

Request for Proposal

"Demolition and Debris Removal
For Region 2."
Post-Disaster Residential
Property Reconstruction Services

RECEIVED

2018 AUG -7 PM 2:35

WV PURCHASING
DIVISION

August 06, 2018

BID RECEIVED LATE

BUYER *M. C. [Signature]*

WITNESS *[Signature]*

DISQUALIFIED

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



Thompson



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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

Authorized Company Signature



Chair, West Virginia Contractor
Licensing Board



**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 .**

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 acknowledgment 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; website: 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 2

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: [Handwritten Signature] Date Signed: August 1, 2018

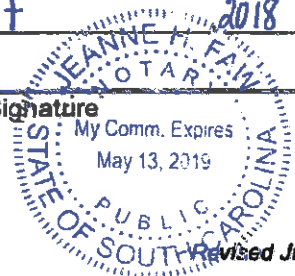
Notary Verification

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.

Jeanne H. Fawcett
Notary Public's Signature



To be completed by State Agency:
Date Received by State Agency: _____
Date submitted to Ethics Commission: _____
Governmental agency submitting Disclosure: _____



State of West Virginia
PURCHASING DIVISION
Construction Bid Submission Review Form

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

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 DEV1900000006

Contract Purpose: Demolition and Debris Removal, Region 2

Agency 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 Group, Inc.

Vendor Telephone: 800.849.8040

Vendor Address: 100 North Main Street, Sumter, SC 29150

Vendor 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:

- I am an employee of Thompson Construction Group; and,
(Company Name)
- 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 WVCODE PROVISIONS. FAILURE TO INCLUDE THE AFFIDAVIT WITH THE BID SHALL RESULT IN DISQUALIFICATION OF THE BID.

STATE OF WEST VIRGINIA
Purchasing Division
PURCHASING AFFIDAVIT

CONSTRUCTION CONTRACTS: Under W. Va. Code § 5-22-1(i), the contracting public entity shall not award a construction contract to any bidder that is known to be in default on any monetary obligation owed to the state or a political subdivision of the state, including, but not limited to, obligations related to payroll taxes, property taxes, sales and use taxes, fire service fees, or other fines or fees.

ALL CONTRACTS: Under W. Va. Code §5A-3-10a, no contract or renewal of any contract may be awarded by the state or any of its political subdivisions to any vendor or prospective vendor when the vendor or prospective vendor or a related party to the vendor or prospective vendor is a debtor and: (1) the debt owed is an amount greater than one thousand dollars in the aggregate; or (2) the debtor is in employer default.

EXCEPTION: The prohibition listed above does not apply where a vendor has contested any tax administered pursuant to chapter eleven of the W. Va. Code, workers' compensation premium, permit fee or environmental fee or assessment and the matter has not become final or where the vendor has entered into a payment plan or agreement and the vendor is not in default of any of the provisions of such plan or agreement.

DEFINITIONS:

"Debt" means any assessment, premium, penalty, fine, tax or other amount of money owed to the state or any of its political subdivisions because of a judgment, fine, permit violation, license assessment, defaulted workers' compensation premium, penalty or other assessment presently delinquent or due and required to be paid to the state or any of its political subdivisions, including any interest or additional penalties accrued thereon.

"Employer default" means having an outstanding balance or liability to the old fund or to the uninsured employers' fund or being in policy default, as defined in W. Va. Code § 23-2c-2, failure to maintain mandatory workers' compensation coverage, or failure to fully meet its obligations as a workers' compensation self-insured employer. An employer is not in employer default if it has entered into a repayment agreement with the Insurance Commissioner and remains in compliance with the obligations under the repayment agreement.

"Related party" means a party, whether an individual, corporation, partnership, association, limited liability company or any other form or business association or other entity whatsoever, related to any vendor by blood, marriage, ownership or contract through which the party has a relationship of ownership or other interest with the vendor so that the party will actually or by effect receive or control a portion of the benefit, profit or other consideration from performance of a vendor contract with the party receiving an amount that meets or exceeds five percent of the total contract amount.

AFFIRMATION: By signing this form, the vendor's authorized signer affirms and acknowledges under penalty of law for false swearing (W. Va. Code §61-5-3) that: (1) for construction contracts, the vendor is not in default on any monetary obligation owed to the state or a political subdivision of the state, and (2) for all other contracts, that neither vendor nor any related party owe a debt as defined above and that neither vendor nor any related party are in employer default as defined above, unless the debt or employer default is permitted under the exception above.

