

Edgar Filing: AMERICAN ECOLOGY CORP - Form 10-K/A

AMERICAN ECOLOGY CORP

Form 10-K/A

April 25, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR FISCAL YEAR ENDED DECEMBER 31, 2004      COMMISSION FILE NUMBER 0-11688

AMERICAN ECOLOGY CORPORATION  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE (STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	95-3889638 (I.R.S. EMPLOYER IDENTIFICATION NO.)
---	---

300 E. MALLARD, SUITE 300, BOISE, IDAHO (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	83706 (ZIP CODE)
---	---------------------

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE:      (208) 331-8400

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

Common Stock, \$.01 par value per share  
(Title of Class)

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. .

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes  No

The aggregate market value of the Registrant's voting stock held by non-affiliates on June 30, 2004 was approximately \$134,800,000 based on the closing price of \$11.98 per share as reported on the NASDAQ Stock Market, Inc.'s National Market System.

At March 1, 2005, Registrant had outstanding 17,411,294 shares of its Common Stock.

Documents Incorporated by Reference

Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held May 25, 2005.      Part III

# Edgar Filing: AMERICAN ECOLOGY CORP - Form 10-K/A

1

## EXPLANATORY NOTE

This Amendment No. 1 to American Ecology Corporation's Form 10-K for the year ended December 31, 2004 is being filed to report the results of Management's Assessment of Internal Control over Financial Reporting as well as the results of the Company's Independent Registered Public Accounting Firm's audit of Internal Controls over Financial Reporting.

2

## TABLE OF CONTENTS

		PART II
Item	9A.	Controls and Procedures. . . . .
		PART IV
Item	15.	Exhibits, Financial Statement Schedules. . . . .

3

## ITEM 9A. CONTROLS AND PROCEDURES

As of the end of the quarter prior to the filing of this report, Company management, under the direction of the Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rule 13a-14 of the Securities Exchange Act of 1934 (Exchange Act). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer believe that the Company's disclosure controls and procedures are effective in alerting them timely to material information required to be disclosed in the Company's Exchange Act filings.

During the year ending December 31, 2004, there were improvements to the Company's systems used to record and summarize transactions. The improvements have enabled the Company to identify and modify internal controls, operational procedures and environmental compliance programs.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROLS OVER FINANCIAL REPORTING. Management is responsible for and maintains a system of internal controls over financial reporting that is designed to provide reasonable assurance that its records and filings accurately reflect the transactions engaged in Section 404 of Sarbanes-Oxley Act of 2002 and related rules issued by the Securities and Exchange Commission require management to issue a report on its internal controls over financial reporting.

Management has conducted an assessment of its internal control over financial reporting utilizing the criteria set forth by the Committee of Sponsoring Organizations ("COSO") of the Treadway Commission in Internal Control - Integrated Framework and concluded that, as of December 31, 2004, the internal controls over financial reporting were operating effectively.

The Company's independent registered public accounting firm, Moss Adams LLP, has audited management's assessment of the effectiveness of internal control over financial reporting and has expressed unqualified opinions on management's assessment and on the effectiveness of the Company's internal control over financial reporting as of December 31, 2004.

## Edgar Filing: AMERICAN ECOLOGY CORP - Form 10-K/A

While both Management and the Company's independent registered public accounting firm have concluded that the Company's internal control over financial reporting were effective at December 31, 2004, there were two areas, one involving revenue, and one involving financial reporting, that were identified by the Company's independent registered public accounting firm as containing "significant deficiencies," as defined by Public Company Accounting Oversight Board Auditing Standard No. 2 ("AS 2). As required by AS 2, the Company's independent registered public accounting firm reported these significant deficiencies to the Company's Audit Committee.

### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors  
American Ecology Corporation

We have audited management's assessment, included in the accompanying Management's Report on Internal Control over Financial Reporting that American Ecology Corporation maintained effective internal control over financial reporting as of December 31, 2004, based on criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework. American Ecology Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the company's internal control over financial reporting based on our audit.

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

4

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

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

## Edgar Filing: AMERICAN ECOLOGY CORP - Form 10-K/A

In our opinion, management's assessment that American Ecology Corporation maintained effective internal control over financial reporting as of December 31, 2004, is fairly stated, in all material respects, based on criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework. Also in our opinion, American Ecology Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2004, based on criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of American Ecology Corporation as of and for the year ended December 31, 2004, and our report dated January 28, 2005 expressed an unqualified opinion on those financial statements and financial statement schedule.

