Risk Factors Comparison 2023-12-06 to 2022-12-13 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text Moved Text Section

Our business and results of operations are subject to numerous risks and uncertainties, many of which are beyond our control. The following is a description of key known factors that we believe may materially affect our business, financial condition, results of operations or cash flows. They should be considered carefully, **together with** ~~in addition to~~ the information set forth elsewhere in this Annual Report **, and with our other filings with the SEC. The realization of any of these risks and uncertainties could have a material adverse effect** on ~~Form 10- K, including Item 7, Management' s Discussion and Analysis of Financial Condition and Results of Operations and Item 8, Financial Statements and Supplementary Data, including the related Notes to the Consolidated Financial Statements in making any investment decisions with respect to our securities. Additional risks or~~ **our reputation,** ~~uncertainties that are not currently known to us that we currently deem to be immaterial or that could apply to any company could also materially adversely affect our~~ business, financial condition, results of operations **, growth and future prospects, as well as** ~~or~~ **our** ~~cash flows~~ **ability to accomplish our strategic objectives** . Risks Related to our Business Adverse weather conditions, natural disasters and other natural conditions, including the effects of climate change **and hurricanes and tropical storms, particularly because our citrus groves are geographically concentrated in Florida** , could impose significant costs and losses on our business **and adversely affect our results of operations, financial position and cash flows** . Fresh produce is vulnerable to adverse weather conditions, including windstorms, floods, drought and temperature extremes, which are quite common and may occur with higher frequency or be less predictable in the future due to the effects of climate change. Unfavorable growing conditions can reduce both crop size and crop quality. In extreme cases, entire harvests may be lost in some geographic areas. Citrus groves are subject to damage from frost and freezes, and this has happened periodically in the recent past, including ~~most recently the impact from~~ the freeze in the last week of January 2022. In some cases, the fruit is damaged or ruined; in the case of extended periods of cold, the trees can also be damaged or killed. These factors can increase costs, decrease revenues and lead to additional charges to earnings, which may have a material adverse effect on our business, results of operations, financial condition and cash flows. Our citrus ~~Our citrus~~ operations are concentrated in central and south Florida **,** with our groves located in parcels in DeSoto,Polk,Collier,Hendry,Charlotte,Highlands,and Hardee Counties.Because our groves are located in close proximity to each other,the impact of adverse weather conditions may be material to our results of operations,financial position and cash flows.Florida is particularly susceptible to the occurrence of hurricanes and tropical storms.Depending on where any particular hurricane or tropical storm makes landfall,our properties could experience significant,if not catastrophic damage.Hurricanes and tropical storms have the potential to destroy crops and impact citrus production through the loss of fruit and destruction of trees and / or plants either as a result of high winds or through the spread of windblown disease.Such damage could materially affect our citrus operations and could result in a loss of operating revenues from those products for a multi- year period.For instance,recent Hurricane Ian **had** ~~is expected to have~~ a material adverse effect on the fruit production from our trees for ~~this current~~ **the 2023** harvest season and,potentially to a lesser extent,the next season and future seasons.We seek to minimize hurricane risk by the purchase of insurance contracts,but ~~the majority~~ **a significant portion** of our crops remain uninsured.In addition to hurricanes and tropical storms,the occurrence of other natural disasters and climate conditions in Florida,such as tornadoes,floods,freezes (such as the freeze in the last week of January 2022),unusually heavy or prolonged rain,droughts and heat waves,could have a material adverse effect on our operations and our ability to realize income from our crops or properties **.Our citrus** groves are subject to damage and loss from disease including **,** but not limited to **,** citrus greening and citrus canker **,** which could negatively impact our business, financial condition, results of operations and cash flows. Our citrus groves are subject to damage and loss from diseases such as citrus greening and citrus canker. Each of these diseases is widespread in Florida and exists in our citrus groves and in the areas where our citrus groves are located. The success of our citrus business is directly related to the viability and health of our citrus groves. Citrus greening is one of the most serious citrus plant diseases in the world. Once a tree is infected, its productivity generally decreases. While the disease poses no threat to humans or animals, it has devastated citrus crops throughout the United States and abroad. Named for its green, misshapen fruit, citrus greening disease has now killed millions of citrus plants in the southeastern United States and has spread across the entire country. Infected trees produce fruits that are green, misshapen and bitter, unsuitable for sale as fresh fruit or for juice. Infected trees can die within a few years. At the present time, there is no known cure for citrus greening once trees have become infected. Primarily, as a result of citrus greening, orange production in the ~~State~~ **state** of Florida has continued to drop. Citrus canker is a disease affecting citrus species and is caused by a bacterium which is spread by contact with infected trees or by windblown transmission. There is no known cure for citrus canker at present **,** although some management practices, including the use of copper- based bactericides, can mitigate its spread and lessen its effect on infected trees; however, there is no assurance that currently available technologies will control such disease effectively. Both of these diseases pose a significant threat to the Florida citrus industry and to our citrus groves. While we try to use best management practices to attempt to control diseases and their spread, there can be no assurance that our mitigation efforts will be successful. These diseases can significantly increase our costs **,** which could materially adversely affect our business, financial condition, results of operations and cash flows. Our citrus groves produce the significant majority of our annual operating revenues. A significant reduction in available citrus from our citrus groves could decrease our operating revenues and materially adversely affect our business, financial condition, results of operations and cash flows . Our citrus groves are geographically concentrated...... realize income from our crops or properties . A significant portion of our revenues are derived from our citrus business and any adverse event affecting such business could disproportionately harm our business. Our revenues from our citrus business were ~~approximately~~ **95. 7 %,** 97. 5 %, **and** 97. 5 % ~~, and 96. 6 %~~ of our operating revenues in ~~fiscal~~ **the** years **ended September 30, 2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , respectively. Our citrus division is one of the largest citrus producers in the United States **,** and because of the significance of the revenues derived from this business, we are ~~more~~ vulnerable to adverse events or market conditions affecting our citrus business, in particular, or the citrus business, generally, which could have a significant adversely impact on our overall results of operations, financial condition and cash flows. Our failure to effectively perform grove management ~~functions~~ **services,** or to effectively manage an expanded portfolio of groves **,** could materially and adversely affect our business, financial condition, and results of operations. If we are unable to effectively perform grove management services for both our own groves and the groves owned by third parties at the level and / or the cost that we expect, or if we were to fail to allocate sufficient resources to meet the grove management of our own groves and the groves owned by these third parties, it could adversely affect our performance and reputation. Our ability to perform the grove management services **has in the past and** will **continue to** be affected by various factors, including, among other things, our ability to maintain