

Edgar Filing: BADGER METER INC - Form 11-K

BADGER METER INC  
Form 11-K  
June 20, 2002

FORM 11-K

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

ANNUAL REPORT PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the fiscal year ended December 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

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

Commission file number 1-6706

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

BADGER METER EMPLOYEE SAVINGS AND STOCK OWNERSHIP PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Badger Meter, Inc.  
4545 W. Brown Deer Road  
Milwaukee, WI 53223

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REQUIRED INFORMATION

1. Not Applicable.
2. Not Applicable.
3. Not Applicable.
4. The Badger Meter Employee Savings and Stock Ownership Plan (the Plan) is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA). Attached hereto is a copy of the most recent financial statements and schedules of the Plan prepared in accordance with the financial reporting requirements of ERISA.

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Exhibits

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(23) Consent of Independent Auditors

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Badger Meter  
Employee Savings and Stock Ownership Plan

Date: June 20, 2002

By: /S/ Richard E. Johnson

-----  
Vice President -- Finance, Treasurer and  
Chief Financial Officer

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Badger Meter Employee Savings and Stock Ownership Plan

Financial Statements  
and Supplemental Schedules

December 31, 2001 and 2000 and year ended December 31, 2001

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## Report of Independent Auditors

Retirement Plans Investment Committee of the Board of  
Directors of Badger Meter, Inc.  
Badger Meter Employee Savings and Stock  
Ownership Plan

We have audited the accompanying statements of net assets available for benefits of Badger Meter Employee Savings and Stock Ownership Plan as of December 31, 2001 and 2000, and the related statement of changes in net assets for the year ended December 31, 2001. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes 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 net assets available for benefits of the Plan at December 31, 2001 and 2000, and the changes in its net assets available for benefits for the year ended December 31, 2001, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2001, and reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

Ernst & Young LLP

April 26, 2002  
Milwaukee, Wisconsin

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Badger Meter Employee Savings and Stock Ownership Plan

Statements of Net Assets Available for Benefits

DECEMBER 31

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	2001	2000
	-----	-----
ASSETS		
Cash	\$ 4,908	\$ --
Investments	32,988,163	35,513,192
Company contribution receivable	370,392	400,000
Participant contributions receivable	--	78,878
Interest receivable	58,327	46,419
	-----	-----
Total assets	33,421,790	36,038,489
LIABILITIES		
Notes payable (Note 5)	1,900,000	2,300,000
Due to brokers	--	99,515
	-----	-----
Net assets available for benefits	\$31,521,790	\$33,638,974
	=====	=====

See accompanying notes

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Badger Meter Employee Savings and Stock Ownership Plan  
Statement of Changes in Net Assets Available for Benefits

	YEAR ENDED DECEMBER 31 2001
	-----
Additions:	
Investment income (loss):	
Net realized and unrealized depreciation in fair value of investments	\$ (801,299)
Interest and dividends	1,145,917
Investment expenses	(2,405)
Contributions:	
Company	412,879
Participants	2,426,892
	-----
	3,181,984
Deductions:	
Benefit payments to participants	5,180,152
Interest expense	119,016
	-----
Net decrease	(2,117,184)
Net assets available for benefits at beginning of year	33,638,974
	-----
Net assets available for benefits at end of year	\$ 31,521,790
	=====

See accompanying notes

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Badger Meter Employee Savings and Stock Ownership Plan

Notes to Financial Statements

December 31, 2001

1. SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The accompanying financial statements of Badger Meter Employee Savings and Stock Ownership Plan (the Plan) are prepared on the accrual basis.

INVESTMENT VALUATION

The investment in the guaranteed income group annuity insurance contract is valued at contract value as reported by Massachusetts Mutual Life Insurance Company (Mass Mutual). Contract value represents contributions made under the contract, plus interest at the contract rate, less funds used to pay benefits and the insurance company's administrative expenses. The Mass Mutual contract is a "fully benefit-responsive" investment contract, as defined in Statement of Position (SOP) 94-4, "Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined Contribution Pension Plans." As such, this contract is stated at contract value as reported by the insurance company. Crediting interest rates are adjusted annually on January 1.

