASU's which enhanced the originally issued guidance. These ASU's encompassed narrow scope improvements and practical expedients along with providing further clarification on the accounting for intellectual property licenses, principal versus agent considerations and identifying performance obligations.

The Company has substantially completed the assessment phase for ASU No. 2014-09 and is finalizing the documentation of formal policies in anticipation of adopting the standard on January 1, 2018. The Company has identified a subset of contracts with customers where services are provided that are both uniquely beneficial and separately identifiable from product sales and thus are considered separate performance obligations under the new guidance. Each of these individual service activities has been documented in scenario development and processes are being established to recognize revenue for each unique performance obligation in accordance with the guidance, when effective. The Company continues to proactively address all potential areas of impact related to ASU No. 2014-09. To date, the Company has not identified any specific aspect of the new standard that it believes would significantly change the Company's consolidated financial statements beyond adding the expanded disclosure that is required to comply with the ASU.

The guidance permits two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (modified retrospective method). The Company currently anticipates adopting the standard using the modified retrospective method.

## **Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **Business Description and Overview**

Badger Meter is an innovator in flow measurement, control and communication solutions, serving water utilities, municipalities, and commercial and industrial customers worldwide. The Company's products measure water, oil, chemicals and other fluids, and are known for accuracy, long-lasting durability and for providing and communicating valuable and timely measurement data. The Company's product lines fall into two categories: sales of water meters and related technologies to municipal water utilities (municipal water) and sales of meters to various industries for water and other fluids (flow instrumentation). The Company estimates that over 85% of its products are used in water applications when both categories are grouped together.

Municipal water, the largest category by sales volume, includes mechanical and ultrasonic (electronic) water meters and related technologies and services used by municipal water utilities as the basis for generating water and wastewater revenues. The key market for the Company's municipal water meter products is North America, primarily the United States, because most of the Company's meters are designed and manufactured to conform to standards promulgated by the American Water Works Association. The majority of water meters sold by the Company continue to be mechanical in nature. In recent years, the Company has made inroads in selling ultrasonic water meters. The development of smaller diameter ultrasonic water meters combined with advanced radio technology now provides the Company with the opportunity to sell into other geographical markets, for example Europe, the Middle East and South America. In the municipal water category, sales of water meters and related technologies and services are also commonly referred to as residential or commercial water meter sales, the latter referring to larger sizes of water meters.

Flow instrumentation includes meters and valves sold worldwide to measure and control materials flowing through a pipe or pipeline including water, air, steam, oil, and other liquids and gases. These products are used in a variety of applications, primarily into the following industries: water/wastewater; heating, ventilating and air conditioning (HVAC); oil and gas; chemical and petrochemical; test and measurement; automotive aftermarket; and the concrete construction process. Furthermore, the Company's flow instrumentation technologies are sold to original equipment manufacturers as the primary flow measurement device within a product or system.

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

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

Critical to the water metering ecosystem is information and analytics. The Company's BEACON AMA Managed Solution is the latest in metering technology. BEACON AMA combines the BEACON analytical software suite with proven ORION technologies using two-way fixed and cellular networks in a managed solution, improving utilities' visibility of their water consumption and eliminating the need for costly utility-managed infrastructure.

The BEACON AMA secure, cloud-hosted software suite includes a customizable dashboard, the ability to establish alerts for specific conditions, and consumer engagement tools that allow end water customers to view and manage their water usage activity. Benefits to the utility include improved customer service, increased visibility through faster leak detection, the ability to promote and quantify the effects of its water conservation efforts, and easier compliance reporting.

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

Water meter replacement and the adoption and deployment of new technology comprise the majority of water meter product sales, including radio products. To a much lesser extent, housing starts also contribute to the new product sales base. Over the last decade, there has been a growing trend in the conversion from manually read water meters to radio technology. This conversion rate is accelerating and contributes to an increased water meter and radio solutions base of business. The Company estimates that approximately 55% of water meters installed in the United States have been converted to a radio solutions technology. The Company's strategy is to fulfill customers' metering expectations and requirements with its proprietary meter reading systems or other systems available through its alliance partners in the marketplace.