sufficient personnel and retain key personnel, the ability of the independent contractors whom we engage to assist in providing these services to maintain sufficient personnel and retain key personnel, and the number of acres and groves that we will manage ~~. Increases in the number of acres and groves we are managing have required us to hire a greater number of additional qualified personnel and have required the independent contractors whom we engage to assist in providing these services to maintain a greater number of additional qualified personnel to provide those services~~ . No assurance can be made that we will continue to be successful in attracting and retaining skilled personnel or in integrating any new personnel into our organization or that the independent contractors whom we engage to assist in providing these services will continue to be successful in attracting and retaining skilled personnel or in integrating any new personnel into their respective organizations. Our business is highly competitive, and we cannot assure you that we will maintain our current market share. Many companies compete in our different businesses and offer products that are similar to our products or are direct competitors to our products. We face strong competition from these and other companies engaged in the agricultural product business. Important factors with respect to our competitors include the following: • Some of our competitors may have greater operating flexibility and, in certain cases, this may permit them to respond better or more quickly to changes in the industry. • We cannot predict the pricing or promotional actions of our competitors or whether those actions will have a negative effect on us. • Our competitors may have access to substantially greater financial resources, deeper management and agricultural resources, regional, national or global areas that offer agricultural advantages, and enhanced public visibility or reputations. There can be no assurance that we will continue to compete effectively with our present and future competitors, and our ability to compete could be materially adversely affected by our debt levels and debt service requirements. We depend on our relationship with Tropicana and Tropicana' s relationship with certain third parties for a significant portion of our business. Any disruption in these relationships could harm our revenue. Additionally, if certain criteria are not met under one of our contracts with Tropicana, we could experience a significant reduction in revenues and cash flows. **Our** ~~The Company' s~~ contracts with Tropicana accounted for **81. 3 %,** 79. 7 %, **and** 77. 5 % ~~, and 86. 9 %~~ of **our** ~~the Company' s~~ revenues in ~~fiscal~~ **the** years **ended September 30, 2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , respectively. The revenue for Tropicana is primarily generated from two contracts. Should there be any change in our current relationship structure, whereby they do not buy our oranges, we would need to find replacement buyers to purchase our remaining crop, which could take time and expense and may result in less favorable terms of sale. The loss of Tropicana as a customer or significant reduction in business with Tropicana may cause a material adverse impact to our financial position, results of operations and cash flows. **In addition,** ~~With~~ **with** the sale of a majority ~~of~~ ownership of Tropicana **by PepsiCo** to a French private equity firm **(the " Firm ")** , there is some heightened risk and uncertainty in our current relationship with Tropicana, which potentially could result in a significant reduction in revenues and cash flows if that relationship were to be changed ~~as a result~~ . **We** ~~With the sale of a majority ownership of Tropicana by PepsiCo to a French private equity firm (the " Firm "), there is some heightened risk and uncertainty in our current relationship with Tropicana, which potentially could result in a significant reduction in revenues and cash flows if that relationship were to be changed as a result. The Company~~ currently ~~has~~ **have** citrus supply contracts with Tropicana that expire in both ~~2023 and~~ 2024 **and 2025** , with the majority expiring in 2024. If ~~the Firm caused~~ Tropicana **were** to reduce the volume of oranges purchased from us and / or purchased from owners of groves that we manage, we would need to find, and / or the owners of groves that we manage would need to find or work with us to find, replacement buyers to purchase any remaining crop of our and / or of the owners of the groves we manage, which could take time and expense and may result in less favorable terms of sale. The loss of Tropicana as a customer or significant reduction in business with Tropicana for us and / or for the owners of the groves we manage may cause a material adverse impact to our financial position, results of operations and cash flows. Our agricultural products are subject to supply and demand pricing which is not predictable. Agricultural operations traditionally provide almost all of our operating revenues **,** with citrus being the largest portion and ~~are~~ subject to supply and demand pricing. Prior to the COVID- 19 pandemic, according to Nielsen data, consumer demand for orange juice had decreased significantly to its lowest level in almost a decade; however, we have been able to offset the impact of such decline with higher prices based on a lower supply of available oranges **. In addition, there is currently a shortage of orange juice worldwide that is forecasted to continue for the foreseeable future** . Although the demand for orange juice has increased during the COVID- 19 pandemic, it is uncertain as to whether such increased demand can be maintained, whether we will see a return to a decline in the future and whether, if there were to be such a decline, the impact could be again offset by higher prices. Although our processed citrus is subject to minimum pricing, we are unable to predict with certainty the final price we will receive for our products. In some instances, the harvest and growth cycle will dictate when such products must be marketed which may or may not be advantageous in obtaining the best price. Excessive supplies tend to cause severe price competition and lower prices for the commodity affected. Limited supply of certain agricultural commodities due to world and domestic market conditions can cause commodity prices to rise in certain situations. If we are unable to successfully develop and execute our strategic growth initiatives, or if they do not adequately address the challenges or opportunities we face, our business, financial condition and prospects may be adversely affected. Our success is dependent, in part, on our ability to identify, develop and execute appropriate strategic growth initiatives that will enable us to achieve sustainable growth in the long term. The implementation of our strategic initiatives is subject to both the risks affecting our business generally and the inherent risks associated with implementing new strategies. These strategic initiatives may not be successful in generating revenues or improving operating profit and, if they are, it may take longer than anticipated. As a result, and depending on evolving conditions and opportunities, we may need to adjust our strategic initiatives and such changes could be substantial, including modifying or terminating one or more of such initiatives. Termination of such initiatives may require us to write down or write off the value of our investments in them. Transition and changes in our strategic initiatives may also create uncertainty in our employees, customers and partners that could adversely affect our business and revenues. In addition, we may incur higher than expected or unanticipated costs in implementing our strategic initiatives, attempting to attract revenue opportunities or changing our strategies. There can be no assurance that the implementation of any strategic growth initiative will be successful, and we may not realize anticipated benefits at levels we project or at all, which would adversely affect our business, financial condition and prospects. We are subject to the risk of product contamination and product liability claims. The sale of agricultural products for human consumption involves the risk of injury to consumers. Such injuries may result from tampering by unauthorized third parties, product contamination or spoilage, including the presence of foreign objects, substances, chemicals, other agents, or residues introduced during the growing, storage, handling or transportation phases. **We** ~~While we~~ are subject to governmental inspection and regulations and ~~believe our facilities comply in all material respects with all applicable laws and regulations,~~ we cannot be sure that our agricultural products will not cause a