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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2019

OR

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

For the transition period from _________ to _________

Commission File Number: 001-38479

Construction Partners, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**26-0758017**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
290 Healthwest Drive, Suite 2 **Dothan, Alabama**	**36303**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (334) 673-9763

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value $0.001 per share	ROAD	The Nasdaq Stock Market LLC

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

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

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

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

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

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

As of August 7, 2019, the registrant had 32,567,545 shares of Class A common stock, par value $0.001, and 19,114,417 shares of Class B common stock, par value $0.001, outstanding.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Quarterly Report on Form 10-Q constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including statements related to future events, business strategy, future performance, future operations, backlog, financial position, estimated revenues and losses, projected costs, prospects, and plans and objectives of management. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek," "anticipate," "plan," "continue," "estimate," "expect," "may," "will," "project," "predict," "potential," "targeting," "intend," "could," "might," "should," "believe," "outlook" and similar expressions or their negative. Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved. Forward-looking statements are based on management's belief, based on currently

available information, as to the outcome and timing of future events. These statements involve estimates, assumptions, known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those expressed in such forward-looking statements. When evaluating forward-looking statements, you should consider the risk factors and other cautionary statements described under the heading "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2018. We believe the expectations reflected in the forward-looking statements contained in this Quarterly Report on Form 10-Q are reasonable, but no assurance can be given that these expectations will prove to be correct. Forward-looking statements should not be unduly relied upon.

Important factors that could cause actual results or events to differ materially from those expressed in forward-looking statements include, but are not limited to:

- declines in public infrastructure construction and reductions in government funding, including the funding by transportation authorities and other state and local agencies;
- risks related to our operating strategy;
- competition for projects in our local markets;
- risks associated with our capital-intensive business;
- government inquiries, requirements and initiatives, including those related to funding for public infrastructure construction, land usage, environmental, health and safety matters, and governmental contracting requirements and other laws and regulations;
- unfavorable economic conditions and restrictive financing markets;
- our ability to successfully identify, manage and integrate acquisitions;
- our ability to obtain sufficient bonding capacity to undertake certain projects;
- our ability to accurately estimate the overall risks, requirements or costs when we bid on or negotiate contracts that are ultimately awarded to us;
- the cancellation of a significant number of contracts or our disqualification from bidding for new contracts;
- risks related to adverse weather conditions;
- our substantial indebtedness and the restrictions imposed on us by the terms thereof;
- our ability to maintain favorable relationships with third parties that supply us with equipment and essential supplies;
- our ability to retain key personnel and maintain satisfactory labor relations;
- property damage and other claims and insurance coverage issues;
- the outcome of litigation or disputes, including employment-related disputes, workers' compensation claims and breach of contract claims;
- risks related to our information technology systems and infrastructure, including cybersecurity incidents; and
- our ability to remediate the material weaknesses in internal control over financial reporting identified in preparing our financial statements for the fiscal years ended September 30, 2018 and September 30, 2017 and to subsequently maintain effective internal control over financial reporting.

These factors are not necessarily all of the important factors that could cause actual results or events to differ materially from those expressed in the forward-looking statements. Other unknown or unpredictable factors could also cause actual results or events to differ materially from those expressed in the forward-looking statements. Our future results will depend upon various other risks and uncertainties, including those described in this Quarterly Report on Form 10-Q and in our Annual Report on Form

10-K for the fiscal year ended September 30, 2018. All forward-looking statements attributable to us are qualified in their entirety by this cautionary statement. Forward-looking statements speak only as of the date hereof. We undertake no obligation to update or revise any forward-looking statements after the date on which any such statement is made, whether as a result of new information, future events or otherwise, except as required by law.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

CONSTRUCTION PARTNERS, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

	June 30, 2019	September 30, 2018
	(unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 59,648	$ 99,137
Contracts receivable including retainage, net	134,709	120,291
Costs and estimated earnings in excess of billings on uncompleted contracts	14,043	9,334
Inventories	37,069	24,556
Prepaid expenses and other current assets	13,533	14,137
Total current assets	259,002	267,455
Property, plant and equipment, net	201,712	178,692
Goodwill	36,968	32,919
Intangible assets, net	3,091	3,735
Investment in joint venture	384	1,659
Other assets	6,292	10,270
Deferred income taxes, net	1,575	1,580
Total assets	$ 509,024	$ 496,310
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 65,232	$ 63,510
Billings in excess of costs and estimated earnings on uncompleted contracts	32,344	38,738
Current maturities of debt	14,771	14,773
Accrued expenses and other current liabilities	19,028	17,520
Total current liabilities	131,375	134,541
Long-term liabilities:		
Long-term debt, net of current maturities	37,096	48,115
Deferred income taxes, net	8,749	8,890
Other long-term liabilities	5,621	5,295
Total long-term liabilities	51,466	62,300
Total liabilities	182,841	196,841
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, par value $0.001; 10,000,000 shares authorized and no shares issued and outstanding at June 30, 2019 and September 30, 2018	—	—
Class A common stock, par value $0.001; 400,000,000 shares authorized, 32,442,545 issued and outstanding at June 30, 2019, and 11,950,000 issued and outstanding at September 30, 2018	32	12
Class B common stock, par value $0.001; 100,000,000 shares authorized, 22,162,369 issued and 19,239,417 outstanding at June 30, 2019, and 42,387,571 issued and 39,464,619 outstanding at September 30, 2018	22	42
Additional paid-in capital	242,639	242,493
Treasury stock, at cost, 2,922,952 shares of Class B common stock, par value $0.001	(15,603)	(15,603)
Retained earnings	99,093	72,525
Total stockholders' equity	326,183	299,469
Total liabilities and stockholders' equity	$ 509,024	$ 496,310

See notes to consolidated financial statements (unaudited).

CONSTRUCTION PARTNERS, INC.
CONSOLIDATED STATEMENTS OF INCOME
(unaudited in thousands, except share and per share data)

	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2019	**2018**	**2019**	**2018**
Revenues	$ 227,290	$ 195,075	$ 545,921	$ 464,395
Cost of revenues	189,198	165,606	466,900	398,379
Gross profit	38,092	29,469	79,021	66,016
General and administrative expenses	(15,968)	(14,788)	(45,170)	(40,572)
Settlement income	—	—	—	14,803
Gain on sale of equipment, net	58	86	1,085	1,117
Operating income	22,182	14,767	34,936	41,364
Interest expense, net	(615)	(406)	(1,509)	(956)
Other income (expense), net	190	15	296	(45)
Income before provision for income taxes and earnings from investment in joint venture	21,757	14,376	33,723	40,363
Provision for income taxes	4,941	1,409	8,080	5,382
Earnings from investment in joint venture	386	436	925	666
Net income	$ 17,202	$ 13,403	$ 26,568	$ 35,647
Net income per share attributable to common stockholders:				
Basic	$ 0.33	$ 0.29	$ 0.52	$ 0.82
Diluted	$ 0.33	$ 0.29	$ 0.52	$ 0.81
Weighted average number of common shares outstanding:				
Basic	51,414,619	46,557,785	51,414,619	43,648,309
Diluted	51,422,899	46,988,359	51,414,887	43,932,546

See notes to consolidated financial statements (unaudited).

CONSTRUCTION PARTNERS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(unaudited in thousands, except share data)

	Common Stock		Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Treasury Stock	Retained Earnings	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
September 30, 2018	—	$ —	11,950,000	$ 12	42,387,571	$ 42	$ 242,493	$ (15,603)	$ 72,525	$ 299,469
Net income	—	—	—	—	—	—	—	—	5,154	5,154
December 31, 2018	—	—	11,950,000	12	42,387,571	42	242,493	(15,603)	77,679	304,623
Net income	—	—	—	—	—	—	—	—	4,212	4,212
March 31, 2019	—	—	11,950,000	12	42,387,571	42	242,493	(15,603)	81,891	308,835
Equity-based compensation expense	—	—	—	—	—	—	146	—	—	146
Issuance of stock grant awards	—	—	267,343	—	—	—	—	—	—	—
Conversion of Class B common stock to Class A common stock	—	—	20,225,202	20	(20,225,202)	(20)	—	—	—	—
Net income	—	—	—	—	—	—	—	—	17,202	17,202
June 30, 2019	—	$ —	32,442,545	$ 32	22,162,369	$ 22	$ 242,639	$ (15,603)	$ 99,093	$ 326,183

	Common Stock		Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Treasury Stock	Retained Earnings	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
September 30, 2017	44,987,575	$ 45	—	$ —	—	$ —	$ 142,385	$ (11,983)	$ 21,734	$ 152,181
Net income	—	—	—	—	—	—	—	—	10,996	10,996
December 31, 2017	44,987,575	45	—	—	—	—	142,385	(11,983)	32,730	163,177
Equity-based compensation expense	—	—	—	—	—	—	604	—	—	604
Issuance of restricted shares from treasury	—	—	—	—	—	—	(453)	458	—	5
Net income	—	—	—	—	—	—	—	—	11,248	11,248
March 31, 2018	44,987,575	45	—	—	—	—	142,536	(11,525)	43,978	175,034
Reclassification of common stock	(44,987,575)	(45)	—	—	44,987,571	45	—	—	—	—
Conversion of Class B common stock to Class A common stock	—	—	2,600,000	3	(2,600,000)	(3)	—	—	—	—
Initial public offering of Class A common stock, net of offering cost	—	—	9,350,000	9	—	—	98,000	—	—	98,009
Equity-based compensation expense	—	—	—	—	—	—	371	—	—	371
Cashless option exercise	—	—	—	—	—	—	1,586	(4,078)	—	(2,492)
Net income	—	—	—	—	—	—	—	—	13,403	13,403
June 30, 2018	—	$ —	11,950,000	$ 12	42,387,571	$ 42	$ 242,493	$ (15,603)	$ 57,381	$ 284,325

See notes to consolidated financial statements (unaudited).

CONSTRUCTION PARTNERS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited in thousands)

	For the Nine Months Ended June 30,	
	2019	**2018**
Cash flows from operating activities:		
Net income	$ 26,568	$ 35,647
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization of long-lived assets	22,698	17,929
Amortization of deferred debt issuance costs and debt discount	83	60
Provision for bad debt	421	435
Gain on sale of equipment, net	(1,085)	(1,117)
Equity-based compensation expense	146	975
Earnings from investment in joint venture	(925)	(666)
Deferred income taxes	(136)	(1,430)
Changes in operating assets and liabilities:		
Contracts receivable including retainage, net	(14,839)	14,055
Costs and estimated earnings in excess of billings on uncompleted contracts	(4,709)	(6,128)
Inventories	(11,992)	(3,335)
Other current assets	604	(9,165)
Other assets	3,978	(12,079)
Accounts payable	1,722	(7,944)
Billings in excess of costs and estimated earnings on uncompleted contracts	(6,394)	2,823
Accrued expenses and other current liabilities	1,497	(6,048)
Other long-term liabilities	326	(352)
Net cash provided by operating activities, net of acquisitions	17,963	23,660
Cash flows from investing activities:		
Purchases of property, plant and equipment	(31,744)	(33,460)
Proceeds from sale of equipment	2,898	2,889
Business acquisition, net of cash acquired	(8,854)	(51,319)
Acquisition of liquid asphalt terminal assets	(10,848)	—
Investment in joint venture	—	(400)
Distributions received from investment in joint venture	2,200	—
Net cash used in investing activities	(46,348)	(82,290)
Cash flows from financing activities:		
Repayments on revolving credit facility	—	(5,000)
Proceeds from issuance of long-term debt, net of debt issuance costs and discount	—	21,917
Repayments of long-term debt	(11,104)	(8,665)
Proceeds from initial public offering of Class A common stock, net of offering costs	—	98,009
Proceeds from reissuance of treasury stock	—	5
Net cash (used in) provided by financing activities	(11,104)	106,266
Net change in cash and cash equivalents	(39,489)	47,636
Cash and cash equivalents:		
Beginning of period	99,137	27,547
End of period	$ 59,648	$ 75,183
Supplemental cash flow information:		
Cash paid for interest	$ 1,998	$ 1,578
Cash paid for income taxes	$ 3,232	$ 12,557
Non-cash items:		
Property, plant and equipment financed with accounts payable	$ 332	$ 152

See notes to consolidated financial statements (unaudited).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Note 1 - General

Business Description

Construction Partners, Inc. (the "Company") is a leading infrastructure and road construction company operating in Alabama, Florida, Georgia, North Carolina and South Carolina through its wholly owned subsidiaries. The Company provides site development, paving, utility and drainage systems, as well as construction materials including hot mix asphalt ("HMA"), aggregates, ready-mix concrete and liquid asphalt. The Company executes projects for a mix of private, municipal, state, and federal customers that are both privately and publicly funded. The majority of the work is performed under fixed unit price contracts and, to a lesser extent, fixed total price contracts.

