

BANK OF MONTREAL /CAN/
Form 424B2
December 23, 2013
Registration Statement No. 333-173924

Filed Pursuant to Rule 424(b)(2)

Pricing Supplement dated December 19, 2013 to the Prospectus dated June 22, 2011,
the Prospectus Supplement dated June 22, 2011 and the Product Supplement dated June 23, 2011
US\$517,000
Senior Medium-Term Notes, Series B
Contingent Risk Absolute Return Notes due December 24, 2015
Linked to the iShares® MSCI EAFE ETF

· The notes are designed for investors who seek a one-to-one return based on the appreciation in the share price of the iShares® MSCI EAFE ETF (the “Underlying Asset”). In addition, if a Barrier Event (as defined below) does not occur, and if the Final Level of the Underlying Asset is less than its Initial Level, you will receive a positive return on your notes equal to the percentage by which that price declines.

· If a Barrier Event occurs, and the Final Level is less than the Initial Level, investors will lose 1% of their principal amount for each 1% decrease in the price of the Underlying Asset from the Pricing Date to the valuation date.

· A “Barrier Event” will occur if the closing price of the Underlying Asset on any trading day from the Pricing Date to the valuation date is less than the Barrier Level of 74% of the Initial Level.

· The “Maximum Downside Redemption Amount” for the notes will be \$1,260.

· An investor in the notes may lose all or a portion of their principal amount at maturity.

· The notes will not bear interest.

· Any payment at maturity is subject to the credit risk of Bank of Montreal.

· The offering priced on December 19, 2013, and the notes are expected to settle through the facilities of The Depository Trust Company on December 24, 2013.

· The notes are scheduled to mature on December 24, 2015.

· The notes will be issued in minimum denominations of \$1,000 and integral multiples of \$1,000.

· The CUSIP number of the notes is 06366RSP1.

· Our subsidiary, BMO Capital Markets Corp. (“BMOCM”), is the agent for this offering. See “Supplemental Plan of Distribution (Conflicts of Interest)” below.

Investing in the notes involves risks, including those described in the “Selected Risk Considerations” section beginning on page P-4 of this pricing supplement, “Additional Risk Factors Relating to the Notes” section beginning on page PS-5 of the product supplement, and “Risk Factors” section beginning on page S-3 of the prospectus supplement and on page 7 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these notes or passed upon the accuracy of this pricing supplement, the product supplement, the prospectus supplement or the prospectus. Any representation to the contrary is a criminal offense.

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The notes will be our unsecured obligations and will not be savings accounts or deposits that are insured by the United States Federal Deposit Insurance Corporation, the Bank Insurance Fund, the Canada Deposit Insurance Corporation or any other governmental agency or instrumentality or other entity.

On the date of this pricing supplement the estimated initial value of the notes is \$985.70 per \$1,000 in principal amount. As discussed in more detail in this pricing supplement, the actual value of the notes at any time will reflect many factors and cannot be predicted with accuracy.

	Price to Public	Agent's Commission	Proceeds to Bank of Montreal
Per Note	US\$1,000	US\$0	US\$1,000
Total	US\$517,000	US\$0	US\$517,000

BMO CAPITAL MARKETS

Key Terms of the Notes:

Underlying Asset: iShares® MSCI EAFE ETF (Bloomberg symbol: EFA. See the section below entitled “The Underlying Asset” for additional information about the Underlying Asset.

Payment at Maturity: If the Percentage Change is positive, then the amount that the investors will receive at maturity for each \$1,000 in principal amount of the notes will equal:

$$\text{Principal Amount} + (\text{Principal Amount} \times \text{Percentage Change})$$

If the Percentage Change is less than or equal to zero, and a Barrier Event has not occurred, then the amount that the investors will receive at maturity for each \$1,000 in principal amount of the notes will equal:

$$\text{Principal Amount} + (-1 \times \text{Principal Amount} \times \text{Percentage Change})$$

In this case, subject to our credit risk, investors will receive a positive return on the notes, even though the price of the Underlying Asset has declined since the Pricing Date.

If the Percentage Change is less than or equal to zero, and a Barrier Event has occurred, then the amount that the investors will receive at maturity for each \$1,000 in principal amount of the notes will equal:

$$\text{Principal Amount} + (\text{Principal Amount} \times \text{Percentage Change})$$

In this case, investors will lose all or a portion of the principal amount of the notes.

Initial Level: \$54.70, which was the closing price of one share of the Underlying Asset on the Pricing Date.

Final Level: The closing price of one share of the Underlying Asset on the Valuation Date.

Percentage Change:
$$\frac{\text{Final Level} - \text{Initial Level}}{\text{Initial Level}}$$
 expressed as a percentage

Barrier Level: \$40.48, which is 74% of the Initial Level, rounded to two decimal places.

Barrier Event: A Barrier Event will be deemed to occur if the closing price of the Underlying Asset on any trading day during the Monitoring Period is less than the Barrier Level.

Maximum Downside Redemption Amount:	\$1,260
Pricing Date:	December 19, 2013
Settlement Date:	December 24, 2013
Valuation Date:	December 21, 2015
Maturity Date:	December 24, 2015
Monitoring Period:	Each trading day from the Pricing Date to, and including, the Valuation Date, excluding any trading day on which a market disruption event has occurred or is continuing.
Monitoring Method:	Close of trading day
Calculation Agent:	BMOCM
Selling Agent:	BMOCM
CUSIP:	06366RSP1

We may use this pricing supplement in the initial sale of the notes. In addition, BMOCM or another of our affiliates may use this pricing supplement in market-making transactions in any notes after their initial sale. Unless our agent or we inform you otherwise in the confirmation of sale, this pricing supplement is being used in a market-making transaction.

Additional Terms of the Notes

You should read this pricing supplement together with the product supplement dated June 23, 2011, the prospectus supplement dated June 22, 2011 and the prospectus dated June 22, 2011. This pricing supplement, together with the documents listed below, contains the terms of the notes and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, fact sheets, brochures or other educational materials of ours or the agent. You should carefully consider, among other things, the matters set forth in “Additional Risk Factors Relating to the Notes” in the product supplement, as the notes involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisers before you invest in the notes.

You may access these documents on the SEC website at www.sec.gov as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

- Product supplement dated June 23, 2011:
<http://www.sec.gov/Archives/edgar/data/927971/000121465911002118/f622112424b5.htm>
- Prospectus supplement dated June 22, 2011:
<http://www.sec.gov/Archives/edgar/data/927971/000095012311060741/o71090b5e424b5.htm>
- Prospectus dated June 22, 2011:
<http://www.sec.gov/Archives/edgar/data/927971/000095012311060730/o71090b2e424b2.htm>

Our Central Index Key, or CIK, on the SEC website is 927971. As used in this pricing supplement, the “Company,” “we,” “us” or “our” refers to Bank of Montreal.

Selected Risk Considerations

An investment in the notes involves significant risks. Investing in the notes is not equivalent to investing directly in the Underlying Asset. These risks are explained in more detail in the “Additional Risk Factors Relating to the Notes” section of the product supplement.

- Your investment in the notes may result in a loss. — You may lose some or all of your investment in the notes. The payment at maturity will be based on the Final Level, and whether a Barrier Event occurs. If the closing price of the Underlying Asset is less than the Barrier Level during the Monitoring Period, a Barrier Event will have occurred, and the protection provided by the Barrier Level will terminate. Under these circumstances, you could lose some or all of the principal amount of your notes.
- The protection provided by the Barrier Level may terminate on any day during the Monitoring Period.— If the closing price of the Underlying Asset on any trading day during the Monitoring Period is less than the Barrier Level, you will be fully exposed at maturity to any decrease in the price of the Underlying Asset. Under these circumstances, if the Percentage Change on the valuation date is less than zero, you will lose 1% (or a fraction thereof) of the principal amount of your investment for every 1% (or a fraction thereof) that the Percentage Change is less than the Initial Level. You will be subject to this potential loss of principal even if, after the Barrier Event, the price of the Underlying Asset increases above the Barrier Level.
- Your investment is subject to the credit risk of Bank of Montreal. — Our credit ratings and credit spreads may adversely affect the market value of the notes. Investors are dependent on our ability to pay the amount due at maturity, and therefore investors are subject to our credit risk and to changes in the market’s view of our creditworthiness. Any decline in our credit ratings or increase in the credit spreads charged by the market for taking our credit risk is likely to adversely affect the value of the notes.
- Potential conflicts. — We and our affiliates play a variety of roles in connection with the issuance of the notes, including acting as calculation agent. In performing these duties, the economic interests of the calculation agent and other affiliates of ours are potentially adverse to your interests as an investor in the notes. We or one or more of our affiliates may also engage in trading of shares of the Underlying Asset or securities included in the Underlying Asset on a regular basis as part of our general broker-dealer and other businesses, for proprietary accounts, for other accounts under management or to facilitate transactions for our customers. Any of these activities could adversely affect the price of the Underlying Asset and, therefore, the market value of the notes. We or one or more of our affiliates may also issue or underwrite other securities or financial or derivative instruments with returns linked or related to changes in the performance of the Underlying Asset. By introducing competing products into the marketplace in this manner, we or one or more of our affiliates could adversely affect the market value of the notes.
- Our initial estimated value of the notes is lower than the price to public. — Our initial estimated value of the notes is only an estimate, and is based on a number of factors. The price to public of the notes exceeds our initial estimated value, because costs associated with offering, structuring and hedging the notes are included in the price to public, but are not included in the estimated value. These costs include the profits that we and our affiliates expect to realize for assuming the risks in hedging our obligations under the notes and the estimated cost of hedging these obligations.
- Our initial estimated value does not represent any future value of the notes, and may also differ from the estimated value of any other party. — Our initial estimated value of the notes as of the date of this pricing supplement is derived using our internal pricing models. This value is based on market conditions and other relevant factors, which include volatility of the Underlying Asset, dividend rates and interest rates. Different pricing models and assumptions could provide values for the notes that are greater than or less than our initial estimated value. In

addition, market conditions and other relevant factors after the pricing date are expected to change, possibly rapidly, and our assumptions may prove to be incorrect. After the pricing date, the value of the notes could change dramatically due to changes in market conditions, our creditworthiness, and the other factors set forth in this pricing supplement and the product supplement. These changes are likely to impact the price, if any, at which we or BMOCM would be willing to purchase the notes from you in any secondary market transactions. Our initial estimated value does not represent a minimum price at which we or our affiliates would be willing to buy your notes in any secondary market at any time.

- The terms of the notes are not determined by reference to the credit spreads for our conventional fixed-rate debt. — To determine the terms of the notes, we will use an internal funding rate that represents a discount from the credit spreads for our conventional fixed-rate debt. As a result, the terms of the notes are less favorable to you than if we had used a higher funding rate.

- Certain costs are likely to adversely affect the value of the notes. — Absent any changes in market conditions, any secondary market prices of the notes will likely be lower than the price to public. This is because any secondary market prices will likely take into account our then-current market credit spreads, and because any secondary market prices are likely to exclude all or a portion of the hedging profits and estimated hedging costs that are included in the price to public of the notes and that may be reflected on your account statements. In addition, any such price is also likely to reflect a discount to account for costs associated with establishing or unwinding any related hedge transaction, such as dealer discounts, mark-ups and other transaction costs. As a result, the price, if any, at which BMOCM or any other party may be willing to purchase the notes from you in secondary market transactions, if at all, will likely be lower than the price to public. Any sale that you make prior to the maturity date could result in a substantial loss to you.
- Owning the notes is not the same as owning shares of the Underlying Asset or a security directly linked to the Underlying Asset. — The return on your notes will not reflect the return you would realize if you actually owned the Underlying Asset or a security directly linked to the performance of the Underlying Asset and held that investment for a similar period. Your notes may trade quite differently from the Underlying Asset. Changes in the price of the Underlying Asset may not result in comparable changes in the market value of your notes. Even if the price of the Underlying Asset increases during the term of the notes, the market value of the notes prior to maturity may not increase to the same extent. It is also possible for the market value of the notes to decrease while the price of the Underlying Asset increases. In addition, any dividends or other distributions paid on the Underlying Asset will not be reflected in the amount payable on the notes.
- You will not have any shareholder rights and will have no right to receive any shares of the Underlying Asset at maturity. — Investing in your notes will not make you a holder of any shares of the Underlying Asset or any securities held by the Underlying Asset. Neither you nor any other holder or owner of the notes will have any voting rights, any right to receive dividends or other distributions, or any other rights with respect to the Underlying Asset or such other securities.
- Changes that affect the Underlying Index will affect the market value of the notes and the amount you will receive at maturity. — The policies of MSCI Inc. (the “Index Sponsor”) the sponsor of the MSCI EAFE Index (the “Underlying Index”), concerning the calculation of the Underlying Index, additions, deletions or substitutions of the components of the Underlying Index and the manner in which changes affecting those components, such as stock dividends, reorganizations or mergers, may be reflected in the Underlying Index and, therefore, could affect the share price of the Underlying Asset, the amount payable on the notes at maturity, and the market value of the notes prior to maturity. The amount payable on the notes and their market value could also be affected if the Index Sponsor changes these policies, for example, by changing the manner in which it calculates the Underlying Index, or if the Index Sponsor discontinues or suspends the calculation or publication of the Underlying Index.
 - We have no affiliation with the Index Sponsor and will not be responsible for any actions taken by the Index Sponsor. —The Index Sponsor is not an affiliate of ours and will not be involved in the offering of the notes in any way. Consequently, we have no control over the actions of the Index Sponsor, including any actions of the type that would require the calculation agent to adjust the payment to you at maturity. The Index Sponsor has no obligation of any sort with respect to the notes. Thus, the Index Sponsor has no obligation to take your interests into consideration for any reason, including in taking any actions that might affect the value of the notes. None of our proceeds from the issuance of the notes will be delivered to the Index Sponsor.
- Adjustments to the Underlying Asset could adversely affect the notes. — BlackRock, Inc. (collectively with its affiliates “BlackRock”), as the sponsor and advisor of the Underlying Asset, is responsible for calculating and maintaining the Underlying Asset. BlackRock can add, delete or substitute the stocks comprising the Underlying

Asset or may make other methodological changes that could change the share price of the Underlying Asset at any time. If one or more of these events occurs, the calculation of the amount payable at maturity may be adjusted to reflect such event or events. Consequently, any of these actions could adversely affect the amount payable at maturity and/or the market value of the notes.

- We and our affiliates do not have any affiliation with the investment advisor of the Underlying Asset and are not responsible for its public disclosure of information. —The investment advisor of the Underlying Asset advises the Underlying Asset on various matters including matters relating to the policies, maintenance and calculation of the Underlying Asset. We and our affiliates are not affiliated with the investment advisor in any way and have no ability to control or predict its actions, including any errors in or discontinuance of disclosure regarding its methods or policies relating to the Underlying Asset. The investment advisor is not involved in the offering of the notes in any way and has no obligation to consider your interests as an owner of the notes in taking any actions relating to the Underlying Asset that might affect the value of the notes. Neither we nor any of our affiliates has independently verified the adequacy or accuracy of the information about the investment advisor or the Underlying Asset contained in any public disclosure of information. You, as an investor in the notes, should make your own investigation into the Underlying Asset.

- The correlation between the performance of the Underlying Asset and the performance of the Underlying Index may be imperfect. — The performance of the Underlying Asset is linked principally to the performance of the Underlying Index. However, because of the potential discrepancies identified in more detail in the product supplement, the return on the Underlying Asset may correlate imperfectly with the return on the Underlying Index.
- The Underlying Asset is subject to management risks. — The Underlying Asset is subject to management risk, which is the risk that the investment advisor's investment strategy, the implementation of which is subject to a number of constraints, may not produce the intended results. For example, the investment advisor may invest a portion of the Underlying Asset's assets in securities not included in the relevant industry or sector but which the investment advisor believes will help the Underlying Asset track the relevant industry or sector.
- Lack of liquidity. — The notes will not be listed on any securities exchange. BMOCM may offer to purchase the notes in the secondary market, but is not required to do so. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the notes easily. Because other dealers are not likely to make a secondary market for the notes, the price at which you may be able to trade your notes is likely to depend on the price, if any, at which BMOCM is willing to buy the notes.
- Hedging and trading activities. — We or any of our affiliates have carried out or may carry out hedging activities related to the notes, including purchasing or selling securities included in the Underlying Asset, or futures or options relating to the Underlying Asset, or other derivative instruments with returns linked or related to changes in the performance of the Underlying Asset. We or our affiliates may also engage in trading of shares of the Underlying Asset or securities included in the Underlying Index from time to time. Any of these hedging or trading activities on or prior to the Pricing Date and during the term of the notes could adversely affect our payment to you at maturity.
- Many economic and market factors will influence the value of the notes. — In addition to the price of the Underlying Asset and interest rates on any trading day, the value of the notes will be affected by a number of economic and market factors that may either offset or magnify each other, and which are described in more detail in the product supplement.
- You must rely on your own evaluation of the merits of an investment linked to the Underlying Asset. — In the ordinary course of their businesses, our affiliates from time to time may express views on expected movements in the price of the Underlying Asset or the securities held by the Underlying Asset. One or more of our affiliates have published, and in the future may publish, research reports that express views on the Underlying Asset or these securities. However, these views are subject to change from time to time. Moreover, other professionals who deal in the markets relating to the Underlying Asset at any time may have significantly different views from those of our affiliates. You are encouraged to derive information concerning the Underlying Asset from multiple sources, and you should not rely on the views expressed by our affiliates.

Neither the offering of the notes nor any views which our affiliates from time to time may express in the ordinary course of their businesses constitutes a recommendation as to the merits of an investment in the notes.

- An investment in the notes linked to the Underlying Asset is subject to risks associated with foreign securities markets. — The Underlying Index tracks the value of certain foreign equity securities. You should be aware that investments in securities linked to the value of foreign equity securities involve particular risks. The foreign securities markets comprising the Underlying Index may have less liquidity and may be more volatile than U.S. or other securities markets and market developments may affect foreign markets differently from U.S. or other securities markets. Direct or indirect government intervention to stabilize these foreign securities markets, as well as cross-shareholdings in foreign companies, may affect trading prices and volumes in these markets. Also, there is generally less publicly available information about foreign companies than about those U.S. companies that are

subject to the reporting requirements of the U.S. Securities and Exchange Commission, and foreign companies are subject to accounting, auditing and financial reporting standards and requirements that differ from those applicable to U.S. reporting companies.

Prices of securities in foreign countries are subject to political, economic, financial and social factors that apply in those geographical regions. These factors, which could negatively affect those securities markets, include the possibility of recent or future changes in a foreign government's economic and fiscal policies, the possible imposition of, or changes in, currency exchange laws or other laws or restrictions applicable to foreign companies or investments in foreign equity securities and the possibility of fluctuations in the rate of exchange between currencies, the possibility of outbreaks of hostility and political instability and the possibility of natural disaster or adverse public health developments in the region. Moreover, foreign economies may differ favorably or unfavorably from the U.S. economy in important respects such as growth of gross national product, rate of inflation, capital reinvestment, resources and self-sufficiency.

P-6

- An investment in the notes linked to the Underlying Asset is subject to foreign currency exchange rate risk. — The share price of the Underlying Asset will fluctuate based upon its respective net asset value, which will in turn depend in part upon changes in the value of the currencies in which the stocks held by the Underlying Asset are traded. Accordingly, investors in the notes will be exposed to currency exchange rate risk with respect to each of the currencies in which the stocks held by the Underlying Asset are traded. An investor's net exposure will depend on the extent to which these currencies strengthen or weaken against the U.S. dollar. If the dollar strengthens against these currencies, the net asset value of the Underlying Asset will be adversely affected and the price of the Underlying Asset may decrease.
- Significant aspects of the tax treatment of the notes are uncertain. The tax treatment of the notes is uncertain. We do not plan to request a ruling from the Internal Revenue Service or from any Canadian authorities regarding the tax treatment of the notes, and the Internal Revenue Service or a court may not agree with the tax treatment described in this pricing supplement.

The Internal Revenue Service has issued a notice indicating that it and the Treasury Department are actively considering whether, among other issues, a holder should be required to accrue interest over the term of an instrument such as the notes even though that holder will not receive any payments with respect to the notes until maturity and whether all or part of the gain a holder may recognize upon sale or maturity of an instrument such as the notes could be treated as ordinary income. The outcome of this process is uncertain and could apply on a retroactive basis.

Please read carefully the section entitled "U.S. Federal Tax Information" in this pricing supplement, the section entitled "Supplemental Tax Considerations—Supplemental U.S. Federal Income Tax Considerations" in the accompanying product supplement, the section "United States Federal Income Taxation" in the accompanying prospectus and the section entitled "Certain Income Tax Consequences" in the accompanying prospectus supplement. You should consult your tax advisor about your own tax situation.

Hypothetical Return on the Notes at Maturity

The following table and examples illustrate the hypothetical return at maturity on a \$1,000 investment in the notes. The “return,” as used in this section is the number, expressed as a percentage, which results from comparing the payment at maturity per \$1,000 in principal amount of the notes to \$1,000. The hypothetical total returns set forth below are based on the Initial Level of \$54.70, and the Barrier Level of \$40.48 (74% of the Initial Level). The hypothetical returns set forth below are for illustrative purposes only and may not be the actual returns applicable to investors in the notes. The numbers appearing in the following table and in the examples below have been rounded for ease of analysis.

Hypothetical Final Level	Percentage Change	If a Barrier Event Has Not Occurred Return on the Notes	Payment at Maturity	If a Barrier Event Has Occurred Return on the Notes	Payment at Maturity
\$5.47	-90.00%	N/A	N/A	-90.00%	\$100.00
\$10.94	-80.00%	N/A	N/A	-80.00%	\$200.00
\$16.41	-70.00%	N/A	N/A	-70.00%	\$300.00
\$21.88	-60.00%	N/A	N/A	-60.00%	\$400.00
\$27.35	-50.00%	N/A	N/A	-50.00%	\$500.00
\$32.82	-40.00%	N/A	N/A	-40.00%	\$600.00
\$38.29	-30.00%	N/A	N/A	-30.00%	\$700.00
\$40.48	-26.00%	26.00%	\$1,260.00	-26.00%	\$740.00
\$41.03	-25.00%	25.00%	\$1,250.00	-25.00%	\$750.00
\$43.76	-20.00%	20.00%	\$1,200.00	-20.00%	\$800.00
\$46.50	-15.00%	15.00%	\$1,150.00	-15.00%	\$850.00
\$49.23	-10.00%	10.00%	\$1,100.00	-10.00%	\$900.00
\$51.97	-5.00%	5.00%	\$1,050.00	-5.00%	\$950.00
\$54.70	0.00%	0.00%	\$1,000.00	0.00%	\$1,000.00
\$60.17	10.00%	10.00%	\$1,100.00	10.00%	\$1,100.00
\$62.91	15.00%	15.00%	\$1,150.00	15.00%	\$1,150.00
\$65.64	20.00%	20.00%	\$1,200.00	20.00%	\$1,200.00
\$71.11	30.00%	30.00%	\$1,300.00	30.00%	\$1,300.00
\$76.58	40.00%	40.00%	\$1,400.00	40.00%	\$1,400.00
\$82.05	50.00%	50.00%	\$1,500.00	50.00%	\$1,500.00

Hypothetical Examples of Amounts Payable at Maturity

The following examples illustrate how the returns set forth in the table above are calculated.

Example 1: The price of the Underlying Asset decreases from the Initial Level of \$54.70 to a hypothetical Final Level of \$32.82, representing a Percentage Change of -40%. Because the Percentage Change is negative and the hypothetical Final Level of \$32.82 is less than the Barrier Level, the investor receives a payment at maturity of \$600.00 per \$1,000 in principal amount of the notes, calculated as follows:

$$\text{Principal Amount} + (\text{Principal Amount} \times \text{Percentage Change}) = \text{Payment at Maturity}$$

$$\$1,000 + (\$1,000 \times -40\%) = \$600$$

Example 2: The price of the Underlying Asset decreases from the Initial Level of \$54.70 to a hypothetical Final Level of \$49.23, representing a Percentage Change of -10%, and a Barrier Event has occurred during the Monitoring

Period. Because the hypothetical Final Level of \$49.23 is less than the Initial Level and a Barrier Event has occurred, the investor receives a payment at maturity of \$900 per \$1,000 in principal amount of the notes, calculated as follows:

$$\text{Principal Amount} + [\text{Principal Amount} \times \text{Percentage Change}] = \text{Payment at Maturity}$$

$$\$1,000 + [\$1,000 \times -10\%] = \$900$$

P-8

Example 3: The price of the Underlying Asset decreases from the Initial Level of \$54.70 to a hypothetical Final Level of \$49.23 representing a Percentage Change of -10%, but a Barrier Event has not occurred during the Monitoring Period. Because the hypothetical Final Level of \$49.23 is less than the Initial Level and a Barrier Event has not occurred, the investor receives a payment at maturity of \$1,100 per \$1,000 in principal amount of the notes, calculated as follows:

$$\text{Principal Amount} + [-1 \times \text{Principal Amount} \times \text{Percentage Change}] = \text{Payment at Maturity}$$

$$\$1,000 + [-1 \times \$1,000 \times -10\%] = \$1,100$$

In this case, you will receive a positive return on the notes, even though the price of the Underlying Asset has declined.

Example 4: The price of the Underlying Asset increases from the Initial Level of \$54.70 to a hypothetical Final Level of \$60.17, representing a Percentage Change of 10%. Because the hypothetical Final Level of \$60.17 is greater than the Initial Level, the investor receives a payment at maturity of \$1,100 per \$1,000 in principal amount of the notes, calculated as follows:

$$\text{Principal Amount} + [\text{Principal Amount} \times \text{Percentage Change}] = \text{Payment at Maturity}$$

$$\$1,000 + [\$1,000 \times 10.00\%] = \$1,100$$

U.S. Federal Tax Information

By purchasing the notes, each holder agrees (in the absence of a change in law, an administrative determination or a judicial ruling to the contrary) to treat each note as a pre-paid cash-settled derivative contract for U.S. federal income tax purposes. However, the U.S. federal income tax consequences of your investment in the notes are uncertain and the Internal Revenue Service could assert that the notes should be taxed in a manner that is different from that described in the preceding sentence. Please see the discussion (including the opinion of our counsel Morrison & Foerster LLP) in the product supplement under “Supplemental Tax Considerations—Supplemental U.S. Federal Income Tax Considerations,” which applies to the notes.

A “dividend equivalent” payment is treated as a dividend from sources within the U.S. and such payments generally would be subject to a 30% U.S. withholding tax if paid to a non-United States holder (as defined in the product supplement). Under recently proposed U.S. Treasury Department regulations, payments (including deemed payments) that are contingent upon or determined by reference to actual or estimated U.S. source dividends with respect to certain equity-linked instruments, whether explicitly stated or implicitly taken into account in computing one or more of the terms of such instruments, may be treated as dividend equivalents. If enacted in their current form, the regulations will impose a withholding tax on payments made on the notes on or after January 1, 2016 that are treated as dividend equivalents. In that case, we (or the applicable paying agent) would be entitled to withhold taxes without being required to pay any additional amounts with respect to amounts so withheld.

The Treasury Department has issued final regulations and a notice affecting the legislation enacted on March 18, 2010 and discussed in the product supplement under “Supplemental Tax Considerations—Supplemental U.S. Federal Income Tax Considerations—Legislation Affecting Taxation of Notes Held By or Through Foreign Entities.” Pursuant to the notice, withholding requirements with respect to the notes will generally begin no earlier than July 1, 2014. Additionally, the withholding tax will not be imposed on payments pursuant to obligations outstanding on July 1, 2014. Account holders subject to information reporting requirements pursuant to the legislation may include holders of the notes. Foreign financial institutions and non-financial foreign entities located in jurisdictions that have an intergovernmental agreement with the United States governing the legislation may be subject to different rules. Holders are urged to consult their own tax advisors regarding the implications of this legislation and subsequent guidance on their investment in the notes.

Supplemental Plan of Distribution (Conflicts of Interest)

BMOCM will purchase the notes from us at the purchase price set forth on the cover page of this pricing supplement, and will not receive a commission in connection with such sales. BMOCM has informed us that, as part of its distribution of the notes, it will reoffer the notes to other dealers who will sell them. Each such dealer, or additional dealer engaged by a dealer to whom BMOCM reoffers the notes, is expected to purchase the notes at a price equal to 100% of the principal amount.

We own, directly or indirectly, all of the outstanding equity securities of BMOCM, the agent for this offering. In accordance with FINRA Rule 5121, BMOCM may not make sales in this offering to any of its discretionary accounts without the prior written approval of the customer.

You should not construe the offering of the notes as a recommendation of the merits of acquiring an investment linked to the Underlying Asset or as to the suitability of an investment in the notes.

BMOCM may, but is not obligated to, make a market in the notes. BMOCM will determine any secondary market prices that it is prepared to offer in its sole discretion.

We may use this pricing supplement in the initial sale of the notes. In addition, BMOCM or another of our affiliates may use this pricing supplement in market-making transactions in any notes after their initial sale. Unless BMOCM, or we inform you otherwise in the confirmation of sale, this pricing supplement is being used by BMOCM in a market-making transaction.

For a period of approximately three months following issuance of the notes, the price, if any, at which we or our affiliates would be willing to buy the notes from investors, and the value that BMOCM may also publish for the notes through one or more financial information vendors and which could be indicated for the notes on any brokerage account statements, will reflect a temporary upward adjustment from our estimated value of the notes that would otherwise be determined and applicable at that time. This temporary upward adjustment represents a portion of the hedging profit that we or our affiliates expect to realize over the term of the notes. The amount of this temporary upward adjustment will decline to zero on a straight-line basis over the three-month period.

P-10

Additional Information Relating to the Estimated Initial Value of the Notes

Our estimated initial value of the notes that is set forth on the cover page of this pricing supplement relating to the notes, equals the sum of the values of the following hypothetical components:

- a fixed-income debt component with the same tenor as the notes, valued using our internal funding rate for structured notes; and
 - one or more derivative transactions relating to the economic terms of the notes.

The internal funding rate used in the determination of the initial estimated value generally represents a discount from the credit spreads for our conventional fixed-rate debt. The value of these derivative transactions are derived from our internal pricing models. These models are based on factors such as the traded market prices of comparable derivative instruments and on other inputs, which include volatility, dividend rates, interest rates and other factors. As a result, the estimated initial value of the notes on the pricing date was determined based on market conditions on the pricing date.

The Underlying Asset

We have derived the following information regarding the Underlying Asset from publicly available documents. We have not independently verified the accuracy or completeness of the following information. We are not affiliated with the Underlying Asset and the Underlying Asset will have no obligations with respect to the notes. This pricing supplement relates only to the notes and does not relate to the shares of the Underlying Asset or any securities included in the Underlying Index. Neither we nor our affiliates participates in the preparation of the publicly available documents described below. Neither we nor our affiliates has made any due diligence inquiry with respect to the Underlying Asset in connection with the offering of the notes. There can be no assurance that all events occurring prior to the date of this pricing supplement, including events that would affect the accuracy or completeness of the publicly available documents described below, that would affect the trading price of the shares of the Underlying Asset have been or will be publicly disclosed. Subsequent disclosure of any events or the disclosure of or failure to disclose material future events concerning the Underlying Asset could affect the value of the shares of the Underlying Asset after the pricing date, and therefore could affect the payment at maturity.

The selection of the Underlying Asset is not a recommendation to buy or sell the shares of the Underlying Asset. Neither we nor any of our affiliates make any representation to you as to the performance of the shares of the Underlying Asset. Information provided to or filed with the SEC under the Securities Exchange Act of 1934 and the Investment Company Act of 1940 relating to the Underlying Asset may be obtained through the SEC's website at <http://www.sec.gov>.

iShares consists of numerous separate investment portfolios (the "iShares Funds"), including the Underlying Asset. The Underlying Asset seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the Underlying Index. The Underlying Asset typically earns income from dividends from securities held by the Underlying Asset. These amounts, net of expenses and taxes (if applicable), are passed along to the Underlying Asset's shareholders as "ordinary income." In addition, the Underlying Asset realizes capital gains or losses whenever it sells securities. Net long-term capital gains are distributed to its shareholders as "capital gain distributions." However, because the notes are linked only to the share price of the Underlying Asset, you will not be entitled to receive income, dividend, or capital gain distributions from the Underlying Asset or any equivalent payments.

"iShares®" and "BlackRock®" are registered trademarks of BlackRock®. The notes are not sponsored, endorsed, sold, or promoted by BlackRock®, or by any of the iShares® Funds. Neither BlackRock® nor the iShares® Funds make any representations or warranties to the owners of the notes or any member of the public regarding the advisability of investing in the notes. Neither BlackRock® nor the iShares® Funds shall have any obligation or liability in connection with the registration, operation, marketing, trading, or sale of the notes or in connection with our use of information about the Underlying Asset or any of the iShares® Funds.

iShares® MSCI EAFE ETF

The Underlying Asset is intended to provide investment results that correspond generally to the price and yield performance, before fees and expenses, of the Underlying Index. The Underlying Asset trades on NYSE Arca under the ticker symbol "EFA."

The Underlying Index

We have derived all information contained in this pricing supplement regarding the Underlying Index, including, without limitation, its make-up, method of calculation and changes in its components, from publicly available information. The information reflects the policies of, and is subject to change by MSCI. MSCI has no obligation to continue to publish, and may discontinue publication of, the Underlying Index.

The Underlying Index is intended to measure equity market performance in developed market countries, excluding the U.S. and Canada. The Underlying Index is a free float-adjusted market capitalization equity index with a base date of December 31, 1969 and an initial value of 100. The Underlying Index is calculated daily in U.S. dollars and published in real time every 60 seconds during market trading hours. The Underlying Index currently consists of the following 22 developed market country indices: Australia, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Israel, Italy, Japan, The Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, and the United Kingdom.

The Underlying Index is part of the MSCI Regional Equity Indices series and is an MSCI Global Investable Market Index, which is a family within the MSCI International Equity Indices.

P-12

General - MSCI Global Investable Market Indices

MSCI provides global equity indices intended to measure equity performance in international markets and the MSCI International Equity Indices are designed to serve as global equity performance benchmarks. In constructing these indices, MSCI applies its index construction and maintenance methodology across developed, emerging, and frontier markets.

MSCI enhanced the methodology used in its MSCI International Equity Indices. The MSCI Standard and MSCI Small Cap Indices, along with the other MSCI equity indices based on them, transitioned to the global investable market indices methodology described below. The transition was completed at the end of May 2008. The Enhanced MSCI Standard Indices are composed of the MSCI Large Cap and Mid Cap Indices. The MSCI Global Small Cap Index transitioned to the MSCI Small Cap Index resulting from the Global Investable Market Indices methodology and contains no overlap with constituents of the transitioned MSCI Standard Indices. Together, the relevant MSCI Large Cap, Mid Cap, and Small Cap Indices will make up the MSCI investable market index for each country, composite, sector, and style index that MSCI offers.

Constructing the MSCI Global Investable Market Indices. MSCI undertakes an index construction process, which involves:

- defining the equity universe;
- determining the market investable equity universe for each market;
- determining market capitalization size segments for each market;
- applying index continuity rules for the MSCI Standard Index;
- creating style segments within each size segment within each market; and
- classifying securities under the Global Industry Classification Standard (the “GICS”).