health- related illness in the future or that we will not be subject to claims or lawsuits relating to such matters. Even if a product liability claim is unsuccessful or is not fully pursued, the negative publicity surrounding any assertion that our products caused illness or injury could adversely affect our reputation with existing and potential customers and our corporate and brand image. Moreover, claims or liabilities of this sort might not be covered or fully covered by our insurance or by any rights of indemnity or contribution that we may have against others. We ~~maintain product liability insurance; however, we~~ cannot be sure that we will not incur claims or liabilities for which we are not insured or that exceed the amount of our **product liability** insurance coverage. Our agricultural operations are subject to water use regulations restricting our access to water. Our operations are dependent upon the availability of adequate surface and underground water. The availability of water is regulated by the state of Florida through water management districts which have jurisdiction over various geographic regions in which our lands are located. Currently, we have permits in place for the next 15 to 20 years for the use of underground and surface water which are believed to be adequate for our agricultural needs. Surface water in Hendry County, where much of our agricultural land is located, comes from Lake Okeechobee via the Caloosahatchee River and a system of canals used to irrigate such land. The Army Corps of Engineers controls the level of Lake Okeechobee and ultimately determines the availability of surface water **,** even though the use of water has been permitted by the ~~state~~ **State** of Florida through the water management district. The Army Corps of Engineers decided in 2010 to lower the permissible level of Lake Okeechobee in response to concerns about the ability of the levee surrounding the lake to restrain rising waters which could result from hurricanes. Changes in availability of surface water use may result during times of drought, because of lower lake levels and could materially adversely affect our agricultural operations, financial condition, results of operations and cash flows. Changes in immigration laws could impact our ability to harvest our crops. We engage third parties to provide personnel for our harvesting operations. The availability and number of such workers is subject to decrease if there are changes in the U. S. immigration laws. Immigration reform and enforcement has been attracting significant attention from the U. S. Government ~~(particularly in the current U. S. administration and U. S. Congress)~~ , with enforcement operations taking place across the country, resulting in arrests and detentions of unauthorized workers. It remains unclear how the U. S. administration and U. S. Congress will approach immigration reform and enforcement. **If** ~~However, if~~ new immigration legislation is enacted in the U. S. and / or if enforcement actions are taken against available personnel, such legislation and / or enforcement activities may contain provisions that could significantly reduce the number and availability of workers. Termination of a significant number of personnel who might be found to be unauthorized workers **,** or the scarcity of other available personnel to harvest our agricultural products **,** could cause harvesting costs to increase **,** or could lead to the loss of product that is not timely harvested **,** which could have a material adverse effect to our citrus grove business, financial condition, results of operations and cash flows. ~~Our~~ **Harm to our reputation could have** an adverse effect on ~~the~~ **our** business,financial condition and results of operations.Maintaining a strong reputation with fruit processors and third- party partners is critical to the success of **our** ~~the Company' s~~ business. **We** ~~The Company devotes~~ - **devote** significant time and resources to training programs,relating to,among other things,ethics,compliance and product safety and quality,as well as sustainability goals,and ~~has~~ **have** published ESG goals (i.e.,environmental, ~~sustainability~~ **social** and governance),including relating to environmental impact and sustainability and inclusion and diversity,as part of ~~its~~ **our** ESG ~~Strategy~~ **strategy** .Despite these efforts, **we** ~~the Company~~ may not be successful in achieving ~~its~~ **our** goals,might provide materially inaccurate information,or might receive negative publicity about the Company,including relating to product safety,quality,efficacy,ESG or similar issues,whether real or perceived,and reputational damage could occur.In addition, **our** ~~the Company' s~~ products could face withdrawal,recall or other quality issues,which could lead to decreased demand for **our** ~~the Company' s~~ products or services and reputational damage.Widespread use of social media and networking sites by consumers has greatly increased the accessibility and speed of dissemination of information.Negative publicity,posts or comments about the Company,whether accurate or inaccurate,or disclosure of non- public sensitive information about the Company,could be widely disseminated through the use of social media or in other formats.If a transaction intended to qualify as a Section 1031 Exchange is later determined to be taxable,we may face adverse consequences,and if the laws applicable to such transactions are amended or repealed,we may not be able to dispose of properties in the future on a tax deferred basis.From time to time we dispose of properties in transactions that are intended to qualify as Section 1031 Exchanges under the federal income tax law.It is possible that the qualification of a transaction as a Section 1031 Exchange could be successfully challenged and determined to be currently taxable and we could also be required to pay interest and penalties.As a result,we may be required to borrow funds in order to pay additional income taxes,and the payment of such taxes could cause us to have less cash available.Moreover,it is possible that legislation could be enacted that could modify or repeal the laws with respect to Section 1031 Exchanges,which could make it more difficult **,** or not possible **,** for us to dispose of properties in the future on a tax deferred basis.We may undertake one or more significant corporate transactions that may not achieve their intended results,may adversely affect our financial condition and our results of operations **,** or result in unforeseeable risks to our business.We continuously **evaluate the** acquisition **or disposition** of **operating businesses and assets and may in the future undertake one or more significant transactions. Any such acquisitive transaction could be material to our business and could take any number of forms, including mergers, acquisitions, joint ventures and the purchase of equity interests. The consideration for such acquisitive transactions may include, among other things, cash, common stock or equity interests in the Company or our subsidiaries, or a contribution of property or equipment to obtain equity interests, and in conjunction with a transaction we might incur** additional ~~agricultural~~ **indebtedness. We also routinely evaluate the benefits of disposing of certain** assets .Such dispositions could take the form of asset sales,mergers or sales of equity interests.These transactions may present significant risks such as insufficient assets to offset liabilities assumed,potential loss of significant operating revenues and income streams,increased or unexpected expenses,inadequate return of capital,regulatory or compliance issues,the triggering of certain financial covenants in our debt instruments (including accelerated repayment) and unidentified issues not discovered in due diligence.In addition,such transactions could distract management from current operations.As a result of the risks inherent in such transactions,we cannot guarantee that any such transaction will ultimately result in the realization of its anticipated benefits or that it will not have a material adverse impact on our business,financial condition,results of operations or cash flows.If we were to complete such ~~and~~ **an acquisition, disposition, investment or** other ~~businesses~~ **strategic transaction, we may require additional debt or equity financing that** could ~~pose risks~~ **result in a significant increase in our amount of debt and our debt service obligations or the number of outstanding shares of our common stock, thereby diluting holders of our common stock outstanding prior to such acquisition** . We seek to opportunistically acquire new agricultural assets from time to time that we believe would complement our business. For example, (i) in ~~fiscal~~ **the** year **ended September 30,** 