

Summit Materials, Inc.  
 Form 10-K  
 February 06, 2019  
Table of Contents

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

FORM 10-K  
 (Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
 For the fiscal year ended December 29, 2018

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 numbers:

001-36873 (Summit Materials, Inc.)  
 333-187556 (Summit Materials, LLC)

SUMMIT MATERIALS, INC.

SUMMIT MATERIALS, LLC

(Exact name of registrants as specified in their charters)

Delaware (Summit Materials, Inc.)	47-1984212
Delaware (Summit Materials, LLC)	26-4138486
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1550 Wynkoop Street, 3rd Floor  
 Denver, Colorado 80202

(Address of principal executive offices) (Zip Code)

Registrants' telephone number, including area code: (303) 893-0012

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

Title of each class	Name of each exchange on which registered
Class A Common Stock (par value \$.01 per share)	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Summit Materials, Inc. Yes  No

Summit Materials, LLC Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Summit Materials, LLC Yes  No

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.

Summit Materials, Inc. Yes  No

Summit Materials, LLC Yes  No

Edgar Filing: Summit Materials, Inc. - Form 10-K

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).

Summit Materials, Inc.

Yes  No

Summit Materials, LLC

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K

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

Summit Materials, Inc.

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

Summit Materials, LLC

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

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.

Summit Materials, Inc. Yes  No

Summit Materials, LLC Yes  No

The aggregate market value of the Summit Materials, Inc. voting stock held by non-affiliates of the Registrants as of July 1, 2017 was approximately \$3.1 billion.

As of January 30, 2019, the number of shares of Summit Materials, Inc.'s outstanding Class A and Class B common stock, par value \$0.01 per share for each class, was 111,671,837 and 99, respectively.

Edgar Filing: Summit Materials, Inc. - Form 10-K

As of January 30, 2019, 100% of Summit Materials, LLC's outstanding limited liability company interests were held by Summit Materials Intermediate Holdings, LLC, its sole member and an indirect subsidiary of Summit Materials, Inc.

**DOCUMENTS INCORPORATED BY REFERENCE**

Certain information required by Items 10, 11, 12, 13 and 14 of Part III incorporate information by reference from Summit Materials, Inc.'s definitive proxy statement relating to its 2019 annual meeting of stockholders to be filed with the Securities and Exchange Commission within 120 days after the close of Summit Materials, Inc.'s fiscal year.

Table of Contents

PART	ITEM	PAGE
I	<u>1 Business</u>	<u>7</u>
	<u>1A Risk Factors</u>	<u>21</u>
	<u>1B Unresolved Staff Comments</u>	<u>33</u>
	<u>2 Properties</u>	<u>34</u>
	<u>3 Legal Proceedings</u>	<u>35</u>
	<u>4 Mine Safety Disclosures</u>	<u>35</u>
	<u>Executive Officers of the Company</u>	<u>35</u>
II	<u>5 Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>37</u>
	<u>6 Selected Financial Data</u>	<u>38</u>
	<u>7 Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>39</u>
	<u>7A Quantitative and Qualitative Disclosures about Market Risk</u>	<u>70</u>
	<u>8 Financial Statements and Supplementary Data</u>	<u>72</u>
	<u>9 Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>	<u>108</u>
	<u>9A Controls and Procedures</u>	<u>108</u>
	<u>9B Other Information</u>	<u>111</u>
III	<u>10 Directors, Executive Officers and Corporate Governance</u>	<u>111</u>
	<u>11 Executive Compensation</u>	<u>111</u>
	<u>12 Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>111</u>
	<u>13 Certain Relationships and Related Transactions, and Director Independence</u>	<u>112</u>
	<u>14 Principal Accounting Fees and Services</u>	<u>112</u>
IV	<u>15 Exhibits, Financial Statement Schedules</u>	<u>112</u>
	<u>16 Form 10-K Summary</u>	<u>120</u>
	<u>Signatures</u>	<u>121</u>

## Table of Contents

### EXPLANATORY NOTE

This annual report on Form 10-K (this “report”) is a combined annual report being filed separately by two registrants: Summit Materials, Inc. and Summit Materials, LLC. Each registrant hereto is filing on its own behalf all of the information contained in this report that relates to such registrant. Each registrant hereto is not filing any information that does not relate to such registrant, and therefore makes no representation as to any such information. We believe that combining the annual reports on Form 10-K of Summit Materials, Inc. and Summit Materials, LLC into this single report eliminates duplicative and potentially confusing disclosure and provides a more streamlined presentation since a substantial amount of the disclosure applies to both registrants.

Unless stated otherwise or the context requires otherwise, references to “Summit Inc.” mean Summit Materials, Inc., a Delaware corporation, and references to “Summit LLC” mean Summit Materials, LLC, a Delaware limited liability company. The references to Summit Inc. and Summit LLC are used in cases where it is important to distinguish between them. We use the terms “we,” “our,” “Summit Materials” or “the Company” to refer to Summit Inc. and Summit LLC together with their respective subsidiaries, unless otherwise noted or the context otherwise requires.

Summit Inc. was formed on September 23, 2014 to be a holding company. As of December 29, 2018, its sole material asset was a 97.0% economic interest in Summit Materials Holdings L.P. (“Summit Holdings”). Summit Inc. has 100% of the voting rights of Summit Holdings, which is the indirect parent of Summit LLC. Summit LLC is a co-issuer of our outstanding 8 1/2 % senior notes due 2022 (“2022 Notes”), our 7 1/8 % senior notes due 2023 (“2023 Notes”) and our 5 1/8 % senior notes due 2025 (“2025 Notes” and collectively with the 2022 Notes and 2023 Notes, the “Senior Notes”). Summit Inc.’s only revenue for the year ended December 29, 2018 is that generated by Summit LLC. Summit Inc. controls all of the business and affairs of Summit Holdings and, in turn, Summit LLC, as a result of its reorganization into a holding corporation structure (the “Reorganization”) consummated in connection with its initial public offering.

### DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This report includes “forward-looking statements” within the meaning of the federal securities laws, which involve risks and uncertainties. Forward-looking statements include all statements that do not relate solely to historical or current facts, and you can identify forward-looking statements because they contain words such as “believes,” “expects,” “may,” “will,” “should,” “seeks,” “intends,” “trends,” “plans,” “estimates,” “projects” or “anticipates” or similar expressions that concern strategy, plans, expectations or intentions. All statements made relating to our estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and financial results are forward-looking statements. These forward-looking statements are subject to risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, it is very difficult to predict the effect of known factors, and, of course, it is impossible to anticipate all factors that could affect our actual results.

Some of the important factors that could cause actual results to differ materially from our expectations are disclosed under “Risk Factors” and elsewhere in this report. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by these cautionary statements.

We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

### CERTAIN DEFINITIONS

As used in this report, unless otherwise noted or the context otherwise requires:

“board” and the “directors” refer to the board and the directors of Summit Inc. following its March 2015 initial public offering (“IPO”) and to the board and the directors of the general partner of Summit Holdings prior to Summit Inc.’s IPO;

“Continental Cement” refers to Continental Cement Company, L.L.C.;

“Davenport Assets” refer to a cement plant and quarry in Davenport, Iowa and seven cement distribution terminals along the Mississippi River;

Table of Contents

• “EBITDA” refers to net income (loss) before interest expense, income tax expense (benefit), depreciation, depletion and amortization expense;

• “Finance Corp.” refers to Summit Materials Finance Corp., an indirect wholly-owned subsidiary of Summit LLC and the co-issuer of the Senior Notes;

• “Issuers” refers to Summit LLC and Finance Corp. as co-issuers of the Senior Notes;

• “LP Units” refers to the Class A limited partnership units of Summit Holdings;

• “Mainland” refers to Mainland Construction Materials ULC, which is the surviving entity from the acquisition of Rock Head Holdings Ltd., B.I.M. Holdings Ltd., Carlson Ventures Ltd., Mainland Sand and Gravel Ltd. and Jamieson Quarries Ltd.;

• “Oldcastle Assets” refers to the seven aggregates quarries located in central and northwest Missouri acquired from APAC Kansas, Inc. and APAC Missouri, Inc., subsidiaries of Oldcastle, Inc.;

• “APAC Assets” refers to two quarries, one landfill and two asphalt plants located in northeast Kansas; and

• “TRA” refers to tax receivable agreement between Summit Inc. and holders of LP Units.

See “Business—Acquisition History” for a table of acquisitions we have completed since August 2009.

Table of Contents

Corporate Structure

The following chart summarizes our organizational structure, equity ownership and our principal indebtedness as of December 29, 2018. This chart is provided for illustrative purposes only and does not show all of our legal entities or all obligations of such entities.

---

(1)U.S. Securities and Exchange Commission (“SEC”) registrant.



Table of Contents

- The shares of Class B Common Stock are currently held by pre-IPO investors, including certain members of management or their family trusts that directly hold LP Units. A holder of Class B Common Stock is entitled, without regard to the number of shares of Class B Common Stock held by such holder, to a number of votes that is equal to the aggregate number of LP Units held by such holder.
- (2) without regard to the number of shares of Class B Common Stock held by such holder, to a number of votes that is equal to the aggregate number of LP Units held by such holder.
- (3) Guarantor under the senior secured credit facilities, but not the Senior Notes.  
Summit LLC and Finance Corp are the issuers of the Senior Notes and Summit LLC is the borrower under our senior secured credit facilities. Finance Corp. was formed solely for the purpose of serving as co-issuer or guarantor of certain indebtedness, including the Senior Notes. Finance Corp. does not and will not have operations of any kind and does not and will not have revenue or assets other than as may be incidental to its activities as a co-issuer or guarantor of certain indebtedness.
- (4) guarantor of certain indebtedness, including the Senior Notes. Finance Corp. does not and will not have operations of any kind and does not and will not have revenue or assets other than as may be incidental to its activities as a co-issuer or guarantor of certain indebtedness.

Table of Contents

PART I

ITEM 1. BUSINESS.

Overview

We are one of the fastest growing construction materials companies in the United States, with a 74% increase in revenue between the year ended December 27, 2014 and the year ended December 29, 2018. Within our markets, we offer customers a single source provider for construction materials and related downstream products through our vertical integration. Our materials include aggregates, which we supply across the United States, and in British Columbia, Canada, and cement, which we supply to surrounding states along the Mississippi River from Minnesota to Louisiana. In addition to supplying aggregates to customers, we use our materials internally to produce ready mix concrete and asphalt paving mix, which may be sold externally or used in our paving and related services businesses. Our vertical integration creates opportunities to increase aggregates volumes, optimize margin at each stage of production and provide customers with efficiency gains, convenience and reliability, which we believe gives us a competitive advantage.

Since our inception in 2009, we have become a major participant in the U.S. construction materials industry. We believe that, by volume, we are a top 10 aggregates supplier, a top 15 cement producer and a major producer of ready mix concrete and asphalt paving mix. Our proven and probable aggregates reserves were 3.9 billion tons as of December 29, 2018. In the year ended December 29, 2018 we sold 47.6 million tons of aggregates, 2.3 million tons of cement, 5.4 million cubic yards of ready-mix concrete and 5.4 million tons of asphalt paving mix across our more than 400 sites and plants.

The rapid growth we have achieved over the last nine years has been due in large part to our acquisitions, which we funded through equity issuances, debt financings and cash from operations. Over the past decade, the U.S. economy witnessed a cyclical decline followed by a gradual recovery in the private construction market and modest growth in public infrastructure spending. The U.S. private construction market has grown in recent years both nationally and in our markets. We believe we are well positioned to capitalize on this growth to continue to expand our business.

Our revenue in 2018 was \$2.1 billion with net income of \$36.3 million. As of December 29, 2018, our total indebtedness outstanding was approximately \$1.8 billion.

We anticipate continued growth in our primary end markets, public infrastructure and the private construction market. Public infrastructure, which includes spending by federal, state and local governments for roads, highways, bridges, airports and other public infrastructure projects, has been a relatively stable portion of government budgets providing consistent demand to our industry and is projected by the Portland Cement Association (“PCA”) to grow approximately 4% in the U.S. from 2019 to 2023. We believe states will continue to institute state and local level funding initiatives dedicated towards increased infrastructure spending. We believe that growth in infrastructure spending will not be consistent across the United States, but will vary across different geographies. The public infrastructure market represented 35% of our revenue in 2018.

The private construction market includes residential and nonresidential new construction and the repair and remodel market. According to the PCA, the number of total housing starts in the United States, a leading indicator for our residential business, is expected to grow 5% from 2019 to 2023. In addition, the PCA projects that spending in private nonresidential construction will grow 5% over the same period. Growth in private construction spending is influenced by changes in population, employment and general economic activity, among other factors which vary by geography across the United States. The private construction market represented 65% of our revenue in 2018.

In addition to anticipated demand growth in our end markets, we expect continued improvement in pricing, especially in our materials businesses. The United States Geological Survey ("USGS") reports that aggregates pricing has increased in 70 of the last 75 years. Accordingly, we believe that this trend will continue in the future. The PCA estimates that cement consumption will increase approximately 6% in the U.S. from 2019 to 2023, reflecting rising demand in the major end markets. We believe that the increased demand will drive higher cement pricing as production capacity in the United States tightens.

Historically, we have supplemented organic growth with acquisitions by strategically targeting attractive, new markets and expanding in existing markets. We consider population trends, employment rates, competitive landscape, private and public construction outlook, public funding and various other factors prior to entering a new market. In addition to considering

7

---

Table of Contents

macroeconomic data, we seek to establish, and believe that we have, a top three position in our local markets, which we believe supports improving profit margins and sustainable organic growth. This positioning provides local economies of scale and synergies, which benefits our profitability.

Our acquisition strategy, to date, has helped us to achieve scale and rapid growth, and we believe that significant opportunities remain for growth through acquisitions. We estimate that approximately 65% of the U.S. construction materials market is privately owned. Our management team maintains contact with hundreds of private companies. These long standing relationships, cultivated over decades, have been the primary source for our past acquisitions and, we believe, will continue to be an important source for future acquisitions. We believe we offer a compelling value proposition for private company sellers, including secure ongoing stewardship of their legacy businesses.

Our Business Segments

We operate in 23 U.S. states and in British Columbia, Canada and have assets in 22 U.S. states and in British Columbia, Canada through our platforms that make up our operating segments: West; East; and Cement. The platform businesses in the West and East segments have their own management teams that report to a segment president or chief operating officer. The segment presidents are responsible for overseeing the operating platforms, implementing best practices, developing growth opportunities and integrating acquired businesses. Acquisitions are an important element of our strategy, as we seek to enhance value through increased scale, efficiencies and cost savings within local markets.

**West Segment:** Our West segment includes operations in Texas, Utah, Colorado, Idaho, Wyoming, Oklahoma, Nevada and British Columbia, Canada. We supply aggregates, ready mix concrete, asphalt paving mix and paving and related services in the West segment. As of December 29, 2018, the West segment controlled approximately 1.2 billion tons of proven and probable aggregates reserves and \$630.2 million of net property, plant and equipment and inventories (“hard assets”). During the year ended December 29, 2018, approximately 53% of our revenue was generated in the West segment.

**East Segment:** Our East segment serves markets extending across the Midwestern and Eastern United States, most notably in Kansas, Missouri, Virginia, Kentucky, North Carolina, South Carolina, Georgia, Arkansas and Nebraska where we supply aggregates, ready mix concrete, asphalt paving mix and paving and related services. As of December 29, 2018, the East segment controlled approximately 2.2 billion tons of proven and probable aggregates reserves and \$734.1 million of hard assets. During the year ended December 29, 2018, approximately 33% of our revenue was generated in the East segment.

**Cement Segment:** Our Cement segment consists of our Hannibal, Missouri and Davenport, Iowa cement plants and 10 distribution terminals along the Mississippi River from Minnesota to Louisiana. Our highly efficient plants are complemented by our integrated distribution system that spans the Mississippi River. We process solid and liquid waste into fuel for the plants, which can reduce the plants’ fuel costs by up to 50%. The Hannibal, Missouri plant is one of very few cement facilities in the United States that can process both hazardous and non-hazardous solid and liquid waste into fuel. As of December 29, 2018, the Cement segment controlled approximately 0.5 billion tons of proven and probable aggregates reserves, which serve its cement business, and \$616.3 million of hard assets. During the year ended December 29, 2018, approximately 14% of our revenue was generated in the Cement segment.

Acquisition History

The following table lists acquisitions we have completed since August 2009:

Company	Date of Acquisition	Segment
---------	---------------------	---------

Edgar Filing: Summit Materials, Inc. - Form 10-K

Hamm, Inc.	August 25, 2009	East
Hinkle Contracting Company, LLC	February 1, 2010	East
Cornejo & Sons LLC and affiliates	April 16, 2010	East
Elmo Greer & Sons, LLC	April 20, 2010	East
Continental Cement LLC	May 27, 2010	Cement
Harshman Construction L.L.C. and Harshman Farms, Inc.	June 15, 2010	East
South Central Kentucky Limestone, LLC	July 23, 2010	East
Harper Contracting, Inc. and affiliates	August 2, 2010	West

8

---

Table of Contents

Kilgore Pavement Maintenance, LLC and Kilgore Properties, LLC	August 2, 2010	West
Con-Agg of MO, L.L.C.	September 15, 2010	East
Altaview Concrete, LLC and affiliates	September 15, 2010	West
EnerCrest Products, Inc.	September 28, 2010	West
RK Hall Construction, Ltd and affiliates	November 30, 2010	West
Triple C Concrete, Inc.	January 14, 2011	West
Elam Construction, Inc.	March 31, 2011	West
Bourbon Limestone Company	May 27, 2011	East
Fischer Quarries, L.L.C.	May 27, 2011	East
B&B Resources, Inc. and affiliates	June 8, 2011	West
Grand Junction Concrete Pipe, Inc.	June 10, 2011	West
Industrial Asphalt, LLC and affiliates	August 2, 2011	West
J. D. Ramming Paving Co. LLC and affiliates	October 28, 2011	West
Norris Quarries, LLC	February 29, 2012	East
Kay & Kay Contracting, LLC	October 5, 2012	East
Sandco Inc.	November 30, 2012	West
Lafarge-Wichita	April 1, 2013	East
Westroc, LLC	April 1, 2013	West
Alleyton Resource Company LLC and affiliates	January 17, 2014	West
Troy Vines, Inc.	March 31, 2014	West
Buckhorn Materials, LLC and affiliate	June 9, 2014	East
Canyon Redi-Mix, Inc. and affiliate	July 29, 2014	West
Mainland Sand & Gravel ULC and affiliates	September 4, 2014	West
Southwest Ready Mix, LLC	September 19, 2014	West
Colorado County Sand & Gravel Co., LLC and affiliates	September 30, 2014	West
Concrete Supply of Topeka, Inc. and affiliates	October 3, 2014	East
Lewis & Lewis, Inc.	June 1, 2015	West
Davenport Assets	July 17, 2015	Cement
LeGrand Johnson Construction Co.	August 21, 2015	West
Pelican Asphalt Company, LLC.	December 11, 2015	West
American Materials Company	February 5, 2016	East
Boxley Materials Company	March 18, 2016	East
Sierra Ready Mix, LLC	April 29, 2016	West
Oldcastle Assets	May 20, 2016	East
Weldon Real Estate LLC	August 8, 2016	East
H. C. Rustin Corporation	August 19, 2016	West
RD Johnson Excavating Company LLC and affiliate	August 26, 2016	East
Angelle Assets	August 30, 2016	Cement
Midland Concrete Ltd.	October 3, 2016	West
Everist Materials, LLC.	January 30, 2017	West
Razorback Concrete Company	February 24, 2017	East
Sandidge Manufacturing, Inc.	March 17, 2017	East
Hanna's Bend Aggregate Ltd	April 3, 2017	West
Carolina Sand, LLC	April 3, 2017	East
Winvan Paving Ltd.	May 1, 2017	West
Glasscock Company, Inc. and affiliate	May 12, 2017	East
Ready Mix Concrete of Somerset and affiliate	July 28, 2017	East
Great Southern Ready Mix LLC and affiliates	July 31, 2017	West
Northwest Ready Mix, Inc. and affiliate	August 1, 2017	West



Table of Contents

Alan Ritchey Materials Company LC	August 20, 2017	West
Columbia Silica Sand, Inc. and affiliates	September 8, 2017	East
Stockman Quarry LLC and affiliate	October 6, 2017	East
Metro Ready Mix, LLC	January 5, 2018	West
Price Construction, Ltd and affiliates	January 12, 2018	West
Mertens Construction Company, Inc. and affiliates	January 26, 2018	East
Stoner Sand, LLC	February 16, 2018	East
Day Concrete Block Company, Inc. and affiliate	April 2, 2018	West
Midwest Minerals, LLC	April 27, 2018	East
Superior Ready Mix, Inc.	April 27, 2018	East
Buckingham Slate Company, LLC	June 1, 2018	East
Buildex, LLC	July 1, 2018	East
APAC Assets	July 2, 2018	East
XIT Sand and Gravel, LLC and affiliate	July 16, 2018	West
Walker Sand and Gravel Ltd. Co.	October 1, 2018	West
Jefferson Quarry, LLC and affiliate	October 10, 2018	East

## Our End Markets

**Public Infrastructure.** Public infrastructure construction includes spending by federal, state and local governments for highways, bridges, airports, schools, public buildings and other public infrastructure projects. Public infrastructure spending has historically been more stable than private sector construction. We believe that public infrastructure spending is less sensitive to interest rate changes and economic cycles and often is supported by multi-year federal and state legislation and programs. A significant portion of our revenue is derived from public infrastructure projects. As a result, the supply of federal and state funding for public infrastructure highway construction significantly affects our public infrastructure end-use business.

