

---

---

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

---

**FORM 8-K/A**  
(Amendment No. 1)

---

**Current Report  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 23, 2025**

---

**Dycom Industries, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

---

**Florida**  
(State or other jurisdiction  
of incorporation)

**001-10613**  
(Commission  
File Number)

**59-1277135**  
(IRS Employer  
Identification No.)

**300 Banyan Blvd., Suite 1101  
West Palm Beach, FL 33401**  
(Address of principal executive offices, including zip code)

**(561) 627-7171**  
(Registrant's telephone number, including area code)

**Not applicable**  
(Former name or former address, if changed since last report)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.33 1/3 per share	DY	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

---

---

## EXPLANATORY NOTE

This Current Report on Form 8-K/A (this “Amendment”) is being filed by Dycom Industries, Inc., a Florida corporation (the “Company”), to amend the Current Report on Form 8-K (the “Prior 8-K”) filed with the Securities and Exchange Commission on December 23, 2025, in connection with the completion of the Company’s previously announced acquisition of Power Solutions, LLC, a Maryland limited liability company (“Power Solutions”), pursuant to that certain Unit Purchase Agreement, dated as of November 18, 2025, by and among the Company, Power Solutions and Project Eastern Shore, LLC, a Maryland limited liability company.

The Company is filing this Amendment solely to provide (i) the audited financial statements of Power Solutions as of and for the year ended December 31, 2024 and unaudited financial statements for the nine months ended September 30, 2025, referred to in Item 9.01(a) below, and (ii) unaudited pro forma condensed combined financial information as of and for the nine months ended October 25, 2025, and for the year ended January 25, 2025, referred to in Item 9.01(b) below. This Amendment does not otherwise modify or update any disclosures in the Prior 8-K.

### **Item 9.01 Financial Statements and Exhibits.**

#### **(a) Financial Statements of Business Acquired.**

Power Solutions’ audited financial statements as of and for the year ended December 31, 2024 and unaudited financial statements as of and for the nine months ended September 30, 2025 are attached hereto as Exhibits 99.1 and 99.2, respectively, and incorporated herein by reference to this Item 9.01(a).

#### **(b) Pro Forma Financial Information.**

The unaudited pro forma condensed combined financial information of the Company as of and for the nine months ended October 25, 2025, and for the year ended January 25, 2025, is attached hereto as Exhibit 99.3 and incorporated herein by reference to this Item 9.01(b).

The pro forma financial information included in this Form 8-K has been presented for informational purposes only, as required by Form 8-K. It does not purport to represent the actual results of operations that the Company and Power Solutions would have achieved had the companies been combined during the periods presented in the pro forma financial information and is not intended to project the future results of operations that the combined company may achieve after the Company’s acquisition of Power Solutions.

#### **(d) Exhibits**

The following exhibits are filed as part of this Current Report on Form 8-K/A:

<b>Exhibit No.</b>	<b>Description</b>
23.1	<a href="#">Consent of Regan, Schickner &amp; Harper, LLC</a>
99.1	<a href="#">Audited financial statements of Power Solutions, LLC as of and for the year ended December 31, 2024</a>
99.2	<a href="#">Unaudited financial statements of Power Solutions, LLC as of and for the nine months ended September 30, 2025</a>
99.3	<a href="#">Unaudited Pro Forma Condensed Combined Financial Information</a>
104	Cover Page Interactive File (the cover page tags are embedded within the Inline XBRL document)

**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 hereunto duly authorized.

Date: March 10, 2026

**DYCOM INDUSTRIES, INC.**

By: /s/ Ryan F. Umess  
Name: Ryan F. Umess  
Title: Senior Vice President, General Counsel and Corporate Secretary

**CONSENT OF INDEPENDENT AUDITOR**

We consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-191198, 333-221730, 333-221732, 333-253931, 333-265290 and 333-272251) and Form S-3ASR (No. 333-294068) of Dycom Industries, Inc. of our report dated May 19, 2025, except for the matters described in Note 2, as to which the date is November 7, 2025, relating to the financial statements of Power Solutions, LLC appearing in this Current Report on Form 8-K/A of Dycom Industries, Inc.

/s/ Regan, Schickner & Harper, LLC

Ellicott City, Maryland

March 10, 2026

**POWER SOLUTIONS, LLC**

**FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED  
DECEMBER 31, 2024**

**AND**

**REPORT OF CERTIFIED PUBLIC ACCOUNTANTS**

**POWER SOLUTIONS, LLC**

**FINANCIAL STATEMENTS**

**TABLE OF CONTENTS**

	<u>Page</u>
<b>Independent Auditors' Report</b>	1 - 2
<b>Financial Statements:</b>	
Balance Sheet	4 - 5
Statement of Income from Operations	6
Statement of Changes in Members' Equity	7
Statements of Cash Flows	8 - 9
Notes to Financial Statements	10 - 25

---

# REGAN SCHICKNER & HARPER, LLC

C E R T I F I E D P U B L I C A C C O U N T A N T S

---

## INDEPENDENT AUDITORS' REPORT

**To the Members**  
**Power Solutions, LLC**

### **Opinion**

We have audited the accompanying financial statements of Power Solutions, LLC (the Company), which comprise the balance sheet as of December 31, 2024 and the related statements of income from operations, changes in members' equity, and cash flows for the year then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Power Solutions, LLC as of December 31, 2024 and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

### **Basis for Opinion**

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Power Solutions, LLC and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Emphasis of Matter — Revision for ASC 842 Compliance**

We draw attention to Note 2 to the financial statements, which describes the Company's revision of previously issued financial statements to record right-of-use assets and lease liabilities in accordance with ASC 842, Leases. Our opinion is not modified with respect to this matter.

### **Responsibilities of Management for the Financial Statements**

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Power Solutions, LLC's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

---

6031 UNIVERSITY BOULEVARD • SUITE 300 • ELLICOTT CITY, MD 21043 • 410-750-1720 • 410-750-1721

# REGAN SCHICKNER & HARPER, LLC

C E R T I F I E D P U B L I C A C C O U N T A N T S

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Power Solutions, LLC's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Power Solutions, LLC's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

/s/ Regan, Schickner & Harper, LLC

May 19, 2025, except for the matters described in Note 2, as to which the date is November 7, 2025.

---

**POWER SOLUTIONS, LLC**

**FINANCIAL STATEMENTS  
FOR THE YEAR ENDED  
DECEMBER 31, 2024**

POWER SOLUTIONS, LLC

BALANCE SHEET  
DECEMBER 31, 2024

<b>ASSETS</b>	
<b>Current Assets</b>	
Cash	\$ 39,462,141
Accounts receivable - customers	150,512,042
Contract assets	61,696,658
Income taxes receivable	36,440
Other current assets	896,590
Total current assets	<u>252,603,871</u>
<b>Property and Equipment, Net</b>	
Equipment, net of depreciation	12,079,786
Right-of-use asset - Operating lease, net of amortization	8,072,641
Total property and equipment	<u>20,152,427</u>
<b>Other Assets</b>	
Other assets	176,474
Goodwill	4,350,455
Total other assets	<u>4,526,929</u>
<b>Total Assets</b>	<u><u>\$277,283,227</u></u>

*See Independent Auditors' Report.*

*The accompanying notes are an integral part of these financial statements.*

POWER SOLUTIONS, LLC

BALANCE SHEET  
DECEMBER 31, 2024

**LIABILITIES AND MEMBERS' EQUITY**

**Current Liabilities**

Current portion of long-term debt	\$ 1,402,367
Current portion of operating lease obligations	1,888,112
Accounts payable	54,133,203
Contract liabilities	66,542,062
Distribution payable	79,063,284
Other accrued liabilities	31,949,339
Income taxes payable	3,029,426
Total current liabilities	<u>238,007,793</u>

**Long-term Liabilities**

Long-term debt, net of current portion	3,740,444
Long-term operating lease obligations, net of current portion	6,184,529
Total long-term liabilities	<u>9,924,973</u>

**Members' Equity**

Members' equity	<u>29,350,461</u>
-----------------	-------------------

**Total Liabilities and Members' Equity**

\$277,283,227

*See Independent Auditors' Report.*

*The accompanying notes are an integral part of these financial statements.*

**POWER SOLUTIONS, LLC**

**STATEMENT OF INCOME FROM OPERATIONS  
FOR THE YEAR ENDED DECEMBER 31, 2024**

	<u>Amount</u>
Earned revenue	\$736,754,275
Applicable contracts costs	580,901,368
Gross profit from operations	155,852,907
General and administrative expenses	20,250,918
Operating profit	135,601,989
Other income (expenses)	(256,023)
Income before income taxes	135,345,966
Provision for income taxes	7,636,751
Net income and other comprehensive income	<u>\$127,709,215</u>

*See Independent Auditors' Report.*

*The accompanying notes are an integral part of these financial statements.*

POWER SOLUTIONS, LLC

STATEMENT OF CHANGES IN MEMBERS' EQUITY  
FOR THE YEAR ENDED DECEMBER 31, 2024

	<u>Members'</u> <u>Equity</u>
Balance - December 31, 2023	\$ 27,382,940
Net income (loss)	127,709,215
Members distributions	(125,741,694)
Balance - December 31, 2024	<u>\$ 29,350,461</u>

*See Independent Auditors' Report.*

*The accompanying notes are an integral part of these financial statements.*

**POWER SOLUTIONS, LLC**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEAR ENDED DECEMBER 31, 2024**

**Cash Flows from Operating Activities:**

Net income	\$ 127,709,215
Adjustments to reconcile net income to net cash Provided by operating activities:	
Depreciation	2,331,939
Noncash portion of lease expense - operating lease	1,889,061
(Gain) Loss on disposal of fixed assets	(107,535)
(Increase) Decrease in operating assets:	
Accounts receivable - customers	(58,224,889)
Contract assets	(22,358,953)
Income taxes receivable	(848)
Other current assets	545,227
Increase (Decrease) in operating liabilities:	
Repayment of right of use lease liabilities - operating lease	(1,889,061)
Accounts payable	17,560,616
Contract liabilities	38,350,874
Accrued expenses	14,309,827
Income taxes payable	2,426,147
<b>Net Cash Provided (Used) by Operating Activities</b>	<b><u>\$122,541,620</u></b>

*See Independent Auditors' Report.*

*The accompanying notes are an integral part of these financial statements.*

**POWER SOLUTIONS, LLC**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEAR ENDED DECEMBER 31, 2024**

<b>Net Cash Provided (Used) by Operating Activities</b>	<u>\$ 122,541,620</u>
<b>Cash Flows from Investing Activities:</b>	
Purchase of fixed assets	(862,415)
Proceeds from sale of fixed assets	132,143
<b>Net Cash Provided (Used) by Investing Activities</b>	<u>(730,272)</u>
<b>Cash Flows from Financing Activities:</b>	
Debt reduction	(1,476,963)
Members' distributions (net)	(94,590,958)
<b>Net Cash Provided (Used) by Financing Activities</b>	<u>(96,067,921)</u>
Net increase (decrease) in cash	25,743,427
Cash at beginning of year	13,718,714
Cash at end of year	<u>\$ 39,462,141</u>
<b>Supplementary Cash Flow Disclosure:</b>	
Cash paid during the year for:	
Interest paid	<u>\$ 341,558</u>
State income taxes paid	<u>\$ 5,137,259</u>
Non-cash transactions:	
Purchase of equipment included in debt	<u>\$ 2,261,400</u>
Right-of-use assets obtained in exchange for new operating lease liabilities	<u>\$ 1,676,238</u>

*See Independent Auditors' Report.*

*The accompanying notes are an integral part of these financial statements.*

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2024

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

**Nature of Business Operations**

Power Solutions, LLC was organized as a Maryland limited liability company on April 14, 1998. The Company's primary business is providing electrical contracting services and servicing electrical products.

**Use of Estimates**

Management uses estimates and assumptions in preparing these financial statements in accordance with United States generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were used. Management's estimates and assumptions include, but are not limited to, estimates of contract revenues, costs and gross profit, collectability of contracts receivable, and estimated useful lives of property and equipment. Management's estimates and assumptions are derived from and are continually evaluated based upon available information, judgment, and experience. Because of inherent uncertainties in estimating costs on construction contracts, it is at least reasonably possible that the estimates used will change within the near term.

**Revenue and Cost Recognition**

Effective, January 1, 2019, the Company adopted Accounting Standards Update (ASU) 2014-09, Revenue from Contracts with Customers (Topic 606), as amended (commonly referred to as ASC 606), which changed the way the Company recognizes revenue for certain contracts and significantly expanded disclosures about revenue recognition.

The Company recognizes revenues from fixed price and modified fixed-price construction contracts using the cost-to-cost input method, which measures progress toward completion based on the percentage of cost incurred to date to estimated total cost for each contract. That method is used because management considers total cost to be the best available measure of progress on the contracts.

The contracting of electrical services is a single performance obligation that is satisfied over time. Billing practices on construction contracts are governed by the contract terms for each project; construction contracts typically call for monthly billings based upon estimated progress toward completion. Construction contracts may also base billings on costs incurred, achievement of milestones or pre-agreed schedules related to the passage of time.

Management has determined that disaggregation of revenue would not provide additional meaningful information regarding the nature, amount, timing, or uncertainty of revenue and cash flows. Accordingly, revenue is presented as a single category.

Billing practices on construction contracts are governed by the contract terms for each project; construction contracts typically call for monthly billings based upon estimated progress toward completion. Construction contracts may also base billings on costs incurred, achievement of milestones or pre-agreed schedules related to the passage of time.

