

GENCOR INDUSTRIES INC  
Form 10-Q  
August 02, 2018  
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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 JUNE 30, 2018**  
**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**  
**(I.R.S. 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 and 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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files).      Yes      No

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

Large accelerated filer

Accelerated Filer

Non-accelerated Filer

(Do not check if a smaller reporting company)

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 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 July 27, 2018</b>
Common stock, \$.10 par value	12,204,837 shares
Class B stock, \$.10 par value	2,288,857 shares

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

This Form 10-Q Report 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, 2017: (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.

Unless the context otherwise indicates, all references in this Report to the Company, Gencor, we, us, or our, 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>June 30, 2018</b>	<b>September 30, 2017</b>
	<i>(Unaudited)</i>	
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 24,911,000	\$ 22,933,000
Marketable securities at fair value (cost \$88,993,000 at June 30, 2018 and \$86,967,000 at September 30, 2017)	87,900,000	87,886,000
Accounts receivable, less allowance for doubtful accounts of \$267,000 at June 30, 2018 and \$207,000 at September 30, 2017	1,599,000	1,184,000
Costs and estimated earnings in excess of billings	8,336,000	6,768,000
Inventories, net	16,244,000	16,687,000
Prepaid expenses and other current assets	955,000	1,660,000
<b>Total Current Assets</b>	<b>139,945,000</b>	<b>137,118,000</b>
Property and equipment, net	8,026,000	5,722,000
Other assets	53,000	53,000
<b>Total Assets</b>	<b>\$ 148,024,000</b>	<b>\$ 142,893,000</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Current Liabilities:		
Accounts payable	\$ 3,093,000	\$ 1,320,000
Customer deposits	3,745,000	8,628,000
Accrued expenses and other current liabilities	2,522,000	2,426,000
<b>Total Current Liabilities</b>	<b>9,360,000</b>	<b>12,374,000</b>
Deferred and other income taxes	519,000	1,601,000
<b>Total Liabilities</b>	<b>9,879,000</b>	<b>13,975,000</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; 12,204,837 and 12,154,829 shares issued and outstanding at June 30, 2018 and September 30, 2017, respectively	1,220,000	1,215,000
	229,000	226,000

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Class B Stock, par value \$.10 per share; 6,000,000 shares authorized; 2,288,857 and 2,263,857 shares issued and outstanding at June 30, 2018 and September 30, 2017, respectively

Capital in excess of par value	11,605,000	11,178,000
Retained earnings	125,091,000	116,299,000
Total Shareholders' Equity	138,145,000	128,918,000
Total Liabilities and Shareholders' Equity	\$ 148,024,000	\$ 142,893,000

*See accompanying Notes to Condensed Consolidated Financial Statements*

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

	For the Quarters Ended		For the Nine Months	
	June 30,		Ended	
	2018	2017	2018	2017
Net revenue	\$ 24,118,000	\$ 23,743,000	\$ 78,069,000	\$ 62,052,000
Costs and expenses:				
Production costs	17,702,000	17,053,000	57,800,000	44,555,000
Product engineering and development	781,000	637,000	2,239,000	1,523,000
Selling, general and administrative	2,179,000	2,259,000	7,792,000	6,576,000
	20,662,000	19,949,000	67,831,000	52,654,000
Operating income	3,456,000	3,794,000	10,238,000	9,398,000
Other income (expense), net:				
Interest and dividend income, net of fees	399,000	181,000	1,075,000	384,000
Net realized and unrealized gains (losses) on marketable securities	(503,000)	(253,000)	(1,061,000)	810,000
Other			7,000	
	(104,000)	(72,000)	21,000	1,194,000
Income before income tax expense	3,352,000	3,722,000	10,259,000	10,592,000
Income tax expense	670,000	1,134,000	1,468,000	3,195,000
Net income	\$ 2,682,000	\$ 2,588,000	\$ 8,791,000	\$ 7,397,000
Basic Income per Common Share:				
Net income per share	\$ 0.19	\$ 0.18	\$ 0.61	\$ 0.51
Diluted Income per Common Share:				
Net income per share	\$ 0.18	\$ 0.18	\$ 0.60	\$ 0.50

