



The following documentation is an electronically-submitted vendor response to an advertised solicitation from the *West Virginia Purchasing Bulletin* within the Vendor Self-Service portal at ***wvOASIS.gov***. As part of the State of West Virginia's procurement process, and to maintain the transparency of the bid-opening process, this documentation submitted online is publicly posted by the West Virginia Purchasing Division at ***WVPurchasing.gov*** with any other vendor responses to this solicitation submitted to the Purchasing Division in hard copy format.



Jump to:   Go



Home



Personalize



Accessibility



App Help



About



Welcome, Lu Anne Cottrill

Procurement

Budgeting

Accounts Receivable

Accounts Payable

Solicitation Response(SR)

Dept: 0307

ID: ESR08071800000000550

Ver.: 1

Function: New

Phase: Final

Modified by batch , 08/07/2018

Header  4

General Information

Contact


Default Values

Discount

Document Information

Procurement Folder: 476133

Procurement Type: Central Master Agreement

Vendor ID:  

Legal Name: Thompson Construction Group Inc

Alias/DBA:

Total Bid: \$0.00

Response Date:  

Response Time:

SO Doc Code: CRFQ

SO Dept: 0307

SO Doc ID: DEV1900000005

Published Date: 8/2/18

Close Date: 8/7/18

Close Time: 13:30

Status: Closed

Solicitation Description:

Apply Default Values to Commodity Lines

View Procurement Folder



Purchasing Division  
2019 Washington Street East  
Post Office Box 50130  
Charleston, WV 25305-0130

State of West Virginia  
Solicitation Response

Proc Folder : 476133

Solicitation Description : Addendum 2- Demolition and removal of debris for Region 1

Proc Type : Central Master Agreement

Date issued	Solicitation Closes	Solicitation Response	Version
	2018-08-07 13:30:00	SR 0307 ESR08071800000000550	1

VENDOR

VS0000013216

Thompson Construction Group Inc

Solicitation Number: CRFQ 0307 DEV19000000005

Total Bid : \$0.00

Response Date: 2018-08-07

Response Time: 13:24:34

Comments:

FOR INFORMATION CONTACT THE BUYER

Michelle L Childers  
(304) 558-2063  
michelle.l.childers@wv.gov

Signature on File

FEIN #

DATE

All offers subject to all terms and conditions contained in this solicitation

Line	Comm Ln Desc	Qty	Unit Issue	Unit Price	Ln Total Or Contract Amount
1	Demolition services				

Comm Code	Manufacturer	Specification	Model #
72141510			

Extended Description :	Demolition services

**Comments:**    Region 1, Cost from supplied estimated quantities





"Demolition and Debris Removal  
For Region 1."  
Post-Disaster Residential  
Property Reconstruction Services

August 06, 2018

Request for Proposal

Thompson Construction Group, Inc.  
100 North Main Street  
Sumter, SC 29150  
800.849.8040 Toll-Free  
803.775.3357 Fax



**Thompson**



## TABLE OF CONTENTS



- B. Required Forms
- C. Cover Letter
- D. Management Summary
- E. Proposal
- F. Corporate Experience and Capacity
- G. Personnel / Staffing Plan
- H. References
- I. Acceptance of Conditions
- J. Additional Data
- K. Agreement



**Thompson**



B

## Required Forms



**Thompson**



# CONTRACTOR LICENSE

Authorized by the

West Virginia Contractor Licensing Board

Number:

WV055107

Classification:

ELECTRICAL  
GENERAL BUILDING  
PIPING  
MANUFACTURED HOME INSTALLATION

THOMPSON CONSTRUCTION GROUP INC  
DBA THOMPSON CONSTRUCTION GROUP INC  
100 N MAIN ST  
SUMTER, SC 29150

Date Issued

Expiration Date

JUNE 15, 2018

JUNE 15, 2019

WEST VIRGINIA  
CONTRACTOR  
LICENSING  
BOARD

Authorized Company Signature

*Gene Thayer*  
Chair, West Virginia Contractor  
Licensing Board

This license, or a copy thereof, must be posted in a conspicuous place at every construction site where work is being performed. This license number must appear in all advertisements, on all bid submissions and on all fully executed and binding contracts. This license cannot be assigned or transferred by licensee. Issued under provisions of West Virginia Code, Chapter 21, Article 11.



**WEST VIRGINIA DIVISION OF LABOR  
BOARD OF MANUFACTURED HOUSING  
CONSTRUCTION AND SAFETY**

1900 Kanawha Boulevard East  
State Capitol Complex - Building 3, Room 200 - Charleston, WV 25305

**LICENSE TO CONDUCT BUSINESS**

Under the provisions of West Virginia Code, Chapter 21, Article 9,  
West Virginia Manufactured Housing Construction and Safety Standards Act

**LICENSE #: WV01265**

**TYPE: Contractor**

**Thompson Construction Group, Inc.**

**DBA: Thompson Construction Group, Inc.**

**100 N. Main Street**

**Sumter**

**SC 29150**

**LOCATION: Sumter, SC**

**This License WV01265 is approved and issued on this 1st Day of July 2018  
and shall expire on the 30th of June 2019 unless sooner revoked for cause .**

A handwritten signature in cursive script, reading "Mitchell E. Woodrum".

Chair

**THIS LICENSE IS NON-TRANSFERRABLE**

License must be conspicuously displayed in established place of business.

Pursuant to West Virginia Code, Chapter 21, Article 9 and Title 42 CSR Series 19, Manufactured Housing Construction Safety Standards Act, this "License to Conduct Business" is being issued.

Each licensee must conspicuously display the license in its established place of business.

This license must be renewed on or before June 30th, each year.

## **ADDITIONAL TERMS AND CONDITIONS (Construction Contracts Only)**

**1. CONTRACTOR'S LICENSE:** West Virginia Code § 21-11-2 requires that all persons desiring to perform contracting work in this state be licensed. The West Virginia Contractors Licensing Board is empowered to issue the contractor's license. Applications for a contractor's license may be made by contacting the West Virginia Division of Labor. West Virginia Code § 21-11-11 requires any prospective Vendor to include the contractor's license number on its bid. If an apparent low bidder fails to submit a license number in accordance with this section, the Purchasing Division will promptly request by telephone and electronic mail that the low bidder and the second low bidder provide the license number within one business day of the request. Failure of the bidder to provide the license number within one business day of receiving the request shall result in disqualification of the bid. Vendors should include a contractor's license number in the space provided below.

Contractor's Name: Thompson Construction Group, Inc.

Contractor's License No.: WV- WV055107

The apparent successful Vendor must furnish a copy of its contractor's license prior to the issuance of a contract award document.

**2. DRUG-FREE WORKPLACE AFFIDAVIT:** W. Va. Code § 21-1D-5 provides that any solicitation for a public improvement contract requires each Vendor that submits a bid for the work to submit an affidavit that the Vendor has a written plan for a drug-free workplace policy. If the affidavit is not submitted with the bid submission, the Purchasing Division shall promptly request by telephone and electronic mail that the low bidder and second low bidder provide the affidavit within one business day of the request. Failure to submit the affidavit within one business day of receiving the request shall result in disqualification of the bid. To comply with this law, Vendor should complete the enclosed drug-free workplace affidavit and submit the same with its bid. Failure to submit the signed and notarized drugfree workplace affidavit or a similar affidavit that fully complies with the requirements of the applicable code, within one business day of being requested to do so shall result in disqualification of Vendor's bid. Pursuant to W. Va. Code 21-1D-2(b) and (k), this provision does not apply to public improvement contracts the value of which is \$100,000 or less or temporary or emergency repairs.

**2.1. DRUG-FREE WORKPLACE POLICY:** Pursuant to W. Va. Code § 21-1D-4, Vendor and its subcontractors must implement and maintain a written drug-free workplace policy that complies with said article. The awarding public authority shall cancel this contract if: (1) Vendor fails to implement and maintain a written drug-free workplace policy described in the preceding paragraph, (2) Vendor fails to provide information regarding implementation of its drug-free workplace policy at the request of the public authority; or (3) Vendor provides to the public authority false information regarding the contractor's drug-free workplace policy.

Pursuant to W. Va. Code 21-1D-2(b) and (k), this provision does not apply to public improvement contracts the value of which is \$100,000 or less or temporary or emergency repairs.



**DESIGNATED CONTACT:** Vendor appoints the individual identified in this Section as the Contract Administrator and the initial point of contact for matters relating to this Contract.

Tim McCoy, Senior Project Manager  
(Name, Title)  
Tim McCoy, Senior Project Manager  
(Printed Name and Title)  
N/A  
(Address)  
205 - 229 - 5565  
(Phone Number) / (Fax Number)  
tmccoy@thompsonind.com  
(email address)

**CERTIFICATION AND SIGNATURE:** By signing below, or submitting documentation through wvOASIS, I certify that I have reviewed this Solicitation in its entirety; that I understand the requirements, terms and conditions, and other information contained herein; that this bid, offer or proposal constitutes an offer to the State that cannot be unilaterally withdrawn; that the product or service proposed meets the mandatory requirements contained in the Solicitation for that product or service, unless otherwise stated herein; that the Vendor accepts the terms and conditions contained in the Solicitation, unless otherwise stated herein; that I am submitting this bid, offer or proposal for review and consideration; that I am authorized by the vendor to execute and submit this bid, offer, or proposal, or any documents related thereto on vendor's behalf; that I am authorized to bind the vendor in a contractual relationship; and that to the best of my knowledge, the vendor has properly registered with any State agency that may require registration.

Thompson Construction Group, Inc.  
(Company)

Senior Project Mgr.  
(Authorized Signature) (Representative Name, Title)

Tim McCoy, Senior Project Manager  
(Printed Name and Title of Authorized Representative)

August 1, 2018  
(Date)

205 - 229 - 5565  
(Phone Number) (Fax Number)

ADDENDUM ACKNOWLEDGEMENT FORM  
SOLICITATION NO.:

Instructions: Please acknowledge receipt of all addenda issued with this solicitation by completing this addendum acknowledgment form. Check the box next to each addendum received and sign below. Failure to acknowledge addenda may result in bid disqualification.

Acknowledgment: I hereby acknowledge receipt of the following addenda and have made the necessary revisions to my proposal, plans and/or specification, etc.

Addendum Numbers Received:

*(Check the box next to each addendum received)*

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> Addendum No. 1 | <input type="checkbox"/> Addendum No. 6  |
| <input checked="" type="checkbox"/> Addendum No. 2 | <input type="checkbox"/> Addendum No. 7  |
| <input type="checkbox"/> Addendum No. 3            | <input type="checkbox"/> Addendum No. 8  |
| <input type="checkbox"/> Addendum No. 4            | <input type="checkbox"/> Addendum No. 9  |
| <input type="checkbox"/> Addendum No. 5            | <input type="checkbox"/> Addendum No. 10 |

I understand that failure to confirm the receipt of addenda may be cause for rejection of this bid. I further understand that any verbal representation made or assumed to be made during any oral discussion held between Vendor's representatives and any state personnel is not binding. Only the information issued in writing and added to the specifications by an official addendum is binding.

Thompson Construction Group, Inc.

Company

Authorized Signature

Date

NOTE: This addendum acknowledgement should be submitted with the bid to expedite document processing.



## West Virginia Ethics Commission



### Disclosure of Interested Parties to Contracts

Pursuant to *W. Va. Code* § 6D-1-2, a state agency may not enter into a contract, or a series of related contracts, that has/have an actual or estimated value of \$1 million or more until the business entity submits to the contracting state agency a Disclosure of Interested Parties to the applicable contract. In addition, the business entity awarded a contract is obligated to submit a supplemental Disclosure of Interested Parties reflecting any new or differing interested parties to the contract within 30 days following the completion or termination of the applicable contract.

For purposes of complying with these requirements, the following definitions apply:

*"Business entity"* means any entity recognized by law through which business is conducted, including a sole proprietorship, partnership or corporation, but does not include publicly traded companies listed on a national or international stock exchange.

*"Interested party" or "Interested parties"* means:

- (1) A business entity performing work or service pursuant to, or in furtherance of, the applicable contract, including specifically sub-contractors;
- (2) the person(s) who have an ownership interest equal to or greater than 25% in the business entity performing work or service pursuant to, or in furtherance of, the applicable contract. (This subdivision does not apply to a publicly traded company); and
- (3) the person or business entity, if any, that served as a compensated broker or intermediary to actively facilitate the applicable contract or negotiated the terms of the applicable contract with the state agency. (This subdivision does not apply to persons or business entities performing legal services related to the negotiation or drafting of the applicable contract.)

*"State agency"* means a board, commission, office, department or other agency in the executive, judicial or legislative branch of state government, including publicly funded institutions of higher education: Provided, that for purposes of *W. Va. Code* § 6D-1-2, the West Virginia Investment Management Board shall not be deemed a state agency nor subject to the requirements of that provision.

The contracting business entity must complete this form and submit it to the contracting state agency prior to contract award and to complete another form within 30 days of contract completion or termination.

*This form was created by the State of West Virginia Ethics Commission, 210 Brooks Street, Suite 300, Charleston, WV 25301-1804. Telephone: (304)558-0664; fax: (304)558-2169; e-mail: [ethics@wv.gov](mailto:ethics@wv.gov); website: [www.ethics.wv.gov](http://www.ethics.wv.gov).*

West Virginia Ethics Commission  
**Disclosure of Interested Parties to Contracts**

(Required by W. Va. Code § 6D-1-2)

Name of Contracting Business Entity: Thompson Construction Group, Inc. Address: 100 N. Main Street, Sumter,  
South Carolina 29150

Name of Authorized Agent: WV, Dpt. of Administration Address: 2019 Washington St. E. Charleston, WV 25305

Contract Number: WV055107 Contract Description: Demolition & Debris Removal, Region 1

Governmental agency awarding contract: DEPARTMENT OF ADMINISTRATION; PURCHASING DIVISION

☐ Check here if this is a Supplemental Disclosure

List the Names of Interested Parties to the contract which are known or reasonably anticipated by the contracting business entity for each category below (attach additional pages if necessary):

**1. Subcontractors or other entities performing work or service under the Contract**

☒ Check here if none, otherwise list entity/individual names below.

**2. Any person or entity who owns 25% or more of contracting entity (not applicable to publicly traded entities)**

☒ Check here if none, otherwise list entity/individual names below.

**3. Any person or entity that facilitated, or negotiated the terms of, the applicable contract (excluding legal services related to the negotiation or drafting of the applicable contract)**

☒ Check here if none, otherwise list entity/individual names below.

Signature: [Signature]

Date Signed: August 1, 2018

**Notary Verification**

State of South Carolina, County of Sumter:

I, Tim McCoy, the authorized agent of the contracting business entity listed above, being duly sworn, acknowledge that the Disclosure herein is being made under oath and under the penalty of perjury.

Taken, sworn to and subscribed before me this 1 day of August, 2018.

[Signature]  
Notary Public's Signature

**To be completed by State Agency:**

Date Received by State Agency: \_\_\_\_\_

Date submitted to Ethics Commission: \_\_\_\_\_

Governmental agency submitting Disclosure: \_\_\_\_\_



Revised June 8, 2018





State of West Virginia  
**PURCHASING DIVISION**  
**Construction Bid Submission Review Form**

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*This list has been provided for informational purposes only and is not to be construed as a complete list of request for quotation or bidding requirements for any individual construction project. This list does not and cannot include every item, mistake or oversight that could cause a contractor's bid to be disqualified. Rather, this list is intended to draw attention to some of the most common problems that the Purchasing Division encounters in the bidding process for construction projects. All potential bidders must read the request for quotation, all additional documents, and all instructions relating thereto ("Bid Documents") in their entirety to identify the actual request for quotation and bidding requirements. Failure to read the Bid Documents in their entirety and comply with the stated requirements contained therein may result in bid disqualification.*

---

**Errors That Shall Be Reason for Immediate Bid Disqualification**

1. Failure to attend a mandatory pre-bid meeting
2. Failure to sign the bid
3. Failure to supply a valid bid bond or other surety approved by the state of West Virginia
4. Failure to meet any mandatory requirement of the solicitation
5. Failure to acknowledge receipt of Addenda (only if stipulated as mandatory)
6. Failure to submit bid prior to the bid opening date and time
7. Federal debarment
8. State of West Virginia debarment or suspension

**Errors that May Be Reason for Bid Disqualification Before Contract Award**

1. Debt to the state or political subdivision (must be cured prior to award)
2. Workers' Compensation or Unemployment Compensation delinquency (must be cured prior to award)
3. Not registered as a vendor with the state of West Virginia (must be cured prior to award)
4. Failure to obtain required bonds and/or insurance
5. Failure to provide the sub-contractor listing within one business day of bid opening or one business day of the request to do so by the Purchasing Division.
6. Failure to supply West Virginia contractor's license number with bid or within one day of Purchasing Division request to do so.
7. Failure to supply a signed drug-free workplace affidavit with bid or within one day of Purchasing Division request to do so.
8. Failure to use the provided solicitation form (only if stipulated as mandatory).
9. Failure to complete the Disclosure of Interested Parties to Contracts form (if contract has an actual or estimated value of \$1 million or more; does not apply to publicly traded companies listed on national or internal stock exchange)

State of West Virginia  
Purchasing Division

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**CERTIFIED DRUG-FREE WORKPLACE REPORT COVERSHEET**

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In accordance with **West Virginia Code § 21-1D-7b**, no less than once per year, or upon completion of the project, every contractor shall provide a certified report to the public authority which let the contract. That report must include each of the items identified below in the Required Report Content section.

**Instructions:** Vendor should complete this coversheet, attach it to the required report, and submit it to the appropriate location as follows: For contracts more than \$25,000, the report should be mailed to the West Virginia Purchasing Division at 2019 Washington Street East, Charleston, WV 25305. For contracts of \$25,000 or less, the vendor should mail the report to the public authority issuing the contract.

**Contract Identification:**Contract Number: CRFQ 0307 DEV1900000005Contract Purpose: Demolition and Debris Removal, - Region 1Agency Requesting Work: DEPARTMENT OF ADMINISTRATION; PURCHASING DIVISION

**Required Report Content:** The attached report must include each of the items listed below. The vendor should check each box as an indication that the required information has been included in the attached report.

- ☒ Information indicating the education and training service to the requirements of **West Virginia Code § 21-1D-5** was provided;
- ☒ Name of the laboratory certified by the United States Department of Health and Human Services or its successor that performs the drug tests;
- ☒ Average number of employees in connection with the construction on the public improvement;
- ☒ Drug test results for the following categories including the number of positive tests and the number of negative tests: (A) Pre-employment and new hires; (B) Reasonable suspicion; (C) Post-accident; and (D) Random.

**Vendor Contact Information:**Vendor Name: Thompson Construction VendorVendor Telephone: 800.849.8040Address: 100 North Main Street, Sumter, SC 29150Vendor Fax: 803.775.3357 Fax

Vendor E-Mail: \_\_\_\_\_

If awarded any bid, all Thompson employees hired for the work will be in full drug testing compliances with this requirement.



**State of West Virginia**  
**DRUG FREE WORKPLACE CONFORMANCE AFFIDAVIT**  
**West Virginia Code §21-10-5**

STATE OF WEST VIRGINIA,

COUNTY OF Greenbrier, TO-WIT:

I, Janice W Poplin, after being first duly sworn, depose and state as follows:

1. I am an employee of Thompson Construction Group; and,  
(Company Name)
2. I do hereby attest that Thompson Construction Group  
(Company Name)

maintains a written plan for a drug-free workplace policy and that such plan and policy are in compliance with **West Virginia Code §21-1D**.

The above statements are sworn to under the penalty of perjury.

Printed Name: Janice W Poplin  
 Signature: Janice W Poplin  
 Title: VP, EHS & Risk Management  
 Company Name: Thompson Construction Group  
 Date: 8-6-2018

Taken, subscribed and sworn to before me this 6 day of August, 2018

By Commission expires May 13, 2019



Jeanne H Fawcett  
 (Notary Public)

**THIS AFFIDAVIT MUST BE SUBMITTED WITH THE BID IN ORDER TO COMPLY WITH MY CODE PROVISIONS. FAILURE TO INCLUDE THE AFFIDAVIT WITH THE BID SHALL RESULT IN DISQUALIFICATION OF THE BID.**



### Certification Regarding Lobbying

The undersigned Contractor certifies, to the best of his or her knowledge, that:

1. No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of an agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.
2. If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.
3. The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31, U.S.C. § 1352 (as amended by the Lobbying Disclosure Act of 1995). Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

The Contractor, Thompson Construction certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the Contractor understands and agrees that the provisions of 31 U.S.C. § 3801 et seq., apply to this certification and disclosure, if any.

  
\_\_\_\_\_  
Signature of Contractor's Authorized Official

Tim McCoy, Senior Project Manager

\_\_\_\_\_  
Name and Title of Contractor's Authorized Official

August 1, 2018  
\_\_\_\_\_  
Date

REQUEST FOR QUOTATION  
Residential Manufactured Housing Unit (MHU)

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- 12.1. Vendor must identify principal service personnel which will be issued access cards and/or keys to perform service.
- 12.2. Vendor will be responsible for controlling cards and keys and will pay replacement fee, if the cards or keys become lost or stolen.
- 12.3. Vendor shall notify Agency immediately of any lost, stolen, or missing card or key.
- 12.4. Anyone performing under this Contract will be subject to Agency's security protocol and procedures.
- 12.5. Vendor shall inform all staff of Agency's security protocol and procedures.

**13. MISCELLANEOUS:**

- 13.1. **Contract Manager:** During its performance of this Contract, Vendor must designate and maintain a primary contract manager responsible for overseeing Vendor's responsibilities under this Contract. The Contract manager must be available during normal business hours to address any customer service or other issues related to this Contract. Vendor should list its Contract manager and his or her contact information below.

**Contract Manager:** Tim McCoy

**Telephone Number:** 205 - 229 - 5565

**Fax Number:** N/A

**Email Address:** tmccoy@thompsonind.com

**Subcontractor List Submission (Construction Contracts Only)**

**Bidder's Name:** Thompson Construction Group, Inc.

☐ Check this box if no subcontractors will perform more than \$25,000.00 of work to complete the project.

[illegible]

Attach additional pages if necessary

Revised 06/08/2018





Purchasing Division  
2019 Washington Street East  
Post Office Box 50130  
Charleston, WV 25305-0130

State of West Virginia  
Request for Quotation  
09 — Construction

Proc Folder: 476133

Doc Description: Demolition and removal of debris for Region 1

Proc Type: Central Master Agreement

Date Issued	Solicitation Closes	Solicitation No	Version
2018-07-23	2018-08-07 13:30:00	CRFQ 0307 DEV1900000005	1

BID RECEIVING LOCATION

BID CLERK  
DEPARTMENT OF ADMINISTRATION  
PURCHASING DIVISION  
2019 WASHINGTON ST E  
CHARLESTON WV 25305  
US

VENDOR

Vendor Name, Address and Telephone Number:

FOR INFORMATION CONTACT THE BUYER

Michelle L Childers  
(304) 558-2063  
michelle.l.childers@wv.gov

Signature X FEIN # DATE

All offers subject to all terms and conditions contained in this solicitation

**ADDITIONAL INFORMATION:**

The West Virginia Purchasing Division is soliciting bids on behalf of West Virginia Division of Commerce to establish a contract to execute the inspection, sampling, testing, removal, containing, and transportation of any asbestos containing materials (ACM), hazardous materials, and the demolition and removal of private property debris, public, private, commercial structures, and appurtenances that pose an imminent threat to the health and safety to the public, and are considered to be a blight on the communities in which they are located, and as are specifically designated to be cleared by the Division of Commerce in Greenbrier, Webster, Pocahontas, Summers and Monroe Counties per the terms and conditions and specifications as attached.

Please note:

\*\*\*\*If Vendor is submitting bid online, Vendor must upload and attach the Exhibit A Pricing Page. Total Bid Amount from the Exhibit A Pricing Page is the amount Vendor is to enter into wvOASIS commodity line when submitting online.

INVOICE TO		SHIP TO	
ACCOUNTS PAYABLE DEPT OF COMMERCE FINANCE DIVISION BLDG 3 SUITE 800 1900 KANAWHA BLVD E CHARLESTON WV25305 US		WV DEVELOPMENT OFFICE ADMINISTRATION 11900 KANAWHA BLVD E BLDG 3 SUITE 800 CHARLESTON WV 25305-0311 US	

Line	Comm Ln Desc	Qty	Unit Issue	Unit Price	Total Price
1	Demolition services				

Comm Code	Manufacturer	Specification	Model #
72141510			

**Extended Description :**

Demolition services

**SCHEDULE OF EVENTS**

<u>Line</u>	<u>Event</u>	<u>Event Date</u>
1	Technical Question Deadline	2018-07-31

<b>DEV1900000005</b>	<b>Document Phase</b> <b>Final</b>	<b>Document Description</b> Demolition and removal of debris for Region 1	<b>Page 3</b> <b>of 3</b>
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#### **ADDITIONAL TERMS AND CONDITIONS**

See attached document(s) for additional Terms and Conditions



C



## Cover Letter



**Thompson**



# Thompson

August 02, 2018

Thompson Construction and our team of sub consultants, appreciates the opportunity to submit proposals to West Virginia in response to the 2016 regional flooding.

The Thompson Construction team has the leadership, commitment, and integrity to ensure West Virginia's success in restoring its communities, neighborhoods, and families.

Thompson Construction hopes to have the opportunity to implement our vast disaster response and construction experience to better the state of West Virginia and the lives of its citizens.

Thompson has assembled a Team with experience to cooperatively achieve the goals of this project, and commits to working with many qualified West Virginia contractors during this process. Joining Thompson to prepare necessary studies, provide permit application and coordination, bidding support and construction administration services including demolition, hauling, elevation, building, construction, engineering, and community outreach are:

Allied Response: Allied Response LLC is an industry leader in disaster response project management solutions, with a track record of success in CDBG construction programs.

ACS: Headquartered in Bridgeport, West Virginia – Applied Construction Services is a Platinum Level Award Winner with 35 years of Value-engineered driven construction solutions. They are recognized by the Associated Builders and Contractors, Contractors Association of West Virginia, and Associated General Contractors of American Safety.

We hope to have the opportunity to bring our consolidated resources to West Virginia by joining the Post Disaster RISE West Virginia effort.

Sincerely,

Tim McCoy

Senior Project Manager  
Thompson Construction





D

## Management Summary



**Thompson**

# Mission Statement

Thompson Construction Group's Mission is to provide innovative, practical and high quality service that delivers value to industrial, commercial and government clients.

In order to achieve our Vision....

## **We Commit To:**

- 🌀 A "Thinking Below Zero" behavior based safety culture that is the foundation for everything we do.
- 🌀 Treating our employees with respect and appreciation for contributions each can make. We support and encourage the desire to improve the job skills and performance in order to enhance the employee's potential as well as the company's capabilities.
- 🌀 Working with our clients, partners and vendors on a basis of mutual respect without compromising our commitment to continued improvement. We aim to maintain a long-term relationship that is mutually beneficial, while operating as a responsible corporate citizen.



Thompson Headquarters

*"We believe these commitments will enable us to achieve success for our company, create opportunities and motivation for our employees, and bring value to our customers."*





E

## Proposal & Pricing



**Thompson**



# Capabilities Manual



# Thompson

100 North Main Street  
Sumter, South Carolina  
Phone (803) 773-8005  
Fax (803) 775-3357

# Table of Contents

Mission Statement .....	3
Corporate Information .....	4
Capabilities .....	5
Industries Served	
Services Provided	
Industrial Construction	
Code Work	
Project Management	
Fabrication	
Power Services	
Nested Maintenance, Operations Support, and Small Capital Projects	
Building Construction-Thompson Turner Construction	
Licensing .....	10
Safety Performance .....	11



*Thompson Headquarters, Sumter, South Carolina*

# Mission Statement

Thompson Construction Group's Mission is to provide innovative, practical and high quality service that delivers value to industrial, commercial and government clients.

In order to achieve our Vision....

## **We Commit To:**

- 🌀 A "Thinking Below Zero" behavior based safety culture that is the foundation for everything we do.
- 🌀 Treating our employees with respect and appreciation for contributions each can make. We support and encourage the desire to improve the job skills and performance in order to enhance the employee's potential as well as the company's capabilities.
- 🌀 Working with our clients, partners and vendors on a basis of mutual respect without compromising our commitment to continued improvement. We aim to maintain a long-term relationship that is mutually beneficial, while operating as a responsible corporate citizen.



