





ABOUT NV5

NV5 Global, Inc. (NASDAQ: NVEE) (the “Company” or “NV5”) is a provider of professional and technical engineering and consulting solutions ranked #27 in the Engineering News-Record Top 500 Design Firms list. NV5 serves public and private sector clients in the infrastructure, utility services, construction, real estate, and environmental markets. NV5 primarily focuses on five business verticals: construction quality assurance, infrastructure engineering and support services, utility services, program management, environmental services, in addition to delivering geospatial services through its subsidiary, Quantum Spatial, Inc., the largest full-service geospatial solutions provider in North America. The Company operates out of more than 115 locations worldwide.

Additional information about NV5 and the services we provide can be found on the Company’s website at www.NV5.com.

FORWARD-LOOKING STATEMENTS

This report contains “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. The Company cautions that these statements are qualified by important factors that could cause actual results to differ materially from those reflected by the forward-looking statements contained in this report. Such factors include: (a) changes in demand from the local and state government and private clients that we serve; (b) general economic conditions, nationally and globally, and their effect on the market for our services; (c) competitive pressures and trends in our industry and our ability to successfully compete with our competitors; (d) changes in laws, regulations, or policies; and (e) the “Risk Factors” set forth in the Company’s most recent SEC filings.

All forward-looking statements are based on information available to the Company on the date hereof, and the Company assumes no obligation to update such statements, except as required by law.

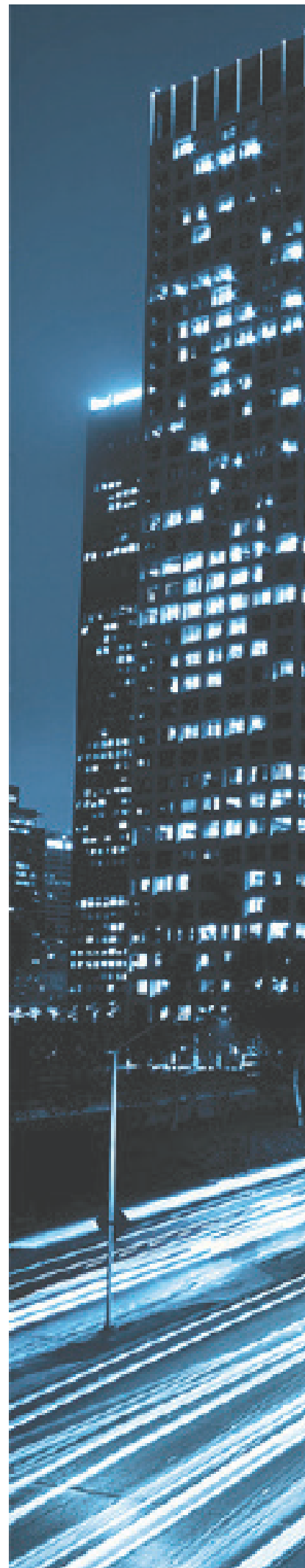
COVID-19

We previously disclosed certain forward-looking information about our future goals, targets, projections, estimates, and other future information. That forward-looking information was prepared as of an earlier date and did not take into account any potential impact of the coronavirus (COVID-19).

We cannot currently reasonably estimate the impact of COVID-19 on our future financial condition and results, but we anticipate that it will likely have a negative impact, including on the forward-looking information we previously disclosed. The extent to which COVID-19 could impact our business depends on future developments, which are highly uncertain and cannot be predicted and are outside of our control, including new information which may quickly emerge concerning the severity of the virus, the scope of the outbreak, and the actions to contain the virus or treat its impact, among others.

We remain committed to our plan and targets and are confident in the long-term prospects and performance of the company. However, given the uncertainty related to the COVID-19 pandemic, in May 2020 we withdrew previously provided guidance for fiscal 2020 and indicated that we may provide updated fiscal 2020 guidance if and when reliable information becomes available to management which makes such guidance meaningful to the Company’s stakeholders.

You may obtain copies of NV5’s Annual Report on Form 10-K without charge by contacting our Investor Relations Department via email at ir@nv5.com or via phone at **954.637.8048**.





DEAR STOCKHOLDERS,

2019 was another year of rapid growth for NV5, achieving 22% growth in gross revenues over 2018, while also strengthening our verticals and entering exciting new markets. Our ongoing success is due to the talent and dedication of our 3,377 employees, the support of our stockholders, and the partnerships we have developed with our valued clients.

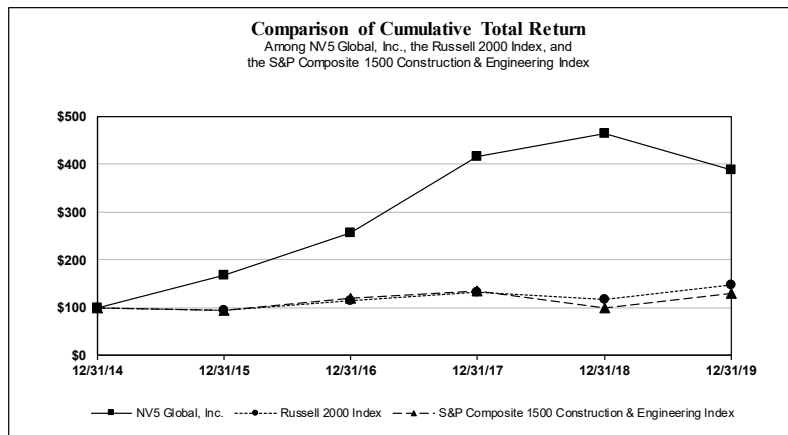
We took significant steps throughout 2019 to prepare the organization for sustainable growth and expansion in 2020 and beyond. We entered the coveted geospatial solutions market with the acquisition of Quantum Spatial, the nation's current largest provider of geospatial data solutions. We expect great things from this expansion of our service portfolio, as geospatial solutions is a rapidly-growing field with a large percentage of recurring revenue. In addition, geospatial data solutions offers significant barriers to entry and high-margin generation, and we see an opportunity to continue growing our position as the market leader in this business.

Quantum Spatial serves as the platform for our technology business, which will focus on technology solutions that offer high margins and growth rates, with significant barriers to entry.



NV5 entered into the high-growth Pacific Northwest market in 2019 with the acquisitions of GeoDesign and WHPacific giving us a solid foothold in the Infrastructure and Construction Quality Assurance verticals within the region. Quantum Spatial also boasts a significant presence in the Pacific Northwest, with two offices in Oregon, including its largest field office in Portland. NV5 now has a total of 14 offices in Washington, Oregon, and Idaho, and we expect the demand for infrastructure improvement and commercial development in the Pacific Northwest to be strong for years to come.

Our ENERGY 2021 initiative also made great strides in 2019, and we believe it is on track for delivering our goal of a \$250 million run rate in the utility sector by the end of 2021. Offerings within NV5's Utility Services vertical include services to mitigate fire risks, monitor construction quality, deliver energy efficiency, minimize environmental impacts, and improve reliability of electric and natural gas distribution.



Prepared by S&P Global Market Intelligence, a division of S&P Global Inc.

The foregoing graph and table compare the stockholder's cumulative total return, assuming \$100 invested at September 27, 2013 (the date of commencement of trading on NASDAQ), with all dividend reinvestment as if such amounts had been invested in (i) our common stock; (ii) the stocks included in the Russell 2000 Index, and (iii) the stocks included in the S&P Construction and Engineering Index. The comparisons reflected in the graph and table are not intended to forecast the future performance of our stock and may not be indicative of future performance.



WHAT WE HAVE ACHIEVED

In 2019, we completed nine strategic acquisitions, strengthening our verticals in key geographies, expanding into the Pacific Northwest market for engineering design, surveying, and construction quality assurance, and entering the high-growth geospatial services market as the nation's largest geospatial data solutions company.

STRENGTHEN VERTICALS 1	ENTER STRATEGIC MARKET 2	EXPAND PLATFORM 3								
<table border="1"> <tr> <td data-bbox="186 642 396 763"> Celtic Energy UTILITY SERVICES Energy Efficiency Services </td> <td data-bbox="408 642 606 763"> THE SEXTANT GROUP UTILITY SERVICES Technology Design <i>Differentiates MEP Offering</i> </td> </tr> <tr> <td data-bbox="186 778 396 929"> J.V. SURVEYING ENVIRONMENTAL Environmental Transactional in Arizona and California </td> <td data-bbox="408 778 606 929"> PAGE ONE CONSULTANTS, INC. CQA Testing, Inspection, and QA/QC in Florida </td> </tr> <tr> <td data-bbox="186 944 396 1095"> ALTA ENVIRONMENTAL ENVIRONMENTAL Environmental Compliance in California </td> <td data-bbox="408 944 606 1095"> FORENSICS DIVISION OF GHD CQA Forensics Consulting in Southeast US </td> </tr> </table>	 Celtic Energy UTILITY SERVICES Energy Efficiency Services	 THE SEXTANT GROUP UTILITY SERVICES Technology Design <i>Differentiates MEP Offering</i>	J.V. SURVEYING ENVIRONMENTAL Environmental Transactional in Arizona and California	 PAGE ONE CONSULTANTS, INC. CQA Testing, Inspection, and QA/QC in Florida	 ALTA ENVIRONMENTAL ENVIRONMENTAL Environmental Compliance in California	FORENSICS DIVISION OF GHD CQA Forensics Consulting in Southeast US	<p style="text-align: center;">HIGH-GROWTH PACIFIC NORTHWEST MARKET</p> <table border="1"> <tr> <td data-bbox="628 799 838 929"> GEODESIGN CQA Geotechnical Engineering and Construction QA/QC </td> <td data-bbox="850 799 1048 929"> WHPacific INFRASTRUCTURE Engineering Design and Surveying </td> </tr> </table>	 GEODESIGN CQA Geotechnical Engineering and Construction QA/QC	 WHPacific INFRASTRUCTURE Engineering Design and Surveying	<p style="text-align: center;">HIGH-MARGIN, HIGH-GROWTH GEOSPATIAL MARKET AND PLATFORM FOR TECHNOLOGY BUSINESS</p> <p style="text-align: center;"> quantum SPATIAL</p> <ul style="list-style-type: none"> » \$21.6 Billion Market » 15% Market Growth Rate » Market Leader » Recurring Business 71% Multi-Year Contracts 96% Revenue from Repeat Clients » Three Key Markets Federal State & Local Government Commercial (Largely Utilities) » Aligns well with Infrastructure and Utility Services Verticals
 Celtic Energy UTILITY SERVICES Energy Efficiency Services	 THE SEXTANT GROUP UTILITY SERVICES Technology Design <i>Differentiates MEP Offering</i>									
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 GEODESIGN CQA Geotechnical Engineering and Construction QA/QC	 WHPacific INFRASTRUCTURE Engineering Design and Surveying									

WHAT WE ARE PLANNING FOR THE FUTURE

Throughout the last ten years of rapid growth, we have remained true to our commitment of Delivering Solutions, Improving Lives. With 3,377 technical professionals in more than 115 offices we are well-positioned to deliver projects that positively impact the communities that we serve and improve the infrastructure that supports ongoing population growth. We will continue to strengthen our five verticals while driving organic growth and profitability through the pursuit of new opportunities and efficient project management. Investments in technologies and new capabilities have improved service delivery, strengthened cross-selling performance, and expanded data management capabilities that differentiate NV5 and deliver growth and margins above the industry average. We are excited about the momentum that we generated in 2019 and the opportunities that lie ahead in the new year.

Thank you for your continued support of NV5.

Sincerely,

Dickerson Wright, P.E.
Chairman and CEO

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended **December 28, 2019**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number 001-35849

NV5 Global, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

200 South Park Road, Suite 350, Hollywood, FL

(Address of principal executive offices)

45-3458017

(I.R.S. Employer Identification No.)

33021

(Zip Code)

Registrant's telephone number, including area code: (954) 495-2112

Securities Registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	NVEE	The NASDAQ Stock Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

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

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

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the last business day of the registrant's most recently completed second fiscal quarter was approximately \$838.6 million. For purposes of this computation, all officers, directors, and 10% beneficial owners of the registrant are deemed to be affiliates. Such determination should not be deemed to be an admission that such officers, directors, or 10% beneficial owners are, in fact, affiliates of the registrant.

As of February 19, 2020, there were 12,893,660 shares outstanding of the registrant's common stock, \$0.01 par value.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the 2020 definitive Proxy Statement are incorporated by reference into Part III of this Form 10-K.

NV5 GLOBAL, INC.
FORM 10-K ANNUAL REPORT
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Cautionary Statement about Forward Looking Statements

Our disclosure and analysis in this Annual Report on Form 10-K and in our 2019 Annual Report to Stockholders, including all documents incorporated by reference, contain “forward-looking” statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the Private Securities Litigation Reform Act of 1995. From time to time, we also provide forward-looking statements in other materials we release to the public, as well as oral forward-looking statements. Forward-looking statements include, but are not limited to, statements regarding our “expectations,” “hopes,” “beliefs,” “intentions,” or “strategies” regarding the future. In addition, any statements that refer to projections, forecasts, or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. We have tried, wherever possible, to identify such statements by using words such as “anticipate,” “believe,” “expect,” “intend,” “estimate,” “predict,” “project,” “may,” “might,” “should,” “would,” “will,” “likely,” “will likely result,” “continue,” “could,” “future,” “plan,” “possible,” “potential,” “target,” “forecast,” “goal,” “observe,” “seek,” “strategy” and other words and terms of similar meaning, but the absence of these words does not mean that a statement is not forward looking. The forward-looking statements in this Annual Report on Form 10-K reflect the Company’s current views with respect to future events and financial performance.

Forward-looking statements are not historical factors and should not be read as a guarantee or assurance of future performance or results, and will not necessarily be accurate indications of the times at, or by, or if such performance or results will be achieved. Forward-looking statements are based on information available at the time those statements are made or management’s good faith beliefs, expectations and assumptions as of that time with respect to future events. Because forward-looking statements relate to the future, they are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Important factors that could cause such differences include, but are not limited to:

- our ability to retain the continued service of our key professionals and to identify, hire and retain additional qualified professionals;
- changes in demand from the local and state government and private clients that we serve;
- general economic conditions, nationally and globally, and their effect on the demand and market for our services;
- fluctuations in our results of operations;
- the government’s funding and budgetary approval process;
- the possibility that our contracts may be terminated by our clients;
- our ability to win new contracts and renew existing contracts;
- our dependence on a limited number of clients;
- our ability to complete projects timely, in accordance with our customers’ expectations, or profitability;
- our ability to successfully execute our mergers and acquisitions strategy, including the integration of new companies into our business;
- our ability to successfully manage our growth strategy;
- our ability to raise capital in the future;
- competitive pressures and trends in our industry and our ability to successfully compete with our competitors;
- our ability to avoid losses under lump-sum contracts;
- the credit and collection risks associated with our clients;
- our ability to comply with procurement laws and regulations;

- changes in laws, regulations, or policies;
- the enactment of legislation that could limit the ability of local, state and federal agencies to contract for our privatized services;
- our ability to complete our backlog of uncompleted projects as currently projected;
- the risk of employee misconduct or our failure to comply with laws and regulations;
- our ability to control, and operational issues pertaining to, business activities that we conduct with business partners and other third parties;
- significant influence by our principal stockholder and the existence of certain anti-takeover measures in our governing documents; and
- other factors identified throughout this Annual Report on Form 10-K, including those discussed under the headings “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and “Business.”

There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties, or assumptions, many of which are beyond our control, that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. In light of these risks and uncertainties, there can be no assurance that the forward-looking information contained in this Annual Report on Form 10-K will in fact transpire or prove to be accurate. Readers are cautioned to consider the specific risk factors described herein and in Item 1A, *Risk Factors* of this Annual Report on Form 10-K, and not to place undue reliance on the forward-looking statements contained herein, which speak only as of the date hereof.

The Company undertakes no obligation to update or publicly revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required under applicable securities laws. All subsequent written or oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by this paragraph. You are advised, however, to consider any further disclosures we make on related subjects in our Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and our other filings with the Securities and Exchange Commission (the “SEC”). Also note that we provide a cautionary discussion of risks and uncertainties relevant to our business under Item 1A, *Risk Factors*, of this Form 10-K. We note these factors for investors as permitted by the Private Securities Litigation Reform Act of 1995. You should understand it is not possible to predict or identify all such factors.

References in this Annual Report on Form 10-K to “NV5 Global”, the “Company,” “we,” “us,” and “our” refer to NV5 Global, Inc., a Delaware corporation, and its consolidated subsidiaries.

PART I

ITEM 1. BUSINESS

Overview

NV5 Global is a leading provider of professional and technical engineering and consulting services, offering solutions to public and private sector clients in the infrastructure energy, construction, transportation, water, government, hospitality, education, healthcare, commercial and residential markets. With offices located throughout the United States and abroad, we help clients plan, design, build, test, certify, and manage a wide variety of projects. Our combined capabilities allow us to deliver cost-effective solutions.

We provide a wide range of services, including, but not limited to, construction quality assurance, surveying and mapping, design, consulting, program and construction management, permitting, planning, forensic engineering, litigation support, condition assessment and compliance certification. Our service capabilities are organized into six verticals:

- Infrastructure, engineering, and support services
- Construction quality assurance, testing, and inspection
- Program management
- Energy services
- Environmental services
- Geospatial solutions

As the needs of our clients have evolved and the Company has grown, we organized into two operating and reportable segments:

- *Infrastructure (INF)*, which includes our engineering, civil program management, construction quality assurance, testing and inspection, and geospatial solutions; and
- *Building, Technology & Sciences (BTS)*, which includes our energy, environmental, and building program management practices.

NV5 Global originally operated as "Nolte Associates, Inc." in California prior to its acquisition in 2010. The Company completed its initial public offering in March 2013 and has since expanded its scope and service offerings organically and through acquisitions. We are headquartered in Hollywood, Florida, and operate our business from over 115 locations in the U.S. and abroad. All of the Company's offices utilize its shared services platform, which consists of human resources, marketing, finance, information technology, legal, corporate development, and other resources. The platform is scalable and optimizes the performance and efficiency of our business as we grow. Our centralized shared services platform allows us to better manage our business through the application of universal financial and operational controls and procedures and increased efficiencies, and drives lower-cost solutions.

Our primary clients include United States federal, state, municipal, and local government agencies, and military and defense clients. We also serve quasi-public and private sector clients from the education, healthcare, energy, and public utility industries, including schools, universities, hospitals, health care providers, insurance providers, large utility service providers, and large to small energy producers.

During our 70 years in the engineering and consulting business, we have worked and continue to work with many clients including (in alphabetical order):

Airports

Boston Logan Airport, MA
Chicago O'Hare International Airport, IL
Dallas Fort Worth International Airport, TX
Fort Lauderdale Hollywood International Airport, FL
JFK International Airport, NY
McCarran International Airport, NV

Commercial

Bronx Zoo Astor Court Reconstruction, NY
Cleveland Museum of Art, OH
Las Vegas City Hall, NV
Manhattan Waterfront Greenway Improvement, NY
Massachusetts Division of Capital Asset Management, MA
Rose Bowl Stadium, CA

Miami International Airport, FL
Orlando International Airport, FL
San Diego International Airport, CA

Education and Public Institutions

Harvard University, MA
Michigan State University, MI
Princeton University, NJ
Rutgers University, NJ
Rice University, TX
Stanford University, CA
University of San Diego, CA
University of Illinois, IL
University of Iowa, IA
University of Maryland, MD
University of Massachusetts, MA
University of Miami, FL
University of Minnesota, MN
University of North Carolina, NC
University of Texas, TX
University of Utah, UT

Federal, State, Municipal and Local Government Agencies

Broward County, FL
California Department of Resources
City of Austin, TX
City of Bakersfield, CA
City of Carlsbad, CA
City of Colorado Springs, CO
City of Fresno, CA
City of Miami, FL
City of Oceanside, CA
City of Philadelphia, PA
City of Sacramento, CA
Imperial County, CA
Kentucky Commonwealth Office of Technology
Miami-Dade County, FL
Minnesota Department of Natural Resources
Montana Department of Natural Resources and Conservation
New York City Economic Development Corporation, NY
New York Department of Environmental Protection
New York City Housing Authority, NY
North Carolina Department of Information Technology
Oregon Geospatial Enterprise Office
Oregon LiDAR Consortium
San Diego County, CA
Santa Clara County Government, CA
U.S. Bureau of Land Management

The National World War II Museum, LA

Healthcare

Atrium Health, NC
Boston Children's Hospital, MA
Cleveland Clinic, OH
Tufts Medical Center, MA
University of Kansas Medical Center, KS

Hospitality

Wynn Resorts, NV & Macau

Military

Peterson Air Force Base, CO
U.S. Department of Defense
U.S. Department of Veteran Affairs

Power and Utilities

Florida Power and Light, FL
Minnesota Power, MN
New York Power Authority, NY
Portland General Electric, OR
Potomac Electric Power Company
Sabal Trail Transmission Company
San Diego Gas & Electric, CA
Southern California Gas Company, CA
Spectra Energy, TX

Transportation

California Department of Transportation, or Caltrans, CA
California High Speed Rail, CA
Caldecott Tunnel
Illinois Department of Transportation
Macau Light Rail System
Massachusetts Port Authority
New Jersey Department of Transportation, NJ
New Jersey Turnpike Authority, NJ
New Mexico Department of Transportation
New York Department of Transportation, NY
North Carolina Department of Transportation
Oregon Department of Transportation
Port Authority of New York and New Jersey
South Carolina Department of Transportation
Utah Department of Transportation, UT
Wisconsin Department of Transportation

Water

California Department of Water Resources
Colorado Water Conservation Board
Metropolitan Water District of Southern California, CA
National Oceanic and Atmospheric Administration (NOAA)
Poseidon Desalination Plant, CA

U.S. Department of Homeland Security
U.S. Environmental Protection Agency
U.S. Geological Survey (USGS)
Washington Department of Natural Resources

South Florida Water Management District, FL
Southwest Florida Water Management District

Competitive Strengths

We believe we have the following competitive strengths:

Organizational structure that enhances client service. We operate our business using a flat vertical structure organized by service offerings rather than a matrix structure organized by geography, which is common among our competitors. Our structure ensures that clients have access to the entire platform of services we offer and the most highly qualified professionals within those service verticals, regardless of the location of the project. Our most skilled engineers and professionals in each service sector work directly with the clients requesting those services, which facilitates relationship-based interactions between our key employees and our clients, and promotes long-term client relationships. In addition, our vertical structure encourages entrepreneurialism among our professionals.

Expertise in local markets. To support our vertical service model, we maintain over 115 locations in the United States and abroad. Each of our offices is staffed with licensed or certified professionals who understand the local and regional markets in which they serve. Our local professionals focus on client engagement within their local market while benefiting from the back-office support functions of our shared services platform.

Synergy among our service verticals. We create value for our clients and our shareholders by encouraging our professionals in different service verticals to work together to pursue new work, new clients, and to expand the range of services we can provide our existing clients. Our commitment to cross-selling minimizes our use of sub-consultants to meet our clients' needs and helps maximize organic growth.

Strong, long-term client relationships. By combining local market experience and providing our clients expert services in multiple verticals, we have developed strong relationships with our core clients. Some of our professionals have worked with key clients for decades, including government transportation agencies, public utilities and local or state municipalities. By serving as a long-term partner with our clients, we gain a deeper understanding of their overall business needs as well as the unique technical requirements of their projects.

Experienced, talented, and motivated employees. We employ licensed and experienced professionals with a broad array of specialties and a strong customer service orientation. Our senior staff have an average of more than 20 years of operating and management experience in the engineering and consulting industry. We prioritize the attraction, motivation, and retention of top professionals to serve our clients. Our compensation system includes performance-based incentives, including opportunities for stock ownership.

Industry-recognized quality of service. We have developed a strong reputation for quality service based upon our industry-recognized depth of experience, ability to attract and retain quality professionals, expertise across multiple service sectors, and our commitment to strategic growth. During the past several years, we have received many industry awards and national rankings, including:

- Engineering News-Record Top 500 Design Firms (#34 in 2019, #45 in 2018, #54 in 2017)
- Engineering News-Record Top 150 Global Firms (#70 in 2019, #87 in 2018, and #100 in 2017)
- Zweig Group Hot Firm List – (#1 in 2019, 2018 and 2017)
- Engineering News-Record Top 100 Pure Designers - (#18 in 2019, #25 in 2018)
- Environmental Business Journal Gold Achievement Award in Business Achievement (2018 and 2017)
- Fortune Magazine’s 100 Fastest Growing Firms List (2019 and 2018)
- Building Design + Construction Magazine’s Giants 300 Report - #5 (2019) and #9 (2018) Engineering/Architecture Firm
- Environmental Business Journal Achievement Award in Mergers & Acquisitions (2013-2018)
- American Consulting Engineers Council- New York Engineering Excellence Awards - 2018 Diamond Award for Freshkills Park Road Project
- Building Design + Construction Magazine’s Top 70 Hotel Engineering Firms (#1 in 2019, #2 in 2018)
- American General Contractors - New Mexico, 2018 Best Buildings Award for Gila Catwalk Trail
- 2018 Advisory Board at Harvard Graduate School of Design for Sustainable Infrastructure
- American Consulting Engineers – New York Engineering Excellence Awards – 2018 Platinum Award for Coastal Resiliency in Broad Channel Project
- Consulting-Specifying Engineer Magazine 2019 MEP Giants List - #17
- Consulting-Specifying Engineer Magazine 2019 Commissioning Giants List - #12

Growth Strategies

We intend to pursue the following growth strategies as we seek to expand our market share and position ourselves as a preferred, single-source provider of professional, engineering and technical consulting services to our clients:

Seek strategic acquisitions to enhance or expand our services offerings. We seek acquisitions that allow us to expand or enhance our capabilities in existing service offerings, or to supplement existing service offerings with new, closely related service offerings. In the analysis of new acquisitions, we pursue opportunities that provide the critical mass necessary to function as a profitable operation, that complement existing operations, and that have a strong potential for organic growth. We believe that expanding our business through strategic acquisitions will give us economies of scale in the areas of finance, human resources, marketing, administration, information technology, and legal, while also providing cross-selling opportunities among our service offerings. For information on our recent acquisitions, please refer to the “Recent Acquisitions” section included under Item 7. *Management’s Discussion and Analysis of Financial Condition and Results of Operations* included in this Annual Report on Form 10-K.

Continue to focus on public sector clients while building private sector client capabilities. We have historically derived the majority of our revenue from public and quasi-public sector clients. For the fiscal years 2019, 2018, and 2017, approximately 68%, 67%, and 68%, respectively, of our gross revenues was attributable to public and quasi-public sector clients. During unsteady economic periods, we have focused on public sector business opportunities resulting from public agency outsourcing. We are also positioned to address the challenges presented by the aging infrastructure system of the United States, and the need to provide solutions for transportation, energy, water, and wastewater requirements. However, we also seek to obtain additional clients in the private sector, which typically experiences greater growth during times of economic expansion, by networking, participating in certain organizations, and monitoring private project databases. We will continue to pursue private sector clients when such opportunities present themselves. We believe our ability to service the needs of both public and private sector clients gives us the flexibility to seek and obtain engagements regardless of the current economic conditions.

Strengthen and support our human capital. Our experienced employees and management team are our most valuable resources. Attracting, training, and retaining key personnel has been and will remain critical to our success. To achieve our human capital goals, we intend to remain focused on providing our personnel with entrepreneurial opportunities to expand our business within their areas of expertise. We will also continue to provide our personnel with personal and professional growth

opportunities, including additional training, performance-based incentives such as opportunities for stock ownership, and other competitive benefits.

Reportable Segments

The Company operations are organized into two reportable segments:

Infrastructure (INF) includes our engineering, civil program management, construction quality assurance, testing and inspection, and geospatial solutions.

Building, Technology & Sciences (BTS) includes our energy, environmental, and building program management practices.

On December 20, 2019, the Company acquired Geospatial Holdings, Inc. and its subsidiaries, including Quantum Spatial, Inc. (collectively "QSI"), a full-service geospatial solutions provider. QSI's financial results for the period subsequent to the acquisition are consolidated and reported under the Company's INF reportable segment. In the future, the Company may re-evaluate the structure of its internal organization as a result of the QSI acquisition.

Description of Services

Infrastructure (INF)

Infrastructure, Engineering, and Support Services

We provide our clients with a broad array of services in the areas of infrastructure, engineering, and support. Our integrated approach provides our clients with consistency and accountability for the duration of the project and allows us to create value by maximizing efficiencies of scale. Our services include:

Site selection and planning. The site selection phase includes access assessment, parcel identification, easement descriptions, land use permitting, pipeline routing analysis, site constraints analysis, surveying and mapping, and regulatory compliance.

Design. The design phase includes architecture, engineering, planning, urban design, landscape architecture, road design, grading design, alignment design, laydown design, station pad design, storm drain design, storm water management, water supply engineering, site planning and profile drawings, and construction cost estimating.

Water resources. We assist our clients with a variety of projects related to water supply and distribution (such as hydrogeological investigations and groundwater development), water treatment (including designing and implementing water reclamation, recycling, and reuse projects), and wastewater engineering (including wastewater facility master planning and treatment, designing and implementing collection, treatment and disposal systems, and water quality investigations).

Transportation. We provide our clients with services related to street and roadway construction (including alignment studies, roadway inspections, and traffic control planning), the construction of highways, bridges and tunnels, and the development of rail and light rail systems.

Structural engineering. Our structural team provides design, inspection, rehabilitation, and seismic upgrade services that include structural analysis and design, plans, specifications and estimates, structural construction management, conceptual design studies, cost studies, seismic analysis, design and retrofit, structural evaluations, earthquake damage assessments, structural repair design, and regulatory agency permitting services. Examples of our projects include office and industrial facilities, major highway and railroad crossings, complex rail and light rail structures, and a wide range of water-related facilities.

Land development. We assist our clients with many of the front-end challenges associated with private and public land development, including planning, public outreach, sustainability, flood control, drainage, and landscaping.

Surveying. We are equipped to provide our clients with a full suite of traditional surveying techniques as well as cutting edge technology services, including high-definition surveying services / 3D laser scanning, and unmanned aerial vehicle LiDAR mapping. Our services can be used to determine current site condition, provide real-time infrastructure measuring and

mapping, preserve historic sites, aide in forensic and accident investigations, determine volume calculations, and conduct surveys for project progress.

Power delivery. Our power delivery services include both electrical power delivery (such as substation engineering, overhead and underground electrical transmission and distribution design, and site civil engineering) and gas distribution and transmission services (such as pipeline design, pipeline integrity evaluations, and regulator metering station design). These services facilitate the development of comprehensive plans and improvements that lead to lower operational costs and improved efficiency.

Building code compliance. We offer a broad array of outsourcing services, including building code plan review, code enforcement, permitting and inspections, and the administration of public works projects and building departments.

Geospatial solutions. We provide a full range of geospatial data analytic capabilities that leverage leading-edge remote sensing technology and proprietary solutions. Our proprietary and analytic solutions include autonomous solutions, subscription software, automated enrichment, proprietary algorithms, and cloud-based data engagement. We provide remote sensing and data analytics to enable asset management, reliability and maintainability of assets, safety, and predictive modeling. To take advantage of this growth market, during fiscal year 2019 we acquired Quantum Spatial a provider of geospatial solutions provider for government and commercial applications.

Other services. Through our geographic information system services, we can provide clients with ancillary services that include infrastructure management, property management, asset inventory, landscape maintenance, web-based mapping services, land use analysis, terrain analysis and visualization, suitability and constraints analysis, hydrology analysis, biological, agricultural and cultural inventories, population and demographic analysis, shortest path analysis, street grid density, transportation accessibility analysis, watershed analysis, floodplain mapping, groundwater availability modeling, flood insurance study preparation, risk and HAZUS mitigation assessment and analysis, mapping, data tracking, and data hosting.