In the past, public infrastructure sector funding was underpinned by a series of six year federal highway authorization bills. Federal funds are allocated to the states, which are required to match a portion of the federal funds they receive. Federal highway spending uses funds predominantly from the Federal Highway Trust Fund, which derives its revenue from taxes on diesel fuel, gasoline and other user fees. The dependability of federal funding allows the state departments of transportation to plan for their long-term highway construction and maintenance needs. The Fixing America's Surface Transportation ("FAST") Act was signed into law on December 4, 2015 and authorizes \$305 billion of funding between 2016 and 2020. It provides funding for surface transportation infrastructure, including roads, bridges, transit systems, and the rail transportation network.

**Residential Construction.** Residential construction includes single family homes and multi family units such as apartments and condominiums. Demand for residential construction is influenced primarily by employment prospects, new household formation and mortgage interest rates. In recent years, residential construction demand has been growing, although the rate of growth has varied across the U.S.

**Nonresidential Construction.** Nonresidential construction encompasses all privately financed construction other than residential structures. Demand for nonresidential construction is driven primarily by population and economic growth. Population growth spurs demand for stores, shopping centers and restaurants. Economic growth creates demand for projects such as hotels, office buildings, warehouses and factories, although growth rates vary across the U.S. The supply of nonresidential construction projects is also affected by interest rates and the availability of credit to finance these projects.

## Our Competitive Strengths



Leading market positions. We believe each of our operating companies has a top three market share position in its local market area achieved through their respective, extensive operating histories, averaging over 30 years. We believe we are a top 10 supplier of aggregates, a top 15 producer of cement and a major producer of ready mix concrete and asphalt paving mix in the United States by volume. We focus on acquiring aggregate-based companies that have leading local market positions, which we seek to enhance by building scale through additional bolt-on acquisitions. The construction materials industry is highly local in nature due to transportation costs from the high weight to value ratio of the products. Given this dynamic, we believe achieving local market scale provides a competitive advantage that drives growth and profitability for our business. We

## Table of Contents

believe that our ability to prudently acquire, rapidly integrate and improve multiple businesses has enabled, and will continue to enable, us to become market leaders.

Operations positioned to benefit from attractive industry fundamentals. We believe the construction materials industry has attractive fundamentals, characterized by high barriers to entry and a stable competitive environment in the majority of markets. Barriers to entry are created by scarcity of raw material resources, limited efficient distribution range, asset intensity of equipment, land required for quarry operations and a time consuming and complex regulatory and permitting process. According to a January 2019 U.S. Geological Survey, aggregates pricing in the United States had increased in 70 of the previous 75 years, with growth accelerating since 2002 as continuing resource scarcity in the industry has led companies to focus increasingly on improved pricing strategies.

One contributing factor that supports pricing growth through the economic cycles is that aggregates and asphalt paving mix have significant exposure to public road construction, which has demonstrated growth over the past 30 years, even during times of broader economic weakness. The majority of public road construction spending is funded at the state level through the states' respective departments of transportation. Texas, Utah and Missouri, three of the states in which we have had our highest revenues, have funds with certain constitutional protections for revenue sources dedicated for transportation projects. These dedicated, earmarked funding sources limit the negative effect state deficits may have on public spending. As a result, we believe our business' profitability is significantly more stable than most other building product subsectors.

Vertically integrated business model. We generate revenue across a spectrum of related products and services. Approximately 24% of the aggregates used in our products and services are internally supplied. Our vertically integrated business model enables us to operate as a single source provider of materials and paving and related services, creating cost, convenience and reliability advantages for our customers, while at the same time creating significant cross marketing opportunities among our interrelated businesses. We believe this creates opportunities to increase aggregates volumes, optimize margin at each stage of production, foster more stable demand for aggregates through a captive demand outlet, create a competitive advantage through the efficiency gains, convenience and reliability provided to customers and enhance our acquisition strategy by providing a greater population of target companies.

Attractive diversity, scale and product portfolio. We operate in dozens of metropolitan statistical areas across 23 U.S. states and in British Columbia, Canada. Between the year ended December 27, 2014 and the year ended December 29, 2018, we grew our revenue by 74% and brought substantial additional scale and geographic diversity to our operations. In the year ended December 29, 2018, 40.5% of our operating income increase came from the West segment, 26.2% from the Cement segment and 33.3% from East segment, excluding corporate charges. As of December 29, 2018, we had approximately 3.9 billion tons of proven and probable aggregates reserves serving our aggregates and cement business. We estimate that the useful life of our proven and probable reserves serving our aggregates and cement businesses are approximately 101 years and 273 years, respectively, based on the average production rates in 2018 and 2017.

Our dry process cement plants in Hannibal, Missouri and Davenport, Iowa were commissioned in 2008 and 1981, respectively. These low-cost cement plants have efficient manufacturing capabilities and are strategically located on the Mississippi River and complemented by an extensive network of river and rail fed distribution terminals. Our terminal network can accept imported cement to supplement our internal production capacity as demand and market conditions dictate. Due to the location of our Hannibal and Davenport plants on the Mississippi River, in 2018, approximately 70% of cement distributed to our terminals and customers was shipped by barge, which is generally more cost-effective than truck transport.

Proven ability to incorporate new acquisitions and grow businesses. We have acquired dozens of businesses, successfully integrating them into three segments through the implementation of operational improvements, industry proven information technology systems, a comprehensive safety program and best in class management programs. A typical acquisition and subsequent integration generally involves implementing common safety and financial back office systems, driving best practices in pricing and productivity and leveraging scale while maintaining local branding and management decision-making and providing management support, strategic direction and financial capital for investment under a leadership team directed by Tom Hill, our President and Chief Executive Officer, who has over 35 years of industry experience. These acquisitions have helped us achieve significant revenue growth, from \$0.4 billion in 2010 to \$2.1 billion in 2018.

Experienced and proven leadership driving organic growth and acquisition strategy. In addition to Mr. Hill, our management team, including corporate and segment managers, corporate development, finance executives and other heavy side industry operators, has extensive experience in the industry. Our management team has successfully enhanced the operations of acquired companies, focusing on scale advantages, cost efficiencies and price optimization to improve profitability and cash flow.

## Table of Contents

### Our Business Strategy

Utilize vertically integrated and strategically located operations for growth. We believe that our vertical integration of construction materials, products and services is a significant competitive advantage that we will utilize to grow share in our existing markets and enter into new markets. A significant portion of materials used to produce our products and provide services to our customers is internally supplied, which enables us to operate as a single source provider of materials, products and paving and related services. This creates cost, convenience and reliability advantages for our customers and enables us to capture additional value throughout the supply chain, while at the same time creating significant cross marketing opportunities among our interrelated businesses.

Enhance margins and free cash flow generation through implementation of operational improvements. Our management team includes individuals with decades of experience in our industry and proven success in integrating acquired businesses and organically growing operations. We have enhanced margins through proven profit optimization plans, managed working capital and achieved scale driven purchasing synergies and fixed overhead control and reduction. Our segment presidents, supported by our operations, development, risk management, information technology and finance teams, drive the implementation of detailed and thorough profit optimization plans for each acquisition post close. These integration and improvement plans typically include, among other things, implementation of a common pricing strategy, safety and financial systems, systematic commercial strategies, operational benefits, efficiency improvement plans and business-wide cost reduction techniques.

Expand local positions in the most attractive markets through targeted capital investments and bolt on acquisitions. We seek to expand our business through organic growth and bolt on acquisitions in each of our local markets. Our acquisition strategy involves acquiring platforms that serve as the foundation for continued incremental and complementary growth via locally situated bolt on acquisitions to these platforms. We believe that increased local market scale drives profitable growth through efficiencies. Our existing platform of operations is expected to enable us to continue our growth as we expand in our existing markets. In pursuing our growth strategy, we may also pursue larger acquisition transactions that may require us to raise additional equity capital and or debt from time to time. Consistent with this strategy, we regularly evaluate potential acquisition opportunities, including ones that would be significant to us. We cannot predict the timing of any contemplated transactions.

Drive profitable growth through strategic acquisitions. Based on aggregate sales, by volume, we believe that we are currently one of the ten largest producers in the United States. Our growth has been a result of the successful execution of our acquisition strategy and implementation of best practices to drive organic growth. We believe that the relative fragmentation of our industry creates an environment in which we can continue to acquire companies at attractive valuations and increase scale and diversity over time. We believe we have opportunity for further growth through strategic acquisitions in markets adjacent to our existing markets within the states where we currently operate, as well as into additional states as market and competitive conditions permit.

Capitalize on growth in the U.S. economy and construction markets. Given the nation's aging infrastructure and considering longstanding historical spending trends, we expect U.S. infrastructure investment to grow over time. We believe we are well positioned to capitalize on any such increase in investment. The PCA forecasts total housing starts to accelerate to 1.36 million in the United States by 2023. The American Institute of Architects' Consensus Construction Forecast projects nonresidential construction to grow 2.4% in 2020. We believe that exposure to the public infrastructure, residential and nonresidential end markets across our markets will benefit us as the U.S. economy moves through economic cycles.

### Our Industry

The U.S. construction materials industry is composed of four primary sectors: aggregates; cement; ready mix concrete; and asphalt paving mix. Each of these materials is widely used in most forms of construction activity. Participants in these sectors typically range from small, privately held companies focused on a single material, product or market to multinational corporations that offer a wide array of construction materials and services. Competition is constrained in part by the distance materials can be transported efficiently, resulting in predominantly local or regional operations. Due to the lack of product differentiation, competition for all of our products is predominantly based on price and, to a lesser extent, quality of products and service. As a result, the prices we charge our customers are not likely to be materially different from the prices charged by other producers in the same markets. Accordingly, our profitability is generally dependent on the level of demand for our products and our ability to control operating costs.

Transportation infrastructure projects, driven by both federal and state funding programs, represent a significant share of the U.S. construction materials market. Federal funds are allocated to the states, which are required to match a portion of the

## Table of Contents

federal funds they receive. Federal highway spending uses funds predominantly from the Federal Highway Trust Fund, which derives its revenue from taxes on diesel fuel, gasoline and other user fees. The dependability of federal funding allows the state departments of transportation to plan for their long-term highway construction and maintenance needs. Funding for the existing federal transportation funding program extends through 2020. With the nation's infrastructure aging, there is increased demand by states and municipalities for long-term federal funding to support the construction of new roads, highways and bridges in addition to the maintenance of existing infrastructure.

In addition to federal funding, state, county and local agencies provide highway construction and maintenance funding. Our four largest states by revenue, Texas, Utah, Kansas and Missouri, represented approximately 23%, 13%, 12% and 8%, respectively, of our total revenue in 2018.

## Our Industry and Operations

Demand for our materials and products is observed to have low elasticity in relation to prices. We believe this is partially explained by the absence of competitive replacement products. We do not believe that increases in our prices of materials or products are likely to affect the decision to undertake a construction project since these costs usually represent a small portion of total construction costs.

We operate our construction materials, products and paving and related services businesses through local management teams, which work closely with our end customers to deliver the materials, products and services that meet each customer's specific needs for a project. We believe that this strong local presence gives us a competitive advantage by allowing us to obtain a unique understanding for the evolving needs of our customers.

We have operations in 23 U.S. states and in British Columbia, Canada. Our business in each region is vertically integrated. We supply aggregates internally for the production of cement, ready mix concrete and asphalt paving mix and a significant portion of our asphalt paving mix is used internally by our paving and related services businesses. In the year ended December 29, 2018, approximately 76% of our aggregates production was sold directly to outside customers with the remaining amount being further processed by us and sold as a downstream product. In addition, we operate a municipal waste landfill in our East segment, and have construction and demolition debris landfills and liquid asphalt terminal operations in our West and East segments.

Approximately 74% of our asphalt paving mix was installed by our paving and related services businesses in the year ended December 29, 2018. We charge a market price and competitive margin at each stage of the production process in order to optimize profitability across our operations. Our production value chain is illustrated as follows:

## Aggregates

Aggregates are key material components used in the production of cement, ready mix concrete and asphalt paving mixes for the public infrastructure, residential and nonresidential end markets and are also widely used for various applications

## Table of Contents

and products, such as road and building foundations, railroad ballast, erosion control, filtration, roofing granules and in solutions for snow and ice control. Generally extracted from the earth using surface or underground mining methods, aggregates are produced from natural deposits of various materials such as limestone, sand and gravel, granite and trap rock. Aggregates are produced mainly from blasting hard rock from quarries and then crushing and screening it to various sizes to meet our customers' needs. The production of aggregates also involves the extraction of sand and gravel, which requires less crushing, but still requires screening for different sizes. Aggregate production utilizes capital intensive heavy equipment which includes the use of loaders, large haul trucks, crushers, screens and other heavy equipment at quarries and sand and gravel pits. Once extracted, processed and/or crushed and graded on-site into crushed stone, concrete and masonry sand, specialized sand, pulverized lime or agricultural lime, they are supplied directly to their end use or incorporated for further processing into construction materials and products, such as cement, ready mix concrete and asphalt paving mix. The minerals are processed to meet customer specifications or to meet industry standard sizes. Crushed stone is used primarily in ready mix concrete, asphalt paving mix, and the construction of road base for highways.

We believe that the long term growth of the market for aggregates is predominantly driven by growth in population, employment and households, which in turn affects demand for transportation infrastructure, residential and nonresidential construction, including stores, shopping centers and restaurants. While short term demand for aggregates fluctuates with economic cycles, the declines have historically been followed by strong recovery, with each peak establishing a new historical high. We believe we are in the midst of an extended economic recovery.

We mine limestone, gravel, and other natural resources from 140 crushed stone quarries and 105 sand and gravel deposits throughout the United States and in British Columbia, Canada. Our extensive network of quarries, plants and facilities, located throughout the regions in which we operate, enables us to have a nearby operation to meet the needs of customers in each of our markets. As of December 29, 2018, we had approximately 3.9 billion tons of proven and probable reserves of recoverable stone, and sand and gravel of suitable quality for economic extraction. Our estimate is based on drilling and studies by geologists and engineers, recognizing reasonable economic and operating restraints as to maximum depth of extraction and permit or other restrictions. Reported proven and probable reserves include only quantities that are owned or under lease, and for which all required zoning and permitting have been obtained. Of the 3.9 billion tons of proven and probable aggregates reserves, 2.4 billion, or 60%, are located on owned land and 1.5 billion are located on leased land.

According to the August 2018 U.S. Geological Survey, approximately 1.5 billion tons of crushed stone with a value of approximately \$15.6 billion was produced in the United States in 2017, which was consistent with the 1.5 billion tons produced in 2016. Sand and gravel production was approximately 1.0 billion tons in 2017 and 2016, valued at approximately \$7.8 billion in 2017. The U.S. aggregate industry is highly fragmented relative to other building product markets, with numerous participants operating in localized markets and the top ten players controlling approximately 35% of the national market in 2018. In January 2018, the U.S. Geological Survey reported that a total of 1,400 companies operating 3,700 quarries and 187 sales/distribution yards produced or sold crushed stone in 2017 in the United States. This fragmentation is a result of the cost of transporting aggregates, which typically limits producers to a market area within approximately 40 miles of their production facilities.

Transportation costs are a major variable in determining the marketing radius for our products. The cost of transporting aggregate products from the plant to the market often equates to or exceeds the sale price of the product at the plant. As a result of the high transportation costs and the large quantities of bulk material that have to be shipped, finished products are typically marketed locally. High transportation costs are responsible for the wide dispersion of production sites. Where possible, construction material producers maintain operations adjacent to highly populated areas to reduce transportation costs and enhance margins. However, more recently, rising land values combined with local environmental concerns have been forcing production sites to move further away from the end use locations.

Each quarry location is unique with regards to demand for each product, proximity to competition and distribution network. Each of our aggregates operations is responsible for the sale and marketing of its aggregates products. Approximately 76% of our aggregates production is sold directly to outside customers and the remaining amount is further processed by us and sold as a downstream product. Even though aggregates are a commodity product, we work to optimize pricing depending on the site location, availability of a particular product, customer type, project type and haul cost. We sell aggregates to internal downstream operations at market prices.

A significant portion of annual demand for aggregates is derived from large public infrastructure and highway construction projects. According to the Montana Contractors' Association, approximately 38,000 tons of aggregate are required to construct a one mile stretch of a typical four lane interstate highway. Highways located in markets with significant seasonal temperature variances are particularly vulnerable to freeze thaw conditions that exert excessive stress on pavement and lead to



## Table of Contents

more rapid surface degradation. Surface maintenance repairs, as well as general highway construction, occur in the warmer months, resulting in a majority of aggregates production and sales in the period from April through November in most states.

The primary national players are large vertically integrated companies, including Vulcan Materials Company, Martin Marietta Materials, Inc. (“Martin Marietta”), CRH plc, Heidelberg Cement plc (“Heidelberg”), LafargeHolcim and Cemex, S.A.B. de C.V. (“Cemex”), that have a combined estimated market share of approximately 30%. Our major aggregates competitors by segment include the following:

West—CRH plc, Heidelberg, Martin Marietta, CEMEX, LafargeHolcim and various local suppliers.

East—Martin Marietta, CRH plc, LafargeHolcim, Heidelberg, Vulcan Materials Company and various local suppliers.

We believe we have a strong competitive advantage in aggregates through our well located reserves and assets in key markets, high quality reserves and our logistic networks. We further share and implement best practices relating to safety, strategy, sales and marketing, production, and environmental and land management. Our vertical integration and local market knowledge enable us to maintain a strong understanding of the needs of our aggregates customers. In addition, our companies have a reputation for responsible environmental stewardship and land restoration, which assists us in obtaining new permits and new reserves.

## Cement

Portland cement, an industry term for the common cement in general use around the world, is made from a combination of limestone, shale, clay, silica and iron ore. It is a fundamental building material consumed in several stages throughout the construction cycle of public infrastructure, residential and nonresidential projects. It is a binding agent that, when mixed with sand or aggregates and water, produces either ready mix concrete or mortar and is an important component of other essential construction materials. Cement is sold either in bulk or as branded products in bags, depending on its final user. Few construction projects can take place without utilizing cement somewhere in the design, making it a key ingredient used in the construction industry. The majority of all cement shipments are sent to ready mix concrete operators. The remaining shipments are directed to concrete paving projects or manufacturers of concrete-related products such as block and precast. Sales are made on the basis of competitive terms and prices in each market. Nearly two thirds of U.S. consumption occurs between May and November, coinciding with end market construction activity.

Cement is manufactured through a closely controlled chemical combination of calcium, silicon, aluminum, iron and other ingredients. Common materials used to source these chemicals include limestone (approximately 80% of chemical mixture), shale, clay, slate, slag, silica sand and iron ore. Generally, the limestone and shale are mined from quarries located on site with the production plant. These core ingredients are blended and crushed into a fine grind and then preheated and ultimately introduced into a kiln heated to over 3,000°F. Under this extreme heat, a chemical transformation occurs uniting the elements to form a new substance with new physical and chemical characteristics. This new substance is called clinker and it is formed into pieces approximately the size of marbles. The clinker is then cooled and later ground into a fine powder that then is classified as Portland cement.

Cement production in the United States is distributed among 92 production facilities located across a majority of the states and is a capital intensive business with variable costs dominated by raw materials and energy required to fuel the kiln. Most U.S. cement producers are owned by large foreign companies operating in multiple international markets. Our largest competitors include LafargeHolcim and Buzzi Unicem. Construction of cement production facilities is highly capital intensive and requires long lead times to complete engineering design, obtain regulatory permits, acquire equipment and construct a plant.

