

**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 17, 2020

Chesapeake Utilities Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-11590
(Commission
File Number)

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

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

(302) 734-6799
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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 - par value per share \$0.4867	CPK	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:

- ☐ 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 7.01 Regulation FD Disclosure.

On November 17, 2020, management from Chesapeake Utilities Corporation (the “Company”) will participate in a Non-Deal Virtual Road Show with the Maxim Group, LLC. The Company will virtually join Maxim Group, LLC and members of investment firms in a series of scheduled meetings. The Company’s investor presentation includes certain forward-looking information. A copy of this investor presentation material is attached to this Current Report on Form 8-K (this “Report”) as Exhibit 99.1. The investor presentation material is also available in the “Investors” section of the Company’s website, sub-section “Events and Presentations” (www.chpk.com).

The information contained in this Item 7.01 and in Exhibit 99.1 attached to this Report is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of such section. Furthermore, such information shall not be deemed to be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

Exhibit Numbers	Description
99.1	Maxim Group, LLC Non-Deal Virtual Road Show Presentation
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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 hereunto duly authorized.

Chesapeake Utilities Corporation

November 17, 2020

By: /s/ Beth W. Cooper

Name: *Beth W. Cooper*

Title: *Executive Vice President and Chief Financial Officer*

Chesapeake Utilities Corporation

Driven By

Commitment
Growth
Leadership
Safety
Sustainability
Solutions

Energy

Strength
Team
Service
Performance
Community
Value

Maxim Group, LLC
Non-Deal Virtual Road Show
November 17, 2020

Safe Harbor Statement: Some of the Statements in this document concerning future Company performance will be forward-looking within the meanings of the securities laws. Actual results may materially differ from those discussed in these forward-looking statements. You should refer to the additional information contained in Chesapeake Utilities' 2019 Annual Report on Form 10-K, the Form 10-Q for the quarter ended September 30, 2020 filed with the SEC and other SEC filings concerning factors that could cause those results to be different than contemplated in today's discussion.

REG D Disclosure: Today's discussion includes certain non-GAAP financial measures as defined under SEC Regulation D. Although non-GAAP measures are not intended to replace GAAP measures for evaluation of Chesapeake's performance, Chesapeake believes that portions of the presentation, which include certain non-GAAP financial measures, provide a helpful comparison for an investor's evaluation purposes.

Gross Margin (non-GAAP measure): Gross Margin is determined by deducting the cost of sales from operating revenue. Cost of sales includes the purchased fuel cost for natural gas, electric and propane distribution operations and the cost of labor spent on different revenue-producing activities and excludes depreciation, amortization and accretion. Other companies may calculate gross margin in a different manner.

COVID-19 Impact: At this time, we cannot fully quantify the future impact that the Coronavirus Disease 2019 ("COVID-19") will have on the economy, and more particularly, on Chesapeake Utilities Corporation. The earnings and capital estimates we have included herein do not reflect any future estimates of the potential impact. For the third quarter and year-to-date we have provided estimates of the short-term impact of COVID-19. The Company is continuing to assess recoverability and to date has not established regulatory assets associated with the incremental expense impacts, as currently authorized by the Delaware, Maryland and Florida PSCs. As we gain further clarity on the future impacts caused by COVID-19, including the impact on our projected gross margin, EPS estimates, timing of capital expenditures, etc., we will update our guidance accordingly.

Business Overview

Diversified Energy Delivery Business

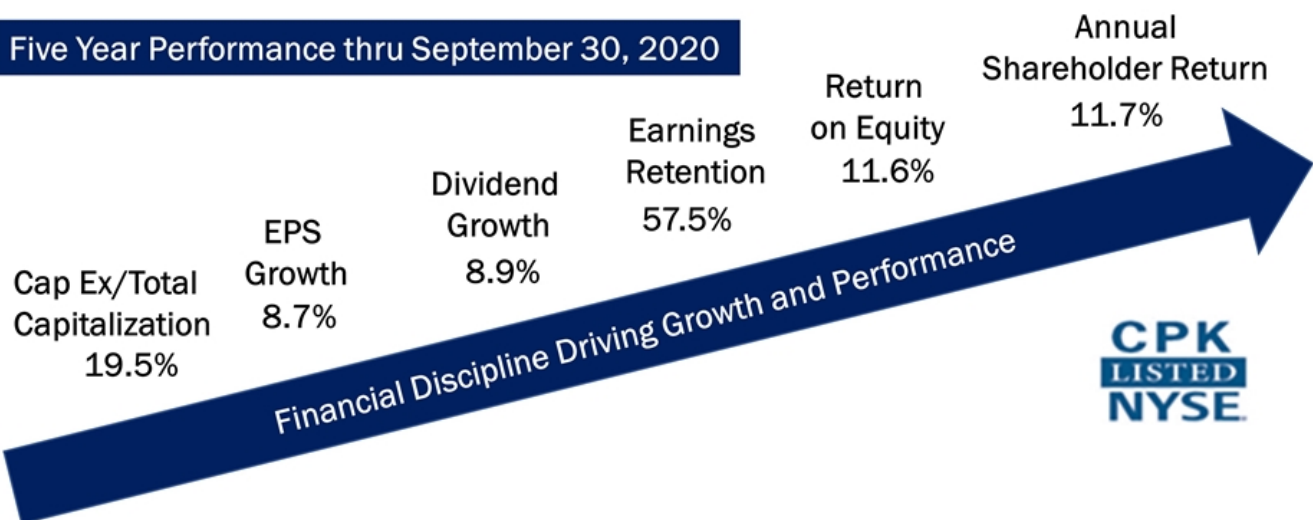


	Operating Income from Continuing Operations				
	For the Year Ended December 31,				
(in thousands)	2019	2018	2017	2016	2015
Regulated Energy	\$ 86,584	\$ 79,215	\$ 74,584	\$ 71,515	\$ 62,137
Unregulated Energy	19,939	17,124	14,941	11,732	14,244
Other businesses and eliminations	(236)	(1,496)	205	402	418
Total Operating Income from Continuing Operations	\$ 106,287	\$ 94,843	\$ 89,730	\$ 83,649	\$ 76,799

Our successful track record of performance is driven by the entrepreneurial spirit of our employees as we consistently deliver safe, secure, reliable and efficient service and energy solutions that are environmentally and economically smart.



