UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 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: 1-6314

Tutor Perini Corporation

(Exact Name of Registrant as Specified in its Charter)

MA SSACHUSETTS	**04-1717070**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
15901 OLDEN STREET , SYLMAR , CA LIFORNIA	**91342-1093**
(Address of Principal Executive Offices)	(Zip Code)

(818) 362-8391

(Registrant's Telephone Number, Including Area Code)

None

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $1.00 par value	TPC	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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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 ☒

The number of shares of common stock, $1.00 par value per share, of the registrant outstandig at July 25, 2024 was 52,389,430 .

TUTOR PERINI CORPORATION AND SUBSIDIARIES

TABLE OF CONTENTS

PART I. – FINANCIAL INFORMATION

Item 1. Financial Statements

TUTOR PERINI CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

UNAUDITED

(in thousands, except per common share amounts)	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
REVENUE	$ 1,127,470	$ 1,021,751	$ 2,176,457	$ 1,798,051
COST OF OPERATIONS	(1,010,392)	(956,790)	(1,944,129)	(1,757,259)
GROSS PROFIT	117,078	64,961	232,328	40,792
General and administrative expenses	(76,585)	(62,573)	(143,029)	(120,349)
INCOME (LOSS) FROM CONSTRUCTION OPERATIONS	40,493	2,388	89,299	(79,557)
Other income, net	5,838	3,058	11,149	9,475
Interest expense	(23,084)	(22,016)	(42,391)	(43,529)
INCOME (LOSS) BEFORE INCOME TAXES	23,247	(16,570)	58,057	(113,611)
Income tax (expense) benefit	(7,278)	(194)	(14,586)	47,918
NET INCOME (LOSS)	15,969	(16,764)	43,471	(65,693)
LESS: NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	15,157	20,770	26,899	21,037
NET INCOME (LOSS) ATTRIBUTABLE TO TUTOR PERINI CORPORATION	$ 812	$ (37,534)	$ 16,572	$ (86,730)
BASIC EARNINGS (LOSS) PER COMMON SHARE	$ 0.02	$ (0.72)	$ 0.32	$ (1.68)
DILUTED EARNINGS (LOSS) PER COMMON SHARE	$ 0.02	$ (0.72)	$ 0.31	$ (1.68)
WEIGHTED-AVERAGE COMMON SHARES OUTSTANDING:				
BASIC	52,327	51,803	52,210	51,678
DILUTED	52,848	51,803	52,682	51,678

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

TUTOR PERINI CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

UNAUDITED

(in thousands)	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
NET INCOME (LOSS)	$ 15,969	$ (16,764)	$ 43,471	$ (65,693)
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX:				
Defined benefit pension plan adjustments	321	296	642	597
Foreign currency translation adjustments	(703)	528	(1,630)	778
Unrealized gain (loss) in fair value of investments	125	(592)	(111)	737
TOTAL OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX	(257)	232	(1,099)	2,112
COMPREHENSIVE INCOME (LOSS)	15,712	(16,532)	42,372	(63,581)
LESS: COMPREHENSIVE INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	14,964	21,171	26,239	21,591
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO TUTOR PERINI CORPORATION	$ 748	$ (37,703)	$ 16,133	$ (85,172)

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

TUTOR PERINI CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

UNAUDITED

(in thousands, except share and per share amounts)		As of June 30, 2024		As of December 31, 2023
ASSETS				
CURRENT ASSETS:				
Cash and cash equivalents ($ 156,912 and $ 173,118 related to variable interest entities (“VIEs”))	$	267,072	$	380,564
Restricted cash		12,417		14,116
Restricted investments		134,182		130,287
Accounts receivable ($ 60,049 and $ 84,014 related to VIEs)		1,087,369		1,054,014
Retention receivable ($ 157,536 and $ 161,187 related to VIEs)		546,668		580,926
Costs and estimated earnings in excess of billings ($ 87,833 and $ 58,089 related to VIEs)		1,160,710		1,143,846
Other current assets ($ 18,918 and $ 26,725 related to VIEs)		187,822		217,601
Total current assets		3,396,240		3,521,354
PROPERTY AND EQUIPMENT (“P&E”), net of accumulated depreciation of $ 548,937 and $ 534,171 (net P&E of $ 29,449 and $ 35,135 related to VIEs)		434,371		441,291
GOODWILL		205,143		205,143
INTANGIBLE ASSETS, NET		67,187		68,305
DEFERRED INCOME TAXES		67,284		74,083
OTHER ASSETS		123,523		119,680
TOTAL ASSETS	$	4,293,748	$	4,429,856
LIABILITIES AND EQUITY				
CURRENT LIABILITIES:				
Current maturities of long-term debt	$	18,602	$	117,431
Accounts payable ($ 28,980 and $ 24,160 related to VIEs)		622,776		466,545
Retention payable ($ 18,444 and $ 22,841 related to VIEs)		223,962		223,138
Billings in excess of costs and estimated earnings ($ 394,866 and $ 439,759 related to VIEs)		987,447		1,103,530
Accrued expenses and other current liabilities ($ 10,620 and $ 18,206 related to VIEs)		207,877		214,309
Total current liabilities		2,060,664		2,124,953
LONG-TERM DEBT, less current maturities, net of unamortized discount and debt issuance costs totaling $ 31,387 and $ 11,000		657,835		782,314
OTHER LONG-TERM LIABILITIES		259,132		238,678
TOTAL LIABILITIES		2,977,631		3,145,945
COMMITMENTS AND CONTINGENCIES (NOTE 11)				
EQUITY				
Stockholders' equity:				
Preferred stock - authorized 1,000,000 shares ($ 1 par value), none issued		—		—
Common stock - authorized 112,500,000 shares ($ 1 par value), issued and outstanding 52,389,430 and 52,025,497 shares		52,389		52,025
Additional paid-in capital		1,148,074		1,146,204
Retained earnings		149,718		133,146
Accumulated other comprehensive loss		(40,226)		(39,787)
Total stockholders' equity		1,309,955		1,291,588
Noncontrolling interests		6,162		(7,677)
TOTAL EQUITY		1,316,117		1,283,911
TOTAL LIABILITIES AND EQUITY	$	4,293,748	$	4,429,856

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

TUTOR PERINI CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

UNAUDITED

(in thousands)	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Cash Flows from Operating Activities:		
Net income (loss)	$ 43,471	$ (65,693)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation	26,470	19,636
Amortization of intangible assets	1,118	1,118
Share-based compensation expense	22,437	5,637
Change in debt discounts and deferred debt issuance costs	4,366	2,005
Deferred income taxes	5,969	(68,256)
(Gain) loss on sale of property and equipment	595	(5,038)
Changes in other components of working capital	49,150	188,761
Other long-term liabilities	1,188	(2,152)
Other, net	(3,351)	1,632
NET CASH PROVIDED BY OPERATING ACTIVITIES	151,413	77,650
Cash Flows from Investing Activities:		
Acquisition of property and equipment	(21,352)	(30,623)
Proceeds from sale of property and equipment	1,434	6,758
Investments in securities	(22,073)	(14,521)
Proceeds from maturities and sales of investments in securities	17,979	9,227
NET CASH USED IN INVESTING ACTIVITIES	(24,012)	(29,159)
Cash Flows from Financing Activities:		
Proceeds from debt	597,900	537,500
Repayment of debt	(800,819)	(571,332)
Cash payments related to share-based compensation	(2,194)	(284)
Distributions paid to noncontrolling interests	(12,400)	(15,250)
Contributions from noncontrolling interests	—	2,000
Debt issuance, extinguishment and modification costs	(25,079)	(497)
NET CASH USED IN FINANCING ACTIVITIES	(242,592)	(47,863)
Net increase (decrease) in cash, cash equivalents and restricted cash	(115,191)	628
Cash, cash equivalents and restricted cash at beginning of period	394,680	273,831
Cash, cash equivalents and restricted cash at end of period	$ 279,489	$ 274,459

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

TUTOR PERINI CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

UNAUDITED

(1) Basis of Presentation

The Condensed Consolidated Financial Statements do not include footnotes and certain financial information normally presented annually under generally accepted accounting principles in the United States ("GAAP"). Therefore, they should be read in conjunction with the audited consolidated financial statements and the related notes included in Tutor Perini Corporation's (the "Company") Annual Report on Form 10-K for the year ended December 31, 2023. The results of operations for the three and six months ended June 30, 2024 may not be indicative of the results that will be achieved for the full year ending December 31, 2024.

In the opinion of management, the accompanying unaudited Condensed Consolidated Financial Statements reflect all adjustments, including those of a normal recurring nature, necessary to present fairly the Company's consolidated financial position as of June 30, 2024 and its consolidated statements of operations and cash flows for the interim periods presented. Intercompany balances and transactions have been eliminated. Certain amounts in the condensed consolidated financial statements and notes thereto of prior years have been reclassified to conform to the current year presentation.

(2) Recent Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, *Segment Reporting ("Topic 280"): Improvements to Reportable Segment Disclosures* ("ASU 2023-07"), which requires disclosure of incremental segment information on an interim and annual basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, and requires retrospective application to all prior periods presented in the financial statements. Early adoption is permitted. The Company is currently evaluating the impact of this guidance on the consolidated financial statements and disclosures.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes ("Topic 740"): Improvements to Income Tax Disclosures* ("ASU 2023-09"), which requires public entities to disclose specific categories in its annual effective tax rate reconciliation and disaggregated information about significant reconciling items by jurisdiction and by nature. ASU 2023-09 also requires entities to disclose their income tax payments (net of refunds) to international, federal, and state and local jurisdictions. This guidance is effective for fiscal years beginning after December 15, 2024, and requires prospective application with the option to apply it retrospectively. Early adoption is permitted. The Company is currently evaluating the impact of this guidance on the consolidated financial statements and disclosures.

(3) Revenue

Disaggregation of Revenue

The following tables disaggregate revenue by end market, customer type and contract type, which the Company believes best depict how the nature, amount, timing and uncertainty of its revenue and cash flows are affected by economic factors for the three and six months ended June 30, 2024 and 2023.

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	2024	2023	2024	2023
Civil segment revenue by end market:				
Mass transit (includes certain transportation and tunneling projects)	$ 289,587	$ 361,082	$ 542,103	$ 549,542
Military facilities	117,779	83,811	222,923	169,378
Bridges	62,308	51,326	89,980	81,971
Commercial and industrial sites	36,630	29,192	76,120	51,918
Power and energy	35,728	15,159	61,926	25,335
Other	4,456	13,553	25,601	25,849
Total Civil segment revenue	$ 546,488	$ 554,123	$ 1,018,653	$ 903,993

(in thousands)	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Building segment revenue by end market:				
Healthcare facilities	$ 135,954	$ 55,839	$ 247,941	$ 106,256
Government	114,118	97,814	244,729	187,434
Education facilities	84,190	54,420	152,349	102,497
Mass transit (includes transportation projects)	57,323	62,871	118,498	96,191
Sports and entertainment	10,621	13,364	26,260	26,830
Commercial and industrial facilities	4,073	16,026	15,442	54,297
Hospitality and gaming	3,636	16,979	6,388	36,585
Other[(a)]	7,951	14,029	18,201	(49,095)
Total Building segment revenue	$ 417,866	$ 331,342	$ 829,808	$ 560,995

(in thousands)	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Specialty Contractors segment revenue by end market:				
Mass transit (includes certain transportation and tunneling projects)	$ 48,826	$ 4,973	$ 96,952	$ 52,518
Commercial and industrial facilities	30,213	53,583	58,423	107,810
Multi-unit residential	20,298	29,207	45,024	62,003
Government	18,491	20,763	41,444	41,832
Healthcare facilities	14,718	14,048	31,428	23,579
Water	14,702	20,147	28,918	48,481
Other[(a)]	15,868	(6,435)	25,807	(3,160)
Total Specialty Contractors segment revenue	$ 163,116	$ 136,286	$ 327,996	$ 333,063

	Three Months Ended June 30, 2024				Three Months Ended June 30, 2023			
(in thousands)	Civil	Building	Specialty Contractors	Total	Civil	Building	Specialty Contractors	Total
Revenue by customer type:								
State and local agencies	$ 345,619	$ 248,117	$ 83,127	$ 676,863	$ 403,013	$ 177,247	$ 54,879	$ 635,139
Federal agencies	119,312	46,085	339	165,736	98,711	47,090	(5,414)	140,387
Private owners	81,557	123,664	79,650	284,871	52,399	107,005	86,821	246,225
Total revenue	$ 546,488	$ 417,866	$ 163,116	$ 1,127,470	$ 554,123	$ 331,342	$ 136,286	$ 1,021,751

	Six Months Ended June 30, 2024				Six Months Ended June 30, 2023			
(in thousands)	Civil	Building	Specialty Contractors	Total	Civil	Building	Specialty Contractors	Total
Revenue by customer type:								
State and local agencies	$ 629,614	$ 494,636	$ 160,080	$ 1,284,330	$ 616,440	$ 313,848	$ 140,561	$ 1,070,849
Federal agencies	232,766	92,137	778	325,681	194,695	88,825	(3,521)	279,999
Private owners[(a)]	156,273	243,035	167,138	566,446	92,858	158,322	196,023	447,203
Total revenue	$ 1,018,653	$ 829,808	$ 327,996	$ 2,176,457	$ 903,993	$ 560,995	$ 333,063	$ 1,798,051

TUTOR PERINI CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

UNAUDITED

	Three Months Ended June 30, 2024				Three Months Ended June 30, 2023			
(in thousands)	Civil	Building	Specialty Contractors	Total	Civil	Building	Specialty Contractors	Total
Revenue by contract type:								
Fixed price	$ 452,823	$ 186,050	$ 136,345	$ 775,218	$ 488,343	$ 136,053	$ 110,552	$ 734,948
Guaranteed maximum price	88	190,643	937	191,668	(107)	125,070	(1,734)	123,229
Unit price	75,313	—	20,280	95,593	58,662	—	21,068	79,730
Cost plus fee and other	18,264	41,173	5,554	64,991	7,225	70,219	6,400	83,844
Total revenue	$ 546,488	$ 417,866	$ 163,116	$ 1,127,470	$ 554,123	$ 331,342	$ 136,286	$ 1,021,751

	Six Months Ended June 30, 2024				Six Months Ended June 30, 2023			
(in thousands)	Civil	Building	Specialty Contractors	Total	Civil	Building	Specialty Contractors	Total
Revenue by contract type:								
Fixed price	$ 875,543	$ 356,196	$ 275,848	$ 1,507,587	$ 799,716	$ 232,169	$ 276,707	$ 1,308,592
Guaranteed maximum price[(a)]	134	377,943	1,560	379,637	(45)	194,848	22	194,825
Unit price	109,167	—	40,825	149,992	91,674	—	45,132	136,806
Cost plus fee and other	33,809	95,669	9,763	139,241	12,648	133,978	11,202	157,828
Total revenue	$ 1,018,653	$ 829,808	$ 327,996	$ 2,176,457	$ 903,993	$ 560,995	$ 333,063	$ 1,798,051

(a) The six-month period ended June 30, 2023 includes the negative impact of a non-cash charge of $ 83.6 million that resulted from an adverse legal ruling (of which $ 72.2 million impacted the Building segment and $ 11.4 million impacted the Specialty Contractors segment). Refer to Note 18, *Business Segments*, for additional details.

Changes in Contract Estimates that Impact Revenue

Changes to the total estimated contract revenue or cost for a given project, either due to unexpected events or revisions to management's initial estimates, are recognized in the period in which they are determined. Revenue was negatively impacted during the three and six months ended June 30, 2024 related to performance obligations satisfied (or partially satisfied) in prior periods by $ 9.0 million and $ 15.6 million, respectively. Revenue was negatively impacted during the three and six months ended June 30, 2023 related to performance obligations satisfied (or partially satisfied) in prior periods by $ 3.1 million and $ 108.3 million, respectively. Refer to Note 18, *Business Segments*, for additional details on significant adjustments.

Remaining Performance Obligations

Remaining performance obligations represent the transaction price of firm orders for which work has not been performed and exclude unexercised contract options. As of June 30, 2024, the aggregate amounts of the transaction prices allocated to the remaining performance obligations of the Company's construction contracts were $ 4.4 billion, $ 2.2 billion and $ 1.1 billion for the Civil, Building and Specialty Contractors segments, respectively. As of June 30, 2023, the aggregate amounts of the transaction prices allocated to the remaining performance obligations of the Company's construction contracts were $ 4.6 billion, $ 2.4 billion and $ 1.2 billion for the Civil, Building and Specialty Contractors segments, respectively. The Company typically recognizes revenue on Civil segment projects over a period of three to five years , whereas for projects in the Building and Specialty Contractors segments, the Company typically recognizes revenue over a period of one to three years .

(4) <u>Contract Assets and Liabilities</u>

The Company classifies contract assets and liabilities that may be settled beyond one year from the balance sheet date as current, consistent with the length of time of the Company's project operating cycle.

Contract assets include amounts due under retention provisions, costs and estimated earnings in excess of billings and capitalized contract costs. The amounts as included on the Condensed Consolidated Balance Sheets consisted of the following:

(in thousands)	As of June 30, 2024	As of December 31, 2023
Retention receivable	$ 546,668	$ 580,926
Costs and estimated earnings in excess of billings:		
Claims	511,564	562,646
Unapproved change orders	565,269	512,831
Other unbilled costs and profits	83,877	68,369
Total costs and estimated earnings in excess of billings	1,160,710	1,143,846
Capitalized contract costs	95,732	117,913
Total contract assets	$ 1,803,110	$ 1,842,685

Retention receivable represents amounts invoiced to customers where payments have been partially withheld pending the completion of certain milestones, satisfaction of other contractual conditions or the completion of the project. Retention agreements vary from project to project, and balances could be outstanding for several months or years depending on a number of circumstances such as contract-specific terms, project performance and other variables that may arise as the Company makes progress toward completion.

Costs and estimated earnings in excess of billings represent the excess of contract costs and profits (or contract revenue) over the amount of contract billings to date and are classified as a current asset. Costs and estimated earnings in excess of billings result when either: (1) the appropriate contract revenue amount has been recognized over time in accordance with Accounting Standards Codification (“ASC”) 606, *Revenue from Contracts with Customers* (“ASC 606”), but a portion of the revenue recorded cannot be billed currently due to the billing terms defined in the contract, or (2) costs are incurred related to certain claims and unapproved change orders. Claims occur when there is a dispute regarding both a change in the scope of work and the price associated with that change. Unapproved change orders occur when a change in the scope of work results in additional work being performed before the parties have agreed on the corresponding change in the contract price. The Company routinely estimates recovery related to claims and unapproved change orders as a form of variable consideration at the most likely amount it expects to receive and to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Claims and unapproved change orders are billable upon the agreement and resolution between the contractual parties and after the execution of contractual amendments. Increases in claims and unapproved change orders typically result from costs being incurred against existing or new positions; decreases normally result from resolutions and subsequent billings. As discussed in Note 11, *Commitments and Contingencies*, the resolution of these claims and unapproved change orders may require litigation or other forms of dispute resolution proceedings. Other unbilled costs and profits are billable in accordance with the billing terms of each of the existing contractual arrangements and, as such, the timing of contract billing cycles can cause fluctuations in the balance of unbilled costs and profits. Ultimate resolution of other unbilled costs and profits typically involves incremental progress toward contractual requirements or milestones.

