

Avalon Holdings Corporation



2022 Annual Report

Financial Highlights

(in thousands, except for per share amounts)

For the year	2022	2021
Net operating revenues	\$ 81,180	\$ 70,383
Income (loss) before income taxes	(886)	1,736
Net income (loss) attributable to		
Avalon Holdings Corporation common shareholders	(583)	1,971
Net income (loss) per share attributable to		
Avalon Holdings Corporation common shareholders	(0.15)	0.51
At year-end	2022	2021
Working capital deficit	\$ (2,768)	\$ (2,053)
Total assets	89,750	78,037
Avalon Holdings Corporation Shareholders' Equity	38,490	39,069

The Company

Avalon Holdings Corporation provides waste management services to industrial, commercial, municipal and governmental customers in selected northeastern and midwestern U.S. markets, captive landfill management services and salt water injection well operations. Avalon Holdings Corporation also owns Avalon Resorts and Clubs Inc., which includes the operation of a hotel and its associated resort amenities, four golf courses and related country clubs and a multipurpose recreation center.

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Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion provides information which management believes is relevant to an assessment and understanding of the operations and financial condition of Avalon Holdings Corporation and its Subsidiaries (collectively "Avalon" or the "Company"). As used in this report, the term "Avalon" or the "Company" means 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. This discussion should be read in conjunction with the consolidated financial statements and accompanying notes.

Statements included in Management's Discussion and Analysis of Financial Condition and Results of Operations which are not historical in nature are intended to be, and are hereby identified as, 'forward looking statements'. Avalon cautions readers that forward looking statements, including, without limitation, those relating to Avalon's future business prospects, revenues, working capital, liquidity, capital needs, interest costs, and income, are subject to certain risks and uncertainties that could cause actual results to differ materially from those indicated in the forward looking statements, due to risks and factors identified herein and from time to time in Avalon's reports filed with the Securities and Exchange Commission.

Liquidity and Capital Resources

For the year ended December 31, 2022, Avalon utilized existing cash and cash provided by operations to meet operating needs, fund capital expenditures and make required monthly payments on our term loan facility. Cash in our project fund account and borrowings under our line of credit were also utilized to fund capital expenditures which included the continued renovation of The Grand Resort and Avalon Field Club at New Castle as further described below.

2022 Term Loan Agreement

On August 5, 2022, Avalon and certain direct and indirect wholly owned subsidiaries entered into a loan and security agreement (the "2022 Term Loan Agreement") with Laurel Capital Corporation which provided for a \$31.0 million term loan. At closing, \$20.2 million of the proceeds were used to pay off and refinance amounts outstanding and associated interest under our 2019 Term Loan Agreement with Laurel Capital Corporation and \$0.4 million of the proceeds were utilized to pay transaction costs. The remaining proceeds of approximately \$10.4 million were deposited into a project fund account for which those proceeds are to fund future costs of renovating and expanding both The Grand Resort and Avalon Field Club at New Castle. At December 31, 2022, loan proceeds of \$10.4 million remained in the project fund account. The 2019 Term Loan Agreement was terminated in conjunction with the 2022 Term Loan Agreement.

The 2022 Term Loan Agreement is payable in 119 equal monthly installments of principal and interest, based on a twenty-five (25) year maturity schedule which commenced September 5, 2022 followed by one final balloon payment of all remaining principal, interest and fees due on the maturity date of August 5, 2032. Upon request by Avalon, project fund proceeds can be utilized to pay debt service. Borrowings under the 2022 Term Loan Agreement bear interest at a fixed rate of 6.00% until the seventh anniversary date of the closing at which time the interest rate will be reset to a fixed rate equal to the greater of (a) 6.00% per annum or (b) the sum of the three year treasury rate on the date two (2) business days prior to the reset date plus 3.40%, provided that the applicable rate shall in no event exceed 8.50% per annum.

Avalon has the right to prepay the amount outstanding under the 2022 Term Loan Agreement, in whole or in part, at any time upon payment of the principal amount of the loan to be prepaid plus accrued unpaid interest thereon to the prepayment date, plus an applicable prepayment penalty. The prepayment penalty, expressed as a percentage of the principal of the loan being prepaid, is six percent (6%) on any prepayment in the first five years; four percent (4%) on any prepayment in the sixth and seventh year; three percent (3%) on any prepayment in the eighth and ninth year; and two percent (2%) on any prepayment in the tenth year.

Borrowings under the 2022 Term Loan Agreement are secured by certain real property and related business assets as defined in the agreement. The 2022 Term Loan Agreement contains a Fixed Charge Coverage Ratio requirement of at least 1.20 tested on an annual basis on December 31 of each year, commencing December 31, 2023. The 2022 Term Loan also contains other nonfinancial covenants, customary representations, warranties and events of default. Avalon was in compliance with the 2022 Term Loan Agreement covenants at December 31, 2022.

Line of Credit Agreement

On May 31, 2018, Avalon entered into a business loan agreement with Premier Bank (formerly Home Savings Bank), (the “Line of Credit Agreement”) which provides for a line of credit of up to \$5.0 million. On July 22, 2022, the Company amended the Line of Credit Agreement to extend the maturity date to July 31, 2024. Under the Line of Credit Agreement, borrowings in excess of \$1.0 million are subject to a borrowing base which is calculated based off a specific level of eligible accounts receivable of the waste management business as defined in the agreement.

At December 31, 2022, approximately \$1.6 million was outstanding under the Line of Credit Agreement. No amounts were drawn under the Line of Credit Agreement at December 31, 2021. At December 31, 2022 and 2021, approximately \$3.4 million and \$5.0 million, respectively, were available under the Line of Credit Agreement. Outstanding borrowings under the Line of Credit Agreement bear interest at Prime Rate plus .25%. At December 31, 2022, the interest rate on the Line of Credit Agreement was 7.75%.

Borrowings under the Line of Credit Agreement are secured by certain business assets of the Company including accounts receivable, inventory and equipment. The Line of Credit Agreement contains a Fixed Charge Coverage Ratio requirement of at least 1.20 tested on an annual basis on December 31 of each year. The Line of Credit Agreement also contains other nonfinancial covenants, customary representations, warranties and events of default. Avalon was in compliance with the Line of Credit Agreements covenants at December 31, 2022 and 2021.

Paycheck Protection Program Loan

The Coronavirus Aid, Relief, and Economic Security Act, or (“CARES”) Act, which was signed into law in March 2020, authorized the Small Business Administration to temporarily guarantee loans under a loan program called the Paycheck Protection Program (the “Program”). The Program provides for 100% federally guaranteed loans to small businesses to allow employers to keep workers employed and maintain payroll during the pandemic and economic downturn. Under the Program, the borrower is eligible for loan forgiveness up to the amount the borrower spends on certain eligible costs during the covered period beginning on the date the proceeds were received on the loan. Eligible costs under the Program include payroll costs, interest on mortgage obligations incurred before the covered period, rent on leasing agreements and utility services. Collateral or guarantor support is not required for the loan.

In 2020, certain wholly-owned subsidiaries of Avalon entered into agreements and received a total of approximately \$2.8 million in loans under the Program. The Company utilized the entire balance of the loan proceeds in accordance with the Program’s guidelines and subsequently applied for forgiveness with the Small Business Administration.

During 2020, approximately \$0.8 million of the loans and \$4,000 of associated interest were forgiven by the Small Business Administration. During 2021, the remaining \$2.0 million of the loans and \$17,000 of associated interest were forgiven by the Small Business Administration. As of December 31, 2021, all loan proceeds received under the Program and related interest were forgiven by the Small Business Administration. Debt forgiven in accordance with the Program is recognized in the Consolidated Statements of Operations as a gain on debt extinguishment.

During the years ended December 31, 2022 and 2021, the weighted average interest rate on outstanding borrowings was 5.50% and 4.93%, respectively.

Squaw Creek Country Club Lease Agreement

In November 2003, Avalon entered into a long-term agreement with Squaw Creek Country Club to lease and operate its golf course and related facilities. The lease has an initial term of ten (10) years with four (4) consecutive ten (10) year renewal term options unilaterally exercisable by Avalon. Under the lease, Avalon is obligated to pay \$15,000 in annual rent and make leasehold improvements of \$150,000 per year. Amounts expended by Avalon for leasehold improvements during a given year in excess of \$150,000 will be carried forward and applied to future leasehold improvement obligations. Based upon the amount of leasehold improvements already made, Avalon expects to exercise all of its remaining renewal options.

Capital Expenditures

In 2022, Avalon incurred capital expenditures of \$6.6 million of which \$6.4 million of such expenditures was paid to vendors during the year. In 2021, Avalon incurred capital expenditures of \$4.8 million of which \$4.4 million of such expenditures was paid to vendors during the year. In addition, during 2021, approximately \$0.1 million of such expenditures related to golf course maintenance equipment acquired under a new finance lease agreement. For both the years ended December 31, 2022 and 2021, expenditures primarily related to the continued renovation of The Grand Resort and Avalon Field Club at New Castle.

In 2022 and 2021, The Grand Resort was in operation but certain existing hotel rooms were in the process of being renovated. In addition, in 2022 and 2021, the Avalon Field Club at New Castle was in operation but the club house was in the process of being renovated. During the third quarter of 2022, the club house renovation was substantially completed. Avalon's aggregate capital expenditures in 2023 are expected to be in the range of \$3.5 million to \$4.5 million, funded with cash from our project fund account, proceeds from our line of credit, existing operating cash and cash generated from operations. Capital expenditures principally relate to hotel room expansion and continued room renovations at The Grand Resort, continued renovations at Avalon Field Club at New Castle, building improvements and equipment purchases.

Working Capital

At December 31, 2022 and 2021, there was a working capital deficit of approximately \$2.8 million and \$2.1 million, respectively. Working capital was negatively impacted by an increase in accounts payable, accrued payroll and other compensation, deferred membership dues revenue and customer advance deposits and a decrease in operating cash and cash equivalents. The negative impact was partially offset by an increase in accounts receivable and inventory and a decrease in the current portion due on the term loan agreement.

Accounts receivable increased to \$11.1 million at December 31, 2022 compared with \$9.9 million at December 31, 2021. Accounts receivable related to our waste management services segment increased approximately \$1.0 million at December 31, 2022 compared with December 31, 2021 as a result of the increase in net operating revenues in the fourth quarter of 2022 compared with the fourth quarter of 2021 and the timing of receipt on those associated receivables. Accounts receivable related to the golf and related operations segment increased approximately \$0.2 million at December 31, 2022 compared to December 31, 2021 due to the associated timing of annual membership renewals.

Inventory was approximately \$1.5 million at December 31, 2022 compared to \$1.1 million at December 31, 2021. Food and beverage inventory increased as a result of the reopening of the Avalon at Field Club clubhouse restaurant and an overall increase in restaurant and banquet operations for our golf and related operations segment.

Accounts payable was approximately \$11.0 million at December 31, 2022 compared to \$10.2 million at December 31, 2021. The increase in accounts payable between periods was primarily due to the waste management segment. Accounts payable related to our waste management segment increased as a result of an increase in amounts due to disposal facilities and transportation carriers in the fourth quarter of 2022 compared to the fourth quarter of 2021 and the associated timing of those vendor payments in the ordinary course of business.

Deferred revenue relating to membership dues was approximately \$3.6 million at December 31, 2022 compared to \$3.4 million at December 31, 2021. The increase in deferred revenues was primarily due an increase in membership dues rates during 2022, partially offset by a decrease in members during 2022. The number of members at December 31, 2022 was 4,983 compared to 5,120 at December 31, 2021.

Accrued payroll and other compensation was approximately \$1.0 million at December 31, 2022 compared to \$0.8 million at December 31, 2021. The increase is primarily due to the associated timing of payment of certain earned employee incentives relating to our waste management services segment.

Management believes that anticipated cash provided from future operations will be sufficient to meet operating requirements and make required monthly payments under our term loan facility. If business conditions warrant additional monies needed, Avalon will take all available actions to fund operating requirements including borrowing from our existing line of credit.

Growth Strategy

Waste Management Segment

Our growth strategy for the waste management services segment focuses on increasing revenue, gaining market share and enhancing shareholder value through internal growth. Although we are a waste management services company, we do not own any landfills or provide waste collection services. However, because of our many relationships with various disposal facilities and transporters, we are able to be more flexible and provide alternative solutions to a customer's waste disposal or recycling needs. We intend to capitalize on our management and sales staff which has extensive experience in all aspects of the waste business. As such, we intend to manage our internal growth as follows:

- ***Sales and Marketing Activities.*** We will focus on retaining existing customers and obtaining new business through our well-managed sales and marketing activities. We seek to manage our sales and marketing activities to enable us to capitalize on our position in many of the markets in which we operate. We provide a tailored program to all of our customers in response to their particular needs. We accomplish this by centralizing services to effectively manage their needs, such as minimizing their procurement costs.

We currently have a number of professional sales and marketing employees in the field who are compensated using a commission structure that is focused on generating high levels of quality revenue. For the most part, these employees directly solicit business from existing and prospective customers. We emphasize our rate and cost structures when we train new and existing sales personnel. We intend to hire additional qualified professional sales personnel to expand into different geographical areas.

- ***Development Activities.*** We will seek to identify opportunities to further position us as an integrated service provider in markets where we provide services. In addition, we will continue to utilize the extensive experience of our management and sales staff to bid on significant one-time projects and those that require special expertise. Where appropriate, we may seek to obtain permits that would provide vertically integrated waste services or expand the service offerings or leverage our existing volumes with current vendors to provide for long term, cost competitive strategic positioning within our existing markets.

Golf and Related Operations Segment

In August 2014, the Company acquired The Grand Resort which was integrated into the golf and related operations segment. The acquisition is consistent with the Company's business strategy in that The Grand Resort 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 Grand Resort. The Grand Resort is open year-round and provides a consistent, comfortable environment where our guests can enjoy our various amenities and activities. Avalon believes that the combination of its four golf facilities and The Grand Resort will result in additional memberships in the Avalon Golf and Country Club.

In addition, several private country clubs in the northeast Ohio area are experiencing economic difficulties. Avalon believes some of these clubs may represent an attractive investment opportunity. While Avalon has not entered into any pending agreements for acquisitions, it may do so at any time and will continue to consider acquisitions that make economic sense.

Results of Operations

Avalon's primary business segment, the waste management services segment, provides hazardous and nonhazardous waste brokerage and management services, captive landfill management services and salt water injection well operations. The golf and related operations segment includes the operation and management of four golf courses and related country clubs and facilities, a hotel and its associated resort amenities and a multipurpose recreation center.

Performance in 2022 compared with 2021

Overall Performance

Net operating revenues increased to \$81.2 million in 2022 compared with \$70.4 million in 2021. Net operating revenues of the waste management services segment were approximately \$49.8 million in 2022 compared to \$42.7 million in 2021. The increase in net operating revenues of the waste management services segment was a result of an increase in both continuous and event work projects in 2022 compared to 2021. Net operating revenues of the golf and related operations segment were approximately \$31.4 million in 2022 compared to \$27.7 million in 2021. The increase in net operating revenues of the golf and related operations was a result of increased business operations related to both The Grand Resort and the country clubs during 2022 compared to 2021.