WITNESS THE FOLLOWING SIGNATURE:

Vendor's Name: Thompson Construction Group, Inc.

Authorized Signature: [Signature] Date: August 1, 2018

State of South Carolina

County of Sumter, to-wit:

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

My Commission expires May 13, 2019, 20 .

AFFIX SEAL HERE



NOTARY PUBLIC

Jeanne H. Jaw

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.

| Subcontractor Name | License Number if Required by W. Va. Code § 21-11-1 et. seq. |
|-------------------------|---|
| | |
| Superior Pocahontas | WV 054429 |
| Bob's Dump Truck | WV 014339 |
| Wilkinson Surveying | WV 2319-9649 |
| Timberline Constrcution | WV 01262 |
| On-site Housing | WV 037638 |
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Attach additional pages if necessary



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: 476134

Doc Description: Demolition and Removal of Debris - Region 2

Proc Type: Central Master Agreement

| Date Issued | Solicitation Closes | Solicitation No | Version |
|-------------|------------------------|-------------------------|---------|
| 2018-07-23 | 2018-08-07 13:30:00 | CRFQ 0307 DEV1900000006 | 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:**Request for Quotation**

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 Fayette and Nicholas Counties.

| 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 | | | |

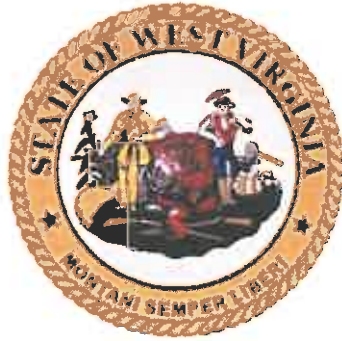
Extended Description :

***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.

| | | | |
|----------------------|--------------------------------|---|------------------------------|
| DEV1900000006 | Document Phase Final | Document Description Demolition and Removal of Debris - Region 2 | Page 3 of 3 |
|----------------------|--------------------------------|---|------------------------------|

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

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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 <i>(* denotes shareholder)</i> | *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 | www.thompsonsoutheast.com |

"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

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

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

| 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 | 195,000 | \$ 780,000.00 |
| 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 | 32,500 | \$ 975,000.00 |
| Drainng, Removal, and Backfilling of Septic Tanks | Per Tank | \$ 600.00 | 65 | \$ 39,000.00 |
| Sealing, Filling In, and/or Capping Underground Wells | Per Well | \$ 3,840.00 | 65 | \$ 249,600.00 |
| Removal of External Propane or Fuel Oil Tanks | Per Tank | \$ 600.00 | 65 | \$ 39,000.00 |
| Inspection, Sampling, Testing, and Documentation of Asbestos Containing Materials of all Standing Structures. | Per Structure | \$ 600.00 | 195 | \$ 117,000.00 |
| 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 | 4,875 | \$ 25,447.50 |
| Inspection, Sampling, Testing, and Documentation of Hazardous Materials. | Per Structure | \$ 600.00 | 195 | \$ 117,000.00 |
| Removal, Containment, and Transportation of Hazardous Materials to an approved and properly licensed sanitary landfill. | Per Structure | \$ 1,800.00 | 195 | \$ 351,000.00 |
| *TOTAL BASE BID AMOUNT | | | | \$ 2,743,519.50 |

*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





F



Corporate Experience and Capacity



Thompson

Thompson Construction Group, Inc. | A Company History

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 ft²



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 ft² office
8,000 ft² 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 ft² 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 ft² office
15,300 ft² 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


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
Street & Number
in the city of Sumter, South Carolina 29150
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

091125-0148 FILED 11/25/2008
THOMPSON CONSTRUCTION GROUP INC
Filing Fee \$10.00 ORIG

Mark Hammond


South Carolina Secretary of State

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

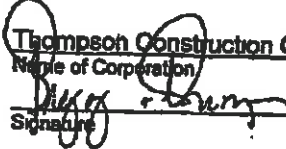
Jan 26 2017

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


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 |

060313-0026

FILED: 03/13/2006

THOMPSON CONSTRUCTION GROUP, INC

Filing Fee \$110.00 ORIG



Mark Hammond

South Carolina Secretary of State

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

Jan 26 2017

REFERENCE ID: 1701261028504


SECRETARY OF STATE OF SOUTH CAROLINA

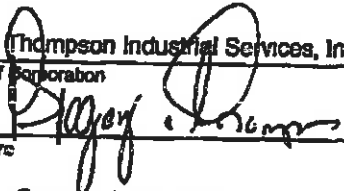
Thompson Industrial Services, Inc
Name of Corporation