As reported by the PCA in the 2018 United States Cement Industry Annual Yearbook, consumption is down significantly from the industry peak of approximately 140.9 million tons in 2005 to approximately 106.5 million tons in 2017 consistent with a decline in U.S. construction activity. U.S. cement consumption has at times outpaced domestic production capacity with the shortfall being supplied with imports, primarily from Canada, Greece, China, Turkey and Mexico. The PCA reports that cement imports remain below their peak of approximately 39.6 million tons in 2006 versus approximately 15.0 million tons in 2017.

We operate a highly efficient, low-cost integrated cement manufacturing and distribution network through our cement plants in Hannibal, Missouri, 100 miles north of St. Louis, and Davenport, Iowa and our 10 terminals along the Mississippi River from Minnesota to Louisiana. The combined potential capacity at our Hannibal and Davenport cement plants is

15

---

## Table of Contents

approximately 2.4 million short tons per annum. We also operate on site waste fuel processing facilities at the plants, which can reduce plant fuel costs by up to 50%. Our Hannibal plant is one of very few with hazardous waste fuel facilities permitted and operating out of 92 total cement plants in the United States. Competitive factors include price, reliability of deliveries, location, quality of cement and support services. With two cement plants, on site raw material supply, a network of cement terminals, and longstanding customer relationships, we believe we are well positioned to serve our customers.

Cement is a product that is costly to transport. Consequently, the radius within which a typical cement plant is competitive with truck transportation is typically limited to 150 miles from any shipping/distribution point. However, access to rail and barge can extend the distribution radius significantly. With both of our plants located strategically on the Mississippi River, we are able to cost effectively distribute cement from both of our plants by truck, rail and barge directly to customers or to our 10 storage and distribution terminals along the Mississippi River. Our Hannibal and Davenport plants are strategically located on the Mississippi River and, consequently, in 2018, approximately 70% of cement distributed to our terminals and customers was shipped by barge, which is significantly more cost effective than truck transport.

Cement plants are subject to the Portland Cement – Maximum Achievable Control Technology (“PC MACT”). Our Hannibal and Davenport cement plants utilize alternative fuels, hazardous and non hazardous at Hannibal and non hazardous at Davenport, as well as coal, natural gas and petroleum coke and, as a result, are subject to the Hazardous Waste Combustor of the National Emission Standards for Hazardous Air Pollutants (“HWC NESHAP”) and Commercial/Industrial Solid Waste Incinerators (“CISWI”) standards, respectively, rather than PC MACT standards.

### Ready mix Concrete

Ready mix concrete is one of the most versatile and widely used materials in construction today. Its flexible recipe characteristics allow for an end product that can assume almost any color, shape, texture and strength to meet the many requirements of end users that range from bridges, foundations, skyscrapers, pavements, dams, houses, parking garages, water treatment facilities, airports, tunnels, power plants, hospitals and schools. The versatility of ready mix concrete gives engineers significant flexibility when designing these projects.

Cement, coarse aggregate, fine aggregate, water and admixtures are the primary ingredients in ready mix concrete. The cement and water are combined and a chemical reaction process called hydration occurs whereby a paste is produced. This paste or binder represents between 15% to 20% of the volume of the mix that coats each particle of aggregate and serves as the agent that binds the aggregates together, according to the National Ready Mixed Concrete Association (“NRMCA”). The aggregates represent approximately 60% to 75% of the mix by volume, with a small portion of volume (5% to 8%) consisting of entrapped air that is generated by using air entraining admixtures. Once fully hydrated, the workable concrete will then harden and take on the shape of the form in which it was placed.

The quality of a concrete mix is generally determined by the weight ratio of water to cement. Higher quality concrete is produced by lowering the water cement ratio as much as possible without sacrificing the workability of the fresh concrete. Specialty admixtures such as high range water reducers can aid in achieving this condition without sacrificing quality. Competition among ready mix concrete suppliers is generally based on product characteristics, delivery times, customer service and price. Product characteristics such as tensile strength, resistance to pressure, durability, set times, ease of placing, aesthetics, workability under various weather and construction conditions as well as environmental effect are the main criteria that our customers consider for selecting their product. Our quality assurance program produces results in excess of design strengths while optimizing material costs. Additionally, we believe our strategic network of locations and superior customer service gives us a competitive advantage relative to other producers. Our ready mix concrete operations compete with CEMEX in Texas and Nevada and CRH plc in Utah and Colorado and various other privately owned competitors in other parts of the West and East segments.

Other materials commonly used in the production of ready mix concrete include fly ash, a waste by product from coal burning power plants, silica fume, a waste by product generated from the manufacture of silicon and ferro silicon metals, and ground granulated blast furnace slag, a by product of the iron and steel manufacturing process. All of these products have cementitious properties that enhance the strength, durability and permeability of the concrete. These materials are available directly from the producer or via specialist distributors who intermediate between the ready mix concrete producers and the users.

Given the high weight to value ratio, delivery of ready mix concrete is typically limited to a one hour haul from a production plant and is further limited by a 90 minute window in which newly mixed concrete must be poured to maintain quality and performance. As a result of the transportation constraints, the ready mix concrete market is highly localized, with an estimated 5,500 ready mix concrete plants in the United States according to the NRMCA. According to the NRMCA,

## Table of Contents

350.8 million cubic yards of ready mix concrete were produced in 2017, which is a 2% increase from the 343.0 million cubic yards produced in 2016 but a 23% decrease from the industry peak of 458.3 million cubic yards in 2005.

We believe our West and East segments are leaders in the supply of ready mix concrete in their respective markets. The West segment has ready mix concrete operations in the Texas, Utah, Nevada, Idaho and Colorado markets. Our East segment supplies ready mix concrete in the Kansas, Missouri, Arkansas, North Carolina, South Carolina, Kentucky and Virginia markets and surrounding areas. We operated 69 ready-mix concrete plants and over 700 concrete delivery trucks in the West segment and 56 ready-mix concrete plants and almost 400 concrete delivery trucks in the East segment as of December 29, 2018. Our aggregates business serves as the primary source of the raw materials for our concrete production, functioning essentially as a supplier to our ready mix concrete operations. Different types of concrete include lightweight concrete, high performance concrete, self compacting/consolidating concrete and architectural concrete and are used in a variety of activities ranging from building construction to highway paving.

### Asphalt Paving Mix

Asphalt paving mix is the most common roadway material used today. It is a versatile and essential building material that has been used to surface 94% of the more than 2.7 million miles of paved roadways in the United States, according to the National Asphalt Pavement Association (“NAPA”).

Typically, asphalt paving mix is placed in three distinct layers to create a flexible pavement structure. These layers consist of a base course, an intermediate or binder course, and a surface or wearing course. These layers vary in thicknesses of three to six inches for base mix, two to four inches for intermediate mix and one to two inches for surface mix.

Asphalt paving mix is produced by first heating carefully measured amounts of aggregates at high temperatures to remove the moisture from the materials in an asphalt paving mix plant. As the aggregates are heated, liquid asphalt is then introduced to coat the aggregates. Depending on the specifications of a particular mix, recycled asphalt may be added to the mix, which lowers the production costs. The aggregates used for production of these products are generally supplied from our quarries or sand and gravel plants. The ingredients are metered, mixed and brought up to a temperature in excess of 300°F before being placed in a truck and delivered to the jobsite for final placement. According to NAPA, the components of asphalt paving mix by weight are approximately 95% aggregates and 5% asphalt cement, a petroleum-based product that serves as the binder.

Asphalt pavement is generally 100% recyclable and reusable and is the most reused and recycled pavement material in the United States. Reclaimed asphalt pavement can be incorporated into new pavement at replacement rates in excess of 30% depending upon the mix and the application of the product. We actively engage in the recycling of previously used asphalt pavement and concrete. This material is crushed and repurposed in the construction cycle. Approximately 76.2 million tons of used asphalt is recycled annually by the industry according to a July 2018 NAPA survey. As of December 29, 2018, we operated 27 and 26 asphalt paving mix plants in the West and East segments, respectively. Approximately 92% of our plants can utilize recycled asphalt pavement.

The use of warm mix asphalt (“WMA”) or “green” asphalt is gaining popularity. The immediate benefit to producing WMA is the reduction in energy consumption required by burning fuels to heat traditional hot mix asphalt (“HMA”) to temperatures in excess of 300°F at the production plant. These high production temperatures are needed to allow the asphalt binder to become viscous enough to completely coat the aggregate in the HMA, have good workability during laying and compaction, and durability during traffic exposure. According to the Federal Highway Administration, WMA can reduce the temperature by 50 to 70°F, resulting in lower emissions, fumes and odors generated at the plant and the paving site.

Approximately 74% of the asphalt paving mix we produce is installed by our own paving crews. The rest is sold on a per ton basis to road contractors, state departments of transportation and local agencies. Asphalt paving mix is used by our paving crews and by our customers primarily for the construction of roads, driveways and parking lots.

According to NAPA, there were approximately 3,500 asphalt paving mix plants in the United States in 2017 and an estimated 379.4 million tons of asphalt paving mix was produced in 2017 compared to 374.9 million tons produced in 2016. Our asphalt paving mix operations compete with CRH plc and other local suppliers. Based on availability of internal aggregate supply, quality, operating efficiencies, and location advantages, we believe we are well positioned vis à vis our competitors.

Asphalt paving mix is generally applied at high temperatures. Prolonged exposure to air causes the mix to lose temperature and harden. Therefore, delivery is typically within close proximity to the asphalt paving mix plant. Local market

## Table of Contents

demand, proximity to competition, transportation costs and supply of aggregates and liquid asphalt vary widely from market to market. Most of our asphalt operations use a combination of company owned and hired haulers to deliver materials to job sites.

As part of our vertical integration strategy, we provide asphalt paving and related services to both the private and public infrastructure sectors as either a prime or sub contractor. These services complement our construction materials and products businesses by providing a reliable downstream outlet, in addition to our external distribution channels.

Our asphalt paving and related services businesses bid on both private construction and public infrastructure projects in their respective local markets. We only provide paving and related services operations as a complement to our aggregates operations, which we believe is a major competitive strength. Factors affecting competitiveness in this business segment include price, estimating abilities, knowledge of local markets and conditions, project management, financial strength, reputation for quality and the availability of machinery and equipment.

Contracts with our customers are primarily fixed price or fixed unit price. Under fixed unit price contracts, we provide materials or services at fixed unit prices (for example, dollars per ton of asphalt placed). While the fixed unit price contract shifts the risk of estimating the quantity of units required for a particular project to the customer, any increase in our unit cost over the bid amount, whether due to inflation, inefficiency, errors in our estimates or other factors, is borne by us unless otherwise provided in the contract. Most of our contracts contain adjustment provisions to account for changes in liquid asphalt prices.

### Customers

Our business is not dependent on any single customer or a few customers. Therefore, the loss of any single or particular small number of customers would not have a material adverse effect on any individual respective market in which we operate or on us as a whole. No individual customer accounted for more than 10% of our 2018 revenue.

### Seasonality

Use and consumption of our products fluctuate due to seasonality. Nearly all of the products used by us, and by our customers, in the private construction or public infrastructure industries are used outdoors. Our highway operations and production and distribution facilities are also located outdoors. Therefore, seasonal changes and other weather related conditions, in particular extended rainy and cold weather in the spring and 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 second and third quarters of our fiscal year typically result in higher activity and revenue levels during those quarters. The first quarter of our fiscal year typically has lower levels of activity due to weather conditions.

### Backlog

Our products are generally delivered upon receipt of orders or requests from customers, or shortly thereafter. Accordingly, the backlog associated with product sales is converted into revenue within a relatively short period of time. Inventory for products is generally maintained in sufficient quantities to meet rapid delivery requirements of customers. Therefore, a period over period increase or decrease of backlog does not necessarily result in an improvement or a deterioration of our business. Our backlog includes only those products and projects for which we have obtained a purchase order or a signed contract with the customer and does not include products purchased and sold or services awarded and provided within the period.

Subject to applicable contract terms, substantially all contracts in our backlog may be canceled or modified by our customers. Historically, we have not been materially adversely affected by contract cancellations or modifications. As a vertically integrated business, approximately 24% of aggregates sold were used internally in our ready mix concrete and asphalt paving mixes and approximately 74% of the asphalt paving mix was laid by our paving crews during the year ended December 29, 2018. Our backlog as of December 29, 2018, was 15.3 million tons of aggregates, 1.2 million cubic yards of ready mix concrete, 2.7 million tons of asphalt and \$381.8 million of construction services, which includes the value of the aggregate and asphalt tons and ready mix concrete cubic yards that are expected to be sourced internally.

#### Intellectual Property

We do not own or have a license or other rights under any patents that are material to our business.



## Table of Contents

### Corporate Information

Summit Materials, Inc. and Summit Materials, LLC were formed under the laws of the State of Delaware on September 23, 2014 and September 24, 2008, respectively. Our principal executive office is located at 1550 Wynkoop Street, 3rd Floor, Denver, Colorado 80202. Through its predecessor, Summit Inc. commenced operations in 2009 when Summit Holdings was formed. Our telephone number is (303) 893-0012.

### Employees

As of December 29, 2018, we had approximately 6,000 employees, of whom approximately 80% were hourly workers and the remainder were salaried employees. Because of the seasonal nature of our industry, many of our hourly and certain of our salaried employees are subject to seasonal layoffs. The scope of layoffs varies greatly from season to season as they are predominantly a function of the type of projects in process and the weather during the late fall through early spring.

Approximately 7% of our employees are union members, with whom we believe we enjoy a satisfactory working relationship.

### Legal Proceedings

We are party to certain legal actions arising from the ordinary course of business activities. While the ultimate results of claims and litigation cannot be predicted with certainty, management expects that the ultimate resolution of all current pending or threatened claims and litigation will not have a material effect on our consolidated financial condition, results of operations or liquidity.

In March 2018, we were notified of an investigation by the Canadian Competition Bureau (the “CCB”) into pricing practices by certain asphalt paving contractors in British Columbia, including Winvan Paving, Ltd. (“Winvan”). We believe the investigation is focused on time periods prior to our April 2017 acquisition of Winvan and we are cooperating with the CCB. Although we currently do not believe this matter will have a material adverse effect on our business, financial condition or results of operations, we are not able to predict the ultimate outcome or cost of the investigation at this time.

Pursuant to an Administrative Order on Consent with the Missouri Department of Natural Resources, Continental Cement paid a penalty of \$75,000 relating to alleged past violations of air pollution control requirements at its Hannibal, Missouri facility. Recent alleged additional violations of environmental requirements may result in the payment of further penalties under that Order, which although anticipated to be immaterial to us, may in aggregate with the prior \$75,000 penalty, exceed \$100,000.

### Environmental and Government Regulation

We are subject to federal, state, provincial and local laws and regulations relating to the environment and to health and safety, including noise, discharges to air and water, waste management including the management of hazardous waste used as a fuel substitute in our cement plants, remediation of contaminated sites, mine reclamation, operation and closure of landfills and dust control and zoning, land use and permitting. Our failure to comply with such laws and regulations can result in sanctions such as fines or the cessation of part or all of our operations. From time to time, we may also be required to conduct investigation or remediation activities. There also can be no assurance that our compliance costs or liabilities associated with such laws and regulations or activities will not be significant.

In addition, our operations require numerous governmental approvals and permits. Environmental operating permits are subject to modification, renewal and revocation and can require us to make capital, maintenance and operational expenditures to comply with the applicable requirements. Stricter laws and regulations, or more stringent interpretations of existing laws or regulations, may impose new liabilities on us, reduce operating hours, require additional investment by us in pollution control equipment or impede our opening new, expanding or maintaining existing plants or facilities. We regularly monitor and review our operations, procedures and policies for compliance with environmental laws and regulations, changes in interpretations of existing laws and enforcement policies, new laws that are adopted, and new requirements that we anticipate will be adopted that could affect our operations.

Multiple permits are required for our operations, including those required to operate our cement plants. Applicable permits may include conditional use permits to allow us to operate in certain areas absent zoning approval and operational permits governing, among other matters, air and water emissions, dust, particulate matter and storm water management and

## Table of Contents

control. In addition, we are often required to obtain bonding for future reclamation costs, most commonly specific to restorative grading and seeding of disturbed surface areas.

Like others in our industry, we expend substantial amounts to comply with applicable environmental laws and regulations and permit limitations, which include amounts for pollution control equipment required to monitor and regulate emissions into the environment. The Hannibal and Davenport cement plants are subject to HWC-MACT and CISWI standards, respectively, for which we do not expect any material incremental costs to maintain compliance. Since many environmental requirements are likely to be affected by future legislation or rule making by government agencies, and are therefore not quantifiable, it is not possible to accurately predict the aggregate future costs of compliance and their effect on our future financial condition, results of operations and liquidity.

At most of our quarries, we incur reclamation obligations as part of our mining activities. Reclamation methods and requirements can vary depending on the individual site and state regulations. Generally, we are required to grade the mined properties to a certain slope and seed the property to prevent erosion. We record a mining reclamation liability in our consolidated financial statements to reflect the estimated fair value of the cost to reclaim each property including active and closed sites.

Our operations in Kansas include one municipal waste landfill and four construction and demolition debris landfills, one of which has been closed and in Colorado, we have a construction and demolition debris landfill. In Vancouver, British Columbia, we operate a landfill site that accepts environmentally clean soil deposits. Among other environmental, health and safety requirements, we are subject to obligations to appropriately close those landfills at the end of their useful lives and provide for appropriate post closure care. Asset retirement obligations relating to these landfills are recorded in our consolidated financial statements.

## Health and Safety

Our facilities and operations are subject to a variety of worker health and safety requirements, particularly those administered by the federal Occupational Safety and Health Administration (“OSHA”) and Mine Safety and Health Administration (“MSHA”). Throughout our organization, we strive for a zero incident safety culture and full compliance with safety regulations. Failure to comply with these requirements can result in sanctions such as fines and penalties and claims for personal injury and property damage. These requirements may also result in increased operating and capital costs in the future.

Worker safety and health matters are overseen by our corporate risk management and safety department as well as operating company level safety managers. We provide our operating company level safety managers leadership and support, comprehensive training, and other tools designed to accomplish health and safety goals, reduce risk, eliminate hazards, and ultimately make our work places safer.

## Insurance

Our insurance program is structured using multiple “A” rated insurance carriers, and a variety of deductible amounts. Losses within deductible amounts, are accrued for using projections based on past loss history. We also maintain combined umbrella insurance. Other policies include property, contractors equipment, contractors pollution and professional, directors and officers, employment practices liability and fiduciary and crime. We also have a separate marine insurance policy for our cement operations on the Mississippi River, which ship cement on the river via barge.

## Where You Can Find More Information

Edgar Filing: Summit Materials, Inc. - Form 10-K

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the internet at the SEC's website at <http://www.sec.gov>. Our SEC filings are also available on our website, free of charge, at <http://www.summit-materials.com> as soon as reasonably practicable after they are filed with or furnished to the SEC.

We maintain an internet site at <http://www.summit-materials.com>. Our website and the information contained on or connected to that site are not incorporated into this report.

Table of Contents

ITEM 1A. RISK FACTORS

Risks Related to Our Industry and Our Business

Industry Risks

Our business depends on activity within the construction industry and the strength of the local economies in which we operate.

We sell most of our construction materials and products and provide all of our paving and related services to the construction industry, so our results are significantly affected by the strength of the construction industry. Federal and state budget issues may negatively affect the amount of funding available for infrastructure spending, particularly highway construction, which constitutes a significant portion of our business. Demand for our products, particularly in the residential and nonresidential construction markets, could decline if companies and consumers cannot obtain funding for construction projects. In addition, a slow pace of economic activity results in delays or cancellations of capital projects.

Our earnings depend on the strength of the local economies in which we operate because of the high cost to transport our products relative to their price. Although some states in recent years, such as Texas, have increased their budgets for road construction, maintenance, rehabilitation and acquiring right of way for public roads, certain other states have reduced their construction spending due to budget shortfalls from lower tax revenue, as well as uncertainty relating to long term federal highway funding prior to the FAST Act, which was signed into law on December 4, 2015. As a result, there has been a reduction in certain states' investment in infrastructure spending. If economic and construction activity diminishes in one or more areas, particularly in our top revenue generating markets of Texas, Utah, Kansas and Missouri, our financial condition, results of operations and liquidity could be materially adversely affected.

Our business is cyclical and requires significant working capital to fund operations.

