Risk Factors Comparison 2024-02-27 to 2023-02-28 Form: 10-K

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Our business is subject to a variety of risks and uncertainties, many of which are described below. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial also may have a material adverse effect on our business in the future. This Annual Report on Form 10- K includes projections, assumptions and beliefs that are intended to be " forward looking statements " and should be read in conjunction with the discussion of " Forward Looking Statements " at the beginning of this Annual Report on Form 10- K. The following risk factors could have a material adverse effect on our business, the results of our operations, our financial condition, our cash flow and the price of our shares. These risk factors could prevent us from meeting our goals or expectations. Risks Related Primarily to Operating our BusinessOur financial and operating results may vary significantly from quarter- to- quarter and year- to- year. Our business is subject to seasonal and annual fluctuations. Some of the quarterly variation is the result of weather, particularly rain, ice, snow, and named storms, which create difficult operating conditions. Similarly, demand for routine repair and maintenance services for gas utilities is lower during their peak customer needs in the winter, and demand for routine repair and maintenance services for electric utilities is lower during their peak customer needs in the summer. Some of the annual variation is the result of construction projects which fluctuate based on customer timing, project duration, weather, and general economic conditions. Annual and quarterly results may also be adversely affected by: ● Changes in our mix of customers, projects, contracts and business; ● Regional or national and / or general economic conditions and demand for our services; ● Variations and changes in the margins of projects performed during any particular quarter; ● Increases in the costs to perform services caused by changing conditions; ● The termination, or expiration of existing agreements or contracts; ● The budgetary spending patterns of customers; ● Increases in construction costs **, including due to inflation or supply chain challenges,** that we may be unable to pass through to our customers; ● Cost or schedule overruns on fixed- price contracts; ● Availability of qualified labor for specific projects; ● Changes in bonding requirements and bonding availability for existing and new agreements; ● The need and availability of letters of credit; ● Costs we incur to support growth, whether organic or through acquisitions; ● The timing and volume of work under contract; and ● Losses experienced in our operations. As a result, our operating results in any particular quarter may not be indicative of the operating results expected for any other quarter, or for an entire year. Demand for our services may decrease during economic recessions or volatile economic cycles, and a reduction in demand in end markets may adversely affect our business. A substantial portion of our revenue and profit is generated from construction projects, the awarding of which we do not directly control. The engineering and construction industry historically has experienced cyclical fluctuations in financial results due to economic recessions, downturns in business cycles of our customers, material shortages, price increases by subcontractors, interest rate fluctuations and other economic factors beyond our control. When the general level of economic activity deteriorates, our customers may delay, or cancel upgrades, expansions, and / or maintenance and repairs to their systems. Many factors, including the financial condition of the industry, could adversely affect our customers and their willingness to fund capital expenditures in the future. Economic, **political,** regulatory and market conditions affecting our specific end markets may adversely impact the demand for our services, resulting in the delay, reduction or cancellation of certain projects and these conditions may continue to adversely affect us in the future. For example, much of the work that we perform in the highway markets involves funding by federal, state and local governments. This funding is subject to fluctuation based on the budgets and operating priorities of the various government agencies. We are also dependent on the amount of work our customers outsource. In a slower economy, our customers may decide to outsource less infrastructure services, reducing demand for our services. In addition, consolidation, competition or capital constraints in the industries we serve may result in reduced spending by our customers. 12Many of our customers are regulated by federal and state government agencies and the addition of new regulations or changes to existing regulations may adversely impact demand for our services and the profitability of those services. Many of our energy customers are regulated by the Federal Energy Regulatory Commission (" FERC "), and our utility customers are regulated by state public utility commissions. These agencies could change the way in which they interpret current regulations and may impose additional regulations. These changes could have an adverse effect on our customers and the profitability of the services they provide, which could reduce demand for our services or delay our ability to complete projects. Additionally, our failure to comply with applicable regulations could result in substantial fines or revocation of our operating licenses, as well as give rise to termination or cancellation rights under our contracts or disqualify us from future bidding opportunities. The demand for our pipeline construction services is dependent on the level of operating and capital project spending by midstream companies in the oil and gas industry and industrial companies primarily in the petrochemical industry. This level of spending is subject to large fluctuations depending primarily on the current price, volatility, and expectations of future prices of oil, natural gas, and natural gas liquids. The price is a function of many factors, including levels of supply and demand, government policies and regulations, oil industry refining capacity and the potential development of alternative fuels. Specific government decisions could affect demand for our construction services. For example, limitations on the use of " fracking " technology, creation of significant regulatory issues for the construction of underground pipelines and permitting and licensing requirements have reduced our underground work. Conversely, government regulations may increase the demand for our pipeline services. **Recent pipeline safety legislation** ~~The anticipation by utilities that coal-fueled power plants may become uneconomical to operate because of potential environmental regulations or low natural gas prices~~ could increase demand for ~~gas~~ **our** pipeline ~~construction for utility customers~~ **facility, maintenance, integrity and repair services** . Our business may be materially adversely impacted by regional, national and / or global requirements related

