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DELTA REPORT

10-Q

ESP - ESPEY MFG & ELECTRONICS C

10-Q - SEPTEMBER 30, 2023 COMPARED TO 10-Q - MARCH 31, 2023

The following comparison report has been automatically generated

TOTAL DELTAS	495
CHANGES	162
DELETIONS	171
ADDITIONS	162

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (15(dD) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2023 September 30, 2023

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-4383

ESPEY MFG. & ELECTRONICS CORP.

(Exact name of registrant as specified in its charter)

NEW YORK	**Trading Symbol**	**14-1387171**
(State of incorporation)	ESP	(I.R.S. Employer's Identification No.)

233 Ballston Avenue, Saratoga Springs, New York 12866
(Address of principal executive offices)

(518) 245-4400 518-245-4400
(Registrant's telephone number, including area code)

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

Title of each class	**Trading Symbol**	**Name of each exchange on which registered**
Common Stock $.33-1/3 par value	ESP	NYSE American

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Date File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company:

Large accelerated filer	Non-accelerated filer
Accelerated filer	Smaller reporting company
	Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Securities Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At May 11, 2023 November 9, 2023, there were 2,702,633 2,706,633 shares outstanding of the registrant's Common stock, $.33-1/3 par value.

ESPEY MFG. & ELECTRONICS CORP.
Quarterly Report on Form 10-Q
I N D E X

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PART I: FINANCIAL INFORMATION
ESPEY MFG. & ELECTRONICS CORP.
Balance Sheets
March 31, September 30, 2023 (Unaudited) and June 30, 2022 June 30, 2023

	March 31, 2023	June 30, 2022	September 30, 2023	June 30, 2023
ASSETS				
Cash and cash equivalents	$ 4,578,846	$ 8,104,060	$ 3,064,670	$ 2,748,755
Investment securities	13,879,337	3,708,779	13,064,736	11,964,673
Trade accounts receivable, net of allowance of $3,000	4,330,385	5,733,174		
Trade accounts receivable, less allowance for credit losses of $3,000			5,927,506	5,755,282
Income tax receivable			—	35,666
Inventories:				
Raw materials	1,964,258	2,037,483	1,967,438	1,889,702
Work-in-process	262,875	315,547	609,415	681,300
Costs related to contracts in process	16,461,404	16,207,419	16,678,414	17,318,579
Total inventories	18,688,537	18,560,449	19,255,267	19,889,581
Deferred tax assets			75,986	—
Prepaid expenses and other current assets	2,475,723	992,774	4,036,747	4,282,477
Total current assets	43,952,828	37,099,236	45,424,912	44,676,434
Property, plant and equipment, net	2,612,561	2,797,993	3,965,777	2,825,089
Total assets	$ 46,565,389	$ 39,897,229	$ 49,390,689	$ 47,501,523
LIABILITIES AND STOCKHOLDERS' EQUITY				
Accounts payable	$ 2,898,852	$ 2,079,177	$ 1,913,174	$ 1,212,375
Accrued expenses:				
Salaries and wages	542,180	627,187	1,090,406	890,748
Vacation	751,888	666,380	573,735	685,188
ESOP payable	230,403	—	54,142	—
Dividends payable			405,995	—
Other	276,362	752,554	524,304	547,747
Payroll and other taxes withheld	57,248	55,292	60,215	66,042
Contract liabilities	6,566,188	3,384,474	7,581,090	8,081,838
Income taxes payable	292,742	54,722	467,346	—
Total current liabilities	11,615,863	7,619,786	12,670,407	11,483,938
Deferred tax liabilities	146,644	177,829	—	137,827
Total liabilities	11,762,507	7,797,615	12,670,407	11,621,765
Commitments and contingencies (See Note 5)				
Common stock, par value $.33-1/3 per share				
Authorized 10,000,000 shares; Issued 3,129,874 shares as of March 31, 2023 and June 30, 2022. Outstanding 2,702,633 shares as of March 31, 2023 and June 30, 2022 (includes 239,427 and 256,293 Unearned ESOP shares, respectively)	1,043,291	1,043,291		
Authorized 10,000,000 shares; Issued 3,129,874 shares as of September 30, 2023 and June 30, 2023. Outstanding 2,706,633 and 2,702,633 shares as of September 30, 2023 and June 30, 2023, respectively (includes 228,105 and 233,645 Unearned ESOP shares, respectively)			1,043,291	1,043,291
Capital in excess of par value	23,269,445	23,104,693	23,373,388	23,283,245

Accumulated other comprehensive loss	(377)	(1,932)	(634)	(2,429)
Retained earnings	21,216,818	18,679,857	22,591,316	21,867,720
	45,529,177	42,825,909	47,007,361	46,191,827
Less: Unearned ESOP shares	(4,687,604)	(4,687,604)	(4,273,378)	(4,273,378)
Cost of 427,241 shares of common stock in treasury as of March 31, 2023 and June 30, 2022	(6,038,691)	(6,038,691)		
Cost of 423,241 and 427,241 shares of common stock in treasury as of September 30, 2023 and June 30, 2023, respectively			(6,013,701)	(6,038,691)
Total stockholders’ equity	34,802,882	32,099,614	36,720,282	35,879,758
Total liabilities and stockholders' equity	$ 46,565,389	$ 39,897,229	$ 49,390,689	$ 47,501,523

The accompanying notes are an integral part of the financial statements.

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ESPEY MFG. & ELECTRONICS CORP.
Statements of Comprehensive Income (Unaudited)
Three and Nine Months Ended March 31, 2023 September 30, 2023 and 2022

	Three Months Ended March 31, 2023	Three Months Ended March 31, 2022	Nine Months Ended March 31, 2023	Nine Months Ended March 31, 2022	September 30, 2023	September 30, 2022
Net sales	$ 9,809,616	$ 8,620,049	$ 27,249,520	$ 23,623,531	$ 8,568,214	$ 8,635,795
Cost of sales	7,836,187	6,885,169	21,203,227	19,328,736	6,322,837	6,823,653
Gross profit	1,973,429	1,734,880	6,046,293	4,294,795	2,245,377	1,812,142
Selling, general and administrative expenses	1,014,739	933,725	2,728,700	3,114,715	1,023,681	839,030
Operating income	958,690	801,155	3,317,593	1,180,080	1,221,696	973,112
Other income						
Interest income	133,145	2,987	206,577	6,299	147,430	8,807
Other	12,665	2,674	25,349	30,750	14,143	3,767
Total other income	145,810	5,661	231,926	37,049	161,573	12,574
Income before provision for income taxes	1,104,500	806,816	3,549,519	1,217,129	1,383,269	985,686
Provision for income taxes	237,212	145,457	767,923	228,508	288,725	217,420
Net income	$ 867,288	$ 661,359	$ 2,781,596	$ 988,621	$ 1,094,544	$ 768,266
Other comprehensive income, net of tax:						
Unrealized gain on investment securities	640	838	1,555	838		
Other comprehensive income (loss), net of tax						
Unrealized gain (loss) on investment securities					1,795	(1,763)
Total comprehensive income	$ 867,928	$ 662,197	$ 2,783,151	$ 989,459	$ 1,096,339	$ 766,503
Net income per share:						
Basic	$ 0.35	$ 0.27	$ 1.13	$ 0.41	$ 0.44	$ 0.31
Diluted	$ 0.35	$ 0.27	$ 1.13	$ 0.41	$ 0.44	$ 0.31
Weighted average number of shares outstanding:						
Basic	2,457,727	2,434,836	2,452,023	2,429,009	2,470,092	2,446,402
Diluted	2,484,218	2,434,836	2,461,099	2,429,059	2,485,789	2,447,519
Dividends per share:	$ 0.10	$ 0.00	$ 0.10	$ 0.00	$ 0.15	$ —

The accompanying notes are an integral part of the financial statements.

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Espey Mfg. & Electronics Corp.
Statements of Changes in Stockholders' Equity (Unaudited)
Three Months Ended March 31, 2023 September 30, 2023

	Outstanding Shares	Common Amount	Capital in Excess of Par Value	Accumulated Other Comprehensive (Loss) Gain	Retained Earnings	Treasury Shares	Treasury Amount	Unearned ESOP Shares	Total Stockholders' Equity	Outstanding Shares
Balance as of December 31, 2022	2,702,633	$ 1,043,291	$ 23,207,870	$ (1,017)	$ 20,594,165	427,241	$ (6,038,691)	$ (4,687,604)	$ 34,118,014	
Balance as of June 30, 2023										2,702,633
Comprehensive income:										
Net income					867,288				867,288	
Other comprehensive income, net of tax of $134				640					640	
Other comprehensive income, net of tax of $377										
Total comprehensive income									867,928	
Stock options exercised										4,000
Stock-based compensation			61,575						61,575	
Dividends paid on common stock $0.10 per share					(244,635)				(244,635)	
Dividends paid on common stock $0.15 per share										
Balance as of March 31, 2023	2,702,633	$ 1,043,291	$ 23,269,445	$ (377)	$ 21,216,818	427,241	$ (6,038,691)	$ (4,687,604)	$ 34,802,882	
Balance as of September 30, 2023										2,706,633

The accompanying notes are an integral part of the financial statements.