Our business is cyclical and requires that we maintain significant working capital to fund our operations. Our ability to generate sufficient cash flow depends on future performance, which will be subject to general economic conditions, industry cycles and financial, business and other factors affecting our operations, many of which are beyond our control. If we are unable to generate sufficient cash to operate our business and service our outstanding debt and other obligations, we may be required, among other things, to further reduce or delay planned capital or operating expenditures, sell assets or take other measures, including the restructuring of all or a portion of our debt, which may only be available, if at all, on unsatisfactory terms.

Weather can materially affect our business and we are subject to seasonality.

Nearly all of the products we sell and the services we provide are used or performed outdoors. Therefore, seasonal changes and other weather related conditions can adversely affect our business and operations through a decline in both the use and production of our products and demand for our services. Adverse weather conditions such as heavy or sustained rainy and cold weather in the spring and fall can reduce demand for our products and reduce sales or render our contracting operations less efficient. For example, during 2018, a wetter than normal third quarter, which included record levels of rainfall in Texas during September 2018, negatively impacted our operations which affected our financial results and our ability to provide accurate financial guidance to investors. Major weather events such as hurricanes, tornadoes, tropical storms and heavy snows have adversely affected and could adversely affect sales in the near term. In particular, our operations in the southeastern and Gulf Coast regions of the United States are at risk for hurricane activity, most notably in August, September and October. For example, in 2017, Hurricane Harvey adversely affected our operations not only during the days immediately before and after the storm, but also in the

weeks and months after the storm as our customers recovered and reallocated resources in response to damage caused by the storm.

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 second and third quarters of our fiscal year typically result in higher activity and revenue levels during those quarters. The first quarter of our fiscal year has typically lower levels of activity due to the weather conditions. Our second quarter varies greatly with spring rains and wide temperature variations. A cool wet spring increases drying time on projects, which can delay sales in the second quarter, while a warm dry spring may enable earlier project startup. Such adverse weather conditions can adversely affect our business, financial condition and results of operations if they occur with unusual intensity, during abnormal periods or last longer than usual in our major markets, especially during peak construction periods.

## Table of Contents

Our industry is capital intensive and we have significant fixed and semi fixed costs. Therefore, our profitability is sensitive to changes in volume.

The property and machinery needed to produce our materials and products can be very expensive. Therefore, we need to spend a substantial amount of capital to purchase and maintain the equipment necessary to operate our business. Although we believe that our current cash balance, along with our projected internal cash flows and our available financing resources, will provide sufficient cash to support our currently anticipated operating and capital needs, if we are unable to generate sufficient cash to purchase and maintain the property and machinery necessary to operate our business, we may be required to reduce or delay planned capital expenditures or incur additional debt. In addition, given the level of fixed and semi fixed costs within our business, particularly at our cement production facilities, decreases in volumes could have a material adverse effect on our financial condition, results of operations and liquidity.

Within our local markets, we operate in a highly competitive industry.

The U.S. construction aggregates industry is highly fragmented with a large number of independent local producers in a number of our markets. Additionally, in most markets, we compete against large private and public infrastructure companies, some of which are also vertically integrated. Therefore, there is intense competition in a number of the markets in which we operate. This significant competition could lead to lower prices, lower sales volumes and higher costs in some markets, negatively affecting our financial condition, results of operations and liquidity.

## Growth Risks

The success of our business depends in part on our ability to execute on our acquisition strategy.

A significant portion of our historical growth has occurred through acquisitions, and we will likely enter into acquisitions in the future. We are presently evaluating, and we expect to continue to evaluate on an ongoing basis, possible acquisition transactions. We are presently engaged, and at any time in the future we may be engaged, in discussions or negotiations with respect to possible acquisitions, including larger transactions that would be significant to us. We regularly make, and we expect to continue to make, non binding acquisition proposals, and we may enter into letters of intent, in each case allowing us to conduct due diligence on a confidential basis. We cannot predict the timing of any contemplated transactions. To successfully acquire a significant target, we may need to raise additional capital through additional equity issuances, additional indebtedness, or a combination of equity and debt issuances. There can be no assurance that we will enter into definitive agreements with respect to any contemplated transactions or that they will be completed. Our growth has placed, and will continue to place, significant demands on our management and operational and financial resources. Acquisitions involve risks that the businesses acquired will not perform as expected.

Our results of operations from these acquisitions could, in the future, result in impairment charges for any of our intangible assets, including goodwill, or other long lived assets, particularly if economic conditions worsen unexpectedly. As a result of these changes, our financial condition, results of operations and liquidity could be materially adversely affected. In addition, many of the businesses that we have acquired and will acquire have unaudited financial statements that have been prepared by the management of such companies and have not been independently reviewed or audited. We cannot assure you that the financial statements of companies we have acquired or will acquire would not be materially different if such statements were independently reviewed or audited. If such statements were to be materially different, the tangible and intangible assets we acquire may be more susceptible to impairment charges, which could have a material adverse effect on us.

The success of our business depends on our ability to successfully integrate acquisitions.

Acquisitions may require integration of the acquired companies' sales and marketing, distribution, production, purchasing, finance and administrative organizations. We may not be able to integrate successfully any business we may acquire or have acquired into our existing business and any acquired businesses may not be profitable or as profitable as we had expected. Our inability to complete the integration of new businesses in a timely and orderly manner could increase costs and lower profits. Factors affecting the successful integration of acquired businesses include, but are not limited to, the following:

We may become liable for certain liabilities of any acquired business, whether or not known to us. These risks could include, among others, tax liabilities, product liabilities, environmental liabilities and liabilities for employment practices. These liabilities may be significant.



## Table of Contents

Substantial attention from our senior management and the management of the acquired business may be required, which could decrease the time that they have to service and attract customers.

Capital equipment at acquired businesses may require additional maintenance or need to be replaced sooner than we expected.

The complete integration of acquired companies depends, to a certain extent, on the full implementation of our financial systems and policies.

We may actively pursue a number of opportunities simultaneously and we may encounter unforeseen expenses, complications and delays, including difficulties in employing sufficient staff and maintaining operational and management oversight.

The success of our business depends on our ability to retain key employees of our acquired businesses.

We cannot assure you we will be able to retain local managers and employees who are important to the operations of our acquired businesses. The loss of key employees may have an adverse effect on the acquired business and on our business as a whole.

Our long term success is dependent upon securing and permitting aggregate reserves in strategically located areas. The inability to secure and permit such reserves could negatively affect our earnings in the future.

Aggregates are bulky and heavy and therefore difficult to transport efficiently. Because of the nature of the products, the freight costs can quickly surpass production costs. Therefore, except for geographic regions that do not possess commercially viable deposits of aggregates and are served by rail, barge or ship, the markets for our products tend to be localized around our quarry sites and are served by truck. New quarry sites often take a number of years to develop. Our strategic planning and new site development must stay ahead of actual growth. Additionally, in a number of urban and suburban areas in which we operate, it is increasingly difficult to permit new sites or expand existing sites due to community resistance. Therefore, our future success is dependent, in part, on our ability to accurately forecast future areas of high growth in order to locate optimal facility sites and on our ability to either acquire existing quarries or secure operating and environmental permits to open new quarries. If we are unable to accurately forecast areas of future growth, acquire existing quarries or secure the necessary permits to open new quarries, our financial condition, results of operations and liquidity could be materially adversely affected.

### Economic Risks

A decline in public infrastructure construction and reductions in governmental funding could adversely affect our earnings in the future.

A significant portion of our revenue is generated from publicly funded construction projects. As a result, if publicly funded construction decreases due to reduced federal or state funding or otherwise, our financial condition, results of operations and liquidity could be materially adversely affected.

Under U.S. law, annual funding levels for highways is subject to yearly appropriation reviews. This annual review of funding increases the uncertainty of many state departments of transportation regarding funds for highway projects. This uncertainty could result in states being reluctant to undertake large multi year highway projects which could, in turn, negatively affect our sales. We cannot be assured of the existence, amount and timing of appropriations for spending on federal, state or local projects. Federal support for the cost of highway maintenance and construction is dependent on congressional action. In addition, each state funds its infrastructure spending from specially allocated

amounts collected from various taxes, typically gasoline taxes and vehicle fees, along with voter approved bond programs. Shortages in state tax revenues can reduce the amounts spent on state infrastructure projects, even below amounts awarded under legislative bills. In recent years, certain states have experienced state level funding pressures caused by lower tax revenues and an inability to finance approved projects. Delays or cancellations of state infrastructure spending could have a material adverse effect on our financial condition, results of operations and liquidity.

Our business relies on private investment in infrastructure, and periods of economic stagnation or recession may adversely affect our earnings in the future.

Table of Contents

A significant portion of our sales are for projects with non public owners whose construction spending is affected by developers' ability to finance projects. Residential and nonresidential construction could decline if companies and consumers are unable to finance construction projects or in periods of economic stagnation or recession, which could result in delays or cancellations of capital projects. If housing starts and nonresidential projects stagnate or decline, sale of our construction materials, downstream products and paving and related services may decline and our financial condition, results of operations and liquidity could be materially adversely affected.

Environmental, health and safety laws and regulations and any changes to, or liabilities arising under, such laws and regulations could have a material adverse effect on our financial condition, results of operations and liquidity.

We are subject to a variety of federal, state, provincial and local laws and regulations relating to, among other things: (i) the release or discharge of materials into the environment; (ii) the management, use, generation, treatment, processing, handling, storage, transport or disposal of hazardous materials, including the management of hazardous and non-hazardous waste used as a fuel substitute in our cement kiln in Hannibal, Missouri; (iii) the management, use, generation, treatment, processing, handling, storage, transport or disposal of non hazardous solid waste used as a fuel substitute in our cement kiln in Davenport, Iowa; and (iv) the protection of public and employee health and safety and the environment. These laws and regulations impose strict liability in some cases without regard to negligence or fault and expose us to liability for the environmental condition of our currently or formerly owned, leased or operated facilities or third party waste disposal sites, and may expose us to liability for the conduct of others or for our actions, even if such actions complied with all applicable laws at the time these actions were taken. In particular, we may incur remediation costs and other related expenses because our facilities were constructed and operated before the adoption of current environmental laws and the institution of compliance practices or because certain of our processes are regulated. These laws and regulations may also expose us to liability for claims of personal injury or property or natural resource damage related to alleged exposure to, or releases of, regulated or hazardous materials. The existence of contamination at properties we own, lease or operate could also result in increased operational costs or restrictions on our ability to use those properties as intended.

There is an inherent risk of liability in the operation of our business, and despite our compliance efforts, we may be in noncompliance with environmental, health and safety laws and regulations from time to time. These potential liabilities or events of noncompliance could have a material adverse effect on our operations and profitability. In many instances, we must have government approvals, certificates, permits or licenses in order to conduct our business, which could require us to make significant capital, operating and maintenance expenditures to comply with environmental, health and safety laws and regulations. Our failure to obtain and maintain required approvals, certificates, permits or licenses or to comply with applicable governmental requirements could result in sanctions, including substantial fines or possible revocation of our authority to conduct some or all of our operations. Governmental requirements that affect our operations also include those relating to air and water quality, waste management, asset reclamation, the operation and closure of municipal waste and construction and demolition debris landfills, remediation of contaminated sites and worker health and safety. These requirements are complex and subject to frequent change. Stricter laws and regulations, more stringent interpretations of existing laws or regulations or the future discovery of environmental conditions may impose new liabilities on us, reduce operating hours, require additional investment by us in pollution control equipment or impede our opening new or expanding existing plants or facilities.

We have incurred, and may in the future incur, significant capital and operating expenditures to comply with such laws and regulations. In addition, we have recorded liabilities in connection with our reclamation and landfill closure obligations, but there can be no assurances that the costs of our obligations will not exceed our estimates. The cost of complying with such laws could have a material adverse effect on our financial condition, results of operations and liquidity.

Our operating costs could be adversely affected by rising prices for commodities, labor and other production and delivery costs, as a result of inflation or otherwise.

Increases in production and delivery costs, including rising costs for commodities and labor, and other costs related to the production and delivery of our products, could adversely affect our business. Our cost of revenue consists of production and delivery costs, which primarily include labor, utilities, raw materials, fuel, transportation, royalties and other direct costs incurred in the production and delivery of our products and services. Increases in these costs, as a result of general economic conditions, inflationary pressures or otherwise, may reduce our operating margin and adversely affect our financial position if we are unable to hedge or otherwise offset such increases. Specifically, significant increases or fluctuations in the prices of certain energy commodities, including diesel fuel, liquid asphalt and other petroleum-based resources, which we consume significant amounts of in our production and distribution processes, could negatively affect the results of our business operations or cause our results to suffer. Additionally, labor is a meaningful component in the cost of operating our business.

## Table of Contents

Increased labor costs, and specifically costs resulting from wage increases due to competition for qualified workers may reduce our operating margin and adversely affect our financial position.

### Financial Risks

Difficult and volatile conditions in the credit markets could affect our financial condition, results of operations and liquidity.

Demand for our products is primarily dependent on the overall health of the economy, and federal, state and local public infrastructure funding levels. A stagnant or declining economy tends to produce less tax revenue for public infrastructure agencies, thereby decreasing a source of funds available for spending on public infrastructure improvements, which constitute a significant part of our business.

There is a likelihood that we will not be able to collect on certain of our accounts receivable from our customers. If our customers are unable to obtain credit or unable to obtain credit in a timely manner, they may be unable to pay us, which could have a material adverse effect on our financial condition, results of operations and liquidity.

If we are unable to accurately estimate the overall risks, requirements or costs when we bid on or negotiate contracts that are ultimately awarded to us, we may achieve lower than anticipated profits or incur contract losses.

Even though the majority of our government contracts contain raw material escalators to protect us from certain input material price increases, a portion or all of the contracts are often on a fixed cost basis. Pricing on a contract with a fixed unit price is based on approved quantities irrespective of our actual costs and contracts with a fixed total price require that the total amount of work be performed for a single price irrespective of our actual costs. We realize profit on our contracts only if our revenue exceeds actual costs, which requires that we successfully estimate our costs and then successfully control actual costs and avoid cost overruns. If our cost estimates for a contract are inadequate, or if we do not execute the contract within our cost estimates, then cost overruns may cause us to incur a loss or cause the contract not to be as profitable as we expected. The costs incurred and profit realized, if any, on our contracts can vary, sometimes substantially, from our original projections due to a variety of factors, including, but not limited to:

- failure to include materials or work in a bid, or the failure to estimate properly the quantities or costs needed to complete a lump sum contract;

• delays caused by weather conditions or otherwise failing to meet scheduled acceptance dates;

• contract or project modifications or conditions creating unanticipated costs that are not covered by change orders;

• changes in availability, proximity and costs of materials, including liquid asphalt, cement, aggregates and other construction materials (such as stone, gravel, sand and oil for asphalt paving), as well as fuel and lubricants for our equipment;

• to the extent not covered by contractual cost escalators, variability and inability to predict the costs of purchasing diesel, liquid asphalt and cement;

• availability and skill level of workers;

• failure by our suppliers, subcontractors, designers, engineers or customers to perform their obligations;

•

fraud, theft or other improper activities by our suppliers, subcontractors, designers, engineers, customers or our own personnel;

•mechanical problems with our machinery or equipment;

•citations issued by any governmental authority, including OSHA and MSHA;

•difficulties in obtaining required governmental permits or approvals;

•changes in applicable laws and regulations;

25

---

Table of Contents

uninsured claims or demands from third parties for alleged damages arising from the design, construction or use and operation of a project of which our work is part; and

public infrastructure customers may seek to impose contractual risk shifting provisions more aggressively which may result in us facing increased risks.

These factors, as well as others, may cause us to incur losses, which could have a material adverse effect on our financial condition, results of operations and liquidity.

We could incur material costs and losses as a result of claims that our products do not meet regulatory requirements or contractual specifications.

We provide our customers with products designed to meet building code or other regulatory requirements and contractual specifications for measurements such as durability, compressive strength, weight bearing capacity and other characteristics. If we fail or are unable to provide products meeting these requirements and specifications, material claims may arise against us and our reputation could be damaged. Additionally, if a significant uninsured, non indemnified or product related claim is resolved against us in the future, that resolution could have a material adverse effect on our financial condition, results of operations and liquidity.

The cancellation of a significant number of contracts or our disqualification from bidding for new contracts could have a material adverse effect on our financial condition, results of operations and liquidity.

We could be prohibited from bidding on certain government contracts if we fail to maintain qualifications required by the relevant government entities. In addition, contracts with governmental entities can usually be canceled at any time by them with payment only for the work completed. A cancellation of an unfinished contract or our disqualification from the bidding process could result in lost revenue and cause our equipment to be idled for a significant period of time until other comparable work becomes available, which could have a material adverse effect on our financial condition, results of operations and liquidity.

Our operations are subject to special hazards that may cause personal injury or property damage, subjecting us to liabilities and possible losses which may not be covered by insurance.

Operating hazards inherent in our business, some of which may be outside our control, can cause personal injury and loss of life, damage to or destruction of property, plant and equipment and environmental damage. We maintain insurance coverage in amounts and against the risks we believe are consistent with industry practice, but this insurance may not be adequate or available to cover all losses or liabilities we may incur in our operations. Our insurance policies are subject to varying levels of deductibles. However, liabilities subject to insurance are difficult to estimate due to unknown factors, including the severity of an injury, the determination of our liability in proportion to other parties, the number of incidents not reported and the effectiveness of our safety programs. If we were to experience insurance claims or costs above our estimates, our financial condition, results of operations and liquidity could be materially adversely effected.

Unexpected factors affecting self insurance claims and reserve estimates could adversely affect our business.

We use a combination of third party insurance and self insurance to provide for potential liabilities for workers' compensation, general liability, vehicle accident, property and medical benefit claims. Although we seek to minimize our exposure on individual claims, for the benefit of costs savings we have accepted the risk of multiple independent material claims arising. We estimate the projected losses and liabilities associated with the risks retained by us, in part, by considering historical claims experience, demographic and severity factors and other actuarial assumptions which,

by their nature, are subject to a high degree of variability. Among the causes of this variability are unpredictable external factors affecting future inflation rates, discount rates, litigation trends, legal interpretations, benefit level changes and claim settlement patterns. Any such matters could have a material adverse effect on our financial condition, results of operations and liquidity.

Our substantial leverage could adversely affect our financial condition, our ability to raise additional capital to fund our operations, our ability to operate our business, our ability to react to changes in the economy or our industry and our ability to pay our debts, which could divert our cash flow from operations to debt payments.

We are highly leveraged. As of December 29, 2018, our total debt was approximately \$1.8 billion, which includes \$1.2 billion of Senior Notes and \$630.6 million of senior secured indebtedness under our senior secured credit facilities and



Table of Contents

we had an additional \$219.6 million of unutilized capacity under our senior secured revolving credit facility (after giving effect to approximately \$15.4 million of letters of credit outstanding).

Our high degree of leverage could have important consequences, including:

- increasing our vulnerability to general economic and industry conditions;
- requiring a substantial portion of cash flow from operations to be dedicated to the payment of principal and interest on our indebtedness, thereby reducing our ability to use our cash flow to fund our operations, capital expenditures and future business opportunities;
- the deductibility of our interest expense is currently limited under existing law and would be further limited if proposed regulations are finalized in their current form;
- subject us to the risk of increased interest rates as a portion of our borrowings under our senior secured credit facilities are exposed to variable rates of interest;
- restricting us from making strategic acquisitions or causing us to make non-strategic divestitures;
- limiting our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes;
- limiting our ability to adjust to changing market conditions and placing us at a competitive disadvantage compared to our competitors who are less highly leveraged; and
- making it more difficult for us to make payments on our debt.

Borrowings under our senior secured credit facilities are at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness will increase even though the amount borrowed remained the same, and our net income and cash flows, including cash available for servicing our indebtedness, will correspondingly decrease. We have and may in the future enter into interest rate swaps that involve the exchange of floating for fixed rate interest payments in order to reduce interest rate volatility. However, we may not maintain interest rate swaps with respect to all of our variable rate indebtedness, and any interest rate swaps we enter into may not fully mitigate our interest rate risk. In addition, certain of our variable rate indebtedness uses LIBOR as a benchmark for establishing the rate of interest. LIBOR is the subject of recent national, international and other regulatory guidance and proposals for reform. These reforms and other pressures may cause LIBOR to be replaced with a new benchmark or to perform differently than in the past. The consequences of these developments cannot be entirely predicted, but could include an increase in the cost of our variable rate indebtedness. In addition, the indentures that govern the Senior Notes and the amended and restated credit agreement governing our senior secured credit facilities (“Credit Agreement”) contain restrictive covenants that limit our ability to engage in activities that may be in our long-term best interest. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all our debt.

Despite our current level of indebtedness, we and our subsidiaries may still incur substantially more debt. This could reduce our ability to satisfy our current obligations and further exacerbate the risks to our financial condition described above.