Defining the Equity Universe. The equity universe is defined by:

- **Identifying Eligible Equity Securities:** the equity universe initially looks at securities listed in any of the countries in the MSCI Global Index Series, which will be classified as either Developed Markets (“DM”) or Emerging Markets (“EM”). All listed equity securities, or listed securities that exhibit characteristics of equity securities, except mutual funds, exchange traded funds, equity derivatives, limited partnerships, and most investment trusts, are eligible for inclusion in the equity universe. Real Estate Investment Trusts (“REITs”) in some countries and certain income trusts in Canada are also eligible for inclusion.
- **Classifying Eligible Securities into the Appropriate Country:** each company and its securities (i.e., share classes) are classified in only one country.

Determining the Market Investable Equity Universes. A market investable equity universe for a market is derived by applying investability screens to individual companies and securities in the equity universe that are classified in that market. A market is equivalent to a single country, except in DM Europe, where all DM countries in Europe are aggregated into a single market for index construction purposes. Subsequently, individual DM Europe country indices within the MSCI Europe Index are derived from the constituents of the MSCI Europe Index under the global investable market indices methodology.

The investability screens used to determine the investable equity universe in each market are as follows:

- **Equity Universe Minimum Size Requirement:** this investability screen is applied at the company level. In order to be included in a market investable equity universe, a company must have the required minimum full market capitalization.
- **Equity Universe Minimum Free Float–Adjusted Market Capitalization Requirement:** this investability screen is applied at the individual security level. To be eligible for inclusion in a market investable equity universe, a security must have a free float–adjusted market capitalization equal to or higher than 50% of the equity universe minimum size requirement.
- **DM and EM Minimum Liquidity Requirement:** this investability screen is applied at the individual security level. To be eligible for inclusion in a market investable equity universe, a security must have adequate liquidity. The twelve-month and three-month Annual Traded Value Ratio (“ATVR”), a measure that screens out extreme daily trading volumes and takes into account the free float-adjusted market capitalization size of securities, together with the three-month frequency of trading are used to measure liquidity. In the calculation of the ATVR, the trading volumes in depository receipts associated with that security, such as ADRs or GDRs, are also considered. A minimum liquidity level of 20% of three- and twelve-month ATVR and 90% of three-month frequency of trading over the last four consecutive quarters are required for inclusion of a security in a market investable equity universe of a DM, and a minimum liquidity level of 15% of three- and twelve-month ATVR and 80% of three-month frequency of trading over the last four consecutive quarters are required for inclusion of a security in a market investable equity universe of an EM.

- **Global Minimum Foreign Inclusion Factor Requirement:** this investability screen is applied at the individual security level. To be eligible for inclusion in a market investable equity universe, a security's Foreign Inclusion Factor ("FIF") must reach a certain threshold. The FIF of a security is defined as the proportion of shares outstanding that is available for purchase in the public equity markets by international investors. This proportion accounts for the available free float of and/or the foreign ownership limits applicable to a specific security (or company). In general, a security must have an FIF equal to or larger than 0.15 to be eligible for inclusion in a market investable equity universe.
- **Minimum Length of Trading Requirement:** this investability screen is applied at the individual security level. For an initial public offering ("IPO") to be eligible for inclusion in a market investable equity universe, the new issue must have started trading at least four months before the implementation of the initial construction of the index or at least three months before the implementation of a semi-annual index review (as described below). This requirement is applicable to small new issues in all markets. Large IPOs are not subject to the minimum length of trading requirement and may be included in a market investable equity universe and the Standard Index outside of a Quarterly or Semi-Annual Index Review.

Defining Market Capitalization Size Segments for Each Market. Once a market investable equity universe is defined, it is segmented into the following size-based indices:

- Investable Market Index (Large + Mid + Small);
 - Standard Index (Large + Mid);
 - Large Cap Index;
 - Mid Cap Index; or
 - Small Cap Index.

Creating the size segment indices in each market involves the following steps:

- defining the market coverage target range for each size segment;
- determining the global minimum size range for each size segment;
- determining the market size-segment cutoffs and associated segment number of companies;
 - assigning companies to the size segments; and
- applying final size-segment investability requirements.

Index Continuity Rules for the Standard Indices. In order to achieve index continuity, as well as to provide some basic level of diversification within a market index, and notwithstanding the effect of other index construction rules described in this section, a minimum number of five constituents will be maintained for a DM Standard Index and a minimum number of three constituents will be maintained for an EM Standard Index.

Creating Style Indices within Each Size Segment. All securities in the investable equity universe are classified into value or growth segments using the MSCI Global Value and Growth methodology.

Classifying Securities under the Global Industry Classification Standard. All securities in the global investable equity universe are assigned to the industry that best describes their business activities. To this end, MSCI has designed, in conjunction with Standard & Poor's, the GICS. Under the GICS, each company is assigned to one sub-industry according to its principal business activity. Therefore, a company can belong to only one industry grouping at each of the four levels of the GICS.

Index Maintenance

The MSCI Global Investable Market Indices are maintained with the objective of reflecting the evolution of the underlying equity markets and segments on a timely basis, while seeking to achieve index continuity, continuous investability of constituents and replicability of the indices, and index stability and low index turnover. In particular, index maintenance involves:

(i) Semi-Annual Index Reviews ("SAIRs") in May and November of the Size Segment and Global Value and Growth Indices which include:

- updating the indices on the basis of a fully refreshed equity universe;

- taking buffer rules into consideration for migration of securities across size and style segments; and
 - updating FIFs and Number of Shares (“NOS”).
- (ii) Quarterly Index Reviews in February and August of the Size Segment Indices aimed at:
 - including significant new eligible securities (such as IPOs that were not eligible for earlier inclusion) in the index;
 - allowing for significant moves of companies within the Size Segment Indices, using wider buffers than in the SAIR; and
 - reflecting the impact of significant market events on FIFs and updating NOS.
- (iii) Ongoing Event–Related Changes: changes of this type are generally implemented in the indices as they occur. Significantly large IPOs are included in the indices after the close of the company’s tenth day of trading.

Through this maintenance process, MSCI may make structural changes to the indices by adding or deleting component country indices. Consequently, the composition of the Underlying Index may change over the term of the notes.

Neither we nor any of our affiliates, including BMOCM, accepts any responsibility for the calculation, maintenance, or publication of, or for any error, omission, or disruption in the Underlying Index, or any successor to the index. MSCI does not guarantee the accuracy or the completeness of the Underlying Index, or any data included in the index. MSCI assumes no liability for any errors, omissions, or disruption in the calculation and dissemination of the Underlying Index. MSCI disclaims all responsibility for any errors or omissions in the calculation and dissemination of the Underlying Index, or the manner in which the index is applied in determining the amount payable on the notes at maturity.

Historical Performance of the Underlying Asset

The following table sets forth the high and low closing prices of the Underlying Asset from the first quarter of 2010 through the pricing date.

The historical prices of the Underlying Asset are provided for informational purposes only. You should not take the historical prices of the Underlying Asset as an indication of its future performance, which may be better or worse than the prices set forth below.

	High (\$)	Low (\$)
2010 First Quarter	57.96	50.45
Second Quarter	58.03	46.29
Third Quarter	55.42	47.09
Fourth Quarter	59.46	54.25
2011 First Quarter	61.91	55.31
Second Quarter	63.87	57.10
Third Quarter	60.80	46.66
Fourth Quarter	55.57	46.45
2012 First Quarter	55.80	49.15
Second Quarter	55.51	46.55
Third Quarter	55.15	47.62
Fourth Quarter	56.88	51.96
2013 First Quarter	59.89	56.90
Second Quarter	63.53	57.03
Third Quarter	65.05	57.55
Fourth Quarter (through the pricing date)	66.82	62.71

P-16

0.075 \$0.30 \$0.30

Exchange Controls and Other Limitations Affecting Security Holders

Our Company is not subject to any governmental laws, decrees or regulations in the Cayman Islands which restrict the export or import of capital, or that affect the remittance of dividends, interest or other payments to non-resident holders of our securities. The Cayman Islands does not impose any limitations on the right of non-resident owners to hold or vote our common stock. There are no exchange control restrictions in the Cayman Islands.

Taxation

The Cayman Islands presently impose no taxes on profit, income, distribution, capital gains, or appreciations of our Company and no taxes are currently imposed in the Cayman Islands on profit, income, capital gains, or appreciations of the holders of our securities or in the nature of estate duty, inheritance, or capital transfer tax. The United States and the Cayman Islands do not have an income tax treaty.

The information required by Item 201(d) of Regulation S-K is provided under ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS of this Annual Report.

ITEM 6. SELECTED FINANCIAL DATA

The table below contains selected financial data, derived from our audited consolidated financial statements for each of the years in the five-year period ended December 31, 2016. Our consolidated financial statements are prepared in accordance with the accounting principles generally accepted in the United States of America (“US-GAAP”). As a result, all financial information presented herein has been prepared in accordance with US-GAAP. This selected financial data should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and with our consolidated financial statements and related notes thereto contained elsewhere in this Annual Report.

	Year Ended December 31,				
	2016	2015	2014	2013	2012
Statement of Income Data:					
Revenues	\$57,875,707	\$57,116,202	\$65,559,078	\$63,822,131	\$65,450,702
Net Income	3,960,501 (1)	7,518,701	6,265,358	8,594,519	9,315,514
Balance Sheet Data:					
Total Assets	163,604,528	161,575,026	160,293,143	165,364,854	150,449,086
Long Term Debt Obligations (including current portion)	-	-	-	15,255,167	6,852,660
Demand loan payable	-	6,958,328	8,833,312	-	-
Note payable to related party	490,000	-	-	-	-
Redeemable Preferred Stock	21,135	23,282	22,104	22,445	18,159
Non-controlling interests	8,500,424	3,154,943	2,933,496	2,599,258	1,927,214
Dividends Declared Per Share	\$0.30	\$0.30	\$0.30	\$0.30	\$0.30
Basic Earnings Per Share	\$0.27	\$0.51	\$0.43	\$0.59	\$0.64
Weighted Average Shares-Basic	14,809,909	14,741,748	14,697,896	14,633,884	14,578,518
Diluted Earnings Per Share	\$0.27	\$0.51	\$0.42	\$0.58	\$0.64
Weighted Average Shares-Diluted	14,944,028	14,827,755	14,764,323	14,703,880	14,606,148

(1) Reflects \$3,750,000 of impairment losses recorded during the third quarter.

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**Overview**

Our primary objective is to provide water services in areas where the supply of potable water is scarce and where the use of reverse osmosis technology to produce potable water is economically feasible.

We intend to increase revenues by developing new business opportunities both within our current service areas and in new markets. We expect to maintain operating efficiencies by continuing to properly execute our water production, energy recovery, equipment maintenance and water loss mitigation programs. We believe that many water scarce countries in the Caribbean basin and other select markets present opportunities for our business model.

Our water production operations and activities, and those of our affiliate OC-BVI, are presently conducted at 13 plants in five countries: the Cayman Islands, The Bahamas, Belize, the British Virgin Islands and Indonesia. The following table sets forth the comparative combined production capacity of our retail, bulk and affiliate operations as of December 31 of each year.

Comparative Operations

2016			2015		
Location	Plants	Capacity ⁽¹⁾	Location	Plants	Capacity ⁽¹⁾
Cayman Islands	6	8.9	Cayman Islands	7	9.1
Bahamas	3	15.2	Bahamas	3	15.2
Belize	1	0.6	Belize	1	0.6
British Virgin Islands	2	0.8	British Virgin Islands	2	0.8
Bali, Indonesia	1	0.8	Bali, Indonesia	1	0.8
	13	26.3		14	26.5

(1)In millions of gallons per day.

Cayman Islands

We have been operating our business on Grand Cayman since 1973 and have been using reverse osmosis technology to convert seawater to potable water since 1989. The Cayman Islands have a limited natural supply of fresh water. We currently have an exclusive license from the Cayman Islands government to process potable water from seawater and then sell and distribute that water by pipeline to the Seven Mile Beach and West Bay areas of Grand Cayman. Our operations consist of three company owned and three government owned reverse osmosis seawater conversion plants which provide water to approximately 5,900 retail residential and commercial customers within a government licensed area and bulk water sales to the Water Authority-Cayman (“WAC”), respectively. Our pipeline system in the Cayman Islands covers the Seven Mile Beach and West Bay areas of Grand Cayman and consists of approximately 90 miles of potable water pipe.

Our exclusive license from the Cayman Islands government was set to expire on July 30, 2010, however, we and the Cayman Islands government have extended the license several times in order to provide sufficient time to negotiate the terms of a new license. The most recent extension of the license expired on June 30, 2016. We continue to provide water subsequent to June 30, 2016 on the assumption that the license has been further extended to allow the parties to continue negotiations without interruption to an essential service. We have been informed during our retail license negotiations that the Cayman Islands government seeks to restructure the terms of our license to employ a rate of return on invested capital model, the implementation of which could significantly reduce the operating income and cash flows we have historically generated from our retail license. Our retail license negotiations have also been impacted by the passage of new legislation in the Cayman Islands. See further discussion of this matter at ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - Material Commitments, Expenditures and Contingencies - *Renewal of Retail License*.

The Bahamas

CW-Bahamas produces potable water from three reverse osmosis seawater conversion plants. Two of these plants, the Windsor plant and the Blue Hills plant, are located in Nassau, New Providence and have a total installed capacity of 15.1 million gallons per day. CW-Bahamas supplies water from these plants on a take-or-pay basis to the Water and Sewerage Corporation of The Bahamas (“WSC”) under long-term build, own and operate supply agreements. During 2016, we supplied approximately 3.8 billion gallons (2015: 3.7 billion gallons) of water to the WSC from these plants. CW-Bahamas’ third plant is located in Bimini, has a capacity of 115,000 gallons per day, and provides potable water to the Bimini Sands Resort and to the Bimini Beach Hotel. We have also sold water intermittently to the WSC from our Bimini plant when their regular supply was unavailable.

From time to time, CW-Bahamas has experienced delays in collecting its accounts receivable. Representatives of the Bahamas government have informed us that their previous delays in paying our accounts receivables did not reflect

any type of dispute with us with respect to the amounts owed. To date, we have not been required to provide an allowance for any delinquent CW-Bahamas accounts receivable as such amounts were eventually paid in full. Based upon our experience, we believe that the accounts receivable from the WSC are fully collectible and therefore have not provided any allowance for possible non-payment of these receivables. Our accounts receivable balances due from the Bahamas government amounted to \$11.0 million and \$4.7 million, at December 31, 2016 and 2015, respectively.

Belize

CW-Belize was acquired on July 21, 2000, and consists of one reverse osmosis seawater conversion plant on Ambergris Caye, Belize, capable of producing 600,000 gallons per day. We sell water to one customer, Belize Water Services Limited, which then distributes the water through its own distribution system to residential, commercial and tourist properties on Ambergris Caye.

In 2009, the Minister of Public Utilities of the government of Belize published a declaratory order designating CW-Belize as a public utility provider. With this order the Public Utilities Commission of Belize (“PUC”) has the authority to regulate CW-Belize’s activities. In 2011, the PUC issued a second order that requires CW-Belize to take various actions mandated by the PUC that would be significant to its operations. Hearings on this matter have been conducted in a Belize court and the ruling on the matter is pending. See further discussion of this matter at ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - Material Commitments, Expenditures and Contingencies – *CW-Belize*.

Critical Accounting Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Our actual results could differ significantly from such estimates and assumptions.

Certain of our accounting estimates or assumptions constitute “critical accounting estimates” for us because:

- the nature of these estimates or assumptions is material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change; and
- the impact of the estimates and assumptions on financial condition and results of operations is material.

Our critical accounting estimates relate to the valuations of our (i) equity investment in our affiliate, OC-BVI; (ii) goodwill and intangible assets; and (iii) long-lived assets.

Valuation of Investment in OC-BVI

We account for our investment in OC-BVI under the equity method of accounting for investments in common stock. This method requires recognition of a loss on an equity investment that is other than temporary, and indicates that a current fair value of an equity investment that is less than its carrying amount may indicate a loss in the value of the investment.

As a quoted market price for OC-BVI’s stock is not available, to test for possible impairment of our investment in OC-BVI, we estimated its fair value through the use of the discounted cash flow method which relies upon projections of OC-BVI’s operating results, working capital and capital expenditures. The use of this method required us to estimate OC-BVI’s cash flows from (i) its water supply agreement with the BVI government for its Bar Bay plant (the “Bar Bay agreement”); and (ii) the pending amount awarded by the Eastern Caribbean Court of Appeals for the value of the Baughers Bay plant previously transferred by OC-BVI to the BVI government (see further discussion of the Baughers Bay litigation at Item 8. - Notes to the Consolidated Financial Statements - Note 8).

We estimated the cash flows OC-BVI will receive from its Bar Bay plant by (i) identifying various possible future scenarios which included the execution of a new agreement for the Bar Bay plant as well as the termination of Bar Bay plant operations upon the expiration of the existing Bar Bay agreement in March 2017; (ii) estimating the cash flows associated with each possible scenario; and (iii) assigning a probability to each scenario. We similarly estimated the cash flows OC-BVI will receive from the BVI government for the amount due under the ruling by the Eastern Caribbean Court of Appeals for the value of the Baughers Bay plant at the date it was transferred to the BVI government by assigning probabilities to different valuation scenarios. The resulting probability-weighted sum represented the expected cash flows, and our best estimate of future cash flows, to be derived by OC-BVI from its Bar Bay plant and the pending court award.

The identification of the possible scenarios for the Bar Bay plant and the Baughers Bay plant valuation, the projections of cash flows for each scenario, and the assignment of relative probabilities to each scenario all represented significant estimates made by us. While we used our best judgment in identifying these possible scenarios, estimating the expected cash flows for these scenarios and assigning relative probabilities to each scenario, these estimates were by their nature highly subjective and were also subject to material change by our management over time based upon new information or changes in circumstances.

During 2016, after updating our probability-weighted estimates of OC-BVI's future cash flows and our resulting estimate of the fair value of our investment in OC-BVI, we determined that the carrying value of our investment in OC-BVI exceeded its fair value and recorded impairment losses of totaling \$925,000 through the nine months ended September 30, 2016. We recorded impairment losses for our investment in OC-BVI of \$1,060,000 and \$860,000 for 2015 and 2014, respectively. As a result of the impairment losses recorded to date, as of December 31, 2016 the amount of our proportionate share (43.5%) of the net assets reflected on OC-BVI's balance sheet exceeded the carrying value of our investment in OC-BVI by approximately \$30,000.

In February 2017, the BVI government executed a 14 year extension to Bar Bay water supply agreement. The selling price for the water under this extension is approximately 31% lower than the price that was in effect as of December 31, 2016. Based upon the execution of this extension we believe further impairment losses to reduce the carrying value of our investment in OC-BVI will not be required unless the BVI government fails to comply with the terms of the Bar Bay extension or a presently unforeseen event occurs that would impact the future net cash flows we expect OC-BVI to generate.

Goodwill and intangible assets

Goodwill represents the excess cost over the fair value of the assets of an acquired business. Goodwill and intangible assets acquired in a business combination accounted for as a purchase and determined to have an indefinite useful life are not amortized, but are tested for impairment at least annually. Intangible assets with estimable useful lives are amortized over their respective estimated useful lives to their estimated residual values and reviewed periodically for impairment. We evaluate the possible impairment of goodwill annually as part of our reporting process for the fourth quarter of each fiscal year. Management identifies our reporting units, which consist of our retail and bulk operations and Aerex, and determines the carrying value of each reporting unit by assigning the assets and liabilities, including the existing goodwill and intangible assets, to those reporting units. We determine the fair value of each reporting unit and compare these fair values to the carrying amounts of the reporting units. To the extent the carrying amount of the reporting unit exceeds the fair value of the reporting unit, we are required to perform the second step of the impairment test, as this is an indication that the reporting unit's goodwill may be impaired. In this step, we compare the implied fair value of each reporting unit's goodwill with the carrying amount of such goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit to all the assets (recognized and unrecognized) and liabilities of the reporting unit in a manner similar to a purchase price allocation. The residual fair value after this allocation is the implied fair value of the reporting unit's goodwill. If the implied fair value is less than its carrying amount, the impairment loss is recorded.

For the years ended December 31, 2016 and 2015, we estimated the fair value of our reporting units by applying the discounted cash flow method, the subject company stock price method, the guideline public company method, and the mergers and acquisitions method.

The discounted cash flow method relied upon seven-year discrete projections of operating results, working capital and capital expenditures, along with a terminal value subsequent to the discrete period. These seven-year projections were based upon historical and anticipated future results, general economic and market conditions, and considered the impact of planned business and operational strategies. The discount rates for the calculations represented the estimated cost of capital for market participants at the time of each analysis. In preparing these seven-year projections for our retail unit we (i) identified possible outcomes of our on-going negotiations with the Cayman Islands government for the renewal of our retail license; (ii) estimated the cash flows associated with each possible outcome; and (iii) assigned a probability to each outcome and associated estimated cash flows. The weighted average estimated cash flows were then summed to determine the overall fair value of the retail unit under this method. The possible outcomes used for the discounted cash flow method for the retail unit included the implementation of a rate of return on invested capital model, the methodology proposed by Cayman Islands government representatives for the new retail license.

We also estimated the fair value of each of our reporting units for the years ended December 31, 2016 and 2015 through reference to the quoted market prices for our Company and guideline companies and the market multiples implied by guideline merger and acquisition transactions.

We weighted the fair values estimated for each of our reporting units under each method and summed such weighted fair values to estimate the overall fair value for each reporting unit. The respective weightings we applied to each method as of December 31, 2016 were consistent with those used as of December 31, 2015 and were as follows:

Method	Retail	Bulk
Discounted cash flow	50 %	50 %
Subject company stock price	30 %	30 %
Guideline public company	10 %	10 %
Mergers and acquisitions	10 %	10 %
	100 %	100 %

The fair values we estimated for our retail, bulk and Aerex units exceeded their carrying amounts by 123%, 41%, and 26%, respectively, as of December 31, 2016. The fair values we estimated for our retail and bulk reporting units exceeded their carrying amounts by 72% and 20%, respectively, as of December 31, 2015.

We also performed an analysis reconciling the conclusions of value for our reporting units to our market capitalization at December 31, 2016. This reconciliation resulted in no implied control premium for our Company.

On February 11, 2016, we acquired 51% ownership interest in Aerex. In connection with this acquisition we recorded goodwill of \$8,035,211. Aerex's actual results of operations subsequent to its acquisition have fallen significantly short of the projected results that were included in the overall cash flow projections we utilized to determine the purchase price for Aerex and the fair values of its assets and liabilities. Based upon currently available information, we believe Aerex's results of operations for fiscal 2017 will also fall short of our purchase price projections for Aerex. Due to these actual and projected shortfalls in Aerex's results of operations, we tested Aerex's goodwill for possible impairment as of September 30, 2016 by estimating its fair value using the discounted cash flow method. As a result of this impairment testing, we determined that the carrying value of our Aerex goodwill exceeded its fair value, and recorded an impairment loss of \$1,750,000 for the three months ended September 30, 2016 to reduce the carrying value of this goodwill to \$6,285,211. We may be required to record additional impairment losses to reduce the carrying value of our Aerex goodwill in future periods if we determine it likely that Aerex's results of operations will continue to fall short of our purchase price projections.

Long-lived assets

We review the carrying amounts of our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. Conditions that would necessitate an impairment assessment include a significant decline in the observable market value of an asset, a significant change in the extent or manner in which an asset is used, or a significant adverse change that would indicate that the carrying amount of an asset or group of assets is not recoverable. For long-lived assets to be held and used, we recognize an impairment loss only if its carrying amount is not recoverable through its undiscounted cash flows and measure the impairment loss based on the difference between the carrying amount and fair value.

Through our subsidiary, CW-Bali, we have built and presently operate a seawater reverse osmosis plant with a productive capacity of approximately 790,000 gallons per day located in Nusa Dua, one of the primary tourist areas of Bali, Indonesia. Since its inception, we have recorded operating losses for CW-Bali as the sales volumes for its plant have not been sufficient to cover its operating costs. In 2016, we determined, based upon probability-weighted scenarios for CW-Bali's future undiscounted cash flows, that the carrying values of CW-Bali's long-lived assets were not recoverable and recorded an impairment loss of \$2.0 million for the three months ended September 30, 2016 to reduce the carrying values of these assets to their fair values. See further discussion of this subsidiary at Item 7. - "Material Commitments, Expenditures and Contingencies - *CW-Bali*."

Quarterly Results of Operations

The following table presents unaudited quarterly results of operations for the eight quarters ended December 31, 2016. We believe that all adjustments, consisting only of normal recurring adjustments, necessary to present fairly such quarterly information have been included in the amounts reported below.

	Year Ended December 31, 2016 ⁽¹⁾			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Total revenues	\$14,034,772	\$15,398,635	14,385,353	14,056,947
Gross profit	6,177,031	6,592,379	5,919,323	5,562,153
Net income attributable to Consolidated Water Co. Ltd. stockholders	2,054,641	2,204,333	(1,865,332)	1,566,859
Diluted earnings per share	0.14	0.15	(0.13)	0.10

	Year Ended December 31, 2015 ⁽¹⁾			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Total revenues	\$14,666,112	\$14,485,669	\$14,605,649	13,358,772
Gross profit	6,148,302	5,965,294	5,641,743	5,552,881
Net income attributable to Consolidated Water Co. Ltd. stockholders	1,921,261	2,228,100	1,775,500	1,593,840
Diluted earnings per share	0.13	0.15	0.12	0.11

(1) Due to rounding, the sum of the quarterly amounts may not equal the reported amounts for the year.

Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our audited consolidated financial statements and accompanying notes included under Part II, ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA, of this Annual Report.

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

Consolidated Results

Net income attributable to Consolidated Water Co. Ltd. stockholders for 2016 was \$3,960,501, (\$0.27 per share on a fully-diluted basis), as compared to \$7,518,701 (\$0.51 per share on a fully-diluted basis) for 2015.

Total revenues for 2016 and 2015 were \$57,875,707 and \$57,116,202, respectively. Higher revenues for our retail and services segments in 2016 served to offset a decrease in the bulk segment revenues. Gross profit for 2016 was \$24,250,886 or 42% of total revenues, as compared to \$23,308,220 or 41% of total revenues, for 2015. Gross profit for the retail and services segments increased from 2015 to 2016 while bulk segment gross profit remained relatively consistent. For further discussion of revenues and gross profit for 2016, see the “Results by Segment” analysis that follows.

G&A expenses on a consolidated basis were \$18,677,584 and \$14,840,156 for 2016 and 2015, respectively. The increase in consolidated G&A expenses from 2015 to 2016 is primarily attributable to the addition of approximately \$2,309,000 in expenses for Aerex after our acquisition of a 51% ownership interest in this company in February 2016 and an increase of approximately \$1,036,000 in the expenses incurred in connection with the project development activities of our Mexican subsidiaries.

We recorded an impairment loss of (\$2 million) in 2016 to reduce the carrying value of CW-Bali’s long-lived assets to their estimated fair value. See further discussion of this impairment loss at Item 7. - “Material Commitments, Expenditures and Contingencies - *CW-Bali*.”

We recorded an impairment loss of (\$1,750,000) in 2016 to reduce the carrying value of the goodwill associated with the Aerex acquisition. See further discussion of this impairment loss at the discussion of the results of the services segment that follows.

Other income (expense), net for 2016 was \$417,954 as compared to (\$542,570) for 2015. The fluctuation in this net component of our results of operations reflects (i) interest income that was approximately \$404,000 less in 2016 than 2015 due to a decrease in interest earning deposit and loan receivable balances (ii) an impairment loss recorded for our equity investment in OC-BVI in 2016 of (\$925,000) as compared to an impairment loss of (\$1,060,000) for this investment in 2015; (iii) an unrealized loss of (\$297,000) recorded in 2016 resulting from the revaluation of the net put/call option value recorded in connection with the Aerex acquisition; (iv) \$271,000 relating to the gain on sale of fixed assets in 2016; and (iv) foreign currency gains relating to CW-Bali of approximately \$201,000 in 2016, as compared to foreign currency losses relating to CW-Bali of approximately (\$346,000) in 2015.

Results by Segment

Retail Segment:

The retail segment generated a loss from operations of (\$248,844) in 2016 as compared to income from operations of \$1,615,436 in 2015. The loss from operations for 2016 is attributable to a \$2.0 million impairment loss recorded in 2016 on the long-lived assets of CW-Bali.

Revenues generated by our retail water operations were \$23,505,619 in 2016 as compared to \$23,254,757 in 2015. The volume of water sold by our Cayman Water retail operations increased by 12% from 2015 to 2016 which served to offset (i) lower energy costs, which reduced the energy component of the rates we charge to our Cayman Water customers by \$818,771 from 2015; (ii) a reduction in Cayman Water base rates in the first quarter of 2016 of 4.4% from 2015; and (iii) a decrease in sales for CW-Bali of approximately \$277,000.

Retail segment gross profit was \$13,211,321 (56% of retail revenues) and \$12,710,785 (55% of retail revenues) for 2016 and 2015, respectively.

Consistent with prior periods, we record all non-direct G&A expenses in our retail segment and do not allocate any of these non-direct expenses to our other two business segments. Retail G&A expenses for 2016 and 2015 remained relatively consistent at \$11,460,165 and \$11,095,349, respectively.

CW-Bali owns and operates a seawater reverse osmosis plant with a productive capacity of approximately 790,000 gallons per day located in Nusa Dua, one of the primary tourist areas of Bali, Indonesia. The revenues we generated from this plant amounted to \$91,311 and \$368,012 for 2016 and 2015, respectively. CW-Bali's operating loss was approximately (\$2,744,000) for 2016 as we recorded an impairment loss of \$2.0 million for the quarter ended September 30, 2016 to reduce the carrying value of CW-Bali's long-lived assets to their estimated fair value. CW-Bali's operating loss was approximately (\$484,000) for 2015. See further discussion of this subsidiary at Item 7. - "Material Commitments, Expenditures and Contingencies - *CW-Bali*."

Bulk Segment:

The bulk segment contributed \$8,413,644 and \$8,613,523 to our income from operations for 2016 and 2015, respectively.

Bulk segment revenues were \$29,647,034 and \$31,854,255 for 2016 and 2015, respectively. The decrease in bulk revenues from 2015 to 2016 is attributable to our Bahamas and Cayman operations, which generated approximately \$1,507,000 and \$893,000 less in revenues, respectively, in 2016 than in 2015 due to a significant decrease in the prices of diesel fuel and electricity from 2015 to 2016, which reduced the pass-through energy component of our bulk water rates.

Gross profit for our bulk segment was \$10,158,484 and \$10,219,466 for 2016 and 2015, respectively. Gross profit as a percentage of bulk revenues increased to approximately 34% in 2016 as compared to 32% in 2015 due to the reduced energy prices, as energy expense for our bulk operations was approximately \$2,048,000 less in 2016 than in 2015.

Bulk segment G&A expenses were \$1,744,840 and \$1,605,943 for 2016 and 2015, respectively. The slight increase in bulk G&A expenses in 2016 is attributable to a \$175,467 increase in bank charges incurred by CW Bahamas attributable to incremental cash transfers from the Bahamas to our Cayman Islands headquarters.

Services Segment:

The comparability of the services segment's results from 2015 to 2016 is significantly impacted by the inclusion of Aerex's results of operations subsequent to our acquisition of a 51% ownership interest in this company in February 2016.

The services segment incurred losses from operations of (\$6,341,498) and (\$1,760,895) for 2016 and 2015, respectively.

Services segment revenues were \$4,723,054 and \$2,007,190 for 2016 and 2015, respectively. Services revenues increased in 2016 due to the addition of approximately \$3.9 million of revenues from Aerex in 2016. The increase in service revenues in 2016 from the addition of Aerex was offset by a decrease in revenues recognized on plant construction and refurbishment projects performed for the WAC. Such revenues totaled \$320,296 in 2016 as compared to \$1,478,843 in 2015.

Gross profit for our services segment was \$881,081 and \$377,969 for 2016 and 2015, respectively. The increase in the services segment's gross profit from 2015 to 2016 reflects incremental gross profit generated by Aerex of \$796,450 offset by a decrease of \$293,338 in gross profit generated on plant construction and refurbishment projects.

G&A expenses for the services segment were \$5,472,579 and \$2,138,864 for 2016 and 2015, respectively. The increase in G&A expenses for 2016 as compared to 2015 reflects the incremental G&A expenses of Aerex and an increase of \$1,035,581 in the expenses incurred in connection with the project development activities of our Mexican subsidiaries. Total G&A expenses for Aerex for 2016 were approximately \$2,308,000 and include \$1,320,000 in amortization expenses for the intangible assets arising from our acquisition of Aerex.

Aerex's actual results of operations for the period subsequent to our acquisition of the company on February 11, 2016 fell significantly short of the projected results for this period that were included in the overall cash flow projections we utilized to determine the purchase price for Aerex and the fair values of its assets and liabilities. Based upon currently available information, we believe Aerex's results of operations for fiscal 2017 will also fall short of our purchase price cash flow projections for Aerex. Due to these actual and projected shortfalls in Aerex's results of operations, we tested Aerex's goodwill for possible impairment as of September 30, 2016. As a result of this impairment testing, we determined that the carrying value of our Aerex goodwill exceeded its fair value, and recorded an impairment loss of \$1,750,000 to reduce the carrying value of this goodwill as of September 30, 2016. We may be required to record additional impairment losses to reduce the carrying value of our Aerex goodwill in future periods if we determine it likely that Aerex's results of operations will continue to fall short of our purchase price projections.

Year Ended December 31, 2015 Compared to Year Ended December 31, 2014

Consolidated Results

Net income attributable to Consolidated Water Co. Ltd. common stockholders for 2015 was \$7,518,701 (\$0.51 per share on a fully-diluted basis), as compared to \$6,265,358 (\$0.42 per share on a fully-diluted basis) for 2014.

Total revenues for 2015 decreased to \$57,116,202 from \$65,559,078 in 2014 due to decreases in revenues for all three business segments. Gross profit for 2015 was \$23,308,220 or 41% of total revenues, as compared to \$23,472,100 or 36% of total revenues, for 2014. In 2015 as compared to 2014, gross profit dollars for the retail segment increased slightly but decreased for the bulk segment and the services segment generated a gross profit as opposed to incurring a gross loss. For further discussion of revenues and gross profit for 2015, see the "Results by Segment" analysis that follows.

General and administrative ("G&A") expenses on a consolidated basis were \$14,840,156 and \$17,011,041 for 2015 and 2014, respectively. The decline in consolidated G&A expenses from 2014 to 2015 reflected (i) a decrease in professional fees of almost \$484,000, as we incurred added fees in 2014 for the judicial review conducted in connection with our retail license negotiations; and (ii) a decrease of approximately \$1,534,000 in the project development expenses incurred by NSC, our Mexico subsidiary.

Interest expense decreased to \$269,090 in 2015 from \$488,770 in 2014 as interest expense for 2014 reflected the prepayment premium paid for the early redemption in February 2014 of the remaining outstanding balance on our bonds payable and the amortization of the related bond discount and deferred issuance costs.

As a result of the declining cash flows projected from OC-BVI's Bar Bay contract, we recorded impairment charges aggregating \$1,060,000 and \$860,000 in 2015 and 2014, respectively, to reduce the carrying value of our investment in OC-BVI to its estimated fair value. See further discussion of these impairment charges at Note 8 of Notes to Consolidated Financial Statements.

Other expense increased to \$626,400 for 2015 from \$203,135 for 2014 due to incremental foreign currency losses recorded for CW-Bali of approximately \$223,000.

Results by Segment

Retail Segment:

The retail segment contributed \$1,615,436 and \$1,043,322 to our income from operations for 2015 and 2014, respectively.

