

AVALON HOLDINGS CORP  
Form 10-K  
March 14, 2019  
2018

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 10-K**

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

**For the fiscal year ended December 31, 2018**

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 1-14105

**AVALON HOLDINGS CORPORATION**

(Exact name of registrant as specified in its charter)

**Ohio**

(State or other jurisdiction of incorporation or organization)

**34-1863889**

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

**One American Way, Warren, Ohio 44484-5555**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(330) 856-8800**

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

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Class A Common Stock, \$.01 par value	NYSE Amex

**Securities registered pursuant to Section 12(g) of the Act:** None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [  ]

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 the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  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

The aggregate market value of Class A Common Stock held by non-affiliates of the registrant on March 1, 2019 was \$8.3 million. Assuming that the market value of Avalon Holdings Corporation's Class B Common Stock was the same as its Class A Common Stock by reason of its one-to-one conversion rights, the market value of Class B Common Stock held by non-affiliates of the registrant on March 1, 2019 was approximately \$1,482. The registrant had 3,263,647 shares of its Class A Common Stock and 611,784 shares of its Class B Common Stock outstanding as of March 1, 2019.

### Documents Incorporated by Reference

1. Portions of the Avalon Holdings Corporation Annual Report to Shareholders for the year ended December 31, 2018 (Parts I and II of Form 10-K).
  2. Portions of the Avalon Holdings Corporation Proxy Statement for the 2019 Annual Meeting of Shareholders are incorporated by reference herein into Part III.
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## AVALON HOLDINGS CORPORATION AND SUBSIDIARIES

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As used in this report, the terms “Avalon,” “Company,” and “Registrant” mean Avalon Holdings Corporation, its wholly owned subsidiaries and variable interest entities when it has been determined that Avalon is the primary beneficiary of those company’s operations, taken as a whole, unless the context indicates otherwise.

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**Note on Incorporation by Reference**

Throughout this report various information and data are incorporated by reference from Avalon's 2018 Annual Report to Shareholders (hereinafter referred to as the "Annual Report to Shareholders"). Any reference in this report to disclosures in the Annual Report to Shareholders shall constitute incorporation by reference of that specific material into this Form 10-K.

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## **PART 1**

### **ITEM 1. BUSINESS**

#### **General**

Avalon Holdings Corporation (“Avalon” or the “Company”) was formed on April 30, 1998 as a subsidiary of American Waste Services, Inc. (“AWS”). On June 17, 1998, AWS distributed, as a special dividend, all of the outstanding shares of capital stock of Avalon to the holders of AWS common stock on a pro rata and corresponding basis (the “Spin-off”). The history and organization of the remaining operations, some of which were contributed to Avalon as a result of the Spin-off, are described below.

In June 1990, AWS purchased approximately 5.6 acres of real estate located in Warren, Ohio on which it constructed Avalon’s corporate headquarters. In connection with the acquisition of such property, Avalon Lakes Golf, Inc. (“ALGI”), a former subsidiary of AWS and now an indirect wholly owned subsidiary of Avalon, acquired the real and personal property associated with the Avalon Lakes Golf Course, an 18-hole golf course adjacent to the office property. The corporate headquarters and ALGI were contributed to Avalon by AWS. The Avalon corporate headquarters building includes a clubhouse, restaurant, golf simulators and a pro shop for the Avalon Golf and Country Club at Avalon Lakes Golf Course.

In 1995, American Waste Management Services, Inc. (“AWMS”) commenced its waste disposal brokerage and management operations and in 1997, American Landfill Management, Inc. (“ALMI”) started its captive landfill management operations. Both companies were contributed to Avalon by AWS and now are wholly owned subsidiaries of Avalon.

In November 2003, TBG, Inc. (“TBG”), a subsidiary of ALGI, entered into a long-term lease agreement with Squaw Creek Country Club to lease and operate its golf course and related facilities. As a result of the transaction, Avalon created a newly organized subsidiary, Avalon Golf and Country Club, Inc. (“AGCC”) which manages all the golf courses and related operations.

In October 2006, Avalon, through a newly created subsidiary, Avalon Country Club at Sharon, Inc. (“Sharon”), completed the acquisition of the Sharon Country Club assets. The primary assets of the Sharon club include the golf course and clubhouse. Avalon renovated the clubhouse and constructed additional recreational facilities and operates the Sharon facilities as part of its Avalon Golf and Country Club.

In June 2011, AWMS Water Solutions, LLC was formed to acquire options on properties for the purpose of operating salt water injection wells. AWMS Water Solutions, LLC, a wholly owned subsidiary of Avalon, manages all the salt water injection well operations, including the marketing and sales function and all decisions regarding the well operations for a percentage of the gross revenues.

In August 2013, Avalon created a new Ohio limited liability company, AWMS Holdings, LLC, to act as a holding company to form and own a series of wholly owned subsidiaries that will own and operate salt water injection wells and facilities (together the “facilities”). AWMS Holdings, LLC, offers investment opportunities to accredited investors by selling membership units of AWMS Holdings, LLC through private placement offerings. The monies received from these offerings, along with internally contributed capital, are used to construct the facilities necessary for the operation of salt water injection wells. As a result of the private placement offering, Avalon is not the majority owner of AWMS Holdings, LLC; however, due to the managerial control of AWMS Water Solutions, LLC, AWMS Holdings, LLC is a variable interest entity (“VIE”), and the financial statements of AWMS Holdings, LLC and subsidiaries are included in Avalon’s consolidated financial statements.

In August 2013, AWMS Holdings, LLC formed its first wholly owned subsidiary, AWMS Rt. 169, LLC, to own and operate two salt water injection wells. AWMS Rt. 169, LLC leases 5.2 acres on which the salt water injection wells are located. As further described below, based on the Chief of the Division of Oil and Gas Resources Management’s decision, the operations of the two salt water injection wells are currently suspended.

In August 2014, Avalon, through a newly created subsidiary, The Avalon Resort and Spa LLC, completed the acquisition of The Magnuson Grand Hotel in Howland, Ohio. Subsequent to the acquisition, The Magnuson Grand Hotel was renamed and now operates as The Avalon Inn. The primary assets of The Avalon Inn include the hotel, indoor junior Olympic size swimming pool, fitness center, restaurants, bars, banquet and conference facilities and adjoining recreation and tennis center. The Avalon Inn is located adjacent to Avalon’s corporate headquarters and the Avalon Lakes Golf Course. In 2018, The Avalon Inn was in operation but still in the process of being renovated and expanded. The renovations and expansion include the renovation of existing hotel rooms and the addition of a new restaurant, bars, salon and spa, outdoor resort pool and Roman Bath. The Avalon Inn operates in conjunction with the Avalon Golf and Country Club.

In July 2016, the Company formed Avalon Resorts and Clubs, Inc. (“ARCI”), a wholly owned subsidiary of Avalon, the purpose of which is to hold the corporate activity of Avalon Clubs, Inc. and Avalon Resorts, Inc., both formed concurrently with ARCI. Avalon Clubs, Inc. was formed to hold the wholly owned subsidiaries of the Avalon Golf and Country Club, while Avalon Resorts, Inc. holds the operations of The Avalon Inn.

In March 2018, Avalon, through a newly created subsidiary, Avalon Mahoning Sports Center, Inc., completed the acquisition of the Boardman Tennis Center in Boardman, Ohio for approximately \$1.3 million in cash. Subsequent to the acquisition, the Boardman Tennis Center was renamed the Avalon Athletic Club at Boardman. The primary assets of the Avalon Athletic Club at Boardman include the acquired real property consisting of the tennis building and associated land. In 2018, the Avalon Athletic Club at Boardman was in operation but in the process of being renovated. The renovations include the conversion of the facility into a multipurpose recreation center including indoor tennis, basketball, volleyball and pickleball courts and a fitness area. The facilities interior renovations were completed in the first quarter of 2019. The Avalon Athletic Club at Boardman operates as part of its Avalon Golf and Country Club.