The Company was formed as a Delaware corporation in 2007 as a holding company for its wholly owned subsidiary, Construction Partners Holdings, Inc., a Delaware corporation ("CPHI"), which incorporated in 1999 and began operations in 2001 to execute an acquisition growth strategy in the hot mix asphalt paving and construction industry. SunTx Capital Partners ("SunTx"), a private equity firm based in Dallas, Texas, is the Company's majority investor and has owned a controlling interest in the Company's stock since the Company's inception.

Seasonality

The use and consumption of our products and services fluctuate due to seasonality. Our products are used, and our construction operations and production facilities are located, outdoors. Therefore, seasonal changes and other weather-related conditions, in particular extended snowy, rainy or cold weather in the winter, spring or fall and major weather events, such as hurricanes, tornadoes, tropical storms and heavy snows, can adversely affect our business and operations through a decline in both the use of our products and demand for our services. In addition, construction materials production and shipment levels follow activity in the construction industry, which typically occurs in the spring, summer and fall. Warmer and drier weather during the third and fourth quarters of our fiscal year typically result in higher activity and revenues during those quarters. The first and second quarters of our fiscal year typically have lower levels of activity due to adverse weather conditions.

Note 2 - Significant Accounting Policies

Basis of Presentation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation. These interim consolidated statements have been prepared pursuant to the rules and regulations of the United States Securities and Exchange Commission (the "SEC"), which permit reduced disclosure for interim periods. The Consolidated Balance Sheet as of September 30, 2018 was derived from audited financial statements for the fiscal year then ended, but does not include all necessary disclosures required by generally accepted accounting principles in the United States of America ("GAAP") with respect to annual financial statements. In the opinion of management, the unaudited consolidated financial statements include all recurring adjustments and normal accruals necessary for a fair presentation of the Company's financial position, results of operations and cash flows for the dates and periods presented. These consolidated financial statements and accompanying notes should be read in conjunction with the Company's audited annual consolidated financial statements and notes thereto included in its Annual Report on Form 10-K for the fiscal year ended September 30, 2018 (the "2018 Form 10-K"). Results for interim periods are not necessarily indicative of the results to be expected for a full fiscal year or for any future period.

Management's Estimates

The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the recorded amounts of assets, liabilities, stockholders' equity, revenues and expenses during the reporting period, and the disclosure of contingent liabilities at the date of the consolidated financial statements. Estimates are used in accounting for items such as recognition of revenues and cost of revenues, goodwill and other intangible assets, allowance for doubtful accounts, valuation allowances related to income taxes, accruals for potential liabilities related to lawsuits or insurance claims, and the fair value of equity-based compensation awards. Estimates are continually evaluated based on historical information and actual experience; however, actual results could differ from these estimates.

A description of certain critical accounting policies of the Company is presented below. Additional critical accounting policies and the underlying judgments and uncertainties are described in the notes to the Company's annual consolidated financial statements included in its 2018 Form 10-K.

Emerging Growth Company

The Company is an "emerging growth company" as defined by the Jumpstart Our Business Startups Act (the "JOBS Act"), enacted in April 2012. As an emerging growth company, the Company could have taken advantage of an exemption that would have allowed the Company to wait to comply with new or revised financial accounting standards until the effective date of such standards for private companies. However, the JOBS Act provides that a company may elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies, but such election to opt out is irrevocable. The Company has elected to opt out of such extended transition period, which means that when a standard is issued or revised and it has different effective dates for public and private companies, the Company is required to adopt the new or revised standard at the effective date applicable to public companies that are not emerging growth companies.

Cash and Cash Equivalents

Cash consists principally of currency on hand and demand deposits at commercial banks. Cash equivalents are short-term, highly liquid investments that are both readily convertible to known amounts of cash and are so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Cash equivalents include investments with original maturities of three months or less. The Company maintains demand accounts, money market accounts and certificates of deposit at several banks.

Contracts Receivable Including Retainage, net

Contracts receivable are generally based on amounts billed and currently due from customers, amounts currently due but unbilled, and amounts retained by the customer pending completion of a project. It is common in the Company's industry for a small portion of progress billings or the contract price, typically 10%, to be withheld by the customer until the Company completes a project to the satisfaction of the customer in accordance with contract terms. Such amounts, defined as retainage, represent a contract asset and are included on the Consolidated Balance Sheet as "Contracts receivable including retainage, net". Based on the Company's experience with similar contracts in recent years, billings for such retainage balances are generally collected within one year of the completion of the project.

The carrying value of contracts receivable including retainage, net of the allowance for doubtful accounts, represents their estimated net realizable value. Management provides for uncollectible accounts through a charge to earnings and a credit to the allowance for doubtful accounts based on its assessment of the current status of individual accounts, type of service performed, and current economic conditions. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the allowance for doubtful accounts and an adjustment of the contract receivable.

Contract Assets and Contract Liabilities

Billing practices for the Company's contracts are governed by the contract terms of each project based on (i) progress toward completion approved by the owner, (ii) achievement of milestones or (iii) pre-agreed schedules. Billings do not necessarily correlate with revenues recognized under the percentage-of-completion method of accounting. The Company records contract assets and contract liabilities to account for these differences in timing.

The contract asset, "Costs and estimated earnings in excess of billings on uncompleted contracts," arises when the Company recognizes revenues for services performed under its construction projects, but the Company is not yet entitled to bill the customer under the terms of the contract. Amounts billed to customers are excluded from this asset and reflected on the Consolidated Balance Sheet as "Contracts receivable including retainage, net". Included in costs and estimated earnings on uncompleted contracts are amounts the Company seeks or will seek to collect from customers or others for (i) errors, (ii) changes in contract specifications or design, (iii) contract change orders in dispute, unapproved as to scope and price, or (iv) other customer-related causes of unanticipated additional contract costs (such as claims). Such amounts are recorded at estimated net realizable value when realization is probable and can be reasonably estimated. Claims and unapproved change orders made by the Company may involve negotiation and, in rare cases, litigation. Unapproved change orders and claims also involve the use of estimates, and revenues associated with unapproved change orders and claims are included when realization is probable and amounts can be reliably determined. The Company did not recognize any material amounts associated with claims and unapproved change orders during the periods presented.

The contract liability, "Billings in excess of costs and estimated earnings on uncompleted contracts," represents the Company's obligation to transfer goods or services to a customer for which the Company has been paid by the customer or for which the Company has billed the customer under the terms of the contract. Revenue for future services reflected in this account are recognized, and the liability is reduced, as the Company subsequently satisfies the performance obligation under the contract.

Concentration of Risks

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of contracts receivable including retainage. In the normal course of business, the Company provides credit to its customers and does not generally require collateral. Concentrations of credit risk associated with these receivables are monitored on an ongoing basis. The Company has not historically experienced significant credit losses, due primarily to management's assessment of customers' credit ratings. The Company principally deals with recurring customers, state and local governments and well-known local companies whose reputations are known to management. The Company performs credit checks for significant new customers and generally requires progress payments for significant projects. The Company generally has the ability to file liens against the property if payments are not made on a timely basis. No single customer accounted for more than 10% of the Company's contracts receivable including retainage, net balance at June 30, 2019 or September 30, 2018.

Projects performed for various Departments of Transportation accounted for 41.8% and 45.6% of consolidated revenues for the three months ended June 30, 2019 and 2018, respectively, and for 39.4% and 40.9% of consolidated revenues for the nine months ended June 30, 2019 and 2018, respectively. Customers that accounted for more than 10% of consolidated revenues during those periods are presented below:

	% of Consolidated Revenues			
	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2019	2018	2019	2018
Alabama Department of Transportation	15.4 %	17.0 %	12.9 %	14.8 %
North Carolina Department of Transportation	13.9 %	14.8 %	13.4 %	13.5 %

Revenues from Contracts with Customers

The Company derives all of its revenues from contracts with its customers, predominantly by performing construction services for both public and private infrastructure projects, with an emphasis on highways, roads, bridges, airports and commercial and residential developments. These projects are performed for a mix of federal, state, municipal and private customers. In addition, the Company generates revenues from the sale of construction materials including HMA, aggregates, liquid asphalt and ready-mix concrete to third-party public and private customers pursuant to contracts with those customers. The following table reflects, for the periods presented, (i) revenues generated from public infrastructure construction projects and the sale of construction materials to public customers and (ii) revenues generated from private infrastructure construction projects and the sale of construction materials to private customers.

	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2019	2018	2019	2018
Private	$ 66,207	$ 56,293	$ 166,193	$ 148,525
Public	$ 161,083	$ 138,782	$ 379,728	$ 315,870

Revenues derived from construction projects are recognized over time, using the percentage-of-completion method of accounting, as the Company satisfies its performance obligations by transferring control of the asset created or enhanced by the project to the customer. Recognition of revenues and cost of revenues for construction projects requires significant judgment by management, including, among other things, estimating total costs expected to be incurred to complete a project and measuring progress toward completion. Management reviews contract estimates regularly to assess revisions of estimated costs to complete a project and measurement of progress toward completion.

Management believes the Company maintains reasonable estimates based on prior experience; however, many factors contribute to changes in estimates of contract costs. Accordingly, estimates made with respect to uncompleted projects are subject to change as each project progresses and better estimates of contract costs become available. All contract costs are recorded as incurred, and revisions to estimated total costs are reflected as soon as the obligation to perform is determined. Provisions are recognized for the full amount of estimated losses on uncompleted contracts whenever evidence indicates that the estimated total cost of a contract exceeds its estimated total revenue, regardless of the stage of completion. When the Company incurs additional costs related to work performed by subcontractors, the Company may be able to utilize contractual provisions to back charge the subcontractors for those costs. A reduction to costs related to back charges is recognized when the estimated recovery is probable and the amount can be reasonably estimated. Contract costs consist of (i) direct costs on contracts, including labor, materials, and amounts payable to subcontractors and

(ii) indirect costs related to contract performance, such as insurance, employee benefits, and equipment (primarily depreciation, fuel, maintenance and repairs).

Progress toward completion is estimated using the input method, measured by the relationship of total cost incurred through the measurement date to total estimated costs required to complete the project (cost-to-cost method). The Company believes this method best depicts the transfer of goods and services to the customer because it represents satisfaction of the Company's performance obligation under the contract, which occurs as the Company incurs costs. The Company measures percentage of completion based on the performance of a single performance obligation under its construction projects. Each of the Company's construction contracts represents a single performance obligation to complete a defined construction project. This is because goods and services promised for delivery to a customer are not distinct, as the customer cannot benefit from any individual portion of the services on its own. All deliverables under a contract are part of a project defined by a customer and represent a series of integrated goods and services that have the same pattern of delivery to the customer and use the same measure of progress toward satisfaction of the performance obligation as the customer's asset is created or enhanced by the Company. The Company's obligation is not satisfied until the entire project is complete.

Revenue recognized during a reporting period is based on the estimated incremental percentage-of-completion applied to the total contract price, including adjustments for variable consideration such as liquidated damages, penalties or bonuses related to the timeliness or quality of project performance. Such adjustments are made to reflect the most likely amount of consideration management expects the Company to be entitled to at the completion of the contract, based on the best information available to the Company. The basis for total contract price is a stated amount in the contract, which is generally either fixed unit price or fixed total price, as described below. The Company adjusts the estimated contract price to include variable consideration to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur or when the uncertainty associated with the variable consideration is resolved. Total contract price is adjusted to reflect expected liquidated damages assessments or other penalties in the period the Company determines they will be incurred or when the customer imposes the penalty. Total contract price is adjusted to reflect contract bonus provisions related to timeliness or quality metrics when realization is probable and amounts can be reliably determined, which is generally when they are awarded by the customer. We account for changes in the measure of progress and changes to the estimated transaction price using a cumulative catch-up adjustment.