Revenues generated by our retail water operations were \$23,254,757 and \$24,104,932 for 2015 and 2014, respectively. The drop in retail revenues in 2015 was attributable to a decrease in electricity prices from 2014 to 2015 that reduced the energy component of our retail water rates.

Retail segment gross profit was \$12,710,785 (55% of retail revenues) and \$12,583,655 (52% of retail revenues) for 2015 and 2014, respectively. The improvement in retail gross profit as a percentage of revenues from 2014 to 2015 was due to energy prices, maintenance expenses and water system losses for 2015 that were less than those for 2014.

Consistent with prior periods, we record all non-direct G&A expenses in our retail segment and do not allocate any of these non-direct costs to our other two business segments. Retail G&A expenses for 2015 and 2014 were \$11,095,349 and \$11,540,333, respectively. G&A expenses declined from 2014 to 2015 principally as a result of a decrease of approximately \$531,000 in professional fees primarily due to incremental legal fees incurred in 2014 for the judicial review conducted in connection with our retail license negotiations.

CW-Bali owns and operates a seawater reverse osmosis plant with a productive capacity of approximately 790,000 gallons per day located in Nusa Dua, one of the primary tourist areas of Bali, Indonesia. We sold approximately 44.0 million and 54.0 million gallons of water from this plant during 2015 and 2014, respectively. As of December 31, 2015, capitalized costs for this plant reflected on our consolidated balance sheet were approximately \$3.0 million. The revenues we generated from this plant amounted to approximately \$368,000 and \$472,000 for 2015 and 2014, respectively. CW-Bali's operating losses were approximately (\$484,000) and (\$458,000) for 2015 and 2014, respectively.

Bulk Segment:

The bulk segment contributed \$8,613,523 and \$9,610,071 to our income from operations for 2015 and 2014, respectively.

Bulk segment revenues were \$31,854,255 and \$39,201,011 for 2015 and 2014, respectively. The decrease in bulk revenues from 2014 to 2015 was principally attributable to our Bahamas and Cayman operations, whose revenues decreased by approximately \$5,641,000 and \$1,532,000, respectively. The 2015 revenue decrease for our bulk operations resulted from significant decreases in the prices of diesel fuel and electricity from 2014 to 2015 that reduced the energy component of our bulk water rates, declines of 13% and 3% in the volumes of water sold by our Bahamas and Cayman operations, respectively, a reallocation of production to the Red Gate plant from the North Sound plant while the North Sound plant was being refurbished, and a reduction in rates charged for water produced from the North Sound Plant under the terms of the two-year operating agreement extension. These lower volumes of water sold by our bulk operations in 2015 reflected (i) the continuing water conservation and loss mitigation efforts of the Water and Sewerage Corporation of the Bahamas; and (ii) a decrease in purchases by the WAC.

Gross profit for our bulk segment was \$10,219,466 and \$11,215,570 for 2015 and 2014, respectively. Gross profit as a percentage of bulk revenues was approximately 32% for 2015 and 29% for 2014. Total gross profit dollars decreased in 2015 due to maintenance and repairs expenses that exceeded those for 2014 by approximately \$363,000 and the lower revenues generated in 2015.

Bulk segment G&A expenses remained consistent at \$1,605,943 and \$1,605,499 for 2015 and 2014, respectively.

Services Segment:

The services segment incurred losses from operations of (\$1,760,895) and (\$4,192,334) for 2015 and 2014, respectively.

Services segment revenues were \$2,007,190 and \$2,253,135 for 2015 and 2014, respectively. Services revenues decreased in 2015 due to a decline in procurement services fees of approximately \$221,000.

The services segment generated a gross profit of \$377,969 in 2015 as opposed to a gross loss in 2014 of (\$327,125), as a result of improved gross profit margins for our construction activities.

G&A expenses for the services segment were \$2,138,864 and \$3,865,209 for 2015 and 2014, respectively. The decrease in G&A expenses for 2015 as compared to 2014 reflected a decrease of approximately \$1,534,000 in the project development expenses incurred by NSC, our Mexican subsidiary.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity Position

Our projected liquidity requirements for 2017 include capital expenditures for our existing operations of approximately \$9.4 million, approximately \$882,000 for notes payable and approximately \$1.2 million for NSC's project development activities. Our liquidity requirements for 2017 may also include quarterly dividends, if such dividends are declared by our Board. Our dividend payments amounted to approximately \$4.6 million for the year ended December 31, 2016.

In February 2016, we purchased 51% of the equity ownership of Aerex, a U.S. original equipment manufacturer and service provider of a wide range of products and services applicable to municipal and industrial water treatment, for \$7.7 million in cash.

Immediately following our acquisition of 51% of the ownership interest in Aerex, we and the former sole shareholder of Aerex loaned Aerex \$510,000 and \$490,000, respectively, in the form of notes payable which mature on June 30, 2017 and bear interest at 1% per annum. In February 2017, we and the former sole shareholder of Aerex loaned Aerex an additional \$408,000 and \$392,000, respectively, in the form of notes payable which mature on September 30, 2017 and bear interest at 1% per annum.

As of December 31, 2016, we had cash and cash equivalents of approximately \$39.3 million and working capital of approximately \$54.2 million. We are not presently aware of anything that would lead us to believe that we will not have sufficient liquidity to meet our needs for 2017 and thereafter.

Discussion of Cash Flows for the Year Ended December 31, 2016

Our cash and cash equivalents decreased to \$39,254,116 as of December 31, 2016 from \$44,792,734 as of December 31, 2015.

Cash Flows from Operating Activities

Our operating activities provided net cash of approximately \$7.8 million. This net cash provided reflects net income generated for the year of approximately \$2.8 million as adjusted for (i) various items included in the determination of net income that do not affect cash flows during the year; and (ii) changes in the other components of working capital. The more significant of such items and changes in working capital components included depreciation and amortization of approximately \$7.4 million, a net increase in accounts receivable of approximately \$5.9 million, and non-cash impairment losses aggregating approximately \$4.7 million.

Cash Flows from Investing Activities

Net cash used in our investing activities was approximately \$2.8 million. In February 2016, we acquired a 51% ownership interest in Aerex through a stock purchase agreement for an aggregate purchase price of approximately \$7.7 million in cash. We purchased property plant and equipment and expended funds on construction in progress in the normal course of business in the aggregate of amount of approximately \$3.5 million. We received approximately \$5.6 million upon the maturity of a certificate of deposit. We collected approximately \$1.8 million in principal repayments on our loans receivable from the WAC. As a result of a favorable ruling by a Mexico appellate court in February 2016, we also obtained the release of approximately \$399,000 in cash that had been restricted and pledged as collateral for a letter of credit at December 31, 2015.

Cash Flows from Financing Activities

Our financing activities used approximately \$10.6 million in net cash as we paid dividends of approximately \$4.6 million and repaid a \$7.0 million demand note payable. We also obtained a \$490,000 working capital loan from Aerex's prior sole stockholder that matures on June 30, 2017.

Material Commitments, Expenditures and Contingencies

Renewal of Retail License

We sell water through our retail operations under a license issued in July 1990 by the Cayman Islands government that grants Cayman Water the exclusive right to provide potable water to customers within its licensed service area. As discussed below, this license was set to expire in July 2010 but has since been extended while negotiations for a new license take place. Pursuant to the license, Cayman Water has the exclusive right to produce potable water and distribute it by pipeline to its licensed service area, which consists of two of the three most populated areas of Grand Cayman, the Seven Mile Beach and West Bay areas. For the years ended December 31, 2016, 2015 and 2014, the Company generated approximately 40%, 40% and 36%, respectively, of its consolidated revenues and 56%, 56% and 54%, respectively, of its consolidated gross profit from the retail water operations conducted pursuant to Cayman Water's exclusive license.

Under the license, Cayman Water pays a royalty to the government of 7.5% of its gross retail water sales revenues (excluding energy cost adjustments). The selling prices of water sold to its customers are determined by the license and vary depending upon the type and location of the customer and the monthly volume of water purchased. The license provides for an automatic adjustment for inflation or deflation on an annual basis, subject to temporary limited exceptions, and an automatic adjustment for the cost of electricity on a monthly basis. The Water Authority-Cayman (the "WAC"), on behalf of the government, reviews and confirms the calculations of the price adjustments for inflation and electricity costs. If Cayman Water wants to adjust its prices for any reason other than inflation or electricity costs, Cayman Water has to request prior approval of the Cabinet of the Cayman Islands government. Disputes regarding price adjustments would be referred to arbitration.

The license was originally scheduled to expire in July 2010 but has been extended several times by the Cayman Islands government in order to provide the parties with additional time to negotiate the terms of a new license agreement. The most recent extension of the license expired on June 30, 2016. We continue to provide water subsequent to June 30, 2016 on the assumption that the license has been further extended to allow the parties to continue negotiations without interruption to an essential service.

The Cayman Islands government could ultimately offer a third party a license to service some or all of Cayman Water's present service area. However, as set forth in the existing license, *"the Governor hereby agrees that upon the expiry of the term of this Licence or any extension thereof, he will not grant a licence or franchise to any other person or company for the processing, distribution, sale and supply of water within the Licence Area without having first offered such a licence or franchise to the Company on terms no less favourable than the terms offered to such other person or company."*

In February 2011, the Water (Production and Supply) Law, 2011 and the Water Authority (Amendment) Law, 2011 (the "New Laws") were published and enacted. Under the New Laws, the WAC will issue any new license, and such

new license could include a rate of return on invested capital model, as discussed in the following paragraph.

Following the enactment of the New Laws, we were advised in correspondence from the Cayman Islands government and the WAC that: (i) the WAC, and not the Cayman Islands government, is the principal negotiator in these license negotiations; and (ii) the WAC has determined that a rate of return on invested capital model (“RCAM”) for the retail license is in the best interest of the public and Cayman Water’s customers. RCAM is the rate model currently utilized in the electricity transmission and distribution license granted by the Cayman Islands government to the Caribbean Utilities Company, Ltd. We responded to the Cayman Islands government that we disagreed with the government’s position on these two matters and negotiations for a new license temporarily ceased.

In July 2012, in an effort to resolve several issues relating to our retail license renewal negotiations, we filed an Application for Leave to Apply for Judicial Review (the “Application”) with the Grand Court of the Cayman Islands (the “Court”), seeking declarations that: (i) certain provisions of the New Laws appear to be incompatible and a determination as to how those provisions should be interpreted; (ii) the WAC’s roles as the principal license negotiator, statutory regulator and our competitor put the WAC in a position of hopeless conflict; and (iii) the WAC’s decision to replace the rate structure under our current exclusive license with RCAM was predetermined and unreasonable. The hearing for this judicial review was held in April 2014 and in June 2014 the Court issued its ruling, which was limited to the determination that (i) the renewal of the license does not require a public bidding process; and (ii) the WAC is the proper entity to negotiate with us for the renewal of the license.

In November 2014, we wrote to the Minister of Works offering to recommence license negotiations on the basis of the RCAM model subject to the following conditions: (i) the Government would undertake to amend the current water legislation to provide for an independent regulator and a fair and balanced regulatory regime more consistent with that provided under the electrical utility regulatory regime, (ii) the Government and we would mutually appoint an independent referee and chairman of the negotiations, (iii) our new license would provide exclusivity for the production and provision of all piped water, both potable and non-potable, within our Cayman Islands license area, (iv) the Government would allow us to submit our counter proposal to the WAC’s RCAM license draft, and (v) the principle of subsidization of residential customer rates by commercial customer rates would continue under a new license. In March 2015 we received a letter from the Minister of Works with the following responses to the November 2014 letter: (1) while the Cayman government plans to create a new public utilities commission, the provision of the new retail license will not depend upon the formation of such a commission; (2) any consideration regarding inclusion of the exclusive right to sell non-potable water within the area covered by the retail license will not take place until after the draft license has proceeded through the review process of the negotiations; (3) rather than allow us to submit our counter proposal to the WAC’s RCAM license draft, the WAC will draft the license with the understanding that we will be allowed to propose amendments thereto; (4) the principle of subsidization of residential customer rates by commercial customer rates would continue under the new license; and (5) a request that we consider eliminating our monthly minimum volume charge in the new license.

We recommenced license negotiations with the WAC during the third quarter of 2015 based upon a draft RCAM license provided by the WAC.

In October 2016, the Government of the Cayman Islands passed legislation which created a new utilities regulation and competition office (“OFREG”). OFREG is an independent and accountable regulatory body with a view of protecting the rights of consumers, encouraging affordable utility services, and promoting competition. OFREG has the ability to supervise, monitor and regulate multiple utility undertakings and markets. Water utilities are not presently included in the scope of OFREG’s regulatory functions and remain under the regulatory control of the WAC. However, we were given the opportunity by the Cayman Islands government to comment on four draft legislative bills which are intended to transfer responsibility for economic regulation of the water utility sector from the WAC to OFREG. We have not been advised as to the final form and content of these legislative bills and are therefore presently unable to determine their ultimate impact on our retail license negotiations, however we believe that these bills will be enacted into law within the coming months. OFREG began operations in January 2017, and we have been advised by the WAC that they are presently coordinating with OFREG to transfer responsibility for our license negotiations from the WAC to OFREG. We cannot presently determine the impact of OFREG or the pending legislative bills on our retail license negotiations.

We are presently unable to determine what impact the resolution of our retail license negotiations will have on our cash flows, financial condition or results of operations but such resolution could result in a material reduction of the operating income and cash flows we have historically generated from our retail operations and could require us to record an impairment loss to reduce the carrying value of our goodwill. Such impairment loss could have a material adverse impact on our results of operations.

N.S.C. Agua, S.A. de C.V.

In May 2010, we acquired, through our wholly-owned Netherlands subsidiary, Consolidated Water Cooperatief, U.A., (“CW-Cooperatief”) a 50% interest in N.S.C. Agua, S.A. de C.V. (“NSC”), a development stage Mexican company. We have since purchased, through the conversion of a loan we made to NSC, sufficient shares to raise our ownership interest in NSC to 99.9%. NSC was formed to pursue a project (the “Project”) encompassing the construction, operation and minority ownership of a 100 million gallon per day seawater reverse osmosis desalination plant to be located in northern Baja California, Mexico and accompanying pipelines to deliver water to the Mexican potable water system. As discussed in the paragraphs that follow, during 2015 the scope of the Project was defined by the State of Baja California (the “State”) to consist of a first phase consisting of a 50 million gallons per day plant and a pipeline that connects to the Mexican potable water infrastructure and a second phase consisting of an additional 50 million gallons of production capacity.

Since its inception, NSC has engaged engineering groups with extensive regional and/or technical experience to prepare preliminary designs and cost estimates for the desalination plant and the proposed pipeline and prepare the environmental impact studies for local, state and federal regulatory agencies, and has also acquired the land, performed pilot plant and feed water source testing and evaluated financing alternatives for the Project.

Through a series of transactions completed in 2012-2014, NSC purchased 20.1 hectares of land on which the proposed Project's plant would be constructed for an aggregate price of approximately \$20.6 million.

In 2012, NSC entered into a lease with an effective term of 20 years from the date of full operation of the desalination plant with the Comisión Federal de Electricidad for approximately 5,000 square meters of land on which it plans to construct the water intake and discharge works for the plant. The amounts due on this lease are payable in Mexican pesos at an amount that is currently equivalent to approximately \$20,000 per month. This lease may be cancelled by NSC should NSC ultimately not proceed with the Project.

In August 2014, the State enacted new legislation to regulate Public-Private Association projects which involve the type of long-term contract between a public sector authority and a private party that NSC is seeking to complete the Project. Pursuant to this new legislation, on January 4, 2015, NSC submitted an expression of interest for its project to the Secretary of Infrastructure and Urban Development of the State of Baja California ("SIDUE"). SIDUE accepted NSC's expression of interest and requested that NSC submit a detailed proposal for the Project that complies with requirements of the new legislation. NSC submitted this detailed proposal (the "APP Proposal") to SIDUE in late March 2015. The new legislation required that such proposal be evaluated by SIDUE and submitted to the Public-Private Association Projects State Committee (the "APP Committee") for review and authorization. If the Project was authorized the State would be required to conduct a public tender for the Project.

In response to its APP Proposal, in September 2015 NSC received a letter dated June 30, 2015 from the Director General of the Comisión Estatal de Agua de Baja California ("CEA"), the State agency with responsibility for the Project, stating that (i) the Project is in the public interest with high social benefits and is consistent with the objectives of the State development plan and (ii) that the Project and accompanying required public tender process should be conducted. In November 2015, the State officially commenced the tender for the Project, the scope of which the State has defined as a first phase to be operational in 2019 consisting of a 50 million gallons per day plant and a pipeline that connects to the Mexican potable water infrastructure and a second phase to be operational in 2024 consisting of an additional 50 million gallons per day of production capacity. A consortium comprised of NSC, NuWater S.A.P.I. de C.V. and Degremont S.A. de C.V. (the "Consortium") submitted its tender for the Project on the April 21, 2016 tender submission deadline date set by the State.

We have acknowledged since the inception of the Project that, due to the amount of capital the Project requires, NSC will ultimately need an equity partner or partners for the Project. Consequently, NSC's tender to the State for the

Project was based upon the following: (i) NSC will sell or otherwise transfer the land and other Project assets to a new company (“Newco”) that would build and own the Project; (ii) NSC’s potential partners would provide the majority of the equity for the Project and thereby would own the majority interest in Newco; (iii) NSC would maintain a minority ownership position in Newco; and (iv) Newco would enter into a long-term management and technical services contract for the Project with an entity partially owned by NSC or another Company subsidiary.

On June 15, 2016, the State designated the Consortium as the winner of tender process for the Project.

On August 17, 2016, NSC and NuWater incorporated a special purpose project company named Aguas de Rosarito S.A.P.I. de C.V. (“AdR”) to execute the Project and executed a shareholders agreement for AdR agreeing among other things that (i) AdR would purchase the land and other Project assets from NSC on the date that the Project begins commercial operation; and (ii) AdR would enter into a Management and Technical Services Agreement with NSC effective on the first day that the Project begins commercial operation. As of December 31, 2016, NSC owned 99.6% of AdR.

On August 22, 2016, the Public Private Partnership Agreement for public private partnership number 002/2015, contest number SIDUE-CEA-APP-2015-002 (“APP Contract”) was executed between AdR, CEA, the Government of Baja California represented by the Secretary of Planning and Finance (“SPF”), and the Public Utilities Commission of Tijuana (“CESPT”). The APP Contract requires AdR to design, construct, finance and operate a seawater desalination plant (and accompanying aqueducts) with a capacity of up to 100 million gallons per day in two phases: the first with a capacity of 50 million gallons per day and an aqueduct to the Mexican potable water system in Tijuana, Baja California; and the second phase with a capacity of 50 million gallons per day and an aqueduct to a second delivery point in Tijuana. The first phase must be operational within 36 months of commencing construction, and the second phase must be operational by the end of 2024. The APP Contract further requires AdR to operate and maintain the plant and aqueducts for a period of 37 years starting from the commencement of operation of the first phase. At the end of the operating period the plant and aqueducts will be transferred to CEA.

The total Project cost is expected to be approximately 9 billion Mexican pesos, or approximately US\$463 million (based upon the currency exchange rate as of March 10, 2017). Annual revenues from the Project are expected to be approximately 1.02 billion Mexican pesos, or approximately US\$52 million (based upon the currency exchange rate as of March 10, 2017). Water rates under the APP Contract are indexed to the Mexican national consumer price index over its term. Electrical energy costs incurred by AdR to desalinate and deliver water are treated as a pass through charge to CEA, subject to efficiency guarantees. AdR expects to raise Mexican peso denominated debt financing through a consortium led by the North American Development Bank, which also provided financial advisory services to the consortium through the bidding process and contract negotiations.

The APP Contract does not become effective until the following conditions are met:

the State has established and registered various payment trusts, guaranties and bank credit lines for specific use by the Project;

the CEA has obtained the rights from the relevant federal authority to take and desalinate seawater and distribute it for municipal use;

various water purchase and sale agreements between the CEA, the payment trusts and the CESPT have been executed;

AdR has obtained all rights of ways required for the aqueduct;

AdR has obtained permission from the relevant federal authority to discharge the residual water from the Project's desalination plant; and

all equity and debt financing agreements necessary to provide the funding to AdR for the first phase of the Project have been executed.

Both the exchange rate for the Mexico peso relative to the dollar and general macroeconomic conditions in Mexico have declined since the U.S. Presidential election in November 2016. These changes have adversely impacted the estimated construction, operating, and financing costs for the Project. The APP Contract and the APP Law allow for the parties to negotiate (but do not guarantee) modifications to the water tariff in the event of such significant macroeconomic condition changes. On February 10, 2017, AdR submitted proposals to the CEA requesting an increase to the water tariff to compensate for changes in foreign exchange rates, lending rates and certain changes in law which have impacted the Project. If AdR is unable to obtain this requested increase in the water tariff it may be unable to obtain the debt and equity financing required for the Project. We are currently unable to say whether or not such water tariff increase will be approved.

If AdR is ultimately unable to proceed with the Project, the land NSC has purchased may lose its strategic importance as the site for the Project and consequently may decline in value. If AdR does not proceed with the Project, NSC may ultimately be unable to sell this land for an amount equal to or in excess of its current carrying value of approximately \$20.6 million, and any loss on sale of the land, or impairment loss NSC may be required to record as a result of a decrease in the fair value of the land could have a material adverse impact on our results of operations.

Included in our results of operations are general and administrative expenses from NSC and AdR, consisting of organizational, legal, accounting, engineering, consulting and other costs relating to Project development activities. Such expenses amounted to approximately \$3.0 million, \$2.0 million and \$3.7 million for the years ended December 31, 2016, 2015 and 2014, respectively. The assets and liabilities of NSC and AdR included in our consolidated balance sheets amounted to approximately \$23.3 million and \$221,000, respectively, as of December 31, 2016 and approximately \$22.0 million and \$488,000 respectively, as of December 31, 2015.

We expect to incur additional project development costs on behalf of NSC and AdR during 2017.

Immediately following CW-Cooperatief's acquisition of its initial 50% ownership in NSC, the remaining 50% ownership interest in NSC was held by an unrelated company, Norte Sur Agua, S. de R.L. de C.V. ("NSA"). NSA subsequently transferred ownership of half of its shares in NSC to EWG Water LLC ("EWG") and the other half of its shares in NSC to Alejandro de la Vega (the "individual shareholder"). In February 2012, we paid \$300,000 to enter into an agreement (the "Option Agreement") that provided us with an option, exercisable through February 7, 2014, to purchase the shares of NSC owned by the individual shareholder, along with an immediate power of attorney to vote those shares, for \$1.0 million. Such shares constituted 25% of the ownership of NSC as of February 2012. In May 2013, NSC repaid a \$5.7 million loan payable to CW-Cooperatief by issuing additional shares of its stock. As a result of this share issuance to CW-Cooperatief, we acquired 99.9% of the ownership of NSC. The Option Agreement contained an anti-dilution provision that required us to issue new shares in NSC of an amount sufficient to maintain the individual shareholder's 25% ownership interest in NSC if (i) any new shares of NSC were issued subsequent to the execution of the Option Agreement and (ii) we did not exercise our share purchase option by February 7, 2014. We exercised our option and paid the \$1.0 million to the individual shareholder to purchase the Option Agreement shares in February 2014.

In October 2015, we learned that EWG has filed a lawsuit against the individual shareholder, NSC, NSA, CW-Cooperatief, Ricardo del Monte Nunez, Carlos Eduardo Ahumada Arruit, Luis de Angitia Becerra, and the Public Registry of Commerce of Tijuana, Baja California in the Civil Court located in Tecate, Baja California, Mexico.

In this lawsuit, EWG is challenging, among other things, the capital investment transactions that increased our ownership interest in NSC to 99.9%. EWG requested that the court, as a preliminary matter: (a) suspend of the effectiveness of the challenged transactions; (b) order of public officials in Mexico to record the pendency of the lawsuit in the public records; and (c) appoint an inspector for NSA and NSC to oversee its commercial activities. The court granted, ex-parte, the preliminary relief sought by EWG, which resulted in the placement of inscriptions for the lawsuit on NSC's public records.

EWG also is seeking an order directing, among other things: (i) NSA, NSC and CW-Cooperatief to refrain from carrying out any transactions with respect to the Project; and (ii) NSA, NSC and CW-Cooperatief, and the partners thereof, to refrain from transferring any interests in NSA, NSC and CW-Cooperatief.

On April 5, 2016, NSC filed a motion for reconsideration with the Tecate, Mexico Court asking, among other things, that the Court; (i) reverse its order to record the pendency of the lawsuit in the public records; (ii) cancel the appointment of the inspector; and (iii) allow NSC to provide a counter-guarantee to suspend the effects of the Court's order regarding the challenged transactions. On April 26, 2016, the Tecate, Mexico Court issued an interlocutory judgment (i) ordering the cancellation of the inscriptions on NSC's public records and (ii) rejecting NSC's motion for cancellation of the appointment of the inspector.

On April 26, 2016, NSC filed a full answer to EWG's claims, rejecting every claim made by EWG. The Court's response on this matter is pending.

On May 17, 2016, NSC filed a claim with the Third District Court in Matters of Amparo and Federal Trials in the City of Tijuana, Baja California (the "Amparo Court") challenging the Tecate, Mexico Court ex-parte order which appointed an inspector over NSC's commercial activities. On July 29, 2016, the Amparo Court found that such appointment is unconstitutional and reversed the Tecate, Mexico Court's appointment of an inspector.

On September 6, 2016, the Tecate, Mexico Court issued a decree granting the counter guaranty requested by NSC. Such counter-guaranty was fixed in the amount of 300,000 Mexican pesos and was given to the Court on October 13, 2016 at which time all remaining ex-parte restrictions on NSC related to the challenged transactions were suspended.

We believe that the claims made by EWG are baseless and without merit, will vigorously defend NSC and CW-Cooperatief in this litigation, and will seek dismissal of the orders entered by the court and all claims against NSC and CW-Cooperatief. We cannot presently determine the outcome of this litigation. However, such litigation could adversely impact our efforts to complete the Project. We incurred legal fees in connection with this litigation of approximately \$203,000 and \$138,000 for the years ended December 31, 2016 and 2015, respectively.

CW-Bali

Through our subsidiary CW-Bali, we have built and presently operate a seawater reverse osmosis plant with a productive capacity of approximately 790,000 gallons per day located in Nusa Dua, one of the primary tourist areas of

Bali, Indonesia. We built this plant based upon our belief that future water shortages in this area of Bali would eventually enable us to sell all of this plant's production. However, since its inception, our sales volumes for this plant have not been sufficient to cover its operating costs.

In 2015, the Indonesian government passed Regulation 122 which provides a mechanism for governmental regulatory oversight over the utilization of Indonesia's water resources. Under this new regulation, the approval or cooperation of the local government water utility is required for any water supply contracts executed by non-governmental providers after the effective date of the regulation. Consequently CW-Bali will be required to enter into a cooperation agreement with Bali's local government water utility, PDAM, or otherwise obtain PDAM's approval, to supply any new customers.

CW-Bali's target resort customers in Nusa Dua (as do many other parties in Bali) obtain their fresh water primarily from wells on their properties that access the island's underground fresh water aquifer. The continued use of such wells threatens to permanently damage the aquifer making it vulnerable to intrusion by seawater, sewage and pollution. The Bali government has sought to discourage and/or eliminate the use of such wells by threatening to impose substantial taxes on the water drawn from them. Our decision to build a speculative plant in Bali was based upon (i) PDAM's inability to provide water to the various newer and planned resorts in Nusa Dua, resorts that required large quantities of fresh water; (ii) these resorts' apparent interest in securing a new water supply given their eventual reduced access to fresh water wells due to governmental taxation, other regulatory actions or eventual contamination of the aquifer; and (iii) desalination as the only viable new means of supplying large amounts of fresh water to Nusa Dua in a reasonable time frame. We believed the resorts would utilize CW-Bali as a much higher quality, drought-proof, environmentally safe water supply and reduce or eliminate their dependence on wells and/or trucked water. However, no taxes have yet been assessed or governmental regulatory actions taken to discourage or end the use of fresh water wells. Economic conditions in Bali have declined significantly since CW-Bali commenced operations and, to date, the resorts in Nusa Dua have not elected to replace or supplement their much less expensive well water with CW-Bali's alternative supply. A few of these target customers have installed their own small scale desalination plants. CW-Bali's sales have been inadequate to cover its costs and we have incurred operating losses for this subsidiary since its inception.

In late 2015, we decided to seek a strategic partner for CW-Bali to (i) purchase a major portion of its equity ownership in CW-Bali; (ii) lead CW-Bali's sales and marketing efforts; (iii) liaise with PDAM; and (iv) assist with CW-Bali's on-going funding requirements. While we have held discussions and exchanged information with potential partners, we have not yet received an offer for an investment in, a purchase of, or a joint venture for CW-Bali on terms we consider acceptable.

While we continue to believe that desalination will play a major part in addressing the long term water supply needs of CW-Bali's target market in Nusa Dua and Bali in general, the time frame for the widespread market adoption of such technology will likely be significantly longer than we anticipated when we decided to commence business in Bali. Consequently, effective for the three months ended September 30, 2016, we reassessed the prospects for CW-Bali in light of (i) its results to date; (ii) current circumstances and the uncertainties impacting the business; and (iii) its on-going funding requirements and our willingness to continue to provide such funding, and tested CW-Bali's long-lived assets for possible impairment. To test for impairment, we estimated the future undiscounted cash flows CW-Bali will receive from its plant by (i) identifying various possible future scenarios for the business; (ii) estimating the undiscounted future cash flows associated with each possible scenario; and (iii) assigning a probability to each scenario. The resulting probability-weighted sum represents our best estimate of the future undiscounted cash flows to be derived by CW-Bali from its long-lived desalination plant assets. The carrying value of our Bali long-lived assets exceeded our probability-weighted estimate of CW-Bali's future undiscounted cash flows which indicated impairment of these assets, and we recorded an impairment loss of \$2.0 million for the three months ended September 30, 2016 to reduce the carrying value of our long-lived CW-Bali assets to their estimated fair value.

If in the coming months we are not able to obtain a strategic partner for CW-Bali, sell water to PDAM or to other new customers through a cooperation agreement, or otherwise significantly increase the revenues generated by our Nusa Dua plant, we may cease CW-Bali's operations. If we cease operations at CW-Bali, we may be required to record further impairment losses to reduce the carrying value of our investment in CW-Bali for the period in which we formally commit to exit the Bali market. Such impairment losses could equal the carrying value of our investment in CW-Bali and could have a material adverse impact on our results of operations. Any sale of a portion of our investment in CW-Bali may be for an amount less than our carrying amount, resulting in a loss on the sale that could have an adverse impact on our results of operations. The carrying value of our investment in CW-Bali as of December 31, 2016 totaled \$1.8 million, consisting of net assets of \$1.2 million and a cumulative foreign currency translation adjustment reflected in our stockholders' equity of \$549,555.

We anticipated at the time CW-Bali commenced operations that CW-Bali's revenues, expenditures, and other cash flows would be conducted primarily in the local currency, the Indonesian rupiah (IDR). We expected that financial support we provided to CW-Bali would not extend beyond CW-Bali's start-up phase, and that thereafter CW-Bali would generate positive net cash flows from its operations and thus remain relatively self-contained and integrated within the economic environment of Bali, Indonesia. As a result, since inception of its operations through September 30, 2016, the functional currency of CW-Bali was the IDR.

However, since its inception CW-Bali has been dependent upon on-going financial support in U.S dollars (US\$) to continue its operations. We expect such funding to continue until such time, if ever, that CW-Bali generates sufficient revenues to support its operations, or is able to obtain a strategic partner to assist with its on-going funding requirements, or ceases operations. Consequently, effective as of October 1, 2016, we changed the functional currency of CW-Bali to US\$.

During the periods for which IDR was CW-Bali's functional currency, we recorded foreign currency gains and losses arising from CW-Bali's transactions conducted in currencies other than the IDR. Such foreign currency gains and losses included amounts associated with (i) transactions denominated in currencies other than the IDR and (ii) the re-measurement of monetary assets and liabilities denominated in currencies other than the IDR as of the balance sheet date. CW-Bali's monetary assets and liabilities denominated in currencies other than the IDR consist of US\$-denominated bank accounts and US\$-denominated loans we provided to CW-Bali. Such foreign currency transaction gains (losses) were included in income and amounted to approximately \$201,000, \$(345,936) and \$(123,327) for the years ended December 31, 2016, 2015 and 2014, respectively. After the re-measurement process of monetary assets and liabilities was completed, the assets and liabilities of CW-Bali were translated into US\$ using exchange rates in effect at the end of each period. Revenues and expenses for CW-Bali were translated using rates that approximated those in effect during the period. The effect of these foreign currency translations was recognized in the cumulative translation adjustment included in our stockholders' equity, which amounted to (\$549,555) as of September 30 and December 31 of 2016 and (\$533,365) as of December 31, 2015.

This change in functional currency will be applied on a prospective basis, and therefore, the cumulative translation adjustment of (\$549,555) will remain unchanged until such time that the CW-Bali is no longer dependent on US\$ funding to support its operations, we sell all or a portion of our equity interest in CW-Bali, or we discontinue CW-Bali's operations. Translated amounts for non-monetary assets as of September 30, 2016 became the new accounting basis for those assets effective October 1, 2016. Monetary assets denominated in foreign currencies, including the IDR, will be re-measured to US\$ at the current exchange rate as of the balance sheet date going forward. We anticipate that the likely effect of this change in functional currency will result in future foreign currency gains and losses that pertain to (i) transactions denominated in IDR and (ii) foreign currency re-measurements associated with monetary assets and liabilities denominated in IDR. As of December 31, 2016, such balances include IDR-denominated cash, and accounts payable, which amounted to approximately \$28,000, and \$7,000, respectively, based upon the exchange rate between the IDR and US\$ as of that date. Based on this change in functional currency, our US\$-denominated loans to CW-Bali will not be subject to further re-measurement adjustments.

CW-Belize

By Statutory Instrument No. 81 of 2009, the Minister of Public Utilities of the government of Belize published an order, the Public Utility Provider Class Declaration Order, 2009 (the "Order"), which as of May 1, 2009 designated CW-Belize as a public utility provider under the laws of Belize. With this designation, the Public Utilities Commission of Belize (the "PUC") has the authority to set the rates charged by CW-Belize and to otherwise regulate its activities. On November 1, 2010, CW-Belize received a formal complaint from the PUC alleging that CW-Belize was operating without a license under the terms of the Water Industry Act. CW-Belize applied for this license in December 2010. On July 29, 2011, the PUC issued the San Pedro Public Water Supply Quality and Security Complaint Order (the "Second Order") which among other things requires that (i) CW-Belize and its customer jointly make a submission to the responsible Minister requesting that the area surrounding CW-Belize's seawater abstraction wells be designated a forest reserve or national park and be designated a Controlled Area under section 58 of the Water Industry Act, (ii) CW-Belize submit an operations manual for CW-Belize's desalination plant to the PUC for approval, (iii) CW-Belize and its customer modify the water supply agreement between the parties to (a) include new water quality parameters included in the Order and (b) cap the current exclusive water supply arrangement in the agreement at a maximum of 450,000 gallons per day, (iv) CW-Belize keep a minimum number of replacement seawater RO membranes in stock at all times and (v) CW-Belize take possession of and reimburse the PUC for certain equipment which the PUC purchased from a third-party in late 2010. CW-Belize has applied for declaratory judgment and has been granted a

temporary injunction to stay the enforcement of the Second Order by the PUC until such time as the Belize courts could hear the matter. The initial hearing on this matter was conducted on October 30 and 31, 2012 with an additional hearing on November 29, 2012. The ruling on this case is pending. We are presently unable to determine what impact the Order and the Second Order will have on our results of operations, financial position or cash flows.