Espey Mfg. & Electronics Corp.
Statements of Changes in Stockholders' Equity (Unaudited)
Nine Three Months Ended March 31, 2023 September 30, 2022

	Outstanding Shares	Common Amount	Capital in Excess of Par Value	Accumulated Other Comprehensive (Loss) Gain	Retained Earnings	Treasury Shares	Treasury Amount	Unearned ESOP Shares	Total Stockholders' Equity
Balance as of June 30, 2022	2,702,633	$ 1,043,291	$ 23,104,693	$ (1,932)	$ 18,679,857	427,241	$ (6,038,691)	$ (4,687,604)	$ 32,099,614
Comprehensive income:									
Net income					2,781,596				2,781,596
Other comprehensive income, net of tax of $327				1,555					1,555
Total comprehensive income									2,783,151
Stock-based compensation			164,752						164,752
Dividends paid on common stock $0.10 per share					(244,635)				(244,635)
Balance as of March 31, 2023	2,702,633	$ 1,043,291	$ 23,269,445	$ (377)	$ 21,216,818	427,241	$ (6,038,691)	$ (4,687,604)	$ 34,802,882

The accompanying notes are an integral part of the financial statements.

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Espey Mfg. & Electronics Corp.
Statements of Changes in Stockholders' Equity (Unaudited)
Three Months Ended March 31, 2022

	Outstanding Shares	Common Amount	Capital in Excess of Par Value	Accumulated Other Comprehensive (Loss) Gain	Retained Earnings	Treasury Shares	Treasury Amount	Unearned ESOP Shares	Stockh
Balance as of December 31, 2021	2,702,633	$ 1,043,291	$ 23,120,663	$ (2,361)	$ 17,741,992	427,241	$ (6,038,691)	$ (5,110,770)	$ 30,75
Balance as of June 30, 2022									
Comprehensive income:									
Net income					661,359				66
Other comprehensive income, net of tax of $176				838					
Other comprehensive loss, net of tax of ($370)									
Total comprehensive income									66
Stock-based compensation			39,699						3
Balance as of March 31, 2022	2,702,633	$ 1,043,291	$ 23,160,362	$ (1,523)	$ 18,403,351	427,241	$ (6,038,691)	$ (5,110,770)	$ 31,45
Balance as of September 30, 2022									

The accompanying notes are an integral part of the financial statements.

Espey Mfg. & Electronics Corp.
Statements of Changes in Stockholders' Equity (Unaudited)
Nine Months Ended March 31, 2022

	Outstanding Shares	Common Amount	Capital in Excess of Par Value	Accumulated Other Comprehensive (Loss) Gain	Retained Earnings	Treasury Shares	Treasury Amount	Unearned ESOP Shares	Total Stockholders' Equity
Balance as of June 30, 2021	2,702,633	$ 1,043,291	$ 23,026,096	$ (2,361)	$ 17,414,730	427,241	$ (6,038,691)	$ (5,110,770)	$ 30,332,295
Comprehensive income:									
Net income					988,621				988,621
Other comprehensive income, net of tax of $176				838					838
Total comprehensive income									989,459
Stock-based compensation			134,266						134,266
Balance as of March 31, 2022	2,702,633	$ 1,043,291	$ 23,160,362	$ (1,523)	$ 18,403,351	427,241	$ (6,038,691)	$ (5,110,770)	$ 31,456,020

The accompanying notes are an integral part of the financial statements.

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ESPEY MFG. & ELECTRONICS CORP.
Statements of Cash Flows (Unaudited)
Nine Three Months Ended March 31, 2023 September 30, 2023 and 2022

	March 31, 2023	March 31, 2022	September 30, 2023	September 30, 2022
Cash Flows from Operating Activities:				
Net income	$ 2,781,596	$ 988,621	$ 1,094,544	$ 768,266
Adjustments to reconcile net income to net cash provided by operating activities:				
Stock-based compensation	164,752	134,266	55,653	61,259
Depreciation	363,945	373,830	119,392	120,950
ESOP compensation expense	256,032	245,362	89,189	78,927
Deferred income tax benefit	(31,185)	(50,336)	(213,813)	(1,697)
Gain on disposal of assets	(2,500)	(2,000)		
Changes in assets and liabilities:				
Decrease (increase) in trade accounts receivable	1,402,789	(289,088)		
Increase in trade accounts receivable			(172,224)	(888)
Decrease in income taxes receivable	—	158,439	35,666	—
Increase in inventories	(128,088)	(152,211)		
Increase in prepaid expenses and other current assets	(1,482,949)	(228,539)		
Increase (decrease) in accounts payable	819,675	(619,925)		
(Decrease) increase in accrued salaries and wages	(85,007)	101,487		
Increase in vacation accrual	85,508	79,846		
Decrease in ESOP payable	(25,629)	—		
Decrease (increase) in inventories			634,314	(77,755)
Decrease (increase) in prepaid expenses and other current assets			245,730	(233,166)
Increase in accounts payable			700,799	831,816
Increase in accrued salaries and wages			199,658	65,431
Decrease in vacation accrual			(111,453)	(29,527)
(Decrease) increase in other accrued expenses	(476,192)	145,789	(23,443)	57,022
Increase (decrease) in payroll and other taxes withheld	1,956	(350,924)		
Increase in contract liabilities	3,181,714	276,461		
(Decrease) increase in payroll and other taxes withheld			(5,827)	4,493
Decrease in contract liabilities			(500,748)	(740,236)
Increase in income taxes payable	238,020	—	467,346	68,317
Net cash provided by operating activities	7,064,437	811,078	2,614,783	973,212
Cash Flows from Investing Activities:				
Additions to property, plant and equipment	(178,513)	(216,500)	(2,228,802)	(50,482)
Proceeds from sale of fixed assets	2,500	2,000		
Proceeds from grant award			968,722	—
Purchase of investment securities	(14,335,777)	(3,692,458)	(4,758,705)	(2,826,789)
Proceeds from sale/maturity of investment securities	4,166,774	3,576,000	3,660,437	1,120,000
Net cash used in investing activities	(10,345,016)	(330,958)	(2,358,348)	(1,757,271)
Cash Flows from Financing Activities:				
Dividends on common stock	(244,635)	—		
Net cash used in financing activities	(244,635)	—		
Proceeds from exercise of stock options			59,480	—
Net cash provided by financing activities			59,480	—
(Decrease) increase in cash and cash equivalents	(3,525,214)	480,120		
Increase (decrease) in cash and short term investments			315,915	(784,059)

Cash and cash equivalents, beginning of period	8,104,060	6,802,712	2,748,755	8,104,060
Cash and cash equivalents, end of period	$ 4,578,846	$ 7,282,832	$ 3,064,670	$ 7,320,001
Supplemental Schedule of Cash Flow Information:				
Income taxes paid	$ 561,500	$ 120,000	$ —	$ 150,000
Supplemental Schedule of Non-cash Financing Activities:				
Accrual of Dividends			$ 405,995	$ —

The accompanying notes are an integral part of the financial statements.

ESPEY MFG. & ELECTRONICS CORP.
Notes to Financial Statements (Unaudited)

Note 1. Basis of Presentation

In the opinion of management the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the results for such periods. The results for any interim period are not necessarily indicative of the results to be expected for the full fiscal year. Certain information and footnote disclosures normally included in financial statements prepared in accordance with United States generally accepted accounting principles have been condensed or omitted. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of assets and liabilities. On an ongoing basis, we evaluate our estimates and judgments, including those related to revenue recognition, inventories, income taxes, and stock-based compensation. Specific to inventories, including work-in-process and contracts in process, management evaluates, quarterly, those estimates used in determining the cost to complete for each contract on Espey Mfg. & Electronics Corp.'s (the "Company") sales backlog. The change in estimates may affect the reported amount of inventories and gross profit in the current or a future period. Management bases its estimates on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. These financial statements should be read in conjunction with the Company's most recent audited financial statements included in its report on Form 10-K for the year ended June 30, 2022June 30, 2023. Certain reclassifications may have been made to the prior year financial statements to conform to the current year presentation.