Construction Quality Assurance

We provide construction quality assurance services, testing, and inspection with respect to diverse projects including professional sports stadiums, military facilities, cultural and performing arts centers, airports, hotels, hospitals and health care facilities, fire stations, major public and private universities, and K-12 school districts. We offer these services on an “a la carte” or integrated start-to-finish basis that is intended to guide a client through each phase of a construction project. Our construction quality assurance services generally include site inspections, audits, and evaluations of materials and workmanship necessary to determine and document the quality of the constructed facility. Before a project commences, we offer our clients a variety of assessment services, including environmental, geotechnical, and structural suitability. We perform these pre-construction evaluations in order to help detect any potential problems with the proposed site that could prevent or complicate the successful completion of the project. In addition, we evaluate the onsite building conditions and recommend the best methods and materials for site preparation, excavation, and building foundations.

During development, we help our clients design a comprehensive construction plan, including a summary of planned construction activities, sequence, critical path elements, interrelationships, durations, and terminations. Construction planning services may also include developing procedures for project management, the change order process, and technical records handling methodology. We offer inspection services for each phase of a project, including excavation, foundations, structural framing, mechanical heating and air conditioning systems, electrical systems, underground utilities, and building water proofing systems. Where applicable, we employ additional methods to test materials and building quality. We maintain contact with our clients’ managers and, as issues are detected or anticipated, help them identify the most appropriate, cost-effective solutions. We periodically provide construction progress inspections and assessment reports. When a project is complete, we prepare an evaluation report of the project and certify the inspections for the client. After construction, we offer periodic building inspection services to ensure that the building is maintained in accordance with applicable building codes and other local ordinances to maximize the life of the project. We also offer indoor environmental quality testing during this period.

Our services include:

Construction materials testing and engineering services. We provide materials testing services related to concrete, steel, and other structural materials used in construction. We are equipped to provide these services in fabrication plants, in our laboratories, and at the project or construction site itself. Our field personnel work directly under the supervision of licensed engineers and maintain individual licenses and certifications in their respective areas of expertise. All of our in-house laboratories are inspected routinely by agencies including or similar to the Cement and Concrete Reference Laboratory

("CCRL") of the National Institute of Standards and Measures. In addition, our laboratories participate in proficiency programs conducted by the CCRL and the American Association of State Highway & Transportation Officials.

Geotechnical engineering and consulting services. We provide a wide variety of geotechnical engineering and consulting services. These services allow our clients to determine whether sites are suitable for proposed projects and to design foundation plans that are compatible with project site and use conditions. We have experienced geotechnical engineers, geologists, and earth scientists who provide these services nationwide.

Forensic consulting. In the event of damage to a structure by natural or man-made causes, our professional staff is qualified to provide forensic consulting and analysis as well as expert witness services. We provide a wide variety of forensic consulting services, including studies related to water intrusion, building code compliance, and claims involving insurance.

Civil Program Management

Civil program management provides for transportation and water construction projects, including construction management. Our services consist of providing a wide variety of governmental outsourcing services and consulting services that assist organizations with compliance related to technical government regulations and industry standards. We offer a broad array of technical outsourcing services, including traffic studies. Our program management services are not at-risk services; they are performed under a unit price fee arrangement, which is not outcome-based.

Program management also includes project administration, including bid and award assessment, monitoring services for active projects, scheduling assistance, drawing review, permit, approval and review processing, contractor, designer and agency coordination, cost control management, progress payment management, change order administration, compliance inspections, constructability review, as needed, and evaluation of cost reduction methods.

The trend towards increased privatization of U.S. federal, state, and local governmental services presents an opportunity for our program management vertical. Faced with increased budgetary constraints and economic challenges, many governmental agencies now seek to outsource various services, including professional guidance for their building departments. For building departments specifically, we typically provide a turnkey solution in exchange for a percentage of the building permit fees collected or a minimum monthly retainer. The governmental agency retains any overage without any overhead costs associated with the fee charged. Outsourcing provides a positive source of revenue for us, while simultaneously increasing the efficiency and quality of service to the public. The governmental agency also gains flexible control of service levels without the challenges of government bureaucracy. Although we plan to grow our program management services organically through the numerous contacts and client relationships we have with U.S. federal, state and local governments, tribal nations, and educational institutions, we are also actively targeting acquisition opportunities that provide program management services.

Geospatial Solutions

Our geospatial solutions include a full-spectrum of geospatial data analytic capabilities that leverage leading-edge remote sensing technology and proprietary solutions. More specifically, our proprietary and analytic solutions include autonomous solutions, subscription software, automated enrichment, proprietary algorithms, and cloud-based data engagement. We provide remote sensing and data analytics to enable asset management, reliability and maintainability of assets, safety, and predictive modeling.

Our geospatial services assist utilities in vegetation management of assets (i.e., overhead power transmission and distribution lines). This entails providing data used by utilities to monitor and control vegetation growth potential close to their assets for regulatory compliance requirements which enhance visibility and long-term stability. The trend towards use of remote sensing and analytics by utilities is rapidly replacing 'boots on the ground' inspection with more reliable and accurate monitoring.

In addition, our geospatial mapping services includes topobathymetric nearshore analytics in analyzing nearshore underwater terrain (too shallow for sonar and not visible with topographic LiDAR). This service provides government agencies with data used in coastal management, floodplain analysis, environmental ecology, and hydrological resource management. We believe that climate change, extreme weather incidents, and water conservation efforts combine to make the data and services we provide invaluable to agencies that utilize these data sets produced by our geospatial mapping services.

Buildings, Technology & Sciences (BTS)

Buildings

Mechanical, Electrical, and Plumbing (MEP) Design. We design integrated facilities that reduce capital, energy, maintenance, and operations costs and use technologies to virtualize the building process and improve collaboration.

- Mechanical – HVAC system design, air quality management, building automation and control, and sustainability consulting
- Electrical – code consulting, infrastructure design, standby power, building automation, intelligent lighting control, and solar power
- Plumbing – needs analysis, system design, construction administration, and evaluation for fresh, waste, and water system design; gas supply systems; drainage systems; and water conservation and recovery

Commissioning. We provide our clients with a collaborative resource, ensuring that building owners and operators benefit from improved systems performance. Our proprietary Lifecycle Commissioning® is a systematic, engineering-based process that optimizes building efficiency from initial project concept to decommissioning. In addition, we provide retro-commissioning on existing facilities not originally commissioned which can result in energy consumption savings.

Energy Performance, Management, and Optimization. We assist building owners and operations in the reduction of both energy and operational costs. We help our clients to identify and implement energy performance strategies that improve operating efficiency and reduce greenhouse gas emissions, which entails load shaping and efficiency, fuel switching, aggregation, cogeneration and other renewable energy alternatives. Our energy performance services include energy master planning, energy assessments, integrated management of energy supply and demand, renewable energy, smart grid systems, cogeneration, load response strategies and systems, energy modeling and energy star.

Building Program Management. We provide services for vertical construction projects, including project controls and Building Information Modeling (BIM) services. The construction and program management phase includes plan review, bid and award assessment, monitoring services for active construction sites, scheduling assistance, drawing review, permit, approval and review processing, contractor, designer and agency coordination, cost control management, progress payment management, change order administration, compliance inspections, and evaluation of cost reduction methods.

We provide program management services, which primarily consist of pre-construction and construction consulting services that assist in owners representation. Our program management services are not at-risk services; they are performed under a unit price fee arrangement, which is not outcome-based.

Program management also includes project administration, including bid and award assessment, monitoring services for active projects, scheduling assistance, drawing review, permit, approval and review processing, contractor, designer and agency coordination, cost control management, progress payment management, change order administration, compliance inspections, constructability review, as needed, and evaluation of cost reduction methods.

Audiovisual Technology

Acoustical Design Consulting. We provide sound and noise isolation, vibration mitigation, and acoustical optimization services in sophisticated entertainment and hospitality environments.

Audiovisual – Security and Surveillance – IT – Data Center. We provide needs assessments, infrastructure design, systems design, construction monitoring, and acceptance testing.

Environmental Services

The environmental services we offer include occupational health, safety, and environmental consulting and testing as well as environmental transactional services. More specifically, our experts investigate and analyze environmental conditions both outside and inside a building, and recommend corrective measures and procedures needed to comply with work place occupational health and safety programs. Our occupational health and safety services include workplace safety audits, ergonomics studies, emergency preparedness plans and response services, and workplace monitoring in regulated industries. We also specialize in the provision of radiation exposure and protection services, as well as nuclear safety and industrial hygiene analyses.

Additional environmental services include hydrogeological modeling and environmental programs that assist our public agencies and private industry clients in compliance with state, federal, and local requirements for groundwater resource assessments; water resource planning, monitoring and environmental management of wastewater facilities; solid waste landfill investigations; permitting and compliance; storm water pollution; environmental impact statement support; agricultural waste management and permitting; and wetland evaluations.

Strategic Acquisitions

We maintain a full-time merger and acquisitions (“M&A”) initiative with executive personnel specifically dedicated to the identification of acquisition targets, exploration of acquisition opportunities, negotiation of terms, and oversight of the acquisition and post-acquisition integration process. Since 1993, our M&A team has completed over 100 transactions in the engineering and consulting industry. Over the course of these transactions, our M&A team has established extensive relationships throughout the industry and continues to maintain an established pipeline of potential acquisition opportunities.

We primarily seek acquisitions that allow us to expand or enhance our capabilities in our existing service offerings or to supplement our existing service offerings with new, closely-related service offerings. We pursue opportunities that provide the platform to function as a profitable stand-alone operation, are geographically situated to complement our existing operations, and are profitable with strong potential for organic growth. Acquisition targets must have an experienced management team that is compatible with our culture and thoroughly committed to our strategic direction. We believe we add value to the operations of our acquisitions by providing superior corporate marketing and sales support, cash management, financial controls, information technology, risk management and human resources support through a performance optimization process. Our performance optimization process, which was developed by our executives through their extensive experience acquiring and integrating companies, entails a review of both back office and operational functions in order to, among other things, identify how to improve:

- Inefficiencies related to the delivery of our services to customers
- Performance of a new acquisition through the integration of personnel into our organization
- Risk management of a new acquisition
- Integration of technology and shared services platforms
- Cross-selling opportunities to create synergies within our service offerings

For more information on our recent acquisitions, please refer to the “Recent Acquisitions” section included under Item 7. *Management’s Discussion and Analysis of Financial Condition and Results of Operations* and Note 6, *Business Acquisitions*, in the Notes to the Consolidated Financial Statements in this Annual Report on Form 10-K.

Key Clients and Projects

We currently serve approximately 12,000 different clients. Our ten largest clients accounted for approximately 19% of our gross revenues during the year ended December 28, 2019. No individual client represented more than 10% of our gross revenues during years 2019, 2018 or 2017. Although we serve a highly diverse client base, during years 2019, 2018, and 2017 approximately 68%, 67% and 68%, respectively, of our gross revenues was attributable to public and quasi-public sector clients.

Public sector clients include:

- U.S. federal, state, and local government departments, agencies, systems, and authorities
- Transportation agencies
- Educational systems
- Public housing authorities

Quasi-public sector clients include:

- Utility service providers
- Energy producers
- Healthcare providers

Of our private sector clients, our largest clients are construction engineering firms and institutional property owners.

Although we anticipate public and quasi-public sector clients will represent the majority of our revenues for the foreseeable future, we intend to continue expanding our service offerings to private sector clients. Historically, public and quasi-public sector clients have demonstrated greater resilience during periods of economic downturns, while private sector clients have offered higher gross profit margin opportunities during periods of economic expansion.

Marketing and Sales

We strive to position ourselves as a preferred, single-source provider of professional and technical consulting and certification services to our clients. We obtain client engagements primarily through business development efforts, cross-selling our services to existing clients, and maintaining client relationships, as well as referrals from existing and former clients.

Our business development efforts emphasize lead generation, industry group networking, and corporate visibility. Most of our business development efforts are led by members of our engineering and other professional teams who are also responsible for managing projects. Our business development efforts are further supported by our shared services marketing group, which consists of a seasoned marketing team and marketing support personnel located at our corporate headquarters and operating units.

As our service offerings continue expanding, we anticipate increasing our cross-selling opportunities. Currently, we are often able to offer our construction quality assurance services to clients in conjunction with our infrastructure, engineering, and support services. Another significant area of cross-selling has been our ability to leverage our electrical and gas design services throughout our national geographic network of offices by introducing our services to new utility service organizations.

We have observed a trend in the engineering and consulting industry which has shifted client relationships away from project-specific engagements and toward long-term, multi-project relationships. This shift requires that service providers commit considerable resources toward maintaining client relationships, including dedicating both technical and marketing resources tailored to the specific client's needs. We are committed to maintaining our client relationships by remaining responsive to our clients' needs and continuing to offer a broad range of quality service offerings and value added solutions.

Employees

As of December 28, 2019, we had 3,362 employees, including 3,066 full-time employees, which includes 759 licensed engineers and other professionals. We have been able to locate and engage highly qualified employees as needed and do not expect our growth efforts to be constrained by a lack of qualified personnel. We consider our employee relations to be good.

Competition

The engineering and consulting industry is highly fragmented and characterized by many small-scale companies that focus their operations on regional markets or specialized niche activities. As a result, we compete with a large number of regional, national, and global companies. The extent of our competition varies according to the particular markets and geographic area. The level and type of competition we face is also influenced by the nature and scope of a particular project.

Providers of engineering and consulting services primarily compete based on quality of service, relevant experience, staffing capabilities, reputation, geographic presence, stability, and price. Price differentiation remains an important element in competitive tendering and is the most significant factor in bidding for public sector consultancy contracts. The importance of the foregoing factors varies widely based upon the nature, location, and size of the project. We believe that certain economies of scale can be realized by service providers that establish a national reputation for providing engineering and consulting services in all six of the service verticals in which we do business. Since the demand for engineering and consulting services within each service offering is viewed as only moderately correlated with the demand for services within the other service offerings, we perceive that engineering and consulting firms can benefit considerably from diversified service offerings.

The number of competitors for any procurement can vary widely, depending upon technical qualifications, the relative value of the project, geographic location, financial terms, risks associated with the work, and any restrictions placed upon competition by the client. Our ability to compete successfully will depend upon the effectiveness of our marketing efforts, the strength of our client relationships, our ability to accurately estimate costs, the quality of the work we perform, our ability to hire and train qualified personnel, and our ability to obtain insurance.

We believe our principal publicly listed and private company competitors include the following firms (in alphabetical order): AECOM Technology Corporation (NYSE: ACM), AMEC plc (LSE: AMEC), Bureau Veritas (PAR: BVI), Hill International, Inc. (NYSE: HIL), Intertek Group plc (LSE: ITRK), Jacobs Engineering Group Inc. (NYSE: JEC), Stantec Inc. (TSE: STN), Terracon Consultants, Inc., Tetra Tech, Inc. (NASDAQ: TTEK), and Willdan Group (NASDAQ: WLDN).

Seasonality

Historically, our operating results in the months of November through March have generally been weaker compared to our operating results in other months primarily due to adverse weather conditions and the holiday season. As a result, our gross revenues and net income for the first and fourth quarters of our fiscal year may be lower when compared to our results for the second and third quarters of our fiscal year.

Insurance and Risk Management

We maintain insurance covering professional liability and claims involving bodily injury, property and economic loss. We consider our present limits of coverage, deductibles, and reserves to be adequate. Whenever possible, we endeavor to eliminate or reduce the risk of loss on a project through the use of quality assurance and control, risk management, workplace safety, and other similar methods.

Risk management is an integral part of our project management approach for lump-sum contracts and our project execution process. We have a risk management process group that reviews and oversees the risk profile of our operations. We also evaluate risk through internal risk analyses in which our management reviews higher-risk projects, contracts, or other business decisions that require corporate legal and risk management approval.

Regulation

We are regulated in a number of fields in which we operate. We contract with various U.S. governmental agencies and entities. When working with U.S. governmental agencies and entities, we must comply with laws and regulations relating to the formation, administration, and performance of contracts. These laws and regulations contain terms that, among other things:

- require certification and disclosure of all costs or pricing data in connection with various contract negotiations;
- impose procurement regulations that define allowable and unallowable costs and otherwise govern our right to reimbursement under various cost-based U.S. government contracts; and
- restrict the use and dissemination of information classified for national security purposes and the exportation of certain products and technical data.

We are also subject to the requirements of the U.S. Occupational Safety and Health Act ("OSHA") and comparable state statutes that regulate the protection of the health and safety of workers.

Internationally, we are subject to various government laws and regulations (including the Foreign Corrupt Practices Act ("FCPA") and similar non-U.S. laws and regulations), local government regulations, procurement policies and practices, and varying currency, political, and economic risks.

To help ensure compliance with these laws and regulations, our employees are sometimes required to complete tailored ethics and other compliance training relevant to their position and our operations.

Available Information

We use our website www.nv5.com as a channel of distribution of information about NV5 Global, although information contained on our website is not part of, or incorporated into, this Annual Report on Form 10-K. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are made available on our website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Our corporate governance documents, including our code of conduct and ethics, are also available on our website. In this Annual Report on Form 10-K, we incorporate by reference as identified herein certain information from parts of our proxy statement for our 2020 Annual Meeting of Stockholders, which we will file with the SEC and will be available, free of charge, on our website. Reports of our executive officers, directors and any other persons required to file securities ownership reports under Section 16(a) of the Exchange Act are also available on our website.

ITEM 1A. RISK FACTORS.

We operate in a changing environment that involves numerous known and unknown risks and uncertainties that could materially adversely affect our operations. The risks described below highlight some of the factors that have affected, and in the future could affect our operations and financial condition. Additional risks we do not yet know of or that we currently think are immaterial may also affect our business operations. If any of the events or circumstances described in the following risks actually occur, our business, financial condition or results of operations could be materially adversely affected.

The loss of key personnel or our inability to attract and retain qualified personnel could significantly disrupt our business.

As a professional and technical engineering and consulting solutions provider, our business is labor intensive and, therefore, our ability to attract, retain, and expand our senior management, sales personnel, and professional and technical staff is an important factor in determining our future success. The market for qualified scientists, engineers, and sales personnel is competitive and we may not be able to attract and retain such professionals. It may also be difficult to attract and retain qualified individuals in the timeframe demanded by our clients. Furthermore, some of our government contracts may require us to employ only individuals who have particular government security clearance levels. Our failure to attract and retain key individuals could impair our ability to provide services to our clients and conduct our business effectively. The loss of the services of any key personnel could adversely affect our business. We do not maintain key-man life insurance policies on any of our executive officers.

We depend on the continued services of Mr. Dickerson Wright, our Chairman and Chief Executive Officer. We cannot assure you that we will be able to retain the services of Mr. Wright.

We are dependent upon the efforts and services of Mr. Dickerson Wright, our Chairman and Chief Executive Officer, because of his knowledge, experience, skills, and relationships with major clients and other members of our management team. While we entered into an amended and restated employment agreement with Mr. Wright in November 2018 providing for a five-year term commencing August 2017, Mr. Wright may terminate the agreement upon sixty days' notice to us. The loss of the services of Mr. Wright for any reason could have an adverse effect on our operations.

Demand from our state and local government and private clients is cyclical and vulnerable to economic downturns. If the economy weakens or client spending declines, our financial results may be impacted.

Demand for services from our state and local government and private clients is cyclical and vulnerable to economic downturns, which may result in clients delaying, curtailing, or canceling proposed and existing projects. Our business traditionally lags the overall recovery in the economy and therefore, our business may not recover immediately when the economy improves. If the economy weakens or client spending declines further, then our revenue, profits, and overall financial condition may deteriorate.

Our state and local government clients may also face budget deficits that prohibit them from funding new or existing projects. In addition, our existing and potential clients may either postpone entering into new contracts or request price concessions. Difficult financing and economic conditions may cause some of our clients to demand better pricing terms or delay payments for services we perform, thereby increasing the average number of days our receivables are outstanding and the potential of increased credit losses on uncollectible invoices. Further, these conditions may result in the inability of some of our clients to pay us for services that we have already performed. If we are not able to reduce our costs quickly enough to respond to the revenue decline from these clients, our operating results may be adversely affected. Accordingly, these factors affect our ability to forecast our future revenue and earnings from business areas that may be adversely impacted by market conditions.

Worldwide economic uncertainties and specific conditions in the markets we address may adversely impact our operating results.

Over the past several years, the general worldwide economy has been affected, at various times, to slower economic activity, concerns about inflation and deflation, increased energy costs, international trade disputes and imbalances, and adverse business conditions. These conditions may make it difficult for our clients and vendors to accurately forecast future business activities, which could cause businesses to slow spending on services. Such conditions may also make it difficult for us to predict the short-term and long-term impacts of these trends on our business. We cannot predict the timing, strength or duration of any economic slowdown or subsequent economic recovery worldwide or in our industry, and any such economic slowdown could have any adverse effect on our results of operations.

Our revenue, expenses, and operating results may fluctuate significantly.

Our revenue, expenses, and operating results may fluctuate significantly because of numerous factors, some of which may contribute to more pronounced fluctuations in an uncertain global economic environment. In addition to the other risks described in this “Risk Factors” section, the following factors could cause our operating results to fluctuate:

- delays, increased costs, or other unanticipated changes in contract performance that may affect profitability, particularly with lump-sum contracts or contracts that have funding limits;
- seasonality of the spending cycle of our public sector clients, notably the U.S. federal government, the spending patterns of our private sector clients, and weather conditions;
- budget constraints experienced by our federal, state, and local government clients;
- our ability to integrate any companies that we acquire;
- the number and significance of client contracts commenced and completed during a quarter;
- the continuing creditworthiness and solvency of clients;
- reductions in the prices of services offered by our competitors; and
- legislative and regulatory enforcement policy changes that may affect demand for our services.

As a consequence, operating results for a particular future period are difficult to predict and, therefore, prior results are not necessarily indicative of results to be expected in future periods. Any of the foregoing factors, or any other factors discussed elsewhere herein, could have a material adverse effect on our business, results of operations and financial condition that could adversely affect our stock price.

We derive a majority of our gross revenues from government agencies, and any disruption in government funding or in our relationship with those agencies could adversely affect our business.

During fiscal 2019, approximately 68% of our gross revenues was attributable to public and quasi-public sector clients. A significant amount of our revenues are derived under multi-year contracts, many of which are appropriated on an annual basis. As a result, at the beginning of a project, the related contract may be only partially funded, and additional funding is normally committed only as appropriations are made in each subsequent year. These appropriations, and the timing of payment of appropriated amounts, may be influenced by numerous factors as noted below.

The demand for our government-related services is generally driven by the level of government program funding. Accordingly, the success and further development of our business depends, in large part, upon the continued funding of these government programs and upon our ability to obtain contracts and perform well under these programs. There are several factors that could materially affect our government contracting business, including the following:

- changes in and delays or cancellations of government programs, requirements, or appropriations;
- budget constraints or policy changes resulting in delay or curtailment of expenditures related to the services we provide;
- re-competes of government contracts;
- the timing and amount of tax revenue received by federal, state, and local governments, and the overall level of government expenditures;
- curtailment in the use of government contracting firms;
- delays associated with insufficient numbers of government staff to oversee contracts;
- the increasing preference by government agencies for contracting with small and disadvantaged businesses, including the imposition of set percentages of prime and subcontracts to be awarded to such businesses for which we would not qualify;
- competing political priorities and changes in the political climate with regard to the funding or operation of the services we provide;
- the adoption of new laws or regulations affecting our contracting relationships with the federal, state, or local governments;
- a dispute with, or improper activity by, any of our subcontractors; and
- general economic or political conditions.

These and other factors could cause government agencies to delay or cancel programs, to reduce their orders under existing contracts, to exercise their rights to terminate contracts, or not to exercise contract options for renewals or extensions. Any of these actions could have a material adverse effect on our revenue or timing of contract payments from these agencies.

A delay in the completion of the budget process of the U.S. government could delay procurement of our services and have an adverse effect on our future revenue.

We provide services to the U.S. federal government, if the U.S. government does not complete its budget process before its fiscal year-end on September 30, government operations are typically funded by means of a continuing resolution. Under a continuing resolution, the government essentially authorizes agencies of the U.S. government to continue to operate and fund programs at the prior year end but does not authorize new spending initiatives. When the U.S. government operates under a continuing resolution, or should appropriations legislation not be enacted prior to the expiration of such continuing resolution resulting in a partial shut-down of federal government operations, government agencies may delay the procurement of services, which could reduce our future revenue.

California state budgetary constraints may have a material adverse impact on us.

The state of California has historically been and is considered to be a key geographic region for our business, as approximately 27%, 30%, and 32% of our gross revenues during fiscal years 2019, 2018, and 2017, respectively, came from California-based projects. Ongoing uncertainty as to the timing and accessibility of budgetary funding, changes in state funding allocations to local agencies and municipalities, or other delays in purchasing for, or commencement of, projects may have a negative impact on our gross revenues and net income.

Public sector agencies may modify, curtail, or terminate our contracts at any time prior to their completion and, if we do not replace them, we may suffer a decline in revenue.

Most public sector contracts may be modified, curtailed, or terminated. If a contract is terminated, we typically are able to recover only costs incurred or committed, settlement expenses, and profit on work completed prior to termination, which could prevent us from recognizing all of our potential revenue and profits from that contract.

Our failure to win new contracts and renew existing contracts with private and public sector clients may adversely affect our business operations and financial results.

Our business depends on our ability to win new contracts and renew existing contracts with private and public sector clients. Contract proposals and negotiations are complex and frequently involve a lengthy bidding and selection process, which is affected by a number of factors. These factors include market conditions, financing arrangements, and required governmental approvals. For example, a client may require us to provide a bond or letter of credit to protect the client should we fail to perform under the terms of the contract. If negative market conditions arise, or if we fail to secure adequate financial arrangements or the required government approvals, we may not be able to pursue particular projects, which could adversely affect our profitability.

Our inability to win or renew government contracts during regulated procurement processes or preferences granted to certain bidders for which we would not qualify could harm our operations and significantly reduce or eliminate our profits.

Government contracts are awarded through a regulated procurement process. The U.S. federal government has increasingly relied upon multi-year contracts with pre-established terms and conditions, such as indefinite delivery/indefinite quantity (“IDIQ”) contracts, which generally require those contractors who have previously been awarded the IDIQ to engage in an additional competitive bidding process before a task order is issued. The increased competition may require us to make sustained efforts to reduce costs in order to realize revenue and profits under government contracts. If we are not successful in reducing the amount of costs we incur, our profitability on government contracts will be negatively impacted. The U.S. federal government has also increased its use of IDIQs in which the client qualifies multiple contractors for a specific program and then awards specific task orders or projects among the qualified contractors. As a result, new work awards tend to be smaller and of shorter duration, since the orders represent individual tasks rather than large, programmatic assignments. In addition, the U.S. government has announced its intention to scale back outsourcing of services in favor of “insourcing” jobs to its employees, which could reduce our revenue. Moreover, even if we are qualified to work on a government contract, we may not be awarded certain contracts because of existing government policies designed to protect small businesses and underrepresented minority contractors. The federal government has announced specific statutory goals regarding awarding prime and subcontracts to small businesses, women-owned small businesses, and small disadvantaged businesses, which may obligate us to involve such businesses as subcontractors with respect to these contracts at lower margins than when we use our

own professionals. While we are unaware of any reason why our status as a public company would negatively impact our ability to compete for and be awarded government contracts, our inability to win or renew government contracts during regulated procurement processes or as a result of the policies pursuant to which these processes are implemented could harm our operations and significantly reduce or eliminate our profits.

If we fail to complete a project in a timely manner, miss a required performance standard, or otherwise fail to adequately perform on a project, then we may incur a loss on that project, which may reduce or eliminate our overall profitability.

Our engagements often involve large-scale, complex projects. The quality of our performance on such projects depends in large part upon our ability to manage the relationship with our clients and our ability to effectively manage the project and deploy appropriate resources, including third-party contractors and our own personnel, in a timely manner. If a project is not completed by the scheduled date or fails to meet required performance standards, we may either incur significant additional costs or be held responsible for the costs incurred by the client to rectify damages due to late completion or failure to achieve the required performance standards. The performance of projects can be affected by a number of factors including unavoidable delays from government inaction, public opposition, inability to obtain financing, weather conditions, unavailability of vendor materials, changes in the project scope of services requested by our clients, industrial accidents, environmental hazards and labor disruptions. To the extent these events occur, the total costs of the project could exceed our estimates and we could experience reduced profits or, in some cases, incur a loss on a project, which may reduce or eliminate our overall profitability. Further, any defects or errors, or failures to meet our clients' expectations, could result in claims for damages against us. Our contracts generally limit our liability for damages that arise from negligent acts, errors, mistakes, or omissions in rendering services to our clients. However, we cannot be sure that these contractual provisions will protect us from liability for damages in the event we are sued.

We depend on a limited number of clients for a significant portion of our business.

Our ten largest clients accounted for approximately 19% of our gross revenues during the fiscal year ended December 28, 2019. Although no individual client represented more than 10% of our gross revenues during fiscal 2019, 2018, and 2017, the loss of, or reduction in orders from, these large clients could have a material adverse effect on our business, financial condition, and results of operations.

We have made and expect to continue to make acquisitions that could disrupt our operations and adversely impact our business and operating results. Our inability to successfully integrate acquisitions could impede us from realizing all of the benefits of the acquisitions, which could weaken our results of operations.

A key part of our growth strategy is to acquire other companies that complement our service offerings or broaden our technical capabilities and geographic presence. Acquisitions involve certain known and unknown risks that could cause our actual growth or operating results to differ from our expectations or the expectations of securities analysts. For example:

- we may not be able to identify suitable acquisition candidates or acquire additional companies on acceptable terms;
- we may pursue international acquisitions, which inherently pose more risk than domestic acquisitions;
- we compete with others to acquire companies, which may result in decreased availability of, or increased price for, suitable acquisition candidates;
- we may not be able to obtain the necessary financing on favorable terms, or at all, to finance any of our potential acquisitions;
- we may ultimately fail to consummate an acquisition even if we announce that we plan to acquire a company; and
- acquired companies may not perform as we expect, and we may fail to realize anticipated revenue and profits.

On December 22, 2017, the U.S. enacted the Tax Cuts and Jobs Act ("2017 Tax Reform"), which significantly revised the U.S. tax code by, among other things, lowering the corporate income tax rate from 35% to 21%; limiting the deductibility of interest expense; implementing a territorial tax system, and imposing a repatriation tax on deemed repatriated earnings of foreign subsidiaries. Future acquisitions could be impacted by this change if we choose to structure future acquisitions by means of incurring indebtedness as opposed to issuing equity as in the case of our recent QSI acquisition.

In addition, our acquisition strategy may divert management's attention away from our existing businesses, resulting in the loss of key clients or key employees, and expose us to unanticipated problems or legal liabilities, including responsibility as a successor-in-interest for undisclosed or contingent liabilities of acquired businesses or assets.

If we are not able to integrate acquired businesses successfully, our business could be harmed.

Our inability to successfully integrate future acquisitions could impede us from realizing all of the benefits of those acquisitions and could severely weaken our business operations. The integration process may disrupt our business and, if implemented ineffectively, may preclude realization of the full benefits expected by us and could harm our results of operations. In addition, the overall integration of the combining companies may result in unanticipated problems, expenses, liabilities, and competitive responses, and may cause our stock price to decline. The difficulties of integrating an acquisition include, among others:

- unanticipated issues in integration of information, communications, and other systems;
- unanticipated incompatibility of logistics, marketing, and administration methods;
- maintaining employee morale and retaining key employees;
- integrating the business cultures of both companies;
- preserving important strategic client relationships;
- consolidating corporate and administrative infrastructures and eliminating duplicative operations; and
- coordinating geographically separate organizations.