### **Business Segments Information**

Avalon’s business segments are waste management services and golf and related operations. The waste management services segment includes waste disposal brokerage and management services, captive landfill management operations and salt water injection well operations. The golf and related operations segment includes the operation and management of three golf courses and related clubhouses, a hotel, fitness centers, tennis courts, salon and spa services, dining, banquet and conference facilities and a travel agency. In 2018, no customer individually accounted for 10% or more of the waste management services segment’s net operating revenues to external customers. In 2017, one customer of the waste management services segment, Koppers Holdings Inc., accounted for 12% of the waste management services segment’s net operating revenues to external customers and 9% of Avalon’s consolidated net operating revenues.

#### ***Waste Management Services***

Avalon’s waste management subsidiaries provide hazardous and nonhazardous waste disposal brokerage and management services, captive landfill management services and salt water injection well operations. Waste management services are provided to industrial, commercial, municipal and governmental customers primarily in selected northeastern and midwestern United States markets. For the years 2018 and 2017, the net operating revenues of the waste management services segment represented approximately 72% and 69%, respectively, of Avalon’s total consolidated net operating revenues.



AWMS assists customers with managing and disposing of wastes at approved treatment and disposal sites based upon a customer's needs.

Because waste generators remain liable for their waste, both before and after disposal, they require assurance that their waste will be safely and properly transported, treated and disposed of. To give customers this confidence, as well as to limit its own potential liability, AWMS has instituted procedures designed to minimize the risks of improper handling or disposal of waste.

Before AWMS will provide waste brokerage or management services, a potential customer must complete a detailed waste profile setting forth the amount, chemical composition and any unique characteristics for each type of waste to be handled. Representative samples of the waste are analyzed by a state or federally certified laboratory. In addition, an AWMS representative generally inspects the process generating the waste, the location where the waste may be temporarily stored or the site of the remediation project producing the waste, and interviews representatives of the generator familiar with the waste. This inspection, along with the laboratory results, allows AWMS to determine whether the waste is within acceptable parameters for disposal and, if so, what special handling and treatment procedures must be instituted. If the waste is continuously generated, new representative samples are tested on a periodic basis.

These procedures are important to both AWMS and its customers because the key to proper handling of waste is accurate identification. Hazardous waste which is not identified as such, and thus, improperly disposed of can result in substantial liability to the waste generator, the disposal facility, AWMS and potentially to all other waste generators that have used the disposal site. Conversely, waste that could safely and legally be disposed of in a solid waste landfill, but is instead sent to a hazardous waste facility for treatment and disposal, will result in substantial and unnecessary expense to the generator.

ALMI is a landfill management company that provides technical and operational services to customers owning captive disposal facilities. A captive disposal facility only disposes of waste generated by the owner of such facility. ALMI provides turnkey services, including daily operations, facilities management and management reporting for its customers. Currently, ALMI manages one captive disposal facility located in Ohio. In addition, American Construction Supply, Inc., a wholly owned subsidiary of ALMI, sells construction mats.

AWMS Holdings, LLC, is a holding company that was created to form and own a series of wholly owned subsidiaries that own and operate salt water injection wells and facilities. AWMS Holdings, LLC, offers investment opportunities to accredited investors by selling membership units of AWMS Holdings, LLC through private placement offerings. The monies received from these offerings, along with internally contributed capital, are used to construct the facilities necessary for the operation of salt water injection wells. AWMS Water Solutions, LLC, a wholly owned subsidiary of Avalon, manages the operations, including the marketing and sales function and all the decisions regarding the well operations for a percentage of the gross revenues. As a result of the private placement offering, Avalon is not the majority owner of AWMS Holdings, LLC; however, due to the managerial control of AWMS Water Solutions, LLC, AWMS Holdings, LLC is a VIE, and the financial statements of AWMS Holdings, LLC and subsidiaries are included in Avalon's consolidated financial statements.

AWMS Holdings, LLC formed its first wholly owned subsidiary, AWMS Rt. 169, LLC, to own and operate two salt water injection wells. AWMS Rt. 169, LLC leases 5.2 acres on which the salt water injection wells are located. As further described below, based on the Chief of the Division of Oil and Gas Resources Management's decision, the operations of the two salt water injection wells are currently suspended.

### ***Golf and Related Operations***

Avalon's golf and related operations segment includes the operation and management of three golf courses and related country clubs and facilities, a hotel and its associated amenities, an athletic center and a travel agency. For the years 2018 and 2017, the net operating revenues of the golf and related operations segment represented approximately 28% and 31%, respectively, of Avalon's total consolidated net operating revenues.

ALGI owns and operates a Pete Dye designed championship golf course located in Warren, Ohio. ALGI generates revenue from membership dues, greens fees, cart rentals, merchandise, and food and beverage sales.

TBG, a subsidiary of ALGI, entered into a long-term agreement with Squaw Creek Country Club to lease and operate its golf course and related facilities. The lease, which commenced on November 1, 2003, has an initial term of ten (10) years with four (4) consecutive ten (10) year renewal term options unilaterally exercisable by TBG. In addition to a championship golf course, the Squaw Creek facilities include a swimming pool, tennis courts and a clubhouse that

includes a fitness center, dining and banquet facilities. TBG generates its revenue in the same manner as ALGI, but also generates revenues from tennis and swimming.

Avalon Travel, Inc., a subsidiary of ALGI, owns and operates a travel agency which generates its revenue from booking travel reservations.

In October 2006, Avalon, through its subsidiary, Avalon Country Club of Sharon, Inc., completed the acquisition of the Sharon Country Club assets. The primary assets of Sharon include the golf course and clubhouse which includes, dining and banquet facilities, a swimming pool, salon and spa services and a fitness center. Sharon generates its revenue in the same manner as ALGI and TBG, but also generates revenues from its fitness center and salon and spa services.

In November 2003, Avalon formed the Avalon Golf and Country Club to manage its golf courses and the related operations. Members of the Avalon Golf and Country Club are entitled to privileges at all the facilities. Membership requires payment of annual dues. Members receive several benefits including reduced greens fees, preferential tee times and discounts on merchandise. In addition, members of the Avalon Golf and Country Club also have access to all of the amenities offered by The Avalon Inn. The Avalon Golf and Country Club competes with many public courses and country clubs in the area. Although the golf courses continue to be available to the general public, the primary source of revenues is derived from the members of the Avalon Golf and Country Club. Avalon believes that the combination of its three golf facilities and The Avalon Inn will result in additional memberships in the Avalon Golf and Country Club. The ability to retain current members and attract new members has been an ongoing challenge. Although Avalon was able to increase the number of members of the Avalon Golf and Country Club, as of December 31, 2018, Avalon has not attained its membership goals. There can be no assurance as to when such goals will be attained and when the golf and related operations will ultimately become profitable. Avalon is continually using different marketing strategies to attract new members, such as local television advertising and various membership promotions. A significant decline in members could adversely affect the future financial performance of Avalon.

In August 2014, Avalon, through a newly created subsidiary, The Avalon Resort and Spa LLC, completed the acquisition of The Magnuson Grand Hotel in Howland, Ohio. Subsequent to the acquisition, The Magnuson Grand Hotel was renamed and now operates as The Avalon Inn. The primary assets of The Avalon Inn include the hotel, indoor junior Olympic size swimming pool, fitness center, restaurants, bars, banquet and conference facilities and adjoining tennis center. The Avalon Inn is located adjacent to Avalon's corporate headquarters and the Avalon Lakes Golf Course. The Avalon Inn provides guests with a self-contained vacation experience, offering hotel guests golf packages to all of the golf courses of the Avalon Golf and Country Club and allows its guests to utilize the facilities at each of the clubhouses. Members of the Avalon Golf and Country Club also have access to all of the amenities offered by The Avalon Inn. The Avalon Inn earns revenues through room rentals, food and beverage sales, merchandise sales, tennis and fitness activities. In 2018, The Avalon Inn was in operation but still in the process of being renovated and expanded. The renovations and expansion include the renovation of existing hotel rooms and the addition of a new restaurant, bars, salon and spa, outdoor resort pool and Roman Bath. The Avalon Inn operates in conjunction with the Avalon Golf and Country Club.