to climate change and the impact of greenhouse gas emissions in the future. Greenhouse gases that result from human activities, including burning of fossil fuels, are the focus of increased scientific and political scrutiny and may be subject to changing legal requirements. International agreements, federal laws, state laws and various regulatory schemes to limit or otherwise regulate emissions of greenhouse gases, and additional restrictions are under consideration by different governmental entities. We derive a small portion of our revenue and contract profit from engineering and construction services to clients that own and / or operate a wide range of process plants and own and / or operate electric power generating plants that generate electricity from burning natural gas or various types of solid fuels. These plants emit greenhouse gases as part of the process to generate electricity or other products. Compliance with existing greenhouse gas regulation may prove costly or difficult. It is possible that owners and operators of existing or future process plants and electric generating plants could be subject to new or changed environmental regulations that result in significantly limiting, or reducing the amounts of greenhouse gas emissions, increasing the cost of emitting such gases or requiring emissions allowances. The costs of controlling such emissions or obtaining required emissions allowances could be significant. It also is possible that necessary controls or allowances may not be available. Such regulations could negatively impact client investments in capital projects in our markets, which could negatively impact the market for our products and / or services. The establishment of additional rules limiting greenhouse gas emissions could also impact our ability to perform construction services, or to perform these services with current levels of profitability. New regulations may require us to acquire different equipment or change processes. The new equipment may not be available, or it may not be purchased or rented in a cost- effective manner. Project deferrals, delays or cancellations resulting from the potential regulations could adversely impact our business. In addition, we could be held liable for significant penalties and damages under certain environmental laws and regulations and also could be subject to a revocation of our licenses or permits. Our contracts with our customers may also impose liabilities on us regarding environmental issues that arise through the performance of our services. From time to time, we may incur costs and obligations for correcting environmental noncompliance matters and for remediation at or relating to certain of our job sites or properties. We believe that we are in substantial compliance with our environmental obligations. 13While the potential impact of climate- related changes, including legislative and regulatory responses thereto, on our operations is uncertain, management considers climate- related risks and opportunities in connection with its long- term strategic planning and short- term deployment of resources. Climate change may result in, among other things, changes in rainfall patterns, storm patterns and intensities and temperature levels. Our operating results are significantly influenced by weather, and major changes in historical weather patterns could significantly impact our future operating results. For example, if climate change results in significantly more adverse weather conditions in a given period, we could experience reduced productivity, which could negatively impact our operating results. Concerns about the impact of climate change have resulted, and are expected to continue to result, in technological advancements and market developments that impact our business. For example, utility customers are transitioning toward more sustainable sources of power generation, such as renewables, which can provide additional opportunities for our Energy ~~/ Renewables~~ segment. Additionally, increased electrification of new technologies may lead to continued and additional demand for new and expanded electric power infrastructure and reengineering of existing electric power infrastructure. However, concerns about climate change could also result in potential new regulations, regulatory actions or requirements to fund energy efficiency activities, as well as decreased demand for refined products, which in turn could negatively impact our customers and demand for certain of our pipeline, underground utility and infrastructure services. Climate change could also affect our customers and the types of projects that they award. Demand for power projects, underground pipelines or highway projects could be affected by significant changes in weather, or climate conditions, or by regulatory changes relating to climate change, which could in turn reduce demand for our services. Our results could be adversely affected by natural disasters, public health crises, political crises, or other catastrophic events. Natural disasters, such as hurricanes, tornadoes, floods, earthquakes, and other adverse weather and climate conditions; public health crises, such as pandemics and epidemics; political crises, such as terrorist attacks, war, labor unrest, and other political instability; or other catastrophic events could disrupt our operations, or the operations of one or more of our vendors or customers, and could adversely affect our financial results. In particular, these types of events could impact our product supply chain from or to the impacted region and could cause our customers to delay or cancel projects, which could impact our ability to operate. In addition, these types of events could lead to general inefficiencies from having to start and stop work, re- sequencing work or modifying our customary work practices. Changes to renewable portfolio standards and decreased demand for renewable energy projects could negatively impact our future results of operations, cash flows and liquidity. A significant portion of our future business may be focused on providing construction and / or installation services to owners and operators of solar power and other renewable energy facilities. Currently, the development of solar and other renewable energy facilities is dependent on the existence of renewable portfolio standards and other state incentives and requirements. Renewable portfolio standards are state- specific statutory provisions requiring or encouraging that electric utilities generate a certain amount of electricity from renewable energy sources. These standards have initiated significant growth in the renewable energy industry and **increased** ~~a potential~~ demand for renewable energy infrastructure construction services. Elimination of, or changes to, existing renewable portfolio standards, tax credits or similar environmental policies may negatively affect future demand for our services. We may lose business to competitors through the competitive bidding processes. We are engaged in highly competitive businesses in which most customer contracts are awarded through bidding processes based on price and the acceptance of certain risks, along with other factors. We compete with other **infrastructure services** ~~general and specialty~~ contractors, both regional and national, as well as small local contractors. The strong competition in our markets requires maintaining skilled personnel and investing in technology, and puts pressure on profit margins. We do not obtain contracts from all of our bids and our inability to win bids at acceptable profit margins would adversely affect our business. 14We may be unsuccessful at generating internal growth which may affect our ability to expand our operations or grow our business. Our ability to generate internal growth may be affected by, among other factors, our ability to: ● Attract new customers; ● Increase the number of

