REFINITIV

DELTA REPORT

10-Q

MEG - MONTROSE ENVIRONMENTAL GR

10-Q - JUNE 30, 2024 COMPARED TO 10-Q - MARCH 31, 2024

The following comparison report has been automatically generated

TOTAL DELTAS	1116
CHANGES	165
DELETIONS	428
ADDITIONS	523

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, June 30, 2024

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 001-39394

Montrose Environmental Group, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**46-4195044**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
5120 Northshore Drive, North Little Rock, Arkansas	**72118**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (501) 900-6400

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.000004 per share	MEG	The New York Stock Exchange

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

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

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

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

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

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

As of May 3, 2024 August 2, 2024, the registrant had 34,081,219 34,229,939 shares of common stock, $0.000004 par value per share, outstanding.

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

MONTROSE ENVIRONMENTAL GROUP, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(In thousands, except share data)

	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023

Assets				
Current assets:				
Current assets				
Cash, cash equivalents and restricted cash	$ 9,486	$ 23,240	$ 16,905	$ 23,240
Accounts receivable, net	104,734	112,360	135,669	112,360
Contract assets	73,466	51,629	73,224	51,629
Prepaid and other current assets	16,752	13,695	14,222	13,695
Total current assets	204,438	200,924	240,020	200,924
Non-current assets:				
Non-current assets				
Property and equipment, net	59,745	56,825	63,627	56,825
Operating lease right-of-use asset, net	32,869	32,260	38,898	32,260
Finance lease right-of-use asset, net	14,588	13,248	14,827	13,248
Goodwill	463,450	364,449	435,483	364,449
Other intangible assets, net	134,424	140,813	142,870	140,813
Other assets	8,584	8,267	8,191	8,267
Total assets	$ 918,098	$ 816,786	$ 943,916	$ 816,786
Liabilities, Convertible and Redeemable Series A-2 Preferred Stock and Stockholders' Equity				
Current liabilities:				
Current liabilities				
Accounts payable and other accrued liabilities	$ 58,645	$ 59,920	$ 58,223	$ 59,920
Accrued payroll and benefits	24,125	34,660	28,339	34,660
Business acquisitions contingent consideration, current	11,782	3,592	6,351	3,592
Current portion of operating lease liabilities	10,074	9,963	11,134	9,963
Current portion of finance lease liabilities	4,155	3,956	4,005	3,956
Current portion of long-term debt	16,715	14,196	23,667	14,196
Total current liabilities	125,496	126,287	131,719	126,287
Non-current liabilities:				
Non-current liabilities				
Business acquisitions contingent consideration, long-term	28,679	2,448	9,595	2,448
Other non-current liabilities	6,309	6,569	6,118	6,569
Deferred tax liabilities, net	5,849	6,064	8,238	6,064
Conversion option	19,037	19,017	19,570	19,017
Operating lease liability, net of current portion	25,459	25,048	30,003	25,048
Finance lease liability, net of current portion	8,921	8,185	8,223	8,185
Long-term debt, net of deferred financing fees	280,948	148,988	188,749	148,988
Total liabilities	$ 500,698	$ 342,606	$ 402,215	$ 342,606
Commitments and contingencies				
Convertible and redeemable series A-2 preferred stock $0.0001 par value				
Authorized, issued and outstanding shares: 11,667 and 17,500 at March 31, 2024 and December 31, 2023, respectively; aggregate liquidation preference of $122.2 million and $182.2 million at March 31, 2024 and December 31, 2023, respectively	92,928	152,928		
Convertible and redeemable series A-2 preferred stock $0.0001 par value				
Authorized, issued and outstanding shares: 11,667 and 17,500 at June 30, 2024 and December 31, 2023, respectively; aggregate liquidation preference of $122.2 million and $182.2 million at June 30, 2024 and December 31, 2023, respectively	92,928	152,928		
Stockholders' equity:				
Common stock, $0.000004 par value; authorized shares: 190,000,000 at March 31, 2024 and December 31, 2023; issued and outstanding shares: 30,617,862 and 30,190,231 at March 31, 2024 and December 31, 2023, respectively	—	—		
Common stock, $0.000004 par value; authorized shares: 190,000,000 at June 30, 2024 and December 31, 2023; issued and outstanding shares: 34,168,713 and 30,190,231 at June 30, 2024 and December 31, 2023, respectively	—	—		

Additional paid-in-capital	548,443	531,831	682,879	531,831
Accumulated deficit	(223,713)	(210,356)	(233,883)	(210,356)
Accumulated other comprehensive (loss) income	(258)	(223)	(223)	(223)
Total stockholders' equity	324,472	321,252	448,773	321,252
Total liabilities, convertible and redeemable series A-2 preferred stock and stockholders' equity	$ 918,098	$ 816,786	$ 943,916	$ 816,786

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

MONTROSE ENVIRONMENTAL GROUP, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(In thousands, except per share data)

	Three Months Ended March 31,		**Three Months Ended June 30,**		**Six Months Ended June 30,**	
	2024	**2023**	**2024**	**2023**	**2024**	**2023**
Revenues	$ 155,325	$ 131,428	$ 173,325	$ 159,101	$ 328,650	$ 290,529
Cost of revenues (exclusive of depreciation and amortization shown below)	96,557	81,633	104,086	98,196	200,643	179,829
Selling, general and administrative expense	57,074	49,613	59,239	55,247	116,313	104,860
Fair value changes in business acquisition contingencies	106	(398)	136	353	242	(45)
Depreciation and amortization	11,653	10,555	12,515	11,398	24,168	21,953
Loss from operations	(10,065)	(9,975)	(2,651)	(6,093)	(12,716)	(16,068)
Other expense						
Other income (expense), net	507	(1,836)	(924)	947	(417)	(889)
Interest expense, net	(3,306)	(1,541)	(3,976)	(1,877)	(7,282)	(3,418)
Total other income (expense), net	(2,799)	(3,377)	(4,900)	(930)	(7,699)	(4,307)
Loss before expense from income taxes	(12,864)	(13,352)	(7,551)	(7,023)	(20,415)	(20,375)
Income tax expense	493	1,367	2,619	151	3,112	1,518
Net loss	**$ (13,357)**	**$ (14,719)**	$ (10,170)	$ (7,174)	$ (23,527)	$ (21,893)
Equity adjustment from foreign currency translation	(35)	12	35	(118)	—	(106)
Comprehensive loss	(13,392)	(14,707)	(10,135)	(7,292)	(23,527)	(21,999)
Convertible and redeemable series A-2 preferred stock dividend	(2,814)	(4,100)	(2,750)	(4,100)	(5,564)	(8,200)
Net loss attributable to common stockholders	**(16,171)**	**(18,819)**	(12,920)	(11,274)	(29,091)	(30,093)
Weighted average common shares outstanding— basic and diluted	30,381	29,857	33,318	30,047	31,850	29,952
Net loss per share attributable to common stockholders— basic and diluted	**$ (0.53)**	**$ (0.63)**	$ (0.39)	$ (0.38)	$ (0.91)	$ (1.00)

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

MONTROSE ENVIRONMENTAL GROUP, INC.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CONVERTIBLE AND REDEEMABLE SERIES A-2 PREFERRED STOCK AND STOCKHOLDERS' EQUITY

(In thousands, except share data)

	Convertible and Redeemable Series A-2 Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Capital	Deficit	Income (Loss)	Equity
Balance at December 31, 2022	17,500	$ 152,928	29,746,793	$ —	$ 492,676	$ (179,497)	$ 8	$ 313,187
Net loss	—	—	—	—	—	(14,719)	—	(14,719)
Stock-based compensation	—	—	—	—	13,035	—	—	13,035
Dividend payment to the Series A-2 preferred stockholders	—	—	—	—	(4,100)	—	—	(4,100)
Common stock issued	—	—	214,571	—	2,690	—	—	2,690
Common stock issuances pursuant to exercises and vesting of equity awards	—	—	214,571	—	2,690	—	—	2,690
Accumulated other comprehensive income	—	—	—	—	—	—	12	12
Balance at March 31, 2023	**17,500**	**$ 152,928**	**29,961,364**	**$ —**	**$ 504,301**	**$ (194,216)**	**$ 20**	**$ 310,105**
Net loss	—	—	—	—	—	(7,174)	—	(7,174)
Stock-based compensation	—	—	—	—	11,090	—	—	11,090
Dividend payment to the Series A-2 preferred shareholders	—	—	—	—	(4,100)	—	—	(4,100)
Common stock issuances pursuant to exercises and vesting of equity awards	—	—	43,538	—	605	—	—	605
Acquisitions consideration paid in common stock	—	—	86,577	—	2,598	—	—	2,598

Convertible and Redeemable Series A-2 Preferred Stock		Common Stock		Additional Paid-In Capital	Acc
Shares	Amount	Shares	Amount	Capital	
17,500	$ 152,928	29,746,793	$ —	$ 492,676	$
—	—	—	—	—	
—	—	—	—	13,035	
—	—	—	—	(4,100)	
—	—	—	—	—	
17,500	$ 152,928	29,961,364	$ —	$ 504,301	$

	Convertible and Redeemable Series A-2 Preferred Stock		Common Stock		Additional Paid-In	Accumulated	Accumulated Other Comprehensive	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	Income (Loss)	Equity
Accumulated other comprehensive loss	—	—	—	—	—	—	(118)	(118)
Balance at June 30, 2023	17,500	$ 152,928	30,091,479	$ —	$ 514,494	$ (201,390)	$ (98)	$ 313,006
Balance at December 31, 2023	17,500	$ 152,928	30,190,231	$ —	$ 531,831	$ (210,356)	$ (223)	$ 321,252
Net loss	—	—	—	—	—	(13,357)	—	(13,357)
Stock-based compensation	—	—	—	—	11,272	—	—	11,272
Redemption of Series A-2 preferred stock	(5,833)	(60,000)	—	—	—	—	—	—
Dividend payment to the Series A-2 preferred stockholders	—	—	—	—	(2,814)	—	—	(2,814)
Common stock issued	—	—	427,631	—	8,154	—	—	8,154
Common stock issuances pursuant to exercises and vesting of equity awards	—	—	171,647	—	487	—	—	487
Acquisitions consideration paid in common stock	—	—	220,734	—	6,580	—	—	6,580
Payment of earn-out liability	—	—	35,250	—	1,087	—	—	1,087
Accumulated other comprehensive income	—	—	—	—	—	—	(35)	(35)
Balance at March 31, 2024	**11,667**	**$ 92,928**	**30,617,862**	**$ —**	**$ 548,443**	**$ (223,713)**	**$ (258)**	**$ 324,472**
Net loss	—	—	—	—	—	(10,170)	—	(10,170)
Stock-based compensation	—	—	—	—	11,831	—	—	11,831
Dividend payment to the Series A-2 preferred shareholders	—	—	—	—	(2,750)	—	—	(2,750)

Convertible and Redeemable Series A-2 Preferred Stock		Common Stock		Additional Paid-In	Acc
Shares	Amount	Shares	Amount	Capital	
17,500	$ 152,928	30,190,231	$ —	$ 531,831	$
—	—	—	—	—	
—	—	—	—	11,272	
(5,833)	(60,000)	—	—	—	
—	—	—	—	(2,814)	
—	—	—	—	—	
11,667	$ 92,928	30,617,862	$ —	$ 548,443	$

Common stock issuances pursuant to exercises and vesting of equity awards	—	—	39,144	—	888	—	—	888
Issuance of common stock pursuant to follow-on offering	—	—	3,450,000	—	121,776	—	—	121,776
Acquisitions consideration paid in common stock	—	—	61,707	—	2,691	—	—	2,691
Accumulated other comprehensive loss	—	—	—	—	—	—	35	35
Balance at June 30, 2024	11,667	$ 92,928	34,168,713	$ —	$ 682,879	$ (233,883)	$ (223)	$ 448,773

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

MONTROSE ENVIRONMENTAL GROUP, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Three Months Ended March 31,	
	2024	**2023**
Operating activities:		
Net loss	$ (13,357)	$ (14,719)
Adjustments to reconcile net loss to net cash provided by operating activities:		
(Recovery) provision for credit loss	(886)	444
Depreciation and amortization	11,653	10,555
Amortization of right-of-use asset	2,625	2,491
Stock-based compensation expense	11,272	13,035
Fair value changes in financial instruments	(297)	1,873
Fair value changes in business acquisition contingencies	106	(398)
Deferred income taxes	(414)	1,367
Other	(91)	458
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable and contract assets	(9,093)	9,615
Prepaid expenses and other current assets	(2,538)	(3,363)
Accounts payable and other accrued liabilities	(7,824)	(11,643)
Accrued payroll and benefits	(10,000)	(4,350)
Change in operating leases	(3,177)	(2,336)
Net cash (used in) provided by operating activities	(22,021)	3,029
Investing activities:		
Proceeds from corporate owned and property insurance	40	75

Purchases of property and equipment	(5,979)	(4,134)
Proprietary software development and other software costs	(1,300)	(638)
Purchase price true ups	320	(505)
Cash paid for acquisitions, net of cash acquired	(58,119)	(6,525)
Net cash used in investing activities	(65,038)	(11,727)
Financing activities:		
Proceeds from line of credit	166,995	—
Repayment of the line of credit	(78,799)	—
Repayment of aircraft loan	(261)	—
Proceeds from term loan	50,000	—
Repayment of term loan	(3,281)	(2,188)
Payment of contingent consideration and other purchase price true ups	(363)	(27)
Repayment of finance leases	(1,083)	(1,029)
Payments of deferred financing costs	(348)	—
Proceeds from issuance of common stock for exercised stock options	487	2,690
Dividend payment to the series A-2 stockholders	—	(4,100)
Repayment to the series A-2 stockholders	(60,000)	—
Net cash provided by (used in) financing activities	73,347	(4,654)
Change in cash, cash equivalents and restricted cash	(13,712)	(13,352)
Foreign exchange impact on cash balance	(42)	318
Cash, cash equivalents and restricted cash:		
Beginning of year	23,240	89,828
End of period	$ 9,486	$ 76,794
Supplemental disclosures of cash flows information:		
Cash paid for interest	$ 3,098	$ 1,347
Cash paid for income tax	$ 292	$ 155
Supplemental disclosures of non-cash investing and financing activities:		
Accrued purchases of property and equipment	$ 163	$ 3,096
Property and equipment purchased under finance leases	$ 2,058	$ 2,405
Common stock issued to acquire new businesses	$ 6,580	$ —
Acquisitions unpaid contingent consideration	$ 40,461	$ 7,855
Acquisitions contingent consideration paid in common stock	$ 1,087	$ —
Accrued dividend payment	$ 2,814	$ —

	For the Six Months Ended June 30,	
	2024	2023
Operating activities:		
Net loss	$ (23,527)	$ (21,893)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	24,168	21,953
Amortization of right-of-use asset	5,429	5,041
Stock-based compensation expense	23,103	24,125
Other operating activities, net	4,121	5,439
Changes in operating assets and liabilities, net of acquisitions:		—
Accounts receivable and contract assets	(38,021)	2,078
Accounts payable and other accrued liabilities	(938)	(5,553)
Accrued payroll and benefits	(7,940)	411
Payment of contingent consideration	—	(611)
Change in operating leases	(6,306)	(4,805)
Other assets	(1,216)	(1,673)
Net cash (used in) provided by operating activities	(21,127)	24,512

Investing activities:		
Proceeds from corporate owned and property insurance	120	86
Purchases of property and equipment	(17,928)	(20,951)
Proceeds from the sale of property and equipment	2,069	—
Proprietary software development and other software costs	(1,736)	(2,041)
Purchase price true ups	—	(1,027)
Minority investments	(210)	—
Cash paid for acquisitions, net of cash acquired	(70,252)	(63,050)
Net cash used in investing activities	(87,937)	(86,983)
Financing activities:		
Proceeds from line of credit	202,771	—
Repayment of the line of credit	(199,119)	—
Proceeds from the aircraft loan	—	10,935
Repayment of aircraft loan	(526)	—
Proceeds from term loan	50,000	—
Repayment of term loan	(3,906)	(6,597)
Payment of contingent consideration and other purchase price true ups	(525)	(1,194)
Repayment of finance leases	(3,105)	(2,198)
Payments of deferred financing costs	(348)	—
Proceeds from issuance of common stock for exercised stock options	1,375	3,295
Proceeds from issuance of common stock in follow-on offering	121,776	—
Dividend payment to the series A-2 stockholders	(5,564)	(8,200)
Repayment to the series A-2 stockholders	(60,000)	—
Net cash provided by (used in) financing activities	102,829	(3,959)
Change in cash, cash equivalents and restricted cash	(6,235)	(66,430)
Foreign exchange impact on cash balance	(100)	(91)
Cash, cash equivalents and restricted cash:		
Beginning of year	23,240	89,828
End of period	$ 16,905	$ 23,307
Supplemental disclosures of cash flows information:		
Cash paid for interest	$ 6,858	$ 2,937
Cash paid for income tax	$ 699	$ 1,261
Supplemental disclosures of non-cash investing and financing activities:		
Accrued purchases of property and equipment	$ 1,217	$ 2,304
Property and equipment purchased under finance leases	$ 3,243	$ 3,326
Common stock issued to acquire new businesses	$ 9,271	$ 2,598
Acquisitions unpaid contingent consideration	$ 15,946	$ 6,430
Acquisitions contingent consideration paid in common stock	$ 1,087	$ —

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

MONTROSE ENVIRONMENTAL GROUP, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except where otherwise indicated)

1. DESCRIPTION OF THE BUSINESS AND BASIS OF PRESENTATION

Description of the Business

— Montrose Environmental Group, Inc. (“Montrose” or the “Company”) is a corporation formed on November 2013, under the laws of the State of Delaware. The Company has approximately 120 110 offices across the United States, Canada, Australia and Europe and approximately 3,200 3,380 employees as of March 31, 2024 June 30, 2024.

Montrose is an environmental services company serving the recurring environmental needs of a diverse client base, including Fortune 500 companies and federal, state and local governments through the following three segments:

Assessment, Permitting and Response segment provides scientific advisory and consulting services to support environmental assessments, environmental emergency response and recovery, toxicology consulting and environmental audits and permits for current operations, facility upgrades, new projects, decommissioning projects and development projects. The Company works closely with clients to navigate the regulatory process at the local, state, provincial and federal levels, identify the potential environmental and political impacts of their decisions and develop practical mitigation approaches, as needed. In addition to environmental toxicology, and given the Company's expertise in helping businesses plan for and respond to disruptions, the Company's scientists and response teams have helped clients navigate their preparation for and response to emergency response situations.

Measurement and Analysis segment is one of the largest providers of environmental testing and laboratory services in North America. The Company's highly credentialed teams test and analyze air, water and soil to determine concentrations of contaminants, as well as the toxicological impact of contaminants on flora, fauna and human health. The Company's offerings include source and ambient air testing and monitoring, leak detection, and advanced multi-media laboratory services, including air, soil, stormwater, wastewater and drinking water analysis.

Remediation and Reuse segment provides clients with engineering, design, and implementation services, primarily to treat contaminated water, remove contaminants from soil or create biogas from waste. The Company's team, including engineers, scientists and consultants, provides these services to assist clients in designing solutions, managing products and mitigating environmental risks and liabilities at their locations. The Company does not own the properties or facilities at which it implements these projects or the underlying liabilities, nor does the Company own material amounts of the equipment used in projects.