In July 2016, the Company formed ARCI, a wholly owned subsidiary of Avalon, the purpose of which is to hold the corporate activity of Avalon Clubs, Inc. and Avalon Resorts, Inc., both formed concurrently with ARCI. Avalon Clubs, Inc. was formed to hold the wholly owned subsidiaries of the Avalon Golf and Country Club, while Avalon Resorts, Inc. holds the operations of The Avalon Inn.

In March 2018, Avalon, through a newly created subsidiary, Avalon Mahoning Sports Center, Inc., completed the acquisition of the Boardman Tennis Center in Boardman, Ohio for approximately \$1.3 million in cash. Subsequent to the acquisition, the Boardman Tennis Center was renamed the Avalon Athletic Club at Boardman. The primary assets of the Avalon Athletic Club at Boardman include the acquired real property consisting of the tennis building and associated land. In 2018, The Avalon Athletic Club at Boardman was in operation but in the process of being renovated. The renovations include the conversion of the facility into a multipurpose recreation center including indoor tennis, basketball, volleyball and pickleball courts and a fitness area. The facilities interior renovations were completed in the first quarter of 2019. Members of the Avalon Golf and Country Club have access to the facility and all the athletic and fitness related activities offered by the Avalon Athletic Club at Boardman. In addition, hotel guests at The Avalon Inn can utilize the facility during their stay. The Avalon Athletic Club at Boardman earns revenue through membership fees, athletic and fitness related activities. The Avalon Athletic Club at Boardman operates as part of its Avalon Golf and Country Club.

The golf courses are significantly dependent upon weather conditions during the golf season as a result of being located in northeast Ohio and western Pennsylvania. Avalon's financial performance is adversely affected by adverse weather conditions.

### ***Governmental regulations***

The federal government and numerous state and local governmental bodies are continuing to consider legislation or regulations to either restrict or impede the disposal and/or transportation of waste. A portion of Avalon's waste brokerage and management services revenues is derived from the disposal and/or transportation of out-of-state waste. Any law or regulation restricting or impeding the transportation of waste or the acceptance of out-of-state waste for disposal could have a negative effect on Avalon. Avalon's waste brokerage and management services may also be affected by the trend toward laws requiring the development of waste reduction and recycling or other programs.

All three of Avalon's golf course operations and The Avalon Inn currently hold liquor licenses for their respective facilities. If, for some reason, any one of these facilities were to lose their liquor license, the financial performance of the golf and related operations would be adversely affected.

On December 22, 2017, legislation commonly known as the Tax Cuts and Jobs Act (the "Tax Act") was signed into law. The Tax Act changes existing U.S. tax law and includes numerous provisions that will affect Avalon, including our income tax accounting, disclosure and tax compliance. The most impactful changes within the Tax Act are those that will reduce the U.S. corporate tax rates, business-related exclusions and deductions and credits. Consequently, as of the date of enactment, and during 2018, Avalon valued all deferred tax assets and liabilities at the newly enacted Corporate U.S income tax rate. Avalon has a full valuation allowance on its federal deferred tax assets.

### *Sales and marketing*

Avalon's sales and marketing approach is decentralized, with each business segment being responsible for its own sales and marketing efforts. Each business segment employs its own sales force which concentrates on expanding its business.

### *Competition*

The hazardous and nonhazardous waste disposal brokerage and management business is highly competitive and fragmented. Avalon's waste disposal brokerage and management business competes with other brokerage companies, as well as, with companies which own treatment and disposal facilities. In addition to price, knowledge and service are key factors when competing for waste disposal brokerage and management business. Avalon's waste disposal brokerage and management operations obtain and retain customers by providing services and identifying cost-efficient disposal options unique to a customer's needs. Consolidation within the solid waste industry has resulted in a reduction in the number of disposal options available to waste generators and may cause disposal pricing to increase. Avalon may need to absorb all or a portion of these cost increases depending upon competitive conditions at the time.

Avalon's golf courses are located in Warren, Ohio, Vienna, Ohio and Sharon, Pennsylvania and compete with many public courses and country clubs in the area.

The Avalon Inn's principal competitors are operators of full service, select service and extended stay properties, including major hospitality chains with well-established and recognized brands. We also compete against small chains and independent and local owners and operators. We compete for guests based primarily on the resort complex and country club experience created through the combination of the resort and country club operations.

### *Insurance*

Avalon carries \$11,000,000 of liability insurance coverage. This insurance includes coverage for comprehensive general liability, automobile liability and other customary coverage. In addition, Avalon also carries \$6,000,000 of separate liability insurance coverage for the golf courses and related operations. Avalon carries comprehensive property damage coverage and, also, professional liability insurance for its fitness, swimming, salon and spa activities. No assurance can be given that such insurance will be available in the future or, if available, that the premiums for such insurance will be reasonable.

If Avalon were to incur a substantial liability for damages not covered by insurance or in excess of its policy limits or at a time when Avalon no longer is able to obtain appropriate liability insurance, its financial condition could be materially adversely affected.

***Employees***

As of December 31, 2018, Avalon had 455 employees, 31 of whom were employed by the waste management services segment, 401 of whom were employed by the golf and related operations and 23 of whom were employed in financial and administrative activities. Avalon believes that it has a good relationship with its employees.

***Other business factors***

None of Avalon's business segments is materially dependent on patents, trademarks, licenses, franchises or concessions, other than permits, licenses and approvals issued by regulatory agencies. Avalon does not sponsor significant research and development activities.

## ITEM 1A. RISK FACTORS

The following factors, as well as, factors described elsewhere in the Form 10-K, or in other filings by Avalon with the Securities and Exchange Commission, could adversely affect Avalon's consolidated financial position, results of operations or cash flows. Other factors not presently known to us or that we presently believe are not material could also affect our business operations and financial results.

### *Voting control by management*

Avalon has two classes of common stock, Class A and Class B. Each share of Class A Common Stock is entitled to one vote and each share of Class B Common Stock is entitled to ten votes on all matters submitted to a vote of the shareholders. Except for the election of Avalon's Board of Directors, the Class A Common Stock and the Class B Common Stock vote together as a single class on all matters presented for a vote to the shareholders. The holders of the Avalon Class B Common Stock, which consists principally of the management of Avalon, have approximately 66 percent of the aggregate voting power of the outstanding Avalon Common Stock. Currently, the holders of the Avalon Class A Common Stock will not, either alone or acting collectively, be able to elect a majority of the members of Avalon's Board of Directors (the "Avalon Board") or control many corporate actions. However, the holders of the Avalon Class A Common Stock, voting as a separate class, have the right to elect the number of directors equal to at least 25 percent of the total Board of Directors of Avalon until the outstanding Avalon Class B Common Stock constitutes less than 50 percent of the total voting power of the outstanding Avalon Common Stock, after which time the holders of the Avalon Class A and Class B Common Stock will vote as a single class for the election of directors and all matters presented for a vote to the shareholders. The holders of a majority of all outstanding shares of Class A Common Stock or Class B Common Stock, voting as separate classes, must also approve amendments to the Articles of Incorporation that adversely affect the shares of their class.