Five Year Performance thru September 30, 2020



Key Third Quarter Announcements

Business Development and Growth

Partnered with CleanBay Renewables to Increase Sustainable Energy on Delmarva

Maryland PSC Approval and Completion of Elkton Gas Acquisition

\$75 million At-The-Market Equity Offering Program

Partnered with Atlanta Gas Light to Build CNG Filling Station at Port of Savannah

Chesapeake Utilities Corporation Named Top Workplace for Ninth Consecutive Year

Partnered with Fortistar and Rumpke Waste & Recycling for Renewable Fuel Project in Ohio

Hurricane Michael Settlement Approved by the Florida Public Service Commission

CPK Named to S&P Small Cap 600 Index

Completed acquisition of Western Natural Gas Company, a Florida propane company

Dividend of \$0.44 for January 2021 – 60th Year of Consecutive Dividends Paid

Financial Summary

GAAP Income and Income from Continuing Operations

For the periods ended September 30,
 (in thousands except per share amounts)

	Third Quarter		Year-to-Date	
	2020	2019	2020	2019
<i>(in thousands except per share data)</i>				
Operating Income	\$ 17,406	\$ 14,357	\$ 77,518	\$ 76,645
Other income (expense), net	(40)	(351)	2,997	(731)
Interest Charges	4,584	5,403	15,452	16,583
Income from Continuing Operations				
Before Income Taxes	12,782	8,603	65,063	59,331
Income Taxes on Continuing Operations	3,502	2,352	16,082	15,354
Income from Continuing Operations	9,280	6,251	48,981	43,977
Income (loss) from Discontinued Operations, Net of Tax	(19)	(630)	165	(1,388)
Net Income	\$ 9,261	\$ 5,621	\$ 49,146	\$ 42,589
Diluted EPS from Continuing Operations	\$0.56	\$0.38	\$2.96	\$2.67
Diluted EPS (GAAP)	\$0.56	\$0.34	\$2.97	\$2.59

Key Business Factors: COVID-19 Impact

- *Chesapeake Utilities is an “essential business” to our customers and communities. As such, our operational activities and construction projects continue; all the while, we are adhering to safety guidelines and social distancing.*
- *The Company’s pandemic response plan, which has included all employees who can to telework, and providing personal protective equipment (PPE) to those employees who have continued to operate in the field delivering our essential services, remains robust and in place.*

Operating Income

- For the three and nine months ended September 30, 2020, respectively, the COVID-19 operating income impacts were \$1.9 million and \$6.7 million, respectively; including increased bad debt expense reserves associated with customer delayed payments increasing aged accounts receivables
- Year-to-date net income was reduced \$1.9 million or \$0.12 per share

Regulatory

- As the COVID-19 pandemic is ongoing, the Company to date has not established regulatory assets associated with the incremental expense impact, as currently authorized by the three PSCs (Delaware, Maryland and Florida)
- We are continuing to assess recoverability
- We No significant COVID-19 impact on our FERC Regulated interstate transmission line

Capital Expenditures Forecast

UPDATED Estimate for 2020

(dollars in thousands)	Forecast for Fiscal 2020	
	Low	High
Regulated Energy:		
Natural gas distribution	\$ 77,000	\$ 85,000
Natural gas transmission	70,000	74,000
Electric distribution	3,000	5,000
Total Regulated Energy	150,000	164,000
Unregulated Energy:		
Propane distribution	14,000	16,000
Energy transmission	17,000	18,000
Other unregulated energy	12,000	14,000
Total Unregulated Energy	43,000	48,000
Other:		
Corporate and other businesses	2,000	3,000
Total 2020 Capital Expenditures	\$ 195,000	\$ 215,000

Increased low range forecast for 2020 from \$185 million to \$195 million.

The Company's capital expenditures were \$143.9 million for the nine months ended September 30, 2020. We will continue to update this forecast as we move through the year, including any unexpected capital delays resulting from COVID-19.

Capital Structure Overview

Actual and ProForma

	Actual		Actual		Pro Forma	
	<u>12/31/2019</u>		<u>9/30/2020</u>		<u>Current</u>	
Stockholders' equity	\$	561,577	\$	616,690	\$	680,516
Long-term debt, net of current maturities		440,168		519,971		519,971
Total permanent capitalization	\$	1,001,745	\$	1,136,661	\$	1,200,487
Current portion of long-term debt		45,600		15,600		15,600
Short-term debt (including Revolver)		247,371		216,388		152,562
Total capitalization and short-term financing	\$	1,294,716	\$	1,368,649	\$	1,368,649
Equity to Permanent Capital		56.1%		54.3%		56.7%
Equity to Total Capitalization		43.4%		45.1%		49.7%
New Long-Term Debt Issuance	\$	170,000	\$	90,000	\$	90,000
Net New Equity Issuance	\$	-	\$	24,725	\$	88,551
- Stock Plans and ATM						

