

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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: 1-7525

The Goldfield Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

88-0031580

(I.R.S. Employer Identification No.)

**1684 W. Hibiscus Boulevard
Melbourne, Florida 32901**

(Address of principal executive offices) (Zip Code)

(321) 724-1700

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer (Do not check if a smaller reporting company)	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

The number of shares of the Registrant's Common Stock outstanding as of May 3, 2019 was 24,522,534.

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	GV	NYSE American

THE GOLDFIELD CORPORATION AND SUBSIDIARIES

QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTER ENDED MARCH 31, 2019

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (UNAUDITED).

**THE GOLDFIELD CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)**

	March 31, 2019	December 31, 2018
ASSETS		
Current assets		
Cash and cash equivalents	\$ 15,037,639	\$ 11,376,373
Accounts receivable and accrued billings	27,155,515	22,236,071
Real estate inventory	5,137,139	—
Costs and estimated earnings in excess of billings on uncompleted contracts	14,216,479	12,030,000
Income taxes receivable	1,069,445	1,220,527
Residential properties under construction	203,075	8,244,995
Prepaid expenses	1,563,796	634,069
Other current assets	867,915	1,835,743
Total current assets	<u>65,251,003</u>	<u>57,577,778</u>
Property, buildings and equipment, at cost, net of accumulated depreciation of \$45,402,205 in 2019 and \$43,060,083 in 2018	<u>56,588,575</u>	<u>48,927,055</u>
Deferred charges and other assets		
Land and land development costs	4,561,742	4,680,080
Cash surrender value of life insurance	546,134	547,009
Restricted cash	25,980	25,980
Goodwill	101,407	101,407
Intangibles, net of accumulated amortization of \$339,676 in 2019 and \$324,634 in 2018	674,124	689,166
Other assets	3,215,736	—
Total deferred charges and other assets	<u>9,125,123</u>	<u>6,043,642</u>
Total assets	<u>\$ 130,964,701</u>	<u>\$ 112,548,475</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	\$ 18,116,933	\$ 15,999,157
Billings in excess of costs and estimated earnings on uncompleted contracts	1,091,720	1,165,002
Current portion of other long-term debt	115,528	113,855
Current portion of notes payable, net	12,301,391	7,161,890
Accrued remediation costs	65,136	60,101
Total current liabilities	<u>31,690,708</u>	<u>24,500,005</u>
Deferred income taxes	6,737,224	6,061,042
Accrued remediation costs, less current portion	421,455	436,982
Other long-term debt, less current portion, net	154,227	183,744
Notes payable, less current portion, net	30,246,381	21,731,024
Other accrued liabilities	490,938	30,246
Total liabilities	<u>69,740,933</u>	<u>52,943,043</u>
Commitments and contingencies (notes 4 and 6)	—	—
Stockholders' equity		
Preferred stock, \$1 par value, 5,000,000 shares authorized, none issued		
Common stock, \$.10 par value, 40,000,000 shares authorized; 27,813,772 shares issued 24,522,534 shares outstanding in 2019 and 24,590,243 shares outstanding in 2018	2,781,377	2,781,377
Additional paid-in capital	18,481,683	18,481,683
Retained earnings	43,400,812	41,621,191
Treasury stock, 3,291,238 shares in 2019 and 3,223,529 shares in 2018, at cost	(3,440,104)	(3,278,819)
Total stockholders' equity	<u>61,223,768</u>	<u>59,605,432</u>
Total liabilities and stockholders' equity	<u>\$ 130,964,701</u>	<u>\$ 112,548,475</u>

See accompanying notes to consolidated financial statements

THE GOLDFIELD CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)

	Three Months ended March 31,	
	2019	2018
Revenue		
Electrical construction	\$ 41,387,318	\$ 34,131,919
Real estate development	6,092,938	306,777
Total revenue	<u>47,480,256</u>	<u>34,438,696</u>
Costs and expenses		
Electrical construction	35,292,012	26,782,860
Real estate development	4,189,654	213,757
Selling, general and administrative	2,528,321	2,116,414
Depreciation and amortization	2,581,079	1,887,508
Gain on sale of property and equipment	(25,851)	(13,391)
Total costs and expenses	<u>44,565,215</u>	<u>30,987,148</u>
Total operating income	<u>2,915,041</u>	<u>3,451,548</u>
Other income (expense), net		
Interest income	11,552	6,789
Interest expense, net of amount capitalized	(351,992)	(189,617)
Other income, net	32,284	15,094
Total other expense, net	<u>(308,156)</u>	<u>(167,734)</u>
Income before income taxes	2,606,885	3,283,814
Income tax provision	827,264	878,139
Net income	<u>\$ 1,779,621</u>	<u>\$ 2,405,675</u>
Net income per share of common stock — basic and diluted	<u>\$ 0.07</u>	<u>\$ 0.09</u>
Weighted average shares outstanding — basic and diluted	<u>24,526,165</u>	<u>25,451,354</u>

See accompanying notes to consolidated financial statements

THE GOLDFIELD CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Three Months ended March 31,	
	2019	2018
Cash flows from operating activities		
Net income	\$ 1,779,621	\$ 2,405,675
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	2,581,079	1,887,508
Amortization of debt issuance costs	6,741	5,399
Right of use asset amortization	1,102,853	—
Deferred income taxes	676,182	(80,321)
Gain on sale of property and equipment	(25,851)	(13,391)
Other losses	875	1,001
Changes in operating assets and liabilities		
Accounts receivable and accrued billings	(4,919,444)	5,071,424
Costs and estimated earnings in excess of billings on uncompleted contracts	(2,186,479)	(7,622,964)
Residential properties under construction	8,041,920	(1,169,662)
Real estate inventory	(5,137,139)	—
Income taxes receivable	151,082	619,552
Prepaid expenses and other assets	(4,280,488)	(222,777)
Land and land development costs	118,338	(434,031)
Income taxes payable	—	348,708
Accounts payable and accrued liabilities	5,755,489	2,170,465
Operating lease liabilities	(1,105,910)	—
Billings in excess of costs and estimated earnings on uncompleted contracts	(73,282)	(60,634)
Accrued remediation costs	(10,492)	(8,976)
Net cash provided by operating activities	<u>2,475,095</u>	<u>2,896,976</u>
Cash flows from investing activities		
Proceeds from disposal of property and equipment	93,364	70,500
Purchases of property, buildings and equipment	(12,366,181)	(3,374,256)
Net cash used in investing activities	<u>(12,272,817)</u>	<u>(3,303,756)</u>
Cash flows from financing activities		
Purchases of treasury stock	(161,285)	—
Proceeds from notes payable	15,500,000	—
Repayments on notes payable	(1,794,000)	(1,530,000)
Other long-term debt repayments	(27,844)	(26,266)
Debt issuance costs	(57,883)	—
Net cash provided by (used in) financing activities	<u>13,458,988</u>	<u>(1,556,266)</u>
Net increase (decrease) in cash, cash equivalents and restricted cash	3,661,266	(1,963,046)
Cash, cash equivalents and restricted cash at beginning of the period	11,402,353	18,631,784
Cash, cash equivalents and restricted cash at end of the period	<u>\$ 15,063,619</u>	<u>\$ 16,668,738</u>
Supplemental disclosure of cash flow information		
Interest paid, net of amounts capitalized	\$ 307,113	\$ 188,194
Income taxes paid (refunded), net	\$ —	\$ (9,800)
Supplemental disclosure of non-cash investing		
Liability for equipment acquired	\$ 192,505	\$ 523,047
Equipment funded by other long-term debt	\$ 269,755	\$ 378,734

See accompanying notes to consolidated financial statements

THE GOLDFIELD CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(UNAUDITED)

	<u>Common stock</u>		<u>Additional paid-in capital</u>	<u>Retained earnings</u>	<u>Treasury stock</u>	<u>Total stockholders' equity</u>
	<u>Shares</u>	<u>Amount</u>				
Balance as of December 31, 2018	27,813,772	\$ 2,781,377	\$ 18,481,683	41,621,191	\$ (3,278,819)	\$ 59,605,432
Repurchase of stock					(161,285)	(161,285)
Net income	—	—	—	1,779,621	—	1,779,621
Balance as of March 31, 2019	<u>27,813,772</u>	<u>\$ 2,781,377</u>	<u>\$ 18,481,683</u>	<u>\$ 43,400,812</u>	<u>\$ (3,440,104)</u>	<u>\$ 61,223,768</u>

	<u>Common stock</u>		<u>Additional paid-in capital</u>	<u>Retained earnings</u>	<u>Treasury stock</u>	<u>Total stockholders' equity</u>
	<u>Shares</u>	<u>Amount</u>				
Balance as of December 31, 2017	27,813,772	\$ 2,781,377	\$ 18,481,683	36,593,440	\$ (1,308,187)	\$ 56,548,313
Repurchase of stock					—	—
Net income	—	—	—	2,405,675	—	2,405,675
Balance as of March 31, 2018	<u>27,813,772</u>	<u>\$ 2,781,377</u>	<u>\$ 18,481,683</u>	<u>\$ 38,999,115</u>	<u>\$ (1,308,187)</u>	<u>\$ 58,953,988</u>

See accompanying notes to consolidated financial statements

THE GOLDFIELD CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Note 1 – Organization and Summary of Significant Accounting Policies

Overview

The Goldfield Corporation (the “Company”) was incorporated in Wyoming in 1906 and subsequently reincorporated in Delaware in 1968. The Company’s principal line of business is the construction of electrical infrastructure for the utility industry and industrial customers and to a considerably lesser extent real estate development. The principal market for the Company’s electrical construction operation is primarily in the Southeast, mid-Atlantic and Texas-Southwest regions of the United States.

Basis of Financial Statement Presentation

In the opinion of management, the accompanying unaudited interim consolidated financial statements include all adjustments necessary to present fairly the Company’s financial position, results of operations, and changes in cash flows for the interim periods reported. These adjustments are of a normal recurring nature. All financial statements presented herein are unaudited with the exception of the consolidated balance sheet as of December 31, 2018, which was derived from the audited consolidated financial statements. The results of operations for the interim periods shown in this report are not necessarily indicative of results to be expected for the year. These statements should be read in conjunction with the consolidated financial statements included in the Company’s annual report on Form 10-K for the year ended December 31, 2018.

