

GENCOR INDUSTRIES INC

Form 10-Q

May 03, 2019

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q**

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

**FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2019**

**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: 001-11703**

**GENCOR INDUSTRIES, INC.**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**59-0933147**  
**(IRS Employer**  
**Identification No.)**

**5201 North Orange Blossom Trail, Orlando, Florida**  
**(Address of principal executive offices)**  
**(407) 290-6000**

**32810**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

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

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

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

Large accelerated filer

Accelerated Filer

Non-accelerated Filer

Smaller Reporting Company

Emerging Growth Company

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

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

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<b>Class</b>	<b>Outstanding at May 1, 2019</b>
<b>Common stock, \$.10 par value</b>	<b>12,252,337 shares</b>
<b>Class B stock, \$.10 par value</b>	<b>2,288,857 shares</b>

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading	Name of each exchange on which registered
Common Stock (\$.10 Par Value)	Symbol(s) GENC	NASDAQ Global Market

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**Introductory Note: Caution Concerning Forward-Looking Statements**

This Quarterly Report on Form 10-Q and the Company's other communications and statements may contain forward-looking statements, including statements about the Company's beliefs, plans, objectives, goals, expectations, estimates, projections and intentions. These statements are subject to significant risks and uncertainties and are subject to change based on various factors, many of which are beyond the Company's control. The words "may," "could," "should," "would," "believe," "anticipate," "estimate," "expect," "intend," "plan," "target," "goal," and similar expressions are intended to identify forward-looking statements. All forward-looking statements, by their nature, are subject to risks and uncertainties. The Company's actual future results may differ materially from those set forth in its forward-looking statements. For information concerning these factors and related matters, see Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," in this Report, and the following sections of the Company's Annual Report on Form 10-K for the year ended September 30, 2018: (a) Risk Factors in Part I, and (b) Management's Discussion and Analysis of Financial Condition and Results of Operations in Part II. However, other factors besides those referenced could adversely affect the Company's results, and you should not consider any such list of factors to be a complete set of all potential risks or uncertainties. Any forward-looking statements made by the Company herein speak as of the date of this Quarterly Report. The Company does not undertake to update any forward-looking statements, except as required by law.

Unless the context otherwise indicates, all references in this Quarterly Report to the Company, Gencor, we, us, or or similar words are to Gencor Industries, Inc. and its subsidiaries.



**Table of Contents****Part I. Financial Information****GENCOR INDUSTRIES, INC.****Condensed Consolidated Balance Sheets**

	<b>March 31, 2019 (Unaudited)</b>	<b>September 30, 2018</b>
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 11,586,000	\$ 8,012,000
Marketable securities at fair value (cost \$103,629,000 at March 31, 2019 and \$103,751,000 at September 30, 2018)	103,156,000	104,058,000
Accounts receivable, less allowance for doubtful accounts of \$285,000 at March 31, 2019 and \$313,000 at September 30, 2018	2,412,000	993,000
Costs and estimated earnings in excess of billings	14,013,000	11,900,000
Inventories, net	20,139,000	18,214,000
Prepaid expenses and other current assets	926,000	1,904,000
<b>Total Current Assets</b>	<b>152,232,000</b>	<b>145,081,000</b>
Property and equipment, net	8,366,000	7,889,000
Other assets	53,000	53,000
<b>Total Assets</b>	<b>\$ 160,651,000</b>	<b>\$ 153,023,000</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Current Liabilities:		
Accounts payable	\$ 2,155,000	\$ 1,838,000
Customer deposits	4,020,000	4,563,000
Accrued expenses	2,287,000	2,085,000
<b>Total Current Liabilities</b>	<b>8,462,000</b>	<b>8,486,000</b>
Deferred and other income taxes	2,202,000	2,358,000
<b>Total Liabilities</b>	<b>10,664,000</b>	<b>10,844,000</b>
Commitments and contingencies		
Shareholders' Equity:		
Preferred stock, par value \$.10 per share; 300,000 shares authorized; none issued		
Common stock, par value \$.10 per share; 15,000,000 shares authorized; 12,252,337 shares issued and outstanding at March 31, 2019 and September 30, 2018	1,225,000	1,225,000
	229,000	229,000

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Class B Stock, par value \$.10 per share; 6,000,000 shares authorized; 2,288,857 shares issued and outstanding at March 31, 2019 and September 30, 2018		
Capital in excess of par value	11,897,000	11,862,000
Retained earnings	136,636,000	128,863,000
Total Shareholders Equity	149,987,000	142,179,000
Total Liabilities and Shareholders Equity	\$ 160,651,000	\$ 153,023,000

*See accompanying Notes to Condensed Consolidated Financial Statements*

**Table of Contents****GENCOR INDUSTRIES, INC.****Condensed Consolidated Statements of Income***(Unaudited)*

	<b>For the Quarters Ended March 31,</b>		<b>For the Six Months Ended March 31,</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
Net revenue	\$ 26,670,000	\$ 30,829,000	\$ 47,997,000	\$ 53,951,000
Costs and expenses:				
Production costs	16,759,000	22,059,000	33,169,000	40,098,000
Product engineering and development	823,000	758,000	1,546,000	1,458,000
Selling, general and administrative	2,474,000	2,921,000	4,664,000	5,613,000
	20,056,000	25,738,000	39,379,000	47,169,000
Operating income	6,614,000	5,091,000	8,618,000	6,782,000
Other income (expense), net:				
Interest and dividend income, net of fees	507,000	383,000	1,041,000	676,000
Net realized and unrealized gains (losses) on marketable securities	2,204,000	(719,000)	57,000	(558,000)
Other		3,000		7,000
	2,711,000	(333,000)	1,098,000	125,000
Income before income tax expense	9,325,000	4,758,000	9,716,000	6,907,000
Income tax expense	1,865,000	994,000	1,943,000	797,000
Net income	\$ 7,460,000	\$ 3,764,000	\$ 7,773,000	\$ 6,110,000
Basic Income per Common Share:				
Net income per share	\$ 0.51	\$ 0.26	\$ 0.53	\$ 0.42
Diluted Income per Common Share:				
Net income per share	\$ 0.51	\$ 0.26	\$ 0.53	\$ 0.41