Total cost of operations related to the waste management services segment increased to \$40.4 million in 2022 compared with \$34.3 million in 2021. The increase in the cost of operations between years for the waste management services segment is primarily due to increased net operating revenues as these costs vary directly with the associated revenues.

Total cost of operations related to the golf and related operations segment increased to \$26.8 million in 2022 compared to \$22.6 million in 2021. The increase between years was primarily a result of higher product costs and employee related costs associated with an increase in business operations and wage increases during the year.

Depreciation and amortization expense was approximately \$3.5 million in 2022 compared to \$3.1 million in 2021. The increase is due to a higher depreciable asset base primarily related to the renovation of The Avalon Field Club at New Castle and The Grand Resort and equipment purchases for the med spa.

Consolidated selling, general and administrative expenses were approximately \$10.1 million in 2022 compared to \$9.9 million in 2021. The increase was primarily attributable to higher employee related costs during the year.

Gain on debt extinguishment was approximately \$2.0 million in 2021 representing the Paycheck Protection Program loans that were forgiven by the Small Business Administration received under the CARES Act.

Interest expense was approximately \$1.5 million in 2022 compared to \$1.2 million in 2021. During 2022, the increase in interest expense was due to both the higher average debt outstanding and the increased weighted average interest rate on the associated borrowings. The weighted average debt outstanding during 2022 was approximately \$26.7 million compared to \$23.4 million in 2021. During the years ended December 31, 2022 and 2021, the weighted average interest rate on outstanding borrowings was 5.50% and 4.93%, respectively.

Net loss attributable to Avalon Holdings Corporation common shareholders was \$0.6 million, or \$0.15 per share, in 2022 compared with net income attributable to Avalon Holdings Corporation common shareholders of \$2.0 million, or \$0.51 per share, in 2021.

Segment Performance

Segment performance should be read in conjunction with Note 15 to the Consolidated Financial Statements.

Waste Management Services Segment

The net operating revenues of the waste management services segment increased to \$49.8 million in 2022 compared with \$42.7 million in 2021. The waste management services segment includes waste disposal brokerage and management services, captive landfill management operations and salt water injection well operations.

The net operating revenues of the waste disposal brokerage and management services business were approximately \$47.2 million in 2022 compared to \$40.3 million in 2021. Event work net operating revenues related to multiple projects increased by approximately \$4.9 million during 2022 when compared to 2021. Event work is defined as bid projects under contract that occurs on a one-time basis over a short period of time. Such work can fluctuate significantly from year to year. Event work net operating revenues were approximately \$22.5 million in 2022 compared with \$17.6 million in 2021. In addition, continuous work of the waste disposal brokerage business increased approximately \$2.0 million between years as a result of increased work from multiple customers. Net operating revenues related to continuous work were approximately \$24.7 million in 2022 compared with \$22.7 million in 2021.

The net operating revenues of the captive landfill management operations were approximately \$2.6 million in 2022 compared to \$2.4 million in 2021. The net operating revenues of the captive landfill operations are almost entirely dependent upon the volume of waste generated by the owner of the landfill for whom Avalon manages the facility.

Costs of operations related to the waste management services segment increased to \$40.4 million in 2022 compared with \$34.3 million in 2021. The increase in the cost of operations between years for the waste management services segment is primarily due to the increased net operating revenues as these costs vary directly with the associated revenues. The overall gross margin percentage of the waste brokerage and management services business was approximately 19% in 2022 compared to 20% in 2021. The lower gross margin percentage during 2022 was attributable to lower gross profit generated from continuous work during the year.

Income before income taxes for the waste management services segment were approximately \$4.3 million in 2022 compared to \$3.5 million in 2021. Income before income taxes of the waste brokerage and management services business was approximately \$4.3 million in 2022 compared to \$3.6 million in 2021. The increased income before income taxes was primarily attributable to the increased net operating revenues and associated higher gross profit during 2022 compared to 2021. Income before income taxes of the captive landfill operations were approximately \$0.1 million in 2022 compared to \$0.3 million in 2021. The decrease in income before income taxes between years was due to higher fuel expense and employee costs in 2022. During 2022 and 2021, the salt water injection wells incurred a loss before income taxes of approximately \$0.1 million and \$0.4 million, respectively, primarily due to legal and professional costs incurred relating to Avalon's appeal and mandamus processes.

Golf and Related Operations Segment

Net operating revenues of the golf and related operations segment were approximately \$31.4 million in 2022 compared to \$27.7 million in 2021. Avalon's golf and related operations segment consists of the operation and management of four golf courses and related country clubs which provide dining and banquet facilities, a hotel which provides lodging, dining, banquet and conference facilities and other resort related amenities and a multipurpose recreation center.

Food, beverage and merchandise sales increased to approximately \$12.1 million in 2022 compared to \$11.1 million in 2021. Food, beverage and merchandise sales increased between years as a result of an increase in business activity at both The Grand Resort and the country clubs.

Other net operating revenues related to the golf and related operations were approximately \$19.3 million in 2022 compared to \$16.6 million in 2021. Membership dues revenue was approximately \$7.1 million in 2022 compared to \$6.7 million in 2021. The increase in membership dues revenue was attributable to an increase in membership dues rates partially offset by a slight decrease in the average number of members between years. Net operating revenues related to room rental was approximately \$5.5 million in 2022 compared to \$4.5 million in 2021. The increase in room revenue was a result of both higher occupancy and an increase in average room rates when compared to the prior year. Other revenues consisting of athletic, fitness, salon and spa related activities were approximately \$3.8 million in 2022 compared to \$2.7 million in 2021. The increase between years was primarily due to an increase in salon and spa revenue of \$0.8 million between years. Greens fees and associated cart rentals were approximately \$2.9 million in 2022 compared to \$2.7 million in 2021. The increase was due to both an increase in rounds played during the year and an increase in cart rental rates. Due to adverse weather conditions, net operating revenues relating to the golf courses, which are located in northeast Ohio and western Pennsylvania, were minimal during the first three months of 2022 and 2021.

Total cost of operations for the golf and related operations segment were \$26.8 million in 2022 compared with \$22.6 million in 2021. Cost of food, beverage and merchandise was approximately \$5.5 million in 2022 compared to \$4.8 million in 2021. The increase in total food, beverage and merchandise costs between years was attributable to both higher revenues from increased business operations and higher product costs. The cost of food, beverage and merchandise sales was approximately 45% of associated revenue in 2022 compared to 43% in 2021. Golf and related operations operating costs increased to approximately \$21.3 million in 2022 compared with \$17.8 million in 2021. The increase in operating costs between years, primarily employee related costs, was directly attributable to both an increase in business operations and higher employee wages paid per hour during 2022 compared to 2021. In addition, various operating costs including utilities, fuel, laundry and golf course fertilizer increased between years.

The golf and related operations recorded income before income taxes of \$0.2 million in 2022 compared with income before income taxes of \$2.8 million in 2021. The change between years was primarily a result of higher employee related costs due to higher employee wages paid per hour in 2022 compared to 2021 and an increase in various operating costs including utilities, fuel, laundry and golf course fertilizer. In addition, in 2021, the golf and related operations recorded a gain on debt extinguishment of approximately \$1.5 million representing the Paycheck Protection Program loan that was forgiven by the Small Business Administration received under the CARES Act.

The ability to attract new members and retain members is very important to the success of the golf and related operations segment. Avalon is continually using different marketing strategies to attract and retain members, such as local television advertising and/or various membership promotions. A significant decline in members could adversely impact the financial results of the golf and related operations segment.

General Corporate Expenses

General corporate expenses were \$4.0 million in 2022 compared to \$3.9 million in 2021. The increase was attributable to higher legal and professional fees, primarily related to the term loan refinancing, partially offset by a decrease in discretionary employee bonuses paid during the year.

Gain on Debt Extinguishment

Gain on debt extinguishment was approximately \$2.0 million in 2021 representing the Paycheck Protection Program loans that were forgiven by the Small Business Administration received under the CARES Act.

Interest Expense

Interest expense was approximately \$1.5 million in 2022 compared to \$1.2 million in 2021. During 2022, the increase in interest expense was due to both the higher average debt outstanding and the increased weighted average interest rate on the associated borrowings. The weighted average debt outstanding during 2022 was approximately \$26.7 million compared to \$23.4 million in 2021. During the years ended December 31, 2022 and 2021, the weighted average interest rate on outstanding borrowings was 5.50% and 4.93%, respectively.

Net Income (Loss)

Net loss attributable to Avalon Holdings Corporation common shareholders was \$0.6 million in 2022 compared to net income attributable to Avalon Holdings Corporation common shareholders of \$2.0 million in 2021. Avalon recorded a state income tax provision in both 2022 and 2021, which was related entirely to the waste management and brokerage operations. Due to the recording of a full valuation allowance against the Company's federal net deferred tax assets, the overall effective tax rate in both years reflects taxes owed in certain U.S state jurisdictions. Avalon's income tax provision (benefit) on the income (loss) before taxes was offset by a change in the valuation allowance. A valuation allowance is provided when it is more likely than not that deferred tax assets relating to certain federal and state loss carryforwards will not be realized. Avalon continues to maintain a valuation allowance against the majority of its deferred tax amounts until it is evident that the deferred tax asset will be utilized in the future.

Trends and Uncertainties

Financial impact of COVID-19 pandemic

In March 2020, both federal and state governmental bodies took unprecedented measures to try and control the spread of the COVID-19 coronavirus including the issuance of temporary stay at home orders, the temporary closing of non-essential businesses and in-house dining and restrictions on gatherings and events. Although the various government mandates impacting our business operations have currently been lifted, we may experience weakened demand in light of travel restrictions or warnings, consumer fears and reduced consumer discretionary spending and general economic uncertainty. The full extent of the impact of the COVID-19 pandemic on our operations and financial performance will depend on future developments, including the duration and spread of the pandemic and the impact of COVID-19 variants, all of which are uncertain and cannot be predicted at this time. Governmental bodies may impose restrictions, which could include additional shutdowns, to stop the spread of infection. These restrictions would have a negative impact on our financial condition, results of operations and cash flows.

Paycheck Protection Program Loan

The Coronavirus Aid, Relief, and Economic Security Act, or ("CARES") Act, which was signed into law in March 2020, authorized the Small Business Administration to temporarily guarantee loans under a loan program called the Paycheck Protection Program (the "Program"). The Program provides for 100% federally guaranteed loans to small businesses to allow employers to keep workers employed and maintain payroll during the pandemic and economic downturn. Under the Program, the borrower is eligible for loan forgiveness up to the amount the borrower spends on certain eligible costs during the covered period beginning on the date the proceeds were received on the loan. Eligible costs under the Program include payroll costs, interest on mortgage obligations incurred before the covered period, rent on leasing agreements and utility services. Collateral or guarantor support is not required for the loan.

In 2020, certain wholly-owned subsidiaries of Avalon entered into agreements and received a total of approximately \$2.8 million in loans under the Program. The Company utilized the entire balance of the loan proceeds in accordance with the Program's guidelines and subsequently applied for forgiveness with the Small Business Administration.

During 2020, approximately \$0.8 million of the loans and \$4,000 of associated interest were forgiven by the Small Business Administration. During 2021, the remaining \$2.0 million of the loans and \$17,000 of associated interest were forgiven by the Small Business Administration. As of December 31, 2021, all loan proceeds received under the Program and related interest were forgiven by the Small Business Administration. Debt forgiven in accordance with the Program is recognized in the Consolidated Statements of Operations as a gain on debt extinguishment.

Government regulations

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.

On March 27, 2020, the CARES Act was enacted in response to the COVID-19 pandemic. The CARES Act, among other things, permits net operating loss carryforwards generated in taxable years beginning after December 31, 2017, to offset 100% of taxable income for taxable years beginning before January 1, 2021, and 80% of taxable income in taxable years beginning after December 31, 2020. In addition, the CARES Act allows net operating losses incurred in taxable years beginning after December 31, 2017, and before January 1, 2021, to be carried back to each of the five preceding taxable years to generate a refund of previously paid income taxes. The adoption of these provisions did not have a material impact on the Company's financial position or results of operations.

On December 27, 2020, the Consolidated Appropriations Act, 2021 (the "Appropriations Act") was enacted in response to the COVID-19 pandemic. The Appropriations Act, among other things, temporarily extends through December 31, 2025, certain expiring tax provisions, including look-through treatment of payments of dividends, interest, rents, and royalties received or accrued from related controlled foreign corporations. Additionally, the Appropriations Act enacts new provisions and extends certain provisions originated within the CARES Act, including an extension of time for repayment of the deferred portion of employees' payroll tax through December 31, 2021, and a temporary allowance for full deduction of certain business meals. Avalon has elected not to defer the employees' portion of payroll tax. The adoption of the Appropriations Act did not result in a material tax or cash benefit.

Legal matters

In the ordinary course of conducting its business, Avalon becomes involved in lawsuits, administrative proceedings and governmental investigations, including those relating 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, management assesses the probability of loss and accrues a liability as appropriate. Avalon does not believe that any uninsured ultimate liabilities, fines or penalties resulting from such pending proceedings, individually or in the aggregate, will have a material adverse effect on its liquidity, financial position or results of operations.

Credit and collections

Economic challenges throughout the industries served by Avalon may result in payment defaults by customers. While Avalon continuously endeavors to limit customer credit risks, customer-specific financial downturns are not controllable by management. Significant customer payment defaults would have a material adverse impact upon Avalon's future financial performance.

Competitive pressures

Avalon's waste brokerage and management services 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 disposal options available to waste generators and may cause disposal pricing to increase. Avalon's waste brokerage and management services business may not be able to pass these price increases onto some of its customers, which, in turn, may adversely impact Avalon's future financial performance.

Unfavorable general economic conditions could adversely affect our business and financial results

Our operations are substantially affected by economic conditions, including inflation, which can impact consumer disposable income levels and spending habits. Economic conditions can also be impacted by a variety of factors including epidemics, pandemics and actions taken by governments to manage economic matters, whether through initiatives intended to control wages, unemployment, inflation, taxation and other economic drivers. Adverse economic conditions could pressure Avalon's business and operating performance and financial results may suffer.

Numerous economic factors, including a recession, other economic downturns, inflation and the potential for a decrease in consumer spending, could adversely affect us

Various adverse economic conditions, including a recession, other economic downturns and inflation could decrease consumer discretionary spending and adversely affect our financial performance. Rising inflation rates have led to increased interest rates. A recession or other economic downturn could have a material adverse effect on our financial results. The products and services that are golf and related operations offer are products or services that consumers may view as discretionary rather than necessities. Our results of operations are sensitive to changes in macroeconomic conditions that impact consumer spending, including discretionary spending. Other factors, including consumer confidence, employment levels, interest rates, fuel and energy costs, tax rates, and consumer debt levels could reduce consumer spending or change consumer purchasing habits. Slowdowns in the U.S. or global economy, or an uncertain economic outlook, could materially adversely affect consumer spending habits and could have a material adverse effect on our business, results of operations and financial condition.