Basis of Presentation

—The unaudited condensed consolidated financial statements include the operations of the Company and its wholly-owned subsidiaries. These unaudited condensed consolidated financial statements are presented in conformity with accounting principles generally accepted in the United States (“U.S. GAAP”) and have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”) that permit reduced disclosure for interim periods. The unaudited condensed consolidated financial statements include all accounts of the Company and, in the opinion of management, include all recurring adjustments and normal accruals necessary for a fair statement of the Company’s financial position, results of operations and cash flows for the dates and periods presented. These unaudited condensed consolidated financial statements should be read in conjunction with the Company’s audited financial statements as of and for the year ended December 31, 2023. Results for interim periods are not necessarily indicative of the results to be expected during the remainder of the current year or for any future period. All intercompany transactions, accounts and profits, have been eliminated in the unaudited condensed consolidated financial statements.

Within the unaudited condensed consolidated financial statements certain amounts in the prior period have been reclassified to conform with current period presentation. The Company reclassified $1.8 million of provision for bad debt, $0.9 million of fair value changes, $1.5 million of deferred income taxes, and $1.1 million of other activities to other operating activities, net, in the condensed consolidated statements of cash flows for the six months ended June 30, 2023. The Company disaggregated 130,115 shares or $3.2 million of common stock issued for quarter ended June 30, 2023, and 427,631 shares or $8.2 million of common stock issued for quarter ended March 31, 2024 to separate line items on the condensed consolidated statements of convertible and redeemable series A-2 preferred stock and stockholders’ equity. These changes had no effect on the Company's results of operations or financial position.

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2. SUMMARY OF NEW ACCOUNTING PRONOUNCEMENTS

Recently Adopted Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2023-07, Improvements to Reportable Segment Disclosures. The amendments improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. In addition, the amendments enhance interim disclosure requirements, clarify circumstances in which an entity can disclose multiple segment measures of profit or loss, provide new segment disclosure requirements for entities with a single reportable segment, and contain other disclosure requirements. The purpose of the amendments is to enable investors to better understand an entity’s overall performance and assess potential future cash flows. ASU 2023-07 is effective for the Company's fiscal year beginning January 1, 2024 and requires the use of a retrospective approach to all prior periods presented. The Company adopted the standard on January 1, 2024, and plans to adopt the standard for interim periods beginning January 1, 2025, with early adoption permitted. . The Company is evaluating the potential impact of its adoption of ASU 2023-07 on the Company's audited Consolidated Financial Statements but does not anticipate that such an adoption will have a material impact.

Recently Issued Accounting Pronouncements Not Yet Adopted

In August 2023, the FASB issued ASU 2023-05, under which an entity that qualifies as either a joint venture or a corporate joint venture is required to apply a new basis of accounting upon the formation of the joint venture. Specifically, the ASU provides that a joint venture or a corporate joint venture must initially measure its assets and liabilities at fair value on the formation date. The amendments in ASU 2023-05 are effective for all joint ventures within the ASU's scope that are formed on or after January 1, 2025. Early adoption is permitted. The Company is currently evaluating the impact of the adoption of the standard on its consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, Improvements to Income Tax Disclosures, which improves the transparency of income tax disclosures by requiring consistent categories and greater disaggregation of information in the rate reconciliation and income taxes paid disaggregated by jurisdiction. It also includes certain other amendments to improve the effectiveness of income tax disclosures. ASU 2023-09 is effective for the Company beginning January 1, 2025 and allows the use of a prospective or retrospective approach. The Company is currently evaluating the impact of the adoption of the standard on its consolidated financial statements.

3. REVENUES AND ACCOUNTS RECEIVABLE

The Company's main revenue sources derive from the following revenue streams:

Assessment, Permitting and Response Revenues—Assessment, Permitting and Response revenues are generated from multidisciplinary environmental consulting services. The majority of the contracts are fixed-price or time and material based.

Measurement and Analysis Revenues—Measurement and Analysis revenues are generated from emissions sampling, testing and reporting services, leak detection services, ambient air monitoring services and laboratory testing services. The majority of the contracts are fixed-price or time-and-materials based.

Remediation and Reuse Revenues—Remediation and Reuse revenues are generated from engineering, design, implementation and operating and maintenance ("O&M") services primarily to treat contaminated water, remove contaminants from soil or create biogas from waste. Engineering, design and implementation contracts are predominantly fixed-fee and time-and-materials based. Services on the majority of O&M contracts are provided under long-term fixed-fee contracts.

Disaggregation of Revenue—The Company disaggregates revenue by its operating segments and geographic location**.** The Company believes disaggregating revenue into these categories achieves the disclosure objectives to depict how the nature, amount, and uncertainty of revenue and cash flows are affected by economic factors. Disaggregated revenue disclosures are provided in Note 18 - Segment Information and Geographic Location Information. 19.

Contract Balances—The Company presents contract balances for unbilled receivables (contract assets), as well as customer advances, deposits and deferred revenue (contract liabilities) within contract assets and accounts payable and other accrued expenses, respectively, on the unaudited condensed consolidated statements of financial position. Amounts are generally billed at periodic intervals (e.g. weekly, bi-weekly or monthly) as work progresses in accordance with agreed-upon contractual terms. The Company utilizes the practical expedient to not adjust the promised amount of consideration for the effects of a significant financing component as the period between when the Company transfers services to a customer and when the customer pays for those services is one year or less. Amounts recorded as unbilled receivables are generally for services the Company is not entitled to bill based on the passage of time. Under certain contracts, billing occurs subsequent to revenue recognition, resulting in contract assets. The Company sometimes receives advances or deposits from customers before revenue is recognized, resulting in contract liabilities.

The following table presents the Company's contract balances:

	March 31,	December 31,	June 30,	December 31,

	2024	2023	2024	2023
Contract assets	$ 73,466	$ 51,629	$ 73,224	$ 51,629
Contract liabilities	10,016	8,132	13,284	8,132

Contract assets acquired through business acquisitions were amounted to $0.3 2.4 million and $2.2 million as of March 31, 2024 June 30, 2024 and December 31, 2023, respectively. No material contract liabilities were acquired through business acquisitions as of March 31, 2024 June 30, 2024 and December 31, 2023.

Revenue recognized during the three and six months ended March 31, 2024 June 30, 2024, included in the contract liabilities balance at the beginning of the year was $4.5 4.8 million. million and $9.3 million, respectively. The revenue recognized from the contract liabilities consisted of the Company satisfying performance obligations during the normal course of business.

Remaining Unsatisfied Performance Obligations—Remaining unsatisfied performance obligations represent the total dollar value of work to be performed on fixed fee contracts awarded primarily within our soil remediation, water treatment, and in progress. renewable business lines. The amount of remaining unsatisfied performance obligations increases with new contracts or additions to existing contracts and decreases as revenue is recognized on existing contracts. Contracts are included in the amount of remaining unsatisfied performance obligations when an enforceable agreement has been reached. As of March 31, 2024 June 30, 2024 and December 31, 2023, the estimated revenue expected to be recognized in the future related to unsatisfied performance obligations that are unsatisfied was approximately $83.8 80.5 million and $81.9 million, respectively. As of March 31, 2024 June 30, 2024, the Company expected to recognize approximately $70 60.5% million of this amount as revenue within a year, and the remaining $30 20.0% to be recognized as revenue beyond million the one year after.

Accounts Receivable, Net—The Company extends non-interest-bearing trade credit to its customers in the ordinary course of business. Accounts receivable, net consisted of the following:

	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Accounts receivable, invoiced	$ 106,870	$ 115,064	$ 136,972	$ 115,064
Accounts receivable, other	483	20	1,481	20
Allowance for doubtful accounts	(2,619)	(2,724)	(2,784)	(2,724)
Accounts receivable, net	$ 104,734	$ 112,360	$ 135,669	$ 112,360

The Company did had no onet have any customers and zero customer that exceeded 10.0%10.0% of its gross receivables as of March 31, 2024 June 30, 2024 and December 31, 2023, respectively. For the three and did six months ended June 30, 2024, the Company had not have any customers that exceed 10% customer who accounted for more than 10% of its revenue for revenue. During the three and six months ended March 31, 2024 June 30, 2023, the Company had one customer who accounted for 12.3% and 2023. 10.4% of revenue, respectively. The Company performs ongoing credit evaluations and based on past collection experience, the Company believes that the receivable balances from these largest customers do not represent a significant credit risk.

The allowance for doubtful accounts consisted of the following:

	Beginning Balance	Bad Debt (Recovery) Expense	Charged to Allowance	Ending Balance	Beginning Balance	Bad Debt Expense (Recovery)	Charged to Allowance	Other(1)	Ending Balance
Three months ended March 31, 2024	$ 2,724	$ (886)	$ 781	$ 2,619					
Six months ended June 30, 2024	$ 2,724	$ (659)	$ (11)	$ 730	$ 2,784				
Year ended December 31, 2023	1,915	3,142	(2,333)	2,724	1,915	3,142	(2,333)	—	2,724

(1) This amount consists of additions to the allowance due to business acquisitions.

4. PREPAID AND OTHER CURRENT ASSETS

Prepaid and other current assets consisted of the following:

	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Deposits	$ 1,756	$ 1,764	$ 1,412	$ 1,764
Prepaid expenses	11,992	8,112	9,831	8,112
Supplies	3,004	3,819	2,979	3,819
Prepaid and other current assets	$ 16,752	$ 13,695	$ 14,222	$ 13,695

5. PROPERTY AND EQUIPMENT, NET

Property and equipment are stated at cost or estimated fair value for assets acquired through business combinations. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized using the straight-line method over the shorter of the remaining lease term, including options that are deemed to be reasonably assured, or the estimated useful life of the improvement.

Property and equipment, net, consisted of the following:

	Estimated Useful Life	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Lab and test equipment	7 years	$ 20,823	$ 20,341	$ 20,989	$ 20,341
Vehicles	5 years	6,063	6,033	6,096	6,033
Equipment	3-7 years	52,324	50,387	54,782	50,387
Furniture and fixtures	7 years	2,961	2,963	3,001	2,963
Leasehold improvements	7 years	11,845	10,808	12,444	10,808
Aircraft	10-20 years	12,312	12,312	12,386	12,312
Building	39 years	5,748	5,748	5,748	5,748
		112,076	108,592	115,446	108,592
Land		1,089	1,089	1,089	1,089
Construction in progress		6,147	3,956	10,497	3,956
Less accumulated depreciation		(59,567)	(56,812)		
Total property and equipment, net		$ 59,745	$ 56,825		
Less: Accumulated depreciation				(63,405)	(56,812)
Total property and equipment—net				$ 63,627	$ 56,825

Total depreciation expense included in the unaudited condensed consolidated statements of operations was $2.9 4.1 million and $2.2 7.0 million for the three and six months ended March 31, 2024 June 30, 2024, respectively, and 2023, $2.6 million and $4.8 million for the three and six months ended June 30, 2023, respectively.

6. LEASES

Leases are classified as either finance leases or operating leases based on criteria in ASC 842. The Company has finance leases for its vehicle and equipment leases and operating leases for its real estate space and office equipment leases. The Company's operating and finance leases generally have original lease terms between 1 year year and 15 years, years, and in some instances include one or more options to renew. The Company includes options to extend the lease term if the options are reasonably certain of being exercised. The Company currently considers some of its renewal options to be reasonably certain to be exercised. Some leases also include early termination options, which can be exercised under specific conditions. The Company does not have material residual value guarantees or restrictive covenants associated with its leases.

Finance and operating lease assets represent the right to use an underlying asset for the lease term, and finance and operating lease liabilities represent the obligation to make lease payments arising from the lease.

The Company calculates the present value of its finance and operating leases using an estimated incremental borrowing rate ("IBR"), which requires judgment. For real estate operating leases, the Company estimates the IBR based on prevailing market rates for collateralized debt in a similar economic environment with similar payment terms and maturity dates commensurate with the terms of the lease. For all other leases, the Company estimates the IBR based on the stated interest rate on the contract. Since many of the inputs used to calculate the rate implicit in the leases are not readily determinable from the lessee's perspective, the Company does not use the implicit interest rate.

Certain leases contain variable payments, these payments are expensed as incurred and not included in the Company's operating lease right-of-use ("ROU") assets and operating lease liabilities. These amounts primarily include payments for maintenance, utilities, taxes, and insurance and are excluded from the present value of the Company's lease obligations.

The Company does not record operating lease ROU assets or operating lease liabilities for leases with an initial term of 12 months or less. The Company also combines lease and non-lease components on all new or modified operating leases into a single lease component for all classes of assets.

When a lease is terminated before the expiration of the lease term, irrespective of whether the lease is classified as a finance lease or an operating lease, the lessee would derecognize the ROU asset and corresponding lease liability. Any difference would be recognized as a gain or loss related to the termination of the lease. Similarly, if a lessee is required to make any payments or receives any consideration when terminating the lease, it would include such amounts in the determination of the gain or loss upon termination.

The components of lease expense were as follows:

		For the Three Months Ended March 31,			
	Statement of Operations Location	**2024**		**2023**	
Operating lease cost					
Lease cost	Selling, general and administrative expense	$	2,994	$	2,741
Variable lease cost	Selling, general and administrative expense		456		326
Total operating lease cost			3,450		3,067
Finance lease cost					
Amortization of ROU assets	Depreciation and amortization		1,278		1,154
Interest on lease liabilities	Interest expense—net		189		130
Total finance lease cost			1,467		1,284
Total lease cost		$	4,917	$	4,351

		For the Three Months Ended June 30,			
	Statement of Operations Location	**2024**		**2023**	
Operating lease cost					
Lease cost	Selling, general and administrative expense	$	2,956	$	2,804
Variable lease cost	Selling, general and administrative expense		580		299
Total operating lease cost		$	3,536	$	3,103
Finance lease cost					

Amortization of right of use assets	Depreciation and amortization	$ 1,293	$ 1,429
Interest on lease liabilities	Interest expense, net	204	171
Total finance lease cost		$ 1,497	$ 1,600
Total lease cost		$ 5,033	$ 4,703

	Statement of Operations Location	For the Six Months Ended June 30, 2024	2023
Operating lease cost			
Lease cost	Selling, general and administrative expense	$ 5,950	$ 5,545
Variable lease cost	Selling, general and administrative expense	1,036	625
Total operating lease cost		$ 6,986	$ 6,170
Finance lease cost			
Amortization of right of use assets	Depreciation and amortization	$ 2,571	$ 2,583
Interest on lease liabilities	Interest expense, net	399	301
Total finance lease cost		$ 2,970	$ 2,884
Total lease cost		$ 9,956	$ 9,054

Supplemental cash flow flows information related to leases was as follows:

	For the Three Months Ended March 31,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:				
Operating cash flows used in operating leases	$ 3,158	$ 2,557	$ 6,170	$ 5,306
Operating cash flows used in finance leases	189	130	399	301
Financing cash flows used in finance leases	1,085	1,029	3,103	2,198
Lease liabilities arising from new ROU assets:				
Operating leases	3,111	7,999	9,694	23,831
Finance leases	2,066	2,405	2,666	3,326

Weighted average remaining lease terms and weighted average discount rates were:

	March 31, 2024		June 30, 2024	
	Operating Leases	Finance Leases	Operating Leases	Finance Leases
Weighted average remaining lease term (years)	4.31	3.56	4.4	3.4
Weighted average discount rate	4.42 %	6.44 %	4.4 %	6.5 %
	March 31, 2023		**June 30, 2023**	
	Operating Leases	**Finance Leases**	**Operating Leases**	**Finance Leases**
Weighted average remaining lease term (years)	4.62	3.43	5.5	3.3
Weighted average discount rate	3.31 %	5.57 %	2.8 %	5.8 %

The following is a schedule by year of the maturities of lease liabilities with original terms in excess of one year:

	Operating Leases	Finance Leases

Remainder of 2024	$	8,760	$	3,772
2025		9,617		3,989
2026		7,441		3,346
2027		5,120		2,344
2028		3,928		1,139
2029 and thereafter		4,293		99
Total undiscounted future minimum lease payments		39,159		14,689
Less imputed interest		(3,626)		(1,613)
Total discounted future minimum lease payments	$	35,533	$	13,076

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	Operating Leases		Finance Leases	
Remainder of 2024	$	6,623	$	2,547
2025		11,643		4,072
2026		9,342		3,409
2027		6,484		2,408
2028		5,029		1,244
2029 and thereafter		6,362		—
Total undiscounted future minimum lease payments	$	45,483	$	13,680
Less imputed interest		(4,347)		(1,452)
Total discounted future minimum lease payments	$	41,136	$	12,228

7. BUSINESS ACQUISITIONS

In line with the Company's strategic growth initiatives, the Company acquired certain businesses during the three six months ended March 31, 2024 June 30, 2024 and during the year ended December 31, 2023. The results of each of those acquired businesses are included in the unaudited condensed consolidated financial statements beginning on the respective acquisition date. Each transaction qualified as an acquisition of a business and was accounted for as a business combination. All acquisitions resulted in the recognition of goodwill. The Company paid these premiums resulting in such goodwill for a number of reasons, including expected synergies from combining operations of the acquiree and the Company while also growing the Company's customer base, acquiring assembled workforces, expanding its presence in certain markets and expanding and advancing its product and service offerings. The Company recorded the assets acquired and liabilities assumed at their acquisition date fair value, with the difference between the fair value of the net assets acquired and the acquisition consideration reflected as goodwill.

The identifiable intangible assets for acquisitions are valued using the excess earnings method discounted cash flow approach for customer relationships, the relief from royalty method for trade names, the patent and external proprietary software and developed technology, the "with and without" method for covenants not to compete and the replacement cost method for the internal proprietary software by incorporating Level 3 inputs as described under the fair value hierarchy of ASC 820. These unobservable inputs reflect the Company's own assumptions about which assumptions market participants would use in pricing an asset on a non-recurring basis. These assets will be amortized over their respective estimated useful lives.

Other purchase price obligations (primarily deferred purchase price liabilities and target working capital liabilities or receivables) are included on the unaudited condensed consolidated statements of financial position in accounts payable and other accrued liabilities, other non-current liabilities or accounts receivable-net in the case of working capital deficits. Contingent consideration outstanding from acquisitions are included on the unaudited condensed consolidated statements of financial position in business acquisition contingent consideration, current or in business acquisitions contingent consideration, long-term. The contingent consideration elements of the purchase price of the acquisitions are related to earn-outs which are based on the expected achievement of revenue or earnings thresholds as of the date of the acquisition and for which the maximum potential amount is limited.

The Company considers several factors when determining whether or not contingent consideration liabilities are part of the purchase price, including the following: (i) the valuation of its acquisitions is not supported solely by the initial consideration paid, (ii) the former stockholders of acquired companies that remain as key employees receive compensation other than contingent consideration payments at a reasonable level compared with the compensation of the Company's other key employees and (iii) contingent consideration payments are not affected by employment termination. The Company reviews and assesses the estimated fair value of contingent consideration at each reporting period.

The Company may be required to make up to $40.4 million in aggregate earn-out payments between the years 2024 and 2026 in connection with certain of its business acquisitions, of which up to $14.2 million may be paid only in cash, up to $13.1 million may be paid only in common stock and up to $13.1 million may be paid, at the Company's option, in cash or common stock.

Transaction costs related to business combinations totaled $2.5 1.1 million and $0.8 3.6 million for the three and six months ended March 31, 2024 June 30, 2024, respectively, and March 31, 2023 $2.7 million and $3.5 million for the three and six months ended June 30, 2023, respectively. These costs are expensed within selling, general and administrative expense in the accompanying unaudited condensed consolidated statements of operations.

Acquisitions Completed During the Three Six Months Ended March 31, 2024 June 30, 2024

Epic Environmental Pty LTD ("EPIC") —In January 2024, the Company completed the acquisition of EPIC by acquiring 100% of its common stock. EPIC is an environmental science and engineering consultancy, based in Brisbane, Australia, and serving clients across Australia.