Each share of Class B Common Stock is convertible, at any time, at the option of the shareholder, into one share of Class A Common Stock. Shares of Class B Common Stock are also automatically converted into shares of Class A Common Stock on the transfer of such shares to any person other than Avalon, another holder of Class B Common Stock or a Permitted Transferee, as defined in Avalon's Articles of Incorporation.

### *Certain anti-takeover provisions of Articles of Incorporation, Code of Regulations and Ohio Law*

The Articles of Incorporation and Code of Regulations of Avalon, as well as, Ohio statutory law, contain provisions that may have the effect of discouraging an acquisition of control of Avalon not approved by the Avalon Board. Such provisions may also have the effect of discouraging third parties from making proposals involving an acquisition or change of control of Avalon, even though such proposals, if made, might be considered desirable by a majority of the



Avalon stockholders. Such provisions could also have the effect of making it more difficult for third parties to cause the replacement of the current management of Avalon without the concurrence of the Avalon Board. These provisions have been designed to enable Avalon to develop its business and foster its long-term growth without disruptions caused by the threat of a takeover not deemed by the Avalon Board to be in the best interest of Avalon and its stockholders.

***Dividend policy***

The dividend policy of Avalon is determined by the Avalon Board. Avalon presently intends to retain earnings for use in the operation and expansion of its business and, therefore, does not anticipate paying cash dividends in the foreseeable future.

***Avalon's market for shares may be subject to greater volatility and limited daily activity***

Market fluctuations, as well as economic conditions, may adversely affect the market price of the Avalon Class A Common Stock. Given the relatively small market capitalization of Avalon, the market for its Class A Common Stock may be subject to greater volatility than would be the case for a large company. In addition, the selling and buying of shares on a daily basis may be limited because of the relatively small capitalization of Avalon.

***A majority of Avalon's business is not subject to long-term contracts***

A significant portion of Avalon's business is generated from waste brokerage and management services provided to customers and is not subject to long-term contracts. In light of current economic, regulatory and competitive conditions, there can be no assurance that Avalon's current customers will continue to transact business with Avalon at historical levels. Failure by Avalon to retain its current customers or to replace lost business could adversely impact the future financial performance of Avalon.

Avalon's captive landfill management business is dependent upon a single customer as its sole source of revenue. If the captive landfill management business is unable to retain this customer, Avalon's future financial performance could be adversely impacted.

A significant source of the golf and related operations revenues is derived from the members of the Avalon Golf and Country Club. Members are obligated to pay dues for a one year period. As such, the golf and related operations is primarily dependent on the sale and renewal of memberships in the Avalon Golf and Country Club, on a year to year basis.

***Avalon's loan and security agreement may obligate it to repay debt before its maturity***

The Company's loan and security agreement contains certain covenants and events of default. Should Avalon be unable to meet one or more of these covenants, its lender may require it to repay any outstanding balance prior to the expiration date of the agreement. Our ability to comply with the financial and other covenants in our loan and security agreement may be affected by worsening economic or business conditions, or other events that may be beyond our control. We cannot provide assurance that our business will generate sufficient cash flow from operating activities in amounts sufficient to enable us to service debt and meet these covenants. We may need to refinance all or a portion of our indebtedness, on or before maturity. The Company cannot assure that additional sources of financing would be available to pay off any long-term borrowings under the loan and security agreement, so as to avoid default.

***Long-lived asset impairment***

Certain events or changes in circumstances may indicate that the recoverability of the carrying value of long-lived assets should be assessed. Such events or changes may include a significant decrease in market value, a significant change in the business climate in a particular market, or a current-period operating or cash flow loss combined with historical losses or projected future losses. If an event occurs or changes in circumstances are present, Avalon estimates the future cash flows expected to result from the use of the applicable groups of long-lived assets and their eventual disposition. If the sum of the expected future cash flows (undiscounted and without interest charges) is less than the carrying value, Avalon would recognize an impairment loss to the extent the carrying value of the groups of long-lived assets exceeds their fair value. Avalon would determine the fair value by using quoted market prices, if available, for such assets; or if quoted market prices are not available, Avalon would discount the expected estimated future cash flows.

The ability to accurately predict future cash flows may impact the determination of fair value. Avalon's assessments of cash flows represent management's best estimate at the time of the impairment review. Avalon estimates the future cash flows expected to result from the use and, if applicable, the eventual disposition of the assets. The key variables

that management must estimate include, among other factors, sales, costs, inflation and capital spending. Significant management judgment is involved in estimating these variables, and they include inherent uncertainties. If different cash flows had been estimated in the current period, the value of the long-lived assets could have been materially impacted. Furthermore, Avalon's accounting estimates may change from period to period as conditions in markets change, and this could materially impact financial results in future periods.

In the fourth quarter of 2018, Avalon recorded a non-cash, pre-tax impairment charge of approximately \$3.3 million representing the full carrying value of the Company's salt water injection wells property and equipment. The conclusion was made in connection with the Company's annual impairment testing and the overall uncertainty that the Company's salt water injection wells will resume operations and generate future cash flows, as further discussed below.

The impairment charge is included in the operations related to the waste management service's segment for the fiscal year ended December 31, 2018. No cash expenditures were recorded as a result of the impairment charge. The impairment charge did not affect Avalon's compliance with debt covenants under its Term Loan or Line of Credit agreements.

### *Seasonality*

Avalon's operations are somewhat seasonal in nature since a significant portion of those operations are primarily conducted in selected northeastern and midwestern states. Additionally, Avalon's golf courses are located in northeast Ohio and western Pennsylvania and are significantly dependent upon weather conditions during the golf season. As a result, Avalon's financial performance could be adversely affected by adverse weather conditions.

### *Saltwater disposal wells*

Saltwater disposal wells are regulated by the Ohio Department of Natural Resources (“ODNR”), with portions of the disposal facilities regulated by the Ohio EPA. As exploitation of the Marcellus and Utica shale formations by the hydrofracturing process develops, regulatory and public awareness of the environmental risks of saltwater brine and its disposal in saltwater disposal wells is growing and consequently, it is expected that regulation governing the construction and operation of saltwater disposal wells will increase in scope and complexity. Increased regulation may result in increased construction and/or operating costs, which could adversely affect the financial results of Avalon.

There is a continuing risk during the saltwater disposal well’s operation of an environmental event causing contamination to the water tables in the surrounding area, or seismic events. The occurrence of a spill or contamination at a disposal well site could result in remedial expenses and/or result in the operations at the well site being suspended and/or terminated by the Ohio EPA or the ODNR. Incurring remedial expenses and/or a suspension or termination of Avalon’s right to operate one or more saltwater disposal wells at the well site could have an adverse effect on Avalon’s financial results.

As a result of a seismic event with a magnitude of 2.1 occurring on August 31, 2014, the Chief of the Division of Oil and Gas Resources Management (“Chief” or “Division”) issued Orders on September 3, 2014 to immediately suspend all operations of Avalon’s two saltwater injection wells until the Division could further evaluate the wells. The Orders were based on the findings that the two saltwater injection wells were located in close proximity to an area of known seismic activity and that the saltwater injection wells pose a risk of increasing or creating seismic activity.

On September 5, 2014, Avalon submitted the information required by the Chief’s Order in regards to its AWMS #1 injection well, and the Chief lifted the suspension for that well on September 18, 2014. On September 19, 2014, Avalon submitted information and a written plan required by the Chief’s Order proposing the establishment of certain operations and management controls on injections for the AWMS #2 injection well. To date, the Division has not responded to that plan despite Avalon’s request for feedback.

On October 2, 2014, Avalon filed an appeal with the Ohio Oil and Gas Commission (the “Commission”) disputing the basis for suspending operations of AWMS #2 and also the authority of the Chief to immediately suspend such operations. On March 11, 2015, an appeal hearing was held. The Chief stated during the hearing that the suspension order is temporary, and he expects that AWMS #2 will be allowed to resume operations once the state’s final policymaking is complete.