Challenges with respect to labor, including availability and cost, could impact our business and results of operations

Avalon's success depends in part on our ability to recruit, motivate and retain qualified individuals to work in an intensely competitive labor market. We have experienced, and may continue to experience, challenges in adequately staffing, which can negatively impact operations. Our ability to meet labor needs is generally subject to external factors, including the availability of sufficient workforce, unemployment levels and prevailing wages in the markets in which we operate. Increased costs and competition associated with recruiting, motivating and retaining qualified employees could have a negative impact on Avalon's operating margins and profitability.

Changes in commodity and other operating costs could adversely affect our results of operations

The profitability of our golf and related operations segment depends on our ability to anticipate and react to changes in commodity costs, including food, supplies, fuel, utilities and other operating costs, including labor. We continuously monitor supply and cost trends of these commodities. During 2022, we experienced higher commodity costs compared to the prior year period. These increases are primarily driven by overall market demand and inflationary pressures. Volatility in certain commodity prices and fluctuations in labor costs have adversely affected, and in the future, could adversely affect Avalon's operating results. We anticipate commodity costs to continue to remain elevated into 2023 due to inflationary pressures. An increase in commodity costs could have an adverse impact on our profitability.

Global conflict, increasing tensions between the United States and Russia, and other effects of the ongoing conflict in Ukraine, could negatively impact our business, results of operations and financial condition

Global conflict could increase costs and limit availability of fuel, energy, and other resources we depend upon for our business operations. For example, while we do not operate in Russia or Ukraine, the increasing tensions between the United States and Russia and the other effects of the ongoing conflict in Ukraine, have resulted in many broader economic impacts such as the United States imposing sanctions and bans against Russia and Russian products imported into the United States. Such sanctions and bans have impacted and may continue to impact commodity pricing such as fuel and energy costs. Further sanctions, bans or other economic actions in response to the ongoing conflict in Ukraine or in response to any other global conflict could result in an increase in costs and negatively impact our business, results of operations and financial condition.

Effective succession planning is important to our continued success

Effective succession planning is important to our long-term success. Failure to effectively identify, develop and retain key personnel, recruit high-quality candidates and ensure smooth management and personnel transitions could disrupt our business and adversely affect our results.

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 that are 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. Although the Company believes that cash generated from operations will be sufficient to meet obligations under our loan and security agreement, we cannot provide assurance that our business will generate 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.

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 requests 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 10th District Court of Appeals and on 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 10th District Court of Appeals decision to the Supreme Court of Ohio. On November 21, 2018, the Company received notice from the Supreme Court of Ohio that the court would not accept for review the Company's appeal of the Ohio 10th 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 April 5, 2019, Avalon filed with the Oil and Gas Commission a motion to vacate its prior decisions in this matter. The Oil and Gas Commission scheduled a hearing on this motion for August 13, 2019. Before the hearing began, and in response to the Division's motion to dismiss the Company's motion to vacate, the Commission dismissed the matter. The Company appealed that decision to the Franklin County Court of Common Pleas. In April 2020, the Division's motion to dismiss and the Company's opposition were reviewed by the Court. Following the restart orders received on May 24, 2021, and discussed below, the Court dismissed the complaint.

Concurrently with the filing of the appeal with the Franklin County Court of Common Pleas, the Company filed a writ of mandamus in the 10th District Court of Appeals on August 30, 2019 to compel the chief of the Division to issue restart orders, or alternative orders that would allow the Company to either restart the AWMS #2 well, or appeal said orders to the Oil and Gas Commission in accordance with Ohio Law. On October 6, 2020 and in response to a motion from the Division, the Court dismissed this complaint for writ of mandamus.

In addition, on August 26, 2016, Avalon filed a complaint in the 11th 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.

On March 18, 2019, Avalon received notice that the 11th Appellate District Court in Trumbull County, Ohio issued summary judgment in favor of the Ohio Department of Natural Resources in the writ of mandamus action that resulted from the suspension order of the Company's salt water injection well. The decision was appealed to the Supreme Court of Ohio on April 5, 2019. Oral arguments in the case occurred on April 7, 2020. On September 23, 2020, the Supreme Court of Ohio ruled in favor of the Company. The Supreme Court of Ohio reversed the decision of the 11th Appellate District Court and remanded the case back to that court for a trial on the merits. The trial occurred in September and October 2021. On December 19, 2022, the 11th Appellate District Court denied the Company's writ of mandamus action. The Court determined that the Company failed to establish a cognizable property interest that would necessitate a just compensation/takings analysis and accordingly denied the Company's petition for writ of mandamus. The decision was appealed to the Supreme Court of Ohio on January 30, 2023. Briefing to the Supreme Court of Ohio is underway.

On May 24, 2021, the Company received Chief's Orders from the Division vacating the September 3, 2014 suspension orders for AWMS #2 and setting conditions for restart of that well. Among these conditions was a limit placed on the seismicity within three miles of the well. Under the Order, if a seismic event with a magnitude 2.1 or above occurs, the well must cease operations for an indefinite period of time until concurrence for subsequent restart is received from the Division. The Company appealed the May 2021 Chief's Order to the Ohio Oil and Gas Commission, seeking reasonable operating conditions that will allow the facility to operate profitably while protecting human health and property. A hearing in this matter occurred in February 2022. On September 30, 2022, the Oil and Gas Commission rendered their decision for the Division in this matter, once again deferring to the Division in their decision. The Company appealed the decision to the Franklin County Ohio Court of Common Pleas on August 9, 2022. The briefings in this matter are complete and the Company is awaiting a decision.

Golf memberships and liquor licenses

The Avalon Golf and Country Club operates four 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 Grand Resort 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 Grand Resort. 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 golf facilities and The Grand Resort 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. 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.

Avalon's golf course operations, The Grand Resort and multipurpose recreation center 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.

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 is adversely affected by adverse weather conditions.

Inflation Impact

The Federal Reserve continues to pursue efforts to lower inflation by raising interest rates. The Federal Reserve increased its key interest rate seven times in 2022 as consumer goods prices continued to rise throughout the year. Our operations are substantially affected by economic conditions, including inflation, which can impact consumer disposable income levels and spending habits. Although 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, adverse economic conditions could pressure Avalon's business and operating performance and financial results may suffer. In general, management believes that rising costs resulting from 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.

Critical Accounting Policies

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States requires management to make judgments, assumptions, and estimates that affect reported amounts. Significant accounting policies used in the preparation of Avalon's Consolidated Financial Statements are described in Note 2 to the consolidated financial statements. Estimates are used when accounting for, among other things, the allowance for credit losses, estimated useful lives of property and equipment used to depreciate and amortize the assets, asset impairments, compensation costs relating to stock options granted, contingencies and administrative proceedings, environmental matters and taxes.

The majority of Avalon's accounts receivable is due from industrial and commercial customers. Credit is extended based on an evaluation of a customer's financial condition and, generally, collateral is not required. The amounts due are stated at their net realizable value. The Company maintains an allowance for credit losses to provide for the estimated amount of receivables that will not be collected. Customer accounts that are outstanding longer than the contractual payment terms are considered past due. Avalon determines its allowance by considering a number of factors, including the length of time trade accounts receivable are past due, Avalon's previous accounts receivable loss history, the customer's current ability to pay its obligation to Avalon and the condition of the

general economy and the industry as a whole. Bankruptcy or economic challenges of a particular customer represent uncertainties that are not controllable by management. If management's assessments change due to different assumptions or if actual collections differ from management's estimates, future operating results could be impacted. Avalon writes off accounts receivable when they become uncollectible. Payments subsequently received on such receivables are credited to the allowance for credit losses, or to income, as appropriate under the circumstances.

Avalon recognizes share-based compensation expense related to stock options issued to employees and directors. Avalon estimates the fair value of the stock options granted using a Monte Carlo simulation. The Monte Carlo simulation was selected to determine the fair value because it incorporates six minimum considerations; 1) the exercise price of the option, 2) the expected term of the option, taking into account both the contractual term of the option, the effects of employees' expected exercise and post-vesting employment termination behavior, as well as the possibility of change in control events during the contractual term of the option agreements, 3) the current fair value of the underlying equity, 4) the expected volatility of the value of the underlying share for the expected term of the option, 5) the expected dividends on the underlying share for the expected term of the option and 6) the risk-free interest rate(s) for the expected term of the option.

The expected term, or time until the option is exercised, is typically based on historical exercising behavior of previous option holders of a company's stock. Due to the fact that the Company has had no historical exercising activity, prior to 2018, we estimated the expected term using the simplified method.

Avalon amortizes the fair value of the stock options over the expected term which approximates the requisite service period. If accelerated vesting occurs based on the market performance of Avalon's common stock, the compensation costs related to the vested stock options that have not previously been amortized are recognized upon vesting.

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.

When Avalon concludes that it is probable that an environmental liability has been incurred, a provision is made in Avalon's financial statements for Avalon's best estimate of the liability based on management's judgment and experience, information available from regulatory agencies, and the number, financial resources and relative degree of responsibility of other potentially responsible parties who are jointly and severally liable for remediation of that site, as well as, the typical allocation of costs among such parties. If a range of possible outcomes is estimated and no amount within the range appears to be a better estimate than any other, then Avalon provides for the minimum amount within the range, in accordance with generally accepted accounting principles. The liability is recognized on an undiscounted basis. Avalon's estimates are revised, as deemed necessary, as additional

information becomes known. Such revisions may impact future operating results. Although Avalon is not currently aware of any environmental liability, there can be no assurance that in the future an environmental liability will not occur.

Avalon recognizes deferred tax assets and liabilities based on differences between financial statement carrying amounts and the tax bases of assets and liabilities. Avalon also records tax benefits when it believes that it is more likely than not that the benefit will be sustained by the tax authority. Avalon regularly reviews its deferred tax assets for recoverability and establishes a valuation allowance based upon historical taxable income, projected future taxable income and the expected timing of the reversals of existing temporary differences to reduce its deferred assets to the amount that it believes is more likely than not to be realized. Avalon has considered future taxable income in assessing the need for the valuation allowance. The \$1,843,000 of deferred tax liabilities will reverse in the same period and jurisdiction and is of the same character as the temporary differences giving rise to the \$1,851,000 of deferred tax assets. Avalon has not provided a valuation allowance on the amount of deferred tax assets that it estimates will be utilized. Should Avalon ascertain in the future that it is more likely than not that deferred tax assets will be realized in excess of the net deferred tax assets, all or a portion of the \$2,488,000 valuation allowance as of December 31, 2022, would be reversed as a benefit to the provision for income taxes in the period such determination was made.

Consolidated Balance Sheets*(in thousands, except for share data)*

	December 31,	
	2022	2021
Assets		
Current Assets:		
Cash and cash equivalents	\$ 1,624	\$ 3,254
Accounts receivable, less allowance for credit losses of \$260 at December 31, 2022 and \$265 at December 31, 2021	11,127	9,933
Unbilled membership dues receivable	599	578
Inventories	1,461	1,105
Prepaid expenses	1,172	996
Other current assets	105	105
Total current assets	<u>16,088</u>	<u>15,971</u>
Property and equipment, net	56,805	53,338
Property and equipment under finance leases, net	5,001	5,390
Operating lease right-of-use assets	1,386	1,598
Restricted cash	10,426	1,696
Noncurrent deferred tax asset	8	8
Other assets, net	36	36
Total assets	<u>\$ 89,750</u>	<u>\$ 78,037</u>
Liabilities and Equity		
Current liabilities:		
Current portion of long-term debt	\$ 503	\$ 1,126
Current portion of obligations under finance leases	115	167
Current portion of obligations under operating leases	424	534
Accounts payable	10,995	10,164
Accrued payroll and other compensation	989	797
Accrued income taxes	103	67
Other accrued taxes	540	541
Deferred membership dues revenue	3,643	3,363
Other liabilities and accrued expenses	1,544	1,265
Total current liabilities	<u>18,856</u>	<u>18,024</u>
Long-term debt, net of current portion	29,758	19,376
Line of credit	1,550	-
Obligations under finance leases, net of current portion	381	496
Obligations under operating leases, net of current portion	962	1,064
Asset retirement obligation	100	100
Equity:		
Avalon Holdings Corporation Shareholders' Equity:		
Class A Common Stock, \$.01 par value, one vote per share: authorized 10,500,000 shares; issued and outstanding 3,287,647 shares at December 31, 2022 and 2021	33	33
Class B Common Stock, \$.01 par value, ten votes per share: authorized 1,000,000 shares; issued and outstanding 611,784 shares at December 31, 2022 and 2021	6	6
Paid-in capital	59,205	59,201
Accumulated deficit	(20,754)	(20,171)
Total Avalon Holdings Corporation Shareholders' Equity	<u>38,490</u>	<u>39,069</u>
Non-controlling interest in subsidiaries	(347)	(92)
Total equity	<u>38,143</u>	<u>38,977</u>
Total liabilities and equity	<u>\$ 89,750</u>	<u>\$ 78,037</u>

See accompanying notes to consolidated financial statements.

Consolidated Statements of Operations

(in thousands, except for per share amounts)

	Year Ended December 31,	
	2022	2021
Net operating revenues:		
Waste management services	\$ 49,763	\$ 42,710
Food, beverage and merchandise sales	12,137	11,045
Other golf and related operations	19,280	16,628
Total golf and related operations	<u>31,417</u>	<u>27,673</u>
Total net operating revenues	81,180	70,383
Costs and expenses:		
Waste management services operating costs	40,380	34,259
Cost of food, beverage and merchandise	5,500	4,748
Golf and related operations operating costs	21,337	17,825
Depreciation and amortization expense	3,483	3,112
Selling, general and administrative expenses	10,133	9,878
Operating income	<u>347</u>	<u>561</u>
Other income (expense):		
Interest expense	(1,464)	(1,158)
Gain on debt extinguishment	-	1,964
Other income, net	231	369
Income (loss) before income taxes	<u>(886)</u>	<u>1,736</u>
Provision for income taxes	94	89
Net income (loss)	<u>(980)</u>	<u>1,647</u>
Less net loss attributable to non-controlling interest in subsidiaries	<u>(397)</u>	<u>(324)</u>
Net income (loss) attributable to Avalon Holdings Corporation common shareholders	<u>\$ (583)</u>	<u>\$ 1,971</u>
Income (loss) per share attributable to Avalon Holdings Corporation common shareholders:		
Basic net income (loss) per share	<u>\$ (0.15)</u>	<u>\$ 0.51</u>
Diluted net income (loss) per share	<u>\$ (0.15)</u>	<u>\$ 0.50</u>
Weighted average shares outstanding - basic	<u>3,899</u>	<u>3,899</u>
Weighted average shares outstanding - diluted	<u>3,899</u>	<u>3,933</u>

See accompanying notes to consolidated financial statements.