*See Independent Auditors' Report.*

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2024

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Revenue and Cost Recognition (Continued)**

Contract costs include all direct material, subcontractor, labor, and other direct costs related to contract performance. General and administrative costs are charged to expenses as incurred.

Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions, and estimated profitability may result in revisions to costs and income, which are generally recognized in the period in which the revisions are determined. Changes in estimated job profitability resulting from variable consideration (such as incentives for completing a contract early or on time, penalties for not completing a contract on time, claims for which the Company has enforceable rights, or contract modifications/change orders in which the scope of modification has been approved, but the price has not been determined or approved) are accounted for as changes in estimates in the current period, but limited to an amount that will not result in a significant reversal of revenue in future periods.

The Contract Asset includes "Retainage receivable" and "Costs and estimated earnings in excess of billings on uncompleted contracts," which represents revenues recognized in excess of amounts billed. Costs and estimated earnings in excess of billings on uncompleted contracts are expected to be billed within one month to three months. The Contract Liability includes "Retainage payable" and "Billings in excess of costs and estimated earnings on uncompleted contracts," which represents billings in excess of revenues recognized. Billings in excess of costs and estimated earnings on uncompleted contracts are expected to be worked off within one month to one year. Retainage receivable and retainage payable is expected to be collected and paid, respectively, within three months of project completion. Retainage is typically reduced as projects become substantially complete.

**Certain Significant Estimates**

Power Solutions, LLC has calculated and determined its revenue earned for the year ended December 31, 2024, and the effect on several asset and liability amounts based on the common industry standard revenue determination formula of actual costs-to-date compared to estimated job costs (see note on long-term construction contracts). Due to uncertainties inherent in the estimation process, and uncertainties relating to future performance as the contracts are completed, it is at least reasonably possible that estimated job costs, in total or on individual contracts, will be revised.

**Fair Values of Financial Instruments**

Current accounting guidance requires disclosure of the estimated fair value of the Company's financial instruments for which it is practicable to estimate that value. The estimated fair value amounts of the Company's financial instruments have been determined using appropriate market information and valuation methodologies. Considerable judgement is required to develop the estimates of fair value, thus the estimates of fair value are not necessarily indicative of amounts that the Company could realize in a current market exchange.

*See Independent Auditors' Report.*

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2024

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

**Fair Values of Financial Instruments (Continued)**

The fair value of financial instruments as of December 31, 2024 were as follows:

Cash and cash equivalents: The carrying amounts of cash and cash equivalents reported in the balance sheet approximate fair value based on current interest rates and short-term maturities.

Accounts receivable and retainage receivable: The carrying amounts of accounts receivable and retainage receivable (under contract asset) reported in the balance sheet approximate fair value based on the short-term nature.

Accounts payable: The carrying amounts of accounts payable reported in the balance sheet approximate fair value based on the short-term nature.

**Cash and Cash Equivalents**

For the purposes of the statements of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

**Accounts Receivable**

Accounts receivable include billed and unbilled amounts for services provided to customers for which the Company has an unconditional right to payment. Billed and unbilled amounts for which payment is contingent on anything other than the passage of time are included in Contract Asset and Contract Liability on a contract-by-contract basis.

Accounts receivable is recorded at cost less an allowance for credit losses, if applicable, which is the net amount expected to be collected.

The Company does not charge interest on customer accounts with balances that are past due more than 90 days.

Accounts are considered past due once the unpaid balance exceeds payment terms extended to the customer. When an account balance is past due and attempts have been made to collect the receivable, the amount is considered uncollectible and is written off against the allowance for uncollectible accounts.

**Allowance for Credit Losses – Accounts Receivable**

With respect to accounts receivable, the Company's policy is to measure its allowance for credit losses based on an evaluation of historical internal and external information and past experience of the receivable aging, adjusted for current economic conditions, and reasonable and supportable forecast about future events that affects the collectability of receivables. Specific factors considered in measuring the expected amount of accounts receivable collected including the current customer-specific risk characteristics, current and forecasted future financial condition, credit rating of each customer relative to the Company's underwriting standards, the customer's past payment history and forecasted payment ability, and other factors such as changes in the economy due to interest, inflation and unemployment levels.

*See Independent Auditors' Report.*

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2024

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Allowance for Credit Losses – Accounts Receivable (Continued)**

In measuring expected credit losses for accounts receivable, the Company considers the entire population of accounts receivable to be a single pool because the assets have similar risk characteristics in terms of customer creditworthiness, customer industry and geographic location, and the impact of the current and forecasted direction of the economic and business environment on collectability of such receivables. In situations in which customers have risk characteristics that are outside those of the customer pool as a whole, those customers are evaluated for credit losses using criteria independent of the remainder of the accounts receivable pool.

From time to time, there may be changes in current economic conditions, such as rates of interest, inflation, and unemployment, among others, which may impact the overall economic outlook and change the forecast of the expected amount of receivables to be collected. In those situations, the Company factors in those changes into its computation of expected losses.

In 2024, there were no changes in the Company's accounting policies, methodology, in measuring credit losses related to its accounts receivable or amounts written off.

**Property and Equipment**

Property and equipment are recorded at cost. Expenditures for additions, improvements, betterments, if material, major additions are generally capitalized. Minor replacements, maintenance, and repairs are charged to expense as incurred. When property and equipment are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the results of operations for the respective period. Depreciation is provided over the estimated useful lived of the related assets using the straight-line method for financial statement purposes. The Company uses other depreciation methods, generally, Modified Accelerated Cost Recovery System (MACRS), for tax purposes.

Property and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of an asset (asset group) may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset (asset group) to estimated, undiscounted future cash flows expected to be generated by the asset (asset group). If the carrying amount of an asset (asset group) exceeds its estimated undiscounted future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset (asset group) exceeds the fair value of the asset (asset group). Accordingly, no impairment of property and equipment was recognized during the year.

*See Independent Auditors' Report.*

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2024

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Goodwill**

Goodwill represents the excess of the purchase price over the fair value of identifiable net assets acquired in a purchase of membership interest. Goodwill is not amortized but is tested for impairment at least annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. If we determine the fair value of goodwill is less than the carrying value as a result of an annual or interim test, an impairment loss is recognized and reflected in operating income or loss in the statements of operations during the period incurred.

The Company performs its annual impairment test as of December 31, each year. Under ASC 350, the Company uses significant assumptions to estimate the fair value of the reporting unit. The significant assumptions used to test goodwill are:

- Cash flow projections including forecasted revenue growth rates, operating and EBITDA margins, capital expenditures and working capital requirements.
- Terminal growth rate
- Market assumptions
- Valuation methodology using the income/discounted cash flow approach.

**Lease Policies**

The Company records leases per Accounting Standards Update (ASU) 2016-02, Leases (ASC Topic 842) and subsequent amendments. ASC 842 affects all companies that enter into lease arrangements, with certain exclusions under limited scope limitations. Under ASU 2016-02, an entity recognizes right-of-use assets and lease obligations on its balance sheet for all leases with a lease term of more than 12 months. Short-term rentals under year-to-year leases or remaining lease terms of 12 months or less are exempt from being capitalized.

ASC Topic 842 requires that leases with a lease term of more than 12 months be classified as either finance or operating leases. Leases are classified as finance leases when the Company expects to consume a major part of the economic benefits of the leased assets over the remaining lease term. Conversely, the Company is not expected to consume a major part of the economic benefits of assets classified as operating leases.

The lease classification affects both the pattern and presentation of expense recognized in the income statement, the categorization of assets and liabilities in the balance sheet, and classification of cash flows in the statement of cash flows.

The Company has made an election not to capitalize certain short-term leases with a lease term of 12 months or less.

Non-lease components, such as common area maintenance (CAM) charges are immaterial and separated from lease components based on the terms of the related lease. Variable lease components consist of real estate taxes, insurance charges, and other operating expenses related to the lease and are recorded as lease expense as incurred.

*See Independent Auditors' Report.*

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2024

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Lease Policies (Continued)**

Lease obligations are measured and recorded at the present value of future lease payments using a discount rate. Because the Company generally does not have access to the rate implicit in each lease, lease obligations are measured using the incremental borrowing rate as the discount rate. The incremental borrowing rate is the rate that would be paid to borrow on a collateralized basis over a similar term and amount equal to the lease payments in a similar economic environment.

Right-of-use assets are generally measured and recorded at the sum of the lease obligation, any initial direct costs to consummate the lease, and any lease payments made on or before the commencement date.

**Income Taxes**

Power Solutions, LLC reports profits and losses for income tax purposes on the “percentage-of-completion” method of accounting. This Company is a limited liability corporation and is taxed as a partnership. As such, all income and losses are passed through to the members and are recorded on their personal tax returns. The District of Columbia does not recognize the Company as a partnership and taxes the Company at the entity level through a Franchise tax. The States of Maryland and Virginia allow pass-through entities to pay taxes on behalf of members. All state taxes are recorded under provision for income taxes on the statements of income from operations.

The Company’s income tax returns are subject to examination by the appropriate tax jurisdictions. As of December 31, 2024, the Company’s federal and various state tax returns generally remain open for the last three years.

**Advertising Costs**

Advertising costs, except for the costs associated with direct-response advertising, if any, are charged to operations when incurred. The costs of direct response advertising are capitalized and amortized over the period during which future benefits are expected to be received.

**NOTE 2 – REVISION OF PREVIOUSLY ISSUED FINANCIAL STATEMENTS**

The Company revised its previously issued financial statements to apply ASC 842, *Leases*. The revision reflects the recognition of right-of-use assets and corresponding lease liabilities that were not previously recorded. These revisions did not affect previously reported net income or total equity, and no other changes were made to the previously issued financial statements.

*See Independent Auditors’ Report.*

**POWER SOLUTIONS, LLC**

**NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2024**

**NOTE 3 – ACCOUNTS RECEIVABLE - CUSTOMERS**

Accounts receivable consisted of:

	December 31, 2023	December 31, 2024
Accounts Receivable		
Billed	\$ 91,672,508	\$ 150,218,090
Unbilled	614,645	293,952
Total	\$ 92,287,153	\$ 150,512,042

As of December 31, 2024, management has determined no allowance for credit losses is necessary.

**NOTE 4 – REVENUE RECOGNITION**

**Contract Assets & Liabilities**

The components of Contract Asset and Contract Liability consisted of the following:

	December 31, 2023	December 31, 2024
Contract Assets:		
Retainage receivable	\$ 25,854,253	\$ 36,817,930
Costs and estimated earnings in excess of billings on uncompleted contracts	13,483,452	24,878,728
Total Contract Assets	\$ 39,337,705	\$ 61,696,658
Contract Liabilities:		
Retainage payable	\$ 56,821	\$ —
Billings in excess of costs and estimated earnings on uncompleted contracts	28,134,367	66,542,062
Total Contract Liabilities	\$ 28,191,188	\$ 66,542,062

**Explanation of Changes in Contract Assets & Liabilities**

Contract assets and liabilities fluctuate period to period based on various factors, including, among others, changes in the number and size of projects in progress at period end; variability in billing and payment terms, such as up-front or advance billings, interim or milestone billings, or deferred billings; and recognized unapproved change orders.

The increase in contract assets from December 31, 2023 to December 31, 2024 was primarily due to an increase in the projects in process on which the timing of billings occurred after the completion of work. The increase in contract liabilities from December 31, 2023 to December 31, 2024 was primarily due to the timing of billing in relation to costs incurred on certain large projects.

*See Independent Auditors' Report.*

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2024

**NOTE 4 – REVENUE RECOGNITION (CONTINUED)**

**Revenue Recognized in Opening Contract Assets**

The Company generally excludes change orders and claims that are under negotiation in the ordinary course of business from the contract value until such amounts are approved and deemed probable for collection. For the year ended December 31, 2024, the Company did not include a material amount of unapproved change orders or claims in contract price adjustments, and the revenue recognized within “Contract assets” in the accompanying balance sheet does not relate to unapproved change orders or claims.

**Revenue Recognized in Opening Contract Liabilities**

For the year-ended December 31, 2024, the Company recognized \$25,234,902 of contract revenues related to contract liabilities that existed on December 31, 2023.

**Revenue Recognized on Performance Obligation from Prior Periods**

For the year-ended December 31, 2024, revenues were positively impacted by 3% as a result of changes in estimates associated with performance obligations on fixed price contracts partially satisfied as of the year-end December 31, 2023. For the year ended December 31, 2024, operating results were positively impacted by 14% of gross profit as a result of aggregate changes in contract estimates related to projects that were in progress as of the year-ended December 31, 2023.

**Partially Satisfied/Unsatisfied Performance Obligations at Year-end**

As of December 31, 2024 the aggregate transaction price allocated to unsatisfied or partially satisfied performance obligations was approximately \$775,842,005, with 85% expected to be recognized in the subsequent twelve months. These amounts represent management’s estimates of the revenues that are expected to be realized from the remaining portion of fixed price contracts not yet completed or for which work had not yet begun as of such dates. For purposes of calculating remaining performance obligations, the Company includes revenues from change orders and claims that are approved. Excluded from remaining performance obligations are unapproved change orders or claims under certain non-fixed price contracts.

