Section 1: 10-Q (10-Q)

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

FORM 10-Q

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

For the quarterly period ended September 30, 2018
OR

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

For the transition period from ___________ to ___________

Commission file number 001-34028

AMERICAN WATER WORKS COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware	**51-0063696**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
1 Water Street, Camden, NJ	**08102-1658**
(Address of principal executive offices)	**(Zip Code)**

(856) 955-4001
(Registrant’s telephone number, including area code)

1025 Laurel Oak Road, Voorhees, NJ 08043
(Former name, former address and former fiscal year, if changed since last report)

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

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

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

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐

Emerging growth company ☐

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

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

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date.

Class	**Outstanding as of October 25, 2018**
Common Stock, $0.01 par value per share	**180,598,794 shares** **(excludes 4,683,156 treasury shares as of October 25, 2018)**

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FORWARD-LOOKING STATEMENTS

We have made statements in Part I, Item 2—Management's Discussion and Analysis of Financial Condition and Results of Operations and in other sections of this Quarterly Report on Form 10-Q ("Form 10-Q"), that are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the Private Securities Litigation Reform Act of 1995. In some cases, these forward-looking statements can be identified by words with prospective meanings such as "intend," "plan," "estimate," "believe," "anticipate," "expect," "predict," "project," "propose," "assume," "forecast," "likely," "uncertain," "outlook," "future," "pending," "goal," "objective," "potential," "continue," "seek to," "may," "can," "should," "will" and "could" or the negative of such terms or other variations or similar expressions. Forward-looking statements may relate to, among other things, our future financial performance, including our operation and maintenance ("O&M") efficiency ratio, our cash flows, our growth and portfolio optimization strategies, our projected capital expenditures and related funding requirements, our ability to repay debt, our projected strategy to finance current operations and growth initiatives, the impact of legal proceedings and potential fines and penalties, business process and technology improvement initiatives, trends in our industry, regulatory, legislative, tax policy or legal developments or rate adjustments, including rate case filings, filings for infrastructure surcharges and filings to address regulatory lag, and impacts that the Tax Cuts and Jobs Act (the "TCJA") may have on us and our business, results of operations, cash flows and liquidity.

Forward-looking statements are predictions based on our current expectations and assumptions regarding future events. They are not guarantees or assurances of any outcomes, financial results or levels of activity, performance or achievements, and you are cautioned not to place undue reliance upon them. These forward-looking statements are subject to a number of estimates and assumptions, and known and unknown risks, uncertainties and other factors. Our actual results may vary materially from those discussed in the forward-looking statements included herein as a result of the following important factors:

- the decisions of governmental and regulatory bodies, including decisions to raise or lower customer rates;
- the timeliness and outcome of regulatory commissions' actions concerning rates, capital structure, authorized return on equity, capital investment, system acquisitions, taxes, permitting and other decisions;
- changes in customer demand for, and patterns of use of, water, such as may result from conservation efforts;
- limitations on the availability of our water supplies or sources of water, or restrictions on our use thereof, resulting from allocation rights, governmental or regulatory requirements and restrictions, drought, overuse or other factors;
- changes in laws, governmental regulations and policies, including with respect to environmental, health and safety, water quality and emerging contaminants, public utility and tax regulations and policies, and impacts resulting from U.S., state and local elections;
- weather conditions and events, climate variability patterns, and natural disasters, including drought or abnormally high rainfall, prolonged and abnormal ice or freezing conditions, strong winds, coastal and intercoastal flooding, earthquakes, landslides, hurricanes, tornadoes, wildfires, electrical storms and solar flares;
- the outcome of litigation and similar governmental and regulatory proceedings, investigations or actions;
- our ability to appropriately maintain current infrastructure, including our operational and information technology ("IT") systems, and manage the expansion of our business;
- exposure or infiltration of our critical infrastructure, operational technology and IT systems, including the disclosure of sensitive or confidential information contained therein, through physical or cyber attacks or other means;
- our ability to obtain permits and other approvals for projects;
- changes in our capital requirements;
- our ability to control operating expenses and to achieve efficiencies in our operations;
- the intentional or unintentional actions of a third party, including contamination of our water supplies or water provided to our customers;
- our ability to obtain adequate and cost-effective supplies of chemicals, electricity, fuel, water and other raw materials that are needed for our operations;
- our ability to successfully meet growth projections for our regulated and market-based businesses, either individually or in the

aggregate, and capitalize on growth opportunities, including our ability to, among other things:

- acquire, close and successfully integrate regulated operations and market-based businesses;
- enter into contracts and other agreements with, or otherwise obtain, new customers in our market-based businesses; and

- realize anticipated benefits and synergies from new acquisitions;
- risks and uncertainties associated with contracting with the U.S. government, including ongoing compliance with applicable government procurement and security regulations;
- cost overruns relating to improvements in or the expansion of our operations;
- our ability to maintain safe work sites;
- our exposure to liabilities related to environmental laws and similar matters resulting from, among other things, water and wastewater service provided to customers, including, for example, our water transfer solutions that are focused on customers in the shale natural gas exploration and production market;
- changes in general economic, political, business and financial market conditions;
- access to sufficient capital on satisfactory terms and when and as needed to support operations and capital expenditures;
- fluctuations in interest rates;
- restrictive covenants in or changes to the credit ratings on us or our current or future debt that could increase our financing costs or funding requirements or affect our ability to borrow, make payments on debt or pay dividends;
- fluctuations in the value of benefit plan assets and liabilities that could increase our cost and funding requirements;
- changes in federal or state general, income and other tax laws, including any further rules, regulations, interpretations and guidance by the U.S. Department of the Treasury and state or local taxing authorities related to the enactment of the TCJA, the availability of tax credits and tax abatement programs, and our ability to utilize our U.S. federal and state income tax net operating loss ("NOL") carryforwards;
- migration of customers into or out of our service territories;
- the use by municipalities of the power of eminent domain or other authority to condemn our systems, or the assertion by private landowners of similar rights against us;
- our difficulty or inability to obtain insurance, our inability to obtain insurance at acceptable rates and on acceptable terms and conditions, or our inability to obtain reimbursement under existing insurance programs for any losses sustained;
- the incurrence of impairment charges related to our goodwill or other assets;
- labor actions, including work stoppages and strikes;
- our ability to retain and attract qualified employees;
- civil disturbances or terrorist threats or acts, or public apprehension about future disturbances or terrorist threats or acts; and
- the impact of new, and changes to existing, accounting standards.

These forward-looking statements are qualified by, and should be read together with, the risk factors and other statements contained in our Annual Report on Form 10-K for the year ended December 31, 2017 ("Form 10-K"), and in this Form 10-Q, and you should refer to such risks, uncertainties and risk factors in evaluating such forward-looking statements. Any forward-looking statements we make speak only as of the date this Form 10-Q was filed with the U.S. Securities and Exchange Commission ("SEC"). Except as required by the federal securities laws, we do not have any obligation, and we specifically disclaim any undertaking or intention, to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changed circumstances or otherwise. New factors emerge from time to time, and it is not possible for us to predict all such factors. Furthermore, it may not be possible to assess the impact of any such factor on our businesses, either viewed independently or together, or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement. The foregoing factors should not be construed as exhaustive.

PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

American Water Works Company, Inc. and Subsidiary Companies
Consolidated Balance Sheets (Unaudited)
(In millions, except share and per share data)

	September 30, 2018	December 31, 2017
ASSETS		
Property, plant and equipment	$ 22,734	$ 21,716
Accumulated depreciation	(5,671)	(5,470)
Property, plant and equipment, net	17,063	16,246
Current assets:		
Cash and cash equivalents	86	55
Restricted funds	29	27
Accounts receivable, net	347	272
Unbilled revenues	203	212
Materials and supplies	42	41
Other	93	113
Total current assets	800	720
Regulatory and other long-term assets:		
Regulatory assets	1,086	1,061
Goodwill	1,571	1,379
Postretirement benefit asset	193	—
Intangible assets	91	9
Other	76	67
Total regulatory and other long-term assets	3,017	2,516
Total assets	$ 20,880	$ 19,482

The accompanying notes are an integral part of these Consolidated Financial Statements.

American Water Works Company, Inc. and Subsidiary Companies
Consolidated Balance Sheets (Unaudited)
(In millions, except share and per share data)

	September 30, 2018	December 31, 2017
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Common stock ($0.01 par value, 500,000,000 shares authorized, 185,279,397 and 182,508,564 shares issued, respectively)	$ 2	$ 2
Paid-in-capital	6,647	6,432
Accumulated deficit	(432)	(723)
Accumulated other comprehensive loss	(60)	(79)
Treasury stock, at cost (4,683,156 and 4,064,010 shares, respectively)	(297)	(247)
Total common stockholders' equity	5,860	5,385
Long-term debt	7,570	6,490
Redeemable preferred stock at redemption value	7	8
Total long-term debt	7,577	6,498
Total capitalization	13,437	11,883
Current liabilities:		
Short-term debt	564	905
Current portion of long-term debt	263	322
Accounts payable	141	195
Accrued liabilities	455	630
Taxes accrued	67	33
Interest accrued	89	73
Other	169	167
Total current liabilities	1,748	2,325
Regulatory and other long-term liabilities:		
Advances for construction	259	271
Deferred income taxes, net	1,670	1,551
Deferred investment tax credits	21	22
Regulatory liabilities	1,962	1,664
Accrued pension expense	393	384
Accrued postretirement benefit expense	—	40
Other	78	66
Total regulatory and other long-term liabilities	4,383	3,998
Contributions in aid of construction	1,312	1,276
Commitments and contingencies (See Note 12)		
Total capitalization and liabilities	$ 20,880	$ 19,482

The accompanying notes are an integral part of these Consolidated Financial Statements.

American Water Works Company, Inc. and Subsidiary Companies
Consolidated Statements of Operations (Unaudited)
(In millions, except per share data)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Operating revenues	$ 976	$ 936	$ 2,590	$ 2,536
Operating expenses:				
Operation and maintenance	390	322	1,085	1,003
Depreciation and amortization	141	128	404	378
General taxes	71	61	210	192
Gain on asset dispositions and purchases	(18)	(7)	(20)	(9)
Impairment charge	57	—	57	—
Total operating expenses, net	641	504	1,736	1,564
Operating income	335	432	854	972
Other income (expense):				
Interest, net	(89)	(89)	(259)	(259)
Non-operating benefit costs, net	5	(2)	10	(7)
Loss on early extinguishment of debt	(2)	(6)	(2)	(6)
Other, net	6	5	14	11
Total other income (expense)	(80)	(92)	(237)	(261)
Income before income taxes	255	340	617	711
Provision for income taxes	70	137	164	284
Consolidated net income	185	203	453	427
Net loss attributable to noncontrolling interest	(2)	—	(2)	—
Net income attributable to common stockholders	$ 187	$ 203	$ 455	$ 427
Basic earnings per share: (a)				
Net income attributable to common stockholders	$ 1.04	$ 1.14	$ 2.54	$ 2.39
Diluted earnings per share: (a)				
Net income attributable to common stockholders	$ 1.04	$ 1.13	$ 2.53	$ 2.39
Weighted-average common shares outstanding:				
Basic	181	178	179	178
Diluted	181	179	180	179
Dividends declared per common share	$ 0.455	$ 0.415	$ 0.91	$ 0.83

(a) Amounts may not calculate due to rounding.

The accompanying notes are an integral part of these Consolidated Financial Statements.

American Water Works Company, Inc. and Subsidiary Companies
Consolidated Statements of Comprehensive Income (Unaudited)
(In millions)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income attributable to common stockholders	$ 187	$ 203	$ 455	$ 427
Other comprehensive income (loss), net of tax:				
Pension amortized to periodic benefit cost:				
Actuarial loss, net of tax of $1 and $1 for the three months and $2 and $3 for the nine months ended September 30, 2018 and 2017, respectively	2	1	6	5
Foreign currency translation adjustment	—	—	—	(1)
Unrealized gain (loss) on cash flow hedges, net of tax of $2 and $(3) for the three months ended and $4 and $(4) for the nine months ended September 30, 2018 and 2017, respectively	7	(3)	13	(5)
Net other comprehensive income (loss)	9	(2)	19	(1)
Comprehensive income attributable to common stockholders	$ 196	$ 201	$ 474	$ 426

The accompanying notes are an integral part of these Consolidated Financial Statements.

American Water Works Company, Inc. and Subsidiary Companies
Consolidated Statements of Cash Flows (Unaudited)
(In millions)

	For the Nine Months Ended September 30, 2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 453	$ 427
Adjustments to reconcile to net cash flows provided by operating activities:		
Depreciation and amortization	404	378
Deferred income taxes and amortization of investment tax credits	142	264
Provision for losses on accounts receivable	22	21
Gain on asset dispositions and purchases	(20)	(9)
Impairment charge	57	—
Pension and non-pension postretirement benefits	19	44
Other non-cash, net	27	(39)
Changes in assets and liabilities:		
Receivables and unbilled revenues	(70)	(34)
Pension and postretirement benefit contributions	(11)	(36)
Accounts payable and accrued liabilities	(23)	(22)
Other assets and liabilities, net	32	48
Impact of Freedom Industries settlement activities	(40)	(22)
Net cash provided by operating activities	992	1,020
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(1,136)	(964)
Acquisitions, net of cash acquired	(381)	(10)
Proceeds from sale of assets	33	9
Removal costs from property, plant and equipment retirements, net	(61)	(51)
Net cash used in investing activities	(1,545)	(1,016)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term debt	1,355	1,382
Repayments of long-term debt	(330)	(334)
Net short-term borrowings with maturities less than three months	(341)	(746)
Proceeds from issuance of common stock	183	—
Proceeds from issuances of employee stock plans and direct stock purchase plan	15	21
Advances and contributions for construction, net of refunds of $20 and $16 for the nine months ended September 30, 2018 and 2017, respectively	15	23
Debt issuance costs	(12)	(13)
Make-whole premium on early debt redemption	(10)	(34)
Dividends paid	(237)	(215)
Anti-dilutive share repurchases	(45)	(54)
Taxes paid related to employee stock plans	(7)	(11)
Net cash provided by financing activities	586	19
Net increase in cash and cash equivalents and restricted funds	33	23
Cash and cash equivalents and restricted funds at beginning of period	83	99
Cash and cash equivalents and restricted funds at end of period	$ 116	$ 122
Non-cash investing activity:		
Capital expenditures acquired on account but unpaid as of end of period	$ 187	$ 175
Acquisition financed by treasury stock	$ —	$ 33

The accompanying notes are an integral part of these Consolidated Financial Statements.

American Water Works Company, Inc. and Subsidiary Companies
Consolidated Statements of Changes in Stockholders’ Equity (Unaudited)
(In millions)

	Common Stock					Treasury Stock		
	Shares	Par Value	Paid-in-Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Shares	At Cost	Total Stockholders' Equity
Balance as of December 31, 2017	182.5	$ 2	$ 6,432	$ (723)	$ (79)	(4.1)	$ (247)	$ 5,385
Net income attributable to common stockholders	—	—	—	455	—	—	—	455
Direct stock reinvestment and purchase plan	0.1	—	5	—	—	—	—	5
Employee stock purchase plan	0.1	—	6	—	—	—	—	6
Stock-based compensation activity	0.3	—	21	(1)	—	(0.1)	(5)	15
Issuance of common stock	2.3	—	183	—	—	—	—	183
Repurchases of common stock	—	—	—	—	—	(0.5)	(45)	(45)
Net other comprehensive income	—	—	—	—	19	—	—	19
Dividends	—	—	—	(163)	—	—	—	(163)
Balance as of September 30, 2018	185.3	$ 2	$ 6,647	$ (432)	$ (60)	(4.7)	$ (297)	$ 5,860

	Common Stock					Treasury Stock		
	Shares	Par Value	Paid-in-Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Shares	At Cost	Total Stockholders' Equity
Balance as of December 31, 2016	181.8	$ 2	$ 6,388	$ (873)	$ (86)	(3.7)	$ (213)	$ 5,218
Cumulative effect of change in accounting principle	—	—	—	21	—	—	—	21
Net income attributable to common stockholders	—	—	—	427	—	—	—	427
Direct stock reinvestment and purchase plan	0.1	—	6	—	—	—	—	6
Employee stock purchase plan	—	—	5	—	—	—	—	5
Stock-based compensation activity	0.5	—	18	—	—	(0.1)	(7)	11
Acquisitions via treasury stock	—	—	6	—	—	0.4	27	33
Repurchases of common stock	—	—	—	—	—	(0.7)	(54)	(54)
Net other comprehensive loss	—	—	—	—	(1)	—	—	(1)
Dividends	—	—	—	(148)	—	—	—	(148)
Balance as of September 30, 2017	182.4	$ 2	$ 6,423	$ (573)	$ (87)	(4.1)	$ (247)	$ 5,518

The accompanying notes are an integral part of these Consolidated Financial Statements.

American Water Works Company, Inc. and Subsidiary Companies
Notes to Consolidated Financial Statements (Unaudited)
(Unless otherwise noted, in millions, except per share data)

Note 1: Basis of Presentation

The unaudited Consolidated Financial Statements provided in this report include the accounts of American Water Works Company, Inc. and all of its subsidiaries (collectively, “American Water” or the “Company”), in which a controlling interest is maintained after the elimination of intercompany balances and transactions. The unaudited Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial reporting, and with the rules and regulations for reporting on Quarterly Reports on Form 10-Q (“Form 10-Q”). Accordingly, they do not contain certain information and disclosures required by GAAP for comprehensive financial statements. In the opinion of management, all adjustments necessary for a fair statement of the financial position as of September 30, 2018, and the results of operations and cash flows for all periods presented have been made. All adjustments are of a normal, recurring nature, except as otherwise disclosed.

The unaudited Consolidated Financial Statements and Notes included in this report should be read in conjunction with the Company’s Annual Report on Form 10-K for the year ended December 31, 2017 (“Form 10-K”), which provides a more complete discussion of the Company’s accounting policies, financial position, operating results and other matters. The results of operations for interim periods are not necessarily indicative of the results that may be expected for the year, primarily due to the seasonality of the Company’s operations.

Note 2: Significant Accounting Policies

New Accounting Standards

The Company adopted the following accounting standards in 2018:

Standard	Description	Date of Adoption	Application	Effect on the Consolidated Financial Statements
Revenue from Contracts with Customers	Changes the criteria for recognizing revenue from a contract with a customer. Replaces existing guidance on revenue recognition, including most industry-specific guidance. The objective is to provide a single, comprehensive revenue recognition model for all contracts with customers to improve comparability within industries, across industries and across capital markets. The underlying principle is that an entity will recognize revenue to depict the transfer of goods and services to customers at an amount the entity expects to be entitled to in exchange for those goods or services. The guidance also requires a number of disclosures regarding the nature, amount, timing and uncertainty of revenue and the related cash flows.	January 1, 2018	Modified retrospective	The adoption had no material impact on the Consolidated Financial Statements. Additional disclosures were added in the Notes to Consolidated Financial Statements. For additional information, see Note 3—Revenue Recognition.
Clarifying the Definition of a Business	Updated the accounting guidance to clarify the definition of a business, with the objective of assisting entities with evaluating whether transactions should be accounted for as acquisitions, or disposals, of assets or businesses.	January 1, 2018	Prospective	The adoption had no material impact on the Consolidated Financial Statements.
Improving the Presentation of Net Periodic Pension Cost and Net Periodic Post-retirement Benefit Cost	Updated authoritative guidance to require the service cost component of net periodic benefit cost to be presented in the same income statement line item(s) as other employee compensation costs arising from services rendered during the period. The remaining components of net periodic benefit cost are required to be presented separately from the service cost component, in an income statement line item outside of operating income. Also, the guidance only allows for the service cost component to be eligible for capitalization. The updated guidance does not impact the accounting for net periodic benefit costs as regulatory assets or liabilities.	January 1, 2018	Retrospective for the presentation of the service cost component and the other components of net periodic benefit costs on the Consolidated Statements of Operations; prospective for the limitation of capitalization to only the service cost component of net periodic benefit costs in total assets.	The Company presented in the current period, and reclassified in the prior periods, net periodic benefit costs, other than the service cost component, in non-operating benefit costs, net on the Consolidated Statements of Operations.
Simplification of Goodwill Impairment Testing	Updated authoritative guidance to simplify the subsequent measurement of goodwill by eliminating Step 2 from the goodwill impairment test. Under the amendments in the update, an entity should perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An impairment charge should be recognized for the amount by which the carrying value exceeds the reporting unit's fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary.	August 31, 2018	Prospective	See Note 6—Goodwill and Other Intangible Assets.
Cloud Computing Service Arrangements	Updated the accounting and disclosure guidance for cloud computing arrangements that are service contracts. Under this guidance, implementation costs incurred in cloud computing arrangements and in developing or obtaining internal-use software follow the same capitalization requirements. The accounting for the service element of the arrangement remains unchanged.	September 30, 2018	Prospective	The adoption had no material impact on the Consolidated Financial Statements.