Allowance for Doubtful Accounts

The allowance for doubtful accounts is the Company’s best estimate of the amount of probable credit losses in the Company’s existing accounts receivable. The Company determines the allowance based on customer specific information and historical write-off experience. The Company reviews its allowance for doubtful accounts quarterly. Account balances are charged off against the allowance after reasonable means of collection have been exhausted and the potential for recovery is considered remote. As of March 31, 2019 and December 31, 2018, upon its review, management determined it was not necessary to record an allowance for doubtful accounts due to the majority of accounts receivable being generated by electrical utility customers whom the Company considers creditworthy based on timely collection history and other considerations.

Use of Estimates

Management of the Company has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these consolidated financial statements in conformity with U.S. generally accepted accounting principles. Actual results could differ from those estimates. Management considers the most significant estimates in preparing these consolidated financial statements to be the estimated costs at completion of electrical construction contracts in progress.

Fair Value of Financial Instruments

The Company’s financial instruments include cash and cash equivalents, accounts receivable and accrued billings, restricted cash collateral deposited with insurance carriers, cash surrender value of life insurance policies, accounts payable, notes payable, and other current liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The fair value guidance establishes a valuation hierarchy, which requires maximizing the use of observable inputs when measuring fair value.

The three levels of inputs that may be used are:

Level 1 - Quoted market prices in active markets for identical assets or liabilities.

Level 2 - Observable market based inputs or other observable inputs.

Level 3 - Significant unobservable inputs that cannot be corroborated by observable market data. These values are generally determined using valuation models incorporating management’s estimates of market participant assumptions.

Fair values of financial instruments are estimated through the use of public market prices, quotes from financial institutions, and other available information. Management considers the carrying amounts reported on the consolidated balance sheets for cash and cash equivalents, accounts receivable and accrued billings, accounts payable and accrued liabilities, to approximate fair value due to the immediate or short-term maturity of these financial instruments. The Company has determined the fair value of its fixed rate other long-term debt to be \$263,000 using an interest rate of 4.29% (Level 2 input), which is the Company's current interest rate on borrowings. The Company's carrying value of long-term notes payable are estimated by management to approximate fair value since the interest rates prescribed by Branch Banking and Trust Company (the "Bank") are variable market interest rates and are adjusted periodically, and as such, are classified as Level 2. Restricted cash is considered by management to approximate fair value due to the nature of the asset held in a secured interest bearing bank account. The carrying value of cash surrender value of life insurance is also considered by management to approximate fair value as the carrying value is based on the current settlement value under the contract, as provided by the carrier and as such, is classified as Level 2.

Land and Land Development Costs and Residential Properties Under Construction

The costs of a land purchase and any development expenses up to the initial construction phase of any residential property development project are recorded under the asset "land and land development costs." Once construction commences, both the land development costs and construction costs are recorded under the asset "residential properties under construction." The assets "land and land development costs" and "residential properties under construction" relating to specific projects are recorded as current assets when the estimated project completion date is less than one year from the date of the consolidated financial statements, or as non-current assets when the estimated project completion date is one year or more from the date of the consolidated financial statements.

In accordance with Accounting Standards Codification ("ASC") 360-10, *Accounting for the Impairment or Disposal of Long-lived Assets*, land and residential properties under construction are reviewed by the Company for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If the carrying amount or basis is not expected to be recovered, impairment losses are recorded and the related assets are adjusted to their estimated fair value. The fair value of an asset is the amount at which that asset could be bought or sold in a current transaction between willing parties, other than in a forced or liquidation sale. The Company also complies with ASC 820, *Fair Value Measurement*, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The Company did not record an impairment write-down to either of its land carrying value or residential properties under construction carrying value for either of the three months ended March 31, 2019 and 2018.

Restricted Cash

The Company's restricted cash includes cash deposited in a secured interest bearing bank account, as required by the Collateral Trust Agreement in connection with the Company's previous workers' compensation insurance policy, as described in note 10 *Restricted Cash*.

Goodwill and Intangible Assets

Intangible assets with finite useful lives recorded in connection with a historical acquisition are amortized over the term of the related contract or useful life, as applicable. Intangible assets held by the Company with finite useful lives include customer relationships and trademarks. The Company reviews the values recorded for intangible assets and goodwill to assess recoverability from future operations annually or whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. As of December 31, 2018, the Company assessed the recoverability of its long-lived assets and goodwill, by reviewing relevant events and circumstances to evaluate the qualitative factors in addition to the quantitative impairment test. As a result, there was no impairment of the carrying amounts of such assets.

Reclassifications

Certain amounts previously reflected for the three months ended March 31, 2018 in the revenue disaggregation table within note 8 *ASC606 Revenue Recognition and Significant Accounting Policies Disclosures* have been reclassified from the "Texas-Southwest" regions to "Other electrical construction," since these amounts were associated with storm work. This reclassification had no impact on the total revenue reported for electrical construction operations. The amounts reclassified for the three months ended March 31, 2018 totaled \$922,000. Certain amounts reflected as of December 31, 2018 in the assets table within note 13 *Business Segment Information* have been reclassified to conform to the total assets presentation as of March 31, 2019. This reclassification had no impact on the total assets reported as of December 31, 2018.

Recent Accounting Pronouncements

In February 2016, Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Updates (“ASU”) 2016-02, ASC 842 *Leases* to increase transparency and comparability among organizations by recognizing all lease transactions (with terms in excess of 12 months) on the balance sheet as a lease liability and a right-of-use asset (as defined). ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with earlier application permitted. On January 1, 2019, the Company adopted the accounting pronouncement issued using the modified retrospective method. The Company elected the “package of practical expedients” permitted under the transition guidance within the new standard, which among other things, allowed the Company to carry forward the historical lease classification. In addition, the Company elected not to utilize the hindsight practical expedient to determine the lease term for existing leases. The Company elected the short-term lease recognition exemption for all leases that qualify. This means, for those leases that qualify, the Company did not recognize right-of-use assets or lease liabilities, including not recognizing right-of-use assets or lease liabilities for existing short-term leases of those assets in transition. The Company adopted this pronouncement utilizing the transition practical expedient added by the FASB, which eliminates the requirement that entities apply the new lease standard to the comparative periods presented in the year of adoption. The Company also elected the practical expedient to not separate lease and non-lease components. Expenses associated with leases will continue to be recognized in a manner similar to previous accounting guidance. The adoption of this accounting pronouncement resulted in the recognition of operating lease right-of-use assets and associated lease liabilities on our balance sheet of \$4.3 million and \$4.3 million, respectively, as of January 1, 2019. Additional required disclosures have been included within note 12 *Leases*. The adoption of this standard did not have an impact on the Company’s retained earnings, liquidity, results of operations or its compliance with its debt covenants. The Company modified existing controls and processes to support the adoption of the new lease accounting standard that the Company adopted as of January 1, 2019.

In January 2017, the FASB issued ASU 2017-04, which eliminates Step 2 of the current goodwill impairment test. A goodwill impairment loss will instead be measured at the amount by which a reporting unit’s carrying value exceeds its fair value, not to exceed the recorded amount of goodwill allocated to that reporting unit. The provisions of this ASU are effective for years beginning after December 15, 2019, with early adoption permitted for any impairment test performed on testing dates after January 1, 2017. The Company is currently assessing the impact that adoption will have on its consolidated financial statements however, the Company does not expect this ASU to have a significant impact on its consolidated financial statements.

Note 2 – Contract Assets and Contract Liabilities

On January 1, 2018 the Company adopted the new accounting standard ASC 606 and all the related amendments (“new revenue standard”) to all applicable contracts using the modified retrospective method. Applicable contracts did not include contracts considered substantially complete. Contracts that were modified before the beginning of the earliest period presented were not retrospectively restated. Instead, the Company reflected the aggregate effect of all modifications when identifying the satisfied and unsatisfied performance obligations, determining the transaction price and allocating the transaction price as of the date of adoption. Adoption of this standard did not result in significant changes to the Company’s accounting policies, business processes, systems or controls, or have a material impact on its financial position, results of operations and cash flows.

The following table presents the net contract assets and liabilities for the electrical construction operations as of the dates indicated:

	March 31,	December 31,	
	2019	2018	\$ Change
Contract assets (1)	\$ 14,216,479	\$ 12,030,000	\$ 2,186,479
Contract liabilities (2)	(1,874,860)	(1,845,049)	(29,811)
Net contract assets	<u>\$ 12,341,619</u>	<u>\$ 10,184,951</u>	<u>\$ 2,156,668</u>

(1) Contract assets consist of amounts under the caption “Costs and estimated earnings in excess of billings on uncompleted contracts.”

(2) Contract liabilities consist of the aggregate of amounts presented under the caption “Billings in excess of costs and estimated earnings on uncompleted contracts” and any contract loss accruals included in “Accounts payable and accrued liabilities.”

The following table presents the changes in the net contract assets and liabilities for the dectrical construction operations for the three months ended March 31, 2019:

	\$ Change Three Months Ended March 31, 2019
Cumulative adjustment due to changes in contract values ⁽¹⁾	\$ 1,529,435
Cumulative adjustment due to changes in estimated costs at completion	(2,165,818)
Revenue recognized in the period	30,392,110
Amounts reclassified to receivables	(27,495,966)
Impairment of contract assets ⁽²⁾	(103,093)
Total	<u>\$ 2,156,668</u>

(1) Amount attributable to contract modifications accounted for on a cumulative catch-up basis where the customer has approved a change in the scope or price of the contract, where the modification is treated as part of the existing contract and where the remaining goods and services are not distinct.

(2) Adjustment amount due to changes in contract losses.

For the three months ended March 31, 2019, \$939,000 of the total revenue recognized in the current period was attributable to the contract liability billings in excess of costs and estimated earnings on uncompleted contracts' balance as of December 31, 2018.

Note 3 – Income Taxes

The following table presents the provision for income tax and the effective tax rates from continuing operations for the three months ended March 31 as indicated:

	Three Months ended March 31,	
	2019	2018
Income tax provision	\$ 827,264	\$ 878,139
Effective income tax rate	31.7 %	26.7 %

The Company's expected tax rate for the year ending December 31, 2019, which was calculated based on the estimated annual operating results for the year, is 31.7%. The expected tax rate differs from the federal statutory rate of 21% due to state income taxes and nondeductible expenses.