*See Independent Auditors’ Report.*

POWER SOLUTIONS, LLC

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2024

NOTE 5 - COSTS AND ESTIMATED EARNINGS ON UNCOMPLETED CONTRACTS

Costs, estimated earnings, and billings on uncompleted contracts at December 31, 2024 are summarized as follows:

Costs Incurred on Uncompleted Contracts	\$627,386,000
Estimated Earnings	159,515,924
	<u>786,901,924</u>
Billings to Date	828,565,258
Net Under/(Overbilling)	<u>\$ (41,663,334)</u>

Included in Note 4 under Contract Assets and Liabilities under the following captions:

Costs and Estimated Earnings in Excess of Billings on Uncompleted Contracts	\$ 24,878,728
Billings in Excess of Costs and Estimated Earnings on Uncompleted Contracts	<u>(66,542,062)</u>
Net Under/(Overbilling)	<u>\$ (41,663,334)</u>

NOTE 6 – PROPERTY AND EQUIPMENT

At December 31, 2024 property and equipment is summarized as follows:

	<u>Estimated Useful</u> <u>Life</u>	
Transportation equipment	3 – 5 years	\$ 20,991,970
Machinery and equipment	5 – 7 years	2,850,230
Furniture and fixtures	5 – 7 years	652,103
Computer equipment	7 – 10 years	604,987
Leasehold improvements	15 – 39 years	<u>1,803,590</u>
		26,902,880
Less: Accumulated Depreciation		<u>(14,823,094)</u>
		<u>\$ 12,079,786</u>

For the year ended December 31, 2024, depreciation expense relating to property and equipment amounted to \$2,331,939 respectively.

*See Independent Auditors' Report.*

POWER SOLUTIONS, LLC

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2024

**NOTE 7 - LINE OF CREDIT**

As of December 31, 2024, the Company maintains a revolving line of credit with Truist Bank with a maximum borrowing capacity of \$30,000,000, maturing on June 20, 2025. The line of credit bears interest at the Secured Overnight Financing Rate (SOFR) plus 1.75%, and interest is payable monthly.

The agreement governing the line of credit includes certain financial and non-financial covenants. Key financial covenants include maintaining a minimum tangible net worth of \$25,000,000.

As of December 31, 2024, the Company is in compliance with the requirements under the terms of the loan agreement.

As of December 31, 2024, there was no outstanding balance on the line of credit.

**NOTE 8 – OTHER ACCRUED LIABILITIES**

As of December 31, 2024, the components of other accrued liabilities consisted of the following:

Other accrued liabilities	
Accrued payroll	\$30,903,994
Accrued contract losses	42,553
Deferred revenue	44,388
Other accrued expenses	958,404
Total	<u>\$31,949,339</u>

**NOTE 9 - LONG-TERM DEBT**

Long-term debt at December 31, 2024 net of deferred interest, consists of:

Notes payable interest rates ranging from 0% to 9.99% in monthly installments to Ford Motor Credit, secured by transportation equipment	\$ 5,142,811
Less: current maturities	(1,402,367)
Long-term debt, net of current maturities	<u>\$ 3,740,444</u>

*See Independent Auditors' Report.*

**POWER SOLUTIONS, LLC**

**NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2024**

**NOTE 9 - LONG-TERM DEBT (CONTINUED)**

Maturities of long-term debt are as follows:

<u>December 31,</u>	
2025	\$1,402,367
2026	1,358,779
2027	1,176,360
2028	839,446
2029 and thereafter	365,859
<b>Total</b>	<b><u>\$5,142,811</u></b>

**NOTE 10 - LEASE OBLIGATIONS**

The Company leases their office, warehouse, and parking facilities which are accounted for as operating leases. The leases have remaining terms ranging from less than 1 year to approximately 6 years. Some leases include options to extend the lease, and others include options to terminate.

Amounts recognized as right-of-use assets related to operating leases are included in property and equipment in the balance sheet, while related lease liabilities are included in the current and long-term debt.

In addition to base rent, the Company incurs variable lease expenses which include real estate taxes, common area maintenance, insurance and other operating expenses related to our leased facilities which are expensed when incurred in the statement of income from operations. The variable lease expenses are immaterial to the financial statements.

For the year ended December 31, 2024, there were no short-term leases.

As of December 31, 2024, right-of-use assets and lease liabilities related to operating leases were as follows:

<b>Operating Leases</b>	
Right-of-use assets:	
Cost	\$14,447,186
Less: Accumulated amortization	<u>(6,374,545)</u>
	<b><u>\$ 8,072,641</u></b>
Lease liabilities:	
Current portion	\$ 1,888,112
Long-term portion	<u>6,184,529</u>
	<b><u>\$ 8,072,641</u></b>

*See Independent Auditors' Report.*

POWER SOLUTIONS, LLC

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2024

**NOTE 10 – LEASE OBLIGATIONS (CONTINUED)**

A summary of total lease cost, by component, and other lease information for the year ended December 31, 2024 follows:

Operating lease cost	\$ 2,323,480
Cash paid for amounts included in the measurements of lease liabilities:	
Operating cash flows from operating leases	\$(2,323,480)
Non-cash transactions:	
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 1,676,238
Weighted-average remaining lease term:	
Operating leases	5.1 years
Weighted-average discount rate:	
Operating leases	6.25%

A summary of the future lease payments for operating leases, reconciled to the lease obligations recorded on December 31, 2024 is as follows:

Operating Leases	
Year:	
2025	\$ 2,320,179
2026	1,593,182
2027	1,465,621
2028	1,509,589
2029 and thereafter	<u>2,572,902</u>
Total minimum lease payments	9,461,473
Less: imputed interest	<u>(1,388,832)</u>
Lease obligations as of December 31	8,072,641
Less: current portion	<u>(1,888,112)</u>
Long-term lease obligation	<u>\$ 6,184,529</u>

*See Independent Auditors' Report.*

POWER SOLUTIONS, LLC

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2024

**NOTE 11 – INCOME TAXES**

The Company has elected to be treated as a partnership for income tax purposes. As such, income and losses are passed through to the members and are recorded on their personal tax returns. For the year ended December 31, 2024 the Company had a taxable income, net of guaranteed payments, in the amount of \$134,942,581.

The District of Columbia does not recognize pass-through entities and taxes the company at the entity level. The State of Maryland and Virginia allows pass-through entities to pay taxes on behalf of members at the company level. All state taxes are recorded under provision for income taxes on the statements of income from operations and are stated below.

**Provision for Income Taxes**

For the year ended December 31, 2024 the Company incurred state income tax liabilities in the amounts of \$7,636,751, which were reduced by prior year overpayments and estimated tax payments in the amount of \$4,643,765 resulting in net income tax payable of \$2,992,986. The income tax receivable and payable is reflected on the accompanying balance sheet.

**NOTE 12 – OTHER INCOME (EXPENSES)**

Other income and (expenses) for the years ended December 31, 2024 consist of the following:

<b>Other income</b>	
Other income	\$ 17,525
Gain on disposal of fixed assets	<u>107,535</u>
	<u>125,060</u>
<b>Other Expenses</b>	
Interest expense	341,558
Charitable contributions	<u>39,525</u>
	<u>381,083</u>
<b>Total (expenses)</b>	<u><u>\$(256,023)</u></u>

*See Independent Auditors' Report.*

**NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2024**

**NOTE 13 – EMPLOYEE BENEFIT PLANS****Employee Retirement Savings Plan**

The Company sponsors a defined contribution 401(k) plan and profit-sharing plan to non-union employees. The Company contributes a safe harbor match of 100% on the first 3% contributed and an additional 50% on the next 2% contributed by employee. Contributions to the profit-sharing plan are at the discretion of the Board of Directors. For the year ended December 31, 2024 the Company contributed \$732,970 total to the plans.

**Multi-Employer Pension Plans**

The Company contributes amounts to multi-employer defined benefit plans under the terms of collective bargaining agreements that cover employees represented by unions. The risks of participating in multi-employer pension plans are different from single-employer plans in the following aspects:

- Assets contributed to the multi-employer plan by one employer will be used to provide benefits to employees of other participating employers;
- If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be allocated to the remaining participating employers; and
- If the Company chooses to stop participating in a multi-employer plan, the Company may be required to pay the plan an amount based on the unfunded status of the plan, referred to as a withdrawal liability.

The information available to us about the multi-employer plans in which we participate is generally dated due to the nature of the reporting cycle of multi-employer plans and legal requirements under the Employee Retirement Income Security Act (“ERISA”) as amended by the Multi-employer Pension Plan Amendments Act.

**Multi-Employer Pension Plans – Available to Public Domain**

This table below identifies plans that are available to public domain regarding their general data and financial health information:

<u>Plan Name</u>	<u>EIN Number</u>	<u>PPA Zone Status</u>	<u>Funding Improvement or Rehab Status</u>	<u>Contributions for year-ended 12/31/2024</u>	<u>% of Total Company Contributions</u>	<u>Surcharge Imposed</u>	<u>Collective Bargaining Agreement Expiration</u>
Electrical Workers Local No. 26 Pension Trust Fund	52-6117919	Green	No	\$28,017,791	93%	No	5/31/2027

*See Independent Auditors' Report.*

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2024

**NOTE 13 – EMPLOYEE BENEFIT PLANS (CONTINUED)****Multi-Employer Pension Plans – Plans Not Available to Public Domain**

Because the plan's audited financial statements and other detailed financial information are not publicly available, the Company is unable to determine the funded status of the plan, the Company's proportionate share of that status, or whether the plan is subject to funding improvement or rehabilitation requirements.

The table below identifies plans that are not subject to public domain:

Plan Name	EIN Number	Contributions for year ended 12/31/2024	Surcharge Imposed	Collective Bargaining Agreement Expiration
IBEW Local 24 Pension Trust Fund	Unknown	\$ 1,972,341	No	Unknown
IBEW Local 80 Virginia Pension Fund	Unknown	\$ 44,379	No	Unknown
IBEW Local 1340 Virginia Pension Trust Fund	Unknown	\$ 198,161	No	Unknown

**NOTE 14 – COMMITMENTS AND CONTINGENCIES****Multi-Employer Pension Plans**

As discussed in Note 14, the Company participates in multi-employer pension plans administered by a union. There is a risk that its funding status could deteriorate in the future. If any Plan becomes underfunded, the Company may be required to contribute additional amounts to cover any shortfall, as specified in the collective bargaining agreement.

As of December 31, 2024, no additional contributions are required. The Company is actively monitoring the Plan's status' and if any liability arises, management will record any liability and expense on the financial statements in the period it becomes known.

**Surety Bonds**

The Company, as a condition for entering construction contracts, is required to post bid, payment, and performance bonds in support of those contracts. At December 31, 2024, several of those bonds remain issued and outstanding.

*See Independent Auditors' Report.*

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2024

**NOTE 15 – CONCENTRATIONS OF CREDIT RISK**

**Credit Risk**

Financial instruments which potentially subject the Company to concentration of credit risk consist primarily of cash, contract accounts receivable, and costs and estimated earnings in excess of billings on uncompleted contracts.

As of January 1, 2013, the FDIC insures the standard maximum deposit insurance amount of \$250,000 for each deposit insurance ownership category all of a depositor's accounts at an insured depository institution, including all noninterest-bearing and interest-bearing transaction accounts. In lieu of insurance, the financial institution may collateralize the commercial paper with U.S. Government securities, in which case they become Repurchase Agreements (Repos). At December 31, 2024, \$36,265,406 of the Company's bank balances were not insured by the FDIC or secured by collateral consisting of government backed securities.

The contract receivables and costs and estimated earnings in excess of billings on uncompleted contracts are concentrated in customers located in the Virginia area. All probable credit losses related to contract receivables have been appropriately recognized as expense. In general, the Company does not require collateral in relation to these receivables.

For the year ended December 31, 2024 a small group of customers represented 59% of total revenues and 59% of total receivables for the years then ended.

**NOTE 16 – SUBSEQUENT EVENTS**

Management has evaluated subsequent events through May 19, 2025, the date the financial statements were available to be issued. No significant events or transactions were identified that would require adjustment of or disclosure in the financial statements.

