SECURITIES & EXCHANGE COMMISSION EDGAR FILING

PICO HOLDINGS INC /NEW

Form: 10-Q

Date Filed: 2020-11-06

Corporate Issuer CIK: 830122

version="1.0" ?>

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

FORM 10-Q

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

For the quarterly period ended September 30, 2020

OR

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

For the transition period from _____ to _____
Commission file number 033-36383

PICO HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**94-2723335**
(State or other jurisdiction of incorporation)	(IRS Employer Identification No.)

3480 GS Richards Blvd, Suite 101, Carson City, NV 89703
(Address of principal executive offices, including zip code)

(775) 885-5000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par Value $0.001	PICO	Nasdaq Stock Market LLC

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

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

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

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

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

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

On October 30, 2020, the registrant had 18,715,066 shares of common stock, $0.001 par value per share outstanding.

PICO Holdings, Inc.

Form 10-Q
For the Nine Months Ended September 30, 2020

Table of Contents

Part I: Financial Information

Item 1: Condensed Consolidated Financial Statements (Unaudited)

PICO Holdings, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets - Unaudited
(In thousands, except par value)

	September 30, 2020	December 31, 2019
Assets		
Cash and cash equivalents	$ 9,929	$ 18,169
Real estate and tangible water assets, net	39,380	39,398
Intangible assets	121,552	122,343
Right of use assets, net	435	166
Other assets	820	1,013
Total assets	$ 172,116	$ 181,089
Liabilities and equity		
Lease liabilities	$ 435	$ 166
Other liabilities	1,557	2,359
Accounts payable and accrued expenses	146	309
Total liabilities	2,138	2,834
Commitments and contingencies		
Preferred stock, $0.001 par value; authorized 10,000 shares, none issued		
Common stock, $0.001 par value; authorized 100,000 shares, 18,802 issued and 18,789 outstanding at September 30, 2020, and 20,067 issued and 19,783 outstanding at December 31, 2019	19	20
Additional paid-in capital	334,184	345,234
Accumulated deficit	(164,105)	(164,010)
Treasury stock, at cost (common shares: 13 at September 30, 2020 and 284 at December 31, 2019)	(120)	(2,989)
Total shareholders' equity	169,978	178,255
Total liabilities and shareholders' equity	$ 172,116	$ 181,089

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

PICO Holdings, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations - Unaudited
(In thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Revenues and other income:				
Sale of real estate and water assets	$ 1,940	$ 4,051	$ 5,761	$ 18,463
Other income, net	132	204	385	575
Total revenues and other income	2,072	4,255	6,146	19,038
Cost of sales and expenses:				
Cost of real estate and water assets sold	518	706	810	4,993
General, administrative, and other	1,651	2,067	5,190	6,789
Depreciation and amortization	51	103	241	311
Total cost of sales and expenses	2,220	2,876	6,241	12,093
Net income (loss)	$ (148)	$ 1,379	$ (95)	$ 6,945
Net income (loss) per common share – basic and diluted	$ (0.01)	$ 0.07	$ —	$ 0.34
Weighted average shares outstanding	18,916	20,036	19,282	20,251

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

PICO Holdings, Inc. and Subsidiaries
Condensed Consolidated Statements of Equity - Unaudited
Three and Nine Months Ended September 30, 2020
(In thousands)

	Shares of Common Stock Issued	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Shares of Treasury Stock	Treasury Stock, at Cost	Total
Beginning balance, December 31, 2019	20,067	$ 20	$ 345,234	$ (164,010)	284	$ (2,989)	$ 178,255
Stock-based compensation expense			475				475
Purchases of treasury stock					398	(3,629)	(3,629)
Retirement of treasury stock	(637)	(1)	(6,265)		(637)	6,266	—
Net loss				(1,811)			(1,811)
Ending balance, March 31, 2020	19,430	$ 19	$ 339,444	$ (165,821)	45	$ (352)	$ 173,290
Stock-based compensation expense			22				22
Purchases of treasury stock					358	(2,862)	(2,862)
Retirement of treasury stock	(392)		(3,125)		(392)	3,125	—
Net income				1,864			1,864
Ending balance, June 30, 2020	19,038	$ 19	$ 336,341	$ (163,957)	11	$ (89)	$ 172,314
Stock-based compensation expense			22				22
Distribution to noncontrolling interest			(146)				(146)
Purchases of treasury stock					238	(2,064)	(2,064)
Retirement of treasury stock	(236)		(2,033)		(236)	2,033	—
Net loss				(148)			(148)
Ending balance, September 30, 2020	18,802	$ 19	$ 334,184	$ (164,105)	13	$ (120)	$ 169,978

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

PICO Holdings, Inc. and Subsidiaries
Condensed Consolidated Statements of Equity - Unaudited
Three and Nine Months Ended September 30, 2019
(In thousands)

	Shares of Common Stock Issued	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Shares of Treasury Stock	Treasury Stock, at Cost	Total
Beginning balance, December 31, 2018	20,848	$ 21	$ 353,250	$ (175,536)	121	$ (1,111)	$ 176,624
Stock-based compensation expense			22				22
Purchase of treasury stock					420	(4,340)	(4,340)
Retirement of treasury stock	(529)	(1)	(5,328)		(529)	5,329	—
Net income				6,684			6,684
Ending balance, March 31, 2019	20,319	$ 20	$ 347,944	$ (168,852)	12	$ (122)	$ 178,990
Stock-based compensation expense			22				22
Exercise of restricted stock units			(5)				(5)
Purchase of treasury stock					245	(2,704)	(2,704)
Retirement of treasury stock	(252)		(2,771)		(252)	2,771	—
Net loss				(1,118)			(1,118)
Ending balance, June 30, 2019	20,067	$ 20	$ 345,190	$ (169,970)	5	$ (55)	$ 175,185
Stock-based compensation expense			22				22
Purchase of treasury stock					101	(1,034)	(1,034)
Retirement of treasury stock	(99)	—	(1,019)		(99)	1,019	—
Net income				1,379			1,379
Ending balance, September 30, 2019	19,968	$ 20	$ 344,193	$ (168,591)	7	$ (70)	$ 175,552

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

PICO Holdings, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows - Unaudited
(In thousands)

	Nine Months Ended September 30, 2020	2019
Operating activities:		
Cash provided by operating activities	$ 502	$ 7,092
Net cash provided by operating activities	502	7,092
Investing activities:		
Purchases of property, plant and equipment	(66)	(12)
Proceeds from sale of property, plant and equipment	25	—
Net cash used in investing activities	(41)	(12)
Financing activities:		
Payment of withholding taxes on exercise of restricted stock units	—	(5)
Purchases of treasury stock	(8,555)	(8,078)
Other financing activities (net)	(146)	—
Net cash used in financing activities	(8,701)	(8,083)
Increase (decrease) in cash and cash equivalents	(8,240)	(1,003)
Cash and cash equivalents, beginning of the period	18,169	12,550
Cash and cash equivalents, end of the period	$ 9,929	$ 11,547

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

Footnote Index

1. Basis of Presentation and Summary of Significant Accounting Policies

The accompanying unaudited, condensed consolidated financial statements of PICO Holdings, Inc. and subsidiaries (collectively, the “Company” or “PICO”) have been prepared in accordance with the interim reporting requirements of Form 10-Q, pursuant to the rules and regulations of the United States Securities and Exchange Commission (the “SEC”). Accordingly, they do not include all of the information and notes required by generally accepted accounting principles in the United States of America (“U.S. GAAP”) for complete consolidated financial statements.