The following recently issued accounting standards have not yet been adopted by the Company as of September 30, 2018:

Standard	Description	Date of Adoption	Application	Estimated Effect on the Consolidated Financial Statements
Accounting for Leases	Updated the accounting and disclosure guidance for leasing arrangements. Under this guidance, a lessee will be required to recognize the following for all leases, excluding short-term leases, at the commencement date: (i) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and (ii) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. Under the guidance, lessor accounting is largely unchanged. A package of optional transition practical expedients allows an entity not to reassess under the new guidance: (i) whether any existing contracts are or contain leases; (ii) lease classification; and (iii) initial direct costs. Additional optional transition practical expedients are available which allow an entity not to evaluate existing land easements if the easements were not previously accounted for as leases, and to apply the new lease standard at the adoption date and recognize a cumulative-effect adjustment in the opening balance of retained earnings in the period of adoption.	January 1, 2019; early adoption permitted	Modified retrospective	The Company has not yet quantified the impact of recognizing right-of-use assets and lease liabilities, but is evaluating the impact on its Consolidated Financial Statements. The Company has defined a process and implemented software to meet the accounting and reporting requirements of the guidance and is assessing lease arrangements. The Company expects to elect all practical expedients available under the new lease accounting and disclosure guidance and will not elect early adoption for the standard.
Accounting for Hedging Activities	Updated the accounting and disclosure guidance for hedging activities, which allows for more financial and nonfinancial hedging strategies to be eligible for hedge accounting. Under this guidance, a qualitative effectiveness assessment is permitted for certain hedges if an entity can reasonably support an expectation of high effectiveness throughout the term of the hedge, provided that an initial quantitative test establishes that the hedge relationship is highly effective. Also, for cash flow hedges determined to be highly effective, all changes in the fair value of the hedging instrument will be recorded in other comprehensive income, with a subsequent reclassification to earnings when the hedged item impacts earnings.	January 1, 2019; early adoption permitted	Modified retrospective for adjustments related to the measurement of ineffectiveness for cash flow hedges; prospective for the updated presentation and disclosure requirements.	The Company does not expect the adoption to have a material impact on its Consolidated Financial Statements based upon its hedging activities as of the balance sheet date. The Company is evaluating the timing of adoption.
Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income	Permits an entity to reclassify tax effects stranded in accumulated other comprehensive income as a result of the Tax Cuts and Jobs Act (the "TCJA") to retained earnings.	January 1, 2019; early adoption permitted	In the period of adoption or retrospective.	The Company is evaluating any impact on its Consolidated Financial Statements, as well as the timing of adoption.
Measurement of Credit Losses	Updated the accounting guidance on reporting credit losses for financial assets held at amortized cost basis and available-for-sale debt securities. Under this guidance, expected credit losses are required to be measured based on historical experience, current conditions and reasonable and supportable forecasts that affect the collectability of the reported amount of financial assets. Also, this guidance requires that credit losses on available-for-sale debt securities be presented as an allowance rather than as a direct write-down.	January 1, 2020; early adoption permitted	Modified retrospective	The Company is evaluating any impact on its Consolidated Financial Statements, as well as the timing of adoption.
Disclosure Requirements for Fair Value Measurement	Updated the disclosure requirements for fair value measurement. The guidance removes the requirements to disclose transfers between Level 1 and Level 2 measurements, the timing of transfers between levels, and the valuation processes for Level 3 measurements. Disclosure of transfers into and out of Level 3 measurements will be required. The guidance adds disclosure requirements for the change in unrealized gains and losses in other comprehensive income for recurring Level 3 measurements, as well as the range and weighted average of significant unobservable inputs used to develop Level 3 measurements.	January 1, 2020; early adoption permitted	Prospective for added disclosures and for the narrative description of measurement uncertainty; retrospective for all other amendments.	The Company does not expect the adoption to have a material impact on its Consolidated Financial Statements, and the Company is evaluating the timing of adoption.
Disclosure Requirements for Defined Benefit Plans	Updated the disclosure requirements for defined benefit plans. The guidance removes the requirement to disclose the amounts in accumulated other comprehensive income to be recognized as net periodic benefit cost, the effects of a one percent change in assumed healthcare costs and a number of other disclosures. The	December 31, 2020; early adoption permitted	Retrospective	The Company is evaluating any impact on its Consolidated Financial Statements, as well as the timing of adoption.

guidance clarifies that projected benefit obligations and accumulated benefit obligations should be disclosed, and adds disclosure requirements for the weighted-average interest crediting rates for promised interest crediting rates and an explanation of the reasons for significant gains and losses related to changes in the benefit obligation.

Cash, Cash Equivalents and Restricted Funds

The following table provides a reconciliation of the cash, cash equivalents and restricted funds as presented on the Consolidated Balance Sheets, to the sum of such amounts presented on the Consolidated Statements of Cash Flows for the periods ended September 30:

	2018	2017
Cash and cash equivalents	$ 86	$ 93
Restricted funds	29	28
Restricted funds included in other long-term assets	1	1
Cash and cash equivalents and restricted funds as presented on the Consolidated Statements of Cash Flows	$ 116	$ 122

Reclassifications

Certain reclassifications have been made to prior periods in the accompanying Consolidated Financial Statements and Notes to conform to the current presentation.

Note 3: Revenue Recognition

On January 1, 2018, the Company adopted Accounting Standards Codification Topic 606, *Revenue From Contracts With Customers*, and all related amendments (collectively, "ASC 606" or the "standard"), using the modified retrospective approach, applied to contracts which were not completed as of January 1, 2018. Under this approach, periods prior to the adoption date have not been restated and continue to be reported under the accounting standards in effect for those periods. The Company's revenue associated with alternative revenue programs and lease contracts is outside the scope of ASC 606 and accounted for under other existing GAAP.

Under ASC 606, a performance obligation is a promise within a contract to transfer a distinct good or service, or a series of distinct goods and services, to a customer. Revenue is recognized when performance obligations are satisfied and the customer obtains control of promised goods or services. The amount of revenue recognized reflects the consideration to which the Company expects to be entitled to receive in exchange for goods or services. Under the standard, a contract's transaction price is allocated to each distinct performance obligation. To determine revenue recognition for arrangements that the Company determines are within the scope of ASC 606, the Company performs the following five steps: (i) identifies the contracts with a customer; (ii) identifies the performance obligations within the contract, including whether they are distinct and capable of being distinct in the context of the contract; (iii) determines the transaction price; (iv) allocates the transaction price to the performance obligations in the contract; and (v) recognizes revenue when, or as, the Company satisfies each performance obligation.

The Company's revenues from contracts with customers are discussed below. Customer payments for contracts are generally due within 30 days of billing and none of the contracts with customers have payment terms that exceed one year; therefore, the Company elected to apply the significant financing component practical expedient and no amount of consideration has been allocated as a financing component. See Note 15—Segment Information for further discussion of the Company's operating segments.

Regulated Businesses Revenue

Revenue from the Company's Regulated Businesses is generated primarily from water and wastewater services delivered to customers. These contracts contain a single performance obligation, the delivery of water and wastewater services, as the promise to transfer the individual good or service is not separately identifiable from other promises within the contracts and, therefore, is not distinct. Revenues are recognized over time, as services are provided. There are generally no significant financing components or variable consideration. Revenues include amounts billed to customers on a cycle basis, and unbilled amounts calculated based on estimated usage from the date of the meter reading associated with the latest customer bill, to the end of the accounting period. The amounts that the Company has a right to invoice are determined by each customer's actual usage, an indicator that the invoice amount corresponds directly to the value transferred to the customer. The Company elected to use the right to invoice and the disclosure of remaining performance obligations practical expedients for these revenues.

Market-Based Businesses Revenue

Through various protection programs, the Company provides fixed fee services to domestic homeowners and smaller commercial customers to protect against repair costs for interior and external water and sewer lines, interior electric and gas lines, heating and cooling systems, water heaters, power surge protection and other related services. Most of the contracts have a one-year term and each service is a separate performance obligation, satisfied over time, as the customers simultaneously receive and consume the benefits provided from the service. Customers are obligated to pay for the protection programs ratably over 12 months or via a one-time, annual fee, with revenues recognized ratably over time for these services. Advances from customers are deferred until the performance obligation is satisfied. The Company elected to use the disclosure of remaining performance obligations practical expedients for these revenues.

The Company's Market-Based Businesses also have long-term, fixed fee contracts to operate and maintain water and wastewater facilities with the U.S. government on various military bases and facilities owned by municipal and industrial customers, as well as shorter-term contracts that provide water management solutions for shale natural gas companies and customers in the water services market. Billing and revenue recognition for the fixed fee revenues occurs ratably over the term of the contract, as customers simultaneously receive and consume the benefits provided by the Company. Additionally, these contracts allow the Company to make capital improvements to underlying infrastructure, which are initiated through separate modifications or amendments to the original contract, whereby stand-alone, fixed pricing is separately stated for each improvement. The Company has determined that these capital improvements are separate performance obligations, with revenue recognized over time based on performance completed at the end of each reporting period. The Company elected to use the significant financing component practical expedient for these contract revenues. Losses on contracts are recognized during the period in which the losses first become probable and estimable. Revenues recognized during the period in excess of billings on construction contracts are recorded as unbilled revenues, with billings in excess of revenues recorded as other current liabilities until the recognition criteria are met. Changes in contract performance and related estimated contract profitability may result in revisions to costs and revenues, and are recognized in the period in which revisions are determined.

Disaggregated Revenues

The following table summarizes the Company's operating revenues disaggregated for the three months ended September 30, 2018:

(In millions)	**Revenues from Contracts with Customers**	**Other Revenues Not from Contracts with Customers (a)**	**Total Operating Revenues**
Regulated Businesses:			
Water services:			
Residential	$ 475	$ 7	$ 482
Commercial	180	3	183
Industrial	40	—	40
Public and other	86	2	88
Total water services	781	12	793
Wastewater services:			
Residential	29	—	29
Commercial	8	—	8
Industrial	3	—	3
Public and other	1	—	1
Total wastewater services	41	—	41
Miscellaneous utility charges	13	—	13
Alternative revenue programs	—	8	8
Lease contract revenue	—	2	2
Total Regulated Businesses	835	22	857
Market-Based Businesses	125	—	125
Other	(5)	(1)	(6)
Total operating revenues	$ 955	$ 21	$ 976

(a) Includes revenues associated with provisional rates, alternative revenue programs, lease contracts and intercompany rent which are outside the scope of ASC 606 and accounted for under other existing GAAP.

The following table summarizes of the Company's operating revenues disaggregated for the nine months ended September 30, 2018:

(In millions)	Revenues from Contracts with Customers	Other Revenues Not from Contracts with Customers (a)	Total Operating Revenues
Regulated Businesses:			
Water services:			
Residential	$ 1,253	$ 7	$ 1,260
Commercial	465	3	468
Industrial	105	—	105
Public and other	251	2	253
Total water services	2,074	12	2,086
Wastewater services:			
Residential	83	—	83
Commercial	22	—	22
Industrial	10	—	10
Public and other	2	—	2
Total wastewater services	117	—	117
Miscellaneous utility charges	36	—	36
Alternative revenue programs	—	22	22
Lease contract revenue	—	6	6
Total Regulated Businesses	2,227	40	2,267
Market-Based Businesses	339	—	339
Other	(14)	(2)	(16)
Total operating revenues	$ 2,552	$ 38	$ 2,590

(a) Includes revenues associated with provisional rates, alternative revenue programs, lease contracts and intercompany rent which are outside the scope of ASC 606 and accounted for under other existing GAAP.

Contract Balances

Contract assets and contract liabilities are the result of timing differences between revenue recognition, billings and cash collections. In the Company's Market-Based Businesses, certain contracts are billed as work progresses in accordance with agreed-upon contractual terms, either at periodic intervals or upon achievement of contractual milestones. Contract assets are recorded when billing occurs subsequent to revenue recognition, and are reclassified to accounts receivable when billed and the right to consideration becomes unconditional. Contract liabilities are recorded when the Company receives advances from customers prior to satisfying contractual performance obligations, particularly for construction contracts and home warranty protection program contracts, and are recognized as revenue when the associated performance obligations are satisfied. Contract assets are included in unbilled revenues and contract liabilities are included in other current liabilities on the Consolidated Balance Sheets as of September 30, 2018.

The following table summarizes the changes in contract assets and liabilities for the nine months ended September 30, 2018:

(In millions)		
Contract assets:		
Balance at January 1, 2018	$	35
Additions		20
Transfers to accounts receivable, net		(38)
Balance at September 30, 2018	$	17
Contract liabilities:		
Balance at January 1, 2018	$	25
Additions		49
Transfers to operating revenues		(45)
Balance at September 30, 2018	$	29

Remaining Performance Obligations

Remaining performance obligations ("RPOs") represent revenues the Company expects to recognize in the future from contracts that are in progress. As of September 30, 2018, the Company's operation and maintenance and capital improvement contracts in the Market-Based Businesses have RPOs. Contracts with the U.S. government for work on various military bases expire between 2051 and 2068 and have RPOs of $4.4 billion as of September 30, 2018, as measured by estimated remaining contract revenue. Such contracts are subject to customary termination provisions held by the U.S. government, prior to the agreed-upon contract expiration. Contracts with municipalities and commercial customers expire between 2018 and 2038 and have RPOs of $612 million as of September 30, 2018, as measured by estimated remaining contract revenue. Approximately $61 million of RPOs were eliminated in conjunction with the sale of 20 of the Company's Contract Services Group's contracts to subsidiaries of Veolia Environnement S.A. See Note 4—Acquisitions and Divestitures for further discussion of this transaction.

Note 4: Acquisitions and Divestitures

Regulated Acquisitions

During the nine months ended September 30, 2018, the Company closed on seven acquisitions of various regulated water and wastewater systems for a total aggregate purchase price of $18 million. Assets acquired in these acquisitions, principally utility plant, totaled $19 million. Liabilities assumed, primarily contributions in aid of construction, totaled $1 million.

Market-Based Businesses Acquisitions

Pivotal Home Solutions Acquisition

On June 4, 2018, the Company, through its subsidiary American Water Enterprises, LLC, completed the acquisition of Pivotal Home Solutions ("Pivotal") for a total purchase price of $365 million, net of cash received and including $9 million in working capital. Pivotal is headquartered in Naperville, Illinois, and is a provider of home warranty protection products and services, operating in 18 states, with approximately 1.2 million customer contracts at the time of acquisition. Pivotal is complementary to the Company's Homeowner Services Group product offerings, and enhances its presence in the home warranty solutions markets through utility partnerships. The results of Pivotal have been consolidated into the Homeowner Services Group non-reportable operating segment.

This acquisition was funded through the issuance of common stock, as described below, and from borrowings through the Company's commercial paper program, which were subsequently refinanced with the issuance of long-term debt during the third quarter of 2018. This acquisition is being accounted for as a business combination which requires, among other things, the assets acquired and the liabilities assumed to be recognized at their fair values at the acquisition date. The purchase price allocation is based upon preliminary information and is subject to change upon the completion of formal valuations and other reviews and assessments, which will occur no later than one year after the acquisition date.

The following table provides the preliminary purchase price allocation for the Pivotal acquisition as of June 4, 2018, and the adjustments that have been made through September 30, 2018:

	June 4, 2018 (as initially reported)	Measurement Period Adjustments	June 4, 2018 (as adjusted)
Identifiable assets:			
Accounts receivable	$ 23	$ (1)	$ 22
Other current assets	1	1	2
Property, plant and equipment	21	1	22
Intangible assets	96	(4)	92
Total identifiable assets	141	(3)	138
Liabilities assumed:			
Accounts payable and accrued liabilities	(5)	—	(5)
Other current liabilities	(14)	2	(12)
Long-term liabilities	(1)	—	(1)
Total liabilities assumed	(20)	2	(18)
Net identifiable assets acquired	121	(1)	120
Goodwill	242	3	245
Net assets acquired	$ 363	$ 2	$ 365

Customer relationships, which comprise the majority of the preliminary intangible assets balance, are amortized based on historical attrition rates over their estimated useful lives of up to 21 years, with a weighted average life of approximately six years, as the assets are expected to contribute to the cash flows of the Company. The remaining intangible assets are amortized over their expected benefit periods of up to six years, with a weighted average life of approximately three years. Goodwill was calculated as the excess of the consideration transferred over the net assets recognized, and represents the expected revenue and cost synergies of the combined business and assembled workforce of Pivotal. The goodwill is included in the Company's Homeowner Services Group reporting unit, within the Market-Based Businesses, and is deductible for income tax purposes.

Pivotal's revenue and net income included in the Company's Consolidated Statements of Operations for the three and nine months ended September 30, 2018, did not have a material impact on the overall consolidated results of operations of the Company.

Equity Forward Transaction and Common Stock Issuance

On April 11, 2018, the Company effected an equity forward transaction by entering into a forward sale agreement with each of two forward purchasers in connection with a public offering of 2,320,000 shares of the Company's common stock. In the equity forward transaction, the forward purchasers, or an affiliate, borrowed an aggregate of 2,320,000 shares of the Company's common stock from third parties and sold them to the underwriters in the public offering. On June 7, 2018, the Company elected to fully and physically settle both forward sale agreements, resulting in the issuance of a total of 2,320,000 shares of its common stock at a price of $79.01 per share, for aggregate net proceeds of $183 million. The net proceeds of the transaction were used to finance a portion of the purchase price of the Pivotal acquisition described above.

Highlighted Pending Acquisitions

On April 13, 2018, the Company's Illinois subsidiary entered into an agreement to acquire the City of Alton, Illinois' regional wastewater system for approximately $54 million. This system currently serves approximately 23,000 customer equivalents, comprised of approximately 11,000 direct connections in Alton and service to an additional 12,000 customers under bulk contracts in the nearby communities of Bethalto and Godfrey. The Company is expecting to close this acquisition by the end of the first quarter of 2019, pending regulatory approval.

On May 30, 2018, the Company's Pennsylvania subsidiary entered into an agreement to acquire the wastewater assets of Exeter Township, Pennsylvania for approximately $96 million. This system currently serves nearly 9,000 customers, and the Company is expecting to close this acquisition during the second quarter of 2019, pending regulatory approval.

Divestitures

On July 5, 2018, the Company entered into an agreement for the sale of the majority of its Contract Services Group to subsidiaries of Veolia Environnement S.A. for $27 million. The Company closed on the sale of 20 of the 22 contracts associated with this agreement during the third quarter of 2018, and expects to close on the remaining two contracts, subject to customer consents, by the end of 2018. As part of the sale, the Company recognized a pre-tax gain of $14 million for the three and nine months ended September 30, 2018.

Note 5: Regulatory Liabilities

Tax Cuts and Jobs Act

On December 22, 2017, the TCJA was signed into law, which, among other things, enacted significant and complex changes to the Internal Revenue Code of 1986, including a reduction in the federal corporate income tax rate from 35% to 21% as of January 1, 2018. During the nine months ended September 30, 2018, the Company's 14 regulatory jurisdictions began to consider the impacts of the TCJA. The Company has adjusted customer rates to reflect the lower income tax rate in eight states. In one state, a portion of the tax savings is being used to offset additional capital investment and to reduce certain regulatory assets. One additional state is using a portion of the tax savings to reduce certain regulatory assets. Proceedings in the other five jurisdictions remain pending. With respect to excess accumulated deferred income taxes, regulators in five states have agreed with the Company's overall timeline of passing the excess back to customers beginning no earlier than 2019, when the Company is able to produce the normalization schedule using the average rate assumption method. In one of those states we entered into a stipulated settlement that, if approved, would authorize the amortization of the re-measured deferred income taxes to offset future infrastructure investments.

The Company generally expects its regulated customers to benefit from the tax savings resulting from the TCJA. As a result, the Company has recorded a $55 million reserve on revenue during the nine months ended September 30, 2018, for the estimated tax savings resulting from the TCJA, with a corresponding regulatory liability, of which the current portion is $22 million (recorded in Other Current Liabilities), and the long-term portion is $33 million (recorded in regulatory liabilities). We cannot predict how each jurisdiction may calculate the amount of credits due to customers. If any of the Company's regulatory jurisdictions determines the credits due to customers are higher than the expected reduction to income tax expense, this would result in an adverse impact to results of operations and cash flows.

Other Postretirement Benefit Plan Remeasurement

On August 31, 2018, the other postretirement benefit plan was remeasured to reflect an announced plan amendment which changed benefits for certain union and non-union plan participants. As a result of the remeasurement, the Company recorded a $227 million reduction to the net accumulated postretirement benefit obligation, with a corresponding regulatory liability. See Note 11—Pension and Other Post-Retirement Benefits for further discussion.

Note 6: Goodwill and Other Intangible Assets

The following table summarizes changes in the carrying amount of goodwill for the nine months ended September 30, 2018:

	Regulated Businesses		Market-Based Businesses		Consolidated		
	Cost	Accumulated Impairment	Cost	Accumulated Impairment	Cost	Accumulated Impairment	Total Net
Balance as of December 31, 2017	$ 3,492	$ (2,332)	$ 327	$ (108)	$ 3,819	$ (2,440)	$ 1,379
Goodwill from acquisitions	—	—	245	—	245	—	245
Goodwill impairment charge	—	—	—	(53)	—	(53)	(53)
Balance as of September 30, 2018	$ 3,492	$ (2,332)	$ 572	$ (161)	$ 4,064	$ (2,493)	$ 1,571

During the nine months ended September 30, 2018, the Company recorded goodwill of $245 million as part of the acquisition of Pivotal. Goodwill acquired from this acquisition was allocated to the Homeowner Services Group reporting unit, within the Market-Based Businesses. See Note 4—Acquisitions and Divestitures for further discussion.

The Company allocates goodwill at the reporting unit level and evaluates goodwill for impairment on an annual basis, as of November 30, or on an interim basis, if an event occurs or circumstances change that would more likely than not, reduce the fair value of a reporting unit below its carrying value. As a result of operational and financial challenges encountered in the construction business of Keystone Clearwater Solutions, LLC ("Keystone"), the Company substantially exited this business line during the third quarter of 2018. This action, along with the exit of the water trucking business line during the first half of 2018, narrowed the scope of the Keystone business going forward, focusing solely on providing water transfer services.

Based on the factors discussed above, the Company concluded there were indicators that the Keystone reporting unit may be impaired. Accordingly, impairment testing was performed as part of the preparation of the Company's Consolidated Financial Statements, resulting in an aggregate, non-cash, pre-tax impairment charge of $57 million, of which, $54 million was attributable to the Company, after adjustment for noncontrolling interest.

In terms of the process followed for the impairment, the Company first completed an impairment test of the Keystone reporting unit's customer relationship intangible asset at September 30, 2018. The results of this impairment test showed that the fair value of the intangible asset was lower than its carrying value, resulting in a non-cash, pre-tax impairment charge of $4 million, which is recorded in Impairment charge on the Consolidated Statement of Operations for the three and nine months ended September 30, 2018.

The Company then completed an interim goodwill impairment test for the Keystone reporting unit at September 30, 2018. The results of this impairment test showed the fair value of the Keystone reporting unit was lower than its carrying value, resulting in a non-cash, pre-tax impairment charge of $53 million, which is recorded in Impairment charge on the Consolidated Statement of Operations for the three and nine months ended September 30, 2018. The Company estimated the fair value of the Keystone reporting unit using an income approach valuation technique which estimates the amount and timing of future discounted cash flows from operations of the Keystone reporting unit, relying on multiple projected scenarios. Significant assumptions used in estimating the fair value included, but was not limited to, forecasts of future operating results, including revenue per well, well completions and gross profit margin; capital expenditures; tax rates; working capital; weighted average cost of capital; and long-term growth rates. See Note 14—Fair Value of Financial Assets and Liabilities for further discussion.

