

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): October 6, 2021

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, DE 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.)

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))

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

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 October 6, 2021, the Board of Directors (the "Board") of Chesapeake Utilities Corporation (the "Company") increased the size of the Board from eleven to twelve directors and appointed Lisa G. Bisaccia to fill the resulting vacancy, effective October 15, 2021. Ms. Bisaccia will serve as a Class I director and it is expected that she will stand for election at the 2022 Annual Meeting of Stockholders. The Board determined that Ms. Bisaccia qualifies as an independent director under the New York Stock Exchange listing standards and the applicable requirements of the Securities and Exchange Commission.

Ms. Bisaccia 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 \$80,000 for the October 2021 through May 2022 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 October 14, 2021, and will be issued to Ms. Bisaccia on October 15, 2021 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. Bisaccia 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. Bisaccia and any other person pursuant to which Ms. Bisaccia was appointed as one of our directors. There are no transactions between Ms. Bisaccia, 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. Bisaccia's appointment, which was issued on October 12, 2021, is attached as Exhibit 99.1 and includes biographical information for Ms. Bisaccia.

Item 9.01 Financial Statements and Exhibits.

[Exhibit 99.1](#) — Press Release of Chesapeake Utilities Corporation, dated October 12, 2021.

Exhibit 104 - Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

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: October 12, 2021



FOR IMMEDIATE RELEASE
Oct. 12, 2021

Lisa G. Bisaccia Appointed
to Chesapeake Utilities Corporation Board of Directors

DOVER, Del. – Chesapeake Utilities Corporation (NYSE: CPK) (Chesapeake Utilities) today announced that as part of the Board’s ongoing succession planning, Lisa G. Bisaccia, retired executive vice president and chief human resources officer of CVS Health, was appointed to serve as a member of the Board of Directors of Chesapeake Utilities, effective Oct. 15. During her tenure at CVS Health, Bisaccia focused on employee engagement and organizational culture; launched companywide talent management and leadership development systems; managed large-scale acquisitions; ensured organizational diversity and inclusion; and oversaw CVS Health’s corporate social responsibility and philanthropy.

“On behalf of the entire Board, we are pleased to welcome Lisa as the newest independent director of the Board,” said John R. Schimkaitis, chair of Chesapeake’s Board of Directors. “Lisa brings public company Board experience and more than 40 years of human resources experience across various industries.”

“Lisa’s deep expertise in compensation, benefits and human capital management practices complements our employee-centric culture that promotes equity, diversity and inclusion,” said Jeff Householder, president and chief executive officer of Chesapeake Utilities. “In addition to public company Board experience, Lisa understands our strong commitment to continue to enrich our surrounding communities. Lisa serves on the National Board of Governors for the Boys and Girls Clubs of America and is the immediate past national chair for Go Red for Women, the American Heart Association’s signature women’s initiative designed to increase women’s heart health awareness.”

“It is a special opportunity to join the Chesapeake Utilities’ Board whose culture and employee engagement have yielded an impressive earnings track record and top quartile shareholder returns. As regulated businesses such as Chesapeake Utilities continue to focus on business transformation initiatives, sustainability, human capital management and other matters that benefit stakeholders, my long-standing career in these areas will complement the already strong leadership and strategic oversight of the Board,” said Bisaccia.

(more)



Bisaccia volunteers at the Care New England Health Care System as a member of the Quality Committee of Women and Infants Hospital. She formerly served as a director of Aramark Corporation and as a member of its Nominating and Corporate Governance Committee and Compensation and Human Resources Committee. Bisaccia also previously served as a member of the board of directors of the Human Resources Policy Association and the American Health Policy Institute, and as vice chair of the Center for Executive Compensation.

Bisaccia is the chair of the board of trustees of Trinity College, her alma mater, where she earned a bachelor's degree prior to receiving an MBA in human resources from the University of Connecticut School of Business. Bisaccia was formerly recognized in the Worldwide Top 100 Chief Human Resources Officer list published by TopCHRO.

About Chesapeake Utilities Corporation

Chesapeake Utilities Corporation is a diversified energy delivery company, listed on the New York Stock Exchange, which is engaged in natural gas transmission and distribution; electricity generation and distribution; propane gas distribution; mobile compressed natural gas (CNG) utility services and solutions; and other businesses. Information about Chesapeake Utilities Corporation's businesses is available at www.chpk.com 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:

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