projects performed for existing customers; ● Hire and retain qualified personnel; ● Secure appropriate levels of construction equipment; ● Successfully bid for new projects; and ● Adapt the range of services we offer to address our customers' evolving construction needs. In addition, our customers may reduce the number or size of projects available to us due to their inability to obtain capital. Our customers may also reduce projects in response to economic conditions. Many of the factors affecting our ability to generate internal growth may be beyond our control, and we cannot be certain that our strategies will be successful or that we will be able to generate cash flow sufficient to fund our operations and to support internal growth. If we are unsuccessful, we may not be able to achieve internal growth, expand our operations or grow our business. The timing of new contracts may result in unpredictable fluctuations in our business. Substantial portions of our revenue are derived from project-based work that is awarded through a competitive bid process. The portion of revenue generated from the competitive bid process for **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ was approximately **30. 1 %,** 26. 3 %, **and** 31. 2 ~~%, and 51. 7~~ %, respectively. It is generally very difficult to predict the timing and geographic distribution of the projects that we will be awarded. The selection of, timing of or failure to obtain projects, delays in award of projects, the re- bidding or termination of projects due to budget overruns, cancellations of projects or delays in completion of contracts could result in the under- utilization of our assets and reduce our cash flows. Even if we are awarded contracts, we face additional risks that could affect whether or when work will begin. For example, some of our contracts are subject to financing, permitting and other contingencies that may delay or result in termination of projects. We may have difficulty in matching workforce size and equipment location with contract needs. In some cases, we may be required to bear the cost of a ready workforce and equipment that is larger than necessary, resulting in unpredictability in our cash flow, expenses and profitability. If any expected contract award, or the related work release is delayed or not received, we could incur substantial costs without receipt of any corresponding revenue. Finally, the winding down or completion of work on significant projects will reduce our revenue and earnings if these projects have not been replaced. We derive a ~~significant~~ **meaningful** portion of our revenue from a few customers, and the loss of one or more of these customers could have significant effects on our revenue, resulting in adverse effects on our financial condition, results of operations and cash flows. Our customer base is reasonably concentrated, with our top ten customers accounting for approximately ~~46~~ **41** . 1 % of our revenue in **2023, 46. 1 % of our revenue in** 2022 ~~,~~ **and** 42. 9 % of our revenue in 2021 ~~and 47. 0 % of our revenue in 2020~~ . However, the customers included in our top ten customer list generally vary from year to year. Our revenue is dependent both on performance of larger construction projects and relatively smaller projects under MSAs. For the large construction projects, the completion of the project does not necessarily represent the permanent loss of a customer; however, the future revenue generated from work for that customer may fluctuate significantly. We also generate ongoing revenue from our MSA customers, which are generally comprised of regulated gas and electric utilities. If we were to lose one of these customers, our revenue could ~~significantly~~ decline. Reduced demand for our services by larger construction customers or a loss of a significant MSA customer could have an adverse effect on our business. 15Our international operations expose us to legal, political and economic risks in different countries as well as currency exchange rate fluctuations that could harm our business and financial results. We could be adversely affected by our failure to comply with laws applicable to our foreign activities, such as the U. S. Foreign Corrupt Practices Act. During **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , revenue attributable to our services outside of the United States, principally in Canada, was **5. 8 %,** 6. 7 % ~~,~~ **and** 4 ~~. 5 % and 3~~ . 5 % of our total revenue, respectively. There are risks inherent in doing business internationally, including: ● Imposition of governmental controls and changes in laws, regulations, policies, practices, tariffs and taxes; ● Political and economic instability; ● Changes in United States and other national government trade policies affecting the market for our services; ● Potential non- compliance with a wide variety of laws and regulations, including the United States Foreign Corrupt Practices Act (" FCPA ") and similar non-United States laws and regulations; ● Currency exchange rate fluctuations, devaluations and other conversion restrictions; ● Restrictions on or fees or taxes associated with repatriating foreign profit back to the United States; and ● Difficulties in staffing and managing international operations. The FCPA and similar anti- bribery laws in other jurisdictions prohibit U. S.- based companies and their intermediaries from making improper payments to non- U. S. officials for the purpose of obtaining or retaining business. We pursue opportunities in certain parts of the world that experience government corruption, and in certain circumstances, compliance with anti- bribery laws may conflict with local customs and practices. Our internal policies mandate compliance with all applicable anti- bribery laws. We require our partners, subcontractors, agents and others who work for us or on our behalf to comply with the FCPA and other anti- bribery laws. There is no assurance that our policies or procedures will protect us against liability under the FCPA or other laws for actions taken by our agents, employees and intermediaries. If we are found to be liable for FCPA violations (either due to our own acts or our inadvertence, or due to the acts or inadvertence of others), we could suffer from severe criminal or civil penalties or other sanctions, which could have a material adverse effect on our reputation and business. In addition, detecting, investigating and resolving actual or alleged FCPA violations is expensive and could consume significant time and attention of our senior management. Backlog may not be realized or may not result in revenue or profit. Backlog is measured and defined differently by companies within our industry. We refer to " backlog " as our anticipated revenue from the uncompleted portions of existing contracts where scope is adequately defined, and therefore we can reasonably estimate total contract value, and the estimated revenue on MSA work **. We present two measures of backlog; one that includes fixed backlog and estimated revenue on MSA work** for the next four quarters **, and total backlog that includes all fixed backlog and estimated revenue on MSA work to the end of the MSA agreement. We do not consider renewals when estimating total backlog** . Backlog is not a comprehensive indicator of future revenue. Most contracts may be terminated by our customers on short notice. Reductions in backlog due to cancellation by a customer, or for other reasons, could significantly reduce the revenue that we actually receive from contracts in backlog. In the event of a project cancellation, we are typically reimbursed for all of our costs through a specific date, as well as all reasonable costs associated with demobilizing from the jobsite, but we typically have no contractual right to the total revenue reflected in our backlog. Projects may remain in backlog for extended periods of time. While backlog includes estimated MSA revenue, customers are not