Thompson Headquarters

*"We believe these commitments will enable us to achieve success for our company, create opportunities and motivation for our employees, and bring value to our customers."*

# Corporate Information

Corporate Office	Thompson Construction Group, Inc. 100 North Main Street Sumter, SC 29150 Telephone: (803) 773-8005 Fax: (803) 775-3357
Regional Service Locations	Columbia, SC North Charleston, SC Greenville, SC
Date of Incorporation	December 31, 1986
State of Incorporation	South Carolina
Type of Business	Corporation
Corporate Officers	*Greg A. Thompson, President CEO *Lewis E. Thompson, Vice President & Assistant Secretary *Harold L. Turner, Jr., Vice President & Assistant Secretary William L. Bryant, Vice President, Capital Projects C. Curtis Hutto, Vice President, Secretary, Treasurer & CFO John J. Halbig, III, Vice President & Assistant Secretary Janice W. Poplin, Vice President & Assistant Secretary Barry K. Falin, Vice President Michael W. Gruber, Vice President Robert B. Landers, Jr. Vice President
Former Name	Thompson Industrial Services, Inc.
Website	<a href="http://www.thompsonsoutheast.com">www.thompsonsoutheast.com</a>

*"Business is all about momentum. Let's move ahead together"*

# Capabilities

## Industries Served

*Thompson provides widely varying services to the following market sectors.*

- Steel & Alloys
- Food & Pharmaceutical
- Manufacturing
- Commercial
- Chemical & Fibers
- Pulp & Paper
- Power
- Automotive & Aerospace
- Institutional
- Educational
- Medical
- Tobacco

## Services Provided

### Industrial Construction

*New construction, retrofit and maintenance services are managed from offices in North Charleston, Greenville and Sumter, South Carolina.*

### Self-Performed Services

- Steel Erection / Rigging
- Process Piping
- Code Welding Services
- Electrical
- Instrumentation
- Controls
- Equipment Setting
- Mechanical Equipment Assembly
- Civil / Foundations
- Structural Welding
- Structural Concrete
- Underground Utility Piping



*"Thompson has a proven record of delivering value through cost reduction and efficiency improvements."*



# Capabilities

## Code Work

- ASME “S” and “U” Certificate
- NBIC “R” Certificate holder
- On Staff: AWS Certified Welding Inspectors and welding inspectors qualified in SNT-TC-1A, AWS, ASME, NBIC and API Codes and Standards
- Boiler Pressure part repair and replacement
- Shop construction and field assembly of Power Boiler Parts and field assembly of Power Boilers to ASME Code Section I
- Shop construction and field assembly of Pressure Vessels to ASME Code Section VIII, Div. 1
- Shop construction and field construction and assembly of Boiler External Piping to ASME Section B31.1
- Shop and field repairs and alterations to the above in accordance with the National Board Inspection Code (NBIC) and Jurisdiction requirements



## Project Management

- Estimating & Scheduling
- Procurement
- Construction Management
- Commissioning Assistance

## Fabrication

- Process Piping
- Code Fabrication Shop
- Small Vessels



*“Thompson Construction Group delivers large-scale construction services to industrial clients in a way that moves their business forward.”*

# Capabilities

## Power Services

*Thompson has the ability to bundle services in order to be a “one-stop” contractor for all aspects of a power project or turnaround assignment.*

### **Steam Generators**

- Furnace Wall & Floor Tubing Replacements
- Reheat, Superheat & Economizer Section Replacements
- Header Replacements
- High Energy Piping Replacements
- Burner & Fuel Piping Installation
- Ash Handling & Conveying Systems
- Fuel Conversions
- Sootblower / Piping Replacement
- New Boiler Erection

### **Electrostatic Precipitators (ESP)**

- New Installations / Modifications
- Internals Replacement
- Ductwork Repairs / Replacements
- Casing & Roof Repairs / Replacements

### **SCR'S**

- New Equipment & Ductwork Installations
- Catalyst Change-Outs
- Vacuum Truck Services

### **Gas Turbines**

- New Installations
- Heat Recovery Steam Generator Erection
- Fuel Piping Installations
- Inlet Filter Replacements

### **Air Heaters**

- Basket Change-Outs
- Flow Conversions

### **Feedwater Heaters**

- Repairs / Replacements
- Piping Modifications



### **Baghouses**

- New Installations
- Equipment Repairs / Replacements
- Pulse Jet Conversion Module Installations
- Ductwork Repairs / Replacements

### **Fans**

- F.D., I.D., & Booster Fan Installations

*“ We understand the intricacies of your industry and equipment. We will mobilize the proper number of high quality, fully trained personnel and related management at your facility to meet the full range of anticipated needs.”*



# Capabilities

## Maintenance, Operations Support, Speciality Cleaning and Small Capital Projects

*Thompson can provide customers with full-time embedded personnel. These Thompson employees satisfy the day-to-day needs of the customers, drive maintenance & reliability improvements, and collaborate with the customer to transition from a culture of unplanned/react maintenance to planned/predictive maintenance.*

*Services include but are not limited to:*

- Equipment Maintenance
- Facilities Maintenance
- Mechanical Construction
- Small Capital Projects
- Operations Support
- Ductwork & Specialty Cleaning



*"Thompson delivers value through top tier safety performance, culture of continual improvement/innovation, and ease of doing business. Our commitment is to build long term relationships by consistently delivering the value and service that our customers expect."*

[www.thompsonsoutheast.com](http://www.thompsonsoutheast.com)



# Capabilities

## Building Construction - Thompson Turner Construction

*Thompson Turner Construction provides construction services from offices in Sumter, North Charleston, Columbia, and Greenville, South Carolina.*

### Services include:

- New Construction
- Renovations
- Additions
- Restorations
- Pre-engineered Buildings

### Markets include:

- Educational
- Government / Municipal
- Commercial
- Museums
- Sports & Recreation
- Office / Corporate
- Warehouses
- Covered Storage
- Churches
- Industrial



*"Building success is like building trust. It's here at Thompson Turner."*

[www.thompsonsoutheast.com](http://www.thompsonsoutheast.com)

# Licensing

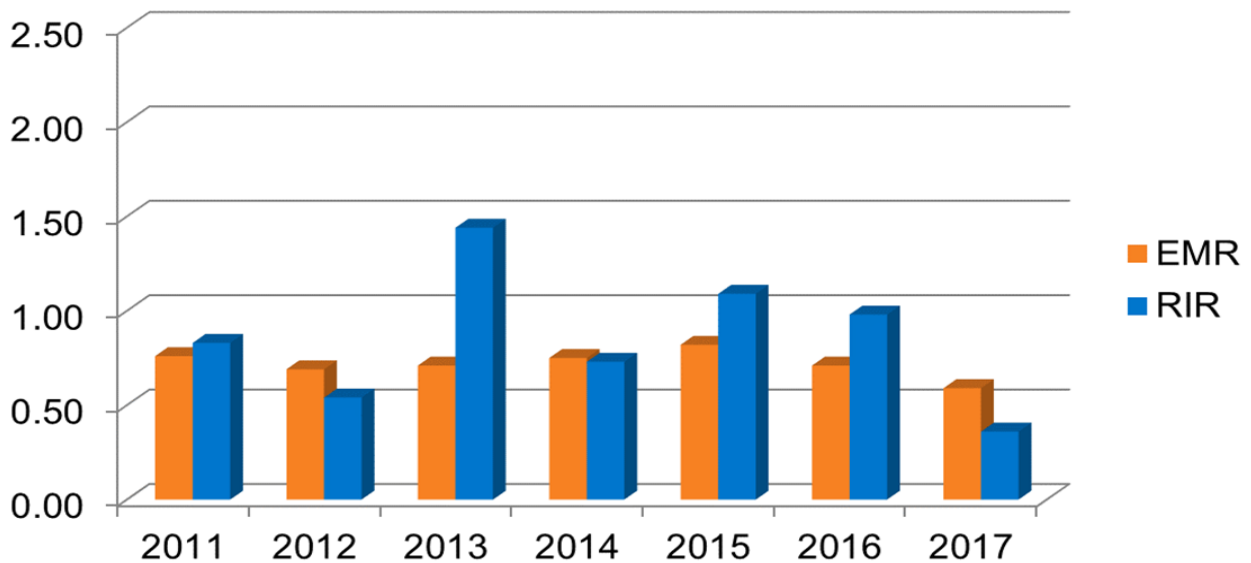
State	Type of License	License #	Expiration Date
Alabama	General Contractor	25153	07/31/2017
Arizona	General Contractor	290839	03/31/2018
Arkansas	Building, Specialty	67610416	04/30/2017
Arkansas	Boiler & Pressure Vessels	R747 & I2148	12/31/2017
Connecticut	Major Contractor	MCO.0903086	06/30/2017
Florida	General Contractor	CGC061000	08/31/2018
Florida	Plumbing	CFC057360	06/30/2018
Georgia	Electrical	EN215888-Hodapp	06/30/2018
Georgia	Electrical	EN212615-Mapes	06/30/2018
Georgia	General Contractor	GCCO004231-Bryant	06/30/2016
Georgia	General Contractor	GCCO002126-Halbig	06/30/2018
Georgia	Boiler	B-3308	03/09-2019
Iowa	General Contractor	C097739	05/05/2017
Kentucky	Boiler Contractor	KY2076	11/30/2017
Kentucky	Electrical	CE64987	01/31/2018
Louisiana	Heavy Const., Elec., Bldg., Plb.	38137	12/31/2017
Maryland	Out of State Contractor		04/30/2017
Mississippi	Bldg., Process Piping, Electrical	10648-MC	10/08/2017
North Carolina	Electrical-Hodapp/Mapes	19502-U	10/03/2017
North Carolina	Plumbing	22928	12/31/2017
North Carolina	General Contractor	29939	12/31/2017
Ohio	Boiler Contractor	C86327	07/31/2017
Ohio	Electrical	47728	07/21/2017
Oklahoma	Boiler & Pressure Vessels	7034	03/31/2018
South Carolina	General Contractor	G12953	10/31/2018
South Carolina	Mechanical Contractor	M100573	10/31/2017
SC - Thompson Turner	General Contractor	G104406	10/31/2018
South Carolina	TI Group Architecture	100245	08/31/2017
Tennessee	Mech., Bldg., Plb., Elec.	46199	01/31/2019
Tennessee	Boiler & Pressure Vessels	737	06/30/2017
Texas	Electrical	25674	09/05/2017
Virginia	Contractor	2705 037931	03/31/2019
Virginia	Electrical	2710 057183-Hodapp	10/31/2017
Virginia	Electrical	2710 039084-Mapes	04/30/2018
Virginia	Plumbing	2710 030757	02/28/2019
West Virginia	Contractor & Boiler with R Stamp	WV055107	06/15/2019
State	Business License	License #	Expiration Date
Go Kahuna		08-000717	05/08/2018
Thompson Constructors, LLC	John Halbig	GCQA003957	06/30/2018
Thompson Constructors, LLC	General Contractor	GCCO003951	06/30/2018

# Safety Performance

Thompson puts safety at the forefront of all we do, regardless of project size or scope of work.

Thompson employs full time safety professionals to perform safety training and to conduct independent, unannounced safety audits at its job sites. Thompson also provides incentives to its employees that exercise safe practices in the work place.

Thompson's commitment to safety is evidenced by the safety performance summary provided below. Summary data was obtained from Thompson's OSHA logs.



Year	Hours Worked	EMR	TIR
2011	2,175,279	0.76	0.83
2012	1,848,245	0.69	0.54
2013	3,048,287	0.71	1.44
2014	3,525,537	0.75	0.73
2015	2,744,046	0.82	1.09
2016	3,069,680	0.71	0.98
2017 Q1	548,855	0.59	0.36

*“Thompson’s safety performance measures and benchmarks are among the industry’s most stringent.”*

# **Thompson Construction Group, Inc.**

## **Demolition & Debris Removal**

### **Demolition & Debris Removal – Bid Assumptions**

1. Line #12, on Exhibit A, Pricing Page, Is a \$1500 fee per structure, limited to 5 tons per structure.
2. Contract terms to be negotiated/finalized after award of contract.
3. Separated / crushed, concrete, cinder-block, and brick, can be used for non-organic fill up to 3 feet below surface grade.
4. Hazardous Waste discoveries, beyond lead, asbestos, and fully contained fuel storages, are too wide and varied to be priced with no information. Thus, such an extreme circumstance will be brought to the Construction Management Team naming a specialty contractor with the estimate for this specialty environmental work that will be invoiced with 20% O&P by TCG.
5. Assumes suitable access for dump trucks and equipment up to 14 feet wide, up to 42 tons in weight.



# Thompson Construction Group, Inc.

## Demolition and Debris Removal

### REGION 1-REVISED for Addendum 2 UNIT PRICE CONTRACT FOR DEMOLITION, DEBRIS REMOVAL, ASBESTOS ABATEMENT, AND HAZARDOUS MATERIAL REMOVAL - REGION 1

DESCRIPTION	UNIT OF MEASURE	UNIT PRICE	ESTIMATED QTY	EXTENDED COST
Demolition and Removal of Single and Multiple Story Foundational Structures (Public, Private, Commercial) and Non-Foundational Structures (Trailers, Modulares, etc.)	Square Foot	\$ 4.00	339,000	\$ 1,356,000.00
Removal of Personal Property Debris (Structures that have been previously demolished but not removed).	Cubic Yard	\$ 57.60	75	\$ 4,320.00
Removal of Municipal Waste and Woody and Vegetative Debris.	Cubic Yard	\$ 57.60	20	\$ 1,152.00
Filling in of Basements and Crawlspace.	Cubic Yard	\$ 30.00	565	\$ 16,950.00
Draining, Removal, and Backfilling of Septic Tanks	Per Tank	\$ 600.00	113	\$ 67,800.00
Sealing, Filling In, and/or Capping Underground Wells	Per Well	\$ 3,840.00	113	\$ 433,920.00
Removal of External Propane or Fuel Oil Tanks	Per Tank	\$ 600.00	113	\$ 67,800.00
Inspection, Sampling, Testing, and Documentation of Asbestos Containing Materials of all Standing Structures.	Per Structure	\$ 600.00	339	\$ 203,400.00
Inspection, Sampling, Testing, and Documentation of Asbestos Containing Materials of Personal Property Debris (Structures that have been previously demolished).	Per Structure	\$ 600.00	75	\$ 45,000.00
Removal, Containment, and Transportation of Asbestos Containing Materials to an approved and properly licensed sanitary landfill. Line item includes Personal Property Debris.	Square Foot	\$ 5.22	8,475	\$ 44,239.50
Inspection, Sampling, Testing, and Documentation of Hazardous Materials.	Per Structure	\$ 600.00	339	\$ 203,400.00
Removal, Containment, and Transportation of Hazardous Materials to an approved and properly licensed sanitary landfill.	Per Structure	\$ 1,800.00	339	\$ 610,200.00
<b>*TOTAL BASE BID AMOUNT</b>				<b>\$ 3,054,181.50</b>

\*Total bid amount includes all delivery and transportation costs. Estimated Quantities are for bidding and evaluation purposes only. The quantity used may be more or less than the stated estimated quantities.

**Thompson Construction Group, Inc.**  
**100 North Main Street**  
**Sumter, SC 29150**  
**800.849.8040 Toll-Free 803.775.3357 Fax**



# Thompson



F



Corporate Experience and Capacity



**Thompson**

Thompson is a privately held, progressive company headquartered in Sumter, South Carolina, serving Southeastern markets. We provide innovative, practical and high quality construction and maintenance services to industrial, commercial and governmental clients. Our experienced team has developed an outstanding reputation in these markets through years of delivering quality services, on time, with competitive pricing.

Thompson Construction Group, Inc. was formed by Greg A. Thompson and Lewis E. Thompson in 1986. Thompson has three Regional Service Offices located in Columbia, Greenville and North Charleston, South Carolina. Having four strategically placed locations, including the corporate headquarters, TCG can deliver large-scale construction services to industrial clients in a way that moves their business forward. Thompson has the expertise needed for your building project, whether it may be a new construction, a retrofit or maintenance services. Our specialists deliver the highest caliber of quality, safety and efficiency in executing a wide array of work.

### Construction Services

Thompson combines proven building experience with expertise in a number of specialties that are critical to quality industrial construction. The result is a high level of competency in delivering solutions to clients that directly supports their business objectives.

- Concrete
- Power Services
- Code Welding
- Steel Erection/Rigging
- Buildings
- Equipment Erection
- Piping
- Maintenance Services
- Electrical & Instrumentation



*Corporate Headquarters, Sumter, SC*

### Post-Construction Support

Thompson can provide cost-efficient support to our customers on an ongoing basis through facilities maintenance, production equipment maintenance, and production support personnel. This strategy allows our customers to focus on their core competencies while leaving maintenance issues to people who specialize in that function.

### A Culture of Safety

Thompson puts safety at the forefront of all we do, regardless of project size or scope. Our principle of doing business extends from top management down to field operations. We worked deliberately to develop a culture where safety comes first, and we are fully committed to sustaining it. As a result, we have zero tolerance for practices that do not promote a safe workplace.

### Corporate Officers

Greg A. Thompson, President/CEO\*  
Lewis E. Thompson, Vice President\*  
Hal Turner, Vice President\*  
William L. Bryant, VP, Capital Projects  
Curtis Hutto, Vice President/CFO  
Michael Gruber, Vice President  
Robert B. Landers, Jr., VP, Power Svcs.  
Janice Poplin, Vice President  
Barry Falin, Vice President  
John Halbig, Vice President

\*denotes shareholder







# Thompson

Corporate Headquarters

Regional Office: Industrial Construction

Regional Office: General Contracting

100 N. Main  
Sumter, SC 29150  
(803) 773-8005  
(800) 849-8040  
Fax: (803) 775-3357  
12,765 ft<sup>2</sup>

Regional Office: Industrial Construction

Regional Office: General Contracting

6550 Ward Avenue  
North Charleston, SC 29406-4718  
(843) 569-3441  
(800) 628-7141  
Fax: (843) 569-3443  
2,592 ft<sup>2</sup> office  
8,000 ft<sup>2</sup> warehouse and/or fabrication  
7.3 acres outdoor laydown area

Regional Office: Industrial Construction

Regional Office: General Contracting

1116 Henderson Street  
Suite 200  
Columbia, SC 29201  
(803) 933-9337  
Fax: (803) 933-0373  
4,300 ft<sup>2</sup> office

Regional Office: Pipe Fabrication

Regional Office: Industrial Construction

879 South Guignard Drive  
Sumter, SC 29150  
(803) 773-8005  
Fax: (803) 774-0346  
3,520 ft<sup>2</sup> office  
15,300 ft<sup>2</sup> fabrication and warehouse  
5.5 acres outdoor laydown area







# Thompson

Regional Office: Power Services

Regional Office: Industrial Construction

75 Beattie Place, Suite 910

Greenville, SC 29601

(864) 751-3406

Fax: (864) 752-0471

5,205 ft2 office



Jan 26 2017  
REFERENCE ID: 1701261028504

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE  
NOTICE OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT OR BOTH  
OF A SOUTH CAROLINA  
OR FOREIGN CORPORATION

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Sections 33-5-102 and 33-15-108 of the 1976 South Carolina Code of Laws as amended, the undersigned corporation submits the following information

- 1 The name of the corporation is Thompson Construction Group, Inc
  - 2 The corporation is (complete either a or b whichever is applicable)  
a a domestic corporation incorporated in South Carolina on 12/31/86 - Amended 03/13/06, or  
b a foreign corporation incorporated in \_\_\_\_\_ on \_\_\_\_\_, and  
State Date  
authorized to do business in South Carolina on \_\_\_\_\_  
Date
  - 3 The street address of the present registered office in South Carolina is 115 Broad Street  
in the city of Sumter, South Carolina 29150  
Street & Number Zip Code
  - 4 If the current registered office is to be changed, the street address to which its registered office is  
to be changed is 100 N Main Street in the city of Sumter South  
Street Address Carolina 29150  
Zip Code
  - 5 The name of the present registered agent is Gregory A Thompson
  - 6 If the current registered agent is to be changed the name of the successor registered agent is  
N/A
- \* I hereby consent to the appointment as registered agent of the corporation
- N/A  
Signature of New Registered Agent
- 7 The address of the registered office and the address of the business office of the registered agent, as changed will be identical
  - 8 Unless a delayed date is specified, this will be effective upon acceptance for filing by the Secretary of State (See Section 33-1-230(b) of the 1976 South Carolina Code of Laws, as amended \_\_\_\_\_)

\*Pursuant to Sections 33-5-102(5) and 33-5-108(5) of the 1976 South Carolina Code of Laws, as amended the written consent of the registered agent may be attached to this form

081126-0148 FILED 11/25/2008  
THOMPSON CONSTRUCTION GROUP INC  
Filing Fee \$10.00 ORIG



Mark Hammond

South Carolina Secretary of State

Jan 26 2017

REFERENCE ID: 1701261028504

  
SECRETARY OF STATE OF SOUTH CAROLINA

Thompson Construction Group, Inc  
Name of Corporation

Date

11/17/08

Thompson Construction Group, Inc  
Name of Corporation

  
Signature

Gregory A. Thompson, President  
Type or Print Name and Title

**FILING INSTRUCTIONS**

- 1 Two copies of this form the original and either a duplicate original or a conformed copy must be filed
- 2 Filing Fee (payable to the Secretary of State at the time of filing this document) - \$10.00
- 3 Pursuant to Section 33-5-102(b) of the 1976 South Carolina Code of Laws as amended the registered agent can file this when the only change is the street address of the registered office. In this situation the following statement should be typed on the form above the registered agent's signature: The corporation has been notified of this change. In this case the filing fee is \$2.00.

Return to Secretary of State  
P O Box 11350  
Columbia SC 29211



Jan 26 2017

REFERENCE ID: 1701261028504

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

**STATE OF SOUTH CAROLINA  
SECRETARY OF STATE  
ARTICLES OF AMENDMENT**

**TYPE OR PRINT CLEARLY IN BLACK INK**

Pursuant Section 33-10-106 of the 1976 South Carolina Code of Laws, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation

- 1 The name of the corporation is Thompson Industrial Services, Inc
- 2 Date of Incorporation December 31, 1986
- 3 Agent's Name and Address Gregory A Thompson, 115 Broad Street, Sumter SC 29150
- 4 On March 6, 2006, the corporation adopted the following Amendment (s) of its Articles of Incorporation (Type or attach the complete text of each Amendment)

The name of the corporation is hereby changed from  
Thompson Industrial Services, Inc to Thompson Construction Group, Inc

- 5 The manner, if not set forth in the Amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the Amendment shall be effected, is as follows (if not applicable, insert "not applicable" or "NA")

- 6 Complete either "a" or "b", whichever is applicable

- a ☒ Amendment(s) adopted by shareholder action  
At the date of adoption of the Amendment, the number of outstanding shares of each voting group entitled to vote separately on the Amendment, and the vote of such shares was

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares
				For or Against
common shareholders	106,500	106,500	106,500	106,500 for amendment

060313-0089

FILED 03/13/2006

THOMPSON CONSTRUCTION GROUP, INC

Filing Fee \$110.00 ORIG



Mark Hammond

South Carolina Secretary of State

Jan 26 2017

REFERENCE ID: 1701261028504

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

Thompson Industrial Services, Inc  
Name of Corporation

\*NOTE Pursuant to Section 33-10-106(6)(i) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of disputed shares cast for the amendment by each voting group together with a statement that the number of cast for the amendment by each voting group was sufficient for approval by that voting group

b ☐ The Amendment(s) was duly adopted by the incorporators or board of directors without shareholder approval pursuant to Section 33-6-102(d), 33-10-102 and 33-10-105 of the 1976 South Carolina Code of Laws, as amended, and shareholder action was not required

7 Unless a delayed date is specified, the effective date of these Articles of Amendment shall be the date of acceptance for filing by the Secretary of State (See Section 33-1-230(b) of 1976 South Carolina Code of Laws, as amended) \_\_\_\_\_

Date March 6, 2006

Thompson Industrial Services, Inc  
Name of Corporation  
*Gregory A. Thompson*  
Signature  
Gregory A. Thompson, President  
Type or Print Name and Office

**FILING INSTRUCTIONS**

- 1 Two copies of this form, the original and either a duplicate original or a conformed copy must be filed
- 2 If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form
- 3 Filing fees and taxes payable to the Secretary of State at time of filing application

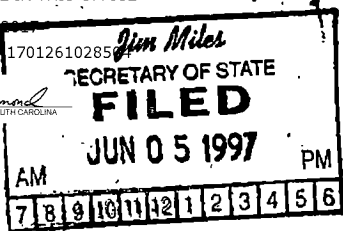
Filing Fee	\$ 10 00
Filing tax	<u>100 00</u>
Total	\$110 00

Return to Secretary of State  
P O Box 11350  
Columbia, SC 29211

Jan 26 1997

REFERENCE ID: 17012610285

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA



STATE OF SOUTH CAROLINA  
SECRETARY OF STATE

ARTICLES OF AMENDMENT

Pursuant §Section 3-10-106 of the 1976 South Carolina Code, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Thompson Industrial Services, Inc.
2. On May 26, 1997, the corporation adopted the following Amendment(s) of its Articles of Incorporation:  
(Type or attach the complete text of Each Amendment)  
See Copy of Minutes Attached

3. The manner, if not set forth in the amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the Amendment shall be effected, is as follows: (if not applicable, insert "not applicable" or "NA").

N/A

4. Complete either a or b, whichever is applicable.
  - a. ☒ Amendment(s) adopted by shareholder action.  
At the date of adoption of the amendment, the number of outstanding shares of each voting group entitled to vote separately on the Amendment, and the vote of such shares was:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares Voted	
				For	Against
Common	1,070	1,070	1,070	1,070	-0-



Jan 26 2017

REFERENCE ID: 1701261028504

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

**\*NOTE:** Pursuant to Section 33-10-106(6)(i), the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number of cast for the amendment by each voting group was sufficient for approval by that voting group.

b. ☐ The Amendment(s) was duly adopted by the incorporators or board of directors without shareholder approval pursuant to §33-6-102(d), 33-10-102 and 33-10-105 of the 1976 South Carolina Code as amended, and shareholder action was not required.

5. Unless a delayed date is specified, the effective date of these Articles of Amendment shall be the date of acceptance for filing by the Secretary of State (See §33-1-230(b)): \_\_\_\_\_

DATE May 26, 1997

Thompson Industrial Services, Inc.  
(Name of Corporation)  
By: *Greg A. Thompson*  
(Signature)

Greg A. Thompson, President  
(Type or Print Name and Office)

### FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
2. If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
3. Filing fees and taxes payable to the Secretary of State at time of filing application.

Filing Fee	\$ 10.00
Filing tax	100.00
Total	\$110.00

Jan 26 2017

REFERENCE ID: 1701261028504

  
Mark Hammond  
SECRETARY OF STATE OF SOUTH CAROLINA

**MINUTES OF THE  
SHAREHOLDERS MEETING  
OF  
THOMPSON INDUSTRIAL SERVICES, INC.**

Pursuant to waiver of notice (copies of which are attached), a special meeting of the Shareholders of the above corporation was held on May 26, 1997 at 4:00 PM at the corporation's place of business.

**I. QUORUM.** A quorum was declared present based on the following Shareholders who were present or represented by proxy as follows:

- Shareholder: Greg A. Thompson  
Number of Shares: 700  
The Shareholder was represented in person.

- Shareholder: Lewis E. Thompson  
Number of Shares: 300  
The Shareholder was represented in person.

- Shareholder: Marco G. Lardi  
Number of Shares: 65  
The Shareholder was represented in person.

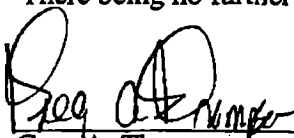
- Shareholder: M. Richard Hamby, Jr.  
Number of Shares: 5  
The Shareholder was represented in person.

The following corporate actions were taken by appropriate motions duly made, seconded, and adopted by the unanimous vote of the Shareholders entitled to vote (unless a higher voting approval is stated).

**II. AUTHORIZATION OF CORPORATE ACTION.** The Officers were authorized to take all actions and to sign all documents reasonably needed to:

**III. AUTHORIZED STOCK.** Amend the Articles of Incorporation to increase the authorized shares of the Company from 10,000 shares to 200,000 shares.

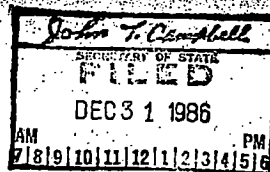
There being no further business, the meeting was duly adjourned.

  
\_\_\_\_\_  
Greg A. Thompson  
President

Initials: \_\_\_\_\_

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE  
ARTICLES OF INCORPORATION  
OF



Thompson Industrial Services, Inc.