Close to achieving the low end of our target equity range

ATM Equity Issuance

Inclusion of Chesapeake Utilities in the S&P Small Cap 600 Index

- Chesapeake Utilities (CPK) joined the S&P Small Cap 600 Index effective October 1, 2020
- CPK replaced Momenta Pharmaceuticals (acquired by Johnson and Johnson) in the S&P Small Cap 600 Index
- The S&P Small Cap 600 Index is considered the primary benchmark for US small cap companies
- Minimum Eligibility requirements include a market capitalization of \$600 million to \$2.4 billion and consistent positive earnings for at least the past four consecutive quarters
- CPK's addition to the S&P Small Cap 600 Index provided momentum to CPK stock in terms of volume and share price – which provided CPK a great opportunity to utilize its ATM program and sell stock into the market for September 28-30th
- CPK issued 735,336 shares under the ATM at an average price of \$84.96 for gross proceeds of \$62.5 million new equity

Major Projects and Initiatives

Gross Margin Contributions

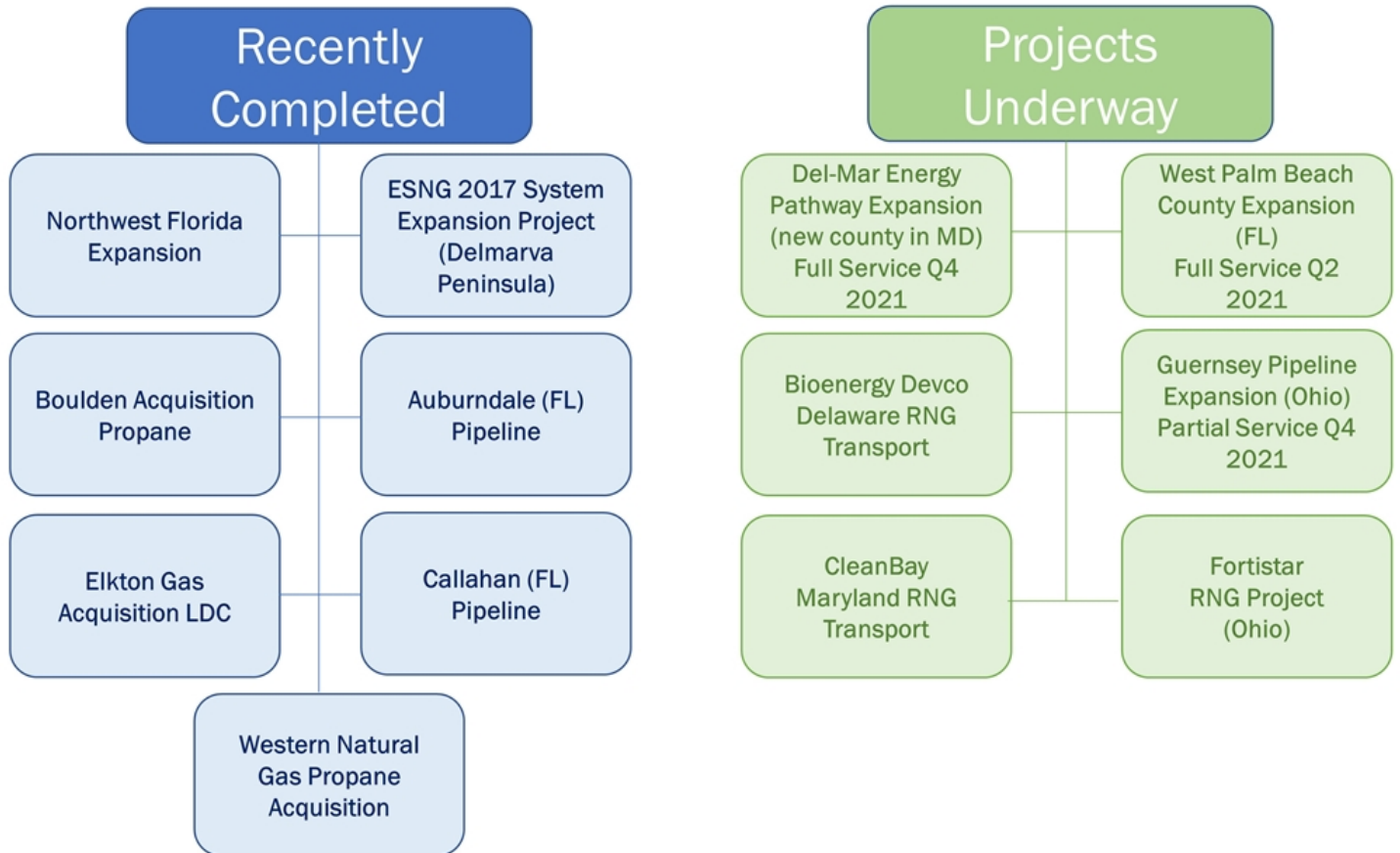
Project/Initiative <i>in thousands</i>	Gross Margin for the Period						
	Three Months Ended		Nine Months Ended		Year Ended	Estimate for	
	September 30,		September 30,		December 31,	Fiscal	
	2020	2019	2020	2019	2019	2020	2021
Pipeline Expansions							
West Palm Beach County, Florida Expansion	\$ 1,020	\$ 745	\$ 2,988	\$ 1,068	\$ 2,139	\$ 4,076	\$ 4,984
Del-Mar Energy Pathway ⁽¹⁾	925	189	1,565	542	731	2,398	4,100
Auburndale	170	113	509	113	283	679	679
Callahan Intrastate Pipeline (including related natural gas distribution services)	1,609	—	2,146	—	—	4,039	6,437
Guernsey Power Station	—	—	—	—	—	—	514
Total Pipeline Expansions	3,724	1,047	7,208	1,723	3,153	11,192	16,714
Virtual Pipeline Growth							
Compressed Natural Gas Transportation	1,592	993	5,047	4,353	5,410	7,000	8,000
Renewable Natural Gas Transportation	—	—	—	—	—	—	1,000
Total Virtual Pipeline Growth	1,592	993	5,047	4,353	5,410	7,000	9,000
Acquisitions							
Boulden Propane	327	—	2,763	—	329	4,000	4,200
Elkton Gas	357	—	357	—	—	1,365	3,992
Western Natural Gas Company	—	—	—	—	—	250	1,800
Total Acquisitions	684	—	3,120	—	329	5,615	9,992
Regulatory Initiatives							
Florida GRIP	3,831	3,146	11,135	10,457	13,939	14,976	16,739
Hurricane Michael regulatory proceeding	8,261	—	8,261	—	—	11,014	11,014
Total Regulatory Initiatives	12,092	3,146	19,396	10,457	13,939	25,990	27,753
Total	\$18,092	\$5,186	\$34,771	\$16,533	\$ 22,831	\$49,797	\$63,459