In addition, even if the operations of an acquisition are integrated successfully, we may not realize the full benefits of the acquisition, including the synergies, cost savings, or growth opportunities that we expect. These benefits may not be achieved within the anticipated time frame, or at all. Further, acquisitions may also cause us to:

- issue securities that would dilute our current stockholders' ownership percentage;
- use a substantial portion of our cash resources;
- increase our interest expense, leverage, and debt service requirements if we incur additional debt to pay for an acquisition;
- assume liabilities, including environmental liabilities, for which we do not have indemnification from the former owners or have indemnification that may be subject to dispute or concerns regarding the creditworthiness of the former owners;
- record goodwill and non-amortizable intangible assets that are subject to impairment testing on a regular basis and potential impairment charges;
- experience volatility in earnings due to changes in contingent consideration related to acquisition liability estimates;
- incur amortization expenses related to certain intangible assets;
- lose existing or potential contracts as a result of conflict of interest issues;
- incur large and immediate write-offs; or
- become subject to litigation.

If we are not able to successfully manage our growth strategy, our business operations and financial results may be adversely affected.

Our expected future growth presents numerous managerial, administrative and operational challenges. Our ability to manage the growth of our operations will require us to continue to improve our management information systems and our other internal systems and controls. In addition, our growth will increase our need to attract, develop, motivate, and retain both our management and professional employees. The inability of our management to effectively manage our growth or the inability of our employees to achieve anticipated performance could have a material adverse effect on our business.

As a result of our recent acquisition of QSI, we incurred a significant amount of indebtedness.

Our ability to make scheduled payments on or to refinance our obligations under our credit agreement will depend on our financial and operating performance, which will be affected by economic, financial, competitive, business, and other factors, some of which are beyond our control. We cannot assure you that our business will generate sufficient cash flow from operations to service our indebtedness and fund our other liquidity needs. If we are unable to meet our debt obligations or fund our other liquidity needs, we may need to restructure or refinance all or a portion of our indebtedness on or before maturity or sell certain of our assets. We cannot assure you that we will be able to restructure or refinance any of our indebtedness on commercially reasonable terms, if at all, which could cause us to default on our debt obligations and impair our liquidity. Any

refinancing of our indebtedness could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations.

Our credit agreement with Bank of America, N.A. contains a number of restrictive covenants which could limit our ability to finance future operations, acquisitions or capital needs or engage in other business activities that may be in our interest.

Our credit agreement contains a number of significant covenants that impose operating and other restrictions on us and our subsidiaries. Such restrictions affect or could affect, and in many respects limit or prohibit, among other things, our ability and the ability of certain of our subsidiaries to:

- incur additional indebtedness;
- create liens;
- pay dividends and make other distributions in respect of our equity securities;
- redeem our equity securities;
- enter into certain lines of business;
- make certain investments or certain other restricted payments;
- sell certain kinds of assets;
- enter into certain types of transactions with affiliates; and
- undergo a change in control or effect certain mergers or consolidations.

In addition, our credit agreement also requires us to comply with a consolidated fixed charge coverage ratio and consolidated leverage ratio. Our ability to comply with these ratios may be affected by events beyond our control.

These restrictions could limit our ability to plan for or react to market or economic conditions or meet capital needs or otherwise restrict our activities or business plans, and could adversely affect our ability to finance our operations, acquisitions, investments or strategic alliances or other capital needs or to engage in other business activities that would be in our interest.

A breach of any of these covenants or our inability to comply with the required financial ratios could result in a default under the credit agreement. If an event of default occurs, the lenders under the credit agreement could elect to:

- declare all borrowings outstanding, together with accrued and unpaid interest, to be immediately due and payable;
- require us to apply all of our available cash to repay the borrowings; or
- prevent us from making debt service payments on certain of our borrowings.

If we were unable to repay or otherwise refinance these borrowings when due, the lenders under the credit agreement could sell the collateral securing the credit agreement, which constitutes a significant majority of our domestic subsidiaries' assets.

Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.

Borrowings under our credit agreement are at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness will increase even though any amount borrowed remains the same, and our net income and cash flows, including cash available for servicing our indebtedness, will correspondingly decrease. As of December 28, 2019, we had \$320.5 million outstanding under the credit agreement. We may determine to enter into interest rate swaps that involve the exchange of floating for fixed rate interest payments in the future in order to reduce interest rate volatility. However, we may not maintain interest rate swaps with respect to all of our variable rate indebtedness, and any swaps we enter into may not fully mitigate our interest rate risk and could be subject to credit risk themselves.

Our industry is highly competitive and we may not be able to compete effectively with competitors.

Our industry is highly fragmented and intensely competitive. Our competitors are numerous, ranging from small private firms to multi-billion dollar public companies. Contract awards are based primarily on quality of service, relevant experience, staffing capabilities, reputation, geographic presence, stability, and price. In addition, the technical and professional aspects of our services generally do not require large upfront capital expenditures and provide limited barriers against new

competitors. Many of our competitors have achieved greater market penetration in some of the markets in which we compete and have more personnel, technical, marketing, and financial resources or financial flexibility than we do. As a result of the number of competitors in the industry, our clients may select one of our competitors on a project due to competitive pricing or a specific skill set. These competitive forces could force us to make price concessions or otherwise reduce prices for our services. If we are unable to maintain our competitiveness, our market share, revenue, and profits could decline.

Losses under lump-sum contracts may adversely impact our business operations and financial results.

Lump-sum contracts typically require the performance of all of the work under the contract for a specified lump-sum fee, subject to price adjustments if the scope of the project changes or unforeseen conditions arise. During fiscal 2019, approximately 31% of our revenue was recognized under lump-sum contracts. Lump-sum contracts expose us to a number of risks not inherent in cost-plus and time and material contracts, including underestimation of costs, ambiguities in specifications, unforeseen costs or difficulties, problems with new technologies, delays beyond our control, failures of subcontractors to perform, and economic or other changes that may occur during the contract period. Losses under lump-sum contracts could adversely impact our results of operations.

If our clients delay in paying or fail to pay amounts owed to us, our business operations and financial results may be adversely impacted.

Our accounts receivable are a significant asset on our balance sheet. While we take steps to evaluate and manage the credit risks relating to our clients, economic downturns or other events can adversely affect the markets we serve and our clients ability to pay, which could reduce our ability to collect amounts due from clients. If our clients delay in paying or fail to pay us a significant amount of our outstanding receivables, it could have a material adverse effect on our liquidity, results of operations, and financial condition.

If we extend a significant portion of our credit to clients in a specific geographic area or industry, we may experience disproportionately high levels of collection risk and nonpayment if those clients are adversely affected by factors particular to their geographic area or industry.

Our clients include public and private entities that have been, and may continue to be, negatively impacted by the changing landscape in the global economy. We face collection risk as a normal part of our business where we perform services and subsequently bill our clients for such services. Our ten largest clients accounted for approximately 19% of our gross revenues during fiscal 2019, although no individual client represented more than 10% of our gross revenues during fiscal years 2019, 2018, or 2017. In the event that we have concentrated credit risk from clients in a specific geographic area or industry, continuing negative trends or a worsening in the financial condition of that specific geographic area or industry could make us susceptible to disproportionately high levels of default by those clients. Such defaults could materially adversely impact our ability to collect our receivables and, ultimately, our revenues and results of operations.

As a government contractor, we must comply with various procurement laws and regulations and are subject to regular government audits. A violation of any of these laws and regulations or the failure to pass a government audit could result in sanctions, contract termination, forfeiture of profit, harm to our reputation or loss of our status as an eligible government contractor and could reduce our profits and revenue.

We must comply with and are affected by U.S. federal, state, local, and foreign laws and regulations relating to the formation, administration, and performance of government contracts. For example, we must comply with defective-pricing clauses found within the Federal Acquisition Regulation (“FAR”), the Truth in Negotiations Act, Cost Accounting Standards (“CAS”), the Services Contract Act, and the U.S. Department of Defense security regulations, as well as many other rules and regulations. In addition, we must also comply with other government regulations related to employment practices, environmental protection, health and safety, tax, accounting, and anti-fraud measures, as well as many others regulations in order to maintain our government contractor status. These laws and regulations affect how we do business with our clients and, in some instances, impose additional costs on our business operations. Although we take precautions to prevent and deter fraud, misconduct, and non-compliance, we face the risk that our employees or outside partners may engage in misconduct, fraud, or other improper activities. Government agencies routinely audit and investigate government contractors. These government agencies review and audit a government contractor’s performance under its contracts and cost structure and evaluate compliance with applicable laws, regulations, and standards. In addition, during the course of its audits, such agencies may question our incurred project costs. If such agencies believe we have accounted for such costs in a manner inconsistent with the requirements for FAR or CAS, the agency auditor may recommend to our U.S. government corporate administrative contracting officer that it disallow such costs. Historically, we have not experienced significant disallowed costs as a result of government audits. However, we can provide no assurance that such government audits will not result in a material

disallowance for incurred costs in the future. In addition, government contracts are subject to a variety of other requirements relating to the formation, administration, performance and accounting for these contracts. 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 treble damages. Government contract violations could result in the imposition of civil and criminal penalties or sanctions, contract termination, forfeiture of profit, or suspension of payment, any of which could make us lose our status as an eligible government contractor. We could also suffer serious harm to our reputation. Any interruption or termination of our government contractor status could reduce our profits and revenue significantly.

State and other public employee unions may bring litigation that seeks to limit the ability of public agencies to contract with private firms to perform government employee functions in the area of public improvements. Judicial determinations in favor of these unions could affect our ability to compete for contracts and may have an adverse effect on our financial results.

For over 20 years, state and other public employee unions have challenged the validity of propositions, legislation, charters, and other government regulations that allow public agencies to contract with private firms to provide services in the fields of engineering, design, and construction of public improvements that might otherwise be provided by public employees. These challenges could have the effect of eliminating or severely restricting the ability of municipalities to hire private firms and otherwise require them to use union employees to perform the services. If a state or other public employee union is successful in its challenge, this may result in additional litigation which could affect our ability to compete for contracts.

Our use of the percentage-of-completion method of revenue recognition could result in a reduction or reversal of previously recorded revenue and profits.

We account for some of our contracts on the percentage-of-completion method of revenue recognition. During fiscal 2019, these contracts accounted for approximately 31% of our revenue. Generally, our use of this method results in recognition of revenue and profit ratably over the life of the contract based on the proportion of costs incurred to date to total costs expected to be incurred for the entire project. The effects of revisions to revenue and estimated costs, including the achievement of award fees as well as the impact of change orders and claims, are recorded when the amounts are known and can be reasonably estimated. Such revisions could occur in any period and their effects could be material. Although we have historically made reasonably reliable estimates of the progress towards completion of long-term contracts, the uncertainties inherent in the estimating process make it possible for actual costs to vary materially from estimates, including reductions or reversals of previously recorded revenue and profit.

Our actual business and financial results could differ from the estimates and assumptions that we use to prepare our financial statements, which may significantly reduce or eliminate our profits.

To prepare financial statements in conformity with generally accepted accounting principles in the U.S. (“GAAP”), management is required to make estimates and assumptions as of the date of the financial statements. These estimates and assumptions could affect the reported values of assets, liabilities, revenue, and expenses as well as disclosures of contingent assets and liabilities. For example, we recognize a portion of revenue over the life of a contract based on the proportion of costs incurred to date compared to the total costs estimated to be incurred for the entire project. Areas requiring significant estimates by our management include:

- the application of the percentage-of-completion method of accounting and revenue recognition on contracts, change orders, and contract claims;
- provisions for uncollectible receivables and client claims and recoveries of costs from subcontractors, vendors, and others;
- value of goodwill and recoverability of other intangible assets; and
- valuations of assets acquired and liabilities assumed in connection with business combinations.

Our actual business and financial results could differ from those estimates, which may significantly reduce or eliminate our profit.

We previously identified a material weakness in our internal control over financial reporting and if we fail to maintain an effective system of internal control in the future this may adversely affect the accuracy and reliability of future financial statements, and our reputation, business, and the price of our common stock, as well as may lead to a loss of investor confidence in us.

As disclosed under Item 9A. *Controls and Procedures*, in our Annual Report on Form 10-K for the year ended December 29, 2018, during 2018 management concluded that a material weakness in our internal control over financial reporting existed as of December 29, 2018. This material weakness related to internal control deficiencies over the initial set up of project contracts in our project management system and adequate documentation to support the analysis of certain percentage of completion projects. During 2019, we completed the remediation measures related to the material weakness and concluded that our internal controls over financial reporting are effective as of December 28, 2019. Completion of remediation does not provide assurance that our remediation or other controls will continue to operate properly. Failure to maintain effective internal controls over financial reporting may adversely affect the accuracy and reliability of our financial statements and have other consequences that may materially and adversely affect our business, including an adverse impact on the market price of our common stock, potential actions or investigations by the SEC or other regulatory authorities, possible defaults under our credit agreement, shareholder lawsuits, a loss of investor confidence, and damage to our reputation.

Our profitability could suffer if we are not able to maintain adequate utilization of our workforce.

The cost of providing our services, including the extent to which we utilize our workforce, affects our profitability. The rate at which we utilize our workforce is affected by a number of factors, including:

- our ability to transition employees from completed projects to new assignments and to hire and assimilate new employees;
- our ability to forecast demand for our services and thereby maintain an appropriate headcount in each of our geographies and workforces;
- our ability to manage attrition;
- our need to devote time and resources to training, business development, professional development, and other non-chargeable activities; and
- our ability to match the skill sets of our employees to the needs of the marketplace.

If we over-utilize our workforce, our employees may become disengaged, which will impact employee attrition. If we under-utilize our workforce, our profit margin and profitability could suffer.

Employee, agent or partner misconduct or our overall failure to comply with laws or regulations may adversely impact our reputation and financial results as well as subject us to criminal and civil enforcement actions.

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 regulations regarding government procurements, the protection of classified information, bribery and other foreign corrupt practices, pricing of labor and other costs in government contracts, lobbying or similar activities, internal controls over financial reporting, environmental laws, and any other applicable laws or regulations. For example, the FCPA, and similar anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments to non-U.S. officials for the purpose of obtaining or retaining business. Our policies mandate compliance with these regulations and laws, and we take precautions to prevent and detect misconduct. However, since our internal controls are subject to inherent limitations, including human error, it is possible that these controls could be intentionally circumvented or become inadequate because of changed conditions. As a result, we cannot assure that our controls will protect us from reckless or criminal acts committed by our employees and agents. Our failure to comply with applicable laws or regulations or acts of misconduct could subject us to fines and penalties, loss of security clearances, and suspension or debarment from contracting, any or all of which could harm our reputation, reduce our revenue and profits, and subject us to criminal and civil enforcement actions. Historically, we have not had any material cases involving misconduct or fraud.

Failure of our subconsultants to satisfy their obligations to us or other parties, or the inability to maintain these relationships, may adversely impact our business operations and financial results.

We depend on subconsultants in conducting our business. There is a risk that we may have disputes with our subconsultants arising from, among other things, the quality and timeliness of work performed, client concerns, or failure to extend existing task orders or issue new task orders under a subcontract. In addition, if any of our subconsultants fail to deliver

on a timely basis the agreed-upon supplies, go out of business, or fail to perform on a project, our ability to fulfill our obligations may be jeopardized and we may be contractually responsible for the work performed. The absence of qualified subconsultants with which we have a satisfactory relationship could adversely affect the quality of our service and our ability to perform under some of our contracts.

We also rely on relationships with other contractors when we act as their subconsultants or joint venture partner. Our future revenue and growth prospects could be adversely affected if other contractors eliminate or reduce their subcontracts or teaming arrangement relationships with us or if a government agency terminates or reduces these other contractors' programs, does not award them new contracts, or refuses to pay under a contract.

Changes in resource management or infrastructure industry laws, regulations, and programs could directly or indirectly reduce the demand for our services which could in turn negatively impact our revenue.

Some of our services are directly or indirectly impacted by changes in U.S. federal, state, local, or foreign laws and regulations pertaining to resource management, infrastructure, and the environment. In addition, growing concerns about climate change may result in the imposition of additional regulations, international protocols or other restrictions on emissions. Accordingly, such additional laws and regulations or a relaxation or repeal of existing laws and regulations, or changes in governmental policies regarding the funding, implementation, or enforcement of these programs, could result in a decline in demand for our services, which could in turn negatively impact our revenue.

Legal proceedings, investigations, and disputes, including those assumed in acquisitions of other businesses for which we may not be indemnified, could result in substantial monetary penalties and damages.

We engage in professional and technical consulting and certification services that can result in substantial injury or damages that may expose us to legal proceedings, investigations, and disputes. In addition, in the ordinary course of our business, we frequently make professional judgments and recommendations about environmental and engineering conditions of project sites for our clients. We may be deemed to be responsible for these judgments and recommendations if they are later determined to be inaccurate. As a public company, we also face the risk that one or more securities class action lawsuits will be filed claiming investor losses are attributable to alleged material misstatements in, or omissions of material facts from, our filings with the SEC or otherwise. Any unfavorable legal ruling against us could result in substantial monetary damages or even criminal violations.

We maintain insurance coverage as part of our overall legal and risk management strategy to minimize our potential liabilities. However, insurance coverage contains exclusions and other limitations that may not cover our potential liabilities and as such, we may incur liabilities that exceed or that are excluded from our insurance coverage or for which we are not insured.

Unavailability or cancellation of third-party insurance coverage would increase our overall risk exposure as well as disrupt the management of our business operations.

We maintain insurance coverage from third-party insurers as part of our overall risk management strategy and some of our contracts require us to maintain specific insurance coverage limits. If any of our third-party insurers fail, suddenly cancel our coverage, or otherwise are unable to provide us with adequate insurance coverage, our overall risk exposure and our operational expenses would increase and the management of our business operations would be disrupted. In addition, there can be no assurance that any of our existing insurance coverage will be renewable upon the expiration of the coverage period or that future coverage will be affordable at the required limits.

Our failure to implement and comply with our safety program may adversely impact our financial results.

Our safety program is a fundamental element of our overall approach to risk management and the implementation of the safety program is significant to our clients. We maintain an enterprise-wide group of health and safety professionals to help ensure that the services we provide are delivered safely and in accordance with standard work processes. Unsafe job sites and office environments have the potential to increase employee turnover, the cost of a project to our clients and our operating costs as well as expose us to types and levels of risk that are fundamentally unacceptable. The implementation of our safety processes and procedures are monitored by various agencies and rating bureaus, and may be evaluated by certain clients in cases in which safety requirements have been established in our contracts. We may be adversely affected if we fail to meet these requirements or do not properly implement and comply with our safety program.

We may be subject to liabilities under environmental laws and regulations, including liabilities assumed in acquisitions for which we may not be indemnified.

We must comply with a number of laws that strictly regulate the handling, removal, treatment, transportation and disposal of toxic and hazardous substances. Under the Comprehensive Environmental Response Compensation and Liability Act of 1980, as amended (“CERCLA”), and comparable state laws, we may be required to investigate and remediate regulated hazardous materials. CERCLA and comparable state laws typically impose strict joint and several liabilities without regard to whether a company knew of or caused the release of hazardous substances. The liability for the entire cost of clean-up could be imposed upon any responsible party. Other principal federal environmental, health, and safety laws affecting us include, among others, the Resource Conservation and Recovery Act, the National Environmental Policy Act, the Clean Air Act, the Occupational Safety and Health Act, the Toxic Substances Control Act, and the Superfund Amendments and Reauthorization Act. Our business operations may also be subject to similar state and international laws relating to environmental protection. Liabilities related to environmental contamination or human exposure to hazardous substances, or a failure to comply with applicable regulations, could result in substantial costs to us, including clean-up costs, fines and civil or criminal sanctions, third-party claims for property damage or personal injury, or cessation of remediation activities. Our continuing work in the areas governed by these laws and regulations exposes us to the risk of substantial liability.

Weather conditions and seasonal revenue fluctuations may adversely impact on our financial results.

Our financial results during the months of November through March may be impacted by adverse weather conditions and the holiday season. As a result, our revenue and net income for the first and fourth quarters of our fiscal year may be lower when compared to our results for the second and third quarters of our fiscal year. If we were to experience lower-than-expected revenue during any such periods, our expenses may not be offset.

Catastrophic events may adversely impact our business operations.

Our business operations may be adversely impacted by force majeure or extraordinary events beyond the control of the contracting parties, such as natural and man-made disasters as well as terrorist attacks. Such events could result in the closure of offices, interruption of projects, and the relocation of employees. We typically remain obligated to perform our services after a terrorist attack or natural disaster unless the contract contains a force majeure clause that relieves us of our contractual obligations. If we are not able to react quickly to force majeure, our operations may be affected significantly, which would have a negative impact on our business operations.

Further, we rely on our network and third-party infrastructure and enterprise applications, internal technology systems, and our website for our development, marketing, operational, support, hosted services, and sales activities. Despite our implementation of network security measures, we are vulnerable to disruption, infiltration, or failure of these systems or third-party hosted services in the event of a major earthquake, fire, power loss, telecommunications failure, cyber-attack, war, terrorist attack, or other catastrophic event could cause system interruptions, reputational harm, loss of intellectual property, lengthy interruptions in our services, breaches of data security, and loss of critical data and could harm our future operating results.

We are highly dependent on information and communications systems. System failures, security breaches of networks or systems could significantly disrupt our business and operations and negatively affect the market price of our common stock.

Our business is highly dependent on communications and information systems. These systems are primarily operated by third-parties and, as a result, we have limited ability to ensure their continued operation. In the event of systems failure or interruption, we have limited ability to affect the timing and success of systems restoration. Any failure or interruption of our systems could cause delays or other problems in the delivery of our services, which could have a material adverse effect on our operating results and negatively affect the market price of our common stock.

We rely on information technology systems, networks and infrastructure in managing our day-to-day operations. Despite cyber-security measures already in place, our information technology systems, networks and infrastructure may be vulnerable to deliberate attacks or unintentional events that could interrupt or interfere with their functionality or the confidentiality of our information. Our inability to effectively utilize our information technology systems, networks and infrastructure, and protect our information could adversely affect our business.

Cyber security breaches of our systems and information technology could adversely impact our ability to operate.

We need to protect our own internal trade secrets and other business confidential information from disclosure. We face the threat to our computer systems of unauthorized access, computer hackers, computer viruses, malicious code, organized cyber-attacks and other security problems and system disruptions, including possible unauthorized access to our and our clients' proprietary or classified information. We rely on industry-accepted security measures and technology to securely maintain all confidential and proprietary information on our information systems. We have devoted and will continue to devote significant resources to the security of our computer systems, but they may still be vulnerable to these threats. A user who circumvents security measures could misappropriate confidential or proprietary information, including information regarding us, our personnel and/or our clients, or cause interruptions or malfunctions in operations. As a result, we may be required to expend significant resources to protect against the threat of these system disruptions and security breaches or to alleviate problems caused by these disruptions and breaches. Any of these events could damage our reputation and have a material adverse effect on our business, financial condition, results of operations and cash flows.

We have only a limited ability to protect our intellectual property rights, and our failure to protect our intellectual property rights may adversely affect our competitive position.

Our success depends, in part, upon our ability to protect our proprietary information and other intellectual property. We rely principally on trade secrets to protect much of our intellectual property where we do not believe that patent or copyright protection is appropriate or obtainable. Although our employees are subject to confidentiality obligations, this protection may be inadequate to deter or prevent misappropriation of our confidential information. In addition, we may be unable to detect unauthorized use of our intellectual property or otherwise take appropriate steps to enforce our rights. Failure to obtain or maintain trade secret protection would adversely affect our competitive business position. In addition, if we are unable to prevent third parties from infringing or misappropriating our trademarks or other proprietary information, our competitive position could be adversely affected.

We rely on third-party internal and outsourced software to run our critical accounting, project management, and financial information systems. As a result, any sudden loss, disruption, or unexpected costs to maintain these systems could significantly increase our operational expense and disrupt the management of our business operations.

We rely on third-party software to run our critical accounting, project management, and financial information systems. We also depend on our software vendors to provide long-term software maintenance support for our information systems. Software vendors may decide to discontinue further development, integration, or long-term software maintenance support for our information systems, in which case we may need to abandon one or more of our current information systems and migrate some or all of our accounting, project management, and financial information to other systems, thus increasing our operational expense as well as disrupting the management of our business operations.

Our Chairman and Chief Executive Officer owns a large percentage of our voting stock, which may allow him to have a significant influence on all matters requiring stockholder approval.

Mr. Dickerson Wright, our Chairman and Chief Executive Officer, beneficially owned 1,943,755 shares, or approximately 15.1% of our common stock on a fully diluted basis as of February 19, 2020. Accordingly, Mr. Wright has the power to significantly influence the outcome of important corporate decisions or matters submitted to a vote of our stockholders, including decisions regarding mergers, going private transactions, and other extraordinary transactions, and to significantly influence the terms of any of these transactions. Although Mr. Wright owes our stockholders certain fiduciary duties as a director and an executive officer, Mr. Wright could take actions to address his own interests, which may be different from those of our other stockholders.

Provisions in our charter documents and the Delaware General Corporation Law could make it more difficult for a third party to acquire us and could discourage a takeover and adversely affect existing stockholders.

Anti-takeover provisions in our certificate of incorporation and bylaws, and in the Delaware General Corporation Law, could diminish the opportunity for stockholders to participate in acquisition proposals at a price above the then-current market price of our common stock. For example, while we have no present plans to issue any preferred stock, our board of directors, without further stockholder approval, will be able to issue shares of undesignated preferred stock and fix the designation, powers, preferences, and rights and any qualifications, limitations, and restrictions of such class or series, which could adversely affect the voting power of your shares. In addition, our bylaws will provide for an advance notice procedure for nomination of candidates to our board of directors that could have the effect of delaying, deterring, or preventing a change in control. Further, as a Delaware corporation, we are subject to provisions of the Delaware General Corporation Law regarding

“business combinations,” which can deter attempted takeovers in certain situations. We may, in the future, consider adopting additional anti-takeover measures. The authority of our board of directors to issue undesignated preferred or other capital stock and the anti-takeover provisions of the Delaware General Corporation Law, as well as other current and any future anti-takeover measures adopted by us, may, in certain circumstances, delay, deter, or prevent takeover attempts and other changes in control of our company not approved by our board of directors.

Future issuances of our common stock pursuant to our equity incentive plan may have a dilutive effect on your investment and resales of such shares may adversely impact the market price of our common stock.

As of December 28, 2019, we have registered an aggregate of 2,421,731 shares of common stock reserved under Registration Statements on Form S-8 and we may file additional Registration Statements on Form S-8 to register additional shares reserved under our equity incentive plan or employee stock purchase plan. Issuance of shares of common stock pursuant to our equity incentive plan or employee stock purchase plan may have a dilutive effect on our common stock. Also, all shares issued pursuant to a Registration Statement on Form S-8 can be freely sold in the public market upon issuance, subject to restrictions on our affiliates under Rule 144 promulgated by the SEC under the Securities Act of 1933, as amended. If a large number of these shares are sold in the public market, the sales may be viewed negatively by the market and adversely affect the market price of our common stock.

We currently do not pay dividends and do not intend to pay dividends on our shares of common stock in the foreseeable future and, consequently, your only current opportunity to achieve a return on your investment is if the price of our shares appreciates.

We currently do not pay dividends and our credit agreement contains restrictions regarding the payment of dividends. Accordingly, we do not expect to pay dividends on our shares of common stock in the foreseeable future and intend to use cash to grow our business. Consequently, your only current opportunity to achieve a return on your investment in us will be if the market price of our common stock appreciates.

We face business disruption and related risks resulting from the recent outbreak of the novel coronavirus 2019 (COVID-19), which could have a material adverse effect on our business and results of operations.

As a result of our international operations, our business could be disrupted and materially adversely affected by the recent outbreak of COVID-19 in China. As a result of measures imposed by the Chinese government, many businesses and schools have been suspended from the end of January 2020 due to quarantines intended to contain this outbreak and many of our personnel located at offices in Asia have been forced to work from home during this time. In addition, many of our clients' projects have been placed on hold for the same reason. The spread of COVID-19 from China to other countries has resulted in the Director General of the World Health Organization declaring the outbreak of COVID-19 as a Public Health Emergency of International Concern (PHEIC), based on the advice of the Emergency Committee under the International Health Regulations (2005), and the Centers for Disease Control and Prevention in the U.S. issued a warning on February 25, 2020 regarding the likely spread of COVID-19 to the U.S. While the COVID-19 outbreak is still in very early stages, international stock markets have begun to reflect the uncertainty associated with the slow-down in the Chinese economy and the reduced levels of international travel experienced since the beginning of January and the significant decline in the Dow Industrial Average on February 24-25, 2020 was largely attributed to the effects of COVID-19. We are still assessing our business operations and system supports and the impact COVID-19 may have on our results and financial condition, but there can be no assurance that this analysis will enable us to avoid part or all of any impact from the spread of COVID-19 or its consequences, including downturns in business sentiment generally or in our sector in particular.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

Not applicable.

ITEM 2. PROPERTIES.

We lease office space in the U.S. and internationally from which we provide our services.

ITEM 3. LEGAL PROCEEDINGS.

From time to time, we are subject to various legal proceedings that arise in the normal course of our business activities. As of the date of this Annual Report on Form 10-K, we are not a party to any litigation the outcome of which, if determined adversely to us, would individually or in the aggregate be reasonably expected to have a material adverse effect on our results of operations or financial position.

ITEM 4. MINE SAFETY DISCLOSURES

None.

PART II**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES****Holdings**

Our common stock is listed on the Nasdaq Capital Market under the symbol NVEE. As of February 19, 2020, there were 1,574 holders of record of our common stock. These numbers do not include beneficial owners whose shares are held in "street name."

Dividends

We have not paid cash dividends on our common stock and our credit agreement contains restrictions regarding the payment of dividends. Accordingly, we do not expect to pay any dividends on our common stock for the foreseeable future, as we intend to retain all earnings to provide funds for the operation and expansion of our business. The payment of cash dividends in the future, if any, will be at the discretion of our board of directors and will depend upon such factors as the extent to which our financing arrangements permit the payment of dividends, earnings levels, capital requirements, our overall financial condition, and any other factors deemed relevant by our board of directors.

Recent Sales of Unregistered Securities

None.

Issuer Purchase of Equity Securities

None.

ITEM 6. SELECTED FINANCIAL DATA.

The following selected financial data was derived from our consolidated financial statements and provides summarized information with respect to our operations and financial position. The data set forth below should be read in conjunction with the information contained in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, and our consolidated financial statements and the notes thereto contained in Item 8, *Financial Statements and Supplementary Data*, in this Annual Report on Form 10-K.