On August 12, 2015, the Commission upheld the temporary suspension of injection operations of AWMS #2 stating that the temporary suspension would allow the Chief more time to fully evaluate the facts in anticipation of the

Division's implementation of a comprehensive regulatory plan that will specifically address injection-induced seismicity.

Avalon appealed that decision to the Franklin County Court of Common Pleas (the "Court"), and on November 1, 2016 an appeal hearing was held in that Court. On December 23, 2016, the Court issued its Decision and Order in Avalon's favor, and vacated the Commission's decision. The Court found that the Division's suspension and refusal to work with the Company over the 26 month period was arbitrary and not in accordance with reason. Subsequent to the ruling, and in accordance with the Court's Decision and Order, both Avalon and the Division submitted their proposed restart plans to the Court. Avalon's plan sets forth both the initial volumes and pressures and increases in volume and pressure while continuously monitoring seismicity and addressing the concerns of public health and safety.

On February 21, 2017, the Court issued its Final Decision and Order. The Court's Final Decision and Order set forth conditions for restarting the AWMS #2 salt water injection well in accordance with the proposed restart plans filed by Avalon with minor revisions. On February 22, 2017, the Division appealed the Final Decision and Order and filed a Motion to Stay the Court Order. The Motion to Stay was granted by the Ohio 10th District Court of Appeals on March 21, 2017.

On September 14, 2017, an appeal hearing was held in the Ohio 10<sup>th</sup> District Court of Appeals and only July 31, 2018 a decision was issued on the appeal. The decision reinstated the previous Ohio Oil and Gas Commission decision in this matter.

On September 12, 2018, the Company appealed the Ohio 10<sup>th</sup> District Court of Appeals decision to the Supreme Court of Ohio. On November 21, 2018, Avalon, received notice from the Supreme Court of Ohio that the court would not accept for review the Company's appeal of the Ohio 10<sup>th</sup> District Court of Appeals decision on the Division of Oil and Gas Resources Management's appeal of the Franklin County Court of Common Pleas February 21, 2017 entry allowing restart of the Company's AWMS Water Solutions, LLC #2 salt water injection well.

Based on the Supreme Court of Ohio's decision not to accept the Company's appeal for review and the economically unfeasible conditions required by the Division of Oil & Gas Resources Management proposed restart plan, management of Avalon and its Board of Directors concluded that the injection wells would not resume operations in the near future and that the carrying value of the salt water injection wells was not recoverable. In the fourth quarter of 2018, the Company recorded an impairment charge of approximately \$3.3 million, the full carrying value of the Company's salt water injection wells.

There can be no guarantee that the salt water injection wells will resume operations, but the Company will continue to pursue all available avenues to allow the restart of the Company's salt water injection well under reasonable conditions. Currently, there is no implemented state-wide policy on induced seismicity and the ODNR has refused to communicate with the Company regarding the status and requirements of any policymaking. The operations of Company's injection wells will remain suspended until that time.

In addition, on August 26, 2016, Avalon filed a complaint in the 11<sup>th</sup> Appellate District Court in Trumbull County, Ohio for a Peremptory Writ of Mandamus to compel the Director of the Ohio Department of Natural Resources ("ODNR") to initiate appropriations procedures to determine damages from the illegal regulatory taking of the Company's property, or issue an alternative remedy at law. The Company believes that the actions, and lack of responsible actions, by the ODNR is a clear violation of the Company's property rights and a violation of the Fifth and Fourteenth Amendments to the U.S. Constitution; Article I, Section 19 of the Ohio Constitution; and Ohio Revised Code Chapter 163.

The hearing was originally scheduled to commence on June 25, 2018 but on June 8, 2018, the 11<sup>th</sup> Appellate District Court in Trumbull County, Ohio issued a motion to stay all further proceedings in the writ of mandamus action until a ruling was made on the suspension order by the Ohio 10<sup>th</sup> District Court of Appeals. On September 17, 2018, the Company filed a motion to lift the stay in the proceeding based on the Ohio 10<sup>th</sup> District Court of Appeals ruling. On January 29, 2019, the 11<sup>th</sup> Appellate District Court in Trumbull County, Ohio lifted the stay. To date, the hearing date has not been rescheduled. The Company intends to vigorously pursue the complaint and obtain due process and fair compensation.

### ***Environmental liabilities***

Avalon may be subject to liability for environmental contamination caused by pollutants, the transportation, treatment or disposal of which was arranged for by Avalon or one of its predecessors.

Although Avalon has compliance guidelines for its waste brokerage and management services business, Avalon could still incur a substantial liability for environmental damage not covered by or in excess of its insurance policy limits and, as such, its financial condition could be adversely affected.

*Competitive pressures*

The hazardous and nonhazardous waste disposal brokerage and management business is highly competitive and fragmented. Avalon's waste disposal brokerage and management business competes with other brokerage companies, as well as, with companies which own treatment and disposal facilities. In addition to price, knowledge and service are key factors when competing for waste disposal brokerage and management business. Avalon's waste disposal brokerage and management business obtains and retains customers by providing services and identifying cost-efficient disposal options unique to a customer's needs. Consolidation within the solid waste industry has resulted in reducing the number of companies offering disposal options available to waste generators and may cause disposal pricing to increase. Avalon may need to absorb all or a portion of these cost increases depending upon competitive conditions at the time.

### ***Golf memberships and liquor licenses***

The Avalon Golf and Country Club operates three golf courses and related country clubs and a multipurpose recreation center. The Avalon Golf and Country Club facilities also offer swimming pools, fitness centers, tennis courts, dining and banquet facilities, salon and spa services. In addition, The Avalon Inn provides guests with a self-contained vacation experience, offering hotel guests golf packages to all of the golf courses of the Avalon Golf and Country Club and allows its guests to utilize the facilities at each of the clubhouses. Members of the Avalon Golf and Country Club also have access to all of the amenities offered by The Avalon Inn. The Avalon Golf and Country Club competes with many public courses and country clubs in the area. Although the golf courses continue to be available to the general public, the primary source of revenues is derived from the members of the Avalon Golf and Country Club. Avalon believes that the combination of its three golf facilities and The Avalon Inn will result in additional memberships in the Avalon Golf and Country Club. The ability to retain current members and attract new members has been an ongoing challenge. Although Avalon was able to increase the number of members of the Avalon Golf and Country Club, as of December 31, 2018, Avalon has not attained its membership goals. There can be no assurance as to when such goals will be attained and when the golf and related operations will ultimately become profitable. Avalon is continually using different marketing strategies to attract new members, such as local television advertising and various membership promotions. A significant decline in members could adversely affect the future financial performance of Avalon.

All three of Avalon's golf course operations and The Avalon Inn currently hold liquor licenses for their respective facilities. If, for some reason, any one of these facilities were to lose their liquor license, the financial performance of the golf and related operations would be adversely affected.

### ***Government regulations***

The federal government and numerous state and local governmental bodies are continuing to consider legislation or regulations to either restrict or impede the disposal and/or transportation of waste. A portion of Avalon's waste management services revenues is derived from the brokerage of the disposal and/or transportation of out-of-state waste. Any law or regulation restricting or impeding the transportation of waste or the acceptance of out-of-state waste for disposal could have a negative effect on Avalon. Avalon's waste brokerage and management services may also be affected by the trend toward laws requiring the development of waste reduction and recycling or other programs.

On December 22, 2017, legislation commonly known as the Tax Cuts and Jobs Act (the "Tax Act") was signed into law. The Tax Act changes existing U.S. tax law and includes numerous provisions that will affect Avalon, including our income tax accounting, disclosure and tax compliance. The most impactful changes within the Tax Act are those that will reduce the U.S. corporate tax rates, business-related exclusions and deductions and credits. Consequently, as of the date of enactment, and during 2018, Avalon valued all deferred tax assets and liabilities at the newly enacted Corporate U.S. income tax rate. Avalon has a full valuation allowance on its federal deferred tax assets.