New
Gross Margin
Initiatives



Recent and Current Business Expansions

Business Development Continues to Identify New Opportunities



Key Regulatory Initiatives

Hurricane Michael Limited Proceeding

- *In September 2020, the Florida Public Service Commission approved a settlement agreement regarding the final cost recovery and rates associated with Hurricane Michael. The settlement of the Hurricane Michael proceeding improved operating income by \$2.9 million for the third quarter, including \$1.9 million in operating income which was previously billed under interim rates and fully reserved during the first half of 2020.*
- *The settlement agreement allowed FPU to:*
 - (a) record regulatory assets for storm costs in the amount of \$45.8 million including interest which will be amortized over six years*
 - (b) recover these storm costs through a surcharge for a total of \$7.7 million annually*
 - (c) collect an annual increase in revenue of \$3.3 million to recover capital costs associated with new plant and a regulatory asset for the cost of removal and undepreciated plant*
- *The new base rates and storm surcharge were effective on November 1, 2020.*

Renewable Natural Gas

Waste products are converted to Biogas in an anaerobic digester. The raw Biogas does not meet gas pipeline quality standards. An upgrading (clean-up) process, similar to the gas processing CPK currently operates in Ohio, is required to produce Biomethane, typically referred to as Renewable Natural Gas (RNG) prior to pipeline injection.

What is biogas?

Produced from decomposing organic material without presence of oxygen:

- 50-65% CH₄
- 35-50% CO₂
- Trace impurities (H₂S, VOCs, etc.)

RNG (biomethane) advantages

- Drop-in substitute for natural gas
- 100% renewable - no new carbon
- Upcycles low-grade organic waste into high-value, low-carbon energy source



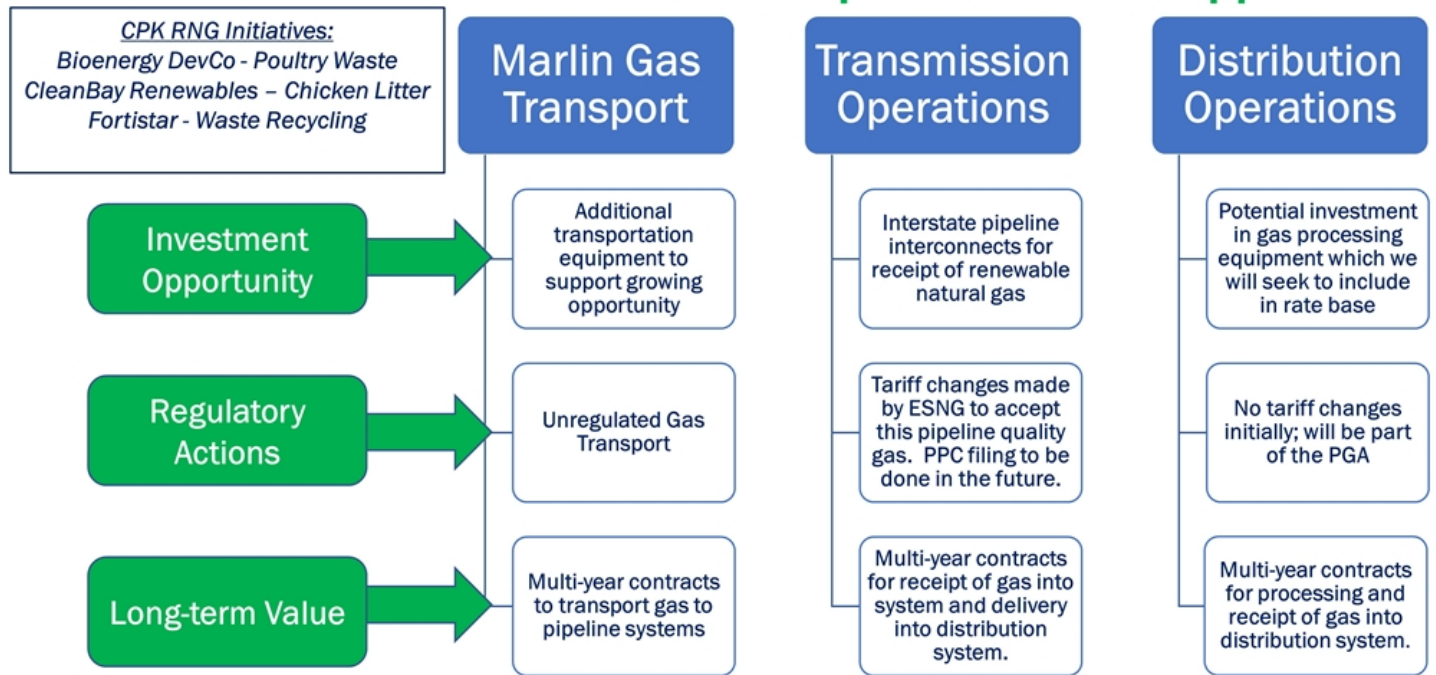
What is biogas upgrading?