*See accompanying Notes to Condensed Consolidated Financial Statements*



**Table of Contents****GENCOR INDUSTRIES, INC.****Condensed Consolidated Statements of Shareholders Equity***(Unaudited)***For the Six Months Ended March 31, 2019**

	Common Stock		Class B Stock		Capital in	Retained	Total
	Shares	Amount	Shares	Amount	Excess of Par Value	Earnings	Shareholders Equity
September 30, 2018	12,252,337	\$ 1,225,000	2,288,857	\$ 229,000	\$ 11,862,000	\$ 128,863,000	\$ 142,179,000
Net income						313,000	313,000
Stock-based compensation					17,000		17,000
December 31, 2018	12,252,337	1,225,000	2,288,857	229,000	11,879,000	129,176,000	142,509,000
Net income						7,460,000	7,460,000
Stock-based compensation					18,000		18,000
March 31, 2019	12,252,337	\$ 1,225,000	2,288,857	\$ 229,000	\$ 11,897,000	\$ 136,636,000	\$ 149,987,000

**For the Six Months Ended March 31, 2018**

	Common Stock		Class B Stock		Capital in	Retained	Total
	Shares	Amount	Shares	Amount	Excess of Par Value	Earnings	Shareholders Equity
September 30, 2017	12,154,829	\$ 1,215,000	2,263,857	\$ 226,000	\$ 11,178,000	\$ 116,299,000	\$ 128,918,000
Net income						2,346,000	2,346,000
Stock-based compensation					18,000		18,000
Stock options exercised	27,008	3,000	25,000	3,000	261,000		267,000
December 31, 2017	12,181,837	1,218,000	2,288,857	229,000	11,457,000	118,645,000	131,549,000
Net income						3,764,000	3,764,000
Stock-based compensation					18,000		18,000
Stock options exercised	15,000	2,000			72,000		74,000
March 31, 2018	12,196,837	\$ 1,220,000	2,288,857	\$ 229,000	\$ 11,547,000	\$ 122,409,000	\$ 135,405,000

*See accompanying Notes to Condensed Consolidated Financial Statements*

**Table of Contents****GENCOR INDUSTRIES, INC.****Condensed Consolidated Statements of Cash Flows***(Unaudited)*

	<b>For the Six Months Ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
<b>Cash flows from operations:</b>		
Net income	\$ 7,773,000	\$ 6,110,000
<b>Adjustments to reconcile net income to cash provided by operating activities:</b>		
Purchases of marketable securities	(112,663,000)	(140,032,000)
Proceeds from sale and maturity of marketable securities	113,767,000	139,275,000
Change in fair value of marketable securities	(202,000)	639,000
Deferred income taxes	(156,000)	(967,000)
Depreciation and amortization	783,000	648,000
Provision for doubtful accounts	50,000	
Stock-based compensation	35,000	36,000
<b>Changes in assets and liabilities:</b>		
Accounts receivable	(1,469,000)	(646,000)
Costs and estimated earnings in excess of billings	(2,113,000)	(4,160,000)
Inventories	(1,925,000)	1,611,000
Prepaid expenses and other current assets	978,000	877,000
Accounts payable	317,000	2,384,000
Customer deposits	(543,000)	(3,441,000)
Accrued expenses	202,000	(15,000)
<b>Total adjustments</b>	<b>(2,939,000)</b>	<b>(3,791,000)</b>
<b>Cash flows provided by operating activities</b>	<b>4,834,000</b>	<b>2,319,000</b>
<b>Cash flows used in investing activities:</b>		
Capital expenditures	(1,260,000)	(2,709,000)
<b>Cash flows used in investing activities</b>	<b>(1,260,000)</b>	<b>(2,709,000)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from stock option exercises		340,000
<b>Cash flows provided by financing activities</b>		<b>340,000</b>
<b>Net increase (decrease) in cash</b>	<b>3,574,000</b>	<b>(50,000)</b>
<b>Cash and cash equivalents at:</b>		
Beginning of period	8,012,000	22,933,000

End of period	\$ 11,586,000	\$ 22,883,000
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*See accompanying Notes to Condensed Consolidated Financial Statements*

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**GENCOR INDUSTRIES, INC.**

**Notes to Condensed Consolidated Financial Statements**

*(Unaudited)*

**Note 1 Basis of Presentation**

The Condensed Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all material adjustments (consisting of normal, recurring adjustments) considered necessary for a fair presentation have been included in the interim financial information. Operating results for the quarter and six months ended March 31, 2019 are not necessarily indicative of the results that may be expected for the year ending September 30, 2019.