Note 2. Investment Securities

Accounting Standards Codification ("ASC") 820 establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.
- Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The carrying amounts of financial instruments, including cash and cash equivalents, short term investments, accounts receivable, accounts payable and accrued expenses, approximated fair value as of March 31, 2023September 30, 2023 and June 30, 2022June 30, 2023 because of the immediate or short-term maturity of these financial instruments.

Investment securities at March 31, 2023 consistsSeptember 30, 2023 and June 30, 2023 consisted of certificates of deposit, municipal bonds and U.S. treasury bills and at June 30, 2022 consisted of certificates of deposit and municipal bonds.bills. The Company classifies investment securities as available-for-sale which have been determined to be level 1 assets. The cost, gross unrealized gains, gross unrealized losses and fair value of available-for-sale debt securities by major security type at March 31, 2023September 30, 2023 and June 30, 2022June 30, 2023 are as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
March 31, 2023								
September 30, 2023								
Certificates of deposit	$ 13,195,000	$ —	$ —	$ 13,195,000	$ 12,367,000	$ —	$ —	$ 12,367,000
Municipal bonds	$ 260,475	$ —	$ (3,752)	$ 256,723	$ 260,475	$ 2,559	$ (8,226)	$ 254,808
U.S. Treasury Bills	$ 424,340	$ 3,274	$ —	$ 427,614	$ 440,604	$ 2,343	$ (19)	$ 442,928
Total investment securities	$ 13,879,815	$ 3,274	$ (3,752)	$ 13,879,337	$ 13,068,079	$ 4,902	$ (8,245)	$ 13,064,736
June 30, 2022								
June 30, 2023								
Certificates of deposit	$ 3,639,000	$ —	$ —	$ 3,639,000	$ 11,280,000	$ —	$ —	$ 11,280,000
Municipal bonds	$ 72,225	$ —	$ (2,446)	$ 69,779	$ 260,475	$ 165	$ (7,843)	$ 252,797
U.S. Treasury Bills					$ 430,952	$ 1,225	$ (301)	$ 431,876
Total investment securities	$ 3,711,225	$ —	$ (2,446)	$ 3,708,779	$ 11,971,427	$ 1,390	$ (8,144)	$ 11,964,673

The portfolio is diversified and highly liquid and primarily consists of investment grade fixed income instruments. At March 31, 2023 September 30, 2023, the Company did not have any investments in individual securities that have been in a continuous loss position considered to be other than temporary.

As of March 31, 2023 September 30, 2023 and June 30, 2022 June 30, 2023, the remaining contractual maturities of available-for-sale debt securities were as follows:

	Years to Maturity					
	Less than One Year		One to Five Years		Total	
September 30, 2023						
Available-for-sale	$	13,000,737	$	63,999	$	13,064,736
June 30, 2023						
Available-for-sale	$	11,711,876	$	252,797	$	11,964,673

	Years to Maturity					
	Less than One Year		One to Five Years		Total	
March 31, 2023						
Available-for-sale	$	13,622,615	$	256,722	$	13,879,337
June 30, 2022						
Available-for-sale	$	3,639,000	$	69,779	$	3,708,779

Note 3. Net Income per Share

Basic net income per share excludes dilution and is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted net income per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the income of the Company. The computation of diluted net income per share, excluded options to purchase 164,231 229,731 shares of our common stock for the three and nine months ended March 31, 2023 September 30, 2023 and 264,978 241,773 shares for the three and nine months ended March 31, 2022 September 30, 2022, as the effect of including them would be anti-dilutive. As unearned shares owned by the Company's sponsored leveraged employee stock ownership plan (the "ESOP") are released or committed-to-be-released, the shares become outstanding for earnings-per-share computations.

Note 4. Stock Based Compensation

The Company follows ASC 718 in establishing standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services, as well as transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments. ASC 718 requires that the cost resulting from all share-based payment transactions be recognized in the financial statements based on the fair value of the share-based payment. ASC 718 establishes fair value as the measurement objective in accounting for share-based payment transactions with employees, except for equity instruments held by employee share ownership plans.

Total stock-based compensation expense recognized in the statements of comprehensive income for the three-month periods ended March 31, 2023 September 30, 2023 and 2022 was $61,575 $55,653 and $39,699, $61,259, respectively, before income taxes. The amount of this stock-based compensation expense related to non-qualified stock options ("NQSOs") for the three-month periods ended March 31, 2023 September 30, 2023 and 2022, was $8,580 $8,255 and $6,582, $9,604, respectively. The deferred tax benefit related to the NQSOs as of March 31, 2023 September 30, 2023 and 2022 was approximately $1,802 $1,734 and $1,382, respectively. Total stock-based compensation expense recognized in the statements of comprehensive income for the nine-month periods ended March 31, 2023 and 2022, was $164,752 and $134,266, respectively, before income taxes. The amount of this stock-based compensation expense related to NQSOs for the nine-month periods ended March 31, 2023 and 2022, was $22,061 and $22,705, respectively. The deferred tax benefit related to the NQSOs' as of March 31, 2023 and 2022 was approximately $4,633 and $4,768, $2,017, respectively. The remaining stock option expense in each year related to incentive stock options ("ISOs") which are not deductible by the corporation when exercised, assuming a qualifying disposition and as such no deferred tax benefit was established related to these amounts.

As of March 31, 2023 September 30, 2023, there was approximately $210,042 $420,399 of unrecognized compensation cost related to stock option awards that is expected to be recognized as expense over the next 2 years, of which $175,074 $367,056 relates to ISOs and $34,968 $53,343 relates to NQSOs. The total deferred tax benefit related to these awards is expected to be $7,343. $11,202.

The Company has one employee stock option plan under which options or stock awards may be granted, the 2017 Stock Option and Restricted Stock Plan (the "2017 Plan"). The Board of Directors may grant options to acquire shares of common stock to employees and non-employee directors of the Company at the fair market value of the common stock on the date of grant. The maximum aggregate number of shares of Common Stock subject to options or awards to non-employee directors is 133,000 and the maximum aggregate number of shares of Common Stock subject to options or awards granted to non-employee directors during any single fiscal year is the lesser of 13,300 and 33 1/3% of the total number of shares subject to options or awards granted in such fiscal year. The maximum number of shares subject to options or awards granted to any individual employee may not exceed 15,000 in a fiscal year. Generally, options granted have a two-year vesting period based on two years of continuous service and have a ten-year contractual life. Option grants provide for accelerated vesting if there is a change in control. Shares issued upon the exercise of options are from those held in Treasury. Options covering 400,000 shares are authorized for issuance under the 2017 Plan. The plan allows for options which are issued, which become subsequently cancelled, to be re-granted at a later date. As of March 31, 2023 September 30, 2023, options covering 381,104 320,231 shares have been granted, of which 245,381 are outstanding and options covering 135,723 shares have been cancelled. under the 2017 Plan. As of March 31, 2023 September 30, 2023, options covering 154,619 75,769 shares remain available for grant after factoring in the exercised options and the cancelled options, which are eligible to be re-granted. While no further grants of options may be made under the Company's 2007 Stock Option and Restricted Stock Plan, as of March 31, 2023 September 30, 2023, 50,750 35,100 options were outstanding under such plan of which all are vested and exercisable.

ASC 718 requires the use of a valuation model to calculate the fair value of stock-based awards. The Company has elected to use the Black-Scholes option valuation model, which incorporates various assumptions including those for dividend yield, volatility, expected life and interest rates.

The table below outlines the weighted average assumptions that the Company used to calculate the fair value of each option award for the nine three months ended March 31, 2023 September 30, 2023 and 2022.

	September 30, 2023	September 30, 2022
Dividend yield	3.63%	—
Company's expected volatility	31.20%	27.10%
Risk-free interest rate	4.39%	2.66%
Expected term	5.3 yrs	5.4 yrs
Weighted average fair value per share of options granted during the period	$ 4.03	$ 4.11

	March 31, 2023	March 31, 2022
Company's expected volatility	27.16%	25.56%
Risk-free interest rate	2.69%	0.93%
Expected term	5.4 yrs	5.4 yrs
Weighted average fair value per share of options granted during the period	$4.16	$3.72

The Company declares regular dividends quarterly and declared a first quarter regular cash dividend of $0.15 per share for the three months ended September 30, 2023 and paid no cash dividends for the three months ended September 30, 2022. Expected stock price volatility is based on the historical volatility of the Company's stock. The risk-free interest rate is based on the implied yield available on U.S. Treasury issues with an equivalent term approximating the expected life of the options. The expected option term (in years) represents the estimated period of time until exercise and is based on actual historical experience.

