

Corning Natural Gas Holding Corp  
Form 10-K/A  
January 26, 2018  
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 10-K/A**

**(Amendment No. 1)**

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

**For the fiscal year ended September 30, 2017**

**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: 000-00643**

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**Corning Natural Gas Holding Corporation**



submit and post such files). 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 a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act. (check one):

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. YES  NO

The aggregate market value of the 2,489,380 shares of the Common Stock held by non-affiliates of the Registrant at the \$20 average of bid and asked prices on March 31, 2017 was \$49,787,600.

Number of shares of Common Stock outstanding as of the close of business on January 20, 2018: 3,006,907

## **EXPLANATION OF AMENDMENT**

Corning Natural Gas Holding Corporation is filing this Form 10-K/A as Amendment No. 1 (the “Amendment”) to its Annual Report on Form 10-K for the fiscal year ended September 30, 2017 (the “Annual Report”) that was filed with the Securities and Exchange Commission on December 29, 2017 for the purpose of including the following portions of Corning Natural Gas Holding Corporation’s Annual Report:

Item 10 — Directors, Executive Officers and Corporate Governance

Item 11 — Executive Compensation

Item 12 — Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Item 13 — Certain Relationships and Related Transactions, and Director Independence

Item 14 — Principal Accounting Fees and Services

Item 15 — Exhibits, Financial Statement Schedules

Except as described above, no other amendments are being made to the Annual Report. This Amendment does not reflect events occurring after the September 30, 2017 fiscal year end except as expressly set forth in the December 29, 2017 filing of the Annual Report or herein, or modify or update the disclosure contained in the Annual Report in any way other than as required to reflect the additions discussed above and reflected below.

## **EXPLANATORY NOTE**

## Edgar Filing: Corning Natural Gas Holding Corp - Form 10-K/A

Corning Natural Gas Holding Corporation (“Holding Company”) is a successor issuer to Corning Natural Gas Corporation (“Gas Company”) as of November 12, 2013 as a result of a share-for-share exchange, creating a holding company structure. As of November 12, 2013, the Gas Company became a wholly-owned subsidiary of Holding Company.

As used in this Form 10-K, the term “Company”, “we” or “us” refers to the consolidated companies, the terms “Gas Company” and “Corning Gas” mean Corning Natural Gas Corporation, and the term “Pike” means Pike County Light & Power Company, unless the context clearly indicates otherwise. Except as otherwise stated, the information contained in this Form 10-K/A is as of September 30, 2017.

**PART III****ITEM 10. Directors, Executive Officers and Corporate Governance**

Board of Directors. The names, ages, positions, business experience and principal occupations and employment of each member of the board of directors is set forth below (each of the director's terms will expire on April 24, 2018):

Name	Age	Position	Director of Holding Company Since	Director of Gas Company Since
Henry B. Cook, Jr.	70	Chairman of the Board and Director	2013	2007
Michael I. German	67	Chief Executive Officer, President and Director	2013	2006
Ted W. Gibson	75	Director	2013	2006
Robert B. Johnston	52	Director	2014	—
Joseph P. Mirabito	59	Director	2013	2010
William Mirabito	57	Director	2013	2010
George J. Welch	72	Director	2013	2007
John B. Williamson III	63	Director	2013	2010

*Henry B. Cook, Jr.* is our chairman of the board of directors and has served as a director of the Holding Company since its organization in 2013 and a director of Corning Gas since May 2007. Mr. Cook is also a director of the Corning Natural Gas Appliance Corporation (“Corning Appliance”). He has served as the president of Triple Cities Acquisition, LLC, a heavy truck parts and vehicle dealer, and Roadwolf Transportation Products, LLC, as importer of heavy duty truck parts since 2001. He is not related to Matthew J. Cook, our vice president – operations. Mr. Cook has exhibited his expertise in the development and management of the business of those two companies. This business experience, together with the expertise about our business and operations derived from his years of service on the board of the Company and leadership as chairman of the board led the board of directors to conclude that Mr. Cook has the judgment and skills desired for continued service on the board.

*Michael I. German* has served as our chief executive officer, president and director of the Holding Company since its organization in 2013 and has been the chief executive officer, president and a director of Corning Gas since December 2006. Mr. German also serves as president of Corning Appliance, Pike, and our joint venture investments, Leatherstocking Gas Company, LLC (“Leatherstocking Gas”) and Leatherstocking Pipeline Company, LLC (“Leatherstocking Pipeline”) and serves on the boards of Leatherstocking Gas, Leatherstocking Pipeline and Pike. Prior to joining the Company, he was senior vice president, utility operations for Southern Union Company where he was responsible for gas utility operations in Missouri, Pennsylvania, Rhode Island and Massachusetts. From 1994 to 2005, Mr. German held several senior positions at Energy East Corporation, a publicly-held energy services and delivery company, including president of several utilities. From 1978 to 1994, Mr. German worked at the American Gas Association, finishing as senior vice president. From 1976 to 1978, Mr. German worked for US Energy Research and Development Administration. Mr. German is a board member of the Northeast Gas Association, Ampco Pittsburgh Corporation and several non-profit organizations. Mr. German’s role as president and chief executive officer and responsibility for the day-to-day operations and significant strategic initiatives, as well as his extensive experience in utility and public company operations, led the board to conclude that Mr. German should continue to serve as a director.

*Ted W. Gibson* has been a director of the Holding Company since its organization in 2013 and has been a director of Corning Gas since November 2006. Mr. Gibson is also a director of Corning Appliance. He has served as the chief executive officer of Classic City Mechanical, an underground utility business, since 1979. Mr. Gibson is also a corrosion specialist in the National Association of Corrosion Engineers and a graduate of the Georgia Institute of Technology – Mechanical Engineer. Mr. Gibson previously served as a United States Marine Corps Captain, and is a Vietnam veteran. He is also an inspector for the Nevada State Boxing Commission. Mr. Gibson’s professional background and extensive experience with pipelines and other underground utilities, his business and management expertise in his service as chief executive officer of Classic City Mechanical, his knowledge of our business and contributions during his years of service on the board of directors, led the board of directors to conclude that Mr. Gibson has the skills desired for continued service on the board.

*Robert B. Johnston* has been a director of the Holding Company since July 15, 2014. He has served as the Executive Vice President and Chief Strategy Officer for The InterTech Group, Inc. (“InterTech”) since 2008. In this capacity, he is responsible for merger and acquisition activities, investments and communications at InterTech as well as oversight of a number of InterTech operating companies. He previously served as the President, Chief Executive Officer and Deputy Governor of The Hudson’s Bay Company. He currently serves on several public company boards including Supremex Inc. where he is the chairman of the board of directors, Colabor Inc., Produce Investments PLC, FIH Group PLC and Circa Enterprises. Additionally, he serves on the board of directors of the South Carolina Community Loan Fund and is a member of the advisory board of the McGill University Executive Institute. Mr. Johnston previously served on the Boards of Gas Natural Inc., Pacific Northern Gas, Central Vermont Public Service Corporation, Fyffes PLC, Galvanic Applied Sciences, The Hudson’s Bay Company, Experiences Canada, Carolina Youth Development Center and Canada’s National History Society. Mr. Johnston completed the University of Oxford Advanced Management and Leadership Program and received an MBA from the John Molson School of Business, a MA in Public Policy & Public Administration and a BA in Political Science from Concordia University. Additionally, he holds the ICD.D Designation from the Institute of Corporate Directors (Canada). Mr. Johnston’s extensive financial and operational experience coupled with his corporate governance and regulated utility experience led the board to conclude that he should continue to serve as a director.