*Changes in laws, regulations and accounting standards*

Our implementation of new accounting rules and interpretations or compliance with changes in existing accounting rules could adversely affect our balance sheet or results of operations or cause unanticipated fluctuations in our results of operations in future periods.

*Accounting estimates and judgments*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and subsequent adjustments could have a material adverse effect on operating results for the period or periods in which the change is identified.

*Inflation*

Avalon has not entered into any long-term fixed price contracts that could have a material adverse impact upon its financial performance in periods of inflation. In general, management believes that rising costs resulting from price inflation could be passed on to customers; however, Avalon may need to absorb all or a portion of these cost increases depending upon competitive conditions at the time.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

There were no unresolved comments from the Staff of the U. S. Securities and Exchange Commission at December 31, 2018.

## **ITEM 2. PROPERTIES**

Avalon owns a 37,000 square foot headquarters building located on approximately 5.6 acres of property in Warren, Ohio adjacent to the Avalon Lakes Golf Course. The corporate and administrative offices of ALMI, AWMS and all the golf operations are located at the headquarters building of Avalon in Warren, Ohio. Avalon's corporate headquarters building also includes a clubhouse, restaurant, golf simulators and a pro shop for the Avalon Golf and Country Club at Avalon Lakes Golf Course.

ALGI owns an 18-hole golf course and practice facility on approximately 200 acres, a maintenance and storage building of approximately 12,000 square feet and a restaurant building of approximately 10,400 square feet. All of ALGI's facilities are located in Warren, Ohio.

TBG, Inc. leases and operates the Avalon Golf and Country Club at Squaw Creek in Vienna, Ohio, which includes an 18-hole golf course and practice facility on approximately 224 acres, an outdoor swimming pool, 4 outdoor tennis courts, 4 indoor tennis courts and a 67,000 square foot clubhouse that includes a pro shop, fitness center, restaurants and banquet facilities.

Avalon Country Club at Sharon, Inc. owns an 18-hole golf course on approximately 130 acres. The clubhouse and recreational facilities are approximately 80,000 square feet and include a pro shop, dining and banquet facilities, an outdoor swimming pool, a salon and spa and fitness center.

The Avalon Resort and Spa LLC owns a 127,000 square foot hotel that includes an indoor junior Olympic size swimming pool, fitness center, dining, banquet and conference facilities, a separate banquet facility of approximately 7,000 square feet, and 3 indoor tennis courts of approximately 4,500 square feet. The Avalon Inn is located on approximately 9.3 acres in Warren, Ohio adjacent to the Avalon Lakes Golf Course.

The Avalon Mahoning Sports Center, Inc. owns a 55,000 square foot tennis and athletic facility that includes 6 indoor tennis, basketball, volleyball and pickleball courts and a fitness area, on approximately 3.5 acres in Youngstown, Ohio.

The captive landfill management operations use four pieces of equipment (bulldozers, excavators and backhoes) and two pieces of rolling stock, all of which are owned or leased by ALMI.

AWMS Rt. 169, LLC leases 5.2 acres on which the salt water injection wells and related facilities are located.

Generally, Avalon's fixed assets are in good condition and are satisfactory for the purposes for which they are intended.

### **ITEM 3. LEGAL PROCEEDINGS**

In the ordinary course of conducting its business, Avalon becomes involved in lawsuits, administrative proceedings and governmental investigations, including those related to environmental matters. Some of these proceedings may result in fines, penalties or judgments being assessed against Avalon which, from time to time, may have an impact on its business and financial condition. Although the outcome of such lawsuits or other proceedings cannot be predicted with certainty, Avalon does not believe that any uninsured ultimate liabilities, fines or penalties resulting from such pending proceedings, individually or in the aggregate, would have a material adverse effect on its liquidity, financial position or results of operations. See Item 1. "Business—Insurance."

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

Information with respect to the following items can be found on the indicated pages of Exhibit 13.1, the 2018 Annual Report to Shareholders, if not otherwise included herein.

### **ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER matters and issuer purchases of equity securities**

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Common stock information	49
Dividend policy	49

On November 23, 2018, the Company sold 100 shares of its Class B Common Stock, \$.01 par value (“Class B Common Stock”), to Christine M. Bell, President of Avalon Golf and Country Club, Inc., a wholly owned subsidiary of Avalon Holdings Corporation. The sale was authorized by the Board of Directors of the Company on November 2, 2018. The aggregate price for the shares, \$298, was based on the closing price for the Company’s Class A Common Stock, \$.01 par value (“Class A Common Stock”), on the date prior to the acceptance of the executed copy of the subscription agreement. No underwriting discount or commissions were paid.

The sale of the shares to Ms. Bell was not registered based on the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended. The shares were offered and sold only to Ms. Bell, who is a member of the management team of the Company. Ms. Bell provided the customary assurances with respect to purchases of shares in a private placement. The certificate for the purchased shares bears a legend regarding the fact that the shares may be transferred only in compliance with applicable securities laws.

Each share of Class B Common Stock is convertible, at any time, at the option of the shareholder, into one share of Class A Common Stock. Shares of Class B Common Stock are also automatically converted into shares of Class A Common Stock on the transfer of such shares to any person other than Avalon, another holder of Class B Common Stock or a Permitted Transferee, as defined in Avalon’s Articles of Incorporation.

### **ITEM 6. SELECTED FINANCIAL DATA**

Not required for Smaller Reporting Company

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Management's Discussion and Analysis of Financial Condition and Results of Operations 3-17

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not required for Smaller Reporting Company.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Report of Independent Registered Public Accounting Firm	45
Financial Statements:	
Consolidated Balance Sheets as of December 31, 2018 and 2017	18
Consolidated Statements of Operations for the years ended December 31, 2018 and 2017	19
Consolidated Statements of Cash Flows for the years ended December 31, 2018 and 2017	20
Consolidated Statements of Shareholders' Equity for the years ended December 31, 2018 and 2017	21
Notes to Consolidated Financial Statements	22-44

Information regarding financial statement schedules is contained in Item 15(a) of Part IV of this report.

The consolidated financial statements and schedule listed in items 15(a)(1) and (a)(2) hereof are incorporated herein by reference and are filed as part of this report.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON accounting and FINANCIAL DISCLOSURE**

None

**item 9A. controls and procedures**

*Evaluation of Disclosure Controls and Procedures*

As required by Rule 13a-15 under the Securities Exchange Act of 1934 (the “Exchange Act”), Avalon’s management conducted an evaluation, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by the 2018 Annual Report. For purposes of the foregoing, the term disclosure controls and procedures means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s (“SEC”) rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Avalon’s disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives as outlined above. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that they believe that, as of December 31, 2018, our disclosure controls and procedures were effective at a reasonable assurance level.

*Management's Report on Internal Control Over Financial Reporting*

Management’s Annual Report on Internal Control over Financial Reporting is set forth on page 46 of our 2018 Annual Report, which is incorporated herein by reference.

*Changes in Internal Control over Financial Reporting*

During the fourth fiscal quarter ended December 31, 2018, there was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that has materially affected, or is

reasonably likely to materially affect, our internal control over financial reporting.

We implemented internal controls to ensure we adequately evaluated our contracts and properly assessed the impact of the new accounting standard related to revenue recognition on our financial statements to facilitate their adoption on January 1, 2018. There were no significant changes to our internal control over financial reporting due to the adoption of the new standard.

