

RGC RESOURCES INC
Form 10-Q/A
July 03, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q/A

(Amendment No. 1)
QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For Quarterly Period Ended March 31, 2018
Commission File Number 000-26591

RGC Resources, Inc.(Exact name of Registrant as Specified in its Charter)

VIRGINIA 54-1909697
(State or Other Jurisdiction of (I.R.S. Employer
Incorporation or Organization) Identification No.)

519 Kimball Ave., N.E., Roanoke, VA 24016
(Address of Principal Executive Offices) (Zip Code)
(540) 777-4427
(Registrant's Telephone Number, Including Area Code)

None
(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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

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

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

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

| Class | Outstanding at April 30, 2018 |
|-----------------------------|-------------------------------|
| Common Stock, \$5 Par Value | 7,976,783 |

Explanatory Note

RGC Resources, Inc. (Resources) originally filed its Quarterly Report on Form 10-Q for the period ended March 31, 2018 (the Original Filing) with the Securities and Exchange Commission (SEC) on May 7, 2018. Resources is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q (the Form 10-Q/A and, together with the Original Filing, the Form 10-Q) solely to re-file Exhibit 10.1 to the Original Filing in response to comments from the SEC in connection with Resources' request for confidential treatment of certain portions of the Third Amended and Restated Limited Liability Company Agreement of Mountain Valley Pipeline, LLC, dated April 6, 2018 and filed as Exhibit 10.1 to the Original Filing.

Except for the foregoing, this Form 10-Q/A does not amend the Original Filing in any way and does not modify or update any disclosures contained in the Original Filing including, but not limited to, any forward-looking statements made in the Original Filing, which have not been revised to reflect events that occurred or facts that became known after the Original Filing, and such forward-looking statements should be read in their historical context. Accordingly, this Form 10-Q/A should be read in conjunction with the Original Filing and Resources' other filings made with the SEC subsequent to the Original Filing.

Part II - Other Information

ITEM 6 – EXHIBITS

| Number | Description |
|--------|---|
| 10.1* | <u>Third Amended and Restated Limited Liability Company Agreement of Mountain Valley Pipeline, LLC dated April 6, 2018.</u> |
| 10.2 | <u>Guaranty Agreement by RGC Resources, Inc. in favor of Mountain Valley Pipeline, LLC (incorporated by reference to Exhibit 10.2 on Form 10-Q as filed May 7, 2018)</u> |
| 10.3 | <u>Natural Gas Asset Management Agreement by and between Roanoke Gas Company and Sequent Energy Management, LP effective April 1, 2018 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on March 27, 2018)</u> |
| 10.4 | <u>Parental Guaranty by RGC Resources, Inc. in favor of Sequent Energy Management, LP effective April 1, 2018 (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on March 27, 2018)</u> |
| 10.5 | <u>Revolving Line of Credit Note in the original principal amount of \$25,000,000 by Roanoke Gas Company in favor of Wells Fargo Bank, N.A. dated as of March 26, 2018 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on March 27, 2018)</u> |
| 10.6 | <u>Second Amendment to Credit Agreement by and between Roanoke Gas Company and Wells Fargo Bank, N.A. dated as of March 26, 2018 (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on March 27, 2018)</u> |
| 10.7 | <u>First Amendment to Credit Agreement between RGC Midstream, LLC and the lenders Union Bank & Trust and Branch Bank and Trust dated April 11, 2018 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on April 12, 2018)</u> |
| 10.8 | <u>Amended and Restated Note in the principal amount of \$22,800,000 in favor of Union Bank & Trust due December 29, 2020 (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on April 12, 2018)</u> |
| 10.9 | <u>Amended and Restated Note in the principal amount of \$15,200,000 in favor of Branch Banking and Trust due December 29, 2020 (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on April 12, 2018)</u> |
| 10.10 | <u>Underwriting Agreement, dated as of March 15, 2018, among the Company and the Underwriters (incorporated by reference to Exhibit 1.1 to the Registrant's Current Report on Form 8-K filed on March 19, 2018)</u> |
| 31.1 | <u>Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer.</u> |
| 31.2 | <u>Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer.</u> |
| 101 | Interactive Data File - Previously Filed |

*Confidentiality treatment has been requested with respect to portions of this exhibit, indicated by asterisks, which have been filed separately with the Securities and Exchange Commission

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 there unto duly authorized.

RGC Resources, Inc.

Date: July 3, 2018 By: /s/ Paul W. Nester
Paul W. Nester
Vice President, Secretary, Treasurer and CFO