

Corning Natural Gas Holding Corp
Form 10-K/A
January 25, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

Amendment No. 2

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

For the fiscal year ended September 30, 2018

OR

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

Commission file number: 000-00643

Corning Natural Gas Holding Corporation

(Exact name of registrant as specified in its charter)

**New York 46-3235589
(State or other jurisdiction of (I.R.S. employer**

incorporation or organization) Identification no.)

330 W. William St.

Corning, New York 14830

(Address of principal executive offices, including zip code)

(607) 936-3755

(Registrant's telephone number, including area code)

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

None

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

Common Stock, par value \$0.01 per share

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. YES NO

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 and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to 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

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The aggregate market value of the 1,730,514 shares of the Common Stock held by non-affiliates of the Registrant at the \$17.55 average of bid and asked prices as of the last business day of registrants completed at March 31, 2018, was \$30,370,520.

Number of shares of Common Stock outstanding as of the close of business on January 20, 2019: 3,032,182

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EXPLANATION OF AMENDMENT

Corning Natural Gas Holding Corporation is filing this Form 10-K/A as Amendment No. 2 (the “Amendment”) to its Annual Report on Form 10-K for the fiscal year ended September 30, 2018 (the “Annual Report”) that was filed with the Securities and Exchange

Commission on December 20, 2018 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, 2018 fiscal year end except as expressly set forth in the December 20, 2018 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

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, 2018.

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, 2019):

Name	Age	Position	Director of Holding Company Since	Director of Gas Company Since
Henry B. Cook, Jr.	71	Chairman of the Board and Director	2013	2007
Michael I. German	68	Chief Executive Officer, President and Director	2013	2006

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Ted W. Gibson	76	Director	2013	2006
Robert B. Johnston	53	Director	2014	—
Joseph P. Mirabito	60	Director	2013	2010
William Mirabito	58	Director	2013	2010
George J. Welch	73	Director	2013	2007
John B. Williamson III	64	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. 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. He is not related to Matthew J. Cook, our vice president – operations.

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 and Corning Gas 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, and he currently serves on the 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 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. He previously served on the board and finance committee of the Fox Hospital in Oneonta, NY. 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, and 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 Law 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 \$230 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.

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Name	Age	Position
Michael I. German*	68	Chief Executive Officer, President and Director
Firouzeh Sarhangi	60	Chief Financial Officer and Treasurer
Matthew J. Cook	57	Vice President - Operations
Russell S. Miller	55	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.

Matthew J. Cook joined Corning Gas in February 2008 as vice president – operations. Mr. Cook has 30 years of natural gas utility experience. In addition to the Operations department, Mr. Cook manages the Customer Service Department and Facilities. 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. Mr. Cook also serves as a vice president of Corning Appliance and as a director on the boards of Leatherstocking Gas and Pike. He is not related to our director, Henry B. Cook, Jr.

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. 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. The audit committee is directly responsible for the appointment of our independent registered public accounting firm and is charged with reviewing and approving all services performed for us by the independent registered public accounting firm and for reviewing the accounting firm’s fees. The audit committee reviews the independent registered public accounting firm’s internal quality control procedures, reviews all relationships between the independent registered public 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 registered public 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 registered public accounting firm. The audit committee reviewed and discussed the audited financial statements of the Company for the years ended September 30, 2018 and September 30, 2017, 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 registered public accounting firm a formal written statement describing all relationships between the independent registered public 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 registered public accounting firms on our behalf were compatible with maintaining the independence of the registered public accounting firms.

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 20, 2018, stating that the Holding Company's financial statements for the fiscal year ended September 30, 2018 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, 2018, 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.