Two Dot Consulting, LLC. LLC ("2DOT")—In February 2024, the Company completed the acquisition of 2DOT by acquiring 100% of its ownership interest. 2DOT is a leading environmental consultancy specializing in regulatory services to the oil and gas, and renewable sectors in the Rocky Mountain and adjacent regions, and is based in Denver, Colorado.

10 Engineering & Technical Associates, Inc. ("ETA")

—In April, 2024, the Company acquired substantially all of the assets of ETA. ETA is a niche consulting firm focusing on providing process safety management, process hazardous analysis, and other safety-focus services to industrial clients throughout the United States and Alaska.

Paragon Soil and Environmental Consulting Inc. ("Paragon") —In May 2024, the Company completed the acquisition of Paragon by acquiring 100% of its ownership and interest. Paragon is a consulting firm that provides services for clients in the oil sands, pipeline, mining, and power sectors across western Canada.

The following table summarizes the elements of the preliminary purchase price of the acquisitions completed during the three six months ended March 31, 2024 June 30, 2024:

	Cash	Common Stock	Other Purchase Price Components	Contingent Consideration	Total Purchase Price	Cash	Common Stock	Other Purchase Price Components	Contingent Consideration	Total Purchase Price
EPIC	$ 19,914	$ 4,748	$ 678	$ 11,113	$ 36,453	$ 19,914	$ 4,748	$ 587	$ 11,113	$ 36,362
2DOT	39,393	1,832	—	24,652	65,877	39,393	1,832	(1,179)	—	40,046
ETA	1,600	—	400	—	2,000					
Paragon	10,982	2,691	(240)	—	13,433					
Total	$ 59,307	$ 6,580	$ 678	$ 35,765	$ 102,330	$ 71,889	$ 9,271	$ (432)	$ 11,113	$ 91,841

The upfront cash payment made to acquire the acquisitions completed during the three six months ended March 31, 2024 June 30, 2024 was funded through cash on hand and borrowings under our revolving line of credit. credit facility. The other purchase price components mainly consist of deferred purchase price liabilities and surplus or deficit working capital amounts.

The preliminary purchase price attributable to the acquisitions was allocated as follows:

EPIC	2DOT	Total(1)	EPIC	2DOT	ETA	Paragon	Total(1)

Cash	$ 1,045	$ 143	$ 1,188	$ 1,045	$ 143	$ —	$ 451	$ 1,639
Accounts receivable and contract assets	1,772	2,003	3,775	1,772	740	—	3,212	5,724
Other current assets	78	278	356	78	59	—	85	222
Current assets	2,895	2,424	5,319	$ 2,895	$ 942	$ —	$ 3,748	$ 7,585
Property and equipment	43	111	154	43	—	—	330	373
Operating lease right-of-use asset	1	301	302	1	301	—	1,798	2,100
Customer relationships	12,327	—	—	—	12,327			
Trade names	652	—	—	—	652			
Covenants not to compete	1,365	—	—	—	1,365			
Goodwill	35,199	64,050	99,249	20,842	39,388	2,000	10,563	72,793
Total assets	38,138	66,886	105,024	$ 38,125	$ 40,631	$ 2,000	$ 16,439	$ 97,195
Current liabilities	1,685	816	2,501	1,763	392	—	1,471	3,626
Operating lease liability—net of current portion	—	193	193	—	193	—	1,513	1,706
Other non-current liabilities	—	—	—	22	22			
Total liabilities	1,685	1,009	2,694	$ 1,763	$ 585	$ —	$ 3,006	$ 5,354
Purchase price	$ 36,453	$ 65,877	$ 102,330	$ 36,362	$ 40,046	$ 2,000	$ 13,433	$ 91,841

(1) The Company is continuing to obtain information to complete the valuation of certain of these acquisitions' assets and liabilities.

EPIC and 2DOT are included in the Company's Remediation and Reuse segment.

For the acquisitions completed during the three six months ended March 31, 2024 June 30, 2024, the results of operations since the acquisition dates have been combined with those of the Company. The Company's unaudited condensed consolidated statement of operations for the three and six months ended March 31, 2024 June 30, 2024 includes revenue of $3.9 7.7 million and $11.6 million, respectively, and pre-tax income of $1.3 1.1 million and $2.4 million, respectively, related to these acquisitions.

Acquisitions Completed During the Year Ended December 31, 2023

Frontier Analytical Laboratories ("Frontier") —In January 2023, the Company completed the acquisition of Frontier by acquiring certain of its assets and operations. Frontier is a specialized environmental laboratory based in El Dorado Hills, CA.

Environmental Alliance, Inc. ("EAI")—In February 2023, the Company completed the acquisition of EAI by acquiring 100.0% of its common stock. EAI provides environmental remediation and consulting services, and is based in Wilmington, DE.

GreenPath Energy LTD ("GreenPath") —In May 2023, the Company completed the acquisition of GreenPath by acquiring 100.0% of its common stock. GreenPath is a leading optical gas imaging and fugitive emissions management services firm and is based in Calgary, Canada.

Matrix Solutions, Inc. ("Matrix") —In June 2023, the Company completed the acquisition of Matrix by acquiring 100.0% of its common stock. Matrix is one of Canada's leading environmental and engineering consulting companies and is based in Calgary, Canada.

Vandrensning ApS. ("Vandrensning") —In July 2023, the Company completed the acquisition of Vandrensning by acquiring 100.0% of its common stock. Vandrensning, based outside of Copenhagen, Denmark, specializes in water treatment solutions.

Goodwill associated with the Frontier acquisition is deductible for income tax purposes.

Frontier and GreenPath are included in the Company's Measurement and Analysis segment. EAI, Matrix and Vandrensning are included in the Company's Remediation and Reuse segment.

For the acquisitions completed during the three six months ended March 31, 2023 June 30, 2023, the results of operations since the acquisition dates have been combined with those of the Company. The Company's unaudited condensed consolidated statement of operations for the three and six months ended March 31, 2023 June 30, 2023 includes revenue of $1.0 10.6 million and $11.6 million, respectively, and pre-tax income of $0.1 0.8 million and $1.0 million, respectively, related to these acquisitions.

During the three six months ended March 31, 2024 June 30, 2024, measurement period adjustments of $0.3 40.9 million were recorded to goodwill as a result of the Company's efforts to complete the valuation of certain acquired assets and assumed liabilities related to the acquisitions completed during the year ended December 31, 2023 (Note 8).

Supplemental Unaudited Pro-Forma—The unaudited condensed consolidated financial information summarized in the following table gives effect to the 2024 and the 2023 acquisitions discussed above and all acquisitions completed in 2023 assuming they occurred on January 1, 2023. These unaudited consolidated pro-forma operating results do not assume any impact from revenue, cost or other operating synergies that are expected or may have been realized as a result of the acquisitions. These unaudited consolidated pro-forma operating results are presented for illustrative purposes only and are not indicative of the operating results that would have been achieved had the acquisitions occurred on January 1, 2023, nor does the information purport to reflect results for any future period.

	For the Three Months Ended March 31,					
	2024			2023		
	As reported	Acquisitions Pro-Forma (Unaudited)	Consolidated Pro-Forma (Unaudited)	As reported	Acquisitions Pro-Forma (Unaudited)	Consolidated Pro-Forma (Unaudited)
Revenues	$ 155,325	$ 3,025	$ 158,350	$ 131,428	$ 23,646	$ 155,074
Net (loss) income	(13,357)	1,336	(12,021)	(14,719)	(897)	(15,616)

	For the Three Months Ended June 30,					
	2024			2023		
	As reported	Acquisitions Pro-Forma (Unaudited)	Consolidated Pro-Forma (Unaudited)	As reported	Acquisitions Pro-Forma (Unaudited)	Consolidated Pro-Forma (Unaudited)
Revenues	$ 173,325	$ 2,536	$ 175,861	$ 159,101	$ 18,177	$ 177,278
Net (loss) income	$ (10,170)	$ 436	$ (9,734)	$ (7,174)	$ 1,960	$ (5,214)

	For the Six Months Ended June 30,					
	2024			2023		
	As reported	Acquisitions Pro-Forma (Unaudited)	Consolidated Pro-Forma (Unaudited)	As reported	Acquisitions Pro-Forma (Unaudited)	Consolidated Pro-Forma (Unaudited)
Revenues	$ 328,650	$ 7,396	$ 336,046	$ 290,529	$ 43,808	$ 334,337
Net (loss) income	$ (23,527)	$ 1,362	$ (22,165)	$ (21,893)	$ 3,703	$ (18,190)

8. GOODWILL AND INTANGIBLE ASSETS

Amounts related to goodwill are as follows:

	Assessment, Permitting and Response	Measurement and Analysis	Remediation and Reuse	Total	Assessment, Permitting and Response	Measurement and Analysis	Remediation and Reuse	Total
Balance as of December 31, 2023	$ 184,946	$ 93,890	$ 85,613	$ 364,449	$ 184,946	$ 93,890	$ 85,613	$ 364,449
Goodwill acquired during the period	—	—	99,249	99,249	2,000	—	109,813	111,813
Acquisitions measurement period adjustments	—	—	(39,020)	(39,020)				
Prior year acquisitions measurement period adjustments	—	—	(320)	(320)	—	(844)	(1,013)	(1,857)

Foreign currency translation impact	—	—	72	72	—	—	98	98
Balance as of March 31, 2024	$ 184,946	$ 93,890	$ 184,614	$ 463,450				
Balance as of June 30, 2024	$ 186,946	$ 93,046	$ 155,491	$ 435,483				

Amounts related to finite-lived intangible assets are as follows:

March 31, 2024	Estimated Useful Life	Gross Balance	Accumulated Amortization	Net Balance
Finite lived intangible assets				
Customer relationships	2-15 years	$ 228,166	$ 121,456	$ 106,710
Covenants not to compete	4-5 years	36,250	31,411	4,839
Trade names	1-5 years	24,434	21,306	3,128
Proprietary software	3-5 years	27,339	20,119	7,220
Patent	16 years	17,479	4,952	12,527
Total		$ 333,668	$ 199,244	$ 134,424

December 31, 2023	Estimated Useful Life	Gross Balance	Accumulated Amortization	Net Balance			
Finite lived intangible assets							
June 30, 2024	Gross Balance		Accumulated Amortization	Total Intangible Assets—Net			
Customer relationships	2-15 years	$ 227,986	$ 116,226	$ 111,760	$ 241,298	$ 127,105	$ 114,193
Covenants not to compete	4-5 years	36,250	30,889	5,361	37,809	32,177	5,632
Trade names	1-5 years	24,434	20,719	3,714	25,106	22,030	3,076
Proprietary software	3-5 years	26,486	19,309	7,177	27,568	20,117	7,451
Patent	16 years	17,479	4,678	12,801	17,479	4,961	12,518
Total		$ 332,635	$ 191,821	$ 140,813			
Total other intangible assets, net	$ 349,260		$ 206,390	$ 142,870			

December 31, 2023	Gross Balance	Accumulated Amortization	Total Intangible Assets—Net
Customer relationships	$ 227,986	$ 116,226	$ 111,760
Covenants not to compete	36,250	30,889	5,361
Trade names	24,434	20,720	3,714
Proprietary software	26,486	19,309	7,177
Patent	17,479	4,678	12,801
Total other intangible assets, net	$ 332,635	$ 191,822	$ 140,813

Intangible assets with finite lives are stated at cost, less accumulated amortization and impairment losses, if any. These intangible assets are amortized using the straight-line method over the estimated useful lives of the assets.

Amortization expense was $7.1 million and $14.6 million for the three and six months ended June 30, 2024, respectively, and $7.4 million and $7.2 14.6 million for the three and six months ended March 31, 2024 and March 31, 2023 June 30, 2023, respectively.

Future amortization expense is estimated to be as follows for each of the five following years and thereafter:

December 31,				
2024 (remaining)	$	27,027	$	15,430
2025		18,888	$	23,024
2026		16,183	$	18,038
2027		15,250	$	17,201
2028		11,914	$	14,349
Thereafter		45,162	$	54,828
Total	$	134,424	$	142,870

9. ACCOUNTS PAYABLE AND OTHER ACCRUED LIABILITIES

Accounts payable and other accrued liabilities consisted of the following:

	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Accounts payable	$ 25,027	$ 31,053	$ 24,294	$ 31,053
Accrued expenses	17,984	16,059	14,018	16,059
Other business acquisitions purchase price obligations	1,700	1,022	2,663	1,022
Contract liabilities	10,016	8,132	13,284	8,132
Other current liabilities	3,918	3,654	3,964	3,654
Total accounts payable and other accrued liabilities	$ 58,645	$ 59,920	$ 58,223	$ 59,920

10. ACCRUED PAYROLL AND BENEFITS

Accrued payroll and benefits consisted of the following:

	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Accrued bonuses	$ 4,526	$ 18,453	$ 7,496	$ 18,453
Accrued paid time off	5,036	1,316	5,092	1,316
Accrued payroll	11,007	11,814	11,908	11,814
Accrued other	3,556	3,077	3,843	3,077
Total accrued payroll and benefits	$ 24,125	$ 34,660	$ 28,339	$ 34,660

11. INCOME TAXES

The Company calculates its interim income tax provision in accordance with ASC Topic 270, Interim Reporting (“ASC 270”), and ASC 740. The Company’s effective tax rate (“ETR”) from continuing operations was (3.8 45.3)% and (10.2 16.8)% for the three and six months ended March 31, 2024

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June 30, 2024, respectively, and March 31, 2023 (2.2)% and (7.5)% for the three and six months ended June 30, 2023, respectively. Income tax expense recorded by the Company during the three and six months ended March 31, 2024 and March 31, 2023 June 30, 2024 was $0.5 2.6 million and $1.4 3.1 million, respectively. Income tax expense recorded by the Company during the three and six months ended June 30, 2023 was $0.2 million and $1.5 million, respectively. The difference between the ETR and federal statutory rate of 21.0% is primarily attributable to items recorded for U.S. GAAP but permanently disallowed for U.S. federal income tax purposes, recognition of a U.S. federal and state valuation allowance and state and foreign income tax provisions.

A valuation allowance is recorded when it is more-likely-than-not some of the Company's deferred tax assets may not be realized. Significant judgment is applied when assessing the need for a valuation allowance and the Company considers future taxable income, reversals of existing deferred tax assets and liabilities and ongoing prudent and feasible tax planning strategies, in making such assessment. As of March 31, 2024 June 30, 2024, the Company's U.S. federal, state and various foreign net deferred tax assets are not more-likely-than-not to be realized and a full valuation allowance is maintained.

The Company records uncertain tax positions in accordance with ASC 740, on the basis of a two-step process in which (i) the Company determines whether it is more likely than not a tax position will be sustained on the basis of the technical merits of such position and (ii) for those tax positions meeting the more-likely-than-not recognition threshold, the Company would recognize the largest amount of tax benefit that is more than 50.0% likely to be realized upon ultimate settlement with the related tax authority. The Company has determined it has no uncertain tax

positions as of March 31, 2024 June 30, 2024. The Company classifies interest and penalties recognized on uncertain tax positions as a component of income tax expense.

12. DEBT

Debt consisted of the following:

	March 31, 2024		December 31, 2023		June 30, 2024		December 31, 2023	
Term loan facility	$	200,938	$	154,219	$	200,314	$	154,219
Revolving line of credit		88,195		—		3,651		—
Aircraft loan		10,084		10,344		9,819		10,344
Less deferred debt issuance costs		(1,554)		(1,379)		(1,368)		(1,379)
Total debt		297,663		163,184	$	212,416	$	163,184
Less current portion of long-term debt		(16,715)		(14,196)		(23,667)		(14,196)
Long-term debt, less current portion	$	280,948	$	148,988	$	188,749	$	148,988

Deferred Financing Costs—Costs relating to debt issuance have been deferred and are presented as discounted against the underlying debt instrument. These costs are amortized to interest expense over the terms of the underlying debt instruments.

2021 Credit Facility—On April 27, 2021, the Company entered into a Senior Secured Credit Agreement providing for a $300.0 million credit facility comprised of a $175.0 million term loan and a $125.0 million revolving line of credit (the "2021 Credit Facility"), and used a portion of the proceeds from the 2021 Credit Facility to repay all amounts outstanding under the prior credit facility. The revolving line of credit portion of the 2021 Credit Facility includes a $20.0 million sublimit for the issuance of letters of credit. Subject to certain exceptions, all amounts under the 2021 Credit Facility will become due on April 27, 2026. The Company has the option to borrow incremental term loans or request an increase in the aggregate commitments under the revolving credit facility up to an aggregate amount of $150.0 million subject to the satisfaction of certain conditions.

In January 2024, the Company partially exercised its option to request an increase in the aggregate commitments to provide an additional $100.0 million credit availability under the 2021 Credit Facility, comprised of an additional $50.0 million term loan ("Additional Term Loan") and an additional $50.0 million in availability under the revolving line of credit.

The 2021 Credit Facility term loan must be repaid in quarterly installments and shall amortize at the following future quarterly rates:

Date	Quarterly Installment Rate 2021 Credit Facility Term Loan	Additional Term Loan
June 30, 2024	1.88%	1.25%
September 30, 2024	1.88%	1.25%
December 31, 2024	1.88%	1.25%
March 31, 2025	1.88%	1.25%
June 30, 2025	1.88%	1.25%
September 30, 2025	1.88%	1.25%
December 31, 2025	2.50%	1.25%
March 31, 2026	2.50%	1.88%
April 27, 2026	Remaining balance	Remaining balance

Quarterly installment repayments for the three and six months ended March 31, 2024 June 30, 2024 were $0.6 million and March 31, 2023 were $3.9 million, respectively. Repayment in the amount of $3.3 million for the second quarter was accrued as of June 30, 2024. Exclusive of the repayment made related to quarter ended March 31, 2023, quarterly installment repayments for the three and six months ended June 30, 2023 were $2.2 million and $2.2 4.4 million, respectively.

On May 31, 2023, the Company amended its 2021 Credit Facility agreement to transition the reference rate from LIBOR to SOFR plus 0.10%. SOFR. The transition to SOFR did not materially impact the interest rate paid by the Company or change any material terms of the 2021 Credit Facility.

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The 2021 Credit Facility term loan and the revolving line of credit bear interest subject to the applicable spread based on Company's leverage ratio and SOFR plus 0.10%0.10% as follows:

Pricing Tier	Consolidated Leverage Ratio	Senior Credit Facilities SOFR Spread	Senior Credit Facilities Base Rate Spread	Commitment Fee	Letter of Credit Fee	Consolidated Leverage Ratio	Senior Credit Facilities SOFR Spread	Senior Credit Facilities Base Rate Spread	Commitment Fee	Letter of Credit Fee
1	≥ 3.75x to 1.0	2.50 %	1.50 %	0.25 %	2.50 %	≥ 3.75x to 1.0	2.50 %	1.50 %	0.25 %	2.50 %
2	< 3.75x to 1.0 but ≥ 3.25 to 1.0	2.25	1.25	0.23	2.25	< 3.75x to 1.0 but ≥ 3.25 to 1.0	2.25	1.25	0.23	2.25
3	<3.25x to 1.0 but ≥ 2.50 to 1.0	2.00	1.00	0.20	2.00	<3.25x to 1.0 but ≥ 2.50 to 1.0	2.00	1.00	0.20	2.00
4	<2.50x to 1.0 but ≥ 1.75 to 1.0	1.75	0.75	0.15	1.75	<2.50x to 1.0 but ≥ 1.75 to 1.0	1.75	0.75	0.15	1.75
5	<1.75x to 1.0	1.50	0.50	0.15	1.50	<1.75x to 1.0	1.50	0.50	0.15	1.50

On May 30, 2023, the Company amended the interest rate swap transaction it entered into on January 27, 2022 (the "2022 Interest Rate Swap"), to convert the floating component of the interest rate on $100.0 million of borrowings to 1-Month Term SOFR and a new coupon of 1.319% until January 27, 2025. Prior to the amendment, the floating component of the interest rate was subject to LIBOR and a coupon of 1.39%. The transition to SOFR did not materially impact the interest rate paid by the Company or change any material terms of the 2022 Interest Rate Swap.