The majority of the Company's public construction contracts are fixed unit price contracts. Under fixed unit price contracts, the Company is committed to providing materials or services required by a contract at fixed unit prices (for example, dollars per ton of asphalt placed). The Company's private customer contracts are primarily fixed total price contracts, also known as lump sum contracts, which require that the total amount of work be performed for a single price. Contract cost is recorded as incurred, and revisions in contract revenue and cost estimates are reflected in the accounting period when known. Changes in job performance, job conditions and estimated profitability, including those changes arising from contract change orders, penalty provisions and final contract settlements, may result in revisions to estimated revenues and costs and are recognized in the period in which the revisions are determined.

Change orders are modifications of an original contract that effectively change the existing provisions of the contract and become part of the single performance obligation that is partially satisfied at the date of the contract modification. This is because goods and services promised under change orders are generally not distinct from the remaining goods and services under the existing contract, due to the significant integration of services performed in the context of the contract. Accordingly, change orders are generally accounted for as a modification of the existing contract and single performance obligation. We account for the modification using a cumulative catch-up adjustment. Either the Company or its customers may initiate change orders, which may include changes in specifications or designs, manner of performance, facilities, equipment, materials, sites and period of completion of the work.

Revenues derived from the sale of HMA, aggregates, ready-mix concrete, and liquid asphalt are recognized at a point in time, which is when control of the product is transferred to the customer. Generally, that point in time is when the customer accepts delivery at its facility or receives product in its own transport vehicles from one of the Company's HMA plants. Upon purchase, the Company generally provides an invoice or similar document detailing the goods transferred to the customer. The Company generally offers payment terms customary in the industry, which typically require payment ranging from point-of-sale to 30 days following purchase.

Income Taxes

The provision for income taxes includes federal and state income taxes. Income taxes are accounted for under the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial statement carrying values and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which the temporary differences are expected to be reversed or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Management evaluates the realization of deferred tax assets and establishes a valuation allowance when it is more likely than not that all or a portion of the deferred tax assets will not be realized. Deferred tax assets and deferred tax liabilities are presented on a net basis by taxing authority and classified as non-current on the Consolidated Balance Sheets. The Company classifies income tax-related interest and penalties as interest expense and other expenses, respectively.

Earnings per Share

As described in Note 8 – Equity, the Company completed an initial public offering (the "IPO") and reclassification (the "Reclassification") of its common stock during the fiscal year ended September 30, 2018, involving, among other things, a 25.2 to 1 split of shares of common stock (the "Stock Split") and the creation of a dual-class common stock structure. Prior to the Reclassification, all net income of the Company was attributable to the holders of shares of common stock immediately prior to the Reclassification. During the period beginning from the Reclassification through the IPO, all net income of the Company was attributable to holders of Class B common stock. Since the IPO, all net income of the Company has been attributable equally, on a per share basis, to the holders of Class A common stock and Class B common stock.

Basic earnings per share is computed by dividing net income attributable to common stockholders by the weighted average number of aggregate shares of pre-Reclassification common stock, Class A common stock and Class B common stock, as applicable for the respective periods, calculated on a post-Stock Split basis. Diluted earnings per share is calculated by dividing net income attributable to common stockholders by the weighted average number of aggregate shares of pre-Reclassification common stock, Class A common stock, Class B common stock and potential dilutive common shares determined using the treasury method, calculated on a post-Stock Split basis as applicable for the respective periods. Securities that are anti-dilutive are not included in the calculation of diluted earnings per share.

Note 3 - Accounting Standards

Recently Adopted Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09*, Revenue from Contracts with Customers (Topic 606)* ("ASC 606"), which revises and consolidates current guidance, eliminates industry-specific revenue recognition guidance and establishes a comprehensive principle-based approach for determining revenue recognition. The core principle of the guidance is that an entity shall recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for providing those goods or services. Amendments of this update set forth a five-step revenue recognition model to be applied consistently to all contracts with customers, except those that are within the scope of other topics in the Accounting Standards Codification ("ASC"): (i) identify the contract with a customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract, and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The update also provides guidance regarding the recognition of costs related to obtaining and fulfilling customer contracts. This update also requires quantitative and qualitative disclosures sufficient to enable users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including disclosures on significant judgments made when applying the guidance. The FASB subsequently amended ASC 606 on multiple occasions to, among other things, delay its effective date and clarify certain implementation guidance.

The update permits adoption using either (i) a full retrospective approach, under which all years included in the financial statements are presented under the revised guidance, or (ii) a modified retrospective approach, under which financial statements are prepared under the revised guidance for the year of adoption, but not for prior years. Under the latter method, entities recognize a cumulative adjustment to the opening balance of retained earnings for contracts that still require performance by the entity at the date of adoption.

Management adopted this update for the Company's fiscal year beginning October 1, 2018, using the modified retrospective approach. The adoption of ASC 606 on October 1, 2018 did not result in a material impact that required recognition of a cumulative adjustment of the opening retained earnings balance for contracts that still required performance at September 30, 2018. Application of ASC 606 for the nine months ended June 30, 2019 had the following impact on the Company's Consolidated Balance Sheet at June 30, 2019 and Consolidated Statements of Income for the three and nine months ended June 30, 2019 (in thousands):

	As Reported	Impact of ASC 606	Without Application of ASC 606
At June 30, 2019			
Costs and estimated earnings in excess of billings on uncompleted contracts	$ 14,043	$ (982)	$ 15,025
Inventories	37,069	1,205	35,864
Accrued expenses and other liabilities	19,028	(29)	19,057
Billings in excess of costs and estimated earnings on uncompleted contracts	$ 32,344	$ 338	$ 32,006
For the Three Months Ended June 30, 2019			
Revenues	$ 227,290	$ (343)	$ 227,633
Cost of revenues	189,198	311	188,887
Provision (benefit) for income taxes	4,941	9	4,932
Net income	$ 17,202	$ (23)	$ 17,225
For the Nine Months Ended June 30, 2019			
Revenues	$ 545,921	$ (1,321)	$ 547,242
Cost of revenues	466,900	(1,205)	468,105
Provision (benefit) for income taxes	8,080	(29)	8,109
Net income	$ 26,568	$ (87)	$ 26,655

The Company has refined its accounting policies and related internal controls affected by this update. Management's assessment of the Company's construction contracts under the new standard supports the recognition of revenue over time using the percentage-of-completion method of accounting, measured by the relationship of total cost incurred to total estimated contract costs (cost-to-cost method), which is consistent with the Company's historical revenue recognition practices. As such, the Company's construction contracts continue to be recognized over time considering the continuous transfer of control to its customers during the performance of construction projects. The Company also enhanced its disclosures regarding judgments and estimates used by management in the application of ASC 606 in Note 2 - Significant Accounting Policies.

In January 2017, the FASB issued ASU No. 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business* ("ASC 805"). The amendments of this update refine the definition of a business. Prior to this update, guidance in ASC 805 defined a business as having an integrated set of assets along with three elements or activities: inputs, processes, and outputs (collectively referred to as a "set"). The amendments of this update provided a framework to assist in the evaluation of when a set is not a business. If substantially all of the fair value of gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets, the set is not a business. If that threshold is not met, the Company must perform further analysis to determine whether the set is a business. At a minimum, the set must include an input and a substantive process that together significantly contribute to the ability to create outputs. The Company adopted this update for the Company’s fiscal year beginning October 1, 2018 and applied the guidance to acquisitions during the second quarter of the fiscal year ending September 30, 2019 as described in Note 4 - Business Acquisitions and Note 7 - Property, Plant and Equipment.

Recently Issued Accounting Pronouncements

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*, which becomes effective for the Company on October 1, 2019. The standard requires that lessees present right-of-use assets and lease liabilities on the balance sheet. The Company’s implementation efforts are focused on accounting policy and disclosure updates and system enhancements required to meet the new standard. The Company is currently evaluating the impact of this new standard on its consolidated financial statements and related disclosures.

Note 4 - Business Acquisitions

Florida Acquisition

On February 26, 2019, a subsidiary of the Company executed an asset purchase agreement to acquire substantially all of the assets of an HMA and ready-mix concrete business located in Okeechobee, Florida. This transaction enables the Company to serve new markets

in south central Florida through an expanded geographic presence in the state. The acquisition was accounted for as a business combination in accordance with ASC 805. The purchase price of $8.9 million was paid from cash on hand at closing on February 28, 2019.

The provisional allocation of the purchase price to assets acquired and liabilities assumed, based on their estimated fair values at the acquisition date, was determined in accordance with the methodology described under *Fair Value Measurements* in Note 3 to the Company's audited financial statements for the fiscal year ended September 30, 2018. The amounts allocated were not material to the Company's Consolidated Balance Sheet. The purchase price exceeding the net fair value of identifiable assets acquired and liabilities assumed was recorded as goodwill in the amount of $4.0 million, which is deductible for income tax purposes. Goodwill primarily represents the assembled work force and synergies expected to result from the acquisition. Upon finalizing the accounting for this transaction, management expects to ascribe value to other identifiable intangible assets, including customer relationships and customer backlog, which will reduce the amount allocated to goodwill.

The results of operations since the February 28, 2019 acquisition date attributable to this acquisition are included in the consolidated financial statements since the acquisition date and were not material to the Consolidated Statements of Income for the three or nine months ended June 30, 2019. Pro forma results of operations as if the acquisition had been consummated on October 1, 2017 would not be material to the Consolidated Statements of Income.

The Company recorded certain costs to effect the acquisition as they were incurred, which are reflected as general and administrative expenses on the Company's Consolidated Statements of Income in the amount of $0.1 million for the three and nine months ended June 30, 2019.

The Scruggs Company

On May 15, 2018, the Company executed a stock purchase agreement (the "Stock Purchase Agreement") to complete the acquisition of 100% of the common shares and voting interests of The Scruggs Company ("Scruggs"), which complemented the Company's vertically integrated southeastern United States operations, providing new bidding areas in the expanding Georgia market (the "Scruggs Acquisition"). This acquisition was accounted for as a business combination in accordance with ASC 805.

The Consolidated Statements of Income include $18.5 million of revenue and $2.3 million of net income attributable to operations of Scruggs for the three months ended June 30, 2019, and $53.2 million of revenue and $5.2 million of net income attributable to the operations of Scruggs for the nine months ended June 30, 2019. The following presents unaudited pro forma revenues and net income for the three and nine months ended June 30, 2018 as though the Scruggs Acquisition had occurred on October 1, 2016 (in thousands):

	For the Three Months Ended June 30, 2018	For the Nine Months Ended June 30, 2018
Pro forma revenues	$ 206,924	$ 519,735
Pro forma net income	$ 15,379	$ 40,653

Unaudited pro forma financial information is presented as if the operations of Scruggs had been included in the consolidated results of the Company and gives effect to transactions that are directly attributable to the Scruggs Acquisition, including adjustments to:

a. Include the pro forma results of operations of Scruggs for the three and nine months ended June 30, 2018.

b. Include additional depreciation and depletion expense related to the fair value of acquired property, plant and equipment and quarry reserves, as applicable, as if such assets were acquired on October 1, 2016 and the Company's depreciation and depletion methodologies were consistently applied to such assets.

c. Include interest expense under the Compass Term Loan, defined in Note 9 - Debt, as if the $22.0 million borrowed to partially finance the purchase price was borrowed on October 1, 2016. Interest expense calculations further assume that no principal payments were made applicable to the $22.0 million borrowed during the period from October 1, 2016 through June 30, 2018, and that the interest rate in effect on the date the Company made the additional $22.0 million borrowing on May 15, 2018 was in effect for the period from October 1, 2016 through June 30, 2018.

Unaudited pro forma information is presented for informational purposes only and may not be indicative of revenue or net income that have been achieved if the Scruggs Acquisition had occurred on October 1, 2016.

Note 5 - Contracts Receivable Including Retainage, net

Contracts receivable including retainage, net consisted of the following at June 30, 2019 and September 30, 2018 (in thousands):

	June 30, 2019 (unaudited)	September 30, 2018
Contracts receivable	$ 117,046	$ 104,541
Retainage	19,182	16,848
	136,228	121,389
Allowance for doubtful accounts	(1,519)	(1,098)
Contracts receivable including retainage, net	$ 134,709	$ 120,291

Retainage receivables have been billed, but are not due until contract completion and acceptance by the customer.