Change in

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Pension Value and Nonqualified Deferred Compensation Earnings (\$)	Stock (\$) ²	All Other Compensation ¹ (\$)	Total(\$)
Michael I. German, President and Chief Executive Officer	2018	170,338	—	38,019	—	5,099	213,456
	2017	170,500	—	37,871	—	3,727	212,098
Firouzeh Sarhangi, Chief Financial Officer and Treasurer	2018	144,615	14,500	57,057	5,625	4,271	226,068
	2017	152,946	18,100	42,844	—	3,030	216,920
Matthew Cook, Vice President – Operations	2018	148,115	8,940	37,010	5,625	4,413	204,103
	2017	152,594	14,421	29,020	—	3,779	199,814
Russell Miller, Vice President – Gas Supply and Marketing	2018	139,115	8,110	49,791	5,625	4,416	207,057
	2017	143,447	14,274	37,055	—	1,762	196,538

The amounts reported include 401(k) matching contributions by the Company in fiscal 2018 of \$5,099 for Mr. (1) German, \$4,271 for Ms. Sarhangi, \$4,413 for Mr. Cook and \$4,416 for Mr. Miller and in fiscal 2017 of \$3,727 for Mr. German, \$3,030 for Ms. Sarhangi, \$3,779 for Mr. Cook and \$1,762 for Mr. Miller.

(2) The amounts reported include stock grants in fiscal 2018 of \$5,625 for Ms. Sarhangi, \$5,625 for Mr. Cook, \$5,625 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 2019 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 (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 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.

Change of Control Agreements.

On April 17, 2017, we entered into Change of Control Agreements with each of our named executive officers other than Mr. German: Ms. Sarhangi, Mr. Cook, and Mr. Miller. Each agreement was effective as of April 27, 2017, 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, 2022, but only if no Change of Control has occurred as of such date. Steve Grandinali , general manger of Pike, also has a Change of Control Agreement.

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. 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.

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, 2018.

Director Compensation. For fiscal year 2018, the Holding Company paid its directors with restricted stock grants of 450 shares per quarter. 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 15, 2018, shares were issued for the quarter ended December 31, 2017, on June 08, 2018, shares were issued for the quarter ended March 31, 2018, on August 15, 2018, shares were issued for the quarter ended June 30, 2018, and on November 23, 2018, shares were issued for the quarter ended September 30, 2018. Information regarding shares of restricted stock awarded to directors in the fiscal year ended September 30, 2018, is summarized below, at the amount recognized for financial statement reporting purposes in accordance with FASB ASC 718.

Name	Fees Earned or	Stock Awards	All Other Compensation	Total
		(\$)	(\$)	(\$)
Henry B. Cook, Jr.	—	25,988	—	25,988 (1)
Ted W. Gibson	—	25,988	—	25,988 (1)
Robert B. Johnston	—	25,988	—	25,988 (1)
Joseph P. Mirabito	—	25,988	—	25,988 (1)
William Mirabito	—	25,988	—	25,988 (1)
George J. Welch	—	25,988	—	25,988 (1)
John B. Williamson III	—	25,988	—	25,988 (1)

(1) As of September 30, 2018, each director had 450 shares of stock award outstanding, which were issued on November 23, 2018.

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

Security Ownership of Principal Shareholders and Management. As of January 20, 2019, there were 3,032,182 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, 2019, 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 ⁽¹⁾⁽²⁾	Common Stock**		6% Series A Cumulative Preferred Stock		Series B Convertible Preferred Stock	
	Shares	Percentage	Shares	Percentage	Shares	Percentage
The Gabelli Group ⁽³⁾ One Corporate Center Rye, NY 10580	527,745	17.42%	—		73,298	30.01%
Michael I. German ⁽⁴⁾ The Article 6 Marital Trust ⁽⁵⁾ under The First Amended and Restated Jerry Zucker Revocable Trust 4838 Jenkins Avenue North Charleston, SC 29405	548,730	18.11%	5,129	2.44%	57,936	23.72%
Ted W. Gibson ⁽⁶⁾	139,451	4.60%	43,047	20.44%	—	
Henry B. Cook, Jr. ⁽⁷⁾	37,291	1.23%	—		—	
Firouzeh Sarhangi ⁽⁸⁾	4,714	*	1,400	*	—	
George J. Welch ⁽⁹⁾	22,483	*	10,600	5.03%	912	*
Joseph P. Mirabito ⁽¹⁰⁾	62,555	2.06%	600	*	481	*
William Mirabito ⁽¹¹⁾	63,660	2.10%	6,135	2.91%	1,351	*
John B. Williamson III ⁽¹²⁾	18,364	*	1,052	*	1,416	*
Russell Miller ⁽¹³⁾	1,808	*	—		—	
Matthew Cook ⁽¹⁴⁾	2,025	*	—		—	
Robert B. Johnston ⁽¹⁵⁾	15,005	*	11,000	5.22%	—	

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All directors, director nominees
and executive officers as a group
(11 individuals)

916,086	30.24%	78,963	37.49%	62,096	25.42%
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* 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, 7,690 shares of common stock owned by Mr. German's son of which Mr. German disclaims beneficial ownership and 37,853 shares of common stock acquired through the Holding Company's Dividend Reinvestment Program.

