Risk Factors Comparison 2024-03-04 to 2023-03-21 Form: 10-K

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Risk Factor Summary We are providing the following summary of the risk factors disclosed in this Annual Report to enhance the readability and accessibility of our risk factor disclosures. We encourage our stockholders to carefully review the risk factors disclosed in this Annual Report in their entirety for additional information regarding the material factors that make an investment in our securities speculative or risky. Risks Related to Our Business and Industry ● ~~The COVID- 19 pandemic has adversely impacted, and could continue to adversely impact, our business, financial condition and results of operations. ●~~ We may lose business to competitors through competitive bidding processes. ● Our ~~backlog~~ **Backlog** is subject to unexpected adjustments and cancellations. ● The loss of one or more customers could have an adverse effect on us. ● **We are subject to risks related to government contracts and related procurement regulations. ●** The timing of new contract starts, including delays, cancellations and scope alterations, may result in unpredictable fluctuations in our business ~~. ● We are vulnerable to the cyclical nature of the markets we serve. ● Demand for our services may increase or decrease during economic recessions or volatile economic cycles, and a reduction in demand in end markets may adversely affect our business. ● Adverse credit and financial market conditions could impair our, our customers' and our partners' borrowing capacity, which could negatively affect us~~. ● The nature of our contracts subjects us to risks associated with delays and cost overruns, which may not be recoverable and may result in reduced profits or losses that could have a material impact on us. ● If we are unable to accurately estimate contract risks, revenue or costs, economic factors such as inflation, the timing of new awards or the pace of project execution, we may incur a loss or achieve lower than anticipated profit. ● We may incur higher costs to lease, acquire and maintain equipment necessary for our operations ~~. ● We use certain commodity products that are subject to significant price fluctuations~~. ● Supply chain interruptions, including availability of materials, products or equipment, may have a negative impact on our ability to complete projects. ● Some of our contracts have penalties for late completion ~~. ● Weather can significantly affect our revenue and profitability. ● Climate change and related environmental issues could have a material adverse impact on us~~. ● If we are unable to attract and retain qualified managers and skilled employees, our operating costs may increase. ● We 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. ● Our employees work on projects that are inherently dangerous and in locations where there are high security risks, and a failure to maintain a safe work site could result in significant losses. ● We may incur liabilities or suffer negative financial or reputational impacts relating to health and safety matters. ● We are dependent upon suppliers and subcontractors to complete many of our contracts. ● Our participation in joint ventures exposes us to liability and / or harm to our reputation for failures by our partners. ● Employee, agent or partner misconduct or our overall failure to comply with laws or regulations could impair our ability to compete for contracts ~~. ● Changes in laws or regulations, or a failure to comply with any laws and regulations, may adversely affect our business, investments and results of operations. 12 ● We could be adversely affected by violations of the U. S. Foreign Corrupt Practices Act and similar worldwide anti- bribery laws~~. ● During the ordinary course of our business, we may become subject to material lawsuits or indemnity claims. ● Systems and information technology interruption and breaches in data security and / or privacy could adversely impact our ability to operate and negatively impact our results of operations. ● Our inability to recover on contract modifications against project owners or subcontractors for payment or performance could negatively affect our business. ● Our failure to adequately recover on affirmative claims brought by us against project owners or other project participants for additional contract costs could have a negative impact on our liquidity and future operations. ● We may experience delays and defaults in customer payments, and we may pay our suppliers and subcontractors before receiving payment from our customers for the related services, which could result in a material adverse effect on our business. ● **The COVID- 19 pandemic has** ~~In connection with acquisitions or divestitures, we may become subject to liabilities. ● If we fail to integrate acquisitions successfully, we may experience operational challenges and risks, which may have an adverse~~ **adversely** ~~effect on~~ **impacted, and could continue to adversely impact,** our business **,** ~~. ● Our~~ financial **condition and** results ~~are based upon estimates and assumptions that may differ from actual results. ● Our reported results~~ of operations ~~could be adversely affected as a result of impairments of goodwill, other identifiable intangible assets or investments. ● Our accounting for revenue recognized over time could result in a reduction or elimination of previously reported revenue and profit~~. ● Our indebtedness could lead to adverse consequences or adversely affect our financial position and prevent us from fulfilling our obligations under such indebtedness, and any refinancing of this debt could be at significantly higher interest rates. ● Our bonding requirements may limit our ability to incur indebtedness, which could limit our ability to refinance our existing credit facilities or to execute our business plan. ● We may be unable to win new contracts if we cannot provide customers with letters of credit or performance or other bonds. ● It can be difficult and expensive to obtain the insurance we need for our business operations. ● We have international operations that are subject to foreign economic and political uncertainties and risks. Unexpected and adverse changes in the foreign countries in which we operate could result in project disruptions, increased cost and potential losses ~~. ● Foreign currency risks could have an adverse impact on revenue, earnings and / or backlog. ● We could be adversely impacted if we fail to comply with domestic and international import and export laws. ● Compliance with and changes in tax laws could adversely affect our performance. ● Bank failures or intervention by banking regulators may have an adverse impact on our business~~. Risks Related to our Securities ● We are an " emerging growth company, " and it cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our Common Stock less attractive to investors. ● An established market for our securities may not **be sustained** ~~develop following consummation of the Business~~

~~Combination~~ . ~~13~~ ● NYSE may delist our securities from trading on its exchange, which could limit investors' ability to make transactions in our securities and subject our securities to additional trading restrictions. ● The price of our securities may change significantly **,** and you could lose all or part of your investment as a result. ● Future sales, or the perception of future sales, by the Company or our stockholders in the public market could cause the market price of our securities to decline. ● If securities analysts do not publish research or reports about our business or if they downgrade our securities or our sector, the price and trading volume of our securities could decline. ● Our actual operating and financial results in any given period may differ from guidance we provide to the public, including our most recent public guidance. ● We do not intend to pay dividends for the foreseeable future. As a result, you will be relying solely on the appreciation in value of our securities to achieve a return on your investment. **11 ● We are a " controlled company " that could take advantage of exemptions to certain corporate governance requirements under NYSE rules in the future.** Risks Relating to ~~our~~ **Southland' s** Business and ~~IndustryThe~~ **IndustryWe** COVID- 19 pandemic has adversely impacted...... condition and results of operations. We may lose business to competitors through 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 general and specialty contractors, regional, national and international, as well as small local contractors. The strong competition in our markets requires maintaining skilled personnel and investing in technology and also puts pressure on profit margins. **Some of our competitors may have greater resources which may result in a decrease in new awards, a decrease in profit margins, or both.