Note 6 - Costs and Estimated Earnings on Uncompleted Contracts

Costs and estimated earnings compared to billings on uncompleted contracts at June 30, 2019 and September 30, 2018 consisted of the following (in thousands):

	June 30, 2019 (unaudited)	September 30, 2018
Costs on uncompleted contracts	$ 913,628	$ 743,322
Estimated earnings to date on uncompleted contracts	123,914	95,155
	1,037,542	838,477
Billings to date on uncompleted contracts	(1,055,843)	(867,881)
Net billings in excess of costs and estimated earnings on uncompleted contracts	$ (18,301)	$ (29,404)

Significant changes to balances of costs and estimated earnings in excess of billings (contract asset) and billings in excess of costs and estimated earnings (contract liability) on uncompleted contracts from September 30, 2018 to June 30, 2019 are presented below (in thousands):

	Costs and Estimated Earnings in Excess of Billings on Uncompleted Contracts	Billings in Excess of Costs and Estimated Earnings on Uncompleted Contracts	Net Billings in Excess of Costs and Estimated Earnings on Uncompleted Contracts
September 30, 2018	$ 9,334	$ (38,738)	$ (29,404)
Changes in revenue billed, contract price or cost estimates	4,709	6,394	11,103
June 30, 2019 (unaudited)	$ 14,043	$ (32,344)	$ (18,301)

At June 30, 2019, the Company had unsatisfied or partially unsatisfied performance obligations under construction project contracts representing approximately $522 million in aggregate transaction price. The Company expects to earn revenue as it satisfies its performance obligations under those contracts in the amount of approximately $201 million during the remainder of the fiscal year ending September 30, 2019 and approximately $321 million thereafter.

Note 7 - Property, Plant and Equipment

Property, plant and equipment at June 30, 2019 and September 30, 2018 consisted of the following (in thousands):

	June 30, 2019	September 30, 2018
	(unaudited)	
Construction equipment	$ 217,662	$ 190,420
Asphalt plants	82,855	79,563
Land and improvements	34,888	29,624
Quarry reserves	20,749	20,908
Buildings	14,248	12,416
Furniture and fixtures	4,588	4,422
Leasehold improvements	1,347	765
Total property, plant and equipment, gross	376,337	338,118
Accumulated depreciation, depletion and amortization	(175,660)	(160,795)
Construction in progress	1,035	1,369
Total property, plant and equipment, net	$ 201,712	$ 178,692

On February 28, 2019, the Company acquired a liquid asphalt terminal located in Panama City, Florida. The purchase price of $10.8 million was paid in cash on the date of acquisition. The Company uses the terminal to receive, store and process liquid asphalt primarily for use in its construction projects. The transaction was accounted for as an asset acquisition in accordance with ASC 805. Accordingly, the purchase price and direct costs of $0.1 million incurred to complete the transaction were allocated to asset categories based on their relative fair value at the date of acquisition.

Depreciation, depletion and amortization expense related to property, plant and equipment was $7.8 million and $6.5 million for the three months ended June 30, 2019 and June 30, 2018, respectively, and $22.1 million and $17.6 million for the nine months ended June 30, 2019 and June 30, 2018, respectively.

Note 8 - Equity

At June 30, 2019 and September 30, 2018, the Company had authorized for issuance 10,000,000 shares of preferred stock, par value $0.001. No shares of preferred stock were issued and outstanding at June 30, 2019 or September 30, 2018.

Reclassification of Common Stock and Initial Public Offering

On April 23, 2018, the Company completed the Reclassification by amending and restating its certificate of incorporation to effectuate a dual class common stock structure consisting of Class A common stock and Class B common stock. As a result, each share of common stock, was reclassified into 25.2 shares of Class B common stock so that all holders of shares of outstanding common stock became the holders of 41,817,537 shares of Class B common stock, and shares held by the Company in treasury became 3,170,034 Class B treasury shares. All share and per share amounts have been retroactively adjusted for all periods presented to give effect to the Stock Split.

On May 8, 2018, the Company completed its IPO, in which it sold 11,250,000 shares of Class A common stock at a price of $12.00 per share. Of these shares, 9,000,000 were shares of Class A common stock sold by the Company and 2,250,000 were sold by holders of Class B common stock, which shares upon sale automatically converted into 2,250,000 shares of Class A common stock. On May 24, 2018, the underwriters of the IPO partially exercised their over-allotment option to purchase an additional 700,000 shares of Class A common stock at the IPO price of $12.00, less the underwriting discount and commissions. Of these shares, 350,000 were shares of Class A common stock sold by the Company and 350,000 were sold by holders of Class B common stock, which shares upon sale automatically converted into 350,000 shares of Class A common stock.

At June 30, 2019 and September 30, 2018, the Company had authorized for issuance 400,000,000 shares of Class A common stock, of which 32,442,545 were issued and outstanding at June 30, 2019, and 11,950,000 were issued and outstanding at September 30, 2018.

At June 30, 2019 and September 30, 2018, the Company had authorized for issuance 100,000,000 shares of Class B common stock, of which 22,162,369 were issued and 19,239,417 were outstanding at June 30, 2019, and 42,387,571 were issued and 39,464,619 were

outstanding at September 30, 2018. At June 30, 2019 and September 30, 2018, the Company held 2,922,952 Class B shares in treasury, at an average cost of $5.34 per share.

Conversion of Class B common stock to Class A common stock

During the three months ended June 30, 2019, certain stockholders of the Company converted a total of 20,225,202 shares of the Company's Class B common stock, on a one-for-one basis, into shares of the Company's Class A common stock. Following the conversion, there were 32,442,545 shares of Class A common stock and 19,239,417 shares of Class B common stock outstanding.

Grant of Restricted Shares of Class A common stock

As described in Note 14 – Equity-Based Compensation, during the three months ended June 30, 2019, the Company awarded a total of 267,343 restricted shares of Class A common stock to its non-employee directors under the Construction Partners, Inc. 2018 Equity Incentive Plan (as amended, the "Equity Incentive Plan").

Amendment to the Equity Incentive Plan

On May 24, 2019, the Compensation Committee of the Company's Board of Directors (the "Board") adopted an amendment (the "Amendment") to the Equity Incentive Plan relating to exceptions from the Equity Incentive Plan's $750,000 limit on the aggregate dollar value of equity-based awards granted during any calendar year to a non-employee director. Prior to the adoption of the Amendment, the limit could be multiplied by two with respect to awards granted in the calendar year in which a non-employee director first joined the Board. The Amendment changed the period within which the aggregate value of equity-based awards may be multiplied by two to be the calendar year in which a non-employee director is first granted equity-based awards under the Equity Incentive Plan.

Note 9 - Debt

The Company maintains various credit facilities from time to time to finance acquisitions, the purchase of real estate, construction equipment, asphalt plants and other fixed assets, and for general working capital purposes. This includes, among other things, a credit agreement with BBVA Compass Bank (formerly known as Compass Bank) as agent, sole lead arranger and sole book runner (as amended, the "Compass Credit Agreement") providing for a $72.0 million term loan (the "Compass Term Loan") and a $30.0 million revolving credit facility (the "Compass Revolving Credit Facility"). Debt at June 30, 2019 and September 30, 2018 consisted of the following (in thousands):

	June 30, 2019 (unaudited)	September 30, 2018
Long-term debt:		
Compass Term Loan	$ 46,500	$ 57,300
Compass Revolving Credit Facility	5,000	5,000
Other long-term debt	661	964
Total long-term debt	52,161	63,264
Deferred debt issuance costs	(288)	(362)
Debt discount	(6)	(14)
Current maturities of long-term debt	(14,771)	(14,773)
Long-term debt, net of current maturities	$ 37,096	$ 48,115

Note 10 - Earnings Per Share

As described in Note 8 - Equity, the Company completed an IPO and Reclassification of common stock during the third quarter of the fiscal year ended September 30, 2018.

As described in Note 2 - Significant Accounting Policies, *Earnings Per Share*, diluted earnings per share is calculated by dividing net income attributable to common stockholders by the basic weighted average number of common shares outstanding and potential

dilutive common shares determined using the treasury method, as applicable for the respective periods. Securities that are anti-dilutive are not included in the calculation of diluted earnings per share.

The following table summarizes the weighted-average number of basic and diluted common shares outstanding and the calculation of basic and diluted earnings per share for the periods presented (in thousands, except share and per share amounts):

Basic	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2019	2018	2019	2018
Numerator				
Net income attributable to common stockholders	$ 17,202	$ 13,403	$ 26,568	$ 35,647
Denominator				
Weighted average number of common shares outstanding, basic	51,414,619	46,557,785	51,414,619	43,648,309
Net income per common share attributable to common shareholders, basic	$ 0.33	$ 0.29	$ 0.52	$ 0.82

Diluted	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2019	2018	2019	2018
Numerator				
Net income attributable to common stockholders	$ 17,202	$ 13,403	$ 26,568	$ 35,647
Denominator				
Weighted average number of common shares outstanding, basic	51,414,619	46,557,785	51,414,619	43,648,309
Effect of dilutive securities:				
2010 Non-Plan Stock Options	—	387,892	—	271,163
2018 Restricted Stock Grants	—	42,682	—	13,074
2019 Restricted Stock Grants	8,280	—	268	—
Weighted average number of common shares outstanding, diluted	51,422,899	46,988,359	51,414,887	43,932,546
Net income per common share attributable to common stockholders, diluted	$ 0.33	$ 0.29	$ 0.52	$ 0.81

Note 11 - Provision for Income Taxes

The Company files a consolidated United States income tax return and income tax returns in various states. Management evaluated the Company's tax positions at June 30, 2019, based on appropriate provisions of applicable enacted tax laws and regulations, and believes that they are supportable based on their specific technical merits and the facts and circumstances of the respective transactions.

On December 22, 2017, the United States government enacted comprehensive tax legislation known as the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act included broad and complex changes to the United States tax code, including a reduction in the United States federal corporate income tax rate from 35.0% to 21.0% effective January 1, 2018. For periods during the fiscal year ended September 30, 2018, the Company recorded its income tax provision based on a blended U.S. statutory rate of 24.5%, which is based on a prorated applicable tax rate before and after the effective date of the Tax Act, and the applicable state income taxes.

During the nine months ended June 30, 2018, the Company recorded a provisional discrete tax benefit of $4.4 million related to the Tax Act, primarily related to an adjustment of its United States deferred tax liabilities by the same amount, reflecting the reduction in the United States federal corporate income tax rate. This net reduction in deferred tax liabilities also included the estimated impact on the Company's net state deferred tax assets. The Company completed its accounting for the income tax effects of the Tax Act during the fourth quarter of its fiscal year ended September 30, 2018.

The Company's effective tax rate for the three months ended June 30, 2019 and June 30, 2018 was 22.3% and 9.5%, respectively. The lower effective tax rate for the three months ended June 30, 2018 compared to the three months ended June 30, 2019 was primarily due

to the benefit of a tax credit recorded during the three months ended June 30, 2018 related to the enactment of the Tax Act. The Company's effective tax rate for the nine months ended June 30, 2019 and June 30, 2018 was 23.3% and 13.1%, respectively. The lower effective tax rate for the nine months ended June 30, 2018 compared to the nine months ended June 30, 2019 was primarily due to the benefit of the tax credit recorded during the nine months ended June 30, 2018 related to the enactment of the Tax Act.

Note 12 - Related Parties

On December 31, 2017, the Company sold an indirect wholly owned subsidiary to an immediate family member of a Senior Vice President of the Company ("Purchaser of subsidiary") in consideration for an interest-bearing note receivable in the amount of $0.9 million, which approximated the net book value of the disposed entity. At June 30, 2019, $0.1 million and $0.8 million was reflected on the Company's Consolidated Balance Sheet within other current assets and other assets, respectively, representing the remaining balances on this note receivable. In connection with this transaction, the Company also received an interest-bearing note receivable from the disposed entity ("Disposed entity") on December 31, 2017 in the amount of $1.0 million representing certain accounts payable of the Disposed entity that were paid by the Company. At June 30, 2019, $0.1 million and $0.9 million was reflected on the Company's Consolidated Balance Sheet within other current assets and other assets, respectively, representing the remaining balances on this note receivable. Remaining principal and interest payments are scheduled to be made in periodic installments during fiscal year 2019 through fiscal year 2026.