Note 7: Stockholders' Equity

Accumulated Other Comprehensive Loss

The following table presents changes in accumulated other comprehensive loss by component, net of tax, for the nine months ended September 30, 2018 and 2017, respectively:

	Defined Benefit Plans					
	Employee Benefit Plan Funded Status	Amortization of Prior Service Cost	Amortization of Actuarial (Gain) Loss	Foreign Currency Translation	Gain on Cash Flow Hedges	Accumulated Other Comprehensive Loss
Beginning balance as of December 31, 2017	$ (140)	$ 1	$ 49	$ 1	$ 10	$ (79)
Other comprehensive income before reclassifications	—	—	—	—	13	13
Amounts reclassified from accumulated other comprehensive loss	—	—	6	—	—	6
Net other comprehensive income	—	—	6	—	13	19
Ending balance as of September 30, 2018	$ (140)	$ 1	$ 55	$ 1	$ 23	$ (60)
Beginning balance as of December 31, 2016	$ (147)	$ 1	$ 42	$ 2	$ 16	$ (86)
Other comprehensive loss before reclassifications	—	—	—	(1)	(5)	(6)
Amounts reclassified from accumulated other comprehensive loss	—	—	5	—	—	5
Net other comprehensive income (loss)	—	—	5	(1)	(5)	(1)
Ending balance as of September 30, 2017	$ (147)	$ 1	$ 47	$ 1	$ 11	$ (87)

The Company does not reclassify the amortization of defined benefit pension cost components from accumulated other comprehensive loss directly to net income in its entirety, as a portion of these costs have been capitalized as a regulatory asset. These accumulated other comprehensive income loss components are included in the computation of net periodic pension cost. See Note 11—Pension and Other Post-Retirement Benefits for further discussion.

The amortization of the gain on cash flow hedges is reclassified to net income during the period incurred and is included in interest, net in the accompanying Consolidated Statements of Operations.

Anti-dilutive Stock Repurchase Program

During the nine months ended September 30, 2018, the Company repurchased 0.6 million shares of common stock in the open market at an aggregate cost of $45 million under the anti-dilutive stock repurchase program authorized by the Company's Board of Directors in 2015. As of September 30, 2018, there were 5.5 million shares of common stock available for repurchase under the program.

Equity Forward Transaction

See Note 4—Acquisitions and Divestitures for discussion relating to the forward sale agreements entered into by the Company on April 11, 2018, and the subsequent settlement of these agreements on June 7, 2018.

Note 8: Long-Term Debt

The following long-term debt was issued during the nine months ended September 30, 2018:

Company	Type	Rate	Maturity	Amount
American Water Capital Corp.	Senior Notes—fixed rate	3.75%-4.20%	2028-2048	$ 1,325
American Water Capital Corp.	Private activity bonds and government funded debt—fixed rate (a)	0.00%-5.00%	2020-2048	30
Total issuances				$ 1,355

(a) Approximately $26 million of this debt relates to the New Jersey Environmental Infrastructure Financing Program.

The following long-term debt was retired through sinking fund provisions, optional redemptions or payment at maturity during the nine months ended September 30, 2018:

Company	Type	Rate	Maturity	Amount
American Water Capital Corp.	Senior Notes—fixed rate	5.62%-6.25%	2018-2022	$ 310
American Water Capital Corp.	Private activity bonds and government funded debt—fixed rate	1.79%-2.90%	2021-2031	1
Other American Water subsidiaries	Private activity bonds and government funded debt—fixed rate	0.00%-5.40%	2018-2047	15
Other American Water subsidiaries	Mortgage bonds—fixed rate	9.13%	2021	1
Other American Water subsidiaries	Term Loan	4.83%-5.69%	2021	2
Other American Water subsidiaries	Mandatorily redeemable preferred stock	8.49%	2036	1
Total retirements and redemptions				$ 330

On August 9, 2018, American Water Capital Corp. ("AWCC") completed a $1.325 billion debt offering which included the sale of $625 million aggregate principal amount of its 3.75% Senior Notes due in 2028, and $700 million aggregate principal amount of its 4.20% Senior Notes due in 2048. At the closing of the offering, AWCC received, after deduction of underwriting discounts and before deduction of offering expenses, net proceeds of approximately $1.3 billion. AWCC used proceeds from the offering to: (i) lend funds to American Water and its regulated operating subsidiaries; (ii) repay $191 million principal amount of AWCC's 5.62% Senior Notes due 2018 upon maturity on December 21, 2018; (iii) prepay $100 million aggregate principal amount of AWCC's outstanding 5.62% Series E Senior Notes due March 29, 2019 (the "Series E Notes") and $100 million aggregate principal amount of AWCC's outstanding 5.77% Series F Senior Notes due March 29, 2022 (the "Series F Notes", and, together with the Series E Notes, the "Series Notes"); and (iv) repay AWCC's commercial paper obligations and for general corporate purposes.

As a result of AWCC's prepayment of the Series Notes, a make-whole premium of $10 million was paid to the holders thereof on September 11, 2018. Substantially all of the early debt extinguishment costs were allocable to the Company's utility subsidiaries and recorded as regulatory assets, as the Company believes they are probable of recovery in future rates.

On August 6, 2018, the Company terminated four forward starting swap agreements with an aggregate notional amount of $400 million, realizing a net gain of $9 million, to be amortized through interest, net over 10 and 30 year periods, in correlation with the terms of the new debt issued on August 9, 2018.

On August 17, 2018, the Company entered into two forward starting swap agreements, each with a notional amount of $80 million, to reduce interest rate exposure on debt expected to be issued in 2019. These forward starting swap agreements terminate in August 2019, and have an average fixed rate of 2.98%. On October 11, 2018, the Company entered into two additional forward starting swap agreements, each with a notional amount of $100 million, to reduce interest rate exposure on debt expected to be issued in 2019. These forward starting swap agreements terminate in December 2019, and have an average fixed rate of 3.31%. The Company has designated these forward starting swap agreements as cash flow hedges, with their fair value recorded in accumulated other comprehensive gain or loss. Upon termination, the cumulative gain or loss recorded in accumulated other comprehensive gain or loss will be amortized through interest, net over the term of the new debt.

The Company has employed interest rate swaps to fix the interest cost on a portion of its variable-rate debt with an aggregate notional amount of $5 million. The Company has designated these interest rate swaps as economic hedges, accounted for at fair value with gains or losses deferred as a regulatory asset or regulatory liability. The net gain recognized by the Company for the three and nine months ended September 30, 2018 and 2017 was de minimis.

No ineffectiveness was recognized on hedging instruments for the three and nine months ended September 30, 2018 and 2017.

The following table provides a summary of the gross fair value for the Company’s derivative assets and liabilities, as well as the location of the asset and liability balances on the Consolidated Balance Sheets:

Derivative Instruments	Derivative Designation	Balance Sheet Classification	September 30, 2018	December 31, 2017
Asset derivative:				
Forward starting swaps	Cash flow hedge	Other current assets	$ 5	$ —
Liability derivative:				
Forward starting swaps	Cash flow hedge	Other current liabilities	$ —	$ 3

Note 9: Short-Term Debt

On March 21, 2018, AWCC and certain lenders amended and restated the credit agreement with respect to AWCC’s revolving credit facility to increase the maximum commitments under the facility from $1.75 billion to $2.25 billion, and to extend the expiration date of the facility from June 2020 to March 2023. The facility is used principally to support AWCC’s commercial paper program and to provide a sub-limit of up to $150 million for letters of credit. Subject to satisfying certain conditions, the credit agreement also permits AWCC to increase the maximum commitment under the facility by up to an aggregate of $500 million, and to request extensions of its expiration date for up to two one-year periods. As of September 30, 2018, AWCC had no outstanding borrowings and $88 million of outstanding letters of credit under the revolving credit facility, with $2.16 billion available to fulfill our short-term liquidity needs and to issue letters of credit. The financial covenants with respect to the facility remained unchanged from the credit agreement in effect on December 31, 2017.

On March 21, 2018, AWCC increased the maximum aggregate principal amount of borrowings authorized for issuance under its commercial paper program from $1.60 billion to $2.10 billion. As of September 30, 2018, AWCC had $564 million in commercial paper outstanding. The weighted-average interest rate on AWCC short-term borrowings was approximately 2.39% and 1.38% for the three months ended September 30, 2018 and 2017 respectively, and approximately 2.22% and 1.19% for the nine months ended September 30, 2018 and 2017, respectively.

Note 10: Income Taxes

The Company’s effective income tax rate was 27.5% and 40.3% for the three months ended September 30, 2018 and 2017, respectively, and 26.6% and 39.9% for the nine months ended September 30, 2018 and 2017, respectively. The decrease in the Company’s effective income tax rate primarily resulted from the reduction in the federal corporate income tax rate from 35% to 21% as of January 1, 2018, from the enactment of the TCJA. There were no significant adjustments recorded during the nine months ended September 30, 2018 pursuant to Staff Accounting Bulletin 118.

Note 11: Pension and Other Post-Retirement Benefits

The following table provides the components of net periodic benefit (credit) costs:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Components of net periodic pension benefit cost:				
Service cost	$ 8	$ 8	$ 25	$ 25
Interest cost	19	20	57	60
Expected return on plan assets	(24)	(23)	(73)	(70)
Amortization of actuarial loss	6	9	20	27
Net periodic pension benefit cost	$ 9	$ 14	$ 29	$ 42
Components of net periodic other post-retirement benefit (credit) cost:				
Service cost	$ 2	$ 3	$ 7	$ 8
Interest cost	5	7	16	20
Expected return on plan assets	(7)	(7)	(20)	(20)
Amortization of prior service credit	(7)	(5)	(16)	(14)
Amortization of actuarial loss	1	3	3	8
Net periodic other post-retirement benefit (credit) cost	$ (6)	$ 1	$ (10)	$ 2

The Company made a contribution of $11 million for the funding of its defined benefit pension plans for the three and nine months ended September 30, 2018, and made contributions of $11 million and $31 million for the three and nine months ended September 30, 2017, respectively. In addition, the Company made no contributions for the funding of its other post-retirement plans for the three and nine months ended September 30, 2018, and made contributions of $2 million and $5 million for the three and nine months ended September 30, 2017, respectively. The Company expects to make pension contributions to the plan trusts of up to $11 million during the remainder of 2018.

On August 31, 2018, the other postretirement benefit plan was remeasured to reflect an announced plan amendment which changed benefits for certain union and non-union plan participants. The remeasurement included a $175 million reduction in future benefits payable to plan participants, and resulted in a $227 million reduction to the net accumulated postretirement benefit obligation. The plan amendment will be amortized over 10.2 years, the average future working lifetime to full eligibility age for all plan participants. The following table provides the significant assumptions related to the Company’s other postretirement benefit plan:

	September 30, 2018	December 31, 2017
Weighted-average assumptions used to determine benefit obligations:		
Discount rate	4.23%	3.73%
Expected return on plan assets	4.77%	4.77%
Medical trend	graded from 7.00% in 2018 to 4.50% in 2026+	graded from 7.00% in 2018 to 4.50% in 2026+

Note 12: Commitments and Contingencies

Contingencies

The Company is routinely involved in legal actions incident to the normal conduct of its business. As of September 30, 2018, the Company has accrued approximately $55 million of probable loss contingencies and has estimated that the maximum amount of losses associated with reasonably possible loss contingencies that can be reasonably estimated is $25 million. For certain matters, claims and actions, the Company is unable to estimate possible losses. The Company believes that damages or settlements, if any, recovered by plaintiffs in such matters, claims or actions, other than as described in this Note 12—Commitments and Contingencies, will not have a material adverse effect on the Company.

West Virginia Elk River Freedom Industries Chemical Spill

Global Class Action Litigation Settlement

On June 8, 2018, the U.S. District Court for the Southern District of West Virginia granted final approval of a settlement class and global class action settlement (the “Settlement”) for all claims and potential claims by all putative class members (collectively, the “Plaintiffs”) arising out of the January 2014 Freedom Industries, Inc. chemical spill in West Virginia. The effective date of the Settlement is July 16, 2018.

Under the terms and conditions of the Settlement, West Virginia-American Water Company (“WVAWC”) and certain other Company affiliated entities (collectively, the “American Water Defendants”) have not admitted, and will not admit, any fault or liability for any of the allegations made by the Plaintiffs in any of the actions that were resolved. Under federal class action rules, claimants had the right, until December 8, 2017, to elect to opt out of the final Settlement. Less than 100 of the 225,000 estimated putative class members opted out from the Settlement, and these claimants will not receive any benefit from or be bound by the terms of the Settlement.

In June 2018, the Company and its remaining non-participating general liability insurance carrier settled for a payment to the Company of $20 million, out of a maximum of $25 million in potential coverage under the terms of the relevant policy, in exchange for a full release by the American Water Defendants of all claims against the insurance carrier related to the Freedom Industries chemical spill.

As a result, the aggregate pre-tax amount to be contributed by WVAWC of the $126 million Settlement with respect to the Company, net of insurance recoveries, is $23 million. As of September 30, 2018, $40 million of the aggregate settlement amount of $126 million, reflecting payments made by the Company under the terms of the Settlement, is reflected in Accrued Liabilities, and the offsetting insurance receivables are reflected in Other Current Assets on the Consolidated Balance Sheet. The Company has funded WVAWC’s contributions to the Settlement through existing sources of liquidity.

Other Related Proceedings

On March 16, 2017, the Lincoln County (West Virginia) Commission (the “LCC”) passed a county ordinance entitled the “Lincoln County, WV Comprehensive Public Nuisance Investigation and Abatement Ordinance.” The ordinance establishes a mechanism that Lincoln County believes will allow it to pursue criminal or civil proceedings for the “public nuisance” it alleges was caused by the Freedom Industries chemical spill. On April 20, 2017, the LCC filed a civil complaint in Lincoln County circuit court against WVAWC and certain other defendants not affiliated with the Company, alleging that the Freedom Industries chemical spill caused a public nuisance in Lincoln County. The complaint seeks an injunction against WVAWC that would require the creation of various databases and public repositories of documents related to the Freedom Industries chemical spill, as well as further study and risk assessments regarding the alleged exposure of Lincoln County residents to the released chemicals. On June 12, 2017, the West Virginia Mass Litigation Panel entered an order granting a motion to transfer this case to its jurisdiction and stayed the case consistent with the existing stay order. The LCC has elected to opt out of the Settlement. On January 26, 2018, the LCC filed a motion seeking to lift the stay imposed by the Mass Litigation Panel. On March 5, 2018, this motion was denied. On July 31, 2018, WVAWC filed a motion to dismiss the LCC’s complaint. On September 21, 2018, the Mass Litigation Panel heard arguments on this motion. This motion remains pending. WVAWC believes that this lawsuit is without merit and intends to vigorously contest the claims and allegations raised in the complaint.

On September 28, 2018, the Mass Litigation Panel entered an order dismissing all of its pending cases except for two, one of which was the LCC’s complaint discussed above.

California Public Utilities Commission Residential Rate Design Proceeding

On July 12, 2018, the California Public Utilities Commission (the “CPUC”) adopted the April 9, 2018 presiding officer’s decision that resolved the CPUC’s residential tariff administration proceeding. The adoption provides for a waiver by California-American Water Company, a wholly owned subsidiary of the Company, of $0.5 million of cost recovery for residential customers through the water revenue adjustment mechanism/modified cost balancing account, in lieu of a penalty.

Dunbar, West Virginia Water Main Break Class Action Litigation

On the evening of June 23, 2015, a 36-inch pre-stressed concrete transmission water main, installed in the early 1970s, failed. The water main is part of WVAWC’s West Relay pumping station located in the City of Dunbar. The failure of the main caused water outages and low pressure to up to approximately 25,000 WVAWC customers. In the early morning hours of June 25, 2015, crews completed a repair, but that same day, the repair developed a leak. On June 26, 2015, a second repair was completed and service was restored that day to approximately 80% of the impacted customers, and to the remaining approximately 20% by the next morning. The second repair showed signs of leaking but the water main was usable until June 29, 2015 to allow tanks to refill. The system was reconfigured to maintain service to all but approximately 3,000 customers while a final repair was completed safely on June 30, 2015. Water service was fully restored by July 1, 2015 to all customers affected by this event.

On June 2, 2017, a class action complaint was filed in West Virginia Circuit Court in Kanawha County against WVAWC on behalf of a purported class of residents and business owners who lost water service or pressure as a result of the Dunbar main break. The complaint alleges breach of contract by WVAWC for failure to supply water, violation of West Virginia law regarding the sufficiency of WVAWC's facilities and negligence by WVAWC in the design, maintenance and operation of the water system. The plaintiffs seek unspecified alleged damages on behalf of the class for lost profits, annoyance and inconvenience, and loss of use, as well as punitive damages for willful, reckless and wanton behavior in not addressing the risk of pipe failure and a large outage.

On October 12, 2017, WVAWC filed with the court a motion seeking to dismiss all of the plaintiffs' counts alleging statutory and common law tort claims. Furthermore, WVAWC asserted that the Public Service Commission of West Virginia, and not the court, has primary jurisdiction over allegations involving violations of the applicable tariff, the public utility code and related rules. On May 30, 2018, the court, at a hearing, denied WVAWC's motion to apply the primary jurisdiction doctrine, and on October 11, 2018, the court issued a written order to that effect. The court will issue a written order on the motion to dismiss, and has set a trial date of August 26, 2019.

The Company and WVAWC believe that WVAWC has valid, meritorious defenses to the claims raised in this class action complaint. WVAWC is vigorously defending itself against these allegations. Given the current stage of this proceeding, the Company cannot reasonably estimate the amount of any reasonably possible losses or a range of such losses related to this proceeding.

Note 13: Earnings per Common Share

The following table is a reconciliation of the numerator and denominator for basic and diluted earnings per share ("EPS") calculations:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Numerator:				
Net income attributable to common stockholders	$ 187	$ 203	$ 455	$ 427
Denominator:				
Weighted-average common shares outstanding—Basic	181	178	179	178
Effect of dilutive common stock equivalents	—	1	1	1
Weighted-average common shares outstanding—Diluted	181	179	180	179

The effect of dilutive common stock equivalents is related to outstanding stock options, restricted stock units and performance stock units granted under the 2007 and 2017 Omnibus Equity Compensation Plans, as well as estimated shares to be purchased under the Company's 2017 Nonqualified Employee Stock Purchase Plan. Less than one million share-based awards were excluded from the computation of diluted EPS for the three and nine months ended September 30, 2018 and 2017 because their effect would have been anti-dilutive under the treasury stock method.

Equity Forward Transaction and Common Stock Issuance

See Note 4—Acquisitions and Divestitures for discussion regarding the forward sale agreements entered into by the Company on April 11, 2018, and the physical settlement of these agreements on June 7, 2018.

Note 14: Fair Value of Financial Assets and Liabilities

Fair Values of Financial Instruments

The following methods and assumptions were used by the Company in estimating its fair value disclosures for financial instruments:

Current assets and current liabilities—The carrying amounts reported on the Consolidated Balance Sheets for current assets and current liabilities, including revolving credit debt, due to the short-term maturities and variable interest rates, approximate their fair values.

Preferred stock with mandatory redemption requirements and long-term debt—The fair values of preferred stock with mandatory redemption requirements and long-term debt are categorized within the fair value hierarchy based on the inputs that are used to value each instrument. The fair value of long-term debt classified as Level 1 is calculated using quoted prices in active markets. Level 2 instruments are valued using observable inputs and Level 3 instruments are valued using observable and unobservable inputs. The fair values of instruments classified as Level 2 and Level 3 are determined by a valuation model that is based on a conventional discounted cash flow methodology and utilizes assumptions of current market rates. As a majority of the Company's debt is not traded in active markets, the Company calculated a base yield curve using a risk-free rate (a U.S. Treasury securities yield curve) plus a credit spread that is based on the following two factors: an average of the Company's own publicly-traded debt securities and the current market rates for U.S. Utility A debt securities. The Company used these yield curve assumptions to derive a base yield for the Level 2 and Level 3 securities. Additionally, the Company adjusted the base yield for specific features of the debt securities, including call features, coupon tax treatment and collateral for the Level 3 instruments.

The following table presents the carrying amounts, including fair value adjustments previously recognized in acquisition purchase accounting and a fair value adjustment related to the Company's interest rate swap fair value hedge (which is classified as Level 2 in the fair value hierarchy), and the fair values of the financial instruments:

	Carrying Amount	At Fair Value as of September 30, 2018			
		Level 1	Level 2	Level 3	Total
Preferred stock with mandatory redemption requirements	$ 9	$ —	$ —	$ 11	$ 11
Long-term debt (excluding capital lease obligations)	7,831	5,798	624	1,703	8,125

	Carrying Amount	At Fair Value as of December 31, 2017			
		Level 1	Level 2	Level 3	Total
Preferred stock with mandatory redemption requirements	$ 10	$ —	$ —	$ 14	$ 14
Long-term debt (excluding capital lease obligations)	6,809	4,846	976	1,821	7,643

Recurring Fair Value Measurements

The following table presents assets and liabilities measured and recorded at fair value on a recurring basis and their level within the fair value hierarchy as of September 30, 2018 and December 31, 2017, respectively:

	At Fair Value as of September 30, 2018			
	Level 1	Level 2	Level 3	Total
Assets:				
Restricted funds	$ 31	$ —	$ —	$ 31
Rabbi trust investments	16	—	—	16
Deposits	3	—	—	3
Mark-to-market derivative assets	—	5	—	5
Other investments	6	—	—	6
Total assets	56	5	—	61
Liabilities:				
Deferred compensation obligations	18	—	—	18
Mark-to-market derivative liabilities	—	—		—
Total liabilities	18	—	—	18
Total net assets (liabilities)	$ 38	$ 5	$ —	$ 43

	At Fair Value as of December 31, 2017			
	Level 1	Level 2	Level 3	Total
Assets:				
Restricted funds	$ 28	$ —	$ —	$ 28
Rabbi trust investments	15	—	—	15
Deposits	4	—	—	4
Other investments	3	—	—	3
Total assets	50	—	—	50
Liabilities:				
Deferred compensation obligations	17	—	—	17
Mark-to-market derivative liabilities	—	3	—	3
Total liabilities	17	3	—	20
Total net assets (liabilities)	$ 33	$ (3)	$ —	$ 30

Restricted funds—The Company’s restricted funds primarily represent proceeds received from financings for the construction and capital improvement of facilities and from customers for future services under operations, maintenance and repair projects. Long-term restricted funds of $1 million and $1 million were included in other long-term assets as of September 30, 2018 and December 31, 2017, respectively.

Rabbi trust investments—The Company’s rabbi trust investments consist of equity and index funds from which supplemental executive retirement plan benefits and deferred compensation obligations can be paid. The Company includes these assets in other long-term assets.

Deposits—Deposits include escrow funds and certain other deposits held in trust. The Company includes cash deposits in other current assets.