The Company's effective tax rate for the three months ended March 31, 2019 was 31.7% and reflects the annual expected tax rate for 2019. The effective tax rate for the three months ended March 31, 2018 was 26.7%, which differs from the federal statutory rate of 21% due to state income taxes and nondeductible expenses. The increase in the 2019 expected tax rate when compared to 2018 is attributable to an increase in the 2019 estimated nondeductible expenses.

The Company accounts for income taxes in accordance with ASC 740, *Income Taxes*, which establishes the recognition requirements. Deferred tax assets and liabilities are recognized for the future tax effects attributable to temporary differences and carryforwards between the financial statement carrying amounts of existing assets and liabilities and the respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

As of March 31, 2019, the Company's deferred tax liabilities are primarily comprised of tax depreciation in excess of book depreciation and are offset by deferred tax assets, largely comprised of accrued vacation, accrued workers' compensation claims, inventory adjustments, accrued remediation costs, interest limitations, percentage of completion capitalized cost method on long-term real estate construction, federal net operating loss carryovers and state bonus depreciation carryovers. The carrying amounts of deferred tax assets are reduced by a valuation allowance, if based on the available evidence, it is more likely than not such assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the deferred tax assets are expected to be recovered or settled. In the assessment for a valuation allowance, appropriate consideration is given to positive and negative evidence related to the realization of the deferred tax assets. This assessment considers, among other matters, the nature, frequency and severity of current and cumulative losses, forecasts of future profitability and tax planning alternatives. If the Company determines it will not be able to realize all or part of the deferred tax assets, a valuation allowance would be recorded to reduce deferred tax assets to the amount that is more likely than not to be realized.

Based on assumptions with respect to forecasts of future taxable income and tax planning, among others, the Company anticipates being able to generate sufficient taxable income to utilize the deferred tax assets. Therefore, the Company has not recorded a valuation allowance against deferred tax assets. The minimum amount of future taxable income required to be generated to fully realize the deferred tax assets as of March 31, 2019 is approximately \$10.7 million.

The Company has gross unrecognized tax benefits of \$4,000 and \$5,000 as of March 31, 2019 and December 31, 2018, respectively. The Company believes that it is reasonably possible that the liability for unrecognized tax benefits related to certain state income tax matters may be settled within the next twelve months. The federal statute of limitation has expired for tax years prior to 2014 and relevant state statutes vary. The Company is currently not under any income tax audits or examinations and does not expect the assessment of any significant additional tax in excess of amounts provided.

The Company accrues interest and penalties related to unrecognized tax benefits as interest expense and other general and administrative expenses, respectively, and not as a component of income taxes.

Note 4 – Commitments and Contingencies Related to Discontinued Operations

Discontinued operations represent former mining activities, the last of which ended in 2002. Pursuant to an agreement with the United States Environmental Protection Agency (the “EPA”), the Company performed certain remediation actions at a property sold over fifty years ago. This remediation work was completed by September 30, 2015. The Company has established a contingency provision related to discontinued operations, which was \$487,000 and \$497,000, as of March 31, 2019 and December 31, 2018, respectively. No change to the provision was required for either of the three months ended March 31, 2019 and 2018.

The remaining balance of the accrued remediation costs as of March 31, 2019 mainly represents estimated future charges for EPA response costs, monitoring of the property, and legal costs. The total costs to be incurred in future periods may vary from this estimate. The amounts recorded in the aforementioned contingency provision are not discounted. The provision will be reviewed periodically based upon facts and circumstances available at the time.

Note 5 – Notes Payable and Other Long-Term Debt

Notes Payable

The following table presents the balances of notes payable as of the dates indicated:

Branch Banking and Trust Company	Maturity Date	March 31, 2019	December 31, 2018	Interest Rates	
				March 31, 2019	December 31, 2018
Working Capital Loan	November 28, 2020	\$ 5,000,000	\$ 5,000,000	4.29 %	4.31 %
\$38.2 Million Equipment Loan	March 9, 2024	37,626,000	23,920,000	4.29 %	4.31 %
\$ 4.5 Million Equipment Loan	March 7, 2024	—	—	— %	— %
Total notes payable		42,626,000	28,920,000		
Less unamortized debt issuance costs		78,228	27,086		
Total notes payable, net		42,547,772	28,892,914		
Less current portion of notes payable, net		12,301,391	7,161,890		
Notes payable net, less current portion		\$ 30,246,381	\$ 21,731,024		

As of March 31, 2019, the Company, and the Company’s wholly owned subsidiaries Southeast Power, Pineapple House of Brevard, Inc. (“Pineapple House”), Bayswater Development Corporation (“Bayswater”), Power Corporation of America (“PCA”), Precision Foundations, Inc. (“PFI”) and C and C Power Line, Inc. (“C&C”), collectively (the “Debtors,”) were parties to a Master Loan Agreement, dated May 24, 2018 (the “2018 Master Loan Agreement”), with Branch Banking and Trust Company (the “Bank”). On March 7, 2019, the Company, the Debtors and the Bank entered into a First Amendment to the 2018 Master Loan Agreement (the “Amendment”). The Amendment reflects new loans and modifications of loans, which are governed by the 2018 Master Loan Agreement and which were also entered into on March 7, 2019.

As of March 31, 2019, the Company had a promissory note and a series of related ancillary agreements with the Bank under the 2018 Master Loan Agreement and the Amendment, providing for a revolving line of credit loan for a maximum principal amount of \$18.0 million (the "Working Capital Loan"). Borrowings under the Working Capital Loan were \$5.0 million, as of both March 31, 2019 and December 31, 2018. On April 12, 2019 the Company paid the Working Capital Loan balance.

As a credit guarantor to the Bank, the Company is contingently liable for the guaranty of a subsidiary obligation under an irrevocable letter of credit related to workers' compensation. The amount of this letter of credit was \$575,000 as of both March 31, 2019 and December 31, 2018, respectively.

On March 7, 2019, the Company, the Debtors and the Bank entered into a modification of the \$27.49 Million Equipment Loan, increasing it to a \$38.2 million equipment loan (as increased, the "\$38.2 Million Equipment Loan") and a new \$4.5 million equipment promissory note (the "\$4.5 Million Equipment Loan").

Borrowings of \$22.7 million, outstanding as of March 7, 2019, plus accrued interest under the \$27.49 Million Equipment Loan continue under the \$38.2 Million Equipment Loan. The \$15.5 million balance remaining on the \$38.2 Million Equipment Loan was drawn by the Company on March 8, 2019 for equipment purchases that were made on or after August 1, 2018. Borrowings under the \$38.2 Million Equipment Loan were \$37.6 million as of March 31, 2019 and borrowings under the \$27.49 Million Equipment Loan (as predecessor to the \$38.2 Million Equipment Loan) were \$23.9 million as of December 31, 2018.

Under the documentation related to the \$38.2 Million Equipment Loan, principal payments of \$598,000 plus accrued interest commenced on March 9, 2019 and will continue monthly thereafter until and including the payment due on December 9, 2019. On January 9, 2020, equal monthly principal payments of \$650,000, plus accrued interest, commenced and will continue monthly thereafter until the March 9, 2024 maturity date.

Under the documentation related to the \$4.5 Million Equipment Loan, borrowings will be made only for the purchase of equipment currently held by the Company under master lease agreements and will not exceed the cost of the lease buy-out. Interest only payments on any amounts drawn commenced on April 7, 2019, and will continue monthly through and including the payment due on March 7, 2020. Thereafter, principal payments on any amounts drawn of \$93,750 plus accrued interest will commence on April 7, 2020, and continue monthly thereafter until and including the payment due on March 7, 2024.

As of March 31, 2019, all loan agreements between the Debtors and the Bank, under the 2018 Master Loan Agreement and the Amendment, are guaranteed by the Debtors and include the grant of a continuing security interest in all now owned and after acquired and wherever located personal property of the Debtors.

The Working Capital Loan, the \$38.2 Million Equipment Loan and the \$4.5 Million Equipment Loan each bear interest at a rate per annum equal to one month LIBOR (as defined in the documentation related to each loan) plus 1.80%, which will be adjusted monthly and subject to a maximum rate as described in the documentation related to each loan.

The Company's debt arrangements contain various financial and other covenants including, but not limited to: minimum tangible net worth, maximum debt to tangible net worth ratio and fixed charge coverage ratio. Other loan covenants prohibit, among other things, a change in legal form of the Company, and entering into a merger or consolidation. The loans also have cross-default provisions whereby any default under any loans of the Company (or its subsidiaries) with the Bank, will constitute a default under all of the other loans of the Company (and its subsidiaries) with the Bank.

Other Long-Term Debt

As of March 31, 2019, the Company had an equipment purchase loan agreement for a specialty piece of equipment to be used in the Company's electrical construction operations in the amount of \$405,000 plus interest and sales tax. The agreement requires monthly payments of \$10,687 plus interest at a 5.85% fixed rate. The loan matures on June 14, 2021 and permits prepayment without penalties.

Note 6 – Commitments and Contingencies

Performance Bonds

In certain circumstances, the Company is required to provide performance bonds to secure its contractual commitments. Management is not aware of any performance bonds issued for the Company that have ever been called by a customer. As of March 31, 2019, outstanding performance bonds issued on behalf of the Company's electrical construction subsidiaries amounted to approximately \$46.8 million.

Collective Bargaining Agreements

C&C, one of the Company's electrical construction subsidiaries, is party to collective bargaining agreements with unions representing workers performing field construction operations. The collective bargaining agreements expire at various times and have typically been renegotiated and renewed on terms similar to the ones contained in the expiring agreements. The agreements require the subsidiary to pay specified wages, provide certain benefits to their respective union employees and contribute certain amounts to multi-employer pension plans and employee benefit trusts. The subsidiary's multi-employer pension plan contribution rates generally are specified in the collective bargaining agreements (usually on an annual basis), and contributions are made to the plans on a "pay-as-you-go" basis based on such subsidiary's union employee payrolls, which cannot be determined for future periods because contributions depend on, among other things, the number of union employees that such subsidiary employs at any given time; the plans in which it may participate vary depending on the projects it has ongoing at any time; and the need for union resources in connection with those projects. If the subsidiary withdraws from, or otherwise terminates its participation in, one or more multi-employer pension plans, or if the plans were to otherwise become substantially underfunded, such subsidiary could be assessed liabilities for additional contributions related to the underfunding of these plans. The Company is not aware of any amounts of withdrawal liability that have been incurred as a result of a withdrawal by C&C from any multi-employer defined benefit pension plans.