In the opinion of management, all adjustments and reclassifications considered necessary for a fair and comparable presentation of the financial statements presented have been included and are of a normal recurring nature. Operating results presented are not necessarily indicative of the results that may be expected for the year ending December 31, 2020.

These condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements and notes thereto contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2019 filed with the SEC.

Smaller Reporting Company

The Company qualifies as a smaller reporting company (“SRC”) under the SEC’s definition and therefore certain disclosures that are no longer required have been removed in accordance with the SEC’s disclosure requirements for SRCs.

Use of Estimates in Preparation of Financial Statements

The preparation of condensed consolidated financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses for each reporting period. The significant estimates made in the preparation of the Company’s condensed consolidated financial statements relate to intangibles, real estate and water assets, deferred income taxes, stock based compensation and contingent liabilities. While management believes that the carrying value of such asset and liabilities were appropriate as of September 30, 2020 and comparative periods, it is reasonably possible that actual results could differ from the estimates upon which the carrying values were based.

2. Tangible Water Assets and Real Estate, Net

The costs assigned to the various components of tangible water assets and real estate, net, were as follows (in thousands):

	September 30, 2020	December 31, 2019
Real estate and improvements held and used, net of accumulated depreciation of $ 12,003 at each of September 30, 2020 and December 31, 2019	$ 9,469	$ 9,469
Other real estate inventories	3,359	3,359
Tangible water assets	26,552	26,570
Total real estate and tangible water assets	$ 39,380	$ 39,398

3. Intangible Assets

The Company owned the following intangible assets, which primarily represent indefinite-lived intangible water assets (in thousands):

	September 30, 2020	December 31, 2019
Pipeline rights and water credits at Fish Springs Ranch	$ 81,074	$ 81,724
Pipeline rights and water rights at Carson-Lyon	25,643	25,644
Other	14,835	14,975
Total intangible assets	$ 121,552	$ 122,343

4. Commitments and Contingencies

The Company leases some of its offices under non-cancelable operating leases that expire at various dates through 2020. Rent expense for office space was $39,000 and $89,000 for the three months ended September 30, 2020 and 2019 respectively and $ 205,000 and $266,000 for the nine months ended September 30, 2020 and 2019, respectively.

Future minimum payments under all operating leases are as follows (in thousands):

Year ending December 31,	
2020	$ 39
2021	156
2022	159
2023	81
Total	$ 435

Neither PICO nor its subsidiaries are parties to any potentially material pending legal proceedings.

The Company is subject to various litigation matters that arise in the ordinary course of its business. Because litigation is inherently unpredictable and unfavorable results could occur, assessing contingencies is highly subjective and requires judgments about future events. When evaluating contingencies, the Company may be unable to provide a meaningful estimate due to a number of factors, including the procedural status of the matter in question, the presence of complex or novel legal theories, and/or the ongoing discovery and development of information important to the matters. In addition, damage amounts claimed in litigation against the Company may be unsupported, exaggerated or unrelated to possible outcomes, and as such, are not meaningful indicators of the potential liability. The Company regularly reviews contingencies to determine the adequacy of accruals and related disclosures. The amount of ultimate loss may differ from these estimates, and it is possible that the financial statements could be materially affected in any particular period by the unfavorable resolution of one or more of these contingencies.

Whether any losses finally determined in any claim, action, investigation, or proceeding could reasonably have a material effect on the Company’s business, financial condition, results of operations, or cash flows will depend on a number of variables, including: the timing and amount of such losses; the structure and type of any remedies; the significance of the impact any such losses, damages or remedies may have on the Company’s condensed consolidated financial statements; and the unique facts and circumstances of the particular matter that may give rise to additional factors.

5. Subsequent Events

None.

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

The following discussion and analysis of financial condition and results of operations should be read together with the Unaudited Condensed Consolidated Financial Statements and accompanying Notes included elsewhere in this report, and the Consolidated Financial Statements and accompanying Notes included in our Annual Report on Form 10-K for the year ended December 31, 2019.

Note About "Forward-Looking Statements"

This Quarterly Report on Form 10-Q (including the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section) contains "forward-looking statements," as defined in Section 21E of the United States Securities Exchange Act of 1934, as amended, regarding our business, financial condition, results of operations, and prospects, including, without limitation, statements about our expectations, beliefs, intentions, anticipated developments, and other information concerning future matters. Words such as "may," "will," "could," "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "should," "target," "projects," "contemplates," "predicts," "potential," "continue," and similar expressions or variations of such words are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements in this Quarterly Report on Form 10-Q. Although forward-looking statements in this Quarterly Report on Form 10-Q reflect the good faith judgment of our management, such statements can only be based on current expectations and assumptions. Consequently, forward-looking statements are inherently subject to risks and uncertainties, and the actual results and outcomes could differ materially from what is expressed or implied by the forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include, without limitation, those discussed under the headings "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2019, in "Item 1A: Risk Factors" of Part II of this Quarterly Report on Form 10-Q, and in other filings made from time to time with the United States Securities and Exchange Commission ("SEC") after the date of this Quarterly Report on Form 10-Q. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. We undertake no obligation to (and we expressly disclaim any obligation to) revise or update any forward-looking statement, whether as a result of new information, subsequent events, or otherwise (except as may be required by law), in order to reflect any event or circumstance which may arise after the date of this Quarterly Report on Form 10-Q. Readers are urged to carefully review and consider the various disclosures made in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K and other filings with the SEC.

Business Strategy and Goals

PICO Holdings, Inc. is a holding company. In this Quarterly Report, PICO and its subsidiaries are collectively referred to as "PICO," "the Company," or by words such as "we" and "our."

Our objective is to maximize long-term shareholder value. Currently, we believe the highest potential return to shareholders is from a return of capital. As we monetize assets, rather than reinvest the proceeds, we intend to return capital back to shareholders through a stock repurchase program or by other means such as special dividends. Nonetheless, we may, from time to time, reinvest a portion of proceeds from asset monetizations in further development of existing assets, if we believe the returns on such reinvestment outweigh the benefits of a return of capital.