Adoption of New Accounting Standards:

In February 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2015-02, *Consolidation (Topic 810) - Amendments to the Consolidation Analysis*. The amendments in this update require management to reevaluate whether certain legal entities should be consolidated. Specifically, the amendments (1) modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities (“VIEs”) or voting interest entities, (2) eliminate the presumption that a general partner should consolidate a limited partnership, (3) affect the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships, and (4) provide a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds. The amendments in this update are effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. The adoption of ASU 2015-02 did not have a material impact on the Company’s consolidated financial statements.

In April 2015, the FASB issued ASU 2015-03, *Interest-Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*. ASU 2015-03 provides authoritative guidance related to the presentation of debt issuance costs on the balance sheet, requiring companies to present debt issuance costs as a direct deduction from the carrying value of debt. The amendments in this update are effective for public business entities in fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. The new guidance must be applied retrospectively to each prior period presented. The adoption of ASU 2015-03 did not have a material impact on the Company’s consolidated financial statements.

In August 2015, the FASB issued ASU 2015-15, *Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements*, which clarifies the treatment of debt issuance costs from line-of-credit arrangements after adoption of ASU 2015-03. The SEC Staff announced they would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. The amendment requires retrospective application and represents a change in accounting principle. The amendment becomes effective in fiscal years beginning after December 15, 2015. The adoption of ASU 2015-15 did not have a material impact on the Company’s consolidated financial statements.

In September 2015, the FASB issued ASU 2015-16, *Business Combinations: Simplifying the Accounting for Measurement-Period Adjustments*, which requires an acquirer to recognize adjustments identified during the measurement period in the reporting period in which the adjustment amounts are determined. The adjustment must include the cumulative effect of the adjustment as if the accounting had been completed on the acquisition date. The update should be applied prospectively and becomes effective January 1, 2016. Early application is permitted. The adoption of ASU 2015-16 did not have a material impact on the Company’s consolidated financial statements.

Effect of newly issued but not yet effective accounting standards:

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers*. ASU 2014-09 requires revenue recognition to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 prescribes a five step framework in accounting for revenues from contracts within its scope, including (a) identification of the contract, (b) identification of the performance obligations under the contract, (c) determination of the transaction price, (d) allocation of the transaction price to the identified performance obligations and (e) recognition of revenues as the identified performance obligations are satisfied. ASU 2014-09 also prescribes additional disclosures and financial statement presentations. ASU 2014-09 may be adopted retrospectively or under a modified retrospective method where the cumulative effect is recognized at the date of initial application. This amendment was originally effective January 1, 2017. In August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, which defers the effective date by one year to January 1, 2018. Early application is permitted but not before January 1, 2017.

In March 2016, the FASB issued ASU 2016-08, *Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*, that amends the principal versus agent guidance in ASU 2014-09. ASU 2016-08 clarifies that the analysis must focus on whether the entity has control of the goods or services before they are transferred to the customer. ASU 2016-08 also provides additional guidance about how to apply the control principle when services are provided and when goods or services are combined with other goods or services.

In April 2016, the FASB issued ASU 2016-10, *Identifying Performance Obligations and Licensing*, that amends the revenue guidance in ASU 2014-09 on identifying performance obligations and accounting for licenses of intellectual property. ASU 2016-10 changed the FASB's previous proposals on renewals of right-to-use licenses and contractual restrictions. The effective date of the standard for the Company will coincide with ASU 2014-09 during the first quarter 2018.

In May 2016, the FASB issued ASU 2016-11, *Revenue Recognition (Topic 605) and Derivatives and Hedging (Topic 815): Rescission of SEC Guidance Because of Accounting Standards Updates 2014-09 and 2014-16 Pursuant to Staff Announcements at the March 3, 2016 EITF Meeting*. ASU 2016-11 rescinds several SEC Staff Announcements that are codified in Topic 605, including, among other items, guidance relating to accounting for shipping and handling fees and freight services.

In May 2016, the FASB issued ASU 2016-12, *Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients*, which clarifies implementation guidance around collectability, sales taxes collected from customers, noncash considerations, contract modifications at transition, and completed contracts at transition.

In December 2016, the FASB issued ASU 2016-20, *Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers*, which amended the guidance on performance obligation disclosures and makes technical corrections and improvements to the new revenue standard. The standard is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period, and permits early adoption on a limited basis. The update permits the use of either the retrospective or cumulative effect transition method.

The effective dates of ASU 2016-08, ASU 2016-10, ASU 2016-11, ASU 2016-12 and ASU 2016-20 are the same as ASU 2015-14 discussed above. The Company is currently evaluating the effect the adoption of these standards will have on the Company's consolidated financial statements.

In July 2015, the FASB issued ASU 2015-11, *Inventory (Topic 330): Simplifying the Measurement of Inventory*. ASU 2015-11 applies to all inventory that is measured using first-in, first-out or average cost. The guidance requires an entity to measure inventory at the lower of cost or net realizable value. ASU 2015-11 is effective prospectively for fiscal years, and for interim periods within those years, beginning after December 15, 2016. Early application is permitted. The adoption of ASU 2015-11 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In November 2015, the FASB issued ASU 2015-17, *Income Taxes (Topic 740), Balance Sheet Classification of Deferred Taxes*. ASU 2015-17 requires net deferred tax assets and liabilities be classified as noncurrent in a classified balance sheet and eliminates the classification between current and noncurrent amounts ASU No. 2015-17 is effective for financial statements issued for annual periods beginning after December 15, 2016 and interim periods within those annual periods. Early adoption is permitted. The adoption of ASU 2015-17 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*, which provides guidance for the recognition, measurement, presentation and disclosure of financial assets and financial liabilities. ASU 2016-01 is effective for fiscal years, and for interim periods within those years, beginning after December 15, 2017 and, for most provisions, is effective using the cumulative-effect transition approach. Early application is permitted for certain provisions. The Company is currently evaluating the effect the adoption of this amendment will have on the Company's consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which provides guidance for accounting for leases. The new guidance requires companies to recognize the assets and liabilities for the rights and obligations created by leased assets. The accounting guidance for lessors will remain relatively largely unchanged. ASU 2016-02 is effective for annual and interim periods beginning after December 15, 2018. Early adoption is permitted. The Company is currently evaluating the effect the adoption of this amendment will have on the Company's consolidated financial statements.

In March 2016, the FASB issued ASU 2016-07, *Investments- Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting*, which eliminates the requirement to apply the equity method of accounting retrospectively when a reporting entity obtains significant influence over a previously held investment. ASU 2016-07 will be effective for the Company's fiscal year beginning January 1, 2017 and subsequent interim periods. The adoption of ASU 2016-07 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In March 2016, the FASB issued ASU 2016-09, *Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*, which simplifies several aspects related to the accounting for share-based payment transactions, including the accounting for income taxes, statutory tax withholding requirements and classification on the statement of cash flows. ASU 2016-09 is effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The adoption of ASU 2016-09 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*, which clarifies how certain cash receipts and payments are presented in the statement of cash flows. ASU 2016-15 is effective for annual periods beginning after December 15, 2017 and early adoption is permitted. The Company is currently evaluating the effect the adoption of this amendment will have on the Company's consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, *Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*, which removes Step 2 of the goodwill impairment test. Goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying 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. ASU 2017-04 should be applied on a prospective basis and is effective for annual periods beginning January 1, 2020. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company is currently evaluating the effect the adoption of this amendment will have on the Company's consolidated financial statements.

Material Expenditures and Commitments

The following table summarizes our contractual obligations as of December 31, 2016:

	Total	2017	2018-2020	2021-2023	2024 and Thereafter
Employment agreements	\$3,167,484	\$1,846,150	\$1,321,334	\$-	\$-
Operating leases	5,399,179	806,279	1,780,678	562,844	2,249,378
Purchase obligations	2,882,113	2,877,113	5,000	-	-
Security deposits	224,827	-	124,827	-	100,000
Total	\$11,673,603	\$5,529,542	\$3,231,839	\$562,844	\$2,349,378

CW-Bahamas and CW-Belize Liquidity Considerations

Transfers of U.S. dollars from CW-Bahamas to our other subsidiaries require authorization in advance from the Central Bank of The Bahamas.

Transfers of U.S. dollars from CW-Belize to our other subsidiaries require authorization in advance from the Central Bank of Belize. Furthermore, weakness in the Belize economy has reduced the amount of U.S. dollars available for transfer by Belize banks, which limited the amount of U.S. dollars we were able to transfer from Belize to our other subsidiaries during 2016. We cannot presently determine when economic conditions in Belize will improve or when we will have an unlimited ability to transfer funds from CW-Belize.

CW-Bahamas Performance Guarantees

Our contract to supply water to the WSC from our Blue Hills plant requires us to guarantee delivery of a minimum quantity of water per week. If we do not meet this minimum, we are required to pay the WSC for the difference between the minimum and actual gallons delivered at a per gallon rate equal to the price per gallon that WSC is currently paying us under the contract. The Blue Hills contract expires in 2032 and requires us to deliver 63.0 million gallons of water each week.

Dividends

- On January 31, 2016, we paid a dividend of \$0.075 to shareholders of record on January 1, 2016.
 - On April 30, 2016, we paid a dividend of \$0.075 to shareholders of record on April 1, 2016.
 - On July 31, 2016, we paid a dividend of \$0.075 to shareholders of record on July 1, 2016.
 - On October 31, 2016, we paid a dividend of \$0.075 to shareholders of record on October 3, 2016.
 - On January 31, 2017, we paid a dividend of \$0.075 to shareholders of record on January 2, 2017.
- On February 14, 2017, our Board declared a dividend of \$0.075 payable on May 1, 2017 to shareholders of record on April 3, 2017.

We have paid dividends to owners of our common shares and redeemable preferred shares since we began declaring dividends in 1985. Our payment of any future cash dividends will depend upon our earnings, financial condition, cash flows, capital requirements and other factors our Board deems relevant in determining the amount and timing of such dividends.

Dividend Reinvestment and Common Stock Purchase Plan.

This program is available to our shareholders, who may reinvest all or a portion of their common cash dividends into shares of common stock at prevailing market prices and may also invest optional cash payments to purchase additional shares at prevailing market prices as part of this program.

Impact of Inflation

Under the terms of our Cayman Islands license and our water sales agreements in The Bahamas, Belize and the British Virgin Islands, our water rates are automatically adjusted for inflation on an annual basis, subject to temporary exceptions. We, therefore, believe that the impact of inflation on our gross profit, measured in consistent dollars, will not be material. However, significant increases in items such as fuel and energy costs could create additional credit risks for us, as our customers' ability to pay our invoices could be adversely affected by such increases.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Credit Risk

We are not exposed to significant credit risk on retail customer accounts in the Cayman Islands as our policy is to cease supply of water to customers whose accounts are more than 45 days overdue. Our primary exposure to credit risk is from accounts receivable arising from bulk water sales to the governments of Belize, The Bahamas, the British Virgin Islands, and the Cayman Islands.

As of December 31, 2016, we had approximately \$3.8 million in loans receivable due from the WAC. These loans are current as to scheduled principal and interest payments.

Interest Rate Risk

We are not exposed to significant interest rate risk as the balance of our note payable is not material to our operations or financial condition.

Foreign Exchange Risk

All of the currencies in our operating areas other than the Mexican peso, Indonesian rupiah (“IDR”) and the euro have been fixed to the dollar for over 20 years and we do not employ a hedging strategy against exchange rate risk associated with our reporting in dollars. If any of these fixed exchange rates becomes a floating exchange rate or if any of the foreign currencies in which we conduct business depreciate significantly against the dollar, our results of operations and financial condition could be adversely affected.

As a result of our foreign operations, we have revenues and expenses, and assets and liabilities that are denominated in foreign currencies that are subject to variable foreign exchange rates. A 10% hypothetical adverse change in foreign exchange rates applied consistently to our financial instruments subject to foreign exchange risk would result in an increase or decrease in our consolidated net income of approximately \$7,000 for the year ended December 31, 2016. A 10% hypothetical adverse change in foreign exchange rates applied variably to our financial instruments subject to foreign exchange risk would result in an increase or decrease in our consolidated net income of approximately \$5,000 for the year ended December 31, 2016.

Although operations generally are conducted in the relevant local currency, we also are subject to foreign exchange transaction exposure when our subsidiaries transact business in a currency other than their own functional currency.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

	Page
CONSOLIDATED WATER CO. LTD.	
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS	
<u>Report of Independent Registered Public Accounting Firm</u>	51
<u>Consolidated Balance Sheets as of December 31, 2016 and 2015</u>	52
<u>Consolidated Statements of Income for the Years Ended December 31, 2016, 2015 and 2014</u>	53
<u>Consolidated Statements of Comprehensive Income (Loss) for the Years Ended December 31, 2016, 2015 and 2014</u>	54
<u>Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2016, 2015 and 2014</u>	55
<u>Consolidated Statements of Cash Flows for the Years Ended December 31, 2016, 2015 and 2014</u>	56
<u>Notes to Consolidated Financial Statements</u>	57
Schedule II, Valuation and Qualifying Accounts, is omitted because the information is included in the financial statements and notes.	
 OCEAN CONVERSION (BVI) LTD.	
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS	
<u>Report of Independent Registered Public Accounting Firm</u>	88
<u>Consolidated Balance Sheets as of December 31, 2016 and 2015</u>	89
<u>Consolidated Statements of Operations for the Years Ended December 31, 2016, 2015 and 2014</u>	90
<u>Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2016, 2015 and 2014</u>	91
<u>Consolidated Statements of Cash Flows for the Years Ended December 31, 2016, 2015 and 2014</u>	92
<u>Notes to Consolidated Financial Statements</u>	93

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders of

Consolidated Water Co. Ltd.

We have audited the accompanying consolidated balance sheets of Consolidated Water Co. Ltd. (the “Company”) as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income (loss), stockholders’ equity and cash flows for each of the years in the three-year period ended December 31, 2016. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Consolidated Water Co. Ltd as of December 31, 2016 and 2015, and the consolidated results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Consolidated Water Co. Ltd.’s internal control over financial reporting as of December 31, 2016, based on the criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013) and our report dated March 16, 2017 expressed an unqualified opinion on the effectiveness of the Company’s internal control over financial reporting.

/s/ Marcum llp

Fort Lauderdale, Florida

March 16, 2017

51

CONSOLIDATED WATER CO. LTD.**CONSOLIDATED BALANCE SHEETS**

	December 31,	
	2016	2015
ASSETS		
Current assets		
Cash and cash equivalents	\$ 39,254,116	\$ 44,792,734
Certificate of deposit	-	5,637,538
Restricted cash	-	428,203
Accounts receivable, net	16,500,798	9,529,016
Inventory	2,305,879	1,918,728
Prepaid expenses and other current assets	1,096,200	1,282,660
Current portion of loans receivable	1,633,588	1,841,851
Costs and estimated earnings in excess of billings	85,211	-
Total current assets	60,875,792	65,430,730
Property, plant and equipment, net	53,084,105	53,743,170
Construction in progress	885,494	1,928,610
Inventory, non-current	4,606,088	4,558,374
Loans receivable	2,135,428	3,769,016
Investment in OC-BVI	4,086,630	4,548,271
Intangible assets, net	5,195,476	771,811
Goodwill	9,784,248	3,499,037
Land held for development	20,558,424	20,558,424
Other assets	2,392,843	2,767,583
Total assets	\$ 163,604,528	\$ 161,575,026
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and other current liabilities	\$ 4,898,908	\$ 4,829,535
Dividends payable	1,187,214	1,177,246
Note payable to related party	490,000	-
Demand loan payable	-	6,958,328
Billings in excess of costs and estimated earnings	102,966	189,985
Total current liabilities	6,679,088	13,155,094
Deferred tax liability	1,915,241	-
Other liabilities	904,827	224,827
Total liabilities	9,499,156	13,379,921
Commitments and contingencies		
Equity		
Consolidated Water Co. Ltd. stockholders' equity	21,135	23,282

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Redeemable preferred stock, \$0.60 par value. Authorized 200,000 shares; issued and outstanding 35,225 and 38,804 shares, respectively		
Class A common stock, \$0.60 par value. Authorized 24,655,000 shares; issued and outstanding 14,871,664 and 14,781,201 shares, respectively	8,922,998	8,868,721
Class B common stock, \$0.60 par value. Authorized 145,000 shares; none issued	-	-
Additional paid-in capital	85,621,033	84,597,349
Retained earnings	51,589,337	52,084,175
Cumulative translation adjustment	(549,555)	(533,365)
Total Consolidated Water Co. Ltd. stockholders' equity	145,604,948	145,040,162
Non-controlling interests	8,500,424	3,154,943
Total equity	154,105,372	148,195,105
Total liabilities and equity	\$ 163,604,528	\$ 161,575,026

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED WATER CO. LTD.**CONSOLIDATED STATEMENTS OF INCOME**

	Year Ended December 31,		
	2016	2015	2014
Retail revenues	\$23,505,619	\$23,254,757	\$24,104,932
Bulk revenues	29,647,034	31,854,255	39,201,011
Services revenues	4,723,054	2,007,190	2,253,135
Total revenues	57,875,707	57,116,202	65,559,078
Cost of retail revenues	10,294,298	10,543,972	11,521,277
Cost of bulk revenues	19,488,550	21,634,789	27,985,441
Cost of services revenues	3,841,973	1,629,221	2,580,260
Total cost of revenues	33,624,821	33,807,982	42,086,978
Gross profit	24,250,886	23,308,220	23,472,100
General and administrative expenses	18,677,584	14,840,156	17,011,041
Impairment loss on long-lived assets	2,000,000	-	-
Impairment of goodwill	1,750,000	-	-
Income from operations	1,823,302	8,468,064	6,461,059
Other income (expense):			
Interest income	609,750	1,013,252	1,440,631
Interest expense	(104,048)	(269,090)	(488,770)
Profit sharing income from OC-BVI	125,550	105,300	111,375
Equity in earnings of OC-BVI	337,809	294,368	303,380
Impairment loss on investment in OC-BVI	(925,000)	(1,060,000)	(860,000)
Unrealized loss on put/call option	(297,000)	-	-
Other	670,893	(626,400)	(203,135)
Other income (expense), net	417,954	(542,570)	303,481
Income before income taxes	2,241,256	7,925,494	6,764,540
Provision for (benefit from) income taxes	(536,057)	-	-
Net income	2,777,313	7,925,494	6,764,540
Income (loss) attributable to non-controlling interests	(1,183,188)	406,793	499,182
Net income attributable to Consolidated Water Co. Ltd. stockholders	\$3,960,501	\$7,518,701	\$6,265,358
Basic earnings per common share attributable to Consolidated Water Co. Ltd. common stockholders	\$0.27	\$0.51	\$0.43
Diluted earnings per common share attributable to Consolidated Water Co. Ltd. common stockholders	\$0.27	\$0.51	\$0.42

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Dividends declared per common share	\$0.30	\$0.30	\$0.30
Weighted average number of common shares used in the determination of:			
Basic earnings per share	14,809,909	14,741,748	14,697,896
Diluted earnings per share	14,944,028	14,827,755	14,764,323

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED WATER CO. LTD.**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

	Year Ended December 31,		
	2016	2015	2014
Net income	\$2,777,313	\$7,925,494	\$6,764,540
Other comprehensive income (loss)			
Foreign currency translation adjustment	(17,042)	(53,660)	(10,953)
Total other comprehensive income (loss)	(17,042)	(53,660)	(10,953)
Comprehensive income (loss)	2,760,271	7,871,834	6,753,587
Comprehensive income (loss) attributable to non-controlling interests	(1,184,040)	404,110	498,634
Comprehensive income attributable to Consolidated Water Co. Ltd. stockholders	\$3,944,311	\$7,467,724	\$6,254,953

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED WATER CO. LTD.**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**

	Redeemable preferred stock		Common stock		Additional paid-in capital	Retained earnings	Cumulative translation adjustment	Non-controlling interests	Total stockholders' equity
	Shares	Dollars	Shares	Dollars					
Balance as of December 31, 2013	37,408	\$22,445	14,686,197	\$8,811,718	\$83,381,387	\$47,155,548	\$(471,983)	\$2,599,258	\$148,895,306
Issue of share capital	5,957	3,574	18,294	10,976	244,787	-	-	-	259,544
Conversion of preferred stock	(4,756)	(2,854)	4,756	2,854	-	-	-	-	-
Buyback of preferred stock	(1,822)	(1,093)	-	-	(12,569)	-	-	-	(13,662)
Net income	-	-	-	-	-	6,265,358	-	499,182	6,764,540
Exercise of options	53	32	6,652	3,991	49,113	-	-	-	53,198
Dividends declared	-	-	-	-	-	(4,420,285)	-	(164,396)	(4,584,681)
Foreign currency translation adjustment	-	-	-	-	-	-	(10,405)	(548)	(10,953)
Stock-based compensation	-	-	-	-	116,574	-	-	-	116,574
Balance as of December 31, 2014	36,840	22,104	14,715,899	8,829,539	83,779,292	49,000,621	(482,388)	2,933,496	\$149,868,373
Issue of share capital	8,615	5,169	10,514	6,308	131,741	-	-	-	141,729
Conversion of preferred stock	(7,195)	(4,317)	7,195	4,317	-	-	-	-	-
Buyback of preferred stock	(748)	(449)	-	-	(5,565)	-	-	-	(6,762)
Net income	-	-	-	-	-	7,518,701	-	406,793	7,925,494
Exercise of options	1,292	775	47,593	28,557	427,431	-	-	-	475,995
Dividends declared	-	-	-	-	-	(4,435,147)	-	(182,663)	(4,617,810)

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Foreign currency translation adjustment	-	-	-	-	-	-	(50,977)	(2,683)	(53,660)
Stock-based compensation	-	-	-	-	264,450	-	-	-	264,450
Balance as of December 31, 2015	38,804	23,282	14,781,201	8,868,721	84,597,349	52,084,175	(533,365)	3,154,943	148,000,000
Issue of share capital	8,421	5,053	25,156	15,094	159,426	-	-	-	178,150
Conversion of preferred stock	(11,558)	(6,935)	11,558	6,935	-	-	-	-	-
Buyback of preferred stock	(1,755)	(1,053)	-	-	(13,001)	-	-	-	(14,809)
Net income	-	-	-	-	-	3,960,501	-	(1,183,188)	2,777,313
Exercise of options	1,313	788	53,749	32,248	535,813	-	-	-	569,603
Dividends declared	-	-	-	-	-	(4,455,339)	-	(182,663)	(4,637,999)
Foreign currency translation adjustment	-	-	-	-	-	-	(16,190)	(852)	(17,042)
Beginning non-controlling interest at fair value	-	-	-	-	-	-	-	6,712,184	6,712,184
Stock-based compensation	-	-	-	-	341,446	-	-	-	341,446
Balance as of December 31, 2016	35,225	\$21,135	14,871,664	\$8,922,998	\$85,621,033	\$51,589,337	\$(549,555)	\$8,500,424	\$154,000,000

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED WATER CO. LTD.**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Year Ended December 31,		
	2016	2015	2014
Cash flows from operating activities			
Net income	\$2,777,313	\$7,925,494	\$6,764,540
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	7,241,915	5,657,580	5,524,359
Amortization of other assets	179,353	179,353	179,353
Amortization of prepaid land lease	19,241	23,014	25,968
Amortization of debt issuance costs	41,672	125,016	170,289
Deferred income tax benefit	(536,057)	-	-
Provision for doubtful accounts	42,553	-	-
Unrealized loss on put/call option	297,000	-	-
Compensation expense relating to stock and stock option grants	521,019	407,668	202,454
Net loss (gain) on disposal of fixed assets	(314,381)	32,566	77,495
Foreign currency transaction adjustment	(172,130)	420,641	107,839
Profit sharing and equity in earnings of OC-BVI	(463,359)	(399,668)	(414,755)
Impairment loss on long-lived assets	2,000,000	-	-
Impairment of goodwill	1,750,000	-	-
Impairment of investment in OC-BVI	925,000	1,060,000	860,000
Change in:			
Accounts receivable and costs and estimated earnings in excess of billings	(5,910,009)	3,402,728	5,988,523
Inventory	(622,724)	(732,588)	(566,928)
Prepaid expenses and other assets	185,401	276,116	423,893
Accounts payable and other liabilities and billings in excess of costs and estimated earnings - construction project	(138,455)	(1,058,134)	(1,158,169)
Net cash provided by operating activities	7,823,352	17,319,786	18,184,861
Cash flows from investing activities			
Purchase of certificate of deposit	-	(5,637,538)	(5,000,000)
Maturity of certificate of deposit	5,637,538	5,000,000	-
Additions to property, plant and equipment and construction in progress	(3,462,150)	(3,113,565)	(3,626,278)
Proceeds from sale of equipment	547,332	10,160	13,620
Distribution of earnings from OC-BVI	-	-	969,600
Acquisition of Aerex, net of cash acquired	(7,742,853)	-	-
Collections on loans receivable	1,841,851	1,726,310	1,691,102
Sale of marketable securities	-	-	8,587,475
Payment for land held for development	-	-	(7,382,858)

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Payment of land purchase obligation	-	-	(10,050,000)
Release/(restriction) of cash balance	398,744	(42,716)	(456,083)
Net cash used in investing activities	(2,779,538)	(2,057,349)	(15,253,422)
Cash flows from financing activities			
Dividends paid to CWCO common shareholders	(4,433,539)	(4,417,534)	(4,407,249)
Dividends paid to non-controlling interests	(182,663)	(201,473)	(164,396)
Dividends paid to CWCO preferred shareholders	(11,831)	(11,881)	(11,528)
Repurchase of redeemable preferred stock	(14,054)	(6,014)	(13,077)
Proceeds received from exercise of stock options	568,849	456,763	52,551
Issuance of note payable to related party	490,000	-	-
Principal repayments of long term debt	-	-	(5,301,327)
Proceeds received from demand loan payable	-	-	10,000,000
Repayments of demand loan payable	(7,000,000)	(2,000,000)	(1,000,000)
Net cash used in financing activities	(10,583,238)	(6,180,139)	(845,026)
Effect of exchange rate changes on cash	806	(3,253)	760
Net increase (decrease) in cash and cash equivalents	(5,538,618)	9,079,045	2,087,173
Cash and cash equivalents at beginning of period	44,792,734	35,713,689	33,626,516
Cash and cash equivalents at end of period	\$39,254,116	\$44,792,734	\$35,713,689

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED WATER CO. LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Principal activity

Consolidated Water Co. Ltd., and its subsidiaries (collectively, the “Company”) use reverse osmosis technology to produce potable water from seawater. The Company processes and supplies water and provides water-related products and services to its customers in the Cayman Islands, Belize, The Bahamas, the British Virgin Islands, the United States and Indonesia. The Company sells water to a variety of customers, including public utilities, commercial and tourist properties, residential properties and government facilities. The base price of water supplied by the Company, and adjustments thereto, are determined by the terms of a retail license and bulk water supply contracts which provide for adjustments based upon the movement in the government price indices specified in the license and contracts as well as monthly adjustments for changes in the cost of energy. The Company also manufactures and services a wide range of products and provides design, engineering, management, operating and other services applicable to desalination, commercial and municipal water production, supply and treatment, and industrial water and wastewater treatment.

2. Accounting policies

Basis of preparation: The consolidated financial statements presented are prepared in accordance with the accounting principles generally accepted in the United States of America.

Use of estimates: The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant items subject to estimates and assumptions include the carrying value of property, plant and equipment, intangible assets, goodwill and the fair value of the Company’s investment in its affiliate. Actual results could differ significantly from such estimates.

Basis of consolidation: The accompanying consolidated financial statements include the accounts of the Company’s (i) wholly-owned subsidiaries, Aquilex, Inc., Cayman Water Company Limited (“Cayman Water”), Consolidated Water

(Belize) Limited (“CW-Belize”), Ocean Conversion (Cayman) Limited (“OC-Cayman”), DesalCo Limited (“DesalCo”), Consolidated Water Cooperatief, U.A. (“CW-Cooperatief”), Consolidated Water U.S. Holdings, Inc. (“CW-Holdings”); and (ii) majority-owned subsidiaries Consolidated Water (Bahamas) Ltd. (“CW-Bahamas”), Aerex Industries, Inc. (“Aerex”), Consolidated Water (Asia) Pte. Limited, PT Consolidated Water Bali (“CW-Bali”), N.S.C. Agua, S.A. de C.V. (“NSC”) and Aguas de Rosarito S.A.P.I. de C.V. (“AdR”). The Company’s investment in its affiliate Ocean Conversion (BVI) Ltd. (“OC-BVI”) is accounted for using the equity method of accounting. All significant intercompany balances and transactions have been eliminated in consolidation.

Foreign currency: The Company’s reporting currency is the United States dollar (“US\$”). The functional currency of the Company and its foreign operating subsidiaries (other than CW-Bali, NSC and CW-Cooperatief) is the currency for each respective country. As discussed in Note 18, the Company changed the functional currency of CW-Bali from the Indonesian rupiah to the US\$ as of October 1, 2016. The functional currency for NSC and CW-Cooperatief is the US\$. The exchange rates for the Cayman Islands dollar, the Belize dollar and the Bahamian dollar are fixed to the US\$. CW-Cooperatief conducts business in US\$ and euros, CW-Bali conducts business in US\$ and Indonesian rupiahs, and NSC conducts business in US\$ and Mexican pesos. The exchange rates for conversion of euros, rupiahs and Mexican pesos into US\$ vary based upon market conditions. Net foreign currency gains (losses) arising from transactions and re-measurements were \$50,299, (\$485,291) and (\$111,409) for the years ended December 31, 2016, 2015 and 2014, respectively, and are included in “Other income (expense) - Other” in the accompanying consolidated statements of income.

Comprehensive income: Comprehensive income (loss) is defined as the change in equity during a period from transactions and other events from non-owner sources. Comprehensive income (loss) is the total of net income and other comprehensive income (loss) which, for the Company, is comprised entirely of foreign currency translation adjustments related to CW-Bali.

Cash and cash equivalents: Cash and cash equivalents consist of demand deposits at banks and highly liquid deposits at banks with an original maturity of three months or less. Cash and cash equivalents as of December 31, 2016 and December 31, 2015 include \$1.0 million and \$13.6 million, respectively, of certificates of deposits with an original maturity of three months or less.

As of December 31, 2016, the Company had deposits in U.S. banks in excess of federally insured limits of approximately \$2.0 million. As of December 31, 2016, the Company held cash in foreign bank accounts of approximately \$40.0 million.

Transfers from the Company’s Bahamas and Belize bank accounts to Company bank accounts in other countries require the approval of the Central Bank of the Bahamas and Belize, respectively. As of December 31, 2016, the equivalent United States dollar cash balances for deposits held in the Bahamas and Belize were approximately \$5.9 million and \$4.9 million, respectively.

Accounts receivable and allowance for doubtful accounts: Accounts receivable are recorded at invoiced amounts based on meter readings or minimum take-or-pay amounts per contractual agreements. The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses in the Company's existing accounts receivable balance. The Company determines the allowance for doubtful accounts based on historical write-off experience and monthly review of delinquent accounts. Past due balances are reviewed individually for collectability and disconnection. Account balances are charged off against the allowance for doubtful accounts after all means of collection have been exhausted and the potential for recovery is considered by management to be remote.

Inventory: Inventory primarily includes consumables stock and spare parts stock that are valued at the lower of cost or net realizable value with cost determined on the first-in, first-out basis. Inventory also includes potable water held in the Company's reservoirs. The carrying amount of the water inventory is the lower of the average cost of producing water during the year or its net realizable value.

Loans receivable: Loans receivable relate to notes receivable from customers arising from the construction and sale of water desalination plants. The allowance for loan losses, if any, is the Company's best estimate of the amount of probable credit losses in the Company's existing loans and is determined on an individual loan basis.

Property, plant and equipment: Property, plant and equipment is stated at cost less accumulated depreciation. Depreciation is calculated using a straight line method with an allowance for estimated residual values. Rates are determined based on the estimated useful lives of the assets as follows:

Buildings	5 to 40 years
Plant and equipment	4 to 40 years
Distribution system	3 to 40 years
Office furniture, fixtures and equipment	3 to 10 years
Vehicles	3 to 10 years
Leasehold improvements	Shorter of 5 years or lease term
Lab equipment	5 to 10 years

Additions to property, plant and equipment are comprised of the cost of the contracted services, direct labor and materials. Assets under construction are recorded as additions to property, plant and equipment upon completion of the projects. Depreciation commences in the month the asset is placed in service.

Long-lived assets: Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. Conditions that would necessitate an impairment assessment include a significant decline in the observable market value of an asset, a significant change in

the extent or manner in which an asset is used, or a significant adverse change that would indicate that the carrying amount of an asset or group of assets is not recoverable. For long-lived assets to be held and used, the Company recognizes an impairment loss only if its carrying amount is not recoverable through its undiscounted cash flows and measures the impairment loss based on the difference between the carrying amount and estimated fair value.

Construction in progress: Interest costs directly attributable to the acquisition and construction of qualifying assets, which are assets that necessarily take a substantial period of time to be ready for their intended use, are added to the cost of those assets until such time as the assets are substantially ready for use. No interest was capitalized during the years ended December 31, 2016, 2015 or 2014.

Goodwill and intangible assets: Goodwill represents the excess cost over the fair value of the assets of an acquired business. Goodwill and intangible assets acquired in a business combination accounted for as a purchase and determined to have an indefinite useful life are not amortized, but are tested for impairment at least annually. Intangible assets with estimable useful lives are amortized over their respective estimated useful lives to their estimated residual values and reviewed periodically for impairment. The Company evaluates the possible impairment of goodwill annually as part of its reporting process for the fourth quarter of each fiscal year. Management identifies the Company's reporting units, which consist of the retail and bulk business segments and Aerex, and determines the carrying value of each reporting unit by assigning the assets and liabilities, including the existing goodwill and intangible assets, to those reporting units. The Company determines the fair value of each reporting unit and compares the fair value to the carrying amount of the reporting unit. To the extent the carrying amount of the reporting unit exceeds the fair value of the reporting unit, the Company is required to perform the second step of the impairment test, as this is an indication that the reporting unit's goodwill may be impaired. In this step, the Company compares the implied fair value of the reporting unit's goodwill with the carrying amount of the reporting unit's goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit to all the assets (recognized and unrecognized) and liabilities of the reporting unit in a manner similar to a purchase price allocation. The residual fair value after this allocation is the implied fair value of the reporting unit's goodwill. If the implied fair value is less than its carrying amount, the impairment loss is recorded.

For the years ended December 31, 2016 and 2015, the Company estimated the fair value of its reporting units by applying the discounted cash flow method, the subject company stock price method, the guideline public company method, and the mergers and acquisitions method.

The discounted cash flow method relied upon seven-year discrete projections of operating results, working capital and capital expenditures, along with a terminal value subsequent to the discrete period. These seven-year projections were based upon historical and anticipated future results, general economic and market conditions, and considered the impact of planned business and operational strategies. The discount rates for the calculations represented the estimated cost of capital for market participants at the time of each analysis. In preparing these seven-year projections for its retail unit, the Company (i) identified possible outcomes of its on-going negotiations with the Cayman Islands government for the renewal of its retail license; (ii) estimated the cash flows associated with each possible outcome; and (iii) assigned a probability to each outcome and associated estimated cash flows. The weighted average estimated cash flows were then summed to determine the overall fair value of the retail unit under this method. The possible outcomes used for the discounted cash flow method for the retail unit included the implementation of a rate of return on invested capital model, the methodology proposed by Cayman Islands government representatives for the new retail license.