*See accompanying Notes to Condensed Consolidated Financial Statements*

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

	<b>For the Nine Months Ended June 30,</b>	
	<b>2018</b>	<b>2017</b>
<b>Cash flows from operations:</b>		
Net income	\$ 8,791,000	\$ 7,397,000
<b>Adjustments to reconcile net income to cash flows provided by operating activities:</b>		
Purchases of marketable securities	(188,082,000)	(413,993,000)
Proceeds from sale and maturity of marketable securities	186,812,000	413,491,000
Change in fair value of marketable securities	1,256,000	(692,000)
Deferred income taxes	(1,082,000)	6,000
Depreciation and amortization	1,010,000	862,000
Provision for doubtful accounts	80,000	65,000
Stock-based compensation	53,000	54,000
Loss on sale of fixed assets	3,000	
<b>Changes in assets and liabilities:</b>		
Accounts receivable	(495,000)	(338,000)
Costs and estimated earnings in excess of billings	(1,568,000)	24,000
Inventories	443,000	(3,687,000)
Prepaid expenses and other current assets	705,000	(109,000)
Accounts payable	1,773,000	803,000
Customer deposits	(4,883,000)	2,740,000
Accrued expenses and other current liabilities	98,000	1,095,000
Total adjustments	(3,877,000)	321,000
Cash flows provided by operating activities	4,914,000	7,718,000
<b>Cash flows used in investing activities:</b>		
Capital expenditures	(3,317,000)	(854,000)
Cash flows used in investing activities	(3,317,000)	(854,000)
<b>Cash flows from financing activities:</b>		
Proceeds from stock option exercises	381,000	136,000
Cash flows provided by financing activities	381,000	136,000
Net increase in cash	1,978,000	7,000,000
Cash at:		

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Beginning of period	22,933,000	18,219,000
End of period	\$ 24,911,000	\$ 25,219,000

*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 accompanying 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 nine months ended June 30, 2018 are not necessarily indicative of the results that may be expected for the year ending September 30, 2018.

The accompanying condensed consolidated balance sheet at September 30, 2017 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, 2017.

**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. Changes in 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 and municipal 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.

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

	Fair Value Measurements			Total
	Level 1	Level 2	Level 3	
Equities	\$ 12,288,000	\$	\$	\$ 12,288,000
Mutual Funds	8,502,000			8,502,000
Exchange-Traded Funds	5,581,000			5,581,000
Corporate Bonds		29,912,000		29,912,000
Government Securities	28,944,000			28,944,000
Cash and Money Funds	2,673,000			2,673,000
<b>Total</b>	<b>\$ 57,988,000</b>	<b>\$ 29,912,000</b>	<b>\$</b>	<b>\$ 87,900,000</b>

Changes in net unrealized gains and (losses) included in the consolidated statements of income for the quarter and nine months ended June 30, 2018, on trading securities still held as of June 30, 2018, were \$(577,000) and \$(2,012,000), respectively. There were no transfers of investments between Level 1 and Level 2 during the nine months ended June 30, 2018.

The following table sets forth by level, within the fair value hierarchy, the Company's assets measured at fair value as of September 30, 2017:

	Fair Value Measurements			Total
	Level 1	Level 2	Level 3	
Equities	\$ 11,338,000	\$	\$	\$ 11,338,000
Mutual Funds	7,155,000			7,155,000
Exchange-Traded Funds	3,417,000			3,417,000
Corporate Bonds		7,196,000		7,196,000
Government Securities	54,542,000			54,542,000
Cash and Money Funds	4,238,000			4,238,000
<b>Total</b>	<b>\$ 80,690,000</b>	<b>\$ 7,196,000</b>	<b>\$</b>	<b>\$ 87,886,000</b>

Changes in net unrealized gains and (losses) included in the consolidated statements of income for the quarter and nine months ended June 30, 2017, on trading securities still held as of June 30, 2017, were \$(341,000) and \$123,000, respectively. There were no transfers of investments between Level 1 and Level 2 during the nine months ended June 30, 2017.