** We do not obtain contracts from all of our bids and our inability to win bids at acceptable profit margins could adversely affect our business. ~~14Our~~ -- **Our** ~~backlog~~ **Backlog** is subject to unexpected adjustments and cancellations. Our ~~backlog~~ **Backlog** generally consists of projects for which we have an executed contract or commitment with a customer and reflects our expected revenue from the contract or commitment, which is often subject to revision over time. We cannot guarantee that the revenue projected in our ~~backlog~~ **Backlog** will be realized or profitable or will not be subject to delay or suspension. Project cancellations, scope adjustments or deferrals or foreign currency fluctuations may occur with respect to contracts reflected in our ~~backlog~~ **Backlog** , which could reduce the dollar amount of our ~~backlog~~ **Backlog** and the revenue and profits that we actually earn or cause the rate at which we perform on our ~~backlog~~ **Backlog** to decrease. In addition, projects may remain in our ~~backlog~~ **Backlog** for an extended period of time. During periods of economic slowdown, the risk of projects being suspended, delayed or canceled generally increases. Finally, poor project or contract performance could also impact our ~~backlog~~ **Backlog** and profits. Such developments could have a material adverse effect on our business and our profits. The loss of one or more customers could have an adverse effect on us. A few customers, including the **federal** ~~U. S. government~~ , state and local governments and governmental agencies, comprise a significant portion of our revenue. Our customers may unilaterally reduce, fail to renew or terminate their contracts with us at any time. Some of our contracts may have " termination for convenience " provisions in them. **In addition, a significant reduction in government spending or a change in budgetary priorities could reduce demand for our services, cancel or delay projects.** The loss of business from a significant customer could have a material adverse effect on our business, financial position and results of operations **. We are subject to risks related to government contracts and related procurement regulations. Our contracts with federal, state, local and foreign government entities and agencies are subject to various procurement regulations and other requirements relating to their formation, administration and performance. Government contracts expose us to a variety of risks that differ from those associated with private sector contracts. Various statutes to which our operations are subject, including, among others, the Davis- Bacon Act (which regulates wages and benefits), the Walsh- Healy Act (which prescribes a minimum wage and regulates overtime and working conditions), Executive Order 11246 (which establishes equal employment opportunity and affirmative action requirements) and the Drug- Free Workplace Act, provide for mandatory suspension and / or debarment of contractors in certain circumstances involving statutory violations. In addition, the Federal Acquisition Regulation and various state statutes provide for discretionary suspension and / or debarment in certain circumstances that might call into question a contractor' s willingness or ability to act responsibly, including as a result of being convicted of, or being found civilly liable for, fraud or a criminal offense in connection with obtaining, attempting to obtain or performing a public contract or subcontract. The scope and duration of any suspension or debarment may vary depending upon the facts and the statutory or regulatory grounds for debarment and could have a material adverse effect on our financial position, results of operations, cash flows and liquidity. Government contracts are subject to specific procurement regulations, contract provisions and a variety of socioeconomic requirements relating to their formation, administration, performance and accounting and often include 12express or implied certifications of compliance. Claims for civil or criminal fraud may be brought for violations of regulations, requirements or statutes. We may also be subject to qui tam litigation brought by private individuals on behalf of the government under the Federal Civil False Claims Act, which could include claims for up to treble damages. Further, if we fail to comply with any of the regulations, requirements or statutes or if we have a substantial number of accumulated Occupational Safety and Health Administration, Mine Safety and Health Administration or other workplace safety violations, our existing government contracts could be terminated and we could be suspended from government contracting or subcontracting, including federally funded projects at the state level. Should one or more of these events occur, it could have a material adverse effect on our financial position, results of operations, cash flows and liquidity** . The timing of new contract starts, including delays, cancellations and scope alternations, 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. 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 guaranteed receipt of any corresponding revenue. Finally, the winding down or completion of work on significant projects could reduce our revenue and earnings if these projects have not been replaced. We are vulnerable to the cyclical nature of the markets we serve. The demand for our services is dependent upon the existence of projects with construction needs. Our customers' interest in approving new projects, budgets for capital expenditures and need for our services may be adversely affected by, among other things, poor economic conditions, including an economic recession, low oil prices, political uncertainties and currency devaluations. Customers may be selective in how they allocate and expend their capital, which could result in a reduction of the number of projects we may bid on and win. Many of the industries that we serve are vulnerable to general downturns, which in turn could materially and adversely affect the demand for our services. ~~15Demand~~ -- **Demand** for our services may increase or 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 has historically 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, 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. 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. ~~Adverse~~ **13Adverse** credit and financial market conditions could impair our, our customers' and our partners' borrowing capacity, which could negatively affect us. Our ability to generate cash is important for the funding of our operations, investing in ventures, the servicing of our indebtedness ~~, paying dividends~~ and making acquisitions. To the extent that existing cash balances and operating cash flow, together with borrowing capacity under our credit facilities, are insufficient to make investments or acquisitions or provide needed working capital, we may require additional financing from other sources. Our ability to obtain such additional financing will depend upon prevailing capital market conditions, including those arising due to events occurring in our industry, as well as conditions in our business and our operating results; and those factors may affect our efforts to negotiate terms that are acceptable to us. Furthermore, if global economic, industry, political or other market conditions adversely affect the financial institutions that provide credit to us, it is possible that our ability to establish or draw upon our credit facilities may be impacted. In addition, a downgrade in our credit rating could increase the cost of our borrowings or their refinancing, limit access to sources of financing or lead to other adverse consequences. If adequate funds are not available, or are not available on acceptable terms, we may be unable to make future investments, take advantage of acquisitions or other opportunities or respond to competitive challenges. In addition, adverse credit and financial market conditions also adversely affect our customers' and our partners' borrowing capacity, which could result in contract cancellations or suspensions, project award and execution delays, payment delays or defaults by our customers. These disruptions could materially impact our ~~backlog~~ **Backlog** and profits. If we extend a significant portion of credit to our customers or projects in a specific geographic region or industry, we may experience higher levels of collection risk or non-payment if those customers are impacted by factors specific to their geographic industry or region. The nature of our contracts subjects us to risks associated with delays and cost overruns, which may not be recoverable and may result in reduced profits or losses that could have a material impact on us. Because our projects are often technically complex, with multiple phases occurring over several years, we incur risks in our project execution activities. These risks could result in project delays, cost overruns or other problems and can include the following: ● Incorrect assumptions related to productivity, scheduling estimates or future economic conditions, including with respect to the impacts of inflation ~~contracts~~ ; ● Unanticipated technical problems, including design or engineering issues; ● Inaccurate representations of site conditions and unanticipated changes in the project execution plan; ● Project modifications creating unanticipated costs or delays and failure to properly manage project modifications; ~~16~~ ● Inability to achieve guaranteed performance or quality standards with regard to engineering, construction or project management obligations; ● Insufficient or inadequate project execution tools and systems needed to record, track, forecast and control cost and schedule; ● Reliance on historical cost and / or execution data that is not representative of current or future economic and / or execution conditions; ● Failure to accurately estimate the timing and cost of projects, including due to inflation, supply chain disruption, rising construction costs or unforeseen increases in the cost of labor; ● Unanticipated increases in the cost of raw materials, components or equipment, including due to inflation or the imposition of import