Capitalized contract costs are included in other current assets and primarily represent costs to fulfill a contract that (1) directly relate to an existing or anticipated contract, (2) generate or enhance resources that will be used in satisfying performance obligations in the future and (3) are expected to be recovered through the contract. Capitalized contract costs are generally expensed to the associated contract over the period of anticipated use on the project. During the three and six months ended June 30, 2024, $ 15.6 million and $ 31.9 million, respectively, of previously capitalized contract costs were amortized and recognized as expense on the related contracts. During the three and six months ended June 30, 2023, $ 9.0 million and $ 19.8 million, respectively, of previously capitalized contract costs were amortized and recognized as expense on the related contracts.

Contract liabilities include amounts owed under retention provisions and billings in excess of costs and estimated earnings. The amount as reported on the Condensed Consolidated Balance Sheets consisted of the following:

(in thousands)		As of June 30, 2024		As of December 31, 2023
Retention payable	$	223,962	$	223,138
Billings in excess of costs and estimated earnings		987,447		1,103,530
Total contract liabilities	$	1,211,409	$	1,326,668

Retention payable represents amounts invoiced to the Company by subcontractors where payments have been partially withheld pending the completion of certain milestones, other contractual conditions or upon the completion of the project. Generally, retention payable is not remitted to subcontractors until the associated retention receivable from customers is collected.

Billings in excess of costs and estimated earnings represent the excess of contract billings to date over the amount of contract costs and profits (or contract revenue) recognized to date. The balance may fluctuate depending on the timing of contract billings and the recognition of contract revenue. Revenue recognized during the three and six months ended June 30, 2024 and included in the opening billings in excess of costs and estimated earnings balances for each period totaled $ 483.2 million and $ 726.3 million, respectively. Revenue recognized during the three and six months ended June 30, 2023 and included in the opening billings in excess of costs and estimated earnings balances for each period totaled $ 439.5 million and $ 564.4 million, respectively.

(5) Cash, Cash Equivalents and Restricted Cash

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the Condensed Consolidated Balance Sheets to the amounts shown in the Condensed Consolidated Statements of Cash Flows:

(in thousands)		As of June 30, 2024		As of December 31, 2023
Cash and cash equivalents available for general corporate purposes	$	84,118	$	145,055
Joint venture cash and cash equivalents		182,954		235,509
Cash and cash equivalents		267,072		380,564
Restricted cash		12,417		14,116
Total cash, cash equivalents and restricted cash	$	279,489	$	394,680

Cash equivalents include short-term, highly liquid investments with maturities of three months or less when acquired. Cash and cash equivalents consist of amounts available for the Company’s general purposes, the Company’s proportionate share of cash held by the Company’s unconsolidated joint ventures and 100% of amounts held by the Company’s consolidated joint ventures. In both cases, cash held by joint ventures is available only for joint venture-related uses, including future distributions to joint venture partners.

Restricted cash includes amounts primarily held as collateral to secure insurance-related contingent obligations, such as insurance claim deductibles, in lieu of letters of credit.

(6) Earnings Per Common Share

Basic earnings per common share (“EPS”) and diluted EPS are calculated by dividing net income (loss) attributable to Tutor Perini Corporation by the following: for basic EPS, the weighted-average number of common shares outstanding during the period; and for diluted EPS, the sum of the weighted-average number of both outstanding common shares and potentially dilutive securities, which for the Company can include restricted stock units (“RSUs”) and unexercised stock options. The Company calculates the effect of the potentially dilutive RSUs and stock options using the treasury stock method.

(in thousands, except per common share data)	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Net income (loss) attributable to Tutor Perini Corporation	$ 812	$ (37,534)	$ 16,572	$ (86,730)
Weighted-average common shares outstanding, basic	52,327	51,803	52,210	51,678
Effect of dilutive RSUs and stock options	521	—	472	—
Weighted-average common shares outstanding, diluted	52,848	51,803	52,682	51,678
Net income (loss) attributable to Tutor Perini Corporation per common share:				
Basic	$ 0.02	$ (0.72)	$ 0.32	$ (1.68)
Diluted	$ 0.02	$ (0.72)	$ 0.31	$ (1.68)
Anti-dilutive securities not included above	925	3,163	1,173	3,010

For the three and six months ended June 30, 2023, all outstanding RSUs and stock options were excluded from the calculation of weighted-average diluted shares outstanding, as the shares have an anti-dilutive effect due to the net loss for the periods.

(7) Income Taxes

The Company recognized an income tax expense of $ 7.3 million and $ 14.6 million for the three and six months ended June 30, 2024, respectively. The effective income tax rate was 31.3 % and 25.1 % for the three and six months ended June 30, 2024, respectively. The effective income tax rate for both the three and six months ended June 30, 2024 was higher than the 21.0% federal statutory income tax rate primarily due to non-deductible expenses and state income taxes (net of the federal tax benefit), partially offset by the earnings attributable to noncontrolling interests (for which income taxes are not the responsibility of the Company).

The Company recognized an income tax expense of $ 0.2 million for the three months ended June 30, 2023 and an income tax benefit of $ 47.9 million for the six months ended June 30, 2023. The effective income tax rate was (1.2)% and 42.2 % for the three and six months ended June 30, 2023, respectively. The effective income tax rate for the three months ended June 30, 2023 was lower than the 21.0% federal statutory rate primarily due to the impact of a cumulative catch-up adjustment associated with the change in the Company's projected 2023 effective tax rate that resulted from the revision of the Company's forecast. The effective income tax rates for both periods were impacted by relatively large tax benefits generated against a forecasted pre-tax loss for the year, which magnified the impact these tax benefits had on the effective income tax rate. In periods with pre-tax losses, tax benefits generated during the period increase the effective income tax rate (and, thus, the income tax benefit to the Company) rather than decreasing the effective rate, as in periods with pre-tax income. The tax benefits that caused a higher effective tax rate primarily included the earnings attributable to noncontrolling interests (for which income taxes are not the responsibility of the Company) and state income taxes (net of the federal tax benefit), partially offset by non-deductible expenses.

(8) Goodwill and Intangible Assets

Goodwill

The following table presents the changes in the carrying amount of goodwill since its inception through June 30, 2024:

(in thousands)	Civil	Building	Specialty Contractors	Total
Gross goodwill as of December 31, 2023	$ 492,074	$ 424,724	$ 156,193	$ 1,072,991
Accumulated impairment as of December 31, 2023	(286,931)	(424,724)	(156,193)	(867,848)
Goodwill as of December 31, 2023	205,143	—	—	205,143
Current year activity	—	—	—	—
Goodwill as of June 30, 2024	$ 205,143	$ —	$ —	$ 205,143

The Company performed its annual impairment test in the fourth quarter of 2023 and concluded goodwill was no t impaired. In addition, the Company determined that no triggering events occurred and no circumstances changed since the date of its annual impairment test that would more likely than not reduce the fair value of the Civil reporting unit below its carrying amount.

The Company will continue to monitor events and circumstances for changes that indicate the Civil reporting unit goodwill would need to be reevaluated for impairment during future interim periods prior to the annual impairment test. These future events and circumstances include, but are not limited to, changes in the overall financial performance of the Civil reporting unit, as well as other quantitative and qualitative factors which could indicate potential triggering events for possible impairment.

Intangible Assets

Intangible assets consist of the following:

	As of June 30, 2024				
(in thousands)	Cost	Accumulated Amortization	Accumulated Impairment Charge	Carrying Value	Weighted-Average Amortization Period
Trade names (non-amortizable)	$ 117,600	$ —	$ (67,190)	$ 50,410	Indefinite
Trade names (amortizable)	69,250	(29,241)	(23,232)	16,777	20 years
Contractor license	6,000	—	(6,000)	—	N/A
Customer relationships	39,800	(23,155)	(16,645)	—	N/A
Construction contract backlog	149,290	(149,290)	—	—	N/A
Total	$ 381,940	$ (201,686)	$ (113,067)	$ 67,187	

	As of December 31, 2023				
(in thousands)	Cost	Accumulated Amortization	Accumulated Impairment Charge	Carrying Value	Weighted-Average Amortization Period
Trade names (non-amortizable)	$ 117,600	$ —	$ (67,190)	$ 50,410	Indefinite
Trade names (amortizable)	69,250	(28,123)	(23,232)	17,895	20 years
Contractor license	6,000	—	(6,000)	—	N/A
Customer relationships	39,800	(23,155)	(16,645)	—	N/A
Construction contract backlog	149,290	(149,290)	—	—	N/A
Total	$ 381,940	$ (200,568)	$ (113,067)	$ 68,305	

Amortization expense related to amortizable intangible assets for the three and six months ended June 30, 2024 was $ 0.6 million and $ 1.1 million, respectively. Amortization expense related to amortizable intangible assets for the three and six months ended June 30, 2023 was $ 0.6 million and $ 1.1 million, respectively. As of June 30, 2024, future amortization expense related to amortizable intangible assets will be approximately $ 1.1 million for the remainder of 2024, $ 2.2 million per year for the years 2025 through 2029 and $ 4.7 million thereafter.

The Company performed its annual impairment test for non-amortizable trade names during the fourth quarter of 2023. Based on this assessment, the Company concluded that its non-amortizable trade names were not impaired. In addition, the Company determined that no triggering events occurred and no circumstances changed since the date of its annual impairment test that would indicate impairment of its non-amortizable trade names. Other amortizable intangible assets are reviewed for impairment whenever circumstances indicate that the future cash flows generated by the assets might be less than the assets' net carrying value. The Company had no impairment of intangible assets during the three and six months ended June 30, 2024 or 2023.

(9) Financial Commitments

Long-Term Debt

Long-term debt as reported on the Condensed Consolidated Balance Sheets consisted of the following:

(in thousands)	As of June 30, 2024	As of December 31, 2023
2024 Senior Notes	$ 376,232	$ —
2017 Senior Notes	—	498,410
Term Loan B	266,369	357,744
Revolver	—	—
Equipment financing and mortgages	31,724	34,807
Other indebtedness	2,112	8,784
Total debt	676,437	899,745
Less: Current maturities[(a)]	18,602	117,431
Long-term debt, net	$ 657,835	$ 782,314

(a) Current maturities at December 31, 2023 included the $ 91.0 million principal prepayment on the Term Loan B that was made in February 2024.

The following table reconciles the outstanding debt balances to the reported debt balances as of June 30, 2024 and December 31, 2023:

	As of June 30, 2024			As of December 31, 2023		
(in thousands)	Outstanding Debt	Unamortized Discounts and Issuance Costs	Debt, as reported	Outstanding Debt	Unamortized Discounts and Issuance Costs	Debt, as reported
2024 Senior Notes	$ 400,000	$ (23,768)	$ 376,232	$ —	$ —	$ —
2017 Senior Notes	—	—	—	500,000	(1,590)	498,410
Term Loan B	273,988	(7,619)	266,369	367,154	(9,410)	357,744

The unamortized issuance costs related to the Revolver were $ 1.7 million and $ 1.4 million as of June 30, 2024 and December 31, 2023, respectively, and are included in other assets on the Condensed Consolidated Balance Sheets.

2024 Senior Notes

On April 22, 2024, the Company issued $ 400.0 million in aggregate principal amount of 11.875 % Senior Notes due April 30, 2029 (the "2024 Senior Notes") in a private placement offering. Interest on the 2024 Senior Notes is payable in arrears semi-annually in April and October of each year, beginning in October 2024. The proceeds from the 2024 Senior Notes were used to redeem the 2017 Senior Notes (as discussed below).

Prior to April 30, 2026, the Company may redeem the 2024 Senior Notes at a redemption price equal to 100 % of the principal amount plus a "make-whole" premium described in the indenture. In addition, prior to April 30, 2026, the Company may redeem up to 40 % of the original aggregate principal amount of the 2024 Senior Notes at a redemption price of 111.875 % of their principal amount with the "net cash proceeds" received by the Company from one or more equity offerings, as described in the indenture. On or after April 30, 2026, the Company may redeem the 2024 Senior Notes at specified redemption prices described in the indenture. If the Company experiences certain change of control events, holders of the 2024 Senior Notes may require the Company to repurchase all or part of the 2024 Senior Notes at 101 % of the principal amount thereof, plus accrued and unpaid interest to the redemption date.

The 2024 Senior Notes are senior unsecured obligations of the Company and are guaranteed by the Company's existing and future subsidiaries that also guarantee obligations under the Company's 2020 Credit Agreement. In addition, the indenture for the 2024 Senior Notes provides for customary covenants, including restrictions on the payment of dividends and share repurchases, and includes customary events of default.

Redemption of 2017 Senior Notes

On April 20, 2017, the Company issued $ 500.0 million in aggregate principal amount of 6.875 % Senior Notes due May 1, 2025 (the "2017 Senior Notes") in a private placement offering.

The proceeds of the 2024 Senior Notes, together with cash on hand, were used to redeem in full, all of the outstanding obligations in respect of the 2017 Senior Notes. The redemption of the 2017 Senior Notes occurred on May 2, 2024 (the "2017 Senior Notes Redemption").

2020 Credit Agreement

On August 18, 2020, the Company entered into a credit agreement (as amended, the "2020 Credit Agreement") with BMO Bank N.A. (f/k/a BMO Harris Bank N.A.), as Administrative Agent, Swing Line Lender and L/C Issuer and other lenders. The 2020 Credit Agreement originally provided for a $ 425.0 million term loan B facility (the "Term Loan B") and a $ 175.0 million revolving credit facility (the "Revolver"), which was subsequently reduced to $ 170.0 million following the effectiveness of the 2024 Amendment (as defined and discussed below), with sub-limits for the issuance of letters of credit and swing line loans up to the aggregate amounts of $ 75.0 million and $ 10.0 million, respectively. The Term Loan B will mature on August 18, 2027. Prior to the 2017 Senior Notes Redemption, if any of the 2017 Senior Notes had remained outstanding beyond certain dates, the maturities of the Term Loan B and the Revolver would have been subject to acceleration ("spring-forward maturity"). However, following the 2017 Senior Notes Redemption and the consummation of the 2024 Amendment, the spring-forward maturity of the Term Loan B is no longer in effect and the spring-forward maturity of the Revolver has been extended (as described below).

On April 15, 2024, the Company entered into an amendment in respect of the 2020 Credit Agreement (the "2024 Amendment") which, among other changes, (1) extends the existing Revolver maturity date from August 18, 2025 to (a) if any tranche of the Term Loan B, any incremental term loan or any refinancing term loan (or any refinancing or replacement thereof) remains outstanding, the earlier of (i) May 20, 2027 and (ii) the date that is ninety (90) days prior to the final maturity of any tranche of the Term Loan B, any incremental term loan or any refinancing term loan (or any refinancing or replacement thereof), as applicable, and (b) if no obligations are outstanding with respect to any tranche of the Term Loan B, any incremental term loan or any refinancing term loan, August 18, 2027 and (2) permanently reduces the aggregate commitments in respect of the Revolver by $ 5.0 million from $ 175.0 million to $ 170.0 million. The 2024 Amendment became effective on May 2, 2024 upon the completion of the 2017 Senior Notes Redemption.

The 2020 Credit Agreement permits the Company to repay any or all borrowings outstanding under the 2020 Credit Agreement at any time prior to maturity without penalty. The 2020 Credit Agreement requires the Company to make regularly scheduled payments of principal on the Term Loan B in quarterly installments equal to 0.25 % of the initial principal amount of the Term Loan B. The 2020 Credit Agreement also requires the Company to make prepayments on the Term Loan B in connection with certain asset sales, receipts of insurance proceeds, incurrences of certain indebtedness and annual excess cash flow (in each case, subject to certain customary exceptions). At December 31, 2023, current maturities of long-term debt in the accompanying Condensed Consolidated Balance Sheet included $ 91.0 million prepayment of principal on the Term Loan B, relating to the mandatory prepayment provision of the 2020 Credit Agreement in respect of annual excess cash flow. The $ 91.0 million prepayment included in current maturities at December 31, 2023, which was due by the first week of April 2024, was paid in February 2024.

Subject to certain exceptions, at any time prior to maturity, the 2020 Credit Agreement provides the Company with the right to increase the commitments under the Revolver and/or to establish one or more term loan facilities in an aggregate amount up to (i) the greater of $ 173.5 million and 50 % LTM EBITDA (as defined in the 2020 Credit Agreement) plus (ii) additional amounts if (A) in the case of pari passu first lien secured indebtedness, the First Lien Net Leverage Ratio (as defined in the 2020 Credit Agreement) does not exceed 1.35 :1.00, (B) in the case of junior lien secured indebtedness, the Total Net Leverage Ratio (as defined in the 2020 Credit Agreement) does not exceed 3.50 :1.00 and (C) in the case of unsecured indebtedness, (x) the Total Net Leverage Ratio does not exceed 3.50 :1.00 or (y) the Fixed Charge Coverage Ratio (as defined in the 2020 Credit Agreement) is no less than 2.00 :1.00.

Borrowings under the 2020 Credit Agreement bear interest, at the Company's option, at a rate equal to (i) (A) in the case of the Term Loan B, following the amendment to the 2020 Credit Agreement on May 2, 2023 (as discussed below), (x) the Adjusted Term Secured Overnight Financing Rate ("Adjusted Term SOFR") (calculated with a 11.448 basis point, 26.161 basis point and 42.826 basis point credit spread adjustment for a 1, 3 and 6 month interest period, respectively) or (y) a base rate (determined by reference to the highest of (1) the administrative agent's prime lending rate, (2) the federal funds effective rate plus 50 basis points and (3) the Adjusted Term SOFR rate for a one-month interest period plus 100 basis points) and (B) in case of the Revolver, following the amendment to the 2020 Credit Agreement on October 31, 2022 (as discussed below), (x) the Adjusted Term SOFR rate (calculated with a 10 basis point credit spread adjustment for all interest periods) or (y) a base rate (determined by reference to the highest of (1) the administrative agent's prime lending rate, (2) the federal funds effective rate plus 50 basis points and (3) the Adjusted Term SOFR rate for a one-month interest period plus 100 basis points) plus, in each case, (ii) an applicable margin. The margin applicable to the Term Loan B is between 4.50 % and 4.75 % for Adjusted Term SOFR and between 3.50 % and 3.75 % for base rate, and, in each case, is based on the Total Net Leverage Ratio. The margin applicable to the Revolver is between 4.25 % and 4.75 % for Adjusted Term SOFR and 3.25 % and 3.75 % for base rate, and, in each case, is based on the First Lien Net Leverage Ratio. Effective following the amendment to the 2020 Credit Agreement on October 31, 2022, the Company's original London Interbank Offered Rate ("LIBOR") option in respect of the Revolver was transitioned to Adjusted Term SOFR. Effective May 2, 2023, the 2020 Credit Agreement was further amended to transition the Company's original LIBOR option in respect of the Term Loan B to Adjusted Term SOFR. In addition to paying interest on outstanding principal under the 2020 Credit Agreement, the Company will pay a commitment fee to the lenders under the Revolver in respect of the unutilized commitments thereunder. The Company will pay customary letter of credit fees. If a payment or bankruptcy event of default occurs and is continuing, the otherwise applicable margin on overdue amounts will be increased by 2 % per annum. The 2020 Credit Agreement includes customary provisions for the replacement of Adjusted Term SOFR with an alternative benchmark rate upon Adjusted Term SOFR being discontinued. The weighted-average annual interest rate on borrowings under the Revolver was 12.0 % during the six months ended June 30, 2024 .