*See Independent Auditors' Report.*

**POWER SOLUTIONS, LLC**  
**FINANCIAL STATEMENTS**  
**FOR THE PERIOD (NINE MONTHS) ENDED**  
**SEPTEMBER 30, 2025**

**POWER SOLUTIONS, LLC**

**FINANCIAL STATEMENTS**

**SEPTEMBER 30, 2025**

**TABLE OF CONTENTS**

	<u>Page</u>
<b>Financial Statements:</b>	
Balance Sheet	1 – 2
Statement of Income from Operations	3
Statement of Changes in Members' Equity	4
Statements of Cash Flows	5 – 6
Notes to Financial Statements	7 – 22

POWER SOLUTIONS, LLC

BALANCE SHEET  
SEPTEMBER 30, 2025

<b>ASSETS</b>	
<b>Current Assets</b>	
Cash	\$ 15,049,842
Accounts receivable - customers	184,848,117
Contract assets	111,553,472
Other current assets	1,832,291
Total current assets	<u>313,283,722</u>
<b>Property and Equipment, Net</b>	
Equipment, net of depreciation	14,040,215
Right-of-use asset - Operating lease, net of amortization	16,791,496
Total property and equipment	<u>30,831,711</u>
<b>Other Assets</b>	
Other assets	320,588
Goodwill	4,350,455
Total other assets	<u>4,671,043</u>
<b>Total Assets</b>	<u><u>\$348,786,476</u></u>

*The accompanying notes are an integral part of these financial statements.*

POWER SOLUTIONS, LLC

BALANCE SHEET  
SEPTEMBER 30, 2025

**LIABILITIES AND MEMBERS' EQUITY**

**Current Liabilities**

Current portion of long-term debt	\$ 1,847,036
Current portion of operating lease obligations	1,913,510
Accounts payable	72,259,980
Contract liabilities	108,314,461
Distribution payable	60,481,524
Other accrued liabilities	51,314,162
Income taxes payable	2,000,000
Total current liabilities	<u>298,130,673</u>

**Long-term Liabilities**

Long-term debt, net of current portion	5,220,737
Long-term operating lease obligations, net of current portion	15,084,600
Total long-term liabilities	<u>20,305,337</u>

**Members' Equity**

Members' equity	<u>30,350,466</u>
-----------------	-------------------

<b>Total Liabilities and Members' Equity</b>	<b><u>\$348,786,476</u></b>
--	-----------------------------

*The accompanying notes are an integral part of these financial statements.*

**POWER SOLUTIONS, LLC**

**STATEMENT OF INCOME FROM OPERATIONS  
FOR THE PERIOD (NINE MONTHS) ENDED SEPTEMBER 30, 2025**

	<u>Amount</u>
Earned revenue	\$752,056,497
Applicable contracts costs	595,600,827
Gross profit from operations	156,455,670
General and administrative expenses	15,227,723
Operating profit	141,227,947
Other income (expenses)	(463,987)
Income before income taxes	140,763,960
Provision for income taxes	7,987,245
Net income and other comprehensive income	<u>\$132,776,715</u>

*The accompanying notes are an integral part of these financial statements.*

POWER SOLUTIONS, LLC

STATEMENT OF CHANGES IN MEMBERS' EQUITY  
FOR THE PERIOD (NINE MONTHS) ENDED SEPTEMBER 30, 2025

	<u>Members'</u> <u>Equity</u>
Balance - December 31, 2024	\$ 29,350,461
Net income (loss)	132,776,715
Members distributions	(131,776,710)
Balance - September 30, 2025	<u>\$ 30,350,466</u>

*The accompanying notes are an integral part of these financial statements.*

POWER SOLUTIONS, LLC

STATEMENTS OF CASH FLOWS  
FOR THE PERIOD (NINE MONTHS) ENDED SEPTEMBER 30, 2025

**Cash Flows from Operating Activities:**

Net income	\$132,776,715
Adjustments to reconcile net income to net cash Provided by operating activities:	
Depreciation	2,118,425
Noncash portion of lease expense - operating lease	1,414,130
(Gain) Loss on disposal of fixed assets	(7,591)
(Increase) Decrease in operating assets:	
Accounts receivable - customers	(34,336,075)
Contract assets	(49,856,814)
Income taxes receivable	36,440
Other current assets	(1,891,061)
Increase (Decrease) in operating liabilities:	
Repayment of right of use lease liabilities — operating lease	(1,427,828)
Accounts payable	18,126,777
Contract liabilities	41,772,399
Accrued expenses	20,320,183
Income taxes payable	(1,029,426)
<b>Net Cash Provided (Used) by Operating Activities</b>	<b><u>\$128,016,274</u></b>

*The accompanying notes are an integral part of these financial statements.*

## POWER SOLUTIONS, LLC

STATEMENTS OF CASH FLOWS  
FOR THE PERIOD (NINE MONTHS) ENDED SEPTEMBER 30, 2025

<b>Net Cash Provided (Used) by Operating Activities</b>	<b>\$ 128,016,274</b>
<b>Cash Flows from Investing Activities:</b>	
Purchase of fixed assets	(1,018,134)
Proceeds from sale of fixed assets	153,364
<b>Net Cash Provided (Used) by Investing Activities</b>	<b>(864,770)</b>
<b>Cash Flows from Financing Activities:</b>	
Debt reduction	(1,205,333)
Members' distributions (net)	(150,358,470)
<b>Net Cash Provided (Used) by Financing Activities</b>	<b>(151,563,803)</b>
Net increase (decrease) in cash	(24,412,299)
Cash at beginning of year	39,462,141
Cash at end of year	<u>\$ 15,049,842</u>
<b>Supplementary Cash Flow Disclosure:</b>	
Cash paid during the year for:	
Interest paid	<u>\$ 448,757</u>
State income taxes paid	<u>\$ 5,987,245</u>
Non-cash transactions:	
Purchase of equipment included in debt	<u>\$ 3,206,497</u>
Right-of-use assets obtained in exchange for new operating lease liabilities	<u>\$ 10,353,297</u>

*The accompanying notes are an integral part of these financial statements.*

NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2025

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

**Nature of Business Operations**

Power Solutions, LLC was organized as a Maryland limited liability company on April 14, 1998. The Company's primary business is providing electrical contracting services and servicing electrical products.

**Use of Estimates**

Management uses estimates and assumptions in preparing these financial statements in accordance with United States generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were used. Management's estimates and assumptions include, but are not limited to, estimates of contract revenues, costs and gross profit, collectability of contracts receivable, and estimated useful lives of property and equipment. Management's estimates and assumptions are derived from and are continually evaluated based upon available information, judgment, and experience. Because of inherent uncertainties in estimating costs on construction contracts, it is at least reasonably possible that the estimates used will change within the near term.

**Revenue and Cost Recognition**

Effective, January 1, 2019, the Company adopted Accounting Standards Update (ASU) 2014-09, Revenue from Contracts with Customers (Topic 606), as amended (commonly referred to as ASC 606), which changed the way the Company recognizes revenue for certain contracts and significantly expanded disclosures about revenue recognition.

The Company recognizes revenues from fixed price and modified fixed-price construction contracts using the cost-to-cost input method, which measures progress toward completion based on the percentage of cost incurred to date to estimated total cost for each contract. That method is used because management considers total cost to be the best available measure of progress on the contracts.

The contracting of electrical services is a single performance obligation that is satisfied over time. Billing practices on construction contracts are governed by the contract terms for each project; construction contracts typically call for monthly billings based upon estimated progress toward completion. Construction contracts may also base billings on costs incurred, achievement of milestones or pre-agreed schedules related to the passage of time.

Management has determined that disaggregation of revenue would not provide additional meaningful information regarding the nature, amount, timing, or uncertainty of revenue and cash flows. Accordingly, revenue is presented as a single category.

Billing practices on construction contracts are governed by the contract terms for each project; construction contracts typically call for monthly billings based upon estimated progress toward completion. Construction contracts may also base billings on costs incurred, achievement of milestones or pre-agreed schedules related to the passage of time.

NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2025**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****Revenue and Cost Recognition (Continued)**

Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions, and estimated profitability may result in revisions to costs and income, which are generally recognized in the period in which the revisions are determined. Changes in estimated job profitability resulting from variable consideration (such as incentives for completing a contract early or on time, penalties for not completing a contract on time, claims for which the Company has enforceable rights, or contract modifications/change orders in which the scope of modification has been approved, but the price has not been determined or approved) are accounted for as changes in estimates in the current period, but limited to an amount that will not result in a significant reversal of revenue in future periods.

The Contract Asset includes "Retainage receivable" and "Costs and estimated earnings in excess of billings on uncompleted contracts," which represents revenues recognized in excess of amounts billed. Costs and estimated earnings in excess of billings on uncompleted contracts are expected to be billed within one month to three months. The Contract Liability includes "Retainage payable" and "Billings in excess of costs and estimated earnings on uncompleted contracts," which represents billings in excess of revenues recognized. Billings in excess of costs and estimated earnings on uncompleted contracts are expected to be worked off within one month to one year. Retainage receivable and retainage payable is expected to be collected and paid, respectively, within three months of project completion. Retainage is typically reduced as projects become substantially complete.

**Certain Significant Estimates**

Power Solutions, LLC has calculated and determined its revenue earned for the period (nine months) ended September 30, 2025, and the effect on several asset and liability amounts based on the common industry standard revenue determination formula of actual costs-to-date compared to estimated job costs (see note on long-term construction contracts). Due to uncertainties inherent in the estimation process, and uncertainties relating to future performance as the contracts are completed, it is at least reasonably possible that estimated job costs, in total or on individual contracts, will be revised.

**Fair Values of Financial Instruments**

Current accounting guidance requires disclosure of the estimated fair value of the Company's financial instruments for which it is practicable to estimate that value. The estimated fair value amounts of the Company's financial instruments have been determined using appropriate market information and valuation methodologies. Considerable judgement is required to develop the estimates of fair value, thus the estimates of fair value are not necessarily indicative of amounts that the Company could realize in a current market exchange.

NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2025

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Fair Values of Financial Instruments (Continued)**

The fair value of financial instruments as of September 30, 2025 were as follows:

Cash and cash equivalents: The carrying amounts of cash and cash equivalents reported in the balance sheet approximate fair value based on current interest rates and short-term maturities.

Accounts receivable and retainage receivable: The carrying amounts of accounts receivable and retainage receivable (under contract asset) reported in the balance sheet approximate fair value based on the short-term nature.

Accounts payable: The carrying amounts of accounts payable reported in the balance sheet approximate fair value based on the short-term nature.

**Cash and Cash Equivalents**

For the purposes of the statements of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

**Accounts Receivable**

Accounts receivable include billed and unbilled amounts for services provided to customers for which the Company has an unconditional right to payment. Billed and unbilled amounts for which payment is contingent on anything other than the passage of time are included in Contract Asset and Contract Liability on a contract-by-contract basis.

Accounts receivable is recorded at cost less an allowance for credit losses, if applicable, which is the net amount expected to be collected.

The Company does not charge interest on customer accounts with balances that are past due more than 90 days.

Accounts are considered past due once the unpaid balance exceeds payment terms extended to the customer. When an account balance is past due and attempts have been made to collect the receivable, the amount is considered uncollectible and is written off against the allowance for uncollectible accounts.

**Allowance for Credit Losses – Accounts Receivable**

With respect to accounts receivable, the Company's policy is to measure its allowance for credit losses based on an evaluation of historical internal and external information and past experience of the receivable aging, adjusted for current economic conditions, and reasonable and supportable forecast about future events that affects the collectability of receivables. Specific factors considered in measuring the expected amount of accounts receivable collected including the current customer-specific risk characteristics, current and forecasted future financial condition, credit rating of each customer relative to the Company's underwriting standards, the customer's past payment history and forecasted payment ability, and other factors such as changes in the economy due to interest, inflation and unemployment levels.

NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2025

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Allowance for Credit Losses – Accounts Receivable (Continued)**

In measuring expected credit losses for accounts receivable, the Company considers the entire population of accounts receivable to be a single pool because the assets have similar risk characteristics in terms of customer creditworthiness, customer industry and geographic location, and the impact of the current and forecasted direction of the economic and business environment on collectability of such receivables. In situations in which customers have risk characteristics that are outside those of the customer pool as a whole, those customers are evaluated for credit losses using criteria independent of the remainder of the accounts receivable pool.

From time to time, there may be changes in current economic conditions, such as rates of interest, inflation, and unemployment, among others, which may impact the overall economic outlook and change the forecast of the expected amount of receivables to be collected. In those situations, the Company factors in those changes into its computation of expected losses.

In 2025, there were no changes in the Company's accounting policies, methodology, in measuring credit losses related to its accounts receivable or amounts written off.

**Property and Equipment**

Property and equipment are recorded at cost. Expenditures for additions, improvements, betterments, if material, major additions are generally capitalized. Minor replacements, maintenance, and repairs are charged to expense as incurred. When property and equipment are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the results of operations for the respective period. Depreciation is provided over the estimated useful life of the related assets using the straight-line method for financial statement purposes. The Company uses other depreciation methods, generally, Modified Accelerated Cost Recovery System (MACRS), for tax purposes.

Property and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of an asset (asset group) may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset (asset group) to estimated, undiscounted future cash flows expected to be generated by the asset (asset group). If the carrying amount of an asset (asset group) exceeds its estimated undiscounted future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset (asset group) exceeds the fair value of the asset (asset group). Accordingly, no impairment of property and equipment was recognized during the year.

NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2025

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Goodwill**

Goodwill represents the excess of the purchase price over the fair value of identifiable net assets acquired in a purchase of membership interest. Goodwill is not amortized but is tested for impairment at least annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. If we determine the fair value of goodwill is less than the carrying value as a result of an annual or interim test, an impairment loss is recognized and reflected in operating income or loss in the statements of operations during the period incurred.

The Company performs its annual impairment test as of December 31, each year. Under ASC 350, the Company uses significant assumptions to estimate the fair value of the reporting unit. The significant assumptions used to test goodwill are:

- Cash flow projections including forecasted revenue growth rates, operating and EBITDA margins, capital expenditures and working capital requirements.
- Terminal growth rate
- Market assumptions
- Valuation methodology using the income/discounted cash flow approach.

**Lease Policies**

The Company records leases per Accounting Standards Update (ASU) 2016-02, Leases (ASC Topic 842) and subsequent amendments. ASC 842 affects all companies that enter into lease arrangements, with certain exclusions under limited scope limitations. Under ASU 2016-02, an entity recognizes right-of-use assets and lease obligations on its balance sheet for all leases with a lease term of more than 12 months. Short-term rentals under year-to-year leases or remaining lease terms of 12 months or less are exempt from being capitalized.

ASC Topic 842 requires that leases with a lease term of more than 12 months be classified as either finance or operating leases. Leases are classified as finance leases when the Company expects to consume a major part of the economic benefits of the leased assets over the remaining lease term. Conversely, the Company is not expected to consume a major part of the economic benefits of assets classified as operating leases.

The lease classification affects both the pattern and presentation of expense recognized in the income statement, the categorization of assets and liabilities in the balance sheet, and classification of cash flows in the statement of cash flows.

The Company has made an election not to capitalize certain short-term leases with a lease term of 12 months or less.