Legal Proceedings

The Company is involved in various legal claims arising in the ordinary course of business. The Company has concluded that the ultimate disposition of these matters should not have a material adverse effect on the Company's consolidated financial position, results of operations, or liquidity.

Note 7 – Income Per Share of Common Stock

Basic income per common share is computed by dividing net income by the weighted average number of common stock shares outstanding during the period. Diluted income per share reflects the potential dilution that could occur if common stock equivalents, such as stock options outstanding, were exercised into common stock that subsequently shared in the earnings of the Company.

As of March 31, 2019 and 2018, the Company had no common stock equivalents. The computation of the weighted average number of common stock shares outstanding excludes 3,291,238 and 2,362,418 shares of Treasury Stock for each of the three months ended March 31, 2019 and 2018, respectively.

Note 8 – ASC 606 Revenue Recognition and Significant Accounting Policies Disclosures

On January 1, 2018, the Company adopted the new revenue standard ASC 606 and all the related amendments ("new revenue standard"). Adoption of this standard did not result in significant changes to the Company's accounting policies, business processes, systems or controls, or have a material impact on its financial position, results of operations and cash flows. The Company concluded that the cumulative effect of initially applying the new revenue standard was immaterial and consequently did not record an adjustment to the opening balance of retained earnings.

The Company's significant accounting policies are detailed in "Note 1: Organization and Summary of Significant Accounting Policies" within Item 8 of the Company's Annual Report on Form 10-K for the year ended December 31, 2018. The Company's accounting policies as a result of adopting the new revenue standard are discussed below.

To determine the proper revenue recognition method for contracts for electrical construction services, the Company evaluates whether two or more contracts should be combined and accounted for as one single contract and whether the combined or single contract should be accounted for as more than one performance obligation. This evaluation requires significant judgment and the decision to combine a group of contracts or separate the combined or single contract into multiple performance obligations could change the amount of revenue and profit recorded in a given period. For most of the contracts, the Company provides a significant service of integrating a complex set of tasks and components into a single project or capability. Hence, the entire contract is accounted for as one performance obligation. However, less likely, if a contract is separated into more than one performance obligation, the Company allocates the total transaction price for each performance obligation in an amount based on the estimated relative stand-alone selling prices of the promised goods or services underlying each performance obligation.

The Company accounts for a contract when it has approval and commitment from both parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable. The Company generally recognizes revenue over time as it performs because of continuous transfer of control to the customer. Because of control transferring over time, revenue is recognized based on the extent of progress towards completion of the performance obligation. The cost-to-cost measure of progress is generally used for its contracts because it best depicts the transfer of control to the customer which occurs as the Company incurs costs on the contracts. Under the cost-to-cost measure of progress, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation. Revenue is recorded proportionally as costs are incurred.

Due to the nature of the work required to be performed on many of the performance obligations, the estimation of total revenue and cost at completion is complex, subject to many variables and requires significant judgment. The Company estimates variable consideration at the most likely amount which the Company expects to receive. The Company includes estimated amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. The estimates of variable consideration and determination of whether to include estimated amounts in the transaction price are based largely on an assessment of all information (historical, current and forecasted) that is reasonably available to the Company.

Contracts are often modified to account for changes in contract specifications and requirements. The Company considers contract modifications to exist when the modification either creates new or changes the existing enforceable rights and obligations. Most of the contract modifications are for goods or services that are not distinct from the existing contract due to the significant integration service provided in the context of the contract and are accounted for as if they were part of that existing contract. The effect of a contract modification on the transaction price and our measure of progress for the performance obligation to which it relates is recognized as an adjustment to revenue (either as an increase in or a reduction of revenue) on a cumulative catch-up basis.

The Company has a standard and disciplined quarterly estimated costs at completion process in which management reviews the progress and execution of our performance obligations. Management must make assumptions and estimates regarding labor productivity and availability, the complexity of the work to be performed, the availability of materials, the length of time to complete the performance obligation (e.g., to estimate increases in wages and prices for materials and related support cost allocations), and execution by our subcontractors, among other variables. Based on this analysis, any quarterly adjustments to net revenue, cost of electrical construction revenue and the related impact to operating income are recognized as necessary in the period they become known.

The following table disaggregates the Company's revenue for the three months ended March 31 as indicated:

	Three Months ended March 31,	
	2019	2018
Electrical construction operations (1)		
Southeast	\$ 19,350,874	\$ 11,984,171
mid-Atlantic	12,053,703	9,274,423
Texas-Southwest (3)	9,540,921	11,281,343
Other electrical construction (2), (3)	441,820	1,591,982
Total	41,387,318	34,131,919
Real estate development operations	6,092,938	306,777
Total revenue	<u>\$ 47,480,256</u>	<u>\$ 34,438,696</u>

(1) Principal electrical construction operations include revenue from transmission lines, distribution systems, substations and drilled pier foundations.

(2) Other electrical construction includes revenue from storm work, fiber optics and other miscellaneous electrical construction items.

(3) Amounts have been reclassified from the "Texas-Southwest" regions to "Other electrical construction," for the presentation of the three months ended March 31, 2018, since these amounts are associated with storm work. This reclassification had no impact on the total revenue reported for electrical construction operations. The amounts reclassified for the three months ended March 31, 2018 totaled \$922,000.

The aggregate amount of the transaction price allocated to performance obligations that are unsatisfied as of March 31, 2019 was \$39.9 million, all of which is expected to be satisfied within the next twelve months.

Note 9 – Customer Concentration

For the three months ended March 31, 2019 and 2018, the three largest customers accounted for 55.7% and 68.2%, respectively, of the Company’s total revenue.

Note 10 – Restricted Cash

Restricted cash, reported under “Deferred charges and other assets” on the Company’s consolidated balance sheet, represents amounts deposited in a trust account to secure the Company’s obligations in connection with the Company’s previous workers’ compensation insurance policy.

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the balance sheet that sum to the total of the same such amounts shown in the statement of cash flows as of the dates indicated:

	March 31, 2019	December 31, 2018
Cash and cash equivalents	\$ 15,037,639	\$ 11,376,373
Restricted cash	25,980	25,980
Cash, cash equivalents and restricted cash shown in the consolidated statement of cash flows	<u>\$ 15,063,619</u>	<u>\$ 11,402,353</u>

Note 11 – Goodwill and Other Intangible Assets

The following table presents the gross and net balances of our goodwill and intangible assets as of the dates indicated:

	March 31, 2019				December 31, 2018		
	Useful Life (Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Indefinite-lived and non-amortizable acquired intangible assets							
Goodwill	Indefinite	\$ 101,407	\$ —	\$ 101,407	\$ 101,407	\$ —	\$ 101,407
Definite-lived and amortizable acquired intangible assets							
Trademarks/Names	15	\$ 640,000	\$ (224,001)	\$ 415,999	\$ 640,000	\$ (213,334)	\$ 426,666
Customer relationships	20	350,000	(91,875)	258,125	350,000	(87,500)	262,500
Non-competition agreement	5	10,000	(10,000)	—	10,000	(10,000)	—
Other	1	13,800	(13,800)	—	13,800	(13,800)	—
Total		<u>\$ 1,013,800</u>	<u>\$ (339,676)</u>	<u>\$ 674,124</u>	<u>\$ 1,013,800</u>	<u>\$ (324,634)</u>	<u>\$ 689,166</u>

Amortization of definite-lived intangible assets will be approximately \$60,000 annually for 2019 through 2023.

Note 12 – Leases

In February 2016, the FASB issued ASU 2016-02, ASC 842 Leases to increase transparency and comparability among organizations by recognizing all lease transactions (with terms in excess of 12 months) on the balance sheet as a lease liability and a right-of-use asset (as defined). On January 1, 2019, the Company adopted the accounting pronouncement issued using the modified retrospective method. The Company elected the “package of practical expedients” permitted under the transition guidance within the new standard, which among other things, allowed the Company to carry forward the historical lease classification. In addition, the Company elected not to utilize the hindsight practical expedient to determine the lease term for existing leases. The Company elected the short-term lease recognition exemption for all leases that qualify. This means, for those leases that qualify, the Company did not recognize right-of-use assets or lease liabilities, including not recognizing right-of-use assets or lease liabilities for existing short-term leases of those assets in transition. The Company also elected the practical expedient to not separate lease and non-lease components. Adoption of the new standard resulted in the recording of additional operating right-of-use assets and operating lease liabilities of approximately \$4.3 million and \$4.3 million, respectively, as of January 1, 2019. The adoption of this standard did not impact the Company’s retained earnings liquidity, results of operations or its compliance with its debt covenants. The Company modified existing controls and processes to support the adoption of the new lease accounting standard that the Company adopted as of January 1, 2019.

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From time to time, the Company enters into leases primarily for the electrical construction operation's equipment needs and to a lesser extent office facilities. These leases allow the Company to conserve cash by paying a monthly lease rental fee for the use of equipment rather than purchasing them. The Company's leases have remaining terms ranging from months to four years, some of which may include options to extend the lease term. Currently, all of the Company's leases contain fixed payment terms. Additionally, all of our month-to-month leases are cancelable by the Company, at any time and are not included in our right-of-use asset or liability. At March 31, 2019, the Company had no leases with residual value guarantees. Typically, the Company has purchase options on the equipment underlying its long-term leases and many of its short-term rental arrangements. The Company may exercise some of these purchase options when the need for equipment is on-going and the purchase option price is attractive.

Financing Leases

The Company currently does not have any leases that are classified as financing leases under ASC 842 *Leases*.

Operating Right of Use Leases

Operating right-of-use leases are reported under "Other assets," on the Company's consolidated balance sheet. The current portion operating lease liabilities are reported under "Accounts payable and accrued liabilities" and the non-current portion is reported under "Other accrued liabilities," respectively on the Company's consolidated balance sheet. Operating lease right-of-use assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As most of the Company's leases do not provide an implicit rate to calculate present value, the Company determines this rate, by estimating the Company's incremental borrowing rate, at the lease commencement date. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term.

