

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 6, 2019

CHESAPEAKE UTILITIES CORPORATION
(Exact name of registrant as specified in its charter)

DE
(State or other jurisdiction of
incorporation or organization)

001-11590
(Commission
File Number)

51-0064146
(I.R.S. Employer
Identification No.)

909 Silver Lake Boulevard, Dover, DE 19904
(Address of principal executive offices, including Zip Code)

(302) 734-6799
(Registrant's Telephone Number, including Area Code)

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

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

Title of each class
Common Stock - par value per share \$0.4867

Trading Symbol(s)
CPK

Name of each exchange on which registered
New York Stock Exchange

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 6, 2019, the Board of Directors (the "Board") of Chesapeake Utilities Corporation (the "Company") increased the size of the Board from ten to eleven directors and appointed Lila A. Jaber to fill the resulting vacancy, effective January 1, 2020. Ms. Jaber will serve as a Class II director and it is expected that she will stand for election at the 2020 Annual Meeting of Stockholders. The Board determined that Ms. Jaber qualifies as an independent director under the New York Stock Exchange listing standards and the applicable requirements of the Securities and Exchange Commission.

Ms. Jaber will receive the standard non-employee director compensation for serving on the Board, representing the pro-rata portions of the annual non-employee cash retainer of \$80,000 and annual non-employee equity retainer valued at \$70,000 for the January 2020 through May 2020 term. The number of shares comprising the equity retainer will be determined based upon the closing sale price of the Company's common stock on December 31, 2019, and will be issued to Ms. Jaber on January 1, 2020 upon commencement of her service. The shares will be issued under the 2013 Stock and Incentive Compensation Plan ("SICP"), as amended, and will be fully vested as of the date of the issuance. The terms of the SICP are fully described in the Company's Proxy Statement dated March 29, 2013, in connection with the Company's 2013 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on April 2, 2013. Ms. Jaber will also be reimbursed for normal business expenses incurred in connection with attending meetings and performing other Board-related services.

There is no arrangement or understanding between Ms. Jaber and any other person pursuant to which Ms. Jaber was appointed as one of our directors. There are no transactions between Ms. Jaber, on the one hand, and the Company on the other, that would be required to be reported under Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended.

A copy of the Company's press release regarding Ms. Jaber's appointment, which was issued on November 12, 2019, is attached as Exhibit 99.1 and includes biographical information for Ms. Jaber.

Item 9.01. Financial Statements and Exhibits.

(d) [Exhibit 99.1](#) - Press Release of Chesapeake Utilities Corporation, dated November 12, 2019.

Exhibit 104 - Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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 hereunto duly authorized.

CHESAPEAKE UTILITIES CORPORATION

/s/ Beth W. Cooper

Beth W. Cooper

Executive Vice President, Chief Financial Officer, and Assistant
Corporate Secretary

Date: November 12, 2019



FOR IMMEDIATE RELEASE
November 12, 2019

LILA A. JABER APPOINTED TO CHESAPEAKE UTILITIES CORPORATION BOARD OF DIRECTORS

DOVER, DE – Chesapeake Utilities Corporation (NYSE: CPK) (Chesapeake Utilities) today announced that as part of its Board's ongoing succession planning, Lila A. Jaber, regional managing shareholder who leads the regulatory and legislative government affairs practice in Florida for Gunster Yoakley & Stewart, P.A., was appointed to serve as a member of the Board of Directors of Chesapeake Utilities effective January 1, 2020. Ms. Jaber served two terms as both Commissioner and Chair of the Florida Public Service Commission overseeing the state's implementation of economic regulatory policy and procedures for the energy and natural gas industries.

"On behalf of the entire Board, we are very pleased to welcome Lila as the newest independent director of the Board effective January 1, 2020," said John R. Schimkaitis, Chair of the Board of Directors of Chesapeake Utilities. "Lila joins the Board of Chesapeake Utilities at a time in the Company's history when we have many exciting opportunities in Florida and beyond that will further enrich the communities we serve by providing them with safe and reliable energy solutions."

"In addition to her remarkable years in public service and civic engagement, Lila complements the Company's culture of leadership, ethics, entrepreneurial passion and diversity," said Jeffry M. Householder, President and Chief Executive Officer of Chesapeake Utilities Corporation. "Lila is the architect of Florida's Women in Energy Leadership Forum, focusing on the workforce and economic development contributions of the electric and natural gas industries; founding member of the Big Bend Minority Chamber of Commerce, supporting women and minority-owned businesses; Chair of the City of Tallahassee's inaugural Ethics Board as appointed by then Mayor Gillum and members of the City Commission; member of the Leon County Office of Economic Vitality Council; and former Chair of Leadership Florida."

"It is an honor to join the Chesapeake Utilities' Board which has an industry leading record of extraordinary performance. The leadership and strategic oversight of the Board, along with the dedication of the management team, has contributed to innovative energy solutions and economic development in Florida and in the Mid-Atlantic and Mid-West regions of the U.S. Beyond the numbers, Chesapeake Utilities enjoys a diverse, inclusive and special culture of which I am proud to be a part," said Ms. Jaber.

Ms. Jaber has earned a variety of honors and recognitions throughout her career including being named by the Big Bend Minority Chamber of Commerce as the 2019 Lifetime Advocacy honoree. Ms. Jaber has received the Tallahassee Women Lawyers Diversity & Inclusion Award, and in 2016, she received the commission of Kentucky Colonel by Kentucky's Governor for her noteworthy accomplishments and outstanding service.

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In May 2019, Ms. Jaber was appointed to the Board of Trustees of Stetson University, her alma mater, where she received her Bachelor of Arts and Sciences degree in 1988 and her Juris Doctor from Stetson University College of Law in 1990.

About Chesapeake Utilities Corporation

Chesapeake Utilities Corporation is a diversified energy company engaged in natural gas distribution and transmission; electricity generation and distribution; propane gas distribution; and other businesses. Information about Chesapeake Utilities Corporation's businesses is available at www.chpk.com, through the Company's Investor Relations App and on the Annual Report Microsite at cpkannualreport.com.

Please note that Chesapeake Utilities Corporation is not affiliated with Chesapeake Energy, an oil and natural gas exploration company headquartered in Oklahoma City, Oklahoma.

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For more information, contact:

James F. Moriarty
Executive Vice President, General Counsel, Corporate Secretary and Chief Policy and Risk Officer
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