The Company also estimated the fair value of each of its reporting units for the years ended December 31, 2016 and 2015 through reference to the quoted market prices for the Company and guideline companies and the market multiples implied by guideline merger and acquisition transactions.

The Company weighted the fair values estimated for each of its reporting units under each method and summed such weighted fair values to estimate the overall fair value for each reporting unit. The respective weightings the Company applied to each method as of December 31, 2016 were consistent with those used as of December 31, 2015 and were as follows:

Method	Retail	Bulk
Discounted cash flow	50 %	50 %
Subject company stock price	30 %	30 %
Guideline public company	10 %	10 %
Mergers and acquisitions	10 %	10 %
	100 %	100 %

The fair values the Company estimated for its retail, bulk and Aerex units exceeded their carrying amounts by 123%, 41% and 26%, respectively, as of December 31, 2016. The fair values the Company estimated for its retail and bulk units exceeded their carrying amounts by 72% and 20%, respectively, as of December 31, 2015.

The Company also performed an analysis reconciling the conclusions of value for its reporting units to its market capitalization at December 31, 2016. This reconciliation resulted in no implied control premium for the Company.

On February 11, 2016, the Company acquired 51% ownership interest in Aerex. In connection with this acquisition the Company recorded goodwill of \$8,035,211. Aerex's actual results of operations subsequent to the Company's acquisition have fallen significantly short of the projected results for this period that were included in the overall cash flow projections the Company utilized to determine the purchase price for Aerex and the fair values of its assets and liabilities. Based upon currently available information, the Company believes Aerex's results of operations for fiscal 2017 will also fall short of its purchase price projections for Aerex. Due to these actual and projected shortfalls in Aerex's results of operations, the Company tested Aerex's goodwill for possible impairment as of September 30, 2016 by estimating its fair value using the discounted cash flow method. As a result of this impairment testing, the Company determined that the carrying value of the Aerex goodwill exceeded its fair value, and recorded an impairment loss of \$1,750,000 for the three months ended September 30, 2016 to reduce the carrying value of this goodwill to \$6,285,211. The Company may be required to record additional impairment losses to reduce the carrying value of its Aerex goodwill in future periods if the Company determines it likely that Aerex's results of operations will continue to fall short of its purchase price projections.

Investments: Investments where the Company does not exercise significant influence over the operating and financial policies of the investee and holds less than 20% of the voting stock are recorded at cost. The Company uses the equity method of accounting for investments in common stock where the Company holds 20% to 50% of the voting stock of the investee and has significant influence over its operating and financial policies but does not meet the criteria for consolidation. The Company recognizes impairment losses on declines in the fair value of the stock of investees that are other than temporary.

Other assets: Under the terms of CW-Bahamas' contract with the Water and Sewerage Corporation of The Bahamas to supply water from its Blue Hills desalination plant, CW-Bahamas was required to reduce the amount of water lost by the public water distribution system on New Providence Island, The Bahamas, over a one year period by 438 million gallons, a requirement CW Bahamas met during 2007. The Company was solely responsible for the engineering, labor and materials costs incurred to effect the reduction in lost water, which were capitalized and are being amortized on a straight-line basis over the original remaining life of the Blue Hills contract. Such costs are included in other assets and aggregated approximately \$3.5 million as of December 31, 2016 and 2015. Accumulated amortization for these costs was approximately \$1.8 million and \$1.6 million as of December 31, 2016 and 2015, respectively.

Other liabilities: Other liabilities consist of security deposits received from large customers as security for accounts receivable from such customers.

Income taxes: The Company accounts for the income taxes arising from the operations of its United States and Mexico subsidiaries under the asset and liability method. Deferred tax assets and liabilities, if any, are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided to the extent any deferred tax asset may not be realized.

CW-Belize is liable for business and corporate income taxes. Under the terms of its water supply agreement with Belize Water Services Ltd. (“BWSL”), its sole customer, CW-Belize is reimbursed by BWSL for all taxes that it is required to pay and records this reimbursement as an offset to its tax expense.

The Company is not presently subject to income taxes in the other countries in which it operates.

Construction revenue and cost of construction revenue: The Company recognizes revenue and related costs as work progresses on long term fixed price construction contracts using the percentage-of-completion method, which relies on contract revenue and estimates of total expected costs. The Company follows this method since it can make reasonably dependable estimates of the revenue and costs applicable to various stages of a contract. Under the percentage-of-completion method, the Company records revenue and recognizes profit or loss as work on the contract progresses. The Company estimates total project costs and profit to be earned on each long term, fixed price contract prior to commencement of work on the contract and updates these estimates as work on the contract progresses. The cumulative amount of revenue recorded on a contract at a specified point in time is that percentage of total estimated revenue that incurred costs to date comprises of estimated total contract costs. If, as work progresses, the actual contract costs exceed estimates, the profit recognized on revenue from that contract decreases. The Company recognizes the full amount of any estimated loss on a contract at the time the estimates indicate such a loss. Any costs and estimated earnings in excess of billings are classified as current assets. Billings in excess of costs and estimated earnings on uncompleted contracts, if any, are classified as current liabilities.

With respect to the plant construction contracts awarded as the result of a tender process, the Company assumes the risk that the costs associated with constructing the plant may be greater than it anticipated in preparing its bid, as the terms of such tender processes typically require the winner to guarantee the sales price for the plant at the bid amount. Because the Company bases its contracted sales price in part on its estimation of future construction costs, the profitability of its plant sales is dependent on its ability to estimate these costs accurately. The cost estimates the Company prepares in connection with the construction of plants to be sold to third parties are subject to inherent uncertainties. The cost of materials and construction may increase significantly after the Company submits its tender and accompanying bid price for a plant due to factors beyond the Company’s control, which could cause the profit margin for a plant to be less than the Company anticipated when the tender was submitted. The profit margin the Company initially expects to generate from a plant sale could be further affected by other factors, such as

hydro-geologic conditions at the plant site that differ materially from those the Company believes exists, and therefore relies upon, in determining its bid price.

Revenue from water sales: The Company recognizes revenues from water sales at the time water is supplied to the customer's facility or storage tank. The amount of water supplied is determined based upon water meter readings performed at the end of each month. Under the terms of both its license agreement with the government of the Cayman Islands and its bulk water supply contracts, the Company is entitled to charge its customers the greater of a minimum monthly charge or the price for water supplied during the month.

Comparative amounts: Certain amounts presented in the financial statements previously issued for 2015 and 2014 have been reclassified to conform to the current year's presentation.

3. Cash and cash equivalents

Cash and cash equivalents are not restricted by the terms of the Company's bank accounts as to withdrawal or use. As of December 31, 2016 and 2015, the equivalent United States dollars are denominated in the following currencies:

	December 31,	
	2016	2015
Bank accounts:		
United States dollar	\$ 11,355,704	\$ 10,961,159
Cayman Islands dollar	16,511,673	10,590,207
Bahamian dollar	4,859,914	1,983,236
Belize dollar	4,884,161	4,213,923
Bermudian dollar	3,733	4,571
Mexican peso	72,507	27,872
Euro	11,657	23,819
Singapore dollar	25,840	25,879
Indonesian rupiah	29,220	40,483
	37,754,409	27,871,149
Short term deposits:		
United States dollar	490,914	1,307,337
Bahamian dollar	1,008,793	15,614,248
	1,499,707	16,921,585
Total cash and cash equivalents	\$ 39,254,116	\$ 44,792,734

Transfers from the Company's Bahamas and Belize bank accounts to Company bank accounts in other countries require the approval of the Central Bank of the Bahamas and Belize, respectively.

4. Accounts receivable

	December 31	
	2016	2015
Trade accounts receivable	\$ 15,368,218	\$ 8,235,514
Receivable - construction project	-	521,250
Receivable from OC-BVI	53,970	45,118
Other accounts receivable	1,271,948	920,472
	16,694,136	9,722,354
Allowance for doubtful accounts	(193,338)	(193,338)

\$16,500,798 \$9,529,016

The activity for the allowance for doubtful accounts consisted of:

	December 31	
	2016	2015
Opening allowance for doubtful accounts	\$193,338	\$193,338
Provision for doubtful accounts	42,553	-
Accounts written off during the year	(42,553)	-
Ending allowance for doubtful accounts	\$193,338	\$193,338

Significant concentrations of credit risk are disclosed in Note 21.

5. Inventory

	December 31,	
	2016	2015
Water stock	\$23,905	\$27,670
Consumables stock	143,028	152,350
Spare parts stock	6,745,034	6,297,082
Total inventory	6,911,967	6,477,102
Less current portion	2,305,879	1,918,728
Inventory (non-current)	\$4,606,088	\$4,558,374

6. Loans receivable

	December 31,	
	2016	2015
All loans receivable are due from the Water Authority-Cayman and consisted of:		
Two loans originally aggregating \$10,996,290, bearing interest at 6.5% per annum, receivable in aggregate monthly installments of \$124,827 to June 2019, and secured by the machinery and equipment of the North Side Water Works plant.	\$3,448,051	\$4,678,355
Two loans originally aggregating \$3,671,039, bearing interest at 6.5% per annum, receivable in aggregate monthly installments of \$54,513 to June 2017, and secured by the machinery and equipment of the Red Gate plant.	320,965	932,512
Total loans receivable	3,769,016	5,610,867
Less current portion	1,633,588	1,841,851
Loans receivable, excluding current portion	\$2,135,428	\$3,769,016

7. Property, plant and equipment and construction in progress

	December 31,	
	2016	2015
Land	\$3,570,361	\$3,223,361
Buildings	19,366,123	18,437,758
Plant and equipment	62,227,399	63,733,553
Distribution system	33,482,674	31,726,766
Office furniture, fixtures and equipment	3,405,633	3,210,819
Vehicles	1,396,886	1,384,294
Leasehold improvements	261,147	260,519
Lab equipment	151,233	157,851
	123,861,456	122,134,921
Less accumulated depreciation	70,777,351	68,391,751
Property, plant and equipment, net	\$53,084,105	\$53,743,170
Construction in progress	\$885,494	\$1,928,610

As of December 31, 2016, the Company had outstanding capital commitments of \$1,809,418. The Company maintains insurance for loss or damage to all fixed assets that it deems susceptible to loss. The Company does not insure its underground distribution system as the Company considers the possibility of material loss or damage to this system to be remote. During the years ended December 31, 2016 and 2015, \$3,542,119 and \$2,694,733, respectively, of construction in progress was placed in service. Depreciation expense was \$5,765,580, \$5,501,491, and \$5,355,771 for the years ended December 31, 2016, 2015 and 2014, respectively.

8. Investment in OC-BVI

The Company owns 50% of the outstanding voting common shares and a 43.53% equity interest in the profits of Ocean Conversion (BVI) Ltd. (“OC-BVI”). The Company also owns certain profit sharing rights in OC-BVI that raise its effective interest in the profits of OC-BVI to approximately 45%. Pursuant to a management services agreement, OC-BVI pays the Company monthly fees for certain engineering and administrative services. OC-BVI’s sole customer is the Ministry of Communications and Works of the Government of the British Virgin Islands (the “Ministry”) to which it sells bulk water.

The Company’s equity investment in OC-BVI amounted to \$4,086,630 and \$4,548,271 as of December 31, 2016 and 2015, respectively.

Until 2009, substantially all of the water sold by OC-BVI to the Ministry was supplied by one desalination plant with a capacity of 1.7 million gallons per day located at Baughers Bay, Tortola (the “Baughers Bay plant”). As discussed later in this Note (see “*Baughers Bay litigation*”), the BVI government assumed the operating responsibilities for the Baughers Bay plant in March 2010. During 2007, OC-BVI completed the construction of a desalination plant with a capacity of 720,000 gallons per day located at Bar Bay, Tortola (the “Bar Bay plant”). OC-BVI began selling water to the Ministry from this plant in January 2009 and on March 4, 2010, OC-BVI and the BVI government executed a seven-year contract for the Bar Bay plant (the “Bar Bay agreement”). The Bar Bay agreement was extended by 14 years on February 14, 2017. Under the terms of the Bar Bay agreement, OC-BVI delivers up to 600,000 gallons of water per day to the BVI government from the Bar Bay plant on a take-or-pay basis. The Bar Bay agreement required OC-BVI to complete a storage reservoir on a BVI government site by no later than March 4, 2011. OC-BVI has not commenced construction of this storage reservoir due to the BVI government’s failure to pay (i) the full amount of invoices for the water provided by the Bar Bay plant on a timely basis; and (ii) the full amount ordered pursuant to a court ruling relating to the Baughers Bay litigation (see discussion that follows).

Summarized financial information for OC-BVI is as follows:

	December 31,	
	2016	2015
Current assets	\$5,627,414	\$4,323,792
Non-current assets	3,963,242	4,682,650
Total assets	\$9,590,656	\$9,006,442

	December 31,	
	2016	2015
Current liabilities	\$197,673	\$584,116
Non-current liabilities	1,854,900	1,650,252
Total liabilities	\$2,052,573	\$2,234,368

	Year Ended December 31,		
	2016	2015	2014
Revenues	\$3,832,929	\$4,143,882	\$4,679,829
Cost of revenues	2,107,557	2,261,973	2,833,007
Gross profit	1,725,372	1,881,909	1,846,822
General and administrative expenses	930,838	958,364	940,072
Income from operations	794,534	923,545	906,750
Other income (expense), net	51,475	(176,448)	(188,751)
Net income	846,009	747,097	717,999
Income (loss) attributable to non-controlling interests	69,975	70,854	21,045
Net income attributable to controlling interests	\$776,034	\$676,243	\$696,954

A reconciliation of the beginning and ending balances for the investment in OC-BVI for the year ended December 31, 2016:

Balance as of December 31, 2015	\$4,548,271
Profit sharing and equity from earnings of OC-BVI	463,359
Distributions received from OC-BVI	-
Impairment of investment in OC-BVI	(925,000)
Balance as of December 31, 2016	\$4,086,630

The Company recognized \$337,809, \$294,368 and \$303,380 in earnings from its equity investment in OC-BVI for the years ended December 31, 2016, 2015 and 2014, respectively. The Company recognized \$125,550, \$105,300 and \$111,375 in profit sharing income from its profit sharing agreement with OC-BVI for the years ended December 31, 2016, 2015 and 2014, respectively.

For the years ended December 31, 2016, 2015, and 2014, the Company recognized \$515,474, \$528,346, and \$747,340, respectively, in revenues from sales of consumable stock and its management services agreement with OC-BVI, which is included in services revenues in the accompanying consolidated statement of income. Amounts payable by OC-BVI to the Company were \$34,218 and \$23,803 as of December 31, 2016 and 2015, respectively. The Company's remaining unamortized balance recorded for this management services agreement, which is reflected as an intangible asset on the consolidated balance sheet, was approximately \$15,500 and \$106,000 as of December 31, 2016 and 2015, respectively (see Note 10).

Baughers Bay Litigation

Under the terms of a water supply agreement dated May 1990 (the “1990 Agreement”) between OC-BVI and the Government of the British Islands (the “BVI Government”), upon the expiration of its initial seven-year term in May 1999, the 1990 Agreement would automatically be extended for another seven-year term unless the BVI government provided notice, at least eight months prior to such expiration, of its decision to purchase the plant from OC-BVI at the agreed upon amount under the 1990 Agreement of approximately \$1.42 million. In correspondence between the parties from late 1998 through early 2000, the BVI government indicated that it intended to purchase the plant but would be amenable to negotiating a new water supply agreement, and that it considered the 1990 Agreement to be in force on a monthly basis until negotiations between the BVI government and OC-BVI were concluded. Occasional discussions were held between the parties since 2000 without resolution of the matter. OC-BVI continued to supply water from the plant and expended approximately \$4.7 million between 1995 and 2003 to significantly expand the production capacity of the plant beyond that contemplated in the 1990 Agreement.

In 2006, the BVI government took the position that the seven-year extension of the 1990 Agreement had been completed and that it was entitled to ownership of the Baughers Bay plant. In response, OC-BVI disputed the BVI government’s contention that the original terms of the 1990 Agreement remained in effect.

During 2007, the BVI government significantly reduced its payments for the water being supplied by OC-BVI and filed a lawsuit with the Eastern Caribbean Supreme Court (the “Court”) seeking ownership of the Baughers Bay plant. OC-BVI counterclaimed to the Court that it was entitled to continued possession and operation of the Baughers Bay plant until the BVI government paid OC-BVI approximately \$4.7 million, which OC-BVI believed represented the value of the Baughers Bay plant at its expanded production capacity. OC-BVI subsequently filed claims with the Court seeking payment for water sold and delivered to the BVI government through May 31, 2009 at the contract prices in effect before the BVI government asserted its purported right of ownership of the plant.

The Court ruled on this litigation in 2009, determining that (i) the BVI government was entitled to immediate ownership and possession of the Baughers Bay plant; (ii) OC-BVI was not entitled to compensation for the expenditures made to expand the production capacity of the plant; (iii) OC-BVI was entitled to full payment of water invoices issued up to December 20, 2007, which had been calculated under the terms of the original 1990 Agreement; and (iv) OC-BVI was entitled to the amount of \$10.4 million for water produced by OC-BVI from the Baughers Bay plant subsequent to December 20, 2007.

OC-BVI filed an appeal with the Eastern Caribbean Court of Appeals (the “Appellate Court”) in October 2009 asking the Appellate Court to review the September 17, 2009 ruling by the Court as it related to OC-BVI’s claim for compensation for expenditures made to expand the production capacity of the Baughers Bay plant. In October 2009, the BVI government also filed an appeal with the Appellate Court requesting the Appellate Court to reduce the \$10.4 million awarded by the Court to OC-BVI for water supplied subsequent to December 20, 2007 to an amount equal to the cost of producing such water.

In March 2010, OC-BVI vacated the Baughers Bay plant and the BVI government assumed direct responsibility for the plant’s operations.

In June 2012, the Appellate Court issued the final ruling with respect to the Baughers Bay litigation. This ruling dismissed the BVI government’s appeal against the previous judgment of the Court awarding \$10.4 million for the water supplied, and also awarded OC-BVI compensation for improvements made to the plant in the amount equal to the difference between (i) the value of the Baughers Bay plant at the date OC-BVI transferred possession of the plant to the BVI government and (ii) \$1.42 million (the purchase price for the Baughers Bay plant under the 1990 Agreement). OC-BVI was also awarded all of its court costs at the trial level and two-thirds of such costs incurred on appeal.

OC-BVI and the BVI government engaged a mutually approved valuation expert to complete a valuation of the Baughers Bay plant at the date it was transferred to the BVI government in accordance with the Appellate Court ruling.

In June 2016, OC-BVI received the final valuation report from the valuation expert, which sets forth a value for the Baughers Bay plant of \$13.0 million as of the date OC-BVI transferred possession of the plant to the BVI government. Applying the valuation determined by the valuation expert to the formula set forth by the Appellate Court in its ruling, OC-BVI would be entitled to \$11.58 million from the BVI government for the Baughers Bay plant. The BVI government has indicated that it disagrees with the valuation methodology used by the valuation expert and the resulting valuation for the Baughers Bay plant. We cannot presently determine if the Appellate Court will uphold the Baughers Bay plant valuation or when, or to what extent, any amount for the value of the Baughers Bay plant will be paid by the BVI government to OC-BVI. Consequently, any amount due for the Baughers Bay plant valuation will not

be included in OC-BVI's results of operations until such amount, if any, is paid by the BVI government.

Valuation of Investment in OC-BVI

The Company accounts for its investment in OC-BVI under the equity method of accounting for investments in common stock. This method requires recognition of a loss on an equity investment that is other than temporary, and indicates that a current fair value of an equity investment that is less than its carrying amount may indicate a loss in the value of the investment.

As a quoted market price for OC-BVI's stock is not available, to test for possible impairment of its investment in OC-BVI, the Company estimated its fair value through the use of the discounted cash flow method which relies upon projections of OC-BVI's operating results, working capital and capital expenditures. The use of this method required the Company to estimate OC-BVI's cash flows from (i) its water supply agreement with the BVI government for its Bar Bay plant (the "Bar Bay agreement"); and (ii) the pending amount awarded by the Eastern Caribbean Court of Appeals for the value of the Baughers Bay plant previously transferred by OC-BVI to the BVI government.

The Company estimated the cash flows OC-BVI will receive from its Bar Bay plant by (i) identifying various possible future scenarios which included the execution of a new agreement for the Bar Bay plant as well as the termination of Bar Bay plant operations upon the expiration of the existing Bar Bay agreement in March 2017; (ii) estimating the cash flows associated with each possible scenario; and (iii) assigning a probability to each scenario. The Company similarly estimated the cash flows OC-BVI will receive from the BVI government for the amount due under the ruling by the Eastern Caribbean Court of Appeals for the value of the Baughers Bay plant at the date it was transferred to the BVI government by assigning probabilities to different valuation scenarios. The resulting probability-weighted sum represented the expected cash flows, and the Company's best estimate of future cash flows, to be derived by OC-BVI from its Bar Bay plant and the pending court award.

The identification of the possible scenarios for the Bar Bay plant and the Baughers Bay plant valuation, the projections of cash flows for each scenario, and the assignment of relative probabilities to each scenario all represented significant estimates made by the Company. While the Company used its best judgment in identifying these possible scenarios, estimating the expected cash flows for these scenarios and assigning relative probabilities to each scenario, these estimates were by their nature highly subjective and were also subject to material change by the Company's management over time based upon new information or changes in circumstances.

During 2016, after updating its probability-weighted estimates of OC-BVI's future cash flows and its resulting estimate of the fair value of our investment in OC-BVI, the Company determined that the carrying value of its investment in OC-BVI exceeded its fair value and recorded impairment losses of totaling \$925,000 through the nine months ended September 30, 2016. The Company recorded impairment losses for its investment in OC-BVI of \$1,060,000 and \$860,000 for 2015 and 2014, respectively. As a result of the impairment losses recorded to date, as of December 31, 2016 the amount of the Company's proportionate share (43.5%) of the net assets reflected on OC-BVI's balance sheet exceeded the carrying value of its investment in OC-BVI by approximately \$30,000.

In February 2017, the BVI government executed a 14 year extension to Bar Bay plant agreement. The selling price for the water under this extension is approximately 31% lower than the price that was in effect as of December 31, 2016.

9. N.S.C. Agua, S.A. de C.V.

In May 2010, the Company acquired, through its wholly-owned Netherlands subsidiary, CW-Cooperatief, a 50% interest in NSC, a development stage Mexican company. The Company has since purchased, through the conversion of a loan it made to NSC, sufficient shares to raise its ownership interest in NSC to 99.9%. NSC was formed to pursue a project (the "Project") that originally encompassed the construction, operation and minority ownership of a 100 million gallon per day seawater reverse osmosis desalination plant to be located in northern Baja California, Mexico and accompanying pipelines to deliver water to the Mexican potable water system. As discussed in paragraphs that follow, during 2015 the scope of the Project was defined by the State of Baja California (the "State") to consist of a first phase consisting of a 50 million gallons per day plant and a pipeline that connects to the Mexican potable water infrastructure and a second phase consisting of an additional 50 million gallons of production capacity.

Since its inception, NSC has engaged engineering groups with extensive regional and/or technical experience to prepare preliminary designs and cost estimates for the desalination plant and the proposed pipeline and prepare the environmental impact studies for local, state and federal regulatory agencies, and has also acquired the land, performed pilot plant and feed water source testing and evaluated financing alternatives for the Project.

Through a series of transactions completed in 2012-2014, NSC purchased 20.1 hectares of land on which the proposed Project's plant would be constructed for an aggregate price of approximately \$20.6 million.

In November 2012, NSC entered into a lease with an effective term of 20-years from the date of full operation of the desalination plant, with the Comisión Federal de Electricidad for approximately 5,000 square meters of land on which it plans to construct the water intake and discharge works for the plant. The amounts due on this lease are payable in Mexican pesos at an amount that is currently equivalent to approximately \$20,000 per month. This lease may be

cancelled by NSC should NSC ultimately not proceed with the Project.

In August 2014, the State enacted new legislation to regulate Public-Private Association projects which involve the type of long-term contract between a public sector authority and a private party that NSC is seeking to complete the Project. Pursuant to this new legislation, on January 4, 2015, NSC submitted an expression of interest for its project to the Secretary of Infrastructure and Urban Development of the State of Baja California (“SIDUE”). SIDUE accepted NSC’s expression of interest and requested that NSC submit a detailed proposal for the Project that complies with requirements of the new legislation. NSC submitted this detailed proposal (the “APP Proposal”) to SIDUE in late March 2015. The new legislation required that such proposal be evaluated by SIDUE and submitted to the Public-Private Association Projects State Committee (the “APP Committee”) for review and authorization. If the Project was authorized the State would be required to conduct a public tender for the Project.

In response to its APP Proposal, in September 2015 NSC received a letter dated June 30, 2015 from the Director General of the Comisión Estatal de Agua de Baja California (“CEA”), the State agency with responsibility for the Project, stating that (i) the Project is in the public interest with high social benefits and is consistent with the objectives of the State development plan and (ii) that the Project should proceed and the required public tender should be conducted. In November 2015, the State officially commenced the tender for the Project, the scope of which the State defined as a first phase to be operational in 2019 consisting of a 50 million gallons per day plant and a pipeline that connects to the Mexican potable water infrastructure and a second phase to be operational in 2024 consisting of an additional 50 million gallons per day of production capacity. A consortium comprised of NSC, NuWater S.A.P.I. de C.V. and Degremont S.A. de C.V. (the “Consortium”) submitted its tender for the Project on the April 21, 2016 tender submission deadline date set by the State.

The Company has acknowledged since the inception of the Project that, due to the amount of capital the Project requires, NSC will ultimately need an equity partner or partners for the Project. Consequently, NSC’s tender to the State for the Project was based upon the following: (i) NSC will sell or otherwise transfer the land and other Project assets to a new company (“Newco”) that would build and own the Project; (ii) NSC’s potential partners would provide the majority of the equity for the Project and thereby would own the majority interest in Newco; (iii) NSC would maintain a minority ownership position in Newco; and (iv) Newco would enter into a long-term management and technical services contract for the Project with an entity partially owned by NSC or another Company subsidiary.

On June 15, 2016, the State designated the Consortium as the winner of tender process for the Project.

On August 17, 2016, NSC and NuWater incorporated Aguas de Rosarito S.A.P.I. de C.V. (“AdR”), a special project company, to execute the Project and executed a shareholders agreement for AdR agreeing among other things that (i) AdR would purchase the land and other Project assets from NSC on the date that the Project begins commercial operations; and (ii) AdR would enter into a Management and Technical Services Agreement with NSC effective on the first day that the Project begins commercial operations. As of December 31, 2016, NSC owned 99.6% of AdR.

On August 22, 2016, the Public Private Partnership Agreement for public private partnership number 002/2015, contest number SIDUE-CEA-APP-2015-002 (“APP Contract”) was executed between AdR, CEA, the Government of Baja California represented by the Secretary of Planning and Finance (“SPF”), and the Public Utilities Commission of Tijuana (“CESPT”). The APP Contract requires AdR to design, construct, finance and operate a seawater desalination plant (and accompanying aqueducts) with a capacity of up to 100 million gallons per day in two phases: the first with a capacity of 50 million gallons per day and an aqueduct to the Mexican potable water system in Tijuana, Baja California; and the second phase with a capacity of 50 million gallons per day and an aqueduct to a second delivery point in Tijuana. The first phase must be operational within 36 months of commencing construction, and the second phase must be operational by the end of 2024. The APP Contract further requires AdR to operate and maintain the plant and aqueducts for a period of 37 years starting from the commencement of operation of the first phase. At the end of the operating period the plant and aqueducts will be transferred to CEA.

The total Project cost is expected to be approximately 9 billion Mexican pesos, or approximately US\$463 million (based upon the currency exchange rate as of March 10, 2017). Annual revenues from the Project are expected to be approximately 1.02 billion Mexican pesos, or approximately US\$52 million (based upon the currency exchange rate as of March 10, 2017). Water rates under the APP Contract are indexed to the Mexican national consumer price index over its term. Electrical energy costs incurred by AdR to desalinate and deliver water are treated as a pass through charge to CEA, subject to efficiency guarantees. AdR expects to raise Mexican peso denominated debt financing through a consortium led by the North American Development Bank, which also provided financial advisory services to the Consortium through the bidding process and contract negotiations.

The APP Contract does not become effective until the following conditions are met:

- the State has established and registered various payment trusts, guaranties and bank credit lines for specific use by the Project;
- the CEA has obtained the rights from the relevant federal authority to take and desalinate seawater and distribute it for municipal use;
- various water purchase and sale agreements between the CEA, the payment trusts and the CESPT have been executed;
- AdR has obtained all rights of ways required for the aqueduct;
- AdR has obtained permission from the relevant federal authority to discharge the residual water from the Project’s desalination plant; and
- all equity and debt financing agreements necessary to provide the funding to AdR for the first phase of the Project have been executed.

Both the exchange rate for the Mexico peso relative to the dollar and general macroeconomic conditions in Mexico have declined since the U.S. Presidential election in November 2016. These changes have adversely impacted the estimated construction, operating, and financing costs for the Project. The APP Contract and the APP Law allow for the parties to negotiate (but do not guarantee) modifications to the water tariff in the event of such significant macroeconomic condition changes. On February 10, 2017 AdR submitted proposals to the CEA requesting an increase

to the water tariff to compensate for changes in foreign exchange rates, lending rates and certain changes in law which have impacted the Project. If AdR is unable to obtain this requested increase in the water tariff it may be unable to obtain the debt and equity financing required for the Project. The Company is currently unable to say whether or not such water tariff increase will be approved.

If AdR is ultimately unable to proceed with the Project, the land NSC has purchased may lose its strategic importance as the site for the Project and consequently may decline in value. If AdR does not proceed with the Project, NSC may ultimately be unable to sell this land for an amount equal to or in excess of its current carrying value of approximately \$20.6 million, and any loss on sale of the land, or impairment loss NSC may be required to record as a result of a decrease in the fair value of the land could have a material adverse impact on our results of operations.

Included in the Company's results of operations are general and administrative expenses from NSC and AdR, consisting of organizational, legal, accounting, engineering, consulting and other costs relating to Project development activities. Such expenses amounted to approximately \$3.0 million, \$2.0 million and \$3.7 million for the years ended December 31, 2016, 2015 and 2014, respectively. The assets and liabilities of NSC and AdR included in the Company's consolidated balance sheets amounted to approximately \$23.3 million and \$221,000, respectively, as of December 31, 2016 and approximately \$22.0 million and \$488,000 respectively, as of December 31, 2015.

NSC Litigation

Immediately following CW-Cooperatief's acquisition of its initial 50% ownership in NSC, the remaining 50% ownership interest in NSC was held by an unrelated company, Norte Sur Agua, S. de R.L. de C.V. ("NSA"). NSA subsequently transferred ownership of half of its shares in NSC to EWG Water LLC ("EWG") and the other half of its shares in NSC to Alejandro de la Vega (the "individual shareholder"). In February 2012, the Company paid \$300,000 to enter into an agreement (the "Option Agreement") that provided it with an option, exercisable through February 7, 2014, to purchase the shares of NSC owned by the individual shareholder, along with an immediate power of attorney to vote those shares, for \$1.0 million. Such shares constituted 25% of the ownership of NSC as of February 2012. In May 2013, NSC repaid a \$5.7 million loan payable to CW-Cooperatief by issuing additional shares of its stock. As a result of this share issuance to CW-Cooperatief, the Company acquired 99.9% of the ownership of NSC. The Option Agreement contained an anti-dilution provision that required the Company to issue new shares in NSC of an amount sufficient to maintain the individual shareholder's 25% ownership interest in NSC if (i) any new shares of NSC were issued subsequent to the execution of the Option Agreement and (ii) the Company did not exercise its share purchase option by February 7, 2014. The Company exercised its option and paid the \$1.0 million to the individual shareholder to purchase the Option Agreement shares in February 2014.

In October 2015, the Company learned that EWG had filed a lawsuit against the individual shareholder, NSC, NSA, CW-Cooperatief, Ricardo del Monte Nunez, Carlos Eduardo Ahumada Arruit, Luis de Angitia Becerra, and the Public Registry of Commerce of Tijuana, Baja California in the Civil Court located in Tecate, Baja California, Mexico.

In this lawsuit, EWG is challenging, among other things, the capital investment transactions that increased the Company's ownership interest in NSC to 99.9%. EWG requested that the court, as a preliminary matter: (a) suspend the effectiveness of the challenged transactions; (b) order public officials in Mexico to record the pendency of the lawsuit in the public records; and (c) appoint an inspector for NSA and NSC to oversee its commercial activities. The court granted, ex-parte, the preliminary relief sought by EWG, which resulted in the placement of inscriptions for the lawsuit on NSC's public records.

EWG is also seeking an order directing, among other things: (i) NSA, NSC and CW-Cooperatief to refrain from carrying out any transactions with respect to the Project; and (ii) NSA, NSC and CW-Cooperatief, and the partners thereof, to refrain from transferring any interests in NSA, NSC and CW-Cooperatief.

On April 5, 2016, NSC filed a motion for reconsideration with the Tecate, Mexico Court asking, among other things, that the Court; (i) reverse its order to record the pendency of the lawsuit in the public records, (ii) cancel the appointment of the inspector, and (iii) allow NSC to provide a counter-guarantee to suspend the effects of the Court's order regarding the challenged transactions. On April 26, 2016, the Tecate, Mexico Court issued an interlocutory judgment (i) ordering the cancellation of the inscriptions on NSC's public records and (ii) rejecting NSC's motion for cancellation of the appointment of the inspector.

On April 26, 2016, NSC filed a full answer to EWG's claims rejecting every claim made by EWG. The Court's response on this matter is pending.

On May 17, 2016, NSC filed a claim with the Third District Court in Matters of Amparo and Federal Trials in the City of Tijuana, Baja California (the "Amparo Court") challenging the Tecate, Mexico Court ex-parte order which appointed an inspector over NSC's commercial activities. On July 29, 2016, the Amparo Court found that such appointment is unconstitutional and reversed the Tecate, Mexico Court's appointment of an inspector.

On September 6, 2016, the Tecate, Mexico Court issued a decree granting the counter guaranty requested by NSC. Such counter-guaranty was fixed in the amount of 300,000 Mexican pesos and was given to the Court on October 13, 2016 at which time all remaining ex-parte restrictions on NSC related to the challenged transactions were suspended.

The Company believes that the claims made by EWG are baseless and without merit, will vigorously defend NSC and CW-Cooperatief in this litigation, and will seek dismissal of the orders entered by the court and all claims against NSC and CW-Cooperatief. The Company incurred legal fees in connection with this litigation of approximately \$203,000 and \$138,000 for the years ended December 31, 2016 and 2015, respectively.

The Company cannot presently determine the outcome of this litigation. However, such litigation could adversely impact the Company's efforts to complete the Project.

Mexico Tax Authority

The Mexico tax authority, the Servicio de Administracion Tributaria ("SAT"), assessed NSC for taxes relating to payments to foreign vendors on which the SAT contended should have been subject to income tax withholdings during NSC's 2011 tax year. As of December 31, 2015, the assessment and related penalties, surcharges, inflation adjustments and late fees totaled 7,367,875 Mexican pesos. Such assessments were equivalent to approximately \$428,203 as of December 31, 2015 based upon the exchange rate between the United States dollars and the Mexican peso.