From time to time, the Company conducts or has conducted business with the following related parties:

- Entities owned by immediate family members of a Senior Vice President of the Company perform subcontract work for a subsidiary of the Company, including trucking and grading services ("Subcontracting Services").
- From time to time, a subsidiary of the Company provides construction services to various companies owned by family members of a Senior Vice President of the Company ("Construction Services").
- For periodic corporate events, the Company has chartered a boat from Deep South Adventures, LLC, which is owned by a Senior Vice President of the Company.
- The Company rents and purchases vehicles from an entity owned by a family member of a Senior Vice President of the Company ("Vehicles").
- Family members of a Senior Vice President of the Company provide consulting services to a subsidiary of the Company ("Consulting Services").
- A law firm previously owned by a family member of a Senior Vice President of the Company provided legal services to a subsidiary of the Company ("Legal Services").
- A subsidiary of the Company leases office space for its Dothan, Alabama office from H&K, Ltd. ("H&K"), an entity partially owned by a Senior Vice President of the Company. The office space was originally leased through early 2020, but the subsidiary terminated the lease in June 2019 and paid $15,000 to H&K as consideration for the early termination. Under the lease agreement, the Company paid a fixed minimum rent per month.
- A subsidiary of the Company leased office space for its Montgomery, Alabama office from H&A Properties LLC ("H&A"), an entity partially owned by two Senior Vice Presidents of the Company. Under the lease agreement, the Company paid a fixed minimum rent per month. In September 2018, the subsidiary purchased this office from H&A for $0.5 million.
- On June 1, 2014, the Company entered into an access agreement with Island Pond Corporate Services, LLC ("Island Pond"), which provides a location for the Company to conduct business development activities from time to time on a property owned by the Executive Chairman of the Company's Board of Directors.
- The Company is party to a management services agreement with SunTx, under which the Company pays SunTx $0.25 million per fiscal quarter and reimburses certain travel and other out-of-pocket expenses.

The following table presents revenues earned and expenses incurred by the Company during the three and nine months ended June 30, 2019 and June 30, 2018, if and to the extent the Company engaged in transactions with the parties described above during the respective periods, and accounts receivable and accounts payable balances at June 30, 2019 and September 30, 2018, related to transactions with such parties (in thousands):

	Revenue Earned (Expense Incurred)				Accounts Receivable (Payable)	
	For the Three Months Ended June 30,		For the Nine Months Ended June 30,		June 30,	September 30,
	2019	2018	2019	2018	2019	2018
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	
Purchaser of subsidiary	$ —	$ —	$ —	$ —	$ 876	$ 850
Disposed entity	$ —	$ —	$ —	$ —	$ 966	$ 937
Subcontracting Services [1]	$ (7,195)	$ (4,321)	$ (13,561)	$ (8,687)	$ (1,724)	$ (790)
Construction Services	$ 1,609	$ 57	$ 2,783	$ 1,633	$ 4,350	$ 2,863
Deep South Adventures, LLC [2]	$ —	$ —	$ —	$ (33)	$ —	$ —
Vehicles [2]	$ (496)	$ (288)	$ (1,128)	$ (864)	$ —	$ —
Consulting Services [2]	$ (64)	$ (87)	$ (198)	$ (203)	$ —	$ —
Legal Services [2]	$ —	$ —	$ —	$ (58)	$ —	$ —
H&K [2]	$ (36)	$ (21)	$ (78)	$ (63)	$ —	$ —
H&A [2]	$ —	$ (17)	$ —	$ (51)	$ —	$ —
Island Pond [2]	$ (80)	$ (80)	$ (240)	$ (240)	$ —	$ —
SunTx [2]	$ (316)	$ (468)	$ (957)	$ (1,119)	$ —	$ —

[1] Cost is reflected as cost of revenues on the Company's Consolidated Statements of Income.
[2] Cost is reflected as general and administrative expenses on the Company's Consolidated Statements of Income.

Note 13 - Settlement Agreement

On April 19, 2018, certain of the Company's subsidiaries entered into settlement agreements with a third party, pursuant to which they will receive aggregate net payments of approximately $15.7 million. These agreements provided for the payments to be made in four equal installments between January 2019 and July 2020, in exchange for releasing and waiving all current and future claims against the third party relating to a business interruption event that occurred more than five years ago that did not directly relate to the Company's business and that has not, and is not expected to, recur (the "Settlement"). The Company recorded a pre-tax gain of $14.8 million during the nine months ended June 30, 2018 related to the Settlement. The subsidiaries received the first installment payments in the total amount of $3.9 million in January 2019. Future payments are reflected on the Consolidated Balance Sheet at June 30, 2019 as other current assets and other assets in the amount of $7.9 million and $3.7 million, respectively.

Note 14 - Equity-Based Compensation

During the three months and nine months ended June 30, 2019, the Company awarded a total of 267,343 restricted shares of Class A common stock to its non-employee directors under the Equity Incentive Plan in lieu of any cash compensation. The grants are classified as equity awards. The aggregate grant date fair value of these restricted stock grants was $3.4 million. The grants will vest as to two-thirds of the underlying shares on January 1, 2021 and as to the remaining one-third of the underlying shares on January 1, 2022.

During the three months and nine months ended June 30, 2019, the Company recorded compensation expense in connection with these grants in the amount of $0.1 million, which is reflected as general and administrative expenses in the Company’s Consolidated Statements of Income.

Note 15 - Subsequent Events

Alabama Acquisition

On July 12, 2019, a subsidiary of the Company acquired substantially all of the assets of an HMA manufacturing plant and paving company located near Gadsden, Alabama. The acquired business is expected to benefit from geographic synergies resulting from its

proximity to the Company's current operations in northeast Alabama, including an aggregates quarry. The acquisition was accounted for as a business combination in accordance with ASC 805. The purchase price of $5.0 million was paid from cash on hand at closing.

The provisional allocation of the purchase price to assets acquired and liabilities assumed, based on their estimated fair values at the acquisition date, was determined in accordance with the methodology described under Fair Value Measurements in Note 3 to the Company's audited financial statements for the fiscal year ended September 30, 2018, as set forth in the 2018 Form 10-K. The amounts allocated were not material to the Company's Consolidated Balance Sheet. The purchase price exceeding the net fair value of identifiable assets acquired and liabilities assumed was recorded as goodwill in the amount of $2.4 million, which is deductible for income tax purposes. Goodwill primarily represents the assembled workforce and synergies expected to result from the acquisition. Upon finalizing the accounting for this transaction, management expects to ascribe value to other identifiable intangible assets, including customer relationships and customer backlog, which will reduce the amount allocated to goodwill.

Conversion of Class B common stock to Class A common stock

Subsequent to June 30, 2019, a stockholder of the Company converted a total of 125,000 shares of the Company's Class B common stock, on a one-for-one basis, into shares of the Company's Class A common stock. Following the conversion, there were 32,567,545 shares of Class A common stock and 19,114,417 shares of Class B common stock outstanding.

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

This discussion and analysis of our financial condition and results of operations is intended to assist in understanding and assessing the trends and significant changes in our results of operations and financial condition. Historical results may not be indicative of future performance. This discussion includes forward-looking statements that reflect our plans, estimates and beliefs. Such statements involve risks and uncertainties. Our actual results may differ materially from those contemplated by these forward-looking statements as a result of various factors, including those set forth under the headings "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements." This discussion should be read in conjunction with our unaudited consolidated financial statements and the notes thereto included elsewhere in this Quarterly Report on Form 10-Q and our audited consolidated financial statements and notes thereto included in our 2018 Form 10-K. In this discussion, we use certain non-GAAP financial measures. Explanation of these non-GAAP financial measures and reconciliation to the most directly comparable GAAP financial measures are included in this "Management's Discussion and Analysis of Financial Condition and Results of Operations." Investors should not consider non-GAAP financial measures in isolation or as substitutes for financial information presented in compliance with GAAP.

Overview

We are one of the fastest growing civil infrastructure companies in the United States, specializing in the building and maintenance of transportation networks. Our operations leverage a highly skilled workforce, strategically located HMA plants, substantial construction assets and select material deposits. We provide construction products and services to both public and private infrastructure projects, with an emphasis on highways, roads, bridges, airports and commercial and residential developments in the southeastern United States.

Our public projects are funded by federal, state and local governments and include projects for roads, highways, bridges, airports and other forms of infrastructure. Public transportation infrastructure projects historically have been a relatively stable portion of state and federal budgets and represent a significant share of the United States construction market. Federal funds are allocated on a state-by-state basis, and each state is required to match a portion of the federal funds they receive. Federal highway spending uses funds predominantly from the Highway Trust Fund, which derives its revenues from fuel taxes and other user fees.

In addition to public infrastructure projects, we provide a wide range of large sitework construction and HMA paving services to private construction customers, including commercial and residential developers and local businesses.

How We Assess Performance of Our Business

Revenues

We derive our revenues predominantly from providing construction products and services for both public and private infrastructure projects, with an emphasis on highways, roads, bridges, airports and commercial and residential developments. Our projects represent a mix of federal, state, municipal and private customers. We also generate revenues from the sale of HMA, aggregates, ready-mix concrete and liquid asphalt to customers. Revenues derived from projects are recognized over a period of time on the percentage-of-completion basis, measured by the relationship of total cost incurred compared to total estimated contract costs (cost-to-cost method). Changes in job performance, job conditions and estimated profitability, including those arising from contract penalty provisions and final contract settlements, may result in revisions to estimated costs and income, and are recognized in the period in which the revisions are determined. Revenues generated from the sale of HMA, aggregates, ready-mix concrete, and liquid asphalt are recognized at the point in time when risks associated with ownership have passed to the customer.

Gross Profit

Gross profit represents revenues less cost of revenues. Cost of revenues consists of all direct and indirect costs on construction contracts, including raw materials, labor, equipment costs, depreciation, lease expenses, subcontractor costs and other expenses at our HMA plants and aggregate mining facilities. Our cost of revenues is directly affected by fluctuations in commodity prices, primarily liquid asphalt and diesel fuel. From time to time, when appropriate, we limit our exposure to changes in commodity prices by entering into forward purchase commitments. In addition, our public infrastructure contracts often provide for price adjustments based on fluctuations in certain commodity-related product costs. These price adjustment provisions are in place for most of our public infrastructure contracts, and we seek to include similar provisions in our private contracts.

Depreciation, Depletion and Amortization

We carry property, plant and equipment on our balance sheet at cost, net of accumulated depreciation, depletion and amortization. Depreciation on property, plant and equipment is computed on a straight-line basis over the estimated useful life of the asset. Amortization expense is the periodic expense related to leasehold improvements and intangible assets. Leasehold improvements are amortized over the lesser of the life of the underlying asset or the remaining lease term. Our intangible assets were recognized as a result of certain acquisitions and are generally amortized on a straight-line basis over the estimated useful lives of the assets. Quarry reserves are depleted in accordance with the units-of-production method as aggregate is extracted, using the initial allocation of cost based on proven and probable reserves.

General and Administrative Expenses

General and administrative expenses consist primarily of salaries and personnel costs for our administration, finance and accounting, legal, information systems, human resources and certain managerial employees. Additional expenses include audit, consulting and professional fees, travel, insurance, office space rental costs, property taxes and other corporate and overhead expenses.

Gain on Sale of Equipment, net

In the normal course of business, we sell construction equipment for various reasons, including when the cost of maintaining the asset exceeds the cost of replacing it. The gain or loss on sale of equipment reflects the difference between the carrying value at the date of disposal and the net consideration received from the sale of equipment during the period.

Interest Expense, net

Interest expense, net primarily represents interest incurred on our long-term debt, such as the Compass Term Loan and the Compass Revolving Credit Facility, as well as the cost of interest swap agreements and amortization of deferred debt issuance costs. These amounts are partially offset by interest income earned on short-term investments of cash balances in excess of our current operating needs.

Other Key Performance Indicators

Adjusted EBITDA and Adjusted EBITDA Margin

Adjusted EBITDA represents net income before, as applicable from time to time, (i) interest expense, net, (ii) provision (benefit) for income taxes, (iii) depreciation, depletion and amortization of long-lived assets, (iv) equity-based compensation expense and (v) certain management fees and expenses, and excludes income recognized in connection with the Settlement (see Note 13 - Settlement Agreement to the consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q). Adjusted EBITDA Margin represents Adjusted EBITDA as a percentage of revenues for each period. Adjusted EBITDA and Adjusted EBITDA Margin are supplemental measures of our operating performance that are neither required by, nor presented in accordance with, GAAP. These measures should not be considered as an alternative to net income or any other performance measure derived in accordance with GAAP as an indicator of our operating performance. We present Adjusted EBITDA and Adjusted EBITDA Margin because management uses these measures as key performance indicators and believes they are measures frequently used by securities analysts, investors and other parties to evaluate companies in our industry. These measures have limitations as analytical tools and should not be considered in isolation or as substitutes for analysis of our results as reported under GAAP.