contractually obligated to purchase a certain amount of services under the MSA. Given these factors, our backlog at any point in time may not accurately represent the revenue that we expect to realize during any period, and our backlog as of the end of a fiscal year may not be indicative of the revenue we expect to earn in the following fiscal year. Inability to realize revenue from our backlog could have an adverse effect on our business. While backlog may not be indicative of the revenue we expect to earn the following fiscal year, it is a potential indicator of future revenue; however, recognition of revenue from backlog does not necessarily ensure that the projects will be profitable. Poor project execution could impact profit from contracts included in backlog. For projects for which ~~a~~ **16a** loss is expected, future revenue will be recorded with no margin, which may reduce the overall margin percentage for work performed. ~~16Our~~ -- **Our** actual cost may be greater than expected in performing our contracts causing us to realize significantly lower profit or losses on our projects. We currently generate, and expect to continue to generate, a substantial portion of our revenue from fixed price and unit price contracts. The actual cost of labor and materials may vary from the costs we originally estimated, and we may not be successful in recouping additional costs from our customers. These variations may cause gross profit for a project to differ from those we originally estimated. Reduced profitability or losses on projects could occur due to changes in a variety of factors such as: ● Failure to properly estimate costs of engineering, materials, equipment or labor; ● Unanticipated technical problems with the structures, materials or services being supplied by us, which may require that we spend our own money to remedy the problem; ● Project modifications not reimbursed by the client creating unanticipated costs; ● Changes in the costs of equipment, materials, labor or subcontractors; ● Our suppliers or subcontractors failure to perform; ● Changes in local laws and regulations, and; ● Delays caused by weather conditions. As projects grow in size and complexity, multiple factors may contribute to reduced profit or losses, and depending on the size of the particular project, variations from the estimated contract costs could have a material adverse effect on our business. Weather can significantly affect our revenue and profitability. Our ability to perform work and meet customer schedules can be affected by weather conditions such as snow, ice, rain, and named storms. Weather may affect our ability to work efficiently and can cause project delays and additional costs. Our ability to negotiate change orders for the impact of weather on a project could impact our profitability. In addition, the impact of weather can cause significant variability in our quarterly revenue and profitability. We require subcontractors and suppliers to assist us in providing certain services, and we may be unable to retain the necessary subcontractors or obtain supplies to complete certain projects which could adversely affect our business. We use subcontractors to perform portions of our contracts and to manage workflow. While we are not dependent on any single subcontractor, general market conditions may limit the availability of subcontractors to perform portions of our contracts causing delays and increasing our costs. Although significant materials are often supplied by the customer, we use suppliers to provide some materials and equipment used for projects. If a supplier fails to provide supplies and equipment at the estimated price, fails to provide adequate amounts of supplies and equipment, fails to provide supplies or equipment that meet the project requirements, or fails to provide supplies when scheduled, we may be required to source the supplies or equipment at a higher price or may be required to delay performance of the project. The additional cost or project delays could negatively impact project profitability. Failure of a subcontractor or supplier to comply with laws, rules or regulations could negatively affect our reputation and our business. ~~We~~ **17We** periodically enter into joint ventures which require satisfactory performance by our venture partners of their obligations. The failure of our joint venture partners to perform their joint venture obligations could impose additional financial and performance obligations on us that could result in reduced profit or losses for us with respect to the joint venture. We periodically enter into various joint ventures and teaming arrangements where control may be shared with unaffiliated third parties. At times, we also participate in joint ventures where we are not a controlling party. In such instances, we may have limited control over joint venture decisions and actions, including internal controls and financial reporting which may have an impact on our business. If our joint venture partners fail to satisfactorily perform their joint ~~17venture~~ -- **venture** obligations, the joint venture may be unable to adequately perform or deliver its contracted services. Under these circumstances, we may be required to make additional investments or provide additional services to ensure the adequate performance and delivery of the contracted services. These additional obligations could result in reduced profit and may impact our reputation in the industry. We may experience delays and defaults in client payments and we may pay our suppliers and subcontractors before receiving payment from our customers for the related services, which could result in an adverse effect on our financial condition, results of operations and cash flows. We use subcontractors and material suppliers for portions of certain work, and our customers pay us for those related services. If we pay our suppliers and subcontractors for materials purchased and work performed for customers who fail to pay us, or such customers delay paying us for the related work or materials, we could experience a material adverse effect on our business. In addition, if customers fail to pay us for work we perform, we could experience a material adverse effect on our business. Our inability to recover on contract modifications against project owners for payment or performance could negatively affect our business. We periodically present contract modifications to our clients for changes in contract specifications or requirements. We consider unapproved change orders to be contract modifications for which customers have not agreed to both scope and price. We consider claims to be contract modifications for which we seek, or will seek, to collect from customers, or others, for customer- caused changes in contract specifications or design, or other customer- related causes of unanticipated additional contract costs on which there is no agreement with customers. Claims can also be caused by non- customer- caused changes, such as rain or other weather delays. In some cases, settlement of contract modifications may not occur until after completion of work under the contract. A failure to promptly document and negotiate a recovery for contract modifications could have a negative impact on our cash flows, and an overall ability to recover contract modifications could have a negative impact on our financial condition, results of operations and cash flows. For some projects we may guarantee a timely completion or provide a performance guarantee which could result in additional costs, such as liquidated damages, to cover our obligations. In our fixed- price and unit- price contracts we may provide a project completion date, and in some of our projects we may commit that the project will achieve specific performance standards. Failure to complete the project as scheduled or at the contracted performance standards could result in additional costs or penalties,