- Cleanse impurities
- Separate CO₂ from CH₄
- Meet pipeline or vehicle specifications



CPK's Renewable Natural Gas Proposition

Presents Multiple Investment Opportunities



- *As a result of the Bioenergy DevCo., CleanBay and Fortistar projects, the Company expects to generate \$1.0 million in incremental margin in 2021 from renewable gas transportation.*
- *These projects provide the opportunity for the Company to utilize renewable natural gas, and play an active role in the clean-up of poultry waste as well support the sustainability of agribusiness on Delmarva.*
- *There are numerous profitable investment opportunities across the CPK value chain as we play a key role in ensuring a sustainable future for our local communities.*

- We are a responsible company that promotes integrity, accountability and reliability, with the safety of those we serve as our highest priority.
- The key to our success is our strong culture that fully engages all of our team members across the organization.
- Our Equity, Diversity and Inclusion Council promotes our culture -- everyone matters, every day.
- Our Employee Resource Groups celebrate, honor and share the unique experiences among our team members and create a forum for collaboration and innovation that contributes to our strategic growth.
- We are committed to providing safe, reliable, sustainable and efficient energy solutions to customers.
- Our corporate governance is the foundation of our processes and our decision-making throughout the Company, beginning with our Board of Directors and extending to every employee.
- We continue to cultivate the Chesapeake Utilities' sustainability story.

CHESAPEAKE UTILITIES NAMED TOP WORKPLACE FOR NINTH CONSECUTIVE YEAR

Each employee at Chesapeake Utilities is a valued member of our team, bringing diverse and inclusive perspectives to help achieve our goals. The Company continues to promote the growth and development of its employees, including the strategic thinking and creative energy that are integral to our success. We are honored to work alongside our employees who continue to rise to the occasion, evident even more throughout our Company's COVID-19 pandemic response.



NEW OHIO-BASED RENEWABLE FUEL PROJECT AIMS TO CAPTURE THE EQUIVALENT OF NEARLY 50K TONS OF CARBON TO DISPLACE DIESEL AND FUEL 725 BIOFUEL TRUCKS

Fortistar, Rumpke Waste & Recycling and Chesapeake Utilities Corporation Announce \$33 Million Project to Address Global Climate Change. The project will extract and capture waste methane from the Noble Road landfill in Ohio and transform it into Renewable Natural Gas.

World Mental Health Day 2020

Energy Efficiency Day 2020

Women in Energy

Safety Practices and Security Tips

#GASisKey...and so are you.

CHESAPEAKE UTILITIES CORPORATION PARTNERS WITH ATLANTA GAS LIGHT TO BUILD CNG FILLING STATION AT PORT OF SAVANNAH

The station aligns with our ongoing commitment to environmental responsibility by supplying clean-burning natural gas to fuel vehicles and making it available to customers with limited access to natural gas. CNG-powered vehicles produce lower emissions than gasoline and diesel vehicles, reducing greenhouse gas emissions by up to 30%, and nitrogen oxide emissions by 85%.

Capital Investment Guidance

Continued Record Investment in Our Business to Drive Growth

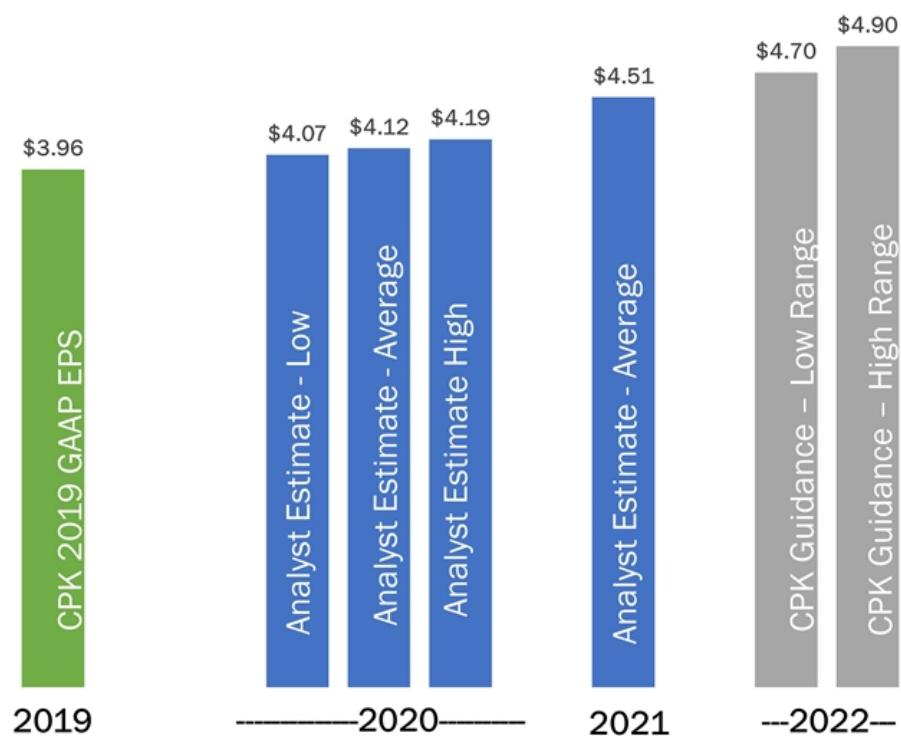


*2020 Lower Capital Forecast range updated from \$185 million to \$195 million

We will continue to update this forecast as we move through the year, including any capital deployment delays resulting from COVID-19.