Statements of Operations Data	Fiscal Year Ended				
	December 28, 2019	December 29, 2018	December 30, 2017	December 31, 2016	December 31, 2015
	(in thousands, except per share data)				
Gross revenues	\$ 508,938	\$ 418,081	\$ 333,034	\$ 223,910	\$ 154,655
Direct costs:					
Salaries and wages	153,023	132,922	103,011	73,966	53,687
Sub-consultant services	79,598	62,218	50,171	31,054	21,394
Other direct costs	30,935	21,537	14,598	11,310	10,796
Total direct costs	263,556	216,677	167,780	116,330	85,877
Gross Profit	245,382	201,404	165,254	107,580	68,778
Operating Expenses:					
Salaries and wages, payroll taxes and benefits	128,558	102,221	86,222	55,586	34,731
General and administrative	42,656	31,713	26,747	19,351	11,930
Facilities and facilities related	17,145	14,401	12,589	8,012	4,950
Depreciation and amortization	25,816	17,384	13,128	6,228	3,468
Total operating expenses	214,175	165,719	138,686	89,177	55,079
Income from operations	31,207	35,685	26,568	18,403	13,699
Interest expense	(2,275)	(1,966)	(1,935)	(257)	(212)
Income before income tax expense	28,932	33,719	24,633	18,146	13,487
Income tax expense	(5,176)	(6,863)	(627)	(6,539)	(4,995)
Net income	\$ 23,756	\$ 26,856	\$ 24,006	\$ 11,607	\$ 8,492
Basic earnings per share	\$ 1.96	\$ 2.44	\$ 2.36	\$ 1.27	\$ 1.25
Diluted earnings per share	\$ 1.90	\$ 2.33	\$ 2.23	\$ 1.22	\$ 1.18
Weighted average common shares outstanding:					
Basic	12,116,185	10,991,124	10,178,901	9,125,167	6,773,135
Diluted	12,513,034	11,506,466	10,777,806	9,540,051	7,215,898
Balance Sheet Data	December 28, 2019	December 29, 2018	December 30, 2017	December 31, 2016	December 31, 2015
Cash and cash equivalents	\$ 31,825	\$ 40,739	\$ 18,751	\$ 35,666	\$ 23,476
Total assets	893,137	439,421	305,780	221,486	111,769
Long-term debt, including current portion	358,187	51,684	70,447	34,835	11,986
Total equity	355,963	317,542	180,097	148,161	80,763

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion of our financial condition and results of operations should be read together with the consolidated financial statements and the accompanying notes included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in those forward-looking statements as a result of certain factors, including those described under "Item 1A. Risk Factors." Dollar amounts presented are in thousands, except per share data or where the context otherwise requires.

Overview

We are a provider of professional and technical engineering and consulting solutions to public and private sector clients. We focus on the infrastructure, energy, construction, real estate, and environmental markets. We primarily focus on the following business service verticals: construction quality assurance, infrastructure, energy, program management, environmental solutions, and geospatial solutions. Our primary clients include U.S. federal, state, municipal, and local government agencies, and military and defense clients. We also serve quasi-public and private sector clients from the education, healthcare, energy, and public utilities, including schools, universities, hospitals, health care providers, insurance providers, large utility service providers, and large to small energy producers.

Although we anticipate public and quasi-public sector clients will represent the majority of our revenues for the foreseeable future, we intend to continue expanding our service offerings to private sector clients. Historically, public and quasi-public sector clients have demonstrated greater resilience during periods of economic downturns, while private sector clients have offered higher gross profit margin opportunities during periods of economic expansion.

Recent Acquisitions

The aggregate value of all consideration for our acquisitions consummated during 2019, 2018 and 2017 was approximately \$371,400, \$95,450 and \$73,280, respectively, before any fair value adjustments. The net assets acquired in these periods were \$200,854, \$51,705 and \$31,689, respectively, while the gross revenues associated with these acquisitions (from their respective dates of acquisition) were \$42,127, \$33,468 and \$59,048, respectively.

2019 Acquisitions

On December 20, 2019 (the "Closing Date"), we acquired Geospatial Holdings, Inc. and its subsidiaries, including Quantum Spatial, Inc. (collectively "QSI"), a full-service geospatial solutions provider serving the North American market. QSI provides data solutions to public and private sector clients that need geospatial intelligence to mitigate risk, plan for growth, better manage resources, and advance scientific understanding. We acquired QSI in an all-cash transaction for \$318,000, which includes estimated excess working capital of \$8,781 and estimated closing date cash of approximately \$6,677. The purchase price and other related costs associated with the transaction was financed through the Company's amended and restated credit agreement (the "A&R Credit Agreement") with Bank of America, N.A. and the other lenders party thereto. Pursuant to the A&R Credit Agreement, the lenders provided term commitments of \$150,000 in the aggregate in a single draw on the Closing Date and revolving commitments totaling \$215,000. See Note 11, *Notes Payable and Other Obligations*, in the Notes to the Consolidated Financial Statements in this Annual Report on Form 10-K, for further detail on the A&R Credit Agreement. In order to determine the fair values of tangible and intangible assets required and liabilities assumed for QSI, the Company engaged a third-party independent valuation specialist to assist in the determination of fair values.

On November 8, 2019, we acquired from GHD Services, Inc. ("GHD") its assets related to the business for forensics and insurance. The GHD forensics and insurance business provides engineering and environmental claim services for insurance companies, law firms, and litigation support. The Company acquired GHD for a cash purchase price of \$8,300. In order to determine the fair values of tangible and intangible assets required and liabilities assumed for GHD, the Company engaged a third-party independent valuation specialist to assist in the determination of fair values.

On July 2, 2019, we acquired WHPacific, Inc. ("WHPacific"), a provider of design engineering and surveying services serving Washington, Oregon, Idaho, New Mexico, Arizona and California for a cash purchase price of \$9,000. In order to determine the fair values of tangible and intangible assets acquired and liabilities assumed for WHPacific, we engaged a third-party independent valuation specialist to assist in the determination of fair values.

Only July 1, 2019, we acquired GeoDesign, Inc. ("GeoDesign"), a geotechnical, environmental, geological, mining and pavement engineering company serving Washington, Oregon, and California. The aggregate purchase price is up to \$12,800, including \$8,500 of cash, \$2,000 in promissory note (bearing interest at 4.0%), payable in 4 equal installments of \$500 due on the first, second, third, and fourth anniversaries of July 1, 2019, and \$375 of our common stock (4,731 shares) issued at the closing date. The purchase price also includes \$425 of our common stock payable on the first and second anniversaries of July 1, 2019. Further, the purchase price includes a \$1,500 earn-out of cash, which was recorded at the estimated fair value of \$198. In order to determine the fair values of tangible and intangible assets acquired and liabilities assumed for GeoDesign, we engaged a third-party independent valuation specialist to assist in the determination of fair values.

On June 3, 2019, we acquired Alta Environmental, L.P. ("Alta"), a consulting firm specializing in air quality, environmental building sciences, water resources, site assessment and remediation as well as environmental health and safety compliance services. The aggregate purchase price is up to \$6,500, including \$4,000 of cash and \$2,000 in promissory note (bearing interest at 4.0%), payable in 4 equal installments of \$500 due on the first, second, third, and fourth anniversaries of June 3, 2019. Further, the purchase price includes a \$500 earn-out of cash, which was recorded at an estimated fair value of \$323. In order to determine the fair values of tangible and intangible assets acquired and liabilities assumed for Alta, we engaged a third-party independent valuation specialist to assist in the determination of fair values.

On June 3, 2019, we acquired Page One Consultants ("Page One"), a program management and construction quality assurance firm based in Orlando, Florida. The aggregate purchase price is up to \$3,900, including \$2,000 of cash, \$1,000 in promissory note (bearing interest at 3.0%), payable in 3 equal installments of \$333 due on the first, second, and third anniversaries of June 3, 2019, and \$200 of our common stock (2,647 shares) issued at the closing date. The purchase price also includes a \$500 earn-out of cash and stock, which was recorded at an estimated fair value of \$448. In order to determine the fair values of tangible and intangible assets acquired and liabilities assumed for Page One, we engaged a third-party independent valuation specialist to assist in the determination of fair values.

On March 22, 2019, we acquired the Sextant Group, Inc. ("The Sextant Group"), a national leading provider of audiovisual, information and communications technology, acoustics consulting, and design services headquartered in Pittsburgh, PA. The Sextant Group provides services throughout the U.S. and is well-known for creating integrated technology solutions for a wide range of public and private sector clients. The aggregate purchase price is up to \$11,000, including \$7,000 of cash and \$4,000 in promissory note (bearing interest at 4.0%), payable in 4 equal installments of \$1,000 due on the first, second, third, and fourth anniversaries of March 22, 2019. In order to determine the fair values of tangible and intangible assets acquired and liabilities assumed for The Sextant Group, we engaged a third-party independent valuation specialist to assist in the determination of fair values.

On December 31, 2018, we acquired certain assets of Celtic Energy, Inc. ("Celtic"), a nationally recognized energy consulting firm that specialized in energy project management and oversight. The aggregate purchase price is up to \$1,900, including \$1,000 in cash, \$300 in promissory note (bearing interest at 3.0%), payable in 3 equal installments of \$100 on the first, second, and third anniversaries of December 31, 2018, and \$200 of our common stock (3,227 shares) issued at the closing date. The purchase price also includes \$200 of our common stock payable on the first anniversary of December 31, 2018. Further, the purchase price includes a \$200 earn-out of cash, which was recorded at an estimated fair value of \$181. In order to determine the fair values of tangible and intangible assets acquired and liabilities assumed for Celtic, we performed a purchase price allocation.

2018 Acquisitions

On November 2, 2018 we acquired CHI Engineering Inc. ("CHI"), an infrastructure engineering firm based in Portsmouth, New Hampshire. CHI is a leading provider of engineering, procurement, and construction management services to the liquefied natural gas ("LNG"), petroleum gas ("LPG") and Natural Gas industries. CHI's client base includes the majority of LNG facility owner/operators in the U.S. The aggregate purchase price of this acquisition is up to \$53,000, paid with a combination of cash, stock and promissory notes at closing and future cash, stock and note payments.

On August 24, 2018, we acquired all of the outstanding equity interests in CALYX Engineers and Consultants, Inc. ("CALYX"), an infrastructure and transportation firm based in Cary, North Carolina. CALYX provides roadway and structure design, transportation planning, water resources, construction services, utility services, building structure design, land development, traffic services, cultural resources, surveying, and environmental services. CALYX serves both public and private clients, including state departments of transportation, municipalities, developers, higher education, and healthcare systems. The purchase price of this acquisition is \$34,000, paid with a combination of cash at closing, stock and future note payments.

On February 2, 2018, we acquired CSA (M&E) Ltd. (“CSA”), a leading provider of Mechanical, Electrical, and Plumbing (MEP) engineering and sustainability consulting services. CSA provides MEP and sustainability services for the retail, education, healthcare, industrial, corporate, hospitality and infrastructure market sectors with offices in Hong Kong, Macau and the UAE. CSA serves private and public sector clients throughout Asia and the Middle East. The purchase price of this acquisition was up to \$4,200, paid with a combination of cash at closing, stock and future note payments.

On January 12, 2018, we acquired all of the outstanding equity interest in Butsko Utility Design, Inc. (“Butsko”). Butsko is leading provider of utility planning and design services serving both public and private sector clients through its offices in Southern California and Washington. The purchase price of this acquisition was up to \$4,250, paid with a combination of cash at closing, stock and future note payments.

2017 Acquisitions

On December 22, 2017, we acquired certain assets of Skyscene, LLC (“Skyscene”), a California-based a premier aerial survey and mapping company that provides flight services using the latest drone technology. Skyscene operates fixed wing and multirotor UAV’s carrying the most advanced remote sensing equipment. The purchase price of this acquisition was \$650 including \$250 in cash and \$400 in the Company’s common stock (7,434 shares) as of the closing date of the acquisition.

On September 6, 2017, we acquired all of the outstanding equity interests in Marron and Associates, Inc. (“Marron”), a leading environmental services firm with offices in Albuquerque and Las Cruces, New Mexico. Marron provides environmental planning, natural and cultural resources, environmental site assessment, and GIS services. Marron primarily serves public and private clients throughout the Southwest, including the New Mexico Department of Transportation, Bureau of Land Management, Bureau of Indian Affairs, Federal Highway Administration, U.S. Department of Agriculture, U.S. Fish and Wildlife Service, and U.S. Forest Service. The purchase price of this acquisition is up to \$990, paid with a combination of cash at closing, stock and future note payments.

On June 6, 2017, we acquired all of the outstanding equity interests in Richard D. Kimball Co. (“RDK”), an established leader in the provision of energy efficiency and mechanical, electric and plumbing (MEP) services based in Boston, Massachusetts. In addition to MEP and fire protection services, RDK offers commissioning services, technology design services, and energy and sustainability services, including Whole Building Energy Modeling and ASHRAE Level Energy Audits, Green Building Certification, Energy Code Consulting, Carbon Emissions Management, and Renewable Energy Management. RDK primarily serves commercial, healthcare, science and technology, education, government, and transportation clients. The aggregate purchase price of this acquisition is up to \$22,500, paid with a combination of cash at closing, stock and future note payments.

On May 4, 2017, we acquired all of the outstanding equity interests in Holdrege & Kull, Consulting Engineers and Geologists (“H&K”), a full-service geotechnical engineering firm based in Northern California. H&K provides services to public, municipal and special district, industrial, and private sector clients. The purchase price of this acquisition is up to \$2,200, paid with a combination of cash, stock and future note payments.

On May 1, 2017, we acquired all of the outstanding equity interests in Lochrane Engineering Incorporated (“Lochrane”), an Orlando, Florida based civil engineering firm which specializes in the provision of services on major roadway projects and its major clients include the Florida Department of Transportation and Florida’s Turnpike Enterprise. The aggregate purchase price of this acquisition is up to \$4,940, paid with a combination of cash at closing and future note payments.

On April 14, 2017, we acquired all of the outstanding equity interests in Bock & Clark Corporation (“B&C”), an Akron, Ohio based surveying, commercial zoning, and environmental services firm. We believe that the acquisition of B&C will expand our cross-selling opportunities within our infrastructure engineering, surveying, and program management groups and with our financial and transactional real estate clients. The aggregate purchase price of this acquisition is up to \$42,000, subject to customary closing working capital adjustments, funded entirely in cash.

Common Stock offering

On August 9, 2018, we priced an underwritten follow-on offering of 1,270,000 shares of the Company’s common stock (the “2018 Firm Shares”) at an offering price of \$79.00 per share. The shares were sold pursuant to an effective registration statement on Form S-3 (Registration No. 333-224392). In addition, a selling stockholder of the Company granted the underwriters of the offering a 30-day option to purchase up to 190,500 shares (the “2018 Option Shares”) of our common stock at the public offering price less the underwriting discount. On August 13, 2018, we closed on the 2018 Firm Shares, for

which we received net proceeds of approximately \$93,500 after deducting the underwriting discount and estimated offering expenses payable by the Company, and the selling stockholder of the Company closed on the sale of all 2018 Option Shares. We did not receive any proceeds associated with the sale of the 2018 Option Shares by the selling stockholder.

Components of Income and Expense

Revenues

We enter into contracts with our clients that contain two principal types of pricing provisions, representing a percentage of total revenue as shown below:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Cost Reimbursable	90%	92%	93%
Fixed-unit Price	10%	8%	7%

Cost-reimbursable contracts. Cost-reimbursable contracts consist of the following:

- Time and materials contracts are common for smaller scale professional and technical consulting and certification services projects. Under these types of contracts, there is no predetermined fee. Instead, we negotiate hourly billing rates and charge our clients based upon actual hours expended on a project. In addition, any direct project expenditures are passed through to the client and are typically reimbursed. These contracts may have an initial not-to-exceed or guaranteed maximum price provision.
- Cost-plus contracts are the predominant contracting method used by U.S. federal, state, and local governments. Under these type contracts, we charge clients for its costs, including both direct and indirect costs, plus a negotiated fee. The total estimated cost plus the negotiated fee represents the total contract value.
- Lump-sum contracts typically require the performance of all of the work under the contract for a specified lump-sum fee, subject to price adjustments if the scope of the project changes or unforeseen conditions arise. Many of our lump-sum contracts are negotiated and arise in the design of projects with a specified scope and project deliverables. In most cases, we can bill additional fees if the construction schedule is modified and lengthened.

Fixed-unit price contracts. Fixed-unit price contracts consist of the following:

- Fixed-unit price contracts typically require the performance of an estimated number of units of work at an agreed price per unit, with the total payment under the contract determined by the actual number of units performed.

Revenues from engineering services are recognized in accordance with the accrual basis of accounting. Revenues under cost-reimbursable contracts are recognized when services are performed or on the percentage-of-completion method. Revenues recognized on the percentage-of-completion method are generally measured by the direct costs incurred to date as compared to estimated costs incurred and represents approximately 31%, 22%, and 14% of revenues recognized during 2019, 2018 and 2017, respectively. Revenues from fixed-unit price contracts are recognized at a point in time.

Direct Costs of Revenues (excluding depreciation and amortization)

Direct costs of revenues consist of the following in connection with fee generating projects:

- Technical and non-technical salaries and wages
- Production expenses
- Sub-consultant services

Operating Expenses

Operating expenses are expensed as incurred and include the following:

- Marketing expenses

- Management and administrative personnel costs
- Payroll taxes, bonuses and employee benefits
- Portion of salaries and wages not allocated to direct costs of revenues
- Facility costs
- Depreciation and amortization
- Professional services, legal and accounting fees, and administrative operating costs

Critical Accounting Policies and Estimates

Our critical accounting estimates are those we believe require our most significant judgments about the effect of matters that are inherently uncertain. A discussion of our critical accounting estimates, the underlying judgments and uncertainties used to make them and the likelihood that materially different estimates would be reported under different conditions or using different assumptions is as follows:

Revenue Recognition

On the first day of fiscal year 2018, we adopted ASC Topic 606, *Revenue from Contracts with Customers* (“Topic 606”), using the modified retrospective approach to all contracts that were not completed as of the beginning of fiscal year 2018. Topic 606 is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. Topic 606 became effective for us in the first quarter of fiscal year 2018. Results for reporting periods beginning after December 30, 2017 are presented under Topic 606, while prior period amounts and disclosures are not adjusted and continue to be reported under the accounting standards in effect for the prior period. Adoption of Topic 606 did not have an impact on our consolidated net income, financial position, and cash flows; however, it has resulted in expanded disclosures. Revenue from the vast majority of our contracts will continue to be recognized over time because of the continuous transfer of control to the customer. The impact to revenues from adopting Topic 606 for the period ended December 29, 2018 was not material.

To determine the proper revenue recognition method, we evaluate whether two or more contracts should be combined and accounted for as one single contract and whether the combined or single contract should be accounted for as more than one performance obligation. The majority of our contracts have a single performance obligation as the promise to transfer the individual goods or services that is not separately identifiable from other promises in the contracts and, therefore, is not distinct.

Our performance obligations are satisfied as work progresses or at a point in time. Gross revenues from services transferred to customers over time accounted for 90% of our revenues for the year ended December 28, 2019. For our cost-reimbursable contracts, revenue is recognized over time using direct costs incurred or direct costs incurred to date as compared to the estimated total direct costs for performance obligations because it depicts the transfer of control to the customer which occurs as we incur costs on its contracts. Contract costs include labor, subcontractors’ costs and other direct costs. Gross revenue from services transferred to customers at a point in time accounted for 10% of our revenues for the year ended December 28, 2019. Revenue from these contracts is recognized when the customer obtains control of the asset, which is generally upon delivery and acceptance by the customer of the reports and/or analysis performed.

Contract modifications are common in the performance of our contracts. Contracts modified typically result from changes in scope, specifications, design, performance, sites, or period of completion. In most cases, contract modifications are for services that are not distinct, and, therefore, are accounted for as part of the existing contract.

Contract estimates are based on various assumptions to project the outcome of future events. These assumptions are dependent upon the accuracy of a variety of estimates, including engineering progress, achievement of milestones, labor productivity and cost estimates. Due to uncertainties inherent in the estimation process, it is possible that actual completion costs may vary from estimates. If estimated total costs on contracts indicate a loss or reduction to the percentage of total contract revenues recognized to date, these losses or reductions are recognized in the period in which the revisions are known. The effect of revisions to revenues, estimated costs to complete contracts, including penalties, incentive awards, change orders, claims, anticipated losses and others are recorded on the cumulative catch-up basis in the period in which the revisions are identified and the loss can be reasonably estimated. Such revisions could occur in any reporting period and the effects on the results of operations for that reporting period may be material depending on the size of the project or the adjustment. During the period ended December 28, 2019, the cumulative catch-up adjustment for contract modifications was not material.

Allowance for Doubtful Accounts

We record billed and unbilled receivables net of an allowance for doubtful accounts. The allowance is estimated based on management's evaluation of the contracts involved and the financial condition of clients. Factors considered include:

- Client type (governmental or private client)
- Historical performance
- Historical collection trends
- General economic conditions

The allowance is increased by our provision for doubtful accounts, which is charged against income. All recoveries on receivables previously charged off are credited to the accounts receivable recovery account and are included in income, while direct charge-offs of receivables are deducted from the allowance. Although we believe the allowance for doubtful accounts is sufficient, a decline in economic conditions could lead to the deterioration in the financial condition of our customers, resulting in an impairment of their ability to make payments, and additional allowances may be required that could materially impact our consolidated results of operations. Trade receivable balances carried by us are comprised of accounts from a diverse client base across a broad range of industries; however, there are concentrations of revenues and accounts receivable from California-based projects, government and government-related contracts, and one customer within the government sector.

Goodwill and Intangible Assets

Goodwill is the excess of consideration paid for an acquired entity over the amounts assigned to assets acquired, including other identifiable intangible assets and liabilities assumed in a business combination. To determine the amount of goodwill resulting from a business combination, we perform an assessment to determine the acquisition date fair value of the acquired company's tangible and identifiable intangible assets and liabilities.

We evaluate goodwill annually for impairment on August 1, or whenever events or changes in circumstances indicate the asset may be impaired, using the quantitative method. An entity has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. These qualitative factors include: macroeconomic and industry conditions, cost factors, overall financial performance and other relevant entity-specific events. If the entity determines that this threshold is met, then performing the two-step quantitative impairment test is unnecessary. We may elect to bypass the qualitative assessment and proceed directly to the quantitative test for any reporting unit. The two-step impairment test requires a comparison of the carrying value of the assets and liabilities associated with a reporting unit, including goodwill, with the fair value of the reporting unit. We determine fair value through multiple valuation techniques, and weight the results accordingly. We make certain subjective and complex judgments in assessing whether an event of impairment of goodwill has occurred, including assumptions and estimates used to determine the fair value of our reporting units. If the carrying value of our reporting unit exceeds the fair value of our reporting unit, we would calculate the implied fair value as compared to the carrying value to determine the appropriate impairment charge, if any.

On August 1, 2019, the Company conducted its annual impairment tests using the quantitative method of evaluating goodwill. Based on the quantitative analyses, the Company determined the fair value of each of the reporting units exceeded its carrying value and therefore, there was no goodwill impairment. There were no indicators, events or changes in circumstances that would indicate goodwill impairment for the period from August 1 to December 28, 2019.

Identifiable intangible assets primarily include customer backlog, customer relationships, finite and indefinite-lived trade names, non-compete agreements, and developed technology. Amortizable intangible assets are amortized on a straight-line basis over their estimated useful lives and reviewed for impairment whenever events or changes in circumstances indicate that the assets may be impaired. If an indicator of impairment exists we compare the estimated future cash flows of the asset, on an undiscounted basis, to the carrying value of the asset. If the undiscounted cash flows exceed the carrying value, no impairment is indicated. If the undiscounted cash flows do not exceed the carrying value, then impairment, if any, is measured as the difference between fair value and carrying value, with fair value typically based on a discounted cash flow model.

In conjunction with an acquisition of a business, we record identifiable finite and indefinite-lived intangible assets acquired at their respective fair values as of the date of acquisition. The corresponding fair value estimates for these assets acquired include projected future cash flows, associated discount rates used to calculate present value, asset life cycles, and customer retention rates. We use an independent valuation specialist to assist in determining the estimated fair values of assets acquired and liabilities assumed. The fair value calculated for indefinite-lived intangible assets such as certain tradenames, in

addition to intangible assets that are definite-lived such as customer relationships, backlog, and developed technology may change during the finalization of the purchase price allocation due to the estimates and assumptions used in determining their fair value. As a result, we may make adjustments to the provisional amounts recorded for certain items as part of the purchase price allocation subsequent to the acquisition, not to exceed one year after the acquisition date, until the purchase accounting allocation is finalized.

RESULTS OF OPERATIONS

Consolidated Results of Operations

The following table represents our condensed results of operations for the periods indicated (dollars in thousands):

	Years Ended		
	December 28, 2019	December 29, 2018	December 30, 2017
Gross revenues	\$ 508,938	\$ 418,081	\$ 333,034
Less sub-consultant services and other direct costs	(110,533)	(83,755)	(64,769)
Net revenues ⁽¹⁾	398,405	334,326	268,265
Direct salary and wages costs	153,023	132,922	103,011
Gross profit	245,382	201,404	165,254
Operating expenses	214,175	165,719	138,686
Income from operations	31,207	35,685	26,568
Interest expense	(2,275)	(1,966)	(1,935)
Income tax expense	(5,176)	(6,863)	(627)
Net income	<u>\$ 23,756</u>	<u>\$ 26,856</u>	<u>\$ 24,006</u>

⁽¹⁾ Net Revenues is not a measure of financial performance under GAAP. Gross revenues include sub-consultant costs and other direct costs which are generally pass-through costs. The Company believes that Net Revenues, which is a non-GAAP financial measure commonly used in our industry, enhances investors' ability to analyze our business trends and performance because it substantially measures the work performed by our employees.

Year ended December 28, 2019 compared to year ended December 29, 2018

Gross and Net Revenues

Our consolidated gross revenues increased by \$90,857, or 22% in 2019 compared to 2018. Our consolidated net revenues increased by \$64,079, or approximately 19% in 2019 compared to 2018.

The increases in gross and net revenues were primarily due to the contribution from various acquisitions completed during 2019. The increase in gross and net revenues related to 2019 acquisitions were \$42,127 and \$35,091, respectively. The increase is also attributable to the full year impact of revenues from our 2018 acquisition of CHI. The increase in gross and net revenues related to CHI were \$47,019 and \$21,610, respectively. The growth in revenues was primarily in the following areas:

- Energy distribution services
- Infrastructure engineering services
- Energy and environmental services
- Civil and building program management services

Gross Profit

As a percentage of gross revenues, our gross profit margin was 48.2% in both 2019 and 2018.

Operating expenses

Our operating expenses increased \$48,456, or 29% in 2019 compared to 2018. The increase in operating expenses primarily resulted from increased payroll and performance-based compensation costs of \$26,337, including stock-based compensation of \$10,430 during 2019 compared to \$6,697 in 2018. General and administrative costs increased \$10,943, which was primarily due to contributions from various acquisitions during 2019 and increased professional and legal expenses. Contributions from 2019 acquisitions and the increase in professional and legal expenses were \$4,573 and \$3,241, respectively. Approximately \$821 of legal and accounting costs were incurred during the fourth quarter 2019 related to the acquisition of QSI. Additionally, depreciation and amortization expenses increased \$971 and \$7,436, respectively.

Also contributing to the increases in operating expenses is the full year impact of operating expenses in 2019 related to 2018 acquisitions. Operating expenses typically fluctuate as a result of changes in headcount (both corporate and field locations) and the amount of spending required to support our professional services activities, which normally require additional overhead costs.

Income taxes

Our consolidated effective income tax rate was 17.8% and 20.4% in 2019 and 2018, respectively. The lower effective income tax rate in 2019 is primarily due to additional excess tax benefits from share-based payments and federal credits. See Note 17, *Income Taxes*, of the Notes to Consolidated Financial Statements in this Annual Report on Form 10-K for further detail of income tax expense.

Net income

Our net income decreased \$3,100, or 12% compared to 2018. The decrease was primarily a result of \$1,100 of transaction costs related to the acquisition of QSI and GHD during the fourth quarter of 2019, an increase in stock compensation expense of \$3,733, an increase in intangible asset amortization expense of \$7,436, and an increase in interest expense of \$791 related to the increase in debt partly associated with the acquisition of QSI.

For comparison of 2018 to 2017, see "Results of Operations - Consolidated Results of Operations" under Item 7 of Part II in our Annual Report on Form 10-K for the year ended December 29, 2018 filed with the SEC on March 14, 2019, which discussion is expressly incorporated herein by reference thereto.

Segment Results of Operations

The following tables set forth summarize financial information concerning our reportable segments (dollars in thousands):

	Years Ended		
	December 28, 2019	December 29, 2018	December 30, 2017
<u>Gross revenues</u>			
INF	\$ 334,458	\$ 257,353	\$ 185,238
BTS	\$ 178,419	\$ 164,739	\$ 152,304
Elimination of inter-segment revenues	\$ (3,939)	\$ (4,011)	\$ (4,508)
Total gross revenues	<u>\$ 508,938</u>	<u>\$ 418,081</u>	<u>\$ 333,034</u>
<u>Segment income before taxes</u>			
INF	\$ 54,583	\$ 43,832	\$ 32,245
BTS	\$ 28,138	\$ 26,656	\$ 21,018

For additional information regarding our reportable segments, see Note 18, *Reportable Segments*, of the Notes to Consolidated Financial Statements in this Annual Report on Form 10-K.

Year Ended December 28, 2019 compared to Year Ended December 29, 2018

INF Segment.

Our gross revenues from INF increased \$77,105, or 30%, in 2019 compared to 2018. The increase was primarily due to \$30,056 and \$47,019, respectively, in contributions from acquisitions completed in 2019 and the full year impact from our 2018 acquisition of CHI. The growth in revenues was also attributable to increases in:

- Energy distribution services
- Infrastructure engineering services
- Civil program management services

Segment Income before Taxes from INF increased \$10,751, or 25%, in 2019 compared to 2018. The increase was primarily due to \$1,040 and \$9,975, respectively, in contributions from acquisitions completed in 2019 and the full year impact from our 2018 acquisition of CHI.

BTS Segment.

Our gross revenues from BTS increased \$13,680, or 8%, in 2019 compared to 2018. The increase was due to contributions from acquisitions completed in 2019.

Segment Income before Taxes from BTS increased \$1,482, or 6%, in 2019 compared to 2018. The increase was primarily due to contributions from acquisitions completed in 2019.

For comparison of 2018 to 2017, see "Results of Operations - Segment Results of Operations" under Item 7 of Part II in our Annual Report on Form 10-K for the year ended December 29, 2018 filed with the SEC on March 14, 2019, which discussion is expressly incorporated herein by reference thereto.

LIQUIDITY AND CAPITAL RESOURCES

Our principal sources of liquidity are our cash and cash equivalents balances, cash flow from operations, borrowing capacity under our Senior Credit Facility, and access to financial markets. Our principal uses of cash are operating expenses, working capital requirements, capital expenditures, repayment of debt, and acquisition expenditures. We believe our sources of liquidity, including cash flow from operations, existing cash and cash equivalents and borrowing capacity under our Senior Credit Facility will be sufficient to meet our projected cash requirements for at least the next twelve months. We will monitor our capital requirements thereafter to ensure our needs are in line with available capital resources.

Operating activities

During 2019, net cash provided by operating activities was \$39,900, which was primarily due to earnings of \$63,953 after adding back non-cash adjustments, offset by a change in working capital and other long-term assets and liabilities. Non-cash items from operating activities were depreciation and amortization, stock-based compensation, bad debt expense, deferred income taxes, non-cash lease expenses, changes in the fair value of contingent considerations, and loss on disposals of property and equipment. Changes in working capital (excluding cash) and changes in other long-term assets and liabilities used \$24,053 during 2019. Working capital changes that used operating cash flow included increases in billed and unbilled receivables of \$6,667 and increases in prepaid expenses and other assets of \$3,599. Additionally, decreases in accrued liabilities, income taxes payable, and billings in excess of costs and estimated earnings on uncompleted contracts used operating cash flow of \$7,315, \$2,697, and \$4,322, respectively. Working capital changes that provided operating cash flow during 2019 included increases in accounts payable of \$534 and increases in deposits of \$13.

During 2018, net cash provided by operating activities was \$34,999, which was primarily due to earnings of \$48,599 after adding back non-cash adjustments, offset by a change in working capital and other long-term assets and liabilities. Non-cash items from operating activities were depreciation and amortization, stock-based compensation, bad debt expense, deferred income taxes, changes in the fair value of contingent considerations, and loss on disposals of property and equipment. Changes in working capital (excluding cash) and changes in other long-term assets and liabilities used \$13,600 during 2019. Working capital changes that used operating cash flow included increases in billed and unbilled receivables of \$11,475 and increases in prepaid expenses and other assets of \$109. Additionally, decreases in accrued liabilities and income taxes payable used \$2,984 and \$3,405, respectively, during 2019. Working capital changes that provided operating cash flow during 2019 included increases in deposits and billings in excess of costs and estimated earnings on uncompleted contracts of \$11 and \$3,964, respectively, as well as increases in accounts payable of \$398.