The following table summarizes stock option activity during the nine three months ended March 31, 2023 September 30, 2023:

	Employee Stock Options Plan			
	Number of Shares Subject to Option	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Balance at July 1, 2022	246,273	$ 20.89	6.73	
Granted	73,200	$ 13.71	9.36	
Exercised	—	—	—	
Forfeited or expired	(23,342)	$ 20.46	—	
Outstanding at March 31, 2023	296,131	$ 19.15	6.73	$ 874,322
Vested or expected to vest at March 31, 2023	271,591	$ 19.60	6.53	$ 726,483
Exercisable at March 31, 2023	164,231	$ 23.13	4.99	$ 74,965

	Employee Stock Options Plan			
	Number of Shares Subject to Option	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Balance at July 1, 2023	296,331	$ 19.15	6.49	
Granted	78,400	$ 16.54	9.95	
Exercised	(4,000)	$ 14.87	—	
Forfeited or expired	(15,400)	$ 27.22	—	
Outstanding at September 30, 2023	355,331	$ 18.27	7.32	$ 255,363
Vested or expected to vest at September 30, 2023	328,697	$ 18.53	7.14	$ 196,739

Exercisable at September 30, 2023	196,131	$	20.79	5.65	$ 62,224

The aggregate intrinsic value in the table above represents the total pretax intrinsic value (the difference between the closing sale price of the Company's common stock as reported on the NYSE American on March 31, 2023 September 30, 2023 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders if all option holders had exercised their options on March 31, 2023 September 30, 2023. This amount changes based on the fair market value of the Company's common stock. The intrinsic value of options exercised during the nine three months ended March 31, 2023 September 30, 2023 and 2022 was $9,482, and $0, resulting from no option exercise activity during those periods.

respectively.

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The following table summarizes changes in non-vested stock options during the nine three months ended March 31, 2023 September 30, 2023:

	Weighted Number of Shares Subject to Option	Average Grant Date Fair Value (per Option)
Non-vested at July 1, 2022	104,175	$ 2.92
Granted	73,200	$ 4.16
Vested	(34,075)	$ 1.59
Forfeited or expired	(11,400)	$ 2.73
Non-vested at March 31, 2023	131,900	$ 3.97

	Weighted Number of Shares Subject to Option	Average Grant Date Fair Value (per Option)
Non-vested at July 1, 2023	132,600	$ 3.98
Granted	78,400	$ 4.03
Vested	(51,800)	$ 3.73
Forfeited or expired	—	—
Non-vested at September 30, 2023	159,200	$ 4.09

Note 5. Commitments and Contingencies

The Company from time to time, enters into standby letters of credit agreements with financial institutions primarily relating to the guarantee of future performance on certain contracts. Contingent liabilities on outstanding standby letters of credit agreements aggregated to zero at March 31, 2023 September 30, 2023 and June 30, 2022 June 30, 2023. The Company, as a U.S. Government contractor, is subject to audits, reviews, and investigations by the U.S. Government related to its negotiation and performance of government contracts and its accounting for such contracts. Failure to comply with applicable U.S. Government standards by a contractor may result in suspension from eligibility for award of any new government contract and a guilty plea or conviction may result in debarment from eligibility for awards. The government may, in certain cases, also terminate existing contracts, recover damages, and impose other sanctions and penalties. As a result of contract audits the Company will determine a range of possible outcomes and in accordance with ASC 450 "Contingencies" the Company will accrue amounts within a range that appears to be its best estimate of a possible outcome. Adjustments are made to accruals, if any, periodically based on current information.

We are party to various litigation matters and claims arising from time to time in the ordinary course of business. There are no such pending matters which we believe will have a material adverse effect on our business, financial condition, results of operations or cash flows.
The Company was awarded $7.4 million in funding during the second quarter of fiscal year 2023 in support of facility and capital equipment upgrades for testing and qualification for the United States Navy. The funding is part of the Navy's investment to improve and sustain the Surface Combatant Industrial Base. The work will be conducted on Espey's the Company's property in Saratoga Springs, NY, with completion slated for calendar year 2024. The Company expects to be paid within 30 days after the submission of three milestone invoices, but will not be paid for expenses incurred in excess of the specified milestone payment limits. The Company will record the receipt of milestones payments received as a reduction from the cost of the assets. The Company will have an initial cash outlay to satisfy income tax obligations arising from the value of the milestones payments received. The cash outlay arising from federal income tax obligations is expected to be recaptured in future periods. Tax obligations associated with the receipt of milestone payments are recorded on the balance sheet and included in deferred tax assets. Included in property, plant, and equipment at September 30, 2023 was $1,488,439, net of milestone award reimbursements totaling $968,722, for facility and capital upgrades under the funding award compared to $308,001 included in property, plant, and equipment at June 30, 2023.

Note 6. Revenue

The Company follows ASC 606 "Revenue from Contracts with Customers" to determine the recognition of revenue. This standard requires entities to assess the products or services promised in contracts with customers at contract inception to determine the appropriate unit at which to record revenues. Revenue is recognized when control of the promised products or services is transferred to customers at an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those products or services.

Significant judgment is required in determining the satisfaction of performance obligations. Revenues from our performance obligations are satisfied over time using the output method which considers the appraisal of results achieved and milestones reached or units delivered based on contractual shipment terms, typically shipping point. Revenue is recognized when, or as, the customer takes control of the product or services. The output method best depicts the transfer of control to the customer as the output method represents work completed. Control is typically transferred to the customer at the shipping point as the Company has a present right to payment, the customer has legal title to the asset, the customer has the significant risks and rewards of ownership of the asset, and in most instances the customer has accepted the asset.

Total revenue recognized for the three and nine months ended March 31, 2023 September 30, 2023 based on units delivered was $6,957,142 and $20,674,371, respectively, $6,405,538 compared to $7,291,109 and $19,883,573 $6,959,789 for the same period in fiscal year 2022. 2023. Total revenue recognized for the three and nine months ended March 31, 2023 September 30, 2023 based on milestones achieved was $2,852,474 and $6,575,149, respectively, $2,162,676 compared to $1,328,940 and $3,739,958 $1,676,006 for the same period in fiscal year 2022. 2023.

The Company offers a standard one-year product warranty. Product warranties offered by the Company are classified as assurance-type warranties, which means, the warranty only guarantees that the good or service functions as promised. Based on this, the provided warranty is not considered to be a distinct performance obligation. The impact of variable consideration has been considered but none identified which would be required to be allocated to the transaction price as of March 31, 2023 September 30, 2023. Our payment terms are generally 30-60 days.

Contract liabilities were $6,566,188 $7,581,090 and $3,384,474 $8,081,838 as of March 31, 2023 September 30, 2023 and June 30, 2022 June 30, 2023, respectively. The increase decrease in contract liabilities is primarily due to revenue recognized, offset in part by, the advance collection of cash on specific contracts, offset in part, by revenue recognized. contracts. Revenue recognized, that was in contract liabilities in the beginning of the fiscal year, was $3,051,528 $536,223 for the nine three months ended March 31, 2023 September 30, 2023. The Company used the practical expedient to expense incremental costs incurred to obtain a contract when the contract term is less than one year.

The Company's backlog at March 31, 2023 September 30, 2023 totaling approximately $82.1 million $87.1 million is projected, based on expected due dates, to be recognized in the following fiscal years: 36% in 2024; 49% in 2025; 11% in 2023; 47% in 2024; 27% in 2025, 2026, and 15% 4% thereafter.

Note 7. Recently Issued Accounting Standards

Recent Accounting Pronouncements Adopted

In December 2019, the FASB issued ASU 2019-12, "Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes." ASU 2019-12 amends ASC 740 to simplify the accounting for income taxes by removing certain exceptions for investments, intraperiod allocations and interim calculations, and adding guidance to reduce complexity in the accounting standard under the FASB's simplification initiative. ASU 2019-12 is effective for public entities for fiscal years beginning after December 15, 2020. Upon adoption, the amendments in ASU 2019-12 should be applied on a prospective basis to all periods presented. The Company adopted the new guidance under ASU 2019-12 in the first quarter of fiscal year 2022 and removed the exception for intraperiod allocations from its interim period tax provision calculation, accordingly. The removal of the exception for intraperiod allocations did not have a material impact on the Company.

