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Certified: --

E-22-23

NIFS ID: CFPW22000008

Capital: X

Contract ID #: CFPW22000008

NIFS Entry Date: 09/02/2022

Department: Public Works

Service: CM Services-BPSTP Permanent Hot/Chilled Water Piping S35121-16N

Term: Thirty-Three (33) months from NTP

Contract Delayed:

Slip Type: New		
CRP:		
Blanket Resolution:		
Revenue:	Federal Aid: **X**	State Aid:
Vendor Submitted an Unsolicited Solicitation:		

1) Mandated Program:	**Yes**
2) Comptroller Approval Form Attached:	**Yes**
3) CSEA Agmt. & 32 Compliance Attached:	**Yes**
4) Significant Adverse Information Identified? (if yes, attach memo):	**No**
5) Insurance Required:	**Yes**

Vendor/Municipality Info:	
Name: **Jacobs Project Management Co.**	ID#:**352321289**
Main Address: **1305 Franklin Avenue, Suite 245Garden City, NY 11530**	
Main Contact: **Gus Xenakis**	
Main Phone: **(516) 281-4246**	

Department:
Contact Name: **Christopher Vella**
Address: **3340 Merrick Road Building R, Third Floor Wantagh, NY 11793**
Phone: **(516) 571-7523**
Email: **awalsh@hazenandsawyer.com,ldionisio@nassaucountyny.gov,ekobel@nassaucountyny.gov,cvella@nassaucountyny.gov**

Contract Summary

Purpose: This Department proposes to enter into a personal services agreement with the firm Jacobs to provide Construction Management (CM) services for the Bay Park STP Permanent Hot/Chilled Water Piping project.
Method of Procurement: This is a contract for construction management services for installation of Permanent Hot/Chilled Water Piping System at South Shore WRF (AKA Bay Park STP.) As part of the Hurricane Sandy Recovery Program, the storm damaged hot water and chilled water piping network is to be replaced at the South Shore WRF. The services under this contract include, but are not limited to resident engineering services, CPM scheduling, cost estimating, monitoring the progress of work and providing contract closeout.
Procurement History: A Request for Proposals was prepared in conformance with the Department's policy for assessing technical understanding, statement of qualifications and proposed project schedule. The RFP was posted on the County's website and advertised in Newsday and the NYS Contract Reporter from September 24, 2021 through October 22, 2021. Proposals were

received from six (6) firms on October 22, 2021. The Technical Proposals were evaluated by professionals from within the Department of Public Works. Following the review, the technical rank was established, and the cost proposals were opened. The proposal submitted by Jacobs receiving a high technical ranking and lowest proposed cost provided the best value to Nassau County.
Description of General Provisions: New agreement for construction management services. The term of the contract is thirty-three (33) months from NTP.
Impact on Funding / Price Analysis: The maximum amount of this contract is $1,855.252.10. It is expected that the full cost of these services will be eligible for reimbursement by the Federal Emergency Management Agency (FEMA) under the Robert t. Stafford Disaster Relief and Emergency assistance Act. Funding is available under Project 35121. Contract has current MBE utilization of 23%.
Change in Contract from Prior Procurement: There is no prior procurement.
Recommendation: Approve as Submitted

Advisement Information

Fund	Control	Resp. Center	Object	Index Code	Sub Object	Budget Code	Line	Amount
CSW			00	PWCSWCSW	00003	PWCSWCSW 00003 35121 16N	01	$1,855,252.10
						TOTAL		**$1,855,252.10**

Additional Info	
Blanket Encumbrance	
Transaction	CF
Renewal	
% Increase	
% Decrease	

Funding Source	Amount
Revenue Contract:	
County	$0.00
Federal	$1,855,252.10
State	$0.00
Capital	$0.00
Other	$0.00
Total	**$1,855,252.10**

Routing Slip

Department			
NIFS Entry	Elizabeth Kobel	09/27/2022 03:34PM	Approved
NIFS Final Approval	Roseann D'Alleva	09/27/2022 04:57PM	Approved
Final Approval	Roseann D'Alleva	09/27/2022 04:57PM	Approved
DPW			
Capital Fund Approval	Roseann D'Alleva	09/27/2022 04:57PM	Approved
Final Approval	Roseann D'Alleva	09/27/2022 04:57PM	Approved
County Attorney			
RE & Insurance Verification	Andrew Amato	09/29/2022 11:30AM	Approved
Approval as to Form	Thomas Montefinise	09/29/2022 11:13AM	Approved
NIFS Approval	Mary Nori	09/29/2022 11:44AM	Approved
Final Approval	Mary Nori	09/29/2022 11:44AM	Approved
OMB			
NIFS Approval	Nadiya Gumieniak	09/28/2022 09:30AM	Approved
NIFA Approval	Christopher Nolan	10/17/2022 08:29PM	Approved
Final Approval	Christopher Nolan	10/17/2022 08:29PM	Approved
Compliance & Vertical DCE			
Procurement Compliance Approval	Andrew Levey	10/27/2022 04:20PM	Approved
DCE Compliance Approval	Robert Cleary	11/03/2022 04:27PM	Approved
Vertical DCE Approval	Arthur Walsh	01/02/2023 03:44PM	Approved
Final Approval	Arthur Walsh	01/02/2023 03:44PM	Approved
Legislative Affairs Review			
Final Approval	Renee Reddy	03/01/2023 03:05PM	Approved

Legislature			
Final Approval			In Progress
Comptroller			
Claims Approval			Pending
Legal Approval			Pending
Accounting / NIFS Approval			Pending
Deputy Approval			Pending
Final Approval			Pending
NIFA			
NIFA Approval			Pending

RULES RESOLUTION NO. – 2023

A RESOLUTION AUTHORIZING THE COUNTY EXECUTIVE TO EXECUTE A PERSONAL SERVICES AGREEMENT BETWEEN THE COUNTY OF NASSAU, ACTING ON BEHALF OF THE NASSAU COUNTY DEPARTMENT OF PUBLIC WORKS AND JACOBS PROJECT MANAGEMENT COMPANY.

WHEREAS, the County negotiated a personal services agreement with Jacobs Project Management Company for services for the Bay Park STP Permanent Hot/Chilled Water Piping project, a copy of which is on file with the Clerk of the Legislature; now, therefore, be it

RESOLVED, that the Rules Committee of the Nassau County Legislature authorizes the County Executive to execute the said agreement with Jacobs Project Management Company.

CONTRACT FOR SERVICES

THIS AGREEMENT (together with the schedules, appendices, attachments and exhibits, if any, this "Agreement"), dated as of the date this Agreement is executed by the County of Nassau, between (i) Nassau County, a municipal corporation having its principal office at One West Street, Mineola, New York 11501 (the "County") acting on behalf of the County Department of Public Works, having its principal office at 1194 Prospect Avenue, Westbury, New York 11590 (the "Department") and (ii) Jacobs Project Management Company, a consulting engineering firm having its principal office at 1305 Franklin Avenue, Suite 245, Garden City, NY11530 (the "Firm" or the "Contractor").

W I T N E S S E T H:

WHEREAS, the County desires to hire the Contractor to perform the services described in this Agreement.

WHEREAS, this is a personal service contract within the intent and purview of Section 2206 of the County Charter; and

WHEREAS, the Firm desires to perform the services described in this Agreement.

NOW, THEREFORE, in consideration of the premises and mutual covenants contained in this Agreement, the parties agree as follows:

1. **Term.** The term of this Agreement shall commence upon the date (the "Commencement Date") that is set forth in a written notice from the Department to the Contractor authorizing the Contractor to commence with the performance of the Services (as defined below) and shall terminate thirty-three (33) months from the Commencement Date ("Expiration Date") unless sooner terminated or extended in accordance with its terms. The Commencement Date shall be on or after the Effective Date. Notwithstanding the foregoing, the Department, in its sole discretion, shall have the right to extend this Agreement for a period of up to two (2) years by delivering a notice of extension to the Firm at least thirty (30) days prior to the Expiration Date. The Agreement so extended shall be on the same terms, conditions and covenants as during the initial term except that the Expiration Date shall be modified in accordance with the notice of extension.

2. **Services, Extra Services and Reimbursable Expenses**.

(a) The services to be provided by the Firm under this Agreement consist of the construction management services for the Bay Park STP Permanent Hot/Chilled Water Piping project. The specific work divisions and deliverables related to this project are more particularly described in the "Detailed Scope of Services," attached hereto and hereby made a part hereof as Exhibit "A".

(b) At any time during the term of this Agreement, the County may, in its sole and absolute discretion, require the Contractor to perform Extra Services. The Contractor shall not perform, nor be compensated for, Extra Services without the prior written approval of the Commissioner. The Contractor agrees to perform any such Extra Services in accordance with the terms and conditions contained in this Agreement. As used herein, "Extra Services" means additional services which are (i) generally within the scope of services set forth in this Agreement, (ii) necessary or in furtherance of the goals of this Agreement and (iii) not due to the fault or negligence of the Contractor.

(c) The following items are not included in the Firm's fee, and shall be reimbursable at an actual cost as expenditures in the interest of the project, provided (i) they have been approved in advance by the Commissioner of the Department in writing, in his/her sole discretion, (ii) are not considered services as set forth in this Agreement, and (iii) subject to compliance with the County's bill paying procedures:

(1) The direct cost of expenses for travel to locations other than the County and or the project site, including transportation (coach unless otherwise authorized by the County), reasonable meal and lodging expenses, at rates established by the County for its own employees, and as have been approved in advance by the County.

(2) Testing Laboratory Services.

(3) Messenger service and cables as not necessarily incurred in the performance of services hereunder by the Firm and their sub-consultants.

(4) Final models, photographs and renderings as requested by the County.

(5) Reproduction of design development and construction document drawings, specification, reports and other documents furnished to, or on behalf of, the County in excess of five (5) copies each. Any items prepared on behalf of the Firm, or their sub-consultants shall not be paid for by the County.

(6) Other comparable expenses as approved by the County.

3. Payment.

(a) Amount of Consideration. The amount to be paid to the Firm as full consideration for the Firm's services under this Agreement shall be payable as set forth in the "Payment Schedule," attached hereto and made a hereby part hereof as Exhibit "B". Notwithstanding the foregoing, the maximum amount to be paid to the Firm for the Firm's services under this Agreement, including any Extra Services that may be so authorized, shall not exceed **One Million, Eight Hundred and Fifty Five Thousand, Two Hundred and Fifty Two Dollars and Ten Cents ($1,855,252.10)**.

(b) Vouchers; Voucher Review, Approval and Audit. Payments shall be made to the Contractor in arrears and shall be contingent upon (i) the Contractor submitting a claim voucher (the "Voucher") in a form satisfactory to the County, that (a) states with reasonable specificity the services provided and the payment requested as consideration for such services, (b) certifies that the services rendered and the payment requested are in accordance with this Agreement, and (c) is accompanied by documentation satisfactory to the County supporting the amount claimed, and (ii) review, approval and audit of the Voucher by the Department and/or the County Comptroller or his or her duly designated representative (the "Comptroller").

(c) Timing of Payment Claims. The Contractor shall submit claims no later than three (3) months following the County's receipt of the services that are the subject of the claim and no more frequently than once a month.

(d) No Duplication of Payments. Payments under this Agreement shall not duplicate payments for any work performed or to be performed under other agreements between the Contractor and any funding source including the County.

(e) Payments in Connection with Termination or Notice of Termination. Unless a provision of this Agreement expressly states otherwise, payments to the Contractor following the termination of this Agreement shall not exceed payments made as consideration for services that were (i) performed prior to termination, (ii) authorized by this Agreement to be performed, and (iii) not performed after the Contractor received notice that the County did not desire to receive such services.

(f) Payments Relating to Services Rendered by Subcontractors. The County retains the right, but not the obligation, prior to making any payment to the Contractor, to demand that the Contractor furnish to the County, proof acceptable to the County, in its sole and absolute discretion, that all due and payable claims made by subcontractors in connection with this Agreement have been paid to date or are included in the amount being requested by the Contractor.

4. Ownership and Control of Work Product

(a) Copyrights.

(i) Upon execution of this Agreement, any reports, documents, data, photographs and/or other materials produced pursuant to this Agreement, and any and all drafts and/or other preliminary materials in any format related to such items, shall become the exclusive property of the County.

(ii) Any reports, documents, data, photographs and/or other materials produced pursuant to this Agreement ("Copyrightable Materials") shall be considered "work-made-for-hire" within the meaning and purview of Section 101 of the United States Copyright Act, 17 U.S.C. §101, and the County shall be the copyright owner thereof and of all aspects, elements and components thereof in which copyright protection might exist. To the extent that the Copyrightable Materials do not qualify as "work-made-for-hire," the Contractor hereby irrevocably transfers, assigns and conveys exclusive copyright ownership in and to the Copyrightable Materials to the County, free and clear of any liens, claims, or other encumbrances. The Contractor shall retain no copyright or intellectual property interest in the Copyrightable Materials, and they shall be used by the Contractor for no other purpose without the prior written permission of the County.

(iii) The Contractor acknowledges that the County may, in its sole discretion, register copyright in the
copyright registrations. The Contractor shall cooperate in this effort, and agrees to provide any further documentation necessary to accomplish this.

(iv)The Contractor represents and warrants that the Copyrightable Materials: (1) are wholly original
material not published elsewhere (except for material that is in the public domain); (2) do not violate any copyright law; (3) do not constitute defamation or invasion of the right of privacy or publicity, and (4) are not an infringement of any kind, of the rights of any third party. To the extent that the Copyrightable Materials incorporate any non-original material, the Contractor has obtained all necessary permissions and clearances, in writing, for the use of such non-original material under this Agreement, copies of which shall be provided to the County upon execution of this Agreement.

(b) Patents and Inventions. Any discovery or invention arising out of or developed in the course of performance of this Agreement shall be promptly and fully reported to the Department, and if this work is supported by a federal grant of funds, shall be promptly and fully reported to the Federal Government for determination as to whether patent protection on such invention shall be sought and how the rights in the invention or discovery, including rights under any patent issued thereon, shall be disposed of and administered in order to protect the public interest.

(c) Pre-existing Rights. In no case shall 4(a) or 4(b) above apply to, or prevent the Contractor from asserting or protecting its rights in any report, document or other data, or any invention which existed prior to or was developed or discovered independently from the activities directly related to this Agreement.

(d) Infringements of Patents, Trademarks, and Copyrights. The Contractor shall indemnify and hold the County harmless against any claim for any infringement by the Contractor of any copyright, trade secrets, trademark or patent rights of design, systems, drawings, graphs, charts, specifications or printed matter furnished or used by the Contractor in the performance of this Agreement. The Contractor shall indemnify and hold the County harmless regardless of whether or not the infringement arises out of compliance with the scope of services/scope of work.

(e) Antitrust. The Contractor hereby assigns, sells, and transfers to the County all right, title and interest in and to any claims and causes of action arising under the antitrust laws of the State of New York or of the United States relating to the particular goods or services procured by the County under this Agreement.

5. **Independent Contractor**. The Contractor is an independent contractor of the County. The Contractor shall not, nor shall any officer, director, employee, servant, agent or independent contractor of the Contractor (a "Contractor Agent"), be (i) deemed a County employee, (ii) commit the County to any obligation, or (iii) hold itself, himself, or herself out as a County employee or Person with the authority to commit the County to any obligation. As used in this Agreement the word "Person" means any individual person, entity (including partnerships, corporations and limited liability companies), and government or political subdivision thereof (including agencies, bureaus, offices and departments thereof).

6. **No Arrears or Default**. The Contractor is not in arrears to the County upon any debt or contract and it is not in default as surety, contractor, or otherwise upon any obligation to the County, including any obligation to pay taxes to, or perform services for or on behalf of, the County.

7. **Compliance with Law**.

(a) Generally.The Contractor shall comply with any and all applicable Federal, State and local
Laws, including, but not limited to those relating to conflicts of interest, human rights, a living wage, and disclosure of information, in connection with its performance under this Agreement. In furtherance of the foregoing, the Contractor is bound by and shall comply with the terms of Appendix "EE" attached hereto and hereby made a part hereof. As used in this Agreement the word "Law" includes any and all statutes, local laws, ordinances, rules, regulations, applicable orders, and/or decrees, as the same may be amended from time to time, enacted, or adopted.

(b) Nassau County Living Wage Law. Pursuant to LL 1-2006, as amended, and to the extent that a waiver has not been obtained in accordance with such law or any rules of the County Executive, the Contractor agrees as follows:

(i)Contractor shall comply with the applicable requirements of the Living Wage Law, as amended;

(ii) Failure to comply with the Living Wage Law, as amended, may constitute a material breach of this Agreement, such breach being determined solely by the County. Contractor has the right to cure such breach within thirty days of receipt of notice of breach from the County. In the event that such breach is not timely cured, the County may terminate this Agreement as well as exercise any other rights available to the County under applicable law.

(iii) It shall be a continuing obligation of the Contractor to inform the County of any material changes to the content of its certification of compliance, attached to this Agreement as Appendix L, and shall provide to the County any information necessary to maintain the certification's accuracy.

(c) Records Access. The parties acknowledge and agree that all records, information, and data ("Information") acquired in connection with performance or administration of this Agreement shall be used and disclosed solely for the purpose of performance and administration of the contract or as required by law. The Contractor acknowledges that Contractor Information in the County's possession may be subject to disclosure under Article 6 of the New York State Public Officer's Law ("Freedom of Information Law" or "FOIL"). In the event that such a request for disclosure is made, the County shall make reasonable efforts to notify the Contractor of such request prior to disclosure of the Information so that the Contractor may take such action as it deems appropriate.

(d) Prohibition of Gifts. In accordance with County Executive Order 2-2018, the Contractor shall not offer, give, or agree to give anything of value to any County employee, agent, consultant, construction manager, or other person or firm representing the County (a "County Representative"), including members of a County Representative's immediate family, in connection with the performance by such County Representative of duties involving transactions with the Contractor on behalf of the County, whether such duties are related to this Agreement or any other County contract or matter. As used herein, "anything of value" shall include, but not be limited to, meals, holiday gifts, holiday baskets, gift cards, tickets to golf outings, tickets to sporting events, currency of any kind, or any other gifts, gratuities, favorable opportunities or preferences. For purposes of this subsection, an immediate family member shall include a spouse, child, parent, or sibling. The Contractor shall include the provisions of this subsection in each subcontract entered into under this Agreement.

(e) Disclosure of Conflicts of Interest. In accordance with County Executive Order 2-2018, the Contractor has disclosed as part of its response to the County's Business History Form, or other disclosure form(s), any and all instances where the Contractor employs any spouse, child, or parent of a County employee of the agency or department that contracted or procured the goods and/or services described under this Agreement. The Contractor shall have a continuing obligation, as circumstances arise, to update this disclosure throughout the term of this Agreement.

(f) Vendor Code of Ethics. By executing this Agreement, the Contractor hereby certifies and covenants that:

(i) The Contractor has been provided a copy of the Nassau County Vendor Code of Ethics issued on June 5, 2019, as may be amended from time to time (the "Vendor Code of Ethics"), and will comply with all of its provisions;

(ii) All of the Contractor's Participating Employees, as such term is defined in the Vendor Code of Ethics (the "Participating Employees"), have been provided a copy of the Vendor Code of Ethics prior to their participation in the underlying procurement;

(iii) All Participating Employees have completed the acknowledgment required by the Vendor Code of Ethics;

(iv) The Contractor will retain all of the signed Participating Employee acknowledgements for the period it is required to retain other records pertinent to performance under this Agreement;

(v) The Contractor will continue to distribute the Vendor Code of Ethics, obtain signed Participating Employee acknowledgments as new Participating Employees are added or changed during the term of this Agreement, and retain such signed acknowledgments for the period the Contractor is required to retain other records pertinent to performance under this Agreement; and

The Contractor has obtained the certifications required by the Vendor Code of Ethics from any subcontractors or other lower tier participants who have participated in procurements for work performed under this Agreement.

8. **Minimum Service Standards**. Regardless of whether required by Law:

(a) The Contractor shall, and shall cause Contractor Agents to, conduct its, his or her activities in connection with this Agreement so as not to endanger or harm any Person or property.

(b) The Contractor shall deliver services under this Agreement in a professional manner consistent with the best practices of the industry in which the Contractor operates. The Contractor shall take all actions necessary or appropriate to meet the obligation described in the immediately preceding sentence, including obtaining and maintaining, and causing all Contractor Agents to obtain and maintain, all approvals, licenses, and certifications (“Approvals”) necessary or appropriate in connection with this Agreement.

9. **Indemnification; Defense; Cooperation**.

(a) The Contractor shall be solely responsible for and shall indemnify and hold harmless the County, the Department and its officers, employees, and agents (the “Indemnified Parties”) from and against any and all liabilities, losses, costs, expenses (including, without limitation, attorneys’ fees and disbursements) and damages (“Losses”), arising out of or in connection with any acts or omissions of the Contractor or a Contractor Agent, regardless of whether due to negligence, fault, or default, including Losses in connection with any threatened investigation, litigation or other proceeding or preparing a defense to or prosecuting the same; provided, however, that the Contractor shall not be responsible for that portion, if any, of a Loss that is caused by the negligence of the County.

(b) The Contractor shall, upon the County’s demand and at the County’s direction, promptly and diligently defend, at the Contractor’s own risk and expense, any and all suits, actions, or proceedings which may be brought or instituted against one or more Indemnified Parties for which the Contractor is responsible under this Section, and, further to the Contractor’s indemnification obligations, the Contractor shall pay and satisfy any judgment, decree, loss or settlement in connection therewith.

(c) The Contractor shall, and shall cause Contractor Agents to, cooperate with the County and the Department in connection with the investigation, defense or prosecution of any action, suit or proceeding in connection with this Agreement.

(d) The provisions of this Section shall survive the termination of this Agreement.

10. **Insurance**.

(a) Types and Amounts. The Contractor shall obtain and maintain throughout the term of this Agreement, at its own expense: (i) one or more policies for commercial general liability insurance, which policy(ies) shall name “Nassau County” as an additional insured and have a minimum single combined limit of liability of not less than one million dollars ($1,000,000) per occurrence and two million dollars ($2,000,000) aggregate coverage, (ii) if contracting in whole or part to provide professional services, one or more policies for professional liability insurance, which policy(ies) shall have a minimum single combined limit liability of not less than one million dollars

($1,000,000) per claim; (iii) compensation insurance for the benefit of the Contractor's employees ("Workers' Compensation Insurance"), which insurance is in compliance with the New York State Workers' Compensation Law, and (iv) such additional insurance as the County may from time to time specify.

(b) Acceptability; Deductibles; Subcontractors. All insurance obtained and maintained by the Contractor pursuant to this Agreement shall be (i) written by one or more commercial insurance carriers licensed to do business in New York State and acceptable to the County, and which is (ii) in form and substance acceptable to the County. The Contractor shall be solely responsible for the payment of all deductibles to which such policies are subject. The Contractor shall require any subcontractor hired in connection with this Agreement to carry insurance with the same limits and provisions required to be carried by the Contractor under this Agreement.

(c) Delivery; Coverage Change; No Inconsistent Action. Prior to the execution of this Agreement, copies of current certificates of insurance evidencing the insurance coverage required by this Agreement shall be delivered to the Department. Not less than thirty (30) days prior to the date of any expiration or renewal of, or actual, proposed or threatened reduction or cancellation of coverage under, any insurance required hereunder, the Contractor shall provide written notice to the Department of the same and deliver to the Department renewal or replacement certificates of insurance. The Contractor shall cause all insurance to remain in full force and effect throughout the term of this Agreement and shall not take or omit to take any action that would suspend or invalidate any of the required coverages. The failure of the Contractor to maintain Workers' Compensation Insurance shall render this contract void and of no effect. The failure of the Contractor to maintain the other required coverages shall be deemed a material breach of this Agreement upon which the County reserves the right to consider this Agreement terminated as of the date of such failure.

11. **Assignment; Amendment; Waiver; Subcontracting**. This Agreement and the rights and obligations hereunder may not be in whole or part (i) assigned, transferred or disposed of, (ii) amended, (iii) waived, or (iv) subcontracted, without the prior written consent of the County Executive or his or her duly designated deputy (the "County Executive"), and any purported assignment, other disposal or modification without such prior written consent shall be null and void. The failure of a party to assert any of its rights under this Agreement, including the right to demand strict performance, shall not constitute a waiver of such rights.

12. **Termination**.

(a) Generally. This Agreement may be terminated (i) for any reason by the County upon thirty (30) days' written notice to the Contractor, (ii) for "Cause" by the County immediately upon the receipt by the Contractor of written notice of termination, (iii) upon mutual written Agreement of the County and the Contractor, and (iv) in accordance with any other provisions of this Agreement expressly addressing termination.

As used in this Agreement the word "Cause" includes: (i) a breach of this Agreement; (ii) the failure to obtain and maintain in full force and effect all Approvals required for the services described in this Agreement to be legally and professionally rendered; and (iii) the termination or impending termination of federal or state funding for the services to be provided under this Agreement.

(b) By the Contractor. This Agreement may be terminated by the Contractor if performance becomes impracticable through no fault of the Contractor, where the impracticability relates to the Contractor's ability to perform its obligations and not to a judgment as to convenience or the desirability of continued performance. Termination under this subsection shall be effected by the Contractor delivering to the commissioner or other head of the Department (the "Commissioner"), at least sixty (60) days prior to the termination date (or a shorter period if sixty days' notice is impossible), a notice stating (i) that the Contractor is terminating this Agreement in accordance with this subsection, (ii) the date as of which this Agreement will terminate, and (iii) the facts giving rise to the Contractor's right to terminate under this subsection. A copy of the notice given to the Commissioner shall be given to the Deputy County Executive who oversees the administration of the Department (the "Applicable DCE") on the same day that notice is given to the Commissioner.

(c) Contractor Assistance upon Termination. In connection with the termination or impending termination of this Agreement the Contractor shall, regardless of the reason for termination, take all actions reasonably requested by the County (including those set forth in other provisions of this Agreement) to assist the County in transitioning the Contractor's responsibilities under this Agreement. The provisions of this subsection shall survive the termination of this Agreement.

13. **Accounting Procedures; Records**. The Contractor shall maintain and retain, for a period of six (6) years following the later of termination of or final payment under this Agreement, complete and accurate records, documents, accounts and other evidence, whether maintained electronically or manually ("Records"), pertinent to performance under this Agreement. Records shall be maintained in accordance with Generally Accepted Accounting Principles and, if the Contractor is a non-profit entity, must comply with the accounting guidelines set forth in the applicable provisions of the Code of Federal Regulations, 2 C.F.R. Part 200, as may be amended. Such Records shall at all times be available for audit and inspection by the County Comptroller, the County Attorney's Office, any other governmental authority with jurisdiction over the provision of services hereunder and/or the payment therefore, and any of their duly designated representatives. The provisions of this Section shall survive the termination of this Agreement.

14. **Limitations on Actions and Special Proceedings against the County**. No action or special proceeding shall lie or be prosecuted or maintained against the County upon any claims arising out of or in connection with this Agreement unless:

(a) Notice. At least thirty (30) days prior to seeking relief the Contractor shall have presented the demand or claim(s) upon which such action or special proceeding is based in writing to the Applicable DCE for adjustment and the County shall have neglected or refused to make an adjustment or payment on the demand or claim for thirty (30) days after presentment. The Contractor shall send or deliver copies of the documents presented to the Applicable DCE under this Section to each of (i) the Department and the (ii) the County Attorney (at the address specified above for the County) on the same day that documents are sent or delivered to the Applicable DCE. The complaint or necessary moving papers of the Contractor shall allege that the above-described actions and inactions preceded the Contractor's action or special proceeding against the County.

(b) Time Limitation. Such action or special proceeding is commenced within the earlier of (i) one (1) year of the first to occur of (A) final payment under or the termination of this Agreement, and (B) the accrual of the cause of action, and (ii) the time specified in any other provision of this Agreement.

15. **Work Performance Liability**. The Contractor is and shall remain primarily liable for the successful completion of all work in accordance this Agreement irrespective of whether the Contractor is using a Contractor Agent to perform some or all of the work contemplated by this Agreement, and irrespective of whether the use of such Contractor Agent has been approved by the County.

16. **Consent to Jurisdiction and Venue; Governing Law.** Unless otherwise specified in this Agreement or required by Law, exclusive original jurisdiction for all claims or actions with respect to this Agreement shall be in the Supreme Court in Nassau County in New York State and the parties expressly waive any objections to the same on any grounds, including venue and forum non conveniens. This Agreement is intended as a contract under, and shall be governed and construed in accordance with, the Laws of New York State, without regard to the conflict of laws provisions thereof.

17. **Notices**. Any notice, request, demand or other communication required to be given or made in connection with this Agreement shall be (a) in writing, (b) delivered or sent (i) by hand delivery, evidenced by a signed, dated receipt, (ii) postage prepaid via certified mail, return receipt requested, or (iii) overnight delivery via a nationally recognized courier service, (c) deemed given or made on the date the delivery receipt was signed by a County employee, three (3) business days after it is mailed or one (1) business day after it is released to a courier service, as applicable, and (d)(i) if to the Department, to the attention of the Commissioner at the address specified above for the Department, (ii) if to an Applicable DCE, to the attention of the Applicable DCE (whose name the Contractor shall obtain from the Department) at the address specified above for the County, (iii) if to the Comptroller, to the attention of the Comptroller at 240 Old Country Road, Mineola, NY 11501, and (iv) if to the Contractor, to the attention of the person who executed this Agreement on behalf of the Contractor at the address specified above for the Contractor, or in each case to such other persons or addresses as shall be designated by written notice.

18. **All Legal Provisions Deemed Included; Severability; Supremacy; Construction.**

(a) Every provision required by Law to be inserted into or referenced by this Agreement is intended to be a part of this Agreement. If any such provision is not inserted or referenced or is not inserted or referenced in correct form then (i) such provision shall be deemed inserted into or referenced by this Agreement for purposes of interpretation and (ii) upon the application of either party this Agreement shall be formally amended to comply strictly with the Law, without prejudice to the rights of either party.

(b) In the event that any provision of this Agreement shall be held to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

(c) In the event of a conflict between the terms and conditions of the contract, including any and all attachments thereto and amendments thereof, and the terms of this Appendix A, the terms of this Appendix A shall control.

(d) Each party has cooperated in the negotiation and preparation of this Agreement, so if any construction is made of the Agreement, it shall not be construed against either party as drafter.

19. **Section and Other Headings**. The section and other headings contained in this Agreement are for reference purposes only and shall not affect the meaning or interpretation of this Agreement.

20. **Entire Agreement**. This Agreement represents the full and entire understanding and agreement between the parties with regard to the subject matter hereof and supersedes all prior agreements (whether written or oral) of the parties relating to the subject matter of this Agreement.

21. **Administrative Service Charge**. The Contractor agrees to pay the County an administrative service charge of Five Hundred Thirty-Three dollars ($533.00) for the processing of this Agreement pursuant to Ordinance Number 74-1979, as amended by Ordinance Number 201-2001, 128-2006, and 153-2018. The administrative service charge shall be due and payable to the County by the Contractor upon signing this Agreement.

22. **Joint Venture**.

(a) If the Contractor is comprised of more than one legal entity or any group of partners or joint venturers associated for the purpose of undertaking this Agreement, each such entity acknowledges and hereby affirmatively represents and agrees that each has the power to bind the Contractor and each of the others hereunder; and as such, each acts both as principal and agent of the Contractor and of each of the others hereunder. Each further acknowledges and agrees that all such entities, partners or joint ventures associated for the purposes of undertaking this Agreement shall be jointly and severally liable to third parties, including but not limited to the County, for the acts or omissions of the Contractor or any other entity, partner or joint venture hereunder.

(b) If the Contractor is comprised of more than one legal entity or any group of partners or joint ventures associated for the purposes of undertaking this agreement, each such entity acknowledges and hereby affirmatively represents and agrees that the respective rights, duties and liabilities of each hereunder shall be governed by the laws of the State of New York, including but not limited to the New York Partnership Law.

23. **Executory Clause**. Notwithstanding any other provision of this Agreement:

(a) Approval and Execution. The County shall have no liability under this Agreement (including any extension or other modification of this Agreement) to any Person unless (i) all County approvals have been obtained, including, if required, approval by the County Legislature, and (ii) this Agreement has been executed by the County Executive (as defined in this Agreement).

(b) Availability of Funds. The County shall have no liability under this Agreement (including any extension or other modification of this Agreement) to any Person beyond funds appropriated or otherwise lawfully available for this Agreement, and, if any portion of the funds for this Agreement are from the state and/or federal governments, then beyond funds available to the County from the state and/or federal governments.

{Remainder of page intentionally left blank}

IN WITNESS WHEREOF, the Contractor and the County have executed this Agreement as of the Effective Date.

JACOBS PROJECT MANAGEMENT COMPANY

By:____________________________

Name: Constantinos (Gus) Xenakis

Title: Vice President

Date: August 24, 2022

NASSAU COUNTY

By:____________________________

Name:____________________________

Title: County Executive

□ Deputy County Executive

Date:____________________________

PLEASE EXECUTE IN BLUE INK

STATE OF NEW YORK)
)ss.:
COUNTY OF NASSAU)

On the 24th day of August in the year 20 22 before me personally came Constantinos Xenakis to me personally known, who, being by me duly sworn, did depose and say that he or she resides in the County of Nassau; that he or she is the Vice President of Jaddis, the corporation described herein and which executed the above instrument; and that he or she signed his or her name thereto by authority of the board of directors of said corporation.

NOTARY PUBLIC Diane M. Pyne

DIANE M. PYNE
NOTARY PUBLIC-STATE OF NEW YORK
No. 01PY6180441
Qualified In Nassau County
My Commission Expires January 14, 2024

STATE OF NEW YORK)
)ss.:
COUNTY OF NASSAU)

On the _____ day of _________________ in the year 20__ before me personally came _________________________ to me personally known, who, being by me duly sworn, did depose and say that he or she resides in the County of ________________; that he or she is the County Executive of the County of Nassau, the municipal corporation described herein and which executed the above instrument; and that he or she signed his or her name thereto pursuant to Section 205 of the County Government Law of Nassau County.

NOTARY PUBLIC

EXHIBIT A
DETAILED SCOPE OF SERVICES

1 Construction Phase Services

1.1.1 Commencement and Duration - The Construction Phase will commence with the award of construction contracts and will terminate upon final acceptance of the Project in its entirety by the County. The construction phase of the project is anticipated to be 24 months. The CM should include one (1) month of pre-construction duties and eight (8) months of post-construction duties for a total duration of 33 months.

1.1.2 General Construction Administration - The CM shall provide administration of the Project and shall administer the construction contract on the County's behalf. The project is being built under a Project Labor Agreement (PLA) using a single prime Construction Contractor ("CC") for the contract. The Program Manager will perform as the PLA administrator of Nassau County's Master Project Labor Agreement as amended for this project and will advise the CM of the PLA requirements for this particular project. The CM will be provided a copy of the Bay Park Program Construction Management Manual, prepared on behalf of the County by the PM. Administer the construction of the Project, including scheduling of the Work and coordination of the Construction Contractor (CC). The CM shall maintain competent full-time staff at the project site to administer the project, at all times Work is being performed by CC. The FIRM shall furnish their staff with personal equipment required for project administration, including, but not limited to personal protective equipment, digital cameras, cellular telephones, etc.

1.1.3 Site Conditions - As portions of the Work become accessible, CM shall promptly and diligently investigate existing conditions and report to the County, the Program Manager and the Design Engineer, those conditions which differ substantially from the information contained in the Construction Documents. Collaborate with the County, the Program Manager and the Design Engineer to devise appropriate modifications to the Contract Documents.

1.1.4 Quality Assurance - The FIRM shall create and implement a Quality Assurance Program consisting, at the minimum, of testing, controlled inspection, and the CM's routine observation of the Work of the CC with respect to conformance to the Construction Documents, based upon the guidelines presented in the Bay Park Program Construction Management Manual. The CM shall endeavor to guard the Owner against defects and deficiencies in the Work, and shall coordinate testing and controlled inspection by third parties with the Work of the CC. The CM shall promptly notify the County, Program Manager, Design Engineer, and CC, as applicable, of defective, deficient, and/or non-conforming Work, and shall make recommendations for correction/resolution. Track all defective and non-conforming Work through correction until final acceptance by the County.

1.1.5 Scheduling – The CC shall prepare the Master Construction Schedule (baseline) and monthly updates. The Schedule shall be prepared using the critical path method and Primavera P6 (or later version) software as approved and shall be broken down in sufficient detail to be useful for monitoring progress, delay analysis, administering the CC's contract provisions, and coordinating between construction contracts. The schedules shall be cost and resource loaded by the CC. The CM is responsible for monitoring the accuracy and completeness of the CPM Schedule, to review the Baseline and updates, provide analysis of delay, preparation of reports as required by the County, negotiation of delay claims and recommendation for recovery or necessary changes to complete the project within budget and schedule. The CM is responsible for the detailed review of all logic, logic changes, durations, Work Breakdown Structure (WBS), resource and cost loading and acceptance. The CM shall evaluate CC's requests for extension of the Contract time, and advise the County confidentially on the quantum and merits of such requests. The CC shall update their Master Schedule monthly to show progress, compile 2-week look-ahead schedules from the Master Schedule and augment same. The CM shall follow up with the CC who will prepare Schedule updates as necessary to reflect changes and show the impact of changes to the critical path and completion milestones. The CM shall review in a timely manner as per contract specifications. Upon approval of the baseline and subsequent to each monthly update, the CM shall prepare/distribute the schedule report consisting of project status, current critical issues, upcoming concerns, analysis of attribution of delays and suggested recovery by CC, and shall provide information to the PM for integration to and updating of the Program Master Schedule and shall discuss and agree upon recovery steps with the Program Manager.

1.1.6 Cash Flow Forecast - With the cooperation of the CC, CM shall prepare a cash flow forecast for the projects, based on the project schedules, and shall revise same, whenever there is a significant change in the schedule that would warrant a revision to the cash flow forecast. The baseline cash flow forecast and all revisions shall also be forwarded to the PM for integration into the Master Program Budget and Cost Forecasting Tool.

1.1.7 Monitor Progress - Monitor the progress of the CC's work and prepare written daily reports documenting the type and location of work performed, the CC's trade labor and equipment, and all pertinent details relative to the progress of the Work. Augment the written reports with photographic documentation of the work in progress. Photographs are required when unforeseen conditions, disputed work, or deficiencies in the Work are encountered. Pro-actively monitor the progress of the Work, taking such steps (on behalf of the County) as are authorized under the CC's contract, to ensure that the CC's workforces are sufficient and the work is being diligently prosecuted. Where progress is impeded by actions/inactions of the Design Engineer, or others, bring such matters promptly to the attention of the County for resolution. The CM shall monitor the progress in such a manner as to complete the project within the schedule and budget, on behalf of Nassau County.

1.1.8 Information Management System – The PM has implemented an information management system (Microsoft Sharepoint in conjunction with ProCore) to track and update the status of all pertinent project information. The CM shall attend training sessions provided by the PM. The CM shall upload all project documents upon receipt from the CC, per the templates developed by the PM. The CM shall utilize the system to generate logs and variance reports which shall be provided to the PM The CM shall develop and maintain paper and electronic project files, including, but not limited to, project correspondence, contract drawings and documents, submittals, payment requisitions, standard forms (such as insurance certificates, bonds, lien waivers, releases, etc.) and reports. Documents and records will be maintained by the CM for a period of six (6) years after completion of services. The CM shall track all drawings, CC's submittals, meeting minutes, requests for information, bulletins, changes orders, CC's requisitions/payments, correspondence, reports, and all documents, which should be part of the project record. Project records, including the project directory and emergency contact information, will be kept well organized and the information maintained current at all times. The CM shall receive the CC's submittals such as shop drawings, product data, and samples, promptly review them for completeness and responsiveness, log and finally distribute them to the Design Engineer, all distribution shall be electronic, for review and approval; within 48 hours of receipt by CM of CC's submittals. The CM shall return submittals to the CCs within 24 hours of receipt from the Design Engineer, and shall update the submittal log accordingly. CM shall collect and compile as-built drawings, operations and maintenance manuals, spare parts and attic stock provided by the CC and is responsible for documenting acceptability and the transfer of these items to Plant Operations, in both paper and electronic formats.

<u>1.1.9 CC Payments</u>: - Receive, review, and recommend for processing by the County, all schedules of values, invoices, and requests for payments prepared by the CC. CM shall correlate CC's payment requests with the progress of the work and take into account any deficiencies in the work for which payment is being requested, in making their recommendation. The CM's recommendation for payment shall constitute a representation to the County, that, to the best of the CM's knowledge, information and belief; the Work has progressed to the point indicated, and the quality of the Work is in accordance with the Contract Documents. All payments shall be based on the cost loaded CPM schedule and CM shall be responsible for certifying such payments. The CM shall provide copies of their recommendations for payment to the PM.

<u>1.1.10 Meetings</u> – Schedule and conduct regular job progress meetings with the CC, the Design Engineers, the County, the Program Manager and others, where necessary to plan and coordinate the Work, discuss progress, and solve problems related the Project. The CM shall also attend regular meetings with the County, the Program Manager and/or the Design Engineer. Prepare and timely distribute meeting minutes and agenda. Regular meetings are considered to be every other week at a minimum. Special meetings will be scheduled as the need arises and participation by the CM at these meetings shall be at no additional cost to the County.

<u>C.1.11 Reporting</u> – The CM shall prepare monthly written progress reports and deliver 5 copies of same to the County, and 1 copy to the Program Manager no later than the 10th day of the following month. Such reports shall include the following information at a minimum:

A. Executive Summary
B. Progress Narrative - supported by photographs and the project schedule updated to show progress
C. Issues Report - Report on all critical and important issues, which require the attention of the County
D. Change Orders - log the status of change orders (e.g., potential, proposed, pending, processed)
E. CC Payment Summary - include a discussion of variances between amounts paid to date and the cash flow forecast
F. Budget Report
G. Log of Non-conforming or deficient work
H. Equipment Logs
I. Attachments - attach photographs, logs, reports, etc. which are germane to the Issues Report.

1.1.12 Safety - The CM shall require the CC to submit their safety programs and shall serve a central role in dissemination of safety-related information between the CC, the Program Manager and the Nassau County Plant and Construction personnel. The CM shall not have control over or charge of the Work and the CM shall not be responsible for CC's means, methods, techniques, sequences or procedures, and/or for safety precautions and programs in connection with the work of the CC, since these are solely the CC's responsibility. The CM shall not be responsible for the CC's failure to carry out the Work in accordance with the CC's Safety Programs, and/or applicable safety rules and regulations. Nevertheless, the CM shall promote safety and endeavor to guard against the creation of unsafe conditions by the CC. The CM must review the CC safety programs and inform the Department and the Program Manager of their adequacy.

1.1.13 Changes - The CM shall review all Supplementary Bulletins prepared by the Design Engineers prior to their issuance; prepare cost estimates; review CC's proposals; and submit formal written recommendations, including confidential memoranda to the County and the Program Manager, clearly delineating the scope and reason for the changed work. Evaluate the CC's proposed adjustment to contract price and time; and assist the County in negotiating Change Orders. Where changes are, or may be, the result of the Design Engineers' error or omission, the CM shall confidentially inform the County and the Program Manager of such, and shall track all such changes separately on the County's behalf. Keep a log of all Requests for Information, Bulletins, Proposals and Change Orders, which shall be uploaded regularly into the Program Management Information System.

1.1.14 Partial Occupancy and Beneficial Use - The CM shall assist the County in determining dates of Partial Occupancy of the Work, or portions thereof, designated by the County; and shall assist in obtaining any necessary temporary occupancy certificates. Review any lists prepared by the Design Engineers of incomplete or unsatisfactory work, prepare schedules for completing and correcting the Work, and monitor the completion/correction. Prior to any declaration of partial occupancy or beneficial work the CM shall coordinate and attend a site review with the Program Manager on behalf of the County.

1.1.15 Field Office – The CM will be provided space at the South Shore WRF for use as temporary offices, during the construction phase. All CM's office equipment and supplies, including, but not limited to computers (with software and high speed internet access), printers, copiers, scanners, facsimile machines, etc. shall be provided, maintained, and subsequently removed by the CM, and the cost of same is included in the CM's Fee. Telephone service and up to 2 lines and telephones will be provided to the CM for exclusive use on this project, by the County.

1.1.16 New York State Revolving Fund Project –The County anticipates funding for this project under the New York State Revolving Fund Program. Accordingly, the CM will be required to comply with Program requirements as well as responsible to assure that the contractor(s) comply with the New York State Environmental Facilities Corporation (NYSEFC) bid packet and guidance documents and forms which are part of the contract documents. The CM will be responsible to administer this program on behalf of the County and provide the NYSEFC with the required compliance information.

2 Construction Services

2.2.1 Contract Closeout - Conduct final inspections with Design Engineers, the Program Manager and the County, at the completion of each phase of the project, and prepare detailed punch lists (observed discrepancies, deficiencies and incomplete items of work), as required. It is understood that the projects will be completed in phases and that multiple final inspections are needed. Compile project record documents collected during the construction phase and supplement with any information collected following occupancy. Review the as-built drawings provided by the CC and verify that the as-built drawings, to the best of the CM's knowledge, based upon the CM's observations during the progress of the project, document the actual construction of the projects. The CM shall then transmit the verified as-built drawings to the Design Engineers for the preparation of record drawings. THE COUNTY RESERVES THE RIGHT TO REQUIRE THE CM TO DIGITIZE CONTRACT CLOSEOUT DOCUMENTS IN A FORMAT NOT YET CHOSEN. COMPENSATION WILL BE BASED UPON THE EXTRA SERVICES SECTION OF THE AGREEMENT. Schedule and record/document the training of County personnel with respect to the operation and maintenance of components and systems.

2.2.2 CC Claims and Disputed Work - The CM shall promptly review the CC's claims for additional compensation and/or extension of time, whether these claims are received during or after construction. Where the Work is disputed, promptly refer the matter(s) under dispute to the Design Engineer and the Program Manager for interpretation. Confer with the Design Engineer and the Program Manager, and advise the County on the quantum and merits of each claim, and/or recommended resolution of each dispute. At the County's request, and at no additional cost to the County, schedule and attend dispute resolution meetings related to each claim/dispute, whether or not such meetings are held during the construction or post-construction phase. With the County's concurrence, prepare written response to CC's claims, incorporating the Design Engineer's determination, where applicable.

2.2.3 Limitation of Services - Nothing contained in this Agreement shall be deemed to require or authorize the CM to perform any act or render any services other than those of a professional Construction Manager, as defined herein. The services, recommendations, and advice furnished by the CM shall not be deemed to be warranties, or guarantees, or constitute the practice of any profession other than that of a professional Construction Manager. Notwithstanding any language to the contrary, this Agreement shall neither require, nor authorize, the Construction Manager to assume any duty, role, responsibility, or obligation; or perform any task, function, or activity, which is properly that of the Design Engineers.

EXHIBIT B

PAYMENT SCHEDULE

Payment to the Firm for all services under this Agreement that may be authorized under this Agreement, shall be made as follows:

A. BASIC SERVICES {Not-to-Exceed Fee}

In consideration of all services, exclusive of Extra Services, if any, performed by the Firm (inclusive of sub-consultants, specialty consultants, and all other costs) under this Agreement, the County shall pay the Firm a total amount not to exceed **One Million, Eight Hundred Fifty-Five Thousand Ten Cents ($1,855,252.10**) dollars. The Firm shall be compensated for such services by an amount equal to two point one (2.1) times the actual salaries or wages paid to the technical personnel engaged in this project, exclusive of payroll taxes, insurance, and any and all fringe benefits.

<u>Maximum Hourly Wage Rate Schedule</u>

Position	**Staff**	**Raw Rate 2022**	**Raw Rate 2023**	**Raw Rate 2024**	**Raw Rate 2025**
Project Executive	Brent Chow	$83.33	$83.33	$83.33	$83.33
Project Manager	Tatiana Borodulina	$61.80	$63.65	$65.56	$67.53
Project Engineer	Katrina Fennema	$31.10	$32.03	$32.99	$33.98
Scheduler	Jaff Kujawa (Trophy Point SDVOB)	$54.47	$56.10	$57.78	$59.52
Inspector	Usamah Muhammad (SI Engineering MBE)	$56.65	$58.35	$60.10	$61.90

B. REIMBURSABLE EXPENSES

1. Testing and Controlled Inspection Services – the Firm shall be reimbursed for the actual cost incurred in connection with testing and controlled inspection services. Invoices must be substantiated by reports, bills and payment records.

2. Other Reimbursable Expenses - the Firm shall be reimbursed for authorized reimbursable expenses. These must be approved by the Department, prior to the cost being incurred, in accordance with Section 2 (d) of the Agreement.

The Firm shall prepare and attach to this Agreement a Maximum Hourly Wage Rate Schedule listing the job classifications and the maximum hourly wage rate for each classification. The salaries of all employees rendering services under this Agreement must be within the limits of the approved Maximum Hourly Wage Rate Schedule. The Maximum Hourly Wage Rate

Schedule will be adjusted annually in accordance with any wage increases granted to County employees in the Civil Service Employees Association. The Firm may grant an employee a salary increase within a classification or a change of classification upon written notification to the Department one month prior to the effective date of such increase or change and with written approval of the Department. Premium pay for overtime work, over and above the straight hourly rate, performed for any services rendered under this Agreement shall not be subject to any multiplier. In computing the cost to the County for overtime work performed, the overtime period shall be paid at the agreed multiplier times the straight hourly rate plus the actual premium cost incurred. Notwithstanding the foregoing, the maximum billable rate, after application of the multiplier for any services provided under the terms of this Agreement shall not exceed two hundred and twenty-five dollars ($225.00).

Appendix EE

Equal Employment Opportunities for Minorities and Women

The provisions of this Appendix EE are hereby made a part of the document to which it is attached.

The Contractor shall comply with all federal, State and local statutory and constitutional anti-discrimination provisions. In addition, Local Law No. 14-2002, entitled "Participation by Minority Group Members and Women in Nassau County Contracts," governs all County Contracts as defined herein and solicitations for bids or proposals for County Contracts. In accordance with Local Law 14-2002:

(a) The Contractor shall not discriminate against employees or applicants for employment because of race, creed, color, national origin, sex, age, disability or marital status in recruitment, employment, job assignments, promotions, upgradings, demotions, transfers, layoffs, terminations, and rates of pay or other forms of compensation. The Contractor will undertake or continue existing programs related to recruitment, employment, job assignments, promotions, upgradings, transfers, and rates of pay or other forms of compensation to ensure that minority group members and women are afforded equal employment opportunities without discrimination.

(b) At the request of the County contracting agency, the Contractor shall request each employment agency, labor union, or authorized representative of workers with which it has a collective bargaining or other agreement or understanding, to furnish a written statement that such employment agency, union, or representative will not discriminate on the basis of race, creed, color, national origin, sex, age, disability, or marital status and that such employment agency, labor union, or representative will affirmatively cooperate in the implementation of the Contractor's obligations herein.

(c) The Contractor shall state, in all solicitations or advertisements for employees, that, in the performance of the County Contract, all qualified applicants will be afforded equal employment opportunities without discrimination because of race, creed, color, national origin, sex, age, disability or marital status.

(d) The Contractor shall make best efforts to solicit active participation by certified minority or women-owned business enterprises ("Certified M/WBEs") as defined in Section 101 of Local Law No. 14-2002, for the purpose of granting of Subcontracts.

(e) The Contractor shall, in its advertisements and solicitations for Subcontractors, indicate its interest in receiving bids from Certified M/WBEs and the requirement that Subcontractors must be equal opportunity employers.

(f) Contractors must notify and receive approval from the respective Department Head prior to issuing any Subcontracts and, at the time of requesting such authorization, must submit a signed Best Efforts Checklist.

(g) Contractors for projects under the supervision of the County's Department of Public Works shall also submit a utilization plan listing all proposed Subcontractors so that, to the greatest extent feasible, all Subcontractors will be approved prior to commencement of work. Any additions or changes to the list of subcontractors under the utilization plan shall be approved by the Commissioner of the Department of Public Works when made. A copy of the utilization plan any additions or changes thereto shall be submitted by the Contractor to the Office of Minority Affairs simultaneously with the submission to the Department of Public Works.

(h) At any time after Subcontractor approval has been requested and prior to being granted, the contracting agency may require the Contractor to submit Documentation Demonstrating Best Efforts to Obtain Certified Minority or Women-owned Business Enterprises. In addition, the contracting agency may require the Contractor to submit such documentation at any time after Subcontractor approval when the contracting agency has reasonable cause to believe that the existing Best Efforts Checklist may be inaccurate. Within ten working days (10) of any such request by the contracting agency, the Contractor must submit Documentation.

(i) In the case where a request is made by the contracting agency or a Deputy County Executive acting on behalf of the contracting agency, the Contractor must, within two (2) working days of such request, submit evidence to demonstrate that it employed Best Efforts to obtain Certified M/WBE participation through proper documentation.

(j) Award of a County Contract alone shall not be deemed or interpreted as approval of all Contractor's Subcontracts and Contractor's fulfillment of Best Efforts to obtain participation by Certified M/WBEs.

(k) A Contractor shall maintain Documentation Demonstrating Best Efforts to Obtain Certified Minority or Women-owned Business Enterprises for a period of six (6) years. Failure to maintain such records shall be deemed failure to make Best Efforts to comply with this Appendix EE, evidence of false certification as M/WBE compliant or considered breach of the County Contract.

(l) The Contractor shall be bound by the provisions of Section 109 of Local Law No. 14-2002 providing for enforcement of violations as follows:

a. Upon receipt by the Executive Director of a complaint from a contracting agency that a County Contractor has failed to comply with the provisions of Local Law No. 14-2002, this Appendix EE or any other contractual provisions included in furtherance of Local Law No. 14-2002, the Executive Director will try to resolve the matter.

b. If efforts to resolve such matter to the satisfaction of all parties are unsuccessful, the Executive Director shall refer the matter, within thirty days (30) of receipt of the complaint, to the American Arbitration Association for proceeding thereon.

c. Upon conclusion of the arbitration proceedings, the arbitrator shall submit to the Executive Director his recommendations regarding the imposition of sanctions, fines or penalties. The Executive Director shall either (i) adopt the recommendation of the arbitrator (ii) determine that no sanctions, fines or penalties should be imposed or (iii) modify the recommendation of the arbitrator, provided that such modification shall not expand upon any sanction recommended or impose any new sanction, or increase the amount of any recommended fine or penalty. The Executive Director, within ten days (10) of receipt of the arbitrators award and recommendations, shall file a determination of such matter and shall cause a copy of such determination to be served upon the respondent by personal service or by certified mail return receipt requested. The award of the arbitrator, and the fines and penalties imposed by the Executive Director, shall be final determinations and may only be vacated or modified as provided in the civil practice law and rules ("CPLR").

(m) The contractor shall provide contracting agency with information regarding all subcontracts awarded under any County Contract, including the amount of compensation paid to each Subcontractor and shall complete all forms provided by the Executive Director or the Department Head relating to subcontractor utilization and efforts to obtain M/WBE participation.

Failure to comply with provisions (a) through (m) above, as ultimately determined by the Executive Director, shall be a material breach of the contract constituting grounds for immediate termination. Once a final determination of failure to comply has been reached by the Executive Director, the determination of whether to terminate a contract shall rest with the Deputy County Executive with oversight responsibility for the contracting agency.

Provisions (a), (b) and (c) shall not be binding upon Contractors or Subcontractors in the performance of work or the provision of services or any other activity that are unrelated, separate, or distinct from the County Contract as expressed by its terms.

The requirements of the provisions (a), (b) and (c) shall not apply to any employment or application for employment outside of this County or solicitations or advertisements therefor or any existing programs of affirmative action regarding employment outside of this County and the effect of contract provisions required by these provisions (a), (b) and (c) shall be so limited.

The Contractor shall include provisions (a), (b) and (c) in every Subcontract in such a manner that these provisions shall be binding upon each Subcontractor as to work in connection with the County Contract.

As used in this Appendix EE the term "Best Efforts Checklist" shall mean a list signed by the Contractor, listing the procedures it has undertaken to procure Subcontractors in accordance with this Appendix EE.

As used in this Appendix EE the term "County Contract" shall mean (i) a written agreement or purchase order instrument, providing for a total expenditure in excess of twenty-five thousand dollars ($25,000), whereby a County contracting agency is committed to expend or does expend funds in return for labor, services, supplies, equipment, materials or any combination of the foregoing, to be performed for, or rendered or furnished to the County; or (ii) a written agreement in excess of one hundred thousand dollars ($100,000), whereby a County contracting agency is committed to expend or does expend funds for the acquisition, construction, demolition, replacement, major repair or renovation of real property and improvements thereon. However, the term “County Contract” does not include agreements or orders for the following services: banking services, insurance policies or contracts, or contracts with a County contracting agency for the sale of bonds, notes or other securities.

As used in this Appendix EE the term “County Contractor” means an individual, business enterprise, including sole proprietorship, partnership, corporation, not-for-profit corporation, or any other person or entity other than the County, whether a contractor, licensor, licensee or any other party, that is (i) a party to a County Contract, (ii) a bidder in connection with the award of a County Contract, or (iii) a proposed party to a County Contract, but shall not include any Subcontractor.

As used in this Appendix EE the term “County Contractor” shall mean a person or firm who will manage and be responsible for an entire contracted project.

As used in this Appendix EE “Documentation Demonstrating Best Efforts to Obtain Certified Minority or Women-owned Business Enterprises” shall include, but is not limited to the following:

a. Proof of having advertised for bids, where appropriate, in minority publications, trade newspapers/notices and magazines, trade and union publications, and publications of general circulation in Nassau County and surrounding areas or having verbally solicited M/WBEs whom the County Contractor reasonably believed might have the qualifications to do the work. A copy of the advertisement, if used, shall be included to demonstrate that it contained language indicating that the County Contractor welcomed bids and quotes from M/WBE Subcontractors. In addition, proof of the date(s) any such advertisements appeared must be included in the Best Effort Documentation. If verbal solicitation is used, a County Contractor’s affidavit with a notary’s signature and stamp shall be required as part of the documentation.

b. Proof of having provided reasonable time for M/WBE Subcontractors to respond to bid opportunities according to industry norms and standards. A chart outlining the schedule/time frame used to obtain bids from M/WBEs is suggested to be included with the Best Effort Documentation

c. Proof or affidavit of follow-up of telephone calls with potential M/WBE subcontractors encouraging their participation. Telephone logs indicating such action can be included with the Best Effort Documentation

d. Proof or affidavit that M/WBE Subcontractors were allowed to review bid specifications, blue prints and all other bid/RFP related items at no charge to the M/WBEs, other than reasonable documentation costs incurred by the County Contractor that are passed onto the M/WBE.

e. Proof or affidavit that sufficient time prior to making award was allowed for M/WBEs to participate effectively, to the extent practicable given the timeframe of the County Contract.

f. Proof or affidavit that negotiations were held in good faith with interested M/WBEs, and that M/WBEs were not rejected as unqualified or unacceptable without sound business reasons based on (1) a thorough investigation of

M/WBE qualifications and capabilities reviewed against industry custom and standards and (2) cost of performance The basis for rejecting any M/WBE deemed unqualified by the County Contractor shall be included in the Best Effort Documentation

g. If an M/WBE is rejected based on cost, the County Contractor must submit a list of all sub-bidders for each item of work solicited and their bid prices for the work.

h. The conditions of performance expected of Subcontractors by the County Contractor must also be included with the Best Effort Documentation

i. County Contractors may include any other type of documentation they feel necessary to further demonstrate their Best Efforts regarding their bid documents.

As used in this Appendix EE the term “Executive Director” shall mean the Executive Director of the Nassau County Office of Minority Affairs; provided, however, that Executive Director shall include a designee of the Executive Director except in the case of final determinations issued pursuant to Section (a) through (l) of these rules.

As used in this Appendix EE the term “Subcontract” shall mean an agreement consisting of part or parts of the contracted work of the County Contractor.

As used in this Appendix EE, the term “Subcontractor” shall mean a person or firm who performs part or parts of the contracted work of a prime contractor providing services, including construction services, to the County pursuant to a county contract.   Subcontractor shall include a person or firm that provides labor, professional or other services, materials or supplies to a prime contractor that are necessary for the prime contractor to fulfill its obligations to provide services to the County pursuant to a county contract. Subcontractor shall not include a supplier of materials to a contractor who has contracted to provide goods but no services to the County, nor a supplier of incidental materials to a contractor, such as office supplies, tools and other items of nominal cost that are utilized in the performance of a service contract.

Provisions requiring contractors to retain or submit documentation of best efforts to utilize certified subcontractors and requiring Department head approval prior to subcontracting shall not apply to inter-governmental agreements. In addition, the tracking of expenditures of County dollars by not-for-profit corporations, other municipalities, States, or the federal government is not required.

Contract Appendix L
Certificate of Compliance

In compliance with Local Law 1-2006, as amended, the Proposer/Bidder hereby certifies the following:

1. The ~~chief executive officer~~ Vice President of the Proposer/Bidder is:

   Constantinos (Gus) Xenakis (Name)

   1305 Franklin Ave, Suite 245 Garden City, NY 11530 (Address)

   516.281.4246 (Telephone Number)

2. The Proposer/Bidder agrees to comply with the requirements of the Nassau County Living Wage Law, and with all applicable federal, state and local laws.

3. In the past five years, Proposer/Bidder _____ has __X__ has not been found by a court or a government agency to have violated federal, state, or local laws regulating payment of wages or benefits, labor relations, or occupational safety and health. If a violation has been assessed by the Proposer/Bidder, describe below:

   See Attachment A

4. In the past five years, an administrative proceeding, investigation, or government body-initiated judicial action _____ has __X__ has not been commenced against or relating to the Proposer/Bidder in connection with federal, state, or local laws regulating payment of wages or benefits, labor relations, or occupational safety and health. If such a proceeding, action, or investigation has been commenced, describe below:

   See Attachment A

5. Proposer/Bidder agrees to permit access to work sites and relevant payroll records by authorized County representatives for the purpose of monitoring compliance with the Living Wage Law and investigating employee complaints of noncompliance.

I hereby certify that I have read the foregoing statement and, to the best of my knowledge and belief, it is true, correct and complete. Any statement or representation made herein shall be accurate and true as of the date stated below.

August 26, 2022

Dated

Signature of ~~Chief Executive Officer~~ Vice President

Constantinos (Gus) Xenakis

Name of ~~Chief Executive Officer~~ Vice President

Sworn to before me this

26th day of August, 2022

Christina Steele

Notary Public

CHRISTINA STEELE
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01ST6303248
Qualified in Suffolk County
Commission Expires May 12, 2026

Appendix L
Certificate of Compliance

Attachment A

Response for Question 3

The Jacobs organization has a talent force of more than 55,000, approximately $14 billion in revenue, and over 300 global operating entities, with approximately 100 operating entities in the United States and Canada. Jacobs provides a full spectrum of services including scientific, technical, professional, construction, and program management for business, industrial, commercial, government, and infrastructure sectors. Our corporate profile and public filings can be found at **http://invest.jacobs.com/investors/default.aspx#corporate.** While one or more companies within the Jacobs organization have received an OSHA citation within the last 5 years, none have received an OSHA citation classified as willful and most, if not all of the classifications have settled or likely will settle at other than serious.

Response for Question 4

The Jacobs organization has a talent force of more than 55,000, approximately $14 billion in revenue, and over 300 global operating entities, with approximately 100 operating entities in the United States and Canada. Jacobs provides a full spectrum of services including scientific, technical, professional, construction, and program management for business, industrial, commercial, government, and infrastructure sectors. Our corporate profile and public filings can be found at **http://invest.jacobs.com/investors/default.aspx#corporate**. From time to time and in the ordinary course of its business, the Company is subject to various claims, disputes, terminations, arbitrations, and other legal proceedings. It is the Company's practice to vigorously defend itself in such actions, many of which are expected to have a materially adverse effect on the Company's consolidated financial statements.

NIFA Nassau County Interim Finance Authority

Contract Approval Request Form (As of January 1, 2015)

1. Vendor: Jacobs Project Management Co.

2. Amount requiring NIFA approval: $1,855,252.10

Amount to be encumbered: $1,855,252.10

Slip Type: New

If new contract - $ amount should be full amount of contract
If advisement - NIFA only needs to review if it is increasing funds above the amount previously approved by NIFA
If amendment - $ amount should be full amount of amendment only

3. Contract Term: to Thirty-Three (33) months from NTP
Has work or services on this contract commenced? No

If yes, please explain:

4. Funding Source:

General Fund (GEN)		Grant Fund (GRT)	
Capital Improvement Fund (CAP)	X	Other	
Federal %	0		
State %	0		
County %	100		

Is the cash available for the full amount of the contract?	No
If not, will it require a future borrowing?	Yes
Has the County Legislature approved the borrowing?	Yes
Has NIFA approved the borrowing for this contract?	No

5. Provide a brief description (4 to 5 sentences) of the item for which this approval is requested:

This Department proposes to enter into a personal services agreement with the firm Jacobs to provide Construction Management (CM) services for the Bay Park STP Permanent Hot/Chilled Water Piping project.

6. Has the item requested herein followed all proper procedures and thereby approved by the:

Nassau County Attorney as to form	Yes
Nassau County Committee and/or Legislature	

Date of approval(s) and citation to the resolution where approval for this item was provided:

7. Identify all contracts (with dollar amounts) with this or an affiliated party within the prior 12 months:

Contract ID	Posting Date	Amount Added in Prior 12 Months

AUTHORIZATION

To the best of my knowledge, I hereby certify that the information contained in this Contract Approval Request Form and any additional information submitted in connection with this request is true and accurate and that all expenditures that will be made in reliance on this authorization are in conformance with the Nassau County Approved Budget and not in conflict with the Nassau County Multi-Year Financial Plan. I understand that NIFA will rely upon this information in its official deliberations.

CNOLAN 10/17/2022

Authenticated User ***Date***

COMPTROLLER'S OFFICE

To the best of my knowledge, I hereby certify that the information listed is true and accurate and is in conformance with the Nassau County Approved Budget and not in conflict with the Nassau County Multi-Year Financial Plan.

Regarding funding, please check the correct response:

I certify that the funds are available to be encumbered pending NIFA approval of this contract.

If this is a capital project:

I certify that the bonding for this contract has been approved by NIFA.

Budget is available and funds have been encumbered but the project requires NIFA bonding authorization.

Authenticated User ***Date***

NIFA

Amount being approved by NIFA:

Payment is not guaranteed for any work commenced prior to this approval.

Authenticated User ***Date***

NOTE: All contract submissions MUST include the County's own routing slip, current NIFS printouts for all relevant accounts and relevant Nassau County Legislature communication documents and relevant supplemental information pertaining to the item requested herein.

NIFA Contract Approval Request Form MUST be filled out in its entirety before being submitted to NIFA for review.

NIFA reserves the right to request additional information as needed.

Elaine Phillips
Comptroller

OFFICE OF THE COMPTROLLER
240 Old Country Road
Mineola, New York 11501

COMPTROLLER APPROVAL FORM FOR PERSONAL, PROFESSIONAL OR HUMAN SERVICES CONTRACTS

Attach this form along with all personal, professional or human services contracts, contract renewals, extensions and amendments.

CONTRACTOR NAME: Jacobs Project Management Co.

CONTRACTOR ADDRESS: 1305 Franklin Avenue, Suite 245, Garden City, NY 11530

FEDERAL TAX ID #: [redacted]

Instructions: **Please check the appropriate box ("☑") after one of the following roman numerals, and provide all the requested information.**

I. ☐ The contract was awarded to the lowest, responsible bidder after advertisement for sealed bids. The contract was awarded after a request for sealed bids was published in____________________ [newspaper] on ______________ [date]. The sealed bids were publicly opened on ______________ [date]. ________ [#] of sealed bids were received and opened.

II. ☑ The contractor was selected pursuant to a Request for Proposals. The Contract was entered into after a written request for proposals was issued on September 24, 2021 [date]. Potential proposers were made aware of the availability of the RFP by advertisement in Newsday, eProcure, NYSCR [newspaper], posting on industry websites, via email to interested parties and by publication on the County procurement website. Proposals were due on October 22, 2022 [date]. Six (6) [state #] proposals were received and evaluated. The evaluation committee consisted of: Chris Vella; Karen Fay, Jerry Ennis, Vincent Falkowski; Department of Public Works
Jacobs had a high technical rating and lowest proposed cost providing the best value to Nassau County.
____________________ (list # of persons on committee and their respective departments). The proposals were scored and ranked. As a result of the scoring and ranking, the highest-ranking proposer was selected.

III. ☐ This is a renewal, extension or amendment of an existing contract.
The contract was originally executed by Nassau County on ___________________________[date]. This is a renewal or extension pursuant to the contract, or an amendment within the scope of the contract or RFP (copies of the relevant pages are attached). The original contract was entered into after____
____
____ [describe procurement method, i.e., RFP, three proposals evaluated, etc.] Attach a copy of the most recent evaluation of the contractor's performance for any contract to be renewed or extended. If the contractor has not received a satisfactory evaluation, the department must explain why the contractor should nevertheless be permitted to continue to contract with the county.

IV. ☐ Pursuant to Executive Order No. 1 of 1993, as amended, at least three proposals were solicited and received. The attached memorandum from the department head describes the proposals received, along with the cost of each proposal.

☐ **A.** The contract has been awarded to the proposer offering the lowest cost proposal; **OR:**

☐ **B.** The attached memorandum contains a detailed explanation as to the reason(s) why the contract was awarded to other than the lowest-cost proposer. The attachment includes a specific delineation of the unique skills and experience, the specific reasons why a proposal is deemed superior, and/or why the proposer has been judged to be able to perform more quickly than other proposers.

V. ☐ Pursuant to Executive Order No. 1 of 1993 as amended, the attached memorandum from the department head explains why the department did not obtain at least three proposals.

☐ **A.** There are only one or two providers of the services sought or less than three providers submitted proposals. The memorandum describes how the contractor was determined to be the sole source provider of the personal service needed or explains why only two proposals could be obtained. If two proposals were obtained, the memorandum explains that the contract was awarded to the lowest cost proposer, or why the selected proposer offered the higher quality proposal, the proposer's unique and special experience, skill, or expertise, or its availability to perform in the most immediate and timely manner.

☐ **B.** The memorandum explains that the contractor's selection was dictated by the terms of a federal or New York State grant, by legislation or by a court order. (Copies of the relevant documents are attached).

☐ **C.** Pursuant to General Municipal Law Section 104, the department is purchasing the services required through a New York State Office of General Services contract no.________________________, and the attached memorandum explains how the purchase is within the scope of the terms of that contract.

☐ **D.** Pursuant to General Municipal Law Section 119-o, the department is purchasing the services required through an inter-municipal agreement.

VI. ☐ This is a human services contract with a not-for-profit agency for which a competitive process has not been initiated. Attached is a memorandum that explains the reasons for entering into this contract without conducting a competitive process, and details when the department intends to initiate a competitive process for the future award of these services. For any such contract, where the vendor has previously provided services to the county, attach a copy of the most recent evaluation of the vendor's performance. If the contractor has not received a satisfactory evaluation, the department must explain why the contractor should nevertheless be permitted to contract with the county.

In certain limited circumstances, conducting a competitive process and/or completing performance evaluations may not be possible because of the nature of the human services program, or because of a compelling need to continue services through the same provider. In those circumstances, attach an explanation of why a competitive process and/or performance evaluation is inapplicable.

VII. ☐ This is a public works contract for the provision of architectural, engineering or surveying services. The attached memorandum provides details of the department's compliance with Board of Supervisors' Resolution No. 928 of 1993, including its receipt and evaluation of annual Statements of Qualifications & Performance Data, and its negotiations with the most highly qualified firms.

Instructions with respect to Sections VIII, IX and X: **All Departments must check the box for VIII. Then, check the box for either IX or X, as applicable.**

VIII. ☑ Participation of Minority Group Members and Women in Nassau County Contracts. The selected contractor has agreed that it has an obligation to utilize best efforts to hire MWBE sub-contractors. Proof of the contractual utilization of best efforts as outlined in Exhibit "EE" may be requested at any time, from time to time, by the Comptroller's Office prior to the approval of claim vouchers.

IX. ☑ **Department MWBE responsibilities**. To ensure compliance with MWBE requirements as outlined in Exhibit "EE", Department will require vendor to submit list of sub-contractor requirements prior to submission of the first claim voucher, for services under this contract being submitted to the Comptroller.

X. ☐ Vendor will not require any sub-contractors.

In addition, if this is a contract with an individual or with an entity that has only one or two employees: ☐ a review of the criteria set forth by the Internal Revenue Service, *Revenue Ruling No*. 87-41, 1987-1 C.B. 296, attached as Appendix A to the Comptroller's Memorandum, dated February 13, 2004, concerning independent contractors and employees indicates that the contractor would not be considered an employee for federal tax purposes.

Roseann Dalleva

Department Head Signature

09/02/22

Date

***NOTE:* Any information requested above, or in the exhibit below, may be included in the county's "staff summary" form in lieu of a separate memorandum.**

COUNTY OF NASSAU

POLITICAL CAMPAIGN CONTRIBUTION DISCLOSURE FORM

1. Has the vendor or any corporate officers of the vendor provided campaign contributions pursuant to the New York State Election Law in (a) the period beginning April 1, 2016 and ending on the date of this disclosure, or (b), beginning April 1, 2018, the period beginning two years prior to the date of this disclosure and ending on the date of this disclosure, to the campaign committees of any of the following Nassau County elected officials or to the campaign committees of any candidates for any of the following Nassau County elected offices: the County Executive, the County Clerk, the Comptroller, the District Attorney, or any County Legislator?

YES [ ] NO [X] If yes, to what campaign committee?

2. VERIFICATION: This section must be signed by a principal of the consultant, contractor or Vendor authorized as a signatory of the firm for the purpose of executing Contracts.

The undersigned affirms and so swears that he/she has read and understood the foregoing statements and they are, to his/her knowledge, true and accurate.

The undersigned further certifies and affirms that the contribution(s) to the campaign committees identified above were made freely and without duress, threat or any promise of a governmental benefit or in exchange for any benefit or remuneration.

Electronically signed and certified at the date and time indicated by:
Robert Bauco [ROBERT.BAUCO@JACOBS.COM]

Dated: 07/19/2022 05:31:56 PM

Vendor: Jacobs Project Management Co.

Title: Vice President

COUNTY OF NASSAU

LOBBYIST REGISTRATION AND DISCLOSURE FORM

1. Name, address and telephone number of lobbyist(s)/lobbying organization. The term "lobbyist" means any and every person or organization retained, employed or designated by any client to influence - or promote a matter before - Nassau County, its agencies, boards, commissions, department heads, legislators or committees, including but not limited to the Open Space and Parks Advisory Committee and Planning Commission. Such matters include, but are not limited to, requests for proposals, development or improvement of real property subject to County regulation, procurements. The term "lobbyist" does not include any officer, director, trustee, employee, counsel or agent of the County of Nassau, or State of New York, when discharging his or her official duties.

None

2. List whether and where the person/organization is registered as a lobbyist (e.g., Nassau County, New York State):

None

3. Name, address and telephone number of client(s) by whom, or on whose behalf, the lobbyist is retained, employed or designated:

None

4. Describe lobbying activity conducted, or to be conducted, in Nassau County, and identify client(s) for each activity listed. See the last page for a complete description of lobbying activities.

None

5. The name of persons, organizations or governmental entities before whom the lobbyist expects to lobby:

None

6. If such lobbyist is retained or employed pursuant to a written agreement of retainer or employment, you must attach a copy of such document; and if agreement of retainer or employment is oral, attach a written statement of the substance thereof. If the written agreement of retainer or employment does not contain a signed authorization from the client by whom you have been authorized to lobby. separately attach such a written authorization from the client.

7. Has the lobbyist/lobbying organization or any of its corporate officers provided campaign contributions pursuant to the New York State Election Law in (a) the period beginning April 1, 2016 and ending on the date of this disclosure, or (b), beginning April 1, 2018, the period beginning two years prior to the date of this disclosure and ending on the date of this disclosure, to the campaign committees of any of the following Nassau County elected officials or to the campaign committees of any candidates for any of the following Nassau County elected offices: the County Executive, the County Clerk, the Comptroller, the District Attorney, or any County Legislator?

YES [ ] NO [X] If yes, to what campaign committee? If none, you must so state:

I understand that copies of this form will be sent to the Nassau County Department of Information Technology ("IT") to be posted on the County's website.

I also understand that upon termination of retainer, employment or designation I must give written notice to the County Attorney within thirty (30) days of termination.

VERIFICATION: The undersigned affirms and so swears that he/she has read and understood the foregoing statements and they are, to his/her knowledge, true and accurate.

The undersigned further certifies and affirms that the contribution(s) to the campaign committees listed above were made freely and without duress. threat or any promise of a governmental benefit or in exchange for any benefit or remuneration.

Electronically signed and certified at the date and time indicated by:
Robert Bauco [ROBERT.BAUCO@JACOBS.COM]

Dated: 07/19/2022 05:32:14 PM

Vendor: Jacobs Project Management Co.

Title: Vice President

The term <u>lobbying</u> shall mean any attempt to influence: any determination made by the Nassau County Legislature, or any member thereof, with respect to the introduction, passage, defeat, or substance of any local legislation or resolution; any determination by the County Executive to support, oppose, approve or disapprove any local legislation or resolution, whether or not such legislation has been introduced in the County Legislature; any determination by an elected County official or an officer or employee of the County with respect to the procurement of goods, services or construction, including the preparation of contract specifications, including by not limited to the preparation of requests for proposals, or solicitation, award or administration of a contract or with respect to the solicitation, award or administration of a grant, loan, or agreement involving the disbursement of public monies; any determination made by the County Executive, County Legislature, or by the County of Nassau, its agencies, boards, commissions department heads or committees, including but not limited to the Open Space and Parks Advisory Committee, the Planning Commission with respect to the zoning, use, development or improvement of real property subject to County regulation, or any agencies, boards, commissions, department heads or committees with respect to requests for proposals, bidding, procurement or contracting for services for the County; any determination made by an elected county official or an officer or employee of the county with respect to the terms of the acquisition or disposition by the county of any interest in real property, with respect to a license or permit for the use of real property of or by the county, or with respect to a franchise, concession or revocable consent; the proposal, adoption, amendment or rejection by an agency of any rule having the force and effect of law; the decision to hold, timing or outcome of any rate making proceeding before an agency; the agenda or any determination of a board or commission; any determination regarding the calendaring or scope of any legislature oversight hearing; the issuance, repeal, modification or substance of a County Executive Order; or any determination made by an elected county official or an officer or employee of the county to support or oppose any state or federal legislation, rule or regulation, including any determination made to support or oppose that is contingent on any amendment of such legislation, rule or regulation, whether or not such legislation has been formally introduced and whether or not such rule or regulation has been formally proposed.

The term "lobbying" or "lobbying activities" <u>does not include:</u> Persons engaged in drafting legislation, rules, regulations or rates; persons advising clients and rendering opinions on proposed legislation, rules, regulations or rates, where such professional services are not otherwise connected with legislative or executive action on such legislation or administrative action on such rules, regulations or rates; newspapers and other periodicals and radio and television stations and owners and employees thereof, provided that their activities in connection with proposed legislation, rules, regulations or rates are limited to the publication or broadcast of news items, editorials or other comment, or paid advertisements; persons who participate as witnesses. attorneys or other representatives in public rule-making or rate-making proceedings of a County agency, with respect to all participation by such persons which is part of the public record thereof and all preparation by such persons for such participation; persons who attempt to influence a County agency in an adjudicatory proceeding, as defined by § 102 of the New York State Administrative Procedure Act.

Certificate of No Change Form

All fields must be filled.

A materially false statement willfully or fraudulently made in connection with this certification, and/or the failure to conduct appropriate due diligence in verifying the information that is the subject of this certification, may result in rendering the submitting entity non-responsible for the purpose of contract award.
A materially false statement willfully or fraudulently made in connection with this certification may subject the person making the false statement to criminal charges.

I, Robert Bauco state that I have read and understand all the items contained in the disclosure documents listed below and certify that as of this date, these items have not changed. I further certify that, to the best of my knowledge, information and belief, those answers are full, complete, and accurate; and that, to the best of my knowledge, information, and belief, those answers continue to be full, complete, and accurate.

In addition, I further certify on behalf of the submitting vendor that the information contained in the principal questionnaire(s) have not changed and have been verified and continue, to the best of my knowledge, to be full, complete and accurate.

I understand that Nassau County will rely on the information supplied in this certification as additional inducement to enter into a contract with the submitting entity.

Vendor Disclosures

This refers to the vendor integrity and disclosure forms submitted for the vendor doing business with the County.

Name of Submitting Entity: Jacobs Project Management Co.

Vendor's Address: 1305 Franklin Avenue, Suite 245 Garden City NY US 11530

Vendor's EIN or TIN: 352321289

Forms Submitted:

Political Campaign Contribution Disclosure Form:
07/19/2022 05:31:56 PM

Lobbyist Registration and Disclosure Form:
07/19/2022 05:32:14 PM

Business History Form certified:
No Business History Forms have been selected.

Consultant's, Contractor's, and Vendor's Disclosure Form:
No Consultant's, Contractor's, and Vendor's Disclosure Forms have been selected.

Principal Questionnaire(s)

This refers to the most recent principal questionnaire submissions.

Principal Name	Date Certified
Michael Carlin[MICHAEL.CARLIN@JACOBS.COM]	06/24/2022 12:34:00 PM
Justin Johnson[JUSTIN.JOHNSON@JACOBS.COM]	06/20/2022 09:56:56 AM

I, Robert Bauco hereby acknowledge that a materially false statement willfully or fraudulently made in connection with this form may result in rendering the submitting business entity and/or any affiliated entities non-responsible, and, in addition, may subject me to criminal charges.

I further certify that I have read and understand all the items contained in this form; that I supplied full and complete answers to each item therein to the best of my knowledge, information and belief; that I will notify the County in writing of any change in circumstances occurring after the submission of this form; and that all information supplied by me is true to the best of my knowledge, information and belief. I understand that the County will rely on the information supplied in this form as additional inducement to enter into a contract with the submitting business entity

CERTIFICATION

A MATERIALLY FALSE STATEMENT WILLFULLY OR FRAUDULENTLY MADE IN CONNECTION WITH THIS QUESTIONNAIRE MAY RESULT IN RENDERING THE SUBMITTING BUSINESS ENTITY NOT RESPONSIBLE WITH RESPECT TO THE PRESENT BID OR FUTURE BIDS, AND, IN ADDITION, MAY SUBJECT THE PERSON MAKING THE FALSE STATEMENT TO CRIMINAL CHARGES."

Robert Bauco ROBERT.BAUCO@JACOBS.COM

Name

Vice President

Title

Jacobs Project Management Co.

Name of Submitting Entity

07/19/2022 05:34:40 PM

Date

PRINCIPAL QUESTIONNAIRE FORM

All questions on these questionnaires must be answered by all officers and any individuals who hold a ten percent (10%) or greater ownership interest in the proposer. Answers typewritten or printed in ink. If you need more space to answer any question, make as many photocopies of the appropriate page(s) as necessary and attach them to the questionnaire.

COMPLETE THIS QUESTIONNAIRE CAREFULLY AND COMPLETELY. FAILURE TO SUBMIT A COMPLETE QUESTIONNAIRE MAY MEAN THAT YOUR BID OR PROPOSAL WILL BE REJECTED AS NON-RESPONSIVE AND IT WILL NOT BE CONSIDERED FOR AWARD

1. Principal Name: Justin Johnson
   Date of birth: [redacted]
   Home address: [redacted]
   City: [redacted] State/Province/Territory: [redacted] Zip/Postal Code: [redacted]
   Country: [redacted]

   Business Address: 1999 Bryan Street, Suite 1200
   City: Dallas State/Province/Territory: TX Zip/Postal Code: 75201
   Country US
   Telephone: (214) 920-8175

   Other present address(es):
   City: State/Province/Territory: Zip/Postal Code:
   Country:
   Telephone:

   List of other addresses and telephone numbers attached

2. Positions held in submitting business and starting date of each (check all applicable)

President		Treasurer	
Chairman of Board		Shareholder	
Chief Exec. Officer		Secretary	08/10/2020
Chief Financial Officer		Partner	
Vice President			
(Other)			

3. Do you have an equity interest in the business submitting the questionnaire?
   YES [ ] NO [X] If Yes, provide details.

4. Are there any outstanding loans, guarantees or any other form of security or lease or any other type of contribution made in whole or in part between you and the business submitting the questionnaire?
   YES [ ] NO [X] If Yes, provide details.

5. Within the past 3 years, have you been a principal owner or officer of any business or notfor-profit organization other than the one submitting the questionnaire?
   YES [X] NO [ ] If Yes, provide details.
   See attached

3 File(s) Uploaded: 20220614 - Principal Questionnaire Response to Question 5 (JJohnson 5.4.26.22).pdf, 210129 - Principal Questionnaire Response to Question 5 (JJohnson).pdf, 210726 - PQF - Response to Question 5 (JJohnson.pdf

6. Has any governmental entity awarded any contracts to a business or organization listed in Section 5 in the past 3 years while you were a principal owner or officer?

YES [X] NO [ ] If Yes, provide details.

See attached

1 File(s) Uploaded: 210129 - Principal Questionnaire Response to Question 6 (Johnson).pdf

NOTE: An affirmative answer is required below whether the sanction arose automatically, by operation of law, or as a result of any action taken by a government agency. Provide a detailed response to all questions checked "YES". If you need more space, photocopy the appropriate page and attach it to the questionnaire.

7. In the past (5) years, have you and/or any affiliated businesses or not-for-profit organizations listed in Section 5 in which you have been a principal owner or officer:

a. Been debarred by any government agency from entering into contracts with that agency?

YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

b. Been declared in default and/or terminated for cause on any contract, and/or had any contracts cancelled for cause?

YES [X] NO [ ] If yes, provide an explanation of the circumstances and corrective action taken.

2 File(s) Uploaded: 210129 - Principal Questionnaire Response to Question 7b (Johnson).pdf, 210924 - Principal Questionnaire Response to Question 7b (JJohnson).pdf

c. Been denied the award of a contract and/or the opportunity to bid on a contract, including, but not limited to, failure to meet pre-qualification standards?

YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

d. Been suspended by any government agency from entering into any contract with it; and/or is any action pending that could formally debar or otherwise affect such business's ability to bid or propose on contract?

YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

8. Have any of the businesses or organizations listed in response to Question 5 filed a bankruptcy petition and/or been the subject of involuntary bankruptcy proceedings during the past 7 years, and/or for any portion of the last 7 year period, been in a state of bankruptcy as a result of bankruptcy proceedings initiated more than 7 years ago and/or is any such business now the subject of any pending bankruptcy proceedings, whenever initiated?
YES [ ] NO [X] If 'Yes', provide details for each such instance. (Provide a detailed response to all questions check "Yes". If you need more space, photocopy the appropriate page and attached it to the questionnaire.)

9.

a. Is there any felony charge pending against you?
YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

b. Is there any misdemeanor charge pending against you?
YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

c. Is there any administrative charge pending against you?
YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

d. In the past 10 years, have you been convicted, after trial or by plea, of any felony, or of any other crime, an element of which relates to truthfulness or the underlying facts of which related to the conduct of business? Y
YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

e. In the past 5 years, have you been convicted, after trial or by plea, of a misdemeanor?
YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

f. In the past 5 years, have you been found in violation of any administrative or statutory charges?
YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

10. In addition to the information provided in response to the previous questions, in the past 5 years, have you been the subject of a criminal investigation and/or a civil anti-trust investigation by any federal, state or local prosecuting or investigative agency and/or the subject of an investigation where such investigation was related to activities performed at, for, or on behalf of the submitting business entity and/or an affiliated business listed in response to Question 5?

YES		NO	X	If yes, provide an explanation of the circumstances and corrective action taken.

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11. In addition to the information provided, in the past 5 years has any business or organization listed in response to Question 5, been the subject of a criminal investigation and/or a civil anti-trust investigation and/or any other type of investigation by any government agency, including but not limited to federal, state, and local regulatory agencies while you were a principal owner or officer?

YES	X	NO		If yes, provide an explanation of the circumstances and corrective action taken.

See attached file

3 File(s) Uploaded: 20220614 - Principal Questionnaire Response to Question 11 (J.Johnson).pdf, 210129 - Principal Questionnaire Response to Question 11 (Johnson).pdf, 210927 - Principal Questionnaire Response to Question 11 (J.Johnson).pdf

12. In the past 5 years, have you or this business, or any other affiliated business listed in response to Question 5 had any sanction imposed as a result of judicial or administrative proceedings with respect to any professional license held?

YES		NO	X	If yes, provide an explanation of the circumstances and corrective action taken.

13. For the past 5 tax years, have you failed to file any required tax returns or failed to pay any applicable federal, state or local taxes or other assessed charges, including but not limited to water and sewer charges?

YES		NO	X	If yes, provide an explanation of the circumstances and corrective action taken.

I, Justin Johnson , hereby acknowledge that a materially false statement willfully or fraudulently made in connection with this form may result in rendering the submitting business entity and/or any affiliated entities non-responsible, and, in addition, may subject me to criminal charges.

I, Justin Johnson , hereby certify that I have read and understand all the items contained in this form; that I supplied full and complete answers to each item therein to the best of my knowledge, information and belief; that I will notify the County in writing of any change in circumstances occurring after the submission of this form; and that all information supplied by me is true to the best of my knowledge, information and belief. I understand that the County will rely on the information supplied in this form as additional inducement to enter into a contract with the submitting business entity.

CERTIFICATION
A MATERIALLY FALSE STATEMENT WILLFULLY OR FRAUDULENTLY MADE IN CONNECTION WITH THIS QUESTIONNAIRE MAY RESULT IN RENDERING THE SUBMITTING BUSINESS ENTITY NOT RESPONSIBLE WITH RESPECT TO THE PRESENT BID OR FUTURE BIDS, AND, IN ADDITION, MAY SUBJECT THE PERSON MAKING THE FALSE STATEMENT TO CRIMINAL CHARGES.

Jacobs Project Management Co.
Name of submitting business

Electronically signed and certified at the date and time indicated by:
Justin Johnson [JUSTIN.JOHNSON@JACOBS.COM]

Secretary
Title

06/20/2022 09:56:56 AM
Date

Principal Questionnaire Response to Question 5
4/2022

Justin Johnson, within the past 3 years has been an officer of the following United States companies.

Name	QuickRef	Position	Appointed
AEOPTIC, LLC	AERO	Secretary	7/1/2021
Automotive Testing Operations, LLC	ATO	Secretary	09/23/2021
BUFFALO GROUP LLC	BGLLC	Secretary	11/24/2020
Blacklynx Inc.	BLXI	Secretary	11/19/2020
CAC Management LLC	CACNAB LCC	Secretary	11/29/201
CH2M HILL CONSTRUCTORS, INC.	CCI	Secretary	08/12/2020
CH2M HILL CONSTRUCTORS INTERNATIONAL, INC.	CCII	Secretary	01/19/2018
CH2M HILL E&C, INC.	CH-EC	Secretary	01/19/2018
CH2M HILL ENGINEERS, INC.	CH-ENG	Secretary	01/19/2018
CH2M HILL GLOBAL, INC.	CHGI	Secretary	01/19/2018
CH2M HILL INTERNATIONAL ENGINEERING, INC.	CHIE	Secretary	01/19/2018
CHIH, LLC	CHIH	Secretary	01/19/2018
CH2M HILL INTERNATIONAL, LTD.	CHIL	Secretary	01/19/2018
CH2M HILL NORTH CAROLINA, INC.	CHNC	Secretary	01/19/2018
CH2M HILL ENGINEERING, P.A.	CH-PA	Secretary	04/01/2018
CH2M HILL PUERTO RICO, INC.	CH-PR	Secretary	01/19/2018
Code International Assurance LTD	Code	Secretary	09/20/201
Code II International Assurance LTD	CodeII	Secretary/Director	9/20/201
Edwards and Kelcey Design Services, Inc.	EDWAKEDESE	Secretary	08/04/2020
Edwards and Kelcey Architectural and Design Services, Inc.	EKADS	Secretary	01/05/2021
Federal Network Systems LLC	FNS	Secretary	01/052021
Halkcrow Canada Inc	HCAN	Secretary	01/19/2018
HALCROW, INC.	HINC	Secretary	01/19/2018
HPA ENGINEERS, P.C.	HPAENG	Secretary	01/19/2018
CH2M HILL IDC FACILITIES SERVICES, INC.	IDCFWI	Secretary	01/19/2018
IDC TAIWAN, INC.	IDC-TAIWAN	Secretary	01/19/2018
Jacobs Advisers, Inc.	JADV	Secretary	10/28/2020
Jacobs Brazil Limited Inc.	JBRAZ	Secretary	01/08/2021
Jacobs Consultancy Canada Inc.	JCCAN	Secretary	08/13/2020
Jacobs Civil Consultants, Inc.	JCCI	Secretary	08/03/2020
Jacobs Consultants, Inc.	JCON	Secretary	08/03/2020
Jacobs Engineering Company	JECO	Secretary	01/13/2021
Jacobs Engineering Foundation	JEFOUN	Secretary	01/04/2021
Jacobs Engineering Group Inc.	JEG	Senior Vice President	11/19/2020
		Secretary	07/09/2020
Jacobs Engineering Inc.	JEI	Secretary	08/04/2020
Jacobs Engineering New York Inc.	JENY	Secretary	10/28/2020
Jacobs Government Services Company	JGSC	Secretary	01/08/2021
Jacobs Project Management Co.	JPMCO	Secretary	08/10/2020
Jacobs Puerto Rico Inc.	JPRI	Secretary	07/28/2020
Jacobs Professional Services Inc.	JPSI	Secretary	01/13/2021
Jacobs Services Canada LP	JSCLP	Secretary	06/30/2021
Jacobs Solutions Inc.	JSI	Secretary	07/20/2021
Jacobs Telecommunications Inc.	JTELE	Secretary	10/30/2020
Jacobs Terra LLC	JTERRA	Secretary	01/08/2021
Jacobs Technology Inc.	JTI	Secretary	09/11/2020
THE KEYW HOLDING CORPORATION	KEYW	Secretary	08/04/2020
THE KEYW CORPORATION	KEYWC	Secretary	08/04/2020
KlingStubbins, Inc.	KLINGSTUBB	Secretary	08/04/2020
Leigh Fisher Canada Inc.	LFCAN	Secretary	08/27/2020
LeighFisher Inc.	LFI	Secretary	08/04/2020
LG ARCHITECTURAL SERVICES, P.A.	LG-ARCH	Secretary	01/19/2018
LG DESIGN, INC.	LG-DESIGN	Secretary	01/19/2018

Response to Question 6

The Jacobs organization has a talent force of more than 50,000, approximately $13 billion in revenue, and over 300 global operating entities, with approximately 100 operating entities in the United States and Canada. Jacobs provides a full spectrum of services including scientific, technical, professional, construction, and program management for business, industrial, commercial, government, and infrastructure sectors. Our corporate profile and public filings can be found at http://invest.jacobs.com/investors/default.aspx#corporate.

From time to time in the ordinary course of business, governmental entities, including federal, state, municipal and local entities, have awarded contracts to one or more of the U.S. Jacobs entities listed in the answer to Question 5.

Question 7b
In the past (5) years, have you and/or any affiliated businesses or not-for-profit organizations listed in Section 5 in which you have been a principal owner or officer:

b. Been declared in default and/or terminated for cause on any contract, and/or had any contracts cancelled for cause?

Response to Question 7b

From time to time and in the ordinary course of its business, Jacobs Project Management Co. and / or its affiliated companies are subject to various terminations for convenience and claims and disputes, including but not limited to, arbitrations and other legal proceedings. No such termination is expected to have a materially adverse effect on the consolidated financial statements.

In August 2020, the Procurement Office of the Arizona Department of Transportation (‘ADOT’) notified Jacobs Engineering Group Inc. (‘Jacobs’) of its intent to terminate an On-Call Acquisition and Relocation Services contract (CTR049970 and CTR049971) for default due to a disputed real estate brokerage licensing requirement. Jacobs has been in the process with ADOT of correcting this administrative default and to secure rescission of the notice. No task orders had been requested or issued under the subject On-Call. Jacobs has delivered world-class engineering services with ADOT for over 30 years. Jacobs continues to win new contracts and deliver many projects with ADOT. This termination is not expected to have a material adverse effect on Jacobs Engineering Group Inc., or upon the business, financial condition, results of operations, or cash flows for the company.

Question 11
In addition to the information provided, in the past 5 years has any business or organization listed in response to Question 5, been the subject of a criminal investigation and/or civil anti-trust investigation and/or any other type of investigation by any government agency, including but not limited to federal, state, and local regulatory agencies while you were a principal owner or officer?

Response
The Jacobs companies listed in response to Question 5 have not in the past 5 years been the subject of a criminal investigation and/or civil anti-trust investigation. The question also asks about "any other type of investigation by any government agency, including but not limited to federal, state and local regulatory agencies while the Principal was a principal owner or officer." The term "investigation" as used in this segment of the question is very broad and not defined and is subject to interpretation.

On October 31, 2019, Jacobs Engineering Group, Inc. (the "Company") received a request from the Enforcement Division of the Securities and Exchange Commission (the "SEC") for the voluntary production of certain information and documents. The information and documents sought by the SEC primarily relate to the operations of a joint venture in Morocco which was at one time was partially-owned by a lower tier international subsidiary of the Company (and subsequently divested), including in respect of possible corrupt practices. Jacobs Engineering Group, Inc. is fully cooperating with the SEC and is producing the requested information and documents in its possession.

The joint venture in Morocco is no longer a part of the Jacobs organization and was acquired by WorleyParsons Limited in April 2019. Jacobs Engineering Group, Inc. does not expect the resolution of this matter to have a material adverse effect on the Company's business, financial condition, results of operations or cash flows. This inquiry will not have any effect on the Proposer's ability to perform services for the proposed project or in the State of New York.

CH2M Hill Inc. is a related entity of CH2M Hill Engineering, PA. In 2009 the joint venture of CH2M Hill, inc. and URS executed a Program Management Oversight (PMO) Agreement with Amtrak. CH2M Hill, Inc. is the present company oof CH2M Hill New York, Inc. CH2M Hill, Inc. resolved civil Claims related to the allegations of billing irregularities by CH2M Hill, Inc. The $1.5M settlement is limit to civil damages, no criminal charges were brought. The claims settled by the agreement are allegations only and there has been no determination of liability. The settlement amount was negotiated in good faith and CH2M Hill, Inc. cooperated with the government in a full and transparent manner for a timely resolution of the issue.

On or about December 1, 2021, Jacobs Project Management Co. ("JPMCo") received a U.S. Department of the Interior's Agency Head Determination under the National Defense Authorization Act of 2013 ("NDAA") regarding an Office of the Inspector General Report of Investigation. The determination, which pertains to a former employee of JPMCo, was adverse to JPMCo. The determination is on appeal and JPMCo. Denies having engaged in any conduct in violation of whistleblower protections under the NDAA. Jacobs has a robust Whistleblower Protection policy and is committed to ensuring unlawful retaliation does not occur in its workplace."

On December 22, 2008, a coal fly ash pond at the Kingston Power Plant of the Tennessee Valley Authority (TVA) was breached, releasing fly ash waste into the Emory River and surrounding community. In February of 2009, TVA awarded a contract to Jacobs Engineering Group Inc. (JEG) to provide project management services associated with the clean-up. All remediation and dredging were completed in August 2013 by other contractors under direct contracts with TVA. Plaintiffs were laid off at that time. Plaintiffs filed workers compensation claims in the May-June 2013 timeframe. All workers compensation claims were rejected as unsubstantiated. The Plaintiffs, certain employees of the contractors performing the clean-up work on the project, filed lawsuits against JEG beginning in August 2013, alleging they were injured due to JEG's failure to protect the plaintiffs from exposure to fly ash and asserting related personal injuries.

There have been a several lawsuits filed, Adkisson, et al v. Jacobs Engineering Group Inc. is the primary case. This case and the related cases involve several hundred plaintiffs that have been filed against JEG by employees of the contractors. These cases are at various stages of litigation. JEG disputes the allegations in these lawsuits and is vigorously defending these matters.

After plaintiffs' attorney and 3 plaintiffs testified before the Roane County Grand Jury it recommended that an investigation be opened by the Roane County District Attorney. This investigation was in relation to the ongoing litigation filed by workers of contractors related to the breach of a coal fly ash pond at the Kingston Power Plant of the Tennessee Valley Authority. The issue was whether JEG violated any laws with regards to a lack of protection afforded contractors' workers from the health hazard of coal ash while working on the clean-up. The grand jury after the investigation by the Roane County District Attorney's Office in conjunction with the Tennessee Bureau of Investigation returned a "no true bill". There was no finding of criminal wrongdoing and no indictments. The Roane

County DA closed the mater. There is no federal investigation and multiple federal agencies including the EPA, TVA, OSHA and USGC were intimately involved in the clean-up and provided daily oversight of JEG's program management services.

Name	QuickRef	Position	Appointed
CH2M HILL COMPANIES, LTD.	LTD	Secretary	08/01/2020
CH2M HILL NEW YORK, INC.	NEWYORK	Secretary	01/19/2018
OPERATIONS MANAGEMENT INTERNATIONAL, INC.	OMIINC	Secretary	11/20/2020
Payne & Keller Company, Inc.	PKCI	Secretary	09/23/2021
Jacobs PR PSC	PRPSC	Secretary	08/21/2019
SOTERA DEFENSE SOLUTIONS, INC.	SDSI	Secretary	08/04/2020
Serete Corporation	SERETE	Secretary	01/04/2021
Sverdrup Hydro Projects, Inc.	SHPI	Secretary	08/01/2020
Sinclair Knight Merz International Holdings LLC	SKMIH	Secretary	10/01/2020
Street Light Data Inc.	STDI	Secretary	01/07/20222
Value Engineering and Management, Inc.	VALUENGMAN	Secretary	12/31/2020
Wyer Dick & Associates	WDAI	Secretary	11/29/2021
Yolles Partnership INC. DBA Yolles a CH2M Hill Company	YPI	Secretary	01/19/2018

PRINCIPAL QUESTIONNAIRE FORM

All questions on these questionnaires must be answered by all officers and any individuals who hold a ten percent (10%) or greater ownership interest in the proposer. Answers typewritten or printed in ink. If you need more space to answer any question, make as many photocopies of the appropriate page(s) as necessary and attach them to the questionnaire.

COMPLETE THIS QUESTIONNAIRE CAREFULLY AND COMPLETELY. FAILURE TO SUBMIT A COMPLETE QUESTIONNAIRE MAY MEAN THAT YOUR BID OR PROPOSAL WILL BE REJECTED AS NON-RESPONSIVE AND IT WILL NOT BE CONSIDERED FOR AWARD

1. Principal Name: Michael Carlin
   Date of birth: [redacted]
   Home address: [redacted]
   City: [redacted] State/Province/Territory: [redacted] Zip/Postal Code: [redacted]
   Country: [redacted]

   Business Address: 1999 Bryan Street
   City: Dallas State/Province/Territory: TX Zip/Postal Code: 75201
   Country US
   Telephone: 214.583.8413

   Other present address(es):
   City: State/Province/Territory: Zip/Postal Code:
   Country:
   Telephone:

   List of other addresses and telephone numbers attached

2. Positions held in submitting business and starting date of each (check all applicable)

President		Treasurer	11/15/2016
Chairman of Board		Shareholder	
Chief Exec. Officer		Secretary	
Chief Financial Officer		Partner	
Vice President			
(Other)			

3. Do you have an equity interest in the business submitting the questionnaire?
   YES [ ] NO [X] If Yes, provide details.

4. Are there any outstanding loans, guarantees or any other form of security or lease or any other type of contribution made in whole or in part between you and the business submitting the questionnaire?
   YES [ ] NO [X] If Yes, provide details.

5. Within the past 3 years, have you been a principal owner or officer of any business or notfor-profit organization other than the one submitting the questionnaire?
   YES [X] NO [ ] If Yes, provide details.
   See attached file

4 File(s) Uploaded: 191113 - Principal Questionnaire Response to Question 5 (M.Carlin).U.S..pdf, 20220615 - Principal Questionnaire Response to Question 5 (MCarlin.rev.4.2022).pdf, 210129 - Principal Questionnaire Response to Question 5 (MCarlin).pdf, 210726 - PQF Response to Question 5 (MCarlin).pdf

6. Has any governmental entity awarded any contracts to a business or organization listed in Section 5 in the past 3 years while you were a principal owner or officer?

YES [X] NO [ ] If Yes, provide details.

Port Authority of New York & New Jersey; New York City Health and Hospitals Corporation; City of Yonkers; New York City Economic Development Corp.

2 File(s) Uploaded: 191113 - Principal Questionnaire Response to Question 6 (M.Carlin).pdf, 210129 - Principal Questionnaire Response to Question 6 (M.Carlin).pdf

NOTE: An affirmative answer is required below whether the sanction arose automatically, by operation of law, or as a result of any action taken by a government agency. Provide a detailed response to all questions checked "YES". If you need more space, photocopy the appropriate page and attach it to the questionnaire.

7. In the past (5) years, have you and/or any affiliated businesses or not-for-profit organizations listed in Section 5 in which you have been a principal owner or officer:

a. Been debarred by any government agency from entering into contracts with that agency?

YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

b. Been declared in default and/or terminated for cause on any contract, and/or had any contracts cancelled for cause?

YES [X] NO [ ] If yes, provide an explanation of the circumstances and corrective action taken.

See Attached

3 File(s) Uploaded: 191113 - Principal Questionnaire Response to Question 7b (M.Carlin).pdf, 210129 - Principal Questionnaire Response to Question 7b (M.Carlin).pdf, 210924 - Principal Questionnaire Response to Question 7b (M.Carlin).pdf

c. Been denied the award of a contract and/or the opportunity to bid on a contract, including, but not limited to, failure to meet pre-qualification standards?

YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

d. Been suspended by any government agency from entering into any contract with it; and/or is any action pending that could formally debar or otherwise affect such business's ability to bid or propose on contract?

YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

8. Have any of the businesses or organizations listed in response to Question 5 filed a bankruptcy petition and/or been the subject of involuntary bankruptcy proceedings during the past 7 years, and/or for any portion of the last 7 year period, been in a state of bankruptcy as a result of bankruptcy proceedings initiated more than 7 years ago and/or is any such business now the subject of any pending bankruptcy proceedings, whenever initiated?

YES [ ] NO [X] If 'Yes', provide details for each such instance. (Provide a detailed response to all questions check "Yes". If you need more space, photocopy the appropriate page and attached it to the questionnaire.)

9.

a. Is there any felony charge pending against you?

YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

b. Is there any misdemeanor charge pending against you?

YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

c. Is there any administrative charge pending against you?

YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

d. In the past 10 years, have you been convicted, after trial or by plea, of any felony, or of any other crime, an element of which relates to truthfulness or the underlying facts of which related to the conduct of business? Y

YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

e. In the past 5 years, have you been convicted, after trial or by plea, of a misdemeanor?

YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

f. In the past 5 years, have you been found in violation of any administrative or statutory charges?

YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

10. In addition to the information provided in response to the previous questions, in the past 5 years, have you been the subject of a criminal investigation and/or a civil anti-trust investigation by any federal, state or local prosecuting or investigative agency and/or the subject of an investigation where such investigation was related to activities performed at, for, or on behalf of the submitting business entity and/or an affiliated business listed in response to Question 5?

YES		NO	X	If yes, provide an explanation of the circumstances and corrective action taken.

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11. In addition to the information provided, in the past 5 years has any business or organization listed in response to Question 5, been the subject of a criminal investigation and/or a civil anti-trust investigation and/or any other type of investigation by any government agency, including but not limited to federal, state, and local regulatory agencies while you were a principal owner or officer?

YES	X	NO		If yes, provide an explanation of the circumstances and corrective action taken.

See attached

4 File(s) Uploaded: 191113 - Principal Questionnaire Response to Question 11 (M.Carlin).pdf, 200701 - Principal Questionnaire Response to Question 11 (M.Carlin).pdf, 20220615 - Principal Questionnaire Response to Question 11 (M.Carlin).pdf, 210129 - Principal Questionnaire Response to Question 11 (M. Carlin).pdf

12. In the past 5 years, have you or this business, or any other affiliated business listed in response to Question 5 had any sanction imposed as a result of judicial or administrative proceedings with respect to any professional license held?

YES		NO	X	If yes, provide an explanation of the circumstances and corrective action taken.

13. For the past 5 tax years, have you failed to file any required tax returns or failed to pay any applicable federal, state or local taxes or other assessed charges, including but not limited to water and sewer charges?

YES		NO	X	If yes, provide an explanation of the circumstances and corrective action taken.

I, Michael Carlin , hereby acknowledge that a materially false statement willfully or fraudulently made in connection with this form may result in rendering the submitting business entity and/or any affiliated entities non-responsible, and, in addition, may subject me to criminal charges.

I, Michael Carlin , hereby certify that I have read and understand all the items contained in this form; that I supplied full and complete answers to each item therein to the best of my knowledge, information and belief; that I will notify the County in writing of any change in circumstances occurring after the submission of this form; and that all information supplied by me is true to the best of my knowledge, information and belief. I understand that the County will rely on the information supplied in this form as additional inducement to enter into a contract with the submitting business entity.

CERTIFICATION
A MATERIALLY FALSE STATEMENT WILLFULLY OR FRAUDULENTLY MADE IN CONNECTION WITH THIS QUESTIONNAIRE MAY RESULT IN RENDERING THE SUBMITTING BUSINESS ENTITY NOT RESPONSIBLE WITH RESPECT TO THE PRESENT BID OR FUTURE BIDS, AND, IN ADDITION, MAY SUBJECT THE PERSON MAKING THE FALSE STATEMENT TO CRIMINAL CHARGES.

Jacobs Project Management Co.
Name of submitting business

Electronically signed and certified at the date and time indicated by:
Michael Carlin [MICHAEL.CARLIN@JACOBS.COM]

Treasurer
Title

06/24/2022 12:34:00 PM
Date

Response to Question 5

Michael Carlin, within the past 3 years, has been an office of the following United States Jacobs companies, which are affiliates of the submitting business, Jacobs Project Management Co.:

Appointments Held

Name	Position	Appointed
AEROPTIC, LLC	Treasurer	07/01/2021
CH2M HILL ARCHITECTS, P.C.	Treasurer	07/01/2021
CH2M HILL CANADA LIMITED	Treasurer	01/19/2018
CH2M HILL CONSTRUCTORS, INC.	Treasurer	12/30/2020
CH2M HILL CONSTRUCTORS INTERNATIONAL, INC.	Treasurer	01/19/2018
CH2M FACILITY SUPPORT SERVICES, LLC	Treasurer	12/30/2020
CH2M HILL E&C, INC.	Treasurer	01/19/2018
CH2M HILL ENGINEERS, INC.	Treasurer	01/19/2018
CH2M HILL GLOBAL HOLDINGS S.à r.l.	Director	04/26/2019
CH2M HILL GLOBAL, INC.	Treasurer	01/19/2018
CH2M HILL INTERNATIONAL ENGINEERING, INC.	Treasurer	01/19/2018
CH2M INTERNATIONAL FINANCING, S.à r.l.	Manager	04/26/2019
CH2M HILL INTERNATIONAL, LTD.	Treasurer	01/19/2018
CH2M HILL INTERNATIONAL SERVICES, INC.	Treasurer	01/19/2018
CH2M HILL NORTH CAROLINA, INC.	Treasurer	01/19/2018
CH2M HILL ENGINEERING, P.A.	Treasurer	04/01/2018
CH2M HILL PUERTO RICO, INC.	Treasurer	01/19/2018
Code International Assurance Ltd	Director	08/11/2016
	Assistant Treasurer	08/11/2016
Edwards and Kelcey Design Services, Inc.	Treasurer	03/23/2018
Federal Network Systems LLC	Treasurer	03/31/2021
HALCROW CANADA INC.	Treasurer	01/19/2018
HALCROW ENGINEERS, P.C.	Treasurer	12/01/2020
HALCROW, INC.	Treasurer	01/19/2018
HPA ENGINEERS, P.C.	Treasurer	01/19/2018
Halcrow Pension Trustees Limited	Director	01/22/2019
CH2M HILL IDC FACILITIES SERVICES, INC.	Treasurer	01/19/2018
IDC TAIWAN, INC.	Treasurer	01/19/2018
CH2M HILL, INC.	Treasurer	01/19/2018
Jacobs Four Ltd	Director	11/01/2017
Jacobs Advisers, Inc.	Treasurer	10/11/2017
Jacobs Brazil Limited Inc.	Treasurer	12/01/2017
Jacobs Consultancy Canada Inc	Treasurer	10/01/2018
Jacobs Civil Consultants, Inc.	Treasurer	12/01/2017
JE Associates, Inc.	Treasurer	12/05/2017
Jacobs Engineering Company	Director	01/07/2017
	Treasurer	01/07/2017
Jacobs Engineering Foundation	Assistant Treasurer	02/14/2017
Jacobs Engineering Group Inc.	Vice President	01/17/2019
	Treasurer	01/16/2020
Jacobs Engineering Inc.	Treasurer	01/25/2017
Jacobs Engineering New York Inc.	Treasurer	11/01/2017
Jacobs Government Services Company	Treasurer	04/01/2017
Jacobs Luxembourg Finance Company S.a.r.l.	Manager	03/29/2016
Jacobs Project Management Co.	Treasurer	09/28/2020
Jacobs Puerto Rico Inc.	Treasurer	11/01/2017
Jacobs Professional Services Inc.	Treasurer	02/01/2017
JACOBS SERVICES CANADA LP	Treasurer	06/30/2021
Jacobs Terra LLC	Treasurer	06/23/2016
Jacobs Technology Inc.	Treasurer	09/11/2020
Jacobs Three Ltd	Director	11/01/2017
THE KEYW HOLDING CORPORATION	Assistant Treasurer	06/12/2019
THE KEYW CORPORATION	Assistant Treasurer	06/12/2019
KlingStubbins, Inc.	Treasurer	09/21/2020
LeighFisher Canada Inc.	Treasurer	04/01/2021
LeighFisher Inc.	Treasurer	12/05/2017

Name	Position	Appointed
LG ARCHITECTURAL SERVICES, P.A.	Treasurer	01/19/2018
LG CONSTRUCTORS, INC.	Treasurer	12/30/2020
LG DESIGN, INC.	Treasurer	05/01/2018
CH2M HILL COMPANIES, LTD.	Treasurer	02/15/2018
CH2M HILL NEW YORK, INC.	Treasurer	01/19/2018
OPERATIONS MANAGEMENT INTERNATIONAL CANADA, INC.	Treasurer	11/01/2020
OPERATIONS MANAGEMENT INTERNATIONAL, INC.	Treasurer	11/20/2020
Payne & Keller Company, Inc.	Treasurer	09/30/2017
JACOBS PR PSC	Assistant Treasurer	11/25/2015
SOTERA DEFENSE SOLUTIONS, INC.	Treasurer	09/01/2020
Sverdrup Hydro Projects, Inc.	Treasurer	12/05/2017
Sinclair Knight Merz International Holdings LLC	Treasurer	10/01/2020
	Manager	10/01/2020
YOLLES PARTNERSHIP INC. DBA YOLLES A CH2M HILL COMPANY	Treasurer	01/19/2018

Response to Question 6

The Jacobs organization has a talent force of more than 50,000, approximately $13 billion in revenue, and over 300 global operating entities, with approximately 100 operating entities in the United States and Canada. Jacobs provides a full spectrum of services including scientific, technical, professional, construction, and program management for business, industrial, commercial, government, and infrastructure sectors. Our corporate profile and public filings can be found at http://invest.jacobs.com/investors/default.aspx#corporate.

From time to time in the ordinary course of business, governmental entities, including federal, state, municipal and local entities, have awarded contracts to one or more of the U.S. Jacobs entities listed in the answer to Question 5.

Question 7b
In the past (5) years, have you and/or any affiliated businesses or not-for-profit organizations listed in Section 5 in which you have been a principal owner or officer:

b. Been declared in default and/or terminated for cause on any contract, and/or had any contracts cancelled for cause?

Response to Question 7b

From time to time and in the ordinary course of its business, Jacobs Project Management Co. and / or its affiliated companies are subject to various terminations for convenience and claims and disputes, including but not limited to, arbitrations and other legal proceedings. No such termination is expected to have a materially adverse effect on the consolidated financial statements.

In August 2020, the Procurement Office of the Arizona Department of Transportation ('ADOT') notified Jacobs Engineering Group Inc. ('Jacobs') of its intent to terminate an On-Call Acquisition and Relocation Services contract (CTR049970 and CTR049971) for default due to a disputed real estate brokerage licensing requirement. Jacobs has been in the process with ADOT of correcting this administrative default and to secure rescission of the notice. No task orders had been requested or issued under the subject On-Call. Jacobs has delivered world-class engineering services with ADOT for over 30 years. Jacobs continues to win new contracts and deliver many projects with ADOT. This termination is not expected to have a material adverse effect on Jacobs Engineering Group Inc., or upon the business, financial condition, results of operations, or cash flows for the company.

Question 11
In addition to the information provided, in the past 5 years has any business or organization listed in response to Question 5, been the subject of a criminal investigation and/or civil anti-trust investigation and/or any other type of investigation by any government agency, including but not limited to federal, state, and local regulatory agencies while you were a principal owner or officer?

Response
The Jacobs companies listed in response to Question 5 have not in the past 5 years been the subject of a criminal investigation and/or civil anti-trust investigation. The question also asks about "any other type of investigation by any government agency, including but not limited to federal, state and local regulatory agencies while the Principal was a principal owner or officer." The term "investigation" as used in this segment of the question is very broad and not defined and is subject to interpretation.

On October 31, 2019, Jacobs Engineering Group, Inc. (the "Company") received a request from the Enforcement Division of the Securities and Exchange Commission (the "SEC") for the voluntary production of certain information and documents. The information and documents sought by the SEC primarily relate to the operations of a joint venture in Morocco which was at one time was partially-owned by a lower tier international subsidiary of the Company (and subsequently divested), including in respect of possible corrupt practices. Jacobs Engineering Group, Inc. is fully cooperating with the SEC and is producing the requested information and documents in its possession.

The joint venture in Morocco is no longer a part of the Jacobs organization and was acquired by WorleyParsons Limited in April 2019. Jacobs Engineering Group, Inc. does not expect the resolution of this matter to have a material adverse effect on the Company's business, financial condition, results of operations or cash flows. This inquiry will not have any effect on the Proposer's ability to perform services for the proposed project or in the State of New York.

CH2M Hill Inc. is a related entity of CH2M Hill Engineering, PA. In 2009 the joint venture of CH2M Hill, inc. and URS executed a Program Management Oversight (PMO) Agreement with Amtrak. CH2M Hill, Inc. is the present company oof CH2M Hill New York, Inc. CH2M Hill, Inc. resolved civil Claims related to the allegations of billing irregularities by CH2M Hill, Inc. The $1.5M settlement is limit to civil damages, no criminal charges were brought. The claims settled by the agreement are allegations only and there has been no determination of liability. The settlement amount was negotiated in good faith and CH2M Hill, Inc. cooperated with the government in a full and transparent manner for a timely resolution of the issue.

On or about December 1, 2021, Jacobs Project Management Co. ("JPMCo") received a U.S. Department of the Interior's Agency Head Determination under the National Defense Authorization Act of 2013 ("NDAA") regarding an Office of the Inspector General Report of Investigation. The determination, which pertains to a former employee of JPMCo, was adverse to JPMCo. The determination is on appeal and JPMCo. Denies having engaged in any conduct in violation of whistleblower protections under the NDAA. Jacobs has a robust Whistleblower Protection policy and is committed to ensuring unlawful retaliation does not occur in its workplace.

On December 22, 2008, a coal fly ash pond at the Kingston Power Plant of the Tennessee Valley Authority (TVA) was breached, releasing fly ash waste into the Emory River and surrounding community. In February of 2009, TVA awarded a contract to Jacobs Engineering Group Inc. (JEG) to provide project management services associated with the clean-up. All remediation and dredging were completed in August 2013 by other contractors under direct contracts with TVA. Plaintiffs were laid off at that time. Plaintiffs filed workers compensation claims in the May-June 2013 timeframe. All workers compensation claims were rejected as unsubstantiated. The Plaintiffs, certain employees of the contractors performing the clean-up work on the project, filed lawsuits against JEG beginning in August 2013, alleging they were injured due to JEG's failure to protect the plaintiffs from exposure to fly ash and asserting related personal injuries.

There have been a several lawsuits filed, Adkisson, et al v. Jacobs Engineering Group Inc. is the primary case. This case and the related cases involve several hundred plaintiffs that have been filed against JEG by employees of the contractors. These cases are at various stages of litigation. JEG disputes the allegations in these lawsuits and is vigorously defending these matters.

After plaintiffs' attorney and 3 plaintiffs testified before the Roane County Grand Jury it recommended that an investigation be opened by the Roane County District Attorney. This investigation was in relation to the ongoing litigation filed by workers of contractors related to the breach of a coal fly ash pond at the Kingston Power Plant of the Tennessee Valley Authority. The issue was whether JEG violated any laws with regards to a lack of protection afforded contractors' workers from the health hazard of coal ash while working on the clean-up. The grand jury after the investigation by the Roane County District Attorneys Office in conjunction with the Tennessee Bureau of Investigation returned a "no true bill". There was no finding of criminal wrongdoing and no indictments. The Roane

County DA closed the mater.   There is no federal investigation and multiple federal agencies including the EPA, TVA, OSHA and USGC were intimately involved in the clean-up and provided daily oversight of JEG's program management services.

The answers to the questions on this questionnaire that pertain to businesses related to or affiliates of the business submitting the questionnaire or the Proposer, Jacobs Project Management Co., are responsive for related businesses or affiliates of the Proposer operating in the United States only. Jacobs Project Management Co. operates in the United States only.

PRINCIPAL QUESTIONNAIRE FORM

All questions on these questionnaires must be answered by all officers and any individuals who hold a ten percent (10%) or greater ownership interest in the proposer. Answers typewritten or printed in ink. If you need more space to answer any question, make as many photocopies of the appropriate page(s) as necessary and attach them to the questionnaire.

COMPLETE THIS QUESTIONNAIRE CAREFULLY AND COMPLETELY. FAILURE TO SUBMIT A COMPLETE QUESTIONNAIRE MAY MEAN THAT YOUR BID OR PROPOSAL WILL BE REJECTED AS NON-RESPONSIVE AND IT WILL NOT BE CONSIDERED FOR AWARD

1. Principal Name: Robert Bauco
   Date of birth: [redacted]
   Home address: [redacted]
   City: [redacted] State/Province/Territory: [redacted] Zip/Postal Code: [redacted]
   Country: [redacted]

   Business Address: One Penn Plaza, Suite 5420
   City: New York State/Province/Territory: NY Zip/Postal Code: 10119
   Country US
   Telephone: (646) 908-6663

   Other present address(es):
   City: State/Province/Territory: Zip/Postal Code:
   Country:
   Telephone:

   List of other addresses and telephone numbers attached

2. Positions held in submitting business and starting date of each (check all applicable)

President		Treasurer	
Chairman of Board		Shareholder	
Chief Exec. Officer		Secretary	
Chief Financial Officer		Partner	
Vice President	01/01/2021		
(Other)			

3. Do you have an equity interest in the business submitting the questionnaire?
   YES [ ] NO [X] If Yes, provide details.

4. Are there any outstanding loans, guarantees or any other form of security or lease or any other type of contribution made in whole or in part between you and the business submitting the questionnaire?
   YES [ ] NO [X] If Yes, provide details.

5. Within the past 3 years, have you been a principal owner or officer of any business or notfor-profit organization other than the one submitting the questionnaire?
   YES [X] NO [ ] If Yes, provide details.

1 File(s) Uploaded: 20220126 - RBauco PQF Response to Question 5.pdf

6. Has any governmental entity awarded any contracts to a business or organization listed in Section 5 in the past 3 years while you were a principal owner or officer?

YES [ ] NO [X] If Yes, provide details.

NOTE: An affirmative answer is required below whether the sanction arose automatically, by operation of law, or as a result of any action taken by a government agency. Provide a detailed response to all questions checked "YES". If you need more space, photocopy the appropriate page and attach it to the questionnaire.

7. In the past (5) years, have you and/or any affiliated businesses or not-for-profit organizations listed in Section 5 in which you have been a principal owner or officer:

a. Been debarred by any government agency from entering into contracts with that agency?
YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

b. Been declared in default and/or terminated for cause on any contract, and/or had any contracts cancelled for cause?
YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

c. Been denied the award of a contract and/or the opportunity to bid on a contract, including, but not limited to, failure to meet pre-qualification standards?
YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

d. Been suspended by any government agency from entering into any contract with it; and/or is any action pending that could formally debar or otherwise affect such business's ability to bid or propose on contract?
YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

8. Have any of the businesses or organizations listed in response to Question 5 filed a bankruptcy petition and/or been the subject of involuntary bankruptcy proceedings during the past 7 years, and/or for any portion of the last 7 year period, been in a state of bankruptcy as a result of bankruptcy proceedings initiated more than 7 years ago and/or is any such business now the subject of any pending bankruptcy proceedings, whenever initiated?

YES [ ] NO [X] If 'Yes', provide details for each such instance. (Provide a detailed response to all questions check "Yes". If you need more space, photocopy the appropriate page and attached it to the questionnaire.)

9.

a. Is there any felony charge pending against you?
YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

b. Is there any misdemeanor charge pending against you?
YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

c. Is there any administrative charge pending against you?
YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

d. In the past 10 years, have you been convicted, after trial or by plea, of any felony, or of any other crime, an element of which relates to truthfulness or the underlying facts of which related to the conduct of business? Y
YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

e. In the past 5 years, have you been convicted, after trial or by plea, of a misdemeanor?
YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

f. In the past 5 years, have you been found in violation of any administrative or statutory charges?
YES [ ] NO [X] If yes, provide an explanation of the circumstances and corrective action taken.

10. In addition to the information provided in response to the previous questions, in the past 5 years, have you been the subject of a criminal investigation and/or a civil anti-trust investigation by any federal, state or local prosecuting or investigative agency and/or the subject of an investigation where such investigation was related to activities performed at, for, or on behalf of the submitting business entity and/or an affiliated business listed in response to Question 5?

YES		NO	X	If yes, provide an explanation of the circumstances and corrective action taken.

11. In addition to the information provided, in the past 5 years has any business or organization listed in response to Question 5, been the subject of a criminal investigation and/or a civil anti-trust investigation and/or any other type of investigation by any government agency, including but not limited to federal, state, and local regulatory agencies while you were a principal owner or officer?

YES		NO	X	If yes, provide an explanation of the circumstances and corrective action taken.

12. In the past 5 years, have you or this business, or any other affiliated business listed in response to Question 5 had any sanction imposed as a result of judicial or administrative proceedings with respect to any professional license held?

YES		NO	X	If yes, provide an explanation of the circumstances and corrective action taken.

13. For the past 5 tax years, have you failed to file any required tax returns or failed to pay any applicable federal, state or local taxes or other assessed charges, including but not limited to water and sewer charges?

YES		NO	X	If yes, provide an explanation of the circumstances and corrective action taken.

I, Robert Bauco , hereby acknowledge that a materially false statement willfully or fraudulently made in connection with this form may result in rendering the submitting business entity and/or any affiliated entities non-responsible, and, in addition, may subject me to criminal charges.

I, Robert Bauco , hereby certify that I have read and understand all the items contained in this form; that I supplied full and complete answers to each item therein to the best of my knowledge, information and belief; that I will notify the County in writing of any change in circumstances occurring after the submission of this form; and that all information supplied by me is true to the best of my knowledge, information and belief. I understand that the County will rely on the information supplied in this form as additional inducement to enter into a contract with the submitting business entity.

CERTIFICATION

A MATERIALLY FALSE STATEMENT WILLFULLY OR FRAUDULENTLY MADE IN CONNECTION WITH THIS QUESTIONNAIRE MAY RESULT IN RENDERING THE SUBMITTING BUSINESS ENTITY NOT RESPONSIBLE WITH RESPECT TO THE PRESENT BID OR FUTURE BIDS, AND, IN ADDITION, MAY SUBJECT THE PERSON MAKING THE FALSE STATEMENT TO CRIMINAL CHARGES.

Jacobs Project Management Co.

Name of submitting business

Electronically signed and certified at the date and time indicated by:
Robert Bauco [ROBERT.BAUCO@JACOBS.COM]

Vice President

Title

07/19/2022 05:33:13 PM

Date

Response to Question 5

Robert Bauco, within the past 3 years, has been an office of the following United States Jacobs companies, which are affiliates of the submitting business, Jacobs Project Management Co.:

Appointments Held

Firm	Position	Appointed
Jacobs Engineering New York, Inc.	Chief Executive Officer	12/02/2020
	President	12/02/2020
	Director	12/03/2020

Business History Form

The contract shall be awarded to the responsible proposer who, at the discretion of the County, taking into consideration the reliability of the proposer and the capacity of the proposer to perform the services required by the County, offers the best value to the County and who will best promote the public interest.

In addition to the submission of proposals, each proposer shall complete and submit this questionnaire. The questionnaire shall be filled out by the owner of a sole proprietorship or by an authorized representative of the firm, corporation or partnership submitting the Proposal.

NOTE: All questions require a response, even if response is "none" or "not-applicable." No blanks.

(USE ADDITIONAL SHEETS IF NECESSARY TO FULLY ANSWER THE FOLLOWING QUESTIONS).

Date: 07/18/2022

1) Proposer's Legal Name: Jacobs Project Management Company

2) Address of Place of Business: 1305 Franklin Avenue, Suite 245

City: Garden City State/Province/Territory: NY Zip/Postal Code: 11530

Country: US

Address: 155 North Lake Avenue
City: Pasadena State/Province/Territory: CA Zip/Postal Code: 90272
Country: US
Start Date: End Date:

[redacted]

Address: One Penn Plaza, Suite 5420
City: New York State/Province/Territory: NY Zip/Postal Code: 10119
Country: US
Start Date: End Date:

[redacted]

Address: 1999 Bryant Street
City: Dallas State/Province/Territory: TX Zip/Postal Code: 75206
Country: US
Start Date: End Date:

[redacted]

3) Mailing Address (if different):

City: State/Province/Territory: Zip/Postal Code:

Country:

Phone:

Does the business own or rent its facilities? Rent If other, please provide details:

4) Dun and Bradstreet number: [redacted]

5) Federal I.D. Number: [redacted]

6) The proposer is a: Corporation (Describe)

7) Does this business share office space, staff, or equipment expenses with any other business?

YES [X] NO [ ] If yes, please provide details:

See attached file for list of entities.