Further, on On May 30, 2023, the Company entered into a second interest rate swap transaction, fixing the floating component of the interest rate on an additional $70.0 million of borrowings to 1-Month Term SOFR and a coupon of 3.88% until April 27, 2026.

Additionally, effective September 1, 2022 On June 5, 2024, the Company received an interest transitioned the 2022 Interest Rate Swap agreement of $100.0 million to a three-year term on $80.0 million of borrowings, with a fixed SOFR rate reduction of 0.05 3.27% under the 2021 Credit Facility based on the Company's achievement of certain sustainability and environmental, social and governance related objectives as provided for in the 2021 Credit Facility. Effective September 1, 2023, the interest rate reduction was decreased to 0.025% based on the most recent annual assessment of the Company's achievement of these objectives. .

The 2021 Credit Facility includes a number of covenants imposing certain restrictions on the Company's business, including, among other things, restrictions on the Company's ability, subject to certain exceptions and baskets, to incur indebtedness, incur liens on its assets, agree to any additional negative pledges, pay dividends or repurchase stock, limit the ability of its subsidiaries to pay dividends or distribute assets, make investments, enter into any transaction of merger or consolidation, liquidate, wind-up or dissolve, or convey any part of its business, assets or property, or acquire the business, property or assets of another person, enter into sale and leaseback transactions, enter into certain transactions with affiliates, engage in any material line of business substantially different from those engaged on the closing date, modify the terms of indebtedness subordinated to the loans incurred under the 2021 Credit Facility and modify the terms of its organizational documents. The 2021 Credit Facility also includes financial covenants which required the Company to remain below a maximum total net leverage ratio of 4.25 times until the fiscal quarter ended September 31, 2022, which stepped down to 4.00 times during the fiscal quarter ending December 31, 2022 and

applies through and including the fiscal quarter ending September 30, 2023 and then further steps down to 3.75 times beginning with the fiscal quarter ending December 31, 2023, and a minimum fixed charge coverage ratio of 1.25 times. In January, 2024, the Company exercised its credit facility covenant holiday, increasing its leverage capacity from 3.75 times to 4.25 times for four quarters beginning with the first quarter of 2024.

As of March 31, 2024 June 30, 2024 and December 31, 2023, the Company's consolidated total leverage ratio (as defined in the 2021 Credit Facility) was 3.4 2.4 times and 1.9 times, respectively, and the Company was in compliance with all covenants under the 2021 Credit Facility.

The 2021 Credit Facility requires customary mandatory prepayments of the term loan and revolving line of credit revolver and cash collateralization of letters of credit, subject to customary exceptions, including 100.0% of the proceeds of debt not permitted by the 2021 Credit Facility, 100.0% of the proceeds of certain dispositions, subject to customary reinvestment rights, where applicable, and 100.0% of insurance or condemnation proceeds, subject to customary reinvestment rights, where applicable. The 2021 Credit Facility also includes customary events of default and related acceleration and termination rights.

The weighted average interest rate on the 2021 Credit Facility for the three six months ended March 31, 2024 June 30, 2024 and March 31, 2023 June 30, 2023, before giving effect to the impact of the interest rate swaps, was 7.3 7.4% and 6.1 6.3%, respectively, and after giving effect to the impact of the interest rate swaps, was 2.8 3.4%, and 2.3 2.1%, respectively.

The Company's obligations under the 2021 Credit Facility are guaranteed by certain of the Company's existing and future direct and indirect subsidiaries, and such obligations are secured by substantially all of the Company's assets, including the capital stock or other equity interests in those subsidiaries.

Loan and Aircraft Security Agreement—On May 18, 2023, the Company entered into a Loan and Aircraft Security Agreement to finance $10.9 million of the purchase a new aircraft (the "Aircraft Loan"). The Aircraft Loan must be repaid in 60 monthly consecutive installments and all outstanding amounts will become due on May 18, 2028. The Aircraft Loan bears interest subject to 1-Month Term SOFR and a coupon of 1.86%. The entire principal balance may be prepaid in full subject to a 3.0%, 2.0% and 1.0% prepayment fee if paid prior to the first, second and third anniversary of the loan, respectively. The aircraft serves as collateral security for the Aircraft Loan.

Equipment Line of Credit—The In May 2024, the Company has entered into a $5.0 15.0 million equipment leasing facility for the purchase of equipment and related freight, installation costs and taxes paid. Any unused capacity on this equipment leasing facility expired will expire on March 31, 2024 April 15, 2025. Interest on leases financed under this facility was is based on the three-year SOFR swap rate at on or closest to the time of funding. closing date. Equipment leased through this line of credit met the finance lease criteria as per ASC 842 and accordingly is accounted for as finance lease right-of-use assets and finance lease liabilities.

The following is a schedule of the aggregate annual maturities of long-term debt presented on the unaudited condensed consolidated statement of financial position, gross of deferred debt issuance cost of $1.6 1.4 million, based on the terms of the 2021 Credit Facility and the Aircraft Loan:

	2021 Credit Facility				2021 Credit Facility			
March 31,	Term Loan	Revolver	Aircraft Loan	Total				
June 30,	Term Loan	Revolver	Aircraft Loan	Total				
2025	$ 15,625	—	$ 1,090	$ 16,715	$ 18,907	$ 3,651	$ 1,109	$ 23,667
2026	18,126	88,195	1,169	107,490	181,407	—	1,188	182,595
2027	167,187	—	1,251	168,438	—	—	1,273	1,273
2028	—	—	1,341	1,341	—	—	6,249	6,249
2029	—	—	5,233	5,233				
Total	$ 200,938	$ 88,195	$ 10,084	$ 299,217	$ 200,314	$ 3,651	$ 9,819	$ 213,784

13. FAIR VALUE OF FINANCIAL INSTRUMENTS

The following financial instruments are measured at fair value on a recurring basis using significant unobservable inputs (Level 3):

	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Interest rate swap(1)	$ 3,778	$ 3,461	$ 3,108	$ 3,461
Total assets	$ 3,778	$ 3,461		
Total Assets	$ 3,108	$ 3,461		
Business acquisitions contingent consideration, current	$ 11,782	$ 3,592	$ 6,351	$ 3,592
Business acquisitions contingent consideration, long-term	28,679	2,448	9,595	2,448
Conversion option	19,037	19,017	19,570	19,017
Total liabilities	$ 59,498	$ 25,057		
Total Liabilities	$ 35,516	$ 25,057		

(1) Included in other assets in the unaudited condensed consolidated statement of financial position.

The estimated fair value amounts shown above are not necessarily indicative of the amounts that the Company would realize upon disposition, nor do they indicate the Company's intent or ability to dispose of the financial instrument.

The following table sets forth the Company's financial instruments that were measured at fair value on a recurring basis:

	Interest Rate Swap	Total Assets	Business Acquisitions Contingent Consideration, Current	Business Acquisitions Contingent Consideration, Long-term	Conversion Option	Total Liabilities	Interest Rate Swap (2)	Total Assets (2)	Business Acquisitions Contingent Consideration, Current (2)	Business Acquisitions Contingent Consideration, Long-term (2)	Conversion Option (2)	Total Liabilities (2)
Balance at December 31, 2022	$ 6,046	$ 6,046	$ 3,801	$ 4,454	$ 25,731	$ 33,986						
Balance as of December 31, 2022	$ 6,046	$ 6,046	$ 3,801	$ 4,454	$ 25,731	$ 33,986						
Acquisitions	—	—	25	—	—	25	—	—	25	—	—	25
Changes in fair value included in earnings	(968)	(968)	(515)	117	905	507	416	416	(162)	117	1,424	1,379
Payment of contingent consideration payable	—	—	(27)	—	—	(27)	—	—	(1,805)	—	—	(1,805)
Reclass of long term to short term contingent liabilities	—	—	1,450	(1,450)	—	—	—	—	2,260	(2,260)	—	—
Balance at March 31, 2023	$ 5,078	$ 5,078	$ 4,734	$ 3,121	$ 26,636	$ 34,491						
Balance as of June 30, 2023	$ 6,462	$ 6,462	$ 4,119	$ 2,311	$ 27,155	$ 33,585						
Balance at December 31, 2023	$ 3,461	$ 3,461	$ 3,592	$ 2,448	$ 19,017	$ 25,057						
Balance as of December 31, 2023	$ 3,461	$ 3,461	$ 3,592	$ 2,448	$ 19,017	$ 25,057						
Acquisitions	—	—	9,628	26,137	—	35,765	—	—	4,976	6,137		11,113
Changes in fair value included in earnings	317	317	12	94	20	126	(353)	(353)	59	184	553	796
Payment of contingent consideration payable	—	—	(1,450)	—	—	(1,450)	—	—	(1,450)	—		(1,450)
Balance at March 31, 2024	$ 3,778	$ 3,778	$ 11,782	$ 28,679	$ 19,037	$ 59,498						
Reclass of long term to short term contingent liabilities	—	—	(826)	826		—						
Balance as of June 30, 2024	$ 3,108	$ 3,108	$ 6,351	$ 9,595	$ 19,570	$ 35,516						

Quantitative Information about Assets and Liabilities Measured at Fair Value on a Recurring Basis Using Significant Unobservable Inputs (Level 3):

Interest Rate Swaps—The interest rate swaps fair value is estimated based on a mid-market price for the swaps as of the close of business of the reporting period. The fair value is prepared by discounting future cash flows of the swap to arrive at a current value of the swap. Forward curves and volatility levels inputs are determined on the basis of observable market inputs when available and on the basis of estimates when observable market inputs are not available. The Company does not apply hedge accounting but instead recognizes the instrument at fair value on the unaudited condensed consolidated statement of financial position within other assets, with changes in fair value recognized as other (expense) income in each reporting period.

Business Acquisitions Contingent Consideration— The fair values of the contingent consideration payables for the other acquisitions, were calculated based on expected target achievement amounts, which are measured quarterly and then subsequently adjusted to actuals at the target measurement date. Prior to the second quarter of 2023, the fair value of the contingent consideration payable associated with the acquisition of Sensible was determined using a Monte Carlo simulation of earnings in a risk-neutral Geometric Brownian Motion framework. The method used to price these liabilities is considered level 3 due to the subjective nature of the unobservable inputs used to determine the fair value. The input is the expected achievement of earn-out thresholds.

Conversion Option—The fair value of the conversion option associated with the issuance of the Convertible and Redeemable Series A-2 Preferred Stock (Note 15) was estimated using a "with-and-without" method. The "with-and-without" methodology considers the value of the security on an as-is basis and then without the embedded conversion premium. The difference between the two scenarios is the implied fair value of the embedded derivative. The unobservable input is the required rate of return on the Series A-2. The considerable quantifiable inputs in the valuation relate to the timing of conversions or redemptions.

14. COMMITMENTS AND CONTINGENCIES

Leases—The Company leases office facilities over various terms expiring through 2031. 2031. Certain of these operating leases contain rent escalation clauses. The Company also has vehicle and office equipment leases that expire through 20282029 (Note 6 and 12).

Other Commitments—The Company has commitments under the 2021 Credit Facility, its Aircraft Loan, its equipment line of credit and its lease obligations (Note 6 and 12).

Contingencies—The Company is subject to purchase price contingencies related to earn-outs associated with certain acquisitions (Note 7 and 13).

Legal—In the normal course of business, the Company is at times subject to pending and threatened legal actions. In management's opinion, the potential loss resulting from the resolution of these matters is not expected to have a material effect on the unaudited condensed consolidated results of operations, financial position or cash flows of the Company.

15. CONVERTIBLE AND REDEEMABLE SERIES A-2 PREFERRED STOCK

On April 13, 2020, the Company entered into an agreement to issue 17,500 shares of the Convertible and Redeemable Series A-2 Preferred Stock with a par value of $0.0001 per share and a detachable warrant to purchase shares of the Company's common stock with a 10-year life, in exchange for gross proceeds of $175.0 million, net of $1.3 million debt issuance costs. The Convertible and Redeemable Series A-2 Preferred Stock warrants were exercised in full on July 30, 2020. The Company paid dividends on shares of the Convertible and Redeemable Series A-2 Preferred Stock of $2.8 million for the first quarter of 2024 in April 2024, and $4.1 million during the three months ended March 31, 2023. June 30, 2024 and June 30, 2023, and $5.6 million and $8.2 million during the six months ended June 30, 2024 and June 30, 2023, respectively.

The Convertible and Redeemable Series A-2 Preferred Stock terms include the following: (i) no mandatory redemption, (ii) no stated value cash repayment obligation other than in the event of certain defined liquidation events, (iii) only redeemable at the Company's option, (iv) convertible into common stock beginning in April 2024 at a 15.0% discount to the common stock market price (with a limit of $60.0 million in stated value of Convertible and Redeemable Series A-2 Preferred Stock eligible to be converted in any 60-day period prior to the seventh anniversary of issuance and the amount of stated value of the Convertible and Redeemable Series A-2 Preferred Stock eligible for conversion limited to $60.0 million during year 5 and $120.0 million (which includes the aggregate amount of the stated value of the Convertible and Redeemable Series A-2 Preferred Stock and any accrued but unpaid dividends added to such stated value of any shares of Convertible and Redeemable Series A-2 Preferred Stock converted in year 5) during year 6), (v) 9.0% dividend rate per year with required quarterly cash payments, (vi) in an event of noncompliance, the dividend rate shall increase to 12.0% per annum for the first 90-day period from and including the date the noncompliance event occurred, and thereafter shall increase to 14.0% per annum, (vii) debt incurrence test ratio of 4.5 times, and (viii) minimum repayment amount of $25.0 million.

The Company may, at its option on any one or more dates, redeem all or a minimum portion (the lesser of (i) $25.0 million in aggregate stated value of the Convertible and Redeemable Series A-2 Preferred Stock and (ii) all of the Convertible and Redeemable Series A-2 Preferred Stock then outstanding) of the outstanding Convertible and Redeemable Series A-2 Preferred Stock in cash. In January 2024, the Company redeemed $60 million of the outstanding Convertible and Redeemable Series A-2 Preferred Stock with cash. As of March 31, 2024 June 30, 2024, the aggregate amount of the Convertible and Redeemable Series A-2 Preferred Stock issued and outstanding was $122.2 million, or 11,667 shares.

The Convertible and Redeemable Series A-2 Preferred Stock does not meet the definition of a liability pursuant to “ASC 480- Distinguishing Liabilities from Equity.” However, as (i) the instrument is redeemable upon a change of control as defined in the certificate of designations governing the terms of the Convertible and Redeemable Series A-2 Preferred Stock, and (ii) the Company cannot assert it would have sufficient authorized and unissued shares of common stock to settle all future conversion requests due to the variable conversion terms, the instrument is redeemable upon the occurrence of events that are not solely within the control of the Company, and therefore the Company classifies the Convertible and Redeemable Series A-2 Preferred Stock as mezzanine equity. Subsequent adjustment of the carrying value of the instrument is required if the instrument is probable of becoming redeemable. As of March 31, 2024 June 30, 2024, the Company has determined that a change of control is not probable. Additionally, as of March 31, 2024 June 30, 2024, the Company has determined that it is not probable that there will be a future conversion request that the Company is unable to settle with authorized and issued shares based on the Company’s current stock price and available shares as well as the Company’s monitoring efforts to ensure there are a sufficient number of shares available to settle any conversion request. Therefore, as of March 31,

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2024, June 30, 2024, the Company has determined that the instrument is not probable of becoming redeemable, and does not believe subsequent adjustment of the carrying value of the instrument will be necessary.

The Convertible and Redeemable Series A-2 Preferred Stock contains a conversion option of the preferred shares to shares of common stock beginning in April 2024. on the fourth-year anniversary of the issuance date. As of March 31, 2024 June 30, 2024 and December 31, 2023, this conversion embedded feature had a net fair value of $19.6 million and $19.0 million. million, respectively. The change in net fair value of less than $0.1 0.5 million and $0.9 0.6 million for the three and six months ended March 31, 2024 and March 31, 2023 June 30, 2024, respectively, which were and $0.5 million and $1.4 million for the three and six months ended June 30, 2023, respectively, was recorded to other (expense) income. expense.

16. STOCKHOLDERS’ EQUITY

Authorized Capital Stock—On April 22, 2024, the Company issued an aggregate of The Company was authorized to issue 190,000,000 3,450,000 shares of common stock in an underwritten public offering, inclusive of the shares of common stock issued in connection with a par value the underwriters exercise in full of their option to purchase additional shares of common stock. The Company sold the shares to the underwriters at the public offering price of $0.000004 37.15 per share, as less underwriting discounts and commissions of March 31, 2024 $1.67175 per share, resulting in net proceeds to the Company after deducting underwriting discounts and December 31, 2023. commissions and estimated offering expenses payable by the Company of $121.8 million.

17. NET LOSS PER SHARE

Common Basic net loss per share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding during each period. The Convertible and Redeemable Series A-2 Preferred Stock Issuances—The Company issued is considered a participating security during the following applicable period. Net losses are not allocated to the Convertible and Redeemable Series A-2 stockholders, as they were not contractually obligated to share in the Company’s losses.

Diluted net loss per share is computed by dividing net loss attributable to common stockholders by the weighted average number of common and dilutive common equivalent shares outstanding for the period using the treasury-stock method or the as-converted method. Potentially dilutive shares are comprised of awards of restricted stock ("RSAs"), restricted stock units ("RSUs"), stock appreciation rights ("SARs") and shares of common stock: stock underlying stock options outstanding under the Company's stock incentive plans. During the three and six months ended June 30, 2024 and June 30, 2023, there is no difference in the number of shares used to calculate basic and diluted shares outstanding during the applicable period due to the Company’s net loss attributable to common stockholders and potentially dilutive shares being anti-dilutive.

	Three Months Ended March 31,					
	2024			2023		
	Shares	Average Price per Share	Total	Shares	Average Price per Share	Total
Acquisitions	220,734	$ 29.81	$ 6,580	—	$ —	$ —
Exercise of options	27,396	17.80	487	124,455	21.61	2,690
Restricted shares, net (1)	144,251	37.58	—	90,116	36.81	—
Payment of earn-out liability	35,250	30.84	1,087	—	—	—
Total	427,631	$ 31.75	$ 8,154	214,571	$ 27.99	$ 2,690

The following table summarizes the computation of basic and diluted net loss per share attributable to common stockholders of the Company:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net loss	$ (10,170)	$ (7,174)	$ (23,527)	$ (21,893)
Convertible and redeemable series A-2 preferred stock dividend	(2,750)	(4,100)	(5,564)	(8,200)
Net loss attributable to common stockholders – basic and diluted	(12,920)	(11,274)	(29,091)	(30,093)
Weighted-average number of shares of common stock outstanding – basic and diluted	33,318	30,047	31,850	29,952
Net loss per share attributable to common stockholders – basic and diluted	$ (0.39)	$ (0.38)	$ (0.91)	$ (1.00)

The following common stock equivalents were excluded from the calculation of diluted net loss per share attributable to common stockholders because their effect would have been anti-dilutive:

	June 30,	
	2024(1)	2023(1)
Stock options	3,179,129	3,436,263
Restricted stock	2,579,982	2,325,322
Series A-2 preferred stock	3,317,141	5,350,017
SARs	3,000,000	3,000,000

(1) Represents Includes 6,782,913 and 7,578,724 common stock equivalents that are out of the non-cash release money as of common shares due to the vesting of restricted stock. June 30, 2024 and June 30, 2023, respectively.