As of September 30, 2020, our major consolidated subsidiary was Vidler Water Company, Inc. ("Vidler"), a water resource and water storage business with assets and operations primarily in the southwestern United States, including Nevada, Arizona, Colorado, and New Mexico. Our revenue and cash generation from the sale of our water resource and real estate assets can vary significantly from quarter to quarter and largely depends on when actual sale transactions close. We are unable to predict with any certainty the impact on the timing of any future asset sales and revenue and cash generation due to the economic contraction in the U.S. as a result of the COVID-19 pandemic. However, we believe if an economic contraction in the U.S. persists for several quarters, it is likely that future asset sales will be delayed, which could adversely affect our liquidity.

Results of Operations

Shareholders’ Equity (in thousands):

	September 30, 2020	December 31, 2019	Change
Shareholders’ equity	$ 169,978	$ 178,255	$ (8,277)
Shareholders’ equity per share	$ 9.05	$ 9.01	$ 0.04

The decrease in our shareholders’ equity during the nine months ended September 30, 2020, was primarily due to the repurchase of approximately 994,000 shares of our common stock for $8.6 million.

Total Assets and Liabilities (in thousands):

	September 30, 2020	December 31, 2019	Change
Total assets	$ 172,116	$ 181,089	$ (8,973)
Total liabilities	$ 2,138	$ 2,834	$ (696)

Total assets decreased during the nine months ended September 30, 2020, primarily due to cash applied to the repurchase of common stock.

Total liabilities decreased by $696,000 during the nine months ended September 30, 2020, primarily due to the management bonus payments and restricted stock units (RSUs) grants in March 2020 which were accrued for at December 31, 2019.

Results of Operations — Three and Nine Months Ended September 30, 2020 and 2019 (in thousands)

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2020	2019	Change	2020	2019	Change
Revenues						
Sale of real estate and water assets [3]	$ 1,940	$ 4,051	$ (2,111)	$ 5,761	$ 18,463	$ (12,702)
Other income	132	204	(72)	385	575	(190)
Total revenue and other income	2,072	4,255	(2,183)	6,146	19,038	(12,892)
Costs						
Cost of real estate and water assets sold	518	706	(188)	810	4,993	(4,183)
Expenses						
Salaries and benefits [1]	968	1,010	(42)	2,956	3,503	(547)
Professional service expense	379	415	(36)	891	1,075	(184)
Office expense	26	39	(13)	101	146	(45)
Other expense [2]	278	604	(326)	1,242	2,065	(823)
Depreciation and amortization	51	102	(51)	241	311	(70)
Total expenses	1,702	2,170	(468)	5,431	7,100	(1,669)
Income (loss) before income taxes	$ (148)	$ 1,379	$ (1,527)	$ (95)	$ 6,945	$ (7,040)

(1) Reduction in salaries and benefits expenses over the same period in the prior year is due to finalizing the transition of our finance and accounting staff in May 2019, with no salaries and benefits and severance of former staff incurred in 2020.

[2] Reduction in other expense is due primarily to $404,000 of selling expenses related to the Dodge Flat real estate sale and $225,000 of project abandonment expenses in the nine months ended September 30, 2019, with no corresponding costs in 2020. This reduction was partially offset by non - refundable option payments totaling $285,000 in the nine months ended September 30, 2020 to defer water rights acquisitions in Lyon County, Nevada until the second quarter of 2021.

[3] Revenue generated in the nine months ended September 30, 2020 was due primarily to the sale of approximately 62 acre-feet from our Fish Springs Ranch water credits for $2.5 million and the sale of 470 acre-feet of water rights at Dodge Flat, Nevada for $3.1 million. Revenue for the nine months ended September 30, 2019 was primarily due to approximately $12 million for the sales of 470 acre - feet of water rights and real estate at Dodge Flat, Nevada and $3.4 million for the sale of approximately 98 acre feet of water credits at Fish Springs Ranch.

We continued to record a full valuation allowance on our net deferred tax assets. However, given the Company's more recent earnings history, management believes that it is possible that within the next 12 months, sufficient positive evidence may become available to allow management to reach a conclusion that a portion of the valuation allowance will no longer be needed. Release of the valuation allowance would result in the recognition of certain deferred tax assets with a potential corresponding decrease to income tax expense for the period the release is recorded. The exact timing and amount of the valuation allowance release would be predicated on the basis of the level of profitability that the Company is able to actually achieve and believes that it would sustain.

We report comprehensive income or loss as well as net income or loss from the condensed consolidated statements of operations and comprehensive income or loss. Comprehensive income measures changes in equity, and includes unrealized items which are not recorded in the condensed consolidated statements of operations.

Liquidity and Capital Resources — Nine Months Ended September 30, 2020 and 2019

A substantial portion of our historical revenue and cash flow has, and is expected in the future, to come from one-time sales of our assets which are primarily long-term water resource development projects that we expect to support economic growth in the local markets where the assets are located. We classify such sales and costs incurred to acquire and develop our water assets as operating activities in our consolidated statement of cash flows. The timing and amount of sales and cash flows depend on a number of factors which are difficult to predict, and cannot be directly compared from one period to another. However, given our cash balance at September 30, 2020, we currently believe that we have sufficient resources to cover our expenses for at least the next 12 months.

Our revenue and cash generation from the sale of our water resource and real estate assets can vary significantly from quarter to quarter and largely depends on when actual sale transactions close. We are unable to predict with any certainty the impact on the timing of any future asset sales and revenue and cash generation due to the economic contraction in the U.S. as a result of the COVID-19 pandemic. If an economic contraction in the U.S. persists for several quarters, it is likely that future asset sales will be delayed, which could adversely impact our liquidity.

In the long-term, we estimate that cash from asset sales will provide us with adequate funding for future operations. However, if additional funding is needed, we may defer significant expenditures (including stock repurchases), sell assets, obtain a line of credit, or complete a debt or equity offering. Any equity or convertible debt offering may be dilutive to our shareholders, and any debt offering may include operating covenants that could restrict our business. We are currently not subject to any debt covenants that limit our ability to obtain additional financing through debt or equity offerings.

We expect to continue to repurchase shares of our common stock in the open market at opportunistic prices, up to our current board approved amount of $100 million, subject to maintaining adequate working capital requirements.

Cash Flows

Cash Flows From Operating Activities

Our operations provided $502,000 of cash during the first nine months of 2020. The principal operating cash inflow was approximately $6.1 million from the sale of various real estate and water rights assets and other income. This was offset by $5.6 million of cash used for overhead and various project expenses.

Our operations generated $7.1 million of cash during the first nine months of 2019. The principal operating cash inflow was approximately $19.0 million from the sale of various real estate and water rights assets and operating income. This was offset by $6.4 million of cash used for overhead and various project expenses. In addition, during the nine months ended September 30, 2019 we purchased water rights in northern Nevada for approximately $4.2 million and paid termination amounts accrued at December 31, 2018 of approximately $1.3 million.