Deferred compensation obligations—The Company’s deferred compensation plans allow participants to defer certain cash compensation into notional investment accounts. The Company includes such plans in other long-term liabilities. The value of the Company’s deferred compensation obligations is based on the market value of the participants’ notional investment accounts. The notional investments are comprised primarily of mutual funds, which are based on observable market prices.

Mark-to-market derivative assets and liabilities—The Company utilizes fixed-to-floating interest-rate swaps, typically designated as fair-value hedges, to achieve a targeted level of variable-rate debt as a percentage of total debt. The Company also employs derivative financial instruments in the form of variable-to-fixed interest rate swaps and forward starting interest rate swaps, classified as economic hedges and cash flow hedges, respectively, in order to fix the interest cost on existing or forecasted debt. The Company uses a calculation of future cash inflows and estimated future outflows, which are discounted, to determine the current fair value. Additional inputs to the present value calculation include the contract terms, counterparty credit risk, interest rates and market volatility.

Other investments—Other investments primarily represent money market funds used for active employee benefits. The Company includes other investments in other current assets.

Nonrecurring Fair Value Measurements

The following table presents assets measured and recorded at fair value on a nonrecurring basis and their level within the fair value hierarchy as of September 30, 2018:

	At Fair Value as of September 30, 2018				
	Level 1	Level 2	Level 3	Total	Total Impairment Expense for the Nine Months Ended September 30, 2018
Assets:					
Keystone goodwill (a)	$ —	$ —	$ 38	$ 38	$ 53
Keystone intangible asset (a)	—	—	3	3	4
Total	$ —	$ —	$ 41	$ 41	$ 57

(a) As of December 31, 2017, Keystone's goodwill balance was $91 million and its intangible asset balance was $8 million. Subsequent to the impairment charge recorded in the third quarter of 2018, Keystone's goodwill and intangible asset balances were $38 million and $3 million, respectively, as of September 30, 2018.

The Company's estimation of the fair value of the Keystone reporting unit as part of evaluating its goodwill and intangible asset for impairment represents a Level 3 fair value measurement, due to the use of internal projections and unobservable measurement inputs. See Note 6—Goodwill and Other Intangible Assets for further discussion.

Note 15: Segment Information

The Company operates its businesses primarily through one reportable segment, the Regulated Businesses segment. The Company also operates businesses that provide a broad range of related and complementary water and wastewater services in non-regulated markets, which includes four operating segments that individually do not meet the criteria of a reportable segment. These four non-reportable operating segments are collectively presented as the "Market-Based Businesses." "Other" includes corporate costs that are not allocated to the Company's operating segments, eliminations of inter-segment transactions, fair value adjustments and associated income and deductions related to the acquisitions that have not been allocated to the operating segments for evaluation of performance and allocation of resource purposes. The following tables include the Company's summarized segment information:

	As of or for the Three Months Ended September 30, 2018			
	Regulated Businesses	Market-Based Businesses	Other	Consolidated
Operating revenues	$ 857	$ 125	$ (6)	$ 976
Depreciation and amortization	128	9	4	141
Impairment charge	—	57	—	57
Total operating expenses, net	505	139	(3)	641
Interest, net	(71)	—	(18)	(89)
Income before income taxes	288	(14)	(19)	255
Provision for income taxes	76	(5)	(1)	70
Net income attributable to common stockholders	213	(7)	(19)	187
Total assets	18,415	973	1,492	20,880
Capital expenditures	373	2	22	397

	As of or for the Three Months Ended September 30, 2017			
	Regulated Businesses	Market-Based Businesses	Other	Consolidated
Operating revenues	$ 842	$ 100	$ (6)	$ 936
Depreciation and amortization	121	5	2	128
Total operating expenses, net	429	80	(5)	504
Interest, net	(67)	1	(23)	(89)
Income before income taxes	347	21	(28)	340
Provision for income taxes	135	7	(5)	137
Net income attributable to common stockholders	212	14	(23)	203
Total assets	17,390	600	1,371	19,361
Capital expenditures	336	3	23	362

	As of or for the Nine Months Ended September 30, 2018			
	Regulated Businesses	Market-Based Businesses	Other	Consolidated
Operating revenues	$ 2,267	$ 339	$ (16)	$ 2,590
Depreciation and amortization	373	20	11	404
Impairment charge	—	57	—	57
Total operating expenses, net	1,420	323	(7)	1,736
Interest, net	(209)	3	(53)	(259)
Income before income taxes	656	20	(59)	617
Provision for income taxes	173	4	(13)	164
Net income attributable to common stockholders	484	18	(47)	455
Total assets	18,415	973	1,492	20,880
Capital expenditures	1,050	9	77	1,136

	As of or for the Nine Months Ended September 30, 2017			
	Regulated Businesses	Market-Based Businesses	Other	Consolidated
Operating revenues	$ 2,247	$ 306	$ (17)	$ 2,536
Depreciation and amortization	357	13	8	378
Total operating expenses, net	1,315	263	(14)	1,564
Interest, net	(200)	2	(61)	(259)
Income before income taxes	731	46	(66)	711
Provision for income taxes	285	17	(18)	284
Net income attributable to common stockholders	446	29	(48)	427
Total assets	17,390	600	1,371	19,361
Capital expenditures	878	7	79	964

Note 16: Subsequent Events

On October 10, 2018, pursuant to the exercise of a put option by the minority owner, the Company acquired an additional 3% membership interest in Water Solutions Holdings, LLC, which includes Keystone, its wholly owned subsidiary, bringing the Company’s interest to 98%.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read together with the unaudited Consolidated Financial Statements and Notes thereto included elsewhere in this Form 10-Q, and in our Form 10-K for the year ended December 31, 2017. This discussion contains forward-looking statements that are based on management's current expectations, estimates and projections about our business, operations and financial performance. The cautionary statements made in this Form 10-Q should be read as applying to all related forward-looking statements whenever they appear in this Form 10-Q. Our actual results may differ materially from those currently anticipated and expressed in such forward-looking statements as a result of a number of factors, including those we discuss under "Forward-Looking Statements," and elsewhere in this Form 10-Q.

Overview

Through its subsidiaries, American Water Works Company, Inc. is the largest and most geographically diverse, publicly-traded water and wastewater utility company in the United States, as measured by both operating revenue and population served. Our primary business involves the ownership of utilities that provide water and wastewater services to residential, commercial, industrial, public authority, fire service and sale for resale customers, collectively presented as our "Regulated Businesses." Our utilities are generally subject to economic regulation by certain state utility commissions or other entities engaged in utility regulation, collectively referred to as public utility commissions ("PUCs" or "Regulators"). We also operate several market-based businesses, not subject to economic regulated by PUCs, that provide a broad range of related and complementary water and wastewater services to military bases, municipalities and shale natural gas exploration and production companies, as well as residential, commercial and industrial customers. Individually, these four operating segments do not meet the criteria of a reportable segment in accordance with generally accepted accounting principles in the United States ("GAAP"), and are collectively presented as our "Market-Based Businesses". See Part I, Item 1—Business in our Form 10-K for further discussion.

Throughout this Form 10-Q, unless the context otherwise requires, references to "we", "us", "our", the "Company" and "American Water" mean American Water Works Company, Inc. and its subsidiaries, taken together as a whole. References to "parent company" mean American Water Works Company, Inc., without its subsidiaries.

Quarter Highlights

- On July 5, 2018, we entered into an agreement for the sale of 22 of our Contract Services Group's 33 operation and maintenance ("O&M") contracts to subsidiaries of Veolia Environnement S.A. for $27 million. During the third quarter of 2018, we closed on the sale of 20 of the 22 contracts associated with this agreement, recognizing an after-tax gain of $10 million, or $0.06 per share. We expect to close on the sale of the remaining two contracts, subject to customer consents, by the end of 2018.

- As a result of operational and financial challenges encountered in the construction business of Keystone Clearwater Solutions, LLC ("Keystone"), the Company decided to exit this business line during the third quarter of 2018. This action, along with the exit of the water trucking business line during the first half of 2018, narrowed the scope of the Keystone business going forward, focusing solely on providing water transfer services. These factors prompted the impairment testing of Keystone's goodwill and customer relationship intangible asset at September 30, 2018, resulting in a non-cash, after-tax, impairment charge of $40 million, net of noncontrolling interest, or $0.22 per share. See Note 6—Goodwill and Other Intangible Assets in the Notes to the Consolidated Financial Statements for further discussion.

- On October 29, 2018, our New Jersey subsidiary received an order on its general rate case filing, authorizing additional annualized revenues of $40 million, effective as of June 15, 2018. The order authorized a 9.6% return on equity and a capital structure of 46% debt and 54% equity. The order also approved the inclusion of $35 million of infrastructure surcharges in base rates and remanded the regulatory treatment of certain acquisition adjustments to a separate proceeding.

- On October 26, 2018, our West Virginia subsidiary, the staff of the Public Service Commission of West Virginia ("WVPSC") and the Consumer Advocate Division filed a joint stipulation for the general rate case that would provide for $23 million in additional annualized revenues and keep the current, 9.75% authorized return on equity. The joint stipulation would allow for our West Virginia subsidiary's excess deferred income tax amortization to be used to offset future infrastructure surcharges, and for the implementation of a customer lead service line replacement program. This joint stipulation is subject to the WVPSC's approval.

- Our Military Services Group was awarded a contract for ownership, operation and maintenance of the water and wastewater systems at Fort Leonard Wood in Missouri, effective October 1, 2018. The contract award includes estimated revenues of approximately $591 million over a 50-year period, subject to an annual economic price adjustment.

- On August 9, 2018, American Water Capital Corp. ("AWCC"), our wholly owned finance subsidiary, completed a $1.325 billion debt offering which included the sale of $625 million aggregate principal amount of its 3.75% Senior Notes due in 2028, and $700 million aggregate principal amount of its 4.20% Senior Notes due in 2048. AWCC used proceeds from the offering to lend funds to American Water and its regulated subsidiaries, to repay various senior notes and commercial paper obligations, and for general corporate purposes. See Note 8—Long-Term Debt in the Notes to the Consolidated Financial Statements for further discussion.

- Every five years, we negotiate national health and welfare benefits with our union-represented employees. On July 31, 2018, a new, five-year national benefits agreement was ratified, covering approximately 3,200 of our union-represented employees, which includes 17 labor unions and 69 collective bargaining agreements. Highlights of the new agreement include union-represented employees' participation in the Company's cash-based annual performance plan, changes to certain retiree medical benefits and additional medical plan options for our employees and their families.

Financial Results

The following table provides highlights of our diluted earnings per share and our adjusted diluted earnings per share (a non-GAAP measure) for the three and nine months ended September 30, 2018:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Diluted earnings per share (GAAP):				
Net income attributable to common stockholders	$ 1.04	$ 1.13	$ 2.53	$ 2.39
Non-GAAP adjustments:				
Gain on sale of portion of Contract Services Group contracts	(0.08)	—	(0.08)	—
Income tax impact	0.02	—	0.02	—
Net non-GAAP adjustment	(0.06)	—	(0.06)	—
Impairment charge	0.31	—	0.31	—
Income tax impact	(0.08)	—	(0.08)	—
Net loss attributable to noncontrolling interest	(0.01)	—	(0.01)	—
Net non-GAAP adjustment	0.22	—	0.22	—
Impact of Freedom Industries settlement activities	—	(0.12)	(0.11)	(0.12)
Income tax impact	—	0.05	0.03	0.05
Net non-GAAP adjustment	—	(0.07)	(0.08)	(0.07)
Early debt extinguishment at the parent company	—	0.03	—	0.03
Income tax impact	—	(0.01)	—	(0.01)
Net non-GAAP adjustment	—	0.02	—	0.02
Total net non-GAAP adjustments	0.16	(0.05)	0.08	(0.05)
Adjusted diluted earnings per share (non-GAAP)	$ 1.20	$ 1.08	$ 2.61	$ 2.34

For the three months ended September 30, 2018, net income attributable to common stockholders was $1.04 per diluted share, a decrease of $0.09 per diluted share, or 8.0%, as compared to the same period in 2017. Included in the 2018 amount was an after-tax benefit of $10 million, or $0.06 per diluted share, resulting from a gain recognized on the sale of the majority of our Contract Services Group's O&M contracts to subsidiaries of Veolia Environnement S.A., and an after-tax charge of $40 million, net of noncontrolling interest, or $0.22 per diluted share, resulting from a goodwill and intangible asset impairment charge related to Keystone. Included in the 2017 amount was an after-tax benefit of $13 million, or $0.07 per diluted share, resulting from an insurance settlement with one of our general liability insurance carriers related to the Freedom Industries matter in West Virginia, and an after-tax charge of $4 million, or $0.02 per diluted share, resulting from an early debt extinguishment charge at the parent company.

Adjusted diluted earnings per share (a non-GAAP measure) was $1.20 for the three months ended September 30, 2018, an increase of $0.12 per diluted share, or 11.1%, as compared to the same period in 2017. This increase was primarily due to continued growth in our Regulated Businesses, largely driven by infrastructure investment, acquisitions and organic growth, combined with growth in our Market-Based Businesses, mainly from our Homeowner Services Group, with integration expenses from the acquisition of Pivotal Home Solutions ("Pivotal") on June 4, 2018, lower than projected during the third quarter.

For the nine months ended September 30, 2018, net income attributable to common stockholders was $2.53 per diluted share, an increase of $0.14 per diluted share, or 5.9%, as compared to the same period in 2017. Included in the 2018 amount was: (i) an after-tax benefit of $10 million, or $0.06 per diluted share, resulting from a gain recognized on the sale of the majority of our Contract Services Group's O&M contracts to subsidiaries of Veolia Environnement S.A.; (ii) an after-tax charge of $40 million, net of noncontrolling interest, or $0.22 per diluted share, resulting from a goodwill and intangible asset impairment charge related to Keystone; and (iii) an after-tax benefit of $15 million, or $0.08 per diluted share, resulting from an insurance settlement with one of our general liability insurance carriers related to the Freedom Industries matter in West Virginia. Included in the 2017 amount was an after-tax benefit of $13 million, or $0.07 per diluted share, resulting from an insurance settlement with one of our general liability insurance carriers related to the Freedom Industries matter, and an after-tax charge of $4 million, or $0.02 per diluted share, resulting from an early debt extinguishment charge at the parent company.

Adjusted diluted earnings per share (a non-GAAP measure) was $2.61 for the nine months ended September 30, 2018, an increase of $0.27 per diluted share, or 11.5%, as compared to the same period in 2017. This increase was primarily due to continued growth in our Regulated Businesses, largely driven by infrastructure investment, acquisitions and organic growth, combined with growth in our Market-Based Businesses, mainly from our Homeowner Services Group, with integration expenses from the acquisition of Pivotal, lower than projected mainly during the third quarter.

Adjusted diluted earnings per share represents a non-GAAP financial measure and is calculated as GAAP diluted earnings per share, excluding the impact of one or more of the following events: (i) the gain recognized in the third quarter of 2018 on the sale of the majority of our Contract Services Group's O&M contracts; (ii) a goodwill and intangible asset impairment charge related to narrowing of the scope of the Keystone business in the third quarter of 2018; (iii) the September 2017 and June 2018 insurance settlements related to the Freedom Industries chemical spill in West Virginia; and (iv) the early debt extinguishment charges incurred in September 2017 with respect to the prepayment of debt allocated to the parent company, each as quantified in the table above. We believe that this non-GAAP measure provides investors with useful information by excluding certain matters that may not be indicative of our ongoing operating results, and that providing this non-GAAP measure will allow investors to understand better our businesses' operating performance and facilitate a meaningful year-to-year comparison of our results of operations. Although management uses this non-GAAP financial measure internally to evaluate our results of operations, we do not intend results excluding the adjustments to represent results as defined by GAAP, and the reader should not consider them as indicators of performance. This non-GAAP financial measure is derived from our consolidated financial information but is not presented in our financial statements prepared in accordance with GAAP, and thus it should be considered in addition to, and not as a substitute for, measures of financial performance prepared in accordance with GAAP. In addition, this non-GAAP financial measure as defined and used above may not be comparable to similarly titled non-GAAP measures used by other companies, and, accordingly, it may have significant limitations on its use.

Focusing on Central Themes

In 2018, our strategy, which is driven by our vision and core values, will continue to be anchored on our five central themes: (i) safety; (ii) customers; (iii) people; (iv) growth; and (v) technology and operational efficiency. We continue to focus on operating our business responsibly and managing our operating and capital costs in a manner that benefits our customers and produces long-term value for our stockholders. Additionally, we continue to execute on our ongoing strategy that ensures a safe workplace for our employees, emphasizes public safety for our customers and communities, and leverages our human resources, processes and technology innovation to make our business more effective and efficient. The progress that we have made during the first nine months of 2018 with respect to growth and improvement in our operational efficiency is described below.

Growth—Infrastructure investments and acquisitions

During the first nine months of 2018, we made capital investments of approximately $1.5 billion, focused in three key areas:

- $1.1 billion, of which the majority was in our Regulated Businesses for infrastructure improvements;
- $365 million to acquire Pivotal, as discussed below; and
- $18 million for acquisitions in our Regulated Businesses, which added approximately 7,600 water and wastewater customers.

For the full year of 2018, our capital investment is expected to be in the range of $2.0 billion to $2.1 billion, which includes the acquisition of Pivotal in the second quarter of 2018.

Our Military Services Group was awarded a contract for ownership, operation and maintenance of the water and wastewater systems at Fort Leonard Wood in Missouri, effective October 1, 2018. Designated as the U.S. Army's Maneuver Support Center of Excellence and the home to three U.S. Army schools, Fort Leonard Wood directly and indirectly supports 36,400 jobs across the state of Missouri. The contract award includes estimated revenues of approximately $591 million over a 50-year period, subject to an annual economic price adjustment.

In the course of pursuing our long-term strategy and growth initiatives for our Market-Based Businesses, on July 5, 2018, we entered into an agreement for the sale of 22 of our Contract Services Group's 33 O&M contracts to subsidiaries of Veolia Environnement S.A. for $27 million. We closed on the sale of 20 of the 22 contracts during the third quarter of 2018, and expect to close on the sale of the remaining two contracts associated with this agreement, subject to customer consents, by the end of 2018. We will retain four of our Contract Services Group's O&M contracts due to their proximity to our existing service areas, and expect the majority of the remaining contracts to be sold to other parties or expire within the next twelve months.

On June 4, 2018, American Water Enterprises, LLC, a wholly owned subsidiary of the Company, completed the acquisition of Pivotal for a purchase price of $365 million, including $9 million in working capital. Headquartered in Naperville, Illinois, Pivotal is a leading provider of home warranty protection products and services for gas, electric and other service lines inside and around a home, heating and cooling systems, and home appliances, operating in 18 states, with approximately 1.2 million customer contracts at the time of acquisition. Pivotal joins our Homeowner Services Group which provides similar home warranty protection products and services, primarily for external water and sewer lines. This transaction was financed with approximately 50% debt and 50% equity, and included the Company's election to physically settle the equity forward sale agreements entered into on April 11, 2018. See Note 4—Acquisitions and Divestitures in the Notes to the Consolidated Financial Statements for further discussion.

On May 30, 2018, our Pennsylvania subsidiary entered into an agreement to acquire the wastewater assets of Exeter Township, Pennsylvania, for approximately $96 million. This system currently serves approximately 9,000 customers and we are expecting to close this acquisition during the second quarter of 2019, pending regulatory approval.

On April 13, 2018, our Illinois subsidiary entered into an agreement to acquire the City of Alton, Illinois' regional wastewater system for approximately $54 million. This system currently serves approximately 23,000 customer equivalents, comprised of approximately 11,000 customer connections in Alton and an additional 12,000 customers under bulk contracts in the nearby communities of Bethalto and Godfrey. We are expecting to close this acquisition by the end of the first quarter of 2019, pending regulatory approval.

Technology & Operational Efficiency—Continued improvement in our Regulated Businesses' adjusted O&M efficiency ratio

Our adjusted O&M efficiency ratio, which we use as a measure of our operating performance, was 35.7% for the twelve months ended September 30, 2018, as compared to 35.9% for the twelve months ended September 30, 2017, with all periods prior to January 1, 2018, presented on a pro forma basis to include the estimated impact of the TCJA on operating revenues. The improvement in this ratio was primarily attributable to an increase in operating revenue in our Regulated Businesses.

Our adjusted O&M efficiency ratio is defined as the operation and maintenance expenses from our Regulated Businesses, divided by the pro forma operating revenues from our Regulated Businesses, where both operation and maintenance expenses and pro forma operating revenues were adjusted to eliminate purchased water expense. Additionally, from operation and maintenance expenses, we excluded the allocable portion of non-operation and maintenance support services costs, mainly depreciation and general taxes, that are reflected in our Regulated Businesses segment as operation and maintenance expenses, but for consolidated financial reporting purposes, are categorized within other line items in the accompanying Consolidated Statements of Operations.

In addition to the adjustments discussed above, for period-to-period comparability purposes, we have presented the estimated impact of the TCJA on operating revenues for our Regulated Businesses on a pro forma basis for all periods presented prior to January 1, 2018, as if the lower federal corporate income tax rate was in effect for these periods (see Note 5—Regulatory Liabilities in the Notes to the Consolidated Financial Statements for further discussion). We also excluded from operation and maintenance expenses the impact of certain Freedom Industries chemical spill settlement activities recognized in 2017 and 2018. We excluded the items discussed above from the calculation as we believe such items are not reflective of management's ability to increase the efficiency of our Regulated Businesses.

We evaluate our operating performance using this ratio because we believe it directly measures improvement in the efficiency of our Regulated Businesses. This information is intended to enhance an investor's overall understanding of our operating performance. Our adjusted O&M efficiency ratio is not an accounting measure that is based on GAAP, may not be comparable to other companies' operating measures and should not be used in place of the GAAP information provided elsewhere in this report.

The following table provides the calculation of our adjusted O&M efficiency ratio and a reconciliation that compares operation and maintenance expenses and operating revenues, each as determined in accordance with GAAP, to those amounts utilized in the calculation of our adjusted O&M efficiency ratio:

	For the Twelve Months Ended September 30,	
(In millions)	**2018**	**2017**
Total operation and maintenance expenses (a)	$ 1,451	$ 1,377
Less:		
Operation and maintenance expenses—Market-Based Businesses	346	334
Operation and maintenance expenses—Other (a)	(40)	(40)
Total operation and maintenance expenses—Regulated Businesses (a)	1,145	1,083
Less:		
Regulated purchased water expenses	134	124
Allocation of non-operation and maintenance expenses	30	29
Impact of Freedom Industries settlement activities (b)	(20)	(22)
Adjusted operation and maintenance expenses—Regulated Businesses (i)	$ 1,001	$ 952
Total operating revenues	$ 3,410	$ 3,338
Less:		
Pro forma adjustment for impact of the TCJA (c)	40	165
Total pro forma operating revenues	3,370	3,173
Less:		
Operating revenues—Market-Based Businesses	455	419
Operating revenues—Other	(22)	(23)
Total pro forma operating revenues—Regulated Businesses	2,937	2,777
Less:		
Regulated purchased water revenues (d)	134	124
Adjusted pro forma operating revenues—Regulated Businesses (ii)	$ 2,803	$ 2,653
Adjusted O&M efficiency ratio—Regulated Businesses (i) / (ii)	35.7%	35.9%

NOTE The adjusted O&M efficiency ratio previously reported for the twelve months ended September 30, 2017 was 34.2%, which did not include the adjustments for the items discussed in footnotes (a) and (c) below.