The Condensed Consolidated Balance Sheet at September 30, 2018 has been derived from the audited financial statements at that date but does not include all of the information and notes required by generally accepted accounting principles for complete financial statements.

For further information, refer to the consolidated financial statements and notes thereto included in the Gencor Industries, Inc. Annual Report on Form 10-K for the year ended September 30, 2018.

*Accounting Pronouncements and Policies*

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers* (Topic 606) ( ASU 2014-09 ), amending its accounting guidance related to revenue recognition. Under this ASU and subsequently issued amendments, revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Additional disclosures are required to provide the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. The standard is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. The Company adopted ASU 2014-09 in the first quarter of fiscal 2019. The Company elected to adopt the standard using the modified retrospective method. The adoption of ASU 2014-09 did not have a significant impact on its consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, *Leases* (Topic 842) ( ASU 2016-02 ). With adoption of this standard, lessees will have to recognize most leases as a right-of-use asset and a lease liability on their balance sheet. For income statement purposes, the FASB retained a dual model, requiring leases to be classified as either operating or finance. Classification will be based on criteria that are similar to those applied in current lease accounting. ASU 2016-02 must be applied on a modified retrospective basis and is effective for fiscal years beginning after December 15, 2018, and interim periods within those years, with early adoption permitted. The Company does not expect the new accounting standard to have a significant impact on its financial results when adopted.

In May 2017, the FASB issued ASU 2017-09, *Compensation - Stock Compensation* (Topic 718): *Scope of Modification Accounting* ( ASU 2017-09 ). The new guidance clarifies when a change to the terms or conditions of a share based payment award must be accounted for as a modification. ASU 2017-09 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017, with early adoption permitted. The Company

adopted ASU 2017-09 in the first quarter of its fiscal 2019. The adoption of ASU 2017-09 did not have a significant impact on its consolidated financial statements.

**Table of Contents****Note 2 Marketable Securities**

Marketable debt and equity securities are categorized as trading securities and are thus marked to market and stated at fair value. Fair value is determined using the quoted closing or latest bid prices for Level 1 investments and market standard valuation methodologies for Level 2 investments. Realized gains and losses on investment transactions are determined by specific identification and are recognized as incurred in the condensed consolidated statements of income. Net unrealized gains and losses are reported in the condensed consolidated statements of income in the current period and represent the change in the fair value of investment holdings during the period.

*Fair Value Measurements*

The fair value of financial instruments is presented based upon a hierarchy of levels that prioritizes the inputs of valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The fair value of marketable equity securities, mutual funds, exchange-traded funds, government securities and cash and money funds are substantially based on quoted market prices (Level 1). Corporate bonds are valued using market standard valuation methodologies, including: discounted cash flow methodologies, matrix pricing or other similar techniques. The inputs to these market standard valuation methodologies include, but are not limited to: interest rates, credit standing of the issuer or counterparty, industry sector of the issuer, coupon rate, call provisions, maturity, estimated duration and assumptions regarding liquidity and estimated future cash flows. In addition to bond characteristics, the valuation methodologies incorporate market data, such as actual trades completed, bids and actual dealer quotes, where such information is available. Accordingly, the estimated fair values are based on available market information and judgments about financial instruments (Level 2). Fair values of the Level 2 investments, if any, are provided by the Company's professional investment management firm.

The following table sets forth by level, within the fair value hierarchy, the Company's assets measured at fair value as of March 31, 2019:

	Fair Value Measurements			Total
	Level 1	Level 2	Level 3	
Equities	\$ 15,172,000	\$	\$	\$ 15,172,000
Mutual Funds	3,909,000			3,909,000
Exchange-Traded Funds	4,920,000			4,920,000
Corporate Bonds		36,424,000		36,424,000
Government Securities	39,643,000			39,643,000
Cash and Money Funds	3,088,000			3,088,000
<b>Total</b>	<b>\$ 66,732,000</b>	<b>\$ 36,424,000</b>	<b>\$</b>	<b>\$ 103,156,000</b>

Net unrealized gains and (losses) included in the Condensed Consolidated Statements of Income for the quarter and six months ended March 31, 2019, on trading securities still held as of March 31, 2019, were \$1,645,000 and \$(780,000), respectively. There were no transfers of investments between Level 1 and Level 2 during the six months ended March 31, 2019.





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The following table sets forth by level, within the fair value hierarchy, the Company's assets measured at fair value as of September 30, 2018:

	Fair Value Measurements			Total
	Level 1	Level 2	Level 3	
Equities	\$ 11,768,000	\$	\$	\$ 11,768,000
Mutual Funds	3,811,000			3,811,000
Exchange-Traded Funds	4,148,000			4,148,000
Corporate Bonds		29,884,000		29,884,000
Government Securities	53,883,000			53,883,000
Cash and Money Funds	564,000			564,000
<b>Total</b>	<b>\$ 74,174,000</b>	<b>\$ 29,884,000</b>	<b>\$</b>	<b>\$ 104,058,000</b>

Net unrealized losses included in the Condensed Consolidated Statements of Income for the quarter and six months ended March 31, 2018, on trading securities still held as of March 31, 2018, were \$(1,251,000) and \$(1,435,000), respectively. There were no transfers of investments between Level 1 and Level 2 during the six months ended March 31, 2018.

The carrying amounts of cash and cash equivalents, accounts receivable and accounts payable approximate fair value because of the short-term nature of these items.