tariffs; ● Failure to properly make judgments in accordance with applicable professional standards, including engineering standards; ● Failure to properly assess and update appropriate risk mitigation strategies and measures; **14** ● Difficulties related to the performance of our customers, partners, subcontractors, suppliers or other third parties; ● Delays or productivity issues caused by weather; and ● Changes in local laws or difficulties or delays in obtaining permits, rights of way or approvals. These and other risks may result in our failure to achieve contractual cost or schedule commitments, safety performance, overall customer satisfaction or other performance criteria. As a result, we may receive lower fees or lose our ability to earn incentive fees. In other cases, our fee will not change but we will have to continue to perform work without additional fees until the performance criteria is achieved. We may also be required to pay liquidated damages if we fail to complete a project on schedule. In addition, if we, **subcontractors, suppliers** or **other** third parties ~~working~~ **performing work or services** on our behalf or supplying equipment or material on our behalf, fail to meet guaranteed performance or quality standards, we may be held responsible under the guarantee or warranty provisions of our contract for cost impact to the customer, generally in the form of contractually agreed- upon liquidated damages or an obligation to re- perform work. To the extent these events occur, the total cost to the project (including any liquidated damages we become liable to pay) could be material and could, in some circumstances, equal or exceed the full value of the contract. In such events, our financial condition or results of operations could be materially and negatively impacted. If we are unable to accurately estimate contract risks, revenue or costs, economic factors such as inflation, the timing of new awards or the pace of project execution, we may incur a loss or achieve lower than anticipated profit. Accounting for contract- related revenue and costs requires management to make significant estimates and assumptions that may change substantially throughout the project lifecycle, which could result in a material impact to our consolidated financial statements. In addition, cost overruns, including unanticipated cost increases on fixed price contracts could result in lower profits or losses. Economic factors, including inflation, could also subject us to higher costs, which we may not be able to fully recover in future projects that we are bidding, and could also decrease profit on our existing contracts, in particular with respect to fixed price contracts. Changes in laws, policies or regulations, including tariffs and taxes, could impact the prices for materials or equipment. Further, our results of operations have historically fluctuated, and may continue to fluctuate, quarterly and annually depending on when new awards occur and the commencement and progress of work on projects already awarded. ~~17We~~ **We** may incur higher costs to lease, acquire and maintain equipment necessary for our operations. 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. If market rates for rental equipment increase, our margins for the project may be reduced. In addition, our equipment requires continuous 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. We use certain commodity products that are subject to significant price fluctuations. We use certain commodity products that are subject to significant price fluctuations. We are exposed to various commodity price risks, including, but not limited to, diesel fuel, natural gas, propane, steel, cement and liquid asphalt arising from transactions that are entered into in the normal course of business. We use petroleum based products, such as fuels, lubricants and liquid asphalt, to power or lubricate our equipment, and as a significant ingredient in the asphaltic concrete we manufacture for sale to third parties and use in our asphalt paving construction projects. We also use steel and other commodities in our construction projects that can be subject to significant price fluctuations. In order to manage or reduce commodity price risk, we monitor the costs of these commodities at the time of bid and price them into our contracts accordingly. Additionally, some of our contracts may include commodity price escalation clauses that partially protect us from increasing prices. We may enter into supply agreements or pre- purchase commodities to secure pricing and may use financial contracts to further manage price risk. Significant price fluctuations could have a material adverse effect on financial position, results of operations, cash flows and ~~liquiditySupply~~ **liquidity15Supply** chain interruptions, including availability of materials, products or equipment, may have a negative impact on our ability to complete projects. Our ability to complete projects may be affected by supply chain disruptions. We source input materials, including raw materials, products and **/** or equipment, from domestic **and international** suppliers ~~and suppliers from~~ **. While we take steps to secure delivery of** ~~other~~ -- **the** ~~geographies~~ **raw materials, products, and / or equipment necessary for our business operations, those measures may prove to be inadequate due to supply chain disruptions and may have a negative impact on our ability to complete projects** . In some cases, the downstream effect of supply chain issues will be compounded by delays impacting our suppliers. Some of our contracts have penalties for late completion. In some instances, we guarantee that we will complete a project by a certain date. If we subsequently fail to complete the project as scheduled, we may be held responsible for costs resulting from the delay, generally in the form of contractually agreed- upon liquidated damages. To the extent these events occur, the total cost of the project could exceed our original estimate and we could experience reduced profits or a loss on the project, which could result in a material adverse impact to our financial position, results of operations, cash flows and liquidity. 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 heat, wind, snow, ice ~~and~~ **,** 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. ~~18Climate~~ -- **Climate** change and related environmental issues could have a material adverse impact on us. Climate change related events, such as increased frequency and severity of storms, floods, wildfires, droughts, hurricanes, freezing conditions and other natural disasters, may have a long- term impact on our business, financial condition and results of operation. While we seek to mitigate our business risks associated with climate change, we recognize that there are inherent climate related risks regardless of where we conduct our businesses. For example, a catastrophic natural disaster could negatively impact any of our office locations and the locations of our customers **or projects** , has the potential to disrupt our and our customers' businesses and may cause us to experience work stoppages, supply chain disruptions, project delays, financial losses and additional costs to resume operations, including increased insurance costs or loss of cover, legal liability and reputational losses. Further, the risks caused by climate change span across the full spectrum of the industries we serve. The direct physical risks that climate change poses through chronic environmental changes, such as rising sea levels and temperatures, and acute events, such as hurricanes, droughts and wildfires, is common to each of these industries. Our customers could face increased costs to maintain their assets, which could result in reduced profitability and fewer resources for strategic investment. These types of physical risks could in turn lead to transitional risks (i. e., the degree to which society responds to the threat of climate change). For example, growing concerns about climate change may result in legislation, international protocols or treaties, regulation or other restrictions on greenhouse gas emissions or that otherwise seek to address climate change that could affect our customers, including those who (a) are involved in the exploration, production or refining of fossil fuels, (b) emit greenhouse gases through the combustion of fossil fuels or (c) emit greenhouse gases through the mining, manufacture, utilization or production of materials or goods. Such legislation or restrictions could increase the costs of projects for us and our customers or, in some cases, prevent a project from going forward, thereby potentially reducing the need for our services, which would in turn have a material adverse impact on us. We cannot predict when or whether any of these legislative proposals may become law or what effect will be on us and our customers. 