(5) Based solely on information in Amendment No. 2 to Schedule 13D 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 17,940 shares of restricted stock.

(7) Includes 10,650 shares of restricted stock and 2,085 shares of common stock acquired through the Holding Company's Dividend Reinvestment Program.

(8) Includes 914 shares of common stock acquired through the Holding Company's Dividend Reinvestment Program.

(9) Common stock shares include 17,850 shares of restricted stock, 912 shares of Series B Convertible Preferred Stock, 8,000 Series A held by his wife and 3,164 shares of common stock acquired through the Holding Company's Dividend Reinvestment Program. Mr. Welch disclaims beneficial ownership of the securities owned by his wife except to the extent of his pecuniary interest therein.

(10) Common stock shares include 14,096 shares of restricted stock, 481 shares of Series B Convertible Preferred 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.

(11) Common stock shares include 7,096 shares of restricted stock, 1,351 shares of Series B Convertible Preferred Stock and 950 shares of common stock acquired through the Holding Company's Dividend Reinvestment

Program.

(12) Common stock shares include 14,096 shares of restricted stock, 1,416 shares of Series B Convertible Preferred Stock and 1,687 shares owned jointly with his spouse.

(13) Includes 58 shares owned by Mr. Miller's wife, 132 shares held jointly by his wife and 156 shares of common stock acquired through the Holding 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.

(14) Includes 205 shares of common stock acquired through the Holding Company's Dividend Reinvestment Program.

(15) Includes 13,050 shares of restricted stock.

Equity Compensation Plan Information. The Corning Natural Gas Corporation 2007 Stock Plan provided 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. The 2007 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. The 2007 plan expired in 2017 and as of September 30, 2018 there were no outstanding grants under the plan. At the annual meeting held on April 24, 2018, our shareholders approved the Holding Company's 2018 Long-Term Incentive Plan, which replaced the 2017 plan. The 2018 plan provides for grants of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, and dividend equivalent units to officers, employees, and directors of the Holding Company and its subsidiaries. There are a total of 350,000 shares authorized for grant under the 2018 plan. At September 30, 2018, there were 338,100 shares available under the plan.

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	—	—	338,100
Equity compensation plans not approved by security holders	—	—	—
Total	—	—	338,100

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 \$165,000 each into Leatherstocking Gas in fiscal 2018. No investments were made into Leatherstocking Pipeline by either member in fiscal 2018. The Company paid \$152,784.51 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, \$15,120.

The Company paid a total of \$11,271 to the law firm of Welch and Zink, Mr. Welch, managing partner, for legal services performed during the fiscal year ended September 30, 2018.

The Company paid \$4,030 to Cook Brothers Truck Parts for the fiscal year ended September 30, 2018. Mr. Henry Cook is the majority owner of Cook Brothers Truck Parts.

	2018	2017
Audit Fees	\$184,800	\$187,100
Audit-related Fees	9,400	9,100
Tax Fees	29,100	33,800
	—	
All Other Fees		5,200
Total	\$223,300	\$235,200

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, Mr. George Welch 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, 2018 and 2017, by our independent registered public registered public accounting firm, Freed Maxick CPA's, P.C. ("Freed Maxick").

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.

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 2018 and 2017. 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.