Recent Accounting Pronouncements Not Yet Adopted

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments," which requires a financial asset measured at amortized cost basis to be presented at the net amount expected to be collected, with further clarifications made more recently. For trade receivables, loans and other financial instruments, the Company will be required to use a forward-looking expected loss model rather than the incurred loss model for recognizing credit losses which reflects losses that are probable. Credit losses relating to available-for-sale debt securities are required to be recorded through an allowance for credit losses rather than as a reduction in the amortized cost basis of the securities. ASU 2016-13 is effective for public entities for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Upon adoption, the amendments in ASU 2016-13 should be applied on a prospective basis to all periods presented relating to available-for-sale debt securities. For all other financial instruments the Company upon adoption will apply the amendments on a modified-retrospective approach. The Company is expected to adopt adopted the new guidance under ASU 2016-13 in the first quarter of fiscal year 2024, beginning July 1, 2023, and is currently evaluating determined that the impact of the adoption on its financial statements. statements is immaterial.

Note 8. Employee Stock Ownership Plan

The Company sponsors a leveraged employee stock ownership plan (the "ESOP") that covers all nonunion employees who work 1,000 or more hours per year and are employed on June 30. The Company makes annual contributions to the ESOP equal to the ESOP's debt service less dividends on unallocated shares received by the ESOP. All dividends on unallocated shares received by the ESOP are used to pay debt service. Dividends on allocated ESOP shares are recorded as a reduction of retained earnings. As the debt is repaid, shares are released and allocated to active employees, based on the proportion of debt service paid in the year. The Company accounts for its ESOP in accordance with FASB ASC 718-40. Accordingly, the shares purchased by the ESOP are reported as Unearned ESOP shares in the balance sheets and the statements of changes in stockholders' equity. As shares are released or committed-to-be-released, the Company reports compensation expense equal to the current average market price of the shares, and the shares become outstanding for earnings-per-share (EPS) computations. ESOP compensation expense was $100,555 $89,189 and $77,045 $78,927 for the three-month periods ended March 31, 2023 September 30, 2023 and 2022, respectively. ESOP compensation expense was $256,032 and $245,362 for the nine-month periods ended March 31, 2023 and 2022, respectively.

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The ESOP shares as of March 31, 2023 September 30, 2023 and 2022 were as follows:

	March 31, 2023	March 31, 2022	September 30, 2023	September 30, 2022
Allocated shares	462,311	472,955	484,958	496,091
Committed-to-be-released shares	16,866	17,352	5,540	5,622
Unreleased shares	239,427	262,077	228,105	250,671
Total shares held by the ESOP	718,604	752,384	718,603	752,384
Fair value of unreleased shares	$ 4,848,397	$ 3,642,870	$ 3,683,896	$ 3,456,753

The Company may at times be required to repurchase shares at the ESOP participants' request at the shares' fair market value. During the three and nine months ended March 31, 2023 September 30, 2023 and 2022, the Company did not repurchase shares previously held by the ESOP.

The ESOP allows for eligible participants to take whole share distributions from the Plan on specific dates in accordance with the provisions of the Plan. Share There were no share distributions from the ESOP during the nine three months ended March 31, 2023 September 30, 2023 and 2022 totaled 33,780 and 14,265 shares, respectively.

2022.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

Espey Mfg. & Electronics Corp. (“Espey”) is a power electronics design and original equipment manufacturing (OEM) company with a long history of developing and delivering highly reliable products for use in military and severe environment applications. Design, manufacturing, and testing is performed in our 150,000+ square foot facility located at 233 Ballston Ave, Saratoga Springs, New York. Espey is classified as a “smaller reporting company” for purposes of the reporting requirements under the Securities Exchange Act of 1934, as amended. Espey’s common stock is publicly-traded on the NYSE American under the symbol “ESP.”

Espey began operations after incorporation in New York in 1928. We strive to remain competitive as a leader in high power energy conversion and transformer solutions through the design and manufacture of new and improved products by using advanced and “cutting edge” electronics technologies.
Espey is ISO 9001:2015 and AS9100:2016 certified. Our primary products are power supplies, power converters, filters, power transformers, magnetic components, power distribution equipment, UPS systems, antennas and high power radar systems. The applications of these products include AC and DC locomotives, shipboard power, shipboard radar, airborne power, ground-based radar, and ground mobile power.

Espey services include design and development to specification, build to print, design services, design studies, environmental testing services, metal fabrication, painting services, and development of automatic testing equipment. Espey is vertically integrated, meaning that the Company produces individual components (including inductors), populates printed circuit boards, fabricates metalwork, paints, wires, qualifies, and fully tests items, mechanically, electrically and environmentally, in house. Portions of the manufacturing and testing process are subcontracted to vendors from time to time.

The Company markets its products primarily through its own direct sales organization and through outside sales representatives. Business is solicited from large industrial manufacturers and defense companies, the government of the United States, foreign governments and major foreign electronic equipment companies. Espey is also on the eligible list of contractors with the United States Department of Defense. We pursue opportunities for prime contracts directly with the Department of Defense and are generally automatically solicited by Department of Defense procurement agencies for their needs falling within the major classes of products produced by the Company. Espey contracts with the Federal Government under cage code 20950 as Espey Mfg. & Electronics Corp.

There is competition in all classes of products manufactured by the Company, ranging from divisions of the largest electronic companies, to many small companies. The Company's sales do not represent a significant share of the industry's market for any class of its products. The principal methods of competition for electronic products of both a military and industrial nature include, among other factors, price, product performance, the experience of the particular company and history of its dealings in such products.
Our business is not seasonal. However, the concentration of our business in the rail industry, and in equipment for military applications and industrial applications, and our customer concentrations expose us to on-going associated risks. These risks include, without limitation, fluctuating requirements for power supplies in the rail industry, dependence on appropriations from the United States Government and the governments of foreign nations, program allocations, the potential of governmental termination of orders for convenience, and the general strength of the industry sectors in which our customers transact business.

Future procurement needs supporting the military and the rail industry continue to drive competition. Many of our competitors have invested, and continue to invest aggressively in upfront product design costs and accept lower profit margins as a strategic means of maintaining existing business and enhancing market share. This continues to put pressure on the pricing of our current products and has lowered our profit margins on some of our new business. In order to compete effectively for new business, in some cases we have invested in upfront design costs, thereby reducing initial profitability as a means of procuring new long-term programs. As part of our strategy, we adjust our pricing in order to achieve a balance which enables us both to retain repeat programs while being more competitive in bidding on new programs.

We continue Our sales strategy includes identifying and obtaining multiple new engineering design and development contracts in any given fiscal year to place an emphasis on ensure optimal utilization of our engineering personnel in addition to securing "build follow-on production awards for product previously designed in-house, as well as, new or follow-on build to print" print opportunities. The Company targets those programs and opportunities which will allow generate future longer-term production tails in ensuing years. From time to time, we accept work associated with engineering design studies. While unlikely to go directly to the manufacturing floor, limiting the impact result in near-term follow-on orders, this positions us competitively on future awards and expands our engineering staff. This allows us to keep our manufacturing team busy while the products are being developed in-house for production.

team's skillset.

The total backlog at March 31, 2023 September 30, 2023 was approximately $82.1 million $87.1 million, which included approximately $66.3 million $59.9 million from six five significant customers, compared to $76.2 million $81.2 million at March 31, 2022 September 30, 2022, which included $47.5 million $66.3 million from four six significant customers. The Company's total backlog represents the estimated remaining sales value of work to be performed under firm contracts. The backlog at March 31, 2023 September 30, 2023 is fully funded except for $32 thousand, approximately $4.3 million, representing one firm follow-on multi-year order from a single customer for which funding has not yet been appropriated by Congress and/or the customer has not funded the program. customer. While there is no guarantee that future budgets and appropriations will provide funding for individual programs, management has included in the unfunded backlog only those programs that it believes are likely to receive funding based on program status and discussions with customers. The unfunded backlog at March 31, 2022 September 30, 2022 was approximately $0.4 million $32 thousand and represented two one firm multi-year orders order from a single customer for which funding had not yet been appropriated by Congress and/or the customer had funded by our customer. the program. Contracts are subject to modification, change or cancellation, and the Company accounts for these changes as they are probable and estimable. The Company evaluates the impact of any scope modifications and will adjust reserves as information is known and estimable.

Management expects revenues in fiscal year 2024 to be higher than revenues during fiscal year 2023 and expects net income per share to be higher in fiscal 2024 as compared to the net income per share realized during fiscal year 2023. Sales fluctuations may occur during comparable fiscal periods as the direct result of product mix, directly influenced by the specific contractual terms of those firm orders placed including contract value, scope of work, and contract delivery schedules.