Investing activities

During 2019 and 2018, net cash used in investing activities amounted to \$351,000 and \$60,358, respectively, primarily resulting from cash used for our acquisitions during the relevant period. The increase of \$290,220 in cash used by investing activities in 2019 compared to 2018 was primarily due to the QSI acquisition, which we acquired in an all-cash transaction for \$318,000.

Financing activities

Cash flows provided by financing activities in 2019 totaled \$302,186, which was primarily due to an amendment to our Senior Credit Facility in order to fund the QSI acquisition. Net proceeds under the Senior Credit Facility totaled \$320,457 in 2019. The increase in borrowings was offset by principal repayments of \$13,393 towards notes payable and \$1,202 towards contingent consideration. Additionally, we paid debt issuance costs of \$3,676 as a result of the amendment to our Senior Credit Facility.

During 2018, net cash provided by financing activities of \$47,347 was primarily due to net proceeds from the public offering of the 2018 Firm Shares of \$93,469 and a warrant exercise of \$1,093. Offsetting these proceeds was the principal repayment of \$46,241 towards the Senior Credit Facility and notes payable and \$728 towards contingent consideration.

For comparison of 2018 to 2017 cash flows, see "Liquidity and Capital Resources - Cash Flows" under Item 7 of Part II in our Annual Report on Form 10-K for the year ended December 29, 2018 filed with the SEC on March 14, 2019, which discussions are expressly incorporated herein by reference thereto.

Financing

Senior Credit Facility

On December 20, 2019 (the "Closing Date"), we amended and restated our Credit Agreement (the "A&R Credit Agreement"), dated December 7, 2016, as amended on December 20, 2018, with Bank of America, N.A. ("Bank of America"), as administrative agent, swingline lender and letter of credit issuer, the other lenders party thereto, and certain of the Company's subsidiaries as guarantors. Pursuant to the A&R Credit Agreement, the lenders provided term commitments of \$150.0 million in the aggregate in a single draw on the Closing Date to fund the acquisition of QSI and various costs and expenses relating thereto and revolving commitments totaling \$215.0 million in the aggregate. The revolving commitment is available through December 20, 2024 (the "Maturity Date"), at which time the term commitments and revolving commitments will be due and payable in full. An aggregate amount of \$320.5 million was drawn under the A&R Credit Agreement on the Closing Date to fund the QSI acquisition. The A&R Credit Agreement also includes an accordion feature permitting the Company to request an increase in either the term facility or the revolver facility under the A&R Credit Agreement by an additional amount of up to \$100.0 million in the aggregate.

Borrowings under the term facility amortize at the rate of 5.0% per annum for the first two years of the facility and thereafter at the rate of 7.5% per annum until the Maturity Date.

Borrowings under the A&R Credit Agreement bear interest at variable rates described below, which are, at our option, tied to a Eurocurrency rate equal to LIBOR (London Interbank Offered Rate) plus an applicable margin or a base rate denominated in U.S. dollars. Interest rates are subject to change based on our consolidated leverage ratio. The consolidated leverage ratio is the ratio of our consolidated funded indebtedness to our consolidated EBITDA for the most recently completed measurement period.

The A&R Credit Agreement contains covenants that may have the effect of limiting the ability of the Company and its subsidiaries to, among other things, merge with or acquire other entities, enter into a transaction resulting in a Change in Control, create certain new liens, incur certain additional indebtedness, engage in certain transactions with affiliates, or engage in new lines of business or sell a substantial part of their assets. The A&R Credit Agreement also contains financial covenants that requires us to maintain a consolidated fixed charge coverage ratio of no less than 1.20 to 1.00 as of the end of any measurement period. In addition, we are required to maintain a consolidated leverage ratio as described below:

<u>Measurement Period Ending</u>	<u>Maximum Consolidated Leverage Ratio</u>
Closing Date through June 30, 2020	4.25 to 1.00
July 1, 2020 through September 30, 2020	4.00 to 1.00
October 1, 2020 through December 31, 2020	3.75 to 1.00
January 1, 2021 and thereafter	3.50 to 1.00

As of December 28, 2019, we were in compliance with the financial covenants.

The A&R Credit Agreement also contains customary events of default, including (but not limited to) a default in the payment of principal or, following an applicable grace period, interest, breaches of the our covenants or warranties under the A&R Credit Agreement, payment default or acceleration of certain indebtedness of the Company or any subsidiary, certain events of bankruptcy, insolvency or liquidation involving the Company or any subsidiaries, certain judgments or uninsured losses, changes in control and certain liabilities related to ERISA based plans.

Other Obligations

On July 1, 2019, we acquired GeoDesign. The purchase price allowed for the payment of \$425 in shares of the Company's stock or a combination of cash and shares of our stock, at our discretion, payable on the first and second anniversary of July 1, 2019. At December 28, 2019, the outstanding balance of this obligation was \$382.

On June 3, 2019, we acquired Page One. The purchase price allowed for the payment of \$200 in shares of our stock or a combination of cash and shares of our stock, at our discretion, payable on the first anniversary of June 3, 2019. At December 28, 2019, the outstanding balance of this obligation was \$181.

On December 31, 2018, we acquired certain assets of Celtic. The purchase price allowed for the payment of \$200 in shares of our stock or a combination of cash and shares of our stock, at our discretion, payable on the first anniversary of December 31, 2018. At December 28, 2019, the outstanding balance of this obligation was \$181.

On November 2, 2018, we acquired CHI. The purchase price allowed for the payment of \$3,000 in shares of our stock or a combination of cash and shares of our stock, at our discretion, payable in three equal annual installments. At December 28, 2019 and December 29, 2018, the outstanding balance of this obligation was \$1,754.

On February 2, 2018, we acquired CSA. The purchase price allowed for the payment of \$250 in shares of our stock or a combination of cash and shares of our stock, at our discretion, payable in two equal annual installments. At December 28, 2019 and December 29, 2018, the outstanding balance of this obligation was \$111 and \$222, respectively.

On January 12, 2018, we acquired all of the outstanding equity interest in Butsko. The purchase price allowed for the payment of \$600 in shares of our stock or a combination of cash and shares of our stock, at our discretion, payable in two equal annual installments. At December 28, 2019 and December 29, 2018, the outstanding balance of this obligation was \$267 and \$534, respectively.

On September 6, 2017, we acquired all of the outstanding equity interest in Marron. The purchase price allowed for the payment of \$133 in shares of our stock or a combination of cash and shares of our stock, at our discretion, payable in two equal annual installments. There was no outstanding balance on this obligation as of December 28, 2019. At December 29, 2018, the outstanding balance of this obligation was \$55.

On June 6, 2017, we acquired all of the outstanding equity interest in RDK. The purchase price allowed for the payment of \$1,333 in shares of our stock or a combination of cash and shares of our stock, at our discretion, payable in two equal annual installments. There was no outstanding balance on this obligation as of December 28, 2019. At December 29, 2018, the outstanding balance of this obligation was \$504.

On May 20, 2016, we acquired all of the outstanding equity interests of Dade Moeller. The purchase price allowed for the payment of \$3,000 in shares of our stock or a combination of cash and shares of our stock, at our discretion, payable in three equal annual installments of \$1,000. There was no outstanding balance on this obligation as of December 28, 2019. At December 29, 2018, the outstanding balance of this obligation was \$936.

Uncollateralized Promissory Notes

On July 1, 2019, we acquired GeoDesign. The purchase price included an uncollateralized \$2,000 promissory note bearing interest at 4.0% ("GeoDesign Note") and payable in four equal annual installments. The outstanding balance of the GeoDesign Note was \$2,000 as of December 28, 2019.

On June 3, 2019, we acquired Alta. The purchase price included an uncollateralized \$2,000 promissory note bearing interest at 4.0% ("Alta Note") and payable in four equal annual installments. The outstanding balance of the Alta Note was \$2,000 as of December 28, 2019.

On June 3, 2019, we acquired Page One. The purchase price included an uncollateralized \$1,000 promissory note bearing interest at 3.0% ("Page One Note") and payable in three equal annual installments. The outstanding balance of the Page One Note was \$1,000 as of December 28, 2019.

On March 22, 2019, we acquired The Sextant Group. The purchase price included an uncollateralized \$4,000 promissory note bearing interest at 4.0% ("The Sextant Group Note") and payable in four equal annual installments. The outstanding balance of The Sextant Group Note was \$3,140 as of December 28, 2019.

On December 31, 2018, we acquired certain assets of Celtic. The purchase price included an uncollateralized \$300 promissory note bearing interest at 3.0% (the "Celtic Note") payable in three equal annual installments. The outstanding balance of the Celtic Note was \$300 as of December 28, 2019.

On November 2, 2018, we acquired CHI. The purchase price included an uncollateralized \$15,000 promissory note bearing interest at 3.0% (the "CHI Note") payable in four equal annual installments. The outstanding balance of the CHI Note was \$11,250 and \$15,000 as of December 28, 2019 and December 29, 2018, respectively.

On August 24, 2018, we acquired CALYX. The purchase price included an uncollateralized \$4,000 promissory note bearing interest at 3.75% payable in four equal annual installments of \$1,000. The outstanding balance of the CALYX Note was \$3,000 and \$4,000 as of December 28, 2019 and December 29, 2018, respectively.

On February 2, 2018, we acquired CSA. The purchase price included an uncollateralized \$600 promissory note bearing interest at 3.0% (the "CSA Note") payable in four equal annual installments of \$150. The outstanding balance of the CSA Note was \$450 and \$600 as of December 28, 2019 and December 29, 2018, respectively.

On January 12, 2018, we acquired all of the outstanding equity interest in Butsko. The purchase price included an uncollateralized \$1,000 promissory note bearing interest at 3.0% (the "Butsko Note") payable in four equal annual installments of \$250. The outstanding balance of the Butsko Note was \$750 and \$1,000 as of December 28, 2019 and December 29, 2018, respectively.

On September 6, 2017, we acquired all of the outstanding interests in Marron. The purchase price included an uncollateralized \$300 promissory note bearing interest at 3.0% (the "Marron Note") payable in three equal annual installments of \$100. The outstanding balance of the Marron Note was \$100 and \$200 as of December 28, 2019 and December 29, 2018, respectively.

On June 6, 2017, we acquired all of the outstanding equity interest in RDK. The purchase price included an uncollateralized \$5,500 promissory note bearing interest at 3.0% (the "RDK Note") payable in four equal annual installments of \$1,375. The outstanding balance of the RDK Note was \$2,750 and \$4,125 as of December 28, 2019 and December 29, 2018, respectively.

On May 4, 2017, we acquired all of the outstanding equity interest in H&K. The purchase price included an uncollateralized \$600 promissory note bearing interest at 3.0% (the "H&K Note") payable in four equal annual installments of \$150. The outstanding balance of the H&K Note was \$300 and \$450 as of December 28, 2019 and December 29, 2018, respectively.

On May 1, 2017, we acquired all of the outstanding equity interest in Lochrane. The purchase price included an uncollateralized \$1,650 promissory note bearing interest at 3.0% (the "Lochrane Note") payable in four equal annual installments of \$413. The outstanding balance of the Lochrane Note was \$825 and \$1,238 as of December 28, 2019 and December 29, 2018, respectively.

On December 6, 2016, we acquired all of the outstanding interests of CivilSource. The purchase price included an uncollateralized \$3,500 promissory note bearing interest at 3.0% (the "CivilSource Note") payable in four equal annual installments of \$875. The outstanding balance of the CivilSource Note was \$1,502 and \$2,625 as of December 28, 2019 and December 29, 2018, respectively.

On November 30, 2016, we acquired all of the outstanding interests of Hanna. The purchase price included an uncollateralized \$2,700 promissory note bearing interest at 3.0% (the "Hanna Note") payable in four equal annual installments of \$675. The outstanding balance of the Hanna Note was \$675 and \$1,350 as of December 28, 2019 and December 29, 2018, respectively.

On October 26, 2016, we acquired all of the outstanding interests of JBA. The purchase price included an uncollateralized \$7,000 promissory note bearing interest at 3.0% (the "JBA Note") payable in five equal annual installments of \$1,400. The outstanding balance of the JBA Note was \$4,163 and \$4,200 as of December 28, 2019 and December 29, 2018, respectively.

On September 12, 2016, we acquired certain assets of Weir. The purchase price included an uncollateralized \$500 promissory note bearing interest at 3.0% (the "Weir Note") payable in four equal annual installments of \$125. The outstanding balance of the Weir Note was \$125 and \$250 as of December 28, 2019 and December 29, 2018, respectively.

On May 20, 2016, we acquired all of the outstanding equity interests of Dade Moeller. The purchase price included an aggregate of \$6,000 of uncollateralized promissory notes bearing interest at 3.0% (the "Dade Moeller Notes") payable in four equal annual installments of \$1,500. The outstanding balance of the Dade Moeller Notes was \$1,497 and \$3,036 as of December 28, 2019 and December 29, 2018, respectively.

On July 1, 2015, we acquired all of the outstanding equity interests of RBA. The purchase price included an uncollateralized \$4,000 promissory notes bearing interest at 3.0% (the "RBA Note") payable in four equal annual installments.

There was no outstanding balance on the RBA Note as of December 28, 2019. The outstanding balance of the RBA Note was \$1,000 as of December 29, 2018.

On January 30, 2015, we acquired all of the outstanding equity interests of JLA. The purchase price included an uncollateralized \$1,250 promissory note bearing interest at 3.5% (the "JLA Note") payable in four equal annual installments of \$313. There was no outstanding balance on the JLA Note as of December 28, 2019. As of December 29, 2018, the outstanding balance of the JLA Note was \$313.

Off-Balance Sheet Arrangements

We did not have any off-balance sheet arrangements as of December 28, 2019 and December 29, 2018.

Effects of Inflation

Based on our analysis of the periods presented, we believe that inflation has not had a material effect on our operating results. There can be no assurance that future inflation will not have an adverse impact on our operating results and financial condition.

Contractual Obligations and Commitments

The following table summarizes our contractual obligations as of December 28, 2019 (in thousands):

	Payments due by fiscal period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Notes Payable and Other Obligations	\$ 362,265	\$ 26,147	\$ 37,745	\$ 298,373	\$ —
Contingent consideration obligations	4,002	1,954	2,048	—	—
Operating lease obligations	52,676	14,620	21,185	10,095	6,776
Total contractual obligations	<u>\$ 418,943</u>	<u>\$ 42,721</u>	<u>\$ 60,978</u>	<u>\$ 308,468</u>	<u>\$ 6,776</u>

Our accrued liabilities in the consolidated balance sheet include unrecognized tax benefits. As of December 28, 2019, we had unrecognized tax benefits of \$887. At this time, we are unable to make a reasonably reliable estimate of the timing of settlements in individual years in connection with unrecognized tax benefit; therefore, such amounts are not included in the above table.

Recently Issued Accounting Pronouncements

For information on recently issued accounting pronouncements, see Note 3, *Recently Issued Accounting Pronouncements*, of the Notes to Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to certain market risks from transactions that are entered into during the normal course of business. We have not entered into derivative financial instruments for trading purposes. We have no significant market risk exposure to interest rate changes related to the promissory notes for acquisitions since these contain fixed interest rates. Our only debt subject to interest rate risk is the Senior Credit Facility which rates are variable, at our option, tied to a Eurocurrency rate equal to LIBOR (London Interbank Offered Rate) plus an applicable rate or a base rate denominated in U.S. dollars. Interest rates are subject to change based on our Consolidated Senior Leverage Ratio (as defined in the Credit Agreement). As of December 28, 2019, there was \$320.5 million outstanding on the Senior Credit Facility. A one percentage point change in the assumed interest rate of the Senior Credit Facility would change our annual interest expense by approximately \$3,205 in 2019.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of NV5 Global, Inc.
Hollywood, Florida

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of NV5 Global, Inc. and subsidiaries (the “Company”) as of December 28, 2019 and December 29, 2018, the related consolidated statements of net income and comprehensive income, changes in stockholders’ equity, and cash flows, for each of the three years in the period ended December 28, 2019, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 28, 2019 and December 29, 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 28, 2019, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 28, 2019, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 26, 2020, expressed an unqualified opinion on the Company’s internal control over financial reporting.

Change in Accounting Principle

As discussed in Note 3 to the financial statements, the Company has changed its method of accounting for leases as of the first day of fiscal year 2019 due to the adoption of Accounting Standards Codification (ASC) 842, *Leases*. The Company adopted ASC 842 using the modified retrospective approach and elected not to adjust comparative periods.

Basis for Opinion

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Revenue Recognition - Percentage of Completion - Refer to Note 2 to the financial statements

Critical Audit Matter Description

The Company recognizes lump-sum contract revenue over the contract term (“over time”) as the work progresses, which is as services are rendered, because transfer of control to the customer is continuous. The Company’s revenues from lump-sum contracts are recognized on the percentage-of-completion method, based primarily on contract costs incurred to date compared

to total estimated costs. The accounting for these contracts involves judgment, particularly as it relates to the process of estimating total costs and profit for each performance obligation. Direct costs are recognized as incurred, and revenues are determined by adding a proportionate amount of the estimated profit to the amount reported as direct costs. As of December 28, 2019, revenue was \$508.9 million, of which approximately \$158 million relates to lump-sum contracts.

We identified revenue on certain complex lump-sum contracts as a critical audit matter because of the judgments necessary for management to estimate total costs and profit in order to recognize revenue for certain lump-sum contracts. This required extensive audit effort due to the complexity of certain lump-sum contracts and required a high degree of auditor judgment when performing audit procedures to audit management's estimates of total costs and profit and evaluating the results of those procedures.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to management's estimates of total costs and profit for each performance obligation used to recognize revenue for certain complex lump-sum contracts included the following, among others:

- We tested the effectiveness of controls over lump-sum contract revenue, including management's controls over the estimates of total costs and profit for performance obligations.
- We selected certain complex lump-sum contracts and performed the following:
 - Evaluated whether the contracts were properly included in management's calculation of lump-sum contract revenue based on the terms and conditions of each contract, including whether continuous transfer of control to the customer occurred as progress was made toward fulfilling the performance obligation.
 - Compared the revenue recognized to the consideration expected to be received based on current rights and obligations under the contracts and any modifications that were agreed upon with the customers.
 - Tested management's identification of distinct performance obligations by evaluating whether the underlying services were highly interdependent and interrelated.
 - Tested the accuracy and completeness of the costs incurred to date for each performance obligation.
 - Evaluated the estimates of total cost and profit by:
 - Evaluating management's ability to achieve the estimates of total cost and profit by performing corroborating inquiries with the Company's finance managers, project managers and engineers, and comparing the estimates to management's work plans, project budgets, and change orders, as applicable.
 - Comparing costs incurred subsequent to fiscal year end to the remaining costs management estimated as of fiscal year end.
 - Comparing management's estimates for the selected contracts to costs and profits of similar performance obligations, when applicable.
 - Tested the mathematical accuracy of management's calculation of revenue for each performance obligation.
- We evaluated management's ability to estimate total costs and profits accurately by comparing actual costs and profits to management's historical estimates for performance obligations that have been fulfilled.

/s/ Deloitte & Touche LLP

Miami, Florida

February 26, 2020

We have served as the Company's auditor since 2015.

NV5 Global, Inc. and Subsidiaries
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	December 28, 2019	December 29, 2018
Assets		
Current assets:		
Cash and cash equivalents	\$ 31,825	\$ 40,739
Billed receivables, net	131,041	98,324
Unbilled receivables, net	79,428	43,411
Prepaid expenses and other current assets	8,906	2,582
Total current assets	251,200	185,056
Property and equipment, net	25,733	11,677
Right-of-use lease assets, net	46,313	—
Intangible assets, net	255,961	99,756
Goodwill	309,216	140,930
Other assets	4,714	2,002
Total Assets	\$ 893,137	\$ 439,421
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 36,116	\$ 22,588
Accrued liabilities	47,432	20,853
Income taxes payable	—	2,697
Billings in excess of costs and estimated earnings on uncompleted contracts	3,303	7,625
Client deposits	221	208
Current portion of contingent consideration	1,954	1,845
Current portion of notes payable and other obligations	25,332	17,139
Total current liabilities	114,358	72,955
Contingent consideration, less current portion	2,048	2,853
Long-term lease liabilities	34,573	—
Notes payable and other obligations, less current portion	332,854	29,847
Deferred income tax liabilities, net	53,341	16,224
Total liabilities	537,174	121,879
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.01 par value; 5,000,000 shares authorized, no shares issued and outstanding	—	—
Common stock, \$0.01 par value; 45,000,000 shares authorized, 12,852,357 and 12,550,711 shares issued and outstanding as of December 28, 2019 and December 29, 2018, respectively	129	126
Additional paid-in capital	251,187	236,525
Retained earnings	104,647	80,891
Total stockholders' equity	355,963	317,542
Total liabilities and stockholders' equity	\$ 893,137	\$ 439,421

See accompanying notes to consolidated financial statements.

NV5 Global, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF NET INCOME AND COMPREHENSIVE INCOME
(in thousands, except share data)

	Years Ended		
	December 28, 2019	December 29, 2018	December 30, 2017
Gross revenues	\$ 508,938	\$ 418,081	\$ 333,034
Direct costs <i>(excluding depreciation and amortization)</i> :			
Salaries and wages	153,023	132,922	103,011
Sub-consultant services	79,598	62,218	50,171
Other direct costs	30,935	21,537	14,598
Total direct costs	<u>263,556</u>	<u>216,677</u>	<u>167,780</u>
Gross Profit	<u>245,382</u>	<u>201,404</u>	<u>165,254</u>
Operating Expenses:			
Salaries and wages, payroll taxes and benefits	128,558	102,221	86,222
General and administrative	42,656	31,713	26,747
Facilities and facilities related	17,145	14,401	12,589
Depreciation and amortization	25,816	17,384	13,128
Total operating expenses	<u>214,175</u>	<u>165,719</u>	<u>138,686</u>
Income from operations	<u>31,207</u>	<u>35,685</u>	<u>26,568</u>
Interest expense	<u>(2,275)</u>	<u>(1,966)</u>	<u>(1,935)</u>
Income before income tax expense	28,932	33,719	24,633
Income tax expense	(5,176)	(6,863)	(627)
Net Income and Comprehensive Income	<u>\$ 23,756</u>	<u>\$ 26,856</u>	<u>\$ 24,006</u>
Earnings per share:			
Basic	\$ 1.96	\$ 2.44	\$ 2.36
Diluted	\$ 1.90	\$ 2.33	\$ 2.23
Weighted average common shares outstanding:			
Basic	12,116,185	10,991,124	10,178,901
Diluted	12,513,034	11,506,466	10,777,806

See accompanying notes to consolidated financial statements.

NV5 Global, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(in thousands, except share data)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Total
	Shares	Amount			
Balance, December 31, 2016	10,566,528	\$ 106	\$ 118,026	\$ 30,029	\$ 148,161
Stock compensation	—	—	4,011	—	4,011
Restricted stock issuance, net	176,198	2	(2)	—	—
Stock issuance for acquisitions	90,324	—	3,856	—	3,856
Payment of contingent consideration with common stock	1,720	—	63	—	63
Net income	—	—	—	24,006	24,006
Balance, December 30, 2017	10,834,770	108	125,954	54,035	180,097
Stock compensation	—	—	6,697	—	6,697
Restricted stock issuance, net	172,820	2	(2)	—	—
Stock issuance for acquisitions	133,121	1	9,329	—	9,330
Proceeds from secondary offering, net of costs	1,270,000	13	93,456	—	93,469
Proceeds from exercise of warrants, net of costs	140,000	2	1,091	—	1,093
Net income	—	\$ —	\$ —	\$ 26,856	\$ 26,856
Balance, December 29, 2018	12,550,711	\$ 126	\$ 236,525	\$ 80,891	\$ 317,542
Stock compensation	—	—	10,430	—	10,430
Restricted stock issuance, net	234,805	2	(2)	—	—
Stock issuance for acquisitions	55,656	1	3,510	—	3,511
Payment of contingent consideration with common stock	11,185	—	724	—	724
Net income	—	—	—	23,756	23,756
Balance, December 28, 2019	12,852,357	129	251,187	104,647	355,963

See accompanying notes to consolidated financial statements.

NV5 Global, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Years Ended		
	December 28, 2019	December 29, 2018	December 30, 2017
Cash Flows From Operating Activities:			
Net income	\$ 23,756	\$ 26,856	\$ 24,006
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	25,816	17,384	13,128
Non-cash lease expense	9,410	—	—
Provision for doubtful accounts	1,239	797	586
Stock based compensation	10,430	6,697	4,011
Change in fair value of contingent consideration	(216)	424	(832)
Loss on disposals of property and equipment	21	26	35
Deferred income taxes	(6,634)	(3,585)	(11,242)
Amortization of debt issuance costs	131	—	—
Changes in operating assets and liabilities, net of impact of acquisitions:			
Billed receivables	5,140	(8,662)	(10,911)
Unbilled receivables	(11,807)	(2,813)	(3,802)
Prepaid expenses and other assets	(3,599)	(109)	295
Accounts payable	534	398	(1,495)
Accrued liabilities	(7,315)	(2,984)	(2,442)
Income taxes payable	(2,697)	(3,405)	4,969
Billings in excess of costs and estimated earnings on uncompleted contracts	(4,322)	3,964	436
Deposits	13	11	883
Net cash provided by operating activities	<u>39,900</u>	<u>34,999</u>	<u>17,625</u>
Cash Flows From Investing Activities:			
Cash paid for acquisitions (net of cash received from acquisitions)	(348,375)	(58,155)	(60,633)
Purchase of property and equipment	(2,625)	(2,203)	(2,239)
Net cash used in investing activities	<u>(351,000)</u>	<u>(60,358)</u>	<u>(62,872)</u>
Cash Flows From Financing Activities:			
Proceeds from common stock offering	—	100,330	—
Proceeds from borrowings from Senior Credit Facility	330,457	—	47,000
Payments of borrowings from Senior Credit Facility	(10,000)	(36,500)	(10,500)
Payments on notes payable	(13,393)	(9,741)	(7,605)
Payments of contingent consideration	(1,202)	(728)	(563)
Payments of common stock offering costs	—	(6,861)	—
Proceeds from exercise of warrant	—	1,093	—
Payments of debt issuance costs	(3,676)	(246)	—
Net cash provided by financing activities	<u>302,186</u>	<u>47,347</u>	<u>28,332</u>
Net (decrease) increase in Cash and Cash Equivalents	(8,914)	21,988	(16,915)
Cash and cash equivalents – beginning of period	40,739	18,751	35,666
Cash and cash equivalents – end of period	<u>\$ 31,825</u>	<u>\$ 40,739</u>	<u>\$ 18,751</u>

See accompanying notes to consolidated financial statements.

NV5 Global, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Years Ended		
	December 28, 2019	December 29, 2018	December 30, 2017
Supplemental disclosures of cash flow information:			
Cash paid for interest	\$ 1,218	\$ 1,895	\$ 1,508
Cash paid for income taxes	\$ 16,215	\$ 13,634	\$ 7,607
Non-cash investing and financing activities:			
Contingent consideration (earn-out)	\$ 1,641	\$ 3,112	\$ 908
Notes payable and other obligations issued for acquisitions	\$ 10,044	\$ 23,987	\$ 9,371
Stock issuance for acquisitions	\$ 3,511	\$ 9,330	\$ 3,856
Finance leases	\$ 1,084	\$ 2,884	\$ —
Payment of contingent consideration and other obligations with common stock	\$ 724	\$ —	\$ 63

See accompanying notes to consolidated financial statements.

NV5 Global, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except share data)

Note 1 – Organization and Nature of Business Operations

Business

NV5 Global, Inc. and its subsidiaries (collectively, the “Company” or “NV5 Global”) is a provider of professional and technical engineering and consulting solutions to public and private sector clients in the infrastructure, energy, construction, real estate and environmental markets, operating nationwide and abroad. The Company’s clients include the U.S. federal, state and local governments, and the private sector. NV5 Global provides a wide range of services, including, but not limited to:

- Infrastructure, engineering and support
- Construction quality assurance, testing and inspection
- Program management
- Energy
- Environmental
- Planning
- Design
- Consulting
- Geospatial solutions
- Management oversight
- Permitting
- Inspection and field supervision
- Testing inspection and certification
- Forensic engineering
- Litigation support
- Condition assessment
- Compliance certification

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The consolidated financial statements of the Company are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). The consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

Fiscal Year

Effective March 7, 2017, the Audit Committee of our Board of Directors and the Board of Directors approved a change in our fiscal year-end and financial accounting cycle. Beginning January 1, 2017, the Company commenced reporting its financial results on a 52/53 week fiscal year ending on the Saturday closest to December 31st (whether or not in the following calendar year), with interim calendar quarters ending on the Saturday closest to the end of such calendar quarter (whether or not in the following calendar quarter).

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. These estimates and assumptions are based on management’s most recent assessment of underlying facts and circumstances using the most recent information available. Actual results could differ significantly from these estimates and assumptions, and the differences could be material.

Estimates and assumptions are evaluated periodically and adjusted when necessary. The more significant estimates affecting amounts reported in the consolidated financial statements include the following:

- Fair value estimates used in accounting for business combinations including the valuation of identifiable intangible assets and contingent consideration
- Fair value estimates in determining the fair value of our reporting units for goodwill impairment assessment

NV5 Global, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except share data)

- Revenue recognition over time
- Allowances for uncollectible accounts

Cash and Cash Equivalents

Cash and cash equivalents include cash on deposit with financial institutions and investments in high quality overnight money market funds, all of which have maturities of three months or less when purchased. The Company from time to time may be exposed to credit risk with its bank deposits in excess of the Federal Deposit Insurance Corporation insurance limits and with uninsured money market investments. Management believes cash and cash equivalent balances are not exposed to significant credit risk due to the financial position of the depository institutions in which those deposits are held.

Concentration of Credit Risk

Trade receivable balances carried by the Company are comprised of accounts from a diverse client base across a broad range of industries and are not collateralized. However, 27%, 30% and 32% of the Company's gross revenues for fiscal years 2019, 2018 and 2017, respectively, are from California-based projects. The Company did not have any clients representing more than 10% of our gross revenues during 2019, 2018 or 2017. During fiscal years 2019, 2018 and 2017 approximately 68%, 67% and 68%, respectively, of our gross revenues was attributable to the public and quasi-public sector. Management continually evaluates the creditworthiness of these and future clients and provides for bad debt reserves as necessary.

Fair Value of Financial Instruments

Fair value is defined as the amount that would be received for selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and is measured using inputs in one of the following three categories:

Level 1 measurements are based on unadjusted quoted prices in active markets for identical assets or liabilities that we have the ability to access. Valuation of these items does not entail a significant amount of judgment.

Level 2 measurements are based on quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active or market data other than quoted prices that are observable for the assets or liabilities.

Level 3 measurements are based on unobservable data that are supported by little or no market activity and are significant to the fair value of the assets or liabilities.

The Company considers cash and cash equivalents, accounts receivable, accounts payable, income taxes payable, accrued liabilities and debt obligations to meet the definition of financial instruments. As of December 28, 2019 and December 29, 2018, the carrying amount of cash and cash equivalents, accounts receivable, accounts payable, income taxes payable and accrued liabilities approximate their fair value due to the relatively short period of time between their origination and their expected realization or payment. The carrying amounts of debt obligations approximate their fair values as the terms are comparable to terms currently offered by local lending institutions for arrangements with similar terms to industry peers with comparable credit characteristics.