3 File(s) Uploaded: 191113 - Business History Form Question 7 Response.pdf, 20220126 - Response to BHF Question 7.pdf, 20220718 - Response to BHF Question 7.pdf

8) Does this business control one or more other businesses?

YES [ ] NO [X] If yes, please provide details:

9) Does this business have one or more affiliates, and/or is it a subsidiary of, or controlled by, any other business?

YES [X] NO [ ] If yes, please provide details:

See attached file for list of entities.

3 File(s) Uploaded: 191113 - Business History Form Question 9 Response.pdf, 20220126 - Response to BHF Question 9.pdf, 20220718 - Response to BHF Question 9.pdf

10) Has the proposer ever had a bond or surety cancelled or forfeited, or a contract with Nassau County or any other government entity terminated?

YES [ ] NO [X] If yes, state the name of bonding agency, (if a bond), date, amount of bond and reason for such cancellation or forfeiture: or details regarding the termination (if a contract).

2 File(s) Uploaded: 191113 - Business History Form Question 10 Response.pdf, 200429 - Response to Business History Form Question 10.pdf

11) Has the proposer, during the past seven years, been declared bankrupt?

YES [ ] NO [X] If yes, state date, court jurisdiction, amount of liabilities and amount of assets

12) In the past five years, has this business and/or any of its owners and/or officers and/or any affiliated business, been the subject of a criminal investigation and/or a civil anti-trust investigation by any federal, state or local prosecuting or investigative agency? And/or, in the past 5 years, have any owner and/or officer of any affiliated business been the subject of a criminal investigation and/or a civil anti-trust investigation by any federal, state or local prosecuting or investigative agency, where such investigation was related to activities performed at, for, or on behalf of an affiliated business.

YES [X] NO [ ] If yes, provide details for each such investigation, an explanation of the circumstances and corrective action taken.

See attached

2 File(s) Uploaded: 20220126 - Response to BHF Question 12.pdf, 20220718 - Response to BHF Question 12.pdf

13) In the past 5 years, has this business and/or any of its owners and/or officers and/or any affiliated business been the subject of an investigation by any government agency, including but not limited to federal, state and local regulatory agencies? And/or, in the past 5 years, has any owner and/or officer of an affiliated business been the subject of an investigation by any government agency, including but not limited to federal, state and local regulatory agencies, for matters pertaining to that individual's position at or relationship to an affiliated

business.
YES [X] NO [ ] If yes, provide details for each such investigation, an explanation of the circumstances and corrective action taken.

6 File(s) Uploaded: 191113 - Business History Form Question 12 & 13 Response.pdf, 200701 - Business History Form Question 13 Response.pdf, 200728 - Response to Question 13.pdf, 20220126 - Response to BHF Question 13.pdf, 20220718 - Response to BHF Question 13.pdf, 210129 - Business History Form Question 13 Response.pdf

14) Has any current or former director, owner or officer or managerial employee of this business had, either before or during such person's employment, or since such employment if the charges pertained to events that allegedly occurred during the time of employment by the submitting business, and allegedly related to the conduct of that business:

a) Any felony charge pending?
YES [ ] NO [X] If yes, provide details for each such investigation, an explanation of the circumstances and corrective action taken.

b) Any misdemeanor charge pending?
YES [ ] NO [X] If yes, provide details for each such investigation, an explanation of the circumstances and corrective action taken.

c) In the past 10 years, you been convicted, after trial or by plea, of any felony and/or any other crime, an element of which relates to truthfulness or the underlying facts of which related to the conduct of business?
YES [ ] NO [X] If yes, provide details for each such investigation, an explanation of the circumstances and corrective action taken.

1 File(s) Uploaded: 191113 - Business History Form Question 14c Response.pdf

d) In the past 5 years, been convicted, after trial or by plea, of a misdemeanor?
YES [ ] NO [X] If yes, provide details for each such investigation, an explanation of the circumstances and corrective action taken.

e) In the past 5 years, been found in violation of any administrative, statutory, or regulatory provisions?
YES [X] NO [ ] If yes, provide details for each such investigation, an explanation of the circumstances and corrective action taken.

See attached

2 File(s) Uploaded: 191113 - Business History Form Question 14e Response.pdf, 20220126 - Response to BHF Question 14e.pdf

15) In the past (5) years, has this business or any of its owners or officers, or any other affiliated business had any sanction imposed as a result of judicial or administrative proceedings with respect to any professional license held?
YES [ ] NO [X] If yes, provide details for each such investigation, an explanation of the circumstances and corrective action taken.

16) For the past (5) tax years, has this business failed to file any required tax returns or failed to pay any applicable federal, state or local taxes or other assessed charges, including but not limited to water and sewer charges?
YES [ ] NO [X] If yes, provide details for each such year. Provide a detailed response to all questions checked 'YES'. If you need more space, photocopy the appropriate page and attach it to the questionnaire.

17 Conflict of Interest:

a) Please disclose any conflicts of interest as outlined below. NOTE: If no conflicts exist, please expressly state "No conflict exists."

(i) Any material financial relationships that your firm or any firm employee has that may create a conflict of interest or the appearance of a conflict of interest in acting on behalf of Nassau County.

To the best of our knowledge and belief Jacobs Project Management Co. does not have any material financial relationship that may create a conflict of interest or the appearance of a conflict of interest in acting on behalf of Nassau County. However, while Jacobs Project Management Co. is unaware of any material financial relationship that a firm employee may have that may create a conflict of interest or the appearance of a conflict of interest in acting on behalf of Nassau County. Jacobs does not maintain files or track this information.

(ii) Any family relationship that any employee of your firm has with any County public servant that may create a conflict of interest or the appearance of a conflict of interest in acting on behalf of Nassau County.

To the best of our knowledge and belief Jacobs Project Management Co. does not have knowledge of any family relationship that any employee of Jacobs Project Management Co. has with any County public servant that may create a conflict of interest in acting on behalf of Nassau County. However, Jacobs Project Management Co. does not maintain record and does not have information to adequately answer the question.

(iii) Any other matter that your firm believes may create a conflict of interest or the appearance of a conflict of interest in acting on behalf of Nassau County.

No Conflict Exists

b) Please describe any procedures your firm has, or would adopt, to assure the County that a conflict of interest would not exist for your firm in the future.

The managers of the various lines of business within the company will verify pursuits and existing projects with each other to confirm that a conflict of interest does not exist. The Legal and Contracts Management group conduct a search of an internal database which contains information regarding proposals and contracts. This database provides information to confirm a conflict does not exist. If a conflict should arise in the future, Jacobs has proposed and created an action plan for resolution of a conflict of interest. This plan included restrictions on employees working on certain projects from working on other specific projects, the execution of confidentiality agreements by employees and additional restrictions regarding future pursuits, supervision of employees and exchanging information, etc.

1 File(s) Uploaded: 191113 - Business History Form Question 17b Response.pdf

A. Include a resume or detailed description of the Proposer's professional qualifications, demonstrating extensive experience in your profession. Any prior similar experiences, and the results of these experiences, must be identified.

Have you previously uploaded the below information under in the Document Vault?
YES [ ] NO [X]

Is the proposer an individual?
YES [ ] NO [X] Should the proposer be other than an individual, the Proposal MUST include:

i) Date of formation;

01/04/2008

ii) Name, addresses, and position of all persons having a financial interest in the company, including shareholders, members, general or limited partner. If none, explain.

No individuals with a financial interest in the company have been attached..

4 File(s) Uploaded: Jacobs 2018 10k.pdf, Jacobs 2019 10(k).pdf, Jacobs 2020 10-k.pdf, Jacobs 2021 10k Report.pdf

iii) Name, address and position of all officers and directors of the company. If none, explain.

No officers and directors from this company have been attached.

6 File(s) Uploaded: 191113 - Business History Form Question A (iii) Response.pdf, 200604 - Response to Business History Form Question A.iii.pdf, 20220126 - Response to BHF Question A(iii).pdf, 20220718 - Response to BHF Question A(iii).pdf, 210129 - Business History Form Question A (iii) Response.pdf, 210729 - Business History Form Question A (iii) Response.pdf

iv) State of incorporation (if applicable);

DE

v) The number of employees in the firm;

50000

vi) Annual revenue of firm;

[redacted]

vii) Summary of relevant accomplishments

In recognition of our ability to provide unmatched construction and program management services for clients in the NYC region, we have received Project Achievement Awards from the CMAA NY/NJ Chapter, including most recently for our efforts on a project in the Bronx for
NYC DDC.

1 File(s) Uploaded: 191113 - Business History Form Question A (vii) Response.pdf

viii) Copies of all state and local licenses and permits.

B. Indicate number of years in business.

13

C. Provide any other information which would be appropriate and helpful in determining the Proposer's capacity and reliability to perform these services.

Per your requirements for our Technical Proposal, we have provided client references for work that is similar in scope to that for which we are proposing. We encourage NCDPW to contact each reference to verify our

capability to perform on this project.

D. Provide names and addresses for no fewer than three references for whom the Proposer has provided similar services or who are qualified to evaluate the Proposer's capability to perform this work.

Company	Nassau Community College		
Contact Person	Robert Jarocki, Director, Design and Construction		
Address	One Education Drive, F Cluster, 2nd Floor		
City	Garden City	State/Province/Territory	NY
Country	US		
Telephone	(516) 572-9786		
Fax #			
E-Mail Address	Robert.Jarocki@ncc.edu		

Company	Nassau County Department of Public Works		
Contact Person	Joseph Amerigo, Civil Engineer II		
Address	1194 Prospect Avenue		
City	Westbury	State/Province/Territory	NY
Country	US		
Telephone	(516) 571-6804		
Fax #			
E-Mail Address	jamerigo@nassaucountyny.gov		

Company	State University Construction Fund/Stony Brook University		
Contact Person	John Fogarty, Director of Capital Planning		
Address	Campus Planning, Design and Construction Research and Support Services Suite 160 Development Drive		
City	Stony Brook	State/Province/Territory	NY
Country	US		
Telephone	(631) 632-6218		
Fax #			
E-Mail Address	John.Fogarty@stonybrook.edu		

I, Robert Bauco , hereby acknowledge that a materially false statement willfully or fraudulently made in connection with this form may result in rendering the submitting business entity and/or any affiliated entities non-responsible, and, in addition, may subject me to criminal charges.

I, Robert Bauco , hereby certify that I have read and understand all the items contained in this form; that I supplied full and complete answers to each item therein to the best of my knowledge, information and belief; that I will notify the County in writing of any change in circumstances occurring after the submission of this form; and that all information supplied by me is true to the best of my knowledge, information and belief. I understand that the County will rely on the information supplied in this form as additional inducement to enter into a contract with the submitting business entity.

CERTIFICATION

A MATERIALLY FALSE STATEMENT WILLFULLY OR FRAUDULENTLY MADE IN CONNECTION WITH THIS QUESTIONNAIRE MAY RESULT IN RENDERING THE SUBMITTING BUSINESS ENTITY NOT RESPONSIBLE WITH RESPECT TO THE PRESENT BID OR FUTURE BIDS, AND, IN ADDITION, MAY SUBJECT THE PERSON MAKING THE FALSE STATEMENT TO CRIMINAL CHARGES.

Name of submitting business: Jacobs Project Management Co.

Electronically signed and certified at the date and time indicated by:
Robert Bauco [ROBERT.BAUCO@JACOBS.COM]

Vice President
Title

07/19/2022 05:32:51 PM
Date

Response to Question 7

The Business shares office space, equipment and expenses with the following US affiliates:

Federal ID #	Company Name	Address
[redacted]	Jacobs Civil Consultants Inc. (JCCI)	500 7th Avenue, 17th Floor New York, NY 10018-4502
	Jacobs Engineering Group Inc. (JEG) (Parent Company)	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Jacobs Engineering New York Inc. (JENY)	500 7th Avenue, 17th Floor New York, NY 10018-4502
	JE Architects/Engineers, P.C	777 Main Street Fort Worth, TX 76102
	Iffland Kavanagh Waterbury, PLLC	500 7th Avenue, 17th Floor New York, NY 10018-4502
	LeighFisher Inc.	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Jacobs Telecommunications Inc.	412 Mt. Kemble Avenue, Suite 100S Downtown Building-1st Floor Morristown, NJ 07960
	CH2M Hill New York, Inc. (a Jacobs Company) *	500 7th Avenue, 17th Floor New York, NY 10018-4502

From time to time, an entity will provide services to another entity on a project.

*** On December 15, 2017, CH2M Hill Companies Ltd. (CH2M), through an acquisition became a wholly-owned subsidiary of Jacobs Engineering Group Inc. (Jacobs). Jacobs will update its certifications and representations and make disclosures as necessary.**

Response to Question 9

The Jacobs organization has a talent force of more than 50,000, approximately $13 billion in revenue, and over 300 global operating entities, with approximately 100 operating entities in the United States and Canada. Jacobs provides a full spectrum of services including scientific, technical, professional, construct and program management for business, industrial, commercial, government, and infrastructure sectors. Our corporate profile and public filings can be found at http://invest.jacobs.com/investors/default.aspx#corporate.

The parent and US affiliates of Jacobs Project Management Co., located at 500 7th Avenue, 17th Floor, New York, NY 10018, include the following:

Federal ID #	Company Name	Address
[redacted]	Jacobs Engineering Group Inc. (JEG) (Parent Company)	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Jacobs Civil Consultants Inc. (JCCI)	500 7th Avenue, 17th Floor New York, NY 10018-4502
	Jacobs Engineering New York Inc. (JENY)	500 7th Avenue, 17th Floor New York, NY 10018-4502
	Jacobs Government Services Co.	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Jacobs Field Service North America Inc.	5995 Rogerdale Road Houston, TX 77072
	Jacobs Consultancy Inc.	5995 Rogerdale Road Houston, TX 77072
	Jacobs Engineering Inc.	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Jacobs Advisers Inc.	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	JE Professional Resources Inc.	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Jacobs Technology Inc.	600 William Norther Blvd. Tullahoma, TN 37388
	Jacobs Industrial Services Inc.	501 North Broadway St. Louis, MO 63102
	CRSS International Inc.	5995 Rogerdale Road Houston, TX 77072
	Jacobs Telecommunications Inc.	412 Mt. Kemble Avenue, Suite 100S Downtown Building-1st Floor Morristown, NJ 07960
	Edwards and Kelcey Design Services Inc.	130 East Randolph Chicago, IL 60601
	Jacobs Engineering Company	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Edwards and Kelcey Partners LLP	412 Mt. Kemble Avenue, Suite 100S Downtown Building-1st Floor Morristown, NJ 07960
	Payne & Keller Company Inc.	4949 Essen Lane Baton Rouge, LA 70809
	Jordan Jones and Goulding, Inc.	6801 Governors Lake Parkway Norcross, GA 30071
	LeighFisher Inc.	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Integrated Pipeline Solutions Inc.	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Resource Spectrum Inc.	1999 Bryan Street, Suite 1200 Dallas, TX 75201

Federal ID #	Company Name	Address
[redacted]	Iffland Kavanagh Waterbury, PLLC	500 7th Avenue, 17th Floor New York, NY 10018-4502
	CH2M Hill Companies LTD.	9191 South Jamaica Street Englewood, CO 80112

The following is a list of US affiliates and related entities that conduct business in New York or are parent companies of companies licensed to do business in New York.

Federal ID #	Company Name	Address
[redacted]	Jacobs Civil Consultants Inc. (JCCI)	500 7th Avenue, 17th Floor New York, NY 10018-4502
	Jacobs Project Management Co. (JPMCo.)	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Jacobs Engineering Group Inc. (JEG) (Parent Company)	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Jacobs Engineering New York Inc. (JENY)	500 7th Avenue, 17th Floor New York, NY 10018-4502
	JE Architects/Engineers, P.C	777 Main Street Fort Worth, TX 76102
	LeighFisher Inc.	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Jacobs Telecommunications Inc.	412 Mt. Kemble Avenue, Suite 100S Downtown Building-1st Floor Morristown, NJ 07960
	Iffland Kavanagh Waterbury, PLLC	500 7th Avenue, 17th Floor New York, NY 10018-4502
	CH2M Hill New York, Inc. (a Jacobs Company) *	22 Cortlandt Street New York, NY 10007

Jacobs Project Management Co. is submitting this proposal, but we acknowledge that there are several Jacobs entities that conduct business in New York. We are aware of the requirements regarding conflicts of interest and will adhere to those requirements during the duration of the agreement if awarded the contract.

* **On December 15, 2017, CH2M Hill LTD (CHM) through an acquisition became a wholly-owned subsidiary of Jacobs Engineering Group Inc. ("Jacobs"). Jacobs will update its certifications and make disclosures as necessary.**

Response to Business History Form Question 10

To the best of our knowledge and belief, Jacobs Project Management Co. has not had a bond or surety cancelled or forfeited or a contract with Nassau County terminated

The Jacobs organization has a talent force of more than 50,000, approximately $13 billion in revenue, and over 300 global operating entities, with approximately 100 operating entities in the United States and Canada. Jacobs provides a full spectrum of services including scientific, technical, professional, construction, and program management for business, industrial, commercial, government, and infrastructure sectors. Our corporate profile and public filings can be found at http://invest.jacobs.com/investors/default.aspx#corporate. From time to time and in the ordinary course of business, Jacobs is subject to various terminations for convenience and claims and disputes, including but not limited to, arbitrations and other legal proceeding. No such termination is expected to have a materially adverse effect on the consolidated financial statements.

<u>Response to Business History Form Question 12</u>

<u>TVA</u>
On December 22, 2008, a coal fly ash pond at the Kingston Power Plant of the Tennessee Valley Authority (TVA) was breached, releasing fly ash waste into the Emory River and surrounding community. In February of 2009, TVA awarded a contract to Jacobs Engineering Group Inc. (JEG) to provide project management services associated with the clean-up. All remediation and dredging were completed in August 2013 by other contractors under direct contracts with TVA. Plaintiffs were laid off at that time. Plaintiffs filed workers compensation claims in the May-June 2013 timeframe. All workers compensation claims were rejected as unsubstantiated. The Plaintiffs, certain employees of the contractors performing the clean-up work on the project, filed lawsuits against JEG beginning in August 2013, alleging they were injured due to JEG's failure to protect the plaintiffs from exposure to fly ash and asserting related personal injuries.

There have been a several lawsuits filed, Adkisson, et al v. Jacobs Engineering Group Inc. is the primary case. This case and the related cases involve several hundred plaintiffs that have been filed against JEG by employees of the contractors. These cases are at various stages of litigation. JEG disputes the allegations in these lawsuits and is vigorously defending these matters.

After plaintiffs' attorney and 3 plaintiffs testified before the Roane County Grand Jury it recommended that an investigation be opened by the Roane County District Attorney. This investigation was in relation to the ongoing litigation filed by workers of contractors related to the breach of a coal fly ash pond at the Kingston Power Plant of the Tennessee Valley Authority. The issue was whether JEG violated any laws with regards to a lack of protection afforded contractors' workers from the health hazard of coal ash while working on the clean-up. The grand jury after the investigation by the Roane County District Attorneys Office in conjunction with the Tennessee Bureau of Investigation returned a "no true bill". There was no finding of criminal wrongdoing and no indictments. The Roane County DA closed the mater. There is no federal investigation and multiple federal agencies including the EPA, TVA, OSHA and USGC were intimately involved in the clean-up and provided daily oversight of JEG's program management services.

On or about December 1, 2021, Jacobs Project Management Co. ("JPMCo") received a U.S. Department of the Interior's Agency Head Determination under the National Defense Authorization Act of 2013 ("NDAA") regarding an Office of the Inspector General Report of Investigation. The determination, which pertains to a former employee of JPMCo, was adverse to JPMCo. The determination is on appeal and JPMCo. Denies having engaged in any conduct in violation of whistleblower protections under the NDAA. Jacobs has a robust Whistleblower Protection policy and is committed to ensuring unlawful retaliation does not occur in its workplace.

Response to Business History Form Question 13

On October 31, 2019, Jacobs Engineering Group Inc. (the" Company") received a request from the Enforcement Division of the Securities and Exchange Commission (the "SEC") for the voluntary production of certain information and documents. The information and documents sought by the SEC primarily relate to the operations of a joint venture in Morocco which was at one time was partially-owned by a lower tier international subsidiary of the Company (and subsequently divested), including in respect of possible corrupt practices. Jacobs Engineering Group Inc. is fully cooperating with the SEC and is producing the requested information and documents in its possession.

The joint venture in Morocco is no longer a part of the Jacobs organization and was acquired by WorleyParsons Limited in April 2019. Jacobs Engineering Group, Inc. does not expect the resolution of this matter to have a material adverse effect on the Company's business, financial condition, results of operations or cash flows. This inquiry will not have any effect on the Proposer's ability to perform services for the proposed project or in the State of New York.

TVA

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Response to Question 14c

In 2003, due to misconduct by two former employees of a former affiliate of Jacobs Project Management Co., the Jacobs organization was informed that the former affiliate Company was the subject of a federal investigation. More recently, the United States Department of Justice has confirmed that neither Jacobs Engineering Group Inc. nor the former affiliate Company is a subject of such investigation.

Two former employees of a former affiliate were charged with giving false information to investigators during the investigation. They have pled guilty. Before they were charged, one resigned from and one was terminated by the former affiliate. The terminated employees were Jim Nagle, former general Manager, Operations of the former affiliate's Chicago Office and Elizabeth Koski, former Business Development Manager of the former affiliate's Chicago Office. Both pled guilty to one violation of Title 18, United States Code Section, 1001(a) (2), a felony, in March 2004. On March 10, 2005, each was sentenced to probation for five years, fined $4,000, and ordered to perform 200 hours of community service.

Response to Business History Form Question 14e

The following matters are being disclosed for the Proposer/business, Jacobs Project Management Inc. and the Parent, Jacobs Engineering Group Inc.:

Report 0950661-Jacobs Engineering Group Inc. parent of Vendor Jacobs Project Management Co. Jacobs Engineering Group Inc. was not cited by OSHA. San Francisco Bay Area Rapid Transit District DBA as BART was cited by OSHA. The OSHA Memorandum was sent to Jacobs Engineering Group Inc and others on the project as notification of a potential hazard. This notification is listed as "other" not "other than serious."

Report #0936100-Jacobs Technology Inc. affiliate of Vendor Jacobs Project Management Co. OSHA conducted an inspection of the NASA Ames Facility Support Services (AFSS) Contract in Moffett Field, CA on May 9 & 10, 2017, based on an employee complaint regarding 10 separate alleged safety/health hazards. The allegations dealt primarily with the LOTO Program and electrical safety issues. We subsequently responded to OSHAs information request, including NFPA 70E training, PPE training and QEW training. Additional meetings were held, and a response letter and a supporting objective document was developed and submitted to OSHA.

An Informal Settlement Agreement was reached on November 20, 2017.The initial Serious Violation was changed to the classification of Other-than Serious. Initial Penalty of $9,054 was reduced to $6,338. - By entering into this agreement, the employer did not admit that it violated the cited standards for any litigation or purpose other than a subsequent proceeding under the Occupational Safety and Health Act.

Report #0420600-Jacobs Engineering Group Inc. parent of Vendor Jacobs Project Management Co.. A task on the project was to install a new tile floor. A Jacobs subcontractor began removing tiles from the floor. Jacobs identified possible ACM and requested the Owner to have it tested. Jacobs was not informed by the owner that the worksite contained ACM. Jacobs exercised reasonable diligence in relying on the owner's affirmative representation that the building did not contain ACM. Not only is there no presumption of ACM for buildings constructed in 1984, the year building at issue was constructed, but the owner of the building affirmatively represented to Jacobs that there was no ACM. The owner had first-hand knowledge of the construction and design of the building. In addition, the project's scope of work, as defined by the owner, did not include asbestos evaluation or abatement. Jacobs contends the owner had a good faith belief that the building did not contain ACM. The age of the building and the owner's representation that the material did not contain ACM establish that Jacobs exercised due diligence under the standard. The contractor continued with the removal of the floor tile based on the belief that the ACM test results were negative.

No employees were exposed to a serious hazard because the non-pliable mastic was not significantly disturbed, and no dust was created by the method used to remove the non-ACM floor tiles. Jacobs was not involved in the direct performance of the work and it employees were not present not otherwise exposed to any hazard related to work. The citations are being contested in court.

Response to Question 17a (i)

To the best of our knowledge and belief Jacobs Project Management Co. does not have any material financial relationship that may create a conflict of interest or the appearance of a conflict of interest in acting on behalf of Nassau County. However, while Jacobs Project Management Co. is unaware of any material financial relationship that a firm employee may have that may create a conflict of interest or the appearance of a conflict of interest in acting on behalf of Nassau County. Jacobs does not maintain files or track this information.

Response to Question 17a (ii)

To the best of our knowledge and belief Jacobs Project Management Co. does not have knowledge of any family relationship that any employee of Jacobs Project Management Co. has with any County public servant that may create a conflict of interest in acting on behalf of Nassau County. However, Jacobs Project Management Co. does not maintain record and does not have information to adequately answer the question

Response to Question 17b

The managers of the various lines of business within the company will verify pursuits and existing projects with each other to confirm that a conflict of interest does not exist. The Legal and Contracts Management group conduct a search of an internal database which contains information regarding proposals and contracts. This database provides information to confirm a conflict does not exist. If a conflict should arise in the future, Jacobs has proposed and created an action plan for resolution of a conflict of interest. This plan included restrictions on employees working on certain projects from working on other specific projects, the execution of confidentiality agreements by employees and additional restrictions regarding future pursuits, supervision of employees and exchanging information, etc.

COUNTY OF NASSAU

CONSULTANT'S, CONTRACTOR'S AND VENDOR'S DISCLOSURE FORM

1. Name of the Entity: Jacobs Project Management Co.

Address: 1305 Franklin Avenue, Suite 245

City: Garden City State/Province/Territory: NY Zip/Postal Code: 11530

Country: US

2. Entity's Vendor Identification Number: [redacted]

3. Type of Business: Public Corp (specify)

4. List names and addresses of all principals; that is, all individuals serving on the Board of Directors or comparable body, all partners and limited partners, all corporate officers, all parties of Joint Ventures, and all members and officers of limited liability companies (attach additional sheets if necessary):

5 File(s) uploaded 191004 - Response to CCV Question 4.pdf, 200429 - Response to CCV Question 4.pdf, 20220718 - Response to CCVD Form Question 4.pdf, 210202 - Response to Contractor's, Consultant's and Vendor's Disclosure Question 4.pdf, 210729 - Consultant, Contractor & Vendor Disclosure Form Question 4 Response.pdf

No principals have been attached to this form.

5. List names and addresses of all shareholders, members, or partners of the firm. If the shareholder is not an individual, list the individual shareholders/partners/members. If a Publicly held Corporation, include a copy of the 10K in lieu of completing this section.
If none, explain.

See attached 2021 10K for Jacobs Engineering Group, Inc., the parent company for Jacobs Project Management Company.

4 File(s) uploaded Jacobs 2018 10k.pdf, Jacobs 2019 10(k).pdf, Jacobs 2020 10-k.pdf, Jacobs 2021 10k Report.pdf

No shareholders, members, or partners have been attached to this form.

6. List all affiliated and related companies and their relationship to the firm entered on line 1. above (if none, enter "None"). Attach a separate disclosure form for each affiliated or subsidiary company that may take part in the performance of this contract. Such disclosure shall be updated to include affiliated or subsidiary companies not previously disclosed that participate in the performance of the contract.

2 File(s) uploaded 191004 - Response to CCV Question 6.pdf, 210129 - Response to CCV Question 6.pdf

7. List all lobbyists whose services were utilized at any stage in this matter (i.e., pre-bid, bid, post-bid, etc.). If none, enter "None." The term "lobbyist" means any and every person or organization retained, employed or designated by any client to influence - or promote a matter before - Nassau County, its agencies, boards, commissions, department heads, legislators or committees, including but not limited to the Open Space and Parks Advisory Committee and Planning Commission. Such matters include, but are not limited to, requests for proposals, development or improvement of real property subject to County regulation, procurements. The term "lobbyist" does not include any officer, director, trustee, employee, counsel or agent of the County of Nassau, or State of New York, when discharging his or her official duties.

Are there lobbyists involved in this matter?
YES [ ] NO [X]

(a) Name, title, business address and telephone number of lobbyist(s):

(b) Describe lobbying activity of each lobbyist. See below for a complete description of lobbying activities.

(c) List whether and where the person/organization is registered as a lobbyist (e.g., Nassau County, New York State):

8. VERIFICATION: This section must be signed by a principal of the consultant, contractor or Vendor authorized as a signatory of the firm for the purpose of executing Contracts.

The undersigned affirms and so swears that he/she has read and understood the foregoing statements and they are, to his/her knowledge, true and accurate.

Electronically signed and certified at the date and time indicated by:
Robert Bauco [ROBERT.BAUCO@JACOBS.COM]

Dated: 07/19/2022 05:34:19 PM

Title: Vice President

The term lobbying shall mean any attempt to influence: any determination made by the Nassau County Legislature, or any member thereof, with respect to the introduction, passage, defeat, or substance of any local legislation or resolution; any determination by the County Executive to support, oppose, approve or disapprove any local legislation or resolution, whether or not such legislation has been introduced in the County Legislature; any determination by an elected County official or an officer or employee of the County with respect to the procurement of goods, services or construction, including the preparation of contract specifications, including by not limited to the preparation of requests for proposals, or solicitation, award or administration of a contract or with respect to the solicitation, award or administration of a grant, loan, or agreement involving the disbursement of public monies; any determination made by the County Executive, County Legislature, or by the County of Nassau, its agencies, boards, commissions, department heads or committees, including but not limited to the Open Space and Parks Advisory Committee, the Planning Commission, with respect to the zoning, use, development or improvement of real property subject to County regulation, or any agencies, boards, commissions, department heads or committees with respect to requests for proposals, bidding, procurement or contracting for services for the County; any determination made by an elected county official or an officer or employee of the county with respect to the terms of the acquisition or disposition by the county of any interest in real property, with respect to a license or permit for the use of real property of or by the county, or with respect to a franchise, concession or revocable consent; the proposal, adoption, amendment or rejection by an agency of any rule having the force and effect of law; the decision to hold, timing or outcome of any rate making proceeding before an agency; the agenda or any determination of a board or commission; any determination regarding the calendaring or scope of any legislature oversight hearing; the issuance, repeal, modification or substance of a County Executive Order; or any determination made by an elected county official or an officer or employee of the county to support or oppose any state or federal legislation, rule or regulation, including any determination made to support or oppose that is contingent on any amendment of such legislation, rule or regulation, whether or not such legislation has been formally introduced and whether or not such rule or regulation has been formally proposed.

COUNTY OF NASSAU
CONSULTANT'S, CONTRACTORS AND VENDORS DISCLOSURE FORM

4. List names and addresses of all principals; that is, all individuals serving on the Board of Directors or comparable body, all partners and limited partners, all corporate officers, all parties of Joint Ventures, and all members and officers of limited liability companies (attach additional sheets if necessary)

Jacobs Project Management Company Officers and Directors

Name	Title	Address
Progada, Robert V.	Director	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Vadlamudi, Koti	Director	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Adkisson, Jason	Assistant Secretary	9191 South Jamaica Street Englewood, CO 80112
Allen, William "Billy" B.	Vice President	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Bauco, Robert	Vice President	One Penn Plaza, Suite 5420 New York, NY 10119
Bunderson, Michael	Vice President	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Byers, Timothy	Vice President	2411 Dulles Corner Park Herndon, VA 20171
Callaghan, Steve	Vice President	Two Ash Street, Suite 3000 Conshohocken, PA 19428
Carlin, Michael	Treasurer	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Chang, Julie	Vice President	One Penn Plaza, Suite 5420 New York, NY 10119
Delisle, Tina	Senior Manager Payroll	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Fischer, Gregory	Vice President	1501 W, Fountainhead Pkwy Tempe, AZ 85282
Goff, James	Vice President	111 Corning Rd., Suite 200 Cary, NC 27518
Helsing, Jason	Senior Director Tax	9191 South Jamaica Street Englewood, CO 80112
Hsu, Mike	Senior Director Tax	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Johnson, Justin	Secretary	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Laity, Michael	Senior Director Tax	9191 South Jamaica Street Englewood, CO 80112
McCallister, Scott	Vice President	2600 Michelson Drive, Suite 500 Irvine, CA 92612
Meinhart, Thomas	Senior Vice President	10 Tenth Street, Suite 1400 Atlanta, GA 30309
Meininger, Stephen O.	Vice President	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Misterly, Grant.	Authorized Representative	1999 Bryan Street, Suite 1200 Dallas, TX 75201

Name	Title	Address
Noble, John.	Vice President	2 Crown Point Court, Suite 100 Cincinnati, OH 45241
Parham, John	Vice President	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Refinski, Elizabeth A.	Assistant Secretary	412 Mt. Kemble Avenue, Suite 100S Downtown Building-1st Floor Morristown, NJ 07960
Scher, Brian	Assistant Secretary	1100 Glebe Rd., Suite 500 Arlington, VA 22201
Tilley, Dana	Vice President	Two Ash Street, Suite 3000 Conshohocken, PA 19428

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

FORM 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended October 1, 2021
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 No. 1-7463

Jacobs Engineering Group Inc.

Delaware	[redacted]
(State or other jurisdiction of incorporation or organization)	**(IRS Employer identification number)**

1999 Bryan Street	**Suite 1200**	**Dallas**	**Texas**	**75201**
(Address of principal executive offices)				**(Zip Code)**

(214) 583 – 8500
(Registrant's telephone number, including area code)

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	$1 par value	J	New York Stock Exchange

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 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 or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

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

There were 128,948,685 shares of common stock outstanding as of November 12, 2021. The aggregate market value of the Registrant’s common equity held by non-affiliates was approximately $16.9 billion as of April 2, 2021, based upon the last reported sales price on the New York Stock Exchange on that date.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant’s definitive proxy statement to be issued in connection with its 2022 annual meeting of shareholders are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated.

JACOBS ENGINEERING GROUP INC.
Fiscal 2021 Annual Report on Form 10-K
Table of Contents

PART I

FORWARD-LOOKING STATEMENTS

In addition to historical information, this Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that do not directly relate to any historical or current fact. When used herein, words such as "expects," "anticipates," "believes," "seeks," "estimates," "plans," "intends," “future,” “will,” “would,” “could,” “can,” “may,” and similar words are intended to identify forward-looking statements. Examples of forward-looking statements include, but are not limited to, statements we make concerning the potential continued effects of the COVID-19 pandemic on our business, financial condition and results of operations and our expectations as to our future growth, prospects, financial outlook and business strategy for fiscal 2022 or future fiscal years and the anticipated benefits of the strategic investment in PA Consulting. You should not place undue reliance on these forward-looking statements. Although such statements are based on management’s current estimates and expectations and/or currently available competitive, financial, and economic data, forward-looking statements are inherently uncertain and you should not place undue reliance on such statements as actual results may differ materially. We caution the reader that there are a variety of risks, uncertainties and other factors that could cause actual results to differ materially from what is contained, projected or implied by our forward-looking statements.. Such factors include the magnitude, timing, duration and ultimate impact of the COVID-19 pandemic, including the emergence and spread of variants of COVID-19 and any resulting economic downturn on our results, prospects and opportunities;, measures or restrictions imposed by governments and health officials in response to the pandemic, including the requirement for vaccination of our workforce, or if such orders, measures or restrictions are re-imposed after being lifted or eased, including as a result of increases in cases of COVID-19; the effectiveness and distribution of vaccines or treatments for COVID-19, the timing and scope of any government stimulus programs enacted in response to the impacts of the COVID-19 pandemic, including, but not limited to, any additional infrastructure-related stimulus programs, and the timing of the award of projects and funding under the Infrastructure Investment and Jobs Act signed into law by President Biden on November 15, 2021. The impact of such matters includes, but is not limited to, the possible reduction in demand for certain of our services and the delay or abandonment of ongoing or anticipated projects due to the financial condition of our clients and suppliers or to governmental budget constraints or changes to governmental budgetary priorities; the inability of our clients to meet their payment obligations in a timely manner or at all; potential issues and risks related to a significant portion of our employees working remotely; illness, travel restrictions and other workforce disruptions that have, and could continue to, negatively affect our supply chain and our ability to timely and satisfactorily complete our clients’ projects; difficulties associated with hiring of additional employees; and the inability of governments in certain of the countries in which we operate to effectively mitigate the financial or other impacts of the COVID-19 pandemic on their economies and workforces and our operations therein. The foregoing factors and potential future developments are inherently uncertain, unpredictable and, in many cases, beyond our control. For a description of these and additional factors that may occur that could cause actual results to differ from our forward-looking statements, see Item 1A— *Risk Factors* below. We undertake no obligation to release publicly any revisions or updates to any forward-looking statements. We encourage you to read carefully the risk factors described herein and in other documents we file from time to time with the United States Securities and Exchange Commission (the "SEC").

Unless the context otherwise requires, all references herein to "Jacobs" or the "Registrant" are to Jacobs Engineering Group Inc. and its predecessors, and references to the "Company", "we", "us" or "our" are to Jacobs Engineering Group Inc. and its consolidated subsidiaries.

Item 1. BUSINESS

At Jacobs, we’re challenging today to reinvent tomorrow by solving the world’s most critical problems for thriving cities, resilient environments, mission-critical outcomes, operational advancement, scientific discovery and cutting-edge manufacturing, turning abstract ideas into realities that transform the world for good. Leveraging a talent force of approximately 55,000, Jacobs provides a full spectrum of professional services including consulting, technical, scientific and project delivery for the government and private sector.

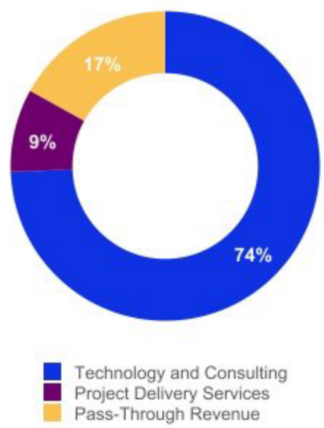
Our deep global domain knowledge – applied together with the latest advances in technology – are why customers large and small choose to partner with Jacobs. We operate in two lines of business areas: Critical Mission Solutions and People & Places Solutions, as well as a third business segment as a result of our majority investment in PA Consulting Group Limited ("PA Consulting").

Our three-year accelerated profitable growth strategy launched at our Investor Day in February 2019 focused on innovation and continued transformation to build upon our position as the leading solutions provider for our clients. Setting the wheels in motion for our current path, this transformation most recently included acquiring a 65% stake in PA Consulting. Recent acquisitions of John Wood Group's nuclear business and The Buffalo Group ("Buffalo Group") further position us as a leader in high-value government services and technology-enabled solutions.

We are now focused on broadening our leadership in sustainable, high growth sectors. As part of our strategy, our new brand promise: Challenging today. Reinventing tomorrow. signals our transition to a global technology-forward solutions company. We began trading as "J" on the New York Stock Exchange in December 2019, and in March 2021 our Global Industry Classifications Standard (GICS®) code changed to Research & Consulting Services. Our Focus 2023 Transformation Office is charged with driving further innovation, delivering value-creating solutions for our clients and leveraging an integrated digital and technology strategy to improve our efficiency and effectiveness, ultimately freeing up valuable time and resources for reinvestment in our people.

Jacobs is poised to launch a new three-year strategy that builds on our success over the past three years and takes advantage of a new lens crafted from the incredible pace of change in the world and in our markets. Our new strategy will be driven by our values and reflective of our vision of becoming a company like no other.

Revenue by Type (Fiscal Year 2021)



Technology and Consulting includes engineering and design, cybersecurity, data analytics, systems and software application integration services and consulting, enterprise and mission IT services, nuclear services, enterprise level operations and maintenance and other highly technical consulting solutions within Critical Mission Solutions (CMS) and data analytics, artificial intelligence and automation, software development as well as digitally-driven engineering and design, consulting, planning and architecture, program management and other highly technical consulting solutions within People & Places Solutions (P&PS). PA Consulting (PA), in which Jacobs has invested a 65% stake, offers end-to-end innovation, accelerating new growth ideas from concept, through design, development, and to commercial success and revitalizing organizations, building the leadership, culture, systems and processes to make innovation a reality.

Project Delivery Services includes management and execution of wind-tunnel design-build projects in CMS and progressive design-build for water and construction management for our Advanced Facilities business in P&PS. We believe these services are lower risk.

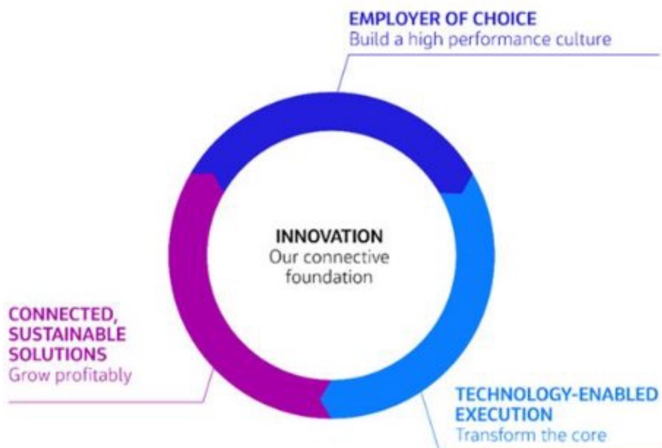
Pass-through Revenue includes P&PS procurement activities and revenue where we are acting as principal for subcontract labor or third-party materials and equipment and are consequently reflected in both revenues and costs.

Challenging today. Reinventing tomorrow

Our values continue to guide our behaviors, relationships and outcomes - allowing us to act as one company and unify us worldwide when interacting with our clients, employees, communities and shareholders.

- **We do things right**. We always act with integrity – taking responsibility for our work, caring for our people and staying focused on safety and sustainability. We make investments in our clients, people and communities, so we can grow together.
- **We challenge the accepted.** We know that to create a better future, we must ask the difficult questions. We always stay curious and are not afraid to try new things.
- **We aim higher.** We do not settle – always looking beyond to raise the bar and deliver with excellence. We are committed to our clients by bringing innovative solutions that lead to profitable growth and shared success.
- **We live inclusion.** We put people at the heart of our business. We have an unparalleled focus on inclusion, with a diverse team of visionaries, thinkers and doers. We embrace all perspectives, collaborating to make a positive impact.

These values underpin our three-pillar strategy to become the employer of choice, deliver connected and sustainable solutions, and leverage technology-enabled execution.



We do things right

From the way we operate our business, to the work we perform with clients and other organizations, we look at ways we can make a positive environmental, societal and economic difference for our people, businesses, governments and communities around the world.

PlanBeyond

PlanBeyond℠ 2.0 is our enhanced sustainable business strategy that propels the integration of sustainability throughout our operations and client solutions in alignment with the United Nations Sustainable Development Goals (UN SDGs).

Leadership on climate response and social value

Detailed in our Carbon Neutrality Commitment, we became carbon neutral for our operations and business travel in 2020, and we are now focused on fulfilling our science-based carbon-reduction targets for our direct and indirect emissions.

Our ESG Disclosures Report shares our Environmental, Social and Governance (ESG) performance, reported in alignment with the Sustainability Accounting Standards Board (SASB) framework.

Our partnership with Simetrica (a U.K.-based organization that specializes in social value measurement and well-being analysis) enables us to help clients understand how they can transform local, city and regional decision-making – identifying innovative, inclusive and ethical investments that will drive social change, spread prosperity and meet the growing challenges facing communities.

Jacobs. A world where you can

We put people at the heart of our business: we are a merit-based organization that is inclusive and diverse; we aim to continually recruit and develop the best talent.

We are building an inclusive and diverse culture to provide a solid foundation for selecting, developing and retaining the best and brightest minds at Jacobs. Our eight Jacobs Employee Networks (JENs) play a critical role in attracting new talent into our business, helping to shape our recruiting strategies, our science, technology, engineering, arts and math (STEAM) programs, and our accessibility practices.

Conducting our business with integrity

Jacobs' ethics and Code of Conduct are rooted in our values and provide the standards and support to help us successfully navigate issues, make the right decisions and conduct our business with the integrity that reflects our heritage and ethical reputation. We hold our suppliers and business partners to the same standards.

Our culture of caring

As global challenges to our security, well-being and ability to operate evolve, our **BeyondZero®** strategy continues to drive a safer, more secure, healthier, and more resilient future for our Jacobs family. We stay focused on managing HSE and security risks effectively and leveraging our Culture of Caring℠ to deliver the best outcomes for our people, the environment, our clients, our communities and our shareholders. And through our **mental health matters program**, we empower our workforce, so they know they work in an environment where their mental health and well-being is the top priority and where everyone can "bring their best whole self to work."

Supporting our communities

We focus on putting our values into practice. Around the world, our people craft solutions that affect the way people live; helping to improve social, environmental and economic resiliency. As part of our **PlanBeyond 2.0** sustainability strategy, the Collectively℠ program (our Global Giving and Volunteering program) governs and centralizes our giving strategy and budget and provides a user-friendly way for employees to donate and volunteer.

Beyond If

We challenge the accepted

To us, everything we do – whether tackling water scarcity, aging infrastructure, access to life-saving therapies or sophisticated cyberattacks – is more than a job. We work every day to make the world better for all.

For us, innovation means creating and delivering value and Beyond If℠ is our award-winning global innovation program instilling and sustaining our innovation culture. It represents our creativity and agility to challenge the accepted, with the domain expertise to push beyond our boundaries and deliver for today and into tomorrow. We act to turn ideas into reality and create outcomes that deliver value for our clients and society at large.

We aim higher

We take on some of the world's biggest challenges, bringing a different way of thinking to everything we do, challenging the status quo and questioning what others might accept. We craft solutions that affect the way people live. From first-of-its-kind environmental cleanup efforts, helping communities adapt and thrive to retrofitting vaccine facilities to protect public health, we solve for better, never losing sight of our responsibility to each other.

The table below highlights key focus areas where we combine our deep domain knowledge with the latest advances in technology to deliver solutions to solve our customer's most complex challenges.

Resilient environments Environmental stewardship and climate change are the defining issues of our time.	**Scientific discovery** We solve some of the most complex challenges of exploration — both in space and closer to home.	**Thriving cities** Prosperous communities. Healthy cities. A brighter future. By working together we build a better future.
Mission critical outcomes For the first time in history, security and defense threats have no borders.	**Cutting-edge manufacturing** Rapidly evolving, complex facilities require fast-paced, innovative solutions.	**Operational advancement** It is one thing to dream up new solutions. At Jacobs, we also deliver them.

BeyondExcellence

BeyondExcellence℠ is our global program focused on quality, performance excellence, continual improvement and recognizing those who set the new standard through our awards program. Our BeyondExcellence Awards celebrate those who raise the bar and deliver the extraordinary with excellence.

TogetherBeyond

We live inclusion

At Jacobs, we understand that inclusion means going beyond statements, commitments and initiatives to take tangible action that drives meaningful, measurable change both in our company and in the communities that we serve. It means creating a workplace where our differences are not just accepted but are celebrated and harnessed to bring the innovative, extraordinary solutions to life that our clients demand from us. It means creating a culture of belonging where everyone can thrive — a culture that we call TogetherBeyond[SM].

Our eight Jacobs Employee Networks (JENs) promote inclusion and equality, not only within Jacobs but with our clients, potential recruits and within the communities that we serve. The JENs are employee-led and organized, partnering with leadership to shape an inclusive organization and ensure everyone feels that they belong.

	ACE Strength in our differences.
	Careers Network Explore. Navigate. Inspire.
	Enlace Linking our Latino community.
	Harambee Black. Engaged. Empowered.
	OneWorld One planet, many cultures.
	Prism Bring your whole self to work.
	VetNet Supporting our armed forces communities.
	Women's Network Working together for gender inclusion.

Our global Action Plan for Advancing Justice and Equality sets out actionable initiatives and measurable objectives to address racial inequalities both within Jacobs and in communities across the world. The plan is about achieving true equality for all our employees current and future, with a focus on empowering our Black employees to advance and achieve at Jacobs. It's about doing our part as a global leader to educate and change the culture in our communities — reaching future talent early to highlight and celebrate their potential.

We maintain agile and disciplined capital deployment

M&A and Divestitures

Consistent with our profitable growth strategy, Jacobs pursues acquisitions, divestitures, strategic investments and other transactions to maximize long-term value by continuing to reshape its portfolio to higher value solutions and accelerating its profitable growth strategy. The company has made the following recent acquisitions, strategic investments and divestitures:

- On November 19, 2021, Jacobs consummated its previously announced acquisition of BlackLynx ("BlackLynx"). Pursuant to and subject to the terms and conditions of Agreement and Plan of Merger (the “Merger Agreement”), Jacobs acquired all of BlackLynx's outstanding shares of common stock, in a transaction valued at up to $257.5 million, on a cash-free, debt-free basis, including base consideration of $250 million, and a potential earn-out payment of up to $7.5 million. The amount of any earnout payment will depend on BlackLynx achieving certain revenue and gross margin thresholds in calendar year 2022. The purchase price was paid in cash and is subject to customary post-closing adjustments.
- On March 2, 2021, Jacobs completed the strategic investment of a 65% interest in PA Consulting, a UK-based leading innovation and transformation consulting firm. The total consideration paid by the Company was $1.7 billion, funded through cash on hand, a new term loan and draws on the Company's existing revolver. The remaining 35% interest is held by PA Consulting employees.
- On November 24, 2020, Jacobs completed the acquisition of Buffalo Group, a leader in advanced cyber and intelligence solutions.
- On March 6, 2020, Jacobs acquired the nuclear consulting, remediation and program management business of John Wood Group ("John Wood Group" or "Wood Group"), a U.K.-based energy services company.
- On June 12, 2019, Jacobs acquired The KeyW Holding Corporation (“KeyW”), a U.S.-based national security technology solutions provider to the intelligence, cyber, and counterterrorism communities.
- On April 26, 2019, Jacobs completed the sale of its Energy, Chemicals and Resources ("ECR") business to Worley Limited, a company incorporated in Australia ("Worley"), for a purchase price of $3.4 billion consisting of (i) $2.8 billion in cash plus (ii) 58.2 million ordinary shares of Worley, subject to adjustments for changes in working capital and certain other items (the “ECR sale”). ECR provided engineering and construction services mainly for energy, chemicals and resources sectors. With the sale of ECR, the Company has exited direct hire construction and fixed price lump sum energy-related construction.
- On December 15, 2017, Jacobs acquired CH2M, a provider of consulting and other services in the water, environmental, transportation and nuclear remediation sectors.

Share Repurchases

During fiscal 2021, the Company repurchased $274.9 million in shares.

Shareholder Dividends

During fiscal 2021, the Company paid dividends of $.19 per share in the first quarter and $.21 per share in the second, third and fourth quarters.

Impact of COVID-19 on Our Business

In fiscal 2021, demand for certain of our services, including those supporting health care relief efforts relating to COVID-19, increased as a result of COVID-19. Notwithstanding our continuing critical operations, COVID-19 negatively impacted parts of our business, and may have further adverse impacts on our continued operations, including those listed and discussed in Item 1A, Risk Factors included in this Annual Report on Form 10-K. Looking ahead, we have developed contingency plans to reduce costs further if the situation further deteriorates or lasts longer than current expectations. We continue to actively monitor the situation and may take further actions that alter our business operations as may be necessary or appropriate for the health and safety of employees, contractors, customers, suppliers or others or as required by international, federal, state or local authorities.

Based on current estimates, we expect the impact of COVID-19 to continue through fiscal 2022, although to a lesser degree than what was seen in fiscal 2021 and 2020. Although this business disruption is expected to be temporary, significant uncertainty exists concerning the magnitude, duration and impacts of the COVID-19 pandemic, including with regard to the effects on our customers, customer demand for our services and supply chain. Accordingly, actual results for future fiscal periods could differ materially versus current expectations and current results and financial condition discussed herein may not be indicative of future operating results and trends.

Looking forward to the future of work, we are embracing and rethinking how we will work differently - honing our capabilities to better help our clients adjust, innovate and implement. Our reimagined solutions drive resilient outcomes now through the pandemic to what comes next as the world changes and we face other unprecedented challenges.

For a discussion of risks and uncertainties related to COVID-19, including the potential impacts on our business, financial condition and results of operations, see Item 1A - *Risk Factors*.

Lines of Business

The services we provide fall into the following two lines of business (LOB): Critical Mission Solutions (CMS), People & Places Solutions (P&PS) and a majority investment in PA Consulting (PA), which are also the Company's reportable segments. For additional information regarding our segments, including information about our financial results by segment and financial results by geography, see Note 20 - *Segment Information* of Notes to Consolidated Financial Statements beginning on page F-1 of this Annual Report on Form 10-K.

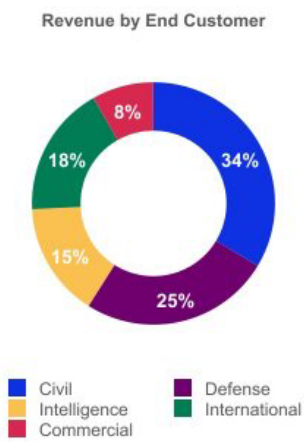
Critical Mission Solutions (CMS)

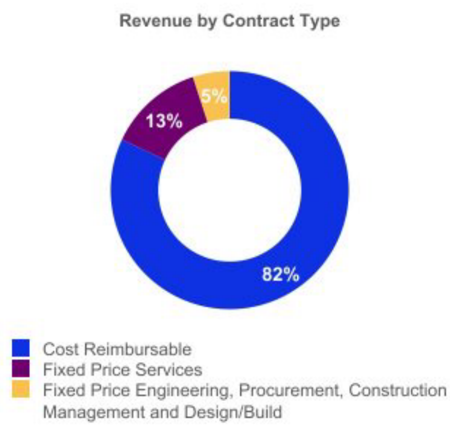
Our Critical Mission Solutions line of business provides a full spectrum of cyber, data analytics, systems and software application integration services and consulting, enterprise level operations and maintenance and mission IT, engineering and design, enterprise operations and maintenance, program management, and other highly technical consulting solutions to government agencies as well as commercial customers and international markets. Our representative clients include the U.S. Department of Defense (DoD), the Combatant Commands, the U.S. Intelligence Community, NASA, the U.S. Department of Energy (DoE), U.K. Ministry of Defence, the U.K. Nuclear Decommissioning Authority (NDA), and the Australian Department of Defence, as well as private sector customers mainly in the aerospace, automotive, energy and telecom sectors.

Serving mission-critical end markets

Critical Mission Solutions serves broad sectors, including U.S. government services, cyber, nuclear, commercial and international sectors.

Fiscal Year 2021





The U.S. Government is the world's largest buyer of technical services, and in fiscal 2021, approximately 74% of CMS's revenue was earned from serving the DoD, Intelligence Community and Federal Civilian governmental entities.

Trends affecting our government clients include information warfare, cyber, IT modernization, space exploration and intelligence, defense systems and intelligent asset management, which are driving demand for our highly technical solutions.

Another trend we are witnessing is an increase in the capabilities of unmanned aircraft and hypersonic weapons, which is impacting both offensive and defensive spending priorities among our clients and is a driver for next generation solutions such as C5ISR (command, control, communications, computer, combat systems, intelligence, surveillance and reconnaissance) and advanced aeronautical testing, respectively. We are also seeing an increase in space exploration initiatives both from the U.S. government, such as NASA's Artemis program to return to the moon in 2024, as well as the commercial sector.

Within the nuclear sector, our customers have decades-long initiatives to manage, upgrade, decommission and remediate existing energy infrastructure and nuclear defense facilities.

Our international customers, which accounted for 18% of fiscal 2021 revenue, have also increased demand for our IT and cybersecurity solutions and nuclear projects, and the U.K. Ministry of Defence continues to focus on accelerating its strategic innovative and technology focused initiatives.

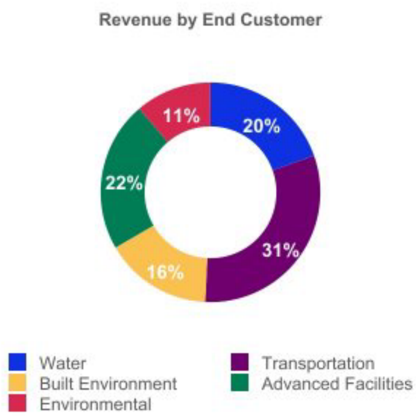
Leveraging our base market of offering valued technical services to U.S. government customers, CMS also serves commercial markets. In fiscal 2021, approximately 8% of CMS's revenue was from various U.S. commercial sectors, including the telecommunications sector, which anticipates a large cellular infrastructure build-out from 4G to 5G technology. And like our government facility-based clients, our commercial manufacturing clients are seeking ways to reduce maintenance costs and optimize their facilities with network connected facilities and equipment to optimize operational systems, which we refer to as Intelligent Asset Management.

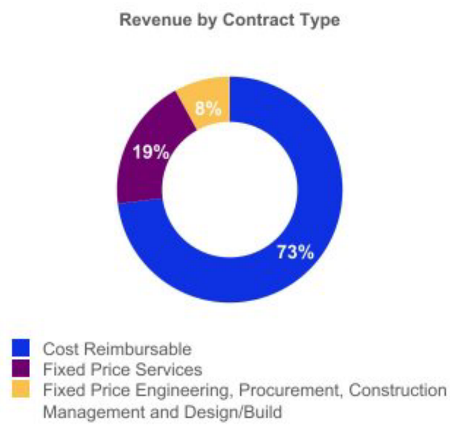
People & Places Solutions (P&PS)

Jacobs' People & Places Solutions line of business provides end-to-end solutions for our clients' most complex challenges – whether climate change, energy transition, connected mobility, integrated water management, smart cities or vaccine manufacturing. In doing so, we incorporate the full spectrum of data science and technology-enabled toolsets within a people-centric solution development and delivery framework. We embrace inclusive engagement of partners and stakeholders and generate enduring social equity/value through consulting, planning, architecture, design and engineering project outcomes, as well as long-term operation of facilities and infrastructure. Solutions may be delivered as standalone engagements or through comprehensive program management that integrates disparate workstreams to yield additional benefits not attainable through project-by-project implementation. We also provide progressive design-build and construction management at-risk delivery solutions in targeted markets.

Our clients include national, state and local government in the U.S., Europe, U.K., Middle East, Australia, New Zealand and Asia, as well as multinational private sector clients throughout the world.

Fiscal Year 2021





Serving broad industry sectors that support people and places

Aging infrastructure; climate action; urbanization; water, food and energy security; global supply chains; pandemic preparedness and response; environmental, social, and corporate governance (ESG); and digital transformation are driving new challenges and opportunities for our clients. These drivers are highlighting the need for holistic, integrated technology solutions that draw on the domain knowledge in the multidisciplinary consulting and delivery expertise of our global workforce. For example, an airport is no longer simply aviation infrastructure but is now a smart city with extensive operational, cybersecurity and autonomous mobility requirements, as well as the contactless travel requirements necessary to best manage COVID-19. Master planning for a city now requires advanced analytics to plan for climate adaption and next-generation mobility as well as revenue generating fiber infrastructure. The future of nearly all water infrastructure will be highly technology-enabled, leveraging solutions with digital twins, predictive analytics and smart metering technology to ensure we're giving communities, industries and regions the secure water resource they need to flourish and expand.

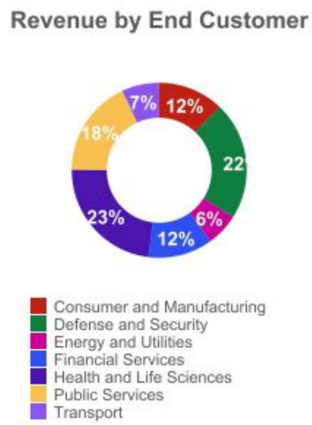
This increase in technology requirements is a key factor in our organic growth strategy as well as our recent acquisitions, strategic investments and divestitures. Our business model is evolving to provide a broader spectrum of digital- and technology-enabled solutions to address our infrastructure clients' challenges with less exposure to craft construction services. Our focus on the five core sectors of Transportation, Water, Built Environment, Environmental and Advanced Facilities provides us with the ability to leverage our expansive domain expertise across all global markets, enabling truly end-to-end connected solutions for our clients' most complex major projects and programs, including Expo 2020 Dubai, the Thames Estuary Asset Management (TEAM 2100) and the LaGuardia Airport Redevelopment.

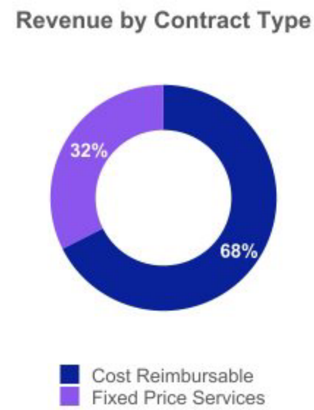
A strong foundation of data-rich innovative solutions is woven into every project that we deliver. This may include Jacobs-developed proprietary software that employs an array of technical expertise to enable the most efficient, effective and predictable solutions for our clients.

PA Consulting (PA)

Jacobs invested in a 65% stake in PA, the consultancy that is Bringing Ingenuity to Life. Its diverse teams of experts combine innovative thinking and breakthrough use of technologies to progress further, faster. PA's clients adapt and transform and achieve enduring results. An innovation and transformation consultancy, PA's roughly 3,300 employees work across seven sectors: consumer and manufacturing, defense and security, energy and utilities, financial services, government, health and life sciences, and transport. PA people are strategists, innovators, designers, consultants, digital experts, scientists, engineers and technologists. The team operates globally from offices across the U.K., U.S., Nordics and the Netherlands.

PA offers end-to-end innovation, accelerating new growth ideas from concept, through design, development, and to commercial success, and revitalizing organizations, building the leadership, culture, systems and processes to make innovation a reality. The company has a diverse mix of private and public sector clients, from global household names to start-ups, to national and local public services.





Jacobs and PA recognize that unprecedented changes in society and technology are creating new opportunities to make a positive impact, and together, the companies are supporting clients to address five key trends: product and service innovation; the future of work; sustainability and climate change; the quest to lead healthier lives; and the challenges of keeping people (and the organizations they work for) safe. PA's distinct brand, market positioning and competitive differentiation positions the company well to help clients respond and seize new opportunities.

PA led the efforts to design, manufacture and distribute thousands of lifesaving ventilators as part of the U.K. Ventilator Challenge, and has continued to support the U.K. Government's COVID-19 response throughout 2021. Other work during 2021 includes re-designing the U.K. Army's Operating Model, working as the Home Office's Software Engineering partner for border safety, and working with the U.K. MOD's Defence Science & Technology Laboratory and the Danish National Genome Center.

Recently, PA has been appointed by the U.K. Government to design an iconic electric vehicle charge point to accelerate the transition to electric vehicles. And PA and Jacobs together announced a joint framework win, with the U.K.'s Department for Environment, Food & Rural Affairs, for business transformation and delivery.

PA has seen growth projects across key industries within the private sector, including Consumer & Manufacturing, Health & Life Sciences, Transportation and Financial Services.

Energy, Chemicals and Resources (ECR)

ECR Disposition

On April 26, 2019, Jacobs completed the sale of its Energy, Chemicals and Resources (ECR) business to Worley Limited, a company incorporated in Australia (Worley), for a purchase price of $3.4 billion consisting of (i) $2.8 billion in cash plus (ii) 58.2 million ordinary shares of Worley, subject to adjustments for changes in working capital and certain other items (the ECR sale).

As a result of the ECR sale, substantially all ECR-related assets and liabilities were sold (the "Disposal Group"). We determined that the disposal group should be reported as discontinued operations in accordance with ASC 210-05, *Discontinued Operations* because their disposal represents a strategic shift that had a major effect on our operations and financial results. As such, the financial results of the ECR business are reflected in our Consolidated Statements of Earnings as discontinued operations for all periods presented. Additionally, assets and liabilities of the ECR business were reflected as held-for-sale in the Consolidated Balance Sheets through September 27, 2019. As of the year ended October 2, 2020, all of the ECR business to be sold under the terms of the sale has been conveyed to Worley and as such, no amounts remained held for sale. For further discussion, see Note 16- *Sale of Energy, Chemicals and Resources ("ECR") Business* to the consolidated financial statements.

Significant Customers

The following table sets forth the percentage of total revenues earned directly or indirectly from agencies of the U.S. federal government for each of the last three fiscal years:

2021	2020	2019
33%	33%	27%

Given the percentage of total revenue derived directly from the U.S. federal government, the loss of U.S. federal government agencies as customers could have a material adverse effect on the Company. In addition, any or all of our government contracts could be terminated, we could be suspended or debarred from all government contract work, or payment of our costs could be disallowed. Approximately 83% of revenue derived directly from the U.S. federal government is in the CMS segment. For more information on risks relating to our government contracts, see Item 1A - *Risk Factors.*

Contracts

While there is considerable variation in the pricing provisions of the contracts we undertake, our contracts generally fall into two broad categories: cost-reimbursable and fixed-price. The following table sets forth the percentages of total revenues represented by these types of contracts for each of the last three fiscal years:

	2021	2020	2019
Cost-reimbursable	76%	76%	76%
Fixed-price, limited risk	18%	17%	18%
Fixed-price, at risk	6%	7%	6%

In accordance with industry practice, most of our contracts (including those with the U.S. federal government) are subject to termination at the discretion of the client, which is discussed in greater detail in *Item 1A - Risk Factors*. In such situations, our contracts typically provide for reimbursement of costs incurred and payment of fees earned through the date of termination.

Cost-Reimbursable Contracts

Cost-reimbursable contracts generally provide for reimbursement of costs incurred plus an amount of profit. The profit element may be in the form of a simple mark-up applied to the labor costs incurred or it may be in the form of a fee, or a combination of a mark-up and a fee. The fee element can also take several forms. The fee may be a fixed amount; it may be an amount based on a percentage of the costs incurred; or it may be an incentive fee based on targets, milestones, or performance factors defined in the contract.

Fixed-Price Contracts

Fixed-price contracts include both “lump sum bid” contracts and “negotiated fixed-price” contracts. Under lump sum bid contracts, we typically bid against competitors based on client-furnished specifications. This type of pricing presents certain inherent risks, including the possibility of ambiguities in the specifications received, problems with new technologies, and economic and other changes that may occur over the contract period. Additionally, it is not unusual for lump sum bid contracts to lead to an adversarial relationship with clients, which is contrary to our relationship-based business model. Accordingly, lump sum bid contracts are not our preferred form of contract. In contrast, under a negotiated fixed-price contract, we are selected as the contractor first and then we negotiate a price with our client. Negotiated fixed-price contracts frequently exist in single-responsibility arrangements where we perform some portion of the work before negotiating the total price of the project. Thus, although both types of contracts involve a firm price for the client, the lump sum bid contract provides the greater degree of risk to us in our services contracts as well as construction. However, because of economies that may be realized during the contract term, both negotiated fixed-price and lump sum bid contracts may offer greater profit potential than other types of contracts. The Company carefully manages the risk inherent in these types of contracts. In recent years, most of our fixed-price work has been either negotiated fixed-price contracts or lump sum bid contracts for design and/or project services, rather than turnkey construction.

Competition

We compete with a large number of companies across the world including technology consulting, federal IT services, aerospace, defense and engineering firms. Typically, no single company or companies dominate the markets in which we provide services and in many cases we partner with our competitors or other companies to jointly pursue projects. AECOM, Booz Allen, CACI, KBR, Leidos, Parsons, SAIC, Tetra Tech, WSP, General Dynamics, Northrop Grumman, Accenture, Stantec, Montrose, Capgemini, Cognizant, DXC Technology, Fluor, 3LHarris, Quanta Services, SNC-Lavalin, IBM, Infosys, Deloitte, KPMG, PwC, ICF International and Huron are some of our competitors. We compete based on the following factors, among others: technical capabilities, reputation for quality, price of services, safety record, availability of qualified personnel, and ability to timely perform work and contract terms.

Human Capital Management

At Jacobs, our people are the heart of our business. With our culture of caring and inclusion as our foundation, we celebrate the differences that drive our collective strength and encourage our employees that there is no limit to who they can be and what we can achieve. Together we deliver extraordinary solutions for a better tomorrow and live by our employee value statement: Jacobs. A world where you can.

As of October 1, 2021, we had a workforce of approximately 55,000 people worldwide, including a contingent workforce of approximately 3,000 people. The breakdown of our employees by region is as follows:

Region	Percentage of Global Workforce[1]	
Americas	61	%
Europe (including U.K)	23	%
Asia Pacific (including India)	13	%
Middle East and Africa	3	%

(1) Excludes contingent workforce

Attracting, Engaging and Developing our Workforce

The success of Jacobs is dependent on our ability to hire, retain, engage and leverage highly qualified employees, across the full spectrum of technical, professional, scientific and consulting disciplines. We put the spotlight on ensuring that Jacobs is an employer of choice in every way: we are a merit-based organization that is inclusive and diverse; we are building an inclusive culture where all employees feel they belong. Our culture is the foundation for selecting, developing and retaining the best and brightest minds at Jacobs. Our eight Jacobs Employee Networks play a critical role in attracting new talent into our business, helping to shape our recruiting strategies and policies, our science, technology, engineering, arts and math (STEAM) programs, and our accessibility practices. In fiscal 2021, more than1,900 graduates, interns and apprentices were welcomed to our global team; making a total of approximately 3,500 early career talent working with us.

In fiscal year 2021, our people took the time to share honest, unfiltered feedback in our confidential culture survey. The results were overwhelmingly positive, with the majority of respondents feeling connected to our values, inspired by our culture of integrity, safety, and inclusion — and proud to be part of Jacobs. We shared six priority areas, along with a set of dynamic dashboards, enabling all employees to see survey data relevant to them.

Our unique employee experience platform – e3: engage. excel. elevate. – is not just a system but a mindset for developing our employees through continuous feedback and celebrations, aligning priorities, learning new skills and upskilling knowledge. To date, 97% of our employees have participated in their current annual conversation about their priorities and accomplishments. In fiscal year 2021, we launched 1,696 new courses across ten learning spaces, including our new Advocate & Ally development program. In partnership with the Royal Scottish Geographical Society, we launched the Climate Solutions Accelerator online course to employees to help them understand the role they can play in climate change action and continue to develop the critical green skills and solutions needed for our continually evolving world. We expanded our Executive Leadership Program, developed by Jacobs in partnership with Duke Corporate Education, with 224 of our next level leaders participating in our Amplif(i)3 Program. We accelerated talent development in creating sustainable solutions through our participation in the UN Global Compact Young SDG Innovators program. And, we published our No Harassment, Discrimination, Bullying and Violence Policy on our external Jacobs website.

Focus on Inclusion and Diversity

At Jacobs we have an unparalleled focus on inclusion, with a diverse team of visionaries, thinkers and doers. We embrace all perspectives, collaborating to make a positive impact. Joining, belonging and thriving are Jacobs' key elements in retaining talent and developing a culture where people want to stay – and a place where you can bring your best, whole self to work.

TogetherBeyond℠ is our approach to living inclusion every day and enabling diversity and equity globally – it is not just about numbers and statistics, but about every one of our people and the collective strength we take from their unique perspectives and ambitions.

Operationalizing TogetherBeyond is supported by the strength of tangible leadership commitment and accountability at Jacobs. Our Board of Directors is now 55% diverse, (race and gender) and our Executive Leadership Team is 67% diverse.

Having a culture of belonging where everyone can join in and thrive allows us to recruit and retain the best global talent and drive innovative solutions for our business, clients and communities. Through TogetherBeyond, we tackle topics that are important to our employees such as equality, unconscious bias and allyship. While providing training and resources to our people is important – over 97% of them have completed our Advocate & Ally inclusion learning program – equally effective are the regular authentic and courageous conversations our grassroots employee networks are creating around these topics.

We are committed to holding all leaders accountable to making sure that broad based diversity is reflected in their own teams, using data analytics to measure our progress with the same rigor and transparency as our financial performance metrics. Inclusive behaviors are now a key formal component of all our leaders' performance and salary reviews, and all leaders at Vice President level and above are required to mentor two or more junior members of staff, at least one of whom must have different lived a experience from themselves (i.e. on the basis of ethnicity, gender, race, geography, disability, sexuality or veteran status). This framework supports our Global Action Plan for Advancing Justice and Equality and our 2025 aspirational 40:40:20 goal (40% men, 40% women and 20% any gender) — and ensures that we are propelling a new generation of diverse visionary thinkers throughout our company.

As of October 1, 2021, our U.S. employees had the following race and ethnicity demographics:

	October 1, 2021 All U.S. Employees (1)	
White	70.0	%
Hispanic / Latinx	9.3	%
Black	8.6	%
Asian	7.1	%
Multiracial	2.3	%
American Indian or Alaska Native	0.5	%
Native Hawaiian / Other Pacific Islander	0.4	%
Not provided	1.8	%

(1) Includes U.S. employee population only (excluding approximately 2,000 craft employees)

Our focus on creating equal opportunities within Jacobs, including as to historically underrepresented groups, continues to increase as we deliver on the promises laid out in our Global Action Plan for Advancing Justice and Equality launched in fiscal year 2020.

In partnership with McKinsey, nearly 300 talented employees are participating in their Connected Leaders Academy programs, which seek to create a unique learning environment and safe space for sharing common experiences, helping promising Black, Latinx and Asian employees build their network and become part of a new wave of Jacobs leaders.

Our Black and Latinx employee networks, Harambee and Enlace, continue to lead STEAM outreach efforts in the communities that we serve and are working to bring a new generation of diverse visionaries from underrepresented and underserved groups into the industry.

As of October 1, 2021, our global employees had the following gender demographics:

	October 1, 2021	
	Women	Men
All employees	30.0%	70.0%

U.S. combined diverse talent (ethnicity & female) was 47.4%. In partnership with our Women’s Network, we launched gender-balanced interview teams, provided flexible working arrangements, improved caregiver leave, rolled out our first domestic violence policy in Australia/NZ, piloted a “Male Champions of Change” allyship program and created “Bridge the Gap”, a program that actively support parents returning to work.

We are taking action in connection with our Prism network to ensure that our LGBTQ+ family can truly “bring their whole best self to work”, establishing gender-neutral restrooms, training HR specialists on transgender guidelines and ensuring U.S. healthcare plans are inclusive.

Through VetNet, our employee network for veterans, their families and current military reserve members, we continue to work to recruit, develop and retain the best military and veteran talent, partnering with key organizations like Hiring Our Heroes, Boots2Roots and HirePurpose. We were proud to receive the HIRE Vets Gold Medallion for Veteran Recruiting.

Our One World employee network continues to celebrate cultures around the globe and to foster global connectivity, nurturing and supporting our diverse employees and clients across all ethnicities and cultures.

Our ACE employee network connects and empowers members living with disability, health challenges or neurodiversity, and those who provide care to others. ACE embraces the social model of disability which aims to identify and remove the social, digital, and physical barriers that create exclusion in the workplace and society in general.

Through our Jacobs Careers Network (JCN), we empower every employee to maximize their potential and make Jacobs the industry leader and workplace of choice. JCN organizes and supports career-enriching development and networking opportunities in all our geographies.

Looking ahead, we will continue to focus on inclusion, belonging and diversity by:

- Continuing action through our global Action Plan for Advancing Justice and Equality
- Striving to achieve our aspirational goals of creating a more gender-balanced and a more racially/ethnically diverse workforce around the globe to more appropriately reflect the labor markets and communities in which we live and serve
- Amplifying our culture of belonging and helping all employees see the various communities they can engage with at Jacobs so that everyone has a sense of belonging
- Following through on our six priority areas identified through our global culture survey
- Identifying, developing and promoting allies across Jacobs

Our Employees' Safety and Well-being

As global challenges to our security, well-being and ability to operate evolve, we stay focused on managing HSE and security risks effectively and leveraging our Culture of Caring℠ to deliver the best outcomes for our people, the environment and our company. Our new BeyondZero® strategy continues to drive a safer, more secure, healthier, and more resilient future for our Jacobs family, our communities and the environment. We are maturing our business continuity program to assure business delivery and resilience in an ever-changing operational environment.

We also continue to demonstrate safety excellence with another year of zero employee fatalities at work and a total recordable incident rate[1] of 0.21, compared to the North American Industry Classification System's most recently reported[2] aggregate rate of 0.70.

Our new global well-being strategy integrates physical, mental, financial, social and workplace well-being for Jacobs employees and their families. The strategy includes Jacobs' One Million Lives, developed in collaboration with global mental health professionals, to provide a free mental health check-in tool with a resources website that enable users to check their own mental health and access proactive strategies for personal mental health development. Over 14,000 One Million Lives check-ins were completed between December 2020 launch and our fiscal year end 2021.

In fiscal 2021, all vice presidents acknowledged and made a commitment to become BeyondZero Ambassadors and establish priorities to deliver the greatest impact through our BeyondZero strategy. More than 2,500 Positive Mental Health Champions (a 35% increase from fiscal year 2020) are now trained to support the mental well-being of our employees and one in every 21 employees is trained as a Positive Mental Health Champion. In addition, we launched Suicide Awareness Training through our e3 Learning.

We are committed to continue our work to create an inclusive and innovative organization and taking action to ensure Jacobs is, and remains, an employer of choice.

1 As at October 15, 2021 and recorded in accordance with OSHA record keeping requirements, but subject to change thereafter due to possible injury/illness classification changes.
2 Cited on October 5th, 2021 via U.S. Bureau of Labor Statistics - Incidence rates of non-fatal occupational injuries and illnesses by industry and case types, 2019 for NAICS code 5413XXX.

Information About Our Executive Officers

The information required by Paragraph (a), and Paragraphs (c) through (g) of Item 401 of Regulation S-K (except for information required by Paragraph (e) of that Item to the extent the required information pertains to our executive officers) and Item 405 of Regulation S-K is set forth under the caption "Members of the Board of Directors" in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A within 120 days after the close of our fiscal year and is incorporated herein by reference.

The following table presents the information required by Paragraph (b) of Item 401 of Regulation S-K.

Name	Age	Position with the Company	Year Joined the Company
Steven J. Demetriou	63	Chair and Chief Executive Officer	2015
Kevin C. Berryman	62	President and Chief Financial Officer	2014
Robert V. Pragada	53	President and Chief Operating Officer	2016
Dawne S. Hickton	64	Executive Vice President and President, Critical Mission Solutions	2019
Patrick X. Hill	48	Executive Vice President and President, People & Places Solutions	1998
Joanne E. Caruso	61	Executive Vice President, Chief Legal and Administrative Officer	2012
William B. Allen, Jr.	57	Senior Vice President, Chief Accounting Officer	2016

All of the officers listed in the preceding table serve in their respective capacities at the pleasure of the Board of Directors of the Company.

Mr. Demetriou joined the Company in August 2015. Mr. Demetriou served as Chairman and CEO of Aleris Corporation for 14 years, a global downstream aluminum producer based in Cleveland, Ohio. Over the course of his career, he has gained broad experience with companies in a range of industries including metals, specialty chemicals, oil & gas, manufacturing and fertilizers.

Mr. Berryman joined the Company in December 2014. Mr. Berryman served as EVP and CFO for five years at International Flavors and Fragrances Inc., an S&P 500 company and leading global creator of flavors and fragrances used in a wide variety of consumer products. Prior to that, he spent 25 years at Nestlé in a number of finance roles including treasury, mergers & acquisitions, strategic planning and control.

Mr. Pragada rejoined the Company in February 2016 after serving as President and Chief Executive Officer of The Brock Group since August 2014. From March 2006 to August 2014 Mr. Pragada served in executive and senior leadership capacities with the Company.

Ms. Hickton joined the Company in 2019. Previously, Ms. Hickton served as a member of the Board of Directors of the Company and was the Vice Chair and Chief Executive Officer for eight years at RTI International Metals, Inc., a global supplier of advanced titanium products and services in commercial aerospace, defense, propulsion, medical device and energy markets.

Mr. Hill joined the Company through the SKM acquisition, where he started in 1998. Mr. Hill has served in a number of senior leadership positions crossing multiple sectors and operations throughout Australia, New Zealand, Asia, Europe, the Middle East and the United States. Prior to his appointment as President – People & Places Solutions, Mr. Hill jointly led People & Places Solutions with day-to-day responsibilities for Jacobs' Buildings and Infrastructure global operations outside of North America.

Ms. Caruso joined the Company in 2012. Prior to becoming Executive Vice President, Chief Legal and Administrative Officer, Ms. Caruso was Senior Vice President, Chief Administrative Officer, and previously held the positions of Senior Vice President, Global Human Resources and Vice President, Global Litigation. Prior to joining the Company, Ms. Caruso was a partner in two international law firms, Howrey LLP and Baker & Hostetler LLP.

Mr. Allen joined the Company in October 2016. Mr. Allen served as Vice President, Finance and Principal Accounting Officer at LyondellBasell Industries, N.V. from 2013 to 2016. Prior to that, he was with Albemarle Corporation, where he served as Vice President, Corporate Controller and Chief Accounting Officer from 2009 to 2013 after serving in CFO roles for their Catalysts and Fine Chemistry businesses from 2005 to 2009.

Additional Information

Jacobs was founded in 1947 and incorporated as a Delaware corporation in 1987. We are headquartered in Dallas, Texas, USA. The SEC maintains a site on the Internet that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The SEC's website is http://www.sec.gov. You may also read and download the various reports we file with, or furnish to, the SEC free of charge from our website at www.jacobs.com.

Item 1A. RISK FACTORS

We operate in a changing global environment that involves numerous known and unknown risks and uncertainties that could materially adversely affect our business, financial condition and results of operations. The risks described below highlight some of the factors that have affected and could affect us in the future. We may also be affected by unknown risks or risks that we currently think are immaterial. If any such events actually occur, our business, financial condition and results of operations could be materially adversely affected.

Summary Risk Factors

The following is a summary of some of the risks and uncertainties that could materially adversely affect our business, financial condition and results of operations. You should read this summary together with the more detailed description of each risk factor contained below.

Risks Related to Our Operations

- The COVID-19 pandemic, including the measures that international, federal, state and local public health and other governmental authorities implement to address it, have adversely affected, and may continue to adversely affect, our business, financial condition and results of operations.
- Project sites are inherently dangerous workplaces. Failure to maintain safe work sites by us, the owner or others working at the project site can lead to our employees or others becoming injured, disabled or even losing their lives, and exposes us to significant financial losses and reputational harm, as well as civil and criminal liabilities.
- Our results of operations depend on the award of new contracts and the timing of the performance of these contracts.
- We engage in a highly competitive business. If we are unable to compete effectively, we could lose market share and our business and results of operations could be negatively impacted.
- The nature of our contracts, particularly those that are fixed-price, subjects us to risks of cost overruns. We may experience reduced profits or, in some cases, losses if costs increase above budgets or estimates or if the project experiences schedule delays.
- The contracts in our backlog may be adjusted, canceled or suspended by our clients and, therefore, our backlog is not necessarily indicative of our future revenues or earnings. Additionally, even if fully performed, our backlog is not a good indicator of our future gross margins.
- Contracts with the U.S. federal government and other governments and their agencies pose additional risks relating to future funding and compliance.
- Our project execution activities may result in liability for faulty services.
- The outcome of pending and future claims and litigation could have a material adverse impact on our business, financial condition, and results of operations and damage our reputation.
- Our use of joint ventures, partnerships and strategic investments in entities exposes us to risks and uncertainties, many of which are outside of our control
- Employee, agent or partner misconduct, or our overall failure to comply with laws or regulations, could weaken our ability to win contracts, which could result in reduced revenues and profits.
- Our international operations are exposed to additional risks and uncertainties, including unfavorable political developments and weak foreign economies.
- Cyber security or privacy breaches, or systems and information technology interruption or failure could adversely impact our ability to operate or expose us to significant financial losses and reputational harm.
- We are subject to professional standards, duties and statutory obligations on professional reports and opinions we issue, which could subject us to monetary damages.
- If we do not have adequate indemnification for our nuclear services, it could adversely affect our business, financial condition and results of operations.
- Our actual results could differ from the estimates and assumptions used to prepare our financial statements.
- An impairment charge on our goodwill could have a material adverse impact on our financial position and results of operations.

- We may be required to contribute additional cash to meet any underfunded benefit obligations associated with retirement and post-retirement benefit plans we manage or for which we have contribution and/or funding obligations.
- Demand for our services is cyclical as the sectors and industries in which our clients operate are impacted by economic downturns, reductions in government or private spending and times of political uncertainty.
- Rising inflation, interest rates, and/or construction costs could reduce the demand for our services as well as decrease our profit on our existing contracts, in particular with respect to our fixed-price contracts.
- Our global presence could give rise to material fluctuations in our income tax rates.
- Our businesses could be materially and adversely affected by events outside of our control.
- Our continued success is dependent upon our ability to hire, retain, and utilize qualified personnel.
- Our business strategy relies in part on acquisitions and strategic investments to sustain our growth. These transactions present certain risks and uncertainties.
- Our professional reputation and relationships with U.S. government agencies are critical to our business, and any harm to our reputation or relationships could decrease the amount of business the U.S. government does with us, which could have a material adverse effect on our business, financial condition and results of operations.
- Our focus on new growth areas for our business entails risks, including those associated with new relationships, clients, talent needs, capabilities, service offerings, and maintaining our collaborative culture and core values.

Risks Related to Regulatory Compliance

- Past and future environmental, health, and safety laws could impose significant additional costs and liabilities.
- If we fail to comply with federal, state, local or foreign governmental requirements, our business may be adversely affected.
- We could be adversely affected by violations of the U.S. Foreign Corrupt Practices Act and similar worldwide anti-bribery laws.

Risks Related to Climate Change

- Climate change and related environmental issues could have a material adverse impact on our business, financial condition and results of operations.
- We may be affected by market or regulatory responses to climate change.
- We may be unable to achieve our climate commitments and targets.

Risks Related to Our Indebtedness

- We rely on cash provided by operations and liquidity under our credit facilities to fund our business. Negative conditions in the credit and financial markets and delays in receiving client payments could adversely affect our cost of borrowing and our business.
- Maintaining adequate bonding and letter of credit capacity is necessary for us to successfully bid on and win some contracts.

Risks Related to Our Common Stock

- Our quarterly results may fluctuate significantly, which could have a material negative effect on the price of our common stock.
- There can be no assurance that we will pay dividends on our common stock.
- In the event we issue stock as consideration for certain acquisitions we may make, we could dilute share ownership, and if we receive stock in connection with a divestiture, the value of stock is subject to fluctuation.

Risks Related to Our Operations

The COVID-19 pandemic, including the measures that international, federal, state and local public health and other governmental authorities implement to address it, have adversely affected, and may continue to adversely affect, our business, financial condition and results of operations.

Despite the availability of vaccines in some geographies, COVID-19 continues to spread throughout the United States and globally, including in regions where we have significant operations and personnel, and uncertainties exist as to the efficacy of vaccines against new variants or mutations of COVID-19. To attempt to mitigate the spread of the pandemic, there have been extraordinary and wide-ranging actions taken by international, federal, state and local public health and governmental authorities to contain and combat the outbreak of COVID-19 in regions across the United States and around the world. These actions include quarantines and “stay-at-home” or “shelter-in-place” orders, social distancing measures, travel restrictions, school closures and similar mandates for many individuals in order to substantially restrict daily activities and orders for many businesses to curtail or cease normal operations unless their work is critical, essential or life-sustaining and to require their employees to be vaccinated against COVID-19 as a condition for continued employment. Although there has been an easing of restrictions in certain jurisdictions, some of these restrictions have been reinstated in other jurisdictions, or could be reinstated in the future, to manage a resurgence or new outbreak of COVID-19, including in connection with new variants or mutations of the virus. In addition, the reopening of businesses and economies in certain countries is creating a variety of new challenges, including, for example, higher prices for goods and services, limited availability of products, and disruptions to supply chains. As such, the duration, severity of its effects and ultimate impact to the world’s population and the global economy are still unknown.

The COVID-19 pandemic has adversely affected, and may continue to adversely affect, certain elements of our business, including, but not limited to, the following:

- We have experienced, and may continue to experience, reductions in demand for certain of our services and the delay or abandonment of ongoing or anticipated projects due to our clients’, suppliers’ and other third parties’ diminished financial conditions or financial distress, as well as governmental budget constraints. These impacts are expected to continue or worsen if “stay-at-home”, “shelter-in-place”, social distancing, travel restrictions and other similar orders, measures or restrictions remain in place for an extended period of time or are re-imposed after being lifted or eased. Although we have experienced, and may continue to experience, an increase in demand for certain of our services as a result of new projects that have arisen in response to the COVID-19 pandemic, there can be no assurance that any such increased demand would be sufficient to offset lost or delayed demand.
- Government-sponsored stimulus or assistance programs enacted to-date in the United States and in the foreign countries in which we operate in response to the COVID-19 pandemic have only been available to us or our customers or suppliers on a limited basis and are insufficient to address the full impact of the COVID-19 pandemic. These and other government-sponsored assistance and stimulus programs are subject to renewal, modification or termination by the applicable governing bodies. If any government-sponsored program from which we receive benefits is modified or terminated, our benefits thereunder could decline or cease altogether, which could have a material adverse effect on our business, financial position, results of operations, and/or cash flows.
- Our clients may be unable to meet their payment obligations to us in a timely manner, including as a result of deteriorating financial condition or bankruptcy resulting from the COVID-19 pandemic and resulting economic impacts. Further, other third parties, such as suppliers, subcontractors, joint venture partners and other outside business partners, may experience significant disruptions in their ability to satisfy their obligations with respect to us, or they may be unable to do so altogether.
- While we have begun voluntary phased re-openings in our offices in accordance with guidance provided by government agencies, the majority of our employees are currently still working remotely. Although many of our employees can effectively perform their responsibilities while working remotely, some work is not well-suited for remote work, and that work may not be completed as efficiently as if it were performed on site. Additionally, we may be exposed to unexpected cybersecurity risks and additional information technology-related expenses as a result of these remote working requirements. In addition, our management team has spent, and will likely continue to spend, significant time, attention and resources monitoring the COVID-19 pandemic and seeking to manage its effects on our business and workforce.. A long-term continuation of these restrictions could, among other things, negatively impact employee morale and productivity. Any failure to

preserve our culture could harm our future success, including our ability to retain and recruit personnel, innovate and operate effectively and execute on our business strategy.

- Consistent with public health guidance and Executive Order 14042 mandating COVID-19 vaccination for employees of businesses servicing federal contracts, we have announced a Company policy requiring full COVID-19 vaccinations of all employees in the United States and Canada, except for employees who qualify for medical or religious exemptions. This policy, along with the federal vaccine mandate, may result in employee attrition and difficulty securing future labor needs, and could impair our ability to perform certain contractual services, to retain such contracts, and to win new business, all of which could have an adverse effect on our business, results of operations and/or cash flows.
- Illness, travel restrictions or other workforce disruptions could adversely affect our supply chain, our ability to timely and satisfactorily complete our clients' projects, our ability to provide services to our clients or our other business processes. Even after the COVID-19 pandemic subsides, we could experience a longer-term impact on our operating expenses, including, for example, the need for enhanced health and hygiene requirements or the periodic revival of social distancing or other measures in one or more regions in attempts to counteract future outbreaks.
- We may experience difficulties associated with hiring additional employees or replacing employees, in particular with respect to roles that require security clearances or other special qualifications that may be limited or difficult to obtain, as well as with effectively training and integrating new employees, and in the short term, to do so remotely during the COVID-19 pandemic. Increased turnover rates of our employees could increase operating costs and create challenges for us in maintaining high levels of employee awareness of, and compliance with, our internal procedures and external regulatory compliance requirements, in addition to increasing our recruiting, training and supervisory costs.
- In addition to existing travel restrictions implemented in response to the COVID-19 pandemic, jurisdictions may continue to close borders, impose prolonged quarantines and further restrict travel and business activity, which could materially impair our ability to support our operations and clients (both domestic and international), to source supplies through the global supply chain and to identify, pursue and capture new business opportunities, and which could continue to restrict the ability of our employees to access their workplaces. We also face the possibility of increased overhead or other expenses resulting from compliance with any current and future government orders or other measures enacted in response to the COVID-19 pandemic.
- We operate in many countries around the world, and certain of those countries' governments may be unable to effectively mitigate the financial or other impacts of the COVID-19 pandemic on their economies and workforces and our operations therein.

The continued global spread of the COVID-19 pandemic and the responses thereto are complex and rapidly evolving, and the extent to which the pandemic impacts our business, financial condition and results of operations, including the duration and magnitude of such impacts, will depend on numerous evolving factors that we may not be able to accurately predict or assess. COVID-19, and the volatile regional and global economic conditions stemming from the pandemic, as well as reactions to future pandemics or resurgences of COVID-19, could also precipitate or aggravate the other risk factors that we identify in this Annual Report on Form 10-K, which in turn could materially adversely affect our business, financial condition and results of operations. There may be other adverse consequences to our business, financial condition and results of operations from the spread of COVID-19 that we have not considered or have not become apparent. As a result, we cannot assure you that if COVID-19 continues to spread, it would not have a further adverse impact on our business, financial condition and results of operations.

Project sites are inherently dangerous workplaces. Failure to maintain safe work sites by us, the owner or others working at the project site can lead to our employees or others becoming injured, disabled or even losing their lives, and exposes us to significant financial losses and reputational harm, as well as civil and criminal liabilities.

Project sites often put our employees and others in close proximity with large pieces of mechanized equipment, moving vehicles, chemical and manufacturing processes and highly regulated materials, in a challenging environment and often in geographically remote locations. The failure by us or others working at such sites to implement safety procedures or the implementation of ineffective procedures, or the failure to implement and follow appropriate safety procedures, subjects our employees and others to the risk of injury, disability or loss of life, and subjects us to risk that the completion or commencement of our projects may be delayed and we may be exposed to litigation or investigations. Unsafe work sites also have the potential to increase employee turnover, increase the cost of a project to our clients and raise our operating and insurance costs. Any of the foregoing could result in financial losses or reputational harm, which could have a material adverse impact on our business, financial condition and results of operations.

In addition, our projects can involve the handling of hazardous and other highly regulated materials, and we are subject to the risk that the improper handling or disposal of such materials can lead to civil and/or criminal liabilities. We are also subject to regulations dealing with occupational health and safety. Although we maintain functional groups whose primary purpose is to ensure we implement effective health, safety and environmental ("HSE") work procedures throughout our organization, including project sites and maintenance sites, the failure to comply with such regulations could subject us to liability. In addition, despite the work of our functional groups, we cannot guarantee the safety of our personnel or that there will be no damage to or loss of our work, equipment or supplies.

Our safety record is critical to our reputation. Many of our clients require that we meet certain safety criteria to be eligible to bid for contracts and many contracts provide for automatic termination or forfeiture of some or all of our contract fees or profit in the event we fail to meet certain measures. Accordingly, if we fail to maintain adequate safety standards, we could suffer reduced profitability or the loss of projects or clients, which could have a material adverse impact on our business, financial condition and results of operations.

Our results of operations depend on the award of new contracts and the timing of the performance of these contracts.

Our revenues are derived from new contract awards. Delays in the timing of the awards or cancellations of such projects as a result of economic conditions, material and equipment pricing and availability or other factors could impact our long-term projected results. It is particularly difficult to predict whether or when we will receive large-scale projects as these contracts frequently involve a lengthy and complex bidding and selection process, which is affected by a number of factors, such as market conditions or governmental and environmental approvals. Since a significant portion of our revenues is generated from such projects, our results of operations and cash flows can fluctuate significantly from quarter to quarter depending on the timing of our contract awards and the commencement or progress of work under awarded contracts. Furthermore, many of these contracts are subject to financing contingencies and, as a result, we are subject to the risk that the customer will not be able to secure the necessary financing for the project.

In addition, many of our contracts require us to satisfy specific progress or performance milestones in order to receive payment from the customer. As a result, we often incur significant costs for engineering, materials, components, equipment, labor or subcontractors prior to receipt of payment from a customer.

The uncertainty of our contract award timing can also present difficulties in matching workforce size with contract needs. In some cases, we maintain and bear the cost of a ready workforce that is larger than necessary under existing contracts in anticipation of future workforce needs for expected contract awards. When an expected contract award is delayed or not received, we incur additional costs resulting from reductions in staff or redundancy of facilities, which could have a material adverse effect on our business, financial condition and results of operations.

We engage in a highly competitive business. If we are unable to compete effectively, we could lose market share and our business and results of operations could be negatively impacted.

We face intense competition to provide technical, professional and construction management services to clients. The markets we serve are highly competitive and we compete against a large number of regional, national and multinational companies. The extent and type of our competition varies by industry, geographic area and project type.

Our projects are frequently awarded through a competitive bidding process, which is standard in our industry. We are constantly competing for project awards based on pricing, schedule and the breadth and technical sophistication of our services. Competition can place downward pressure on our contract prices and profit margins, which at times forces us to accept contractual terms and conditions that are less favorable to us, thereby increasing the risk that, among other things, we may not realize profit margins at the same rates as we have seen in the past or may become responsible for costs or other liabilities we have not accepted in the past. If we are unable to compete effectively, we may experience a loss of market share or reduced profitability or both, which if significant, could have a material adverse impact on our business, financial condition and results of operations.

The nature of our contracts, particularly those that are fixed-price, subjects us to risks of cost overruns. We may experience reduced profits or, in some cases, losses if costs increase above budgets or estimates or if the project experiences schedule delays.

For fiscal 2021, approximately 24% of our revenues were earned under fixed-price contracts. Both fixed-price and many cost reimbursable contracts require us to estimate the total cost of the project in advance of our performance. For fixed-price contracts, we may benefit from any cost-savings, but we bear greater risk of paying some, if not all, of any cost overruns. Fixed-price contracts are established in part on partial or incomplete designs, cost and scheduling estimates that are based on a number of assumptions, including those about future economic conditions, commodity and other materials pricing and cost and availability of labor (including the cost of any related benefits or entitlements), equipment and materials and other exigencies. Cost overruns can occur, leading to reduced profits or, in some cases, a loss for that project for a variety of reasons, including if the design or the estimates prove inaccurate or if circumstances change due to, among other things, unanticipated technical problems, difficulties in obtaining permits or approvals, changes in local laws or labor conditions, weather or other delays beyond our control, changes in the costs of equipment or raw materials, our vendors' or subcontractors' inability or failure to perform, or changes in general economic conditions. These risks are exacerbated for projects with long-term durations because there is an increased risk that the circumstances on which we based our original estimates will change in a manner that increases costs. If the project is significant, or there are one or more issues that impact multiple projects, costs overruns could have a material adverse impact on our business, financial condition and results of operations.

Our contracts that are fundamentally cost reimbursable in nature may also present a risk to the extent the final cost on a project exceeds the amount the customer expected or budgeted. Like fixed-price contracts, the expected cost of cost-reimbursable projects is based in part on partial design and our estimates of the resources and time necessary to perform such contracts. A portion of the fee is often linked to these estimates and the related final cost and schedule objectives, and if for whatever reason these objectives are not met, the project may be less profitable than we expect or even result in losses.

If we, or any of our subsidiaries or companies in which we have made strategic investments, lose, or experience a significant reduction in, business from one or a few customers, it could have a material adverse impact on us.

A few clients have in the past, and may in the future, account for a significant portion of our revenue and/or backlog, or the revenue and/or backlog for our subsidiaries or companies in which we have made strategic investments, in any one year or over a period of several consecutive years. For example, in fiscal 2021, 2020 and 2019, approximately 33%, 33% and 27%, respectively, of our revenue was earned directly or indirectly from agencies of the U.S. federal government. Although we have long-standing relationships with many of our significant clients, our clients may unilaterally reduce, delay or cancel their contracts at any time. If we, or any of our subsidiaries or companies in which we have made strategic investments, lose, or experience a significant reduction in business from a significant client could have a material adverse impact on our business, financial condition, and results of operations.

The contracts in our backlog may be adjusted, canceled or suspended by our clients and, therefore, our backlog is not necessarily indicative of our future revenues or earnings. Additionally, even if fully performed, our backlog is not a good indicator of our future gross margins.

Backlog represents the total dollar amount of revenues we expect to record in the future as a result of performing work under contracts that have been awarded to us. As of the end of fiscal 2021, our backlog totaled approximately $26.6 billion. There is no assurance that backlog will actually be realized as revenues in the amounts reported or, if realized, will result in profits. In accordance with industry practice, substantially all of our contracts are subject to cancellation, termination, or suspension at the discretion of the client, including our U.S. government work. In the event of a project cancellation, we would generally have no contractual right to the total revenue reflected in our backlog. Projects can remain in backlog for extended periods of time because of the nature of the project and the timing of the particular services required by the project. The risk of contracts in backlog being canceled or suspended generally increases during periods of widespread economic slowdowns or in response to changes in commodity prices.

The contracts in our backlog are subject to changes in the scope of services to be provided as well as adjustments to the costs relating to the contracts. The revenue for certain contracts included in backlog is based on estimates. Additionally, the way we perform on our individual contracts can affect greatly our gross margins and hence, future profitability.

In some markets, there is a continuing trend towards cost-reimbursable contracts with incentive-fee arrangements. Typically, our incentive fees are based on such things as achievement of target completion dates or target costs, overall safety performance, overall client satisfaction and other performance criteria. If we fail to meet such targets or achieve the expected performance standards, we may receive a lower, or even zero, incentive fee resulting in lower gross margins. Accordingly, there is no assurance that the contracts in backlog, assuming they produce the revenues currently expected, will generate gross margins at the rates we have realized in the past.

Contracts with the U.S. federal government and other governments and their agencies pose additional risks relating to future funding and compliance.

Contracts with the U.S. federal government and other governments and their agencies, which are a significant source of our revenue and profit, are subject to various uncertainties, restrictions, and regulations including oversight audits by various government authorities as well as profit and cost controls, which could result in withholding or delay of payments to us. Government contracts are also exposed to uncertainties associated with funding such as sequestration and budget deficits. Contracts with the U.S. federal government, for example, are subject to the uncertainties of Congressional funding. U.S. government shutdowns or any related under-staffing of the government departments or agencies that interact with our business could result in program cancellations, disruptions and/or stop work orders, could limit the government's ability to effectively progress programs and make timely payments, and could limit our ability to perform on our existing U.S. government contracts and successfully compete for new work. Governments are typically under no obligation to maintain funding at any specific level, and funds for government programs may even be eliminated. Legislatures typically appropriate funds on a year-by-year basis, while contract performance may take more than one year. The U.S. government may also shift its spending focus away from areas, such as defense and space exploration, and towards other areas in which we do not currently provide services. As a result, contracts with government agencies may be only partially funded or may be terminated, and we may not realize all of the potential revenue and profit from those contracts.

Our government clients may reduce the scope of or terminate our contracts for convenience or decide not to renew our contracts with little or no prior notice. Since government contracts represent a significant percentage of our revenues (for example, those with the U.S. federal government represented approximately 33% of our total revenue in fiscal 2021), a significant reduction in government funding or the loss of such contracts could have a material adverse impact on our business, financial condition, and results of operations.

Most government contracts are awarded through a rigorous competitive process. The U.S. federal government has increasingly relied upon multiple-year contracts with multiple contractors that generally require those contractors to engage in an additional competitive bidding process for each task order issued under a contract. This process may result in us facing significant additional pricing pressure and uncertainty and incurring additional costs. Moreover, we may not be awarded government contracts because of existing policies designed to protect small businesses and under-represented minorities. Our inability to win new contracts or be awarded work under existing contracts could have a material adverse impact on our business, financial condition and results of operations.

In addition, government contracts are subject to specific procurement regulations and a variety of other socio-economic requirements, which affect how we transact business with our clients and, in some instances, impose additional costs on our business operations. For example, for contracts with the U.S. federal government, we must comply with the Federal Acquisition Regulation, the Truth in Negotiations Act, the Cost Accounting Standards, and numerous regulations governing environmental protection and employment practices. Government contracts also contain terms that expose us to heightened levels of risk and potential liability than non-government contracts. This includes, for example, unlimited indemnification obligations.

We also are subject to government audits, investigations, and proceedings. For example, government agencies such as the U.S. Defense Contract Audit Agency routinely review and audit us to determine the adequacy of and our compliance with our internal control systems and policies and whether allowable costs are in accordance with applicable regulations. These audits can result in a determination that a rule or regulation has been violated or that adjustments are necessary to the amount of contract costs we believe are reimbursable by the agencies and the amount of our overhead costs allocated to the agencies.

If we violate a rule or regulation, fail to comply with a contractual or other requirement or do not satisfy an audit, a variety of penalties can be imposed on us including monetary damages and criminal and civil penalties. For example, in so-called "qui tam" actions brought by individuals or the government under the U.S. Federal False Claims Act or under similar state and local laws, treble damages can be awarded. In addition, any or all of our government contracts could be terminated, we could be suspended or debarred from all government contract work, or payment of our costs could be disallowed. The occurrence of any of these actions could have a material adverse impact on our business, financial condition and results of operations.

Many of our federal government contracts require us to have security clearances, which can be difficult and time consuming to obtain. If our employees or our facilities are unable to obtain or retain the necessary security clearances, our clients could terminate or not renew existing contracts or award us new contracts, which could have a material adverse impact on our business, financial condition and results of operations could be negatively impacted.

Our project execution activities may result in liability for faulty services.

Failure to provide our services in accordance with applicable professional standards or contractual requirements exposes us to significant monetary damages or even criminal violations. Our engineering practice, for example, involves professional judgments regarding the planning, design, development, construction, operations and management of industrial facilities and public infrastructure projects. While we do not generally accept liability for consequential damages in our contracts, and although we have adopted a range of insurance, risk management and risk avoidance programs designed to reduce potential liabilities, a catastrophic event at one of our project sites or completed projects resulting from the services we have performed could result in significant professional or product liability and warranty or other claims against us as well as reputational harm, especially if public safety is impacted. These liabilities could exceed our insurance limits or the fees we generate, may not be covered by insurance at all due to various exclusions in our coverage and could impact our ability to obtain insurance in the future. Further, even where coverage applies, the policies have limits and deductibles or retentions, which results in our assumption of exposure for certain amounts with respect to any claim filed against us. In addition, clients or subcontractors who have agreed to indemnify us against any such liabilities or losses might refuse or be unable to pay us. An uninsured claim, either in part or in whole, as well as any claim covered by insurance but subject to a policy limit, high deductible and/or retention, if successful and of a material magnitude, could have a material adverse impact on our business, financial condition and results of operations.

The outcome of pending and future claims and litigation could have a material adverse impact on our business, financial condition, and results of operations and damage our reputation.

We are a party to claims and litigation in the normal course of business, including litigation inherited through acquisitions. Since we engage in engineering and construction activities for large facilities and projects where design, construction or systems failures can result in substantial injury or damage to employees or others, we are exposed to substantial claims and litigation and investigations due to the failure at any such facility or project. Such claims could relate to, among other things, personal injury, loss of life, business interruption, property damage, or pollution and environmental damage, and be brought by our clients or third parties, such as those who use or reside near our clients' projects. We can also be exposed to claims if we agreed that a project will achieve certain performance standards or satisfy certain technical requirements and those standards or requirements are not met. In many of our contracts with clients, subcontractors and vendors, we agree to retain or assume potential liabilities for damages, penalties, losses and other exposures relating to projects that could result in claims that greatly exceed the anticipated profits relating to those contracts. In addition, while clients and subcontractors may agree to indemnify us against certain liabilities, such third parties may refuse or be unable to pay us.

With a workforce of approximately 55,000 people globally, we are also party to labor and employment claims in the normal course of business. Certain of these claims relate to allegations of harassment and discrimination, pay equity, denial of benefits, wage and hour violations, whistleblower protections, concerted protected activity, and other employment protections, and may be pursued on an individual or class action basis depending on applicable laws and regulations. Some of such claims may be insurable, while other such claims may not.

We maintain insurance coverage for various aspects of our business and operations. Our insurance programs have varying coverage limits as well as exclusions for matters such as fraud, and insurance companies can, and sometimes do, attempt to deny claims for which we seek coverage. In addition, we have elected to retain a portion of losses that may occur through the use of various deductibles, retentions and limits under these programs. As a result, we may be subject to future liability for which we are only partially insured, or completely uninsured.

Although in the past we have been generally able to cover our insurance needs, there can be no assurances that we can secure all necessary or appropriate insurance in the future, or that such insurance can be economically secured. For example, catastrophic events can result in decreased coverage limits, coverage that is more limited, increased premium costs or higher deductibles and/or retentions. We monitor the financial health of the insurance companies from which we procure insurance, which is one of the factors we take into account when purchasing insurance. Our insurance is purchased from a number of the world's leading providers, often in layered insurance or quota share arrangements. If any of our third party insurers fail, abruptly cancel our coverage or otherwise cannot satisfy their insurance requirements to us, then our overall risk exposure and operational expenses could be increased and our business operations could be interrupted.

In addition, the nature of our business sometimes results in clients, subcontractors and vendors presenting claims to us for, among other things, recovery of costs related to certain projects. Similarly, we occasionally present change orders and claims to our clients, subcontractors and vendors for, among other things, additional costs exceeding the original contract price. If we fail to document properly the nature of our claims and change orders, or are otherwise unsuccessful in negotiating reasonable settlements with our clients, subcontractors and vendors, we will likely incur cost overruns, reduced profits or, in some cases, a loss for a project. Further, these claims can be the subject of lengthy negotiations, arbitration or litigation proceedings, which could result in the investment of significant amounts of working capital pending the resolution of the relevant change orders and claims. A failure to promptly recover on these types of claims could have a material adverse impact on our liquidity and financial results. Additionally, irrespective of how well we document the nature of our claims and change orders, the cost to prosecute and defend claims and change orders can be significant.

Litigation and regulatory proceedings are subject to inherent uncertainties and unfavorable rulings can and do occur. Pending or future claims against us could result in professional liability, product liability, criminal liability, warranty obligations, default under our credit agreements and other liabilities which, to the extent we are not insured against a loss or our insurer fails to provide coverage, could have a material adverse impact on our business, financial condition, and results of operations and damage our reputation.

Our use of joint ventures, partnerships and strategic investments in entities exposes us to risks and uncertainties, many of which are outside of our control.

As is common in our industry, we perform certain contracts as a member of joint ventures, partnerships, and similar arrangements. This situation exposes us to a number of risks, including the risk that our partners may be unable to fulfill their obligations to us or our clients.

Further, we have limited ability to control the actions of our joint venture partners, including with respect to nonperformance, default, bankruptcy or legal or regulatory compliance. Our partners may be unable or unwilling to provide the required levels of financial support to the partnerships. If these circumstances occur, we may be liable for claims and losses attributable to the partner by operation of law or contract. These circumstances could also lead to disputes and litigation with our partners or clients, all of which could have a material adverse impact on our reputation, business, financial condition and results of operations.

We depend on the management effectiveness of our joint venture partners. Differences in views among the joint venture participants may result in delayed decisions or in failures to agree on major issues, which could materially affect the business and operations of these ventures. In addition, in many of the countries in which we engage in joint ventures, it may be difficult to enforce our contractual rights under the applicable joint venture agreement. If we are not able to enforce our contractual rights, we may not be able to realize the benefits of the joint venture or we may be subject to additional liabilities.

We participate in joint ventures and similar arrangements in which we are not the controlling partner. In these cases, we have limited control over the actions of the joint venture. These joint ventures may not be subject to the same requirements regarding internal controls and internal control over financial reporting that we follow. To the extent the controlling partner makes decisions that negatively impact the joint venture or internal control problems arise within the joint venture, it could have a material adverse impact on our business, financial condition and results of operations.

The failure by a joint venture partner to comply with applicable laws, regulations or client requirements could negatively impact our business and, for government clients, could result in fines, penalties, suspension or even debarment being imposed on us, which could have a material adverse impact on our business, financial condition and results of operations.

We are dependent on third parties to complete many of our contracts.

Third-party subcontractors we hire perform a significant amount of the work performed under our contracts. We also rely on third-party equipment manufacturers or suppliers to provide much of the equipment and materials used for projects. If we are unable to hire qualified subcontractors or find qualified equipment manufacturers or suppliers, our ability to successfully complete a project will be impaired. If we are not able to locate qualified third-party subcontractors or the amount we are required to pay for subcontractors or equipment and supplies exceeds what we have estimated, especially in a lump sum or a fixed-price contract, we may suffer losses on these contracts. If a subcontractor, supplier, or manufacturer fails to provide services, supplies, parts or equipment as required under a contract for any reason, or fails to provide such services, supplies, parts or equipment in accordance with applicable quality standards as required by the contract or regulation, we will be required to source these services, equipment, parts or supplies to other third parties on a delayed basis or on less favorable terms, which could impact contract profitability and/or could result in claims against us for damages. We are subject to disputes with our subcontractors from time to time relating to, among other things, the quality and timeliness of work performed, customer concerns about the subcontractor, or our failure to extend existing task orders or issue new task orders under a contract. In addition, faulty workmanship, equipment or materials would likely impact the overall project, which could result in claims against us for failure to meet required project specifications.

In an uncertain or downturn economic environment, third parties may find it difficult to obtain sufficient financing to help fund their operations. The inability to obtain financing could adversely affect a third party's ability to provide materials, equipment or services which could have a material adverse impact on our business, financial condition, and results of operations. In addition, a failure by a third party subcontractor, supplier or manufacturer to comply with applicable laws, regulations or client requirements could negatively impact our business and, for government clients, could result in fines, penalties, suspension or even debarment being imposed on us, which could have a material adverse impact on our business, financial condition, and results of operations.

Employee, agent or partner misconduct, or our overall failure to comply with laws or regulations, could weaken our ability to win contracts, which could result in reduced revenues and profits.

We are subject to the risk of misconduct, fraud, non-compliance with applicable laws and regulations, or other improper activities by one of our employees, agents or partners, which could have a significant negative impact on our business and reputation. Such misconduct includes the failure to comply with government procurement regulations, regulations regarding the protection of classified information, regulations prohibiting bribery and other corrupt practices, regulations regarding the pricing of labor and other costs in government contracts, regulations on lobbying or similar activities, regulations pertaining to the internal controls over financial reporting, regulations pertaining to export control, environmental laws, employee wages, pay and benefits, and any other applicable laws or regulations. For example, we routinely provide services that may be highly sensitive or that relate to critical national security matters; if a security breach were to occur, our ability to procure future government contracts could be severely limited. The precautions we take to prevent and detect these activities may not be effective and we could face unknown risks or losses. Our failure to comply with applicable laws or regulations, or acts of misconduct subjects us to the risk of fines and penalties, cancellation of contracts, loss of security clearance and suspension or debarment from contracting, any of which could weaken our ability to win contracts and result in reduced revenues and profits and could have a material adverse impact on our business, financial condition and results of operations.

Our international operations are exposed to additional risks and uncertainties, including unfavorable political developments and weak foreign economies.

For fiscal 2021, approximately 31% of our revenue was earned from clients outside the U.S. Our business is dependent on the continued success of our international operations, and we expect our international operations to continue to account for a significant portion of our total revenues. Our international operations are subject to a variety of risks, including:

- Recessions and other economic crises in other regions, such as Europe, or specific foreign economies and the impact on our costs of doing business in those countries;
- Difficulties in staffing and managing foreign personnel and operations, including challenges related to logistics, communications and professional licensure of our international workforce;
- Unexpected changes in foreign government policies and regulatory requirements;
- Potential non-compliance with a wide variety of laws and regulations, including anti-corruption, export control and anti-boycott laws and similar non-U.S. laws and regulations;
- Potential non-compliance with regulations and evolving industry standards regarding consumer protection and data use and security, including the General Data Protection Regulation approved by the European Union;

- Lack of developed legal systems to enforce contractual rights;
- Expropriation and nationalization of our assets in a foreign country;
- Renegotiation or nullification of our existing contracts;
- The adoption of new, and the expansion of existing, trade or other restrictions;
- Embargoes, duties, tariffs or other trade restrictions, including sanctions;
- Geopolitical developments that impact our or our clients' ability to operate in a foreign country;
- Changes in labor conditions;
- Acts of war, civil unrest, force majeure, and terrorism;
- The ability to finance efficiently our foreign operations;
- Social, political, and economic instability;
- Changes to tax policy;
- Currency exchange rate fluctuations;
- Limitations on the ability to repatriate foreign earnings; and
- U.S. government policy changes in relation to the foreign countries in which we operate.

The lack of a well-developed legal system in some of these countries may make it difficult to enforce our contractual rights. In addition, military action, geopolitical shifts or continued unrest, particularly in the Middle East, impacts the supply or pricing of oil and could disrupt our operations in the region and elsewhere and increase our security costs. Moreover, recent events, including change in U.S. trade policies and responsive changes in policy by foreign jurisdictions and similar geopolitical developments and uncertainty in the E.U., Asia and elsewhere, have increased levels of political and economic unpredictability globally, and may increase the volatility of global financial markets and the global and regional economies. To the extent our international operations are affected by unexpected or adverse economic, political and other conditions, our business, financial condition and results of operations may be adversely affected.

We work in international locations where there are high security risks, which could result in harm to our employees or unanticipated cost.

Some of our services are performed in high-risk locations, where the country or location is subject to political, social or economic risks, or war, terrorism or civil unrest. In those locations where we have employees or operations, we may expend significant efforts and incur substantial security costs to maintain the safety of our personnel. Despite these activities, in these locations, we cannot guarantee the safety of our personnel and we may suffer future losses of employees and subcontractors. Acts of terrorism and threats of armed conflicts in or around various areas in which we operate could limit or disrupt markets and our operations, including disruptions resulting from the evacuation of personnel, cancellation of contracts, or the loss of key employees, contractors or assets.

Cyber security or privacy breaches, or systems and information technology interruption or failure could adversely impact our ability to operate or expose us to significant financial losses and reputational harm.

We rely heavily on computer, information and communications technology and related systems in order to properly operate our business. From time to time, we experience system interruptions and delays. In the event we are unable to regularly deploy software and hardware, effectively upgrade our systems and network infrastructure and take other steps to maintain or improve the efficiency and efficacy of our systems, the operation of such systems could be subjected to additional interruption or could result in the loss, corruption, or release of data. In addition, our computer and communication systems and operations could be damaged or interrupted by natural disasters, force majeure events, telecommunications failures, power loss, acts of war or terrorism, computer viruses, malicious code, physical or electronic security breaches, intentional or inadvertent user misuse or error or similar events or disruptions. Any of these or other events could cause interruptions, delays, loss of critical and/or sensitive data or similar effects, which could have a material adverse impact on our business, financial condition, protection of intellectual property and results of operations, as well as those of our clients.

Our information technology systems, which have grown over time, including through acquisitions, are vulnerable to failure, malicious intrusion and attack. These systems have, and will continue to experience threats, including unauthorized access, computer hackers, computer viruses, malicious code, ransomware, phishing, organized cyber-attacks and other security problems and system disruptions, including unauthorized access to and disclosure of our and our clients' proprietary or classified information. Such tactics have caused, and may also seek to cause in the future, payments due to or from the Company to be misdirected to fraudulent accounts, which may not be recoverable by the Company.

While we have security measures and technology in place designed to protect our and our clients' proprietary or classified information, there can be no assurance that our efforts will prevent all threats to our computer systems. If our security measures and technology fail as a result of a cyber-attack, other third-party action, employee error, malfeasance or otherwise, and someone obtains unauthorized access to our or our clients' information, our reputation could be damaged, our business may suffer and we could incur significant liability. Because the techniques used to obtain unauthorized access or sabotage systems change frequently and generally are not identified until they are launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. As a result, we may be required to expend significant resources to protect against the threat of 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 and results of operations.

In addition, new laws and regulations governing data privacy and the unauthorized disclosure of confidential information, including the European Union General Data Protection Regulation ("GDPR"), the California Consumer Privacy Act, and other emerging U.S. state and global privacy laws pose increasingly complex compliance challenges and potentially elevate costs, and any failure to comply with these laws and regulations could result in significant penalties and legal liability.

We continuously evaluate the need to upgrade and/or replace our systems and network infrastructure to protect our computing environment, to stay current on vendor supported products and to improve the efficiency of our systems and for other business reasons. The implementation of new systems and information technology could adversely impact our operations by imposing substantial capital expenditures, demands on management time and risks of delays or difficulties in transitioning to new systems. In addition, our systems implementations may not result in productivity improvements at the levels anticipated. Systems implementation disruption and any other information technology disruption, if not anticipated and appropriately mitigated, could have a material adverse effect on our business.

We are subject to professional standards, duties and statutory obligations on professional reports and opinions we issue, which could subject us to monetary damages.

We issue reports and opinions to clients based on our professional engineering expertise as well as our other professional credentials that subject us to professional standards, duties and obligations regulating the performance of our services. For example, we issue opinions and reports to government clients in connection with securities offerings. If a client or another third party alleges that our report or opinion is incorrect or it is improperly relied upon and we are held responsible, we could be subject to significant monetary damages. In addition, our reports and other work product may need to comply with professional standards, licensing requirements, securities regulations and other laws and rules governing the performance of professional services in the jurisdiction where the services are performed. We could be liable to third parties who use or rely upon our reports and other work product even if we are not contractually bound to those third parties. These events could in turn result in monetary damages and penalties.

We may not be able to protect our intellectual property or that of our clients.

Our technology and intellectual property provide us, in certain instances, with a competitive advantage. Although we seek to protect our property through registration, licensing, contractual arrangements, security controls and similar mechanisms, we may not be able to successfully preserve our rights and they could be invalidated, circumvented, challenged or become obsolete. Trade secrets are generally difficult to protect. Our employees and contractors are subject to confidentiality obligations, but this protection may be inadequate to deter or prevent misappropriation of our confidential information and/or infringement of our intellectual property. In addition, the laws of some foreign countries in which we operate do not protect intellectual property rights to the same extent as the U.S. If we are unable to protect and maintain our intellectual property rights or if there are any successful intellectual property challenges or infringement proceedings against us, our ability to differentiate our service offerings could be reduced. Litigation to determine the scope of intellectual property rights, even if ultimately successful, could be costly and could divert leadership's attention away from other aspects of our business.

We also hold licenses from third parties which may be utilized in our business operations. If we are no longer able to license such technology on commercially reasonable terms or otherwise, our business and financial performance could be adversely affected.

If our intellectual property rights or work processes become obsolete, we may not be able to differentiate our service offerings and some of our competitors may be able to offer more attractive services to our customers. Our competitors may independently attempt to develop or obtain access to technologies that are similar or superior to our technologies.

Our clients or other third parties may also provide us with their technology and intellectual property. There is a risk we may not sufficiently protect our or their information from improper use or dissemination and, as a result, could be subject to claims and litigation and resulting liabilities, loss of contracts or other consequences that could have a material adverse impact on our business, financial condition and results of operations.

If we do not have adequate indemnification for our nuclear services, it could adversely affect our business, financial condition and results of operations.

The Price-Anderson Nuclear Industries Indemnity Act, commonly called the Price-Anderson Act (“PAA”), is a U.S. federal law, which, among other things, regulates radioactive materials and the nuclear energy industry, including liability and compensation in the event of nuclear related incidents. The PAA provides certain protections and indemnification to nuclear energy plant operators and U.S. Department of Energy (“DOE”) contractors. The PAA protections and indemnification apply to us as part of our services to the U.S. nuclear energy industry and DOE for new facilities, maintenance, modification, decontamination and decommissioning of nuclear energy, weapons and research facilities.

We offer similar services in other jurisdictions outside the U.S. For those jurisdictions, varying levels of nuclear liability protection is provided by international treaties, and/or domestic laws, such as the Nuclear Liability and Compensation Act of Canada and the Nuclear Installations Act of the United Kingdom, insurance and/or assets of the nuclear installation operators (some of which are backed by governments) as well as under appropriate enforceable contractual indemnifications and hold-harmless provisions. These protections and indemnifications, however, may not cover all of our liability that could arise in the performance of these services. To the extent the PAA or other protections and indemnifications do not apply to our services, the cost of losses associated with liability not covered by the available protections and indemnifications, or by virtue of our loss of business because of these added costs could have a material adverse impact on our business, financial condition and results of operations.

Our actual results could differ from the estimates and assumptions used to prepare our financial statements.

In preparing our financial statements, our leadership is required under U.S. GAAP to make estimates and assumptions as of the date of the financial statements. These estimates and assumptions affect the reported values of assets, liabilities, revenue and expenses and disclosure of contingent assets and liabilities. Areas requiring significant estimates by our leadership include:

- Recognition of contract revenue, costs, profit or losses in applying the principles of percentage of completion accounting;
- Estimated amounts for expected project losses, warranty costs, contract close-out or other costs;
- Recognition of recoveries under contract change orders or claims;
- Collectability of billed and unbilled accounts receivable and the need and amount of any allowance for doubtful accounts;
- Estimates of other liabilities, including litigation and insurance revenues/reserves and reserves necessary for self-insured risks;
- Accruals for estimated liabilities, including litigation reserves;
- Valuation of assets acquired, and liabilities, goodwill, and intangible assets assumed, in acquisitions and ongoing assessment of impairment;
- Valuation estimates for redeemable noncontrolling interests calculations;
- Valuation of stock-based compensation;

- The determination of liabilities under pension and other post-retirement benefit programs; and
- Income tax provisions and related valuation allowances.

Our actual business and financial results could differ from our estimates of such results, which could have a material adverse impact on our financial condition and results of operations.

An impairment charge on our goodwill or intangible assets could have a material adverse impact on our financial position and results of operations.

Because we have grown in part through acquisitions, goodwill and intangible assets represent a substantial portion of our assets. Under U.S. GAAP, we are required to test goodwill carried in our Consolidated Balance Sheets for possible impairment on an annual basis based upon a fair value approach. We also assess the recoverability of the unamortized balance of our intangible assets when indications of impairment are present based on expected future probability and undiscounted expected cash flows and their contribution to our overall operations. As of October 1, 2021, we had $7.20 billion of goodwill, representing 49.2% of our total assets of $14.63 billion. We have chosen to perform our annual impairment reviews of goodwill at the beginning of the fourth quarter of our fiscal year. We also are required to test goodwill for impairment between annual tests if events occur or circumstances change that would more likely than not reduce our enterprise fair value below its book value. These events or circumstances could include a significant change in the business climate, including a significant sustained decline in a reporting unit’s market value, legal factors, operating performance indicators, competition, sale or disposition of a significant portion of our business, potential government actions toward our facilities and other factors.

If our market capitalization drops significantly below the amount of net equity recorded on our balance sheet, it might indicate a decline in our fair value and would require us to further evaluate whether our goodwill has been impaired. If the fair value of our reporting units is less than their carrying value, we could be required to record an impairment charge. The amount of any impairment could be significant and could have a material adverse impact on our financial position and results of operations for the period in which the charge is taken. For a further discussion of goodwill impairment testing, please see Item 7- *Management’s Discussion and Analysis of Financial Condition and Results of Operations* below.

Impairment of long-lived assets or restructuring activities may require us to record a significant charge to earnings.

Our long-lived assets, including our lease right-of-use assets, equity investments and others, are subject to periodic testing for impairment. Failure to achieve sufficient levels of cash flow at the asset group level has resulted in, and could result in additional, impairment of our long-lived assets. Further changes in the business environment could lead to changes in the scope of operations of our business. These changes, including the closure of one or more offices, could result in restructuring and/or asset impairment charges. The COVID-19 pandemic raises the possibility of an extended global economic downturn which increase the risk of long-lived asset impairment charges.

We may be required to contribute additional cash to meet any underfunded benefit obligations associated with retirement and post-retirement benefit plans we manage or for which we have contribution and/or funding obligations.

We have various employee benefit plan obligations that require us to make contributions to satisfy, over time, our underfunded benefit obligations, which are generally determined by calculating the projected benefit obligations minus the fair value of plan assets. For example, as of October 1, 2021 and October 2, 2020, our defined benefit pension and post-retirement benefit plans were underfunded by $191.4 million and $400.4 million, respectively. See Note 13- *Pension and Other Postretirement Benefit Plans* in the Notes to Consolidated Financial Statements beginning on page F-1 of this Annual Report on Form 10-K for additional disclosure. In the future, our benefit plan obligations may increase or decrease depending on changes in the levels of interest rates, pension plan asset performance and other factors. If we are required to contribute a significant amount of the deficit for underfunded benefit plans, our cash flows could be materially and adversely affected.

We are also a participating employer in various Multi-Employer Pension Plans ("MEPPs") associated with some of the work we perform on a union basis, which MEPPs are managed by third party trusts and over which we have no control, including as to how the MEPPs are managed or financial investment decisions are made. If any of these MEPPs is underfunded, we could face the imposition of underfunded liability or withdrawal liability at a materially adverse level.

Negotiations with labor unions and possible work actions could disrupt operations and increase labor costs and operating expenses.

A certain portion of our work force has entered into, and additional portions may in the future enter into, collective bargaining agreements, which on occasion may require renegotiation. The outcome of future negotiations relating to union representation or collective bargaining agreements may not be favorable to the Company in that they may increase our operating expenses and lower our net income as a result of higher wages or benefit expenses. In addition, negotiations with unions diverts management attention and could disrupt operations, which may adversely affect our results of operations. If we are unable to negotiate acceptable collective bargaining agreements, we may have to address the threat of union-initiated work actions, including work slowdowns and strikes. Depending on the nature of the threat or the type and duration of any work action, these actions could have a material adverse impact on our business, financial condition and results of operations.

Demand for our services is cyclical as the sectors and industries in which our clients operate are impacted by economic downturns, reductions in government or private spending and times of political uncertainty.

We provide full spectrum technical and professional solutions to clients operating in a number of sectors and industries, including programs for various national governments, including the U.S. federal government; aerospace; automotive; pharmaceuticals and biotechnology; infrastructure; environmental and nuclear; buildings; smart cities; power; water; transportation; telecom and other general industrial and consumer businesses and sectors. These sectors and industries and the resulting demand for our services have been, and we expect will continue to be, cyclical and subject to significant fluctuations due to a variety of factors beyond our control, including economic conditions and changes in client spending, particularly during periods of economic or political uncertainty.

Uncertain global economic and political conditions may negatively impact our clients' ability and willingness to fund their projects, including their ability to raise capital and pay, or timely pay, our invoices. These factors may also cause our clients to reduce their capital expenditures, alter the mix of services purchased, seek more favorable price and other contract terms and otherwise slow their spending on our services. For example, in the public sector, declines in state and local tax revenues as well as other economic declines may result in lower state and local government spending. In addition, under such conditions, many of our competitors may be more inclined to take greater or unusual risks or accept terms and conditions in contracts that we might not deem acceptable. These conditions may reduce the demand for our services, which may have a material adverse impact on our business, financial condition and results of operations.