2015, we acquired three Florida citrus properties, including Orange- Co and Silver Nip Citrus, which resulted in our citrus division being one of the largest citrus producers in the United States ~~,~~ **;** and (ii) in October 2020 we acquired another Florida citrus property. **We** ~~While we expect that our past and future acquisitions will successfully complement our business, we~~ may fail to realize all of the anticipated benefits of these acquisitions, which could reduce our anticipated results. We cannot assure that we will be able to successfully identify suitable acquisition opportunities, negotiate appropriate acquisition terms, or obtain any financing that may be needed to consummate such acquisitions or complete proposed acquisitions. Acquisitions by us could result in accounting changes, potentially dilutive issuances of equity securities, increased debt and contingent liabilities, reduce the amount of cash available for dividends, debt service payments, integration issues and diversion of management' s attention, any of which could adversely affect our business, results of operations, financial condition, and cash flows. We may be unable to successfully realize the financial, operational, and other benefits we anticipate from our acquisitions and our failure to do so could adversely affect our business, results of operations, financial condition and cash flows. ~~Dispositions of our assets may adversely affect our future results of operations.~~ We also routinely evaluate the benefits of disposing of certain of our assets **,** which could include the exit from lines of business. For example, in November of 2014, we sold significant sugarcane assets and we are no longer involved in the sugarcane business and, in January of 2018, we sold our breeding herd and no longer engage in cattle operations. Most recently, we sold certain ranch acres to the State of Florida **,** and because these acres would have been critically important for carrying out **our** ~~the Company' s~~ planned dispersed water storage project, **we are** ~~the Company is~~ no longer pursuing permit approval relating to this dispersed water storage project. ~~While such~~ **Such** dispositions ~~increase the amount of cash available to us, it~~ could ~~also~~ (i) result in a potential loss of significant operating revenues and income streams that we might not be able to replace, (ii) make our business less diversified **,** and (iii) ~~could~~ ultimately have a negative impact on our results of operations, financial condition and cash flows . Harm to the Company' s...... common stock outstanding prior to such acquisition . Our citrus business is seasonal. Our citrus groves produce the majority of our annual operating revenues and the citrus business is seasonal because it is tied to the growing and picking seasons. Historically, the second and third quarters of our ~~fiscal~~ year generally produce the majority of our annual revenues, and our working capital requirements are typically greater in the first and fourth quarters of our ~~fiscal~~ year **,** coinciding with our planting cycles. Because of the seasonality of our business, results for any quarter are not necessarily indicative of the results that may be achieved for the full ~~fiscal~~ year or in future quarters. If our operating revenues in the second and third quarters are lower than expected, it would have a disproportionately large adverse impact on our annual operating results. We face significant competition in our agricultural operations. We face significant competition in our agricultural operations both from domestic and foreign producers and do not have any branded products. Foreign growers generally have an equal or lower cost of production, less environmental regulation **,** and **,** in some instances, greater resources and market flexibility than us. Because foreign growers have greater flexibility as to when they enter the U. S. market, we cannot always predict the impact these competitors will have on our business and results of operations. The competition we face from certain foreign suppliers of orange juice is mitigated by a governmentally **-** imposed tariff on orange imports. Accordingly, a reduction in the government' s orange juice tariff could adversely impact our results of operations. Our earnings are sensitive to fluctuations in market supply and prices and demand for our products. Excess supplies often cause severe price competition in our industry. Growing conditions in various parts of the world, particularly weather conditions such as windstorms, floods, droughts and freezes, as well as diseases and pests, are primary factors affecting market prices because of their influence on the supply and quality of product. Fresh produce is highly perishable and generally must be brought to market and sold soon after harvest. Many of the items involved in our business, such as oranges, must be sold more quickly than other produce our competitors may produce, such as lemons. As such, our competitors may be able to maintain certain items they produce in inventory for longer periods than we are able to maintain our inventory **,** which may offer our competitors strategic advantages when they respond to fluctuations in market supply and demand that are not available to us. In addition, general public perceptions regarding the quality, safety or health risks associated with particular food products could reduce demand and prices for some of our products. To the extent that consumer preferences evolve away from products that we produce for health or other reasons, and we are unable to modify our products or to develop products that satisfy new consumer preferences, there will be a decreased demand for our products. If excess supplies do exist, this could result in reduced pricing or unusable inventory which could adversely impact our results of operations. Climate change, or legal, regulatory, or market measures to address climate change, may negatively affect our business and operations. There is growing concern that carbon dioxide and other greenhouse gases in the atmosphere may have an adverse impact on global temperatures, weather patterns, and the frequency and severity of extreme weather and natural disasters. In the event that such climate change has a negative effect on the productivity of our citrus groves, it could have an adverse impact on our business and results of operations. The increasing concern over climate change also may result in more regional, federal, and / or global legal and regulatory requirements to reduce or mitigate the effects of greenhouse gases or climate change. In the event that such regulation is enacted, we may experience significant increases in our costs of operations, including **,** but not limited to **,** increased energy, environmental, and other costs and capital expenditures. In particular, increasing regulation of fuel emissions could substantially increase the distribution and supply chain costs associated with our products. As a result, climate change could negatively affect our financial condition and results of operations **. In addition, the SEC' s proposed climate- related disclosure rules, if adopted, would require new climate- related disclosures in SEC filings, including certain climate- related metrics and greenhouse gas emissions data, information about climate- related targets and goals, transition plans, if any, and attestation requirements. If adopted, these rules would impose increased compliance costs and could lead to increased litigation risks related to disclosures made pursuant to the rules, either of which could materially and adversely affect our financial performance** . ESG issues, including those related to climate change and sustainability, may have an adverse effect on our business, financial condition, results of operations, and cash flows and damage our reputation. Companies across all industries are facing increasing **and evolving** scrutiny relating to their ESG policies **, initiatives and disclosures from governments, regulators, investors, consumers, employees and other stakeholders** . Increased **and varied** focus and activism related to ESG may hinder **our** ~~the Company' s~~ access to capital, as investors may reconsider their capital investment as a result of their assessment of **our** ~~the Company' s~~ ESG practices **, or due to our focus on ESG practices at all** . In particular, **certain** customers, investors and other stakeholders are increasingly focusing on environmental issues, including climate change, water use, deforestation, plastic waste, and other sustainability concerns. There have also been changing consumer preferences for natural or organic products and ingredients and increased consumer concerns or perceptions (whether accurate or inaccurate) regarding the effects of substances present in certain consumer products. Responding