**Note 3 Inventories**

Inventories are valued at the lower of cost or market, with cost being determined principally by using the last-in, first-out ( LIFO ) method and market defined as replacement cost for raw materials and net realizable value for work in process and finished goods. Appropriate consideration is given to obsolescence, excessive levels, deterioration, possible alternative uses and other factors in determining net realizable value. The cost of work in process and finished goods includes materials, direct labor, variable costs and overhead. The Company evaluates the need to record inventory allowances on all inventories, including raw material, work in process, finished goods, spare parts and used equipment. Used equipment acquired by the Company on trade-in from customers is included in inventory and carried at estimated net realizable value. Unless specific circumstances warrant different treatment regarding inventory obsolescence, the cost basis of inventories three to four years old is reduced by 50%, while the cost basis of inventories four to five years old is reduced by 75%, and the cost basis of inventories greater than five years old is reduced to zero. Inventory is typically reviewed for obsolescence on an annual basis computed as of September 30, the Company's fiscal year end. If significant known changes in trends, technology or other specific circumstances that warrant consideration occur during the year, then the impact on obsolescence is considered at that time. No such provisions were made during the quarter or six months ended March 31, 2019.

Net inventories at March 31, 2019 and September 30, 2018 consist of the following:

	March 31, 2019	September 30, 2018
Raw materials	\$ 12,927,000	\$ 11,254,000
Work in process	758,000	1,020,000

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Finished goods	6,438,000	5,924,000
Used equipment	16,000	16,000
	\$ 20,139,000	\$ 18,214,000

**Table of Contents****Note 4 Costs and Estimated Earnings in Excess of Billings**

Costs and estimated earnings in excess of billings on uncompleted contracts as of March 31, 2019 and September 30, 2018 consist of the following:

	March 31, 2019	September 30, 2018
Costs incurred on uncompleted contracts	\$ 28,723,000	\$ 17,437,000
Estimated earnings	12,314,000	7,335,000
	41,037,000	24,772,000
Billings to date	27,024,000	12,872,000
Costs and estimated earnings in excess of billings	\$ 14,013,000	\$ 11,900,000

**Note 5 Earnings per Share Data**

The Condensed Consolidated Financial Statements include basic and diluted earnings per share information. The following table sets forth the computation of basic and diluted earnings per share for the quarters and six months ended March 31, 2019 and 2018:

	Quarter Ended March 31,		Six Months Ended March 31,	
	2019	2018	2019	2018
Net Income	\$ 7,460,000	\$ 3,764,000	\$ 7,773,000	\$ 6,110,000
Common Shares:				
Weighted average common shares outstanding	14,541,000	14,482,000	14,541,000	14,470,000
Effect of dilutive stock options	167,000	246,000	164,000	255,000
Diluted shares outstanding	14,708,000	14,728,000	14,705,000	14,725,000
Basic:				
Net earnings per share	\$ 0.51	\$ 0.26	\$ 0.53	\$ 0.42
Diluted:				
Net earnings per share	\$ 0.51	\$ 0.26	\$ 0.53	\$ 0.41

Basic earnings per share is based on the weighted-average number of shares outstanding. Diluted earnings per share is based on the sum of the weighted-average number of shares outstanding plus common stock equivalents.

The weighted-average shares issuable upon the exercise of stock options included in the diluted earnings per share calculation for the quarter and six months ended March 31, 2019 were 317,000 and 317,000, respectively, which equates to 167,000 and 164,000 dilutive common stock equivalents, respectively. The weighted-average shares issuable upon the exercise of stock options included in the diluted earnings per share calculation for the quarter and

six months ended March 31, 2018 were 377,000 and 389,000, respectively, which equates to 246,000 and 255,000 dilutive common stock equivalents, respectively. There were no anti-dilutive shares for the quarters and six month periods ended March 31, 2019 and 2018.

**Note 6 Customers with 10% (or greater) of Net Revenues**

During the quarter ended March 31, 2019, two customers accounted for 14.2% and 11.2% of net revenues. During the six months ended March 31, 2019, three customers accounted for 13.9%, 13.9% and 11.8% of net revenues.

Three different customers accounted for 17.4%, 13.3%, and 13.3% of net revenues for the quarter ended March 31, 2018. Two of these customers accounted for 12.7% and 10.1% of net revenues for the six months then ended.

**Table of Contents****Note 7 Income Taxes**

On December 22, 2017, the U.S. Tax Cuts and Jobs Act (the Tax Reform Act) was signed into law by President Donald Trump. The Tax Reform Act significantly lowered the U.S. corporate income tax rate from 35% to 21% effective January 1, 2018, while also repealing the deduction for domestic production activities for tax years beginning after December 31, 2017, implementing a territorial tax system and imposing repatriation tax on deemed repatriated earnings of foreign subsidiaries. U.S. GAAP requires that the impact of tax legislation be recognized in the period in which the law was enacted. As a result of the Tax Reform Act, the Company recorded a tax benefit of \$0.7 million due to re-measurement of its deferred tax liability, in the three months ended December 31, 2017. The Company recorded an additional \$0.1 million of tax benefits related to the Tax Reform Act in the fourth quarter of fiscal 2018.

**Note 8 Revenue Recognition and Related Costs**

As discussed in Note 1, the Company adopted the provisions of ASU No. 2014-09 and related amendments effective for the quarter ended December 31, 2018 using the modified retrospective method. The adoption of this standard did not have a material impact on the timing or amounts of revenues recognized by the Company, and, as such, no cumulative effect adjustment was recorded with the adoption of the standard.