Additionally, uncertain economic and political conditions may make it difficult for our clients, our vendors, and us to accurately forecast and plan future business activities. For example, changes to U.S. policies related to global trade and tariffs during the former administration have resulted in uncertainty surrounding the future of the global economy as well as retaliatory trade measures implemented by other countries. The increasing cost of steel and aluminum may impact client spending. We cannot predict the outcome of changing trade policies or other unanticipated political conditions, nor can we predict the timing, strength or duration of any economic recovery or downturn worldwide or in our clients' markets. In addition, our business has traditionally lagged recoveries in the general economy and, therefore, may not recover as quickly as the economy at large. Weak economic conditions could have a material adverse impact on our business, financial condition and results of operations. On November 15, 2021, President Biden signed into law the Infrastructure Investment and Jobs Act. While the Act provides for funding in many of the markets in which the Company operates, the timing of the award of projects funded by the Act is uncertain, and the Company may not be able to obtain the expected benefits from the Act or any other infrastructure or stimulus spending. Furthermore, if a significant portion of our clients or projects are concentrated in a specific geographic area or industry, our business may be disproportionately affected by negative trends or economic downturns in those specific geographic areas or industries.

Regardless of economic or market conditions, investment decisions by our customers may vary by location or as a result of other factors like the availability of labor or relative construction cost. Because we are dependent on the timing and funding of new awards, we are therefore vulnerable to changes in our clients' markets and investment decisions. As a result, our past results have varied and may continue to vary depending upon the demand for future projects in the markets and the locations in which we operate.

Our operations may be impacted by the United Kingdom's exit from the European Union.

In June 2016, the U.K. held a referendum in which voters approved an exit from the E.U., commonly referred to as "Brexit." The U.K. formally exited the E.U. on January 30, 2020, pursuant to a withdrawal agreement between the U.K. government and the E.U. Upon its withdrawal, pursuant to an agreement reached between the U.K. and the E.U., a transition period came into effect, which ended on December 31, 2020, from which time the U.K. withdrew from the E.U. Single Market and Customs Union. On December 24, 2020, the E.U. and the U.K. agreed the terms of a trade and cooperation agreement which sets out the terms of their future relationship, which we refer to as the Trade Agreement. The Trade Agreement was approved by the U.K. Parliament, and applied provisionally until the end of April 2021, when the European Parliament approved the Trade Agreement. The Trade Agreement offers U.K. and E.U .businesses preferential access to each other's markets, ensuring imported goods will be free of tariffs and quotas. However, economic relations between the U.K. and the E.U. will now be on more restricted terms than before and there remains uncertainty around the post-Brexit regulatory environment, as the provisions of the Trade Agreement do not cover the services sector.

These restrictions may adversely affect our relationships with our existing and future customers, suppliers, employees, and subcontractors, or otherwise have an adverse effect on our business, financial condition and results of operations. The diverging regulatory environments also add additional complexity to our compliance programs. This uncertainty could cause significant economic disruption and further depress consumer confidence and the economy of the U.K. , which may cause our customers to closely monitor their costs, terminate or reduce the scope of existing contracts, decrease or postpone currently planned contracts, or negotiate for more favorable deal terms, each of which may have a negative impact on our business, financial condition and results of operations.

Rising inflation, interest rates, and/or construction costs could reduce the demand for our services as well as decrease our profit on our existing contracts, in particular with respect to our fixed-price contracts.

Rising inflation, interest rates, or construction costs could reduce the demand for our services. In addition, we bear all of the risk of rising inflation with respect to those contracts that are fixed-price. Because a significant portion of our revenues are earned from cost-reimbursable type contracts (approximately 76% during fiscal 2021), the effects of inflation on our financial condition and results of operations over the past few years have been generally minor. However, if we expand our business into markets and geographic areas where fixed-price and lump-sum work is more prevalent, inflation may have a larger impact on our results of operations in the future. Therefore, increases in inflation, interest rates or construction costs could have a material adverse impact on our business, financial condition and results of operations.

Foreign exchange risks may affect our ability to realize a profit from certain projects.

Our reported financial condition and results of operations are exposed to the effects (both positive and negative) that fluctuating exchange rates have on the process of translating the financial statements of our international operations, which are denominated in currencies other than the U.S. dollar, into the U.S. dollar. While we generally attempt to denominate our contracts in the currencies of our expenditures, we do enter into contracts that expose us to currency risk, particularly to the extent contract revenue is denominated in a currency different than the contract costs. We attempt to minimize our exposure from currency risks by obtaining escalation provisions for projects in inflationary economies or entering into derivative (hedging) instruments, when there is currency risk exposure that is not naturally mitigated via our contracts. These actions, however, may not always eliminate currency risk exposure. The governments of certain countries have or may in the future impose restrictive exchange controls on local currencies and it may not be possible for us to engage in effective hedging transactions to mitigate the risks associated with fluctuations in a particular currency. Based on fluctuations in currency, the U.S. dollar value of our backlog may from time to time increase or decrease significantly. We may also be exposed to limitations on our ability to reinvest earnings from operations in one country to fund the financing requirements of our operations in other countries.

Our global presence could give rise to material fluctuations in our income tax rates.

We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. We are regularly under audit by tax authorities. Although we believe that our tax estimates and tax positions are reasonable, they could be materially affected by many factors including the final outcome of tax audits and related litigation, the introduction of new tax accounting standards, legislation, regulations and related interpretations, our global mix of earnings, the realizability of deferred tax assets and changes in uncertain tax positions. An increase or decrease in our effective tax rate, or an ultimate determination that the Company owes more taxes than the amounts previously accrued, could have a material adverse impact on our financial condition and results of operations.

Our businesses could be materially and adversely affected by events outside of our control.

Extraordinary or force majeure events beyond our control, such as natural or man-made disasters, could negatively impact our ability to operate. As an example, from time to time we face unexpected severe weather conditions which may result in weather-related delays that are not always reimbursable under a fixed-price contract; evacuation of personnel and curtailment of services; increased labor and material costs in areas resulting from weather-related damage and subsequent increased demand for labor and materials for repairing and rebuilding; inability to deliver materials, equipment and personnel to job sites in accordance with contract schedules; and loss of productivity. We may remain obligated to perform our services after any such natural or man-made event, unless a force majeure clause or other contractual provision provides us with relief from our contractual obligations. If we are not able to react quickly to such events, or if a high concentration of our projects are in a specific geographic region that suffers from a natural or man-made catastrophe, our operations may be significantly affected, which could have a material adverse impact on our operations. In addition, if we cannot complete our contracts on time, we may be subject to potential liability claims by our clients which may reduce our profits.

Fluctuations in commodity prices may affect our customers' investment decisions and therefore subject us to risks of cancellation, delays in existing work, or changes in the timing and funding of new awards.

Commodity prices can affect our customers in a number of ways. For example, for those customers that produce commodity products such as oil, gas, copper, or fertilizers, fluctuations in price can have a direct effect on their profitability and cash flow and, therefore, their willingness to continue to invest or make new capital investments. Furthermore, declines in commodity prices can negatively impact our business in regions whose economies are substantially dependent on commodity prices, such as the Middle East. To the extent commodity prices decline or fluctuate and our customers defer new investments or cancel or delay existing projects, the demand for our services decreases, which may have a material adverse impact on our business, financial condition and results of operations.

Commodity prices can also strongly affect the costs of projects. Rising commodity prices can negatively impact the potential returns on investments that are planned, as well as those in progress, and result in customers deferring new investments or canceling or delaying existing projects. Cancellations and delays have affected our past results and may continue to do so in significant and unpredictable ways and could have a material adverse impact on our business, financial condition and results of operations.

Our continued success is dependent upon our ability to hire, retain, and utilize qualified personnel.

The success of our business is dependent upon our ability to hire, retain and utilize qualified personnel, including engineers, architects, designers, craft personnel and corporate leadership professionals who have the required experience and expertise at a reasonable cost. The market for these and other personnel is competitive. From time to time, it may be difficult to attract and retain qualified individuals with the expertise, and in the timeframe, demanded by our clients, or to replace such personnel when needed in a timely manner. In certain geographic areas, for example, we may not be able to satisfy the demand for our services because of our inability to successfully hire and retain qualified personnel. Furthermore, some of our personnel hold government granted clearance that may be required to obtain government projects. If we were to lose some or all of these personnel, they would be difficult to replace. Loss of the services of, or failure to recruit, qualified technical and leadership personnel could limit our ability to successfully complete existing projects and compete for new projects.

In addition, in the event that any of our key personnel retire or otherwise leave the Company, we need to have appropriate succession plans in place and to successfully implement such plans, which requires devoting time and resources toward identifying and integrating new personnel into leadership roles and other key positions. If we cannot attract and retain qualified personnel or effectively implement appropriate succession plans, it could have a material adverse impact on our business, financial condition and results of operations.

Our business strategy relies in part on acquisitions and strategic investments to sustain our growth. These transactions present certain risks and uncertainties.

Our business strategy involves growth through, among other things, the acquisition of, and strategic investments in, other companies. For example, we acquired CH2M in December 2017, KeyW in June 2019, John Wood Group’s nuclear business in March 2020 and Buffalo Group in November 2020, and we completed a strategic investment in PA Consulting in March 2021. These transactions present a number of risks, including:

- Assumption of liabilities of an acquired business, including liabilities that were unknown at the time the transaction was negotiated;
- Failure of the target company to comply with U.S. federal, state, local and foreign laws and regulations and/or contractual requirements with government clients;
- Valuation methodologies may not accurately capture the value of the target company's business;
- Failure to realize anticipated benefits, such as cost savings, synergies, business opportunities and growth opportunities;
- The loss of key customers or suppliers, including as a result of any actual or perceived conflicts of interest;
- Difficulties or delays in obtaining regulatory approvals, licenses and permits;
- Difficulties relating to combining previously separate entities into a single, integrated, and efficient business;
- For strategic investments in which we do not acquire 100% of the target company, the other equity holders may have consent rights over certain actions taken by the company;
- In the event a target company continues to operate as a standalone company, it may result in additional costs;
- The effects of diverting leadership’s attention from day-to-day operations to matters involving the integration of target companies;
- Potentially substantial transaction costs associated with business combinations, strategic investments and/or divestitures;
- Potential impairment resulting from the overpayment for an acquisition or investment or post-closing deterioration in the target company's business;
- Difficulties relating to assimilating the leadership, personnel, benefits, services, and systems of an acquired business and to assimilating marketing and other operational capabilities;
- Difficulties retaining key personnel of the target company;
- Increased burdens on our staff and on our administrative, internal control and operating systems, which may hinder our legal and regulatory compliance activities;
- Difficulties in applying and integrating our system of internal controls to the target company;
- Increased financial and accounting challenges and complexities in areas such as tax planning, treasury management, financial reporting and internal controls;
- The potential requirement for additional equity or debt financing, which may not be available, or if available, may not have favorable terms; and
- The risks discussed in this Item 1A. Risk Factors that may relate to the activities of the acquired business prior to the acquisition.

While we may obtain indemnification rights from the sellers of acquired businesses and/or insurance that could mitigate certain of these risks, such rights may be difficult to enforce, the losses may exceed any dedicated escrow funds and the indemnitors may not have the ability to financially support the indemnity, or the insurance coverage may be unavailable or insufficient to cover all losses.

If our leadership is unable to successfully integrate acquired companies or implement our growth strategy with respect to acquisitions and/or strategic investments, our operating results could be harmed. In addition, we may not realize the full benefits of an acquisition or strategic investments, including the synergies, cost savings, or sales or growth opportunities that we expect. These benefits may not be achieved within the anticipated time frame, or at all. Moreover, we cannot assure that we will continue to successfully expand or that growth or expansion will result in profitability.

In addition, there is no assurance that we will continue to locate suitable acquisition or investment targets or that we will be able to consummate any such transactions on terms and conditions acceptable to us. Existing cash balances and cash flow from operations, together with borrowing capacity under our credit facilities, may be insufficient to make acquisitions and/or strategic investments. Future acquisitions and/or strategic investments may require us to obtain additional equity or debt financing, which may not be available on attractive terms, or at all. Acquisitions and/or strategic investments may also bring us into businesses we have not previously conducted and expose us to additional business risks that are different than those we have traditionally experienced.

Acquisitions, strategic investments and divestitures create various business risks and uncertainties during the pendency of the transaction.

Consummation of any merger, strategic investment or divestiture is subject to the satisfaction of customary conditions, including one or more of the following: (i) due diligence and its associated time and cost commitments, (ii) board and shareholder approval, (iii) regulatory approvals, (iv) the absence of any legal restraint that would prevent the consummation of the transaction, (v) the absence of material adverse conditions which can prevent the consummation of the transaction, and (vi) compliance with covenants and the accuracy of representations and warranties contained in the transaction agreement, among others. One or more of these conditions may not be fulfilled and, accordingly, the transaction may not be consummated or may be significantly delayed. In such case, our ongoing business, financial condition and results of operations may be materially adversely affected and the market price of our common stock may decline, particularly to the extent that the market price reflects a market assumption that the transaction will be consummated or will be consummated within a particular timeframe.

Furthermore, most transactions require the Company to incur substantial expense associated with closing and if the transaction is not consummated, we will incur these expenses without realizing the expected benefits. The pursuit of the transaction will also require management attention and use of internal resources that would otherwise be focused on general business operations. In addition, customers' uncertainty about the effect of the transaction may have an adverse effect on the ability to win customer contracts, or could cause existing clients to seek to change existing business relationships. Employee morale due to the uncertainties associated with the transaction could also be negatively affected. Any of the foregoing, or other risks arising in connection with a failure or delay in consummating a transaction, including the diversion of management attention or loss of other opportunities during the pendency of the transaction, could have a material adverse effect on our business, financial condition and results of operations.

We may make minority investments that subject us to risks and uncertainties outside of our control.

From time to time, the Company may make minority investments in the equity securities of companies that we do not control. Minority investments inherently involve a lesser degree of control over business operations, thereby potentially increasing the financial, legal, operational and/or compliance risks associated with the minority investment.

To the extent we hold only a minority equity interest in a company, we may lack affirmative control rights, which may diminish our ability to influence the company's affairs in a manner intended to enhance the value of our investment in the company. We could incur losses if the majority stakeholders or the management of the company takes risks or otherwise acts in a manner that does not serve our interests. In addition, we could be subject to reputational harm if the company in which the investment is made makes business, financial or management decisions with which we do not agree. These circumstances could also lead to disputes and litigation with management or employees of the company in which the investment is made, or its other stockholders.

In most cases, the companies in which we make investments will have indebtedness or equity securities, or may be permitted to incur indebtedness or to issue equity securities, that rank senior to our investment. We also may make investments in early-stage companies that depend on venture funding and are not profitable. In the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a company in which an investment is made, holders of debt instruments and securities ranking senior to our investment would typically be entitled to receive payment in full before distributions could be made in respect of our investment.

We may also enter into separate commercial arrangements with these companies, whether before, concurrently with, or after making such minority investment. In certain cases, the commercial arrangement may be a driving factor behind our investment. We cannot assure you that that the commercial arrangement will further our business strategy as we expected. We may not realize all the economic benefits expected from the commercial agreement, or realize the expected return on our investments.

Unavailability or cancellation of third-party insurance coverage could 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 because 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, then our overall risk exposure and our operational expenses could increase, and the management of our business operations could 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.

Assertions by third parties of infringement, misappropriation or other violations by us of their intellectual property rights could result in significant costs and substantially harm our business, financial condition and operation results.

In recent years, there has been significant litigation involving intellectual property rights in technology industries. We may face from time to time, allegations that we or a supplier or customer have violated the rights of third parties, including patent, trademark, and other intellectual property rights. If, with respect to any claim against us for violation of third-party intellectual property rights, we are unable to prevail in the litigation or retain or obtain sufficient rights or develop non-infringing intellectual property or otherwise alter our business practices on a timely or cost-efficient basis, our business, financial condition or results of operations may be adversely affected.

Any infringement, misappropriation or related claims, whether or not meritorious, are time consuming, divert technical and management personnel, and are costly to resolve. As a result of any such dispute, we may have to develop non-infringing technology, pay damages, enter into royalty or licensing agreements, cease utilizing products or services, or take other actions to resolve the claims. These actions, if required, may be costly or unavailable on terms acceptable to us.

Our professional reputation and relationships with U.S. government agencies are critical to our business, and any harm to our reputation or relationships could decrease the amount of business the U.S. government does with us, which could have a material adverse effect on our business, financial condition and results of operations.

A significant portion of our revenue is earned directly or indirectly from agencies of the U.S. federal government. If our reputation or relationships with these agencies were harmed, our future revenue and growth prospects would be materially and adversely affected. Our reputation and relationship with the U.S. government is a key factor in maintaining and growing revenue under contracts with the U.S. government. Negative press reports regarding poor contract performance, employee misconduct, information security breaches, engagements in or perceived connections to politically or socially sensitive activities, or other aspects of our business, or regarding government contractors generally, could harm our reputation. In addition, to the extent our performance under a contract does not meet a U.S. government agency’s expectations, the client might seek to terminate the contract prior to its scheduled expiration date, provide a negative assessment of our performance to government-maintained contractor past-performance data repositories, fail to award us additional business under existing contracts or otherwise, and direct future business to our competitors. If our reputation or relationships with these agencies are negatively affected, or if we are suspended or debarred from contracting with government agencies for any reason, such actions would decrease the amount of business that the U.S. government does with us, which would have a material adverse effect on our business, financial condition and results of operations.

Our focus on new growth areas for our business entails risks, including those associated with new relationships, clients, talent needs, capabilities, service offerings, and maintaining our collaborative culture and core values.

We are focused on growing our presence in our addressable markets by: expanding our relationships with existing clients, developing new clients by leveraging our core competencies, further developing our existing capabilities and service offerings, creating new capabilities and service offerings to address our clients' emerging needs, and undertaking business development efforts focused on identifying near-term developments and long-term trends that may pose significant challenges for our clients. These efforts entail inherent risks associated with innovation and competition from other participants in those areas, potential failure to help our clients respond to the challenges they face, our ability to comply with uncertain evolving legal standards applicable to certain of our service offerings, including those in the cybersecurity area, and, with respect to potential international growth, risks associated with operating in foreign jurisdictions, such as compliance with applicable foreign and U.S. laws and regulations that may impose different and, occasionally, conflicting or contradictory requirements, and the economic, legal, and political conditions in the foreign jurisdictions in which we operate. As we attempt to develop new relationships, clients, capabilities, and service offerings, these efforts could harm our results of operations due to, among other things, a diversion of our focus and resources and actual costs, opportunity costs of pursuing these opportunities in lieu of others and a failure to reach a profitable return on our investments in new technologies, capabilities, and businesses, including expenses on research and development investments, and these efforts could ultimately be unsuccessful.

The needs of our customers change and evolve regularly and in particular due to complex and rapidly changing technologies. Our success depends upon our ability to identify emerging technological trends; develop technologically advanced, innovative, and cost-effective products and services; and market these products and services to our customers. Our success also depends on our continued access to suppliers of important technologies and components. The possibility exists that our competitors might develop new capabilities or service offerings that might cause our existing capabilities and service offerings to become obsolete. If we fail in our new capabilities development efforts or our capabilities or services fail to achieve market acceptance more rapidly than our competitors, our ability to procure new contracts could be negatively impacted, which would negatively impact our results of operations and financial condition.

Our ability to grow our business by leveraging our operating model to efficiently and effectively deploy our people across our client base is also largely dependent on our ability to maintain our collaborative culture. To the extent that we are unable to maintain our culture for any reason, including our effort to focus on new growth areas, we may be unable to grow our business. Any such failure could have a material adverse effect on our business and results of operations.

In addition, with the growth of our U.S. and international operations, we provide client services and undertake business development efforts in numerous and disparate geographic locations, both domestically and internationally. Our ability to effectively serve our clients is dependent upon our ability to successfully leverage our operating model across all of these and any future locations, maintain effective management controls over all of our locations to ensure, among other things, compliance with applicable laws, rules and regulations, and instill our core values in all of our personnel at each of these and any future locations. Any inability to ensure any of the foregoing could have a material adverse effect on our business and results of operations.

Risks Related to Regulatory Compliance

Past and future environmental, health, and safety laws could impose significant additional costs and liabilities.

We are subject to a variety of environmental, health, and safety laws and regulations governing, among other things, discharges to air and water, the handling, storage and disposal of hazardous or waste materials and the remediation of contamination associated with the releases of hazardous substances, and human health and safety. These laws and regulations and the risk of attendant litigation can cause significant delays to a project and add significantly to its cost. Violations of these regulations could subject us and our management to civil and criminal penalties and other liabilities.

Various U.S. federal, state, local and foreign environmental laws and regulations may impose liability for property damage and costs of investigation and cleanup of hazardous or toxic substances on property currently or previously owned by us or arising out of our waste management or environmental remediation activities. These laws may impose responsibility and liability without regard to knowledge of or causation of the presence of contaminants. The liability under these laws may be joint and several. We have potential liabilities associated with our past waste management and other activities and with our current and prior ownership of various properties. The discovery of additional contaminants or the imposition of unforeseen clean-up obligations at these or other sites could have a material adverse impact on our financial condition and results of operations.

When we perform our services, our personnel and equipment may be exposed to radioactive and hazardous materials and conditions. We are subject to liability claims by employees, customers and third parties as a result of such exposures. In addition, we are subject to fines, penalties or other liabilities arising under environmental or safety laws. A claim, if not covered or only partially covered by insurance, could have a material adverse impact on our results of operations and financial condition.

Health, safety, and environmental laws and regulations and policies are reviewed periodically and any changes thereto could affect us in substantial and unpredictable ways. Such changes could, for example, relax or repeal laws and regulations relating to the environment, which could result in a decline in the demand for our environmental services and, in turn, could negatively impact our revenue. Changes in the environmental laws and regulations, remediation obligations, enforcement actions, stricter interpretations of existing requirements, future discovery of contamination or claims for damages to persons, property, natural resources or the environment could result in material costs and liabilities that we currently do not anticipate. Failure to comply with any environmental, health, or safety laws or regulations, whether actual or alleged, exposes us to fines, penalties or potential litigation liabilities, including costs, settlements and judgments, any of which could adversely affect our business, financial condition and results of operations.

In addition, we and many of our clients operate in highly regulated environments, which requires us or our clients to obtain, and to comply with, federal, state and local government permits and approvals. These permits or approvals are subject to denial, revocation or modification under various circumstances. Failure to obtain or comply with, or the loss or modification of, the conditions of permits or approvals subjects us to the risk of penalties or other liabilities, which could have a material adverse impact on our business, financial condition and result of operations.

If we fail to comply with federal, state, local or foreign governmental requirements, our business may be adversely affected.

We are subject to U.S. federal, state, local and foreign laws and regulations that affect our business. For example, our global operations require importing and exporting goods and technology across international borders which requires compliance with both export regulatory laws and International Trafficking in Arms Regulations (“ITAR”). Although we have policies and procedures to comply with U.S. and foreign international trade laws, the violation of such laws could subject the Company and its employees to civil or criminal penalties, including substantial monetary fines, or other adverse actions including denial of import or export privileges or debarment from participation in U.S. government contracts, and could damage our reputation and our ability to do business.

We could be adversely affected by violations of the U.S. Foreign Corrupt Practices Act and similar worldwide anti-bribery laws.

The U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act of 2010, and similar anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments for the purpose of obtaining or retaining business. Our policies mandate compliance with these anti-bribery laws, including the requirements to maintain accurate information and internal controls. We operate in many parts of the world that have experienced governmental corruption to some degree and in certain circumstances; strict compliance with anti-bribery laws may conflict with local customs and practices. Despite our training and compliance programs, there is no assurance that our internal control policies and procedures will protect us from acts committed by our employees or agents. If we are found to be liable for FCPA or other violations (either due to our own acts or our inadvertence, or due to the acts or inadvertence of others), we could suffer from civil and criminal penalties or other sanctions, including contract cancellations or debarment and loss of reputation, any of which could have a material adverse impact on our business, financial condition and results of operations.

Risks Related to Climate Change

Climate change and related environmental issues could have a material adverse impact on our business, financial condition and results of operations.

Climate change related events, such as increased frequency and severity of storms, floods, wildfires, droughts, hurricanes, freezing conditions, and other natural disasters, may have a long-term impact on our business, financial condition and results of operation. While we seek to mitigate our business risks associated with climate change, we recognize that there are inherent climate related risks regardless of where we conduct our businesses. For example, a catastrophic natural disaster could negatively impact any of our office locations and the locations of our customers. Access to clean water and reliable energy in the communities where we conduct our business is critical to our operations. Accordingly, a natural disaster has the potential to disrupt our and our customers’ businesses and may cause us to experience work stoppages, project delays, financial losses and additional costs to resume operations, including increased insurance costs or loss of cover, legal liability and reputational losses.

Further, the risks caused by climate change span across the full spectrum of the industry sectors we serve. Our services and solutions span water, energy, the natural and built environment, transportation, national security, cyber and aerospace. The direct physical risks that climate change poses to infrastructure through chronic environmental changes, such as rising sea levels and temperatures, and acute events, such as hurricanes, droughts and wildfires, is common to each of these sectors. Infrastructure owners could face increased costs to maintain their assets, which could result in reduced profitability and fewer resources for strategic investment. These types of physical risks could in turn lead to transitional risks (i.e., the degree to which society responds to the threat of climate change), such as market and technology shifts, including decreased demand for our services and solutions, reputational risks, such as how our values and practices regarding a low carbon transition are viewed by external and internal stakeholders, and policy and legal risks, such as the extent to which low carbon transitions are driven by the governments in which we operate around the globe, all of which could have a material adverse impact on our business, financial condition and results of operations

We may be affected by market or regulatory responses to climate change.

Growing public concern about climate change has resulted in the increased focus of local, state, regional, national and international regulatory bodies on GHG emissions and climate change issues. Legislation to regulate GHG emissions has periodically been introduced in the U.S. Congress, and there has been a wide-ranging policy debate, both in the United States and internationally, regarding the impact of these gases and possible means for their regulation. The Biden Administration has made climate change and the limitation of GHG emissions one of its initial and primary objectives. For example, in January 2021, President Biden signed a number of executive orders with respect to GHGs, including one recommitting the United States to the Paris Agreement, pursuant to which nearly 200 nations have committed to reduce global emissions. Additionally, President Biden announced the United States' Nationally Determined Contribution (NDC) under the Paris Agreement at his summit on climate change on April 22, 2021. The target aims to reduce U.S. emissions by 50-52% compared to a 2005 baseline by 2030. Several states and geographic regions in the United States have also adopted legislation and regulations to reduce emissions of GHGs. Additional legislation or regulation by these states and regions, the U.S. Environmental Protection Agency, and/or any international agreements to which the United States may become a party, that control or limit GHG emissions or otherwise seek to address climate change could result in increased compliance costs for us and our clients and have other impacts on our clients, including those who are involved in the exploration, production or refining of fossil fuels, emit greenhouse gases through the combustion of fossil fuels or emit greenhouse gases through the mining, manufacture, utilization or production of materials or goods. In addition, the recent announcement of the Methane Reduction Pledge as part of the Glasgow Climate Pact agreed at COP26 could also have implications for some of our clients' businesses.. Such policy changes could increase the costs of projects for our clients or, in some cases, prevent a project from going forward, thereby potentially reducing the need for our services, which would in turn have a material adverse impact on our business, financial condition and results of operations. Further, climate legislation across all geographies poses a similar risk to us and our clients as we operate globally. However, policy changes and climate legislation could also increase the overall demand for our services as our clients and partners work to comply with such policies, such as by decarbonizing their industries, transitioning from fossil fuels to renewable energy sources and developing integrated and sustainable solutions, which could have a positive impact on our business. We cannot predict when or whether any of these various proposals may be enacted or what their effect will be on us or on our customers.

We may be unable to achieve our climate commitments and targets.

At Jacobs, we have committed to help solve the climate crisis by setting ambitious climate commitments and targets, including our goal to be carbon negative for our operations and business travel. However, achievement of our climate commitments and targets, including our carbon negative goal, is subject to risks and uncertainties, many of which are outside of our control. These risks and uncertainties include, but are not limited to: our ability to execute our operational strategies and achieve our goals within the currently projected costs and the expected timeframes; the availability and cost of alternative fuels, global electrical charging infrastructure, off-site renewable energy and other materials and components; unforeseen design, operational and technological difficulties; the outcome of research efforts and future technology developments, including the ability to scale projects and technologies on a commercially competitive basis such as carbon sequestration and/or other related processes; compliance with, and changes or additions to, global and regional regulations, taxes, charges, mandates or requirements relating to GHG emissions, carbon costs or climate-related goals; labor-related regulations and requirements that restrict or prohibit our ability to impose requirements on third party contractors; adapting products to customer preferences and customer acceptance of sustainable supply chain solutions; the actions of competitors and competitive pressures; an acquisition of or merger with another company that has not adopted similar carbon negative goals or whose progress towards reaching its carbon negative goals is not as advanced as ours; and the pace of regional and global recovery from the COVID-19 pandemic. Accordingly, there is no assurance that we will be able to successfully execute our operational strategies and achieve our climate commitments and targets.

While our climate commitments and targets are ambitious, we believe that they are realistic and achievable. We have also developed a roadmap for implementation of our carbon reduction goals and our global emissions reduction trajectory suggests that we are on the pathway to meet our targets. However, we also recognize that some of our emission reductions over the past two years may have been primarily the result of the global COVID-19 pandemic. Our roadmap recognizes this and we are putting measures in place now to ensure that we remain on that same trajectory however we cannot guarantee that such measures will be successful. Failure to achieve our climate commitments and targets could damage our reputation and our customer and other stakeholder relationships. Further, investors have recently increased their focus on environmental, social and governance matters, including practices related to GHGs and climate change. An increasing percentage of the investment community considers sustainability factors in making investment decisions, and an increasing number of entities are considering sustainability factors in awarding business. If we are unable to meet our climate commitments and targets and appropriately address sustainability enhancement, we may lose investors, customers, or partners, our stock price may be negatively impacted, our reputation may be negatively affected, and it may be more difficult for us to compete effectively, all of which would have an adverse effect on our business, results of operations and financial condition, as well as on the price of our common stock.

Risks Related to Our Indebtedness

We rely on cash provided by operations and liquidity under our credit facilities to fund our business. Negative conditions in the credit and financial markets and delays in receiving client payments could adversely affect our cost of borrowing and our business.

Although we finance much of our operations using cash provided by operations, at times we depend on the availability of credit to grow our business and to help fund business acquisitions. We are currently a borrower under several credit facilities. These facilities all contain customary covenants restricting, among other things, our ability to incur certain liens and indebtedness. We are also subject to certain financial covenants, including maintenance of a maximum consolidated leverage ratio. A breach of any covenant or our inability to comply with the required financial ratios could result in a default under one or more of our credit facilities and limit our ability to do further borrowing. Instability in the credit markets in the U.S. or abroad could cause the availability of credit to be relatively difficult or expensive to obtain at competitive rates, on commercially reasonable terms or in sufficient amounts. This situation could make it more difficult or more expensive for us to access funds, refinance our existing indebtedness, enter into agreements for new indebtedness, or obtain funding through the issuance of securities or such additional capital may not be available on terms acceptable to us, or at all. We may also enter into business acquisition agreements that require us to access credit, which if not available at the closing of the acquisition could result in a breach of the acquisition agreement and a resulting claim for damages by the sellers of such business. In addition, market conditions could negatively impact our clients' ability to fund their projects and, therefore, utilize our services, which could have a material adverse impact on our business, financial condition, and results of operations.

In addition, we are subject to the risk that the counterparties to our credit agreements may go bankrupt if they suffer catastrophic demand on their liquidity that will prevent them from fulfilling their contractual obligations to us. We also routinely enter into contracts with counterparties including vendors, suppliers and subcontractors that may be negatively impacted by events in the credit markets. If those counterparties are unable to perform their obligations to us or our clients, we may be required to provide additional services or make alternate arrangements on less favorable terms with other parties to ensure adequate performance and delivery of services to our clients. These circumstances could also lead to disputes and litigation with our partners or clients, which could have a material adverse impact on our reputation, business, financial condition and results of operations.

Some of our customers, suppliers and subcontractors depend on access to commercial financing and capital markets to fund their operations. Disruptions of the credit or capital markets could adversely affect our clients' ability to finance projects and could result in contract cancellations or suspensions, project delays and payment delays or defaults by our clients. In addition, clients may be unable to fund new projects, may choose to make fewer capital expenditures or otherwise slow their spending on our services or to seek contract terms more favorable to them. Our government clients may face budget deficits that prohibit them from funding proposed and existing projects or that cause them to exercise their right to terminate our contracts with little or no prior notice. In addition, any financial difficulties suffered by our subcontractors or suppliers could increase our cost or adversely impact project schedules. These disruptions could materially impact our backlog and have a material adverse impact on our business, financial condition and results of operations.

In addition, we typically bill our clients for our services in arrears and are, therefore, subject to our clients delaying or failing to pay our invoices after we have already committed resources to their projects. In weak economic environments, we may experience increased delays and failures due to, among other reasons, our clients' unwillingness to pay for alleged poor performance or to preserve their own working capital. If one or more clients delays in paying or fails to pay us a significant amount of our outstanding receivables, it could have a material adverse impact on our liquidity, financial condition and results of operations.

Furthermore, our cash balances and short-term investments are maintained in accounts held by major banks and financial institutions located primarily in North America, Europe, South America, Australia and Asia. Some of our accounts hold deposits in amounts that exceed available insurance. Although none of the financial institutions in which we hold our cash and investments have gone into bankruptcy or forced receivership, or have been seized by their governments, there is a risk that such events may occur in the future. If any such events were to occur, we would be at risk of not being able to access our cash, which may result in a temporary liquidity crisis that could impede our ability to fund our operations, which could have a material adverse impact on our business, financial condition and results of operations.

Maintaining adequate bonding and letter of credit capacity is necessary for us to successfully bid on and win some contracts.

In line with industry practice, we are often required to provide performance or payment bonds or letters of credit to our customers. These instruments indemnify the customer should we fail to perform our obligations under the contract. If a bond or a letter of credit is required for a particular project and we are unable to obtain an appropriate bond or letter of credit, we cannot pursue that project. Historically, we have had adequate bonding and letter of credit capacity but, as is typically the case, the issuance of a bond is at the surety's sole discretion and the issuance of a letter of credit is based on the Company's credit-worthiness. Because of an overall lack of worldwide bonding capacity, we may find it difficult to find sureties who will provide required levels of bonding or such bonding may only be available at significant additional cost. There can be no assurance that our bonding capacity will continue to be available to us on reasonable terms. In addition, future projects may require us to obtain letters of credit that extend beyond the term of our existing credit facilities. Our inability to obtain adequate bonding and, as a result, to bid on new contracts that require such bonding or letter of credit could have a material adverse impact on our business, financial condition and results of operations.

Risks Related to Our Common Stock

Our quarterly results may fluctuate significantly, which could have a material negative effect on the price of our common stock.

Our quarterly operating results may fluctuate significantly or fall below the expectations of securities analysts, which could have a material adverse impact on the price of our common stock. Fluctuations are caused by a number of factors, including:

- Legal proceedings, disputes and/or government investigations;
- Fluctuations in the spending patterns of our government and commercial customers;
- The number and significance of projects executed during a quarter;
- Unanticipated changes in contract performance, particularly with contracts that have funding limits;
- The timing of resolving change orders, requests for equitable adjustments, and other contract adjustments;
- Delays incurred in connection with a project;
- Changes in prices of commodities or other supplies;
- Changes in foreign currency exchange rates;
- Weather conditions that delay work at project sites;
- The timing of expenses incurred in connection with acquisitions or other corporate initiatives;
- The decision by the Board of Directors to begin or cease paying a dividend, and the expectation that if the Company pays dividends, it would declare dividends at the same or higher levels in the future;
- Natural disasters or other crises;
- Staff levels and utilization rates;
- Changes in prices of services offered by our competitors; and
- General economic and political conditions.

There can be no assurance that we will pay dividends on our common stock.

Our Board of Directors initiated a quarterly cash dividend program in fiscal 2017 under which we have paid, and intend to continue paying, regular quarterly dividends. The declaration, amount and timing of such dividends are subject to capital availability and determinations by our Board of Directors that cash dividends are in the best interest of our stockholders and are in compliance with all respective laws and applicable agreements. Our ability to pay dividends will depend upon, among other factors, our cash balances and potential future capital requirements for strategic transactions, including acquisitions, debt service requirements, results of operations, financial condition and other factors that our Board of Directors may deem relevant. A reduction in or elimination of our dividend payments and/or our dividend program could have a material negative effect on our stock price.

In the event we issue stock as consideration for certain acquisitions we may make, we could dilute share ownership, and if we receive stock in connection with a divestiture, the value of stock is subject to fluctuation.

One method of acquiring companies or otherwise funding our corporate activities is through the issuance of additional equity securities. If we issue additional equity securities, such issuances could have the effect of diluting our earnings per share as well as our existing shareholders' individual ownership percentages in the Company.

In addition, if we receive stock or other equity securities in connection with a sale or divestiture of a business, the value of such stock will fluctuate and/or be subject to trading restrictions. Stock price changes may result from, among other things, changes in the business, operations or prospects of the issuer prior to or following the transaction, litigation or regulatory considerations, general business, market, industry or economic conditions, the ability to sell all or a portion of the stock based on current market conditions, and other factors both within and beyond the control of the Company. In addition, if the stock received is valued in a currency other than U.S. dollars, the value of such stock will also fluctuate based on foreign currency rates.

Delaware law and our charter documents may impede or discourage a takeover or change of control.

We are a Delaware corporation. Certain anti-takeover provisions of the Delaware general corporation law impose restrictions on the ability of others to acquire control of us. In addition, certain provisions of our charter documents may impede or discourage a takeover. For example:

- Only our Board of Directors can fill vacancies on the board;
- There are various restrictions on the ability of a shareholder to nominate a director for election; and
- Our Board of Directors can authorize the issuance of preferred shares.

These types of provisions, as well as our ability to adopt a shareholder rights agreement in the future, could make it more difficult for a third party to acquire control of us, even if the acquisition would be beneficial to our shareholders. Accordingly, shareholders may be limited in the ability to obtain a premium for their shares.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 2. PROPERTIES

Our properties consist primarily of office space within general, commercial office buildings located in major cities primarily in the following countries: United States; Armenia; Australia; Azerbaijan; Canada; China; Czech Republic; Denmark; Egypt; France; Germany; Hong Kong; India; Indonesia; Iraq; Ireland; Italy; Kazakhstan; Malaysia; The Netherlands; New Zealand; The Philippines; Poland; Qatar; Romania; Saudi Arabia; Singapore; Slovakia; South Africa; South Korea; Sweden; Switzerland; Taiwan (Province of China); Thailand; Ukraine; United Arab Emirates and United Kingdom. We also lease smaller offices located in certain other countries. Such space is used for operations (providing technical, professional, and other home office services), sales and administration. The total amount of space leased by us for all of our operations is approximately 7.4 million square feet. We continue to evaluate our real estate needs in connection with changes in the Company's use of its leased space as a result of the COVID-19 pandemic, and as part of the integration of our prior acquisitions.

Item 3. LEGAL PROCEEDINGS

The information required by this Item 3 is included in Note 19- *Contractual Guarantees, Litigation, Investigations and Insurance* of Notes to Consolidated Financial Statements beginning on page F-1 of this Annual Report on Form 10-K and is incorporated herein by reference.

Item 4. MINE SAFETY DISCLOSURE

None.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock is listed on the New York Stock Exchange under the ticker symbol "J".

Shareholders

According to the records of our transfer agent, there were 2,954 shareholders of record as of November 12, 2021.

Dividend Policy

Our Board of Directors initiated a quarterly cash dividend program in fiscal 2017 under which we have paid, and intend to continue paying, regular quarterly dividends. The declaration, amount and timing of such dividends are subject to capital availability and determinations by our Board of Directors that cash dividends are in the best interest of our stockholders and are in compliance with all respective laws and applicable agreements. Our ability to pay dividends will depend upon, among other factors, our cash balances and potential future capital requirements for strategic transactions, including acquisitions, debt service requirements, results of operations, financial condition and other factors that our Board of Directors may deem relevant.

Share Repurchases

On January 17, 2019, the Company’s Board of Directors authorized a share repurchase program of up to $1.0 billion of the Company’s common stock, to expire on January 16, 2022 (the "2019 Repurchase Authorization"). On January 16, 2020, the Company's Board of Directors authorized an additional share repurchase program of up to $1.0 billion of the Company's common stock, to expire on January 15, 2023 (the "2020 Repurchase Authorization"). In the fourth quarter of fiscal 2021 the Company launched an accelerated share repurchase program by advancing $250 million to a financial institution in a privately negotiated transaction.

The following table summarizes the activity under the 2019 and 2020 Repurchase Authorizations during fiscal 2021:

Amount Authorized (2019 and 2020 Repurchase Authorizations)	Average Price Per Share (1)	Shares Repurchased	Total Shares Retired
$2,000,000,000	$131.22	1,726,472	1,726,472

(1) Includes commissions paid and calculated at the average price per share

As a precautionary measure in light of the COVID-19 pandemic, the Company temporarily suspended purchases under the share repurchase plan in March 2020, with such suspension remaining in effect through the fiscal third quarter of 2020. During the fourth fiscal quarter of 2020, the Company resumed share repurchases. As of October 1, 2021, the Company has no remaining amounts available under the 2019 Repurchase Authorization and $782.9 million remaining under the 2020 Repurchase Authorization.

Our share repurchase programs do not obligate the Company to purchase any shares. Share repurchases may be executed through various means including, without limitation, accelerated share repurchases, open market transactions, privately negotiated transactions, purchases pursuant to a Rule 10b5-1 plan or otherwise. The authorization for the share repurchase programs may be terminated, increased or decreased by the Company’s Board of Directors in its discretion at any time. The timing, amount and manner of share repurchases may depend upon market conditions and economic circumstances, availability of investment opportunities, the availability and costs of financing, currency fluctuations, the market price of the Company's common stock, other uses of capital and other factors.

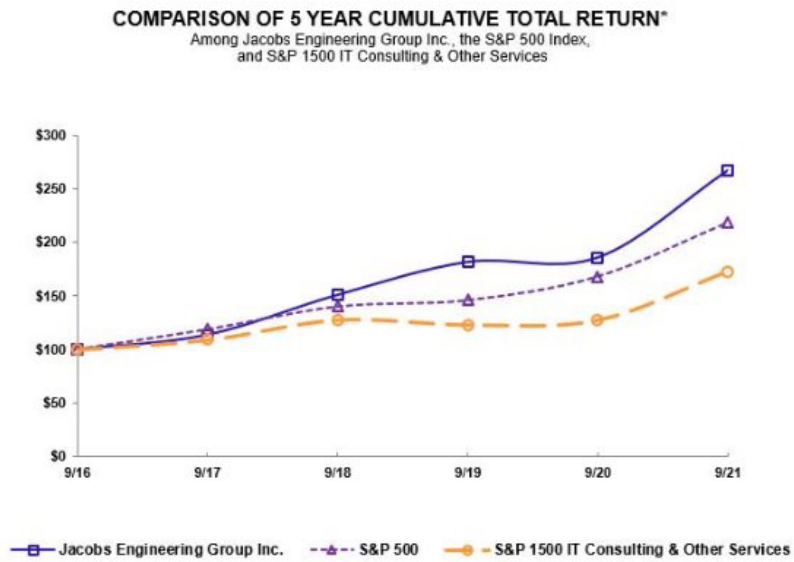
Unregistered Sales of Equity Securities

None.

Performance Graph

The following graph and table shows the changes over the five-year period ended October 1, 2021 in the value of $100 as of the close of market on September 30, 2016 in (1) the common stock of Jacobs Engineering Group Inc., (2) the Standard & Poor’s 500 Stock Index and (3) the Standard & Poor's 1500 IT Consulting & Other Services Index.

The values of each investment are based on share price appreciation, with reinvestment of all dividends, provided any were paid. The investments are assumed to have occurred at the beginning of the period presented. The stock performance included in this graph is not necessarily indicative of future stock price performance.



*$100 invested on 9/30/16 in stock or index, including reinvestment of dividends.
Fiscal year ending September 30.

	2016	2017	2018	2019	2020	2021
Jacobs Engineering Group Inc.	100.00	113.60	150.86	181.65	185.79	267.25
S&P 500	100.00	118.61	139.85	145.80	167.89	218.27
S&P 1500 IT Consulting & Other Services	100.00	109.04	127.58	123.12	127.55	172.79

Item 6. SELECTED FINANCIAL DATA

The information required by Item 301 and Item 302 of Regulation S-K has been omitted as we have elected to adopt the changes to Item 301 and Item 302 of Regulation S-K contained in SEC Release No. 33-10890.

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

Critical Accounting Policies and Estimates

In order to better understand the changes that occur to key elements of our financial condition, results of operations and cash flows, a reader of this Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be aware of the critical accounting policies we apply in preparing our consolidated financial statements.

The consolidated financial statements contained in this report were prepared in accordance with U.S. GAAP. The preparation of our consolidated financial statements and the financial statements of any business performing long-term professional services, engineering and construction-type contracts requires management to make certain estimates and judgments that affect both the entity's results of operations and the carrying values of its assets and liabilities. Although our significant accounting policies are described in Note 2- *Significant Accounting Policies* of Notes to Consolidated Financial Statements beginning on page F-1 of this Annual Report on Form 10-K, the following discussion is intended to highlight and describe those accounting policies that are especially critical to the preparation of our consolidated financial statements.

Revenue Accounting for Contracts

Engineering, Procurement & Construction Contracts and Service Contracts

On September 29, 2018, the Company adopted ASC Topic 606, *Revenue from Contracts with Customers,* including the subsequent ASUs that amended and clarified the related guidance. The Company recognizes engineering, procurement, and construction contract revenue over time, as performance obligations are satisfied, due to the continuous transfer of control to the customer. Upon adoption of ASC Topic 606, contracts which include engineering, procurement and construction services are generally accounted for as a single deliverable (a single performance obligation) and are no longer segmented between types of services. In some instances, the Company's services associated with a construction activity are limited only to specific tasks such as customer support, consulting or supervisory services. In these instances, the services are typically identified as separate performance obligations.

The Company recognizes revenue using the percentage-of-completion method, based primarily on contract costs incurred to date compared to total estimated contract costs. Estimated contract costs include the Company's latest estimates using judgments with respect to labor hours and costs, materials, and subcontractor costs. The percentage-of-completion method (an input method) is the most representative depiction of the Company's performance because it directly measures the value of the services transferred to the customer. Subcontractor materials, labor and equipment and, in certain cases, customer-furnished materials and labor and equipment are included in revenue and cost of revenue when management believes that the company is acting as a principal rather than as an agent (e.g., the company integrates the materials, labor and equipment into the deliverables promised to the customer or is otherwise primarily responsible for fulfillment and acceptability of the materials, labor and/or equipment). The Company recognizes revenue, but not profit, on certain uninstalled materials that are not specifically produced, fabricated, or constructed for a project. Under the typical payment terms of our engineering, procurement and construction contracts, amounts are billed as work progresses in accordance with agreed-upon contractual terms at periodic intervals (e.g., biweekly or monthly) and customer payments on are typically due within 30 to 60 days of billing, depending on the contract.

For service contracts, the Company recognizes revenue over time using the cost-to-cost percentage-of-completion method. Service contracts that include multiple performance obligations are segmented between types of services. For contracts with multiple performance obligations, the Company allocates the transaction price to each performance obligation using an estimate of the stand-alone selling price of each distinct service in the contract. In some instances where the Company is standing ready to provide services, the Company recognizes revenue ratably over the service period. Under the typical payment terms of our service contracts, amounts are billed as work progresses in accordance with agreed-upon contractual terms, and customer payments are typically due within 30 to 60 days of billing, depending on the contract.

Direct costs of contracts include all costs incurred in connection with and directly for the benefit of client contracts, including depreciation and amortization relating to assets used in providing the services required by the related projects. The level of direct costs of contracts may fluctuate between reporting periods due to a variety of factors, including the amount of pass-through costs we incur during a period. On those projects where we are acting as principal for subcontract labor or third-party materials and equipment, we reflect the amounts of such items in both revenues and costs (and we refer to such costs as "pass-through costs").

Variable Consideration

The nature of the Company's contracts gives rise to several types of variable consideration, including claims and unpriced change orders; awards and incentive fees; and liquidated damages and penalties. The Company recognizes revenue for variable consideration when it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur. The Company estimates the amount of revenue to be recognized on variable consideration using the expected value (i.e., the sum of a probability-weighted amount) or the most likely amount method, whichever is expected to better predict the amount. If the requirements for recognizing revenue for claims or unapproved change orders are met, revenue is recorded only when the costs associated with the claims or unapproved change orders have been incurred and only up to the amount of cost incurred.

Practical Expedient

If the Company has a right to consideration from a customer in an amount that corresponds directly with the value of the Company's performance completed to date (a service contract in which the company bills a fixed amount for each hour of service provided), the Company recognizes revenue in the amount to which it has a right to invoice for services performed.

Joint Ventures and VIEs

As is common to the industry, we execute certain contracts jointly with third parties through various forms of joint ventures. Although the joint ventures own and hold the contracts with the clients, the services required by the contracts are typically performed by us and our joint venture partners, or by other subcontractors under subcontracting agreements with the joint ventures. Many of these joint ventures are formed for a specific project. The assets of our joint ventures generally consist almost entirely of cash and receivables (representing amounts due from clients), and the liabilities of our joint ventures generally consist almost entirely of amounts due to the joint venture partners (for services provided by the partners to the joint ventures under their individual subcontracts) and other subcontractors. In general, at any given time, the equity of our joint ventures represents the undistributed profits earned on contracts the joint ventures hold with clients. Very few of our joint ventures have employees or third-party debt or credit facilities. The debt held by the joint ventures is non-recourse to the general credit of Jacobs.

Our unconsolidated joint ventures (including equity method investments) are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the investment might not be recoverable, and impairment losses are recognized for such investments if there is a decline in fair value below carrying value that is considered to be other-than-temporary.

Many of the joint ventures are deemed to be variable interest entities ("VIE") because they lack sufficient equity to finance the activities of the joint venture. The Company uses a qualitative approach to determine if the Company is the primary beneficiary of the VIE, which considers factors that indicate a party has the power to direct the activities that most significantly impact the joint venture's economic performance. These factors include the composition of the governing board, how board decisions are approved, the powers granted to the operational manager(s) and partner that holds that position(s), and to a certain extent, the partner's economic interest in the joint venture. The Company analyzes each joint venture initially to determine if it should be consolidated or unconsolidated.

- Consolidated if the Company is the primary beneficiary of a VIE, or holds the majority of voting interests of a non-VIE (and no significant participative rights are available to the other partners).
- Unconsolidated if the Company is not the primary beneficiary of a VIE, or does not hold the majority of voting interest of a non-VIE.

Share-Based Payments

We measure the value of services received from employees and directors in exchange for an award of an equity instrument based on the grant-date fair value of the award. The computed value is recognized as a non-cash cost on a straight-line basis over the period the individual provides services, which is typically the vesting period of the award with the exception of the value of awards containing an internal performance measure, such as EPS growth and ROIC, which is recognized on a straight-line basis over the vesting period subject to the probability of meeting the performance requirements and adjusted for the number of shares expected to be earned.

Accounting for Pension Plans

The accounting for pension plans requires the use of assumptions and estimates in order to calculate periodic pension cost and the value of the plans' assets and liabilities. These assumptions include discount rates, investment returns and projected salary increases, among others. The actuarial assumptions used in determining the funded statuses of the plans are provided in Note 13- *Pension and Other Postretirement Benefit Plans* of Notes to Consolidated Financial Statements beginning on page F-1 of this Annual Report on Form 10-K.

The expected rates of return on plan assets ranged from 1.8% to 7% for fiscal 2021 and range from 2% to 7% fiscal 2022. We believe the range of rates selected for fiscal 2022 reflects the long-term returns expected on the plans' assets, considering recent market conditions, projected rates of inflation, the diversification of the plans' assets, and the expected real rates of market returns. The discount rates used to compute plan liabilities ranged from 0.4% to 6.6% in fiscal 2021 and range of 0.6% to 6.6% in fiscal 2022. These assumptions represent the Company's best estimate of the rates at which its pension obligations could be effectively settled.

Changes in the actuarial assumptions often have a material effect on the values assigned to plan assets and liabilities, and the associated pension expense. For example, if the discount rate used to value the net pension benefit obligation ("PBO") at October 1, 2021 was higher by 0.5%, the PBO would have been lower at that date by approximately $229.4 million for non-U.S. plans, and by approximately $20.5 million for U.S. plans. If the expected return on plan assets was higher by 1.0%, the net periodic pension cost for fiscal 2021 would be lower by approximately $21.2 million for non-U.S. plans, and by approximately $3.4 million for U.S. plans. Differences between actuarial assumptions and actual performance (i.e., actuarial gains and losses) that are not recognized as a component of net periodic pension cost in the period in which such differences arise are recorded to accumulated other comprehensive income (loss) and are recognized as part of net periodic pension cost in future periods in accordance with U.S. GAAP. Management monitors trends in the marketplace within which our pension plans operate in an effort to assure the fairness of the actuarial assumptions used.

Redeemable Noncontrolling Interests

In connection with the PA Consulting investment, the Company recorded redeemable noncontrolling interests, representing the interest holders' 35% equity interest in the form of preferred and common shares of PA Consulting. The preferred shares are entitled to a cumulative annual compounding 12% dividend based on the outstanding preferred share subscription price. These interest holders have certain option rights to put the preferred and common share interests back to the Company at a value based on the fair value of PA Consulting (the redemption values). Additionally, the Company has an option to call the interests for certain individual shareholders in certain circumstances. Because the interests are redeemable at the option of the holders and not solely within the control of the Company, the Company classified the interests in redeemable noncontrolling interests within its Consolidated Balance Sheet at their redemption values. The optional redemption features may become exercisable no earlier than five years from the March 2, 2021 closing date, or upon the occurrence of certain other events.

The Company has deemed these interests probable of becoming redeemable in the future and requiring their measurement at the greater of (i) the redemption amount that would be paid if settlement occurred at the balance sheet date, or (ii) the historical value resulting from the original acquisition date fair value plus the impact of any earnings or loss attribution amounts, including dividends. The fair value of the the PA Consulting redeemable noncontrolling interests is determined using an income and market approach.

Further, any excess in redemption amounts over the historical values of the interests is recognized as an increase to redeemable noncontrolling interests and an offsetting decrease in consolidated retained earnings. Additionally, particular to the preference share and in certain circumstances the ordinary share components of redeemable noncontrolling interests, such decrease in consolidated retained earnings is also reflected as a corresponding downward adjustment to net earnings attributable to Jacobs for purposes of the calculation of consolidated earnings per share attributable to common shareholders.

Contractual Guarantees, Litigation, Investigations, and Insurance

In the normal course of business, we make contractual commitments, some of which are supported by separate guarantees; and on occasion we are a party in a litigation or arbitration proceeding. The litigation in which we are involved primarily includes personal injury claims, professional liability claims, and breach of contract claims. Where we provide a separate guarantee, it is strictly in support of the underlying contractual commitment. Guarantees take various forms including surety bonds required by law, or standby letters of credit ("LOC") (also referred to as “bank guarantees”) or corporate guarantees given to induce a party to enter into a contract with a subsidiary. Standby LOCs are also used as security for advance payments or in various other transactions. The guarantees have various expiration dates ranging from an arbitrary date to completion of our work (e.g., engineering only) to completion of the overall project. We record in the Consolidated Balance Sheets amounts representing our estimated liability relating to such guarantees, litigation and insurance claims. Guarantees are accounted for in accordance with ASC 460-10, *Guarantees*, at fair value at the inception of the guarantee.

We maintain insurance coverage for most insurable aspects of our business and operations. Our insurance programs have varying coverage limits depending upon the type of insurance, and include certain conditions and exclusions which insurance companies may raise in response to any claim that the Company brings. We have also elected to retain a portion of losses and liabilities that occur through the use of various deductibles, limits, and retentions under our insurance programs. As a result, we may be subject to a future liability for which we are only partially insured or completely uninsured. We intend to mitigate any such future liability by continuing to exercise prudent business judgment in negotiating the terms and conditions of the contracts which the Company enters with its clients. Our insurers are also subject to business risk and, as a result, one or more of them may be unable to fulfill their insurance obligations due to insolvency or otherwise.

Our Consolidated Balance Sheets include amounts representing our probable estimated liability relating to such claims, guarantees, litigation, audits, and investigations. Our estimates of probable liabilities require us to make assumptions related to potential losses regarding our determination of amounts considered probable and estimable. We perform an analysis to determine the level of reserves to establish for insurance-related claims that are known and have been asserted against us, as well as for insurance-related claims that are believed to have been incurred based on actuarial analysis, but have not yet been reported to our claims administrators as of the respective balance sheet dates. We include any adjustments to such insurance reserves in our consolidated results of operations. Insurance recoveries are recorded as assets if recovery is probable and estimated liabilities are not reduced by expected insurance recoveries.

The Company believes, after consultation with counsel, that such guarantees, litigation, U.S. government contract-related audits, investigations and claims, and income tax audits and investigations should not have a material adverse effect on our consolidated financial statements, beyond amounts currently accrued.

Testing Goodwill for Possible Impairment

The goodwill carried on our Consolidated Balance Sheets is tested annually for possible impairment, and on an interim basis if indicators of possible impairment exist. For purposes of impairment testing, goodwill is assigned to the applicable reporting units based on the current reporting structure. In performing the annual impairment test, we evaluate our goodwill at the reporting unit level. The Company performs the annual goodwill impairment test for the reporting units at the beginning of the fourth quarter of its fiscal year.

We evaluate impairment of goodwill either by assessing qualitative factors to determine whether it is more likely than not that the fair value of our reporting unit is less than its carrying amount, or by performing a quantitative assessment. Qualitative factors include industry and market considerations, overall financial performance, and other relevant events and circumstances affecting the reporting unit. If we choose to perform a qualitative assessment and after considering the totality of events or circumstances, we determine it is more likely than not that the fair value of our reporting unit is less than its carrying amount, we would perform a quantitative fair value test.

U.S. GAAP does not prescribe a specific valuation method for estimating the fair value of reporting units. Any valuation technique used to estimate the fair value of a reporting unit requires the use of significant estimates and assumptions, including revenue growth rates, operating margins, discount rates and future market conditions, among others.

We use income and market approaches to test our goodwill for possible impairment which requires us to make estimates and judgments. Under the income approach, fair value is determined by using the discounted cash flows of our reporting units. The Company’s discount rate reflects a weighted average cost of capital (“WACC”) for a peer group of companies representative of the Company’s respective reporting units. Under the market approach, the fair values of our reporting units are determined by reference to guideline companies that are reasonably comparable to our reporting units; the fair values are estimated based on the valuation multiples of the invested capital associated with the guideline companies. In assessing whether there is an indication that the carrying value of goodwill has been impaired, we utilize the results of both valuation techniques and consider the range of fair values indicated.

It is possible that changes in market conditions, economy, facts and circumstances, judgments and assumptions used in estimating the fair value could change, resulting in possible impairment of goodwill in the future. The fair values resulting from the valuation techniques used are not necessarily representative of the values we might obtain in a sale of the reporting units to willing third parties.

For the 2021 fiscal year, we have determined that the fair value of our reporting units substantially exceeded their respective carrying values for the Consolidated Balance Sheets presented and any analysis beyond the qualitative level was not considered necessary.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS

For the Fiscal Years Ended October 1, 2021, October 2, 2020 and September 27, 2019

(In thousands, except per share information)	October 1, 2021	October 2, 2020	September 27, 2019
Revenues	$ 14,092,632	$ 13,566,975	$ 12,737,868
Direct cost of contracts	(11,048,860)	(10,980,307)	(10,260,840)
Gross profit	3,043,772	2,586,668	2,477,028
Selling, general and administrative expenses	(2,355,683)	(2,050,695)	(2,072,177)
Operating Profit	688,089	535,973	404,851
Other Income (Expense):			
Interest income	3,503	4,729	9,487
Interest expense	(72,714)	(62,206)	(83,867)
Miscellaneous income (expense), net	76,724	(37,293)	20,488
Total other income (expense), net	7,513	(94,770)	(53,892)
Earnings from Continuing Operations Before Taxes	695,602	441,203	350,959
Income Tax Expense for Continuing Operations	(274,781)	(55,320)	(36,954)
Net Earnings of the Group from Continuing Operations	420,821	385,883	314,005
Net Earnings of the Group from Discontinued Operations	10,008	137,984	559,214
Net Earnings of the Group	430,829	523,867	873,219
Net Earnings Attributable to Noncontrolling Interests from Continuing Operations	(39,213)	(32,022)	(23,045)
Net Loss Attributable to Redeemable Noncontrolling Interests	85,414	—	—
Net Earnings Attributable to Jacobs from Continuing Operations	467,022	353,861	290,960
Net (Earnings) Attributable to Noncontrolling Interests from Discontinued Operations	—	—	(2,195)
Net Earnings Attributable to Jacobs from Discontinued Operations	10,008	137,984	557,019
Net Earnings Attributable to Jacobs	$ 477,030	$ 491,845	$ 847,979
Net Earnings Per Share:			
Basic Net Earnings from Continuing Operations Per Share	$ 3.15	$ 2.69	$ 2.11
Basic Net Earnings from Discontinued Operations Per Share	$ 0.08	$ 1.05	$ 4.03
Basic Earnings Per Share	$ 3.22	$ 3.74	$ 6.14
Diluted Net Earnings from Continuing Operations Per Share	$ 3.12	$ 2.67	$ 2.09
Diluted Net Earnings from Discontinued Operations Per Share	$ 0.08	$ 1.04	$ 4.00
Diluted Earnings Per Share	$ 3.20	$ 3.71	$ 6.08

2021 Overview

COVID-19 Pandemic. There are many risks and uncertainties regarding the COVID-19 pandemic, including the anticipated duration of the pandemic and the extent of local and worldwide social, political, and economic disruption it may cause. The Company's operations for fiscal 2021 were adversely impacted by COVID-19. While certain business units of Critical Mission Solutions, People & Places Solutions and PA Consulting have experienced, and may continue to experience, an increase in demand for certain of their services regarding new projects that may arise in response to the COVID-19 pandemic, it is still expected that COVID-19 is likely to continue to have an adverse impact on each of Critical Missions Solutions, People & Places Solutions and PA Consulting in fiscal 2022, although to a lesser degree than what was seen in 2021 or 2020.

Please refer to Item 1A - *Risk Factors*, for a discussion of risks and uncertainties related to COVID-19, including the potential impacts on the Company's business, financial condition and results of operations.

Net earnings attributable to the Company from continuing operations for fiscal 2021 were $467.0 million (or $3.12 per diluted share), an increase of $113.2 million, or 32.0%, from $353.9 million (or $2.67 per diluted share) for the prior year. Overall favorable operating profit improvements during the current year compared to the last year benefited from our PA Consulting and Buffalo Group investing activities in the current year as well as operating profit results in our legacy businesses. These favorable items were offset by the one-time impact of $261.4 million in relation to certain transaction proceeds amounts for the PA investment required to be treated as post-completion compensation expense due to continuing employment requirements associated with employees of PA receiving transaction proceeds in accordance with US generally accepted accounting principles. This required treatment had no impact on the total purchase consideration for this investment. Additionally, included in the Company's reported results in miscellaneous income (expense), net from continuing operations for the year ended October 1, 2021 was $34.7 million in pre-tax net gains associated with our investment in Worley stock (net of Worley stock dividend), which was sold during the fourth quarter fiscal 2021, and certain foreign currency revaluations relating to the ECR sale, as well as pre-tax realized gains associated with our investment in C3.ai, Inc. ("C3") of $49.6 million, which was sold during fiscal 2021, as further discussed Note 8- *Joint Ventures, VIEs and Other Investments.* Further, $38.6 million in offsetting pre-tax other-than-temporary impairment charges were recorded for our AWE Management Ltd ("AWE") investment in fiscal 2021. In comparison, miscellaneous income (expense), net for the corresponding 2020 period included pre-tax earnings of $330.2 million in Restructuring and other charges and transaction costs associated in part with the Company's fourth quarter fiscal 2020 transformation initiatives relating to real estate and other staffing programs which are discussed in Note 17- *Restructuring and Other Charges* and $74.5 million in pre-tax fair value losses associated with our investment in Worley stock (net of Worley stock dividend) and certain foreign currency revaluations relating to the ECR sale. Income tax expense for continuing operations for fiscal 2021 was $274.8 million, an increase of $219.5 million, or 396.7%, from $55.3 million in the prior year. Key drivers for this year-over-year increase include $48.7 million related to nondeductible compensation expense relating to the PA Consulting acquisition, $25.6 million related to tax law changes enacted in the United Kingdom, and the current year change in valuation allowance of $38.9 million as compared to income tax benefits during fiscal 2020 of $11.3 million for the release of uncertain tax positions, $6.8 million related to income tax rate changes, the prior year change in valuation allowance of $16.9 million, with the remaining increase related mainly to higher levels of pre-tax income in 2021.

Net earnings attributable to Jacobs from discontinued operations for fiscal 2021 were $10.0 million (or $0.08 per diluted share), a decrease of $128.0 million, or 92.8%, from $138.0 million (or $1.04 per diluted share) for the prior year. Included in net earnings attributable to the Company from discontinued operations for the current year was the pre-tax gain amount of $15.6 million associated with the final working capital settlement with Worley in connection with the ECR sale during the current year. Also, the comparative 2020 year to date period included the settlement of the Nui Phao ("NPMC") legal matter that was reimbursed by insurance, the recognition of the deferred gain for the delayed conveyance of the international entities and for the delivery of the ECR IT assets and adjustments for working capital and certain other items in connection with the ECR sale. For further discussion, see Note 16 - *Sale of Energy, Chemicals and Resources ("ECR") Business*.

On March 2, 2021, Jacobs completed the strategic investment of a 65% interest in PA Consulting. For further discussion, see Note 14- *PA Consulting Business Combination*.

On November 24, 2020, Jacobs completed the acquisition of Buffalo Group. For further discussion, see Note 15- *Other Business Combinations.*

Backlog at October 1, 2021 was $26.6 billion, up $2.8 billion, from $23.8 billion for the prior year. New prospects and new sales remain strong and the Company continues to have a positive outlook for many of the industry groups and sectors in which our clients operate.

Subsequent to October 1, 2021, the Company has entered into the planning stages for identifying certain additional leased space that it intends to abandon or market for sublease and expects to record associated impairment charges in fiscal 2022 upon finalization of these plans. Potential charges for these plans are expected to approximate up to $70 million.

<u>Results of Operations</u>

Fiscal 2021 Compared to Fiscal 2020

Revenues for the year ended October 1, 2021 were $14.09 billion, an increase of $525.7 million, or 3.9%, from $13.57 billion for the prior year. The increase in revenues was due partly to fiscal 2021 incremental revenues from the PA Consulting investment completed in March 2021, the Buffalo Group business acquisition completed in November 2020 and the March 2020 John Wood Group nuclear business acquisition. In addition, revenue growth benefited from favorable foreign currency translation of $238.6 million for the year ended October 1, 2021, in our international businesses, as compared to unfavorable impacts of $30.8 million for the corresponding period last year. The current year benefits were partially offset by market conditions and certain contract wind downs in our U.S. businesses and the extra week of activity in fiscal 2020.

Pass-through costs included in revenues for the year ended October 1, 2021 were $2.38 billion, in comparison to $2.61 billion in the prior year. In general, pass-through costs are more significant on projects that have a higher content of field services activities. Pass-through costs are generally incurred at specific points during the life cycle of a project and are highly dependent on the needs of our individual clients and the nature of the clients' projects. However, because we have hundreds of projects that start at various times within a fiscal year, the effect of pass-through costs on the level of direct costs of contracts can vary between fiscal years without there being a fundamental or significant change to the underlying business.

Gross profit for the year ended October 1, 2021 was $3.04 billion, up $457.1 million, or 17.7%, from $2.59 billion for the prior year. Our gross profit margins were 21.6% and 19.1% for the years ended October 1, 2021 and October 2, 2020, respectively. The increase in our gross profit and gross profit margins were mainly attributable to the recent business acquisitions mentioned along with favorable foreign currency translation impacts in our international businesses partially offset by market conditions and certain contract wind downs in our U.S. businesses and the extra week of activity in fiscal 2020 as noted above.

See **Segment Financial Information** discussion for further information on the Company's results of operations at the operating segment level.

Selling, general & administrative expenses for the year ended October 1, 2021 were $2.36 billion, an increase of $305.0 million, or 14.9%, from $2.05 billion for the prior year. The current year's results were impacted by incremental SG&A expenses from the recent business acquisitions mentioned above and higher personnel-related costs, partly offset by lower other operational overhead costs and the extra week of activity in fiscal 2020. Additionally, restructuring and other charges for fiscal 2021 were mainly attributable to post-completion compensation expense of $261 million in connection with the investment in PA Consulting, while fiscal 2020 included $325.1 million of restructuring and other charges and transaction costs associated in part with the Company's fourth quarter fiscal 2020 transformation initiatives relating to real estate and other staffing programs. Incremental SG&A expenses from the above-mentioned business acquisitions have been offset in part by continued reductions in personnel-related and other overhead costs resulting from our ongoing cost reduction programs. Unfavorable impacts on SG&A expenses from foreign exchange were $75.9 million for the year ended October 1, 2021 as compared to nominal favorable impacts for the corresponding period last year.

Net interest expense for the year ended October 1, 2021 was $69.2 million, an increase of $11.7 million from $57.5 million for the prior year. The increase in net interest expense year over year is primarily due to the higher levels of debt outstanding in the current year as a result of the PA acquisition, partially offset by lower interest rates.

Miscellaneous income (expense), net for the year ended October 1, 2021 was $76.7 million, an increase of $114.0 million as compared to $(37.3) million in expense for the prior year. The increase from the prior year was due primarily to $34.7 million in pre-tax net gains associated with changes in the fair value of our investment in Worley stock (net of Worley stock dividend) (which was sold in fourth quarter fiscal 2021) and certain foreign currency revaluations relating to the ECR sale in the current year, compared to pre-tax net losses of $74.5 million in the prior year. Also included in miscellaneous (expense) income during the current year are pre-tax realized gains of $49.6 million related to holdings of our C3 shares sold during the period, as further discussed in Note 11 - Joint Ventures, VIEs and Other Investments. These favorable impacts for fiscal 2021 were partially offset by other-than-temporary impairment charges on our investment in AWE in the amount of $38.6 million.

The following table reconciles total income tax expense on continuing operations using the statutory U.S. federal income tax rate to the consolidated income tax expense on continuing operations shown in the accompanying Consolidated Statements of Earnings for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (dollars in thousands):

	For the Years Ended					
	October 1, 2021	%	October 2, 2020	%	September 27, 2019	%
Statutory amount	$ 146,078	21.0 %	$ 92,652	21.0 %	$ 73,701	21.0 %
State taxes, net of the federal benefit	14,564	2.1 %	7,254	1.6 %	10,183	2.9 %
Exclusion of tax on non-controlling interests	(7,999)	(1.1) %	(6,622)	(1.5) %	(4,839)	(1.4) %
Foreign:						
Difference in tax rates of foreign operations	3,684	0.5 %	(6,267)	(1.4) %	1,083	0.3 %
Expense/(benefit) from foreign valuation allowance change	2,148	0.3 %	(16,861)	(3.8) %	(29,125)	(8.3) %
Nondeductible compensation	48,727	7.0 %	—	— %	—	— %
U.S. tax cost (benefit) of foreign operations	35,228	5.1 %	42,992	9.7 %	(17,760)	(5.1) %
Tax differential on foreign earnings	89,787	12.9 %	19,864	4.5 %	(45,802)	(13.1) %
Foreign tax credits	(25,230)	(3.6) %	(26,471)	(6.0) %	(15,682)	(4.5) %
Tax Rate Change	25,588	3.7 %	(6,811)	(1.5) %	—	— %
Tax reform	—	— %	—	— %	36,674	10.4 %
Valuation allowance	38,928	5.6 %	—	— %	(207)	(0.1) %
Uncertain tax positions	978	0.1 %	(11,338)	(2.6) %	(6,883)	(2.0) %
Other items:						
Energy efficient commercial buildings deduction	(3,760)	(0.5) %	(7,267)	(1.6) %	(2,957)	(0.8) %
Disallowed officer compensation	6,689	1.0 %	5,081	1.2 %	5,568	1.6 %
Stock compensation	(9,946)	(1.4) %	(10,234)	(2.3) %	(7,864)	(2.2) %
Other items – net	(896)	(0.1) %	(788)	(0.2) %	(4,938)	(1.4) %
Total other items	(7,913)	(1.1) %	(13,208)	(3.0) %	(10,191)	(2.8) %
Taxes on income from continuing operations	$ 274,781	39.5 %	$ 55,320	12.5 %	$ 36,954	10.5 %

The Company's consolidated effective income tax rate for the year ended October 1, 2021 increased to 39.5% from 12.5% for fiscal 2020. Key drivers for this year-over-year increase in the effective tax rate include impacts from $261 million in nondeductible compensation relating to the PA investment post-completion compensation expense, $25.6 million related to tax law changes enacted in the United Kingdom, and the current year change in valuation allowance of $38.9 million as compared to income tax benefits during fiscal 2020 of $11.3 million for the release of uncertain tax positions, $6.8 million related to income tax rate changes, the prior year change in valuation allowance of $16.9 million, with the remaining increase related mainly to higher levels of pre-tax income in 2021.

Segment Financial Information

The following tables present total revenues and segment operating profit for each reportable segment (in thousands) and includes a reconciliation of segment operating profit to total U.S. GAAP operating profit by including certain corporate-level expenses and expenses relating to the restructuring other charges (as defined in Note 17- *Restructuring and Other Charges)* and transaction costs (in thousands).

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Revenues from External Customers:			
Critical Mission Solutions	$ 5,087,052	$ 4,965,952	$ 4,551,162
People & Places Solutions	8,378,179	8,601,023	8,186,706
PA Consulting	627,401	—	—
Total	$ 14,092,632	$ 13,566,975	$ 12,737,868

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Segment Operating Profit:			
Critical Mission Solutions	$ 447,161	$ 372,070	$ 310,043
People & Places Solutions (1)	780,380	740,707	714,394
PA Consulting	151,071	—	—
Total Segment Operating Profit	1,378,612	1,112,777	1,024,437
Other Corporate Expenses (2)	(340,129)	(249,391)	(264,351)
Restructuring, Transaction and Other Charges (3)	(350,394)	(327,413)	(355,235)
Total U.S. GAAP Operating Profit	688,089	535,973	404,851
Total Other Income (Expense), net (4)	7,513	(94,770)	(53,892)
Earnings from Continuing Operations Before Taxes	$ 695,602	$ 441,203	$ 350,959

(1) Includes $19.5 million, net, in charges related to a legal settlement for the year ended October 1, 2021 and $25.0 million in charges associated with a certain project for the year ended September 27, 2019.

(2) Other corporate expenses include intangibles amortization of $149.8 million, $90.6 million and $79.1 million for the years ended October 1, 2021, October 2, 2020 and September 27, 2019, respectively. Also includes costs that were previously allocated to the ECR segment prior to discontinued operations presentation in connection with the ECR sale in the approximate amount of $14.8 million for the year ended September 27, 2019.

(3) Included in the year ended October 1, 2021 is $297.8 million of costs incurred in connection with the investment in PA Consulting, in part classified as compensation costs.

(4) The years ended October 1, 2021, October 2, 2020 and September 27, 2019 include $34.7 million, $(74.3) million and $(64.8) million in fair value adjustments related to our investment in Worley stock (net of Worley stock dividends) (sold during the current year) and certain foreign currency revaluations relating to ECR sale proceeds, respectively and revenues under the Company's TSA with Worley of $0.2 million, $15.8 million and $35.4 million, respectively. The year ended October 1, 2021 includes $38.6 million related to impairment of our AWE Management Ltd. investment and $49.6 million in fair value adjustments related to our investment in C3 stock. Lastly, includes gain on settlement of the CH2M retiree medical plans of $35.0 million for the year ended September 27, 2019.

In evaluating the Company's performance by operating segment, the CODM reviews various metrics and statistical data for each Line Of Business ("LOB") and PA Consulting, but focuses primarily on revenues and operating profit. As discussed above, segment operating profit includes not only local SG&A expenses but the SG&A expenses of the Company's support groups that have been allocated to the segments. In addition, the Company attributes each segment's specific incentive compensation plan costs to the segments. The revenues of the People & Places Solutions LOB are more affected by pass-through revenues than the Critical Mission Solutions LOB or the PA Consulting segment. The methods for recognizing revenue, incentive fees, project losses and change orders are consistent among the segments.

Critical Mission Solutions

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Revenue	$ 5,087,052	$ 4,965,952	$ 4,551,162
Operating Profit	$ 447,161	$ 372,070	$ 310,043

Critical Mission Solutions (CMS) segment revenues for the year ended October 1, 2021 were $5.09 billion, up $121.1 million, or 2.4%, from $4.97 billion for the prior year. Our increase in revenue was primarily attributable to incremental revenue from the Buffalo Group and John Wood Group nuclear business acquisitions. There was also comparable revenue growth from most elements of our legacy portfolio, driven by increased spending by customers in the U.S. government business sector and our legacy international clients, mitigated by several large contracts winding down in the U.S. and one less week of activity as compared to fiscal year end 2020. Impacts on revenues from favorable foreign currency translation were approximately $61.8 million for the year ended October 1, 2021, compared to $4.5 million in unfavorable impacts in the corresponding prior year.

Operating profit for the segment was $447.2 million for the year ended October 1, 2021, up $75.1 million, or 20.2%, from $372.1 million for the prior year. The increases from the prior year were primarily attributable to incremental operating profit from the Buffalo Group and John Wood Group nuclear business acquisitions, and the continued growth in profits from our U.S. governmental business sector and our legacy international business. Impacts on operating profit from favorable foreign currency translation were approximately $9.7 million for the year ended October 1, 2021, compared to $0.4 million in unfavorable impacts in the corresponding prior year.

People & Places Solutions

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Revenue	$ 8,378,179	$ 8,601,023	$ 8,186,706
Operating Profit	$ 780,380	$ 740,707	$ 714,394

Revenues for the People & Places Solutions (P&PS) segment for the year ended October 1, 2021 were $8.38 billion, down $222.8 million, or 2.6%, from $8.60 billion for the prior year. The decrease in revenue was driven by softer market conditions in our advanced facilities business and one less week of activity during fiscal year ended October 1, 2021, as compared to the prior year. These items were partially offset by $176.8 million in favorable foreign currency translation in our international business for the year ended October 1, 2021, compared to $26.2 million in unfavorable impacts in the corresponding prior year.

Operating profit for the segment for the year ended October 1, 2021 was $780.4 million, an increase of $39.7 million, or 5.4%, from $740.7 million for the comparative period in 2020. The year-over-year increase is primarily related to lower spend on travel, discretionary operating expenditures and other operating expenditures and real estate transformation initiatives enacted in fiscal year 2020. Impacts on operating profit from favorable foreign currency translation were approximately $30.9 million for the year ended October 1, 2021, compared to $6.1 million in unfavorable impacts in the corresponding prior year. In addition, these were partially offset by $19.5 million in net charges related to a legal settlement for the year ended October 1, 2021.

PA Consulting

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Revenue	$ 627,401	$ —	$ —
Operating Profit	$ 151,071	$ —	$ —

Revenues and operating profit for the PA Consulting segment for the year ended October 1, 2021 were $627.4 million and $151.1 million, respectively. There were no comparable periods in the prior year, given the transaction closed on March 2, 2021.

Other Corporate Expenses

Other corporate expenses were $340.1 million, $249.4 million and $264.4 million for the years ended October 1, 2021, October 2, 2020 and September 27, 2019, respectively. The increase from fiscal 2020 to fiscal 2021 was due primarily to higher intangible amortization expense from the PA Consulting investment and the Buffalo Group and John Wood Group nuclear business acquisitions, as well as impacts from Company benefit program enhancements. These increases were partly offset by employee related and other cost reductions across the Company's corporate functions.

Included in other corporate expenses in the above table are costs and expenses that relate to general corporate activities as well as corporate-managed benefit and insurance programs. Such costs and expenses include: (i) those elements of SG&A expenses relating to the business as a whole; (ii) those elements of our incentive compensation plans relating to corporate personnel whose other compensation costs are not allocated to the LOBs; (iii) the amortization of intangible assets acquired as part of business combinations; (iv) the quarterly variances between the Company’s actual costs of certain of its self-insured integrated risk and employee benefit programs and amounts charged to the LOBs; and (v) certain adjustments relating to costs associated with the Company’s international defined benefit pension plans. In addition, other corporate expenses may also include from time to time certain adjustments to contract margins (both positive and negative) associated with projects, as well as other items, where it has been determined that such adjustments are not indicative of the performance of the related LOB.

Restructuring and Other Charges

For discussion regarding restructuring and other charges, see Note 17- *Restructuring and Other Charges* to the Consolidated Financial Statements.

Backlog Information

We include in backlog the total dollar amount of revenues we expect to record in the future as a result of performing work under contracts that have been awarded to us. Our policy with respect to Operations & Maintenance ("O&M") contracts, however, is to include in backlog the amount of revenues we expect to receive for one succeeding year, regardless of the remaining life of the contract. For national government programs (other than national government O&M contracts, which are subject to the same policy applicable to all other O&M contracts), our policy is to include in backlog the full contract award, whether funded or unfunded, excluding option periods. Because of variations in the nature, size, expected duration, funding commitments and the scope of services required by our contracts, the timing of when backlog will be recognized as revenues can vary greatly between individual contracts.

Consistent with industry practice, substantially all of our contracts are subject to cancellation or termination at the option of the client, including our U.S. government work. While management uses all information available to it to determine backlog, at any given time our backlog is subject to changes in the scope of services to be provided as well as increases or decreases in costs relating to the contracts included therein. Backlog is not necessarily an indicator of future revenues.

Because certain contracts (e.g., contracts relating to large Engineering, Procurement & Construction ("EPC") projects as well as national government programs) can cause large increases to backlog in the fiscal period in which we recognize the award, and because many of our contracts require us to provide services that span over several fiscal quarters (and sometimes over fiscal years), we evaluate our backlog generally on a year-over-year basis, but also on a sequential, quarter-over-quarter basis, where appropriate.

Please refer to Item 1A- *Risk Factors*, above, for a discussion of other factors that may cause backlog to ultimately convert into revenues at different amounts.

The following table summarizes our backlog for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in millions):

	October 1, 2021		October 2, 2020		September 27, 2019	
Critical Mission Solutions	$	10,589	$	9,104	$	8,460
People & Places Solutions		15,738		14,714		14,109
PA Consulting		304		—		—
Total	$	26,631	$	23,818	$	22,569

The increase in backlog in Critical Mission Solutions for the years presented was primarily the result of the acquisition of Buffalo Group and conversion of the other robust CMS pipeline.

The increase in backlog in People & Places Solutions for the years presented was primarily the result of new awards in the U.K. and U.S. markets.

Backlog in PA Consulting as of October 1, 2021 was $303.6 million. The PA Consulting transaction closed on March 2, 2021.

Backlog relating to work to be performed either directly or indirectly for the U.S. federal government and its agencies totaled approximately $10.8 billion (or 40.5% of total backlog), $8.5 billion (or 35.7% of total backlog) and $8.8 billion (or 39.1% of total backlog) at October 1, 2021, October 2, 2020 and September 27, 2019, respectively. Most of our federal government contracts require that services be provided beyond one year. In general, these contracts must be funded annually (i.e., the amounts to be spent under the contract must be appropriated by the U.S. Congress to the procuring agency, and then the agency must allot these sums to the specific contracts).

We estimate that approximately $8.50 billion, or 31.9%, of total backlog at October 1, 2021 will be realized as revenues within the next fiscal year.

Consolidated backlog differs from the Company's remaining performance obligations as defined by ASC 606 primarily because of our national government contracts (other than national government O&M contracts). Our policy is to include in backlog the full contract award, whether funded or unfunded excluding the option periods while our remaining performance obligations represent a measure of the total dollar value of work to be performed on contracts awarded and in progress. Additionally, the Company includes our proportionate share of backlog related to unconsolidated joint ventures which is not included in our remaining performance obligations.

For a discussion on the year ended October 2, 2020 compared to the year ended September 27, 2019, please refer to Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended October 2, 2020.

Liquidity and Capital Resources

At October 1, 2021, our principal sources of liquidity consisted of $1.01 billion in cash and cash equivalents and $1.92 billion of available borrowing capacity under our $2.25 billion revolving credit agreement (the "Revolving Credit Facility"). We finance much of our operations and growth through cash generated by our operations.

The amount of cash and cash equivalents at October 1, 2021 represented an increase of $151.8 million from $862.4 million at October 2, 2020, the reasons for which are described below.

Our cash flow provided by operations of $726.3 million during fiscal 2021 was comparatively lower than the $806.8 million in cash flow provided by operations for the prior year. This change was due primarily to unfavorable impacts from net cash earnings driven by $261 million in cash used associated with PA Consulting post-completion compensation payments made during the year. These payments were offset in part by overall improved working capital performance, driven by favorability in accounts receivable collection trends partly offset by payments of certain costs deferred from the 2020 COVID assistance programs in the U.S and Europe.

Our cash used for investing activities for fiscal 2021 of $1.38 billion was comparatively higher than the $429.1 million cash used for investing activities for the prior year. The increase was due primarily to the Buffalo Group acquisition and our investment in PA Consulting during fiscal 2021, partially offset by proceeds received from the Company's disposal of the Worley and C3 investments and the final ECR sale working capital settlement. Investing activities during the prior year were largely associated with the acquisition of John Wood Group's nuclear business of $293.6 million.

Our cash provided by financing activities for the fiscal year ended 2021 of $799.0 million resulted mainly from net proceeds from borrowings of $1.22 billion mainly in connection with the PA Consulting investment, offset by cash used for share repurchases of $274.9 million and $156.0 million in dividends to shareholders and non-controlling interests. Cash used for financing activities was $208.3 million in fiscal 2020 and resulted mainly from common stock repurchases of $337.3 million and dividend payments to both shareholders and non-controlling interests of $144.0 million, offset by net proceeds from borrowings of $265.3 million.

At October 1, 2021, the Company had approximately $140.4 million in cash and cash equivalents held in the U.S. and $873.9 million held outside of the U.S. (primarily in the U.K., the Eurozone, Australia, India, Japan and the United Arab Emirates), which is used primarily for funding operations in those regions. Other than the tax cost of repatriating funds to the U.S. (see Note 7- *Income Taxes* of Notes to Consolidated Financial Statements beginning on page F-1 of this Annual Report on Form 10-K), there are no material impediments to repatriating these funds to the U.S.

On November 19, 2021, Jacobs consummated its previously announced acquisition of BlackLynx ("BlackLynx"). Pursuant to and subject to the terms and conditions of Agreement and Plan of Merger (the “Merger Agreement”), Jacobs acquired all of BlackLynx's outstanding shares of common stock, in a transaction valued at up to $257.5 million, on a cash-free, debt-free basis, including base consideration of $250 million, and a potential earn-out payment of up to $7.5 million. The amount of any earnout payment will depend on BlackLynx achieving certain revenue and gross margin thresholds in calendar year 2022. The purchase price was paid in cash and is subject to customary post-closing adjustments.

On March 2, 2021, Jacobs completed the strategic investment of a 65% interest in PA Consulting, a UK-based leading innovation and transformation consulting firm. The total consideration paid by the Company was$1.7 billion, funded through cash on hand, a new term loan and draws on the Company's existing revolver. The remaining 35% interest is held by PA Consulting employees. See Note 14- *PA Consulting Business Combination* for more discussion on the investment and Note 9- *Borrowings* for more discussion on the financing for the transaction.

On January 20, 2021, the Company entered into an unsecured delayed draw term loan facility (the “2021 Term Loan Facility”) with a syndicate of financial institutions as lenders. Under the 2021 Term Loan Facility, the Company borrowed an aggregate principal amount of $200.0 million and £650.0 million. The proceeds of the term loans were used primarily to fund the investment in PA Consulting. The 2021 Term Loan Facility contains affirmative and negative covenants and events of default customary for financings of this type that are consistent with those included in the Revolving Credit Facility and the Company’s unsecured term loan facility dated March 25, 2020 (the “2020 Term Loan Facility”). The 2020 Term Loan Facility and the 2021 Term Loan Facility are together referred to as the "Term Loan Facilities".

On November 24, 2020, a subsidiary of Jacobs completed the acquisition of Buffalo Group, a leader in advanced cyber and intelligence solutions which allows Jacobs to further expand its cyber and intelligence solutions offerings to government clients. The Company paid total consideration of $190.1 million, which was comprised of approximately $182.4 million in cash to the former owners of Buffalo Group and contingent consideration of $7.7 million which was expected to be settled in fiscal 2022. See Note 15- *Other Business Combinations* for further discussion.

The Company had $263.8 million in letters of credit outstanding at October 1, 2021. Of this amount, $1.7 million was issued under the Revolving Credit Facility and $262.1 million was issued under separate, committed and uncommitted letter-of-credit facilities.

We believe we have adequate liquidity and capital resources to fund our projected cash requirements for the next twelve months based on the liquidity provided by our cash and cash equivalents on hand, our borrowing capacity and our continuing cash from operations. We further believe that our financial resources and discretionary spend controls will allow us to continue managing the negative impacts of the COVID-19 pandemic on our business operations for the foreseeable future. We will continue to evaluate the impact of the pandemic on our business and reassess accordingly.

We were in compliance with all of our debt covenants at October 1, 2021.

Contractual Obligations

The following table sets forth certain information about our contractual obligations as of October 1, 2021 (in thousands):

	Payments Due by Fiscal Period				
	Total	1 Year or Less	1 - 3 Years	3 - 5 Years	More than 5 Years
Debt obligations	$ 2,898,458	$ 53,456	$ 1,409,518	$ 1,125,484	$ 310,000
Interest (1)	224,021	56,523	96,584	37,261	33,653
Operating leases	1,025,873	194,981	316,535	234,192	280,165
Unfunded portion of defined benefit pension plans (2)	191,444	24,820	52,658	56,955	57,011
Obligations under nonqualified deferred compensation plans (3)	209,912	32,675	69,323	74,980	32,934
Purchase obligations (4)	3,171,289	2,411,949	759,340	—	—
Total	$ 7,720,997	$ 2,774,404	$ 2,703,958	$ 1,528,872	$ 713,763

(1) Determined based on borrowings outstanding at the end of fiscal 2021 using the interest rates in effect at that time, considering the effects of interest rate swap agreements, and for our outstanding long-term debt, concluding with the expiration date of the debt facilities as defined below.

(2) Assumes that future contributions will be consistent with amounts contributed in fiscal 2021, allowing for certain growth based on rates of inflation and salary increases, but limited to the amount recorded as of October 1, 2021. Actual contributions will depend on a variety of factors, including amounts required by local laws and regulations, and other funding requirements.

(3) Assumes that future payments will be consistent with amounts paid in fiscal 2021. Due to the non-qualified nature of the plans, and the fact that benefits are based in part on years of service, the payments included in the schedule were limited to the amount recorded as of October 1, 2021.

(4) Represents those liabilities estimated to be under firm contractual commitments as of October 1, 2021; primarily accounts payable, accrued payroll and accrued dividends.

Effects of Inflation and Changing Prices

The effects of inflation and changing prices on our business is discussed in Item 1A- *Risk Factors*, and is incorporated herein by reference.

Off-Balance Sheet Arrangements

We are party to financial instruments with off-balance sheet risk in the form of guarantees not reflected in our balance sheet that arise in the normal course of business. However, such off-balance sheet arrangements are not reasonably likely to have a material adverse effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or resources. See Note 18- *Commitments and Contingencies and Derivative Financial Instruments* of Notes to Consolidated Financial Statements beginning on page F-1 of this Annual Report on Form 10-K.

New Accounting Pronouncements

ASU 2017-04, *Simplifying the Test for Goodwill Impairment,* is effective for fiscal years beginning after December 15, 2019. ASU 2017-04 removed the second step of the goodwill impairment test, which requires a hypothetical purchase price allocation. An entity will now recognize a goodwill impairment charge for the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the amount of goodwill allocated to the reporting unit. The adoption of ASU 2017-04 had no impact on the Company's financial position, results of operations or cash flows.

ASU No. 2016-13, *Financial Instruments - Credit Losses ("ASC 326"): Measurement of Credit Losses on Financial Instruments* requires entities to use a current lifetime expected credit loss methodology to measure impairments of certain financial assets. Using this methodology will result in earlier recognition of losses than under the current incurred loss approach, which requires waiting to recognize a loss until it is probable of having been incurred. There are other provisions within the standard that affect how impairments of other financial assets may be recorded and presented, and that expand disclosures. This standard was effective beginning with the first fiscal quarter 2021. The adoption of ASU 326 did not have a material impact on the Company's financial position, results of operations or cash flows.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We do not enter into derivative financial instruments for trading, speculation or other purposes that would expose the Company to market risk. In the normal course of business, our results of operations are exposed to risks associated with fluctuations in interest rates and currency exchange rates.

Interest Rate Risk

Please see the Note 9- *Borrowings* in Notes to Consolidated Financial Statements beginning on Page F-1 of this Annual Report on Form 10-K, which is incorporated herein by reference, for a discussion of the Revolving Credit Facility, Term Loan Facilities and Note Purchase Agreement.

Our Revolving Credit Facility, Term Loan Facilities and certain other debt obligations are subject to variable rate interest which could be adversely affected by an increase in interest rates. As of October 1, 2021, we had an aggregate of $2.4 billion in outstanding borrowings under our Revolving Credit Facility and Term Loan Facilities. Interest on amounts borrowed under these agreements is subject to adjustment based on the Company's Consolidated Leverage Ratio (as defined in the credit agreements governing the Revolving Credit Facility and the Term Loan Facilities). Depending on the Company's Consolidated Leverage Ratio, borrowings under the Revolving Credit Facility and the Term Loan Facilities bear interest at a Eurocurrency rate plus a margin of between 0.875% and 1.625% or a base rate plus a margin of between 0% and 0.625%. Additionally, if our consolidated leverage ratio exceeds a certain amount, the interest on the Senior Notes may increase by 75 basis points. However, as discussed in Note 18- *Commitments and Contingencies and Derivative Financial Instrument*s, we have entered into swap agreements with an aggregate notional value of $923.9 million to convert the variable rate interest based liabilities associated with a corresponding amount of our debt into fixed interest rate liabilities, leaving $1.5 billion in principal amount subject to variable interest rate risk.

For the year ended October 1, 2021, our weighted average floating rate borrowings that are subject to floating rate exposure were approximately $1.4 billion. If floating interest rates had increased by 1.00%, our interest expense for the year ended October 1, 2021 would have increased by approximately $14.3 million.

Foreign Currency Risk

In situations where our operations incur contract costs in currencies other than their functional currency, we sometimes enter into foreign exchange contracts to limit our exposure to fluctuating foreign currencies. We follow the provisions of ASC No. 815, *Derivatives and Hedging* in accounting for our derivative contracts. The Company has $506.5 million in notional value of exchange rate sensitive instruments at October 1, 2021. See Note 18- *Commitments and Contingencies and Derivative Financial Instruments* for discussion.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The information required by this Item 8 is submitted as a separate section beginning on page F-1 of this Annual Report on Form 10-K and is incorporated herein by reference.

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

None.

Item 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are those controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934, as amended (the "Exchange Act") are recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chair and Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), to allow timely decisions regarding required disclosure.

The Company’s management, with the participation of its Chair and Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), evaluated the effectiveness of the Company’s disclosure controls and procedures as defined by Rule 13a-15(e) of the Exchange Act as of October 1, 2021, the end of the period covered by this Annual Report on Form 10-K (the “Evaluation Date”). Based on that evaluation, the Company’s management, with the participation of the Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer) concluded that the Company’s disclosure controls and procedures as of the Evaluation Date were effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to the Company’s management, including the Company’s Chair and Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), as appropriate to allow timely decisions regarding required disclosure.

As permitted by SEC guidance for newly acquired businesses, management's assessment of the Company's disclosure controls and procedures did not include an assessment of those disclosure controls and procedures of PA Consulting that are subsumed by internal control over financial reporting. PA Consulting accounted for approximately 19% of total assets as of the Evaluation Date and approximately 4% of total revenues of the Company for the fiscal year ended on the Evaluation Date.

Management’s Annual Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining for the Company adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. Management, with the participation of its Chair and Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), has assessed the effectiveness of the Company’s internal control over financial reporting as of the Evaluation Date based on the framework established in *“Internal Control—Integrated Framework,”* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this assessment, management has concluded that the Company’s internal control over financial reporting as of the Evaluation Date was effective. As permitted by SEC guidance for newly acquired businesses, management’s assessment of the Company’s internal control over financial reporting did not include an assessment of internal control over financial reporting of PA Consulting. PA Consulting accounted for approximately 19% of total assets as of the Evaluation Date and approximately 4% of total revenues of the Company for the fiscal year ended on the Evaluation Date.

The Company's independent registered public accounting firm, Ernst & Young LLP, that audited the Company's consolidated financial statements included in this Annual Report on Form 10-K, also audited the effectiveness of our internal control over financial reporting as of October 1, 2021, as stated in their report included in this Annual Report on Form 10-K.

Changes in Internal Control

There were no changes in the Company’s internal control over financial reporting during the Company’s fiscal quarter ended October 1, 2021 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

Limitations on Effectiveness of Controls

The Company’s management, including its Chief Executive Officer and Chief Financial Officer, does not expect that its disclosure controls and procedures or its system of internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed or operated, can provide only reasonable, but not absolute, assurance that the objectives of the system of internal control are met. The design of the Company’s control system reflects the fact that there are resource constraints, and that the benefits of such control systems must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control failures and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the intentional acts of individuals, by collusion of two or more people, or by management override of the controls. The design of any system of controls is also based in part on certain assumptions about the likelihood of future events, and there can be no assurance that the design of any particular control will always succeed in achieving its objective under all potential future conditions.

Item 9B. OTHER INFORMATION

None.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors, Executive Officers, Promoters and Control Persons

The information required by Paragraph (a), and Paragraphs (c) through (g) of Item 401 of Regulation S-K (except for information required by Paragraph (e) of that Item to the extent the required information pertains to our executive officers) and Item 405 of Regulation S-K is set forth under the caption "Members of the Board of Directors" and "Corporate Governance" in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A within 120 days after the close of our fiscal year and is incorporated herein by reference. The information required by Paragraph (b) of Item 401 of Regulation S-K, as well as the information required by Paragraph (e) of that Item to the extent the required information pertains to our executive officers, is set forth in Part I, Item 1 of this Annual Report on Form 10-K under the heading "Information About Our Executive Officers."

Code of Ethics

We have adopted a code of ethics for our Chief Executive Officer and senior financial officers; a code of business conduct and ethics for members of our Board of Directors and corporate governance guidelines. The full text of these codes of ethics and corporate governance guidelines are available at our website at www.jacobs.com. In the event we make any amendment to, or grant any waiver from, a provision of the code of ethics that applies to the principal executive officer, principal financial officer or principal accounting officer that requires disclosure under applicable SEC rules, we will disclose such amendment or waiver and the reasons therefor on our website. We will provide any person without charge a copy of any of the aforementioned codes of ethics upon receipt of a written request. Requests should be addressed to: Jacobs Engineering Group Inc., 1999 Bryan Street, Suite 1200, Dallas, Texas 75201, Attention: Corporate Secretary.

Corporate Governance

The information required by Items 407(d)(4) and (d)(5) of Regulation S-K is set forth under the caption "Corporate Governance" in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A within 120 days after the close of our fiscal year and is incorporated herein by reference.

Item 11. EXECUTIVE COMPENSATION

The information required by this Item is set forth under the captions "Corporate Governance," "Compensation Committee Report," "Compensation Discussion and Analysis" and "Executive Compensation" in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A within 120 days after the close of our fiscal year and is incorporated herein by reference.

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

The information required by this Item is set forth in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A within 120 days after the close of our fiscal year and is incorporated herein by reference.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this Item is set forth under the captions "Members of The Board of Directors," "Corporate Governance," and "Certain Relationships and Related Transactions" in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A within 120 days after the close of our fiscal year and is incorporated herein by reference.

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item is set forth under the captions "Report of the Audit Committee" and "Audit and Non-Audit Fees" in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A within 120 days after the close of our fiscal year and is incorporated herein by reference.

PART IV

EXHIBITS AND FINANCIAL STATEMENTS

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report:

(1) The Company's Consolidated Financial Statements at October 1, 2021 and October 2, 2020 and for each of the three years in the period ended October 1, 2021, and the notes thereto, together with the report of the independent auditors on those Consolidated Financial Statements are hereby filed as part of this report, beginning on page F-1.

(2) Financial statement schedules – no financial statement schedules are presented as the required information is either not applicable, or is included in the consolidated financial statements or notes thereto.

(3) See Exhibit Index below.

(b) Exhibit Index:

2.1	Agreement and Plan of Merger among The KeyW Holding Corporation, Jacobs Engineering Group Inc. and Atom Acquisition Sub, Inc., dated April 21, 2019. Filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K on April 22, 2019 and incorporated herein by reference.
2.2	Amended and Restated Stock and Asset Purchase Agreement, dated as of April 26, 2019, by and between Jacobs Engineering Group Inc. and WorleyParsons Limited. Filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K on April 29, 2019 and incorporated herein by reference.
2.3	Implementation Deed, dated as of November 27, 2020, by and among PA Consulting Group Limited, CEP IV Garden S.A.R.L., Jacobs Consulting Solutions Limited, Jacobs Engineering Group Inc. and the persons set out in Schedule 1 thereto. Filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K on November 30, 2020 and incorporated herein by reference.
2.4	Warranty Deed, dated as of November 27, 2020, by and among the Warrantors named therein and Jacobs Consulting Solutions Limited. Filed as Exhibit 2.2 to the Registrant's Current Report on Form 8-K on November 30, 2020 and incorporated herein by reference.
3.1	Amended and Restated Certificate of Incorporation of Jacobs Engineering Group Inc. Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K on January 28, 2014 and incorporated herein by reference.
3.2	Amended and Restated Bylaws of Jacobs Engineering Group Inc., dated as of November 10, 2021. Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K on November 10, 2021 and incorporated herein by reference.
4.1	Description of the Registrant's Securities. Filed as Exhibit 4.1 to the Registrant's fiscal 2020 Annual Report on Form 10-K and incorporated herein by reference
10.1	Second Amended and Restated Credit Agreement, dated March 27, 2019, by and among Jacobs Engineering Group Inc., certain of its subsidiaries party thereto, the lenders party thereto and Bank of America, N.A., as administrative agent. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on March 28, 2019 and incorporated herein by reference.
10.2	First Amendment to Second Amended and Restated Credit Agreement, dated as of December 16, 2020, among Jacobs Engineering Group Inc., the designated borrowers party thereto, and the lenders thereto, and Bank of America, N.A., as administrative agent, to the Second Amended and Restated Credit Agreement dated as of March 27, 2019, by and among Jacobs Engineering, Inc., the designated borrowers party thereto, the lenders from time to time party thereto and Bank of America, N.A., as administrative agent. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on December 18, 2020 and incorporated herein by reference.
10.3	Note Purchase Agreement, dated March 12, 2018, by and between Jacobs Engineering Group Inc. and the Purchasers identified therein. Filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K on March 13, 2018, and incorporated herein by reference.
10.4	First Amendment to the Note Purchase Agreement, dated May 11, 2018, by and among Jacobs Engineering Group Inc. and the Purchasers identified therein. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on May 15, 2018 and incorporated herein by reference.

10.5	Credit Agreement, dated as of March 25, 2020, among Jacobs Engineering Group Inc. and Jacobs U.K. Limited, as borrowers, the lenders party thereto, Bank of America, N.A. as administrative agent, Bank of America, N.A., BNP Paribas and Wells Fargo Bank, N.A., as co-syndication agents, The Bank of Nova Scotia, HSBC Bank USA, National Association, USA, PNC Bank, National Association, TD Bank, N.A., Truist Bank and U.S. Bank National Association, as co-documentation agents, and BofA Securities, Inc., BNP Paribas Securities Corp. and Wells Fargo Securities, LLC, as joint lead arrangers and joint bookrunners. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on March 27, 2020 and incorporated herein by reference.
10.6	Term Loan Agreement, dated as of January 20, 2021, among Jacobs Engineering Group Inc., the lenders party thereto, Bank of America, N.A., as administrative agent, Bank of America, N.A., BNP Paribas, TD Bank, N.A. and Wells Fargo Bank, National Associate, as co-syndication agents, The Bank of Nova Scotia, HSBC Bank USA, National Association, National Westminster Bank PLC, PNC Bank, National Association, and U.S. Bank National Association, as documentation agents, and BofA Securities, Inc., BNP Paribas Securities Corp.TD Securities (USA) LLC and Wells Fargo Securities, LLC, as joint lead arrangers and joint bookrunners. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on January 21, 2021 and incorporated herein by reference.
10.7#	Offer Letter by and between Jacobs Engineering Group Inc. and Steven J. Demetriou, dated July 10, 2015. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on July 16, 2015 and incorporated herein by reference.
10.8#	Offer Letter by and between Jacobs Engineering Group Inc. and Kevin C. Berryman, effective November 12, 2014. Filed as Exhibit 99.1 to Amendment No. 1 to the Registrant's Current Report on Form 8-K/A on November 17, 2014 and incorporated herein by reference.
10.9#	Offer letter by and between Jacobs Engineering Group Inc. and Robert V. Pragada, dated January 28, 2016. Filed as Exhibit 10.61 to the Registrant's fiscal 2016 Annual Report on Form 10-K and incorporated herein by reference.
10.10#	Offer letter by and between Jacobs Engineering Group Inc. and William Benton Allen, Jr. dated October 4, 2016. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on October 14, 2016 and incorporated herein by reference.
10.11#	Offer Letter by and between Jacobs Engineering Group Inc. and Dawne Hickton, effective June 3, 2019. Filed as Exhibit 10.2 to the Registrant's Current Report on Form 10-Q on August 5, 2019 and incorporated herein by reference.
10.12#†	Form of Indemnification Agreement entered into between Jacobs Engineering Group Inc. and certain of its officers and directors.
10.13#	Jacobs Engineering Group Inc. 1989 Employee Stock Purchase Plan (as amended and restated on January 19, 2017). Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on January 24, 2017 and incorporated herein by reference.
10.14#	Jacobs Engineering Group Inc. Global Employee Stock Purchase Plan (as amended and restated on January 19, 2017). Filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K on January 24, 2017 and incorporated herein by reference.
10.15#	Jacobs Engineering Group Inc. Executive Deferral Plan, effective January 1, 2018. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on October 2, 2017 and incorporated herein by reference.
10.16#	Jacobs Engineering Group Inc. Directors Deferral Plan, effective January 1, 2018. Filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K on October 2, 2017 and incorporated herein by reference.
10.17#	Jacobs Engineering Group Inc. 1999 Stock Incentive Plan, as amended and restated, effective January 18, 2018. Filed as Exhibit 10.10 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2018 and incorporated herein by reference.
10.18#	Jacobs Engineering Group Inc. 1999 Outside Director Stock Plan, as amended and restated. Filed as Exhibit 10.11 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2018 and incorporated herein by reference.
10.19#	Jacobs Engineering Group Inc. Executive Severance Plan, effective May 2, 2018. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on May 4, 2018 and incorporated herein by reference.
10.20#	Form of Restricted Stock Unit Agreement (with dividend equivalent rights) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.39 to the Registrant's fiscal 2017 Annual Report on Form 10-K and incorporated herein by reference.
10.21#	Form of Stock Option Award Agreement (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Outside Directors Stock Plan). Filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the second quarter of fiscal 2016 and incorporated herein by reference.

10.22#	Form of Restricted Stock Unit Award Agreement (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Outside Directors Stock Plan). Filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the second quarter of fiscal 2016 and incorporated herein by reference.
10.23#	Form of Restricted Stock Unit Agreement (Performance Shares - Earnings Per Share Growth - 2018 Award) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2018 and incorporated herein by reference.
10.24#	Form of Restricted Stock Unit Agreement (Performance Shares - ROIC - 2018 Award) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2018 and incorporated herein by reference.
10.25#	Form of Restricted Stock Unit Agreement (Performance Shares - Earnings Per Share Growth - 2019 Award) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2018 filed February 6, 2019 and incorporated herein by reference.
10.26#	Form of Restricted Stock Unit Agreement (Performance Shares - ROIC - 2019 Award) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2018 filed February 6, 2019 and incorporated herein by reference.
10.27#	Form of Restricted Stock Unit Agreement (Time-Based Vesting) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2018 and incorporated herein by reference.
10.28#	Form of Restricted Stock Unit Agreement (awarded pursuant to the Jacobs Engineering Group, Inc. 1999 Outside Director Stock Plan). Filed as Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2018 and incorporated herein by reference.
10.29#	Form of Restricted Stock Unit Agreement (Performance Shares – Earnings Per Share Growth – 2020 Award) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2020 and incorporated herein by reference.
10.30#	Form of Restricted Stock Unit Agreement (Performance Shares – ROIC – 2020 Award) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2020 and incorporated herein by reference.
10.31#	Form of Restricted Stock Unit Agreement (Time-Based Vesting) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2020 and incorporated herein by reference.
10.32#	Form of Restricted Stock Unit Agreement (Performance Shares – Earnings Per Share Growth) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2021 and incorporated herein by reference.
10.33#	Form of Restricted Stock Unit Agreement (Performance Shares – ROIC) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2021 and incorporated herein by reference.
10.34#	Form of Restricted Stock Unit Agreement (Time-Based Vesting) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2021 and incorporated herein by reference.
10.35	Transition Services Agreement, dated as of April 26, 2019, by and between Jacobs Engineering Group Inc. and WorleyParsons Limited. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on April 29, 2019 and incorporated herein by reference.
10.36#	Jacobs Engineering Group Inc. Leadership Performance Plan, as amended and restated effective November 18, 2020. Filed as Exhibit 10.37 to the Registrant's 2020 Annual Report on Form 10-K and incorporated herein by reference.
21†	List of Subsidiaries of Jacobs Engineering Group Inc.
23†	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
31.1†	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2†	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1†	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.
32.2†	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.
101.INS†	XBRL Instance Document
101.SCH†	XBRL Taxonomy Extension Schema Document
101.CAL†	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF†	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB†	XBRL Taxonomy Extension Label Linkbase Document
101.PRE†	XBRL Taxonomy Extension Presentation Linkbase Document
104†	XBRL Coverpage interactive data file

† Being filed herewith.

Management contract or compensatory plan or arrangement.

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.

			JACOBS ENGINEERING GROUP INC.
Dated:	November 23, 2021	By:	/S/ Steven J. Demetriou
			Steven J. Demetriou
			Chair of the Board and Chief Executive Officer (Principal Executive Officer)

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

Signature	Title	Date
/S/ Steven J. Demetriou Steven J. Demetriou	Chair of the Board and Chief Executive Officer (Principal Executive Officer)	November 23, 2021
/S/ Vincent K. Brooks Vincent K. Brooks	Director	November 23, 2021
/S/ Robert C. Davidson, Jr. Robert C. Davidson, Jr.	Director	November 23, 2021
/S/ Ralph E. Eberhart Ralph E. Eberhart	Director	November 23, 2021
/S/ Manny Fernandez Manny Fernandez	Director	November 23, 2021
/S/ Georgette D. Kiser Georgette D. Kiser	Director	November 23, 2021
/S/ Linda Fayne Levinson Linda Fayne Levinson	Director	November 23, 2021
/S/ Barbara L. Loughran Barbara L. Loughran	Director	November 23, 2021
/S/ Robert A. McNamara Robert A. McNamara	Director	November 23, 2021
/S/ Christopher M.T. Thompson Christopher M.T. Thompson	Director	November 23, 2021
/S/ Kevin C. Berryman Kevin C. Berryman	President and Chief Financial Officer (Principal Financial Officer)	November 23, 2021
/S/ William B. Allen William B. Allen	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	November 23, 2021

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

WITH REPORTS OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

October 1, 2021

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

October 1, 2021

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share information)

	October 1, 2021	October 2, 2020
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 1,014,249	$ 862,424
Receivables and contract assets	3,101,418	3,167,310
Prepaid expenses and other	176,228	162,355
Investment in equity securities	—	347,510
Total current assets	4,291,895	4,539,599
Property, Equipment and Improvements, net	353,117	319,371
Other Noncurrent Assets:		
Goodwill	7,197,000	5,639,091
Intangibles, net	1,565,758	658,340
Deferred income tax assets	103,193	211,047
Operating lease right-of-use assets	650,097	576,915
Miscellaneous	471,549	409,990
Total other noncurrent assets	9,987,597	7,495,383
	$ 14,632,609	$ 12,354,353
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Current maturities of long-term debt	$ 53,456	$ —
Accounts payable	908,441	1,061,754
Accrued liabilities	1,533,559	1,249,883
Operating lease liability	172,414	164,312
Contract liabilities	542,054	465,648
Total current liabilities	3,209,924	2,941,597
Long-term debt	2,839,933	1,676,941
Liabilities relating to defined benefit pension and retirement plans	418,080	568,176
Deferred income tax liabilities	214,380	3,366
Long-term operating lease liability	758,358	735,202
Other deferred liabilities	559,375	573,404
Commitments and Contingencies		
Redeemable Noncontrolling interests	657,722	—
Stockholders' Equity:		
Capital stock:		
Preferred stock, $1 par value, authorized - 1,000,000 shares; issued and outstanding - none	—	—
Common stock, $1 par value, authorized - 240,000,000 shares; issued and outstanding - 128,892,540 shares and 129,747,783 shares as of October 1, 2021 and October 2, 2020, respectively	128,893	129,748
Additional paid-in capital	2,590,012	2,598,446
Retained earnings	4,015,578	4,020,575
Accumulated other comprehensive loss	(794,442)	(933,057)
Total Jacobs stockholders' equity	5,940,041	5,815,712
Noncontrolling interests	34,796	39,955
Total Group stockholders' equity	5,974,837	5,855,667
	$ 14,632,609	$ 12,354,353

See the accompanying Notes to Consolidated Financial Statements.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
For the Fiscal Years Ended October 1, 2021, October 2, 2020 and September 27, 2019
(In thousands, except per share information)

	October 1, 2021	October 2, 2020	September 27, 2019
Revenues	$ 14,092,632	$ 13,566,975	$ 12,737,868
Direct cost of contracts	(11,048,860)	(10,980,307)	(10,260,840)
Gross profit	3,043,772	2,586,668	2,477,028
Selling, general and administrative expenses	(2,355,683)	(2,050,695)	(2,072,177)
Operating Profit	688,089	535,973	404,851
Other Income (Expense):			
Interest income	3,503	4,729	9,487
Interest expense	(72,714)	(62,206)	(83,867)
Miscellaneous income (expense), net	76,724	(37,293)	20,488
Total other income (expense), net	7,513	(94,770)	(53,892)
Earnings from Continuing Operations Before Taxes	695,602	441,203	350,959
Income Tax Expense for Continuing Operations	(274,781)	(55,320)	(36,954)
Net Earnings of the Group from Continuing Operations	420,821	385,883	314,005
Net Earnings of the Group from Discontinued Operations	10,008	137,984	559,214
Net Earnings of the Group	430,829	523,867	873,219
Net Earnings Attributable to Noncontrolling Interests from Continuing Operations	(39,213)	(32,022)	(23,045)
Net Loss Attributable to Redeemable Noncontrolling Interests	85,414	—	—
Net Earnings Attributable to Jacobs from Continuing Operations	467,022	353,861	290,960
Net (Earnings) Attributable to Noncontrolling Interests from Discontinued Operations	—	—	(2,195)
Net Earnings Attributable to Jacobs from Discontinued Operations	10,008	137,984	557,019
Net Earnings Attributable to Jacobs	$ 477,030	$ 491,845	$ 847,979
Net Earnings Per Share:			
Basic Net Earnings from Continuing Operations Per Share	$ 3.15	$ 2.69	$ 2.11
Basic Net Earnings from Discontinued Operations Per Share	$ 0.08	$ 1.05	$ 4.03
Basic Earnings Per Share	$ 3.22	$ 3.74	$ 6.14
Diluted Net Earnings from Continuing Operations Per Share	$ 3.12	$ 2.67	$ 2.09
Diluted Net Earnings from Discontinued Operations Per Share	$ 0.08	$ 1.04	$ 4.00
Diluted Earnings Per Share	$ 3.20	$ 3.71	$ 6.08

See the accompanying Notes to Consolidated Financial Statements.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the Fiscal Years Ended October 1, 2021, October 2, 2020 and September 27, 2019
(In thousands)

	October 1, 2021	October 2, 2020	September 27, 2019
Net Earnings of the Group	$ 430,829	$ 523,867	$ 873,219
Other Comprehensive Income (Loss):			
Foreign currency translation adjustment	15,585	64,052	15,972
Gain (loss) on cash flow hedges	29,332	(21,883)	1,369
Change in pension and retiree medical plan liabilities	142,135	(75,334)	(157,632)
Other comprehensive income (loss) before taxes	187,052	(33,165)	(140,291)
Income Tax (Expense) Benefit:			
Foreign currency translation adjustment	(3,110)	(3,722)	—
Cash flow hedges	(7,357)	7,285	(568)
Change in pension and retiree medical plan liabilities	(37,970)	13,357	30,750
Income Tax (Expense) Benefit:	(48,437)	16,920	30,182
Net other comprehensive income (loss)	138,615	(16,245)	(110,109)
Net Comprehensive Income of the Group	569,444	507,622	763,110
Net Earnings Attributable to Noncontrolling Interests	(39,213)	(32,022)	(25,240)
Net Loss Attributable to Redeemable Noncontrolling Interests	85,414	—	—
Net Comprehensive Income Attributable to Jacobs	$ 615,645	$ 475,600	$ 737,870

See the accompanying Notes to Consolidated Financial Statements including the Company's note on Other Financial Information for a presentation of amounts reclassified to net income during the period.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the Fiscal Years Ended October 1, 2021, October 2, 2020 and September 27, 2019
(In thousands)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Jacobs Stockholders' Equity	Noncontrolling Interests	Total Group Stockholders' Equity
Balances at September 28, 2018	**$ 142,218**	**$ 2,708,839**	**$ 3,809,991**	**$ (806,703)**	**$ 5,854,345**	**$ 90,009**	**$ 5,944,354**
Net earnings	—	—	847,979	—	847,979	25,240	873,219
Disposition of ECR business, net of deferred taxes $5,402	—	—	—	112,764	112,764	(45,727)	67,037
Adoption of ASC 606, net of deferred taxes $(10,825)	—	—	(37,209)	—	(37,209)	—	(37,209)
Foreign currency translation adjustments	—	—	—	(84,456)	(84,456)	—	(84,456)
Pension and retiree medical plan liability, net of deferred taxes of $25,348	—	—	—	(139,218)	(139,218)	—	(139,218)
Gain on derivatives, net of deferred taxes of $568	—	—	—	801	801	—	801
Noncontrolling interest acquired / consolidated	—	(1,113)	—	—	(1,113)	—	(1,113)
Dividends	—	—	(92,980)	—	(92,980)	—	(92,980)
Distributions to noncontrolling interests	—	—	—	—	—	(15,555)	(15,555)
Stock based compensation	—	69,128	9	—	69,137	—	69,137
Issuances of equity securities including shares withheld for taxes	1,681	43,508	(6,872)	—	38,317	—	38,317
Repurchases of equity securities	(11,020)	(260,912)	(581,744)	—	(853,676)	—	(853,676)
Balances at September 27, 2019	**$ 132,879**	**$ 2,559,450**	**$ 3,939,174**	**$ (916,812)**	**$ 5,714,691**	**$ 53,967**	**$ 5,768,658**
Net earnings	—	—	491,845	—	491,845	32,022	523,867
Foreign currency translation adjustments, net of deferred taxes of $3,722	—	—	—	60,330	60,330	—	60,330
Pension and retiree medical plan liability, net of deferred taxes of $(13,357)	—	—	—	(61,977)	(61,977)	—	(61,977)
(Loss) Gain on derivatives, net of deferred taxes of $(7,285)	—	—	—	(14,598)	(14,598)	—	(14,598)
Dividends	—	—	(99,921)	—	(99,921)	—	(99,921)
Noncontrolling interests - distributions and other	—	5,002	—	—	5,002	(46,034)	(41,032)
Stock based compensation	—	47,048	1,102	—	48,150	—	48,150
Issuances of equity securities including shares withheld for taxes	998	17,890	(9,447)	—	9,441	—	9,441
Repurchases of equity securities	(4,129)	(30,944)	(302,178)	—	(337,251)	—	(337,251)
Balances at October 2, 2020	**$ 129,748**	**$ 2,598,446**	**$ 4,020,575**	**$ (933,057)**	**$ 5,815,712**	**$ 39,955**	**$ 5,855,667**
Net earnings	—	—	477,030	—	477,030	39,213	516,243
Foreign currency translation adjustments, net of deferred taxes of $3,110	—	—	—	12,475	12,475	—	12,475
Pension and retiree medical plan liability, net of deferred taxes of $37,970	—	—	—	104,165	104,165	—	104,165
Gain on derivatives, net of deferred taxes of $7,357	—	—	—	21,975	21,975	—	21,975
Dividends	—	—	(109,616)	—	(109,616)	—	(109,616)
Noncontrolling interests - distributions and other	—	—	—	—	—	(44,372)	(44,372)
Redeemable Noncontrolling interests redemption value adjustment	—	—	(175,183)	—	(175,183)	—	(175,183)
Stock based compensation	—	56,221	—	—	56,221	—	56,221
Issuances of equity securities including shares withheld for taxes	871	20,345	(9,006)	—	12,210	—	12,210
Repurchases of equity securities	(1,726)	(85,000)	(188,222)	—	(274,948)	—	(274,948)
Balances at October 1, 2021	**$ 128,893**	**$ 2,590,012**	**$ 4,015,578**	**$ (794,442)**	**$ 5,940,041**	**$ 34,796**	**$ 5,974,837**

See the accompanying Notes to Consolidated Financial Statements.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Fiscal Years Ended October 1, 2021, October 2, 2020 and September 27, 2019
(In thousands)

	October 1, 2021	October 2, 2020	September 27, 2019
Cash Flows from Operating Activities:			
Net earnings attributable to the Group	$ 430,829	$ 523,867	$ 873,219
Adjustments to reconcile net earnings to net cash flows provided by (used for) operations:			
Depreciation and amortization:			
Property, equipment and improvements	101,024	91,070	90,171
Intangible assets	149,776	90,563	79,098
Gain on sale of ECR business	(15,608)	(110,236)	(935,110)
Loss on disposal of other businesses and investments	—	—	9,608
(Gain) loss on investment in equity securities	(71,325)	103,623	78,108
Stock based compensation	56,221	48,150	69,137
Equity in earnings of operating ventures, net of return on capital distributions	10,941	9,172	(8,784)
Loss on disposals of assets, net	1,003	766	6,222
Impairment of equity method investment and other long term assets	40,640	162,238	—
Loss (gain) on pension and retiree medical plan changes	2,783	4,598	(33,087)
Deferred income taxes	113,623	82,275	(105,939)
Changes in assets and liabilities, excluding the effects of businesses acquired:			
Receivables and contract assets, net of contract liabilities	242,154	(107,784)	(67,894)
Prepaid expenses and other current assets	6,800	(27,280)	(13,117)
Miscellaneous other assets	116,097	110,678	5,267
Accounts payable	(165,502)	(92,838)	295,146
Income taxes payable	20,961	35,194	(294,995)
Accrued liabilities	(252,305)	(27,849)	(305,716)
Other deferred liabilities	(63,915)	(64,390)	(106,256)
Other, net	2,079	(24,968)	(1,514)
Net cash provided by (used for) operating activities	726,276	806,849	(366,436)
Cash Flows from Investing Activities:			
Additions to property and equipment	(92,814)	(118,269)	(135,977)
Disposals of property and equipment and other assets	474	96	7,177
Capital contributions to equity investees, net of return of capital distributions	(5,016)	(12,278)	(8,761)
Acquisitions of businesses, net of cash acquired	(1,741,062)	(293,580)	(575,110)
Disposals of investment in equity securities	421,315	—	64,708
Proceeds (Payments) related to sales of businesses	36,360	(5,061)	2,801,425
Purchases of noncontrolling interests	—	—	(1,113)
Net cash (used for) provided by investing activities	(1,380,743)	(429,092)	2,152,349
Cash Flows from Financing Activities:			
Proceeds from long-term borrowings	4,445,080	2,986,661	2,782,193
Repayments of long-term borrowings	(3,216,965)	(2,521,467)	(3,996,970)
Proceeds from short-term borrowings	—	78	200,001
Repayments of short-term borrowings	(7,675)	(200,008)	(28,566)
Debt issuance costs	(2,747)	(1,807)	(3,915)
Proceeds from issuances of common stock	38,077	37,235	64,958
Common stock repurchases	(274,948)	(337,251)	(853,676)
Taxes paid on vested restricted stock	(25,867)	(27,794)	(26,641)
Cash dividends, including to noncontrolling interests	(155,972)	(143,962)	(106,396)
Net cash provided by (used for) financing activities	798,983	(208,315)	(1,969,012)
Effect of Exchange Rate Changes	19,635	61,914	20,809
Net Increase (Decrease) in Cash and Cash Equivalents and Restricted Cash	164,151	231,356	(162,290)
Cash and Cash Equivalents, including Restricted Cash, at the Beginning of the Period	862,424	631,068	793,358
Cash and Cash Equivalents, including Restricted Cash, at the End of the Period	$ 1,026,575	$ 862,424	$ 631,068

See the accompanying Notes to Consolidated Financial Statements.

1. Description of Business and Basis of Presentation

Description of Business

Jacobs is a leading global professional services company that designs and deploys technology-centric solutions to solve many of the world's most complex challenges. We operate in three operating segments: Critical Mission Solutions, People & Places Solutions and the recent strategic investment in PA Consulting Group Limited ("PA Consulting").

We provide a broad range of technical, professional and construction services including engineering, design and architectural services; construction and construction management services; operations and maintenance services; and process, scientific and systems consulting services. We provide our services through offices and subsidiaries located primarily in North America, Europe, the Middle East, India, Australia, New Zealand and Asia. We provide our services under cost-reimbursable and fixed-price contracts, with our fixed-price contracts comprised mainly of professional services arrangements and in some limited cases, construction. The percentage of revenues realized from each of these types of contracts for the fiscal years ended October 1, 2021, October 2, 2020 and September 27, 2019 was as follows:

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Cost-reimbursable	76%	76%	76%
Fixed-price	24%	24%	24%

Basis of Presentation, Definition of Fiscal Year, and Other Matters

The accompanying Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") and include the accounts of Jacobs Engineering Group Inc. and its subsidiaries and affiliates which it controls. All intercompany accounts and transactions have been eliminated in consolidation.

The Company's fiscal year ends on the Friday closest to September 30 (determined on the basis of the number of workdays) and, accordingly, an additional week of activity is added every five-to-six years. Fiscal 2020 included an extra week of activity.

Effective the beginning of fiscal first quarter 2020, the Company adopted ASU 2016-02, Leases ("ASC 842"), including the subsequent ASU's that amended and clarified the related guidance. The Company adopted ASC 842 using a modified retrospective approach, and accordingly the new guidance was applied to leases that existed or were entered into after the first day of adoption without adjusting the comparative periods presented. Please refer to Note 10- *Leases* for a discussion of our updated policies and disclosures related to leases.

Effective the beginning of fiscal first quarter 2019, the Company adopted ASC Topic 606, *Revenue from Contracts with Customers*, including the subsequent ASUs that amended and clarified the related guidance. The Company adopted ASC Topic 606 using the modified retrospective method, and accordingly the new guidance was applied retrospectively to contracts that were not completed or substantially completed as of September 29, 2018 (the date of initial application). Please refer to Note 3- *Revenue Accounting for Contracts*.

On March 2, 2021, Jacobs completed the strategic investment of a 65% interest in PA Consulting, a UK-based leading innovation and transformation consulting firm. The total consideration paid by the Company was$1.7 billion, funded through cash on hand, proceeds from a new term loan and draws on the Company's existing revolver. Further, in connection with the transaction, an additional $261 million in investment proceeds had not yet been distributed at the investment date due to continuing employment requirements of associated management owners. Consequently, this amount represented compensation expense incurred related to the investment that was expensed subsequent to the acquisition date, and is reflected in selling, general and administrative expense and cash from operations for the current fiscal year. The remaining 35% interest is held by PA Consulting employees, whose redeemable noncontrolling interests had a fair value of $582.4 million on the closing date, including subsequent purchase accounting adjustments. PA Consulting is accounted for as a consolidated subsidiary and as a separate operating segment under U.S. GAAP accounting rules See Note 14- *PA Consulting Business Combination* for more discussion on the investment and Note 9- *Borrowings* for more discussion on the financing for the transaction.

On November 24, 2020, a subsidiary of Jacobs completed the acquisition of Buffalo Group, a leader in advanced cyber and intelligence solutions which allows Jacobs to further expand its cyber and intelligence solutions offerings to government clients. The Company paid total consideration of $190.1 million, which was comprised of approximately $182.4 million in cash to the former owners of Buffalo Group and contingent consideration of $7.7 million which was expected to be settled in fiscal 2022. Subsequent to the closing date and during the current fiscal year, the Company recognized the $7.7 million as an offset to selling, general and administrative expense as it was no longer expected to be paid. In conjunction with the acquisition, the Company assumed the Buffalo Group's debt of approximately $7.7 million. The Company repaid all of the assumed Buffalo Group debt by the end of the first fiscal quarter of 2021. The Company has recorded its preliminary purchase price allocation associated with the acquisition, which is summarized in Note 15- *Other Business Combinations*.

On March 6, 2020, a subsidiary of Jacobs completed the acquisition of the nuclear consulting, remediation and program management business of John Wood Group, a U.K.-based energy services company, for an enterprise value of £246 million, or approximately $317.9 million, less cash acquired of $24.3 million. The Company has recorded its preliminary purchase price allocation associated with the acquisition, which is summarized in Note 15- *Other Business Combinations.*

On June 12, 2019, Jacobs completed the acquisition of The KeyW Holding Corporation (“KeyW”), a U.S.-based national security solutions provider to the intelligence, cyber, and counter terrorism communities, by acquiring 100% of the outstanding shares of KeyW common stock. The Company paid total consideration of $902.6 million, which was comprised of approximately $604.2 million in cash to the former stockholders and certain equity award holders of KeyW and the assumption of KeyW’s debt of approximately $298.4 million. The Company repaid all of the assumed KeyW debt by the end of the fourth fiscal quarter of 2019. The Company has recorded its final purchase price allocation associated with the acquisition, which is summarized in Note 15- *Other Business Combinations*.