18. STOCK-BASED PLANS AND COMPENSATION

Employee Equity Incentive Plans—Plans

The Company has two plans under which stock-based awards have been issued: (i) the Montrose Amended & Restated 2017 Stock Incentive Plan ("2017 Plan") and (ii) the Montrose Amended & Restated 2013 Stock Option Plan ("2013 Plan") (collectively the "Plans").

As of March 31, 2024 and March 31, 2023, there was $113.8 million and $146.6 million, respectively, of total unrecognized stock-based compensation expense related to unvested options, restricted stock units ("RSUs") and stock appreciation rights ("SARs") granted under the Plans. Such unrecognized expense is expected to be recognized over a weighted-average three year period. The following number of shares were authorized to be issued and available for grant:

	March 31, 2024			June 30, 2024		
	2017 Plan	2013 Plan	Total	2017 Plan	2013 Plan	Total
Shares authorized to be issued	7,538,276	2,036,219	9,574,495	7,538,276	2,036,219	9,574,495
Shares available for grant(1)	1,674,558	—	1,674,558	1,677,508	—	1,677,508

	March 31, 2023			June 30, 2023		
	2017 Plan	2013 Plan	Total	2017 Plan	2013 Plan	Total
Shares authorized to be issued	6,329,913	2,037,019	8,366,932	6,330,588	2,036,344	8,366,932
Shares available for grant(1)	893,522	—	893,522	750,326	—	750,326

(1) In January 2024 and January 2023 the Board of Directors ratified the addition of 1,207,563 and 1,189,801 shares of common stock, respectively, to the number of shares available for issuance under the 2017 Plan pursuant to the annual increase provision of such plan. Unless the Board of Directors determines otherwise, additional annual increases will be effective on each January 1, through January 1, 2027. The 2017 Plan permits the company to settle awards, if and when vested, in cash at its discretion. Pursuant to the terms of the 2017 Plan, the number of shares authorized for issuance thereunder will only be reduced with respect to shares of common stock actually issued upon exercise or settlement of an award. Shares of common stock subject to awards that have been canceled, expired, forfeited or otherwise not issued under an award and shares of common stock subject to awards settled in cash do not count as shares of common stock issued under the 2017 Plan. Shares available for grant exclude awards of stock appreciation rights approved in December 2021 that are subject to vesting based on the achievement of certain market conditions, which have not yet been, and may not be, achieved. See footnote 1 to the table in Common Stock Reserved for Future Issuance below for additional information on stock appreciation rights.

There were no stock-based compensation expenses related to the 2013 Plan in the three and six months ended March 31, 2024 June 30, 2024 and 2023. Total stock-based compensation expense for related to the 2017 Plans Plan was as follows:

	Three Months Ended June 30,							
	2024				2023			
	Options	RSUs	SARs	Total	Options	RSUs	SARs	Total
Cost of revenue	$ 355	$ 845	$ —	$ 1,200	$ 466	$ 243	$ —	$ 709
Selling, general and administrative expense	787	7,554	2,290	10,631	1,070	7,021	2,290	10,381
Total	$ 1,142	$ 8,399	$ 2,290	$ 11,831	$ 1,536	$ 7,264	$ 2,290	$ 11,090

	Six Months Ended June 30,							
	2024				2023			
	Options	RSUs	SARs	Total	Options	RSUs	SARs	Total
Cost of revenue	$ 629	$ 1,482	$ —	$ 2,111	$ 815	$ 786	$ —	$ 1,601
Selling, general and administrative expense	1,576	14,836	4,580	20,992	2,794	15,175	4,555	22,524
Total	$ 2,205	$ 16,318	$ 4,580	$ 23,103	$ 3,609	$ 15,961	$ 4,555	$ 24,125

As of June 30, 2024 and June 30, 2023, there was $109.6 million and $141.5 million, respectively, of total unrecognized stock-based compensation expense related to unvested options, restricted stock and SARs granted under the Plans. Such unrecognized expense is expected to be recognized over a weighted-average 2.5 year period.

	Three Months Ended March 31,							
	2024				2023			
	Options	RSUs	SARs	Total	Options	RSUs	SARs	Total
Cost of revenue	$ 274	$ 637	$ —	$ 911	$ 349	$ 543	$ —	$ 892
Selling, general and administrative expense	789	7,282	2,290	10,361	1,724	8,154	2,265	12,143
Total	$ 1,063	$ 7,919	$ 2,290	$ 11,272	$ 2,073	$ 8,697	$ 2,265	$ 13,035

Montrose Amended & Restated 2017 Stock Incentive Plan

Restricted Stock Awards and Restricted Stock Units—The Company issues restricted stock awards ("RSAs") to certain 2017 Plan participants as Director's compensation. There were no RSAs granted during the three months ended March 31, 2024 and 2023. These RSAs vest one year from the date of grant, or, in each case, in full upon a change in control, subject to the participant's continued service as a Director throughout such date, or upon retirement. Members of the Board of Directors that receive stock-based compensation are treated as employees for accounting purposes.

The Board of Directors approved the grant of RSUs under certain supplemental incentive plans ("SI Plans"). There were zero and 246,417 RSUs issued under these SI Plans during the three months ended March 31, 2024 and March 31, 2023, respectively. The majority of the RSUs issued under these SI Plans during the three months ended March 31, 2024 vested 1/3 on the date of grant, and will vest 1/3 on the one-year anniversary of the grant, and 1/3 on the two-year anniversary of the grant, subject to continued service through each such date. The remaining RSUs vest annually over a 4-year period from the date of grant, subject to continued service through each such date. Units

RSAs and RSUs activity was as follows:

	Three Months Ended March 31,					
	2024			2023		
	Shares	Average Price per Share	Fair Value	Shares	Average Price per Share	Fair Value
Awards granted	259,118	$ 39.65	$ 10,273	464,186	$ 32.62	$ 15,140
Awards forfeited	(14,336)	37.04	531	—	—	—

	Six Months Ended June 30,			
	2024		2023	
	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value
Beginning outstanding shares	2,468,722		1,777,715	
Granted	289,155	$ 40.58	641,282	$ 37.27
Forfeited/ cancelled	(27,953)	$ 37.62	(3,559)	$ 32.16
Vested	(149,942)	$ 37.49	(90,116)	$ 36.81
Ending outstanding shares	2,579,982		2,325,322	

There were an aggregate of 3,090,801 and 2,528,383 shares underlying outstanding RSAs and RSUs awards as of March 31, 2024 and March 31, 2023, respectively.

Stock Appreciation Rights— Rights

As of March 31, 2024 June 30, 2024, there were 3,000,000 units of SARs outstanding under the 2017 Plan. These SARs represent the right to receive, upon exercise, a payment equal to the excess of (a) the fair market value of one share of the Company's common stock, over (b) an exercise price of $66.79, payable, at the Company's election, in cash or shares of common stock. These SARs vest on the 5th anniversary of the date of the grant based on achievement of performance hurdles over a five-year five year period, subject to continued service on the vesting date. The performance hurdles are as follows:

SARs Stock Price Performance Hurdle	Portion of SARs Subject to Performance Hurdle
$ 133.58	1/3
$ 166.98	1/3
$ 200.37	1/3

SARs Stock Price Performance Hurdle	Portion of SARs Subject to Performance Hurdle
$133.58	1/3
$166.98	1/3
$200.37	1/3

The performance hurdles shall be deemed achieved if the average trading price per share of the Company's common stock equals or exceeds the applicable stock price performance hurdle set forth above for the trading days falling in a consecutive 20-day period prior to the vesting date. None of the market conditions have been achieved as of March 31, 2024 June 30, 2024.

The SARs expire 10 years years after the grant date. The fair value of these SARs at the grant date was $46.0 million. The weighted average remaining contract life of these SARs as of March 31, 2024 June 30, 2024 was 7.71 7.46 years.

Options—Options issued to all optionees under the 2017 Plan vest over 4-years from the date of issuance (or earlier vesting start date, as determined by the Board of Directors) as follows: one-half on the second anniversary of the grant date and the remaining half on the fourth anniversary of the grant date, with the exception of certain annual grants to certain executive officers, which vest annually over a 3-year and 1-year period.

The following summarizes the options activity of the 2017 Plan:

	Options to Purchase Common Stock	**Weighted-Average Exercise Price per Share**	**Weighted Average Grant Date Fair Value per Share**	**Weighted Average Remaining Contract Life (in Years)**	**Aggregate Intrinsic Value of In-The-Money Options (in Thousands)**	**Options to Purchase Common Stock**	**Weighted-Average Exercise Price per Share**	**Weighted Average Grant Date Fair Value per Share**	**Weighted Average Remaining Contract Life (in Years)**	**Aggregate Intrinsic Value of In-The-Money Options**
Outstanding as of December 31, 2022	2,579,566	$ 30.58	$ 14.96	7.8	$ 37,292	2,579,566	$ 31.00	$ 15.00	7.8	$ 37,292
Granted	233,955	32.16	13.90	—	—	233,955	32.16	13.90	—	—
Forfeited/ cancelled	(34,619)	35.16	—	—	—	(63,085)	37.41	—	—	—
Expired	(1,200)	25.05	—	—	—					
Exercised	(101,279)	24.55	—	—	2,467	(125,229)	23.76	—	—	2,794
Outstanding as of March 31, 2023	2,677,623	$ 30.89	$ 15.47	7.8	$ 21,127					
Outstanding as of June 30, 2023	2,624,007	$ 30.88	$ 15.62	7.5	$ 32,414					
Outstanding as of December 31, 2023	2,516,272	$ 30.92	$ 15.95	7.0	$ 13,825	2,516,272	$ 30.92	$ 15.95	7.0	$ 13,825
Forfeited/ cancelled	(36,105)	38.78	—	—	—	(48,765)	38.87	—	—	—
Expired	(13,010)	44.16	—	—	—	(19,720)	45.55	—	—	—
Exercised	(18,746)	23.26	—	—	200	(47,948)	27.05	—	—	663
Outstanding as of March 31, 2024	2,448,411	$ 30.80	$ 16.00	6.8	$ 25,468					
Exercisable at March 31, 2024	1,513,438	$ 31.13	$ —	6.4	$ 15,380					
Outstanding as of June 30, 2024	2,399,839	$ 30.72	$ 16.27	7.0	$ 14,488					

Exercisable as of June 30, 2024	1,484,676	$ 31.13	6.2	$ 20,723

The following weighted-average assumptions were used in the Black-Scholes option-pricing model calculation:

	March 31, 2023
Common stock value (per share)	$ 32.16
Expected volatility	33.79 %
Risk-free interest rate	3.72 %
Expected life (years)	7.00
Forfeiture rate	None
Dividend rate	None

	June 30, 2023
Common stock value (per share)	$ 32.16
Expected volatility	33.79 %
Risk-free interest rate	3.72 %
Expected life (years)	7.00
Forfeiture rate	None
Dividend rate	None

Montrose Amended & Restated 2013 Stock Option Plan —

The following summarizes the activity of the 2013 Plan:

	Options to Purchase Common Stock	Weighted-Average Exercise Price per Share	Weighted Average Grant Date Fair Value per Share	Weighted Average Remaining Contract Life (in Years)	Aggregate Intrinsic Value of In-The-Money Options
Outstanding as of December 31, 2022	855,695	$ 6.00	$ 2.00	3.3	$ 32,478
Expired	(675)	6.03	—	—	—
Exercised	(42,764)	7.47	—	—	1,514
Outstanding as of June 30, 2023	812,256	$ 6.38	$ 2.11	2.8	$ 29,030
Outstanding as of December 31, 2023	792,191	$ 6.40	$ 2.16	2.4	$ 20,380
Exercised	(12,901)	6.08			
Outstanding as of June 30, 2024	779,290	$ 6.41	$ 2.20	1.9	$ 29,730
Exercisable as of June 30, 2024	779,290	$ 6.41		1.9	$ 29,730

	Options to Purchase	Weighted-Average	Weighted Average	Weighted Average	Aggregate Intrinsic Value

	Common Stock	Exercise Price per Share	Grant Date Fair Value per Share	Remaining Contract Life (in Years)	of In-The-Money Options (in Thousands)
Outstanding as of December 31, 2022	855,695	$ 6.43	$ 2.10	3.3	$ 32,478
Exercised	(23,176)	8.78	—	—	963
Outstanding as of March 31, 2023	832,519	6.37	2.06	3.0	24,393
Outstanding as of December 31, 2023	792,191	$ 6.40	$ 2.16	2.4	$ 20,380
Exercised	(8,650)	5.95	—	—	289
Outstanding as of March 31, 2024	783,541	$ 6.41	$ 2.18	2.2	$ 25,669
Exercisable at March 31, 2024	783,541	6.41		2.2	25,669

Total shares outstanding from exercised options were 1,577,184 shares and 1,434,885 shares as of March 31, 2024 and March 31, 2023, respectively.

Common Stock Reserved for Future Issuances—The Company has reserved certain stock of its authorized but unissued common stock for possible future issuance in connection with the following:

	March 31,		June 30,	
	2024	2023	2024	2023
Montrose 2013 Stock Incentive Plan	783,541	832,519	779,290	812,256
Montrose 2017 Stock Incentive Plan(1)	9,692,222	8,722,930	9,657,329	8,699,655
Total	10,475,763	9,555,449		
	10,436,619	9,511,911		

(1) In January 2024 and 2023, the Board of Directors ratified the addition of 1,207,563 and 1,189,801 shares of common stock, respectively, to the number of shares available for issuance under the 2017 Plan pursuant to the annual increase provision of such plan. Unless the Board of Directors determines otherwise, additional annual increases will be effective on each January 1, through January 1, 2027. The 2017 Plan permits the company to settle awards, if and when vested, in cash at its discretion. Pursuant to the terms of the 2017 Plan, the number of shares authorized for issuance thereunder will only be reduced with respect to shares of common stock actually issued upon exercise or settlement of an award. Shares of common stock subject to awards that have been canceled, expired, forfeited or otherwise not issued under an award and shares of common stock subject to awards settled in cash do not count as shares of common stock issued under the 2017 Plan. The Company expects to have sufficient shares available under the 2017 Plan to satisfy the future settlement of outstanding awards. Shares reserved for future issuance include 3,000,000 shares underlying the 3,000,000 performance SARs granted in December 2021 that are subject to vesting based on the achievement of certain market conditions. Assuming achievement at the highest price performance hurdle, approximately 2,000,000 shares of common stock would be issued upon vesting of these performance SARs. To date, none of the market conditions have been achieved.

17. NET LOSS PER SHARE

Basic net loss per share is computed by dividing the net loss attributable to common stockholders by the weighted average number of common shares outstanding during each period. The Convertible and Redeemable Series A-2 Preferred Stock is considered a participating security during the applicable periods. Net losses are not allocated to the Convertible and Redeemable Series A-2 stockholders, as they were not contractually obligated to share in the Company's losses.

Diluted net loss per share is computed by dividing net loss attributable to common stockholders by the weighted average number of common and dilutive common equivalent shares outstanding for the period using the treasury-stock method or the as-converted method. Potentially dilutive shares are comprised of RSAs, RSUs, SARs, and shares of common stock underlying stock options outstanding under the Plans. During the three months ended March 31, 2024 and March 31, 2023, there is no difference in the number of shares used to calculate basic and diluted shares outstanding during the applicable period due to the Company's net loss attributable to common stockholders and potentially dilutive shares being anti-dilutive.

The following table summarizes the computation of basic and diluted net loss per share attributable to common stockholders of the Company:

	Three Months Ended

	March 31,			
	2024		2023	
Net loss	$	(13,357)	$	(14,719)
Convertible and redeemable series A-2 preferred stock dividend		(2,814)		(4,100)
Net loss attributable to common stockholders – basic and diluted		(16,171)		(18,819)
Weighted-average common shares outstanding – basic and diluted		30,381		29,857
Net loss per share attributable to common stockholders – basic and diluted	$	(0.53)	$	(0.63)

The following common stock equivalents were excluded from the calculation of diluted net loss per share attributable to common stockholders because their effect would have been anti-dilutive:

	March 31,	
	2024(1)	2023(1)
Stock options	3,231,952	3,510,142
Restricted stock	2,569,253	2,151,785
Series A-2	4,292,268	4,735,220
SARs	3,000,000	3,000,000

(1) Includes 7,789,349 and 7,362,459 common stock equivalents that are out of the money as of March 31, 2024 and March 31, 2023, respectively.

18. 19. SEGMENT AND GEOGRAPHIC LOCATION INFORMATION

The Company has three operating and reportable segments: Assessment, Permitting and Response, Measurement and Analysis and Remediation and Reuse. These segments are monitored separately by management for performance against budget and prior year and are consistent with internal financial reporting. The Company's operating segments are organized based upon primary services provided, the nature of the production process, types of customers, methods used to distribute the products and the nature of the regulatory environment.

Our Chief Executive Officer, who serves as the Chief Operating Decision Maker ("CODM" ("CODM"), reviews segment Segment Adjusted EBITDA as the primary measure of operating performance for all three operating segments. Segment Adjusted EBITDA is the calculated Company's Earnings before interest, tax, depreciation Interest, Tax, Depreciation and amortization Amortization ("EBITDA"), adjusted to exclude certain transactions such as stock-based compensation, acquisition costs and fair value changes in financial instruments, amongst others. Beginning in the first quarter of 2023, the calculation of Segment adjusted EBITDA no longer adjusts for start-up losses and investment in new services as the CODM no longer reviews the Segment Adjusted EBITDA measure without these costs. The CODM does not review segment assets as a measure of segment performance.

During the first quarter of 2023, the Company determined to discontinue one of its non-core specialty service lines within the lab testing business (the "Discontinued Specialty Lab"). On December 29, 2023, the Company sold the assets of the Discontinued Specialty Lab for a total sales price of $4.8 million, of which $0.5 million was received in cash and $4.3 million was issued as a promissory note receivable. The promissory note receivable is subject to an annual 9.0% interest rate and will be repaid in 60 monthly installments with the remaining balance payable in full on December 29, 2028. The promissory note receivable balance, net of expected loss and payment, was $2.1 million as of March 31, 2024 June 30, 2024 and December 31, 2023, respectively. The discontinuation of this specialty service line, which was part of the Company's Measurement and Analysis segment, did not represent a strategic shift that had a major effect on the Company's operations and financial results, therefore it did not meet the requirements to be classified as discontinued operations.

Corporate and Other includes costs associated with general corporate overhead (including executive, legal, finance, safety, human resources, marketing and IT related costs) that are not directly related to supporting operations. Overhead costs that are directly related to supporting operations (such as insurance, software, licenses, shared services and payroll processing costs) are allocated to the operating segments on a basis that reasonably approximates an estimate of the use of these services.