*Joseph P. Mirabito* has been a director of the Holding Company since its organization in 2013 and has been a director of Corning Gas since November 2010. He and William Mirabito are cousins. He was president of Mirabito Fuel Group from 1986 to 1998. He has also served as president of Granite Capital Holdings, Inc. from 1998 to 2009. He is currently president and chief executive officer of Mirabito Holdings, Inc. and Mirabito Regulated Industries, LLC. He serves as a director on several professional and civic boards in the central New York region. Mr. Mirabito also serves as a director on the boards of Corning Appliance, Leatherstocking Gas and Leatherstocking Pipeline. Mr. Mirabito’s business and corporate management experience in the energy delivery businesses where he serves as the president and chief executive officer, his knowledge of the local communities in Central New York served by those businesses and commitment to the growth of our business as a significant shareholder, as well as his prior experience in advising and serving on the board and committees of Wilber Bank, led the board of directors to conclude that Mr. Mirabito has the skills, connections and experience desired for continued service on the board.



*William Mirabito* has served as a director of the Holding Company since its organization in 2013 and has been a director of Corning Gas since November 2010. He and Joseph Mirabito are cousins. He was president of Mang Insurance Agency from 2008 to 2015 and has served as senior vice president of Mirabito Holdings, Inc. and Mirabito Regulated Industries, LLC since 2014. He is also the chairperson of the audit committee for Mirabito Holdings, Inc. In addition to serving as a board member of the Fox Hospital in Oneonta, NY, he also serves on its finance committee. He is also a board member of Springbrook, NY, and serves on its executive committee. Mr. Mirabito also serves as a director on the boards of Corning Appliance, Leatherstocking Gas and Leatherstocking Pipeline. Mr. Mirabito's business and management experience as president of Mang Insurance Agency and senior vice president of Mirabito Holdings, Inc. and Mirabito Regulated Industries, LLC, his commitment to the growth of our business as a significant shareholder, as well as his experience in advising and serving on the board and committees of Fox Hospital and Springbrook led the board of directors to conclude that Mr. Mirabito has the skills and experience desired for continued service on the board.

*George J. Welch* has served as a director of the Holding Company since its organization in 2013 and has been a director of Corning Gas since May 2007. He is also a director of Corning Appliance. He is the senior partner in the law firm of Welch & Zink in Corning, New York where his practice concentrates on business transactions and real estate. He has served as a director of many regional organizations, including a regional economic development organization and PaneLogic, Inc., a provider of control system integration services. Mr. Welch serves on the Alfred State College Council, an advisory group to the president of the College. Mr. Welch's extensive experience in legal matters and economic development, and as a community leader, led the board to conclude that he should continue to serve as a director.

*John B. Williamson, III* has served as a director of the Holding Company since its organization in 2013 and has been a director of Corning Gas since November 2010. He is also a director of Corning Appliance. Since 2004, Mr. Williamson has served as chairman of RGC Resources, Inc., a \$180 million-dollar energy distribution and services holding company. He served as director, president and chief executive officer of RGC Resources from 1999 to 2013. In addition, he serves as a director of Bank of Botetourt, Optical Cable Corporation and Luna Innovations Corporation. Mr. Williamson received an MBA from the College of William and Mary and a BS from Virginia Commonwealth University. Mr. Williamson's experience as the chairman, president and chief executive officer of an energy distribution and services company, as well as his experience in advising and serving on the board and committees of other corporations, resulting in his broad understanding of the operational, financial and strategic issues that businesses generally and utilities face, led the board to conclude that he should continue to serve as a director.

**Executive Officers.** The names, ages, positions and certain other information concerning the current executive officers and significant employees of the Holding Company, Pike and the Gas Company are set forth below.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Michael I. German*	67	Chief Executive Officer, President and Director
Firouzeh Sarhangi	59	Chief Financial Officer and Treasurer
Stanley G. Sleve	68	Vice President - Administration and Corporate Secretary
Matthew J. Cook	56	Vice President - Operations
Russell S. Miller	54	Vice President - Gas Supply and Marketing

\* Biographical information for Mr. German can be found under "Board of Directors."

*Firouzeh Sarhangi* has served as Chief Financial Officer and Treasurer of the Holding Company since its organization in 2013. She was appointed as Chief Financial Officer and Treasurer of Corning Gas in 2006. Ms. Sarhangi also serves as Treasurer of Corning Appliance and as Chief Financial Officer of Pike, Leatherstocking Gas and Leatherstocking Pipeline and serves on the board of Pike. From February 2004 until her appointment as Chief Financial Officer of the Company, she served as Vice President - Finance of Corning Gas. Previously, she was President of Tax Center International ("TCI"), a company she founded and operated until Corning purchased TCI in 1998. Ms. Sarhangi has thirty-three years of public accounting experience.

*Stanley G. Sleve* has served as Vice President-Administration and Secretary of the Holding Company since its organization in 2013. He joined the Company and has served as Vice President since 1998. He has served as Corning Gas' Corporate Secretary since 2006 and as Vice President - Administration since 2007. Mr. Sleve oversees corporate

operations including customer service, facilities management, human resources, information technology and community relations. Mr. Sleva also serves as Secretary of Corning Appliance and Pike. Mr. Sleva served as the chairman of the board of directors of the Corning Area Chamber of Commerce for two years and now serves as a member of the Executive Committee and the Government Affairs Committee of the Chamber Board. He also serves on the Chemung County Chamber of Commerce Public Affairs Committee.

*Matthew J. Cook* joined Corning Gas in February 2008 as vice president – operations. Mr. Cook has 30 years of natural gas utility experience. From 2000 until joining Corning Gas, Mr. Cook was employed by Mulcare Pipeline Solutions, a supplier of products and services to the natural gas industry, in various positions including sales manager and technical specialist. Previously, Mr. Cook served as operations engineer and gas engineer for New York State Electric and Gas. He is not related to our director, Henry B. Cook, Jr. Mr. Cook also serves as a vice president of Corning Appliance and as a director on the boards of Leatherstocking Gas and Pike.

*Russell S. Miller* rejoined Corning Gas as director of gas supply and marketing in June 2008 and was appointed as vice president – gas supply and marketing, in December 2009. From 1987 through 2004 he was employed by us in various positions including vice president – operations, gas supply manager and mapping technician. From 2006 until rejoining Corning Gas, he was employed by IBM, as energy distribution manager where he managed a team of energy buyers. From 2004 through 2006, he was employed as an industrial account manager for Sprague Energy Corp. located in Portsmouth, New Hampshire. Mr. Miller also serves as a vice president of Corning Appliance and as a director on the boards of Leatherstocking Gas and Pike.

Executive officers are generally chosen or elected to their positions annually and hold office until the earlier of their removal or resignation or until their successors are chosen and qualified.

Section 16(a) Beneficial Ownership Reporting Compliance. Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors and executive officers, and persons who own more than 10% of our common stock, to file with the Securities and Exchange Commission (the “SEC”) initial reports of ownership and reports of changes in ownership of our common stock. Our officers, directors and greater than 10% shareholders are required by the SEC to furnish us with copies of all Section 16(a) forms they file. Based solely on review of copies of reports furnished to us or written representations that no reports were required, we believe that all Section 16(a) filing requirements were met in the last fiscal year.

Code of Business Conduct and Ethics. The Holding Company has adopted the Company’s Code of Business Conduct and Ethics that applies to all employees, including our chief executive officer and our chief financial officer, who also serves as our principal

accounting officer. This code is available on our website at [www.corninggas.com](http://www.corninggas.com). Any amendments or waivers to the code that apply to our chief executive officer or chief financial officer will be promptly disclosed to our shareholders by posting that information on our website.