(File this Form in  
Duplicate Originals)

(\$33-7-30 of 1976 Code)

This Space for Use  
by  
Secretary of State

JUL 01/02 4973  
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01-02-87 FMT:\$45.00  
SECT OF STATE OF SOUTH CAROLINA

1. The name of the proposed corporation is Thompson Industrial Services, Inc.

2. The initial registered office of the corporation is 115 Broad Street

Sumter Sumter S. C. 29150  
City County Zip Code

and the initial registered agent at such address is Greg A. Thompson

3. ~~The purpose of the corporation shall be general business purposes.~~

4. The corporation is authorized to issue shares of stock as follows:

Class of Shares	Authorized No. of Each Class	Par Value
<u>Common</u>	<u>10,000</u>	<u>\$10.00</u>

If shares are divided into two or more classes or if any class of shares is divided into series within a class, the relative rights, preferences, and limitations of the shares of each class, and of each series within a class, are as follows:

Not Applicable.

5. Total authorized capital stock is One Hundred Thousand and no/100 (\$100,000.00)

6. The existence of the corporation shall begin as of the filing date with the Secretary of State ~~and no later than~~

7. The number of directors constituting the initial board of directors of the corporation is 1 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are as follows:

Name	Address
(a) <u>Greg A. Thompson</u>	<u>115 Broad Street, Sumter, SC 29150</u>
(b) <u> </u>	<u> </u>
(c) <u> </u>	<u> </u>
(d) <u> </u>	<u> </u>

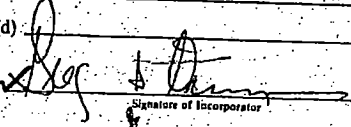
8. The general nature of the business for which the corporation is organized is as follows: (It is not necessary to set forth the powers enumerated in §33-3-10 of 1976 Code) Any and all things permitted by the South Carolina Corporations Act and more particularly to engage in the repair improvements, redecorating, sandblasting, painting, refurbishing, maintenance, renovation and alterations of business, commercial, industrial and residential sites and all other related and collateral activities.

9. Provisions which the incorporators elect to include in the articles of incorporation are as follows: (Attach additional sheet(s) if necessary)  
None



*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

10. The name and address of each incorporator is as follows:

Name	Street & Box No.	City	County	State
(a) <u>Greg A. Thompson</u>	<u>115 Broad Street</u>	<u>Sumter</u>	<u>Sumter</u>	<u>SC 29150</u>
(b) _____	_____	_____	_____	_____
(c) _____	_____	_____	_____	_____
(d) 	_____	_____	_____	_____
Signature of Incorporator	_____	<u>GREG A. THOMPSON</u>	_____	_____
Signature of Incorporator	_____	Type or Print Name	_____	_____
Signature of Incorporator	_____	Type or Print Name	_____	_____
Signature of Incorporator	_____	Type or Print Name	_____	_____
Signature of Incorporator	_____	Type or Print Name	_____	_____

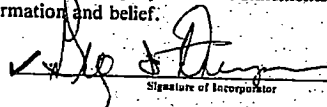
Date: \_\_\_\_\_

STATE OF SOUTH CAROLINA

COUNTY OF SUMTER

The undersigned Greg A. Thompson

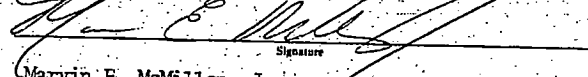
do hereby certify that they are the incorporators of Thompson Industrial Services, Inc. Corporation and are authorized to execute this verification; that each of the undersigned does hereby certify that he or she has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his or her information and belief.

Signature of Incorporator	
Signature of Incorporator	Signature of Incorporator
Signature of Incorporator	Signature of Incorporator

CERTIFICATE OF ATTORNEY

I, Marvin E. McMillan, Jr., an attorney licensed to practice in the State of South Carolina, certify that the corporation, to whose articles of incorporation this certificate is attached, has complied with the requirements of Chapter 7 of Title 33 of the Code of Laws of South Carolina (1976) relating to the organization of corporations, and that in my opinion, the corporation is organized for a lawful purpose.

Date: Dec 18, 1986

Signature	
Type or Print Name	<u>Marvin E. McMillan, Jr.</u>
Address	<u>Post Office Box 1289,</u>
City	<u>Sumter,</u>
State	<u>SC</u>
Zip	<u>29151-1289</u>

SCHEDULE OF FEES

(Payable at time of filing Articles with Secretary of State)

Fee for filing Articles	\$ 5.00
In addition to the above, \$.40 for each \$1,000.00 of the aggregate value of shares which the corporation is authorized to issue, but in no case less than nor more than	40.00 1,000.00

NOTE: THIS FORM MUST BE COMPLETED IN ITS ENTIRETY BEFORE IT WILL BE ACCEPTED FOR FILING. THIS FORM MUST BE ACCOMPANIED BY THE FIRST REPORT OF CORPORATIONS AND A CHECK IN THE AMOUNT OF \$10.00 PAYABLE TO THE SOUTH CAROLINA TAX COMMISSION.

THOMPSON CONSTRUCTION GROUP, INC.

<b>JobCode</b>	<b>JobDesc</b>	<b>Employees</b>
ACCTS	Accountants	2
ACTCLK	Accounting Clerk	4
ADM	Admin - Office Personnel	43
APM-IND	Industrial Asst Proj Mgr.	4
BDD	Business Development Dir	2
BOM	Boiler Maker	14
CAR	Carpenter/Civil	20
CF	Carpenter/Civil Foreman	2
CH 1-3	Carpenter/Civil Helper1-3	3
CMAPM	Commercial Asst Proj Mgr	6
CMASU	Commercial Asst Super	4
CMF	Commercial Foreman	3
CMFSU	Commercial Field Superint	14
CMPM	Commercial Project Mgr	8
CONF	Concrete Finisher	3
CONSTDIR	Construction Director	1
CONTADM	Contract Administrator	1
CRANE	Crane Operator	4
CWI	Certified Weld Inspector	1
DIROF	Director of Finance	1
DRIVE	TOM Vehicle Driver	2
EFSU	Electrical Field Superint	3
ELE	Electrician	42
ELE1	Electrical Helper (Top)	5
ELEH	Electical Helper Level2-4	13
ELF	Electrical Foreman	3
ELLM	Electrical Leadman	1
ELMT	Electronics/Mechanic Tech	1
ELT	Electronics Technician	2
ENG	Engineer	30
EQMGR	Equipment Manager	1
EST 07	Estimator 07	6
EST 17	Estimator 17	4
EXEC	Executive-Administration	9
EXEC-OP	Executive-OfficePersonnel	1
FE	Field Engineer Commercial	8
FEIND	Field Engineer Industrial	10
FOR	Foreman	25
GF	General Foreman	9
HOUSE	Housekeeping Labor	16
HRGEN	HR Generalist	2
HRMGR	HR Manager	2
HVACMEC	HVAC Mechanic	3
HVACST	HVAC Serv Technician	1
IETECH	Instrumentation-Ele. Tech	1
IF	Instrument Fitter	1
IT	Information Technology	4
ITD	IT Director	1
IW	Iron Worker	22
IWF	Iron Worker Foreman	5
IWH4	Iron Worker Helper (top)	2

IWW	Iron Worker Welder	2
LAB	General Laborer	221
LAB1	Laborer Level 1	7
LOG	Logistics	3
LOGL	Logistics Leadman	2
MARKET	Marketing	1
MASON	Mason	7
MASU	Mech Assist Field Supernt	2
MC	Mechanical Cleaner	3
MCF2	Mechanical Clean Foreman2	1
MCFSU	Mech Clean Field Superint	3
MCL	Mechanical Clean Leadman	1
MECHSM	Mechanical Site Manager	3
MFSU	Mechanical Field Superint	26
MGF	Mechanical Gen Foreman	1
MHL	Material Handling Laborer	16
MHL1-3	Mechanical Helper 1-3	1
MIL	Millwright	12
MILL	Millwright Lead Man	2
MILLF	Millwright Foreman	1
MOPM	Mechanical Operations Mgr	1
MPM	Mech Project Manager	14
MPSCH	Maint. Planner/Scheduler	2
MSHLP	Maintenance Helper	9
MSM	Maintenance Site Manager	10
MTECH	Maintenance Technician	74
MTECHL	Maintenance Tech. Lead	4
MX	Mech Materials Expeditor	2
OP	Equipment Operator	44
PA	Production Associate	55
PA1	Painter Level 1 (top)	3
PAL	Production Associate Lead	1
PAM	Painter/Maintenance	6
PCCORD	PreCon Coordinator	1
PCM	Project Controls Manager	1
PF	Pipe Fitter	78
PFF	Pipe Fitter Foreman	15
PFH	Pipe Fitter Helper	21
PFL	Pipe Fitter Leadman	4
PFW	Pipe Fitter Welder	6
PLU	Plumber	1
PRCLK	Payroll Clerk	2
PUR	Purchasing Agent	2
PW	Pipe Welder	64
PWF	Pipe Welder Foreman	6
QC	Quality Control	12
QCD	Quality Control Director	1
RIG	Rigger	9
RIGF	Rigging Foreman	1
ROD	Rod Buster/Civil	1
RUN	Runner	1
SAFETY	Safety Personnel	22

SAL	Sales Representative	5
SCB	Scaffold Builder	1
SDIR	Safety Director	1
SECUR	Security Officer	9
SPM	Special Project Manager	1
SRTECH	Shipping-Recv. Technician	3
SRVT	Service Technician	1
SSF	Structural Fitter	1
SSW	Structural/Steel Welder	9
TOO	Tool Room Attendant	7
TRNSPC	Training Specialist	1
TW	Tube Welder	<u>14</u>
<b>TOTAL EMPLOYEES</b>		<b>1216</b>



# State of West Virginia



## Certificate

*I, Mac Warner, Secretary of State of the State of West Virginia, hereby certify that*

**THOMPSON CONSTRUCTION GROUP, INC.**

a corporation formed under the laws of South Carolina filed an application to be registered as a foreign corporation authorizing it to transact business in West Virginia. The application was found to conform to law and a "Certificate of Authority" was issued by the West Virginia Secretary of State on July 15, 2005.

I further certify that the corporation has not been revoked by the State of West Virginia nor has a Certificate of Withdrawal been issued to the corporation by the West Virginia Secretary of State.

Accordingly, I hereby issue this Certificate of Authorization

## CERTIFICATE OF AUTHORIZATION

**Validation ID:1WV5F\_ER52R**



*Given under my hand and the  
Great Seal of the State of  
West Virginia on this day of*

*June 16, 2017*

*Mac Warner*

*Secretary of State*

THOMPSON CONSTRUCTION GROUP, INC.

FINANCIAL STATEMENTS AND

SUPPLEMENTARY INFORMATION

DECEMBER 31, 2017 AND 2016

## TABLE OF CONTENTS

	<u>Page</u>
INDEPENDENT AUDITOR'S REPORT	3-4
FINANCIAL STATEMENTS	
Balance Sheets	5-6
Statements of Income and Comprehensive Income	7
Statements of Changes in Stockholders' Equity	8
Statements of Cash Flows	9-10
Notes to Financial Statements	11-17
SUPPLEMENTARY INFORMATION	
Schedule 1 - Earnings from Contracts	18
Schedule 2 - Contracts Completed	19-20
Schedule 3 - Contracts in Progress	21-24

**PORTER L. THOMPkins, JR.**  
**CERTIFIED PUBLIC ACCOUNTANT**

409 N. SALEM AVENUE  
SUMTER, SC 29150

P.O. BOX 2708  
SUMTER, SOUTH CAROLINA 29151

TELEPHONE: (803) 773-1151  
FAX: (803) 778-2998  
E-MAIL: pltcpa@ftc-l.net

**INDEPENDENT AUDITOR'S REPORT**

To the Board of Directors and Stockholders of  
THOMPSON CONSTRUCTION GROUP, INC.:

I have audited the accompanying financial statements of Thompson Construction Group, Inc. (a South Carolina S Corporation), which comprise the balance sheets as of December 31, 2017 and 2016, and the related statements of income, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

My responsibility is to express an opinion on these financial statements based on my audits. I conducted my audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, I express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

**Opinion**

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Thompson Construction Group, Inc. as of December 31, 2017 and 2016, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.



#### Report on Supplementary Information

My audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedules of earnings from contracts, contracts completed, and contracts in progress are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In my opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.



Sumter, South Carolina  
May 24, 2018

THOMPSON CONSTRUCTION GROUP, INC.

BALANCE SHEETS

DECEMBER 31, 2017 AND 2016

	<u>2017</u>	<u>2016</u>
<u>ASSETS</u>		
CURRENT ASSETS:		
Cash and cash equivalents (NOTES 1, 8, and 10)	\$ 2,693,993	\$ 6,208,387
Marketable securities (NOTES 1, 2, and 3)	12,560,734	11,020,448
Accounts receivable (NOTE 1):		
Completed contracts	29,422,898	20,764,636
Contracts in progress	45,378,220	28,479,516
Other	4,267	17,842
Costs and estimated earnings in excess of billings on uncompleted contracts (NOTE 1)	643,069	790,843
Prepaid expenses	1,395,390	621,389
Deposits	62,400	51,778
Total current assets	<u>92,160,971</u>	<u>67,954,839</u>
PROPERTY AND EQUIPMENT (NOTE 1):		
Land	<u>1,038,681</u>	<u>1,038,681</u>
Buildings and improvements	12,367,682	12,367,682
Machinery and equipment	6,337,401	5,588,376
Vehicles	6,757,473	5,752,422
Leasehold improvements	<u>439,965</u>	<u>149,129</u>
Total depreciable assets	25,902,521	23,857,609
Less accumulated depreciation	<u>(11,524,231)</u>	<u>(10,383,849)</u>
Net depreciable assets	<u>14,378,290</u>	<u>13,473,760</u>
Total property and equipment - net	<u>15,416,971</u>	<u>14,512,441</u>
OTHER ASSETS:		
Investment in limited liability companies	16,536,117	16,007,167
Other assets	64,739	66,999
Subordinated notes receivable (NOTE 4)	3,122,555	3,013,386
Cash surrender value of life insurance	<u>882,320</u>	<u>703,911</u>
Total other assets	<u>20,605,731</u>	<u>19,791,463</u>
Total assets	<u>\$ 128,183,673</u>	<u>\$ 102,258,743</u>

The accompanying notes are an

**LIABILITIES AND STOCKHOLDERS' EQUITY**

	<b><u>2017</u></b>	<b><u>2016</u></b>
CURRENT LIABILITIES:		
Book overdraft (NOTES 1, 8, and 10)	\$ 4,407,685	\$ -
Accounts payable	34,978,342	26,918,048
Accrued expenses (NOTE 5)	11,074,145	10,030,042
Billings in excess of costs and estimated earnings on uncompleted contracts (NOTE 1)	12,501,876	6,245,560
Current maturities of long-term debt (NOTE 6)	<u>469,240</u>	<u>3,054,861</u>
Total current liabilities	<u>63,431,288</u>	<u>46,248,511</u>
OTHER LIABILITIES:		
Long-term debt (NOTE 6)	3,979,461	1,125,300
Derivative (NOTES 1 and 3)	<u>14,386</u>	<u>9,364</u>
Total other liabilities	<u>3,993,847</u>	<u>1,134,664</u>
STOCKHOLDERS' EQUITY:		
Common stock - 200,000 shares authorized; 120,430 shares issued; 102,500 and 104,500 shares outstanding, respectively	12,043	12,043
Paid-in capital	324,934	324,934
Treasury stock - 17,930 and 15,930 shares at cost, respectively	(1,980,121)	(1,259,781)
Retained earnings	60,679,804	55,129,131
Accumulated other comprehensive income	<u>1,721,878</u>	<u>669,241</u>
Total stockholders' equity	<u>60,758,538</u>	<u>54,875,568</u>
Total liabilities and stockholders' equity	<u>\$ 128,183,673</u>	<u>\$ 102,258,743</u>

integral part of these statements.

THOMPSON CONSTRUCTION GROUP, INC.

STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

YEARS ENDED DECEMBER 31, 2017 AND 2016

	<u>2017</u>	<u>2016</u>
Contract Revenues	\$ 351,483,009	\$ 335,459,784
Cost of revenues earned	<u>329,487,130</u>	<u>317,752,564</u>
Gross profit	21,995,879	17,707,220
General and administrative expenses	<u>6,920,130</u>	<u>6,033,605</u>
Operating income	15,075,749	11,673,615
Other income (expenses)	<u>1,576,444</u>	<u>570,938</u>
Net income	16,652,193	12,244,553
Other comprehensive income:		
Unrealized holding gains on securities arising during the period	<u>1,052,637</u>	<u>774,547</u>
Comprehensive income	<u>\$ 17,704,830</u>	<u>\$ 13,019,100</u>

The accompanying notes are an integral part of these statements.



**THOMPSON CONSTRUCTION GROUP, INC.**

**STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**

**YEARS ENDED DECEMBER 31, 2017 AND 2016**

	COMMON STOCK	PAID-IN CAPITAL	TREASURY STOCK	RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE INCOME	TOTAL
Balance						
December 31, 2015	\$ 12,043	\$ 324,934	\$ (1,259,781)	\$ 50,757,042	\$ (105,306)	\$ 49,728,932
Net income	-	-	-	12,244,553	-	12,244,553
Dividends paid	-	-	-	(7,872,464)	-	(7,872,464)
Unrealized holding gains on securities arising during the period	-	-	-	-	774,547	774,547
Balance						
December 31, 2016	\$ 12,043	\$ 324,934	\$ (1,259,781)	\$ 55,129,131	\$ 669,241	\$ 54,875,568
Net income	-	-	-	16,652,193	-	16,652,193
Dividends paid	-	-	-	(11,101,520)	-	(11,101,520)
Purchase of treasury stock	-	-	(720,340)	-	-	(720,340)
Unrealized holding gains on securities arising during the period	-	-	-	-	1,052,637	1,052,637
Balance						
December 31, 2017	<u>\$ 12,043</u>	<u>\$ 324,934</u>	<u>\$ (1,980,121)</u>	<u>\$ 60,679,804</u>	<u>\$ 1,721,878</u>	<u>\$ 60,758,538</u>

The accompanying notes are an integral part of these statements.

THOMPSON CONSTRUCTION GROUP, INC.

STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2017 AND 2016

	<u>2017</u>	<u>2016</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 16,652,193	\$ 12,244,553
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Depreciation	1,804,937	1,641,603
Amortization	7,960	11,484
Realized (gains) losses on sale of marketable securities	(111,365)	24,490
Gains on sale of property & equipment	(87,136)	(40,965)
Changes in operating assets and liabilities:		
Accounts receivable	(25,543,391)	5,202,118
Costs and estimated earnings in excess of billings on uncompleted contracts	147,774	841,471
Inventory	-	18,797
Prepaid expenses	(774,001)	92,553
Deposits	(10,622)	16,332
Other assets	(5,700)	-
Cash surrender value of life insurance	(178,409)	(80,534)
Accounts payable	8,060,294	(280,413)
Accrued expenses	1,044,103	3,134,747
Billings in excess of costs and estimated earnings on uncompleted contracts	6,256,316	(2,399,527)
Derivative	5,022	(16,755)
<b>Net cash provided by operating activities</b>	<b><u>7,267,975</u></b>	<b><u>20,409,954</u></b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of property & equipment	(2,722,678)	(1,335,112)
Proceeds from sale of property & equipment	100,347	45,650
Purchases of marketable securities	(2,852,879)	(4,764,957)
Proceeds from sale of marketable securities	2,476,595	4,796,887
Increase in limited liability companies	(528,950)	(355,545)
<b>Net cash used by investing activities</b>	<b><u>(3,527,565)</u></b>	<b><u>(1,613,077)</u></b>

The accompanying notes are an integral part of these statements.

**STATEMENTS OF CASH FLOWS**

-2-

	<b><u>2017</u></b>	<b><u>2016</u></b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Increase (decrease) in book overdraft	4,407,685	(2,678,251)
Net payments under short-term debt agreements	-	(4,121,279)
Principal borrowings under long-term debt agreements	720,340	-
Principal payments under long-term debt agreements	(451,800)	(469,579)
Increase in subordinated notes receivable	(109,169)	(118,036)
Purchase of treasury stock	(720,340)	-
Dividends paid	<u>(11,101,520)</u>	<u>(7,872,464)</u>
<b>Net cash used by financing activities</b>	<b><u>(7,254,804)</u></b>	<b><u>(15,259,609)</u></b>
 <b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	 <b>(3,514,394)</b>	 <b>3,537,268</b>
 CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	 <u>6,208,387</u>	 <u>2,671,119</u>
 <b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	 <b><u>\$ 2,693,993</u></b>	 <b><u>\$ 6,208,387</u></b>
 <b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>		
Cash paid during the year for:		
Interest	\$ 201,447	\$ 235,003

The accompanying notes are an integral part of these statements.

**THOMPSON CONSTRUCTION GROUP, INC.**

**NOTES TO FINANCIAL STATEMENTS**

**YEARS ENDED DECEMBER 31, 2017 AND 2016**

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**NATURE OF BUSINESS**

The Company is a South Carolina corporation established on December 31, 1986. The Company is a leading provider of industrial construction, maintenance, building construction, and disaster recovery services in the southeast.

**REVENUE AND COST RECOGNITION**

Revenue from construction contracts is recognized on the percentage-of-completion method, measured by the proportion of construction costs incurred to date to estimated total construction costs for each contract. That method is used because management considers costs incurred to be the best available measure of progress on contracts in progress. The Company utilizes the percentage of completion method of recognizing income on contracts for financial reporting and tax purposes.

Contract costs of projects under construction include all direct material and labor costs and indirect costs related to contract performance. Selling, general, and administrative costs are charged to expenses as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in estimated profitability are recognized in the period in which the revisions are determined. The costs of construction contracts are charged to earnings on the percentage-of-completion method used to recognize revenues.

The asset, "Costs and estimated earnings in excess of billings on uncompleted contracts," represents revenues recognized in excess of amounts billed. The liability, "Billings in excess of costs and estimated earnings on uncompleted contracts," represents billings in excess of revenues recognized.

**USE OF ESTIMATES**

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from these estimates.

**CASH AND CASH EQUIVALENTS**

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. Certificates of deposit with original maturities over three months are classified as certificates of deposit.

**BOOK OVERDRAFT**

In order to maximize cash utilization, the Company's practice is to draw down on its line of credit only as checks are presented for payment. As a result, the December 31, 2017 book overdraft amount represents checks issued but not presented to a bank for payment.

**MARKETABLE SECURITIES**

The Company classifies its marketable equity securities as available for sale. Securities classified as available for sale are carried in the financial statements at fair value. Realized gains and losses, determined using the first-in, first-out (FIFO) method, are included in earnings; unrealized gains and losses are reported in other comprehensive income.



## **ACCOUNTS RECEIVABLE**

Accounts receivable are stated at the invoiced amount. If the Company is aware of a specific customer's inability to pay, the Company records a reserve for the difference in the amount due and the amount the Company reasonably estimates will be collected. For other customers, the differences between the amount due and the amount management expects to collect are reported in the results of operations of the year in which those differences are determined, with an offsetting entry to a valuation allowance for accounts receivable. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable.

## **PROPERTY AND EQUIPMENT**

Property and equipment is stated at cost. Depreciation is provided using the straight-line method over the estimated useful lives of the assets.

## **LONG-LIVED ASSETS**

Long-lived assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of any asset may not be recoverable. In the event that facts and circumstances indicate that the cost of any long-lived assets may be impaired, an evaluation of recoverability would be performed. As of December 31, 2017 and 2016, the Company has reviewed all long-lived assets and determined that no adjustment is necessary.

## **DERIVATIVE**

The Company applies the provisions of ASC 815, Derivatives and Hedging, for its derivative instruments. The Company is party to one interest rate swap agreement that serves as a hedge against the movement of interest rates associated with borrowing at a variable rate, which matures July 5, 2022. The Company uses the derivative to eliminate the variability of cash flows related to interest rate payments on the Company's variable-rate debt. The fair value of this derivative was a liability of \$14,386 and \$9,364 as of December 31, 2017 and 2016, respectively. The change in fair value is recorded in other income (expenses) in the accompanying statements of income and comprehensive income.

## **S CORPORATION - INCOME TAX STATUS**

The Company, with the consent of its shareholders, has elected under the Internal Revenue Code to be an S Corporation. In lieu of corporate income taxes, the shareholders of an S Corporation are taxed on their proportionate share of the Company's taxable income. Usually no provision or liability for federal income taxes is included in the financial statements.

The Company follows FASB ASC 740-10, Accounting for Uncertainty in Income Taxes, which provides guidance on accounting for uncertainty in income taxes recognized in the Company's financial statements. The guidance prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. As of December 31, 2017 and 2016, the Company has no uncertain tax positions that require either recognition or disclosure in the Company's financial statements. Generally, the Company's tax returns remain open for federal and state income tax examination for three years from the date of filing.

## **SALES TAX**

The Company has responsibility for sales tax related to a portion of their sales to nonexempt customers. The Company collects sales tax from customers and remits the entire amount to the appropriate states. The Company excludes the tax collected and remitted to the states from revenues and cost of sales.

**ADVERTISING**

The Company expenses advertising costs as they are incurred.

**RECLASSIFICATIONS**

Certain accounts in the prior-year financial statements have been reclassified for comparative purposes to conform with the presentation in the current-year financial statements.

**NOTE 2 - MARKETABLE SECURITIES**

Cost and fair value of marketable equity securities at December 31, 2017 and 2016 consist of the following:

	Amortized <u>Cost</u>	Gross Unrealized <u>Gain</u>	Gross Unrealized <u>(Losses)</u>	Fair <u>Value</u>
<b><u>December 31, 2017</u></b>				
Available for sale:				
Equity securities	\$ 5,985,260	\$ 1,834,755	\$ (130,545)	\$ 7,689,470
Debt securities	<u>4,853,596</u>	<u>39,214</u>	<u>(21,546)</u>	<u>4,871,264</u>
Totals	<u>\$ 10,838,856</u>	<u>\$ 1,873,969</u>	<u>\$ (152,091)</u>	<u>\$ 12,560,734</u>
<b><u>December 31, 2016</u></b>				
Available for sale:				
Equity securities	\$ 6,344,504	\$ 886,271	\$ (158,574)	\$ 7,072,201
Debt securities	<u>4,006,703</u>	<u>3,185</u>	<u>(61,641)</u>	<u>3,948,247</u>
Totals	<u>\$ 10,351,207</u>	<u>\$ 889,456</u>	<u>\$ (220,215)</u>	<u>\$ 11,020,448</u>

At December 31, 2017 and 2016, the change in net unrealized holding gains (losses) on securities available for sale in the amounts of \$1,052,637 and \$774,547, respectively, has been charged to other comprehensive income.

The fair value of debt and equity securities has been measured on a recurring basis using Level 1 inputs, which are based on unadjusted quoted market prices within active markets. There have been no changes in valuation techniques and related inputs.

**NOTE 3 - FAIR VALUE MEASUREMENT**

ASC 820, "Fair Value Measurements and Disclosures," established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3). The hierarchy consists of three levels:

- Level 1: Fair value is determined using quoted market prices in active markets for identical assets.
- Level 2: Fair value is determined using quoted market prices in active markets for similar assets.
- Level 3: Fair Value is determined using unobservable market prices in a market that is typically inactive.

The following table provides a summary of the fair values, measured on a recurring basis, of certain of the Company's assets under ASC 820 as of December 31, 2017 and 2016:

		Fair Value Measurements at Reporting Date Using	
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)
	Fair Value		
<b><u>December 31, 2017</u></b>			
Available for sale:			
Equity securities	\$ 7,689,470	\$ 7,689,470	\$ -
Debt securities	\$ 4,871,264	\$ 4,871,264	\$ -
Derivative	\$ (14,386)	\$ -	\$ (14,386)
<b><u>December 31, 2016</u></b>			
Available for sale:			
Equity securities	\$ 7,072,201	\$ 7,072,201	\$ -
Debt securities	\$ 3,948,247	\$ 3,948,247	\$ -
Derivative	\$ (9,364)	\$ -	\$ (9,364)

#### **NOTE 4 - SUBORDINATED NOTES RECEIVABLE**

At December 31, 2017 and 2016, subordinated notes receivable totaling \$59,677 and \$55,257, respectively, were held. These notes mature on June 30, 2019 and bear interest at 8%. At December 31, 2017 and 2016, a subordinated note receivable in the amount of \$3,062,878 and \$2,958,129, respectively, was held. This note matures on December 31, 2019 and bears interest at 8% payable quarterly beginning May 2016. In addition, PIK interest shall accrue on the principal balance of this note at the rate of 4%.