Segment revenues and Adjusted EBITDA consisted of the following:

	Three Months Ended March 31,

	2024		2023	
	Segment Revenues	Segment Adjusted EBITDA	Segment Revenues	Segment Adjusted EBITDA
Assessment, Permitting and Response	$ 58,580	$ 16,280	$ 52,214	$ 14,266
Measurement and Analysis	45,494	6,504	42,527	6,387
Remediation and Reuse	51,251	5,012	36,687	5,278
Total Operating Segments	155,325	27,795	131,428	25,931
Corporate and Other	—	(10,873)	—	(9,328)
Total	$ 155,325	$ 16,922	$ 131,428	$ 16,603

	Three Months Ended June 30,			
	2024		2023	
	Segment Revenues	Segment Adjusted EBITDA	Segment Revenues	Segment Adjusted EBITDA
Assessment, Permitting and Response	$ 53,444	$ 12,621	$ 61,411	$ 13,833
Measurement and Analysis	54,812	12,359	50,055	10,789
Remediation and Reuse	65,069	8,929	47,635	6,043
Total Operating Segments	$ 173,325	$ 33,909	$ 159,101	$ 30,665
Corporate and Other	—	(10,593)	—	(9,474)
Total	$ 173,325	$ 23,316	$ 159,101	$ 21,191

	Six Months Ended June 30,			
	2024		2023	
	Segment Revenues	Segment Adjusted EBITDA	Segment Revenues	Segment Adjusted EBITDA
Assessment, Permitting and Response	$ 112,024	$ 28,901	$ 113,625	$ 28,099
Measurement and Analysis	100,306	18,863	92,582	17,176
Remediation and Reuse	116,320	13,940	84,322	11,321
Total Operating Segments	$ 328,650	$ 61,704	$ 290,529	$ 56,596
Corporate and Other	—	(21,466)	—	(18,802)
Total	$ 328,650	$ 40,238	$ 290,529	$ 37,794

Presented below is a reconciliation of the Company's segment measure of profit and loss to net loss:

	For the Three Months Ended March 31,		For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023	2024	2023
Total	$ 16,922	$ 16,603				
Adjusted EBITDA	$ 23,316	$ 21,191	$ 40,238	$ 37,794		
Interest expense, net	(3,306)	(1,541)	(3,976)	(1,877)	(7,282)	(3,418)
Income tax expense	(493)	(1,367)	(2,619)	(151)	(3,112)	(1,518)
Depreciation and amortization	(11,653)	(10,555)	(12,515)	(11,398)	(24,168)	(21,953)
Stock-based compensation	(11,272)	(13,035)	(11,831)	(11,090)	(23,103)	(24,125)
Acquisition costs	(2,525)	(775)	(1,082)	(2,696)	(3,607)	(3,471)
Fair value changes in financial instruments	297	(1,873)	(1,202)	865	(905)	(1,008)
Fair value changes in business acquisition contingencies	(106)	398	(136)	(353)	(242)	45
Expenses related to financing transactions	(144)	(4)	(95)	—	(239)	(4)
Discontinued Specialty Lab	(596) (1)	(2,436) (1)	—	(1,583) (1)	(596) (1)	(4,019) (1)
Other losses and expenses	(481) (2)	(134)				
Other losses or expenses	(30)	(82)	(511) (2)	(216)		
Net loss	$ (13,357)	$ (14,719)	$ (10,170)	$ (7,174)	$ (23,527)	$ (21,893)

(1) Amounts consist of operating losses before depreciation related to the Discontinued Specialty Lab.

(2) Amount consists of costs associated with a lease abandonment.

The following table presents revenues by geographic location:

	For the Three Months Ended March 31,		For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023	2024	2023
United States	$ 128,842	$ 126,801	$ 137,012	$ 145,162	$ 265,854	$ 271,944
Canada	21,281	3,880	28,597	11,407	49,878	13,283
Other international	5,202	747	7,716	2,532	12,918	5,302
Total revenue	$ 155,325	$ 131,428	$ 173,325	$ 159,101	$ 328,650	$ 290,529

20. RELATED-PARTY TRANSACTIONS

The Company did not have any material related party transactions during the three and six months ended March 31, 2024 June 30, 2024 and March 31, 2023 June 30, 2023.

20. 21. DEFINED CONTRIBUTION PLAN

On January 1, 2014, the Company established the Montrose Environmental Group 401(k) Savings Plan (the "401(k) Savings Plan"). As of March 31, 2024 June 30, 2024, and December 31, 2023, plan participants may defer up to 85.0% of their eligible wages for the year, up to the Internal Revenue Service dollar limit and catch-up contribution allowed by law. The Company provided employer matching contributions equal to 100.0% of the first 3.0% of the participant's compensation and 50.0% of the participant's elective deferrals that exceed 3.0% but do not exceed 5.0% of the participant's compensation. Employer contributions under the 401(k) Savings Plan were $2.7 8.9 million and $2.1 11.6 million for the three and six months ended June 30, 2024, respectively, and $

March 31, 2024 million and March 31, 2023 $3.9 million for the three and six months ended June 30, 2023, respectively, and are included within selling, general, and administrative expense on the unaudited condensed consolidated statements of operations.

21. 22. SUBSEQUENT EVENTS

On April 22, 2024, the Company issued an aggregate of 3,450,000 shares of common stock in an underwritten secondary public offering, inclusive of the shares of common stock issued in connection with the underwriters exercise in full of their option to purchase additional shares of common stock. The Company sold the shares to the underwriters at the public offering price of $37.15 per share, less underwriting discounts and commissions of $1.67175 per share, resulting in net proceeds to the Company after deducting underwriting discounts and commissions and estimated offering expenses payable by the Company of approximately $121.8 million. Spirit Acquisition

On April July 1, 2024, the Company acquired substantially all of the assets of Engineering & Technical Associates, Inc. Spirit Environmental, LLC ("Spirit"), free a highly reputable provider of air permitting, compliance, and clear of any encumbrances. environmental services. The purchase price was $2.0 17.5 million, of which $1.6 16.0 million was funded with cash on hand, and the remaining $0.4 1.5 million will be was paid as deferred consideration in the Company's common stock in 2025. stock.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These forward-looking statements relate to matters such as our industry, business strategy, goals and expectations concerning our market position, future operations, margins, profitability, capital expenditures, liquidity, capital resources and other financial and operating information. We use words such as "anticipate," "assume," "believe," "contemplate," "continue," "could," "estimate," "expect," "future," "intend," "may," "plan," "position," "potential," "predict," "project," "seek," "should," "target," "will" and similar terms and phrases to identify forward-looking statements in this filing. All of our forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we are expecting, including:

- general global economic, business and other conditions, including inflationary pressures and rising interest rates, rate pressures, the cyclical nature of our industry a significant fluctuations in events that impact our business;
- the parts of our business that depend on difficult to predict natural or manmade events and the fluctuations in our revenue and customer concentration as a result ther
- the highly competitive nature of our business;
- our ability to execute on our acquisition strategy and successfully integrate and realize benefits from our acquisitions;
- any failure in or breach of our networks and systems or other forms of cyber-attack;
- our ability to promote and develop our brands;
- our ability to maintain and expand our client base;
- our ability to maintain necessary accreditations and other authorizations in varying jurisdictions;
- significant environmental governmental regulation and liabilities;
- our ability to attract and retain qualified managerial and skilled technical personnel;
- safety-related issues;
- allegations regarding compliance with professional standards, duties and statutory obligations and our ability to provide accurate results;
- the lack of formal long-term agreements with many of our clients;
- our ability to adapt to changing technology, industry standards or regulatory requirements, including emerging environmental, social and governance requirements;
- government clients and contracts;
- our ability to maintain our prices and manage costs;
- our ability to protect our intellectual property or claims that we infringe on the intellectual property rights of others;
- laws and regulations regarding handling of confidential information;
- our international operations;
- product related risks; and
- additional factors discussed in our filings with the Securities and Exchange Commission, or the SEC.

The forward-looking statements in this Quarterly Report on Form 10-Q are based on historical performance and management's current plans, estimates and expectations in light of information currently available to us and are subject to uncertainty and changes in circumstances. There can be no assurance that future developments affecting us will be those that we have anticipated. Actual results or outcomes may differ materially from these expectations due to changes in global, regional or local political, economic, business, competitive, market, regulatory and other factors, many of which are beyond our control, as well as the other factors described in Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on February 29, 2024, or the 2023 Form 10-K.

Additional factors or events that could cause our actual results or outcomes to differ may also emerge from time to time, and it is not possible for us to predict all of them. In addition, historical, current and forward-looking sustainability-related statements may be based on standards for measuring progress that are still developing, internal controls and processes that continue to evolve, and assumptions that are subject to change in the future. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove to be incorrect, our actual results or outcomes may vary in material respects from what we may have expressed or implied by any forward-looking statement and, therefore, you should not regard any forward-looking statement as a representation or warranty by us or any other person that we will successfully achieve the expectation, plan or objective expressed in such forward-looking statement in any specified time frame, or at all. We caution that you should not place undue reliance on any of our forward-looking statements. Any forward-looking statement made by us speaks only as of the date on which we make it. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by applicable securities laws.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our historical audited and unaudited consolidated financial statements and related notes and other information included elsewhere in this filing and our other filings with the SEC, including our unaudited condensed consolidated financial statements and the accompanying notes as of and for the three and six months ended March 31, 2024 June 30, 2024 and March 31, 2023 June 30, 2023 included in Part I, Item 1. "Financial Statements" in this Quarterly Report on Form 10-Q. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from such forward-looking statements. Factors that could cause or contribute to those differences include, but are not limited to, those identified below and those discussed in the section entitled "Forward-Looking Statements", and elsewhere in this filing and our other filings with the SEC, including in Item 1A. Risk Factors in the 2023 Form 10-K.

Overview

Since our inception in 2012, our mission has been to help clients and communities meet their environmental goals and needs. According to data derived from a 2023 Environmental Industry Study prepared by Environmental Business International, Inc., or EBI, which we commissioned, the global environmental industry is estimated to be approximately $1.44 trillion, with $494.0 billion concentrated in the United States.

Our Segments

We provide environmental services to our clients through three business segments—Assessment, Permitting and Response, Measurement and Analysis and Remediation and Reuse. For more information on each of our operating segments, see Item 1. "Business" in the 2023 Form 10-K.

Assessment, Permitting and Response

Assessment, Permitting and Response segment provides scientific advisory and consulting services to support environmental assessments, environmental emergency response and recovery, toxicology consulting and environmental audits and permits for current operations, facility upgrades, new projects, decommissioning projects and development projects. We work closely with clients to navigate the regulatory process at the local, state, provincial and federal levels, identify the potential environmental and political impacts of their decisions and develop practical mitigation approaches, as needed. In addition to environmental toxicology, and given our expertise in helping businesses plan for and respond to disruptions, our scientists and response teams have helped clients navigate their preparation for and response to emergency response situations.

Measurement and Analysis

Measurement and Analysis segment is one of the largest providers of environmental testing and laboratory services in North America. Our highly credentialed teams test and analyze air, water and soil to determine concentrations of contaminants, as well as the toxicological impact of contaminants on flora, fauna and human health. Our offerings include source and ambient air testing and monitoring, leak detection, and advanced multi-media laboratory services, including air, soil, stormwater, wastewater and drinking water analysis.

Remediation and Reuse

Remediation and Reuse segment provides clients with engineering, design, and implementation services, primarily to treat contaminated water, remove contaminants from soil or create biogas from waste. Our employees, including engineers, scientists and consultants, provide these services to assist our clients in designing solutions, managing products and mitigating environmental risks and liabilities at their locations. We do not own the properties or facilities at which we implement these projects or the underlying liabilities, nor do we own material amounts of the equipment used in projects.

These operating segments have been structured and organized to align with how we view and manage the business with the full lifecycle of our clients' targeted environmental concerns and needs in mind. Within each segment, we cover similar service offerings, regulatory frameworks, internal operating structures and client types. Corporate activities not directly related to segment performance, including general corporate expenses, interest and taxes, are reported separately.

Key Factors that Affect Our Business and Our Results

Our operating results and financial performance are influenced by a variety of internal and external trends and other factors. Some of the more important factors are discussed briefly below.

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Acquisitions

We have been, and expect to continue to be, an acquisitive company. Acquisitions have expanded our environmental service capabilities across all three segments, our access to technology, as well as our geographic reach in the United States, Canada, Europe and Australia. The table below sets forth the number of acquisitions completed, revenues generated by and the percentage of total revenues attributable to those acquisitions completed during the three and six months ended March 31, 2024 June 30, 2024 and March 31, 2023 June 30, 2023:

	Three Months Ended March 31,		Three Months Ended June 30,		Six Months Ended June 30,	
(Revenues in thousands)	2024	2023	2024	2023	2024	2023
Acquisitions completed	2	2	2	2	4	4
Revenues attributable to acquisitions completed in the relevant period	$ 3,863	$ 967				
Revenues attributable to acquisitions completed in the period(1)	$ 7,700	$ 10,617	$ 11,600	$ 11,585		
Percentage of revenues	2.5 %	0.7 %	4.4 %	6.7 %	3.5 %	4.0 %

(1) Acquisitions revenue amounts in Note 7 to our unaudited condensed consolidated financial statements included in Part I, Item 1. “Financial Statements” includes second quarter revenue from acquisitions completed ir quarter of 2024 and 2023 of $6.4 million and $1.7 million, respectively, whereas this disclosure only considers revenue attributable to the acquisitions acquired during the three and six months ended June 30, 2023 and

Revenues from acquired companies exclude intercompany revenues from revenue synergies realized between business lines within operating segments, as these are eliminated at the consolidated segment and Company level. We expect our revenue growth to continue to be driven in significant part by acquisitions. See Note 7 to our unaudited condensed consolidated financial statements included in Part I, Item 1. “Financial Statements.”

As a result of our acquisitions, goodwill and other intangible assets represent a significant proportion of our total assets, and amortization of intangible assets has historically been a significant expense. Our historical financial statements also include other acquisition-related costs, including costs relating to external legal support, diligence and valuation services and other transaction and integration-related matters. In addition, in any year gains and losses from changes in the fair value of business acquisition contingencies such as earn-outs could be significant. The amount of each for the three and six months ended March 31, 2024 June 30, 2024 and March 31, 2023 June 30, 2023, was:

	Three Months Ended March 31,		Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	2024	2023	2024	2023	2024	2023
Amortization expense	$ 7,429	$ 7,240	$ 7,137	$ 7,350	$ 14,566	$ 14,590
Acquisition-related costs	2,525	775	1,082	2,696	3,607	3,471
Fair value changes in business acquisition contingencies	106	(398)	(136)	353	(242)	(45)

We expect that amortization of identifiable intangible assets and other acquisition-related costs, assuming we continue to acquire, will continue to be significant.

Additionally, we made an earn-out payment of $1.5 million in March 2024 in connection with our acquisition of Huco Consulting, Inc. ("Huco"), of which, $0.4 million was paid in cash, and the remaining $1.1 million in the Company's common stock. In connection with certain of our acquisitions, we may make up to $40.4 million in aggregate earn-out payments between the years 2025 2024 and 2026, of which up to $14.2 million may be paid only in cash, up to $13.1 million may be paid only in common stock and up to $13.1 million may be paid, at our option, in cash or common stock. See Note 7 to our unaudited condensed consolidated financial statements included in Part I, Item 1. “Financial Statements.”

Organic Growth

We define organic growth as the change in revenues excluding revenues from i) (i) our environmental emergency response business, ii) (ii) acquisitions for the first twelve months following the date of acquisition, and iii) (iii) businesses held for sale, disposed of or discontinued. Management uses organic growth as one of the means by which it assesses our results of operations. Organic growth is not, however, a measure of revenue growth calculated in accordance with U.S. generally accepted accounting principles, or GAAP, and should be considered in conjunction with revenue growth calculated in accordance with GAAP. We have grown organically over the long term and expect to continue to do so.

Discontinued Service Lines and Contracts

Periodically, or when circumstances warrant, we evaluate the performance of our business services to ensure that performance and outlook are consistent with expectations, and that the services offered are consistent with the Company's mission.

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As part of this evaluation, during the first quarter of 2023, we determined to sell one of our specialty lab testing businesses, the Discontinued Specialty Lab, whose service offering was non-core to the Company's business. On December 29, 2023, we sold the assets of the Discontinued Specialty Lab for a total sales price of $4.8 million. The discontinuation of this specialty service line did not represent a strategic shift that had a major effect on our operations and financial results, therefore it did not meet the requirements to be classified as discontinued operations.

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Revenue Mix

Our segments and our business lines within each segment generate different levels of profitability and, accordingly, shifts in the mix of revenues between segments can impact our consolidated reported net income, net loss margin, segment adjusted Segment Adjusted EBITDA and segment adjusted Segment Adjusted EBITDA margin from quarter to quarter and year to year. Inter-company revenues between business lines within segments have been eliminated. See Note 18 19 to our unaudited condensed consolidated financial statements included in Part 1, Item 1 "Financial Statements."

Financing Costs

On April 27, 2021, we entered into the 2021 Credit Facility and repaid all amounts outstanding under our prior credit facility. The 2021 Credit Facility consists Total debt at June 30, 2024 was $212.4 million net of a $175.0 million term loan and a $125.0 million revolving credit facility. The revolving credit facility includes a $20.0 million sublimit for the deferred debt issuance costs, which was an increase of letters of credit. Prior $49.2 million compared to May 31, 2023, the interest rate on the 2021 Credit Facility varied depending on leverage, with a minimum of LIBOR plus 1.5% and a maximum of LIBOR plus 2.5%. On May 31, 2023, we amended our 2021 Credit Facility to transition the reference rate from LIBOR to SOFR plus 0.10% December 31, 2023. The transition to SOFR did not materially impact increase is primarily driven by the interest rate we pay or change any material terms of the 2021 Credit Facility.

On May 30, 2023, we amended the interest rate swap transaction we entered into on January 27, 2022, to convert the floating component of the interest rate on $100.0 million of borrowings to 1-Month Term SOFR and a new coupon of 1.319% until January 27, 2025. Prior to the amendment, the floating component of the interest rate was 1.39%. Further, on May 30, 2023, we entered into a second interest rate swap transaction fixing the floating component of the interest rate on an additional $70.0 million of borrowings to 1-Month Term SOFR and a coupon of 3.88% until April 27, 2026.

In January 2024, the Company partially exercised its option to request an increase in the aggregate commitments to provide an additional $100.0 million credit availability under the 2021 Credit Facility, comprised of an additional $50.0 million term loan and an additional $50.0 million in capacity under our revolving credit facility. Furthermore, facility and an additional $3.6 million issued under the Company exercised its revolving line of credit facility covenant holiday, increasing its leverage capacity from 3.75 times to 4.25 times for four quarters beginning with offset by repayments and amortization of the first quarter of 2024. various debt noted.

Interest expense, net was $3.3 million $4.0 million and $1.5 million $7.3 million in the three and six months ended March 31, 2024 June 30, 2024, respectively, and March 31, 2023 $1.9 million and $3.4 million in the three and six months ended June 30, 2023, respectively. We expect interest expense to remain a significant cost as we continue to leverage our credit facility to support our operations and future acquisitions.

See Note 12 to our unaudited condensed consolidated financial statements included in Part 1, Item 1 “Financial Statements” and “Liquidity and Capital Resources.”

Corporate and Operational Infrastructure Investments

Our historical operating results reflect the impact of our ongoing investments in our corporate infrastructure to support our growth. We have made and expect to continue to make investments in our business platform that we believe have laid the foundation for continued growth. Investments in logistics, quality, risk management, sales and marketing, safety, human resources, research and development, finance and information technology and other areas enable us to support continued growth. These investments should allow us to improve our margins over time.

Seasonality

Due to the field-based nature of certain of our services, weather patterns generally impact our field-based teams’ ability to operate in the winter months. As a result, our operating results in our Measurement and Analysis segment and, following the acquisition of Matrix in Canada, the Remediation and Reuse segment, could experience some quarterly variability with generally lower revenues and lower earnings in the first and fourth quarters and higher overall revenues and earnings in the second and third quarters. As we continue to grow and expand into new geographies and service lines, quarterly variability in our Measurement and Analysis and Remediation and Reuse segments may deviate from historical trends.