We and our subsidiaries may incur significant additional indebtedness in the future to fund acquisitions as part of our growth strategy. Although the indentures governing the Senior Notes and the Credit Agreement contain restrictions on

the incurrence of additional indebtedness, these restrictions are subject to a number of qualifications and exceptions, and we could incur substantial additional indebtedness in compliance with these restrictions.

Our senior secured credit facilities include an uncommitted incremental facility that allows us the option to increase the amount available under the term loan facility and/or the senior secured revolving credit facility by (i) \$225.0 million plus (ii) an additional amount so long as we are in pro forma compliance with a consolidated first lien net leverage ratio. Availability of such incremental facilities will be subject to, among other conditions, the absence of an event of default and the receipt of commitments by existing or additional financial institutions.

Table of Contents

We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on our debt obligations, refinance our debt obligations and fund planned capital expenditures and other corporate expenses depends on our financial condition and operating performance, which is subject to prevailing economic and competitive conditions. We are also subject to certain financial, business, legislative, regulatory and legal restrictions on the payment of distributions and dividends. Many of these factors are beyond our control. We may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness, which would constitute an event of default if not cured. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources.” If our cash flows and capital resources are insufficient to fund our debt service obligations or our other needs, we may be forced to reduce or delay investments and capital expenditures, seek additional capital, restructure or refinance our indebtedness or sell assets. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations or fund planned capital expenditures. Significant delays in our planned capital expenditures may materially and adversely affect our future revenue prospects. In addition, our ability to restructure or refinance our debt will depend on the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The Credit Agreement and the indentures governing the Senior Notes restrict our ability to use the proceeds from asset sales. We may not be able to consummate those asset sales to raise capital or sell assets at prices that we believe are fair and proceeds that we do receive may not be adequate to meet any debt service obligations then due. In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness.

The indentures governing the Senior Notes and the Credit Agreement contain covenants and provisions that are restrictive.

The indentures governing the Senior Notes and Credit Agreement contain restrictive covenants that, among other things, limit our ability, and the ability of our restricted subsidiaries, to:

- incur additional indebtedness, issue certain preferred shares or issue guarantees;
- pay dividends, redeem our membership interests or make other restricted payments, including purchasing our Class A common stock;
- make investments, loans or advances;
- incur additional liens;
- transfer or sell assets;
- merge or engage in consolidations;
- enter into certain transactions with our affiliates;
- designate subsidiaries as unrestricted subsidiaries;
- repay subordinated indebtedness; and

change our lines of business.

The senior secured credit facilities also require us to maintain a maximum first lien net leverage ratio. The Credit Agreement also contains certain customary representations and warranties, affirmative covenants and events of default (including, among others, an event of default upon a change of control). If an event of default occurs, the lenders under our senior secured credit facilities will be entitled to take various actions, including the acceleration of amounts due under our senior secured credit facilities and all actions permitted to be taken by a secured creditor. Our failure to comply with obligations under the indentures governing the Senior Notes and the Credit Agreement may result in an event of default under the indenture or the amended and restated Credit Agreement. A default, if not cured or waived, may permit acceleration of our indebtedness. If our indebtedness is accelerated, we may not have sufficient funds available to pay the accelerated indebtedness or the ability to refinance the accelerated indebtedness on terms favorable to us or at all.

## Table of Contents

### Other Risks

Our success is dependent on our Chief Executive Officer and other key personnel.

Our success depends on the continuing services of our Chief Executive Officer, Tom Hill, and other key personnel led by Mr. Hill. We believe that Mr. Hill possesses valuable knowledge and skills that are crucial to our success and would be difficult to replicate. Not all of our senior management team resides near or works at our headquarters. The geographic distance between the members of our senior management team may impede the team's ability to work together effectively, and we cannot assure you they will be able to do so.

Competition for senior management is intense, and we may not be able to retain our management team or attract additional qualified personnel. The loss of a member of senior management could require certain of our remaining senior officers to divert immediate attention, which could be substantial or require costly external resources in the short term. The inability to adequately fill vacancies in our senior executive positions on a timely basis could negatively affect our ability to implement our business strategy, which could have a material adverse effect on our results of operations, financial condition and liquidity.

We use large amounts of electricity, diesel fuel, liquid asphalt and other petroleum based resources that are subject to potential reliability issues, supply constraints and significant price fluctuation, which could have a material adverse effect on our financial condition, results of operations and liquidity.

In our production and distribution processes, we consume significant amounts of electricity, diesel fuel, liquid asphalt and other petroleum based resources. The availability and pricing of these resources are subject to market forces that are beyond our control. Furthermore, we are vulnerable to any reliability issues experienced by our suppliers, which also are beyond our control. Our suppliers contract separately for the purchase of such resources and our sources of supply could be interrupted should our suppliers not be able to obtain these materials due to higher demand or other factors that interrupt their availability. Variability in the supply and prices of these resources could have a material adverse effect on our financial condition, results of operations and liquidity.

Climate change and climate change legislation or regulations may adversely affect our business.

A number of governmental bodies have finalized, proposed or are contemplating legislative and regulatory changes in response to the potential effects of climate change, and the United States and Canada have agreed to the Paris Agreement, the successor to the Kyoto Protocol to the United Nations Framework Convention on Climate Change, which could lead to additional legislative and regulatory changes in the United States and Canada. Such legislation or regulation has and potentially could include provisions for a "cap and trade" system of allowances and credits, among other provisions. The EPA promulgated a mandatory reporting rule covering greenhouse gas ("GHG") emissions from sources considered to be large emitters. The EPA has also promulgated a GHG emissions permitting rule, referred to as the "Tailoring Rule" which sets forth criteria for determining which facilities are required to obtain permits for GHG emissions pursuant to the U.S. Clean Air Act's Prevention of Significant Deterioration ("PSD") and Title V operating permit programs. The U.S. Supreme Court ruled in June 2014 that the EPA exceeded its statutory authority in issuing the Tailoring Rule but upheld the Best Available Control Technology ("BACT") requirements for GHGs emitted by sources already subject to PSD requirements for other pollutants. Our cement plants and one of our landfills hold Title V Permits. If future modifications to our facilities require PSD review for other pollutants, GHG BACT requirements may also be triggered, which could require significant additional costs.

Other potential effects of climate change include physical effects such as disruption in production and product distribution as a result of major storm events and shifts in regional weather patterns and intensities. There is also a potential for climate change legislation and regulation to adversely affect the cost of purchased energy and electricity.

The effects of climate change on our operations are highly uncertain and difficult to estimate. However, because a chemical reaction inherent to the manufacture of Portland cement releases carbon dioxide, a GHG, cement kiln operations may be disproportionately affected by future regulation of GHGs. Climate change and legislation and regulation concerning GHGs could have a material adverse effect on our financial condition, results of operations and liquidity.

Unexpected operational difficulties at our facilities could disrupt operations, raise costs, and reduce revenue and earnings in the affected locations.

The reliability and efficiency of certain of our facilities is dependent upon vital pieces of equipment, such as our cement manufacturing kilns in Hannibal, Missouri and Davenport, Iowa. Although we have scheduled outages to perform

## Table of Contents

maintenance on certain of our facilities, vital equipment may periodically experience unanticipated disruptions due to accidents, mechanical failures or other unanticipated events such as fires, explosions, violent weather conditions or other unexpected operational difficulties. A substantial interruption of one of our facilities could require us to make significant capital expenditures to restore operations and could disrupt our operations, raise costs, and reduce revenue and earnings in the affected locations.

We are dependent on information technology. Our systems and infrastructure face certain risks, including cyber security risks and data leakage risks.

We are dependent on information technology systems and infrastructure. Any significant breakdown, invasion, destruction or interruption of these systems by employees, others with authorized access to our systems, or unauthorized persons could negatively affect operations. There is also a risk that we could experience a business interruption, theft of information or reputational damage as a result of a cyber-attack, such as an infiltration of a data center, or data leakage of confidential information either internally or at our third party providers. While we have invested in the protection of our data and information technology to reduce these risks and periodically test the security of our information systems network, there can be no assurance that our efforts will prevent breakdowns or breaches in our systems that could have a material adverse effect on our financial condition, results of operations and liquidity.

Labor disputes could disrupt operations of our businesses.

As of December 29, 2018, labor unions represented approximately 7% of our total employees, substantially all in our cement division and at our Canadian operations. Our collective bargaining agreements for employees generally expire between 2020 and 2024. Although we believe we have good relations with our employees and unions, disputes with our trade unions, union organizing activity, or the inability to renew our labor agreements, could lead to strikes or other actions that could disrupt our operations and, consequently, have a material adverse effect on our financial condition, results of operations and liquidity.

### Organizational Structure Risks

Summit Inc.'s only material asset is its interest in Summit Holdings, and it is accordingly dependent upon distributions from Summit Holdings to pay taxes, make payments under the TRA and pay dividends.

Summit Inc. is a holding company and has no material assets other than its ownership of LP Units and has no independent means of generating revenue. Summit Inc. intends to cause Summit Holdings to make distributions to holders and former holders of LP Units in an amount sufficient to cover all applicable taxes at assumed tax rates, payments under the TRA and cash distributions, if any, declared by it. Deterioration in the financial condition, earnings or cash flow of Summit Holdings and its subsidiaries for any reason, or restrictions on payments by subsidiaries to their parent companies under applicable laws, including laws that require companies to maintain minimum amounts of capital and to make payments to stockholders only from profits, could limit or impair their ability to pay such distributions. Additionally, to the extent that Summit Inc. needs funds, and Summit Holdings is restricted from making such distributions under applicable law or regulation or under the terms of our financing arrangements, or is otherwise unable to provide such funds, it could have a material adverse effect on our financial condition, results of operations and liquidity.

Payments of dividends, if any, are at the discretion of our board of directors after taking into account various factors, including our business, operating results and financial condition, current and anticipated cash needs, plans for expansion and any legal or contractual limitations on our ability to pay dividends. Any financing arrangement that we enter into in the future may include restrictive covenants that limit our ability to pay dividends. In addition, Summit

Holdings is generally prohibited under Delaware law from making a distribution to a limited partner to the extent that, at the time of the distribution, after giving effect to the distribution, liabilities of Summit Holdings (with certain exceptions) exceed the fair value of its assets. Subsidiaries of Summit Holdings are generally subject to similar legal limitations on their ability to make distributions to Summit Holdings.

Summit Inc. anticipates using certain distributions from Summit Holdings to acquire additional LP Units.

The limited partnership agreement of Summit Holdings provides for cash distributions, which we refer to as “tax distributions,” to be made to the holders of the LP Units if it is determined that the income of Summit Inc. will give rise to net taxable income allocable to holders of LP Units. To the extent that future tax distributions Summit Inc. receives exceed the amounts it actually requires to pay taxes and make payments under the TRA, we expect that our board of directors will cause Summit Inc. to use such excess cash to acquire additional newly-issued LP Units at a per unit price determined by reference to

30

---



## Table of Contents

the volume weighted average price per share of the Class A common stock during the five trading days immediately preceding the date of the relevant board action. See “Part II, Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities–Dividends.” Although we anticipate that any such decision by our board of directors would be approved by a majority of our independent directors, any cash used by Summit Inc. to acquire additional LP Units would not then be available to fund cash dividends on the Class A common stock.

Summit Inc. is required to pay exchanging holders of LP Units for most of the benefits relating to any additional tax depreciation or amortization deductions that we may claim as a result of the tax basis step-up we receive in connection with sales or exchanges of LP Units and related transactions.

Holders of LP Units (other than Summit Inc.) may, subject to the vesting and minimum retained ownership requirements and transfer restrictions applicable to such holders as set forth in the limited partnership agreement of Summit Holdings, from and after March 17, 2016 (subject to the terms of the exchange agreement), exchange their LP Units for Class A common stock on a one-for-one basis. The exchanges are expected to result in increases in the tax basis of the tangible and intangible assets of Summit Holdings. These increases in tax basis may increase (for tax purposes) depreciation and amortization deductions and therefore reduce the amount of tax that Summit Inc. would otherwise be required to pay in the future, although the Internal Revenue Service (the “IRS”) may challenge all or part of the tax basis increase, and a court could sustain such a challenge.

In connection with the IPO, we entered into a TRA with the holders of LP Units that provides for the payment by Summit Inc. to exchanging holders of LP Units of 85% of the benefits, if any, that Summit Inc. is deemed to realize as a result of the increases in tax basis described above and certain other tax benefits related to entering into the TRA, including tax benefits attributable to payments under the TRA. This payment obligation is an obligation of Summit Inc. and not of Summit Holdings. While the actual increase in tax basis and the actual amount and utilization of net operating losses, as well as the amount and timing of any payments under the TRA, will vary depending upon a number of factors, including the timing of exchanges, the price of shares of our Class A common stock at the time of the exchange, the extent to which such exchanges are taxable and the amount and timing of our income, we expect that as a result of the size of the transfers and increases in the tax basis of the tangible and intangible assets of Summit Holdings and our possible utilization of net operating losses, the payments that Summit Inc. may make under the TRA will be substantial.

In certain cases, payments under the TRA may be accelerated or significantly exceed the actual benefits Summit Inc. realizes in respect of the tax attributes subject to the TRA.

The TRA provides that upon certain changes of control, or if, at any time, Summit Inc. elects an early termination of the TRA, Summit Inc.’s obligations under the TRA may be accelerated. Summit Inc.’s ability to achieve benefits from any tax basis increase or net operating losses, and the payments to be made under the TRA, will depend upon a number of factors, including the timing and amount of our future income. As a result, even in the absence of a change of control or an election to terminate the TRA, payments under the TRA could be in excess of 85% of Summit Inc.’s actual cash tax savings.

The actual cash tax savings realized by Summit Inc. under the TRA may be less than the corresponding TRA payments. Further, payments under the TRA may be made years in advance of when the benefits, if any, are realized on our federal and state income tax returns. Accordingly, there may be a material negative effect on our liquidity if the payments under the TRA exceed the actual cash tax savings that Summit Inc. realizes in respect of the tax attributes subject to the TRA and/or distributions to Summit Inc. by Summit Holdings are not sufficient to permit Summit Inc. to make payments under the TRA. Based upon a \$12.40 share price of our Class A common stock, which was the closing price on December 28, 2018, and a contractually defined discount rate of 4.01%, we estimate that if Summit

Inc. were to exercise its termination right, the aggregate amount of these termination payments would be approximately \$259 million. The foregoing number is merely an estimate and the actual payments could differ materially. We may need to incur debt to finance payments under the TRA to the extent our cash resources are insufficient to meet our obligations under the TRA as a result of timing discrepancies or otherwise.

#### Ownership of Our Class A Common Stock Risks

The market price of shares of our Class A common stock may be volatile, which could cause the value of your investment to decline.

The market price of our Class A common stock may be highly volatile and could be subject to wide fluctuations. Securities markets worldwide have recently experienced significant price and volume fluctuations. This market volatility, as well as general economic, market or political conditions, could reduce the market price of shares of our Class A common stock

Table of Contents

regardless of our operating performance. In addition, our operating results could be below the expectations of public market analysts and investors due to a number of potential factors, including variations in our quarterly operating results or dividends, if any, to stockholders, additions or departures of key management personnel, failure to meet analysts' earnings estimates, publication of research reports about our industry, litigation and government investigations, changes or proposed changes in laws or regulations or differing interpretations or enforcement thereof affecting our business, adverse market reaction to any indebtedness we may incur or securities we may issue in the future, changes in market valuations of similar companies or speculation in the press or investment community, announcements by our competitors of significant contracts, acquisitions, dispositions, strategic partnerships, joint ventures or capital commitments, adverse publicity about the industries we participate in or individual scandals, and in response the market price of shares of our Class A common stock could decrease significantly. You may be unable to resell your shares of Class A common stock for a profit.

In recent years, stock markets have experienced extreme price and volume fluctuations. In the past, following periods of volatility in the overall market and the market price of a company's securities, securities class action litigation has often been instituted against these companies. Such litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

Because we have no current plans to pay cash dividends on our Class A common stock, you may not receive any return on investment unless you sell your Class A common stock for a price greater than that which you paid for it.

We have no current plans to pay any cash dividends. The declaration, amount and payment of any future dividends on shares of Class A common stock will be at the sole discretion of our board of directors. Our board of directors may take into account general and economic conditions, our financial condition and results of operations, our available cash and current and anticipated cash needs, capital requirements, contractual, legal, tax and regulatory restrictions and implications on the payment of dividends by us to our stockholders or by our subsidiaries to us and such other factors as our board of directors may deem relevant. In addition, our ability to pay dividends is limited by our senior secured credit facilities and our Senior Notes and may be limited by covenants of other indebtedness we or our subsidiaries incur in the future. As a result, you may not receive any return on an investment in our Class A common stock unless you sell our Class A common stock for a price greater than that which you paid for it.

Future issuance of additional Class A common stock, or securities convertible or exchangeable for Class A common stock, may adversely affect the market price of the shares of our Class A common stock.

As of December 29, 2018, we had 111,658,927 shares of Class A common stock issued and outstanding, and 888,341,073 shares authorized but unissued. The number of unissued shares includes 3,435,518 shares available for issuance upon exchange of LP Units held by limited partners of Summit Holdings. Our amended and restated certificate of incorporation authorizes us to issue shares of Class A common stock and options, rights, warrants and appreciation rights relating to Class A common stock for the consideration and on the terms and conditions established by our board of directors in its sole discretion. We may need to raise significant additional equity capital in connection with acquisitions or otherwise. Similarly, the limited partnership agreement of Summit Holdings permits Summit Holdings to issue an unlimited number of additional limited partnership interests of Summit Holdings with designations, preferences, rights, powers and duties that are different from, and may be senior to, those applicable to the LP Units, and which may be exchangeable for shares of our Class A common stock. Sales of substantial amounts of Class A common stock, or securities convertible or exchangeable for Class A common stock, or the perception that such sales could occur may adversely affect the prevailing market price for the shares of our Class A common stock. Thus holders of our Class A common stock will bear the risk of our future issuances reducing the market price of our Class A common stock and diluting the value of their stock holdings in us.

An aggregate of 13,500,000 shares of Class A common stock may be granted under the Summit Materials, Inc. 2015 Omnibus Incentive Plan (the “Omnibus Incentive Plan”) of which 7,145,208 have been granted as of December 29, 2018. In addition, as of December 29, 2018 we had outstanding warrants to purchase an aggregate of 100,037 shares of Class A common stock. Any Class A common stock that we issue, including under our Omnibus Incentive Plan or other equity incentive plans that we may adopt in the future, or upon exercise of outstanding options or warrants, or other securities convertible or exchangeable for Class A common stock would dilute the percentage ownership held by the investors of our Class A common stock and may adversely affect the market price of the shares of our Class A common stock.

Anti-takeover provisions in our organizational documents and Delaware law might discourage or delay acquisition attempts for us that you might consider favorable.

Table of Contents

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that may make the merger or acquisition of our company more difficult without the approval of our board of directors. Among other things, these provisions:

would allow us to authorize the issuance of undesignated preferred stock in connection with a stockholder rights plan or otherwise, the terms of which may be established and the shares of which may be issued without stockholder approval, and which may include super voting, special approval, dividend, or other rights or preferences superior to the rights of the holders of Class A common stock;

prohibit stockholder action by written consent unless such action is recommended by all directors then in office;

provide that the board of directors is expressly authorized to make, alter, or repeal our bylaws and that our stockholders may only amend our bylaws with the approval of 66 2/3% or more in voting power of all outstanding shares of our capital stock.

establish advance notice requirements for nominations for elections to our board or for proposing matters that can be acted upon by stockholders at stockholder meetings.

Further, as a Delaware corporation, we are also subject to provisions of Delaware law, which may impair a takeover attempt that our stockholders may find beneficial. These anti-takeover provisions and other provisions under Delaware law could discourage, delay or prevent a transaction involving a change in control of our company, including actions that our stockholders may deem advantageous, or negatively affect the trading price of our Class A common stock. These provisions could also discourage proxy contests and make it more difficult for you and other stockholders to elect directors of your choosing and to cause us to take other corporate actions you desire.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

Table of Contents

## ITEM 2. PROPERTIES.

## Properties

Our headquarters are located in a 21,615 square foot office space, which we lease in Denver, Colorado, under a lease expiring on January 31, 2024.

As of December 29, 2018, we had 3.9 billion tons of proven and probable aggregates reserves serving our aggregates and cement businesses and operated over 400 sites and plants, to which we believe we have adequate road, barge and/or railroad access. By segment, our estimate of proven and probable reserves as of December 29, 2018 for which we have permits for extraction and that we consider to be recoverable aggregates of suitable quality for economic extraction are shown in the table below along with average annual production.