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

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

An industry leader in both mechanical and electrical flow metering technologies, the Company offers one of the broadest flow measurement, control and communication portfolios in the market. The portfolio carries respected brand names including Recordall®, E-Series, ORION, Hedland®, Dynasonics®, Blancett®, and Research Control®, and includes eight of



the ten major flow meter technologies. Customers rely on the Company for application-specific solutions that deliver accurate, timely and dependable flow data and control essential for product quality, cost control, safer operations, regulatory compliance, and more sustainable operations.

## **Business Trends**

Increasingly, the electric utility industry relies on AMI technology for two-way communication to monitor and control electrical devices at the customer's site. Although the Company does not sell products for electric market applications, the trend toward AMI affects the markets in which the Company does participate, particularly for those customers in the water utility market that are interested in more frequent and diverse data collection. Specifically, AMI and AMA technologies enable water utilities to capture readings from each meter at more frequent and variable intervals. Similar to the electric utility industry's conversion to solid-state meters in recent years, the water utility industry is beginning the conversion from mechanical to ultrasonic meters. Ultrasonic water metering has lower barriers to entry, which could affect the competitive landscape for the water meter market in North America.

The Company sells its technology solutions to meet customer requirements. Since the technology products have comparable margins, any change in the mix between AMR, AMI or AMA is not expected to have a significant impact on the Company's net sales related to meter reading technology.

There are approximately 52,000 water utilities in the United States and the Company estimates that approximately 55% of them have converted to a radio solutions technology. With the BEACON AMA managed solution and its wide breadth of water meters, the Company believes it is well positioned to meet customers' future needs.

In the global market, companies need to comply with increasing regulations requiring companies to better manage critical resources, monitor their use of hazardous materials, and reduce exhaust gases. Some customers measure fluids to identify leaks and/or misappropriation for cost control or add measurement points to help automate manufacturing. Other customers employ measurement to comply with government mandates and laws. The Company provides technology to measure water, hydrocarbon-based fluids, chemicals, gases and steams.

Flow measurements are critical to provide a baseline and quantify reductions as customers attempt to reduce consumption. Once water usage is better understood, a strategy for water-use reduction can be developed with specific water-reduction initiatives targeted to those areas where water reduction is most viable. With the Company's technology, customers have found costly leaks, pinpointed equipment in need of repair, and identified areas for process improvements.

## **Acquisitions**

On May 1, 2017, the Company acquired 100% of the outstanding common stock of D-Flow Technology AB ("D-Flow") of Luleå, Sweden. The D-Flow acquisition facilitates the continued advancement of the existing E-Series Ultrasonic product line while also adding a technology center for the Company. Sales of D-Flow products were approximately \$1.5 million at September 30, 2017.

The purchase price was approximately \$23.2 million in cash, plus a small working capital adjustment. The purchase price included \$5.1 million in payments that are anticipated to be made within eighteen months of the purchase date, of which \$4.1 million was recorded in payables on the Consolidated Balance Sheets at June 30, 2017 and \$1.0 million was recorded in long-term liabilities. The Company's preliminary allocation of the purchase price included approximately \$0.3 million in receivables, \$0.6 million in inventory, \$0.2 million in machinery and equipment, \$10.9 million of intangibles and \$11.8 million of goodwill. The majority of the intangible assets acquired related to ultrasonic technology. The Company also assumed \$0.6 million of liabilities as part of the acquisition. As of September 30, 2017, the Company had not completed its analysis for estimating the fair value of the assets acquired. This acquisition is further described in Note 5 "Acquisitions" in the Notes to Consolidated Condensed Financial Statements.

On October 20, 2016, the Company acquired certain assets of Precision Flow Measurement, Inc., doing business as Nice Instrumentation, of Manalapan Township, New Jersey. The acquisition added a new technology for the measurement of steam to the Company's HVAC line of products.