On April 26, 2019, Jacobs completed the sale of its Energy, Chemicals and Resources ("ECR") business to Worley Limited, a company incorporated in Australia ("Worley"), for a purchase price of $3.4 billion consisting of (i) $2.8 billion in cash plus (ii) 58.2 million ordinary shares of Worley, subject to adjustments for changes in working capital and certain other items (the “ECR sale”). As a result of the ECR sale, substantially all ECR-related assets and liabilities have been sold (the "Disposal Group"). We determined that the Disposal Group should be reported as discontinued operations in accordance with ASC 210-05, *Discontinued Operations* because their disposal represents a strategic shift that had a major effect on our operations and financial results. As such, the financial results of the ECR business are reflected in our Consolidated Statements of Earnings as discontinued operations for all periods presented. As of October 1, 2021, all of the ECR business to be sold under the terms of the sale has been conveyed to Worley and as such, no amounts remain held for sale. For further discussion see Note 16- *Sale of Energy, Chemicals and Resources ("ECR") Business*.

2. Significant Accounting Policies

Revenue Accounting for Contracts

Engineering, Procurement & Construction Contracts and Service Contracts

On September 29, 2018, the Company adopted ASC Topic 606, *Revenue from Contracts with Customers,* including the subsequent ASUs that amended and clarified the related guidance. The Company recognizes engineering, procurement, and construction contract revenue over time, as performance obligations are satisfied, due to the continuous transfer of control to the customer in accordance with ASC Topic 606, *Revenue from Contracts with Customers*. Upon adoption of ASC Topic 606, contracts which include engineering, procurement and construction services are generally accounted for as a single deliverable (a single performance obligation) and are no longer segmented between types of services. In some instances, the Company’s services associated with a construction activity are limited to specific tasks such as customer support, consulting or supervisory services. In these instances, the services are typically identified as separate performance obligations.

The Company recognizes revenue using the percentage-of-completion method, based primarily on contract costs incurred to date compared to total estimated contract costs. The percentage-of-completion method (an input method) is the most representative depiction of the Company’s performance because it directly measures the value of the services transferred to the customer. Subcontractor materials, labor and equipment and, in certain cases, customer-furnished materials and labor and equipment are included in revenue and cost of revenue when management believes that the company is acting as a principal rather than as an agent (e.g., the company integrates the materials, labor and equipment into the deliverables promised to the customer or is otherwise primarily responsible for fulfillment and acceptability of the materials, labor and/or equipment). The Company recognizes revenue, but not profit, on certain uninstalled materials that are not specifically produced, fabricated, or constructed for a project. Revenue on these uninstalled materials is recognized when control is transferred. Changes to total estimated contract cost or losses, if any, are recognized in the period in which they are determined as assessed at the contract level. Pre-contract costs are expensed as incurred unless they are expected to be recovered from the client. Project mobilization costs are generally charged to project costs as incurred when they are an integrated part of the performance obligation being transferred to the client. Under the typical payment terms of our engineering, procurement and construction contracts, amounts are billed as work progresses in accordance with agreed-upon contractual terms at periodic intervals (e.g., biweekly or monthly) and customer payments are typically due within 30 to 60 days of billing, depending on the contract.

For service contracts, the Company recognizes revenue over time using the cost-to-cost percentage-of-completion method. Service contracts that include multiple performance obligations are segmented between types of services. For contracts with multiple performance obligations, the Company allocates the transaction price to each performance obligation using an estimate of the stand-alone selling price of each distinct service in the contract. In some instances where the Company is standing ready to provide services, the Company recognizes revenue ratably over the service period. Under the typical payment terms of our service contracts, amounts are billed as work progresses in accordance with agreed-upon contractual terms, and customer payments are typically due within 30 to 60 days of billing, depending on the contract.

Direct costs of contracts include all costs incurred in connection with and directly for the benefit of client contracts, including depreciation and amortization relating to assets used in providing the services required by the related projects. The level of direct costs of contracts may fluctuate between reporting periods due to a variety of factors, including the amount of pass-through costs we incur during a period. On those projects where we are acting as principal for subcontract labor or third-party materials and equipment, we reflect the amounts of such items in both revenues and costs (and we refer to such costs as “pass-through costs”).

Back charges to suppliers or subcontractors are recognized as a reduction of cost when it is determined that recovery of such cost is probable and the amounts can be reliably estimated. Disputed back charges are recognized when the same requirements described above have been satisfied.

Variable Consideration

The nature of the Company’s contracts gives rise to several types of variable consideration, including claims and unpriced change orders; awards and incentive fees; and liquidated damages and penalties. The Company recognizes revenue for variable consideration when it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur. The Company estimates the amount of revenue to be recognized on variable consideration using the expected value (i.e., the sum of a probability-weighted amount) or the most likely amount method, whichever is expected to better predict the amount. Factors considered in determining whether revenue associated with claims (including change orders in dispute and unapproved change orders in regard to both scope and price) should be recognized include the following: (a) the contract or other evidence provides a legal basis for the claim, (b) additional costs were caused by circumstances that were unforeseen at the contract date and not the result of deficiencies in the company’s performance, (c) claim-related costs are identifiable and considered reasonable in view of the work performed, and (d) evidence supporting the claim is objective and verifiable. If the requirements for recognizing revenue for claims or unapproved change orders are met, revenue is recorded only when the costs associated with the claims or unapproved change orders have been incurred and only up to the amount of cost incurred.

The Company generally provides limited warranties for work performed under its engineering and construction contracts. The warranty periods typically extend for a limited duration following substantial completion of the Company’s work on the project. Historically, warranty claims have not resulted in material costs incurred for which the Company was not compensated for by the customer.

Practical Expedient

If the Company has a right to consideration from a customer in an amount that corresponds directly with the value of the Company’s performance completed to date (a service contract in which the company bills a fixed amount for each hour of service provided), the Company recognizes revenue in the amount to which it has a right to invoice for services performed.

The Company does not adjust the contract price for the effects of a significant financing component if the Company expects, at contract inception, that the period between when the Company transfers a service to a customer and when the customer pays for that service will be one year or less.

See Note 3- *Revenue Accounting for Contracts* for further discussion.

Joint Ventures and VIEs

As is common to the industry, we execute certain contracts jointly with third parties through various forms of joint ventures. Although the joint ventures own and hold the contracts with the clients, the services required by the contracts are typically performed by us and our joint venture partners, or by other subcontractors under subcontracting agreements with the joint ventures. Many of these joint ventures are formed for a specific project. The assets of our joint ventures generally consist almost entirely of cash and receivables (representing amounts due from clients), and the liabilities of our joint ventures generally consist almost entirely of amounts due to the joint venture partners (for services provided by the partners to the joint ventures under their individual subcontracts) and other subcontractors. In general, at any given time, the equity of our joint ventures represents the undistributed profits earned on contracts the joint ventures hold with clients. Very few of our joint ventures have employees or third-party debt or credit facilities. The debt held by the joint ventures is non-recourse to the general credit of Jacobs.

The assets of a joint venture are restricted for use to the obligations of the particular joint venture and are not available for general operations of the Company. Our risk of loss on these arrangements is usually shared with our partners. The liability of each partner is usually joint and several, which means that each partner may become liable for the entire risk of loss on the project. Furthermore, on some of our projects, the Company has granted guarantees which may encumber both our contracting subsidiary company and the Company for the entire risk of loss on the project. The Company is unable to estimate the maximum potential amount of future payments that we could be required to make under outstanding performance guarantees related to joint venture projects due to a number of factors, including but not limited to, the nature and extent of any contractual defaults by our joint venture partners, resource availability, potential performance delays caused by the defaults, the location of the projects, and the terms of the related contracts. See Note 19- *Contractual Guarantees, Litigation, Investigations and Insurance* for further discussion.

Most of the joint ventures are deemed to be variable interest entities (“VIE”) because they lack sufficient equity to finance the activities of the joint venture. The Company uses a qualitative approach to determine if the Company is the primary beneficiary of the VIE, which considers factors that indicate a party has the power to direct the activities that most significantly impact the joint venture’s economic performance. These factors include the composition of the governing board, how board decisions are approved, the powers granted to the operational manager(s) and partner that holds that position(s), and to a certain extent, the partner’s economic interest in the joint venture. The Company analyzes each joint venture initially to determine if it should be consolidated or unconsolidated.

- Consolidated if the Company is the primary beneficiary of a VIE, or holds the majority of voting interests of a non-VIE (and no significant participative rights are available to the other partners).
- Unconsolidated if the Company is not the primary beneficiary of a VIE, or does not hold the majority of voting interest of a non-VIE.

Our unconsolidated joint ventures (including equity method investments) are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the investment might not be recoverable, and impairment losses are recognized for such investments if there is a decline in fair value below carrying value that is considered to be other-than-temporary.

See Note 8- *Joint Ventures, VIEs and Other Investments* for further discussion.

Fair Value Measurements

Certain amounts included in the accompanying consolidated financial statements are presented at “fair value.” Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants as of the date fair value is determined (the “measurement date”). When determining fair value, we consider the principal or most advantageous market in which we would transact, and we consider only those assumptions we believe a typical market participant would consider when pricing an asset or liability. In measuring fair value, we use the following inputs in the order of priority indicated:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than quoted prices in active markets included in Level 1, such as (i) quoted prices for similar assets or liabilities; (ii) quoted prices in markets that have insufficient volume or infrequent transactions (e.g., less active markets); and (iii) model-driven valuations in which all significant inputs are observable or can be derived principally from, or corroborated with, observable market data for substantially the full term of the asset or liability.

Level 3 - Unobservable inputs to the valuation methodology that are significant to the fair value measurement.

The net carrying amounts of cash and cash equivalents, trade receivables and payables and short-term debt approximate fair value due to the short-term nature of these instruments. See Note 9- *Borrowings* for a discussion of the fair value of long-term debt.

Certain other assets and liabilities, such as forward contracts and interest rate swap agreements we purchased as cash-flow hedges discussed in Note 18- *Commitments and Contingencies and Derivative Financial Instruments* and the Company's investment in Worley ordinary shares discussed in Note 16 - *Sale of Energy, Chemicals and Resources* are required to be carried in our Consolidated Financial Statements at Fair Value.

The fair value of the Company's reporting units (used for purposes of determining whether there is an indication of possible impairment of the carrying value of goodwill) is determined using an income and market approach. Both approaches require us to make certain estimates and judgments. Under the income approach, fair value is determined by using the discounted cash flows of our reporting units. Under the market approach, the fair values of our reporting units are determined by reference to guideline companies that are reasonably comparable to our reporting units; the fair values are estimated based on the valuation multiples of the invested capital associated with the guideline companies. In assessing whether there is an indication that the carrying value of goodwill has been impaired, we utilize the results of both valuation techniques and consider the range of fair values indicated.

With respect to equity-based compensation (i.e., share-based payments), we estimate the fair value of stock options granted to employees and directors using the Black-Scholes option-pricing model. Like all option-pricing models, the Black-Scholes model requires the use of subjective assumptions including (i) the expected volatility of the market price of the underlying stock, and (ii) the expected term of the award, among others. Accordingly, changes in assumptions and any subsequent adjustments to those assumptions can cause different fair values to be assigned to our future stock option awards. For restricted stock awards (including restricted stock units) containing market conditions, compensation expense is based on the fair value of such awards using a Monte Carlo simulation. For restricted stock awards (including restricted stock units) containing service and performance conditions, compensation expense is based on the closing stock price on the date of grant.

The fair values of the assets owned by the various pension plans that the Company sponsors are determined based on the type of asset, consistent with U.S. GAAP. Equity securities are valued by using market observable data such as quoted prices. Publicly traded corporate equity securities are valued at the last reported sale price on the last business day of the year. Securities not traded on the last business day are valued at the last reported bid price. Fixed income investment funds categorized as Level 2 are valued by the trustee using pricing models that use verifiable observable market data (e.g., interest rates and yield curves observable at commonly quoted intervals), bids provided by brokers or dealers, or quoted prices of securities with similar characteristics. Real estate consists primarily of common or collective trusts, with underlying investments in real estate. These investments are valued using the best information available, including quoted market price, market prices for similar assets when available, internal cash flow estimates discounted at an appropriate interest rate, or independent appraisals, as appropriate. Management values insurance contracts and hedge funds using actuarial assumptions and certain values reported by fund managers.

The methodologies described above and elsewhere in these Notes to Consolidated Financial Statements may produce a fair value measure that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement.

Cash Equivalents

We consider all highly liquid investments with original maturities of less than three months to be cash equivalents. Cash equivalents at October 1, 2021 and October 2, 2020 consisted primarily of money market mutual funds and overnight bank deposits.

Receivables, Contract Assets and Contract Liabilities

Receivables include amounts billed, net and unbilled receivables. Amounts billed, net consist of amounts invoiced to clients in accordance with the terms of our client contracts and are shown net of an allowance for doubtful accounts. We anticipate that substantially all of such billed amounts will be collected over the next twelve months.

Unbilled receivables and other, which represent an unconditional right to payment subject only to the passage of time in connection with our client contracts, are reclassified to amounts billed when they are billed under the terms of the contract. Prior to adoption of ASC 606, receivables related to contractual milestones or achievement of performance-based targets were included in unbilled receivables. These are now included in contract assets. We anticipate that substantially all of such unbilled amounts will be billed and collected over the next twelve months.

Contract assets represent unbilled amounts where the right to payment is subject to more than merely the passage of time and includes performance-based incentives and services provided ahead of agreed contractual milestones. Contract assets are transferred to unbilled receivables when the right to consideration becomes unconditional and are transferred to amounts billed upon invoicing.

Contract liabilities represent amounts billed to clients in excess of revenue recognized to date. We anticipate that substantially all such amounts will be earned over the next twelve months.

In order to manage short-term liquidity and credit exposure, Jacobs may sell current customer receivables to third parties. When Jacobs sells customer receivables to third parties it accelerates the receipt of cash that would otherwise have been collected from customers and records these transactions as reductions to the receivable amounts. Jacobs does not maintain continuing involvement in these arrangements.

Property, Equipment, and Improvements

Property, equipment and improvements are carried at cost, and are shown net of accumulated depreciation and amortization in the accompanying Consolidated Balance Sheets. Depreciation and amortization is computed primarily by using the straight-line method over the estimated useful lives of the assets. The cost of leasehold improvements is amortized using the straight-line method over the lesser of the estimated useful life of the asset or the remaining term of the related lease. Estimated useful lives range from 20 to 40 years for buildings, from 3 to 10 years for equipment and from 4 to 10 years for leasehold improvements.

Goodwill and Other Intangible Assets

Goodwill represents the excess of the cost of an acquired business over the fair value of the net tangible and intangible assets acquired. Goodwill and intangible assets with indefinite lives are not amortized; instead, on an annual basis we test goodwill and intangible assets with indefinite lives for possible impairment. Intangible assets with finite lives are amortized on a straight-line basis over the useful lives of those assets.

For purposes of impairment testing, goodwill is assigned to the applicable reporting units based on the current reporting structure. We have determined that our operating segments are also our reporting units based on management's conclusion that the components comprising each of our operating segments share similar economic characteristics and meet the aggregation criteria in accordance with ASC 350.

We perform our annual goodwill impairment assessment as of the first day of the fourth fiscal quarter each year. We begin with the qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying value before applying the quantitative assessment described below. If it is determined through the evaluation of events or circumstances that the carrying value may not be recoverable, the Company then compares the fair value of each reporting unit with its carrying amount. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized. During 2021, we completed our annual goodwill impairment test and qualitatively determined that none of our goodwill was impaired. We have determined that the fair value of our reporting units exceeded their respective carrying values for the Consolidated Balance Sheets presented.

Impairment of Long-Lived Assets

Our long-lived assets other than goodwill principally consist of right-of-use lease assets, property, equipment and improvements, and finite-lived intangible assets. These long-lived assets are evaluated for impairment for each of our asset groups in accordance with ASC 360 by first identifying whether indicators of impairment exist. If such indicators are present, we assess long-lived asset groups for recoverability based on estimated future undiscounted cash flows. For asset groups where the recoverability test fails, the fair value of each asset group is then estimated and compared to its carrying amount. An impairment loss is recognized for the amount by which an asset group’s carrying value exceeds its fair value.

Foreign Currencies

In preparing our Consolidated Financial Statements, it is necessary to translate the financial statements of our subsidiaries operating outside the U.S., which are denominated in currencies other than the U.S. dollar, into the U.S. dollar. In accordance with U.S. GAAP, revenues and expenses of operations outside the U.S. are translated into U.S. dollars using weighted-average exchange rates for the applicable periods being translated while the assets and liabilities of operations outside the U.S. are generally translated into U.S. dollars using period-end exchange rates. The net effect of foreign currency translation adjustments is included in stockholders’ equity as a component of accumulated other comprehensive income (loss) in the accompanying Consolidated Balance Sheets.

Share-Based Payments

We measure the value of services received from employees and directors in exchange for an award of an equity instrument based on the grant-date fair value of the award. The computed value is recognized as a non-cash cost on a straight-line basis over the period the individual provides services, which is typically the vesting period of the award with the exception of awards containing an internal performance measure, such as Earnings Per Share growth and Return on Invested Capital, which is recognized on a straight-line basis over the vesting period subject to the probability of meeting the performance requirements and adjusted for the number of shares expected to be earned. The cost of these awards is recorded in selling, general and administrative expense in the accompanying Consolidated Statements of Earnings.

Concentrations of Credit Risk

Our cash balances and cash equivalents are maintained in accounts held by major banks and financial institutions located in North America, South America, Europe, the Middle East, India, Australia, Africa and Asia. In the normal course of business, and consistent with industry practices, we grant credit to our clients without requiring collateral. Concentrations of credit risk is the risk that, if we extend a significant amount of credit to clients in a specific geographic area or industry, we may experience disproportionately high levels of default if those clients are adversely affected by factors particular to their geographic area or industry. Concentrations of credit risk relative to trade receivables are limited due to our diverse client base, which includes the U.S. federal government and multi-national corporations operating in a broad range of industries and geographic areas. Additionally, in order to mitigate credit risk, we continually evaluate the credit worthiness of our major commercial clients.

Leases

On September 28, 2019 the Company adopted ASU 2016-02, *Leases ("ASC 842")*, along with ASU 2018-01, ASU 2018-10, ASU 2018-11, ASU 2018-20 and ASU 2019-01, which amended and clarified the related guidance. ASC 842 requires lessees to recognize assets and liabilities for most leases. The Company determines if an arrangement is a lease at contract inception. A lease exists when a contract conveys to the customer the right to control the use of an identified asset for a period of time in exchange for consideration. The definition of a lease embodies two conditions: (1) there is an identified asset in the contract, and (2) the customer has the right to control the use of the identified asset. Lessees are required to classify leases as either finance or operating leases. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease.

ASC 842 provided several optional practical expedients for use in transition to and ongoing application of ASC 842. The Company elected to utilize the package of practical expedients in ASC 842-10-65-1(f) that, upon adoption of ASC 842, allows entities to (1) not reassess whether any expired or existing contracts are or contain leases, (2) retain the classification of leases (e.g., operating or finance lease) existing as of the date of adoption and (3) not reassess initial direct costs for any existing leases. The Company did not elect the practical expedient pertaining to the use of hindsight. The Company elected to utilize the practical expedient in ASC 842-10-15-37 in which the Company has chosen to account for each separate lease component of a contract and its associated non-lease components as a single lease component.

The Company’s right-of use assets and lease liabilities relate to real estate, project assets used in connection with long-term construction contracts, IT assets and vehicles. The Company’s leases have remaining lease terms of one year to thirteen years. The Company’s lease obligations are primarily for the use of office space and are primarily operating leases. Certain of the Company’s leases contain renewal, extension, or termination options. The Company assesses each option on an individual basis and will only include options reasonably certain of exercise in the lease term. The Company generally considers the base term to be the term provided in the contract. None of the Company’s lease agreements contain material options to purchase the leased property, material residual value guarantees, or material restrictions or covenants.

Long-term project asset and vehicle leases (leases with terms greater than twelve months), along with all real estate and IT asset leases, are recorded on the consolidated balance sheet at the present value of the minimum lease payments not yet paid. Because the Company primarily acts as a lessee and the rates implicit in its leases are not readily determinable, the Company generally uses its incremental borrowing rate on the lease commencement date to calculate the present value of future lease payments. Certain leases include payments that are based solely on an index or rate. These variable lease payments are included in the calculation of the ROU asset and lease liability and are initially measured using the index or rate at the lease commencement date. Other variable lease payments, such as payments based on use and for property taxes, insurance, or common area maintenance that are based on actual assessments are excluded from the ROU asset and lease liability and are expensed as incurred. In addition to the present value of the future lease payments, the calculation of the ROU asset also includes any deferred rent, lease prepayments and initial direct costs of obtaining the lease, such as commissions.

Certain lease contracts contain nonlease components such as maintenance and utilities. The Company has made an accounting policy election, as allowed under ASC 842-10-15-37 and discussed above, to capitalize both the lease component and nonlease components of its contracts as a single lease component for all of its right-of-use assets.

Short-term project asset and vehicle leases (project asset and vehicle leases with an initial term of twelve months or less or leases that are cancellable by the lessee and lessor without significant penalties) are not recorded on the consolidated balance sheet and are expensed on a straight-line basis over the lease term. The majority of the Company's short-term leases relate to equipment used on construction projects. These leases are entered into at agreed upon hourly, daily, weekly or monthly rental rates for an unspecified duration and typically have a termination for convenience provision. Such equipment leases are considered short-term in nature unless it is reasonably certain that the equipment will be leased for a term greater than twelve months.

Pensions

We use certain assumptions and estimates in order to calculate periodic pension cost and the value of the assets and liabilities of our pension plans. These assumptions involve discount rates, investment returns and projected salary increases, among others. Changes in the actuarial assumptions may have a material effect on the plans' liabilities and the projected pension expense.

We use a corridor approach to amortize actuarial gains and losses. Under this approach, net gains or losses in excess of ten percent of the larger of the pension benefit obligation or the market-related value of the assets are amortized on a straight-line basis. The period of amortization is the average remaining service of active participants who are expected to receive benefits under certain plans and the average remaining future lifetime of plan participants for certain plans.

We measure our defined benefit plan assets and obligations as of the end of the month closest to their fiscal year end, which is September 30, 2021 as the alternative measurement date in accordance with FASB guidance ASU 2015-04, Compensation Retirement Benefit (Topic 715): *Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Asset*. This guidance allows employers with fiscal year ends that do not coincide with a calendar month end to make an accounting policy election to measure defined benefit plan assets and obligations as of the end of the month closest to their fiscal year end.

Redeemable Noncontrolling Interests

In connection with the PA Consulting investment, the Company recorded redeemable noncontrolling interests, representing the interest holders' 35% equity interest in the form of preferred and common shares of PA Consulting. The preferred shares are entitled to a cumulative annual compounding 12% dividend based on the outstanding preferred share subscription price. These interest holders have certain option rights to put the preferred and common share interests back to the Company at a value based on the fair value of PA Consulting (the redemption values). Additionally, the Company has an option to call the interests for certain individual shareholders in certain circumstances. Because the interests are redeemable at the option of the holders and not solely within the control of the Company, the Company classified the interests in redeemable noncontrolling interests within its Consolidated Balance Sheet at their redemption values. The optional redemption features may become exercisable no earlier than five years from the March 2, 2021 closing date, or upon the occurrence of certain other events.

The Company has deemed these interests probable of becoming redeemable in the future and requiring their measurement at the greater of (i) the redemption amount that would be paid if settlement occurred at the balance sheet date, or (ii) the historical value resulting from the original acquisition date fair value plus the impact of any earnings or loss attribution amounts, including dividends. The fair value of the the PA Consulting redeemable noncontrolling interest is determined using an income and market approach.

Further, any excess in redemption amounts over the historical values of the interests is recognized as an increase to redeemable noncontrolling interests and an offsetting decrease in consolidated retained earnings. Additionally, particular to the preference share and in certain circumstances the ordinary share components of redeemable noncontrolling interests, such decrease in consolidated retained earnings is also reflected as a corresponding downward adjustment to net earnings attributable to Jacobs for purposes of the calculation of consolidated earnings per share attributable to common shareholders.

Income Taxes

We determine our consolidated income tax expense using the asset and liability method prescribed by U.S. GAAP. Under this method, deferred tax assets and liabilities are recognized for the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and income tax purposes. Such deferred tax assets and liabilities are adjusted, as appropriate, to reflect changes in tax rates expected to be in effect when the temporary differences reverse. If and when we determine that a deferred tax asset will not be realized for its full amount, we will recognize and record a valuation allowance with a corresponding charge to earnings. Judgment is required in determining our provision for income taxes. In the normal course of business, we may engage in numerous transactions every day for which the ultimate tax outcome (including the period in which the transaction will ultimately be included in taxable income or deducted as an expense) is uncertain. Additionally, we file income, franchise, gross receipts and similar tax returns in many jurisdictions. Our tax returns are subject to audit and investigation by the Internal Revenue Service, most states in the U.S., and by various government agencies representing many jurisdictions outside the U.S.

The Tax Cuts and Jobs Act of 2017 (the "Tax Act") contains a provision which subjects a U.S. parent of a foreign subsidiary to current U.S. tax on its global intangible low–taxed income (“GILTI”). The GILTI income is eligible for a deduction, which lowers the effective tax rate to 10.5% for calendar years 2018 through 2025 and 13.125% after 2025. The Company will report the tax impact of GILTI as a period cost when incurred. Accordingly, the Company is not providing deferred taxes for basis differences expected to reverse as GILTI.

Contractual Guarantees, Litigation, Investigations and Insurance

In the normal course of business we are subject to certain contractual guarantees and litigation. We record in the Consolidated Balance Sheets amounts representing our estimated liability relating to such guarantees, litigation and insurance claims. Guarantees are accounted for in accordance with ASC 460-10, *Guarantees*, at fair value at the inception of the guarantee. We perform an analysis to determine the level of reserves to establish for both insurance-related claims that are known and have been asserted against us as well as for insurance-related claims that are believed to have been incurred based on actuarial analysis, but have not yet been reported to our claims administrators as of the respective balance sheet dates. We include any adjustments to such insurance reserves in our Consolidated Statements of Earnings. In addition, as a contractor providing services to various agencies of the U.S. federal government, we are subject to many levels of audits, investigations, and claims by, or on behalf of, the U.S. federal government with respect to contract performance, pricing, costs, cost allocations and procurement practices. We adjust revenues based upon the amounts we expect to realize considering the effects of any client audits or governmental investigations.

Business Combinations

U.S. GAAP requires that the purchase price paid for business combinations accounted for using the acquisition method be allocated to the assets and liabilities acquired based on their respective Fair Values. The Company makes certain estimates and judgments relating to other assets and liabilities acquired as well as any identifiable intangible assets acquired.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with U.S. GAAP requires us to employ estimates and make assumptions that affect the reported amounts of certain assets and liabilities; the revenues and expenses reported for the periods covered by the financial statements; and certain amounts disclosed in these Notes to the Consolidated Financial Statements. Although such estimates and assumptions are based on management's most recent assessment of the underlying facts and circumstances utilizing the most current information available and past experience, actual results could differ significantly from those estimates and assumptions. Our estimates, judgments and assumptions are evaluated periodically and adjusted accordingly.

New Accounting Pronouncements

ASU 2017-04, *Simplifying the Test for Goodwill Impairment,* is effective for fiscal years beginning after December 15, 2019. ASU 2017-04 removed the second step of the goodwill impairment test, which requires a hypothetical purchase price allocation. An entity will now recognize a goodwill impairment charge for the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the amount of goodwill allocated to the reporting unit. The adoption of ASU 2017-04 had no impact on the Company's financial position, results of operations or cash flows.

ASU No. 2016-13, *Financial Instruments - Credit Losses ("ASC 326"): Measurement of Credit Losses on Financial Instruments* requires entities to use a current lifetime expected credit loss methodology to measure impairments of certain financial assets. Using this methodology will result in earlier recognition of losses than under the current incurred loss approach, which requires waiting to recognize a loss until it is probable of having been incurred. There are other provisions within the standard that affect how impairments of other financial assets may be recorded and presented, and that expand disclosures. This standard was effective beginning with the first fiscal quarter 2021. The adoption of ASU 326 did not have a material impact on the Company's financial position, results of operations or cash flows.

ASU 2020-04, *Reference Rate Reform*, *(Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting* is intended to provide relief for entities impacted by reference rate reform and contains provisions and optional expedients designed to simplify requirements around designation of hedging relationships, probability assessments of hedged forecasted transactions and accounting for modifications of contracts that refer to LIBOR or other rates affected by reference rate reform. The guidance is elective and is effective on the date of issuance. ASU 2020-04 is applied prospectively to contract modifications and as of the effective date for existing and new eligible hedging relationships. The guidance is temporary and will generally not be applicable to transactions which occur after December 31, 2022. Management does not expect the adoption of ASU 2020-04 to have a material impact on the Company's financial position, results of operations or cash flows.

3. Revenue Accounting for Contracts

Disaggregation of Revenues

Our revenues are principally derived from contracts to provide a diverse range of technical, professional, and construction services to a large number of industrial, commercial, and governmental clients. We provide a broad range of engineering, design, and architectural services; construction and construction management services; operations and maintenance services; and process, scientific, and systems consulting services. We provide our services through offices and subsidiaries located primarily in North America, South America, Europe, the Middle East, India, Australia, Africa, and Asia. We provide our services under cost-reimbursable and fixed-price contracts. Our contracts are with many different customers in numerous industries. Refer to Note 20- *Segment Information* for additional information on how we disaggregate our revenues by reportable segment.

The following table further disaggregates our revenue by geographic area for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Revenues:			
United States	$ 9,671,281	$ 10,158,508	$ 9,006,730
Europe	3,140,114	2,253,284	2,242,976
Canada	227,692	227,067	213,172
Asia	114,118	117,698	195,023
India	70,772	50,618	62,543
Australia and New Zealand	647,866	537,076	533,251
South America and Mexico	—	11	7,416
Middle East and Africa	220,789	222,713	476,757
Total	$ 14,092,632	$ 13,566,975	$ 12,737,868

The following table presents the revenues earned directly or indirectly from the U.S. federal government and its agencies, expressed as a percentage of total revenues:

For the Years Ended		
October 1, 2021	October 2, 2020	September 27, 2019
33%	33%	27%

Contract Liabilities

Contract liabilities represent amounts billed to clients in excess of revenue recognized to date. Revenue recognized for the year ended October 1, 2021 that was included in the contract liability balance on October 2, 2020 was $405 million. Revenue recognized for the year ended October 2, 2020 that was included in the contract liability balance on September 27, 2019 was $410 million.

Remaining Performance Obligations

The Company’s remaining performance obligations as of October 1, 2021 represent a measure of the total dollar value of work to be performed on contracts awarded and in progress. The Company had approximately $14.9 billion in remaining performance obligations as of October 1, 2021. The Company expects to recognize 52% of our remaining performance obligations within the next twelve months and the remaining 48% thereafter.

Although remaining performance obligations reflect business that is considered to be firm, cancellations, scope adjustments, foreign currency exchange fluctuations or project deferrals may occur that impact their volume or the expected timing of their recognition. Remaining performance obligations are adjusted to reflect any known project cancellations, revisions to project scope and cost, foreign currency exchange fluctuations and project deferrals, as appropriate.

4. Earnings Per Share and Certain Related Information

Basic and Diluted Earnings Per Share

Basic and diluted earnings per share (“EPS”) are computed using the two-class method, which is an earnings allocation method that determines EPS for common shares and participating securities. The undistributed earnings are allocated between common shares and participating securities as if all earnings had been distributed during the period. Participating securities and common shares have equal rights to undistributed earnings. Net earnings used for the purpose of determining basic and diluted EPS is determined by taking net earnings, less earnings available to participating securities and the preferred redeemable noncontrolling interests redemption value adjustment associated with the PA Consulting transaction.

The following table reconciles the denominator used to compute basic EPS to the denominator used to compute diluted EPS for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Numerator for Basic and Diluted EPS:			
Net earnings attributable to Jacobs from continuing operations	$ 467,022	$ 353,861	$ 290,960
Preferred Redeemable Noncontrolling interests redemption value adjustment (See Note 14- *PA Consulting Business Combination*)	(57,307)	—	—
Net earnings from continuing operations allocated to participating securities	—	(72)	(415)
Net earnings from continuing operations allocated to common stock for EPS calculation	$ 409,715	$ 353,789	$ 290,545
Net earnings attributable to Jacobs from discontinued operations	$ 10,008	$ 137,984	$ 557,019
Net earnings from discontinued operations allocated to participating securities	—	(28)	(795)
Net earnings from discontinued operations allocated to common stock for EPS calculation	$ 10,008	$ 137,956	$ 556,224
Net earnings allocated to common stock for EPS calculation	$ 419,723	$ 491,745	$ 846,769
Denominator for Basic and Diluted EPS:			
Weighted average basic shares	130,194	131,541	138,104
Shares allocated to participating securities	—	(27)	(197)
Shares used for calculating basic EPS attributable to common stock	130,194	131,514	137,907
Effect of dilutive securities:			
Stock compensation plans	1,080	1,207	1,299
Shares used for calculating diluted EPS attributable to common stock	131,274	132,721	139,206
Net Earnings Per Share:			
Basic Net Earnings from Continuing Operations Per Share	$ 3.15	$ 2.69	$ 2.11
Basic Net Earnings from Discontinued Operations Per Share	$ 0.08	$ 1.05	$ 4.03
Basic Earnings Per Share:	$ 3.22	$ 3.74	$ 6.14
Diluted Net Earnings from Continuing Operations Per Share	$ 3.12	$ 2.67	$ 2.09
Diluted Net Earnings from Discontinued Operations Per Share	$ 0.08	$ 1.04	$ 4.00
Diluted Earnings Per Share:	$ 3.20	$ 3.71	$ 6.08

Share Repurchases

On January 17, 2019, the Company's Board of Directors authorized a share repurchase program of up to $1.0 billion of the Company's common stock, to expire on January 16, 2022 (the "2019 Repurchase Authorization"). On January 16, 2020, the Company's Board of Directors authorized an additional share repurchase program of up to $1.0 billion of the Company's common stock, to expire on January 15, 2023 (the "2020 Repurchase Authorization"). In the fourth quarter of fiscal 2021 the Company launched an accelerated share repurchase program by advancing $250 million to a financial institution in a privately negotiated transaction.

The following table summarizes the activity under the 2019 and 2020 Repurchase Authorizations during fiscal 2021:

Amount Authorized (2019 and 2020 Repurchase Authorizations)	Average Price Per Share (1)	Shares Repurchased	Total Shares Retired
$2,000,000,000	$131.22	1,726,472	1,726,472

(1) Includes commissions paid and calculated at the average price per share

As a precautionary measure in light of the COVID-19 pandemic, the Company temporarily suspended purchases under the share repurchase plan in March 2020, with such suspension remaining in effect through the fiscal third quarter of 2020. During the fourth fiscal quarter of 2020, the Company resumed share repurchases. As of October 1, 2021, the Company has no remaining amounts available under the 2019 Repurchase Authorization and $782.9 million remaining under the 2020 Repurchase Authorization.

Our share repurchase programs do not obligate the Company to purchase any shares. Share repurchases may be executed through various means including, without limitation, accelerated share repurchases, open market transactions, privately negotiated transactions, purchases pursuant to a Rule 10b5-1 plan or otherwise. The authorization for the share repurchase programs may be terminated, increased or decreased by the Company's Board of Directors in its discretion at any time. The timing, amount and manner of share repurchases may depend upon market conditions and economic circumstances, availability of investment opportunities, the availability and costs of financing, currency fluctuations, the market price of the Company's common stock, other uses of capital and other factors.

Common and Preferred Stock

Jacobs is authorized to issue two classes of capital stock designated "common stock" and "preferred stock" (each has a par value of $1.00 per share). The preferred stock may be issued in one or more series. The number of shares to be included in a series as well as each series' designation, relative powers, dividend and other preferences, rights and qualifications, redemption provisions and restrictions are to be fixed by the Company's Board of Directors at the time each series is issued. Except as may be provided by the Company's Board of Directors in a preferred stock designation, or otherwise provided for by statute, the holders of shares of common stock have the exclusive right to vote for the election of directors and on all other matters requiring stockholder action. The holders of shares of common stock are entitled to dividends if and when declared by the Company's Board of Directors from whatever assets are legally available for that purpose.

Dividends

On September 23, 2021, the Company's Board of Directors declared a quarterly dividend of $0.21 per share of the Company's common stock which was paid on October 29, 2021, to shareholders of record on the close of business on October 15, 2021. Future dividend declarations are subject to review and approval by the Company's Board of Directors.

Dividends paid through October 1, 2021 and the preceding fiscal year are as follows:

Declaration Date	Record Date	Payment Date	Cash Amount (per share)
July 14, 2021	July 30, 2021	August 27, 2021	$0.21
April 22, 2021	May 28, 2021	June 25, 2021	$0.21
January 27, 2021	February 26, 2021	March 26, 2021	$0.21
September 17, 2020	October 2, 2020	October 30, 2020	$0.19
July 9, 2020	July 24, 2020	August 21, 2020	$0.19
May 5, 2020	May 20, 2020	June 17, 2020	$0.19
January 16, 2020	January 31, 2020	February 28, 2020	$0.19

5. Goodwill and Intangibles

The carrying value of goodwill associated with continuing operations and appearing in the accompanying Consolidated Balance Sheets October 1, 2021 and October 2, 2020 was as follows (in thousands):

	Critical Mission Solutions	People & Places Solutions	PA Consulting	Total
Balance October 2, 2020	$ 2,409,081	$ 3,230,010	$ —	$ 5,639,091
Acquired	130,691	—	1,448,328	1,579,019
Post-Acquisition Adjustments	1,612	—	—	1,612
Foreign Exchange Impact	9,247	10,773	(42,742)	(22,722)
Balance October 1, 2021	$ 2,550,631	$ 3,240,783	$ 1,405,586	$ 7,197,000

The following table provides certain information related to the Company's acquired intangibles in the accompanying Consolidated Balance Sheets for the year ended October 1, 2021 (in thousands):

	Customer Relationships, Contracts and Backlog	Developed Technology	Trade Names	Total
Balances, October 2, 2020	$ 614,045	$ 43,572	$ 723	$ 658,340
Acquired	849,117	—	229,075	1,078,192
Amortization	(138,795)	(4,052)	(6,929)	(149,776)
Foreign currency translation	(15,306)	500	(6,192)	(20,998)
Balances, October 1, 2021	$ 1,309,061	$ 40,020	$ 216,677	$ 1,565,758
Weighted Average Amortization Period (years)	8	10	19	10

The weighted average amortization period includes the effects of foreign currency translation.

The following table presents estimated amortization expense of intangible assets for fiscal 2022 and for the succeeding years. The amounts below include preliminary amortization estimates for the Buffalo and PA Consulting opening balance sheet fair values that are still preliminary and are subject to change.

Fiscal Year		(in millions)
2022	$	184.1
2023		183.8
2024		183.6
2025		183.2
2026		168.4
Thereafter		662.7
Total	$	1,565.8

6. Other Financial Information

Receivables and contract assets

The following table presents the components of receivables appearing in the accompanying Consolidated Balance Sheets at October 1, 2021 and October 2, 2020 as well as certain other related information (in thousands):

		October 1, 2021		October 2, 2020
Components of receivables:				
Amounts billed, net	$	1,278,087	$	1,294,204
Unbilled receivables and other		1,343,588		1,449,184
Contract assets		479,743		423,922
Total receivables and contract assets, net	$	3,101,418	$	3,167,310
Other information about receivables:				
Amounts due from the United States federal government included above, net of contract liabilities	$	563,009	$	600,207

Property, Equipment and Improvements, Net

The following table presents the components of our property, equipment and improvements, net at October 1, 2021 and October 2, 2020 (in thousands):

		October 1, 2021		October 2, 2020
Land	$	970	$	966
Buildings		52,822		21,550
Equipment		586,302		560,352
Leasehold improvements		201,522		187,980
Construction in progress		21,188		16,410
		862,804		787,258
Accumulated depreciation and amortization		(509,687)		(467,887)
	$	353,117	$	319,371

The following table presents our property, equipment and improvements, net by geographic area for the years ended October 1, 2021 and October 2, 2020 (in thousands):

	For the Years Ended	
	October 1, 2021	October 2, 2020
Property, equipment and improvements, net:		
United States	$ 229,752	$ 230,881
Europe	95,746	59,321
Canada	2,076	2,599
Asia	2,170	3,817
India	11,545	10,710
Australia and New Zealand	10,401	10,492
Middle East and Africa	1,427	1,551
Total	$ 353,117	$ 319,371

See discussion in Note 10- *Leases*, regarding impairments recorded in the current year relating to the Company's real estate lease portfolio and related property, equipment and improvements, net.

Accrued Liabilities

The following table presents the components of "Accrued liabilities" shown in the accompanying Consolidated Balance Sheets at October 1, 2021 and October 2, 2020 (in thousands):

	October 1, 2021	October 2, 2020
Accrued payroll and related liabilities	$ 1,042,265	$ 746,637
Project-related accruals	56,083	60,531
Non project-related accruals	239,917	237,204
Insurance liabilities	72,950	75,267
Sales and other similar taxes	94,393	104,720
Dividends payable	27,951	25,524
Total	$ 1,533,559	$ 1,249,883

Accumulated Other Comprehensive Income

The following table presents the Company's roll forward of accumulated income (loss) after-tax for the years ended October 1, 2021 and October 2, 2020 (in thousands):

	Change in Pension and Retiree Medical Plan Liabilities	Foreign Currency Translation Adjustment	Gain/(Loss) on Cash Flow Hedges	Total
Balance at September 27, 2019	**$ (436,749)**	**$ (480,045)**	**$ (18)**	**$ (916,812)**
Other comprehensive income (loss)	(61,994)	60,330	(17,569)	(19,233)
Reclassifications from other comprehensive income (loss)	17	—	2,971	2,988
Balance at October 2, 2020	**$ (498,726)**	**$ (419,715)**	**$ (14,616)**	**$ (933,057)**
Other comprehensive income (loss)	94,606	12,475	14,339	121,420
Reclassifications from other comprehensive income (loss)	9,559	—	7,636	17,195
Balance at October 1, 2021	**$ (394,561)**	**$ (407,240)**	**$ 7,359**	**$ (794,442)**

7. Income Taxes

The following table presents the components of our consolidated income taxes for continuing operations for years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Current income tax (benefit) expense from continuing operations:			
Federal	$ 91,313	$ (37,030)	$ 25,549
State	30,886	(5,021)	6,639
Foreign	38,959	41,616	57,156
Total current tax expense from continuing operations	161,158	(435)	89,344
Deferred income tax expense (benefit) from continuing operations:			
Federal	35,109	53,485	6,607
State	21,826	7,133	20,408
Foreign	56,688	(4,863)	(79,405)
Total deferred tax expense (benefit) from continuing operations	113,623	55,755	(52,390)
Consolidated income tax expense from continuing operations	$ 274,781	$ 55,320	$ 36,954

Deferred taxes reflect the tax effects of temporary differences between the amounts recorded as assets and liabilities for financial reporting purposes and the comparable amounts recorded for income tax purposes. Deferred tax assets and liabilities are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

The following table presents the components of our net deferred tax (liabilities) assets at October 1, 2021 and October 2, 2020 (in thousands):

	October 1, 2021	October 2, 2020
Deferred tax assets:		
Obligations relating to:		
Defined benefit pension plans	$ 9,702	$ 55,949
Other employee benefit plans	156,931	132,613
Net operating losses	197,929	197,987
Foreign tax credit	87,689	87,259
Contract revenues and costs	81,633	68,870
Investments	—	65,235
Lease liability	155,064	154,979
Deferred interest	9,988	11,410
Valuation allowance	(188,662)	(140,578)
Gross deferred tax assets	510,274	633,724
Deferred tax liabilities:		
Depreciation and amortization	(436,324)	(240,097)
Lease right of use asset	(93,338)	(89,824)
Unremitted earnings	(7,111)	(17,295)
Partnership investment	(72,560)	(66,082)
Other, net	(12,128)	(12,745)
Gross deferred tax liabilities	(621,461)	(426,043)
Net deferred tax (liabilities) assets	$ (111,187)	$ 207,681

Certain amounts have been reclassified to conform to current year presentation.

Tax law changes were enacted in the United Kingdom that, among other provisions, will increase the corporate tax rate to 25% from 19% effective April 1, 2023. The rate change resulted in an increase to our net deferred tax liabilities of $25.6 million and a corresponding increase to income tax expense for the year ended October 1, 2021. Our income tax expense in the United Kingdom will be based on the new rate beginning in April 2023.

A valuation allowance is recorded to reduce deferred tax assets to the amount that is more likely than not to be realized based on an assessment of positive and negative evidence, including estimates of future taxable income necessary to realize future deductible amounts. The valuation allowance was $188.7 million at October 1, 2021 and $140.6 million at October 2, 2020. Of the $48.1 million increase in the valuation allowance, $27.4 million relates to a change in judgment on the realizability of domestic deferred tax assets which are capital in nature with no expected capital gains to be able to realize them, $11.7 million for a change in judgment on the realizability on state net operating losses, a change of $4.6 million from certain deferred tax assets acquired in the PA Consulting acquisition which have been determined to not be realizable, $3.5 million relates to a tax rate change in the U.K., and $0.9 million attributable to current year activity.

At October 1, 2021 and October 2, 2020, the domestic and international net operating loss (NOL) carryforwards totaled $760.4 million and $783.9 million, resulting in an NOL deferred tax asset of $197.9 million and $198.0 million, respectively. The Company's net operating losses have various expiration periods between 2021 and indefinite periods. At October 1, 2021, the Company has foreign tax credit carryforwards of $87.7 million, which has a full valuation allowance established, expiring between 2022 and 2031.

The following table presents the income tax benefits from continuing operations realized from the exercise of non-qualified stock options and disqualifying dispositions of stock sold under our employee stock purchase plans for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in millions):

For the Years Ended		
October 1, 2021	October 2, 2020	September 27, 2019
$ 9.9	$ 10.2	$ 7.9

The following table reconciles total income tax expense from continuing operations using the statutory U.S. federal income tax rate to the consolidated income tax expense for continuing operations shown in the accompanying Consolidated Statements of Earnings for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (dollars in thousands):

	For the Years Ended					
	October 1, 2021	%	October 2, 2020	%	September 27, 2019	%
Statutory amount	$ 146,078	21.0 %	$ 92,652	21.0 %	$ 73,701	21.0 %
State taxes, net of the federal benefit	14,564	2.1 %	7,254	1.6 %	10,183	2.9 %
Exclusion of tax on non-controlling interests	(7,999)	(1.1)%	(6,622)	(1.5)%	(4,839)	(1.4)%
Foreign:						
Difference in tax rates of foreign operations	3,684	0.5 %	(6,267)	(1.4)%	1,083	0.3 %
Expense/(benefit) from foreign valuation allowance change	2,148	0.3 %	(16,861)	(3.8)%	(29,125)	(8.3)%
Nondeductible compensation	48,727	7.0 %	—	— %	—	— %
U.S. tax cost (benefit) of foreign operations	35,228	5.1 %	42,992	9.7 %	(17,760)	(5.1)%
Tax differential on foreign earnings	89,787	12.9 %	19,864	4.5 %	(45,802)	(13.1)%
Foreign tax credits	(25,230)	(3.6)%	(26,471)	(6.0)%	(15,682)	(4.5)%
Tax Rate Change	25,588	3.7 %	(6,811)	(1.5)%	—	— %
Tax reform	—	— %	—	— %	36,674	10.4 %
Valuation allowance	38,928	5.6 %	—	— %	(207)	(0.1)%
Uncertain tax positions	978	0.1 %	(11,338)	(2.6)%	(6,883)	(2.0)%
Other items:						
Energy efficient commercial buildings deduction	(3,760)	(0.5)%	(7,267)	(1.6)%	(2,957)	(0.8)%
Disallowed officer compensation	6,689	1.0 %	5,081	1.2 %	5,568	1.6 %
Stock compensation	(9,946)	(1.4)%	(10,234)	(2.3)%	(7,864)	(2.2)%
Other items – net	(896)	(0.1)%	(788)	(0.2)%	(4,938)	(1.4)%
Total other items	(7,913)	(1.1)%	(13,208)	(3.0)%	(10,191)	(2.8)%
Taxes on income from continuing operations	$ 274,781	39.5 %	$ 55,320	12.5 %	$ 36,954	10.5 %

The following table presents income tax payments, net made during the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in millions):

October 1, 2021	October 2, 2020	September 27, 2019
$ 75.6	$ 39.8	$ 291.7

The following table presents the components of our consolidated earnings from continuing operations before taxes for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
United States earnings	$ 634,820	$ 208,302	$ 225,898
Foreign earnings	60,782	232,901	125,061
	$ 695,602	$ 441,203	$ 350,959

During the first and second quarters of fiscal year ended 2021, Jacobs management asserted that $4.4 million of undistributed earnings in Canada and $7.7 million of undistributed earnings in India be permanently reinvested. Management considered the additional working capital needs along with the future business operations in Canada and India in determining the permanent reinvestment assertion.

The Company accounts for unrecognized tax benefits in accordance with ASC Topic 740, *Income Taxes*. It accounts for interest and penalties on unrecognized tax benefits as interest and penalties reported above the line (i.e., not as part of income tax expense). The Company's liability for gross unrecognized tax benefits was $91.9 million and $93.4 million at October 1, 2021 and October 2, 2020, respectively, after ASU 2013-11 netting of $21.7 million and $9.1 million, respectively. If recognized, $84.7 million would affect the Company's consolidated effective income tax rate. The Company had $41.6 million and $40.4 million in accrued interest and penalties at October 1, 2021 and October 2, 2020, respectively. The Company estimates that, within twelve months, we may realize a decrease in our uncertain tax positions of approximately $5.5 million as a result of concluding various tax audits and closing tax years, as well as an estimated decrease of $15.4 million related to the filing of an amended return which would remove the uncertain tax position from the balance sheet. As of October 1, 2021, the Company's U.S. federal income tax returns for tax years 2013 and forward remain subject to examination.

The following table presents the reconciliation of the beginning and ending amount of unrecognized tax benefits for both continuing and discontinued operations, with PA Consulting related impacts added and with ECR-sale related impacts removed in the Acquisitions/Divestitures row, for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Balance, beginning of year	$ 102,484	$ 104,355	$ 179,140
Acquisitions/Divestitures	7,639	—	(31,004)
Additions based on tax positions related to the current year	7,088	1,064	7,455
Additions for tax positions of prior years	1,711	7,472	1,994
Reductions for tax positions of prior years	(4,851)	(6,695)	(49,849)
Settlement	(438)	(3,712)	(3,381)
Balance, end of year	$ 113,633	$ 102,484	$ 104,355

On March 2, 2021, Jacobs completed the strategic investment of a 65% interest in PA Consulting. On November 24, 2020, the Company completed the acquisition of Buffalo Group. On March 6, 2020, the Company completed the acquisition of John Wood Group's nuclear business and on June 12, 2019, the Company completed the acquisition of KeyW. For income tax purposes, the PA Consulting, John Wood Group's nuclear business and KeyW transactions were accounted for as stock purchases, while the Buffalo Group transaction was structured as an asset purchase. As a result of the acquisitions, the Company adjusted its U.S. GAAP opening balance sheet of PA Consulting, Buffalo Group, John Wood Group and KeyW to reflect estimates of the fair value of the net assets acquired. For income tax purposes, the tax attributes and basis of net assets acquired carryover without any step-up to fair value in the transactions structured as a stock purchase. However, in the Buffalo Group transaction, the basis of the net assets acquired were stepped up to fair value, as the sale was treated as a purchase of assets. For PA Consulting and Buffalo Group, the Company has made preliminary estimates and recorded deferred taxes associated with the purchase accounting. It is expected that the Company will make adjustments to the purchase accounting over the relevant measurement period as allowed by ASC 805. For John Wood Group's nuclear business and KeyW, the Company completed its purchase accounting in the current and prior fiscal years, respectively.

8. Joint Ventures, VIEs and Other Investments

For consolidated joint ventures, the entire amount of the revenue recognized for services performed and the costs associated with these services, including the services provided by the other joint venture partners, are included in the Company's results of operations. Likewise, the entire amount of each of the assets and liabilities are included in the Company's consolidated balance sheet. There are no consolidated VIEs that have debt or credit facilities. Summary financial information of consolidated VIEs is as follows (in millions):

	October 1, 2021	October 2, 2020
Current assets	$ 289.7	$ 261.6
Non-Current assets	0.1	0.2
Total assets	$ 289.8	$ 261.8
Current liabilities	$ 220.8	$ 190.3
Non-current liabilities	—	—
Total liabilities	$ 220.8	$ 190.3

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Revenue	$ 1,037.3	$ 912.9	$ 571.6
Direct cost of contracts	(910.1)	(807.9)	(526.7)
Gross profit	127.2	105.0	44.9
Net earnings	$ 84.3	$ 72.6	$ 45.2

On March 2, 2021, Jacobs completed the strategic investment of a 65% interest in PA Consulting, a UK-based leading innovation and transformation consulting firm. The remaining 35% interest is held by PA Consulting employees. PA Consulting is accounted for as a consolidated subsidiary under U.S. GAAP accounting rules. See Note 14- *PA Consulting Business Combination* for more discussion on the acquisition.

Unconsolidated joint ventures are accounted for under the equity method or proportionate consolidation. Proportionate consolidation is used for joint ventures that include unincorporated legal entities and activities of the joint venture are construction-related. For those joint ventures accounted for under proportionate consolidation, only the Company's pro rata share of assets, liabilities, revenue, and costs are included in the Company's balance sheet and results of operations.

For the proportionate consolidated VIEs, the carrying value of assets and liabilities was $115.1 million and $129.5 million as of October 1, 2021, respectively and $64.1 million and $63.0 million as of October 2, 2020, respectively. For those joint ventures accounted for under the equity method, the Company's investment balances for the joint venture is included in other noncurrent Assets: miscellaneous on the balance sheet and the Company's pro rata share of net income is included in revenue. In limited cases, there are basis differences between the equity in the joint venture and Jacobs' investment created when Jacobs purchased their share of the joint venture. These basis differences are amortized based on an internal allocation to underlying net assets, excluding allocations to goodwill. As of October 1, 2021, the Company's equity method investments exceeded its share of venture net assets by $36.8 million. Our investments in equity method joint ventures on the Consolidated Balance Sheets as of October 1, 2021 and October 2, 2020 were a net asset of $121.3 million and $161.3 million, respectively. During the years ended October 1, 2021, October 2, 2020, and September 27, 2019, we recognized income from equity method joint ventures of $60.9 million, $82.2 million, and $48.5 million, respectively.

Summary financial information of unconsolidated joint ventures accounted for under the equity method, as derived from their unaudited financial statements, is as follows (in millions):

	October 1, 2021	October 2, 2020
Current assets	$ 937.9	$ 1,697.0
Non-Current assets	42.0	34.9
Total assets	$ 979.9	$ 1,731.9
Current liabilities	$ 769.2	$ 889.7
Non-current liabilities	33.7	631.0
Total liabilities	802.9	1,520.7
Joint ventures' equity	177.0	211.2
Total liabilities & joint venture equity	$ 979.9	$ 1,731.9

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Revenue	$ 3,299.9	$ 3,447.0	$ 3,533.1
Direct cost of contracts	(3,014.2)	(3,126.6)	(3,176.2)
Gross profit	$ 285.7	$ 320.4	$ 356.9
Net earnings	$ 207.5	$ 245.3	$ 227.0

Accounts receivable from unconsolidated joint ventures accounted for under the equity method is $19.7 million and $8.3 million as of October 1, 2021 and October 2, 2020, respectively.

The Company currently holds a 24.5% interest in AWE Management Ltd ("AWE") that is accounted for under the equity method, and the carrying value of the Company's investment as of October 2, 2020 was approximately $38 million. As of October 2, 2020, AWE was under a contractual operating arrangement with the UK Ministry of Defence (MoD) with multiple years remaining under the arrangement. On November 2, 2020, the MoD unexpectedly announced plans to change its current operating agreements with AWE that would result in the early termination of the current contract in 2021. During the fiscal year ended October 1, 2021, the Company recorded other-than-temporary impairment charges on its investment in AWE in the amount of $38.5 million, which were included in miscellaneous income (expense), net in the consolidated statement of earnings.

At October 2, 2020, the Company held a cost method investment in C3.ai, Inc. ("C3") of approximately $2.5 million. On December 9, 2020, C3 completed an initial public offering and as a result the Company carried its investment in C3 at fair value, with mark to market changes reflected in net income as it is an investment in equity securities with a readily determinable fair value based on quoted market prices. During the third fiscal quarter of fiscal 2021 and subsequent to the IPO, the Company sold all shares owned in C3, at a realized pre-tax gain of $49.6 million. Dividend income, unrealized gains and losses on changes in fair value and related realized gains and losses on disposal of the C3 shares have been recognized in miscellaneous income (expense), net in the consolidated statement of earnings.

9. Borrowings

The following table presents certain information regarding the Company's long-term debt at October 1, 2021 and October 2, 2020 (dollars in thousands):

	Interest Rate	Maturity	October 1, 2021	October 2, 2020
Revolving Credit Facility	LIBOR + applicable margin (1)	March 2024	$ 327,794	$ 152,794
2021 Term Loan Facility	LIBOR + applicable margin (2)	March 2024	1,081,724	—
2020 Term Loan Facility	LIBOR + applicable margin (3)	March 2025 (4)	988,940	1,025,826
Fixed-rate notes due:				
Senior Notes, Series A	4.27%	May 2025	190,000	190,000
Senior Notes, Series B	4.42%	May 2028	180,000	180,000
Senior Notes, Series C	4.52%	May 2030	130,000	130,000
Less: Current Portion (4)			(53,456)	—
Less: Deferred Financing Fees			(5,069)	(1,679)
Total Long-term debt, net			$ 2,839,933	$ 1,676,941

(1) Depending on the Company's Consolidated Leverage Ratio (as defined in the credit agreement governing the Revolving Credit Facility (defined below)), borrowings under the Revolving Credit Facility bear interest at either a eurocurrency rate plus a margin of between 0.875% and 1.625% or a base rate plus a margin of between 0% and 0.625%.The applicable LIBOR rates, including applicable margins, at October 1, 2021 and October 2, 2020 were approximately 1.45% and 1.39%.

(2) Depending on the Company's Consolidated Leverage Ratio (as defined in the credit agreement governing the 2021 Term Loan Facility (defined below)), borrowings under the 2021 Term Loan Facility bear interest at either a eurocurrency rate plus a margin of between 0.875% and 1.625% or a base rate plus a margin of between 0% and 0.625%. The applicable LIBOR rate, including applicable margin, at October 1, 2021 was approximately 1.43%.

(3) Depending on the Company's Consolidated Leverage Ratio (as defined in the credit agreement governing the 2020 Term Loan Facility (defined below)), borrowings under the 2020 Term Loan Facility bear interest at either a eurocurrency rate plus a margin of between 0.875% and 1.5% or a base rate plus a margin of between 0% and 0.5%. The applicable LIBOR rates, including applicable margins, at October 1, 2021 and October 2, 2020 were approximately 1.45% and 1.37%.

(4) The 2020 Term Loan requires quarterly principal repayments of 1.25%, or $9.125 million and £3.125 million, of the aggregate initial principal amount borrowed.

On February 7, 2014, Jacobs and certain of its subsidiaries entered into a $1.6 billion long-term unsecured, revolving credit facility (as amended, the "2014 Revolving Credit Facility") with a syndicate of U.S. and international banks and financial institutions. On March 27, 2019, the Company entered into a second amended and restated credit agreement (the "Revolving Credit Facility") which amended and restated the 2014 Revolving Credit Facility by, among other things, (a) extending the maturity date of the credit facility to March 27, 2024, (b) increasing the facility amount to $2.25 billion (with an accordion feature that allows a further increase of the facility amount up to $3.25 billion), (c) eliminating the covenants restricting investments, joint ventures and acquisitions by the Company and its subsidiaries and (d) adjusting the financial covenants to eliminate the net worth covenant upon the removal of the same covenant from the Company's existing Note Purchase Agreement (defined below). We were in compliance with the covenants under the Revolving Credit Facility at October 1, 2021.

On December 16, 2020, Jacobs entered into a first amendment to the Revolving Credit Facility, which provides for, among other things, (a) administrative changes allowing a one-time limited conditionality draw under the Revolving Credit Facility in connection with the March 2, 2021 investment by the Company, indirectly through a subsidiary of the Company, of a majority interest in PA Consulting and (b) an increase in the interest rate applicable margin to 1.625% per annum if the Consolidated Leverage Ratio (as defined in the Revolving Credit Facility) of the Company is equal to or greater than 3.00 to 1.00.

The Revolving Credit Facility permits the Company to borrow under two separate tranches in U.S. dollars, certain specified foreign currencies, and any other currency that may be approved in accordance with the terms of the Revolving Credit Facility. The Revolving Credit Facility also provides for a financial letter of credit sub facility of $400.0 million, permits performance letters of credit, and provides for a $50.0 million sub facility for swing line loans. Letters of credit are subject to fees based on the Company's Consolidated Leverage Ratio. The Company pays a facility fee of between 0.08% and 0.23% per annum depending on the Company's Consolidated Leverage Ratio.

On March 25, 2020, the Company entered into an unsecured term loan facility (the “2020 Term Loan Facility”) with a syndicate of financial institutions as lenders. Under the 2020 Term Loan Facility, the Company borrowed an aggregate principal amount of $730.0 million and one of the Company's U.K. subsidiaries borrowed an aggregate principal amount of £250.0 million. The proceeds of the term loans were used to repay the Bilateral Term Loan and for general corporate purposes. The 2020 Term Loan Facility contains affirmative and negative covenants and events of default customary for financings of this type that are consistent with those included in the Revolving Credit Facility. During fiscal 2020, the Company entered into interest rate and cross currency derivative contracts to swap a portion of our variable rate debt to fixed rate debt. See Note 18- *Commitments and Contingencies and Derivative Financial Instruments* for discussion regarding the Company's derivative instruments.

On January 20, 2021, the Company entered into an unsecured delayed draw term loan facility (the “2021 Term Loan Facility”) with a syndicate of financial institutions as lenders. Under the 2021 Term Loan Facility, the Company borrowed an aggregate principal amount of $200.0 million and £650.0 million. The proceeds of the term loans were used primarily to fund the Company's investment in PA Consulting. The 2021 Term Loan Facility contains affirmative and negative covenants and events of default customary for financings of this type that are consistent with those included in the Revolving Credit Facility and the 2020 Term Loan Facility.

The 2020 Term Loan Facility and the 2021 Term Loan Facility are together referred to as the "Term Loan Facilities". We were in compliance with the covenants under the Term Loan Facilities at October 1, 2021.

On March 12, 2018, Jacobs entered into a note purchase agreement (as amended, the "Note Purchase Agreement") with respect to the issuance and sale in a private placement transaction of $500.0 million in the aggregate principal amount of the Company’s senior notes in three series (collectively, the “Senior Notes”). The Note Purchase Agreement provides that if the Company's consolidated leverage ratio exceeds a certain amount, the interest on the Senior Notes may increase by 75 basis points. The Senior Notes may be prepaid at any time subject to a make-whole premium. The sale of the Senior Notes closed on May 15, 2018. The Company used the net proceeds from the offering of Senior Notes to repay certain existing indebtedness and for other general corporate purposes. The Note Purchase Agreement contains affirmative, negative and financial covenants customary for financings of this type, including, among other things, covenants to maintain a minimum consolidated net worth and maximum consolidated leverage ratio and limitations on certain liens, mergers, dispositions and transactions with affiliates. In addition, the Note Purchase Agreement contains customary events of default. We were in compliance with the covenants under the Note Purchase Agreement at October 1, 2021.

We believe the carrying value of the Revolving Credit Facility, the Term Loan Facilities and other debt approximates fair value based on the interest rates and scheduled maturities applicable to the outstanding borrowings. The fair value of the Senior Notes is estimated to be $555.5 million at October 1, 2021, based on Level 2 inputs. The fair value is determined by discounting future cash flows using interest rates available for issuances with similar terms and average maturities.

The Company has issued $1.7 million in letters of credit under the Revolving Credit Facility, leaving $1.92 billion of available borrowing capacity under the Revolving Credit Facility at October 1, 2021. In addition, the Company had issued $262.1 million under separate, committed and uncommitted letter-of-credit facilities for total issued letters of credit of $263.8 million at October 1, 2021.

The following table presents the amount of interest paid by the Company during October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

For the Years Ended		
October 1, 2021	**October 2, 2020**	**September 27, 2019**
$54,860	$58,257	$81,582

10. Leases

The components of lease expense (reflected in selling, general and administrative expenses) for the years ended October 1, 2021 and October 2, 2020 were as follows (in thousands):

	October 1, 2021	October 2, 2020
Lease cost		
Operating lease cost	$ 160,026	$ 169,967
Variable lease cost	31,727	35,083
Sublease income	(12,359)	(14,719)
Total lease cost	$ 179,394	$ 190,331

Supplemental information related to the Company's leases for the year ended October 1, 2021 was as follows (in thousands):

	Year Ended
Cash paid for amounts included in the measurements of lease liabilities	$ 209,594
Right-of-use assets obtained in exchange for new operating lease liabilities	$ 165,770
Weighted average remaining lease term - operating leases	7 years
Weighted average discount rate - operating leases	2.6%

Total remaining lease payments under the Company's leases for each of the succeeding years is as follows (in thousands):

Fiscal Year	Operating Leases
2022	$ 194,981
2023	164,607
2024	151,928
2025	128,359
2026	105,833
Thereafter	280,165
	1,025,873
Less Interest	(95,101)
	$ 930,772

Right-of-Use and Other Long-Lived Asset Impairment

In the fourth fiscal quarter of 2020, as a result and in consideration of the impacts of the COVID-19 pandemic and the changing nature of the Company's use of office space for its workforce, the Company evaluated its existing real estate lease portfolio as part of its transformation initiatives related to real estate and staffing programs. These initiatives during the prior year resulted in the actual abandonment of certain leased office spaces and the establishment of a formal plan to sublease certain other leased spaces that will no longer be utilized by the Company. In connection with the Company’s actions related to these initiatives, the Company evaluated certain of its lease right-of-use assets and related property, equipment and leasehold improvements for impairment under ASC 360.

As a result of the analysis, the Company recognized an impairment loss during the fourth quarter of fiscal 2020 of $162 million, which is included in selling, general and administrative expenses in the accompanying statement of earnings for the fiscal year ended October 2, 2020. The impairment loss recorded includes $127 million related to right-of-use lease assets and $35 million related to other long-lived assets, including property, equipment and improvements and leasehold improvements.

The fair values for the asset groups relating to the impaired long-lived assets were estimated primarily using discounted cash flow models (income approach) with Level 3 inputs. The significant assumptions used in estimating fair value include the expected downtime prior to the commencement of future subleases, projected sublease income over the remaining lease periods and discount rates that reflects the level of risk associated with receiving future cash flows.

11. Employee Stock Purchase and Stock Incentive Plans

Employee Stock Purchase Plans

Under the Company's stock purchase plans, eligible employees who elect to participate in these plans are granted the right to purchase shares of the common stock of Jacobs at a discount that is limited to 5% of the per-share market value on the day shares are sold to employees. The following table summarizes the stock issuance activity under the plans for the fiscal years ended October 1, 2021, October 2, 2020 and September 27, 2019:

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Aggregate Purchase Price Paid for Shares Sold:	$ 32,148,528	$ 27,812,601	$ 27,295,425
Aggregate Number of Shares Sold (in thousands):	287,587	333,078	389,423

At October 1, 2021, there remains 3,177,877 shares reserved for issuance under the Company's stock purchase plans.

Stock Incentive Plans

We also sponsor the 1999 Stock Incentive Plan, as amended and restated (the "SIP") and the 1999 Outside Director Stock Plan, as amended and restated (the "ODSP"). The 1999 SIP provides for the issuance of incentive stock options, non-qualified stock options, share appreciation rights ("SARs"), restricted stock and restricted stock units to employees. The 1999 ODSP provides for awards of shares of common stock, restricted stock, restricted stock units and grants of non-qualified stock options to our outside (i.e., nonemployee) directors. The following table sets forth certain information about the 1999 Plans:

	1999 SIP	1999 ODSP	Total
Number of shares authorized	29,850,000	1,100,000	30,950,000
Number of remaining shares reserved for issuance at October 1, 2021	4,628,834	299,679	4,928,513
Number of shares relating to outstanding stock options at October 1, 2021	461,859	112,125	573,984
Number of shares available for future awards:			
At October 1, 2021	4,166,975	187,554	4,354,529
At October 2, 2020	4,704,458	221,500	4,925,958

Effective September 28, 2012, all grants of shares under the 1999 SIP are issued on a fungible basis. An award other than an option or SAR are granted on a 1.92-to-1.00 basis (“Fungible”). An award of an option or SAR are granted on a 1-to-1 basis (“Not Fungible”).

The following table presents the fair value of shares (of restricted stock and restricted stock units) vested for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Restricted Stock and Restricted Stock Units (service condition)	$ 20,374	$ 29,209	$ 37,864
Restricted Stock Units (service, market, and performance conditions at target)	26,495	20,998	17,124
Total	$ 46,869	$ 50,207	$ 54,988

At October 1, 2021, the amount of compensation cost relating to non-vested awards not yet recognized in the financial statements is approximately $80.5 million. The majority of these unrecognized compensation costs will be recognized by the first quarter of fiscal 2023. The weighted average remaining contractual term of options currently exercisable is 2.2 years.

Stock Options

The following table summarizes the stock option activity for the years ended October 1, 2021, October 2, 2020 and September 27, 2019:

	Number of Stock Options	Weighted Average Exercise Price
Outstanding at September 28, 2018	1,766,759	$ 45.53
Exercised	(828,529)	$ 45.63
Cancelled or expired	(11,624)	$ 42.10
Outstanding at September 27, 2019	926,606	$ 45.48
Exercised	(212,467)	$ 44.05
Cancelled or expired	(7,650)	$ 45.31
Outstanding at October 2, 2020	706,489	$ 45.91
Exercised	(130,030)	$ 47.07
Cancelled or expired	(2,475)	$ 45.18
Outstanding at October 1, 2021	573,984	$ 45.65

Cash received from the exercise of stock options, net of tax remitted, during the year ended October 1, 2021 was $6.1 million.

Stock options outstanding at October 1, 2021 consisted entirely of non-qualified stock options. The following table presents the total intrinsic value of stock options exercised for the fiscal years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

For the Years Ended		
October 1, 2021	**October 2, 2020**	**September 27, 2019**
$9,693	$9,986	$27,720

The total intrinsic value of stock options exercisable at October 1, 2021 was approximately $51.1 million. The following table presents certain other information regarding our 1999 SIP and 1999 OSDP for the fiscal years ended October 1, 2021, October 2, 2020 and September 27, 2019:

	October 1, 2021	**October 2, 2020**	**September 27, 2019**
At fiscal year end:			
Range of exercise prices for options exercisable	$37.03–$60.43	$32.51–$60.43	$32.51–$60.43
Number of options exercisable	573,984	706,489	860,114
For the fiscal year:			
Range of prices relating to options exercised	$32.51–$60.43	$37.03-$60.08	$36.88-$60.43

The following table presents certain information regarding stock options outstanding and stock options exercisable at October 1, 2021:

	October 1, 2021		
	Options Outstanding and Exercisable		
Range of Exercise Prices	**Number**	**Weighted Average Remaining Contractual Life (years)**	**Weighted Average Price**
$32.51 - $37.03	36,000	0.66	$ 37.03
$37.43 - $46.09	394,997	3.71	$ 43.23
$47.11 - $55.13	119,362	1.92	$ 53.31
$60.08 - $80.63	23,625	2.42	$ 60.43
	573,984	3.10	$ 45.65

The 1999 ODSP and the 1999 SIP allow participants to satisfy the exercise price of stock options by tendering shares of Jacobs common stock that have been owned by the participants for at least six months. Shares so tendered are retired and canceled, and are shown as repurchases of common stock in the accompanying Consolidated Statements of Stockholders’ Equity. The weighted average remaining contractual term of options currently exercisable is 3.1 years.

Restricted Stock

The following table presents the number of shares of restricted stock and restricted stock units issued as common stock under the 1999 SIP for the years ended October 1, 2021, October 2, 2020 and September 27, 2019:

	For the Years Ended		
	October 1, 2021	**October 2, 2020**	**September 27, 2019**
Restricted stock units (service condition)	380,722	351,670	318,056
Restricted stock units (service and performance conditions)	181,132	202,792	240,068

The amount of restricted stock units issued for awards with performance and market conditions in the above table are issued based on performance against the target amount. The number of shares ultimately issued, which could be greater or less than target, will be based on achieving specific performance conditions related to the awards as well as achieving the service condition required for the restricted stock units to vest.

The following table presents the number and weighted average grant-date fair value of restricted stock and restricted stock units at October 1, 2021:

	Number of Shares	Weighted Average Grant-Date Fair Value
Outstanding at October 2, 2020	1,525,526	$ 77.88
Granted	801,174	$ 95.65
Vested	(708,835)	$ 69.04
Canceled	(173,634)	$ 84.05
Outstanding at October 1, 2021	1,444,231	$ 91.23

The following table presents the number of shares of restricted stock and restricted stock units canceled and withheld for taxes under the 1999 SIP for the years ended October 1, 2021, October 2, 2020 and September 27, 2019:

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Restricted stock	—	34,417	105,301
Restricted stock units (service condition)	201,967	183,099	295,122
Restricted stock units (service, market and performance conditions)	218,520	160,781	183,654

The amount of unvested restricted stock units canceled for awards with service and performance conditions in the above table is based on the service period achieved and performance against the target amount.

The restrictions attached to restricted stock and restricted stock units generally relate to the recipient’s ability to sell or otherwise transfer the stock or stock units. There are also restrictions that subject the stock and stock units to forfeiture back to the Company until earned by the recipient through continued employment or service.

The following table provides the number of restricted stock units outstanding at October 1, 2021 under the 1999 SIP. No shares of restricted stock were issued under the 1999 ODSP during such periods.

	October 1, 2021
Restricted stock	—
Restricted stock units (service condition)	758,830
Restricted stock units (service, market and performance conditions)	579,182

The following table presents the number of shares of restricted stock and restricted stock units issued under the 1999 ODSP for the years ended October 1, 2021, October 2, 2020 and September 27, 2019:

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Restricted stock units (service condition)	17,680	18,100	26,372

The following table provides the number of shares of restricted stock and restricted stock units outstanding at October 1, 2021 under the 1999 ODSP:

	October 1, 2021
Restricted stock	26,000
Restricted stock units (service condition)	80,219

All shares granted under the 1999 ODSP are issued on a 1.92-to-1.00 basis.

12. Savings and Deferred Compensation Plans

Savings Plans

We sponsor various defined contribution savings plans which allow participants to make voluntary contributions by salary deduction. Such plans cover substantially all of our domestic, nonunion employees in the U.S. and are qualified under Section 401(k) of the U.S. Internal Revenue Code. Similar plans outside the U.S. cover various groups of employees of our international subsidiaries and affiliates. Several of these plans allow the Company to match, on a voluntary basis, a portion of the employee contributions. The following table presents the Company's contributions to these savings plans for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

October 1, 2021	October 2, 2020	September 27, 2019
$ 132,865	$ 91,833	$ 114,006

Deferred Compensation Plans

Our non-qualified deferred compensation programs provide benefits payable to directors, officers, and certain key employees or their designated beneficiaries at specified future dates, upon retirement, or death. The plans are unfunded; therefore, benefits are paid from the general assets of the Company. Participants' cash deferrals earn a return based on the participants' selection of investments in several hypothetical investment options. Participants are also able to defer stock based compensation in the plans, which must remain invested in Company stock and are distributed in shares of Jacobs common stock. Since no investment diversification is permitted, changes in the fair value of Jacobs' common stock are not recognized. For the deferred compensation held in company stock, the number of shares needed to settle the liability is included in the denominator in both the basic and diluted earnings per share calculations. The following table presents the amount charged to expense for the Company's deferred compensation plans for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

October 1, 2021	October 2, 2020	September 27, 2019
$ 2,900	$ 203	$ 2,395

The following table presents the amount relating to assets held as deferred compensation arrangement investments for the years ended October 1, 2021 and October 2, 2020 (in thousands):

	October 1, 2021	October 2, 2020
Deferred compensation arrangement investments	$210,223	$194,933

Deferred compensation arrangement investments are comprised primarily of the cash surrender value of life insurance policies and pooled-investment funds. The fair value of the pooled investment funds is derived using Level 2 inputs.

13. Pension and Other Postretirement Benefit Plans

Company-Only Sponsored Plans

We sponsor various defined benefit pension and other post retirement plans covering employees of certain U.S. and international subsidiaries. The pension plans provide pension benefits that are based on the employee's compensation and years of service. Our funding policy varies by country and plan according to applicable local funding requirements and plan-specific funding agreements.

On March 2, 2021, Jacobs completed the strategic investment of a 65% interest in PA Consulting, a UK-based leading innovation and transformation consulting firm. PA Consulting has defined benefit plans that Jacobs now includes in our consolidated financial statements. See Note 14- *PA Consulting Business Combination* for more discussion on the investment and the related defined benefit plans.

The accounting for pension and other post-retirement benefit plans requires the use of assumptions and estimates in order to calculate periodic benefit cost and the value of the plans' assets and benefit obligations. These assumptions include discount rates, investment returns, and projected salary increases, among others. The discount rates used in valuing the plans' benefit obligations were determined with reference to high quality corporate and government bonds that are appropriately matched to the duration of each plan's obligations. The expected long-term rate of return on plan assets is generally based on using country-specific simulation models which select a single outcome for expected return based on the target asset allocation. The expected long-term rates of return used in the valuation are the annual average returns generated by these assumptions over a 20-year period for each asset class based on the expected long-term rate of return of the underlying assets.

The following table sets forth the changes in the plans' combined net benefit obligation (segregated between plans existing within and outside the U.S.) for the years ended October 1, 2021 and October 2, 2020 (in thousands):

	U.S. Plans		Non-U.S. Plans	
	October 1, 2021	October 2, 2020	October 1, 2021	October 2, 2020
Net benefit obligation at the beginning of the year	$ 437,920	$ 448,540	$ 2,388,077	$ 2,258,129
Service cost	456	409	6,568	5,710
Interest cost	10,221	12,673	38,907	39,469
Participants' contributions	—	—	212	167
Actuarial (gains)/losses (1)	(11,808)	15,584	(140,670)	35,626
Benefits paid	(25,582)	(22,836)	(74,477)	(64,395)
Curtailments/settlements/plan amendments	(6,387)	(16,450)	(13,932)	(4,782)
Acquisition of PA Consulting Plans, net of post-deal transfers (2)	—	—	66,065	—
Effect of exchange rate changes and other, net	—	—	104,890	118,153
Net benefit obligation at the end of the year	$ 404,820	$ 437,920	$ 2,375,640	$ 2,388,077

(1) Current year actuarial gains primarily driven by change in discount rates.
(2) See note below change in assets table.

The following table sets forth the changes in the combined Fair Value of the plans' assets (segregated between plans existing within and outside the U.S.) for the years ended October 1, 2021 and October 2, 2020 (in thousands):

	U.S. Plans		Non-U.S. Plans	
	October 1, 2021	October 2, 2020	October 1, 2021	October 2, 2020
Fair value of plan assets at the beginning of the year	$ 382,250	$ 390,210	$ 2,043,356	$ 1,916,637
Actual return on plan assets	35,152	33,345	60,040	61,221
Employer contributions	88	88	39,085	33,192
Participants' contributions	—	—	212	167
Gross benefits paid	(25,582)	(22,836)	(74,477)	(64,395)
Curtailments/settlements/plan amendments	(6,387)	(18,557)	(13,932)	(4,782)
Acquisition of PA Consulting Plans, net of post-deal transfers	—	—	60,160	—
Effect of exchange rate changes and other, net	—	—	89,051	101,316
Fair value of plan assets at the end of the year	$ 385,521	$ 382,250	$ 2,203,495	$ 2,043,356

On March 2, 2021, the Company made a strategic investment in PA Consulting, and as a result acquired a gross pension plan obligation of $1.025 billion and pension assets of $1.018 billion. In the third quarter of fiscal 2021, PA Consulting transferred the majority of the assets and liabilities of its largest pension plan to an insurance company, approximately $960 million each, effectively settling those related assets and liabilities for no impact to net income. Also during fiscal 2021, the Company incurred combined curtailment and settlement losses on our defined benefit plans of approximately $2.8 million primarily related to the Ireland and UK plans. During fiscal 2020, the Company incurred combined curtailment and settlement losses on its defined benefit plans of approximately $4.6 million primarily related to the Ireland and U.S. plans.

The following table reconciles the combined funded statuses of the plans recognized in the accompanying Consolidated Balance Sheets at October 1, 2021 and October 2, 2020 (segregated between plans existing within and outside the U.S.) (in thousands):

	U.S. Plans		Non-U.S. Plans	
	October 1, 2021	October 2, 2020	October 1, 2021	October 2, 2020
Net benefit obligation at the end of the year	$ 404,820	$ 437,920	$ 2,375,640	$ 2,388,077
Fair value of plan assets at the end of the year	385,521	382,250	2,203,495	2,043,356
Underfunded amount recognized at the end of the year	$ 19,299	$ 55,670	$ 172,145	$ 344,721

The following table presents the accumulated benefit obligation at October 1, 2021 and October 2, 2020 (segregated between plans existing within and outside the U.S.) (in thousands):

	U.S. Plans		Non-U.S. Plans	
	October 1, 2021	October 2, 2020	October 1, 2021	October 2, 2020
Accumulated benefit obligation at the end of the year	$ 404,283	$ 436,770	$ 2,305,808	$ 2,376,059

The following table presents the amounts recognized in the accompanying Consolidated Balance Sheets at October 1, 2021 and October 2, 2020 (segregated between plans existing within and outside the U.S.) (in thousands):

	U.S. Plans		Non-U.S. Plans	
	October 1, 2021	October 2, 2020	October 1, 2021	October 2, 2020
Prepaid benefit cost included in noncurrent assets	$ —	$ —	$ 48,340	$ 1,037
Accrued benefit cost included in current liabilities	84	85	3,873	4,375
Accrued benefit cost included in noncurrent liabilities	19,215	57,919	216,612	339,049
Net amount recognized at the end of the year	$ 19,299	$ 58,004	$ 172,145	$ 342,387

The following table presents the significant actuarial assumptions used in determining the funded statuses and the following year's benefit cost of the Company's U.S. plans for the years ended October 1, 2021, October 2, 2020 and September 27, 2019:

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Discount rates	2.3% to 2.8%	2.0% to 2.7%	2.8% to 3.1%
Rates of compensation increases	3.5%	3.5%	3.5%
Expected long-term rates of return on assets	4.7% to 5.1%	4.6% to 4.7%	5.1%

The following table presents the significant actuarial assumptions used in determining the funded statuses and the following year's benefit cost of the Company's non-U.S. plans for the years ended October 1, 2021, October 2, 2020 and September 27, 2019:

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Discount rates	0.6% to 6.6%	0.4% to 6.6%	0.2% to 7.1%
Rates of compensation increases	2.4% to 7.5%	2.7% to 7.5%	3.7% to 7.5%
Expected long-term rates of return on assets	2.0% to 7.0%	1.8% to 7.0%	2.3% to 7.5%

The following table presents certain amounts relating to our U.S. plans recognized in accumulated other comprehensive (gain) loss at October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	October 1, 2021	October 2, 2020	September 27, 2019
Arising during the period:			
Net actuarial (gain) loss	$ (25,109)	$ (900)	$ 36,108
Prior service cost (benefit)	0	1,589	—
Total	$ (25,109)	689	36,108
Reclassification adjustments:			
Net actuarial losses	(3,204)	(2,653)	(2,282)
Prior service cost (benefit)	(325)	(244)	—
Total	(3,529)	(2,897)	(2,282)
Total	$ (28,638)	$ (2,208)	$ 33,826

The following table presents certain amounts relating to our non-U.S. plans recognized in accumulated other comprehensive (gain) loss at October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	October 1, 2021	October 2, 2020	September 27, 2019
Arising during the period:			
Net actuarial (gain) loss	$ (65,547)	$ 71,676	$ 83,368
Net (gain) loss on Sale of ECR	—	—	(12,520)
Prior service cost (benefit)	—	—	29,829
Total	(65,547)	71,676	100,677
Reclassification adjustments:			
Net actuarial losses	(8,761)	(6,322)	(6,546)
Prior service cost	(1,219)	(1,169)	(1,075)
Total	(9,980)	(7,491)	(7,621)
Total	$ (75,527)	$ 64,185	$ 93,056

The following table presents certain amounts relating to our plans recorded in accumulated other comprehensive loss that have not yet been recognized as components of net periodic benefit cost at October 1, 2021 and October 2, 2020 (segregated between U.S. and non-U.S. plans) (in thousands):

	U.S. Plans		Non-U.S. Plans	
	October 1, 2021	October 2, 2020	October 1, 2021	October 2, 2020
Net actuarial loss	$ 39,217	$ 67,530	$ 328,397	$ 401,930
Prior service cost	1,021	1,345	25,926	27,921
Total	$ 40,238	$ 68,875	$ 354,323	$ 429,851

The following table presents the amount of accumulated comprehensive income that will be amortized against earnings as part of our net periodic benefit cost in fiscal 2022 based on 2021 exchange rates (segregated between U.S. and non-U.S. plans) (in thousands):

	U.S. Plans	Non-U.S. Plans
Unrecognized net actuarial loss	$ 2,860	$ 7,571
Unrecognized prior service cost	431	1,504
Accumulated comprehensive loss to be recorded against earnings	$ 3,291	$ 9,075

We consider various factors in developing the estimates for the expected, long-term rates of return on plan assets. These factors include the projected, long-term rates of returns on the various types of assets in which the plans invest, as well as historical returns. In general, investment allocations are determined by each plan's trustees and/or investment committees. The objectives of the plans' investment policies are to (i) maximize returns while preserving capital; (ii) provide returns sufficient to meet the current and long-term obligations of the plan as the obligations become due; and (iii) maintain a diversified portfolio of assets so as to reduce the risk associated with having a disproportionate amount of the plans' total assets invested in any one type of asset, issuer or geography. None of our pension plans hold Jacobs common stock directly (although some plans may hold shares indirectly through investments in mutual funds). The plans' weighted average asset allocations at October 1, 2021 and October 2, 2020 (the measurement dates used in valuing the plans' assets and liabilities) were as follows:

	U.S. Plans		Non-U.S. Plans	
	October 1, 2021	October 2, 2020	October 1, 2021	October 2, 2020
Equity securities	3 %	3 %	15 %	21 %
Debt securities	58 %	58 %	54 %	56 %
Real estate investments	— %	— %	9 %	7 %
Other	39 %	39 %	22 %	17 %

The following table presents the Fair Value of the Company's Domestic U.S. plan assets at October 1, 2021, segregated by level of Fair Value measurement inputs within the Fair Value hierarchy promulgated by U.S. GAAP (in thousands):

	October 1, 2021				
	Fair Value, Determined Using Fair Value Measurement Inputs				
	Level 1	Level 2	Level 3	Investments measured at Net Asset Value	Total
Equities	$ 12,331	$ —	$ —	$ —	$ 12,331
Domestic bonds	74,456	132,138	—	—	206,594
Overseas bonds	—	15,730	—	—	15,730
Cash and equivalents	22,634	—	—	—	22,634
Mutual funds	128,232	—	—	—	128,232
Total	$ 237,653	$ 147,868	$ —	$ —	$ 385,521

The following table presents the Fair Value of the Company's non-U.S. plan assets at October 1, 2021, segregated by level of Fair Value measurement inputs within the Fair Value hierarchy promulgated by U.S. GAAP (in thousands):

	October 1, 2021				
	Fair Value, Determined Using Fair Value Measurement Inputs				
	Level 1	Level 2	Level 3	Investments measured at Net Asset Value	Total
Domestic equities	$ —	$ 86,117	$ —	$ 2,662	$ 88,779
Overseas equities	—	142,243	—	101,071	243,314
Domestic bonds	—	48,119	—	—	48,119
Overseas bonds	—	1,049,585	—	56,616	1,106,201
Cash and equivalents	27,579	1,322	—	—	28,901
Real estate	—	17,319	116,936	53,434	187,689
Insurance contracts	—	—	133,802	—	133,802
Hedge funds	—	—	231,319	16,020	247,339
Mutual funds	—	119,351	—	—	119,351
Total	$ 27,579	$ 1,464,056	$ 482,057	$ 229,803	$ 2,203,495

The following table presents the Fair Value of the Company's U.S. plan assets at October 2, 2020, segregated by level of Fair Value measurement inputs within the Fair Value hierarchy promulgated by U.S. GAAP (in thousands):

	October 2, 2020				
	Fair Value, Determined Using Fair Value Measurement Inputs				
	Level 1	Level 2	Level 3	Investments measured at Net Asset Value	Total
Equities	$ 12,376	$ —	$ —	$ —	$ 12,376
Domestic bonds	68,324	131,534	—	—	199,858
Overseas bonds	—	19,223	—	—	19,223
Cash and equivalents	18,226	—	—	—	18,226
Mutual funds	132,567	—	—	—	132,567
Total	$ 231,493	$ 150,757	$ —	$ —	$ 382,250

The following table presents the Fair Value of the Company's non-U.S. plan assets at October 2, 2020, segregated by level of Fair Value measurement inputs within the Fair Value hierarchy promulgated by U.S. GAAP (in thousands):

	October 2, 2020				
	Fair Value, Determined Using Fair Value Measurement Inputs				
	Level 1	Level 2	Level 3	Investments measured at Net Asset Value	Total
Domestic equities	$ —	$ 103,036	$ —	$ 5,745	$ 108,781
Overseas equities	—	229,576	—	87,725	317,301
Domestic bonds	—	34,469	—	1,175	35,644
Overseas bonds	—	1,049,119	—	58,493	1,107,612
Cash and equivalents	24,568	—	—	—	24,568
Real estate	—	10,383	105,422	—	115,805
Insurance contracts	—	4,402	67,709	17,909	90,020
Hedge funds	—	—	171,730	7,153	178,883
Mutual funds	—	64,742	—	—	64,742
Total	$ 24,568	$ 1,495,727	$ 344,861	$ 178,200	$ 2,043,356

The following table summarizes the changes in the Fair Value of the Company's non-U.S. Pension Plans' Level 3 assets for the years ended October 2, 2020 and October 1, 2021 (in thousands):

	Real Estate	Insurance Contracts	Hedge Funds
Balance at Balance at September 27, 2019	$ 97,539	$ 72,788	$ 130,200
Purchases, sales, and settlements	(475)	(7,375)	29,999
Realized and unrealized gains	3,337	(1,399)	5,435
Effect of exchange rate changes	5,021	3,695	6,096
Balance at October 2, 2020	$ 105,422	$ 67,709	$ 171,730
Purchases, sales, and settlements	6,288	2,413	51,513
Realized and unrealized gains (losses)	398	1,448	864
Acquisition of PA Consulting Plans, net of post-deal transfers	—	60,160	—
Effect of exchange rate changes	4,828	2,072	7,212
Balance at October 1, 2021	$ 116,936	$ 133,802	$ 231,319

The following table presents the amount of cash contributions we anticipate making into the plans during fiscal 2022 (in thousands):

	U.S. Plans	Non-U.S. Plans
Anticipated cash contributions	$ —	$ 24,820

The following table presents the total benefit payments expected to be paid to plan participants during each of the next five fiscal years, and in total for the five years thereafter (in thousands):

	U.S. Plans	Non-U.S. Pans
2022	$ 33,054	$ 75,647
2023	31,813	78,126
2024	30,319	79,903
2025	28,968	81,397
2026	27,966	84,151
For the periods 2027 through 2030	122,543	448,088

The following table presents the components of net periodic benefit cost for the Company's U.S. plans recognized in the accompanying Consolidated Statements of Earnings for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	October 1, 2021	October 2, 2020	September 27, 2019
Service cost	$ 456	$ 409	$ 2,784
Interest cost	10,221	12,673	16,697
Expected return on plan assets	(15,932)	(17,670)	(21,508)
Actuarial loss	4,249	3,518	3,026
Prior service cost	431	323	—
Net pension cost, before special items	$ (575)	$ (747)	$ 999
Curtailment expense/Settlement (gain) loss	(64)	3,436	(35,020)
Total net periodic pension cost recognized	$ (639)	$ 2,689	$ (34,021)

The following table presents the components of net periodic benefit cost for the Company's Non-U.S. plans recognized in the accompanying Consolidated Statements of Earnings for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	October 1, 2021	October 2, 2020	September 27, 2019
Service cost	$ 6,568	$ 5,710	$ 7,171
Interest cost	38,907	39,469	52,627
Expected return on plan assets	(90,346)	(93,407)	(82,274)
Actuarial loss	10,834	7,578	7,854
Prior service cost	1,519	1,405	1,263
Net pension cost, before special items	$ (32,518)	$ (39,245)	$ (13,359)
Curtailment expense/Settlement (gain) loss	2,847	1,341	1,933
Total net periodic pension (income) cost recognized	$ (29,671)	$ (37,904)	$ (11,426)
Total net periodic pension (income) cost recognized from Discontinued Operations	$ —	$ —	$ 2,282
Total net periodic pension (income) cost recognized from Continuing Operations	$ (29,671)	$ (37,904)	$ (13,708)

In the first quarter of fiscal 2019, the Company elected to discontinue the CH2M Hill Retiree Medical Plan and the OMI Retiree Medical Plan, effective December 31, 2018. Lump sum payments were made to participants in fiscal 2019, resulting in a plan settlement and related settlement gain of $35.0 million recognized in fiscal 2019.

Multiemployer Plans

In the U.S. and various other countries, we contribute to trusteed pension plans covering hourly and certain salaried employees under industry-wide agreements. Contributions are based on the hours worked by employees covered under these agreements and are charged to direct costs of contracts on a current basis. With respect to these multiemployer plans, the Company's liability to fund these plans is generally limited to the contributions we are required to make under collective bargaining agreements.

Based on our review of our multiemployer pension plans under the guidance provided in ASU 2011-09— *Compensation-Retirement Benefits-Multiemployer Plans*, we have concluded that none of the multiemployer pension plans into which we contribute are individually significant to our Consolidated Financial Statements. Additionally, in fiscal year 2019, all Canadian and some US and European multiemployer plans were sold in connection with the ECR sale, which resulted in a year over year decrease in contributions made.

The following table presents the Company’s contributions to these multiemployer plans for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	October 1, 2021	October 2, 2020	September 27, 2019
Canada	$ —	$ —	$ 16,625
Europe	1,713	1,922	9,413
United States	11,316	6,637	7,149
Contributions to multiemployer pension plans	$ 13,029	$ 8,559	$ 33,187

14. PA Consulting Business Combination

Deal Summary, Opening Balance Sheet and Pro Forma Financial Information

On March 2, 2021, Jacobs completed the strategic investment of a 65% interest in PA Consulting, a UK-based leading innovation and transformation consulting firm. The total consideration paid by the Company was $1.7 billion, funded through cash on hand, proceeds from a new term loan and draws on the Company's existing revolver. Further, in connection with the transaction, an additional $261 million in investment proceeds had not yet been distributed at the investment date due to continuing employment requirements of associated management owners. Consequently, this amount represented compensation expense incurred related to the investment that was expensed subsequent to the acquisition date, and is reflected in selling, general and administrative expense and cash from operations for the current fiscal year. The remaining 35% interest is held by PA Consulting employees, whose redeemable noncontrolling interests had a fair value of $582.4 million on the closing date, including subsequent purchase accounting adjustments. PA Consulting is accounted for as a consolidated subsidiary and as a separate operating segment under U.S. GAAP accounting rules. See Note 9 - *Borrowings* for more discussion on the financing for the transaction. The following summarizes the fair values of PA Consulting's assets acquired and liabilities assumed as of the acquisition date (in millions):

Assets		
Cash and cash equivalents	$	134.9
Receivables		164.9
Property, equipment and improvements, net		40.5
Goodwill		1,448.3
Identifiable intangible assets		1,004.2
Prepaid expenses and other current assets		9.5
Miscellaneous long term assets		83.7
Total Assets	$	2,886.0
Liabilities		
Accounts payable	$	6.5
Accrued liabilities and other current liabilities		346.5
Other long term liabilities		248.7
Total Liabilities	$	601.7
Redeemable Noncontrolling interests		582.4
Net assets acquired	$	1,701.9

The purchase price allocation is based upon preliminary information and is subject to change when additional information is obtained. Goodwill recognized results from a substantial assembled workforce, which does not qualify for separate recognition, as well as expected future economic benefits. None of the goodwill recognized is expected to be deductible for tax purposes. The Company has not completed its final assessment of the fair values of PA Consulting's assets acquired and liabilities assumed. The final purchase price allocation could result in adjustments to certain assets and liabilities, including the residual amount allocated to goodwill.

Since the initial preliminary estimates recorded in the second quarter of fiscal 2021, the Company has updated certain provisional amounts reflected in the preliminary purchase price allocation, as summarized in the estimated fair values of PA Consulting assets acquired and liabilities assumed above. See below for further discussion on updates to redeemable noncontrolling interests.

Identifiable intangibles are customer relationships, contracts and backlog and trade name and have estimated lives ranging from 9 to 20 years (weighted average life of approximately 12 years).

Fair value measurements relating to PA Consulting are made primarily using Level 3 inputs including discounted cash flow techniques. Fair value is estimated using inputs primarily from the income approach, which include the use of both the multiple period excess earnings method and the relief from royalties method. The significant assumptions used in estimating fair value include (i) revenue projections of the business, including profitability, (ii) attrition rate and (iii) the estimated discount rate that reflects the level of risk associated with receiving future cash flows. Other personal property assets, such as buildings, furniture, fixtures and equipment, are valued using the cost approach, which is based on estimates of replacement cost. Key inputs to the valuation of the noncontrolling interests include projected cash flows and the expected volatility associated with those cash flows.

Pre-tax transaction costs associated with the PA Consulting investment in the accompanying Consolidated Statements of Earnings for the year ended October 1, 2021 were $36.8 million.

The following presents summarized unaudited pro forma operating results of Jacobs from continuing operations assuming that the Company had the PA Consulting investment at September 28, 2019. These pro forma operating results are presented for illustrative purposes only and are not indicative of the operating results that would have been achieved had the related events occurred (in millions, except per share data):

	For the Years Ended			
	October 1, 2021		October 2, 2020	
Revenues	$	14,504.3	$	14
Net earnings of the Group	$	695.1	$	
Net earnings attributable to Jacobs	$	548.0	$	
Net earnings attributable to Jacobs per share:				
Basic earnings per share	$	4.21	$	
Diluted earnings per share	$	4.17	$	

Included in the table above are charges relating to transaction expenses, a nonrecurring compensation charge and other items that are removed from the years ended October 1, 2021 and are reflected in the prior fiscal year due to the assumed timing of the transaction. Also, income tax expense for the fiscal year pro forma periods ended October 1, 2021 and October 2, 2020 was $330.7 million and $13.5 million, respectively.

Redeemable Noncontrolling Interests

In connection with the PA Consulting investment, the Company recorded redeemable noncontrolling interests of approximately $582.4 million, including subsequent purchase accounting adjustments, representing the interest holders' 35% equity interest in the form of preferred and common shares of PA Consulting, with substantially all of the value associated with these interests allocable to the preferred shares.

During the third quarter of fiscal 2021, updates to the Company's preliminary opening balance sheet fair value estimates of the noncontrolling interests resulted in an offsetting decrease and increase in fair value of the preference share and common share components of the interests by $57.3 million, respectively, with the corresponding redemption value adjustment associated with the preference share portion decreasing consolidated retained earnings and earnings per share by $0.44. See Note 4- *Earnings Per Share and Certain Related Information*. The results of these adjustments had no impact on the Company's overall results of operations, financial position, or cash flows.

Changes in the redeemable noncontrolling interests during the fiscal year ended October 1, 2021 are as follows (in thousands):

		Total
Fair value of redeemable noncontrolling interests at acquisition	$	581,119
Cumulative Accrued Preferred Dividend to Preference Shareholders		40,204
Attribution of Preferred Dividend to PA Consulting Common Shareholders		(40,204)
Net loss attributable to redeemable noncontrolling interest to Common Shareholders		(85,414)
Redeemable Noncontrolling interests redemption value adjustment to PA Consulting Shareholders (1)		175,183
Cumulative translation adjustment and other		(13,166)
Balance at October 1, 2021	$	657,722

(1) Includes $57.3 million impact from updates to the preliminary opening balance fair value estimates of the preference share noncontrolling interests and $117.9 million impact from redemption value adjustments for the B Ordinary shares..

In addition, certain employees of PA Consulting are expected to receive equity based incentive grants in the future under the terms of the applicable agreements.

Employee Benefit Trust, Defined Contribution Plans and Defined Benefit Plans

PA Consulting is party to an employee benefit trust arrangement, defined contribution plans and defined benefit plans.

PA Consulting's employee benefit trust is a separately administered discretionary trust for the benefit of employees and are consolidated under US GAAP. At October 1, 2021, the Company held $12.3 million in cash within the employee benefit trust that is restricted from general use and is included in prepaid expenses and other current assets on the consolidated balance sheet.

The PA Consulting defined benefit plans include UK and Germany based plans. The defined benefit plan amounts are included within our disclosures in Note 13**-** *Pension and Other Postretirement Benefit Plans.*

Regarding the defined contribution plans, PA Consulting matches a certain amount on behalf of the employees and pays the administration costs, which are both recognized in the income statement in the period in which they become payable. The defined contribution plan current year contributions are disclosed in Note 12**-** *Savings and Deferred Compensation Plans.*

15. Other Business Combinations

On November 19, 2021, Jacobs consummated its previously announced acquisition of BlackLynx ("BlackLynx"). Pursuant to and subject to the terms and conditions of Agreement and Plan of Merger (the “Merger Agreement”), Jacobs acquired all of BlackLynx's outstanding shares of common stock, in a transaction valued at up to $257.5 million, on a cash-free, debt-free basis, including base consideration of $250 million, and a potential earn-out payment of up to $7.5 million. The amount of any earnout payment will depend on BlackLynx achieving certain revenue and gross margin thresholds in calendar year 2022. The purchase price was paid in cash and is subject to customary post-closing adjustments.

Buffalo Group

On November 24, 2020, a subsidiary of Jacobs completed the acquisition of Buffalo Group, a leader in advanced cyber and intelligence solutions which allows Jacobs to further expand its cyber and intelligence solutions offerings to government clients. The Company paid total consideration of $190.1 million, which was comprised of approximately $182.4 million in cash to the former owners of Buffalo Group and contingent consideration of $7.7 million which was expected to be settled in fiscal 2022. Subsequent to the closing date and during the current fiscal year, the Company recognized the $7.7 million as an offset to selling, general and administrative expense as it was no longer expected to be paid. In conjunction with the acquisition, the Company assumed the Buffalo Group's debt of approximately $7.7 million. The Company repaid all of the assumed Buffalo Group debt by the end of the first fiscal quarter of 2021. The following summarizes the fair values of The Buffalo Group's assets acquired and liabilities assumed as of the acquisition date (in millions):

Assets	
Cash and cash equivalents	$ 8.4
Receivables	19.2
Property, equipment and improvements, net	2.3
Goodwill	130.7
Identifiable intangible assets	74.0
Prepaid expenses and other current assets	6.2
Total Assets	$ 240.8
Liabilities	
Accounts payable, accrued expenses and other current liabilities	$ 46.9
Other long term liabilities	3.8
Total Liabilities	50.7
Net assets acquired	$ 190.1

The purchase price allocation is based upon preliminary information and is subject to change when additional information is obtained. Goodwill recognized results from a substantial assembled workforce, which does not qualify for separate recognition, as well as expected future synergies from combining operations. All of the goodwill recognized is expected to be deductible for tax purposes, given the acquisition was structured as an asset acquisition. The Company has not completed its final assessment of the fair values of Buffalo Group's assets acquired and liabilities assumed. The final purchase price allocation could result in adjustments to certain assets and liabilities, including the residual amount allocated to goodwill.

Identifiable intangibles are customer relationships, contracts and backlog and have estimated lives of 9 years.

Fair value measurements relating to the Buffalo Group are made primarily using Level 3 inputs including discounted cash flow and Monte Carlo simulation techniques. Fair value for the identified intangible assets is estimated using inputs primarily for the income approach using the multiple period excess earnings method. The significant assumptions used in estimating fair value include (i) revenue projections of the business, including profitability, (ii) attrition rate and (iii) the estimated discount rate that reflects the level of risk associated with receiving future cash flows. Other personal property assets, such as furniture, fixtures and equipment, are valued using the cost approach, which is based on replacement or reproduction costs of the asset less depreciation. The fair value of the contingent consideration was estimated using a Monte Carlo simulation and the significant assumptions used include projections of revenues for Buffalo Group through calendar 2021 and probabilities of meeting those projections.

No summarized unaudited pro forma results are provided for the Buffalo Group due to the immateriality of this acquisition relative to the Company's consolidated financial position and results of operations.

John Wood Group's Nuclear Business

On March 6, 2020, a subsidiary of Jacobs completed the acquisition of the nuclear consulting, remediation and program management business of John Wood Group, a U.K.-based energy services company, for an enterprise value of £246 million, or approximately $317.9 million, less cash acquired of $24.3 million, as updated for additional working capital adjustments. The John Wood Group nuclear business allows Jacobs to further expand its lifecycle nuclear services business. The following summarizes the fair values of John Wood Group's assets acquired and liabilities assumed as of the acquisition date (in millions):

Assets		
Cash and cash equivalents	$	24.3
Receivables		74.2
Other current assets		3.8
Property, equipment and improvements, net		8.3
Goodwill		207.8
Identifiable intangible assets		80.0
Miscellaneous		19.4
Total Assets	$	417.8
Liabilities		
Accounts payable, accrued expenses and other current liabilities	$	71.4
Long term liabilities		28.5
Total Liabilities		99.9
Net assets acquired	$	317.9

Goodwill recognized results from a substantial assembled workforce, which does not qualify for separate recognition, as well as expected future synergies from combining operations. None of the goodwill recognized is expected to be deductible for tax purposes. The Company has completed its final assessment of the fair values of John Wood Group's assets acquired and liabilities assumed. Since the initial preliminary estimates reported in the second quarter of fiscal 2020, the Company has updated certain amounts reflected in the final purchase price allocation, as summarized in the fair values of John Wood Group's nuclear business assets acquired and liabilities assumed as of the acquisition date set forth above.

Identified intangibles include customer relationships, contracts and backlog and developed technology. The customer relationships, contracts and backlog intangible represents the fair value of existing contracts, underlying customer relationships and backlog. The customer relationships, contracts and backlog intangible and the developed technology intangible have lives of 12 and 15 years, respectively.

Fair value measurements relating to the John Wood Group nuclear business are made primarily using Level 3 inputs including discounted cash flow techniques. Fair value is estimated using inputs primarily for the income approach, which include the use of both the multiple period excess earnings method and the relief from royalties method. The significant assumptions used in estimating fair value include (i) revenue projections of the business, including profitability, (ii) attrition rate and (iii) the estimated discount rate that reflects the level of risk associated with receiving future cash flows. Other personal property assets, such as furniture, fixtures and equipment, are valued using the cost approach, which is based on replacement or reproduction costs of the asset less depreciation.

No summarized unaudited pro forma results are provided for the John Wood Group nuclear business due to the immateriality of this acquisition relative to the Company's consolidated financial position and results of operations.

KeyW

On June 12, 2019, Jacobs completed the acquisition of The KeyW Holding Corporation ("KeyW"), a U.S. based national security solutions provider to the intelligence, cyber, and counterterrorism communities by acquiring 100% of the outstanding shares of KeyW common stock (the "KeyW acquisition"). The KeyW acquisition allows Jacobs to further expand its government services business. The Company paid total consideration of $902.6 million which was comprised of approximately $604.2 million in cash to the former stockholders and certain equity award holders of KeyW and the assumption of KeyW's debt of $298.4 million. The Company repaid all of KeyW's debt by the end of the fourth fiscal quarter of 2019.

The following summarizes the fair values of KeyW assets and acquired liabilities assumed as of the acquisition date (in millions):

Assets		
Cash and cash equivalents	$	29.1
Receivables		79.1
Inventories, net		19.3
Prepaid expenses and other		2.4
Property, equipment and improvements, net		24.5
Deferred tax asset and other		37.8
Goodwill		615.6
Identifiable intangible assets		179.0
Total Assets	$	986.8
Liabilities		
Accounts payable	$	8.3
Accrued expenses		69.1
Short term debt		298.4
Other current liabilities		3.9
Other non-current liabilities		2.9
Total Liabilities		382.6
Net assets acquired	$	604.2

Goodwill recognized results from a substantial assembled workforce, which does not qualify for separate recognition, as well as expected future synergies from combining operations. Goodwill of $136.3 million is expected to be deductible for tax purposes. The Company has completed its final assessment of the fair values of the acquired assets and liabilities of KeyW. Since the initial preliminary estimates reported in the third quarter of fiscal 2019, the Company has updated certain amounts reflected in the final purchase price allocation, as summarized in the fair values of KeyW assets acquired and liabilities assumed as of the acquisition date as set forth above.

Identified intangibles include customer relationships, contracts and backlog and developed technology. The customer relationships, contracts and backlog intangible represents the fair value of existing contracts, underlying customer relationships and backlog. The customer relationships, contracts and backlog intangible, and the developed technology intangible have lives of 10 and 12 years, respectively. Other intangible liabilities consist of the fair value of office leases and have a weighted average life of approximately 9 years.

Fair value measurements relating to the KeyW acquisition are made primarily using Level 3 inputs including discounted cash flow techniques. Fair value is estimated using inputs primarily for the income approach, which include the use of both the multiple period excess earnings method and the relief from royalties method. The significant assumptions used in estimating fair value include (i) revenue projections of the business, including profitability, (ii) attrition rate and (iii) the estimated discount rate that reflects the level of risk associated with receiving future cash flows. Other personal property assets, such as furniture, fixtures and equipment, are valued using the cost approach, which is based on replacement or reproduction costs of the asset less depreciation.

For purposes of our comparative fiscal 2020 and 2019 reporting requirements in this Form 10-K, the following presents summarized unaudited pro forma operating results of the Company for the year ended September 27, 2019 assuming that the June 12, 2019 acquisition of KeyW had occurred at the beginning of fiscal 2018 for pro forma purposes. These pro forma operating results are presented for illustrative purposes only and are not indicative of the operating results that would have been achieved had the related events occurred on such date (in millions, except per share data):

	For the Year Ended September 27, 2019
Revenues	$ 13,068.7
Net earnings of the Group from Continuing Operations	$ 326.0
Net earnings (loss) attributable to Jacobs from continuing operations	$ 303.0
Net earnings (loss) attributable to Jacobs from continuing operations per share:	
Basic earnings (loss) from continuing operations per share	$ 2.19
Diluted earnings (loss) from continuing operations per share	$ 2.17

Included in the table above are the unaudited pro forma operating results of continuing operations. Also, income tax expense (benefit) for the fiscal year pro forma period ended September 27, 2019 was $41.3 million.

CH2M

On December 15, 2017, the Company completed the acquisition of CH2M HILL Companies, Ltd. ("CH2M"), an international provider of engineering, construction and technical services, by acquiring 100% of the outstanding shares of CH2M common stock and preferred stock (the "CH2M acquisition"). The Company paid total consideration of approximately $1.8 billion in cash (excluding $315.2 million of cash acquired) and issued approximately $1.4 billion of Jacobs' common stock, or 20.7 million shares, to the former stockholders and certain equity award holders of CH2M.

The following summarizes the estimated fair values of CH2M assets acquired and liabilities assumed as of the acquisition date (in millions):

Assets		
Cash and cash equivalents	$	315.2
Receivables		1,120.6
Prepaid expenses and other		72.7
Property, equipment and improvements, net		175.1
Goodwill		3,165.5
Identifiable intangible assets:		
Customer relationships, contracts and backlog		412.3
Lease intangible assets		4.4
Total identifiable intangible assets		416.7
Miscellaneous		530.8
Total Assets	$	5,796.6
Liabilities		
Notes payable	$	2.2
Accounts payable		309.6
Accrued liabilities		787.4
Contract liabilities		260.8
Identifiable intangible liabilities:		
Lease intangible liabilities		9.6
Long-term debt		706.0
Other deferred liabilities		659.0
Total Liabilities	$	2,734.6
Noncontrolling interests		(37.3)
Net assets acquired	$	3,024.7

Goodwill recognized results from a substantial assembled workforce, which does not qualify for separate recognition, as well as expected future synergies from combining operations. None of the goodwill recognized is expected to be deductible for tax purposes. During the first quarter of fiscal 2019, the Company completed its final assessment of the fair values of the acquired assets and liabilities of CH2M. Accrued liabilities and other deferred liabilities include approximately $404.7 million related to estimates for various legal and other pre-acquisition contingent liabilities accounted for under ASC 450. See Note 19- *Contractual Guarantees, Litigation, Investigations and Insurance* relating to CH2M contingencies.

16. Sale of Energy, Chemicals and Resources ("ECR") Business

On April 26, 2019, Jacobs completed the sale of its ECR business to Worley for a purchase price of $3.4 billion consisting of (i) $2.8 billion in cash plus (ii) 58.2 million ordinary shares of Worley, subject to adjustments for changes in working capital and certain other items (the "ECR sale").

Discontinued Operations

As a result of the ECR sale, substantially all ECR-related assets and liabilities have been sold (the "Disposal Group"). We determined that the Disposal Group should be reported as discontinued operations in accordance with ASC 210-05, *Discontinued Operations* because their disposal represents a strategic shift that had a major effect on our operations and financial results. As such, the financial results of the ECR business are reflected in our Consolidated Statements of Earnings as discontinued operations for all periods presented. As of the year ended October 2, 2020, all of the ECR business to be sold under the terms of the sale had been conveyed to Worley and as such, no amounts remain held for sale.

Summarized Financial Information of Discontinued Operations

The following table represents earnings (loss) from discontinued operations, net of tax (in thousands):

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Revenues	$ —	$ 11,235	$ 2,725,699
Direct cost of contracts	—	(6,152)	(2,338,113)
Gross profit	—	5,083	387,586
Selling, general and administrative expenses	(2,784)	32,668	(320,264)
Operating Profit (Loss)	(2,784)	37,751	67,322
Gain on sale of ECR business	15,608	110,236	935,110
Other (expense) income, net	447	515	(47,390)
Earnings Before Taxes from Discontinued Operations	13,271	148,502	955,042
Income Tax Expense	(3,263)	(10,518)	(395,828)
Net Earnings of the Group from Discontinued Operations	$ 10,008	$ 137,984	$ 559,214

In fiscal 2021, the Company received final working capital settlement proceeds of $36.4 million from Worley and as such, recorded a pre-tax gain of $15.6 million. Offsetting the proceeds from the settlement to arrive at the net gain amount were previously recorded accounts receivable from Worley.

Selling, general and administrative expenses includes a reduction for net insurance recoveries of approximately $40.0 million for the year ended October 2, 2020 recorded in connection with the Nui Phao ("NPMC") legal matter described in Note 19- *Contractual Guarantees, Litigations, Investigations and Insurance*. Additionally, the year ended September 27, 2019 includes a charge for the award and recovery of costs, estimated related interest and attorneys' fees related to the NPMC legal matter.

For the year ended October 2, 2020, the gain on sale of $110.2 million relates mainly to the recognition of the deferred gain for the delayed transfer of the ECR-related assets and liabilities of the two international entities discussed below, adjustments for working capital and certain other items in connection with the ECR sale and additional income for the release of a deferred gain upon achievement of the IT Migration Date described below in connection with the delivery to Worley of certain IT application and hardware assets related to the ECR business.

For the year ended September 27, 2019, other expense (income), net was comprised of $35.0 million in interest expense relating to the Nui Phao settlement, $6.0 million in foreign currency revaluations, $9.6 million in loss on the sale of a joint venture which is offset by $4.4 million in miscellaneous income.

<u>Gain on Sale and Deferred Gain</u>

As a result of the ECR sale, the Company recognized a pre-tax gain of $1.1 billion, $935.1 million of which was recognized in fiscal 2019, $110.2 million for the year ended October 2, 2020 and $15.6 million for the year ended October 1, 2021, respectively.

Upon closing the ECR sale, the Company retained a noncontrolling interest (with significant influence) in P&PS-related activities in one international legal entity acquired by Worley. The fair value of the Company's retained interest in the net assets and liabilities of this entity was estimated at $33.0 million and recorded at closing. For another international legal entity, the closing and transfer of ECR-related assets to Worley were set to occur at a future date. At the time of the ECR sale, the Company allocated proceeds received to these deferred closing items on a relative fair value basis and recognized a deferred gain of $34.4 million. During the second fiscal quarter of 2020, the delayed transfer of the ECR-related assets and liabilities of these two international entities occurred, and as a result, previously deferred gain amounts were recognized.

In addition to consideration received for the sale of the ECR business, the proceeds received included advanced consideration for the Company to deliver IT application and related hardware assets at a future date ("IT Migration Date") to Worley upon completion of the interim transition services provided under the TSA, described further below. This deliverable of IT assets is considered to be a separate element of the ECR business sale transaction, and accordingly, we have allocated a portion of the proceeds received of $95.3 million on a relative fair value basis to this separate deliverable and recognized deferred income. Upon completion and acceptance of this deliverable by Worley in December 2019, the deferred proceeds were recognized in earnings from discontinued operations, along with expenses associated with any costs incurred and deferred by the Company for this deliverable.

Investment in Worley Stock

As discussed above, the Company held 58.2 million in ordinary shares of Worley in connection with the ECR sale, 6.8 million shares of which were sold in fiscal 2019, netting a loss of $4.9 million. The remaining Worley shares were sold in the fourth quarter of fiscal 2021, netting a realized loss of $155.1 million. Dividend income, realized gains and losses on sale and unrealized gains and losses on changes in fair value of Worley shares are recognized in miscellaneous income (expense), net in continuing operations.

The Company's investment in Worley was measured at fair value through net income as it is an equity investment with a readily determinable fair value based on quoted market prices. The ordinary shares previously held were recorded within investment in equity securities in the Company's Consolidated Balance Sheets at their estimated fair value, which was $347.5 million as of October 2, 2020. For the years ended October 1, 2021 and October 2, 2020, the Company recognized a gain of $40.7 million and a loss of $103.6 million, respectively, associated with share price and currency changes on this investment, as well as dividend income related to the equity investment in the amount of $19.1 million and $16.9 million, respectively. Quoted market prices were available for these securities in an active market and therefore categorized as a Level 1 input.

Transition Services Agreement

Upon closing of the ECR sale, the Company entered into a Transition Services Agreement (the "TSA") with Worley pursuant to which the Company, on an interim basis, provided various services to Worley including executive consultation, corporate, information technology, and project services. The initial term of the TSA began immediately following the closing of the ECR sale on April 26, 2019 and expired in April 2020, although the parties mutually agreed to extend certain of the services for additional time periods beyond the initial term. All services under the TSA were terminated in October 2020. Pursuant to the terms of the TSA, the Company received payments for the interim services which approximate costs incurred to perform the services. The Company has recognized costs recorded in SG&A expense incurred to perform the TSA, offset by $0.2 million and $15.8 million in TSA related income for such services that is reported in miscellaneous income (expense) in continuing operations for the year ended October 1, 2021 and October 2, 2020, respectively, before inclusion of certain incremental outside service support costs agreed to be shared equally by the parties.

17. Restructuring and Other Charges

During fiscal 2021, the Company implemented certain restructuring and integration initiatives relating to the Buffalo Group acquisition and the PA Consulting investment. The activities of these initiatives have been substantially completed.

Additionally, the Company recorded impairment charges on its investment in AWE during fiscal 2021. See related discussion in Note 8- *Joint ventures, VIEs and other investments*.

During fiscal 2020, the Company implemented certain restructuring and separation initiatives, including transformation initiatives relating to real estate and other staffing programs. The activities of these initiatives are expected to continue into fiscal 2023.

During fiscal 2019 and continuing into fiscal 2020, the Company implemented certain restructuring and separation initiatives associated with the ECR sale, the KeyW acquisition, and other related cost reduction initiatives. Additionally, in fiscal 2020, the Company implemented certain restructuring and separation initiatives associated with the acquisition of John Wood Group's nuclear business. The restructuring activities and related costs were comprised mainly of separation and lease abandonment and sublease programs, while the separation activities and costs were mainly related to the engagement of consulting services and internal personnel and other related costs dedicated to the Company’s ECR-business separation. The activities of these initiatives have been substantially completed.

During the fourth fiscal quarter of 2017, the Company implemented certain restructuring and pre-integration plans associated with the then-pending acquisition of CH2M Hill Companies, Ltd. ("CH2M"), an international provider of engineering, construction and technical services (the "CH2M acquisition"), which closed on December 15, 2017. The restructuring activities and related costs under these plans were comprised mainly of severance and lease abandonment programs, while the integration activities and costs were mainly related to the engagement of professional services and internal personnel and other related costs dedicated to the Company's integration management efforts. Following the closing of the CH2M acquisition, these activities have continued through fiscal 2021 and are expected to be substantially completed before the end of fiscal 2022.

Collectively, the above-mentioned restructuring activities are referred to as "Restructuring and other charges".

The following table summarizes the impacts of the Restructuring and other charges by operating segment in connection with the CH2M, KeyW, John Wood Group nuclear business and Buffalo Group acquisitions and the PA Consulting investment, the ECR sale and the Company's transformation initiatives relating to real estate and other staffing programs for the year ended October 1, 2021, the CH2M and KeyW, John Wood Group nuclear business acquisitions, the ECR sale and the Company's transformation initiatives relating to real estate and other staffing programs for the year ended October 2, 2020 and the CH2M and KeyW acquisitions and the ECR sale for the year ended September 27, 2019 (in thousands):

	October 1, 2021	October 2, 2020	September 27, 2019
Critical Mission Solutions	$ 5,079	$ 24,083	17,989
People & Places Solutions	7,077	170,631	108,835
PA Consulting	15,566	—	—
Corporate	71,868	129,469	184,646
Continuing Operations (1)	99,590	324,183	311,470
Energy, Chemicals and Resources (included in Discontinued Operations)	—	—	(138)
Total	$ 99,590	$ 324,183	$ 311,332

(1) For the years ended October 1, 2021, October 2, 2020 and September 27, 2019, amounts include$61.0 million, $321.6 million and $337.0 million, respectively, in items impacting operating profit, along with items recorded in other income (expense), net, which includes a $(38.5) million charge related to the impairment of our AWE Management Ltd. investment for the year ended October 1, 2021, the loss on settlement of the CH2M portion of the U.S. pension plan of $(2.1) million for the year ended October 2, 2020 and the gain on the settlement of the CH2M retiree medical plans of $35.0 million for the year ended September 27, 2019, along with the write-off of fixed assets related to restructured leases of $(10.0) million for the year ended September 27, 2019. See Note 20- *Segment Information.*

The activity in the Company's accrual for the Restructuring and other charges including the program activities described above for the year ended October 1, 2021 is as follows (in thousands):

Balance at October 2, 2020	$ 52,855
Net Charges	99,590
Payments & Usage	(138,414)
Balance at October 1, 2021	$ 14,031

The following table summarizes the Restructuring and other charges by major type of costs for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	October 1, 2021	October 2, 2020	September 27, 2019
Lease Abandonments and Impairments	$ 4,282	$ 151,150	$ 99,976
Voluntary and Involuntary Terminations	15,773	53,484	33,742
Outside Services	35,210	88,476	133,148
Other (1)	44,325	31,073	44,604
Total	$ 99,590	$ 324,183	$ 311,470

(1) Includes $(38.5) million related to the impairment of our AWE Management Ltd. investment for the year ended October 1, 2021 and $35.0 million in pre-tax gains associated with the Company's CH2M retiree medical plan settlement during the year ended September 27, 2019.

Cumulative amounts since 2017 incurred to date under our various restructuring and other activities described above by each major type of cost as of October 1, 2021 are as follows (in thousands):

Lease Abandonments and Impairments	$ 317,799
Voluntary and Involuntary Terminations	144,742
Outside Services	293,994
Other	144,979
Total	$ 901,514

18. Commitments and Contingencies and Derivative Financial Instruments

Derivative Financial Instruments

The Company is exposed to interest rate risk under its variable rate borrowings and additionally, due to the nature of the Company's international operations, we are at times exposed to foreign currency risk. As such, we sometimes enter into foreign exchange contracts and interest rate contracts in order to limit our exposure to fluctuating foreign currencies and interest rates.

In fiscal 2020 we entered into interest rate swap agreements with a notional value of $796.1 million as of October 1, 2021 to manage the interest rate exposure on our variable rate loans. Additionally, we entered into a cross-currency swap agreement with a notional value of $127.8 million to manage the interest rate and foreign currency exposure on our USD borrowings by a European subsidiary. By entering into the swap agreements, the Company converted the LIBOR rate based liability into a fixed rate liability and, for the cross currency swap, our LIBOR rate based borrowing in USD to a fixed rate Euro liability, for periods ranging from three and a half to ten years. Under the interest rate swap agreements, the Company receives the one month LIBOR rate and pays monthly a fixed rate ranging from .704% to 1.116%, and under the cross currency swap agreement, the Company receives the one month LIBOR rate plus 0.875% in USD and pays monthly a Euro fixed rate of .726% to .746% for the term of the swaps. The swaps were designated as cash-flow hedges in accordance with ASC 815, *Derivatives and Hedging*. The fair value of the interest rate and cross currency swaps at October 1, 2021 and October 2, 2020 was $(0.8) million and $(31.5) million, respectively, of which $(11.0) million is included in other deferred liabilities and $10.2 million is included in miscellaneous other assets on the consolidated balance sheets at October 1, 2021. The entire amount was included in other deferred liabilities at October 2, 2020. The unrealized net gain (loss) on these interest rate and cross currency swaps was $7.4 million and $(14.6) million, net of tax, and was included in accumulated other comprehensive income as of October 1, 2021 and October 2, 2020, respectively.

Additionally, at October 1, 2021 and October 2, 2020, the Company held foreign exchange forward contracts in currencies that support our operations, including British Pound, Euro, Australian Dollar and other currencies, with notional values of $506.5 million and $393.7 million at October 1, 2021 and October 2, 2020, respectively. The length of these contracts currently ranges from one to twelve months. The fair value of the foreign exchange contracts at October 1, 2021 and October 2, 2020 was $55.5 million and $53.5 million, respectively, which is included in current assets within receivables and contract assets on the consolidated balance sheet and with associated income statement impacts included in miscellaneous income (expense) in the consolidated statements of earnings.

The fair value measurements of these derivatives are being made using Level 2 inputs under ASC 820, *Fair Value Measurement*, as the measurements are based on observable inputs other than quoted prices in active markets. We are exposed to risk from credit-related losses resulting from nonperformance by counterparties to our financial instruments. We perform credit evaluations of our counterparties under forward exchange and interest rate contracts and expect all counterparties to meet their obligations. We have not experienced credit losses from our counterparties.

Letters of Credit

At October 1, 2021, the Company had issued and outstanding approximately $263.8 million in LOCs and $2.1 billion in surety bonds. Of the outstanding LOC amount, $1.7 million has been issued under the Revolving Credit Facility and $262.1 million are issued under separate, committed and uncommitted letter-of-credit facilities.

19. Contractual Guarantees, Litigation, Investigations and Insurance

In the normal course of business, we make contractual commitments (some of which are supported by separate guarantees) and on occasion we are a party in a litigation or arbitration proceeding. The litigation or arbitration in which we are involved primarily includes personal injury claims, professional liability claims and breach of contract claims. Where we provide a separate guarantee it is strictly in support of the underlying contractual commitment. Guarantees take various forms including surety bonds required by law, or standby letters of credit ("LOC" and also referred to as “bank guarantees”) or corporate guarantees given to induce a party to enter into a contract with a subsidiary. Standby LOCs are also used as security for advance payments or in various other transactions. The guarantees have various expiration dates ranging from an arbitrary date to completion of our work (e.g., engineering only) to completion of the overall project. See Note 18- *Commitments and Contingencies and Derivative Financial Instruments* for more information surrounding LOCs and surety bonds.

We maintain insurance coverage for most insurable aspects of our business and operations. Our insurance programs have varying coverage limits depending upon the type of insurance, and include certain conditions and exclusions which insurance companies may raise in response to any claim that is asserted by or against the Company. We have also elected to retain a portion of losses and liabilities that occur through the use of various deductibles, limits, and retentions under our insurance programs. As a result, we may be subject to a future liability for which we are only partially insured or completely uninsured. We intend to mitigate any such future liability by continuing to exercise prudent business judgment in negotiating the terms and conditions of the contracts which the Company enters with its clients. Our insurers are also subject to business risk and, as a result, one or more of them may be unable to fulfill their insurance obligations due to insolvency or otherwise.

Additionally, as a contractor providing services to the U.S. federal government we are subject to many types of audits, investigations and claims by, or on behalf of, the government including with respect to contract performance, pricing, cost allocations, procurement practices, labor practices and socioeconomic obligations. Furthermore, our income, franchise and similar tax returns and filings are also subject to audit and investigation by the Internal Revenue Service, most states within the United States, as well as by various government agencies representing jurisdictions outside the United States.

Our Consolidated Balance Sheets include amounts representing our probable estimated liability relating to such claims, guarantees, litigation, audits and investigations. We perform an analysis to determine the level of reserves to establish for insurance-related claims that are known and have been asserted against us, as well as for insurance-related claims that are believed to have been incurred based on actuarial analysis, but have not yet been reported to our claims administrators as of the respective balance sheet dates. We include any adjustments to such insurance reserves in our consolidated results of operations. Insurance recoveries are recorded as assets if recovery is probable and estimated liabilities are not reduced by expected insurance recoveries.

The Company believes, after consultation with counsel, that such guarantees, litigation, U.S. government contract-related audits, investigations and claims and income tax audits and investigations should not have a material adverse effect on our consolidated financial statements, beyond amounts currently accrued.