The following table disaggregates the Company's net revenue by major source for the quarter and six months ended March 31, 2019:

	Quarter	Six Months
Equipment sales recognized over time	\$ 12,006,000	\$ 28,359,000
Equipment sales recognized at a point in time	8,929,000	10,443,000
Parts and component sales	4,466,000	7,517,000
Freight revenue	1,030,000	1,432,000
Other	239,000	246,000
Net revenue	\$ 26,670,000	\$ 47,997,000

Revenues from contracts with customers for the design, manufacture and sale of custom equipment are recognized over time when the performance obligation is satisfied by transferring control of the equipment. Control of the equipment transfers over time as the equipment is unique to the specific contract and thus does not create an asset with an alternative use to the Company. Revenues and costs are recognized in proportion to actual labor costs incurred, as compared with total estimated labor costs expected to be incurred, during the entire contract. All incremental costs related to obtaining a contract are expensed as incurred as the amortization period is less than one year. Changes to total estimated contract costs or losses, if any, are recognized in the period in which they are determined.

Contract assets (excluding accounts receivable) under contracts with customers represent revenue recognized in excess of amounts billed on equipment sales recognized over time. These contract assets were \$14,013,000 at March 31, 2019 and are included in current assets as costs and estimated earnings in excess of billings on the Company's Condensed Consolidated Balance Sheet at March 31, 2019. The Company anticipates that all these contract assets at March 31, 2019, will be billed and collected within one year.

Revenues from all other contracts for the design and manufacture of equipment, for service and for parts sales, net of any discounts and return allowances, are recorded at a point in time when control of the goods or services has been transferred. Control of the goods or service typically transfers at time of shipment or upon completion of the service.

Payment for equipment under contract with customers is typically due prior to shipment. Payment for services under contract with customers is due as certain milestones are completed. Accounts receivable related to contracts with customers for equipment sales was \$254,000 at March 31, 2019.

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Product warranty costs are estimated using historical experience and known issues and are charged to production costs as revenue is recognized. Provisions for estimated returns and allowances and other adjustments are provided for in the same period the related sales are recorded. Returns and allowances, which reduce product revenue, are estimated using historical experience.

Under certain contracts with customers, recognition of a portion of the consideration received may be deferred and recorded as a contract liability if the Company has to satisfy a future obligation, such as to provide installation assistance. There were no contract liabilities other than customer deposits at March 31, 2019. Customer deposits related to contracts with customers were \$4,020,000 at March 31, 2019, and are included in current liabilities on the Company's Condensed Consolidated Balance Sheet at March 31, 2019.

The Company records revenues earned for shipping and handling as freight revenue at the time of shipment, regardless of whether or not it is identified as a separate performance obligation. The cost of shipping and handling is classified as production costs concurrently with the revenue recognition.

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### **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

#### Overview

Gencor Industries, Inc. (the Company) is a leading manufacturer of heavy machinery used in the production of highway construction materials, synthetic fuels, and environmental control equipment. The Company's core products include asphalt plants, combustion systems and fluid heat transfer systems. The Company's products are manufactured in two facilities in the United States.

Because the Company's products are sold primarily to the highway construction industry, the business is seasonal in nature. Traditionally, the Company's customers do not purchase new equipment for shipment during the summer and fall months to avoid disrupting their peak season for highway construction and repair work. The majority of orders for the Company's products are thus received between October and February, with a significant volume of shipments occurring prior to June. The principal factors driving demand for the Company's products are the overall economic conditions, the level of government funding for domestic highway construction and repair, Canadian infrastructure spending, the need for spare parts, fluctuations in the price of crude oil (liquid asphalt, as well as fuel costs), and a trend towards larger plants resulting from industry consolidation.

On December 4, 2015, President Obama signed into law a five-year, \$305 billion transportation bill, Fixing America's Surface Transportation Act (the FAST Act). The FAST Act reauthorized the collection of the 18.4 cents per gallon gas tax that is typically used to pay for transportation projects. It also included \$70 billion from other areas of the federal budget to close a \$16 billion annual funding deficit. The bill includes spending of more than \$205 billion on roads and highways over five years. The 2016 funding levels are approximately 5% above 2015 projected funding, with annual increases between 2.0% and 2.5% from 2016 through 2020.

California's Senate Bill 1 (SB1), the Road Repair and Accountability Act of 2017, was signed into law on April 28, 2017. The legislative package invests \$54 billion over the next decade to fix roads, freeways and bridges in communities across California and puts more dollars towards transit and safety. These funds will be allocated to state and local projects.

In addition to government funding and overall economic conditions, fluctuations in the price of steel, which is a significant cost and product used in the manufacturing of most of the Company's equipment, may affect the Company's financial performance. The Company is subject to fluctuations in market prices for raw materials, such as steel. If the Company is unable to purchase materials it requires or is unable to pass on price increases to its customers or otherwise reduce its cost of goods sold, its business results of operations and financial condition may be adversely affected.

Also, an increase in the price of liquid asphalt could decrease demand for hot mix asphalt paving materials and certain of the Company's products. Increases in oil prices also drive up the cost of gasoline and diesel, which results in increased freight costs. Where possible, the Company will pass increased freight costs on to its customers. However, the Company may not be able to recapture all of the increased costs and thus could have a negative impact on the Company's financial performance.