Consolidated Statements of Cash Flows

(in thousands)

	Year Ended December 31,	
	2022	2021
Cash flows from operating activities:		
Net income (loss)	\$ (980)	\$ 1,647
Reconciliation of net income (loss) to cash provided by operating activities:		
Depreciation and amortization expense	3,483	3,112
Amortization of debt issuance costs	50	42
Compensation costs - stock options	4	5
Provision for losses on accounts receivable	32	36
Gain from disposal of equipment	-	(10)
Gain on debt extinguishment	-	(1,964)
Change in operating assets and liabilities:		
Accounts receivable	(1,226)	(1,225)
Unbilled membership dues receivable	(21)	7
Inventories	(356)	(195)
Prepaid expenses	(176)	(266)
Other assets, net	-	(25)
Accounts payable	663	796
Accrued payroll and other compensation	192	(12)
Accrued income taxes	36	24
Other accrued taxes	(1)	80
Deferred membership dues revenue	280	167
Other liabilities and accrued expenses	279	144
Net cash provided by operating activities	<u>2,259</u>	<u>2,363</u>
Cash flows from investing activities:		
Capital expenditures	(6,393)	(4,424)
Proceeds from disposal of equipment	-	3
Net cash used in investing activities	<u>(6,393)</u>	<u>(4,421)</u>
Cash flows from financing activities:		
Proceeds under New Term Loan facility	31,000	-
Principal payments on term loan facilities	(21,014)	(1,111)
Principal payments on finance lease obligations	(167)	(334)
Borrowings under line of credit facility	1,550	-
Payments of debt issuance costs	(277)	-
Proceeds from subsidiary private placement offering	142	358
Net cash provided by (used in) financing activities	<u>11,234</u>	<u>(1,087)</u>
Increase (decrease) in cash, cash equivalents and restricted cash	7,100	(3,145)
Cash, cash equivalents and restricted cash at beginning of year	4,950	8,095
Cash, cash equivalents and restricted cash at end of year	<u>\$ 12,050</u>	<u>\$ 4,950</u>
Supplemental disclosure of cash flow information:		
Significant non-cash operating and investing activities:		
Capital expenditures included in accounts payable	\$ 168	\$ 271
Significant non-cash operating and financing activities:		
Interest forgiven from Paycheck Protection Program Loans	\$ -	\$ 17
Significant non-cash investing and financing activities:		
Operating lease right-of-use assets in exchange for lease obligations	\$ 427	\$ 498
Finance lease obligations incurred	\$ -	\$ 104
Cash paid during the year for interest	\$ 1,313	\$ 1,130
Cash paid during the year for income taxes	\$ 58	\$ 65

For supplemental cash flow information regarding income taxes, see Note 10.

See accompanying notes to consolidated financial statements

Consolidated Statements of Shareholders' Equity

(in thousands, except for share data)

For the Years Ended December 31, 2022 and 2021

	Common Stock				Paid-in Capital	Accumulated Deficit	Total Avalon Shareholders' Equity	Non-controlling Interest in Subsidiary	Total
	Shares		Amount						
	Class A	Class B	Class A	Class B					
Balance at January 1, 2021	3,287,647	611,784	\$ 33	\$ 6	\$ 59,196	\$ (22,142)	\$ 37,093	\$ (126)	\$ 36,967
Stock options - compensation costs	-	-	-	-	5	-	5	-	5
Investment in subsidiary from accredited investors	-	-	-	-	-	-	-	358	358
Net income (loss)	-	-	-	-	-	1,971	1,971	(324)	1,647
Balance at December 31, 2021	3,287,647	611,784	33	6	59,201	(20,171)	39,069	(92)	38,977
Stock options - compensation costs	-	-	-	-	4	-	4	-	4
Investment in subsidiary from accredited investors	-	-	-	-	-	-	-	142	142
Net loss	-	-	-	-	-	(583)	(583)	(397)	(980)
Balance at December 31, 2022	3,287,647	611,784	\$ 33	\$ 6	\$ 59,205	\$ (20,754)	\$ 38,490	\$ (347)	\$ 38,143

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements

Note 1. Description of the Business

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.

Avalon provides waste management services to industrial, commercial, municipal and governmental customers in selected northeastern and midwestern U.S. markets, captive landfill management services and salt water injection well operations. Avalon also owns and operates a hotel and its associated resort amenities, four golf courses and related country clubs and a multipurpose recreation center.

Note 2. Summary of Significant Accounting Policies

The significant accounting policies of Avalon, which are summarized below, are consistent with accounting principles generally accepted in the United States and reflect practices appropriate to the businesses in which they operate. 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.

Principles of Consolidation

The consolidated financial statements include the accounts of Avalon, its wholly owned subsidiaries and those companies in which Avalon has managerial control.

All significant intercompany accounts and transactions have been eliminated in consolidation.

Subsequent Events

Avalon evaluated subsequent events for potential recognition and disclosure through the date the financial statements were issued.

Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents for purposes of the Consolidated Statements of Cash Flows and Consolidated Balance Sheets. Avalon maintains its cash balances in various financial institutions. These balances may, at times, exceed federal insured limits. Avalon has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk relating to its cash and cash equivalents (See Note 4).

Restricted Cash

Cash and cash equivalents that are restricted as to withdrawal or use under the terms of certain contractual agreements are recorded in restricted cash on the Consolidated Balance Sheets. Restricted cash of \$10.4 million and \$1.7 million at December 31, 2022 and 2021, respectively, consists of loan proceeds deposited into a project fund account to fund costs associated with the renovation and expansion of The Grand Resort and Avalon Field Club at New Castle in accordance with the provisions of the loan and security agreement (See Notes 4 and 9).

Inventories

Inventories are stated at the lower of cost or net realizable value. Cost of inventories is determined by the average cost method. If necessary, a provision for potentially obsolete or slow-moving inventory is made based on management’s analysis of inventory levels and future sales forecasts.

Financial Instruments

The Company follows the guidance included in the Financial Accounting Standard Board (“FASB”) Accounting Standards Codification (“ASC”) 820, *Fair Value Measurements and Disclosures*, for its financial assets and liabilities. The fair value of financial instruments consisting of cash, cash equivalents, restricted cash, accounts receivable, and accounts payable at December 31, 2022 and 2021 approximates carrying value due to the relative short maturity of these financial instruments.

The fair value of the Company’s term loan approximates carrying value at December 31, 2022 and 2021, as neither the Company’s credit rating nor credit conditions have changed substantially since the debt was refinanced.

Property and Equipment

Property and equipment is stated at cost and depreciated using the straight-line method over the estimated useful life of the asset which varies from 10 to 30 years for land improvements; 5 to 50 years in the case of buildings and improvements; and from 3 to 10 years for machinery and equipment, vehicles and office furniture and equipment (See Note 6).

Major additions and improvements are charged to the property and equipment accounts while replacements, maintenance and repairs, which do not improve or extend the life of the respective asset, are expensed as incurred. The cost of assets retired or otherwise disposed of and the related accumulated depreciation is eliminated from the accounts in the year of disposal. Gains or losses resulting from disposals of property and equipment are recorded in “Other income, net” in our Consolidated Statements of Operations.

Debt Issuance Costs

Debt issuance costs are capitalized and amortized over the life of the related debt. Amortization of deferred financing costs is included in interest expense in the Consolidated Statements of Operations. Debt issuance costs incurred related to the loan and security agreement is presented in the Consolidated Balance Sheets as a direct deduction from the carrying amount of the debt (See Note 9).

Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and to operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recorded against net deferred tax assets when management believes it is more likely than not that such deferred tax assets will not be realized. Avalon recognizes any interest and penalty assessed by taxing authorities as a component of interest expense and other expense, respectively (see Note 10).

The provisions of ASC 740, *Income Taxes* (“ASC 740”), clarify the accounting for uncertainty in income taxes recognized in financial statements and prescribe a recognition threshold and measurement attribute for uncertain tax positions taken or expected to be taken on a tax return. ASC 740 also requires that interest and penalties related to unrecognized tax benefits be recognized in the financial statements. Avalon does not have any unrecognized tax benefits that would affect its financial position.

Revenue Recognition

The Company recognizes revenue in accordance with FASB ASC 606, *Revenue from Contracts with Customers* (“ASC 606”). In accordance with ASC 606, Avalon identifies a contract when it has approval and commitment from both parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable. Revenue is recognized when obligations under the terms of the contract with our customer are satisfied; generally this occurs with the transfer of control of the good or service to the customer. Revenue is measured as the amount of consideration we expect to receive in exchange for transferring goods or providing services (See Note 5).

Accounts Receivable

Receivables, net, include amounts billed and currently due from customers. The majority of Avalon's accounts receivable is due from industrial and commercial customers. Credit is extended based on an evaluation of a customer's financial condition and, generally, collateral is not required. The amounts due are stated at their net realizable value. The Company maintains an allowance for credit losses to provide for the estimated amount of receivables that will not be collected. Customer accounts that are outstanding longer than the contractual payment terms are considered past due. Avalon determines its allowance by considering a number of factors, including the length of time trade accounts receivable are past due, Avalon's previous accounts receivable loss history, the customer's current ability to pay its obligation to Avalon and the condition of the general economy and the industry as a whole. Avalon writes off accounts receivable when they become uncollectible. Payments subsequently received on such receivables are credited to the allowance for credit losses, or to income, as appropriate under the circumstances (See Note 5).

Leases

Avalon applies FASB Accounting Standards Update ("ASU") 2016-02, *Leases*. The standard establishes a right-of-use ("ROU") model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases are classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement as either rental expense for operating leases and depreciation and interest expense for finance leases (See Note 7).

Non-controlling Interest

Under FASB ASC 810-10, *Consolidations – Overall* ("ASC 810-10"), a company must determine whether it has a variable interest in a legal entity being evaluated for consolidation. A variable interest entity ("VIE") is consolidated in the financial statements if the company has the power to direct activities that most significantly impact the economic performance of the VIE and has the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE.

In accordance ASC 810-10, both AWMS Holdings, LLC and Avalon Med Spa, LLC are VIEs, and their financial statements are included in Avalon's consolidated financial statements. ASC 810-10 requires non-controlling interests to be reported as a separate component of equity. The amount of net loss attributable to the non-controlling interest is recorded in "net loss attributable to non-controlling interest in subsidiaries" in our Consolidated Statements of Operations (See Note 16).

Share-Based Compensation

Avalon recognizes share-based compensation expense related to stock options issued to employees and directors. Avalon estimates the fair value of the stock options granted using a Monte Carlo simulation. The Monte Carlo Simulation was selected to determine the fair value because it incorporates six minimum considerations; 1) the exercise price of the option, 2) the expected term of the option, taking into account both the contractual term of the option, the effects of employees' expected exercise and post-vesting employment termination behavior, as well as the possibility of change in control events during the contractual term of the option agreements, 3) the current fair value of the underlying equity, 4) the expected volatility of the value of the underlying share for the expected term of the option, 5) the expected dividends on the underlying share for the expected term of the option and 6) the risk-free interest rate(s) for the expected term of the option.

Avalon amortizes the grant date fair value of the stock options over the expected term which approximates the requisite service period. If accelerated vesting occurs based on the market performance of Avalon's common stock, the compensation costs related to the vested stock options that have not previously been amortized are recognized upon vesting (See Note 12).

Asset Retirement Obligation

Avalon recorded an estimated asset retirement obligation of \$0.1 million at December 31, 2022 and 2021, respectively, to plug and abandon the two salt water injection wells based upon an estimate from an experienced and qualified third party.

Asset Impairments

Avalon reviews the carrying value of its long-lived assets whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. If indicators of impairment exist, Avalon would determine whether the estimated undiscounted sum of the future cash flows of such assets and their eventual disposition is less than its carrying amount. If less, an impairment loss would be recognized if, and to the extent that the carrying amount of such assets exceeds their respective 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.

Avalon reviewed the carrying value of its long-lived assets in accordance with FASB ASC 360-10-35, *Property, Plant and Equipment – Overall – Subsequent Measurement*. Avalon does not believe there was a triggering event in 2022 or 2021 as future cash flows have not changed significantly and asset values have remained relatively stable.

Environmental Liabilities

When Avalon concludes that it is probable that a liability has been incurred with respect to a site, a provision is made in Avalon's financial statements for Avalon's best estimate of the liability based on management's judgment and experience, information available from regulatory agencies, and the number, financial resources and relative degree of responsibility of other potentially responsible parties who are jointly and severally liable for remediation of that site, as well as, the typical allocation of costs among such parties. If a range of possible outcomes is estimated and no amount within the range appears to be a better estimate than any other, Avalon provides for the minimum amount within the range, in accordance with generally accepted accounting principles. The liability is recognized on an undiscounted basis. Avalon's estimates are revised, as deemed necessary, as additional information becomes known. Although Avalon is not currently aware of any environmental liability, there can be no assurance that in the future an environmental liability will not occur.

Basic and Diluted Net Income (Loss) per Share

Basic net income (loss) per share attributable to Avalon Holdings Corporation common shareholders is computed by dividing the net income (loss) attributable to Avalon Holdings Corporation common shareholders by the weighted average number of common shares outstanding.

Diluted net income (loss) per share attributable to Avalon Holdings Corporation common shareholders is computed by dividing net income (loss) attributable to Avalon Holdings Corporation shareholders by the weighted average number of common shares outstanding plus any weighted common equivalent shares determined to be outstanding during the period using the treasury method. The weighted common equivalent shares included in the calculation are related to stock options granted by Avalon where the weighted average market price of Avalon's common stock for the period presented is greater than the option exercise price of the stock option. For periods in which Avalon is in a net loss position, the diluted per share amount reported is equal to the basic per share amount because such dilution would be considered anti-dilutive (See Note 8).

Note 3. Recent Accounting Pronouncements

As of December 31, 2022, there were several new accounting pronouncements issued by the FASB. Each of these pronouncements, as applicable, has been or will be adopted by the Company. Management does not believe the adoption of any of these accounting pronouncements has had or will have a material impact on the Company's consolidated financial statements.

Note 4. Cash, Cash Equivalents and Restricted Cash

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents for purposes of the Consolidated Balance Sheets. Avalon maintains its cash balances in various financial institutions. These balances may, at times, exceed federal insured limits. Avalon has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk relating to its cash and cash equivalents.

Cash and cash equivalents that are restricted as to withdrawal or use under the terms of certain contractual agreements are recorded in restricted cash on the Consolidated Balance Sheets. Restricted cash consists of loan proceeds deposited into a project fund account to fund costs associated with the renovation and expansion of The Grand Resort and Avalon Field Club at New Castle in accordance with the provisions of the loan and security agreement (See Note 9).

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the Consolidated Balance Sheets that sum to the total of the same such amounts shown in the Consolidated Statements of Cash Flows. Cash, cash equivalents and restricted cash consist of the following at December 31, 2022 and 2021 (in thousands):

	<u>2022</u>	<u>2021</u>
Cash and cash equivalents	\$ 1,624	\$ 3,254
Restricted cash	10,426	1,696
Total cash, cash equivalents and restricted cash	<u>\$ 12,050</u>	<u>\$ 4,950</u>

Note 5. Revenues

Revenue Recognition

The Company identifies a contract when it has approval and commitment from both parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable. Revenue is recognized when obligations under the terms of the contract with our customer are satisfied; generally this occurs with the transfer of control of the good or service to the customer. Revenue is measured as the amount of consideration we expect to receive in exchange for transferring goods or providing services. Sales and other taxes we collect concurrent with revenue-producing activities are excluded from revenue as the Company is a pass-through conduit for collecting and remitting sales taxes. The Company does not incur incremental costs to obtain contracts or costs to fulfill contracts that meet the criteria for capitalization. In addition, the Company does not have material significant payment terms as payment is received at or shortly after the point of sale.