The total purchase consideration for the Nice Instrumentation assets was \$2.0 million, which included a \$0.2 million payment that was made after the first production run that occurred in January 2017. The Company's preliminary allocation of the purchase price at December 31, 2016 included approximately \$15,000 of inventory and equipment, \$0.7 million of intangibles and \$1.3 million of goodwill. The Company completed its analysis for estimating the fair value of the assets

acquired in the first quarter of 2017 with no further adjustments. This acquisition is further described in Note 5 “Acquisitions” in the Notes to Consolidated Condensed Financial Statements.

### **Revenue and Product Mix**

As the industry continues to evolve, the Company has been vigilant in anticipating and exceeding customer expectations. In 2011, the Company introduced AMA as a hardware and software solution for water and gas utilities, and then in early 2014 launched its new BEACON AMA system, as a managed solution, which it believes will help maintain the Company's position as a market leader. Since its inception, sales of BEACON AMA have continued to grow with both municipalities and private water utilities selecting BEACON AMA and the Company's industry-leading water meters.

The Company continues to seek opportunities for additional revenue enhancement. For instance, the Company is periodically asked to oversee and perform field installation of its products for certain customers. The Company assumes the role of general contractor, hiring installation subcontractors and supervising their work. The Company also supports its product and technology sales with the sale of extended service programs that provide additional services beyond the standard warranty. In recent years, the Company has sold ORION radio technology to natural gas utilities for installation on their gas meters. And most recently, the introduction of the BEACON AMA system opens the door to “software as a service” revenues. With the exception of a large sale of gas radios to one particular customer several years ago, revenues from such products and services are not yet significant and the Company is uncertain of the potential growth achievable for such products and services in future periods.

### **Results of Operations - Three Months Ended September 30, 2017**

The Company's net sales for the three months ended September 30, 2017 increased \$3.7 million, or 3.9%, to \$100.0 million compared to \$96.3 million during the same period in 2016.

Municipal water sales represented 74.7% of sales in the third quarter of 2017 compared to 77.4% in the third quarter of 2016. These sales increased \$0.2 million, or 0.3%, to \$74.7 million in the third quarter of 2017 from \$74.5 million in the third quarter of 2016. The slight increase is the net impact of higher commercial water meter sales and the inclusion of \$0.8 million of sales from D-Flow, which was acquired earlier in 2017, offset somewhat by lower sales of residential meters and related technologies. A portion of the decrease in residential sales was due to lower international sales, particularly in the Middle East, where sales tend to be sporadic.

Flow instrumentation sales represented 25.3% of sales for the three months ended September 30, 2017 compared to 22.6% during the same period in 2016. These sales increased \$3.5 million, or 16.1%, to \$25.3 million from \$21.8 million in the same period last year. The increase was due to higher sales in the oil and gas market as well as additional sales gains that resulted from efforts to broaden the Company's distribution channels.

Gross margin as a percentage of sales was 37.0% in the third quarter of 2017 compared to 40.1% in the third quarter of 2016. The lower percentage was due to higher material costs, primarily brass, as well as higher warranty, obsolescence and after-sales costs.

Selling, engineering and administration expenses for the three months ended September 30, 2017 decreased slightly to \$24.6 million compared to \$24.7 million in the third quarter of 2016, which included a \$0.7 million non-cash pension settlement charge that did not recur in the third quarter of 2017. Also impacting the net change was the addition of expenses associated with D-Flow in 2017.

Operating earnings for the third quarter of 2017 decreased \$1.5 million, or 10.8%, to \$12.4 million compared to \$13.9 million in the same period in 2016. The decrease was driven by higher material, warranty, obsolescence and after-sales costs.

The provision for income taxes as a percentage of earnings before income taxes for the third quarter of 2017 was 34.5% compared to 36.0% in the third quarter of 2016. Interim provisions are tied to an estimate of the overall annual rate that can vary due to state taxes, the relationship of foreign and domestic earnings, and production and other credits available.