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 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 and nine months ended June 30, 2018.

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Net inventories at June 30, 2018 and September 30, 2017 consist of the following:

	<b>June 30, 2018</b>	<b>September 30, 2017</b>
Raw materials	\$ 10,834,000	\$ 9,407,000
Work in process	265,000	3,098,000
Finished goods	5,129,000	4,166,000
Used equipment	16,000	16,000
	<b>\$ 16,244,000</b>	<b>\$ 16,687,000</b>

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

Costs and estimated earnings in excess of billings on uncompleted contracts as of June 30, 2018 and September 30, 2017 consist of the following:

	<b>June 30, 2018</b>	<b>September 30, 2017</b>
Costs incurred on uncompleted contracts	\$ 15,408,000	\$ 10,250,000
Estimated earnings	5,741,000	3,161,000
	<b>21,149,000</b>	<b>13,411,000</b>
Billings to date	12,813,000	6,643,000
Costs and estimated earnings in excess of billings	<b>\$ 8,336,000</b>	<b>\$ 6,768,000</b>

**Note 5 Earnings per Share Data**

The following table sets forth the computation of basic and diluted earnings per share for the quarters and nine months ended June 30, 2018 and 2017:

	<b>Quarter Ended June 30,</b>		<b>Nine Months Ended June 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
Net Income	\$ 2,682,000	\$ 2,588,000	\$ 8,791,000	\$ 7,397,000
Common Shares:				
Weighted average common shares outstanding	14,492,000	14,400,000	14,477,000	14,390,000
Effect of dilutive stock options	232,000	299,000	247,000	290,000
Diluted shares outstanding	14,724,000	14,699,000	14,724,000	14,680,000

Basic:

Net earnings per share	\$	0.19	\$	0.18	\$	0.61	\$	0.51
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Diluted:

Net earnings per share	\$	0.18	\$	0.18	\$	0.60	\$	0.50
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Basic earnings per share are based on the weighted-average number of shares outstanding. Diluted earnings per share are based on the sum of the weighted average number of shares outstanding plus common stock equivalents.

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The weighted-average shares issuable upon the exercise of stock options included in the diluted earnings per share calculation for the quarter and nine months ended June 30, 2018 were 367,000 and 382,000, respectively, which equates to 232,000 and 247,000 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 nine months ended June 30, 2017 were 459,000 and 469,000, respectively, which equates to 299,000 and 290,000 dilutive common stock equivalents, respectively. There were no anti-dilutive shares for the quarters and nine months ended June 30, 2018 and June 30, 2017.

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

During the quarter and nine months ended June 30, 2018, 27.3% and 9.2% of net revenues, respectively, were from entities owned by one global company. Two other customers accounted for 16.3% and 12.6% of net revenues, respectively, for the quarter ended June 30, 2018, and 5.1% and 3.9% of net revenues, respectively, for the nine months ended June 30, 2018.

During the quarter and nine months ended June 30, 2017, 15.1% and 11.6% of net revenues, respectively, were from entities owned by one global company. Two other customers accounted for 12.8% and 14.8% of net revenues, respectively, for the quarter ended June 30, 2017, and 4.9% and 5.7% of net revenues, respectively, for the nine months ended June 30, 2017.

**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, 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 tax benefit represents the Company's current best estimates. The amounts incorporate assumptions made based upon the Company's current interpretation of the Tax Reform Act and may change as the Company receives additional clarification and implementation guidance.