#### **NOTE 5 - ACCRUED EXPENSES**

Accrued expenses at December 31, 2017 and 2016 consist of the following:

	<b><u>2017</u></b>	<b><u>2016</u></b>
Accrued workers compensation insurance	\$ 921,090	\$ 880,317
Accrued and withheld taxes	1,287,426	1,180,055
Accrued bonuses, salaries and vacation pay	4,596,903	4,410,731
Accrued job costs	2,511,942	3,097,183
Other accrued expenses	1,756,784	461,756
	<u>\$ 11,074,145</u>	<u>\$ 10,030,042</u>

#### **NOTE 6 - NOTES PAYABLE**

Notes payable at December 31, 2017 and 2016 consist of the following:

	<b><u>2017</u></b>	<b><u>2016</u></b>
\$20,000,000 line of credit payable July 31, 2018 with interest at "LIBOR rate (adjusted periodically)" plus 1.5% payable monthly beginning June 2016; collateralized by equipment and receivables. The balance at May 24, 2018 was \$-0-.	\$ -	\$ -

Note payable in monthly installments of \$4,439 including interest at "LIBOR rate (adjusted periodically)" plus 1.85% payable monthly beginning July 2016 with a balloon payment due March 2019; collateralized by real estate.	599,250	652,517
Note payable in monthly installments of \$18,571 plus interest at "LIBOR rate (adjusted periodically)" plus 1.85% payable monthly beginning July 2016 with a balloon payment due July 2022; collateralized by equipment, receivables, and real estate.	2,692,857	2,915,714
Note payable in monthly installments of \$3,813 including interest at 3.45% payable beginning December 2016 with a balloon payment due November 2021; collateralized by real estate	526,296	553,137
Note payable to shareholder in monthly installments of \$9,799 including interest at prime adjusted annually on July 1st through July 2017; collateralized by 2,000 shares of Thompson Construction Group, Inc.	-	58,793
Note payable to shareholder in monthly installments of \$15,007 plus interest at 4% payable monthly beginning August 2017 through July 2021; collateralized by 2,000 shares of Thompson Construction Group, Inc.	630,298	-
Total	4,448,701	4,180,161
Due within one year	469,240	3,054,861
Due after one year	\$ 3,979,461	\$ 1,125,300

The following is a summary of annual principal payments for the years ending December 31:

2018	\$ 469,240
2019	977,946
2020	432,980
2021	767,107
2022	1,801,428
	<u>\$ 4,448,701</u>

#### **NOTE 7 - RETIREMENT PLAN**

The Company has a 401(k) plan for all employees who are twenty-one years of age or more. Under the plan, employees may elect to defer salary, subject to Internal Revenue Service limits. The Company has the option of making an annual discretionary contribution and can also match each employee's contribution. For the years ended December 31, 2017 and 2016, the Company contributed \$588,729 and \$460,781, respectively. There were no employer discretionary contributions for 2017 and 2016.

#### **NOTE 8 - CONCENTRATIONS OF CREDIT RISK**

The Company maintains cash balances at several financial institutions. Accounts at each institution are insured by the Federal Deposit Insurance Corporation up to \$250,000. At December 31, 2017 and 2016, the Company's uninsured cash balances totaled \$1,904,609 and \$10,900,763, respectively.

#### **NOTE 9 - RELATED PARTY TRANSACTIONS**

##### **LEASE ACTIVITY**

Effective June 1, 1993 the Company leases one of its facilities from a related party at a rate of \$4,000 on a month to month basis.

The Company leases a portion of its Sumter, South Carolina facilities to Thompson Industrial Services, LLC (TIS) under two leases. The first lease expired March 31, 2016 and the Company and TIS have verbally agreed to exercise the second five-year option on this lease expiring March 31, 2021. The second lease expired July 31, 2012 and the Company and TIS have verbally agreed to exercise the second five-year option expiring July 31, 2022.

The Company leases an industrial warehouse located in Louisiana to TIS for a five-year term beginning June 1, 2014 and expiring May 31, 2019.

The Company received \$42,537 and \$41,486 per month under the terms of the leases in 2017 and 2016, respectively. The income associated with these leases as of December 31, 2017 and 2016 was \$510,439 and \$497,826, respectively; and is included in the other income (expense) portion of the accompanying statements of income and comprehensive income.

##### **OPERATING ACTIVITY**

The Company provides services to and receives services from TIS. These services include, but are not limited to, contract labor and equipment repairs. These services are billed monthly by each party. As of December 31, 2017 and 2016, a balance due from TIS was included in accounts receivable in the amount of \$302,893 and \$464,359, respectively. As of December 31, 2017 and 2016, a balance to TIS was included in accounts payable in the amount of \$33,523 and \$460,753, respectively.

The Company believes that these transactions are on terms as favorable as those that could be obtained from/provided to an independent third party.

#### **NOTE 10 - COMMITMENTS, CONTINGENCIES AND OTHER ITEMS**

##### **COMMITMENTS**

The Company leases office space under noncancelable operating leases through April 2022. The following is a schedule of future minimum lease payments required under the leases:

2018	\$	229,585
2019		198,570
2020		112,518
2021		115,900
2022		34,094
	\$	<u>690,667</u>

##### **STANDBY LETTERS OF CREDIT**

The Company maintains standby letters of credit in favor of Stone & Webster Construction, Inc. totaling \$926,095 as of December 31, 2017 as required by contracts currently in progress. As of May 24, 2018, these letters of credit total \$926,095.



### **SELF INSURANCE**

In April 2008, the Company became a member of a Captive Insurance Policy (Captive) which covers claims up to \$500,000, and then the remaining exposure is re-insured through a separate policy. Based on the policy agreements, any claims submitted to Captive are paid through funds established by payments from the Company. At December 31, 2017, the Company provided a letter-of-credit with a commercial bank in a maximum amount of \$1,534,362 to secure a portion of the maximum obligation for claims in excess of the Captive Coverage Limits.

No events have occurred subsequent to December 31, 2017, which would require an adjustment to the self-insurance liabilities recorded in the financial statements as of December 31, 2017.

### **LEGAL CONTINGENCIES**

The Company is involved in various legal proceedings arising from the normal course of business. In management's opinion, the outcome of the aforementioned matters will not have a material effect on the Company's financial position or results of operations.

### **NOTE 11 - SUBSEQUENT EVENTS**

Management has evaluated subsequent events through date of the report, which is the date the financial statements were available to be issued. All events that required recognition or disclosure in the 2017 financial statements have been incorporated.

From January 1, 2018 to May 24, 2018, the Company acquired equipment totaling \$1,268,706.

From January 1, 2018 to May 24, 2018, the Company paid dividends totaling \$1,779,074.

August 3, 2018

**Re: Thompson Construction Group, Inc.**

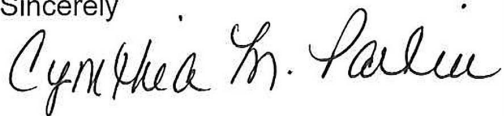
To Whom It May Concern:

We are pleased to be able to write to you concerning our valued client Thompson Construction Group, Inc. We have handled Thompson's surety needs for over 13 years and we have always enjoyed an outstanding relationship. We have their bonds placed with Continental Casualty Company, a CNA company. Continental has an A rating by AM Best and they are licensed in the State of South Carolina. CNA has established a total surety program in excess of \$500,000,000 and approved single jobs in the \$150,000,000 range. Their available bonding capacity is in excess of \$320,000,000. CNA has always supported any bond request of this outstanding company.

We consider Thompson Construction Group, Inc. and the management team true professionals in the field of general contracting. Thompson has a value added delivery philosophy, track record on meeting critical deadlines and strong commitment to their customers and quality projects. Operations are conducted with fiscal responsibility, proficient technical and managerial skills and ethics of the highest caliber.

This is to advise that we are prepared to support bond requests on behalf of Thompson Construction Group, Inc. Any final bonds are subject to an underwriting review, contract terms and conditions. Should you desire any additional information concerning this fine company, you may contact Brad Lorenzetti via mobile phone at 803-917-7118.

Sincerely



Cynthia M. Partin  
Senior Surety Client Specialist

Cynthia M. Partin  
Senior Surety Client Specialist

1441 Main Street, Suite 806  
Columbia, SC 29201

D – 803-540-3074  
M – 803-397-0080  
[Cindy.partin@willistowerswatson.com](mailto:Cindy.partin@willistowerswatson.com)  
[Willistowerswatson.com](http://Willistowerswatson.com)

**ACORD**<sup>TM</sup>**CERTIFICATE OF LIABILITY INSURANCE**

DATE (MM/DD/YYYY)

8/01/2017

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 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).

<b>PRODUCER</b> <b>USI Insurance Services, LLC-CL</b> <b>1301 Gervais St., Suite 500</b> <b>Columbia, SC 29201</b> <b>803 602-3020</b>	<b>CONTACT NAME:</b> <b>Meghan Schultz</b> <b>PHONE (A/C, No, Ext):</b> <b>803 602-3020</b> <b>FAX (A/C, No):</b> <b>E-MAIL ADDRESS:</b> <b>meghan.schultz@usi.com</b>														
<b>INSURED</b> <b>Thompson Construction Group, Inc.</b> <b>100 N. Main Street</b> <b>Sumter, SC 29150</b>	<table border="1"> <thead> <tr> <th data-bbox="816 426 1437 451">INSURER(S) AFFORDING COVERAGE</th> <th data-bbox="1437 426 1572 451">NAIC #</th> </tr> </thead> <tbody> <tr> <td data-bbox="816 451 1437 478"><b>INSURER A : Zurich American Insurance Co.</b></td> <td data-bbox="1437 451 1572 478"><b>16535</b></td> </tr> <tr> <td data-bbox="816 478 1437 506"><b>INSURER B : Travelers Property Cas. Co.</b></td> <td data-bbox="1437 478 1572 506"><b>25674</b></td> </tr> <tr> <td data-bbox="816 506 1437 533"><b>INSURER C :</b></td> <td data-bbox="1437 506 1572 533"></td> </tr> <tr> <td data-bbox="816 533 1437 560"><b>INSURER D :</b></td> <td data-bbox="1437 533 1572 560"></td> </tr> <tr> <td data-bbox="816 560 1437 588"><b>INSURER E :</b></td> <td data-bbox="1437 560 1572 588"></td> </tr> <tr> <td data-bbox="816 588 1437 615"><b>INSURER F :</b></td> <td data-bbox="1437 588 1572 615"></td> </tr> </tbody> </table>	INSURER(S) AFFORDING COVERAGE	NAIC #	<b>INSURER A : Zurich American Insurance Co.</b>	<b>16535</b>	<b>INSURER B : Travelers Property Cas. Co.</b>	<b>25674</b>	<b>INSURER C :</b>		<b>INSURER D :</b>		<b>INSURER E :</b>		<b>INSURER F :</b>	
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<b>INSURER D :</b>															
<b>INSURER E :</b>															
<b>INSURER F :</b>															

**COVERAGES****CERTIFICATE NUMBER:****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 INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
<b>A</b>	<input checked="" type="checkbox"/> <b>COMMERCIAL GENERAL LIABILITY</b> <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR  GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:			<b>GLO038165101</b>	<b>07/01/2017</b>	<b>07/01/2019</b>	EACH OCCURRENCE <b>\$1,000,000</b> DAMAGE TO RENTED PREMISES (Ea occurrence) <b>\$1,000,000</b> MED EXP (Any one person) <b>\$10,000</b> PERSONAL & ADV INJURY <b>\$1,000,000</b> GENERAL AGGREGATE <b>\$2,000,000</b> PRODUCTS - COMP/OP AGG <b>\$2,000,000</b> \$
<b>A</b>	<b>AUTOMOBILE LIABILITY</b> <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS			<b>BAP038165201</b>	<b>07/01/2017</b>	<b>07/01/2019</b>	COMBINED SINGLE LIMIT (Ea accident) <b>\$1,000,000</b> BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
<b>B</b>	<input checked="" type="checkbox"/> <b>UMBRELLA LIAB</b> <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED <input checked="" type="checkbox"/> RETENTION <b>\$10,000</b>			<b>ZUP41M5962116NF</b>	<b>07/01/2017</b>	<b>07/01/2019</b>	EACH OCCURRENCE <b>\$15,000,000</b> AGGREGATE <b>\$15,000,000</b> \$
<b>A</b>	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b> ANY PROPRIETOR/PARTNER/EXECUTIVE/OFFICER/MEMBER EXCLUDED? <input type="checkbox"/> Y <input checked="" type="checkbox"/> N (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below		<b>N/A</b>	<b>WC038165001</b>	<b>07/01/2017</b>	<b>07/01/2019</b>	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT <b>\$1,000,000</b> E.L. DISEASE - EA EMPLOYEE <b>\$1,000,000</b> E.L. DISEASE - POLICY LIMIT <b>\$1,000,000</b>

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

**File Copy**

**CERTIFICATE HOLDER****CANCELLATION**

<b>Thompson Construction Group, Inc.</b> <b>100-108 North Main Street</b> <b>Sumter, SC 29150</b>	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.  <b>AUTHORIZED REPRESENTATIVE</b> 
---	--

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*6. Fidelity bond insurance current limit is \$500,000.00. Will increase minimum limits to \$1,000,000.00 upon award of contract.*

*7. Performance bond insurance current limit is undetermined due to the project amount not yet being awarded. TCG will provide 100% value of the performance bond at the time project is awarded.*

*8. Labor/material bond insurance current limit is undetermined due to the project amount not yet being awarded. TCG will provide 100% value of the labor/material bond at the time project is awarded.*

**BID BOND**

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, Thompson Construction Group, Inc.  
of Sumter, SC, as Principal, and Continental Casualty Company  
of Chicago, IL, a corporation organized and existing under the laws of the State of  
IL with its principal office in the City of Chicago, as Surety, are held and firmly bound unto the State  
of West Virginia, as Obligee, in the penal sum of Five Percent of Amount Bid (\$ 5%) for the payment of which,  
well and truly to be made, we jointly and severally bind ourselves, our heirs, administrators, executors, successors and assigns.

The Condition of the above obligation is such that whereas the Principal has submitted to the Purchasing Section of the  
Department of Administration a certain bid or proposal, attached hereto and made a part hereof, to enter into a contract in writing for  
Demolition and removal of debris for Region 1

**NOW THEREFORE,**

(a) If said bid shall be rejected, or  
(b) If said bid shall be accepted and the Principal shall enter into a contract in accordance with the bid or proposal  
attached hereto and shall furnish any other bonds and insurance required by the bid or proposal, and shall in all other respects perform  
the agreement created by the acceptance of said bid, then this obligation shall be null and void, otherwise this obligation shall remain in  
full force and effect. It is expressly understood and agreed that the liability of the Surety for any and all claims hereunder shall, in no  
event, exceed the penal amount of this obligation as herein stated.

The Surety, for the value received, hereby stipulates and agrees that the obligations of said Surety and its bond shall be in no  
way impaired or affected by any extension of the time within which the Obligee may accept such bid, and said Surety does hereby  
waive notice of any such extension.

WITNESS, the following signatures and seals of Principal and Surety, executed and sealed by a proper officer of Principal and  
Surety, or by Principal individually if Principal is an individual, this 3rd day of August, 2018.

Principal Seal

Thompson Construction Group, Inc.  
(Name of Principal)

By [Signature]  
(Must be President, Vice President, or  
Duly Authorized Agent)

Vice President  
(Title)

Continental Casualty Company  
(Name of Surety)

By: [Signature]  
Rebecca E. Cano Attorney-in-Fact



**IMPORTANT – Surety executing bonds must be licensed in West Virginia to transact surety insurance, must affix its seal, and must attach a power of attorney with its seal affixed.**



## POWER OF ATTORNEY APPOINTING INDIVIDUAL ATTORNEY-IN-FACT

Know All Men By These Presents, That Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hartford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company (herein called "the CNA Companies"), are duly organized and existing insurance companies having their principal offices in the City of Chicago, and State of Illinois, and that they do by virtue of the signatures and seals herein affixed hereby make, constitute and appoint

Rebecca E. Cano, Individually

of Columbia, SC their true and lawful Attorney(s)-in-Fact with full power and authority hereby conferred to sign, seal and execute for and on their behalf bonds, undertakings and other obligatory instruments of similar nature

- In Unlimited Amounts -

Surety Bond No.: Bid Bond

Principal: Thompson Construction Group, Inc.

Obligee: State of West Virginia

and to bind them thereby as fully and to the same extent as if such instruments were signed by a duly authorized officer of their insurance companies and all the acts of said Attorney, pursuant to the authority hereby given is hereby ratified and confirmed.

This Power of Attorney is made and executed pursuant to and by authority of the By-Law and Resolutions, printed on the reverse hereof, duly adopted, as indicated, by the Boards of Directors of the insurance companies.

In Witness Whereof, the CNA Companies have caused these presents to be signed by their Vice President and their corporate seals to be hereto affixed on this 27th day of February, 2018.



Continental Casualty Company  
National Fire Insurance Company of Hartford  
American Casualty Company of Reading, Pennsylvania

Paul T. Bruflat Vice President

State of South Dakota, County of Minnehaha, ss:

On this 27th day of February, 2018, before me personally came Paul T. Bruflat to me known, who, being by me duly sworn, did depose and say: that he resides in the City of Sioux Falls, State of South Dakota; that he is a Vice President of Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hartford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company described in and which executed the above instrument; that he knows the seals of said insurance companies; that the seals affixed to the said instrument are such corporate seals; that they were so affixed pursuant to authority given by the Boards of Directors of said insurance companies and that he signed his name thereto pursuant to like authority, and acknowledges same to be the act and deed of said insurance companies.



My Commission Expires June 23, 2021

J. Mohr Notary Public

### CERTIFICATE

I, D. Johnson, Assistant Secretary of Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hartford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company do hereby certify that the Power of Attorney herein above set forth is still in force, and further certify that the By-Law and Resolution of the Board of Directors of the insurance companies printed on the reverse hereof is still in force. In testimony whereof I have hereunto subscribed my name and affixed the seal of the said insurance companies this 3rd day of August, 2018.



Continental Casualty Company  
National Fire Insurance Company of Hartford  
American Casualty Company of Reading, Pennsylvania

D. Johnson Assistant Secretary

Form F6853-4/2012

Go to [www.cnasurety.com](http://www.cnasurety.com) > Owner / Obligee Services > Validate Bond Coverage, if you want to verify bond authenticity.

## Authorizing By-Laws and Resolutions

### ADOPTED BY THE BOARD OF DIRECTORS OF CONTINENTAL CASUALTY COMPANY:

This Power of Attorney is made and executed pursuant to and by authority of the following resolution duly adopted by the Board of Directors of the Company at a meeting held on May 12, 1995:

"RESOLVED: That any Senior or Group Vice President may authorize an officer to sign specific documents, agreements and instruments on behalf of the Company provided that the name of such authorized officer and a description of the documents, agreements or instruments that such officer may sign will be provided in writing by the Senior or Group Vice President to the Secretary of the Company prior to such execution becoming effective."

This Power of Attorney is signed by Paul T. Bruflat, Vice President, who has been authorized pursuant to the above resolution to execute power of attorneys on behalf of Continental Casualty Company.

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the Company by unanimous written consent dated the 25<sup>th</sup> day of April, 2012:

"Whereas, the bylaws of the Company or specific resolution of the Board of Directors has authorized various officers (the "Authorized Officers") to execute various policies, bonds, undertakings and other obligatory instruments of like nature; and

Whereas, from time to time, the signature of the Authorized Officers, in addition to being provided in original, hard copy format, may be provided via facsimile or otherwise in an electronic format (collectively, "Electronic Signatures"); Now therefore be it resolved: that the Electronic Signature of any Authorized Officer shall be valid and binding on the Company. "

### ADOPTED BY THE BOARD OF DIRECTORS OF NATIONAL FIRE INSURANCE COMPANY OF HARTFORD:

This Power of Attorney is made and executed pursuant to and by authority of the following resolution duly adopted by the Board of Directors of the Company by unanimous written consent dated May 10, 1995:

"RESOLVED: That any Senior or Group Vice President may authorize an officer to sign specific documents, agreements and instruments on behalf of the Company provided that the name of such authorized officer and a description of the documents, agreements or instruments that such officer may sign will be provided in writing by the Senior or Group Vice President to the Secretary of the Company prior to such execution becoming effective."

This Power of Attorney is signed by Paul T. Bruflat, Vice President, who has been authorized pursuant to the above resolution to execute power of attorneys on behalf of National Fire Insurance Company of Hartford.

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the Company by unanimous written consent dated the 25<sup>th</sup> day of April, 2012:

"Whereas, the bylaws of the Company or specific resolution of the Board of Directors has authorized various officers (the "Authorized Officers") to execute various policies, bonds, undertakings and other obligatory instruments of like nature; and

Whereas, from time to time, the signature of the Authorized Officers, in addition to being provided in original, hard copy format, may be provided via facsimile or otherwise in an electronic format (collectively, "Electronic Signatures"); Now therefore be it resolved: that the Electronic Signature of any Authorized Officer shall be valid and binding on the Company. "

### ADOPTED BY THE BOARD OF DIRECTORS OF AMERICAN CASUALTY COMPANY OF READING, PENNSYLVANIA:

This Power of Attorney is made and executed pursuant to and by authority of the following resolution duly adopted by the Board of Directors of the Company by unanimous written consent dated May 10, 1995:

"RESOLVED: That any Senior or Group Vice President may authorize an officer to sign specific documents, agreements and instruments on behalf of the Company provided that the name of such authorized officer and a description of the documents, agreements or instruments that such officer may sign will be provided in writing by the Senior or Group Vice President to the Secretary of the Company prior to such execution becoming effective."

This Power of Attorney is signed by Paul T. Bruflat, Vice President, who has been authorized pursuant to the above resolution to execute power of attorneys on behalf of American Casualty Company of Reading, Pennsylvania.

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the Company by unanimous written consent dated the 25<sup>th</sup> day of April, 2012:

"Whereas, the bylaws of the Company or specific resolution of the Board of Directors has authorized various officers (the "Authorized Officers") to execute various policies, bonds, undertakings and other obligatory instruments of like nature; and

Whereas, from time to time, the signature of the Authorized Officers, in addition to being provided in original, hard copy format, may be provided via facsimile or otherwise in an electronic format (collectively, "Electronic Signatures"); Now therefore be it resolved: that the Electronic Signature of any Authorized Officer shall be valid and binding on the Company. "



# Thompson

Thompson Construction Group, Inc.

## Section F. 6 Debarment

Thompson Construction Group, Inc. has not been debarred pursuant to the debarment requirements listed.



# **Thompson**

Thompson Construction Group, Inc.

## Section F. 7 Complaints or Disciplinary Action

Thompson Construction Group, Inc. has not been subject of any complaints or disciplinary action by any licensing jurisdiction.



G

## Personnel / Staffing Plan



**Thompson**





## Greg A. Thompson

President & CEO

### Bio

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Greg A. Thompson is the Chairman of Thompson Industrial Services, LLC, President and CEO of Thompson Construction Group, Inc., all located in Sumter, South Carolina. Greg has established himself as a savvy businessman, conscientious employer and dedicated family man.

Greg joined his family business right after high school. By 1986, he was prepared to start his own contract coating services business. His business knowledge and expertise have grown exponentially since that time. Greg's business has expanded to areas of construction, operations support, maintenance services and industrial cleaning.

Thompson Construction Group's focus is on construction, operations support and maintenance services in the petrochemical, utility, steel, pulp & paper, healthcare and other specialized industries. The general contractor division, Thompson Turner, is focused on commercial and institutional construction projects. The Thompson family of companies has a broad and diverse business that covers every aspect of the construction market as well as significant growth in operations support and maintenance services. Thompson's largest completed construction project to date was part of the largest construction project in the United States located in Mobile, Alabama, ThyssenKrupp steel plant, a multi-billion dollar project.

Greg serves as the Chairman of the Sumter Economic Development Board, a founding member of the Sumter Smarter Growth Initiative, and serves on the Sumter School District Finance Committee.

Greg has been a champion of the redevelopment of downtown Sumter. He has exhibited this commitment by renovating 100 North Main Street for the Thompson Construction Group and Thompson Industrial Services headquarters. He has also renovated and opened Hampton's Restaurant and Bakery on West Hampton Avenue, 7 upper story apartments in the downtown of Sumter and most recently SIDEBAR on MAIN restaurant.



**Thompson**

100 N. Main Street, Sumter, South Carolina 29150 (803)773-8005

# Tim McCoy

## Senior Project Manager

### Bio and Professional Qualifications

---

Tim McCoy began his career in his home state of West Virginia at the age of 17 while attending Marshall University. For the next 23 years Tim polished his project management skills in many coal industry ventures. Those ventures included mine supply business, operating rail coal loading facilities, purchasing and removing distressed coal properties, operating multiple preparation plants, barge loading facilities, as well as operating multiple underground and surface mining operations in Alabama. The skills acquired from years in the coal industry were a perfect fit for the Disaster Recovery industry. Tim began his DR work in 2005 following Hurricane Katrina. Please find below a list of DR projects where Tim has acted as the Senior Project Manager in charge of all facets of the undertaking.

### Responsibilities

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- August 2005  
Hurricane Katrina and Rita  
Drainage Projects  
Locations: New Orleans Parish, Jefferson Parish, City of Mandeville,, St. Bernard Parish
- September 2008  
Hurricanes Gustav and Ike  
Drainage Projects  
Locations: St. John the Baptist Parish, Terrebonne Parish
- April 20, 2010  
Deepwater Horizon Oil Spill  
Provided safety officers, provided boom, provided high speed boats for monitoring
- May 2011  
Tornado Cleanup  
Asbestos Remediation  
Locations: Tuscaloosa, AL, Joplin, Missouri
- August 2016  
Louisiana Shelter in Place  
Home Restoration  
Location: Baton Rouge, Louisiana and surrounding areas
- May 2017  
South Carolina 2015, 1,000 year flood home restoration  
Home Rehabilitation, Home Reconstruction, MHU placement  
Location: Coastal South Carolina





## Frank A. McCormick

### Project Manager

Frank McCormick is an experienced manager of construction and projects with over 15 years of industrial construction expertise. He comes to Thompson with a proven record of safety, quality, schedule, and budget achievements in multi-million dollar projects generally tied to government contracting.

#### EDUCATION

- BS - International Business – Bowling Green State University – 1990**
- **Management Information Systems** area of Specialization
  - 3 year ROTC scholarship / Honors College
  - Drury University, MBA Program, Strategy and Leadership, 6 of 30 hours
  - **Leadership and Management for Accelerated Performance Program**, 2012, Owen Graduate School of Management, **Vanderbilt University**, Nashville, TN
  - Certified, Safety Trained Supervisor of Construction (STSC), July, 2017

#### MILITARY

**U.S. Army - Lieutenant Colonel – Engineer / Signal Corps** Active Duty, 1990-2000.

National

Guard / Reserve, 2002-Present, *Security Clearance, Secret. Government Contracting*

Officer Trained

#### EXPERIENCE

Schools: OSHA 30 (4/4/2011), Command and General Staff College, Armor Officer Basic Course, Airborne School / Air Assault School, Signal Officer Qualification Course / Node Management Course, Signal Officer Advance Course / Combined Armed Services Staff School, Recruiting Company Commander Course, Theatre Contracting Certification.

April 2016– August 2017

**General Manager of Operations, Petrochem Insulation Inc., Indiana Branch**

November 2015– April 2016

**Vice President of the Americas, Shanahan Engineering (WoodGroup)**

February 2014 – November 2015

**Director of Operations, Western Hemisphere, Shanahan Engineering (WoodGroup)**

October 2010 – February 2014

**Senior Manager of Construction, Generation Construction, Tennessee Valley Authority**

February 2010 – October 2010

**Construction Manager, FGD&C, Tennessee Valley Authority**

June 2007 – February 2010

**Procurement Agent, Construction Contracts & Logistics, Associated Electric Cooperative, Inc.**

June 2008 – March 2009

**KFOR 10 NATO Staff Engineer / Contracting Officer, Prishtina, Kosovo.**

March 2006 – June 2007

**Start up and Commissioning, Operations, Primesouth, Dell Power Plant, Dell, AR (599MW).**

September 2003 – March 06

**Director of Energy Programs, Delta Area Economic Opportunity Corporation:**

July 2004 – March 06

**Task Force 134 (Detainee Operations) Staff Engineer / Contracting Officer. IRAQ:**

May 02 – September 03

**Construction Manager - Owner, WLC Construction:**





H

## References



**Thompson**



# Thompson

## REFERENCES:

South Carolina Department of Disaster Recovery  
Program Manager: Horne, LLP  
Home Rehabilitation, Home Restoration, MHU Replacement  
Value: est. \$50,000,000

Reference:  
Jonathan Krebs  
Horne, LLP  
Partner  
[Jonathan.krebs@hornellp.com](mailto:Jonathan.krebs@hornellp.com)  
[601-466-0056](tel:601-466-0056)

Louisiana Shelter at Home Program  
Program Inspector: The Work Force Group  
Home Rehabilitation  
Value: \$6,000,000

Reference:  
Bart Farmer  
The Work Force Group  
President  
[Bfarmer@theworkforcegroup.com](mailto:Bfarmer@theworkforcegroup.com)  
[225-413-2213](tel:225-413-2213)

Deepwater Horizon Oil Spill  
Health and Safety: Center for Toxicology and Environmental Health  
Provide Safety Officers, Provided Boom, Provided High Speed Boats  
Value: \$60,000,000

Reference:  
Cory Davis  
Center for Toxicology and Environmental Health  
Vice President  
[Cdavis@cteh.com](mailto:Cdavis@cteh.com)  
[501-258-7881](tel:501-258-7881)





—



## Acceptance of Conditions



**Thompson**



# Thompson

I. Acceptance of conditions:

Thompson Construction Group, Inc. takes no exceptions to the General Terms and Conditions, contained in this RFP and to insurance, bonding, and any other requirements listed.