Non-lease components, such as common area maintenance (CAM) charges are immaterial and separated from lease components based on the terms of the related lease. Variable lease components consist of real estate taxes, insurance charges, and other operating expenses related to the lease and are recorded as lease expense as incurred.

POWER SOLUTIONS, LLC

NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2025

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

**Lease Policies (Continued)**

Lease obligations are measured and recorded at the present value of future lease payments using a discount rate. Because the Company generally does not have access to the rate implicit in each lease, lease obligations are measured using the incremental borrowing rate as the discount rate. The incremental borrowing rate is the rate that would be paid to borrow on a collateralized basis over a similar term and amount equal to the lease payments in a similar economic environment.

Right-of-use assets are generally measured and recorded at the sum of the lease obligation, any initial direct costs to consummate the lease, and any lease payments made on or before the commencement date.

**Income Taxes**

Power Solutions, LLC reports profits and losses for income tax purposes on the “percentage-of-completion” method of accounting. This Company is a limited liability corporation and is taxed as a partnership. As such, all income and losses are passed through to the members and are recorded on their personal tax returns. The District of Columbia does not recognize the Company as a partnership and taxes the Company at the entity level through a Franchise tax. The State of Maryland and Virginia allows pass-through entities to pay taxes on behalf of members. All state taxes are recorded under provision for income taxes on the statements of income from operations.

The Company’s income tax returns are subject to examination by the appropriate tax jurisdictions. As of September 30, 2025, the Company’s federal and various state tax returns generally remain open for the last three years.

**Advertising Costs**

Advertising costs, except for the costs associated with direct-response advertising, if any, are charged to operations when incurred. The costs of direct response advertising are capitalized and amortized over the period during which future benefits are expected to be received.

NOTE 2 – ACCOUNTS RECEIVABLE - CUSTOMERS

Accounts receivable consisted of:

	<u>December 31, 2024</u>	<u>September 30, 2025</u>
Accounts Receivable		
Billed	\$ 150,218,090	\$ 184,475,566
Unbilled	293,952	372,551
Total	<u>\$ 150,512,042</u>	<u>\$ 184,848,117</u>

As of September 30, 2025, management has determined no allowance for credit losses is necessary.

NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2025

**NOTE 3 – REVENUE RECOGNITION****Contract Assets & Liabilities**

The components of Contract Asset and Contract Liability consisted of the following:

	<u>December 31, 2024</u>	<u>September 30, 2025</u>
<b>Contract Assets:</b>		
Retainage receivable	\$ 36,817,930	\$ 74,670,577
Costs and estimated earnings in excess of billings on uncompleted contracts	24,878,728	36,882,895
<b>Total Contract Assets</b>	<u>\$ 61,696,658</u>	<u>\$ 111,553,472</u>
<b>Contract Liabilities:</b>		
Retainage payable	\$ —	\$ —
Billings in excess of costs and estimated earnings on uncompleted contracts	66,542,062	108,314,461
<b>Total Contract Liabilities</b>	<u>\$ 66,542,062</u>	<u>\$ 108,314,461</u>

**Explanation of Changes in Contract Assets & Liabilities**

Contract assets and liabilities fluctuate period to period based on various factors, including, among others, changes in the number and size of projects in progress at period end; variability in billing and payment terms, such as up-front or advance billings, interim or milestone billings, or deferred billings; and recognized unapproved change orders.

The increase in contract assets from December 31, 2024 to September 30, 2025 was primarily due to an increase in the projects in process on which the timing of billings occurred after the completion of work. The increase in contract liabilities from December 31, 2024 to September 30, 2025 was primarily due to the timing of billing in relation to costs incurred on certain large projects.

**Revenue Recognized in Opening Contract Assets**

The Company generally excludes change orders and claims that are under negotiation in the ordinary course of business from the contract value until such amounts are approved and deemed probable for collection. For the period ended (nine months) September 30, 2025, the Company did not include a material amount of unapproved change orders or claims in contract price adjustments, and the revenue recognized within “Contract assets” in the accompanying balance sheet does not relate to unapproved change orders or claims.

**Revenue Recognized in Opening Contract Liabilities**

During the period ended (nine months) September 30, 2025, the Company recognized \$37,043,066 of contract revenues related to contract liabilities that existed on December 31, 2024.

NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2025

**NOTE 3 – REVENUE RECOGNITION - CONTINUED****Revenue Recognized on Performance Obligation from Prior Periods**

For the period (nine months) ended September 30, 2025, revenues were positively impacted by 2% as a result of changes in estimates associated with performance obligations on fixed price contracts partially satisfied as of the year-end December 31, 2024. For the period (nine months) ended September 30, 2025, operating results were positively impacted by 12% of gross profit as a result of aggregate changes in contract estimates related to projects that were in progress as of the year-ended December 31, 2024.

**Partially Satisfied/Unsatisfied Performance Obligations at Period-end**

As of September 30, 2025, the aggregate transaction price allocated to unsatisfied or partially satisfied performance obligations was approximately \$1,295,921,618, with 82% expected to be recognized in the subsequent twelve months. These amounts represent management's estimates of the revenues that are expected to be realized from the remaining portion of fixed price contracts not yet completed or for which work had not yet begun as of such dates. For purposes of calculating remaining performance obligations, the Company includes revenues from change orders and claims that are approved. Excluded from remaining performance obligations are unapproved change orders or claims under certain non-fixed price contracts.

**NOTE 4 - COSTS AND ESTIMATED EARNINGS ON UNCOMPLETED CONTRACTS**

Costs, estimated earnings, and billings on uncompleted contracts at September 30, 2025 are summarized as follows:

Costs Incurred on Uncompleted Contracts	\$ 883,950,454
Estimated Earnings	<u>241,572,722</u>
	1,125,523,176
Billings to Date	<u>1,196,954,742</u>
Net Under/(Overbilling)	<u>\$ (71,431,566)</u>

Included in Note 3 under Contract Assets and Liabilities under the following captions:

Costs and Estimated Earnings in Excess of Billings on Uncompleted Contracts	\$ 36,882,895
Billings in Excess of Costs and Estimated Earnings on Uncompleted Contracts	<u>(108,314,461)</u>
Net Under/(Overbilling)	<u>\$ (71,431,566)</u>

As of September 30, 2025, the Company accrued anticipated losses in the amount of \$501,550.

POWER SOLUTIONS, LLC

NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2025

**NOTE 5 – PROPERTY AND EQUIPMENT**

At September 30, 2025 property and equipment is summarized as follows:

	Estimated Useful Life	
Transportation equipment	3 – 5 years	\$ 23,571,968
Machinery and equipment	5 – 7 years	3,088,501
Furniture and fixtures	5 – 7 years	1,173,542
Computer equipment	7 – 10 years	723,232
Leasehold improvements	15 – 39 years	1,371,242
		29,928,485
Less: Accumulated Depreciation		(15,888,270)
		<u>\$ 14,040,215</u>

For the period (nine months) ended September 30, 2025, depreciation expense relating to property and equipment amounted to \$2,118,425 respectively.

**NOTE 6 - LINE OF CREDIT**

As of September 30, 2025, the Company maintains a revolving line of credit with Truist Bank with a maximum borrowing capacity of \$50,000,000, maturing on August 8, 2028. The line of credit bears interest at the Secured Overnight Financing Rate (SOFR) plus 1.50%, and interest is payable monthly.

The agreement governing the line of credit includes certain financial and non-financial covenants. Key financial covenants include maintaining a minimum tangible net worth of \$26,000,000.

As of September 30, 2025, the Company is in compliance with the requirements under the terms of the loan agreement.

As of September 30, 2025, there was no outstanding balance on the line of credit.

POWER SOLUTIONS, LLC

NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2025

**NOTE 7 – OTHER ACCRUED LIABILITIES**

As of September 30, 2025, the components of other accrued liabilities consisted of the following:

Other accrued liabilities	\$ 50,419,111
Accrued contract losses	501,550
Accrued payroll burden	357,876
Other accrued expenses	35,625
Total	<u>\$51,314,162</u>

**NOTE 8 - LONG-TERM DEBT**

Long-term debt at September 30, 2025 net of deferred interest, consists of:

Notes payable interest rates ranging from 0% to 9.99% in monthly installments to Ford Motor Credit, secured by transportation equipment	\$ 7,067,773
Less: current maturities	(1,847,036)
Long-term debt, net of current maturities	<u>\$ 5,220,737</u>

Maturities of long-term debt are as follows:

September 30, 2026	\$1,847,036
2027	1,812,979
2028	1,566,596
2029	1,236,768
2030 and thereafter	604,394
Total	<u>\$7,067,773</u>

POWER SOLUTIONS, LLC

NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2025

NOTE 9 - LEASE OBLIGATIONS

The Company leases their office, warehouse, and parking facilities which are accounted for as operating leases. The leases have remaining terms ranging from less than 1 year to approximately 6 years. Some leases include options to extend the lease, and others include options to terminate.

Amounts recognized as right-of-use assets related to operating leases are included in property and equipment in the balance sheet, while related lease liabilities are included in the current and long-term debt.

In addition to base rent, the Company incurs variable lease expenses which include real estate taxes, common area maintenance, insurance and other operating expenses related to our leased facilities which are expensed when incurred in the statement of income from operations. The variable lease expenses are immaterial to the financial statements.

As of September 30, 2025, right-of-use assets and lease liabilities related to operating leases were as follows:

Operating Leases	
Right-of-use assets:	
Cost	\$24,801,258
Less: Accumulated amortization	<u>(8,009,762)</u>
	<u>\$16,791,496</u>
Lease liabilities:	
Current portion	\$ 1,913,510
Long-term portion	<u>15,084,600</u>
	<u>\$16,998,110</u>

POWER SOLUTIONS, LLC

NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2025

NOTE 9 - LEASE OBLIGATIONS (CONTINUED)

A summary of total lease cost, by component, and other lease information for the period (nine months) ended September 30, 2025 follows:

Operating lease cost	\$ 1,749,172
Short-term lease cost	\$ 192,000
Cash paid for amounts included in the measurements of lease liabilities:	
Operating cash flows from operating leases	\$ (1,760,073)
Non-cash transactions:	
Right-of-use assets obtained in exchange for new operating lease liabilities	\$10,353,297
Weighted-average remaining lease term:	
Operating leases	4.78 years
Weighted-average discount rate:	
Operating leases	6.47%

A summary of the future lease payments for operating leases, reconciled to the lease obligations recorded on September 30, 2025 is as follows:

Operating Leases	
Year:	
2026	\$ 2,804,742
2027	3,835,176
2028	3,919,515
2029	3,996,029
2030 and thereafter	5,429,224
Total minimum lease payments	19,984,686
Less: imputed interest	(2,986,576)
Lease obligations as of December 31	16,998,110
Less: current portion	(1,913,510)
Long-term lease obligation	<u>\$15,084,600</u>

POWER SOLUTIONS, LLC

NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2025

**NOTE 10 – INCOME TAXES**

The Company has elected to be treated as a partnership for income tax purposes. As such, income and losses are passed through to the members and are recorded on their personal tax returns. For the period (nine months) ended September 30, 2025 the Company had an estimated taxable income, net of guaranteed payments, in the amount of \$133,239,736.

The District of Columbia does not recognize pass-through entities and taxes the company at the entity level. The State of Maryland and Virginia allows pass-through entities to pay taxes on behalf of members at the company level. All state taxes are recorded under provision for income taxes on the statements of income from operations and are stated below.

**Provision for Income Taxes**

For the period (nine months) ended September 30, 2025 the Company incurred estimated state income tax liabilities in the amounts of \$7,987,245.

The estimated income tax provision was reduced by prior year overpayments and estimated tax payments in the amount of \$5,987,245, resulting in net income tax payable of \$2,000,000. The income tax payable is reflected on the accompanying balance sheet.

**NOTE 11 - OTHER INCOME (EXPENSES)**

Other income and (expenses) for the period (nine months) ended September 30, 2025 consist of the following:

<b>Other income</b>	
Other income	\$ 6,537
Gain on disposal of fixed assets	7,591
	<u>14,128</u>
<b>Other Expenses</b>	
Interest expense	448,757
Charitable contributions	29,358
	<u>478,115</u>
<b>Total (expenses)</b>	<u><u>\$(463,987)</u></u>

**NOTES TO FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2025**

**NOTE 12 – EMPLOYEE BENEFIT PLANS****Employee Retirement Savings Plan**

The Company sponsors a defined contribution 401(k) plan and profit-sharing plan to non-union employees. The Company contributes a safe harbor match of 100% on the first 3% contributed and an additional 50% on the next 2% contributed by employee. Contributions to the profit-sharing plan are at the discretion of the Board of Directors. For the period (nine months) ended September 30, 2025 the Company contributed \$522,239 total to the plans.

**Multi-Employer Pension Plans**

The Company contributes amounts to multi-employer defined benefit plans under the terms of collective bargaining agreements that cover employees represented by unions. The risks of participating in multi-employer pension plans are different from single-employer plans in the following aspects:

- Assets contributed to the multi-employer plan by one employer will be used to provide benefits to employees of other participating employers;
- If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be allocated to the remaining participating employers; and
- If the Company chooses to stop participating in a multi-employer plan, the Company may be required to pay the plan an amount based on the unfunded status of the plan, referred to as a withdrawal liability.

The information available to us about the multi-employer plans in which we participate is generally dated due to the nature of the reporting cycle of multi-employer plans and legal requirements under the Employee Retirement Income Security Act (“ERISA”) as amended by the Multi-employer Pension Plan Amendments Act.