(a) Includes the impact of the Company's adoption of ASU 2017-07 on January 1, 2018. See Note 2—Significant Accounting Policies in the Notes to the Consolidated Financial Statements for further discussion.

(b) Includes settlements with two of our general liability insurance carriers in connection with the Freedom Industries chemical spill.

(c) Includes the estimated impact of the TCJA on operating revenues for our Regulated Businesses for all periods presented prior to January 1, 2018, as if the lower federal corporate income tax rate was in effect for these periods. See Note 5—Regulatory Liabilities in the Notes to the Consolidated Financial Statements for further discussion.

(d) The calculation assumes regulated purchased water revenues approximate regulated purchased water expenses.

Regulatory Matters

The following table provides annualized incremental revenues resulting from rate authorizations that became effective during the three and nine months ended September 30, 2018, for general rate cases and infrastructure surcharges, assuming a constant water sales volume:

(In millions)	For the Three Months Ended September 30, 2018	For the Nine Months Ended September 30, 2018
General rate cases by state:		
Missouri (effective May 28, 2018)	$ —	$ 33
New York (effective April 1, 2018)	—	5
Pennsylvania (effective January 1, 2018)	—	62
Total general rate cases	$ —	$ 100
Infrastructure surcharges by state:		
Tennessee (effective April 10, 2018)	$ —	$ 1
Indiana (effective March 14, 2018)	—	7
Virginia (effective March 1, 2018)	—	1
Illinois (effective January 1, 2018)	—	3
West Virginia (effective January 1, 2018)	—	3
Total infrastructure surcharges	$ —	$ 15

On October 29, 2018, our New Jersey subsidiary received an order approving the settlement on its general rate case filing, authorizing additional annualized revenues of $40 million, effective as of June 15, 2018. The order included an authorized return on equity of 9.6% and a capital structure of 46% debt and 54% equity. The order approved the inclusion of $35 million of infrastructure surcharges in base rates and reset the Distribution System Investment Charge (“DSIC”) mechanism back to zero. Also, the regulatory treatment of certain acquisition adjustments was remanded to the Office of Administrative Law for a separate proceeding, with resolution anticipated in the first quarter of 2019. As part of the order, our New Jersey customers will receive refunds for the amount of provisional rates implemented as of June 15, 2018 and collected that exceeds the final rate increase, plus interest.

On March 22, 2018, our California subsidiary received a decision on its cost of capital filing, authorizing for 2018 through 2020, a 9.20% return on equity, a 5.63% cost of debt and a capital structure of 44.61% debt and 55.39% equity. The decision also approved continuation of the annual adjustment mechanism which could potentially adjust the authorized cost of capital in 2019 or 2020.

Pending General Rate Case and Infrastructure Surcharge Filings

On October 26, 2018, our West Virginia subsidiary, the staff of the WVPSC and the Consumer Advocate Division filed a joint stipulation with the WVPSC with respect to our West Virginia subsidiary’s general rate case and infrastructure surcharge filings. The joint stipulation would provide for $23 million in additional annualized revenues, based on a return on equity of 9.75%, including $4 million in base rates from 2017 and 2018 infrastructure surcharges. In addition, the joint stipulation agrees to offset the as-filed infrastructure surcharge revenue request for 2019 with our West Virginia subsidiary’s amortization of excess deferred income taxes. The joint stipulation would also implement a customer lead service line replacement program, with recovery through an infrastructure surcharge. This joint stipulation is subject to the WVPSC’s approval.

On September 14, 2018, our Indiana subsidiary filed a general rate case requesting $18 million and $21 million in additional annualized revenues in 2019 and 2020, respectively.

On August 20, 2018 our Missouri subsidiary filed for infrastructure surcharges requesting $7 million in additional annualized revenues.

On June 28, 2018, our Maryland subsidiary filed a general rate case requesting $2 million in additional annualized revenues.

Our California subsidiary filed a general rate case requesting $19 million in additional annualized revenues for 2018, and increases of $9 million and $8 million in the escalation year of 2019 and the attrition year of 2020, respectively. These requests have been adjusted to reflect the reduction in the federal corporate income tax rate resulting from the TCJA and the impact of the recently approved cost of capital decision, as discussed above.

There is no assurance that all or any portion of these requests will be granted.

Tax Matters

Tax Cuts and Jobs Act

On December 22, 2017, the TCJA was signed into law, which, among other things, enacted significant and complex changes to the Internal Revenue Code of 1986, including a reduction in the federal corporate income tax rate from 35% to 21% as of January 1, 2018, and certain other provisions related specifically to the public utility industry, including continuation of interest expense deductibility, the exclusion from utilizing bonus depreciation and the normalization of deferred income tax. The enactment of the TCJA required a re-measurement of our deferred income taxes that materially impacted our 2017 results of operations and financial position. The portion of this re-measurement related to our Regulated Businesses was substantially offset by a regulatory liability, as we believe it is probable that the deferred income tax excesses created by the TCJA will benefit our regulated customers in future rates. The remaining portion of this re-measurement of the net deferred income tax liability was recorded as a non-cash charge to earnings during the fourth quarter of 2017.

During the nine months ended September 30, 2018, our 14 regulatory jurisdictions began to consider the impacts of the TCJA. The Company has adjusted customer rates to reflect the lower income tax rate in eight states. In one state, a portion of the tax savings is being used to offset additional capital investment and to reduce certain regulatory assets. One additional state is using a portion of the tax savings to reduce certain regulatory assets. Proceedings in the other five jurisdictions remain pending. With respect to excess accumulated deferred income taxes, regulators in five states have agreed with the Company's overall timeline of passing the excess back to customers beginning no earlier than 2019, when the Company is able to produce the normalization schedule using the average rate assumption method. In one of those states we entered into a stipulated settlement that, if approved, would authorize the amortization of the re-measured deferred income taxes to offset future infrastructure investments.

On March 23, 2018, President Trump signed the Consolidated Appropriations Act of 2018 (the "Bill"). The Bill corrects and clarifies some aspects of the TCJA related to bonus depreciation eligibility. Specifically, property that was acquired, or the construction began prior to September 27, 2017, will be eligible for bonus depreciation. This clarification will allow the Company to benefit from additional bonus depreciation deductions resulting in a slight delay of when the Company expects to become a cash taxpayer for federal income tax purposes. We believe that we will likely begin paying federal income taxes in 2020, when we expect our federal NOL carryforwards will be fully utilized, and expect to be a full cash taxpayer by 2021, although this timing could be impacted by any significant changes in our future results of operations and the outcome of regulatory proceedings regarding the TCJA.

Other Tax Matters

On June 1, 2018, the State of Missouri enacted legislation that decreased the state income tax rate on our taxable income attributable to Missouri from 6.25% to 4.00%, beginning in the 2020 tax year. As a result, we were required to re-measure our cumulative deferred income tax balances using the lower state income tax rate in the second quarter of 2018. This resulted in a decrease to the Company's unitary deferred income tax liability of $12 million, and an increase to a regulatory liability of $13 million, as we believe it is probable of refund in future rates.

On May 30, 2018, the State of Iowa enacted legislation that decreased the state income tax rate on our taxable income attributable to Iowa from 12.0% to 9.8%, beginning in the 2021 tax year. The deferred income tax liability for our Iowa subsidiary was reduced by $1 million, and offset by a regulatory liability, as we believe it is probable of refund in future rates.

On April 13, 2018, the State of Kentucky enacted legislation that decreased the state income tax rate on our taxable income attributable to Kentucky from 6% to 5%, beginning in the 2018 tax year. In addition, beginning in the 2019 tax year, a consolidated return, including all affiliated group members, will be required. As a result, we were required to record a deferred income tax liability of $7 million for our Kentucky unitary filing group, and the existing deferred income tax liability related to our Kentucky subsidiary was reduced by $1 million, offset by a regulatory liability, as we believe it is probable of refund in future rates.

The Company performed its annual review of the apportionment rates in all of its unitary filing jurisdictions and implemented changes to reflect considerations for historical results and future business outlooks in each of the jurisdictions. As of September 30, 2018, we recorded a non-cash, cumulative charge to earnings of $3 million, resulting from the legislative changes described above and the adjustments made through various state income tax apportionment rates.

On July 1, 2018, the State of New Jersey enacted legislation that increased the corporate business tax rate from 9.0% to 11.5% for the 2018 and 2019 tax years, and to 10.5% for the 2020 and 2021 tax years. The tax rate will revert back to 9.0% for tax year 2022 and beyond. Additionally, the new legislation states that for the year beginning on and after January 1, 2019, a unitary group will be required to file a combined unitary New Jersey tax return. The legislation allows a deduction over a 10-year period, commencing five years after the enactment of unitary combined reporting, if the combined reporting provisions result in an aggregate increase to the net deferred income tax liability or an aggregated decrease to the net deferred income tax asset. Thus, the deferred income tax liability resulting from the unitary filing requirement would be completely offset by the deferred income tax asset derived from this deduction. There are no underlying impacts to the Company's earnings as a result of the new filing requirement. On October 4, 2018, New Jersey's governor signed a technical correction bill into law. The correction bill provides an exclusion for water and wastewater utility companies whose rates are regulated from the combined reporting requirement. The Company's tax credit granted by the State of New Jersey will not be impacted by the law changes mentioned above.

Legislative Updates

During 2018, our regulatory jurisdictions enacted legislation as follows:

- House File 2307 in Iowa and House Bill 1566 in Maryland allow a fair market value methodology to be included in rate base with respect to prospective acquisitions.

- Senate Enrolled Act 362 in Indiana, which, similar to the Water Quality Accountability Act enacted in New Jersey in 2017, sets new operational standards and requirements for water and wastewater treatment plants in areas such as capital asset management, cost-benefit analysis and cybersecurity.

- Senate Bill 705 in Missouri allows the Missouri Public Service Commission to approve a Revenue Stabilization Mechanism ("RSM") for water utilities. In an effort to encourage conservation, a RSM adjusts rates periodically to ensure that a utility's revenue will be sufficient to cover its costs, and customers will not overpay for service.

- Senate Bill 592 in Missouri changes the public vote requirement for the sale of a municipal water or wastewater system to a simple majority for more than 500 small towns. Historically, only larger communities required a simple majority, while smaller communities needed a two-thirds majority. This legislation increases the options for small towns, should they decide to address their water and sewer challenges through an asset sale.

- Legislation was passed in Iowa that allows private water utilities to use a future test year approach in rate cases, decreasing potential regulatory lag and helping to spread out the time between rate cases.

- In California, Assembly Bill 2179 changed the vote required to allow cities to sell sewer systems to a simple majority as compared to a two-thirds majority, and Assembly Bill 2339 allowed certain cities to sell water systems without an election.

- House Bill 1782 (known as Act 58 of 2018) in Pennsylvania allows public utilities to implement alternative rates and rate mechanisms in rate base proceedings. These alternative rates and rate mechanisms include, but are not limited to the following: revenue stabilization mechanisms, performance-based rates, formula rates, multi-year rate plans, or a combination of those mechanisms or other mechanisms. Petitions to establish alternative rate mechanisms are subject to PUC review and approval and can only be filed by a utility in a rate base proceeding.

- On October 23, 2018, President Trump signed America's Water Infrastructure Act of 2018. The legislation includes policies intended to improve water and wastewater system management and authorization for states to assess options for consolidation for systems that do not comply with the federal Safe Drinking Water Act and its rules and regulations. The legislation increases funding to water system funding programs, including the State Revolving Loan Fund program and the Water Infrastructure Finance and Innovation Act.

Condemnation and Eminent Domain

We are periodically subject to condemnation proceedings in the ordinary course of business. For example, a citizens group in Monterey, California has submitted enough signatures to add a measure to the November 2018 election ballot asking voters to decide whether the local water management district should conduct a feasibility study concerning the potential purchase of our California subsidiary's Monterey water service, and, if feasible, to proceed with a purchase without an additional public vote. This service territory represents approximately 40,000 customers. A similar ballot measure introduced in 2014 involving this subsidiary's Monterey service district was defeated.

Also, five municipalities in the Chicago, Illinois area (approximately 30,300 customers in total) formed a water agency and filed an eminent domain lawsuit against our Illinois subsidiary in January 2013, seeking to condemn the water pipeline that serves those five municipalities. Before filing its eminent domain lawsuit, the water agency made an offer of $38 million for the pipeline. A jury trial will take place to establish the value of the pipeline. Although the date of this trial has not currently been scheduled, it is likely to commence in the second quarter of 2019.

Consolidated Results of Operations

The following table presents our consolidated results of operations and the ensuing discussions explain the material variances:

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2018	2017	Increase (Decrease)		2018	2017	Increase (Decrease)	
(In millions)								
Operating revenues	$ 976	$ 936	$ 40	4.3 %	$ 2,590	$ 2,536	$ 54	2.1 %
Operating expenses:								
Operation and maintenance	390	322	68	21.1 %	1,085	1,003	82	8.2 %
Depreciation and amortization	141	128	13	10.2 %	404	378	26	6.9 %
General taxes	71	61	10	16.4 %	210	192	18	9.4 %
Gain on asset dispositions and purchases	(18)	(7)	(11)	157.1 %	(20)	(9)	(11)	122.2 %
Impairment charge	57	—	57	100.0 %	57	—	57	100.0 %
Total operating expenses, net	641	504	137	27.2 %	1,736	1,564	172	11.0 %
Operating income	335	432	(97)	(22.5)%	854	972	(118)	(12.1)%
Other income (expenses):								
Interest, net	(89)	(89)	—	— %	(259)	(259)	—	— %
Non-operating benefit costs, net	5	(2)	7	(350.0)%	10	(7)	17	(242.9)%
Loss on extinguishment of debt	(2)	(6)	4	(66.7)%	(2)	(6)	4	(66.7)%
Other, net	6	5	1	20.0 %	14	11	3	27.3 %
Total other income (expenses)	(80)	(92)	12	(13.0)%	(237)	(261)	24	(9.2)%
Income before income taxes	255	340	(85)	(25.0)%	617	711	(94)	(13.2)%
Provision for income taxes	70	137	(67)	(48.9)%	164	284	(120)	(42.3)%
Consolidated net income	185	203	(18)	(8.9)%	453	427	26	6.1 %
Net loss attributable to noncontrolling interest	(2)	—	(2)	(100.0)%	(2)	—	(2)	(100.0)%
Net income attributable to common stockholders	$ 187	$ 203	$ (16)	(7.9)%	$ 455	$ 427	$ 28	6.6 %

Operating Revenues

For the three months ended September 30, 2018, operating revenues increased primarily due to a:

- $15 million net increase in our Regulated Businesses, including a $55 million increase principally from authorized rate increases, water and wastewater acquisitions, and organic growth, partially offset by a $40 million decrease in revenue from the impacts of the TCJA which have benefited or are expected to benefit our customers; and

- $25 million net increase in our Market-Based Businesses mainly from our Homeowner Services Group's acquisition of Pivotal on June 4, 2018, partially offset by the sale of the majority of our Contract Services Group's O&M contracts to subsidiaries of Veolia Environnement S.A. during the third quarter of 2018, and lower capital upgrades in our Military Services Group.

For the nine months ended September 30, 2018, operating revenues increased primarily due to a:

- $20 million net increase in our Regulated Businesses, including a $130 million increase principally from authorized rate increases, water and wastewater acquisitions, and organic growth, partially offset by a $110 million decrease in revenue from the impacts of the TCJA which have benefited or are expected to benefit our customers; and

- $33 million net increase in our Market-Based Businesses mainly from our Homeowner Services Group's contract growth and the acquisition of Pivotal, and in Keystone from market recovery in the shale natural gas industry, partially offset by the sale and expiration of O&M contracts in our Contract Services Group during 2018, and lower capital upgrades in our Military Services Group.

Operation and Maintenance

For the three months ended September 30, 2018, operation and maintenance expense increased primarily due to a:

- $56 million increase in our Regulated Businesses primarily from a $22 million benefit recorded in the third quarter of 2017, resulting from an insurance settlement related to the Freedom Industries chemical spill in West Virginia, and increases in purchased water and chemical prices and usage, employee-related costs and contracted services in support of the growth of the businesses and casualty insurance expense; and

- $12 million net increase in our Market-Based Businesses mainly from our Homeowner Services Group's acquisition of Pivotal on June 4, 2018, partially offset by the sale of the majority our Contract Services Group's O&M contracts during the third quarter of 2018, and lower capital upgrades in our Military Services Group.

For the nine months ended September 30, 2018, operation and maintenance expense increased primarily due to a:

- $68 million increase in our Regulated Businesses primarily from higher production costs due to increases in purchased water and chemical prices and usage, employee-related costs and contracted services mainly in support of the growth of the business, and maintenance materials and supplies, due to a higher volume of main breaks and paving expense during the first quarter of 2018; and

- $9 million increase in our Market-Based Businesses mainly from our Homeowner Services Group's contract growth and the acquisition of Pivotal, and in Keystone from market recovery in the shale natural gas industry, partially offset by the sale and expiration of O&M contracts in our Contract Services Group during 2018, and lower capital upgrades in our Military Services Group.

Depreciation and Amortization

For the three and nine months ended September 30, 2018, depreciation and amortization expense increased primarily due to additional utility plant placed in service.

General Taxes

For the three and nine months ended September 30, 2018, general taxes increased primarily due to incremental property taxes in several of our subsidiaries, including in Missouri, Pennsylvania and New York.

Gain on Asset Dispositions and Purchases

For the three and nine months ended September 30, 2018, gain on asset dispositions and purchases increased primarily due to the sale of 20 of our Contract Services Group's O&M contracts to subsidiaries of Veolia Environnement S.A. The sale agreement includes the transfer of 22 contracts in total, with the sale of the remaining two contracts expected to close by the end of 2018.

Impairment Charge

During the three months ended September 30, 2018, a goodwill and intangible asset impairment charge was recorded for Keystone, the result of operational and financial challenges encountered in the construction business, and the Company's determination to narrow the scope of the Keystone business, to focus on its core operations of providing water transfer services. See Note 6—Goodwill and Other Intangible Assets in the Notes to the Consolidated Financial Statements for further discussion.

Other Income (Expenses)

For the three and nine months ended September 30, 2018, other income (expenses) decreased primarily due to a reduction in the non-service cost components of pension and other postretirement benefits expense resulting from favorable actuarial performance, and an increase in allowance for funds used during construction attributable to higher capital investment in 2018. The presentation of net periodic benefit costs on the Consolidated Statements of Operations was changed pursuant the adoption and retrospective application of ASU 2017-07 on January 1, 2018. See Note 2—Significant Accounting Policies in the Notes to the Consolidated Financial Statements for additional information.

Provision for Income Taxes

For the three and nine months ended September 30, 2018, our provision for income taxes decreased mainly due to the reduction in the federal corporate income tax rate from 35% to 21% as of January 1, 2018, resulting from the enactment of the TCJA. In our Regulated Businesses, we expect the reduced tax rate will benefit our customers through established ratemaking, tax and regulatory normalization provisions. In our Military Services

Group, we received guidance on how to apply the TCJA to our contracts with the U.S. government and expect to return the majority of the benefits received from the lower income tax rate, effective January 1, 2018, as anticipated.

Segment Results of Operations

Our segments are determined based on how we assess performance and allocate our resources. We evaluate the performance of our segments and allocate resources based on several factors, with the primary measure being net income attributable to common stockholders. The majority of our business is conducted through our Regulated Businesses reportable segment. We also operate several market-based businesses that provide a broad range of related and complementary water and wastewater services within four operating segments that individually do not meet the criteria of a reportable segment in accordance with GAAP. These four, non-reportable operating segments are collectively presented as our Market-Based Businesses, which is consistent with how management assesses the results of our businesses.

Regulated Businesses Segment

The following table summarizes certain financial information for our Regulated Businesses segment:

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2018	2017	Increase (Decrease)		2018	2017	Increase (Decrease)	
(In millions)								
Operating revenues	$ 857	$ 842	$ 15	1.8 %	$ 2,267	$ 2,247	$ 20	0.9 %
Operation and maintenance	314	258	56	21.7 %	856	788	68	8.6 %
Depreciation and amortization	128	121	7	5.8 %	373	357	16	4.5 %
General taxes	66	57	9	15.8 %	197	181	16	8.8 %
Other income (expenses)	(64)	(66)	2	(3.0)%	(191)	(201)	10	(5.0)%
Income before income taxes	288	347	(59)	(17.0)%	656	731	(75)	(10.3)%
Provision for income taxes	76	135	(59)	(43.7)%	173	285	(112)	(39.3)%
Net income attributable to common stockholders	213	212	1	0.5 %	484	446	38	8.5 %

Operating Revenues

The following tables summarize information regarding the main components of our Regulated Businesses' operating revenues and the ensuing discussions explain the material variances:

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2018	2017	Increase (Decrease)		2018	2017	Increase (Decrease)	
(In millions)								
Water services:								
Residential	$ 475	$ 473	$ 2	0.4 %	$ 1,253	$ 1,245	$ 8	0.6 %
Commercial	180	176	4	2.3 %	465	455	10	2.2 %
Industrial	40	37	3	8.1 %	105	104	1	1.0 %
Public and other	86	97	(11)	(11.3)%	251	265	(14)	(5.3)%
Total water services	781	783	(2)	(0.3)%	2,074	2,069	5	0.2 %
Wastewater services	41	36	5	13.9 %	117	106	11	10.4 %
Other (a)	35	23	12	52.2 %	76	72	4	5.6 %
Total operating revenues	$ 857	$ 842	$ 15	1.8 %	$ 2,267	$ 2,247	$ 20	0.9 %

(a) Includes revenues associated with provisional rates, miscellaneous utility charges, alternative revenue programs and lease contracts.