Management reaffirms its five year capital expenditure guidance up to \$1 billion.
From 2018 through September 30, 2020, the Company has invested \$626 million on new capital expenditures.

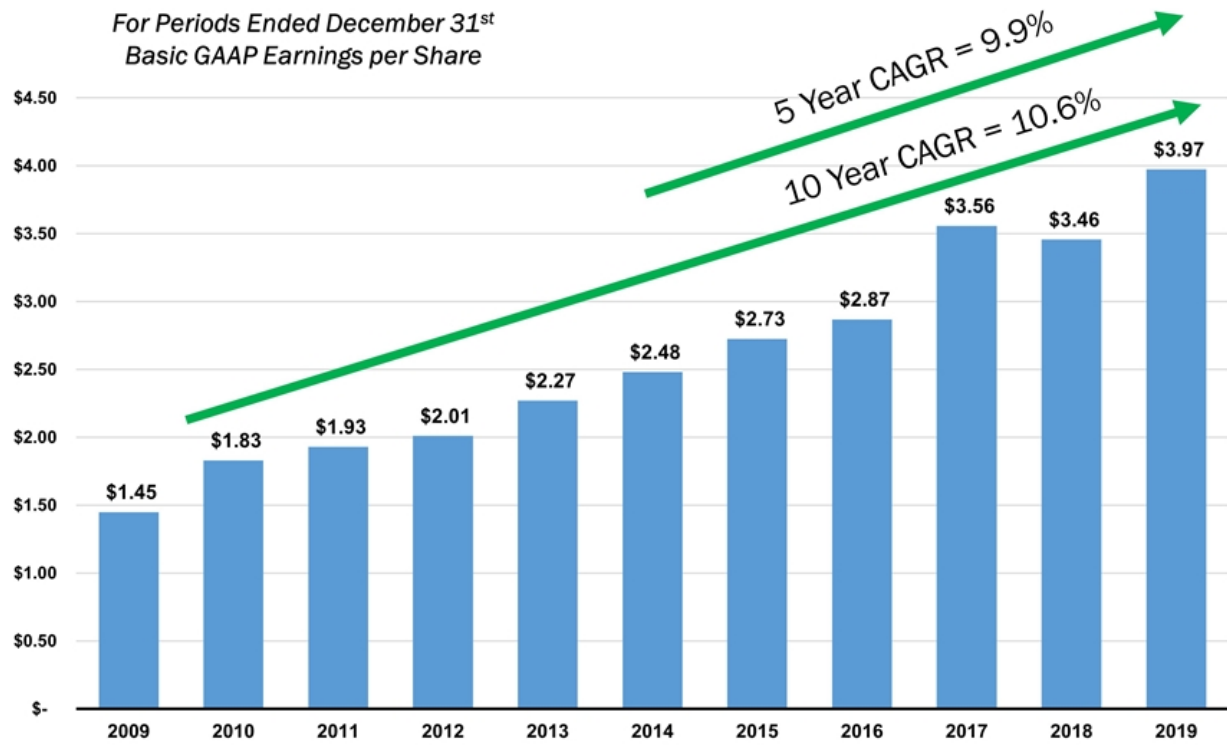
GAAP Earnings per Share Guidance



*Note: 2019 GAAP Diluted EPS (\$3.96) – Diluted EPS from Continuing Operations (\$3.72)