Audit Committee Report. The Holding Company has a separately designated standing audit committee. In accordance with its written charter that was approved and adopted by our board, our audit committee assists the board in fulfilling its responsibility of overseeing the quality and integrity of our accounting, auditing and financial reporting practices. A copy of the audit committee charter is available on our website at [www.corninggas.com](http://www.corninggas.com). The audit committee is directly responsible for the appointment of our independent public accounting firm and is charged with reviewing and approving all services performed for us by the independent accounting firm and for reviewing the accounting firm’s fees. The audit committee reviews the independent accounting firm’s internal quality control procedures, reviews all relationships between the independent accounting firm and the Holding Company and its subsidiaries in order to assess the accounting firm’s independence, and monitors compliance with our policy regarding non-audit services, if any, rendered by the independent accounting firm. In addition, the audit committee ensures the regular rotation of the lead audit partner and concurring partner. The audit committee reviews management’s programs to monitor compliance with our policies on business ethics and risk management.

The audit committee is currently comprised of Mr. Williamson, the committee’s chairman, Mr. Cook and Mr. William Mirabito. Mr. Mirabito is an officer, director and shareholder of a company that has entered into a joint venture with Corning. The committee met four times in the last fiscal year. Mr. Williamson, Mr. Cook and Mr. Mirabito are “independent directors” as defined in the New York Stock Exchange listing standards. In addition, each member of the audit committee is able to read and understand financial statements, including balance sheets, income statements and cash flow statements. The board has determined that Mr. Williamson meets the qualifications for designation as a financial expert as defined in SEC rules through his experience as the chief executive officer of RGC Resources, Inc., a publicly-held company. The audit committee reviews and reassesses its charter as needed from time to time and will obtain the approval of the board for any proposed changes to its charter.

The audit committee oversees management's implementation of internal controls and procedures for financial reporting designed to ensure the integrity and accuracy of our financial statements and to ensure that we are able to timely record, process and report the information required for public disclosure. In fulfilling its oversight responsibilities, the audit committee reviewed and discussed the financial statements with management and Freed Maxick CPA's, P.C. ("Freed Maxick"), our independent accounting firm. The audit committee reviewed and discussed the audited financial statements of the Company for the years ended September 30, 2017 and September 30, 2016, with Freed Maxick. The audit committee also discussed with Freed Maxick, the matters required by AU Section 380, "Communication with Audit Committees" (Statement on Auditing Standards No. 61, as amended). The audit committee reviewed with Freed Maxick, which is responsible for expressing an opinion on the conformity of our audited financial statements with accounting principles generally accepted in the United States, its judgment as to the quality, not just the acceptability, of our accounting principles and other matters as are required to be discussed with the audit committee pursuant to generally accepted auditing standards.

In discharging its oversight responsibility as to the audit process, the audit committee obtained from our independent accounting firm a formal written statement describing all relationships between the independent accounting firm and us that might bear on the accounting firm's independence consistent with the requirements of the Public Company Accounting Oversight Board and discussed with the accounting firm any relationships that may impact its objectivity and independence. In considering the accounting firm's independence, the audit committee also considered whether the non-audit services performed by the accounting firms on our behalf were compatible with maintaining the independence of the accounting firm.

In reliance upon (1) the audit committee's reviews and discussions with management and Freed Maxick, (2) management's assessment of the effectiveness of our internal control over financial reporting, and (3) the receipt of an opinion from Freed Maxick dated December 29, 2017, stating that the Holding Company's financial statements for the fiscal year ended September 30, 2017 are presented fairly, in all material respects, in conformity with U.S. generally accepted accounting principles, the audit committee recommended to our board that these audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2017, for filing with the SEC.

#### **Audit Committee**

JOHN B. WILLIAMSON III, CHAIRMAN

HENRY B. COOK, JR.

WILLIAM MIRABITO

**ITEM 11. Executive Compensation**

Nominating/Compensation Committee. Our nominating/compensation committee is comprised of Mr. Gibson, the committee's chairman, Mr. Joseph Mirabito and Mr. Williamson. The committee met twice last fiscal year to recommend salaries and report those recommendations to the full board for approval.

Nominating/Compensation Committee Interlocks and Insider Participation. No officers or employees of the Holding Company served on the nominating/compensation committee. Mr. German meets with the compensation committee at their request and makes recommendations with respect to the compensation of other officers. Mr. Mirabito is an officer, director and shareholder of a company that has entered into a joint venture with the Holding Company. There are no interlocks between our compensation committee and officers and those of any other company.

Summary Compensation Table. The following table summarizes the compensation paid by the Gas Company, our wholly-owned subsidiary, to the following individuals who are officers of both companies: the chief executive officer, chief financial officer, and our most highly compensated executive officers.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation <sup>(1)</sup> (\$)	Total (\$)
Michael I. German, President and Chief Executive Officer	2017	170,500		37,871	3,727	212,098
	2016	170,000	—	38,061	5,466	213,527
Firouzeh Sarhangi, Chief Financial Officer and Treasurer	2017	152,946	18,100	42,844	3030	216,920
	2016	130,904	—	34,156	3,727	168,787
Stanley G. Sleve, Vice President – Administration and Corporate Secretary	2017	137,625	11,262	65,280	3,399	217,566
	2016	122,921	—	57,125	3,688	183,734

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Matthew Cook, Vice President – Operations	2017	152,594	14,421	29,020	3,779	199,814
	2016	129,904	—	22,595	3,897	156,396
Russell Miller, Vice President – Gas Supply and Marketing	2017	143,447	14,274	37,055	1,762	196,537
	2016	120,904		28,857	3,627	153,388

(1) The amounts reported include 401(k) matching contributions by the Company in fiscal 2017 of \$3,727 for Mr. German, \$3,030 for Ms. Sarhangi, \$3,399 for Mr. Sleve, \$3,779 for Mr. Cook and \$1,762 for Mr. Miller and in fiscal 2016 of \$5,466 for Mr. German, \$3,727 for Ms. Sarhangi, \$3,688 for Mr. Sleve, \$3,897 for Mr. Cook and \$3,627 for Mr. Miller.

Employment Agreements.

Pursuant to his employment agreement dated November 30, 2006, Mr. German continues to serve as president and chief executive officer of Corning Gas for 2018 under the automatic renewal provisions of his contract. The employment agreement provides for termination payments to Mr. German as follows:

- If Mr. German terminates his employment for Good Reason (as defined in the employment agreement – generally a decrease in title, position or responsibilities, a decrease in salary or bonus or a reduction in benefits), then he will receive compensation and benefits until the effective date of his termination, plus a severance package equal to his then current annual salary.
- If Mr. German’s employment is terminated without cause, then he will receive compensation and benefits until the effective date of his termination, plus a severance package equal to his then current annual salary.
- If Mr. German’s employment is terminated for a Change in Control (as defined in the employment agreement), then he will receive compensation and benefits until the effective date of his termination, plus a severance package equal to three times his then current annual salary.

The employment agreement also contains standard confidentiality, non-competition and non-solicitation provisions for a period including Mr. German’s employment and the twelve months immediately following the date of the termination of his employment.

On April 17, 2012, Corning Gas entered into Change of Control Agreements (the “Agreements”) with all executive officers other than Mr. German. None of our other executive officers have employment agreements.

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Change of Control Agreements.

On April 17, 2012, we entered into Change of Control Agreements with each of our named executive officers other than Mr. German: Ms. Sarhangi, Mr. Sleve, Mr. Cook, and Mr. Miller. Each agreement was effective as of April 20, 2012, and terminates on the first to occur of: (i) termination of the executive's employment with the Company prior to a Change of Control (as defined in the agreements); (ii) one year from the date of a Change of Control; or (iii) May 1, 2018, but only if no Change of Control has occurred as of such date.