Our calculation of Adjusted EBITDA and Adjusted EBITDA Margin may not be comparable to similarly named measures reported by other companies. Potential differences between our measure of Adjusted EBITDA and other companies' measures of Adjusted EBITDA may include differences in capital structures, tax positions and the age and book depreciation of intangible and tangible assets.

The following table presents a reconciliation of net income, the most directly comparable measure calculated in accordance with GAAP, to Adjusted EBITDA, and the calculation of Adjusted EBITDA Margin for each of the periods presented (in thousands, except percentages):

	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2019	2018	2019	2018
Net income	$ 17,202	$ 13,403	$ 26,568	$ 35,647
Interest expense, net	615	406	1,509	956
Provision for income taxes	4,941	1,409	8,080	5,382
Depreciation, depletion and amortization of long-lived assets	8,059	6,621	22,698	17,929
Equity-based compensation expense	146	371	146	975
Settlement income [1]	—	—	—	(14,803)
Management fees and expenses [2]	316	468	957	1,119
Adjusted EBITDA	$ 31,279	$ 22,678	$ 59,958	$ 47,205
Revenues	$ 227,290	$ 195,075	$ 545,921	$ 464,395
Adjusted EBITDA Margin	13.8 %	11.6 %	11.0 %	10.2 %

[1] Represents pre-tax income recognized in connection with the Settlement.
[2] Reflects fees and reimbursement of certain travel expenses under a management services agreement with SunTx (see Note 12)

Results of Operations

Three Months Ended June 30, 2019 Compared to Three Months Ended June 30, 2018

The following table sets forth selected financial data for the three months ended June 30, 2019 and June 30, 2018 (in thousands, except percentages):

	For the Three Months Ended June 30,				Change from the Three Months Ended June 30, 2018 to the Three Months Ended June 30, 2019	
	2019		2018			
	Dollars	% of Revenues	Dollars	% of Revenues	$ Change	% Change
Revenues	$ 227,290	100.0 %	$ 195,075	100.0 %	$ 32,215	16.5 %
Cost of revenues	189,198	83.2 %	165,606	84.9 %	23,592	14.2 %
Gross profit	38,092	16.8 %	29,469	15.1 %	8,623	29.3 %
General and administrative expenses	(15,968)	(7.0) %	(14,788)	(7.5) %	(1,180)	8.0 %
Settlement income	—	— %	—	— %	—	N/A
Gain on sale of equipment, net	58	— %	86	— %	(28)	(32.6)%
Operating income	22,182	9.8 %	14,767	7.6 %	7,415	50.2 %
Interest expense, net	(615)	(0.3) %	(406)	(0.2) %	(209)	51.5 %
Other income (expense), net	190	0.1 %	15	— %	175	1166.7 %
Income before provision for income taxes and earnings from investment in joint venture	21,757	9.6 %	14,376	7.4 %	7,381	51.3 %
Provision for income taxes	4,941	2.2 %	1,409	0.7 %	3,532	250.7 %
Earnings from investment in joint venture	386	0.2 %	436	0.2 %	(50)	N/A
Net income	$ 17,202	7.6 %	$ 13,403	6.9 %	$ 3,799	28.3 %
Adjusted EBITDA	$ 31,279	13.8 %	$ 22,678	11.6 %	$ 8,601	37.9 %

Revenues. Revenues for the three months ended June 30, 2019 increased $32.2 million, or 16.5%, to $227.3 million from $195.1 million for the three months ended June 30, 2018. Revenues in our existing markets increased approximately $21.3 million as a result of growing demand in both the private and public sectors. The increase also included approximately $10.9 million of revenues attributable to acquisitions completed during or subsequent to the quarter ended June 30, 2018.

Gross Profit. Gross profit for the three months ended June 30, 2019 increased $8.6 million, or 29.3%, to $38.1 million from $29.5 million for the three months ended June 30, 2018. The increase in gross profit was the result of an increase in revenue as discussed above and an increase in gross profit margin to 16.8% for the three months ended June 30, 2019 from 15.1% for the three months ended June 30, 2018. The higher gross profit margin was primarily a result of increased HMA production and equipment utilization, resulting in an increase of fixed cost absorption during the three months ended June 30, 2019 compared to the three months ended June 30, 2018.

General and Administrative Expenses. General and administrative expenses include costs related to our operational offices that are not allocated to direct contract costs and expenses related to our corporate offices. General and administrative expenses for the three months ended June 30, 2019 increased $1.2 million, or 8.0%, to $16.0 million from $14.8 million for the three months ended June 30, 2018. The increase was primarily due to (i) $0.5 million of expenses attributable to acquisitions completed during or subsequent to the quarter ended June 30, 2018 and (ii) a $0.7 million increase in the cost of professional services and insurance, reflecting our growth and increased regulatory and reporting requirements as a public company. General and administrative expense as a percentage of revenue declined 0.5%.

Interest Expense, Net. Interest expense, net for the three months ended June 30, 2019 increased $0.2 million to $0.6 million compared to $0.4 million for the three months ended June 30, 2018. The increase in interest expense, net reflects a $0.3 million increase in interest expense, partially offset by a $0.1 million increase in interest income. The increase in interest expense, net was due to an increase in interest rates on a lower average principal debt balance outstanding and a decrease in the fair value of interest rate swaps resulting in a $0.2 million charge to interest expense during the three months ended June 30, 2019 that we did not have during the three months ended June 30, 2018. The increase in interest income was due to a higher average cash balance during the three months ended June 30, 2019, resulting from proceeds attributable to our IPO, which occurred during the quarter ended June 30, 2018.

Provision for Income Taxes. Our effective tax rate increased to 22.3% for the three months ended June 30, 2019, from 9.5% for the three months ended June 30, 2018. The Tax Act, which was effective January 1, 2018, included broad and complex changes to the United States tax code, including a reduction in the United States federal corporate income tax rate from 35.0% to 21.0%. As a result of this change, the Company recorded its income tax provision for the three months ended June 30, 2018 based on a blended U.S. statutory rate of 24.5%, which represents prorated applicable tax rates before and after the effective date of the Tax Act and the effect of applicable state income taxes. The effective tax rate for the three months ended June 30, 2019 reflects a federal income tax provision based on the United States statutory tax rate of 21.0% and the effect of applicable state income taxes. The effects of the higher blended U.S. statutory tax rate of 24.5% for the three months ended June 30, 2018 compared to the U.S. statutory tax rate of 21% for the three months ended June 30, 2019 was offset by (i) a $0.9 provisional discrete tax benefit related to the Tax Act, primarily an adjustment in our U.S. deferred tax liabilities by the same amount and (ii) a $1.3 million permanent tax benefit resulting from the deduction of the excess of fair market value over the exercise price of options exercised during the period. No such tax benefits were applicable to the three months ended June 30, 2019.

Earnings from Investment in Joint Venture. During the three months ended June 30, 2019 and the three months ended June 30, 2018, we earned $0.4 million of pre-tax income from our 50% interest in the earnings of a joint venture that we entered into with a third party in November 2017 for the sole purpose of performing a construction project for the Alabama Department of Transportation.

Net Income. Net income increased $3.8 million, or 28.3%, to $17.2 million for the three months ended June 30, 2019, compared to $13.4 million for the three months ended June 30, 2018. This increase in net income was a result of the higher gross profit in the three months ended June 30, 2019 compared to the three months ended June 30, 2018. This increase was partially offset by the increase in general and administrative expense and an increase in the effective income tax rate during the three months ended June 30, 2019, all as described above.

Adjusted EBITDA and Adjusted EBITDA Margin. Adjusted EBITDA and Adjusted EBITDA Margin were $31.3 million and 13.8%, respectively, for the three months ended June 30, 2019, compared to $22.7 million and 11.6%, respectively, for the three months ended June 30, 2018. The increase in Adjusted EBITDA for the three months ended June 30, 2019 compared to the three months ended June 30, 2018 was the result of higher gross profit and depreciation, depletion and amortization of long-lived assets, partially offset by an increase in general and administrative expenses. The higher Adjusted EBITDA Margin was a result of a higher gross profit percentage and lower general and administrative expenses percentage for the three months ended June 30, 2019. See the description of Adjusted EBITDA and Adjusted EBITDA Margin, as well as a reconciliation of Adjusted EBITDA to net income, under the heading "How We Assess Performance of Our Business".

Nine Months Ended June 30, 2019 Compared to Nine Months Ended June 30, 2018

The following table sets forth selected financial data for the nine months ended June 30, 2019 and June 30, 2018 (in thousands, except percentages):

	For the Nine Months Ended June 30,				Change from the Nine Months Ended June 30, 2018 to the Nine Months Ended June 30, 2019	
	2019		2018			
	Dollars	% of Revenues	Dollars	% of Revenues	$ Change	% Change
Revenues	$ 545,921	100.0 %	$ 464,395	100.0 %	$ 81,526	17.6 %
Cost of revenues	466,900	85.5 %	398,379	85.8 %	68,521	17.2 %
Gross profit	79,021	14.5 %	66,016	14.2 %	13,005	19.7 %
General and administrative expenses	(45,170)	(8.4) %	(40,572)	(8.7) %	(4,598)	11.3 %
Settlement income	—	— %	14,803	3.2 %	(14,803)	N/A
Gain on sale of equipment, net	1,085	0.2 %	1,117	0.2 %	(32)	(2.9)%
Operating income	34,936	6.3 %	41,364	8.9 %	(6,428)	(15.5)%
Interest expense, net	(1,509)	(0.3) %	(956)	(0.2) %	(553)	57.8 %
Other income (expense), net	296	0.2 %	(45)	— %	341	(757.8)%
Income before provision for income taxes and earnings from investment in joint venture	33,723	6.2 %	40,363	8.7 %	(6,640)	(16.5)%
Provision for income taxes	8,080	1.5 %	5,382	1.2 %	2,698	50.1 %
Earnings from investment in joint venture	925	0.2 %	666	0.2 %	259	N/A
Net income	$ 26,568	4.9 %	$ 35,647	7.7 %	$ (9,079)	(25.5)%
Adjusted EBITDA	$ 59,958	11.0 %	$ 47,205	10.2 %	$ 12,753	27.0 %

Revenues. Revenues for the nine months ended June 30, 2019 increased $81.5 million, or 17.6%, to $545.9 million from $464.4 million for the nine months ended June 30, 2018. Revenues in our existing markets increased approximately $34.9 million as a result of growing demand in both the private and public sectors. The increase also included approximately $46.6 million of revenues attributable to acquisitions that we completed during or subsequent to the quarter ended June 30, 2018.

Gross Profit. Gross profit for the nine months ended June 30, 2019 increased $13.0 million, or 19.7%, to $79.0 million from $66.0 million for the nine months ended June 30, 2018. The higher gross profit was the result of the 17.6% increase in revenues and an increase in gross profit margin to 14.5% for the nine months ended June 30, 2019 from 14.2% for the nine months ended June 30, 2018.

General and Administrative Expenses. General and administrative expenses for the nine months ended June 30, 2019 increased $4.6 million, or 11.3%, to $45.2 million from $40.6 million for the nine months ended June 30, 2018. The increase in general and administrative expenses for the nine months ended June 30, 2019 compared to the nine months ended June 30, 2018 was primarily the result of (i) $2.3 million in overhead expense attributable to acquisitions, that we completed during or subsequent to June 30, 2018, and (ii) an increase in the cost of professional services and insurance, reflecting our growth and increased reporting and regulatory requirements as a public company. General and administrative expenses as a percentage of revenue declined 0.3%.