The 2020 Credit Agreement requires, solely with respect to the Revolver, the Company and its restricted subsidiaries to maintain a maximum First Lien Net Leverage Ratio of 3.50 :1.00, effective the fiscal quarter ended December 31, 2022 and increasing to 3.75 :1.00 for the fiscal quarter ending March 31, 2023 and subsequently stepping down to 3.00 :1.00 for the fiscal quarter ending June 30, 2023, 2.50 :1.00 for the fiscal quarter ending September 30, 2023 and 2.25 :1.00 for the fiscal quarter ending December 31, 2023 and each fiscal quarter thereafter. The 2020 Credit Agreement also includes certain customary representations and warranties, affirmative covenants and events of default. Subject to certain exceptions, substantially all of the Company's existing and future material wholly-owned subsidiaries unconditionally guarantee the obligations of the Company under the 2020 Credit Agreement; additionally, subject to certain exceptions, the obligations are secured by a lien on substantially all of the assets of the Company and its subsidiaries guaranteeing these obligations.

As of June 30, 2024, the entire $ 170.0 million was available under the Revolver. The Company was in compliance with the financial covenant under the 2020 Credit Agreement for the period ended June 30, 2024.

Interest Expense

Interest expense as reported in the Condensed Consolidated Statements of Operations consisted of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	2024	2023	2024	2023
Cash interest expense:				
Interest on Term Loan B	$ 7,084	$ 9,250	$ 15,572	$ 18,999
Interest on 2017 Senior Notes	2,960	8,594	11,554	17,188
Interest on 2024 Senior Notes	8,708	—	8,708	—
Interest on Revolver	973	2,807	973	4,552
Other interest	799	364	1,218	785
Total cash interest expense	20,524	21,015	38,025	41,524
Non-cash interest expense: [(a)]				
Amortization of discount and debt issuance costs on Term Loan B	473	529	1,791	1,100
Amortization of debt issuance costs on 2017 Senior Notes	99	277	392	550
Amortization of debt issuance costs on 2024 Senior Notes	632	—	632	—
Amortization of debt issuance costs on Revolver	158	195	353	355
Non-cash portion of loss on extinguishment	1,198	—	1,198	—
Total non-cash interest expense	2,560	1,001	4,366	2,005
Total interest expense	$ 23,084	$ 22,016	$ 42,391	$ 43,529

(a) The combination of cash and non-cash interest expense produces effective interest rates that are higher than contractual rates. Accordingly, the effective interest rates for the 2024 Senior Notes, 2017 Senior Notes and Term Loan B were 13.56 %, 7.13 % and 12.27 %, respectively, for the six months ended June 30, 2024.

(10) Leases

The Company leases certain office space, construction and office equipment, vehicles and temporary housing generally under non-cancelable operating leases. Leases with an initial term of one year or less are not recorded on the balance sheet, and the Company generally recognizes lease expense for these leases on a straight-line basis over the lease term. As of June 30, 2024, the Company's operating leases have remaining lease terms ranging from less than one year to 14 years, some of which include options to renew the leases. The exercise of lease renewal options is generally at the Company's sole discretion. The Company's leases do not contain any material residual value guarantees or material restrictive covenants.

The following table presents components of lease expense for the three and six months ended June 30, 2024 and 2023:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	2024	2023	2024	2023
Operating lease expense	$ 3,202	$ 3,387	$ 6,522	$ 6,861
Short-term lease expense[(a)]	13,545	12,692	25,868	26,611
	16,747	16,079	32,390	33,472
Less: Sublease income	203	198	402	392
Total lease expense	$ 16,544	$ 15,881	$ 31,988	$ 33,080

(a) Short-term lease expense includes all leases with lease terms of up to one year . Short-term leases include, among other things, construction equipment rented on an as-needed basis as well as temporary housing.

The following table presents supplemental balance sheet information related to operating leases:

(dollars in thousands)	Balance Sheet Line Item	As of June 30, 2024	As of December 31, 2023
Assets			
Right-of-use assets	Other assets	$ 51,461	$ 48,878
Total lease assets		$ 51,461	$ 48,878
Liabilities			
Current lease liabilities	Accrued expenses and other current liabilities	$ 6,817	$ 6,275
Long-term lease liabilities	Other long-term liabilities	50,107	47,781
Total lease liabilities		$ 56,924	$ 54,056
Weighted-average remaining lease term		9.7 years	10.3 years
Weighted-average discount rate		11.97 %	12.13 %

The following table presents supplemental cash flow information and non-cash activity related to operating leases:

(in thousands)	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Operating cash flow information:		
Cash paid for amounts included in the measurement of lease liabilities	$ (6,359)	$ (6,807)
Non-cash activity:		
Right-of-use assets obtained in exchange for lease liabilities	$ 6,147	$ 807

The following table presents maturities of operating lease liabilities on an undiscounted basis as of June 30, 2024:

Year (in thousands)	Operating Leases
2024 (excluding the six months ended June 30, 2024)	$ 6,481
2025	12,044
2026	10,166
2027	8,750
2028	8,671
Thereafter	52,663
Total lease payments	98,775
Less: Imputed interest	41,851
Total	$ 56,924

(11) Commitments and Contingencies

The Company and certain of its subsidiaries are involved in litigation and other legal proceedings and forms of dispute resolution in the ordinary course of business, including but not limited to disputes over contract payment and/or performance-related issues (such as disagreements regarding delay or a change in the scope of work of a project and/or the price associated with that change) and other matters incidental to the Company's business. In accordance with ASC 606, the Company makes assessments of these types of matters on a routine basis and, to the extent permitted by ASC 606, estimates and records recovery related to these matters as a form of variable consideration at the most likely amount the Company expects to receive, as discussed further in Note 4, *Contract Assets and Liabilities*. In addition, the Company is contingently liable for litigation, performance guarantees and other commitments arising in the ordinary course of business, which are accounted for in accordance with ASC 450, *Contingencies*. Management reviews these matters regularly and updates or revises its estimates as warranted by subsequent information and developments. These assessments require judgments concerning matters that are inherently uncertain, such as litigation developments and outcomes, the anticipated outcome of negotiations and the estimated cost of resolving disputes. Consequently, these assessments are estimates, and actual amounts may vary from such estimates. In addition, because such matters are typically resolved over long periods of time, the Company’s assets and liabilities may change over time should the circumstances dictate. The description of the legal proceedings listed below include management’s assessment of those proceedings. Management believes that, based on current information and discussions with the Company’s legal counsel, the ultimate resolution of other matters is not expected to have a material effect on the Company’s consolidated financial position, results of operations or cash flows.

A description of the material pending legal proceedings, other than ordinary routine litigation incidental to the business, is as follows:

Alaskan Way Viaduct Matter

In January 2011, Seattle Tunnel Partners (“STP”), a joint venture between Dragados USA, Inc. and the Company, entered into a design-build contract with the Washington State Department of Transportation (“WSDOT”) for the construction of a large-diameter bored tunnel in downtown Seattle, King County, Washington to replace the Alaskan Way Viaduct, also known as State Route 99. The Company has a 45 % interest in STP.

The construction of the large-diameter bored tunnel required the use of a tunnel boring machine (“TBM”). In December 2013, the TBM struck a steel pipe, installed by WSDOT as a well casing for an exploratory well. The TBM was significantly damaged and was required to be repaired. STP has asserted that the steel pipe casing was a differing site condition that WSDOT failed to properly disclose. The Disputes Review Board mandated by the contract to hear disputes issued a decision finding the steel casing was a Type I (material) differing site condition. WSDOT did not accept that finding.

The TBM was insured under a Builder’s Risk Insurance Policy (the “Policy”) with Great Lakes Reinsurance (UK) PLC and a consortium of other insurers (the “Insurers”). STP submitted the claims to the Insurers and requested interim payments under the Policy. The Insurers refused to pay and denied coverage. In June 2015, STP filed a lawsuit in the King County Superior Court, State of Washington seeking declaratory relief concerning contract interpretation, as well as damages as a result of the Insurers’ breach of their obligations under the terms of the Policy. STP is also asserting extra-contractual and statutory claims against the Insurers. STP submitted damages to the Insurers in the King County lawsuit in the amount of $ 532 million. WSDOT is deemed a plaintiff since WSDOT is an insured under the Policy and had filed its own claim for damages. Hitachi Zosen (“Hitachi”), the manufacturer of the TBM, joined the case as a plaintiff for costs incurred to repair the damages to the TBM.

In April and September 2018, rulings received on pre-trial motions limited some of the potential recoveries under the Policy for STP, WSDOT and Hitachi. On August 2, 2021, the Court of Appeals reversed in part certain of those limitations but affirmed other parts of those rulings. On September 15, 2022, the Washington Supreme Court affirmed the decision of the Court of Appeals, which limits recovery of certain damages under the Policy. Based on the rulings of the Court of Appeals, the case will continue for adjudication on the remaining facts and legal issues, including the number of covered occurrences which could increase the amount of available coverage under the Policy and the amount of investigative costs that are subject to the Policy limits. STP also has claims for costs, fees, pre-judgment interest and extra-contractual and statutory claims, which are not subject to the Policy limits. The case has been scheduled for trial commencing September 23, 2024.

In addition, STP has a pending case in the Washington Superior Court against HNTB Corporation (“HNTB”), its design firm on the project, wherein STP alleges that HNTB is liable for providing design services that resulted in the TBM striking the steel pipe described above and for additional steel quantity costs associated with the project. STP’s complaint seeks in excess of $ 640 million. The case is scheduled for trial to commence on April 27, 2025.

With respect to STP’s direct and indirect claims against the Insurers and HNTB, management has included in receivables an estimate of the total anticipated recovery concluded to be probable.

In March 2016, WSDOT filed a complaint against STP in Thurston County Superior Court alleging breach of contract, seeking $ 57.2 million in delay-related damages and seeking declaratory relief concerning contract interpretation. STP subsequently filed a counterclaim against WSDOT seeking the same damages in excess of $ 640 million. The jury trial between STP and WSDOT commenced on October 7, 2019 and concluded on December 13, 2019, with a jury verdict in favor of WSDOT awarding them $ 57.2 million in damages. The Company recorded the impact of the jury verdict during the fourth quarter of 2019, resulting in a pre-tax charge of $ 166.8 million, which included $ 25.7 million for the Company’s 45 % proportionate share of the $ 57.2 million in damages awarded by the jury to WSDOT. The charge was for non-cash write-downs primarily related to the costs and estimated earnings in excess of billings and receivables that the Company previously recorded to reflect its expected recovery in this case.

STP filed a petition for discretionary review by the Washington Supreme Court on July 12, 2022, which was denied by the Supreme Court on October 10, 2022. On October 18, 2022, STP paid the damages and associated interest from the judgment, which included the Company's proportionate share of $ 34.6 million. As a result, the lawsuit between STP and WSDOT has concluded.

(12) Share-Based Compensation

As of June 30, 2024, there were 1,452,390 shares of common stock available for grant under the Tutor Perini Corporation Omnibus Incentive Plan. During the six months ended June 30, 2024 and 2023, the Company granted the following share-based instruments: (1) RSUs totaling 30,000 and 590,188 , respectively, with weighted-average grant date fair values per unit of $ 12.68 and $ 8.66 , respectively; (2) cash-settled performance stock units ("CPSUs") totaling 645,180 and 901,541 , respectively, with weighted-average grant date fair values per unit of $ 19.17 and $ 11.18 , respectively; (3) deferred cash awards ("DCAs"), including cash-settled stock units, with service-based vesting conditions and payouts indexed to shares of the Company's common stock totaling 673,855 and 90,000 , respectively, with weighted-average grant date fair values per unit of $ 12.75 and $ 8.98 , respectively; and (4) shares of unrestricted stock totaling 73,716 and 302,112 , respectively, with weighted-average grant date fair values per unit of $ 20.89 and $ 5.66 , respectively.

As of June 30, 2024 and December 31, 2023, the Company recognized liabilities for CPSUs, RSUs with guaranteed minimum payouts and DCAs on the Condensed Consolidated Balance Sheets totaling approximately $ 20.7 million and $ 4.9 million, respectively. During the six months ended June 30, 2024 and 2023, the Company paid approximately $ 2.9 million and $ 0.2 million, respectively, to settle certain awards upon vesting.

For the three and six months ended June 30, 2024, the Company recognized, as part of general and administrative expenses, costs for share-based payment arrangements totaling $ 16.9 million and $ 22.4 million , respectively, and $ 2.6 million and $ 5.6 million for the three and six months ended June 30, 2023, respectively. As of June 30, 2024, the balance of unamortized share-based compensation expense was $ 56.1 million, which is expected to be recognized over a weighted-average period of 2.1 years.

(13) Employee Pension Plans

The Company has a defined benefit pension plan and an unfunded supplemental retirement plan. Effective June 1, 2004, all benefit accruals under these plans were frozen; however, the current vested benefit was preserved. The pension disclosure presented below includes aggregated amounts for both of the Company's plans.

The following table sets forth a summary of the net periodic benefit cost for the three and six months ended June 30, 2024 and 2023:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	2024	2023	2024	2023
Interest cost	$ 910	$ 969	$ 1,821	$ 1,938
Service cost	232	255	463	510
Expected return on plan assets	(944)	(979)	(1,888)	(1,957)
Recognized net actuarial losses	438	413	875	826
Net periodic benefit cost	$ 636	$ 658	$ 1,271	$ 1,317

The Company contributed $ 1.3 million to its defined benefit pension plan during the six months ended June 30, 2024. The Company expects to contribute an additional $ 1.2 million in cash by the end of 2024. Due to availability of our prefunded pension balance related to the defined benefit pension plan, the Company was not required to make any cash payments during the six months ended June 30, 2023.

(14) Fair Value Measurements

The fair value hierarchy established by ASC 820, *Fair Value Measurement*, prioritizes the use of inputs used in valuation techniques into the following three levels:

- Level 1 inputs are observable quoted prices in active markets for identical assets or liabilities
- Level 2 inputs are observable, either directly or indirectly, but are not Level 1 inputs
- Level 3 inputs are unobservable

The following fair value hierarchy table presents the Company's assets that are measured at fair value on a recurring basis as of June 30, 2024 and December 31, 2023:

	As of June 30, 2024				As of December 31, 2023			
	Fair Value Hierarchy				Fair Value Hierarchy			
(in thousands)	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Cash and cash equivalents[(a)]	$ 267,072	$ —	$ —	$ 267,072	$ 380,564	$ —	$ —	$ 380,564
Restricted cash[(a)]	12,417	—	—	12,417	14,116	—	—	14,116
Restricted investments[(b)]	—	134,182	—	134,182	—	130,287	—	130,287
Investments in lieu of retention[(c)]	31,590	93,306	—	124,896	19,988	86,961	—	106,949
Total	$ 311,079	$ 227,488	$ —	$ 538,567	$ 414,668	$ 217,248	$ —	$ 631,916

(a) Includes money market funds and short-term investments with maturity dates of three months or less when acquired.

(b) Restricted investments, as of June 30, 2024 and December 31, 2023, consist of available-for-sale ("AFS") debt securities, which are valued based on pricing models determined from a compilation of primarily observable market information, broker quotes in non-active markets or similar assets; therefore, they are classified as Level 2 assets.

(c) Investments in lieu of retention are included in retention receivable as of June 30, 2024 and December 31, 2023, and are composed of money market funds of $ 31.6 million and $ 20.0 million, respectively, and AFS debt securities of $ 93.3 million and $ 87.0 million, respectively. The fair values of the money market funds are measured using quoted market prices; therefore, they are classified as Level 1 assets. The fair values of AFS debt securities are determined from a compilation of primarily observable market information, broker quotes in non-active markets or similar assets; therefore, they are classified as Level 2 assets.

Investments in AFS debt securities consisted of the following as of June 30, 2024 and December 31, 2023:

	As of June 30, 2024				As of December 31, 2023			
(in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Restricted investments:								
Corporate debt securities	$ 108,764	$ 249	$ (2,199)	$ 106,814	$ 95,903	$ 762	$ (2,202)	$ 94,463
U.S. government agency securities	20,832	4	(972)	19,864	29,082	18	(1,054)	28,046
Municipal bonds	7,946	1	(908)	7,039	8,227	5	(914)	7,318
Corporate certificates of deposit	493	—	(28)	465	498	—	(38)	460
Total restricted investments	138,035	254	(4,107)	134,182	133,710	785	(4,208)	130,287
Investments in lieu of retention:								
Corporate debt securities	93,661	38	(1,425)	92,274	87,601	246	(1,950)	85,897
Municipal bonds	826	206	—	1,032	823	241	—	1,064
Total investments in lieu of retention	94,487	244	(1,425)	93,306	88,424	487	(1,950)	86,961
Total AFS debt securities	$ 232,522	$ 498	$ (5,532)	$ 227,488	$ 222,134	$ 1,272	$ (6,158)	$ 217,248

The following table summarizes the fair value and gross unrealized losses aggregated by category and the length of time that individual securities have been in a continuous unrealized loss position as of June 30, 2024 and December 31, 2023:

	As of June 30, 2024					
	Less than 12 Months		12 Months or Greater		Total	
(in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Restricted investments:						
Corporate debt securities	$ 35,500	$ (258)	$ 35,457	$ (1,941)	$ 70,957	$ (2,199)
U.S. government agency securities	3,406	(34)	14,902	(938)	18,308	(972)
Municipal bonds	176	(1)	6,798	(907)	6,974	(908)
Corporate certificates of deposit	—	—	464	(28)	464	(28)
Total restricted investments	39,082	(293)	57,621	(3,814)	96,703	(4,107)
Investments in lieu of retention:						
Corporate debt securities	31,399	(155)	51,020	(1,270)	82,419	(1,425)
Total investments in lieu of retention	31,399	(155)	51,020	(1,270)	82,419	(1,425)
Total AFS debt securities	$ 70,481	$ (448)	$ 108,641	$ (5,084)	$ 179,122	$ (5,532)

	As of December 31, 2023					
	Less than 12 Months		12 Months or Greater		Total	
(in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Restricted investments:						
Corporate debt securities	$ 4,971	$ (3)	$ 40,649	$ (2,199)	$ 45,620	$ (2,202)
U.S. government agency securities	1,280	(4)	22,858	(1,050)	24,138	(1,054)
Municipal bonds	99	(2)	7,038	(912)	7,137	(914)
Corporate certificates of deposit	—	—	460	(38)	460	(38)
Total restricted investments	6,350	(9)	71,005	(4,199)	77,355	(4,208)
Investments in lieu of retention:						
Corporate debt securities	11,398	(55)	49,726	(1,895)	61,124	(1,950)
Total investments in lieu of retention	11,398	(55)	49,726	(1,895)	61,124	(1,950)
Total AFS debt securities	$ 17,748	$ (64)	$ 120,731	$ (6,094)	$ 138,479	$ (6,158)

The unrealized losses in AFS debt securities as of June 30, 2024 and December 31, 2023 are primarily attributable to market interest rate increases and not a deterioration in credit quality of the issuers. Management evaluated the unrealized losses in AFS debt securities considering factors including credit ratings and other relevant information, which may indicate that contractual cash flows are not expected to occur. Based on the analysis, management determined that credit losses did not exist for AFS debt securities in an unrealized loss position as of June 30, 2024 and December 31, 2023.