Earnings Volatility

In addition to the impact of seasonality on earnings, our emergency response business exposes us to potentially significant revenue and earnings fluctuations tied both to the timing of large environmental emergency response projects following an incident or natural disaster or more broad scale events such as the COVID-19 pandemic. We also saw significant emergency response revenue in 2023 from a single event. Demand for environmental emergency response services remains difficult to predict and as a result, we may have experienced revenues and earnings in prior years that are not indicative of future results, making those periods particularly difficult comparisons for future periods. Earnings volatility is also driven by the timing of large projects, particularly in our Remediation and Reuse segment, and the impact of acquisitions. As a result of these factors, and because demand for environmental services is not driven by specific or predictable patterns in one or more fiscal quarters, our business

is better assessed based on yearly results.

Results of Operations

The Three And Six Months Ended March 31, 2024 June 30, 2024 Compared to the Three And Six Months Ended March 31, 2023 June 30, 2023

	Three Months Ended March 31,		Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands, except per share data)	2024	2023	2024	2023	2024	2023
Statements of operations data:						
Revenues	$ 155,325	$ 131,428	$ 173,325	$ 159,101	$ 328,650	$ 290,529
Cost of revenues (exclusive of depreciation and amortization)	96,557	81,633	104,086	98,196	200,643	179,829
Selling, general and administrative expense	57,074	49,613	59,239	55,247	116,313	104,860
Fair value changes in business acquisition contingencies	106	(398)	136	353	242	(45)
Depreciation and amortization	11,653	10,555	12,515	11,398	24,168	21,953
Loss from operations	**$ (10,065)**	**$ (9,975)**	(2,651)	(6,093)	(12,716)	(16,068)
Other income (expense), net	507	(1,836)	(924)	947	(417)	(889)
Interest expense, net	(3,306)	(1,541)	(3,976)	(1,877)	(7,282)	(3,418)
Loss before income taxes	**(12,864)**	**(13,352)**	(7,551)	(7,023)	(20,415)	(20,375)
Income tax expense	493	1,367	2,619	151	3,112	1,518
Net loss	**$ (13,357)**	**$ (14,719)**	(10,170)	(7,174)	(23,527)	(21,893)

Series A-2 dividend payment	(2,814)	(4,100)	(2,750)	(4,100)	(5,564)	(8,200)
Net loss attributable to common stockholders	**$ (16,171)**	**$ (18,819)**	$ (12,920)	$ (11,274)	$ (29,091)	$ (30,093)
Weighted average number of shares — basic and diluted	30,381	29,857	33,318	30,047	31,850	29,952
Loss per share — basic and diluted	**$ (0.53)**	**$ (0.63)**	$ (0.39)	$ (0.38)	$ (0.91)	$ (1.00)

Revenues

	Three Months Ended June 30,		Change		Six Months Ended June 30,		Change	
(in thousands, except %)	2024	2023	$	%	2024	2023	$	%
Revenues	$ 173,325	$ 159,101	$ 14,224	8.9 %	$ 328,650	$ 290,529	$ 38,121	13.1 %

For Revenue for the three months ended March 31, 2024, we generated revenues of $155.3 million, an increase of $23.9 million, June 30, 2024 increased $14.2 million or 18.2% over 8.9% as compared to the three months ended March 31, 2023 June 30, 2023. The period over period increase in revenues was primarily driven by acquisitions completed in and subsequent to the quarter ended March 31, 2023 June 30, 2023, which contributed revenues of $22.5 million $23.6 million, and strong organic growth of $7.7 million driven primarily by the Measurement and Analysis and Assessment, Permitting and Response segments. These increases were partially offset by $14.7 million lower environmental emergency response service revenues, the shift away from lower margin revenue in our biogas business, and prior year revenues from the Discontinued Specialty Lab of $2.4 million, which was sold in December 2023. Environmental emergency response revenues were $12.9 million in the three months ended June 30, 2024, compared to $27.6 million in the three months ended June 30, 2023.

Revenue for the six months ended June 30, 2024 increased $38.1 million or 13.1% as compared to the six months ended June 30, 2023. The increase was primarily driven by acquisitions completed in and subsequent to the quarter ended June 30, 2023, which contributed revenues of $48.2 million, and $16.2 million of strong organic growth in both our Measurement and Analysis and Assessment, Permitting and Response segments. These increases were partially offset by $7.5 million $22.2 million lower environmental emergency response service revenues, the exiting of the Discontinued Specialty Lab in December 2023, which generated lower water treatment revenues of $1.4 million in the three months ended March 31, 2023, and the shift away from lower margin revenue in our biogas business. Environmental emergency business, and prior year revenues from the Discontinued Specialty Lab of $3.9 million. Revenue from environmental response revenues were $15.7 million was $28.6 million in the three six months ended March 31, 2024, June 30, 2024 compared to $23.2 million $50.8 million in the three six months ended March 31, 2023 June 30, 2023.

Revenue See "—Segment Results of Operations" below for revenue by segment and as a percentage of total revenues was as follows: analysis.

Cost of Revenues

	Three Months Ended March 31,			
	2024		2023	
(Revenues in thousands)	Revenues	% of Total Revenues	Revenues	% of Total Revenues
Assessment, Permitting and Response	$ 58,580	37.7 %	$ 52,214	39.7 %
Measurement and Analysis	45,494	29.3	42,527	32.4
Remediation and Reuse	51,251	33.0	36,687	27.9
Total	$ 155,325		$ 131,428	

	Three Months Ended June 30,		Change		Six Months Ended June 30,		Change	
(in thousands, except %)	2024	2023	$	%	2024	2023	$	%
Cost of revenues (exclusive of depreciation and amortization)	$ 104,086	$ 98,196	$ 5,890	6.0 %	$ 200,643	$ 179,829	$ 20,814	11.6 %

Cost of Revenues

Cost of revenues consists of all direct costs required to provide services, including fixed and variable direct labor costs, equipment purchases and rental, and other outside services, field and lab supplies, vehicle costs and travel-related expenses. Variable costs of revenues generally follow the same trends as revenue, while fixed costs tend to change primarily as a result of acquisitions.

For the three months ended March 31, 2024, cost of revenues was $96.6 million or 62.2% of revenues, and was comprised of direct labor of $53.6 million, outside services (including contracted labor, laboratory, shipping and freight and other outside services) of $21.0 million, field supplies, testing supplies and equipment rental costs of $12.1 million, project-related travel expenses of $6.3 million and other direct costs of $2.7 million.

For the three months ended March 31, 2023, cost of revenues was $81.6 million or 62.1% of revenues, and was comprised of direct labor of $42.6 million, outside services (including contracted labor, laboratory, shipping and freight and other outside services) of $16.0 million, field supplies, testing supplies and equipment rental costs of $13.5 million, project-related travel expenses of $4.8 million and other direct costs of $4.7 million.

Cost of revenues for the three months ended March 31, 2024 increased $15.0 million when June 30, 2024 compared to the three months ended March 31, 2023, June 30, 2023 increased by $5.9 million driven primarily by higher revenues, including the impact of acquisitions completed subsequent to the first quarter of 2023. These acquisitions contributed $16.4 million to the an $8.5 million increase in direct labor costs and a $3.9 million increase in other cost of revenues. For the three months ended March 31, 2024, cost revenues, partially offset by a $6.9 million decrease in field supplies and equipment costs. Cost of revenues as a percentage of revenue decreased 0.1% from for the three months ended March 31, 2023 June 30, 2024 was 60.1%, compared to 61.7% for the three months ended June 30, 2023. This decrease was driven primarily due by lower equipment costs, as a result of lower water treatment and biogas revenues.

Cost of revenues for the six months ended June 30, 2024 compared to the six months ended June 30, 2023 increased by $20.8 million driven primarily by a decline $19.5 million increase in the percentage of total revenue from certain large Remediation direct labor costs, a $5.2 million increase in outside services costs, and Reuse projects, which tend to have higher a $2.7 million increase in other cost of sales revenues, partially offset by a $8.3 million decrease in field supplies and equipment costs. Cost of revenues as a percentage of revenue. revenue for the six months ended June 30, 2024 was 61.0%, compared to 61.9% for the six months ended June 30, 2023. This decrease was driven primarily by revenue mix.

Selling, General and Administrative Expense

	Three Months Ended June 30,		Change		Six Months Ended June 30,		Change	
(in thousands, except %)	2024	2023	$	%	2024	2023	$	%
Selling, general and administrative expense	$ 59,239	$ 55,247	$ 3,992	7.2 %	$ 116,313	$ 104,860	$ 11,453	10.9 %

Selling, general and administrative expense consists of general corporate overhead, including executive, legal, finance, safety, risk management, human resource, marketing and information technology related costs, as well as indirect operational costs of labor, rent, insurance and stock-based compensation.

For the three months ended March 31, 2024, selling, general and administrative expense of $57.1 million was comprised of indirect labor of $30.0 million, stock-based compensation of $10.4 million, facilities costs of $5.8 million, acquisition-related costs of $2.5 million, and other costs (including software, travel, insurance, legal, consulting and audit services and bad debt) of $11.9 million.

For the three months ended March 31, 2023, selling, general and administrative expense of $49.6 million was comprised of indirect labor of $24.7 million, stock-based compensation of $12.1 million, facilities costs of $4.9 million, and other costs (including software, travel, insurance, legal, consulting, audit services, bad debt and acquisition-related costs) of $7.9 million.

Selling, general and administrative expense for the three months ended March 31, 2024 increased $7.5 million or 15.0% when June 30, 2024 compared to the three months ended March 31, 2023. This increase was June 30, 2023 increased $4.0 million or 7.2% primarily driven by due to an increase of approximately $6.0 million from $5.9 million in selling, general and administrative expense pertaining to from companies we acquired in and subsequent to the first quarter of 2023, and an increase in acquisition-related costs of $1.7 million.

Fair Value Changes in Business Acquisition Contingencies

For the three months ended March 31, 2024 and March 31, 2023, fair value changes June 30, 2023. The increase was partially offset by a $1.6 million decrease in business acquisition contingencies resulted in an expense of $0.1 million acquisition-related costs and a gain decrease of $0.4 million, respectively. $1.1 million related to a decrease in bad debt expense.

Selling, general and administrative expense for the six months ended June 30, 2024 compared to the six months ended June 30, 2023 increased $11.5 million or 10.9% primarily due to an increase of $11.6 million in selling, general and administrative expense from companies acquired in and subsequent to the six months ended June 30, 2023. The increase was partially offset by a decrease of $2.4 million related to a decrease in bad debt expense and lower stock-based compensation of $1.5 million.

See Part I, Item 3. “Quantitative and Qualitative Disclosures About Market Risk” for additional information regarding the impact of inflation on our business.

Depreciation and Amortization

Depreciation and amortization expense for the three months ended March 31, 2024, was $11.7 million and was comprised of amortization of finite lived intangibles of $7.4 million, arising as a result of our acquisition activity, depreciation of property and equipment of $2.9 million and finance leases right-of-use asset amortization of $1.3 million.

Depreciation and amortization expense for the three months ended March 31, 2023, was $10.6 million and was comprised of amortization of finite lived intangibles of $7.2 million, arising as a result of our acquisition activity, depreciation of property and equipment of $2.2 million and finance leases right-of-use asset amortization of $1.2 million.

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	Three Months Ended June 30,		Change		Six Months Ended June 30,		Change	
(in thousands, except %)	2024	2023	$	%	2024	2023	$	%
Depreciation and amortization	$ 12,515	$ 11,398	$ 1,117	9.8 %	$ 24,168	$ 21,953	$ 2,215	10.1 %

The increases increase in depreciation of property and equipment and the amortization of intangible assets and finance leases were primarily driven by an increase of $1.5 million and $2.2 million in depreciation of property and equipment during the three and six months ended June 30, 2024 compared to the prior year periods, respectively, as a result of higher property and equipment and right of use assets outstanding during the three months ended March 31, 2024 when compared applicable period. See Notes 5 and 6 to the three months ended March 31, 2023. our unaudited condensed consolidated financial statements included in Part 1, Item 1. "Financial Statements."

Other (Expense) Income, Net

	Three Months Ended June 30,		Change		Six Months Ended June 30,		Change	
(in thousands, except %)	2024	2023	$	%	2024	2023	$	%
Other income (expense), net	$ (924)	$ 947	$ (1,871)	(198 %)	$ (417)	$ (889)	$ 472	nil

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Other income (expense), net for the three months ended March 31, 2024 June 30, 2024 was comprised of $0.5 million was driven by a benefit losses of $0.3 million from the $0.7 million related to interest rate swaps fair value adjustment on our interest rate swap.

Other expense for the three months ended March 31, 2023 of $1.8 million was driven by a fair value adjustment on our interest rate swap of $1.0 million and by a fair value adjustment $0.5 million related to the Series A-2 preferred stock conversion option fair value adjustment, partially offset by $0.3 million of $0.9 million. other income. Other income (expense), net for the three months ended June 30, 2023 was comprised of a gain of $1.4 million related to interest rate swaps fair value adjustment, partially offset by a loss of $0.5 million related to Series A-2 preferred stock conversion option fair value adjustment.

Other income (expense), net for the six months ended June 30, 2024 was comprised of losses of $0.6 million related to Series A-2 preferred stock conversion option fair value adjustment and $0.4 million related to interest rate swaps fair value adjustment, partially offset by $0.5 million of other income. Other income (expense), net for the six months ended June 30, 2023 was comprised of a loss of $1.4 million related to Series A-2 preferred stock conversion option fair value adjustment, partially offset by a $0.4 million gain related to interest rate swaps fair value adjustment and $0.1 million of other income.

See Notes 13 and 15 to our unaudited condensed consolidated financial statements included in Part 1, Item 1. "Financial Statements."

Interest Expense, Net

	Three Months Ended June 30,		Change		Six Months Ended June 30,		Change	
(in thousands, except %)	2024	2023	$	%	2024	2023	$	%
Interest expense, net	$ (3,976)	$ (1,877)	$ (2,099)	111.8 %	$ (7,282)	$ (3,418)	$ (3,864)	113.1 %

Interest expense, net incurred in the three months ended March 31, 2024, was $3.3 million, compared to $1.5 million for the three and six months ended March 31, 2023. The increase in interest expense was June 30, 2024 and 2023 increased primarily due to higher average debt balances, as a result of higher interest rates and lower higher debt balance.

Weighted average interest income rates as a result of lower average cash balances. June 30, 2024 and June 30, 2023 were 7.4% and 6.3%, respectively. See "—Key Factors that Affect Our Business and Our Results—Financing Costs" and Notes 12 and 13 to our unaudited condensed consolidated financial statements included in Part I, Item 1.

"Financial Statements."

Income Tax Expense

(in thousands, except %)	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Change $	Change %	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023	Change $	Change %
Income tax expense	$ 2,619	$ 151	$ 2,468	1634.3 %	$ 3,112	$ 1,518	$ 1,594	105.0 %

Income The income tax expense was $0.5 million and $1.4 million during for the three and six months ended March 31, 2024 June 30, 2024 increased compared to the three and March 31, 2023, respectively. six months ended June 30, 2023 primarily as a result of the change in treatment of Canadian tax credits associated with the acquisition of Matrix in June 2023 in addition to an increase in deductible goodwill amortization associated with recent U.S. acquisitions. The income tax expense is primarily related to operations in the United States, Canada and Australia.

Segment Results of Operations

The Three And Six Months Ended March 31, 2024 June 30, 2024 Compared to the Three And Six Months Ended March 31, 2023 June 30, 2023

	Three Months Ended March 31,						Three Months Ended June 30,					
	2024			2023			2024			2023		
(in thousands, except percentages)	Segment Revenues	Segment Adjusted EBITDA (1)	Segment Adjusted EBITDA Margin(2)	Segment Revenues	Segment Adjusted EBITDA (1)	Segment Adjusted EBITDA Margin(2)						
(in thousands, except %)	Segment Revenues	Segment Adjusted EBITDA(1)	Segment Adjusted EBITDA Margin(2)	Segment Revenues	Segment Adjusted EBITDA(1)	Segment Adjusted EBITDA Margin(2)						
Assessment, Permitting and Response	$ 58,580	$ 16,280	27.8 %	$ 52,214	$ 14,266	27.3 %	$ 53,444	$ 12,621	23.6 %	$ 61,411	$ 13,833	22.5 %
Measurement and Analysis	45,494	6,504	14.3	42,527	6,387	15.0	54,812	12,359	22.5	50,055	10,789	21.6
Remediation and Reuse	51,251	5,012	9.8	36,687	5,278	14.4	65,069	8,929	13.7	47,635	6,043	12.7
Total Operating Segments	$ 155,325	$ 27,795	17.9 %	$ 131,428	$ 25,931	19.7 %	$ 173,325	$ 33,909	19.6 %	$ 159,101	$ 30,665	19.3 %
Corporate and Other	—	(10,873)	n/a	—	(9,328)	n/a	$ —	$ (10,593)	(6.1)%	$ —	$ (9,474)	(6.0)%

	Six Months Ended June 30,					
	2024			2023		
	Segment Revenues	Segment Adjusted EBITDA(1)	Segment Adjusted EBITDA Margin(2)	Segment Revenues	Segment Adjusted EBITDA(1)	Segment Adjusted EBITDA Margin(2)
Assessment, Permitting and Response	$ 112,024	$ 28,901	25.8 %	$ 113,625	$ 28,099	24.7 %

Measurement and Analysis	100,306	18,863	18.8	92,582	17,176	18.6
Remediation and Reuse	116,320	13,940	12.0	84,322	11,321	13.4
Total Operating Segments	$ 328,650	$ 61,704	18.8 %	$ 290,529	$ 56,596	19.5 %
Corporate and Other	$ —	$ (21,466)	(6.5)%	$ —	$ (18,802)	(6.5)%

(1) For purposes of evaluating segment profit, the Company's chief operating decision maker reviews Segment Adjusted EBITDA as a basis for making the decisions to allocate resources and assess performance. See No to our unaudited condensed consolidated financial statements included in Part I, Item 1. "Financial Statements."

(2) Represents Segment Adjusted EBITDA as a percentage of segment revenues.

Revenues

	Three Months Ended June 30,		Change		Six Months Ended June 30,		Change	
(in thousands, except %)	2024	2023	$	%	2024	2023	$	%
Assessment, Permitting and Response	$ 53,444	$ 61,411	$ (7,967)	(13.0)%	$ 112,024	$ 113,625	$ (1,601)	(1.4)%
Measurement and Analysis	54,812	50,055	4,757	9.5	100,306	92,582	7,724	8.3
Remediation and Reuse	65,069	47,635	17,434	36.6	116,320	84,322	31,998	37.9
Total Operating Segments	$ 173,325	$ 159,101	$ 14,224	8.9 %	$ 328,650	$ 290,529	$ 38,121	13.1 %

Assessment, Permitting and Response segment revenues for the three and six months ended March 31, 2024 were $58.6 million, an increase of $6.4 million or 12.2% June 30, 2024 decreased compared to $52.2 million for the three and six months ended March 31, 2023. The increase was driven by strong organic growth, partially offset by June 30, 2023 due to a decline in revenues from environmental emergency response services responses of $7.5 million. $14.7 million and $22.2 million, respectively, partially offset by strong organic growth within our non-response consulting and advisory services.