Waste Management Services

Avalon's waste management services provide hazardous and nonhazardous waste 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.

Avalon's waste brokerage and management business assists customers with managing and disposing of wastes at approved treatment and disposal sites based upon a customer's needs. Avalon provides a service to its customers whereby Avalon, arranges for, and accepts responsibility for the removal, transportation and disposal of waste on behalf of the customer.

Avalon's landfill management business 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. The Company provides turnkey services, including daily operations, facilities management and management reporting for its customers. Currently, Avalon manages one captive disposal facility located in Ohio. The net operating revenues of the captive landfill operations are almost entirely dependent upon the volume of waste generated by the owner of the landfill for whom Avalon manages the facility.

Avalon is a minority owner with managerial control over two salt water injection wells and its associated facility. Operations of the salt water injection wells have been suspended in accordance with the Chief of the Division of Oil and Gas Resources Management order (See Note 17). Due to the suspension of the salt water injection wells, there were no operating revenues for the years ended December 31, 2022 and 2021.

For both the years ended December 31, 2022 and 2021, the net operating revenues related to waste management services represented approximately 61% of Avalon's total consolidated net operating revenues. For the year ended December 31, 2022, two customers accounted for 22% of the waste management services segment's net operating revenues to external customers and 14% of the consolidated net operating revenues. For the year ended December 31, 2021, one customer accounted for 13% of the waste management services segment's net operating revenues to external customers and 8% of the consolidated net operating revenues.

For our waste management services contracts, the customer contracts with us to provide a series of distinct waste management services over time which integrates a set of tasks (i.e. removal, transportation and disposal of waste) into a single project. Avalon provides substantially the same service over time and the same method is used to measure the Company's progress toward complete satisfaction of the performance obligation to transfer each distinct service in the series to the customer. The series of distinct waste management services, which are the same over time, meets the series provision

criteria, and as such, the Company treats that series as a single performance obligation. The Company allocates the transaction price to the single performance obligation and recognizes revenue by applying a single measure of progress to that performance obligation. Avalon transfers control of the service over time and, therefore, satisfies the performance obligation and recognizes the revenue over time as the customer simultaneously receives and consumes the benefits provided by Avalon's performance as we perform.

In addition, as the promise to provide services qualifies as a series accounted for as a single performance obligation, the Company applied the practical expedient guidance that allows an entity that is recognizing revenue over time by using an output method to recognize revenue equal to the amount that the entity has the right to invoice if the invoiced amount corresponds directly to the value transferred to the customer. The Company applied the standard's practical expedient that permits the omission of disclosures relating to unsatisfied performance obligations as most of the Company's waste management service contracts (i) have an original expected length of one year or less and (ii) the Company recognizes revenue at the amount to which the Company has the right to invoice for services performed.

Avalon evaluated whether we are the principal (i.e. report revenues on a gross basis) or agent (i.e. report revenues on a net basis). Avalon reports waste management services on a gross basis, that is, amounts billed to our customers are recorded as revenues, and amounts paid to vendors for providing those services are recorded as operating costs. As principal, Avalon is primarily responsible for fulfilling the promise to provide waste management services for the customer. Avalon accepts credit risk in the event of nonpayment by the customer and is obligated to pay vendors who provide the service regardless of whether the customer pays the Company. Avalon does have a level of discretion in establishing the pricing for its service.

Our payment terms vary by the type and location of our customer and the service offered. Avalon does not have any financing arrangements with its customers. The term between invoicing and when payment is due is not significant.

The Company assesses each contract amendment individually. Typically, amendments made to our contracts do not materially change the terms of the agreement or performance obligation of the Company. The Company accounts for such contract amendments as if it were part of the existing contract as the material terms contained in the contract do not change. In cases where Avalon views there is a material change in the terms of the agreement, the Company will reevaluate and determine if the contract should be viewed as an entirely new contract, replacement contract or a continuation of the existing contract.

Consideration promised in our waste management contracts do not typically include material variable amounts such as discounts, rebates, refunds, credits, price concessions, incentives, penalties or other such items, and, as such, no estimate is made by the Company for such items.

Golf and Related Operations

Avalon's golf and related operations include the operation and management of four golf courses and associated clubhouses, recreation and fitness centers, tennis courts, salon and spa services, dining and banquet facilities. The golf and related operations also include the operation of a hotel and its resort related amenities including dining, banquet and conference facilities, fitness center, swimming pools, salon and spa and tennis courts. Revenues for the golf and related operations consists primarily of food, beverage and merchandise sales, membership dues, greens fees and associated cart rentals, room rentals and salon and spa services. Due to adverse weather conditions, net operating revenues relating to the golf courses, which are located in northeast Ohio and Pennsylvania, were minimal during the first three months of 2022 and 2021.

For both the years ended December 31, 2022 and 2021, the net operating revenues related to the golf and related operations represented approximately 39% of Avalon's total consolidated net operating revenues. For both the years ended December 31, 2022 and 2021, no one customer individually accounted for 10% or more of Avalon's golf and related operations segment revenues.

For Avalon's golf and related operations, the Avalon Golf and Country Club offers membership packages for use of the country club facilities and its related amenities. Membership agreements are a one year noncancellable commitment and pricing varies based on the membership type selected by the customer. Based on the terms and conditions of the membership contract, resignations received within the membership period do not relieve the member of their annual commitment. Memberships automatically renew on the member's anniversary date unless the member resigns for the upcoming membership period prior to the renewal date.

Membership for the Avalon Golf and Country Club does not contain up-front initiation fees or require monthly minimum spending at the facilities. Annual membership dues do not cover the cost of food, beverage or any other ancillary paid

services which are made available to the member nor do they typically provide for discounts on these goods or services. Members have no obligation to purchase or utilize any of these additional goods or services. Avalon is not required to provide such goods or services unless requested and paid for at the point of sale by the member.

Under the terms of the contract, Avalon will provide unlimited use and access to the country club facilities. Avalon's performance obligation in the contract is the "stand ready obligation" to provide access to these facilities for the member for the entire membership term. Avalon providing the "stand ready obligation" for use of the facilities to the member over the entire term of the membership agreement represents a single performance obligation of which Avalon expects the member to receive and consume the benefits of its obligation throughout the membership term, and as such, the Company recognizes membership dues on a straight line basis over the term of the contract. The Company applied the standard's practical expedient that permits the omission of disclosures relating to unsatisfied performance obligations for contracts with an original expected length of one year or less as Avalon Golf and Country Club membership agreements are one year in length.

For our hotel operations, Avalon's performance obligation is to provide lodging facilities. The separate components of providing these services (hotel room, toiletry items, housekeeping, and amenities) are not distinct within the context of the contract as they are all highly dependent and interrelated as part of the obligation to provide the lodging facility. Room sales are driven by a fixed fee charged to a hotel guest to stay at The Grand Resort for an agreed upon period. The Company agrees to provide a room to the hotel guest for a specified time period for that agreed-upon rate. Our hotel room reservations are performance obligations satisfied over time as the hotel guest simultaneously receives and consumes the benefits provided by the hotel. For performance obligations satisfied over time, our hotel operations measure the progress toward complete satisfaction of the performance obligation and recognize revenue proportionately over the course of the customer's stay.

For food, beverage, and merchandise sales, greens fees and associated cart rental, fitness activities, salon and spa services and other ancillary services, the transaction price is the set price charged by the Company for those goods or services. Upon purchase of the good or service, the Company transfers control of the good or service to the customer and the customer immediately consumes the benefits of the Company's performance and, as such, we recognize revenue at the point of sale. Amounts paid in advance, such as deposits on overnight lodging or for banquet or conferences facilities, are recorded as a liability until the goods or services are provided to the customer (see Contract Liabilities below).

The following table presents our net operating revenues disaggregated by revenue source for the years ended December 31, 2022 and 2021 (in thousands). Sales and other taxes are excluded from revenues.

	2022	2021
Waste management and brokerage services	\$ 47,138	\$ 40,266
Captive landfill management operations	2,625	2,444
Total waste management services revenues	<u>49,763</u>	<u>42,710</u>
Food, beverage and merchandise sales	12,137	11,045
Membership dues revenue	7,092	6,697
Room rental revenue	5,507	4,450
Greens fees and cart rental revenue	2,871	2,723
Salon and spa services	1,830	1,059
Fitness and tennis lesson revenue	435	448
Other revenue	1,545	1,251
Total golf and related operations revenue	<u>31,417</u>	<u>27,673</u>
Total net operating revenues	<u>\$ 81,180</u>	<u>\$ 70,383</u>

Avalon does not have operations located outside the United States and, accordingly, geographical revenue information is not presented.

Receivables, Net

Receivables, net, include amounts billed and currently due from customers. The amounts due are stated at their net realizable value. At December 31, 2022 and 2021, accounts receivable, net, related to our waste management services segment were approximately \$10.0 million and \$9.0 million, respectively. At December 31, 2022, one customer accounted for approximately 18% of the waste management services segment's receivables and 16% of the consolidated receivables. At December 31, 2021, one customer accounted for approximately 19% of the waste management services segment's receivables and 17% of the consolidated receivables. Accounts receivable, net, related to our golf and related operations

segment were approximately \$1.1 million and \$0.9 million at December 31, 2022 and 2021, respectively. No one customer of the golf and related operations segment accounted for 10% or more of Avalon's golf and related operations segment or consolidated net receivables at December 31, 2022 and 2021.

The Company maintains an allowance for credit losses to provide for the estimated amount of receivables that will not be collected. Customer accounts that are outstanding longer than the contractual payment terms are considered past due. Avalon determines its allowance by considering a number of factors, including the length of time trade accounts receivable are past due, Avalon's previous accounts receivable loss history, the customer's current ability to pay its obligation to Avalon and the condition of the general economy and the industry as a whole. Avalon writes off accounts receivable when they become uncollectible. Payments subsequently received on such receivables are credited to the allowance for credit losses, or to income, as appropriate under the circumstances. Allowance for credit losses was approximately \$0.3 million at both December 31, 2022 and 2021.

The following table presents changes in our allowance for credit losses during the years ended at December 31, 2022 and 2021 (in thousands):

	Balance at Beginning of Period	Provision for Credit Losses	Write-offs less Recoveries	Balance at End of Period
Allowance for credit losses				
Year ended December 31, 2022	\$ 265	\$ 32	\$ (37)	\$ 260
Year ended December 31, 2021	\$ 265	\$ 36	\$ (36)	\$ 265

Contract Assets

Contract assets include unbilled membership dues receivables related to the Avalon Golf and Country Club for the customers membership commitment which are billed on a monthly basis over the course of the annual agreement. Such amounts are stated at their net realizable value. Contract assets related to unbilled membership dues are classified as current as revenue related to such agreements is recognized within the annual membership period. Unbilled membership receivables in our Consolidated Balance Sheets were approximately \$0.6 million at December 31, 2022 and 2021, respectively.

The following table presents changes in our contract assets during the years ended December 31, 2022 and 2021 (in thousands):

	Balance at Beginning of Period	Unbilled Membership Dues	Billings	Balance at End of Period
Contract Assets:				
Unbilled membership dues receivable				
Year ended December 31, 2022	\$ 578	\$ 2,060	\$ (2,039)	\$ 599
Year ended December 31, 2021	\$ 585	\$ 1,997	\$ (2,004)	\$ 578

Contract Liabilities

Contract liabilities include unrecognized or deferred revenues relating to membership dues and customer advance deposits. We record deferred revenue when cash payments are received in advance of satisfying our performance obligation. We classify deferred membership dues revenue as current based on the timing of when we expect to recognize revenue for the membership commitment based on the Company satisfying the stand ready performance obligation throughout the annual membership period. The unrecognized or deferred revenues related to membership dues in our Consolidated Balance Sheets were approximately \$3.6 million and \$3.4 million at December 31, 2022 and 2021, respectively.

Customer advance deposits are recorded as a liability until the goods or services are provided to the customer. Generally, customer advances, and corresponding performance obligation are satisfied within 12 months of the date of receipt of advance payment. The unrecognized revenues related to customer advance deposits are recorded in "Other liabilities and accrued expenses" in our Consolidated Balance Sheets. Customer advance deposits were approximately \$1.0 million and \$0.8 million at December 31, 2022 and 2021, respectively.

The following table presents changes in our contract liabilities during the years ended December 31, 2022 and 2021 (in thousands):

	Balance at		Revenue		Balance at
	Beginning of Period	Billings	Recognized		End of Period
Contract Liabilities:					
Deferred membership dues revenue					
Year ended December 31, 2022	\$ 3,363	\$ 7,372	\$ (7,092)	\$	3,643
Year ended December 31, 2021	\$ 3,196	\$ 6,864	\$ (6,697)	\$	3,363
Customer advance deposits					
Year ended December 31, 2022	\$ 795	\$ 3,038	\$ (2,868)	\$	965
Year ended December 31, 2021	\$ 674	\$ 1,953	\$ (1,832)	\$	795

Note 6. Property and Equipment

Property and equipment at December 31, 2022 and 2021 consists of the following (in thousands):

	2022	2021
Land and land improvements	\$ 16,764	\$ 15,588
Buildings and improvements	52,974	48,603
Machinery and equipment	8,567	7,122
Office furniture and fixtures	9,638	8,773
Vehicles	865	791
Construction in progress	11	1,448
	<u>88,819</u>	<u>82,325</u>
Less accumulated depreciation and amortization	(32,014)	(28,987)
Property and equipment, net	<u>\$ 56,805</u>	<u>\$ 53,338</u>

At December 31, 2022, the Company did not have any significant fixed contractual commitments for construction projects.

Note 7. Leases

Operating Leases

Avalon leases golf carts and associated GPS equipment, machinery and equipment for the landfill operations, furniture and fixtures for The Grand Resort and office copiers under operating leases. Our operating leases have remaining lease terms ranging from less than 1 year to 5.0 years. The weighted average remaining lease term on operating leases was approximately 3.6 years at December 31, 2022.

During 2022, the Company entered into new operating lease agreements for golf carts and associated GPS equipment. The Company recorded operating lease right-of-use assets and corresponding obligations under the operating leases of approximately \$0.4 million. During 2021, the Company entered into new operating lease agreements for a facility, vehicle, golf carts and associated GPS equipment. The Company recorded operating lease right-of-use assets and corresponding obligations under the operating leases of approximately \$0.5 million.

Leased property and associated obligations under operating leases at December 31, 2022 and 2021 consists of the following (in thousands):

	2022	2021
Operating lease right-of-use assets	\$ 1,386	\$ 1,598
Current portion of obligations under operating leases	\$ 424	\$ 534
Long-term portion of obligations under operating leases	962	1,064
Total obligations under operating leases	<u>\$ 1,386</u>	<u>\$ 1,598</u>

The weighted average discount rate on operating leases was 5.0% at December 31, 2022 and 4.6% at December 31, 2021.