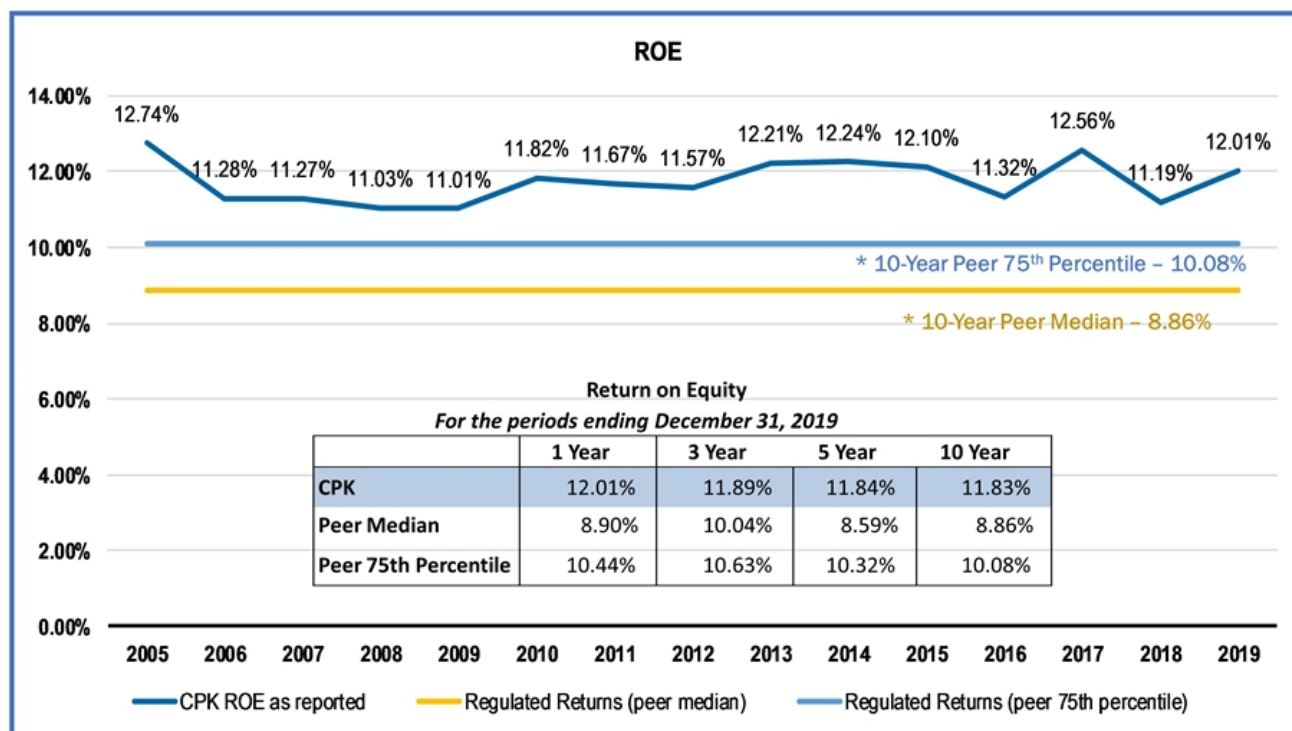
Growth in Earnings per Share

13 Years of Record Earnings



Return on Equity

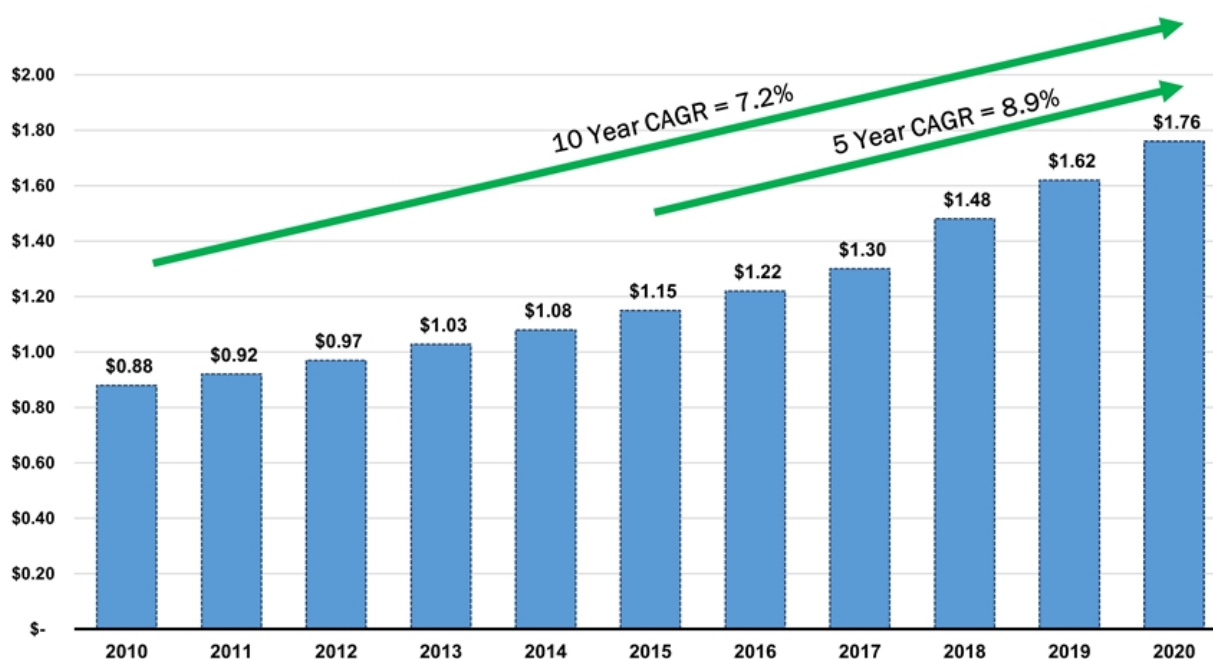
Chesapeake ROE Consistently Exceeds the Peer Median and 75th Percentile