The Company's income tax provision is based on management's estimate of the effective tax rate for the full year. The tax provision in any period will be affected by, among other things, permanent, as well as temporary differences in the deductibility of certain items, in addition to changes in tax legislation. As a result, the Company may experience significant fluctuations in the effective book tax rate (that is, its tax expense divided by pre-tax book income) from period to period. For fiscal 2018, the Company generally expects its effective tax rate to decline compared to fiscal 2017, primarily due to the implementation of the Tax Reform Act.

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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 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 July 6, 2012, President Obama signed a \$118 billion transportation bill, Moving Ahead for Progress in the 21st Century Act (MAP-21). MAP-21 included a final three-month extension of the previous SAFETEA-LU bill at then current spending levels combined with a new two-year, \$105 billion authorization of the federal highway, transit, and safety programs effective October 1, 2012. The bill provided states with two years of funding to build roads, bridges, and transit systems. On August 8, 2014, President Obama signed a \$10.8 billion ten-month bill to fund federal highway and mass-transit programs through May 31, 2015. On May 29, 2015, MAP-21 was extended through July 31, 2015. On July 31, 2015, President Obama signed a three-month extension of MAP-21 which provided \$8 billion in funding for the Highway Trust Fund from August 1, 2015 through October 29, 2015. Two additional short-term extensions were approved between October 29, 2015 and December 4, 2015.

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 included spending of more than \$205 billion on roads and highways over five years. The 2016 funding levels were approximately 5% above 2015 projected funding, with annual increases between 2.0% and 2.5% from 2016 through 2020.

In addition to government funding and overall economic conditions, fluctuations in the price of oil, which is a major component of asphalt mix, may affect the Company's financial performance. An increase in the price of oil increases the cost of liquid asphalt and could, therefore, 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.

Carbon steel is the primary material used in the manufacturing of the Company's equipment. 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.

In the first quarter of calendar 2018, the U.S. Government proposed tariffs on steel and aluminum imports from select countries. This caused an immediate reaction throughout the supply chain of raw materials and related finished goods, resulting in higher prices incurred by the Company in the first half of calendar 2018. In May 2018, the U.S. Government imposed a 25% tariff on steel imported from the European Union, Mexico and Canada. Additionally, the U.S. Government is threatening steel tariffs on Chinese imports. We continue to monitor the potential for higher costs as a result of these and any tariffs affecting our purchased materials and components.

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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 June 30, 2018 versus June 30, 2017*

Net revenue for the quarter ended June 30, 2018 was \$24,118,000, as compared to \$23,743,000 for the quarter ended June 30, 2017, an increase of \$375,000. The FAST Act, along with increased domestic infrastructure spending at the federal level, continues to generate strong demand for the Company's products from domestic highway contractors.

As a percent of net revenue, gross profit margins decreased to 26.6% in the quarter ended June 30, 2018 from 28.2% in the quarter ended June 30, 2017. Gross profit margins declined as the Company experienced higher material costs and increased manufacturing overhead expenses compared to prior year.

Product engineering and development expenses were \$781,000 in the quarter ended June 30, 2018, compared to \$637,000 for the quarter ended June 30, 2017, due to increased headcount. Selling, general and administrative (SG&A) expenses decreased \$80,000 to \$2,179,000 in the quarter ended June 30, 2018, compared to \$2,259,000 in the quarter ended June 30, 2017 on slightly increased revenues. As a percentage of net revenues, SG&A expenses declined to 9.0%, compared to 9.5% in the prior year quarter.

The Company had operating income of \$3,456,000 for the quarter ended June 30, 2018 versus operating income of \$3,794,000 for the quarter ended June 30, 2017. Operating margins were 14.3% for the quarter ended June 30, 2018, compared to 16.0% in the prior year. The decrease in operating margins was due to higher material costs and increased product engineering and development expenses to support the higher production activity compared to the prior year.

For the quarter ended June 30, 2018, interest and dividend income, net of fees, from the investment portfolio was \$399,000, as compared to \$181,000 in the quarter ended June 30, 2017. The increase was due to the shift in the fixed income investments from US treasuries to higher yielding, intermediate term corporate bonds. Net realized and unrealized losses on marketable securities were \$(503,000) for the quarter ended June 30, 2018 versus losses of \$(253,000) for the quarter ended June 30, 2017.