Finance Leases

In November 2003, Avalon entered into a long-term agreement with Squaw Creek Country Club to lease and operate its golf course and related facilities. The lease has an initial term of ten (10) years with four (4) consecutive ten (10) year renewal term options unilaterally exercisable by Avalon. Under the lease, Avalon is obligated to pay \$15,000 in annual rent and make leasehold improvements of \$150,000 per year. Amounts expended by Avalon for leasehold improvements during a given year in excess of \$150,000 will be carried forward and applied to future leasehold improvement obligations. Based upon the amount of leasehold improvements already made, Avalon expects to exercise all its remaining renewal options. At December 31, 2022 there were approximately 30.8 years remaining on the golf course and related facilities finance lease.

In addition, the Company also entered into lease agreements for vehicles, golf course maintenance and restaurant equipment which were determined to be finance leases. At December 31, 2022, the vehicles, golf course maintenance and restaurant equipment have remaining lease terms ranging from less than one year to 3.8 years. The weighted average remaining lease term on the vehicles and equipment leases was approximately 2.8 years at December 31, 2022.

Leased property and associated obligations under finance leases at December 31, 2022 and 2021 consist of the following (in thousands):

	<u>2022</u>	<u>2021</u>
Leased property under finance leases	\$ 12,004	\$ 11,978
Less accumulated amortization	(7,003)	(6,588)
Leased property under finance leases, net	<u>\$ 5,001</u>	<u>\$ 5,390</u>
Current portion of obligations under finance leases	\$ 115	\$ 167
Long-term portion of obligations under finance leases	381	496
Total obligations under finance leases	<u>\$ 496</u>	<u>\$ 663</u>

The weighted average discount rate on finance leases was 5.2% at December 31, 2022 and 5.1% at December 31, 2021.

For the years ended December 31, 2022 and 2021, components of lease expense were as follows (in thousands):

	<u>2022</u>	<u>2021</u>
Operating lease cost:		
Rental expense	\$ 766	\$ 758
Finance lease cost:		
Depreciation expense	\$ 511	\$ 545
Interest expense	28	41
Total finance lease cost	<u>\$ 539</u>	<u>\$ 586</u>

For the twelve months ending December 31, future commitments under long-term, operating and finance leases are as follows (in thousands):

	<u>Finance</u>	<u>Operating</u>	<u>Total</u>
2023	\$ 139	\$ 489	\$ 628
2024	129	419	548
2025	64	357	421
2026	38	179	217
2027	15	95	110
Thereafter	375	-	375
Total lease payments	760	1,539	2,299
Less imputed interest	264	153	417
Total	496	1,386	1,882
Less current portion of obligations under leases	115	424	539
Long-term portion of obligations under leases	<u>\$ 381</u>	<u>\$ 962</u>	<u>\$ 1,343</u>

Note 8. Basic and Diluted Net Income (Loss) per Share

Basic net income (loss) per share attributable to Avalon Holdings Corporation common shareholders is computed by dividing the net income (loss) attributable to Avalon Holdings Corporation common shareholders by the weighted average number of common shares outstanding. For both the years ended December 31, 2022 and 2021, the weighted average number of common shares outstanding was 3,899,431.

Diluted net income (loss) per share attributable to Avalon Holdings Corporation common shareholders is computed by dividing net income (loss) attributable to Avalon Holdings Corporation common shareholders by the weighted average number of common shares outstanding plus any weighted common equivalent shares determined to be outstanding during the period using the treasury method. The weighted common equivalent shares included in the calculation are related to stock options granted by Avalon where the weighted average market price of Avalon's common stock for the period presented is greater than the option exercise price of the stock option.

For the year ended December 31, 2022, the diluted per share amount reported is equal to the basic per share amount because Avalon was in a net loss position and as a result, such dilution would be considered anti-dilutive. Assuming dilution, the weighted average number of common shares outstanding for the year ended December 31, 2022 was 3,920,384. For the year ended December 31 2021, the diluted weighted average number of shares outstanding was 3,933,071.

The income (loss) per share calculations for the years ended December 31, 2022 and 2021 are as follows (in thousands, except per share amounts):

	<u>2022</u>	<u>2021</u>
Net income (loss) attributable to Avalon Holdings Corporation common shareholders	\$ (583)	\$ 1,971
Shares used in computing basic income (loss) per share	3,899	3,899
Potentially dilutive shares from stock options	-	34
Shares used in computing diluted income (loss) per share	<u>3,899</u>	<u>3,933</u>
Income (loss) per share attributable to Avalon Holdings Corporation common shareholders		
Basic net income (loss) per share	<u>\$ (0.15)</u>	<u>\$ 0.51</u>
Diluted net income (loss) per share	<u>\$ (0.15)</u>	<u>\$ 0.50</u>

Note 9. Term Loans and Line of Credit Agreements

2022 Term Loan Agreement

On August 5, 2022, Avalon and certain direct and indirect wholly owned subsidiaries entered into a loan and security agreement (the “2022 Term Loan Agreement”) with Laurel Capital Corporation which provided for a \$31.0 million term loan. At closing, \$20.2 million of the proceeds were used to pay off and refinance amounts outstanding and associated interest under our 2019 Term Loan Agreement with Laurel Capital Corporation and \$0.4 million of the proceeds were utilized to pay transaction costs. The remaining proceeds of approximately \$10.4 million were deposited into a project fund account for which those proceeds are to fund future costs of renovating and expanding both The Grand Resort and Avalon Field Club at New Castle. At December 31, 2022, loan proceeds of \$10.4 million are presented in the Consolidated Balance Sheets as “Restricted cash.” The 2019 Term Loan Agreement was terminated in conjunction with the 2022 Term Loan Agreement.

The 2022 Term Loan Agreement is payable in 119 equal monthly installments of principal and interest, based on a twenty-five (25) year maturity schedule which commenced September 5, 2022 followed by one final balloon payment of all remaining principal, interest and fees due on the maturity date of August 5, 2032. Upon request by Avalon, project fund proceeds can be utilized to pay debt service. Borrowings under the 2022 Term Loan Agreement bear interest at a fixed rate of 6.00% until the seventh anniversary date of the closing at which time the interest rate will be reset to a fixed rate equal to the greater of (a) 6.00% per annum or (b) the sum of the three year treasury rate on the date two (2) business days prior to the reset date plus 3.40%, provided that the applicable rate shall in no event exceed 8.50% per annum.

Avalon has the right to prepay the amount outstanding under the 2022 Term Loan Agreement, in whole or in part, at any time upon payment of the principal amount of the loan to be prepaid plus accrued unpaid interest thereon to the prepayment date, plus an applicable prepayment penalty. The prepayment penalty, expressed as a percentage of the principal of the loan being prepaid, is six percent (6%) on any prepayment in the first five years; four percent (4%) on any prepayment in the sixth and seventh year; three percent (3%) on any prepayment in the eighth and ninth year; and two percent (2%) on any prepayment in the tenth year.

Borrowings under the 2022 Term Loan Agreement are secured by certain real property and related business assets as defined in the agreement. The 2022 Term Loan Agreement contains a Fixed Charge Coverage Ratio requirement of at least 1.20 tested on an annual basis on December 31 of each year, commencing December 31, 2023. The 2022 Term Loan also contains other nonfinancial covenants, customary representations, warranties and events of default. Avalon was in compliance with the 2022 Term Loan Agreement covenants at December 31, 2022.

The Company capitalized approximately \$0.6 million of debt issuance costs in connection with the 2022 Term Loan Agreement in accordance with ASC Subtopic 470-50, *Debt-Modifications and Extinguishments*. The Company is amortizing these costs over the life of the 2022 Term Loan Agreement. In accordance with ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs*, these costs are presented in the Consolidated Balance Sheets as a direct reduction from the carrying amount of the term loan liability.

Line of Credit Agreement

On May 31, 2018, Avalon entered into a business loan agreement with Premier Bank (formerly Home Savings Bank), (the “Line of Credit Agreement”) which provides for a line of credit of up to \$5.0 million. On July 22, 2022, the Company amended the Line of Credit Agreement to extend the maturity date to July 31, 2024. Under the Line of Credit Agreement, borrowings in excess of \$1.0 million are subject to a borrowing base which is calculated based off a specific level of eligible accounts receivable of the waste management business as defined in the agreement.

At December 31, 2022, approximately \$1.6 million was outstanding under the Line of Credit Agreement. No amounts were drawn under the Line of Credit Agreement at December 31, 2021. At December 31, 2022 and 2021, approximately \$3.4 million and \$5.0 million, respectively, were available under the Line of Credit Agreement. Outstanding borrowings under the Line of Credit Agreement bear interest at Prime Rate plus .25%. At December 31, 2022, the interest rate on the Line of Credit Agreement was 7.75%.

Borrowings under the Line of Credit Agreement are secured by certain business assets of the Company including accounts receivable, inventory and equipment. The Line of Credit Agreement contains a Fixed Charge Coverage Ratio requirement of at least 1.20 tested on an annual basis on December 31 of each year. The Line of Credit Agreement also contains other nonfinancial covenants, customary representations, warranties and events of default. Avalon was in compliance with the Line

of Credit Agreements covenants at December 31, 2022 and 2021.

Paycheck Protection Program Loan

The Coronavirus Aid, Relief, and Economic Security Act, or (“CARES”) Act, which was signed into law in March 2020, authorized the Small Business Administration to temporarily guarantee loans under a loan program called the Paycheck Protection Program (the “Program”). The Program provides for 100% federally guaranteed loans to small businesses to allow employers to keep workers employed and maintain payroll during the pandemic and economic downturn. Under the Program, the borrower is eligible for loan forgiveness up to the amount the borrower spends on certain eligible costs during the covered period beginning on the date the proceeds were received on the loan. Eligible costs under the Program include payroll costs, interest on mortgage obligations incurred before the covered period, rent on leasing agreements and utility services. Collateral or guarantor support is not required for the loan.

In 2020, certain wholly-owned subsidiaries of Avalon entered into agreements and received a total of approximately \$2.8 million in loans under the Program. The Company utilized the entire balance of the loan proceeds in accordance with the Program’s guidelines and subsequently applied for forgiveness with the Small Business Administration.

The Company accounted for the loans in accordance with ASC 470 – *Debt*. Under ASC 470, the debt will be derecognized when the debt is extinguished in accordance with the guidance in ASC 405-20, *Liabilities: Extinguishments of Liabilities*. Debt forgiven in accordance with the Program is recognized in the Consolidated Statements of Operations as a gain on debt extinguishment. During 2020, approximately \$0.8 million of the loans and \$4,000 of associated interest were forgiven by the Small Business Administration. During 2021, the remaining \$2.0 million of the loans and \$17,000 of associated interest were forgiven by the Small Business Administration.

During the years ended December 31, 2022 and 2021, the weighted average interest rate on outstanding borrowings was 5.50% and 4.93%, respectively.

Obligations under the Company’s term loan agreements at December 31, 2022 and 2021 consist of the following (in thousands):

	December 31, 2022		
	Gross Amount	Debt Issuance Costs	Net Amount
2022 Term Loan Agreement	\$ 30,820	\$ (559)	\$ 30,261
Less current portion	563	(60)	503
Long-term debt	<u>\$ 30,257</u>	<u>\$ (499)</u>	<u>\$ 29,758</u>
	December 31, 2021		
	Gross Amount	Debt Issuance Costs	Net Amount
2019 Term Loan Agreement	\$ 20,833	\$ (331)	\$ 20,502
Less current portion	1,168	(42)	1,126
Long-term debt	<u>\$ 19,665</u>	<u>\$ (289)</u>	<u>\$ 19,376</u>

Obligations under the Company’s Line of Credit agreement at December 31, 2022 were approximately \$1.6 million which matures of July 31, 2024. No amounts were outstanding under the Line of Credit Agreement at December 31, 2021.

For the twelve months ending December 31, future maturities under the Company’s 2022 Term Loan and Line of Credit Agreements are as follows (in thousands):

2023	\$ 563
2024	2,148
2025	634
2026	674
2027	715
Thereafter	27,636
Total	<u>\$ 32,370</u>

Note 10. Income Taxes

Income before income taxes for each of the two years in the period ended December 31, 2022 was subject to taxation under United States jurisdictions only. The provision for income taxes consists of the following (in thousands):

	<u>2022</u>	<u>2021</u>
Current:		
Federal	\$ (2)	\$ (3)
State	96	92
Total current income taxes	<u>94</u>	<u>89</u>
Deferred:		
Federal	-	-
State	-	-
Total deferred income taxes	<u>-</u>	<u>-</u>
Total provision for income taxes	<u>\$ 94</u>	<u>\$ 89</u>

On March 27, 2020, the CARES Act was enacted in response to the COVID-19 pandemic. The CARES Act, among other things, permits net operating loss carryforwards generated in taxable years beginning after December 31, 2017, to offset 100% of taxable income for taxable years beginning before January 1, 2021, and 80% of taxable income in taxable years beginning after December 31, 2020. In addition, the CARES Act allows net operating losses incurred in taxable years beginning after December 31, 2017, and before January 1, 2021, to be carried back to each of the five preceding taxable years to generate a refund of previously paid income taxes. The adoption of these provisions did not have a material impact on the Company's financial position or results of operations.

On December 27, 2020, the Consolidated Appropriations Act, 2021 (the "Appropriations Act") was enacted in response to the COVID-19 pandemic. The Appropriations Act, among other things, temporarily extends through December 31, 2025, certain expiring tax provisions, including look-through treatment of payments of dividends, interest, rents, and royalties received or accrued from related controlled foreign corporations. Additionally, the Appropriations Act enacts new provisions and extends certain provisions originated within the CARES Act, including an extension of time for repayment of the deferred portion of employees' payroll tax through December 31, 2021, and a temporary allowance for full deduction of certain business meals. Avalon has elected not to defer the employees' portion of payroll tax. The adoption of the Appropriations Act did not result in a material tax or cash benefit.

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities at December 31, 2022 and 2021 are as follows (in thousands):

	<u>2022</u>	<u>2021</u>
Deferred tax assets:		
Accounts receivable, allowance for doubtful accounts	\$ 65	\$ 66
Reserves not deductible until paid	7	4
Net operating loss carryforwards		
Federal	2,081	2,168
State	494	883
Federal tax credit	1,041	877
Operating lease liabilities	345	402
Section 163(j) business interest expense carryforward	269	-
Other	37	92
Gross deferred tax assets	<u>4,339</u>	<u>4,492</u>
Less valuation allowance	<u>(2,488)</u>	<u>(2,351)</u>
Deferred tax assets net of valuation allowance	<u>\$ 1,851</u>	<u>\$ 2,141</u>
Deferred tax liabilities:		
Property and equipment	\$ (1,498)	\$ (1,731)
Operating lease right of use assets	<u>(345)</u>	<u>(402)</u>
Gross deferred tax liabilities	<u>\$ (1,843)</u>	<u>\$ (2,133)</u>
Net deferred tax asset	<u>\$ 8</u>	<u>\$ 8</u>

The \$1,843,000 of deferred tax liabilities will reverse in the same period and jurisdiction and is of the same character as the temporary differences giving rise to the \$1,851,000 of deferred tax assets. Avalon has not provided a valuation allowance on the amount of deferred tax assets that it estimates will be utilized. If future taxable income is less than the amount that has been assumed in assessing the recoverability of the deferred tax assets, then an increase in the valuation allowance will be required, with a corresponding increase to income tax expense. Likewise, should Avalon ascertain in the future that it is more likely than not that deferred tax assets will be realized in excess of the net deferred tax assets, all or a portion of the \$2,488,000 valuation allowance as of December 31, 2022, would be reversed as a benefit to the provision for income taxes in the period such determination was made.