As a result of the above-mentioned items, net earnings for the three months ended September 30, 2017 were \$8.0 million, or \$0.27 per diluted share, compared to \$8.8 million, or \$0.30 per diluted share, for the same period in 2016.

## Results of Operations - Nine Months Ended September 30, 2017

The Company's net sales for the nine months ended September 30, 2017 increased \$5.1 million, or 1.7%, to \$305.8 million compared to \$300.7 million during the same period in 2016.

Municipal water sales represented 76.2% of sales for the first nine months of 2017 compared to 77.1% for the first nine months of 2016. These sales increased \$1.1 million, or 0.5%, to \$233.0 million from \$231.9 million in 2016. This is the net impact of higher commercial water meter sales and the inclusion of \$1.5 million of sales from D-Flow, which was acquired earlier in 2017, offset somewhat by lower sales of residential meters and related technologies. A portion of the decrease in residential sales was due lower international sales, particularly in the Middle East, where sales tend to be sporadic.

Flow instrumentation sales represented 23.8% of sales for the nine months ended September 30, 2017 compared to 22.9% in the same period in 2016. These sales increased \$4.0 million, or 5.8%, to \$72.8 million for the first nine months of 2017 compared to \$68.8 million in the same period last year. The increase was due to higher sales in the oil and gas market as well as additional sales gains that resulted from efforts to broaden the Company's distribution channels.

Gross margin as a percentage of sales was 38.2% for the first nine months of 2017 compared to 38.9% in the same period in 2016. The decrease was due primarily to the higher cost of materials, which was driven by brass costs.

Selling, engineering and administration expenses for the nine months ended September 30, 2017 decreased \$1.1 million, or 1.5%, to \$74.3 million from \$75.4 million in the same period in 2016, which included a \$0.7 million non-cash pension settlement charge that did not recur to date in 2017. Also impacting the net change was the addition of expenses associated with D-Flow in 2017.

Operating earnings for the first nine months of 2017 increased \$0.8 million, or 1.9%, to \$42.5 million compared to \$41.7 million in the same period in 2016 as a result of higher overall sales and lower selling, engineering and administration expenses, offset somewhat by lower gross margins.

The provision for income taxes as a percentage of earnings before income taxes for the first nine months of 2017 was 34.8% compared to 36.1% for the same period in 2016. Interim provisions are tied to an estimate of the overall annual rate that can vary due to state taxes, the relationship of foreign and domestic earnings and production credits available. The provision for the nine months ended September 30, 2017 also includes the impacts of certain discrete credits.

As a result of the above-mentioned items, net earnings for the nine months ended September 30, 2017 were \$27.3 million, or \$0.94 per diluted share, compared to \$26.2 million, or \$0.90 per diluted share, for the same period in 2016.

## Liquidity and Capital Resources

The main sources of liquidity for the Company are cash from operations and borrowing capacity. Cash provided by operations was \$45.9 million for the first nine months of 2017 compared to \$40.2 million through the first nine months of 2016. The increase was due to the higher earnings and efforts to control inventory balances. The September 30, 2017 cash amount includes approximately \$4.7 million of cash denominated in Swedish krona, which is anticipated to be used within the next eighteen months to satisfy an equal amount of Swedish denominated liabilities that arose from the acquisition of D-Flow.

Receivables increased from \$59.8 million at December 31, 2016 to \$68.9 million at September 30, 2017. The higher receivables balance was due to increased sales in the third quarter of 2017 compared to the fourth quarter of 2016. Generally, the receivables balance is lower at year-end than at other times of the year. The Company believes its net receivables balance is fully collectible.

Inventories decreased to \$77.0 million at September 30, 2017 from \$77.7 million at December 31, 2016 due to higher sales and the timing of inventory purchases.