Interest Expense, Net. Interest expense, net for the nine months ended June 30, 2019 increased $0.6 million, or 57.8%, to $1.5 million compared to $1.0 million for the nine months ended June 30, 2018. The increase in interest expense, net reflects a $1.4 million increase in interest expense, partially offset by a $0.8 million increase in interest income. The increase in interest expense was due to an increase in the average principal debt balance outstanding to $59.5 million for the nine months ended June 30, 2019 from $55.7 million for the nine months ended June 30, 2018, and an increase in interest rates. During the nine months ended June 30, 2019, the change in the fair value of our interest rate swaps resulted in a $0.5 million charge to interest expense compared to a $0.3 million credit during the nine months ended June 30, 2018. The increase in interest income was due to a higher average cash balance during the three months ended June 30, 2019, resulting from proceeds attributable to our IPO, which occurred in May 2018.

Provision for Income Taxes. Our effective tax rate increased to 23.3% for the nine months ended June 30, 2019, from 13.1% for the nine months ended June 30, 2018. The Tax Act, which was effective January 1, 2018, included broad and complex changes to the United States tax code, including a reduction in the United States federal corporate income tax rate from 35.0% to 21.0%. As a result of this change, the Company recorded its income tax provision for the nine months ended June 30, 2018 based on a blended U.S. statutory rate of 24.5%, which represents prorated applicable tax rates before and after the effective date of the Tax Act and the effect of applicable state income taxes. The effective tax rate for the nine months ended June 30, 2019 reflects a federal income tax provision based on the U.S. statutory tax rate of 21.0% and the effect of applicable state income taxes. The effects of the higher blended U.S. statutory tax rate of 24.5% for the nine months ended June 30, 2018 compared U.S. statutory tax rate of 21% for the nine months ended June 30, 2019 was offset by (i) a $4.4 million provisional discrete tax benefit related to the Tax Act, primarily due to an adjustment in our U.S. deferred tax liabilities by the same amount and (ii) a $1.3 million permanent tax benefit resulting from the deduction of the excess of fair market value over the exercise price of options exercised during the period. No such tax benefits were applicable to the nine months ended June 30, 2019. We completed our accounting for the income tax effects of the Tax Act in subsequent periods during fiscal 2018, resulting in a discrete tax benefit of $4.6 million for the full fiscal year. This net reduction in deferred tax liabilities also included the estimated impact on the Company's net state deferred tax assets.

Earnings from Investment in Joint Venture. During the nine months ended June 30, 2019 and the nine months ended June 30, 2018, we earned $0.9 million and $0.7 million, respectively, of pre-tax income from our 50% interest in the earnings of a joint venture that we entered into with a third party in November 2017 for the sole purpose of performing a construction project for the Alabama Department of Transportation.

Net Income. Net income decreased $9.1 million, or 25.5%, to $26.6 million for the nine months ended June 30, 2019, compared to $35.6 million for the nine months ended June 30, 2018. This decrease in net income was a result of (i) the $10.6 million settlement income, net of tax, recognized during the nine months ended June 30, 2018, (ii) higher general and administrative expenses and (iii) an increase in the effective income tax rate during the nine months ended June 30, 2019 compared to the nine months ended June 30, 2018. The decrease was partially offset by an increase in gross profit as described above.

Adjusted EBITDA and Adjusted EBITDA Margin. Adjusted EBITDA and Adjusted EBITDA Margin were $60.0 million and 11.0%, respectively, for the nine months ended June 30, 2019, compared to $47.2 million and 10.2%, respectively, for the nine months ended June 30, 2018. The increase in Adjusted EBITDA for the nine months ended June 30, 2019 compared to the nine months ended June 30, 2018 was the result of higher gross profit and depreciation, depletion and amortization of long-lived assets, partially offset by an increase in general and administrative expenses. See the description of Adjusted EBITDA and Adjusted EBITDA Margin, as well as a reconciliation of Adjusted EBITDA to net income, under the heading "How We Assess Performance of Our Business".

Inflation and Price Changes

Inflation had an immaterial impact on our results of operations for the nine months ended June 30, 2019 and 2018 due to relatively low inflation in the United States in recent years and our ability to recover increasing costs by obtaining higher prices for our products, including sale price escalator clauses in most of our public construction contracts. Inflation risk varies with the level of activity in our industry, the number, size and strength of competitors and the availability of products to supply a local market.

Liquidity and Capital Resources

Cash Flows Analysis

The following table sets forth our cash flows for the periods indicated (in thousands):

	For the Nine Months Ended June 30,	
	2019	**2018**
Net cash provided by operating activities, net of acquisition	$ 17,963	$ 23,660
Net cash used in investing activities	(46,348)	(82,290)
Net cash (used in) provided by financing activities	(11,104)	106,266
Net change in cash and cash equivalents	$ (39,489)	$ 47,636

Operating Activities

Cash provided by operating activities was $18.0 million for the nine months ended June 30, 2019, a decrease of $5.7 million compared to $23.7 million for the nine months ended June 30, 2018. The decrease was primarily due to a $9.1 million decrease in net income for the nine months ended June 30, 2019 compared to the nine months ended June 30, 2018 and a $1.6 million reduction in changes in operating assets and liabilities, partially offset by a $4.8 million increase in depreciation, depletion and amortization of long-lived assets for those same periods.

The $1.6 million decrease in changes in operating assets and liabilities for the nine months ended June 30, 2019 compared to the nine months ended June 30, 2018 was primarily a result of (i) a $28.9 million increase in contracts receivable due to higher overall revenue and the normal fluctuations resulting from the timing of processing transactions in our accounts receivable cycle, (ii) a $16.1 million decrease in other assets, primarily as a result of the recognition of a $11.0 million receivable in connection with settlement income during the nine months ended June 30, 2018 and a $3.9 million payment received in connection with settlement income during the nine months ended June 30, 2019, (iii) a $9.8 million increase in other current assets, primarily due to recognition of the $3.9 million current portion of the settlement income and a $3.3 million increase in prepaid insurances and taxes, (iv) an $8.7 million increase in inventories, primarily related to operations of the liquid asphalt terminal that we acquired during the nine months ended June 30, 2019 and (v) a $9.7 million decrease in accounts payable due to normal fluctuations in the timing of processing transactions in our accounts payable cycle.

Investing Activities

Cash used in investing activities was $46.3 million for the nine months ended June 30, 2019 compared to $82.3 million for the nine months ended June 30, 2018. The decrease was primarily the result of $10.9 million used in the acquisition of liquid asphalt terminal assets and $8.9 million used in the acquisition of a business during the nine months ended June 30, 2019 compared to $51.3 million used in the acquisition of a business during the nine months ended June 30, 2018. The decrease was partially offset by a $1.7 million reduction in our investment in property, plant and equipment and a $2.2 million distribution received from an investment in a joint venture during the nine months ended June 30, 2019.

Financing Activities

Cash used in financing activities was $11.1 million for the nine months ended June 30, 2019 compared to $106.3 million during the nine months ended June 30, 2018. The change was primarily due to (i) $98.0 million of proceeds, net of offering costs, from the issuance of Class A common stock in connection with our IPO in May 2018 and (ii) a $22.0 million term loan borrowing in connection with the Scruggs Acquisition during the nine months ended June 30, 2018.

Compass Credit Agreement

On June 30, 2017, CPHI, our wholly owned subsidiary, entered into the Compass Credit Agreement, providing for the $50.0 million Compass Term Loan and the $30.0 million Compass Revolving Credit Facility. In connection with the Scruggs Acquisition, we amended the Compass Credit Agreement on May 15, 2018 and borrowed an additional $22.0 million under the Compass Term Loan to fund a portion of the purchase price. The principal amount of the Compass Term Loan, including the additional borrowing, must be paid in quarterly installments of $3.6 million. All amounts borrowed under the Compass Credit Agreement mature on July 1, 2022.

CPHI’s obligations under the Compass Credit Agreement are guaranteed by the Company and all of CPHI's direct and indirect subsidiaries and are secured by first priority security interests in substantially all of the Company's assets.

At June 30, 2019 and September 30, 2018, the interest rate on outstanding borrowings under the Compass Term Loan and Compass Revolving Credit Facility was 4.402% and 4.242%, respectively. At June 30, 2019 and September 30, 2018, we had availability of approximately $14.4 million and $14.0 million, respectively, under the Compass Revolving Credit Facility, including reduction for outstanding letters of credit. In order to hedge against changes in interest rates, on June 30, 2017, we entered into an amortizing $25.0 million notional interest rate swap agreement applicable to outstanding debt under the Compass Term Loan, under which we pay a fixed percentage rate of 2.015% and receive a credit based on the applicable LIBOR rate. In connection with the amendment to the Compass Credit Agreement and the additional borrowing on May 15, 2018, we entered into an additional $11.0 million notional interest rate swap agreement applicable to the $22.0 million of additional debt under the Compass Term Loan. Under this additional swap agreement, we pay a fixed percentage rate of 3.01% and receive a credit based on the applicable LIBOR rate. At June 30, 2019 and September 30, 2018, the aggregate notional value of these interest rate swap agreements was $23.3 million and $28.7 million, respectively, and the fair value was $(0.3) million and $0.3 million, respectively, which is included within other liabilities and other assets on our Consolidated Balance Sheets. We must pay a commitment fee of 0.35% per annum on the aggregate unused revolving commitments under the Compass Credit Agreement. We also must pay fees with respect to any letters of credit issued under the Compass Credit Agreement.

The Compass Credit Agreement contains usual and customary covenants for agreements of this type, including, but not limited to, certain financial covenants, such as a minimum fixed charge coverage ratio of 1.20 to 1.00. At June 30, 2019 and September 30, 2018, our fixed charge coverage ratio was 1.55 to 1.00 and 1.51 to 1.00, respectively. The Compass Credit Agreement also requires us to maintain a consolidated leverage ratio not to exceed 2.00 to 1.00, subject to certain adjustments as further described in the Compass Credit Agreement. At June 30, 2019 and September 30, 2018, our consolidated leverage ratio was 0.74 to 1.00 and 0.88 to 1.00, respectively. At June 30, 2019 and September 30, 2018, we were in compliance with all covenants under the Compass Credit Agreement.

Capital Requirements and Sources of Liquidity

During the nine months ended June 30, 2019 and 2018, our capital expenditures were approximately $31.7 million and $33.5 million, respectively. Our capital expenditures are typically made during the same fiscal year in which they are approved. At June 30, 2019, our commitments for capital expenditures were not material to our financial condition or results of operations on a consolidated basis. For the full fiscal year 2019, we expect total capital expenditures to be approximately $39.0 million to $42.0 million. Our capital expenditure budget is an estimate and is subject to change.

Historically, we have had significant cash requirements in order to organically expand our business into new geographic markets. Our cash requirements include costs related to increased capital expenditures, as well as purchase and production of materials. Our working capital needs are driven by the seasonality and growth of our business, with our cash requirements increasing in periods of growth. Additional cash requirements resulting from our growth include the costs of additional personnel, production and distribution facilities, enhancements to our information systems, integration of acquisitions and compliance with laws and rules applicable to public companies.

We have historically relied on cash available through credit facilities, in addition to cash on hand and from operations, to finance our working capital requirements and to support our growth. We regularly monitor potential capital sources, including equity and debt financings, in an effort to meet our planned capital expenditures and liquidity requirements. Our future success will depend on our ability to access outside sources of capital.

We believe that our cash on hand, operating cash flow and available borrowings under the Compass Revolving Credit Facility will be sufficient to fund our operations for at least the next twelve months. However, future cash flows are subject to a number of variables, and significant additional capital expenditures will be required to conduct our operations. There can be no assurance that operations and other capital resources will provide cash in sufficient amounts to maintain planned or future levels of capital expenditures. In the event that we make one or more acquisitions and the amount of capital required is greater than the amount we have available for acquisitions at that time, we could be required to reduce the expected level of capital expenditures and/or seek additional capital. If we seek additional capital, we may do so through borrowings under the Compass Revolving Credit Facility, joint ventures, asset sales, offerings of debt or equity securities or other means. We cannot guarantee that this additional capital will be available on acceptable terms or at all. If we are unable to obtain the funds we need, we may not be able to complete acquisitions that may be favorable to us or finance the capital expenditures necessary to conduct our operations.

Commodity Price Risk

We are subject to commodity price risk with respect to price changes in liquid asphalt and energy resources, including (i) fossil fuels and electricity for aggregates and asphalt paving mix production, (ii) natural gas for HMA production and (iii) diesel fuel for distribution vehicles and production-related mobile equipment. In order to manage or reduce commodity price risk, we monitor the costs of these commodities at the time of bid and price them into our contracts accordingly. Furthermore, liquid asphalt escalator provisions in most of our public contracts, and in some of our private and commercial contracts, limit our exposure to price fluctuations in this commodity. In addition, we may enter into firm purchase commitments for certain raw materials with terms generally less than one year.