In 2012, CH2M HILL Australia PTY Limited, a subsidiary of CH2M, entered into a 50/50 integrated joint venture with Australian construction contractor UGL Infrastructure Pty Limited. The joint venture entered into a Consortium Agreement with General Electric and GE Electrical International Inc. The Consortium was awarded a subcontract by JKC Australia LNG Pty Limited ("JKC") for the engineering, procurement, construction and commissioning of a 360 MW Combined Cycle Power Plant for INPEX Operations Australia Pty Limited at Blaydin Point, Darwin, NT, Australia. In January 2017, the Consortium terminated the Subcontract because of JKC’s repudiatory breach and demobilized from the work site. JKC claimed the Consortium abandoned the work and itself purported to terminate the Subcontract. The Consortium and JKC are now in dispute over the termination. In August 2017, the Consortium filed an International Chamber of Commerce arbitration against JKC and is seeking compensatory damages in the amount of approximately $530.0 million for repudiatory breach or, in the alternative, seeking damages for unresolved contract claims and change orders. JKC is seeking damages in excess of $1.7 billion and has drawn on the bonds. In light of the COVID-19 pandemic, a November 2020 date for commencement of the hearing was vacated and the hearing was rescheduled for opening arguments in April 2021 and the remaining proceedings in July and August 2021. The opening arguments did occur as scheduled, but in light of the COVID-19 pandemic, the remaining proceedings were rescheduled to now occur in April and May 2022. It is anticipated that closing arguments will be made in July 2022. Although an earlier decision is possible, no decision is expected before the end of 2022 or 2023. In September 2018, JKC filed a declaratory judgment action in Western Australia alleging that the entities which executed parent company guaranties for the Consortium, including CH2M Hill

Companies, Ltd., have an obligation to pay JKC's ongoing costs to complete the project after termination. A hearing on that matter was held in March 2019, and a decision in favor of the Consortium was issued. JKC appealed the decision, a hearing on the appeal took place in March 2020 and a decision was handed down on July 22, 2020 denying JKC's appeal in its entirety. The Consortium has denied liability and is vigorously defending JKC's claims and pursuing its affirmative claims against JKC. Based on the information currently available, the Company does not expect the resolution of this matter to have a material adverse effect on the Company's business, financial condition, results of operations or cash flows, in excess of the current reserve for this matter. For further information on CH2M contingencies, refer to Note 15- *Other Business Combinations.*

On December 22, 2008, a coal fly ash pond at the Kingston Power Plant of the Tennessee Valley Authority ("TVA") was breached, releasing fly ash waste into the Emory River and surrounding community. In February 2009, TVA awarded a contract to the Company to provide project management services associated with the clean-up. All remediation and dredging were completed in August 2013 by other contractors under direct contracts with TVA. The Company did not perform the remediation, and its scope was limited to program management services. Certain employees of the contractors performing the cleanup work on the project filed lawsuits against the Company beginning in August 2013, alleging they were injured due to the Company's failure to protect the plaintiffs from exposure to fly ash, and asserting related personal injuries. The primary case, Greg Adkisson, et al. v. Jacobs Engineering Group Inc., case No. 3:13-CV-505-TAV-HBG, filed in the U.S. District Court for the Eastern District of Tennessee, consists of 10 consolidated cases. This case and the related cases involve several hundred plaintiffs that were employees of the contractors that completed the remediation and dredging work. The cases are at various stages of litigation, and several of the cases are currently stayed pending resolution of other cases. Additionally, in May 2019, Roane County and the cities of Kingston and Harriman filed a lawsuit against TVA and the Company alleging that they misled the public about risks associated with the released fly ash. In October 2020, the Court granted Jacobs and TVA's motion to dismiss the Roane County litigation and closed the case. In addition, in November 2019, a resident of Roane County, Margie Delozier, filed a putative class action against TVA and the Company alleging they failed to adequately warn local residents about risks associated with the released fly ash. The Company and TVA filed separate motions to dismiss the Delozier case in April 2020. In February 2021, the Court granted dismissal of the Delozier Complaint with prejudice, with the exception of plaintiff's' nuisance cause of action, which plaintiff voluntarily dismissed in July 2021. Finally, in August 2021, Thomas Ryan, a resident of Roane County, filed an action against Jacobs and TVA claiming personal injury and property damage. Separately, in February 2020, the Company learned that the district attorney in Roane County recommended that the Tennessee Bureau of Investigation investigate issues pertaining to clean up worker safety at Kingston. On November 15, 2021, the Roane County district attorney announced that it had concluded its investigation into issues pertaining to the Kingston coal ash spill cleanup. There has been no finding of liability against the Company or that any of the alleged illnesses are the result of exposure to fly ash in any of the above matters. The Company disputes the allegations asserted in all of the above matters and is vigorously defending these matters. The Company does not expect the resolution of these matters to have a material adverse effect on the Company's business, financial condition, results of operations or cash flows.

On October 31, 2019, the Company received a request from the Enforcement Division of the Securities and Exchange Commission (the "SEC") for the production of certain information and documents. The information and documents sought by the SEC primarily relate to the operations of a joint venture in Morocco, which was at one time partially-owned by the Company (and subsequently divested), including in respect of possible corrupt practices. The Company is fully cooperating with the SEC and is continuing to produce information and documents in its possession in response to subsequent requests by the SEC. The Company does not expect the resolution of this matter to have a material adverse effect on the Company's business, financial condition, results of operations or cash flows.

20. Segment Information

The Company's three operating segments are comprised of its two global lines of business ("LOBs"): Critical Mission Solutions ("CMS") and People & Places Solutions ("P&PS") and its majority investment in PA Consulting. For further information on the PA Consulting investment, refer to Note 14- *PA Consulting Business Combination*.

The Company's Chair and Chief Executive Officer is the Chief Operating Decision Maker ("CODM") and can evaluate the performance of each of these segments and make appropriate resource allocations among each of the segments. For purposes of the Company's goodwill impairment testing, it has been determined that the Company's operating segments are also its reporting units based on management's conclusion that the components comprising each of its operating segments share similar economic characteristics and meet the aggregation criteria for reporting units in accordance with ASC 350, *Intangibles-Goodwill and Other*.

Under this organization, the sales function is managed by LOB and PA Consulting, and accordingly, the associated cost is embedded in the segments and reported to the respective head of each segment. In addition, a portion of the costs of other support functions (e.g., finance, legal, human resources, and information technology) is allocated to each LOB using methodologies which, we believe, effectively attribute the cost of these support functions to the revenue generating activities of the Company on a rational basis. The cost of the Company’s cash incentive plan, the Leadership Performance Plan ("LPP"), formerly named the Management Incentive Plan, and the expense associated with the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan (“1999 SIP”) have likewise been charged to the LOBs except for those amounts determined to relate to the business as a whole (which amounts remain in other corporate expenses).

Financial information for each segment is reviewed by the CODM to assess performance and make decisions regarding the allocation of resources. The Company generally does not track assets by LOB, nor does it provide such information to the CODM.

The CODM evaluates the operating performance of our operating segments using segment operating profit, which is defined as margin less “corporate charges” (e.g., the allocated amounts described above). The Company incurs certain Selling, General and Administrative costs (“SG&A”) that relate to its business as a whole which are not allocated to the segments.

The following tables present total revenues and segment operating profit for each reportable segment (in thousands) and includes a reconciliation of segment operating profit to total U.S. GAAP operating profit by including certain corporate-level expenses and expenses relating to the restructuring and other charges (as defined in Note 17-*Restructuring and Other Charges*) and transaction costs (in thousands).

	For the Years Ended		
	October 1, 2021	**October 2, 2020**	**September 27, 2019**
Revenues from External Customers:			
Critical Mission Solutions	$ 5,087,052	$ 4,965,952	$ 4,551,162
People & Places Solutions	8,378,179	8,601,023	8,186,706
PA Consulting	627,401	—	—
Total	$ 14,092,632	$ 13,566,975	$ 12,737,868

	For the Years Ended		
	October 1, 2021	**October 2, 2020**	**September 27, 2019**
Segment Operating Profit:			
Critical Mission Solutions	$ 447,161	$ 372,070	$ 310,043
People & Places Solutions (1)	780,380	740,707	714,394
PA Consulting	151,071	—	—
Total Segment Operating Profit	1,378,612	1,112,777	1,024,437
Other Corporate Expenses (2)	(340,129)	(249,391)	(264,351)
Restructuring, Transaction and Other Charges (3)	(350,394)	(327,413)	(355,235)
Total U.S. GAAP Operating Profit	688,089	535,973	404,851
Total Other Income (Expense), net (4)	7,513	(94,770)	(53,892)
Earnings from Continuing Operations Before Taxes	$ 695,602	$ 441,203	$ 350,959

(1) Includes $19.5 million, net, in charges related to a legal settlement for the year ended October 1, 2021 and $25.0 million in charges associated with a certain project for the year ended September 27, 2019.

(2) Other corporate expenses include intangibles amortization of $149.8 million, $90.6 million and $79.1 million for the years ended October 1, 2021, October 2, 2020 and September 27, 2019, respectively. Also includes costs that were previously allocated to the ECR segment prior to discontinued operations presentation in connection with the ECR sale in the approximate amount of $14.8 million for the year ended September 27, 2019.

(3) Included in the year ended October 1, 2021 is $297.8 million of costs incurred in connection with the investment in PA Consulting, in part classified as compensation costs.

(4) The years ended October 1, 2021, October 2, 2020 and September 27, 2019 include $34.7 million, $(74.3) million and $(64.8) million in fair value adjustments related to our investment in Worley stock (net of Worley stock dividends) (sold during the current year) and certain foreign currency revaluations relating to ECR sale proceeds, respectively and revenues

under the Company's TSA with Worley of $0.2 million, $15.8 million and $35.4 million, respectively. The year ended October 1, 2021 includes $(38.5) million related to impairment of our AWE Management Ltd. investment and $49.6 million in fair value adjustments related to our investment in C3 stock. Lastly, includes gain on settlement of the CH2M retiree medical plans of $35.0 million for the year ended September 27, 2019.

Included in other corporate expenses in the above table are costs and expenses which relate to general corporate activities as well as corporate-managed benefit and insurance programs. Such costs and expenses include: (i) those elements of SG&A expenses relating to the business as a whole; (ii) those elements of our incentive compensation plans relating to corporate personnel whose other compensation costs are not allocated to the LOBs; (iii) the amortization of intangible assets acquired as part of business combinations; (iv) the quarterly variances between the Company’s actual costs of certain of its self-insured integrated risk and employee benefit programs and amounts charged to the LOBs; and (v) certain adjustments relating to costs associated with the Company’s international defined benefit pension plans. In addition, other corporate expenses may also include from time to time certain adjustments to contract margins (both positive and negative) associated with projects where it has been determined, in the opinion of management, that such adjustments are not indicative of the performance of the related LOB.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Jacobs Engineering Group Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Jacobs Engineering Group Inc. and subsidiaries (the Company) as of October 1, 2021 and October 2, 2020, the related consolidated statements of earnings, comprehensive income, stockholders' equity and cash flows for each of the three fiscal years in the period ended October 1, 2021, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at October 1, 2021 and October 2, 2020, and the results of its operations and its cash flows for each of the three fiscal years in the period ended October 1, 2021, in conformity with U.S. generally accepted accounting principles. We also have 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 October 1, 2021, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated November 23, 2021 expressed an unqualified opinion thereon.

Adoption of New Accounting Standards

As discussed in Note 2 to the consolidated financial statements, the Company changed its method of accounting for leases in the 2020 financial statements to reflect the accounting method change due to the adoption of ASU No. 2016-02, Leases (Topic 842) and the related amendments.

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 Matters

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

Revenue Recognition for Fixed-Price Engineering, Procurement and Construction Contracts

Description of the Matter	As described in Note 2 to the consolidated financial statements, the Company recognizes engineering, procurement and construction contract revenue over time, as performance obligations are satisfied, using the percentage-of-completion method (an input method) based primarily on contract costs incurred to date compared to total estimated contract costs. Revenue recognition under this method is judgmental, as it requires the Company to prepare estimates of total contract revenue and total contract costs, including costs to complete in-process contracts. Auditing the Company's estimates of total contract revenue and costs used to recognize revenue on fixed-price engineering, procurement and construction contracts involved significant auditor judgment, as it required the evaluation of subjective factors, such as assumptions related to estimated labor, material and subcontractor costs. These assumptions involved significant management judgment, which affects the measurement of revenue recognized by the Company.
How We Addressed the Matter in Our Audit	We tested certain of the Company's controls over the estimation process that affect revenue recognized on fixed-price engineering, procurement and construction contracts. For example, we tested controls over management's monitoring and review of project cost estimates, including the Company's procedures to validate the completeness and accuracy of the data used to determine the estimates. To test the Company's contract estimates related to revenues recognized on fixed-price engineering, procurement, and construction projects, our audit procedures included selecting a sample of projects and, among other procedures, we obtained and inspected related contract agreements, amendments, and change orders to test the existence of customer arrangements and understand the scope and pricing of the related projects; observed selected project team status meetings at the Company and interviewed project team personnel to obtain an understanding of the status of operational performance and progress on the related projects; evaluated the reasonableness of the Company's estimated costs to complete by obtaining and analyzing supporting documentation for a sample of cost estimate components; and compared contract profitability estimates in the current year to historical estimates and actual performance for the same projects.

PA Consulting Business Combination - Valuation of Customer Relationship Intangibles

Description of the Matter	As disclosed in Note 14 to the consolidated financial statements, on March 2, 2021, the Company acquired a 65% controlling interest in PA Consulting Group, Inc. (PA) for aggregate purchase consideration of $1.7 billion. The transaction was accounted for as a business combination. Auditing the Company's accounting for its acquisition of PA was complex due to the estimation uncertainty related to determination of fair value measurements of customer relationship intangible assets established as part of the purchase price allocation. The Company utilized a multi-period excess earnings model to value the acquired customer relationship intangible assets, which involves the use of prospective financial information with estimation uncertainty of the respective fair values to underlying assumptions about the future performance of the acquired business. The significant assumptions used to value such intangible assets include revenue projections, estimated attrition rates, and discount rates. These assumptions are forward looking and could be affected by future economic conditions.

How We Addressed the Matter in Our Audit	We tested the Company's controls over its accounting for business combinations. Our procedures included testing the operating effectiveness of key controls over the estimation process supporting the valuation of the customer relationship intangible assets. We also tested controls over management's review of assumptions used in the valuation models. To test the estimated fair value of the customer relationship intangible assets, we performed audit procedures that included, among others, evaluating the Company's selection of the valuation methodology, evaluating the method and significant assumptions used by the Company, and evaluating the completeness and accuracy of the underlying data supporting the significant assumptions and estimates. We involved our valuation specialists to assist with our evaluation of the methodology and significant assumptions used by the Company to determine the fair value estimates. We also performed sensitivity analysis of the identified significant assumptions, comparing them, as applicable, to historical results, assumptions used by the Company to value similar assets in other acquisitions, and other sources, among other procedures.

/s/ Ernst and Young LLP

We have served as the Company's auditor since 1987.

Dallas, Texas

November 23, 2021

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Jacobs Engineering Group Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Jacobs Engineering Group Inc. and subsidiaries' internal control over financial reporting as of October 1, 2021, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Jacobs Engineering Group Inc. and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of October 1, 2021, based on the COSO criteria.

As indicated in the accompanying Management's Annual Report on Internal Control Over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of PA Consulting Group Limited ("PA Consulting"), which is included in the 2021 consolidated financial statements of the Company and constituted 19% of total assets as of October 1, 2021, 4% of revenues and a net loss of $244 million for the fiscal year then ended. Our audit of internal control over financial reporting of the Company also did not include an evaluation of the internal control over financial reporting of PA Consulting.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of October 1, 2021 and October 2, 2020, the related consolidated statements of earnings, comprehensive income, stockholders' equity and cash flows for each of the three fiscal years in the period ended October 1, 2021, and the related notes and our report dated November 23, 2021 expressed an unqualified opinion thereon.

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/ Ernst & Young LLP

Dallas, Texas

November 23, 2021

Exhibit 10.12

FORM OF INDEMNIFICATION AGREEMENT

This Indemnification Agreement (this "Agreement") is made as of ________________ by and between JACOBS ENGINEERING GROUP INC., a Delaware corporation (the "Company"), and ____________ ("Indemnitee").

RECITALS

A. The Company is aware that competent and experienced persons have become reluctant to serve as directors or officers of corporations unless they are protected by comprehensive liability insurance or indemnification, due to increased exposure to litigation costs and risks resulting from their service to such corporations, and due to the fact that the exposure frequently bears no reasonable relationship to the compensation of such directors and officers;

B. The statutes and judicial decisions regarding the duties of directors and officers are often difficult to apply, ambiguous, or conflicting, and therefore fail to provide such directors and officers with adequate, reliable knowledge of legal risks to which they are exposed or information regarding the proper course of action to take;

C. Plaintiffs often seek damages in such large amounts, and the costs of litigation may be so enormous (whether or not the case is meritorious), that the defense and/or settlement of such litigation is often beyond the personal resources of officers and directors;

D. The Company believes that it is unfair for its directors and officers to assume the risk of huge judgments and other expenses which may occur in cases in which the director or officer received no personal profit and in cases where the director or officer was not culpable;

E. The Company recognizes that the issues in controversy in litigation against a director or officer of a corporation such as the Company or a subsidiary of the Company are often related to the knowledge, motives and intent of such director or officer, that she or he is usually the only witness with knowledge of the essential facts and exculpating circumstances regarding such matters, and that the long period of time which usually elapses before the trial or other disposition of such litigation often extends beyond the time that the director or officer can reasonably recall such matters; and may extend beyond the normal time for retirement for such director or officer with the result that she or he, after retirement or in the event of his or her death, his or her spouse, heirs, executors or administrators, may be faced with limited ability and undue hardship in maintaining an adequate defense, which may discourage such a director or officer from serving in that position;

F. Based upon their experience as business managers, the Board of Directors of the Company (the "Board") has concluded that, to retain and attract talented and experienced individuals to serve as officers and directors of the Company and to encourage such individuals to take the business risks necessary for the success of the Company, it is necessary for the Company to contractually indemnify its officers and directors and to assume for itself maximum liability for expenses and damages in connection with claims against such officers and directors in connection with their service to the Company, and has further concluded that the failure to provide such contractual indemnification could result in great harm to the Company and its stockholders;

G. Section 145 of the General Corporation Law of Delaware, under which the Company is organized, ("Section 145") empowers the Company to indemnify its officers, directors and employees by agreement and to indemnify persons who serve, at the request of the Company, as the directors, officers and employees of other corporations or enterprises, and expressly provides that the indemnification provided by Section 145 is not exclusive;

H. The Company, after reasonable investigation, believes that the interests of its stockholders would best be served by a combination of such liability insurance coverage as the Company may from time to time obtain and the indemnification by the Company of the directors and officers of the Company and its subsidiaries;

I. The Company desires and has requested the Indemnitee to serve or continue to serve as a director or officer of the Company of one or more of its subsidiaries free from undue concern for claims for damages arising out of or related to such services to the Company;

J. The Company, after reasonable investigation, believes that it is reasonable, prudent and necessary for the Company contractually to obligate itself to indemnify, and to advance expenses on behalf of the Indemnitee to the fullest extent permitted by applicable law, as a supplement to and in furtherance of Section 15 of the Company's Amended and Restated Certificate of Incorporation ("Certificate of Incorporation") and Article VII of the Company's Amended and Restated Bylaws ("Bylaws"), so that Indemnitee will serve or continue to serve the Company free from undue concern that Indemnitee will not be so indemnified and entitled to the advancement of expenses; and

K. The Indemnitee is willing to serve, or to continue to serve, the Company and/or such subsidiaries, provided that he or she is furnished the indemnity provided for in this Agreement.

NOW, THEREFORE, in consideration of the premises and the covenants contained in this Agreement and the Indemnitee's continued service after the date of this Agreement, the Company and Indemnitee do hereby covenant and agree as follows:

Section 1. Services to the Company. In consideration of the protection afforded by this Agreement, if Indemnitee is a director of the Company, he or she agrees to serve as a director of the Company until the earliest of his or her resignation, death, disability or election of a successor. If Indemnitee is an officer of the Company, he or she agrees to serve in such capacity until the earliest of his or her resignation, termination, death or disability. Nothing contained in this Agreement is intended to create any right to continued employment of Indemnitee and this Agreement shall not be deemed an employment contract between the Company (or any of its subsidiaries or any Enterprise) and Indemnitee. The foregoing notwithstanding, this Agreement shall continue in force after Indemnitee has ceased to serve as a director or officer, as applicable, of the Company.

Section 2. Definitions.

As used in this Agreement:

a. "Corporate Status" describes the status of a person as a current or former director, officer, employee, agent or trustee of the Company or of any other Enterprise which such person is or was serving at the request of the Company.

b. "Change in Control" shall be deemed to have occurred if (i) any "person" (as such term is used in Sections 13(d) and 14(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act")), other than a trustee or other fiduciary holding securities under an employee benefit plan of the Company or a corporation owned directly or indirectly by the stockholders of the Company in substantially the same proportions as their ownership of stock of the Company, is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the 1934 Act), directly or indirectly, of securities of the Company representing 25% or more of the total voting power represented by the Company's then outstanding Voting Securities (as defined below), (ii) during any period of two consecutive years, individuals who at the beginning of such period constitute the Board and any new director whose election by the Board or nomination for election by the Company's stockholders was approved by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved, cease for any reason to constitute a majority thereof, (iii) the stockholders of the Company approve a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the Voting Securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into Voting Securities of the surviving entity) at least 50% of the total voting power represented by the Voting Securities of the Company or such surviving entity outstanding immediately after such merger or consolidation, or (iv) the stockholders of the Company approve a plan of complete liquidation of the Company or an agreement for the sale or disposition by the Company (in one transaction or a series of transactions) of 50% or more of the Company's assets.

c. "Enforcement Expenses" shall include all reasonable attorneys' fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or expenses of the types customarily incurred in connection with an action to enforce indemnification or advancement rights, or an appeal from such action, including, without limitation, the premium, security for and other costs relating to any cost bond, supersedes bond or other appeal bond or its equivalent, and any federal, state, local or foreign taxes imposed on the Indemnitee as a result of the actual or deemed receipt of any payments under Section 13(e) of this Agreement.

d. "Enterprise" shall mean any corporation (other than the Company), partnership, joint venture, trust, employee benefit plan or other legal entity of which Indemnitee is or was serving at the request of the Company as a director, officer, employee, agent or trustee.

e. "Expenses" shall include all reasonable attorneys' fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or expenses of the types customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating, being or preparing to be a witness in, or otherwise participating in, a Proceeding or an appeal resulting from a Proceeding, including, without limitation, the premium, security for and other costs relating to any cost bond, supersedes bond or other appeal bond or its equivalent, and any federal, state, local or foreign taxes imposed on the Indemnitee as a result of the actual or deemed receipt of any payments under this Agreement. Expenses, however, shall not include amounts paid in settlement by Indemnitee or the amount of judgments or fines against Indemnitee.

f. "Independent Counsel" means a law firm, or a partner (or, if applicable, member) of such a law firm, that is experienced in matters of Delaware corporation law and neither presently is, nor in the past five years has been, retained to represent: (i) the Company, any Enterprise or Indemnitee in any matter material to any such party (other than with respect to matters concerning Indemnitee under this Agreement, or of other indemnitees under similar indemnification agreements), or (ii) any other party to the Proceeding giving rise to a claim for indemnification hereunder. Notwithstanding the foregoing, the term "Independent Counsel" shall not include any person who, under the applicable standards of professional conduct then prevailing, would have a conflict of interest in representing either the Company or Indemnitee in an action to determine Indemnitee's rights under this Agreement. The Company agrees to pay the reasonable fees and expenses of the Independent Counsel and to fully indemnify such counsel against any and all expenses, claims, liabilities and damages arising out of or relating to this Agreement or its engagement pursuant hereto.

g. "Potential Change in Control" shall be deemed to have occurred if (i) the Company enters into an agreement or arrangement, the consummation of which will result in the occurrence of a Change in Control; (ii) any person (including the Company) publicly announces an intention to take or to consider taking actions which if consummated would constitute a Change in Control; or (iii) the Board adopts a resolution to the effect that, for purposes of this Agreement a Potential Change in Control has occurred.

h. The term "Proceeding" shall include any threatened, pending or completed action, suit, arbitration, alternate dispute resolution mechanism, investigation, inquiry, administrative hearing or any other actual, threatened or completed proceeding, whether brought in the right of the Company or otherwise and whether of a civil, criminal, administrative or investigative nature, in which Indemnitee was, is or will be involved as a party or otherwise by reason of the fact that Indemnitee is or was a director or officer, as applicable, of the Company or is or was serving at the request of the Company as a director, officer, employee, agent or trustee of any Enterprise or by reason of any action taken by him or her or of any action taken on his or her part while acting as director of the Company or while serving at the request of the Company as a director, officer, employee, agent or trustee of any Enterprise, in each case whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification, reimbursement or advancement of expenses can be provided under this Agreement; provided, however, that the term "Proceeding" shall not include any action, suit or arbitration, or part thereof, initiated by Indemnitee to enforce Indemnitee's rights under this Agreement as provided for in Section 13(e) of this Agreement.

i. "Voting Securities" means any securities of the Company which vote generally in the election of directors.

Section 3. Indemnity in Third-Party Proceedings. The Company shall indemnify Indemnitee in accordance with the provisions of this Section 3 if Indemnitee is, or is threatened to be made, a party to or a participant in any Proceeding, other than a Proceeding by or in the right of the Company to procure a judgment in its favor. Pursuant to this Section 3, Indemnitee shall be indemnified against all Expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by Indemnitee or on his behalf in connection with such Proceeding or any claim, issue or matter therein, if Indemnitee acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company and, in the case of a criminal proceeding, had no reasonable cause to believe that his conduct was unlawful. Indemnitee shall not enter into any settlement in connection with a Proceeding without ten (10) days' prior notice to the Company.

Section 4. Indemnity in Proceedings by or in the Right of the Company. The Company shall indemnify Indemnitee in accordance with the provisions of this Section 4 if Indemnitee is, or is threatened to be made, a party to or a participant in any Proceeding by or in the right of the Company to procure a judgment in its favor. Pursuant to this Section 4, Indemnitee shall be indemnified against all Expenses actually and reasonably incurred by him or her on his or her behalf in connection with such Proceeding or any claim, issue or matter therein, if Indemnitee acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company. No indemnification for Expenses shall be made under this Section 4 in respect of any claim, issue or matter as to which Indemnitee shall have been finally adjudged by a court to be liable to the Company, unless and only to the extent that the Delaware Court of Chancery (the "Delaware Court") or any court in which the Proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, Indemnitee is fairly and reasonably entitled to indemnification for such expenses as the Delaware Court or such other court shall deem proper.

Section 5. Indemnification for Expenses of a Party Who is Wholly or Partly Successful. Notwithstanding any other provisions of this Agreement and except as provided in Section 8, to the extent that Indemnitee is a party to or a participant in and is successful, on the merits or otherwise, in any Proceeding or in defense of any claim, issue or matter therein, the Company shall indemnify Indemnitee against all Expenses actually and reasonably incurred by him or her in connection therewith. If Indemnitee is not wholly successful in such Proceeding but is successful, on the merits or otherwise, as to one or more but less than all claims, issues or matters in such Proceeding, the Company shall indemnify Indemnitee against all Expenses actually and reasonably incurred by him or her on his or her behalf in connection with each successfully resolved claim, issue or matter. For purposes of this Section and without limitation, the termination of any claim, issue or matter in such a Proceeding by dismissal, with or without prejudice, shall be deemed to be a successful result as to such claim, issue or matter.

Section 6. Indemnification For Expenses of a Witness. Notwithstanding any other provision of this Agreement, to the extent that Indemnitee is, by reason of his Corporate Status, a witness in any Proceeding to which Indemnitee is not a party and is not threatened to be made a party, he shall be indemnified against all Expenses actually and reasonably incurred by him or her on his or her behalf in connection therewith.

Section 7. Additional Indemnification.

a. Except as provided in Section 8, notwithstanding any limitation in Sections 3, 4 or 5, the Company shall indemnify Indemnitee to the fullest extent permitted by law if Indemnitee is a party to or is threatened to be made a party to any Proceeding (including a Proceeding by or in the right of the Company to procure a judgment in its favor) against all Expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by Indemnitee in connection with the Proceeding.

b. For purposes of Section 7(a), the meaning of the phrase "to the fullest extent permitted by law" shall include, but not be limited to:

i. to the fullest extent permitted by the provision of the General Corporation Law of the State of Delaware (the "DGCL") that authorizes or contemplates additional indemnification by agreement, or the corresponding provision of any amendment to or replacement of the DGCL or such provision thereof; and

ii. to the fullest extent authorized or permitted by any amendments to or replacements of the DGCL adopted after the date of this Agreement that increase the extent to which a corporation may indemnify its officers and directors.

Section 8. Exclusions. Notwithstanding any provision in this Agreement to the contrary, the Company shall not be obligated under this Agreement:

a. to make any indemnity for amounts otherwise indemnifiable hereunder (or for which advancement is provided hereunder) if and to the extent that Indemnitee has otherwise actually received such amounts under any insurance policy, contract, agreement or otherwise;

b. to make any indemnity for an accounting of profits made from the purchase and sale (or sale and purchase) by Indemnitee of securities of the Company within the meaning of Section 16(b) of the Securities Exchange Act of 1934, as amended, or similar provisions of state statutory law or common law;

c. to make any indemnity or advancement that is prohibited by applicable law.

Section 9. Advances of Expenses. The Company shall advance, to the extent not prohibited by law, the Expenses incurred by Indemnitee in connection with any Proceeding, and such advancement shall be made within twenty (20) days after the receipt by the Company of a statement or statements requesting such advances (which shall include invoices received by Indemnitee in connection with such Expenses but, in the case of invoices in connection with legal services, any references to legal work performed or to expenditures made that would cause Indemnitee to waive any privilege accorded by applicable law shall not be included with the invoice) from time to time, whether prior to or after final disposition of any Proceeding. Advances shall be unsecured and interest free. Advances shall be made without regard to Indemnitee's ability to repay the expenses and without regard to Indemnitee's ultimate entitlement to indemnification under the other provisions of this Agreement. Indemnitee shall qualify for advances upon the execution and delivery to the Company of this Agreement which shall constitute an undertaking providing that Indemnitee undertakes to the fullest extent required by law to repay the advance if and to the extent that it is ultimately determined by a court of competent jurisdiction in a final judgment, not subject to appeal, that Indemnitee is not entitled to be indemnified by the Company. The right to advances under this paragraph shall in all events continue until final disposition of any Proceeding, including any appeal therein. Nothing in this Section 9 shall limit Indemnitee's right to advancement pursuant to Section 13(e) of this Agreement.

Section 10. Procedure for Notification and Defense of Claim.

a. To obtain indemnification under this Agreement, Indemnitee shall submit to the Company a written request therefor and, if Indemnitee so chooses pursuant to Section 11 of this Agreement, such written request shall also include a request for Indemnitee to have the right to indemnification determined by Independent Counsel.

b. The Company will be entitled to participate in the Proceeding at its own expense.

Section 11. Procedure Upon Application for Indemnification.

a. Upon written request by Indemnitee for indemnification pursuant to Section 10(a), a determination, if such determination is required by applicable law, with respect to Indemnitee's entitlement thereto shall be made in the specific case: (i) by Independent Counsel in a written opinion to the Board if Indemnitee so requests in such written request for indemnification pursuant to Section 10(a), or (ii) by the Company in accordance with applicable law if Indemnitee does not so request such determination be made by Independent Counsel. In the case that such determination is made by Independent Counsel, a copy of Independent Counsel's written opinion shall be delivered to Indemnitee and, if it is so determined that Indemnitee is entitled to indemnification, payment to Indemnitee shall be made within ten (10) days after such determination. Indemnitee shall cooperate with the Independent Counsel or the Company, as applicable, making such determination with respect to Indemnitee's entitlement to indemnification, including providing to such counsel or the Company, upon reasonable advance request, any documentation or information which is not privileged or otherwise protected from disclosure and which is reasonably available to Indemnitee and reasonably necessary to such determination. Any costs or expenses (including attorneys' fees and disbursements) incurred by Indemnitee in so cooperating with the Independent Counsel or the Company shall be borne by the Company (irrespective of the determination as to Indemnitee's entitlement to indemnification) and the Company hereby indemnifies and agrees to hold Indemnitee harmless therefrom.

b. In the event that Indemnitee exercises his or her right to have his or her entitlement to indemnification determined by Independent Counsel pursuant to Sections 10(a) and 11(a)(i), the Independent Counsel shall be selected by Indemnitee. The Company may, within ten (10) days after written notice of such selection, deliver to Indemnitee a written objection to such selection; provided, however, that such objection may be asserted only on the ground that the Independent Counsel so selected does not meet the requirements of "Independent Counsel" as defined in Section 2 of this Agreement, and the objection shall set forth with particularity the factual basis of such assertion. Absent a proper and timely objection, the person so selected shall act as Independent Counsel. If such written objection is so made and substantiated, the Independent Counsel so selected may not serve as Independent Counsel unless and until such objection is withdrawn or a court has determined that such objection is without merit. If, within twenty (20) days after the later of (i) submission by Indemnitee of a written request for indemnification and Independent Counsel pursuant to Sections 10(a) and 11(a)(i) hereof, respectively, and (ii) the final disposition of the Proceeding, including any appeal therein, no Independent Counsel shall have been selected without objection, Indemnitee may petition a court of competent jurisdiction for resolution of any objection which shall have been made by the Company to the selection of Independent Counsel and/or for the appointment as Independent Counsel of a person selected by the court or by such other person as the court shall designate. The person with respect to whom all objections are so resolved or the person so appointed shall act as Independent Counsel under Section 11(a) hereof. Upon the due commencement of any judicial proceeding or arbitration pursuant to Section 13(a) of this Agreement, Independent Counsel shall be discharged and relieved of any further responsibility in such capacity (subject to the applicable standards of professional conduct then prevailing).

Section 12. Presumptions and Effect of Certain Proceedings.

a. In making a determination with respect to entitlement to indemnification hereunder, it shall be presumed that Indemnitee is entitled to indemnification under this Agreement if Indemnitee has submitted a request for indemnification in accordance with Section 10(a) of this Agreement, and the Company shall have the burden of proof to overcome that presumption in connection with the making of any determination contrary to that presumption. Neither (i) the failure of the Company or of Independent Counsel to have made a determination prior to the commencement of any action pursuant to this Agreement that indemnification is proper in the circumstances because Indemnitee has met the applicable standard of conduct, nor (ii) an actual determination by the Company or by Independent Counsel that Indemnitee has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that Indemnitee has not met the applicable standard of conduct.

b. The termination of any Proceeding or of any claim, issue or matter therein, by judgment, order, settlement or conviction, or upon a plea of guilty, nolo contendere or its equivalent, shall not (except as otherwise expressly provided in this Agreement) of itself adversely affect the right of Indemnitee to indemnification or create a presumption that Indemnitee did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Company or, with respect to any criminal Proceeding, that Indemnitee had reasonable cause to believe that his or her conduct was unlawful.

c. The knowledge and/or actions, or failure to act, of any director, officer, agent or employee of the Company or any Enterprise shall not be imputed to Indemnitee for purposes of determining the right to indemnification under this Agreement.

Section 13. Remedies of Indemnitee.

a. Subject to Section 13(f), in the event that (i) a determination is made pursuant to Section 11 of this Agreement that Indemnitee is not entitled to indemnification under this Agreement, (ii) advancement of Expenses is not timely made pursuant to Section 9 of this Agreement, (iii) no determination of entitlement to indemnification shall have been made pursuant to Section 11(a) of this Agreement within sixty (60) days after receipt by the Company of the request for indemnification that does not include a request for Independent Counsel, (iv) payment of indemnification is not made pursuant to Section 5 or 6 or the last sentence of Section 11(a) of this Agreement within ten (10) days after receipt by the Company of a written request therefor or (v) payment of indemnification pursuant to Section 3, 4 or 7 of this Agreement is not made within ten (10) days after a determination has been made that Indemnitee is entitled to indemnification, Indemnitee shall be entitled to an adjudication by a court of his or her entitlement to such indemnification or advancement. Alternatively, Indemnitee, at his or her option, may seek an award in arbitration to be conducted by a single arbitrator pursuant to the Commercial Arbitration Rules of the American Arbitration Association. Indemnitee shall commence such proceeding seeking an adjudication or an award in arbitration within 180 days following the date on which Indemnitee first has the right to commence such proceeding pursuant to this Section 13(a); provided, however, that the foregoing time limitation shall not apply in respect of a proceeding brought by Indemnitee to enforce his or her rights under Section 5 of this Agreement. The Company shall not oppose Indemnitee's right to seek any such adjudication or award in arbitration.

b. In the event that a determination shall have been made pursuant to Section 11(a) of this Agreement that Indemnitee is not entitled to indemnification, any judicial proceeding or arbitration commenced pursuant to this Section 13 shall be conducted in all respects as a de novo trial, or arbitration, on the merits and Indemnitee shall not be prejudiced by reason of that adverse determination. In any judicial proceeding or arbitration commenced pursuant to this Section 13, the Company shall have the burden of proving Indemnitee is not entitled to indemnification or advancement, as the case may be.

c. If a determination shall have been made pursuant to Section 11(a) of this Agreement that Indemnitee is entitled to indemnification, the Company shall be bound by such determination in any judicial proceeding or arbitration commenced pursuant to this Section 13, absent a misstatement by Indemnitee of a material fact, or an omission of a material fact necessary to make Indemnitee's statement not materially misleading, in connection with the request for indemnification.

d. The Company shall be precluded from asserting in any judicial proceeding or arbitration commenced pursuant to this Section 13 that the procedures and presumptions of this Agreement are not valid, binding and enforceable and shall stipulate in any such court or before any such arbitrator that the Company is bound by all the provisions of this Agreement.

e. The Company shall indemnify Indemnitee against any and all Enforcement Expenses and, if requested by Indemnitee, shall (within ten (10) days after receipt by the Company of a written request therefor) advance, to the extent not prohibited by law, such Enforcement Expenses to Indemnitee, which are incurred by Indemnitee in connection with any action brought by Indemnitee for indemnification or advancement from the Company under this Agreement or under any directors' and officers' liability insurance policies maintained by the Company, regardless of whether Indemnitee ultimately is determined to be entitled to such indemnification, advancement or insurance recovery, as the case may be, in the suit for which indemnification or advancement is being sought.

f. Notwithstanding anything in this Agreement to the contrary, no determination as to entitlement to indemnification under this Agreement shall be required to be made prior to the final disposition of the Proceeding, including any appeal therein.

Section 14. Establishment of Trust. In the event of a Potential Change in Control, the Company shall, upon written request by Indemnitee, create a trust for the benefit of Indemnitee and from time to time upon written request of Indemnitee shall fund such trust in an amount (the "Trust Fund Amount") which is the lesser of (i) the total of all sums sufficient to satisfy the expenses (including attorneys' fees) reasonably anticipated at the time of each such request to be incurred in connection with investigating, preparing for and defending any proceeding that is indemnifiable under this Agreement, plus any and all judgments, fines, penalties and settlement amounts relating to the proceeding from time to time actually paid or claimed, or reasonably anticipated or proposed to be paid or (ii) Five Million Dollars ($5,000,000). The Trust Fund Amount shall be determined by the Reviewing Party. The Company shall maintain funds in the trust account in the Trust Fund Amount, depositing such additional amounts as may be appropriate as a result of disbursements from the account or increases which, from time to time, may occur in the Trust Fund Amount. The terms of the trust shall provide that upon a Change in Control (i) the trust shall not be revoked or the principal thereof invaded, without the written consent of the Indemnitee, (ii) the trustee shall advance, within twenty (20) business days of a request by Indemnitee, expenses to Indemnitee (and Indemnitee hereby agrees to reimburse the trust under the circumstances under which the Indemnitee would be required to reimburse the Company under Section 9 of this Agreement), (iii) the trust shall continue to be funded by the Company in accordance with the finding obligation set forth above, (iv) the trustee shall promptly pay to Indemnitee all amounts for which Indemnitee shall be entitled to indemnification pursuant to this Agreement or otherwise, and (v) all unexpended funds in such trust shall revert to the Company upon a final determination by the Reviewing Party or a court of competent jurisdiction, as the case may be, that the Indemnitee has been fully indemnified under the terms of this Agreement. The trustee shall be chosen by Indemnitee. Nothing in this Section 14 shall relieve the Company of any of its obligations under this Agreement. All income earned on the assets held in the trust shall be reported as income by the Company for federal, state, local and foreign tax purposes.

Section 15. Non-exclusivity; Survival of Rights; Insurance; Subrogation.

a. The rights of indemnification and to receive advancement as provided by this Agreement shall not be deemed exclusive of any other rights to which Indemnitee may at any time be entitled under applicable law, the Certificate of Incorporation, the Bylaws, any agreement, a vote of stockholders or a resolution of directors, or otherwise. No amendment, alteration or repeal of this Agreement or of any provision hereof shall limit or restrict any right of Indemnitee under this Agreement in respect of any action taken or omitted by such Indemnitee in his or her Corporate Status prior to such amendment, alteration or repeal. To the extent that a change in Delaware law, whether by statute or judicial decision, permits greater indemnification or advancement than would be afforded currently under the Certificate of Incorporation, Bylaws and this Agreement, it is the intent of the parties hereto that Indemnitee shall enjoy by this Agreement the greater benefits so afforded by such change. No right or remedy herein conferred is intended to be exclusive of any other right or remedy, and every other right and remedy shall be cumulative and in addition to every other right and remedy given hereunder or now or hereafter existing at law or in equity or otherwise. The assertion or employment of any right or remedy hereunder, or otherwise, shall not prevent the concurrent assertion or employment of any other right or remedy.

b. To the extent that the Company maintains an insurance policy or policies providing liability insurance for directors, officers, employees, agents or trustees of the Company or of any other Enterprise, Indemnitee shall be covered by such policy or policies in accordance with its or their terms to the maximum extent of the coverage available for any such director, officer, employee, agent or trustee under such policy or policies. If, at the time of the receipt of a notice of a claim pursuant to the terms hereof, the Company has director and officer liability insurance in effect, the Company shall give prompt notice of the commencement of such proceeding to the insurers in accordance with the procedures set forth in the respective policies. The Company shall thereafter take all necessary or desirable action to cause such insurers to pay, on behalf of Indemnitee, all amounts payable as a result of such proceeding in accordance with the terms of such policies.

c. In the event of any payment under this Agreement, the Company shall be subrogated to the extent of such payment to all of the rights of recovery of Indemnitee, who shall execute all papers required and take all action necessary to secure such rights, including execution of such documents as are necessary to enable the Company to bring suit to enforce such rights.

d. The Company's obligation to provide indemnification or advancement hereunder to Indemnitee who is or was serving at the request of the Company as a director, officer, employee, agent or trustee of any other Enterprise shall be reduced by any amount Indemnitee has actually received as indemnification or advancement from such other Enterprise.

Section 16. Duration of Agreement. This Agreement shall continue until and terminate upon the later of: (a) ten (10) years after the date that Indemnitee shall have ceased to serve as a director or officer, as applicable, of the Company or (b) one (1) year after the final termination of any Proceeding, including any appeal, then pending in respect of which Indemnitee is granted rights of indemnification or advancement hereunder and of any proceeding, including any appeal, commenced by Indemnitee pursuant to Section 13 of this Agreement relating thereto. This Agreement shall be binding upon the Company and its successors and assigns and shall inure to the benefit of Indemnitee and his or her heirs, executors and administrators. The Company shall require and cause any successor, and any direct or indirect parent of any successor, whether direct or indirect by purchase, merger, consolidation or otherwise, to all, substantially all or a substantial part, of the business and/or assets of the Company, by written agreement in form and substance satisfactory to Indemnitee, expressly to assume and agree to perform this Agreement in the same manner and to the same extent that the Company would be required to perform if no such succession had taken place.

Section 17. Severability. If any provision or provisions of this Agreement shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (a) the validity, legality and enforceability of the remaining provisions of this Agreement (including, without limitation, each portion of any section of this Agreement containing any such provision held to be invalid, illegal or unenforceable, that is not itself invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby and shall remain enforceable to the fullest extent permitted by law; (b) such provision or provisions shall be deemed reformed to the extent necessary to conform to applicable law and to give the maximum effect to the intent of the parties hereto; and (c) to the fullest extent possible, the provisions of this Agreement (including, without limitation, each portion of any section of this Agreement containing any such provision held to be invalid, illegal or unenforceable, that is not itself invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested thereby.

Section 18. Enforcement.

a. The Company expressly confirms and agrees that it has entered into this Agreement and assumed the obligations imposed on it hereby in order to induce Indemnitee to serve as a director or officer, as applicable, of the Company, and the Company acknowledges that Indemnitee is relying upon this Agreement in serving as a director or officer, as applicable, of the Company.

b. This Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes all prior agreements and understandings, oral, written and implied, between the parties hereto with respect to the subject matter hereof; provided, however, that this Agreement is a supplement to and in furtherance of the Certificate of Incorporation, the Bylaws and applicable law, and shall not be deemed a substitute therefor, nor to diminish or abrogate any rights of Indemnitee thereunder.

Section 19. Modification and Waiver. No supplement, modification or amendment, or waiver of any provision, of this Agreement shall be binding unless executed in writing by the parties thereto. No waiver of any of the provisions of this Agreement shall be deemed or shall constitute a waiver of any other provisions of this Agreement nor shall any waiver constitute a continuing waiver.

Section 20. Notice by Indemnitee. Indemnitee agrees promptly to notify the Company in writing upon being served with any summons, citation, subpoena, complaint, indictment, information or other document relating to any Proceeding or matter which may be subject to indemnification or advancement as provided hereunder. The failure of Indemnitee to so notify the Company shall not relieve the Company of any obligation which it may have to Indemnitee under this Agreement or otherwise.

Section 21. Notices. All notices, requests, demands and other communications under this Agreement shall be in writing and shall be deemed to have been duly given if (a) delivered by hand and receipted for by the party to whom said notice or other communication shall have been directed, (b) mailed by certified or registered mail with postage prepaid, on the third business day after the date on which it is so mailed, (c) mailed by reputable overnight courier and receipted for by the party to whom said notice or other communication shall have been directed or (d) sent by facsimile transmission, with receipt of oral confirmation that such transmission has been received:

a. If to Indemnitee, at such address as Indemnitee shall provide to the Company.

b. If to the Company to:

Steve Demetriou
1999 Bryan Street
Suite 1200
Dallas, Texas 75201

or to any other address as may have been furnished to Indemnitee by the Company.

Section 22. Contribution. To the fullest extent permissible under applicable law, if the indemnification provided for in this Agreement is unavailable to Indemnitee for any reason whatsoever, the Company, in lieu of indemnifying Indemnitee, shall contribute to the amount incurred by Indemnitee, whether for judgments, fines, penalties, excise taxes, amounts paid or to be paid in settlement and/or for Expenses, in connection with any Proceeding in such proportion as is deemed fair and reasonable in light of all of the circumstances in order to reflect (i) the relative benefits received by the Company and Indemnitee in connection with the event(s) and/or transaction(s) giving rise to such Proceeding; and/or (ii) the relative fault of the Company (and its directors, officers, employees and agents) and Indemnitee in connection with such event(s) and/or transactions.

Section 23. Applicable Law and Consent to Jurisdiction. This Agreement and the legal relations among the parties shall be governed by, and construed and enforced in accordance with, the laws of the State of Delaware, without regard to its conflict of laws rules. Except with respect to any arbitration commenced by Indemnitee pursuant to Section 13(a) of this Agreement, the Company and Indemnitee hereby irrevocably and unconditionally (i) agree that any action or proceeding arising out of or in connection with this Agreement shall be brought only in the Delaware Court, and not in any other state or federal court in the United States of America or any court in any other country, (ii) consent to submit to the exclusive jurisdiction of the Delaware Court for purposes of any action or proceeding arising out of or in connection with this Agreement, (iii) consent to service of process at the address set forth in Section 21 of this Agreement with the same legal force and validity as if served upon such party personally within the State of Delaware, (iv) waive any objection to the laying of venue of any such action or proceeding in the Delaware Court and (v) waive, and agree not to plead or to make, any claim that any such action or proceeding brought in the Delaware Court has been brought in an improper or inconvenient forum.

Section 24. Identical Counterparts. This Agreement may be executed in one or more counterparts, each of which shall for all purposes be deemed to be an original but all of which together shall constitute one and the same Agreement. Only one such counterpart signed by the party against whom enforceability is sought needs to be produced to evidence the existence of this Agreement.

Section 25. Miscellaneous. The headings of the paragraphs of this Agreement are inserted for convenience only and shall not be deemed to constitute part of this Agreement or to affect the construction thereof.

IN WITNESS WHEREOF, the parties have caused this Agreement to be signed as of the day and year first above written.
JACOBS ENGINEERING GROUP INC

By:
Steve Demetriou
Chair of the Board & Chief Executive Officer

[Indemnitee]
[Name]

JACOBS ENGINEERING GROUP INC.
LIST OF SUBSIDIARIES

The following table sets forth all subsidiaries of the Company but may not include those subsidiaries that, when considered in the aggregate, would not constitute a significant subsidiary.

Jacobs Government Services Company, a corporation of California...	100.00%
Jacobs Professional Services Inc., a corporation of Delaware...	100.00%
Jacobs Engineering Inc., a corporation of Delaware...	100.00%
Jacobs Group Australia Investments Pty Ltd., a corporation of Australia	100.00%
Jacobs Australia Holdings Company Pty Ltd, a corporation of Australia	100.00%
Sinclair Knight Merz Management Pty Ltd, a corporation of Australia.........................	100.00%
Jacobs Group Australia Holding Ltd, a corporation of Australia...................................	100.00%
Jacobs Group (Australia) Pty Ltd, a corporation of Australia...........................	100.00%
Aquenta Consulting Pty Ltd, a corporation of Australia………………..	100.00%
Jacobs E&C Australia PTY Ltd, a corporation of Australia..........................	100.00%
Jacobs Project Management Australia PTY Ltd, a corporation of Australia.........	100.00%
Jacobs Architecture (Australia) Pty Ltd, a corporation of Australia................	100.00%
Jacobs (Thailand) Co., Ltd., a corporation Thailand..	49.00%
Jacobs Projects (Philippines) Inc., a corporation of the Philippines................	100.00%
Sinclair Knight Merz Consulting (India) Private Ltd, a corporation of India..	100.00%
Sinclair Knight Merz (Ireland) Ltd, a corporation of the Republic of Ireland..	100.00%
Sinclair Knight Merz (NZ) Holdings Ltd, a corporation of New Zealand	100.00%
Sinclair Knight Merz (Kenya) Limited, a corporation of Kenya………..	100.00%
Jacobs New Zealand Limited, a corporation of New Zealand...................	100.00%
PT Jacobs Group Indonesia, a corporation of Indonesia.....................	99.50%
Sinclair Knight Merz International Holdings LLC, a limited liability company of Delaware……………………	100.00%
Jacobs Engineering Group Malaysia Sdn Bhd, a corporation of Malaysia…	100.00%
Perunding Mahir Bersatu Sdn Bhd, a corporation of Malaysia…... ..	100.00%
Jacobs Engineering Services Sdn Bhd, a corporation of Malaysia…	100.00%
Jacobs Consulting Services Sdn. Bhd., a corporation of Malaysia…	100.00%
Sinclair Knight Merz (Hong Kong) Limited, a corporation of Hong Kong …	100.00%
Sinclair Knight Merz International (Hong Kong) Ltd, a corporation of Hong Kong	100.00%
CODE International Assurance Ltd., a corporation of Nevada..	100.00%
CODE II International Assurance Ltd., a corporation of Vermont………………………..	100.00%
Jacobs Engineering España, S.L.U., a corporation of Spain...	100.00%
Jacobs Luxembourg Finance Company Sarl, a corporation of Luxembourg................	100.00%
Jacobs Nederland Finance and Investment Company B.V., a corporation of the Netherlands…	100.00%
Jacobs Merrion Finance Unlimited Company, a corporation of Ireland………	100.00%
Jacobs Europe Holdco Limited, a corporation of England and Wales...........................	100.00%
Jacobs UK Holdings Limited, a corporation of England and Wales........................	100.00%
Jacobs Switzerland GmbH, a corporation of Switzerland..................................	100.00%
Jacobs U.K. Limited, a corporation of England and Wales................................	100.00%
Energy, Safety and Risk Consultants (UK) Limited, a corporation of England and Wales…	100.00%
Jacobs Clean Energy International Limited, a corporation of England and Wales…	100.00%
Jacobs Clean Energy Limited, a corporation of England and Wales…	100.00%
Jacobs E&C Limited, a corporation of England and Wales………...	100.00%

Jacobs Field Services Limited, a corporation of England and Wales	100.00%
L.E.S Construction Ltd, a corporation of England and Wales........	100.00%
HGC Constructors Private Ltd., a corporation of India	100.00%
Jacobs Stobbarts Ltd, a corporation of England and Wales.............................	100.00%
Jacobs Engineering U.K. Ltd, a corporation of England and Wales……….	100.00%
Gibb Holdings Ltd., a corporation of England and Wales..........................	100.00%
Jacobs One Limited, a corporation of Scotland....................................	100.00%
Jacobs European Holdings Limited, a corporation of England and Wales...	100.00%
Babtie Shaw & Morton Ltd, a corporation of Scotland...............	100.00%
Jacobs China Limited, a Hong Kong corporation..........................	100.00%
BEAR Scotland Limited, a corporation of Scotland.....................	25.00%
Growing Concern Scotland Limited..	100.00%
Ringway Jacobs Limited, a corporation of England and Wales	50.00%
LeighFisher U.K. Limited, a corporation of England and Wales	100.00%
JacobsGIBB Limited, a corporation of England and Wales................	100.00%
Westminster & Earley Services Ltd, a corporation of England and Wales	100.00%
Jacobs Engineering Ireland Limited, a corporation of the Republic of Ireland....	100.00%
Jacobs Italia, SpA, a corporation of Italy...	100.00%
Jacobs International Limited, a corporation of the Republic of Ireland........................	100.00%
Jacobs Nucléaire SAS, a corporation of France...	100.00%
Jacobs Brazil Limited Inc. a corporation of Texas	100.00%
JEG Acquisition Company Limited, a corporation of England and Wales.............................	100.00%
AWE Management Limited, a corporation of England and Wales..................................	33.33%
Jacobs Puerto Rico Inc., a corporation of Puerto Rico..	100.00%
Jacobs Holdings Singapore Pte. Limited., a corporation of Singapore.................................	100.00%
Jacobs International Consultants Pte Ltd. a corporation of Singapore	100.00%
Jacobs Consultancy Canada Inc., a corporation of Canada...	100.00%
Jacobs Advisers Inc., a corporation of California..	100.00%
Jacobs Civil Consultants Inc., a corporation of New York..	100.00%
Jacobs Technology Inc., a corporation of Tennessee..	100.00%
Buffalo Group LLC, a limited liability company of Delaware……………………………..	100.00%
Federal Network Systems LLC, a limited liability company of Delaware..............................	100.00%
Jacobs Australia Pty limited, a corporation of Australia..	100.00%
Jacobs Telecommunications, Inc., a corporation of New Jersey………………………..	100.00%
The KeyW Holding Corporation, a corporation of Maryland...	100.00%
The KeyW Corporation, a corporation of Maryland……………………………………	100.00%
Automotive Testing Operations, LLC, a limited liability company of Delaware..................	100.00%
Hanford Progress EcoPartners, LLC, a limited liability company of Delaware…………	35.00%
Jacobs Engineering New York Inc., a corporation of New York..	100.00%
Iffland Kavanagh Waterbury, P.L.L.C., a limited liability company of New York.........................	100.00%
Jacobs Project Management Co., a corporation Delaware..	100.00%
Sverdrup Hydro Projects, Inc., a corporation of Missouri...	100.00%
JE Associates, Inc., a corporation of Missouri..	100.00%
Jacobs Engineering Company, a corporation of California...	100.00%
Bechtel Jacobs Company LLC, a limited liability company of Delaware.......................................	40.00%
LeighFisher Inc., a corporation of Delaware...	100.00%
LeighFisher Canada Inc., a corporation of Canada...	100.00%
LeighFisher Ecuador S.A., a corporation of Ecuador..	100.00%
LeighFisher Holdings Ltd. a corporation of England and Wales..	100.00%

LeighFisher Ltd., a corporation of England and Wales..	100.00%
LeighFisher India Private Ltd., a corporation of India..	100.00%
KlingStubbins Inc., a corporation of Delaware...	100.00%
Sverdrup Asia Limited, a corporation of India...	100.00%
Jacobs Engineering and Construction (Thailand) Limited, a corporation of Thailand…….	99.98%
Mission Support & Test Services, LLC, a limited liability company of Delaware…………….	37.00%
CH2M HILL Companies, Ltd., a corporation of Delaware..	100.00%
CH2M HILL, Inc., a corporation of Florida..	100.00%
CH2M HILL New York, Inc., a corporation of New York……………………….	100.00%
Halcrow, Inc., a corporation of Delaware….…………………………………….	100.00%
CH2M HILL Constructors, Inc., a corporation of Delaware…………………………………	100.00%
CH2M Facility Support Services, LLC, a limited liability company of Delaware…	100.00%
CH2M HILL Plateau Remediation Company, a corporation of Washington……	100.00%
CH2M HILL International, Ltd., a corporation of Delaware..	100.00%
CH2M HILL International Engineering, Inc., a corporation of Delaware……..	100.00%
CH2M HILL One Limited, a corporation of the United Kingdom..…………….	100.00%
CH2M HILL Holdings Limited, a corporation of the United Kingdom..……….	100.00%
CH2M HILL Europe Limited, a corporation of the United Kingdom…..…..	100.00%
Halcrow Holdings Limited, a corporation of the United Kingdom…….	100.00%
Halcrow Consulting Limited, a corporation of the United Kingdom………………………………………………………	100.00%
Halcrow Group Limited, a corporation of the United Kingdom…………………………………………………..	100.00%
Halcrow International Limited, a corporation of the United Kingdom…………………………………………………………	100.00%
CHNG B.V., a corporation of the Netherlands…………………………….….	100.00%
CH2M HILL Netherlands Holding B.V., a corporation of the Netherlands……………………………………………………………	100.00%
CH2M HILL Canada Limited, a corporation of Canada……………	100.00%
CH2M HILL International B.V., a corporation of the Netherlands..	100.00%
CH2M HILL Singapore Pte. Ltd., a corporation of Singapore……………	100.00%
CH2M HILL International Services, Inc., a corporation of Oregon…………………….	100.00%
Operations Management International, Inc., a corporation of California……………...….	100.00%
CH2M HILL Global, Inc., a corporation of Delaware..	100.00%
CH2M HILL E&C, Inc., a corporation of Delaware……………………………...	100.00%
CH2M HILL Engineers, Inc., a corporation of Delaware..	100.00%
CH2M HILL Puerto Rico, Inc., a corporation of Delaware……………….	100.00%
LG Constructors Inc., a corporation of Delaware..	100.00%
CH2M HILL Constructors International, Inc., a corporation of Delaware……………….	100.00%
PA Holdings Limited, a corporation of the United Kingdom…………………………………….	65.00%

Consent of
Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-8 Nos. 333-195708, 333-187677, 333-107344, 333-123448, 333-157014, and 333-38974) pertaining to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan, as amended and restated,
(2) Registration Statement (Form S-8 Nos. 333-67048 and 333-216176) pertaining to the Jacobs Engineering Group Inc. Global Employee Stock Purchase Plan, as amended and restated,
(3) Registration Statement (Form S-8 Nos. 333-38984 and 333-209860) pertaining to the Jacobs Engineering Group Inc. 1999 Outside Director Stock Plan, as amended and restated,
(4) Registration Statement (Form S-8 No. 333-45475) pertaining to the Jacobs Engineering Group Inc. 1981 Executive Incentive Plan,
(5) Registration Statement (Form S-8 Nos. 333-157015 and 333-216176) pertaining to the Jacobs Engineering Group Inc. 1989 Employee Stock Purchase Plan, as amended and restated,
(6) Registration Statement (Form S-4 No. 333-147936) and related Prospectus of Jacobs Engineering Group Inc.,
(7) Registration Statement (Form S-4 No. 333-220524 as amended) and Related Prospectus of Jacobs Engineering Group Inc., and
(8) Registration Statement (Form S-8 No. 333-222084) pertaining to the CH2M HILL Companies, Ltd. Amended and Restated Long-Term Incentive Plan, as amended;

of our reports dated November 23, 2021, with respect to the consolidated financial statements of Jacobs Engineering Group Inc. and subsidiaries and the effectiveness of internal control over financial reporting of Jacobs Engineering Group Inc. and subsidiaries included in this Annual Report (Form 10-K) of Jacobs Engineering Group Inc. and subsidiaries for the year ended October 1, 2021.

/s/ Ernst & Young LLP
Dallas, Texas
November 23, 2021

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Steven J. Demetriou, certify that:

1. I have reviewed this Annual Report on Form 10-K of Jacobs Engineering Group Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/Steven J. Demetriou
Steven J. Demetriou
Chief Executive Officer

November 23, 2021

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Kevin C. Berryman, certify that:

1. I have reviewed this Annual Report on Form 10-K of Jacobs Engineering Group Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

/s/Kevin C. Berryman
Kevin C. Berryman
Chief Financial Officer

November 23, 2021

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
Pursuant to 18 U.S.C. Section 1350
Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report of Jacobs Engineering Group Inc. (the “Company”) on Form 10-K for the year ended October 1, 2021 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Steven J. Demetriou, Chief Executive Officer of the Company (principal executive officer), certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that: (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/Steven J. Demetriou
Steven J. Demetriou
Chief Executive Officer

November 23, 2021

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION OF CHIEF FINANCIAL OFFICER
Pursuant to 18 U.S.C. Section 1350
Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report of Jacobs Engineering Group Inc. (the "Company") on Form 10-K for the year ended October 1, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kevin C. Berryman, Chief Financial Officer of the Company (principal financial officer), certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that: (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/Kevin C. Berryman
Kevin C. Berryman
President
and Chief Financial Officer

November 23, 2021

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

COUNTY OF NASSAU
BUSINESS HISTORY FORM

Response to Question A(iii)

Name, address and position of all officers and directors of the company. If none, explain.

Jacobs Project Management Company Officers and Directors

Name	Title	Address
Progada, Robert V.	Director	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Vadlamudi, Koti	Director	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Adkisson, Jason	Assistant Secretary	9191 South Jamaica Street Englewood, CO 80112
Allen, William “Billy” B.	Vice President	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Bauco, Robert	Vice President / Authorized Signer	One Penn Plaza, Suite 5420 New York, NY 10119
Bunderson, Michael	Vice President	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Byers, Timothy	Vice President	2411 Dulles Corner Park Herndon, VA 20171
Callaghan, Steve	Vice President	Two Ash Street, Suite 3000 Conshohocken, PA 19428
Carlin, Michael	Treasurer	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Chang, Julie	Vice President	One Penn Plaza, Suite 5420 New York, NY 10119
Delisle, Tina	Senior Manager Payroll	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Fischer, Gregory	Vice President	1501 W, Fountainhead Pkwy Tempe, AZ 85282
Goff, James	Vice President	111 Corning Rd., Suite 200 Cary, NC 27518
Helsing, Jason	Senior Director Tax	9191 South Jamaica Street Englewood, CO 80112
Hsu, Mike	Senior Director Tax	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Johnson, Justin	Secretary	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Laity, Michael	Senior Director Tax	9191 South Jamaica Street Englewood, CO 80112
McCallister, Scott	Vice President	2600 Michelson Drive, Suite 500 Irvine, CA 92612
Meinhart, Thomas	Senior Vice President	10 Tenth Street, Suite 1400 Atlanta, GA 30309
Meininger, Stephen O.	Vice President	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Misterly, Grant.	Authorized Representative	1999 Bryan Street, Suite 1200 Dallas, TX 75201

Name	Title	Address
Noble, John.	Vice President	2 Crown Point Court, Suite 100 Cincinnati, OH 45241
Parham, John	Vice President	1999 Bryan Street, Suite 1200 Dallas, TX 75201
Refinski, Elizabeth A.	Assistant Secretary	412 Mt. Kemble Avenue, Suite 100S Downtown Building-1st Floor Morristown, NJ 07960
Scher, Brian	Assistant Secretary	1100 Glebe Rd., Suite 500 Arlington, VA 22201
Tilley, Dana	Vice President	Two Ash Street, Suite 3000 Conshohocken, PA 19428

Response to A. (vii)

In recognition of our ability to provide unmatched construction and program management services for clients in the NYC region, we have received Project Achievement Awards from the CMAA NY/NJ Chapter, including most recently for our efforts on a project in the Bronx for NYC DDC.

The answers to the questions on this questionnaire that pertain to businesses related to or affiliates of the business submitting the questionnaire or the Proposer, Jacobs Project Management Co., are responsive for related businesses or affiliates of the Proposer operating in the United States only. Jacobs Project Management Co. operates in the United States only.

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

FORM 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended October 1, 2021
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 No. 1-7463

Jacobs Engineering Group Inc.

Delaware	[redacted]
(State or other jurisdiction of incorporation or organization)	(IRS Employer identification number)

1999 Bryan Street	**Suite 1200**	**Dallas**	**Texas**	**75201**
(Address of principal executive offices)				(Zip Code)

(214) 583 – 8500
(Registrant's telephone number, including area code)

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	$1 par value	J	New York Stock Exchange

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 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 or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

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

There were 128,948,685 shares of common stock outstanding as of November 12, 2021. The aggregate market value of the Registrant's common equity held by non-affiliates was approximately $16.9 billion as of April 2, 2021, based upon the last reported sales price on the New York Stock Exchange on that date.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive proxy statement to be issued in connection with its 2022 annual meeting of shareholders are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated.

JACOBS ENGINEERING GROUP INC.
Fiscal 2021 Annual Report on Form 10-K
Table of Contents

PART I

FORWARD-LOOKING STATEMENTS

In addition to historical information, this Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that do not directly relate to any historical or current fact. When used herein, words such as "expects," "anticipates," "believes," "seeks," "estimates," "plans," "intends," “future,” “will,” “would,” “could,” “can,” “may,” and similar words are intended to identify forward-looking statements. Examples of forward-looking statements include, but are not limited to, statements we make concerning the potential continued effects of the COVID-19 pandemic on our business, financial condition and results of operations and our expectations as to our future growth, prospects, financial outlook and business strategy for fiscal 2022 or future fiscal years and the anticipated benefits of the strategic investment in PA Consulting. You should not place undue reliance on these forward-looking statements. Although such statements are based on management’s current estimates and expectations and/or currently available competitive, financial, and economic data, forward-looking statements are inherently uncertain and you should not place undue reliance on such statements as actual results may differ materially. We caution the reader that there are a variety of risks, uncertainties and other factors that could cause actual results to differ materially from what is contained, projected or implied by our forward-looking statements.. Such factors include the magnitude, timing, duration and ultimate impact of the COVID-19 pandemic, including the emergence and spread of variants of COVID-19 and any resulting economic downturn on our results, prospects and opportunities;, measures or restrictions imposed by governments and health officials in response to the pandemic, including the requirement for vaccination of our workforce, or if such orders, measures or restrictions are re-imposed after being lifted or eased, including as a result of increases in cases of COVID-19; the effectiveness and distribution of vaccines or treatments for COVID-19, the timing and scope of any government stimulus programs enacted in response to the impacts of the COVID-19 pandemic, including, but not limited to, any additional infrastructure-related stimulus programs, and the timing of the award of projects and funding under the Infrastructure Investment and Jobs Act signed into law by President Biden on November 15, 2021. The impact of such matters includes, but is not limited to, the possible reduction in demand for certain of our services and the delay or abandonment of ongoing or anticipated projects due to the financial condition of our clients and suppliers or to governmental budget constraints or changes to governmental budgetary priorities; the inability of our clients to meet their payment obligations in a timely manner or at all; potential issues and risks related to a significant portion of our employees working remotely; illness, travel restrictions and other workforce disruptions that have, and could continue to, negatively affect our supply chain and our ability to timely and satisfactorily complete our clients’ projects; difficulties associated with hiring of additional employees; and the inability of governments in certain of the countries in which we operate to effectively mitigate the financial or other impacts of the COVID-19 pandemic on their economies and workforces and our operations therein. The foregoing factors and potential future developments are inherently uncertain, unpredictable and, in many cases, beyond our control. For a description of these and additional factors that may occur that could cause actual results to differ from our forward-looking statements, see Item 1A— *Risk Factors* below. We undertake no obligation to release publicly any revisions or updates to any forward-looking statements. We encourage you to read carefully the risk factors described herein and in other documents we file from time to time with the United States Securities and Exchange Commission (the "SEC").

Unless the context otherwise requires, all references herein to "Jacobs" or the "Registrant" are to Jacobs Engineering Group Inc. and its predecessors, and references to the "Company", "we", "us" or "our" are to Jacobs Engineering Group Inc. and its consolidated subsidiaries.

Item 1. BUSINESS

At Jacobs, we’re challenging today to reinvent tomorrow by solving the world’s most critical problems for thriving cities, resilient environments, mission-critical outcomes, operational advancement, scientific discovery and cutting-edge manufacturing, turning abstract ideas into realities that transform the world for good. Leveraging a talent force of approximately 55,000, Jacobs provides a full spectrum of professional services including consulting, technical, scientific and project delivery for the government and private sector.

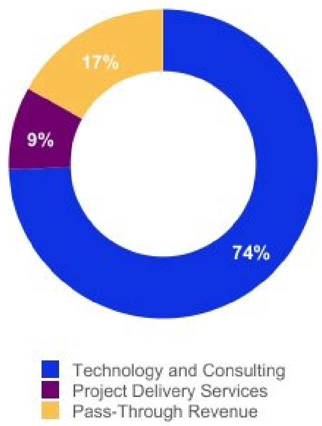
Our deep global domain knowledge – applied together with the latest advances in technology – are why customers large and small choose to partner with Jacobs. We operate in two lines of business areas: Critical Mission Solutions and People & Places Solutions, as well as a third business segment as a result of our majority investment in PA Consulting Group Limited ("PA Consulting").

Our three-year accelerated profitable growth strategy launched at our Investor Day in February 2019 focused on innovation and continued transformation to build upon our position as the leading solutions provider for our clients. Setting the wheels in motion for our current path, this transformation most recently included acquiring a 65% stake in PA Consulting. Recent acquisitions of John Wood Group's nuclear business and The Buffalo Group ("Buffalo Group") further position us as a leader in high-value government services and technology-enabled solutions.

We are now focused on broadening our leadership in sustainable, high growth sectors. As part of our strategy, our new brand promise: Challenging today. Reinventing tomorrow. signals our transition to a global technology-forward solutions company. We began trading as "J" on the New York Stock Exchange in December 2019, and in March 2021 our Global Industry Classifications Standard (GICS®) code changed to Research & Consulting Services. Our Focus 2023 Transformation Office is charged with driving further innovation, delivering value-creating solutions for our clients and leveraging an integrated digital and technology strategy to improve our efficiency and effectiveness, ultimately freeing up valuable time and resources for reinvestment in our people.

Jacobs is poised to launch a new three-year strategy that builds on our success over the past three years and takes advantage of a new lens crafted from the incredible pace of change in the world and in our markets. Our new strategy will be driven by our values and reflective of our vision of becoming a company like no other.

Revenue by Type (Fiscal Year 2021)



Technology and Consulting includes engineering and design, cybersecurity, data analytics, systems and software application integration services and consulting, enterprise and mission IT services, nuclear services, enterprise level operations and maintenance and other highly technical consulting solutions within Critical Mission Solutions (CMS) and data analytics, artificial intelligence and automation, software development as well as digitally-driven engineering and design, consulting, planning and architecture, program management and other highly technical consulting solutions within People & Places Solutions (P&PS). PA Consulting (PA), in which Jacobs has invested a 65% stake, offers end-to-end innovation, accelerating new growth ideas from concept, through design, development, and to commercial success and revitalizing organizations, building the leadership, culture, systems and processes to make innovation a reality.

Project Delivery Services includes management and execution of wind-tunnel design-build projects in CMS and progressive design-build for water and construction management for our Advanced Facilities business in P&PS. We believe these services are lower risk.

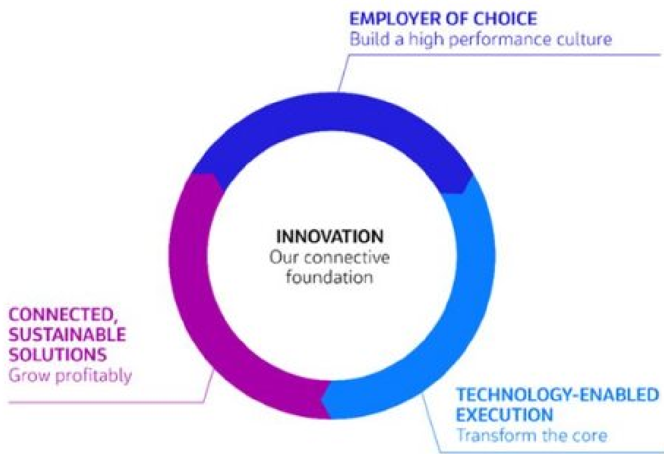
Pass-through Revenue includes P&PS procurement activities and revenue where we are acting as principal for subcontract labor or third-party materials and equipment and are consequently reflected in both revenues and costs.

Challenging today. Reinventing tomorrow

Our values continue to guide our behaviors, relationships and outcomes - allowing us to act as one company and unify us worldwide when interacting with our clients, employees, communities and shareholders.

- **We do things right**. We always act with integrity – taking responsibility for our work, caring for our people and staying focused on safety and sustainability. We make investments in our clients, people and communities, so we can grow together.
- **We challenge the accepted.** We know that to create a better future, we must ask the difficult questions. We always stay curious and are not afraid to try new things.
- **We aim higher.** We do not settle – always looking beyond to raise the bar and deliver with excellence. We are committed to our clients by bringing innovative solutions that lead to profitable growth and shared success.
- **We live inclusion.** We put people at the heart of our business. We have an unparalleled focus on inclusion, with a diverse team of visionaries, thinkers and doers. We embrace all perspectives, collaborating to make a positive impact.

These values underpin our three-pillar strategy to become the employer of choice, deliver connected and sustainable solutions, and leverage technology-enabled execution.



We do things right

From the way we operate our business, to the work we perform with clients and other organizations, we look at ways we can make a positive environmental, societal and economic difference for our people, businesses, governments and communities around the world.

PlanBeyond

PlanBeyondSM 2.0 is our enhanced sustainable business strategy that propels the integration of sustainability throughout our operations and client solutions in alignment with the United Nations Sustainable Development Goals (UN SDGs).

Leadership on climate response and social value

Detailed in our Carbon Neutrality Commitment, we became carbon neutral for our operations and business travel in 2020, and we are now focused on fulfilling our science-based carbon-reduction targets for our direct and indirect emissions.

Our ESG Disclosures Report shares our Environmental, Social and Governance (ESG) performance, reported in alignment with the Sustainability Accounting Standards Board (SASB) framework.

Our partnership with Simetrica (a U.K.-based organization that specializes in social value measurement and well-being analysis) enables us to help clients understand how they can transform local, city and regional decision-making – identifying innovative, inclusive and ethical investments that will drive social change, spread prosperity and meet the growing challenges facing communities.

Jacobs. A world where you can

We put people at the heart of our business: we are a merit-based organization that is inclusive and diverse; we aim to continually recruit and develop the best talent.

We are building an inclusive and diverse culture to provide a solid foundation for selecting, developing and retaining the best and brightest minds at Jacobs. Our eight Jacobs Employee Networks (JENs) play a critical role in attracting new talent into our business, helping to shape our recruiting strategies, our science, technology, engineering, arts and math (STEAM) programs, and our accessibility practices.

Conducting our business with integrity

Jacobs' ethics and Code of Conduct are rooted in our values and provide the standards and support to help us successfully navigate issues, make the right decisions and conduct our business with the integrity that reflects our heritage and ethical reputation. We hold our suppliers and business partners to the same standards.

Our culture of caring

As global challenges to our security, well-being and ability to operate evolve, our **BeyondZero®** strategy continues to drive a safer, more secure, healthier, and more resilient future for our Jacobs family. We stay focused on managing HSE and security risks effectively and leveraging our Culture of Caring℠ to deliver the best outcomes for our people, the environment, our clients, our communities and our shareholders. And through our **mental health matters program**, we empower our workforce, so they know they work in an environment where their mental health and well-being is the top priority and where everyone can "bring their best whole self to work."

Supporting our communities

We focus on putting our values into practice. Around the world, our people craft solutions that affect the way people live; helping to improve social, environmental and economic resiliency. As part of our **PlanBeyond 2.0** sustainability strategy, the Collectively℠ program (our Global Giving and Volunteering program) governs and centralizes our giving strategy and budget and provides a user-friendly way for employees to donate and volunteer.

Beyond If

We challenge the accepted

To us, everything we do – whether tackling water scarcity, aging infrastructure, access to life-saving therapies or sophisticated cyberattacks – is more than a job. We work every day to make the world better for all.

For us, innovation means creating and delivering value and Beyond If℠ is our award-winning global innovation program instilling and sustaining our innovation culture. It represents our creativity and agility to challenge the accepted, with the domain expertise to push beyond our boundaries and deliver for today and into tomorrow. We act to turn ideas into reality and create outcomes that deliver value for our clients and society at large.

We aim higher

We take on some of the world’s biggest challenges, bringing a different way of thinking to everything we do, challenging the status quo and questioning what others might accept. We craft solutions that affect the way people live. From first-of-its-kind environmental cleanup efforts, helping communities adapt and thrive to retrofitting vaccine facilities to protect public health, we solve for better, never losing sight of our responsibility to each other.

The table below highlights key focus areas where we combine our deep domain knowledge with the latest advances in technology to deliver solutions to solve our customer's most complex challenges.

BeyondExcellence

BeyondExcellence℠ is our global program focused on quality, performance excellence, continual improvement and recognizing those who set the new standard through our awards program. Our BeyondExcellence Awards celebrate those who raise the bar and deliver the extraordinary with excellence.

TogetherBeyond

We live inclusion

At Jacobs, we understand that inclusion means going beyond statements, commitments and initiatives to take tangible action that drives meaningful, measurable change both in our company and in the communities that we serve. It means creating a workplace where our differences are not just accepted but are celebrated and harnessed to bring the innovative, extraordinary solutions to life that our clients demand from us. It means creating a culture of belonging where everyone can thrive — a culture that we call TogetherBeyond℠.

Our eight Jacobs Employee Networks (JENs) promote inclusion and equality, not only within Jacobs but with our clients, potential recruits and within the communities that we serve. The JENs are employee-led and organized, partnering with leadership to shape an inclusive organization and ensure everyone feels that they belong.

	ACE Strength in our differences.
	Careers Network Explore. Navigate. Inspire.
	EnLace Linking our Latino community.
	Harambee Black. Engaged. Empowered.
	OneWorld One planet, many cultures.
	Prism Bring your whole self to work.
	VetNet Supporting our armed forces communities.
	Women's Network Working together for gender inclusion.

Our global Action Plan for Advancing Justice and Equality sets out actionable initiatives and measurable objectives to address racial inequalities both within Jacobs and in communities across the world. The plan is about achieving true equality for all our employees current and future, with a focus on empowering our Black employees to advance and achieve at Jacobs. It's about doing our part as a global leader to educate and change the culture in our communities — reaching future talent early to highlight and celebrate their potential.

We maintain agile and disciplined capital deployment

M&A and Divestitures

Consistent with our profitable growth strategy, Jacobs pursues acquisitions, divestitures, strategic investments and other transactions to maximize long-term value by continuing to reshape its portfolio to higher value solutions and accelerating its profitable growth strategy. The company has made the following recent acquisitions, strategic investments and divestitures:

- On November 19, 2021, Jacobs consummated its previously announced acquisition of BlackLynx ("BlackLynx"). Pursuant to and subject to the terms and conditions of Agreement and Plan of Merger (the “Merger Agreement”), Jacobs acquired all of BlackLynx's outstanding shares of common stock, in a transaction valued at up to $257.5 million, on a cash-free, debt-free basis, including base consideration of $250 million, and a potential earn-out payment of up to $7.5 million. The amount of any earnout payment will depend on BlackLynx achieving certain revenue and gross margin thresholds in calendar year 2022. The purchase price was paid in cash and is subject to customary post-closing adjustments.
- On March 2, 2021, Jacobs completed the strategic investment of a 65% interest in PA Consulting, a UK-based leading innovation and transformation consulting firm. The total consideration paid by the Company was $1.7 billion, funded through cash on hand, a new term loan and draws on the Company's existing revolver. The remaining 35% interest is held by PA Consulting employees.
- On November 24, 2020, Jacobs completed the acquisition of Buffalo Group, a leader in advanced cyber and intelligence solutions.
- On March 6, 2020, Jacobs acquired the nuclear consulting, remediation and program management business of John Wood Group ("John Wood Group" or "Wood Group"), a U.K.-based energy services company.
- On June 12, 2019, Jacobs acquired The KeyW Holding Corporation (“KeyW”), a U.S.-based national security technology solutions provider to the intelligence, cyber, and counterterrorism communities.
- On April 26, 2019, Jacobs completed the sale of its Energy, Chemicals and Resources ("ECR") business to Worley Limited, a company incorporated in Australia ("Worley"), for a purchase price of $3.4 billion consisting of (i) $2.8 billion in cash plus (ii) 58.2 million ordinary shares of Worley, subject to adjustments for changes in working capital and certain other items (the “ECR sale”). ECR provided engineering and construction services mainly for energy, chemicals and resources sectors. With the sale of ECR, the Company has exited direct hire construction and fixed price lump sum energy-related construction.
- On December 15, 2017, Jacobs acquired CH2M, a provider of consulting and other services in the water, environmental, transportation and nuclear remediation sectors.

Share Repurchases

During fiscal 2021, the Company repurchased $274.9 million in shares.

Shareholder Dividends

During fiscal 2021, the Company paid dividends of $.19 per share in the first quarter and $.21 per share in the second, third and fourth quarters.

Impact of COVID-19 on Our Business

In fiscal 2021, demand for certain of our services, including those supporting health care relief efforts relating to COVID-19, increased as a result of COVID-19. Notwithstanding our continuing critical operations, COVID-19 negatively impacted parts of our business, and may have further adverse impacts on our continued operations, including those listed and discussed in Item 1A, Risk Factors included in this Annual Report on Form 10-K. Looking ahead, we have developed contingency plans to reduce costs further if the situation further deteriorates or lasts longer than current expectations. We continue to actively monitor the situation and may take further actions that alter our business operations as may be necessary or appropriate for the health and safety of employees, contractors, customers, suppliers or others or as required by international, federal, state or local authorities.

Based on current estimates, we expect the impact of COVID-19 to continue through fiscal 2022, although to a lesser degree than what was seen in fiscal 2021 and 2020. Although this business disruption is expected to be temporary, significant uncertainty exists concerning the magnitude, duration and impacts of the COVID-19 pandemic, including with regard to the effects on our customers, customer demand for our services and supply chain. Accordingly, actual results for future fiscal periods could differ materially versus current expectations and current results and financial condition discussed herein may not be indicative of future operating results and trends.

Looking forward to the future of work, we are embracing and rethinking how we will work differently - honing our capabilities to better help our clients adjust, innovate and implement. Our reimagined solutions drive resilient outcomes now through the pandemic to what comes next as the world changes and we face other unprecedented challenges.

For a discussion of risks and uncertainties related to COVID-19, including the potential impacts on our business, financial condition and results of operations, see Item 1A - *Risk Factors*.

Lines of Business

The services we provide fall into the following two lines of business (LOB): Critical Mission Solutions (CMS), People & Places Solutions (P&PS) and a majority investment in PA Consulting (PA), which are also the Company's reportable segments. For additional information regarding our segments, including information about our financial results by segment and financial results by geography, see Note 20 - *Segment Information* of Notes to Consolidated Financial Statements beginning on page F-1 of this Annual Report on Form 10-K.

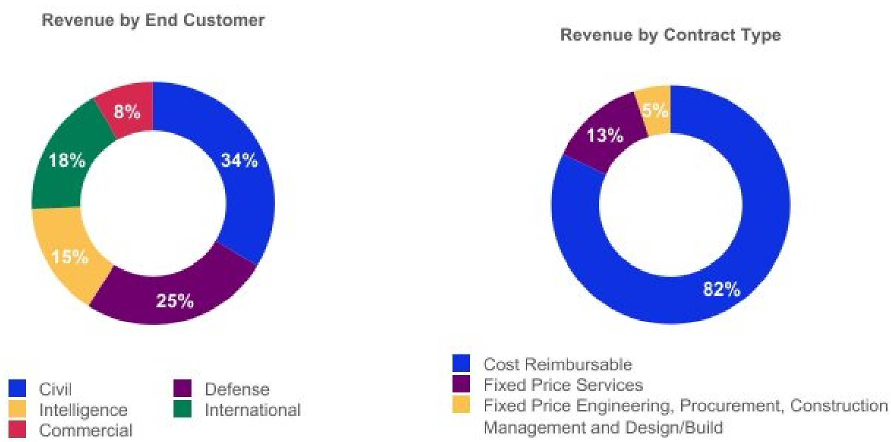
Critical Mission Solutions (CMS)

Our Critical Mission Solutions line of business provides a full spectrum of cyber, data analytics, systems and software application integration services and consulting, enterprise level operations and maintenance and mission IT, engineering and design, enterprise operations and maintenance, program management, and other highly technical consulting solutions to government agencies as well as commercial customers and international markets. Our representative clients include the U.S. Department of Defense (DoD), the Combatant Commands, the U.S. Intelligence Community, NASA, the U.S. Department of Energy (DoE), U.K. Ministry of Defence, the U.K. Nuclear Decommissioning Authority (NDA), and the Australian Department of Defence, as well as private sector customers mainly in the aerospace, automotive, energy and telecom sectors.

Serving mission-critical end markets

Critical Mission Solutions serves broad sectors, including U.S. government services, cyber, nuclear, commercial and international sectors.

Fiscal Year 2021



The U.S. Government is the world's largest buyer of technical services, and in fiscal 2021, approximately 74% of CMS's revenue was earned from serving the DoD, Intelligence Community and Federal Civilian governmental entities.

Trends affecting our government clients include information warfare, cyber, IT modernization, space exploration and intelligence, defense systems and intelligent asset management, which are driving demand for our highly technical solutions.

Another trend we are witnessing is an increase in the capabilities of unmanned aircraft and hypersonic weapons, which is impacting both offensive and defensive spending priorities among our clients and is a driver for next generation solutions such as C5ISR (command, control, communications, computer, combat systems, intelligence, surveillance and reconnaissance) and advanced aeronautical testing, respectively. We are also seeing an increase in space exploration initiatives both from the U.S. government, such as NASA's Artemis program to return to the moon in 2024, as well as the commercial sector.

Within the nuclear sector, our customers have decades-long initiatives to manage, upgrade, decommission and remediate existing energy infrastructure and nuclear defense facilities.

Our international customers, which accounted for 18% of fiscal 2021 revenue, have also increased demand for our IT and cybersecurity solutions and nuclear projects, and the U.K. Ministry of Defence continues to focus on accelerating its strategic innovative and technology focused initiatives.

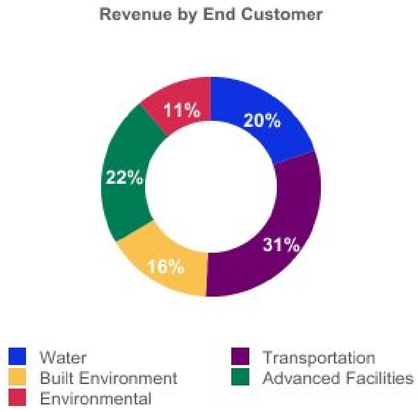
Leveraging our base market of offering valued technical services to U.S. government customers, CMS also serves commercial markets. In fiscal 2021, approximately 8% of CMS's revenue was from various U.S. commercial sectors, including the telecommunications sector, which anticipates a large cellular infrastructure build-out from 4G to 5G technology. And like our government facility-based clients, our commercial manufacturing clients are seeking ways to reduce maintenance costs and optimize their facilities with network connected facilities and equipment to optimize operational systems, which we refer to as Intelligent Asset Management.

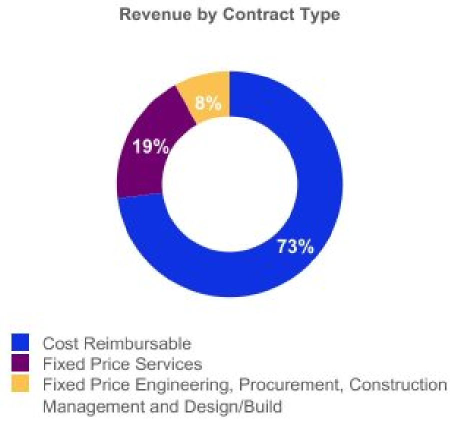
People & Places Solutions (P&PS)

Jacobs' People & Places Solutions line of business provides end-to-end solutions for our clients' most complex challenges – whether climate change, energy transition, connected mobility, integrated water management, smart cities or vaccine manufacturing. In doing so, we incorporate the full spectrum of data science and technology-enabled toolsets within a people-centric solution development and delivery framework. We embrace inclusive engagement of partners and stakeholders and generate enduring social equity/value through consulting, planning, architecture, design and engineering project outcomes, as well as long-term operation of facilities and infrastructure. Solutions may be delivered as standalone engagements or through comprehensive program management that integrates disparate workstreams to yield additional benefits not attainable through project-by-project implementation. We also provide progressive design-build and construction management at-risk delivery solutions in targeted markets.

Our clients include national, state and local government in the U.S., Europe, U.K., Middle East, Australia, New Zealand and Asia, as well as multinational private sector clients throughout the world.

Fiscal Year 2021





Serving broad industry sectors that support people and places

Aging infrastructure; climate action; urbanization; water, food and energy security; global supply chains; pandemic preparedness and response; environmental, social, and corporate governance (ESG); and digital transformation are driving new challenges and opportunities for our clients. These drivers are highlighting the need for holistic, integrated technology solutions that draw on the domain knowledge in the multidisciplinary consulting and delivery expertise of our global workforce. For example, an airport is no longer simply aviation infrastructure but is now a smart city with extensive operational, cybersecurity and autonomous mobility requirements, as well as the contactless travel requirements necessary to best manage COVID-19. Master planning for a city now requires advanced analytics to plan for climate adaption and next-generation mobility as well as revenue generating fiber infrastructure. The future of nearly all water infrastructure will be highly technology-enabled, leveraging solutions with digital twins, predictive analytics and smart metering technology to ensure we're giving communities, industries and regions the secure water resource they need to flourish and expand.

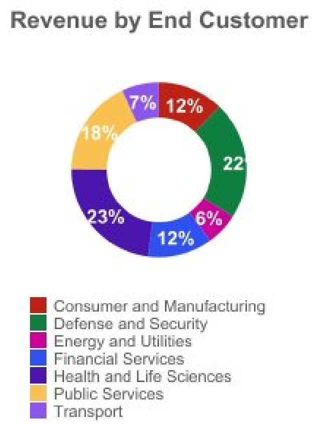
This increase in technology requirements is a key factor in our organic growth strategy as well as our recent acquisitions, strategic investments and divestitures. Our business model is evolving to provide a broader spectrum of digital- and technology-enabled solutions to address our infrastructure clients' challenges with less exposure to craft construction services. Our focus on the five core sectors of Transportation, Water, Built Environment, Environmental and Advanced Facilities provides us with the ability to leverage our expansive domain expertise across all global markets, enabling truly end-to-end connected solutions for our clients' most complex major projects and programs, including Expo 2020 Dubai, the Thames Estuary Asset Management (TEAM 2100) and the LaGuardia Airport Redevelopment.

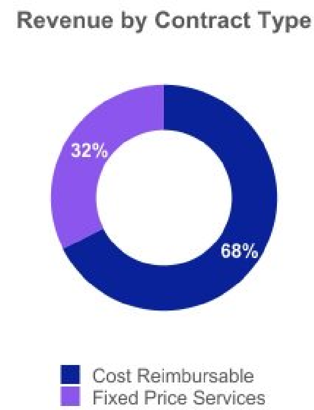
A strong foundation of data-rich innovative solutions is woven into every project that we deliver. This may include Jacobs-developed proprietary software that employs an array of technical expertise to enable the most efficient, effective and predictable solutions for our clients.

PA Consulting (PA)

Jacobs invested in a 65% stake in PA, the consultancy that is Bringing Ingenuity to Life. Its diverse teams of experts combine innovative thinking and breakthrough use of technologies to progress further, faster. PA’s clients adapt and transform and achieve enduring results. An innovation and transformation consultancy, PA's roughly 3,300 employees work across seven sectors: consumer and manufacturing, defense and security, energy and utilities, financial services, government, health and life sciences, and transport. PA people are strategists, innovators, designers, consultants, digital experts, scientists, engineers and technologists. The team operates globally from offices across the U.K., U.S., Nordics and the Netherlands.

PA offers end-to-end innovation, accelerating new growth ideas from concept, through design, development, and to commercial success, and revitalizing organizations, building the leadership, culture, systems and processes to make innovation a reality. The company has a diverse mix of private and public sector clients, from global household names to start-ups, to national and local public services.





Jacobs and PA recognize that unprecedented changes in society and technology are creating new opportunities to make a positive impact, and together, the companies are supporting clients to address five key trends: product and service innovation; the future of work; sustainability and climate change; the quest to lead healthier lives; and the challenges of keeping people (and the organizations they work for) safe. PA’s distinct brand, market positioning and competitive differentiation positions the company well to help clients respond and seize new opportunities.

PA led the efforts to design, manufacture and distribute thousands of lifesaving ventilators as part of the U.K. Ventilator Challenge, and has continued to support the U.K. Government’s COVID-19 response throughout 2021. Other work during 2021 includes re-designing the U.K. Army’s Operating Model, working as the Home Office’s Software Engineering partner for border safety, and working with the U.K. MOD’s Defence Science & Technology Laboratory and the Danish National Genome Center.

Recently, PA has been appointed by the U.K. Government to design an iconic electric vehicle charge point to accelerate the transition to electric vehicles. And PA and Jacobs together announced a joint framework win, with the U.K.'s Department for Environment, Food & Rural Affairs, for business transformation and delivery.

PA has seen growth projects across key industries within the private sector, including Consumer & Manufacturing, Health & Life Sciences, Transportation and Financial Services.

Energy, Chemicals and Resources (ECR)

ECR Disposition

On April 26, 2019, Jacobs completed the sale of its Energy, Chemicals and Resources (ECR) business to Worley Limited, a company incorporated in Australia (Worley), for a purchase price of $3.4 billion consisting of (i) $2.8 billion in cash plus (ii) 58.2 million ordinary shares of Worley, subject to adjustments for changes in working capital and certain other items (the ECR sale).

As a result of the ECR sale, substantially all ECR-related assets and liabilities were sold (the "Disposal Group"). We determined that the disposal group should be reported as discontinued operations in accordance with ASC 210-05, *Discontinued Operations* because their disposal represents a strategic shift that had a major effect on our operations and financial results. As such, the financial results of the ECR business are reflected in our Consolidated Statements of Earnings as discontinued operations for all periods presented. Additionally, assets and liabilities of the ECR business were reflected as held-for-sale in the Consolidated Balance Sheets through September 27, 2019. As of the year ended October 2, 2020, all of the ECR business to be sold under the terms of the sale has been conveyed to Worley and as such, no amounts remained held for sale. For further discussion, see Note 16- *Sale of Energy, Chemicals and Resources ("ECR") Business* to the consolidated financial statements.

Significant Customers

The following table sets forth the percentage of total revenues earned directly or indirectly from agencies of the U.S. federal government for each of the last three fiscal years:

2021	2020	2019
33%	33%	27%

Given the percentage of total revenue derived directly from the U.S. federal government, the loss of U.S. federal government agencies as customers could have a material adverse effect on the Company. In addition, any or all of our government contracts could be terminated, we could be suspended or debarred from all government contract work, or payment of our costs could be disallowed. Approximately 83% of revenue derived directly from the U.S. federal government is in the CMS segment. For more information on risks relating to our government contracts, see Item 1A - *Risk Factors.*

Contracts

While there is considerable variation in the pricing provisions of the contracts we undertake, our contracts generally fall into two broad categories: cost-reimbursable and fixed-price. The following table sets forth the percentages of total revenues represented by these types of contracts for each of the last three fiscal years:

	2021	2020	2019
Cost-reimbursable	76%	76%	76%
Fixed-price, limited risk	18%	17%	18%
Fixed-price, at risk	6%	7%	6%

In accordance with industry practice, most of our contracts (including those with the U.S. federal government) are subject to termination at the discretion of the client, which is discussed in greater detail in *Item 1A - Risk Factors*. In such situations, our contracts typically provide for reimbursement of costs incurred and payment of fees earned through the date of termination.

Cost-Reimbursable Contracts

Cost-reimbursable contracts generally provide for reimbursement of costs incurred plus an amount of profit. The profit element may be in the form of a simple mark-up applied to the labor costs incurred or it may be in the form of a fee, or a combination of a mark-up and a fee. The fee element can also take several forms. The fee may be a fixed amount; it may be an amount based on a percentage of the costs incurred; or it may be an incentive fee based on targets, milestones, or performance factors defined in the contract.

Fixed-Price Contracts

Fixed-price contracts include both "lump sum bid" contracts and "negotiated fixed-price" contracts. Under lump sum bid contracts, we typically bid against competitors based on client-furnished specifications. This type of pricing presents certain inherent risks, including the possibility of ambiguities in the specifications received, problems with new technologies, and economic and other changes that may occur over the contract period. Additionally, it is not unusual for lump sum bid contracts to lead to an adversarial relationship with clients, which is contrary to our relationship-based business model. Accordingly, lump sum bid contracts are not our preferred form of contract. In contrast, under a negotiated fixed-price contract, we are selected as the contractor first and then we negotiate a price with our client. Negotiated fixed-price contracts frequently exist in single-responsibility arrangements where we perform some portion of the work before negotiating the total price of the project. Thus, although both types of contracts involve a firm price for the client, the lump sum bid contract provides the greater degree of risk to us in our services contracts as well as construction. However, because of economies that may be realized during the contract term, both negotiated fixed-price and lump sum bid contracts may offer greater profit potential than other types of contracts. The Company carefully manages the risk inherent in these types of contracts. In recent years, most of our fixed-price work has been either negotiated fixed-price contracts or lump sum bid contracts for design and/or project services, rather than turnkey construction.

Competition

We compete with a large number of companies across the world including technology consulting, federal IT services, aerospace, defense and engineering firms. Typically, no single company or companies dominate the markets in which we provide services and in many cases we partner with our competitors or other companies to jointly pursue projects. AECOM, Booz Allen, CACI, KBR, Leidos, Parsons, SAIC, Tetra Tech, WSP, General Dynamics, Northrop Grumman, Accenture, Stantec, Montrose, Capgemini, Cognizant, DXC Technology, Fluor, 3LHarris, Quanta Services, SNC-Lavalin, IBM, Infosys, Deloitte, KPMG, PwC, ICF International and Huron are some of our competitors. We compete based on the following factors, among others: technical capabilities, reputation for quality, price of services, safety record, availability of qualified personnel, and ability to timely perform work and contract terms.

Human Capital Management

At Jacobs, our people are the heart of our business. With our culture of caring and inclusion as our foundation, we celebrate the differences that drive our collective strength and encourage our employees that there is no limit to who they can be and what we can achieve. Together we deliver extraordinary solutions for a better tomorrow and live by our employee value statement: Jacobs. A world where you can.

As of October 1, 2021, we had a workforce of approximately 55,000 people worldwide, including a contingent workforce of approximately 3,000 people. The breakdown of our employees by region is as follows:

Region	Percentage of Global Workforce[1]
Americas	61 %
Europe (including U.K)	23 %
Asia Pacific (including India)	13 %
Middle East and Africa	3 %

(1) Excludes contingent workforce

Attracting, Engaging and Developing our Workforce

The success of Jacobs is dependent on our ability to hire, retain, engage and leverage highly qualified employees, across the full spectrum of technical, professional, scientific and consulting disciplines. We put the spotlight on ensuring that Jacobs is an employer of choice in every way: we are a merit-based organization that is inclusive and diverse; we are building an inclusive culture where all employees feel they belong. Our culture is the foundation for selecting, developing and retaining the best and brightest minds at Jacobs. Our eight Jacobs Employee Networks play a critical role in attracting new talent into our business, helping to shape our recruiting strategies and policies, our science, technology, engineering, arts and math (STEAM) programs, and our accessibility practices. In fiscal 2021, more than1,900 graduates, interns and apprentices were welcomed to our global team; making a total of approximately 3,500 early career talent working with us.

In fiscal year 2021, our people took the time to share honest, unfiltered feedback in our confidential culture survey. The results were overwhelmingly positive, with the majority of respondents feeling connected to our values, inspired by our culture of integrity, safety, and inclusion — and proud to be part of Jacobs. We shared six priority areas, along with a set of dynamic dashboards, enabling all employees to see survey data relevant to them.

Our unique employee experience platform – e3: engage. excel. elevate. – is not just a system but a mindset for developing our employees through continuous feedback and celebrations, aligning priorities, learning new skills and upskilling knowledge. To date, 97% of our employees have participated in their current annual conversation about their priorities and accomplishments. In fiscal year 2021, we launched 1,696 new courses across ten learning spaces, including our new Advocate & Ally development program. In partnership with the Royal Scottish Geographical Society, we launched the Climate Solutions Accelerator online course to employees to help them understand the role they can play in climate change action and continue to develop the critical green skills and solutions needed for our continually evolving world. We expanded our Executive Leadership Program, developed by Jacobs in partnership with Duke Corporate Education, with 224 of our next level leaders participating in our Amplif(i)3 Program. We accelerated talent development in creating sustainable solutions through our participation in the UN Global Compact Young SDG Innovators program. And, we published our No Harassment, Discrimination, Bullying and Violence Policy on our external Jacobs website.

Focus on Inclusion and Diversity

At Jacobs we have an unparalleled focus on inclusion, with a diverse team of visionaries, thinkers and doers. We embrace all perspectives, collaborating to make a positive impact. Joining, belonging and thriving are Jacobs' key elements in retaining talent and developing a culture where people want to stay – and a place where you can bring your best, whole self to work.

TogetherBeyond℠ is our approach to living inclusion every day and enabling diversity and equity globally – it is not just about numbers and statistics, but about every one of our people and the collective strength we take from their unique perspectives and ambitions.

Operationalizing TogetherBeyond is supported by the strength of tangible leadership commitment and accountability at Jacobs. Our Board of Directors is now 55% diverse, (race and gender) and our Executive Leadership Team is 67% diverse.

Having a culture of belonging where everyone can join in and thrive allows us to recruit and retain the best global talent and drive innovative solutions for our business, clients and communities. Through TogetherBeyond, we tackle topics that are important to our employees such as equality, unconscious bias and allyship. While providing training and resources to our people is important – over 97% of them have completed our Advocate & Ally inclusion learning program – equally effective are the regular authentic and courageous conversations our grassroots employee networks are creating around these topics.

We are committed to holding all leaders accountable to making sure that broad based diversity is reflected in their own teams, using data analytics to measure our progress with the same rigor and transparency as our financial performance metrics. Inclusive behaviors are now a key formal component of all our leaders' performance and salary reviews, and all leaders at Vice President level and above are required to mentor two or more junior members of staff, at least one of whom must have different lived a experience from themselves (i.e. on the basis of ethnicity, gender, race, geography, disability, sexuality or veteran status). This framework supports our Global Action Plan for Advancing Justice and Equality and our 2025 aspirational 40:40:20 goal (40% men, 40% women and 20% any gender) — and ensures that we are propelling a new generation of diverse visionary thinkers throughout our company.

As of October 1, 2021, our U.S. employees had the following race and ethnicity demographics:

	October 1, 2021 All U.S. Employees (1)	
White	70.0	%
Hispanic / Latinx	9.3	%
Black	8.6	%
Asian	7.1	%
Multiracial	2.3	%
American Indian or Alaska Native	0.5	%
Native Hawaiian / Other Pacific Islander	0.4	%
Not provided	1.8	%

(1) Includes U.S. employee population only (excluding approximately 2,000 craft employees)

Our focus on creating equal opportunities within Jacobs, including as to historically underrepresented groups, continues to increase as we deliver on the promises laid out in our Global Action Plan for Advancing Justice and Equality launched in fiscal year 2020.

In partnership with McKinsey, nearly 300 talented employees are participating in their Connected Leaders Academy programs, which seek to create a unique learning environment and safe space for sharing common experiences, helping promising Black, Latinx and Asian employees build their network and become part of a new wave of Jacobs leaders.

Our Black and Latinx employee networks, Harambee and Enlace, continue to lead STEAM outreach efforts in the communities that we serve and are working to bring a new generation of diverse visionaries from underrepresented and underserved groups into the industry.

As of October 1, 2021, our global employees had the following gender demographics:

	October 1, 2021	
	Women	Men
All employees	30.0%	70.0%

U.S. combined diverse talent (ethnicity & female) was 47.4%. In partnership with our Women's Network, we launched gender-balanced interview teams, provided flexible working arrangements, improved caregiver leave, rolled out our first domestic violence policy in Australia/NZ, piloted a "Male Champions of Change" allyship program and created "Bridge the Gap", a program that actively support parents returning to work.

We are taking action in connection with our Prism network to ensure that our LGBTQ+ family can truly "bring their whole best self to work", establishing gender-neutral restrooms, training HR specialists on transgender guidelines and ensuring U.S. healthcare plans are inclusive.

Through VetNet, our employee network for veterans, their families and current military reserve members, we continue to work to recruit, develop and retain the best military and veteran talent, partnering with key organizations like Hiring Our Heroes, Boots2Roots and HirePurpose. We were proud to receive the HIRE Vets Gold Medallion for Veteran Recruiting.

Our One World employee network continues to celebrate cultures around the globe and to foster global connectivity, nurturing and supporting our diverse employees and clients across all ethnicities and cultures.

Our ACE employee network connects and empowers members living with disability, health challenges or neurodiversity, and those who provide care to others. ACE embraces the social model of disability which aims to identify and remove the social, digital, and physical barriers that create exclusion in the workplace and society in general.

Through our Jacobs Careers Network (JCN), we empower every employee to maximize their potential and make Jacobs the industry leader and workplace of choice. JCN organizes and supports career-enriching development and networking opportunities in all our geographies.

Looking ahead, we will continue to focus on inclusion, belonging and diversity by:

- Continuing action through our global Action Plan for Advancing Justice and Equality
- Striving to achieve our aspirational goals of creating a more gender-balanced and a more racially/ethnically diverse workforce around the globe to more appropriately reflect the labor markets and communities in which we live and serve
- Amplifying our culture of belonging and helping all employees see the various communities they can engage with at Jacobs so that everyone has a sense of belonging
- Following through on our six priority areas identified through our global culture survey
- Identifying, developing and promoting allies across Jacobs

Our Employees' Safety and Well-being

As global challenges to our security, well-being and ability to operate evolve, we stay focused on managing HSE and security risks effectively and leveraging our Culture of Caring℠ to deliver the best outcomes for our people, the environment and our company. Our new BeyondZero® strategy continues to drive a safer, more secure, healthier, and more resilient future for our Jacobs family, our communities and the environment. We are maturing our business continuity program to assure business delivery and resilience in an ever-changing operational environment.

We also continue to demonstrate safety excellence with another year of zero employee fatalities at work and a total recordable incident rate[1] of 0.21, compared to the North American Industry Classification System's most recently reported[2] aggregate rate of 0.70.

Our new global well-being strategy integrates physical, mental, financial, social and workplace well-being for Jacobs employees and their families. The strategy includes Jacobs' One Million Lives, developed in collaboration with global mental health professionals, to provide a free mental health check-in tool with a resources website that enable users to check their own mental health and access proactive strategies for personal mental health development. Over 14,000 One Million Lives check-ins were completed between December 2020 launch and our fiscal year end 2021.

In fiscal 2021, all vice presidents acknowledged and made a commitment to become BeyondZero Ambassadors and establish priorities to deliver the greatest impact through our BeyondZero strategy. More than 2,500 Positive Mental Health Champions (a 35% increase from fiscal year 2020) are now trained to support the mental well-being of our employees and one in every 21 employees is trained as a Positive Mental Health Champion. In addition, we launched Suicide Awareness Training through our e3 Learning.

We are committed to continue our work to create an inclusive and innovative organization and taking action to ensure Jacobs is, and remains, an employer of choice.

1 As at October 15, 2021 and recorded in accordance with OSHA record keeping requirements, but subject to change thereafter due to possible injury/illness classification changes.
2 Cited on October 5th, 2021 via U.S. Bureau of Labor Statistics - Incidence rates of non-fatal occupational injuries and illnesses by industry and case types, 2019 for NAICS code 5413XXX.

Information About Our Executive Officers

The information required by Paragraph (a), and Paragraphs (c) through (g) of Item 401 of Regulation S-K (except for information required by Paragraph (e) of that Item to the extent the required information pertains to our executive officers) and Item 405 of Regulation S-K is set forth under the caption "Members of the Board of Directors" in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A within 120 days after the close of our fiscal year and is incorporated herein by reference.

The following table presents the information required by Paragraph (b) of Item 401 of Regulation S-K.

Name	Age	Position with the Company	Year Joined the Company
Steven J. Demetriou	63	Chair and Chief Executive Officer	2015
Kevin C. Berryman	62	President and Chief Financial Officer	2014
Robert V. Pragada	53	President and Chief Operating Officer	2016
Dawne S. Hickton	64	Executive Vice President and President, Critical Mission Solutions	2019
Patrick X. Hill	48	Executive Vice President and President, People & Places Solutions	1998
Joanne E. Caruso	61	Executive Vice President, Chief Legal and Administrative Officer	2012
William B. Allen, Jr.	57	Senior Vice President, Chief Accounting Officer	2016

All of the officers listed in the preceding table serve in their respective capacities at the pleasure of the Board of Directors of the Company.

Mr. Demetriou joined the Company in August 2015. Mr. Demetriou served as Chairman and CEO of Aleris Corporation for 14 years, a global downstream aluminum producer based in Cleveland, Ohio. Over the course of his career, he has gained broad experience with companies in a range of industries including metals, specialty chemicals, oil & gas, manufacturing and fertilizers.

Mr. Berryman joined the Company in December 2014. Mr. Berryman served as EVP and CFO for five years at International Flavors and Fragrances Inc., an S&P 500 company and leading global creator of flavors and fragrances used in a wide variety of consumer products. Prior to that, he spent 25 years at Nestlé in a number of finance roles including treasury, mergers & acquisitions, strategic planning and control.

Mr. Pragada rejoined the Company in February 2016 after serving as President and Chief Executive Officer of The Brock Group since August 2014. From March 2006 to August 2014 Mr. Pragada served in executive and senior leadership capacities with the Company.

Ms. Hickton joined the Company in 2019. Previously, Ms. Hickton served as a member of the Board of Directors of the Company and was the Vice Chair and Chief Executive Officer for eight years at RTI International Metals, Inc., a global supplier of advanced titanium products and services in commercial aerospace, defense, propulsion, medical device and energy markets.

Mr. Hill joined the Company through the SKM acquisition, where he started in 1998. Mr. Hill has served in a number of senior leadership positions crossing multiple sectors and operations throughout Australia, New Zealand, Asia, Europe, the Middle East and the United States. Prior to his appointment as President – People & Places Solutions, Mr. Hill jointly led People & Places Solutions with day-to-day responsibilities for Jacobs' Buildings and Infrastructure global operations outside of North America.

Ms. Caruso joined the Company in 2012. Prior to becoming Executive Vice President, Chief Legal and Administrative Officer, Ms. Caruso was Senior Vice President, Chief Administrative Officer, and previously held the positions of Senior Vice President, Global Human Resources and Vice President, Global Litigation. Prior to joining the Company, Ms. Caruso was a partner in two international law firms, Howrey LLP and Baker & Hostetler LLP.

Mr. Allen joined the Company in October 2016. Mr. Allen served as Vice President, Finance and Principal Accounting Officer at LyondellBasell Industries, N.V. from 2013 to 2016. Prior to that, he was with Albemarle Corporation, where he served as Vice President, Corporate Controller and Chief Accounting Officer from 2009 to 2013 after serving in CFO roles for their Catalysts and Fine Chemistry businesses from 2005 to 2009.

Additional Information

Jacobs was founded in 1947 and incorporated as a Delaware corporation in 1987. We are headquartered in Dallas, Texas, USA. The SEC maintains a site on the Internet that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The SEC’s website is http://www.sec.gov. You may also read and download the various reports we file with, or furnish to, the SEC free of charge from our website at www.jacobs.com.

Item 1A. RISK FACTORS

We operate in a changing global environment that involves numerous known and unknown risks and uncertainties that could materially adversely affect our business, financial condition and results of operations. The risks described below highlight some of the factors that have affected and could affect us in the future. We may also be affected by unknown risks or risks that we currently think are immaterial. If any such events actually occur, our business, financial condition and results of operations could be materially adversely affected.

Summary Risk Factors

The following is a summary of some of the risks and uncertainties that could materially adversely affect our business, financial condition and results of operations. You should read this summary together with the more detailed description of each risk factor contained below.

Risks Related to Our Operations

- The COVID-19 pandemic, including the measures that international, federal, state and local public health and other governmental authorities implement to address it, have adversely affected, and may continue to adversely affect, our business, financial condition and results of operations.
- Project sites are inherently dangerous workplaces. Failure to maintain safe work sites by us, the owner or others working at the project site can lead to our employees or others becoming injured, disabled or even losing their lives, and exposes us to significant financial losses and reputational harm, as well as civil and criminal liabilities.
- Our results of operations depend on the award of new contracts and the timing of the performance of these contracts.
- We engage in a highly competitive business. If we are unable to compete effectively, we could lose market share and our business and results of operations could be negatively impacted.
- The nature of our contracts, particularly those that are fixed-price, subjects us to risks of cost overruns. We may experience reduced profits or, in some cases, losses if costs increase above budgets or estimates or if the project experiences schedule delays.
- The contracts in our backlog may be adjusted, canceled or suspended by our clients and, therefore, our backlog is not necessarily indicative of our future revenues or earnings. Additionally, even if fully performed, our backlog is not a good indicator of our future gross margins.
- Contracts with the U.S. federal government and other governments and their agencies pose additional risks relating to future funding and compliance.
- Our project execution activities may result in liability for faulty services.
- The outcome of pending and future claims and litigation could have a material adverse impact on our business, financial condition, and results of operations and damage our reputation.
- Our use of joint ventures, partnerships and strategic investments in entities exposes us to risks and uncertainties, many of which are outside of our control
- Employee, agent or partner misconduct, or our overall failure to comply with laws or regulations, could weaken our ability to win contracts, which could result in reduced revenues and profits.
- Our international operations are exposed to additional risks and uncertainties, including unfavorable political developments and weak foreign economies.
- Cyber security or privacy breaches, or systems and information technology interruption or failure could adversely impact our ability to operate or expose us to significant financial losses and reputational harm.
- We are subject to professional standards, duties and statutory obligations on professional reports and opinions we issue, which could subject us to monetary damages.
- If we do not have adequate indemnification for our nuclear services, it could adversely affect our business, financial condition and results of operations.
- Our actual results could differ from the estimates and assumptions used to prepare our financial statements.
- An impairment charge on our goodwill could have a material adverse impact on our financial position and results of operations.

- We may be required to contribute additional cash to meet any underfunded benefit obligations associated with retirement and post-retirement benefit plans we manage or for which we have contribution and/or funding obligations.
- Demand for our services is cyclical as the sectors and industries in which our clients operate are impacted by economic downturns, reductions in government or private spending and times of political uncertainty.
- Rising inflation, interest rates, and/or construction costs could reduce the demand for our services as well as decrease our profit on our existing contracts, in particular with respect to our fixed-price contracts.
- Our global presence could give rise to material fluctuations in our income tax rates.
- Our businesses could be materially and adversely affected by events outside of our control.
- Our continued success is dependent upon our ability to hire, retain, and utilize qualified personnel.
- Our business strategy relies in part on acquisitions and strategic investments to sustain our growth. These transactions present certain risks and uncertainties.
- Our professional reputation and relationships with U.S. government agencies are critical to our business, and any harm to our reputation or relationships could decrease the amount of business the U.S. government does with us, which could have a material adverse effect on our business, financial condition and results of operations.
- Our focus on new growth areas for our business entails risks, including those associated with new relationships, clients, talent needs, capabilities, service offerings, and maintaining our collaborative culture and core values.

Risks Related to Regulatory Compliance

- Past and future environmental, health, and safety laws could impose significant additional costs and liabilities.
- If we fail to comply with federal, state, local or foreign governmental requirements, our business may be adversely affected.
- We could be adversely affected by violations of the U.S. Foreign Corrupt Practices Act and similar worldwide anti-bribery laws.

Risks Related to Climate Change

- Climate change and related environmental issues could have a material adverse impact on our business, financial condition and results of operations.
- We may be affected by market or regulatory responses to climate change.
- We may be unable to achieve our climate commitments and targets.

Risks Related to Our Indebtedness

- We rely on cash provided by operations and liquidity under our credit facilities to fund our business. Negative conditions in the credit and financial markets and delays in receiving client payments could adversely affect our cost of borrowing and our business.
- Maintaining adequate bonding and letter of credit capacity is necessary for us to successfully bid on and win some contracts.

Risks Related to Our Common Stock

- Our quarterly results may fluctuate significantly, which could have a material negative effect on the price of our common stock.
- There can be no assurance that we will pay dividends on our common stock.
- In the event we issue stock as consideration for certain acquisitions we may make, we could dilute share ownership, and if we receive stock in connection with a divestiture, the value of stock is subject to fluctuation.

Risks Related to Our Operations

The COVID-19 pandemic, including the measures that international, federal, state and local public health and other governmental authorities implement to address it, have adversely affected, and may continue to adversely affect, our business, financial condition and results of operations.

Despite the availability of vaccines in some geographies, COVID-19 continues to spread throughout the United States and globally, including in regions where we have significant operations and personnel, and uncertainties exist as to the efficacy of vaccines against new variants or mutations of COVID-19. To attempt to mitigate the spread of the pandemic, there have been extraordinary and wide-ranging actions taken by international, federal, state and local public health and governmental authorities to contain and combat the outbreak of COVID-19 in regions across the United States and around the world. These actions include quarantines and “stay-at-home” or “shelter-in-place” orders, social distancing measures, travel restrictions, school closures and similar mandates for many individuals in order to substantially restrict daily activities and orders for many businesses to curtail or cease normal operations unless their work is critical, essential or life-sustaining and to require their employees to be vaccinated against COVID-19 as a condition for continued employment. Although there has been an easing of restrictions in certain jurisdictions, some of these restrictions have been reinstated in other jurisdictions, or could be reinstated in the future, to manage a resurgence or new outbreak of COVID-19, including in connection with new variants or mutations of the virus. In addition, the reopening of businesses and economies in certain countries is creating a variety of new challenges, including, for example, higher prices for goods and services, limited availability of products, and disruptions to supply chains. As such, the duration, severity of its effects and ultimate impact to the world’s population and the global economy are still unknown.

The COVID-19 pandemic has adversely affected, and may continue to adversely affect, certain elements of our business, including, but not limited to, the following:

- We have experienced, and may continue to experience, reductions in demand for certain of our services and the delay or abandonment of ongoing or anticipated projects due to our clients’, suppliers’ and other third parties’ diminished financial conditions or financial distress, as well as governmental budget constraints. These impacts are expected to continue or worsen if “stay-at-home”, “shelter-in-place”, social distancing, travel restrictions and other similar orders, measures or restrictions remain in place for an extended period of time or are re-imposed after being lifted or eased. Although we have experienced, and may continue to experience, an increase in demand for certain of our services as a result of new projects that have arisen in response to the COVID-19 pandemic, there can be no assurance that any such increased demand would be sufficient to offset lost or delayed demand.
- Government-sponsored stimulus or assistance programs enacted to-date in the United States and in the foreign countries in which we operate in response to the COVID-19 pandemic have only been available to us or our customers or suppliers on a limited basis and are insufficient to address the full impact of the COVID-19 pandemic. These and other government-sponsored assistance and stimulus programs are subject to renewal, modification or termination by the applicable governing bodies. If any government-sponsored program from which we receive benefits is modified or terminated, our benefits thereunder could decline or cease altogether, which could have a material adverse effect on our business, financial position, results of operations, and/or cash flows.
- Our clients may be unable to meet their payment obligations to us in a timely manner, including as a result of deteriorating financial condition or bankruptcy resulting from the COVID-19 pandemic and resulting economic impacts. Further, other third parties, such as suppliers, subcontractors, joint venture partners and other outside business partners, may experience significant disruptions in their ability to satisfy their obligations with respect to us, or they may be unable to do so altogether.
- While we have begun voluntary phased re-openings in our offices in accordance with guidance provided by government agencies, the majority of our employees are currently still working remotely. Although many of our employees can effectively perform their responsibilities while working remotely, some work is not well-suited for remote work, and that work may not be completed as efficiently as if it were performed on site. Additionally, we may be exposed to unexpected cybersecurity risks and additional information technology-related expenses as a result of these remote working requirements. In addition, our management team has spent, and will likely continue to spend, significant time, attention and resources monitoring the COVID-19 pandemic and seeking to manage its effects on our business and workforce.. A long-term continuation of these restrictions could, among other things, negatively impact employee morale and productivity. Any failure to

preserve our culture could harm our future success, including our ability to retain and recruit personnel, innovate and operate effectively and execute on our business strategy.

- Consistent with public health guidance and Executive Order 14042 mandating COVID-19 vaccination for employees of businesses servicing federal contracts, we have announced a Company policy requiring full COVID-19 vaccinations of all employees in the United States and Canada, except for employees who qualify for medical or religious exemptions. This policy, along with the federal vaccine mandate, may result in employee attrition and difficulty securing future labor needs, and could impair our ability to perform certain contractual services, to retain such contracts, and to win new business, all of which could have an adverse effect on our business, results of operations and/or cash flows.
- Illness, travel restrictions or other workforce disruptions could adversely affect our supply chain, our ability to timely and satisfactorily complete our clients' projects, our ability to provide services to our clients or our other business processes. Even after the COVID-19 pandemic subsides, we could experience a longer-term impact on our operating expenses, including, for example, the need for enhanced health and hygiene requirements or the periodic revival of social distancing or other measures in one or more regions in attempts to counteract future outbreaks.
- We may experience difficulties associated with hiring additional employees or replacing employees, in particular with respect to roles that require security clearances or other special qualifications that may be limited or difficult to obtain, as well as with effectively training and integrating new employees, and in the short term, to do so remotely during the COVID-19 pandemic. Increased turnover rates of our employees could increase operating costs and create challenges for us in maintaining high levels of employee awareness of, and compliance with, our internal procedures and external regulatory compliance requirements, in addition to increasing our recruiting, training and supervisory costs.
- In addition to existing travel restrictions implemented in response to the COVID-19 pandemic, jurisdictions may continue to close borders, impose prolonged quarantines and further restrict travel and business activity, which could materially impair our ability to support our operations and clients (both domestic and international), to source supplies through the global supply chain and to identify, pursue and capture new business opportunities, and which could continue to restrict the ability of our employees to access their workplaces. We also face the possibility of increased overhead or other expenses resulting from compliance with any current and future government orders or other measures enacted in response to the COVID-19 pandemic.
- We operate in many countries around the world, and certain of those countries' governments may be unable to effectively mitigate the financial or other impacts of the COVID-19 pandemic on their economies and workforces and our operations therein.

The continued global spread of the COVID-19 pandemic and the responses thereto are complex and rapidly evolving, and the extent to which the pandemic impacts our business, financial condition and results of operations, including the duration and magnitude of such impacts, will depend on numerous evolving factors that we may not be able to accurately predict or assess. COVID-19, and the volatile regional and global economic conditions stemming from the pandemic, as well as reactions to future pandemics or resurgences of COVID-19, could also precipitate or aggravate the other risk factors that we identify in this Annual Report on Form 10-K, which in turn could materially adversely affect our business, financial condition and results of operations. There may be other adverse consequences to our business, financial condition and results of operations from the spread of COVID-19 that we have not considered or have not become apparent. As a result, we cannot assure you that if COVID-19 continues to spread, it would not have a further adverse impact on our business, financial condition and results of operations.

Project sites are inherently dangerous workplaces. Failure to maintain safe work sites by us, the owner or others working at the project site can lead to our employees or others becoming injured, disabled or even losing their lives, and exposes us to significant financial losses and reputational harm, as well as civil and criminal liabilities.

Project sites often put our employees and others in close proximity with large pieces of mechanized equipment, moving vehicles, chemical and manufacturing processes and highly regulated materials, in a challenging environment and often in geographically remote locations. The failure by us or others working at such sites to implement safety procedures or the implementation of ineffective procedures, or the failure to implement and follow appropriate safety procedures, subjects our employees and others to the risk of injury, disability or loss of life, and subjects us to risk that the completion or commencement of our projects may be delayed and we may be exposed to litigation or investigations. Unsafe work sites also have the potential to increase employee turnover, increase the cost of a project to our clients and raise our operating and insurance costs. Any of the foregoing could result in financial losses or reputational harm, which could have a material adverse impact on our business, financial condition and results of operations.

In addition, our projects can involve the handling of hazardous and other highly regulated materials, and we are subject to the risk that the improper handling or disposal of such materials can lead to civil and/or criminal liabilities. We are also subject to regulations dealing with occupational health and safety. Although we maintain functional groups whose primary purpose is to ensure we implement effective health, safety and environmental ("HSE") work procedures throughout our organization, including project sites and maintenance sites, the failure to comply with such regulations could subject us to liability. In addition, despite the work of our functional groups, we cannot guarantee the safety of our personnel or that there will be no damage to or loss of our work, equipment or supplies.

Our safety record is critical to our reputation. Many of our clients require that we meet certain safety criteria to be eligible to bid for contracts and many contracts provide for automatic termination or forfeiture of some or all of our contract fees or profit in the event we fail to meet certain measures. Accordingly, if we fail to maintain adequate safety standards, we could suffer reduced profitability or the loss of projects or clients, which could have a material adverse impact on our business, financial condition and results of operations.

Our results of operations depend on the award of new contracts and the timing of the performance of these contracts.

Our revenues are derived from new contract awards. Delays in the timing of the awards or cancellations of such projects as a result of economic conditions, material and equipment pricing and availability or other factors could impact our long-term projected results. It is particularly difficult to predict whether or when we will receive large-scale projects as these contracts frequently involve a lengthy and complex bidding and selection process, which is affected by a number of factors, such as market conditions or governmental and environmental approvals. Since a significant portion of our revenues is generated from such projects, our results of operations and cash flows can fluctuate significantly from quarter to quarter depending on the timing of our contract awards and the commencement or progress of work under awarded contracts. Furthermore, many of these contracts are subject to financing contingencies and, as a result, we are subject to the risk that the customer will not be able to secure the necessary financing for the project.

In addition, many of our contracts require us to satisfy specific progress or performance milestones in order to receive payment from the customer. As a result, we often incur significant costs for engineering, materials, components, equipment, labor or subcontractors prior to receipt of payment from a customer.

The uncertainty of our contract award timing can also present difficulties in matching workforce size with contract needs. In some cases, we maintain and bear the cost of a ready workforce that is larger than necessary under existing contracts in anticipation of future workforce needs for expected contract awards. When an expected contract award is delayed or not received, we incur additional costs resulting from reductions in staff or redundancy of facilities, which could have a material adverse effect on our business, financial condition and results of operations.

We engage in a highly competitive business. If we are unable to compete effectively, we could lose market share and our business and results of operations could be negatively impacted.

We face intense competition to provide technical, professional and construction management services to clients. The markets we serve are highly competitive and we compete against a large number of regional, national and multinational companies. The extent and type of our competition varies by industry, geographic area and project type.

Our projects are frequently awarded through a competitive bidding process, which is standard in our industry. We are constantly competing for project awards based on pricing, schedule and the breadth and technical sophistication of our services. Competition can place downward pressure on our contract prices and profit margins, which at times forces us to accept contractual terms and conditions that are less favorable to us, thereby increasing the risk that, among other things, we may not realize profit margins at the same rates as we have seen in the past or may become responsible for costs or other liabilities we have not accepted in the past. If we are unable to compete effectively, we may experience a loss of market share or reduced profitability or both, which if significant, could have a material adverse impact on our business, financial condition and results of operations.

The nature of our contracts, particularly those that are fixed-price, subjects us to risks of cost overruns. We may experience reduced profits or, in some cases, losses if costs increase above budgets or estimates or if the project experiences schedule delays.

For fiscal 2021, approximately 24% of our revenues were earned under fixed-price contracts. Both fixed-price and many cost reimbursable contracts require us to estimate the total cost of the project in advance of our performance. For fixed-price contracts, we may benefit from any cost-savings, but we bear greater risk of paying some, if not all, of any cost overruns. Fixed-price contracts are established in part on partial or incomplete designs, cost and scheduling estimates that are based on a number of assumptions, including those about future economic conditions, commodity and other materials pricing and cost and availability of labor (including the cost of any related benefits or entitlements), equipment and materials and other exigencies. Cost overruns can occur, leading to reduced profits or, in some cases, a loss for that project for a variety of reasons, including if the design or the estimates prove inaccurate or if circumstances change due to, among other things, unanticipated technical problems, difficulties in obtaining permits or approvals, changes in local laws or labor conditions, weather or other delays beyond our control, changes in the costs of equipment or raw materials, our vendors' or subcontractors' inability or failure to perform, or changes in general economic conditions. These risks are exacerbated for projects with long-term durations because there is an increased risk that the circumstances on which we based our original estimates will change in a manner that increases costs. If the project is significant, or there are one or more issues that impact multiple projects, costs overruns could have a material adverse impact on our business, financial condition and results of operations.

Our contracts that are fundamentally cost reimbursable in nature may also present a risk to the extent the final cost on a project exceeds the amount the customer expected or budgeted. Like fixed-price contracts, the expected cost of cost-reimbursable projects is based in part on partial design and our estimates of the resources and time necessary to perform such contracts. A portion of the fee is often linked to these estimates and the related final cost and schedule objectives, and if for whatever reason these objectives are not met, the project may be less profitable than we expect or even result in losses.

If we, or any of our subsidiaries or companies in which we have made strategic investments, lose, or experience a significant reduction in, business from one or a few customers, it could have a material adverse impact on us.

A few clients have in the past, and may in the future, account for a significant portion of our revenue and/or backlog, or the revenue and/or backlog for our subsidiaries or companies in which we have made strategic investments, in any one year or over a period of several consecutive years. For example, in fiscal 2021, 2020 and 2019, approximately 33%, 33% and 27%, respectively, of our revenue was earned directly or indirectly from agencies of the U.S. federal government. Although we have long-standing relationships with many of our significant clients, our clients may unilaterally reduce, delay or cancel their contracts at any time. If we, or any of our subsidiaries or companies in which we have made strategic investments, lose, or experience a significant reduction in business from a significant client could have a material adverse impact on our business, financial condition, and results of operations.

The contracts in our backlog may be adjusted, canceled or suspended by our clients and, therefore, our backlog is not necessarily indicative of our future revenues or earnings. Additionally, even if fully performed, our backlog is not a good indicator of our future gross margins.