Cash Flows From Investing Activities

There were no significant cash flows from investing activities during the nine months ended September 30, 2020, and September 30, 2019.

Cash Flows From Financing Activities

We used $8.6 million and $8.1 million in cash to repurchase 994,000 and 765,000 shares of our common stock during the nine months ended September 30, 2020 and 2019, respectively.

Off-Balance Sheet Arrangements

As of September 30, 2020, we had no off-balance sheet arrangements, that have, or are reasonably likely to have, a material current or future effect on our consolidated financial condition, revenues or expenses, results of operations, liquidity, capital expenditure, or capital resources.

Legal Developments

The Company, in the normal course of its business, frequently encounters government or private challenges to its water rights. As previously disclosed, the Company, through its subsidiary, Vidler, has invested substantial sums to develop water resources in the Kane Springs Valley Basin, located in Lincoln County, Nevada. Vidler, together with the Lincoln County Water District (“Lincoln/Vidler”) in 2005, received a permit from the Nevada State Engineer to appropriate 1,000 acre feet of water in the Kane Springs Valley Basin. Lincoln/Vidler have several other applications pending to appropriate additional groundwater in the Kane Springs Valley Basin, although the quantity of water that may be appropriated under these applications cannot be accurately predicted. This permitted water and the pending applications have next in priority in the Kane Springs Valley Basin.

Lincoln/Vidler entered into an agreement to sell water to Coyote Springs Investments (“CSI”); CSI is the developer of Coyote Springs, a new planned residential and commercial development 60 miles north of Las Vegas. Of the permitted water rights in Kane Springs Valley, Vidler agreed to sell to CSI 500 acre-feet of those permitted water rights pursuant to a purchase option agreement.

Following hearings conducted by the Nevada State Engineer in late September early-October of 2019 to determine the boundaries of the Lower White River Flow System (LWRFS) in Southern Nevada, the Nevada State Engineer, on June 20, 2020, issued Order No.1309, finding that Kane Springs Valley was now included as part of the LWRFS. This Order results in subordinating Lincoln/Vidler’s senior priority water right date of their current permitted water rights in Kane Springs Valley to the respective priority dates in relation to all other water rights in the new multi-basin area “Super Basin.” If the Order stands, it will likely impede Vidler from pursuing its existing permitted water rights and applications in the Kane Springs Valley Basin and will adversely affect its contracts with CSI.

Vidler believes that the Kane Springs Valley Basin is not a part of the LWRFS and presented evidence to this effect at the State Engineer’s hearings. Vidler believes there is no legal authority in existing Nevada water law statutes that allows the State Engineer to create a “Super Basin” and disregard existing individual basin boundaries and water right priorities within those individual basin boundaries.

Lincoln/Vidler have filed a Petition for Judicial review appealing Order No. 1309 as well as a ‘takings’ claim against the State of Nevada for the subordination of Vidler’s water right priority. CSI, as well as others, have also appealed this Order, and Vidler anticipates supporting CSI in its appeal. Given the number of participants in the appeal, a lengthy period may pass before the matter is resolved. Our appeal and takings claim is in the early stages of the legal process and, as such, it is difficult to evaluate the ultimate outcome of our appeal of the Order. An adverse ruling would materially and adversely affect Vidler’s investment in the Kane Springs Valley Basin and its contracts with CSI. If there is an adverse ruling on the appeal, the current option agreement with CSI could result in forgone revenue of up to $3.5 million.

Item 4: Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision of, and with the participation of our management, including our principal executive officer and principal financial officer, we evaluated the effectiveness of our disclosure controls and procedures, as such term is defined under Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q.

Although we believe our disclosure controls and procedures and internal control over financial reporting are effective, management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures and internal control over financial reporting will prevent all errors, misstatements, or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide definitive assurance that all control issues and instances of fraud, if any, have been detected.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rule 13a and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2020, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II: Other Information

Item 1: Legal Proceedings

The discussion under Legal Developments is incorporated herein by reference.

Item 1A: Risk Factors

The following information sets out factors that could cause our actual results to differ materially from those contained in forward-looking statements we have made in this Quarterly Report on Form 10-Q and those we may make from time to time. Investors evaluating our business and prospects should carefully consider the following risks, together with other matters described in this Quarterly Report on Form 10-Q or incorporated herein by reference. If any of the following risks occur, our business, financial condition or operating results could be harmed. In such case, the trading price of our securities could decline, in some cases significantly.

The risk factors in this report have been revised to incorporate changes to our risk factors from those included in our Annual Report on Form 10-K for the year ended December 31, 2019. The risk factors set forth below with an asterisk (*) next to the title are new risk factors or risk factors containing changes, including any material changes, from the risk factors previously disclosed in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2019, as filed with the SEC.

*** The novel coronavirus, or COVID-19, pandemic, or an outbreak of another highly infectious or contagious disease, could adversely affect our business, financial condition, results of operations, and cash flow.**

We believe that the economic downturn resulting from the COVID-19 pandemic will adversely affect employment, as well as residential and commercial real estate development, which, in turn, is likely to adversely affect the demand for, and value of our water resources and real estate assets, and our ability to sell these assets. The length and effect of this economic downturn is uncertain, but could adversely affect our liquidity, and could limit or entirely curtail the repurchase of our stock. The prolonged recession or market correction resulting from the COVID-19 pandemic could materially and adversely affect our business and value of our common stock. We do not yet know the full extent of potential delays or impacts on our business or the global economy, but we intend to continue to monitor the situation as more information becomes available.

General economic conditions could have a material adverse effect on our financial results, financial condition and the demand for and the fair value of our assets.

Our operations are sensitive to the general economic conditions in the local markets in which our assets are located. International, national, and regional economic conditions may also affect our markets. General weak economic conditions and either slow or non-existent rates of growth in the markets in which we operate could have a material adverse effect on the demand for and value of our water assets. Weak economic conditions include higher unemployment, inflation, deflation, decreases in consumer demand, changes in buying patterns, a weakened dollar, higher consumer debt levels, higher interest rates, especially higher mortgage rates, higher tax rates, and other changes in tax laws or other economic factors that may affect commercial and residential real estate development.

Specifically, high national, regional, or local unemployment may arrest or delay growth of the residential and commercial real estate markets in which we operate, which could adversely affect the demand for and value of our water assets. Any prolonged lack of demand for our water assets could have a significant adverse effect on our revenues, results of operations, cash flows, and the return on our investment from these assets.

Our future revenue is uncertain and depends on a number of factors that may make our revenue, profitability, cash flows, and the fair value of our assets volatile.