The following table presents a summary of the Company's lease assets and lease liabilities as of March 31, 2019:

	Classification	March 31, 2019
Lease Assets		
Operating lease assets	Other assets	\$ 3,215,736
Lease Liabilities		
Current operating lease liabilities	Accounts payable and accrued liabilities	\$ 2,713,102
Non-current operating lease liabilities	Other accrued liabilities	490,938
Total lease liabilities		\$ 3,204,040

The total weighted-average discount rate and remaining lease term for the Company's operating leases was 4.31% and 1.29 years, respectively, as of March 31, 2019. Operating lease costs for the three months ended March 31, 2019 were \$1.2 million.

The following table presents the Company's maturity analysis of its operating lease liabilities as of March 31, 2019:

	March 31, 2019
2019	\$ 2,301,874
2020	858,904
2021	67,007
2022	64,100
2023	20,553
Total lease payments	\$ 3,312,438
Less: interest	(108,398)
Present value of lease liabilities	\$ 3,204,040

The following table provides the future minimum lease payments under operating leases having initial or remaining non-cancelable lease terms in excess of one year as of December 31, 2018:

	December 31, 2018
2019	\$ 3,613,980
2020	910,778
2021	88,469
2022 and beyond	114,466
Total minimum operating lease payments	\$ 4,727,693

Note 13 – Business Segment Information

Segment

The Company is currently involved in two segments, electrical construction and real estate development. There were no material amounts of sales or transfers between segments and no material amounts of foreign sales. Any inter-segment sales have been eliminated. Certain amounts reflected as of December 31, 2018 in the assets table within have been reclassified to conform to the total assets presentation as of March 31, 2019. This reclassification had no impact on the total assets reported as of December 31, 2018.

The following table sets forth certain segment information for the three months ended March 31 as indicated

	2019	2018
Continuing Operations		
Revenue		
Electrical construction	41,387,318	34,131,919
Real estate development	6,092,938	306,777
Total revenue	\$ 47,480,256	\$ 34,438,696
Operating expenses		
Electrical construction	38,353,612	29,087,925
Real estate development	4,888,792	431,035
Corporate	1,322,811	1,468,188
Total operating expenses	\$ 44,565,215	\$ 30,987,148
Operating income (loss)		
Electrical construction	3,033,706	5,043,994
Real estate development	1,204,146	(124,258)
Corporate	(1,322,811)	(1,468,188)
Total operating income	\$ 2,915,041	\$ 3,451,548
Other (expenses) income, net		
Electrical construction	(324,313)	(163,371)
Real estate development	(4,852)	(19,087)
Corporate	21,009	14,724
Total other expenses, net	\$ (308,156)	\$ (167,734)
Net income (loss) before taxes		
Electrical construction	2,709,393	4,880,623
Real estate development	1,199,294	(143,345)
Corporate	(1,301,802)	(1,453,464)
Total net income before taxes	\$ 2,606,885	\$ 3,283,814
Capital Expenditures		
Electrical construction	11,642,297	3,365,643
Real estate development	—	3,076
Corporate	723,884	5,537
Total	\$ 12,366,181	\$ 3,374,256
Depreciation and Amortization		
Electrical construction	2,552,235	1,858,465
Real estate development	5,674	4,348
Corporate	23,170	24,695
Total	\$ 2,581,079	\$ 1,887,508

Operating income (loss) equals total operating revenue less operating costs and expenses inclusive of depreciation and amortization, and selling, general and administrative expenses. Operating costs and expenses also include any gains or losses on the sale of property and equipment. Operating income (loss) excludes interest expense, interest income, other income and income taxes.

The following table sets forth assets by segment as of the dates indicated:

Assets	March 31, 2019	December 31, 2018
Electrical construction	110,523,633	93,625,017
Real estate development	14,104,568	14,557,323
Corporate	6,336,500	4,366,135
Total	<u>\$ 130,964,701</u>	<u>\$ 112,548,475</u>

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Forward-Looking Statements

We make “forward-looking statements” within the meaning of the “safe harbor” provision of the Private Securities Litigation Reform Act of 1995 throughout this document. You can identify these statements by forward-looking words such as “may,” “will,” “expect,” “anticipate,” “believe,” “estimate,” “plan,” and “continue” or similar words. We have based these statements on our current expectations about future events. Although we believe that our expectations reflected in or suggested by our forward-looking statements are reasonable, we cannot assure you that these expectations will be achieved. Our actual results may differ materially from what we currently expect. Factors that may affect the results of our operations include, among others: the level of construction activities by public utilities; the concentration of revenue from a limited number of utility customers; the loss of one or more significant customers; the timing and duration of construction projects for which we are engaged; our ability to estimate accurately with respect to fixed-price construction contracts; and heightened competition in the electrical construction field, including intensification of price competition. Other factors that may affect the results of our operations include, among others: adverse weather; natural disasters; effects of climate changes; changes in generally accepted accounting principles; ability to obtain necessary permits from regulatory agencies; our ability to maintain or increase historical revenue and profit margins; general economic conditions, both nationally and in our region; adverse legislation or regulations; availability of skilled construction labor and materials and material increases in labor and material costs; and our ability to obtain additional and/or renew financing. Other important factors which could cause our actual results to differ materially from the forward-looking statements in this document include, but are not limited to, those discussed in the “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” as well as those discussed elsewhere in this report and as set forth from time to time in our other public filings and public statements. In addition to the other information included in this report and our other public filings and releases, a discussion of factors affecting our business is included in our Annual Report on Form 10-K for the year ended December 31, 2018 under “Item 1A. Risk Factors” and should be considered while evaluating our business, financial condition, results of operations and prospects.

You should read this report in its entirety and with the understanding that our actual future results may be materially different from what we expect. We may not update these forward-looking statements, even in the event that our situation changes in the future, except as required by law. All forward-looking statements attributable to us are expressly qualified by these cautionary statements.

Overview

We are a provider of electrical construction services, primarily in the Southeast, mid-Atlantic and Texas-Southwest regions of the United States. To a considerably lesser extent we are a developer of real estate residential properties on the east coast of Central Florida. We report our results under two reportable segments, electrical construction and real estate development. For the three months ended March 31, 2019, our total consolidated revenue was \$47.5 million, a 37.9% increase from \$34.4 million in the same period in 2018.

Through our subsidiaries, Power Corporation of America (“PCA”), Southeast Power Corporation (“Southeast Power”), C and C Power Line, Inc. (“C&C”) and Precision Foundations, Inc. (“PFI”), we are engaged in the construction of electrical infrastructure for the utility industry and industrial customers. Southeast Power performs electrical contracting services including the construction of transmission lines, distribution systems, substations and other electrical services. Southeast Power is headquartered in Titusville, Florida and has additional offices in Bastrop, Texas and Spartanburg, South Carolina. C&C, headquartered in Jacksonville, Florida, is a full service electrical contractor that provides similar services as Southeast Power with a unionized workforce. PFI, headquartered in Port Orange, Florida, acquired its operating assets from Southeast Power in August 2018 and constructs drilled pier foundations and installs concrete poles, direct embeds and vibratory casings.

The electrical construction business is highly competitive and fragmented. We compete with other independent contractors, including larger regional and national firms that may have financial, operational, technical and marketing resources that exceed our own. We also face competition from existing and prospective customers establishing or augmenting in-house services and organizations that employ personnel who perform similar services as those provided by us. In addition, a significant portion of our electrical construction revenue is derived from a small group of customers that account for a substantial portion of our revenue in any given year. The revenue contribution by any single customer or group of customers may significantly fluctuate from period-to-period. For example, for the three months ended March 31, 2019 and 2018, three of our customers accounted for approximately 55.7% and 68.2% of our consolidated revenue, respectively. The loss of or decrease in current demand from one or more customers, if not replaced, may result in a material decrease in revenue, margin and profit.

Through our subsidiary Bayswater Development Corporation and its various subsidiaries (“Bayswater”), we are engaged in the acquisition, development, management and disposition of land and improved properties along the east coast of Central Florida. Bayswater is headquartered in Melbourne, Florida. Our customers are generally pre-retirement, retirement or second home buyers seeking higher quality, low maintenance residences.

When we use either of the terms “homes” or “units,” we mean our residential properties, which include detached single-family homes, townhomes and condominiums. References to our homebuilding revenues and similar references refer to revenues derived from the sales of our residential properties, in each case unless otherwise expressly stated or the context otherwise requires.

Critical Accounting Estimates

This discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). The preparation of these financial statements requires us to make estimates and judgments that affect the reported amount of assets, liabilities, revenue and expense, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, particularly those related to electrical construction contracts. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable, under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities, that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Our management has discussed the selection and development of our critical accounting policies, estimates, and related disclosures with the Audit Committee of the Board of Directors.

Revenue Recognition

Our significant accounting policies are detailed in “Note 1: Organization and Summary of Significant Accounting Policies” within Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2018.

Fixed-Price Electrical Construction Contracts

We account for a contract when it has approval and commitment from both parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable. We generally recognize revenue over time as we perform because of continuous transfer of control to the customer. Because of control transferring over time, revenue is recognized based on the extent of progress towards completion of the performance obligation. We generally use the cost-to-cost measure of progress for our contracts because it best depicts the transfer of control to the customer which occurs as we incur costs on our contracts. Under the cost-to-cost measure of progress, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation. Revenue is recorded proportionally as costs are incurred.

Due to the nature of the work required to be performed on many of our performance obligations, the estimation of total revenue and cost at completion is complex, subject to many variables and requires significant judgment. We estimate variable consideration at the most likely amount which we expect to receive. We include estimated amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Our estimates of variable consideration and determination of whether to include estimated amounts in the transaction price are based largely on an assessment of all information (historical, current and forecasted) that is reasonably available to us.

Contracts are often modified to account for changes in contract specifications and requirements. We consider contract modifications to exist when the modification either creates new or changes the existing enforceable rights and obligations. Most of our contract modifications are for goods or services that are not distinct from the existing contract due to the significant integration service provided in the context of the contract and are accounted for as if they were part of that existing contract. The effect of a contract modification on the transaction price and our measure of progress for the performance obligation to which it relates is recognized as an adjustment to revenue (either as an increase in or a reduction of revenue) on a cumulative catch-up basis.