It is not considered likely that the Company will be required to sell the investments before full recovery of the amortized cost basis of the AFS debt securities, which may be at maturity. As a result, consistent with the same period in 2023, the Company has not recognized any impairment losses in earnings during the six months ended June 30, 2024.

The amortized cost and fair value of AFS debt securities by contractual maturity as of June 30, 2024 are summarized in the table below. Actual maturities may differ from contractual maturities because certain borrowers have the right to call or prepay certain obligations.

(in thousands)	Amortized Cost	Fair Value
Due within one year	$ 74,786	$ 73,104
Due after one year through five years	147,533	145,223
Due after five years	10,203	9,161
Total	$ 232,522	$ 227,488

The carrying values of receivables, payables and other amounts arising out of normal contract activities, including retention, which may be settled beyond one year, are estimated to approximate fair value. Of the Company's long-term debt, the fair value of the 2024 Senior Notes was $ 430.1 million as of June 30, 2024 and the fair value of the 2017 Senior Notes was $ 490.9 million as of December 31, 2023. The fair values of the 2024 Senior Notes and 2017 Senior Notes were determined using Level 1 inputs, specifically current observable market prices. The fair value of the Term Loan B was $ 274.0 million and $ 358.9 million as of June 30, 2024 and December 31, 2023, respectively. The fair values of the Term Loan B were determined using Level 2 inputs, specifically third-party quoted market prices. The reported value of the Company's remaining borrowings approximates fair value as of June 30, 2024 and December 31, 2023.

(15) Variable Interest Entities (VIEs)

The Company may form joint ventures or partnerships with third parties for the execution of projects. In accordance with ASC 810, *Consolidation* ("ASC 810"), the Company assesses its partnerships and joint ventures at inception to determine if any meet the qualifications of a VIE. The Company considers a joint venture a VIE if either (a) the total equity investment is not sufficient to permit the entity to finance its activities without additional subordinated financial support, (b) characteristics of a controlling financial interest are missing (either the ability to make decisions through voting or other rights, the obligation to absorb the expected losses of the entity or the right to receive the expected residual returns of the entity), or (c) the voting rights of the equity holders are not proportional to their obligations to absorb the expected losses of the entity and/or their rights to receive the expected residual returns of the entity, and substantially all of the entity's activities either involve or are conducted on behalf of an investor that has disproportionately few voting rights. Upon the occurrence of certain events outlined in ASC 810, the Company reassesses its initial determination of whether a joint venture is a VIE.

ASC 810 also requires the Company to determine whether it is the primary beneficiary of the VIE. The Company concludes that it is the primary beneficiary and consolidates the VIE if the Company has both (a) the power to direct the economically significant activities of the VIE and (b) the obligation to absorb losses of, or the right to receive benefits from, the VIE that could potentially be significant to the VIE. The Company considers the contractual agreements that define the ownership structure, distribution of profits and losses, risks, responsibilities, indebtedness, voting rights and board representation of the respective parties in determining if the Company is the primary beneficiary. The Company also considers all parties that have direct or implicit variable interests when determining whether it is the primary beneficiary. In accordance with ASC 810, management's assessment of whether the Company is the primary beneficiary of a VIE is performed continuously.

As of June 30, 2024, the Company had unconsolidated VIE-related current assets and liabilities of $ 0.5 million and $ 0.1 million, respectively, included in the Company's Condensed Consolidated Balance Sheets. As of December 31, 2023, the Company had unconsolidated VIE-related current assets and liabilities of $ 0.5 million and $ 0.1 million, respectively, included in the Company's Condensed Consolidated Balance Sheets. The Company's maximum exposure to loss as a result of its investments in unconsolidated VIEs is typically limited to the aggregate of the carrying value of the investment and future funding commitments. The Company had future funding requirements of $ 3.0 million related to unconsolidated VIEs as of June 30, 2024.

As of June 30, 2024, the Company's Condensed Consolidated Balance Sheets included current and noncurrent assets of $ 481.2 million and $ 29.4 million, respectively, as well as current liabilities of $ 452.9 million related to the operations of its consolidated VIEs. As of December 31, 2023, the Company's Condensed Consolidated Balance Sheets included current and noncurrent assets of $ 503.1 million and $ 35.1 million, respectively, as well as current liabilities of $ 505.0 million related to the operations of its consolidated VIEs.

Below is a discussion of some of the Company's more significant or unique VIEs.

The Company established a joint venture to construct the Purple Line Extension Section 2 (Tunnels and Stations) and Section 3 (Stations) mass-transit projects in Los Angeles, California with an original combined value of approximately $ 2.8 billion. The Company has a 75 % interest in the joint venture with the remaining 25 % held by O&G Industries, Inc. The joint venture was initially financed with contributions from the partners and, per the terms of the joint venture agreement, the partners may be required to provide additional capital contributions in the future. The Company has determined that this joint venture is a VIE for which the Company is the primary beneficiary.

The Company also established a joint venture with Parsons Corporation ("Parsons") to construct the Newark Liberty International Airport Terminal One project, a transportation infrastructure project in Newark, New Jersey with an original value of approximately $ 1.4 billion. The Company has an 80 % interest in the joint venture with the remaining 20 % held by Parsons. The joint venture was initially financed with contributions from the partners and, per the terms of the joint venture agreement, the partners may be required to provide additional capital contributions in the future. The Company has determined that this joint venture is a VIE for which the Company is the primary beneficiary.

(16) Changes in Equity

A reconciliation of the changes in equity for the three and six months ended June 30, 2024 and 2023 is provided below:

	Three Months Ended June 30, 2024					
(in thousands)	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total Equity
Balance - March 31, 2024	$ 52,284	$ 1,146,008	$ 148,906	$ (40,162)	$ (3,802)	$ 1,303,234
Net income	—	—	812	—	15,157	15,969
Other comprehensive loss	—	—	—	(64)	(193)	(257)
Share-based compensation	—	2,852	—	—	—	2,852
Issuance of common stock, net	105	(786)	—	—	—	(681)
Distributions to noncontrolling interests	—	—	—	—	(5,000)	(5,000)
Balance - June 30, 2024	$ 52,389	$ 1,148,074	$ 149,718	$ (40,226)	$ 6,162	$ 1,316,117

	Six Months Ended June 30, 2024					
(in thousands)	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total Equity
Balance - December 31, 2023	$ 52,025	$ 1,146,204	$ 133,146	$ (39,787)	$ (7,677)	$ 1,283,911
Net income	—	—	16,572	—	26,899	43,471
Other comprehensive loss	—	—	—	(439)	(660)	(1,099)
Share-based compensation	—	4,355	—	—	—	4,355
Issuance of common stock, net	364	(2,485)	—	—	—	(2,121)
Contributions from noncontrolling interests	—	—	—	—	—	—
Distributions to noncontrolling interests	—	—	—	—	(12,400)	(12,400)
Balance - June 30, 2024	$ 52,389	$ 1,148,074	$ 149,718	$ (40,226)	$ 6,162	$ 1,316,117

TUTOR PERINI CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

UNAUDITED

	Three Months Ended June 30, 2023					
(in thousands)	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total Equity
Balance - March 31, 2023	$ 51,645	$ 1,142,081	$ 255,105	$ (45,310)	$ (13,814)	$ 1,389,707
Net income (loss)	—	—	(37,534)	—	20,770	(16,764)
Other comprehensive income (loss)	—	—	—	(169)	401	232
Share-based compensation	—	1,635	—	—	—	1,635
Issuance of common stock, net	325	(184)	—	—	—	141
Contributions from noncontrolling interests	—	—	—	—	—	—
Distributions to noncontrolling interests	—	—	—	—	(6,750)	(6,750)
Balance - June 30, 2023	$ 51,970	$ 1,143,532	$ 217,571	$ (45,479)	$ 607	$ 1,368,201

	Six Months Ended June 30, 2023					
(in thousands)	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total Equity
Balance - December 31, 2022	$ 51,521	$ 1,140,933	$ 304,301	$ (47,037)	$ (7,734)	$ 1,441,984
Net income (loss)	—	—	(86,730)	—	21,037	(65,693)
Other comprehensive income	—	—	—	1,558	554	2,112
Share-based compensation	—	3,030	—	—	—	3,030
Issuance of common stock, net	449	(431)	—	—	—	18
Contributions from noncontrolling interests	—	—	—	—	2,000	2,000
Distributions to noncontrolling interests	—	—	—	—	(15,250)	(15,250)
Balance - June 30, 2023	$ 51,970	$ 1,143,532	$ 217,571	$ (45,479)	$ 607	$ 1,368,201

(17) Other Comprehensive Income (Loss)

ASC 220, *Comprehensive Income*, establishes standards for reporting comprehensive income and its components in the consolidated financial statements. The Company reports the change in pension benefit plan assets/liabilities, cumulative foreign currency translation and the unrealized gain (loss) of investments as components of accumulated other comprehensive income (loss) ("AOCI").

The components of other comprehensive income (loss) and the related tax effects for the three and six months ended June 30, 2024 and 2023 were as follows:

(in thousands)	Three Months Ended June 30, 2024 Before-Tax Amount	Three Months Ended June 30, 2024 Tax (Expense) Benefit	Three Months Ended June 30, 2024 Net-of-Tax Amount	Three Months Ended June 30, 2023 Before-Tax Amount	Three Months Ended June 30, 2023 Tax (Expense) Benefit	Three Months Ended June 30, 2023 Net-of-Tax Amount
Other comprehensive income (loss):						
Defined benefit pension plan adjustments	$ 438	$ (117)	$ 321	$ 411	$ (115)	$ 296
Foreign currency translation adjustments	(869)	166	(703)	562	(34)	528
Unrealized gain (loss) in fair value of investments	153	(28)	125	(751)	159	(592)
Total other comprehensive income (loss)	(278)	21	(257)	222	10	232
Less: Other comprehensive income (loss) attributable to noncontrolling interests	(193)	—	(193)	401	—	401
Total other comprehensive loss attributable to Tutor Perini Corporation	$ (85)	$ 21	$ (64)	$ (179)	$ 10	$ (169)

(in thousands)	Six Months Ended June 30, 2024 Before-Tax Amount	Six Months Ended June 30, 2024 Tax (Expense) Benefit	Six Months Ended June 30, 2024 Net-of-Tax Amount	Six Months Ended June 30, 2023 Before-Tax Amount	Six Months Ended June 30, 2023 Tax Expense	Six Months Ended June 30, 2023 Net-of-Tax Amount
Other comprehensive income (loss):						
Defined benefit pension plan adjustments	$ 875	$ (233)	$ 642	$ 826	$ (229)	$ 597
Foreign currency translation adjustments	(1,951)	321	(1,630)	902	(124)	778
Unrealized gain (loss) in fair value of investments	(148)	37	(111)	934	(197)	737
Total other comprehensive income (loss)	(1,224)	125	(1,099)	2,662	(550)	2,112
Less: Other comprehensive income (loss) attributable to noncontrolling interests	(660)	—	(660)	554	—	554
Total other comprehensive income (loss) attributable to Tutor Perini Corporation	$ (564)	$ 125	$ (439)	$ 2,108	$ (550)	$ 1,558

The changes in AOCI balances by component (after tax) attributable to Tutor Perini Corporation and attributable to noncontrolling interests during the three and six months ended June 30, 2024 and 2023 were as follows:

(in thousands)	Three Months Ended June 30, 2024 Defined Benefit Pension Plan	Foreign Currency Translation	Unrealized Gain (Loss) in Fair Value of Investments, Net	Accumulated Other Comprehensive Income (Loss)
Attributable to Tutor Perini Corporation:				
Balance as of March 31, 2024	$ (29,033)	$ (7,321)	$ (3,808)	$ (40,162)
Other comprehensive income (loss) before reclassifications	—	(463)	108	(355)
Amounts reclassified from AOCI	321	—	(30)	291
Total other comprehensive income (loss)	321	(463)	78	(64)
Balance as of June 30, 2024	$ (28,712)	$ (7,784)	$ (3,730)	$ (40,226)
Attributable to Noncontrolling Interests:				
Balance as of March 31, 2024	$ —	$ (811)	$ (387)	$ (1,198)
Other comprehensive income (loss)	—	(240)	47	(193)
Balance as of June 30, 2024	$ —	$ (1,051)	$ (340)	$ (1,391)

(in thousands)	Six Months Ended June 30, 2024 Defined Benefit Pension Plan	Foreign Currency Translation	Unrealized Gain (Loss) in Fair Value of Investments, Net	Accumulated Other Comprehensive Income (Loss)
Attributable to Tutor Perini Corporation:				
Balance as of December 31, 2023	$ (29,354)	$ (6,893)	$ (3,540)	$ (39,787)
Other comprehensive loss before reclassifications	—	(891)	(205)	(1,096)
Amounts reclassified from AOCI	642	—	15	657
Total other comprehensive income (loss)	642	(891)	(190)	(439)
Balance as of June 30, 2024	$ (28,712)	$ (7,784)	$ (3,730)	$ (40,226)
Attributable to Noncontrolling Interests:				
Balance as of December 31, 2023	$ —	$ (312)	$ (419)	$ (731)
Other comprehensive income (loss)	—	(739)	79	(660)
Balance as of June 30, 2024	$ —	$ (1,051)	$ (340)	$ (1,391)

(in thousands)	Three Months Ended June 30, 2023 Defined Benefit Pension Plan	Foreign Currency Translation	Unrealized Gain (Loss) in Fair Value of Investments, Net	Accumulated Other Comprehensive Income (Loss)
Attributable to Tutor Perini Corporation:				
Balance as of March 31, 2023	$ (32,336)	$ (7,010)	$ (5,964)	$ (45,310)
Other comprehensive income (loss) before reclassifications	—	90	(598)	(508)
Amounts reclassified from AOCI	296	—	43	339
Total other comprehensive income (loss)	296	90	(555)	(169)
Balance as of June 30, 2023	$ (32,040)	$ (6,920)	$ (6,519)	$ (45,479)
Attributable to Noncontrolling Interests:				
Balance as of March 31, 2023	$ —	$ (780)	$ (797)	$ (1,577)
Other comprehensive income (loss)	—	438	(37)	401
Balance as of June 30, 2023	$ —	$ (342)	$ (834)	$ (1,176)

(in thousands)		Six Months Ended June 30, 2023 Defined Benefit Pension Plan	Foreign Currency Translation	Unrealized Gain (Loss) in Fair Value of Investments, Net	Accumulated Other Comprehensive Income (Loss)
Attributable to Tutor Perini Corporation:					
Balance as of December 31, 2022	$	(32,637)	$ (7,241)	$ (7,159)	$ (47,037)
Other comprehensive income before reclassifications		—	321	573	894
Amounts reclassified from AOCI		597	—	67	664
Total other comprehensive income		597	321	640	1,558
Balance as of June 30, 2023	$	(32,040)	$ (6,920)	$ (6,519)	$ (45,479)
Attributable to Noncontrolling Interests:					
Balance as of December 31, 2022	$	—	$ (799)	$ (931)	$ (1,730)
Other comprehensive income		—	457	97	554
Balance as of June 30, 2023	$	—	$ (342)	$ (834)	$ (1,176)

The significant items reclassified out of AOCI and the corresponding location and impact on the Condensed Consolidated Statements of Operations during the three and six months ended June 30, 2024 and 2023 were as follows:

(in thousands)	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Component of AOCI:				
Defined benefit pension plan adjustments [(a)]	$ 438	$ 411	$ 875	$ 826
Income tax benefit [(b)]	(117)	(115)	(233)	(229)
Net of tax	$ 321	$ 296	$ 642	$ 597
Unrealized (gain) loss in fair value of investment adjustments [(a)]	$ (38)	$ 55	$ 19	$ 85
Income tax expense (benefit) [(b)]	8	(12)	(4)	(18)
Net of tax	$ (30)	$ 43	$ 15	$ 67

(a) Amounts included in other income, net on the Condensed Consolidated Statements of Operations.
(b) Amounts included in income tax (expense) benefit on the Condensed Consolidated Statements of Operations.

(18) Business Segments

The Company offers general contracting, pre-construction planning and comprehensive project management services, including planning and scheduling of manpower, equipment, materials and subcontractors required for the timely completion of a project in accordance with the terms and specifications contained in a construction contract. The Company also offers self-performed construction services: site work, concrete forming and placement, steel erection, electrical, mechanical, plumbing, and HVAC (heating, ventilation and air conditioning). As described below, the Company's business is conducted through three segments: Civil, Building and Specialty Contractors. These segments are determined based on how the Company's Chairman and Chief Executive Officer (chief operating decision maker) aggregates business units when evaluating performance and allocating resources.

The Civil segment specializes in public works construction and the replacement and reconstruction of infrastructure. The contracting services provided by the Civil segment include construction and rehabilitation of highways, bridges, tunnels, mass-transit systems, military facilities, and water management and wastewater treatment facilities.

The Building segment has significant experience providing services for private and public works customers in a number of specialized building markets, including: hospitality and gaming, transportation, healthcare, commercial offices, government facilities, sports and entertainment, education, correctional and detention facilities, biotech, pharmaceutical, industrial and technology.