Our future revenue and profitability of our water resource and water storage operations will primarily be dependent on our ability to develop and sell or lease our water assets. Because our water resource and water storage operations represent almost the entirety of our overall business at present, our long-term profitability and the fair value of the assets related to our water resource and water storage operations could be adversely affected by various factors, including the drought in the southwest, regulatory approvals and permits associated with such assets, transportation arrangements, and changing technology. We may also encounter unforeseen technical or other difficulties which could result in cost increases with respect to our water resource and water storage development projects. Moreover, our profitability, and the fair value of the assets related to our water resource and water storage operations, are significantly affected by changes in the market price of water. Future sales and prices of water may fluctuate widely as demand is affected by climatic, economic, demographic, and technological factors, as well as the relative strength of the residential, commercial, financial, and industrial real estate markets. Additionally, to the extent that we hold junior or conditional water rights, during extreme climatic conditions, such as periods of low flow or drought, our water rights could be subordinated to superior water rights holders. The factors described above are not within our control.

One or more of the above factors could negatively affect our revenue and profitability, our financial condition and cash flows, cause our results of operations to be volatile, and could adversely affect our rate of return on our water assets and cause us to divest such assets for less than our intended return on our investment.

*** A downturn in the homebuilding and land development sectors in our markets would materially adversely affect our business, results of operations, and the demand for and the fair value of our assets.**

The homebuilding industry experienced a significant and sustained downturn in recent years, resulting from factors that include, but are not limited to, weak general economic and employment growth, limited access to capital, a lack of consumer confidence, large supplies of resale and foreclosed homes, a significant number of homeowners whose mortgage loan balances exceeded the market value of their homes, and tight lending standards for mortgage loans that limited consumers' ability to qualify for mortgage financing to purchase a home. These factors resulted in an industry-wide weakness in demand for new homes and caused a material adverse effect on the growth of the local economies and the homebuilding industry in the southwestern United States ("U.S.") markets, where a substantial amount of our water assets are located, including the states of Nevada, Arizona, Colorado, and New Mexico. The continuation of the recent improvement in residential and commercial real estate development activity is essential to our ability to generate revenue and operating income in our water resource and water storage business. We are unable to predict whether and to what extent this recovery will continue, and the economic consequences of the COVID-19 pandemic have introduced more uncertainty about our business. Any slow-down or decline in real estate and homebuilding activity could adversely affect development projects within the markets in which our water assets are located, and could materially affect the demand for and the fair value of our assets and our ability to monetize them. Weak conditions in the U.S. housing market in prior years have reduced our revenues and created losses in our water resource and water storage, and land development businesses and could do so in the future. Additionally, the recent tax law changes limiting, among other things, deductibility of mortgage interest and of state and local income taxes may have a negative effect on the national housing market and in the markets in which we operate, although the Nevada market may be less impacted due to the lack of a state income tax.

*** We may not be able to realize the anticipated value of our water assets in our projected time frame, if at all.**

We expect that the rate of growth of the economy will have an impact on real estate market fundamentals. Depending on how markets perform in the short and long-term, the state of the economy nationally and locally where our assets are concentrated, could result in a decline in the value of our existing water assets, or cause us to retain such assets longer than we initially expected, which would negatively affect our rate of return on our water assets, cause us to divest such assets for less than our intended return on investment, or cause us to incur impairments of the book values of such assets to estimated fair value. Such events including the COVID-19 pandemic would adversely impact our financial condition, results of operations, and cash flows.

*** The fair values of our water assets are linked to growth factors concerning the local markets in which our assets are concentrated and may be impacted by broader economic issues.**

Both the demand for, and fair value of, our water assets are significantly affected by the growth in population and the general state of the local economies where our real estate and water assets are located. The local economies where our real estate and water assets are located, primarily in Arizona and northern Nevada, but also in southern Nevada, Colorado, and New Mexico, may be adversely affected by factors such as the local level of employment, the availability and cost of financing for real estate development, and the affordability of housing. The unemployment rate in these states, as well as credit market conditions, may prolong a slowdown of the local economies where our real estate and water assets are located. These developments, if they occur, could materially and adversely affect the demand for, and the fair value of, our real estate and water assets and, consequently, adversely affect our growth and revenues, results of operations, cash flows, and the return on our investment from these assets. The COVID-19 pandemic may reduce, inhibit or change the anticipated growth in population in the local economies where our real estate and water assets are located.

*** The fair values of our water assets may decrease, which could adversely affect our results of operations due to losses from asset impairments.**

The fair value of our water resource and water storage assets depends on market conditions, including demand for assets that require water resources. We acquired water resources and land for expansion into new markets and for replacement of inventory and expansion within our current markets. The valuation of real estate and water assets is inherently subjective, based on the individual characteristics of each asset and the demand for that asset. Factors such as changes in regulatory requirements and applicable laws, political conditions, the condition of financial markets, local and national economic conditions, change in efficiencies of water use, the financial condition of customers, potentially adverse tax consequences, and interest and inflation rate fluctuations subject our asset valuations to uncertainties. The COVID-19 pandemic and the associated economic downturn may also adversely affect the value of our water assets. In addition, our valuations are made on the basis of assumptions that may not prove to reflect economic or demographic reality. If population growth and, as a result, water and/or housing demand in our markets fails to meet our expectations when we acquired our real estate and water assets, our profitability may be adversely affected, and we may be unable to recover our costs when we sell our real estate or water assets. We regularly review the value of our water assets. These reviews have resulted in recording significant impairment losses in prior years to our water resource assets. Such impairments have adversely affected our results of operations and our financial condition in those years.

If future market conditions adversely affect the anticipated timing and the volume of sales of our water assets, we may be required to record further significant impairments to the carrying value of our water assets, which would adversely affect our results of operations and our financial condition.

*** Our water resource and water storage operations are concentrated in a limited number of assets and markets, making the success of our operations highly dependent on the conditions and fluctuations of the local economies where those operations and assets are located.**

We anticipate that a significant amount of our water resource and water storage revenue, results of operations, and cash flows will arise from a limited number of assets, that primarily consist of our water rights in Nevada and our water storage operations in Arizona. Our two most significant assets are our water storage operations in Arizona and our water rights available to serve the north valleys area of Reno, Nevada. As a result of this geographic concentration, we expect the ultimate return of our invested capital, results of operations, and cash flows will be closely associated with the conditions and fluctuations of the local economies, including any changes in local and regional government land use, zoning, permitting approvals and other regulatory actions in these regions. Any economic downturn or additional permitting, zoning or planning regulatory requirements in these markets would adversely impact our results of operations, cash flows, and our financial condition.

Our Arizona Recharge Facility is one of the few private sector water storage sites in Arizona. At September 30, 2020, we had approximately 250,682 acre-feet of water stored at the facility. In addition, at September 30, 2020, we had approximately 28,197 acre-feet of water stored in the Phoenix Active Management Area. We have not stored any water on behalf of any customers and, as of September 30, 2020, had not generated any material revenue from the recharge facility. We cannot be certain that we will ultimately be able to sell all of the stored water at a price sufficient to provide an adequate economic return, if at all.