including liquidated damages, and such amounts could exceed expected project profit. A significant portion of our business depends on our ability to provide surety bonds, and we may be unable to compete for or work on certain projects if we are not able to obtain the necessary surety bonds. Our contracts frequently require that we provide payment and performance bonds to our customers. Under standard terms in the surety market, sureties issue or continue bonds on a project- by- project basis and can decline to issue bonds at any time or require the posting of additional collateral as a condition to issuing, or renewing bonds. Current or future market conditions, as well as changes in our surety providers' assessments of our operating and financial risk, could cause our surety providers to decline to issue or renew, or to substantially reduce, the availability of bonds for our work and could increase our bonding costs. These actions could be taken on short notice. If our surety providers were to limit or eliminate our access to bonding, our alternatives would include seeking bonding ~~capacity~~ **18capacity** from other sureties, finding more business that does not require bonds and posting other forms of collateral for project performance, such as letters of credit or cash. We may be unable to secure these alternatives in a timely manner, on acceptable terms, or at all. Accordingly, if we were to experience an interruption or reduction in the availability of bonding capacity, we may be unable to compete for, or work on certain projects. ~~18Our~~ -- **Our** bonding requirements may limit our ability to incur indebtedness, which would limit our ability to refinance our existing credit facilities or to execute our business plan. Our ability to obtain surety bonds depends upon various factors including our capitalization, working capital, tangible net worth and amount of our indebtedness. In order to obtain required bonds, we may be limited in our ability to incur additional indebtedness that may be needed to refinance our existing credit facilities upon maturity, to complete acquisitions, and to otherwise execute our business plans. We may be unable to win some new contracts if we cannot provide clients with letters of credit. For many of our clients surety bonds provide an adequate form of security, but for some clients security in the form of a letter of credit may be required. While we have capacity for letters of credit under our credit facility, the amount required by a client may be in excess of our credit limit. Any such amount would be issued at the sole discretion of our lenders. Failure to provide a letter of credit when required by a client may result in our inability to compete for, win, or retain a project. During the ordinary course of our business, we may become subject to material lawsuits or indemnity claims. We have in the past been, and may in the future be, named as a defendant in lawsuits, claims and other legal proceedings during the ordinary course of our business. These actions may seek, among other things, compensation for alleged personal injury, workers' compensation, employment discrimination, breach of contract, cyber- security and related incidents, property damage, punitive damages, and civil penalties, or other losses or injunctive or declaratory relief. In addition, we generally indemnify our customers for claims related to the services we provide and actions we take under our contracts with them, and, in some instances, we may be allocated risk through our contract terms for actions by our customers, or other third parties. Because our services in certain instances may be integral to the operation and performance of our customers' infrastructure, we may become subject to lawsuits or claims for any failure of the systems on which we work, even if our services are not the cause of such failures, and we could be subject to civil and criminal liabilities to the extent that our services contributed to any property damage, personal injury or system failure. The outcome of any of these lawsuits, claims or legal proceedings could result in significant costs and diversion of management' s attention from the business. Payments of significant amounts, even if reserved, could adversely affect our reputation, our cash flows, and our business. We are self- insured up to certain limits. Although we maintain insurance policies with respect to employer' s liability, general liability, auto and workers compensation claims, those policies are subject to deductibles or self- insured retention amounts ~~of~~ **up to** $ ~~500~~ **1, 000** , 000 per occurrence. In addition, for our employees not part of a collective bargaining agreement, we provide employee health care benefit plans. Our primary health insurance plan is subject to a deductible of $ 425, 000 per individual claim per year. Our insurance policies include various coverage requirements, including the requirement to give appropriate notice. If we fail to comply with these requirements, our coverage could be denied. Losses under our insurance programs are accrued based upon our estimates of the ultimate liability for claims reported and an estimate of claims incurred but not reported, with assistance from third- party actuaries. Insurance liabilities are difficult to assess and estimate due to unknown factors, including the severity of an injury, the extent of damage, the determination of our liability in proportion to other parties and the number of incidents not reported. The accruals are based upon known facts and historical trends. We renew our insurance policies on an annual basis, and therefore deductibles and levels of insurance coverage may change in future periods. In addition, insurers may cancel our coverage or determine to exclude certain items from coverage, or we may elect not to obtain certain types or incremental levels of insurance based on the potential benefits ~~considered~~ **19considered** relative to the cost of such insurance, or coverage may not be available at reasonable and competitive rates. In any such event, our overall risk exposure would increase, which could negatively affect our results of operations, financial condition and cash flows. ~~19Our~~ -- **Our** business is labor intensive. If we are unable to attract and retain qualified managers and skilled employees, our operating costs may increase. Our business is labor intensive and our ability to maintain our productivity and profitability may be limited by our ability to employ, train and retain skilled personnel necessary to meet our requirements. We may not be able to maintain an adequately skilled labor force necessary to operate efficiently and to support our growth strategy. We have from time- to- time experienced, and may in the future experience, shortages of certain types of qualified personnel. For example, periodically there are shortages of engineers, project managers, field supervisors, and other skilled workers capable of working on and supervising the construction of underground, electric utilities, heavy civil and industrial facilities, as well as providing engineering services. The supply of experienced engineers, project managers, field supervisors, journeyman linemen and other skilled workers may not be sufficient to meet current or expected demand. The beginning of new, large- scale infrastructure projects, or increased competition for workers currently available to us, could affect our business, even if we are not awarded such projects. Labor shortages, or increased labor costs could impair our ability to maintain our business or grow our revenue. If we are unable to hire employees with the requisite skills, we may also be forced to incur significant training expenses. Our unionized workforce may commence work stoppages or impact our ability to complete certain acquisitions, which could adversely affect our operations. As of December 31, ~~2022~~ **2023** , approximately ~~23~~ **30** . ~~8~~ **6** % of our hourly employees,