The Specialty Contractors segment specializes in electrical, mechanical, plumbing, HVAC and fire protection systems for a full range of civil and building construction projects in the industrial, commercial, hospitality and gaming, and mass-transit end markets. This segment provides the Company with unique strengths and capabilities that allow the Company to position itself as a full-service contractor with greater control over scheduled work, project delivery, and cost and risk management.

To the extent that a contract is co-managed and co-executed among segments, the Company allocates the share of revenues and costs of the contract to each segment to reflect the shared responsibilities in the management and execution of the project.

The following tables set forth certain reportable segment information relating to the Company’s operations for the three and six months ended June 30, 2024 and 2023:

	Reportable Segments					
(in thousands)	Civil	Building	Specialty Contractors	Total	Corporate	Consolidated Total
Three Months Ended June 30, 2024						
Total revenue	$ 577,519	$ 433,797	$ 163,066	$ 1,174,382	$ —	$ 1,174,382
Elimination of intersegment revenue	(31,031)	(15,931)	50	(46,912)	—	(46,912)
Revenue from external customers	$ 546,488	$ 417,866	$ 163,116	$ 1,127,470	$ —	$ 1,127,470
Income (loss) from construction operations	$ 75,587	$ 5,047	$ (7,846)	$ 72,788 (a)	$ (32,295) (b)	$ 40,493
Capital expenditures	$ 9,479	$ 68	$ (30)	$ 9,517	$ 1,401	$ 10,918
Depreciation and amortization (c)	$ 10,727	$ 585	$ 574	$ 11,886	$ 2,120	$ 14,006
Three Months Ended June 30, 2023						
Total revenue	$ 555,553	$ 321,933	$ 136,323	$ 1,013,809	$ —	$ 1,013,809
Elimination of intersegment revenue	(1,430)	9,409	(37)	7,942	—	7,942
Revenue from external customers	$ 554,123	$ 331,342	$ 136,286	$ 1,021,751	$ —	$ 1,021,751
Income (loss) from construction operations	$ 105,407	$ (13,831)	$ (69,832)	$ 21,744 (d)	$ (19,356) (b)	$ 2,388
Capital expenditures	$ 9,643	$ 1,458	$ 256	$ 11,357	$ 1,470	$ 12,827
Depreciation and amortization (c)	$ 7,074	$ 455	$ 622	$ 8,151	$ 2,195	$ 10,346

(a) During the three months ended June 30, 2024, the Company’s income (loss) from construction operations was impacted by an unfavorable adjustment of $ 12.4 million ($ 9.1 million, or $ 0.17 per diluted share, after tax) due to the impact of a settlement on two completed Civil segment highway projects in the Northeast.

(b) Consists primarily of corporate general and administrative expenses. Corporate general and administrative expenses for the three months ended June 30, 2024 and 2023 included share-based compensation expense of $ 16.9 million ($ 12.4 million, or $ 0.23 per diluted share, after tax) and $ 2.6 million ($ 1.9 million, or $ 0.04 per diluted share, after tax), respectively. The increase in share-based compensation expense in the second quarter of 2024 was primarily due to a substantial increase in the Company’s stock price during the period, which impacted the fair value of liability-classified awards. These awards are remeasured at fair value at the end of each reporting period with the change in fair value recognized in earnings.

(c) Depreciation and amortization is included in income (loss) from construction operations.

(d) During the three months ended June 30, 2023, the Company’s income (loss) from construction operations was impacted by favorable adjustments totaling $ 58.1 million ($ 46.1 million, or $ 0.89 per diluted share, after tax) resulting from changes in estimates due to improved performance on a Civil segment mass-transit project in California; $ 35.8 million ($ 26.0 million, or $ 0.50 per diluted share, after tax) of unfavorable non-cash adjustments due to changes in estimates on the Specialty Contractors segment’s electrical and mechanical scope of a transportation project in the Northeast associated with a change in the expected recovery on certain unapproved change orders; a non-cash charge of $ 24.7 million ($ 18.0 million, or $ 0.35 per diluted share, after tax) that resulted from an adverse legal ruling on a Specialty Contractors segment educational facilities project in New York; and a $ 13.1 million ($ 10.2 million, or $ 0.20 per diluted share, after tax) unfavorable adjustment on a transportation project in the Northeast, split evenly between the Civil and Building segments, due to the settlement of certain change orders during project closeout.

	Reportable Segments					
(in thousands)	Civil	Building	Specialty Contractors	Total	Corporate	Consolidated Total
Six Months Ended June 30, 2024						
Total revenue	$ 1,080,341	$ 855,973	$ 327,946	$ 2,264,260	$ —	$ 2,264,260
Elimination of intersegment revenue	(61,688)	(26,165)	50	(87,803)	—	(87,803)
Revenue from external customers	$ 1,018,653	$ 829,808	$ 327,996	$ 2,176,457	$ —	$ 2,176,457
Income (loss) from construction operations	$ 146,330	$ 21,167	$ (26,158)	$ 141,339 [(a)]	$ (52,040) [(b)]	$ 89,299
Capital expenditures	$ 17,610	$ 285	$ 273	$ 18,168	$ 3,184	$ 21,352
Depreciation and amortization [(c)]	$ 20,981	$ 1,170	$ 1,172	$ 23,323	$ 4,265	$ 27,588
Six Months Ended June 30, 2023						
Total revenue	$ 933,777	$ 551,224	$ 333,071	$ 1,818,072	$ —	$ 1,818,072
Elimination of intersegment revenue	(29,784)	9,771	(8)	(20,021)	—	(20,021)
Revenue from external customers	$ 903,993	$ 560,995	$ 333,063	$ 1,798,051	$ —	$ 1,798,051
Income (loss) from construction operations	$ 123,419	$ (84,040)	$ (82,280)	$ (42,901) [(d)]	$ (36,656) [(b)]	$ (79,557)
Capital expenditures	$ 24,708	$ 3,475	$ 700	$ 28,883	$ 1,740	$ 30,623
Depreciation and amortization [(c)]	$ 14,055	$ 912	$ 1,241	$ 16,208	$ 4,546	$ 20,754

(a) During the six months ended June 30, 2024, the Company's income (loss) from construction operations was impacted by unfavorable adjustments of $ 12.4 million ($ 9.1 million, or $ 0.17 per diluted share, after tax) due to the impact of a settlement on two completed Civil segment highway projects in the Northeast and $ 12.0 million ($ 8.8 million, or $ 0.17 per diluted share, after tax) due to an arbitration ruling that only provided a partial award to the Company pertaining to a completed Specialty Contractors segment electrical project in New York. The period was also impacted by a favorable adjustment of $ 10.2 million ($ 7.5 million, or $ 0.14 per diluted share, after tax) on a Civil segment mass-transit project in California related to a dispute resolution and associated expected cost savings.

(b) Consists primarily of corporate general and administrative expenses. Corporate general and administrative expenses for the six months ended June 30, 2024 and 2023 included share-based compensation expense of $ 22.4 million ($ 16.5 million, or $ 0.31 per diluted share, after tax) and $ 5.6 million ($ 4.1 million, or $ 0.08 per diluted share, after tax), respectively. The increase in share-based compensation expense in the current-year period was primarily due to a substantial increase in the Company's stock price during the period, which impacted the fair value of liability-classified awards. These awards are remeasured at fair value at the end of each reporting period with the change in fair value recognized in earnings.

(c) Depreciation and amortization is included in income (loss) from construction operations.

(d) During the six months ended June 30, 2023, the Company's income (loss) from construction operations was impacted by an adverse legal ruling on a completed mixed-use project in New York, which resulted in a non-cash, pre-tax charge of $ 83.6 million ($ 60.1 million, or $ 1.16 per diluted share, after tax), of which $ 72.2 million impacted the Building segment and $ 11.4 million impacted the Specialty Contractors segment; $ 35.8 million ($ 26.0 million, or $ 0.50 per diluted share, after tax) of unfavorable non-cash adjustments due to changes in estimates on the Specialty Contractors segment's electrical and mechanical scope of a transportation project in the Northeast associated with a change in the expected recovery on certain unapproved change orders; net favorable adjustments of $ 30.1 million ($ 23.9 million, or $ 0.46 per diluted share, after tax) for a Civil segment mass-transit project in California that resulted from changes in estimates due to improved performance; a non-cash charge of $ 24.7 million ($ 18.0 million, or $ 0.35 per diluted share, after tax) that resulted from an adverse legal ruling on a Specialty Contractors segment educational facilities project in New York; and a $ 13.1 million ($ 10.2 million, or $ 0.20 per diluted share, after tax) unfavorable adjustment on a transportation project in the Northeast, split evenly between the Civil and Building segments, due to the settlement of certain change orders during project closeout.

TUTOR PERINI CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

UNAUDITED

A reconciliation of segment results to the consolidated income (loss) before income taxes is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	2024	2023	2024	2023
Income (loss) from construction operations	$ 40,493	$ 2,388	$ 89,299	$ (79,557)
Other income, net	5,838	3,058	11,149	9,475
Interest expense	(23,084)	(22,016)	(42,391)	(43,529)
Income (loss) before income taxes	$ 23,247	$ (16,570)	$ 58,057	$ (113,611)

Total assets by segment were as follows:

(in thousands)	As of June 30, 2024	As of December 31, 2023
Civil	$ 3,520,109	$ 3,539,608
Building	1,028,958	898,902
Specialty Contractors	246,128	307,171
Corporate and other [(a)]	(501,447)	(315,825)
Total assets	$ 4,293,748	$ 4,429,856

(a) Consists principally of cash, equipment, tax-related assets and insurance-related assets, offset by the elimination of assets related to intersegment revenue.

Major Customer

Revenue from a single customer with multiple projects, impacting the Civil, Building and Specialty Contractors segments, represented 19.0 % and 18.9 % of the Company's consolidated revenue for the three and six months ended June 30, 2024, respectively. Revenue from the same customer with multiple projects, impacting the Civil, Building and Specialty Contractors segments, represented 15.8 % and 17.4 % of the Company's consolidated revenue for the three and six months ended June 30, 2023, respectively .

TUTOR PERINI CORPORATION AND SUBSIDIARIES

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

The following discussion and analysis of our financial position as of June 30, 2024 and the results of our operations for the three and six months ended June 30, 2024 should be read in conjunction with other information, including the unaudited Condensed Consolidated Financial Statements and notes included in Part I, Item 1, Financial Information, of this Quarterly Report on Form 10-Q, the audited consolidated financial statements and accompanying notes to our Annual Report on Form 10-K for the year ended December 31, 2023, and the information contained under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023 and in Part II, Item 1A below.

Forward-Looking Statements

This Quarterly Report on Form 10-Q, including the "Management's Discussion and Analysis of Financial Condition and Results of Operations," contains forward-looking statements regarding future events and our future results, which are intended to be covered by the safe harbor provision for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts are statements that could be deemed forward-looking statements. Words such as "achieve," "anticipate," "assumes," "believes," "continue," "could," "estimate," "expects," "forecast," "hope," "intend," "may," "plan," "potential," "predict," "should," "will," "would," variations of such words and similar expressions are intended to identify such forward-looking statements. In addition, any statement that refers to projections of our future financial performance, our anticipated growth and trends in our businesses, and other characterizations of future events, outcomes or circumstances, or the timing of those events, outcomes or circumstances are forward-looking statements. Although such statements are based on currently available financial and economic data, as well as management's estimates and expectations, forward-looking statements are inherently uncertain and involve risks and uncertainties that could cause our actual results to differ materially from what may be inferred from the forward-looking statements. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. Factors potentially contributing to such differences include, among others:

- Unfavorable outcomes of existing or future litigation or dispute resolution proceedings against us or customers (project owners, developers, general contractors, etc.), subcontractors or suppliers, as well as failure to promptly recover significant working capital invested in projects subject to such matters;
- Revisions of estimates of contract risks, revenue or costs; economic factors such as inflation; the timing of new awards; or the pace of project execution, which has resulted and may continue to result in losses or lower than anticipated profit;
- Contract requirements to perform extra work beyond the initial project scope, which has and in the future could result in disputes or claims and adversely affect our working capital, profits and cash flows;
- Risks and other uncertainties associated with estimates and assumptions used to prepare our financial statements;
- Failure to meet contractual schedule requirements, which could result in higher costs and reduced profits or, in some cases, exposure to financial liability for liquidated damages and/or damages to customers, as well as damage to our reputation;
- Inability to attract and retain our key officers, and to adequately plan for their succession, and hire and retain personnel required to execute and perform on our contracts;
- Possible systems and information technology interruptions and breaches in data security and/or privacy;
- An inability to obtain bonding could have a negative impact on our operations and results;
- The impact of inclement weather conditions and other events outside of our control on projects;
- Risks related to our international operations, such as uncertainty of U.S. government funding, as well as economic, political, regulatory and other risks, including risks of loss due to acts of war, labor conditions and other unforeseeable events in countries where we do business, which could adversely affect our revenue and earnings;
- Increased competition and failure to secure new contracts;
- A significant slowdown or decline in economic conditions, such as those presented during a recession;
- Decreases in the level of government spending for infrastructure and other public projects;
- Client cancellations of, or reductions in scope under, contracts reported in our backlog;
- Risks related to government contracts and related procurement regulations;
- Failure of our joint venture partners to perform their venture obligations, which could impose additional financial and performance obligations on us, resulting in reduced profits or losses and/or reputational harm;
- Significant fluctuations in the market price of our common stock, which could result in substantial losses for stockholders and potentially subject us to securities litigation;
- Failure to meet our obligations under our debt agreements (especially in a high interest rate environment);
- Downgrades in our credit ratings;

- Violations of the U.S. Foreign Corrupt Practices Act and similar worldwide anti-bribery laws;
- Public health crises, such as COVID-19, have adversely impacted, and could in the future adversely impact, our business, financial condition and results of operations by, among other things, delaying the timing of project bids and/or awards and the timing of dispute resolutions and associated collections;
- Physical and regulatory risks related to climate change;
- Impairment of our goodwill or other indefinite-lived intangible assets; and
- The exertion of influence over the Company by our chairman and chief executive officer due to his position and significant ownership interest.

Executive Overview

Operating Results

Consolidated revenue for the three and six months ended June 30, 2024 was $1.1 billion and $2.2 billion, respectively, compared to $1.0 billion and $1.8 billion for the same periods in 2023. The growth for both periods was primarily driven by increased project execution activities on certain Building segment projects, including various healthcare and educational facility projects in California and a detention facility project in New York. The growth for both periods was also due to increased project execution activities on various Civil segment projects, including certain mass-transit projects in California, two airport projects in the Northern Mariana Islands and the tunneling component of an energy project in British Columbia, as well as the absence of certain prior-year net unfavorable adjustments, as discussed in more detail below in *Results of Segment Operations.* The growth for both periods was partially offset by reduced project execution activities on a completed transportation project in the Northeast.

Income from construction operations for the three and six months ended June 30, 2024 was $40.5 million and $89.3 million, respectively, compared to income from construction operations of $2.4 million and loss from construction operations of $79.6 million for the same periods in 2023. For the second quarter of 2024, the increase was principally due to contributions related to the increased project execution activities discussed above and the absence of certain prior-year net unfavorable adjustments, as discussed further below in *Results of Segment Operations*. The increase was partially offset by an unfavorable adjustment in the second quarter of 2024 of $12.4 million due to the impact of a settlement on two completed Civil segment highway projects in the Northeast. For the first six months of 2024, the improvement was due to the same factors mentioned above for the second quarter, as well as a favorable adjustment in the first quarter of 2024 of $10.2 million on a Civil segment mass-transit project in California related to a dispute resolution and associated expected cost savings, partially offset by an unfavorable adjustment of $12.0 million due to an arbitration ruling that only provided a partial award to the Company pertaining to a completed Specialty Contractors segment electrical project in New York. Furthermore, income from construction operations for the three and six months ended June 30, 2024 was negatively impacted by an increase in share-based compensation expense of $14.3 million and $16.8 million, respectively, as compared to the same periods in 2023. The increase in share-based compensation expense in both 2024 periods was primarily due to a substantial increase in the Company's stock price during the first and second quarters of 2024, which impacted the fair value of liability-classified awards. These awards are remeasured at fair value at the end of each reporting period with the change in fair value recognized in earnings.

Income tax expense was $7.3 million and $14.6 million for the three and six months ended June 30, 2024, respectively, compared to income tax expense of $0.2 million for the three months ended June 30, 2023, and an income tax benefit of $47.9 million for the six months ended June 30, 2023. See *Corporate, Tax and Other Matters* below for a discussion of the changes in the effective tax rate.

Diluted earnings per common share for the three and six months ended June 30, 2024 was $0.02 and $0.31, respectively, compared to diluted loss per common share of $0.72 and $1.68, respectively, for the same periods in 2023. The improvement for both periods in 2024 was primarily due to the factors discussed above that resulted in the positive change in income (loss) from construction operations for such periods.

Consolidated new awards for the three and six months ended June 30, 2024 totaled $1.6 billion and $2.4 billion, respectively, compared to $4.0 billion and $4.7 billion for the same periods in 2023. The 2023 periods included the award of the $2.95 billion Brooklyn Jail project in New York. The Civil and Building segments were the primary contributors to the new awards activity in the second quarter of 2024. The most significant new awards and contract adjustments in the second quarter of 2024 included the Company's proportionate share of its contract value for a $1.3 billion bridge replacement project in Connecticut; a $216 million airport terminal connectors project at Fort Lauderdale-Hollywood International Airport in Florida; $144 million of additional funding for certain mass-transit projects in California; a $136 million highway and bridge project in the Midwest; a $127 million electrical project in New York; a $74 million military facilities project in Guam; and $71 million of additional funding for various healthcare projects in California.

Consolidated backlog as of June 30, 2024 was $10.4 billion, up slightly compared to $10.2 billion as of December 31, 2023. As of June 30, 2024, the mix of backlog by segment was approximately 42% for Civil, 40% for Building and 18% for Specialty Contractors.

The following table presents the Company's backlog by business segment, reflecting changes from December 31, 2023 to June 30, 2024:

(in millions)	Backlog at December 31, 2023	New Awards[(a)]	Revenue Recognized	Backlog at June 30, 2024[(b)]
Civil	$ 4,240.6	$ 1,142.7	$ (1,018.7)	$ 4,364.6
Building	4,177.5	841.0	(829.8)	4,188.7
Specialty Contractors	1,740.3	453.3	(328.0)	1,865.6
Total	$ 10,158.4	$ 2,437.0	$ (2,176.5)	$ 10,418.9

(a) New awards consist of the original contract price of projects added to backlog plus or minus subsequent changes to the estimated total contract price of existing contracts.