NSC retained the assistance of Mexican tax advisers in this matter, as it believed the assumptions and related work performed by the SAT did not support their tax assessment. As a result, NSC elected to contest this assessment in Mexico federal tax court. NSC was required to provide an irrevocable letter of credit which amounted to 7,367,875 Mexican pesos as of December 31, 2015 as collateral in connection with this tax case. The restricted cash balance of \$428,203 included in the accompanying consolidated balance sheet as of December 31, 2015 represented the US dollar equivalent of Mexican pesos on deposit with a bank to secure payment of this irrevocable letter of credit.

In November 2014, NSC received a favorable judgment from the tax court. Based on this outcome, the SAT filed an appeal shortly thereafter to contest the judgment. On February 15, 2016, NSC received a favorable judgment from the appellate tax court and shortly thereafter obtained the release of the Mexican pesos cash balance that had been restricted and pledged as collateral as of December 31, 2015 for the irrevocable letter of credit.

10. Intangible assets

In 2003, as part of the acquisition of a group of companies, the Company acquired 100% of the outstanding voting common shares of DesalCo, which had an agreement to provide management and engineering services to OC-BVI. The Company attributed \$856,356 of the purchase price of the acquisition to the value of this management services agreement, which has no expiration term. Initially, the Company determined that this intangible asset had an indefinite life and therefore it was not amortized. However in 2010, as a result of the loss by OC-BVI of its Baughers Bay contract (see Note 8), the Company began amortizing this asset over the life of OC-BVI's remaining seven-year water supply contract for its Bar Bay plant.

The carrying amount of the Belize Water Production and Supply Agreement is being amortized over the 23-year term of the agreement that expires in March 2026.

On February 11, 2016, the Company purchased a 51% ownership interest in Aerex Industries, Inc. The purchase transaction identified certain intangible assets with a fair value of \$5,900,000 and useful life as follows: Non-Compete (5 years), Trade name (15 years), Certifications/programs (3 years), Customer backlog (1 year), and Customer relationships (4 years). See further discussion of this acquisition at Note 11.

Cost	December 31,	
	2016	2015
Intangible asset management service agreement	\$ 856,356	\$ 856,356
Belize water production and supply agreement	1,522,419	1,522,419
Aerex - Non-compete agreement	400,000	-
Aerex - Trade name	1,400,000	-
Aerex - Certifications/programs	2,000,000	-
Aerex - Customer backlog	100,000	-
Aerex - Customer relationships	2,000,000	-
	8,278,775	2,378,775
Accumulated amortization		
Intangible asset management service agreement	(840,839)	(750,697)
Belize water production and supply agreement	(922,460)	(856,267)
Aerex - Non-compete agreement	(73,333)	-
Aerex - Trade name	(85,556)	-
Aerex - Certifications/programs	(611,111)	-
Aerex - Customer backlog	(91,667)	-
Aerex - Customer relationships	(458,333)	-
	(3,083,299)	(1,606,964)

Intangible assets, net	\$5,195,476	\$771,811
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Amortization of intangible assets for each of the next five years and thereafter is expected to be as follows:

2017	\$1,430,042
2018	1,406,192
2019	795,081
2020	281,192
2021	166,192
Thereafter	1,116,777
	\$5,195,476

Amortization expense was \$1,476,335, \$156,089, and \$168,588 for the years ended December 31, 2016, 2015 and 2014, respectively.

11. Purchase of interest in Aerex Industries, Inc.

On February 11, 2016 (the “Closing Date”), the Company, through its wholly-owned subsidiary, CW-Holdings, entered into a stock purchase agreement (the “Purchase Agreement”) with Aerex and Thomas Donnick, Jr. (“Donnick”), Aerex’s sole shareholder prior to the Closing Date. Pursuant to the terms of the Purchase Agreement, CW-Holdings purchased a 51% ownership interest in Aerex for an aggregate purchase price of approximately \$7.7 million in cash. After giving effect to the transactions contemplated by the Purchase Agreement, CW-Holdings owns 51% of the outstanding capital stock of Aerex and Donnick owns 49% of the outstanding capital stock of Aerex. CW-Holdings also acquired from Donnick an option to compel Donnick to sell, and granted to Donnick an option to require CW-Holdings to purchase, Donnick’s 49% ownership interest in Aerex at a price based upon the fair market value of Aerex at the time of the exercise of the option. The options are exercisable on or after the third anniversary of the Closing Date. In connection with the Purchase Agreement, the Company guaranteed the obligations of CW-Holdings with respect to the option granted to Donnick to require CW-Holdings to purchase Donnick’s 49% ownership interest in Aerex.

Aerex is an original equipment manufacturer and service provider of a wide range of products and services applicable to municipal water treatment and industrial water and wastewater treatment. Its products include membrane separation equipment, filtration equipment, piping systems, vessels and custom fabricated components. Aerex also offers engineering, design, consulting, inspection, training and equipment maintenance services to its customers. Aerex is an American Society of Mechanical Engineers (ASME) code accredited manufacturer and maintains the ASME U and S and the National Board NB and R Certificates of Authorization. Its corporate offices and manufacturing facilities are located in Fort Pierce, Florida.

In connection with the Purchase Agreement, CW-Holdings, Aerex and Donnicks entered into a shareholders agreement pursuant to which CW-Holdings and Donnicks agreed to certain rights and obligations with respect to the governance of Aerex. Immediately following the acquisition, Donnicks and the Company loaned \$490,000 and \$510,000, respectively, to Aerex. These loans bear interest at 1% per annum and mature June 30, 2017. In February 2017, the Company and the former sole shareholder of Aerex loaned Aerex an additional \$408,000 and \$392,000, respectively, in the form of notes payable which mature on September 30, 2017 and bear interest at 1% per annum.

The purchase price for Aerex is summarized as follows:

Cash consideration	
Purchase price (excluding working capital)	\$7,140,000
Working capital adjustment	605,179
Cash acquired	(2,326)
Total cash consideration	\$7,742,853

The following table summarizes the estimated fair values of the assets and liabilities assumed at the acquisition date:

Financial assets	\$456,664
Inventory	70,487
Costs and estimated earnings in excess of billings	784,465
Property, plant and equipment	2,159,401
Identifiable intangible assets	5,900,000
Deferred tax liability	(2,451,298)
Accounts payable and accrued liabilities	(116,893)
Net liability arising from put/call options	(383,000)
Total identifiable net assets	6,419,826
Non-controlling interest in Aerex	(6,712,184)
Goodwill	8,035,211
	\$7,742,853

The identifiable intangible assets consisted of the following items:

	Amount	Useful life
Non-compete agreement	\$400,000	5 years
Trade name	1,400,000	15 years
Certifications/programs	2,000,000	3 years
Customer backlog	100,000	1 year
Customer relationships	2,000,000	4 years
	\$5,900,000	

Aerex's actual results of operations for the period subsequent to its acquisition by the Company on February 11, 2016 fell significantly short of the projected results for this period that were included in the overall cash flow projections utilized by the Company to determine the purchase price for Aerex and the fair values of its assets and liabilities. Due to this negative variance in actual results compared to projected results, the Company tested Aerex's goodwill for possible impairment as of September 30, 2016 by estimating its fair value using the discounted cash flow method. As a result of this impairment testing, the Company determined that the carrying value of its Aerex reporting unit exceeded its fair value, and recorded an impairment loss for the three months ended September 30, 2016 of \$1,750,000 for the goodwill associated with the Aerex acquisition to reduce the goodwill balance associated with the Aerex acquisition to \$6,285,211.

The results of operations of Aerex included in the Company's results of operations for the period February 11, 2016 to December 31, 2016 are as follows:

	Year Ended December 31, 2016
Revenues	\$ 3,887,284
Gross profit	796,450
Amortization of intangibles	(1,320,000)
Impairment loss	(1,750,000)
Net loss	(1,566,281)

The following unaudited pro forma financial information presents the results of operations of the Company for the years ended December 31, 2016 and 2015, as if the acquisition of Aerex had taken place on January 1, 2015. The pro forma results have been prepared for comparative purposes only and do not purport to be indicative of the results of operations which would have actually occurred had the transaction taken place on January 1, 2015, or of future results of operations:

	Year Ended December 31,	
	2016	2015
Revenues	\$58,381,424	\$75,919,627
Cost of revenues	33,892,238	47,624,001
Gross profit	24,489,186	28,295,626
General and administrative expenses	18,992,301	17,266,335
Impairment loss on long-lived assets	2,000,000	-
Impairment of goodwill	1,750,000	-
Income from operations	1,746,885	11,029,291
Other income (expense), net	419,458	226,762
Income before income taxes	2,166,343	11,256,053
Provision for (benefit from) income taxes	(608,970)	1,127,911
Net income	2,775,313	10,128,142
Income (loss) attributable to non-controlling interests	(1,148,675)	1,719,425
Net income attributable to Consolidated Water Co. Ltd. stockholders	\$3,923,988	\$8,408,717
Basic earnings per common share attributable to Consolidated Water Co. Ltd. common stockholders	\$0.26	\$0.57
Diluted earnings per common share attributable to Consolidated Water Co. Ltd. common stockholders	\$0.26	\$0.57
Weighted average number of common shares used in the determination of:		
Basic earnings per share	14,809,909	14,741,748
Diluted earnings per share	14,944,028	14,827,755

12. Dividends

Interim dividends declared on Class A common stock and redeemable preferred stock for each quarter of the respective years ended December 31 were as follows:

	2016	2015	2014
First Quarter	\$0.075	\$0.075	\$0.075
Second Quarter	0.075	0.075	0.075
Third Quarter	0.075	0.075	0.075
Fourth Quarter	0.075	0.075	0.075
	\$0.30	\$0.30	\$0.30

13. Long term debt

Long term debt consists of the following:

	December 31,	
	2016	2015
Demand loan payable with an original balance of \$10.0 million, payable in quarterly installments of \$500,000 with the remaining principal balance due on May 14, 2016, if not called by the lender; bearing interest at LIBOR plus 1.5%.	\$-	\$7,000,000
Working capital loan from related party to Aerex bearing interest at 1% per annum and payable on June 30, 2017	490,000	-
Total debt	490,000	7,000,000
Less current portion	490,000	7,000,000
Long term debt, excluding current portion	\$-	\$-

14. Share capital and additional paid-in capital

Shares of redeemable preferred stock (“preferred shares”) are issued under the Company’s Employee Share Incentive Plan (see Note 19) and carry the same voting and dividend rights as shares of common stock (“common shares”). Preferred shares vest over four years and convert to common stock on a share for share basis on the fourth anniversary of each grant date. Preferred shares are only redeemable with the Company’s agreement. Upon liquidation, preferred shares rank in preference to the common shares to the extent of the par value of the preferred shares and any related additional paid in capital.

The Company is a party to an Option Deed dated August 6, 1997, and amended on August 8, 2005, September 27, 2005 and May 30, 2007 (as amended, the “Option Deed”), which expires on July 31, 2017, that is designed to deter coercive takeover tactics. Pursuant to the Option Deed, the Company granted to the holders of its common shares and redeemable preferred shares options (the “Options”) to purchase one one-hundredth of a share of Class 'B' common shares of the Company at an exercise price of \$100.00 per one one-hundredth of a Class 'B' common share, subject to adjustment. The Options are attached to and trade with the Company’s common shares and redeemable preferred shares, and no separate certificates representing the Options have been distributed. The Options will separate from the Company’s common shares and redeemable preferred shares, and certificates representing the Options will be issued, upon the earlier of the date (such date, the “Distribution Date”) that is (i) ten business days following a public

announcement that a person or group of affiliated or associated persons (an “Acquiring Person”) has acquired, or obtained the right to acquire, beneficial ownership of 20% or more of the Company’s outstanding common shares, or (ii) ten business days following the commencement of a tender offer or exchange offer that would result in a person or group becoming an Acquiring Person.

The Options are not exercisable until the Distribution Date and will expire at the close of business on July 31, 2017, unless that date is extended or the Options are earlier redeemed by us. Additionally, following the Distribution Date, all Options that are, or in certain circumstances were, beneficially owned by any Acquiring Person will be null and void.

For a period of ten business days following the date that any person, alone or jointly with its affiliates and associates, becomes an Acquiring Person, the Company will have the right to redeem the Options at a price of C\$0.01 per Option. If the Options are not redeemed, then following such ten business day period each holder of an Option will have the right to receive on exercise, in lieu of one one-hundredth of a Class 'B' common share, common shares of the Company (or, in certain circumstances, cash, property or other securities) having a value equal to two times the exercise price of the Option. For example, at an exercise price of \$100.00 per Option, each Option not owned by an Acquiring Person (or by certain related parties) following any person, alone or jointly with its affiliates and associates, becoming an Acquiring Person would entitle its holder to purchase \$200.00 worth of the Company’s common shares for \$100.00. Assuming that the common shares had a per share value of \$20.00 at such time, the holder of each valid Option would be entitled to purchase 10 common shares for \$100.00.

Any of the provisions of the Option Deed may be amended by the Company’s Board of Directors prior to the Distribution Date. After the Distribution Date, the provisions of the Option Deed may be amended by the Board of Directors in order to cure any ambiguity, to make changes which do not adversely affect the interests of holders of Options (excluding the interests of any Acquiring Person), or to shorten or lengthen any time period under the Option Deed.

15. Cost of revenues and general and administrative expenses

	Year Ended December 31,		
	2016	2015	2014
Cost of revenues consist of:			
Electricity	\$9,037,347	\$10,675,287	\$14,631,638
Depreciation	5,355,529	5,270,454	5,077,293
Fuel oil	4,210,542	4,974,421	8,726,195
Employee costs	5,541,983	4,287,783	4,274,007
Cost of plant sales	142,151	878,396	1,470,045
Maintenance	3,545,269	3,436,736	3,131,947
Retail license royalties	1,528,914	1,427,073	1,405,067
Insurance	992,374	1,187,097	1,397,799
Materials	1,280,794	-	-
Other	1,989,918	1,670,735	1,972,987
	\$33,624,821	\$33,807,982	\$42,086,978
General and administrative expenses consist of:			
Employee costs	\$7,598,829	\$6,841,274	\$6,671,510
Insurance	782,013	802,386	923,089
Professional fees	1,101,938	941,193	1,424,927
Directors' fees and expenses	774,769	754,145	686,228
Depreciation	384,045	218,032	278,478
NSC project expenses	3,011,989	1,976,408	3,606,332
Amortization of intangibles	1,410,143	89,896	89,896
Other	3,613,858	3,216,822	3,330,581
	\$18,677,584	\$14,840,156	\$17,011,041

16. Earnings per share

Earnings per share ("EPS") are computed on a basic and diluted basis. Basic EPS is computed by dividing net income (less preferred stock dividends) available to common stockholders by the weighted average number of common shares outstanding during the period. The computation of diluted EPS assumes the issuance of common shares for all potential common shares outstanding during the reporting period and, if dilutive, the effect of stock options as computed under the treasury stock method.

The following summarizes information related to the computation of basic and diluted EPS:

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	Year Ended December 31,		
	2016	2015	2014
Net income attributable to Consolidated Water Co. Ltd. stockholders	\$3,960,501	\$7,518,701	\$6,265,358
Less: preferred stock dividends	(11,563)	(12,028)	(11,485)
Net income available to common shares in the determination of basic earnings per common share	\$3,948,938	\$7,506,673	\$6,253,873
Weighted average number of common shares in the determination of basic earnings per common share attributable to Consolidated Water Co. Ltd. common stockholders	14,809,909	14,741,748	14,697,896
Plus:			
Weighted average number of preferred shares outstanding during the period	37,706	38,612	37,924
Potential dilutive effect of unexercised options	96,413	47,395	28,503
Weighted average number of shares used for determining diluted earnings per common share attributable to Consolidated Water Co. Ltd. common stockholders	14,944,028	14,827,755	14,764,323

17. Segment information

The Company has three reportable segments: retail, bulk and services. The retail segment primarily operates the water utility for the Seven Mile Beach and West Bay areas of Grand Cayman Island pursuant to an exclusive license granted by the Cayman Islands government. The bulk segment supplies potable water to government utilities in Grand Cayman, The Bahamas and Belize under long-term contracts. The services segment manufactures and services a wide range of water-related products and provides design, engineering, management, operating and other services applicable to commercial and municipal water production, water supply and treatment, and industrial water and wastewater treatment. The services segment includes the operations of Aerex beginning February 11, 2016. Consistent with prior periods, the Company records all non-direct general and administrative expenses in its retail business segment and does not allocate any of these non-direct costs to its other two business segments.

The accounting policies of the segments are consistent with those described in Note 2. The Company evaluates each segment's performance based upon its income from operations. All intercompany transactions are eliminated for segment presentation purposes.

The Company's segments are strategic business units that are managed separately because each segment sells different products and/or services, serves customers with distinctly different needs and generates different gross profit margins.

	Year Ended December 31, 2016			Total
	Retail	Bulk	Services	
Revenues	\$23,505,619	\$29,647,034	\$4,723,054	\$57,875,707
Cost of revenues	10,294,298	19,488,550	3,841,973	33,624,821
Gross profit	13,211,321	10,158,484	881,081	24,250,886
General and administrative expenses	11,460,165	1,744,840	5,472,579	18,677,584
Impairment loss on long-lived assets	2,000,000	-	-	2,000,000
Impairment of goodwill	-	-	1,750,000	1,750,000
Income (loss) from operations	\$(248,844)	\$8,413,644	\$(6,341,498)	1,823,302
Other income (expense), net				417,954
Income before income taxes				2,241,256
Provision for (benefit from) income taxes				(536,057)
Net income				2,777,313
Loss attributable to non-controlling interests				(1,183,188)
Net income attributable to Consolidated Water Co. Ltd. stockholders				\$3,960,501

Depreciation and amortization expenses for the year ended December 31, 2016 for the retail, bulk and services segments were \$2,468,846, \$3,288,083 and \$1,664,339, respectively.

	As of December 31, 2016			
	Retail	Bulk	Services	Total
Accounts receivable, net	\$2,646,628	\$12,692,714	\$1,161,456	\$16,500,798
Property plant and equipment, net	\$24,890,031	\$26,124,724	\$2,069,350	\$53,084,105
Construction in progress	\$134,392	\$743,296	\$7,806	\$885,494
Intangibles, net	\$-	\$599,960	\$4,595,516	\$5,195,476
Goodwill	\$1,170,511	\$2,328,526	\$6,285,211	\$9,784,248
Land held for development	\$-	\$-	\$20,558,424	\$20,558,424
Total assets	\$54,303,011	\$68,663,628	\$40,637,889	\$163,604,528

	Year Ended December 31, 2015			
	Retail	Bulk	Services	Total
Revenues	\$23,254,757	\$31,854,255	\$2,007,190	\$57,116,202
Cost of revenues	10,543,972	21,634,789	1,629,221	33,807,982
Gross profit (loss)	12,710,785	10,219,466	377,969	23,308,220
General and administrative expenses	11,095,349	1,605,943	2,138,864	14,840,156
Income (loss) from operations	\$1,615,436	\$8,613,523	\$(1,760,895)	8,468,064
Other income (expense), net				(542,570)
Net income				7,925,494
Income attributable to non-controlling interests				406,793
Net income attributable to Consolidated Water Co. Ltd. stockholders				\$7,518,701

Depreciation and amortization expenses for the year ended December 31, 2015 for the retail, bulk and services segments were \$2,344,315, \$3,389,717 and \$102,901, respectively.

	As of December 31, 2015			
	Retail	Bulk	Services	Total
Accounts receivable, net	\$2,261,141	\$6,231,626	\$1,036,249	\$9,529,016
Property plant and equipment, net	\$25,204,226	\$28,421,906	\$117,038	\$53,743,170
Construction in progress	\$1,860,050	\$68,560	\$-	\$1,928,610
Intangibles, net	\$-	\$666,152	\$105,659	\$771,811
Goodwill	\$1,170,511	\$2,328,526	\$-	\$3,499,037
Land held for development	\$-	\$-	\$20,558,424	\$20,558,424
Total assets	\$54,561,577	\$83,284,439	\$23,729,010	\$161,575,026

	Year ended December 31, 2014			
	Retail	Bulk	Services	Total
Revenues	\$24,104,932	\$39,201,011	\$2,253,135	\$65,559,078
Cost of revenues	11,521,277	27,985,441	2,580,260	42,086,978
Gross profit	12,583,655	11,215,570	(327,125)	23,472,100
General and administrative expenses	11,540,333	1,605,499	3,865,209	17,011,041
Income from operations	\$1,043,322	\$9,610,071	\$(4,192,334)	6,461,059
Other income, net				303,481
Net income				6,764,540
Income attributable to non-controlling interests				499,182
Net income attributable to Consolidated Water Co. Ltd. stockholders				\$6,265,358

Depreciation and amortization expenses for the year ended December 31, 2014 for the retail, bulk and services segments were \$2,404,404, \$3,196,912 and \$102,396, respectively.

Revenues earned by major geographic region were:

	Year ended December 31,		
	2016	2015	2014
Cayman Islands	\$31,211,705	\$32,735,215	\$35,040,803
Bahamas	19,554,944	21,062,081	26,702,605
Indonesia	91,311	368,012	471,919
Belize	2,614,989	2,422,547	2,596,410
United States	3,887,284	-	-
Revenues earned from management services agreement with OC-BVI	515,474	528,347	747,341
	\$57,875,707	\$57,116,202	\$65,559,078

Revenues earned from major customers were:

	Year ended December 31,		
	2016	2015	2014
Revenues earned from the Water and Sewerage Corporation of the Bahamas("WSC")	\$ 19,254,395	\$ 20,770,347	\$ 26,376,520
Percentage of total revenues from the WSC	33	% 36	% 40
Revenues earned from the Water Authority - Cayman ("WAC")	\$ 7,477,101	\$ 8,369,627	\$ 9,901,996
Percentage of total revenues from the WAC	13	% 15	% 15

Property, plant and equipment, net by major geographic region were:

	December 31,	
	2016	2015
Cayman Islands	\$24,252,351	\$22,518,524
Bahamas	25,180,669	27,441,376
Belize	907,752	920,149
Indonesia	612,568	2,665,312
United States	1,978,321	-
All other country operations	152,444	197,809
	\$53,084,105	\$53,743,170

18. Commitments and contingencies

Commitments

As of December 31, 2016, the Company held operating leases for land, office space, warehouse space, and equipment. In addition to minimum lease payments, certain leases provide for payment of real estate taxes, insurance, common area maintenance, and certain other expenses. Lease terms may include escalating rent provisions and rent incentives. Minimum lease payments and rent incentives are expensed using a straight line method over the non-cancellable lease term, which expire at various dates through the year 2035.

The short-term and long-term components of deferred rent assets are included within prepaid expenses and other current assets, and other assets, respectively, in the consolidated balance sheets.

Future minimum lease payments under these non-cancellable operating leases as of December 31, 2016 are as follows:

2017	\$806,279
2018	790,725
2019	557,480
2020	432,473
2021	216,786
Thereafter	2,595,436
	\$5,399,179

Total rental expense for the years ended December 31, 2016, 2015 and 2014 was \$834,738, \$821,845, and \$812,658, respectively, and is included within general and administrative expenses in the consolidated statements of income.

The Company has entered into employment agreements with certain executives, which expire through December 31, 2019 and provide for, among other things, base annual salaries in an aggregate amount of approximately \$2.1 million, performance bonuses and various employee benefits.

The Company has purchase obligations totaling approximately \$2.9 million through March 31, 2018.

Retail License

The Company sells water through its retail operations under a license issued in July 1990 by the Cayman Islands government that grants Cayman Water the exclusive right to provide potable water to customers within its licensed service area. As discussed below, this license was set to expire in July 2010 but has since been extended while negotiations for a new license take place. Pursuant to the license, Cayman Water has the exclusive right to produce potable water and distribute it by pipeline to its licensed service area, which consists of two of the three most populated areas of Grand Cayman, the Seven Mile Beach and West Bay areas. For the years ended December 31, 2016, 2015 and 2014, the Company generated approximately 40%, 40% and 36%, respectively, of its consolidated revenues and 56%, 56% and 54%, respectively, of its consolidated gross profit from the retail water operations conducted pursuant to Cayman Water's exclusive license.

Under the license, Cayman Water pays a royalty to the government of 7.5% of its gross retail water sales revenues (excluding energy cost adjustments). The selling prices of water sold to its customers are determined by the license and vary depending upon the type and location of the customer and the monthly volume of water purchased. The license provides for an automatic adjustment for inflation or deflation on an annual basis, subject to temporary limited exceptions, and an automatic adjustment for the cost of electricity on a monthly basis. The Water Authority-Cayman (the "WAC"), on behalf of the government, reviews and confirms the calculations of the price adjustments for inflation and electricity costs. If Cayman Water wants to adjust its prices for any reason other than inflation or electricity costs, Cayman Water has to request prior approval of the Cabinet of the Cayman Islands government. Disputes regarding price adjustments would be referred to arbitration.

The license was scheduled to expire in July 2010 but has been extended several times by the Cayman Islands government in order to provide the parties with additional time to negotiate the terms of a new license agreement. The most recent extension of the license expired on June 30, 2016. The Company continues to provide water subsequent to June 30, 2016 on the assumption that the license has been further extended to allow the parties to continue negotiations without interruption to an essential service.

The Cayman Islands government could ultimately offer a third party a license to service some or all of Cayman Water's present service area. However, as set forth in the existing license, *"the Governor hereby agrees that upon the expiry of the term of this Licence or any extension thereof, he will not grant a licence or franchise to any other person or company for the processing, distribution, sale and supply of water within the Licence Area without having first offered such a licence or franchise to the Company on terms no less favourable than the terms offered to such other person or company."*

In February 2011, the Water (Production and Supply) Law, 2011 and the Water Authority (Amendment) Law, 2011 (the "New Laws") were published and enacted. Under the New Laws, the WAC will issue any new license, and such new license could include a rate of return on invested capital model, as discussed in the following paragraph.

Following the enactment of the New Laws, the Company was advised in correspondence from the Cayman Islands government and the WAC that: (i) the WAC, and not the Cayman Islands government, is the principal negotiator in these license negotiations; and (ii) the WAC has determined that a rate of return on invested capital model ("RCAM") for the retail license is in the best interest of the public and Cayman Water's customers. RCAM is the rate model currently utilized in the electricity transmission and distribution license granted by the Cayman Islands government to the Caribbean Utilities Company, Ltd. The Company responded to the Cayman Islands government that it disagreed with the government's position on these two matters and negotiations for a new license temporarily ceased.

In July 2012, in an effort to resolve several issues relating to its retail license renewal negotiations, the Company filed an Application for Leave to Apply for Judicial Review (the "Application") with the Grand Court of the Cayman Islands (the "Court"), seeking declarations that: (i) certain provisions of the New Laws appear to be incompatible and a determination as to how those provisions should be interpreted; (ii) the WAC's roles as the principal license negotiator, statutory regulator and the Company's competitor put the WAC in a position of hopeless conflict; and (iii) the WAC's decision to replace the rate structure under the Company's current exclusive license with RCAM was predetermined and unreasonable. The hearing for this judicial review was held in April 2014 and in June 2014 the Court issued its ruling, which was limited to the determination that (i) the renewal of the license does not require a public bidding process; and (ii) the WAC is the proper entity to negotiate with the Company for the renewal of the license.

In November 2014, the Company wrote to the Minister of Works offering to recommence license negotiations on the basis of the RCAM model subject to the following conditions: (i) the Government would undertake to amend the

current water legislation to provide for an independent regulator and a fair and balanced regulatory regime more consistent with that provided under the electrical utility regulatory regime, (ii) the Government and the Company would mutually appoint an independent referee and chairman of the negotiations, (iii) the Company's new license would provide exclusivity for the production and provision of all piped water, both potable and non-potable, within its Cayman Islands license area, (iv) the Government would allow the Company to submit its counter proposal to the WAC's RCAM license draft, and (v) the principle of subsidization of residential customer rates by commercial customer rates would continue under a new license. In March 2015 the Company received a letter from the Minister of Works with the following responses to the Company's November 2014 letter: (1) while the Cayman government plans to create a new public utilities commission, the provision of the new retail license will not depend upon the formation of such a commission; (2) any consideration regarding inclusion of the exclusive right to sell non-potable water within the area covered by the retail license will not take place until after the draft license has proceeded through the review process of the negotiations; (3) rather than allow the Company to submit its counter proposal to the WAC's RCAM license draft, the WAC will draft the license with the understanding that the Company will be allowed to propose amendments thereto; (4) the principle of subsidization of residential customer rates by commercial customer rates would continue under the new license; and (5) a request that the Company consider eliminating its monthly minimum volume charge in the new license.

The Company recommenced license negotiations with the WAC during the third quarter of 2015 based upon a draft RCAM license provided by the WAC.

In October 2016, the Government of the Cayman Islands passed legislation which created a new utilities regulation and competition office ("OFREG"). OFREG is an independent and accountable regulatory body with a view of protecting the rights of consumers, encouraging affordable utility services, and promoting competition. OFREG has the ability to supervise, monitor and regulate multiple utility undertakings and markets. Water utilities are not presently included in the scope of OFREG's regulatory functions and remain under the regulatory control of the WAC. However, the Company was given the opportunity by the Cayman Islands government to comment on four draft legislative bills which are intended to transfer responsibility for economic regulation of the water utility sector from the WAC to OFREG. The Company has not been advised as to the final form and content of these legislative bills and is therefore presently unable to assess their ultimate impact on its retail license negotiations, however the Company believes that these bills will be enacted into law within the coming months. OFREG began operations in January 2017, and the Company has been advised by the WAC that they are presently coordinating with OFREG to transfer responsibility for the Company's license negotiations from the WAC to OFREG. The Company cannot presently determine the impact of OFREG or the pending legislative bills on its retail license negotiations.

The Company is presently unable to determine what impact the resolution of its retail license negotiations will have on its cash flows, financial condition or results of operations but such resolution could result in a material reduction of the operating income and cash flows the Company has historically generated from its retail operations and could require the Company to record an impairment loss to reduce the carrying value of its goodwill. Such impairment loss could have a material adverse impact on the Company's results of operations.

CW-Belize

By Statutory Instrument No. 81 of 2009, the Minister of Public Utilities of the government of Belize published an order - the Public Utility Provider Class Declaration Order, 2009 (the "Order") - which as of May 1, 2009 designated CW-Belize as a public utility provider under the laws of Belize. With this designation, the Public Utilities Commission of Belize (the "PUC") has the authority to set the rates charged by CW-Belize and to otherwise regulate its activities. On November 1, 2010, CW-Belize received a formal complaint from the PUC alleging that CW-Belize was operating without a license under the terms of the Water Industry Act. CW-Belize applied for this license in December 2010. On July 29, 2011, the PUC issued the San Pedro Public Water Supply Quality and Security Complaint Order (the "Second Order") which among other things requires that (i) CW-Belize and its customer jointly make a submission to the responsible Minister requesting that the area surrounding CW-Belize's seawater abstraction wells be designated a forest reserve or national park and be designated a Controlled Area under section 58 of the Water Industry Act; (ii) CW-Belize submit an operations manual for CW-Belize's desalination plant to the PUC for approval; (iii) CW-Belize and its customer modify the water supply agreement between the parties to (a) include new water quality parameters included in the Order and (b) cap the current exclusive water supply arrangement in the agreement at a maximum of 450,000 gallons per day; (iv) CW-Belize keep a minimum number of replacement seawater RO membranes in stock at all times; and (v) CW-Belize take possession of and reimburse the PUC for certain equipment which the PUC purchased from a third-party in late 2010. CW-Belize has applied for declaratory judgment and has been granted a temporary injunction to stay the enforcement of the Second Order by the PUC until such time as the Belize courts could hear the matter. The initial hearing on this matter was conducted on October 30 and 31, 2012 with an additional hearing on November 29, 2012. The ruling on this case is pending. The Company is presently unable to determine what impact the Order and the Second Order will have on its financial condition, results of operations or cash flows.

CW-Bali

Through its subsidiary CW-Bali, the Company has built and presently operates a seawater reverse osmosis plant with a productive capacity of approximately 790,000 gallons per day located in Nusa Dua, one of the primary tourist areas of Bali, Indonesia. Since its inception, the sales volumes for this plant have not been sufficient to cover its operating costs. CW-Bali's summarized financial results for the three most recent fiscal years are as follows:

Year ended December 31,

	2016	2015	2014
Revenues	\$91,311	\$368,012	\$471,919
Impairment loss on long-lived assets	(2,000,000)	-	-
Loss from operations	(2,744,361)	(483,544)	(458,393)
Net loss	(2,547,332)	(860,783)	(585,744)
Depreciation	450,736	304,673	279,037

In 2015, the Indonesian government passed Regulation 122 which provides a mechanism for governmental regulatory oversight over the utilization of Indonesia's water resources. Under this new regulation, the approval or cooperation of the local government water utility is required for any water supply contracts executed by non-governmental providers after the effective date of the regulation. Consequently CW-Bali will be required to enter into a cooperation agreement with Bali's local government water utility, PDAM, or otherwise obtain PDAM's approval, to supply any new customers.

In late 2015, the Company decided to seek a strategic partner for CW-Bali to (i) purchase a major portion of its equity ownership in CW-Bali; (ii) lead CW-Bali's sales and marketing efforts; (iii) liaise with PDAM; and (iv) assist with CW-Bali's on-going funding requirements.

During the three months ended September 30, 2016, the Company reassessed the prospects for CW-Bali in light of its results to date, current circumstances and uncertainties impacting the business, and expected future funding requirements and tested its long-lived assets for possible impairment. To test for impairment, the Company estimated the future undiscounted cash flows CW-Bali will receive from its plant by (i) identifying various possible future scenarios for the business; (ii) estimating the undiscounted future cash flows associated with each possible scenario; and (iii) assigning a probability to each scenario. The resulting probability-weighted sum represents the Company's best estimate of the future undiscounted cash flows to be derived by CW-Bali from its long-lived desalination plant assets. The carrying value of CW-Bali's long-lived assets exceeded the Company's probability-weighted estimate of CW-Bali's future undiscounted cash flows which indicated impairment of these assets, and the Company recorded an impairment loss of \$2.0 million during the three months ended September 30, 2016 to reduce the carrying value of its long-lived CW-Bali assets to their estimated fair value.

If in the coming months CW-Bali is not able to obtain a strategic partner, sell water to PDAM or to other new customers through a cooperation agreement, or otherwise significantly increase the revenues generated by its Nusa Dua plant, the Company may cease CW-Bali's operations. If the Company ceases CW-Bali's operations, it may be required to record further impairment losses to reduce the carrying value of its investment in CW-Bali to its fair value for the period in which the Company formally commits to exit the Bali market. Such impairment losses could have a material adverse impact on the Company's results of operations. Any sale of a portion of the Company's investment in CW-Bali may be for an amount less than its carrying amount, resulting in a loss on the sale that could have a material adverse impact on the Company's results of operations. The carrying value of the Company's investment in CW-Bali as of December 31, 2016 totaled \$1.8 million, consisting of net assets of approximately \$1.2 million and a cumulative foreign currency translation adjustment reflected in stockholders' equity of \$549,555.

The Company anticipated at the time CW-Bali commenced operations that CW-Bali's revenues, expenditures, and other cash flows would be conducted primarily in the local currency, the Indonesian rupiah (IDR). The Company expected that financial support it and its other subsidiaries provided to CW-Bali would not extend beyond CW-Bali's start-up phase, and that thereafter CW-Bali would generate positive net cash flows from its operations and thus remain relatively self-contained and integrated within the economic environment of Bali, Indonesia. As a result, since inception of its operations through September 30, 2016, the functional currency of CW-Bali was the IDR.