Moss Adams LLP  
Los Angeles, California  
April 15, 2005

5

### PART IV

#### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

1. Financial statements and reports of Independent Auditors  
Independent Auditors' Reports  
Consolidated Balance Sheets - December 31, 2004 and 2003  
Consolidated Statements of Operations for the years ended December 31, 2004, 2003 and 2002  
Consolidated Statements of Shareholders' Equity for the years ended December 31, 2004, 2003 and 2002  
Consolidated Statements of Cash Flows for the years ended December 31, 2004, 2003, and 2002  
Notes to Consolidated Financial Statements
2. Financial statement schedules  
Other schedules are omitted because they are not required or because the information is included in the financial statements or notes thereto
3. Exhibits

Exhibit No.	Description	Incorporated Re
3.1	Restated Certificate of Incorporation, as amended	1989 Form 10-K
3.2	Certificate of Amendment to Restated Certificate of Incorporation dated June 4, 1992	Form S-4 dated
3.3	Amended and Restated Bylaws dated February 28, 1995	1994 Form 10-K

## Edgar Filing: AMERICAN ECOLOGY CORP - Form 10-K/A

10.1	Sublease dated February 26, 1976, between the State of Washington, the United States Dept. of Commerce and Economic Development, and Nuclear Engineering Company with Amendments dated January 11, 1980, and January 14, 1982.	Form 10 filed
10.2	Lease Agreement as amended between American Ecology Corporation and the State of Nevada	2002 Form 10-K
10.6	State of Washington Radioactive Materials License issued to US Ecology, Inc. dated January 21, 1987	1986 Form 10-K
10.11	Agreement between the Central Interstate Low-Level Radioactive Waste Compact Commission and US Ecology, Inc. for the development of a facility for the disposal of low-level radioactive waste dated January 28, 1988 ("Central Interstate Compact Agreement")	2nd Quarter 19
10.12	Amendment to Central Interstate Compact Agreement May 1, 1990	1994 Form 10-K
10.13	Second Amendment to Central Interstate Compact Agreement dated June 24, 1991	1994 Form 10-K
10.14	Third Amendment to Central Interstate Compact Agreement dated July 1, 1994	1994 Form 10-K
10.18	Memorandum of Understanding between American Ecology Corporation and the State of California dated August 15, 1988	1989 Form 10-K
10.35	Lease Agreement for Corporate Office Space between American Ecology Corporation and M&S Prime Properties dated April 18, 2002	2nd Qtr 2002 F
10.50a	First Security Bank Credit Agreement	3rd Qtr 2000 F
10.50c	Term Loan Agreement between American Ecology Corporation and Wells Fargo Bank dated October 22, 2002	Form 8-K filed
10.50d	Sixth Amendment to Credit Agreement between American Ecology Corporation and Wells Fargo Bank dated December 16, 2003	Form 8-K filed
6		
10.50e	Seventh Amendment to Credit Agreement between American Ecology Corporation and Wells Fargo Bank dated August 30, 2004	Form 8-K filed
10.50f	First Amendment to Term Loan Agreement between American Ecology Corporation and Wells Fargo Bank dated August 30, 2004	Form 8-K filed
10.50g	Eighth Amendment to Credit Agreement between American Ecology Corporation and Wells Fargo Bank dated December 16, 2004	Form 8-K filed
10.52	*Amended and Restated American Ecology Corporation 1992 Director Stock Option Plan	Proxy Statemen
10.53	*Amended and Restated American Ecology Corporation 1992 Employee Stock Option Plan	Proxy Statemen
10.55	*Management Incentive Plan Effective January 1, 2003	2002 Form 10-K
10.56	*Form of Management Incentive Plan Participation Agreement Dated February 11, 2003	2002 Form 10-K

Edgar Filing: AMERICAN ECOLOGY CORP - Form 10-K/A

10.57	*Form of Executive Employment Agreement Dated February 11, 2003	2002 Form 10-K
10.58	*Form of Stock Option Agreement Dated February 11, 2003	2002 Form 10-K
10.70	Form of Royalty Agreement for El Centro Landfill Dated February 13, 2003	Form 8-K filed
14.1	Code of Ethics for Chief Executive and Senior Financial Officers	Proxy Statement
14.2	Code of Ethics for Directors	2004 Form 10-K
21	List of Subsidiaries	2004 Form 10-K
23.1	Consent of Moss Adams LLP	
31.1	Certifications of December 31, 2003 Form 10-K by Chief Executive Officer dated March 1, 2005	
31.2	Certifications of December 31, 2003 Form 10-K by Chief Financial Officer dated March 1, 2005	
32.1	Certifications of December 31, 2003 Form 10-K by Chief Executive Officer dated March 1, 2005	
32.2	Certifications of December 31, 2003 Form 10-K by Chief Financial Officer dated March 1, 2005	

\*Management contract or compensatory plan.

7

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Registrant has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN ECOLOGY CORPORATION

SIGNATURE	TITLE	DATE
/s/ James R. Baumgardner JAMES R. BAUMGARDNER	Senior Vice President, Chief Financial Officer, Treasurer and Secretary	April 22, 2005

8