We constructed a pipeline approximately 35 miles long to deliver water from Fish Springs Ranch to the north valleys area of Reno, Nevada. As of September 30, 2020, the total cost of the pipeline project, including our water credits (net of impairment losses incurred to date), carried on our balance sheet was approximately $81.1 million. To date, we have sold only a small amount of the water credits, and we cannot provide any assurance that the sales prices we may obtain in the future will provide an adequate economic return, if at all. Any prolonged weak demand or lack of permitting approvals for new homes and residential and commercial development would adversely affect our assets in Nevada and Arizona and would have a material adverse effect on our future revenues, results of operations, cash flows, and the return on our investment from those assets. Demand for these water credits is anticipated to come primarily from both local and national developers planning to construct new projects in the north valleys area of Reno, Nevada. The success of these projects is dependent on numerous factors beyond our control, including local government approvals, employment growth in the greater Reno area, and the ability of the developers to finance these projects.

We may suffer uninsured losses or suffer material losses in excess of insurance limits.

We could suffer physical damage to assets at one or more of our different businesses, and the losses resulting from such damage may not be fully recoverable by insurance. In addition, certain types of risks, such as personal injury claims or other tortious conduct, may be, or may become in the future, either uninsurable or uneconomical to insure, or may not be currently or in the future covered by our insurance or subject to significant deductibles or limits. If an uninsured loss, or a loss in excess of insured limits, occurs or is subject to a large deductible, we could sustain financial loss or lose capital invested in the affected asset(s), as well as anticipated future income from that asset. In addition, we could be liable to repair damage or meet liabilities caused by risks that are uninsured or subject to deductibles.

We may not receive all of the permitted water rights we expect from the water rights applications we have filed in Nevada and New Mexico.

We have filed certain water rights applications in Nevada and New Mexico. In Nevada the filings are primarily as part of the water teaming agreement with Lincoln County. We deploy the capital required to enable the filed applications to be converted into permitted water rights over time as and when we deem appropriate, or as otherwise required. We only expend capital in those areas where our initial investigations lead us to believe that we can obtain a sufficient volume of water to provide an adequate economic return on the capital invested in the project. These capital expenditures largely consist of drilling and engineering costs for water production, costs of monitoring wells, legal and consulting costs for hearings with the State Engineer, and other compliance costs. Until the State Engineer, or other authority in the relevant state, permits the water rights we are applying for, we cannot provide any assurance that we will be awarded all of the water that we expect based on the results of our drilling and our legal position and it may be a considerable period of time before we are able to ascertain the final volume of water rights, if any, that will be permitted by the State Engineer or other authority. Any significant reduction in the volume of water awarded to us from our original base expectation of the amount of water that could be permitted may result in the write down of capitalized costs that could adversely affect the return on our investment from those assets, our revenues, results of operations, and cash flows.

Variances in physical availability of water, along with environmental and legal restrictions and legal impediments, could adversely affect profitability.

We value our water assets, in part, based upon the volume (as measured in acre-feet) of water we anticipate from water rights applications and our permitted water rights. Our water and water rights and the transferability of these rights to other uses, persons, and places of use are governed by the laws concerning water rights in the states of Arizona, Colorado, Nevada, and New Mexico. The volumes of water actually derived from the water rights applications or permitted rights may vary considerably based upon physical availability and may be further limited by applicable legal restrictions, including, with limitation, restrictions on transfer of water rights and legal orders.

As a result, the volume of water anticipated from the water rights applications or permitted rights may not in every case represent a reliable, firm annual yield of water, but in some cases describe the face amount of the water right claims or management's best estimate of such entitlement. Additionally, we may face legal restrictions on the sale or transfer of some of our water assets, which may adversely affect their commercial value. If the volume of water yielded from our water rights applications is less than our expectations, or we are unable to transfer or sell our water assets, we may be unable to achieve some or all of our anticipated returns, which may adversely affect our revenues, profitability and cash flows.

Purchasers of our real estate and water assets may default on their obligations to us and adversely affect our results of operations and cash flow.

In certain circumstances, we finance sales of real estate and water assets, and we secure such financing through deeds of trust on the property, which are only released once the financing has been fully paid. Purchasers of our real estate and water assets may default on their financing obligations. Such defaults may have an adverse effect on our business, financial condition, and the results of operations and cash flows.

Our sale of water assets may be subject to environmental regulations which would impact our revenues, profitability, and cash flows.

The quality of the water assets we lease or sell may be subject to regulation by the United States Environmental Protection Agency acting pursuant to the United States Safe Drinking Water Act, along with other federal, state and local regulations. While environmental regulations may not directly affect us, the regulations regarding the quality of water distributed affect our intended customers and may, therefore, depending on the quality of our water, affect the price and terms upon which we may in the future sell our water assets. If we need to reduce the price of our water assets in order to make a sale to our intended customers, our balance sheet, return on investment, results of operations, and financial condition could suffer.

Our water assets may be adversely affected by legal and political opposition in certain locations.

The water assets we hold and the transferability of these assets and rights to other uses, persons, or places of use are governed by the laws and regulations concerning water rights in the states of Arizona, Nevada, Colorado and New Mexico, and may be directly or indirectly affected by other federal, state and local laws and regulations related to water and land use. Our development and sale of water assets is subject to the risks of delay associated with receiving all necessary regulatory approvals and permits, or the refusal to issue regulatory approvals or permits, and possible litigation. Additionally, the transfer of water resources from one use to another may affect the economic base or impact other community issues including development, and will, in some instances, be met with local opposition. Moreover, municipalities who may regulate the use of water we sell to them in order to manage growth and could also impose additional requirements that we must satisfy to sell our water assets.

If we are unable to effectively transfer, sell, and convey water resources, our ability to monetize those assets will suffer and our return on investment, revenues and financial condition would decline.

If our assets decline in value, our financial condition and the return on our investment could suffer.

Historically, we have acquired and invested in businesses and assets that we believed were undervalued or that would benefit from additional capital, restructuring of operations, strategic initiatives, or operational efficiencies. If any previously acquired business, investment or asset fails or its fair value declines, we could experience a material adverse effect on our business, financial condition, the results of operations, and cash flows. If we are not successful in managing our previous acquisitions and investments, our business, financial condition, results of operations and cash flows could be materially affected. Such business failures, declines in the fair value of our assets, and/or failure to manage acquisitions or investments, could result in a negative return on equity. We could also lose part or all of our capital in these businesses and experience reductions in our net income, cash flows, assets and equity.

Future dispositions of our businesses, assets, operations and investments, if unsuccessful, could reduce the value of our common stock. Any future dispositions may result in significant changes in the composition of our assets and liabilities. Consequently, our financial condition, results of operations and the trading price of our common stock may be affected by factors different from those historically affecting our financial condition, results of operations and trading price at the present time.