**Multi-Employer Pension Plans – Available to Public Domain**

This table below identifies plans that are available to public domain regarding their general data and financial health information as of September 30, 2025:

<u>Plan Name</u>	<u>EIN Number</u>	<u>PPA Zone Status</u>	<u>Funding Improvement or Rehab Status</u>	<u>Contributions for period (nine months) ended 9/30/2025</u>	<u>% of Total Company Contributions</u>	<u>Surcharge Imposed</u>	<u>Collective Bargaining Agreement Expiration</u>
Electrical Workers Local No. 26 Pension Trust Fund	52-6117919	Green	No	\$26,088,264	89%	No	5/31/2027

**NOTES TO FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2025**

**NOTE 12 – EMPLOYEE BENEFIT PLANS (CONTINUED)****Multi-Employer Pension Plans – Plans Not Available to Public Domain**

Because the plan's audited financial statements and other detailed financial information are not publicly available, the Company is unable to determine the funded status of the plan, the Company's proportionate share of that status, or whether the plan is subject to funding improvement or rehabilitation requirements.

The table below identifies plans that are not subject to public domain:

Plan Name	EIN Number	Contributions for period (nine months) ended 9/30/2025	Surcharge Imposed	Collective Bargaining Agreement Expiration
IBEW Local 24 Pension Trust Fund	Unknown	\$ 2,851,571	No	Unknown
IBEW Local 80 Virginia Pension Fund	Unknown	\$ 63,542	No	Unknown
IBEW Local 1340 Virginia Pension Trust Fund	Unknown	\$ 265,677	No	Unknown
IBEW Local 666 Pension Fund	Unknown	\$ 16,991	No	Unknown

**NOTE 13 – COMMITMENTS AND CONTINGENCIES****Multi-Employer Pension Plans**

As discussed in Note 13, the Company participates in multi-employer pension plans administered by a union. There is a risk that its funding status could deteriorate in the future. If any Plan becomes underfunded, the Company may be required to contribute additional amounts to cover any shortfall, as specified in the collective bargaining agreement.

As of September 30, 2025, no additional contributions are required. The Company is actively monitoring the Plan's status' and if any liability arises, management will record any liability and expense on the financial statements in the period it becomes known.

**Surety Bonds**

The Company, as a condition for entering construction contracts, is required to post bid, payment, and performance bonds in support of those contracts. At September 30, 2025, several of those bonds remain issued and outstanding.

NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2025

**NOTE 14 - CONCENTRATIONS OF CREDIT RISK**

**Credit Risk**

Financial instruments which potentially subject the Company to concentration of credit risk consist primarily of cash, contract accounts receivable, and costs and estimated earnings in excess of billings on uncompleted contracts.

As of January 1, 2013, the FDIC insures the standard maximum deposit insurance amount of \$250,000 for each deposit insurance ownership category all of a depositor's accounts at an insured depository institution, including all noninterest-bearing and interest-bearing transaction accounts. In lieu of insurance, the financial institution may collateralize the commercial paper with U.S. Government securities, in which case they become Repurchase Agreements (Repos). At September 30, 2025, \$12,615,441 of the Company's bank balances were not insured by the FDIC or secured by collateral consisting of government backed securities.

**Concentration of Customers and Revenues**

The contract receivables and costs and estimated earnings in excess of billings on uncompleted contracts are concentrated in customers located in the Virginia area. All probable credit losses related to contract receivables have been appropriately recognized as expense. In general, the Company does not require collateral in relation to these receivables.

For the period (nine months) ended September 30, 2025 a small group of customers represented 85% of total revenues and 55% of total receivables for the period then ended.

**NOTE 15 – SUBSEQUENT EVENTS**

Management has evaluated subsequent events through November 6, 2025, the date the financial statements were available to be issued. No significant events or transactions were identified that would require adjustment of or disclosure in the financial statement.

## UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

**Introduction**

On December 23, 2025 (the “Acquisition Date”), Dycom Industries, Inc. (the “Company” or “Dycom”) completed the previously announced acquisition (the “Acquisition”) of Power Solutions, LLC (“Power Solutions”) pursuant to the terms and conditions of the Unit Purchase Agreement (the “Purchase Agreement”), dated as of November 18, 2025 by and among the Company, Power Solutions and Project Eastern Shore, LLC.

The Purchase Agreement defines the Base Price as \$1,950.0 million. On the Acquisition Date, following certain adjustments made in accordance with the Purchase Agreement, consideration paid by the Company in connection with the Acquisition consisted of approximately \$1.64 billion paid in cash and 1,011,069 shares of Dycom common stock, par value \$0.33 1/3 per share (“Common Stock”). The number of shares of Common Stock constituting the stock portion of the consideration paid on the Acquisition Date was determined by dividing \$292.5 million (15% of the Base Price) by the 10-day volume-weighted average price of Common Stock prior to the signing of the Purchase Agreement, or \$289.2975. The final amount of cash consideration for the Acquisition remains subject to certain post-closing adjustments, including with respect to cash, debt, net working capital and unpaid transaction expenses as further set forth in the Purchase Agreement. Any such post-closing adjustments will be settled in cash. The fair value of the stock consideration was calculated on the Acquisition Date based on the trading price of a share of Dycom common stock multiplied by 1,011,069. See Note 4 for additional information.

The following unaudited pro forma condensed combined financial information (the “Pro Forma Financial Statements”) give effect to the Acquisition, which has been accounted for using the acquisition method of accounting with Dycom identified as the accounting acquirer, as well as the corresponding financing required to complete the Acquisition (“Financing”). Under the acquisition method of accounting, Dycom has recorded assets acquired and liabilities assumed from Power Solutions at their respective acquisition date fair values on the Acquisition Date.

The Pro Forma Financial Statements have been prepared from the respective historical consolidated financial statements of Dycom and Power Solutions, adjusted to give effect to the Acquisition and Financing. The unaudited pro forma condensed combined balance sheet (the “Pro Forma Balance Sheet”) combines the historical consolidated balance sheets of Dycom and Power Solutions as of October 25, 2025 and September 30, 2025, respectively, giving effect to the Acquisition as if it had been completed on October 25, 2025. The unaudited pro forma condensed combined statements of comprehensive income (the “Pro Forma Statements of Comprehensive Income”) give effect to the pro forma balance sheet adjustments as if they had been completed on January 28, 2024, the first day of Dycom’s fiscal year 2025. The Pro Forma Statement of Comprehensive Income for the nine months ended October 25, 2025 combines the Statement of Operations of Dycom for the nine months ended October 25, 2025 with the Statement of Operations of Power Solutions for the nine months ended September 30, 2025. The Pro Forma Statement of Comprehensive Income for the twelve months ended January 25, 2025 combines the Statement of Operations of Dycom for the twelve months ended January 25, 2025 with the Statement of Operations of Power Solutions for the twelve months ended December 31, 2024. The Pro Forma Financial Statements contain certain reclassification adjustments to conform the historical Power Solutions financial statement presentation to Dycom’s financial statement presentation, as described further in Note 5 to the Pro Forma Financial Statements.

The Pro Forma Financial Statements are presented to reflect the Acquisition and the Financing arrangements of Dycom in connection therewith and do not represent what Dycom’s financial position or results of operations would have been had the Acquisition occurred on the dates noted above, nor do they

## UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

*(Continued)*

project the financial position or results of operations of the Company at any time following the Acquisition. The adjustments included in the Pro Forma Financial Statements are based on available information as of the date hereof and certain assumptions that management believes are reasonable.

Dycom and Power Solutions have incurred certain non-recurring charges in connection with the Acquisition, the substantial majority of which consist of fees paid to financial, legal and accounting advisors, and certain bank-related fees. These non-recurring charges could affect the future results of the Company in the period in which such charges are incurred; however, these costs are not expected to be incurred in any period beyond twelve months after the Acquisition Date. Accordingly, the Pro Forma Statement of Comprehensive Income includes these non-recurring charges incurred during the historical periods presented and the year ended January 25, 2025 reflects adjustments for Dycom transaction costs incurred after October 25, 2025. See Note 6 for additional information.

Dycom has used information currently available to determine preliminary fair value estimates for the Acquisition consideration and its allocation to the tangible assets and identifiable intangible assets acquired and liabilities assumed. The fair value of consideration transferred to acquire Power Solutions was allocated based upon the estimated fair values of the assets acquired and liabilities assumed as of the date of the Acquisition. The assumptions and estimates used to determine the preliminary purchase price allocation and fair value adjustments are described in the notes accompanying the Pro Forma Financial Statements. Additionally, within the measurement period further adjustments to the purchase price allocation may be required as Dycom is able to, among other things, complete more detailed procedures to finalize valuations.

The transaction accounting adjustments are preliminary and subject to change as additional information becomes available and additional analysis is performed. The preliminary transaction accounting adjustments have been made solely for the purpose of providing the Pro Forma Financial Statements, and an increase or decrease in the fair value of any assets acquired and liabilities assumed upon completion of Dycom's final valuation analyses would result in adjustments to the Pro Forma Balance Sheet and, if applicable, the Pro Forma Statement of Comprehensive Income. As a result, the final purchase price allocation may be materially different than that reflected in the preliminary purchase price allocation presented herein.

The financial information included in the Pro Forma Financial Statements has been prepared by Dycom in accordance with Article 11 of Regulation S-X (Pro Forma Financial Information). The Pro Forma Financial Statements are provided for illustrative purposes only, based on management's best estimates and judgments. Dycom's results of operations and actual financial position may differ significantly from the pro forma amounts reflected herein due to a variety of factors. Additionally, the Pro Forma Financial Statements have been developed from and should be read in conjunction with the following separate historical consolidated financial statements and related notes thereto for each of Dycom and Power Solutions:

- the audited consolidated financial statements and the notes thereto of Dycom as of and for the year ended January 31, 2026, which are included in Dycom's Annual Report on Form 10-K for the year ended January 31, 2026 filed with the Securities and Exchange Commission (SEC) on March 9, 2026;

---

**UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS**

*(Continued)*

- the audited consolidated financial statements and the notes thereto of Dycom as of and for the year ended January 25, 2025, which are included in Dycom's Annual Report on Form 10-K for the year ended January 25, 2025 filed with the Securities and Exchange Commission (SEC) on February 28, 2025 ("2025 Annual Report");
- the unaudited condensed consolidated financial statements and the notes thereto of Dycom as of and for the nine months ended October 25, 2025, which are included in Dycom's Quarterly Report on Form 10-Q for the quarterly period ended October 25, 2025 filed with the SEC on November 20, 2025 ("Q3 Form 10-Q");
- the audited financial statements and notes thereto of Power Solutions as of and for the year ended December 31, 2024, which are included in Exhibit 99.1 of this Current Report on Form 8-K (Exhibit 99.1); and
- the unaudited financial statements and notes thereto of Power Solutions as of and for the nine months ended September 30, 2025, which are included in Exhibit 99.2 of this Current Report on Form 8-K (Exhibit 99.2).

**UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET**

**As of October 25, 2025  
(In thousands)**

	Historical		Transaction Accounting Adjustments			Pro forma Combined
	Dycom Industries, Inc	Power Solutions, LLC	Reclassification Adjustments (See Note 5)	Acquisition & Financing Adjustments (See Note 6)	Other Transaction Accounting Adjustments (See Note 6)	
<b>ASSETS</b>						
Current assets:						
Cash and equivalents	\$ 110,109	\$ 15,050		\$ (57,670)	(a),(g) \$ 192,026	(k) \$ 259,514
Accounts receivable, net	1,586,884	184,848	74,671			1,846,403
Contract assets	147,576	111,553	(74,671)			184,458
Inventories	120,057	—				120,057
Income tax receivable	19,869	—				19,869
Other current assets	41,475	1,832				43,307
Total current assets	2,025,970	313,284	—	(57,670)	192,026	2,473,609
Property and equipment, net	567,918	14,040		(194)	(j)	581,764
Operating lease right-of-use assets	118,769	16,791				135,560
Goodwill	332,645	4,350		1,190,680	(b)	1,527,676
Intangible assets, net	183,999	—		775,000	(c)	958,999
Other assets	95,523	321				95,844
Total assets	\$ 3,324,824	\$ 348,786	\$ —	\$ 1,907,816	\$ 192,026	\$ 5,773,452
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>						
Current liabilities:						
Accounts payable	\$ 297,130	\$ 72,260				\$ 369,390
Current portion of debt	20,000	1,847		(1,847)	(d)	20,000
Contract liabilities	54,766	108,314				163,080
Accrued insurance claims	53,060	—				53,060
Operating lease liabilities	38,135	1,914				40,049
Income taxes payable	—	2,000				2,000
Distribution payable		60,482		(60,482)	(f)	—
Other accrued liabilities	193,367	51,314		2,099	(g)	246,780
Total current liabilities	656,458	298,131	—	(60,230)	—	894,359
Long-term debt	919,480	5,221		1,674,997	(e)	2,791,724
Accrued insurance claims - non-current	66,101	—				66,101
Operating lease liabilities - non-current	87,032	15,085				102,117
Deferred tax liabilities, net - non-current	85,082	—				85,082
Other liabilities	27,376	—				27,376
Total liabilities	1,841,529	318,436	—	1,614,768	192,026	3,966,758
<b>COMMITMENTS AND CONTINGENCIES</b>						
Stockholders' equity:						
Preferred stock, par value \$ 1.00 per share: 1,000,000 shares authorized: no shares issued and outstanding	\$ —	\$ —				\$ —
Common stock, par value \$ 0.33 1/3 per share: 150,000,000 shares authorized: 28,955,901 and 28,978,949 issued and outstanding, respectively	9,652	—		334	(h)	9,986
Additional paid-in capital	22,377	—		350,619	(h)	372,996
Accumulated other comprehensive loss	—	—				—
Retained earnings	1,451,266	—		(27,553)	(a),(g)	1,423,713
Total stockholders' equity	1,483,295	—	—	323,399	—	1,806,694
Member's equity	—	30,350		(30,350)	(i)	—
Total liabilities and stockholders' equity	\$ 3,324,824	\$ 348,786	\$ —	\$ 1,907,816	\$ 192,026	\$ 5,773,452

See accompanying notes.

**UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF COMPREHENSIVE INCOME**  
**For the nine months ended October 25, 2025**  
**(In thousands, except per share information)**

	Historical		Transaction Accounting Adjustments			Pro forma Combined
	Dycom Industries, Inc	Power Solutions, LLC	Reclassification Adjustments (See Note 5)	Acquisition & Financing Adjustments (See Note 6)	Other Transaction Accounting Adjustments (See Note 6)	
Contract revenues	\$ 4,088,349	\$ 752,056				\$ 4,840,405
Costs of earned revenues, excluding depreciation and amortization	3,213,158	595,601	(2,012)	(m)		3,806,747
General and administrative	317,816	15,228	(106)	(m)		332,937
Depreciation and amortization	181,402	—	2,118	(m)	133,418 (n)	316,938
Total	3,712,376	610,829	—		133,418	4,456,622
Interest expense, net	(43,385)		(449)	(m)	(80,497) (o)	(125,366)
Loss on debt extinguishment	—	—				—
Other income/(expense), net	17,391	(464)	449	(m)		17,376
Income before income taxes	349,979	140,764	—		(213,915)	275,793
Provision for income taxes	85,083	7,987			(26,772) (p)	66,033
Net income	\$ 264,896	\$ 132,777	\$ —		\$ (187,143)	\$ 209,760
Earnings per common share:						
Basic earnings per common share	\$ 9.15					\$ 7.00
Diluted earnings per common share	\$ 9.05					\$ 6.93
Shares used in computing earnings per common share:						
Basic	28,941,923				1,011,069 (q)	29,952,992
Diluted	29,278,792				1,011,069 (q)	30,289,861

See accompanying notes.

**UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF COMPREHENSIVE INCOME**  
**For the year ended January 25, 2025**  
(In thousands, except per share information)

	Historical		Transaction Accounting Adjustments				Pro forma Combined
	Dycom Industries, Inc	Power Solutions, LLC	Reclassification Adjustments (See Note 5)	Acquisition & Financing Adjustments (See Note 6)	Other Transaction Accounting Adjustments (See Note 6)		
Contract revenues	\$ 4,702,014	\$ 736,754					\$ 5,438,768
Costs of earned revenues, excluding depreciation and amortization	3,769,877	580,901	(2,198)	(m)			4,348,580
General and administrative	393,030	20,251	(134)	(m)	18,759	(r)	431,906
Depreciation and amortization	198,571	—	2,332	(m)	179,328	(n)	380,230
Total	4,361,478	601,152	—		198,087		5,160,717
Interest expense, net	(60,994)		(342)	(m)	(107,586)	(o)	(170,302)
Loss on debt extinguishment	(965)	—				(1,381)	(o)
Other income/(expense), net	29,213	(256)	342	(m)			29,299
Income before income taxes	307,790	135,346	—		(305,673)	(1,381)	136,083
Provision for income taxes	74,377	7,637			(51,577)	(354)	(p)
Net income	\$ 233,413	\$ 127,709	\$ —		\$ (254,096)	\$ (1,027)	\$ 106,000
Earnings per common share:							
Basic earnings per common share	\$ 8.02						\$ 3.52
Diluted earnings per common share	\$ 7.92						\$ 3.48
Shares used in computing earnings per common share:							
Basic	29,112,573				1,011,069	(q)	30,123,642
Diluted	29,481,791				1,011,069	(q)	30,492,860

See accompanying notes.

## 1. DESCRIPTION OF THE TRANSACTION

The Purchase Agreement defines the Base Price as \$1,950.0 million. On the Acquisition Date, following certain adjustments made in accordance with the Purchase Agreement, consideration paid by the Company in connection with the Acquisition consisted of approximately \$1.64 billion paid in cash and 1,011,069 shares of Dycom common stock, par value \$0.33 1/3 per share (“Common Stock”). The number of shares of Common Stock constituting the stock portion of the consideration paid on the Acquisition Date was determined by dividing \$292.5 million (15% of the Base Price) by the 10-day volume-weighted average price of Common Stock prior to the signing of the Purchase Agreement, or \$289.2975. The final amount of cash consideration for the Acquisition remains subject to certain post-closing adjustments, including with respect to cash, debt, net working capital and unpaid transaction expenses as further set forth in the Purchase Agreement. Any such post-closing adjustments will be settled in cash. The fair value of the stock consideration was calculated on the Acquisition Date based on the trading price of a share of Dycom common stock multiplied by 1,011,069. See Note 4 for additional information. As described further below, the cash consideration for the Acquisition was paid primarily with borrowings under Dycom’s senior credit facilities and the Bridge Facility.

## 2. DESCRIPTION OF THE DEBT FINANCING

### *Senior Credit Facility*

On January 27, 2026, Dycom, the Guarantors (as defined therein) party thereto, the Term Loan B Lender (as defined therein) party thereto and Bank of America, N.A. (“Bank of America”), as administrative agent (in such capacities and together with its successors and permitted assigns, the “Administrative Agent”), entered into that certain First Amendment to the Third Amended and Restated Credit Agreement (the “Amendment”), which amends that Third Amended and Restated Credit Agreement, dated as of December 23, 2025 by and among, the Company, the Guarantors from time to time party thereto, the Lenders (as defined therein) from time to time party thereto and the L/C Issuers (as defined therein) from time to time party thereto and the Administrative Agent (the “Existing Credit Agreement”, and, the Existing Credit Agreement, as amended by the Amendment, the “Credit Agreement”).

The Existing Credit Agreement, among other things, (i) established a \$600.0 million 364 day senior secured bridge loan facility (the “Bridge Facility”) for the purpose of, among other things, financing the Acquisition and paying certain related fees and expenses (ii) extended the scheduled maturity date of the existing senior secured term loan A facility (the “Term Loan A Facility”) and senior secured revolving credit facility (the “Revolving Credit Facility”) from January 15, 2029 to December 23, 2030, (iii) increased the commitments under the Revolving Credit Facility from \$650.0 million to \$800.0 million, (iv) increased the Term Loan A Facility from \$440.0 million to \$1,540.0 million for the purpose of, among other things, financing the Acquisition and paying certain related fees and expenses and (v) adjusted certain other terms and basket capacities as described therein.

Dycom closed the Acquisition on December 23, 2025 and simultaneously closed the Existing Credit Agreement and borrowed the amounts under the Term Loan A Facility and Bridge Facility to pay the cash consideration for the Acquisition.

At the option of the Company, borrowings under the Existing Credit Agreement (other than swingline loans) will bear interest at a rate equal to either (a) term SOFR plus an applicable margin, or (b) the

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS -**  
**(Continued)**

Administrative Agent's base rate plus an applicable margin. The Administrative Agent's base rate is described in the Existing Credit Agreement as the highest of (i) the federal funds rate plus 0.50%, (ii) the Administrative Agent's prime rate, and (iii) term SOFR for a one-month period plus 1.00%. In the case of the Bridge Facility, the applicable margin as of the Acquisition Date for (x) term SOFR loans will be 1.75% and (y) base rate loans will be 0.75%, in each case, subject to a 0.25% increase on each 90-day anniversary of the Acquisition Date. In the case of the Term Loan A Facility and Revolving Credit Facility, the applicable margin is based on the Company's consolidated net leverage ratio. In addition, the Company will pay a fee for unused revolver balances based on the Company's consolidated net leverage ratio. Until the delivery of a compliance certificate for the fiscal quarter ending August 1, 2026, (x) the applicable margin for term SOFR loans will be 1.75%, (y) the applicable margin for base rate loans will be 0.75% and (z) the commitment fee for unused revolver balances will be 0.35%. Swingline loans will bear interest at a rate equal to the Administrative Agent's base rate plus an applicable margin based upon the Company's consolidated net leverage ratio.

The Amendment, among other things, establishes an \$800.0 million senior secured Term Loan B Facility (the "Term Loan B Facility") the proceeds of which were used to (i) refinance the Company's \$600.0 million 364 day senior secured Bridge Facility under the Existing Credit Agreement, (ii) pay the fees and expenses incurred in connection therewith and (iii) fund cash to the balance sheet of the Company.

At the option of the Company, the Term Loan B Facility will bear interest at a rate equal to either (a) term SOFR plus an applicable margin, or (b) the Administrative Agent's base rate plus an applicable margin. The Administrative Agent's base rate is described in the Credit Agreement as the highest of (i) the federal funds rate plus 0.50%, (ii) the Administrative Agent's prime rate, and (iii) term SOFR for a one-month period plus 1.00%. The applicable margin for the Term Loan B Facility for (x) term SOFR loans will be 1.75% and (y) base rate loans will be 0.75%. The Term B Loan will amortize in an amount equal to 0.25% commencing on September 15, 2026 and thereafter on the 15th day of March, June, September and December.

The Company calculated interest expense for the year and interim period assuming a SOFR rate of 3.733% in place at the Acquisition Date and an applicable margin of 1.75%, or 5.483%, and, in the case of the Term Loan B Facility, a SOFR rate of 3.670% and an applicable margin of 1.75%, or 5.420%. Issuance costs and original issue discount related to the Term Loan A Facilities and Term Loan B Facility were \$28.6 million in the aggregate. Issuance costs related to the Bridge Facility were \$8.0 million. See Note 6 for additional details regarding the issuance costs.

### **3. BASIS OF PRESENTATION**

The historical financial information included in the Pro Forma Financial Statements has been prepared from the historical financial statements of Dycom for the nine months ended October 25, 2025 and the year ended January 25, 2025 and Power Solutions for the nine months ended September 30, 2025 and year ended December 31, 2024. For Dycom, these include its unaudited condensed consolidated financial statements and notes thereto as of and for the nine months ended October 25, 2025 included in the Q3 Form 10-Q and its historical consolidated financial statements and notes thereto included in the 2025 Annual Report. For Power Solutions, these include its unaudited financial statements and the notes thereto as of and for the nine months ended September 30, 2025 included in Exhibit 99.2 and its historical audited financial statements and notes thereto for the year ended December 31, 2024 included in Exhibit 99.1. The Pro Forma Financial Statements should be read in conjunction with these historical financial statements for Dycom and Power Solutions.

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS -**  
**(Continued)**

Certain of Power Solutions' historical amounts have been reclassified to conform to Dycom's financial statement presentation, as discussed further in Note 5. The Pro Forma Balance Sheet gives effect to the Acquisition as if it had been completed on October 25, 2025, and the Pro Forma Statements of Comprehensive Income give effect to the balance sheet adjustments as if they had been completed on January 28, 2024. The pro forma acquisition adjustments are described in Note 6.

The Pro Forma Financial Statements were prepared using the acquisition method of accounting in accordance with Accounting Standards Codification 805, Business Combinations ("ASC 805"), with Dycom as the accounting acquirer, using the fair value concepts defined in Accounting Standards Codification 820, Fair Value Measurement ("ASC 820"), and based on the historical financial statements of Dycom and Power Solutions. Under ASC 805, all assets acquired and liabilities assumed in a business combination are recognized and measured at their assumed acquisition date fair value. Such fair value measurements can be subjective, and changes in assumptions may result in material changes to the estimates of fair values. Transaction costs and restructuring costs associated with the business combination are expensed as incurred. The excess of purchase price consideration over the fair value of assets acquired and liabilities assumed, if any, is allocated to goodwill.

The allocation of the purchase price consideration depends upon certain estimates and assumptions, all of which are preliminary, and such allocation has been made for the purpose of developing the Pro Forma Financial Statements. See Note 4 for additional information.

As Dycom completes its comprehensive review of Power Solutions' accounting policies, more information will become available. As such, Dycom may identify differences between Dycom's historical accounting policies and the accounting policies of Power Solutions prior to the Acquisition, which when conformed, could result in a material changes to the amounts presented in the Pro Forma Financial Statements.

The Pro Forma Financial Statements do not reflect any cost savings, operating synergies or revenue enhancements that may be achieved as a result of the Acquisition; any dis-synergies that may be incurred as a result of the Acquisition; the costs to integrate the operations of Power Solutions; or the costs necessary to achieve or remediate any such cost savings, operating synergies, revenue enhancements or dis-synergies.