The growth and continuing demand in the power electronics industry across multiple manufacturing sectors, coupled with resulting supply chain disruptions from the effects of global events, has created volatility and unpredictability in the availability of certain electronic components and, in some cases, continues to create industry shortages. These supply chain disruptions, including extended lead times and part obsolescence, continue to affect our production, however, we are better able to manage these factors and adequately factor lead times into internal planning schedules and new customer quotations. These shortages will likely continue to impact our ability to support our customer's schedule demands, as lead times for these components have, in some instances, increased from readily available to waiting times of nearly a year or more. We continue to work with our customers to mitigate any adverse impact upon our ability to service their requirements. These issues, if they persist, may cause us to miss projected delivery dates. Inflationary costs are expected to continue but are not expected to have a significant impact on operating income in fiscal year 2024.

The labor workforce remains stable. Management continues to closely monitor workforce labor requirements to support our sales backlog and planned delivery schedules. Longer time-to-hire challenges remain for certain positions due to specific skillsets required for those positions and the fact fewer workers, in general, are seeking employment. Unemployment rates in the local geographic region are lower than the national average. Where possible, the Company continues to offer on-the-job training and when necessary continues to recruit personnel outside the local region. Combined, with supply chain constraints, future unforeseen labor disruptions could delay shipments and result in missing our backlog fulfillment projections and recognizing lower operating income.

Successful conversion of engineering program backlog into sales is largely dependent on the execution and completion of our engineering design efforts. It is not uncommon to experience technical or scheduling delays which arise from time to time as a result of, among other reasons, design complexity, the availability of personnel with the requisite expertise, and the requirements to obtain customer approval at various milestones. Cost overruns which may arise from technical and schedule delays and increased raw material costs could negatively impact the timing of the conversion of backlog into sales, or the profitability of such sales. We continue to experience technical and schedule delays with certain major development programs. The issues causing the delays are being resolved as soon as possible and we continue to work with our customers on newly arising delays. Engineering programs in both the funded and unfunded portions of the current backlog aggregate $6.9 million $9 million.

The growth and continuing demand in the power electronics industry across multiple manufacturing sectors, coupled with resulting supply chain disruptions from the effects of global events, has created volatility and unpredictability in the availability of certain electronic components and, in some cases, continues to create industry shortages. These shortages will likely continue to impact our ability to support our customer's schedule demands, as lead times for these components have, in some instances, increased from readily available to waiting times of nearly a year or more. We continue to work with our customers to mitigate any adverse impact upon our ability to service their requirements. These issues, if they persist, may cause us to miss projected delivery dates.

Management expects revenues in fiscal year 2023 to be higher than revenues during fiscal year 2022 and expects net income per share to be higher in fiscal 2023 as compared to the net income per share realized during fiscal year 2022. These expectations are driven by orders already in our sales backlog. Sales fluctuations may occur during comparable fiscal periods as the direct result of product mix, directly influenced by the specific contractual terms of those firm orders placed including contract value, scope of work, and contract delivery schedules. Financial performance will remain a challenge as we navigate a current difficult environment of inflation and parts shortages.

Effects from global events and the resulting supply chain disruptions continue to place pressure on the cost of raw materials, freight, utility, labor and other production and administrative costs. These inflationary cost challenges are expected to continue to have a negative impact on operating income in fiscal year 2023. Volatile raw material indexes and shortages have led to wide-spread vendor price increases. For our executed fixed-price contracts, we will either singularly or in combination, continue to 1) be required to absorb the increased costs 2) mitigate cost increases through the identification of additional supply chain buying strategies or 3) submit for price remediation assistance from our customers which is not guaranteed nor recognized by the Company until awarded and definitized. To minimize exposure on future fixed-price contracts, we continue to incorporate inflationary increases to product quotations provided to our customers, some of which have resulted in significant price increases. As additional mitigation steps, we have, in many instances, reduced the time in which certain product quotations remain valid and have also extended lead times for product deliveries. We continue to work with our customers to mitigate any adverse impact upon our ability to service their requirements.

The Company currently expects new orders in fiscal 2023 2024 to approximate the $43.2 million in new orders be greater than those received in fiscal year 2022. 2023. As market factors including competition and product costs impact gross profit margins, management will continue to evaluate our sales strategy, employment levels, and facility costs.

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New orders received in the first nine three months of fiscal year 2023 2024 were $32.6 million $12.1 million as compared to $34.1 million $13.1 million new orders received in the first nine three months of fiscal 2022. year 2023. It is presently anticipated that a minimum of $8.7 million $30.9 million of orders comprising the March 31, 2023 September 30, 2023 backlog will be filled during the fiscal year ending June 30, 2023 June 30, 2024 subject, however, to the impact of the factors identified above. The minimum of $8.7 million $30.9 million does not include any shipments, which may be made against orders subsequently received during the fiscal year ending June 30, 2023 June 30, 2024.

In addition to the backlog, the Company currently has outstanding opportunities representing approximately $88 million $76 million in the aggregate as of May 8, 2023 October 31, 2023 for both repeat and new programs. The outstanding quotations encompass various new and previously manufactured power supplies, transformers, and subassemblies. However, there can be no assurance that the Company will acquire any of the anticipated orders described above, many of which are subject to allocations of the United States defense spending and factors affecting the defense industry.

A significant portion of the Company's business is the production of military and industrial electronic equipment for use by the U.S. and foreign governments and certain industrial customers. Net sales to two three significant customers represented 60% 69% of the Company's total sales for the three-month period ended March 31, 2023 September 30, 2023. Net sales to four significant customers represented 61% 80% of the Company's total sales for the three-month period ended March 31, 2022. Net sales to four significant customers represented 73% of the Company's total sales for the nine-month period ended March 31, 2023. Net sales to four significant customers represented 55% of the Company's total sales for the nine-month period ended March 31, 2022 September 30, 2022. A loss of one of these customers or programs related to these customers, or customer requested deferrals of product delivery could significantly impact the Company.

Historically, a small number of customers have accounted for a large percentage of the Company's total sales in any given fiscal year. Management continues to pursue opportunities with current and new customers with an overall objective of lowering the concentration of sales, mitigating excessive reliance upon a single major product of a particular program and minimizing the impact of the loss of a single significant customer. Given the nature of our business, we believe our existing sales order backlog is fairly diversified in terms of customers and the category of products on order.

Critical Accounting Policies and Estimates

Management believes our most critical accounting policies include revenue recognition and cost estimation on our contracts.

Revenue

The majority of our net sales is are generated from military contracts with industrial manufacturers and from defense companies, the Department of Defense, other agencies of the government of the United States and foreign governments, for the design and development and/or manufacture of products. Sales are also generated from industrial manufacturers for similar services. We provide our products and design and development services under fixed-price contracts. Under fixed-price contracts we agree to perform the specified work for a pre-determined price. To the extent our actual costs vary from the estimates upon which the price was negotiated, we will generate more or less profit or could incur a loss.

We account for a contract with a customer after it has been approved by all parties to the arrangement, the rights of the parties are identified, payment terms are identified, the contract has commercial substance, and collection of substantially all of the amount to which the entity will be entitled in exchange for the goods or services that will be transferred to the customer is probable. We assess each contract at its inception to determine whether it should be combined with other contracts. When making this determination, we consider factors such as whether two or more contracts were negotiated and executed at or near the same time, or were negotiated with an overall profit objective.

We evaluate the products or services promised in each contract at inception to determine whether the contract should be accounted for as having one or more performance obligations. Significant judgment is required in determining performance obligations. We determine the transaction price for each contract based on the consideration we expect to receive for the products or services being provided under the contract. The transaction price for each performance obligation is based on the estimated standalone selling price of the product or service underlying each performance obligation. Transaction prices on our contracts subject to the Federal Acquisition Regulations (FAR) are typically based on estimated costs plus a reasonable profit margin.

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We recognize revenue using the output method based on the appraisal of results achieved and milestones reached or units delivered based on contractual shipment terms, typically shipping point.

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Inventory

Raw materials are valued at the lower of cost (average cost) or net realizable value. Balances for slow-moving and obsolete inventory are reviewed on a regular basis by analyzing estimated demand, inventory on hand, sales levels, market conditions, and other information and reduce inventory balances based on this analysis.

Inventoried work relating to contracts in process and work in process is valued at actual production cost, including factory overhead incurred to date. Contract costs include material, subcontract costs, labor, and an allocation of overhead costs. Work in process represents spare units and parts and other inventory items acquired or produced to service units previously sold or to meet anticipated future orders. Provision for losses on contracts is made when the existence of such losses becomes probable and estimable. The provision for losses on contracts is included in other accrued expenses on the Company's balance sheet. The costs attributed to units delivered under contracts are based on the estimated average cost of all units expected to be produced. Certain contracts are expected to extend beyond twelve months.

