

CALIFORNIA WATER SERVICE GROUP
Form 8-K
December 21, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (date of earliest event reported): **December 20, 2017**

CALIFORNIA WATER SERVICE GROUP

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

1-13883
(Commission file number)

77-0448994
(I.R.S. Employer
Identification Number)

1720 North First Street
San Jose, California
(Address of principal executive offices)

95112
(Zip Code)

(408) 367-8200

(Registrant's telephone number, including area code)

Not Applicable

Edgar Filing: CALIFORNIA WATER SERVICE GROUP - Form 8-K

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

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

Item 7.01. Regulation FD Disclosure.

On December 20, 2017, California Water Service Group's largest subsidiary, California Water Service Company (the Company), entered into an \$85 million settlement agreement and release of claims (the Agreement) with the defendants, The Dow Chemical Company, Dow AgroSciences LLC, Shell Oil Company, individually and dba Shell Chemical Company, Wilbur-Ellis Company LLC, Occidental Chemical Corporation, J.R. Simplot Company, Chevron Phillips Chemical Company, LLC, Chevron U.S.A., Inc., PureGro Company, TriCal, Inc., Southern Valley Chemical Company, Western Farm Service, Inc., and Crop Production Services, Inc. (Defendants) in *California Water Service Company and City of Bakersfield v. The Dow Chemical Company, et al., Civil Case No. CIV-470999* (the TCP Action). The TCP Action seeks damages and other relief related to Defendants' alleged contamination of drinking water supply and water wells with the chemical 1,2,3- trichloropropane (TCP).

The proceeds from the settlement, after payment of the Company's legal fees, will be used to reimburse a portion of the costs associated with the Company's remediation efforts related to such alleged TCP contamination. Under the terms of the Agreement, the Defendants are released from all claims regarding 47 of the 57 total claimed wells, and the Company agrees to file a dismissal with prejudice of the TCP Action. The Defendants are also released from future claims regarding TCP contamination of any other wells, unless and until the Company has installed granular activated carbon filtration systems or other then-approved State treatment technology for TCP on, or replaced, 36 wells due to TCP contamination.

The information furnished pursuant to Item 7.01 of this Current Report shall not be deemed filed for the purposes of Section 18 of the Exchange Act, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

This report contains forward-looking statements within the meaning established by the Private Securities Litigation Reform Act of 1995 (Act). The forward-looking statements are intended to qualify under provisions of the federal securities laws for safe harbor treatment established by the Act. Forward-looking statements are based on currently available information, expectations, estimates, assumptions and projections, and management's judgment about the Company, the water utility industry and general economic conditions. Such words as would, expects, intends, plans, believes, estimates, assumes, anticipates, projects, predicts, forecasts or variations of such words or similar expressions are intended to identify forward-looking statements. The forward-looking statements are not guarantees of future performance. They are subject to uncertainty and changes in circumstances. Actual results may vary materially from what is contained in a forward-looking statement. Factors that may cause a result different than expected or anticipated include, but are not limited to: governmental and regulatory commissions' decisions; changes in regulatory commissions' policies and procedures; changes in environmental compliance and water quality requirements; shortages and the cost of labor; governmental regulation directed at or affecting construction activities; weather related slowdowns; and, other risks and unforeseen events. When considering forward-looking statements, you should keep in mind the cautionary statements included in this paragraph, as well as the annual 10-K, Quarterly 10-Q, and other reports filed from time-to-time with the Securities and Exchange Commission (SEC). The Company assumes no obligation to provide public updates of forward-looking statements.

SIGNATURES

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

CALIFORNIA WATER SERVICE GROUP

Date: December 21, 2017

By:	/s/ Thomas F. Smegal
Name:	Thomas F. Smegal
Title:	Vice President, Chief Financial Officer and Treasurer