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS -**  
*(Continued)*

**4. PRELIMINARY ACQUISITION ACCOUNTING**

The following table summarizes the estimated fair value of total consideration transferred or estimated to be transferred and the preliminary purchase price allocation of the assets acquired and the liabilities assumed in the Acquisition as of October 25, 2025, using currently available information (in thousands):

Consideration:	
Cash paid or payable	1,644,885
Value of Dycom common stock issued	<u>350,952</u>
Fair value of total consideration transferred or estimated to be transferred	<u>1,995,837</u>
Cash	15,050
Accounts receivable	184,848
Contract assets	111,553
Prepaid and other current assets	1,832
Property and equipment	13,846
Operating lease right-of-use assets	16,791
Other assets	321
Goodwill	1,195,031
Intangible assets	<u>775,000</u>
Total assets	2,314,273
Accounts payable	72,260
Current portion of debt	1,847
Distributions payable	60,482
Operating lease liabilities	1,914
Contract liabilities	108,314
Accrued expenses and other current liabilities	53,314
Operating lease liabilities - non-current	15,085
Long-term debt	<u>5,221</u>
Total liabilities	<u>318,436</u>
Net assets acquired	1,995,837

This preliminary purchase price allocation has been used to prepare the transaction accounting adjustments in the Pro Forma Financial Statements. The final purchase price allocation will be determined when Dycom has completed its final valuations and other necessary analyses. Any increase or decrease in the fair values of the net assets presented above could change the amount of the total purchase consideration allocated to goodwill and other assets and liabilities and may impact the combined statements of income for Dycom and Power Solutions due to corresponding adjustments in amortization or depreciation. The preliminary purchase price allocation as of the Acquisition Date, could differ materially from the preliminary allocation used in the transaction accounting adjustments. The purchase price allocation could change further during the measurement period of up to one-year identified in ASC 805, which ends during the fourth quarter of 2027. The allocation as of the Acquisition Date may include: (1) changes in fair values of property, plant and equipment; (2) changes in fair value of intangible assets and the resulting impact to goodwill; and (3) other changes to assets and liabilities. The final amount of cash consideration for the Acquisition remains subject to certain post-closing adjustments, including with respect to cash, debt, net working capital and unpaid transaction expenses as further set forth in the Purchase Agreement. The value of Dycom stock issued was valued based on 1,011,069 shares issued multiplied by the \$347.11 share price at the Acquisition Date.

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS -  
(Continued)**

Goodwill represents the amount by which the purchase price for an acquired business exceeds the net fair value of the assets acquired and liabilities assumed. The goodwill recognized from the Acquisition consists of revenue and cost synergies expected from combining the operations of Dycom and Power Solutions. All of the goodwill associated with the Acquisition is expected to be deductible for income tax purposes.

Preliminary identifiable intangible assets and the related weighted average amortization periods by asset type consist of the following (in thousands, except for weighted average amortization periods, which are in years):

	<u>Estimated Fair Value</u>	<u>Weighted Average Amortization Period in Years</u>
Customer relationships	\$ 580,000	15.0
Contract Backlog	155,000	1.5
Trade names	40,000	15.0
Total intangible assets subject to amortization	<u>\$ 775,000</u>	12.3

Amortization of the customer relationship intangibles and contract backlog intangibles are expected to be amortized as a function of the expected economic benefit received. Amortization of the trade name intangible is expected to be amortized on a straight-line basis. However, the identifiable intangible assets and related amortization are preliminary, and their fair values are based on the results of valuation analyses performed. As discussed above, the amount that will ultimately be allocated to identifiable intangible assets and liabilities, and the related amount of amortization, may differ materially from this preliminary allocation. In addition, the periods in which the amortization is recognized will ultimately be based on the periods in which the associated economic benefits or detriments are expected to be derived or, where appropriate, based on a straight-line method. Therefore, the amount of amortization may differ significantly between periods based upon the final value assigned and the amortization period and methodology used for each identifiable intangible asset and liability.

**5. RECLASSIFICATION ADJUSTMENTS**

Certain of Power Solutions' historical amounts have been reclassified to conform to Dycom's financial statement presentation.

The reclassification adjustments to the Pro Forma Balance Sheet as of October 25, 2025 are as follows:

- \$74.7 million from Contract assets to Accounts receivable, net to align with Dycom's classification of retainage receivable.

The reclassification adjustments to the Pro Forma Statement of Comprehensive Income for the nine months ended October 25, 2025 are as follows:

- \$2.0 million from Costs of earned revenues and \$0.1 million from General and administrative to Depreciation and amortization.
- \$0.4 million from Other income/(expense), net to Interest expense, net.

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS -**  
**(Continued)**

The reclassification adjustments to the Pro Forma Statement of Comprehensive Income for the year ended January 25, 2025 are as follows:

- \$2.2 million from Costs of earned revenues and \$0.1 million from General and administrative to Depreciation and amortization.
- \$0.3 million from Other income/(expense), net to Interest expense, net.

**6. ACQUISITION ADJUSTMENTS**

**Acquisition adjustments to the Balance Sheet**

The adjustments described below represent those that have a material impact on the pro forma combined balance sheet after consideration of all potential U.S. GAAP and pro forma adjustments related to the Acquisition

(a) Reflects the following adjustments to Cash and cash equivalents:

- An adjustment for proceeds received from borrowings under the Term Loan A Facility, as described in Note 2.
- An adjustment for proceeds received from borrowings under the Bridge Facility as described in Note 2.
- Payment of financing fees under the Bridge Facility, also reflected as a reduction of retained earnings.
- Payment of cash proceeds for the Acquisition.
- An adjustment for the elimination of \$60.5 million of historical distributions payable by Power Solutions, which were written off prior to closing. In accordance with the Purchase Agreement, Dycom would have assumed and settled these obligations had they remained outstanding as of the closing. Accordingly, the settlement of these obligations are presented herein.
- An adjustment for the settlement of Power Solutions' current and long-term debt with cash on hand prior to the Acquisition. In accordance with the Purchase Agreement, Dycom would have assumed and settled these obligations had they remained outstanding as of the closing. Accordingly, the settlement of these obligations are presented herein.
- Payment of transaction costs subsequent to October 25, 2025.

The adjustments are as follows (in thousands):

Proceeds from borrowings under Term Loan A Facility	1,079,394
Borrowings under Bridge Facility	600,000
Payment of Bridge Facility financing fees	(7,970)
Payment of cash portion of consideration	(1,644,885)
Payment of distribution payable	(60,482)
Payment of current and long-term debt by Dycom at closing	(7,068)
Payment of transaction costs	(16,660)
<b>Net adjustment to Cash and cash equivalents</b>	<b><u>(57,670)</u></b>

(b) Reflects elimination of Power Solutions historical goodwill and the recognition of estimated goodwill, which represents the purchase price consideration in excess of the fair value of the net assets acquired. See Note 4 for additional information on estimated goodwill. Additionally, as described in Note 3, the acquisition method of accounting depends upon certain estimates and assumptions, all of which are preliminary.

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS -**  
**(Continued)**

- (c) Reflects the recognition of estimated intangible assets based on the acquisition method of accounting. See Note 4 for additional information on estimated intangible assets. Additionally, as described in Note 3, the acquisition method of accounting depends upon certain estimates and assumptions, all of which are preliminary.
- (d) The net adjustment to Current portion of debt reflects the elimination of the Current portion of Power Solutions' debt of \$1.8 million.
- (e) The net adjustment to Long-term debt reflects Dycom's Term Loan A Facility and Bridge Facility debt incurred in connection with financing the Acquisition as described in Note 2, including the impact of financing fees and the elimination of Power Solutions' debt as follows:

Borrowings under Term Loan A Facility	1,100,000
Borrowings under Bridge Facility	600,000
Deferred financing fees	(19,782)
Elimination of Power Solutions long-term debt	(5,220)
<b>Net adjustment to Long-term debt</b>	<b><u>1,674,997</u></b>

- (f) Reflects the payment of \$60.5 million of Power Solutions' historical distributions payable as described in (a) above.
- (g) Retained earnings reflects an \$18.8 million adjustment for transaction costs related to the Acquisition and a \$0.8 million adjustment for financing costs expensed under Term Loan A. Represents non-recurring transaction costs expected to be incurred subsequent to October 25, 2025. Estimated acquisition-related transaction costs include fees paid to financial, legal and accounting advisors, and certain bank-related fees. Dycom's total estimated acquisition-related transaction costs are \$18.8 million. Of the \$18.8 million, \$16.7 million has been paid and is reflected as a reduction in cash, and \$2.1 million is reflected as an adjustment for accrued and unpaid transaction costs. These costs will not affect the combined statement of operations beyond 12 months after the Acquisition Date.
- (h) Common stock and additional paid-in capital reflect the \$351.0 million adjustment to record the fair value of Dycom common stock issued as consideration for the Acquisition.
- (i) Reflect the elimination of Power Solutions' historical Members' equity balance.
- (j) Reflects a transaction accounting adjustment to reflect property and equipment, net at fair value.

**Other transaction accounting adjustments to the Balance Sheet**

- (k) Reflects the following adjustments to Cash and cash equivalents. Remaining cash is for general corporate purposes:
- An adjustment for proceeds received from borrowings under the Term Loan B Facility as described in Note 2.

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS -**  
**(Continued)**

- An adjustment for payoff of the Bridge Facility with proceeds from the Term Loan B Facility as described in Note 2.
- The remaining cash to the balance sheet is for general corporate purposes and to pay remaining transaction-related expenses for legal and professional costs estimated to be approximately \$2.1 million and accrued as Other current liabilities. See Note (g).

Proceeds from borrowings under Term Loan B Facility	792,026
Payoff of Bridge Facility	<u>(600,000)</u>
<b>Net adjustment to Cash and cash equivalents</b>	<b><u>192,026</u></b>

- (l) The net adjustment to Long-term debt reflects Dycom's Term Loan B Facility incurred in connection with payoff of the Bridge Facility as described in Note 2, including the impact of the original issue discount and financing fees as follows:

Borrowings under Term Loan B Facility	800,000
Term Loan B Facility Original Issue Discount	(2,000)
Term Loan B Facility Deferred financing fees	(5,974)
Payoff of Bridge Facility	<u>(600,000)</u>
<b>Net adjustment to Long-term debt</b>	<b><u>192,026</u></b>

**Acquisition adjustments to the Statements of Comprehensive Income**

The adjustments described below represent those that have a material impact on the pro forma condensed combined statements of comprehensive income after consideration of all potential U.S. GAAP and pro forma adjustments related to the Acquisition and consolidation of Power Solutions.

*Statement of Comprehensive Income Reclassifications:*

- (m) Reclassifications have been made to the historical presentation of Power Solutions to conform to the presentation used by Dycom including, reclassifying depreciation expense and interest expense into discrete income statement line items.

*Statement of Comprehensive Income Acquisition Adjustments:*

- (n) Reflects the recognition of amortization expense for the estimated intangible assets related to the Acquisition based on the acquisition method of accounting as of January 28, 2024. As described in Note 3, the acquisition method of accounting depends upon certain estimates and assumptions, all of which are preliminary.
- (o) *Acquisition & Financing Adjustments* - Represents the elimination of Power Solutions' historical interest expense of \$0.4 million and \$0.3 million for the nine and twelve months ended October 25, 2025 and January 25, 2025, respectively, related to debt repaid by Dycom. Also represents incremental interest expense of \$80.9 million and \$107.9 million for the nine and twelve months ended October 25, 2025 and January 25, 2025, respectively, assuming the Term Loan A Facility and Bridge Facility were in place on January 28, 2024. The assumption used to develop this estimate was based upon the interest rates set forth in the terms of the Amendment and Existing Credit Agreement as follows. The interest rate on the Term Loan A Facility as of the Acquisition Date is term SOFR plus 1.75% and, following delivery of a compliance certificate for the fiscal quarter ending August 1, 2026, will be term SOFR plus an amount determined based on Dycom's consolidated net leverage

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS -**  
**(Continued)**

ratio. The Company calculated interest expense for the interim period, \$48.6M, and year, \$64.8M, assuming a SOFR rate of 3.733% in place at the Acquisition Date and an applicable margin of 1.75%, or 5.483%. The Company calculated interest expense on the Bridge Facility for the interim period, \$32.3M, and year, \$43.1M, and assuming a SOFR rate of 3.733% in place at the Acquisition Date and an applicable margin of 1.75% with 0.25% increases on each 90-day anniversary of the Acquisition Date (as described further in Note 2), or 5.858%.

*Other Transaction Accounting Adjustments* - Represents the elimination of interest expense of \$32.3M and \$43.1M for the nine and twelve months ended October 25, 2025 and January 25, 2025, respectively, on the Bridge Facility, which was refinanced by the Term Loan B Facility as described further in Note 2. Also represents incremental interest expense of \$33.4 million and \$44.5 million for the nine and twelve months ended October 25, 2025 and January 25, 2025, respectively, assuming the Term Loan B Facility was in place on January 28, 2024. The interest rate on the Term Loan B Facility on the effective date of the amendment is term SOFR plus 1.75%. The Company calculated interest expense for the year and interim period assuming a SOFR rate of 3.670% and an applicable margin of 1.75%, or 5.420%. A 1/8 percentage point increase or decrease in the benchmark rate would change interest expense by approximately \$0.8 million for the nine months ended October 25, 2025 and \$1.0 million for the year ended January 25, 2025.

Based on the terms of the Amendment (as described further in Note 2), a 1/8 percentage point increase or decrease in the benchmark rate would change interest expense by approximately \$1.8 million for the nine months ended October 25, 2025 and \$2.4 million for the year ended January 25, 2025.

- (p) This adjustment represents the estimated income tax effect of the pro-forma adjustments, including the change in the tax status of Power Solutions upon acquisition. The tax effect of the pro-forma adjustments was calculated using the historical statutory rates in effect for the periods presented.
- (q) Reflects an adjustment to weighted average shares outstanding as if the Acquisition occurred on January 28, 2024 for the 1,011,069 shares of common stock of Dycom issued to the sellers as purchase consideration upon the close of the Acquisition.
- (r) Reflects an increase to General and administrative expense for transaction costs associated with the Acquisition that are estimated to be incurred by Dycom subsequent to October 25, 2025. These costs will not be ongoing business activities or affect Dycom's statement of operations beyond 12 months after the Acquisition Date. Power Solutions did not have material acquisition costs during the same time period.