primarily consisting of field laborers, were covered by collective bargaining agreements ~~. Of the 89 collective bargaining agreements to which we are a party, 22 expire during 2023 and require renegotiation~~ . Although the majority of these agreements prohibit strikes and work stoppages, we cannot be certain that strikes or work stoppages will not occur in the future. Strikes or work stoppages would adversely impact our relationships with our customers and could have an adverse effect on our business. Our ability to complete future acquisitions could be adversely affected because of our union status for a variety of reasons. For instance, in certain geographic areas, our union agreements may be incompatible with the union agreements of a business we want to acquire, and some businesses may not want to become affiliated with a union company. Withdrawal from multiemployer pension plans associated with our unionized workforce could adversely affect our financial condition and results of operations. Our collective bargaining agreements generally require that we participate with other companies in multiemployer pension plans. To the extent those plans are underfunded, the Employee Retirement Income Security Act of 1974 (" ERISA "), as amended by the Multiemployer Pension Plan Amendments Act of 1980 (" MEPA "), may subject us to substantial liabilities under those plans if we withdraw from them, or if they are terminated. In addition, the Pension Protection Act of 2006 added new funding rules for multiemployer plans that are classified as endangered, seriously endangered or critical status. For a plan in critical status, additional required contributions and benefit reductions may apply if a plan is determined to be underfunded, which could adversely affect our financial condition or results of operations. For plans in critical status, we may be required to make additional contributions, generally in the form of surcharges on contributions otherwise required. Participation in those plans with high funding levels could adversely affect our results of operations, financial condition or cash flows if we are not able to adequately mitigate these costs. The amount of the withdrawal liability legislated by ERISA and MEPA varies for every pension plan to which we contribute. For each plan, our **potential** liability is the total unfunded vested benefits of the plan multiplied by a fraction: the numerator of the fraction is the sum of our contributions to the plan for the past ten years and the denominator is the sum of all contributions made by all employers for the past ten years. For some pension plans to which we contribute, the total unfunded vested benefits ~~are~~ **for the entire plan could be** in the billions of dollars. If we cannot reduce the ~~liability~~ **alleged fractional exposure** through exemptions or negotiations, the withdrawal from a plan could have a material adverse impact on our business. 20We depend on key personnel and we may not be able to operate and grow our business effectively if we lose the services of any of our key persons or are unable to attract qualified and skilled personnel in the future. We are dependent upon the efforts of our key personnel, and our ability to retain them and hire other qualified employees. The loss of our executive officers, or other key personnel could affect our ability to run our business effectively. Competition for senior management is intense, and we may not be able to retain our personnel. The loss of any key person requires the remaining key personnel to divert immediate and substantial attention to seeking a replacement, as well as to performing the departed person' s responsibilities until a replacement is found. In addition, as some of our key persons approach retirement age, we need to provide for smooth transitions. If we fail to find a suitable replacement for any departing executive or senior officer on a timely basis, such departure could adversely affect our ability to operate and grow our business. If we fail to integrate acquisitions successfully, we may experience operational challenges and risks which may have an adverse effect on our business. As part of our growth strategy, we intend to acquire companies that expand, complement or diversify our business. Acquisitions may expose us to operational challenges and risks, including, among others: ● The diversion of management' s attention from the day- to- day operations of the combined company; ● Managing a significantly larger company than before completion of an acquisition; ● The assimilation of new employees and the integration of business cultures; ● Training and facilitating our internal control processes within the acquired organization; ● Retaining key personnel; ● The integration of information, accounting, finance, sales, billing, payroll and regulatory compliance systems; ● Challenges in keeping existing customers and obtaining new customers; ● Challenges in combining service offerings and sales and marketing activities; ● The assumption of unknown liabilities of the acquired business for which there are inadequate reserves; ● The potential impairment of acquired goodwill and intangible assets; and ● The inability to enforce covenants not to compete. Failure to effectively manage the integration process could adversely impact our business, financial condition, results of operations, and cash flows. We may incur higher costs **on** ~~to lease, acquire and maintain~~ equipment necessary for our operations. A significant portion of our contracts is built utilizing our own construction equipment rather than rented equipment. To the extent that we are unable to buy or lease equipment necessary for a project, either due to a lack of available funding, or equipment shortages in the marketplace, we may be forced to rent equipment on a short- term basis, or to find alternative ways to perform the work without the benefit of equipment ideally suited for the job, which could increase the costs of completing the project. We often bid for work knowing that we will have to rent equipment on a short- term basis, and we include the equipment rental rates in our bid. If market rates for rental equipment increase between the time of bid submission and project execution, our margins for the project may be reduced. In addition, our equipment requires ~~continuous~~ **regular** maintenance, which we generally provide through our own repair facilities. If we are unable ~~to continue~~ to maintain the equipment in our fleet, we may be forced to obtain additional third- party repair services at a higher cost or be unable to bid on contracts. Our business may be affected by difficult work sites and environments which may adversely affect our ability to procure materials and labor. We perform our work under a variety of conditions, including, but not limited to, difficult and hard to reach terrain, difficult site conditions, and busy urban centers, where delivery of materials and availability of labor may be impacted. Performing work under these conditions can slow our progress, potentially causing us to incur contractual liability to our customers. These difficult conditions may also cause us to incur additional, unanticipated costs that we might not be able to pass on to our customers. 21We may incur liabilities or suffer negative financial or reputational impacts relating to health and safety matters. Our operations are subject to extensive laws and regulations relating to the maintenance of safe conditions in the workplace. While we have invested, and will continue to invest, substantial resources in our environmental, health and safety programs, our industry involves a high degree of operational risk and there can be no assurance that we will avoid significant liability exposure. Although we have taken what we believe are appropriate precautions, we have suffered fatalities in the past and may suffer additional fatalities in the future. Serious

accidents, including fatalities, may subject us to substantial penalties, civil litigation or criminal prosecution. Claims for damages to persons, including claims for bodily injury or loss of life, could result in substantial costs and liabilities, which could materially and adversely affect our financial condition, results of operations or cash flows. In addition, if our safety record were to substantially deteriorate over time or we were to suffer substantial penalties or criminal prosecution for violation of health and safety regulations, our customers could cancel our contracts and not award us future business. ~~Interruptions in~~ **Disruptions to** our operational ~~systems or successful cyber security attacks on any of our~~ systems could adversely impact our operations, our ability to report financial results and our business. We rely on computer, information and communication technology and related systems to operate our business and to protect **confidential,** sensitive company **, customer and partner information. Our computer and communications systems, and consequently our operations, could be damaged or interrupted by cyber-attacks and physical security risks, such as natural disasters, loss of