However, since its inception CW-Bali has been dependent upon on-going financial support from the Company in U.S dollars (US\$) to continue its operations. The Company expects such funding to continue until such time, if ever, that CW-Bali generates sufficient revenues to support its operations, or is able to obtain a strategic partner to assist with its on-going funding requirements, or ceases operations. Consequently, effective as of October 1, 2016, the Company changed the functional currency of CW-Bali to US\$.

During the periods for which IDR was CW-Bali's functional currency, the Company recorded foreign currency gains and losses arising from CW-Bali's transactions conducted in currencies other than the IDR. Such foreign currency gains and losses included amounts associated with (i) transactions denominated in currencies other than the IDR and (ii) the re-measurement of monetary assets and liabilities denominated in currencies other than the IDR as of the balance sheet date. CW-Bali's monetary assets and liabilities denominated in currencies other than the IDR consist of US\$-denominated bank accounts and US\$-denominated loans provided to CW-Bali by the Company. Such foreign currency transaction gains (losses) were included in income and amounted to approximately \$28,000 and (\$309,000) for the three months ended September 30, 2016 and 2015, respectively and approximately \$202,000 and (\$542,000) for the nine months ended September 30, 2016 and 2015, respectively. After the re-measurement process of monetary assets and liabilities was completed, the assets and liabilities of CW-Bali were translated into US\$ using exchange rates in effect at the end of each period. Revenues and expenses for CW-Bali were translated using rates that approximated those in effect during the period. The effect of these foreign currency translations was recognized in the cumulative translation adjustment included in the Company's stockholders' equity, which amounted to (\$549,555) as of September 30, 2016 and December 31, 2016 and (\$533,365) as of December 31, 2015.

This change in functional currency will be applied on a prospective basis, and therefore, the cumulative translation adjustment of (\$549,555) as of September 30, 2016 will remain unchanged until such time that the CW-Bali is no longer dependent on US\$ funding to support its operations, the Company sells all or a portion of its equity interest in CW-Bali, or the Company discontinues CW-Bali's operations. Translated amounts for non-monetary assets as of September 30, 2016 will become the new accounting basis for those assets effective October 1, 2016. Monetary assets denominated in foreign currencies, including the IDR, will be re-measured to US\$ at the current exchange rate as of the balance sheet date going forward. The Company anticipates that the likely effect of this change in functional currency will result in future foreign currency gains and losses that pertain to (i) transactions denominated in IDR and (ii) foreign currency re-measurements associated with monetary assets and liabilities denominated in IDR. As of December 31, 2016, such balances include IDR-denominated cash and accounts payable, which amounted to approximately \$28,000 and \$7,000, respectively, based upon the exchange rate between the IDR and US\$ as of that date. Based on this change in functional currency, the US\$-denominated loans to CW-Bali from its parent and affiliates will not be subject to further re-measurement adjustments.

Other Contingencies

CW-Bahamas' contract to supply water to the WSC from its Blue Hills plant requires CW-Bahamas to guarantee delivery of a minimum quantity of water per week. If CW-Bahamas does not meet this minimum, it will be required to pay the WSC for the difference between the minimum and actual gallons delivered at a per gallon rate equal to the price per gallon that WSC is currently paying under the contract. The Blue Hills contract expires in 2032 and requires CW-Bahamas to deliver 63.0 million gallons of water each week.

19. Stock-based compensation

The Company has the following stock compensation plans that form part of its employees' remuneration:

Employee Share Incentive Plan (Preferred Shares)

The Company awards shares of its preferred stock for \$nil consideration under its Employee Share Incentive Plan to eligible employees, other than Directors and Officers, after four consecutive years of employment. If these employees remain with the Company for an additional four consecutive years, they can convert these preferred shares into shares of common stock on a one for one basis. In addition, at the time the preferred shares are granted, the employees receive options to purchase an equal number of shares of preferred stock at a discount to the average trading price of the Company's common stock for the first seven days of the October immediately preceding the date of the preferred stock grant. If these options are exercised, the shares of preferred stock obtained may also be converted to shares of common stock if the employee remains with the Company for an additional four consecutive years. Each employee's option to purchase shares of preferred stock must be exercised within 30 days of the grant date, which is the 90th day after the date of the independent registered public accountants firm's audit opinion on the Company's consolidated financial statements. Shares of preferred stock not subsequently converted to shares of common stock are redeemable only at the discretion of the Company. Shares of preferred stock granted under this plan during the years ended December 31, 2016, 2015 and 2014, totaled 8,421, 8,615 and 5,957, respectively, and an equal number of preferred stock options were granted in each of these years.

2008 Equity Incentive Plan

On May 14, 2008, the Company's stockholders approved the 2008 Equity Incentive Plan (the "2008 Plan") and reserved 1,500,000 shares of the Company's Class A common shares for issuance under this plan. All Directors, executives and key employees of the Company or its affiliates are eligible for participation in the 2008 Plan which provides for the issuance of options, restricted stock and stock equivalents at the discretion of the Board. No options were granted under the plan in 2014, 2015 or 2016.

The Company measures and recognizes compensation expense at fair value for all share-based payments, including stock options. Stock-based compensation for the Employee Share Incentive Plan, Employee Share Option Plan and the 2008 Equity Incentive Plan totaled \$152,078, \$143,951 and \$116,574 for the years ended December 31, 2016, 2015 and 2014, respectively, and is included in general and administrative expenses in the consolidated statements of income.

Non-Executive Directors' Share Plan

This stock grant plan provides part of Directors' remuneration. Under this plan, non-Executive Directors receive a combination of cash and common stock for their participation in Board meetings. The number of shares of common stock granted is calculated based upon the market price of the Company's common stock on October 1 of the year preceding the grant. Common stock granted under this plan during the years ended December 31, 2016, 2015 and 2014 totaled 15,192, 10,514 and 5,992 shares, respectively. The Company recognized stock-based compensation for these share grants of \$179,573, \$143,218 and \$85,880 for the years ended December 31, 2016, 2015 and 2014, respectively.

Employee Share Option Plan (Common Stock Options)

The Company has an employee stock option plan for certain long-serving employees of the Company. Under the plan, these employees are granted in each calendar year, as long as the employee is a participant in the Employee Share Incentive Plan, options to purchase common shares. The price at which the option may be exercised will be the closing market price on the grant date, which is the 40th day after the date of the Company's Annual Shareholder Meeting. The number of options each employee is granted is equal to five times the sum of (i) the number of preferred shares which that employee receives for \$nil consideration and (ii) the number of preferred share options which that employee exercises in that given year. Options may be exercised during the period commencing on the fourth anniversary of the grant date and ending on the thirtieth day after the fourth anniversary of the grant date. Options granted under this plan during the years ended December 31, 2016, 2015, and 2014, totaled 3,980, 4,030 and 2,990, respectively.

The fair value of each option award is estimated on the date of grant using a Black-Scholes option-pricing model that uses the assumptions noted in the table below. Expected volatilities are based on historical volatilities of the Company's common stock. The Company uses historical data to estimate option exercise and post-vesting termination behavior. The expected term of options granted is based on historical data and represents the period of time that options granted are expected to be outstanding. The Company uses historical data to estimate stock option exercises and forfeitures within its valuation model. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of the grant.

The significant weighted average assumptions for the years ended December 31, 2016, 2015 and 2014 were as follows:

	2016	2015	2014
Risk free interest rate	0.43 %	0.41 %	0.48 %
Expected option life (years)	1.4	1.4	1.4
Expected volatility	33.49%	33.74%	48.06 %
Expected dividend yield	2.29 %	2.35 %	2.71 %

A summary of the Company's stock option activity for the year ended December 31, 2016 is as follows:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value ⁽¹⁾
Outstanding at beginning of period	94,478	\$ 10.52		
Granted	12,401	10.05		
Exercised	(55,061)	7.90		
Forfeited/expired	(34,218)	9.87		
Outstanding as of December 31, 2016	17,600	\$ 12.02	1.90 years	\$ -
Exercisable as of December 31, 2016	-	\$ 0.00	- years	\$ -

The intrinsic value of a stock option represents the amount by which the fair value of the underlying stock, (1) measured by reference to the closing price of the common shares of \$10.85 on the Nasdaq Global Select Market on December 31, 2016, exceeds the exercise price of the option.

As of December 31, 2016, 17,600 non-vested options were outstanding, with weighted average exercise price of \$12.02, and average remaining contractual life of 1.90 years. The total remaining unrecognized compensation costs related to unvested stock-based arrangements were \$25,336 as of December 31, 2016 and are expected to be recognized over a weighted average period of 1.90 years.

As of December 31, 2016, unrecognized compensation costs relating to redeemable preferred stock outstanding were \$155,231 and are expected to be recognized over a weighted average period of 1.22 years.

The following table summarizes the weighted average fair value of options at the date of grant and the intrinsic value of options exercised during the years ended December 31, 2016, 2015 and 2014:

	2016	2015	2014
Options granted with an exercise price below market price on the date of grant:			
Employees — preferred stock	\$4.48	\$4.19	\$-
Overall weighted average	4.48	4.19	-
Options granted with an exercise price at market price on the date of grant:			
Management employees	\$-	\$-	\$-
Employees — common stock	3.13	3.39	3.11
Overall weighted average	3.13	3.39	3.11
Options granted with an exercise price above market price on the date of grant:			
Management employees	\$-	\$-	\$-
Employees — preferred stock	-	-	0.59
Overall weighted average	-	-	0.59
Total intrinsic value of options exercised	\$73,753	\$87,371	\$17,162

Long-Term Incentive Compensation

The Board of Directors approved changes to the long-term incentive compensation for the Company's executive officers effective for 2015 and thereafter to better align the interests of its executive officers with those of its shareholders. The revised long-term compensation plan includes a combination of performance and non-performance based grants of common stock. The non-performance based stock grants vest ratably over a three-year period. The performance based grants vest at the end of three years based upon the achievement of three year cumulative performance outcomes. The initial three year measurement period for the performance based stock grants is 2015-2017. Common stock granted under this plan for the year ended December 31, 2015 but issued in 2016 totaled 9,964 shares. Common stock granted under this plan for the year ended December 31, 2016 but issued in 2017 totaled 17,825 shares. The Company recognized \$189,368 and \$120,500 in stock-based compensation expense related to the non-performance stock grants under the revised long-term compensation plan for the year ended December 31, 2016 and 2015, respectively.

20. Retirement benefits

Staff pension plans are offered to all employees in Florida, Cayman Islands and Bahamas. The plans are administered by third party pension plan providers and are defined contribution plans. The Company matches the contribution of the first 5% of each participating employee's salary up to \$104,400 for the Cayman Islands, there is no salary limit for the Bahamas and up to 6% of each participating employee salary for Florida employees. The total amount recognized as an expense under the plan during the year ended December 31, 2016, 2015, and 2014 was \$376,086, \$328,084, and \$325,576, respectively.

21. Financial instruments

Credit risk:

The Company is not exposed to significant credit risk on its retail customer accounts as its policy is to cease supply of water to customers' accounts that are more than 45 days overdue. The Company's exposure to credit risk is concentrated on receivables from its Bulk water customers. The Company considers these receivables fully collectible and therefore has not recorded an allowance for these receivables.

Interest rate risk:

The Company is not subject to significant interest-rate risk arising from fluctuations in interest rates as the balance of the Company's note payable to related party at December 31, 2016 is not significant to its financial condition or results of operations.

Foreign exchange risk:

All relevant foreign currencies other than the Mexican peso, Indonesian rupiah and the euro have been fixed to the dollar for over 30 years and the Company does not employ a hedging strategy against exchange rate risk associated with the reporting in dollars. If any of these fixed exchange rates becomes a floating exchange rate or if any of the foreign currencies in which the Company conducts business depreciate significantly against the dollar, the Company's consolidated results of operations could be adversely affected.

Fair values:

As of December 31, 2016 and 2015 the carrying amounts of cash and cash equivalents, accounts receivable, accounts payable and other current liabilities, the note payable to related party, the demand loan payable and dividends payable approximate their fair values due to the short term maturities of these instruments. Management considers that the carrying amounts for loans receivable as of December 31, 2016 and 2015 approximate their fair value as the stated interest rates approximate market rates.

Under US GAAP, fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. US GAAP guidance also establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the factors market participants would use in valuing the asset or liability. The guidance establishes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

81

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurements. The Company reviews its fair value hierarchy classifications on a quarterly basis. Changes in the observability of valuation inputs may result in a reclassification of levels for certain securities within the fair value hierarchy.

The following table presents the Company's fair value hierarchy for assets and liabilities measured at fair value as of December 31, 2016 and 2015:

	December 31, 2016			
	Level 1	Level 2	Level 3	Total
Liabilities:				
Recurring				
Net liability arising from put/call options	\$-	\$ -	\$680,000	\$680,000

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Assets:				
Recurring				
Restricted cash	\$428,203	\$-	\$ -	\$428,203
Certificate of deposit	-	5,637,538	-	5,637,538
Total recurring	\$428,203	\$5,637,538	\$ -	\$6,065,741

The activity for the Level 3 liability for the year ended December 31, 2016:

Net liability arising from put/call options⁽¹⁾	
Balance as of December 31, 2015	\$-
Issuance	383,000
Unrealized loss	297,000
Balance as of December 31, 2016	\$680,000

(1) The net liability arising from the put/call options is included other liabilities in the accompanying consolidated balance sheets as of December 31, 2016.

22. Supplemental disclosure of cash flow information

	Year Ended December 31,		
	2016	2015	2014
Interest paid in cash	\$74,898	\$147,546	\$196,768
Non-cash transactions:			
Transfers from inventory to property plant and equipment and construction in progress	\$276,807	\$123,036	\$168,622
Transfers from construction in progress to property, plant and equipment	\$3,542,119	\$2,694,733	\$2,693,622
Issuance of 25,156, 10,514, and 18,294, respectively, shares of common stock for services rendered	\$278,388	\$119,018	\$263,098
Issuance of 8,421, 8,615, and 5,957, respectively, shares of redeemable preferred stock for services rendered	\$111,410	\$110,703	\$65,289
Conversion (on a one-to-one basis) of 11,558, 7,195, and 4,756, respectively, shares of redeemable preferred stock to common stock	\$6,935	\$4,317	\$2,854
Dividends declared but not paid	\$1,118,017	\$1,111,501	\$1,106,456

23. Impact of recent accounting standards

Adoption of New Accounting Standards:

In February 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2015-02, *Consolidation (Topic 810) - Amendments to the Consolidation Analysis*. The amendments in this update require management to reevaluate whether certain legal entities should be consolidated. Specifically, the amendments (1) modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities (“VIEs”) or voting interest entities, (2) eliminate the presumption that a general partner should consolidate a limited partnership, (3) affect the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships, and (4) provide a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds. The amendments in this update are effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. The adoption of ASU 2015-02 did not have a material impact on the Company’s consolidated financial statements.

In April 2015, the FASB issued ASU 2015-03, *Interest-Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*. ASU 2015-03 provides authoritative guidance related to the presentation of debt issuance costs on the balance sheet, requiring companies to present debt issuance costs as a direct deduction from the carrying value of debt. The amendments in this update are effective for public business entities in fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. The new guidance must be applied retrospectively to each prior period presented. The adoption of ASU 2015-03 did not have a material impact on the Company’s consolidated financial statements.

In August 2015, the FASB issued ASU 2015-15, *Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements*, which clarifies the treatment of debt issuance costs from line-of-credit arrangements after adoption of ASU 2015-03. The SEC Staff announced they would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. The amendment requires retrospective application and represents a change in accounting principle. The amendment becomes effective in fiscal years beginning after December 15, 2015. The adoption of ASU 2015-15 did not have a material impact on the Company’s consolidated financial statements.

In September 2015, the FASB issued ASU 2015-16, *Business Combinations: Simplifying the Accounting for Measurement-Period Adjustments*, which requires an acquirer to recognize adjustments identified during the measurement period in the reporting period in which the adjustment amounts are determined. The adjustment must

include the cumulative effect of the adjustment as if the accounting had been completed on the acquisition date. The update should be applied prospectively and becomes effective January 1, 2016. Early application is permitted. The adoption of ASU 2015-16 did not have a material impact on the Company's consolidated financial statements.

Effect of newly issued but not yet effective accounting standards:

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers*. ASU 2014-09 requires revenue recognition to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 prescribes a five step framework in accounting for revenues from contracts within its scope, including (a) identification of the contract, (b) identification of the performance obligations under the contract, (c) determination of the transaction price, (d) allocation of the transaction price to the identified performance obligations and (e) recognition of revenues as the identified performance obligations are satisfied. ASU 2014-09 also prescribes additional disclosures and financial statement presentations. ASU 2014-09 may be adopted retrospectively or under a modified retrospective method where the cumulative effect is recognized at the date of initial application. This amendment was originally effective January 1, 2017. In August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, which defers the effective date by one year to January 1, 2018. Early application is permitted but not before January 1, 2017.

In March 2016, the FASB issued ASU 2016-08, *Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*, that amends the principal versus agent guidance in ASU 2014-09. ASU 2016-08 clarifies that the analysis must focus on whether the entity has control of the goods or services before they are transferred to the customer. ASU 2016-08 also provides additional guidance about how to apply the control principle when services are provided and when goods or services are combined with other goods or services.

In April 2016, the FASB issued ASU 2016-10, *Identifying Performance Obligations and Licensing*, that amends the revenue guidance in ASU 2014-09 on identifying performance obligations and accounting for licenses of intellectual property. ASU 2016-10 changed the FASB's previous proposals on renewals of right-to-use licenses and contractual restrictions. The effective date of the standard for the Company will coincide with ASU 2014-09 during the first quarter 2018.

In May 2016, the FASB issued ASU 2016-11, *Revenue Recognition (Topic 605) and Derivatives and Hedging (Topic 815): Rescission of SEC Guidance Because of Accounting Standards Updates 2014-09 and 2014-16 Pursuant to Staff Announcements at the March 3, 2016 EITF Meeting*. ASU 2016-11 rescinds several SEC Staff Announcements that are codified in Topic 605, including, among other items, guidance relating to accounting for shipping and handling fees and freight services.

In May 2016, the FASB issued ASU 2016-12, *Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients*, which clarifies implementation guidance around collectability, sales taxes collected from customers, noncash considerations, contract modifications at transition, and completed contracts at transition.

In December 2016, the FASB issued ASU 2016-20, *Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers*, which amended the guidance on performance obligation disclosures and makes technical corrections and improvements to the new revenue standard. The standard is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period, and permits early adoption on a limited basis. The update permits the use of either the retrospective or cumulative effect transition method.

The effective dates of ASU 2016-08, ASU 2016-10, ASU 2016-11, ASU 2016-12 and ASU 2016-20 are the same as ASU 2015-14 discussed above. The Company is currently evaluating the effect the adoption of these standards will have on the Company's consolidated financial statements.

In July 2015, the FASB issued ASU 2015-11, *Inventory (Topic 330): Simplifying the Measurement of Inventory*. ASU 2015-11 applies to all inventory that is measured using first-in, first-out or average cost. The guidance requires an entity to measure inventory at the lower of cost or net realizable value. ASU 2015-11 is effective prospectively for fiscal years, and for interim periods within those years, beginning after December 15, 2016. Early application is permitted. The adoption of ASU 2015-11 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In November 2015, the FASB issued ASU 2015-17, *Income Taxes (Topic 740), Balance Sheet Classification of Deferred Taxes*. ASU 2015-17 requires net deferred tax assets and liabilities be classified as noncurrent in a classified balance sheet and eliminates the classification between current and noncurrent amounts ASU No. 2015-17 is effective for financial statements issued for annual periods beginning after December 15, 2016 and interim periods within those annual periods. Early adoption is permitted. The adoption of ASU 2015-17 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*, which provides guidance for the recognition, measurement, presentation and disclosure of financial assets and financial liabilities. ASU 2016-01 is effective for fiscal years, and for interim periods within those years, beginning after December 15, 2017 and, for most provisions, is effective using the cumulative-effect transition approach. Early application is permitted for certain provisions. The Company is currently evaluating the effect the adoption of this amendment will have on the Company's consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which provides guidance for accounting for leases. The new guidance requires companies to recognize the assets and liabilities for the rights and obligations created by leased assets. The accounting guidance for lessors will remain relatively largely unchanged. ASU 2016-02 is effective for annual and interim periods beginning after December 15, 2018. Early adoption is permitted. The Company is currently evaluating the effect the adoption of this amendment will have on the Company's consolidated financial statements.

In March 2016, the FASB issued ASU 2016-07, *Investments- Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting*, which eliminates the requirement to apply the equity method of accounting retrospectively when a reporting entity obtains significant influence over a previously held investment. ASU 2016-07 will be effective for the Company's fiscal year beginning January 1, 2017 and subsequent interim periods. The adoption of ASU 2016-07 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In March 2016, the FASB issued ASU 2016-09, *Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*, which simplifies several aspects related to the accounting for share-based payment transactions, including the accounting for income taxes, statutory tax withholding requirements and classification on the statement of cash flows. ASU 2016-09 is effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The adoption of ASU 2016-09 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*, which clarifies how certain cash receipts and payments are presented in the statement of cash flows. ASU 2016-15 is effective for annual periods beginning after December 15, 2017 and early adoption is permitted. The Company is currently evaluating the effect the adoption of this amendment will have on the Company's consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, *Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*, which removes Step 2 of the goodwill impairment test. Goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying 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. ASU 2017-04 should be applied on a prospective basis and is effective for annual periods beginning January 1, 2020. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company is currently evaluating the effect the adoption of this amendment will have on the Company's consolidated financial statements.

24. Income taxes

The components of income (loss) before income taxes are as follows:

	Years Ended December 31		
	2016	2015	2014
Foreign (not subject to income taxes)	\$8,851,332	\$10,502,379	\$10,355,689
Mexico	(3,339,932)	(2,576,885)	(3,591,149)
United States	(3,270,144)	-	-
	\$2,241,256	\$7,925,494	\$6,764,540

The Company's provision for income taxes for 2016 consisted of a deferred tax benefit relating to U.S. operations of \$536,057.

A reconciliation of the U.S. statutory federal tax rate to the effective benefit rate for the U.S. loss before income taxes for the year ended December 31, 2016 is as follows:

U.S statutory federal rate	34.0 %
State taxes, net of federal effect	(2.0 %)
Foreign tax rate differential	(128.3 %)
Permanent items	20.9 %
Valuation allowance for deferred tax assets	51.4 %
	(23.9 %)

The tax effects of significant items comprising the Company's net long term deferred tax liability at December 31, 2016 were as follows:

Deferred tax assets:	
Operating loss carryforwards - Mexico	\$5,545,008
Operating loss carryforwards - United States	150,758
Valuation allowances	(5,695,766)
	-
Deferred tax liabilities:	
Property and equipment	129,041
Intangible assets	1,786,200

	1,915,241
Net deferred tax liability	\$1,915,241

25. Subsequent events

The Company evaluated subsequent events through the time of the filing of its Annual Report on Form 10-K. Other than as disclosed in these consolidated financial statements, the Company is not aware of any significant events that occurred subsequent to the balance sheet date but prior to the filing of this report that would have a material impact on its consolidated financial statements.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors

Ocean Conversion (BVI) Ltd.

We have audited the accompanying consolidated balance sheets of Ocean Conversion (BVI) Ltd. (the “Company”) as of December 31, 2016 and 2015, and the related consolidated statements of operations, stockholders’ equity and cash flows for each of the years in the three-year period ended December 31, 2016. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States) and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Ocean Conversion (BVI) Ltd., as of December 31, 2016 and 2015, and the consolidated results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America.

/s/ Marcum LLP

Fort Lauderdale, Florida

March 16, 2017

OCEAN CONVERSION (BVI) LTD.**CONSOLIDATED BALANCE SHEETS**

	December 31,	
	2016	2015
ASSETS		
Current assets		
Cash and cash equivalents	\$4,509,590	\$1,290,227
Accounts receivable	974,368	2,839,338
Inventory	80,699	63,365
Prepaid expenses and other assets	62,757	130,862
Total current assets	5,627,414	4,323,792
Property, plant and equipment, net		
Construction in progress	-	63,047
Inventory non-current	262,537	274,384
Other assets	382,417	419,417
Total assets	\$9,590,656	\$9,006,442
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and other liabilities	\$197,673	\$584,116
Total current liabilities	197,673	584,116
Profit sharing obligation		
Deferred revenue	1,854,900	1,603,800
Total liabilities	-	46,452
2,052,573		
2,234,368		
Equity		
Class A, voting shares, \$1 par value. Authorized 600,000 shares: issued and outstanding 555,000 shares	555,000	555,000
Class B, voting shares, \$1 par value. Authorized 600,000 shares: issued and outstanding 555,000 shares	555,000	555,000
Class C, non-voting shares, \$1 par value. Authorized 600,000 shares: issued and outstanding 165,000 shares	165,000	165,000
Additional paid-in capital	225,659	225,659
Retained earnings	5,832,863	5,056,829
Total OC-BVI stockholders' equity	7,333,522	6,557,488
Non-controlling interest	204,561	214,586
Total equity	7,538,083	6,772,074
Total liabilities and equity	\$9,590,656	\$9,006,442

The accompanying notes are an integral part of these consolidated financial statements.

OCEAN CONVERSION (BVI) LTD.**CONSOLIDATED STATEMENTS OF OPERATIONS**

	Year Ended December 31,		
	2016	2015	2014
Revenues	\$3,832,929	\$4,143,882	\$4,679,829
Cost of revenues	2,107,557	2,261,973	2,833,007
Gross profit	1,725,372	1,881,909	1,846,822
General and administrative expenses	930,838	958,364	940,072
Income from operations	794,534	923,545	906,750
Other income (expense)			
Interest income	302,575	33,152	39,299
Profit sharing expense	(251,100)	(210,600)	(222,750)
Other	-	1,000	(5,300)
Other income (expense), net	51,475	(176,448)	(188,751)
Net income	846,009	747,097	717,999
Income attributable to non-controlling interests	69,975	70,854	21,045
Net income attributable to controlling interests	\$776,034	\$676,243	\$696,954

The accompanying notes are an integral part of these consolidated financial statements.

OCEAN CONVERSION (BVI) LTD.**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**

	Common		Additional	Retained	Non-controlling	Total
	Shares	Dollars	paid-in capital	earnings	interest	stockholders' equity
Balance as of December 31, 2013	1,275,000	\$ 1,275,000	\$ 225,659	\$ 5,315,632	\$ 122,687	\$ 6,938,978
Net income	-	-	-	696,954	21,045	717,999
Dividends declared	-	-	-	(1,632,000)	-	(1,632,000)
Balance as of December 31, 2014	1,275,000	1,275,000	225,659	4,380,586	143,732	6,024,977
Net income	-	-	-	676,243	70,854	747,097
Dividends declared	-	-	-	-	-	-
Balance as of December 31, 2015	1,275,000	1,275,000	225,659	5,056,829	214,586	6,772,074
Net income	-	-	-	776,034	69,975	846,009
Dividends declared	-	-	-	-	(80,000)	(80,000)
Balance as of December 31, 2016	1,275,000	\$ 1,275,000	\$ 225,659	\$ 5,832,863	\$ 204,561	\$ 7,538,083

The accompanying notes are an integral part of these consolidated financial statements.

OCEAN CONVERSION (BVI) LTD.**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Year Ended December 31,		
	2016	2015	2014
Cash flows from operating activities			
Net income	\$ 846,009	\$ 747,097	\$ 717,999
Adjustments to reconcile net income to net cash and cash equivalents provided by operating activities			
Depreciation	716,750	673,711	753,759
Net loss on disposal of fixed assets	-	-	14,454
Profit sharing	251,100	210,600	222,750
(Increase) decrease in accounts receivable	1,864,970	(1,340,817)	1,253,309
(Increase) decrease in inventory	(5,487)	13,013	(69,010)
(Increase) decrease in prepaid expenses and other assets	105,105	(1,972)	62,373
Increase (decrease) in accounts payable and other liabilities	(386,443)	156,847	(290,618)
Increase (decrease) in deferred revenue	(46,452)	46,452	-
Net cash provided by operating activities	3,345,552	504,931	2,665,016
Cash flows from investing activities			
Additions to property, plant and equipment and construction in progress	(46,189)	(63,664)	(122,583)
Net cash (used in) investing activities	(46,189)	(63,664)	(122,583)
Cash flows from financing activities			
Profit sharing rights paid	-	-	(518,400)
Dividends paid	(80,000)	-	(1,632,000)
Net cash (used in) financing activities	(80,000)	-	(2,150,400)
Net increase in cash and cash equivalents	3,219,363	441,267	392,033
Cash and cash equivalents at the beginning of the period	1,290,227	848,960	456,927
Cash and cash equivalents at the end of the period	\$ 4,509,590	\$ 1,290,227	\$ 848,960
Non-cash transactions			
Transfers from inventory to property, plant and equipment, net	\$ 109,236	\$ 64,426	\$-

The accompanying notes are an integral part of these consolidated financial statements.

OCEAN CONVERSION (BVI) LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Principal activity

Ocean Conversion (BVI) Ltd. (“OC-BVI”) was incorporated in the British Virgin Islands under the Companies Act, Cap 285, on May 14, 1990 and is engaged in the production and sale of potable water to the Government of the British Virgin Islands (the “BVI government”). OC-BVI has an agreement with the BVI government, its sole customer, to produce and supply a guaranteed quantity and quality of potable water. This agreement provides for specific penalties should OC-BVI not be able to provide the guaranteed quantity of water.

JVD Ocean Desalination Ltd. (“JVD”), a majority owned subsidiary of OC-BVI, was incorporated on January 2, 2003 and began producing potable water on the island of Jost Van Dyke for the BVI government in July 2003 under a 10-year contract with the BVI government that expired July 8, 2013. Pursuant to the contract, OC-BVI is operating the plant on a year-to-year basis until the BVI government informs OC-BVI of its intention to extend the existing, or enter into a new agreement.

OC-BVI supplies water to the BVI government under a seven-year contract executed in March 2010 for OC-BVI’s plant located at Bar Bay, Tortola (the “Bar Bay Agreement”). Under the terms of the Bar Bay Agreement, OC-BVI delivers up to 600,000 gallons of water per day to the BVI government from the Bar Bay plant and the BVI government is obligated to pay for this water at a specified price as adjusted by a monthly energy factor. In February 2017, the OC-BVI and BVI government executed a 14 year extension of the Bar Bay Agreement at a reduced price per gallon for the water provided.

2. Accounting policies

Basis of preparation: The consolidated financial statements presented are prepared in accordance with the accounting principles generally accepted in the United States of America.

Basis of consolidation: The consolidated financial statements include the financial statements of OC-BVI and its majority owned subsidiary, JVD (collectively, the “Company”). All significant intercompany balances and transactions have been eliminated.

Use of estimates: The preparation of the consolidated financial statements in conformity with the accounting principles generally accepted in the United States of America requires management of the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant items subject to estimates and assumptions include the carrying value of property, plant and equipment and inventory. Actual results could differ from those estimates.

Cash and cash equivalents: Cash and cash equivalents are comprised of demand deposits at banks and highly liquid deposits at banks with an original maturity of three months or less. Cash and cash equivalents are not restricted as to withdrawal or use.

Accounts receivable: Accounts receivable are recorded at the invoiced amounts based on meter readings.

Interest income: The Company earns interest income on accounts receivable based on the overdue invoices from its customer.

Inventory: Inventory primarily includes replacement spares and parts that are valued at the lower of cost or net realizable value, with cost determined on the first-in, first-out basis.

Impairment of long-lived assets: Assets such as property, plant and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount exceeds the fair value of the asset.

Property, plant and equipment: Property, plant and equipment is stated at cost less accumulated depreciation. Depreciation is calculated using a straight line method with an allowance for estimated residual values. Rates are determined based on the estimated useful lives of the assets as follows:

Plant and equipment	4 to 14 years
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Office furniture, fixtures and equipment	3 to 10 years
Vehicles	3 to 10 years
Lab equipment	5 to 10 years

Additions to property, plant and equipment consist of the cost of the contracted services, direct labor and materials. Assets under construction are recorded as additions to property, plant and equipment upon completion of the projects. Depreciation commences in the month of addition.

Revenue from water sales: OC-BVI recognizes revenues from Bar Bay plant water sales at the time water is supplied to the BVI government's distribution system. The amount of water supplied is determined based upon water meter readings performed at the end of each month. Under the terms of its bulk water supply contracts, OC-BVI is entitled to charge its customers the greater of a minimum monthly charge or the price for water supplied during the month.

3. Litigation with the BVI government

Under the terms of a water supply agreement dated May 1990 (the "1990 Agreement") between OC-BVI and the Government of the British Islands (the "BVI Government"), upon the expiration of its initial seven-year term in May 1999, the 1990 Agreement would automatically be extended for another seven-year term unless the BVI government provided notice, at least eight months prior to such expiration, of its decision to purchase the plant from OC-BVI at the agreed upon amount under the 1990 Agreement of approximately \$1.42 million. In correspondence between the parties from late 1998 through early 2000, the BVI government indicated that it intended to purchase the plant but would be amenable to negotiating a new water supply agreement, and that it considered the 1990 Agreement to be in force on a monthly basis until negotiations between the BVI government and OC-BVI were concluded. Occasional discussions were held between the parties since 2000 without resolution of the matter. OC-BVI continued to supply water from the plant and expended approximately \$4.7 million between 1995 and 2003 to significantly expand the production capacity of the plant beyond that contemplated in the 1990 Agreement.

In 2006, the BVI government took the position that the seven-year extension of the 1990 Agreement had been completed and that it was entitled to ownership of the Baughers Bay plant. In response, OC-BVI disputed the BVI government's contention that the original terms of the 1990 Agreement remained in effect.

During 2007, the BVI government significantly reduced its payments for the water being supplied by OC-BVI and filed a lawsuit with the Eastern Caribbean Supreme Court (the "Court") seeking ownership of the Baughers Bay plant. OC-BVI counterclaimed to the Court that it was entitled to continued possession and operation of the Baughers Bay plant until the BVI government paid OC-BVI approximately \$4.7 million, which OC-BVI believed represented the value of the Baughers Bay plant at its expanded production capacity. OC-BVI subsequently filed claims with the Court seeking payment for water sold and delivered to the BVI government through May 31, 2009 at the contract prices in effect before the BVI government asserted its purported right of ownership of the plant.

The Court ruled on this litigation in 2009, determining that (i) the BVI government was entitled to immediate ownership and possession of the Baughers Bay plant; (ii) OC-BVI was not entitled to compensation for the expenditures made to expand the production capacity of the plant; (iii) OC-BVI was entitled to full payment of water invoices issued up to December 20, 2007, which had been calculated under the terms of the original 1990 Agreement; and (iv) OC-BVI was entitled to the amount of \$10.4 million for water produced by OC-BVI from the Baughers Bay plant subsequent to December 20, 2007.

OC-BVI filed an appeal with the Eastern Caribbean Court of Appeals (the “Appellate Court”) in October 2009 asking the Appellate Court to review the September 17, 2009 ruling by the Court as it related to OC-BVI’s claim for compensation for expenditures made to expand the production capacity of the Baughers Bay plant. In October 2009, the BVI government also filed an appeal with the Appellate Court requesting the Appellate Court to reduce the \$10.4 million awarded by the Court to OC-BVI for water supplied subsequent to December 20, 2007 to an amount equal to the cost of producing such water.