The effective income tax rate for the quarter ended June 30, 2018 was 20.0%, compared to 30.5% for the quarter ended June 30, 2017. The lower effective income tax rate is as a result of the Tax Reform Act.

Net income for the quarter ended June 30, 2018 was \$2,682,000, or \$0.18 per diluted share, versus \$2,588,000, or \$0.18 per diluted share, for the quarter ended June 30, 2017.

### *Nine Months Ended June 30, 2018 versus June 30, 2017*

Net revenue for the nine months ended June 30, 2018 and 2017 were \$78,069,000 and \$62,052,000, respectively, an increase of 25.8% reflecting the impact of the FAST Act and positive outlook of our domestic customers.

Gross profit margins decreased to 26.0% in the nine months ended June 30, 2018 from 28.2% in the nine months ended June 30, 2017. The lower gross profit margin resulted from higher material costs, particularly steel, and increased manufacturing overhead to support the significantly higher production compared to prior year.

Product engineering and development expenses increased \$716,000 in the nine months ended June 30, 2018, compared to the nine months ended June 30, 2017, due to increased headcount. SG&A expenses increased \$1,216,000 in the nine months ended June 30, 2018, compared to the nine months ended June 30, 2017. The higher expenses in 2018 were due to increased sales force, increased sales commissions due to the higher revenues, and increased trade show expenses to capitalize on the optimism within the highway construction industry. As a percentage of net revenues, SG&A expenses were 10.0% in 2018, as compared to 10.6% in 2017.

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The Company had operating income of \$10,238,000 for the nine months ended June 30, 2018 versus operating income of \$9,398,000 for the nine months ended June 30, 2017, due to higher revenues partially offset by lower gross profit margins and higher operating costs. Operating margins were 13.1% for the nine months ended June 30, 2018, compared to 15.1% in nine months ended June 30, 2017.

For the nine months ended June 30, 2018, interest and dividend income, net of fees, from the investment portfolio was \$1,075,000, as compared to \$384,000 for the prior period. The increase was due to the shift in the fixed income investments from US treasuries to higher yielding, intermediate term corporate bonds. The net realized and unrealized losses on marketable securities were \$(1,061,000) for the nine months ended June 30, 2018 versus net realized and unrealized gains of \$810,000 for the nine months ended June 30, 2017.

The effective income tax rate for the nine months ended June 30, 2018 was 14.3% versus 30.2% for the nine months ended June 30, 2017. The lower effective income tax rate is as a result of the Tax Reform Act. In addition, 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 nine months ended June 30, 2018 was \$8,791,000, or \$0.60 per diluted share, versus \$7,397,000, or \$0.50 per diluted share, for the nine months ended June 30, 2017.

**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 interest-bearing debt outstanding at June 30, 2018 or September 30, 2017. As of June 30, 2018, the Company has funded \$135,000 in cash deposits at insurance companies to cover related collateral needs.

As of June 30, 2018, the Company had \$24,911,000 in cash and cash equivalents, and \$87,900,000 in marketable securities, including \$29,912,000 in corporate bonds, \$12,288,000 in equities, \$8,502,000 in mutual funds, \$5,581,000 in exchange-traded funds, \$28,944,000 in government securities, and \$2,673,000 in cash and money funds. The marketable securities are invested through a global professional investment management firm. These securities may be liquidated at any time into cash and cash equivalents.

The Company's backlog was \$29.3 million at June 30, 2018, compared to \$37.9 million at June 30, 2017. The Company's working capital (defined as current assets less current liabilities) was \$130.6 million at June 30, 2018 and \$124.7 million at September 30, 2017. Cash provided by operations during the nine months ended June 30, 2018 was \$4,914,000. 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 \$495,000 as parts sales increased during the quarter ended June 30, 2018, as compared to the quarter ended September 30, 2017. Costs and estimated earnings in excess of billings increased \$1,568,000 due to the increase in the number of open percentage-of-completion jobs at June 30, 2018, compared to September 30, 2017. Accounts payable increased \$1,773,000, reflecting increased parts and raw material purchases. Customer deposits decreased \$4,883,000, as the majority of open percentage-of-completion jobs neared completion, as compared to September 30, 2017.