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2018	2017	Increase (Decrease)		2018	2017	Increase (Decrease)	
(Gallons in millions)								
Billed water services volumes:								
Residential	52,963	53,928	(965)	(1.8)%	131,201	131,488	(287)	(0.2)%
Commercial	24,914	24,913	1	— %	62,428	61,793	635	1.0 %
Industrial	10,752	10,661	91	0.9 %	29,647	29,218	429	1.5 %
Public and other	14,504	15,085	(581)	(3.9)%	38,427	38,920	(493)	(1.3)%
Billed water services volumes	103,133	104,587	(1,454)	(1.4)%	261,703	261,419	284	0.1 %

For the three months ended September 30, 2018, operating revenues increased primarily due to a:

- $53 million increase from authorized rate increases, including infrastructure surcharges, principally to fund infrastructure investment in various states; and
- $5 million increase from water and wastewater acquisitions, as well as organic growth in existing systems; partially offset by a
- $40 million decrease from the impacts of the TCJA which have or are expected to benefit our customer rates. This decrease is primarily made up of two components: (i) a reserve on revenue billed during the third quarter of 2018, for the estimated income tax savings resulting from the TCJA, which is expected to benefit our customers in future rates; and (ii) rate adjustments made in certain subsidiaries where our Regulators have authorized an approach to pass the benefits from the lower income tax rate to our customers, or offset other regulatory assets or capital investments; and
- $4 million decrease in other operating revenue, primarily in our New Jersey and New York subsidiaries.

For the nine months ended September 30, 2018, operating revenues increased primarily due to a:

- $103 million increase from authorized rate increases, including infrastructure surcharges, principally to fund infrastructure investment in various states;
- $18 million increase from water and wastewater acquisitions, as well as organic growth in existing systems; and
- $7 million increase from higher water services demand, primarily in our California subsidiary; partially offset by a
- $110 million decrease from the impacts of the TCJA which have or are expected to benefit our customer rates. This decrease is primarily made up of two components: (i) a reserve on revenue billed during the first nine months of 2018, for the estimated income tax savings resulting from the TCJA, which is expected to benefit our customers in future rates; and (ii) rate adjustments made in certain subsidiaries where our Regulators have authorized an approach to pass the benefits from the lower income tax rate to our customers, or offset other regulatory assets or capital investments.

Operation and Maintenance

The following table summarizes information regarding the main components of our Regulated Businesses' operation and maintenance expense and the ensuing discussions explain the material variances:

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2018	2017	Increase (Decrease)		2018	2017	Increase (Decrease)	
(In millions)								
Production costs	$ 92	$ 87	$ 5	5.7 %	$ 238	$ 224	$ 14	6.3%
Employee-related costs	116	108	8	7.4 %	343	322	21	6.5%
Operating supplies and services	60	51	9	17.6 %	161	150	11	7.3%
Maintenance materials and supplies	17	15	2	13.3 %	56	49	7	14.3%
Customer billing and accounting	17	14	3	21.4 %	43	37	6	16.2%
Other	12	(17)	29	(170.6)%	15	6	9	150.0%

Total	$ 314	$ 258	$ 56	21.7 %	$ 856	$ 788	$ 68	8.6%

For the three months ended September 30, 2018, operation and maintenance expense increased primarily due to a:

- $5 million increase in production costs from purchased water price and usage increases in our California subsidiary, along with an increase in chemical costs and usage, the result of wet weather conditions;

- $8 million increase in employee-related costs due to higher compensation expense and headcount in support of the growth of the businesses;

- $9 million increase in operating supplies and services related to a settlement agreement in our New York subsidiary to provide prompt rate relief and other benefits to our customers (see Part II, Item 1A—Risk Factors for additional information), along with costs associated with condemnation proceedings in Monterey, California, and higher contracted services;

- $3 million increase in customer billing and accounting from an increase in customer uncollectible expense and higher call volumes experienced at our customer service centers; and

- $29 million increase in other operation and maintenance expense from a $22 million benefit recorded in the third quarter of 2017, resulting from an insurance settlement related to the Freedom Industries chemical spill in West Virginia, as well as higher casualty insurance expense.

For the nine months ended September 30, 2018, operation and maintenance expense increased primarily due to a:

- $14 million increase in production costs from purchased water price and usage increases in our California subsidiary, along with price and usage increases for chemicals, the result of wet weather conditions, and an increase in waste disposal costs in several of our subsidiaries;

- $21 million increase in employee-related costs due to higher compensation expense and headcount in support of the growth of the business, as well as an increase in overtime related to a higher volume of main breaks during the first quarter of 2018, the result of harshly frigid weather in the Midwest, Northeast and parts of the Mid-Atlantic;

- $11 million increase in operating supplies and services related to a settlement agreement in our New York subsidiary to provide prompt rate relief and other benefits to our customers (see Part II, Item 1A—Risk Factors for additional information), along with costs associated with condemnation proceedings in Monterey, California, along with higher contracted services, mainly for legal and technology support services;

- $7 million increase in maintenance materials and supplies due to a higher volume of main breaks and paving expense in the first quarter of 2018, driven by the colder weather experienced;

- $6 million increase in customer billing and accounting from an increase in customer uncollectible expense and higher call volumes experienced at our customer service centers; and

- $9 million increase in other operation and maintenance expense due to lower casualty insurance expense in 2017.

Depreciation and Amortization

For the three and nine months ended September 30, 2018, depreciation and amortization increased primarily due to additional utility plant placed in service.

General Taxes

For the three and nine months ended September 30, 2018, general taxes increased primarily due to incremental property taxes in several of our subsidiaries, including in Missouri, Pennsylvania and New York.

Other Income (Expenses)

For the three and nine months ended September 30, 2018, other income (expenses) decreased primarily due to a reduction in the non-service cost components of pension and other postretirement benefits expense resulting from favorable actuarial performance, and an increase in allowance for funds used during construction attributable to higher capital investment in 2018, partially offset by an increase in interest expense from the issuance of incremental long-term debt in the third quarter of 2018, and higher levels of short-term borrowings during 2018, coupled with an increase in the average short-term borrowing rate in the current year.

Provision for Income Taxes

For the three and nine months ended September 30, 2018, our provision for income taxes decreased primarily due to the reduction in the federal corporate income tax rate from 35% to 21% as of January 1, 2018, resulting from the enactment of the TCJA. We expect the reduced tax rate will benefit our customers through established ratemaking, tax and regulatory normalization provisions.

Market-Based Businesses

The following table summarizes certain financial information for our Market-Based Businesses and the ensuing discussions explain the material variances:

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2018	2017	Increase (Decrease)		2018	2017	Increase (Decrease)	
(In millions)								
Operating revenues	$ 125	$ 100	$ 25	25.0 %	$ 339	$ 306	$ 33	10.8 %
Operation and maintenance	87	75	12	16.0 %	256	247	9	3.6 %
Gain on asset dispositions and purchases	(14)	—	(14)	(100.0)%	(13)	—	(13)	(100.0)%
Impairment charge	57	—	57	100.0 %	57	—	57	100.0 %
Income before income taxes	(14)	21	(35)	(166.7)%	20	46	(26)	(56.5)%
Provision for income taxes	(5)	7	(12)	(171.4)%	4	17	(13)	(76.5)%
Net income attributable to common stockholders	(7)	14	(21)	(150.0)%	18	29	(11)	(37.9)%

Operating Revenues

For the three months ended September 30, 2018, operating revenues increased primarily due to a:

- $32 million increase in our Homeowner Services Group from the acquisition of Pivotal on June 4, 2018; partially offset by a
- $5 million decrease in our Contract Services Group from the sale of the majority of our O&M contracts to subsidiaries of Veolia Environnement S.A. during the third quarter of 2018; and
- $4 million decrease in our Military Services Group from lower capital upgrades, largely driven by reduced military base budgets.

For the nine months ended September 30, 2018, operating revenues increased primarily due to a:

- $40 million increase in our Homeowner Services Group from the acquisition of Pivotal and contract growth; and
- $13 million increase in Keystone from market recovery in the shale natural gas industry; partially offset by a
- $13 million decrease in our Military Services Group from lower capital upgrades, as discussed above; and
- $10 million decrease in our Contract Services Group from the sale of the majority of our O&M contracts during the third quarter of 2018, and the expiration of certain contracts during 2018.

Operation and Maintenance

For the three months ended September 30, 2018, operation and maintenance expense increased primarily due to a:

- $20 million increase in our Homeowner Services Group from the acquisition of Pivotal and higher employee expense in support of the growth of the businesses; partially offset by a
- $6 million decrease in our Contract Services Group from the sale of the majority of our O&M contracts during the third quarter of 2018; and
- $5 million decrease in our Military Services Group from lower capital upgrades, largely driven by reduced military base budgets.

For the nine months ended September 30, 2018, operation and maintenance expense increased primarily due to a:

- $18 million increase in our Homeowner Services Group from the acquisition of Pivotal and higher employee expense in support of the growth of the business, offset in part by lower claims expense driven by operational efficiencies gained through improved planning and relationship management of key contractor partnerships; and

- $14 million increase in Keystone from market recovery in the shale natural gas industry; partially offset by a
- $13 million decrease in our Military Services Group from lower capital upgrades, as discussed above; and
- $12 million decrease in our Contract Services Group from the sale of the majority of our O&M contracts, as discussed above, and the expiration of certain contracts during 2018.

Gain on Asset Dispositions and Purchases

For the three and nine months ended September 30, 2018, gain on asset dispositions and purchases increased due to the sale of 20 of our Contract Services Group's O&M contracts. The sale agreement includes the transfer of 22 contracts in total, with the sale of the remaining two contracts expected to close by the end of 2018.

Impairment Charge

During the three months ended September 30, 2018, a goodwill and intangible asset impairment charge was recorded for Keystone, the result of operational and financial challenges encountered in the construction business, and the Company's determination to narrow the scope of the Keystone business, to focus on its core operations of providing water transfer services. See Note 6—Goodwill and Other Intangible Assets in the Notes to the Consolidated Financial Statements for further discussion.

Provision for Income Taxes

For the three and nine months ended September 30, 2018, our provision for income taxes decreased primarily due to the reduction in the federal corporate income tax rate from 35% to 21% as of January 1, 2018, resulting from the enactment of the TCJA.

Liquidity and Capital Resources

For a general overview of our sources and uses of capital resources, see the introductory discussion in Part II, Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources in our Form 10-K.

We fund liquidity needs for capital investment, working capital and other financial commitments through cash flows from operations, public and private debt offerings, commercial paper markets and, if and to the extent necessary, borrowings under the AWCC revolving credit facility. On March 21, 2018, AWCC and certain lenders amended and restated the credit agreement with respect to AWCC's revolving credit facility to increase the maximum commitments under the facility from $1.75 billion to $2.25 billion, and to extend the expiration date of the facility from June 2020 to March 2023. The facility is used principally to support AWCC's commercial paper program and to provide a sub-limit of up to $150 million for letters of credit. Subject to satisfying certain conditions, the credit agreement also permits AWCC to increase the maximum commitment under the facility by up to an aggregate of $500 million, and to request extensions of its expiration date for up to two, one-year periods. As of September 30, 2018, AWCC had no outstanding borrowings and $88 million of outstanding letters of credit under the revolving credit facility, with $2.16 billion available to fulfill our short-term liquidity needs and to issue letters of credit. We regularly evaluate the capital markets and closely monitor the financial condition of the financial institutions with contractual commitments in our revolving credit facility.

In order to meet our short-term liquidity needs, we, through AWCC, issue commercial paper, which is supported by our revolving credit facility. On March 21, 2018, AWCC increased the maximum aggregate principal amount of short-term borrowings authorized for issuance under its commercial paper program from $1.60 billion to $2.10 billion. As of September 30, 2018, the revolving credit facility supported $564 million in outstanding commercial paper. We believe that our ability to access the capital markets, our revolving credit facility and our cash flows from operations will generate sufficient cash to fund our short-term requirements. However, we can provide no assurances that the lenders will meet their existing commitments to AWCC under the revolving credit facility, or that we will be able to access the commercial paper or loan markets in the future on terms acceptable to us or at all.

On August 9, 2018, AWCC completed a $1.325 billion debt offering which included the sale of $625 million aggregate principal amount of its 3.75% Senior Notes due in 2028, and $700 million aggregate principal amount of its 4.20% Senior Notes due in 2048. At the closing of the offering, AWCC received, after deduction of underwriting discounts and before deduction of offering expenses, net proceeds of approximately $1.3 billion. AWCC used proceeds from the offering to: (i) lend funds to American Water and its regulated operating subsidiaries; (ii) repay $191 million principal amount of AWCC's 5.62% Senior Notes due 2018 upon maturity on December 21, 2018; (iii) prepay $100 million aggregate principal amount of AWCC's outstanding 5.62% Series E Senior Notes due March 29, 2019 (the "Series E Notes") and $100 million aggregate principal amount of AWCC's outstanding 5.77% Series F Senior Notes due March 29, 2022 (the "Series F Notes", and, together with the Series E Notes, the "Series Notes"); (iv) repay AWCC's commercial paper obligations and for general corporate purposes.

As a result of AWCC's prepayment of the Series Notes, a make-whole premium of $10 million was paid to the holders thereof on September 11, 2018. Substantially all of the early debt extinguishment costs were allocable to our utility subsidiaries and recorded as regulatory assets, as we believe they are probable of recovery in future rates.

On August 6, 2018, we terminated four forward starting swap agreements with an aggregate notional amount of $400 million, realizing a net gain of $9 million, to be amortized through interest, net over 10 and 30 year periods, in correlation with the terms of the new debt issued on August 9, 2018.

On August 17, 2018, we entered into two forward starting swap agreements, each with a notional amount of $80 million, to reduce interest rate exposure on debt expected to be issued in 2019. These forward starting swap agreements terminate in August 2019, and have an average fixed rate of 2.98%. On October 11, 2018, we entered into two additional forward starting swap agreements, each with a notional amount of $100 million, to reduce interest rate exposure on debt expected to be issued in 2019. These forward starting swap agreements terminate in December 2019, and have an average fixed rate of 3.31%. We have designated these forward starting swap agreements as cash flow hedges, with their fair value recorded in accumulated other comprehensive gain or loss. Upon termination, the cumulative gain or loss recorded in accumulated other comprehensive gain or loss will be amortized through interest, net over the term of the new debt.

On April 11, 2018, we effected an equity forward transaction by entering into a forward sale agreement with each of two forward purchasers in connection with a public offering of 2,320,000 shares of our common stock. In the equity forward transaction, the forward purchasers, or an affiliate, borrowed an aggregate of 2,320,000 shares of our common stock from third parties and sold them to the underwriters in the public offering. On June 7, 2018, we elected to fully and physically settle both forward sale agreements, resulting in the issuance of a total of 2,320,000 shares of our common stock at a price of $79.01 per share, for aggregate net proceeds of $183 million. The net proceeds of the transaction were used to finance a portion of the purchase price of the Pivotal acquisition on June 4, 2018.

Cash Flows Provided by Operating Activities

Cash flows provided by operating activities primarily result from the sale of water and wastewater services and, due to the seasonality of demand, are generally greater during the third quarter of each fiscal year. The following table provides a summary of the major items affecting cash flows provided by our operating activities:

	For the Nine Months Ended September 30,	
	2018	**2017**
(In millions)		
Net income	$ 455	$ 427
Add (less):		
Depreciation and amortization	404	378
Deferred income taxes and amortization of investment tax credits	142	264
Non-cash impairment charge	57	—
Other non-cash activities (a)	48	17
Changes in working capital (b)	(61)	(8)
Pension and post-retirement healthcare contributions	(11)	(36)
Impact of Freedom Industries settlement activities	(40)	(22)
Net cash flows provided by operations	$ 992	$ 1,020

(a) Includes provision for losses on accounts receivable, gain on asset dispositions and purchases, pension and non-pension post-retirement benefits expense and other non-cash, net. Details of each component can be found in the Consolidated Statements of Cash Flows.

(b) Changes in working capital include changes to receivables and unbilled revenues, accounts payable and accrued liabilities, and other current assets and liabilities, net.

For the nine months ended September 30, 2018, cash flows from operating activities decreased $28 million compared to the same period in 2017, primarily due to the change in deferred income taxes from the lower tax rates in 2018, changes in working capital and the impact of the Freedom Industries settlement activities. The change in working capital was primarily the result of the following: (i) an increase in accounts receivable, net due to increased revenues compared to the same period in the prior year; and (ii) a decrease in unbilled revenues as a result of our Military Services Group achieving significant capital project milestones during 2017. The main factors contributing to the net income increase are described in this section under “Consolidated Results of Operations” and included higher operating revenue and a lower provision for income taxes.

Cash Flows Used in Investing Activities

The following table provides information regarding cash flows used in our investing activities:

	For the Nine Months Ended September 30,	
(In millions)	2018	2017
Net capital expenditures	$ (1,136)	$ (964)
Acquisitions	(381)	(10)
Other investing activities, net (a)	(28)	(42)
Net cash flows used in investing activities	$ (1,545)	$ (1,016)

(a) Includes removal costs from property, plant and equipment retirements, net, and proceeds from sale of assets and securities.

For the nine months ended September 30, 2018, cash used in investing activities increased primarily due to continued investment across all infrastructure categories, mainly replacement and renewal of transmission and distribution infrastructure in our Regulated Businesses, and increased cash used for acquisitions, primarily related to the Pivotal acquisition, which closed on June 4, 2018. We expect to make total investments in the range of $2.0 billion to $2.1 billion in 2018 for capital expenditures and acquisitions, including the estimated $365 million used for the Pivotal acquisition. Construction of our new corporate headquarters building in Camden, New Jersey is underway, and is expected to be completed by the end of 2018. The cost of construction is currently estimated to be up to $164 million, exclusive of any tax incentives, of which $79 million is expected to be incurred in 2018. During the nine months ended September 30, 2018, we spent approximately $63 million towards this construction.

Cash Flows Provided by Financing Activities

The following table provides information regarding cash flows provided by our financing activities:

	For the Nine Months Ended September 30,	
(In millions)	2018	2017
Proceeds from long-term debt	$ 1,355	$ 1,382
Repayments of long-term debt	(330)	(334)
Net proceeds from short-term borrowings	(341)	(746)
Proceeds from issuance of common stock	183	—
Make-whole premium on early debt redemption	(10)	(34)
Dividends paid	(237)	(215)
Anti-dilutive stock repurchases	(45)	(54)
Other financing activities, net (a)	11	20
Net cash flows provided by financing activities	$ 586	$ 19

(a) Includes proceeds from issuances of common stock under various employee stock plans and our dividend reinvestment plan, advances and contributions for construction, net of refunds, and taxes paid related to employee stock plans.

For the nine months ended September 30, 2018, the increase in cash flows provided by financing activities, as compared to the same period in 2017, is primarily due to the issuance of common stock to finance a portion of the purchase price of the Pivotal acquisition and a decrease in cash used for short-term borrowings. Short-term borrowings for the nine months ended September 30, 2018 were used to fund the growth of our Regulated Businesses, finance a portion of the Pivotal acquisition, pay dividends and repay long-term debt, offset by the use of the $1.3 billion long-term debt issuance to partially repay short-term borrowings.

Credit Facilities and Short-Term Debt

The following table summarizes information regarding our aggregate credit facility commitments, letter of credit sub-limits and available funds under those revolving credit facilities, as well as outstanding amounts of commercial paper and outstanding borrowings under the respective facilities as of September 30, 2018:

(In millions)	Credit Facilities Commitment (a)	Available Credit Facility Capacity (a)	Letter of Credit Sublimit	Available Letter of Credit Capacity	Commercial Paper Limit	Available Commercial Paper Capacity
September 30, 2018	$ 2,262	$ 2,172	$ 150	$ 62	$ 2,100	$ 1,536

(a) Includes amounts related to the revolving credit facility of Keystone. As of September 30, 2018, the total commitment under the Keystone revolving credit facility was $12 million, of which $9 million was available for borrowing, subject to compliance with a collateral base calculation. At September 30, 2018, there were no outstanding borrowings under this credit facility.

The weighted-average interest rate on AWCC short-term borrowings for the three months ended September 30, 2018 and 2017 was approximately 2.39% and 1.38%, respectively. The weighted-average interest rate on AWCC short-term borrowings for the nine months ended September 30, 2018 and 2017 was approximately 2.22% and 1.19%, respectively.

Debt Covenants

Our debt agreements contain financial and non-financial covenants. To the extent that we are not in compliance with these covenants, an event of default may occur under one or more debt agreements and we or our subsidiaries may be restricted in our ability to pay dividends, issue new debt or access our revolving credit facility. Our long-term debt indentures contain a number of covenants that, among other things, prohibit or restrict the Company from issuing debt secured by the Company's assets, subject to certain exceptions. Our failure to comply with any of these covenants could accelerate repayment obligations.

Covenants in certain long-term notes and the revolving credit facility require us to maintain a ratio of consolidated debt to consolidated capitalization (as defined in the relevant documents) of not more than 0.70 to 1.00. On September 30, 2018, our ratio was 0.59 to 1.00 and therefore we were in compliance with the covenants.

Security Ratings

Our access to the capital markets, including the commercial paper market, and respective financing costs in those markets, may be directly affected by our securities ratings. We primarily access the debt capital markets, including the commercial paper market, through AWCC. However, we have also issued debt through our regulated subsidiaries, primarily in the form of tax exempt securities or borrowings under state revolving funds, to lower our overall cost of debt.

The following table presents our long-term and short-term credit rating and rating outlook as of September 30, 2018:

Securities	Moody's Investors Service	Standard & Poor's Ratings Service
Rating Outlook	Negative	Stable
Senior unsecured debt	A3	A
Commercial paper	P-2	A-1

On June 11, 2018, Standard & Poor's Ratings Service affirmed the Company's long-term 'A' and short-term 'A-1' credit ratings, with a stable outlook remaining unchanged.

On January 19, 2018, Moody's Investors Service changed its rating outlook to negative, from stable, for 24 regulated utilities and utility holding companies, including the Company, all of which were primarily impacted by the enactment of the TCJA.

A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the assigning rating agency, and each rating should be evaluated independently of any other rating. Security ratings are highly dependent upon our ability to generate cash flows in an amount sufficient to service our debt and meet our investment plans. We can provide no assurances that our ability to generate cash flows is sufficient to maintain our existing ratings. None of our borrowings are subject to default or prepayment as a result of the downgrading of these security ratings, although such a downgrading could increase fees and interest charges under our credit facility.

Dividends

On September 4, 2018, we paid a cash dividend of $0.455 per share to our stockholders of record as of August 10, 2018.