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~~ **16periodically** there are shortages of engineers, project managers, field supervisors and other skilled workers capable of working on and supervising construction projects, 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 and / 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. We 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. ~~19Our~~ -- **Our** employees work on projects that are inherently dangerous and in locations where there are high security risks, and a failure to maintain a safe work site could result in significant losses. We often work on complex projects, frequently in geographically remote or high- risk locations that are subject to political, social or economic risks or civil unrest. In those locations where we have employees or operations, we may expend significant efforts and incur substantial security costs to maintain safety. In addition, our project sites can place our employees and others near large equipment, dangerous processes or substances or highly regulated materials and in challenging environments. Safety is a primary focus of our business and is critical to our reputation and performance. Many of our customers require that we meet certain safety criteria to be eligible to bid on contracts, and some of our contract fees or profits are subject to satisfying safety criteria. Unsafe work conditions also have the potential of increasing employee turnover, increasing project costs and raising our operating costs. If we fail to implement appropriate safety procedures and / or if our procedures fail, our employees or others may suffer injuries or loss of life, the completion of a project could be delayed and we could experience investigations or litigation. Although we have a safety function to implement effective health, safety and environmental procedures throughout our company, the failure to comply with such procedures, customer contracts or applicable regulations could subject us to losses and liability. Despite these activities we cannot guarantee the safety of our personnel, nor can we guarantee our work, equipment or supplies will be free from damage. We 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. 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. We are dependent upon suppliers and subcontractors to complete many of our contracts. Some of the work performed under our contracts is performed by third- party subcontractors. We also rely on third- party suppliers to provide certain equipment and materials used for projects. If we are unable to hire qualified ~~subcontractors~~ **17subcontractors** or find qualified suppliers, our ability to successfully or timely complete a project could be impaired. If the amount we are required to pay for subcontractors or equipment and supplies exceeds what we have estimated, we may suffer losses on these contracts. If a supplier or subcontractor fails to provide supplies, technology, equipment or services as required under a contract to us, our joint venture partner, our customer or any other party involved in the project, or provides supplies, technology, equipment or services that are not an acceptable quality, we may be required to source those supplies, technology, equipment or services on a delayed basis or at a higher price than anticipated, which could impact our profitability. In addition, faulty workmanship, equipment or materials could impact the project, resulting in claims against us for failure to meet required project specifications. These risks may be intensified during an economic downturn if these suppliers or subcontractors experience financial difficulties or find it difficult to obtain sufficient financing to fund their operations or access to bonding and are not able to provide the services or supplies necessary for our business. In addition, in instances where we rely on a limited number of suppliers or subcontractors, there may be no available replacement technology, equipment, materials or services on a timely basis or at the costs we had anticipated. A failure by a third- party subcontractor or supplier to comply with applicable laws, rules or regulations could negatively impact our business and reputation and could result in fines, penalties or suspension. ~~20Our~~ -- **Our** participation in joint ventures exposes us to liability and / or harm to our reputation for failures by our partners. As part of our business, we enter into joint venture arrangements, typically to jointly bid on and execute particular projects, thereby reducing our risk profile while enhancing execution capabilities and increasing surety bonding capacity. Success on these joint projects depends in large part on whether our joint venture partners satisfy their contractual obligations. Generally, we and our joint venture partners are jointly and severally liable for all liabilities and obligations of our joint ventures. If a joint venture partner fails to perform or is financially unable to bear its portion of required capital contributions or other obligations, including liabilities stemming from lawsuits, we could be required to make additional investments, provide additional services or pay more than our proportionate share of a liability to make up for our partner' s shortfall. Further, if we are unable to adequately address our partner' s performance issues, the customer may terminate the project, which could result in legal liability to us, harm our reputation, reduce our profit on a project or result in a loss. Employee, agent or partner misconduct or our overall failure to comply with laws or regulations could impair our ability to compete for contracts. Misconduct, fraud, non- compliance with applicable laws and regulations or other improper activities by one of our employees, agents or partners could have a significant negative impact on our business and reputation. Such misconduct could include the failure to comply with anti- corruption, export control and environmental regulations, federal procurement regulations, regulations regarding the pricing of labor and other costs in government contracts, regulations regarding the protection of sensitive government information, regulations on lobbying or similar activities, regulations pertaining to internal control over financial reporting and various other applicable laws or regulations. The precautions we take to prevent and detect fraud, misconduct or failures to comply with applicable laws and regulations may not be effective, and we could face unknown risks or losses. Failure to comply with applicable laws or regulations or acts of fraud or misconduct could subject us to fines and penalties, loss of security clearance and suspension or debarment from contracting with government agencies, which could weaken our ability to win contracts and have a material adverse impact on our revenues and profits. Changes in laws or regulations, or a failure to comply with any laws and regulations, may adversely affect our business, investments and results of operations. We are subject to laws and regulations enacted by national, regional and local governments. Compliance with, and monitoring of, applicable laws and regulations may be difficult, time consuming and costly. Those laws and regulations and their interpretation and application may also change from time to time and those changes could have a material adverse effect on our business, investments and results of operations. In addition, a failure to comply with applicable laws or regulations, as interpreted and applied, could result in fines, **revocation of operating licenses or permits,** injunctive relief or similar remedies **, as well as give rise to termination or cancellation rights under our contracts or disqualify from future bidding opportunities,** which could be costly to us or limit our ability to operate. ~~We~~ **18We** could be adversely affected by violations of the U. S. Foreign Corrupt Practices Act and similar worldwide anti- bribery laws. The U. S. Foreign Corrupt Practices Act and similar anti- bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments to officials or others for the purpose of obtaining or retaining business. While our policies mandate compliance with these anti- bribery laws, we operate in many parts of the world that have experienced corruption to some degree and, in certain circumstances, strict compliance with anti- bribery laws may conflict with local customs and practices. We train our personnel concerning anti- bribery laws and issues, and we also inform our partners, subcontractors, suppliers, agents and others who work for us or on our behalf that they must comply with anti- bribery law requirements. We also have procedures and controls in place to monitor compliance. However, there is no assurance that our internal controls will always protect us from the possible reckless or criminal acts committed by our employees or agents. If we are found to be liable for anti- bribery law violations (either due to our own acts or our inadvertence, or due to the acts or inadvertence of others including our partners, agents, subcontractors or suppliers), we could suffer from criminal or civil penalties or other sanctions, including contract cancellations or debarment, and damaged reputation, any of which could have a material adverse effect on our business. Litigation or investigations relating to alleged or suspected violations of anti- bribery laws, even if ultimately such litigation or investigations demonstrate that we did not violate anti- bribery laws, could be costly and could distract management. ~~21During~~ -- **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. Systems and information technology interruption and breaches in data security and / or privacy could adversely impact our ability to operate and negatively impact our results of operations. We rely on computer, information and communication technology and other related systems, some of which are hosted by third party providers, for various business processes and activities, including project management, accounting, financial reporting and business development. These systems have been and may, in the future, be subject to interruptions or damage by a variety of factors including, but not limited