Cash flows used in investing activities for the nine months ended June 30, 2018 of \$3,317,000 were related to capital expenditures. Cash flows from financing activities of \$381,000 during the nine months ended June 30, 2018 reflect the proceeds received from stock option exercises.



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### 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 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.

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, 2017: (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, 2017, Accounting 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*

Revenues from contracts for the design, manufacture and sale of asphalt plants are recognized under the percentage-of-completion method. The percentage-of-completion method of accounting for these contracts recognizes revenue, net of any promotional discounts, and costs in proportion to actual labor costs incurred, as compared with total estimated labor costs expected to be incurred during the entire contract. Pre-contract costs are expensed as

incurred. Changes to total estimated contract costs or losses, if any, are recognized in the period in which they are determined. Revenue recognized in excess of amounts billed is classified as current assets under costs and estimated earnings in excess of billings. The Company anticipates that all incurred costs associated with these contracts at June 30, 2018 will be billed and collected within one year.

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Revenues from all other contracts for the design and manufacture of custom equipment, for service and for parts sales, net of any discounts and return allowances, are recorded when the following four revenue recognition criteria are met: product is delivered/ownership is transferred or service is performed, persuasive evidence of an arrangement exists, the selling price is fixed or determinable, and collectability is reasonably assured.

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. The standard is effective for annual periods beginning after December 15, 2017. The Company plans to adopt the new standard in fiscal 2019. The Company does not expect the adoption of this standard to have a material impact on its results of operations and is currently evaluating which one of the two retrospective methods will be used for implementation.

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.

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

All product engineering and development costs, and SG&A 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.

### *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.

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*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**

The Company operates manufacturing facilities and sales offices located in the United States. The Company is subject to business risks inherent in non-U.S. activities, including political and economic uncertainty, import and export limitations, and market risk related to changes in interest rates and foreign currency exchange rates. The Company may use derivative financial instruments consisting primarily of interest rate hedge agreements to manage exposure to interest rate changes. The Company's objective in managing its exposure to changes in interest rates on any future variable rate debt is to limit the impact on earnings and cash flow and reduce overall borrowing costs.

At June 30, 2018 and September 30, 2017, the Company had no interest-bearing debt outstanding. The Company's marketable securities are invested primarily in equities, mutual funds, exchange-traded funds, government securities, corporate bonds, and cash and money funds. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with investment securities, it is possible that changes in these risk factors could have an adverse, material impact on the Company's results of operations or equity.

The Company's sensitivity analysis for interest rate risk excludes accounts receivable, accounts payable, and accrued liabilities, because of the short-term maturity of such instruments. The analysis does not consider the effect on other variables, such as changes in sales volumes or management's actions with respect to levels of capital expenditures, future acquisitions or planned divestitures, all of which could be significantly influenced by changes in interest rates.

### **Item 4. Controls and Procedures**

#### *Evaluation of Disclosure Controls and Procedures*

The Company's Chief Executive Officer and Chief Financial 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 Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Report. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that, as of the end of the period covered by this 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 Chief Financial 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 nine months ended June 30, 2018 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, 2017, as filed with the SEC on December 6, 2017.

**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 Chief Financial 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 Chief Financial 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

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**SIGNATURES**

Pursuant to the requirements 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.

GENCOR INDUSTRIES, INC.

/s/ John E. Elliott  
John E. Elliott  
Chief Executive Officer  
August 2, 2018

/s/ Eric E. Mellen  
Eric E. Mellen  
Chief Financial Officer  
(Principal Financial and Accounting Officer)  
August 2, 2018