We have a standard and disciplined quarterly estimated costs at completion process in which management reviews the progress and execution of our performance obligations. Management must make assumptions and estimates regarding labor productivity and availability, the complexity of the work to be performed, the availability of materials, the length of time to complete the performance obligation (e.g., to estimate increases in wages and prices for materials and related support cost allocations), execution by our subcontractors, among other variables. Based on this analysis, any quarterly adjustments to net revenue, cost of electrical construction revenue and the related impact to operating income are recognized as necessary in the period they become known.

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The accuracy of our revenue and profit recognition in a given period is almost solely dependent on the accuracy of our estimates of the cost to complete each project. Our projects can be complex and in almost every case the profit margin estimates for a project will either increase or decrease, to some extent, from the amount that was originally estimated at the time of bid. If a current estimate of total costs exceeds the total estimate of revenue to be earned, on a performance obligation, the projected loss is recognized in full when determined. Accrued contract losses were \$783,000 as of March 31, 2019 and \$680,000 as of December 31, 2018. The accrued contract losses as of March 31, 2019 resulted from weather and project productivity issues. The accrued contract losses as of December 31, 2018 are mainly attributable to transmission projects experiencing unexpected construction issues.

The following table disaggregates our revenue for the three months ended March 31 as indicated:

	Three Months ended March 31,	
	2019	2018
Electrical construction operations (1)		
Southeast	\$ 19,350,874	\$ 11,984,171
mid-Atlantic	12,053,703	9,274,423
Texas-Southwest (3)	9,540,921	11,281,343
Other electrical construction (2), (3)	441,820	1,591,982
Total	41,387,318	34,131,919
Real estate development operations	6,092,938	306,777
Total revenue	\$ 47,480,256	\$ 34,438,696

(1) Principal electrical construction operations include revenue from transmission lines, distribution systems, substations and drilled pier foundations.

(2) Other electrical construction includes revenue from storm work, fiber optics and other miscellaneous electrical construction items.

(3) Amounts have been reclassified from the "Texas-Southwest" regions to "Other electrical construction," for the presentation of the three months ended March 31, 2018, since these amounts are associated with storm work. This reclassification had no impact on the total revenue reported for electrical construction operations. The amounts reclassified for the three months ended March 31, 2018 totaled \$922,000.

The aggregate amount of the transaction price allocated to performance obligations that are unsatisfied as of March 31, 2019 was \$36.4 million, all of which is expected to be satisfied within the next twelve months.

RESULTS OF OPERATIONS**THREE MONTHS ENDED MARCH 31, 2019 COMPARED TO THREE MONTHS ENDED MARCH 31, 2018**

The following table presents our operating income (loss) from continuing operations for the three months ended March 31, 2019 and 2018:

	2019	2018
Electrical construction		
Revenue	\$ 41,387,318	\$ 34,131,919
Operating expenses		
Costs of goods sold	35,292,012	26,782,860
Selling, general and administrative	535,535	460,722
Depreciation and amortization	2,552,235	1,858,465
Gain on sale of property and equipment	(26,170)	(14,122)
Total costs and expenses	38,353,612	29,087,925
Operating income	<u>\$ 3,033,706</u>	<u>\$ 5,043,994</u>
Real estate development		
Revenue	\$ 6,092,938	\$ 306,777
Operating expenses		
Costs of goods sold	4,189,654	213,757
Selling, general and administrative	693,464	212,930
Depreciation and amortization	5,674	4,348
Total costs and expenses	4,888,792	431,035
Operating income (loss)	<u>\$ 1,204,146</u>	<u>\$ (124,258)</u>

Operating income (loss) equals total operating revenue less operating costs and expenses inclusive of depreciation and amortization, and selling, general and administrative expenses. Operating costs and expenses also include any gains or losses on the sale of property and equipment. Operating income (loss) excludes interest expense, interest income, other income and income taxes.

Revenue

Total revenue for the three months ended March 31, 2019 was \$47.5 million, an increase of \$13.0 million, or 37.9%, from \$34.4 million for the same period in 2018.

Electrical construction operations revenue was \$41.4 million, an increase of \$7.3 million, or 21.3%, from \$34.1 million for the same period in 2018. The increase in electrical construction revenue was mainly attributable to increases in projects awarded and work completed in the Southeast and mid-Atlantic regions of \$7.4 million and \$2.8 million, respectively. These increases were primarily due to continued growth in both master service agreement (“MSA”) and non-MSA customer project activity and service line expansion for the three months ended March 31, 2019, compared to the same period in 2018. These increases were partially offset by decreases in both the Texas-Southwest region and Other electrical construction revenue of \$1.7 million and \$1.2 million, respectively. The decrease in the Texas-Southwest region was primarily due to a decline in MSA customer projects, attributable to lower bidding activities with a particular MSA customer. The decline in Other operations was primarily due to a decrease in storm work.

Revenue from real estate development operations increased to \$6.1 million for the three months ended March 31, 2019 from \$307,000 in the same period in 2018, due to the increase in the number of units sold and completed units available for sale.

Backlog

Our backlog represents future services to be performed under existing project-specific fixed-price and maintenance contracts and the estimated value of future services that we expect to provide under our existing MSAs.

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The following table presents our total backlog as of March 31, 2019 and 2018 along with an estimate of the backlog amounts expected to be realized within 12 months and during the life of each of the MSAs. The existing MSAs have remaining renewals ranging from one to two years at the option of the customer. The calculation assumes exercise of the renewal options by the customer. Revenue from assumed exercise of renewal options represents \$40.6 million, or 24.4% of our total estimated MSA backlog as of March 31, 2019.

Electrical Construction Operations	Backlog as of March 31, 2019		Backlog as of March 31, 2018	
	12-Month	Total	12-Month	Total
Project-Specific Firm Contracts ⁽¹⁾	\$ 41,955,472	\$ 41,955,472	\$ 42,886,245	\$ 42,886,245
Estimated MSAs	57,048,120	166,256,453	68,234,127	150,171,465
Total	\$ 99,003,592	\$ 208,211,925	\$ 111,120,372	\$ 193,057,710

⁽¹⁾ Amount includes firm contract awards under MSA agreements.

Our total backlog as of March 31, 2019 increased \$15.2 million, or 7.8% to \$208.2 million, compared to \$193.1 million as of March 31, 2018. The increase in total backlog is primarily due to the increase in estimated MSA projects, which includes the addition of four new MSA customers, offset by existing MSA backlog run-off and adjustments to existing MSA backlog estimates.

Our 12-month backlog as of March 31, 2019 decreased 10.9% to \$99.0 million, compared to \$111.1 million as of March 31, 2018, mainly due to adjustments to existing MSA backlog estimates, partially offset by new MSA customer estimates.

Backlog is estimated at a particular point in time and is not determinative of total revenue in any particular period. It does not reflect future revenue from a significant number of short-term projects undertaken and completed between the estimated dates.

The estimated amount of backlog for work under MSAs is calculated by using recurring historical trends inherent in current MSAs and projected customer needs based upon ongoing communications with the customer. Our estimated backlog also assumes exercise of existing customer renewal options. Certain MSAs are not exclusive to the Company and, therefore, the size and number of projects we may be awarded cannot be determined with certainty. Accordingly, the amount of future revenue from MSA contracts may vary substantially from reported backlog. Even if we realize all the revenue from the projects in our backlog, there is no guarantee of profit from the projects awarded under MSAs.

As of March 31, 2019 and 2018, estimated MSAs accounted for approximately 79.8% and 77.8% of total backlog, respectively. We plan to continue to grow our MSA business. MSA contracts are generally multi-year and should provide improved operating efficiencies.

Backlog is not a term recognized under U.S. generally accepted accounting principles, but is a common measurement used in our industry. While we believe that our methodology of calculation is appropriate, such methodology may not be comparable to that employed by some other companies. Given the duration of our contracts and MSAs and our method of calculating backlog, our backlog at any point in time may not accurately represent the revenue that we expect to realize during any period and our backlog as of the end of a fiscal year may not be indicative of the revenue we expect to earn in the following fiscal year and should not be viewed or relied upon as a stand-alone indicator. Consequently, we cannot provide assurance as to our customers' requirements or our estimates of backlog.

Reconciliation of Backlog to our Remaining Unsatisfied Performance Obligation

The following table presents a reconciliation of our total backlog as of March 31, 2019 to our remaining unsatisfied performance obligation as defined under U.S. generally accepted accounting principles:

	March 31, 2019
Total backlog	\$ 208,211,925
Estimated MSAs	(166,256,453)
Estimated firm ⁽¹⁾	(2,016,562)
Total unsatisfied performance obligation	\$ 39,938,910

⁽¹⁾ Represents estimated backlog contract value as of March 31, 2019, on projects awarded.

The amount of backlog differs from the amount of our remaining unsatisfied performance obligations partially satisfied as of March 31, 2019 and as described in note 8 to the consolidated financial statements, primarily due to the inclusion of estimates of future revenue under MSA and other service agreements within our backlog estimates, as described above.

Revenue estimates included in our backlog may be subject to change as a result of project accelerations, additions, cancellations or delays due to various factors, including but not limited to: commercial issues, material deficiencies, permitting, regulatory requirements and adverse weather. Our customers are not contractually committed to a specific level of services under our MSAs. While we did not experience any material cancellations during the current period, most of our contracts may be terminated, even if we are not in default under the contract.

Operating Results

Total operating income for the three months ended March 31, 2019 was \$2.9 million, a decrease of \$537,000, or 15.5%, from \$3.5 million for the same period in 2018. This decrease was primarily attributable to lower electrical construction margins, as well as higher depreciation and SG&A expenses, partially offset by real estate development sales activity.

Gross margin on electrical construction operations for the three months ended March 31, 2019 declined to 14.7%, from 21.5% for the same period in 2018. The decrease in gross margin was primarily attributable to project losses in our Texas-Southwest operations, resulting from weather and project productivity issues, as well as start-up costs related to the expansion in the Texas-Southwest region of substation projects. Also contributing to the decrease in gross margin were decreases in foundation project activity. These decreases were partially offset by margin improvement in our Southeast operations and expansion efforts in the mid-Atlantic operations.

Such gross margin represents electrical construction revenue less electrical construction costs and expenses (excluding depreciation and amortization, selling, general and administrative expenses, and any gains or losses on the sale of property and equipment), divided by electrical construction revenue.