Under each agreement, upon termination of the executive's employment with the Company within 12 months following a Change of Control, unless such termination is because of the executive's death, or by the Company for Cause or Disability (each as defined in the agreements) or by the executive other than for Good Reason (as defined in the agreements), we will be required to pay to the executive the following: (i) the executive's full salary through the date of termination and all other unpaid amounts to which the executive is entitled as of the date of termination under any plan or other arrangement of the Company, at the time such payments are due (and in any event within 90 days after the executive's separation of service from the Company); and (ii) an amount equal to 1.0 multiplied by the executive's annualized includable compensation for the base period (within the meaning of Section 280G of the Internal Revenue Code), subject to reduction if such payment is or will be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code, which payment must be made in a lump sum within 90 days after the executive's separation from service.

The executives are not required to mitigate the amount of any payment under the Change of Control Agreements by seeking employment or otherwise. We also agreed to pay to each of the executives all legal fees and related expenses incurred by the executive in connection with enforcing the agreement, whether or not the executive prevails.

Executive Employee Incentive Program.

Each year, the Board of Directors approves the performance goals and terms of an Executive Employee Incentive Program. The program is designed to (a) attract and retain high caliber executives who are capable of optimizing the Holding Company's and the Gas Company's performance, and (b) reward our executive officers for the achievement of annual corporate and operational goals. Performance bonuses, if earned, are paid in cash during the first calendar quarter of the calendar year following the calendar year for which performance was measured, and are based upon the Board of Directors' determination of the percentage of the goals that were met. Eligible employees include each of our named executive officers other than Mr. German: Ms. Sarhangi, Mr. Sleve, Mr. Cook, and Mr. Miller. Awards under the program are at the discretion of the Board of Directors and may be modified or discontinued at any time. No non-equity incentive plan compensation was paid in fiscal 2017 because earnings targets were not met in calendar year 2016.



Benefit Plans.

We provide competitive welfare and retirement benefits to our executive officers as an important element of their compensation packages. Our executives receive medical and dental coverage, life insurance, disability coverage and other benefits on the same basis as our other employees. Our executives are also eligible to participate in our employee savings and pension plans.

*Corning Natural Gas Corporation Employees Savings Plan.* All employees of Corning Gas who work for more than 1,000 hours per year and who have completed one year of service may enroll in the savings plan at the beginning of each calendar quarter. Under the savings plan, participants may contribute up to 50% of their wages. Corning Gas matches one-half of the participant's contributions up to a total of 3% of the participant's wages. Matching contributions vest in the participants' accounts at a rate of 20% per year and become fully vested after five years. All participants may select one of ten investment plans, or a combination thereof, for their account. Distribution of amounts accumulated under the savings plan occurs upon the termination of employment or death of the participant. The savings plan also contains loan and hardship withdrawal provisions.

*Pension Plan.* We maintain a defined benefit pension plan, the Retirement Plan for Salaried and Non-Union Employees of Corning Gas that covers substantially all of our employees. We make annual contributions to the plan equal to amounts determined in accordance with the funding requirements of the Employee Retirement Security Act of 1974. The benefit payable under the pension plan is calculated based upon the employee's average salary for the four years immediately preceding his retirement. As defined in the plan, the normal retirement age is 62. The compensation covered by the pension plan includes only base salary, identified in the summary compensation table as "salary."

Outstanding Equity Awards at Fiscal Year End.

There were no outstanding equity awards as of September 30, 2017.

Director Compensation. For fiscal year 2017, the Holding Company paid its directors with restricted stock grants of 375 shares per quarter which increased to 450 shares starting with the quarter ending September 30, 2017. The shares awarded become unrestricted upon a director leaving the board. Directors who also serve as officers are not compensated for their service as directors. On February 22, 2017, shares were issued for the quarter ended December 31, 2016, on June 12, 2017, shares were issued for the quarter ended March 31, 2017, on October 11, 2017, shares were issued for the quarter ended June 30, 2017, and on November 09, 2017, shares were issued for the quarter ended September 30, 2017. Information regarding shares of restricted stock awarded to directors in the fiscal year ended September 30, 2017, is summarized below, at the amount recognized for financial statement reporting purposes in accordance with FASB ASC 718.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	All Other Compensation (\$)	Total (\$)
Henry B. Cook, Jr.	—	29,136	—	29,136
Ted W. Gibson	—	29,136	—	29,136
Robert B. Johnston	—	29,136	—	29,136
Joseph P. Mirabito	—	29,136	—	29,136
William Mirabito	—	29,136	—	29,136
George J. Welch	—	29,136	—	29,136
John B. Williamson III	—	29,136	—	29,136

(1) As of September 30, 2017, each director had 450 shares of stock award outstanding, which were issued on November 9, 2017.

**ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Security Ownership of Principal Shareholders and Management. As of January 20, 2018, there were 3,006,907 shares of common stock outstanding, 210,600 shares of 6% Series A Cumulative Preferred Stock, and 244,263 shares of Series B Convertible Preferred Stock. Each share of the Series B Convertible Preferred Stock is convertible into 1.2 shares of common stock at the option of the holder. The following table sets forth, as of January 20, 2018, information regarding the beneficial ownership of our stock by each shareholder known by us to be the beneficial owner of more than 5% of our stock, each director, each executive officer, and all our directors and executive officers as a group.

Names and Address <sup>(1)(2)</sup>	Common Stock**		6% Series A Cumulative Preferred Stock		Series B Convertible Preferred Stock			
	Shares	Percentage	Shares	Percentage	Shares	Percentage		
The Gabelli Group <sup>(3)</sup> One Corporate Center Rye, NY 10580	527,745	17.55	% —		73,298	30.01	%	
Michael I. German <sup>(4)</sup> The Article 6 Marital Trust <sup>(5)</sup> under The First Amended and Restated Jerry Zucker Revocable Trust 4838 Jenkins Avenue North Charleston, SC 29405	543,347	18.07	% 5,129	2.44	% 57,936	23.72	%	
Ted W. Gibson <sup>(6)</sup>	347,341	11.55	% 26,736	12.70	% —			
Henry B. Cook, Jr. <sup>(7)</sup>	137,651	4.58	% 43,047	20.44	% —			
Firouzeh Sarhangi <sup>(8)</sup>	35,260	1.16	% —					
George J. Welch <sup>(9)</sup>	11,854	*	1,400	*	—			
Stanley G. Sleve <sup>(10)</sup>	20,190	*	10,600	5.03	% 912	*		
Joseph P. Mirabito <sup>(11)</sup>	15,102	*	—		1,464	*		
William Mirabito <sup>(12)</sup>	60,755	2.02	% 600	*	481	*		
John B. Williamson III <sup>(13)</sup>	61,662	2.05	% 6,135	2.91	% 1,351	*		
Russell Miller <sup>(14)</sup>	16,564	*	1,052	*	1,416	*		
Matthew Cook <sup>(15)</sup>	1,309	*	—		—			
Robert B. Johnston <sup>(16)</sup>	1,486	*	—					
All directors, director nominees and executive officers as a group (12 individuals)	13,205		11,000					
	918,525	30.55	% 78,963	37.49	% 63,560	26.02	%	

\* Less than 1%

\*\* The common stock holdings include shares of common stock issuable upon conversion of the Series B Convertible Preferred Stock. After the 20% stock dividend payable to holders of record of common stock on May 30, 2017, the conversion ratio of the Series B Convertible Preferred Stock adjusted and, currently, one share of Series B Convertible Preferred Stock is convertible into 1.2 shares of common stock.

(1) Unless otherwise indicated, we believe that all persons named in the table have sole investment and voting power over the shares of common stock owned.