The Company believes its strategy of continuing to invest in product engineering and development and its focus on delivering the highest quality products and superior service will strengthen the Company's market position. The Company continues to review its internal processes to identify inefficiencies and cost-reduction opportunities. The Company will continue to scrutinize its relationships with external suppliers to ensure it is achieving the highest quality materials and services at the most competitive cost.



Results of Operations

*Quarter Ended March 31, 2019 versus March 31, 2018*

Net revenues for the quarter ended March 31, 2019 decreased \$4,159,000 to \$26,670,000, from \$30,829,000 for the quarter ended March 31, 2018. The lower revenues reflect a decline in orders from the prior year.

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As a percent of sales, gross profit margins were 37.2% in the quarter ended March 31, 2019, compared to 28.4% in the quarter ended March 31, 2018. Gross profit margins increased as a result of the Company's cost management and operational improvements, implemented over the past few years, along with an improved pricing environment and an increase in parts sales.

Product engineering and development expenses increased \$65,000 for the quarter ended March 31, 2019 as compared to the quarter ended March 31, 2018. Selling, general and administrative ( SG&A ) expenses decreased \$447,000 in the quarter ended March 31, 2019, compared to the quarter ended March 31, 2018. Reduced sales commissions and advertising and trade show expenses resulted in the decrease in SG&A expenses. As a percentage of net revenues, SG&A expenses were 9.3% in the quarter ended March 31, 2019, compared to 9.5% in the prior year.

The Company had operating income of \$6,614,000 for the quarter ended March 31, 2019 versus \$5,091,000 for the quarter ended March 31, 2018. Operating margins were 24.8% in the quarter ended March 31, 2019, compared to 16.5% in the quarter ended March 31, 2018. The increase in operating margins was due primarily to improved gross margins and a reduction in SG&A expenses.

For the quarter ended March 31, 2019, interest and dividend income, net of fees, from the investment portfolio was \$507,000, compared to \$383,000 for the quarter ended March 31, 2018. The increase was due to additional interest income from a significantly higher level of investments in corporate bonds and United States Treasury bills. Net realized and unrealized gains on marketable securities were \$2,204,000 for the quarter ended March 31, 2019, compared to net realized and unrealized losses of \$(719,000) for the quarter ended March 31, 2018. The current quarter investment gains reflect a recovery from the weak domestic equity markets in the first quarter of fiscal 2019.

The effective income tax rate for the quarter ended March 31, 2019 was 20.0% versus 20.9% for the quarter ended March 31, 2018. Net income for the quarter ended March 31, 2019 was \$7,460,000, or \$0.51 per diluted share, versus \$3,764,000, or \$0.26 per diluted share, for the quarter ended March 31, 2018.

*Six Months Ended March 31, 2019 versus March 31, 2018*

Net sales for the six months ended March 31, 2019 and 2018 were \$47,997,000 and \$53,951,000, respectively, a decrease of \$5,954,000, reflecting a decline in orders from the significant increase in business in the prior year.

Gross profit margins increased to 30.9% in the six months ended March 31, 2019 from 25.7% in the six months ended March 31, 2018. The improved gross profit margins resulted from the Company's cost management and operational improvements, implemented over the past few years, along with an improved pricing environment and an increase in parts sales.

Product engineering and development expenses increased \$88,000 in the six months ended March 31, 2019, compared to the six months ended March 31, 2018. SG&A expenses decreased \$949,000 in the six months ended March 31, 2019, compared to the six months ended March 31, 2018. As a percentage of net revenues, SG&A expenses were 9.7%, compared to 10.4% in the prior six months. The lower SG&A expenses in 2019 were due to reduced sales commissions and advertising and trade show expenses in the current period.

The Company had operating income of \$8,618,000 for the six months ended March 31, 2019 versus \$6,782,000 for the six months ended March 31, 2018, on improved gross margins and lower SG&A expenses. Operating margins were 18.0% for the six months ended March 31, 2019, compared to 12.6% in the six months ended March 31, 2018.



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For the six months ended March 31, 2019, interest and dividend income, net of fees, from the investment portfolio was \$1,041,000, as compared to \$676,000 for the six months ended March 31, 2018. The increase was due to additional interest income from a significantly higher level of fixed income investments. Net realized and unrealized gains on marketable securities were \$57,000 for the six months ended March 31, 2019 versus net realized and unrealized losses of \$(558,000) for the six months ended March 31, 2018.

The effective income tax rate for the six months ended March 31, 2019 was 20.0% versus 11.5% for the six months ended March 31, 2018. The 2018 tax rate was impacted by a \$0.7 million adjustment to the net deferred tax liability as a result of applying the lower corporate tax rates to comply with the recently enacted Tax Reform Act. Net income for the six months ended March 31, 2019 was \$7,773,000, or \$0.53 per diluted share, versus \$6,110,000, or \$0.41 per diluted share, for the six months ended March 31, 2018.

## Liquidity and Capital Resources

The Company generates capital resources through operations and returns on its investments.

The Company had no long-term or short-term debt outstanding at March 31, 2019 or September 30, 2018. The Company does not currently require a credit facility. As of March 31, 2019, the Company had funded \$135,000 in cash deposits at insurance companies to cover related collateral needs.

As of March 31, 2019, the Company had \$11,586,000 in cash and cash equivalents, and \$103,156,000 in marketable securities, including \$39,643,000 in government securities, \$36,424,000 in corporate bonds, \$15,172,000 in equities, \$4,920,000 in exchange-traded funds, \$3,909,000 in mutual funds, and \$3,088,000 in cash and money funds. The marketable securities are invested through professional investment management firms. These securities may be liquidated at any time into cash and cash equivalents.