* Normal Comparative Peer Group

Strong Track Record of Dividend Growth

Driven by Earnings Growth

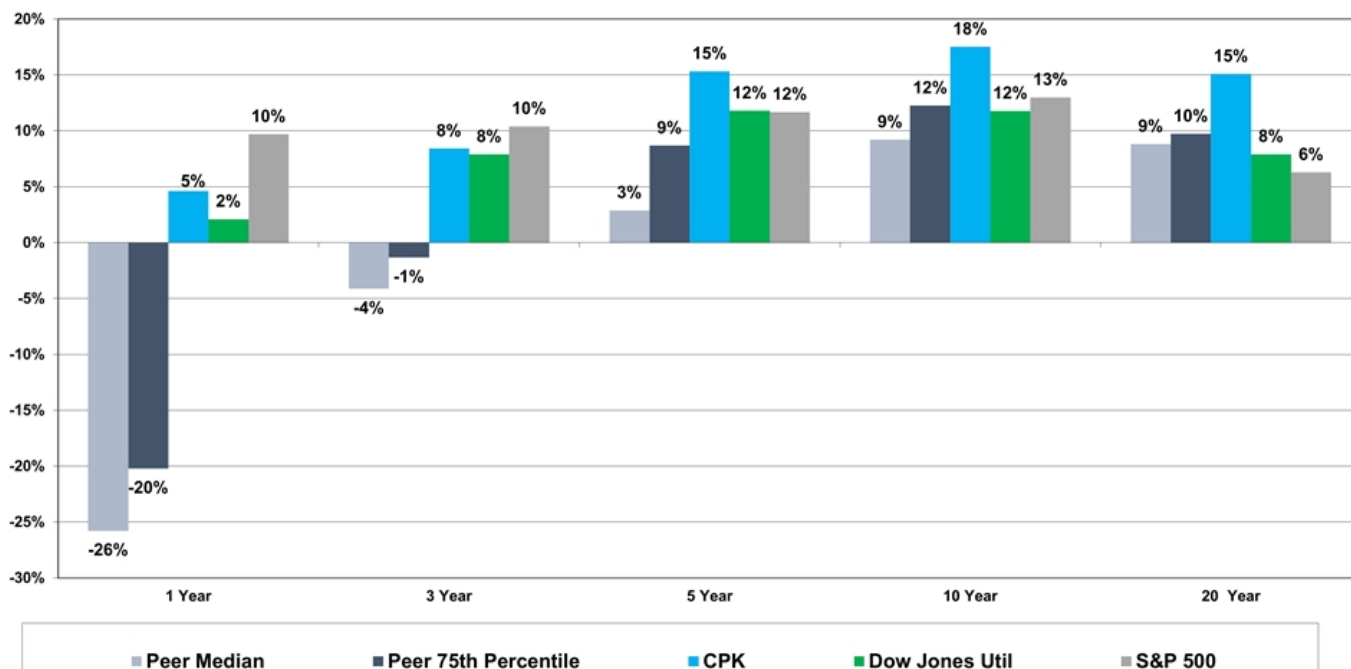


On May 7, 2020, the Board of Directors increased the annualized dividend to \$1.76 per share, an increase of 8.6%. The \$0.14 per share increase aligns our five year EPS growth rate of 9.4% with our five year dividend growth rate of 8.9%. The latest increase represents the 17th consecutive year of dividend growth, and will result in Chesapeake having doubled its dividend over the last ten years.

Total Shareholder Return

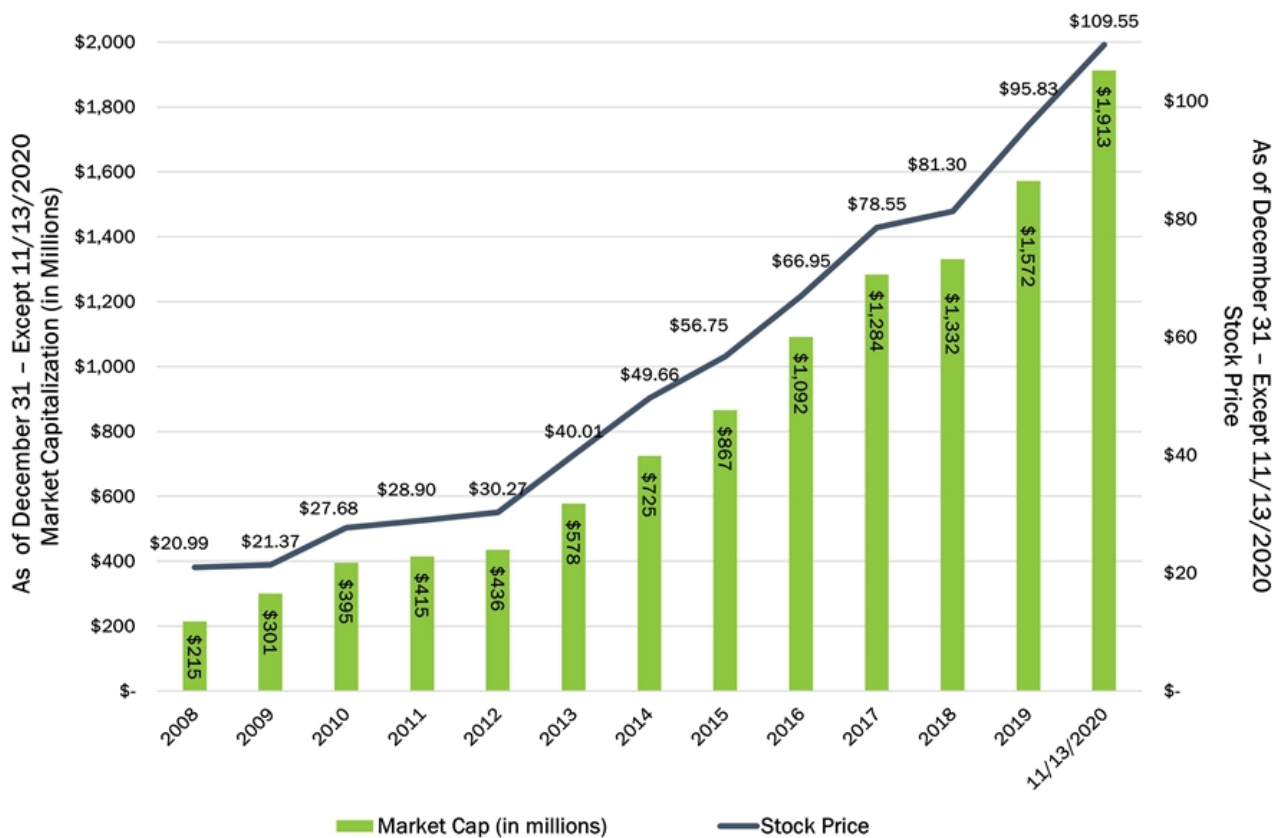
Increased Performance is Driving Increased Value

TSR - Annualized CPK Shareholder Returns Against Performance Peer Group
for Periods Ending 10/31/2020



Market Capitalization

Increased Performance is Driving Increased Value



Thank You!



Beth Cooper
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Thomas E. Mahn
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Treasurer
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