(b) Backlog may differ from the transaction prices allocated to the remaining performance obligations as disclosed in Note 3 of the Notes to Condensed Consolidated Financial Statements. Such differences relate to the timing of executing a formal contract or receiving a notice to proceed. More specifically, backlog may include awards for which a contract has not yet been executed or a notice to proceed has not yet been issued, but for which there are no remaining major uncertainties that we will proceed with our work on the project (e.g., adequate funding is in place, we have received a notice of intent to award a contract, etc.).

The outlook for the Company's revenue growth over the next several years remains favorable. However, revenue growth could be hampered by unanticipated project delays or the timing of project bids, awards, commencements, ramp-up activities and completions. We anticipate that we will continue to win our share of significant new project awards resulting from long-term, well-funded capital spending plans by state, local and federal customers, as well as limited competition for some of the largest project opportunities.

Since 2014, voters in 43 states have approved 85 percent of over 3,000 state and local ballot measures, raising an estimated $342 billion in new and renewed revenue funding for transportation investments. The largest of these was in Los Angeles County, where Measure M, a half-cent sales tax increase, was approved in 2016 and is expected to generate $120 billion of funding over 40 years. Funding from this measure is supporting, and is expected to continue to support, several of the Company's current and prospective projects. Despite numerous interest rate increases since March 2022, rates are still at levels that we believe are conducive to continued spending on certain types of projects that have strong end-market demand with adequate available funding, such as mass transit, transportation, bridges, and healthcare, educational, and correctional and detention facilities, among others. Many economists believe that interest rates will begin to fall as early as September 2024, though the actual timing and extent of any reductions remains uncertain. Lower interest rates could support additional demand for continued infrastructure spending. In contrast, should interest rates rise, they could reach levels that may further negatively impact demand, especially for certain types of Building segment projects that have already been experiencing such impacts, such as commercial offices and tenant improvement projects, which tend to be more economically sensitive than projects handled by our Civil segment.

The bipartisan Infrastructure Investment and Jobs Act (the "Bipartisan Infrastructure Law" or "BIL"), enacted into law in November 2021, provides for $1.2 trillion of federal infrastructure funding, including $550 billion in new spending for improvements to the country's surface-transportation network and enhancements to core infrastructure. The law initiated the largest federal investment in public transit ever, the single largest dedicated bridge investment since the construction of the interstate highway system and the largest federal investment in passenger rail since the creation of Amtrak, all in addition to providing for regular annual spending for numerous infrastructure projects. This significant incremental funding is anticipated to be spent over the 10 years from its enactment through 2031, and much of it is allocated for investment in end markets that are directly aligned with the Company's market focus. Accordingly, the Company believes that this significant level of sustained, incremental funding has benefited, and will continue to favorably impact, the Company's current work and prospective opportunities over the next decade.

For a more detailed discussion of the operating performance of each business segment, corporate general and administrative expenses and other items, see *Results of Segment Operations*, *Corporate, Tax and Other Matters* and *Liquidity and Capital Resources* below.

Results of Segment Operations

The results of our Civil, Building and Specialty Contractors segments are discussed below.

Civil Segment

Revenue and income from construction operations for the Civil segment are summarized as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in millions)	2024	2023	2024	2023
Revenue	$ 546.5	$ 554.1	$ 1,018.7	$ 904.0
Income from construction operations	75.6	105.4	146.3	123.4

Revenue for the three months ended June 30, 2024 decreased slightly compared to the same period in 2023, primarily due to the absence of prior-year favorable adjustments, as described in the paragraph below, largely offset by a net increase in project execution activities in the current-year period. The net increase in project execution activities was primarily driven by certain mass-transit projects in California, two airport projects in the Northern Mariana Islands and the tunneling component of an energy project in British Columbia, partially offset by reduced project execution activities on a completed transportation project in the Northeast and a mass-transit project in the Midwest that is nearing completion. Revenue for the six months ended June 30, 2024 increased 13% compared to the same period in 2023, primarily due to net increased project execution activities on the same projects discussed above, partially offset by the absence of certain prior-year net favorable adjustments, as described in the paragraph below.

Income from construction operations for the three and six months ended June 30, 2024 was $75.6 million and $146.3 million, respectively, compared to $105.4 million and $123.4 million for the same periods in 2023. For the second quarter of 2024, the decrease was primarily due to the absence of prior-year favorable adjustments totaling $58.1 million on a mass-transit project in California associated with changes in estimates due to improved performance, as well as a current-year unfavorable adjustment of $12.4 million due to the impact of a settlement on two completed highway projects in the Northeast. The impact of these unfavorable changes was partially offset by contributions related to the net increased project execution activities discussed above. For the first six months of 2024, the increase was due to contributions related to the net increased project execution activities discussed above and a $10.2 million favorable adjustment on a mass-transit project in California related to a dispute resolution and associated expected cost savings. The increase was also due to the absence of a prior-year unfavorable adjustment of $13.1 million on a completed transportation project in the Northeast, split evenly between the Civil and Building segments, due to the settlement of certain change orders during project closeout. These improvements were mostly offset by the absence of prior-year net favorable adjustments totaling $30.1 million on a mass-transit project in California associated with changes in estimates due to improved performance and the unfavorable adjustment that impacted the second quarter of 2024, as discussed above.

Operating margin was 13.8% and 14.4% for the three and six months ended June 30, 2024, respectively, compared to 19.0% and 13.7% for the same periods in 2023. The changes in operating margin were principally due to the above-mentioned factors that drove the changes in revenue and income from construction operations.

New awards in the Civil segment totaled $814.5 million and $1.1 billion for the three and six months ended June 30, 2024, respectively, compared to $689.7 million and $1.1 billion for the same periods in 2023. The most significant new awards and contract adjustments in the second quarter of 2024 included the Company’s proportionate share of its contract value for a $1.3 billion bridge replacement project in Connecticut; $144 million of additional funding for certain mass-transit projects in California; a $136 million highway and bridge project in the Midwest; a $74 million military facilities project in Guam; and a $54 million bridge project in Minnesota.

Backlog for the Civil segment was $4.4 billion as of June 30, 2024 compared to $4.6 billion as of June 30, 2023. The segment continues to experience strong demand reflected in a large, multi-year pipeline of prospective projects, supported by substantial anticipated funding from various voter-approved transportation measures, the BIL, and by public agencies’ long-term spending plans. We believe that the Civil segment is well-positioned to capture its share of these prospective projects, but the timing of new awards remains uncertain.

Building Segment

Revenue and income (loss) from construction operations for the Building segment are summarized as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in millions)	2024	2023	2024	2023
Revenue	$ 417.9	$ 331.3	$ 829.8	$ 561.0
Income (loss) from construction operations	5.0	(13.8)	21.2	(84.0)

Revenue for the three months ended June 30, 2024 increased 26% compared to the same period in 2023, primarily due to increased project execution activities on various healthcare and educational facility projects in California and a detention facility project in New York. Revenue for the six months ended June 30, 2024 increased 48% compared to the same period in 2023, primarily due to contributions from the increased project execution activities mentioned above, as well as the absence of a prior-year unfavorable adjustment related to an adverse legal ruling on a completed mixed-use project in New York.

Income from construction operations for the three and six months ended June 30, 2024 was $5.0 million and $21.2 million, respectively, compared to loss from construction operations of $13.8 million and $84.0 million for the same periods in 2023. For the second quarter of 2024, the improvement was primarily due to the increased project execution activities discussed above, as well as the absence of a prior-year unfavorable adjustment of $13.1 million on a completed transportation project in the Northeast, split evenly between the Civil and Building segments, due to the settlement of certain change orders during project closeout. For the first six months of 2024, the significant improvement was principally due to the absence of the aforementioned prior-year unfavorable adjustment related to the adverse legal ruling on a completed mixed-use project in New York that resulted in a non-cash charge of $83.6 million, of which $72.2 million impacted the Building segment, as well as contributions related to the increased project execution activities discussed above.

Operating margin was 1.2% and 2.6% for the three and six months ended June 30, 2024, respectively, compared to (4.2)% and (15.0)% for the same periods in 2023. The improvements in operating margin were principally due to the aforementioned factors that drove the changes in revenue and income (loss) from construction operations.

New awards in the Building segment totaled $436.7 million and $841.0 million for the three and six months ended June 30, 2024, respectively, compared to $2.6 billion and $2.8 billion for the same periods in 2023. The 2023 periods included the award of the Brooklyn Jail project in New York. The most significant new awards and contract adjustments in the second quarter of 2024 included a $216 million airport terminal connectors project at Fort Lauderdale-Hollywood International Airport in Florida; $71 million of additional funding for various healthcare projects in California; and a $49 million government facility rehabilitation project in California. The proliferation of remote and hybrid work settings at many companies, along with continued higher interest rates, could continue to result in certain delayed or even canceled Building segment project opportunities, particularly in the corporate office end market. However, other Building segment end markets, such as correctional and detention facilities, healthcare, education, industrial/manufacturing, and hospitality and gaming, continue to show strong demand for new and renovated facilities.

Backlog for the Building segment was $4.2 billion as of June 30, 2024, down 6% compared to $4.5 billion as of June 30, 2023. We believe that the Building segment continues to experience strong customer demand as reflected by a large volume of prospective projects across various end markets and geographic locations, but the timing of new awards remains uncertain.

Specialty Contractors Segment

Revenue and loss from construction operations for the Specialty Contractors segment are summarized as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in millions)	2024	2023	2024	2023
Revenue	$ 163.1	$ 136.3	$ 328.0	$ 333.1
Loss from construction operations	(7.8)	(69.8)	(26.2)	(82.3)

Revenue for the three months ended June 30, 2024 increased 20% compared to the same period in 2023, partially due to the absence of prior-year unfavorable adjustments related to changes in estimates on the electrical and mechanical scope of a completed transportation project in the Northeast associated with a change in the expected recovery on certain unapproved change orders, as well as a prior-year adverse legal ruling on an educational facilities project in New York. The increase was partially offset by reduced project execution activities on an industrial facility project in Arizona and various electrical and mechanical projects in New York, all of which are complete or nearing completion. Revenue for the six months ended June 30, 2024 decreased 2% compared to the same period in 2023.

Loss from construction operations for the three and six months ended June 30, 2024 was $7.8 million and $26.2 million, respectively, compared to loss from construction operations of $69.8 million and $82.3 million for the same periods in 2023. For the second quarter of 2024, the improvement was primarily due to the absence of prior-year unfavorable adjustments, including $35.8 million due to changes in estimates on the electrical and mechanical scope of the above-mentioned transportation project in the Northeast, as well as a non-cash charge of $24.7 million on an educational facilities project in New York that resulted from an adverse court ruling. For the first six months of 2024, the improvement was primarily due to the absence of the same prior-year unfavorable adjustments as discussed above for the second quarter of 2024, as well as the absence of a prior-year unfavorable adjustment related to the adverse legal ruling on a completed mixed-use project in New York that resulted in a non-cash charge of $83.6 million, of which $11.4 million impacted the Specialty Contractors segment. The improvement was partially offset by an unfavorable adjustment of $12.0 million in the first quarter of 2024 due to an arbitration ruling pertaining to a completed electrical project in New York that only provided a partial award to the Company.

Operating margin was (4.8)% and (8.0)% for the three and six months ended June 30, 2024, respectively, compared to (51.2)% and (24.7)% for the same periods in 2023. The changes in operating margin were principally due to the aforementioned factors that drove the changes in revenue and loss from construction operations.

New awards in the Specialty Contractors segment totaled $313.0 million and $453.3 million for the three and six months ended June 30, 2024, respectively, compared to $716.3 million and $870.4 million for the same periods in 2023. The most significant new award in the second quarter of 2024 was a $127 million electrical project in New York.

Backlog for the Specialty Contractors segment was $1.9 billion as of June 30, 2024, up 2.1% compared to $1.8 billion as of June 30, 2023. The Specialty Contractors segment continues to be primarily focused on servicing the Company’s current and prospective large Civil and Building segment projects, particularly in the Northeast and California. We believe that the segment remains well-positioned to capture its share of new projects, leveraging the size and scale of our business units that operate in New York, Texas, Florida and California and the strong reputation held by these business units for high-quality work on large, complex projects.

Corporate, Tax and Other Matters

Corporate General and Administrative Expenses

Corporate general and administrative expenses were $31.5 million and $51.3 million during the three and six months ended June 30, 2024, respectively, compared to $18.6 million and $35.0 million for the same periods in 2023. The increase in the three and six months ended June 30, 2024 was primarily due to higher compensation-related expenses, mainly attributable to higher share-based compensation expense. The increase in share-based compensation expense was primarily due to a substantial increase in the Company’s stock price during the 2024 periods, which impacted the fair value of liability-classified awards. These awards are remeasured at fair value at the end of each reporting period with the change in fair value recognized in earnings.

Other Income, Net, Interest Expense and Income Tax (Expense) Benefit

	Three Months Ended June 30,		Six Months Ended June 30,	
(in millions)	2024	2023	2024	2023
Other income, net	$ 5.8	$ 3.1	$ 11.1	$ 9.5
Interest expense	(23.1)	(22.0)	(42.4)	(43.5)
Income tax (expense) benefit	(7.3)	(0.2)	(14.6)	47.9

Other income, net for the three and six months ended June 30, 2024 increased $2.7 million and $1.6 million, respectively, compared to the same periods in 2023.

Interest expense for the three months ended June 30, 2024 increased by $1.1 million compared to the same period in 2023. Interest expense for the six months ended June 30, 2024 decreased by $1.1 million compared to the same period in 2023.

The Company recognized an income tax expense of $7.3 million and $14.6 million for the three and six months ended June 30, 2024, respectively. The effective income tax rate was 31.3% and 25.1% for the three and six months ended June 30, 2024, respectively. The effective income tax rate for both the three and six months ended June 30, 2024 was higher than the 21.0% federal statutory income tax rate primarily due to non-deductible expenses and state income taxes (net of the federal tax benefit), partially offset by the earnings attributable to noncontrolling interests (for which income taxes are not the responsibility of the Company).

The Company recognized an income tax expense of $0.2 million for the three months ended June 30, 2023 and an income tax benefit of $47.9 million for the six months ended June 30, 2023. The effective income tax rate was (1.2)% and 42.2% for the three and six months ended June 30, 2023, respectively. The effective income tax rate for the three months ended June 30, 2023 was lower than the 21.0% federal statutory rate primarily due to the impact of a cumulative catch-up adjustment associated with the change in the Company's projected 2023 effective tax rate that resulted from the revision of the Company's forecast. The effective income tax rates for both periods were impacted by relatively large tax benefits generated against a forecasted pre-tax loss for the year, which magnified the impact these tax benefits had on the effective income tax rate. In periods with pre-tax losses, tax benefits generated during the period increase the effective income tax rate (and, thus, the income tax benefit to the Company) rather than decreasing the effective rate, as in periods with pre-tax income. The tax benefits that caused a higher effective tax rate primarily included the earnings attributable to noncontrolling interests (for which income taxes are not the responsibility of the Company) and state income taxes (net of the federal tax benefit), partially offset by non-deductible expenses.

Liquidity and Capital Resources

Liquidity is provided by available cash and cash equivalents, cash generated from operations, credit facilities and access to capital markets. We have a committed line of credit totaling $170.0 million, which may be used for revolving loans, letters of credit and/or general purposes. We believe that cash generated from operations, along with our unused credit capacity and available cash balances as of June 30, 2024, will be sufficient to fund working capital needs and debt maturities for the next 12 months and beyond, as discussed further in *Debt* below. We generated significant operating cash flow in the first six months of 2024 as discussed below in *Cash and Working Capital.* We expect strong operating cash flow to continue for the remainder of 2024, based on projected cash collections, both from project execution activities and the resolution of additional outstanding claims and unapproved change orders, including COVID-19-related cost recoveries from certain customers. For example, the cash collections associated with the above-mentioned settlement on two completed Civil segment highway projects in the Northeast are expected to have a significant positive impact on the Company's third-quarter cash generated from operations. In addition, we expect to benefit from the utilization of available net operating loss carryforwards to reduce our cash outflows for income taxes.

Cash and Working Capital

Cash and cash equivalents were $267.1 million as of June 30, 2024 compared to $380.6 million as of December 31, 2023. Cash immediately available for general corporate purposes was $84.1 million and $145.1 million as of June 30, 2024 and December 31, 2023, respectively, with the remainder being amounts held by our consolidated joint ventures and also our proportionate share of cash held by our unconsolidated joint ventures. Cash held by our joint ventures is available only for joint venture-related uses, including distributions to joint venture partners. In addition, our restricted cash and restricted investments totaled $146.6 million as of June 30, 2024 compared to $144.4 million as of December 31, 2023. Restricted cash and restricted investments at June 30, 2024 were primarily held to secure insurance-related contingent obligations and deposits.

During the six months ended June 30, 2024, net cash provided by operating activities was $151.4 million, the second-largest result for the first six months of any year since the merger between Tutor-Saliba Corporation and Perini Corporation in 2008. The net cash provided by operating activities for the 2024 period was primarily due to cash generated by earnings sources and a reduction in net project working capital. The reduction in net project working capital was primarily due to an increase in accounts payable, as a result of the timing of payments to subcontractors and vendors, partially offset by a decrease in billings in excess of costs and estimated earnings ("BIE"). During the six months ended June 30, 2023, net cash provided by operating activities was $77.7 million. The net cash provided by operating activities for the 2023 period was primarily due to a reduction in net project working capital, partially offset by cash utilized by earnings sources. The reduction in net project working capital was primarily due to a decrease in costs and estimated earnings in excess of billings ("CIE") and an increase in BIE, partially offset by an increase in accounts receivable.

Cash flow from operating activities for the first six months of 2024 increased $73.8 million compared to the same period in 2023. The increase in cash flow from operating activities for the first six months of 2024 compared to 2023 primarily reflects cash generated by earning sources in the current period compared to cash used by earnings sources in the same period last year, partially offset by a smaller reduction in net project working capital in the current period compared to the prior-year period. The smaller reduction in net project working capital in the 2024 period was primarily due to a current-year increase in CIE compared to a decrease last year, and a current-year decrease in BIE compared to an increase last year, partially offset by a current-year increase in accounts payable compared to a decrease last year. Both periods were positively impacted by collections associated with previously disputed matters.

Net cash used in investing activities during the first six months of 2024 was $24.0 million primarily due to the acquisition of property and equipment for projects (i.e., capital expenditures) totaling $21.4 million and net cash used in investment transactions of $4.1 million. Net cash used in investing activities during the first six months of 2023 was $29.2 million primarily due to the acquisition of property and equipment for projects totaling $30.6 million, as well as net cash used in investment transactions of $5.3 million, partially offset by proceeds from the sale of property and equipment of $6.8 million.