The Company's backlog was \$24.2 million at March 31, 2019, compared to \$45.6 million at March 31, 2018. The Company's working capital (defined as current assets less current liabilities) was equal to \$143.8 million at March 31, 2019 and \$136.6 million at September 30, 2018. Cash provided by operations during the six months ended March 31, 2019 was \$4,834,000. The significant purchases, sales and maturities of marketable securities shown on the Condensed Consolidated Statements of Cash Flows reflect the recurring purchase and sale of United States treasury bills. Accounts receivable increased \$1,469,000 as parts sales increased during the six months ended March 31, 2019, as compared to the six months ended September 30, 2018. Costs and estimated earnings in excess of billings increased \$2,113,000, and customer deposits decreased \$543,000, reflecting the timing of revenue recognition and payments on customer contracts recognized over time, at March 31, 2019. Inventories increased \$1,925,000 reflecting manufacturing progress on equipment sales recognized at a point in time at March 31, 2019.

Cash flows used in investing activities for the six months ended March 31, 2019 of \$1,260,000 were related to capital expenditures, primarily for new manufacturing machinery used for handling and processing raw materials.

## Seasonality

The Company primarily manufactures and sells asphalt plants and related components and is subject to a seasonal slow-down during the third and fourth quarters of the calendar year. This slow-down often results in lower reported sales and operating results during the first and fourth quarters of each fiscal year ended September 30.

## Forward-Looking Information

This Quarterly Report on Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ), which represent the Company's expectations and beliefs, including, but not limited to, statements concerning gross margins, sales of the Company's products and future financing plans. These statements by their nature involve substantial risks and uncertainties, certain of which are beyond the Company's control. Actual results may differ materially depending on a variety of important factors, including the financial condition of the Company's customers, changes in the economic and competitive environments, and demand for the Company's products.

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For information concerning these factors and related matters, see the following sections of the Company's Annual Report on Form 10-K for the year ended September 30, 2018: (a) Risk Factors in Part I and (b) Management's Discussion and Analysis of Financial Condition and Results of Operations in Part II. However, other factors besides those referenced could adversely affect the Company's results, and you should not consider any such list of factors to be a complete set of all potential risks or uncertainties. Any forward-looking statements made by the Company herein speak as of the date of this Report. The Company does not undertake to update any forward-looking statements, except as required by law.

**Critical Accounting Policies, Estimates and Assumptions**

The Company believes the following discussion addresses its most critical accounting policies, which are those that are most important to the portrayal of the financial condition and results of operations and require management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. Accounting policies, in addition to the critical accounting policies referenced below, are presented in Note 1 to the Company's Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended September 30, 2018, under the heading Accounting Pronouncements and Policies.

*Estimates and Assumptions*

In preparing the Condensed Consolidated Financial Statements, the Company uses certain estimates and assumptions that may affect reported amounts and disclosures. Estimates and assumptions are used, among other places, when accounting for certain revenue (e.g., contract accounting), expense, and asset and liability valuations. The Company believes that the estimates and assumptions made in preparing the Condensed Consolidated Financial Statements are reasonable, but are inherently uncertain. Assumptions may be incomplete or inaccurate and unanticipated events may occur. The Company is subject to risks and uncertainties that may cause actual results to differ from estimated results.

*Revenues & Expenses*

As discussed in Note 1 to the Company's Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended September 30, 2018, under the heading Accounting Pronouncements and Policies, the Company adopted the provisions of ASU No. 2014-09 and its related amendments effective for the quarter ended December 31, 2018 using the modified retrospective method. The adoption of this standard did not have a material impact on the timing or amounts of revenues recognized by the Company, and, as such, no cumulative effect adjustment was recorded with the adoption of the standard.

Revenues from contracts with customers for the design, manufacture and sale of custom equipment are recognized over time when the performance obligation is satisfied by transferring control of the equipment. Control of the equipment transfers over time as the equipment is unique to the specific contract and thus does not create an asset with an alternative use to the Company. Revenues and costs are recognized in proportion to actual labor costs incurred, as compared with total estimated labor costs expected to be incurred during the entire contract. All incremental costs related to obtaining a contract are expensed as incurred as the amortization period is less than one year. Changes to total estimated contract costs or losses, if any, are recognized in the period in which they are determined.

Contract assets (excluding accounts receivable) under contracts with customers represent revenue recognized in excess of amounts billed on equipment sales recognized over time. Contract assets were \$14,013,000 at March 31, 2019 and are included in current assets on the Company's Condensed Consolidated Balance Sheet at March 31, 2019. The Company anticipates that all contract assets at March 31, 2019, will be billed and collected within one year.



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Revenues from all other contracts for the design and manufacture of equipment, for service and for parts sales, net of any discounts and return allowances, are recorded at a point in time when control of the goods or services has been transferred. Control of the goods or service typically transfers at time of shipment or upon completion of the service.

Payment for equipment under contract with customers is typically due prior to shipment. Payment for services under contract with customers is due as certain milestones are completed. Accounts receivable related to contracts with customers at March 31, 2019 was \$254,000.

Product warranty costs are estimated using historical experience and known issues and are charged to production costs as revenue is recognized.