(2) Unless otherwise indicated, the address of each beneficial owner is c/o Corning Natural Gas Holding Corporation, 330 West William Street, Corning, New York 14830.

(3) Includes 513,086 shares of common stock held by Gabelli Funds, LLC, which includes 73,298 shares of Series B Convertible Preferred Stock and 105,664 shares of common stock held by Teton Advisors, Inc. which includes 15,095 shares of Series B Convertible Preferred Stock adjusted for the 20% stock dividend paid to holders of the common stock on May 30, 2017. Each of Gabelli Funds and Teton Advisors has sole voting and dispositive power over the shares of common stock held by it. Based solely on information in Amendment No. 17 to Schedule 13D filed with the SEC on June 28, 2016.

(4) Includes 57,936 shares of Series B Convertible Preferred Stock, 7,686 shares of common stock owned by Mr. German's son of which Mr. German disclaims beneficial ownership and 33,686 shares of common stock acquired through the Holding Company's Dividend Reinvestment Program.

(5) Based solely on information in Amendment No. 2 to Schedule 13G filed with the SEC on April 23, 2014 adjusted for the 20% stock dividend paid to holders of the common stock on May 30, 2017.

(6) Includes 16,140 shares of restricted stock.

(7) Includes 16,050 shares of restricted stock and 1,853 shares of common stock acquired through the Holding Company's Dividend Reinvestment Program.

(8) Includes 811 shares of common stock acquired through the Holding Company's Dividend Reinvestment Program.

(9) Common stock shares include 16,050 shares of restricted stock, 912 shares of Series B Convertible Preferred Stock and 2,669 shares of common stock acquired through the Holding Company's Dividend Reinvestment Program.

(10)

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Common stock shares include 85 shares of common stock acquired through the Holding Company's Dividend Reinvestment Program and 1,464 shares of Series B Convertible Preferred Stock.

Common stock shares include 12,296 shares of restricted stock, 481 shares of Series B Convertible Preferred  
(11) Stock and 1,299 shares held by Mr. Mirabito's wife. Mr. Mirabito disclaims beneficial ownership of the securities owned by his wife except to the extent of his pecuniary interest therein.

Common stock shares include 12,296 shares of restricted stock, 1,351 shares of Series B Convertible Preferred  
(12) Stock and 950 shares of common stock acquired through the Holding Company's Dividend Reinvestment Program.

Common stock shares include 12,296 shares of restricted stock, 1,416 shares of Series B Convertible Preferred  
(13) Stock and 1,687 shares owned jointly with his spouse.

Includes 58 shares owned by Mr. Miller's wife and 127 shares of common stock acquired through the Holding  
(14) Company's Dividend Reinvestment Program. Mr. Miller disclaims beneficial ownership of the securities owned by his wife except to the extent of his pecuniary interest therein.  
(15) Includes 168 shares of common stock acquired through the Holding Company's Dividend Reinvestment Program.  
(16) Includes 11,250 shares of restricted stock.

Equity Compensation Plan Information. The Corning Natural Gas Corporation 2007 Stock Plan provides for the issuance of various equity awards based on shares of our common stock. Beginning in 2008 and continuing for a period of nine years, on the day of each annual meeting of shareholders, the total maximum number of shares available for issuance automatically increased to the number of shares equal to 15% of the shares outstanding. On the date of the 2017 annual meeting, April 27, 2017, the total maximum number of shares available for issuance increased to 372,968. As of September 30, 2017, there were no options outstanding and the maximum number of shares available for future grants under the plan was 372,968. This plan was assumed by Holding Company as of November 12, 2013, and all outstanding grants were deemed to relate to common stock of Holding Company as of that date.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders	—	—	493,093
Equity compensation plans not approved by security holders	—	—	—
Total	—	—	493,093

### ITEM 13. Certain Relationships and Related Transactions and Director Independence

Certain Relationships and Related Transactions. The Holding Company holds 50/50 joint ventures with Mirabito Regulated Industries, called Leatherstocking Gas Company, LLC and Leatherstocking Pipeline Company, LLC. Mr.

Joseph P. Mirabito and Mr. William Mirabito are officers, directors and are 20% and 21% shareholders, respectively, of Mirabito Holdings, Incorporated, a sister company of Mirabito Regulated Industries. Together they hold approximately 4% of the Holding Company's outstanding common stock. They are also on the board of the Holding Company, Corning Gas, Corning Appliance, Leatherstocking Gas and Leatherstocking Pipeline. The Holding Company and Mirabito Regulated Industries invested \$255,000 each into Leatherstocking Gas in fiscal 2017. No investments were made into Leatherstocking Pipeline by either member in fiscal 2017. The Company paid \$96,138 to US Bank Voyager Fleet System for purchase of gas for our service vehicles. Mirabito Energy Products is a Voyager Network Partner and is the dba of Mirabito Holdings, Inc. Joseph P. Mirabito is currently president and chief executive officer of Mirabito Holdings, Inc. William Mirabito is currently the senior vice president of Mirabito Holdings, Inc. For coverage of emergency services in the Town of Virgil, the Company also paid Mirabito Energy, Vestal, \$12,995.

The Company paid a total of \$8,462 to the law firm of Welch and Zink, Mr. Welch, managing partner, for legal services performed during the fiscal year ended September 30, 2017.

The Company paid \$2,710 to Cook Brothers Truck Parts for the fiscal year ended September 30, 2017. Mr. Cook is the majority owner of Cook Brothers Truck Parts.

Director Independence. The board of directors has determined and confirmed that each of Mr. Cook, Mr. Gibson, Mr. Johnston, Mr. Joseph Mirabito, Mr. William Mirabito and Mr. Williamson do not have a material relationship with Corning Gas or Holding Company that would interfere with the exercise of independent judgment and are independent as defined by the applicable laws and regulations and the listing standards of the New York Stock Exchange.

**ITEM 14. Principal Accounting Fees and Services**

The following is a summary of the aggregate fees for the fiscal years ended September 30, 2017 and 2016, by our independent registered public accounting firm, Freed Maxick CPA's, P.C. ("Freed Maxick").

	2017	2016
Audit Fees	\$187,100	\$197,700
Audit-related Fees	\$9,100	\$25,800
Tax Fees	\$33,800	\$17,900
All Other Fees	\$5,200	\$26,300
Total	\$235,200	\$267,700

*Audit Fees.* These are fees for professional services for the audit of our annual consolidated financial statements, the review of financial statements included in our quarterly reports on Form 10-Q, and services that are typically rendered in connection with statutory and regulatory filings or engagements.

*Audit-related Fees.* These are fees related to the Employee Benefit Plan audit. In 2016, there were additional fees relating to an S-1 registration.

*Tax Fees.* These are fees for professional services rendered with respect to tax compliance, tax advice and tax planning. These services include the review of tax returns and consulting on tax planning matters.

*All Other Fees.* These are fees related to filing requirements for Pike County Federal Energy Regulatory Commission reporting.

The audit committee authorized the payment by us of the fees billed to us by Freed Maxick in fiscal 2017 and 2016. The decision to engage Freed Maxick was approved by the audit committee. The audit committee has considered whether the provision of non-audit services is compatible with maintaining independence. All audit and non-audit services are required to be pre-approved by the audit committee in accordance with its charter. In fiscal 2017 and 2016, Freed Maxick had no direct or indirect financial interest in Corning in the capacity of promoter, underwriter, voting director, officer or employee.