Net cash used in financing activities was $242.6 million for the first six months of 2024, which was primarily driven by a $202.9 million net repayment of debt (including the 2024 Senior Notes issuance of $400.0 million and the 2017 Senior Notes redemption of $500.0 million, as well as the $91.0 million principal repayment on the Term Loan B, all of which are discussed below in *Debt*), $25.1 million of payments for debt issuance costs related to debt transactions during the period and $12.4 million of distributions to noncontrolling interests. Net cash used in financing activities was $47.9 million for the first six months of 2023, which was primarily driven by a $33.8 million net repayment of debt and $13.3 million of net distributions to noncontrolling interests.

At June 30, 2024, we had working capital of $1.3 billion, a ratio of current assets to current liabilities of 1.65 and a ratio of debt to equity of 0.51, compared to working capital of $1.4 billion, a ratio of current assets to current liabilities of 1.66 and a ratio of debt to equity of 0.70 at December 31, 2023.

Debt

2024 Senior Notes Issuance and 2017 Senior Notes Redemption

On April 22, 2024, the Company issued $400.0 million in aggregate principal amount of 11.875% Senior Notes due April 30, 2029 (the “2024 Senior Notes”) in a private placement offering. Interest on the 2024 Senior Notes is payable in arrears semi-annually in April and October of each year, beginning in October 2024.

Prior to April 30, 2026, the Company may redeem the 2024 Senior Notes at a redemption price equal to 100% of the principal amount plus a “make-whole” premium described in the indenture. In addition, prior to April 30, 2026, the Company may redeem up to 40% of the original aggregate principal amount of the 2024 Senior Notes at a redemption price of 111.875% of their principal amount with the “net cash proceeds” received by the Company from one or more equity offerings, as described in the indenture. On or after April 30, 2026, the Company may redeem the 2024 Senior Notes at specified redemption prices described in the indenture. If the Company experiences certain change of control events, holders of the 2024 Senior Notes may require the Company to repurchase all or part of the 2024 Senior Notes at 101% of the principal amount thereof, plus accrued and unpaid interest to the redemption date.

The 2024 Senior Notes are senior unsecured obligations of the Company and are guaranteed by the Company’s existing and future subsidiaries that also guarantee obligations under the Company’s 2020 Credit Agreement. In addition, the indenture for the 2024 Senior Notes provides for customary covenants and includes customary events of default.

The proceeds of the 2024 Senior Notes, together with cash on hand, were used to redeem in full, all of the outstanding obligations in respect of the 2017 Senior Notes. The redemption of the 2017 Senior Notes occurred on May 2, 2024 (the “2017 Senior Notes Redemption”).

2020 Credit Agreement

On August 18, 2020, the Company entered into a credit agreement (as amended, the “2020 Credit Agreement”) with BMO Bank N.A. (f/k/a BMO Harris Bank N.A.), as Administrative Agent, Swing Line Lender and L/C Issuer and other lenders. The 2020 Credit Agreement originally provided for a $425.0 million term loan B facility (the “Term Loan B”) and a $175.0 million revolving credit facility (the “Revolver”), which was subsequently reduced to $170.0 million following the effectiveness of the 2024 Amendment (as defined and discussed below), with sub-limits for the issuance of letters of credit and swing line loans up to the aggregate amounts of $75.0 million and $10.0 million, respectively. Prior to the 2017 Senior Notes Redemption, if any of the 2017 Senior Notes had remained outstanding beyond certain dates, the maturities of the Term Loan B and the Revolver would have been subject to acceleration (“spring-forward maturity”). However, following the 2017 Senior Notes Redemption and the consummation of the 2024 Amendment, the spring-forward maturity of the Term Loan B is no longer in effect and the spring-forward maturity of the Revolver has been extended (as described below).

On April 15, 2024, the Company entered into an amendment in respect of the 2020 Credit Agreement (the “2024 Amendment”) which, among other changes, (1) extends the existing Revolver maturity date from August 18, 2025 to (a) if any tranche of the Term Loan B, any incremental term loan or any refinancing term loan (or any refinancing or replacement thereof) remains outstanding, the earlier of (i) May 20, 2027 and (ii) the date that is ninety (90) days prior to the final maturity of any tranche of the Term Loan B, any incremental term loan or any refinancing term loan (or any refinancing or replacement thereof), as applicable, and (b) if no obligations are outstanding with respect to any tranche of the Term Loan B, any incremental term loan or any refinancing term loan, August 18, 2027 and (2) permanently reduces the aggregate commitments in respect of the Revolver by $5.0 million from $175.0 million to $170.0 million. The 2024 Amendment became effective on May 2, 2024 upon the completion of the 2017 Senior Notes Redemption.

Subject to certain exceptions, at any time prior to maturity, the 2020 Credit Agreement provides the Company with the right to increase the commitments under the Revolver and/or to establish one or more term loan facilities in an aggregate amount up to (i) the greater of $173.5 million and 50% LTM EBITDA (as defined in the 2020 Credit Agreement) plus (ii) additional amounts if (A) in the case of pari passu first lien secured indebtedness, the First Lien Net Leverage Ratio (as defined in the 2020 Credit Agreement) does not exceed 1.35:1.00, (B) in the case of junior lien secured indebtedness, the Total Net Leverage Ratio, as defined in the 2020 Credit Agreement, does not exceed 3.50:1.00, and (C) in the case of unsecured indebtedness, (x) the Total Net Leverage Ratio does not exceed 3.50:1.00 or (y) the Fixed Charge Coverage Ratio (as defined in the 2020 Credit Agreement) is no less than 2.00:1.00. The balances of indebtedness used in the calculations of the First Lien Net Leverage Ratio and the Total Net Leverage Ratio include offsets for cash and cash equivalents available for general corporate purposes.

As of June 30, 2024, the Revolver had unused available borrowing capacity of $170.0 million, and the outstanding balance of the Term Loan B and the 2024 Senior Notes were $274.0 million and $400.0 million, respectively.

The 2020 Credit Agreement requires the Company to make prepayments on the Term Loan B in connection with certain asset sales, receipts of insurance proceeds, incurrences of certain indebtedness and annual excess cash flow (in each case, subject to certain customary exceptions). At December 31, 2023, current maturities of long-term debt in the accompanying Condensed Consolidated Balance Sheets included $91.0 million of principal on the Term Loan B, relating to the mandatory prepayment provision of the 2020 Credit Agreement in respect of annual excess cash flow. The $91.0 million principal prepayment, which was due by the first week of April 2024, was paid in February 2024.

Borrowings under the 2020 Credit Agreement bear interest at variable rates, which have increased since the latter part of 2022 due to changes in market conditions that resulted in increases in the Secured Overnight Financing Rate (“SOFR”) (and the London Interbank Offered Rate (“LIBOR”) prior to the transition to SOFR), in the case of the Term Loan B, and the administrative agent’s prime lending rate, in the case of the Revolver. Effective May 2, 2023, the 2020 Credit Agreement was amended to transition the Company’s original LIBOR option in respect of the Term Loan B to Adjusted Term SOFR. The average borrowing rates on the Term Loan B and the Revolver for the six months ended June 30, 2024 were approximately 10.2% and 12.0%, respectively. At June 30, 2024, the borrowing rates on the Term Loan B and the Revolver were 10.2% and 12.0%, respectively. For more information regarding the terms of our 2020 Credit Agreement, refer to Note 9 of the Notes to Condensed Consolidated Financial Statements.

The table below presents our actual and required First Lien Net Leverage ratio under the 2020 Credit Agreement for the period, which is calculated on a rolling four-quarter basis:

	Trailing Four Fiscal Quarters Ended June 30, 2024	
	Actual	**Required**
First lien net leverage ratio	1.15 to 1.00	≤ 2.25 : 1.00

The 2020 Credit Agreement requires, solely with respect to the Revolver, the Company and its restricted subsidiaries to maintain a maximum First Lien Net Leverage Ratio of 3.50:1.00, effective the fiscal quarter ended December 31, 2022 and increasing to 3.75:1.00 for the fiscal quarter ending March 31, 2023 and subsequently stepping down to 3.00:1.00 for the fiscal quarter ending June 30, 2023, 2.50:1.00 for the fiscal quarter ending September 30, 2023 and 2.25:1.00 for the fiscal quarter ending December 31, 2023 and each fiscal quarter thereafter. As of June 30, 2024, we were in compliance and expect to continue to be in compliance with the covenants under the 2020 Credit Agreement.

Contractual Obligations

Other than the issuance of the 2024 Senior Notes and redemption of our 2017 Senior Notes, as discussed above in *Debt*, there have been no material changes in our contractual obligations from those described in our Annual Report on Form 10-K for the year ended December 31, 2023.

Critical Accounting Policies and Estimates

Our significant accounting policies are described in Note 1 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2023. Our critical accounting estimates are also identified and discussed in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2023.

Recently Issued Accounting Pronouncements

See Note 2 of the Notes to Condensed Consolidated Financial Statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There has been no material change in our exposure to market risk from that described in Part II, Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2023.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as defined by Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (“Exchange Act”), as of the end of the period covered by this Quarterly Report on Form 10-Q was made under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures (a) were effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and (b) include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. – OTHER INFORMATION

Item 1. Legal Proceedings

In the ordinary course of our business, we are involved in various legal proceedings. We disclose information about certain pending legal proceedings pursuant to SEC rules and as we otherwise determine to be appropriate. For information on such pending matters, see Part I, Item 3 of our Annual Report on Form 10-K for the year ended December 31, 2023, updated by Note 11 of the Notes to Condensed Consolidated Financial Statements included in this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors

There have been no material changes to our risk factors as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2023.

Item 4. Mine Safety Disclosures

Section 1503 of the Dodd-Frank Wall Street Reform and Consumer Protection Act requires domestic mine operators to disclose violations and orders issued under the Federal Mine Safety and Health Act of 1977 (the “Mine Act”) by the federal Mine Safety and Health Administration. We do not own or operate any mines; however, we may be considered a mine operator as defined under the Mine Act because we provide construction services to customers in the mining industry. Accordingly, we provide information regarding mine safety violations and other mining regulation matters in Exhibit 95 to this Quarterly Report on Form 10-Q.

Item 5. Other Information

(c) Trading Plans

During the quarter ended June 30, 2024, no director or Section 16 officer adopted or terminated any Rule 10b5-1 trading arrangements or non-Rule 10b5-1 trading arrangements (in each case, as defined in Item 408(a) of Regulation S-K) .

Item 6. Exhibits

Exhibits	Description
3.1	Restated Articles of Organization of Tutor Perini Corporation, as filed with the Secretary of the Commonwealth of Massachusetts on May 22, 2024 (incorporated by reference to Exhibit 3.1 to Form 8-K filed on May 24, 2024).
3.2	Fifth Amended and Restated By-Laws of Tutor Perini Corporation, dated as of May 22, 2024 (incorporated by reference to Exhibit 3.2 to Form 8-K filed on May 24, 2024).
10.1*	Amendment to Restricted Stock Unit Award Agreement, dated June 13, 2024, by and between Tutor Perini Corporation and Ronald N. Tutor.
10.2*	Separation Agreement, dated July 25, 2024, by and between Tutor Perini Corporation and Michael F. Smithson.
31.1	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer 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.
95	Mine Safety Disclosure.
101.INS	XBRL Instance Document – The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
104	The cover page from the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, formatted in Inline XBRL (included as Exhibit 101).

* Management contract or compensatory plan or arrangement

SIGNATURE

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.

Tutor Perini Corporation

Dated: August 1, 2024	By: */s/ Ryan J. Soroka*
	Ryan J. Soroka
	Senior Vice President and Chief Financial Officer

Exhibit 10.1

Tutor Perini Corporation
15901 Olden Street
Sylmar, CA 91342
Telephone: 818.362.8391
Facsimile: 818.364.8451

Tutor Perini
CORPORATION

June 13, 2024

Ronald N. Tutor
VIA Email: Ron.Tutor@tutorperini.com

Re: Amendment to Ronald Tutor Restricted Stock Unit Award Agreement, dated March 8, 2023

Dear Ron:

Reference is made to your Restricted Stock Unit Award Agreement with Tutor Perini Corporation (the "***Company***"), dated March 8, 2023 (the "***RSU Agreement***"). Capitalized terms not otherwise defined in this letter agreement have the same meanings ascribed to such terms in the RSU Agreement.

Pursuant to the RSU Agreement, you received an award of 530,188 RSUs, which vest in substantially equal one-third installments on each of the first three anniversaries of the date of the RSU Agreement and are payable in shares of Stock following vesting (the "***Award***"). The Company and you mutually desire to provide that, following vesting (i) only a maximum of 500,000 RSUs subject to the Award shall be settled in shares of Stock and (ii) the remaining 30,188 RSUs subject to the Award shall be settled in cash.

Accordingly, the Company and you hereby acknowledge and agree that, notwithstanding anything to the contrary in the RSU Agreement, with respect to the 176,730 RSUs scheduled to vest on March 8, 2026 (the "***Vesting Date***"), following vesting, 30,188 of such vested RSUs shall be settled through the Company's payment to you of a lump sum cash payment equal to, for each vested RSU, the Fair Market Value (as defined in the Tutor Perini Corporation Omnibus Incentive Plan) of one share of Stock on the Vesting Date. Such cash payment will be paid to you, subject to all applicable taxes and withholdings, as soon as administratively practicable following the Vesting Date, but no later than March 15th of the calendar year following the Vesting Date. For the avoidance of doubt, the foregoing will not affect any other RSUs granted under the Award nor the vesting conditions of the Award.

Please indicate your acceptance of this letter agreement by signing below.

Tutor Perini Corporation

By: *Ryan J Soroka*
Name: Ryan Soroka
Title: Senior Vice President &
Chief Financial Officer

Agreed to and accepted by:

[signature]
Ronald N. Tutor

Date: June 13, 2024

Exhibit 10.2

SEPARATION AGREEMENT

This SEPARATION AGREEMENT (this "Agreement") is dated as of July 25, 2024, and entered into by and between Tutor Perini Corporation (the "Company") and Michael F. Smithson ("Executive"). Executive and the Company are each referred to herein as a "Party" and collectively as the "Parties."

WHEREAS, in connection with an internal reorganization, Executive left the Company effective June 21, 2024 (the "Termination Date"); and

WHEREAS, Executive and the Company wish to set forth the terms and conditions of the termination of Executive's employment with the Company and the related rights and obligations of the Parties, each as described in this Agreement.

NOW, THEREFORE, in consideration of the promises set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. Termination of Employment.

(a) *Termination Date; Resignation of Positions; Contractor Licenses.* Executive's employment with the Company was terminated on the Termination Date. Effective as of the Termination Date, Executive hereby resigns all positions that Executive may hold as an officer or director of the Company and any of the Company's subsidiaries or affiliates. Executive further agrees to sign any additional materials provided to Executive by the Company as necessary to (i) document such resignations and (ii) dissociate Executive from all applicable contractor licenses related to Executive's service to the Company.

(b) *Separation Benefits.* Provided that Executive (i) executes and does not revoke Executive's acceptance of this Agreement and (ii) remains in compliance with the terms and conditions set forth in this Agreement (including, without limitation, Section 4 hereof), Executive shall receive the following payments and benefits, less any applicable taxes and withholdings:

(i) Severance. Severance payments totaling $1,050,000, representing 14-months of base salary, which shall be paid in seven (7) monthly installments of $150,000 with the first payment to be made as soon as practicable following the conclusion of the Release Revocation Period (as defined herein) and each subsequent payment to be made on each of September 3, 2024; October 1, 2024; November 1, 2024; December 2, 2024; January 2, 2025; and February 3, 2025; respectively.

(ii) 2024 Annual Target Bonus. An aggregate amount equal to $900,000, representing 100% of Executive's 2024 target annual bonus, which shall be payable in a lump sum to Executive when 2024 annual bonuses are paid to other Company executives, and in all events by March 15, 2025.

(iii) COBRA Assistance. Provided that Executive timely elects continuation coverage with respect to group health plan coverage under the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended ("COBRA"), the Company will pay for the premiums incurred for Executive's and, where applicable, Executive's eligible dependents', coverage under the Company's group health plan (including medical, dental and vision) pursuant to COBRA until the 18-month anniversary of the Termination Date (or, if earlier, the date on which Executive becomes eligible for other employer-sponsored group health plan coverage or ceases to be eligible for COBRA continuation coverage for any reason). Executive shall immediately notify the Company upon becoming eligible for other employer-sponsored group health plan coverage or ceasing to be eligible for COBRA continuation coverage for any reason. Executive will be responsible for any taxes on all such payments or reimbursements. In the event that the COBRA benefits described above would subject the Company or any of its affiliates to any tax or penalty under the Patient Protection and Affordable Care Act or Section 105(h) of the Internal Revenue Code of 1986, as amended (the "Code"), Executive and the Company agree to work together in good faith to restructure the foregoing benefit.

(c) *Other Payments; Employment Agreement.* Executive acknowledges that Executive has received from the Company all amounts owed in connection with his employment, including, without limitation, salary, deferred compensation and bonuses, and as of the date hereof, Executive does not hold any unvested Company equity awards. Other than the compensation set forth in this Agreement, Executive acknowledges and agrees that Executive is not eligible to receive any severance pay or benefits from the Company or any other Company Party (as defined below), including under the terms of that certain Amended and Restated Employment Agreement between Executive and the Company dated May 23, 2021 (the "Employment Agreement"), the term of which expired by its terms on May 23, 2024. For the avoidance of doubt, Sections 8 and 11 of the Employment Agreement survived the expiration of the term of Employment Agreement and shall continue in effect in accordance with their terms, except as expressly modified hereby.