Net property, plant and equipment at September 30, 2017 increased to \$93.1 million from \$90.2 million at December 31, 2016. This increase was the net effect of \$11.6 million of capital expenditures in the first three quarters of 2017, which was offset somewhat by depreciation expense.

Intangible assets increased to \$57.8 million at September 30, 2017 from \$51.9 million at December 31, 2016 due to the acquisition of D-Flow, offset somewhat by normal amortization expense. The acquisition of D-Flow also accounted for the increase in goodwill from \$49.3 million at December 31, 2016 to \$61.2 million at September 30, 2017.

Short-term debt at September 30, 2017 increased to \$45.0 million from \$38.0 million at December 31, 2016 due primarily to the acquisition of D-Flow.

Payables of \$27.1 million at September 30, 2017 increased from \$18.4 million at December 31, 2016. These balances were impacted by the timing of purchases and payments. The September 30, 2017 balance also includes approximately \$4.7 million of Swedish krona denominated liabilities related to the acquisition of D-Flow.

Accrued compensation and employee benefits decreased to \$13.8 million at September 30, 2017 from \$13.9 million at December 31, 2016 due primarily to payments made in 2017 for prior year employee incentives, offset somewhat by employee incentive compensation earned to date in 2017.

The overall increase in total shareholders' equity from \$256.2 million at December 31, 2016 to \$274.1 million at September 30, 2017 was the effect of net earnings and stock options exercised, offset by dividends paid and repurchased stock.

The Company's financial condition remains strong. In September 2016, the Company amended its May 2012 credit agreement with its primary lender to a three-year \$125.0 million line of credit that supports commercial paper (up to \$70.0 million) and includes \$5.0 million of a Euro line of credit. While the facility is unsecured, there are a number of financial covenants with which the Company must comply, and the Company was in compliance as of September 30, 2017. The Company believes that its operating cash flows, available borrowing capacity, and its ability to raise capital provide adequate resources to fund ongoing operating requirements, future capital expenditures and the development of new products. The Company continues to take advantage of its local commercial paper market and carefully monitors the current borrowing market. The Company had \$88.2 million of unused credit lines available at September 30, 2017.

#### **Other Matters**

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

The Company is subject to contingencies related to environmental laws and regulations. The Company is named as one of many potentially responsible parties in two landfill lawsuits. The landfill sites are impacted by the Federal Comprehensive Environmental Response, Compensation and Liability Act and other environmental laws and regulations. At this time, the Company does not believe the ultimate resolution of these matters will have a material adverse effect on the Company's financial position or results of operations, either from a cash flow perspective or on the financial statements as a whole. This belief is based on the Company's assessment of its limited past involvement with these landfill sites as well as the substantial involvement of and government focus on other named third parties with these landfill sites. However, due to the inherent uncertainties of such proceedings, the Company cannot predict the ultimate outcome of any of these matters. A future change in circumstances with respect to these specific matters or with respect to sites formerly or currently owned or operated by the Company, off-site disposal locations used by the Company, and property owned by third parties that is near such sites, could result in future costs to the Company and such amounts could be material. Expenditures for compliance with environmental control provisions and regulations during 2016 and the first three quarters of 2017 were not material.

Like other companies in recent years, the Company is named as a defendant in numerous pending multi-claimant/multi-defendant lawsuits alleging personal injury as a result of exposure to asbestos, manufactured by third parties, and in the past may have been integrated into or sold with a very limited number of the Company's products. The Company is vigorously defending itself against these claims. Although it is not possible to predict the ultimate outcome of these matters, the Company does not believe the ultimate resolution of these issues will have a material adverse effect on the Company's financial position or results of operations, either from a cash flow perspective or on the financial statements as a whole. This belief is based in part on the fact that no claimant has proven or substantially demonstrated asbestos exposure caused by products manufactured or sold by the Company and that a number of cases have been voluntarily dismissed.

See the "Special Note Regarding Forward Looking Statements" at the front of this Quarterly Report on Form 10-Q and Part I, Item 1A "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2016 for a discussion of risks and uncertainties that could impact the Company's financial performance and results of operations.