*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 8, 2006

Thompson Industrial Services, Inc
Name of Corporation

Signature
Gregory A. Thomson, 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

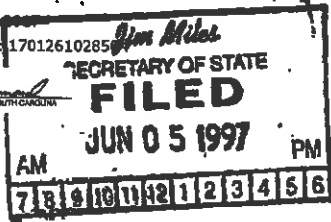
| | |
|------------|---------------|
| Filing Fee | \$ 10 00 |
| Filing tax | <u>100 00</u> |
| Total | \$110 00 |

Return to Secretary of State
PO Box 11350
Columbia, SC 29211

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

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- |

CERTIFIED TO BE A TRUE AND CORRECT COPY

AS TAKEN FROM AND COMPARED WITH THE ORIGINAL ON FILE IN THIS OFFICE

NOTE:

Pursuant to Section 33-10-106(b)(1), the corporation can alternatively state the total number of undiluted 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.

Jan 26 2017

REFERENCE ID: 1701261028504

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

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 1978 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


REGISTRY 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 B. 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.

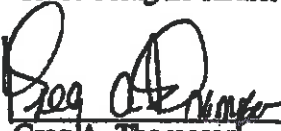
- Shareholder: M. Richard Hamby, Jr.
Number of Shares: 5
The Shareholder was represented in person.

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.

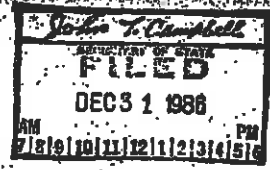


Greg A. Thompson
President

Initials: _____

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1028504



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 01/92 4773
87-000046/87-000046 07.42.20 002
01-82-87 PNT \$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. ~~X~~ 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 ~~on~~
date

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) _____ | _____ |
| (c) _____ | _____ |
| (d) _____ | _____ |

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

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REFERENC

028504

Mark Hammett
Secretary of State

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>Greg A. Thompson</i></u> | <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 |
| _____ | _____ |

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 con-
tained and the same are true to the best of his or her information and belief.

| | |
|---------------------------|--------------------------------|
| _____ | <u><i>Greg A. Thompson</i></u> |
| Signature of Incorporator | Signature of Incorporator |
| _____ | _____ |
| Signature of Incorporator | Signature of Incorporator |

CERTIFICATE OF ATTORNEY

I, Harvin 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>Harvin E. McMillan, Jr.</i></u> | _____ |
| Signature | Signature |
| <u>Harvin E. McMillan, Jr.</u> | _____ |
| Type or Print Name | Type or Print Name |
| <u>Post Office Box 1289,</u> | _____ |
| Address | Address |
| <u>Sumter,</u> | <u>SC 29151-1289</u> |
| City | State |

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 | 40.00 |
| over more than | 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.

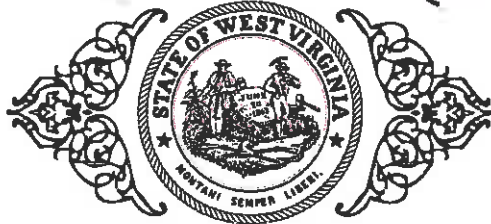
THOMPSON CONSTRUCTION GROUP, INC.

| JobCode | JobDesc | Employees |
|----------|---------------------------|-----------|
| 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> |
| | TOTAL EMPLOYEES | 1216 |

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

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**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) 778-2988
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>ASSETS</u> | <u>2017</u> | <u>2016</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

| | <u>2017</u> | <u>2016</u> |
|---|-----------------------|-----------------------|
| 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> |
|--|--------------------|--------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| 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) |
| Net cash provided by operating activities | <u>7,267,975</u> | <u>20,409,954</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| 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) |
| Net cash used by investing activities | <u>(3,527,565)</u> | <u>(1,613,077)</u> |

The accompanying notes are an integral part of these statements.