to, cyber- attacks and ransomware, natural disasters, power loss, telecommunications failures, acts of war, computer viruses, email phishing, corporate espionage, obsolescence and physical damage. Such interruptions can result in a loss of critical data, a delay in operations, damage to our reputation or an unintentional disclosure of customer confidential or personally identifiable information, any of which could have a material adverse impact on us and our operating results. Cybersecurity risks include potential attacks on both our information technology infrastructure and those of third parties (both on premises and in the cloud) attempting to gain unauthorized access to our confidential or other proprietary information, classified information or information relating to our employees, customers and other third parties. We dedicate considerable attention and resources to the safeguarding of our information technology systems. Nevertheless, due to the evolving nature, persistence, sophistication and volume of cyber- attacks, we may not be successful in defending our systems against all such attacks. Consequently, we have employed, and may need to continue to employ, significant resources to remediate the impact of, or further mitigate the risk of, such an attack. Any successful cyber- attack can result in the criminal, or otherwise illegitimate use of, confidential data, including our data or third- party data for which we have the responsibility for safekeeping. Additionally, such an attack could have a material adverse impact on our operations, reputation and financial results. In addition, various privacy ~~and~~ **19and** security laws and regulations requiring us to protect sensitive and confidential information from disclosure continue to evolve and pose increasingly complex compliance challenges. Compliance with evolving data privacy laws and regulations may cause us to incur additional costs, and any violation could result in damage to our reputation and / or subject us to fines, payment of damages, lawsuits and restrictions on our use of data, which could have a material adverse impact on our results of operations. ~~22Our~~ -- **Our** inability to recover on contract modifications against project owners or subcontractors for payment or performance could negatively affect our business. We periodically present contract modifications to our customers and subcontractors 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 inability to recover contract modifications could have a negative impact on our financial condition, results of operations and cash flows. Our failure to adequately recover on affirmative claims brought by us against project owners or other project participants for additional contract costs could have a negative impact on our liquidity and future operations. In certain circumstances, we assert affirmative claims to which we believe the Company is entitled against project owners, engineers, consultants, subcontractors or others involved in a project for additional costs exceeding the contract price or for amounts not included in the original contract price. These types of affirmative claims occur due to matters such as, but not limited to, delays or changes from the initial project scope, or differing site conditions, incomplete or inaccurate plans and drawings, which may result in additional costs. Often, these affirmative claims can be the subject of lengthy arbitration or litigation proceedings, and it is difficult to accurately predict when and on what terms they will be fully resolved. The potential gross profit impact of recoveries for affirmative claims may be material in future periods when they, or a portion of them, become probable and estimable or are settled. When these types of events occur, we use working capital to cover cost overruns pending the resolution of the relevant affirmative claims and may incur additional costs when pursuing such potential recoveries. A failure to recover on these types of affirmative claims promptly and fully could have a negative impact on our financial position, results of operations, cash flows and liquidity. In addition, while customers and subcontractors may be obligated to indemnify us against certain liabilities, such third parties may refuse or be unable to pay us. We may experience delays and defaults in customer payments, and we may pay our suppliers and subcontractors before receiving payment from our customers for the related services, which could result in a material adverse effect on our business. 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 and financial performance. In addition, if customers fail to pay us for work we perform, we could experience a material adverse effect on our business and profitability. ~~23In~~ **The** COVID- 19 pandemic has adversely impacted,and could continue to adversely impact,our business,financial condition and results of operations.The COVID- 19 pandemic ~~has~~ **had** created volatility,uncertainty and economic disruption for the Company,our customers,subcontractors and suppliers and the markets in which we do business.The scope and impact of the COVID- 19 pandemic continues to evolve,and new strains of the COVID- 19 virus have emerged.As a result of the COVID- 19 pandemic,we have experienced delays in certain bidding activities and **contract awards and** also in legal proceedings and ~~settlement~~ **20settlement** discussions where we have claims against project owners or customers.Consequently,our ability to resolve and recover on these types of claims has been and may continue to be delayed,which may adversely affect our liquidity and financial results.It remains difficult to assess the full impact that the COVID- 19 pandemic may have on our business,including the impact of actions that may continue to be taken in response to the pandemic and the impacts that the pandemic will have on our employees,our operating segments and practices,our customers,subcontractors and suppliers and the regions that we serve,or on our financial condition and results of operations as a whole.The full impact depends on many factors that remain uncertain and subject to ongoing volatility,or that are not yet identifiable,and in many cases are out of our control.The COVID- 19 pandemic and the volatile economic conditions stemming from the pandemic,as well as reactions to future pandemics or resurgences of COVID- 19,could also aggravate or heighten the risks posed by other risk factors that we have identified herein,which in turn could materially and adversely affect our business,financial condition and results of operations.There may be other adverse consequences to our business,financial condition and results of operations from the spread of COVID- 19 that are not presently known or that have not yet become apparent.As a result,we cannot ~~we~~ provide any assurance that ~~if~~ the COVID- 19 pandemic ~~continues,it~~ would not have a further adverse impact on our business,financial condition and results of operations. **In** connection with acquisitions or divestitures, we may become subject to liabilities. In connection with any acquisitions, we may acquire liabilities or defects such as legal claims, including but not limited to third party liability and other tort claims, claims for breach of contract, employment- related claims, environmental liabilities, conditions or damage, permitting, regulatory or other compliance with law issues or tax liabilities. If we acquire any of these liabilities and they are not adequately covered by insurance or an enforceable indemnity or similar agreement from a creditworthy counterparty, we may be responsible for significant out- of- pocket expenditures. In connection with any divestitures, we may incur liabilities for breaches of representations and warranties or failure to comply with operating covenants under any agreement for a divestiture. We may also retain exposure on financial or performance guarantees, contractual, employment, pension and severance obligations or other liabilities of the divested business and potential liabilities that may arise under law because of the disposition or the subsequent failure of an acquiror. As a result, performance by the divested businesses or other conditions outside of our control could have a material adverse effect on our business, financial condition and results of operations. In addition, we may indemnify a counterparty in a divestiture for certain liabilities of the divested business or operations subject to the divestiture transaction. These liabilities, if they materialize, could have a material adverse effect on our business, financial condition and results of operations. 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 business strategy, we may 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 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~~ **and21** ● 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. ~~24Our~~ -- **Our** financial results are based upon estimates and assumptions that may differ from actual results. In preparing our consolidated 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 accounting principles. Often times, 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 use. Our reported results of operations could be adversely affected as a result of impairments of goodwill, other identifiable intangible assets or investments. When we acquire a business, we ~~may~~ 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. 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. Any impairment of the goodwill or identifiable intangible assets recorded in connection with could 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. 