Segment	Number of producing quarries	Tonnage of reserves for each general type of aggregate		Annual production(1)	Average years until depletion at current production(2)	Percent of reserves owned and percent leased	
		Hard rock(1)	Sand and gravel(1)			Owned	Leased(3)
West	81	349,609	813,793	22,812	51	33 %	67 %
East	161	1,933,468	320,926	17,751	127	66 %	34 %
Cement	3	506,044	—	1,854	273	100 %	—
Total	245	2,789,121	1,134,719	42,417			

(1) Hard rock, sand and gravel and annual production tons are shown in thousands.

(2) Calculated based on total reserves divided by our average of 2018 and 2017 annual production

(3) Lease terms range from monthly to on-going with an average lease expiry of 2025.

As of December 29, 2018, we operated the following production and distribution facilities:

	Quarries and Sand Deposits	Cement Plants	Cement Distribution Terminals	Fixed and portable ready-mix concrete plants	Asphalt paving mix plants
Owned	95	2	6	99	30
Leased	134	—	4	26	19
Partially owned and leased	16	—	—	—	4
Total	245	2	10	125	53

Table of Contents

The following chart summarizes our production and distribution facilities by state as of December 29, 2018:

State	Sand & Gravel	Limestone	Cement	Ready-mix Concrete	Asphalt Plant	Landfill	Other*
Arkansas	5	—	—	17	2	—	2
Colorado	32	1	—	9	7	—	3
Georgia	—	3	—	—	—	—	1
Idaho	5	—	—	3	—	—	3
Illinois	—	—	—	—	—	—	1
Iowa	—	1	2	—	—	—	1
Kansas	9	50	—	17	9	7	14
Kentucky	1	18	—	10	13	—	9
Louisiana	—	—	3	—	—	—	1
Minnesota	—	—	2	—	—	—	—
Missouri	1	48	3	7	—	—	7
Nebraska	—	1	—	—	—	—	—
Nevada	1	—	—	2	—	—	—
New Mexico	1	—	—	—	—	—	—
North Carolina	4	—	—	—	—	—	2
Oklahoma	3	1	—	12	—	—	1
South Carolina	11	1	—	1	—	—	—
Tennessee	—	1	2	—	—	—	—
Texas	11	3	—	21	13	—	19
Utah	19	2	—	20	4	—	3
Virginia	—	10	—	4	4	—	4
Wisconsin	—	—	1	—	—	—	—
Wyoming	—	—	—	2	—	—	2
Total US	103	140	13	125	52	7	73
British Columbia, Canada	2	—	—	—	1	1	6
Total	105	140	13	125	53	8	79

\*Other primarily consists of office space.

### ITEM 3. LEGAL PROCEEDINGS.

The information set forth under “—Legal Proceedings” in Item 1, “Business,” is incorporated herein by reference.

### 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 CFR 229.104) is included in Exhibit 95.1 to this report.

### EXECUTIVE OFFICERS OF THE COMPANY

Pursuant to General Instruction G(3) to Form 10-K, certain of the information regarding our executive officers required by Items 401(b) and (e) of Regulation S-K is hereby included in Part I of this report.

Edgar Filing: Summit Materials, Inc. - Form 10-K

Thomas W. Hill, 63, President and Chief Executive Officer. Mr. Hill is the founder of Summit Materials and has been President and Chief Executive Officer since its inception. He has been a member of our Board of Directors since August 2009. From 2006 to 2008, he was the Chief Executive Officer of Oldcastle, Inc. ("Oldcastle"), the North American arm of CRH plc,

35

---



Table of Contents

one of the world's leading construction materials companies. Mr. Hill served on the CRH plc Board of Directors from 2002 to 2008 and, from 1992 to 2006, ran the Materials division of Oldcastle. Mr. Hill served as Chairman of the American Road and Transportation Builders Association (“ARTBA”) from 2002 to 2004, during congressional consideration of the multi-year transportation bill “SAFETEA-LU.” Mr. Hill has been Treasurer of both the National Asphalt Pavement Association and the National Stone Association, and he remains active with ARTBA’s Executive Committee. Mr. Hill received a Bachelor of Arts in Economics and History from Duke University and a Masters of Business Administration from Trinity College in Dublin, Ireland.

Thomas A. Beck, 61, Executive Vice President and Cement Division President. Mr. Beck joined the Company in May 2010 when the Company purchased a controlling interest in Continental Cement. Mr. Beck is Executive Vice President and Cement Division President, a position he has held since January 2013. He was a Senior Vice President with Continental Cement from 2005 to 2013 and its VP, Sales & Marketing, from 1996 to 2005. Mr. Beck also held various positions with Holnam (predecessor to Holcim (US) Inc.) from 1987 to 1996. Mr. Beck currently serves on the Executive Committee and is Vice Chairman of the Portland Cement Association and is active on several cement and concrete industry boards. Mr. Beck received a Bachelor of Science degree in Civil Engineering from the University of Illinois.

Anne Lee Benedict, 46, Executive Vice President, Chief Legal Officer and Secretary. Ms. Benedict joined the Company in October 2013. Prior to joining the Company, Ms. Benedict was a corporate partner in the Washington, D.C. office of Gibson, Dunn & Crutcher LLP, where she had practiced since 2000. Ms. Benedict's practice involved a wide range of corporate law matters, including mergers and acquisitions, joint ventures and other strategic transactions, securities offerings, securities regulation and corporate governance matters. Ms. Benedict received a Bachelor of Arts degree in English and Psychology from the University of Michigan and a Juris Doctor from the University of Pennsylvania Law School.

Michael J. Brady, 51, Executive Vice President and Chief Business Development Officer. Mr. Brady joined the Company in April 2009 after having been a Senior Vice President at CRH Plc’s U.S. subsidiary, Oldcastle, with overall responsibility for acquisitions and business development, having joined Oldcastle in 2000. Prior to that, Mr. Brady worked in several operational and general management positions in the paper and packaging industry in Ireland, the United Kingdom and Asia Pacific with the Jefferson Smurfit Group, plc (now Smurfit Kappa Group plc). Mr. Brady received a Bachelor of Engineering (Electrical) and a Master of Engineering Science (Microelectronics) from University College, Cork in Ireland and a Master of Business Administration degree from INSEAD in France.

M. Shane Evans, 48, Executive Vice President and West Division President. Mr. Evans joined the Company as West Region President in August 2010 with over 20 years of experience in the construction materials industry. Prior to joining the Company, Mr. Evans worked at Oldcastle for 12 years, most recently as a Division President. He started his career working in his family's construction and materials business where he held various operational and executive positions. Mr. Evans received a Bachelor of Science degree from Montana State University.

Brian J. Harris, 62, Executive Vice President and Chief Financial Officer. Mr. Harris joined the Company as Chief Financial Officer in October 2013 after having been Executive Vice President and Chief Financial Officer of Bausch & Lomb Holdings Incorporated, a leading global eye health company, from 2009 to 2013. From 1990 to 2009, Mr. Harris held positions of increasing responsibility with industrial, automotive, building products and engineering manufacturing conglomerate Tomkins plc, including President of the \$2 billion worldwide power transmission business for Gates Corporation, and Senior Vice President for Strategic Business Development and Business Administration, Chief Financial Officer and Secretary of Gates Corporation. Mr. Harris received a Bachelor of Accountancy from Glasgow University and is qualified as a Scottish Chartered Accountant.

Karl H. Watson Jr., 54, Executive Vice President and Chief Operating Officer. Mr. Watson joined the Company in January 2018 with over 25 years of experience in the construction materials industry. From January 2017 to December 2017, Mr. Watson served as President, Cement & Southwest Ready Mix at Martin Marietta. Prior to joining Martin Marietta, Mr. Watson served in various leadership positions at CEMEX, and Rinker Group Ltd., an Australian building materials supplier that was acquired by CEMEX in 2007. From January 2016 to June 2016, Mr. Watson served as an advisor to CEMEX, where he was previously the President of CEMEX USA and Global Relation Manager, Network Leader, from 2011 to 2015. From 2008 to 2011, Mr. Watson served as President of CEMEX, Florida and CEMEX, East, USA. From 1988 to 2008, Mr. Watson served in various positions at Rinker Group Ltd., including, most recently, Regional President, Rinker Materials West from 2004 to 2008. Mr. Watson is currently on the board of directors of the Texas Aggregates & Concrete Association and on the executive committee of the Portland Cement Association where he served as the vice chairman from 2013 to 2015. Mr. Watson has received a Bachelor of Science degree in Business Administration from Palm Beach Atlantic University.

Table of Contents

PART II

ITEM MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND  
5. ISSUER PURCHASES OF EQUITY SECURITIES.

Market Information

Summit Inc.'s Class A common stock began publicly trading on the NYSE under the symbol "SUM" on March 11, 2015. Prior to that time, there was no public market for our Class A common stock. Our Class B common stock is not publicly traded. As of January 30, 2019, there were five holders of record of our Class A common stock and 30 holders of record of our Class B common stock.

These stockholder figures do not include a substantially greater number of holders whose shares are held of record by banks, brokers and other financial institutions.

As of February 6, 2019, 100% of the outstanding limited liability company interests of Summit LLC were held by Summit Materials Intermediate Holdings, LLC, an indirect subsidiary of Summit Inc. There is no established public trading market for limited liability company interests of Summit LLC.

Dividends

If Summit Inc. uses future excess tax distributions to purchase additional LP Units, we anticipate that in order to maintain the relationship between the shares of Class A common stock and the LP Units, our board of directors may continue to declare stock dividends on the Class A common stock.

Summit Inc. has no current plans to pay cash dividends on its Class A common stock. The declaration, amount and payment of any future dividends on shares of Class A common stock is at the sole discretion of our board of directors and we may reduce or discontinue entirely the payment of any such dividends at any time. Our board of directors may take into account general and economic conditions, our financial condition and operating results, our available cash and current and anticipated cash needs, capital requirements, contractual, legal, tax and regulatory restrictions and implications on the payment of dividends by us to our stockholders or by our subsidiaries to us, and such other factors as our board of directors may deem relevant.

Summit Inc. is a holding company and has no material assets other than its ownership of LP Units. Should we decide to pay a cash dividend on our Class A common stock in the future, we anticipate funding this cash dividend by causing Summit Holdings to make distributions to Summit Inc. in an amount sufficient to cover such dividend, whereupon the other holders of LP Units will also be entitled to receive distributions pro rata in accordance with the percentages of their respective limited partnership interests. Because Summit Inc. must pay taxes and make payments under the TRA, any amounts ultimately distributed as dividends to holders of our Class A common stock are expected to be less on a per share basis than the amounts distributed by Summit Holdings to its partners on a per LP Unit basis.

The agreements governing our senior secured credit facilities and the Senior Notes contain a number of covenants that restrict, subject to certain exceptions, Summit LLC's ability to pay distributions to its parent company and ultimately to Summit Inc. See Note 8, Debt, to our consolidated financial statements.

Any financing arrangements that we enter into in the future may include restrictive covenants that limit our ability to pay dividends. In addition, Summit Holdings is generally prohibited under Delaware law from making a distribution to a limited partner to the extent that, at the time of the distribution, after giving effect to the distribution, liabilities of

Summit Holdings (with certain exceptions) exceed the fair value of its assets.

Subsidiaries of Summit Holdings are generally subject to similar legal limitations on their ability to make distributions to Summit Holdings.

#### Issuer Purchases of Equity Securities

During the quarter and year ended December 29, 2018, we did not purchase any of our equity securities that are registered under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Table of Contents

## Unregistered Sales of Equity Securities

There were no unregistered sales of equity securities which have not been previously disclosed in a quarterly report on Form 10-Q or a current report on Form 8-K during the year ended December 29, 2018.

## ITEM 6. SELECTED FINANCIAL DATA.

The following selected financial data should be read together with the more detailed information contained in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements and the related notes thereto included elsewhere in this report. Summit Holdings, which commenced operations on August 26, 2009, is considered Summit Inc.’s predecessor for accounting purposes, and its consolidated financial statements are Summit Inc.’s historical financial statements. Under U.S. GAAP, Summit Holdings meets the definition of a variable interest entity.

The following tables set forth consolidated financial data for the five most recent years, derived from Summit Inc.’s and Summit LLC’s audited consolidated financial statements. The selected statements of operations data for the years ended December 29, 2018, December 30, 2017 and December 31, 2016 and the selected balance sheet data as of December 29, 2018 and December 30, 2017 are derived from audited consolidated financial statements included elsewhere in this report. The selected statements of operations data for the years ended January 2, 2016 and December 27, 2014 and the selected balance sheet data as of December 31, 2016, January 2, 2016 and December 27, 2014 are derived from audited consolidated financial statements not included in this report.

Our fiscal year is based on a 52-53 week year with each quarter consisting of 13 weeks ending on a Saturday. The 53-week year occurs approximately once every seven years, including 2015. The additional week in the 53-week year was included in the fourth quarter. Historical results are not necessarily indicative of the results to be expected in the future.

## Summit Materials, Inc.

(\$ in thousands, except for per share amounts)	Year Ended				
	December 29, 2018	December 30, 2017	December 31, 2016	January 2, 2016	December 27, 2014
Statement of Operations Data:					
Total revenue	\$2,101,002	\$1,932,575	\$1,626,063	\$1,432,297	\$1,204,231
Income (loss) from continuing operations	\$36,330	\$125,777	\$46,126	\$(931)	\$(6,353)
Net income per share of Class A common stock:					
Basic	\$0.30	\$1.12	\$0.52	\$0.68	
Diluted	\$0.30	\$1.11	\$0.52	\$0.50	
Balance Sheet Data (as of period end):					
Total assets	3,857,641	3,787,333	2,781,466	2,396,179	1,712,653
Total debt, including current portion of long-term debt, excluding original issuance premium or discount and deferred financing costs	1,830,611	1,835,375	1,540,250	1,296,750	1,040,670
Capital leases	49,119	35,723	39,314	44,822	31,210

## Summit Materials, LLC

(in thousands)	Year Ended				
	December 29, 2018	December 30, 2017	December 31, 2016	January 2, 2016	December 27, 2014
Statement of Operations Data:					
Total revenue	\$2,101,002	\$1,932,575	\$1,626,063	\$1,432,297	\$1,204,231
Income (loss) from continuing operations	\$63,837	\$134,041	\$62,087	\$(59)	\$(6,353)

Edgar Filing: Summit Materials, Inc. - Form 10-K

Balance Sheet Data (as of period end):

Total assets	3,633,244	3,504,241	2,776,420	2,395,162	1,712,653
Total debt, including current portion of long-term debt, excluding original issuance premium or discount and deferred financing costs	1,830,611	1,835,375	1,540,250	1,296,750	1,040,670
Capital leases	49,119	35,723	39,314	44,822	31,210

38

---

Table of Contents

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis of 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. Forward-looking statements reflect our current views about future events, are based on assumptions and are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those contemplated by these statements. Factors that may cause differences between actual results and those contemplated by forward-looking statements include, but are not limited to, those discussed in the section entitled "Risk Factors" and any factors discussed in the sections entitled "Disclosure Regarding Forward-Looking Statements" and "Risk Factors" of this report. This Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the "Selected Historical Consolidated Financial Data," our audited consolidated annual financial statements and the related notes thereto and other information included in this report.

Overview

We are one of the fastest growing construction materials companies in the United States, with a 74% increase in revenue between the year ended December 29, 2014 and the year ended December 29, 2018. Within our markets, we offer customers a single-source provider for construction materials and related downstream products through our vertical integration. Our materials include aggregates, which we supply across the United States, and in British Columbia, Canada, and cement, which we supply to surrounding states along the Mississippi River from Minnesota to Louisiana. In addition to supplying aggregates to customers, we use our materials internally to produce ready-mix concrete and asphalt paving mix, which may be sold externally or used in our paving and related services businesses. Our vertical integration creates opportunities to increase aggregates volumes, optimize margin at each stage of production and provide customers with efficiency gains, convenience and reliability, which we believe gives us a competitive advantage.

Since our inception in 2009, we have completed dozens of acquisitions, which are organized into 12 operating companies that make up our three distinct operating segments—West, East and Cement. We operate in 23 U.S. states and in British Columbia, Canada and currently have assets in 22 U.S. states and British Columbia, Canada. The map below illustrates our geographic footprint:

Table of Contents

Business Trends and Conditions

The U.S. construction materials industry is composed of four primary sectors: aggregates; cement; ready-mix concrete; and asphalt paving mix. Each of these materials is widely used in most forms of construction activity. Participants in these sectors typically range from small, privately-held companies focused on a single material, product or market to multinational corporations that offer a wide array of construction materials and services. Competition is constrained in part by the distance materials can be transported efficiently, resulting in predominantly local or regional operations. Due to the lack of product differentiation, competition for all of our products is predominantly based on price and, to a lesser extent, quality of products and service. As a result, the prices we charge our customers are not likely to be materially different from the prices charged by other producers in the same markets. Accordingly, our profitability is generally dependent on the level of demand for our materials and products and our ability to control operating costs.

Our revenue is derived from multiple end-use markets including public infrastructure construction and private residential and nonresidential construction. Public infrastructure includes spending by federal, state, provincial and local governments for roads, highways, bridges, airports and other infrastructure projects. Public infrastructure projects have historically been a relatively stable portion of state and federal budgets. Residential and nonresidential construction consists of new construction and repair and remodel markets. Any economic stagnation or decline, which could vary by local region and market, could affect our results of operations. Our sales and earnings are sensitive to national, regional and local economic conditions and particularly to cyclical changes in construction spending, especially in the private sector. From a macroeconomic view, we see positive indicators for the construction sector, including positive trends in highway obligations, housing starts and construction employment.



## Table of Contents

Transportation infrastructure projects, driven by both federal and state funding programs, represent a significant share of the U.S. construction materials market. Federal funds are allocated to the states, which are required to match a portion of the federal funds they receive. Federal highway spending uses funds predominantly from the Federal Highway Trust Fund, which derives its revenue from taxes on diesel fuel, gasoline and other user fees. The dependability of federal funding allows the state departments of transportation to plan for their long term highway construction and maintenance needs. Funding for the existing federal transportation funding program extends through 2020. With the nation's infrastructure aging, there is increased demand by states and municipalities for long-term federal funding to support the construction of new roads, highways and bridges in addition to the maintaining the existing infrastructure.

In addition to federal funding, state, county and local agencies provide highway construction and maintenance funding. Our four largest states by revenue, Texas, Utah, Kansas and Missouri, represented approximately 23%, 13%, 12% and 8%, respectively, of our total revenue in 2018. The following is a summary of key funding initiatives in those states:

According to the Texas Department of Transportation ("TXDOT") total annual funding available for transportation infrastructure, including state and federal funding, is estimated to be approximately \$13.9 billion in fiscal year 2019 (which commenced September 1, 2018), increasing to \$14.3 billion by fiscal year 2020. Further, the 2019 Unified Transportation Program ("UTP") plans for \$75 billion to fund transportation projects from 2019 through 2028, which is up from the 2018 UTP of \$71 billion and more than double the previous UTP, Proposition 1 and Proposition 7 funding initiatives. The funding available in any given year is separate and distinct from lettings, or the process of providing notice, issuing proposals, receiving proposals, and awarding contracts. In January 2019, the TXDOT updated its fiscal year 2019 statewide lettings estimate to \$7.4 billion from \$6.4 billion as of October 2018 and \$5.7 billion in fiscal 2018, which provides for more than 900 transportation projects. Longer-term, TXDOT has indicated a target of \$8 billion per year in total state and local lettings.

In February 2018, the federal government approved a two-year budget agreement. Included within this package was approximately \$89 billion in relief funding related to a series of natural disasters, including Hurricane Harvey, which impacted our Houston market in the second half of calendar 2017. We believe that significant federal funding stemming from the \$89 billion relief package may result in the construction of new water and transportation infrastructure in the Houston market over the next few years. Further, an omnibus appropriation was approved in March 2018. This bill provides approximately \$2.0 billion in new funding for highway, bridge and tunnel obligations at the state level. We believe that this federal funding may be utilized by state departments of transportation between March 2018 and September 2021 on the condition that the states provide some degree of matching funding, as set forth in the omnibus appropriation bill.