STATEMENTS OF CASH FLOWS

-2-

| | <u>2017</u> | <u>2016</u> |
|---|----------------------------|----------------------------|
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| 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> |
| Net cash used by financing activities | <u>(7,254,804)</u> | <u>(15,259,609)</u> |
| | | |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | (3,514,394) | 3,537,268 |
| | | |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR | <u>6,208,387</u> | <u>2,671,119</u> |
| | | |
| CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR | <u>\$ 2,693,993</u> | <u>\$ 6,208,387</u> |
| | | |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION: | | |
| 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 Cost | Gross Unrealized Gain | Gross Unrealized (Losses) | Fair Value |
|---------------------------------|----------------------|-----------------------------|---------------------------------|----------------------|
| <u>December 31, 2017</u> | | | | |
| 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> |
| <u>December 31, 2016</u> | | | | |
| 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 | | |
|---------------------------------|---|--|---|
| | Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) |
| <u>December 31, 2017</u> | | | |
| Available for sale: | | | |
| Equity securities | \$ 7,689,470 | \$ 7,689,470 | \$ - |
| Debt securities | \$ 4,871,264 | \$ 4,871,264 | \$ - |
| Derivative | \$ (14,386) | \$ - | \$ (14,386) |
| <u>December 31, 2016</u> | | | |
| 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:

| | 2017 | 2016 |
|--|----------------------|----------------------|
| 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:

| | 2017 | 2016 |
|---|------|------|
| \$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 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 | | <u>34,094</u> |
| | \$ | <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.

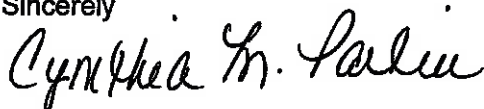
To Whom It May Concern:

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

Willistowerswatson.com

Client#: 1112435

THOMPSON3

ACORD™

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).

PRODUCER: USI Insurance Services, LLC-CL, 1301 Gervais St., Suite 500, Columbia, SC 29201, 803 602-3020. CONTACT NAME: Meghan Schultz, PHONE: 803 602-3020, FAX: (A/C, No), E-MAIL ADDRESS: meghan.schultz@usi.com. INSURER(S) AFFORDING COVERAGE: INSURER A: Zurich American Insurance Co. (NAIC # 16535), INSURER B: Travelers Property Cas. Co. (25674), INSURER C, D, E, F.

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.

Table with columns: INSR LTR, TYPE OF INSURANCE, ADDL SUBR INSR WVD, POLICY NUMBER, POLICY EFF (MM/DD/YYYY), POLICY EXP (MM/DD/YYYY), LIMITS. Rows include: A COMMERCIAL GENERAL LIABILITY (GLO038165101), A AUTOMOBILE LIABILITY (BAP038165201), B UMBRELLA LIAB (ZUP41M5962116NF), A WORKERS COMPENSATION AND EMPLOYERS' LIABILITY (WC038165001).

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

CERTIFICATE HOLDER CANCELLATION

CERTIFICATE HOLDER: Thompson Construction Group, Inc., 100-108 North Main Street, Sumter, SC 29150. CANCELLATION: SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE: Kenneth Paylor

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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.

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
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
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
D. Johnson Assistant Secretary

Form F6853-4/2012

Go to 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 25th 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 25th 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 25th 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.

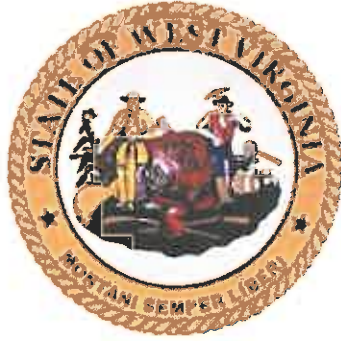


Thompson

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

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.



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

- 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.**

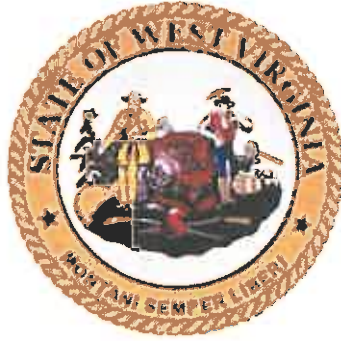
June 2008 – March 2009 **KFOR 10 NATO Staff Engineer / Contracting Officer, Prishtina, Kosovo.**

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



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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
[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
[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
[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.