to and complying with these preferences, concerns and demands could cause us to incur additional costs or to make changes to our operations that could negatively affect our business, financial condition and results of operations. **In addition, the increased emphasis on ESG matters has resulted in, and may continue to result in, the adoption of laws and regulations, including reporting requirements, which increased regulation will likely lead to increased compliance costs, as well as increased scrutiny regarding our ESG activities and disclosures, which may lead to increased litigation risks. Moreover, while we may create and publish voluntary disclosures regarding ESG matters from time to time, many of the statements in those voluntary disclosures are based on hypothetical expectations and assumptions that may or may not be representative of current or actual risks or events or forecasts of expected risks or events, including the costs associated therewith. Such expectations and assumptions are necessarily uncertain and may be prone to error or subject to misinterpretation given the long timelines involved and the lack of an established single approach to identifying, measuring and reporting on many ESG matters. Such disclosures may also be at least partially reliant on third- party information that we have not independently verified or cannot be independently verified.** If **we do** ~~the Company does~~ not adapt to or comply with new regulations or ~~fails~~ **fail** to meet ~~its~~ **our** ESG goals **,** or meet the evolving investor, industry or stakeholder expectations and standards, or if **we are** ~~the Company is~~ perceived to have not responded appropriately to the growing concern for ESG issues, fruit processors and consumers may choose to stop purchasing our products or purchase products from another company or a competitor, and **our** ~~the Company' s~~ reputation, business, financial condition, results of operations and cash flows may be adversely affected. Increases in labor, personnel and benefits costs could adversely affect our operating results. We primarily utilize labor contractors to harvest and deliver our fruit to outside packing facilities. Our employees and contractors are in demand by other agribusinesses and other industries. Shortages of labor, particularly as a result of the recent low unemployment rate in the United States **,** and in Florida in particular, could delay our harvesting or orange processing activities or could result in increases in labor costs. We and our labor contractors are subject to government mandated wage and benefit laws and regulations. In addition, current or future federal or state healthcare legislation and regulation, including the Affordable Care Act, may increase our medical costs or the medical costs of our labor contractors that could be passed on to us. Increases in commodity or raw product costs, such as fuel and chemical costs, could adversely affect our operating results. Many factors may affect the cost and supply of citrus, including external conditions, commodity market fluctuations, changes in governmental laws and regulations, tariffs, agricultural programs, severe and prolonged weather conditions and natural disasters. Increased costs for products, as we have experienced in this last year, can negatively impact our operating results and there can be no assurance that they will not adversely affect our operating results in the future. We are subject to transportation risks. We depend on third party providers of transportation and have no control over such third parties. An extended interruption in our ability to harvest and haul our products could have a material adverse effect on our business, financial condition and results of operations. Similarly, any extended disruption in the distribution of our products could have a material adverse effect on our business, financial condition and results of operations. ~~While~~ **If** we ~~believe~~ **were to experience an interruption due to strike, natural disasters or otherwise,** we ~~are~~ **cannot be sure that our insurance would** adequately ~~insured~~ **cover all claims** and ~~would attempt~~ **that any efforts** to transport our products by alternative means ~~if we were to experience an interruption due to strike, natural disasters or otherwise, we cannot be sure that we~~ would be ~~able to do so or be~~ successful **and done** ~~in doing so~~ in a timely and cost-effective manner. We benefit from reduced real estate taxes due to the agricultural classification of a majority of our land. Changes in the classification or valuation methods employed by county property appraisers could cause significant changes in our real estate property tax liabilities. For the ~~fiscal~~ years ended September 30, **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~, we paid ~~approximately~~ $ 2, **786 thousand** ~~679, 000~~, $ 2, **679 thousand** ~~570, 000~~, and $ 2, **570 thousand** ~~714, 000~~ in real estate taxes, respectively. These taxes were based upon the agricultural use (" Green Belt ") values determined by the county property appraisers in which counties we own land, of ~~approximately~~ **$ 90, 481 thousand,** $ 85, 159 **thousand** , **and** ~~000,~~ $ 82, 790 **thousand** ~~, 000, and $ 87, 976, 000~~ for the ~~fiscal~~ years ended September 30, **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~, respectively, which differs significantly from the fair values determined by the county property appraisers of ~~approximately~~ **$ 419, 915 thousand,** $ 391, 049 **thousand** , **and** ~~000,~~ $ 467, 948 **thousand** ~~, 000, and $ 463, 799, 000~~, respectively. Changes in state law or county policy regarding the granting of agricultural classification or calculation of ~~"~~ **"** Green Belt ~~"~~ **"** values or average millage rates could significantly and adversely impact our results of operations, cash flows and / or financial position ~~. If the real estate industry weakens or instability of the mortgage industry and commercial real estate financing exists, it could have an adverse effect on our Alico Ranch sales. If the residential real estate market weakens or instability of the mortgage industry and commercial real estate financing exists, our Alico Ranch sales could be adversely affected. A decrease in property demand might have a negative impact on our ability to sell our Alico Ranch~~. Liability for the use of fertilizers, pesticides, herbicides and other potentially hazardous substances could increase our costs. Our agricultural business involves the use of herbicides, fertilizers and pesticides, some of which may be considered hazardous or toxic substances. We may be deemed liable and have to pay for the costs or damages associated with the improper application, accidental release or the use or misuse of such substances. Our insurance may not be adequate to cover such costs or damages, or may not continue to be available at a price or under terms that are satisfactory to us. In such cases, if we are required to pay significant costs or damages, it could materially adversely affect our business, results of operations, financial condition and cash flows. Compliance with applicable environmental laws may substantially increase our costs of doing business **,** which could reduce our profits. We are subject to various laws and regulations relating to the operation of our properties, which are administered by numerous federal, state and local governmental agencies. We face a potential for environmental liability by virtue of our ownership of real estate property. If hazardous substances (including herbicides and pesticides used by us or by any persons leasing our lands) are discovered emanating from any of our lands and the release of such substances presents a threat of harm to the public health or the environment, we may be held strictly liable for the cost of remediation of these hazardous substances. In addition, environmental laws that apply to a given site can vary greatly according to the site' s location, its present and former uses, and other factors such as the presence of wetlands or endangered species on the site. Management monitors environmental legislation and requirements and **work** ~~makes every effort~~ to remain in compliance with such regulations. Furthermore, we require lessees of our properties to comply with environmental regulations as a condition of leasing. We also purchase insurance for environmental liability when it is available; however, these insurance contracts may not be adequate to cover such costs or damages or may not continue to be available at prices and terms that would be satisfactory. It is possible that in some cases the cost of compliance with these environmental laws could exceed the value of a particular tract of land, make it unsuitable for use in what would otherwise be its highest and best use, and / or be significant enough that it would materially adversely affect us. Our business may be adversely affected if we lose key employees. We depend to a large extent on the services of certain key management personnel. These individuals have extensive experience and expertise in the business lines and segments in which they work. The loss of any of these individuals could have a material adverse effect on our businesses. We do not maintain key- man life insurance with respect to any of our employees. Our success will be dependent on our ability to continue to attract, employ and retain skilled personnel in our business lines and segments. ~~On May 17, 2022, Richard Rallo notified the Company of his decision to resign from his role as the Company' s Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) effective as of May 31, 2022. Mr. Rallo' s decision to resign was for personal reasons to eliminate extensive travel and / or avoid relocation to Florida and was not related to any disagreement with the Company or its independent registered public accountants on any matter relating to the Company' s financial or accounting operations, policies, or practices. Mr. Rallo has agreed to provide consulting services to the Company through December 31, 2022. On September 6, 2022, the Company announced the appointment of Perry G. Del Vecchio, age 55, as the Chief Financial Officer (Principal Financial and Accounting Officer) of the Company, effective as of September 6, 2022. Mr. Del Vecchio is responsible for all corporate finance, treasury and accounting functions of the Company and reports directly to John Kiernan, the Company' s President and Chief Executive Officer.~~ Material weaknesses and other control deficiencies relating to our internal control over financial reporting could result in errors in our reported results and could have a material adverse effect on our operations, investor confidence in our business and the trading price of our securities. Our internal control over financial reporting may not prevent or detect misstatements because of its inherent limitations, including the possibility of human error, the circumvention or overriding of controls or fraud. Even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. Management' s assessment of our internal control over financial reporting as of September 30, 2022 concluded that our internal control over financial reporting was not effective and that a material weakness existed. This material weakness resulted in the restatements of our consolidated balance sheets, consolidated statements of changes in equity and related disclosures as of September 30, 2021, and as of the end of each quarterly period ended June 30, 2022, March 31, 2022, December 31, 2021, June 30, 2021, March 31, 2021, and December 31, 2020 to correct errors relating to the calculation of deferred tax liabilities and make adjustments to the amounts of previously reported deferred tax liabilities and retained earnings. **Although this** ~~As described in " Part II — Item 9A — Controls and Procedures, " we began the process of remediating our identified~~ material weakness **was remediated, there can be no assurance that we** ~~. Management' s continuing evaluation and work to enhance our internal control over financial reporting has required and~~ will **not identify** ~~continue to require the dedication of~~ additional **material weaknesses in the future** ~~resources and management time and expense~~ . ~~If~~ **In future periods, if** we fail to maintain the adequacy of our internal controls, including any failure to implement required new or improved controls, or if we experience difficulties in their implementation, our business and operating results could be harmed, and we could fail to meet our financial reporting obligations, which in turn could affect the market price of our securities. In addition, perceptions of us among customers, lenders, investors, securities analysts and others could also be adversely affected. **Any** ~~Current material weakness or any~~ weaknesses or deficiencies identified in the future could also hurt confidence in our business and the accuracy and completeness of our financial statements, and adversely affect our ability to do business with these groups. We can give no assurances that ~~the remediation measures we have begun implementing, or~~ **our controls and procedures** ~~any future measures we may take,~~ will ~~remediate~~ **be adequate to prevent or identify irregularities or ensure** the **fair and accurate presentation of our financial statements included in our periodic reports filed with the SEC. Any restatements and resulting investigations, legal or administrative proceedings could result in fines, injunctions, orders, and penalties which could materially adversely affect our business, financial condition, results of operations, and liquidity. As discussed above, a** material weakness ~~identified~~ **in** ~~or~~ **our** ~~that any additional material weaknesses will not arise in the future due to our failure to implement and maintain adequate~~ internal control over financial reporting **resulted** ~~. In addition, even if we are successful~~ in ~~strengthening our controls and procedures, those~~ -- **the restatements of** ~~controls and procedures may not be adequate to prevent or~~ **our consolidated balance sheets, consolidated** ~~identify irregularities or ensure the fair and accurate presentation of our financial~~ statements ~~included~~ **of changes** in ~~our~~ **equity and related disclosures as of September 30, 2021, and as of the end of each quarterly** ~~periodic~~ -- **period** ~~reports filed with the SEC~~ **ended June 30, 2022, March 31, 2022, December 31, 2021, June 30, 2021, March 31, 2021, and December 31, 2020** . ~~The~~ **This** ~~restatements~~ - **restatement** and any **future** ~~resulting investigations, legal or administrative proceedings could result in fines, injunctions, orders, and penalties which could materially adversely affect our business, financial condition, results of operations, and liquidity. The~~ restatements, and any investigations, legal or administrative proceedings that could result therefrom, may divert our management' s time and attention and cause us to incur substantial costs. Such investigations can also lead to fines or injunctions or orders with respect to future activities. At this point, we are unable to predict whether the SEC or any other regulatory agencies will commence any investigations or commence legal action **in connection with the restatements discussed above** . Any such investigations may result in us being subject to criminal and civil penalties and other remedial measures, which could have an adverse impact on our business, results of operations, financial condition and liquidity. Inflation can have a significant adverse effect on our operations. Inflation can have a major adverse impact on our citrus operations and there ~~has~~ **have** been significant ~~recent~~ **ongoing** inflationary developments in the United States. It is uncertain as to whether these ~~recent~~ **ongoing** inflationary pressures will continue, will increase or will be brought under control. Our citrus operations are most affected by escalating costs and unpredictable revenues and high irrigation water costs. High fixed water costs related to our citrus lands will continue to adversely affect earnings. Prices received for many of our products are dependent upon prevailing market conditions and commodity prices. Therefore, in addition to making it difficult to accurately predict revenue, we are unable to pass on cost increases caused by general inflation, except to the extent reflected in market conditions and commodity prices. As a result, if market conditions and commodity prices do not enable us to pass along such cost increases, these recent and future inflationary pressures would likely negatively affect our results of operations, cash flows and / or financial position. **Macroeconomic conditions, such as** ~~Rising~~ **rising** inflation ~~and~~ **,** the deadly ~~conflict~~ **conflicts** in Ukraine **and Israel, and the COVID- 19 pandemic** could adversely affect **our** ~~the Company' s~~ business, financial condition, results of operations and cash flows. During the ~~fiscal~~ year ended September 30, ~~2022~~ **2023** , we continued to experience inflationary pressure on transportation and commodity costs, which we expect to continue through ~~2023~~ **2024** . A number of external factors, including the deadly ~~conflict~~ **conflicts** in Ukraine **and Israel, as well as responses to such events including sanctions or other restrictive actions, by the United States and / or other countries** , the COVID- 19 pandemic, adverse weather conditions **, increases in fuel prices** , supply chain disruptions (including raw material shortages) and labor shortages ~~,~~ have impacted **,** and may continue to impact **,** transportation and commodity costs **and create significant macroeconomic uncertainty** . When prices increase, we may or may not pass on such increases to our customers without suffering reduced volume, revenue, margins and operating results. We incur increased costs as a result...... to the US and global economy. The extent to which **current macroeconomic conditions** ~~COVID- 19 and related challenges~~ will continue to impact our results will depend on future developments, which are uncertain ~~and cannot be predicted with confidence~~ . Potential negative impacts of ~~the~~ **these** ~~pandemic~~ **uncertain conditions** could include, but are not limited to, the following: • Reduction in customer demand for citrus products and decreased consumer spending levels, which could materially and adversely affect our results of operations; • Potential disruption of services and deliveries of equipment and supplies on which we rely to produce and deliver our harvested citrus to producers and fulfilling deliveries to production plants, any of which could materially and adversely affect our business or reputation; • We may be unable to obtain financing in the current economic environment on terms that are favorable or acceptable to us, or at all, which could impair our cash flows and restrict our ability to execute on our strategic initiatives and react to changes in our business or the environment; • There could be increased volatility in our stock price ~~related to the pandemic~~ , which could result in the loss of some or all of the value of an investment in the Company; **and** • Our ability to maintain our workforce during these uncertain times, which could materially and adversely affect our results of operations ~~; •~~ **. We incur** ~~Increase~~ **increased costs** ~~in employee absenteeism of employees of the Company and of our independent contractor service providers (such~~ as **a result** ~~contracted field workers) due to fear~~ of ~~infection~~ **being a publicly traded company. As a company with publicly traded securities, we have incurred,**

and will continue to incur, significant legal, accounting and other expenses. In addition, the Sarbanes- Oxley Act of 2002 and the Dodd- Frank Wall Street Reform and Consumer Protection Act of 2010, as well as rules promulgated by the SEC and Nasdaq, require us to adopt corporate governance practices applicable to U. S. public companies. These laws, rules and regulations may continue to increase our legal and financial compliance costs , which could ~~materially and~~ adversely affect ~~our results~~ **the trading price** of **our common stock. System security risks, data protection breaches, cyber- attacks and systems integration issues could disrupt our internal** operations ~~; •~~ **or services provided to customers, and any such disruption could reduce our expected revenues,** ~~Increase~~ **increase** ~~in possible lawsuits or~~ **our expenses, damage our reputation** ~~regulatory actions due to COVID- 19 spread in the workplace which could materially~~ and adversely affect our ~~results~~ **stock price. Computer programmers and hackers may be able to penetrate our network security and misappropriate or compromise our confidential information or that** of **third parties, create system disruptions or cause shutdowns. Computer programmers and hackers also may be able to develop and deploy viruses, worms, and other malicious software programs that attack our systems and databases or otherwise exploit any security vulnerabilities of our systems and databases. In addition, sophisticated hardware and operating system software and applications that we develop internally or procure from third parties may contain defects in design or manufacture, including " bugs " and other problems that could unexpectedly interfere with the** ~~operations~~ **operation** ~~; • Spread~~ of ~~COVID- 19 in~~ **the system. The costs to us to eliminate** ~~our~~ **or** ~~workplace~~ alleviate cyber or other security problems,bugs,viruses,worms,malicious software programs and security vulnerabilities could be significant,and our efforts to address these problems may not be successful and could result in interruptions,delays,cessation of service and loss of existing or potential customers that may impede our sales,distribution or other critical functions.Portions of our information technology infrastructure also may experience interruptions,delays or cessations of service or produce errors in connection with systems integration or migration work that takes place from time to time.We may not be successful in implementing new systems and transitioning data , which could ~~materially~~ **cause business disruptions** and **be more expensive, time consuming, disruptive and resource intensive. Such disruptions could adversely impact our ability to track sales and could interrupt other operational or financial processes, which in turn could** adversely affect our ~~business~~ **financial results, stock price** and reputation ~~; • Increase in the possibility of cybersecurity- related events such as COVID- 19 themed phishing attacks and other security challenges, particularly as attributable to a substantial number of our employees and suppliers working remotely, which could materially and adversely affect our business and reputation; and • Adverse impact on the productivity of management and our employees that are working remotely, including an impact on our ability to maintain our financial reporting processes and related controls and our ability to manage complex accounting issues presented by the COVID- 19 pandemic which could materially and adversely affect our business and reputation. Our business operations could be significantly harmed by natural disasters or global epidemics. Our business could be adversely affected by natural disasters such as pandemics, epidemics, outbreaks or other health crises. An outbreak of avian flu or H1N1 flu in the human population, or another similar health crisis, such as the current COVID- 19 pandemic referred to above, could adversely affect economies and financial markets, particularly those in the United States. Moreover, any related disruptions to transportation or the free movement of persons could hamper our operations and force us to close our offices temporarily. The occurrence of any of the foregoing or other natural or man- made disasters could cause damage or disruption to us, our employees, operations, markets and customers, which could result in significant delays in deliveries or substantial shortages of our products and adversely affect our business results of operations, financial condition or prospects~~ . Risks Related to Our Indebtedness We maintain a significant amount of indebtedness **,** which could adversely affect our financial condition, results of operations or cash flows **,** and may limit our operational and financing flexibility and negatively impact our business. As of September 30, ~~2022~~ **2023** , we had ~~approximately~~ $ ~~106~~ **129** , **319 thousand** ~~696, 000~~ in principal amount of indebtedness outstanding under our secured credit facilities **,** and an additional availability of ~~approximately~~ $ ~~89~~ **70** , **030 thousand** ~~762, 000~~ is available under our working capital and revolving lines of credit. Our loan agreements, as well as other debt instruments we may enter into in the future, may have negative consequences to us and could limit our business because we will use a substantial portion of our cash flows from operations to pay debt service costs **,** which will reduce the funds available to us for corporate and general expenses and it may make us more vulnerable to economic downturns and adverse developments in our business. Our loan agreements require us to comply with various restrictive covenants **,** and some contain financial covenants that require us to comply with specified financial ratios and tests. Our failure to meet these covenants could result in default under these loan agreements and would result in a cross- default under other loan agreements. In the event of a default and our inability to obtain a waiver of the default, all amounts outstanding under loan agreements could be declared immediately due and payable. Our loan agreements also contain various covenants that limit our ability to engage in specified types of transactions. We expect that we will depend primarily upon our citrus operations to provide funds to pay our corporate and general expenses and to pay any amounts that may become due under any credit facilities and any other indebtedness we may incur. **We intend to use a portion of the proceeds from the sale of 17, 229 acres of the Alico Ranch, expected to close between December 2023 and February 2024, to repay variable rate debt. Following completion of this sale, we will have sold substantially all of the Alico Ranch, which is under- productive land. Land available for sale in the future to raise additional funds consists primarily of productive land, the disposition of which may negatively affect our citrus business revenue stream.