The investments in mutual funds are valued at the redemption price established by the fund's trustee based upon the quoted prices of the underlying assets.

Common trust funds are valued at the redemption price established by the trustee.

The investment in Badger Meter, Inc. (the Company) common stock, which is traded on the American Stock Exchange, is valued at the last reported sales price on the last business day of the Plan year.

The money market fund is valued at fair value based on quoted market or redemption price on the last business day of the Plan year.

Notes receivable from participants are reported at their unpaid principal balance, which approximates fair value.

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Badger Meter Employee Savings and Stock Ownership Plan

Notes to Financial Statements (continued)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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### USE OF ESTIMATES

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

### EXPENSES

Expenses related to the administration of the Plan are borne by the Company. Investment expenses are payable by the Plan and reimbursed by the Company at its discretion.

## 2. DESCRIPTION OF THE PLAN

### GENERAL

The following description of the Plan is for general information purposes only. Participants should refer to the Summary Plan Description for more complete information. The Plan is a defined contribution plan adopted under Section 401(k) of the Internal Revenue Code (IRC or the Code). The Plan was established as of January 1, 1991, to consolidate the Badger Meter Savings Plan, the Badger Meter Payroll-Based Employee Stock Ownership Plan and the Badger Meter Employee Stock Ownership Plan into a single plan.

Substantially all domestic employees of the Company are eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

### CONTRIBUTIONS

Participant contributions may be made to a maximum of 15% of their compensation on a pretax basis, not to exceed the amount allowed by the IRC. Company contributions are made at a rate of 25% of the participant contributions, with the Company contribution percentage applying to a maximum of 7% of the participant's compensation for the year ended December 31, 2001. The Company may also contribute additional amounts over and above the required contribution at the discretion of the Company's Board of Directors. No such contributions were made in 2001.

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Badger Meter Employee Savings and Stock Ownership Plan

Notes to Financial Statements (continued)

## 2. DESCRIPTION OF THE PLAN (CONTINUED)

Participant contributions are directed into one, or a combination, of nine investments, at the participant's discretion. Company contributions are made in cash and are used by the Plan to repay principal and interest on the note payable (see Note 5). As principal and interest payments are made on the note payable, unallocated shares of Badger Meter, Inc. common stock, which serve as collateral for the note payable, are released to Plan participants and provide the Company matching contribution at current market values. Participant contributions may be temporarily invested in a money market common trust fund before being invested in the aforementioned investments.

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All contributions are excluded from the participant's current wages for federal income tax purposes. No federal income tax is paid for the pretax contributions and growth thereon until the participant withdraws them from the Plan.

### PARTICIPANT'S ACCOUNTS

Each participant's account is credited with the participant's contribution, the Company's matching contribution, an allocation of the Company's discretionary contribution, if any, and Plan earnings. The Company's discretionary contribution is allocated equally to all participants. Plan earnings are allocated based on the participant's account balances in relation to total participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

### VESTING

Participants are fully vested in all amounts in their accounts.

### PAYMENT OF BENEFITS

Upon retirement, death, disability, or termination of employment, the participant's account shall generally be distributed in a single lump sum. Final distributions will be made either in shares of Company common stock plus cash in lieu of fractional shares or entirely in cash.

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## Badger Meter Employee Savings and Stock Ownership Plan

### Notes to Financial Statements (continued)

## 2. DESCRIPTION OF THE PLAN (CONTINUED)

### WITHDRAWALS

A participant's contribution may not be withdrawn prior to retirement, death, disability, termination of employment, or termination of the Plan, except for financial hardship, a one-time distribution after age 59-1/2 or in the form of loans to participants. The Plan defines financial hardship as expenses related to college education, uninsured major medical expenses, purchase of the participant's principal residence, or other financial need that cannot be met from other resources of the participant. All withdrawals are subject to approval by the Plan administrator.