**ITEM 9B. Other INFORMATION**

None

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**PART III**

**ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT**

The information required by Item 10 regarding Directors is contained under the caption “Election of Directors” in the Registrant’s definitive Proxy Statement for its 2019 Annual Meeting of Shareholders (the “Proxy Statement”) which will be filed with the Securities and Exchange Commission, pursuant to Regulation 14A, not later than 120 days after the end of the fiscal year, which information under such caption is incorporated herein by reference. The following information with respect to the Executive Officers of Avalon is included pursuant to Instruction 3 of Item 401(b) of Regulation S-K:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Ronald E. Klinge	71	Chairman of the Board, Chief Executive Officer and a Director
Bryan P. Saks	42	Chief Financial Officer, Treasurer, Secretary and a Director
Frances R. Klinge	72	Chief Administrative Officer
Clifford P. Davis	56	Chief Technology Officer
Kenneth J. McMahon	66	Chief Executive Officer and President of American Waste Management Services, Inc.

The above-listed individuals have been elected to the offices set opposite their names to hold office at the discretion of the Board of Directors of Avalon or its subsidiaries, as the case may be.

Ronald E. Klinge has been a director and Chairman of the Board of the Company since June 1998. He was Chief Executive Officer from June 1998 until December 2002. He reassumed and held the position of Chief Executive Officer from March 15, 2004 until February 28, 2010. On February 16, 2011 he again assumed the position of Chief Executive Officer. Mr. Klinge has over 40 years of environmental experience and received his Bachelor of Engineering degree in Chemical Engineering from Youngstown State University. Mr. Klinge is the spouse of Frances R. Klinge who is the Chief Administrative Officer of the Company.

Bryan P. Saks was appointed Chief Financial Officer and Treasurer of the Company in December 2014. He has been a director of the Company since April 2015 and was appointed Secretary in November 2015. Mr. Saks has been a Certified Public Accountant since 2001 and previously worked for a national public accounting firm and publicly owned companies in financial accounting and reporting roles. He received a Bachelor of Business Administration degree in Accounting from Cleveland State University.

Frances R. Klinge has been Chief Administrative Officer since June 1998. She was Controller of Avalon from June 1998 to April 2002. Ms. Klinge received a Bachelor of Arts degree in French from Kent State University and has



completed postgraduate work in accounting at Youngstown State University. Mrs. Klinge is the spouse of Ronald E. Klinge who is Chairman of the Board and a director of Avalon.

Clifford P. Davis was appointed Chief Technology Officer in August 2016. Mr. Davis had previously been Director of Information Technology of the Company from November 1999 to July 2016. Mr. Davis received a Bachelor of Science degree in Electrical Engineering from Kent State University.

Kenneth J. McMahon has been Chief Executive Officer and President of American Waste Management Services, Inc. since June 1998. Mr. McMahon had previously been Executive Vice President, Sales and a director of American Waste Services, Inc. from September 1996 to June 1998. Mr. McMahon received a Bachelor of Business Administration degree in finance and his Master of Business Administration degree from Youngstown State University.

### ***CODE OF ETHICS***

Avalon has adopted a Code of Ethics in the form of Standards of Business Ethics and Conduct. Such code applies to all employees of Avalon including its principal executive officer, principal financial officer, principal accounting officer, controller and persons performing similar functions. The Code of Ethics is posted on our website at <http://www.avalonholdings.com>.

Copies of Avalon's Code of Ethics may be obtained without charge by any shareholder. Written requests for copies should be directed to the Secretary of Avalon Holdings Corporation, One American Way, Warren, Ohio 44484.

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by Item 11 is contained under the captions “Executive Compensation,” and “Compensation of Directors and Executive Officers” in the Proxy Statement. The information under such captions is incorporated herein by reference.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The information required by Item 12 is contained under the captions “Voting Securities and Principal Holders Thereof” and “Stock Ownership of Management” in the Proxy Statement which information under such captions is incorporated herein by reference.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

The information required by Item 13 is contained under the captions “Certain Relationships and Related Transactions” in the Proxy Statement which information under such captions is incorporated herein by reference.

**item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by Item 14 is contained under the caption “Independent Public Accountants” in the Proxy Statement which information under such captions is incorporated herein by reference.

## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) The following documents are filed as part of this report:

1. Financial Statements and Report of Independent Registered Public Accounting Firm (See Part II, Item 8 of this report regarding incorporation by reference from the 2018 Annual Report to Shareholders).

2. Financial Statement Schedule required to be filed by Item 8 and Paragraph (d) of this Item 15.

The following financial statement schedule, which is applicable for years ended December 31, 2018 and 2017, should be read in conjunction with the previously referenced financial statements.

#### Schedule II - Valuation and Qualifying Accounts

The financial statement schedule is located on page 20 of this report. The other schedules are omitted because of the absence of conditions under which they are required or because the information required is shown in the consolidated financial statements or the notes thereto.

3. Exhibits.

Registrant will furnish to any shareholder, upon written request, any of the following exhibits upon payment by such shareholder of the Registrant's reasonable expenses in furnishing any such exhibit.

#### Exhibit No.

Agreement and Plan of Merger, dated as of February 6, 1998, entered into by and among USA Waste Services, Inc. ("USA"), C&S Ohio Corp. and American Waste Services, Inc. ("AWS"), incorporated by reference to Avalon Holdings Corporation Registration Statement on Form 10, Exhibit 2.1.

- Form of Contribution and Distribution Agreement, dated as of May 7, 1998, by and between AWS and Avalon Holdings Corporation (“Avalon”), incorporated by reference to Avalon Holdings Corporation Registration Statement on Form 10, Exhibit 2.2.
- 2.2
- 3.1 Articles of Incorporation of Avalon incorporated by reference to Avalon Holdings Corporation Registration Statement on Form 10, Exhibit 3.1.
- 3.2 Code of Regulations of Avalon incorporated by reference to Avalon Holdings Corporation Registration Statement on Form 10, Exhibit 3.2.
- 4.1 Form of certificate evidencing shares of Class A common stock, par value \$.01, of Avalon Holdings Corporation incorporated by reference to Avalon Holdings Corporation Registration Statement on Form 10, Exhibit 4.1.
- 4.2 Avalon Holdings Corporation Long-Term Incentive Plan incorporated by reference as Exhibit 4.2 to Avalon Holdings Corporation Form S-8.
- 10.1 Form of Tax Allocation Agreement, dated as of May 7, 1998, by and among AWS, Avalon and USA incorporated by reference to Avalon Holdings Corporation Registration Statement on Form 10, Exhibit 10.1.
- 10.2 Lease Agreement with Squaw Creek Country Club, incorporated by reference as Exhibit 10.3 to Avalon Holdings Corporation Form 10-Q for the period ended September 30, 2003.
- 10.3 Stock Purchase Agreement dated as of June 30, 2004 between Avalon Holdings Corporation and BMC International, Inc. for the purchase of DartAmerica, Inc., incorporated by reference as Exhibit 10.4 to Avalon Holdings Corporation Form 10-Q for the period ended June 30, 2004.
- 10.4 Loan and Security Agreement, dated as of December 20, 2016 between Avalon Holdings Corporation and certain wholly owned subsidiaries, as borrowers, and Laurel Capital Corporation, as lender, incorporated by reference as Exhibit 10.1 to Avalon Holdings Corporation Form 8-K filed on December 21, 2016.