The provision for income taxes differs from the amount of income tax determined by applying the applicable U.S. statutory federal income tax rate to the income before income taxes as a result of the following differences (in thousands):

	<u>2022</u>	<u>2021</u>
Income (loss) before income taxes	\$ (886)	\$ 1,736
Less net loss attributable to non-controlling interest in subsidiary	(397)	(324)
Income (loss) before income taxes attributable to		
Avalon Holdings Corporation common shareholders	(489)	2,060
Federal statutory rate	21%	21%
Computed Federal provision (benefit) for income taxes	(103)	433
State income taxes, net of federal income tax benefits	76	71
Change in valuation allowance	137	82
Increase in available federal tax credit	(164)	(144)
Other nondeductible expenses	39	38
Other nontaxable income	-	(411)
Adjustment to deferred tax balances	109	20
Total provision for income taxes	<u>\$ 94</u>	<u>\$ 89</u>

Avalon is subject to income taxes in the U.S. federal and various states jurisdictions. With few exceptions, Avalon is no longer subject to U.S. federal, state and local income tax examinations by taxing authorities for the years before 2019. Avalon recognizes any interest and penalty assessed by taxing authorities as a component of interest expense and other expense, respectively. There were no accruals for the payment of interest and penalties for 2022 and 2021.

Avalon made net income tax payments of approximately \$58,000 and \$65,000 in 2022 and 2021, respectively. At December 31, 2022, Avalon has taxable loss carryforwards for federal income tax purposes aggregating approximately \$9,900,000 which are available to offset future federal taxable income. Legislation under the Tax Act allows for corporations to carryforward net operating losses generated beginning in 2018 indefinitely. Net operating losses generated in 2018 may offset 80% of future taxable income. Of the \$9,900,000 taxable loss carryforwards, \$2,077,000 is carryforward indefinitely to offset 80% of future taxable income. Net operating losses generated prior to 2018 expire in 2023 through 2037. In addition, at December 31, 2022, certain subsidiaries of Avalon have net operating loss carryforwards for state purposes of approximately \$11,346,000 which are available to offset future state taxable income. These carryforwards expire at various dates through 2042. A valuation allowance has been provided because it is more likely than not that the deferred tax assets relating to certain federal and state loss carryforwards will not be realized.

Note 11. Retirement Benefits

Avalon sponsors a defined contribution profit sharing plan that is a qualified tax deferred benefit plan under Section 401(k) of the Internal Revenue Code (the "Plan"). Substantially all employees are eligible to participate in the Plan. The Plan provides for employer discretionary cash contributions as determined by Avalon's Board of Directors. Discretionary contributions vest on a graduated basis and become 100% vested after five years of service. Plan participants may also contribute a portion of their annual compensation to the Plan, subject to maximums imposed by the Internal Revenue Code and related regulations. The Board decided not to make a discretionary employer contribution for 2022 or 2021.

Note 12. Long-Term Incentive Plan

On March 14, 2019, the Board of Directors of Avalon approved the renewal of the expired 2009 Long-term Incentive Plan (the “2009 Plan”), which was set to expire in October of 2019. The 2009 Plan provides for the granting of options which are intended to be non-qualified stock options (“NQSO’s”) for federal income tax purposes except for those options designated as incentive stock options (“ISO’s”) which qualify under Section 422 of the Internal Revenue Code.

The name of the plan was changed to the 2019 Long-term Incentive Plan (“the Option Plan”) to reflect the year of approval. The Option Plan represents the renewal of the 2009 Plan which had 1,300,000 shares of Class A Common Stock available for stock options to employees and non-employee directors. The Option Plan has 1,300,000 shares available for stock options, less any shares of stock issued pursuant to options exercised under the 2009 Plan. The total number of shares under the Option Plan and the 2009 Plan will not exceed 1,300,000. Shares of stock covered by options granted pursuant to the 2009 Plan which terminate or expire prior to exercise or have been surrendered or canceled shall be available for further option grants under the Option Plan. On April 25, 2019, at the Annual Meeting of Shareholders, the shareholders approved the Option Plan.

The purpose of the Avalon Holdings Corporation 2019 Long-term Incentive Plan (the “Plan”) is (a) to improve individual employee performance by providing long-term incentives and rewards to employees of Avalon, (b) to assist Avalon in attracting, retaining and motivating employees and non-employee directors with experience and ability, and (c) to associate the interests of such employees and directors with those of the Avalon shareholders.

NQSO’s may be granted with an exercise price which is not less than 100% of the fair market value of the Class A Common Stock on the date of grant. Options designated as ISO’s shall not be less than 110% of fair market value for employees who are ten percent shareholders and not less than 100% of fair market value for other employees. The Board of Directors may, from time to time in its discretion, grant options to one or more outside directors, subject to such terms and conditions as the Board of Directors may determine, provided that such terms and conditions are not inconsistent with other applicable provisions of the Option Plan. Options shall have a term of no longer than ten years from the date of grant; except that for an option designated as an ISO which is granted to a ten percent shareholder, the option shall have a term no longer than five years.

No option shall be exercisable prior to one year after its grant, unless otherwise provided by the Option Committee of the Board of Directors (but in no event before 6 months after its grant), and thereafter options shall become exercisable in installments, if any, as provided by the Option Committee. Options must be exercised for full shares of common stock. To the extent that options are not exercised when they become initially exercisable, they shall be carried forward and be exercisable until the expiration of the term of such options. No option may be exercised by an optionee after his or her termination of employment for any reason with Avalon or an affiliate, except in certain situations provided by the Option Plan.

The stock options, vest ratably over a five year period and have a contractual term of ten years from the date of grant. At the end of each contractual vesting period, the share price of the Avalon common stock, traded on a public stock exchange (NYSE Amex), must reach a predetermined price within three years following such contractual vesting period before the stock options are exercisable (See table below). If the Avalon common stock price does not reach the predetermined price, the stock options will either be cancelled or the period will be extended at the discretion of the Board of Directors.

The grant-date fair values of the stock option awards were estimated using the Monte Carlo Simulation. The Monte Carlo Simulation was selected to determine the fair value because it incorporates six minimum considerations; 1) the exercise price of the option, 2) the expected term of the option, taking into account both the contractual term of the option, the effects of employees’ expected exercise and post-vesting employment termination behavior, as well as the possibility of change in control events during the contractual term of the option agreements, 3) the current fair value of the underlying equity, 4) the expected volatility of the value of the underlying share for the expected term of the option, 5) the expected dividends on the underlying share for the expected term of the option and 6) the risk-free interest rate(s) for the expected term of the option.

The grant date fair value of the underlying equity was determined to be equal to Avalon’s publicly traded stock price as of the grant dates times the sum of the Class A and Class B common shares outstanding.

The expected term, or time until the option is exercised, is typically based on historical exercising behavior of previous option holders of a company’s stock. Due to the fact that the Company has had no historical exercising activity, prior to 2018, the simplified method was applied. Because of the nature of the vesting described above, the options are separated into five blocks, with each block having its own vesting period and expected term.

For stock option awards, the expected volatility was based on the observed historical volatility of Avalon common stock. There were no expected dividends and the risk-free interest rate was based on yield data for U. S. Treasury securities over a period consistent with the expected term.

In March 2021, unexercised options to purchase 190,000 shares previously granted under the 2009 Plan expired as the options were not exercised within ten years after the grant date.

In March 2022, the Board of Directors extended the period of time for certain vested options that were not exercisable due to those options not meeting the predetermined stock price within the three years following the contractual vesting period. At December 31, 2022, options to purchase 90,000 shares have been granted under the 2009 Plan. Of these, 36,000 shares have been exercised, and options for 54,000 shares remain outstanding.

The following table is a summary of the stock option activity during 2022 and 2021:

	Number of Options Granted	Weighted Average Exercise Price	Weighted Average Fair Value at Grant Date
Outstanding at January 1, 2021	244,000	\$ 2.66	\$ 1.03
Options granted	-	-	-
Options exercised	-	-	-
Options expired	(190,000)	2.89	1.20
Options cancelled or forfeited	-	-	-
Outstanding at December 31, 2021	54,000	1.83	0.43
Options granted	-	-	-
Options exercised	-	-	-
Options expired	-	-	-
Options cancelled or forfeited	-	-	-
Outstanding at December 31, 2022	54,000	\$ 1.83	\$ 0.43
Options Vested	54,000	\$ 1.83	\$ 0.43
Exercisable at December 31, 2022	-	\$ -	\$ -

The stock options vest and become exercisable based upon achieving two critical metrics as follows:

- 1) Contract Vesting Term: The stock options vest ratably over a five year period.
- 2) The Avalon common stock price traded on a public stock exchange (NYSE Amex) must reach the predetermined vesting price within three years after the options become vested under the contractual vesting term.

The table below represents the period and predetermined stock price needed for vesting.

	Begins Vesting	Ends Vesting	Predetermined Vesting Price
Block 1	12 months after Grant Dates	48 months after Grant Dates	\$ 3.43
Block 2	24 months after Grant Dates	60 months after Grant Dates	\$ 4.69
Block 3	36 months after Grant Dates	72 months after Grant Dates	\$ 6.43
Block 4	48 months after Grant Dates	84 months after Grant Dates	\$ 8.81
Block 5	60 months after Grant Dates	96 months after Grant Dates	\$ 12.07

Compensation costs were approximately \$4,000 and \$5,000 for the years ended December 31, 2022 and 2021, respectively, based upon the estimated grant date fair value calculations. As of December 31, 2022, there was approximately \$3,000 of total unrecognized compensation costs related to non-vested share-based compensation arrangements granted under the Plan. That cost is expected to be recognized over a weighted-average period of 1.42 years.

Note 13. Shareholders' Equity

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. However, with regard to the election of directors, for as long as the outstanding Class B Common Stock has more than 50% of the total outstanding voting power of all common stock, the holders of the Class A Common Stock, voting as a separate class, will elect the number of directors equal to at least 25% of the total Board of Directors and the holders of the Class B Common Stock, voting as a separate class, will elect the remaining directors. Thereafter, the holders of the Class A Common Stock (one vote per share) and Class B Common Stock (ten votes per share) will vote together as a single class for the election of directors. 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. Shares of Class A Common Stock and Class B Common Stock do not have cumulative voting rights.

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. The Class A Common Stock is not convertible.

Note 14. Legal Matters

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 Note 17).

In August 2018, Avalon filed a complaint in the United States District Court for the Southern District of New York against Guy Gentile and MintBroker International, Ltd (collectively "MintBroker"). The complaint seeks to recover from MintBroker all short-swing trading profits realized through its purchases and subsequent sales of the Avalon Class A Common Stock during the six month period ending on or about August 1, 2018, in accordance with Section 16(b) of the Securities Exchange Act of 1934, as amended, based on MintBroker's Schedule 13(d), Form 3 and Form 4 filings made with the Securities and Exchange Commission.

In April 2022, the United States District Court for the Southern District of New York determined that MintBroker was liable under Section 16(b) of the Securities Exchange Act of 1934, as amended. The case was referred to a magistrate judge for a determination of damages. There can be no assurance that any damages determined by the court are collectible.

Note 15. Business Segment Information

In determining the segment information, Avalon considered its operating and management structure and the types of information subject to regular review by its "chief operating decision maker." Using the criteria of FASB ASC 280 *Segment Reporting*, Avalon's reportable segments include waste management services and golf and related operations. Avalon accounts for intersegment net operating revenues as if the transactions were to third parties. The segment disclosures are presented on this basis for all years presented.

Avalon's primary business segment, the waste management services segment, provides hazardous and nonhazardous brokerage and management services to industrial, commercial, municipal and governmental customers, captive landfill management for an industrial customer and salt water injection well operations.

Avalon's golf and related operations segment consists of four golf courses and associated clubhouses which provide dining and banquet facilities, a hotel which provides lodging and resort related amenities including dining, banquet and conference facilities, and a multipurpose recreation center. Revenue for the golf and related operations segment consists primarily of membership dues, greens fees, cart rentals, room rentals, merchandise sales, tennis and fitness activities, salon and spa services and food and beverage sales.

Avalon does not have operations located outside the United States and, accordingly, geographical segment information is not presented. In 2022, two customers accounted for 22% of the waste management services segment's net operating revenues to external customers and 14% of the consolidated net operating revenues. In 2021, one customer accounted for 13% of the waste management services segment's net operating revenues to external customers and 8% of the consolidated net operating revenues.

The accounting policies of the segments are consistent with those described for the consolidated financial statements in the summary of significant accounting policies (See Note 2). Avalon measures segment profit for internal reporting purposes as income (loss) before taxes.

Business segment information including the reconciliation of segment income (loss) to consolidated income before income taxes is as follows (in thousands):

	Year Ended December 31,	
	2022	2021
Net operating revenues from:		
Waste management services:		
External customer revenues	\$ 49,763	\$ 42,710
Intersegment revenues	-	-
Total waste management services	<u>49,763</u>	<u>42,710</u>
Golf and related operations:		
External customer revenues	31,417	27,673
Intersegment revenues	80	47
Total golf and related operations	<u>31,497</u>	<u>27,720</u>
Segment operating revenues	81,260	70,430
Intersegment eliminations	<u>(80)</u>	<u>(47)</u>
Total net operating revenues	<u>\$ 81,180</u>	<u>\$ 70,383</u>
Income (loss) before income taxes:		
Waste management services	\$ 4,373	\$ 3,505
Golf and related operations	151	2,775
Segment income before taxes	4,524	6,280
Corporate interest expense	(1,436)	(1,117)
Corporate gain on debt extinguishment	-	502
Corporate other income, net	13	15
General corporate expenses	<u>(3,987)</u>	<u>(3,944)</u>
Income (loss) before income taxes	<u>\$ (886)</u>	<u>\$ 1,736</u>
Depreciation and amortization expense:		
Waste management services	\$ 118	\$ 104
Golf and related operations	3,169	2,838
Corporate	196	170
Total depreciation and amortization expense	<u>\$ 3,483</u>	<u>\$ 3,112</u>

	Year Ended December 31,	
	2022	2021
Interest expense:		
Waste management services	\$ 1	\$ 3
Golf and related operations	27	38
Corporate	1,436	1,117
Total interest expense	<u>\$ 1,464</u>	<u>\$ 1,158</u>
Gain on debt extinguishment:		
Waste management services	\$ -	\$ -
Golf and related operations	-	1,462
Corporate	-	502
Total gain on debt extinguishment	<u>\$ -</u>	<u>\$ 1,964</u>
Capital expenditures:		
Waste management services	\$ 94	\$ 165
Golf and related operations	6,333	4,058
Corporate	134	576
Total capital expenditures	<u>\$ 6,561</u>	<u>\$ 4,799</u>
	December 31,	
	2022	2021
Total assets:		
Waste management services	\$ 35,198	\$ 34,203
Golf and related operations	63,355	59,700
Corporate	65,630	55,027
Subtotal	164,183	148,930
Elimination of intersegment receivables	(74,433)	(70,893)
Total assets	<u>\$ 89,750</u>	<u>\$ 78,037</u>

In comparing total assets at December 31, 2022 with those at December 31, 2021, the increase in the total assets of the waste management services segment of approximately \$1.0 million was primarily a result of an increase accounts receivable. The increase in total assets of the golf and related operations segment of \$3.6 million was primarily due to an increase in capital expenditures associated with The Grand Resort and Avalon Field Club at New Castle partially offset by current year depreciation on property and equipment. The increase in corporate total assets of approximately \$10.6 million was primarily due to an increase in restricted cash received in conjunction with our 2022 Term Loan Agreement and an increase in intersegment transactions, which are eliminated in consolidation, partially offset by a decrease in operating cash and cash equivalents.