## **Off-Balance Sheet Arrangements and Contractual Obligations**

The Company's off-balance sheet arrangements and contractual obligations are discussed in Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" under the headings "Off-Balance Sheet Arrangements" and "Contractual Obligations" in the Company's Annual Report on Form 10-K for the year ended December 31, 2016 and have not materially changed since that report was filed unless otherwise indicated in this Form 10-Q.

## **Item 3 Quantitative and Qualitative Disclosures about Market Risk**

The Company's quantitative and qualitative disclosures about market risk are included in Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" under the heading "Market Risks" in the Company's Annual Report on Form 10-K for the year ended December 31, 2016 and have not materially changed since that report was filed.

## **Item 4 Controls and Procedures**

### **Evaluation of Disclosure Controls and Procedures**

In accordance with Rule 13a-15(b) of the Securities Exchange Act of 1934 (the "Exchange Act"), the Company's management evaluated, with the participation of the Company's Chairman, President and Chief Executive Officer and the Company's Senior Vice President - Finance, Chief Financial Officer and Treasurer, the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the quarter ended September 30, 2017. Based upon their evaluation of these disclosure controls and procedures, the Company's Chairman, President and Chief Executive Officer and the Company's Senior Vice President - Finance, Chief Financial Officer and Treasurer concluded that, as of the date of such evaluation, the Company's disclosure controls and procedures were effective.

### **Changes in Internal Control over Financial Reporting**

There was no change in the Company's internal control over financial reporting that occurred during the quarter ended September 30, 2017 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**Part II – Other Information****Item 6 Exhibits****EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 31.1               | <a href="#"><u>Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>                                                                                                                                                                                                                                                                                                                                                                                                           |
| 31.2               | <a href="#"><u>Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>                                                                                                                                                                                                                                                                                                                                                                                                           |
| 32                 | <a href="#"><u>Certification of Periodic Financial Report by the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>                                                                                                                                                                                                                                                                                                                                                  |
| 101                | The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Condensed Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Condensed Statements of Cash Flows, (v) Notes to Unaudited Consolidated Condensed Financial Statements, tagged as blocks of text and (vi) document and entity information. |

## SIGNATURES

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

BADGER METER, INC.

Dated: October 25, 2017

|    |                                                                                                                               |
|----|-------------------------------------------------------------------------------------------------------------------------------|
| By | <u>/s/ Richard A. Meeusen</u><br>Richard A. Meeusen<br>Chairman, President and Chief Executive Officer                        |
| By | <u>/s/ Richard E. Johnson</u><br>Richard E. Johnson<br>Senior Vice President – Finance, Chief Financial Officer and Treasurer |
| By | <u>/s/ Beverly L. P. Smiley</u><br>Beverly L. P. Smiley<br>Vice President – Controller                                        |

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

I, Richard A. Meeusen, certify that:

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

Dated: October 25, 2017

By /s/ Richard A. Meeusen

Richard A. Meeusen

Chairman, President and Chief Executive Officer



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

I, Richard E. Johnson, certify that:

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

Dated: October 25, 2017

By /s/ Richard E. Johnson

Richard E. Johnson

Senior Vice President - Finance, Chief Financial Officer  
and Treasurer

**Written Statement of the Chief Executive Officer and Chief Financial Officer****Pursuant to 18 U.S.C. §1350**

Solely for the purpose of complying with 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, we, the undersigned Chief Executive Officer and Chief Financial Officer of Badger Meter, Inc., a Wisconsin corporation (the “Company”), hereby certify, based on our knowledge, that the Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2017 (the “Report”) fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 25, 2017

By /s/ Richard A. Meeusen  
Richard A. Meeusen  
Chairman, President and Chief Executive Officer

By /s/ Richard E. Johnson  
Richard E. Johnson  
Senior Vice President - Finance, Chief Financial Officer  
and Treasurer