** In addition, there are factors beyond our control that could negatively affect our citrus business revenue stream. Our ability to make these payments depends on our future performance, which will be affected by various financial, business, macroeconomic and other factors, many of which we cannot control. We may be unable to generate sufficient cash flow to service our debt obligations. To service our debt, we require a significant amount of cash. Our ability to generate cash, make scheduled payments or refinance our obligations depends on our successful financial and operating performance. Our financial and operating performance, cash flow and capital resources depend upon prevailing economic conditions and various financial, business, and other factors, many of which are beyond our control. These factors include **,** among others: • Economic and competitive conditions; • Changes in laws and regulations; • Operating difficulties, increased operating costs or pricing pressures we may experience; and • Delays in implementing any strategic projects. If our cash flow and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell material assets or operations, obtain additional capital or restructure our debt. If we are required to take any actions referred to above, it could have a material adverse effect on our business, financial condition and results of operations. In addition, we cannot assure investors that we would be able to take any of these actions on terms acceptable to us, or at all, or that these actions would enable us to continue to satisfy our capital requirements **,** or that these actions would be permitted under the terms of our various debt agreements. Some of our debt is based on variable rates of interest, which could result in higher interest expenses in the event of an increase in the interest rates. Our credit facility and certain of our term loans that we have currently bear interest at variable rates, which will generally change as interest rates change. Currently, we are experiencing, and are expecting to continue to experience **,** increases in interest on our variable rate term loans. We bear the risk that the rates we are charged by our lenders will increase faster than the earnings and cash flow of our business, which could reduce profitability, adversely affect our ability to service our debt, cause us to breach covenants contained in our credit facility and term loans, any of which could materially adversely affect our business, financial condition, results of operations and cash flows. Risks Related to our Common Stock **The market price of our common stock may be volatile or decline, and you may not be able to resell your shares at or above the price you initially paid for our common stock. The trading price of our common stock could be volatile, and you could lose all or part of your investment. The following factors, in addition to other factors described in this " Risk Factors " section and included elsewhere in this document may have a significant impact on the market price of our common stock: • the occurrence of severe weather conditions and other catastrophes; • our operating and financial performance, quarterly or annual earnings relative to similar companies; • publication of research reports or news stories about us, our competitors or our industry, or positive or negative recommendations or withdrawal of research coverage by securities analysts; • the public' s reaction to our press releases, our other public announcements and our filings with the SEC; • announcements by us or our competitors of acquisitions, business plans or commercial relationships; • any major change in our board of directors or senior management; • additional sales of our common stock by us, our directors, executive officers, or principal shareholders; • adverse market reaction to any indebtedness we may incur or securities we may issue in the future; • short sales, hedging and other derivative transactions in our common stock; • exposure to capital market risks related to changes in interest rates, realized investment losses, credit spreads, equity prices, foreign exchange rates and performance of insurance- linked investments; • our creditworthiness, financial condition, performance, and prospects; • our dividend policy and whether dividends on our common stock have been, and are likely to be, declared and paid from time to time; • any repurchases by us of any of our outstanding shares of common stock under our share repurchase plan; • perceptions of the investment opportunity associated with our common stock relative to other investment alternatives; • regulatory or legal developments; • changes in general market, economic, and political conditions; • terrorism and / or instability, unrest and wars, such as the conflicts involving Ukraine and Russia or Israel and its surrounding regions, and other international conflicts; • conditions or trends in our industry, geographies or customers; • changes in accounting standards, policies, guidance, interpretations or principles; and • threatened or actual litigation or government investigations.** We may not be able to continue to pay or maintain our cash dividends on our common stock and the failure to do so may negatively affect our share price. We have historically paid regular quarterly dividends to the holders of our common stock and in ~~June~~ **December** ~~2021~~ **2022** announced ~~an increase~~ **a reduction** in our quarterly dividend to $ 0. ~~50~~ **05** per common share, from $ 0. ~~18~~ **50** per common share. Our ability to pay cash dividends depends on, among other things, our cash flows from operations, our cash requirements, our financial condition, the degree to which we are / or become leveraged, contractual restrictions binding on us, provisions of applicable law and other factors that our Board of Directors may deem relevant. There can be no assurance that we will generate sufficient cash from continuing operations in the future or have sufficient cash surplus or net profits to pay dividends on our common stock. Our dividend policy is based upon our directors' current assessment of our business and the environment in which we operate, and that assessment could change based on business developments (which could, for example, increase our need for capital expenditures) or new growth opportunities. Our Board of Directors may, ~~in~~ **at** its discretion, decrease the level of cash dividends **,** or entirely discontinue the payment of cash dividends. The reduction or elimination of cash dividends may negatively affect the market price of our common stock. ~~There can be no assurance that we will resume the repurchase of shares of our common stock. In March 2017, our Board of Directors authorized the repurchase of up to $ 5, 000, 000 of the Company' s common stock beginning March 9, 2017 and continued through March 9, 2019. In May 2017, our Board of Directors authorized the repurchase of up to an additional $ 2, 000, 000 of the Company' s common stock beginning May 24, 2017 and continued through May 24, 2019. There can be no assurance that we will repurchase shares in the future in any particular amounts or at all. A reduction in, or elimination of, share repurchases could have a negative effect on our share price. If we were to conduct another tender offer or engage in an additional share repurchase program, holders of our securities would be subject to certain risks associated with a decrease in the outstanding number of shares of our common stock. In September 2018 the Company announced the commencement of the Tender Offer. During the Tender Offer the Company repurchased an aggregate of 752, 234 shares at a price of $ 34. 00 per share aggregating $ 25, 575, 956. These shares represented approximately 9. 2 % of the total number of shares of the Company' s common stock issued and outstanding as of October 2, 2018. While we have no plans to conduct another tender offer at this time, we may conduct another tender offer or engage in the repurchase of our shares in the future. Stockholders could be adversely affected by a reduction in our " public float, " that is, the number of shares owned by outside stockholders and available for trading in the securities markets, if the Company makes future tender offers or private or open market repurchases of its shares. Although the Company is not currently pursuing a tender offer or repurchase program, there are no assurances that our Board of Directors will~~

~~not authorize the Company to do so in the future. Engaging in a tender offer or repurchase program in the future could have a negative effect on our share price.~~