Gross margin on real estate development for the three months ended March 31, 2019 increased to 31.2%, from 30.3% for the same period in 2018. This increase was primarily due to the amount and type of units sold in the three months ended March 31, 2019 when compared to the same period in 2018.

Such gross margin represents real estate revenue less real estate costs and expenses (excluding depreciation and amortization, selling, general and administrative expenses, and (gain) loss on sale of property and equipment), divided by real estate development revenue.

The following table provides a reconciliation of our net income to EBITDA (a non-GAAP financial measure) for the three months ended March 31, 2019 and 2018:

	2019	2018
Net income (GAAP as reported)	\$ 1,779,621	\$ 2,405,675
Interest expense, net of amount capitalized	351,992	189,617
Provision for income taxes, net (1)	827,264	878,139
Depreciation and amortization (2)	2,581,079	1,887,508
EBITDA	\$ 5,539,956	\$ 5,360,939

(1) Provision for income tax, net represents the total amount of tax provision, which includes the tax benefit for discontinued operations.

(2) Depreciation and amortization includes depreciation on property, plant and equipment and amortization of finite-lived intangible assets.

EBITDA, a non-GAAP performance measure used by management, is defined as net income plus: interest expense, provision (benefit) for income taxes and depreciation and amortization, as shown in the table above. EBITDA, a non-GAAP financial measure, does not purport to be an alternative to net income as a measure of operating performance or to net cash flows provided by operating activities as a measure of liquidity. Because not all companies use identical calculations, this presentation of EBITDA may not be comparable to other similarly-titled measures of other companies. We use, and we believe investors benefit from the presentation of, EBITDA in evaluating our operating performance because it provides us and our investors with an additional tool to compare our operating performance on a consistent basis by removing the impact of certain items that management believes do not directly reflect our core operations. We believe that EBITDA is useful to investors and other external users of our financial statements in evaluating our operating performance because EBITDA is widely used by investors to measure a company's operating performance without regard to items such as interest expense, taxes, and depreciation and amortization, which can vary substantially from company to company depending upon accounting methods and book value of assets, capital structure and the method by which assets were acquired.

Using EBITDA as a performance measure has material limitations as compared to net income, or other financial measures as defined under GAAP as it excludes certain recurring items which may be meaningful to investors. EBITDA excludes interest expense; however, as we have borrowed money in order to finance transactions and operations, interest expense is an element of our cost structure and can affect our ability to generate revenue and returns for our stockholders. Further, EBITDA excludes depreciation and amortization; however, as we use capital and intangible assets to generate revenues, depreciation and amortization are a necessary element of our costs and ability to generate revenue. Finally, EBITDA excludes income taxes; however, as we are organized as a corporation, the payment of taxes is a necessary element of our operations. As a result of these exclusions from EBITDA, any measure that excludes interest expense, depreciation and amortization and income taxes has material limitations as compared to net income. When using EBITDA as a performance measure, management compensates for these limitations by comparing EBITDA and net income in each period, so as to allow for the comparison of the performance of the underlying core operations with the overall performance of the company on a full-cost, after-tax basis. Using both EBITDA and net income to evaluate the business allows management and investors to (a) assess our relative performance against our competitors and (b) monitor our capacity to generate returns for our stockholders.

Costs and Expenses

Total costs and expenses increased by \$13.6 million to \$44.6 million for the three months ended March 31, 2019, from \$31.0 million for the same period in 2018, primarily attributable to the increase in electrical construction revenue, as well as increases in depreciation and selling, general and administrative expenses.

The following table sets forth selling, general and administrative (“SG&A”) expenses for the three months ended March 31, 2019 and 2018:

	2019	2018
Electrical construction operations	\$ 535,535	\$ 460,722
Real estate development	693,464	212,930
Corporate	1,299,322	1,442,762
Total	<u>\$ 2,528,321</u>	<u>\$ 2,116,414</u>

SG&A expenses increased 19.5% to \$2.5 million for the three months ended March 31, 2019, from \$2.1 million for the same period in 2018. This increase was mainly attributable to selling expenses in our real estate development operations. As a percentage of revenue, SG&A expenses decreased to 5.3% for 2019, from 6.1% for the same period in 2018, due primarily to the aforementioned increase in revenue.

The following table sets forth depreciation and amortization expense for the three months ended March 31, 2019 and 2018:

	2019	2018
Electrical construction operations	\$ 2,552,235	\$ 1,858,465
Real estate development	5,674	4,348
Corporate	23,170	24,695
Total	<u>\$ 2,581,079</u>	<u>\$ 1,887,508</u>

Depreciation and amortization expense, which includes \$15,000 of amortization expense for intangibles, increased to \$2.6 million for the three months ended March 31, 2019, from \$1.9 million for the three months ended March 31, 2018, as a result of an increase in capital expenditures.

Income Taxes

The following table presents our provision for income tax and effective income tax rate from continuing operations for the three months ended March 31, 2019 and 2018:

	2019	2018
Income tax provision	\$ 827,264	\$ 878,139
Effective income tax rate	31.7 %	26.7 %

Our expected tax rate for the year ending December 31, 2019, which was calculated based on the estimated annual operating results for the year, is 31.7%. Our expected tax rate differs from the federal statutory rate of 21% due to state income taxes and nondeductible expenses.

Our effective tax rate for the three months ended March 31, 2019 was 31.7% and reflects the annual expected tax rate for 2019. The effective tax rate for the three months ended March 31, 2018 was 26.7% and differs from the federal statutory rate of 21% due to state income taxes and nondeductible expenses. The increase in our 2019 expected tax rate when compared to 2018 is attributable to an increase in the 2019 estimated nondeductible expenses.

Liquidity and Capital Resources

Working Capital Analysis

Our primary cash needs have been for capital expenditures and working capital. Our primary sources of cash have been cash flow from operations and borrowings under our lines of credit and equipment financing. As of March 31, 2019, we had cash and cash equivalents of \$15.0 million and working capital of \$33.6 million, as compared to cash and cash equivalents of \$11.4 million, and working capital of \$33.1 million as of December 31, 2018.

In addition to cash flow from operations, we have an \$18.0 million revolving line of credit, of which \$12.4 million was available for borrowing as of March 31, 2019. This revolving line of credit is used as a Working Capital Loan, as discussed in note 5 to the consolidated financial statements. We anticipate that this cash on hand, our credit facilities and our future cash flows from operating activities will provide sufficient cash to enable us to meet our operating needs and debt requirements for the next twelve months.

Cash Flow Analysis

The following table presents our net cash flows for each of the three months ended March 31, 2019 and 2018:

	2019	2018
Net cash provided by operating activities	\$ 2,475,095	\$ 2,896,976
Net cash used in investing activities	(12,272,817)	(3,303,756)
Net cash provided by (used in) financing activities	13,458,988	(1,556,266)
Net increase (decrease) in cash, cash equivalents and restricted cash	\$ 3,661,266	\$ (1,963,046)

Operating Activities

Cash flows from operating activities are comprised of net income, adjusted to reflect the timing of cash receipts and disbursements therefrom. Our cash flows are influenced by the level of operations, operating margins and the types of services we provide, as well as the stages of our electrical construction projects.

Cash provided by our operating activities totaled \$2.5 million for the three months ended March 31, 2019, compared to cash provided by operating activities of \$2.9 million for the same period in 2018. The decrease in cash flows from operating activities was approximately \$422,000 and was mainly due to the changes in our net income. Operating cash flows normally fluctuate relative to the needs of our electrical construction and real estate development projects.

Investing Activities

Cash used in investing activities for the three months ended March 31, 2019, was \$12.3 million, compared to cash used in investing activities of \$3.3 million for the same period in 2018. The increase in cash used in our investing activities for the three months ended March 31, 2019, when compared to 2018, is primarily attributable to capital expenditures of \$12.4 million. Our capital expenditures are mainly for the purchases of equipment, primarily trucks and heavy machinery, used by our electrical construction operations for the upgrading and replacement of equipment. Our capital spending for 2019 is expected to total approximately \$17.4 million, of which \$2.5 million were for assets placed in service in 2018 but not paid until 2019. The majority of our capital budget is for continued expansion and upgrading of our fleet, conversion of leases and purchases of equipment, for our electrical construction operations. We plan to fund these purchases through our cash on hand and equipment financing, consistent with past practices.

Financing Activities

Cash provided by financing activities for the three months ended March 31, 2019, was \$13.5 million, compared to cash used in financing activities of \$1.6 million for the same period in 2018. Our financing activities for the current period consisted of borrowings of \$15.5 million and repayments of \$1.8 million on our \$38.2 Million Equipment Loan (as defined in note 5 to the consolidated financial statements) and repayments of \$28,000 on our other long-term debt, as well as debt issuance costs of \$58,000. Our financing activities for the three months ended March 31, 2019, also included the repurchase of 67,709 shares of common stock totaling \$161,000. Our financing activities for the three months ended March 31, 2018 consisted of repayments of \$1.5 million on our \$38.2 Million Equipment Loan (as defined in note 5 to the consolidated financial statements) and repayments of \$26,000 on our other long term debt

We have paid no cash dividends on our Common Stock since 1933, and it is not expected that we will pay any cash dividends on our Common Stock in the immediate future.

Days of Sales Outstanding Analysis

We evaluate fluctuations in our “accounts receivable and accrued billings” and “costs and estimated earnings in excess of billings on uncompleted contracts,” for our electrical construction operations, by comparing days of sales outstanding (“DSO”). We calculate DSO as of the end of any period by utilizing the respective quarter’s electrical construction revenue to determine sales per day. We then divide “accounts receivable and accrued billings, net of allowance for doubtful accounts” at the end of the period, by sales per day, to calculate DSO for accounts receivable. To calculate DSO for costs and estimated earnings in excess of billings, we divide “costs and estimated earnings in excess of billings on uncompleted contracts,” by sales per day.

For the quarters ended March 31, 2019 and 2018, our DSO for accounts receivable and accrued billings were 59 and 43, respectively, and our DSO for costs and estimated earnings in excess of billings on uncompleted contracts were 31 and 36, respectively. The decrease in our DSO for costs and estimated earnings in excess of billings and the increase in our DSO for accounts receivable for the quarter ended March 31, 2019, when compared to the same quarterly period in 2018, was mainly due to the timing of project billings and cash collections. As of May 6, 2019, we have received approximately 89.6% of our March 31, 2019 outstanding trade accounts receivable and have billed 52.9% of our costs and estimated earnings in excess of billings balance.