power, communications failures, acts of war, acts of terrorism, computer viruses, physical or electronic break- ins and actions by hackers and cyber- terrorists. Any of these, or similar, events could cause system disruptions, delays and loss of critical information, delays in processing transactions and delays in the reporting of financial information. Security breaches, cyber security attacks or other disruptions to our information technology systems and networks could adversely impact our operations or compromise the confidentiality of private customer data or our own proprietary** information. Any cyber security attack (including denial of service attacks, ransomware, phishing attacks, payment fraud or others) that affects our facilities, our systems, our partners, our customers or any of our financial data could have a material adverse effect on our business. ~~Our computer and communications~~ **We rely on information technology** systems, **some of which are managed by third parties, to process, transmit** and ~~consequently~~ **store electronic information and to manage** ~~our~~ - **or support a variety of our business processes, activities and services. Additionally, we collect and store sensitive data, including intellectual property and proprietary business information, as well as personally identifiable information of our customers and employees, in data centers and on information technology networks (including networks that may be controlled or maintained by third parties). The secure operation of these systems and products, and the processing and maintenance of the information processed by these systems and products, is critical to our business** operations **and strategy. Further** , **customers using our systems rely on the security of our infrastructure, including hardware, software and other elements provided by third parties, to ensure the reliability of our products and the protection of their data. We also face the risk of operational disruption, failure, termination or capacity constraints of any of the third parties that facilitate our business activities, including vendors, service providers, suppliers, customers, counterparties or other financial intermediaries. Such third parties who provide us services or with whom we communicate** could **also** be **the source of a cyberattack on, or breach of, our operational systems, network, data or infrastructure. Despite our security measures and business continuity plans, our information technology systems and networked and connected products may be vulnerable to** ~~damaged~~ - **damage, disruptions** or ~~interrupted~~ **shutdowns caused** by ~~cyber-~~ attacks **by hackers** ~~and physical security risks, such as natural disasters, loss of power, communications failures, acts of war, acts of terrorism~~ , computer viruses, ~~physical~~ or ~~electronic break- ins and actions~~ **breaches due to errors or malfeasance** by ~~hackers~~ **employees, contractors or others who have access to these systems** and **products** ~~cyber- terrorists~~ . Any of these ~~, or similar,~~ events could ~~cause system~~ **result in, among other things, the loss of proprietary data,** ~~disruptions~~ - **interruptions** ~~,~~ **or** delays ~~and loss of critical information, delays~~ in ~~processing transactions~~ **our business operations** and **damage to our reputation** ~~delays in the reporting of financial information~~ . We have experienced cyber security threats, such as viruses and attacks targeting our systems, and expect the frequency and sophistication of such incidents will continue to ~~grow~~ **increase** . Such prior events have not had a material impact on our financial condition, results of operations or liquidity. However, future threats or existing threats of which we are not yet aware could cause harm to our business and our reputation, disrupt our operations, expose us to potential liability, regulatory actions and loss of business, and impact our results of operations materially. ~~Our~~ **We also currently maintain a cyber insurance policy; however, such** insurance coverage may not be adequate to cover all the costs related to cyber security attacks or disruptions resulting from such events. ~~While~~ **22While** we have taken steps to mitigate persistent and continuously evolving cyber security threats by implementing network security and internal control measures, implementing policies and procedures for managing risk to our information systems, periodically testing our information technology systems, and conducting employee training on cyber security, ~~there can be no assurance that~~ a system or network failure or data security breach ~~would~~ **could** ~~not~~ **have negative consequences for our company, customers, or partners and** adversely affect our business. Furthermore, the continuing and evolving threat of cyber- attacks has resulted in increased regulatory focus on prevention. To the extent we face increased regulatory requirements, we may be required to expend significant additional resources to meet such requirements. We may need additional capital in the future for working capital, capital expenditures or acquisitions, and we may not be able to access capital on favorable terms, or at all, which would impair our ability to operate our business or achieve our growth objectives. Our ability to generate cash is essential for the funding of our operations and the servicing of our debt. If existing cash balances together with the borrowing capacity under our credit facilities were not sufficient to make future investments, make acquisitions or provide needed working capital, we may require financing from other sources. Our ability to obtain such additional financing in the future will depend on a number of factors including prevailing capital market conditions, conditions in our industry, and our operating results. These factors may affect our ability to arrange additional financing on terms that are acceptable to us. If additional funds were not available on acceptable terms, we may not be able to make future investments, take advantage of acquisitions or pursue other opportunities. ~~22Risks~~ -- **Risks** Related Primarily to the Financial Accounting of our BusinessOur financial results are based upon estimates and assumptions that may differ from actual results. In preparing our consolidated annual and quarterly financial statements in conformity with generally accepted accounting principles, many estimates and assumptions are used in determining the reported revenue, costs and expenses recognized during the periods presented, and disclosures of contingent assets and liabilities known to exist as of the date of the financial

statements. These estimates and assumptions must be made because certain information that is used in the preparation of our financial statements cannot be calculated with a high degree of precision from data available, is dependent on future events, or is not capable of being readily calculated based on generally accepted methodologies. Often, these estimates are particularly difficult to determine, and we must exercise significant judgment. Estimates may be used in our assessments of the allowance for doubtful accounts, useful lives of property and equipment, fair value assumptions in analyzing goodwill and long- lived asset impairments, self- insured claims liabilities, accounting for revenue recognized over time, and provisions for income taxes. Actual results could differ materially from the estimates and assumptions that we used. Our accounting for revenue recognized over time could result in a reduction or elimination of previously reported revenue and profit. For contracts where scope is adequately defined, and therefore we can reasonably estimate total contract value, we recognize revenue over time as work is completed because of the continuous transfer of control to the customer (typically using an input measure such as costs incurred to date relative to total estimated costs at completion to measure progress). Accounting