The estimation of total cost at completion of a contract is subject to numerous variables involving contract costs and estimates as to the length of time to complete the contract. Given the significance of the estimation processes and judgments described above, it is possible that materially different amounts of expected sales and contract costs could be recorded if different assumptions were used, based on changes in circumstances, in the estimation process. When a change in expected sales value or estimated cost is determined, the change is reflected in current period earnings.

Contract Liabilities
Contract liabilities include advance payments and billings in excess of revenue recognized.

Results of Operations
Net sales for the three months ended March 31, 2023 September 30, 2023 and 2022 were $9,809,616 comparable, totaling $8,568,214 and $8,620,049, respectively, $8,635,795, respectively. Sales were higher in the prior reported period on several build to print contracts which had no sales in the current period due to contract completion. These decreases were offset, in part, by an increase in sales supporting a 13.8% increase. Net sales large follow-on order for power distribution panels originally designed by the nine months ended March 31, 2023 and 2022 were $27,249,520 and $23,623,531, respectively, a 15.3% increase. company. In general, sales fluctuations may occur during comparable fiscal periods as the direct result of product mix, directly influenced by the specific contractual terms of those firm orders placed including contract value, scope of work, and contract delivery schedules. Overall, for the three and nine months ended March 31, 2023, sales increased as a direct result of an overall higher sales backlog generated from strong new order bookings over the last several years.

For the three months ended March 31, 2023, sales increased primarily due to an increase in shipments on three build to print contracts which had no or fewer sales in the comparable period last year. One of these contracts is a new shorter-duration program in which shipments commenced in the current quarter. Another contract is a large longer-duration build to print contract in which the company designed a magnetics component for the order, all of which is now in the early phases of production. In addition, sales increased in the current quarter on a large contract for a power supply previously designed by the Company which had no comparable sales in the prior period. These increases were offset, in part, by decreases in sales, between the comparable periods, related to contracts which had reached contract completion, timing of contractual delivery schedules or, to a lesser degree, orders impeded by longer material lead times.
Sales increased in the nine months ended March 31, 2023, primarily due to an increase in shipments on contracts related to a family of power distribution transformers for a single customer when compared to sales recognized in the prior year. In addition, sales increased in the current year on multiple new and repeat build to print contracts which had no or significantly fewer comparable sales in the same period last year. In addition, sales increased in the current year from a large contract for a power supply previously designed by the Company which had no comparable sales in the prior period. These increases were offset, in part, by decreases in sales, between the comparable periods, related to several contracts due to contract completion, timing of contractual delivery schedules and certain programs impeded by longer material lead times.

Gross profits for the three months ended March 31, 2023 September 30, 2023 and 2022 were $1,973,429 $2,245,377 and $1,734,880, $1,812,142, respectively. Gross profit as a percentage of sales was approximately 20.1% 26.2% and 20.1% 21.0%, for the same periods, respectively. Gross profits The increase in gross profit for the nine three months ended March 31, 2023 September 30, 2023 when compared to the same period last year resulted primarily from the product mix comprising those sales and 2022 were $6,046,293 and $4,294,795, respectively. in some instances cost savings from production improvements and/or supply chain savings. Gross profit in the current quarter was favorably impacted by higher sales related to a large follow-on order for power distribution panels originally designed by the company which comparably had significantly fewer sales in the prior year and the incurred costs in the prior year had a negative impact to gross profit, as these costs were associated with the original engineering and design efforts. Finally, gross profit in the prior year was negatively impacted by higher costs incurred on a percentage certain fixed-priced engineering design contract for a power supply which was negatively impacted by unforeseen design complexities due to the unavailability of sales was approximately 22.2% and 18.2% for mil-spec rated parts in the same periods, respectively. marketplace, a result of part obsolescence or exceptionally long lead times.

The primary factors in determining the change in gross profit and net income are overall sales levels and product mix. The gross profits on mature products and build to print contracts are typically higher as compared to products which are still in the engineering development stage or in early stages of production. In the case of the latter, the Company can incur what it refers to as “loss contracts,” primarily on engineering design contracts in which the Company invests with the objective of developing future product sales. In any given accounting period the mix of product shipments between higher margin programs and less mature programs, and expenditures associated with loss contracts, has a significant impact on gross profit and net income.

The increase in gross profit for the three months ended March 31, 2023 when compared to the same period last year resulted primarily from an increase in sales and the product mix comprising those sales. Gross profit in the current quarter was favorably impacted by sales on certain build to print shipments. In addition, gross profit was favorably impacted in the current quarter from improved margins on a specific large fixed priced magnetics engineering and production contract which was negatively impacted in the comparable prior year by unforeseen significant increases in material costs, a direct result of inflationary and volatile pricing for certain raw material and components. The current quarter gross profit was negatively impacted by significant costs incurred on a certain fixed-priced engineering design contract for a power supply due to the ongoing unforeseen complexity of the design and the identification of additional costs required to screen a large volume of parts due to the unavailability of mil-spec rated parts in the marketplace, a result of part obsolescence or exceptionally long lead times. The Company has submitted a request for an equitable price adjustment due to these rising costs for this particular program which is not guaranteed and will not be recognized by the Company unless the request is agreed to and the terms formalized.

The increase in gross profit for the nine months ended March 31, 2023 when compared to the same period last year resulted from an increase in sales and a higher overall gross profit percentage comprising those shipments which was influenced by product mix. In the current period, gross profit was favorably impacted from higher sales and improved margins on a specific magnetics contract and certain build to print contracts, resulting from manufacturing improvements. The current period gross profit was negatively impacted by significant costs incurred on a certain fixed-priced engineering design contract for a power supply due to the ongoing unforeseen complexity of the design and the identification of additional costs required to screen a large volume of parts due to the unavailability of mil-spec rated parts in the marketplace due to part obsolescence or exceptionally long lead times. The prior year gross profit was negatively impacted by certain programs which had higher sales in the prior year and contributed less to gross profit as the result of cost overruns when compared to the same period this year. These cost overruns included labor from both production and engineering efforts made and the impact of inflationary pricing on materials for certain fixed-price contracts. In addition, to a lesser extent, specific to the prior year, gross profit was negatively impacted by the expensing of remaining development costs formerly capitalized in inventory on a specific engineering design program in which our customer had delayed unit qualification testing and for which production units were not expected to be manufactured in the near term.

Selling, general and administrative expenses were $1,014,739 $1,023,681 for the three months ended March 31, 2023 September 30, 2023, an increase of $81,014, $184,651, compared to the three months ended March 31, 2022. Selling, general and administrative expenses were $2,728,700 for the nine months ended March 31, 2023, a decrease of $386,015 compared to the nine months ended March 31, 2022 September 30, 2022. The increase in spending for the three months ended March 31, 2023 September 30, 2023 as compared to the same period in 2022 relates primarily mainly to selling costs for an outside sales representative related to specific programs in addition to an the increase in employee compensation costs, incurred primarily a headcount increase for conferences a person in business development. In addition, and training expenditures and travel expenses. Lower costs were incurred for the nine months ended March 31, 2023, comparably, as the prior year spending included specific non-recurring costs attributed to a change in senior management. In addition, fewer costs were incurred lesser extent, expenses increased in the current period quarter when compared to the prior period resulting from a decrease in board of directors fees resulting from a reduction of two non-employee directors related to travel expenses, recruiting expenses, freight on outgoing shipments and lower professional recruiting costs incurred. The decreases in the current period were offset, in part, by increases in conference and training expenditures incurred. general office expenditures.

Other income for the three months ended March 31, 2023 September 30, 2023 and 2022 was $145,810 $161,573 and $5,661, respectively. Other income for the nine months ended March 31, 2023 and 2022 was $231,926 and $37,049, $12,574, respectively. The increase for the three and nine months ended is primarily due to the increase in interest income resulting from an increase in investment securities and an increase in interest rates. Interest income is a function of the level of investments and investment strategies that generally tend to be conservative.