On October 30, 2018, our Board of Directors declared a quarterly cash dividend payment of $0.455 per share, payable on December 4, 2018, to stockholders of record as of November 12, 2018. Future dividends, when and as declared at the discretion of the Board of Directors, will be dependent upon future earnings and cash flows, compliance with various regulatory, financial and legal requirements, and other factors. See Part II, Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Dividends in our Form 10-K for more information regarding restrictions on the payment of dividends on our common stock.

Application of Critical Accounting Policies and Estimates

Our financial condition, results of operations and cash flows are impacted by the methods, assumptions and estimates used in the application of critical accounting policies. See Part II, Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates in our Form 10-K for a discussion of our critical accounting policies. Additionally, see Note 2—Significant Accounting Policies and Note 3—Revenue Recognition in the Notes to the Consolidated Financial Statements for updates to our significant accounting policies previously disclosed in our Form 10-K.

Recent Accounting Standards

See Note 2—Significant Accounting Policies in the Notes to Consolidated Financial Statements for a description of new accounting standards recently adopted or pending adoption.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk in the normal course of business, including changes in commodity prices, equity prices and interest rates. For further discussion of our exposure to market risk, see Part II, Item 7A—Quantitative and Qualitative Disclosures about Market Risk in our Form 10-K. Except as described below, there have been no significant changes to our exposure to market risk since December 31, 2017.

On August 17, 2018, we entered into two forward starting swap agreements, each with a notional amount of $80 million, to reduce interest rate exposure on debt expected to be issued in 2019. These forward starting swap agreements terminate in August 2019, and have an average fixed rate of 2.98%. The fair value of the forward starting swaps at September 30, 2018 was a gain position of $5 million. A hypothetical 1% adverse change in interest rates would result in a decrease in the fair value of our forward starting swaps of approximately $25 million at September 30, 2018.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

American Water maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in its reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

Our management, including the Chief Executive Officer and the Chief Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of September 30, 2018.

Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of September 30, 2018, our disclosure controls and procedures were effective at a reasonable level of assurance.

Changes in Internal Control over Financial Reporting

On June 4, 2018, the Company completed the acquisition of Pivotal. See Note 4—Acquisitions and Divestitures in the Notes to the Consolidated Financial Statements for additional information. We began to integrate Pivotal into our internal control over financial reporting structure and expect to complete this integration in 2019. We concluded that there have been no changes in internal control over financial reporting that occurred during the three months ended September 30, 2018, other than changes resulting from the acquisition of Pivotal, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The following information updates and amends the information provided in our Form 10-K in Part I, Item 3—Legal Proceedings, and in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2018 and June 30, 2018 in Part II, Item 1—Legal Proceedings. Capitalized terms used but not otherwise defined herein have the meanings set forth in our Form 10-K.

Alternative Water Supply in Lieu of Carmel River Diversions

On May 4, 2018, California-American Water Company, our wholly owned subsidiary ("Cal Am"), notified the Monterey Peninsula Water Management District ("MPWMD") and the California State Water Resources Control Board (the "SWRCB") that it intends to seek declaratory relief concerning the conflicting regulatory interpretations under the 2009 Order, triggering a 60-day meet and confer period prior to commencement of any action concerning the conflicting interpretations. Having held two meetings previously, the parties have agreed to meet and confer again in December 2018. Any failure to follow MPWMD's resolution or the SWRCB's written interpretation, despite these conflicting interpretations, could potentially result in fines, penalties and other actions against Cal Am.

Regional Desalination Project Litigation

On September 21, 2018, RMC Water and Environmental, a private engineering and consulting firm and a party to the consolidated action associated with the failure of the original regional desalination project, filed a motion for judgment on the pleadings as to Cal Am's fifth amended complaint. On September 24, 2018, Cal Am filed a motion for summary judgment against Marina Coast Water District ("MCWD") as to MCWD's claim based on promissory estoppel contained in MCWD's fourth amended complaint. These motions remain pending. Trial in the consolidated action remains set for March 25, 2019 in San Francisco County Superior Court.

Monterey Peninsula Water Supply Project

Approval of CPCN for Water Supply Project

On August 13, 2018, the California Public Utilities Commission (the "CPUC") issued its proposed decision granting Cal Am's request for a certificate of public convenience and necessity ("CPCN") for a 6.4 million gallon per day desalination plant in Monterey, California, certifying its final environmental impact report and denying all other outstanding motions. On September 13, 2018, the CPUC unanimously adopted a final decision (i) affirming its findings that the Water Supply Project meets the CPUC's requirements for a CPCN, and (ii) finding that (a) the issuance of the final decision should not be delayed, and (b) an additional procedural phase was not necessary to consider alternative projects. The CPUC's decision directs Cal Am to enter into negotiations regarding expansion of a groundwater replenishment project (the "GWR Project") between the Monterey Regional Water Pollution Control Agency and the MPWMD and to indicate whether Cal Am plans to file an application for approval of an agreement to purchase additional water from the GWR Project. The decision notes, however, that the CPUC will only consider such an application if the Water Supply Project is delayed such that Cal Am would not be able to meet the December 31, 2021 deadline to comply with the 2009 Order. The decision accepts Cal Am's estimates of future water demand in Monterey and concludes that the Water Supply Project is the best project to address those needs, and also adopts Cal Am's most recent cost estimates. The decision also allows Cal Am to earn an allowance for funds used during construction, or AFUDC, at a rate representative of its actual financing costs. The final decision adopted frameworks as to cost caps, O&M costs, financing, ratemaking and contingency matters.

In addition, the CPUC final decision imposes numerous reporting and filing requirements to ensure the expenditures for the Water Supply Project are reasonable, including that the financing is the lowest cost and most beneficial for ratepayers, and that construction is progressing in a timely manner and within the authorized cost caps. The reasonableness of Water Supply Project costs will be reviewed in the first general rate case filed by Cal Am after the Water Supply Project becomes operational. Cal Am is also required to implement mitigation measures to avoid, minimize or offset significant environmental impacts from the construction and operation of the Water Supply Project and comply with a mitigation monitoring and reporting program, a reimbursement agreement for CPUC costs associated with that program, and reporting requirements on plant operations following placement of the Water Supply Project in service.

Cal Am must file a notice with the CPUC by November 27, 2018 indicating that it accepts the terms of the CPUC's final decision.

On October 12, 2018, MCWD and the City of Marina filed petitions for writ of review with the California Supreme Court challenging the CPUC's final decision. These petitions remain pending.

Coastal Development Permit Application

On June 22, 2018, Cal Am submitted a coastal development permit application to the City of Marina for those project components of the Water Supply Project located within the City of Marina's coastal zone. Members of the City's Planning Commission, as well as City councilpersons, have publicly expressed opposition to the Water Supply Project. On August 9, 2018, the City deemed Cal Am's application incomplete pending certification and submission of the final environmental impact report, and stated that the City could not rule on the permit until certification. The CPUC certified the final environmental impact report for the Water Supply Project on September 13, 2018.

On August 30, 2018, the City circulated a public review draft of proposed amendments to its local coastal program and zoning ordinance, and placed the matter for consideration on the Planning Commission's agenda for its September 13, 2018 meeting. The proposed amendments would change zoning at the Cemex site to open space and restrict future uses, including with respect to Cal Am's planned use of the site for the slant wells for the Water Supply Project. Any change to the City's local coastal program must ultimately be approved by the California Coastal Commission (the "Coastal Commission"). Cal Am, Cemex and the Coastal Commission each submitted letters opposing the proposed amendments. At the September 13, 2018 meeting, the Planning Commission continued the matter to an unspecified future date.

* * *

Based on the foregoing, Cal Am estimates that the earliest date by which the Water Supply Project desalination plant could be completed is sometime in 2021. There can be no assurance that the Water Supply Project will be completed on a timely basis, if ever. Furthermore, there can be no assurance that Cal Am will be able to comply with the diversion reduction requirements and other remaining requirements under the 2009 Order and the 2016 Order, or that any such compliance will not result in material additional costs or obligations to Cal Am or the Company.

West Virginia Elk River Freedom Industries Chemical Spill

On July 31, 2018, WVAWC filed a motion to dismiss the Lincoln County (West Virginia) Commission's (the "LCC") complaint. On September 21, 2018, the Mass Litigation Panel heard arguments on this motion. This motion remains pending.

On September 28, 2018, the Mass Litigation Panel entered an order dismissing all of its pending cases except for two, one of which was the LCC's complaint.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A—Risk Factors in our Form 10-K, and in our other public filings, which could materially affect our business, financial condition or future results. There have been no material changes from the risk factors previously disclosed in Part I, Item 1A—Risk Factors in our Form 10-K, other than as set forth below:

We are subject to adverse publicity and reputational risks, which make us vulnerable to negative customer perception and could lead to increased regulatory oversight or sanctions.

Water and wastewater utilities, including our regulated subsidiaries and our Market-Based Businesses, have a large direct and indirect customer base and as a result are exposed to public criticism regarding, among other things, the reliability of their water, wastewater and related or ancillary services, the quality of water provided, and the amount, timeliness, accuracy and format of bills that are provided for such services. Adverse publicity and negative consumer sentiment may render legislatures and other governing bodies, state PUCs and other regulatory authorities, and government officials less likely to view us in a favorable light, and may cause us to be susceptible to less favorable legislative, regulatory and economic outcomes, as well as increased regulatory or other oversight and more stringent regulatory or economic requirements.

New York American Water Company, Inc. (“NYAW”) has been the subject of a New York State Public Service Commission (“NYSPSC”) investigation related to the unintentional provision of incorrect data to a taxing authority that resulted in an over-assessment of real property taxes. NYAW self-reported this issue to the NYSPSC promptly after NYAW’s senior leadership became aware of it. Neither NYAW nor any of its employees received any financial benefit as a result of this matter, as all customer overpayments were provided to the local taxing authorities. These errors resulted in the over-recovery by NYAW of an estimated $0.3 million in cumulative real property tax overpayments from approximately 4,400 of its customers. The NYSPSC investigation also related to the failure of a few employees working on NYAW’s 2016 general rate case to properly disclose these issues in that rate case. On August 9, 2018, the NYSPSC ordered NYAW to refund $0.3 million to the affected customers and reset customer real property values to further reduce customer bills.

On August 28, 2018, the NYSPSC and the New York State Department of Public Service (the “NYSDPS”) filed a verified petition for injunctive relief against NYAW in the Supreme Court of the State of New York, Albany County. In addition to the allegations covered by the NYSPSC’s investigation, the verified petition alleged that NYAW failed to provide its customers with adequate notice of a change in its rate schedule and also noted that as of August 27, 2018, NYAW had received approximately 1,344 complaints relating to allegedly high water bills. That same day, the parties entered into a Consent and Stipulation agreeing to settle all of the causes of action in the verified petition. The court approved the settlement on September 11, 2018, and NYAW is cooperating with the NYSDPS to implement its terms.

As part of the settlement, and in addition to the refund ordered by the NYSPSC on August 9, 2018, NYAW has agreed that it would provide up to $4.5 million to benefit NYAW customers through several different mechanisms, which amounts would not be recoverable in rates. NYAW also has agreed to accelerate the timing of the payment of approximately $6.4 million in aggregate customer credits. Finally, NYAW has agreed to engage and cooperate with up to two independent monitors, at NYAW’s expense (up to $0.5 million), through September 30, 2021, and to review matters described in the verified petition, including the implementation of process improvements and control recommendations described in the NYSPSC’s staff reports. While the settlement resolves the NYSPSC’s investigation involving NYAW and those matters set forth in the verified petition, there can be no assurance that NYAW will not be subject to additional federal, state or local proceedings regarding these and other related matters, and these proceedings could result in increased oversight and civil, administrative and/or criminal sanctions, which may have a material adverse effect upon our reputation and perception.

Unfavorable regulatory and economic outcomes also may include the enactment of more stringent laws and regulations governing our operations and less favorable economic terms in our agreements related to our Market-Based Businesses, as well as fines, penalties or other sanctions or requirements. The imposition of any of the foregoing could have a material negative impact on us and our financial condition, results of operations and cash flows.

We have recorded a significant amount of goodwill, and we may never realize the full value of our intangible assets, causing us to record impairments that may negatively affect our results of operations.

Our total assets include $1.4 billion of goodwill at December 31, 2017, and $1.6 billion of goodwill at September 30, 2018. The goodwill is primarily associated with the acquisition of American Water by an affiliate of our previous owner in 2003, the acquisition of E'town Corporation by a predecessor to our previous owner in 2001, the acquisition of Pivotal in 2018 and, to a lesser extent, the acquisition of Keystone in 2015. Goodwill represents the excess of the purchase price the purchaser paid over the fair value of the net tangible and other intangible assets acquired. Goodwill is recorded at fair value on the date of an acquisition and is reviewed annually or more frequently if changes in circumstances indicate the carrying value may not be recoverable. As required by the applicable accounting rules, we have taken significant non-cash charges to operating results for goodwill impairments in the past.

We may be required to recognize an impairment of goodwill in the future due to market conditions or other factors related to our performance or the performance of an acquired business. These market conditions could include a decline over a period of time of our stock price, a decline over a period of time in valuation multiples of comparable water utilities, market price performance of our common stock that compares unfavorably to our peer companies, decreases in control premiums, or, with respect to Keystone, fluctuations in the level of exploration and production activities in the Marcellus and Utica shale regions served by Keystone, a prolonged depression of natural gas prices or other factors that negatively impact our current or future forecasts of operating results, cash flows or key assumptions. In this regard, in the third quarter of 2018, we strategically narrowed the scope of the Keystone business solely to water transfer services due to operational and financial challenges in the other businesses of Keystone. As a result of this strategic change, we recorded a non-cash, pre-tax impairment charge of $57 million in the third quarter of 2018 related to Keystone. See Note 6—Goodwill and Other Intangible Assets in the Notes to the Consolidated Financial Statements for further information.

A decline in the results forecasted in our business plan due to events such as changes in rate case results, capital investment budgets or interest rates, could also result in an impairment charge. Recognition of impairments of goodwill would result in a charge to income in the period in which the impairment occurred, which may negatively affect our financial condition, results of operations and total capitalization. The effects of any such impairment could be material and could make it more difficult to maintain our credit ratings, secure financing on attractive terms, maintain compliance with debt covenants and meet the expectations of our regulators.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

In February 2015, the Board of Directors authorized an anti-dilutive stock repurchase program to mitigate the dilutive effect of shares issued through the Company's dividend reinvestment, employee stock purchase and executive compensation activities. The program allows the Company to purchase up to 10 million shares of its outstanding common stock over an unrestricted period of time in the open market or through privately negotiated transactions. The program is conducted in accordance with Rule 10b-18 of the Exchange Act, and, to facilitate these repurchases, the Company enters into Rule 10b5-1 stock repurchase plans with a third-party broker, which allow the Company to repurchase shares of its common stock at times when it otherwise might be prevented from doing so under insider trading laws or because of self-imposed trading blackout periods. Subject to applicable regulations, the Company may elect to amend or cancel the program or the stock repurchase parameters at its discretion to manage dilution.

The Company did not repurchase shares of its common stock during the three months ended September 30, 2018. From April 1, 2015, the date repurchases under the anti-dilutive stock repurchase program commenced, through September 30, 2018, the Company repurchased an aggregate of 4,510,000 shares of its common stock under the program, leaving an aggregate of 5,490,000 shares available for repurchase under this program.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit Number	Exhibit Description
3.1	Restated Certificate of Incorporation of American Water Works Company, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q, File No. 001-34028, filed November 6, 2008).
3.2	Amended and Restated Bylaws of American Water Works Company, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q, File No. 001-34028, filed August 5, 2015).
4.1	Officers' Certificate of American Water Capital Corp., dated August 9, 2018, establishing the terms of its 3.750% Senior Notes due 2028 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, File No. 001-34028, filed August 9, 2018).
4.2	Officers' Certificate of American Water Capital Corp., dated August 9, 2018, establishing the terms of its 4.200% Senior Notes due 2048 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, File No. 001-34028, filed August 9, 2018).
10.1	First Amended and Restated American Water Works Company, Inc. and its Designated Subsidiaries 2017 Nonqualified Employee Stock Purchase Plan, adopted on December 7, 2017, effective as of August 5, 2018 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, File No. 001-34028, filed August 9, 2018).
*10.2	Second Amended and Restated American Water Works Company, Inc. and its Designated Subsidiaries 2017 Nonqualified Employee Stock Purchase Plan, adopted on July 27, 2018, effective as of February 5, 2019.
*31.1	Certification of Susan N. Story, President and Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act.
*31.2	Certification of Linda G. Sullivan, Executive Vice President and Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act.
**32.1	Certification of Susan N. Story, President and Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act.
**32.2	Certification of Linda G. Sullivan, Executive Vice President and Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act.
*101	The following financial statements from American Water Works Company, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed with the Securities and Exchange Commission on October 31, 2018, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Operations; (iii) the Consolidated Statements of Comprehensive Income; (iv) the Consolidated Statements of Cash Flows; (v) the Consolidated Statements of Changes in Stockholders' Equity; and (vi) the Notes to Consolidated Financial Statements.

* Filed herewith.

** Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 31st day of October, 2018.

AMERICAN WATER WORKS COMPANY, INC.
(REGISTRANT)

By /s/ SUSAN N. STORY

Susan N. Story
President and Chief Executive Officer
(Principal Executive Officer)

By /s/ LINDA G. SULLIVAN

Linda G. Sullivan
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

By /s/ MELISSA K. WIKLE

Melissa K. Wikle
Vice President and Controller
(Principal Accounting Officer)

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Section 2: EX-10.2 (EXHIBIT 10.2)

Exhibit 10.2

AMERICAN WATER WORKS COMPANY, INC.
AND ITS DESIGNATED SUBSIDIARIES
2017 NONQUALIFIED EMPLOYEE STOCK PURCHASE PLAN

(as amended and restated as of February 5, 2019)

The purpose of this American Water Works Company, Inc. and its Designated Subsidiaries 2017 Nonqualified Employee Stock Purchase Plan is to provide Eligible Employees of AWW and its Subsidiaries an opportunity to purchase shares of Stock of AWW. The Board of Directors of AWW believes that employee stock ownership will benefit both Eligible Employees and AWW's stockholders. The Plan is not intended to qualify as an "Employee Stock Purchase Plan," as set forth in section 423 of the Code. All capitalized terms shall have the meaning set forth for such term under Article I below.

ARTICLE I
DEFINITIONS

Section 1.01 *"Applicable Holding Period"* means, subject to Section 5.05 below, the six (6) month period following the Purchase Date during which a Participant is required to hold any shares of Stock purchased on his or her behalf pursuant to the Plan; provided, however, in the event of a Participant's death, the Applicable Holding Period shall be deemed satisfied as of the Participant's date of death.

Section 1.02 *"AWW"* means American Water Works Company, Inc.

Section 1.03 *"Board of Directors"* means the Board of Directors of AWW.

Section 1.04 *"Code"* means the Internal Revenue Code of 1986, as amended.

Section 1.05 *"Committee"* means the committee appointed by the Board of Directors to administer the Plan, as provided in Section 5.04 below.

Section 1.06 *"Compensation"* means a Participant's base wages, exclusive of overtime pay, commissions, bonuses, premium pay, shift differential pay, any compensation reductions made in connection with plans described in sections 401(k), 125 or 132(f)(4) of the Code, and any other extraordinary remuneration, as determined by the Committee, or its delegate

Section 1.07 *"Effective Date"* shall mean February 5, 2019, the effective date of the amendment and restatement of the Plan. The "*Original*

Effective Date” is August 5, 2017.

Section 1.08 *“Election Date”* means the first day of the month of each calendar quarter or such other dates as the Committee shall specify. The first Election Date for the Plan shall be the Original Effective Date.

Section 1.09 “*Eligible Employee*”

(a) Subject to Section 1.09(b) and Section 1.09(c) below, the term “Eligible Employee” includes each employee, including a part-time employee, of the Employer.

(b) Notwithstanding Section 1.09(a) above, the term “Eligible Employee” shall not include:

(i) an employee who is classified by the Committee, or its delegate, as a temporary employee or leased employee;

(ii) with respect to any Purchase Period, an employee who terminates employment, dies or is determined to be disabled prior to the applicable Purchase Date;

(iii) unless the Committee specifically designates otherwise as set forth in Section 1.21 below, an employee who is employed by a non-U.S. subsidiary;

(iv) an employee who has been determined by the Board of Directors to be an “officer,” as such term is defined in Rule 16a-1(f) promulgated under the Securities Exchange Act of 1934, as amended, as such rule may be in effect from time to time, with respect to AWW; or

(v) an employee who owns stock possessing five percent (5%) or more of the total combined voting power or value of all classes of stock of the Employer, which shall be determined by applying rules consistent with those reflected in section 423(b)(3) of the Code, which would otherwise apply if the Plan were intended to be a qualified employee stock purchase plan.

(c) Notwithstanding anything herein to the contrary, if an employee's status changes during the Purchase Period, but such change in status is not otherwise discovered or brought to the attention of the Committee within a reasonable period prior to any Purchase Date, the Committee, or its delegate, may deem such individual to be an Eligible Employee despite the exclusions described in this Section 1.09.

Section 1.10 *"Employer"* means AWW and each Subsidiary.

Section 1.10A "*Fixed Contribution Amount*" means an amount of Compensation paid to, or on behalf of, a Participant during a payroll period in a Purchase Period, that is selected by the Participant (in whole dollars only) for deduction and contribution to the Plan with respect to a Purchase Period, up to the lesser of:

(a) the Participant's Net Compensation for such payroll period; and

(b) $2,500, or such other amount as may be determined by the Committee;

provided, however, that no deduction of the Fixed Contribution Amount may result in a Participant exceeding the aggregate Maximum Deduction Amount as provided in Section 1.12(b) hereof.

Section 1.11 *"Market Value"* means the last price for the Stock as reported on New York Stock Exchange for the date of reference. If there was no such price reported for the date of reference, "Market Value" means the last reported price for the Stock on the day immediately preceding the date of reference for which such price was reported or, if there was no such reported price, the fair market value of a share of Stock as determined by the Committee.

Section 1.12 *"Maximum Deduction Amount"* means, unless otherwise adjusted by the Committee:

(a) with respect to a Purchase Period, the Percentage Contribution Amount or, if applicable, Fixed Contribution Amount, as selected by a Participant; and

(b) with respect to all deductions by a Participant under the Plan during a Plan Year, $25,000 in the aggregate.

Section 1.12A "*Net Compensation*" means, with respect to a payroll period in a Purchase Period, the amount of Compensation paid to, or on behalf of, a Participant during such payroll period, minus all applicable federal (including FICA), state and local tax withholding requirements, and any and all other payroll deductions and other withholdings (other than the Fixed Contribution Amount with respect to such Purchase Period) required or elected by the Participant to be made therefrom during such Purchase Period, rounded down to the next whole dollar.