Under certain contracts with customers, recognition of a portion of the consideration received may be deferred and recorded as a contract liability if the Company has to satisfy a future obligation, such as to provide installation assistance. Excluding customer deposits, there were no contract liabilities at March 31, 2019. Customer deposits related to contracts with customers were \$4,020,000 at March 31, 2019, and are included in current liabilities on the Company's Condensed Consolidated Balance Sheet at March 31, 2019.

The Company records revenues earned for shipping and handling as freight revenue at the time of shipment, regardless of whether or not it is identified as a separate performance obligation. The cost of shipping and handling is classified as cost of goods sold concurrently.

Provisions for estimated returns and allowances and other adjustments are provided for in the same period the related sales are recorded. Returns and allowances, which reduce product revenue, are estimated using historical experience.

All product engineering and development costs, and selling, general and administrative expenses are charged to operations as incurred. Provision is made for any anticipated contract losses in the period that the loss becomes evident.

The allowance for doubtful accounts is determined by performing a specific review of all account balances greater than 90 days past due and other higher risk amounts to determine collectability and also adjusting for any known customer payment issues with account balances in the less-than-90-day past due aging buckets. Account balances are charged off against the allowance for doubtful accounts when they are determined to be uncollectable. Any recoveries of account balances previously considered in the allowance for doubtful accounts reduce future additions to the allowance for doubtful accounts.

## *Inventories*

Inventories are valued at the lower of cost or market, with cost being determined principally by using the last-in, first-out ( LIFO ) method and market defined as replacement cost for raw materials and net realizable value for work in process and finished goods. Appropriate consideration is given to obsolescence, excessive levels, deterioration, possible alternative uses and other factors in determining net realizable value. The cost of work in process and finished goods includes materials, direct labor, variable costs and overhead. The Company evaluates the need to record inventory adjustments on all inventories, including raw material, work in process, finished goods, spare parts and used equipment. Used equipment acquired by the Company on trade-in from customers is carried at estimated net realizable value. Unless specific circumstances warrant different treatment regarding inventory obsolescence, the cost basis of inventories three to four years old is reduced by 50%, while the cost basis of inventories four to five years old is reduced by 75%, and the cost basis of inventories greater than five years old is reduced to zero. Inventory is typically reviewed for obsolescence on an annual basis computed as of September 30, the Company's fiscal year end.



If significant known changes in trends, technology or other specific circumstances that warrant consideration occur during the year, then the impact on obsolescence is considered at that time.

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*Investments*

Marketable debt and equity securities are categorized as trading securities and are thus marked to market and stated at fair value. Fair value is determined using the quoted closing or latest bid prices for Level 1 investments and market standard valuation methodologies for Level 2 investments. Realized gains and losses on investment transactions are determined by specific identification and are recognized as incurred in the condensed consolidated statements of income. Net unrealized gains and losses are reported in the condensed consolidated statements of income in the current period and represent the change in the fair value of investment holdings during the period.

*Long-Lived Asset Impairment*

Property and equipment and intangible assets subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset (or asset group) may not be recoverable. An impairment loss would be recognized when the carrying amount of an asset exceeds the estimated undiscounted cash flows expected to result from the use of the asset and its eventual disposition. The amount of the impairment loss to be recorded is calculated by the excess over its fair value of the asset's carrying value. Fair value is generally determined using a discounted cash flow analysis.

*Off-Balance Sheet Arrangements*

None

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**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

Not applicable.

**Item 4. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures*

The Company's Chief Executive Officer and Principal Financial and Accounting Officer evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act of 1934) as of the end of the period covered by this Quarterly Report. Based upon that evaluation, the Chief Executive Officer and the Principal Financial and Accounting Officer concluded that, as of the end of the period covered by this Quarterly Report, the Company's disclosure controls and procedures are effective.

Because of inherent limitations, the Company's disclosure controls and procedures, no matter how well-designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of such disclosure controls and procedures are met and no evaluation can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

*Changes in Internal Control over Financial Reporting*

The Company's management, including the Chief Executive Officer and Principal Financial and Accounting Officer, has reviewed the Company's internal control over financial reporting. There were no changes in the Company's internal control over financial reporting during the quarter and six months ended March 31, 2019 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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**Part II. Other Information**

**ITEM 1. LEGAL PROCEEDINGS**

From time to time the Company is engaged in legal proceedings in the ordinary course of business. We do not believe any current legal proceedings are material to our business.

**ITEM 1A. RISK FACTORS**

There have been no material changes in our risk factors from those set forth in Part I, Item 1A, Risk Factors contained in our

Annual Report on Form 10K for the period ended September 30, 2018, as filed with the SEC on December 13, 2018.

**Item 6. Exhibits**

(a) Exhibits

31.1*	<u>Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended</u>
31.2*	<u>Certification of Principal Financial and Accounting Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended</u>
32*	<u>Certifications of Chief Executive Officer and Principal Financial and Accounting Officer Pursuant to 18 U. S. C. Section 1350.</u>
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase
101.DEF*	XBRL Taxonomy Extension Definition Linkbase
101.LAB*	XBRL Taxonomy Extension Label Linkbase
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase

\* Filed herewith

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Quarterly Report to be signed on its behalf by the undersigned thereunto duly authorized.

GENCOR INDUSTRIES, INC.

/s/ John E. Elliott  
John E. Elliott  
Chief Executive Officer

May 3, 2019

/s/ Eric E. Mellen  
Eric E. Mellen  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

May 3, 2019