**ITEM 15. Exhibits and Financial Statements Schedules**

- Agreement and Plan of Exchange, dated September 12, 2013, between the Gas Company and Holding Company
- 2.1\*\* (filed as Exhibit 2.1 to the Holding Company's Registration Statement on Form S-4 (No. 333-190348 (the "Form S-4")))
- 3.1\*\* The Holding Company's Certificate of Incorporation, (included as Exhibit B to the Proxy Statement/Prospectus forming a portion of the Form S-4)
- 3.2\*\* Certificate of Exchange, dated November 6, 2013, consented to by the New York Public Service Commission on November 8, 2013, and filed with the New York Department of State on November 12, 2013  
Amended and Restated Bylaws of Corning Natural Gas Holding Corporation, effective June 2, 2014
- 3.3\*\* (incorporated by reference to Exhibit 3.2 of the Holding Company's Current Report on Form 8-K dated June 2, 2014 and filed on June 3, 2014)
- 3.4\*\* The Holding Company's Certificate of Amendment of the Certificate of Incorporation (included as Exhibit 3.1 of February 2016 8-K)  
Certificate of Amendment to the Certificate of Incorporation of the Holding Company with respect to the
- 3.5\*\* number, designation, relative rights, preferences and limitations of the 6% Series A Cumulative Preferred Stock and the Series B Convertible Preferred Stock (incorporated by reference to Exhibit 10.1 of the Holding Company's Current Report on Forms 8-K, dated February 4, 2016 and filed on February 9, 2016)
- 3.6\*\* The Gas Company's Restated Certificate of Incorporation (incorporated by reference to the Gas Company's Current Report on Form 8-K dated October 2, 2007)
- 3.7\*\* Second Amended and Restated By-Laws if the Gas Company (incorporated by reference to Annex D to the Gas Company's Definitive Proxy Statement originally filed on April 24, 2007)  
Certificate of Amendment of the Certificate of Incorporation of the Holding Company with respect to the
- 3.8\*\* authorized number of shares of the 6% Series A Cumulative Preferred Stock and the Series B Convertible Preferred Stock (incorporated by reference to Exhibit 10.1 of the Holding Company's Current Report on Form 8-K dated March 30, 2016, and filed on March 31, 2016)
- 4.1\*\* See Exhibits 3.1 and 3.2 for provisions in the Holding Company's Certificate of Incorporation and By-laws defining the rights of holders of the Holding Company Common Stock
- 4.2\*\* Amended and Restated 2007 Stock Plan (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 10-Q dated August 12, 2009)
- 4.3\*\* Dividend Reinvestment Plan (filed as Exhibit 4.3 of the Company's Registration Statement on Form S-1 (No. 333-182386), originally filed with the Securities and Exchange Commission on June 28, 2012)

- 10.1\* Employment Agreement dated November 30, 2006 between Michael German and the Company (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K dated November 30, 2006)
- 10.2\* Amended and Restated Severance Agreement effective August 18, 2006 between the Company and Kenneth J. Robinson (incorporated by reference to Exhibit 10.18 of the Company's Current Report on Form 8-K dated August 14, 2006)
- 10.3\* First Amendment to Employment Agreement between Michael I. German and the Company dated December 31, 2008 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 10-Q dated August 12, 2009)
- 10.4\*\* Amended and Restated 2007 Stock Plan (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 10-Q dated August 12, 2009)
- 10.5\*\* Commercial Promissory Note between the Company and Community Bank, N.A. dated March 31, 2010 (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K dated May 7, 2010)
- 10.6\*\* Commercial Security Agreement between the Company and Community Bank, N.A. dated March 31, 2010 (incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K dated May 7, 2010)
- 10.7\*\* Commercial Security Agreement between the Company and Community Bank, N.A. dated March 31, 2010 (incorporated by reference to Exhibit 10.5 of the Company's Current Report on Form 8-K dated May 7, 2010)
- 10.8\*\* Commitment Letter between the Company and Manufacturers and Traders Trust Company dated May 10, 2010 (incorporated by reference to Exhibit 10.16 of the Company's Current Report on Form 10-Q dated May 12, 2010)
- 10.9\*\* Negotiated 311 Gas Transportation Agreement between the Company and Talisman Energy USA, Inc. dated May 13, 2010, with confidential portions redacted. Confidential information omitted and filed separately with the SEC (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated May 21, 2010)
- 10.10\*\* Multiple Disbursement Term Note between the Company and Manufacturers and Traders Trust Company dated July 14, 2011 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated July 14, 2011)
- 10.11\*\* Letter of Credit Agreement between the Company and Manufacturers and Traders Trust Company dated July 14, 2011 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated July 14, 2011)
- 10.12\*\* Promissory Note between the Company and Five Star Bank dated September 1, 2011 (incorporated by reference the Company's Current Report on Form 10-K, dated December 28, 2012)
- 10.13\* Form of Change of Control Agreement between the Company and Firouzeh Sarhangi, Stanley G. Sleve, Matthew J. Cook and Russell Miller dated April 17, 2012 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated April 17, 2012)
- 10.14\* Settlement and Release Agreement between the Company and Thomas K. Barry dated December 30, 2011 (incorporated by reference to Exhibit 10.30 of the Company's Registration Statement on Form S-1 (No. 333-182386), originally filed with the Securities and Exchange Commission on June 28, 2012)
- 10.15\*\* Operating Agreement of the Leatherstocking Pipeline Company, LLC (incorporated by reference to Exhibit 10.31 of The Company's Registration Statement on Form S-1 (No. 333-182386), originally filed with the Securities and Exchange Commission on June 28, 2012)
- 10.16\*\* Operating Agreement of the Leatherstocking Gas Company, LLC (incorporated by reference to Exhibit 10.32 of the Company's Registration Statement on Form S-1 (No. 333-182386), originally filed with the Securities and Exchange Commission on June 28, 2012)

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- 10.17\*\* Line of Credit Agreement between the Company and Community Bank N.A. dated July 27, 2012 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated July 30, 2012)
- 10.18\*\* Term Loan Agreement between the Company and Community Bank N.A. dated July 27, 2012 (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K dated July 30, 2012)
- 10.19\*\* Promissory Note in the principal amount of \$250,000 payable by the Company to Five Star Bank dated August 13, 2012 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated August 15, 2012)
- 10.20\*\* Promissory Note in the principal amount of \$250,000 payable by the Company to Five Star Bank dated August 13, 2012 (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K dated August 15, 2012)
- 10.21\* Form of Restricted Stock Agreement – Officers under the Corning Natural Gas Corporation's Amended and Restated 2007 Stock Plan (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated December 11, 2012)
- 10.22\* Form of Restricted Stock Agreement - Non-employee Directors under the Corning Natural Gas Corporation's Amended and Restated 2007 Stock Plan (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K dated December 11, 2012)
- 10.23\*\* Commercial Line of Credit Agreement and Note as of June 21, 2013 by and between Corning Natural Gas Corporation and Community Bank N.A. (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K dated June 21, 2013)
- 10.24\*\* Addendum to Commercial Line of Credit Agreement and Note dated June 21, 2013 by and between Corning Natural Gas Corporation and Community Bank N.A. (incorporated by reference to Exhibit 10.3 of The Company's Current Report on Form 8-K dated June 21, 2013)
- 10.25\*\* Agreement to Cancel Security Agreement dated June 21, 2013 by and between Corning Natural Gas Corporation and Community Bank N.A. (incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K dated June 21, 2013)