Backlog represents the total dollar amount of revenues we expect to record in the future as a result of performing work under contracts that have been awarded to us. As of the end of fiscal 2021, our backlog totaled approximately $26.6 billion. There is no assurance that backlog will actually be realized as revenues in the amounts reported or, if realized, will result in profits. In accordance with industry practice, substantially all of our contracts are subject to cancellation, termination, or suspension at the discretion of the client, including our U.S. government work. In the event of a project cancellation, we would generally have no contractual right to the total revenue reflected in our backlog. Projects can remain in backlog for extended periods of time because of the nature of the project and the timing of the particular services required by the project. The risk of contracts in backlog being canceled or suspended generally increases during periods of widespread economic slowdowns or in response to changes in commodity prices.

The contracts in our backlog are subject to changes in the scope of services to be provided as well as adjustments to the costs relating to the contracts. The revenue for certain contracts included in backlog is based on estimates. Additionally, the way we perform on our individual contracts can affect greatly our gross margins and hence, future profitability.

In some markets, there is a continuing trend towards cost-reimbursable contracts with incentive-fee arrangements. Typically, our incentive fees are based on such things as achievement of target completion dates or target costs, overall safety performance, overall client satisfaction and other performance criteria. If we fail to meet such targets or achieve the expected performance standards, we may receive a lower, or even zero, incentive fee resulting in lower gross margins. Accordingly, there is no assurance that the contracts in backlog, assuming they produce the revenues currently expected, will generate gross margins at the rates we have realized in the past.

Contracts with the U.S. federal government and other governments and their agencies pose additional risks relating to future funding and compliance.

Contracts with the U.S. federal government and other governments and their agencies, which are a significant source of our revenue and profit, are subject to various uncertainties, restrictions, and regulations including oversight audits by various government authorities as well as profit and cost controls, which could result in withholding or delay of payments to us. Government contracts are also exposed to uncertainties associated with funding such as sequestration and budget deficits. Contracts with the U.S. federal government, for example, are subject to the uncertainties of Congressional funding. U.S. government shutdowns or any related under-staffing of the government departments or agencies that interact with our business could result in program cancellations, disruptions and/or stop work orders, could limit the government's ability to effectively progress programs and make timely payments, and could limit our ability to perform on our existing U.S. government contracts and successfully compete for new work. Governments are typically under no obligation to maintain funding at any specific level, and funds for government programs may even be eliminated. Legislatures typically appropriate funds on a year-by-year basis, while contract performance may take more than one year. The U.S. government may also shift its spending focus away from areas, such as defense and space exploration, and towards other areas in which we do not currently provide services. As a result, contracts with government agencies may be only partially funded or may be terminated, and we may not realize all of the potential revenue and profit from those contracts.

Our government clients may reduce the scope of or terminate our contracts for convenience or decide not to renew our contracts with little or no prior notice. Since government contracts represent a significant percentage of our revenues (for example, those with the U.S. federal government represented approximately 33% of our total revenue in fiscal 2021), a significant reduction in government funding or the loss of such contracts could have a material adverse impact on our business, financial condition, and results of operations.

Most government contracts are awarded through a rigorous competitive process. The U.S. federal government has increasingly relied upon multiple-year contracts with multiple contractors that generally require those contractors to engage in an additional competitive bidding process for each task order issued under a contract. This process may result in us facing significant additional pricing pressure and uncertainty and incurring additional costs. Moreover, we may not be awarded government contracts because of existing policies designed to protect small businesses and under-represented minorities. Our inability to win new contracts or be awarded work under existing contracts could have a material adverse impact on our business, financial condition and results of operations.

In addition, government contracts are subject to specific procurement regulations and a variety of other socio-economic requirements, which affect how we transact business with our clients and, in some instances, impose additional costs on our business operations. For example, for contracts with the U.S. federal government, we must comply with the Federal Acquisition Regulation, the Truth in Negotiations Act, the Cost Accounting Standards, and numerous regulations governing environmental protection and employment practices. Government contracts also contain terms that expose us to heightened levels of risk and potential liability than non-government contracts. This includes, for example, unlimited indemnification obligations.

We also are subject to government audits, investigations, and proceedings. For example, government agencies such as the U.S. Defense Contract Audit Agency routinely review and audit us to determine the adequacy of and our compliance with our internal control systems and policies and whether allowable costs are in accordance with applicable regulations. These audits can result in a determination that a rule or regulation has been violated or that adjustments are necessary to the amount of contract costs we believe are reimbursable by the agencies and the amount of our overhead costs allocated to the agencies.

If we violate a rule or regulation, fail to comply with a contractual or other requirement or do not satisfy an audit, a variety of penalties can be imposed on us including monetary damages and criminal and civil penalties. For example, in so-called "qui tam" actions brought by individuals or the government under the U.S. Federal False Claims Act or under similar state and local laws, treble damages can be awarded. In addition, any or all of our government contracts could be terminated, we could be suspended or debarred from all government contract work, or payment of our costs could be disallowed. The occurrence of any of these actions could have a material adverse impact on our business, financial condition and results of operations.

Many of our federal government contracts require us to have security clearances, which can be difficult and time consuming to obtain. If our employees or our facilities are unable to obtain or retain the necessary security clearances, our clients could terminate or not renew existing contracts or award us new contracts, which could have a material adverse impact on our business, financial condition and results of operations could be negatively impacted.

Our project execution activities may result in liability for faulty services.

Failure to provide our services in accordance with applicable professional standards or contractual requirements exposes us to significant monetary damages or even criminal violations. Our engineering practice, for example, involves professional judgments regarding the planning, design, development, construction, operations and management of industrial facilities and public infrastructure projects. While we do not generally accept liability for consequential damages in our contracts, and although we have adopted a range of insurance, risk management and risk avoidance programs designed to reduce potential liabilities, a catastrophic event at one of our project sites or completed projects resulting from the services we have performed could result in significant professional or product liability and warranty or other claims against us as well as reputational harm, especially if public safety is impacted. These liabilities could exceed our insurance limits or the fees we generate, may not be covered by insurance at all due to various exclusions in our coverage and could impact our ability to obtain insurance in the future. Further, even where coverage applies, the policies have limits and deductibles or retentions, which results in our assumption of exposure for certain amounts with respect to any claim filed against us. In addition, clients or subcontractors who have agreed to indemnify us against any such liabilities or losses might refuse or be unable to pay us. An uninsured claim, either in part or in whole, as well as any claim covered by insurance but subject to a policy limit, high deductible and/or retention, if successful and of a material magnitude, could have a material adverse impact on our business, financial condition and results of operations.

The outcome of pending and future claims and litigation could have a material adverse impact on our business, financial condition, and results of operations and damage our reputation.

We are a party to claims and litigation in the normal course of business, including litigation inherited through acquisitions. Since we engage in engineering and construction activities for large facilities and projects where design, construction or systems failures can result in substantial injury or damage to employees or others, we are exposed to substantial claims and litigation and investigations due to the failure at any such facility or project. Such claims could relate to, among other things, personal injury, loss of life, business interruption, property damage, or pollution and environmental damage, and be brought by our clients or third parties, such as those who use or reside near our clients' projects. We can also be exposed to claims if we agreed that a project will achieve certain performance standards or satisfy certain technical requirements and those standards or requirements are not met. In many of our contracts with clients, subcontractors and vendors, we agree to retain or assume potential liabilities for damages, penalties, losses and other exposures relating to projects that could result in claims that greatly exceed the anticipated profits relating to those contracts. In addition, while clients and subcontractors may agree to indemnify us against certain liabilities, such third parties may refuse or be unable to pay us.

With a workforce of approximately 55,000 people globally, we are also party to labor and employment claims in the normal course of business. Certain of these claims relate to allegations of harassment and discrimination, pay equity, denial of benefits, wage and hour violations, whistleblower protections, concerted protected activity, and other employment protections, and may be pursued on an individual or class action basis depending on applicable laws and regulations. Some of such claims may be insurable, while other such claims may not.

We maintain insurance coverage for various aspects of our business and operations. Our insurance programs have varying coverage limits as well as exclusions for matters such as fraud, and insurance companies can, and sometimes do, attempt to deny claims for which we seek coverage. In addition, we have elected to retain a portion of losses that may occur through the use of various deductibles, retentions and limits under these programs. As a result, we may be subject to future liability for which we are only partially insured, or completely uninsured.

Although in the past we have been generally able to cover our insurance needs, there can be no assurances that we can secure all necessary or appropriate insurance in the future, or that such insurance can be economically secured. For example, catastrophic events can result in decreased coverage limits, coverage that is more limited, increased premium costs or higher deductibles and/or retentions. We monitor the financial health of the insurance companies from which we procure insurance, which is one of the factors we take into account when purchasing insurance. Our insurance is purchased from a number of the world's leading providers, often in layered insurance or quota share arrangements. If any of our third party insurers fail, abruptly cancel our coverage or otherwise cannot satisfy their insurance requirements to us, then our overall risk exposure and operational expenses could be increased and our business operations could be interrupted.

In addition, the nature of our business sometimes results in clients, subcontractors and vendors presenting claims to us for, among other things, recovery of costs related to certain projects. Similarly, we occasionally present change orders and claims to our clients, subcontractors and vendors for, among other things, additional costs exceeding the original contract price. If we fail to document properly the nature of our claims and change orders, or are otherwise unsuccessful in negotiating reasonable settlements with our clients, subcontractors and vendors, we will likely incur cost overruns, reduced profits or, in some cases, a loss for a project. Further, these claims can be the subject of lengthy negotiations, arbitration or litigation proceedings, which could result in the investment of significant amounts of working capital pending the resolution of the relevant change orders and claims. A failure to promptly recover on these types of claims could have a material adverse impact on our liquidity and financial results. Additionally, irrespective of how well we document the nature of our claims and change orders, the cost to prosecute and defend claims and change orders can be significant.

Litigation and regulatory proceedings are subject to inherent uncertainties and unfavorable rulings can and do occur. Pending or future claims against us could result in professional liability, product liability, criminal liability, warranty obligations, default under our credit agreements and other liabilities which, to the extent we are not insured against a loss or our insurer fails to provide coverage, could have a material adverse impact on our business, financial condition, and results of operations and damage our reputation.

Our use of joint ventures, partnerships and strategic investments in entities exposes us to risks and uncertainties, many of which are outside of our control.

As is common in our industry, we perform certain contracts as a member of joint ventures, partnerships, and similar arrangements. This situation exposes us to a number of risks, including the risk that our partners may be unable to fulfill their obligations to us or our clients.

Further, we have limited ability to control the actions of our joint venture partners, including with respect to nonperformance, default, bankruptcy or legal or regulatory compliance. Our partners may be unable or unwilling to provide the required levels of financial support to the partnerships. If these circumstances occur, we may be liable for claims and losses attributable to the partner by operation of law or contract. These circumstances could also lead to disputes and litigation with our partners or clients, all of which could have a material adverse impact on our reputation, business, financial condition and results of operations.

We depend on the management effectiveness of our joint venture partners. Differences in views among the joint venture participants may result in delayed decisions or in failures to agree on major issues, which could materially affect the business and operations of these ventures. In addition, in many of the countries in which we engage in joint ventures, it may be difficult to enforce our contractual rights under the applicable joint venture agreement. If we are not able to enforce our contractual rights, we may not be able to realize the benefits of the joint venture or we may be subject to additional liabilities.

We participate in joint ventures and similar arrangements in which we are not the controlling partner. In these cases, we have limited control over the actions of the joint venture. These joint ventures may not be subject to the same requirements regarding internal controls and internal control over financial reporting that we follow. To the extent the controlling partner makes decisions that negatively impact the joint venture or internal control problems arise within the joint venture, it could have a material adverse impact on our business, financial condition and results of operations.

The failure by a joint venture partner to comply with applicable laws, regulations or client requirements could negatively impact our business and, for government clients, could result in fines, penalties, suspension or even debarment being imposed on us, which could have a material adverse impact on our business, financial condition and results of operations.

We are dependent on third parties to complete many of our contracts.

Third-party subcontractors we hire perform a significant amount of the work performed under our contracts. We also rely on third-party equipment manufacturers or suppliers to provide much of the equipment and materials used for projects. If we are unable to hire qualified subcontractors or find qualified equipment manufacturers or suppliers, our ability to successfully complete a project will be impaired. If we are not able to locate qualified third-party subcontractors or the amount we are required to pay for subcontractors or equipment and supplies exceeds what we have estimated, especially in a lump sum or a fixed-price contract, we may suffer losses on these contracts. If a subcontractor, supplier, or manufacturer fails to provide services, supplies, parts or equipment as required under a contract for any reason, or fails to provide such services, supplies, parts or equipment in accordance with applicable quality standards as required by the contract or regulation, we will be required to source these services, equipment, parts or supplies to other third parties on a delayed basis or on less favorable terms, which could impact contract profitability and/or could result in claims against us for damages. We are subject to disputes with our subcontractors from time to time relating to, among other things, the quality and timeliness of work performed, customer concerns about the subcontractor, or our failure to extend existing task orders or issue new task orders under a contract. In addition, faulty workmanship, equipment or materials would likely impact the overall project, which could result in claims against us for failure to meet required project specifications.

In an uncertain or downturn economic environment, third parties may find it difficult to obtain sufficient financing to help fund their operations. The inability to obtain financing could adversely affect a third party's ability to provide materials, equipment or services which could have a material adverse impact on our business, financial condition, and results of operations. In addition, a failure by a third party subcontractor, supplier or manufacturer to comply with applicable laws, regulations or client requirements could negatively impact our business and, for government clients, could result in fines, penalties, suspension or even debarment being imposed on us, which could have a material adverse impact on our business, financial condition, and results of operations.

Employee, agent or partner misconduct, or our overall failure to comply with laws or regulations, could weaken our ability to win contracts, which could result in reduced revenues and profits.

We are subject to the risk of misconduct, fraud, non-compliance with applicable laws and regulations, or other improper activities by one of our employees, agents or partners, which could have a significant negative impact on our business and reputation. Such misconduct includes the failure to comply with government procurement regulations, regulations regarding the protection of classified information, regulations prohibiting bribery and other corrupt practices, regulations regarding the pricing of labor and other costs in government contracts, regulations on lobbying or similar activities, regulations pertaining to the internal controls over financial reporting, regulations pertaining to export control, environmental laws, employee wages, pay and benefits, and any other applicable laws or regulations. For example, we routinely provide services that may be highly sensitive or that relate to critical national security matters; if a security breach were to occur, our ability to procure future government contracts could be severely limited. The precautions we take to prevent and detect these activities may not be effective and we could face unknown risks or losses. Our failure to comply with applicable laws or regulations, or acts of misconduct subjects us to the risk of fines and penalties, cancellation of contracts, loss of security clearance and suspension or debarment from contracting, any of which could weaken our ability to win contracts and result in reduced revenues and profits and could have a material adverse impact on our business, financial condition and results of operations.

Our international operations are exposed to additional risks and uncertainties, including unfavorable political developments and weak foreign economies.

For fiscal 2021, approximately 31% of our revenue was earned from clients outside the U.S. Our business is dependent on the continued success of our international operations, and we expect our international operations to continue to account for a significant portion of our total revenues. Our international operations are subject to a variety of risks, including:

- Recessions and other economic crises in other regions, such as Europe, or specific foreign economies and the impact on our costs of doing business in those countries;
- Difficulties in staffing and managing foreign personnel and operations, including challenges related to logistics, communications and professional licensure of our international workforce;
- Unexpected changes in foreign government policies and regulatory requirements;
- Potential non-compliance with a wide variety of laws and regulations, including anti-corruption, export control and anti-boycott laws and similar non-U.S. laws and regulations;
- Potential non-compliance with regulations and evolving industry standards regarding consumer protection and data use and security, including the General Data Protection Regulation approved by the European Union;

- Lack of developed legal systems to enforce contractual rights;
- Expropriation and nationalization of our assets in a foreign country;
- Renegotiation or nullification of our existing contracts;
- The adoption of new, and the expansion of existing, trade or other restrictions;
- Embargoes, duties, tariffs or other trade restrictions, including sanctions;
- Geopolitical developments that impact our or our clients' ability to operate in a foreign country;
- Changes in labor conditions;
- Acts of war, civil unrest, force majeure, and terrorism;
- The ability to finance efficiently our foreign operations;
- Social, political, and economic instability;
- Changes to tax policy;
- Currency exchange rate fluctuations;
- Limitations on the ability to repatriate foreign earnings; and
- U.S. government policy changes in relation to the foreign countries in which we operate.

The lack of a well-developed legal system in some of these countries may make it difficult to enforce our contractual rights. In addition, military action, geopolitical shifts or continued unrest, particularly in the Middle East, impacts the supply or pricing of oil and could disrupt our operations in the region and elsewhere and increase our security costs. Moreover, recent events, including change in U.S. trade policies and responsive changes in policy by foreign jurisdictions and similar geopolitical developments and uncertainty in the E.U., Asia and elsewhere, have increased levels of political and economic unpredictability globally, and may increase the volatility of global financial markets and the global and regional economies. To the extent our international operations are affected by unexpected or adverse economic, political and other conditions, our business, financial condition and results of operations may be adversely affected.

We work in international locations where there are high security risks, which could result in harm to our employees or unanticipated cost.

Some of our services are performed in high-risk locations, where the country or location is subject to political, social or economic risks, or war, terrorism or civil unrest. In those locations where we have employees or operations, we may expend significant efforts and incur substantial security costs to maintain the safety of our personnel. Despite these activities, in these locations, we cannot guarantee the safety of our personnel and we may suffer future losses of employees and subcontractors. Acts of terrorism and threats of armed conflicts in or around various areas in which we operate could limit or disrupt markets and our operations, including disruptions resulting from the evacuation of personnel, cancellation of contracts, or the loss of key employees, contractors or assets.

Cyber security or privacy breaches, or systems and information technology interruption or failure could adversely impact our ability to operate or expose us to significant financial losses and reputational harm.

We rely heavily on computer, information and communications technology and related systems in order to properly operate our business. From time to time, we experience system interruptions and delays. In the event we are unable to regularly deploy software and hardware, effectively upgrade our systems and network infrastructure and take other steps to maintain or improve the efficiency and efficacy of our systems, the operation of such systems could be subjected to additional interruption or could result in the loss, corruption, or release of data. In addition, our computer and communication systems and operations could be damaged or interrupted by natural disasters, force majeure events, telecommunications failures, power loss, acts of war or terrorism, computer viruses, malicious code, physical or electronic security breaches, intentional or inadvertent user misuse or error or similar events or disruptions. Any of these or other events could cause interruptions, delays, loss of critical and/or sensitive data or similar effects, which could have a material adverse impact on our business, financial condition, protection of intellectual property and results of operations, as well as those of our clients.

Our information technology systems, which have grown over time, including through acquisitions, are vulnerable to failure, malicious intrusion and attack. These systems have, and will continue to experience threats, including unauthorized access, computer hackers, computer viruses, malicious code, ransomware, phishing, organized cyber-attacks and other security problems and system disruptions, including unauthorized access to and disclosure of our and our clients' proprietary or classified information. Such tactics have caused, and may also seek to cause in the future, payments due to or from the Company to be misdirected to fraudulent accounts, which may not be recoverable by the Company.

While we have security measures and technology in place designed to protect our and our clients' proprietary or classified information, there can be no assurance that our efforts will prevent all threats to our computer systems. If our security measures and technology fail as a result of a cyber-attack, other third-party action, employee error, malfeasance or otherwise, and someone obtains unauthorized access to our or our clients' information, our reputation could be damaged, our business may suffer and we could incur significant liability. Because the techniques used to obtain unauthorized access or sabotage systems change frequently and generally are not identified until they are launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. As a result, we may be required to expend significant resources to protect against the threat of 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 and results of operations.

In addition, new laws and regulations governing data privacy and the unauthorized disclosure of confidential information, including the European Union General Data Protection Regulation ("GDPR"), the California Consumer Privacy Act, and other emerging U.S. state and global privacy laws pose increasingly complex compliance challenges and potentially elevate costs, and any failure to comply with these laws and regulations could result in significant penalties and legal liability.

We continuously evaluate the need to upgrade and/or replace our systems and network infrastructure to protect our computing environment, to stay current on vendor supported products and to improve the efficiency of our systems and for other business reasons. The implementation of new systems and information technology could adversely impact our operations by imposing substantial capital expenditures, demands on management time and risks of delays or difficulties in transitioning to new systems. In addition, our systems implementations may not result in productivity improvements at the levels anticipated. Systems implementation disruption and any other information technology disruption, if not anticipated and appropriately mitigated, could have a material adverse effect on our business.

We are subject to professional standards, duties and statutory obligations on professional reports and opinions we issue, which could subject us to monetary damages.

We issue reports and opinions to clients based on our professional engineering expertise as well as our other professional credentials that subject us to professional standards, duties and obligations regulating the performance of our services. For example, we issue opinions and reports to government clients in connection with securities offerings. If a client or another third party alleges that our report or opinion is incorrect or it is improperly relied upon and we are held responsible, we could be subject to significant monetary damages. In addition, our reports and other work product may need to comply with professional standards, licensing requirements, securities regulations and other laws and rules governing the performance of professional services in the jurisdiction where the services are performed. We could be liable to third parties who use or rely upon our reports and other work product even if we are not contractually bound to those third parties. These events could in turn result in monetary damages and penalties.

We may not be able to protect our intellectual property or that of our clients.

Our technology and intellectual property provide us, in certain instances, with a competitive advantage. Although we seek to protect our property through registration, licensing, contractual arrangements, security controls and similar mechanisms, we may not be able to successfully preserve our rights and they could be invalidated, circumvented, challenged or become obsolete. Trade secrets are generally difficult to protect. Our employees and contractors are subject to confidentiality obligations, but this protection may be inadequate to deter or prevent misappropriation of our confidential information and/or infringement of our intellectual property. In addition, the laws of some foreign countries in which we operate do not protect intellectual property rights to the same extent as the U.S. If we are unable to protect and maintain our intellectual property rights or if there are any successful intellectual property challenges or infringement proceedings against us, our ability to differentiate our service offerings could be reduced. Litigation to determine the scope of intellectual property rights, even if ultimately successful, could be costly and could divert leadership's attention away from other aspects of our business.

We also hold licenses from third parties which may be utilized in our business operations. If we are no longer able to license such technology on commercially reasonable terms or otherwise, our business and financial performance could be adversely affected.

If our intellectual property rights or work processes become obsolete, we may not be able to differentiate our service offerings and some of our competitors may be able to offer more attractive services to our customers. Our competitors may independently attempt to develop or obtain access to technologies that are similar or superior to our technologies.

Our clients or other third parties may also provide us with their technology and intellectual property. There is a risk we may not sufficiently protect our or their information from improper use or dissemination and, as a result, could be subject to claims and litigation and resulting liabilities, loss of contracts or other consequences that could have a material adverse impact on our business, financial condition and results of operations.

If we do not have adequate indemnification for our nuclear services, it could adversely affect our business, financial condition and results of operations.

The Price-Anderson Nuclear Industries Indemnity Act, commonly called the Price-Anderson Act (“PAA”), is a U.S. federal law, which, among other things, regulates radioactive materials and the nuclear energy industry, including liability and compensation in the event of nuclear related incidents. The PAA provides certain protections and indemnification to nuclear energy plant operators and U.S. Department of Energy (“DOE”) contractors. The PAA protections and indemnification apply to us as part of our services to the U.S. nuclear energy industry and DOE for new facilities, maintenance, modification, decontamination and decommissioning of nuclear energy, weapons and research facilities.

We offer similar services in other jurisdictions outside the U.S. For those jurisdictions, varying levels of nuclear liability protection is provided by international treaties, and/or domestic laws, such as the Nuclear Liability and Compensation Act of Canada and the Nuclear Installations Act of the United Kingdom, insurance and/or assets of the nuclear installation operators (some of which are backed by governments) as well as under appropriate enforceable contractual indemnifications and hold-harmless provisions. These protections and indemnifications, however, may not cover all of our liability that could arise in the performance of these services. To the extent the PAA or other protections and indemnifications do not apply to our services, the cost of losses associated with liability not covered by the available protections and indemnifications, or by virtue of our loss of business because of these added costs could have a material adverse impact on our business, financial condition and results of operations.

Our actual results could differ from the estimates and assumptions used to prepare our financial statements.

In preparing our financial statements, our leadership is required under U.S. GAAP to make estimates and assumptions as of the date of the financial statements. These estimates and assumptions affect the reported values of assets, liabilities, revenue and expenses and disclosure of contingent assets and liabilities. Areas requiring significant estimates by our leadership include:

- Recognition of contract revenue, costs, profit or losses in applying the principles of percentage of completion accounting;
- Estimated amounts for expected project losses, warranty costs, contract close-out or other costs;
- Recognition of recoveries under contract change orders or claims;
- Collectability of billed and unbilled accounts receivable and the need and amount of any allowance for doubtful accounts;
- Estimates of other liabilities, including litigation and insurance revenues/reserves and reserves necessary for self-insured risks;
- Accruals for estimated liabilities, including litigation reserves;
- Valuation of assets acquired, and liabilities, goodwill, and intangible assets assumed, in acquisitions and ongoing assessment of impairment;
- Valuation estimates for redeemable noncontrolling interests calculations;
- Valuation of stock-based compensation;

- The determination of liabilities under pension and other post-retirement benefit programs; and
- Income tax provisions and related valuation allowances.

Our actual business and financial results could differ from our estimates of such results, which could have a material adverse impact on our financial condition and results of operations.

An impairment charge on our goodwill or intangible assets could have a material adverse impact on our financial position and results of operations.

Because we have grown in part through acquisitions, goodwill and intangible assets represent a substantial portion of our assets. Under U.S. GAAP, we are required to test goodwill carried in our Consolidated Balance Sheets for possible impairment on an annual basis based upon a fair value approach. We also assess the recoverability of the unamortized balance of our intangible assets when indications of impairment are present based on expected future probability and undiscounted expected cash flows and their contribution to our overall operations. As of October 1, 2021, we had $7.20 billion of goodwill, representing 49.2% of our total assets of $14.63 billion. We have chosen to perform our annual impairment reviews of goodwill at the beginning of the fourth quarter of our fiscal year. We also are required to test goodwill for impairment between annual tests if events occur or circumstances change that would more likely than not reduce our enterprise fair value below its book value. These events or circumstances could include a significant change in the business climate, including a significant sustained decline in a reporting unit’s market value, legal factors, operating performance indicators, competition, sale or disposition of a significant portion of our business, potential government actions toward our facilities and other factors.

If our market capitalization drops significantly below the amount of net equity recorded on our balance sheet, it might indicate a decline in our fair value and would require us to further evaluate whether our goodwill has been impaired. If the fair value of our reporting units is less than their carrying value, we could be required to record an impairment charge. The amount of any impairment could be significant and could have a material adverse impact on our financial position and results of operations for the period in which the charge is taken. For a further discussion of goodwill impairment testing, please see Item 7- *Management’s Discussion and Analysis of Financial Condition and Results of Operations* below.

Impairment of long-lived assets or restructuring activities may require us to record a significant charge to earnings.

Our long-lived assets, including our lease right-of-use assets, equity investments and others, are subject to periodic testing for impairment. Failure to achieve sufficient levels of cash flow at the asset group level has resulted in, and could result in additional, impairment of our long-lived assets. Further changes in the business environment could lead to changes in the scope of operations of our business. These changes, including the closure of one or more offices, could result in restructuring and/or asset impairment charges. The COVID-19 pandemic raises the possibility of an extended global economic downturn which increase the risk of long-lived asset impairment charges.

We may be required to contribute additional cash to meet any underfunded benefit obligations associated with retirement and post-retirement benefit plans we manage or for which we have contribution and/or funding obligations.

We have various employee benefit plan obligations that require us to make contributions to satisfy, over time, our underfunded benefit obligations, which are generally determined by calculating the projected benefit obligations minus the fair value of plan assets. For example, as of October 1, 2021 and October 2, 2020, our defined benefit pension and post-retirement benefit plans were underfunded by $191.4 million and $400.4 million, respectively. See Note 13- *Pension and Other Postretirement Benefit Plans* in the Notes to Consolidated Financial Statements beginning on page F-1 of this Annual Report on Form 10-K for additional disclosure. In the future, our benefit plan obligations may increase or decrease depending on changes in the levels of interest rates, pension plan asset performance and other factors. If we are required to contribute a significant amount of the deficit for underfunded benefit plans, our cash flows could be materially and adversely affected.

We are also a participating employer in various Multi-Employer Pension Plans ("MEPPs") associated with some of the work we perform on a union basis, which MEPPs are managed by third party trusts and over which we have no control, including as to how the MEPPs are managed or financial investment decisions are made. If any of these MEPPs is underfunded, we could face the imposition of underfunded liability or withdrawal liability at a materially adverse level.

Negotiations with labor unions and possible work actions could disrupt operations and increase labor costs and operating expenses.

A certain portion of our work force has entered into, and additional portions may in the future enter into, collective bargaining agreements, which on occasion may require renegotiation. The outcome of future negotiations relating to union representation or collective bargaining agreements may not be favorable to the Company in that they may increase our operating expenses and lower our net income as a result of higher wages or benefit expenses. In addition, negotiations with unions diverts management attention and could disrupt operations, which may adversely affect our results of operations. If we are unable to negotiate acceptable collective bargaining agreements, we may have to address the threat of union-initiated work actions, including work slowdowns and strikes. Depending on the nature of the threat or the type and duration of any work action, these actions could have a material adverse impact on our business, financial condition and results of operations.

Demand for our services is cyclical as the sectors and industries in which our clients operate are impacted by economic downturns, reductions in government or private spending and times of political uncertainty.

We provide full spectrum technical and professional solutions to clients operating in a number of sectors and industries, including programs for various national governments, including the U.S. federal government; aerospace; automotive; pharmaceuticals and biotechnology; infrastructure; environmental and nuclear; buildings; smart cities; power; water; transportation; telecom and other general industrial and consumer businesses and sectors. These sectors and industries and the resulting demand for our services have been, and we expect will continue to be, cyclical and subject to significant fluctuations due to a variety of factors beyond our control, including economic conditions and changes in client spending, particularly during periods of economic or political uncertainty.

Uncertain global economic and political conditions may negatively impact our clients' ability and willingness to fund their projects, including their ability to raise capital and pay, or timely pay, our invoices. These factors may also cause our clients to reduce their capital expenditures, alter the mix of services purchased, seek more favorable price and other contract terms and otherwise slow their spending on our services. For example, in the public sector, declines in state and local tax revenues as well as other economic declines may result in lower state and local government spending. In addition, under such conditions, many of our competitors may be more inclined to take greater or unusual risks or accept terms and conditions in contracts that we might not deem acceptable. These conditions may reduce the demand for our services, which may have a material adverse impact on our business, financial condition and results of operations.

Additionally, uncertain economic and political conditions may make it difficult for our clients, our vendors, and us to accurately forecast and plan future business activities. For example, changes to U.S. policies related to global trade and tariffs during the former administration have resulted in uncertainty surrounding the future of the global economy as well as retaliatory trade measures implemented by other countries. The increasing cost of steel and aluminum may impact client spending. We cannot predict the outcome of changing trade policies or other unanticipated political conditions, nor can we predict the timing, strength or duration of any economic recovery or downturn worldwide or in our clients' markets. In addition, our business has traditionally lagged recoveries in the general economy and, therefore, may not recover as quickly as the economy at large. Weak economic conditions could have a material adverse impact on our business, financial condition and results of operations. On November 15, 2021, President Biden signed into law the Infrastructure Investment and Jobs Act. While the Act provides for funding in many of the markets in which the Company operates, the timing of the award of projects funded by the Act is uncertain, and the Company may not be able to obtain the expected benefits from the Act or any other infrastructure or stimulus spending. Furthermore, if a significant portion of our clients or projects are concentrated in a specific geographic area or industry, our business may be disproportionately affected by negative trends or economic downturns in those specific geographic areas or industries.

Regardless of economic or market conditions, investment decisions by our customers may vary by location or as a result of other factors like the availability of labor or relative construction cost. Because we are dependent on the timing and funding of new awards, we are therefore vulnerable to changes in our clients' markets and investment decisions. As a result, our past results have varied and may continue to vary depending upon the demand for future projects in the markets and the locations in which we operate.

Our operations may be impacted by the United Kingdom's exit from the European Union.

In June 2016, the U.K. held a referendum in which voters approved an exit from the E.U., commonly referred to as "Brexit." The U.K. formally exited the E.U. on January 30, 2020, pursuant to a withdrawal agreement between the U.K. government and the E.U. Upon its withdrawal, pursuant to an agreement reached between the U.K. and the E.U., a transition period came into effect, which ended on December 31, 2020, from which time the U.K. withdrew from the E.U. Single Market and Customs Union. On December 24, 2020, the E.U. and the U.K. agreed the terms of a trade and cooperation agreement which sets out the terms of their future relationship, which we refer to as the Trade Agreement. The Trade Agreement was approved by the U.K. Parliament, and applied provisionally until the end of April 2021, when the European Parliament approved the Trade Agreement. The Trade Agreement offers U.K. and E.U .businesses preferential access to each other's markets, ensuring imported goods will be free of tariffs and quotas. However, economic relations between the U.K. and the E.U. will now be on more restricted terms than before and there remains uncertainty around the post-Brexit regulatory environment, as the provisions of the Trade Agreement do not cover the services sector.

These restrictions may adversely affect our relationships with our existing and future customers, suppliers, employees, and subcontractors, or otherwise have an adverse effect on our business, financial condition and results of operations. The diverging regulatory environments also add additional complexity to our compliance programs. This uncertainty could cause significant economic disruption and further depress consumer confidence and the economy of the U.K. , which may cause our customers to closely monitor their costs, terminate or reduce the scope of existing contracts, decrease or postpone currently planned contracts, or negotiate for more favorable deal terms, each of which may have a negative impact on our business, financial condition and results of operations.

Rising inflation, interest rates, and/or construction costs could reduce the demand for our services as well as decrease our profit on our existing contracts, in particular with respect to our fixed-price contracts.

Rising inflation, interest rates, or construction costs could reduce the demand for our services. In addition, we bear all of the risk of rising inflation with respect to those contracts that are fixed-price. Because a significant portion of our revenues are earned from cost-reimbursable type contracts (approximately 76% during fiscal 2021), the effects of inflation on our financial condition and results of operations over the past few years have been generally minor. However, if we expand our business into markets and geographic areas where fixed-price and lump-sum work is more prevalent, inflation may have a larger impact on our results of operations in the future. Therefore, increases in inflation, interest rates or construction costs could have a material adverse impact on our business, financial condition and results of operations.

Foreign exchange risks may affect our ability to realize a profit from certain projects.

Our reported financial condition and results of operations are exposed to the effects (both positive and negative) that fluctuating exchange rates have on the process of translating the financial statements of our international operations, which are denominated in currencies other than the U.S. dollar, into the U.S. dollar. While we generally attempt to denominate our contracts in the currencies of our expenditures, we do enter into contracts that expose us to currency risk, particularly to the extent contract revenue is denominated in a currency different than the contract costs. We attempt to minimize our exposure from currency risks by obtaining escalation provisions for projects in inflationary economies or entering into derivative (hedging) instruments, when there is currency risk exposure that is not naturally mitigated via our contracts. These actions, however, may not always eliminate currency risk exposure. The governments of certain countries have or may in the future impose restrictive exchange controls on local currencies and it may not be possible for us to engage in effective hedging transactions to mitigate the risks associated with fluctuations in a particular currency. Based on fluctuations in currency, the U.S. dollar value of our backlog may from time to time increase or decrease significantly. We may also be exposed to limitations on our ability to reinvest earnings from operations in one country to fund the financing requirements of our operations in other countries.

Our global presence could give rise to material fluctuations in our income tax rates.

We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. We are regularly under audit by tax authorities. Although we believe that our tax estimates and tax positions are reasonable, they could be materially affected by many factors including the final outcome of tax audits and related litigation, the introduction of new tax accounting standards, legislation, regulations and related interpretations, our global mix of earnings, the realizability of deferred tax assets and changes in uncertain tax positions. An increase or decrease in our effective tax rate, or an ultimate determination that the Company owes more taxes than the amounts previously accrued, could have a material adverse impact on our financial condition and results of operations.

Our businesses could be materially and adversely affected by events outside of our control.

Extraordinary or force majeure events beyond our control, such as natural or man-made disasters, could negatively impact our ability to operate. As an example, from time to time we face unexpected severe weather conditions which may result in weather-related delays that are not always reimbursable under a fixed-price contract; evacuation of personnel and curtailment of services; increased labor and material costs in areas resulting from weather-related damage and subsequent increased demand for labor and materials for repairing and rebuilding; inability to deliver materials, equipment and personnel to job sites in accordance with contract schedules; and loss of productivity. We may remain obligated to perform our services after any such natural or man-made event, unless a force majeure clause or other contractual provision provides us with relief from our contractual obligations. If we are not able to react quickly to such events, or if a high concentration of our projects are in a specific geographic region that suffers from a natural or man-made catastrophe, our operations may be significantly affected, which could have a material adverse impact on our operations. In addition, if we cannot complete our contracts on time, we may be subject to potential liability claims by our clients which may reduce our profits.

Fluctuations in commodity prices may affect our customers' investment decisions and therefore subject us to risks of cancellation, delays in existing work, or changes in the timing and funding of new awards.

Commodity prices can affect our customers in a number of ways. For example, for those customers that produce commodity products such as oil, gas, copper, or fertilizers, fluctuations in price can have a direct effect on their profitability and cash flow and, therefore, their willingness to continue to invest or make new capital investments. Furthermore, declines in commodity prices can negatively impact our business in regions whose economies are substantially dependent on commodity prices, such as the Middle East. To the extent commodity prices decline or fluctuate and our customers defer new investments or cancel or delay existing projects, the demand for our services decreases, which may have a material adverse impact on our business, financial condition and results of operations.

Commodity prices can also strongly affect the costs of projects. Rising commodity prices can negatively impact the potential returns on investments that are planned, as well as those in progress, and result in customers deferring new investments or canceling or delaying existing projects. Cancellations and delays have affected our past results and may continue to do so in significant and unpredictable ways and could have a material adverse impact on our business, financial condition and results of operations.

Our continued success is dependent upon our ability to hire, retain, and utilize qualified personnel.

The success of our business is dependent upon our ability to hire, retain and utilize qualified personnel, including engineers, architects, designers, craft personnel and corporate leadership professionals who have the required experience and expertise at a reasonable cost. The market for these and other personnel is competitive. From time to time, it may be difficult to attract and retain qualified individuals with the expertise, and in the timeframe, demanded by our clients, or to replace such personnel when needed in a timely manner. In certain geographic areas, for example, we may not be able to satisfy the demand for our services because of our inability to successfully hire and retain qualified personnel. Furthermore, some of our personnel hold government granted clearance that may be required to obtain government projects. If we were to lose some or all of these personnel, they would be difficult to replace. Loss of the services of, or failure to recruit, qualified technical and leadership personnel could limit our ability to successfully complete existing projects and compete for new projects.

In addition, in the event that any of our key personnel retire or otherwise leave the Company, we need to have appropriate succession plans in place and to successfully implement such plans, which requires devoting time and resources toward identifying and integrating new personnel into leadership roles and other key positions. If we cannot attract and retain qualified personnel or effectively implement appropriate succession plans, it could have a material adverse impact on our business, financial condition and results of operations.

Our business strategy relies in part on acquisitions and strategic investments to sustain our growth. These transactions present certain risks and uncertainties.

Our business strategy involves growth through, among other things, the acquisition of, and strategic investments in, other companies. For example, we acquired CH2M in December 2017, KeyW in June 2019, John Wood Group's nuclear business in March 2020 and Buffalo Group in November 2020, and we completed a strategic investment in PA Consulting in March 2021. These transactions present a number of risks, including:

- Assumption of liabilities of an acquired business, including liabilities that were unknown at the time the transaction was negotiated;
- Failure of the target company to comply with U.S. federal, state, local and foreign laws and regulations and/or contractual requirements with government clients;
- Valuation methodologies may not accurately capture the value of the target company's business;
- Failure to realize anticipated benefits, such as cost savings, synergies, business opportunities and growth opportunities;
- The loss of key customers or suppliers, including as a result of any actual or perceived conflicts of interest;
- Difficulties or delays in obtaining regulatory approvals, licenses and permits;
- Difficulties relating to combining previously separate entities into a single, integrated, and efficient business;
- For strategic investments in which we do not acquire 100% of the target company, the other equity holders may have consent rights over certain actions taken by the company;
- In the event a target company continues to operate as a standalone company, it may result in additional costs;
- The effects of diverting leadership's attention from day-to-day operations to matters involving the integration of target companies;
- Potentially substantial transaction costs associated with business combinations, strategic investments and/or divestitures;
- Potential impairment resulting from the overpayment for an acquisition or investment or post-closing deterioration in the target company's business;
- Difficulties relating to assimilating the leadership, personnel, benefits, services, and systems of an acquired business and to assimilating marketing and other operational capabilities;
- Difficulties retaining key personnel of the target company;
- Increased burdens on our staff and on our administrative, internal control and operating systems, which may hinder our legal and regulatory compliance activities;
- Difficulties in applying and integrating our system of internal controls to the target company;
- Increased financial and accounting challenges and complexities in areas such as tax planning, treasury management, financial reporting and internal controls;
- The potential requirement for additional equity or debt financing, which may not be available, or if available, may not have favorable terms; and
- The risks discussed in this Item 1A. Risk Factors that may relate to the activities of the acquired business prior to the acquisition.

While we may obtain indemnification rights from the sellers of acquired businesses and/or insurance that could mitigate certain of these risks, such rights may be difficult to enforce, the losses may exceed any dedicated escrow funds and the indemnitors may not have the ability to financially support the indemnity, or the insurance coverage may be unavailable or insufficient to cover all losses.

If our leadership is unable to successfully integrate acquired companies or implement our growth strategy with respect to acquisitions and/or strategic investments, our operating results could be harmed. In addition, we may not realize the full benefits of an acquisition or strategic investments, including the synergies, cost savings, or sales or growth opportunities that we expect. These benefits may not be achieved within the anticipated time frame, or at all. Moreover, we cannot assure that we will continue to successfully expand or that growth or expansion will result in profitability.

In addition, there is no assurance that we will continue to locate suitable acquisition or investment targets or that we will be able to consummate any such transactions on terms and conditions acceptable to us. Existing cash balances and cash flow from operations, together with borrowing capacity under our credit facilities, may be insufficient to make acquisitions and/or strategic investments. Future acquisitions and/or strategic investments may require us to obtain additional equity or debt financing, which may not be available on attractive terms, or at all. Acquisitions and/or strategic investments may also bring us into businesses we have not previously conducted and expose us to additional business risks that are different than those we have traditionally experienced.

Acquisitions, strategic investments and divestitures create various business risks and uncertainties during the pendency of the transaction.

Consummation of any merger, strategic investment or divestiture is subject to the satisfaction of customary conditions, including one or more of the following: (i) due diligence and its associated time and cost commitments, (ii) board and shareholder approval, (iii) regulatory approvals, (iv) the absence of any legal restraint that would prevent the consummation of the transaction, (v) the absence of material adverse conditions which can prevent the consummation of the transaction, and (vi) compliance with covenants and the accuracy of representations and warranties contained in the transaction agreement, among others. One or more of these conditions may not be fulfilled and, accordingly, the transaction may not be consummated or may be significantly delayed. In such case, our ongoing business, financial condition and results of operations may be materially adversely affected and the market price of our common stock may decline, particularly to the extent that the market price reflects a market assumption that the transaction will be consummated or will be consummated within a particular timeframe.

Furthermore, most transactions require the Company to incur substantial expense associated with closing and if the transaction is not consummated, we will incur these expenses without realizing the expected benefits. The pursuit of the transaction will also require management attention and use of internal resources that would otherwise be focused on general business operations. In addition, customers’ uncertainty about the effect of the transaction may have an adverse effect on the ability to win customer contracts, or could cause existing clients to seek to change existing business relationships. Employee morale due to the uncertainties associated with the transaction could also be negatively affected. Any of the foregoing, or other risks arising in connection with a failure or delay in consummating a transaction, including the diversion of management attention or loss of other opportunities during the pendency of the transaction, could have a material adverse effect on our business, financial condition and results of operations.

We may make minority investments that subject us to risks and uncertainties outside of our control.

From time to time, the Company may make minority investments in the equity securities of companies that we do not control. Minority investments inherently involve a lesser degree of control over business operations, thereby potentially increasing the financial, legal, operational and/or compliance risks associated with the minority investment.

To the extent we hold only a minority equity interest in a company, we may lack affirmative control rights, which may diminish our ability to influence the company’s affairs in a manner intended to enhance the value of our investment in the company. We could incur losses if the majority stakeholders or the management of the company takes risks or otherwise acts in a manner that does not serve our interests. In addition, we could be subject to reputational harm if the company in which the investment is made makes business, financial or management decisions with which we do not agree. These circumstances could also lead to disputes and litigation with management or employees of the company in which the investment is made, or its other stockholders.

In most cases, the companies in which we make investments will have indebtedness or equity securities, or may be permitted to incur indebtedness or to issue equity securities, that rank senior to our investment. We also may make investments in early-stage companies that depend on venture funding and are not profitable. In the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a company in which an investment is made, holders of debt instruments and securities ranking senior to our investment would typically be entitled to receive payment in full before distributions could be made in respect of our investment.

We may also enter into separate commercial arrangements with these companies, whether before, concurrently with, or after making such minority investment. In certain cases, the commercial arrangement may be a driving factor behind our investment. We cannot assure you that that the commercial arrangement will further our business strategy as we expected. We may not realize all the economic benefits expected from the commercial agreement, or realize the expected return on our investments.

Unavailability or cancellation of third-party insurance coverage could 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 because 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, then our overall risk exposure and our operational expenses could increase, and the management of our business operations could 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.

Assertions by third parties of infringement, misappropriation or other violations by us of their intellectual property rights could result in significant costs and substantially harm our business, financial condition and operation results.

In recent years, there has been significant litigation involving intellectual property rights in technology industries. We may face from time to time, allegations that we or a supplier or customer have violated the rights of third parties, including patent, trademark, and other intellectual property rights. If, with respect to any claim against us for violation of third-party intellectual property rights, we are unable to prevail in the litigation or retain or obtain sufficient rights or develop non-infringing intellectual property or otherwise alter our business practices on a timely or cost-efficient basis, our business, financial condition or results of operations may be adversely affected.

Any infringement, misappropriation or related claims, whether or not meritorious, are time consuming, divert technical and management personnel, and are costly to resolve. As a result of any such dispute, we may have to develop non-infringing technology, pay damages, enter into royalty or licensing agreements, cease utilizing products or services, or take other actions to resolve the claims. These actions, if required, may be costly or unavailable on terms acceptable to us.

Our professional reputation and relationships with U.S. government agencies are critical to our business, and any harm to our reputation or relationships could decrease the amount of business the U.S. government does with us, which could have a material adverse effect on our business, financial condition and results of operations.

A significant portion of our revenue is earned directly or indirectly from agencies of the U.S. federal government. If our reputation or relationships with these agencies were harmed, our future revenue and growth prospects would be materially and adversely affected. Our reputation and relationship with the U.S. government is a key factor in maintaining and growing revenue under contracts with the U.S. government. Negative press reports regarding poor contract performance, employee misconduct, information security breaches, engagements in or perceived connections to politically or socially sensitive activities, or other aspects of our business, or regarding government contractors generally, could harm our reputation. In addition, to the extent our performance under a contract does not meet a U.S. government agency’s expectations, the client might seek to terminate the contract prior to its scheduled expiration date, provide a negative assessment of our performance to government-maintained contractor past-performance data repositories, fail to award us additional business under existing contracts or otherwise, and direct future business to our competitors. If our reputation or relationships with these agencies are negatively affected, or if we are suspended or debarred from contracting with government agencies for any reason, such actions would decrease the amount of business that the U.S. government does with us, which would have a material adverse effect on our business, financial condition and results of operations.

Our focus on new growth areas for our business entails risks, including those associated with new relationships, clients, talent needs, capabilities, service offerings, and maintaining our collaborative culture and core values.

We are focused on growing our presence in our addressable markets by: expanding our relationships with existing clients, developing new clients by leveraging our core competencies, further developing our existing capabilities and service offerings, creating new capabilities and service offerings to address our clients' emerging needs, and undertaking business development efforts focused on identifying near-term developments and long-term trends that may pose significant challenges for our clients. These efforts entail inherent risks associated with innovation and competition from other participants in those areas, potential failure to help our clients respond to the challenges they face, our ability to comply with uncertain evolving legal standards applicable to certain of our service offerings, including those in the cybersecurity area, and, with respect to potential international growth, risks associated with operating in foreign jurisdictions, such as compliance with applicable foreign and U.S. laws and regulations that may impose different and, occasionally, conflicting or contradictory requirements, and the economic, legal, and political conditions in the foreign jurisdictions in which we operate. As we attempt to develop new relationships, clients, capabilities, and service offerings, these efforts could harm our results of operations due to, among other things, a diversion of our focus and resources and actual costs, opportunity costs of pursuing these opportunities in lieu of others and a failure to reach a profitable return on our investments in new technologies, capabilities, and businesses, including expenses on research and development investments, and these efforts could ultimately be unsuccessful.

The needs of our customers change and evolve regularly and in particular due to complex and rapidly changing technologies. Our success depends upon our ability to identify emerging technological trends; develop technologically advanced, innovative, and cost-effective products and services; and market these products and services to our customers. Our success also depends on our continued access to suppliers of important technologies and components. The possibility exists that our competitors might develop new capabilities or service offerings that might cause our existing capabilities and service offerings to become obsolete. If we fail in our new capabilities development efforts or our capabilities or services fail to achieve market acceptance more rapidly than our competitors, our ability to procure new contracts could be negatively impacted, which would negatively impact our results of operations and financial condition.

Our ability to grow our business by leveraging our operating model to efficiently and effectively deploy our people across our client base is also largely dependent on our ability to maintain our collaborative culture. To the extent that we are unable to maintain our culture for any reason, including our effort to focus on new growth areas, we may be unable to grow our business. Any such failure could have a material adverse effect on our business and results of operations.

In addition, with the growth of our U.S. and international operations, we provide client services and undertake business development efforts in numerous and disparate geographic locations, both domestically and internationally. Our ability to effectively serve our clients is dependent upon our ability to successfully leverage our operating model across all of these and any future locations, maintain effective management controls over all of our locations to ensure, among other things, compliance with applicable laws, rules and regulations, and instill our core values in all of our personnel at each of these and any future locations. Any inability to ensure any of the foregoing could have a material adverse effect on our business and results of operations.

Risks Related to Regulatory Compliance

Past and future environmental, health, and safety laws could impose significant additional costs and liabilities.

We are subject to a variety of environmental, health, and safety laws and regulations governing, among other things, discharges to air and water, the handling, storage and disposal of hazardous or waste materials and the remediation of contamination associated with the releases of hazardous substances, and human health and safety. These laws and regulations and the risk of attendant litigation can cause significant delays to a project and add significantly to its cost. Violations of these regulations could subject us and our management to civil and criminal penalties and other liabilities.

Various U.S. federal, state, local and foreign environmental laws and regulations may impose liability for property damage and costs of investigation and cleanup of hazardous or toxic substances on property currently or previously owned by us or arising out of our waste management or environmental remediation activities. These laws may impose responsibility and liability without regard to knowledge of or causation of the presence of contaminants. The liability under these laws may be joint and several. We have potential liabilities associated with our past waste management and other activities and with our current and prior ownership of various properties. The discovery of additional contaminants or the imposition of unforeseen clean-up obligations at these or other sites could have a material adverse impact on our financial condition and results of operations.

When we perform our services, our personnel and equipment may be exposed to radioactive and hazardous materials and conditions. We are subject to liability claims by employees, customers and third parties as a result of such exposures. In addition, we are subject to fines, penalties or other liabilities arising under environmental or safety laws. A claim, if not covered or only partially covered by insurance, could have a material adverse impact on our results of operations and financial condition.

Health, safety, and environmental laws and regulations and policies are reviewed periodically and any changes thereto could affect us in substantial and unpredictable ways. Such changes could, for example, relax or repeal laws and regulations relating to the environment, which could result in a decline in the demand for our environmental services and, in turn, could negatively impact our revenue. Changes in the environmental laws and regulations, remediation obligations, enforcement actions, stricter interpretations of existing requirements, future discovery of contamination or claims for damages to persons, property, natural resources or the environment could result in material costs and liabilities that we currently do not anticipate. Failure to comply with any environmental, health, or safety laws or regulations, whether actual or alleged, exposes us to fines, penalties or potential litigation liabilities, including costs, settlements and judgments, any of which could adversely affect our business, financial condition and results of operations.

In addition, we and many of our clients operate in highly regulated environments, which requires us or our clients to obtain, and to comply with, federal, state and local government permits and approvals. These permits or approvals are subject to denial, revocation or modification under various circumstances. Failure to obtain or comply with, or the loss or modification of, the conditions of permits or approvals subjects us to the risk of penalties or other liabilities, which could have a material adverse impact on our business, financial condition and result of operations.

If we fail to comply with federal, state, local or foreign governmental requirements, our business may be adversely affected.

We are subject to U.S. federal, state, local and foreign laws and regulations that affect our business. For example, our global operations require importing and exporting goods and technology across international borders which requires compliance with both export regulatory laws and International Trafficking in Arms Regulations (“ITAR”). Although we have policies and procedures to comply with U.S. and foreign international trade laws, the violation of such laws could subject the Company and its employees to civil or criminal penalties, including substantial monetary fines, or other adverse actions including denial of import or export privileges or debarment from participation in U.S. government contracts, and could damage our reputation and our ability to do business.

We could be adversely affected by violations of the U.S. Foreign Corrupt Practices Act and similar worldwide anti-bribery laws.

The U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act of 2010, and similar anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments for the purpose of obtaining or retaining business. Our policies mandate compliance with these anti-bribery laws, including the requirements to maintain accurate information and internal controls. We operate in many parts of the world that have experienced governmental corruption to some degree and in certain circumstances; strict compliance with anti-bribery laws may conflict with local customs and practices. Despite our training and compliance programs, there is no assurance that our internal control policies and procedures will protect us from acts committed by our employees or agents. If we are found to be liable for FCPA or other violations (either due to our own acts or our inadvertence, or due to the acts or inadvertence of others), we could suffer from civil and criminal penalties or other sanctions, including contract cancellations or debarment and loss of reputation, any of which could have a material adverse impact on our business, financial condition and results of operations.

Risks Related to Climate Change

Climate change and related environmental issues could have a material adverse impact on our business, financial condition and results of operations.

Climate change related events, such as increased frequency and severity of storms, floods, wildfires, droughts, hurricanes, freezing conditions, and other natural disasters, may have a long-term impact on our business, financial condition and results of operation. While we seek to mitigate our business risks associated with climate change, we recognize that there are inherent climate related risks regardless of where we conduct our businesses. For example, a catastrophic natural disaster could negatively impact any of our office locations and the locations of our customers. Access to clean water and reliable energy in the communities where we conduct our business is critical to our operations. Accordingly, a natural disaster has the potential to disrupt our and our customers’ businesses and may cause us to experience work stoppages, project delays, financial losses and additional costs to resume operations, including increased insurance costs or loss of cover, legal liability and reputational losses.

Further, the risks caused by climate change span across the full spectrum of the industry sectors we serve. Our services and solutions span water, energy, the natural and built environment, transportation, national security, cyber and aerospace. The direct physical risks that climate change poses to infrastructure through chronic environmental changes, such as rising sea levels and temperatures, and acute events, such as hurricanes, droughts and wildfires, is common to each of these sectors. Infrastructure owners could face increased costs to maintain their assets, which could result in reduced profitability and fewer resources for strategic investment. These types of physical risks could in turn lead to transitional risks (i.e., the degree to which society responds to the threat of climate change), such as market and technology shifts, including decreased demand for our services and solutions, reputational risks, such as how our values and practices regarding a low carbon transition are viewed by external and internal stakeholders, and policy and legal risks, such as the extent to which low carbon transitions are driven by the governments in which we operate around the globe, all of which could have a material adverse impact on our business, financial condition and results of operations

We may be affected by market or regulatory responses to climate change.

Growing public concern about climate change has resulted in the increased focus of local, state, regional, national and international regulatory bodies on GHG emissions and climate change issues. Legislation to regulate GHG emissions has periodically been introduced in the U.S. Congress, and there has been a wide-ranging policy debate, both in the United States and internationally, regarding the impact of these gases and possible means for their regulation. The Biden Administration has made climate change and the limitation of GHG emissions one of its initial and primary objectives. For example, in January 2021, President Biden signed a number of executive orders with respect to GHGs, including one recommitting the United States to the Paris Agreement, pursuant to which nearly 200 nations have committed to reduce global emissions. Additionally, President Biden announced the United States' Nationally Determined Contribution (NDC) under the Paris Agreement at his summit on climate change on April 22, 2021. The target aims to reduce U.S. emissions by 50-52% compared to a 2005 baseline by 2030. Several states and geographic regions in the United States have also adopted legislation and regulations to reduce emissions of GHGs. Additional legislation or regulation by these states and regions, the U.S. Environmental Protection Agency, and/or any international agreements to which the United States may become a party, that control or limit GHG emissions or otherwise seek to address climate change could result in increased compliance costs for us and our clients and have other impacts on our clients, including those who are involved in the exploration, production or refining of fossil fuels, emit greenhouse gases through the combustion of fossil fuels or emit greenhouse gases through the mining, manufacture, utilization or production of materials or goods. In addition, the recent announcement of the Methane Reduction Pledge as part of the Glasgow Climate Pact agreed at COP26 could also have implications for some of our clients' businesses.. Such policy changes could increase the costs of projects for our clients or, in some cases, prevent a project from going forward, thereby potentially reducing the need for our services, which would in turn have a material adverse impact on our business, financial condition and results of operations. Further, climate legislation across all geographies poses a similar risk to us and our clients as we operate globally. However, policy changes and climate legislation could also increase the overall demand for our services as our clients and partners work to comply with such policies, such as by decarbonizing their industries, transitioning from fossil fuels to renewable energy sources and developing integrated and sustainable solutions, which could have a positive impact on our business. We cannot predict when or whether any of these various proposals may be enacted or what their effect will be on us or on our customers.

We may be unable to achieve our climate commitments and targets.

At Jacobs, we have committed to help solve the climate crisis by setting ambitious climate commitments and targets, including our goal to be carbon negative for our operations and business travel. However, achievement of our climate commitments and targets, including our carbon negative goal, is subject to risks and uncertainties, many of which are outside of our control. These risks and uncertainties include, but are not limited to: our ability to execute our operational strategies and achieve our goals within the currently projected costs and the expected timeframes; the availability and cost of alternative fuels, global electrical charging infrastructure, off-site renewable energy and other materials and components; unforeseen design, operational and technological difficulties; the outcome of research efforts and future technology developments, including the ability to scale projects and technologies on a commercially competitive basis such as carbon sequestration and/or other related processes; compliance with, and changes or additions to, global and regional regulations, taxes, charges, mandates or requirements relating to GHG emissions, carbon costs or climate-related goals; labor-related regulations and requirements that restrict or prohibit our ability to impose requirements on third party contractors; adapting products to customer preferences and customer acceptance of sustainable supply chain solutions; the actions of competitors and competitive pressures; an acquisition of or merger with another company that has not adopted similar carbon negative goals or whose progress towards reaching its carbon negative goals is not as advanced as ours; and the pace of regional and global recovery from the COVID-19 pandemic. Accordingly, there is no assurance that we will be able to successfully execute our operational strategies and achieve our climate commitments and targets.

While our climate commitments and targets are ambitious, we believe that they are realistic and achievable. We have also developed a roadmap for implementation of our carbon reduction goals and our global emissions reduction trajectory suggests that we are on the pathway to meet our targets. However, we also recognize that some of our emission reductions over the past two years may have been primarily the result of the global COVID-19 pandemic. Our roadmap recognizes this and we are putting measures in place now to ensure that we remain on that same trajectory however we cannot guarantee that such measures will be successful. Failure to achieve our climate commitments and targets could damage our reputation and our customer and other stakeholder relationships. Further, investors have recently increased their focus on environmental, social and governance matters, including practices related to GHGs and climate change. An increasing percentage of the investment community considers sustainability factors in making investment decisions, and an increasing number of entities are considering sustainability factors in awarding business. If we are unable to meet our climate commitments and targets and appropriately address sustainability enhancement, we may lose investors, customers, or partners, our stock price may be negatively impacted, our reputation may be negatively affected, and it may be more difficult for us to compete effectively, all of which would have an adverse effect on our business, results of operations and financial condition, as well as on the price of our common stock.

Risks Related to Our Indebtedness

We rely on cash provided by operations and liquidity under our credit facilities to fund our business. Negative conditions in the credit and financial markets and delays in receiving client payments could adversely affect our cost of borrowing and our business.

Although we finance much of our operations using cash provided by operations, at times we depend on the availability of credit to grow our business and to help fund business acquisitions. We are currently a borrower under several credit facilities. These facilities all contain customary covenants restricting, among other things, our ability to incur certain liens and indebtedness. We are also subject to certain financial covenants, including maintenance of a maximum consolidated leverage ratio. A breach of any covenant or our inability to comply with the required financial ratios could result in a default under one or more of our credit facilities and limit our ability to do further borrowing. Instability in the credit markets in the U.S. or abroad could cause the availability of credit to be relatively difficult or expensive to obtain at competitive rates, on commercially reasonable terms or in sufficient amounts. This situation could make it more difficult or more expensive for us to access funds, refinance our existing indebtedness, enter into agreements for new indebtedness, or obtain funding through the issuance of securities or such additional capital may not be available on terms acceptable to us, or at all. We may also enter into business acquisition agreements that require us to access credit, which if not available at the closing of the acquisition could result in a breach of the acquisition agreement and a resulting claim for damages by the sellers of such business. In addition, market conditions could negatively impact our clients' ability to fund their projects and, therefore, utilize our services, which could have a material adverse impact on our business, financial condition, and results of operations.

In addition, we are subject to the risk that the counterparties to our credit agreements may go bankrupt if they suffer catastrophic demand on their liquidity that will prevent them from fulfilling their contractual obligations to us. We also routinely enter into contracts with counterparties including vendors, suppliers and subcontractors that may be negatively impacted by events in the credit markets. If those counterparties are unable to perform their obligations to us or our clients, we may be required to provide additional services or make alternate arrangements on less favorable terms with other parties to ensure adequate performance and delivery of services to our clients. These circumstances could also lead to disputes and litigation with our partners or clients, which could have a material adverse impact on our reputation, business, financial condition and results of operations.

Some of our customers, suppliers and subcontractors depend on access to commercial financing and capital markets to fund their operations. Disruptions of the credit or capital markets could adversely affect our clients' ability to finance projects and could result in contract cancellations or suspensions, project delays and payment delays or defaults by our clients. In addition, clients may be unable to fund new projects, may choose to make fewer capital expenditures or otherwise slow their spending on our services or to seek contract terms more favorable to them. Our government clients may face budget deficits that prohibit them from funding proposed and existing projects or that cause them to exercise their right to terminate our contracts with little or no prior notice. In addition, any financial difficulties suffered by our subcontractors or suppliers could increase our cost or adversely impact project schedules. These disruptions could materially impact our backlog and have a material adverse impact on our business, financial condition and results of operations.

In addition, we typically bill our clients for our services in arrears and are, therefore, subject to our clients delaying or failing to pay our invoices after we have already committed resources to their projects. In weak economic environments, we may experience increased delays and failures due to, among other reasons, our clients' unwillingness to pay for alleged poor performance or to preserve their own working capital. If one or more clients delays in paying or fails to pay us a significant amount of our outstanding receivables, it could have a material adverse impact on our liquidity, financial condition and results of operations.

Furthermore, our cash balances and short-term investments are maintained in accounts held by major banks and financial institutions located primarily in North America, Europe, South America, Australia and Asia. Some of our accounts hold deposits in amounts that exceed available insurance. Although none of the financial institutions in which we hold our cash and investments have gone into bankruptcy or forced receivership, or have been seized by their governments, there is a risk that such events may occur in the future. If any such events were to occur, we would be at risk of not being able to access our cash, which may result in a temporary liquidity crisis that could impede our ability to fund our operations, which could have a material adverse impact on our business, financial condition and results of operations.

Maintaining adequate bonding and letter of credit capacity is necessary for us to successfully bid on and win some contracts.

In line with industry practice, we are often required to provide performance or payment bonds or letters of credit to our customers. These instruments indemnify the customer should we fail to perform our obligations under the contract. If a bond or a letter of credit is required for a particular project and we are unable to obtain an appropriate bond or letter of credit, we cannot pursue that project. Historically, we have had adequate bonding and letter of credit capacity but, as is typically the case, the issuance of a bond is at the surety's sole discretion and the issuance of a letter of credit is based on the Company's credit-worthiness. Because of an overall lack of worldwide bonding capacity, we may find it difficult to find sureties who will provide required levels of bonding or such bonding may only be available at significant additional cost. There can be no assurance that our bonding capacity will continue to be available to us on reasonable terms. In addition, future projects may require us to obtain letters of credit that extend beyond the term of our existing credit facilities. Our inability to obtain adequate bonding and, as a result, to bid on new contracts that require such bonding or letter of credit could have a material adverse impact on our business, financial condition and results of operations.

Risks Related to Our Common Stock

Our quarterly results may fluctuate significantly, which could have a material negative effect on the price of our common stock.

Our quarterly operating results may fluctuate significantly or fall below the expectations of securities analysts, which could have a material adverse impact on the price of our common stock. Fluctuations are caused by a number of factors, including:

- Legal proceedings, disputes and/or government investigations;
- Fluctuations in the spending patterns of our government and commercial customers;
- The number and significance of projects executed during a quarter;
- Unanticipated changes in contract performance, particularly with contracts that have funding limits;
- The timing of resolving change orders, requests for equitable adjustments, and other contract adjustments;
- Delays incurred in connection with a project;
- Changes in prices of commodities or other supplies;
- Changes in foreign currency exchange rates;
- Weather conditions that delay work at project sites;
- The timing of expenses incurred in connection with acquisitions or other corporate initiatives;
- The decision by the Board of Directors to begin or cease paying a dividend, and the expectation that if the Company pays dividends, it would declare dividends at the same or higher levels in the future;
- Natural disasters or other crises;
- Staff levels and utilization rates;
- Changes in prices of services offered by our competitors; and
- General economic and political conditions.

There can be no assurance that we will pay dividends on our common stock.

Our Board of Directors initiated a quarterly cash dividend program in fiscal 2017 under which we have paid, and intend to continue paying, regular quarterly dividends. The declaration, amount and timing of such dividends are subject to capital availability and determinations by our Board of Directors that cash dividends are in the best interest of our stockholders and are in compliance with all respective laws and applicable agreements. Our ability to pay dividends will depend upon, among other factors, our cash balances and potential future capital requirements for strategic transactions, including acquisitions, debt service requirements, results of operations, financial condition and other factors that our Board of Directors may deem relevant. A reduction in or elimination of our dividend payments and/or our dividend program could have a material negative effect on our stock price.

In the event we issue stock as consideration for certain acquisitions we may make, we could dilute share ownership, and if we receive stock in connection with a divestiture, the value of stock is subject to fluctuation.

One method of acquiring companies or otherwise funding our corporate activities is through the issuance of additional equity securities. If we issue additional equity securities, such issuances could have the effect of diluting our earnings per share as well as our existing shareholders' individual ownership percentages in the Company.

In addition, if we receive stock or other equity securities in connection with a sale or divestiture of a business, the value of such stock will fluctuate and/or be subject to trading restrictions. Stock price changes may result from, among other things, changes in the business, operations or prospects of the issuer prior to or following the transaction, litigation or regulatory considerations, general business, market, industry or economic conditions, the ability to sell all or a portion of the stock based on current market conditions, and other factors both within and beyond the control of the Company. In addition, if the stock received is valued in a currency other than U.S. dollars, the value of such stock will also fluctuate based on foreign currency rates.

Delaware law and our charter documents may impede or discourage a takeover or change of control.

We are a Delaware corporation. Certain anti-takeover provisions of the Delaware general corporation law impose restrictions on the ability of others to acquire control of us. In addition, certain provisions of our charter documents may impede or discourage a takeover. For example:

- Only our Board of Directors can fill vacancies on the board;
- There are various restrictions on the ability of a shareholder to nominate a director for election; and
- Our Board of Directors can authorize the issuance of preferred shares.

These types of provisions, as well as our ability to adopt a shareholder rights agreement in the future, could make it more difficult for a third party to acquire control of us, even if the acquisition would be beneficial to our shareholders. Accordingly, shareholders may be limited in the ability to obtain a premium for their shares.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 2. PROPERTIES

Our properties consist primarily of office space within general, commercial office buildings located in major cities primarily in the following countries: United States; Armenia; Australia; Azerbaijan; Canada; China; Czech Republic; Denmark; Egypt; France; Germany; Hong Kong; India; Indonesia; Iraq; Ireland; Italy; Kazakhstan; Malaysia; The Netherlands; New Zealand; The Philippines; Poland; Qatar; Romania; Saudi Arabia; Singapore; Slovakia; South Africa; South Korea; Sweden; Switzerland; Taiwan (Province of China); Thailand; Ukraine; United Arab Emirates and United Kingdom. We also lease smaller offices located in certain other countries. Such space is used for operations (providing technical, professional, and other home office services), sales and administration. The total amount of space leased by us for all of our operations is approximately 7.4 million square feet. We continue to evaluate our real estate needs in connection with changes in the Company's use of its leased space as a result of the COVID-19 pandemic, and as part of the integration of our prior acquisitions.

Item 3. LEGAL PROCEEDINGS

The information required by this Item 3 is included in Note 19- *Contractual Guarantees, Litigation, Investigations and Insurance* of Notes to Consolidated Financial Statements beginning on page F-1 of this Annual Report on Form 10-K and is incorporated herein by reference.

Item 4. MINE SAFETY DISCLOSURE

None.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock is listed on the New York Stock Exchange under the ticker symbol "J".

Shareholders

According to the records of our transfer agent, there were 2,954 shareholders of record as of November 12, 2021.

Dividend Policy

Our Board of Directors initiated a quarterly cash dividend program in fiscal 2017 under which we have paid, and intend to continue paying, regular quarterly dividends. The declaration, amount and timing of such dividends are subject to capital availability and determinations by our Board of Directors that cash dividends are in the best interest of our stockholders and are in compliance with all respective laws and applicable agreements. Our ability to pay dividends will depend upon, among other factors, our cash balances and potential future capital requirements for strategic transactions, including acquisitions, debt service requirements, results of operations, financial condition and other factors that our Board of Directors may deem relevant.

Share Repurchases

On January 17, 2019, the Company's Board of Directors authorized a share repurchase program of up to $1.0 billion of the Company's common stock, to expire on January 16, 2022 (the "2019 Repurchase Authorization"). On January 16, 2020, the Company's Board of Directors authorized an additional share repurchase program of up to $1.0 billion of the Company's common stock, to expire on January 15, 2023 (the "2020 Repurchase Authorization"). In the fourth quarter of fiscal 2021 the Company launched an accelerated share repurchase program by advancing $250 million to a financial institution in a privately negotiated transaction.

The following table summarizes the activity under the 2019 and 2020 Repurchase Authorizations during fiscal 2021:

Amount Authorized (2019 and 2020 Repurchase Authorizations)	Average Price Per Share (1)	Shares Repurchased	Total Shares Retired
$2,000,000,000	$131.22	1,726,472	1,726,472

(1) Includes commissions paid and calculated at the average price per share

As a precautionary measure in light of the COVID-19 pandemic, the Company temporarily suspended purchases under the share repurchase plan in March 2020, with such suspension remaining in effect through the fiscal third quarter of 2020. During the fourth fiscal quarter of 2020, the Company resumed share repurchases. As of October 1, 2021, the Company has no remaining amounts available under the 2019 Repurchase Authorization and $782.9 million remaining under the 2020 Repurchase Authorization.

Our share repurchase programs do not obligate the Company to purchase any shares. Share repurchases may be executed through various means including, without limitation, accelerated share repurchases, open market transactions, privately negotiated transactions, purchases pursuant to a Rule 10b5-1 plan or otherwise. The authorization for the share repurchase programs may be terminated, increased or decreased by the Company's Board of Directors in its discretion at any time. The timing, amount and manner of share repurchases may depend upon market conditions and economic circumstances, availability of investment opportunities, the availability and costs of financing, currency fluctuations, the market price of the Company's common stock, other uses of capital and other factors.

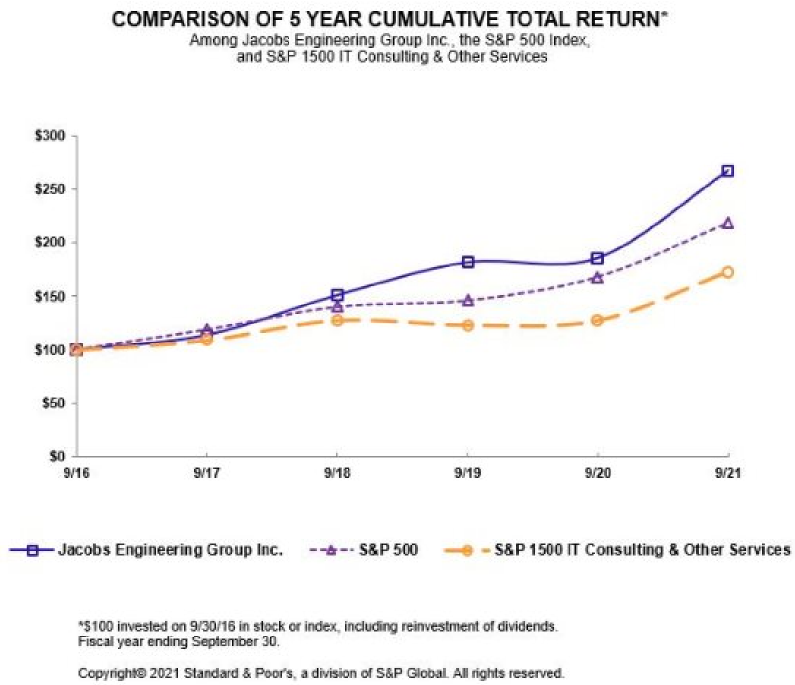
Unregistered Sales of Equity Securities

None.

Performance Graph

The following graph and table shows the changes over the five-year period ended October 1, 2021 in the value of $100 as of the close of market on September 30, 2016 in (1) the common stock of Jacobs Engineering Group Inc., (2) the Standard & Poor’s 500 Stock Index and (3) the Standard & Poor's 1500 IT Consulting & Other Services Index.

The values of each investment are based on share price appreciation, with reinvestment of all dividends, provided any were paid. The investments are assumed to have occurred at the beginning of the period presented. The stock performance included in this graph is not necessarily indicative of future stock price performance.



	2016	2017	2018	2019	2020	2021
Jacobs Engineering Group Inc.	100.00	113.60	150.86	181.65	185.79	267.25
S&P 500	100.00	118.61	139.85	145.80	167.89	218.27
S&P 1500 IT Consulting & Other Services	100.00	109.04	127.58	123.12	127.55	172.79

Item 6. SELECTED FINANCIAL DATA

The information required by Item 301 and Item 302 of Regulation S-K has been omitted as we have elected to adopt the changes to Item 301 and Item 302 of Regulation S-K contained in SEC Release No. 33-10890.

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

Critical Accounting Policies and Estimates

In order to better understand the changes that occur to key elements of our financial condition, results of operations and cash flows, a reader of this Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be aware of the critical accounting policies we apply in preparing our consolidated financial statements.

The consolidated financial statements contained in this report were prepared in accordance with U.S. GAAP. The preparation of our consolidated financial statements and the financial statements of any business performing long-term professional services, engineering and construction-type contracts requires management to make certain estimates and judgments that affect both the entity's results of operations and the carrying values of its assets and liabilities. Although our significant accounting policies are described in Note 2- *Significant Accounting Policies* of Notes to Consolidated Financial Statements beginning on page F-1 of this Annual Report on Form 10-K, the following discussion is intended to highlight and describe those accounting policies that are especially critical to the preparation of our consolidated financial statements.

Revenue Accounting for Contracts

Engineering, Procurement & Construction Contracts and Service Contracts

On September 29, 2018, the Company adopted ASC Topic 606, *Revenue from Contracts with Customers,* including the subsequent ASUs that amended and clarified the related guidance. The Company recognizes engineering, procurement, and construction contract revenue over time, as performance obligations are satisfied, due to the continuous transfer of control to the customer. Upon adoption of ASC Topic 606, contracts which include engineering, procurement and construction services are generally accounted for as a single deliverable (a single performance obligation) and are no longer segmented between types of services. In some instances, the Company's services associated with a construction activity are limited only to specific tasks such as customer support, consulting or supervisory services. In these instances, the services are typically identified as separate performance obligations.

The Company recognizes revenue using the percentage-of-completion method, based primarily on contract costs incurred to date compared to total estimated contract costs. Estimated contract costs include the Company's latest estimates using judgments with respect to labor hours and costs, materials, and subcontractor costs. The percentage-of-completion method (an input method) is the most representative depiction of the Company's performance because it directly measures the value of the services transferred to the customer. Subcontractor materials, labor and equipment and, in certain cases, customer-furnished materials and labor and equipment are included in revenue and cost of revenue when management believes that the company is acting as a principal rather than as an agent (e.g., the company integrates the materials, labor and equipment into the deliverables promised to the customer or is otherwise primarily responsible for fulfillment and acceptability of the materials, labor and/or equipment). The Company recognizes revenue, but not profit, on certain uninstalled materials that are not specifically produced, fabricated, or constructed for a project. Under the typical payment terms of our engineering, procurement and construction contracts, amounts are billed as work progresses in accordance with agreed-upon contractual terms at periodic intervals (e.g., biweekly or monthly) and customer payments on are typically due within 30 to 60 days of billing, depending on the contract.

For service contracts, the Company recognizes revenue over time using the cost-to-cost percentage-of-completion method. Service contracts that include multiple performance obligations are segmented between types of services. For contracts with multiple performance obligations, the Company allocates the transaction price to each performance obligation using an estimate of the stand-alone selling price of each distinct service in the contract. In some instances where the Company is standing ready to provide services, the Company recognizes revenue ratably over the service period. Under the typical payment terms of our service contracts, amounts are billed as work progresses in accordance with agreed-upon contractual terms, and customer payments are typically due within 30 to 60 days of billing, depending on the contract.

Direct costs of contracts include all costs incurred in connection with and directly for the benefit of client contracts, including depreciation and amortization relating to assets used in providing the services required by the related projects. The level of direct costs of contracts may fluctuate between reporting periods due to a variety of factors, including the amount of pass-through costs we incur during a period. On those projects where we are acting as principal for subcontract labor or third-party materials and equipment, we reflect the amounts of such items in both revenues and costs (and we refer to such costs as "pass-through costs").

Variable Consideration

The nature of the Company's contracts gives rise to several types of variable consideration, including claims and unpriced change orders; awards and incentive fees; and liquidated damages and penalties. The Company recognizes revenue for variable consideration when it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur. The Company estimates the amount of revenue to be recognized on variable consideration using the expected value (i.e., the sum of a probability-weighted amount) or the most likely amount method, whichever is expected to better predict the amount. If the requirements for recognizing revenue for claims or unapproved change orders are met, revenue is recorded only when the costs associated with the claims or unapproved change orders have been incurred and only up to the amount of cost incurred.

Practical Expedient

If the Company has a right to consideration from a customer in an amount that corresponds directly with the value of the Company's performance completed to date (a service contract in which the company bills a fixed amount for each hour of service provided), the Company recognizes revenue in the amount to which it has a right to invoice for services performed.

Joint Ventures and VIEs

As is common to the industry, we execute certain contracts jointly with third parties through various forms of joint ventures. Although the joint ventures own and hold the contracts with the clients, the services required by the contracts are typically performed by us and our joint venture partners, or by other subcontractors under subcontracting agreements with the joint ventures. Many of these joint ventures are formed for a specific project. The assets of our joint ventures generally consist almost entirely of cash and receivables (representing amounts due from clients), and the liabilities of our joint ventures generally consist almost entirely of amounts due to the joint venture partners (for services provided by the partners to the joint ventures under their individual subcontracts) and other subcontractors. In general, at any given time, the equity of our joint ventures represents the undistributed profits earned on contracts the joint ventures hold with clients. Very few of our joint ventures have employees or third-party debt or credit facilities. The debt held by the joint ventures is non-recourse to the general credit of Jacobs.

Our unconsolidated joint ventures (including equity method investments) are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the investment might not be recoverable, and impairment losses are recognized for such investments if there is a decline in fair value below carrying value that is considered to be other-than-temporary.

Many of the joint ventures are deemed to be variable interest entities ("VIE") because they lack sufficient equity to finance the activities of the joint venture. The Company uses a qualitative approach to determine if the Company is the primary beneficiary of the VIE, which considers factors that indicate a party has the power to direct the activities that most significantly impact the joint venture's economic performance. These factors include the composition of the governing board, how board decisions are approved, the powers granted to the operational manager(s) and partner that holds that position(s), and to a certain extent, the partner's economic interest in the joint venture. The Company analyzes each joint venture initially to determine if it should be consolidated or unconsolidated.

- Consolidated if the Company is the primary beneficiary of a VIE, or holds the majority of voting interests of a non-VIE (and no significant participative rights are available to the other partners).
- Unconsolidated if the Company is not the primary beneficiary of a VIE, or does not hold the majority of voting interest of a non-VIE.

Share-Based Payments

We measure the value of services received from employees and directors in exchange for an award of an equity instrument based on the grant-date fair value of the award. The computed value is recognized as a non-cash cost on a straight-line basis over the period the individual provides services, which is typically the vesting period of the award with the exception of the value of awards containing an internal performance measure, such as EPS growth and ROIC, which is recognized on a straight-line basis over the vesting period subject to the probability of meeting the performance requirements and adjusted for the number of shares expected to be earned.

Accounting for Pension Plans

The accounting for pension plans requires the use of assumptions and estimates in order to calculate periodic pension cost and the value of the plans' assets and liabilities. These assumptions include discount rates, investment returns and projected salary increases, among others. The actuarial assumptions used in determining the funded statuses of the plans are provided in Note 13- *Pension and Other Postretirement Benefit Plans* of Notes to Consolidated Financial Statements beginning on page F-1 of this Annual Report on Form 10-K.

The expected rates of return on plan assets ranged from 1.8% to 7% for fiscal 2021 and range from 2% to 7% fiscal 2022. We believe the range of rates selected for fiscal 2022 reflects the long-term returns expected on the plans' assets, considering recent market conditions, projected rates of inflation, the diversification of the plans' assets, and the expected real rates of market returns. The discount rates used to compute plan liabilities ranged from 0.4% to 6.6% in fiscal 2021 and range of 0.6% to 6.6% in fiscal 2022. These assumptions represent the Company's best estimate of the rates at which its pension obligations could be effectively settled.

Changes in the actuarial assumptions often have a material effect on the values assigned to plan assets and liabilities, and the associated pension expense. For example, if the discount rate used to value the net pension benefit obligation ("PBO") at October 1, 2021 was higher by 0.5%, the PBO would have been lower at that date by approximately $229.4 million for non-U.S. plans, and by approximately $20.5 million for U.S. plans. If the expected return on plan assets was higher by 1.0%, the net periodic pension cost for fiscal 2021 would be lower by approximately $21.2 million for non-U.S. plans, and by approximately $3.4 million for U.S. plans. Differences between actuarial assumptions and actual performance (i.e., actuarial gains and losses) that are not recognized as a component of net periodic pension cost in the period in which such differences arise are recorded to accumulated other comprehensive income (loss) and are recognized as part of net periodic pension cost in future periods in accordance with U.S. GAAP. Management monitors trends in the marketplace within which our pension plans operate in an effort to assure the fairness of the actuarial assumptions used.

Redeemable Noncontrolling Interests

In connection with the PA Consulting investment, the Company recorded redeemable noncontrolling interests, representing the interest holders' 35% equity interest in the form of preferred and common shares of PA Consulting. The preferred shares are entitled to a cumulative annual compounding 12% dividend based on the outstanding preferred share subscription price. These interest holders have certain option rights to put the preferred and common share interests back to the Company at a value based on the fair value of PA Consulting (the redemption values). Additionally, the Company has an option to call the interests for certain individual shareholders in certain circumstances. Because the interests are redeemable at the option of the holders and not solely within the control of the Company, the Company classified the interests in redeemable noncontrolling interests within its Consolidated Balance Sheet at their redemption values. The optional redemption features may become exercisable no earlier than five years from the March 2, 2021 closing date, or upon the occurrence of certain other events.

The Company has deemed these interests probable of becoming redeemable in the future and requiring their measurement at the greater of (i) the redemption amount that would be paid if settlement occurred at the balance sheet date, or (ii) the historical value resulting from the original acquisition date fair value plus the impact of any earnings or loss attribution amounts, including dividends. The fair value of the the PA Consulting redeemable noncontrolling interests is determined using an income and market approach.

Further, any excess in redemption amounts over the historical values of the interests is recognized as an increase to redeemable noncontrolling interests and an offsetting decrease in consolidated retained earnings. Additionally, particular to the preference share and in certain circumstances the ordinary share components of redeemable noncontrolling interests, such decrease in consolidated retained earnings is also reflected as a corresponding downward adjustment to net earnings attributable to Jacobs for purposes of the calculation of consolidated earnings per share attributable to common shareholders.

Contractual Guarantees, Litigation, Investigations, and Insurance

In the normal course of business, we make contractual commitments, some of which are supported by separate guarantees; and on occasion we are a party in a litigation or arbitration proceeding. The litigation in which we are involved primarily includes personal injury claims, professional liability claims, and breach of contract claims. Where we provide a separate guarantee, it is strictly in support of the underlying contractual commitment. Guarantees take various forms including surety bonds required by law, or standby letters of credit ("LOC") (also referred to as “bank guarantees”) or corporate guarantees given to induce a party to enter into a contract with a subsidiary. Standby LOCs are also used as security for advance payments or in various other transactions. The guarantees have various expiration dates ranging from an arbitrary date to completion of our work (e.g., engineering only) to completion of the overall project. We record in the Consolidated Balance Sheets amounts representing our estimated liability relating to such guarantees, litigation and insurance claims. Guarantees are accounted for in accordance with ASC 460-10, *Guarantees*, at fair value at the inception of the guarantee.

We maintain insurance coverage for most insurable aspects of our business and operations. Our insurance programs have varying coverage limits depending upon the type of insurance, and include certain conditions and exclusions which insurance companies may raise in response to any claim that the Company brings. We have also elected to retain a portion of losses and liabilities that occur through the use of various deductibles, limits, and retentions under our insurance programs. As a result, we may be subject to a future liability for which we are only partially insured or completely uninsured. We intend to mitigate any such future liability by continuing to exercise prudent business judgment in negotiating the terms and conditions of the contracts which the Company enters with its clients. Our insurers are also subject to business risk and, as a result, one or more of them may be unable to fulfill their insurance obligations due to insolvency or otherwise.

Our Consolidated Balance Sheets include amounts representing our probable estimated liability relating to such claims, guarantees, litigation, audits, and investigations. Our estimates of probable liabilities require us to make assumptions related to potential losses regarding our determination of amounts considered probable and estimable. We perform an analysis to determine the level of reserves to establish for insurance-related claims that are known and have been asserted against us, as well as for insurance-related claims that are believed to have been incurred based on actuarial analysis, but have not yet been reported to our claims administrators as of the respective balance sheet dates. We include any adjustments to such insurance reserves in our consolidated results of operations. Insurance recoveries are recorded as assets if recovery is probable and estimated liabilities are not reduced by expected insurance recoveries.

The Company believes, after consultation with counsel, that such guarantees, litigation, U.S. government contract-related audits, investigations and claims, and income tax audits and investigations should not have a material adverse effect on our consolidated financial statements, beyond amounts currently accrued.

Testing Goodwill for Possible Impairment

The goodwill carried on our Consolidated Balance Sheets is tested annually for possible impairment, and on an interim basis if indicators of possible impairment exist. For purposes of impairment testing, goodwill is assigned to the applicable reporting units based on the current reporting structure. In performing the annual impairment test, we evaluate our goodwill at the reporting unit level. The Company performs the annual goodwill impairment test for the reporting units at the beginning of the fourth quarter of its fiscal year.

We evaluate impairment of goodwill either by assessing qualitative factors to determine whether it is more likely than not that the fair value of our reporting unit is less than its carrying amount, or by performing a quantitative assessment. Qualitative factors include industry and market considerations, overall financial performance, and other relevant events and circumstances affecting the reporting unit. If we choose to perform a qualitative assessment and after considering the totality of events or circumstances, we determine it is more likely than not that the fair value of our reporting unit is less than its carrying amount, we would perform a quantitative fair value test.

U.S. GAAP does not prescribe a specific valuation method for estimating the fair value of reporting units. Any valuation technique used to estimate the fair value of a reporting unit requires the use of significant estimates and assumptions, including revenue growth rates, operating margins, discount rates and future market conditions, among others.

We use income and market approaches to test our goodwill for possible impairment which requires us to make estimates and judgments. Under the income approach, fair value is determined by using the discounted cash flows of our reporting units. The Company’s discount rate reflects a weighted average cost of capital (“WACC”) for a peer group of companies representative of the Company’s respective reporting units. Under the market approach, the fair values of our reporting units are determined by reference to guideline companies that are reasonably comparable to our reporting units; the fair values are estimated based on the valuation multiples of the invested capital associated with the guideline companies. In assessing whether there is an indication that the carrying value of goodwill has been impaired, we utilize the results of both valuation techniques and consider the range of fair values indicated.

It is possible that changes in market conditions, economy, facts and circumstances, judgments and assumptions used in estimating the fair value could change, resulting in possible impairment of goodwill in the future. The fair values resulting from the valuation techniques used are not necessarily representative of the values we might obtain in a sale of the reporting units to willing third parties.

For the 2021 fiscal year, we have determined that the fair value of our reporting units substantially exceeded their respective carrying values for the Consolidated Balance Sheets presented and any analysis beyond the qualitative level was not considered necessary.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS

For the Fiscal Years Ended October 1, 2021, October 2, 2020 and September 27, 2019

(In thousands, except per share information)	October 1, 2021	October 2, 2020	September 27, 2019
Revenues	$ 14,092,632	$ 13,566,975	$ 12,737,868
Direct cost of contracts	(11,048,860)	(10,980,307)	(10,260,840)
Gross profit	3,043,772	2,586,668	2,477,028
Selling, general and administrative expenses	(2,355,683)	(2,050,695)	(2,072,177)
Operating Profit	688,089	535,973	404,851
Other Income (Expense):			
Interest income	3,503	4,729	9,487
Interest expense	(72,714)	(62,206)	(83,867)
Miscellaneous income (expense), net	76,724	(37,293)	20,488
Total other income (expense), net	7,513	(94,770)	(53,892)
Earnings from Continuing Operations Before Taxes	695,602	441,203	350,959
Income Tax Expense for Continuing Operations	(274,781)	(55,320)	(36,954)
Net Earnings of the Group from Continuing Operations	420,821	385,883	314,005
Net Earnings of the Group from Discontinued Operations	10,008	137,984	559,214
Net Earnings of the Group	430,829	523,867	873,219
Net Earnings Attributable to Noncontrolling Interests from Continuing Operations	(39,213)	(32,022)	(23,045)
Net Loss Attributable to Redeemable Noncontrolling Interests	85,414	—	—
Net Earnings Attributable to Jacobs from Continuing Operations	467,022	353,861	290,960
Net (Earnings) Attributable to Noncontrolling Interests from Discontinued Operations	—	—	(2,195)
Net Earnings Attributable to Jacobs from Discontinued Operations	10,008	137,984	557,019
Net Earnings Attributable to Jacobs	$ 477,030	$ 491,845	$ 847,979
Net Earnings Per Share:			
Basic Net Earnings from Continuing Operations Per Share	$ 3.15	$ 2.69	$ 2.11
Basic Net Earnings from Discontinued Operations Per Share	$ 0.08	$ 1.05	$ 4.03
Basic Earnings Per Share	$ 3.22	$ 3.74	$ 6.14
Diluted Net Earnings from Continuing Operations Per Share	$ 3.12	$ 2.67	$ 2.09
Diluted Net Earnings from Discontinued Operations Per Share	$ 0.08	$ 1.04	$ 4.00
Diluted Earnings Per Share	$ 3.20	$ 3.71	$ 6.08

2021 Overview

COVID-19 Pandemic. There are many risks and uncertainties regarding the COVID-19 pandemic, including the anticipated duration of the pandemic and the extent of local and worldwide social, political, and economic disruption it may cause. The Company's operations for fiscal 2021 were adversely impacted by COVID-19. While certain business units of Critical Mission Solutions, People & Places Solutions and PA Consulting have experienced, and may continue to experience, an increase in demand for certain of their services regarding new projects that may arise in response to the COVID-19 pandemic, it is still expected that COVID-19 is likely to continue to have an adverse impact on each of Critical Missions Solutions, People & Places Solutions and PA Consulting in fiscal 2022, although to a lesser degree than what was seen in 2021 or 2020.

Please refer to Item 1A - *Risk Factors*, for a discussion of risks and uncertainties related to COVID-19, including the potential impacts on the Company's business, financial condition and results of operations.

Net earnings attributable to the Company from continuing operations for fiscal 2021 were $467.0 million (or $3.12 per diluted share), an increase of $113.2 million, or 32.0%, from $353.9 million (or $2.67 per diluted share) for the prior year. Overall favorable operating profit improvements during the current year compared to the last year benefited from our PA Consulting and Buffalo Group investing activities in the current year as well as operating profit results in our legacy businesses. These favorable items were offset by the one-time impact of $261.4 million in relation to certain transaction proceeds amounts for the PA investment required to be treated as post-completion compensation expense due to continuing employment requirements associated with employees of PA receiving transaction proceeds in accordance with US generally accepted accounting principles. This required treatment had no impact on the total purchase consideration for this investment. Additionally, included in the Company's reported results in miscellaneous income (expense), net from continuing operations for the year ended October 1, 2021 was $34.7 million in pre-tax net gains associated with our investment in Worley stock (net of Worley stock dividend), which was sold during the fourth quarter fiscal 2021, and certain foreign currency revaluations relating to the ECR sale, as well as pre-tax realized gains associated with our investment in C3.ai, Inc. ("C3") of $49.6 million, which was sold during fiscal 2021, as further discussed Note 8- *Joint Ventures, VIEs and Other Investments.* Further, $38.6 million in offsetting pre-tax other-than-temporary impairment charges were recorded for our AWE Management Ltd ("AWE") investment in fiscal 2021. In comparison, miscellaneous income (expense), net for the corresponding 2020 period included pre-tax earnings of $330.2 million in Restructuring and other charges and transaction costs associated in part with the Company's fourth quarter fiscal 2020 transformation initiatives relating to real estate and other staffing programs which are discussed in Note 17- *Restructuring and Other Charges* and $74.5 million in pre-tax fair value losses associated with our investment in Worley stock (net of Worley stock dividend) and certain foreign currency revaluations relating to the ECR sale. Income tax expense for continuing operations for fiscal 2021 was $274.8 million, an increase of $219.5 million, or 396.7%, from $55.3 million in the prior year. Key drivers for this year-over-year increase include $48.7 million related to nondeductible compensation expense relating to the PA Consulting acquisition, $25.6 million related to tax law changes enacted in the United Kingdom, and the current year change in valuation allowance of $38.9 million as compared to income tax benefits during fiscal 2020 of $11.3 million for the release of uncertain tax positions, $6.8 million related to income tax rate changes, the prior year change in valuation allowance of $16.9 million, with the remaining increase related mainly to higher levels of pre-tax income in 2021.

Net earnings attributable to Jacobs from discontinued operations for fiscal 2021 were $10.0 million (or $0.08 per diluted share), a decrease of $128.0 million, or 92.8%, from $138.0 million (or $1.04 per diluted share) for the prior year. Included in net earnings attributable to the Company from discontinued operations for the current year was the pre-tax gain amount of $15.6 million associated with the final working capital settlement with Worley in connection with the ECR sale during the current year. Also, the comparative 2020 year to date period included the settlement of the Nui Phao ("NPMC") legal matter that was reimbursed by insurance, the recognition of the deferred gain for the delayed conveyance of the international entities and for the delivery of the ECR IT assets and adjustments for working capital and certain other items in connection with the ECR sale. For further discussion, see Note 16 - *Sale of Energy, Chemicals and Resources ("ECR") Business*.

On March 2, 2021, Jacobs completed the strategic investment of a 65% interest in PA Consulting. For further discussion, see Note 14- *PA Consulting Business Combination*.

On November 24, 2020, Jacobs completed the acquisition of Buffalo Group. For further discussion, see Note 15- *Other Business Combinations.*

Backlog at October 1, 2021 was $26.6 billion, up $2.8 billion, from $23.8 billion for the prior year. New prospects and new sales remain strong and the Company continues to have a positive outlook for many of the industry groups and sectors in which our clients operate.

Subsequent to October 1, 2021, the Company has entered into the planning stages for identifying certain additional leased space that it intends to abandon or market for sublease and expects to record associated impairment charges in fiscal 2022 upon finalization of these plans. Potential charges for these plans are expected to approximate up to $70 million.

Results of Operations

Fiscal 2021 Compared to Fiscal 2020

Revenues for the year ended October 1, 2021 were $14.09 billion, an increase of $525.7 million, or 3.9%, from $13.57 billion for the prior year. The increase in revenues was due partly to fiscal 2021 incremental revenues from the PA Consulting investment completed in March 2021, the Buffalo Group business acquisition completed in November 2020 and the March 2020 John Wood Group nuclear business acquisition. In addition, revenue growth benefited from favorable foreign currency translation of $238.6 million for the year ended October 1, 2021, in our international businesses, as compared to unfavorable impacts of $30.8 million for the corresponding period last year. The current year benefits were partially offset by market conditions and certain contract wind downs in our U.S. businesses and the extra week of activity in fiscal 2020.

Pass-through costs included in revenues for the year ended October 1, 2021 were $2.38 billion, in comparison to $2.61 billion in the prior year. In general, pass-through costs are more significant on projects that have a higher content of field services activities. Pass-through costs are generally incurred at specific points during the life cycle of a project and are highly dependent on the needs of our individual clients and the nature of the clients' projects. However, because we have hundreds of projects that start at various times within a fiscal year, the effect of pass-through costs on the level of direct costs of contracts can vary between fiscal years without there being a fundamental or significant change to the underlying business.

Gross profit for the year ended October 1, 2021 was $3.04 billion, up $457.1 million, or 17.7%, from $2.59 billion for the prior year. Our gross profit margins were 21.6% and 19.1% for the years ended October 1, 2021 and October 2, 2020, respectively. The increase in our gross profit and gross profit margins were mainly attributable to the recent business acquisitions mentioned along with favorable foreign currency translation impacts in our international businesses partially offset by market conditions and certain contract wind downs in our U.S. businesses and the extra week of activity in fiscal 2020 as noted above.

See **Segment Financial Information** discussion for further information on the Company's results of operations at the operating segment level.

Selling, general & administrative expenses for the year ended October 1, 2021 were $2.36 billion, an increase of $305.0 million, or 14.9%, from $2.05 billion for the prior year. The current year's results were impacted by incremental SG&A expenses from the recent business acquisitions mentioned above and higher personnel-related costs, partly offset by lower other operational overhead costs and the extra week of activity in fiscal 2020. Additionally, restructuring and other charges for fiscal 2021 were mainly attributable to post-completion compensation expense of $261 million in connection with the investment in PA Consulting, while fiscal 2020 included $325.1 million of restructuring and other charges and transaction costs associated in part with the Company's fourth quarter fiscal 2020 transformation initiatives relating to real estate and other staffing programs. Incremental SG&A expenses from the above-mentioned business acquisitions have been offset in part by continued reductions in personnel-related and other overhead costs resulting from our ongoing cost reduction programs. Unfavorable impacts on SG&A expenses from foreign exchange were $75.9 million for the year ended October 1, 2021 as compared to nominal favorable impacts for the corresponding period last year.

Net interest expense for the year ended October 1, 2021 was $69.2 million, an increase of $11.7 million from $57.5 million for the prior year. The increase in net interest expense year over year is primarily due to the higher levels of debt outstanding in the current year as a result of the PA acquisition, partially offset by lower interest rates.

Miscellaneous income (expense), net for the year ended October 1, 2021 was $76.7 million, an increase of $114.0 million as compared to $(37.3) million in expense for the prior year. The increase from the prior year was due primarily to $34.7 million in pre-tax net gains associated with changes in the fair value of our investment in Worley stock (net of Worley stock dividend) (which was sold in fourth quarter fiscal 2021) and certain foreign currency revaluations relating to the ECR sale in the current year, compared to pre-tax net losses of $74.5 million in the prior year. Also included in miscellaneous (expense) income during the current year are pre-tax realized gains of $49.6 million related to holdings of our C3 shares sold during the period, as further discussed in Note 11 - Joint Ventures, VIEs and Other Investments. These favorable impacts for fiscal 2021 were partially offset by other-than-temporary impairment charges on our investment in AWE in the amount of $38.6 million.

The following table reconciles total income tax expense on continuing operations using the statutory U.S. federal income tax rate to the consolidated income tax expense on continuing operations shown in the accompanying Consolidated Statements of Earnings for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (dollars in thousands):

	For the Years Ended								
	October 1, 2021	%		October 2, 2020	%		September 27, 2019	%	
Statutory amount	$ 146,078	21.0	%	$ 92,652	21.0	%	$ 73,701	21.0	%
State taxes, net of the federal benefit	14,564	2.1	%	7,254	1.6	%	10,183	2.9	%
Exclusion of tax on non-controlling interests	(7,999)	(1.1)	%	(6,622)	(1.5)	%	(4,839)	(1.4)	%
Foreign:									
Difference in tax rates of foreign operations	3,684	0.5	%	(6,267)	(1.4)	%	1,083	0.3	%
Expense/(benefit) from foreign valuation allowance change	2,148	0.3	%	(16,861)	(3.8)	%	(29,125)	(8.3)	%
Nondeductible compensation	48,727	7.0	%	—	—	%	—	—	%
U.S. tax cost (benefit) of foreign operations	35,228	5.1	%	42,992	9.7	%	(17,760)	(5.1)	%
Tax differential on foreign earnings	89,787	12.9	%	19,864	4.5	%	(45,802)	(13.1)	%
Foreign tax credits	(25,230)	(3.6)	%	(26,471)	(6.0)	%	(15,682)	(4.5)	%
Tax Rate Change	25,588	3.7	%	(6,811)	(1.5)	%	—	—	%
Tax reform	—	—	%	—	—	%	36,674	10.4	%
Valuation allowance	38,928	5.6	%	—	—	%	(207)	(0.1)	%
Uncertain tax positions	978	0.1	%	(11,338)	(2.6)	%	(6,883)	(2.0)	%
Other items:									
Energy efficient commercial buildings deduction	(3,760)	(0.5)	%	(7,267)	(1.6)	%	(2,957)	(0.8)	%
Disallowed officer compensation	6,689	1.0	%	5,081	1.2	%	5,568	1.6	%
Stock compensation	(9,946)	(1.4)	%	(10,234)	(2.3)	%	(7,864)	(2.2)	%
Other items – net	(896)	(0.1)	%	(788)	(0.2)	%	(4,938)	(1.4)	%
Total other items	(7,913)	(1.1)	%	(13,208)	(3.0)	%	(10,191)	(2.8)	%
Taxes on income from continuing operations	$ 274,781	39.5	%	$ 55,320	12.5	%	$ 36,954	10.5	%

The Company's consolidated effective income tax rate for the year ended October 1, 2021 increased to 39.5% from 12.5% for fiscal 2020. Key drivers for this year-over-year increase in the effective tax rate include impacts from $261 million in nondeductible compensation relating to the PA investment post-completion compensation expense, $25.6 million related to tax law changes enacted in the United Kingdom, and the current year change in valuation allowance of $38.9 million as compared to income tax benefits during fiscal 2020 of $11.3 million for the release of uncertain tax positions, $6.8 million related to income tax rate changes, the prior year change in valuation allowance of $16.9 million, with the remaining increase related mainly to higher levels of pre-tax income in 2021.

Segment Financial Information

The following tables present total revenues and segment operating profit for each reportable segment (in thousands) and includes a reconciliation of segment operating profit to total U.S. GAAP operating profit by including certain corporate-level expenses and expenses relating to the restructuring other charges (as defined in Note 17- *Restructuring and Other Charges)* and transaction costs (in thousands).

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Revenues from External Customers:			
Critical Mission Solutions	$ 5,087,052	$ 4,965,952	$ 4,551,162
People & Places Solutions	8,378,179	8,601,023	8,186,706
PA Consulting	627,401	—	—
Total	$ 14,092,632	$ 13,566,975	$ 12,737,868

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Segment Operating Profit:			
Critical Mission Solutions	$ 447,161	$ 372,070	$ 310,043
People & Places Solutions (1)	780,380	740,707	714,394
PA Consulting	151,071	—	—
Total Segment Operating Profit	1,378,612	1,112,777	1,024,437
Other Corporate Expenses (2)	(340,129)	(249,391)	(264,351)
Restructuring, Transaction and Other Charges (3)	(350,394)	(327,413)	(355,235)
Total U.S. GAAP Operating Profit	688,089	535,973	404,851
Total Other Income (Expense), net (4)	7,513	(94,770)	(53,892)
Earnings from Continuing Operations Before Taxes	$ 695,602	$ 441,203	$ 350,959

(1) Includes $19.5 million, net, in charges related to a legal settlement for the year ended October 1, 2021 and $25.0 million in charges associated with a certain project for the year ended September 27, 2019.

(2) Other corporate expenses include intangibles amortization of $149.8 million, $90.6 million and $79.1 million for the years ended October 1, 2021, October 2, 2020 and September 27, 2019, respectively. Also includes costs that were previously allocated to the ECR segment prior to discontinued operations presentation in connection with the ECR sale in the approximate amount of $14.8 million for the year ended September 27, 2019.

(3) Included in the year ended October 1, 2021 is $297.8 million of costs incurred in connection with the investment in PA Consulting, in part classified as compensation costs.

(4) The years ended October 1, 2021, October 2, 2020 and September 27, 2019 include $34.7 million, $(74.3) million and $(64.8) million in fair value adjustments related to our investment in Worley stock (net of Worley stock dividends) (sold during the current year) and certain foreign currency revaluations relating to ECR sale proceeds, respectively and revenues under the Company's TSA with Worley of $0.2 million, $15.8 million and $35.4 million, respectively. The year ended October 1, 2021 includes $38.6 million related to impairment of our AWE Management Ltd. investment and $49.6 million in fair value adjustments related to our investment in C3 stock. Lastly, includes gain on settlement of the CH2M retiree medical plans of $35.0 million for the year ended September 27, 2019.

In evaluating the Company's performance by operating segment, the CODM reviews various metrics and statistical data for each Line Of Business ("LOB") and PA Consulting, but focuses primarily on revenues and operating profit. As discussed above, segment operating profit includes not only local SG&A expenses but the SG&A expenses of the Company's support groups that have been allocated to the segments. In addition, the Company attributes each segment's specific incentive compensation plan costs to the segments. The revenues of the People & Places Solutions LOB are more affected by pass-through revenues than the Critical Mission Solutions LOB or the PA Consulting segment. The methods for recognizing revenue, incentive fees, project losses and change orders are consistent among the segments.

Critical Mission Solutions

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Revenue	$ 5,087,052	$ 4,965,952	$ 4,551,162
Operating Profit	$ 447,161	$ 372,070	$ 310,043

Critical Mission Solutions (CMS) segment revenues for the year ended October 1, 2021 were $5.09 billion, up $121.1 million, or 2.4%, from $4.97 billion for the prior year. Our increase in revenue was primarily attributable to incremental revenue from the Buffalo Group and John Wood Group nuclear business acquisitions. There was also comparable revenue growth from most elements of our legacy portfolio, driven by increased spending by customers in the U.S. government business sector and our legacy international clients, mitigated by several large contracts winding down in the U.S. and one less week of activity as compared to fiscal year end 2020. Impacts on revenues from favorable foreign currency translation were approximately $61.8 million for the year ended October 1, 2021, compared to $4.5 million in unfavorable impacts in the corresponding prior year.

Operating profit for the segment was $447.2 million for the year ended October 1, 2021, up $75.1 million, or 20.2%, from $372.1 million for the prior year. The increases from the prior year were primarily attributable to incremental operating profit from the Buffalo Group and John Wood Group nuclear business acquisitions, and the continued growth in profits from our U.S. governmental business sector and our legacy international business. Impacts on operating profit from favorable foreign currency translation were approximately $9.7 million for the year ended October 1, 2021, compared to $0.4 million in unfavorable impacts in the corresponding prior year.

People & Places Solutions

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Revenue	$ 8,378,179	$ 8,601,023	$ 8,186,706
Operating Profit	$ 780,380	$ 740,707	$ 714,394

Revenues for the People & Places Solutions (P&PS) segment for the year ended October 1, 2021 were $8.38 billion, down $222.8 million, or 2.6%, from $8.60 billion for the prior year. The decrease in revenue was driven by softer market conditions in our advanced facilities business and one less week of activity during fiscal year ended October 1, 2021, as compared to the prior year. These items were partially offset by $176.8 million in favorable foreign currency translation in our international business for the year ended October 1, 2021, compared to $26.2 million in unfavorable impacts in the corresponding prior year.

Operating profit for the segment for the year ended October 1, 2021 was $780.4 million, an increase of $39.7 million, or 5.4%, from $740.7 million for the comparative period in 2020. The year-over-year increase is primarily related to lower spend on travel, discretionary operating expenditures and other operating expenditures and real estate transformation initiatives enacted in fiscal year 2020. Impacts on operating profit from favorable foreign currency translation were approximately $30.9 million for the year ended October 1, 2021, compared to $6.1 million in unfavorable impacts in the corresponding prior year. In addition, these were partially offset by $19.5 million in net charges related to a legal settlement for the year ended October 1, 2021.

PA Consulting

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Revenue	$ 627,401	$ —	$ —
Operating Profit	$ 151,071	$ —	$ —

Revenues and operating profit for the PA Consulting segment for the year ended October 1, 2021 were $627.4 million and $151.1 million, respectively. There were no comparable periods in the prior year, given the transaction closed on March 2, 2021.

Other Corporate Expenses

Other corporate expenses were $340.1 million, $249.4 million and $264.4 million for the years ended October 1, 2021, October 2, 2020 and September 27, 2019, respectively. The increase from fiscal 2020 to fiscal 2021 was due primarily to higher intangible amortization expense from the PA Consulting investment and the Buffalo Group and John Wood Group nuclear business acquisitions, as well as impacts from Company benefit program enhancements. These increases were partly offset by employee related and other cost reductions across the Company's corporate functions.

Included in other corporate expenses in the above table are costs and expenses that relate to general corporate activities as well as corporate-managed benefit and insurance programs. Such costs and expenses include: (i) those elements of SG&A expenses relating to the business as a whole; (ii) those elements of our incentive compensation plans relating to corporate personnel whose other compensation costs are not allocated to the LOBs; (iii) the amortization of intangible assets acquired as part of business combinations; (iv) the quarterly variances between the Company's actual costs of certain of its self-insured integrated risk and employee benefit programs and amounts charged to the LOBs; and (v) certain adjustments relating to costs associated with the Company's international defined benefit pension plans. In addition, other corporate expenses may also include from time to time certain adjustments to contract margins (both positive and negative) associated with projects, as well as other items, where it has been determined that such adjustments are not indicative of the performance of the related LOB.

Restructuring and Other Charges

For discussion regarding restructuring and other charges, see Note 17- *Restructuring and Other Charges* to the Consolidated Financial Statements.

Backlog Information

We include in backlog the total dollar amount of revenues we expect to record in the future as a result of performing work under contracts that have been awarded to us. Our policy with respect to Operations & Maintenance ("O&M") contracts, however, is to include in backlog the amount of revenues we expect to receive for one succeeding year, regardless of the remaining life of the contract. For national government programs (other than national government O&M contracts, which are subject to the same policy applicable to all other O&M contracts), our policy is to include in backlog the full contract award, whether funded or unfunded, excluding option periods. Because of variations in the nature, size, expected duration, funding commitments and the scope of services required by our contracts, the timing of when backlog will be recognized as revenues can vary greatly between individual contracts.

Consistent with industry practice, substantially all of our contracts are subject to cancellation or termination at the option of the client, including our U.S. government work. While management uses all information available to it to determine backlog, at any given time our backlog is subject to changes in the scope of services to be provided as well as increases or decreases in costs relating to the contracts included therein. Backlog is not necessarily an indicator of future revenues.

Because certain contracts (e.g., contracts relating to large Engineering, Procurement & Construction ("EPC") projects as well as national government programs) can cause large increases to backlog in the fiscal period in which we recognize the award, and because many of our contracts require us to provide services that span over several fiscal quarters (and sometimes over fiscal years), we evaluate our backlog generally on a year-over-year basis, but also on a sequential, quarter-over-quarter basis, where appropriate.

Please refer to Item 1A- *Risk Factors*, above, for a discussion of other factors that may cause backlog to ultimately convert into revenues at different amounts.

The following table summarizes our backlog for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in millions):

	October 1, 2021		October 2, 2020		September 27, 2019	
Critical Mission Solutions	$	10,589	$	9,104	$	8,460
People & Places Solutions		15,738		14,714		14,109
PA Consulting		304		—		—
Total	$	26,631	$	23,818	$	22,569

The increase in backlog in Critical Mission Solutions for the years presented was primarily the result of the acquisition of Buffalo Group and conversion of the other robust CMS pipeline.

The increase in backlog in People & Places Solutions for the years presented was primarily the result of new awards in the U.K. and U.S. markets.

Backlog in PA Consulting as of October 1, 2021 was $303.6 million. The PA Consulting transaction closed on March 2, 2021.

Backlog relating to work to be performed either directly or indirectly for the U.S. federal government and its agencies totaled approximately $10.8 billion (or 40.5% of total backlog), $8.5 billion (or 35.7% of total backlog) and $8.8 billion (or 39.1% of total backlog) at October 1, 2021, October 2, 2020 and September 27, 2019, respectively. Most of our federal government contracts require that services be provided beyond one year. In general, these contracts must be funded annually (i.e., the amounts to be spent under the contract must be appropriated by the U.S. Congress to the procuring agency, and then the agency must allot these sums to the specific contracts).

We estimate that approximately $8.50 billion, or 31.9%, of total backlog at October 1, 2021 will be realized as revenues within the next fiscal year.

Consolidated backlog differs from the Company's remaining performance obligations as defined by ASC 606 primarily because of our national government contracts (other than national government O&M contracts). Our policy is to include in backlog the full contract award, whether funded or unfunded excluding the option periods while our remaining performance obligations represent a measure of the total dollar value of work to be performed on contracts awarded and in progress. Additionally, the Company includes our proportionate share of backlog related to unconsolidated joint ventures which is not included in our remaining performance obligations.

For a discussion on the year ended October 2, 2020 compared to the year ended September 27, 2019, please refer to Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended October 2, 2020.

Liquidity and Capital Resources

At October 1, 2021, our principal sources of liquidity consisted of $1.01 billion in cash and cash equivalents and $1.92 billion of available borrowing capacity under our $2.25 billion revolving credit agreement (the "Revolving Credit Facility"). We finance much of our operations and growth through cash generated by our operations.

The amount of cash and cash equivalents at October 1, 2021 represented an increase of $151.8 million from $862.4 million at October 2, 2020, the reasons for which are described below.

Our cash flow provided by operations of $726.3 million during fiscal 2021 was comparatively lower than the $806.8 million in cash flow provided by operations for the prior year. This change was due primarily to unfavorable impacts from net cash earnings driven by $261 million in cash used associated with PA Consulting post-completion compensation payments made during the year. These payments were offset in part by overall improved working capital performance, driven by favorability in accounts receivable collection trends partly offset by payments of certain costs deferred from the 2020 COVID assistance programs in the U.S and Europe.

Our cash used for investing activities for fiscal 2021 of $1.38 billion was comparatively higher than the $429.1 million cash used for investing activities for the prior year. The increase was due primarily to the Buffalo Group acquisition and our investment in PA Consulting during fiscal 2021, partially offset by proceeds received from the Company's disposal of the Worley and C3 investments and the final ECR sale working capital settlement. Investing activities during the prior year were largely associated with the acquisition of John Wood Group's nuclear business of $293.6 million.

Our cash provided by financing activities for the fiscal year ended 2021 of $799.0 million resulted mainly from net proceeds from borrowings of $1.22 billion mainly in connection with the PA Consulting investment, offset by cash used for share repurchases of $274.9 million and $156.0 million in dividends to shareholders and non-controlling interests. Cash used for financing activities was $208.3 million in fiscal 2020 and resulted mainly from common stock repurchases of $337.3 million and dividend payments to both shareholders and non-controlling interests of $144.0 million, offset by net proceeds from borrowings of $265.3 million.

At October 1, 2021, the Company had approximately $140.4 million in cash and cash equivalents held in the U.S. and $873.9 million held outside of the U.S. (primarily in the U.K., the Eurozone, Australia, India, Japan and the United Arab Emirates), which is used primarily for funding operations in those regions. Other than the tax cost of repatriating funds to the U.S. (see Note 7- *Income Taxes* of Notes to Consolidated Financial Statements beginning on page F-1 of this Annual Report on Form 10-K), there are no material impediments to repatriating these funds to the U.S.

On November 19, 2021, Jacobs consummated its previously announced acquisition of BlackLynx ("BlackLynx"). Pursuant to and subject to the terms and conditions of Agreement and Plan of Merger (the “Merger Agreement”), Jacobs acquired all of BlackLynx's outstanding shares of common stock, in a transaction valued at up to $257.5 million, on a cash-free, debt-free basis, including base consideration of $250 million, and a potential earn-out payment of up to $7.5 million. The amount of any earnout payment will depend on BlackLynx achieving certain revenue and gross margin thresholds in calendar year 2022. The purchase price was paid in cash and is subject to customary post-closing adjustments.

On March 2, 2021, Jacobs completed the strategic investment of a 65% interest in PA Consulting, a UK-based leading innovation and transformation consulting firm. The total consideration paid by the Company was$1.7 billion, funded through cash on hand, a new term loan and draws on the Company's existing revolver. The remaining 35% interest is held by PA Consulting employees. See Note 14- *PA Consulting Business Combination* for more discussion on the investment and Note 9- *Borrowings* for more discussion on the financing for the transaction.

On January 20, 2021, the Company entered into an unsecured delayed draw term loan facility (the “2021 Term Loan Facility”) with a syndicate of financial institutions as lenders. Under the 2021 Term Loan Facility, the Company borrowed an aggregate principal amount of $200.0 million and £650.0 million. The proceeds of the term loans were used primarily to fund the investment in PA Consulting. The 2021 Term Loan Facility contains affirmative and negative covenants and events of default customary for financings of this type that are consistent with those included in the Revolving Credit Facility and the Company’s unsecured term loan facility dated March 25, 2020 (the “2020 Term Loan Facility”). The 2020 Term Loan Facility and the 2021 Term Loan Facility are together referred to as the "Term Loan Facilities".

On November 24, 2020, a subsidiary of Jacobs completed the acquisition of Buffalo Group, a leader in advanced cyber and intelligence solutions which allows Jacobs to further expand its cyber and intelligence solutions offerings to government clients. The Company paid total consideration of $190.1 million, which was comprised of approximately $182.4 million in cash to the former owners of Buffalo Group and contingent consideration of $7.7 million which was expected to be settled in fiscal 2022. See Note 15- *Other Business Combinations* for further discussion.

The Company had $263.8 million in letters of credit outstanding at October 1, 2021. Of this amount, $1.7 million was issued under the Revolving Credit Facility and $262.1 million was issued under separate, committed and uncommitted letter-of-credit facilities.

We believe we have adequate liquidity and capital resources to fund our projected cash requirements for the next twelve months based on the liquidity provided by our cash and cash equivalents on hand, our borrowing capacity and our continuing cash from operations. We further believe that our financial resources and discretionary spend controls will allow us to continue managing the negative impacts of the COVID-19 pandemic on our business operations for the foreseeable future. We will continue to evaluate the impact of the pandemic on our business and reassess accordingly.

We were in compliance with all of our debt covenants at October 1, 2021.

Contractual Obligations

The following table sets forth certain information about our contractual obligations as of October 1, 2021 (in thousands):

	Payments Due by Fiscal Period				
	Total	1 Year or Less	1 - 3 Years	3 - 5 Years	More than 5 Years
Debt obligations	$ 2,898,458	$ 53,456	$ 1,409,518	$ 1,125,484	$ 310,000
Interest (1)	224,021	56,523	96,584	37,261	33,653
Operating leases	1,025,873	194,981	316,535	234,192	280,165
Unfunded portion of defined benefit pension plans (2)	191,444	24,820	52,658	56,955	57,011
Obligations under nonqualified deferred compensation plans (3)	209,912	32,675	69,323	74,980	32,934
Purchase obligations (4)	3,171,289	2,411,949	759,340	—	—
Total	$ 7,720,997	$ 2,774,404	$ 2,703,958	$ 1,528,872	$ 713,763

(1) Determined based on borrowings outstanding at the end of fiscal 2021 using the interest rates in effect at that time, considering the effects of interest rate swap agreements, and for our outstanding long-term debt, concluding with the expiration date of the debt facilities as defined below.

(2) Assumes that future contributions will be consistent with amounts contributed in fiscal 2021, allowing for certain growth based on rates of inflation and salary increases, but limited to the amount recorded as of October 1, 2021. Actual contributions will depend on a variety of factors, including amounts required by local laws and regulations, and other funding requirements.

(3) Assumes that future payments will be consistent with amounts paid in fiscal 2021. Due to the non-qualified nature of the plans, and the fact that benefits are based in part on years of service, the payments included in the schedule were limited to the amount recorded as of October 1, 2021.

(4) Represents those liabilities estimated to be under firm contractual commitments as of October 1, 2021; primarily accounts payable, accrued payroll and accrued dividends.

Effects of Inflation and Changing Prices

The effects of inflation and changing prices on our business is discussed in Item 1A- *Risk Factors*, and is incorporated herein by reference.

Off-Balance Sheet Arrangements

We are party to financial instruments with off-balance sheet risk in the form of guarantees not reflected in our balance sheet that arise in the normal course of business. However, such off-balance sheet arrangements are not reasonably likely to have a material adverse effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or resources. See Note 18- *Commitments and Contingencies and Derivative Financial Instruments* of Notes to Consolidated Financial Statements beginning on page F-1 of this Annual Report on Form 10-K.

New Accounting Pronouncements

ASU 2017-04, *Simplifying the Test for Goodwill Impairment,* is effective for fiscal years beginning after December 15, 2019. ASU 2017-04 removed the second step of the goodwill impairment test, which requires a hypothetical purchase price allocation. An entity will now recognize a goodwill impairment charge for the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the amount of goodwill allocated to the reporting unit. The adoption of ASU 2017-04 had no impact on the Company's financial position, results of operations or cash flows.

ASU No. 2016-13, *Financial Instruments - Credit Losses ("ASC 326"): Measurement of Credit Losses on Financial Instruments* requires entities to use a current lifetime expected credit loss methodology to measure impairments of certain financial assets. Using this methodology will result in earlier recognition of losses than under the current incurred loss approach, which requires waiting to recognize a loss until it is probable of having been incurred. There are other provisions within the standard that affect how impairments of other financial assets may be recorded and presented, and that expand disclosures. This standard was effective beginning with the first fiscal quarter 2021. The adoption of ASU 326 did not have a material impact on the Company's financial position, results of operations or cash flows.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We do not enter into derivative financial instruments for trading, speculation or other purposes that would expose the Company to market risk. In the normal course of business, our results of operations are exposed to risks associated with fluctuations in interest rates and currency exchange rates.

Interest Rate Risk

Please see the Note 9- *Borrowings* in Notes to Consolidated Financial Statements beginning on Page F-1 of this Annual Report on Form 10-K, which is incorporated herein by reference, for a discussion of the Revolving Credit Facility, Term Loan Facilities and Note Purchase Agreement.

Our Revolving Credit Facility, Term Loan Facilities and certain other debt obligations are subject to variable rate interest which could be adversely affected by an increase in interest rates. As of October 1, 2021, we had an aggregate of $2.4 billion in outstanding borrowings under our Revolving Credit Facility and Term Loan Facilities. Interest on amounts borrowed under these agreements is subject to adjustment based on the Company’s Consolidated Leverage Ratio (as defined in the credit agreements governing the Revolving Credit Facility and the Term Loan Facilities). Depending on the Company’s Consolidated Leverage Ratio, borrowings under the Revolving Credit Facility and the Term Loan Facilities bear interest at a Eurocurrency rate plus a margin of between 0.875% and 1.625% or a base rate plus a margin of between 0% and 0.625%. Additionally, if our consolidated leverage ratio exceeds a certain amount, the interest on the Senior Notes may increase by 75 basis points. However, as discussed in Note 18- *Commitments and Contingencies and Derivative Financial Instrument*s, we have entered into swap agreements with an aggregate notional value of $923.9 million to convert the variable rate interest based liabilities associated with a corresponding amount of our debt into fixed interest rate liabilities, leaving $1.5 billion in principal amount subject to variable interest rate risk.

For the year ended October 1, 2021, our weighted average floating rate borrowings that are subject to floating rate exposure were approximately $1.4 billion. If floating interest rates had increased by 1.00%, our interest expense for the year ended October 1, 2021 would have increased by approximately $14.3 million.

Foreign Currency Risk

In situations where our operations incur contract costs in currencies other than their functional currency, we sometimes enter into foreign exchange contracts to limit our exposure to fluctuating foreign currencies. We follow the provisions of ASC No. 815, *Derivatives and Hedging* in accounting for our derivative contracts. The Company has $506.5 million in notional value of exchange rate sensitive instruments at October 1, 2021. See Note 18- *Commitments and Contingencies and Derivative Financial Instruments* for discussion.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The information required by this Item 8 is submitted as a separate section beginning on page F-1 of this Annual Report on Form 10-K and is incorporated herein by reference.

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

None.

Item 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are those controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chair and Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), to allow timely decisions regarding required disclosure.

The Company's management, with the participation of its Chair and Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), evaluated the effectiveness of the Company's disclosure controls and procedures as defined by Rule 13a-15(e) of the Exchange Act as of October 1, 2021, the end of the period covered by this Annual Report on Form 10-K (the "Evaluation Date"). Based on that evaluation, the Company's management, with the participation of the Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer) concluded that the Company's disclosure controls and procedures as of the Evaluation Date were effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to the Company's management, including the Company's Chair and Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), as appropriate to allow timely decisions regarding required disclosure.

As permitted by SEC guidance for newly acquired businesses, management's assessment of the Company's disclosure controls and procedures did not include an assessment of those disclosure controls and procedures of PA Consulting that are subsumed by internal control over financial reporting. PA Consulting accounted for approximately 19% of total assets as of the Evaluation Date and approximately 4% of total revenues of the Company for the fiscal year ended on the Evaluation Date.

Management's Annual Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining for the Company adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. Management, with the participation of its Chair and Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), has assessed the effectiveness of the Company's internal control over financial reporting as of the Evaluation Date based on the framework established in *"Internal Control—Integrated Framework,"* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this assessment, management has concluded that the Company's internal control over financial reporting as of the Evaluation Date was effective. As permitted by SEC guidance for newly acquired businesses, management's assessment of the Company's internal control over financial reporting did not include an assessment of internal control over financial reporting of PA Consulting. PA Consulting accounted for approximately 19% of total assets as of the Evaluation Date and approximately 4% of total revenues of the Company for the fiscal year ended on the Evaluation Date.

The Company's independent registered public accounting firm, Ernst & Young LLP, that audited the Company's consolidated financial statements included in this Annual Report on Form 10-K, also audited the effectiveness of our internal control over financial reporting as of October 1, 2021, as stated in their report included in this Annual Report on Form 10-K.

Changes in Internal Control

There were no changes in the Company's internal control over financial reporting during the Company's fiscal quarter ended October 1, 2021 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitations on Effectiveness of Controls

The Company's management, including its Chief Executive Officer and Chief Financial Officer, does not expect that its disclosure controls and procedures or its system of internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed or operated, can provide only reasonable, but not absolute, assurance that the objectives of the system of internal control are met. The design of the Company's control system reflects the fact that there are resource constraints, and that the benefits of such control systems must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control failures and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the intentional acts of individuals, by collusion of two or more people, or by management override of the controls. The design of any system of controls is also based in part on certain assumptions about the likelihood of future events, and there can be no assurance that the design of any particular control will always succeed in achieving its objective under all potential future conditions.

Item 9B. OTHER INFORMATION

None.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors, Executive Officers, Promoters and Control Persons

The information required by Paragraph (a), and Paragraphs (c) through (g) of Item 401 of Regulation S-K (except for information required by Paragraph (e) of that Item to the extent the required information pertains to our executive officers) and Item 405 of Regulation S-K is set forth under the caption “Members of the Board of Directors” and “Corporate Governance” in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A within 120 days after the close of our fiscal year and is incorporated herein by reference. The information required by Paragraph (b) of Item 401 of Regulation S-K, as well as the information required by Paragraph (e) of that Item to the extent the required information pertains to our executive officers, is set forth in Part I, Item 1 of this Annual Report on Form 10-K under the heading “Information About Our Executive Officers.”

Code of Ethics

We have adopted a code of ethics for our Chief Executive Officer and senior financial officers; a code of business conduct and ethics for members of our Board of Directors and corporate governance guidelines. The full text of these codes of ethics and corporate governance guidelines are available at our website at www.jacobs.com. In the event we make any amendment to, or grant any waiver from, a provision of the code of ethics that applies to the principal executive officer, principal financial officer or principal accounting officer that requires disclosure under applicable SEC rules, we will disclose such amendment or waiver and the reasons therefor on our website. We will provide any person without charge a copy of any of the aforementioned codes of ethics upon receipt of a written request. Requests should be addressed to: Jacobs Engineering Group Inc., 1999 Bryan Street, Suite 1200, Dallas, Texas 75201, Attention: Corporate Secretary.

Corporate Governance

The information required by Items 407(d)(4) and (d)(5) of Regulation S-K is set forth under the caption “Corporate Governance” in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A within 120 days after the close of our fiscal year and is incorporated herein by reference.

Item 11. EXECUTIVE COMPENSATION

The information required by this Item is set forth under the captions “Corporate Governance,” “Compensation Committee Report,” “Compensation Discussion and Analysis” and “Executive Compensation” in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A within 120 days after the close of our fiscal year and is incorporated herein by reference.

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

The information required by this Item is set forth in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A within 120 days after the close of our fiscal year and is incorporated herein by reference.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this Item is set forth under the captions “Members of The Board of Directors,” “Corporate Governance,” and “Certain Relationships and Related Transactions” in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A within 120 days after the close of our fiscal year and is incorporated herein by reference.

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item is set forth under the captions “Report of the Audit Committee” and “Audit and Non-Audit Fees” in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A within 120 days after the close of our fiscal year and is incorporated herein by reference.