J

## Additional Data



**Thompson**



# Thompson

J. Additional data:

Thompson Construction Group, Inc. has no additional information that will aid in evaluation of the response due to the thorough explanation of requirements contained within the RFP.



"Demolition and Debris Removal  
For Region 1."  
Post-Disaster Residential  
Property Reconstruction Services

August 06, 2018

Request for Proposal

Thompson Construction Group, Inc.  
100 North Main Street  
Sumter, SC 29150  
800.849.8040 Toll-Free  
803.775.3357 Fax



**Thompson**





## TABLE OF CONTENTS



- B. Required Forms
- C. Cover Letter
- D. Management Summary
- E. Proposal
- F. Corporate Experience and Capacity
- G. Personnel / Staffing Plan
- H. References
- I. Acceptance of Conditions
- J. Additional Data
- K. Agreement



**Thompson**



B

## Required Forms



**Thompson**



# CONTRACTOR LICENSE

Authorized by the

**West Virginia Contractor Licensing Board**

**Number:**

WV055107

**Classification:**

ELECTRICAL  
GENERAL BUILDING  
PIPING  
MANUFACTURED HOME INSTALLATION

THOMPSON CONSTRUCTION GROUP INC  
DBA THOMPSON CONSTRUCTION GROUP INC  
100 N MAIN ST  
SUMTER, SC 29150

**Date Issued**

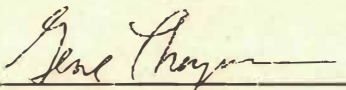
JUNE 15, 2018

**Expiration Date**

JUNE 15, 2019

**WEST VIRGINIA  
CONTRACTOR  
LICENSING  
BOARD**

\_\_\_\_\_  
Authorized Company Signature

  
\_\_\_\_\_  
Chair, West Virginia Contractor  
Licensing Board

This license, or a copy thereof, must be posted in a conspicuous place at every construction site where work is being performed. This license number must appear in all advertisements, on all bid submissions and on all fully executed and binding contracts. This license cannot be assigned or transferred by licensee. Issued under provisions of West Virginia Code, Chapter 21, Article 11.



**WEST VIRGINIA DIVISION OF LABOR  
BOARD OF MANUFACTURED HOUSING  
CONSTRUCTION AND SAFETY**

1900 Kanawha Boulevard East  
State Capitol Complex - Building 3, Room 200 - Charleston, WV 25305

**LICENSE TO CONDUCT BUSINESS**

Under the provisions of West Virginia Code, Chapter 21, Article 9,  
West Virginia Manufactured Housing Construction and Safety Standards Act

**LICENSE #:** WV01265

**TYPE:** Contractor

**Thompson Construction Group, Inc.**

**DBA: Thompson Construction Group, Inc.**

**100 N. Main Street**

**Sumter**

**SC 29150**

**LOCATION: Sumter, SC**

**This License WV01265 is approved and issued on this 1st Day of July 2018  
and shall expire on the 30th of June 2019 unless sooner revoked for cause .**

A handwritten signature in cursive script, reading "Mitchell E. Woodrum".

Chair

**THIS LICENSE IS NON-TRANSFERRABLE**

License must be conspicuously displayed in established place of business.

Pursuant to West Virginia Code, Chapter 21, Article 9 and Title 42 CSR Series 19, Manufactured Housing Construction Safety Standards Act, this "License to Conduct Business" is being issued.

Each licensee must conspicuously display the license in its established place of business.

This license must be renewed on or before June 30th, each year.

## **ADDITIONAL TERMS AND CONDITIONS (Construction Contracts Only)**

**1. CONTRACTOR'S LICENSE:** West Virginia Code § 21-11-2 requires that all persons desiring to perform contracting work in this state be licensed. The West Virginia Contractors Licensing Board is empowered to issue the contractor's license. Applications for a contractor's license may be made by contacting the West Virginia Division of Labor. West Virginia Code § 21-11-11 requires any prospective Vendor to include the contractor's license number on its bid. If an apparent low bidder fails to submit a license number in accordance with this section, the Purchasing Division will promptly request by telephone and electronic mail that the low bidder and the second low bidder provide the license number within one business day of the request. Failure of the bidder to provide the license number within one business day of receiving the request shall result in disqualification of the bid. Vendors should include a contractor's license number in the space provided below.

Contractor's Name: Thompson Construction Group, Inc.

Contractor's License No.: WV- WV055107

The apparent successful Vendor must furnish a copy of its contractor's license prior to the issuance of a contract award document.

**2. DRUG-FREE WORKPLACE AFFIDAVIT:** W. Va. Code § 21-1D-5 provides that any solicitation for a public improvement contract requires each Vendor that submits a bid for the work to submit an affidavit that the Vendor has a written plan for a drug-free workplace policy. If the affidavit is not submitted with the bid submission, the Purchasing Division shall promptly request by telephone and electronic mail that the low bidder and second low bidder provide the affidavit within one business day of the request. Failure to submit the affidavit within one business day of receiving the request shall result in disqualification of the bid. To comply with this law, Vendor should complete the enclosed drug-free workplace affidavit and submit the same with its bid. Failure to submit the signed and notarized drugfree workplace affidavit or a similar affidavit that fully complies with the requirements of the applicable code, within one business day of being requested to do so shall result in disqualification of Vendor's bid. Pursuant to W. Va. Code 21-1D-2(b) and (k), this provision does not apply to public improvement contracts the value of which is \$100,000 or less or temporary or emergency repairs.

**2.1. DRUG-FREE WORKPLACE POLICY:** Pursuant to W. Va. Code § 21-1D-4, Vendor and its subcontractors must implement and maintain a written drug-free workplace policy that complies with said article. The awarding public authority shall cancel this contract if: (1) Vendor fails to implement and maintain a written drug-free workplace policy described in the preceding paragraph, (2) Vendor fails to provide information regarding implementation of its drug-free workplace policy at the request of the public authority; or (3) Vendor provides to the public authority false information regarding the contractor's drug-free workplace policy.

Pursuant to W. Va. Code 21-1D-2(b) and (k), this provision does not apply to public improvement contracts the value of which is \$100,000 or less or temporary or emergency repairs.



**DESIGNATED CONTACT:** Vendor appoints the individual identified in this Section as the Contract Administrator and the initial point of contact for matters relating to this Contract.

Tim McCoy, Senior Project Manager  
(Name, Title)  
Tim McCoy, Senior Project Manager  
(Printed Name and Title)  
N/A  
(Address)  
205 - 229 - 5565  
(Phone Number) / (Fax Number)  
tmccoy@thompsonind.com  
(email address)

**CERTIFICATION AND SIGNATURE:** By signing below, or submitting documentation through wvOASIS, I certify that I have reviewed this Solicitation in its entirety; that I understand the requirements, terms and conditions, and other information contained herein; that this bid, offer or proposal constitutes an offer to the State that cannot be unilaterally withdrawn; that the product or service proposed meets the mandatory requirements contained in the Solicitation for that product or service, unless otherwise stated herein; that the Vendor accepts the terms and conditions contained in the Solicitation, unless otherwise stated herein; that I am submitting this bid, offer or proposal for review and consideration; that I am authorized by the vendor to execute and submit this bid, offer, or proposal, or any documents related thereto on vendor's behalf; that I am authorized to bind the vendor in a contractual relationship; and that to the best of my knowledge, the vendor has properly registered with any State agency that may require registration.

Thompson Construction Group, Inc.  
(Company)

Senior Project Mgr.  
(Authorized Signature) (Representative Name, Title)

Tim McCoy, Senior Project Manager  
(Printed Name and Title of Authorized Representative)

August 1, 2018  
(Date)

205 - 229 - 5565  
(Phone Number) (Fax Number)

ADDENDUM ACKNOWLEDGEMENT FORM  
SOLICITATION NO.:

Instructions: Please acknowledge receipt of all addenda issued with this solicitation by completing this addendum acknowledgment form. Check the box next to each addendum received and sign below. Failure to acknowledge addenda may result in bid disqualification.

Acknowledgment: I hereby acknowledge receipt of the following addenda and have made the necessary revisions to my proposal, plans and/or specification, etc.

Addendum Numbers Received:

*(Check the box next to each addendum received)*

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> Addendum No. 1 | <input type="checkbox"/> Addendum No. 6  |
| <input checked="" type="checkbox"/> Addendum No. 2 | <input type="checkbox"/> Addendum No. 7  |
| <input type="checkbox"/> Addendum No. 3            | <input type="checkbox"/> Addendum No. 8  |
| <input type="checkbox"/> Addendum No. 4            | <input type="checkbox"/> Addendum No. 9  |
| <input type="checkbox"/> Addendum No. 5            | <input type="checkbox"/> Addendum No. 10 |

I understand that failure to confirm the receipt of addenda may be cause for rejection of this bid. I further understand that any verbal representation made or assumed to be made during any oral discussion held between Vendor's representatives and any state personnel is not binding. Only the information issued in writing and added to the specifications by an official addendum is binding.

Thompson Construction Group, Inc.

Company

Authorized Signature

Date

NOTE: This addendum acknowledgement should be submitted with the bid to expedite document processing.

## West Virginia Ethics Commission



### Disclosure of Interested Parties to Contracts

Pursuant to *W. Va. Code* § 6D-1-2, a state agency may not enter into a contract, or a series of related contracts, that has/have an actual or estimated value of \$1 million or more until the business entity submits to the contracting state agency a Disclosure of Interested Parties to the applicable contract. In addition, the business entity awarded a contract is obligated to submit a supplemental Disclosure of Interested Parties reflecting any new or differing interested parties to the contract within 30 days following the completion or termination of the applicable contract.

For purposes of complying with these requirements, the following definitions apply:

*"Business entity"* means any entity recognized by law through which business is conducted, including a sole proprietorship, partnership or corporation, but does not include publicly traded companies listed on a national or international stock exchange.

*"Interested party"* or *"Interested parties"* means:

- (1) A business entity performing work or service pursuant to, or in furtherance of, the applicable contract, including specifically sub-contractors;
- (2) the person(s) who have an ownership interest equal to or greater than 25% in the business entity performing work or service pursuant to, or in furtherance of, the applicable contract. (This subdivision does not apply to a publicly traded company); and
- (3) the person or business entity, if any, that served as a compensated broker or intermediary to actively facilitate the applicable contract or negotiated the terms of the applicable contract with the state agency. (This subdivision does not apply to persons or business entities performing legal services related to the negotiation or drafting of the applicable contract.)

*"State agency"* means a board, commission, office, department or other agency in the executive, judicial or legislative branch of state government, including publicly funded institutions of higher education: Provided, that for purposes of *W. Va. Code* § 6D-1-2, the West Virginia Investment Management Board shall not be deemed a state agency nor subject to the requirements of that provision.

The contracting business entity must complete this form and submit it to the contracting state agency prior to contract award and to complete another form within 30 days of contract completion or termination.

*This form was created by the State of West Virginia Ethics Commission, 210 Brooks Street, Suite 300, Charleston, WV 25301-1804. Telephone: (304)558-0664; fax: (304)558-2169; e-mail: [ethics@wv.gov](mailto:ethics@wv.gov); website: [www.ethics.wv.gov](http://www.ethics.wv.gov).*



West Virginia Ethics Commission  
**Disclosure of Interested Parties to Contracts**

(Required by W. Va. Code § 6D-1-2)

Name of Contracting Business Entity: Thompson Construction Group, Inc. Address: 100 N. Main Street, Sumter,  
South Carolina 29150

Name of Authorized Agent: WV, Dpt. of Administration Address: 2019 Washington St. E. Charleston, WV 25305

Contract Number: WV055107 Contract Description: Demolition & Debris Removal, Region 1

Governmental agency awarding contract: DEPARTMENT OF ADMINISTRATION; PURCHASING DIVISION

☐ Check here if this is a Supplemental Disclosure

List the Names of Interested Parties to the contract which are known or reasonably anticipated by the contracting business entity for each category below (attach additional pages if necessary):

**1. Subcontractors or other entities performing work or service under the Contract**

☒ Check here if none, otherwise list entity/individual names below.

**2. Any person or entity who owns 25% or more of contracting entity (not applicable to publicly traded entities)**

☒ Check here if none, otherwise list entity/individual names below.

**3. Any person or entity that facilitated, or negotiated the terms of, the applicable contract (excluding legal services related to the negotiation or drafting of the applicable contract)**

☒ Check here if none, otherwise list entity/individual names below.

Signature: 

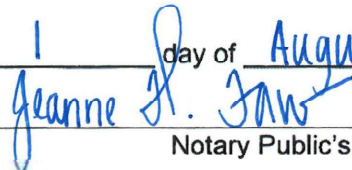
Date Signed: August 1, 2018

**Notary Verification**

State of South Carolina, County of Sumter:

I, Tim McCoy, the authorized agent of the contracting business entity listed above, being duly sworn, acknowledge that the Disclosure herein is being made under oath and under the penalty of perjury.

Taken, sworn to and subscribed before me this 1 day of August, 2018.

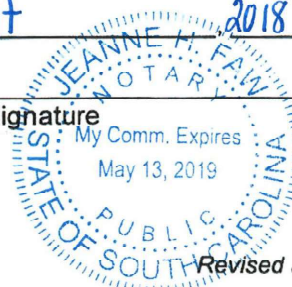
  
Notary Public's Signature

**To be completed by State Agency:**

Date Received by State Agency: \_\_\_\_\_

Date submitted to Ethics Commission: \_\_\_\_\_

Governmental agency submitting Disclosure: \_\_\_\_\_



Revised June 8, 2018



State of West Virginia  
**PURCHASING DIVISION**  
**Construction Bid Submission Review Form**

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*This list has been provided for informational purposes only and is not to be construed as a complete list of request for quotation or bidding requirements for any individual construction project. This list does not and cannot include every item, mistake or oversight that could cause a contractor's bid to be disqualified. Rather, this list is intended to draw attention to some of the most common problems that the Purchasing Division encounters in the bidding process for construction projects. All potential bidders must read the request for quotation, all additional documents, and all instructions relating thereto ("Bid Documents") in their entirety to identify the actual request for quotation and bidding requirements. Failure to read the Bid Documents in their entirety and comply with the stated requirements contained therein may result in bid disqualification.*

---

**Errors That Shall Be Reason for Immediate Bid Disqualification**

1. Failure to attend a mandatory pre-bid meeting
2. Failure to sign the bid
3. Failure to supply a valid bid bond or other surety approved by the state of West Virginia
4. Failure to meet any mandatory requirement of the solicitation
5. Failure to acknowledge receipt of Addenda (only if stipulated as mandatory)
6. Failure to submit bid prior to the bid opening date and time
7. Federal debarment
8. State of West Virginia debarment or suspension

**Errors that May Be Reason for Bid Disqualification Before Contract Award**

1. Debt to the state or political subdivision (must be cured prior to award)
2. Workers' Compensation or Unemployment Compensation delinquency (must be cured prior to award)
3. Not registered as a vendor with the state of West Virginia (must be cured prior to award)
4. Failure to obtain required bonds and/or insurance
5. Failure to provide the sub-contractor listing within one business day of bid opening or one business day of the request to do so by the Purchasing Division.
6. Failure to supply West Virginia contractor's license number with bid or within one day of Purchasing Division request to do so.
7. Failure to supply a signed drug-free workplace affidavit with bid or within one day of Purchasing Division request to do so.
8. Failure to use the provided solicitation form (only if stipulated as mandatory).
9. Failure to complete the Disclosure of Interested Parties to Contracts form (if contract has an actual or estimated value of \$1 million or more; does not apply to publicly traded companies listed on national or internal stock exchange)



State of West Virginia  
Purchasing Division

---

**CERTIFIED DRUG-FREE WORKPLACE REPORT COVERSHEET**

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In accordance with **West Virginia Code** § 21-1D-7b, no less than once per year, or upon completion of the project, every contractor shall provide a certified report to the public authority which let the contract. That report must include each of the items identified below in the Required Report Content section.

**Instructions:** Vendor should complete this coversheet, attach it to the required report, and submit it to the appropriate location as follows: For contracts more than \$25,000, the report should be mailed to the West Virginia Purchasing Division at 2019 Washington Street East, Charleston, WV 25305. For contracts of \$25,000 or less, the vendor should mail the report to the public authority issuing the contract.

**Contract Identification:**Contract Number: CRFQ 0307 DEV1900000005Contract Purpose: Demolition and Debris Removal, - Region 1Agency Requesting Work: DEPARTMENT OF ADMINISTRATION; PURCHASING DIVISION

**Required Report Content:** The attached report must include each of the items listed below. The vendor should check each box as an indication that the required information has been included in the attached report.

- ☒ Information indicating the education and training service to the requirements of **West Virginia Code** § 21-1D-5 was provided;
- ☒ Name of the laboratory certified by the United States Department of Health and Human Services or its successor that performs the drug tests;
- ☒ Average number of employees in connection with the construction on the public improvement;
- ☒ Drug test results for the following categories including the number of positive tests and the number of negative tests: (A) Pre-employment and new hires; (B) Reasonable suspicion; (C) Post-accident; and (D) Random.

**Vendor Contact Information:**Vendor Name: Thompson Construction VendorVendor Telephone: 800.849.8040Address: 100 North Main Street, Sumter, SC 29150Vendor Fax: 803.775.3357 Fax

Vendor E-Mail: \_\_\_\_\_

If awarded any bid, all Thompson employees hired for the work will be in full drug testing compliances with this requirement.



**State of West Virginia**  
**DRUG FREE WORKPLACE CONFORMANCE AFFIDAVIT**  
**West Virginia Code §21-10-5**

STATE OF WEST VIRGINIA,

COUNTY OF Greenbrier, TO-WIT:

I, Janice W Poplin, after being first duly sworn, depose and state as follows:

1. I am an employee of Thompson Construction Group; and,  
(Company Name)
2. I do hereby attest that Thompson Construction Group  
(Company Name)

maintains a written plan for a drug-free workplace policy and that such plan and policy are in compliance with **West Virginia Code §21-1D**.

The above statements are sworn to under the penalty of perjury.

Printed Name: Janice W Poplin  
 Signature: Janice W Poplin  
 Title: VP, EHS & Risk Management  
 Company Name: Thompson Construction Group  
 Date: 8-6-2018

Taken, subscribed and sworn to before me this 6 day of August, 2018

By Commission expires May 13, 2019



Jeanne H Fawcett  
 (Notary Public)

**THIS AFFIDAVIT MUST BE SUBMITTED WITH THE BID IN ORDER TO COMPLY WITH MY CODE PROVISIONS. FAILURE TO INCLUDE THE AFFIDAVIT WITH THE BID SHALL RESULT IN DISQUALIFICATION OF THE BID.**

### Certification Regarding Lobbying

The undersigned Contractor certifies, to the best of his or her knowledge, that:

1. No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of an agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.
2. If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.
3. The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31, U.S.C. § 1352 (as amended by the Lobbying Disclosure Act of 1995). Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

The Contractor, Thompson Construction certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the Contractor understands and agrees that the provisions of 31 U.S.C. § 3801 et seq., apply to this certification and disclosure, if any.



\_\_\_\_\_  
Signature of Contractor's Authorized Official

Tim McCoy, Senior Project Manager

\_\_\_\_\_  
Name and Title of Contractor's Authorized Official

August 1, 2018  
Date



REQUEST FOR QUOTATION  
Residential Manufactured Housing Unit (MHU)

---

- 12.1. Vendor must identify principal service personnel which will be issued access cards and/or keys to perform service.
- 12.2. Vendor will be responsible for controlling cards and keys and will pay replacement fee, if the cards or keys become lost or stolen.
- 12.3. Vendor shall notify Agency immediately of any lost, stolen, or missing card or key.
- 12.4. Anyone performing under this Contract will be subject to Agency's security protocol and procedures.
- 12.5. Vendor shall inform all staff of Agency's security protocol and procedures.

**13. MISCELLANEOUS:**

- 13.1. **Contract Manager:** During its performance of this Contract, Vendor must designate and maintain a primary contract manager responsible for overseeing Vendor's responsibilities under this Contract. The Contract manager must be available during normal business hours to address any customer service or other issues related to this Contract. Vendor should list its Contract manager and his or her contact information below.

**Contract Manager:** Tim McCoy

**Telephone Number:** 205 - 229 - 5565

**Fax Number:** N/A

**Email Address:** tmccoy@thompsonind.com

**Subcontractor List Submission (Construction Contracts Only)**

**Bidder's Name:** Thompson Construction Group, Inc.

☐ Check this box if no subcontractors will perform more than \$25,000.00 of work to complete the project.

[illegible]

Attach additional pages if necessary

Revised 06/08/2018





Purchasing Division  
2019 Washington Street East  
Post Office Box 50130  
Charleston, WV 25305-0130

State of West Virginia  
Request for Quotation  
09 — Construction

Proc Folder: 476133

Doc Description: Demolition and removal of debris for Region 1

Proc Type: Central Master Agreement

Date Issued	Solicitation Closes	Solicitation No	Version
2018-07-23	2018-08-07 13:30:00	CRFQ 0307 DEV1900000005	1

BID RECEIVING LOCATION

BID CLERK  
DEPARTMENT OF ADMINISTRATION  
PURCHASING DIVISION  
2019 WASHINGTON ST E  
CHARLESTON WV 25305  
US

VENDOR

Vendor Name, Address and Telephone Number:

FOR INFORMATION CONTACT THE BUYER

Michelle L Childers  
(304) 558-2063  
michelle.l.childers@wv.gov

Signature X

FEIN #

DATE

All offers subject to all terms and conditions contained in this solicitation

**ADDITIONAL INFORMATION:**

The West Virginia Purchasing Division is soliciting bids on behalf of West Virginia Division of Commerce to establish a contract to execute the inspection, sampling, testing, removal, containing, and transportation of any asbestos containing materials (ACM), hazardous materials, and the demolition and removal of private property debris, public, private, commercial structures, and appurtenances that pose an imminent threat to the health and safety to the public, and are considered to be a blight on the communities in which they are located, and as are specifically designated to be cleared by the Division of Commerce in Greenbrier, Webster, Pocahontas, Summers and Monroe Counties per the terms and conditions and specifications as attached.

Please note:

\*\*\*\*If Vendor is submitting bid online, Vendor must upload and attach the Exhibit A Pricing Page. Total Bid Amount from the Exhibit A Pricing Page is the amount Vendor is to enter into wvOASIS commodity line when submitting online.

INVOICE TO		SHIP TO	
ACCOUNTS PAYABLE DEPT OF COMMERCE FINANCE DIVISION BLDG 3 SUITE 800 1900 KANAWHA BLVD E CHARLESTON WV25305 US		WV DEVELOPMENT OFFICE ADMINISTRATION 11900 KANAWHA BLVD E BLDG 3 SUITE 800 CHARLESTON WV 25305-0311 US	

Line	Comm Ln Desc	Qty	Unit Issue	Unit Price	Total Price
1	Demolition services				

Comm Code	Manufacturer	Specification	Model #
72141510			

**Extended Description :**

Demolition services

**SCHEDULE OF EVENTS**

<u>Line</u>	<u>Event</u>	<u>Event Date</u>
1	Technical Question Deadline	2018-07-31

<b>DEV1900000005</b>	<b>Document Phase</b> <b>Final</b>	<b>Document Description</b> Demolition and removal of debris for Region 1	<b>Page 3</b> <b>of 3</b>
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#### **ADDITIONAL TERMS AND CONDITIONS**

See attached document(s) for additional Terms and Conditions



C

# Cover Letter



**Thompson**



# Thompson

August 02, 2018

Thompson Construction and our team of sub consultants, appreciates the opportunity to submit proposals to West Virginia in response to the 2016 regional flooding.

The Thompson Construction team has the leadership, commitment, and integrity to ensure West Virginia's success in restoring its communities, neighborhoods, and families.

Thompson Construction hopes to have the opportunity to implement our vast disaster response and construction experience to better the state of West Virginia and the lives of its citizens.

Thompson has assembled a Team with experience to cooperatively achieve the goals of this project, and commits to working with many qualified West Virginia contractors during this process. Joining Thompson to prepare necessary studies, provide permit application and coordination, bidding support and construction administration services including demolition, hauling, elevation, building, construction, engineering, and community outreach are:

Allied Response: Allied Response LLC is an industry leader in disaster response project management solutions, with a track record of success in CDBG construction programs.

ACS: Headquartered in Bridgeport, West Virginia – Applied Construction Services is a Platinum Level Award Winner with 35 years of Value-engineered driven construction solutions. They are recognized by the Associated Builders and Contractors, Contractors Association of West Virginia, and Associated General Contractors of American Safety.

We hope to have the opportunity to bring our consolidated resources to West Virginia by joining the Post Disaster RISE West Virginia effort.

Sincerely,

Tim McCoy

Senior Project Manager  
Thompson Construction





D

## Management Summary



**Thompson**

# Mission Statement

Thompson Construction Group's Mission is to provide innovative, practical and high quality service that delivers value to industrial, commercial and government clients.

In order to achieve our Vision....

## **We Commit To:**

- 🌀 A "Thinking Below Zero" behavior based safety culture that is the foundation for everything we do.
- 🌀 Treating our employees with respect and appreciation for contributions each can make. We support and encourage the desire to improve the job skills and performance in order to enhance the employee's potential as well as the company's capabilities.
- 🌀 Working with our clients, partners and vendors on a basis of mutual respect without compromising our commitment to continued improvement. We aim to maintain a long-term relationship that is mutually beneficial, while operating as a responsible corporate citizen.