We may need additional capital in the future to fund our business and financing may not be available on favorable terms, if at all, or without dilution to our shareholders.

We currently anticipate that our available capital resources and operating cash flows will be sufficient to meet our expected working capital and capital expenditure requirements for at least the next 12 months. However, we cannot provide any assurance that such resources will be sufficient to fund our business over longer periods. We may be required to raise additional funds through public or private debt, equity, warrants or hybrid securities financings, including, without limitation, the issuance of securities.

We may experience difficulty in raising necessary capital in view of the recent volatility in the capital markets and increases in the cost of finance, especially for a small capitalization company like ours. Increasingly stringent rating standards could make it more difficult for us to obtain financing. If we raise additional funds through the issuance of equity, warrants or convertible or other debt securities, the ownership of our shareholders could be significantly diluted, and these newly issued securities may have rights, preferences or privileges senior to those of existing shareholders. Indebtedness would result in increased debt service obligations and could result in operating and financing covenants that would restrict our operations. The additional financing we may need may not be available to us, or available on favorable terms. If adequate funds are not available or are not available on acceptable terms, if and when needed, our ability to fund our operations or otherwise execute our strategic plan would be significantly limited. In any such case, our business, operating results, or financial condition could be materially adversely affected.

*** Our ability to utilize net operating loss carryforwards and certain other tax attributes may be limited.**

Under Section 382 of the Internal Revenue Code of 1986, as amended (the “Code”), if our Company undergoes an “ownership change” (generally defined as a greater than fifty-percent (50%) change in the percentage of stock owned by one or more five percent (5%) or more shareholders (measured by the relative fair market value of that shareholder’s stock compared to the total value of all outstanding stock, excluding changes in ownership attributable to fluctuations in value between different classes of stock)) as of the testing date, measured over a three year period, or a period beginning with any previous testing date, whichever is shorter, the ability to use our pre-change net operating loss carryforwards (“NOLs”) and other pre-change tax attributes to offset our post-change income may be limited. The Company’s previous plan to protect NOLs from loss due to ownership changes expired on July 24, 2020. Our Board of Directors adopted a new tax benefit preservation plan dated July 24, 2020, which we will ask our shareholders to ratify at our 2021 annual meeting. If the new Plan is not ratified by shareholders, it will expire. Notwithstanding the adoption of the new tax benefit preservation plan, it is possible that shareholders might not ratify the new plan or that we could experience ownership changes in the future as a result of shifts in our stock ownership. If the new tax benefit preservation plan were triggered by a change in ownership, acquiring shareholders and certain other shareholders could experience substantial dilution. Furthermore, Section 382 (and other tax code and regulatory provisions) relating to NOLs have recently been subject to proposed regulations by the Treasury Department and Internal Revenue Service which, if finalized in their current form, may have the effect of further reducing the value of NOLs, in certain circumstances, of a corporation that undergoes an ownership change. As of December 31, 2019, we had federal and state net operating loss carryforwards of approximately $156.5 million and $140.6 million, respectively, which, depending on ownership changes, could be limited by Section 382 of the Code.

We may not be able to retain key management personnel we need to succeed, which could adversely affect our ability to successfully operate our businesses.

To run our day-to-day operations and to successfully manage our businesses we must, among other things, continue to retain key management. We rely on the services of a small team of key executive officers. If any key executive departs, it could have a significant adverse effect upon our business. Also, increased competition for skilled management and staff employees in our businesses could cause us to experience significant increases in operating costs and reduced profitability.

Analysts and investors may not be able to evaluate us adequately, which may negatively influence the price of our stock.

We own assets that are unique, complex in nature, and difficult to understand. In particular, our water resource business is a developing industry in the United States with very little historical and comparable data, complex valuation issues and a limited following of analysts. Because our assets are unique, analysts and investors may be unable to adequately evaluate our operations and enterprise as a going concern. This could cause analysts and investors to make inaccurate evaluations of our stock, or to overlook the Company in general. As a result, the trading volume and price of our stock could suffer and may be subject to excessive volatility.

Fluctuations in the market price of our common stock may affect your ability to sell your shares.

The trading price of our common stock has historically been, and we expect will continue to be, subject to fluctuations. The market price of our common stock may be significantly affected by:

- quarterly variations in financial performance and condition of our various businesses;
- shortfalls in revenue or earnings from estimates forecast by securities analysts or others;
- changes in estimates by such analysts;
- the ability to monetize our water assets for an adequate economic return, including the length of time any such monetization may take;
- our competitors' announcements of extraordinary events such as acquisitions;
- litigation;
- general economic conditions and other matters described herein;
- the number of analysts who follow our stock and their understanding of our business; and
- the volume of trading in our stock.

Our results of operations have been subject to significant fluctuations, particularly on a quarterly basis, and our future results of operations could fluctuate significantly from quarter to quarter and from year to year. Causes of such fluctuations may include one time transactions and impairment losses. Statements or changes in opinions, ratings, or earnings estimates made by brokerage firms or industry analysts relating to the markets in which we do business or relating to us specifically could result in an immediate and adverse effect on the market price of our common stock. Such fluctuations in the market price of our common stock could affect the value of your investment and your ability to sell your shares.

Litigation may harm our business or otherwise distract our management.

Substantial, complex or extended litigation could cause us to incur large expenditures and distract our management. For example, lawsuits by employees, shareholders or customers could be very costly and substantially disrupt our business. Additionally, from time to time we or our subsidiaries will have disputes with companies, governmental and tribal entities, special interest groups, or individuals which may result in litigation that could necessitate our management's attention and require us to expend our resources. We may be unable to accurately assess our level of exposure to specific litigation, and we cannot provide any assurance that we will always be able to resolve such disputes out of court or on terms favorable to us. We may be forced to resolve litigation in a manner not favorable to us, and such resolution could have a material adverse impact on our consolidated financial condition or results of operations.

We have been the subject of shareholder activism efforts that could cause a material disruption to our business.

In the past, certain investors took steps to involve themselves in the governance and strategic direction of our Company due to governance and strategic-related disagreements with us. While we have formally settled with certain of those activists, other investors could take steps to involve themselves in the governance and strategic direction of our Company. Such shareholder activism efforts could result in substantial costs and diversion of management's attention and resources, harming our business and adversely affecting the market price of our common stock.

*** Anti-takeover provisions in our charter documents and under Delaware law may make an acquisition of us more complicated and the removal and replacement of our directors and management more difficult.**

Provisions of our certificate of incorporation and bylaws, as well as provisions of Delaware law, could make it more difficult for a third party to acquire us, even if doing so would benefit our stockholders. These provisions may also make it difficult for stockholders to remove and replace our board of directors and management. For example, these provisions limit who may call a special meeting of stockholders and establish advance notice requirements for nominations for election to the board of directors or for proposing matters that can be acted upon at stockholder meetings. In addition, on July 24, 2020, our board of directors adopted a tax benefits preservation plan designed to preserve our ability to utilize our NOLs as a result of certain stock ownership changes, which may have the effect of discouraging transactions involving an actual or potential change in our ownership.