The Company’s effective tax rate for the three and nine months ended March 31, 2023 September 30, 2023 was approximately 21.5% and 21.6% respectively, 20.9%, compared to 18.0% and 18.8% 22.1% for the three and nine months ended March 31, 2022 September 30, 2022. The effective tax rate in fiscal 2024 is less than the statutory tax rate mainly due to the benefit received from ESOP dividends paid on allocated shares as well as the benefit from foreign derived intangible income, offset in part, by the permanent difference for incentive stock option expense recorded for book purposes which is not deductible for tax purposes. The effective tax rate in fiscal 2023 is was greater than the statutory tax rate mainly due to the permanent difference for incentive stock option expense recorded for book purposes which is not deductible for tax purposes. In purposes, in addition to the current year, fact there was no benefit received from ESOP dividends paid on allocated shares due to the suspension of the company dividend thru in place through February 2023. The effective tax rate in fiscal 2022 was less than the statutory tax rate mainly from the benefit derived from the ESOP dividends paid on allocated shares prior to the dividend suspension. The effective tax rate in the three and nine month periods period ended March 31, 2023 September 30, 2023 was higher lower than the prior year as primarily from the direct result of a higher income before taxes in the current fiscal year offset, in part, by a decreased benefit derived from ESOP dividends paid on allocated shares.
shares in the current period when compared to same period in the prior year.
Net income for the three months ended March 31, 2023 September 30, 2023, was $867,288 $1,094,544 or $0.35 $0.44 per share, basic and diluted, compared to net income of $661,359 $768,266 or $0.27 $0.31 per share, basic and diluted, for the three months ended March 31, 2022. Net income for the nine months ended March 31, 2023 was $2,781,596 or $1.13 per share, basic and diluted, compared to $988,621 or $0.41 per share, basic and diluted, for the nine months ended March 31, 2022 September 30, 2022. The increase in net income in the three months ended March 31, 2023 September 30, 2023 resulted primarily from the increase in gross profit and an increase in interest income, offset in part, by an increase in selling, general and administrative expenses and an increase in the provision for income taxes, all discussed above. The increase in net income in the nine months ended March 31, 2023 resulted primarily from the increase in gross profit, an increase in interest income, and a decrease in selling, general and administrative expenses, offset in part, by an increase in the provision for income taxes, all discussed above.

Liquidity and Capital Resources

The Company's working capital is an appropriate indicator of the liquidity of its business, and during the past two fiscal years, the Company, when possible, has funded all of its operations with cash flows resulting from operating activities and when necessary from its existing cash and investments. The Company did not borrow any funds during the last two fiscal years. Management has available a $3,000,000 line of credit to help fund further growth or working capital needs, if necessary, but does not anticipate the need for any borrowed funds in the foreseeable future. Contingent liabilities on outstanding standby letters of credit agreements aggregated to zero at March 31, 2023 September 30, 2023 and 2022. The existing line of credit was extended and expires February 28, 2024.

The Company's working capital as of March 31, 2023 September 30, 2023 and 2022 was approximately $32.3 million $32.8 million and $28.7 million $30.4 million, respectively. The Company may at times be required to repurchase shares at the ESOP participants’ request at fair market value. During the three and nine months ended March 31, 2023 September 30, 2023 and 2022, the Company did not repurchase any shares held by the ESOP. Under an existing authorizations authorization from the Company's Board of Directors, as of March 31, 2023 September 30, 2023, management is authorized to purchase an additional $783,460 of Company stock.

The table below presents the summary of cash flow information for the fiscal years indicated:

	Nine Months Ended March 31,		Three Months Ended September 30,	
	2023	2022	2023	2022
Net cash provided by operating activities	$ 7,064,437	$ 811,078	$ 2,614,783	$ 973,212
Net cash used in investing activities	(10,345,016)	(330,958)	(2,358,348)	(1,757,271)
Net cash used in financing activities	(244,635)	—		
Net cash provided by financing activities			59,480	—

Net cash provided by operating activities fluctuates between periods primarily as a result of differences in sales and net income, provision for income taxes, the timing of the collection of accounts receivable, purchase of inventory, and payment of accounts payable. The increase in cash provided by operating activities compared to the prior year primarily relates to an increase in net income, an increase a decrease in cash collected from trade receivables, an increase in cash collected from customer advances, and an increase in accounts payable when compared to the comparable period last year offset, in part, by an increase inventories, a decrease in prepaid expenses and other current assets between comparable periods. and an increase in income taxes payable. Net cash used in investing activities increased in the nine three months ended March 31, 2023 September 30, 2023 as compared to the same period in 2022 primarily due to an increase in investment securities when compared to the same period last year. Cash used in provided by financing activities for the nine three months ended March 31, 2023 September 30, 2023 relates to dividend payments on common stock. proceeds from exercise of stock options. The Company currently believes that the cash flow generated from operations and when necessary, from cash and cash equivalents will be sufficient to meet its long-term funding requirements for the foreseeable future.

During the nine three months ended March 31, 2023 September 30, 2023 and 2022, the Company expended $178,513 $2,228,802 and $216,500, $50,482, respectively, for plant improvements and new equipment. equipment, of which $2,149,160 and $10,576, respectively, was eligible for reimbursement under a not to exceed $7.4 million award received by the company. The award received by the company is in support of facility and capital equipment upgrades for testing and qualification for the United States Navy. This funding award is part of the Navy’s investment to improve and sustain the Surface Combatant Industrial Base. The Company has budgeted approximately $500,000 $300,000 for new equipment and plant improvements in fiscal year 2023 with 2024, not reimbursable under the expected actual spending funding award received. A majority of these expenditures will be made to fall below this amount due to timing and lead time of certain procurements. The Company expects additional cash outlay in fiscal 2023 associated with the facility and capital equipment upgrades funded under an award received stay competitive in the second quarter marketplace and to meet the needs of the current fiscal year. contracts.

CAUTIONARY STATEMENT FOR PURPOSES OF THE "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This report contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The terms "believe," "anticipate," "intend," "goal," "expect," and similar expressions may identify forward-looking statements. These forward-looking statements represent the Company's current expectations or beliefs concerning future events. The matters covered by these statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those set forth in the forward-looking statements, including the Company's dependence on timely development, introduction and customer acceptance of new products, the impact of competition and price erosion, supply and manufacturing constraints, potential new orders from customers, the impact of cyber or other security threats or other disruptions to our business, the impact of inflationary pressures on the United States economy and our operations and other risks and uncertainties. The foregoing list should not be construed as exhaustive, and the Company disclaims any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. The Company wishes to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company is a smaller reporting company as defined under Securities and Exchange Commission Rule 12b-2. Pursuant to the exemption available to smaller reporting company issuers under Item 305 of Regulation S-K, quantitative and qualitative disclosures about market risk, the Company is not required to provide the information for this item.

Item 4. Controls and Procedures

(a) The Company's management, with the participation of the Company's chief executive officer and chief financial officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our chief executive officer and chief financial officer have concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

(b) There have been no changes in our internal controls over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II: Other Information and Signatures

Item 1. Legal Proceedings

We are party to various litigation matters and claims arising from time to time in the ordinary course of business. While the results of such matters cannot be predicted with certainty, we believe that the final outcome of such matters will not have a material adverse effect on our business, financial condition, results of operations or cash flows. Currently, there are no matters pending.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) Securities Sold

(c) Securities Repurchased

As of March 31, 2023September 30, 2023 the Company can repurchase up to $783,460 of its common stock pursuant to an ongoing plan authorizedexisting authorization by the Board of Directors. During the quarter ended March 31, 2023September 30, 2023 no shares were repurchased.

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None

Item 6. Exhibits

31.1 Certification of the Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of the Principal Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

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

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

S I G N A T U R E S

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ESPEY MFG. & ELECTRONICS CORP.

/s/ David O'Neil

David O'Neil
President and Chief Executive Officer

/s/ Katrina Sparano

Katrina Sparano
Principal Financial Officer

Date: May 15, 2023
November 13, 2023

EXHIBIT 31.1
Certification of the Chief Executive Officer
Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934,
as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, David O'Neil, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Espey Mfg. & Electronics Corp;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15(d)-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 15, 2023 November 13, 2023

/s/ David O'Neil

David O'Neil
President and Chief Executive Officer

EXHIBIT 31.2
Certification of the Principal Financial Officer
Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934,
as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Katrina Sparano, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Espey Mfg. & Electronics Corp;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15(d)-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 15, 2023 November 13, 2023

/s/ Katrina Sparano
Katrina Sparano
Principal Financial Officer

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

In connection with this quarterly report of Espey Mfg. & Electronics Corp. (the "Company") on Form 10-Q for the period ended March 31, 2023 September 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "report"), I, David O'Neil, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in this report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2023 November 13, 2023

/s/ David O'Neil

David O'Neil
President and Chief Executive Officer

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

In connection with this quarterly report of Espey Mfg. & Electronics Corp. (the "Company") on Form 10-Q for the period ended March 31, 2023 September 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "report"), I, Katrina Sparano, Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in this report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2023 November 13, 2023

/s/ Katrina Sparano
Katrina Sparano
Principal Financial Officer

DISCLAIMER