Measurement and Analysis segment revenues for the three and six months ended March 31, 2024 were $45.5 million, an increase of $3.0 million or 7.0% June 30, 2024 increased compared to revenues for the three and six months ended March 31, 2023 June 30, 2023 as a result of $42.5 million. The increase was driven primarily strong organic growth, partially offset by organic growth. the sale of the Discontinued Specialty Lab in December 2023, which contributed $1.5 million and $2.2 million, respectively, to the prior year periods.

Remediation and Reuse segment revenues for the three and six months ended March 31, 2024 were $51.3 million, an increase of $14.6 million or 39.7% June 30, 2024 increased compared to revenues for the three and six months ended March 31, 2023 of $36.7 million. The increase was June 30, 2023, primarily driven primarily by acquisitions completed in and subsequent to the first second quarter of 2023, which contributed revenues of $22.5 million $23.6 million and $46.8 million in the three and six months ended June 30, 2024, respectively, partially offset by the shift in our biogas business to focus on higher margin, lower revenue projects, and expected lower water treatment and renewable services revenues.

Segment Adjusted EBITDA

	Three Months Ended June 30,		Change		Six Months Ended June 30,		Change	
(in thousands, except %)	2024	2023	$	Margin %	2024	2023	$	Margin %
Assessment, Permitting and Response	$ 12,621	$ 13,833	$ (1,212)	1.1 %	$ 28,901	$ 28,099	$ 802	1.1 %
Measurement and Analysis	12,359	10,789	1,570	1.0	18,863	17,176	1,687	0.3
Remediation and Reuse	8,929	6,043	2,886	1.0	13,940	11,321	2,619	(1.4)
Total Operating Segments	$ 33,909	$ 30,665	$ 3,244	0.3 %	$ 61,704	$ 56,596	$ 5,108	(0.7)%
Corporate and Other	$ (10,593)	$ (9,474)	$ (1,119)		$ (21,466)	$ (18,802)	$ (2,664)	

Assessment, Permitting and Response Segment Adjusted EBITDA was $16.3 million for the three and six months ended March 31, 2024, June 30, 2024 decreased compared to $14.3 million for the three and six months ended March 31, 2023 and June 30, 2023 primarily due to lower emergency response revenues, partially offset by higher Segment Adjusted EBITDA margin was 27.8% and 27.3%, respectively. The increase as a result of strong organic growth in Segment Adjusted EBITDA and the 0.5% increase in Segment Adjusted EBITDA margin was primarily due to higher revenues our non-response advisory services and favorable revenue mix during the three months ended March 31, 2024 when compared to the three months ended March 31, 2023. mix.

Measurement and Analysis Segment Adjusted EBITDA, was $6.5 million for the three and six months ended March 31, 2024, an increase of $0.1 million June 30, 2024 increased compared to Segment Adjusted EBITDA of $6.4 million for the three and six months ended March 31, 2023. The increase in Segment Adjusted EBITDA was due to June 30, 2023 as a result of higher revenues. For the three months ended March 31, 2024 revenues driven by organic growth and March 31, 2023, higher Segment Adjusted EBITDA margin was 14.3% and 15.0%, respectively. The decline in segment margins was a result driven by benefits of unfavorable revenue mix. improved operating leverage.

Remediation and Reuse Segment Adjusted EBITDA for the three and six months ended March 31, 2024 was $5.0 million, a decrease of $0.3 million June 30, 2024 increased compared the three and six months ended June 30, 2023 due to higher revenues. Segment Adjusted EBITDA for in the three months ended March 31, 2023 of $5.3 million, and June 30, 2024 also benefited from higher Segment Adjusted EBITDA margin, driven by acquisitions and improved Matrix margins. Adjusted EBITDA growth in the six months ended June 30, 2023 was 9.8% and 14.4%, respectively. The decrease in partially offset by lower year-to-date Segment Adjusted EBITDA was a result of lower revenues from certain biogas and water projects when compared margin primarily attributable to the 2023 period. Segment Adjusted EBITDA margins were impacted by the acquisition of Matrix in June 2023, which had margins of 0.3% was break-even in the current year. first quarter of 2024 and lower revenues from certain renewable and water projects compared to the 2023 period.

Corporate and other costs were $10.9 million for the three and six months ended March 31, 2024 June 30, 2024 when compared to $9.3 million for the three and six months ended March 31, 2023. June 30, 2023 increased primarily due to higher investments in IT support and information security. Corporate costs as a percentage of revenues were 7.0% for flat year-over-year in both the three and six months ended March 31, 2024 compared to 7.1% in the three months ended March 31, 2023 June 30, 2024.

Liquidity and Capital Resources

Liquidity describes the ability of a company to generate sufficient cash flows to meet the cash requirements of its business operations, including working capital needs, debt service, acquisitions, other commitments and contractual obligations. We consider liquidity in terms of cash flows from operations and other sources, including availability under our credit facility, and their sufficiency to fund our operating and investing activities.

Our principal sources of liquidity have been cash generated by operating activities, borrowings under our credit facilities, other borrowing arrangements, and proceeds from the issuance of common and preferred stock. stock and cash generated by operating activities. Historically, we have financed our operations and acquisitions from a combination of cash generated from operations, periodic borrowings under senior secured credit facilities, and proceeds from the issuance of common and preferred stock. Our primary cash needs are for day to day operations, to fund working capital requirements, to fund our acquisition strategy and any related cash earn-out obligations, to pay interest and principal on our indebtedness and dividends on our Series A-2 preferred stock, and to make capital expenditures. Additionally, in connection with certain acquisitions, we agree to earn-out provisions and other purchase price adjustments that may require future payments. For example, an acquisition agreement might include an earn-out provision that provided for the payment of contingent consideration based on results in excess of a specified target. If the acquiree achieves the target within a specified timeline, the earn-out is (fully or partially) earned and paid in accordance with the agreement. In certain instances, as was the case with our acquisition of CTEH, the amount of earn-out payments can be significant. In connection with certain of our acquisitions, we We may make up to $40.4 million in aggregate earn-out payments between the years 2025 2024 and 2026 in connection with the acquisitions of Sensible, Vandrensning, EPIC, and 2DOT, of which up to $14.2 million may be paid only in cash, up to $13.1 million may be paid only in common stock and up to $13.1 million may be paid in cash or, at our option, in cash or common stock. See Note 7 to our unaudited condensed consolidated financial statements included in Part 1, Item 1. “Financial Statements.”

We expect to continue to finance fund our liquidity requirements, including any cash earn-out payments that may be required in connection with acquisitions, through cash generated from operations and borrowings under our credit facility. We believe these sources will be sufficient to fund our cash needs for the short- and long-term.

Cash Flows

The following table summarizes our cash flows for the periods presented:

	Three Months Ended March 31,	
(in thousands)	2024	2023
Consolidated Statement of Cash Flows Data:		

Net cash (used in) provided by operating activities	$ (22,021)	$ 3,029
Net cash used in investing activities	(65,038)	(11,727)
Net cash provided by (used in) financing activities	73,347	(4,654)
Change in cash, cash equivalents and restricted cash	$ (13,712)	$ (13,352)

	Six Months Ended June 30,	
(in thousands)	2024	2023
Net cash provided by (used in):		
Operating activities	$ (21,127)	$ 24,512
Investing activities	(87,937)	(86,983)
Financing activities	102,829	(3,959)
Change in cash, cash equivalents and restricted cash	$ (6,235)	$ (66,430)

Operating Activities

Cash flows from operating activities can fluctuate from period-to-period as earnings, working capital needs and the timing of payments for contingent consideration, taxes, bonus payments and other operating items impact reported cash flows.

For the three six months ended March 31, 2024 June 30, 2024, net cash used in operating activities was $22.0 million $21.1 million compared to net cash provided by operating activities of $3.0 million $24.5 million for the three six months ended March 31, 2023 June 30, 2023. The period-over-period decrease of $25.0 million, $45.6 million was primarily due to a higher increase in working capital in the current period of $30.0 million versus an increase in working capital in the prior year period of $9.7 million, as well as lower earnings before non-cash items of $8.0 million.

Working capital increased by $30.0 million in the three months ended March 31, 2024, primarily due to a decrease in accrued payroll and benefits of $10.0 million due primarily to the payment of bonuses in the first quarter, an increase in accounts receivable and contract assets of $9.1 million $38.0 million, as a result of temporary invoicing delays following the integration of Matrix as well as several large projects with new customers with elongated payment cycles, and a decrease in accounts payable accrued payroll and other accrued liabilities benefits of $7.8 million, and an increase $7.9 million following larger bonus payments made in prepaid expenses and other current assets of $2.5 million. March 2024 than in the prior year.

Investing Activities

For the three six months ended March 31, 2024 June 30, 2024, net cash used in investing activities was $65.0 million $87.9 million, driven by cash paid for the acquisitions of EPIC, 2DOT, ETA, and 2DOT, Paragon, net of cash acquired of $58.1 million $70.3 million, as well as $6.0 million $17.9 million in purchases of property and equipment, and $1.7 million in proprietary software development costs.

For the six months ended June 30, 2023, net cash used in investing activities was $87.0 million, driven by cash paid for the acquisitions of Matrix, GreenPath, Frontier and EAI, net of cash acquired of $63.1 million, as well as $21.0 million in cash consideration for purchases of property and equipment $1.3 million (which included the purchase of a $12.2 million replacement aircraft for use in emergency responses following a crash in February 2023), and $2.0 million in proprietary software development costs, partially offset by proceeds of assumed purchase price obligations of $0.3 million.

For the three months ended March 31, 2023, net cash used in investing activities was $11.7 million, primarily driven by cash paid for the acquisitions of Frontier and EAI, net of cash acquired, of $6.5 million, purchases of property and equipment for cash consideration of $4.1 million, purchases of proprietary software development of $0.7 million and payment of assumed purchase price obligations of $0.5 million. costs.

Financing Activities

For the three six months ended March 31, 2024 June 30, 2024, net cash provided by financing activities was $73.3 million $102.8 million. Cash provided in by financing activities was driven by net borrowing proceeds from the issuance of common stock through a public offering of $121.8 million, proceeds from the 2021 Credit Facility issuance of $134.7 million an additional term loan of $50.0 million and proceeds from the exercise of stock options of $1.4 million, partially offset by a partial redemption of the repayment Series A-2 preferred stock of $60.0 million, dividends on the Series A-2 preferred stock of $60.0 million $5.6 million, and aggregate repayments made on our term loan, finance leases and aircraft loan of $7.5 million.

For the three six months ended March 31, 2023 June 30, 2023, net cash used in financing activities was $4.7 million $4.0 million. Cash used in financing activities was driven by the quarterly dividends on the Series A-2 preferred stock of $4.1 million $8.2 million, the term loan amortization payments of $2.2 million $6.6 million related to our 2021 Credit Facility, and the repayment of finance leases of $1.0 million $2.2 million, and the payment of acquisition-related contingent consideration of $1.2 million, partially offset by proceeds received from the aircraft loan of $10.9 million and the exercise of stock options of $2.7 million $3.3 million.

Credit Facilities

See Note 12 to our unaudited condensed consolidated financial statements included in Part I, Item 1. "Financial Statements." for details on our credit facilities.

Series A-2 Preferred Stock

See Note 15 to our unaudited condensed consolidated financial statements included in Part I, Item 1. “Financial Statements.” for details on our Series A-2 Preferred Stock.

Critical Accounting Policies and Estimates

Our 2023 Form 10-K includes a summary of the critical accounting policies and estimates we believe are the most important to aid in understanding our financial results. There have been no material changes to those critical accounting policies and estimates as disclosed therein, other than as described in Note 2 to our unaudited condensed consolidated financial statements included in Part I, Item 1. “Financial Statements.”

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Interest Rate Risk

We have market risk exposure arising from changes in interest rates on our credit facility, which bears interest at rates that are benchmarked subject to the Company’s leverage ratio and SOFR. Based on our overall interest rate exposure to variable rate debt outstanding as of March 31, 2024 June 30, 2024, which factors in our interest rate swaps on $170.0 million $150.0 million of debt, a 1.0% increase or decrease in interest rates on the term loan, aircraft loan, and revolver would impact our annual income (loss) before income taxes by $1.2 million approximately $0.6 million.

Inflation Risk

We experienced higher labor and significantly higher travel and other direct costs in the fiscal year ended December 31, 2022 and December 31, 2023 as a result of inflation, particularly in our Measurement and Analysis and Remediation and Reuse segments. In the three six months ended March 31, 2024 June 30, 2024, we also experienced, and continue to experience, higher labor costs as a result of inflation. We believe we have successfully raised prices in businesses with short term contracts to offset these inflationary effects. We also have and are continuing to raise prices on medium term (one to four quarter) contracts as these contracts are renewed or new contracts are won, and as a result have been able to offset much of the impact of inflation to date. We expect to continue to raise prices if direct costs continue to increase, and although inflation has increased our Selling, general and administrative expense in the three six months ended March 31, 2024 June 30, 2024, we do not believe over a longer period of time that inflation will have a material effect on our business, financial condition or results of operations. If our costs were to become subject to additional and unanticipated significant sustained inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could adversely affect our business, financial condition and results of operations.

Foreign Exchange Risk

Foreign exchange risk exposure arises because we sell our services throughout the United States, Canada, Australia and Europe. Our exposure to this risk has increased significantly due to our acquisition acquisitions of Paragon and Matrix in Canada, EPIC in Australia, and to a lesser extent, Vandrensning in Europe. Revenues in certain foreign countries as well as certain expenses related to those revenues are transacted in currencies other than the U.S. dollar. As such, our future operating results are exposed to changes in exchange rates. When the U.S. dollar weakens against foreign currencies, the dollar value of revenues denominated in foreign currencies increases. When the U.S. dollar strengthens, the opposite situation occurs. Additionally, previously invoiced amounts can be positively or negatively affected by changes in exchange rates in the course of collection. A 1.0% increase or decrease in the U.S. dollar exchange rate would impact revenues by approximately $1.5 million and would have a negligible impact on annual net (loss) income.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15(b) under the Exchange Act, our management, including our Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act), as of March 31, 2024 June 30, 2024, the end of the period covered by this Quarterly Report on Form 10-Q. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2024 June 30, 2024, the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures were effective at the reasonable assurance level.

Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended March 31, 2024 June 30, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our system of internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed or operated, can provide only reasonable, but not absolute, assurance that the objectives of the system of internal control are met. The design of our control system reflects the fact that there are resource constraints, and that the benefits of such control system must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control failures and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the intentional acts of individuals, by collusion of two or more people, or by management override of the controls. The design of any system of controls is also based in part on certain assumptions about the likelihood of future events, and there can be no assurance that the design of any particular control will always succeed in achieving its objective under all potential future conditions.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we are subject to various legal proceedings that arise in the normal course of our business activities, including those involving labor and employment, anti-discrimination, commercial disputes and other matters. We are not a party to any litigation the outcome of which, if determined adversely to us, would individually or in the aggregate be reasonably expected to have a material adverse effect on our results of operations or financial position. Regardless of outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

Item 1A. Risk Factors.

There have been no material changes to our risk factors from the risk factors disclosed in our 2023 Form 10-K. The risks described in our 2023 Form 10-K, in addition to the other information set forth in this Quarterly Report on Form 10-Q, are not the only risks facing we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

On January 31, 2024 May 31, 2024, we issued an aggregate of 161,342 61,707 shares of common stock to the former owners of EPIC Paragon as purchase price consideration. The issuance of common stock was exempt from the registration requirements of the Securities Act pursuant to Section 4(a)(2) thereof as a transaction by an issuer not involving any public offering.

On February 29, 2024 July 1, 2024, we issued an aggregate of 59,392 30,953 shares of common stock to the former owners owner of 2DOT Spirit as purchase price consideration. The issuance of common stock was exempt from the registration requirements of the Securities Act pursuant to Section 4(a)(2) thereof as a transaction by an issuer not involving any public offering.

On March 15, 2024, we issued an aggregate of 35,250 shares of common stock to the former owners of Huco as earnout consideration. The issuance of common stock was exempt from the registration requirements of the Securities Act pursuant to Section 4(a)(2) thereof as a transaction by an issuer not involving any public offering.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None. On May 14, 2024, Allan Dicks, Chief Financial Officer, adopted a trading plan intended to satisfy Rule 10b5-1(c) to (a) sell up to 2,000 shares of Company common stock between November 11, 2024 and November 13, 2025, subject to certain conditions, (b) sell up to 16,310 shares of Company common stock between August 14, 2024 and November 13, 2025, subject to certain conditions, and (c) purchase up to 98,260 shares of Company common stock in connection with the exercise of stock options, and sell up to 98,260 of such shares between August 14, 2024 and November 13, 2025, subject to certain conditions.

On May 15, 2024, Nasym Afsari, General Counsel and Secretary, adopted a trading plan intended to satisfy Rule 10b5-1(c) to (a) sell up to 16,750 shares of Company common stock between August 14, 2024 and February 25, 2025, subject to certain conditions and (b) purchase up to 23,277 shares of Company common stock in connection with the exercise of stock options, and sell up to 23,277 of such shares between August 14, 2024 and February 25, 2025, subject to certain conditions.

On June 14, 2024, James K. Price, Director, adopted a trading plan intended to satisfy Rule 10b5-1(c) to sell 280,000 shares of Company Common Stock between September 12, 2024 and June 13, 2025, subject to certain conditions.

Item 6. Exhibits.

Exhibit Number	Description
3.1	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Montrose Environmental Group, Inc., dated May 10, 2024.(a)
10.1 3.2	Fourth Amendment to Credit Agreement Amended and Lender Joinder Agreement, dated February 14, 2024, among Restated Bylaws of Montrose Environmental Group, Inc., Montrose Environmental Group Ltd., the Guarantors (defined therein) party thereto, each financial institution party thereto, and Bank of America, N.A., as Administrative Agent, Swing Line Lender, and L/C Issuer. effective May 10, 2024.(a)
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	Inline XBRL Instance Document

101.SCH*	Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents Document
104*	Cover Page Interactive Data File – The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 June 30, 2024 is formatted in Inline XBRL (included as Exhibit 101)

* Filed herewith.

** Exhibit is furnished and shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

[a] Previously filed on February 20, 2024 May 14, 2024 as an exhibit to the Company's Current Report on Form 8-K and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Montrose Environmental Group, Inc.

Date: May 8, 2024 August 7, 2024

By: /s/ Allan Dicks
Allan Dicks
Chief Financial Officer

Exhibit 31.1

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Vijay Manthripragada, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Montrose Environmental Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light o circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasor assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accou principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosur controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registr fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financia reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and t audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affec registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting

Date: May 8, 2024 August 7, 2024 By: /s/ **Vijay Manthripragada**

Vijay Manthripragada
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Allan Dicks, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Montrose Environmental Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light o circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasor assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accou principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosur controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registr fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financia reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and t

audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affec registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting

Date: May 8, 2024 August 7, 2024	By:	/s/ **Allan Dicks**
		Allan Dicks
		Chief Financial Officer
		(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Montrose Environmental Group, Inc. (the “Company”) on Form 10-Q for the quarter ended March 31, 2024 June 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Vijay Manthripragada, Chief Executive Officer of the Company, certify pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 8, 2024 August 7, 2024	By:	/s/ **Vijay Manthripragada**
		Vijay Manthripragada
		Chief Executive Officer
		(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to Montrose Environmental Group, Inc. and will be retained by Montrose Environmental Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Montrose Environmental Group, Inc. (the “Company”) on Form 10-Q for the quarter ended March 31, 2024 June 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Allan Dicks, Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 8, 2024 August 7, 2024	By:	/s/ **Allan Dicks**
		Allan Dicks
		Chief Financial Officer
		(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to Montrose Environmental Group, Inc. and will be retained by Montrose Environmental Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

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