2. General Release of Claims.

(a) For good and valuable consideration, including the consideration set forth in Section 1(b) hereof, Executive knowingly and voluntarily (for and on behalf of Executive, Executive's family, and Executive's heirs, executors, administrators and assigns) hereby releases and forever discharges the Company and its affiliates, predecessors, successors and subsidiaries, and the foregoing entities' respective equity-holders, officers, directors, managers, members, partners, employees, agents, representatives, and other affiliated persons, and the Company's and its affiliates' benefit plans (and the fiduciaries and trustees of such plans) (collectively, the "Company Parties"), from liability for, and Executive hereby waives, any and all claims, damages, or causes of action of any kind related to Executive's employment with, or separation or termination from, any Company Party and any other acts or omissions related to any matter occurring on or prior to the date that Executive executes this Agreement, including (i) any alleged breach of contract, breach of the implied covenant of good faith and fair dealing, infliction of emotional harm, wrongful discharge, harassment, discrimination, retaliation, violation of public policy, defamation, impairment of economic opportunity, or alleged violation through such time of: (A) any federal, state or local anti-discrimination or anti-retaliation law, regulation or ordinance, including the Age Discrimination in Employment Act of 1967 (including as amended by the Older Workers Benefit Protection Act) ("ADEA"), Title VII of the Civil Rights Act of 1964, the Civil Rights Act of 1991, Sections 1981 through 1988 of Title 42 of the United States Code and the Americans with Disabilities Act of 1990; (B) the Employee Retirement Income Security Act of 1974 ("ERISA"); (C) the Immigration Reform Control Act; (D) the National Labor

Relations Act; (E) the Occupational Safety and Health Act; (F) the Family and Medical Leave Act of 1993; (G) the California Fair Employment and Housing Act; the California Family Rights Act; the California Labor Code; the California Business & Professions Code Section 17200; the California Constitution; the California Family Rights Act; the California Workers' Compensation Act; the California Equal Pay Law; the California Worker Adjustment and Retraining Notification (WARN) Act; the California False Claims Act, and the California Corporate Criminal Liability Act; (H) any federal, state or local wage and hour law; (I) any other local, state or federal law, regulation or ordinance; or (J) any public policy, contract, tort, or common law claim; (ii) any allegation for costs, fees, or other expenses including attorneys' fees incurred in or with respect to a Released Claim (as defined below); and (iii) any claim for compensation or benefits of any kind not expressly set forth in this Agreement (collectively, the "Released Claims"). This Agreement is not intended to indicate that any such claims exist or that, if they do exist, they are meritorious. Rather, Executive is simply agreeing that, in exchange for the consideration received by Executive pursuant to this Agreement, any and all potential claims of this nature that Executive may have against the Company Parties, regardless of whether they actually exist, are expressly settled, compromised and waived. **THIS RELEASE INCLUDES MATTERS ATTRIBUTABLE TO THE SOLE OR PARTIAL NEGLIGENCE (WHETHER GROSS OR SIMPLE) OR OTHER FAULT, INCLUDING STRICT LIABILITY, OF ANY OF THE COMPANY PARTIES.**

(b) In no event shall the Released Claims include (i) any claim that arises after the date that Executive signs this Agreement; (ii) any claim to vested benefits under an employee benefit plan that is subject to ERISA; (iii) any claim for breach of, or otherwise arising out of, this Agreement; or (iv) any claim for indemnification, advancement of expenses or D&O liability insurance coverage under any indemnification agreement with the Company, including, but not limited to, those contained in the Employment Agreement, the Company's governing documents or the Company's D&O insurance policies. Further notwithstanding this release of liability, nothing in this Agreement prevents Executive from filing any non-legally waivable claim (including a challenge to the validity of this Agreement) with the Equal Employment Opportunity Commission ("EEOC"), the National Labor Relations Board ("NLRB"), the California Civil Rights Department ("CRD"), or other comparable state or local agency or participating in (or cooperating with) any investigation or proceeding conducted by the EEOC, NLRB, CRD or other comparable state or local agency or cooperating in any such investigation or proceeding; however, subject to Section 4 hereof, Executive understands and agrees that Executive is waiving any and all rights to recover any monetary or personal relief from a Company Party as a result of such EEOC, NLRB, CRD or other comparable state or local agency or proceeding or subsequent legal actions.

(c) By signing below, Executive expressly waives any rights or benefits of Section 1542 of the Civil Code of the State of California, which provides as follows:

> "A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY."

3. Representations and Warranties Regarding Claims; Covenant Not to Sue.

(a) Executive represents and warrants that, as of the time at which Executive signs this Agreement, Executive has not filed or joined any claims, complaints, charges, or lawsuits against any of the Company Parties with any governmental agency or with any state or federal court or arbitrator for, or with respect to, a matter, claim, or incident that occurred or arose out of one or more occurrences that took place on or prior to the time at which Executive signs this Agreement. Executive further represents and warrants that Executive has not made any assignment, sale, delivery, transfer or conveyance of any rights Executive has asserted or may have against any of the Company Parties with respect to any Released Claim.

(b) In addition to waiving and releasing the Released Claims, Executive agrees never to sue any Company Party in any forum for any reason arising out of Executive's employment with the Company, including but not limited to the Released Claims; provided, however, that Executive may bring a claim against the Company to enforce this Agreement or to challenge the validity of this Agreement under the Age Discrimination in Employment Act and/or the Older Workers Benefit Protection Act. Executive agrees and acknowledges that if he breaks this promise not to sue, then Executive will pay for all costs, including reasonable attorneys' fees, incurred by the Company or any Company Party in defending any matter or proceeding covered by the promise not to sue.

4. Restrictive Covenants; Protected Disclosures. Executive reaffirms and agrees to honor his obligations under Section 8 of the Employment Agreement. For the avoidance of doubt, nothing in this Agreement or the Employment Agreement prohibits or restricts Executive from filing a charge or complaint with, or cooperating in any investigation with, the Securities and Exchange Commission, the Financial Industry Regulatory Authority, or any other governmental agency, entity or authority (each, a "Government Agency"), including providing documents or other information and reporting possible violations of law or regulation or other disclosures protected under the whistleblower provisions of applicable law or regulation, without notice to the Company or any Company Parties. This Agreement and the Employment Agreement do not limit Executive's right to receive an award for information provided to a Government Agency. In addition, nothing in this Agreement or the Employment Agreement prevents Executive from discussing or disclosing information about unlawful acts in the workplace, such as harassment or discrimination or any other conduct that Executive has reason to believe is unlawful.

5. Executive's Acknowledgements. Executive acknowledges and agrees that the release given above includes a waiver and release of any and all claims which Executive has or may have against the Company Parties, individually and collectively, including, without limitation, any and all claims under the ADEA. The waiver and release set forth above does not waive rights or claims that may arise under the ADEA after the date on which Executive signs this Agreement. By executing and delivering this Agreement, Executive expressly acknowledges that:

(a) Executive has been given at least 21 days to review and consider this Agreement. If Executive signs this Agreement before the expiration of 21 days after Executive's receipt of this Agreement, Executive has knowingly and voluntarily waived any longer consideration period than the one provided to Executive. No changes (whether material or immaterial) to this Agreement shall restart the running of this 21-day period;

(b) Executive is not induced by the Company through fraud, misrepresentation or a threat to withdraw or alter the offer prior to the expiration of 21 days after Executive's receipt of this Agreement or by providing different terms to those who sign such an agreement before the expiration of such time period;

(c) Executive is receiving, pursuant to this Agreement, consideration in addition to anything of value to which Executive is already entitled;

(d) Executive has been advised, and hereby is advised in writing, to discuss this Agreement with an attorney of Executive's choice and that Executive has had an adequate opportunity to do so prior to executing this Agreement;

(e) Executive fully understands the final and binding effect of this Agreement; the only promises made to Executive to sign this Agreement are those stated herein; and Executive is signing this Agreement knowingly, voluntarily and of Executive's own free will, and that Executive understands and agrees to each of the terms of this Agreement;

(f) The only matters relied upon by Executive in causing Executive to sign this Agreement are the provisions set forth in writing within the four corners of this Agreement; and

(g) No Company Party has provided any tax or legal advice regarding this Agreement, and Executive has had an adequate opportunity to receive sufficient tax and legal advice from advisors of Executive's own choosing such that Executive enters into this Agreement with full understanding of the tax and legal implications thereof.

6. **Revocation Right**. Notwithstanding the initial effectiveness of this Agreement upon execution by the Parties, Executive may revoke the delivery (and therefore the effectiveness) of this Agreement within the seven-day period beginning on the date that he signs this Agreement (such seven-day period being referred to herein as the "Release Revocation Period"). To be effective, such revocation must be in writing signed by Executive and must be delivered personally or by courier to the Company so that it is received by Gino Cesario, no later than 11:59 pm CT on the last day of the Release Revocation Period. If an effective revocation is delivered in the foregoing manner and timeframe, the release of claims set forth in Section 2 will be of no force or effect and Executive will not receive the benefits set forth in Section 1(b) hereof.

7. **Governing Law; Arbitration**. This Agreement shall be governed by the laws of the State of California without reference to its principles of conflict of law. Any dispute or claim arising out of or in connection with this Agreement or relating in any way to Executive's employment, including any dispute regarding the enforceability, interpretation, construction or breach of this Agreement, will be resolved exclusively by binding arbitration in accordance with the then-applicable JAMS rules, policies, and/or procedures for employment-related disputes provided, however, that any claims, which by law may not be submitted to arbitration are not covered by this arbitration provision. This means that both Executive and the Company give up the right to have any dispute decided in court by a jury; instead, a neutral arbitrator whose decision is final and binding will resolve it, subject to judicial review as provided by law. **Furthermore, any such dispute or claim shall be brought in an individual capacity, and not as a plaintiff or class member in any purported or actual class or collective action proceeding except where**

applicable law prohibits a class or collective action waiver. A copy of the JAMS Employment Arbitration Rules and Procedures can be found online at www.jamsadr.com/rules-employment-arbitration/. There will be one arbitrator appointed in accordance with said rules and a written arbitration decision will reveal the essential findings and conclusions on which the award is based. The arbitrator will conduct any arbitration consistent with the rules. For any claims arising out of Executive's employment, the Company will pay for all arbitration fees that Executive would not otherwise incur in a court of law and that are unique for arbitration. The arbitrator will have the authority to determine the arbitrability of a dispute between the parties. The arbitrator will not have authority to award attorneys' fees unless a statute or contract at issue in the dispute authorizes the award of attorneys' fees to the prevailing party, in which case the arbitrator will have the authority to make an award of attorneys' fees as required or permitted by applicable law. If there is a dispute as to who is the prevailing party in the arbitration, the arbitrator will decide this issue. This Agreement is intended to supplement, and not supersede, any remedies or claims that may be available under applicable common and/or statutory law, including, without limitation, any common law and/or statutory claims relating to the misappropriation of trade secrets and/or unfair business practices. For the avoidance of doubt, the arbitration provisions contained herein supersede all prior and contemporaneous agreements and understandings, oral or written, between Executive and any Company Party with regard to such subject matter.

8. Counterparts. This Agreement may be executed in several counterparts, including by .PDF or .GIF attachment to email or by facsimile, each of which is deemed to be an original, and all of which taken together constitute one and the same agreement.

9. Amendment; Entire Agreement. This Agreement may not be changed orally but only by an agreement in writing agreed to and signed by the Company and Executive. This Agreement and the Award Agreements constitute the entire agreement of the Parties with regard to the subject matter hereof and, unless otherwise expressly stated herein, supersede all prior and contemporaneous agreements and understandings, oral or written, between Executive and any Company Party with regard to the subject matter hereof.

10. Third-Party Beneficiaries. Executive expressly acknowledges and agrees that each Company Party that is not a party to this Agreement shall be a third-party beneficiary of Section 2 hereof and entitled to enforce such provisions as if it were a party hereto.

11. Further Assurances. Executive shall, and shall cause Executive's affiliates, representatives and agents to, from time to time at the request of the Company and without any additional consideration, furnish the Company with such further information or assurances, execute and deliver such additional documents, instruments and conveyances, and take such other actions and do such other things, as may be reasonably necessary or desirable, as determined in the sole discretion of the Company, to carry out the provisions of this Agreement.

12. Severability; Waiver. Any term or provision of this Agreement (or part thereof) that renders such term or provision (or part thereof) or any other term or provision (or part thereof) hereof invalid or unenforceable in any respect shall be severable and shall be modified or severed to the extent necessary to avoid rendering such term or provision (or part thereof) invalid or unenforceable, and such modification or severance shall be accomplished in the manner that most nearly preserves the benefit of the Parties' bargain hereunder. Any Party's waiver of another

Party's compliance with any provision of this Agreement is not a waiver of any other provision of this Agreement or of any subsequent breach by such Party of a provision of this Agreement. No delay on the part of any Party in exercising any right, power or privilege hereunder shall operate as a waiver thereof.

13. **Interpretation**. The Section headings have been inserted for purposes of convenience and shall not be used for interpretive purposes. The words "hereof," "herein" and "hereunder" and other compounds of the word "here" shall refer to the entire Agreement and not to any particular provision hereof. The use herein of the word "including" following any general statement, term or matter shall not be construed to limit such statement, term or matter to the specific items or matters set forth immediately following such word or to similar items or matters, whether or not non-limiting language (such as "without limitation", "but not limited to", or words of similar import) is used with reference thereto, but rather shall be deemed to refer to all other items or matters that could reasonably fall within the broadest possible scope of such general statement, term or matter. The word "or" as used herein is not exclusive and is deemed to have the meaning "and/or." Unless the context requires otherwise, all references herein to a law, agreement, instrument or other document shall be deemed to refer to such law, agreement, instrument or other document as amended, supplemented, modified and restated from time to time to the extent permitted by the provisions thereof. Neither this Agreement nor any uncertainty or ambiguity herein shall be construed against any Party, whether under any rule of construction or otherwise. This Agreement has been reviewed by each of the Parties and shall be construed and interpreted according to the ordinary meaning of the words used so as to fairly accomplish the purposes and intentions of the Parties.

14. **No Assignment**. No right to receive payments and benefits under this Agreement shall be subject to set off, offset, anticipation, commutation, alienation, assignment, encumbrance, charge, pledge or hypothecation or to execution, attachment, levy, or similar process or assignment by operation of law.

15. **Withholdings; Deductions**. The Company may withhold and deduct from any payments or benefits made or to be made pursuant to this Agreement (a) all federal, state, local and other taxes as may be required pursuant to any law or governmental regulation or ruling and (b) any other deductions consented to in writing by Executive.

16. **Notice.** All notices, demands, requests, or other communications which may be or are required to be given or made by any party to any other party pursuant to this Agreement shall be in writing and shall be hand delivered, mailed by first-class registered or certified mail, return receipt requested, postage prepaid, delivered by overnight air courier, or transmitted by e-mail addressed as follows:

If to the Company:

Tutor Perini Corporation
15901 Olden Street
Sylmar, California 91342
Attention: Gino Cesario, Vice President, Human Resources
Email: gino.cesario@tutorperini.com

If to Executive:

Michael F. Smithson
26907 Woodlands Drive
Valencia, CA 91355
Email: mfsmithson@gmail.com

Each Party may designate by notice in writing a new address to which any notice, demand, request or communication may thereafter be so given, served or sent. Each notice, demand, request, or communication that shall be given or made in the manner described above shall be deemed sufficiently given or made for all purposes at such time as it is delivered to the addressee (with the return receipt, the delivery receipt, confirmation of e-mail transmission or the affidavit of messenger being deemed conclusive but not exclusive evidence of such delivery) or at such time as delivery is refused by the addressee upon presentation.

17. Section 409A. This Agreement and the benefits provided hereunder are intended be exempt from, or compliant with, the requirements of Section 409A of the Code, and the Treasury regulations and other guidance issued thereunder (collectively, "Section 409A") and shall be construed and administered in accordance with such intent. Each installment payment under this Agreement shall be deemed and treated as a separate payment for purposes of Section 409A. Notwithstanding the foregoing, the Company makes no representations that the benefits provided under this Agreement are exempt from the requirements of Section 409A and in no event shall the Company or any other Company Party be liable for all or any portion of any taxes, penalties, interest or other expenses that may be incurred by Executive on account of non-compliance with Section 409A. If required to comply with to Section 409A, payment of amounts that constitute nonqualified deferred compensation pursuant to Section 409A owed to Executive within the six-month period following the Termination Date shall be delayed until after such six-month period has elapsed.

IN WITNESS WHEREOF, the Parties have executed this Agreement on the date first written above.

EXECUTIVE

Michael F. Smithson

Michael F. Smithson

TUTOR PERINI CORPORATION

By: ____________________

Name: Ronald N. Tutor

Title: Chairman and Chief Executive Officer

Exhibit 31.1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Ronald N. Tutor, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Tutor Perini Corporation (the “registrant”);

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

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

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

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

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

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

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

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

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

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

Date: August 1, 2024

/s/ Ronald N. Tutor

Ronald N. Tutor
Chairman and Chief Executive Officer

Exhibit 31.2

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Ryan J. Soroka, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Tutor Perini Corporation (the “registrant”);

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

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

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

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

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

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

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

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

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

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

Date: August 1, 2024

/s/ Ryan J. Soroka

Ryan J. Soroka

Senior Vice President and Chief Financial Officer

Exhibit 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**

In connection with the Quarterly Report of Tutor Perini Corporation (the “Company”) on Form 10-Q for the period ended June 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Ronald N. Tutor, Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Date: August 1, 2024	/s/ Ronald N. Tutor
	Ronald N. Tutor
	Chairman and Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Tutor Perini Corporation and will be retained by Tutor Perini Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 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

In connection with the Quarterly Report of Tutor Perini Corporation (the "Company") on Form 10-Q for the period ended June 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ryan J. Soroka, Senior Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Date: August 1, 2024

/s/ Ryan J. Soroka

Ryan J. Soroka

Senior Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Tutor Perini Corporation and will be retained by Tutor Perini Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 95

MINE SAFETY DISCLOSURE

Section 1503 of the Dodd-Frank Wall Street Reform and Consumer Protection Act requires domestic mine operators to disclose violations and orders issued under the Federal Mine Safety and Health Act of 1977 (the “Mine Act”) by the federal Mine Safety and Health Administration (“MSHA”). We do not act as the owner of any mines; however, we may be considered a mine operator as defined under the Mine Act because we provide construction services to customers in the mining industry. Due to timing and other factors, the data below may not agree with the mine data retrieval system maintained by MSHA.

The following table provides information for the quarter ended June 30, 2024.

Mine (1)	Mine Act §104 Violations (2)	Mine Act §104(b) Orders (3)	Mine Act §104(d) Citations and Orders (4)	Mine Act §110(b)(2) Violations (5)	Mine Act §107(a) Orders (6)	Proposed Assessments from MSHA (In dollars ($))	Mining Related Fatalities	Mine Act §104(e) Notice (yes/no) (7)	Pending Legal Action before Federal Mine Safety and Health Review Commission (yes/no)
Blue Creek Mine No. 1	7	—	—	—	—	$ 1,304	—	No	No
Buchanan Mine #1	1	—	—	—	—	$ —	—	No	No
Warrior Met - No. 4	2	—	—	—	—	$ 3,032	—	No	No

(1) United States mines.

(2) The total number of violations received from MSHA under §104 of the Mine Act, which includes citations for health or safety standards that could significantly and substantially contribute to a serious injury if left unabated.

(3) The total number of orders issued by MSHA under §104(b) of the Mine Act, which represents a failure to abate a citation under §104(a) within the period of time prescribed by MSHA.

(4) The total number of citations and orders issued by MSHA under §104(d) of the Mine Act for unwarrantable failure to comply with mandatory health or safety standards.

(5) The total number of flagrant violations issued by MSHA under §110(b)(2) of the Mine Act.

(6) The total number of orders issued by MSHA under §107(a) of the Mine Act for situations in which MSHA determined an imminent danger existed.

(7) A written notice from the MSHA regarding a pattern of violations, or a potential to have such pattern under §104(e) of the Mine Act.