Thompson Headquarters

*"We believe these commitments will enable us to achieve success for our company, create opportunities and motivation for our employees, and bring value to our customers."*





E

## Proposal & Pricing



**Thompson**

# Capabilities Manual



# Thompson

100 North Main Street  
Sumter, South Carolina  
Phone (803) 773-8005  
Fax (803) 775-3357

# Table of Contents

Mission Statement .....	3
Corporate Information .....	4
Capabilities .....	5
Industries Served	
Services Provided	
Industrial Construction	
Code Work	
Project Management	
Fabrication	
Power Services	
Nested Maintenance, Operations Support, and Small Capital Projects	
Building Construction-Thompson Turner Construction	
Licensing .....	10
Safety Performance .....	11



*Thompson Headquarters, Sumter, South Carolina*



# Mission Statement

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Thompson Headquarters

*"We believe these commitments will enable us to achieve success for our company, create opportunities and motivation for our employees, and bring value to our customers."*

# Corporate Information

Corporate Office	Thompson Construction Group, Inc. 100 North Main Street Sumter, SC 29150 Telephone: (803) 773-8005 Fax: (803) 775-3357
Regional Service Locations	Columbia, SC North Charleston, SC Greenville, SC
Date of Incorporation	December 31, 1986
State of Incorporation	South Carolina
Type of Business	Corporation
Corporate Officers	*Greg A. Thompson, President CEO *Lewis E. Thompson, Vice President & Assistant Secretary *Harold L. Turner, Jr., Vice President & Assistant Secretary William L. Bryant, Vice President, Capital Projects C. Curtis Hutto, Vice President, Secretary, Treasurer & CFO John J. Halbig, III, Vice President & Assistant Secretary Janice W. Poplin, Vice President & Assistant Secretary Barry K. Falin, Vice President Michael W. Gruber, Vice President Robert B. Landers, Jr. Vice President
Former Name	Thompson Industrial Services, Inc.
Website	<a href="http://www.thompsonsoutheast.com">www.thompsonsoutheast.com</a>

*"Business is all about momentum. Let's move ahead together"*

# Capabilities

## Industries Served

*Thompson provides widely varying services to the following market sectors.*

- Steel & Alloys
- Food & Pharmaceutical
- Manufacturing
- Commercial
- Chemical & Fibers
- Pulp & Paper
- Power
- Automotive & Aerospace
- Institutional
- Educational
- Medical
- Tobacco

## Services Provided

### Industrial Construction

*New construction, retrofit and maintenance services are managed from offices in North Charleston, Greenville and Sumter, South Carolina.*

### Self-Performed Services

- Steel Erection / Rigging
- Process Piping
- Code Welding Services
- Electrical
- Instrumentation
- Controls
- Equipment Setting
- Mechanical Equipment Assembly
- Civil / Foundations
- Structural Welding
- Structural Concrete
- Underground Utility Piping



*"Thompson has a proven record of delivering value through cost reduction and efficiency improvements."*

# Capabilities

## Code Work

- ASME “S” and “U” Certificate
- NBIC “R” Certificate holder
- On Staff: AWS Certified Welding Inspectors and welding inspectors qualified in SNT-TC-1A, AWS, ASME, NBIC and API Codes and Standards
- Boiler Pressure part repair and replacement
- Shop construction and field assembly of Power Boiler Parts and field assembly of Power Boilers to ASME Code Section I
- Shop construction and field assembly of Pressure Vessels to ASME Code Section VIII, Div. 1
- Shop construction and field construction and assembly of Boiler External Piping to ASME Section B31.1
- Shop and field repairs and alterations to the above in accordance with the National Board Inspection Code (NBIC) and Jurisdiction requirements



## Project Management

- Estimating & Scheduling
- Procurement
- Construction Management
- Commissioning Assistance

## Fabrication

- Process Piping
- Code Fabrication Shop
- Small Vessels



*“Thompson Construction Group delivers large-scale construction services to industrial clients in a way that moves their business forward.”*



# Capabilities

## Power Services

*Thompson has the ability to bundle services in order to be a “one-stop” contractor for all aspects of a power project or turnaround assignment.*

### **Steam Generators**

- Furnace Wall & Floor Tubing Replacements
- Reheat, Superheat & Economizer Section Replacements
- Header Replacements
- High Energy Piping Replacements
- Burner & Fuel Piping Installation
- Ash Handling & Conveying Systems
- Fuel Conversions
- Sootblower / Piping Replacement
- New Boiler Erection

### **Electrostatic Precipitators (ESP)**

- New Installations / Modifications
- Internals Replacement
- Ductwork Repairs / Replacements
- Casing & Roof Repairs / Replacements

### **SCR'S**

- New Equipment & Ductwork Installations
- Catalyst Change-Outs
- Vacuum Truck Services

### **Gas Turbines**

- New Installations
- Heat Recovery Steam Generator Erection
- Fuel Piping Installations
- Inlet Filter Replacements

### **Air Heaters**

- Basket Change-Outs
- Flow Conversions

### **Feedwater Heaters**

- Repairs / Replacements
- Piping Modifications



### **Baghouses**

- New Installations
- Equipment Repairs / Replacements
- Pulse Jet Conversion Module Installations
- Ductwork Repairs / Replacements

### **Fans**

- F.D., I.D., & Booster Fan Installations

*“ We understand the intricacies of your industry and equipment. We will mobilize the proper number of high quality, fully trained personnel and related management at your facility to meet the full range of anticipated needs.”*



# Capabilities

## Maintenance, Operations Support, Speciality Cleaning and Small Capital Projects

*Thompson can provide customers with full-time embedded personnel. These Thompson employees satisfy the day-to-day needs of the customers, drive maintenance & reliability improvements, and collaborate with the customer to transition from a culture of unplanned/react maintenance to planned/predictive maintenance.*

*Services include but are not limited to:*

- Equipment Maintenance
- Facilities Maintenance
- Mechanical Construction
- Small Capital Projects
- Operations Support
- Ductwork & Specialty Cleaning



*" Thompson delivers value through top tier safety performance, culture of continual improvement/innovation, and ease of doing business. Our commitment is to build long term relationships by consistently delivering the value and service that our customers expect."*

[www.thompsonsoutheast.com](http://www.thompsonsoutheast.com)

# Capabilities

## Building Construction - Thompson Turner Construction

*Thompson Turner Construction provides construction services from offices in Sumter, North Charleston, Columbia, and Greenville, South Carolina.*

### Services include:

- New Construction
- Renovations
- Additions
- Restorations
- Pre-engineered Buildings

### Markets include:

- Educational
- Government / Municipal
- Commercial
- Museums
- Sports & Recreation
- Office / Corporate
- Warehouses
- Covered Storage
- Churches
- Industrial



*"Building success is like building trust. It's here at Thompson Turner."*

[www.thompsonsoutheast.com](http://www.thompsonsoutheast.com)



# Licensing

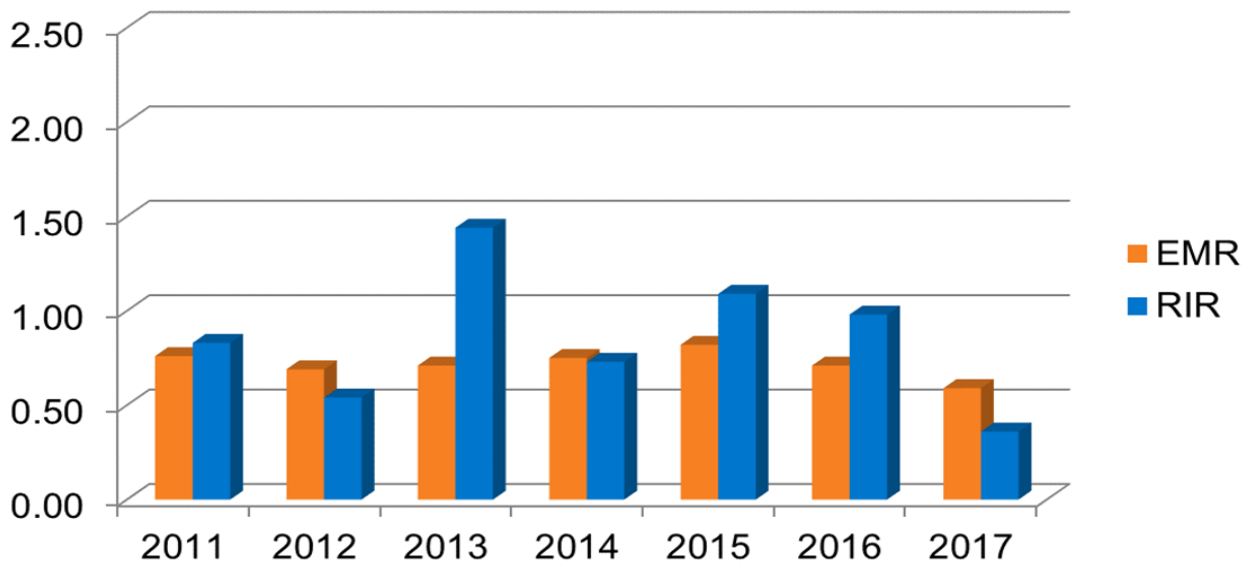
State	Type of License	License #	Expiration Date
Alabama	General Contractor	25153	07/31/2017
Arizona	General Contractor	290839	03/31/2018
Arkansas	Building, Specialty	67610416	04/30/2017
Arkansas	Boiler & Pressure Vessels	R747 & I2148	12/31/2017
Connecticut	Major Contractor	MCO.0903086	06/30/2017
Florida	General Contractor	CGC061000	08/31/2018
Florida	Plumbing	CFC057360	06/30/2018
Georgia	Electrical	EN215888-Hodapp	06/30/2018
Georgia	Electrical	EN212615-Mapes	06/30/2018
Georgia	General Contractor	GCCO004231-Bryant	06/30/2016
Georgia	General Contractor	GCCO002126-Halbig	06/30/2018
Georgia	Boiler	B-3308	03/09-2019
Iowa	General Contractor	C097739	05/05/2017
Kentucky	Boiler Contractor	KY2076	11/30/2017
Kentucky	Electrical	CE64987	01/31/2018
Louisiana	Heavy Const., Elec., Bldg., Plb.	38137	12/31/2017
Maryland	Out of State Contractor		04/30/2017
Mississippi	Bldg., Process Piping, Electrical	10648-MC	10/08/2017
North Carolina	Electrical-Hodapp/Mapes	19502-U	10/03/2017
North Carolina	Plumbing	22928	12/31/2017
North Carolina	General Contractor	29939	12/31/2017
Ohio	Boiler Contractor	C86327	07/31/2017
Ohio	Electrical	47728	07/21/2017
Oklahoma	Boiler & Pressure Vessels	7034	03/31/2018
South Carolina	General Contractor	G12953	10/31/2018
South Carolina	Mechanical Contractor	M100573	10/31/2017
SC - Thompson Turner	General Contractor	G104406	10/31/2018
South Carolina	TI Group Architecture	100245	08/31/2017
Tennessee	Mech., Bldg., Plb., Elec.	46199	01/31/2019
Tennessee	Boiler & Pressure Vessels	737	06/30/2017
Texas	Electrical	25674	09/05/2017
Virginia	Contractor	2705 037931	03/31/2019
Virginia	Electrical	2710 057183-Hodapp	10/31/2017
Virginia	Electrical	2710 039084-Mapes	04/30/2018
Virginia	Plumbing	2710 030757	02/28/2019
West Virginia	Contractor & Boiler with R Stamp	WV055107	06/15/2019
State	Business License	License #	Expiration Date
Go Kahuna		08-000717	05/08/2018
Thompson Constructors, LLC	John Halbig	GCQA003957	06/30/2018
Thompson Constructors, LLC	General Contractor	GCCO003951	06/30/2018

# Safety Performance

Thompson puts safety at the forefront of all we do, regardless of project size or scope of work.

Thompson employs full time safety professionals to perform safety training and to conduct independent, unannounced safety audits at its job sites. Thompson also provides incentives to its employees that exercise safe practices in the work place.

Thompson's commitment to safety is evidenced by the safety performance summary provided below. Summary data was obtained from Thompson's OSHA logs.



Year	Hours Worked	EMR	TIR
2011	2,175,279	0.76	0.83
2012	1,848,245	0.69	0.54
2013	3,048,287	0.71	1.44
2014	3,525,537	0.75	0.73
2015	2,744,046	0.82	1.09
2016	3,069,680	0.71	0.98
2017 Q1	548,855	0.59	0.36

*“Thompson’s safety performance measures and benchmarks are among the industry’s most stringent.”*

# **Thompson Construction Group, Inc.**

## **Demolition & Debris Removal**

### **Demolition & Debris Removal – Bid Assumptions**

1. Line #12, on Exhibit A, Pricing Page, Is a \$1500 fee per structure, limited to 5 tons per structure.
2. Contract terms to be negotiated/finalized after award of contract.
3. Separated / crushed, concrete, cinder-block, and brick, can be used for non-organic fill up to 3 feet below surface grade.
4. Hazardous Waste discoveries, beyond lead, asbestos, and fully contained fuel storages, are too wide and varied to be priced with no information. Thus, such an extreme circumstance will be brought to the Construction Management Team naming a specialty contractor with the estimate for this specialty environmental work that will be invoiced with 20% O&P by TCG.
5. Assumes suitable access for dump trucks and equipment up to 14 feet wide, up to 42 tons in weight.



# Thompson Construction Group, Inc.

## Demolition and Debris Removal

### REGION 1-REVISED for Addendum 2 UNIT PRICE CONTRACT FOR DEMOLITION, DEBRIS REMOVAL, ASBESTOS ABATEMENT, AND HAZARDOUS MATERIAL REMOVAL - REGION 1

DESCRIPTION	UNIT OF MEASURE	UNIT PRICE	ESTIMATED QTY	EXTENDED COST
Demolition and Removal of Single and Multiple Story Foundational Structures (Public, Private, Commercial) and Non-Foundational Structures (Trailers, Modulares, etc.)	Square Foot	\$ 4.00	339,000	\$ 1,356,000.00
Removal of Personal Property Debris (Structures that have been previously demolished but not removed).	Cubic Yard	\$ 57.60	75	\$ 4,320.00
Removal of Municipal Waste and Woody and Vegetative Debris.	Cubic Yard	\$ 57.60	20	\$ 1,152.00
Filling in of Basements and Crawlspace.	Cubic Yard	\$ 30.00	565	\$ 16,950.00
Draining, Removal, and Backfilling of Septic Tanks	Per Tank	\$ 600.00	113	\$ 67,800.00
Sealing, Filling In, and/or Capping Underground Wells	Per Well	\$ 3,840.00	113	\$ 433,920.00
Removal of External Propane or Fuel Oil Tanks	Per Tank	\$ 600.00	113	\$ 67,800.00
Inspection, Sampling, Testing, and Documentation of Asbestos Containing Materials of all Standing Structures.	Per Structure	\$ 600.00	339	\$ 203,400.00
Inspection, Sampling, Testing, and Documentation of Asbestos Containing Materials of Personal Property Debris (Structures that have been previously demolished).	Per Structure	\$ 600.00	75	\$ 45,000.00
Removal, Containment, and Transportation of Asbestos Containing Materials to an approved and properly licensed sanitary landfill. Line item includes Personal Property Debris.	Square Foot	\$ 5.22	8,475	\$ 44,239.50
Inspection, Sampling, Testing, and Documentation of Hazardous Materials.	Per Structure	\$ 600.00	339	\$ 203,400.00
Removal, Containment, and Transportation of Hazardous Materials to an approved and properly licensed sanitary landfill.	Per Structure	\$ 1,800.00	339	\$ 610,200.00
<b>*TOTAL BASE BID AMOUNT</b>				<b>\$ 3,054,181.50</b>

\*Total bid amount includes all delivery and transportation costs. Estimated Quantities are for bidding and evaluation purposes only. The quantity used may be more or less than the stated estimated quantities.

**Thompson Construction Group, Inc.**  
**100 North Main Street**  
**Sumter, SC 29150**  
**800.849.8040 Toll-Free 803.775.3357 Fax**



# Thompson



F



Corporate Experience and Capacity



**Thompson**

Thompson is a privately held, progressive company headquartered in Sumter, South Carolina, serving Southeastern markets. We provide innovative, practical and high quality construction and maintenance services to industrial, commercial and governmental clients. Our experienced team has developed an outstanding reputation in these markets through years of delivering quality services, on time, with competitive pricing.

Thompson Construction Group, Inc. was formed by Greg A. Thompson and Lewis E. Thompson in 1986. Thompson has three Regional Service Offices located in Columbia, Greenville and North Charleston, South Carolina. Having four strategically placed locations, including the corporate headquarters, TCG can deliver large-scale construction services to industrial clients in a way that moves their business forward. Thompson has the expertise needed for your building project, whether it may be a new construction, a retrofit or maintenance services. Our specialists deliver the highest caliber of quality, safety and efficiency in executing a wide array of work.

### Construction Services

Thompson combines proven building experience with expertise in a number of specialties that are critical to quality industrial construction. The result is a high level of competency in delivering solutions to clients that directly supports their business objectives.

- Concrete
- Power Services
- Code Welding
- Steel Erection/Rigging
- Buildings
- Equipment Erection
- Piping
- Maintenance Services
- Electrical & Instrumentation



*Corporate Headquarters, Sumter, SC*

### Post-Construction Support

Thompson can provide cost-efficient support to our customers on an ongoing basis through facilities maintenance, production equipment maintenance, and production support personnel. This strategy allows our customers to focus on their core competencies while leaving maintenance issues to people who specialize in that function.

### A Culture of Safety

Thompson puts safety at the forefront of all we do, regardless of project size or scope. Our principle of doing business extends from top management down to field operations. We worked deliberately to develop a culture where safety comes first, and we are fully committed to sustaining it. As a result, we have zero tolerance for practices that do not promote a safe workplace.

### Corporate Officers

Greg A. Thompson, President/CEO\*  
Lewis E. Thompson, Vice President\*  
Hal Turner, Vice President\*  
William L. Bryant, VP, Capital Projects  
Curtis Hutto, Vice President/CFO  
Michael Gruber, Vice President  
Robert B. Landers, Jr., VP, Power Svcs.  
Janice Poplin, Vice President  
Barry Falin, Vice President  
John Halbig, Vice President

\*denotes shareholder







# Thompson

Corporate Headquarters

Regional Office: Industrial Construction

Regional Office: General Contracting

100 N. Main  
Sumter, SC 29150  
(803) 773-8005  
(800) 849-8040  
Fax: (803) 775-3357  
12,765 ft<sup>2</sup>

Regional Office: Industrial Construction

Regional Office: General Contracting

6550 Ward Avenue  
North Charleston, SC 29406-4718  
(843) 569-3441  
(800) 628-7141  
Fax: (843) 569-3443  
2,592 ft<sup>2</sup> office  
8,000 ft<sup>2</sup> warehouse and/or fabrication  
7.3 acres outdoor laydown area

Regional Office: Industrial Construction

Regional Office: General Contracting

1116 Henderson Street  
Suite 200  
Columbia, SC 29201  
(803) 933-9337  
Fax: (803) 933-0373  
4,300 ft<sup>2</sup> office

Regional Office: Pipe Fabrication

Regional Office: Industrial Construction

879 South Guignard Drive  
Sumter, SC 29150  
(803) 773-8005  
Fax: (803) 774-0346  
3,520 ft<sup>2</sup> office  
15,300 ft<sup>2</sup> fabrication and warehouse  
5.5 acres outdoor laydown area







# Thompson

Regional Office: Power Services

Regional Office: Industrial Construction

75 Beattie Place, Suite 910

Greenville, SC 29601

(864) 751-3406

Fax: (864) 752-0471

5,205 ft2 office



Jan 26 2017

REFERENCE ID: 1701261028504

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE  
NOTICE OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT OR BOTH  
OF A SOUTH CAROLINA  
OR FOREIGN CORPORATION

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Sections 33-5-102 and 33-15-108 of the 1976 South Carolina Code of Laws as amended, the undersigned corporation submits the following information

- 1 The name of the corporation is Thompson Construction Group, Inc
  - 2 The corporation is (complete either a or b whichever is applicable)  
a a domestic corporation incorporated in South Carolina on 12/31/86 - Amended 03/13/06, or  
b a foreign corporation incorporated in \_\_\_\_\_ on \_\_\_\_\_, and  
State Date  
authorized to do business in South Carolina on \_\_\_\_\_  
Date
  - 3 The street address of the present registered office in South Carolina is 115 Broad Street  
in the city of Sumter, South Carolina 29150  
Street & Number Zip Code
  - 4 If the current registered office is to be changed, the street address to which its registered office is  
to be changed is 100 N Main Street in the city of Sumter South  
Street Address Carolina 29150  
Zip Code
  - 5 The name of the present registered agent is Gregory A Thompson
  - 6 If the current registered agent is to be changed the name of the successor registered agent is  
N/A
- \* I hereby consent to the appointment as registered agent of the corporation
- N/A  
Signature of New Registered Agent
- 7 The address of the registered office and the address of the business office of the registered agent, as changed will be identical
  - 8 Unless a delayed date is specified, this will be effective upon acceptance for filing by the Secretary of State (See Section 33-1-230(b) of the 1976 South Carolina Code of Laws, as amended \_\_\_\_\_)

\*Pursuant to Sections 33-5-102(5) and 33-5-108(5) of the 1976 South Carolina Code of Laws, as amended the written consent of the registered agent may be attached to this form

081126-0148 FILED 11/25/2008  
THOMPSON CONSTRUCTION GROUP INC  
Filing Fee \$10.00 ORIG



Mark Hammond

South Carolina Secretary of State

Jan 26 2017

REFERENCE ID: 1701261028504

  
SECRETARY OF STATE OF SOUTH CAROLINA

Thompson Construction Group, Inc  
Name of Corporation

Date

11/17/08

Thompson Construction Group, Inc  
Name of Corporation

  
Signature

Gregory A. Thompson, President  
Type or Print Name and Title

**FILING INSTRUCTIONS**

- 1 Two copies of this form the original and either a duplicate original or a conformed copy must be filed
- 2 Filing Fee (payable to the Secretary of State at the time of filing this document) - \$10.00
- 3 Pursuant to Section 33-5-102(b) of the 1976 South Carolina Code of Laws as amended the registered agent can file this when the only change is the street address of the registered office. In this situation the following statement should be typed on the form above the registered agent's signature: The corporation has been notified of this change. In this case the filing fee is \$2.00.

Return to Secretary of State  
P O Box 11350  
Columbia SC 29211

Jan 26 2017

REFERENCE ID: 1701261028504

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

**STATE OF SOUTH CAROLINA  
SECRETARY OF STATE  
ARTICLES OF AMENDMENT**

**TYPE OR PRINT CLEARLY IN BLACK INK**

Pursuant Section 33-10-106 of the 1976 South Carolina Code of Laws, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation

- 1 The name of the corporation is Thompson Industrial Services, Inc
- 2 Date of Incorporation December 31, 1986
- 3 Agent's Name and Address Gregory A Thompson, 115 Broad Street, Sumter SC 29150
- 4 On March 6, 2006, the corporation adopted the following Amendment (s) of its Articles of Incorporation (Type or attach the complete text of each Amendment)

The name of the corporation is hereby changed from  
Thompson Industrial Services, Inc to Thompson Construction Group, Inc

- 5 The manner, if not set forth in the Amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the Amendment shall be effected, is as follows (if not applicable, insert "not applicable" or "NA")

- 6 Complete either "a" or "b", whichever is applicable

- a ☒ Amendment(s) adopted by shareholder action  
At the date of adoption of the Amendment, the number of outstanding shares of each voting group entitled to vote separately on the Amendment, and the vote of such shares was

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares
				For or Against
common shareholders	106,500	106,500	106,500	106,500 for amendment

060313-0089

FILED 03/13/2006

THOMPSON CONSTRUCTION GROUP, INC

Filing Fee \$110.00 ORIG



Mark Hammond

South Carolina Secretary of State



Jan 26 2017

REFERENCE ID: 1701261028504

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

Thompson Industrial Services, Inc  
Name of Corporation

\*NOTE Pursuant to Section 33-10-106(6)(i) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of disputed shares cast for the amendment by each voting group together with a statement that the number of cast for the amendment by each voting group was sufficient for approval by that voting group

b ☐ The Amendment(s) was duly adopted by the incorporators or board of directors without shareholder approval pursuant to Section 33-6-102(d), 33-10-102 and 33-10-105 of the 1976 South Carolina Code of Laws, as amended, and shareholder action was not required

7 Unless a delayed date is specified, the effective date of these Articles of Amendment shall be the date of acceptance for filing by the Secretary of State (See Section 33-1-230(b) of 1976 South Carolina Code of Laws, as amended) \_\_\_\_\_

Date March 6, 2006

Thompson Industrial Services, Inc  
Name of Corporation  
*Gregory A. Thompson*  
Signature  
Gregory A. Thompson, President  
Type or Print Name and Office

**FILING INSTRUCTIONS**

- 1 Two copies of this form, the original and either a duplicate original or a conformed copy must be filed
- 2 If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form
- 3 Filing fees and taxes payable to the Secretary of State at time of filing application

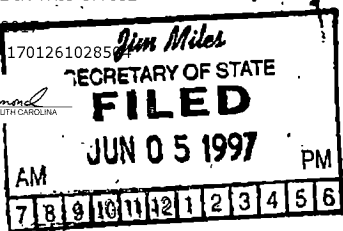
Filing Fee	\$ 10 00
Filing tax	<u>100 00</u>
Total	\$110 00

Return to Secretary of State  
P O Box 11350  
Columbia, SC 29211

Jan 26 1997

REFERENCE ID: 17012610285

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA



STATE OF SOUTH CAROLINA  
SECRETARY OF STATE

ARTICLES OF AMENDMENT

Pursuant §Section 3-10-106 of the 1976 South Carolina Code, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Thompson Industrial Services, Inc.
2. On May 26, 1997, the corporation adopted the following Amendment(s) of its Articles of Incorporation:  
(Type or attach the complete text of Each Amendment)  
See Copy of Minutes Attached

3. The manner, if not set forth in the amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the Amendment shall be effected, is as follows: (if not applicable, insert "not applicable" or "NA").

N/A

4. Complete either a or b, whichever is applicable.
  - a. ☒ Amendment(s) adopted by shareholder action.  
At the date of adoption of the amendment, the number of outstanding shares of each voting group entitled to vote separately on the Amendment, and the vote of such shares was:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares Voted	
				For	Against
Common	1,070	1,070	1,070	1,070	-0-

Jan 26 2017

REFERENCE ID: 1701261028504

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

**\*NOTE:** Pursuant to Section 33-10-106(6)(i), the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number of cast for the amendment by each voting group was sufficient for approval by that voting group.

b. ☐ The Amendment(s) was duly adopted by the incorporators or board of directors without shareholder approval pursuant to §33-6-102(d), 33-10-102 and 33-10-105 of the 1976 South Carolina Code as amended, and shareholder action was not required.

5. Unless a delayed date is specified, the effective date of these Articles of Amendment shall be the date of acceptance for filing by the Secretary of State (See §33-1-230(b)): \_\_\_\_\_

DATE May 26, 1997

Thompson Industrial Services, Inc.  
(Name of Corporation)  
By: *Greg A. Thompson*  
(Signature)

Greg A. Thompson, President  
(Type or Print Name and Office)

### FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
2. If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
3. Filing fees and taxes payable to the Secretary of State at time of filing application.

Filing Fee	\$ 10.00
Filing tax	100.00
Total	\$110.00

Jan 26 2017

REFERENCE ID: 1701261028504

  
Mark Hammond  
SECRETARY OF STATE OF SOUTH CAROLINA

**MINUTES OF THE  
SHAREHOLDERS MEETING  
OF  
THOMPSON INDUSTRIAL SERVICES, INC.**

Pursuant to waiver of notice (copies of which are attached), a special meeting of the Shareholders of the above corporation was held on May 26, 1997 at 4:00 PM at the corporation's place of business.

**I. QUORUM.** A quorum was declared present based on the following Shareholders who were present or represented by proxy as follows:

- Shareholder: Greg A. Thompson  
Number of Shares: 700  
The Shareholder was represented in person.

- Shareholder: Lewis E. Thompson  
Number of Shares: 300  
The Shareholder was represented in person.

- Shareholder: Marco G. Lardi  
Number of Shares: 65  
The Shareholder was represented in person.

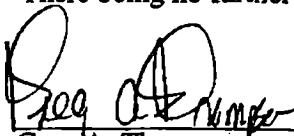
- Shareholder: M. Richard Hamby, Jr.  
Number of Shares: 5  
The Shareholder was represented in person.

The following corporate actions were taken by appropriate motions duly made, seconded, and adopted by the unanimous vote of the Shareholders entitled to vote (unless a higher voting approval is stated).

**II. AUTHORIZATION OF CORPORATE ACTION.** The Officers were authorized to take all actions and to sign all documents reasonably needed to:

**III. AUTHORIZED STOCK.** Amend the Articles of Incorporation to increase the authorized shares of the Company from 10,000 shares to 200,000 shares.

There being no further business, the meeting was duly adjourned.

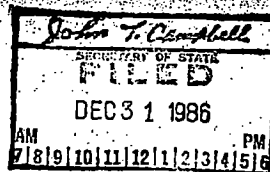
  
\_\_\_\_\_  
Greg A. Thompson  
President

Initials: \_\_\_\_\_



*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE  
ARTICLES OF INCORPORATION  
OF



Thompson Industrial Services, Inc.

(File this Form in  
Duplicate Originals)

(\$33-7-30 of 1976 Code)

This Space for Use  
by  
Secretary of State

JUL 01/02 4973  
87-000046/87-000046 07:42:20 002  
01-02-87 FMT:\$45.00  
SECT OF STATE OF SOUTH CAROLINA

1. The name of the proposed corporation is Thompson Industrial Services, Inc.

2. The initial registered office of the corporation is 115 Broad Street

Sumter Sumter S. C. 29150  
City County Zip Code

and the initial registered agent at such address is Greg A. Thompson

3. ~~The purpose of the corporation shall be general business purposes.~~

4. The corporation is authorized to issue shares of stock as follows:

Class of Shares	Authorized No. of Each Class	Par Value
<u>Common</u>	<u>10,000</u>	<u>\$10.00</u>

If shares are divided into two or more classes or if any class of shares is divided into series within a class, the relative rights, preferences, and limitations of the shares of each class, and of each series within a class, are as follows:

Not Applicable.