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. 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. 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, customer needs, customer 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. It is possible that such adjustments could be significant and could have an adverse effect on our business. ~~Our~~ **22Our** indebtedness could lead to adverse consequences or adversely affect our financial position and prevent us from fulfilling our obligations under such indebtedness, and any refinancing of this debt could be at significantly higher interest rates. Our indebtedness could have important consequences, including but not limited to: ● Increasing our vulnerability to general adverse economic and industry conditions; ~~25~~ ● Requiring us to dedicate a substantial portion of our cash flow from operations to servicing our debt, thereby reducing the availability of cash to fund working capital, capital expenditures, acquisitions and investments and other general corporate purposes; and ● Limiting our flexibility in planning for, or reacting to, challenges and opportunities, and changes in our businesses and the markets in which we operate. Our ability to service our debt will depend on our future operating performance and financial results, which may be subject to factors beyond our control, including general economic, financial and business conditions. If we do not have sufficient cash flow to service our debt, we may need to refinance all or part of our existing debt, borrow more money or sell securities or assets, some or all of which may not be available to us at acceptable terms or at all. In addition, we may need to incur additional debt in the future in the ordinary course of business. Our current debt and any future additional debt we may incur may impose significant operating and financial restrictions on us. A breach of any of these restrictions **, including restrictions related to debt covenants,** could result in a default. If a default occurs, the relevant lenders could elect to accelerate payments due. If our operating performance declines, or if we are unable to comply with any restrictions, we may need to obtain amendments to our credit agreements or waivers from the lenders to avoid default. These factors could have a material adverse effect on us. Our bonding requirements may limit our ability to incur indebtedness, which could 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, **past performance, credit rating,** tangible net worth ~~and~~ **,** amount of our indebtedness **, overall capacity of the surety market and other factors** . 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 new contracts if we cannot provide customers with letters of credit or performance or other bonds. For many of our customers, surety bonds provide an adequate form of security, but for some customers security in the form of a letter of credit may be required. Failure to provide either a bond or a letter of credit when required by a customer may result in our inability to compete for, win or retain a project. It can be difficult and expensive to obtain the insurance we need for our business operations. We maintain insurance both as a risk management strategy and to satisfy the requirements of many of our contracts. Although we have been generally able to cover our insurance needs, there can be no assurances that we can secure all necessary or appropriate insurance in the future or that such insurance can be economically secured. For example, catastrophic events can result in decreased coverage limits, more limited coverage or increased premium costs or deductibles. We also monitor the financial health of our insurance. If any of our third party insurers fail, abruptly cancel our coverage or otherwise cannot satisfy their obligations to us, then our overall risk exposure and operational expenses could increase and our business operations could be interrupted. ~~We~~ **23We** have international operations that are subject to foreign economic and political uncertainties and risks. Unexpected and adverse changes in the foreign countries in which we operate could result in project disruptions, increased cost and potential losses. Our business is subject to international economic and political conditions that may change for reasons that are beyond our control. Operating in the international marketplace exposes us to a number of risks including: ● Abrupt changes in government policies, laws, treaties (including those impacting trade), regulations or leadership; ● Embargoes or other trade restrictions, including sanctions; ~~26~~ ● Restrictions on currency movement; ● Tax or tariff changes and withholding requirements; ● Currency exchange rate fluctuations; ● Changes in labor conditions and difficulties in staffing and managing international operations, including logistical and communication challenges; ● U. S. government trade or other policy changes in relation to the foreign countries in which we operate; ● Other regional, social, political and economic instability, including recessions and other economic crises; ● Natural disasters and public health crises, including pandemics; ● Expropriation and nationalization of our assets; ● International hostilities; and ● Unrest, civil strife, acts of war, terrorism and insurrection. Our level of exposure to these risks may vary with each project, depending on the location of the project and its stage of completion. To the extent that our international business is affected by unexpected and adverse foreign economic and political conditions and risks, we may experience project disruptions and losses. Foreign currency risks could have an adverse impact on revenue, earnings and / or ~~backlog~~ **Backlog** . Our contracts may subject us to foreign currency risk, particularly when project revenue is denominated in a currency different than the expected costs. A project may be denominated in different currencies at various points in time as a project progresses. We may attempt to minimize our exposure to foreign currency risk by obtaining contract provisions that protect us from foreign currency fluctuations and / or by implementing hedging strategies utilizing derivatives. However, these actions may not always eliminate all foreign currency risk, and as a result, our profitability could be affected. In addition, the U. S. dollar value of our ~~backlog~~ **Backlog** may from time to time increase or decrease significantly due to foreign currency volatility. We may also be exposed to limitations on our ability to reinvest earnings from operations in one country to fund our operations in other countries. We could be adversely impacted if we fail to comply with domestic and international import and export laws. Our international operations require importing and exporting goods and technology across international borders on a regular basis. Our policies mandate strict compliance with U. S. and foreign international trade laws. To the extent we export technical services, data and products outside of the U. S., we are subject to laws and regulations governing international trade and exports. A failure to comply with these laws and regulations could result in civil or criminal sanctions, including the imposition of fines, the denial of export privileges and suspension or debarment from participation in **federal** ~~U. S. government~~ contracts. ~~Compliance~~ **24Compliance** 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 and regulations and changes in existing tax laws 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. In the ordinary course of our business, there are some 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 ~~27could~~ -- **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. Bank failures or intervention by banking regulators may have an adverse impact on our business. Bank failures or intervention by banking regulators with respect to bank closures, legislation or regulation, and reaction to systemic risk assessments in the national and international banking industries may adversely affect our access to capital, which may adversely impact our operational and financial results. Bank failures may cause financial losses where deposits are held in excess of ~~FDIC~~ **Federal Deposit Insurance Corporation** , or other, insured limits. Bank failures, or changes in legislation and regulation, may adversely impact other entities that would, in turn, impact us. If our joint venture partners, insurers, sureties, customers, suppliers, or other parties on whom we rely are affected by issues in the banking industry it may have an adverse impact on our operational and financial performance. Risks Relating **to Our SecuritiesWe** ~~Becoming a Public CompanyWe~~ are an " emerging growth company " and it cannot be ~~certain~~ **ascertained** ~~if~~ **whether** the reduced disclosure requirements applicable to emerging growth companies will make our Common Stock less attractive to investors. We are an " emerging growth company " as defined in **Section 2 (a) (19) of** the ~~JOBS~~ **Securities** Act. As an emerging growth company, we are only required to provide two years of audited financial statements and only two years of related selected financial data and management discussion and analysis of financial condition and results of operations disclosure. In addition, we are not required to obtain auditor attestation of its reporting on internal control over financial reporting, have reduced disclosure obligations regarding executive compensation and are not required to hold non- binding advisory votes on executive compensation. In addition, **Section 13 (a) of** the ~~JOBS~~ **Exchange** Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. ~~This allows~~ **We intend to take advantage of the extended transition period for adopting new or revised accounting standards under the JOBS Act as** an emerging growth company ~~to delay the adoption~~ **. As a result** of ~~these accounting standards until they would otherwise apply~~ **this election, our consolidated financial statements may not be comparable** to ~~private~~ companies **that comply with public company effective dates** . We cannot predict whether investors will find our Common Stock to be less attractive as a result of any reliance on these exemptions. If some investors find our Common Stock to be less attractive, there may be a less active trading market for our Common Stock and the price of our Common Stock may be more volatile. We will remain an emerging growth company until the earliest of: (i) the end of the fiscal year in which we have total annual gross revenue in excess of $ 1. 