PART IV

ITEM 15 - EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

- (a) Financial Statement Schedules (see Item 8 Financial Statements and Supplementary Data)
 (b) Exhibits

Exhibits incorporated by reference for filings made before January 1, 1995 may be found in the Company's Commission File 0-643

Exhibit No.	Description
<u>3.1</u>	<u>The Holding Company's Certificate of Incorporation, (included as Exhibit B to the Proxy Statement/Prospectus forming portion of the Form S-4)</u>
<u>3.2</u>	<u>Second Amended and Restated By-laws of Corning Natural Gas Holding Corporation, effective February 6, 2018 (incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K dated February 6, 2018)</u>
<u>3.3</u>	<u>Certificate of Amendment to the Certificate of Incorporation with respect to the number of shares of common stock and preferred stock filed with the Department of State of the State of New York on May 1, 2018 (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K dated May 1, 2018)</u>
<u>4.4*</u>	<u>Corning Natural Gas Holding Corporation 2018 Employee Long-Term Incentive Plan (incorporated by reference to Appendix 1 of the Company's definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 22, 2018)</u>
<u>10.1*</u>	<u>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)</u>
<u>10.14*</u>	<u>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)</u>
<u>10.16</u>	<u>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)</u>
<u>10.2*</u>	<u>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)</u>
<u>10.21*</u>	<u>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)</u>
<u>10.22*</u>	<u>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)</u>
<u>10.3*</u>	<u>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)</u>
<u>10.32</u>	<u>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</u>

- 10.33 Stock Purchase Agreement between the Holding Company and the Retirement Plan for the L.S. Starret Company with OCI Management, Inc., as Registered Investment Advisor dated April 14, 2014
- 10.34 Stock Purchase Agreement between the Holding Company and DBH, LLC with OCI 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 OCI 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 OCI 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

- 10.4 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)
- 10.48 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)
- 10.61 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)
- 10.72 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)
- 10.79 Continuing Guaranty, dated August 31, 2016, from Corning Natural Gas Holding Corporation to M&T Bank 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)
- 10.87 Credit Agreement, dated August 15, 2018, between Corning Natural Gas Company and M&T Bank (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated August 15, 2018)
- 10.88 Multiple Disbursement Term Note, dated August 15, 2018, from Corning Natural Gas Corporation to M&T Bank in the maximum principal amount of \$3,600,000 (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K dated August 15, 2018)
- 10.89 General Security Agreement, dated August 15, 2018, from Corning Natural Gas Corporation to M&T Bank (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K dated August 15, 2018)
- 10.90 Replacement Credit Agreement, dated May 23, 2018, between Pike Light & Power Company and M&T Bank (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated May 23, 2018)
- 10.91 Replacement Term Note, dated May 23, 2018, from Pike Light & Power Company to M&T Bank in the initial principal amount of \$11,200,000 (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K dated May 23, 2018)
- 10.92 Continuing Guaranty, dated May 23, 2018, between Pike Light & Power Company and M&T Bank (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K dated May 23, 2018)
- 10.93 General Security Agreement, dated May 23, 2018, between Pike Light & Power Company and M&T Bank (incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K dated May 23, 2018)
- 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, 2018, formatted in XBRL (eXtensible Business Reporting Language):
- (i) the Condensed Consolidated Balance Sheets at September 30, 2018 and 2017

(ii) the Condensed Consolidated Statements of Income and Comprehensive Income for the years ended September 30, 2018 and 2017

(iii) the Condensed Consolidated Statements of Stockholders' Equity for the years ended September 30, 2018 and 2017

(iv) the Condensed Consolidated Statements of Cash Flows for the years ended September 30, 2018 and 2017

(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, 2018 as filed with the Securities and Exchange Commission December 20, 2018.

* Indicates management contract or compensatory plan or arrangement

** 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, 2018 as filed with the Securities and Exchange Commission December 20, 2018.

*** Furnished 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 25, 2019 /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. 2 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.

<u>/s/ Michael I. German</u> Michael I. German	Chief Executive Officer, President and Director	January 25, 2019
<u>/s/ Firouzeh Sarhangi</u> Firouzeh Sarhangi	Chief Financial Officer and Treasurer	January 25, 2019
<u>/s/ Henry B. Cook, Jr.</u> Henry B. Cook, Jr.	Chairman of the Board and Director	January 25, 2019
<u>/s/ Ted W. Gibson</u> Ted W. Gibson	Director	January 25, 2019

/s/ Robert B. Johnston

Robert B. Johnston Director January 25, 2019

/s/ Joseph P. Mirabito

Joseph P. Mirabito Director January 25, 2019

/s/ William Mirabito

William Mirabito Director January 25, 2019

/s/ George J. Welch

George J. Welch Director January 25, 2019

/s/ John B. Williamson III

John B. Williamson III Director January 25, 2019