The Company applies the provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 805, *Business Combinations*, in the accounting for its acquisitions, which requires recognition of the assets acquired and the liabilities assumed at their acquisition date fair values, separately from goodwill. Goodwill as of the acquisition date is measured as the excess of consideration transferred and the net of the acquisition date fair values of the tangible and identifiable intangible assets acquired and liabilities assumed. The allocation of the purchase price to identifiable intangible assets is based on valuations performed to determine the fair values of such assets as of the acquisition dates. Generally, the Company engages a third-party independent valuation specialist to assist in management's determination of fair values of tangible and intangible assets acquired and liabilities assumed. The fair values of earn-out arrangements are included as part of the purchase price of the acquired companies on their respective acquisition dates. The Company estimates the fair value of contingent earn-out payments as part of the initial purchase price and records the estimated fair value of contingent consideration as a liability on the consolidated balance sheet. Changes in the estimated fair value of contingent earn-out

NV5 Global, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except share data)

payments are included in General and Administrative expenses on the Consolidated Statements of Net Income and Comprehensive Income.

Several factors are considered when determining contingent consideration liabilities as part of the purchase price, including whether (i) the valuation of the acquisitions is not supported solely by the initial consideration paid, and the contingent earn-out formula is a critical and material component of the valuation approach to determining the purchase price; and (ii) the former owners of the acquired companies that remain as key employees receive compensation other than contingent earn-out payments at a reasonable level compared with the compensation of other key employees. The contingent earn-out payments are not affected by employment termination.

The Company reviews and re-assesses the estimated fair value of contingent consideration liabilities on a quarterly basis, and the updated fair value could differ from the initial estimates. The Company measures contingent consideration recognized in connection with business combinations at fair value on a recurring basis using significant unobservable inputs classified as Level 3 inputs. The Company uses a probability-weighted discounted cash flow approach as a valuation technique to determine the fair value of the contingent consideration liabilities on the acquisition date and at each reporting period. The significant unobservable inputs used in the fair value measurements are projections over the earn-out period, and the probability outcome percentages that are assigned to each scenario. Significant increases or decreases to either of these inputs in isolation could result in a significantly higher or lower liability with a higher liability capped by the contractual maximum of the contingent consideration liabilities. Ultimately, the liability will be equivalent to the amount paid, and the difference between the fair value estimate on the acquisition date and amount paid will be recorded in earnings. See Note 12, *Contingent Consideration*, for additional information regarding contingent considerations.

Property and Equipment

Property and equipment is stated at cost. Property and equipment acquired in a business combination is stated at fair value at the acquisition date. The Company capitalizes the cost of improvements to property and equipment that increase the value or extend the useful lives of the assets. Normal repair and maintenance costs are expensed as incurred. Depreciation and amortization is computed on a straight-line basis over the following estimated useful lives of the assets. Leasehold improvements are amortized on a straight-line basis over the lesser of their estimated useful lives or the remaining terms of the related lease agreement.

Asset	Depreciation Period (in years)
Office furniture and equipment	4
Computer equipment	3
Survey and field equipment	5
Leasehold improvements	Lesser of the estimated useful lives or remaining term of the lease

Property and equipment balances are periodically reviewed by management for impairment whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. If an indicator of impairment exists, the Company compares the estimated future cash flows of the asset, on an undiscounted basis, to the carrying value of the asset. If the undiscounted cash flows exceed the carrying value, no impairment is indicated. If the undiscounted cash flows do not exceed the carrying value, then impairment is measured as the difference between fair value and carrying value, with fair value typically based on a discounted cash flow model. During fiscal years 2019, 2018 and 2017, no impairment charge relating to property and equipment was recognized.

Goodwill and Intangible Assets

Goodwill is the excess of consideration paid for an acquired entity over the amounts assigned to assets acquired, including other identifiable intangible assets and liabilities assumed in a business combination. To determine the amount of goodwill resulting from a business combination, we perform an assessment to determine the acquisition date fair value of the acquired company's tangible and identifiable intangible assets and liabilities.

The Company evaluates goodwill annually for impairment on August 1 or whenever events or changes in circumstances indicate the asset may be impaired. An entity has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a

NV5 Global, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except share data)

reporting unit is less than its carrying amount. These qualitative factors include: macroeconomic and industry conditions, cost factors, overall financial performance and other relevant entity-specific events. If the entity determines that this threshold is met, then performing the two-step quantitative impairment test is unnecessary. The two-step impairment test requires a comparison of the carrying value of the assets and liabilities associated with a reporting unit, including goodwill, with the fair value of the reporting unit. The Company determines fair value through multiple valuation techniques, and weights the results accordingly. NV5 Global is required to make certain subjective and complex judgments in assessing whether an event of impairment of goodwill has occurred, including assumptions and estimates used to determine the fair value of its reporting units. If the carrying value of its reporting unit exceeds the fair value of its reporting unit, the Company would calculate the implied fair value as compared to the carrying value to determine the appropriate impairment charge, if any.

Identifiable intangible assets primarily include customer backlog, customer relationships, finite and indefinite-lived trade names, non-compete agreements, and developed technology. Amortizable intangible assets are amortized on a straight-line basis over their estimated useful lives and reviewed for impairment whenever events or changes in circumstances indicate that the assets may be impaired. If an indicator of impairment exists, the Company compares the estimated future cash flows of the asset, on an undiscounted basis, to the carrying value of the asset. If the undiscounted cash flows exceed the carrying value, no impairment is indicated. If the undiscounted cash flows do not exceed the carrying value, then impairment, if any, is measured as the difference between fair value and carrying value, with fair value typically based on a discounted cash flow model.

During fiscal years 2019, 2018 and 2017, no impairment charge relating to goodwill and intangible assets was recognized. See Note 9, *Goodwill and Intangible Assets*, for further information on goodwill and identified intangibles.

Revenue Recognition

On the first day of fiscal year 2018, we adopted ASC Topic 606, *Revenue from Contracts with Customers* (“Topic 606”), using the modified retrospective approach to all contracts that were not completed as of the beginning of fiscal year 2018. We utilize the contract method, which allows companies to account for contracts on a contract by contract basis. For our time and materials contracts, we apply the as-invoiced practical expedient, which permits us to recognize revenue as the right to invoice for services performed. The new standard did not materially affect our consolidated net income, financial position, or cash flows.

To determine the proper revenue recognition method, we evaluate whether two or more contracts should be combined and accounted for as one single contract and whether the combined or single contract should be accounted for as more than one performance obligation. The majority of our contracts have a single performance obligation as the promise to transfer the individual goods or services is not separately identifiable from other promises in the contracts and, therefore, is not distinct.

The Company’s performance obligations are satisfied as work progresses or at a point in time. Revenue on our cost-reimbursable contracts is recognized over time using direct costs incurred or direct costs incurred to date as compared to the estimated total direct costs for performance obligations because it depicts the transfer of control to the customer. Contract costs include labor, subcontractors’ costs and other direct costs. Gross revenues from services transferred to customers over time accounted for 90% of the Company’s revenues for the period ended December 28, 2019.

Gross revenue from services transferred to customers at a point in time is recognized when the customer obtains control of the asset, which is generally upon delivery and acceptance by the customer of the reports and/or analysis performed. Gross revenue from services transferred to customers at a point in time accounted for 10% and 8% of the Company’s revenues for the period ended December 28, 2019 and December 29, 2018, respectively.

As of December 28, 2019, the Company had \$607,482 of remaining performance obligations, of which 493,468 is expected to be recognized over the next 12 months and the majority of the balance over the next 24 months. Contracts for which work authorizations have been received are included in performance obligations. Most of our government contracts are multi-year contracts for which funding is appropriated on an annual basis, therefore performance obligations include only those amounts that have been funded and authorized and does not reflect the full amounts we may receive over the term of such contracts. In the case of non-government contracts and project awards, performance obligations include future revenue at contract or customary rates, excluding contract renewals or extensions that are at the discretion of the client. For contracts with a not-to-exceed maximum amount, we include revenue from such contracts in performance obligations to the extent of the remaining estimated amount.

NV5 Global, Inc. and Subsidiaries
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(in thousands, except share data)

Contract modifications are common in the performance of our contracts. Contracts modified typically result from changes in scope, specifications, design, performance, sites, or period of completion. In most cases, contract modifications are for services that are not distinct, and, therefore, are accounted for as part of the existing contract.

Contract estimates are based on various assumptions to project the outcome of future events. These assumptions are dependent upon the accuracy of a variety of estimates, including engineering progress, achievement of milestones, labor productivity and cost estimates. Due to uncertainties inherent in the estimation process, it is possible that actual completion costs may vary from estimates. If estimated total costs on contracts indicate a loss or reduction to the percentage of total contract revenues recognized to date, these losses or reductions are recognized in the period in which the revisions are known. The effect of revisions to revenues, estimated costs to complete contracts, including penalties, incentive awards, change orders, claims, anticipated losses and others are recorded on the cumulative catch-up basis in the period in which the revisions are identified and the loss can be reasonably estimated. Such revisions could occur in any reporting period and the effects on the results of operations for that reporting period may be material depending on the size of the project or the adjustment. During the period ended December 28, 2019, the cumulative catch-up adjustment for contract modifications was not material.

A significant amount of the Company's revenues are derived under multi-year contracts. The Company enters into contracts with its clients that contain two principal types of pricing provisions: cost-reimbursable and fixed-unit price. The majority of the Company's contracts are cost-reimbursable contracts that fall under the low-risk subcategory of time and materials contracts.

Cost-reimbursable contracts consist of the following:

- Time and materials contracts, which are common for smaller scale professional and technical consulting and certification services projects. Under these types of contracts, there is no predetermined fee. Instead, the Company negotiates hourly billing rates and charges the clients based upon actual hours expended on a project. In addition, any direct project expenditures are passed through to the client and are typically reimbursed. These contracts may have an initial not-to-exceed or guaranteed maximum price provision.
- Cost-plus contracts are the predominant contracting method used by U.S. federal, state, and local governments. Under these types of contracts, the Company charges clients for its costs, including both direct and indirect costs, plus a negotiated fee. The total estimated cost plus the negotiated fee represents the total contract value.
- Lump-sum contracts typically require the performance of all of the work under the contract for a specified lump-sum fee, subject to price adjustments if the scope of the project changes or unforeseen conditions arise. Many of the Company's lump-sum contracts are negotiated and arise in the design of projects with a specified scope and project deliverables. In most cases, we can bill additional fees if the construction schedule is modified and lengthened.

Fixed-unit price contracts typically require the performance of an estimated number of units of work at an agreed price per unit, with the total payment under the contract determined by the actual number of units performed.

Federal Acquisition Regulations ("FAR"), which are applicable to the Company's federal government contracts and may be incorporated in local and state agency contracts, limit the recovery of certain specified indirect costs on contracts. Cost-plus contracts covered by FAR or certain state and local agencies also may require an audit of actual costs and provide for upward or downward adjustments if actual recoverable costs differ from billed recoverable costs.

Contract Balances

The timing of revenue recognition, billings and cash collections results in billed receivables, unbilled receivables (contract assets), and billings in excess of costs and estimated earnings on uncompleted contracts (contract liabilities) on the Consolidated Balance Sheet.

Billed receivables, net represents amounts billed to clients that remain uncollected as of the balance sheet date. The amounts are stated at their estimated realizable value. The Company maintains an allowance for doubtful accounts to provide for the estimated amount of receivables that will not be collected. The allowance is estimated based on management's evaluation of the contracts involved and the financial condition of clients. Factors the Company considers include, but are not limited to:

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- Client type (governmental or commercial client)
- Historical performance
- Historical collection trends
- General economic conditions

Billed receivables are generally collected within less than 12 months. The allowance is increased by the Company's provision for doubtful accounts which is charged against income. All recoveries on receivables previously charged off are included in income, while direct charge-offs of receivables are deducted from the allowance.

Unbilled receivables, net represents recognized amounts pending billing pursuant to contract terms or accounts billed after period end, and are expected to be billed and collected within the next 12 months. Generally, billing occurs subsequent to revenue recognition, resulting in contract assets. Unbilled receivables (contract assets) are generally classified as current.

In certain circumstances, the contract may allow for billing terms that result in the cumulative amounts billed in excess of revenues recognized. The liability "Billings in excess of costs and estimated earnings on uncompleted contracts" represents billings in excess of revenues recognized on these contracts as of the reporting date. This liability is generally classified as current. During fiscal 2019, the Company performed services and recognized \$7,625 of revenue related to its contract liabilities that existed as of December 29, 2018.

Advertising

Advertising costs are charged to expense in the period incurred and amounted to \$939, \$1,019 and \$1,048 during fiscal years 2019, 2018 and 2017, respectively, which is included in General and Administrative Expenses on the accompanying Consolidated Statements of Net Income and Comprehensive Income.

Income Taxes

The Company accounts for income taxes in accordance with ASC Topic No. 740 "Income Taxes" ("Topic No. 740"). Deferred income taxes reflect the impact of temporary differences between amounts of assets and liabilities for financial reporting purposes and such amounts as measured by tax laws. A valuation allowance against the Company's deferred tax assets is recorded when it is more likely than not that some portion or all of the deferred tax assets will not be realized. In determining the need for a valuation allowance, management is required to make assumptions and to apply judgment, including forecasting future earnings, taxable income, and the mix of earnings in the jurisdictions in which the Company operates. Management periodically assesses the need for a valuation allowance based on the Company's current and anticipated results of operations. The need for and the amount of a valuation allowance can change in the near term if operating results and projections change significantly.

The Company recognizes the consolidated financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more likely-than-not threshold, the amount recognized in the consolidated financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. The Company applies the uncertain tax position guidance to all tax positions for which the statute of limitations remains open. The Company's policy is to classify interest and penalties as income tax expense.

Note 3 – Recently Issued Accounting Pronouncements

Recently Adopted Accounting Pronouncements

Leases

In February 2016, the FASB issued Accounting Standards Update ("ASU") No. 2016-02, *Leases (Topic 842)* ("ASU 2016-02") which is intended to increase transparency and comparability of accounting for lease transactions. For all leases with terms greater than 12 months, the new guidance requires lessees to recognize right-of-use assets and corresponding lease liabilities on the balance sheet and to disclose qualitative and quantitative information about lease transactions. The new

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standard maintains a distinction between finance leases and operating leases. As a result, the effect of the new guidance on leases in the statement of operations and statement of cash flow is largely unchanged.

The Company adopted ASU No. 2016-02 as of the first day of the fiscal year 2019 using the modified retrospective approach and elected not to adjust comparative periods. In addition, the Company elected the package of practical expedients permitted under the transition guidance within the new standard, which permits the Company not to reassess under the new standard its prior conclusions about lease identification, lease classification, and the initial direct costs. The Company elected the practical expedient to keep leases with an initial term of 12 months or less off the balance sheet and the practical expedient to account for non-lease components in a contract as part of a single lease component. Lease payments are recognized in the Consolidated Statements of Operations on a straight-line basis over the lease term. Adoption of the new standard resulted in the recording of additional right-of-use lease assets and lease liabilities of \$34,186 and \$34,965, respectively, as of the first day of the fiscal year 2019. The standard did not materially impact our consolidated net earnings and had no impact on cash flows. Additionally, there was no cumulative effect of adoption on retained earnings in the Statement of Changes in Stockholders' Equity.

Accounting Pronouncements Not Yet Adopted

Goodwill

In January 2017, the FASB issued ASU No. 2017-04, *Intangibles-Goodwill and Other (Topic 350) Simplifying the Test for Goodwill Impairment*. This ASU eliminates Step 2 of the goodwill impairment test and simplifies how the amount of an impairment loss is determined. The update is effective for public companies in the beginning of fiscal year 2020 and shall be applied on a prospective basis. The Company will adopt this ASU at the beginning of fiscal year 2020. The Company does not expect the impact of this ASU to be material to its consolidated financial statements.

Financial Instruments

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326)* ("ASU 2016-13"). This ASU introduces a new accounting model, the Current Expected Credit Losses model (CECL), which could result in earlier recognition of credit losses and additional disclosures related to credit risk. The CECL model will require the Company to use a forward-looking expected credit loss impairment methodology for the recognition of credit losses for financial instruments at the time the financial asset is originated or acquired. The expected credit losses are adjusted each period for changes in expected lifetime credit losses. This model replaces the multiple existing impairment models in current GAAP, which generally require that a loss be incurred before it is recognized. The new standard will also apply to receivables arising from revenue transactions such as contract assets and accounts receivable and is effective for fiscal years beginning after December 15, 2019. The Company will adopt this ASU at the beginning of fiscal year 2020. The standard will be applied prospectively with an adjustment to retained earnings. The adoption of ASU 2016-13 will not materially impact the consolidated financial statements.

Note 4 – Earnings per Share

Basic earnings per share is calculated by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the Company. The effect of potentially dilutive securities is not considered during periods of loss or if the effect is anti-dilutive.

The weighted average number of shares outstanding in calculating basic earnings per share during fiscal years 2019, 2018 and 2017 exclude 642,677, 614,911 and 570,171 non-vested restricted shares, respectively. There were no potentially anti-dilutive securities during fiscal years 2019, 2018 and 2017.

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The following table represents a reconciliation of the net income and weighted average shares outstanding for the calculation of basic and diluted earnings per share during fiscal years 2019, 2018 and 2017:

	Years Ended		
	December 28, 2019	December 29, 2018	December 30, 2017
Numerator:			
Net income – basic and diluted	\$ 23,756	\$ 26,856	\$ 24,006
Denominator:			
Basic weighted average shares outstanding	12,116,185	10,991,124	10,178,901
Effect of dilutive non-vested restricted shares and units	319,674	401,726	326,319
Effect of issuable shares related to acquisitions	77,175	87,713	157,965
Effect of warrants	—	25,903	114,621
Diluted weighted average shares outstanding	12,513,034	11,506,466	10,777,806

Note 5 – Stockholders' Equity

Warrant exercise

In conjunction with the Company's initial public offering on March 26, 2013, the underwriter received a warrant to acquire up to 140,000 units ("Unit Warrant"). On March 23, 2016, the underwriter paid \$1,008 to the Company to exercise the Unit Warrant. Each of the units delivered upon exercise consisted of one share of the Company's common stock and one warrant to purchase one share of the Company's common stock at an exercise price of \$7.80 per share ("Warrant"), which warrant expired on March 27, 2018. On March 19, 2018, the underwriter paid \$1,093 to the Company to exercise the Warrant. On March 21, 2018, the Company delivered 140,000 shares of common stock to the underwriter.

Common Stock offering

On August 9, 2018, the Company priced an underwritten follow-on offering of 1,270,000 shares of the Company's common stock (the "2018 Firm Shares") at an offering price of \$79.00 per share. The shares were sold pursuant to an effective registration statement on Form S-3 (Registration No. 333-224392). In addition, a selling stockholder of the Company granted the underwriters of the offering a 30-day option to purchase up to 190,500 shares (the "2018 Option Shares") of the Company's common stock at the public offering price less the underwriting discount. On August 13, 2018, the Company closed on the 2018 Firm Shares, for which we received net proceeds of \$93,469 after deducting the underwriting discount and estimated offering expenses payable by the Company, and the selling stockholder of the Company closed on the sale of all 2018 Option Shares. The Company did not receive any proceeds associated with the sale of the 2018 Option Shares by the selling stockholder.

Note 6 – Business Acquisitions

2019 Acquisitions

On December 20, 2019 (the "Closing Date"), the Company acquired all of the outstanding equity interests in Geospatial Holdings, Inc. and its subsidiaries, including Quantum Spatial, Inc. (collectively "QSI"), a full-service geospatial solutions provider serving the North American market. QSI provides data solutions to public and private sector clients that need geospatial intelligence to mitigate risk, plan for growth, better manage resources, and advance scientific understanding. NV5 Global acquired QSI in an all-cash transaction for \$318,000, which includes excess working capital of \$8,781 and closing date cash of approximately \$6,677. The purchase price and other related costs associated with the transaction were financed through the Company's amended and restated credit agreement (the "A&R Credit Agreement") with Bank of America, N.A. and the other lenders party thereto. Pursuant to the A&R Credit Agreement, the lenders provided term commitments of \$150,000 in the aggregate in a single draw on the Closing Date and revolving commitments totaling \$215,000. See Note 11, *Notes Payable and Other Obligations*, for further detail on the A&R Credit Agreement. In order to determine the fair values of tangible and intangible assets required and liabilities assumed for QSI, the Company engaged a third-party independent valuation specialist

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to assist in the determination of fair values. The final determination of the fair value of certain assets and liabilities will be completed within the one year measurement period as required by ASC Topic 805, *Business Combinations* ("ASC 805"). The QSI acquisition will necessitate the use of this measurement period to adequately analyze and assess a number of the factors used in establishing the asset and liability fair values as of the acquisition date, including intangible assets, accounts receivable, and certain fixed assets.

On November 8, 2019, the Company acquired from GHD Services, Inc. ("GHD") its assets related to the business for forensics and insurance. The GHD forensics and insurance business provides engineering and environmental claim services for insurance companies, law firms, and litigation support. The Company acquired GHD for a cash purchase price of \$8,300. In order to determine the fair values of tangible and intangible assets required and liabilities assumed for GHD, the Company engaged a third-party independent valuation specialist to assist in the determination of fair values. The final determination of the fair value of certain assets and liabilities will be completed within the one year measurement period as required by ASC 805. The GHD acquisition will necessitate the use of this measurement period to adequately analyze and assess a number of the factors used in establishing the asset and liability fair values as of the acquisition date, including accounts receivable.

On July 2, 2019, the Company acquired all of the outstanding equity interests in WHPacific, Inc. ("WHPacific"), a provider of design engineering and surveying services serving Washington, Oregon, Idaho, New Mexico, Arizona and California for a cash purchase price of \$9,000. In order to determine the fair values of tangible and intangible assets acquired and liabilities assumed for WHPacific, the Company engaged a third-party independent valuation specialist to assist in the determination of fair values. The final determination of the fair value of certain assets and liabilities will be completed within the one year measurement period as required by ASC 805. The WHPacific acquisition will necessitate the use of this measurement period to adequately analyze and assess a number of the factors used in establishing the asset and liability fair values as of the acquisition date, including accounts receivable.

Only July 1, 2019, the Company acquired all of the outstanding equity interests in GeoDesign, Inc. ("GeoDesign"), a geotechnical, environmental, geological, mining and pavement engineering company serving Washington, Oregon, and California. The aggregate purchase price is up to \$12,800, including \$8,500 of cash, \$2,000 in promissory note (bearing interest at 4.0%), payable in four equal installments of \$500 due on the first, second, third, and fourth anniversaries of July 1, 2019, and \$375 of the Company's common stock (4,731 shares) issued at the closing date. The purchase price also includes \$425 of the Company's common stock payable on the first and second anniversaries of July 1, 2019. Further, the purchase price includes a \$1,500 earn-out of cash, which was recorded at the estimated fair value of \$198. In order to determine the fair values of tangible and intangible assets acquired and liabilities assumed for GeoDesign, the Company engaged a third-party independent valuation specialist to assist in the determination of fair values. The GeoDesign acquisition will necessitate the use of this measurement period to adequately analyze and assess a number of the factors used in establishing the asset and liability fair values as of the acquisition date, including accounts receivable.

On June 3, 2019, the Company acquired all of the outstanding equity interests in Alta Environmental, L.P. ("Alta"), a consulting firm specializing in air quality, environmental building sciences, water resources, site assessment and remediation as well as environmental health and safety compliance services. The aggregate purchase price is up to \$6,500, including \$4,000 of cash and \$2,000 in promissory note (bearing interest at 4.0%), payable in 4 equal installments of \$500 due on the first, second, third, and fourth anniversaries of June 3, 2019. Further, the purchase price includes a \$500 earn-out of cash, which was recorded at an estimated fair value of \$323. In order to determine the fair values of tangible and intangible assets acquired and liabilities assumed for Alta, the Company engaged a third-party independent valuation specialist to assist in the determination of fair values. The Alta acquisition will necessitate the use of this measurement period to adequately analyze and assess a number of the factors used in establishing the asset and liability fair values as of the acquisition date, including accounts receivable.

On June 3, 2019, the Company acquired all of the outstanding equity interests in Page One Consultants ("Page One"), a program management and construction quality assurance firm based in Orlando, Florida. The aggregate purchase price is up to \$3,900, including \$2,000 of cash, \$1,000 in promissory note (bearing interest at 3.0%), payable in three equal installments of \$333 due on the first, second, and third anniversaries of June 3, 2019, and \$200 of the Company's common stock (2,647 shares) issued at the closing date. The purchase price also includes a \$500 earn-out of cash and stock, which was recorded at an estimated fair value of \$448. In order to determine the fair values of tangible and intangible assets acquired and liabilities assumed for Page One, the Company engaged a third-party independent valuation specialist to assist in the determination of fair

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values. The Page One acquisition will necessitate the use of this measurement period to adequately analyze and assess a number of the factors used in establishing the asset and liability fair values as of the acquisition date, including accounts receivable.

On March 22, 2019, the Company acquired all of the outstanding equity interests in the Sextant Group, Inc. ("The Sextant Group"), a national leading provider of audiovisual, information and communications technology, acoustics consulting, and design services headquartered in Pittsburgh, PA. The Sextant Group provides services throughout the U.S. and is well-known for creating integrated technology solutions for a wide range of public and private sector clients. The aggregate purchase price is up to \$11,000, including \$7,000 of cash and \$4,000 in promissory note (bearing interest at 4.0%), payable in 4 equal installments of \$1,000 due on the first, second, third, and fourth anniversaries of March 22, 2019. In order to determine the fair values of tangible and intangible assets acquired and liabilities assumed for The Sextant Group, the Company engaged a third-party independent valuation specialist to assist in the determination of fair values. The final determination of the fair value of certain assets and liabilities will be completed within the one year measurement period as required by ASC 805. The Sextant Group acquisition will necessitate the use of this measurement period to adequately analyze and assess a number of the factors used in establishing the asset and liability fair values as of the acquisition date, including accounts receivable.

On December 31, 2018, the Company acquired certain assets of Celtic Energy, Inc. ("Celtic"), a nationally recognized energy consulting firm that specialized in energy project management and oversight. The aggregate purchase price is up to \$1,900, including \$1,000 in cash, \$300 in promissory note (bearing interest at 3.0%), payable in three equal installments of \$100 on the first, second, and third anniversaries of December 31, 2018, and \$200 of the Company's common stock (3,227 shares) issued at the closing date. The purchase price also includes \$200 of the Company's common stock payable on the first anniversary December 31, 2018. Further, the purchase price includes a \$200 earn-out of cash, which was recorded at an estimated fair value of \$181. In order to determine the fair values of tangible and intangible assets acquired and liabilities assumed for Celtic, the Company performed a purchase price allocation.

2018 Acquisitions

On November 2, 2018 the Company acquired CHI Engineering, Inc. ("CHI"), an infrastructure engineering firm based in Portsmouth, New Hampshire. CHI is a leading provider of engineering, procurement, and construction management services to the liquefied natural gas ("LNG"), petroleum gas ("LPG") and Natural Gas industries. CHI's client base includes the majority of LNG facility owner/operators in the U.S. The aggregate purchase price of this acquisition is up to \$53,000, including \$30,000 in cash, \$15,000 in promissory notes (bearing interest at 3.0%), payable in four equal installments of \$3,750 on the first, second, third and fourth anniversaries of November 2, 2018 and \$3,000 of the Company's common stock (36,729 shares) issued at the closing date. In July 2019, the Company received \$2,360 from the sellers of CHI, as a working capital adjustment which was recorded as a reduction of the purchase price paid for the acquisition of CHI. The purchase price also includes \$3,000 of the Company's common stock payable in three installments of \$1,000, due on the first, second and third anniversaries of November 2, 2018. The purchase price also includes a \$2,000 earn-out of cash (at a 3.0% interest rate which begins to accrue on January 1, 2020), which was recorded at its estimated fair value of \$1,547, based on a probability-weighted approach valuation technique used to determine the fair value of the contingent consideration on the acquisition date. The note and the earn-out are due to related party individuals who became employees of the Company upon the acquisition. In order to determine the fair values of tangible and intangible assets acquired and liabilities assumed for CHI, the Company engaged a third-party independent valuation specialist to assist in the determination of fair values.

On August 24, 2018, the Company acquired all of the outstanding equity interests in CALYX Engineers and Consultants, Inc. ("CALYX"), an infrastructure and transportation firm based in Cary, North Carolina. CALYX provides roadway and structure design, transportation planning, water resources, construction services, utility services, building structure design, land development, traffic services, cultural resources, surveying, and environmental services. CALYX serves both public and private clients, including state departments of transportation, municipalities, developers, higher education, and healthcare systems. The acquisition of CALYX will expand our infrastructure engineering service in the southeast United States. The purchase price of this acquisition is \$34,000, subject to customary closing working capital adjustments, including \$25,000 in cash, \$4,000 in promissory notes (bearing interest at 3.75%), payable in four installments of \$1,000, due on the first, second, third and fourth anniversaries of August 24, 2018, \$3,000 of the Company's common stock (36,379 shares) as of the closing date of the acquisition, and \$2,000 in cash payable within 120 days of the closing date. The note is due to related party individuals who became employees of the Company. In order to determine the fair values of tangible and intangible assets acquired and liabilities assumed for CALYX, the Company engaged a third-party independent valuation specialist to assist in the determination of fair values.

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On February 2, 2018, the Company acquired CSA (M&E) Ltd. ("CSA"), a leading provider of Mechanical, Electrical, and Plumbing (MEP) engineering and sustainability consulting services. CSA provides MEP and sustainability services for the retail, education, healthcare, industrial, corporate, hospitality and infrastructure market sectors with offices in Hong Kong, Macau and the UAE. CSA serves private and public sector clients throughout Asia and the Middle East. The purchase price of this acquisition was up to \$4,200, including \$2,000 in cash; \$600 in promissory notes (bearing interest at 3.0%), payable in four installments of \$150, due on the first, second, third and fourth anniversaries of February 2, 2018, the effective date of the acquisition; and \$150 of the Company's common stock (2,993 shares) issued as of the closing date. The purchase price also includes \$250 of the Company's common stock payable in two installments of \$125, due on the first and second anniversaries of the acquisition. The purchase price also included a non-interest bearing earn-out of up to \$1,200 payable in cash and stock, subject to the achievement of certain agreed upon financial metrics for fiscal year 2018. The earn-out of \$1,200 is non-interest bearing and was recorded at its estimated fair value of \$899, based on a probability-weighted approach valuation technique used to determine the fair value of the contingent consideration on the acquisition date. The note and the earn-out are due to a related party individual who became an employee of the Company upon the acquisition. In order to determine the fair values of tangible and intangible assets acquired and liabilities assumed for CSA, the Company engaged a third-party independent valuation specialist to assist in the determination of fair values.

On January 12, 2018, the Company acquired all of the outstanding equity interest in Butsko Utility Design, Inc. ("Butsko"). Butsko is leading provider of utility planning and design services serving both public and private sector clients through its offices in Southern California and Washington. The purchase price of this acquisition was up to \$4,250, including \$1,500 in cash; \$1,000 in promissory notes (bearing interest at 3.0%), payable in four installments of \$250, due on the first, second, third and fourth anniversaries of January 12, 2018, the effective date of the acquisition; and \$300 of the Company's common stock (5,630 shares) issued as of the closing date. The purchase price also includes \$600 of the Company's common stock payable in two installments of \$300, due on the first and second anniversaries of the acquisition. The purchase price also included a non-interest bearing earn-out of up to \$850 payable in cash and stock, subject to the achievement of certain agreed upon financial metrics for fiscal year 2018. The earn-out of \$850 is non-interest bearing and was recorded at its estimated fair value of \$666, based on a probability-weighted approach valuation technique used to determine the fair value of the contingent consideration on the acquisition date. The note and the earn-out are due to a related party individual who became an employee of the Company upon the acquisition. In order to determine the fair values of tangible and intangible assets acquired and liabilities assumed for Butsko, the Company engaged a third-party independent valuation specialist to assist in the determination of fair values.