5. Total authorized capital stock is One Hundred Thousand and no/100 (\$100,000.00)

6. The existence of the corporation shall begin as of the filing date with the Secretary of State ~~and no later than~~

7. The number of directors constituting the initial board of directors of the corporation is 1 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are as follows:

Name	Address
(a) <u>Greg A. Thompson</u>	<u>115 Broad Street, Sumter, SC 29150</u>
(b) <u> </u>	<u> </u>
(c) <u> </u>	<u> </u>
(d) <u> </u>	<u> </u>

8. The general nature of the business for which the corporation is organized is as follows: (It is not necessary to set forth the powers enumerated in §33-3-10 of 1976 Code) Any and all things permitted by the South Carolina Corporations Act and more particularly to engage in the repair improvements, redecorating, sandblasting, painting, refurbishing, maintenance, renovation and alterations of business, commercial, industrial and residential sites and all other related and collateral activities.

9. Provisions which the incorporators elect to include in the articles of incorporation are as follows: (Attach additional sheet(s) if necessary)  
None

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

10. The name and address of each incorporator is as follows:

Name	Street & Box No.	City	County	State
(a) <u>Greg A. Thompson</u>	<u>115 Broad Street</u>	<u>Sumter</u>	<u>Sumter</u>	<u>SC 29150</u>
(b) _____	_____	_____	_____	_____
(c) _____	_____	_____	_____	_____
(d) <u><i>[Signature]</i></u>	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

Date: \_\_\_\_\_

STATE OF SOUTH CAROLINA

COUNTY OF SUMTER

The undersigned Greg A. Thompson

do hereby certify that they are the incorporators of Thompson Industrial Services, Inc. Corporation and are authorized to execute this verification; that each of the undersigned does hereby certify that he or she has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his or her information and belief.

_____	<u><i>[Signature]</i></u>
Signature of Incorporator	Signature of Incorporator
_____	_____
Signature of Incorporator	Signature of Incorporator

CERTIFICATE OF ATTORNEY

I, Marvin E. McMillan, Jr., an attorney licensed to practice in the State of South Carolina, certify that the corporation, to whose articles of incorporation this certificate is attached, has complied with the requirements of Chapter 7 of Title 33 of the Code of Laws of South Carolina (1976) relating to the organization of corporations, and that in my opinion, the corporation is organized for a lawful purpose.

Date: Dec 18, 1986

_____	<u><i>[Signature]</i></u>
Signature	Signature
<u>Marvin E. McMillan, Jr.</u>	_____
Type or Print Name	_____
<u>Post Office Box 1289,</u>	_____
Address	_____
<u>Sumter,</u>	<u>SC</u>
City	State
_____	<u>29151-1289</u>
_____	Zip

SCHEDULE OF FEES

(Payable at time of filing Articles with Secretary of State)

Fee for filing Articles	\$ 5.00
In addition to the above, \$.40 for each \$1,000.00 of the aggregate value of shares which the corporation is authorized to issue, but in no case less than nor more than	40.00 1,000.00

NOTE: THIS FORM MUST BE COMPLETED IN ITS ENTIRETY BEFORE IT WILL BE ACCEPTED FOR FILING. THIS FORM MUST BE ACCOMPANIED BY THE FIRST REPORT OF CORPORATIONS AND A CHECK IN THE AMOUNT OF \$10.00 PAYABLE TO THE SOUTH CAROLINA TAX COMMISSION.

THOMPSON CONSTRUCTION GROUP, INC.

<b>JobCode</b>	<b>JobDesc</b>	<b>Employees</b>
ACCTS	Accountants	2
ACTCLK	Accounting Clerk	4
ADM	Admin - Office Personnel	43
APM-IND	Industrial Asst Proj Mgr.	4
BDD	Business Development Dir	2
BOM	Boiler Maker	14
CAR	Carpenter/Civil	20
CF	Carpenter/Civil Foreman	2
CH 1-3	Carpenter/Civil Helper1-3	3
CMA PM	Commercial Asst Proj Mgr	6
CMA SU	Commercial Asst Super	4
CMF	Commercial Foreman	3
CMFSU	Commercial Field Superint	14
CMPM	Commercial Project Mgr	8
CONF	Concrete Finisher	3
CONSTDIR	Construction Director	1
CONTADM	Contract Administrator	1
CRANE	Crane Operator	4
CWI	Certified Weld Inspector	1
DIROF	Director of Finance	1
DRIVE	TOM Vehicle Driver	2
EFSU	Electrical Field Superint	3
ELE	Electrician	42
ELE1	Electrical Helper (Top)	5
ELEH	Electical Helper Level2-4	13
ELF	Electrical Foreman	3
ELLM	Electrical Leadman	1
ELMT	Electronics/Mechanic Tech	1
ELT	Electronics Technician	2
ENG	Engineer	30
EQMGR	Equipment Manager	1
EST 07	Estimator 07	6
EST 17	Estimator 17	4
EXEC	Executive-Administration	9
EXEC-OP	Executive-OfficePersonnel	1
FE	Field Engineer Commercial	8
FEIND	Field Engineer Industrial	10
FOR	Foreman	25
GF	General Foreman	9
HOUSE	Housekeeping Labor	16
HRGEN	HR Generalist	2
HRMGR	HR Manager	2
HVACMEC	HVAC Mechanic	3
HVACST	HVAC Serv Technician	1
IETECH	Instrumentation-Ele. Tech	1
IF	Instrument Fitter	1
IT	Information Technology	4
ITD	IT Director	1
IW	Iron Worker	22
IWF	Iron Worker Foreman	5
IWH4	Iron Worker Helper (top)	2

IWW	Iron Worker Welder	2
LAB	General Laborer	221
LAB1	Laborer Level 1	7
LOG	Logistics	3
LOGL	Logistics Leadman	2
MARKET	Marketing	1
MASON	Mason	7
MASU	Mech Assist Field Supernt	2
MC	Mechanical Cleaner	3
MCF2	Mechanical Clean Foreman2	1
MCFSU	Mech Clean Field Superint	3
MCL	Mechanical Clean Leadman	1
MECHSM	Mechanical Site Manager	3
MFSU	Mechanical Field Superint	26
MGF	Mechanical Gen Foreman	1
MHL	Material Handling Laborer	16
MHL1-3	Mechanical Helper 1-3	1
MIL	Millwright	12
MILL	Millwright Lead Man	2
MILLF	Millwright Foreman	1
MOPM	Mechanical Operations Mgr	1
MPM	Mech Project Manager	14
MPSCH	Maint. Planner/Scheduler	2
MSHLP	Maintenance Helper	9
MSM	Maintenance Site Manager	10
MTECH	Maintenance Technician	74
MTECHL	Maintenance Tech. Lead	4
MX	Mech Materials Expeditor	2
OP	Equipment Operator	44
PA	Production Associate	55
PA1	Painter Level 1 (top)	3
PAL	Production Associate Lead	1
PAM	Painter/Maintenance	6
PCCORD	PreCon Coordinator	1
PCM	Project Controls Manager	1
PF	Pipe Fitter	78
PFF	Pipe Fitter Foreman	15
PFH	Pipe Fitter Helper	21
PFL	Pipe Fitter Leadman	4
PFW	Pipe Fitter Welder	6
PLU	Plumber	1
PRCLK	Payroll Clerk	2
PUR	Purchasing Agent	2
PW	Pipe Welder	64
PWF	Pipe Welder Foreman	6
QC	Quality Control	12
QCD	Quality Control Director	1
RIG	Rigger	9
RIGF	Rigging Foreman	1
ROD	Rod Buster/Civil	1
RUN	Runner	1
SAFETY	Safety Personnel	22

SAL	Sales Representative	5
SCB	Scaffold Builder	1
SDIR	Safety Director	1
SECUR	Security Officer	9
SPM	Special Project Manager	1
SRTECH	Shipping-Recv. Technician	3
SRVT	Service Technician	1
SSF	Structural Fitter	1
SSW	Structural/Steel Welder	9
TOO	Tool Room Attendant	7
TRNSPC	Training Specialist	1
TW	Tube Welder	<u>14</u>
<b>TOTAL EMPLOYEES</b>		<b>1216</b>



# State of West Virginia



## Certificate

*I, Mac Warner, Secretary of State of the State of West Virginia, hereby certify that*

**THOMPSON CONSTRUCTION GROUP, INC.**

a corporation formed under the laws of South Carolina filed an application to be registered as a foreign corporation authorizing it to transact business in West Virginia. The application was found to conform to law and a "Certificate of Authority" was issued by the West Virginia Secretary of State on July 15, 2005.

I further certify that the corporation has not been revoked by the State of West Virginia nor has a Certificate of Withdrawal been issued to the corporation by the West Virginia Secretary of State.

Accordingly, I hereby issue this Certificate of Authorization

## CERTIFICATE OF AUTHORIZATION

**Validation ID:1WV5F\_ER52R**



*Given under my hand and the  
Great Seal of the State of  
West Virginia on this day of*

*June 16, 2017*

*Mac Warner*

*Secretary of State*

THOMPSON CONSTRUCTION GROUP, INC.

FINANCIAL STATEMENTS AND

SUPPLEMENTARY INFORMATION

DECEMBER 31, 2017 AND 2016

## TABLE OF CONTENTS

	<u>Page</u>
INDEPENDENT AUDITOR'S REPORT	3-4
FINANCIAL STATEMENTS	
Balance Sheets	5-6
Statements of Income and Comprehensive Income	7
Statements of Changes in Stockholders' Equity	8
Statements of Cash Flows	9-10
Notes to Financial Statements	11-17
SUPPLEMENTARY INFORMATION	
Schedule 1 - Earnings from Contracts	18
Schedule 2 - Contracts Completed	19-20
Schedule 3 - Contracts in Progress	21-24

**PORTER L. THOMPSON, JR.**  
**CERTIFIED PUBLIC ACCOUNTANT**

409 N. SALEM AVENUE  
SUMTER, SC 29150

P.O. BOX 2708  
SUMTER, SOUTH CAROLINA 29151

TELEPHONE: (803) 773-1151  
FAX: (803) 778-2998  
E-MAIL: pltcpa@ftc-l.net

**INDEPENDENT AUDITOR'S REPORT**

To the Board of Directors and Stockholders of  
THOMPSON CONSTRUCTION GROUP, INC.:

I have audited the accompanying financial statements of Thompson Construction Group, Inc. (a South Carolina S Corporation), which comprise the balance sheets as of December 31, 2017 and 2016, and the related statements of income, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

My responsibility is to express an opinion on these financial statements based on my audits. I conducted my audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, I express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

**Opinion**

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Thompson Construction Group, Inc. as of December 31, 2017 and 2016, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

#### Report on Supplementary Information

My audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedules of earnings from contracts, contracts completed, and contracts in progress are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In my opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.



Sumter, South Carolina  
May 24, 2018



THOMPSON CONSTRUCTION GROUP, INC.

BALANCE SHEETS

DECEMBER 31, 2017 AND 2016

	<u>2017</u>	<u>2016</u>
<u>ASSETS</u>		
CURRENT ASSETS:		
Cash and cash equivalents (NOTES 1, 8, and 10)	\$ 2,693,993	\$ 6,208,387
Marketable securities (NOTES 1, 2, and 3)	12,560,734	11,020,448
Accounts receivable (NOTE 1):		
Completed contracts	29,422,898	20,764,636
Contracts in progress	45,378,220	28,479,516
Other	4,267	17,842
Costs and estimated earnings in excess of billings on uncompleted contracts (NOTE 1)	643,069	790,843
Prepaid expenses	1,395,390	621,389
Deposits	62,400	51,778
Total current assets	<u>92,160,971</u>	<u>67,954,839</u>
PROPERTY AND EQUIPMENT (NOTE 1):		
Land	<u>1,038,681</u>	<u>1,038,681</u>
Buildings and improvements	12,367,682	12,367,682
Machinery and equipment	6,337,401	5,588,376
Vehicles	6,757,473	5,752,422
Leasehold improvements	<u>439,965</u>	<u>149,129</u>
Total depreciable assets	25,902,521	23,857,609
Less accumulated depreciation	<u>(11,524,231)</u>	<u>(10,383,849)</u>
Net depreciable assets	<u>14,378,290</u>	<u>13,473,760</u>
Total property and equipment - net	<u>15,416,971</u>	<u>14,512,441</u>
OTHER ASSETS:		
Investment in limited liability companies	16,536,117	16,007,167
Other assets	64,739	66,999
Subordinated notes receivable (NOTE 4)	3,122,555	3,013,386
Cash surrender value of life insurance	<u>882,320</u>	<u>703,911</u>
Total other assets	<u>20,605,731</u>	<u>19,791,463</u>
Total assets	<u>\$ 128,183,673</u>	<u>\$ 102,258,743</u>

The accompanying notes are an

**LIABILITIES AND STOCKHOLDERS' EQUITY**

	<b><u>2017</u></b>	<b><u>2016</u></b>
CURRENT LIABILITIES:		
Book overdraft (NOTES 1, 8, and 10)	\$ 4,407,685	\$ -
Accounts payable	34,978,342	26,918,048
Accrued expenses (NOTE 5)	11,074,145	10,030,042
Billings in excess of costs and estimated earnings on uncompleted contracts (NOTE 1)	12,501,876	6,245,560
Current maturities of long-term debt (NOTE 6)	<u>469,240</u>	<u>3,054,861</u>
Total current liabilities	<u>63,431,288</u>	<u>46,248,511</u>
OTHER LIABILITIES:		
Long-term debt (NOTE 6)	3,979,461	1,125,300
Derivative (NOTES 1 and 3)	<u>14,386</u>	<u>9,364</u>
Total other liabilities	<u>3,993,847</u>	<u>1,134,664</u>
STOCKHOLDERS' EQUITY:		
Common stock - 200,000 shares authorized; 120,430 shares issued; 102,500 and 104,500 shares outstanding, respectively	12,043	12,043
Paid-in capital	324,934	324,934
Treasury stock - 17,930 and 15,930 shares at cost, respectively	(1,980,121)	(1,259,781)
Retained earnings	60,679,804	55,129,131
Accumulated other comprehensive income	<u>1,721,878</u>	<u>669,241</u>
Total stockholders' equity	<u>60,758,538</u>	<u>54,875,568</u>
Total liabilities and stockholders' equity	<u>\$ 128,183,673</u>	<u>\$ 102,258,743</u>

integral part of these statements.

THOMPSON CONSTRUCTION GROUP, INC.

STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

YEARS ENDED DECEMBER 31, 2017 AND 2016

	<u>2017</u>	<u>2016</u>
Contract Revenues	\$ 351,483,009	\$ 335,459,784
Cost of revenues earned	<u>329,487,130</u>	<u>317,752,564</u>
Gross profit	21,995,879	17,707,220
General and administrative expenses	<u>6,920,130</u>	<u>6,033,605</u>
Operating income	15,075,749	11,673,615
Other income (expenses)	<u>1,576,444</u>	<u>570,938</u>
Net income	16,652,193	12,244,553
Other comprehensive income:		
Unrealized holding gains on securities arising during the period	<u>1,052,637</u>	<u>774,547</u>
Comprehensive income	<u>\$ 17,704,830</u>	<u>\$ 13,019,100</u>

The accompanying notes are an integral part of these statements.

**THOMPSON CONSTRUCTION GROUP, INC.**

**STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**

**YEARS ENDED DECEMBER 31, 2017 AND 2016**

	COMMON STOCK	PAID-IN CAPITAL	TREASURY STOCK	RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE INCOME	TOTAL
Balance						
December 31, 2015	\$ 12,043	\$ 324,934	\$ (1,259,781)	\$ 50,757,042	\$ (105,306)	\$ 49,728,932
Net income	-	-	-	12,244,553	-	12,244,553
Dividends paid	-	-	-	(7,872,464)	-	(7,872,464)
Unrealized holding gains on securities arising during the period	-	-	-	-	774,547	774,547
Balance						
December 31, 2016	\$ 12,043	\$ 324,934	\$ (1,259,781)	\$ 55,129,131	\$ 669,241	\$ 54,875,568
Net income	-	-	-	16,652,193	-	16,652,193
Dividends paid	-	-	-	(11,101,520)	-	(11,101,520)
Purchase of treasury stock	-	-	(720,340)	-	-	(720,340)
Unrealized holding gains on securities arising during the period	-	-	-	-	1,052,637	1,052,637
Balance						
December 31, 2017	<u>\$ 12,043</u>	<u>\$ 324,934</u>	<u>\$ (1,980,121)</u>	<u>\$ 60,679,804</u>	<u>\$ 1,721,878</u>	<u>\$ 60,758,538</u>

The accompanying notes are an integral part of these statements.

THOMPSON CONSTRUCTION GROUP, INC.

STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2017 AND 2016

	<u>2017</u>	<u>2016</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 16,652,193	\$ 12,244,553
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Depreciation	1,804,937	1,641,603
Amortization	7,960	11,484
Realized (gains) losses on sale of marketable securities	(111,365)	24,490
Gains on sale of property & equipment	(87,136)	(40,965)
Changes in operating assets and liabilities:		
Accounts receivable	(25,543,391)	5,202,118
Costs and estimated earnings in excess of billings on uncompleted contracts	147,774	841,471
Inventory	-	18,797
Prepaid expenses	(774,001)	92,553
Deposits	(10,622)	16,332
Other assets	(5,700)	-
Cash surrender value of life insurance	(178,409)	(80,534)
Accounts payable	8,060,294	(280,413)
Accrued expenses	1,044,103	3,134,747
Billings in excess of costs and estimated earnings on uncompleted contracts	6,256,316	(2,399,527)
Derivative	5,022	(16,755)
<b>Net cash provided by operating activities</b>	<u><b>7,267,975</b></u>	<u><b>20,409,954</b></u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of property & equipment	(2,722,678)	(1,335,112)
Proceeds from sale of property & equipment	100,347	45,650
Purchases of marketable securities	(2,852,879)	(4,764,957)
Proceeds from sale of marketable securities	2,476,595	4,796,887
Increase in limited liability companies	(528,950)	(355,545)
<b>Net cash used by investing activities</b>	<u><b>(3,527,565)</b></u>	<u><b>(1,613,077)</b></u>

The accompanying notes are an integral part of these statements.



**STATEMENTS OF CASH FLOWS**

-2-

	<b><u>2017</u></b>	<b><u>2016</u></b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Increase (decrease) in book overdraft	4,407,685	(2,678,251)
Net payments under short-term debt agreements	-	(4,121,279)
Principal borrowings under long-term debt agreements	720,340	-
Principal payments under long-term debt agreements	(451,800)	(469,579)
Increase in subordinated notes receivable	(109,169)	(118,036)
Purchase of treasury stock	(720,340)	-
Dividends paid	<u>(11,101,520)</u>	<u>(7,872,464)</u>
<b>Net cash used by financing activities</b>	<b><u>(7,254,804)</u></b>	<b><u>(15,259,609)</u></b>
 <b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	 <b>(3,514,394)</b>	 <b>3,537,268</b>
 CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	 <u>6,208,387</u>	 <u>2,671,119</u>
 <b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	 <b><u>\$ 2,693,993</u></b>	 <b><u>\$ 6,208,387</u></b>
 <b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>		
Cash paid during the year for:		
Interest	\$ 201,447	\$ 235,003

The accompanying notes are an integral part of these statements.

**THOMPSON CONSTRUCTION GROUP, INC.**

**NOTES TO FINANCIAL STATEMENTS**

**YEARS ENDED DECEMBER 31, 2017 AND 2016**

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**NATURE OF BUSINESS**

The Company is a South Carolina corporation established on December 31, 1986. The Company is a leading provider of industrial construction, maintenance, building construction, and disaster recovery services in the southeast.

**REVENUE AND COST RECOGNITION**

Revenue from construction contracts is recognized on the percentage-of-completion method, measured by the proportion of construction costs incurred to date to estimated total construction costs for each contract. That method is used because management considers costs incurred to be the best available measure of progress on contracts in progress. The Company utilizes the percentage of completion method of recognizing income on contracts for financial reporting and tax purposes.

Contract costs of projects under construction include all direct material and labor costs and indirect costs related to contract performance. Selling, general, and administrative costs are charged to expenses as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in estimated profitability are recognized in the period in which the revisions are determined. The costs of construction contracts are charged to earnings on the percentage-of-completion method used to recognize revenues.

The asset, "Costs and estimated earnings in excess of billings on uncompleted contracts," represents revenues recognized in excess of amounts billed. The liability, "Billings in excess of costs and estimated earnings on uncompleted contracts," represents billings in excess of revenues recognized.

**USE OF ESTIMATES**

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from these estimates.

**CASH AND CASH EQUIVALENTS**

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. Certificates of deposit with original maturities over three months are classified as certificates of deposit.

**BOOK OVERDRAFT**

In order to maximize cash utilization, the Company's practice is to draw down on its line of credit only as checks are presented for payment. As a result, the December 31, 2017 book overdraft amount represents checks issued but not presented to a bank for payment.

**MARKETABLE SECURITIES**

The Company classifies its marketable equity securities as available for sale. Securities classified as available for sale are carried in the financial statements at fair value. Realized gains and losses, determined using the first-in, first-out (FIFO) method, are included in earnings; unrealized gains and losses are reported in other comprehensive income.

## **ACCOUNTS RECEIVABLE**

Accounts receivable are stated at the invoiced amount. If the Company is aware of a specific customer's inability to pay, the Company records a reserve for the difference in the amount due and the amount the Company reasonably estimates will be collected. For other customers, the differences between the amount due and the amount management expects to collect are reported in the results of operations of the year in which those differences are determined, with an offsetting entry to a valuation allowance for accounts receivable. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable.

## **PROPERTY AND EQUIPMENT**

Property and equipment is stated at cost. Depreciation is provided using the straight-line method over the estimated useful lives of the assets.

## **LONG-LIVED ASSETS**

Long-lived assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of any asset may not be recoverable. In the event that facts and circumstances indicate that the cost of any long-lived assets may be impaired, an evaluation of recoverability would be performed. As of December 31, 2017 and 2016, the Company has reviewed all long-lived assets and determined that no adjustment is necessary.

## **DERIVATIVE**

The Company applies the provisions of ASC 815, Derivatives and Hedging, for its derivative instruments. The Company is party to one interest rate swap agreement that serves as a hedge against the movement of interest rates associated with borrowing at a variable rate, which matures July 5, 2022. The Company uses the derivative to eliminate the variability of cash flows related to interest rate payments on the Company's variable-rate debt. The fair value of this derivative was a liability of \$14,386 and \$9,364 as of December 31, 2017 and 2016, respectively. The change in fair value is recorded in other income (expenses) in the accompanying statements of income and comprehensive income.

## **S CORPORATION - INCOME TAX STATUS**

The Company, with the consent of its shareholders, has elected under the Internal Revenue Code to be an S Corporation. In lieu of corporate income taxes, the shareholders of an S Corporation are taxed on their proportionate share of the Company's taxable income. Usually no provision or liability for federal income taxes is included in the financial statements.

The Company follows FASB ASC 740-10, Accounting for Uncertainty in Income Taxes, which provides guidance on accounting for uncertainty in income taxes recognized in the Company's financial statements. The guidance prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. As of December 31, 2017 and 2016, the Company has no uncertain tax positions that require either recognition or disclosure in the Company's financial statements. Generally, the Company's tax returns remain open for federal and state income tax examination for three years from the date of filing.

## **SALES TAX**

The Company has responsibility for sales tax related to a portion of their sales to nonexempt customers. The Company collects sales tax from customers and remits the entire amount to the appropriate states. The Company excludes the tax collected and remitted to the states from revenues and cost of sales.

**ADVERTISING**

The Company expenses advertising costs as they are incurred.

**RECLASSIFICATIONS**

Certain accounts in the prior-year financial statements have been reclassified for comparative purposes to conform with the presentation in the current-year financial statements.

**NOTE 2 - MARKETABLE SECURITIES**

Cost and fair value of marketable equity securities at December 31, 2017 and 2016 consist of the following:

	Amortized <u>Cost</u>	Gross Unrealized <u>Gain</u>	Gross Unrealized <u>(Losses)</u>	Fair <u>Value</u>
<b><u>December 31, 2017</u></b>				
Available for sale:				
Equity securities	\$ 5,985,260	\$ 1,834,755	\$ (130,545)	\$ 7,689,470
Debt securities	<u>4,853,596</u>	<u>39,214</u>	<u>(21,546)</u>	<u>4,871,264</u>
Totals	<u>\$ 10,838,856</u>	<u>\$ 1,873,969</u>	<u>\$ (152,091)</u>	<u>\$ 12,560,734</u>
<b><u>December 31, 2016</u></b>				
Available for sale:				
Equity securities	\$ 6,344,504	\$ 886,271	\$ (158,574)	\$ 7,072,201
Debt securities	<u>4,006,703</u>	<u>3,185</u>	<u>(61,641)</u>	<u>3,948,247</u>
Totals	<u>\$ 10,351,207</u>	<u>\$ 889,456</u>	<u>\$ (220,215)</u>	<u>\$ 11,020,448</u>

At December 31, 2017 and 2016, the change in net unrealized holding gains (losses) on securities available for sale in the amounts of \$1,052,637 and \$774,547, respectively, has been charged to other comprehensive income.

The fair value of debt and equity securities has been measured on a recurring basis using Level 1 inputs, which are based on unadjusted quoted market prices within active markets. There have been no changes in valuation techniques and related inputs.

**NOTE 3 - FAIR VALUE MEASUREMENT**

ASC 820, "Fair Value Measurements and Disclosures," established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3). The hierarchy consists of three levels:

- Level 1: Fair value is determined using quoted market prices in active markets for identical assets.
- Level 2: Fair value is determined using quoted market prices in active markets for similar assets.
- Level 3: Fair Value is determined using unobservable market prices in a market that is typically inactive.

The following table provides a summary of the fair values, measured on a recurring basis, of certain of the Company's assets under ASC 820 as of December 31, 2017 and 2016:

		Fair Value Measurements at Reporting Date Using	
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)
	Fair Value		
<b><u>December 31, 2017</u></b>			
Available for sale:			
Equity securities	\$ 7,689,470	\$ 7,689,470	\$ -
Debt securities	\$ 4,871,264	\$ 4,871,264	\$ -
Derivative	\$ (14,386)	\$ -	\$ (14,386)
<b><u>December 31, 2016</u></b>			
Available for sale:			
Equity securities	\$ 7,072,201	\$ 7,072,201	\$ -
Debt securities	\$ 3,948,247	\$ 3,948,247	\$ -
Derivative	\$ (9,364)	\$ -	\$ (9,364)

#### **NOTE 4 - SUBORDINATED NOTES RECEIVABLE**

At December 31, 2017 and 2016, subordinated notes receivable totaling \$59,677 and \$55,257, respectively, were held. These notes mature on June 30, 2019 and bear interest at 8%. At December 31, 2017 and 2016, a subordinated note receivable in the amount of \$3,062,878 and \$2,958,129, respectively, was held. This note matures on December 31, 2019 and bears interest at 8% payable quarterly beginning May 2016. In addition, PIK interest shall accrue on the principal balance of this note at the rate of 4%.

#### **NOTE 5 - ACCRUED EXPENSES**

Accrued expenses at December 31, 2017 and 2016 consist of the following:

	<b><u>2017</u></b>	<b><u>2016</u></b>
Accrued workers compensation insurance	\$ 921,090	\$ 880,317
Accrued and withheld taxes	1,287,426	1,180,055
Accrued bonuses, salaries and vacation pay	4,596,903	4,410,731
Accrued job costs	2,511,942	3,097,183
Other accrued expenses	1,756,784	461,756
	<u>\$ 11,074,145</u>	<u>\$ 10,030,042</u>

#### **NOTE 6 - NOTES PAYABLE**

Notes payable at December 31, 2017 and 2016 consist of the following:

	<b><u>2017</u></b>	<b><u>2016</u></b>
\$20,000,000 line of credit payable July 31, 2018 with interest at "LIBOR rate (adjusted periodically)" plus 1.5% payable monthly beginning June 2016; collateralized by equipment and receivables. The balance at May 24, 2018 was \$-0-.	\$ -	\$ -



Note payable in monthly installments of \$4,439 including interest at "LIBOR rate (adjusted periodically)" plus 1.85% payable monthly beginning July 2016 with a balloon payment due March 2019; collateralized by real estate.	599,250	652,517
Note payable in monthly installments of \$18,571 plus interest at "LIBOR rate (adjusted periodically)" plus 1.85% payable monthly beginning July 2016 with a balloon payment due July 2022; collateralized by equipment, receivables, and real estate.	2,692,857	2,915,714
Note payable in monthly installments of \$3,813 including interest at 3.45% payable beginning December 2016 with a balloon payment due November 2021; collateralized by real estate	526,296	553,137
Note payable to shareholder in monthly installments of \$9,799 including interest at prime adjusted annually on July 1st through July 2017; collateralized by 2,000 shares of Thompson Construction Group, Inc.	-	58,793
Note payable to shareholder in monthly installments of \$15,007 plus interest at 4% payable monthly beginning August 2017 through July 2021; collateralized by 2,000 shares of Thompson Construction Group, Inc.	630,298	-
Total	4,448,701	4,180,161
Due within one year	469,240	3,054,861
Due after one year	\$ 3,979,461	\$ 1,125,300

The following is a summary of annual principal payments for the years ending December 31:

2018	\$ 469,240
2019	977,946
2020	432,980
2021	767,107
2022	1,801,428
	<u>\$ 4,448,701</u>

#### **NOTE 7 - RETIREMENT PLAN**

The Company has a 401(k) plan for all employees who are twenty-one years of age or more. Under the plan, employees may elect to defer salary, subject to Internal Revenue Service limits. The Company has the option of making an annual discretionary contribution and can also match each employee's contribution. For the years ended December 31, 2017 and 2016, the Company contributed \$588,729 and \$460,781, respectively. There were no employer discretionary contributions for 2017 and 2016.