Note 16. Certain Relationships and Related Transactions

AWMS Holdings, LLC

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 Class II 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. 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 2014 and 2013, Avalon, through a wholly owned subsidiary made capital contributions totaling approximately \$3.4 million, which included cash and certain well assets, including the permits, in exchange for membership units of AWMS Holdings, LLC. Through a private placement offering for the purchase of membership units, AWMS Holdings, LLC raised approximately \$3.8 million from accredited investors in 2014 and 2013. Management and outside directors of Avalon, who qualified as accredited investors, invested approximately \$1.0 million in AWMS Holdings, LLC.

As a result of a private placement offering, Avalon is not the majority owner of AWMS Holdings, LLC. At December 31, 2022 and 2021, respectively, Avalon owns approximately 47% of AWMS Holdings, LLC. In accordance with ASC 810-10 and related amendment, due to the managerial control of American 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. ASC 810-10 requires noncontrolling interests to be reported as a separate component of equity. The amount of net loss attributable to the noncontrolling interest is recorded in "net loss attributable to noncontrolling interest" in our Consolidated Statements of Operations. During the years ended December 31, 2022 and 2021, net loss attributable to the noncontrolling interest in AWMS Holdings, LLC was approximately \$0.1 million and \$0.2 million, respectively.

Avalon Med Spa, LLC

In March 2021, Avalon created a new Ohio limited liability company, Avalon Med Spa, LLC. Avalon Med Spa, LLC provides elective appearance improving nonsurgical aesthetic services under the supervision of a licensed physician. Avalon Med Spa, LLC, offers investment opportunities to accredited investors by selling membership units through private placement offerings. The monies received from these offerings, along with internally contributed capital, are used to purchase medical spa equipment and construct the facilities necessary for operation. Avalon operates and manages all decisions regarding the medical spa operations for a percentage of the gross revenues.

In 2021, Avalon made a capital contribution totaling \$359,000, which included cash and certain equipment, in exchange for membership units of Avalon Med Spa, LLC. Through a private placement offering for the purchase of membership units, Avalon Med Spa, LLC raised \$358,000 from accredited investors in August 2021. In March 2022, Avalon and accredited investors made additional capital contributions of \$143,000 and \$142,000, respectively. An outside director of Avalon, who qualified as an accredited investor, invested less than 10% of the total investment in Avalon Med Spa, LLC. Avalon is the majority owner of Avalon Med Spa, LLC owning 50.1% of the company at both December 31, 2022 and 2021, respectively.

In accordance with ASC 810-10 and related amendment, Avalon Med Spa, LLC is a VIE, and the financial statements of Avalon Med Spa, LLC are included in Avalon's consolidated financial statements. ASC 810-10 requires noncontrolling interests to be reported as a separate component of equity. The amount of net loss attributable to the noncontrolling interest is recorded in "net loss attributable to noncontrolling interest" in our Consolidated Statements of Operations. During the years ended December 31, 2022 and 2021, net loss attributable to the noncontrolling interest in Avalon Med Spa, LLC was approximately \$0.3 million and \$0.1 million, respectively.

Note 17. Injection Wells Suspension

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 requests 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 10th District Court of Appeals and on 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 10th District Court of Appeals decision to the Supreme Court of Ohio. On November 21, 2018, the Company received notice from the Supreme Court of Ohio that the court would not accept for review the Company's appeal of the Ohio 10th 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 April 5, 2019, Avalon filed with the Oil and Gas Commission a motion to vacate its prior decisions in this matter. The Oil and Gas Commission scheduled a hearing on this motion for August 13, 2019. Before the hearing began, and in response to the Division's motion to dismiss the Company's motion to vacate, the Commission dismissed the matter. The Company appealed that decision to the Franklin County Court of Common Pleas. In April 2020, the Division's motion to dismiss and the Company's opposition were reviewed by the Court. Following the restart orders received on May 24, 2021, and discussed below, the Court dismissed the complaint.

Concurrently with the filing of the appeal with the Franklin County Court of Common Pleas, the Company filed a writ of mandamus in the 10th District Court of Appeals on August 30, 2019 to compel the chief of the Division to issue restart orders, or alternative orders that would allow the Company to either restart the AWMS #2 well, or appeal said orders to the Oil and Gas Commission in accordance with Ohio Law. On October 6, 2020 and in response to a motion from the Division, the Court dismissed this complaint for writ of mandamus.

In addition, on August 26, 2016, Avalon filed a complaint in the 11th 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.

On March 18, 2019, Avalon received notice that the 11th Appellate District Court in Trumbull County, Ohio issued summary judgment in favor of the Ohio Department of Natural Resources in the writ of mandamus action that resulted from the suspension order of the Company's salt water injection well. The decision was appealed to the Supreme Court of Ohio on April 5, 2019. Oral arguments in the case occurred on April 7, 2020. On September 23, 2020, the Supreme Court of Ohio ruled in favor of the Company. The Supreme Court of Ohio reversed the decision of the 11th Appellate District Court and remanded the case back to that court for a trial on the merits. The trial occurred in September and October 2021. On December 19, 2022, the 11th Appellate District Court denied the Company's writ of mandamus action. The Court determined that the Company failed to establish a cognizable property interest that would necessitate a just compensation/takings analysis and accordingly denied the Company's petition for writ of mandamus. The decision was appealed to the Supreme Court of Ohio on January 30, 2023. Briefing to the Supreme Court of Ohio is underway.

On May 24, 2021, the Company received Chief's Orders from the Division vacating the September 3, 2014 suspension orders for AWMS #2 and setting conditions for restart of that well. Among these conditions was a limit placed on the seismicity within three miles of the well. Under the Order, if a seismic event with a magnitude 2.1 or above occurs, the well must cease operations for an indefinite period of time until concurrence for subsequent restart is received from the Division. The Company appealed the May 2021 Chief's Order to the Ohio Oil and Gas Commission, seeking reasonable operating conditions that will allow the facility to operate profitably while protecting human health and property. A hearing in this matter occurred in February 2022. On September 30, 2022, the Oil and Gas Commission rendered their decision for the Division in this matter, once again deferring to the Division in their decision. The Company appealed the decision to the Franklin County Ohio Court of Common Pleas on August 9, 2022. The briefings in this matter are complete and the Company is awaiting a decision.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
Avalon Holdings Corporation

Opinion on the financial statements

We have audited the accompanying consolidated balance sheets of Avalon Holdings Corporation (an Ohio corporation) and subsidiaries (the “Company”) as of December 31, 2022 and 2021, the related consolidated statements of operations, shareholders’ equity, and cash flows for each of the two years in the period ended December 31, 2022, and the related notes and financial statement schedule included under Item 15(a) (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

Basis for opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical audit matters

Critical audit matters are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgements. We determined that there are no critical audit matters.

/s/ GRANT THORNTON LLP

We have served as the Company’s auditor since 2019.

Cleveland, Ohio
March 23, 2023

Management's Annual Report on Internal Control over Financial Reporting

The management of Avalon, including the Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) of the Securities and Exchange Act of 1934, as amended. Avalon's internal control system was designed to provide reasonable assurance as to the reliability of the preparation and presentation of the consolidated financial statements for external reporting and the safeguarding of assets from unauthorized use or disposition.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

With our participation, an evaluation of the effectiveness of our internal control over financial reporting was conducted as of December 31, 2022, based upon the framework and criteria established in *Internal Control – Integrated Framework* (2013 framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on this evaluation, our management has concluded that our internal control over financial reporting was effective as of December 31, 2022.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

/s/ Ronald E. Klinge
Chief Executive Officer

/s/ Bryan P. Saks
Chief Financial Officer

March 23, 2023

Company Location Directory

Corporate Office

Avalon Holdings Corporation
One American Way
Warren, Ohio 44484-5555
(330) 856-8800

Waste Management Services

American Waste Management Services, Inc.
One American Way
Warren, Ohio 44484-5555
(330) 856-8800

American Landfill Management, Inc.
One American Way
Warren, Ohio 44484-5555
(330) 856-8800

American Construction Supply, Inc.
One American Way
Warren, Ohio 44484-5555
(330) 856-8800

American Water Solutions, LLC
One American Way
Warren, Ohio 44484-5555
(330) 856-8800

AWMS Holdings, LLC
One American Way
Warren, Ohio 44484-5555
(330) 856-8800

AWMS Rt. 169, LLC
One American Way
Warren, Ohio 44484-5555
(330) 856-8800

Golf and Related Operations

Avalon Resorts and Clubs, Inc.
One American Way
Warren, Ohio 44484-5555
(330) 856-8898

Avalon Clubs, Inc.
One American Way
Warren, Ohio 44484-5555
(330) 856-8898

Avalon Resorts, Inc.
One American Way
Warren, Ohio 44484-5555
(330) 856-8898

Avalon Golf and Country Club
One American Way
Warren, Ohio 44484-5555
(330) 856-8898

Avalon Lakes Golf Course
One American Way
Warren, Ohio 44484-5555
(330) 856-8898

Squaw Creek Golf Course
761 Youngstown-Kingsville Road
Vienna, Ohio 44473
(330) 539-5103

Avalon Country Club at Sharon, Inc.
1030 Forker Blvd.
Hermitage, Pennsylvania 16148-1566
(724) 981-6700

The Avalon Resort and Spa LLC
9519 East Market Street
Warren, Ohio 44484-5555
(330) 856-1900

Havana Cigar Shop, Inc.
1030 Forker Blvd.
Hermitage, Pennsylvania 16148-1566
(330) 856-8898

Avalon Travel, Inc.
One American Way
Warren, Ohio 44484-5555
(330) 856-8400

Avalon Mahoning Sports Center, Inc.
1223 W Western Reserve Road
Youngstown, Ohio 44514-3545
(330) 758-7400

Avalon Cigar Shop, Inc.
9519 East Market Street
Warren, Ohio 44484-5555
(330) 856-1900

Avalon Med Spa LLC
One American Way
Warren, Ohio 44484-5555
(330) 856-8898

Avalon Field Club at New Castle
511 Country Club Drive
New Castle, Pennsylvania 16105-0338
(724) 654-1341

D i r e c t o r s a n d O f f i c e r s

D i r e c t o r s

Ronald E. Klinge

Chairman of the Board and
Chief Executive Officer
Executive Committee (Chairman)
Compensation Committee

Bryan P. Saksa

Chief Financial Officer, Treasurer
and Secretary
Compensation Committee (Chairman)

Christine M. Bell

President, Avalon Golf and Country Club, Inc.

Kurtis D. Gramley

Chairman and Chief Executive Officer,
Edgewood Surgical Hospital
Audit Committee (Chairman)
Executive Committee
Option Plan Committee

Stephen L. Gordon

Partner, Beveridge & Diamond, P.C.
Compensation Committee
Audit Committee
Option Plan Committee (Chairman)

Timothy C. Coxson

Financial Consultant
Audit Committee
Executive Committee
Option Plan Committee

O f f i c e r s

Ronald E. Klinge

Chairman of the Board and Chief Executive Officer

Bryan P. Saksa

Chief Financial Officer, Treasurer and Secretary

Frances R. Klinge

Chief Administrative Officer

Clifford P. Davis

Chief Technology Officer

Stefanie Vilella

Controller

Shareholder Information

Common stock information

Avalon's Class A Common Stock is listed on the NYSE Amex (symbol: AWX). Quarterly stock information for 2022 and 2021 as reported by The Wall Street Journal is as follows:

2022:

Quarter Ended	High	Low	Close
March 31	\$ 3.92	\$ 2.99	\$ 3.28
June 30	3.66	2.58	2.60
September 30	4.40	2.53	2.65
December 31	3.28	2.52	2.75

2021:

Quarter Ended	High	Low	Close
March 31	\$ 5.25	\$ 2.42	\$ 3.67
June 30	6.07	3.32	4.69
September 30	5.66	3.82	3.89
December 31	4.59	3.33	3.61

No dividends were paid during 2022 or 2021.

There are 284 Class A and 9 Class B Common Stock shareholders of record as of the close of business March 13, 2023. The number of holders is based upon the actual holders registered on the records of Avalon's transfer agent and registrar and does not include holders of shares in "street names" or persons, partnerships, associations, corporations or other entities identified in security position listings maintained by depository trust companies.

Dividend policy

Avalon presently intends to retain earnings for use in the operation and expansion of its business and therefore, does not anticipate paying any cash dividends in the foreseeable future.

Annual report on Form 10-K

Copies of Avalon's annual report on Form 10-K can be obtained free of charge by writing to Avalon Holdings Corporation, One American Way, Warren, Ohio 44484-5555, Attention: Shareholder Relations or by visiting Avalon's web-site at www.avalonholdings.com.

Transfer agent and registrar

The transfer agent and registrar for Avalon is Broadridge Corporate Issuer Solutions, Inc. Regular mail correspondence should be sent to P.O. Box 1342, Brentwood, NY 11717 and overnight correspondence to ATTN: IWS, 1155 Long Island Avenue, Edgewood, NY 11717.

Investor inquiries

Security analysts, institutional investors, shareholders, news media representatives and others seeking financial information or general information about Avalon are invited to direct their inquiries to Bryan P. Saksa, Chief Financial Officer and Treasurer, telephone (330) 856-8800.

Policy statement on equal employment opportunity and affirmative action

Avalon is firmly committed to a policy of equal employment opportunity and affirmative action. Toward this end, Avalon will continue to recruit, hire, train and promote persons in all job titles, without regard to race, color, religion, sex, national origin, age, handicap, ancestry or Vietnam-era or disabled veteran status. We will base all decisions on merit so as to further the principle of equal employment opportunity. This policy extends to promotions and to all actions regarding employment including compensation, benefits, transfers, layoffs, returns from layoff, company-sponsored training and social programs.