If equity analysts do not publish research or reports about our business, or if they issue unfavorable commentary or downgrade our common stock, the price of our common stock could decline.

The trading market for our common stock will rely in part on the research and reports that equity research analysts may publish about us and our business. We do not control these analysts. The price of our stock could decline if one or more equity analysts downgrade our stock or if those analysts issue other unfavorable commentary or cease publishing reports about us or our business.

Our business could be negatively impacted by cyber security threats.

In the ordinary course of our business, we use our data centers and our networks to store and access our proprietary business information. We face various cyber security threats, including without limitation, cyber security attacks to our information technology infrastructure and attempts by others to gain access to our proprietary or sensitive information. The procedures and controls we use to monitor these threats and mitigate our exposure may not be sufficient to prevent cyber security incidents. The result of these incidents could include disrupted operations, lost opportunities, misstated financial data, liability for stolen assets or information, increased costs arising from the implementation of additional security protective measures, litigation and reputational damage. Any remedial costs or other liabilities related to cyber security incidents may not be fully insured or indemnified by other means.

***Our plan to monetize assets and return capital to our shareholders may lead to a permanent reduction in our market capitalization and adversely affect the trading volume and liquidity for our stock.**

Our current business plan is to monetize our assets and return capital to our shareholders through a stock repurchase program or by other means such as special dividends. Currently we have a stock repurchase program in place and as of September 30, 2020, we had utilized $46.9 million to repurchase approximately 4.4 million of our common shares. As we continue to monetize assets and use the associated sale proceeds for share repurchases or special dividends, it is possible that our market capitalization will permanently decline, which could adversely affect the trading volume and liquidity for our stock. In addition, we are currently a constituent member of the Russell 2000 index along with other indexes and other indexed products. If we ceased to be represented in the Russell 2000 index, or other indexes or indexed products, as a result of our market capitalization falling below the threshold for inclusion in the index, whether due to a decline in our stock price or a reduction in the number of shares outstanding, or for any other reason, certain of our current institutional shareholders may, due to their internal policies and investment guidelines, be required to sell their shareholdings. Such sales may result in further negative pressure on our stock price and, when combined with reduced trading volume and liquidity, could adversely affect the value of your investment and your ability to sell your shares.

THE FOREGOING FACTORS, INDIVIDUALLY OR IN AGGREGATE, COULD MATERIALLY ADVERSELY AFFECT OUR OPERATING RESULTS, CASH FLOWS, AND FINANCIAL CONDITION AND COULD MAKE COMPARISON OF HISTORICAL FINANCIAL STATEMENTS, INCLUDING RESULTS OF OPERATIONS, CASH FLOWS, AND BALANCES, DIFFICULT OR NOT MEANINGFUL.

Item 2: Unregistered Sales of Equity Securities and Use of Proceeds

The following table summarizes repurchases of our common stock made during the three months ended September 30, 2020:

Period	Total number of shares of common stock repurchased	Average price paid per share of common stock (including commissions)	Total number of shares of common stock repurchased as part of publicly announced plans or programs	Maximum dollar value of shares of common stock that may yet be repurchased under the plans or programs (in thousands) (1)
July 1 to July 31, 2020	75,095	$ 8.33	4,276,922	$ 54,540
August 1 to August 31, 2020	73,601	$ 8.73	4,350,523	$ 53,898
September 1 to September 30, 2020	89,568	$ 8.89	4,440,091	$ 53,102
Total	238,264			

[1] The stock repurchase program authorization was amended on February 1, 2020. Our Board of Directors authorized an aggregate of $100 million (from an aggregate of $50 million previously authorized) to be used for the stock repurchase program and there is no set expiration date.

Item 3: Defaults Upon Senior Securities

None.

Item 4: Mine Safety Disclosures

Not applicable.

Item 6. Exhibits

Exhibit Number	Description
3.1	Certificate of Incorporation of PICO Holdings, Inc. (1)
3.2	By laws of PICO Holdings, Inc. (1)
3.3	Amended and Restated Certificate of Designation of Series A Junior Participating Preferred Stock of PICO Holdings, Inc. (2)
4.1	2020 Section 382 Rights Agreement, dated as of July 24, 2020, by and between PICO Holdings, Inc. and Computershare Trust Company, N.A. (2
4.2	PICO Holdings, Inc. Stock Certificate (3)
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 (Section 906 of the Sarbanes-Oxley Act of 2002).
32.2	Certification of 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 Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

(1) Incorporated by reference to the Current Report on Form 8-K filed with the SEC on June 1, 2017.
(2) Incorporated by reference to the Registration Statement on Form 8-A filed with the SEC on July 24, 2020.
(3) Incorporated by reference to the Quarterly Report on Form 10-Q filed with the SEC on August 9, 2017.

SIGNATURE

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

PICO HOLDINGS, INC.

Date: November 5, 2020

By: /s/ Maxim C.W. Webb
Maxim C.W. Webb
Chief Financial Officer
(*Principal Financial Officer and Authorized Signatory)*

EXHIBIT 31.1

CERTIFICATION BY CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13a-14(a)/15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Dorothy Timian-Palmer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PICO Holdings, Inc. (the “Registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2020

/s/ Dorothy Timian-Palmer
Dorothy Timian-Palmer
President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION BY CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a)/15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Maxim C.W. Webb, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PICO Holdings, Inc. (the “Registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2020

/s/ Maxim C.W. Webb
Maxim C.W. Webb
Executive Chairman, Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION BY CHIEF EXECUTIVE OFFICER PURSUANT TO
18 U.S.C. SECTION 1350
(SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)

In connection with the Quarterly Report of PICO Holdings, Inc. (the “Company”) on Form 10-Q for the period ended September 30, 2020, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Dorothy Timian-Palmer, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (“Section 906”), that to the best of my knowledge:

(1) The Report fully complies with requirements of section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

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

Date: November 5, 2020

/s/ Dorothy Timian-Palmer
Dorothy Timian-Palmer
President and Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION BY CHIEF FINANCIAL OFFICER PURSUANT TO
18 U.S.C. SECTION 1350
(SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)

In connection with the Quarterly Report of PICO Holdings, Inc. (the “Company”) on Form 10-Q for the period ended September 30, 2020, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Maxim C.W. Webb, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (“Section 906”), that to the best of my knowledge:

(1) The Report fully complies with requirements of section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

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

Date: November 5, 2020

/s/ Maxim C.W. Webb
Maxim C.W. Webb
Executive Chairman, Chief Financial Officer