235 billion; (ii) the last day of our fiscal year following the fifth anniversary of the date on which we consummated our initial public offering (the " IPO ") (or December 31, 2026); (iii) the date on which we issue more than $ 1. 0 billion in non- convertible debt during the preceding three- year period; or (iv) the end of the fiscal year in which the market value of our Common Stock held by non- affiliates equals or exceeds $ 700 million as of the last business day of our most recently completed second fiscal quarter. Further, there is no guarantee that the exemptions **described above** available under the ~~JOBS~~ **Exchange** Act will result in significant savings. To the extent that we choose not to use exemptions from various reporting requirements under the ~~JOBS~~ **Exchange** Act, we will incur additional compliance costs, which may impact our financial condition. ~~An~~ **25An** established market for our securities may not **be sustained** ~~develop following consummation of the Business Combination~~ . An active trading market for our securities ~~may never develop or, if developed, it~~ may not be sustained. Additionally, as described further below, if our securities become delisted from NYSE for any reason, and are quoted on the OTC Bulletin Board, an inter- dealer automated quotation system for equity securities not listed on a national exchange, the liquidity and price of our securities may be more limited than if we were listed on NYSE or another national exchange. You may be unable to sell your securities unless a market can be established and sustained. The price of our securities may vary significantly due to a variety of reasons including but not limited to recession, shortages of durable and hard goods used at our properties, ~~semiconductors used in the equipment that powers the 28intellectual property that we develop,~~ changes in interest rates, natural disasters and general market or economic conditions. Additionally, the initial stockholders of Legato II (the " Initial Stockholders ") and current and former management control a majority of our shares ~~following consummation of the Business Combination, and a significant portion of these shares are subject to lockups~~ which will result ~~initially~~ in limited liquidity of our securities. This could subject our securities to additional volatility. NYSE may delist ~~our~~ **Southland' s** securities from trading on its exchange, which could limit investors' ability to make transactions in ~~our~~ **its** securities and subject **Southland** ~~our securities~~ to additional trading restrictions. Currently, our Common Stock and ~~Public~~ Warrants are publicly traded on NYSE. We may be unable to maintain the listing of our securities in the future. In order to continue listing our securities on NYSE, we will be required to maintain certain financial, distribution and stock price levels. If NYSE delists our securities from trading on its exchange and we are not able to list our securities on another national securities exchange, ~~we expect~~ our securities ~~could~~ **may** be quoted on an over- the- counter market. If this were to occur, we could face significant material adverse consequences, including: ~~•~~ **●** a limited availability of market quotations for our securities; ~~•~~ **●** reduced liquidity for our securities; ~~•~~ **●** a determination that our Common Stock is a " penny stock " which will require brokers trading in our Common Stock to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for our securities; ~~•~~ **●** a limited amount of news and analyst coverage; and ~~•~~ **●** a decreased ability to issue additional securities or obtain additional financing in the future. The National Securities Markets Improvement Act of 1996 **(the " NSMIA ")** , which is a federal statute ~~,~~ **that** prevents or preempts the states from regulating the sale of certain securities, which are referred to as " covered securities. " Since our Common Stock and Warrants are listed on NYSE, they are covered securities. Although the states are preempted from regulating the sale of covered securities, the **NSMIA** ~~federal statute~~ does allow the states to investigate companies if there is a suspicion of fraud, and, if there is a finding of fraudulent activity, then the states can regulate or bar the sale of covered securities in a particular case. Further, if our securities were no longer listed on NYSE, they would not be covered securities and would be subject to regulation in each state in which they are offered. The price of our securities may change significantly **,** and you could lose all or part of your investment as a result. The trading price of our securities is likely to be volatile. The stock market recently has experienced volatility. This volatility often has been unrelated or disproportionate to the operating performance of particular companies. You may not be able to resell your securities at an attractive price due to a number of factors ~~such as~~ **, including, but not limited to,** the following: ~~•~~ **●** results of operations that vary from the expectations of securities analysts and investors; ~~•~~ **●** results of operations that vary from those of our competitors; ~~•~~ **26 ●** the impact of the COVID **-** 19 pandemic and its **continued** effect on our business and financial conditions; ~~•~~ **●** changes in expectations as to our future financial performance, including financial estimates and investment recommendations by securities analysts and investors; ~~•~~ **●** declines in the market prices of securities generally; **●** ~~29 •~~ strategic actions by us or our competitors; ~~•~~ **●** announcements by our competitors of significant contracts, acquisitions, partnerships, other strategic relationships or capital commitments; ~~•~~ **●** any significant change in our management; ~~•~~ **●** changes in general economic or market conditions or trends in our industry or markets; ~~•~~ **●** changes in business or regulatory conditions, including new laws or regulations or new interpretations of existing laws or regulations applicable to our business **or industry** ; ~~•~~ **●** future sales of our Common Stock or other securities; ~~•~~ **●** investor perceptions or the investment opportunity associated with our securities relative to other investment alternatives; ~~•~~ **●** the public' s response to press releases or other public announcements, including our filings with the SEC; ~~•~~ **●** litigation **or other disputes** involving us, our industry or both, or investigations by regulators into our operations or those of our competitors; ~~•~~ **●** guidance, if any, that we provide to the public, any changes in ~~this~~ **such** guidance or our failure to meet ~~this~~ **such** guidance; ~~•~~ **●** the development and sustainability of an active trading market for our securities; ~~•~~ **●** actions by institutional or activist stockholders; ~~•~~ **●** changes in accounting standards, policies, guidelines, interpretations or principles; and ~~•~~ **●** other events or factors, including those resulting from natural disasters, war, acts of terrorism **, epidemics, pandemics** or responses to ~~these~~ **such** events. These broad market and industry fluctuations may adversely affect the market price of our securities, regardless of our actual operating performance. In addition, price volatility may be greater if the public float and trading volume of our securities is low. In the past, following periods of market volatility, stockholders have instituted securities class action litigation. If we were involved in securities litigation, it could have a substantial cost and divert resources and the attention of executive management from our business regardless of the outcome of such litigation. Future sales, or the perception of future sales, by the Company or our stockholders in the public market could cause the market price of our securities to decline. If we or our stockholders sell or indicate an intention to sell substantial amounts of our securities in the public market, the trading price of our securities could decline. In addition, shares underlying any outstanding options and restricted stock units will become eligible for sale if exercised or settled, as applicable, to the extent permitted by the provisions of various vesting agreements and Rule 144 of the Securities Act. All the shares of Common Stock reserved for issuance under our