### LOANS TO PARTICIPANTS

Participants are allowed to borrow from their separate account balance. The amount of a loan shall not be less than \$1,000 or more than \$50,000 and shall not exceed 50% of the participant's account balance.

Loan maturities cannot exceed 60 months and are secured by the participants' vested interests in the Plan. Amounts loaned to a participant do not share in the allocations of Plan earnings (see Participant's Accounts, above), but are credited with the interest earned on the loan balance payable by the participant charged at a reasonable rate as determined by the Plan administrator.

## 3. INVESTMENTS

GUARANTEED INCOME GROUP ANNUITY CONTRACT NO. IG 4178

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This contract is an unallocated insurance contract with Mass Mutual which is credited at least annually for interest earned. Interest rates for 2001 and 2000 were 6.60% and 6.50%, respectively. Mass Mutual determines the annual guaranteed interest rate each January 1. The average yields for 2001 and 2000 were 6.46% and 6.02%, respectively.

BADGER METER, INC. COMMON STOCK

The Plan's investment in Badger Meter, Inc. stock consists of 414,460 shares and 448,507 shares as of December 31, 2001 and 2000, respectively. At December 31, 2001 and 2000, the fair value of the Plan's investment in Badger Meter, Inc. common stock, as determined by quoted market price, was \$9,296,338 and \$10,315,338, respectively.

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Badger Meter Employee Savings and Stock Ownership Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

During 2001, the Plan's investments (including investments purchased, sold, as well as held during the year) depreciated in fair value as determined by quoted market prices, as follows:

	Net Realized and Unrealized Appreciation (Depreciation) in Fair Value During Year
	-----
Badger Meter, Inc. common stock	\$ (107,663)
Common trust funds	(850,280)
Mutual funds	156,644
	-----
	\$ (801,299)
	=====

Investments that represent 5% or more of fair value of the Plan's net assets are as follows:

	DECEMBER 31	
	2001	2000
	-----	-----
Badger Meter, Inc. Stock*	\$ 9,296,338	\$10,315,661
M&I Growth Balanced Portfolio	3,372,676	4,368,035
M&I Diversified Stock Portfolio	6,126,134	8,054,446
Massachusetts Mutual Unallocated Insurance Contract	8,683,904	7,682,365
Heartland Value Plus Fund	2,050,753	1,500,149
Marshall International Stock Fund	**	1,796,355



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\* Nonparticipant-directed  
 \*\*Below 5% threshold

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Badger Meter Employee Savings and Stock Ownership Plan

Notes to Financial Statements (continued)

4. NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the investments and the significant components of changes in investments related to the nonparticipant-directed investments are as follows:

	DECEMBER 31	
	2001	2000
	-----	-----
Investments, at fair value:		
Badger Meter, Inc., Common Stock (allocated)	\$ 7,223,963	\$ 7,743,249
Badger Meter, Inc., Common Stock (unallocated)	2,072,375	2,572,412
Marshall Money Market Fund	74,625	114,442
	-----	-----
	\$ 9,370,963	\$10,430,103
	=====	=====

	YEAR ENDED DECEMBER 31	
	2001	
	-----	
Change in investments:		
Net realized and unrealized depreciation in fair value	\$ (107,442)	
Interest and dividends, net	434,482	
Investment expenses	(5)	
Company contributions	37,800	
Benefit payments to participants	(377,969)	
Interest expense	(119,016)	
Transfers between funds	(926,990)	
	-----	
	\$ (1,059,140)	
	=====	

5. NOTE PAYABLE

At December 31, 2001, the outstanding balance on the loan is \$1,900,000. The terms of the loan allow variable payments of principal with the final principal and interest payment due December 31, 2005. Interest is payable at the prime interest rate (prime was 4.75% at December 31, 2001) or at the LIBOR rate plus 1.50% (LIBOR was 1.88% at December 31, 2001). At December 31, 2001, the Plan has

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exercised its option to designate the outstanding balance as a LIBOR rate loan. The note payable is secured by the unallocated shares of Badger Meter, Inc. common stock held by the Plan (see summary below). In addition, the Company has guaranteed the note payable and is obligated to contribute sufficient cash to the Plan to enable it to repay the loan principal and interest in the event the Plan is unable to settle its obligation.