- 10.26\*\* Replacement Multiple Disbursement Term Note, dated as of September 3, 2013, by and between the Company and M&T Bank (incorporated by reference to Exhibit 10.1 of The Company's Current Report on Form 8-K dated September 3, 2013)
- 10.27\*\* Replacement Term Note, dated as of September 3, 2013, by and between the Company and M&T Bank (incorporated by reference to Exhibit 10.2 of The Company's Current Report on Form 8-K dated September 3, 2013)
- 10.28\*\* Multiple Disbursement Term Note, dated as of September 3, 2013, by and between the Company and M&T Bank (incorporated by reference to Exhibit 10.3 of The Company's Current Report on Form 8-K dated September 3, 2013)
- 10.29\*\* Specific Security Agreement, dated as of September 3, 2013, by and between the Company and M&T Bank (incorporated by reference to Exhibit 10.4 of The Company's Current Report on Form 8-K dated September 3, 2013)
- 10.30\*\* Letter of Commitment between the Company and Community Bank N.A. (incorporated by reference to Exhibit 10.1 of the Holding Company's Current Report on Form 8K dated March 25, 2014)
- 10.31\*\* Commercial Line of Credit Agreement between the Company and Community Bank N.A. (incorporated by reference to Exhibit 10.2 of the Holding Company's Current Report on Form 8K dated March 25, 2014)
- 10.32\*\* Stock Purchase Agreement between the Holding Company and Article 6 Marital Trust under the First Amended and Restated Jerry Zucker Revocable Trust Dated April 2, 2007, dated April 7, 2014
- 10.33\*\* Stock Purchase Agreement between the Holding Company and the Retirement Plan for the L.S. Starret Company with QCI Management, Inc., as Registered Investment Advisor dated April 14, 2014
- 10.34\*\* Stock Purchase Agreement between the Holding Company and DBH, LLC with QCI Asset Management, Inc., as Registered Investment Advisor dated April 14, 2014
- 10.35\*\* Stock Purchase Agreement between the Holding Company and Cold Spring Construction Profit Sharing Plan with QCI Asset Management, Inc., as Registered Investment Advisor dated April 14, 2014
- 10.37\*\* Stock Purchase Agreement between the Holding Company and Timothy E. Delaney with QCI Asset Management, Inc., as Registered Investment Advisor dated April 14, 2014
- 10.38\*\* Stock Purchase Agreement between the Holding Company and Robert B. Johnston dated April 16, 2014
- 10.39\*\* Multiple Disbursement Note between the Company and Manufacturers and Traders Trust Company dated July 3, 2014 (incorporated by reference to Exhibit 10.1 of the Holding Company's Current Report on Form 8-K dated July 3, 2014 and filed on July 10, 2014 (the "July 2014 8-K"))
- 10.40\*\* Credit Agreement between the Company and Manufacturers and Traders Trust Company dated July 3, 2014 (incorporated by reference to Exhibit 10.2 of the July 2014 8-K)
- 10.41\*\* Term Note between the Company and Manufacturers and Traders Trust Company dated July 3, 2014 (incorporated by reference to Exhibit 10.3 of the July 2014 8-K)
- 10.42\*\* Credit Agreement between the Company and Manufacturers and Traders Trust Company dated July 3, 2014 (incorporated by reference to Exhibit 10.4 of the July 2014 8-K)
- 10.43\*\* Loan Agreement between Leatherstocking Gas Company, LLC and Leatherstocking Pipeline Company, LLC and Five Star Bank dated August 28, 2014 (incorporated by reference to Exhibit 10.1 of the September 2014 8-K)
- 10.44\*\* Line of Credit Note between Leatherstocking Gas Company, LLC and Five Star Bank dated August 28, 2014 (incorporated by reference the Exhibit 10.2 of the September 2014 8-K)
- 10.45\*\* General Security Agreement between Leatherstocking Gas Company, LLC and Five Star Bank dated August 27, 2014 (incorporated by reference to Exhibit 10.3 of the September 2014 8-K)
- 10.46\*\* General Security Agreement between Leatherstocking Pipeline Company, LLC and Five Star Bank dated August 27, 2014 (incorporated by reference to Exhibit 10.4 of the September 2014 8-K)
- 10.47\*\* Unlimited Continuing Guarantee between Leatherstocking Pipeline, LLC and Five Star Bank dated August 27, 2014 (incorporated by reference to Exhibit 10.5 of the September 2014 8-K)
- 10.48\*\*

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Pledge and Security Agreement between Corning Natural Gas Holding Corporation and Mirabito Regulated Industries, LLC with Five Star Bank dated August 27, 2014 (incorporated by reference to Exhibit 10.6 of the September 2014 8-K)

10.49\*\* Pledge and Security Agreement between Corning Natural Gas Holding Corporation and Mirabito Regulated Industries, LLC with Five Star Bank dated August 27, 2014 (incorporated by reference to Exhibit 10.7 of the September 2014 8-K)

10.50\*\* Commitment Letter between the Holding Company and Manufacturers and Traders Trust Company dated September 9, 2015 (incorporated by reference to Exhibit 10.50 of the September 2015 10-K)

10.51\*\* Loan Agreement between Leatherstocking Gas Company, LLC and Leatherstocking Pipeline Company, LLC and Five Star Bank dated October 19, 2015 (incorporated by reference to Exhibit 10.1 of the October 2015 8-K)

10.52\*\* Line of Credit Note between Leatherstocking Gas Company, LLC and Five Star Bank dated October 19, 2015 (incorporated by reference to Exhibit 10.2 of the October 2015 8-K)

10.53\*\* General Security Agreement between Leatherstocking Gas Company, LLC and Five Star Bank dated October 13, 2015 (incorporated by reference to Exhibit 10.3 of the October 2015 8-K)

10.54\*\* General Security Agreement between Leatherstocking Pipeline Company, LLC and Five Star Bank dated October 14, 2015 (incorporated by reference to Exhibit 10.4 of the October 2015 8-K)

10.55\*\* Unlimited Continuing Guarantee between Leatherstocking Pipeline, LLC and Five Star Bank dated October 14, 2015 (incorporated by reference to Exhibit 10.5 of the October 2015 8-K)