Section 1.13 *"Participant"* means each Eligible Employee who:

(a) elects to participate in the Plan in accordance with Article II;

(b) acknowledges and agrees to abide by the Applicable Holding Period and

(c) has not otherwise voluntarily elected to cease his or her participation in the Plan and has not otherwise requested and received all funds held on account of the Participant in the Plan.

Section 1.13A "*Percentage Contribution Amount*" means a percentage, as selected by a Participant, from one percent (1%) to ten percent (10%) of each payment of Compensation paid to, or on behalf of, a Participant during a Purchase Period.

Section 1.14 *"Plan"* means the American Water Works Company, Inc. and its Designated Subsidiaries 2017 Nonqualified Employee Stock Purchase Plan, as set forth herein and as hereafter amended.

Section 1.15 *"Plan Year"* means each calendar year during which the Plan is in effect.

Section 1.16 *"Purchase Agreement"* means the instrument or other method prescribed by the Committee or its delegate pursuant to which an Eligible Employee may enroll as a Participant and subscribe for the purchase of shares of Stock on the terms and conditions offered by AWW. The Purchase Agreement is intended to evidence AWW's offer of an option to the Eligible Employee to purchase Stock on the terms and conditions set forth therein and herein; provided, however, in the event of a conflict between the Purchase Agreement and this Plan, the terms of the Plan shall control.

Section 1.17 *"Purchase Date"* means the last Trading Date of each Purchase Period.

Section 1.18 *"Purchase Period"* means each three (3) month period, or such other period specified by the Committee, beginning on or after the Original Effective Date, during which the Participant's Stock purchase is funded through payroll deduction accumulations (and, if applicable, contributions made pursuant to Section 2.05(c) below). The first Purchase Period shall begin on the Original Effective Date and continue until the last Trading Date of the calendar quarter next following the Original Effective Date. Unless the Committee determines otherwise, each subsequent Purchase Period, after the first Purchase Period, shall begin on the first day of the calendar quarter next following the preceding Purchase Date and continue until the last Trading Date of the calendar quarter in which such Purchase Period began.

Section 1.19 *"Purchase Price"* means the purchase price for shares of Stock purchased under the Plan, determined as set forth in Section 3.01 below.

Section 1.20 *"Stock"* means the common stock, par value $0.01 per share, of AWW.

Section 1.21 "*Subsidiary*"

(a) The term "Subsidiary" means any present or future corporation, trust, partnership, limited partnership, limited liability company or other entity, of which the Company or another Subsidiary owns greater than fifty percent (50%) of the aggregate voting interests in such entity and that is designated as a participating entity in the Plan by the Committee or its delegate.

(b) Unless the Committee specifically designates otherwise, a non-U.S. subsidiary shall not be considered a Subsidiary for purposes of the Plan, and employees of such a subsidiary shall not be Eligible Employees.

Section 1.22 *"Trading Date"* means a day on which the New York Stock Exchange is open for trading.

ARTICLE II
PARTICIPATION

Section 2.01 *Initial Participation*. An Eligible Employee may elect to participate in the Plan by properly executing a Purchase Agreement and filing such Purchase Agreement with the Committee or its delegate, at such time in advance of the Election Date as the Committee or its delegate shall prescribe.

Section 2.02 *Continuation of Participation*.

(a) The Purchase Agreement shall remain in effect until it is modified through discontinuance of participation under Section 2.03 below or otherwise changed under Section 2.05 below.

(b) A Participant who is on a leave of absence approved by an Employer may continue to participate in the Plan during the leave of absence to the extent such Participant continues to receive Compensation, which is sufficient to satisfy the payroll deductions and any other legally required deductions or withholding obligations, as the Committee, or its delegate, may determine.

Section 2.03 *Discontinuance of Participation*.

(a) To the extent legally permissible, a Participant may voluntarily cease his or her participation in the Plan and stop payroll deductions at any time by filing a notice of cessation of participation on such form and at such time in advance of the Purchase Date as the Committee, or its delegate, shall prescribe. A Participant who ceases contributions during a Purchase Period may not make additional contributions to the Plan during the Purchase Period and may request payment of any funds held for the Participant under the Plan on such form and at such time in advance of the Purchase Date as the Committee, or its delegate, shall prescribe. Any funds remaining in the Participant's account on the Purchase Date shall be used to purchase Stock pursuant to Section 3.04 below, if the Participant is then an Eligible Employee.

(b) Notwithstanding subsection Section 2.03, if a Participant ceases to be an Eligible Employee, his or her participation in the Plan shall automatically cease and no further purchase of Stock shall be made for the Participant. Any funds held for the Participant under the Plan shall be distributed to the Participant.

Section 2.04 *Readmission to Participation*.

(a) Any Eligible Employee who:

(i) was previously a Participant;

(ii) discontinued participation (whether by cessation of eligibility or otherwise); and

(iii) wishes to be reinstated as a Participant, may again become a Participant by executing and filing with the Committee a new Purchase Agreement.

(b) Reinstatement as a Participant shall be effective as of the next Election Date, provided the Participant is an Eligible Employee and the Participant files a new Purchase Agreement with the Committee, or its delegate, at such time in advance of the Election Date as the Committee, or its delegate, shall prescribe.

Section 2.05 *Payroll Deductions and Deposits*.

(a) Each Participant shall authorize after-tax payroll deductions from his or her Compensation for the purpose of funding the purchase of Stock pursuant to his or her Purchase Agreement. In the Purchase Agreement, each Participant shall authorize the withholding of the Percentage Contribution Amount, or the Fixed Contribution Amount (but not both), if the Committee or its delegate has elected to provide for a Fixed Contribution Amount, from each payment of Compensation during the Purchase Period, which, together with his or her contributions toward the purchase of Stock pursuant to subsection (c) below, may not exceed, in the aggregate for such Plan Year, the Maximum Deduction Amount.

(b) To the extent permissible by law or under the Plan, if a Fixed Contribution Amount has been provided for pursuant to Section 2.05(a), a Participant may change his or her deduction from a Fixed Contribution Amount to a Percentage Contribution Amount (or vice versa), and may change the amount of the Participant's deduction to any permissible amount or percentage, as the case may be, as permitted by the Committee or its delegate, as of any time prior to an Election Date. A change shall be made by filing with the Committee or its delegate a new Purchase Agreement, which shall become effective as soon as administratively practicable following receipt by the Committee or its delegate.

(c) The Committee may allow Participants to deposit funds with AWW to be used for the purpose of purchasing Stock pursuant to their Purchase Agreements, in addition to payroll deductions pursuant to Section 2.05(a) above; provided, however:

(i) the total amount that a Participant may contribute to the Plan during a Purchase Period (through payroll deductions and deposits) may not exceed the Maximum Deduction Amount, and

(ii) the deposit of funds by a Participant will only be permitted if the Participant designates the timing and amount to be deposited on an executed Purchase Agreement that is filed with the Committee, or its delegate, at such time in advance of the Election Date as the Committee shall prescribe.

Section 2.06 *Participant Rights and Privileges*. Notwithstanding anything herein to the contrary, all Participants shall have the same rights and privileges within the meaning of Section 423(b)(5) of the Code.

ARTICLE III
STOCK PURCHASE AND DISTRIBUTION

Section 3.01 *Purchase Price of Shares*. Unless the Committee determines otherwise, the Purchase Price per share of the Stock to be sold to Participants under the Plan shall be 85% of the Market Value of such share on the Purchase Date.

Section 3.02 *Exercise of Purchase Privilege*.

(a) As of the first day of each Purchase Period, each Participant shall be granted an option to purchase shares of Stock at the Purchase Price specified in Section 3.01 above. The option shall continue in effect through the Purchase Date for the Purchase Period. Subject to the provisions of Section 3.04 below, on each Purchase Date, the Participant shall automatically be deemed to have exercised his or her option to purchase shares of Stock, unless he or she notifies the Committee or its delegate, in such manner and at such time in advance of the Purchase Date as the Committee shall prescribe, of his or her desire to forfeit such option and subject to any restrictions that may be imposed by the Committee, to receive a refund of any outstanding amounts that have been deducted pursuant to the Participant's Purchase Agreement or contributed toward the purchase of Stock pursuant to Section 2.05(c) above.

(b) Subject to the provisions of Section 3.02 above and Section 3.04 below, there shall be purchased for the Participant on each Purchase Date, at the Purchase Price for the Purchase Period, the largest number of shares of Stock, including fractional shares thereof, as can be purchased with the amounts deducted from the Participant's Compensation, or contributed toward the purchase of Stock pursuant to Section 2.05(c) above, during the Purchase Period.

(c) Notwithstanding anything herein to the contrary, in the unlikely event or limited instances that any amounts that are attributable to a Participant's deductions or contributions remain after the purchase of shares of Stock on a Purchase Date, such amounts shall be returned to the Participant, in accordance with Section 3.04(c) below, as soon as administratively practicable.

Section 3.03 *Reservation of Shares*. There shall be two million (2,000,000) shares of Stock reserved for issuance or transfer under the Plan, subject to adjustment in accordance with Section 4.02 below. The aggregate number of shares of Stock that may be purchased under the Plan shall not exceed the number of shares of Stock reserved under the Plan.

Section 3.04 *Limitation on Shares to Be Purchased*.

(a) Subject to Section 3.04(a)(iii) below, the maximum number of shares of Stock that may be purchased for each Participant on a Purchase Date is the least of:

(i) the number of shares of Stock that can be purchased by applying the full balance of the Participant's deducted or deposited funds to the purchase of shares of Stock at the Purchase Price;

(ii) the Participant's proportionate part of the maximum number of shares of Stock available under the Plan, as provided in Section 3.03 and Section 4.01(a) below; or

(iii) five thousand (5,000) shares of Stock, subject to adjustment as described in Section 4.02 below.

(b) Notwithstanding Section 3.04(a) above, before the beginning of a Purchase Period, the Committee, in its sole and absolute discretion, may increase or decrease the maximum share limit for the Purchase Period and subsequent Purchase Periods. The adjusted maximum share limit shall continue in effect until again adjusted by the Committee.

(c) Any amounts deducted from a Participant's Compensation that cannot be applied to the purchase of Stock on a Purchase Date by reason of the foregoing limitations described in Section 3.04(a) above, shall be returned to the Participant, as soon as administratively practicable.

Section 3.05 *Payment for Stock*. The Purchase Price for all shares of Stock purchased by a Participant under the Plan shall be paid out of the Participant's authorized payroll deductions (and any deposits made by a Participant pursuant to Section 2.05(c) above, if permitted by the Committee). All funds received or held by AWW under the Plan are general assets of AWW, shall be held free of any trust requirement or other restriction, and may be used for any corporate purpose.

Section 3.06 *Share Ownership; Issuance of Certificates*.

(a) The shares of Stock purchased by a Participant on a Purchase Date shall, for all purposes, be deemed to have been issued or sold at the close of business on the Purchase Date. Prior to that time, none of the rights or privileges of a stockholder of AWW shall inure to the Participant with respect to such shares of Stock. All the shares of Stock purchased under the Plan shall be delivered by AWW in a manner as determined by the Committee following the Participant's satisfaction of the Applicable Holding Period.

(b) The Committee, or its delegate, may determine that shares of Stock shall be delivered by:

(i) issuing and delivering the number of shares of Stock purchased to a firm which is a member of the Financial Industry Regulatory Authority, as selected by the Committee from time to time, which shares shall be maintained by such firm in a separate brokerage account for each Participant, or

(ii) issuing and delivering the number of shares of Stock purchased by Participants to a bank or trust company or affiliate thereof, as selected by the Committee from time to time, which shares may be held by such bank or trust company or affiliate in street name, but with a separate account maintained by such entity for each Participant reflecting such Participant's share interests in the Stock.

(c) Each account described in Section 3.06(b) above shall be in the name of the Participant.

Section 3.07 *Distribution of Shares or Resale of Stock*.

(a) A Participant may request a distribution of shares of Stock purchased for the Participant under the Plan or order the sale of such shares following the Participant's satisfaction of the Applicable Holding Period, by making a request in such form and at such time as the Committee shall prescribe.

(b) If a Participant terminates his or her employment with the Employer or otherwise ceases to be an Eligible Employee, following the Participant's satisfaction of the Applicable Holding Period, the Participant shall receive a distribution of his or her shares of Stock held in any stockholder account established pursuant to Section 3.06(b) above, which shall be effectuated by the Committee in a manner that it deems reasonable and appropriate, as determined by the Committee, or its delegate, or, in lieu of the receipt of shares of Stock, the Participant may alternatively elect to instead have the shares of Stock sold, in accordance with such procedures as the Committee shall prescribe.

(c) If a Participant is to receive a distribution of shares of Stock, or if shares are to be sold, the distribution or sale shall be made in shares of Stock. Any brokerage commissions resulting from a sale of Stock shall be deducted from amounts payable to the Participant.

ARTICLE IV
SPECIAL ADJUSTMENTS

Section 4.01 *Shares Unavailable*. If, on any Purchase Date, the aggregate funds available for the purchase of Stock would otherwise permit the purchase of a number of shares Stock in excess of the number then available for purchase under the Plan, the following adjustments shall be made:

(a) The number of shares of Stock that would otherwise be purchased by each Participant shall be proportionately reduced on the Purchase Date in order to eliminate such excess; and

(b) The Plan shall automatically terminate immediately after the Purchase Date as of which the supply of available shares is exhausted, unless the Board of Directors determines otherwise.

Section 4.02 *Anti-Dilution Provisions*. The aggregate number of shares of Stock reserved for purchase under the Plan, as provided in Section 3.03 above, the maximum number of shares that may be purchased by a Participant as provided in Section 3.04 above, and the calculation of the Purchase Price per share shall be equitably adjusted by the Committee to reflect any increase or decrease in the number of issued shares of Stock resulting from a subdivision or consolidation of shares or other capital adjustment, the payment of a stock dividend, or other increase or decrease in the shares, if effected without receipt of consideration by AWW.

Section 4.03 *Effect of Certain Transactions*. Subject to any required action by the stockholders, if AWW shall be the surviving corporation in any merger or consolidation, any offering hereunder shall continue to pertain to and apply to the shares of stock of AWW. However, in the event of a dissolution or liquidation of AWW, or a merger or consolidation in which AWW is not the surviving corporation, the Plan and any offering hereunder shall terminate upon the effective date of such dissolution, liquidation, merger or consolidation, unless the Board of Directors determines otherwise, and the balance of any amounts deducted from a Participant’s Compensation (or deposited pursuant to Section 2.05(c) above) which have not by such time been applied to the purchase of Stock shall be returned to the Participant, as soon as reasonably practicable.

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Section 5.01 *Non-Alienation*. Except as set forth below, the right to purchase shares of Stock under the Plan is personal to the Participant, is exercisable only by the Participant during the Participant’s lifetime and may not be assigned or otherwise transferred by the Participant. If a Participant dies, unless the executor, administrator or other personal representative of the deceased Participant directs otherwise, any amounts previously deducted from the Participant’s Compensation (or deposited pursuant to Section 2.05(c) above before the Participant’s death) during the Purchase Period in which the Participant dies shall be used to purchase Stock on the Purchase Date for the Purchase Period. After that Purchase Date, there shall be delivered to the executor or administrator or other personal representative of the deceased Participant all shares of Stock and such residual amounts as may remain to the Participant’s credit under the Plan.

Section 5.02 *Administrative Costs*. AWW shall pay the administrative expenses associated with the operation of the Plan (other than brokerage commissions resulting from sales of Stock directed by Participants).

Section 5.03 *No Interest*. No interest shall be payable with respect to amounts withheld or deposited under the Plan.

Section 5.04 *Committee*. The Board of Directors shall appoint the Committee, which shall have the express discretionary authority and power to administer the Plan and to make, adopt, construe, and enforce rules and regulations not inconsistent with the provisions of the Plan. The Committee shall adopt and prescribe the contents of all forms required in connection with the administration of the Plan, including, but not limited to, the Purchase Agreement, payroll deduction authorizations, requests for distribution of shares, and all other notices required hereunder. The Committee shall have the fullest discretion permissible under law in the discharge of its duties. The Committee’s interpretations and decisions with respect to the Plan shall be final and conclusive. The Committee may delegate certain administrative or ministerial matters under the Plan to one or more officer or officers of the Company (or their designees) as determined in the Committee’s discretion, and such persons may have the authority to (i) maintain or cause to be maintained (including through a third party administrator) records relating to the operation and maintenance of the Plan; (ii) process or oversee the issuance of, or cause to be issued, shares to a Participant upon the sale of Stock under the Plan; and (iii) take such other administrative or ministerial actions, or cause such actions to be taken, as the Committee may authorize.

Section 5.05 *Withholding of Taxes; Notification of Transfer*. All acquisitions and sales of Stock under the Plan shall be subject to applicable federal (including FICA), state and local tax withholding requirements if the Internal Revenue Service or other taxing authority requires such withholding. AWW may require that Participants pay to AWW (or make other arrangements satisfactory to AWW for the payment of) the amount of any Federal, state or local taxes that AWW is required to withhold with respect to the purchase of Stock or the sale of Stock acquired under the Plan, or instead deduct from the Participant’s wages or other compensation the amount of any withholding taxes due with respect to the purchase of Stock or the sale of Stock acquired under the Plan.

Section 5.06 *Amendment of the Plan*. The Board of Directors may, at any time and from time to time, amend the Plan in any respect, except that any amendment that is required to be approved by the stockholders shall be submitted to the stockholders of AWW for approval.

Section 5.07 *Expiration and Termination of the Plan*. The Plan shall continue in effect for ten years from the Original Effective Date, unless terminated prior to that date pursuant to the provisions of the Plan or pursuant to action by the Board of Directors. The Board of Directors shall have the right to terminate the Plan at any time without prior notice to any Participant and without liability to any Participant. Upon the expiration or termination of the Plan, the balance, if any, then standing to the credit of each Participant from amounts deducted from the Participant's Compensation or deposited by the Participant which has not, by such time, been applied to the purchase of Stock shall be refunded to the Participant.

Section 5.08 *No Employment Rights*. Participation in the Plan shall not give an employee any right to continue in the employment of an Employer, and shall not affect the right of the Employer to terminate the employee's employment at any time, with or without cause.

Section 5.09 *Repurchase of Stock*. AWW shall not be required to purchase or repurchase from any Participant any of the shares of Stock that the Participant acquires under the Plan.

Section 5.10 *Notice*. A Purchase Agreement and any notice that a Participant files pursuant to the Plan shall be on a form prescribed by the Committee and shall be effective only when received by the Committee or its delegate. Delivery of such forms may be made by hand or by certified mail, sent postage prepaid, to AWW's Senior Vice President of Human Resources, or such other address as the Committee may designate. Delivery by any other mechanism shall be deemed effective at the option and discretion of the Committee.

Section 5.11 *Government Regulation*. AWW's obligation to sell and to deliver the Stock under the Plan is at all times subject to all approvals of any governmental authority required in connection with the authorization, issuance, sale or delivery of such Stock.

Section 5.12 *Internal Revenue Code and ERISA Considerations*. The Plan is neither intended to constitute an "employee stock purchase plan" within the meaning of section 423 of the Code nor intended to be construed as constituting an "employee benefit plan," within the meaning of section 3(3) of the Employee Retirement Income Security Act of 1974, as amended.

Section 5.13 *Section 409A*. The Plan is intended to comply with the requirements of section 409A of the Code, to the extent applicable. All options granted under the Plan shall be construed and administered such that such option either (i) qualifies for an exemption from the requirements of section 409A of the Code or (ii) satisfies the requirements of section 409A of the Code. If an option is subject to section 409A of the Code, the exercise of such option shall only be made in a manner and upon an event permitted under section 409A of the Code and in no event shall an Eligible Employee, directly or indirectly, designate the calendar year in which an exercise occurs. Notwithstanding the foregoing, although options are intended to be exempt from, or comply with, the requirements of section 409A of the Code, and the Plan shall be interpreted accordingly, AWW does not warrant that any option will qualify for favorable tax treatment under section 409A of the Code or any other provision of federal, state, local or foreign law. AWW shall not be liable to any Eligible Employee for any tax the Eligible Employee might owe as a result of the grant or exercise of an option, or holding of any shares of Stock received upon exercise of the option, under the Plan.

Section 5.14 *Headings, Captions, Gender.* The headings and captions herein are for convenience of reference only and shall not be considered as part of the text. The masculine shall include the feminine, and vice versa. All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, or neuter, as the identity of the person or persons may require. As the context may require, the singular may read as the plural and the plural as the singular.

Section 5.15 *Severability of Provisions, Prevailing Law*. The provisions of the Plan shall be deemed severable. In the event any such provision is determined to be unlawful or unenforceable by a court of competent jurisdiction or by reason of a change in an applicable statute, the Plan shall continue to exist as though such provision had never been included therein (or, in the case of a change in an applicable statute, had been deleted as of the date of such change). The Plan shall be governed by the laws of the State of New Jersey to the extent such laws are not in conflict with, or superseded by, federal law.

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Section 3: EX-31.1 (EXHIBIT 31.1)

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

(Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended,
as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002)

I, Susan N. Story, certify that:

1. I have reviewed this quarterly report on Form 10-Q of American Water Works Company, 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 consolidated 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.

Date: October 31, 2018

By: /s/ SUSAN N. STORY

Susan N. Story
President and Chief Executive Officer
(Principal Executive Officer)

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Section 4: EX-31.2 (EXHIBIT 31.2)

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

(Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended,
as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002)

I, Linda G. Sullivan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of American Water Works Company, 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 consolidated 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.

Date: October 31, 2018

By: /s/ LINDA G. SULLIVAN

Linda G. Sullivan

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

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Section 5: EX-32.1 (EXHIBIT 32.1)

Exhibit 32.1

AMERICAN WATER WORKS COMPANY, INC.

CERTIFICATION
PURSUANT TO U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of American Water Works Company, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Susan N. Story, President and Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ SUSAN N. STORY

Susan N. Story
President and Chief Executive Officer
(Principal Executive Officer)

October 31, 2018

Section 6: EX-32.2 (EXHIBIT 32.2)

Exhibit 32.2

AMERICAN WATER WORKS COMPANY, INC.

CERTIFICATION
PURSUANT TO U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of American Water Works Company, Inc. (the “Company”) on Form 10-Q for the period ended September 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Linda G. Sullivan, Executive Vice President and Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ LINDA G. SULLIVAN

Linda G. Sullivan
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)
October 31, 2018