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Badger Meter Employee Savings and Stock Ownership Plan

Notes to Financial Statements (continued)

5. NOTE PAYABLE (CONTINUED)

The pledged unallocated shares of Badger Meter, Inc. common stock are released as principal and interest payments are made on the note payable. The shares released, less any shares that are distributed as benefit payments, are considered available and are allocated to the participants' accounts as of the Plan year-end just prior to each annual principal due date on the note payable. At December 31, 2001 and 2000, the breakdown between allocated and unallocated shares was as follows:

	Shares Available For Benefits	Cost	Fair Value
-----			
December 31, 2001:			
Allocated	322,067	\$ 4,333,982	\$ 7,223,963
Unallocated	92,393	1,663,898	2,072,375
	-----		
	414,460	\$ 5,997,880	\$ 9,296,338
	=====		
Per share			\$ 22.43
			=====
December 31, 2000:			
Allocated	336,663	\$ 4,494,186	\$ 7,743,249
Unallocated	111,844	2,111,271	2,572,412
	-----		
	448,507	\$ 6,605,457	\$10,315,661
	=====		
Per share			\$ 23.00
			=====

The loan agreement contains certain restrictions and covenants, including a limitation on additional borrowings.

The Company contributions are used to make principal and interest payments on the note payable. The Plan will release unallocated shares with a value in excess of the principal payments made due to appreciation of the Company's stock.

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6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

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Badger Meter Employee Savings and Stock Ownership Plan

Notes to Financial Statements (continued)

7. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated August 3, 1995, stating that the Plan is qualified under Section 401(a) and 401(k) of the Code and, therefore, the related trust is exempt from taxation. Subsequent to the issuance of the determination letter, the Plan was amended. A new determination letter has been requested, but not yet received. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

8. TRANSACTIONS WITH RELATED PARTIES

During 2001, the Plan received \$430,676 in common stock dividends from the Company.

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Supplemental Schedules

Badger Meter Employee Savings and Stock Ownership Plan

Employer Identification Number 39-0143280  
Plan Number 009

Schedule H, Line 4i -- Schedule of Assets (Held at End of Year)

December 31, 2001

IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, PAR OR MATURITY VALUE	COST/ CONTRACT VALUE	CURREN CONTRA
*Badger Meter, Inc. Common Stock	414,460 shares	\$5,997,880	\$ 9,
Massachusetts Mutual Life Insurance Company Unallocated Insurance Contract	8,683,904 shares	8,683,904	8,

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Heartland Value Plus Fund	127,218 shares	1,859,159	2,
*Marshall Government Income Fund	124,195 shares	1,175,783	1,
*Marshall International Stock Fund	100,210 shares	1,422,781	1,
*M&I Growth Balanced Portfolio	163,197 shares	2,995,108	3,
*M&I Diversified Stock Portfolio	247,745 shares	6,155,447	6,
Fidelity Advisor Mid Cap Fund	7,627, shares	136,899	
Managers Special Equity Fund	1,685 shares	116,286	
*Marshall Money Market Fund	74,625 shares	74,625	
Participant loans	Interest rates range between 5.0% and 9.5% with various maturity dates	901,075	

-----  
\$ 32,  
=====

\* Indicates party-in-interest

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Badger Meter Employee Savings and Stock Ownership Plan

Employer Identification Number 39-0143280  
Plan Number 009

Schedule H, Line 4j -- Schedule of Assets (Held at End of Year)

December 31, 2001

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	PURCHASE PRICE	SELLING PRICE	COS AS
-----				
Category (iii)--Series of transactions in excess of 5 percent of net assets				
MARSHALL & ILSLEY BANK	Marshall Money Market Fund	\$1,267,138 --	\$ -- 1,321,070	\$1, 1,

There were no category (i), (ii) or (iv) transactions during 2001.

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EXHIBIT INDEX

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