In March 2010, OC-BVI vacated the Baughers Bay plant and the BVI government assumed direct responsibility for the plant’s operations.

In June 2012, the Appellate Court issued the final ruling with respect to the Baughers Bay litigation. This ruling dismissed the BVI government’s appeal against the previous judgment of the Court awarding \$10.4 million for the water supplied, and also awarded OC-BVI compensation for improvements made to the plant in the amount equal to the difference between (i) the value of the Baughers Bay plant at the date OC-BVI transferred possession of the plant to the BVI government and (ii) \$1.42 million (the purchase price for the Baughers Bay plant under the 1990 Agreement). OC-BVI was also awarded all of its court costs at the trial level and two-thirds of such costs incurred on appeal.

OC-BVI and the BVI government engaged a mutually approved valuation expert to complete a valuation of the Baughers Bay plant at the date it was transferred to the BVI government in accordance with the Appellate Court ruling.

In June 2016, OC-BVI received the final valuation report from the valuation expert, which sets forth a value for the Baughers Bay plant of \$13.0 million as of the date OC-BVI transferred possession of the plant to the BVI government. Applying the valuation determined by the valuation expert to the formula set forth by the Appellate Court in its ruling, OC-BVI would be entitled to \$11.58 million from the BVI government for the Baughers Bay plant. The BVI government has indicated that it disagrees with the valuation methodology used by the valuation expert and the resulting valuation for the Baughers Bay plant. OC-BVI cannot presently determine if the Appellate Court will uphold the Baughers Bay plant valuation or when, or to what extent, any amount for the value of the Baughers Bay plant will be paid by the BVI government. Consequently, any amount due for the Baughers Bay plant valuation will not be included in OC-BVI’s results of operations until such amount, if any, is paid by the BVI government.

4. Inventory

Inventory consists of:

	December 31,	
	2016	2015
Consumables stock	\$16,302	\$8,043
Spare parts inventory	326,934	329,706
Total inventory	343,236	337,749
Less current portion	80,699	63,365
Inventory (non-current)	\$262,537	\$274,384

5. Property, plant and equipment

Property, plant and equipment consist of:

	December 31,	
	2016	2015
Buildings	\$3,599,824	\$3,599,824
Plant and equipment	5,864,904	5,755,668
Office furniture, fixtures and equipment	44,203	44,203
Vehicles	78,428	78,428
Tools & test equipment	9,622	9,622
	9,596,981	9,487,745
Accumulated depreciation	(6,278,693)	(5,561,943)
Property, plant and equipment, net	\$3,318,288	\$3,925,802

Depreciation expense was \$716,750, \$673,711 and \$753,759 for the years ended December 31, 2016, 2015 and 2014, respectively.

During 2007, OC-BVI completed, for a total cost of approximately \$8 million, the construction of a desalination plant with a capacity of 720,000 gallons per day located at Bar Bay, Tortola (the "Bar Bay plant"). OC-BVI began selling water to the Ministry from this plant in January 2009 and on March 4, 2010, OC-BVI and the BVI government executed a definitive seven-year contract for the Bar Bay plant (the "Bar Bay Agreement"). Under the terms of the Bar Bay Agreement, OC-BVI delivers up to 600,000 gallons of water per day to the BVI government from the Bar Bay

plant and the BVI government is obligated to pay for this water at a specified price as adjusted by a monthly energy factor. The Bar Bay Agreement included a seven-year extension option exercisable by the BVI government and required OC-BVI to complete a storage reservoir on a BVI government site by no later than March 4, 2011. OC-BVI has not commenced construction of this storage reservoir due to the BVI government's failure to pay the invoices for the water provided by the Bar Bay plant on a timely basis. In February 2017, the OC-BVI and BVI government executed a 14 year extension of the Bar Bay Agreement at a reduced price per gallon for the water provided.

6. Commitments

During 2005, OC-BVI entered into a 25- year lease agreement with Bar Bay Estate Holdings Limited (“Bar Bay Holdings”), a private company incorporated in the Territory of the British Virgin Islands, pursuant to which OC-BVI agreed to lease from Bar Bay Holdings approximately 50,000 square feet of land on Tortola, British Virgin Islands on which a seawater desalination plant and wells was constructed. Under the terms of the lease agreement, a lease premium payment of \$750,000 was made on June 10, 2005, annual lease and easement payments of \$17,662 are due annually and royalty payments of 2.87% of annual sales, as defined in the lease agreement, are payable quarterly. Sage Water Holdings (BVI) Limited currently owns 100% of the non-voting stock, 50% of the voting common stock and 50% of the profit sharing rights of OC-BVI. A Director of Sage Water Holdings is also a Director of OC-BVI and holds 50% of the outstanding shares of Bar Bay Holdings.

OC-BVI entered into an agreement that grants an easement over a parcel of land used to access certain Bar Bay plant. Under the terms of the agreement, an initial premium payment of \$70,000 was made and fees of \$6,000 are due annually through September 2019.

Future minimum lease payments under non-cancelable operating leases as of December 31, 2016 are as follows:

2017	\$25,319
2018	25,319
2019	23,319
2020	19,319
2021	19,319
Thereafter	162,597
	\$275,192

Total rental expense amounted to \$77,227, \$76,262 and \$76,262 for the years ended December 31, 2016, 2015 and 2014, respectively.

7. Expenses

Year Ended December 31,		
2016	2015	2014

Cost of water sales consist of the following:

Fuel oil	\$26,121	\$42,685	\$89,672
Electricity	585,177	777,680	1,114,780
Maintenance	114,615	85,518	90,025
Depreciation	715,084	671,804	751,705
Employee costs	338,899	338,143	395,648
Insurance	73,183	74,394	74,086
Other	254,478	271,749	317,091
	\$2,107,557	\$2,261,973	\$2,833,007

General and administrative expenses consist of the following:

Management fees	\$611,722	\$630,932	\$628,643
Directors fees and expenses	48,750	88,738	71,390
Professional fees	78,390	28,525	25,626
Employee costs	69,969	66,254	65,213
Depreciation	1,666	1,908	2,054
Maintenance	410	948	-
Other	119,931	141,059	147,146
	\$930,838	\$958,364	\$940,072

8. Related party transactions

Pursuant to an amended and restated Management Services Agreement between DesalCo Limited (“DesalCo”), a wholly-owned subsidiary of CWCO, and the Company, DesalCo provides the Company with management, administration, finance, operations, maintenance, engineering and purchasing services, and is entitled to be reimbursed for all reasonable expenses incurred on behalf of the Company.

Pursuant to a Management Services Memorandum effective January 1, 2004 between the Class B Directors who at any point in time represent Sage Water Holdings (BVI) Limited (“SWHL”), and the Company, the Class B directors provide the Company with delegated operational matters, general management of local business matters, donation, sponsorship and public relations activities, and are entitled to an annual fixed fee of \$60,000, adjusted annually for inflation, and a profit sharing bonus equal to 2% of the Company’s income before depreciation, interest (income and expense), and other expenses not directly related to the operation of the Company.

Pursuant to a Services Agreement effective November 30, 2012 between the Company and Sage Utilities Holdings (BVI) Limited (“SUHL”), which is related to Sage Water Holdings (BVI) Ltd. through common ownership, the Company provides SUHL with operations, maintenance, engineering, and purchasing services.

The statements of operations include the following transactions with related parties:

	Year ended December 31,		
	2016	2015	2014
Revenues			
SUHL management fees	\$303,477	\$331,599	\$447,965
General and administrative expenses			
DesalCo management fees	\$497,544	\$514,858	\$513,048
SWHL management fees	114,178	116,074	115,595
	\$611,722	\$630,932	\$628,643

The accompanying balance sheets include the following amounts associated with related parties:

	December 31,	
	2016	2015
Accounts receivable		
SUHL	\$368,922	\$351,161
Prepaid expenses and other assets		
DesalCo	\$	\$46,452
Accounts payable and other liabilities		
DesalCo	\$53,900	\$44,977
SWHL	8,790	9,251
	\$62,690	\$54,228

Deferred revenue		
SUHL	\$-	\$46,452

9. Profit sharing obligation

	December 31,	
	2016	2015
Opening balance	\$1,603,800	\$1,393,200
Additions	251,100	210,600
Distributions paid and accrued	-	-
Ending balance	\$1,854,900	\$1,603,800

In 1993, the Company and its existing shareholders at that time, entered into two Share Repurchase and Profit Sharing Agreements (the "Agreements") to repurchase 225,000 shares each from those shareholders (the "Parties"), whose shares were issued in exchange for guarantees of the Company's long term debt. The Agreements were subsequently approved by special resolution at an Extraordinary Meeting of all the Company's shareholders.

Under the terms of the Agreements, the Company, in exchange for the above-mentioned shares, granted the Parties, profit sharing rights in the Company's profits for as long as the Company remains in business as a going concern. The Agreement states that where the Company has profits available for the payment of dividends and pays a dividend from there, a distribution shall be made to each of the Parties equal to 202,500 times the dividend per share received by the remaining shareholders and paid concurrently with such dividend. The factor of 202,500 shall be subject to amendment by the same proportion and at the same time as changes take place or adjustments are made in respect of the remaining shareholders.

The current shareholders and an affiliate of a current shareholder have acquired these profit sharing rights. The Company has recorded an obligation as of December 31, 2016 for the maximum profit shares payable to the Parties if all retained earnings were to be distributed as dividends and profit shares.

10. Taxation

Under the terms of the water sale agreements with the Government, the Company is exempt from all non-employee taxation in the British Virgin Islands.

11. Pension plan

Effective December 1, 2003, the Company established the MWM Global Retirement Plan (the "Plan"). The Plan is a defined contribution plan whereby the Company contributes 5% of each participating employee's salary to the Plan. The total amount recognized as an expense under the plan was \$11,587, \$11,648, and \$11,319 for the years ended December 31, 2016, 2015 and 2014, respectively.

12. Financial instruments

Credit risk:

Financial assets that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents, accounts receivable and intercompany loans receivable. The Company's cash is placed with high credit quality financial institutions. The accounts receivable are due from the Company's sole customer, the BVI government. As a result, the Company is subject to credit risk to the extent of any non-performance by the BVI government.

Interest rate risk:

The Company has no long-term debt as of December 31, 2016.

Fair values:

As of December 31, 2016 and 2015, the carrying amounts of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate fair values due to the short term maturities of these assets and liabilities.

13. Subsequent events

On January 3, 2017, the Company declared a cash dividend of \$1.50 per share to the shareholders of record on that date, amounting to total dividends and profit sharing rights payable of \$2,520,000.

The Company has evaluated subsequent events through the date the financial statements were issued and has determined that other than as disclosed in these consolidated financial statements, the Company is not aware of any significant events that occurred subsequent to the balance sheet date but prior to the filing of this report that would have a material impact on its consolidated financial statements.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A.

CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Disclosure controls and procedures are the Company's controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Our management recognizes that any controls and procedures, no matter how well designed and operated, can only provide reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the possible controls and procedures.

Our management has evaluated, with the participation of our principal executive officer and principal financial officer, the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, our management, including our principal executive officer and principal financial officer, has concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective at the reasonable assurance level.

Internal Control Over Financial Reporting

- (a) Management's Annual Report on Internal Control Over Financial Reporting

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Company management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of, our principal executive officer and principal financial officer and effected by the Company's Board of Directors, management and other personnel 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 in the United States of America and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles in the United States of America, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2016. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework (2013)*.

Based on our assessment, management has concluded that, as of December 31, 2016, the Company's internal control over financial reporting was effective at the reasonable assurance level.

The Company's independent registered public accounting firm, Marcum LLP, has issued a report on the effectiveness of the Company's internal control over financial reporting. Their report appears in ITEM 9A(b).

(b) Attestation Report of the Independent Registered Public Accounting Firm

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Board of Directors and Stockholders

Consolidated Water Co. Ltd.

We have audited Consolidated Water Co. Ltd.'s (the "Company") internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013). The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that degree of compliance with the policies or procedures may deteriorate.

In our opinion, Consolidated Water Co. Ltd. maintained, in all material aspects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013).

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets as of December 31, 2016 and 2015 and the related consolidated statements of income, comprehensive income (loss), stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2016 of the Company and our report dated March 16, 2017 expressed an unqualified opinion on those financial statements.

/s/ Marcum llp

Fort Lauderdale, Florida

March 16, 2017

(c) Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting identified in connection with the evaluation of such internal control that occurred during the Company's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information required by this item with respect to our directors and the nomination process is contained in the proxy statement for our 2016 Annual Meeting of Shareholders to be filed with the SEC (the “Proxy Statement”) under the heading “Proposal 1 - Election of Group II Directors” and is incorporated by reference in this Annual Report.

Information required by this item with respect to our executive officers is set forth in the Proxy Statement under the heading “Executive Officers.”

Information required by this item with respect to our audit committee and our audit committee financial expert is contained in the Proxy Statement under the heading “Proposal 1 - Election of Group II Directors - Committees of the Board of Directors - Audit Committee” and is incorporated by reference in this Annual Report.

Information required by this item with respect to compliance with Section 16(a) of the Exchange Act is contained in the Proxy Statement under the heading “Additional Information Regarding Executive Compensation - Section 16(a) Beneficial Ownership Reporting Compliance” and is incorporated by reference in this Annual Report.

The Board of Directors has adopted a Code of Business Conduct and Ethics (the “Code”) that applies to all of the Company’s directors, officers (including the principal executive officer, principal financial officer and principal accounting officer) and employees. Information related to the Code is contained in the Proxy Statement under the heading “Proposal 1 - Election of Group II Directors - Governance of the Company” and is incorporated by reference in this Annual Report.

We intend to disclose future amendments to certain provisions of the Code, or waivers of such provisions granted to executive officers and directors, on our website within four business days following the date of such amendment or waiver.

ITEM 11. EXECUTIVE COMPENSATION

Information required by this item with respect to executive compensation and director compensation is contained in the Proxy Statement under the headings “Compensation Discussion and Analysis” and “Additional Information Regarding Executive Compensation”, respectively, and is incorporated by reference in this Annual Report.

The information required by this item with respect to compensation committee interlocks and insider participation is contained in the Proxy Statement under the heading “Additional Information Regarding Executive Compensation - Compensation Committee Interlocks and Insider Participation in Compensation Decisions” and is incorporated by reference in this Annual Report. The compensation committee report required by this item is contained in the Proxy Statement under the heading “Compensation Discussion and Analysis - Compensation Committee Report” and is incorporated by reference in this Annual Report.

The information required by this item with respect to compensation policies and practices as they relate to the Company’s risk management is contained in the Proxy Statement under the heading “Compensation Discussion and Analysis” and is incorporated by reference in this Annual Report.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information required by this item with respect to security ownership of certain beneficial owners and management is contained in the Proxy Statement under the heading “Security Ownership of Certain Beneficial Owners and Management and Related Shareholders Matters” and is incorporated by reference in this Annual Report.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information required by this item with respect to such contractual relationships and director independence is contained in the Proxy Statement under the headings “Additional Information Regarding Executive Compensation - Transactions With Related Persons” and is incorporated by reference in this Annual Report.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information with respect to principal accounting fees and services are contained in the Proxy Statement under the heading “Proposal 4 Ratification of the Selection of Independent Accountants - Principal Accounting Fees and Services” and is incorporated by reference in this Annual Report.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENTS SCHEDULES

1. Financial Statements

The Consolidated Water Co. Ltd. Financial statements found in ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA are incorporated herein by reference.

Pursuant to Rule 3-09 of Regulation S-X, when either the first or third condition set forth in Rule 1-02(w), substituting 20 percent for 10 percent, is met by a 50 percent-or-less-owned person accounted for by the equity method separate financial statements shall be filed. The Ocean Conversion (BVI) Ltd. financial statements found in ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA are incorporated herein by reference.

2. Financial Statement Schedules

None

3. Exhibits

The Exhibits listed in the Exhibit Index immediately preceding the Signatures are filed as part of this Annual Report on Form 10-K.

103

CONSOLIDATED WATER CO. LTD.

INDEX TO EXHIBITS FILED WITH 10-K

Number Exhibit Description

- 3.1 Amended and Restated Memorandum of Association of Consolidated Water Co. Ltd. dated May 14, 2008 (incorporated by reference to Exhibit 3.1 filed as part of our Form 8-K filed June 6, 2008, Commission File No. 0-25248)
- 3.2 Amended and Restated Articles of Association of Consolidated Water Co. Ltd. dated May 10, 2006 (incorporated by reference to Exhibit 4.2 filed as part of our Form F-3 filed October 12, 2006, Commission File No. 333-137970)
- 3.3 Amendment to Articles of Association of Consolidated Water Co. Ltd. dated May 11, 2007 (incorporated by reference to Exhibit 3.1 filed as part of our Form 8-K filed May 14, 2007, Commission File No. 0-25248)
- 3.4 Amendment to Articles of Association of Consolidated Water Co. Ltd. dated May 26, 2009 (incorporated by reference to Exhibit 3.1 filed as part of our Form 8-K filed May 27, 2009, Commission File No. 0-25248)
- 4.1 Option Deed, dated August 6, 1997, between Cayman Water Company Limited and American Stock Transfer & Trust Company (incorporated herein by reference to the exhibit filed on our Form 6-K, dated August 7, 1997, Commission File No. 0-25248)
- 4.2 Deed of Amendment of Option Deed dated August 8, 2005 (incorporated herein by reference to Exhibit 4.2 filed as a part of our Form 8-K dated August 11, 2005, Commission File No. 0-25248)
- 4.3 Second Deed of Amendment of Option Deed, dated September 27, 2005 (incorporated herein by reference to Exhibit 4.2 filed as a part of our Form 8-K dated October 3, 2005, Commission File No. 0-25248)
- 4.4 Third Deed of Amendment to Option Deed, dated May 30, 2007 (incorporated herein by reference to Exhibit 4.3 filed as part of our Form 8-K filed June 1, 2007, Commission File No. 0-25248)
- 10.1.1 License Agreement dated July 11, 1990 between Cayman Water Company Limited and the Government of the Cayman Islands (incorporated herein by reference to the exhibit filed as a part of our Form 20-F dated December 7, 1994, Commission File No. 0-25248)
- 10.1.2 First Amendment to License Agreement dated September 18, 1990 between Cayman Water Company Limited and the Government of the Cayman Islands. (incorporated herein by reference to the exhibit filed as a part of our Form 20-F dated December 7, 1994, Commission File No. 0-25248)
- 10.1.3 Second Amendment to License Agreement dated February 14, 1991 between Cayman Water Company Limited and the Government of the Cayman Islands. (incorporated herein by reference to the exhibit filed as

a part of our Form 20-F dated December 7, 1994, Commission File No. 0-25248)

- 10.1.4 Third Amendment to a License to Produce Potable Water dated August 15, 2001 between Consolidated Water Co. Ltd. by the Government of the Cayman Islands (incorporated herein by reference to Exhibit 10.4 filed as a part of our Form 10-K for the fiscal year ended December 31, 2001, Commission File No. 0-25248)
- 10.1.5 Fourth Amendment to a License to Produce Potable Water dated February 1, 2003 between Consolidated Water Co. Ltd. by the Government of the Cayman Islands (incorporated herein by reference to Exhibit 10.5 filed as a part of our Form 10-K for the fiscal year ended December 31, 2002, Commission File No. 0-25248)
- 10.1.6 Amendment to License Agreement dated July 20, 2010 between the Government of the Cayman Islands and Cayman Water Company Limited (incorporated herein by reference to Exhibit 10 filed as a part of our Form 8-K filed July 23, 2010, Commission File No. 0-25248)
- 10.1.7 Amendment to a License to Produce Potable Water dated July 11, 2012 between Cayman Water Company Limited and the Government of the Cayman Islands (incorporated herein by reference to Exhibit 10.1 filed as a part of our Form 10-Q for the second quarter ended June 30, 2012, Commission File No. 0-25248)

- 10.1.8 Amendment to License Agreement dated December 31, 2012 between the Government of the Cayman Islands and Cayman Water Company Limited (incorporated herein by reference to Exhibit 10.1 filed as a part of our Form 8-K filed March 4, 2013, Commission File No. 0-25248)
- 10.1.9 Amendment to License Agreement dated April 24, 2013 between the Government of the Cayman Islands and Cayman Water Company Limited (incorporated herein by reference to Exhibit 10.1.9 filed as a part of our Form 10-K for the fiscal year ended December 31, 2013, Commission File No. 0-25248)
- 10.1.10 Amendment to License Agreement dated November 6, 2013 between the Government of the Cayman Islands and Cayman Water Company Limited (incorporated herein by reference to Exhibit 10.1.10 filed as a part of our Form 10-K for the fiscal year ended December 31, 2013, Commission File No. 0-25248)
- 10.1.11 Amendment to License Agreement dated June 30, 2014 between the Government of the Cayman Islands and Cayman Water Company Limited (incorporated herein by reference to Exhibit 10.1 to our Form 8-K filed July 14, 2014, Commission File No. 0-25248)
- 10.1.12 Amendment to License Agreement dated January 20, 2015 between the Government of the Cayman Islands and Cayman Water Company Limited (incorporated herein by reference to Exhibit 10.1.12 filed as a part of our Form 10-K for the fiscal year ended December 31, 2014, Commission File No. 0-25248)
- 10.1.13 Amendment to License Agreement dated August 5, 2015 between the Government of the Cayman Islands and Cayman Water Company Limited (incorporated herein by reference to Exhibit 10.1.13 filed as a part of our Form 10-K for the fiscal year ended December 31, 2015, Commission File No. 0-25248)
- 10.1.14 Amendment to License Agreement dated April 11, 2016 between the Government of the Cayman Islands and Cayman Water Company Limited (incorporated by reference to Exhibit 10.1 filled as part of our Form 10-Q for the fiscal quarter ended June 30, 2016, Commission File No. 0-25248)
- 10.2 Water Supply Agreement dated December 18, 2000 between Consolidated Water Co. Ltd. and South Bimini International Ltd. (incorporated herein by reference to Exhibit 10.2 filed as a part of our Form 10-K for the fiscal year ended December 31, 2000, Commission File No. 0-25248)
- 10.3.1* Employment contract dated December 5, 2003 between Frederick McTaggart and Consolidated Water Co. Ltd. (incorporated herein by reference to Exhibit 10.18 filed as a part of our Form 10-K for the fiscal year ended December 31, 2003, Commission File No. 0-25248)
- 10.3.2* Amendment of Engagement Agreement dated September 14, 2007 between Frederick W. McTaggart and Consolidated Water Co. Ltd. (incorporated herein by reference to Exhibit 10.2 to our Form 8-K filed September 19, 2007, Commission File No. 0-25248)
- 10.3.3* Third Amendment of Engagement Agreement dated September 9, 2009 between Frederick W. McTaggart and Consolidated Water Co. Ltd. (incorporated herein by reference to Exhibit 10.1 to our Form 8-K filed September 9, 2009, Commission File No. 0-25248)
- 10.4* Engagement Agreement dated January 15, 2008 between David Sasnett and Consolidated Water Co. Ltd. (incorporated herein by reference to Exhibit 10.1 filed as part of our Form 8-K filed January 22, 2008, Commission File No. 0-25248)

10.5* Employment contract dated January 14, 2008 between Ramjeet Jerrybandan and Consolidated Water Co. Ltd. (incorporated herein by reference to Exhibit 10.11 filed as part of our Form 10-K for the fiscal year ended December 31, 2008, Commission File No. 0-25248)

10.6* Employment contract dated January 16, 2008 between Gerard Pereira and Consolidated Water Co. Ltd. (incorporated herein by reference to Exhibit 10.12 filed as a part of our Form 10-K for the fiscal year ended December 31, 2008, Commission File No. 0-25248)

105

- 10.7* Engagement Agreement dated July 12, 2011 between John Tonner and Consolidated Water Co. Ltd. (incorporated herein by reference to Exhibit 10.1 filed as a part of our Form 8-K filed August 5, 2011, Commission File No. 0-25248).
- 10.8 Specimen Service Agreement between Cayman Water Company Limited and consumers (incorporated herein by reference to the exhibit filed as part of our Registration Statement on Form F-1 dated March 26, 1996)
- 10.9* Summary Share Grant Plan for Directors (incorporated herein by reference to Exhibit 10.24 filed as part of our Registration Statement on Form F-2 dated May 17, 2000, Commission File No. 333-35356)
- 10.10* Employee Share Option Plan (incorporated herein by reference to Exhibit 10.26 filed as a part of our Form 10-K for the fiscal year ended December 31, 2001, Commission File No. 0-25248)
- 10.11* 2008 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 filed as part of our Form 10-Q for the fiscal quarter ended September 30, 2008, Commission File No. 0-25248)
- 10.12 Agreement dated February 1, 2002 between Consolidated Water Co. Ltd. and Cayman Hotel and Golf Inc. (incorporated herein by reference to Exhibit 10.31 filed as a part of our Form 10-K for the fiscal year ended December 31, 2001, Commission File No. 0-25248)
- 10.13 Lease dated December 10, 2001 between Cayman Hotel and Golf Inc. and Consolidated Water Co. Ltd. (incorporated herein by reference to Exhibit 10.52 filed as a part of our Form 10-K for the fiscal year ended December 31, 2001, Commission File No. 0-25248)
- 10.14 Amended Lease dated April 27, 1993 signed January 2, 2004 between Government of Belize and Belize Water Limited (incorporated herein by reference to Exhibit 10.36 filed as a part of our Form 10-K for the fiscal year ended December 31, 2003, Commission File No. 0-25248)
- 10.15 Loan Agreement dated February 7, 2003 between Consolidated Water Co. Ltd. and Scotiabank (Cayman Islands) Ltd. (incorporated herein by reference to Exhibit 10.1 filed as a part of our Form 8-K dated February 13, 2003, Commission File No. 0-25248)
- 10.16.1 Loan Agreement dated May 25, 2005 between Ocean Conversion (BVI), Ltd. and Consolidated Water Co. Ltd. (incorporated herein by reference to Exhibit 99.1 filed as a part of our Form 8-K dated June 1, 2005, Commission File No. 0-25248)
- 10.16.2 Debenture Agreement dated August 24, 2007 between Ocean Conversion (BVI), Ltd. and Consolidated Water Co. Ltd. (incorporated herein by reference to Exhibit 10.31.2 filed as a part of our Form 10-K for the fiscal year ended December 31, 2009, Commission File No. 0-25248)
- 10.16.3 Amending Debenture Agreement dated March 14, 2008 between Ocean Conversion (BVI), Ltd. and Consolidated Water Co. Ltd. (incorporated herein by reference to Exhibit 10.31.3 filed as a part of our Form 10-K for the fiscal year ended December 31, 2009, Commission File No. 0-25248)
- 10.16.4 Second Amending Debenture Agreement dated February 18, 2009 between Ocean Conversion (BVI), Ltd. and Consolidated Water Co. Ltd. (incorporated herein by reference to Exhibit 10.31.4 filed as a part of our Form 10-K in the fiscal year ended December 31, 2009, Commission File No. 0-25248)

Amending Loan Agreement dated August 20, 2009 between Ocean Conversion (BVI), Ltd. and Consolidated
10.16.5 Water Co. (incorporated herein by reference to Exhibit 10.31.5 filed as a part of our Form 10-K for the fiscal
year ended December 31, 2009, Commission File No. 0-25248)

Amending Loan Agreement dated February 10, 2010 between Ocean Conversion (BVI), Ltd. and
10.16.6 Consolidated Water Co. (incorporated herein by reference to Exhibit 10.31.6 filed as a part of our Form 10-K
for the fiscal year ended December 31, 2009, Commission File No. 0-25248)

Trust Deed dated August 4, 2006 between Consolidated Water Co. Ltd. and Dextra Bank & Trust Co. Ltd.
10.17 (incorporated herein by reference to Exhibit 10.1 filed as a part of our Form 8-K filed August 9, 2006, File
No. 0-25248)

- 10.18 Subscription Agreement dated August 4, 2006 between Consolidated Water Co. Ltd. and Scotiabank and Merchant Bank Trinidad & Tobago Limited (incorporated herein by reference to Exhibit 10.2 filed as a part of our Form 8-K filed August 9, 2006, File No. 0-25248)
- 10.19 Deed of Second Debenture dated August 4, 2006 between Consolidated Water Co. Ltd. and Dextra Bank & Trust Co. Ltd. (incorporated herein by reference to Exhibit 10.5 filed as a part of our Form 8-K filed August 9, 2006, File No. 0-25248)
- 10.20 Deed of Second Collateral Debenture dated August 4, 2006 between Cayman Water Company Limited and Dextra Bank & Trust Co. Ltd. (incorporated herein by reference to Exhibit 10.6 filed as a part of our Form 8-K filed August 9, 2006, File No. 0-25248)
- 10.21 Equitable Charge of Shares dated August 4, 2006 between Consolidated Water Co. Ltd. and Dextra Bank & Trust Co. Ltd. (incorporated herein by reference to Exhibit 10.7 filed as a part of our Form 8-K filed August 9, 2006, File No. 0-25248)
- 10.22 Intercreditor Deed dated August 4, 2006 among Scotiabank & Trust (Cayman) Ltd., Dextra Bank & Trust Co. Ltd., Consolidated Water Co. Ltd. and Cayman Water Company Limited (incorporated herein by reference to Exhibit 10.8 filed as a part of our Form 8-K filed August 9, 2006, File No. 0-25248)
- 10.23 Cayman Islands Collateral Charge, West Bay Beach South Property, Block 12D, Parcel 79REM1/2 (incorporated herein by reference to Exhibit 10.9 filed as a part of our Form 8-K filed August 9, 2006, File No. 0-25248)
- 10.24 Cayman Islands Collateral Charge, West Bay Beach North, Block 11D, Parcel 40 (incorporated herein by reference to Exhibit 10.10 filed as a part of our Form 8-K filed August 9, 2006, File No. 0-25248)
- 10.25 Cayman Islands Collateral Charge, West Bay Beach North, Block 11D, Parcel 8 (incorporated herein by reference to Exhibit 10.11 filed as a part of our Form 8-K filed August 9, 2006, File No. 0-25248)
- 10.26 Cayman Islands Collateral Charge, West Bay North East, Block 9A, Parcel 8 (incorporated herein by reference to Exhibit 10.12 filed as a part of our Form 8-K filed August 9, 2006, File No. 0-25248)
- 10.27 Cayman Islands Collateral Charge, West Bay North East, Block 9A, Parcel 469 (incorporated herein by reference to Exhibit 10.13 filed as a part of our Form 8-K filed August 9, 2006, File No. 0-25248)
- 10.28 Loan Agreement dated as of October 4, 2006, by and between Royal Bank of Canada and Consolidated Water (Bahamas) Ltd. (incorporated herein by reference to Exhibit 10.1 filed as a part of our Form 8-K filed October 6, 2006, File No. 0-25248)
- 10.29.1† Form of Agreement for Desalinated Water Supply dated May 2005 among Water and Sewerage Corporation, Consolidated Water Co. Ltd. and Consolidated Water (Bahamas) Limited (incorporated herein by reference to Exhibit 10.1 filed as a part of our Form 8-K filed February 4, 2011, File No. 0-25248)
- 10.29.2† Letter of Acceptance dated January 25, 2011 (effective January 31, 2011) between Water and Sewerage Corporation and Consolidated Water Co. Ltd. (incorporated herein by reference to Exhibit 10.2 filed as a part of our Form 8-K filed February 4, 2011, File No. 0-25248)

10.29.3† Proposal letter dated December 8, 2010 addressed to the Water and Sewerage Corporation (incorporated herein by reference to Exhibit 10.3 filed as a part of our Form 8-K filed February 4, 2011, File No. 0-25248)

10.30.1 N.S.C. Agua S.A. de C.V. agreement for the purchase of 12 hectares of land dated May 16, 2013 (incorporated herein by reference to Exhibit 10.32.1 filed as a part of our Form 10-K for the fiscal year ended December 31, 2013, Commission File No. 0-25248)

10.30.2 Appendix to N.S.C. Agua S.A. de C.V. agreement for the purchase of 12 hectares of land dated May 16, 2013 (incorporated herein by reference to Exhibit 10.32.2 filed as a part of our Form 10-K for the fiscal year ended December 31, 2013, Commission File No. 0-25248)

- 10.30.3 Exhibit Index to N.S.C. Agua S.A. de C.V. agreement for the purchase of 12 hectares of land dated May 16, 2013 (incorporated herein by reference to Exhibit 10.32.3 filed as a part of our Form 10-K for the fiscal year ended December 31, 2013, Commission File No. 0-25248)
- 10.30.4 Exhibits to N.S.C. Agua S.A. de C.V. agreement for the purchase of 12 hectares of land dated May 16, 2013 (incorporated herein by reference to Exhibit 10.32.4 filed as a part of our Form 10-K for the fiscal year ended December 31, 2013, Commission File No. 0-25248)
- 10.31 Stock Purchase Agreement dated February 11, 2016 among Consolidated Water U.S. Holdings, Inc., Aerex Industries, Inc. and Thomas Donnick, Jr. (incorporated herein by reference to Exhibit 10.1 filed as a part of our Form 8-K filed February 16, 2016, File No. 0-25248)
- 10.32 Public-Private Partnership Contract dated August 22, 2016 among Aguas de Rosarito S.A.P.I. de C.V., the State Water Commission of Baja California, the Government of Baja California represented by the Secretary of Planning and Finance, and the Public Utilities Commission of Tijuana. (incorporated herein by reference to Exhibit 10.1 to be filed as a part of our amendment to Form 8-K filed August 26, 2016, File No. 0-25248)
- 21.1** Subsidiaries of the Registrant
- 23.1** Consent of Marcum LLP - Consolidated Water Co. Ltd.
- 23.2** Consent of Marcum LLP - Ocean Conversion (BVI) Ltd.
- 31.1** Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2** Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1** Certification by the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2** Certification by the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, Section 906 of the Sarbanes-Oxley Act of 2002
- 101.INS** XBRL Instance Document
- 101.SCH** XBRL Taxonomy Schema
- 101.CAL** XBRL Taxonomy Calculation Linkbase
- 101.DEF** XBRL Taxonomy Definition Linkbase
- 101.LAB** XBRL Taxonomy Label Linkbase
- 101.PRE** XBRL Taxonomy Presentation Linkbase

* Indicates a management contract or compensatory plan.

** Filed herewith.

† Portions of these Exhibits have been omitted pursuant to a request for confidential treatment.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

**CONSOLIDATED WATER CO.
LTD.**

By: /s/ Wilmer F. Pergande
 Wilmer F. Pergande
 Chairman of the Board of Directors

Dated: March 16, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
By: /s/ Wilmer F. Pergande Wilmer F. Pergande	Chairman of the Board of Directors	March 16, 2017
By: /s/ Frederick W. McTaggart Frederick W. McTaggart	Director, Chief Executive Officer and President (Principal Executive Officer)	March 16, 2017
By: /s/ David W. Sasnett David W. Sasnett	Executive Vice President & Chief Financial Officer (Principal Financial and Accounting Officer)	March 16, 2017
By: /s/ Brian E. Butler Brian E. Butler	Director	March 16, 2017
By: /s/ Carson K. Ebanks Carson K. Ebanks	Director	March 16, 2017
By: /s/ Richard L. Finlay Richard L. Finlay	Director	March 16, 2017
By: /s/ Clarence B. Flowers, Jr.	Director	March 16, 2017

Clarence B. Flowers, Jr.

By: /s/ Leonard J. Sokolow Director March 16, 2017
Leonard J. Sokolow

By: /s/ Raymond Whittaker Director March 16, 2017
Raymond Whittaker