In November 2015, Texas voters approved the ballot measure known as Proposition 7, authorizing a constitutional amendment for transportation funding. The amendment dedicates a portion of the state's general sales and use taxes and motor vehicle sales and rental taxes to the State Highway Fund for use on non-tolled projects. Beginning in September 2017 (fiscal year 2018), if general state sales and use tax revenue exceeds \$28 billion in a fiscal year, the next \$2.5 billion will be directed to the State Highway Fund. Additionally, beginning in September 2019 (fiscal year 2020), if state motor vehicle sales and rental tax revenue exceeds \$5 billion in a fiscal year, 35% of the amount above \$5 billion will be directed to the State Highway Fund. In fiscal year 2018 sales tax revenue exceeded \$30.5 billion, and as such, fiscal year 2019 will be the first year that the full Proposition 7 funding, \$2.5 billion, is transferred to TXDOT.

In November 2014, Texas voters approved a ballot measure known as Proposition 1, which authorized a portion of the severance taxes on oil and natural gas to be redirected to the State Highway Fund each year. In September 2018, TXDOT announced that it anticipated that funding from Proposition 1 for fiscal year 2019 would be \$1.37 billion, up from \$734 million received in fiscal year 2018.

Utah's transportation investment fund has \$2.3 billion programmed for 2017 through 2022. In early 2017, Utah's governor signed into law a measure to allow the state to issue up to \$1 billion in highway general obligation bonds to accelerate funding for several projects that the Utah Transportation Commission already approved.

Kansas has a 10 year \$8.2 billion highway bill that was passed in May 2010. Kansas' fiscal year 2019 transportation budget is slightly above the fiscal year 2018 budget, which was below the fiscal year 2017 budget, given austerity measures put into effect under the most recent gubernatorial administration. In May 2018, a legislative task force was convened to evaluate the current transportation system's condition and funding of the state's transportation system. The task force released its formal report in January 2019, concluding that it is imperative that the State of Kansas provides consistent, stable funding in order to maintain a quality transportation system; highlighting the negative impacts of \$2.1 billion in transfers out of the State Highway Fund since 2011; and recommending that the state legislature review

Table of Contents

new potential sources of additional funding, including increasing registration fees, motor fuels taxes and fees for oversize vehicles and implementing new fees specific to alternative-fuel vehicles.

Missouri's 2019 Statewide Transportation Improvement Program ("STIP") increased funding for highway and bridge construction to \$4.5 billion through 2023 from \$4.2 billion in the prior STIP.

The table below sets forth additional details regarding our four key states, including growth rates as compared to the U.S. as a whole:

State	Percentage of Our Total Revenue		Revenue by End Market(1) Residential and Nonresidential Construction		Projected Industry Growth by End Market 2019 to 2021(2)			
					Residential Construction		Nonresidential Construction	
Texas	23	%	68	%	0.7	%	1.5	%
Utah	13	%	78	%	0.3	%	12.1	%
Kansas	12	%	52	%	4.6	%	(6.1)	)%
Missouri	8	%	71	%	1.1	%	(1.9)	)%
Weighted average(3)					1.5	%	1.9	%
United States(2)					2.3	%	2.3	%

(1) Percentages based on our revenue by state for the year ended December 29, 2018 and management's estimates as to end markets.

(2) Source: PCA

(3) Calculated using a weighted average based on each state's percentage contribution to our total revenue.

Use and consumption of our products fluctuate due to seasonality. Nearly all of the products used by us, and by our customers, in the private construction and public infrastructure industries are used outdoors. Our highway operations and production and distribution facilities are also located outdoors. Therefore, seasonal changes and other weather-related conditions, in particular extended rainy and cold weather in the spring and 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 second and third quarters of our fiscal year typically result in higher activity and revenue levels during those quarters.

#### Financial Highlights— Year ended December 29, 2018

The principal factors in evaluating our financial condition and operating results for the year ended December 29, 2018 are:

Net revenue increased \$156.8 million in 2018 as compared to 2017, primarily resulting from contributions from our acquisitions, offset by the impact of less favorable weather conditions in 2018.

Our operating income decreased \$58.4 million in 2018 as compared to 2017, primarily due to higher labor and transportation costs included in our cost of revenue, as well as higher levels of depreciation and amortization in 2018 resulting from our acquisitions. Further, our general and administrative expenses in 2018 were higher than in 2017 due to the acquisitions which occurred during late 2017 and 2018, as well as increased stock-based compensation charges in 2018.

We paid \$246.0 million in cash for 12 acquisitions, net of cash acquired. Five of these acquisitions were in the West segment and seven were in the East segment.

In September 2018, we sold a non-core business in the West segment, resulting in cash proceeds of \$21.6 million and a total gain on the disposition of the business of \$12.1 million.

## Table of Contents

### Components of Operating Results

#### Total Revenue

We derive our revenue predominantly by selling construction materials and products and providing paving and related services. Construction materials consist of aggregates and cement. Products consist of related downstream products, including ready-mix concrete, asphalt paving mix and concrete products. Paving and related services that we provide are primarily asphalt paving services.

Revenue derived from the sale of construction materials are recognized when risks associated with ownership have passed to unaffiliated customers. Typically this occurs when products are shipped. Product revenue generally includes sales of aggregates, cement and related downstream products and other materials to customers, net of discounts or allowances and taxes, if any.

Revenue derived from paving and related services are recognized on the percentage-of-completion basis, measured by the cost incurred to date compared to estimated total cost of each project. This method is used because management considers cost incurred to be the best available measure of progress on these contracts. Due to the inherent uncertainties in estimating costs, it is at least reasonably possible that the estimates used will change over the life of the contract.

#### Operating Costs and Expenses

The key components of our operating costs and expenses consist of the following:

##### Cost of Revenue (excluding items shown separately)

Cost of revenue consists of all production and delivery costs and primarily includes labor, repair and maintenance, utilities, raw materials, fuel, transportation, subcontractor costs, royalties and other direct costs incurred in the production and delivery of our products and services. Our cost of revenue is directly affected by fluctuations in commodity energy prices, primarily diesel fuel, liquid asphalt and other petroleum-based resources. As a result, our operating profit margins can be significantly affected by changes in the underlying cost of certain raw materials if they are not recovered through corresponding changes in revenue. We attempt to limit our exposure to changes in commodity energy prices by entering into forward purchase commitments when appropriate. In addition, we have sales price adjustment provisions that provide for adjustments based on fluctuations outside a limited range in certain energy-related production costs. These provisions are in place for most of our public infrastructure contracts, and we seek to include similar price adjustment provisions in our private contracts.

##### General and Administrative Expenses

General and administrative expenses consist primarily of salaries and personnel costs, including stock-based compensation charges, for our sales and marketing, administration, finance and accounting, legal, information systems, human resources and certain managerial employees. Additional expenses include audit, consulting and professional fees, travel, insurance, rental costs, property taxes and other corporate and overhead expenses.

##### Depreciation, Depletion, Amortization and Accretion

Our business is capital intensive. We carry property, plant and equipment on our balance sheet at cost, net of applicable depreciation, depletion and amortization. Depreciation on property, plant and equipment is computed on a

straight-line basis or based on the economic usage over the estimated useful life of the asset. The general range of depreciable lives by category, excluding mineral reserves, which are depleted based on the units of production method on a site-by-site basis, is as follows:

43

---

Table of Contents

Buildings and improvements	10 - 30 years
Plant, machinery and equipment	15 - 20 years
Office equipment	3 - 7 years
Truck and auto fleet	5 - 8 years
Mobile equipment and barges	6 - 8 years
Landfill airspace and improvements	10 - 30 years
Other	4 - 20 years

Amortization expense is the periodic expense related to leasehold improvements and intangible assets. The intangible assets were recognized with certain acquisitions and are generally amortized on a straight-line basis over the estimated useful lives of the assets. Leasehold improvements are amortized over the lesser of the life of the underlying asset or the remaining lease term.

Accretion expense is the periodic expense recorded for the accrued mining reclamation liabilities and landfill closure and post-closure liabilities using the effective interest method.

## Transaction Costs

Transaction costs consist primarily of third party accounting, legal, valuation and financial advisory fees incurred in connection with acquisitions.

## Results of Operations

The following discussion of our results of operations is focused on the key financial measures we use to evaluate the performance of our business from both a consolidated and operating segment perspective. Operating income and margins are discussed in terms of changes in volume, pricing and mix of revenue source (i.e., type of product sales or service revenue). We focus on operating margin, which we define as operating income as a percentage of net revenue, as a key metric when assessing the performance of the business, as we believe that analyzing changes in costs in relation to changes in revenue provides more meaningful insight into the results of operations than examining costs in isolation.

Operating income (loss) reflects our profit from continuing operations after taking into consideration cost of revenue, general and administrative expenses, depreciation, depletion, amortization and accretion and transaction costs. Cost of revenue generally increases ratably with revenue, as labor, transportation costs and subcontractor costs are recorded in cost of revenue. As a result of our revenue growth occurring primarily through acquisitions, general and administrative expenses and depreciation, depletion, amortization and accretion have historically grown ratably with revenue. However, as organic volumes increase, we expect these costs, as a percentage of revenue, to decrease. General and administrative expenses as a percentage of revenue vary throughout the year due to the seasonality of our business. Our transaction costs fluctuate with the level acquisition activity each year.

The table below includes revenue and operating income (loss) by segment for the periods indicated. Operating income (loss) by segment is computed as earnings before interest, taxes and other income / expense.

	Year ended		December 30, 2017		December 31, 2016	
	December 29, 2018	Operating	Revenue	Operating	Revenue	Operating
(in thousands)	Revenue	income (loss)	Revenue	income (loss)	Revenue	income (loss)
West	\$1,117,066	\$ 92,068	\$998,843	\$ 130,334	\$813,682	\$ 100,659
East	703,147	59,554	629,919	67,739	531,294	65,424

Edgar Filing: Summit Materials, Inc. - Form 10-K

Cement	280,789	75,843	303,813	89,360	281,087	82,521
Corporate (1)	—	(64,999 )	—	(66,556 )	—	(93,942 )
Total	\$2,101,002	\$ 162,466	\$1,932,575	\$ 220,877	\$1,626,063	\$ 154,662

---

(1) Corporate results primarily consist of compensation and office expenses for employees included in the Company's headquarters.



Table of Contents

## Consolidated Results of Operations

The table below sets forth our consolidated results of operations for the periods indicated:

	2018	2017	2016
(in thousands)			
Net revenue	\$1,909,258	\$1,752,409	\$1,488,274
Delivery and subcontract revenue	191,744	180,166	137,789
Total revenue	2,101,002	1,932,575	1,626,063
Cost of revenue (excluding items shown separately below)	1,475,779	1,281,777	1,071,792
General and administrative expenses	253,609	242,670	243,512
Depreciation, depletion, amortization and accretion	204,910	179,518	149,300
Transaction costs	4,238	7,733	6,797
Operating income	162,466	220,877	154,662
Interest expense (1)	116,548	108,549	97,536
Loss on debt financings	149	4,815	—
Tax receivable agreement (benefit) expense (1)	(22,684)	) 271,016	14,938
Gain on sale of business	(12,108)	) —	—
Other (income) loss, net	(15,516)	) (5,303)	) 1,361
Income (loss) from operations before taxes	96,077	(158,200)	) 40,827
Income tax expense (benefit) (1)	59,747	(283,977)	) (5,299)
Net income	\$36,330	\$125,777	\$46,126

The statement of operations above is based on the financial results of Summit Inc. and its subsidiaries, which was \$27.5 million, \$8.3 million and \$16.0 million less than Summit LLC and its subsidiaries in the years ended (1) December 29, 2018, December 30, 2017 and December 31, 2016, respectively, due to interest expense associated with a deferred consideration obligation, TRA expense and income tax benefit are obligations of Summit Holdings and Summit Inc., respectively and are thus excluded from Summit LLC's consolidated net income.

Table of Contents

## Fiscal Year 2018 Compared to 2017

(\$ in thousands)	2018	2017	Variance	
Net revenue	\$1,909,258	\$1,752,409	\$156,849	9.0 %
Operating income	162,466	220,877	(58,411 )	(26.4)%
Operating margin percentage	8.5	% 12.6	%	
Adjusted EBITDA (1)	\$406,261	\$435,777	\$(29,516 )	(6.8 )%

Adjusted EBITDA is a non-GAAP measure that we find helpful in monitoring the performance of our business.

(1) See the definition of and the reconciliation below of Adjusted EBITDA to net income, which is the most directly comparable GAAP measure.

Net revenue increased \$156.8 million for the year ended December 29, 2018, primarily resulting from our acquisition program, offset by the impact of less favorable weather conditions in 2018. Of the increase in net revenue, \$37.3 million was from increased sales of materials, \$112.9 million was from increased sales of products and \$6.6 million was from increased service revenue. Additional discussion about the impact of acquisitions on each segment is presented in more detail below.

For the year ended December 29, 2018, our net revenue growth was due to our 2018 and 2017 acquisitions. However, operating income decreased by \$58.4 million in 2018 as compared to 2017 primarily as the increases in our costs of revenue as explained below, as well as increases in our general and administrative expenses and depreciation, depletion, amortization and accretion expense resulting from our acquisition program exceeded our pricing gains. Our depreciation, depletion, amortization and accretion increased \$25.4 million largely due to acquisitions completed in 2018 and 2017.

For the year ended December 29, 2018, our operating margin percentage declined from 12.6% to 8.5% as compared to the year ended December 30, 2017, due to the items noted above. Adjusted EBITDA, as defined below, decreased by \$29.5 million in the year ended December 29, 2018 as compared to the year ended December 30, 2017.

As a vertically-integrated company, we include intercompany sales from materials to products and from products to services when assessing the operating results of our business. We refer to revenue inclusive of intercompany sales as gross revenue. These intercompany transactions are eliminated in the consolidated financial statements. Gross revenue by line of business was as follows:

(\$ in thousands)	2018	2017	Variance	
Revenue by product*:				
Aggregates	\$489,200	\$415,873	\$73,327	17.6 %
Cement	263,526	286,360	(22,834 )	(8.0 )%
Ready-mix concrete	584,630	493,089	91,541	18.6 %
Asphalt	321,144	307,654	13,490	4.4 %
Paving and related services	616,892	599,378	17,514	2.9 %
Other	(174,390 )	(169,779 )	(4,611 )	(2.7 )%
Total revenue	\$2,101,002	\$1,932,575	\$168,427	8.7 %

\* Revenue by product includes intercompany and intracompany sales transferred at market value. The elimination of intracompany transactions is included in Other. Revenue from the liquid asphalt terminals is included in asphalt revenue.

Detail of our volumes and average selling prices by product for the years ended December 29, 2018 and December 30, 2017 were as follows:

46

---

Table of Contents

	2018		2017		Percentage Change in			
	Volume(1)	Pricing(2)	Volume(1)	Pricing(2)	Volume	Pricing		
	(in thousands)	(in thousands)	(in thousands)	(in thousands)				
Aggregates	47,624	\$ 10.27	41,712	\$ 9.97	14.2	%	3.0	%
Cement	2,329	113.14	2,547	112.42	(8.6	)%	0.6	%
Ready-mix concrete	5,433	107.61	4,680	105.37	16.1	%	2.1	%
Asphalt	5,404	55.57	5,263	54.19	2.7	%	2.5	%

(1) Volumes are shown in tons for aggregates, cement and asphalt and in cubic yards for ready-mix concrete.

(2) Pricing is shown on a per ton basis for aggregates, cement and asphalt and on a per cubic yard basis for ready-mix concrete.

Revenue from aggregates increased \$73.3 million for the year ended December 29, 2018 as compared to the year ended December 30, 2017, primarily due to increased volumes from acquisitions, offset by the impact of weather conditions in 2018 as noted above. The increase in aggregate volumes was primarily attributable to our acquisition program as organic volumes were essentially flat in both the West and East segments. Aggregate pricing of \$10.27 per ton increased 3.0% as compared to 2017, primarily due to pricing gains in the Intermountain West states.

Revenue from cement decreased \$22.8 million in the year ended December 29, 2018 as compared to the year ended December 30, 2017, due primarily to volume declines as weather conditions in 2018 were less favorable than those experienced in 2017, as well as increased competitive conditions in 2018. Our cement volumes decreased 8.6% for the same reasons. During 2018, pricing for cement improved by 0.6% to \$113.14 per ton as compared to the prior year, primarily resulting from price increases implemented in early 2018 which were subject to increased competition.

Revenue from ready-mix concrete increased \$91.5 million for the year ended December 29, 2018 as compared to December 30, 2017, primarily from the acquisitions referred to above. Ready-mix concrete pricing of \$107.61 per cubic yard in 2018 increased 2.1% as compared to 2017 levels.

Revenue from asphalt increased \$13.5 million for the year ended December 29, 2018 as compared to the prior year. Our organic asphalt volumes decreased slightly with the balance of the increased revenue coming from our acquisition program.

#### Other Financial Information

On December 22, 2017, the Tax Cuts and Jobs Act of 2017 ("TCJA") was enacted. Among other things, the TCJA, beginning January 1, 2018, reduced the federal statutory rate from 35% to 21% and extended bonus depreciation provisions. In addition, the TCJA prescribes the application of net operating loss carryforwards generated in 2018 and beyond will be limited, 100% asset expensing will be allowed through 2022 and begin to phase out in 2023, and the amount of interest expense we are able to deduct may also be limited in future years. As a result of the enactment of TCJA and other state effective rate changes, we reduced the carrying value of our net deferred tax assets in the fourth quarter of 2017 by \$216.9 million to reflect the revised federal statutory rate and other state statutory rates which will be in effect at the time those deferred tax assets are expected to be realized. The TCJA contains many provisions which continue to be clarified through new regulations. As permitted by Staff Accounting Bulletin 118 ("SAB 118") issued by the SEC on December 22, 2017, we completed our accounting of the impacts of the TCJA. We completed our analysis within 2018 consistent with the guidance of SAB 118 and any adjustments during the measurement period have been included in net earnings from continuing operations as an adjustment to income tax expense. The additional tax expense of \$17.6 million resulting from the IRS interpretative guidance of TCJA and was recorded during the fourth quarter of 2018.

Tax Receivable Agreement (Benefit) Expense

Our TRA benefit for the year ended December 29, 2018 was \$22.7 million as compared to TRA expense of \$271.0 million in the year ended December 30, 2017. When payments are made under the TRA, we expect the amount that is characterized as imputed interest will be limited under the proposed IRS regulations, and therefore we will not benefit from that deduction. Further, in 2018, we updated our estimate of the state income tax rate that will be in effect at the date the TRA payments are made. As a result of the updated state income tax rate, and the imputed interest limitation noted above, we have reduced our TRA liability by \$22.7 million as of December 29, 2018. In the third quarter of 2017, based on a release of the

## Table of Contents

valuation allowance related to the TRA deferred tax assets discussed below, we determined payment of those benefits had become probable under our TRA agreement. As a result, in the third quarter of 2017, we recorded \$501.8 million of TRA expense as our estimate of the realization of our deferred tax assets subject to the TRA had become more likely than not. In the fourth quarter of 2017, after the enactment of the TCJA and other exchanges and adjustments, our estimated liability under the TRA was reduced by \$216.9 million primarily due to a decrease in the federal corporate tax rate. This reduction in our TRA liability was recorded as a reduction in our TRA expense during the fourth quarter 2017.

### Income Tax Expense (Benefit)

Our income tax expense was \$59.7 million for the year ended December 29, 2018 as compared to income tax benefit of \$284.0 million for the year ended December 30, 2017. Our effective income tax rate in 2018 was impacted by the IRS interpretative guidance of TCJA, a change in state tax rates and a reduction in the amount of our TRA liability. We recorded an income tax benefit in fiscal 2017, primarily related to the release of the valuation allowance as discussed below, partially offset by charge related to the decrease in the federal statutory corporate tax rate. Our effective income tax rate in 2017 was higher as compared to 2016, primarily due to the benefit associated with the release of the valuation allowance discussed below, the accrual of the TRA expense, the statutory rate change referred to below and depletion in excess of U.S. GAAP depletion recognized in 2017. The effective tax rate for Summit Inc. differs from the federal rate primarily due to (1) the change in valuation allowance, (2) changes in statutory tax rates, (3) changes in unrecognized tax benefits, (4) deductions related to our TRA, (5) tax depletion expense in excess of the expense recorded under U.S. GAAP, (6) the minority interest in the Summit Holdings partnership that is allocated outside of the Company and (7) various other items such as limitations on meals and entertainment, certain stock compensation and other costs.

The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible, as well as consideration of tax-planning strategies we may seek to utilize net operating loss carryforwards that begin to expire in 2030. Due to our limited operating history as of December 31, 2016, during which we incurred only a small amount of pre-tax income over the previous three years, as well as our acquisitive business strategy, after considering both positive and negative evidence, we concluded that it was not more likely than not that we would fully realize those deferred tax assets, and therefore recorded a partial valuation allowance against those deferred tax assets as of December 31, 2016. However, the amount of cumulative income increased significantly during the year ended December 30, 2017. As a result of this significant positive evidence, we determined that the deferred tax assets had become more likely than not of becoming realizable and therefore released the majority of the valuation allowance in the third quarter of 2017. The Company updated the analysis as of December 30, 2018, and adjusted the valuation allowance for interest expense carryforwards limited under TCJA.