2017 Acquisitions

On December 22, 2017, we acquired certain assets of Skyscene, LLC ("Skyscene"), a California-based premier aerial survey and mapping company that provides flight services using the latest drone technology. Skyscene operates fixed wing and multirotor UAV's carrying the most advanced remote sensing equipment. The purchase price of this acquisition was \$650 including \$250 in cash and \$400 in the Company's common stock (7,434 shares) as of the closing date of the acquisition.

On September 6, 2017, the Company acquired all of the outstanding equity interests in Marron and Associates, Inc. ("Marron"), a leading environmental services firm with offices in Albuquerque and Las Cruces, New Mexico. Marron provides environmental planning, natural and cultural resources, environmental site assessment, and GIS services. Marron primarily serves public and private clients throughout the Southwest, including the New Mexico Department of Transportation, Bureau of Land Management, Bureau of Indian Affairs, Federal Highway Administration, U.S. Department of Agriculture, U.S. Fish and Wildlife Service, and U.S. Forest Service. The purchase price of this acquisition is up to \$990 including \$400 in cash, \$300 in promissory notes (bearing interest at 3.0%), payable in three installments of \$100, due on the first, second and third anniversaries of September 6, 2017, the effective date of the acquisition, \$67 of the Company's common stock (1,510 shares) as of the closing date of the acquisition and \$133 in stock or a combination of cash and shares of the Company's stock, at its discretion, payable in two equal installments, due on the first and second anniversaries of September 6, 2017. The purchase price also included an earn-out of \$90, subject to the achievement of certain agreed upon metrics for calendar year 2017. The note and the earn-out are due to a related party individual who became an employee of the Company upon the acquisition. The Company internally determined the preliminary fair values of tangible and intangible assets acquired and liabilities assumed.

On June 6, 2017, the Company acquired all of the outstanding equity interests in Richard D. Kimball Co. ("RDK"), an established leader in the provision of energy efficiency and mechanical, electric and plumbing (MEP) services based in Boston, Massachusetts. In addition to MEP and fire protection services, RDK offers commissioning services, technology design services, and energy and sustainability services, including Whole Building Energy Modeling and ASHRAE Level Energy

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Audits, Green Building Certification, Energy Code Consulting, Carbon Emissions Management, and Renewable Energy Management. RDK primarily serves commercial, healthcare, science and technology, education, government, and transportation clients. The purchase price of this acquisition is up to \$22,500, subject to customary closing working capital adjustments, including \$15,000 in cash, \$5,500 in promissory notes (bearing interest at 3.0%), payable in four installments of \$1,375, due on the first, second, third and fourth anniversaries of June 6, 2017, \$667 of the Company's common stock (18,072 shares) as of the closing date of the acquisition, and \$1,333 in stock or a combination of cash and shares of the Company's stock, at our discretion, payable in two equal installments, due on the first and second anniversaries of June 6, 2017. In order to ultimately determine the fair values of tangible and intangible assets acquired and liabilities assumed for RDK, we engaged a third-party independent valuation specialist to assist in the determination of fair values.

On May 4, 2017, the Company acquired all of the outstanding equity interests in Holdrege & Kull, Consulting Engineers and Geologists ("H&K"), a full-service geotechnical engineering firm based in Northern California. H&K provides services to public, municipal and special district, industrial, and private sector clients. The purchase price of this acquisition is up to \$2,200 including \$1,000 in cash, \$600 in promissory notes (bearing interest at 3.0%), payable in four installments of \$150, due on the first, second, third and fourth anniversaries of May 4, 2017, the effective date of the acquisition, and \$100 of the Company's common stock (2,628 shares) as of the closing date of the acquisition. The purchase price also included an interest bearing earn-out of \$500 promissory note, subject to the achievement of certain agreed upon metrics for calendar year 2017. The earn-out promissory note is payable in four installments of \$125, due on the first, second, third and fourth anniversaries of May 4, 2017. The earn-out of \$500 was recorded at its estimated fair value of \$405, based on a probability-weighted approach valuation technique used to determine the fair value of the contingent consideration on the acquisition date. The note and the earn-out are due to a related party individual who became an employee of the Company upon the acquisition. In order to ultimately determine the fair values of tangible and intangible assets acquired and liabilities assumed for H&K, we engaged a third-party independent valuation specialist to assist in the determination of fair values.

On May 1, 2017, the Company acquired all of the outstanding equity interests in Lochrane Engineering Incorporated ("Lochrane"), an Orlando, Florida based civil engineering firm, which specializes in the provision of services on major roadway projects, and its major clients include the Florida Department of Transportation and Florida's Turnpike Enterprise. The purchase price of this acquisition is up to \$4,940 including \$2,690 in cash, \$2,200 in promissory notes (bearing interest at 3.0%), payable in four installments of \$550, due on the first, second, third and fourth anniversaries of May 1, 2017, the effective date of the acquisition, \$17 of the Company's common stock (441 shares) as of the closing date of the acquisition, and \$33 in stock or a combination of cash and shares of the Company's stock, at our discretion, payable in two equal installments, due on the first and second anniversaries of May 1, 2017. Included in the \$2,200 promissory notes, is an earn-out of \$550, subject to the achievement of certain agreed upon metrics for calendar year 2017. The earn-out of \$550 is interest bearing and was recorded at its estimated fair value of \$413, based on a probability-weighted approach valuation technique used to determine the fair value of the contingent consideration on the acquisition date. The note and the earn-out are due to a related party individual who became an employee of the Company upon the acquisition. In order to ultimately determine the fair values of tangible and intangible assets acquired and liabilities assumed for Lochrane, we engaged a third-party independent valuation specialist to assist in the determination of fair values.

On April 14, 2017, the Company acquired all of the outstanding equity interests in Bock & Clark Corporation ("B&C"), an Akron, Ohio based surveying, commercial zoning, and environmental services firm. The acquisition of B&C will expand our cross-selling opportunities within our infrastructure engineering, surveying, and program management groups and with our financial and transactional real estate clients. The aggregate purchase price consideration paid by the Company in connection with the acquisition was \$42,000, subject to customary closing working capital adjustments, funded entirely in cash. In order to ultimately determine the fair values of tangible and intangible assets acquired and liabilities assumed for Bock & Clark, we engaged a third-party independent valuation specialist to assist in the determination of fair values.

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The following table summarizes the fair values of the assets acquired and liabilities assumed as of the acquisition dates for acquisitions closed during fiscal years 2019 and 2018:

	2019			2018
	QSI	Other	Total	Total
Cash	\$ 6,894	75	6,969	\$ 345
Billed and unbilled receivables, net	42,523	21,642	64,165	20,999
Right-of-use assets	6,131	0	6,131	0
Property and equipment	13,626	2,163	15,789	3,122
Prepaid expenses	2,612	997	3,609	589
Other assets	1,317	1,048	2,365	83
Intangible assets:			—	
Customer relationships	64,709	10,423	75,132	32,267
Trade name	58,546	1,365	59,911	2,479
Customer backlog	6,835	1,363	8,198	8,007
Developed technology	32,944	0	32,944	—
Other	—	814	814	4,306
Total Assets	236,137	39,890	276,027	72,197
Liabilities	(23,698)	(8,324)	(32,022)	(11,589)
Deferred tax liabilities	(39,372)	(3,779)	(43,151)	(8,903)
Net assets acquired	173,067	27,787	200,854	51,705
Consideration paid (Cash, Notes and/or stock)	318,004	50,946	368,950	90,516
Contingent earn-out liability (Cash and stock)	—	1,004	1,004	3,112
Total Consideration	318,004	51,950	369,954	93,628
Excess consideration over the amounts assigned to the net assets acquired (Goodwill)	\$ 144,937	24,163	169,100	\$ 41,923

Goodwill was recorded based on the amount by which the purchase price exceeded the fair value of the net assets acquired and the amount is attributable to the reputation of the business acquired, the workforce in place and the synergies to be achieved from these acquisitions. See Note 9, *Goodwill and Intangible Assets*, for further information on goodwill and identified intangibles.

The consolidated financial statements of the Company for fiscal years 2019, 2018 and 2017 include the results of operations from the businesses acquired from their respective dates of acquisition during each of the respective periods as follows:

	2019	2018	2017
Gross revenues	\$ 42,127	\$ 33,468	\$ 59,048
Income before income taxes	\$ 3,170	\$ 6,677	\$ 10,755

General and administrative expense for fiscal years 2019, 2018 and 2017 included \$1,492, \$1,267 and \$1,398, respectively, of acquisition-related costs pertaining to the Company's acquisition activities.

The following table presents the unaudited, pro forma consolidated results of operations (in thousands, except per share amounts) for fiscal years 2019, 2018 and 2017 as if the acquisitions of QSI, The Sextant Group, Page One, Alta, WHPacific, and GeoDesign had occurred as of January 1, 2018 and as if the acquisition of CHI and CALYX had occurred as of January 1, 2017. The pro forma information provided below is compiled from the financial statements of CHI, CALYX, The Sextant Group, Page One, Alta, WHPacific, GeoDesign, and QSI and includes pro forma adjustments for amortization expense, adjustments to certain expenses, and the income tax impact of these adjustments. These unaudited pro forma results are

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presented for informational purposes only and are not necessarily indicative of what the actual results of operations of the Company would have been if the acquisitions and related financing transactions had occurred on the date assumed, nor are they indicative of future results of operations.

	Years Ended		
	December 28, 2019	December 29, 2018	December 30, 2017
Gross revenues	\$ 677,109	\$ 689,580	\$ 430,805
Net income	\$ 18,421	\$ 22,633	\$ 22,464
Basic earnings per share	\$ 1.52	\$ 2.05	\$ 2.19
Diluted earnings per share	\$ 1.47	\$ 1.95	\$ 2.07

Pro forma results for 2019 were adjusted to exclude acquisition-related costs incurred by NV5 Global and QSI. Adjustments were also made to adjust amortization of intangible assets to reflect fair value of identified assets acquired, to record the effects of extinguishing the debt of QSI and replacing it with the debt of NV5 Global, and to record the income tax effect of these adjustments. Adjustments were made to the 2018 pro forma results to adjust amortization of intangible assets to reflect fair value of identified assets acquired, to record the effect of extinguishing the debt of QSI and replacing it with the debt of NV5 Global, and to record the income tax effect of these adjustments.

All other acquisitions were not material to the Company's consolidated financial statements both individually and in the aggregate.

Note 7 – Billed and Unbilled Receivables

Billed and Unbilled Receivables consists of the following:

	December 28, 2019	December 29, 2018
Billed receivables	\$ 134,900	\$ 101,482
Less: allowance for doubtful accounts	(3,860)	(3,158)
Billed receivables, net	<u>\$ 131,041</u>	<u>\$ 98,324</u>
Unbilled receivables	\$ 80,639	\$ 44,799
Less: allowance for doubtful accounts	(1,211)	(1,388)
Unbilled receivables, net	<u>\$ 79,428</u>	<u>\$ 43,411</u>

Activity in the allowance for doubtful accounts consisted of the following:

	December 28, 2019	December 29, 2018
Balance as of the beginning of the year	\$ 4,546	\$ 3,642
Provision for doubtful accounts	1,239	797
Write-offs of uncollectible accounts	(714)	(301)
Other ⁽¹⁾	—	408
Balance as of the end of the year	<u>\$ 5,071</u>	<u>\$ 4,546</u>

⁽¹⁾ Includes allowances from new business acquisitions.

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Note 8 – Property and Equipment, net

Property and equipment, net consists of the following:

	<u>December 28, 2019</u>	<u>December 29, 2018</u>
Office furniture and equipment	\$ 4,198	\$ 2,328
Computer equipment	10,704	11,640
Survey and field equipment	24,165	5,526
Leasehold improvements	6,266	2,541
Total	<u>45,333</u>	<u>22,035</u>
Less: accumulated depreciation	(19,600)	(10,358)
Property and equipment, net	<u>\$ 25,733</u>	<u>\$ 11,677</u>

Depreciation expense for fiscal years 2019, 2018 and 2017 was \$5,327, \$4,331 and \$2,818, respectively.

Note 9 – Goodwill and Intangible Assets

Goodwill

The changes in the carrying value by reportable segment for the fiscal years 2019 and 2018 were as follows:

	<u>Fiscal Year 2019</u>			
	<u>December 29, 2018</u>	<u>Acquisitions</u>	<u>Disposed/Adjustments</u>	<u>December 28, 2019</u>
INF	\$ 69,255	\$ 162,814	\$ (814)	\$ 231,255
BTS	71,675	6,286	—	77,961
Total	<u>\$ 140,930</u>	<u>\$ 169,100</u>	<u>\$ (814)</u>	<u>\$ 309,216</u>

	<u>Fiscal Year 2018</u>			
	<u>December 30, 2017</u>	<u>Acquisitions</u>	<u>Disposed/Adjustments</u>	<u>December 29, 2018</u>
INF	\$ 28,675	\$ 40,472	\$ 108	\$ 69,255
BTS	70,224	1,451	—	71,675
Total	<u>\$ 98,899</u>	<u>\$ 41,923</u>	<u>\$ 108</u>	<u>\$ 140,930</u>

Goodwill of \$9,574 and \$14,350 from acquisitions in 2019 and 2018, respectively, is expected to be deductible for income tax purposes. During 2019, the Company received \$2,360 from the sellers of CHI as a working capital adjustment which was recorded as a reduction of goodwill and the purchase price paid for the acquisition of CHI. In addition, during 2019 there were fair value adjustments that increased goodwill by \$1,546. During 2018, the Company revised its allocation of purchase price for 2017 acquisitions and increased goodwill by \$108.

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Intangible assets

Intangible assets, net, at December 28, 2019 and December 29, 2018 consist of the following:

	December 28, 2019			December 29, 2018		
	Gross Carrying Amount	Accumulated Amortization	Net Amount	Gross Carrying Amount	Accumulated Amortization	Net Amount
Finite-lived intangible assets:						
Customer relationships ⁽¹⁾	\$ 176,088	\$ (29,198)	\$ 146,890	\$ 100,956	\$ (18,724)	\$ 82,232
Trade name ⁽²⁾	10,253	(8,593)	1,660	8,888	(6,469)	2,419
Customer backlog ⁽¹⁾	24,198	(12,435)	11,763	16,000	(6,730)	9,270
Favorable lease ⁽³⁾	—	—	—	552	(197)	355
Non-compete ⁽⁴⁾	9,369	(5,105)	4,264	8,554	(3,074)	5,480
Developed technology ⁽⁵⁾	32,944	(106)	32,838	—	—	—
Total finite-lived intangible assets	252,851	(55,436)	197,415	134,950	(35,194)	99,756
Indefinite-lived intangible assets:						
QSI trade name	58,546	—	58,546	\$ —	\$ —	\$ —
Total indefinite-lived intangible assets	58,546	—	58,546	\$ —	\$ —	\$ —
Total intangible assets	\$ 311,397	\$ (55,436)	\$ 255,961	\$ 134,950	\$ (35,194)	\$ 99,756

⁽¹⁾ Amortized on a straight-line basis over estimated lives (1 to 12 years)

⁽²⁾ Amortized on a straight-line basis over their estimated lives (1 to 3 years)

⁽³⁾ Amortized on a straight-line basis over the remaining lease term of 9 years

⁽⁴⁾ Amortized on a straight-line basis over their contractual lives (4 to 5 years)

⁽⁵⁾ Amortized on a straight-line basis over their estimated lives (5 to 7 years)

The following table summarizes the weighted average useful lives of definite-lived intangible assets acquired during 2019 and 2018:

	2019	2018
Customer relationships	10.0	10.0
Trade name	2.0	1.8
Customer backlog	3.0	1.8
Developed technology	7.0	—
Non-compete	4.0	4.1

Amortization expense for fiscal years 2019, 2018 and 2017 was \$20,488, \$13,052 and \$10,310 respectively.

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As of December 28, 2019, the future estimated aggregate amortization related to finite-lived intangible assets for the next five fiscal years and thereafter is as follows:

	Amount
2020	\$ 31,398
2021	26,901
2022	22,569
2023	21,450
2024	21,155
Thereafter	73,941
Total	\$ 197,415

Note 10 – Accrued Liabilities

Accrued liabilities consist of the following:

	December 28, 2019	December 29, 2018
Current portion of lease liability	\$ 13,108	\$ —
Accrued vacation	10,048	7,994
Payroll and related taxes	12,146	8,136
Benefits	4,637	1,598
Unrecognized tax benefits	887	548
Professional liability reserve	1,083	157
Deferred rent	—	779
Other	5,523	1,641
Total	\$ 47,432	\$ 20,853

Note 11 – Notes Payable and Other Obligations

Notes payable and other obligations consists of the following:

	December 28, 2019	December 29, 2018
Senior credit facility	320,457	\$ —
Uncollateralized promissory notes	36,217	40,001
Finance leases	2,707	2,092
Other obligations	2,884	4,893
Debt issuance costs, net of amortization	(4,078)	—
Total Notes Payable and Other Obligations	358,187	46,986
Current portion of notes payable and other obligations	(25,332)	(17,139)
Notes payable and other obligations, less current portion	332,854	\$ 29,847

Senior Credit Facility

On December 20, 2019 (the "Closing Date"), the Company amended and restated its Credit Agreement (the "A&R Credit Agreement"), dated December 7, 2016, as amended on December 20, 2018, with Bank of America, N.A. ("Bank of America"), as administrative agent, swingline lender and letter of credit issuer, the other lenders party thereto, and certain of the Company's subsidiaries as guarantors. Pursuant to the A&R Credit Agreement, the lenders provided term commitments of

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\$150.0 million in the aggregate in a single draw on the Closing Date to fund the acquisition of QSI and various costs and expenses relating thereto and revolving commitments totaling \$215.0 million in the aggregate. The revolving commitment is available through December 20, 2024 (the "Maturity Date"), at which time the term commitments and revolving commitments will be due and payable in full. An aggregate amount of \$320.5 million was drawn under the A&R Credit Agreement on the closing date to fund the QSI acquisition and repay previously existing borrowings. The Senior Credit Facility is secured by a first priority lien on substantially all of the assets of the Company. The A&R Credit Agreement also includes an accordion feature permitting the Company to request an increase in either the term facility or the revolver facility under the A&R Credit Agreement by an additional amount of up to \$100.0 million in the aggregate.

Borrowings under the term facility amortize at the rate of 5.0% per annum for the first two years of the facility and thereafter at the rate of 7.5% per annum until the Maturity Date.

Borrowings under the A&R Credit Agreement bear interest at variable rates described below, which are, at our option, tied to a Eurocurrency rate equal to LIBOR (London Interbank Offered Rate) plus an applicable margin or a base rate denominated in U.S. dollars. Interest rates are subject to change based on our consolidated leverage ratio. The consolidated leverage ratio is the ratio of our pro forma consolidated funded indebtedness to our pro forma consolidated EBITDA for the most recently completed measurement period.

The A&R Credit Agreement contains covenants that may have the effect of limiting the ability of the Company and its subsidiaries to, among other things, merge with or acquire other entities, enter into a transaction resulting in a Change in Control, create certain new liens, incur certain additional indebtedness, engage in certain transactions with affiliates, or engage in new lines of business or sell a substantial part of their assets. The A&R Credit Agreement also contains financial covenants that requires us to maintain a consolidated fixed charge coverage ratio of no less than 1.20 to 1.00 as of the end of any measurement period. In addition, we are required to maintain a consolidated leverage ratio as described below:

<u>Measurement Period Ending</u>	<u>Maximum Consolidated Leverage Ratio</u>
Closing Date through June 30, 2020	4.25 to 1.00
July 1, 2020 through September 30, 2020	4.00 to 1.00
October 1, 2020 through December 31, 2020	3.75 to 1.00
January 1, 2021 and thereafter	3.50 to 1.00

As of December 28, 2019, we were in compliance with the financial covenants.

The A&R Credit Agreement also contains customary events of default, including (but not limited to) a default in the payment of principal or, following an applicable grace period, interest, breaches of the our covenants or warranties under the A&R Credit Agreement, payment default or acceleration of certain indebtedness of the Company or any subsidiary, certain events of bankruptcy, insolvency or liquidation involving the Company or any subsidiaries, certain judgments or uninsured losses, changes in control and certain liabilities related to ERISA based plans.

The A&R Credit Agreement limits the payment of cash dividends (together with certain other payments that would constitute a "Restricted Payment" within the meaning of the A&R Credit Agreement and generally including dividends, stock repurchases and certain other payments in respect to warrants, options, and other rights to acquire equity securities) to no more than \$10,000 in any fiscal year, so long as no default shall exist at the time of or arise as a result from such payment.

Total debt issuance costs incurred and capitalized in connection with the issuance of the A&R Credit Agreement were \$3,676. Total amortization of debt issuance costs was \$131 during 2019.

Other Obligations

On July 1, 2019, the Company acquired GeoDesign. The purchase price allowed for the payment of \$425 in shares of the Company's stock or a combination of cash and shares of the Company's stock, at our discretion, payable on the first and second anniversary of July 1, 2019. At December 28, 2019, the outstanding balance of this obligation was \$382.

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On June 3, 2019, the Company acquired Page One. The purchase price allowed for the payment of \$200 in shares of the Company's stock or a combination of cash and shares of the Company's stock, at our discretion, payable on the first anniversary of June 3, 2019. At December 28, 2019, the outstanding balance of this obligation was \$181.

On December 31, 2018, the Company acquired certain assets of Celtic. The purchase price allowed for the payment of \$200 in shares of the company's stock or a combination of cash and shares of the Company's stock, at our discretion, payable on the first anniversary of December 31, 2018. At December 28, 2019, the outstanding balance of this obligation was \$181.

On November 2, 2018, the Company acquired CHI. The purchase price allowed for the payment of \$3,000 in shares of the Company's stock or a combination of cash and shares of the Company's stock, at our discretion, payable in three equal annual installments. At December 28, 2019 and December 29, 2018, the outstanding balance of this obligation was \$1,754.

On February 2, 2018, the Company acquired CSA. The purchase price allowed for the payment of \$250 in shares of the Company's stock or a combination of cash and shares of the Company's stock, at our discretion, payable in two equal annual installments. At December 28, 2019 and December 29, 2018, the outstanding balance of this obligation was \$111 and \$222, respectively.

On January 12, 2018, the Company acquired all of the outstanding equity interest in Butsko. The purchase price allowed for the payment of \$600 in shares of the Company's stock or a combination of cash and shares of the Company's stock, at our discretion, payable in two equal annual installments. At December 28, 2019 and December 29, 2018, the outstanding balance of this obligation was \$267 and \$534, respectively.

On September 6, 2017, the Company acquired all of the outstanding equity interest in Marron. The purchase price allowed for the payment of \$133 in shares of the Company's stock or a combination of cash and shares of the Company's stock, at our discretion, payable in two equal annual installments. There was no outstanding balance on this obligation as of December 28, 2019. At December 29, 2018, the outstanding balance of this obligation was \$55.

On June 6, 2017, the Company acquired all of the outstanding equity interest in RDK. The purchase price allowed for the payment of \$1,333 in shares of the Company's stock or a combination of cash and shares of the Company's stock, at our discretion, payable in two equal annual installments. There was no outstanding balance on this obligation as of December 28, 2019. At December 29, 2018, the outstanding balance of this obligation was \$504.

On May 20, 2016, the Company acquired all of the outstanding equity interests of Dade Moeller. The purchase price allowed for the payment of \$3,000 in shares of the Company's stock or a combination of cash and shares of the Company's stock, at our discretion, payable in three equal annual installments of \$1,000. There was no outstanding balance on this obligation as of December 28, 2019. At December 29, 2018, the outstanding balance of this obligation was \$936.

Uncollateralized Promissory Notes

On July 1, 2019, the Company acquired GeoDesign. The purchase price included an uncollateralized \$2,000 promissory note bearing interest at 4.0% ("GeoDesign Note") and payable in four equal annual installments. The outstanding balance of the GeoDesign Note was \$2,000 as of December 28, 2019.

On June 3, 2019, the Company acquired Alta. The purchase price included an uncollateralized \$2,000 promissory note bearing interest at 4.0% ("Alta Note") and payable in four equal annual installments. The outstanding balance of the Alta Note was \$2,000 as of December 28, 2019.

On June 3, 2019, the Company acquired Page One. The purchase price included an uncollateralized \$1,000 promissory note bearing interest at 3.0% ("Page One Note") and payable in three equal annual installments. The outstanding balance of the Page One Note was \$1,000 as of December 28, 2019.

On March 22, 2019, the Company acquired The Sextant Group. The purchase price included an uncollateralized \$4,000 promissory note bearing interest at 4.0% ("The Sextant Group Note") and payable in four equal annual installments. The outstanding balance of The Sextant Group Note was \$3,140 as of December 28, 2019.

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On December 31, 2018, the Company acquired certain assets of Celtic. The purchase price included an uncollateralized \$300 promissory note bearing interest at 3.0% (the "Celtic Note") payable in three equal annual installments. The outstanding balance of the Celtic Note was \$300 as of December 28, 2019.

On November 2, 2018, the Company acquired CHI. The purchase price included an uncollateralized \$15,000 promissory note bearing interest at 3.0% (the "CHI Note") payable in four equal annual installments. The outstanding balance of the CHI Note was \$11,250 and \$15,000 as of December 28, 2019 and December 29, 2018, respectively.

On August 24, 2018, the Company acquired CALYX. The purchase price included an uncollateralized \$4,000 promissory note bearing interest at 3.75% payable in four equal annual installments of \$1,000. The outstanding balance of the CALYX Note was \$3,000 and \$4,000 as of December 28, 2019 and December 29, 2018, respectively.

On February 2, 2018, the Company acquired CSA. The purchase price included an uncollateralized \$600 promissory note bearing interest at 3.0% (the "CSA Note") payable in four equal annual installments of \$150. The outstanding balance of the CSA Note was \$450 and \$600 as of December 28, 2019 and December 29, 2018, respectively.

On January 12, 2018, the Company acquired all of the outstanding equity interest in Butsko. The purchase price included an uncollateralized \$1,000 promissory note bearing interest at 3.0% (the "Butsko Note") payable in four equal annual installments of \$250. The outstanding balance of the Butsko Note was \$750 and \$1,000 as of December 28, 2019 and December 29, 2018, respectively.

On September 6, 2017, the Company acquired all of the outstanding interests in Marron. The purchase price included an uncollateralized \$300 promissory note bearing interest at 3.0% (the "Marron Note") payable in three equal annual installments of \$100. The outstanding balance of the Marron Note was \$100 and \$200 as of December 28, 2019 and December 29, 2018, respectively.

On June 6, 2017, the Company acquired all of the outstanding equity interest in RDK. The purchase price included an uncollateralized \$5,500 promissory note bearing interest at 3.0% (the "RDK Note") payable in four equal annual installments of \$1,375. The outstanding balance of the RDK Note was \$2,750 and \$4,125 as of December 28, 2019 and December 29, 2018, respectively.

On May 4, 2017, the Company acquired all of the outstanding equity interest in H&K. The purchase price included an uncollateralized \$600 promissory note bearing interest at 3.0% (the "H&K Note") payable in four equal annual installments of \$150. The outstanding balance of the H&K Note was \$300 and \$450 as of December 28, 2019 and December 29, 2018, respectively.

On May 1, 2017, the Company acquired all of the outstanding equity interest in Lochrane. The purchase price included an uncollateralized \$1,650 promissory note bearing interest at 3.0% (the "Lochrane Note") payable in four equal annual installments of \$413. The outstanding balance of the Lochrane Note was \$825 and \$1,238 as of December 28, 2019 and December 29, 2018, respectively.

On December 6, 2016, the Company acquired all of the outstanding interests of CivilSource. The purchase price included an uncollateralized \$3,500 promissory note bearing interest at 3.0% (the "CivilSource Note") payable in four equal annual installments of \$875. The outstanding balance of the CivilSource Note was \$1,502 and \$2,625 as of December 28, 2019 and December 29, 2018, respectively.

On November 30, 2016, the Company acquired all of the outstanding interests of Hanna. The purchase price included an uncollateralized \$2,700 promissory note bearing interest at 3.0% (the "Hanna Note") payable in four equal annual installments of \$675. The outstanding balance of the Hanna Note was \$675 and \$1,350 as of December 28, 2019 and December 29, 2018, respectively.

On October 26, 2016, the Company acquired all of the outstanding interests of JBA. The purchase price included an uncollateralized \$7,000 promissory note bearing interest at 3.0% (the "JBA Note") payable in five equal annual installments of \$1,400. The outstanding balance of the JBA Note was \$4,163 and \$4,200 as of December 28, 2019 and December 29, 2018, respectively.

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On September 12, 2016, the Company acquired certain assets of Weir. The purchase price included an uncollateralized \$500 promissory note bearing interest at 3.0% (the "Weir Note") payable in four equal annual installments of \$125. The outstanding balance of the Weir Note was \$125 and \$250 as of December 28, 2019 and December 29, 2018, respectively.

On May 20, 2016, the Company acquired all of the outstanding equity interests of Dade Moeller. The purchase price included an aggregate of \$6,000 of uncollateralized promissory notes bearing interest at 3.0% (the "Dade Moeller Notes") payable in four equal annual installments of \$1,500. The outstanding balance of the Dade Moeller Notes was \$1,497 and \$3,036 as of December 28, 2019 and December 29, 2018, respectively.

On July 1, 2015, the Company acquired all of the outstanding equity interests of RBA. The purchase price included an uncollateralized \$4,000 promissory notes bearing interest at 3.0% (the "RBA Note") payable in four equal annual installments. There was no outstanding balance on the RBA Note as of December 28, 2019. The outstanding balance of the RBA Note was \$1,000 as of December 29, 2018.

On January 30, 2015, the Company acquired all of the outstanding equity interests of JLA. The purchase price included an uncollateralized \$1,250 promissory note bearing interest at 3.5% (the "JLA Note") payable in four equal annual installments of \$313. There was no outstanding balance on the JLA Note as of December 28, 2019. As of December 29, 2018, the outstanding balance of the JLA Note was \$313.

Future contractual maturities of long-term debt as of December 28, 2019 are as follows:

Fiscal Year	Amount
2020	\$ 26,039
2021	20,144
2022	19,400
2023	13,578
2024	283,104
Total	<u>\$ 362,265</u>

As of December 28, 2019 and December 29, 2018, the carrying amount of debt obligations approximates their fair values based on Level 2 inputs.

Note 12 – Contingent Consideration

The following table summarizes the changes in the carrying value of estimated contingent consideration:

	December 28, 2019	December 29, 2018
Contingent consideration, beginning of the year	\$ 4,698	\$ 1,890
Additions for acquisitions	1,316	3,112
Reduction of liability for payments made	(1,938)	(728)
Decrease (increase) of liability related to re-measurement of fair value	(74)	424
Total contingent consideration, end of the period	<u>4,002</u>	<u>4,698</u>
Current portion of contingent consideration	1,954	1,845
Contingent consideration, less current portion	<u>\$ 2,048</u>	<u>\$ 2,853</u>

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Note 13 – Leases

The Company primarily leases property under operating leases and has five equipment operating leases for aircrafts. Our property operating leases consist of various office facilities, which we lease from unrelated parties. We use a portfolio approach to account for such leases due to the similarities in characteristics and apply an incremental borrowing rate based on estimates of rates the Company would pay for senior collateralized loans over a similar term. Our office leases with an initial term of 12 months or less are not recorded on the balance sheet. We account for lease components (e.g. fixed payments including rent, real estate taxes and common area maintenance costs) as a single lease component. Some of our leases include one or more options to renew the lease term at our sole discretion; however, these are not included in the calculation of our lease liability or ROU lease asset because they are not reasonably certain of exercise.