PART IV

EXHIBITS AND FINANCIAL STATEMENTS

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report:

(1) The Company's Consolidated Financial Statements at October 1, 2021 and October 2, 2020 and for each of the three years in the period ended October 1, 2021, and the notes thereto, together with the report of the independent auditors on those Consolidated Financial Statements are hereby filed as part of this report, beginning on page F-1.

(2) Financial statement schedules – no financial statement schedules are presented as the required information is either not applicable, or is included in the consolidated financial statements or notes thereto.

(3) See Exhibit Index below.

(b) Exhibit Index:

2.1	Agreement and Plan of Merger among The KeyW Holding Corporation, Jacobs Engineering Group Inc. and Atom Acquisition Sub, Inc., dated April 21, 2019. Filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K on April 22, 2019 and incorporated herein by reference.
2.2	Amended and Restated Stock and Asset Purchase Agreement, dated as of April 26, 2019, by and between Jacobs Engineering Group Inc. and WorleyParsons Limited. Filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K on April 29, 2019 and incorporated herein by reference.
2.3	Implementation Deed, dated as of November 27, 2020, by and among PA Consulting Group Limited, CEP IV Garden S.A.R.L., Jacobs Consulting Solutions Limited, Jacobs Engineering Group Inc. and the persons set out in Schedule 1 thereto. Filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K on November 30, 2020 and incorporated herein by reference.
2.4	Warranty Deed, dated as of November 27, 2020, by and among the Warrantors named therein and Jacobs Consulting Solutions Limited. Filed as Exhibit 2.2 to the Registrant's Current Report on Form 8-K on November 30, 2020 and incorporated herein by reference.
3.1	Amended and Restated Certificate of Incorporation of Jacobs Engineering Group Inc. Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K on January 28, 2014 and incorporated herein by reference.
3.2	Amended and Restated Bylaws of Jacobs Engineering Group Inc., dated as of November 10, 2021. Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K on November 10, 2021 and incorporated herein by reference.
4.1	Description of the Registrant's Securities. Filed as Exhibit 4.1 to the Registrant's fiscal 2020 Annual Report on Form 10-K and incorporated herein by reference
10.1	Second Amended and Restated Credit Agreement, dated March 27, 2019, by and among Jacobs Engineering Group Inc., certain of its subsidiaries party thereto, the lenders party thereto and Bank of America, N.A., as administrative agent. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on March 28, 2019 and incorporated herein by reference.
10.2	First Amendment to Second Amended and Restated Credit Agreement, dated as of December 16, 2020, among Jacobs Engineering Group Inc., the designated borrowers party thereto, and the lenders thereto, and Bank of America, N.A., as administrative agent, to the Second Amended and Restated Credit Agreement dated as of March 27, 2019, by and among Jacobs Engineering, Inc., the designated borrowers party thereto, the lenders from time to time party thereto and Bank of America, N.A., as administrative agent. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on December 18, 2020 and incorporated herein by reference.
10.3	Note Purchase Agreement, dated March 12, 2018, by and between Jacobs Engineering Group Inc. and the Purchasers identified therein. Filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K on March 13, 2018, and incorporated herein by reference.
10.4	First Amendment to the Note Purchase Agreement, dated May 11, 2018, by and among Jacobs Engineering Group Inc. and the Purchasers identified therein. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on May 15, 2018 and incorporated herein by reference.

10.5	Credit Agreement, dated as of March 25, 2020, among Jacobs Engineering Group Inc. and Jacobs U.K. Limited, as borrowers, the lenders party thereto, Bank of America, N.A. as administrative agent, Bank of America, N.A., BNP Paribas and Wells Fargo Bank, N.A., as co-syndication agents, The Bank of Nova Scotia, HSBC Bank USA, National Association, USA, PNC Bank, National Association, TD Bank, N.A., Truist Bank and U.S. Bank National Association, as co-documentation agents, and BofA Securities, Inc., BNP Paribas Securities Corp. and Wells Fargo Securities, LLC, as joint lead arrangers and joint bookrunners. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on March 27, 2020 and incorporated herein by reference.
10.6	Term Loan Agreement, dated as of January 20, 2021, among Jacobs Engineering Group Inc., the lenders party thereto, Bank of America, N.A., as administrative agent, Bank of America, N.A., BNP Paribas, TD Bank, N.A. and Wells Fargo Bank, National Associate, as co-syndication agents, The Bank of Nova Scotia, HSBC Bank USA, National Association, National Westminster Bank PLC, PNC Bank, National Association, and U.S. Bank National Association, as documentation agents, and BofA Securities, Inc., BNP Paribas Securities Corp.TD Securities (USA) LLC and Wells Fargo Securities, LLC, as joint lead arrangers and joint bookrunners. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on January 21, 2021 and incorporated herein by reference.
10.7#	Offer Letter by and between Jacobs Engineering Group Inc. and Steven J. Demetriou, dated July 10, 2015. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on July 16, 2015 and incorporated herein by reference.
10.8#	Offer Letter by and between Jacobs Engineering Group Inc. and Kevin C. Berryman, effective November 12, 2014. Filed as Exhibit 99.1 to Amendment No. 1 to the Registrant's Current Report on Form 8-K/A on November 17, 2014 and incorporated herein by reference.
10.9#	Offer letter by and between Jacobs Engineering Group Inc. and Robert V. Pragada, dated January 28, 2016. Filed as Exhibit 10.61 to the Registrant's fiscal 2016 Annual Report on Form 10-K and incorporated herein by reference.
10.10#	Offer letter by and between Jacobs Engineering Group Inc. and William Benton Allen, Jr. dated October 4, 2016. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on October 14, 2016 and incorporated herein by reference.
10.11#	Offer Letter by and between Jacobs Engineering Group Inc. and Dawne Hickton, effective June 3, 2019. Filed as Exhibit 10.2 to the Registrant's Current Report on Form 10-Q on August 5, 2019 and incorporated herein by reference.
10.12#†	Form of Indemnification Agreement entered into between Jacobs Engineering Group Inc. and certain of its officers and directors.
10.13#	Jacobs Engineering Group Inc. 1989 Employee Stock Purchase Plan (as amended and restated on January 19, 2017). Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on January 24, 2017 and incorporated herein by reference.
10.14#	Jacobs Engineering Group Inc. Global Employee Stock Purchase Plan (as amended and restated on January 19, 2017). Filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K on January 24, 2017 and incorporated herein by reference.
10.15#	Jacobs Engineering Group Inc. Executive Deferral Plan, effective January 1, 2018. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on October 2, 2017 and incorporated herein by reference.
10.16#	Jacobs Engineering Group Inc. Directors Deferral Plan, effective January 1, 2018. Filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K on October 2, 2017 and incorporated herein by reference.
10.17#	Jacobs Engineering Group Inc. 1999 Stock Incentive Plan, as amended and restated, effective January 18, 2018. Filed as Exhibit 10.10 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2018 and incorporated herein by reference.
10.18#	Jacobs Engineering Group Inc. 1999 Outside Director Stock Plan, as amended and restated. Filed as Exhibit 10.11 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2018 and incorporated herein by reference.
10.19#	Jacobs Engineering Group Inc. Executive Severance Plan, effective May 2, 2018. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on May 4, 2018 and incorporated herein by reference.
10.20#	Form of Restricted Stock Unit Agreement (with dividend equivalent rights) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.39 to the Registrant's fiscal 2017 Annual Report on Form 10-K and incorporated herein by reference.
10.21#	Form of Stock Option Award Agreement (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Outside Directors Stock Plan). Filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the second quarter of fiscal 2016 and incorporated herein by reference.

10.22#	Form of Restricted Stock Unit Award Agreement (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Outside Directors Stock Plan). Filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the second quarter of fiscal 2016 and incorporated herein by reference.
10.23#	Form of Restricted Stock Unit Agreement (Performance Shares - Earnings Per Share Growth - 2018 Award) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2018 and incorporated herein by reference.
10.24#	Form of Restricted Stock Unit Agreement (Performance Shares - ROIC - 2018 Award) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2018 and incorporated herein by reference.
10.25#	Form of Restricted Stock Unit Agreement (Performance Shares - Earnings Per Share Growth - 2019 Award) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2018 filed February 6, 2019 and incorporated herein by reference.
10.26#	Form of Restricted Stock Unit Agreement (Performance Shares - ROIC - 2019 Award) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2018 filed February 6, 2019 and incorporated herein by reference.
10.27#	Form of Restricted Stock Unit Agreement (Time-Based Vesting) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2018 and incorporated herein by reference.
10.28#	Form of Restricted Stock Unit Agreement (awarded pursuant to the Jacobs Engineering Group, Inc. 1999 Outside Director Stock Plan). Filed as Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2018 and incorporated herein by reference.
10.29#	Form of Restricted Stock Unit Agreement (Performance Shares – Earnings Per Share Growth – 2020 Award) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2020 and incorporated herein by reference.
10.30#	Form of Restricted Stock Unit Agreement (Performance Shares – ROIC – 2020 Award) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2020 and incorporated herein by reference.
10.31#	Form of Restricted Stock Unit Agreement (Time-Based Vesting) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2020 and incorporated herein by reference.
10.32#	Form of Restricted Stock Unit Agreement (Performance Shares – Earnings Per Share Growth) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2021 and incorporated herein by reference.
10.33#	Form of Restricted Stock Unit Agreement (Performance Shares – ROIC) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2021 and incorporated herein by reference.
10.34#	Form of Restricted Stock Unit Agreement (Time-Based Vesting) (awarded pursuant to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan). Filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the first quarter of fiscal 2021 and incorporated herein by reference.
10.35	Transition Services Agreement, dated as of April 26, 2019, by and between Jacobs Engineering Group Inc. and WorleyParsons Limited. Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on April 29, 2019 and incorporated herein by reference.
10.36#	Jacobs Engineering Group Inc. Leadership Performance Plan, as amended and restated effective November 18, 2020. Filed as Exhibit 10.37 to the Registrant's 2020 Annual Report on Form 10-K and incorporated herein by reference.
21†	List of Subsidiaries of Jacobs Engineering Group Inc.
23†	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
31.1†	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2†	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1†	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.
32.2†	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.
101.INS†	XBRL Instance Document
101.SCH†	XBRL Taxonomy Extension Schema Document
101.CAL†	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF†	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB†	XBRL Taxonomy Extension Label Linkbase Document
101.PRE†	XBRL Taxonomy Extension Presentation Linkbase Document
104†	XBRL Coverpage interactive data file

† Being filed herewith.

Management contract or compensatory plan or arrangement.

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.

			JACOBS ENGINEERING GROUP INC.
Dated:	November 23, 2021	By:	/S/ Steven J. Demetriou
			Steven J. Demetriou
			Chair of the Board and Chief Executive Officer (Principal Executive Officer)

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

Signature	Title	Date
/S/ Steven J. Demetriou Steven J. Demetriou	Chair of the Board and Chief Executive Officer (Principal Executive Officer)	November 23, 2021
/S/ Vincent K. Brooks Vincent K. Brooks	Director	November 23, 2021
/S/ Robert C. Davidson, Jr. Robert C. Davidson, Jr.	Director	November 23, 2021
/S/ Ralph E. Eberhart Ralph E. Eberhart	Director	November 23, 2021
/S/ Manny Fernandez Manny Fernandez	Director	November 23, 2021
/S/ Georgette D. Kiser Georgette D. Kiser	Director	November 23, 2021
/S/ Linda Fayne Levinson Linda Fayne Levinson	Director	November 23, 2021
/S/ Barbara L. Loughran Barbara L. Loughran	Director	November 23, 2021
/S/ Robert A. McNamara Robert A. McNamara	Director	November 23, 2021
/S/ Christopher M.T. Thompson Christopher M.T. Thompson	Director	November 23, 2021
/S/ Kevin C. Berryman Kevin C. Berryman	President and Chief Financial Officer (Principal Financial Officer)	November 23, 2021
/S/ William B. Allen William B. Allen	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	November 23, 2021

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

WITH REPORTS OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

October 1, 2021

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

October 1, 2021

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share information)

	October 1, 2021	October 2, 2020
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 1,014,249	$ 862,424
Receivables and contract assets	3,101,418	3,167,310
Prepaid expenses and other	176,228	162,355
Investment in equity securities	—	347,510
Total current assets	4,291,895	4,539,599
Property, Equipment and Improvements, net	353,117	319,371
Other Noncurrent Assets:		
Goodwill	7,197,000	5,639,091
Intangibles, net	1,565,758	658,340
Deferred income tax assets	103,193	211,047
Operating lease right-of-use assets	650,097	576,915
Miscellaneous	471,549	409,990
Total other noncurrent assets	9,987,597	7,495,383
	$ 14,632,609	$ 12,354,353
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Current maturities of long-term debt	$ 53,456	$ —
Accounts payable	908,441	1,061,754
Accrued liabilities	1,533,559	1,249,883
Operating lease liability	172,414	164,312
Contract liabilities	542,054	465,648
Total current liabilities	3,209,924	2,941,597
Long-term debt	2,839,933	1,676,941
Liabilities relating to defined benefit pension and retirement plans	418,080	568,176
Deferred income tax liabilities	214,380	3,366
Long-term operating lease liability	758,358	735,202
Other deferred liabilities	559,375	573,404
Commitments and Contingencies		
Redeemable Noncontrolling interests	657,722	—
Stockholders' Equity:		
Capital stock:		
Preferred stock, $1 par value, authorized - 1,000,000 shares; issued and outstanding - none	—	—
Common stock, $1 par value, authorized - 240,000,000 shares; issued and outstanding - 128,892,540 shares and 129,747,783 shares as of October 1, 2021 and October 2, 2020, respectively	128,893	129,748
Additional paid-in capital	2,590,012	2,598,446
Retained earnings	4,015,578	4,020,575
Accumulated other comprehensive loss	(794,442)	(933,057)
Total Jacobs stockholders' equity	5,940,041	5,815,712
Noncontrolling interests	34,796	39,955
Total Group stockholders' equity	5,974,837	5,855,667
	$ 14,632,609	$ 12,354,353

See the accompanying Notes to Consolidated Financial Statements.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
For the Fiscal Years Ended October 1, 2021, October 2, 2020 and September 27, 2019
(In thousands, except per share information)

	October 1, 2021	October 2, 2020	September 27, 2019
Revenues	$ 14,092,632	$ 13,566,975	$ 12,737,868
Direct cost of contracts	(11,048,860)	(10,980,307)	(10,260,840)
Gross profit	3,043,772	2,586,668	2,477,028
Selling, general and administrative expenses	(2,355,683)	(2,050,695)	(2,072,177)
Operating Profit	688,089	535,973	404,851
Other Income (Expense):			
Interest income	3,503	4,729	9,487
Interest expense	(72,714)	(62,206)	(83,867)
Miscellaneous income (expense), net	76,724	(37,293)	20,488
Total other income (expense), net	7,513	(94,770)	(53,892)
Earnings from Continuing Operations Before Taxes	695,602	441,203	350,959
Income Tax Expense for Continuing Operations	(274,781)	(55,320)	(36,954)
Net Earnings of the Group from Continuing Operations	420,821	385,883	314,005
Net Earnings of the Group from Discontinued Operations	10,008	137,984	559,214
Net Earnings of the Group	430,829	523,867	873,219
Net Earnings Attributable to Noncontrolling Interests from Continuing Operations	(39,213)	(32,022)	(23,045)
Net Loss Attributable to Redeemable Noncontrolling Interests	85,414	—	—
Net Earnings Attributable to Jacobs from Continuing Operations	467,022	353,861	290,960
Net (Earnings) Attributable to Noncontrolling Interests from Discontinued Operations	—	—	(2,195)
Net Earnings Attributable to Jacobs from Discontinued Operations	10,008	137,984	557,019
Net Earnings Attributable to Jacobs	$ 477,030	$ 491,845	$ 847,979
Net Earnings Per Share:			
Basic Net Earnings from Continuing Operations Per Share	$ 3.15	$ 2.69	$ 2.11
Basic Net Earnings from Discontinued Operations Per Share	$ 0.08	$ 1.05	$ 4.03
Basic Earnings Per Share	$ 3.22	$ 3.74	$ 6.14
Diluted Net Earnings from Continuing Operations Per Share	$ 3.12	$ 2.67	$ 2.09
Diluted Net Earnings from Discontinued Operations Per Share	$ 0.08	$ 1.04	$ 4.00
Diluted Earnings Per Share	$ 3.20	$ 3.71	$ 6.08

See the accompanying Notes to Consolidated Financial Statements.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the Fiscal Years Ended October 1, 2021, October 2, 2020 and September 27, 2019
(In thousands)

	October 1, 2021	October 2, 2020	September 27, 2019
Net Earnings of the Group	$ 430,829	$ 523,867	$ 873,219
Other Comprehensive Income (Loss):			
Foreign currency translation adjustment	15,585	64,052	15,972
Gain (loss) on cash flow hedges	29,332	(21,883)	1,369
Change in pension and retiree medical plan liabilities	142,135	(75,334)	(157,632)
Other comprehensive income (loss) before taxes	187,052	(33,165)	(140,291)
Income Tax (Expense) Benefit:			
Foreign currency translation adjustment	(3,110)	(3,722)	—
Cash flow hedges	(7,357)	7,285	(568)
Change in pension and retiree medical plan liabilities	(37,970)	13,357	30,750
Income Tax (Expense) Benefit:	(48,437)	16,920	30,182
Net other comprehensive income (loss)	138,615	(16,245)	(110,109)
Net Comprehensive Income of the Group	569,444	507,622	763,110
Net Earnings Attributable to Noncontrolling Interests	(39,213)	(32,022)	(25,240)
Net Loss Attributable to Redeemable Noncontrolling Interests	85,414	—	—
Net Comprehensive Income Attributable to Jacobs	$ 615,645	$ 475,600	$ 737,870

See the accompanying Notes to Consolidated Financial Statements including the Company's note on Other Financial Information for a presentation of amounts reclassified to net income during the period.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the Fiscal Years Ended October 1, 2021, October 2, 2020 and September 27, 2019
(In thousands)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Jacobs Stockholders' Equity	Noncontrolling Interests	Total Group Stockholders' Equity
Balances at September 28, 2018	**$ 142,218**	**$ 2,708,839**	**$ 3,809,991**	**$ (806,703)**	**$ 5,854,345**	**$ 90,009**	**$ 5,944,354**
Net earnings	—	—	847,979	—	847,979	25,240	873,219
Disposition of ECR business, net of deferred taxes $5,402	—	—	—	112,764	112,764	(45,727)	67,037
Adoption of ASC 606, net of deferred taxes $(10,825)	—	—	(37,209)	—	(37,209)	—	(37,209)
Foreign currency translation adjustments	—	—	—	(84,456)	(84,456)	—	(84,456)
Pension and retiree medical plan liability, net of deferred taxes of $25,348	—	—	—	(139,218)	(139,218)	—	(139,218)
Gain on derivatives, net of deferred taxes of $568	—	—	—	801	801	—	801
Noncontrolling interest acquired / consolidated	—	(1,113)	—	—	(1,113)	—	(1,113)
Dividends	—	—	(92,980)	—	(92,980)	—	(92,980)
Distributions to noncontrolling interests	—	—	—	—	—	(15,555)	(15,555)
Stock based compensation	—	69,128	9	—	69,137	—	69,137
Issuances of equity securities including shares withheld for taxes	1,681	43,508	(6,872)	—	38,317	—	38,317
Repurchases of equity securities	(11,020)	(260,912)	(581,744)	—	(853,676)	—	(853,676)
Balances at September 27, 2019	**$ 132,879**	**$ 2,559,450**	**$ 3,939,174**	**$ (916,812)**	**$ 5,714,691**	**$ 53,967**	**$ 5,768,658**
Net earnings	—	—	491,845	—	491,845	32,022	523,867
Foreign currency translation adjustments, net of deferred taxes of $3,722	—	—	—	60,330	60,330	—	60,330
Pension and retiree medical plan liability, net of deferred taxes of $(13,357)	—	—	—	(61,977)	(61,977)	—	(61,977)
(Loss) Gain on derivatives, net of deferred taxes of $(7,285)	—	—	—	(14,598)	(14,598)	—	(14,598)
Dividends	—	—	(99,921)	—	(99,921)	—	(99,921)
Noncontrolling interests - distributions and other	—	5,002	—	—	5,002	(46,034)	(41,032)
Stock based compensation	—	47,048	1,102	—	48,150	—	48,150
Issuances of equity securities including shares withheld for taxes	998	17,890	(9,447)	—	9,441	—	9,441
Repurchases of equity securities	(4,129)	(30,944)	(302,178)	—	(337,251)	—	(337,251)
Balances at October 2, 2020	**$ 129,748**	**$ 2,598,446**	**$ 4,020,575**	**$ (933,057)**	**$ 5,815,712**	**$ 39,955**	**$ 5,855,667**
Net earnings	—	—	477,030	—	477,030	39,213	516,243
Foreign currency translation adjustments, net of deferred taxes of $3,110	—	—	—	12,475	12,475	—	12,475
Pension and retiree medical plan liability, net of deferred taxes of $37,970	—	—	—	104,165	104,165	—	104,165
Gain on derivatives, net of deferred taxes of $7,357	—	—	—	21,975	21,975	—	21,975
Dividends	—	—	(109,616)	—	(109,616)	—	(109,616)
Noncontrolling interests - distributions and other	—	—	—	—	—	(44,372)	(44,372)
Redeemable Noncontrolling interests redemption value adjustment	—	—	(175,183)	—	(175,183)	—	(175,183)
Stock based compensation	—	56,221	—	—	56,221	—	56,221
Issuances of equity securities including shares withheld for taxes	871	20,345	(9,006)	—	12,210	—	12,210
Repurchases of equity securities	(1,726)	(85,000)	(188,222)	—	(274,948)	—	(274,948)
Balances at October 1, 2021	**$ 128,893**	**$ 2,590,012**	**$ 4,015,578**	**$ (794,442)**	**$ 5,940,041**	**$ 34,796**	**$ 5,974,837**

See the accompanying Notes to Consolidated Financial Statements.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Fiscal Years Ended October 1, 2021, October 2, 2020 and September 27, 2019
(In thousands)

	October 1, 2021	October 2, 2020	September 27, 2019
Cash Flows from Operating Activities:			
Net earnings attributable to the Group	$ 430,829	$ 523,867	$ 873,219
Adjustments to reconcile net earnings to net cash flows provided by (used for) operations:			
Depreciation and amortization:			
Property, equipment and improvements	101,024	91,070	90,171
Intangible assets	149,776	90,563	79,098
Gain on sale of ECR business	(15,608)	(110,236)	(935,110)
Loss on disposal of other businesses and investments	—	—	9,608
(Gain) loss on investment in equity securities	(71,325)	103,623	78,108
Stock based compensation	56,221	48,150	69,137
Equity in earnings of operating ventures, net of return on capital distributions	10,941	9,172	(8,784)
Loss on disposals of assets, net	1,003	766	6,222
Impairment of equity method investment and other long term assets	40,640	162,238	—
Loss (gain) on pension and retiree medical plan changes	2,783	4,598	(33,087)
Deferred income taxes	113,623	82,275	(105,939)
Changes in assets and liabilities, excluding the effects of businesses acquired:			
Receivables and contract assets, net of contract liabilities	242,154	(107,784)	(67,894)
Prepaid expenses and other current assets	6,800	(27,280)	(13,117)
Miscellaneous other assets	116,097	110,678	5,267
Accounts payable	(165,502)	(92,838)	295,146
Income taxes payable	20,961	35,194	(294,995)
Accrued liabilities	(252,305)	(27,849)	(305,716)
Other deferred liabilities	(63,915)	(64,390)	(106,256)
Other, net	2,079	(24,968)	(1,514)
Net cash provided by (used for) operating activities	726,276	806,849	(366,436)
Cash Flows from Investing Activities:			
Additions to property and equipment	(92,814)	(118,269)	(135,977)
Disposals of property and equipment and other assets	474	96	7,177
Capital contributions to equity investees, net of return of capital distributions	(5,016)	(12,278)	(8,761)
Acquisitions of businesses, net of cash acquired	(1,741,062)	(293,580)	(575,110)
Disposals of investment in equity securities	421,315	—	64,708
Proceeds (Payments) related to sales of businesses	36,360	(5,061)	2,801,425
Purchases of noncontrolling interests	—	—	(1,113)
Net cash (used for) provided by investing activities	(1,380,743)	(429,092)	2,152,349
Cash Flows from Financing Activities:			
Proceeds from long-term borrowings	4,445,080	2,986,661	2,782,193
Repayments of long-term borrowings	(3,216,965)	(2,521,467)	(3,996,970)
Proceeds from short-term borrowings	—	78	200,001
Repayments of short-term borrowings	(7,675)	(200,008)	(28,566)
Debt issuance costs	(2,747)	(1,807)	(3,915)
Proceeds from issuances of common stock	38,077	37,235	64,958
Common stock repurchases	(274,948)	(337,251)	(853,676)
Taxes paid on vested restricted stock	(25,867)	(27,794)	(26,641)
Cash dividends, including to noncontrolling interests	(155,972)	(143,962)	(106,396)
Net cash provided by (used for) financing activities	798,983	(208,315)	(1,969,012)
Effect of Exchange Rate Changes	19,635	61,914	20,809
Net Increase (Decrease) in Cash and Cash Equivalents and Restricted Cash	164,151	231,356	(162,290)
Cash and Cash Equivalents, including Restricted Cash, at the Beginning of the Period	862,424	631,068	793,358
Cash and Cash Equivalents, including Restricted Cash, at the End of the Period	$ 1,026,575	$ 862,424	$ 631,068

See the accompanying Notes to Consolidated Financial Statements.

1. Description of Business and Basis of Presentation

Description of Business

Jacobs is a leading global professional services company that designs and deploys technology-centric solutions to solve many of the world's most complex challenges. We operate in three operating segments: Critical Mission Solutions, People & Places Solutions and the recent strategic investment in PA Consulting Group Limited ("PA Consulting").

We provide a broad range of technical, professional and construction services including engineering, design and architectural services; construction and construction management services; operations and maintenance services; and process, scientific and systems consulting services. We provide our services through offices and subsidiaries located primarily in North America, Europe, the Middle East, India, Australia, New Zealand and Asia. We provide our services under cost-reimbursable and fixed-price contracts, with our fixed-price contracts comprised mainly of professional services arrangements and in some limited cases, construction. The percentage of revenues realized from each of these types of contracts for the fiscal years ended October 1, 2021, October 2, 2020 and September 27, 2019 was as follows:

	For the Years Ended		
	October 1, 2021	**October 2, 2020**	**September 27, 2019**
Cost-reimbursable	76%	76%	76%
Fixed-price	24%	24%	24%

Basis of Presentation, Definition of Fiscal Year, and Other Matters

The accompanying Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") and include the accounts of Jacobs Engineering Group Inc. and its subsidiaries and affiliates which it controls. All intercompany accounts and transactions have been eliminated in consolidation.

The Company's fiscal year ends on the Friday closest to September 30 (determined on the basis of the number of workdays) and, accordingly, an additional week of activity is added every five-to-six years. Fiscal 2020 included an extra week of activity.

Effective the beginning of fiscal first quarter 2020, the Company adopted ASU 2016-02, Leases ("ASC 842"), including the subsequent ASU's that amended and clarified the related guidance. The Company adopted ASC 842 using a modified retrospective approach, and accordingly the new guidance was applied to leases that existed or were entered into after the first day of adoption without adjusting the comparative periods presented. Please refer to Note 10- *Leases* for a discussion of our updated policies and disclosures related to leases.

Effective the beginning of fiscal first quarter 2019, the Company adopted ASC Topic 606, *Revenue from Contracts with Customers*, including the subsequent ASUs that amended and clarified the related guidance. The Company adopted ASC Topic 606 using the modified retrospective method, and accordingly the new guidance was applied retrospectively to contracts that were not completed or substantially completed as of September 29, 2018 (the date of initial application). Please refer to Note 3- *Revenue Accounting for Contracts*.

On March 2, 2021, Jacobs completed the strategic investment of a 65% interest in PA Consulting, a UK-based leading innovation and transformation consulting firm. The total consideration paid by the Company was$1.7 billion, funded through cash on hand, proceeds from a new term loan and draws on the Company's existing revolver. Further, in connection with the transaction, an additional $261 million in investment proceeds had not yet been distributed at the investment date due to continuing employment requirements of associated management owners. Consequently, this amount represented compensation expense incurred related to the investment that was expensed subsequent to the acquisition date, and is reflected in selling, general and administrative expense and cash from operations for the current fiscal year. The remaining 35% interest is held by PA Consulting employees, whose redeemable noncontrolling interests had a fair value of $582.4 million on the closing date, including subsequent purchase accounting adjustments. PA Consulting is accounted for as a consolidated subsidiary and as a separate operating segment under U.S. GAAP accounting rules See Note 14- *PA Consulting Business Combination* for more discussion on the investment and Note 9- *Borrowings* for more discussion on the financing for the transaction.

On November 24, 2020, a subsidiary of Jacobs completed the acquisition of Buffalo Group, a leader in advanced cyber and intelligence solutions which allows Jacobs to further expand its cyber and intelligence solutions offerings to government clients. The Company paid total consideration of $190.1 million, which was comprised of approximately $182.4 million in cash to the former owners of Buffalo Group and contingent consideration of $7.7 million which was expected to be settled in fiscal 2022. Subsequent to the closing date and during the current fiscal year, the Company recognized the $7.7 million as an offset to selling, general and administrative expense as it was no longer expected to be paid. In conjunction with the acquisition, the Company assumed the Buffalo Group's debt of approximately $7.7 million. The Company repaid all of the assumed Buffalo Group debt by the end of the first fiscal quarter of 2021. The Company has recorded its preliminary purchase price allocation associated with the acquisition, which is summarized in Note 15- *Other Business Combinations*.

On March 6, 2020, a subsidiary of Jacobs completed the acquisition of the nuclear consulting, remediation and program management business of John Wood Group, a U.K.-based energy services company, for an enterprise value of £246 million, or approximately $317.9 million, less cash acquired of $24.3 million. The Company has recorded its preliminary purchase price allocation associated with the acquisition, which is summarized in Note 15- *Other Business Combinations*.

On June 12, 2019, Jacobs completed the acquisition of The KeyW Holding Corporation (“KeyW”), a U.S.-based national security solutions provider to the intelligence, cyber, and counter terrorism communities, by acquiring 100% of the outstanding shares of KeyW common stock. The Company paid total consideration of $902.6 million, which was comprised of approximately $604.2 million in cash to the former stockholders and certain equity award holders of KeyW and the assumption of KeyW’s debt of approximately $298.4 million. The Company repaid all of the assumed KeyW debt by the end of the fourth fiscal quarter of 2019. The Company has recorded its final purchase price allocation associated with the acquisition, which is summarized in Note 15- *Other Business Combinations*.

On April 26, 2019, Jacobs completed the sale of its Energy, Chemicals and Resources ("ECR") business to Worley Limited, a company incorporated in Australia ("Worley"), for a purchase price of $3.4 billion consisting of (i) $2.8 billion in cash plus (ii) 58.2 million ordinary shares of Worley, subject to adjustments for changes in working capital and certain other items (the “ECR sale”). As a result of the ECR sale, substantially all ECR-related assets and liabilities have been sold (the "Disposal Group"). We determined that the Disposal Group should be reported as discontinued operations in accordance with ASC 210-05, *Discontinued Operations* because their disposal represents a strategic shift that had a major effect on our operations and financial results. As such, the financial results of the ECR business are reflected in our Consolidated Statements of Earnings as discontinued operations for all periods presented. As of October 1, 2021, all of the ECR business to be sold under the terms of the sale has been conveyed to Worley and as such, no amounts remain held for sale. For further discussion see Note 16- *Sale of Energy, Chemicals and Resources ("ECR") Business*.

2. Significant Accounting Policies

<u>Revenue Accounting for Contracts</u>

Engineering, Procurement & Construction Contracts and Service Contracts

On September 29, 2018, the Company adopted ASC Topic 606, *Revenue from Contracts with Customers,* including the subsequent ASUs that amended and clarified the related guidance. The Company recognizes engineering, procurement, and construction contract revenue over time, as performance obligations are satisfied, due to the continuous transfer of control to the customer in accordance with ASC Topic 606, *Revenue from Contracts with Customers*. Upon adoption of ASC Topic 606, contracts which include engineering, procurement and construction services are generally accounted for as a single deliverable (a single performance obligation) and are no longer segmented between types of services. In some instances, the Company’s services associated with a construction activity are limited to specific tasks such as customer support, consulting or supervisory services. In these instances, the services are typically identified as separate performance obligations.

The Company recognizes revenue using the percentage-of-completion method, based primarily on contract costs incurred to date compared to total estimated contract costs. The percentage-of-completion method (an input method) is the most representative depiction of the Company’s performance because it directly measures the value of the services transferred to the customer. Subcontractor materials, labor and equipment and, in certain cases, customer-furnished materials and labor and equipment are included in revenue and cost of revenue when management believes that the company is acting as a principal rather than as an agent (e.g., the company integrates the materials, labor and equipment into the deliverables promised to the customer or is otherwise primarily responsible for fulfillment and acceptability of the materials, labor and/or equipment). The Company recognizes revenue, but not profit, on certain uninstalled materials that are not specifically produced, fabricated, or constructed for a project. Revenue on these uninstalled materials is recognized when control is transferred. Changes to total estimated contract cost or losses, if any, are recognized in the period in which they are determined as assessed at the contract level. Pre-contract costs are expensed as incurred unless they are expected to be recovered from the client. Project mobilization costs are generally charged to project costs as incurred when they are an integrated part of the performance obligation being transferred to the client. Under the typical payment terms of our engineering, procurement and construction contracts, amounts are billed as work progresses in accordance with agreed-upon contractual terms at periodic intervals (e.g., biweekly or monthly) and customer payments are typically due within 30 to 60 days of billing, depending on the contract.

For service contracts, the Company recognizes revenue over time using the cost-to-cost percentage-of-completion method. Service contracts that include multiple performance obligations are segmented between types of services. For contracts with multiple performance obligations, the Company allocates the transaction price to each performance obligation using an estimate of the stand-alone selling price of each distinct service in the contract. In some instances where the Company is standing ready to provide services, the Company recognizes revenue ratably over the service period. Under the typical payment terms of our service contracts, amounts are billed as work progresses in accordance with agreed-upon contractual terms, and customer payments are typically due within 30 to 60 days of billing, depending on the contract.

Direct costs of contracts include all costs incurred in connection with and directly for the benefit of client contracts, including depreciation and amortization relating to assets used in providing the services required by the related projects. The level of direct costs of contracts may fluctuate between reporting periods due to a variety of factors, including the amount of pass-through costs we incur during a period. On those projects where we are acting as principal for subcontract labor or third-party materials and equipment, we reflect the amounts of such items in both revenues and costs (and we refer to such costs as “pass-through costs”).

Back charges to suppliers or subcontractors are recognized as a reduction of cost when it is determined that recovery of such cost is probable and the amounts can be reliably estimated. Disputed back charges are recognized when the same requirements described above have been satisfied.

Variable Consideration

The nature of the Company’s contracts gives rise to several types of variable consideration, including claims and unpriced change orders; awards and incentive fees; and liquidated damages and penalties. The Company recognizes revenue for variable consideration when it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur. The Company estimates the amount of revenue to be recognized on variable consideration using the expected value (i.e., the sum of a probability-weighted amount) or the most likely amount method, whichever is expected to better predict the amount. Factors considered in determining whether revenue associated with claims (including change orders in dispute and unapproved change orders in regard to both scope and price) should be recognized include the following: (a) the contract or other evidence provides a legal basis for the claim, (b) additional costs were caused by circumstances that were unforeseen at the contract date and not the result of deficiencies in the company’s performance, (c) claim-related costs are identifiable and considered reasonable in view of the work performed, and (d) evidence supporting the claim is objective and verifiable. If the requirements for recognizing revenue for claims or unapproved change orders are met, revenue is recorded only when the costs associated with the claims or unapproved change orders have been incurred and only up to the amount of cost incurred.

The Company generally provides limited warranties for work performed under its engineering and construction contracts. The warranty periods typically extend for a limited duration following substantial completion of the Company’s work on the project. Historically, warranty claims have not resulted in material costs incurred for which the Company was not compensated for by the customer.

Practical Expedient

If the Company has a right to consideration from a customer in an amount that corresponds directly with the value of the Company’s performance completed to date (a service contract in which the company bills a fixed amount for each hour of service provided), the Company recognizes revenue in the amount to which it has a right to invoice for services performed.

The Company does not adjust the contract price for the effects of a significant financing component if the Company expects, at contract inception, that the period between when the Company transfers a service to a customer and when the customer pays for that service will be one year or less.

See Note 3- *Revenue Accounting for Contracts* for further discussion.

Joint Ventures and VIEs

As is common to the industry, we execute certain contracts jointly with third parties through various forms of joint ventures. Although the joint ventures own and hold the contracts with the clients, the services required by the contracts are typically performed by us and our joint venture partners, or by other subcontractors under subcontracting agreements with the joint ventures. Many of these joint ventures are formed for a specific project. The assets of our joint ventures generally consist almost entirely of cash and receivables (representing amounts due from clients), and the liabilities of our joint ventures generally consist almost entirely of amounts due to the joint venture partners (for services provided by the partners to the joint ventures under their individual subcontracts) and other subcontractors. In general, at any given time, the equity of our joint ventures represents the undistributed profits earned on contracts the joint ventures hold with clients. Very few of our joint ventures have employees or third-party debt or credit facilities. The debt held by the joint ventures is non-recourse to the general credit of Jacobs.

The assets of a joint venture are restricted for use to the obligations of the particular joint venture and are not available for general operations of the Company. Our risk of loss on these arrangements is usually shared with our partners. The liability of each partner is usually joint and several, which means that each partner may become liable for the entire risk of loss on the project. Furthermore, on some of our projects, the Company has granted guarantees which may encumber both our contracting subsidiary company and the Company for the entire risk of loss on the project. The Company is unable to estimate the maximum potential amount of future payments that we could be required to make under outstanding performance guarantees related to joint venture projects due to a number of factors, including but not limited to, the nature and extent of any contractual defaults by our joint venture partners, resource availability, potential performance delays caused by the defaults, the location of the projects, and the terms of the related contracts. See Note 19- *Contractual Guarantees, Litigation, Investigations and Insurance* for further discussion.

Most of the joint ventures are deemed to be variable interest entities ("VIE") because they lack sufficient equity to finance the activities of the joint venture. The Company uses a qualitative approach to determine if the Company is the primary beneficiary of the VIE, which considers factors that indicate a party has the power to direct the activities that most significantly impact the joint venture's economic performance. These factors include the composition of the governing board, how board decisions are approved, the powers granted to the operational manager(s) and partner that holds that position(s), and to a certain extent, the partner's economic interest in the joint venture. The Company analyzes each joint venture initially to determine if it should be consolidated or unconsolidated.

- Consolidated if the Company is the primary beneficiary of a VIE, or holds the majority of voting interests of a non-VIE (and no significant participative rights are available to the other partners).
- Unconsolidated if the Company is not the primary beneficiary of a VIE, or does not hold the majority of voting interest of a non-VIE.

Our unconsolidated joint ventures (including equity method investments) are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the investment might not be recoverable, and impairment losses are recognized for such investments if there is a decline in fair value below carrying value that is considered to be other-than-temporary.

See Note 8- *Joint Ventures, VIEs and Other Investments* for further discussion.

Fair Value Measurements

Certain amounts included in the accompanying consolidated financial statements are presented at "fair value." Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants as of the date fair value is determined (the "measurement date"). When determining fair value, we consider the principal or most advantageous market in which we would transact, and we consider only those assumptions we believe a typical market participant would consider when pricing an asset or liability. In measuring fair value, we use the following inputs in the order of priority indicated:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than quoted prices in active markets included in Level 1, such as (i) quoted prices for similar assets or liabilities; (ii) quoted prices in markets that have insufficient volume or infrequent transactions (e.g., less active markets); and (iii) model-driven valuations in which all significant inputs are observable or can be derived principally from, or corroborated with, observable market data for substantially the full term of the asset or liability.

Level 3 - Unobservable inputs to the valuation methodology that are significant to the fair value measurement.

The net carrying amounts of cash and cash equivalents, trade receivables and payables and short-term debt approximate fair value due to the short-term nature of these instruments. See Note 9- *Borrowings* for a discussion of the fair value of long-term debt.

Certain other assets and liabilities, such as forward contracts and interest rate swap agreements we purchased as cash-flow hedges discussed in Note 18- *Commitments and Contingencies and Derivative Financial Instruments* and the Company's investment in Worley ordinary shares discussed in Note 16 - *Sale of Energy, Chemicals and Resources* are required to be carried in our Consolidated Financial Statements at Fair Value.

The fair value of the Company's reporting units (used for purposes of determining whether there is an indication of possible impairment of the carrying value of goodwill) is determined using an income and market approach. Both approaches require us to make certain estimates and judgments. Under the income approach, fair value is determined by using the discounted cash flows of our reporting units. Under the market approach, the fair values of our reporting units are determined by reference to guideline companies that are reasonably comparable to our reporting units; the fair values are estimated based on the valuation multiples of the invested capital associated with the guideline companies. In assessing whether there is an indication that the carrying value of goodwill has been impaired, we utilize the results of both valuation techniques and consider the range of fair values indicated.

With respect to equity-based compensation (i.e., share-based payments), we estimate the fair value of stock options granted to employees and directors using the Black-Scholes option-pricing model. Like all option-pricing models, the Black-Scholes model requires the use of subjective assumptions including (i) the expected volatility of the market price of the underlying stock, and (ii) the expected term of the award, among others. Accordingly, changes in assumptions and any subsequent adjustments to those assumptions can cause different fair values to be assigned to our future stock option awards. For restricted stock awards (including restricted stock units) containing market conditions, compensation expense is based on the fair value of such awards using a Monte Carlo simulation. For restricted stock awards (including restricted stock units) containing service and performance conditions, compensation expense is based on the closing stock price on the date of grant.

The fair values of the assets owned by the various pension plans that the Company sponsors are determined based on the type of asset, consistent with U.S. GAAP. Equity securities are valued by using market observable data such as quoted prices. Publicly traded corporate equity securities are valued at the last reported sale price on the last business day of the year. Securities not traded on the last business day are valued at the last reported bid price. Fixed income investment funds categorized as Level 2 are valued by the trustee using pricing models that use verifiable observable market data (e.g., interest rates and yield curves observable at commonly quoted intervals), bids provided by brokers or dealers, or quoted prices of securities with similar characteristics. Real estate consists primarily of common or collective trusts, with underlying investments in real estate. These investments are valued using the best information available, including quoted market price, market prices for similar assets when available, internal cash flow estimates discounted at an appropriate interest rate, or independent appraisals, as appropriate. Management values insurance contracts and hedge funds using actuarial assumptions and certain values reported by fund managers.

The methodologies described above and elsewhere in these Notes to Consolidated Financial Statements may produce a fair value measure that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement.

Cash Equivalents

We consider all highly liquid investments with original maturities of less than three months to be cash equivalents. Cash equivalents at October 1, 2021 and October 2, 2020 consisted primarily of money market mutual funds and overnight bank deposits.

Receivables, Contract Assets and Contract Liabilities

Receivables include amounts billed, net and unbilled receivables. Amounts billed, net consist of amounts invoiced to clients in accordance with the terms of our client contracts and are shown net of an allowance for doubtful accounts. We anticipate that substantially all of such billed amounts will be collected over the next twelve months.

Unbilled receivables and other, which represent an unconditional right to payment subject only to the passage of time in connection with our client contracts, are reclassified to amounts billed when they are billed under the terms of the contract. Prior to adoption of ASC 606, receivables related to contractual milestones or achievement of performance-based targets were included in unbilled receivables. These are now included in contract assets. We anticipate that substantially all of such unbilled amounts will be billed and collected over the next twelve months.

Contract assets represent unbilled amounts where the right to payment is subject to more than merely the passage of time and includes performance-based incentives and services provided ahead of agreed contractual milestones. Contract assets are transferred to unbilled receivables when the right to consideration becomes unconditional and are transferred to amounts billed upon invoicing.

Contract liabilities represent amounts billed to clients in excess of revenue recognized to date. We anticipate that substantially all such amounts will be earned over the next twelve months.

In order to manage short-term liquidity and credit exposure, Jacobs may sell current customer receivables to third parties. When Jacobs sells customer receivables to third parties it accelerates the receipt of cash that would otherwise have been collected from customers and records these transactions as reductions to the receivable amounts. Jacobs does not maintain continuing involvement in these arrangements.

Property, Equipment, and Improvements

Property, equipment and improvements are carried at cost, and are shown net of accumulated depreciation and amortization in the accompanying Consolidated Balance Sheets. Depreciation and amortization is computed primarily by using the straight-line method over the estimated useful lives of the assets. The cost of leasehold improvements is amortized using the straight-line method over the lesser of the estimated useful life of the asset or the remaining term of the related lease. Estimated useful lives range from 20 to 40 years for buildings, from 3 to 10 years for equipment and from 4 to 10 years for leasehold improvements.

Goodwill and Other Intangible Assets

Goodwill represents the excess of the cost of an acquired business over the fair value of the net tangible and intangible assets acquired. Goodwill and intangible assets with indefinite lives are not amortized; instead, on an annual basis we test goodwill and intangible assets with indefinite lives for possible impairment. Intangible assets with finite lives are amortized on a straight-line basis over the useful lives of those assets.

For purposes of impairment testing, goodwill is assigned to the applicable reporting units based on the current reporting structure. We have determined that our operating segments are also our reporting units based on management's conclusion that the components comprising each of our operating segments share similar economic characteristics and meet the aggregation criteria in accordance with ASC 350.

We perform our annual goodwill impairment assessment as of the first day of the fourth fiscal quarter each year. We begin with the qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying value before applying the quantitative assessment described below. If it is determined through the evaluation of events or circumstances that the carrying value may not be recoverable, the Company then compares the fair value of each reporting unit with its carrying amount. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized. During 2021, we completed our annual goodwill impairment test and qualitatively determined that none of our goodwill was impaired. We have determined that the fair value of our reporting units exceeded their respective carrying values for the Consolidated Balance Sheets presented.

Impairment of Long-Lived Assets

Our long-lived assets other than goodwill principally consist of right-of-use lease assets, property, equipment and improvements, and finite-lived intangible assets. These long-lived assets are evaluated for impairment for each of our asset groups in accordance with ASC 360 by first identifying whether indicators of impairment exist. If such indicators are present, we assess long-lived asset groups for recoverability based on estimated future undiscounted cash flows. For asset groups where the recoverability test fails, the fair value of each asset group is then estimated and compared to its carrying amount. An impairment loss is recognized for the amount by which an asset group's carrying value exceeds its fair value.

Foreign Currencies

In preparing our Consolidated Financial Statements, it is necessary to translate the financial statements of our subsidiaries operating outside the U.S., which are denominated in currencies other than the U.S. dollar, into the U.S. dollar. In accordance with U.S. GAAP, revenues and expenses of operations outside the U.S. are translated into U.S. dollars using weighted-average exchange rates for the applicable periods being translated while the assets and liabilities of operations outside the U.S. are generally translated into U.S. dollars using period-end exchange rates. The net effect of foreign currency translation adjustments is included in stockholders' equity as a component of accumulated other comprehensive income (loss) in the accompanying Consolidated Balance Sheets.

Share-Based Payments

We measure the value of services received from employees and directors in exchange for an award of an equity instrument based on the grant-date fair value of the award. The computed value is recognized as a non-cash cost on a straight-line basis over the period the individual provides services, which is typically the vesting period of the award with the exception of awards containing an internal performance measure, such as Earnings Per Share growth and Return on Invested Capital, which is recognized on a straight-line basis over the vesting period subject to the probability of meeting the performance requirements and adjusted for the number of shares expected to be earned. The cost of these awards is recorded in selling, general and administrative expense in the accompanying Consolidated Statements of Earnings.

Concentrations of Credit Risk

Our cash balances and cash equivalents are maintained in accounts held by major banks and financial institutions located in North America, South America, Europe, the Middle East, India, Australia, Africa and Asia. In the normal course of business, and consistent with industry practices, we grant credit to our clients without requiring collateral. Concentrations of credit risk is the risk that, if we extend a significant amount of credit to clients in a specific geographic area or industry, we may experience disproportionately high levels of default if those clients are adversely affected by factors particular to their geographic area or industry. Concentrations of credit risk relative to trade receivables are limited due to our diverse client base, which includes the U.S. federal government and multi-national corporations operating in a broad range of industries and geographic areas. Additionally, in order to mitigate credit risk, we continually evaluate the credit worthiness of our major commercial clients.

Leases

On September 28, 2019 the Company adopted ASU 2016-02, *Leases ("ASC 842")*, along with ASU 2018-01, ASU 2018-10, ASU 2018-11, ASU 2018-20 and ASU 2019-01, which amended and clarified the related guidance. ASC 842 requires lessees to recognize assets and liabilities for most leases. The Company determines if an arrangement is a lease at contract inception. A lease exists when a contract conveys to the customer the right to control the use of an identified asset for a period of time in exchange for consideration. The definition of a lease embodies two conditions: (1) there is an identified asset in the contract, and (2) the customer has the right to control the use of the identified asset. Lessees are required to classify leases as either finance or operating leases. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease.

ASC 842 provided several optional practical expedients for use in transition to and ongoing application of ASC 842. The Company elected to utilize the package of practical expedients in ASC 842-10-65-1(f) that, upon adoption of ASC 842, allows entities to (1) not reassess whether any expired or existing contracts are or contain leases, (2) retain the classification of leases (e.g., operating or finance lease) existing as of the date of adoption and (3) not reassess initial direct costs for any existing leases. The Company did not elect the practical expedient pertaining to the use of hindsight. The Company elected to utilize the practical expedient in ASC 842-10-15-37 in which the Company has chosen to account for each separate lease component of a contract and its associated non-lease components as a single lease component.

The Company's right-of use assets and lease liabilities relate to real estate, project assets used in connection with long-term construction contracts, IT assets and vehicles. The Company's leases have remaining lease terms of one year to thirteen years. The Company's lease obligations are primarily for the use of office space and are primarily operating leases. Certain of the Company's leases contain renewal, extension, or termination options. The Company assesses each option on an individual basis and will only include options reasonably certain of exercise in the lease term. The Company generally considers the base term to be the term provided in the contract. None of the Company's lease agreements contain material options to purchase the leased property, material residual value guarantees, or material restrictions or covenants.

Long-term project asset and vehicle leases (leases with terms greater than twelve months), along with all real estate and IT asset leases, are recorded on the consolidated balance sheet at the present value of the minimum lease payments not yet paid. Because the Company primarily acts as a lessee and the rates implicit in its leases are not readily determinable, the Company generally uses its incremental borrowing rate on the lease commencement date to calculate the present value of future lease payments. Certain leases include payments that are based solely on an index or rate. These variable lease payments are included in the calculation of the ROU asset and lease liability and are initially measured using the index or rate at the lease commencement date. Other variable lease payments, such as payments based on use and for property taxes, insurance, or common area maintenance that are based on actual assessments are excluded from the ROU asset and lease liability and are expensed as incurred. In addition to the present value of the future lease payments, the calculation of the ROU asset also includes any deferred rent, lease prepayments and initial direct costs of obtaining the lease, such as commissions.

Certain lease contracts contain nonlease components such as maintenance and utilities. The Company has made an accounting policy election, as allowed under ASC 842-10-15-37 and discussed above, to capitalize both the lease component and nonlease components of its contracts as a single lease component for all of its right-of-use assets.

Short-term project asset and vehicle leases (project asset and vehicle leases with an initial term of twelve months or less or leases that are cancellable by the lessee and lessor without significant penalties) are not recorded on the consolidated balance sheet and are expensed on a straight-line basis over the lease term. The majority of the Company's short-term leases relate to equipment used on construction projects. These leases are entered into at agreed upon hourly, daily, weekly or monthly rental rates for an unspecified duration and typically have a termination for convenience provision. Such equipment leases are considered short-term in nature unless it is reasonably certain that the equipment will be leased for a term greater than twelve months.

Pensions

We use certain assumptions and estimates in order to calculate periodic pension cost and the value of the assets and liabilities of our pension plans. These assumptions involve discount rates, investment returns and projected salary increases, among others. Changes in the actuarial assumptions may have a material effect on the plans' liabilities and the projected pension expense.

We use a corridor approach to amortize actuarial gains and losses. Under this approach, net gains or losses in excess of ten percent of the larger of the pension benefit obligation or the market-related value of the assets are amortized on a straight-line basis. The period of amortization is the average remaining service of active participants who are expected to receive benefits under certain plans and the average remaining future lifetime of plan participants for certain plans.

We measure our defined benefit plan assets and obligations as of the end of the month closest to their fiscal year end, which is September 30, 2021 as the alternative measurement date in accordance with FASB guidance ASU 2015-04, Compensation Retirement Benefit (Topic 715): *Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Asset*. This guidance allows employers with fiscal year ends that do not coincide with a calendar month end to make an accounting policy election to measure defined benefit plan assets and obligations as of the end of the month closest to their fiscal year end.

Redeemable Noncontrolling Interests

In connection with the PA Consulting investment, the Company recorded redeemable noncontrolling interests, representing the interest holders' 35% equity interest in the form of preferred and common shares of PA Consulting. The preferred shares are entitled to a cumulative annual compounding 12% dividend based on the outstanding preferred share subscription price. These interest holders have certain option rights to put the preferred and common share interests back to the Company at a value based on the fair value of PA Consulting (the redemption values). Additionally, the Company has an option to call the interests for certain individual shareholders in certain circumstances. Because the interests are redeemable at the option of the holders and not solely within the control of the Company, the Company classified the interests in redeemable noncontrolling interests within its Consolidated Balance Sheet at their redemption values. The optional redemption features may become exercisable no earlier than five years from the March 2, 2021 closing date, or upon the occurrence of certain other events.

The Company has deemed these interests probable of becoming redeemable in the future and requiring their measurement at the greater of (i) the redemption amount that would be paid if settlement occurred at the balance sheet date, or (ii) the historical value resulting from the original acquisition date fair value plus the impact of any earnings or loss attribution amounts, including dividends. The fair value of the the PA Consulting redeemable noncontrolling interest is determined using an income and market approach.

Further, any excess in redemption amounts over the historical values of the interests is recognized as an increase to redeemable noncontrolling interests and an offsetting decrease in consolidated retained earnings. Additionally, particular to the preference share and in certain circumstances the ordinary share components of redeemable noncontrolling interests, such decrease in consolidated retained earnings is also reflected as a corresponding downward adjustment to net earnings attributable to Jacobs for purposes of the calculation of consolidated earnings per share attributable to common shareholders.

Income Taxes

We determine our consolidated income tax expense using the asset and liability method prescribed by U.S. GAAP. Under this method, deferred tax assets and liabilities are recognized for the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and income tax purposes. Such deferred tax assets and liabilities are adjusted, as appropriate, to reflect changes in tax rates expected to be in effect when the temporary differences reverse. If and when we determine that a deferred tax asset will not be realized for its full amount, we will recognize and record a valuation allowance with a corresponding charge to earnings. Judgment is required in determining our provision for income taxes. In the normal course of business, we may engage in numerous transactions every day for which the ultimate tax outcome (including the period in which the transaction will ultimately be included in taxable income or deducted as an expense) is uncertain. Additionally, we file income, franchise, gross receipts and similar tax returns in many jurisdictions. Our tax returns are subject to audit and investigation by the Internal Revenue Service, most states in the U.S., and by various government agencies representing many jurisdictions outside the U.S.

The Tax Cuts and Jobs Act of 2017 (the "Tax Act") contains a provision which subjects a U.S. parent of a foreign subsidiary to current U.S. tax on its global intangible low–taxed income (“GILTI”). The GILTI income is eligible for a deduction, which lowers the effective tax rate to 10.5% for calendar years 2018 through 2025 and 13.125% after 2025. The Company will report the tax impact of GILTI as a period cost when incurred. Accordingly, the Company is not providing deferred taxes for basis differences expected to reverse as GILTI.

Contractual Guarantees, Litigation, Investigations and Insurance

In the normal course of business we are subject to certain contractual guarantees and litigation. We record in the Consolidated Balance Sheets amounts representing our estimated liability relating to such guarantees, litigation and insurance claims. Guarantees are accounted for in accordance with ASC 460-10, *Guarantees*, at fair value at the inception of the guarantee. We perform an analysis to determine the level of reserves to establish for both insurance-related claims that are known and have been asserted against us as well as for insurance-related claims that are believed to have been incurred based on actuarial analysis, but have not yet been reported to our claims administrators as of the respective balance sheet dates. We include any adjustments to such insurance reserves in our Consolidated Statements of Earnings. In addition, as a contractor providing services to various agencies of the U.S. federal government, we are subject to many levels of audits, investigations, and claims by, or on behalf of, the U.S. federal government with respect to contract performance, pricing, costs, cost allocations and procurement practices. We adjust revenues based upon the amounts we expect to realize considering the effects of any client audits or governmental investigations.

Business Combinations

U.S. GAAP requires that the purchase price paid for business combinations accounted for using the acquisition method be allocated to the assets and liabilities acquired based on their respective Fair Values. The Company makes certain estimates and judgments relating to other assets and liabilities acquired as well as any identifiable intangible assets acquired.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with U.S. GAAP requires us to employ estimates and make assumptions that affect the reported amounts of certain assets and liabilities; the revenues and expenses reported for the periods covered by the financial statements; and certain amounts disclosed in these Notes to the Consolidated Financial Statements. Although such estimates and assumptions are based on management's most recent assessment of the underlying facts and circumstances utilizing the most current information available and past experience, actual results could differ significantly from those estimates and assumptions. Our estimates, judgments and assumptions are evaluated periodically and adjusted accordingly.

New Accounting Pronouncements

ASU 2017-04, *Simplifying the Test for Goodwill Impairment,* is effective for fiscal years beginning after December 15, 2019. ASU 2017-04 removed the second step of the goodwill impairment test, which requires a hypothetical purchase price allocation. An entity will now recognize a goodwill impairment charge for the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the amount of goodwill allocated to the reporting unit. The adoption of ASU 2017-04 had no impact on the Company's financial position, results of operations or cash flows.

ASU No. 2016-13, *Financial Instruments - Credit Losses ("ASC 326"): Measurement of Credit Losses on Financial Instruments* requires entities to use a current lifetime expected credit loss methodology to measure impairments of certain financial assets. Using this methodology will result in earlier recognition of losses than under the current incurred loss approach, which requires waiting to recognize a loss until it is probable of having been incurred. There are other provisions within the standard that affect how impairments of other financial assets may be recorded and presented, and that expand disclosures. This standard was effective beginning with the first fiscal quarter 2021. The adoption of ASU 326 did not have a material impact on the Company's financial position, results of operations or cash flows.

ASU 2020-04, *Reference Rate Reform*, *(Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting* is intended to provide relief for entities impacted by reference rate reform and contains provisions and optional expedients designed to simplify requirements around designation of hedging relationships, probability assessments of hedged forecasted transactions and accounting for modifications of contracts that refer to LIBOR or other rates affected by reference rate reform. The guidance is elective and is effective on the date of issuance. ASU 2020-04 is applied prospectively to contract modifications and as of the effective date for existing and new eligible hedging relationships. The guidance is temporary and will generally not be applicable to transactions which occur after December 31, 2022. Management does not expect the adoption of ASU 2020-04 to have a material impact on the Company's financial position, results of operations or cash flows.

3. Revenue Accounting for Contracts

Disaggregation of Revenues

Our revenues are principally derived from contracts to provide a diverse range of technical, professional, and construction services to a large number of industrial, commercial, and governmental clients. We provide a broad range of engineering, design, and architectural services; construction and construction management services; operations and maintenance services; and process, scientific, and systems consulting services. We provide our services through offices and subsidiaries located primarily in North America, South America, Europe, the Middle East, India, Australia, Africa, and Asia. We provide our services under cost-reimbursable and fixed-price contracts. Our contracts are with many different customers in numerous industries. Refer to Note 20- *Segment Information* for additional information on how we disaggregate our revenues by reportable segment.

The following table further disaggregates our revenue by geographic area for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Revenues:			
United States	$ 9,671,281	$ 10,158,508	$ 9,006,730
Europe	3,140,114	2,253,284	2,242,976
Canada	227,692	227,067	213,172
Asia	114,118	117,698	195,023
India	70,772	50,618	62,543
Australia and New Zealand	647,866	537,076	533,251
South America and Mexico	—	11	7,416
Middle East and Africa	220,789	222,713	476,757
Total	$ 14,092,632	$ 13,566,975	$ 12,737,868

The following table presents the revenues earned directly or indirectly from the U.S. federal government and its agencies, expressed as a percentage of total revenues:

For the Years Ended		
October 1, 2021	October 2, 2020	September 27, 2019
33%	33%	27%

Contract Liabilities

Contract liabilities represent amounts billed to clients in excess of revenue recognized to date. Revenue recognized for the year ended October 1, 2021 that was included in the contract liability balance on October 2, 2020 was $405 million. Revenue recognized for the year ended October 2, 2020 that was included in the contract liability balance on September 27, 2019 was $410 million.

Remaining Performance Obligations

The Company's remaining performance obligations as of October 1, 2021 represent a measure of the total dollar value of work to be performed on contracts awarded and in progress. The Company had approximately $14.9 billion in remaining performance obligations as of October 1, 2021. The Company expects to recognize 52% of our remaining performance obligations within the next twelve months and the remaining 48% thereafter.

Although remaining performance obligations reflect business that is considered to be firm, cancellations, scope adjustments, foreign currency exchange fluctuations or project deferrals may occur that impact their volume or the expected timing of their recognition. Remaining performance obligations are adjusted to reflect any known project cancellations, revisions to project scope and cost, foreign currency exchange fluctuations and project deferrals, as appropriate.

4. Earnings Per Share and Certain Related Information

Basic and Diluted Earnings Per Share

Basic and diluted earnings per share ("EPS") are computed using the two-class method, which is an earnings allocation method that determines EPS for common shares and participating securities. The undistributed earnings are allocated between common shares and participating securities as if all earnings had been distributed during the period. Participating securities and common shares have equal rights to undistributed earnings. Net earnings used for the purpose of determining basic and diluted EPS is determined by taking net earnings, less earnings available to participating securities and the preferred redeemable noncontrolling interests redemption value adjustment associated with the PA Consulting transaction.

The following table reconciles the denominator used to compute basic EPS to the denominator used to compute diluted EPS for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Numerator for Basic and Diluted EPS:			
Net earnings attributable to Jacobs from continuing operations	$ 467,022	$ 353,861	$ 290,960
Preferred Redeemable Noncontrolling interests redemption value adjustment (See Note 14- *PA Consulting Business Combination*)	(57,307)	—	—
Net earnings from continuing operations allocated to participating securities	—	(72)	(415)
Net earnings from continuing operations allocated to common stock for EPS calculation	$ 409,715	$ 353,789	$ 290,545
Net earnings attributable to Jacobs from discontinued operations	$ 10,008	$ 137,984	$ 557,019
Net earnings from discontinued operations allocated to participating securities	—	(28)	(795)
Net earnings from discontinued operations allocated to common stock for EPS calculation	$ 10,008	$ 137,956	$ 556,224
Net earnings allocated to common stock for EPS calculation	$ 419,723	$ 491,745	$ 846,769
Denominator for Basic and Diluted EPS:			
Weighted average basic shares	130,194	131,541	138,104
Shares allocated to participating securities	—	(27)	(197)
Shares used for calculating basic EPS attributable to common stock	130,194	131,514	137,907
Effect of dilutive securities:			
Stock compensation plans	1,080	1,207	1,299
Shares used for calculating diluted EPS attributable to common stock	131,274	132,721	139,206
Net Earnings Per Share:			
Basic Net Earnings from Continuing Operations Per Share	$ 3.15	$ 2.69	$ 2.11
Basic Net Earnings from Discontinued Operations Per Share	$ 0.08	$ 1.05	$ 4.03
Basic Earnings Per Share:	$ 3.22	$ 3.74	$ 6.14
Diluted Net Earnings from Continuing Operations Per Share	$ 3.12	$ 2.67	$ 2.09
Diluted Net Earnings from Discontinued Operations Per Share	$ 0.08	$ 1.04	$ 4.00
Diluted Earnings Per Share:	$ 3.20	$ 3.71	$ 6.08

Share Repurchases

On January 17, 2019, the Company's Board of Directors authorized a share repurchase program of up to $1.0 billion of the Company's common stock, to expire on January 16, 2022 (the "2019 Repurchase Authorization"). On January 16, 2020, the Company's Board of Directors authorized an additional share repurchase program of up to $1.0 billion of the Company's common stock, to expire on January 15, 2023 (the "2020 Repurchase Authorization"). In the fourth quarter of fiscal 2021 the Company launched an accelerated share repurchase program by advancing $250 million to a financial institution in a privately negotiated transaction.

The following table summarizes the activity under the 2019 and 2020 Repurchase Authorizations during fiscal 2021:

Amount Authorized (2019 and 2020 Repurchase Authorizations)	Average Price Per Share (1)	Shares Repurchased	Total Shares Retired
$2,000,000,000	$131.22	1,726,472	1,726,472

(1) Includes commissions paid and calculated at the average price per share

As a precautionary measure in light of the COVID-19 pandemic, the Company temporarily suspended purchases under the share repurchase plan in March 2020, with such suspension remaining in effect through the fiscal third quarter of 2020. During the fourth fiscal quarter of 2020, the Company resumed share repurchases. As of October 1, 2021, the Company has no remaining amounts available under the 2019 Repurchase Authorization and $782.9 million remaining under the 2020 Repurchase Authorization.

Our share repurchase programs do not obligate the Company to purchase any shares. Share repurchases may be executed through various means including, without limitation, accelerated share repurchases, open market transactions, privately negotiated transactions, purchases pursuant to a Rule 10b5-1 plan or otherwise. The authorization for the share repurchase programs may be terminated, increased or decreased by the Company's Board of Directors in its discretion at any time. The timing, amount and manner of share repurchases may depend upon market conditions and economic circumstances, availability of investment opportunities, the availability and costs of financing, currency fluctuations, the market price of the Company's common stock, other uses of capital and other factors.

Common and Preferred Stock

Jacobs is authorized to issue two classes of capital stock designated "common stock" and "preferred stock" (each has a par value of $1.00 per share). The preferred stock may be issued in one or more series. The number of shares to be included in a series as well as each series' designation, relative powers, dividend and other preferences, rights and qualifications, redemption provisions and restrictions are to be fixed by the Company's Board of Directors at the time each series is issued. Except as may be provided by the Company's Board of Directors in a preferred stock designation, or otherwise provided for by statute, the holders of shares of common stock have the exclusive right to vote for the election of directors and on all other matters requiring stockholder action. The holders of shares of common stock are entitled to dividends if and when declared by the Company's Board of Directors from whatever assets are legally available for that purpose.

Dividends

On September 23, 2021, the Company's Board of Directors declared a quarterly dividend of $0.21 per share of the Company's common stock which was paid on October 29, 2021, to shareholders of record on the close of business on October 15, 2021. Future dividend declarations are subject to review and approval by the Company's Board of Directors.

Dividends paid through October 1, 2021 and the preceding fiscal year are as follows:

Declaration Date	Record Date	Payment Date	Cash Amount (per share)
July 14, 2021	July 30, 2021	August 27, 2021	$0.21
April 22, 2021	May 28, 2021	June 25, 2021	$0.21
January 27, 2021	February 26, 2021	March 26, 2021	$0.21
September 17, 2020	October 2, 2020	October 30, 2020	$0.19
July 9, 2020	July 24, 2020	August 21, 2020	$0.19
May 5, 2020	May 20, 2020	June 17, 2020	$0.19
January 16, 2020	January 31, 2020	February 28, 2020	$0.19

5. Goodwill and Intangibles

The carrying value of goodwill associated with continuing operations and appearing in the accompanying Consolidated Balance Sheets October 1, 2021 and October 2, 2020 was as follows (in thousands):

	Critical Mission Solutions	People & Places Solutions	PA Consulting	Total
Balance October 2, 2020	$ 2,409,081	$ 3,230,010	$ —	$ 5,639,091
Acquired	130,691	—	1,448,328	1,579,019
Post-Acquisition Adjustments	1,612	—	—	1,612
Foreign Exchange Impact	9,247	10,773	(42,742)	(22,722)
Balance October 1, 2021	$ 2,550,631	$ 3,240,783	$ 1,405,586	$ 7,197,000

The following table provides certain information related to the Company's acquired intangibles in the accompanying Consolidated Balance Sheets for the year ended October 1, 2021 (in thousands):

	Customer Relationships, Contracts and Backlog	Developed Technology	Trade Names	Total
Balances, October 2, 2020	$ 614,045	$ 43,572	$ 723	$ 658,340
Acquired	849,117	—	229,075	1,078,192
Amortization	(138,795)	(4,052)	(6,929)	(149,776)
Foreign currency translation	(15,306)	500	(6,192)	(20,998)
Balances, October 1, 2021	$ 1,309,061	$ 40,020	$ 216,677	$ 1,565,758
Weighted Average Amortization Period (years)	8	10	19	10

The weighted average amortization period includes the effects of foreign currency translation.

The following table presents estimated amortization expense of intangible assets for fiscal 2022 and for the succeeding years. The amounts below include preliminary amortization estimates for the Buffalo and PA Consulting opening balance sheet fair values that are still preliminary and are subject to change.

Fiscal Year	(in millions)
2022	$ 184.1
2023	183.8
2024	183.6
2025	183.2
2026	168.4
Thereafter	662.7
Total	$ 1,565.8

6. Other Financial Information

Receivables and contract assets

The following table presents the components of receivables appearing in the accompanying Consolidated Balance Sheets at October 1, 2021 and October 2, 2020 as well as certain other related information (in thousands):

	October 1, 2021	October 2, 2020
Components of receivables:		
Amounts billed, net	$ 1,278,087	$ 1,294,204
Unbilled receivables and other	1,343,588	1,449,184
Contract assets	479,743	423,922
Total receivables and contract assets, net	$ 3,101,418	$ 3,167,310
Other information about receivables:		
Amounts due from the United States federal government included above, net of contract liabilities	$ 563,009	$ 600,207

Property, Equipment and Improvements, Net

The following table presents the components of our property, equipment and improvements, net at October 1, 2021 and October 2, 2020 (in thousands):

	October 1, 2021	October 2, 2020
Land	$ 970	$ 966
Buildings	52,822	21,550
Equipment	586,302	560,352
Leasehold improvements	201,522	187,980
Construction in progress	21,188	16,410
	862,804	787,258
Accumulated depreciation and amortization	(509,687)	(467,887)
	$ 353,117	$ 319,371

The following table presents our property, equipment and improvements, net by geographic area for the years ended October 1, 2021 and October 2, 2020 (in thousands):

	For the Years Ended	
	October 1, 2021	October 2, 2020
Property, equipment and improvements, net:		
United States	$ 229,752	$ 230,881
Europe	95,746	59,321
Canada	2,076	2,599
Asia	2,170	3,817
India	11,545	10,710
Australia and New Zealand	10,401	10,492
Middle East and Africa	1,427	1,551
Total	$ 353,117	$ 319,371

See discussion in Note 10- *Leases*, regarding impairments recorded in the current year relating to the Company's real estate lease portfolio and related property, equipment and improvements, net.

Accrued Liabilities

The following table presents the components of “Accrued liabilities” shown in the accompanying Consolidated Balance Sheets at October 1, 2021 and October 2, 2020 (in thousands):

	October 1, 2021	October 2, 2020
Accrued payroll and related liabilities	$ 1,042,265	$ 746,637
Project-related accruals	56,083	60,531
Non project-related accruals	239,917	237,204
Insurance liabilities	72,950	75,267
Sales and other similar taxes	94,393	104,720
Dividends payable	27,951	25,524
Total	$ 1,533,559	$ 1,249,883

Accumulated Other Comprehensive Income

The following table presents the Company's roll forward of accumulated income (loss) after-tax for the years ended October 1, 2021 and October 2, 2020 (in thousands):

	Change in Pension and Retiree Medical Plan Liabilities	Foreign Currency Translation Adjustment	Gain/(Loss) on Cash Flow Hedges	Total
Balance at September 27, 2019	**$ (436,749)**	**$ (480,045)**	**$ (18)**	**$ (916,812)**
Other comprehensive income (loss)	(61,994)	60,330	(17,569)	(19,233)
Reclassifications from other comprehensive income (loss)	17	—	2,971	2,988
Balance at October 2, 2020	**$ (498,726)**	**$ (419,715)**	**$ (14,616)**	**$ (933,057)**
Other comprehensive income (loss)	94,606	12,475	14,339	121,420
Reclassifications from other comprehensive income (loss)	9,559	—	7,636	17,195
Balance at October 1, 2021	**$ (394,561)**	**$ (407,240)**	**$ 7,359**	**$ (794,442)**

7. Income Taxes

The following table presents the components of our consolidated income taxes for continuing operations for years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Current income tax (benefit) expense from continuing operations:			
Federal	$ 91,313	$ (37,030)	$ 25,549
State	30,886	(5,021)	6,639
Foreign	38,959	41,616	57,156
Total current tax expense from continuing operations	161,158	(435)	89,344
Deferred income tax expense (benefit) from continuing operations:			
Federal	35,109	53,485	6,607
State	21,826	7,133	20,408
Foreign	56,688	(4,863)	(79,405)
Total deferred tax expense (benefit) from continuing operations	113,623	55,755	(52,390)
Consolidated income tax expense from continuing operations	$ 274,781	$ 55,320	$ 36,954

Deferred taxes reflect the tax effects of temporary differences between the amounts recorded as assets and liabilities for financial reporting purposes and the comparable amounts recorded for income tax purposes. Deferred tax assets and liabilities are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

The following table presents the components of our net deferred tax (liabilities) assets at October 1, 2021 and October 2, 2020 (in thousands):

	October 1, 2021	October 2, 2020
Deferred tax assets:		
Obligations relating to:		
Defined benefit pension plans	$ 9,702	$ 55,949
Other employee benefit plans	156,931	132,613
Net operating losses	197,929	197,987
Foreign tax credit	87,689	87,259
Contract revenues and costs	81,633	68,870
Investments	—	65,235
Lease liability	155,064	154,979
Deferred interest	9,988	11,410
Valuation allowance	(188,662)	(140,578)
Gross deferred tax assets	510,274	633,724
Deferred tax liabilities:		
Depreciation and amortization	(436,324)	(240,097)
Lease right of use asset	(93,338)	(89,824)
Unremitted earnings	(7,111)	(17,295)
Partnership investment	(72,560)	(66,082)
Other, net	(12,128)	(12,745)
Gross deferred tax liabilities	(621,461)	(426,043)
Net deferred tax (liabilities) assets	$ (111,187)	$ 207,681

Certain amounts have been reclassified to conform to current year presentation.

Tax law changes were enacted in the United Kingdom that, among other provisions, will increase the corporate tax rate to 25% from 19% effective April 1, 2023. The rate change resulted in an increase to our net deferred tax liabilities of $25.6 million and a corresponding increase to income tax expense for the year ended October 1, 2021. Our income tax expense in the United Kingdom will be based on the new rate beginning in April 2023.

A valuation allowance is recorded to reduce deferred tax assets to the amount that is more likely than not to be realized based on an assessment of positive and negative evidence, including estimates of future taxable income necessary to realize future deductible amounts. The valuation allowance was $188.7 million at October 1, 2021 and $140.6 million at October 2, 2020. Of the $48.1 million increase in the valuation allowance, $27.4 million relates to a change in judgment on the realizability of domestic deferred tax assets which are capital in nature with no expected capital gains to be able to realize them, $11.7 million for a change in judgment on the realizability on state net operating losses, a change of $4.6 million from certain deferred tax assets acquired in the PA Consulting acquisition which have been determined to not be realizable, $3.5 million relates to a tax rate change in the U.K., and $0.9 million attributable to current year activity.

At October 1, 2021 and October 2, 2020, the domestic and international net operating loss (NOL) carryforwards totaled $760.4 million and $783.9 million, resulting in an NOL deferred tax asset of $197.9 million and $198.0 million, respectively. The Company's net operating losses have various expiration periods between 2021 and indefinite periods. At October 1, 2021, the Company has foreign tax credit carryforwards of $87.7 million, which has a full valuation allowance established, expiring between 2022 and 2031.

The following table presents the income tax benefits from continuing operations realized from the exercise of non-qualified stock options and disqualifying dispositions of stock sold under our employee stock purchase plans for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in millions):

For the Years Ended		
October 1, 2021	**October 2, 2020**	**September 27, 2019**
$ 9.9	$ 10.2	$ 7.9

The following table reconciles total income tax expense from continuing operations using the statutory U.S. federal income tax rate to the consolidated income tax expense for continuing operations shown in the accompanying Consolidated Statements of Earnings for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (dollars in thousands):

	For the Years Ended					
	October 1, 2021	%	October 2, 2020	%	September 27, 2019	%
Statutory amount	$ 146,078	21.0 %	$ 92,652	21.0 %	$ 73,701	21.0 %
State taxes, net of the federal benefit	14,564	2.1 %	7,254	1.6 %	10,183	2.9 %
Exclusion of tax on non-controlling interests	(7,999)	(1.1)%	(6,622)	(1.5)%	(4,839)	(1.4)%
Foreign:						
Difference in tax rates of foreign operations	3,684	0.5 %	(6,267)	(1.4)%	1,083	0.3 %
Expense/(benefit) from foreign valuation allowance change	2,148	0.3 %	(16,861)	(3.8)%	(29,125)	(8.3)%
Nondeductible compensation	48,727	7.0 %	—	— %	—	— %
U.S. tax cost (benefit) of foreign operations	35,228	5.1 %	42,992	9.7 %	(17,760)	(5.1)%
Tax differential on foreign earnings	89,787	12.9 %	19,864	4.5 %	(45,802)	(13.1)%
Foreign tax credits	(25,230)	(3.6)%	(26,471)	(6.0)%	(15,682)	(4.5)%
Tax Rate Change	25,588	3.7 %	(6,811)	(1.5)%	—	— %
Tax reform	—	— %	—	— %	36,674	10.4 %
Valuation allowance	38,928	5.6 %	—	— %	(207)	(0.1)%
Uncertain tax positions	978	0.1 %	(11,338)	(2.6)%	(6,883)	(2.0)%
Other items:						
Energy efficient commercial buildings deduction	(3,760)	(0.5)%	(7,267)	(1.6)%	(2,957)	(0.8)%
Disallowed officer compensation	6,689	1.0 %	5,081	1.2 %	5,568	1.6 %
Stock compensation	(9,946)	(1.4)%	(10,234)	(2.3)%	(7,864)	(2.2)%
Other items – net	(896)	(0.1)%	(788)	(0.2)%	(4,938)	(1.4)%
Total other items	(7,913)	(1.1)%	(13,208)	(3.0)%	(10,191)	(2.8)%
Taxes on income from continuing operations	$ 274,781	39.5 %	$ 55,320	12.5 %	$ 36,954	10.5 %

The following table presents income tax payments, net made during the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in millions):

October 1, 2021	October 2, 2020	September 27, 2019
$ 75.6	$ 39.8	$ 291.7

The following table presents the components of our consolidated earnings from continuing operations before taxes for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
United States earnings	$ 634,820	$ 208,302	$ 225,898
Foreign earnings	60,782	232,901	125,061
	$ 695,602	$ 441,203	$ 350,959

During the first and second quarters of fiscal year ended 2021, Jacobs management asserted that $4.4 million of undistributed earnings in Canada and $7.7 million of undistributed earnings in India be permanently reinvested. Management considered the additional working capital needs along with the future business operations in Canada and India in determining the permanent reinvestment assertion.

The Company accounts for unrecognized tax benefits in accordance with ASC Topic 740, *Income Taxes*. It accounts for interest and penalties on unrecognized tax benefits as interest and penalties reported above the line (i.e., not as part of income tax expense). The Company's liability for gross unrecognized tax benefits was $91.9 million and $93.4 million at October 1, 2021 and October 2, 2020, respectively, after ASU 2013-11 netting of $21.7 million and $9.1 million, respectively. If recognized, $84.7 million would affect the Company's consolidated effective income tax rate. The Company had $41.6 million and $40.4 million in accrued interest and penalties at October 1, 2021 and October 2, 2020, respectively. The Company estimates that, within twelve months, we may realize a decrease in our uncertain tax positions of approximately $5.5 million as a result of concluding various tax audits and closing tax years, as well as an estimated decrease of $15.4 million related to the filing of an amended return which would remove the uncertain tax position from the balance sheet. As of October 1, 2021, the Company's U.S. federal income tax returns for tax years 2013 and forward remain subject to examination.

The following table presents the reconciliation of the beginning and ending amount of unrecognized tax benefits for both continuing and discontinued operations, with PA Consulting related impacts added and with ECR-sale related impacts removed in the Acquisitions/Divestitures row, for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Balance, beginning of year	$ 102,484	$ 104,355	$ 179,140
Acquisitions/Divestitures	7,639	—	(31,004)
Additions based on tax positions related to the current year	7,088	1,064	7,455
Additions for tax positions of prior years	1,711	7,472	1,994
Reductions for tax positions of prior years	(4,851)	(6,695)	(49,849)
Settlement	(438)	(3,712)	(3,381)
Balance, end of year	$ 113,633	$ 102,484	$ 104,355

On March 2, 2021, Jacobs completed the strategic investment of a 65% interest in PA Consulting. On November 24, 2020, the Company completed the acquisition of Buffalo Group. On March 6, 2020, the Company completed the acquisition of John Wood Group's nuclear business and on June 12, 2019, the Company completed the acquisition of KeyW. For income tax purposes, the PA Consulting, John Wood Group's nuclear business and KeyW transactions were accounted for as stock purchases, while the Buffalo Group transaction was structured as an asset purchase. As a result of the acquisitions, the Company adjusted its U.S. GAAP opening balance sheet of PA Consulting, Buffalo Group, John Wood Group and KeyW to reflect estimates of the fair value of the net assets acquired. For income tax purposes, the tax attributes and basis of net assets acquired carryover without any step-up to fair value in the transactions structured as a stock purchase. However, in the Buffalo Group transaction, the basis of the net assets acquired were stepped up to fair value, as the sale was treated as a purchase of assets. For PA Consulting and Buffalo Group, the Company has made preliminary estimates and recorded deferred taxes associated with the purchase accounting. It is expected that the Company will make adjustments to the purchase accounting over the relevant measurement period as allowed by ASC 805. For John Wood Group's nuclear business and KeyW, the Company completed its purchase accounting in the current and prior fiscal years, respectively.

8. Joint Ventures, VIEs and Other Investments

For consolidated joint ventures, the entire amount of the revenue recognized for services performed and the costs associated with these services, including the services provided by the other joint venture partners, are included in the Company's results of operations. Likewise, the entire amount of each of the assets and liabilities are included in the Company's consolidated balance sheet. There are no consolidated VIEs that have debt or credit facilities. Summary financial information of consolidated VIEs is as follows (in millions):

	October 1, 2021	October 2, 2020
Current assets	$ 289.7	$ 261.6
Non-Current assets	0.1	0.2
Total assets	$ 289.8	$ 261.8
Current liabilities	$ 220.8	$ 190.3
Non-current liabilities	—	—
Total liabilities	$ 220.8	$ 190.3

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Revenue	$ 1,037.3	$ 912.9	$ 571.6
Direct cost of contracts	(910.1)	(807.9)	(526.7)
Gross profit	127.2	105.0	44.9
Net earnings	$ 84.3	$ 72.6	$ 45.2

On March 2, 2021, Jacobs completed the strategic investment of a 65% interest in PA Consulting, a UK-based leading innovation and transformation consulting firm. The remaining 35% interest is held by PA Consulting employees. PA Consulting is accounted for as a consolidated subsidiary under U.S. GAAP accounting rules. See Note 14- *PA Consulting Business Combination* for more discussion on the acquisition.

Unconsolidated joint ventures are accounted for under the equity method or proportionate consolidation. Proportionate consolidation is used for joint ventures that include unincorporated legal entities and activities of the joint venture are construction-related. For those joint ventures accounted for under proportionate consolidation, only the Company's pro rata share of assets, liabilities, revenue, and costs are included in the Company's balance sheet and results of operations.

For the proportionate consolidated VIEs, the carrying value of assets and liabilities was $115.1 million and $129.5 million as of October 1, 2021, respectively and $64.1 million and $63.0 million as of October 2, 2020, respectively. For those joint ventures accounted for under the equity method, the Company's investment balances for the joint venture is included in other noncurrent Assets: miscellaneous on the balance sheet and the Company's pro rata share of net income is included in revenue. In limited cases, there are basis differences between the equity in the joint venture and Jacobs' investment created when Jacobs purchased their share of the joint venture. These basis differences are amortized based on an internal allocation to underlying net assets, excluding allocations to goodwill. As of October 1, 2021, the Company's equity method investments exceeded its share of venture net assets by $36.8 million. Our investments in equity method joint ventures on the Consolidated Balance Sheets as of October 1, 2021 and October 2, 2020 were a net asset of $121.3 million and $161.3 million, respectively. During the years ended October 1, 2021, October 2, 2020, and September 27, 2019, we recognized income from equity method joint ventures of $60.9 million, $82.2 million, and $48.5 million, respectively.

Summary financial information of unconsolidated joint ventures accounted for under the equity method, as derived from their unaudited financial statements, is as follows (in millions):

	October 1, 2021	October 2, 2020
Current assets	$ 937.9	$ 1,697.0
Non-Current assets	42.0	34.9
Total assets	$ 979.9	$ 1,731.9
Current liabilities	$ 769.2	$ 889.7
Non-current liabilities	33.7	631.0
Total liabilities	802.9	1,520.7
Joint ventures' equity	177.0	211.2
Total liabilities & joint venture equity	$ 979.9	$ 1,731.9

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Revenue	$ 3,299.9	$ 3,447.0	$ 3,533.1
Direct cost of contracts	(3,014.2)	(3,126.6)	(3,176.2)
Gross profit	$ 285.7	$ 320.4	$ 356.9
Net earnings	$ 207.5	$ 245.3	$ 227.0

Accounts receivable from unconsolidated joint ventures accounted for under the equity method is $19.7 million and $8.3 million as of October 1, 2021 and October 2, 2020, respectively.

The Company currently holds a 24.5% interest in AWE Management Ltd ("AWE") that is accounted for under the equity method, and the carrying value of the Company's investment as of October 2, 2020 was approximately $38 million. As of October 2, 2020, AWE was under a contractual operating arrangement with the UK Ministry of Defence (MoD) with multiple years remaining under the arrangement. On November 2, 2020, the MoD unexpectedly announced plans to change its current operating agreements with AWE that would result in the early termination of the current contract in 2021. During the fiscal year ended October 1, 2021, the Company recorded other-than-temporary impairment charges on its investment in AWE in the amount of $38.5 million, which were included in miscellaneous income (expense), net in the consolidated statement of earnings.

At October 2, 2020, the Company held a cost method investment in C3.ai, Inc. ("C3") of approximately $2.5 million. On December 9, 2020, C3 completed an initial public offering and as a result the Company carried its investment in C3 at fair value, with mark to market changes reflected in net income as it is an investment in equity securities with a readily determinable fair value based on quoted market prices. During the third fiscal quarter of fiscal 2021 and subsequent to the IPO, the Company sold all shares owned in C3, at a realized pre-tax gain of $49.6 million. Dividend income, unrealized gains and losses on changes in fair value and related realized gains and losses on disposal of the C3 shares have been recognized in miscellaneous income (expense), net in the consolidated statement of earnings.

9. Borrowings

The following table presents certain information regarding the Company's long-term debt at October 1, 2021 and October 2, 2020 (dollars in thousands):

	Interest Rate	Maturity	October 1, 2021	October 2, 2020
Revolving Credit Facility	LIBOR + applicable margin (1)	March 2024	$ 327,794	$ 152,794
2021 Term Loan Facility	LIBOR + applicable margin (2)	March 2024	1,081,724	—
2020 Term Loan Facility	LIBOR + applicable margin (3)	March 2025 (4)	988,940	1,025,826
Fixed-rate notes due:				
Senior Notes, Series A	4.27%	May 2025	190,000	190,000
Senior Notes, Series B	4.42%	May 2028	180,000	180,000
Senior Notes, Series C	4.52%	May 2030	130,000	130,000
Less: Current Portion (4)			(53,456)	—
Less: Deferred Financing Fees			(5,069)	(1,679)
Total Long-term debt, net			$ 2,839,933	$ 1,676,941

(1) Depending on the Company's Consolidated Leverage Ratio (as defined in the credit agreement governing the Revolving Credit Facility (defined below)), borrowings under the Revolving Credit Facility bear interest at either a eurocurrency rate plus a margin of between 0.875% and 1.625% or a base rate plus a margin of between 0% and 0.625%.The applicable LIBOR rates, including applicable margins, at October 1, 2021 and October 2, 2020 were approximately 1.45% and 1.39%.

(2) Depending on the Company's Consolidated Leverage Ratio (as defined in the credit agreement governing the 2021 Term Loan Facility (defined below)), borrowings under the 2021 Term Loan Facility bear interest at either a eurocurrency rate plus a margin of between 0.875% and 1.625% or a base rate plus a margin of between 0% and 0.625%. The applicable LIBOR rate, including applicable margin, at October 1, 2021 was approximately 1.43%.

(3) Depending on the Company's Consolidated Leverage Ratio (as defined in the credit agreement governing the 2020 Term Loan Facility (defined below)), borrowings under the 2020 Term Loan Facility bear interest at either a eurocurrency rate plus a margin of between 0.875% and 1.5% or a base rate plus a margin of between 0% and 0.5%. The applicable LIBOR rates, including applicable margins, at October 1, 2021 and October 2, 2020 were approximately 1.45% and 1.37%.

(4) The 2020 Term Loan requires quarterly principal repayments of 1.25%, or $9.125 million and £3.125 million, of the aggregate initial principal amount borrowed.

On February 7, 2014, Jacobs and certain of its subsidiaries entered into a $1.6 billion long-term unsecured, revolving credit facility (as amended, the "2014 Revolving Credit Facility") with a syndicate of U.S. and international banks and financial institutions. On March 27, 2019, the Company entered into a second amended and restated credit agreement (the "Revolving Credit Facility") which amended and restated the 2014 Revolving Credit Facility by, among other things, (a) extending the maturity date of the credit facility to March 27, 2024, (b) increasing the facility amount to $2.25 billion (with an accordion feature that allows a further increase of the facility amount up to $3.25 billion), (c) eliminating the covenants restricting investments, joint ventures and acquisitions by the Company and its subsidiaries and (d) adjusting the financial covenants to eliminate the net worth covenant upon the removal of the same covenant from the Company's existing Note Purchase Agreement (defined below). We were in compliance with the covenants under the Revolving Credit Facility at October 1, 2021.

On December 16, 2020, Jacobs entered into a first amendment to the Revolving Credit Facility, which provides for, among other things, (a) administrative changes allowing a one-time limited conditionality draw under the Revolving Credit Facility in connection with the March 2, 2021 investment by the Company, indirectly through a subsidiary of the Company, of a majority interest in PA Consulting and (b) an increase in the interest rate applicable margin to 1.625% per annum if the Consolidated Leverage Ratio (as defined in the Revolving Credit Facility) of the Company is equal to or greater than 3.00 to 1.00.

The Revolving Credit Facility permits the Company to borrow under two separate tranches in U.S. dollars, certain specified foreign currencies, and any other currency that may be approved in accordance with the terms of the Revolving Credit Facility. The Revolving Credit Facility also provides for a financial letter of credit sub facility of $400.0 million, permits performance letters of credit, and provides for a $50.0 million sub facility for swing line loans. Letters of credit are subject to fees based on the Company's Consolidated Leverage Ratio. The Company pays a facility fee of between 0.08% and 0.23% per annum depending on the Company's Consolidated Leverage Ratio.

On March 25, 2020, the Company entered into an unsecured term loan facility (the “2020 Term Loan Facility”) with a syndicate of financial institutions as lenders. Under the 2020 Term Loan Facility, the Company borrowed an aggregate principal amount of $730.0 million and one of the Company's U.K. subsidiaries borrowed an aggregate principal amount of £250.0 million. The proceeds of the term loans were used to repay the Bilateral Term Loan and for general corporate purposes. The 2020 Term Loan Facility contains affirmative and negative covenants and events of default customary for financings of this type that are consistent with those included in the Revolving Credit Facility. During fiscal 2020, the Company entered into interest rate and cross currency derivative contracts to swap a portion of our variable rate debt to fixed rate debt. See Note 18- *Commitments and Contingencies and Derivative Financial Instruments* for discussion regarding the Company's derivative instruments.

On January 20, 2021, the Company entered into an unsecured delayed draw term loan facility (the “2021 Term Loan Facility”) with a syndicate of financial institutions as lenders. Under the 2021 Term Loan Facility, the Company borrowed an aggregate principal amount of $200.0 million and £650.0 million. The proceeds of the term loans were used primarily to fund the Company's investment in PA Consulting. The 2021 Term Loan Facility contains affirmative and negative covenants and events of default customary for financings of this type that are consistent with those included in the Revolving Credit Facility and the 2020 Term Loan Facility.

The 2020 Term Loan Facility and the 2021 Term Loan Facility are together referred to as the "Term Loan Facilities". We were in compliance with the covenants under the Term Loan Facilities at October 1, 2021.

On March 12, 2018, Jacobs entered into a note purchase agreement (as amended, the "Note Purchase Agreement") with respect to the issuance and sale in a private placement transaction of $500.0 million in the aggregate principal amount of the Company’s senior notes in three series (collectively, the “Senior Notes”). The Note Purchase Agreement provides that if the Company's consolidated leverage ratio exceeds a certain amount, the interest on the Senior Notes may increase by 75 basis points. The Senior Notes may be prepaid at any time subject to a make-whole premium. The sale of the Senior Notes closed on May 15, 2018. The Company used the net proceeds from the offering of Senior Notes to repay certain existing indebtedness and for other general corporate purposes. The Note Purchase Agreement contains affirmative, negative and financial covenants customary for financings of this type, including, among other things, covenants to maintain a minimum consolidated net worth and maximum consolidated leverage ratio and limitations on certain liens, mergers, dispositions and transactions with affiliates. In addition, the Note Purchase Agreement contains customary events of default. We were in compliance with the covenants under the Note Purchase Agreement at October 1, 2021.

We believe the carrying value of the Revolving Credit Facility, the Term Loan Facilities and other debt approximates fair value based on the interest rates and scheduled maturities applicable to the outstanding borrowings. The fair value of the Senior Notes is estimated to be $555.5 million at October 1, 2021, based on Level 2 inputs. The fair value is determined by discounting future cash flows using interest rates available for issuances with similar terms and average maturities.

The Company has issued $1.7 million in letters of credit under the Revolving Credit Facility, leaving $1.92 billion of available borrowing capacity under the Revolving Credit Facility at October 1, 2021. In addition, the Company had issued $262.1 million under separate, committed and uncommitted letter-of-credit facilities for total issued letters of credit of $263.8 million at October 1, 2021.

The following table presents the amount of interest paid by the Company during October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

For the Years Ended		
October 1, 2021	**October 2, 2020**	**September 27, 2019**
$54,860	$58,257	$81,582

10. Leases

The components of lease expense (reflected in selling, general and administrative expenses) for the years ended October 1, 2021 and October 2, 2020 were as follows (in thousands):

	October 1, 2021	October 2, 2020
Lease cost		
Operating lease cost	$ 160,026	$ 169,967
Variable lease cost	31,727	35,083
Sublease income	(12,359)	(14,719)
Total lease cost	$ 179,394	$ 190,331

Supplemental information related to the Company's leases for the year ended October 1, 2021 was as follows (in thousands):

	Year Ended
Cash paid for amounts included in the measurements of lease liabilities	$ 209,594
Right-of-use assets obtained in exchange for new operating lease liabilities	$ 165,770
Weighted average remaining lease term - operating leases	7 years
Weighted average discount rate - operating leases	2.6%

Total remaining lease payments under the Company's leases for each of the succeeding years is as follows (in thousands):

Fiscal Year	Operating Leases
2022	$ 194,981
2023	164,607
2024	151,928
2025	128,359
2026	105,833
Thereafter	280,165
	1,025,873
Less Interest	(95,101)
	$ 930,772

Right-of-Use and Other Long-Lived Asset Impairment

In the fourth fiscal quarter of 2020, as a result and in consideration of the impacts of the COVID-19 pandemic and the changing nature of the Company's use of office space for its workforce, the Company evaluated its existing real estate lease portfolio as part of its transformation initiatives related to real estate and staffing programs. These initiatives during the prior year resulted in the actual abandonment of certain leased office spaces and the establishment of a formal plan to sublease certain other leased spaces that will no longer be utilized by the Company. In connection with the Company’s actions related to these initiatives, the Company evaluated certain of its lease right-of-use assets and related property, equipment and leasehold improvements for impairment under ASC 360.

As a result of the analysis, the Company recognized an impairment loss during the fourth quarter of fiscal 2020 of $162 million, which is included in selling, general and administrative expenses in the accompanying statement of earnings for the fiscal year ended October 2, 2020. The impairment loss recorded includes $127 million related to right-of-use lease assets and $35 million related to other long-lived assets, including property, equipment and improvements and leasehold improvements.

The fair values for the asset groups relating to the impaired long-lived assets were estimated primarily using discounted cash flow models (income approach) with Level 3 inputs. The significant assumptions used in estimating fair value include the expected downtime prior to the commencement of future subleases, projected sublease income over the remaining lease periods and discount rates that reflects the level of risk associated with receiving future cash flows.

11. Employee Stock Purchase and Stock Incentive Plans

Employee Stock Purchase Plans

Under the Company's stock purchase plans, eligible employees who elect to participate in these plans are granted the right to purchase shares of the common stock of Jacobs at a discount that is limited to 5% of the per-share market value on the day shares are sold to employees. The following table summarizes the stock issuance activity under the plans for the fiscal years ended October 1, 2021, October 2, 2020 and September 27, 2019:

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Aggregate Purchase Price Paid for Shares Sold:	$ 32,148,528	$ 27,812,601	$ 27,295,425
Aggregate Number of Shares Sold (in thousands):	287,587	333,078	389,423

At October 1, 2021, there remains 3,177,877 shares reserved for issuance under the Company's stock purchase plans.

Stock Incentive Plans

We also sponsor the 1999 Stock Incentive Plan, as amended and restated (the "SIP") and the 1999 Outside Director Stock Plan, as amended and restated (the "ODSP"). The 1999 SIP provides for the issuance of incentive stock options, non-qualified stock options, share appreciation rights ("SARs"), restricted stock and restricted stock units to employees. The 1999 ODSP provides for awards of shares of common stock, restricted stock, restricted stock units and grants of non-qualified stock options to our outside (i.e., nonemployee) directors. The following table sets forth certain information about the 1999 Plans:

	1999 SIP	1999 ODSP	Total
Number of shares authorized	29,850,000	1,100,000	30,950,000
Number of remaining shares reserved for issuance at October 1, 2021	4,628,834	299,679	4,928,513
Number of shares relating to outstanding stock options at October 1, 2021	461,859	112,125	573,984
Number of shares available for future awards:			
At October 1, 2021	4,166,975	187,554	4,354,529
At October 2, 2020	4,704,458	221,500	4,925,958

Effective September 28, 2012, all grants of shares under the 1999 SIP are issued on a fungible basis. An award other than an option or SAR are granted on a 1.92-to-1.00 basis (“Fungible”). An award of an option or SAR are granted on a 1-to-1 basis (“Not Fungible”).

The following table presents the fair value of shares (of restricted stock and restricted stock units) vested for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Restricted Stock and Restricted Stock Units (service condition)	$ 20,374	$ 29,209	$ 37,864
Restricted Stock Units (service, market, and performance conditions at target)	26,495	20,998	17,124
Total	$ 46,869	$ 50,207	$ 54,988

At October 1, 2021, the amount of compensation cost relating to non-vested awards not yet recognized in the financial statements is approximately $80.5 million. The majority of these unrecognized compensation costs will be recognized by the first quarter of fiscal 2023. The weighted average remaining contractual term of options currently exercisable is 2.2 years.

Stock Options

The following table summarizes the stock option activity for the years ended October 1, 2021, October 2, 2020 and September 27, 2019:

	Number of Stock Options	Weighted Average Exercise Price
Outstanding at September 28, 2018	1,766,759	$ 45.53
Exercised	(828,529)	$ 45.63
Cancelled or expired	(11,624)	$ 42.10
Outstanding at September 27, 2019	926,606	$ 45.48
Exercised	(212,467)	$ 44.05
Cancelled or expired	(7,650)	$ 45.31
Outstanding at October 2, 2020	706,489	$ 45.91
Exercised	(130,030)	$ 47.07
Cancelled or expired	(2,475)	$ 45.18
Outstanding at October 1, 2021	573,984	$ 45.65

Cash received from the exercise of stock options, net of tax remitted, during the year ended October 1, 2021 was $6.1 million.

Stock options outstanding at October 1, 2021 consisted entirely of non-qualified stock options. The following table presents the total intrinsic value of stock options exercised for the fiscal years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

For the Years Ended		
October 1, 2021	October 2, 2020	September 27, 2019
$9,693	$9,986	$27,720

The total intrinsic value of stock options exercisable at October 1, 2021 was approximately $51.1 million. The following table presents certain other information regarding our 1999 SIP and 1999 OSDP for the fiscal years ended October 1, 2021, October 2, 2020 and September 27, 2019:

	October 1, 2021	October 2, 2020	September 27, 2019
At fiscal year end:			
Range of exercise prices for options exercisable	$37.03–$60.43	$32.51–$60.43	$32.51–$60.43
Number of options exercisable	573,984	706,489	860,114
For the fiscal year:			
Range of prices relating to options exercised	$32.51–$60.43	$37.03-$60.08	$36.88-$60.43

The following table presents certain information regarding stock options outstanding and stock options exercisable at October 1, 2021:

	October 1, 2021		
	Options Outstanding and Exercisable		
Range of Exercise Prices	Number	Weighted Average Remaining Contractual Life (years)	Weighted Average Price
$32.51 - $37.03	36,000	0.66	$ 37.03
$37.43 - $46.09	394,997	3.71	$ 43.23
$47.11 - $55.13	119,362	1.92	$ 53.31
$60.08 - $80.63	23,625	2.42	$ 60.43
	573,984	3.10	$ 45.65

The 1999 ODSP and the 1999 SIP allow participants to satisfy the exercise price of stock options by tendering shares of Jacobs common stock that have been owned by the participants for at least six months. Shares so tendered are retired and canceled, and are shown as repurchases of common stock in the accompanying Consolidated Statements of Stockholders' Equity. The weighted average remaining contractual term of options currently exercisable is 3.1 years.

Restricted Stock

The following table presents the number of shares of restricted stock and restricted stock units issued as common stock under the 1999 SIP for the years ended October 1, 2021, October 2, 2020 and September 27, 2019:

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Restricted stock units (service condition)	380,722	351,670	318,056
Restricted stock units (service and performance conditions)	181,132	202,792	240,068

The amount of restricted stock units issued for awards with performance and market conditions in the above table are issued based on performance against the target amount. The number of shares ultimately issued, which could be greater or less than target, will be based on achieving specific performance conditions related to the awards as well as achieving the service condition required for the restricted stock units to vest.

The following table presents the number and weighted average grant-date fair value of restricted stock and restricted stock units at October 1, 2021:

	Number of Shares	Weighted Average Grant-Date Fair Value
Outstanding at October 2, 2020	1,525,526	$ 77.88
Granted	801,174	$ 95.65
Vested	(708,835)	$ 69.04
Canceled	(173,634)	$ 84.05
Outstanding at October 1, 2021	1,444,231	$ 91.23

The following table presents the number of shares of restricted stock and restricted stock units canceled and withheld for taxes under the 1999 SIP for the years ended October 1, 2021, October 2, 2020 and September 27, 2019:

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Restricted stock	—	34,417	105,301
Restricted stock units (service condition)	201,967	183,099	295,122
Restricted stock units (service, market and performance conditions)	218,520	160,781	183,654

The amount of unvested restricted stock units canceled for awards with service and performance conditions in the above table is based on the service period achieved and performance against the target amount.

The restrictions attached to restricted stock and restricted stock units generally relate to the recipient’s ability to sell or otherwise transfer the stock or stock units. There are also restrictions that subject the stock and stock units to forfeiture back to the Company until earned by the recipient through continued employment or service.

The following table provides the number of restricted stock units outstanding at October 1, 2021 under the 1999 SIP. No shares of restricted stock were issued under the 1999 ODSP during such periods.

	October 1, 2021
Restricted stock	—
Restricted stock units (service condition)	758,830
Restricted stock units (service, market and performance conditions)	579,182

The following table presents the number of shares of restricted stock and restricted stock units issued under the 1999 ODSP for the years ended October 1, 2021, October 2, 2020 and September 27, 2019:

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Restricted stock units (service condition)	17,680	18,100	26,372

The following table provides the number of shares of restricted stock and restricted stock units outstanding at October 1, 2021 under the 1999 ODSP:

	October 1, 2021
Restricted stock	26,000
Restricted stock units (service condition)	80,219

All shares granted under the 1999 ODSP are issued on a 1.92-to-1.00 basis.

12. Savings and Deferred Compensation Plans

Savings Plans

We sponsor various defined contribution savings plans which allow participants to make voluntary contributions by salary deduction. Such plans cover substantially all of our domestic, nonunion employees in the U.S. and are qualified under Section 401(k) of the U.S. Internal Revenue Code. Similar plans outside the U.S. cover various groups of employees of our international subsidiaries and affiliates. Several of these plans allow the Company to match, on a voluntary basis, a portion of the employee contributions. The following table presents the Company’s contributions to these savings plans for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

October 1, 2021	October 2, 2020	September 27, 2019
$ 132,865	$ 91,833	$ 114,006

Deferred Compensation Plans

Our non-qualified deferred compensation programs provide benefits payable to directors, officers, and certain key employees or their designated beneficiaries at specified future dates, upon retirement, or death. The plans are unfunded; therefore, benefits are paid from the general assets of the Company. Participants' cash deferrals earn a return based on the participants' selection of investments in several hypothetical investment options. Participants are also able to defer stock based compensation in the plans, which must remain invested in Company stock and are distributed in shares of Jacobs common stock. Since no investment diversification is permitted, changes in the fair value of Jacobs' common stock are not recognized. For the deferred compensation held in company stock, the number of shares needed to settle the liability is included in the denominator in both the basic and diluted earnings per share calculations. The following table presents the amount charged to expense for the Company’s deferred compensation plans for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

October 1, 2021	October 2, 2020	September 27, 2019
$ 2,900	$ 203	$ 2,395

The following table presents the amount relating to assets held as deferred compensation arrangement investments for the years ended October 1, 2021 and October 2, 2020 (in thousands):

	October 1, 2021	October 2, 2020
Deferred compensation arrangement investments	$210,223	$194,933

Deferred compensation arrangement investments are comprised primarily of the cash surrender value of life insurance policies and pooled-investment funds. The fair value of the pooled investment funds is derived using Level 2 inputs.

13. Pension and Other Postretirement Benefit Plans

Company-Only Sponsored Plans

We sponsor various defined benefit pension and other post retirement plans covering employees of certain U.S. and international subsidiaries. The pension plans provide pension benefits that are based on the employee’s compensation and years of service. Our funding policy varies by country and plan according to applicable local funding requirements and plan-specific funding agreements.

On March 2, 2021, Jacobs completed the strategic investment of a 65% interest in PA Consulting, a UK-based leading innovation and transformation consulting firm. PA Consulting has defined benefit plans that Jacobs now includes in our consolidated financial statements. See Note 14- *PA Consulting Business Combination* for more discussion on the investment and the related defined benefit plans.

The accounting for pension and other post-retirement benefit plans requires the use of assumptions and estimates in order to calculate periodic benefit cost and the value of the plans' assets and benefit obligations. These assumptions include discount rates, investment returns, and projected salary increases, among others. The discount rates used in valuing the plans' benefit obligations were determined with reference to high quality corporate and government bonds that are appropriately matched to the duration of each plan's obligations. The expected long-term rate of return on plan assets is generally based on using country-specific simulation models which select a single outcome for expected return based on the target asset allocation. The expected long-term rates of return used in the valuation are the annual average returns generated by these assumptions over a 20-year period for each asset class based on the expected long-term rate of return of the underlying assets.

The following table sets forth the changes in the plans' combined net benefit obligation (segregated between plans existing within and outside the U.S.) for the years ended October 1, 2021 and October 2, 2020 (in thousands):

	U.S. Plans		Non-U.S. Plans	
	October 1, 2021	October 2, 2020	October 1, 2021	October 2, 2020
Net benefit obligation at the beginning of the year	$ 437,920	$ 448,540	$ 2,388,077	$ 2,258,129
Service cost	456	409	6,568	5,710
Interest cost	10,221	12,673	38,907	39,469
Participants' contributions	—	—	212	167
Actuarial (gains)/losses (1)	(11,808)	15,584	(140,670)	35,626
Benefits paid	(25,582)	(22,836)	(74,477)	(64,395)
Curtailments/settlements/plan amendments	(6,387)	(16,450)	(13,932)	(4,782)
Acquisition of PA Consulting Plans, net of post-deal transfers (2)	—	—	66,065	—
Effect of exchange rate changes and other, net	—	—	104,890	118,153
Net benefit obligation at the end of the year	$ 404,820	$ 437,920	$ 2,375,640	$ 2,388,077

(1) Current year actuarial gains primarily driven by change in discount rates.
(2) See note below change in assets table.

The following table sets forth the changes in the combined Fair Value of the plans' assets (segregated between plans existing within and outside the U.S.) for the years ended October 1, 2021 and October 2, 2020 (in thousands):

	U.S. Plans		Non-U.S. Plans	
	October 1, 2021	October 2, 2020	October 1, 2021	October 2, 2020
Fair value of plan assets at the beginning of the year	$ 382,250	$ 390,210	$ 2,043,356	$ 1,916,637
Actual return on plan assets	35,152	33,345	60,040	61,221
Employer contributions	88	88	39,085	33,192
Participants' contributions	—	—	212	167
Gross benefits paid	(25,582)	(22,836)	(74,477)	(64,395)
Curtailments/settlements/plan amendments	(6,387)	(18,557)	(13,932)	(4,782)
Acquisition of PA Consulting Plans, net of post-deal transfers	—	—	60,160	—
Effect of exchange rate changes and other, net	—	—	89,051	101,316
Fair value of plan assets at the end of the year	$ 385,521	$ 382,250	$ 2,203,495	$ 2,043,356

On March 2, 2021, the Company made a strategic investment in PA Consulting, and as a result acquired a gross pension plan obligation of $1.025 billion and pension assets of $1.018 billion. In the third quarter of fiscal 2021, PA Consulting transferred the majority of the assets and liabilities of its largest pension plan to an insurance company, approximately $960 million each, effectively settling those related assets and liabilities for no impact to net income. Also during fiscal 2021, the Company incurred combined curtailment and settlement losses on our defined benefit plans of approximately $2.8 million primarily related to the Ireland and UK plans. During fiscal 2020, the Company incurred combined curtailment and settlement losses on its defined benefit plans of approximately $4.6 million primarily related to the Ireland and U.S. plans.

The following table reconciles the combined funded statuses of the plans recognized in the accompanying Consolidated Balance Sheets at October 1, 2021 and October 2, 2020 (segregated between plans existing within and outside the U.S.) (in thousands):

	U.S. Plans		Non-U.S. Plans	
	October 1, 2021	October 2, 2020	October 1, 2021	October 2, 2020
Net benefit obligation at the end of the year	$ 404,820	$ 437,920	$ 2,375,640	$ 2,388,077
Fair value of plan assets at the end of the year	385,521	382,250	2,203,495	2,043,356
Underfunded amount recognized at the end of the year	$ 19,299	$ 55,670	$ 172,145	$ 344,721

The following table presents the accumulated benefit obligation at October 1, 2021 and October 2, 2020 (segregated between plans existing within and outside the U.S.) (in thousands):

	U.S. Plans		Non-U.S. Plans	
	October 1, 2021	October 2, 2020	October 1, 2021	October 2, 2020
Accumulated benefit obligation at the end of the year	$ 404,283	$ 436,770	$ 2,305,808	$ 2,376,059

The following table presents the amounts recognized in the accompanying Consolidated Balance Sheets at October 1, 2021 and October 2, 2020 (segregated between plans existing within and outside the U.S.) (in thousands):

	U.S. Plans		Non-U.S. Plans	
	October 1, 2021	October 2, 2020	October 1, 2021	October 2, 2020
Prepaid benefit cost included in noncurrent assets	$ —	$ —	$ 48,340	$ 1,037
Accrued benefit cost included in current liabilities	84	85	3,873	4,375
Accrued benefit cost included in noncurrent liabilities	19,215	57,919	216,612	339,049
Net amount recognized at the end of the year	$ 19,299	$ 58,004	$ 172,145	$ 342,387

The following table presents the significant actuarial assumptions used in determining the funded statuses and the following year's benefit cost of the Company's U.S. plans for the years ended October 1, 2021, October 2, 2020 and September 27, 2019:

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Discount rates	2.3% to 2.8%	2.0% to 2.7%	2.8% to 3.1%
Rates of compensation increases	3.5%	3.5%	3.5%
Expected long-term rates of return on assets	4.7% to 5.1%	4.6% to 4.7%	5.1%

The following table presents the significant actuarial assumptions used in determining the funded statuses and the following year's benefit cost of the Company's non-U.S. plans for the years ended October 1, 2021, October 2, 2020 and September 27, 2019:

	For the Years Ended		
	October 1, 2021	October 2, 2020	September 27, 2019
Discount rates	0.6% to 6.6%	0.4% to 6.6%	0.2% to 7.1%
Rates of compensation increases	2.4% to 7.5%	2.7% to 7.5%	3.7% to 7.5%
Expected long-term rates of return on assets	2.0% to 7.0%	1.8% to 7.0%	2.3% to 7.5%

The following table presents certain amounts relating to our U.S. plans recognized in accumulated other comprehensive (gain) loss at October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	October 1, 2021	October 2, 2020	September 27, 2019
Arising during the period:			
Net actuarial (gain) loss	$ (25,109)	$ (900)	$ 36,108
Prior service cost (benefit)	0	1,589	—
Total	$ (25,109)	689	36,108
Reclassification adjustments:			
Net actuarial losses	(3,204)	(2,653)	(2,282)
Prior service cost (benefit)	(325)	(244)	—
Total	(3,529)	(2,897)	(2,282)
Total	$ (28,638)	$ (2,208)	$ 33,826

The following table presents certain amounts relating to our non-U.S. plans recognized in accumulated other comprehensive (gain) loss at October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	October 1, 2021	October 2, 2020	September 27, 2019
Arising during the period:			
Net actuarial (gain) loss	$ (65,547)	$ 71,676	$ 83,368
Net (gain) loss on Sale of ECR	—	—	(12,520)
Prior service cost (benefit)	—	—	29,829
Total	(65,547)	71,676	100,677
Reclassification adjustments:			
Net actuarial losses	(8,761)	(6,322)	(6,546)
Prior service cost	(1,219)	(1,169)	(1,075)
Total	(9,980)	(7,491)	(7,621)
Total	$ (75,527)	$ 64,185	$ 93,056

The following table presents certain amounts relating to our plans recorded in accumulated other comprehensive loss that have not yet been recognized as components of net periodic benefit cost at October 1, 2021 and October 2, 2020 (segregated between U.S. and non-U.S. plans) (in thousands):

	U.S. Plans		Non-U.S. Plans	
	October 1, 2021	October 2, 2020	October 1, 2021	October 2, 2020
Net actuarial loss	$ 39,217	$ 67,530	$ 328,397	$ 401,930
Prior service cost	1,021	1,345	25,926	27,921
Total	$ 40,238	$ 68,875	$ 354,323	$ 429,851

The following table presents the amount of accumulated comprehensive income that will be amortized against earnings as part of our net periodic benefit cost in fiscal 2022 based on 2021 exchange rates (segregated between U.S. and non-U.S. plans) (in thousands):

	U.S. Plans	Non-U.S. Plans
Unrecognized net actuarial loss	$ 2,860	$ 7,571
Unrecognized prior service cost	431	1,504
Accumulated comprehensive loss to be recorded against earnings	$ 3,291	$ 9,075

We consider various factors in developing the estimates for the expected, long-term rates of return on plan assets. These factors include the projected, long-term rates of returns on the various types of assets in which the plans invest, as well as historical returns. In general, investment allocations are determined by each plan's trustees and/or investment committees. The objectives of the plans' investment policies are to (i) maximize returns while preserving capital; (ii) provide returns sufficient to meet the current and long-term obligations of the plan as the obligations become due; and (iii) maintain a diversified portfolio of assets so as to reduce the risk associated with having a disproportionate amount of the plans' total assets invested in any one type of asset, issuer or geography. None of our pension plans hold Jacobs common stock directly (although some plans may hold shares indirectly through investments in mutual funds). The plans' weighted average asset allocations at October 1, 2021 and October 2, 2020 (the measurement dates used in valuing the plans' assets and liabilities) were as follows:

	U.S. Plans		Non-U.S. Plans	
	October 1, 2021	October 2, 2020	October 1, 2021	October 2, 2020
Equity securities	3 %	3 %	15 %	21 %
Debt securities	58 %	58 %	54 %	56 %
Real estate investments	— %	— %	9 %	7 %
Other	39 %	39 %	22 %	17 %

The following table presents the Fair Value of the Company's Domestic U.S. plan assets at October 1, 2021, segregated by level of Fair Value measurement inputs within the Fair Value hierarchy promulgated by U.S. GAAP (in thousands):

	October 1, 2021				
	Fair Value, Determined Using Fair Value Measurement Inputs				
	Level 1	Level 2	Level 3	Investments measured at Net Asset Value	Total
Equities	$ 12,331	$ —	$ —	$ —	$ 12,331
Domestic bonds	74,456	132,138	—	—	206,594
Overseas bonds	—	15,730	—	—	15,730
Cash and equivalents	22,634	—	—	—	22,634
Mutual funds	128,232	—	—	—	128,232
Total	$ 237,653	$ 147,868	$ —	$ —	$ 385,521

The following table presents the Fair Value of the Company's non-U.S. plan assets at October 1, 2021, segregated by level of Fair Value measurement inputs within the Fair Value hierarchy promulgated by U.S. GAAP (in thousands):

	October 1, 2021				
	Fair Value, Determined Using Fair Value Measurement Inputs				
	Level 1	Level 2	Level 3	Investments measured at Net Asset Value	Total
Domestic equities	$ —	$ 86,117	$ —	$ 2,662	$ 88,779
Overseas equities	—	142,243	—	101,071	243,314
Domestic bonds	—	48,119	—	—	48,119
Overseas bonds	—	1,049,585	—	56,616	1,106,201
Cash and equivalents	27,579	1,322	—	—	28,901
Real estate	—	17,319	116,936	53,434	187,689
Insurance contracts	—	—	133,802	—	133,802
Hedge funds	—	—	231,319	16,020	247,339
Mutual funds	—	119,351	—	—	119,351
Total	$ 27,579	$ 1,464,056	$ 482,057	$ 229,803	$ 2,203,495

The following table presents the Fair Value of the Company's U.S. plan assets at October 2, 2020, segregated by level of Fair Value measurement inputs within the Fair Value hierarchy promulgated by U.S. GAAP (in thousands):

	October 2, 2020				
	Fair Value, Determined Using Fair Value Measurement Inputs				
	Level 1	Level 2	Level 3	Investments measured at Net Asset Value	Total
Equities	$ 12,376	$ —	$ —	$ —	$ 12,376
Domestic bonds	68,324	131,534	—	—	199,858
Overseas bonds	—	19,223	—	—	19,223
Cash and equivalents	18,226	—	—	—	18,226
Mutual funds	132,567	—	—	—	132,567
Total	$ 231,493	$ 150,757	$ —	$ —	$ 382,250

The following table presents the Fair Value of the Company's non-U.S. plan assets at October 2, 2020, segregated by level of Fair Value measurement inputs within the Fair Value hierarchy promulgated by U.S. GAAP (in thousands):

	October 2, 2020				
	Fair Value, Determined Using Fair Value Measurement Inputs				
	Level 1	Level 2	Level 3	Investments measured at Net Asset Value	Total
Domestic equities	$ —	$ 103,036	$ —	$ 5,745	$ 108,781
Overseas equities	—	229,576	—	87,725	317,301
Domestic bonds	—	34,469	—	1,175	35,644
Overseas bonds	—	1,049,119	—	58,493	1,107,612
Cash and equivalents	24,568	—	—	—	24,568
Real estate	—	10,383	105,422	—	115,805
Insurance contracts	—	4,402	67,709	17,909	90,020
Hedge funds	—	—	171,730	7,153	178,883
Mutual funds	—	64,742	—	—	64,742
Total	$ 24,568	$ 1,495,727	$ 344,861	$ 178,200	$ 2,043,356

The following table summarizes the changes in the Fair Value of the Company's non-U.S. Pension Plans' Level 3 assets for the years ended October 2, 2020 and October 1, 2021 (in thousands):

	Real Estate	Insurance Contracts	Hedge Funds
Balance at Balance at September 27, 2019	$ 97,539	$ 72,788	$ 130,200
Purchases, sales, and settlements	(475)	(7,375)	29,999
Realized and unrealized gains	3,337	(1,399)	5,435
Effect of exchange rate changes	5,021	3,695	6,096
Balance at October 2, 2020	$ 105,422	$ 67,709	$ 171,730
Purchases, sales, and settlements	6,288	2,413	51,513
Realized and unrealized gains (losses)	398	1,448	864
Acquisition of PA Consulting Plans, net of post-deal transfers	—	60,160	—
Effect of exchange rate changes	4,828	2,072	7,212
Balance at October 1, 2021	$ 116,936	$ 133,802	$ 231,319

The following table presents the amount of cash contributions we anticipate making into the plans during fiscal 2022 (in thousands):

	U.S. Plans	Non-U.S. Plans
Anticipated cash contributions	$ —	$ 24,820

The following table presents the total benefit payments expected to be paid to plan participants during each of the next five fiscal years, and in total for the five years thereafter (in thousands):

	U.S. Plans	Non-U.S. Pans
2022	$ 33,054	$ 75,647
2023	31,813	78,126
2024	30,319	79,903
2025	28,968	81,397
2026	27,966	84,151
For the periods 2027 through 2030	122,543	448,088

The following table presents the components of net periodic benefit cost for the Company's U.S. plans recognized in the accompanying Consolidated Statements of Earnings for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	October 1, 2021	October 2, 2020	September 27, 2019
Service cost	$ 456	$ 409	$ 2,784
Interest cost	10,221	12,673	16,697
Expected return on plan assets	(15,932)	(17,670)	(21,508)
Actuarial loss	4,249	3,518	3,026
Prior service cost	431	323	—
Net pension cost, before special items	$ (575)	$ (747)	$ 999
Curtailment expense/Settlement (gain) loss	(64)	3,436	(35,020)
Total net periodic pension cost recognized	$ (639)	$ 2,689	$ (34,021)

The following table presents the components of net periodic benefit cost for the Company's Non-U.S. plans recognized in the accompanying Consolidated Statements of Earnings for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	October 1, 2021	October 2, 2020	September 27, 2019
Service cost	$ 6,568	$ 5,710	$ 7,171
Interest cost	38,907	39,469	52,627
Expected return on plan assets	(90,346)	(93,407)	(82,274)
Actuarial loss	10,834	7,578	7,854
Prior service cost	1,519	1,405	1,263
Net pension cost, before special items	$ (32,518)	$ (39,245)	$ (13,359)
Curtailment expense/Settlement (gain) loss	2,847	1,341	1,933
Total net periodic pension (income) cost recognized	$ (29,671)	$ (37,904)	$ (11,426)
Total net periodic pension (income) cost recognized from Discontinued Operations	$ —	$ —	$ 2,282
Total net periodic pension (income) cost recognized from Continuing Operations	$ (29,671)	$ (37,904)	$ (13,708)

In the first quarter of fiscal 2019, the Company elected to discontinue the CH2M Hill Retiree Medical Plan and the OMI Retiree Medical Plan, effective December 31, 2018. Lump sum payments were made to participants in fiscal 2019, resulting in a plan settlement and related settlement gain of $35.0 million recognized in fiscal 2019.

Multiemployer Plans

In the U.S. and various other countries, we contribute to trusteed pension plans covering hourly and certain salaried employees under industry-wide agreements. Contributions are based on the hours worked by employees covered under these agreements and are charged to direct costs of contracts on a current basis. With respect to these multiemployer plans, the Company's liability to fund these plans is generally limited to the contributions we are required to make under collective bargaining agreements.

Based on our review of our multiemployer pension plans under the guidance provided in ASU 2011-09— *Compensation-Retirement Benefits-Multiemployer Plans*, we have concluded that none of the multiemployer pension plans into which we contribute are individually significant to our Consolidated Financial Statements. Additionally, in fiscal year 2019, all Canadian and some US and European multiemployer plans were sold in connection with the ECR sale, which resulted in a year over year decrease in contributions made.

The following table presents the Company’s contributions to these multiemployer plans for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	October 1, 2021	October 2, 2020	September 27, 2019
Canada	$ —	$ —	$ 16,625
Europe	1,713	1,922	9,413
United States	11,316	6,637	7,149
Contributions to multiemployer pension plans	$ 13,029	$ 8,559	$ 33,187

14. PA Consulting Business Combination

Deal Summary, Opening Balance Sheet and Pro Forma Financial Information

On March 2, 2021, Jacobs completed the strategic investment of a 65% interest in PA Consulting, a UK-based leading innovation and transformation consulting firm. The total consideration paid by the Company was $1.7 billion, funded through cash on hand, proceeds from a new term loan and draws on the Company's existing revolver. Further, in connection with the transaction, an additional $261 million in investment proceeds had not yet been distributed at the investment date due to continuing employment requirements of associated management owners. Consequently, this amount represented compensation expense incurred related to the investment that was expensed subsequent to the acquisition date, and is reflected in selling, general and administrative expense and cash from operations for the current fiscal year. The remaining 35% interest is held by PA Consulting employees, whose redeemable noncontrolling interests had a fair value of $582.4 million on the closing date, including subsequent purchase accounting adjustments. PA Consulting is accounted for as a consolidated subsidiary and as a separate operating segment under U.S. GAAP accounting rules. See Note 9 - *Borrowings* for more discussion on the financing for the transaction. The following summarizes the fair values of PA Consulting's assets acquired and liabilities assumed as of the acquisition date (in millions):

Assets		
Cash and cash equivalents	$	134.9
Receivables		164.9
Property, equipment and improvements, net		40.5
Goodwill		1,448.3
Identifiable intangible assets		1,004.2
Prepaid expenses and other current assets		9.5
Miscellaneous long term assets		83.7
Total Assets	$	2,886.0
Liabilities		
Accounts payable	$	6.5
Accrued liabilities and other current liabilities		346.5
Other long term liabilities		248.7
Total Liabilities	$	601.7
Redeemable Noncontrolling interests		582.4
Net assets acquired	$	1,701.9

The purchase price allocation is based upon preliminary information and is subject to change when additional information is obtained. Goodwill recognized results from a substantial assembled workforce, which does not qualify for separate recognition, as well as expected future economic benefits. None of the goodwill recognized is expected to be deductible for tax purposes. The Company has not completed its final assessment of the fair values of PA Consulting's assets acquired and liabilities assumed. The final purchase price allocation could result in adjustments to certain assets and liabilities, including the residual amount allocated to goodwill.

Since the initial preliminary estimates recorded in the second quarter of fiscal 2021, the Company has updated certain provisional amounts reflected in the preliminary purchase price allocation, as summarized in the estimated fair values of PA Consulting assets acquired and liabilities assumed above. See below for further discussion on updates to redeemable noncontrolling interests.

Identifiable intangibles are customer relationships, contracts and backlog and trade name and have estimated lives ranging from 9 to 20 years (weighted average life of approximately 12 years).

Fair value measurements relating to PA Consulting are made primarily using Level 3 inputs including discounted cash flow techniques. Fair value is estimated using inputs primarily from the income approach, which include the use of both the multiple period excess earnings method and the relief from royalties method. The significant assumptions used in estimating fair value include (i) revenue projections of the business, including profitability, (ii) attrition rate and (iii) the estimated discount rate that reflects the level of risk associated with receiving future cash flows. Other personal property assets, such as buildings, furniture, fixtures and equipment, are valued using the cost approach, which is based on estimates of replacement cost. Key inputs to the valuation of the noncontrolling interests include projected cash flows and the expected volatility associated with those cash flows.

Pre-tax transaction costs associated with the PA Consulting investment in the accompanying Consolidated Statements of Earnings for the year ended October 1, 2021 were $36.8 million.

The following presents summarized unaudited pro forma operating results of Jacobs from continuing operations assuming that the Company had the PA Consulting investment at September 28, 2019. These pro forma operating results are presented for illustrative purposes only and are not indicative of the operating results that would have been achieved had the related events occurred (in millions, except per share data):

	For the Years Ended			
	October 1, 2021		October 2, 2020	
Revenues	$	14,504.3	$	14
Net earnings of the Group	$	695.1	$	
Net earnings attributable to Jacobs	$	548.0	$	
Net earnings attributable to Jacobs per share:				
Basic earnings per share	$	4.21	$	
Diluted earnings per share	$	4.17	$	

Included in the table above are charges relating to transaction expenses, a nonrecurring compensation charge and other items that are removed from the years ended October 1, 2021 and are reflected in the prior fiscal year due to the assumed timing of the transaction. Also, income tax expense for the fiscal year pro forma periods ended October 1, 2021 and October 2, 2020 was $330.7 million and $13.5 million, respectively.

Redeemable Noncontrolling Interests

In connection with the PA Consulting investment, the Company recorded redeemable noncontrolling interests of approximately $582.4 million, including subsequent purchase accounting adjustments, representing the interest holders' 35% equity interest in the form of preferred and common shares of PA Consulting, with substantially all of the value associated with these interests allocable to the preferred shares.

During the third quarter of fiscal 2021, updates to the Company's preliminary opening balance sheet fair value estimates of the noncontrolling interests resulted in an offsetting decrease and increase in fair value of the preference share and common share components of the interests by $57.3 million, respectively, with the corresponding redemption value adjustment associated with the preference share portion decreasing consolidated retained earnings and earnings per share by $0.44. See Note 4- *Earnings Per Share and Certain Related Information*. The results of these adjustments had no impact on the Company's overall results of operations, financial position, or cash flows.