- 10.56\*\* Stock Purchase Agreement between the Holding Company and Orange and Rockland Utilities, Inc. dated October 13, 2015 (incorporated by reference to Exhibit 10.56 of the September 2015 10-K)
- 10.57\*\* Credit Agreement between the Gas Company and Manufacturers and Traders Trust Company, dated January 27, 2016 (incorporated by reference to Exhibit 10.1 of January 2016 8-K)
- 10.58\*\* Term Note between the Gas Company and Manufacturers and Traders Trust Company, dated January 27, 2016 (incorporated by reference to Exhibit 10.1 of January 2016 8-K)
- 10.59\*\* LIBOR Rate Rider to Term Note between the Gas Company and Manufacturers and Traders Trust Company, dated January 27, 2016 (incorporated by reference to Exhibit 10.1 of January 2016 8-K)
- 10.60\*\* Daily Adjusting Revolving Line Note between the Gas Company and Manufacturers and Traders Trust Company, dated January 27, 2016 (incorporated by reference to Exhibit 10.1 of January 2016 8-K)
- 10.61\*\* Multiple Disbursement Term Note between the Gas Company and Manufacturers and Traders Trust Company, dated January 27, 2016 (incorporated by reference to Exhibit 10.1 of January 2016 8-K)
- 10.62\*\* LIBOR Rate Rider to Multiple Disbursement Term Note between the Gas Company and Manufacturers and Traders Trust Company, dated January 27, 2016 (incorporated by reference to Exhibit 10.1 of January 2016 8-K)
- 10.63\*\* General Security Agreement between the Gas Company and Manufacturers and Traders Trust Company, dated January 27, 2016 (incorporated by reference to Exhibit 10.1 of January 2016 8-K)
- 10.64\*\* Credit Agreement between the Gas Company and M&T Bank dated January 27, 2016 (incorporated by reference to Exhibit 10.1 of the February 2016 8-K)
- 10.65\*\* Term Note between the Gas Company and M&T Bank, dated January 27, 2016, in the principal amount of \$17,400,000 (incorporated by reference to Exhibit 10.2 of the February 2016 8-K)
- 10.66\*\* LIBOR Rate Rider to \$17,400,000 Term Note (incorporated by reference to Exhibit 10.3 of the February 2016 8-K)
- 10.67\*\* Daily Adjusting Revolving Line Note between the Gas Company and M&T Bank, dated January 27, 2016, (incorporated by reference to Exhibit 10.4 of the February 2016 8-K)
- 10.68\*\* Multiple Disbursement Term Note from the Gas Company to M&T Bank in maximum principal amount of \$4,200,000 dated January 27, 2016 (incorporated by reference to Exhibit 10.5 of the February 2016 8-K)
- 10.69\*\* LIBOR Rate Rider to \$4,200,000 Multiple Disbursement Term Note (incorporated by reference to Exhibit 10.6 of the February 2016 8-K)
- 10.70\*\* General Security Agreement between the Gas Company and M&T Bank, dated January 27, 2016, (incorporated by reference to Exhibit 10.7 of the February 2016 8-K)
- 10.71\*\* Line of Credit/Term Note between Leatherstocking Gas (Borrower), Leatherstocking Pipeline (Guarantor) and Five Star Bank, dated July 11, 2016 (incorporated by reference to Exhibit 10.1 of the June 2016 10-Q)
- 10.72\*\* Loan Agreement between Leatherstocking Gas (Borrower) and Leatherstocking Pipeline (Guarantor) and Five Star Bank, dated July 11, 2016 (incorporated by reference to Exhibit 10.2 of the June 2016 10-Q)
- 10.73\*\* General Security Agreement between Leatherstocking Gas and Five Star Bank dated July 11, 2016 (incorporated by reference to Exhibit 10.3 of the June 2016 10-Q)
- 10.74\*\* General Security Agreement between Leatherstocking Pipeline and Five Star Bank dated July 11, 2016 (incorporated by reference to Exhibit 10.4 of the June 2016 10-Q)
- 10.75\*\* Credit Agreement, dated August 31, 2016, between Pike County Light & Power Company and M&T Bank (incorporated by reference to Exhibit 10.1 of the September 2016 8-K)
- 10.76\*\* Term Note, dated August 31, 2016, between Pike County Light & Power Company and M&T Bank in the principal amount of \$12,000,000 (incorporated by reference to Exhibit 10.2 on the September 2016 8-K)
- 10.77\*\* Daily Adjusting LIBOR Revolving Line Note, dated August 31, 2016, between Pike County Light & Power Company and M&T Bank in the maximum principal amount of \$2,000,000 (incorporated by reference to Exhibit 10.3 on the September 2016 8-K)
- 10.78\*\* General Security Agreement, dated August 31, 2016, from Pike County Light & Power Company to M&T Bank (incorporated by reference to Exhibit 10.4 on the September 2016 8-K)

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- Continuing Guaranty, dated August 31, 2016, from Corning Natural Gas Holding Corporation to M&T Bank
- 10.79\*\* with respect to the obligations of Pike County Light & Power Company to M&T Bank (incorporated by reference to Exhibit 10.5 on the September 2016 8-K)
- 10.80\*\* Credit Agreement, dated August 31, 2016, between Corning Natural Gas Company and M&T Bank (incorporated by reference to Exhibit 10.6 of the September 2016 8-K)
- Multiple Disbursement Term Note, dated August 31, 2016, from Corning Natural Gas Corporation to M&T
- 10.81\*\* Bank in the maximum principal amount of \$4,200,000 (incorporated by reference to Exhibit 10.7 of the September 2016 8-K)
- 10.82\*\* LIBOR Rate Rider to \$4,200,000 Multiple Disbursement Term Note (incorporated by reference to Exhibit 10.8 of the September 2016 8-K)
- 10.83\*\* General Security Agreement, dated August 31, 2016, from Corning Natural Gas Corporation to M&T Bank (incorporated by reference to Exhibit 10.9 of the September 2016 8-K)
- Indenture of Mortgage and Deed of Trust, dated July 15, 1971, from Pike County Light & Power Company to
- 10.84\*\* Deutsche Bank Trust Company Americas (as successor to Bankers Trust Company) (incorporated by reference to Exhibit 10.10 of the September 2016 8-K)

- 10.85\*\* First Supplemental Indenture, dated July 15, 1971, from Pike County Light & Power Company to Deutsche Bank Trust Company Americas (as successor to Bankers Trust Company) (incorporated by reference to Exhibit 10.11 of the September 2016 8-K)
- 10.86\*\* Second Supplemental Indenture, dated as of October 1, 1998, from Pike County Light & Power Company to Deutsche Bank Trust Company Americas (as successor to Bankers Trust Company) incorporated by reference to Exhibit 10.12 of the September 2016 8-K)
- 21\*\* Subsidiary of Company
- 23.1\*\* Consent of Freed Maxick CPA's, P.C.
- 31.1\*\*\* Certification Pursuant to Section 302 of the Sarbanes-Oxley Act - Michael I. German
- 31.2\*\*\* Certification Pursuant to Section 302 of the Sarbanes-Oxley Act - Firouzeh Sarhangi
- 32.1\*\*\* Certification Pursuant to Section 906 of the Sarbanes-Oxley Act
- 101\*\* The following materials from the Corning Natural Gas Corporation Annual Report on Form 10-K for the period ended September 30, 2016, formatted in XBRL (eXtensible Business Reporting Language):
- (i) the Condensed Consolidated Balance Sheets at September 30, 2016 and 2015
  - (ii) the Condensed Consolidated Statements of Income and Comprehensive Income for the years ended September 30, 2016 and 2015
  - (iii) the Condensed Consolidated Statements of Stockholders' Equity for the years ended September 30, 2016 and 2015
  - (iv) the Condensed Consolidated Statements of Cash Flows for the years ended September 30, 2016 and 2015
  - (v) related notes to the Condensed Consolidated financial Statements

\* Indicates management contract or compensatory plan or arrangement that was previously filed with, or incorporated by reference into, Corning Natural Gas Holding Corporation's Annual Report on Form 10-K for the fiscal year ended September 30, 2017 as filed with the Securities and Exchange Commission December 28, 2017.

\*\* Previously filed with, or incorporated by reference into, Corning Natural Gas Holding Corporation's Annual Report on Form 10-K for the fiscal year ended September 30, 2017 as filed with the Securities and Exchange Commission December 29, 2017.

\*\*\* Filed herewith

## SIGNATURES

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

**Corning Natural Gas Holding Corporation**



(Registrant)

Date January 26, 2018 /s/ Firouzeh Sarhangi

By: Firouzeh Sarhangi, Chief Financial Officer and

Treasurer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment No. 1 to Annual Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Michael I. German Chief Executive Officer,  
Michael I. German President and Director January 26, 2018

/s/ Firouzeh Sarhangi Chief Financial Officer and  
Firouzeh Sarhangi Treasurer January 26, 2018

/s/ Henry B. Cook, Jr. Chairman of the Board and  
Henry B. Cook, Jr. Director January 26, 2018

/s/ Ted W. Gibson  
Ted W. Gibson Director January 26, 2018

/s/ Robert B. Johnston  
Robert B. Johnston Director January 26, 2018

/s/ Joseph P. Mirabito  
Joseph P. Mirabito Director January 26, 2018

/s/ William Mirabito  
William Mirabito Director January 26, 2018

/s/ George J. Welch  
George J. Welch Director January 26, 2018

/s/ John B. Williamson III  
John B. Williamson III Director January 26, 2018