for long- term contracts involves the use of various techniques to estimate total transaction price and costs. For long- term contracts, transaction price, estimated cost at completion and total costs incurred to date are used to calculate revenue earned. Unforeseen events and circumstances can alter the estimate of the costs and potential profit associated with a particular contract. Total estimated costs, and thus contract revenue and income, can be impacted by changes in productivity, scheduling, the unit cost of labor, subcontracts, materials and equipment. Additionally, external factors such as weather, client needs, client delays in providing permits and approvals, labor availability, governmental regulation, and politics may affect the progress of a project' s completion, and thus the timing of revenue recognition. Actual results could differ from estimated amounts and could result in a reduction or elimination of previously recognized earnings. In certain circumstances, it is possible that such adjustments could be significant and could have an adverse effect on our business. ~~Our~~ **23Our** reported results of operations could be adversely affected as a result of impairments of goodwill ~~,~~ **or** other identifiable intangible assets ~~or investments~~ . When we acquire a business, we record an asset called " goodwill " for the excess amount we pay for the business over the net fair value of the tangible and identifiable intangible assets of the business we acquire. At December 31, ~~2022~~ **2023** , our balance sheet included goodwill of $ ~~871~~ **857** . ~~8~~ **7** million and intangible assets of $ ~~249~~ **227** . ~~4~~ **6** million resulting from previous acquisitions. Fair value is determined using a combination of the discounted cash flow, market multiple and market capitalization valuation approaches. Under current accounting rules, goodwill and other identifiable intangible assets that have indefinite useful lives cannot be amortized, but instead must be tested at least annually for impairment, while identifiable intangible assets that have finite useful lives are amortized over their useful lives. Significant judgment is required in completing these tests, as described in Item 7 " Management' s Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Estimates — Goodwill and Indefinite- Lived Intangible Assets " of this Annual Report on Form 10- K. Any impairment of goodwill, or identifiable intangible assets recorded in connection with the various acquisitions, or for any future acquisitions, would negatively impact our results of operations. ~~In addition, we may enter into various types of investment arrangements, such as an equity interest we hold in a business entity. Our equity method investments are carried at original cost and are included in other assets in our Consolidated Balance Sheet and are adjusted for our proportionate share of the investees' income, losses and distributions. Equity investments are reviewed for impairment by assessing whether any decline in the fair value of the investment below its carrying value is other than temporary. In making this determination, factors such as the ability to recover the carrying amount of the investment and the inability of the investee to sustain future earnings capacity are evaluated in determining whether an impairment should be recognized. 23Compliance~~ -- **Compliance** with and changes in tax laws could adversely affect our performance. We are subject to extensive tax liabilities imposed by multiple jurisdictions, including federal, state, local and international jurisdictions. New tax laws, treaties and regulations and changes in existing tax laws, treaties and regulations are continuously being enacted or proposed and could result in a different tax rate on our earnings, which could have a material impact on our earnings and cash flow from operations. In addition, significant judgment is required in determining our provision for income taxes, as described in Item 7 " Management' s Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Estimates — Income Taxes " of this Annual Report on Form 10- K. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. We are regularly subject to audits by tax authorities, and our tax estimates and tax positions could be materially affected by many factors including the final outcome of tax audits and related litigation, the introduction of new tax accounting standards, legislation, regulations and related interpretations, our mix of earnings, the realizability of deferred tax assets and changes in uncertain tax positions. A significant increase in our tax rate could have a material adverse effect on our profitability and liquidity. Our variable rate indebtedness subjects us to interest rate risk. Borrowings under our revolving credit facility and term loan bear interest at variable rates and expose us to interest rate risk. From time to time, we may use certain derivative instruments to hedge our exposure to variable interest rates. As of December 31, ~~2022~~ **2023** , $ ~~121~~ **300** . ~~7~~ **0** million of our variable rate debt outstanding was economically hedged ~~and the~~ **. The** remaining $ ~~911~~ **574** . ~~5~~ **1** million **of variable rate debt** was unhedged. If interest rates increase, our debt service obligations on the unhedged portion of our variable rate debt will increase even if the amount borrowed remains the same, and our net income and cash flows, will decrease correspondingly. Based on our variable rate debt outstanding as of December 31, ~~2022~~ **2023** , a 1. 0 % increase or decrease in interest rates would change annual interest expense by approximately $ ~~9~~ **5** . ~~1~~ **7** million ~~. On January 31, 2023, we entered into a second interest rate swap agreement to manage our exposure to the fluctuations in variable interest rates. The swap effectively exchanged the interest rate on $ 300. 0 million of the debt outstanding under our New Term Loan from variable to a fixed rate of 4. 095 % per annum, plus an applicable margin. The interest rate swap matures on January 31, 2025~~ . Risks Related to our Common StockOur common stock is subject to potential dilution to our stockholders. As part of our acquisition strategy, we have issued and used shares of common stock as a part of contingent earn- out consideration, which have resulted in dilution to our stockholders. Our Certificate of Incorporation permits us to issue up to 90. 0 million shares of common stock of which

approximately 53. 1 4 million were outstanding at December 31, 2022 2023 . While Nasdaq New York Stock Exchange rules require that we obtain stockholder approval to issue more than 20 % additional shares, stockholder approval is not required below that level. In addition, we can issue shares of preferred stock which could cause further dilution to the stockholder, resulting in reduced net income and cash flow available to common stockholders. In 2013 2022 , our stockholders adopted our 2013 Equity Incentive the 2022 Employee Stock Purchase Plan (the " ESPP Equity Plan ") . The Equity Plan replaced a previous plan. The Equity Plan authorized the Board of Directors to issue equity awards totaling 2 , 526, 275 under which eligible full- time employees can purchase shares of our common stock at a discount on a semi . Our current director compensation plan, our bonus incentive plan, and our management long - annual basis. The number term incentive plan and any additional equity awards made will have the effect of diluting our earnings per share shares authorized and available stockholders' percentage of ownership. Delaware law and our charter documents may impede or for discourage a takeover or change in control purchase under the ESPP is 1. 0 million . As a Delaware corporation of December 31 , 2023, anti- takeover provisions may impose an impediment to the there were ability of others to acquire control of us, even if a change of control would be of benefit to our stockholders. In addition, certain provisions 24