Income Taxes Paid

Income tax payments were \$0 for the three months ended March 31, 2019 and 2018 due to the timing of filing extensions for federal and state income tax returns. Tax refunds for the three months ended March 31, 2018 included approximately \$10,000 for the overpayment of 2016 state income taxes.

Debt Covenants

Our debt arrangements contain various financial and other covenants including cross-default provisions whereby any default under any loans of the Company (or its subsidiaries) with the lender, will constitute a default under all of the other loans of the Company (and its subsidiaries) with the lender. The most significant of the covenants are: maximum debt to tangible net worth ratio and fixed charge coverage ratio. We must maintain: a tangible net worth of at least \$20.0 million calculated quarterly; no more than \$2.0 million in outside debt (with certain exceptions); a maximum debt to tangible net worth ratio of no greater than 2.5 : 1.0 and a fixed charge coverage ratio that is to equal or exceed 1.3 : 1.0. The fixed charge coverage ratio is calculated annually using EBITDAR (earnings before interest, taxes, depreciation, amortization and rental expense) divided by the sum of CPLTD (current portion of long-term debt), interest expense and rental expense. We were in compliance with all of our covenants as of March 31, 2019.

The following are computations of these most significant financial covenants:

Covenants Measured at Each Quarter End:	Covenant	Actual as of March 31, 2019
Tangible net worth minimum	\$ 20,000,000	\$ 60,448,237
Outside debt not to exceed	\$ 2,000,000	\$ 269,755
Maximum debt/tangible net worth ratio not to exceed	2.50 : 1.00	1.15 : 1.00
Covenants Measured Only at Year End:		
Earnings to fixed charge coverage ratio must equal or exceed	1.30 : 1.00	1.94 : 1.00

Forecast

We anticipate our cash on hand and cash flows from operations and credit facilities will provide sufficient cash to enable us to meet our working capital needs, debt service requirements and planned capital expenditures, for at least the next twelve months. The amount of our planned capital expenditures will depend, to some extent, on the results of our future performance. However, our revenue, results of operations and cash flows, as well as our ability to seek additional financing, may be negatively impacted by factors including, but not limited to: a decline in demand for electrical construction services, general economic conditions, heightened competition, availability of construction materials, increased interest rates, and adverse weather conditions.

Off-Balance Sheet Arrangements

We do not have any outstanding derivative financial instruments, off-balance sheet guarantees, interest rate swap transactions or foreign currency forward contracts. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in an unconsolidated entity that provides financing, liquidity, market risk or credit support to us or that engages in leasing, hedging or research and development services with us.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Evaluation of disclosure controls and procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the United States Securities and Exchange Commission, and that such information is accumulated and communicated to our management in a timely manner. An evaluation was performed under the supervision and with the participation of our management, including John H. Sottile, our Chief Executive Officer ("CEO"), and Stephen R. Wherry, our Chief Financial Officer ("CFO"), of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of March 31, 2019. Based upon this evaluation, our management, including our CEO and our CFO, concluded that our disclosure controls and procedures were effective, as of March 31, 2019, at the reasonable assurance level.

Changes in internal control

Our management, with the participation of our CEO and CFO, is responsible for evaluating changes in our internal control over financial reporting that occurred during the first quarter of 2019 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. During the first quarter of 2019 the Company modified existing controls and processes to support the adoption of the new lease accounting standard that the Company adopted as of January 1, 2019. No other changes in our internal control over financial reporting occurred during the first quarter of 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the effectiveness of controls

A control system, no matter how well conceived and operated, can provide only reasonable assurance, not absolute assurance, that the objectives of the control system are met. Because of inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that the design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies and procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

The Company is not currently involved in any material legal proceedings.

Item 1A. Risk Factors.

There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2018.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(a) None

(b) None

(c) The Company has a stock repurchase plan since September 17, 2002, that was last amended by the Board of Directors on March 7, 2019. Through March 31, 2019, we have repurchased 3,273,880 shares of our Common Stock at a cost of \$3,421,383 (average cost of \$1.05 per share). The Company may repurchase its shares either in the open market or through private transactions. The volume of the shares to be repurchased is contingent upon market conditions and other factors. The Company currently holds the repurchased stock as Treasury Stock, reported at cost. Also included as Treasury Stock are 17,358 shares purchased prior to the current stock repurchase plan at a cost of \$18,720.

Issuer Purchases of Equity Securities⁽¹⁾

Period	Total number of shares (or units) purchased	Average price paid per share (or unit)	Total number of shares (or units) purchased as part of publicly announced plans or programs	Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs
January 1, 2019 to January 31, 2019	67,709	\$ 2.38	67,709	226,120
February 1, 2019 to February 28, 2019	0	N/A	0	226,120
March 1, 2019 to March 31, 2019	0	N/A	0	2,726,120 ⁽²⁾
Total	67,709	\$ 2.38	67,709	

⁽¹⁾ The stock repurchase plan became effective on September 17, 2002, and was last amended by the Board of Directors on March 7, 2019. As of January 1, 2019, the expiration date of the plan was September 30, 2019 and the total number of shares approved for purchase under the stock repurchase plan was 3,500,000 of which 293,829 shares remained available to purchase under the stock repurchase plan. On March 7, 2019, the plan was amended to expire September 30, 2020, and expanded by an additional 2,500,000 shares.

⁽²⁾ As stated in footnote (1) to the table above, as a result of the expansion on March 7, 2019, there is currently available for purchase through September 30, 2020, a maximum of 2,726,120 shares.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

10-1	Master Loan Agreement Amendment, dated March 7, 2019, by and between BB&T and the Company, Southeast Power Corporation, Pineapple House of Brevard, Inc., Bayswater Development Corporation, Power Corporation of America, Precision Foundations, Inc., and C and C Power Line, Inc. is hereby incorporated by reference to Exhibit 10-1 of the Company's Current Report on Form 8-K dated March 7, 2019, heretofore filed with the Commission (file No. 1-7525).
10-2	Modification Promissory Note, dated March 7, 2019, relating to The Goldfield Corporation \$38.2 Million Loan is hereby incorporated by reference to Exhibit 10-2 of the Company's Current Report on Form 8-K dated March 7, 2019, heretofore filed with the Commission (file No. 1-7525)
10-3	Addendum to Modification Promissory Note, dated March 7, 2019, relating to The Goldfield Corporation \$38.2 Million Loan is hereby incorporated by reference to Exhibit 10-3 of the Company's Current Report on Form 8-K dated March 7, 2019, heretofore filed with the Commission (file No. 1-7525)
10-4	BB&T Security Agreement, dated March 7, 2019 by and between BB&T and the Debtors, relating to The Goldfield Corporation \$38.2 Million Loan is hereby incorporated by reference to Exhibit 10-4 of the Company's Current Report on Form 8-K dated March 7, 2019, heretofore filed with the Commission (file No. 1-7525)
10-5	Promissory Note, dated March 7, 2019, relating to The Goldfield Corporation \$4.5 Million Equipment Loan is hereby incorporated by reference to Exhibit 10-5 of the Company's Current Report on Form 8-K dated March 7, 2019, heretofore filed with the Commission (file No. 1-7525)
10-6	Addendum to Promissory Note, dated March 7, 2019, relating to The Goldfield Corporation \$4.5 Million Equipment Loan is hereby incorporated by reference to Exhibit 10-6 of the Company's Current Report on Form 8-K dated March 7, 2019, heretofore filed with the Commission (file No. 1-7525)
10-7	BB&T Security Agreement, dated March 7, 2019 by and between BB&T and the Debtors, relating to The Goldfield Corporation \$4.5 Million Equipment Loan is hereby incorporated by reference to Exhibit 10-7 of the Company's Current Report on Form 8-K dated March 7, 2019, heretofore filed with the Commission (file No. 1-7525)
10-8	Guaranty Agreement, dated March 7, 2019, relating to The Goldfield Corporation \$4.5 Million Equipment Loan is hereby incorporated by reference to Exhibit 10-8 of the Company's Current Report on Form 8-K dated March 7, 2019, heretofore filed with the Commission (file No. 1-7525)
31-1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, 15 U.S.C. Section 7241
31-2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, 15 U.S.C. Section 7241
32-1 (1)	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
32-2 (1)	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.DEF	XBRL Definition Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document

(1) These exhibits are furnished in accordance with Regulation S-K Item 601(b)(32) and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that section. These exhibits shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the registrant specifically incorporates them by reference.

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.

Dated: May 8, 2019

THE GOLDFIELD CORPORATION

By: /s/ JOHN H. SOTTILE
John H. Sottile
Chairman of the Board, President and Chief
Executive Officer (Principal Executive Officer)

/s/ STEPHEN R. WHERRY
Stephen R. Wherry
Senior Vice President, Chief Financial
Officer, Treasurer and Assistant Secretary
(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY
ACT OF 2002 15 U.S.C. SECTION 7241**

I, John H. Sottile, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Goldfield Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ JOHN H. SOTTILE

John H. Sottile
Chairman of the Board, President
and Chief Executive Officer
(Principal Executive Officer)
May 8, 2019

**CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY
ACT OF 2002 15 U.S.C. SECTION 7241**

I, Stephen R. Wherry, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Goldfield Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ STEPHEN R. WHERRY

Stephen R. Wherry
Senior Vice President, Chief Financial Officer,
Treasurer and Assistant Secretary
(Principal Financial and Accounting Officer)
May 8, 2019

**CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of The Goldfield Corporation (the "Company") on Form 10-Q for the three months ended March 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John H. Sottile, Chairman of the Board, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to The Goldfield Corporation and will be retained by The Goldfield Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ JOHN H. SOTTILE

John H. Sottile
Chairman of the Board, President
and Chief Executive Officer
(Principal Executive Officer)
May 8, 2019

**CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of The Goldfield Corporation (the "Company") on Form 10-Q for the three months ended March 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Stephen R. Wherry, Senior Vice President, Treasurer, Assistant Secretary and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to The Goldfield Corporation and will be retained by The Goldfield Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ STEPHEN R. WHERRY

Stephen R. Wherry
Senior Vice President, Chief Financial Officer,
Treasurer and Assistant Secretary
(Principal Financial and Accounting Officer)
May 8, 2019