- 10.5 Mortgage Note, dated as of December 20, 2016 between Avalon Holdings Corporation and certain wholly owned subsidiaries, as borrowers, and Laurel Capital Corporation, as lender, incorporated by reference as Exhibit 10.2 to Avalon Holdings Corporation Form 8-K filed on December 21, 2016.
- 10.6 Open-End Mortgage, Assignment of Leases, Security Agreement and Fixture Filing, dated December 1, 2016 and effective as of December 20, 2016 between Avalon Holdings Corporation, as mortgagor, and Laurel Capital Corporation, as mortgagee, incorporated by reference as Exhibit 10.3 to Avalon Holdings Corporation Form 8-K filed on December 21, 2016.
- 10.7 Open-End Mortgage, Assignment of Leases, Security Agreement and Fixture Filing, dated December 1, 2016 and effective as of December 20, 2016 between Avalon Lakes Golf, Inc., as mortgagor, and Laurel Capital Corporation, as mortgagee, incorporated by reference as Exhibit 10.4 to Avalon Holdings Corporation Form 8-K filed on December 21, 2016.
- 10.8 Open-End Mortgage, Assignment of Leases, Security Agreement and Fixture Filing, dated December 1, 2016 and effective as of December 20, 2016 between Avalon Resort and Spa, LLC., as mortgagor, and Laurel Capital Corporation, as mortgagee, incorporated by reference as Exhibit 10.5 to Avalon Holdings Corporation Form 8-K filed on December 21, 2016.
- 10.9 Open-End Mortgage, Assignment of Leases, Security Agreement and Fixture Filing, dated December 1, 2016 and effective as of December 20, 2016 between Avalon Country Club at Sharon, Inc., as mortgagor, and Laurel Capital Corporation, as mortgagee, incorporated by reference as Exhibit 10.6 to Avalon Holdings Corporation Form 8-K filed on December 21, 2016.
- 10.10 First Amendment to Loan and Security Agreement, dated as of December 4, 2017, between Avalon Holdings Corporation and certain direct and indirect wholly owned subsidiaries, as borrowers, and Laurel Capital Corporation, as lender, incorporated by reference as Exhibit 10.1 to Avalon Holdings Corporation Form 8-K filed on December 5, 2017.
- 10.11 Business Loan Agreement (Asset Based), dated as of May 31, 2018 between Avalon Holdings Corporation and certain wholly owned subsidiaries, as borrowers, and Home Savings Bank, as lender, incorporated by reference as Exhibit 10.1 to Avalon Holdings Corporation Form 8-K filed on May 31, 2018.
- 10.12 Promissory Note, dated as of May 31, 2018 between Avalon Holdings Corporation and certain wholly owned subsidiaries, as borrowers, and Home Savings Bank, as lender, incorporated by reference as Exhibit 10.2 to Avalon Holdings Corporation Form 8-K filed on May 31, 2018.
- 10.13 Commercial Security Agreement, dated as of May 31, 2018 between Avalon Holdings Corporation and certain wholly owned subsidiaries, as borrowers, American Landfill Management, Inc., as grantor, and Home Savings Bank, as lender, incorporated by reference as Exhibit 10.3 to Avalon Holdings Corporation Form 8-K filed on

May 31, 2018.

10.14 Commercial Security Agreement, dated as of May 31, 2018 between Avalon Holdings Corporation and certain wholly owned subsidiaries, as borrowers, American Waste NJ LLC, as grantor, and Home Savings Bank, as lender, incorporated by reference as Exhibit 10.4 to Avalon Holdings Corporation Form 8-K filed on May 31, 2018.

10.15 Commercial Security Agreement, dated as of May 31, 2018 between Avalon Holdings Corporation and certain wholly owned subsidiaries, as borrowers, American Waste Management Services, Inc., as grantor, and Home Savings Bank, as lender, incorporated by reference as Exhibit 10.5 to Avalon Holdings Corporation Form 8-K filed on May 31, 2018.

10.16 Loan Documents Addendum, dated as of May 31, 2018 between Avalon Holdings Corporation and certain wholly owned subsidiaries, as borrowers, and Home Savings Bank, as lender, incorporated by reference as Exhibit 10.6 to Avalon Holdings Corporation Form 8-K filed on May 31, 2018.

11.1 Omitted—inapplicable. See “Basic and diluted net loss per share” on page 33 of the 2018 Annual Report to Shareholders.

13.1 Avalon Holdings Corporation 2018 Annual Report to Shareholders (except pages and information therein expressly incorporated by reference in this Form 10-K, the Annual Report to Shareholders, is provided for the information of the Commission and is not to be deemed “filed” as part of the Form 10-K).

14.1 Code of Ethics, incorporated by reference to Exhibit 14.1 to Avalon Holdings Corporation Form 10-K for the period ended December 31, 2010.

21.1 Subsidiaries of Avalon Holdings Corporation.

23.1 Consent of Independent Registered Public Accounting Firm – BDO USA, LLP.

31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit 101.INS XBRL Instance, submitted electronically herewith.

Exhibit 101.SCH XBRL Taxonomy Extension Schema, submitted electronically herewith.

Exhibit 101.CAL XBRL Taxonomy Extension Calculation, submitted electronically herewith.

Exhibit 101.DEF XBRL Taxonomy Extension Definition, submitted electronically herewith.

Exhibit 101.LAB XBRL Taxonomy Extension Labels, submitted electronically herewith.

Exhibit 101.PRE XBRL Taxonomy Extension Presentation, submitted electronically herewith.

(b)Reports on Form 8-K

On November 23, 2018, Avalon reported that on November 21, 2018, AWMS Water Solutions, LLC, a wholly owned subsidiary of Avalon, received notice from the Supreme Court of Ohio that the court would not accept for review the Company's appeal of the Ohio 10<sup>th</sup> District Court of Appeals decision on the Division of Oil and Gas Resources Management's appeal of the Franklin County Court of Common Pleas February 21, 2017 entry allowing restart of the Company's AWMS Water Solutions, LLC #2 salt water injection well.

On December 6, 2018, Avalon reported that Avalon and its Board of Directors concluded that a non-cash, pre-tax impairment charge would be recorded in the fourth quarter of the fiscal year ending December 31, 2018, representing the full carrying value of the Company's salt water injection wells.

(c) Reference is made to Item 15 (a)(3) above for the index of Exhibits.

(d) Reference is made to Item 15 (a)(2) above for the index to the financial statements and financial statement schedules.

#### **ITEM 16. Form 10-K Summary**

None

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, on the 14<sup>th</sup> day of March, 2019.

AVALON HOLDINGS CORPORATION

(Registrant)

/s/ Bryan P. Saksa  
Bryan P. Saksa - Chief Financial Officer and Treasurer

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated, on the 14<sup>th</sup> day of March, 2019.

Signatures

Title

/s/ Ronald E. Klinge Chairman of the Board, Chief Executive Officer  
Ronald E. Klinge and Director

/s/ Bryan P. Saksa Chief Financial Officer, Treasurer, Secretary  
Bryan P. Saksa and Director

/s/ Kurtis D. Gramley Director  
Kurtis D. Gramley

/s/ Stephen L. Gordon Director  
Stephen L. Gordon

/s/ David G. Bozanich Director  
David G. Bozanich

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## AVALON HOLDINGS CORPORATION AND SUBSIDIARIES

## SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

## FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

(in thousands)

DESCRIPTION	Balance at Beginning of Year	Additions Charged		Deductions / (Recoveries)	Balance at End of Year
		(Credited) to Costs and Expenses	Charged to Other Accounts		
<b>Year ended December 31, 2018</b>					
Allowance for doubtful accounts	\$ 237	\$42	\$ -	\$ 24	(1) \$ 255
Deferred tax asset valuation allowance	\$ 1,313	\$568 (2)	\$ -	\$ -	\$ 1,881
<b>Year ended December 31, 2017</b>					
Allowance for doubtful accounts	\$ 235	\$6	\$ -	\$ 4	(1) \$ 237
Deferred tax asset valuation allowance	\$ 1,453	\$(140) (2)	\$ -	\$ -	\$ 1,313

(1) Accounts receivable written-off as uncollectible, net of recoveries.

(2) Change in valuation allowance primarily for deferred tax assets when it is more likely than not that the deferred tax assets will not be realized.

**AVALON HOLDINGS CORPORATION AND SUBSIDIARIES**

**EXHIBIT INDEX**

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Exhibit

13.1 2018 Annual Report to Shareholders

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