equity incentive plan are ~~expected to be~~ registered on Form S **-** 8 under the Securities Act and ~~become~~ **upon issuance, are** eligible for sale in the public markets, subject to Rule 144 limitations applicable to affiliates. If these shares are sold, or if it is perceived that they will be sold, in the public market, the trading price of our Common Stock could decline. **27The Initial Stockholders and Southland Members are not subject to contractual restrictions regarding the transfer of their shares of Common Stock. The market price of our Common Stock could decline if such holders sell their shares or are perceived by the market as intending to sell them. If securities analysts do not publish research or reports about our business or if they downgrade our stock or our sector, the price and trading volume of our securities could decline. The trading market for our securities will rely in part on the research and reports that industry or financial analysts publish about the Company or its business. We have no control over such analysts and their reports relating to our business. In addition, some financial analysts may have limited expertise with our model and operations. Furthermore, if one or more of the analysts who do cover the Company downgrade our securities or our industry, or the securities of any of our competitors, or publish inaccurate or unfavorable research about our business, the price of our securities could decline. If one or more of these analysts ceases coverage of the Company or fails to publish reports on it regularly, we could lose visibility in the market, which in turn could cause the price or trading volume of our securities to decline. Our actual operating and financial results in any given period may differ from guidance we provide to the public, including our most recent public guidance. From time to time, in press reports, SEC filings, public conference calls and other contexts, we have provided guidance to the public regarding current business conditions and our expectations for our future financial results. We expect that we will provide guidance periodically in the future. Such guidance would be based upon a number of assumptions, expectations and estimates that would be inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which would be beyond our control. In providing guidance, we would also make various assumptions with respect to our future business decisions, some of which will change. Our actual financial results, therefore, may vary from our guidance due to our inability to meet the assumptions upon which such guidance is based and the impact on our business of various risks and uncertainties described in these risk factors and in our public filings with the SEC. Variances between our actual results and our guidance may be material. To the extent that our actual financial results do not meet or exceed its guidance, the trading prices of our securities may be materially adversely affected. We do not intend to pay dividends for the foreseeable future. As a result, you will be relying solely on the appreciation in value of our securities to achieve a return on your investment. We intend to retain all of our earnings for the foreseeable future to finance the operation and expansion of our business and do not anticipate paying cash dividends on our securities. As a result, you can expect to receive a return on your investment in our securities only if the market price of such securities increases. We are a " controlled company " that could take advantage of exemptions to certain corporate governance requirements under NYSE rules in the future. We are a " controlled company " within the meaning of the NYSE listing standards. Under these rules, a company of which more than 50 % of the voting power is held by an individual, a group or another company is a " controlled company " and may elect not to comply with certain corporate governance requirements of the NYSE, including (i) the requirement that a majority of the board of directors consist of independent directors, (ii) the requirement that we have a nominating and corporate governance committee that is composed entirely of independent**

directors with a written charter addressing the committee' s purpose and responsibilities and (iii) the requirement that we have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee' s purpose and responsibilities. Although we meet the definition of a " controlled company, " we have determined at this time not to take advantage of this designation and comply with all the corporate governance rules applicable to listed companies that are not controlled companies. We may, however, determine to take advantage of these exemptions in the future. If we did, you would not have the same protections afforded to stockholders of companies subject to all of the corporate governance requirements of the NYSE. 28The Warrants may never be in the money, and may expire worthless. We believe the likelihood that Warrant holders will exercise their Warrants, and therefore the amount of cash proceeds that we would receive, is dependent upon the trading price of our Common Stock. To the extent the market price of our Common Stock remains below the exercise price of $ 11. 50 per share, we believe that Warrant holders will be unlikely to exercise their Warrants for cash, resulting in little or no cash proceeds to us for any such exercise. There is no way to ensure that the market price of our Common Stock will exceed the exercise price of the Warrants following the time they become exercisable and prior to their expiration. As a result, the Warrants may expire worthless, and we may not receive any proceeds from the exercise of the Warrants. If we do not maintain a current and effective prospectus relating to the Common Stock issuable upon exercise of the Warrants, holders will only be able to exercise such Warrants on a " cashless basis. " If we do maintain a current and effective prospectus relating to the Common Stock issuable upon exercise of the Warrants at the time that holders wish to exercise such Warrants, they will only be able to exercise them on a " cashless basis " provided that an exemption from registration is available. As a result, the number of shares of Common Stock that holders will receive upon exercise of the Warrants will be fewer than it would have been had such holder exercised his Warrant for cash. Further, if an exemption from registration is not available, holders would not be able to exercise on a cashless basis and would only be able to exercise their Warrants for cash if a current and effective prospectus relating to the Common Stock issuable upon exercise of the warrants is available. Under the terms of that certain Warrant Agreement (the " Warrant Agreement "), dated November 22, 2021, entered into between the Company and Equiniti Trust Company, LLC (f / k / a American Stock Transfer & Trust Company), as warrant agent, we have agreed to use our best efforts to meet these conditions and to file and maintain a current and effective prospectus relating to the Common Stock issuable upon exercise of the Warrants until the expiration of the Warrants. However, we cannot provide assurances that we will be able to do so. If we are unable to do so, the potential " upside " of the holder' s investment in our company may be reduced or the Warrants may expire worthless. An investor will only be able to exercise a Warrant if the issuance of shares of Common Stock upon such exercise has been registered or qualified or is deemed exempt under the securities laws of the state of residence of the holder of the Warrants. No Warrants will be exercisable and we will not be obligated to issue shares of Common Stock unless the shares of Common Stock issuable upon such exercise has been registered or qualified or deemed to be exempt under the securities laws of the state of residence of the holder of the Warrants. If the shares of Common Stock issuable upon exercise of the Warrants are not qualified or exempt from qualification in the jurisdictions in which the holders of the warrants reside, the Warrants may be deprived of any value, the market for the Warrants may be limited and they may expire worthless if they cannot be sold. We may amend the terms of the Warrants in a manner that may be adverse to holders with the approval by the holders of at least a majority of the then outstanding Warrants. Our Warrants have been issued in registered form under the Warrant Agreement. The Warrant Agreement provides that the terms of the Warrants may be amended without the consent of any holder to cure any ambiguity or correct any defective provision. The Warrant Agreement requires the approval by the holders of at least a majority of the then outstanding Warrants in order to make any change that adversely affects the interests of the registered holders. We may redeem unexpired Warrants prior to their exercise at a time that is disadvantageous to the holders, thereby making the Warrants worthless. We have the ability to redeem outstanding Warrants at any time after they become exercisable and prior to their expiration, at a price of $ 0. 01 per warrant, provided that the last reported sales price of Common Stock equals or exceeds $ 18. 00 per share (as adjusted for stock splits, stock dividends, reorganizations and recapitalizations) for any 20 trading days within a 30 **trading- day period commencing at any time after the Warrants become exercisable and ending on the third business day prior to proper notice of such redemption provided that on the date we give notice of redemption and 29**