We also lease vehicles through a fleet leasing program. The payments for the vehicles are based on the terms selected. We have determined that it is reasonably certain that the leased vehicles will be held beyond the period in which the entire capitalized value of the vehicle has been paid to the lessor. As such, the capitalized value is the delivered price of the vehicle. Our vehicle leases are classified as financing leases.

Supplemental balance sheet information related to the Company's operating and finance leases is as follows:

Leases	Classification	December 28, 2019
Assets		
Operating lease assets	Right-of-use lease asset, net ⁽¹⁾	\$ 46,313
Finance lease assets	Property and equipment, net ⁽¹⁾	2,371
Total leased assets		<u>\$ 48,685</u>
Liabilities		
Current		
Operating	Accrued liabilities	\$ (13,108)
Finance	Current portion of notes payable and other obligations	(1,022)
Noncurrent		
Operating	Long-term lease liability	(34,573)
Finance	Notes payable and other obligations, less current portion	(1,685)
Total lease liabilities		<u>\$ (50,388)</u>

⁽¹⁾At December 28, 2019, operating right of-use lease assets and finance lease assets are recorded net of accumulated amortization of \$9,657 and \$1,592, respectively.

Supplemental balance sheet information related to the Company's operating and finance leases is as follows:

Weighted - Average Remaining Lease Term (Years)	December 28, 2019
Operating leases	5.0
Finance leases	2.8
Weighted - Average Discount Rate	
Operating leases	4%
Finance leases	7%

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Supplemental cash flow information related to the Company's operating and finance lease liabilities is as follows:

	Fiscal Year Ended
	December 28, 2019
Operating cash flows from operating leases	\$ 10,988
Financing cash flows from finance leases	\$ 796
Right-of-use assets obtained in exchange for lease obligations	
Operating leases	\$ 20,731

The following table summarizes the components of lease cost recognized in the consolidated statements of net income and comprehensive income:

Lease Cost	Classification	Fiscal Year Ended
		December 28, 2019
Operating lease cost	Facilities and facilities related	\$ 11,538
Finance lease cost		
Amortization of right of use assets	Depreciation and amortization	1,245
Interest on lease liabilities	Interest expense	98
Total lease cost		12,881

As of December 28, 2019, maturities of the Company's lease liabilities under its long-term operating leases and finance leases for the next five fiscal years and thereafter are as follows:

Fiscal Year	Operating Leases	Finance Leases
2020	\$ 14,620	\$ 990
2021	12,492	875
2022	8,693	708
2023	6,205	438
2024	3,890	199
Thereafter	6,776	11
Total lease payments	52,676	3,221
Less: Interest	(4,995)	(514)
Present value of lease liabilities	\$ 47,681	\$ 2,707

As of December 29, 2018, future minimum payments by fiscal year for the Company's non-cancelable operating leases was as follows:

Fiscal Year	Amount
2019	\$ 9,506
2020	8,054
2021	7,224
2022	5,364
2023	4,504
Thereafter	7,704
Total minimum lease payments	\$ 42,356

Note 14 – Commitments and Contingencies

Litigation, Claims and Assessments

The Company is subject to certain claims and lawsuits typically filed against the engineering, consulting and construction profession, alleging primarily professional errors or omissions. The Company carries professional liability insurance, subject to certain deductibles and policy limits, against such claims. However, in some actions, parties are seeking damages that exceed our insurance coverage or for which we are not insured. While management does not believe that the resolution of these claims will have a material adverse effect, individually or in aggregate, on its financial position, results of operations or cash flows, management acknowledges the uncertainty surrounding the ultimate resolution of these matters.

Note 15 – Stock-Based Compensation

In October 2011, the Company's stockholders approved the 2011 Equity Incentive Plan, which was subsequently amended and restated in March 2013 (as amended, the "2011 Equity Plan"). The 2011 Equity Plan provides directors, executive officers, and other employees of the Company with additional incentives by allowing them to acquire ownership interest in the business and, as a result, encouraging them to contribute to the Company's success. The Company may provide these incentives through the grant of stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares and units, and other cash-based or stock-based awards. As of December 28, 2019, 1,237,029 shares of common stock are authorized and reserved for issuance under the 2011 Equity Plan. This reserve automatically increases on each January 1 from 2014 through 2023, by an amount equal to the smaller of (i) 3.5% of the number of shares issued and outstanding on the immediately preceding December 31, or (ii) an amount determined by the Company's Board of Directors. The restricted shares of common stock granted generally provide for service-based vesting after two to four years following the grant date.

The following summarizes the activity of restricted stock awards during fiscal years 2019, 2018 and 2017:

	Share Units	Weighted Average Grant Date Fair Value
Unvested shares as of December 31, 2016	502,773	\$ 19.35
Granted	199,419	\$ 38.72
Vested	(93,805)	\$ 9.61
Forfeited	(25,336)	\$ 28.79
Unvested shares as of December 30, 2017	583,051	\$ 27.13
Granted	187,087	\$ 65.15
Vested	(127,870)	\$ 19.98
Forfeited	(15,357)	\$ 32.14
Unvested shares as of December 29, 2018	626,911	\$ 39.81
Granted	275,220	\$ 70.90
Vested	(207,039)	\$ 20.41
Forfeited	(42,415)	\$ 53.24
Unvested shares as of December 28, 2019	652,677	\$ 58.20

Share-based compensation expense relating to restricted stock awards during fiscal years ended 2019, 2018 and 2017 was \$10,430, \$6,697 and \$4,011, respectively. Approximately \$21,264 of deferred compensation, which is expected to be recognized over the remaining weighted average vesting period of 2 years, is unrecognized as of December 28, 2019. The total fair value of restricted shares vested during fiscal years 2019, 2018 and 2017 was \$14,680, \$7,422 and \$3,626, respectively.

Note 16 – Employee Benefit Plan

The Company sponsors a 401(k) Profit Sharing and Savings Plan (the "401(k) Plan") for which employees meeting certain age and length of service requirements may contribute up to the defined statutory limit. The 401(k) Plan allows for the Company to make matching and profit sharing contributions in such amounts as may be determined by the Board of Directors. The Company assesses its matching contributions on a quarterly basis based primarily on Company performance in previous periods.

NV5 Global, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except share data)

The Company contributed \$1,323, \$676 and \$1,940, respectively, to the 401(k) Plan for fiscal years 2019, 2018 and 2017, respectively.

Note 17 – Income Taxes

Income tax expense for years 2019, 2018 and 2017 consisted of the following:

	Years Ended		
	December 28, 2019	December 29, 2018	December 30, 2017
Current:			
Federal	\$ 8,059	\$ 7,261	\$ 9,341
State	3,800	2,911	2,265
Foreign	(49)	276	263
Total current income tax expense	<u>11,810</u>	<u>10,448</u>	<u>11,869</u>
Deferred:			
Federal	(5,160)	(2,924)	(10,439)
State	(1,474)	(661)	(803)
Total deferred income tax (benefit)	<u>(6,634)</u>	<u>(3,585)</u>	<u>(11,242)</u>
Total income tax expense	<u>\$ 5,176</u>	<u>\$ 6,863</u>	<u>\$ 627</u>

Temporary differences comprising the net deferred income tax liability shown in the Company's consolidated balance sheets were as follows:

	December 28, 2019	December 29, 2018
Deferred tax asset:		
Lease liabilities	\$ 17,651	\$ —
Tax carryforwards	7,767	—
Accrued compensation	6,682	4,348
Allowance for doubtful accounts	1,789	1,044
Deferred rent	—	201
Other	327	78
Total deferred tax asset	<u>\$ 34,216</u>	<u>\$ 5,671</u>
Deferred tax liability:		
Acquired intangibles	\$ (60,045)	\$ (17,248)
Right-of-use assets	(17,189)	—
Depreciation and amortization	(6,289)	(2,444)
Cash to accrual adjustment	(2,569)	(1,962)
Other	(1,465)	(241)
Total deferred tax liability	<u>(87,557)</u>	<u>(21,895)</u>
Net deferred tax liability	<u>\$ (53,341)</u>	<u>\$ (16,224)</u>

As of December 28, 2019 and December 29, 2018, the Company had net non-current deferred tax liabilities of \$53,341 and \$16,224, respectively. No valuation allowance against the Company's deferred income tax assets is needed as of December 28, 2019 and December 29, 2018 as it is more-likely-than-not that the positions will be realized upon settlement.

NV5 Global, Inc. and Subsidiaries
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Deferred income tax liabilities primarily relate to intangible assets and accounting basis adjustments where the Company has a future obligation for tax purposes. During 2019 and 2018, the Company recorded a deferred tax liability of \$43,151 and \$8,903, respectively, in conjunction with the purchase price allocation of the intangible assets associated with acquisitions.

Total income tax expense was different than the amount computed by applying the Federal statutory rate as follows:

	Years Ended		
	December 28, 2019	December 29, 2018	December 30, 2017
Tax at federal statutory rate	\$ 6,076	\$ 7,081	\$ 8,622
Stock based compensation	(2,808)	(1,014)	(1,016)
State taxes, net of Federal benefit	1,990	1,424	714
Federal and state tax credits	(1,247)	(923)	(250)
Changes in unrecognized tax position	425	111	506
Domestic production activities deduction	—	—	(936)
Transition tax	—	110	357
Effect of change in income tax rate	—	31	(6,249)
Other	740	43	(1,121)
Total income tax expense	<u>\$ 5,176</u>	<u>\$ 6,863</u>	<u>\$ 627</u>

On December 22, 2017 the Tax Cuts and Jobs Act (“2017 Tax Reform”) was enacted in the United States. Among its many provisions, the 2017 Tax Reform reduced the U.S. corporate income tax rate from 35% to 21%, effective January 1, 2018. The 2017 Tax Reform required a one-time transition tax on undistributed foreign earnings and created a new provision designed to tax global intangible low-taxed income (“GILTI”). Also, the SEC issued guidance in Staff Accounting Bulletin No. 118 which provided for a measurement period of up to one year after the enactment for companies to complete their accounting for the 2017 Tax Reform.

As a result of the 2017 Tax Reform, during the fourth quarter of 2017, the Company recorded a decrease of \$6,249 to its deferred tax assets and liabilities, with a corresponding adjustment to deferred income tax expense. In addition, during the fourth quarter of 2017, the Company recorded a provisional liability of \$357 with a corresponding adjustment to income tax expense related to the one-time transition tax on undistributed foreign earnings. The provisional adjustment related to the 2017 Tax Reform was determined using reasonable estimates. During the fiscal year ended December 29, 2018, the Company recognized a \$110 adjustment to the provisional amount recorded as of December 30, 2017.

The Company’s consolidated effective income tax rate was 17.8%, 20.4% and 2.5% for fiscal years 2019, 2018 and 2017, respectively. The difference between the effective income tax rate and the combined statutory federal and state income tax rate was primarily due to excess tax benefits from share-based payments and federal credits, offset by other permanent items. Also contributing to the lower effective tax rate for fiscal year 2017 was the re-measurement of the Company’s deferred tax assets and liabilities as a result of the change in the U.S. corporate income tax rate and the Federal domestic production activities deduction.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. The Company evaluates tax positions for recognition using a more-likely-than-not recognition threshold, and those tax positions eligible for recognition are measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon the effective settlement with a taxing authority that has full knowledge of all relevant information. The California Franchise Tax Board (“CFTB”) challenged research and development tax credits generated for the years 2012 to 2014. During the fourth quarter of 2017, the Company settled with the CFTB and paid \$839 for research and development tax credits for the years 2005 through 2011. Fiscal years 2012 through 2019 are considered open tax years in the State of California and 2016 through 2019 in the U.S. federal jurisdiction and other state and foreign jurisdictions. The Company’s 2014 U.S. federal income tax return was reviewed by the Internal Revenue Service and closed with no change during the second quarter of 2018.

NV5 Global, Inc. and Subsidiaries
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As of December 28, 2019 and December 29, 2018, the Company had \$887 and \$548, respectively, of gross unrecognized tax benefits, which if recognized, \$769 and \$548 would affect our effective tax rate. It is not expected that there will be a significant change in the unrecognized tax benefits in the next 12 months. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	December 28, 2019	December 29, 2018	December 30, 2017
Balance, beginning of period	\$ 548	\$ 437	\$ 770
Additions based on tax positions related to the current year	124	45	49
Additions for tax positions of prior years	338	66	525
Lapse of statute of limitations	(123)		—
Reductions for positions of prior years	—	—	(68)
Settlement	—	—	(839)
Balance, end of period	<u>\$ 887</u>	<u>\$ 548</u>	<u>\$ 437</u>

The Company records accrued interest and penalties related to unrecognized tax benefits in income tax expense. Accrued interest and penalties related to unrecognized tax benefits in the Consolidated Balance Sheet were \$204 as of December 28, 2019. An immaterial amount of interest and penalties were recognized in the provision for income taxes during the years ended December 29, 2018 and December 30, 2017.

Note 18 – Reportable Segments

The Company's Chief Executive Officer is the chief operating decision maker and organized the Company into two operating and reportable segments as follows:

- *Infrastructure (INF)* includes our engineering, civil program management, construction quality assurance, testing, and inspection, and geospatial solutions.
- *Building, Technology & Sciences (BTS)*, which includes our energy, environmental and building program management practices.

The Company evaluates the performance of these reportable segments based on their respective operating income before the effect of amortization expense related to acquisitions and other unallocated corporate expenses. The Company accounts for inter-segment revenues and transfers as if the sales and transfers were to third parties. All intercompany balances and transactions are eliminated in consolidation.

On December 20, 2019, the Company acquired Geospatial Holdings, Inc. and its subsidiaries, including Quantum Spatial, Inc. (collectively "QSI"), a full-service geospatial solutions provider. QSI's financial results for the period subsequent to the acquisition are consolidated and reported under the Company's INF reportable segment. In the future, the Company may re-evaluate the structure of its internal organization as a result of the QSI acquisition.

NV5 Global, Inc. and Subsidiaries
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(in thousands, except share data)

The following tables set forth summarized financial information concerning our reportable segments:

	Years Ended		
	December 28, 2019	December 29, 2018	December 30, 2017
<u>Gross revenues</u>			
INF	\$ 334,458	\$ 257,353	\$ 185,238
BTS	178,419	164,739	152,304
Elimination of inter- segment revenues	(3,939)	(4,011)	(4,508)
Total gross revenues	<u>\$ 508,938</u>	<u>\$ 418,081</u>	<u>\$ 333,034</u>
<u>Segment income before taxes</u>			
INF	\$ 54,583	\$ 43,832	\$ 32,245
BTS	28,138	26,656	21,018
Total Segment income before taxes	82,721	70,488	53,263
Corporate ⁽¹⁾	(53,789)	(36,769)	(28,630)
Total income before taxes	<u>\$ 28,932</u>	<u>\$ 33,719</u>	<u>\$ 24,633</u>

⁽¹⁾Includes amortization of intangibles of \$20,488, \$13,052 and \$10,310 for the fiscal years ended 2019, 2018 and 2017, respectively.

	December 28, 2019	December 29, 2018
<u>Assets</u>		
INF	\$ 776,835	\$ 228,979
BTS	23,976	155,112
Corporate ⁽¹⁾	92,326	55,330
Total assets	<u>\$ 893,137</u>	<u>\$ 439,421</u>

⁽¹⁾Corporate assets consist of intercompany eliminations and assets not allocated to segments including cash and cash equivalents and certain other assets.

Substantially all of the Company's assets are located in the United States.

Upon adoption of Topic 606, the Company disaggregates its gross revenues from contracts with customers by geographic location, customer-type and contract-type for each of its reportable segments. Disaggregated revenues include the elimination of inter-segment revenues which has been allocated to each segment. The Company believes this best depicts how the nature, amount, timing and uncertainty of its revenues and cash flows are affected by economic factors. No sales to an individual customer or country other than the United States accounted for more than 10% of gross revenue for fiscal years 2019, 2018, or 2017. Gross revenue, classified by the major geographic areas in which our customers were located, were as follows:

	Fiscal Year Ended					
	December 28, 2019			December 29, 2018		
	INF	BTS	Total	INF	BTS	Total
United States	\$ 331,161	\$ 171,246	\$ 502,407	\$ 254,723	\$ 150,696	\$ 405,419
Foreign	—	6,531	6,531	—	12,662	12,662
Total gross revenues	<u>\$ 331,161</u>	<u>\$ 177,777</u>	<u>\$ 508,938</u>	<u>\$ 254,723</u>	<u>\$ 163,358</u>	<u>\$ 418,081</u>

NV5 Global, Inc. and Subsidiaries
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(in thousands, except share data)

Gross revenue by customer were as follows:

	Fiscal Year Ended					
	December 28, 2019			December 29, 2018		
	INF	BTS	Total	INF	BTS	Total
Public and quasi-public sector	\$ 271,935	\$ 66,544	\$ 338,479	\$ 233,395	\$ 45,393	\$ 278,788
Private sector	59,226	111,233	170,459	21,328	117,965	139,293
Total gross revenues	<u>\$ 331,161</u>	<u>\$ 177,777</u>	<u>\$ 508,938</u>	<u>\$ 254,723</u>	<u>\$ 163,358</u>	<u>\$ 418,081</u>

Gross revenues by contract type were as follows:

	Fiscal Year Ended					
	December 28, 2019			December 29, 2018		
	INF	BTS	Total	INF	BTS	Total
Cost-reimbursable contracts	\$ 318,112	\$ 139,406	\$ 457,518	\$ 254,365	\$ 128,738	\$ 383,103
Fixed-unit price contracts	13,049	38,371	51,420	358	34,620	34,978
Total gross revenues	<u>\$ 331,161</u>	<u>\$ 177,777</u>	<u>\$ 508,938</u>	<u>\$ 254,723</u>	<u>\$ 163,358</u>	<u>\$ 418,081</u>

Note 19 – Quarterly Financial Information (Unaudited)

Management believes the following unaudited quarterly financial information for fiscal years 2019 and 2018, which is derived from the Company's unaudited interim financial statements, reflects all adjustments necessary for a fair statement of the results of operations. The fluctuations between periods is a result of acquisitions made during 2019 and 2018 (See Note 5, *Business Acquisitions*, for further information on the Company's acquisitions).

	Quarter Ended			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
<u>Fiscal Year Ended December 28, 2019</u>				
Gross revenues	\$ 117,335	\$ 127,974	\$ 131,032	\$ 132,598
Gross profit	\$ 55,430	\$ 61,440	\$ 63,496	\$ 65,017
Income from operations	\$ 7,411	\$ 9,597	\$ 7,825	\$ 6,374
Income before income tax expense	\$ 7,060	\$ 9,140	\$ 7,403	\$ 5,329
Net income and comprehensive income	\$ 5,543	\$ 8,794	\$ 5,843	\$ 3,575
Basic earnings per share	\$ 0.46	\$ 0.73	\$ 0.48	\$ 0.29
Diluted earnings per share	\$ 0.44	\$ 0.70	\$ 0.46	\$ 0.28

	Quarter Ended			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
<u>Fiscal Year Ended December 29, 2018</u>				
Gross revenues	\$ 94,534	\$ 104,018	\$ 104,185	\$ 115,344
Gross profit	\$ 46,631	\$ 50,702	\$ 49,974	\$ 54,097
Income from operations	\$ 6,301	\$ 9,350	\$ 9,974	\$ 10,060
Income before income tax expense	\$ 5,690	\$ 8,700	\$ 9,523	\$ 9,806
Net income and comprehensive income	\$ 4,292	\$ 7,620	\$ 7,285	\$ 7,659
Basic earnings per share	\$ 0.42	\$ 0.73	\$ 0.65	\$ 0.64
Diluted earnings per share	\$ 0.39	\$ 0.69	\$ 0.62	\$ 0.62

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Controls and Procedures

As of December 28, 2019, the end of the period covered by this Annual Report on Form 10-K, the Company carried out an evaluation, under the supervision and with the participation of its management, including the Company's Chief Executive Officer and its Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of December 28, 2019, the end of the period covered by this Annual Report on Form 10-K, the Company's disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission's rules and forms, and (2) accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, in a manner that allows timely decisions regarding required disclosure.

Management's Annual Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of our financial reporting for external purposes in accordance with accounting principles generally accepted in the United States. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected. Management, with the participation of our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting as of December 28, 2019. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in 2013 Internal Control—Integrated Framework.

As permitted by SEC guidance for newly acquired businesses, because it was not possible to complete an effective assessment of the acquired companies' controls by year-end, management has excluded Geospatial Holdings, Inc., GHD Services, Inc., GeoDesign, Inc., Alta Environmental, L.P., Page One Consultants, and The Sextant Group, Inc. from its evaluation of disclosure controls and procedures and control over financial reporting and changes therein from the date of such acquisition through December 28, 2019. These acquired businesses combined constitute 9% of the total assets of the Company as of December 28, 2019, and 6% of the Company's gross revenues for the fiscal year ended December 28, 2019.

Our management has concluded that, as of December 28, 2019, our internal control over financial reporting was effective based on these criteria. The effectiveness of the Company's internal control over financial reporting as of December 28, 2019 has been audited by Deloitte & Touche LLP, the Company's independent registered certified public accounting firm. Their report, which is set forth in Part II, Item 8, *Financial Statements*, of this Annual Report on Form 10-K, expresses an unqualified opinion of the effectiveness of the Company's internal control over financial reporting as of December 28, 2019.

Changes in Internal Control

There were no changes to the Company's internal control over financial reporting during the fourth quarter of 2019 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting except for the controls related to 2019 acquisitions and the changes in connection with the Company's remediation plan described below.

Remediation of Prior Year's Material Weaknesses in Internal Control

As disclosed under Part II, Item 9A, Controls and Procedures, in the Company's Annual Report on Form 10-K for the year ended December 29, 2018, the Company identified a material weakness in internal control related to revenues during the process of finalizing the financial statements for 2018. The material weakness related solely to internal control deficiencies over the initial set up of project contracts in the Company's project management system and adequate documentation to support the analysis of certain percentage of completion projects. This material weakness was addressed by a series of actions detailed in prior filings, including making system enhancements to its project management system and enhancing its processes for analyzing trends in margins in order to strengthen controls for the proper recognition of revenue. During the fourth quarter of 2019, the Company completed its testing of the operating effectiveness of these implemented control enhancements.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of NV5 Global, Inc.
Hollywood, Florida

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of NV5 Global, Inc. and subsidiaries (the "Company") as of December 28, 2019, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 28, 2019, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 28, 2019, of the Company and our report dated February 26, 2020, expressed an unqualified opinion on those financial statements and included an explanatory paragraph regarding the Company's adoption of a new accounting standard.

As described in Management's Annual Report on Internal Control Over Financial Reporting, management excluded from its assessment the internal control over financial reporting at Geospatial Holdings, Inc., GHD Services, Inc., GeoDesign, Inc., Alta Environmental, L.P., Page One Consultants, and The Sextant Group, Inc., which were acquired in 2019 and whose financial statements constitute 9% of total assets and 6% of gross revenues of the consolidated financial statement amounts as of and for the year ended December 28, 2019. Accordingly, our audit did not include the internal control over financial reporting at Geospatial Holdings, Inc., GHD Services, Inc., GeoDesign, Inc., Alta Environmental, L.P., Page One Consultants, and The Sextant Group, Inc.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures

that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Miami, Florida

February 26, 2020

ITEM 9B. OTHER INFORMATION

None

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Information required by this item is incorporated by reference from our definitive proxy statement for the 2020 Annual Meeting of Stockholders to be filed within 120 days of our fiscal 2019 year end.

ITEM 11. EXECUTIVE COMPENSATION.

Information required by this item is incorporated by reference from our definitive proxy statement for the 2020 Annual Meeting of Stockholders to be filed within 120 days of our fiscal 2019 year end.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

Information required by this item is incorporated by reference from our definitive proxy statement for the 2020 Annual Meeting of Stockholders to be filed within 120 days of our fiscal 2019 year end.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information required by this item is incorporated by reference from our definitive proxy statement for the 2020 Annual Meeting of Stockholders to be filed within 120 days of our fiscal 2019 year end.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

Information required by this item is incorporated by reference from our definitive proxy statement for the 2020 Annual Meeting of Stockholders to be filed within 120 days of our fiscal 2019 year end.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) Financial Statements:

- (1) The financial statements required to be included in this Annual Report on Form 10-K are included in Item 8 therein.
- (2) All supplemental schedules have been omitted since the information is either included in the financial statements or the notes thereto or they are not required or are not applicable.
- (3) See attached Exhibit Index of this Annual Report on Form 10-K.

(b) Exhibits:

<u>Number</u>	<u>Description</u>
<u>3.1</u>	<u>Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 filed with the SEC on January 28, 2013)</u>
<u>3.2</u>	<u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of NV5 Holdings, Inc. (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on December 8, 2015)</u>
<u>3.3</u>	<u>Amended and Restated Bylaws (Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the SEC on December 8, 2015)</u>
<u>4.1</u>	<u>Specimen Stock Certificate (Incorporated by reference to Exhibit 4.2 to Amendment No. 1 to the Company's Registration Statement on Form S-1 filed with the SEC March 11, 2013)</u>
<u>4.2</u>	<u>Specimen Warrant Certificate (included in Exhibit 4.5) (Incorporated by reference to Exhibit 4.5 to Amendment No. 1 to the Company's Registration Statement on Form S-1 filed with the SEC on March 11, 2013)</u>
<u>4.3*</u>	<u>Description of Securities</u>
<u>10.1</u>	<u>2011 Equity Incentive Plan, as amended through March 8, 2013† (Incorporated by reference to Exhibit 10.1 to Amendment No. 1 to the Company's Registration Statement on Form S-1 filed with the SEC on March 11, 2013)</u>
<u>10.2</u>	<u>Form of Restricted Stock Agreement† (Incorporated by reference to Exhibit 10.2 to Amendment No. 1 to the Company's Registration Statement on Form S-1 filed with the SEC on March 11, 2013)</u>
<u>10.3</u>	<u>Form of Restricted Stock Unit Agreement† (Incorporated by reference to Exhibit 10.3 to Amendment No. 1 to the Company's Registration Statement on Form S-1 filed with the SEC on March 11, 2013)</u>
<u>10.4</u>	<u>Form of Indemnity Agreement (Incorporated by reference to Exhibit 10.5 to the Company's Registration Statement on Form S-1 filed with the SEC on January 28, 2013)</u>
<u>10.5</u>	<u>Second Amended and Restated Employment Agreement dated November 7, 2018 by and between the Company and Mr. Dickerson Wright (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on November 7, 2018).</u>
<u>10.6</u>	<u>Employment Agreement, dated October 1, 2010, between NV5, Inc. (formerly Vertical V, Inc.) and Richard Tong, as amended by that certain First Amendment to Employment Agreement, dated as of March 18, 2011, between NV5, Inc. and Richard Tong† (Incorporated by reference to Exhibit 10.8 to the Company's Registration Statement on Form S-1 filed with the SEC on January 28, 2013)</u>
<u>10.7</u>	<u>Employment Agreement, dated October 1, 2010, between NV5, Inc. (formerly Vertical V, Inc.) and Alexander Hockman, as amended by that certain First Amendment to Employment Agreement, dated as of March 18, 2011, between NV5, Inc. and Alexander Hockman† (Incorporated by reference to Exhibit 10.9 to the Company's Registration Statement on Form S-1 filed with the SEC on January 28, 2013)</u>
<u>10.8</u>	<u>Employment Agreement, dated October 1, 2010, between NV5, Inc. (formerly Vertical V, Inc.) and MaryJo O'Brien, as amended by that certain First Amendment to Employment Agreement, dated as of March 18, 2011, between NV5, Inc. and MaryJo O'Brien† (Incorporated by reference to Exhibit 10.11 to the Company's Registration Statement on Form S-1 filed with the SEC on January 28, 2013)</u>
<u>10.9</u>	<u>Second Amendment to Employment Agreement, dated as of August 11, 2015, between NV5, Inc. and Donald Alford.† (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 14, 2015)</u>

<u>Number</u>	<u>Description</u>
<u>10.10</u>	<u>Second Amendment to Employment Agreement, dated as of August 11, 2015, between NV5, Inc. and Alexander Hockman. † (Incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 14, 2015)</u>
<u>10.11</u>	<u>Second Amendment to Employment Agreement, dated as of August 11, 2015, between NV5, Inc. and Richard Tong. † (Incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 14, 2015)</u>
<u>10.12</u>	<u>Second Amendment to Employment Agreement, dated as of August 11, 2015 between NV5, Inc. and Mary Jo O'Brien. † (Incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 14, 2015)</u>
<u>10.13</u>	<u>NV5 Global, Inc. Employee Stock Purchase Plan† (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on June 8, 2016)</u>
<u>10.14</u>	<u>Employment Agreement dated as of June 6, 2019 between NV5, Inc. and Edward Codispoti † (Incorporated by reference in Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on July 10, 2019)</u>
<u>10.15</u>	<u>Amended and Restated Credit Agreement, dated as of December 20, 2019 by and among NV5 Global, Inc., as borrower, the subsidiaries of NV5 Global, Inc. named therein, as guarantors, Bank of America, N.A., as administrative agent, swing line lender and letter of credit issuer. (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on December 23, 2019)</u>
<u>21.1*</u>	<u>Subsidiaries of the Registrant</u>
<u>23.1*</u>	<u>Consent of Deloitte & Touche LLP</u>
<u>31.1*</u>	<u>Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to § 302 of the Sarbanes-Oxley Act of 2002</u>
<u>31.2*</u>	<u>Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to § 302 of the Sarbanes-Oxley Act of 2002</u>
<u>32.1</u>	<u>Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002**</u>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
†	Indicates a management contract or compensatory plan, contract or arrangement.
*	Filed herewith.
**	Furnished herewith. This certification is being furnished solely to accompany this report pursuant to 18 U.S.C. Section 1350, and is not being filed for purposes of Section 18 of the Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filings of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NV5 GLOBAL, INC.

Date: February 26, 2020

/s/ Dickerson Wright
Name: Dickerson Wright
Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dickerson Wright</u> Dickerson Wright	Chairman and Chief Executive Officer (Principal Executive Officer)	February 26, 2020
<u>/s/ Edward H. Codispoti</u> Edward H. Codispoti	Chief Financial Officer (Principal Financial and Accounting Officer)	February 26, 2020
<u>/s/ Alexander A. Hockman</u> Alexander A. Hockman	Chief Operating Officer, President and Director	February 26, 2020
<u>/s/ MaryJo O'Brien</u> MaryJo O'Brien	Executive Vice President and Director	February 26, 2020
<u>/s/ Gerald J. Salontai</u> Gerald J. Salontai	Director	February 26, 2020
<u>/s/ Laurie Conner</u> Laurie Conner	Director	February 26, 2020
<u>/s/ William D. Pruitt</u> William D. Pruitt	Director	February 26, 2020
<u>/s/ Francois Tardan</u> Francois Tardan	Director	February 26, 2020

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EXECUTIVE OFFICERS

DICKERSON WRIGHT

Chief Executive Officer and Chairman

ALEXANDER A. HOCKMAN

President

DONALD C. ALFORD

Executive Vice President

RICHARD TONG

Executive Vice President and General Counsel

EDWARD CODISPOTI

Chief Financial Officer

MARYJO O'BRIEN

Executive Vice President,
Chief Administrative Officer, and Secretary

BOARD OF DIRECTORS

DICKERSON WRIGHT

Chief Executive Officer and Chairman
NV5 Global, Inc.

ALEXANDER A. HOCKMAN

President
NV5 Global, Inc.

MARYJO O'BRIEN

Executive Vice President
NV5 Global, Inc.

LAURIE CONNER

President and Chief Executive Officer
The Detection Group

WILLIAM D. PRUITT

General Manager, Pruitt Enterprises, LP
President of Pruitt Ventures, Inc.

GERALD J. SALONTAI

Chief Executive Officer, Salontai Consulting Group

FRANÇOIS TARDAN

Chief Executive Officer, Leitmotiv Private Equity



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