Interest Rate Risk

We are exposed to interest rate risk on certain of our short-term and long-term debt obligations used to finance our operations and acquisitions. We have LIBOR-based floating rate borrowings under the Compass Credit Agreement, which expose us to variability in interest payments due to changes in the reference interest rates. From time to time, we use derivative instruments as hedges against the impact of interest rate changes on future earnings and cash flows. In order to hedge against changes in interest rates and to manage fluctuations in cash flows resulting from interest rate risk, on June 30, 2017, we entered into an amortizing interest rate swap agreement applicable to $25.0 million outstanding debt under the Compass Term Loan, for which we pay a fixed rate of 2.015% and receive a credit based on the applicable LIBOR rate. In connection with the additional borrowing on May 15, 2018 related to the Scruggs Acquisition, we entered into an additional $11.0 million notional interest rate swap agreement applicable to the $22.0 million of additional debt that we incurred under the Compass Term Loan. Under this additional swap agreement, we pay a fixed percentage rate of 3.01% and receive a credit based on the applicable LIBOR rate.

At June 30, 2019, we had a total of $51.5 million of variable rate borrowings outstanding. Holding other factors constant and absent the interest rate swap agreements described above, a hypothetical 1% change in our borrowing rates would result in a $0.5 million change in our annual interest expense based on our variable rate debt at June 30, 2019 and September 30, 2018.

Off-Balance Sheet Arrangements

The Company enters into operating leases for property and equipment in the normal course of business. See Note 19 - Commitments and Contingencies to our consolidated financial statements included in the 2018 Form 10-K for additional information. Other than the operating leases described therein, we do not currently have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are a smaller reporting company, as defined by Rule 12b-2 of the Exchange Act, and therefore are not required to provide the information called for by this Item.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our President and Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable, not absolute, assurance of achieving their control objectives.

Our management, under the supervision of our President and Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q. As a result of the material weaknesses in our internal control over financial reporting described below, our President and Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures were not effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

In the course of preparing our consolidated financial statements for the fiscal years ended September 30, 2018 and 2017, our management determined that we have material weaknesses in our internal control over financial reporting relating to the design and operation of our information technology general controls and overall closing and financial reporting controls, including our accounting for significant and unusual transactions. We have concluded that these material weaknesses in our internal control over financial reporting are primarily due to the fact that we have historically operated as a private company with limited resources and had neither formally designed and implemented the necessary business processes and related internal controls nor employed personnel with the appropriate level of experience and technical expertise to oversee (i) our business processes and controls surrounding information technology general controls, (ii) our closing and financial reporting processes, or (iii) the accounting and financial reporting requirements related to significant and unusual transactions.

As a result of these material weaknesses, we have implemented and continue to implement remediation measures including, but not limited to, hiring additional accounting staff members and engaging a third party to assist us with our efforts to: (i) improve the effectiveness of our financial period close and reporting processes; (ii) comply with the accounting and financial reporting requirements related to significant and unusual transactions; (iii) identify and implement the business processes and controls surrounding information technology general controls; and (iv) formalize our business processes, accounting policies and internal control documentation, strengthen supervisory reviews by our management, and evaluate the effectiveness of our internal controls in accordance with the framework established by *Internal Control - Integrated Framework (2013)* published by the Committee of Sponsoring Organizations of the Treadway Commission.

Other than the changes intended to remediate the material weaknesses noted above, there were no changes in our internal control over financial reporting during the fiscal quarter ended June 30, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - Other Information

Item 1. Legal Proceedings.

Due to the nature of our business, we are involved in routine litigation or subject to other disputes or claims related to our business activities, including, among other things, (i) workers' compensation claims, (ii) employment-related disputes and (iii) liability issues or breach of contract or tortious conduct in connection with the performance of services and provision of materials. We and our affiliates are also subject to government inquiries in the ordinary course of business seeking information concerning our compliance with government construction contracting requirements and various laws and regulations, the outcome of which cannot be predicted with certainty. In the opinion of our management, after consultation with legal counsel, none of the pending inquiries, litigation, disputes or claims against us, if decided adversely to us, would have a material adverse effect on our financial condition, cash flows or results of operations.

In February 2019, the Alabama Department of Environmental Management ("ADEM") issued a consent order related to discharges of dredged or fill material into wetlands at the Company's Lambert, Alabama mining site in violation of Section 402 of the Clean Water Act. In response to the consent order, the Company paid a $115,000 fine and submitted an engineering plan to the ADEM, which plan is currently under review by the ADEM. The Company does not expect the cost of implementing the remedial measures in the engineering plan to be material to the Company. To date, the Company has not received any assessments from the U.S. Environmental Protection Agency related to this matter.

Item 1A. Risk Factors.

In addition to the other financial information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A, "Risk Factors," in our 2018 Form 10-K that could materially affect our business, financial condition or future operating results. The risks described in our 2018 Form 10-K are not the only risks that we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and operating results.

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

Unregistered Sales of Equity Securities

The Company did not sell any of its equity securities during the period covered by this report that were not registered under the Securities Act.

Use of Proceeds from Initial Public Offering of Class A Common Stock

On May 3, 2018, the Company's Registration Statement on Form S-1 (File No. 333-224174) (the "Form S-1") filed in connection with the IPO of the Company's Class A common stock was declared effective by the SEC. There has been no material change in the Company's planned use of the proceeds received from the sale of shares of Class A common stock in the IPO from that described in the prospectus forming part of the Form S-1 and other periodic reports that the Company has filed with the SEC.

Issuer Purchases of Equity Securities

During the quarter covered by this report, the Company did not purchase any of its equity securities that are registered under Section 12(b) of the Exchange Act.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

The information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K (17 C.F.R. Part 229.104) is included in Exhibit 95.1 to this Quarterly Report on Form 10-Q.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of Construction Partners, Inc. (incorporated by reference to Exhibit 3.1 to Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-224174) filed on April 27, 2018)
3.2	Amended and Restated Bylaws of Construction Partners, Inc. (incorporated by reference to Exhibit 3.2 to Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-224174) filed on April 27, 2018)
4.1	Form of Class A Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-224174) filed on April 23, 2018)
4.2	Registration Rights Agreement, dated June 8, 2007, by and among Construction Partners, Inc. (f/k/a SunTx CPI Growth Company, Inc.) and certain security holders party thereto (incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-1 (File No. 333-224174) filed on April 6, 2018)
10.1*†	First Amendment to the Construction Partners, Inc. 2018 Equity Incentive Plan
31.1*	Certification of President and Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended
31.2*	Certification of Executive Vice President and Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended
32.1**	Certification of President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350
32.2**	Certification of Executive Vice President and Chief Financial Officer pursuant to 18 U.S.C. Section 1350
95.1*	Mine Safety Disclosures
101.INS	XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document

*	Filed herewith.
**	Furnished herewith.
†	Management contract, compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on this 9th day of August, 2019.

CONSTRUCTION PARTNERS, INC.

By: /s/ Charles E. Owens
Charles E. Owens
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name and Signature	Title	Date
/s/ Charles E. Owens Charles E. Owens	President, Chief Executive Officer and Director (Principal Executive Officer)	August 9, 2019
/s/ R. Alan Palmer R. Alan Palmer	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	August 9, 2019

Exhibit 10.1

FIRST AMENDMENT
TO THE
CONSTRUCTION PARTNERS, INC. 2018 EQUITY INCENTIVE PLAN

This First Amendment (this "Amendment") to the Construction Partners, Inc. 2018 Equity Incentive Plan the ("Plan") is effective as of May 24, 2019 (the "Effective Date").

1. The last sentence of Section 5(d)(ii) of the Plan is hereby deleted and replaced in its entirety with the following sentence:

"The foregoing limit may be multiplied by two with respect to Awards granted in the calendar year in which a Non-Employee Director is first granted Awards."

2. Except as specifically set forth herein, all other terms and conditions contained in the Plan shall remain unchanged and shall continue in full force and effect.

IN WITNESS WHEREOF, the Compensation Committee of the Board of Directors of Construction Partners, Inc. has caused this Amendment to become effective as of the Effective Date.

CONSTRUCTION PARTNERS, INC.

By: /s/ Ned N. Fleming, III

Ned N. Fleming, III
Executive Chairman

Exhibit 31.1

CERTIFICATION

I, Charles E. Owens, certify that:

1 I have reviewed this Quarterly Report on Form 10-Q of Construction Partners, Inc. for the quarterly period ended June 30, 2019;

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

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

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

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

   (b) [Intentionally omitted];

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

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

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

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

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

Date: August 9, 2019

By: /s/ Charles E. Owens

Charles E. Owens

President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, R. Alan Palmer, certify that:

1 I have reviewed this Quarterly Report on Form 10-Q of Construction Partners, Inc. for the quarterly period ended June 30, 2019;

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

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

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

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

(b) [Intentionally omitted];

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

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

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

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

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

Date: August 9, 2019

By: /s/ R. Alan Palmer

R. Alan Palmer

Executive Vice President and Chief Financial Officer

Exhibit 32.1

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

In connection with the Quarterly Report on Form 10-Q of Construction Partners, Inc. (the "Company") for the period ended June 30, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Charles E. Owens, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Date: August 9, 2019

By: /s/ Charles E. Owens
Charles E. Owens
President and Chief Executive Officer

Exhibit 32.2

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

In connection with the Quarterly Report on Form 10-Q of Construction Partners, Inc. (the "Company") for the period ended June 30, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, R. Alan Palmer, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Date: August 9, 2019

By: /s/ R. Alan Palmer

R. Alan Palmer

Executive Vice President and Chief Financial Officer

Exhibit 95.1

Mine Safety Disclosures

The operation of our aggregates mines is subject to regulation by the federal Mine Safety and Health Administration (the "MSHA") under the Federal Mine Safety and Health Act of 1977, 30 U.S.C. § 801 *et seq.* (the "Mine Act"). Set forth below is the required information regarding certain mining safety and health matters for the fiscal quarter ended June 30, 2019. Citations and orders may be contested and appealed, and in that process, may be reduced in severity and amount, and are sometimes dismissed. The table below includes references to specific sections of the Mine Act.

The information in the table below is presented by mine, consistent with the manner in which we maintain safety and compliance information about our mining operations.

Mine Name / ID	(A) Section 104 S&S	(B) Section 104(b)	(C) Section 104(d)	(D) Section 110(b)(2)	(E) Section 107(a)	(F) Proposed Assessments	(G) Fatalities	(H) Pending Legal Action
Riverbend Sand / 09-01023	—	—	—	—	—	$—	—	—
Montgomery Sand / 09-00737	—	—	—	—	—	121	—	—
Baldree Sand / 09-01166	1	—	—	—	—	561	—	—
Coosa / 01-03327	—	—	—	—	—	—	—	—
Skyline / 01-03158	—	—	—	—	—	—	—	—
Lambert / 01-03363	1	—	—	—	—	577	—	—
Hickory Bend / 01-03403	—	—	—	—	—	—	—	—
Allstate / 01-03406	—	—	—	—	—	—	—	—
Total	2	—	—	—	—	$1,259	—	—

(A) The total number of violations of mandatory health or safety standards that could significantly and substantially contribute to the cause and effect of a coal or other mine safety or health hazard under Section 104 of the Mine Act for which the operator received a citation from the MSHA.

(B) The total number of orders issued under Section 104(b) of the Mine Act.

(C) The total number of citations and orders for unwarrantable failure of the mine operator to comply with mandatory health or safety standards under Section 104(d) of the Mine Act.

(D) The total number of flagrant violations under Section 110(b)(2) of the Mine Act.

(E) The total number of imminent danger orders issued under Section 107(a) of the Mine Act.

(F) The total dollar value of proposed assessments from the MSHA under the Mine Act.

(G) The total number of mining-related fatalities.

(H) Any pending legal action before the Federal Mine Safety and Health Review Commission involving the applicable mine(s).

During the fiscal quarter ended June 30, 2019, our aggregates mines did not receive any written notices of a pattern of violations, or the potential to have such a pattern of violations, under Section 104(e) of the Mine Act.