#### **NOTE 8 - CONCENTRATIONS OF CREDIT RISK**

The Company maintains cash balances at several financial institutions. Accounts at each institution are insured by the Federal Deposit Insurance Corporation up to \$250,000. At December 31, 2017 and 2016, the Company's uninsured cash balances totaled \$1,904,609 and \$10,900,763, respectively.

#### **NOTE 9 - RELATED PARTY TRANSACTIONS**

##### **LEASE ACTIVITY**

Effective June 1, 1993 the Company leases one of its facilities from a related party at a rate of \$4,000 on a month to month basis.

The Company leases a portion of its Sumter, South Carolina facilities to Thompson Industrial Services, LLC (TIS) under two leases. The first lease expired March 31, 2016 and the Company and TIS have verbally agreed to exercise the second five-year option on this lease expiring March 31, 2021. The second lease expired July 31, 2012 and the Company and TIS have verbally agreed to exercise the second five-year option expiring July 31, 2022.

The Company leases an industrial warehouse located in Louisiana to TIS for a five-year term beginning June 1, 2014 and expiring May 31, 2019.

The Company received \$42,537 and \$41,486 per month under the terms of the leases in 2017 and 2016, respectively. The income associated with these leases as of December 31, 2017 and 2016 was \$510,439 and \$497,826, respectively; and is included in the other income (expense) portion of the accompanying statements of income and comprehensive income.

##### **OPERATING ACTIVITY**

The Company provides services to and receives services from TIS. These services include, but are not limited to, contract labor and equipment repairs. These services are billed monthly by each party. As of December 31, 2017 and 2016, a balance due from TIS was included in accounts receivable in the amount of \$302,893 and \$464,359, respectively. As of December 31, 2017 and 2016, a balance to TIS was included in accounts payable in the amount of \$33,523 and \$460,753, respectively.

The Company believes that these transactions are on terms as favorable as those that could be obtained from/provided to an independent third party.

#### **NOTE 10 - COMMITMENTS, CONTINGENCIES AND OTHER ITEMS**

##### **COMMITMENTS**

The Company leases office space under noncancelable operating leases through April 2022. The following is a schedule of future minimum lease payments required under the leases:

2018	\$	229,585
2019		198,570
2020		112,518
2021		115,900
2022		34,094
	\$	<u>690,667</u>

##### **STANDBY LETTERS OF CREDIT**

The Company maintains standby letters of credit in favor of Stone & Webster Construction, Inc. totaling \$926,095 as of December 31, 2017 as required by contracts currently in progress. As of May 24, 2018, these letters of credit total \$926,095.

### **SELF INSURANCE**

In April 2008, the Company became a member of a Captive Insurance Policy (Captive) which covers claims up to \$500,000, and then the remaining exposure is re-insured through a separate policy. Based on the policy agreements, any claims submitted to Captive are paid through funds established by payments from the Company. At December 31, 2017, the Company provided a letter-of-credit with a commercial bank in a maximum amount of \$1,534,362 to secure a portion of the maximum obligation for claims in excess of the Captive Coverage Limits.

No events have occurred subsequent to December 31, 2017, which would require an adjustment to the self-insurance liabilities recorded in the financial statements as of December 31, 2017.

### **LEGAL CONTINGENCIES**

The Company is involved in various legal proceedings arising from the normal course of business. In management's opinion, the outcome of the aforementioned matters will not have a material effect on the Company's financial position or results of operations.

### **NOTE 11 - SUBSEQUENT EVENTS**

Management has evaluated subsequent events through date of the report, which is the date the financial statements were available to be issued. All events that required recognition or disclosure in the 2017 financial statements have been incorporated.

From January 1, 2018 to May 24, 2018, the Company acquired equipment totaling \$1,268,706.

From January 1, 2018 to May 24, 2018, the Company paid dividends totaling \$1,779,074.

August 3, 2018

**Re: Thompson Construction Group, Inc.**

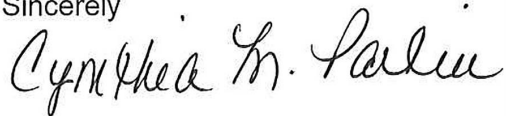
To Whom It May Concern:

We are pleased to be able to write to you concerning our valued client Thompson Construction Group, Inc. We have handled Thompson's surety needs for over 13 years and we have always enjoyed an outstanding relationship. We have their bonds placed with Continental Casualty Company, a CNA company. Continental has an A rating by AM Best and they are licensed in the State of South Carolina. CNA has established a total surety program in excess of \$500,000,000 and approved single jobs in the \$150,000,000 range. Their available bonding capacity is in excess of \$320,000,000. CNA has always supported any bond request of this outstanding company.

We consider Thompson Construction Group, Inc. and the management team true professionals in the field of general contracting. Thompson has a value added delivery philosophy, track record on meeting critical deadlines and strong commitment to their customers and quality projects. Operations are conducted with fiscal responsibility, proficient technical and managerial skills and ethics of the highest caliber.

This is to advise that we are prepared to support bond requests on behalf of Thompson Construction Group, Inc. Any final bonds are subject to an underwriting review, contract terms and conditions. Should you desire any additional information concerning this fine company, you may contact Brad Lorenzetti via mobile phone at 803-917-7118.

Sincerely



Cynthia M. Partin  
Senior Surety Client Specialist

Cynthia M. Partin  
Senior Surety Client Specialist

1441 Main Street, Suite 806  
Columbia, SC 29201

D – 803-540-3074  
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[Willistowerswatson.com](http://Willistowerswatson.com)

**ACORD**<sup>TM</sup>**CERTIFICATE OF LIABILITY INSURANCE**

DATE (MM/DD/YYYY)

8/01/2017

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 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).

<b>PRODUCER</b> <b>USI Insurance Services, LLC-CL</b> <b>1301 Gervais St., Suite 500</b> <b>Columbia, SC 29201</b> <b>803 602-3020</b>	<b>CONTACT NAME:</b> <b>Meghan Schultz</b> <b>PHONE (A/C, No, Ext):</b> <b>803 602-3020</b> <b>FAX (A/C, No):</b> <b>E-MAIL ADDRESS:</b> <b>meghan.schultz@usi.com</b>														
<b>INSURED</b> <b>Thompson Construction Group, Inc.</b> <b>100 N. Main Street</b> <b>Sumter, SC 29150</b>	<table border="1"> <thead> <tr> <th data-bbox="816 426 1437 451">INSURER(S) AFFORDING COVERAGE</th> <th data-bbox="1437 426 1572 451">NAIC #</th> </tr> </thead> <tbody> <tr> <td data-bbox="816 451 1437 478"><b>INSURER A : Zurich American Insurance Co.</b></td> <td data-bbox="1437 451 1572 478"><b>16535</b></td> </tr> <tr> <td data-bbox="816 478 1437 506"><b>INSURER B : Travelers Property Cas. Co.</b></td> <td data-bbox="1437 478 1572 506"><b>25674</b></td> </tr> <tr> <td data-bbox="816 506 1437 533"><b>INSURER C :</b></td> <td data-bbox="1437 506 1572 533"></td> </tr> <tr> <td data-bbox="816 533 1437 560"><b>INSURER D :</b></td> <td data-bbox="1437 533 1572 560"></td> </tr> <tr> <td data-bbox="816 560 1437 588"><b>INSURER E :</b></td> <td data-bbox="1437 560 1572 588"></td> </tr> <tr> <td data-bbox="816 588 1437 615"><b>INSURER F :</b></td> <td data-bbox="1437 588 1572 615"></td> </tr> </tbody> </table>	INSURER(S) AFFORDING COVERAGE	NAIC #	<b>INSURER A : Zurich American Insurance Co.</b>	<b>16535</b>	<b>INSURER B : Travelers Property Cas. Co.</b>	<b>25674</b>	<b>INSURER C :</b>		<b>INSURER D :</b>		<b>INSURER E :</b>		<b>INSURER F :</b>	
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<b>INSURER A : Zurich American Insurance Co.</b>	<b>16535</b>														
<b>INSURER B : Travelers Property Cas. Co.</b>	<b>25674</b>														
<b>INSURER C :</b>															
<b>INSURER D :</b>															
<b>INSURER E :</b>															
<b>INSURER F :</b>															

**COVERAGES****CERTIFICATE NUMBER:****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 INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
<b>A</b>	<input checked="" type="checkbox"/> <b>COMMERCIAL GENERAL LIABILITY</b> <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR  GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:			<b>GLO038165101</b>	<b>07/01/2017</b>	<b>07/01/2019</b>	EACH OCCURRENCE <b>\$1,000,000</b> DAMAGE TO RENTED PREMISES (Ea occurrence) <b>\$1,000,000</b> MED EXP (Any one person) <b>\$10,000</b> PERSONAL & ADV INJURY <b>\$1,000,000</b> GENERAL AGGREGATE <b>\$2,000,000</b> PRODUCTS - COMP/OP AGG <b>\$2,000,000</b> \$
<b>A</b>	<b>AUTOMOBILE LIABILITY</b> <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS			<b>BAP038165201</b>	<b>07/01/2017</b>	<b>07/01/2019</b>	COMBINED SINGLE LIMIT (Ea accident) <b>\$1,000,000</b> BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
<b>B</b>	<input checked="" type="checkbox"/> <b>UMBRELLA LIAB</b> <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED <input checked="" type="checkbox"/> RETENTION <b>\$10,000</b>			<b>ZUP41M5962116NF</b>	<b>07/01/2017</b>	<b>07/01/2019</b>	EACH OCCURRENCE <b>\$15,000,000</b> AGGREGATE <b>\$15,000,000</b> \$
<b>A</b>	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b> ANY PROPRIETOR/PARTNER/EXECUTIVE/OFFICER/MEMBER EXCLUDED? <input type="checkbox"/> Y <input checked="" type="checkbox"/> N (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below		<b>N/A</b>	<b>WC038165001</b>	<b>07/01/2017</b>	<b>07/01/2019</b>	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT <b>\$1,000,000</b> E.L. DISEASE - EA EMPLOYEE <b>\$1,000,000</b> E.L. DISEASE - POLICY LIMIT <b>\$1,000,000</b>

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

**File Copy**

**CERTIFICATE HOLDER****CANCELLATION**

<b>Thompson Construction Group, Inc.</b> <b>100-108 North Main Street</b> <b>Sumter, SC 29150</b>	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.  <b>AUTHORIZED REPRESENTATIVE</b> 
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*6. Fidelity bond insurance current limit is \$500,000.00. Will increase minimum limits to \$1,000,000.00 upon award of contract.*

*7. Performance bond insurance current limit is undetermined due to the project amount not yet being awarded. TCG will provide 100% value of the performance bond at the time project is awarded.*

*8. Labor/material bond insurance current limit is undetermined due to the project amount not yet being awarded. TCG will provide 100% value of the labor/material bond at the time project is awarded.*

**BID BOND**

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, Thompson Construction Group, Inc.  
of Sumter, SC, as Principal, and Continental Casualty Company  
of Chicago, IL, a corporation organized and existing under the laws of the State of  
IL with its principal office in the City of Chicago, as Surety, are held and firmly bound unto the State  
of West Virginia, as Obligee, in the penal sum of Five Percent of Amount Bid (\$ 5%) for the payment of which,  
well and truly to be made, we jointly and severally bind ourselves, our heirs, administrators, executors, successors and assigns.

The Condition of the above obligation is such that whereas the Principal has submitted to the Purchasing Section of the  
Department of Administration a certain bid or proposal, attached hereto and made a part hereof, to enter into a contract in writing for  
Demolition and removal of debris for Region 1

**NOW THEREFORE,**

(a) If said bid shall be rejected, or  
(b) If said bid shall be accepted and the Principal shall enter into a contract in accordance with the bid or proposal  
attached hereto and shall furnish any other bonds and insurance required by the bid or proposal, and shall in all other respects perform  
the agreement created by the acceptance of said bid, then this obligation shall be null and void, otherwise this obligation shall remain in  
full force and effect. It is expressly understood and agreed that the liability of the Surety for any and all claims hereunder shall, in no  
event, exceed the penal amount of this obligation as herein stated.

The Surety, for the value received, hereby stipulates and agrees that the obligations of said Surety and its bond shall be in no  
way impaired or affected by any extension of the time within which the Obligee may accept such bid, and said Surety does hereby  
waive notice of any such extension.

WITNESS, the following signatures and seals of Principal and Surety, executed and sealed by a proper officer of Principal and  
Surety, or by Principal individually if Principal is an individual, this 3rd day of August, 2018.

Principal Seal

Thompson Construction Group, Inc.  
(Name of Principal)

By [Signature]  
(Must be President, Vice President, or  
Duly Authorized Agent)

Vice President  
(Title)

Continental Casualty Company  
(Name of Surety)

By: [Signature]  
Rebecca E. Cano Attorney-in-Fact



**IMPORTANT – Surety executing bonds must be licensed in West Virginia to transact surety insurance, must affix its seal, and must attach a power of attorney with its seal affixed.**

## POWER OF ATTORNEY APPOINTING INDIVIDUAL ATTORNEY-IN-FACT

Know All Men By These Presents, That Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hartford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company (herein called "the CNA Companies"), are duly organized and existing insurance companies having their principal offices in the City of Chicago, and State of Illinois, and that they do by virtue of the signatures and seals herein affixed hereby make, constitute and appoint

Rebecca E. Cano, Individually

of Columbia, SC their true and lawful Attorney(s)-in-Fact with full power and authority hereby conferred to sign, seal and execute for and on their behalf bonds, undertakings and other obligatory instruments of similar nature

- In Unlimited Amounts -

Surety Bond No.: Bid Bond

Principal: Thompson Construction Group, Inc.

Obligee: State of West Virginia

and to bind them thereby as fully and to the same extent as if such instruments were signed by a duly authorized officer of their insurance companies and all the acts of said Attorney, pursuant to the authority hereby given is hereby ratified and confirmed.

This Power of Attorney is made and executed pursuant to and by authority of the By-Law and Resolutions, printed on the reverse hereof, duly adopted, as indicated, by the Boards of Directors of the insurance companies.

In Witness Whereof, the CNA Companies have caused these presents to be signed by their Vice President and their corporate seals to be hereto affixed on this 27th day of February, 2018.



Continental Casualty Company  
National Fire Insurance Company of Hartford  
American Casualty Company of Reading, Pennsylvania

Paul T. Bruflat Vice President

State of South Dakota, County of Minnehaha, ss:

On this 27th day of February, 2018, before me personally came Paul T. Bruflat to me known, who, being by me duly sworn, did depose and say: that he resides in the City of Sioux Falls, State of South Dakota; that he is a Vice President of Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hartford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company described in and which executed the above instrument; that he knows the seals of said insurance companies; that the seals affixed to the said instrument are such corporate seals; that they were so affixed pursuant to authority given by the Boards of Directors of said insurance companies and that he signed his name thereto pursuant to like authority, and acknowledges same to be the act and deed of said insurance companies.



My Commission Expires June 23, 2021

J. Mohr Notary Public

### CERTIFICATE

I, D. Johnson, Assistant Secretary of Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hartford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company do hereby certify that the Power of Attorney herein above set forth is still in force, and further certify that the By-Law and Resolution of the Board of Directors of the insurance companies printed on the reverse hereof is still in force. In testimony whereof I have hereunto subscribed my name and affixed the seal of the said insurance companies this 3rd day of August, 2018.



Continental Casualty Company  
National Fire Insurance Company of Hartford  
American Casualty Company of Reading, Pennsylvania

D. Johnson Assistant Secretary

Form F6853-4/2012

Go to [www.cnasurety.com](http://www.cnasurety.com) > Owner / Obligee Services > Validate Bond Coverage, if you want to verify bond authenticity.

## Authorizing By-Laws and Resolutions

### ADOPTED BY THE BOARD OF DIRECTORS OF CONTINENTAL CASUALTY COMPANY:

This Power of Attorney is made and executed pursuant to and by authority of the following resolution duly adopted by the Board of Directors of the Company at a meeting held on May 12, 1995:

"RESOLVED: That any Senior or Group Vice President may authorize an officer to sign specific documents, agreements and instruments on behalf of the Company provided that the name of such authorized officer and a description of the documents, agreements or instruments that such officer may sign will be provided in writing by the Senior or Group Vice President to the Secretary of the Company prior to such execution becoming effective."

This Power of Attorney is signed by Paul T. Bruflat, Vice President, who has been authorized pursuant to the above resolution to execute power of attorneys on behalf of Continental Casualty Company.

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the Company by unanimous written consent dated the 25<sup>th</sup> day of April, 2012:

"Whereas, the bylaws of the Company or specific resolution of the Board of Directors has authorized various officers (the "Authorized Officers") to execute various policies, bonds, undertakings and other obligatory instruments of like nature; and

Whereas, from time to time, the signature of the Authorized Officers, in addition to being provided in original, hard copy format, may be provided via facsimile or otherwise in an electronic format (collectively, "Electronic Signatures"); Now therefore be it resolved: that the Electronic Signature of any Authorized Officer shall be valid and binding on the Company. "

### ADOPTED BY THE BOARD OF DIRECTORS OF NATIONAL FIRE INSURANCE COMPANY OF HARTFORD:

This Power of Attorney is made and executed pursuant to and by authority of the following resolution duly adopted by the Board of Directors of the Company by unanimous written consent dated May 10, 1995:

"RESOLVED: That any Senior or Group Vice President may authorize an officer to sign specific documents, agreements and instruments on behalf of the Company provided that the name of such authorized officer and a description of the documents, agreements or instruments that such officer may sign will be provided in writing by the Senior or Group Vice President to the Secretary of the Company prior to such execution becoming effective."

This Power of Attorney is signed by Paul T. Bruflat, Vice President, who has been authorized pursuant to the above resolution to execute power of attorneys on behalf of National Fire Insurance Company of Hartford.

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the Company by unanimous written consent dated the 25<sup>th</sup> day of April, 2012:

"Whereas, the bylaws of the Company or specific resolution of the Board of Directors has authorized various officers (the "Authorized Officers") to execute various policies, bonds, undertakings and other obligatory instruments of like nature; and

Whereas, from time to time, the signature of the Authorized Officers, in addition to being provided in original, hard copy format, may be provided via facsimile or otherwise in an electronic format (collectively, "Electronic Signatures"); Now therefore be it resolved: that the Electronic Signature of any Authorized Officer shall be valid and binding on the Company. "

### ADOPTED BY THE BOARD OF DIRECTORS OF AMERICAN CASUALTY COMPANY OF READING, PENNSYLVANIA:

This Power of Attorney is made and executed pursuant to and by authority of the following resolution duly adopted by the Board of Directors of the Company by unanimous written consent dated May 10, 1995:

"RESOLVED: That any Senior or Group Vice President may authorize an officer to sign specific documents, agreements and instruments on behalf of the Company provided that the name of such authorized officer and a description of the documents, agreements or instruments that such officer may sign will be provided in writing by the Senior or Group Vice President to the Secretary of the Company prior to such execution becoming effective."

This Power of Attorney is signed by Paul T. Bruflat, Vice President, who has been authorized pursuant to the above resolution to execute power of attorneys on behalf of American Casualty Company of Reading, Pennsylvania.

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the Company by unanimous written consent dated the 25<sup>th</sup> day of April, 2012:

"Whereas, the bylaws of the Company or specific resolution of the Board of Directors has authorized various officers (the "Authorized Officers") to execute various policies, bonds, undertakings and other obligatory instruments of like nature; and

Whereas, from time to time, the signature of the Authorized Officers, in addition to being provided in original, hard copy format, may be provided via facsimile or otherwise in an electronic format (collectively, "Electronic Signatures"); Now therefore be it resolved: that the Electronic Signature of any Authorized Officer shall be valid and binding on the Company. "



# **Thompson**

Thompson Construction Group, Inc.

## Section F. 6 Debarment

Thompson Construction Group, Inc. has not been debarred pursuant to the debarment requirements listed.





# **Thompson**

Thompson Construction Group, Inc.

## Section F. 7 Complaints or Disciplinary Action

Thompson Construction Group, Inc. has not been subject of any complaints or disciplinary action by any licensing jurisdiction.



G

## Personnel / Staffing Plan



**Thompson**



## Greg A. Thompson

President & CEO

### Bio

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Greg A. Thompson is the Chairman of Thompson Industrial Services, LLC, President and CEO of Thompson Construction Group, Inc., all located in Sumter, South Carolina. Greg has established himself as a savvy businessman, conscientious employer and dedicated family man.

Greg joined his family business right after high school. By 1986, he was prepared to start his own contract coating services business. His business knowledge and expertise have grown exponentially since that time. Greg's business has expanded to areas of construction, operations support, maintenance services and industrial cleaning.

Thompson Construction Group's focus is on construction, operations support and maintenance services in the petrochemical, utility, steel, pulp & paper, healthcare and other specialized industries. The general contractor division, Thompson Turner, is focused on commercial and institutional construction projects. The Thompson family of companies has a broad and diverse business that covers every aspect of the construction market as well as significant growth in operations support and maintenance services. Thompson's largest completed construction project to date was part of the largest construction project in the United States located in Mobile, Alabama, ThyssenKrupp steel plant, a multi-billion dollar project.

Greg serves as the Chairman of the Sumter Economic Development Board, a founding member of the Sumter Smarter Growth Initiative, and serves on the Sumter School District Finance Committee.

Greg has been a champion of the redevelopment of downtown Sumter. He has exhibited this commitment by renovating 100 North Main Street for the Thompson Construction Group and Thompson Industrial Services headquarters. He has also renovated and opened Hampton's Restaurant and Bakery on West Hampton Avenue, 7 upper story apartments in the downtown of Sumter and most recently SIDEBAR on MAIN restaurant.



**Thompson**

100 N. Main Street, Sumter, South Carolina 29150 (803)773-8005

# Tim McCoy

## Senior Project Manager

### Bio and Professional Qualifications

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Tim McCoy began his career in his home state of West Virginia at the age of 17 while attending Marshall University. For the next 23 years Tim polished his project management skills in many coal industry ventures. Those ventures included mine supply business, operating rail coal loading facilities, purchasing and removing distressed coal properties, operating multiple preparation plants, barge loading facilities, as well as operating multiple underground and surface mining operations in Alabama. The skills acquired from years in the coal industry were a perfect fit for the Disaster Recovery industry. Tim began his DR work in 2005 following Hurricane Katrina. Please find below a list of DR projects where Tim has acted as the Senior Project Manager in charge of all facets of the undertaking.

### Responsibilities

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- August 2005  
Hurricane Katrina and Rita  
Drainage Projects  
Locations: New Orleans Parish, Jefferson Parish, City of Mandeville,, St. Bernard Parish
- September 2008  
Hurricanes Gustav and Ike  
Drainage Projects  
Locations: St. John the Baptist Parish, Terrebonne Parish
- April 20, 2010  
Deepwater Horizon Oil Spill  
Provided safety officers, provided boom, provided high speed boats for monitoring
- May 2011  
Tornado Cleanup  
Asbestos Remediation  
Locations: Tuscaloosa, AL, Joplin, Missouri
- August 2016  
Louisiana Shelter in Place  
Home Restoration  
Location: Baton Rouge, Louisiana and surrounding areas
- May 2017  
South Carolina 2015, 1,000 year flood home restoration  
Home Rehabilitation, Home Reconstruction, MHU placement  
Location: Coastal South Carolina



**Thompson**

100 N. Main Street, Sumter, South Carolina 29150 (803)773-8005





## Frank A. McCormick

### Project Manager

Frank McCormick is an experienced manager of construction and projects with over 15 years of industrial construction expertise. He comes to Thompson with a proven record of safety, quality, schedule, and budget achievements in multi-million dollar projects generally tied to government contracting.

#### EDUCATION

- BS - International Business – Bowling Green State University – 1990**
- **Management Information Systems** area of Specialization
  - 3 year ROTC scholarship / Honors College
  - Drury University, MBA Program, Strategy and Leadership, 6 of 30 hours
  - **Leadership and Management for Accelerated Performance Program**, 2012, Owen Graduate School of Management, **Vanderbilt University**, Nashville, TN
  - Certified, Safety Trained Supervisor of Construction (STSC), July, 2017

#### MILITARY

**U.S. Army - Lieutenant Colonel – Engineer / Signal Corps** Active Duty, 1990-2000.

National

Guard / Reserve, 2002-Present, *Security Clearance, Secret. Government Contracting*

Officer Trained

#### EXPERIENCE

Schools: OSHA 30 (4/4/2011), Command and General Staff College, Armor Officer Basic Course, Airborne School / Air Assault School, Signal Officer Qualification Course / Node Management Course, Signal Officer Advance Course / Combined Armed Services Staff School, Recruiting Company Commander Course, Theatre Contracting Certification.

April 2016– August 2017

**General Manager of Operations, Petrochem Insulation Inc., Indiana Branch**

November 2015– April 2016

**Vice President of the Americas, Shanahan Engineering (WoodGroup)**

February 2014 – November 2015

**Director of Operations, Western Hemisphere, Shanahan Engineering (WoodGroup)**

October 2010 – February 2014

**Senior Manager of Construction, Generation Construction, Tennessee Valley Authority**

February 2010 – October 2010

**Construction Manager, FGD&C, Tennessee Valley Authority**

June 2007 – February 2010

**Procurement Agent, Construction Contracts & Logistics, Associated Electric Cooperative, Inc.**

June 2008 – March 2009

**KFOR 10 NATO Staff Engineer / Contracting Officer, Prishtina, Kosovo.**

March 2006 – June 2007

**Start up and Commissioning, Operations, Primesouth, Dell Power Plant, Dell, AR (599MW).**

September 2003 – March 06

**Director of Energy Programs, Delta Area Economic Opportunity Corporation:**

July 2004 – March 06

**Task Force 134 (Detainee Operations) Staff Engineer / Contracting Officer. IRAQ:**

May 02 – September 03

**Construction Manager - Owner, WLC Construction:**





H

## References



**Thompson**



# Thompson

## REFERENCES:

South Carolina Department of Disaster Recovery  
Program Manager: Horne, LLP  
Home Rehabilitation, Home Restoration, MHU Replacement  
Value: est. \$50,000,000

Reference:  
Jonathan Krebs  
Horne, LLP  
Partner  
[Jonathan.krebs@hornellp.com](mailto:Jonathan.krebs@hornellp.com)  
[601-466-0056](tel:601-466-0056)

Louisiana Shelter at Home Program  
Program Inspector: The Work Force Group  
Home Rehabilitation  
Value: \$6,000,000

Reference:  
Bart Farmer  
The Work Force Group  
President  
[Bfarmer@theworkforcegroup.com](mailto:Bfarmer@theworkforcegroup.com)  
[225-413-2213](tel:225-413-2213)

Deepwater Horizon Oil Spill  
Health and Safety: Center for Toxicology and Environmental Health  
Provide Safety Officers, Provided Boom, Provided High Speed Boats  
Value: \$60,000,000

Reference:  
Cory Davis  
Center for Toxicology and Environmental Health  
Vice President  
[Cdavis@cteh.com](mailto:Cdavis@cteh.com)  
[501-258-7881](tel:501-258-7881)





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## Acceptance of Conditions



**Thompson**



# Thompson

I. Acceptance of conditions:

Thompson Construction Group, Inc. takes no exceptions to the General Terms and Conditions, contained in this RFP and to insurance, bonding, and any other requirements listed.





J

## Additional Data



**Thompson**





# Thompson

J. Additional data:

Thompson Construction Group, Inc. has no additional information that will aid in evaluation of the response due to the thorough explanation of requirements contained within the RFP.