Changes in the redeemable noncontrolling interests during the fiscal year ended October 1, 2021 are as follows (in thousands):

		Total
Fair value of redeemable noncontrolling interests at acquisition	$	581,119
Cumulative Accrued Preferred Dividend to Preference Shareholders		40,204
Attribution of Preferred Dividend to PA Consulting Common Shareholders		(40,204)
Net loss attributable to redeemable noncontrolling interest to Common Shareholders		(85,414)
Redeemable Noncontrolling interests redemption value adjustment to PA Consulting Shareholders (1)		175,183
Cumulative translation adjustment and other		(13,166)
Balance at October 1, 2021	$	657,722

(1) Includes $57.3 million impact from updates to the preliminary opening balance fair value estimates of the preference share noncontrolling interests and $117.9 million impact from redemption value adjustments for the B Ordinary shares..

In addition, certain employees of PA Consulting are expected to receive equity based incentive grants in the future under the terms of the applicable agreements.

Employee Benefit Trust, Defined Contribution Plans and Defined Benefit Plans

PA Consulting is party to an employee benefit trust arrangement, defined contribution plans and defined benefit plans.

PA Consulting's employee benefit trust is a separately administered discretionary trust for the benefit of employees and are consolidated under US GAAP. At October 1, 2021, the Company held $12.3 million in cash within the employee benefit trust that is restricted from general use and is included in prepaid expenses and other current assets on the consolidated balance sheet.

The PA Consulting defined benefit plans include UK and Germany based plans. The defined benefit plan amounts are included within our disclosures in Note 13**-** *Pension and Other Postretirement Benefit Plans.*

Regarding the defined contribution plans, PA Consulting matches a certain amount on behalf of the employees and pays the administration costs, which are both recognized in the income statement in the period in which they become payable. The defined contribution plan current year contributions are disclosed in Note 12**-** *Savings and Deferred Compensation Plans.*

15. Other Business Combinations

On November 19, 2021, Jacobs consummated its previously announced acquisition of BlackLynx ("BlackLynx"). Pursuant to and subject to the terms and conditions of Agreement and Plan of Merger (the “Merger Agreement”), Jacobs acquired all of BlackLynx's outstanding shares of common stock, in a transaction valued at up to $257.5 million, on a cash-free, debt-free basis, including base consideration of $250 million, and a potential earn-out payment of up to $7.5 million. The amount of any earnout payment will depend on BlackLynx achieving certain revenue and gross margin thresholds in calendar year 2022. The purchase price was paid in cash and is subject to customary post-closing adjustments.

Buffalo Group

On November 24, 2020, a subsidiary of Jacobs completed the acquisition of Buffalo Group, a leader in advanced cyber and intelligence solutions which allows Jacobs to further expand its cyber and intelligence solutions offerings to government clients. The Company paid total consideration of $190.1 million, which was comprised of approximately $182.4 million in cash to the former owners of Buffalo Group and contingent consideration of $7.7 million which was expected to be settled in fiscal 2022. Subsequent to the closing date and during the current fiscal year, the Company recognized the $7.7 million as an offset to selling, general and administrative expense as it was no longer expected to be paid. In conjunction with the acquisition, the Company assumed the Buffalo Group's debt of approximately $7.7 million. The Company repaid all of the assumed Buffalo Group debt by the end of the first fiscal quarter of 2021. The following summarizes the fair values of The Buffalo Group's assets acquired and liabilities assumed as of the acquisition date (in millions):

Assets		
Cash and cash equivalents	$	8.4
Receivables		19.2
Property, equipment and improvements, net		2.3
Goodwill		130.7
Identifiable intangible assets		74.0
Prepaid expenses and other current assets		6.2
Total Assets	$	240.8
Liabilities		
Accounts payable, accrued expenses and other current liabilities	$	46.9
Other long term liabilities		3.8
Total Liabilities		50.7
Net assets acquired	$	190.1

The purchase price allocation is based upon preliminary information and is subject to change when additional information is obtained. Goodwill recognized results from a substantial assembled workforce, which does not qualify for separate recognition, as well as expected future synergies from combining operations. All of the goodwill recognized is expected to be deductible for tax purposes, given the acquisition was structured as an asset acquisition. The Company has not completed its final assessment of the fair values of Buffalo Group's assets acquired and liabilities assumed. The final purchase price allocation could result in adjustments to certain assets and liabilities, including the residual amount allocated to goodwill.

Identifiable intangibles are customer relationships, contracts and backlog and have estimated lives of 9 years.

Fair value measurements relating to the Buffalo Group are made primarily using Level 3 inputs including discounted cash flow and Monte Carlo simulation techniques. Fair value for the identified intangible assets is estimated using inputs primarily for the income approach using the multiple period excess earnings method. The significant assumptions used in estimating fair value include (i) revenue projections of the business, including profitability, (ii) attrition rate and (iii) the estimated discount rate that reflects the level of risk associated with receiving future cash flows. Other personal property assets, such as furniture, fixtures and equipment, are valued using the cost approach, which is based on replacement or reproduction costs of the asset less depreciation. The fair value of the contingent consideration was estimated using a Monte Carlo simulation and the significant assumptions used include projections of revenues for Buffalo Group through calendar 2021 and probabilities of meeting those projections.

No summarized unaudited pro forma results are provided for the Buffalo Group due to the immateriality of this acquisition relative to the Company's consolidated financial position and results of operations.

John Wood Group's Nuclear Business

On March 6, 2020, a subsidiary of Jacobs completed the acquisition of the nuclear consulting, remediation and program management business of John Wood Group, a U.K.-based energy services company, for an enterprise value of £246 million, or approximately $317.9 million, less cash acquired of $24.3 million, as updated for additional working capital adjustments. The John Wood Group nuclear business allows Jacobs to further expand its lifecycle nuclear services business. The following summarizes the fair values of John Wood Group's assets acquired and liabilities assumed as of the acquisition date (in millions):

Assets		
Cash and cash equivalents	$	24.3
Receivables		74.2
Other current assets		3.8
Property, equipment and improvements, net		8.3
Goodwill		207.8
Identifiable intangible assets		80.0
Miscellaneous		19.4
Total Assets	$	417.8
Liabilities		
Accounts payable, accrued expenses and other current liabilities	$	71.4
Long term liabilities		28.5
Total Liabilities		99.9
Net assets acquired	$	317.9

Goodwill recognized results from a substantial assembled workforce, which does not qualify for separate recognition, as well as expected future synergies from combining operations. None of the goodwill recognized is expected to be deductible for tax purposes. The Company has completed its final assessment of the fair values of John Wood Group's assets acquired and liabilities assumed. Since the initial preliminary estimates reported in the second quarter of fiscal 2020, the Company has updated certain amounts reflected in the final purchase price allocation, as summarized in the fair values of John Wood Group's nuclear business assets acquired and liabilities assumed as of the acquisition date set forth above.

Identified intangibles include customer relationships, contracts and backlog and developed technology. The customer relationships, contracts and backlog intangible represents the fair value of existing contracts, underlying customer relationships and backlog. The customer relationships, contracts and backlog intangible and the developed technology intangible have lives of 12 and 15 years, respectively.

Fair value measurements relating to the John Wood Group nuclear business are made primarily using Level 3 inputs including discounted cash flow techniques. Fair value is estimated using inputs primarily for the income approach, which include the use of both the multiple period excess earnings method and the relief from royalties method. The significant assumptions used in estimating fair value include (i) revenue projections of the business, including profitability, (ii) attrition rate and (iii) the estimated discount rate that reflects the level of risk associated with receiving future cash flows. Other personal property assets, such as furniture, fixtures and equipment, are valued using the cost approach, which is based on replacement or reproduction costs of the asset less depreciation.

No summarized unaudited pro forma results are provided for the John Wood Group nuclear business due to the immateriality of this acquisition relative to the Company's consolidated financial position and results of operations.

KeyW

On June 12, 2019, Jacobs completed the acquisition of The KeyW Holding Corporation ("KeyW"), a U.S. based national security solutions provider to the intelligence, cyber, and counterterrorism communities by acquiring 100% of the outstanding shares of KeyW common stock (the "KeyW acquisition"). The KeyW acquisition allows Jacobs to further expand its government services business. The Company paid total consideration of $902.6 million which was comprised of approximately $604.2 million in cash to the former stockholders and certain equity award holders of KeyW and the assumption of KeyW's debt of $298.4 million. The Company repaid all of KeyW's debt by the end of the fourth fiscal quarter of 2019.

The following summarizes the fair values of KeyW assets and acquired liabilities assumed as of the acquisition date (in millions):

Assets		
Cash and cash equivalents	$	29.1
Receivables		79.1
Inventories, net		19.3
Prepaid expenses and other		2.4
Property, equipment and improvements, net		24.5
Deferred tax asset and other		37.8
Goodwill		615.6
Identifiable intangible assets		179.0
Total Assets	$	986.8
Liabilities		
Accounts payable	$	8.3
Accrued expenses		69.1
Short term debt		298.4
Other current liabilities		3.9
Other non-current liabilities		2.9
Total Liabilities		382.6
Net assets acquired	$	604.2

Goodwill recognized results from a substantial assembled workforce, which does not qualify for separate recognition, as well as expected future synergies from combining operations. Goodwill of $136.3 million is expected to be deductible for tax purposes. The Company has completed its final assessment of the fair values of the acquired assets and liabilities of KeyW. Since the initial preliminary estimates reported in the third quarter of fiscal 2019, the Company has updated certain amounts reflected in the final purchase price allocation, as summarized in the fair values of KeyW assets acquired and liabilities assumed as of the acquisition date as set forth above.

Identified intangibles include customer relationships, contracts and backlog and developed technology. The customer relationships, contracts and backlog intangible represents the fair value of existing contracts, underlying customer relationships and backlog. The customer relationships, contracts and backlog intangible, and the developed technology intangible have lives of 10 and 12 years, respectively. Other intangible liabilities consist of the fair value of office leases and have a weighted average life of approximately 9 years.

Fair value measurements relating to the KeyW acquisition are made primarily using Level 3 inputs including discounted cash flow techniques. Fair value is estimated using inputs primarily for the income approach, which include the use of both the multiple period excess earnings method and the relief from royalties method. The significant assumptions used in estimating fair value include (i) revenue projections of the business, including profitability, (ii) attrition rate and (iii) the estimated discount rate that reflects the level of risk associated with receiving future cash flows. Other personal property assets, such as furniture, fixtures and equipment, are valued using the cost approach, which is based on replacement or reproduction costs of the asset less depreciation.

For purposes of our comparative fiscal 2020 and 2019 reporting requirements in this Form 10-K, the following presents summarized unaudited pro forma operating results of the Company for the year ended September 27, 2019 assuming that the June 12, 2019 acquisition of KeyW had occurred at the beginning of fiscal 2018 for pro forma purposes. These pro forma operating results are presented for illustrative purposes only and are not indicative of the operating results that would have been achieved had the related events occurred on such date (in millions, except per share data):

	For the Year Ended September 27, 2019	
Revenues	$	13,068.7
Net earnings of the Group from Continuing Operations	$	326.0
Net earnings (loss) attributable to Jacobs from continuing operations	$	303.0
Net earnings (loss) attributable to Jacobs from continuing operations per share:		
Basic earnings (loss) from continuing operations per share	$	2.19
Diluted earnings (loss) from continuing operations per share	$	2.17

Included in the table above are the unaudited pro forma operating results of continuing operations. Also, income tax expense (benefit) for the fiscal year pro forma period ended September 27, 2019 was $41.3 million.

CH2M

On December 15, 2017, the Company completed the acquisition of CH2M HILL Companies, Ltd. ("CH2M"), an international provider of engineering, construction and technical services, by acquiring 100% of the outstanding shares of CH2M common stock and preferred stock (the "CH2M acquisition"). The Company paid total consideration of approximately $1.8 billion in cash (excluding $315.2 million of cash acquired) and issued approximately $1.4 billion of Jacobs' common stock, or 20.7 million shares, to the former stockholders and certain equity award holders of CH2M.

The following summarizes the estimated fair values of CH2M assets acquired and liabilities assumed as of the acquisition date (in millions):

Assets		
Cash and cash equivalents	$	315.2
Receivables		1,120.6
Prepaid expenses and other		72.7
Property, equipment and improvements, net		175.1
Goodwill		3,165.5
Identifiable intangible assets:		
Customer relationships, contracts and backlog		412.3
Lease intangible assets		4.4
Total identifiable intangible assets		416.7
Miscellaneous		530.8
Total Assets	$	5,796.6
Liabilities		
Notes payable	$	2.2
Accounts payable		309.6
Accrued liabilities		787.4
Contract liabilities		260.8
Identifiable intangible liabilities:		
Lease intangible liabilities		9.6
Long-term debt		706.0
Other deferred liabilities		659.0
Total Liabilities	$	2,734.6
Noncontrolling interests		(37.3)
Net assets acquired	$	3,024.7

Goodwill recognized results from a substantial assembled workforce, which does not qualify for separate recognition, as well as expected future synergies from combining operations. None of the goodwill recognized is expected to be deductible for tax purposes. During the first quarter of fiscal 2019, the Company completed its final assessment of the fair values of the acquired assets and liabilities of CH2M. Accrued liabilities and other deferred liabilities include approximately $404.7 million related to estimates for various legal and other pre-acquisition contingent liabilities accounted for under ASC 450. See Note 19- *Contractual Guarantees, Litigation, Investigations and Insurance* relating to CH2M contingencies.

16. Sale of Energy, Chemicals and Resources ("ECR") Business

On April 26, 2019, Jacobs completed the sale of its ECR business to Worley for a purchase price of $3.4 billion consisting of (i) $2.8 billion in cash plus (ii) 58.2 million ordinary shares of Worley, subject to adjustments for changes in working capital and certain other items (the “ECR sale”).

Discontinued Operations

As a result of the ECR sale, substantially all ECR-related assets and liabilities have been sold (the "Disposal Group"). We determined that the Disposal Group should be reported as discontinued operations in accordance with ASC 210-05, *Discontinued Operations* because their disposal represents a strategic shift that had a major effect on our operations and financial results. As such, the financial results of the ECR business are reflected in our Consolidated Statements of Earnings as discontinued operations for all periods presented. As of the year ended October 2, 2020, all of the ECR business to be sold under the terms of the sale had been conveyed to Worley and as such, no amounts remain held for sale.

Summarized Financial Information of Discontinued Operations

The following table represents earnings (loss) from discontinued operations, net of tax (in thousands):

	For the Years Ended		
	October 1, 2021	**October 2, 2020**	**September 27, 2019**
Revenues	$ —	$ 11,235	$ 2,725,699
Direct cost of contracts	—	(6,152)	(2,338,113)
Gross profit	—	5,083	387,586
Selling, general and administrative expenses	(2,784)	32,668	(320,264)
Operating Profit (Loss)	(2,784)	37,751	67,322
Gain on sale of ECR business	15,608	110,236	935,110
Other (expense) income, net	447	515	(47,390)
Earnings Before Taxes from Discontinued Operations	13,271	148,502	955,042
Income Tax Expense	(3,263)	(10,518)	(395,828)
Net Earnings of the Group from Discontinued Operations	$ 10,008	$ 137,984	$ 559,214

In fiscal 2021, the Company received final working capital settlement proceeds of $36.4 million from Worley and as such, recorded a pre-tax gain of $15.6 million. Offsetting the proceeds from the settlement to arrive at the net gain amount were previously recorded accounts receivable from Worley.

Selling, general and administrative expenses includes a reduction for net insurance recoveries of approximately $40.0 million for the year ended October 2, 2020 recorded in connection with the Nui Phao ("NPMC") legal matter described in Note 19- *Contractual Guarantees, Litigations, Investigations and Insurance*. Additionally, the year ended September 27, 2019 includes a charge for the award and recovery of costs, estimated related interest and attorneys' fees related to the NPMC legal matter.

For the year ended October 2, 2020, the gain on sale of $110.2 million relates mainly to the recognition of the deferred gain for the delayed transfer of the ECR-related assets and liabilities of the two international entities discussed below, adjustments for working capital and certain other items in connection with the ECR sale and additional income for the release of a deferred gain upon achievement of the IT Migration Date described below in connection with the delivery to Worley of certain IT application and hardware assets related to the ECR business.

For the year ended September 27, 2019, other expense (income), net was comprised of $35.0 million in interest expense relating to the Nui Phao settlement, $6.0 million in foreign currency revaluations, $9.6 million in loss on the sale of a joint venture which is offset by $4.4 million in miscellaneous income.

Gain on Sale and Deferred Gain

As a result of the ECR sale, the Company recognized a pre-tax gain of $1.1 billion, $935.1 million of which was recognized in fiscal 2019, $110.2 million for the year ended October 2, 2020 and $15.6 million for the year ended October 1, 2021, respectively.

Upon closing the ECR sale, the Company retained a noncontrolling interest (with significant influence) in P&PS-related activities in one international legal entity acquired by Worley. The fair value of the Company's retained interest in the net assets and liabilities of this entity was estimated at $33.0 million and recorded at closing. For another international legal entity, the closing and transfer of ECR-related assets to Worley were set to occur at a future date. At the time of the ECR sale, the Company allocated proceeds received to these deferred closing items on a relative fair value basis and recognized a deferred gain of $34.4 million. During the second fiscal quarter of 2020, the delayed transfer of the ECR-related assets and liabilities of these two international entities occurred, and as a result, previously deferred gain amounts were recognized.

In addition to consideration received for the sale of the ECR business, the proceeds received included advanced consideration for the Company to deliver IT application and related hardware assets at a future date ("IT Migration Date") to Worley upon completion of the interim transition services provided under the TSA, described further below. This deliverable of IT assets is considered to be a separate element of the ECR business sale transaction, and accordingly, we have allocated a portion of the proceeds received of $95.3 million on a relative fair value basis to this separate deliverable and recognized deferred income. Upon completion and acceptance of this deliverable by Worley in December 2019, the deferred proceeds were recognized in earnings from discontinued operations, along with expenses associated with any costs incurred and deferred by the Company for this deliverable.

Investment in Worley Stock

As discussed above, the Company held 58.2 million in ordinary shares of Worley in connection with the ECR sale, 6.8 million shares of which were sold in fiscal 2019, netting a loss of $4.9 million. The remaining Worley shares were sold in the fourth quarter of fiscal 2021, netting a realized loss of $155.1 million. Dividend income, realized gains and losses on sale and unrealized gains and losses on changes in fair value of Worley shares are recognized in miscellaneous income (expense), net in continuing operations.

The Company's investment in Worley was measured at fair value through net income as it is an equity investment with a readily determinable fair value based on quoted market prices. The ordinary shares previously held were recorded within investment in equity securities in the Company's Consolidated Balance Sheets at their estimated fair value, which was $347.5 million as of October 2, 2020. For the years ended October 1, 2021 and October 2, 2020, the Company recognized a gain of $40.7 million and a loss of $103.6 million, respectively, associated with share price and currency changes on this investment, as well as dividend income related to the equity investment in the amount of $19.1 million and $16.9 million, respectively. Quoted market prices were available for these securities in an active market and therefore categorized as a Level 1 input.

Transition Services Agreement

Upon closing of the ECR sale, the Company entered into a Transition Services Agreement (the "TSA") with Worley pursuant to which the Company, on an interim basis, provided various services to Worley including executive consultation, corporate, information technology, and project services. The initial term of the TSA began immediately following the closing of the ECR sale on April 26, 2019 and expired in April 2020, although the parties mutually agreed to extend certain of the services for additional time periods beyond the initial term. All services under the TSA were terminated in October 2020. Pursuant to the terms of the TSA, the Company received payments for the interim services which approximate costs incurred to perform the services. The Company has recognized costs recorded in SG&A expense incurred to perform the TSA, offset by $0.2 million and $15.8 million in TSA related income for such services that is reported in miscellaneous income (expense) in continuing operations for the year ended October 1, 2021 and October 2, 2020, respectively, before inclusion of certain incremental outside service support costs agreed to be shared equally by the parties.

17. Restructuring and Other Charges

During fiscal 2021, the Company implemented certain restructuring and integration initiatives relating to the Buffalo Group acquisition and the PA Consulting investment. The activities of these initiatives have been substantially completed.

Additionally, the Company recorded impairment charges on its investment in AWE during fiscal 2021. See related discussion in Note 8- *Joint ventures, VIEs and other investments*.

During fiscal 2020, the Company implemented certain restructuring and separation initiatives, including transformation initiatives relating to real estate and other staffing programs. The activities of these initiatives are expected to continue into fiscal 2023.

During fiscal 2019 and continuing into fiscal 2020, the Company implemented certain restructuring and separation initiatives associated with the ECR sale, the KeyW acquisition, and other related cost reduction initiatives. Additionally, in fiscal 2020, the Company implemented certain restructuring and separation initiatives associated with the acquisition of John Wood Group's nuclear business. The restructuring activities and related costs were comprised mainly of separation and lease abandonment and sublease programs, while the separation activities and costs were mainly related to the engagement of consulting services and internal personnel and other related costs dedicated to the Company’s ECR-business separation. The activities of these initiatives have been substantially completed.

During the fourth fiscal quarter of 2017, the Company implemented certain restructuring and pre-integration plans associated with the then-pending acquisition of CH2M Hill Companies, Ltd. ("CH2M"), an international provider of engineering, construction and technical services (the "CH2M acquisition"), which closed on December 15, 2017. The restructuring activities and related costs under these plans were comprised mainly of severance and lease abandonment programs, while the integration activities and costs were mainly related to the engagement of professional services and internal personnel and other related costs dedicated to the Company's integration management efforts. Following the closing of the CH2M acquisition, these activities have continued through fiscal 2021 and are expected to be substantially completed before the end of fiscal 2022.

Collectively, the above-mentioned restructuring activities are referred to as "Restructuring and other charges".

The following table summarizes the impacts of the Restructuring and other charges by operating segment in connection with the CH2M, KeyW, John Wood Group nuclear business and Buffalo Group acquisitions and the PA Consulting investment, the ECR sale and the Company's transformation initiatives relating to real estate and other staffing programs for the year ended October 1, 2021, the CH2M and KeyW, John Wood Group nuclear business acquisitions, the ECR sale and the Company's transformation initiatives relating to real estate and other staffing programs for the year ended October 2, 2020 and the CH2M and KeyW acquisitions and the ECR sale for the year ended September 27, 2019 (in thousands):

	October 1, 2021	October 2, 2020	September 27, 2019
Critical Mission Solutions	$ 5,079	$ 24,083	17,989
People & Places Solutions	7,077	170,631	108,835
PA Consulting	15,566	—	—
Corporate	71,868	129,469	184,646
Continuing Operations (1)	99,590	324,183	311,470
Energy, Chemicals and Resources (included in Discontinued Operations)	—	—	(138)
Total	$ 99,590	$ 324,183	$ 311,332

(1) For the years ended October 1, 2021, October 2, 2020 and September 27, 2019, amounts include$61.0 million, $321.6 million and $337.0 million, respectively, in items impacting operating profit, along with items recorded in other income (expense), net, which includes a $(38.5) million charge related to the impairment of our AWE Management Ltd. investment for the year ended October 1, 2021, the loss on settlement of the CH2M portion of the U.S. pension plan of $(2.1) million for the year ended October 2, 2020 and the gain on the settlement of the CH2M retiree medical plans of $35.0 million for the year ended September 27, 2019, along with the write-off of fixed assets related to restructured leases of $(10.0) million for the year ended September 27, 2019. See Note 20- *Segment Information.*

The activity in the Company's accrual for the Restructuring and other charges including the program activities described above for the year ended October 1, 2021 is as follows (in thousands):

Balance at October 2, 2020	$ 52,855
Net Charges	99,590
Payments & Usage	(138,414)
Balance at October 1, 2021	$ 14,031

The following table summarizes the Restructuring and other charges by major type of costs for the years ended October 1, 2021, October 2, 2020 and September 27, 2019 (in thousands):

	October 1, 2021	October 2, 2020	September 27, 2019
Lease Abandonments and Impairments	$ 4,282	$ 151,150	$ 99,976
Voluntary and Involuntary Terminations	15,773	53,484	33,742
Outside Services	35,210	88,476	133,148
Other (1)	44,325	31,073	44,604
Total	$ 99,590	$ 324,183	$ 311,470

(1) Includes $(38.5) million related to the impairment of our AWE Management Ltd. investment for the year ended October 1, 2021 and $35.0 million in pre-tax gains associated with the Company's CH2M retiree medical plan settlement during the year ended September 27, 2019.

Cumulative amounts since 2017 incurred to date under our various restructuring and other activities described above by each major type of cost as of October 1, 2021 are as follows (in thousands):

Lease Abandonments and Impairments	$	317,799
Voluntary and Involuntary Terminations		144,742
Outside Services		293,994
Other		144,979
Total	$	901,514

18. Commitments and Contingencies and Derivative Financial Instruments

Derivative Financial Instruments

The Company is exposed to interest rate risk under its variable rate borrowings and additionally, due to the nature of the Company's international operations, we are at times exposed to foreign currency risk. As such, we sometimes enter into foreign exchange contracts and interest rate contracts in order to limit our exposure to fluctuating foreign currencies and interest rates.

In fiscal 2020 we entered into interest rate swap agreements with a notional value of $796.1 million as of October 1, 2021 to manage the interest rate exposure on our variable rate loans. Additionally, we entered into a cross-currency swap agreement with a notional value of $127.8 million to manage the interest rate and foreign currency exposure on our USD borrowings by a European subsidiary. By entering into the swap agreements, the Company converted the LIBOR rate based liability into a fixed rate liability and, for the cross currency swap, our LIBOR rate based borrowing in USD to a fixed rate Euro liability, for periods ranging from three and a half to ten years. Under the interest rate swap agreements, the Company receives the one month LIBOR rate and pays monthly a fixed rate ranging from .704% to 1.116%, and under the cross currency swap agreement, the Company receives the one month LIBOR rate plus 0.875% in USD and pays monthly a Euro fixed rate of .726% to .746% for the term of the swaps. The swaps were designated as cash-flow hedges in accordance with ASC 815, *Derivatives and Hedging*. The fair value of the interest rate and cross currency swaps at October 1, 2021 and October 2, 2020 was $(0.8) million and $(31.5) million, respectively, of which $(11.0) million is included in other deferred liabilities and $10.2 million is included in miscellaneous other assets on the consolidated balance sheets at October 1, 2021. The entire amount was included in other deferred liabilities at October 2, 2020. The unrealized net gain (loss) on these interest rate and cross currency swaps was $7.4 million and $(14.6) million, net of tax, and was included in accumulated other comprehensive income as of October 1, 2021 and October 2, 2020, respectively.

Additionally, at October 1, 2021 and October 2, 2020, the Company held foreign exchange forward contracts in currencies that support our operations, including British Pound, Euro, Australian Dollar and other currencies, with notional values of $506.5 million and $393.7 million at October 1, 2021 and October 2, 2020, respectively. The length of these contracts currently ranges from one to twelve months. The fair value of the foreign exchange contracts at October 1, 2021 and October 2, 2020 was $55.5 million and $53.5 million, respectively, which is included in current assets within receivables and contract assets on the consolidated balance sheet and with associated income statement impacts included in miscellaneous income (expense) in the consolidated statements of earnings.

The fair value measurements of these derivatives are being made using Level 2 inputs under ASC 820, *Fair Value Measurement*, as the measurements are based on observable inputs other than quoted prices in active markets. We are exposed to risk from credit-related losses resulting from nonperformance by counterparties to our financial instruments. We perform credit evaluations of our counterparties under forward exchange and interest rate contracts and expect all counterparties to meet their obligations. We have not experienced credit losses from our counterparties.

Letters of Credit

At October 1, 2021, the Company had issued and outstanding approximately $263.8 million in LOCs and $2.1 billion in surety bonds. Of the outstanding LOC amount, $1.7 million has been issued under the Revolving Credit Facility and $262.1 million are issued under separate, committed and uncommitted letter-of-credit facilities.

19. Contractual Guarantees, Litigation, Investigations and Insurance

In the normal course of business, we make contractual commitments (some of which are supported by separate guarantees) and on occasion we are a party in a litigation or arbitration proceeding. The litigation or arbitration in which we are involved primarily includes personal injury claims, professional liability claims and breach of contract claims. Where we provide a separate guarantee it is strictly in support of the underlying contractual commitment. Guarantees take various forms including surety bonds required by law, or standby letters of credit ("LOC" and also referred to as “bank guarantees”) or corporate guarantees given to induce a party to enter into a contract with a subsidiary. Standby LOCs are also used as security for advance payments or in various other transactions. The guarantees have various expiration dates ranging from an arbitrary date to completion of our work (e.g., engineering only) to completion of the overall project. See Note 18- *Commitments and Contingencies and Derivative Financial Instruments* for more information surrounding LOCs and surety bonds.

We maintain insurance coverage for most insurable aspects of our business and operations. Our insurance programs have varying coverage limits depending upon the type of insurance, and include certain conditions and exclusions which insurance companies may raise in response to any claim that is asserted by or against the Company. We have also elected to retain a portion of losses and liabilities that occur through the use of various deductibles, limits, and retentions under our insurance programs. As a result, we may be subject to a future liability for which we are only partially insured or completely uninsured. We intend to mitigate any such future liability by continuing to exercise prudent business judgment in negotiating the terms and conditions of the contracts which the Company enters with its clients. Our insurers are also subject to business risk and, as a result, one or more of them may be unable to fulfill their insurance obligations due to insolvency or otherwise.

Additionally, as a contractor providing services to the U.S. federal government we are subject to many types of audits, investigations and claims by, or on behalf of, the government including with respect to contract performance, pricing, cost allocations, procurement practices, labor practices and socioeconomic obligations. Furthermore, our income, franchise and similar tax returns and filings are also subject to audit and investigation by the Internal Revenue Service, most states within the United States, as well as by various government agencies representing jurisdictions outside the United States.

Our Consolidated Balance Sheets include amounts representing our probable estimated liability relating to such claims, guarantees, litigation, audits and investigations. We perform an analysis to determine the level of reserves to establish for insurance-related claims that are known and have been asserted against us, as well as for insurance-related claims that are believed to have been incurred based on actuarial analysis, but have not yet been reported to our claims administrators as of the respective balance sheet dates. We include any adjustments to such insurance reserves in our consolidated results of operations. Insurance recoveries are recorded as assets if recovery is probable and estimated liabilities are not reduced by expected insurance recoveries.

The Company believes, after consultation with counsel, that such guarantees, litigation, U.S. government contract-related audits, investigations and claims and income tax audits and investigations should not have a material adverse effect on our consolidated financial statements, beyond amounts currently accrued.

In 2012, CH2M HILL Australia PTY Limited, a subsidiary of CH2M, entered into a 50/50 integrated joint venture with Australian construction contractor UGL Infrastructure Pty Limited. The joint venture entered into a Consortium Agreement with General Electric and GE Electrical International Inc. The Consortium was awarded a subcontract by JKC Australia LNG Pty Limited ("JKC") for the engineering, procurement, construction and commissioning of a 360 MW Combined Cycle Power Plant for INPEX Operations Australia Pty Limited at Blaydin Point, Darwin, NT, Australia. In January 2017, the Consortium terminated the Subcontract because of JKC’s repudiatory breach and demobilized from the work site. JKC claimed the Consortium abandoned the work and itself purported to terminate the Subcontract. The Consortium and JKC are now in dispute over the termination. In August 2017, the Consortium filed an International Chamber of Commerce arbitration against JKC and is seeking compensatory damages in the amount of approximately $530.0 million for repudiatory breach or, in the alternative, seeking damages for unresolved contract claims and change orders. JKC is seeking damages in excess of $1.7 billion and has drawn on the bonds. In light of the COVID-19 pandemic, a November 2020 date for commencement of the hearing was vacated and the hearing was rescheduled for opening arguments in April 2021 and the remaining proceedings in July and August 2021. The opening arguments did occur as scheduled, but in light of the COVID-19 pandemic, the remaining proceedings were rescheduled to now occur in April and May 2022. It is anticipated that closing arguments will be made in July 2022. Although an earlier decision is possible, no decision is expected before the end of 2022 or 2023. In September 2018, JKC filed a declaratory judgment action in Western Australia alleging that the entities which executed parent company guaranties for the Consortium, including CH2M Hill

Companies, Ltd., have an obligation to pay JKC’s ongoing costs to complete the project after termination. A hearing on that matter was held in March 2019, and a decision in favor of the Consortium was issued. JKC appealed the decision, a hearing on the appeal took place in March 2020 and a decision was handed down on July 22, 2020 denying JKC’s appeal in its entirety. The Consortium has denied liability and is vigorously defending JKC's claims and pursuing its affirmative claims against JKC. Based on the information currently available, the Company does not expect the resolution of this matter to have a material adverse effect on the Company’s business, financial condition, results of operations or cash flows, in excess of the current reserve for this matter. For further information on CH2M contingencies, refer to Note 15- *Other Business Combinations*.

On December 22, 2008, a coal fly ash pond at the Kingston Power Plant of the Tennessee Valley Authority ("TVA") was breached, releasing fly ash waste into the Emory River and surrounding community. In February 2009, TVA awarded a contract to the Company to provide project management services associated with the clean-up. All remediation and dredging were completed in August 2013 by other contractors under direct contracts with TVA. The Company did not perform the remediation, and its scope was limited to program management services. Certain employees of the contractors performing the cleanup work on the project filed lawsuits against the Company beginning in August 2013, alleging they were injured due to the Company's failure to protect the plaintiffs from exposure to fly ash, and asserting related personal injuries. The primary case, Greg Adkisson, et al. v. Jacobs Engineering Group Inc., case No. 3:13-CV-505-TAV-HBG, filed in the U.S. District Court for the Eastern District of Tennessee, consists of 10 consolidated cases. This case and the related cases involve several hundred plaintiffs that were employees of the contractors that completed the remediation and dredging work. The cases are at various stages of litigation, and several of the cases are currently stayed pending resolution of other cases. Additionally, in May 2019, Roane County and the cities of Kingston and Harriman filed a lawsuit against TVA and the Company alleging that they misled the public about risks associated with the released fly ash. In October 2020, the Court granted Jacobs and TVA’s motion to dismiss the Roane County litigation and closed the case. In addition, in November 2019, a resident of Roane County, Margie Delozier, filed a putative class action against TVA and the Company alleging they failed to adequately warn local residents about risks associated with the released fly ash. The Company and TVA filed separate motions to dismiss the Delozier case in April 2020. In February 2021, the Court granted dismissal of the Delozier Complaint with prejudice, with the exception of plaintiff's’ nuisance cause of action, which plaintiff voluntarily dismissed in July 2021. Finally, in August 2021, Thomas Ryan, a resident of Roane County, filed an action against Jacobs and TVA claiming personal injury and property damage. Separately, in February 2020, the Company learned that the district attorney in Roane County recommended that the Tennessee Bureau of Investigation investigate issues pertaining to clean up worker safety at Kingston. On November 15, 2021, the Roane County district attorney announced that it had concluded its investigation into issues pertaining to the Kingston coal ash spill cleanup. There has been no finding of liability against the Company or that any of the alleged illnesses are the result of exposure to fly ash in any of the above matters. The Company disputes the allegations asserted in all of the above matters and is vigorously defending these matters. The Company does not expect the resolution of these matters to have a material adverse effect on the Company's business, financial condition, results of operations or cash flows.

On October 31, 2019, the Company received a request from the Enforcement Division of the Securities and Exchange Commission (the "SEC") for the production of certain information and documents. The information and documents sought by the SEC primarily relate to the operations of a joint venture in Morocco, which was at one time partially-owned by the Company (and subsequently divested), including in respect of possible corrupt practices. The Company is fully cooperating with the SEC and is continuing to produce information and documents in its possession in response to subsequent requests by the SEC. The Company does not expect the resolution of this matter to have a material adverse effect on the Company's business, financial condition, results of operations or cash flows.

20. Segment Information

The Company's three operating segments are comprised of its two global lines of business ("LOBs"): Critical Mission Solutions ("CMS") and People & Places Solutions ("P&PS") and its majority investment in PA Consulting. For further information on the PA Consulting investment, refer to Note 14- *PA Consulting Business Combination*.

The Company’s Chair and Chief Executive Officer is the Chief Operating Decision Maker (“CODM”) and can evaluate the performance of each of these segments and make appropriate resource allocations among each of the segments. For purposes of the Company’s goodwill impairment testing, it has been determined that the Company’s operating segments are also its reporting units based on management’s conclusion that the components comprising each of its operating segments share similar economic characteristics and meet the aggregation criteria for reporting units in accordance with ASC 350, *Intangibles-Goodwill and Other*.

Under this organization, the sales function is managed by LOB and PA Consulting, and accordingly, the associated cost is embedded in the segments and reported to the respective head of each segment. In addition, a portion of the costs of other support functions (e.g., finance, legal, human resources, and information technology) is allocated to each LOB using methodologies which, we believe, effectively attribute the cost of these support functions to the revenue generating activities of the Company on a rational basis. The cost of the Company's cash incentive plan, the Leadership Performance Plan ("LPP"), formerly named the Management Incentive Plan, and the expense associated with the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan ("1999 SIP") have likewise been charged to the LOBs except for those amounts determined to relate to the business as a whole (which amounts remain in other corporate expenses).

Financial information for each segment is reviewed by the CODM to assess performance and make decisions regarding the allocation of resources. The Company generally does not track assets by LOB, nor does it provide such information to the CODM.

The CODM evaluates the operating performance of our operating segments using segment operating profit, which is defined as margin less "corporate charges" (e.g., the allocated amounts described above). The Company incurs certain Selling, General and Administrative costs ("SG&A") that relate to its business as a whole which are not allocated to the segments.

The following tables present total revenues and segment operating profit for each reportable segment (in thousands) and includes a reconciliation of segment operating profit to total U.S. GAAP operating profit by including certain corporate-level expenses and expenses relating to the restructuring and other charges (as defined in Note 17-*Restructuring and Other Charges*) and transaction costs (in thousands).

	For the Years Ended		
	October 1, 2021	**October 2, 2020**	**September 27, 2019**
Revenues from External Customers:			
Critical Mission Solutions	$ 5,087,052	$ 4,965,952	$ 4,551,162
People & Places Solutions	8,378,179	8,601,023	8,186,706
PA Consulting	627,401	—	—
Total	$ 14,092,632	$ 13,566,975	$ 12,737,868

	For the Years Ended		
	October 1, 2021	**October 2, 2020**	**September 27, 2019**
Segment Operating Profit:			
Critical Mission Solutions	$ 447,161	$ 372,070	$ 310,043
People & Places Solutions (1)	780,380	740,707	714,394
PA Consulting	151,071	—	—
Total Segment Operating Profit	1,378,612	1,112,777	1,024,437
Other Corporate Expenses (2)	(340,129)	(249,391)	(264,351)
Restructuring, Transaction and Other Charges (3)	(350,394)	(327,413)	(355,235)
Total U.S. GAAP Operating Profit	688,089	535,973	404,851
Total Other Income (Expense), net (4)	7,513	(94,770)	(53,892)
Earnings from Continuing Operations Before Taxes	$ 695,602	$ 441,203	$ 350,959

(1) Includes $19.5 million, net, in charges related to a legal settlement for the year ended October 1, 2021 and $25.0 million in charges associated with a certain project for the year ended September 27, 2019.

(2) Other corporate expenses include intangibles amortization of $149.8 million, $90.6 million and $79.1 million for the years ended October 1, 2021, October 2, 2020 and September 27, 2019, respectively. Also includes costs that were previously allocated to the ECR segment prior to discontinued operations presentation in connection with the ECR sale in the approximate amount of $14.8 million for the year ended September 27, 2019.

(3) Included in the year ended October 1, 2021 is $297.8 million of costs incurred in connection with the investment in PA Consulting, in part classified as compensation costs.

(4) The years ended October 1, 2021, October 2, 2020 and September 27, 2019 include $34.7 million, $(74.3) million and $(64.8) million in fair value adjustments related to our investment in Worley stock (net of Worley stock dividends) (sold during the current year) and certain foreign currency revaluations relating to ECR sale proceeds, respectively and revenues

under the Company's TSA with Worley of $0.2 million, $15.8 million and $35.4 million, respectively. The year ended October 1, 2021 includes $(38.5) million related to impairment of our AWE Management Ltd. investment and $49.6 million in fair value adjustments related to our investment in C3 stock. Lastly, includes gain on settlement of the CH2M retiree medical plans of $35.0 million for the year ended September 27, 2019.

Included in other corporate expenses in the above table are costs and expenses which relate to general corporate activities as well as corporate-managed benefit and insurance programs. Such costs and expenses include: (i) those elements of SG&A expenses relating to the business as a whole; (ii) those elements of our incentive compensation plans relating to corporate personnel whose other compensation costs are not allocated to the LOBs; (iii) the amortization of intangible assets acquired as part of business combinations; (iv) the quarterly variances between the Company’s actual costs of certain of its self-insured integrated risk and employee benefit programs and amounts charged to the LOBs; and (v) certain adjustments relating to costs associated with the Company’s international defined benefit pension plans. In addition, other corporate expenses may also include from time to time certain adjustments to contract margins (both positive and negative) associated with projects where it has been determined, in the opinion of management, that such adjustments are not indicative of the performance of the related LOB.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Jacobs Engineering Group Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Jacobs Engineering Group Inc. and subsidiaries (the Company) as of October 1, 2021 and October 2, 2020, the related consolidated statements of earnings, comprehensive income, stockholders' equity and cash flows for each of the three fiscal years in the period ended October 1, 2021, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at October 1, 2021 and October 2, 2020, and the results of its operations and its cash flows for each of the three fiscal years in the period ended October 1, 2021, in conformity with U.S. generally accepted accounting principles. We also have 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 October 1, 2021, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated November 23, 2021 expressed an unqualified opinion thereon.

Adoption of New Accounting Standards

As discussed in Note 2 to the consolidated financial statements, the Company changed its method of accounting for leases in the 2020 financial statements to reflect the accounting method change due to the adoption of ASU No. 2016-02, Leases (Topic 842) and the related amendments.

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 Matters

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

Revenue Recognition for Fixed-Price Engineering, Procurement and Construction Contracts

Description of the Matter	As described in Note 2 to the consolidated financial statements, the Company recognizes engineering, procurement and construction contract revenue over time, as performance obligations are satisfied, using the percentage-of-completion method (an input method) based primarily on contract costs incurred to date compared to total estimated contract costs. Revenue recognition under this method is judgmental, as it requires the Company to prepare estimates of total contract revenue and total contract costs, including costs to complete in-process contracts. Auditing the Company's estimates of total contract revenue and costs used to recognize revenue on fixed-price engineering, procurement and construction contracts involved significant auditor judgment, as it required the evaluation of subjective factors, such as assumptions related to estimated labor, material and subcontractor costs. These assumptions involved significant management judgment, which affects the measurement of revenue recognized by the Company.
How We Addressed the Matter in Our Audit	We tested certain of the Company's controls over the estimation process that affect revenue recognized on fixed-price engineering, procurement and construction contracts. For example, we tested controls over management's monitoring and review of project cost estimates, including the Company's procedures to validate the completeness and accuracy of the data used to determine the estimates. To test the Company's contract estimates related to revenues recognized on fixed-price engineering, procurement, and construction projects, our audit procedures included selecting a sample of projects and, among other procedures, we obtained and inspected related contract agreements, amendments, and change orders to test the existence of customer arrangements and understand the scope and pricing of the related projects; observed selected project team status meetings at the Company and interviewed project team personnel to obtain an understanding of the status of operational performance and progress on the related projects; evaluated the reasonableness of the Company's estimated costs to complete by obtaining and analyzing supporting documentation for a sample of cost estimate components; and compared contract profitability estimates in the current year to historical estimates and actual performance for the same projects.

PA Consulting Business Combination - Valuation of Customer Relationship Intangibles

Description of the Matter	As disclosed in Note 14 to the consolidated financial statements, on March 2, 2021, the Company acquired a 65% controlling interest in PA Consulting Group, Inc. (PA) for aggregate purchase consideration of $1.7 billion. The transaction was accounted for as a business combination. Auditing the Company's accounting for its acquisition of PA was complex due to the estimation uncertainty related to determination of fair value measurements of customer relationship intangible assets established as part of the purchase price allocation. The Company utilized a multi-period excess earnings model to value the acquired customer relationship intangible assets, which involves the use of prospective financial information with estimation uncertainty of the respective fair values to underlying assumptions about the future performance of the acquired business. The significant assumptions used to value such intangible assets include revenue projections, estimated attrition rates, and discount rates. These assumptions are forward looking and could be affected by future economic conditions.

How We Addressed the Matter in Our Audit	We tested the Company’s controls over its accounting for business combinations. Our procedures included testing the operating effectiveness of key controls over the estimation process supporting the valuation of the customer relationship intangible assets. We also tested controls over management’s review of assumptions used in the valuation models. To test the estimated fair value of the customer relationship intangible assets, we performed audit procedures that included, among others, evaluating the Company's selection of the valuation methodology, evaluating the method and significant assumptions used by the Company, and evaluating the completeness and accuracy of the underlying data supporting the significant assumptions and estimates. We involved our valuation specialists to assist with our evaluation of the methodology and significant assumptions used by the Company to determine the fair value estimates. We also performed sensitivity analysis of the identified significant assumptions, comparing them, as applicable, to historical results, assumptions used by the Company to value similar assets in other acquisitions, and other sources, among other procedures.

/s/ Ernst and Young LLP

We have served as the Company's auditor since 1987.

Dallas, Texas

November 23, 2021

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Jacobs Engineering Group Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Jacobs Engineering Group Inc. and subsidiaries' internal control over financial reporting as of October 1, 2021, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Jacobs Engineering Group Inc. and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of October 1, 2021, based on the COSO criteria.

As indicated in the accompanying Management's Annual Report on Internal Control Over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of PA Consulting Group Limited ("PA Consulting"), which is included in the 2021 consolidated financial statements of the Company and constituted 19% of total assets as of October 1, 2021, 4% of revenues and a net loss of $244 million for the fiscal year then ended. Our audit of internal control over financial reporting of the Company also did not include an evaluation of the internal control over financial reporting of PA Consulting.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of October 1, 2021 and October 2, 2020, the related consolidated statements of earnings, comprehensive income, stockholders' equity and cash flows for each of the three fiscal years in the period ended October 1, 2021, and the related notes and our report dated November 23, 2021 expressed an unqualified opinion thereon.

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/ Ernst & Young LLP

Dallas, Texas

November 23, 2021

Exhibit 10.12

FORM OF INDEMNIFICATION AGREEMENT

This Indemnification Agreement (this "Agreement") is made as of ________________ by and between JACOBS ENGINEERING GROUP INC., a Delaware corporation (the "Company"), and ____________ ("Indemnitee").

RECITALS

A. The Company is aware that competent and experienced persons have become reluctant to serve as directors or officers of corporations unless they are protected by comprehensive liability insurance or indemnification, due to increased exposure to litigation costs and risks resulting from their service to such corporations, and due to the fact that the exposure frequently bears no reasonable relationship to the compensation of such directors and officers;

B. The statutes and judicial decisions regarding the duties of directors and officers are often difficult to apply, ambiguous, or conflicting, and therefore fail to provide such directors and officers with adequate, reliable knowledge of legal risks to which they are exposed or information regarding the proper course of action to take;

C. Plaintiffs often seek damages in such large amounts, and the costs of litigation may be so enormous (whether or not the case is meritorious), that the defense and/or settlement of such litigation is often beyond the personal resources of officers and directors;

D. The Company believes that it is unfair for its directors and officers to assume the risk of huge judgments and other expenses which may occur in cases in which the director or officer received no personal profit and in cases where the director or officer was not culpable;

E. The Company recognizes that the issues in controversy in litigation against a director or officer of a corporation such as the Company or a subsidiary of the Company are often related to the knowledge, motives and intent of such director or officer, that she or he is usually the only witness with knowledge of the essential facts and exculpating circumstances regarding such matters, and that the long period of time which usually elapses before the trial or other disposition of such litigation often extends beyond the time that the director or officer can reasonably recall such matters; and may extend beyond the normal time for retirement for such director or officer with the result that she or he, after retirement or in the event of his or her death, his or her spouse, heirs, executors or administrators, may be faced with limited ability and undue hardship in maintaining an adequate defense, which may discourage such a director or officer from serving in that position;

F. Based upon their experience as business managers, the Board of Directors of the Company (the "Board") has concluded that, to retain and attract talented and experienced individuals to serve as officers and directors of the Company and to encourage such individuals to take the business risks necessary for the success of the Company, it is necessary for the Company to contractually indemnify its officers and directors and to assume for itself maximum liability for expenses and damages in connection with claims against such officers and directors in connection with their service to the Company, and has further concluded that the failure to provide such contractual indemnification could result in great harm to the Company and its stockholders;

G. Section 145 of the General Corporation Law of Delaware, under which the Company is organized, ("Section 145") empowers the Company to indemnify its officers, directors and employees by agreement and to indemnify persons who serve, at the request of the Company, as the directors, officers and employees of other corporations or enterprises, and expressly provides that the indemnification provided by Section 145 is not exclusive;

H. The Company, after reasonable investigation, believes that the interests of its stockholders would best be served by a combination of such liability insurance coverage as the Company may from time to time obtain and the indemnification by the Company of the directors and officers of the Company and its subsidiaries;

I. The Company desires and has requested the Indemnitee to serve or continue to serve as a director or officer of the Company of one or more of its subsidiaries free from undue concern for claims for damages arising out of or related to such services to the Company;

J. The Company, after reasonable investigation, believes that it is reasonable, prudent and necessary for the Company contractually to obligate itself to indemnify, and to advance expenses on behalf of the Indemnitee to the fullest extent permitted by applicable law, as a supplement to and in furtherance of Section 15 of the Company's Amended and Restated Certificate of Incorporation ("Certificate of Incorporation") and Article VII of the Company's Amended and Restated Bylaws ("Bylaws"), so that Indemnitee will serve or continue to serve the Company free from undue concern that Indemnitee will not be so indemnified and entitled to the advancement of expenses; and

K. The Indemnitee is willing to serve, or to continue to serve, the Company and/or such subsidiaries, provided that he or she is furnished the indemnity provided for in this Agreement.

NOW, THEREFORE, in consideration of the premises and the covenants contained in this Agreement and the Indemnitee's continued service after the date of this Agreement, the Company and Indemnitee do hereby covenant and agree as follows:

Section 1. Services to the Company. In consideration of the protection afforded by this Agreement, if Indemnitee is a director of the Company, he or she agrees to serve as a director of the Company until the earliest of his or her resignation, death, disability or election of a successor. If Indemnitee is an officer of the Company, he or she agrees to serve in such capacity until the earliest of his or her resignation, termination, death or disability. Nothing contained in this Agreement is intended to create any right to continued employment of Indemnitee and this Agreement shall not be deemed an employment contract between the Company (or any of its subsidiaries or any Enterprise) and Indemnitee. The foregoing notwithstanding, this Agreement shall continue in force after Indemnitee has ceased to serve as a director or officer, as applicable, of the Company.

Section 2. Definitions.

As used in this Agreement:

a. "Corporate Status" describes the status of a person as a current or former director, officer, employee, agent or trustee of the Company or of any other Enterprise which such person is or was serving at the request of the Company.

b. "Change in Control" shall be deemed to have occurred if (i) any "person" (as such term is used in Sections 13(d) and 14(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act")), other than a trustee or other fiduciary holding securities under an employee benefit plan of the Company or a corporation owned directly or indirectly by the stockholders of the Company in substantially the same proportions as their ownership of stock of the Company, is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the 1934 Act), directly or indirectly, of securities of the Company representing 25% or more of the total voting power represented by the Company's then outstanding Voting Securities (as defined below), (ii) during any period of two consecutive years, individuals who at the beginning of such period constitute the Board and any new director whose election by the Board or nomination for election by the Company's stockholders was approved by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved, cease for any reason to constitute a majority thereof, (iii) the stockholders of the Company approve a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the Voting Securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into Voting Securities of the surviving entity) at least 50% of the total voting power represented by the Voting Securities of the Company or such surviving entity outstanding immediately after such merger or consolidation, or (iv) the stockholders of the Company approve a plan of complete liquidation of the Company or an agreement for the sale or disposition by the Company (in one transaction or a series of transactions) of 50% or more of the Company's assets.

c. "Enforcement Expenses" shall include all reasonable attorneys' fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or expenses of the types customarily incurred in connection with an action to enforce indemnification or advancement rights, or an appeal from such action, including, without limitation, the premium, security for and other costs relating to any cost bond, supersedes bond or other appeal bond or its equivalent, and any federal, state, local or foreign taxes imposed on the Indemnitee as a result of the actual or deemed receipt of any payments under Section 13(e) of this Agreement.

d. "Enterprise" shall mean any corporation (other than the Company), partnership, joint venture, trust, employee benefit plan or other legal entity of which Indemnitee is or was serving at the request of the Company as a director, officer, employee, agent or trustee.

e. "Expenses" shall include all reasonable attorneys' fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or expenses of the types customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating, being or preparing to be a witness in, or otherwise participating in, a Proceeding or an appeal resulting from a Proceeding, including, without limitation, the premium, security for and other costs relating to any cost bond, supersedes bond or other appeal bond or its equivalent, and any federal, state, local or foreign taxes imposed on the Indemnitee as a result of the actual or deemed receipt of any payments under this Agreement. Expenses, however, shall not include amounts paid in settlement by Indemnitee or the amount of judgments or fines against Indemnitee.

f. "Independent Counsel" means a law firm, or a partner (or, if applicable, member) of such a law firm, that is experienced in matters of Delaware corporation law and neither presently is, nor in the past five years has been, retained to represent: (i) the Company, any Enterprise or Indemnitee in any matter material to any such party (other than with respect to matters concerning Indemnitee under this Agreement, or of other indemnitees under similar indemnification agreements), or (ii) any other party to the Proceeding giving rise to a claim for indemnification hereunder. Notwithstanding the foregoing, the term "Independent Counsel" shall not include any person who, under the applicable standards of professional conduct then prevailing, would have a conflict of interest in representing either the Company or Indemnitee in an action to determine Indemnitee's rights under this Agreement. The Company agrees to pay the reasonable fees and expenses of the Independent Counsel and to fully indemnify such counsel against any and all expenses, claims, liabilities and damages arising out of or relating to this Agreement or its engagement pursuant hereto.

g. "Potential Change in Control" shall be deemed to have occurred if (i) the Company enters into an agreement or arrangement, the consummation of which will result in the occurrence of a Change in Control; (ii) any person (including the Company) publicly announces an intention to take or to consider taking actions which if consummated would constitute a Change in Control; or (iii) the Board adopts a resolution to the effect that, for purposes of this Agreement a Potential Change in Control has occurred.

h. The term "Proceeding" shall include any threatened, pending or completed action, suit, arbitration, alternate dispute resolution mechanism, investigation, inquiry, administrative hearing or any other actual, threatened or completed proceeding, whether brought in the right of the Company or otherwise and whether of a civil, criminal, administrative or investigative nature, in which Indemnitee was, is or will be involved as a party or otherwise by reason of the fact that Indemnitee is or was a director or officer, as applicable, of the Company or is or was serving at the request of the Company as a director, officer, employee, agent or trustee of any Enterprise or by reason of any action taken by him or her or of any action taken on his or her part while acting as director of the Company or while serving at the request of the Company as a director, officer, employee, agent or trustee of any Enterprise, in each case whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification, reimbursement or advancement of expenses can be provided under this Agreement; provided, however, that the term "Proceeding" shall not include any action, suit or arbitration, or part thereof, initiated by Indemnitee to enforce Indemnitee's rights under this Agreement as provided for in Section 13(e) of this Agreement.

i. "Voting Securities" means any securities of the Company which vote generally in the election of directors.

Section 3. Indemnity in Third-Party Proceedings. The Company shall indemnify Indemnitee in accordance with the provisions of this Section 3 if Indemnitee is, or is threatened to be made, a party to or a participant in any Proceeding, other than a Proceeding by or in the right of the Company to procure a judgment in its favor. Pursuant to this Section 3, Indemnitee shall be indemnified against all Expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by Indemnitee or on his behalf in connection with such Proceeding or any claim, issue or matter therein, if Indemnitee acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company and, in the case of a criminal proceeding, had no reasonable cause to believe that his conduct was unlawful. Indemnitee shall not enter into any settlement in connection with a Proceeding without ten (10) days' prior notice to the Company.

Section 4. Indemnity in Proceedings by or in the Right of the Company. The Company shall indemnify Indemnitee in accordance with the provisions of this Section 4 if Indemnitee is, or is threatened to be made, a party to or a participant in any Proceeding by or in the right of the Company to procure a judgment in its favor. Pursuant to this Section 4, Indemnitee shall be indemnified against all Expenses actually and reasonably incurred by him or her on his or her behalf in connection with such Proceeding or any claim, issue or matter therein, if Indemnitee acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company. No indemnification for Expenses shall be made under this Section 4 in respect of any claim, issue or matter as to which Indemnitee shall have been finally adjudged by a court to be liable to the Company, unless and only to the extent that the Delaware Court of Chancery (the "Delaware Court") or any court in which the Proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, Indemnitee is fairly and reasonably entitled to indemnification for such expenses as the Delaware Court or such other court shall deem proper.

Section 5. Indemnification for Expenses of a Party Who is Wholly or Partly Successful. Notwithstanding any other provisions of this Agreement and except as provided in Section 8, to the extent that Indemnitee is a party to or a participant in and is successful, on the merits or otherwise, in any Proceeding or in defense of any claim, issue or matter therein, the Company shall indemnify Indemnitee against all Expenses actually and reasonably incurred by him or her in connection therewith. If Indemnitee is not wholly successful in such Proceeding but is successful, on the merits or otherwise, as to one or more but less than all claims, issues or matters in such Proceeding, the Company shall indemnify Indemnitee against all Expenses actually and reasonably incurred by him or her on his or her behalf in connection with each successfully resolved claim, issue or matter. For purposes of this Section and without limitation, the termination of any claim, issue or matter in such a Proceeding by dismissal, with or without prejudice, shall be deemed to be a successful result as to such claim, issue or matter.

Section 6. Indemnification For Expenses of a Witness. Notwithstanding any other provision of this Agreement, to the extent that Indemnitee is, by reason of his Corporate Status, a witness in any Proceeding to which Indemnitee is not a party and is not threatened to be made a party, he shall be indemnified against all Expenses actually and reasonably incurred by him or her on his or her behalf in connection therewith.

Section 7. Additional Indemnification.

a. Except as provided in Section 8, notwithstanding any limitation in Sections 3, 4 or 5, the Company shall indemnify Indemnitee to the fullest extent permitted by law if Indemnitee is a party to or is threatened to be made a party to any Proceeding (including a Proceeding by or in the right of the Company to procure a judgment in its favor) against all Expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by Indemnitee in connection with the Proceeding.

b. For purposes of Section 7(a), the meaning of the phrase "to the fullest extent permitted by law" shall include, but not be limited to:

i. to the fullest extent permitted by the provision of the General Corporation Law of the State of Delaware (the "DGCL") that authorizes or contemplates additional indemnification by agreement, or the corresponding provision of any amendment to or replacement of the DGCL or such provision thereof; and

ii. to the fullest extent authorized or permitted by any amendments to or replacements of the DGCL adopted after the date of this Agreement that increase the extent to which a corporation may indemnify its officers and directors.

Section 8. Exclusions. Notwithstanding any provision in this Agreement to the contrary, the Company shall not be obligated under this Agreement:

a. to make any indemnity for amounts otherwise indemnifiable hereunder (or for which advancement is provided hereunder) if and to the extent that Indemnitee has otherwise actually received such amounts under any insurance policy, contract, agreement or otherwise;

b. to make any indemnity for an accounting of profits made from the purchase and sale (or sale and purchase) by Indemnitee of securities of the Company within the meaning of Section 16(b) of the Securities Exchange Act of 1934, as amended, or similar provisions of state statutory law or common law;

c. to make any indemnity or advancement that is prohibited by applicable law.

Section 9. Advances of Expenses. The Company shall advance, to the extent not prohibited by law, the Expenses incurred by Indemnitee in connection with any Proceeding, and such advancement shall be made within twenty (20) days after the receipt by the Company of a statement or statements requesting such advances (which shall include invoices received by Indemnitee in connection with such Expenses but, in the case of invoices in connection with legal services, any references to legal work performed or to expenditures made that would cause Indemnitee to waive any privilege accorded by applicable law shall not be included with the invoice) from time to time, whether prior to or after final disposition of any Proceeding. Advances shall be unsecured and interest free. Advances shall be made without regard to Indemnitee's ability to repay the expenses and without regard to Indemnitee's ultimate entitlement to indemnification under the other provisions of this Agreement. Indemnitee shall qualify for advances upon the execution and delivery to the Company of this Agreement which shall constitute an undertaking providing that Indemnitee undertakes to the fullest extent required by law to repay the advance if and to the extent that it is ultimately determined by a court of competent jurisdiction in a final judgment, not subject to appeal, that Indemnitee is not entitled to be indemnified by the Company. The right to advances under this paragraph shall in all events continue until final disposition of any Proceeding, including any appeal therein. Nothing in this Section 9 shall limit Indemnitee's right to advancement pursuant to Section 13(e) of this Agreement.

Section 10. <u>Procedure for Notification and Defense of Claim</u>.

a. To obtain indemnification under this Agreement, Indemnitee shall submit to the Company a written request therefor and, if Indemnitee so chooses pursuant to Section 11 of this Agreement, such written request shall also include a request for Indemnitee to have the right to indemnification determined by Independent Counsel.

b. The Company will be entitled to participate in the Proceeding at its own expense.

Section 11. <u>Procedure Upon Application for Indemnification</u>.

a. Upon written request by Indemnitee for indemnification pursuant to Section 10(a), a determination, if such determination is required by applicable law, with respect to Indemnitee's entitlement thereto shall be made in the specific case: (i) by Independent Counsel in a written opinion to the Board if Indemnitee so requests in such written request for indemnification pursuant to Section 10(a), or (ii) by the Company in accordance with applicable law if Indemnitee does not so request such determination be made by Independent Counsel. In the case that such determination is made by Independent Counsel, a copy of Independent Counsel's written opinion shall be delivered to Indemnitee and, if it is so determined that Indemnitee is entitled to indemnification, payment to Indemnitee shall be made within ten (10) days after such determination. Indemnitee shall cooperate with the Independent Counsel or the Company, as applicable, making such determination with respect to Indemnitee's entitlement to indemnification, including providing to such counsel or the Company, upon reasonable advance request, any documentation or information which is not privileged or otherwise protected from disclosure and which is reasonably available to Indemnitee and reasonably necessary to such determination. Any costs or expenses (including attorneys' fees and disbursements) incurred by Indemnitee in so cooperating with the Independent Counsel or the Company shall be borne by the Company (irrespective of the determination as to Indemnitee's entitlement to indemnification) and the Company hereby indemnifies and agrees to hold Indemnitee harmless therefrom.

b. In the event that Indemnitee exercises his or her right to have his or her entitlement to indemnification determined by Independent Counsel pursuant to Sections 10(a) and 11(a)(i), the Independent Counsel shall be selected by Indemnitee. The Company may, within ten (10) days after written notice of such selection, deliver to Indemnitee a written objection to such selection; <u>provided</u>, <u>however</u>, that such objection may be asserted only on the ground that the Independent Counsel so selected does not meet the requirements of "Independent Counsel" as defined in Section 2 of this Agreement, and the objection shall set forth with particularity the factual basis of such assertion. Absent a proper and timely objection, the person so selected shall act as Independent Counsel. If such written objection is so made and substantiated, the Independent Counsel so selected may not serve as Independent Counsel unless and until such objection is withdrawn or a court has determined that such objection is without merit. If, within twenty (20) days after the later of (i) submission by Indemnitee of a written request for indemnification and Independent Counsel pursuant to Sections 10(a) and 11(a)(i) hereof, respectively, and (ii) the final disposition of the Proceeding, including any appeal therein, no Independent Counsel shall have been selected without objection, Indemnitee may petition a court of competent jurisdiction for resolution of any objection which shall have been made by the Company to the selection of Independent Counsel and/or for the appointment as Independent Counsel of a person selected by the court or by such other person as the court shall designate. The person with respect to whom all objections are so resolved or the person so appointed shall act as Independent Counsel under Section 11(a) hereof. Upon the due commencement of any judicial proceeding or arbitration pursuant to Section 13(a) of this Agreement, Independent Counsel shall be discharged and relieved of any further responsibility in such capacity (subject to the applicable standards of professional conduct then prevailing).

Section 12. Presumptions and Effect of Certain Proceedings.

a. In making a determination with respect to entitlement to indemnification hereunder, it shall be presumed that Indemnitee is entitled to indemnification under this Agreement if Indemnitee has submitted a request for indemnification in accordance with Section 10(a) of this Agreement, and the Company shall have the burden of proof to overcome that presumption in connection with the making of any determination contrary to that presumption. Neither (i) the failure of the Company or of Independent Counsel to have made a determination prior to the commencement of any action pursuant to this Agreement that indemnification is proper in the circumstances because Indemnitee has met the applicable standard of conduct, nor (ii) an actual determination by the Company or by Independent Counsel that Indemnitee has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that Indemnitee has not met the applicable standard of conduct.

b. The termination of any Proceeding or of any claim, issue or matter therein, by judgment, order, settlement or conviction, or upon a plea of guilty, nolo contendere or its equivalent, shall not (except as otherwise expressly provided in this Agreement) of itself adversely affect the right of Indemnitee to indemnification or create a presumption that Indemnitee did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Company or, with respect to any criminal Proceeding, that Indemnitee had reasonable cause to believe that his or her conduct was unlawful.

c. The knowledge and/or actions, or failure to act, of any director, officer, agent or employee of the Company or any Enterprise shall not be imputed to Indemnitee for purposes of determining the right to indemnification under this Agreement.

Section 13. Remedies of Indemnitee.

a. Subject to Section 13(f), in the event that (i) a determination is made pursuant to Section 11 of this Agreement that Indemnitee is not entitled to indemnification under this Agreement, (ii) advancement of Expenses is not timely made pursuant to Section 9 of this Agreement, (iii) no determination of entitlement to indemnification shall have been made pursuant to Section 11(a) of this Agreement within sixty (60) days after receipt by the Company of the request for indemnification that does not include a request for Independent Counsel, (iv) payment of indemnification is not made pursuant to Section 5 or 6 or the last sentence of Section 11(a) of this Agreement within ten (10) days after receipt by the Company of a written request therefor or (v) payment of indemnification pursuant to Section 3, 4 or 7 of this Agreement is not made within ten (10) days after a determination has been made that Indemnitee is entitled to indemnification, Indemnitee shall be entitled to an adjudication by a court of his or her entitlement to such indemnification or advancement. Alternatively, Indemnitee, at his or her option, may seek an award in arbitration to be conducted by a single arbitrator pursuant to the Commercial Arbitration Rules of the American Arbitration Association. Indemnitee shall commence such proceeding seeking an adjudication or an award in arbitration within 180 days following the date on which Indemnitee first has the right to commence such proceeding pursuant to this Section 13(a); provided, however, that the foregoing time limitation shall not apply in respect of a proceeding brought by Indemnitee to enforce his or her rights under Section 5 of this Agreement. The Company shall not oppose Indemnitee's right to seek any such adjudication or award in arbitration.

b. In the event that a determination shall have been made pursuant to Section 11(a) of this Agreement that Indemnitee is not entitled to indemnification, any judicial proceeding or arbitration commenced pursuant to this Section 13 shall be conducted in all respects as a de novo trial, or arbitration, on the merits and Indemnitee shall not be prejudiced by reason of that adverse determination. In any judicial proceeding or arbitration commenced pursuant to this Section 13, the Company shall have the burden of proving Indemnitee is not entitled to indemnification or advancement, as the case may be.

c. If a determination shall have been made pursuant to Section 11(a) of this Agreement that Indemnitee is entitled to indemnification, the Company shall be bound by such determination in any judicial proceeding or arbitration commenced pursuant to this Section 13, absent a misstatement by Indemnitee of a material fact, or an omission of a material fact necessary to make Indemnitee's statement not materially misleading, in connection with the request for indemnification.

d. The Company shall be precluded from asserting in any judicial proceeding or arbitration commenced pursuant to this Section 13 that the procedures and presumptions of this Agreement are not valid, binding and enforceable and shall stipulate in any such court or before any such arbitrator that the Company is bound by all the provisions of this Agreement.

e. The Company shall indemnify Indemnitee against any and all Enforcement Expenses and, if requested by Indemnitee, shall (within ten (10) days after receipt by the Company of a written request therefor) advance, to the extent not prohibited by law, such Enforcement Expenses to Indemnitee, which are incurred by Indemnitee in connection with any action brought by Indemnitee for indemnification or advancement from the Company under this Agreement or under any directors' and officers' liability insurance policies maintained by the Company, regardless of whether Indemnitee ultimately is determined to be entitled to such indemnification, advancement or insurance recovery, as the case may be, in the suit for which indemnification or advancement is being sought.

f. Notwithstanding anything in this Agreement to the contrary, no determination as to entitlement to indemnification under this Agreement shall be required to be made prior to the final disposition of the Proceeding, including any appeal therein.

Section 14. Establishment of Trust. In the event of a Potential Change in Control, the Company shall, upon written request by Indemnitee, create a trust for the benefit of Indemnitee and from time to time upon written request of Indemnitee shall fund such trust in an amount (the "Trust Fund Amount") which is the lesser of (i) the total of all sums sufficient to satisfy the expenses (including attorneys' fees) reasonably anticipated at the time of each such request to be incurred in connection with investigating, preparing for and defending any proceeding that is indemnifiable under this Agreement, plus any and all judgments, fines, penalties and settlement amounts relating to the proceeding from time to time actually paid or claimed, or reasonably anticipated or proposed to be paid or (ii) Five Million Dollars ($5,000,000). The Trust Fund Amount shall be determined by the Reviewing Party. The Company shall maintain funds in the trust account in the Trust Fund Amount, depositing such additional amounts as may be appropriate as a result of disbursements from the account or increases which, from time to time, may occur in the Trust Fund Amount. The terms of the trust shall provide that upon a Change in Control (i) the trust shall not be revoked or the principal thereof invaded, without the written consent of the Indemnitee, (ii) the trustee shall advance, within twenty (20) business days of a request by Indemnitee, expenses to Indemnitee (and Indemnitee hereby agrees to reimburse the trust under the circumstances under which the Indemnitee would be required to reimburse the Company under Section 9 of this Agreement), (iii) the trust shall continue to be funded by the Company in accordance with the finding obligation set forth above, (iv) the trustee shall promptly pay to Indemnitee all amounts for which Indemnitee shall be entitled to indemnification pursuant to this Agreement or otherwise, and (v) all unexpended funds in such trust shall revert to the Company upon a final determination by the Reviewing Party or a court of competent jurisdiction, as the case may be, that the Indemnitee has been fully indemnified under the terms of this Agreement. The trustee shall be chosen by Indemnitee. Nothing in this Section 14 shall relieve the Company of any of its obligations under this Agreement. All income earned on the assets held in the trust shall be reported as income by the Company for federal, state, local and foreign tax purposes.

Section 15. Non-exclusivity; Survival of Rights; Insurance; Subrogation.

a. The rights of indemnification and to receive advancement as provided by this Agreement shall not be deemed exclusive of any other rights to which Indemnitee may at any time be entitled under applicable law, the Certificate of Incorporation, the Bylaws, any agreement, a vote of stockholders or a resolution of directors, or otherwise. No amendment, alteration or repeal of this Agreement or of any provision hereof shall limit or restrict any right of Indemnitee under this Agreement in respect of any action taken or omitted by such Indemnitee in his or her Corporate Status prior to such amendment, alteration or repeal. To the extent that a change in Delaware law, whether by statute or judicial decision, permits greater indemnification or advancement than would be afforded currently under the Certificate of Incorporation, Bylaws and this Agreement, it is the intent of the parties hereto that Indemnitee shall enjoy by this Agreement the greater benefits so afforded by such change. No right or remedy herein conferred is intended to be exclusive of any other right or remedy, and every other right and remedy shall be cumulative and in addition to every other right and remedy given hereunder or now or hereafter existing at law or in equity or otherwise. The assertion or employment of any right or remedy hereunder, or otherwise, shall not prevent the concurrent assertion or employment of any other right or remedy.

b. To the extent that the Company maintains an insurance policy or policies providing liability insurance for directors, officers, employees, agents or trustees of the Company or of any other Enterprise, Indemnitee shall be covered by such policy or policies in accordance with its or their terms to the maximum extent of the coverage available for any such director, officer, employee, agent or trustee under such policy or policies. If, at the time of the receipt of a notice of a claim pursuant to the terms hereof, the Company has director and officer liability insurance in effect, the Company shall give prompt notice of the commencement of such proceeding to the insurers in accordance with the procedures set forth in the respective policies. The Company shall thereafter take all necessary or desirable action to cause such insurers to pay, on behalf of Indemnitee, all amounts payable as a result of such proceeding in accordance with the terms of such policies.

c. In the event of any payment under this Agreement, the Company shall be subrogated to the extent of such payment to all of the rights of recovery of Indemnitee, who shall execute all papers required and take all action necessary to secure such rights, including execution of such documents as are necessary to enable the Company to bring suit to enforce such rights.

d. The Company's obligation to provide indemnification or advancement hereunder to Indemnitee who is or was serving at the request of the Company as a director, officer, employee, agent or trustee of any other Enterprise shall be reduced by any amount Indemnitee has actually received as indemnification or advancement from such other Enterprise.

Section 16. Duration of Agreement. This Agreement shall continue until and terminate upon the later of: (a) ten (10) years after the date that Indemnitee shall have ceased to serve as a director or officer, as applicable, of the Company or (b) one (1) year after the final termination of any Proceeding, including any appeal, then pending in respect of which Indemnitee is granted rights of indemnification or advancement hereunder and of any proceeding, including any appeal, commenced by Indemnitee pursuant to Section 13 of this Agreement relating thereto. This Agreement shall be binding upon the Company and its successors and assigns and shall inure to the benefit of Indemnitee and his or her heirs, executors and administrators. The Company shall require and cause any successor, and any direct or indirect parent of any successor, whether direct or indirect by purchase, merger, consolidation or otherwise, to all, substantially all or a substantial part, of the business and/or assets of the Company, by written agreement in form and substance satisfactory to Indemnitee, expressly to assume and agree to perform this Agreement in the same manner and to the same extent that the Company would be required to perform if no such succession had taken place.

Section 17. Severability. If any provision or provisions of this Agreement shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (a) the validity, legality and enforceability of the remaining provisions of this Agreement (including, without limitation, each portion of any section of this Agreement containing any such provision held to be invalid, illegal or unenforceable, that is not itself invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby and shall remain enforceable to the fullest extent permitted by law; (b) such provision or provisions shall be deemed reformed to the extent necessary to conform to applicable law and to give the maximum effect to the intent of the parties hereto; and (c) to the fullest extent possible, the provisions of this Agreement (including, without limitation, each portion of any section of this Agreement containing any such provision held to be invalid, illegal or unenforceable, that is not itself invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested thereby.

Section 18. Enforcement.

a. The Company expressly confirms and agrees that it has entered into this Agreement and assumed the obligations imposed on it hereby in order to induce Indemnitee to serve as a director or officer, as applicable, of the Company, and the Company acknowledges that Indemnitee is relying upon this Agreement in serving as a director or officer, as applicable, of the Company.

b. This Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes all prior agreements and understandings, oral, written and implied, between the parties hereto with respect to the subject matter hereof; provided, however, that this Agreement is a supplement to and in furtherance of the Certificate of Incorporation, the Bylaws and applicable law, and shall not be deemed a substitute therefor, nor to diminish or abrogate any rights of Indemnitee thereunder.

Section 19. Modification and Waiver. No supplement, modification or amendment, or waiver of any provision, of this Agreement shall be binding unless executed in writing by the parties thereto. No waiver of any of the provisions of this Agreement shall be deemed or shall constitute a waiver of any other provisions of this Agreement nor shall any waiver constitute a continuing waiver.

Section 20. Notice by Indemnitee. Indemnitee agrees promptly to notify the Company in writing upon being served with any summons, citation, subpoena, complaint, indictment, information or other document relating to any Proceeding or matter which may be subject to indemnification or advancement as provided hereunder. The failure of Indemnitee to so notify the Company shall not relieve the Company of any obligation which it may have to Indemnitee under this Agreement or otherwise.

Section 21. Notices. All notices, requests, demands and other communications under this Agreement shall be in writing and shall be deemed to have been duly given if (a) delivered by hand and receipted for by the party to whom said notice or other communication shall have been directed, (b) mailed by certified or registered mail with postage prepaid, on the third business day after the date on which it is so mailed, (c) mailed by reputable overnight courier and receipted for by the party to whom said notice or other communication shall have been directed or (d) sent by facsimile transmission, with receipt of oral confirmation that such transmission has been received:

a. If to Indemnitee, at such address as Indemnitee shall provide to the Company.

b. If to the Company to:

Steve Demetriou
1999 Bryan Street
Suite 1200
Dallas, Texas 75201

or to any other address as may have been furnished to Indemnitee by the Company.

Section 22. Contribution. To the fullest extent permissible under applicable law, if the indemnification provided for in this Agreement is unavailable to Indemnitee for any reason whatsoever, the Company, in lieu of indemnifying Indemnitee, shall contribute to the amount incurred by Indemnitee, whether for judgments, fines, penalties, excise taxes, amounts paid or to be paid in settlement and/or for Expenses, in connection with any Proceeding in such proportion as is deemed fair and reasonable in light of all of the circumstances in order to reflect (i) the relative benefits received by the Company and Indemnitee in connection with the event(s) and/or transaction(s) giving rise to such Proceeding; and/or (ii) the relative fault of the Company (and its directors, officers, employees and agents) and Indemnitee in connection with such event(s) and/or transactions.

Section 23. Applicable Law and Consent to Jurisdiction. This Agreement and the legal relations among the parties shall be governed by, and construed and enforced in accordance with, the laws of the State of Delaware, without regard to its conflict of laws rules. Except with respect to any arbitration commenced by Indemnitee pursuant to Section 13(a) of this Agreement, the Company and Indemnitee hereby irrevocably and unconditionally (i) agree that any action or proceeding arising out of or in connection with this Agreement shall be brought only in the Delaware Court, and not in any other state or federal court in the United States of America or any court in any other country, (ii) consent to submit to the exclusive jurisdiction of the Delaware Court for purposes of any action or proceeding arising out of or in connection with this Agreement, (iii) consent to service of process at the address set forth in Section 21 of this Agreement with the same legal force and validity as if served upon such party personally within the State of Delaware, (iv) waive any objection to the laying of venue of any such action or proceeding in the Delaware Court and (v) waive, and agree not to plead or to make, any claim that any such action or proceeding brought in the Delaware Court has been brought in an improper or inconvenient forum.

Section 24. Identical Counterparts. This Agreement may be executed in one or more counterparts, each of which shall for all purposes be deemed to be an original but all of which together shall constitute one and the same Agreement. Only one such counterpart signed by the party against whom enforceability is sought needs to be produced to evidence the existence of this Agreement.

Section 25. Miscellaneous. The headings of the paragraphs of this Agreement are inserted for convenience only and shall not be deemed to constitute part of this Agreement or to affect the construction thereof.

IN WITNESS WHEREOF, the parties have caused this Agreement to be signed as of the day and year first above written.
JACOBS ENGINEERING GROUP INC

By:
Steve Demetriou
Chair of the Board & Chief Executive Officer

[Indemnitee]
[Name]

JACOBS ENGINEERING GROUP INC.
LIST OF SUBSIDIARIES

The following table sets forth all subsidiaries of the Company but may not include those subsidiaries that, when considered in the aggregate, would not constitute a significant subsidiary.

Jacobs Government Services Company, a corporation of California...	100.00%
Jacobs Professional Services Inc., a corporation of Delaware...	100.00%
Jacobs Engineering Inc., a corporation of Delaware...	100.00%
Jacobs Group Australia Investments Pty Ltd., a corporation of Australia	100.00%
Jacobs Australia Holdings Company Pty Ltd, a corporation of Australia	100.00%
Sinclair Knight Merz Management Pty Ltd, a corporation of Australia.........................	100.00%
Jacobs Group Australia Holding Ltd, a corporation of Australia...................................	100.00%
Jacobs Group (Australia) Pty Ltd, a corporation of Australia...........................	100.00%
Aquenta Consulting Pty Ltd, a corporation of Australia………………..	100.00%
Jacobs E&C Australia PTY Ltd, a corporation of Australia.........................	100.00%
Jacobs Project Management Australia PTY Ltd, a corporation of Australia.........	100.00%
Jacobs Architecture (Australia) Pty Ltd, a corporation of Australia................	100.00%
Jacobs (Thailand) Co., Ltd., a corporation Thailand..	49.00%
Jacobs Projects (Philippines) Inc., a corporation of the Philippines................	100.00%
Sinclair Knight Merz Consulting (India) Private Ltd, a corporation of India..	100.00%
Sinclair Knight Merz (Ireland) Ltd, a corporation of the Republic of Ireland..	100.00%
Sinclair Knight Merz (NZ) Holdings Ltd, a corporation of New Zealand	100.00%
Sinclair Knight Merz (Kenya) Limited, a corporation of Kenya………..	100.00%
Jacobs New Zealand Limited, a corporation of New Zealand...................	100.00%
PT Jacobs Group Indonesia, a corporation of Indonesia.....................	99.50%
Sinclair Knight Merz International Holdings LLC, a limited liability company of Delaware……………………	100.00%
Jacobs Engineering Group Malaysia Sdn Bhd, a corporation of Malaysia…	100.00%
Perunding Mahir Bersatu Sdn Bhd, a corporation of Malaysia…... ..	100.00%
Jacobs Engineering Services Sdn Bhd, a corporation of Malaysia…	100.00%
Jacobs Consulting Services Sdn. Bhd., a corporation of Malaysia…	100.00%
Sinclair Knight Merz (Hong Kong) Limited, a corporation of Hong Kong …	100.00%
Sinclair Knight Merz International (Hong Kong) Ltd, a corporation of Hong Kong	100.00%
CODE International Assurance Ltd., a corporation of Nevada..	100.00%
CODE II International Assurance Ltd., a corporation of Vermont………………………..	100.00%
Jacobs Engineering España, S.L.U., a corporation of Spain...	100.00%
Jacobs Luxembourg Finance Company Sarl, a corporation of Luxembourg................	100.00%
Jacobs Nederland Finance and Investment Company B.V., a corporation of the Netherlands…	100.00%
Jacobs Merrion Finance Unlimited Company, a corporation of Ireland………	100.00%
Jacobs Europe Holdco Limited, a corporation of England and Wales...........................	100.00%
Jacobs UK Holdings Limited, a corporation of England and Wales.........................	100.00%
Jacobs Switzerland GmbH, a corporation of Switzerland..................................	100.00%
Jacobs U.K. Limited, a corporation of England and Wales................................	100.00%
Energy, Safety and Risk Consultants (UK) Limited, a corporation of England and Wales…	100.00%
Jacobs Clean Energy International Limited, a corporation of England and Wales…	100.00%
Jacobs Clean Energy Limited, a corporation of England and Wales…	100.00%
Jacobs E&C Limited, a corporation of England and Wales……….....	100.00%

Jacobs Field Services Limited, a corporation of England and Wales	100.00%
L.E.S Construction Ltd, a corporation of England and Wales........	100.00%
HGC Constructors Private Ltd., a corporation of India	100.00%
Jacobs Stobbarts Ltd, a corporation of England and Wales.............................	100.00%
Jacobs Engineering U.K. Ltd, a corporation of England and Wales……….	100.00%
Gibb Holdings Ltd., a corporation of England and Wales...........................	100.00%
Jacobs One Limited, a corporation of Scotland....................................	100.00%
Jacobs European Holdings Limited, a corporation of England and Wales...	100.00%
Babtie Shaw & Morton Ltd, a corporation of Scotland................	100.00%
Jacobs China Limited, a Hong Kong corporation..........................	100.00%
BEAR Scotland Limited, a corporation of Scotland......................	25.00%
Growing Concern Scotland Limited...	100.00%
Ringway Jacobs Limited, a corporation of England and Wales	50.00%
LeighFisher U.K. Limited, a corporation of England and Wales	100.00%
JacobsGIBB Limited, a corporation of England and Wales................	100.00%
Westminster & Earley Services Ltd, a corporation of England and Wales	100.00%
Jacobs Engineering Ireland Limited, a corporation of the Republic of Ireland....	100.00%
Jacobs Italia, SpA, a corporation of Italy...	100.00%
Jacobs International Limited, a corporation of the Republic of Ireland.........................	100.00%
Jacobs Nucléaire SAS, a corporation of France...	100.00%
Jacobs Brazil Limited Inc. a corporation of Texas	100.00%
JEG Acquisition Company Limited, a corporation of England and Wales.............................	100.00%
AWE Management Limited, a corporation of England and Wales..................................	33.33%
Jacobs Puerto Rico Inc., a corporation of Puerto Rico..	100.00%
Jacobs Holdings Singapore Pte. Limited., a corporation of Singapore.................................	100.00%
Jacobs International Consultants Pte Ltd. a corporation of Singapore	100.00%
Jacobs Consultancy Canada Inc., a corporation of Canada...	100.00%
Jacobs Advisers Inc., a corporation of California..	100.00%
Jacobs Civil Consultants Inc., a corporation of New York...	100.00%
Jacobs Technology Inc., a corporation of Tennessee..	100.00%
Buffalo Group LLC, a limited liability company of Delaware……………………………..	100.00%
Federal Network Systems LLC, a limited liability company of Delaware..............................	100.00%
Jacobs Australia Pty limited, a corporation of Australia..	100.00%
Jacobs Telecommunications, Inc., a corporation of New Jersey………………………..	100.00%
The KeyW Holding Corporation, a corporation of Maryland...	100.00%
The KeyW Corporation, a corporation of Maryland……………………………………	100.00%
Automotive Testing Operations, LLC, a limited liability company of Delaware..................	100.00%
Hanford Progress EcoPartners, LLC, a limited liability company of Delaware…………	35.00%
Jacobs Engineering New York Inc., a corporation of New York..	100.00%
Iffland Kavanagh Waterbury, P.L.L.C., a limited liability company of New York..........................	100.00%
Jacobs Project Management Co., a corporation Delaware..	100.00%
Sverdrup Hydro Projects, Inc., a corporation of Missouri...	100.00%
JE Associates, Inc., a corporation of Missouri..	100.00%
Jacobs Engineering Company, a corporation of California..	100.00%
Bechtel Jacobs Company LLC, a limited liability company of Delaware.......................................	40.00%
LeighFisher Inc., a corporation of Delaware...	100.00%
LeighFisher Canada Inc., a corporation of Canada..	100.00%
LeighFisher Ecuador S.A., a corporation of Ecuador..	100.00%
LeighFisher Holdings Ltd. a corporation of England and Wales..	100.00%

LeighFisher Ltd., a corporation of England and Wales..	100.00%
LeighFisher India Private Ltd., a corporation of India..	100.00%
KlingStubbins Inc., a corporation of Delaware..	100.00%
Sverdrup Asia Limited, a corporation of India...	100.00%
Jacobs Engineering and Construction (Thailand) Limited, a corporation of Thailand…….	99.98%
Mission Support & Test Services, LLC, a limited liability company of Delaware…………….	37.00%
CH2M HILL Companies, Ltd., a corporation of Delaware...	100.00%
CH2M HILL, Inc., a corporation of Florida..	100.00%
CH2M HILL New York, Inc., a corporation of New York……………………….	100.00%
Halcrow, Inc., a corporation of Delaware….…………………………………….	100.00%
CH2M HILL Constructors, Inc., a corporation of Delaware…………………………………	100.00%
CH2M Facility Support Services, LLC, a limited liability company of Delaware…	100.00%
CH2M HILL Plateau Remediation Company, a corporation of Washington……	100.00%
CH2M HILL International, Ltd., a corporation of Delaware..	100.00%
CH2M HILL International Engineering, Inc., a corporation of Delaware……..	100.00%
CH2M HILL One Limited, a corporation of the United Kingdom..……………	100.00%
CH2M HILL Holdings Limited, a corporation of the United Kingdom..……….	100.00%
CH2M HILL Europe Limited, a corporation of the United Kingdom…..…...	100.00%
Halcrow Holdings Limited, a corporation of the United Kingdom…….	100.00%
Halcrow Consulting Limited, a corporation of the United Kingdom……………………………………………………….	100.00%
Halcrow Group Limited, a corporation of the United Kingdom…………………………………………………..	100.00%
Halcrow International Limited, a corporation of the United Kingdom…………………………………………………………	100.00%
CHNG B.V., a corporation of the Netherlands……………………………..…	100.00%
CH2M HILL Netherlands Holding B.V., a corporation of the Netherlands…………………………………………………………….	100.00%
CH2M HILL Canada Limited, a corporation of Canada…………..	100.00%
CH2M HILL International B.V., a corporation of the Netherlands..	100.00%
CH2M HILL Singapore Pte. Ltd., a corporation of Singapore…………..	100.00%
CH2M HILL International Services, Inc., a corporation of Oregon…………………….	100.00%
Operations Management International, Inc., a corporation of California…………...…	100.00%
CH2M HILL Global, Inc., a corporation of Delaware...	100.00%
CH2M HILL E&C, Inc., a corporation of Delaware……………………………...	100.00%
CH2M HILL Engineers, Inc., a corporation of Delaware..	100.00%
CH2M HILL Puerto Rico, Inc., a corporation of Delaware………………	100.00%
LG Constructors Inc., a corporation of Delaware..	100.00%
CH2M HILL Constructors International, Inc., a corporation of Delaware………………	100.00%
PA Holdings Limited, a corporation of the United Kingdom…………………………………….	65.00%

Consent of
Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-8 Nos. 333-195708, 333-187677, 333-107344, 333-123448, 333-157014, and 333-38974) pertaining to the Jacobs Engineering Group Inc. 1999 Stock Incentive Plan, as amended and restated,
(2) Registration Statement (Form S-8 Nos. 333-67048 and 333-216176) pertaining to the Jacobs Engineering Group Inc. Global Employee Stock Purchase Plan, as amended and restated,
(3) Registration Statement (Form S-8 Nos. 333-38984 and 333-209860) pertaining to the Jacobs Engineering Group Inc. 1999 Outside Director Stock Plan, as amended and restated,
(4) Registration Statement (Form S-8 No. 333-45475) pertaining to the Jacobs Engineering Group Inc. 1981 Executive Incentive Plan,
(5) Registration Statement (Form S-8 Nos. 333-157015 and 333-216176) pertaining to the Jacobs Engineering Group Inc. 1989 Employee Stock Purchase Plan, as amended and restated,
(6) Registration Statement (Form S-4 No. 333-147936) and related Prospectus of Jacobs Engineering Group Inc.,
(7) Registration Statement (Form S-4 No. 333-220524 as amended) and Related Prospectus of Jacobs Engineering Group Inc., and
(8) Registration Statement (Form S-8 No. 333-222084) pertaining to the CH2M HILL Companies, Ltd. Amended and Restated Long-Term Incentive Plan, as amended;

of our reports dated November 23, 2021, with respect to the consolidated financial statements of Jacobs Engineering Group Inc. and subsidiaries and the effectiveness of internal control over financial reporting of Jacobs Engineering Group Inc. and subsidiaries included in this Annual Report (Form 10-K) of Jacobs Engineering Group Inc. and subsidiaries for the year ended October 1, 2021.

/s/ Ernst & Young LLP
Dallas, Texas
November 23, 2021

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Steven J. Demetriou, certify that:

1. I have reviewed this Annual Report on Form 10-K of Jacobs Engineering Group Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/Steven J. Demetriou
Steven J. Demetriou
Chief Executive Officer

November 23, 2021

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Kevin C. Berryman, certify that:

1. I have reviewed this Annual Report on Form 10-K of Jacobs Engineering Group Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/Kevin C. Berryman
Kevin C. Berryman
Chief Financial Officer

November 23, 2021

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
Pursuant to 18 U.S.C. Section 1350
Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report of Jacobs Engineering Group Inc. (the “Company”) on Form 10-K for the year ended October 1, 2021 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Steven J. Demetriou, Chief Executive Officer of the Company (principal executive officer), certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that: (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/Steven J. Demetriou
Steven J. Demetriou
Chief Executive Officer

November 23, 2021

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION OF CHIEF FINANCIAL OFFICER
Pursuant to 18 U.S.C. Section 1350
Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report of Jacobs Engineering Group Inc. (the "Company") on Form 10-K for the year ended October 1, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kevin C. Berryman, Chief Financial Officer of the Company (principal financial officer), certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that: (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/Kevin C. Berryman
Kevin C. Berryman
President
and Chief Financial Officer

November 23, 2021

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

6. **List all affiliated and related companies and their relationship to the firm entered on line 1. Above (if none, enter "None"). Attach a separate disclosure form for each affiliated or subsidiary company that may take part in the performance of this contract. Such disclosure shall be updated to include the affiliated or subsidiary companies not previously disclosed that participate in the performance of the contract.**

The Jacobs organization has a talent force of more than 50,000, approximately $13 billion in revenue, and over 300 global operating entities, with approximately 100 operating entities in the United States and Canada. Jacobs provides a full spectrum of services including scientific, technical, professional, construct and program management for business, industrial, commercial, government, and infrastructure sectors. Our corporate profile and public filings can be found at http://invest.jacobs.com/investors/default.aspx#corporate.

The parent and U.S. affiliates of Jacobs Project Management Co., located at 500 7th Avenue, 17th Floor, New York, NY 10018, include the following:

Federal ID #	Company Name	Address
[redacted]	Jacobs Engineering Group Inc. (JEG) (Parent Company)	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Jacobs Civil Consultants Inc. (JCCI)	500 7th Avenue, 17th Floor New York, NY 10018
	Jacobs Engineering New York Inc. (JENY)	500 7th Avenue, 17th Floor New York, NY 10018
	Jacobs Government Services Co.	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Jacobs Field Services North America Inc.	5995 Rogerdale Road Houston, TX 77072
	Jacobs Consultancy Inc.	5995 Rogerdale Road Houston, TX 77072
	Jacobs Engineering Inc.	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Jacobs Advisers Inc.	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	JE Professional Resources Inc.	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Jacobs Technology Inc.	600 William Northern Blvd. Tullahoma, TN 37388
	Jacobs Industrial Services Inc.	501 North Broadway St. Louis, MO 63102
	CRSS International Inc.	5995 Rogerdale Road Houston, TX 77072
	Jacobs Telecommunications Inc.	412 Mt. Kemble Avenue, Suite 100S Downtown Building – 1st Floor Morristown, NJ 07960
	Edwards and Kelcey Design Services Inc.	130 East Randolph Chicago, IL 60601
	Jacobs Engineering Company	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Edwards and Kelcey Partners LLP	412 Mt. Kemble Avenue, Suite 100S Downtown Building – 1st Floor Morristown, NJ 07960

Federal ID #	Company Name	Address
[redacted]	Payne & Keller Company Inc.	4949 Essen Lane Baton Rouge, LA 70809
	Jordan Jones and Goulding, Inc.	6801 Governors Lake Parkway Norcross, GA 30071
	LeighFisher Inc.	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Integrated Pipeline Solutions, Inc.	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Resource Spectrum Inc.	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	IKW	500 7th Avenue, 17th Floor New York, NY 10018
	CH2M Hill Companies LTD.	9191 South Jamaica Street Englewood, CO 80112

*** On December 15, 2017, CH2M Hill LTD (CHM) through an acquisition became a wholly-owned subsidiary of Jacobs Engineering Group Inc. ("Jacobs"). Jacobs will update its certifications and make disclosures as necessary**.

The following is a list of U.S. affiliates and related entities that conduct business in New York or are parent companies of companies licensed to do business in New York.

Federal ID #	Company Name	Address
[redacted]	Jacobs Civil Consultants Inc.	500 7th Avenue, 17th Floor New York, NY 10018
	Jacobs Project Management Co. (JPMCo.)	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Jacobs Engineering Group Inc. (JEG) (Parent Company)	1999 Bryan Street, Suite 1200 Dallas, TX 75201
	Jacobs Engineering New York Inc. (JENY)	500 7th Avenue, 17th Floor New York, NY 10018
	JE Architects/Engineers, P.C.	777 Main Street Fort Worth, TX 76102
	LeighFisher Inc.	1999 Bryan Street, Suite 1200 Dallas, TX 75201

Federal ID #	Company Name	Address
[redacted]	Jacobs Telecommunications Inc.	412 Mt. Kemble Avenue, Suite 100S Downtown Building – 1st Floor Morristown, NJ 07960
	Iffland Kavanagh Waterbury, PLLC	500 7th Avenue, 17th Floor New York, NY 10018
	CH2M Hill New York, Inc. (a Jacobs Company) *	22 Cortlandt Street New York, NY 10007

Jacobs Project Management Co. is submitting this proposal but we acknowledge that there are several Jacobs entities that conduct business in New York. We are aware of the requirements regarding conflicts of interest and will adhere to those requirements during the duration of the agreement if awarded the contract.

ACORD®

CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY) 07/27/2022

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER LIC #0437153 1-212-948-1306 Marsh Risk & Insurance Services CIRTS_Support@jacobs.com 633 W. Fifth Street Los Angeles, CA 90071	CONTACT NAME: PHONE (A/C, No, Ext): FAX (A/C, No): 1-212-948-1306 E-MAIL ADDRESS:
INSURED Jacobs Project Management Co. C/O Global Risk Management 1000 Wilshire Blvd., Suite 1140 Los Angeles, CA 90017	

INSURER(S) AFFORDING COVERAGE	NAIC #
INSURER A : ACE AMER INS CO	22667
INSURER B :	
INSURER C :	
INSURER D :	
INSURER E :	
INSURER F :	

COVERAGES **CERTIFICATE NUMBER:** 66216581 **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS	
A	X COMMERCIAL GENERAL LIABILITY CLAIMS-MADE X OCCUR X CONTRACTUAL LIABILITY GEN'L AGGREGATE LIMIT APPLIES PER: X POLICY PRO-JECT LOC OTHER:			HDO G72496176	07/01/22	07/01/23	EACH OCCURRENCE DAMAGE TO RENTED PREMISES (Ea occurrence) MED EXP (Any one person) PERSONAL & ADV INJURY GENERAL AGGREGATE PRODUCTS - COMP/OP AGG	$ 1,000,000 $ 500,000 $ 5,000 $ 1,000,000 $ 2,000,000 $ 1,000,000 $
	AUTOMOBILE LIABILITY ANY AUTO OWNED AUTOS ONLY SCHEDULED AUTOS HIRED AUTOS ONLY NON-OWNED AUTOS ONLY						COMBINED SINGLE LIMIT (Ea accident) BODILY INJURY (Per person) BODILY INJURY (Per accident) PROPERTY DAMAGE (Per accident)	$ $ $ $ $
	UMBRELLA LIAB OCCUR EXCESS LIAB CLAIMS-MADE DED RETENTION $						EACH OCCURRENCE AGGREGATE	$ $ $
A A A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY Y/N ANYPROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? N (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	N / A		SCF C68914619 (WI) WLR C6891453A (AOS) WCU C68914577 (OH)*	07/01/22 07/01/22 07/01/22	07/01/23 07/01/23 07/01/23	X PER STATUTE OTH-ER E.L. EACH ACCIDENT E.L. DISEASE - EA EMPLOYEE E.L. DISEASE - POLICY LIMIT	 $ 1,000,000 $ 1,000,000 $ 1,000,000
A	PROFESSIONAL LIABILITY			EON G21655065 013	07/01/22	07/01/23	PER CLAIM/PER AGG	1,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

PROJECT MGR: David Posner. CONTRACT MGR: Gus Xenakis. RE: Permanent Hot/Chilled Water CM Services. New Proposed Contract. CONTRACT NUMBER: S35121-16N. CONTRACT END DATE: 11/30/2025. SECTOR: Public. Nassau County is added as an additional insured for general liability as respects the negligence of the insured in the performance of insured's services to cert holder under contract for captioned work. *THIS IS A SAMPLE CERTIFICATE ONLY*. THE ACTUAL CERTIFICATE FOR THE PROPOSED PROJECT WILL COMPLY WITH THE TERMS AND CONDITIONS NEGOTIATED IN THE FINAL CONTRACT, CONSISTENT WITH POLICY TERMS AND CONDITIONS.

CERTIFICATE HOLDER	CANCELLATION
Nassau County Department of Public Works 1194 Prospect Avenue Westbury, NY 11590 USA	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE

nyumdo_newgalexy
66216581

SUPPLEMENT TO CERTIFICATE OF INSURANCE

DATE 07/27/2022

NAME OF INSURED: Jacobs Project Management Co.

Additional Description of Operations/Remarks from Page 1:

Additional Information:

***$2,000,000 SIR FOR STATE OF: OHIO**

NEW YORK STATE | Workers' Compensation Board

CERTIFICATE OF NYS WORKERS' COMPENSATION INSURANCE COVERAGE

1a. Legal Name & Address of Insured (use street address only) Jacobs Project Management Co. C/O Global Risk Management 1000 Wilshire Blvd., Suite 1140 Los Angeles, CA 90017 Work Location of Insured *(Only required if coverage is specifically limited to certain locations in New York State, i.e., a Wrap-Up Policy)* Re: Permanent Hot/Chilled Water CM Services. Contract Number: S35121-16N.	1b. Business Telephone Number of Insured 213.228.8295 1c. NYS Unemployment Insurance Employer Registration Number of Insured 48-544414 1d. Federal Employer Identification Number of Insured or Social Security Number 35-2321289
2. Name and Address of Entity Requesting Proof of Coverage (Entity Being Listed as the Certificate Holder) Nassau County Department of Public Works 1194 Prospect Avenue Westbury, NY 11590	3a. Name of Insurance Carrier ACE American Insurance Co. 3b. Policy Number of Entity Listed in Box "1a" WLR C6891453A (AOS) 3c. Policy effective period 07/01/2022 to 07/01/2023 3d. The Proprietor, Partners or Executive Officers are ☒ included. (Only check box if all partners/officers included) ☐ all excluded or certain partners/officers excluded.

This certifies that the insurance carrier indicated above in box "3" insures the business referenced above in box "1a" for workers' compensation under the New York State Workers' Compensation Law. **(To use this form, New York (NY) must be listed under Item 3A on the INFORMATION PAGE of the workers' compensation insurance policy).** The Insurance Carrier or its licensed agent will send this Certificate of Insurance to the entity listed above as the certificate holder in box "2".

The insurance carrier must notify the above certificate holder and the Workers' Compensation Board within 10 days IF a policy is canceled due to nonpayment of premiums or within 30 days IF there are reasons other than nonpayment of premiums that cancel the policy or eliminate the insured from the coverage indicated on this Certificate. (These notices may be sent by regular mail.) **Otherwise, this Certificate is valid for one year after this form is approved by the insurance carrier or its licensed agent, or until the policy expiration date listed in box "3c", whichever is earlier.**

This certificate is issued as a matter of information only and confers no rights upon the certificate holder. This certificate does not amend, extend or alter the coverage afforded by the policy listed, nor does it confer any rights or responsibilities beyond those contained in the referenced policy.

This certificate may be used as evidence of a Workers' Compensation contract of insurance only while the underlying policy is in effect.

Please Note: Upon cancellation of the workers' compensation policy indicated on this form, if the business continues to be named on a permit, license or contract issued by a certificate holder, the business must provide that certificate holder with a new Certificate of Workers' Compensation Coverage or other authorized proof that the business is complying with the mandatory coverage requirements of the New York State Workers' Compensation Law.

Under penalty of perjury, I certify that I am an authorized representative or licensed agent of the insurance carrier referenced above and that the named insured has the coverage as depicted on this form.

Approved by: Annette D'Urso
(Print name of authorized representative or licensed agent of insurance carrier)

Approved by: Annette D'Urso 07/29/2022
(Signature) (Date)

Title: Vice President, Customer Service Operations

Telephone Number of authorized representative or licensed agent of insurance carrier: 213 612 5590

Please Note: Only insurance carriers and their licensed agents are authorized to issue Form C-105.2. Insurance brokers are NOT authorized to issue it.

Workers' Compensation Law

Section 57. Restriction on issue of permits and the entering into contracts unless compensation is secured.

1. The head of a state or municipal department, board, commission or office authorized or required by law to issue any permit for or in connection with any work involving the employment of employees in a hazardous employment defined by this chapter, and notwithstanding any general or special statute requiring or authorizing the issue of such permits, shall not issue such permit unless proof duly subscribed by an insurance carrier is produced in a form satisfactory to the chair, that compensation for all employees has been secured as provided by this chapter. Nothing herein, however, shall be construed as creating any liability on the part of such state or municipal department, board, commission or office to pay any compensation to any such employee if so employed.

2. The head of a state or municipal department, board, commission or office authorized or required by law to enter into any contract for or in connection with any work involving the employment of employees in a hazardous employment defined by this chapter, notwithstanding any general or special statute requiring or authorizing any such contract, shall not enter into any such contract unless proof duly subscribed by an insurance carrier is produced in a form satisfactory to the chair, that compensation for all employees has been secured as provided by this chapter.

COUNTY OF NASSAU
DEPARTMENT OF PUBLIC WORKS
Inter-Departmental Memo

TO: Office of the County Executive
Att: Edward W. Powers Deputy County Executive

FROM: Department of Public Works

DATE: July 8, 2022

SUBJECT: Proposed Personal Service Agreement with Jacobs
Recommendation of Firm for Construction Management Services
Bay Park STP Permanent Hot/Chilled Water Piping
Project ID No. S35121-16N

This Department proposes to enter into a personal services agreement with the firm Jacobs to provide Construction Management (CM) services for the Bay Park STP Permanent Hot/Chilled Water Piping project.

Firms were requested to submit technical and cost proposals in accordance with the Department's Request for Proposals (RFP) dated September 24, 2021, and due October 22, 2021. The RFP was prepared in accordance with the Department's policy for assessing technical understanding, statement of qualifications, and proposed project schedule. The RFP was posted on the County's website **eProcure**, advertised in ***Newsday***, and the **Contract Reporter**.

The scope of the work includes but is not limited to the following:

- Excavations for installation of hot and chilled water piping and valve chambers.
- De-watering of excavations for the proper installation of underground piping systems.
- Installation of hot and chilled water, above and below grade, piping systems.
- Welding of above grade and below grade pre-insulated manufactured steel piping systems.
- Butt fusion welding of all joints for underground HDPE chilled water lines.
- Installation of concrete vault valve chambers for hot and chilled water supply and return connections.
- Installation of drains and vents at high and low points, in underground vaults where required.
- Electrical work as required for the complete installation of an electric heat trace system for all above grade, exposed, chilled water lines.
- Structural work as required to support new piping, including enhancements to existing buildings
- Structural elevated supports for new piping being installed above grade in trafficked or pedestrian pathways.
- Decommissioning and disconnection of existing FRP chilled water and temporary hot water lines.
- Site restoration
- Replacement of an existing odor control exhaust fan and extension of odor control duct from the existing utility tunnel to the existing odor control system manifold duct.

Technical and cost proposals were received from six (6) firms on October 22, 2021, in response to this RFP. The proposals were evaluated by both registered professional engineers and other personnel within the Department of Public Works: Vincent Falkowski, Deputy Commissioner of Environmental Programs, Christopher Vella, Project Manager II, Gerard Ennis, Environmental Specialist III, Karen Fay, Sanitary Engineer III.

After tabulating the combined technical scores and establishing ranking order as per the below attached table, it was determined that deBruin, Cameron, Jacobs, and D&B, were ranked as the four (4) most qualified firms. These firms received the highest ranking because they proposed the most competent team, the best staffing schedule, and have proven experience managing similar projects. Per Appendix J of the Countywide Procurement & Compliance Policy, the number of price proposals to be considered should be three (3), but four were considered as there was a tie score for third place. The committee believes any of these 4 firms can successfully deliver this project.

The cost proposals for the top four (4) technically ranked firms were then opened and recorded. The lowest ranking firm (Elite) was not considered due to their inability to demonstrate that their firm can satisfactorily succeed on this project. The second lowest (Gannett) was not considered in light of the Appendix J guidance and the consensus being it was unrealistic that cost alone would put their proposal above four others with higher technical ratings.

Office of the County Executive
Att: Edward W. Powers Deputy County Executive
July 8, 2022
Page 2
Subject: Proposed Personal Service Agreement with Jacobs
Recommendation of Firm for Construction Management Services
Bay Park STP Permanent Hot/Chilled Water Piping
Project ID No. S35121-16N

Upon reviewing the Cost Proposals, the committee agreed that in order to make a Recommendation of Award we would ask the top four (4) technically ranking firms to submit their Best and Final Offer (BAFO). BAFO responses were received from the 4 highest qualified firms on January 4, 2022. The Proposed Cost listed in the table below reflects the BAFO offers of the four (4) firms and the cost per point analysis to determine best value.

The results of the technical evaluation and BAFO proposed costs are as follows:

FIRM(S)	RANK	TECHNICAL SCORE	PROPOSED COST	PROPOSED COST w/ 30% CONTINGENCY	Dollar/Point Value
deBruin	1	90.00	$1,608,000.00	$2,090,400.00	$17,866.66
Cameron	2	88.25	$1,604,540.31	$2,085,902.40	$18,181.76
Jacobs	3	87.75	$1,427,117.00	$1,855,252.10	**$16,263.44**
D&B	3	87.75	$1,545,000.00	$2,009,500.00	$17,606.84
Gannett	4	85.75	N/A	N/A	N/A
Elite	5	72.00	N/A	N/A	N/A

Jacobs had the lowest Cost Proposal being $180,883 less than deBruin's, $177,423 less than Cameron's, and $117,883 less than D&B's.

In our professional judgement, the proposal submitted by Jacob's receiving a high technical ranking and lowest proposed cost provided the best value to Nassau County. As such, it is the department's recommendation that Jacobs be retained to provide construction management services for the Bay Park STP Hot/Chilled Water Piping project.

Jacobs is a local firm having extensive experience in the wastewater field with Nassau County and other various municipalities in the New York Metropolitan area. Jacobs local office is located in Garden City, NY.

Funding for these CM services is available under Capital Project No. S35121. In accordance with procedural guidelines, CSEA has been notified of this proposed agreement.

Please signify below if you approve or disapprove of our recommendation, after which we will implement the next appropriate Departmental procedure(s).

Kenneth G. Arnold
Commissioner

KGA:VF:rp
c: Vincent Falkowski, Deputy Commissioner
Karen Fay, Sanitary Engineer III
Gerard Ennis, Environmental Specialist III
Christopher Vella, Project Manager II
Eric Mills, PMJV
Maryanne Dioquino, PMJV

APPROVED: 07/08/2022

Edward W. Powers — Date
Deputy County Executive

DISAPPROVED:

Edward W. Powers — Date
Deputy County Executive

REQUEST TO INITIATE RTI Number 21-0179

REQUEST FOR QUALIFICATIONS/REQUEST FOR PROPOSAL/REQUEST FOR BID CONTRACT

PART I: Approval by the Deputy County Executive for Operations must be obtained prior to ANY RFQ/RFP/RFBC

☐ **RFQ** ☑ **RFP** ☐ **RFBC** ☐ **In-House or Requirements Work Order**

Project Title: _Construction Management Services or Permanent Hot Water/Chilled Water Piping System (S35121-16N)

Department: Public Works Project Manager: Chris Vella____ Date: 7/6/21__________

Service Requested: Construction Management Services

Justification: As part of the Hurricane Sandy Recovery Program, the storm damaged hot water and chilled water piping network is to be replaced at the South Shore WRF (AKA the Bay Park STP). The Department does not have the in-house resource to execute this work and will be retaining a consultant to provide construction oversight of this project.

Requested by: Public Works - Water/Wastewater Engineering Unit

Project Cost for this Phase/Contract: (Plan/Design/Construction/CM/Equipment) $1,000,000______
Circle appropriate phase

Total Project Cost: $14,500,000_____ Includes, design, construction and CM
Date Start Work: 4/3/2022 ____ Phase being requested
Duration:_Thirty (30) Months____ Phase being requested

Capital Funding Approval: YES ☐ NO ☐ Roseann Dalleva 070721
SIGNATURE DATE

Funding Allocation (Capital Project): ______
See Attached Sheet if multiyear ☐

NIFS Entered : ______ SIGNATURE DATE

AIM Entered: Y. Allen 7/9/21
SIGNATURE DATE

Funding Code: 35121 -16n
use this on all `encumbrances

Timesheet Code: 21-0179
use this on timesheets

State Environmental Quality Review Act (SEQRA):
Type II Action ☑ or, Environmental Assessment Form Required ☐
Supplemental Environmental Documentation ______

Department Head Approval: YES ☒ NO ☐ [signature]
SIGNATURE

DCE/Ops Approval: YES ☒ NO ☐ Brian J. Schneider 07/07/2021
SIGNATURE

PART II: To be submitted to Chief Deputy County Executive after Qualifications/Proposals/Contracts are received from Responding vendors.

See Attached Sheet ☐

	Vendor	Quote	Comment
1.			
2.			
3.			
4.			

DCE/Ops Approval: YES NO Signature ______

Version January 2014

vf

Nassau County Office of Minority Affairs – County Funded Projects Only
Minority- & Women- Owned Business Enterprise (MWBE) Utilization Plan

Instructions for Contractors & Service Providers:

Contractors and Service Providers must complete Sections 2 and 3. **Submit the completed, signed (electronic signature box checked and dated) form in Microsoft Word format to the Recipient's designated Minority Business Officer (MBO) no later than the date of contract execution.** Incomplete forms will be found deficient. This form is to be used for Nassau County Funded Projects Only which require "Good Faith Efforts" for MWBE/SDVOB Participation.

COUNTY OF NASSAU
DEPARTMENT OF PUBLIC WORKS
Inter-Departmental Memo

TO: Christopher Vella, Project Manager II

FROM: Office of the Commissioner

DATE: July 13, 2021

SUBJECT: CSEA Sub-Contracting Approval
C21-0179 Contract Number: S35121-16N
Construction Management Services for the Bay Park STP Permanent Hot Water/Chilled Water Piping System Project

Please be aware in accordance with Section 32-3 of the CSEA/County CBA, the Department has met with CSEA representatives to discuss your proposed DPW contract referenced above. Pursuant to Section 32-3 of the CSEA/County CBA, CSEA has withdrawn its objection to the above-referenced contract known as **C21-0179.**

Please prepare the necessary documentation to proceed with your work. Once the advisement is certified you may issue the contractor a Notice to Proceed.

Roseann Dalleva

Roseann D'Alleva
Deputy Commissioner

RD:jd
c: Kenneth G. Arnold, Commissioner
Vincent Falkowski, Deputy Commissioner
Loretta Dionisio, Assistant to Deputy Commissioner

S:\Central DPW Admin Group\Administration\CSEA\July 13, 2021\PM Subcontractor\C21-0179 CSEA Sub Approval PM Memo.rd.doc

COUNTY OF NASSAU
DEPARTMENT OF PUBLIC WORKS
Inter-Departmental Memo

C21-0179

TO: Civil Service Employees Association, Nassau Local 830
Att: Ronald Gurrieri, President

FROM: Water/Wastewater Engineering Unit

DATE: July 7, 2021

SUBJECT: CSEA Notification of a Proposed DPW Contract
Proposed Contract No: S35121-16N

The following notification is to comply with the spirit and intent of Section 32 of the County/CSEA contract. It should not be implied that the proposed DPW authorization is for work, which has "historically and exclusively been performed by bargaining unit members."

1. DPW plans to recommend a contract/agreement for the following services: Construction Management Services for the Bay Park STP Permanent Hot Water/Chilled Water Piping System Project

2. The work involves the following: oversight of construction contractor that will be replacing the existing piping network for hot water and chilled water at the Bay Park STP.

3. An estimate of the cost is: $1,000,000

4. An estimate of the duration is: Thirty (30) months

Should you wish to propose an alternative to the proposed contract/agreement, please respond within ten (10) days to: Department of Public Works, Attn: Roseann D'Alleva, Deputy Commissioner, telephone 1-0525, fax 1-9657.

Roseann Dalleva

Roseann D'Alleva
Deputy Commissioner

RD:VF:rp
c: Jose Lopez, Director, Office of Labor Relations
Seth Blau, Deputy Director, Office of Labor Relations
Vincent Falkowski, Deputy Commissioner
Loretta Dionisio, Assistant to Deputy Commissioner
Christopher Yansick, Unit Head, Financial Management Unit
Diane Pyne, Unit Head, Human Resources Unit
Christopher Vella, Project Manager II
Eric Mills, Program Controls Manager, PMJV
Rosa Miler, Special Assistant, Office of Labor Relations

U.S. DEPARTMENT OF JUSTICE
OFFICE OF JUSTICE PROGRAMS
OFFICE OF THE COMPTROLLER

Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion Lower Tier Covered Transactions (Sub-Recipient)

This certification is required by the regulations implementing Executive Order 12549, Debarment and Suspension, 28 CFR Part 67, Section 67.510, Participants' responsibilities. The regulations were published as Part VII of the May 26, 1988 *Federal Register* (pages 19160-19211).

(BEFORE COMPLETING CERTIFICATION, READ INSTRUCTIONS ON REVERSE)

(1) The prospective lower tier participant certifies, by submission of this proposal, that neither it nor its principals are presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any Federal department of agency.

(2) Where the prospective lower tier participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

Robert Bauco, Vice President 7/19/2022
Name and Title of Authorized Representative m/d/yy

Robert Bauco 7/19/2022
Signature Date

Jacobs Project Management Co.
Name of Organization

1305 Franklin Avenue, Suite 245 Garden City, New York 11530
Address of Organization

Instructions for Certification

1. By signing and submitting this proposal, the prospective lower tier participant is providing the certification set out below.

2. The certification in this clause is a material representation of fact upon which reliance was placed when this transaction was entered into. If it is later determined that the prospective lower tier participant knowingly rendered an erroneous certification, in addition to other remedies available to the Federal Government, the department or agency with which this transaction originated may pursue available remedies, including suspension and/or debarment.

3. The prospective lower tier participant shall provide immediate written notice to the person to which this proposal is submitted if at any time the prospective lower tier participant learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.

4. The terms "covered transaction," "debarred," "suspended," "ineligible," "lower tier covered transaction," "participant," "person," "primary covered transaction," "principal," "proposes," and "voluntarily excluded," as used in this clause, have the meanings set out in the Definitions and Coverage sections of rules implementing Executive Order 12549.

5. The prospective lower tier participant agrees by submitting this proposal that, should the proposed covered transaction be entered into, it shall not knowingly enter into any lower tier covered transaction with a person who is debarred, suspended, declared ineligible, or voluntarily excluded from participation in this covered transaction, unless authorized by the department or agency with which this transaction originated.

6. The prospective lower tier participant further agrees by submitting this proposal that it will include the clause titled, "Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion – Lower Tier Covered Transaction," without modification in all lower tier covered transactions and in all solicitations for lower tier covered transactions.

7. A participant in a covered transaction may rely upon a certification of a prospective participant in a lower tier covered transaction that it is not debarred, suspended, ineligible, or voluntarily excluded from the covered transaction, unless it knows that the certification is erroneous. A participant may decide the method and frequency by which it determines the eligibility of its principals. Each participant may check the Nonprocurement List.

8. Nothing contained in the foregoing shall be construed to require establishment of a system of reports in order to render in good faith the certification required by this clause. The knowledge and information of a participant is not required to exceed that which is normally possessed by a prudent person in the ordinary course of business dealings.

9. Except for transactions authorized under paragraph 5 of these instructions, if a participant in a covered transaction knowingly enters into a lower tier covered transaction with a person who is suspended, debarred, ineligible, or voluntary excluded from participation in this transaction, in addition to other remedies available to the Federal Government, the department or agency with which this transaction originated may pursue available remedies, including suspension and/or debarment.

Nassau County Office of Minority Affairs – County Funded Projects Only
Minority- & Women- Owned Business Enterprise (MWBE) Utilization Plan

SECTION 1: MUNICIPAL INFORMATION			
Recipient/Municipality:		**County:**	
Project No.:	**GIGP/EPG No.:**	**Contract ID:**	**Registration No. (NYC only):**
Minority Business Officer:		**Email:**	**Phone #:**
Address of MBO:			
Electronic Signature of MBO: ☐ I certify that the information submitted herein is true, accurate and complete to the best of my knowledge and belief.			**Date:**
Complete if applicable:			
Authorized Representative:		**Title:**	
Authorized Rep. Company:		**Email:**	**Phone #:**
Electronic Signature of Authorized Rep.: ☐ I certify that the information submitted herein is true, accurate and complete to the best of my knowledge and belief.			**Date:**

SECTION 2: PRIME CONTRACTOR / SERVICE PROVIDER INFORMATION				
Firm Name: Jacobs Project Management Co.			**Contract Type:** ☐ Construction ☒ Other Services	
Prime Firm is Certified as: ☐ MBE ☐ WBE ☒ N/A ☐ Other: Please repeat information in the Utilization Plan below (Section 3). If dual certified, you must select either MBE or WBE.				
Address: 1305 Franklin Avenue Suite 245 Garden City, NY 11530		**Phone #:**	**Fed. Employer ID #:**	
Description of Work: CM services in connection with Permanent Hot-Chilled water piping at South Shore WRF				
Award Date: TBD	**Start Date:** TBD	**Completion Date:** TBD	**MWBE GOAL Total**	**PROPOSED MWBE Participation**
Total Contract Amount: $ 1,427,117 (including $150,000 allowance for testing) **MWBE Eligible Contract Amount:** $ 294,687 (MWBE Goals are applied to this amount and includes all change orders, amendments, & waivers)			**MBE:** 20% $ 251,793 **WBE:** 0% $	**MBE:** 23% $294.687 **WBE:** % $
			Total: 20% $ **251,793**	**Total: 23**% $ **294,687**

Nassau County Office of Minority Affairs – County Funded Projects Only
Minority- & Women- Owned Business Enterprise (MWBE) Utilization Plan

SECTION 3: MWBE SUBCONTRACTOR INFORMATION				
This Submittal is:	☒ The First/Original Utilization Plan ☐ Revised Utilization Plan #:			
NYS/Nassau County Certified M/WBE Subcontractor Info		**Contract Amount:** MBE ($)	**Contract Amount:** WBE ($)	**For NC Use:**
Name: SI Engineering	**Fed. Employer ID#:**	294,687		
Address: 39 Broadway, Suite 650 New York, NY 10006	**Phone #:** 212-354-5939			
Scope of Work: Inspection services	**Email:**			
Select Only One: ☒ MBE ☐ WBE ☐ Other:	**Start Date:** TBD			
Select Only One: ☐ Broker __% ☐ Supplier ☒ N/A	**Completion Date:** TBD			
Full Contract Amount: $ 294,687				
Name:	**Fed. Employer ID#:**			
Address:	**Phone #:**			
Scope of Work:	**Email:**			
Select Only One: ☐ MBE ☐ WBE ☐ Other:	**Start Date:**			
Select Only One: ☐ Broker __% ☐ Supplier ☐ N/A	**Completion Date:**			
Full Contract Amount: $				
Name:	**Fed. Employer ID#:**			
Address:	**Phone #:**			
Scope of Work:	**Email:**			
Select Only One: ☐ MBE ☐ WBE ☐ Other:	**Start Date:**			
Select Only One: ☐ Broker __% ☐ Supplier ☐ N/A	**Completion Date:**			
Full Contract Amount: $				
Name:	**Fed. Employer ID#:**			
Address:	**Phone #:**			
Scope of Work:	**Email:**			
Select Only One: ☐ MBE ☐ WBE ☐ Other:	**Start Date:**			
Select Only One: ☐ Broker __% ☐ Supplier ☐ N/A	**Completion Date:**			
Full Contract Amount: $				

Nassau County Office of Minority Affairs – County Funded Projects Only
Minority- & Women- Owned Business Enterprise (MWBE) Utilization Plan

SECTION 3: M/WBE SUBCONTRACTOR INFORMATION continued				
Name:	**Fed. Employer ID#:**			
Address:	**Phone #:**			
Scope of Work:	**Email:** MIzhar@SIEngineering.com			
Select Only One: ☐ MBE ☐ WBE ☐ Other:	**Start Date:**			
Select Only One: ☐ Broker __% ☐ Supplier ☐ N/A	**Completion Date:**			
Full Contract Amount: $				
Name:	**Fed. Employer ID#:**			
Address:	**Phone #:**			
Scope of Work:	**Email:**			
Select Only One: ☐ MBE ☐ WBE ☐ Other:	**Start Date:**			
Select Only One: ☐ Broker __% ☐ Supplier ☐ N/A	**Completion Date:**			
Full Contract Amount: $				
Name:	**Fed. Employer ID#:**			
Address:	**Phone #:**			
Scope of Work:	**Email:**			
Select Only One: ☐ MBE ☐ WBE ☐ Other:	**Start Date:**			
Select Only One: ☐ Broker __% ☐ Supplier ☐ N/A	**Completion Date:**			
Full Contract Amount: $				
Name:	**Fed. Employer ID#:**			
Address:	**Phone #:**			
Scope of Work:	**Email:**			
Select Only One: ☐ MBE ☐ WBE ☐ Other:	**Start Date:**			
Select Only One: ☐ Broker __% ☐ Supplier ☐ N/A	**Completion Date:**			
Full Contract Amount: $				

SIGNATURE	
Electronic Signature of Contractor: ☒ I certify that the information submitted herein is true, accurate and complete to the best of my knowledge and that all MWBE subcontractors will perform a commercially useful function. **Name** (Please Type)**:** Gus Xenakis	**Date:** 07/12/2022

AFFING PLAN (*Service Providers Only* - Instructions on the following page)

Nassau County Office of Minority Affairs – County Funded Projects Only
Minority- & Women- Owned Business Enterprise (MWBE) Utilization Plan

Municipality:	County: Nassau County	SRF Project No.:	Contract ID:
Service Provider Name:		Date:	

Report Includes – Please select one from the options below:

☐ Workforce utilized on this contract

☐ Contractor/subcontractor’s total workforce

Reporting Entity – Please select one from the options below:

☐ Prime Service Provider

☐ Subcontractor

Job Categories	Hispanic/ Latino		Not Hispanic or Latino											
			Male						Female					
	Male	Female	White	Black/ African American	Native Hawaiian/ Other Pacific Islander	Asian	Native American/ Alaska Native	Two or More Races	White	Black/ African American	Native Hawaiian/ Other Pacific Islander	Asian	Native American/ Alaska Native	Two or More Races
Senior Level Officials/Managers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mid-Level Officials/Managers	0	0	0	00	0	0	0	0	0	0	0	0	0	0
Professionals	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Technicians	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sales Workers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Administrative Support Workers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Skilled Craftsmen	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operatives Semi-Skilled	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Laborers & Helpers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Service Workers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
TOTAL	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Journeypersons														
Apprentices														
Trainees														

Electronic Signature of Service Provider: ☐ I certify that the information submitted herein is true, accurate and complete to the best of my knowledge. **Name** (Please Type)**:**	**Date:**

Nassau County Office of Minority Affairs – County Funded Projects Only
Minority- & Women- Owned Business Enterprise (MWBE) Utilization Plan

Job Categories	Hispanic/ Latino		Not Hispanic or Latino											
			Male						Female					
	Male	Female	White	Black/ African American	Native Hawaiian/ Other Pacific Islander	Asian	Native American/ Alaska Native	Two or More Races	White	Black/ African American	Native Hawaiian/ Other Pacific Islander	Asian	Native American/ Alaska Native	Two or More Races

Nassau County Office of Minority Affairs – County Funded Projects Only
Minority- & Women- Owned Business Enterprise (MWBE) Utilization Plan

Job Categories	Hispanic/ Latino		Not Hispanic or Latino											
			Male						Female					
	Male	Female	White	Black/ African American	Native Hawaiian/ Other Pacific Islander	Asian	Native American/ Alaska Native	Two or More Races	White	Black/ African American	Native Hawaiian/ Other Pacific Islander	Asian	Native American/ Alaska Native	Two or More Races

INSTRUCTIONS

General Instructions: All Service Providers (including legal, engineering, financial advisory or other professional services, and labor) and each subcontractor identified in the bid or proposal must complete an EEO Staffing Plan and submit it as part of the MWBE Utilization Plan no later than the date of execution of the contract.
Where the work force to be utilized in the performance of the contract **can** be separated out from the contractor's or subcontractors' total work force, the contractor shall complete this form *only for the anticipated work force to be utilized on the contract*. Where the work force to be utilized in the performance of the contract **cannot** be separated out from the contractor's or subcontractors' total work force, the contractor shall complete this form for the contractor's or subcontractors' *total work force*.

RACE/ETHNIC IDENTIFICATION: Definitions of race and ethnicity for purposes of completion of this form are as follows:

- **Hispanic or Latino -** A person having origins in Cuba, Mexico**,** Puerto Rico, South or Central America.
- **White -** A person having origins of Europe, the Middle East, or North Africa.
- **Black or African-American -** A person having origins in any of the black racial groups of Africa.
- **Native Hawaiian or Other Pacific Islander-** A person having origins in any of the peoples of Hawaii, Guam, Samoa, or other Pacific Islands.
- **Asian -** A person having origins in any of the original peoples of the Far East, Southeast Asia, or the Indian Subcontinent
- **American Indian or Alaska Native – A person having** origins in any of the original peoples of North, Central, and South America and who maintain tribal affiliation or community attachment.
- **Two or More Races -** All persons who identify with more than one of the above (Non-Hispanic or Latino) five races.

DESCRIPTION OF JOB CATEGORIES
The major job categories used in EEO Staffing Plan are listed below.

Senior Level Officials and Managers - Individuals residing in the highest levels of organizations who plan, direct and formulate policies, set strategy and provide the overall direction of enterprises/organizations for the development and delivery of products or services.

Mid-Level Officials and Managers - Individuals who receive directions from the Senior Level management and serve as managers, other than those who serve as Senior Level Officials and Managers, including those who oversee and direct the delivery of products, services or functions at group, regional or divisional levels of organizations

Professionals - Most jobs in this category require bachelor and graduate degrees, and/or professional certification. In some instances, comparable experience may establish a person's qualifications.

Technicians - Jobs in this category include activities that require applied scientific skills, usually obtained by post-secondary education of varying lengths, depending on the particular occupation, recognizing that in some instances additional training, certification, or comparable experience is required.

Sales Workers - These jobs include non-managerial activities that wholly and primarily involve direct sales.

Administrative Support Workers - These jobs involve non-managerial tasks providing administrative and support assistance, primarily in office settings.

Skilled Craftsmen – Includes higher skilled occupations in construction (building trades craft workers and their formal apprentices) and natural resource extraction workers. Examples of these types of positions include: boilermakers; brick and stone masons; carpenters; electricians; painters

Operatives Semi-Skilled - Most jobs in this category include intermediate skilled occupations and include workers who operate machines or factory-related processing equipment. Most of these occupations do not usually require more than several months of training. Examples include: textile machine workers;

Laborers & Helpers - Jobs in this category include workers with more limited skills who require only brief training to perform tasks that require little or no independent judgment. **Service Workers -** Jobs in this category include food service, cleaning service, personal service, and protective service activities.