On December 22, 2017, the TCJA was enacted. Among other things, the TCJA, beginning January 1, 2018, reduced the federal statutory rate from 35% to 21% and extended bonus depreciation provisions. In addition, the TCJA prescribes the application of net operating loss carryforwards generated in 2018 and beyond will be limited, 100% asset expensing will be allowed through 2022 and begin to phase out in 2023, and the amount of interest expense we are able deduct may also be limited in future years. As a result of the enactment of TCJA and other state effective rate changes, we reduced the carrying value of our net deferred tax assets in the fourth quarter of 2017 by \$216.9 million to reflect the revised federal statutory rate and other state statutory rates which will be in effect at the time those deferred tax assets are expected to be realized. The TCJA contains many provisions which continue to be clarified through new regulations. As permitted by SAB 118 issued by the SEC on December 22, 2017, we completed our accounting of the impacts of the TCJA. We completed our analysis within 2018 consistent with the guidance of SAB 118 and any adjustments during the measurement period have been included in net earnings from continuing operations as an adjustment to income tax expense. We recorded additional tax expense of \$17.6 million resulting

from the IRS interpretative guidance of TCJA during the fourth quarter of 2018.

As mentioned above, we recorded an income tax benefit of \$498.3 million in the third quarter of 2017, primarily related to the release of the valuation allowance against our deferred tax assets offset by the decreased federal corporate tax rate as enacted by the TCJA and other state effective rate changes. Our effective income tax rate was higher in 2018 as compared to 2017 primarily due to the benefit associated with the release of the valuation allowance discussed below, the accrual of the TRA expense, the statutory rate change resulting from the TCJA and depletion in excess of U.S. GAAP depletion recognized for the year ended December 30, 2017. The effective tax rate for Summit Inc. differs from the federal rate primarily due to (1) the change in valuation allowance, (2) changes in statutory tax rates, (3) changes in unrecognized tax benefits, (4) deductions related to our TRA, (5) tax depletion expense in excess of the expense recorded under U.S. GAAP, (6) the minority interest in the Summit Holdings partnership that is allocated outside of the Company and (7) various other items such as limitations on meals and entertainment, certain stock compensation and other costs.

Table of Contents

As of December 29, 2018 and December 30, 2017, Summit Inc. had a valuation allowance of \$19.4 million and \$1.7 million against our deferred tax assets, respectively.

## Segment Results of Operations

## West Segment

(\$ in thousands)	2018	2017	Variance	
Net revenue	\$1,011,155	\$899,992	\$111,163	12.4 %
Operating income	92,068	130,334	(38,266 )	(29.4)%
Operating margin percentage	9.1	% 14.5	%	
Adjusted EBITDA (1)	\$188,999	\$203,590	\$(14,591 )	(7.2 )%

(1) Adjusted EBITDA is a non-GAAP measure that we find helpful in monitoring the performance of our business. See the reconciliation of Adjusted EBITDA to net income, the most directly comparable GAAP measure below.

Net revenue in the West segment increased \$111.2 million for the year ended December 29, 2018 as compared to December 30, 2017, primarily due to incremental revenue from acquisitions. Net revenue growth from acquisitions in 2018 increased \$101.5 million as compared to the year ended December 30, 2017, with the balance attributable to organic operations.

The West segment's operating income decreased \$38.3 million in 2018 as compared to 2017 as increases in labor costs and hydrocarbon costs included in cost of revenue and, increases in general and administrative expenses, exceeded our revenue gains, as well as higher levels of depreciation and amortization from acquisitions made in 2017 and 2018. Further, wetter weather conditions in our Texas markets had a negative effect on our operational efficiencies during 2018. Adjusted EBITDA decreased \$14.6 million in 2018 as compared to 2017 due to increased costs of revenue noted above, coupled with tighter construction margins in our Texas, Utah and Vancouver markets, which were only partially offset by improved organic volume and organic average sales price increases for aggregates and ready-mix concrete. The operating margin percentage in the West segment decreased in 2018 to 9.1% as compared to 14.5% in 2017 due to increased labor costs, depreciation and amortization, as well as increases in general and administrative expenses resulting from acquisitions that occurred in 2017 and 2018.

Gross revenue by product/ service was as follows:

(\$ in thousands)	2018	2017	Variance	
Revenue by product*:				
Aggregates	\$219,149	\$191,851	\$27,298	14.2 %
Ready-mix concrete	447,136	362,042	85,094	23.5 %
Asphalt	214,800	214,561	239	0.1 %
Paving and related services	381,323	375,036	6,287	1.7 %
Other	(145,342 )	(144,647 )	(695 )	(0.5 )%
Total revenue	\$1,117,066	\$998,843	\$118,223	11.8 %

\* Revenue by product includes intercompany and intracompany sales transferred at market value. The elimination of intracompany transactions is included in Other. Revenue from the liquid asphalt terminals is included in asphalt revenue.

The West segment's percent changes in sales volumes and pricing comparing 2018 to 2017 were as follows:

	Percentage Change in			
	Volume	Pricing		
Aggregates	9.1 %	4.7 %		



Edgar Filing: Summit Materials, Inc. - Form 10-K

Ready-mix concrete	20.7	%	2.3	%
Asphalt	3.6	%	(1.2 )	%

Gross revenue from aggregates in the West segment increased \$27.3 million in 2018 over 2017, primarily due to an increase in volumes. Aggregates volume increased in 2018 mainly due to acquisitions in our Northern Texas markets and growth in our Vancouver markets. Aggregates pricing in 2018 increased 4.7% when compared to 2017.

Table of Contents

Revenue from ready-mix concrete in the West segment increased \$85.1 million in 2018 over 2017, primarily due to our acquisition program and to a lesser extent, organic growth.

Revenue from asphalt in the West segment increased \$0.2 million in 2018, primarily due to acquisition volumes offset by lower average sales prices primarily in our northeast Texas markets. Revenue for paving and related services in the West segment increased by \$6.3 million in 2018 primarily due to acquisitions.

Prior to eliminations of intercompany transactions, the net effect of volume and pricing changes on gross revenue for the year ended December 29, 2018 was approximately \$98.0 million and \$14.6 million, respectively.

Our Austin operation operates a liquid asphalt terminal in the Houston area which was damaged by Hurricane Harvey in 2017. The terminal commenced limited operations in the third quarter of 2018 and is now operational. We have settled our insurance claim for damaged property, plant and equipment, and are still negotiating our claim under our business interruption policy. For the year ended December 29, 2018, we received \$4.4 million under our property and casualty claim related to damaged or destroyed equipment. Additionally, for the year ended December 29, 2018, we received \$3.8 million related to our business interruption claims, based on claims from our Austin and Houston operations.

In addition to the financial impact of Hurricane Harvey, our operations in Austin continue to be pressured by aggressive competition, which has further impacted volumes and pricing. We expect the Austin market to continue to grow, and Texas Department of Transportation to invest in infrastructure projects in that area. The Austin reporting unit has approximately \$18 million of goodwill as of December 29, 2018, which we continue to believe is realizable. The key assumptions around the realizability analysis are revenue growth, as well as the discount rate of 10%. Our discount rate came under pressure in the fourth quarter of 2018 due to decreases in the market price of our Class A common stock. We will continue to monitor whether an event indicates the carrying value of the Austin based reporting unit may be impaired.

## East Segment

(\$ in thousands)	2018	2017	Variance	
Net revenue	\$617,314	\$548,604	\$68,710	12.5 %
Operating income	59,554	67,739	(8,185 )	(12.1)%
Operating margin percentage	9.6 %	12.3 %		
Adjusted EBITDA (1)	\$138,032	\$139,108	\$(1,076 )	(0.8 )%

(1) Adjusted EBITDA is a non-GAAP measure that we find helpful in monitoring the performance of our business. See the reconciliation of Adjusted EBITDA to the most directly comparable GAAP measure, net income, below.

Net revenue in the East segment increased \$68.7 million in 2018 over 2017, primarily due to acquisitions contributing \$56.4 million and organic growth of \$12.3 million.

Operating income decreased \$8.2 million and Adjusted EBITDA decreased \$1.1 million in 2018 over 2017, due to increases in the cost of revenue as noted above.

Operating margin percentage in 2018 decreased to 9.6% from 12.3% in 2017, as the increases in our costs of revenue outgrew our increased average sales prices.

Gross revenue by product/ service was as follows:

(\$ in thousands)	2018	2017	Variance
Revenue by product*:			

Edgar Filing: Summit Materials, Inc. - Form 10-K

Aggregates	\$270,051	\$224,022	\$46,029	20.5 %
Ready-mix concrete	137,494	131,047	6,447	4.9 %
Asphalt	106,344	93,093	13,251	14.2 %
Paving and related services	235,569	224,342	11,227	5.0 %
Other	(46,311 )	(42,585 )	(3,726 )	(8.7 )%
Total revenue	\$703,147	\$629,919	\$73,228	11.6 %

---

50

---

Table of Contents

\* Revenue by product includes intercompany and intracompany sales transferred at market value. The elimination of intracompany transactions is included in Other. Revenue from the liquid asphalt terminals is included in asphalt revenue.

The East segment's percent changes in sales volumes and pricing in 2018 as compared to 2017 were as follows:

	Percentage Change in			
	Volume		Pricing	
Aggregates	19.1	%	1.1	%
Ready-mix concrete	3.2	%	1.6	%
Asphalt	0.7	%	12.3	%

Gross revenue from aggregates in the East segment increased \$46.0 million in 2018 over 2017, due primarily to acquisitions. Aggregate volumes in 2018 increased 19.1% over 2017, primarily as a result of those acquisitions. Aggregates pricing increased in 2018 due to the impact of our organic price growth initiatives.

Revenue from ready-mix concrete in the East segment increased \$6.4 million in 2018, primarily as a result of our increased volumes due to acquisitions, offset by an organic volumes decline of 6.6%.

Revenue from asphalt increased \$13.3 million in 2018, primarily due to an increase in asphalt average sales prices. The \$11.2 million increase in paving and related service revenue in 2018 was primarily due to increases in paving activity, especially in our Virginia markets.

Prior to eliminations of intercompany transactions, the net effect of volume and pricing changes on gross revenue for the year ended December 29, 2018 was approximately \$50.4 million and \$15.3 million, respectively.

## Cement Segment

(\$ in thousands)	2018	2017	Variance	
Net revenue	\$280,789	\$303,813	\$(23,024)	(7.6)%
Operating income	75,843	89,360	(13,517)	(15.1)%
Operating margin percentage	27.0	% 29.4		%
Adjusted EBITDA (1)	\$111,394	\$127,547	\$(16,153)	(12.7)%

(1) Adjusted EBITDA is a non-GAAP measure that we find helpful in monitoring the performance of our business.

See the reconciliation of Adjusted EBITDA to the most directly comparable GAAP measure, net income, below.

Net revenue in the Cement segment decreased \$23.0 million in 2018 over 2017, primarily due to organic volume declines attributable to increased competition and less favorable weather conditions in 2018 compared to 2017.

The Cement segment's operating income declined \$13.5 million and Adjusted EBITDA declined \$16.2 million in 2018. Operating margin percentage for the year ended December 29, 2018 decreased to 27.0% from 29.4% in the prior year. The decrease in operating income and decrease in operating margin in 2018 was primarily due to decreases in organic volumes caused primarily by the factors noted above.

Gross revenue by product was as follows:

(\$ in thousands)	2018	2017	Variance	
Revenue by product*:				
Cement	\$263,526	\$286,360	\$(22,834)	(8.0)%
Other	17,263	17,453	(190)	(1.1)%

Edgar Filing: Summit Materials, Inc. - Form 10-K

Total revenue           \$280,789 \$303,813 \$(23,024) (7.6)%

---

\* Revenue from waste processing and the elimination of intracompany transactions are included in Other.

The Cement segment's percent changes in sales volumes and pricing in 2018 from 2017 were as follows:

51

---

Table of Contents

	Percentage Change in	
	Volume	Pricing
Cement	(8.6 )%	0.6 %

Revenue from cement decreased \$22.8 million in 2018, due to the 8.6% decrease in organic cement volumes.

## Fiscal Year 2017 Compared to 2016

(\$ in thousands)	2017	2016	Variance	
Net revenue	\$1,752,409	\$1,488,274	\$264,135	17.7%
Operating income	220,877	154,662	66,215	42.8%
Operating margin percentage	12.6	% 10.4	%	
Adjusted EBITDA	\$435,777	\$371,347	\$64,430	17.4%

Net revenue increased \$264.1 million for the year ended December 30, 2017, primarily resulting from our acquisition program. Of the increase in net revenue, \$80.5 million was from increased sales of materials, \$146.4 million was from increased sales of products and \$37.2 million was from increased service revenue. We generated organic volume growth in our aggregates, cement and asphalt lines of business in 2017 over the prior year. Additional discussion about the impact of acquisitions on each segment is presented in more detail below.

For the year ended December 30, 2017, our net revenue growth was \$212.1 million and \$52.0 million from acquisitions and organic revenue, respectively. Operating income increased by \$66.2 million in 2017 as compared to 2016 as a result of a decrease in our general administrative expenses items referred to above, offset by an increase in our depreciation, depletion, amortization and accretion, and transaction costs. In 2017, we recognized \$21.1 million of stock-based compensation compared to \$49.9 million in 2016, of which \$37.3 million were charges associated with certain LP Units exchanged and options granted at the time of the IPO for which the performance metrics were met or waived. Our depreciation, depletion, amortization and accretion increased \$30.2 million largely due to acquisitions completed in 2017 and 2016.

Our operating margin percentage improved from 10.4% to 12.6% for the year ended December 30, 2017, due to pricing on materials and cement volume growth. Adjusted EBITDA, as defined below, increased by \$64.4 million in the year ended December 30, 2017 as compared to the year ended December 31, 2016.

As a vertically-integrated company, we include intercompany sales from materials to products and from products to services when assessing the operating results of our business. We refer to revenue inclusive of intercompany sales as gross revenue. These intercompany transactions are eliminated in the consolidated financial statements. Gross revenue by line of business was as follows:

(\$ in thousands)	2017	2016	Variance	
Revenue by product*:				
Aggregates	\$415,873	\$355,617	\$60,256	16.9 %
Cement	286,360	256,046	30,314	11.8 %
Ready-mix concrete	493,089	396,597	96,492	24.3 %
Asphalt	307,654	263,652	44,002	16.7 %
Paving and related services	599,378	502,458	96,920	19.3 %
Other	(169,779 )	(148,307 )	(21,472 )	(14.5)%
Total revenue	\$1,932,575	\$1,626,063	\$306,512	18.8 %

\* Revenue by product includes intercompany and intracompany sales transferred at market value. The elimination of intracompany transactions is included in Other. Revenue from the liquid asphalt terminals is included in asphalt revenue.

Detail of our volumes and average selling prices by product for the years ended December 30, 2017 and December 31, 2016 were as follows:

52

---

Table of Contents

	2017		2016		Percentage Change in			
	Volume(1) (in thousands)	Pricing(2)	Volume(1) (in thousands)	Pricing(2)	Volume	Pricing		
Aggregates	41,712	\$ 9.97	36,092	\$ 9.85	15.6	%	1.2	%
Cement	2,547	112.42	2,357	108.63	8.1	%	3.5	%
Ready-mix concrete	4,680	105.37	3,823	103.74	22.4	%	1.6	%
Asphalt	5,263	54.19	4,359	54.74	20.7	%	(1.0)	%

(1) Volumes are shown in tons for aggregates, cement and asphalt and in cubic yards for ready-mix concrete.

(2) Pricing is shown on a per ton basis for aggregates, cement and asphalt and on a per cubic yard basis for ready-mix concrete.

Revenue from aggregates increased \$60.3 million for the year ended December 30, 2017, primarily due to increased volumes. Aggregate volumes were positively affected by the acquisitions completed in late 2016 and 2017, together with broad based growth in most of our markets, partially offset by declines in our Missouri and Houston markets. Organic aggregate volumes increased 3.4% in 2017 as compared to the prior year primarily from Austin, northeast Texas and Utah, offset by a decline in Houston, Texas. In Houston, 2017 volumes were affected by temporary disruptions related to Hurricane Harvey. Aggregate pricing of \$9.97 per ton slightly increased compared to 2016.

Revenue from cement increased \$30.3 million in the year ended December 30, 2017, due primarily to increased volume and improved average selling price. Our organic cement volumes increased 5.8% due to increased volumes to our existing customers. During 2017, pricing for cement improved by 3.5% to \$112.42 per ton, primarily resulting from price increases implemented in early 2017.

Revenue from ready-mix concrete increased \$96.5 million for the year ended December 30, 2017, primarily from the acquisitions referred to above. Ready-mix concrete pricing of \$105.37 per cubic yard ton in 2017 increased slightly as compared to 2016.

Revenue from asphalt increased \$44.0 million for the year ended December 30, 2017. Our organic asphalt volumes increased 10.9% with the balance of the increased volumes coming from acquisitions. Our revenue in Austin, Texas, was higher in 2017 as an aggressive competitor impacted our paving and related services revenue in 2016. In 2017, our marketing efforts were able to improve our market share over 2016 levels in the Austin market.

#### Other Financial Information

As noted above, the TCJA was enacted in late 2017. As a result of the enactment of TCJA and other state effective rate changes, we reduced the carrying value of our net deferred tax assets by \$216.9 million in the fourth quarter of 2017 to reflect the revised federal statutory rate and other state statutory rates which will be in effect at the time those deferred tax assets are expected to be realized.

#### Tax Receivable Agreement Expense

Our TRA expense for the year ended December 30, 2017 was \$271.0 million as compared to \$14.9 million in the year ended December 31, 2016. In the third quarter of 2017, based on a release of the valuation allowance related to the TRA deferred tax assets discussed below, we further determined payment of those benefits has become probable under our TRA agreement. As a result, in the third quarter of 2017, we recorded \$501.8 million of TRA expense as our estimate of the realization of our deferred tax assets subject to the TRA had become more likely than not. In the fourth quarter of 2017, after the enactment of the TCJA and other exchanges and adjustments, our estimated liability under the TRA was reduced by \$216.9 million primarily due to a decrease in the federal corporate tax rate. This



reduction in our TRA liability was recorded as a reduction in our TRA expense during the fourth quarter 2017.

#### Income Tax Benefit

Our income tax benefit was \$284.0 million for the year ended December 30, 2017 as compared to income tax benefit of \$5.3 million for the year ended December 31, 2016. We recorded an income tax benefit in 2017 primarily due to the release of the valuation allowance against our deferred tax assets as discussed below, offset by the reduction in carrying value of our deferred tax assets as a result of the decreased federal corporate tax rate as enacted by the TCJA and other state effective rate

Table of Contents

changes. Our effective income tax rate was higher in 2017 as compared to 2016 primarily due to the benefit associated with the release of the valuation allowance discussed below, the accrual of the TRA expense, the statutory rate change resulting from the TCJA and depletion in excess of U.S. GAAP depletion recognized for the year ended December 30, 2017.

As of December 30, 2017 and December 31, 2016, Summit Inc. had a valuation allowance of \$1.7 million and \$502.8 million, respectively, against our deferred tax assets.

## Segment Results of Operations

## West Segment

(\$ in thousands)	2017	2016	Variance	
Net revenue	\$899,992	\$736,573	\$163,419	22.2%
Operating income	130,334	100,659	29,675	29.5%
Operating margin percentage	14.5 %	13.7 %		
Adjusted EBITDA	\$203,590	\$167,434	\$36,156	21.6%

Net revenue in the West segment increased \$163.4 million for the year ended December 30, 2017, primarily due to incremental revenue from acquisitions. Net revenue growth from acquisitions in 2017 increased \$131.7 million, with the balance attributable to organic operations.

The West segment's operating income improved \$29.7 million and Adjusted EBITDA improved \$36.2 million in 2017. The improvement in West segment operating income and Adjusted EBITDA was primarily due to improved organic volume growth in aggregates and asphalt, as well as contributions from the acquisitions mentioned above. The operating margin percentage in the West segment increased slightly in 2017 to 14.5% as compared to 13.7% in 2016, despite the impact of Hurricane Harvey, due to the same factors mentioned above. Those same factors also contributed to similar improvements in net revenue, operating income and Adjusted EBITDA in the respective year ends.

Gross revenue by product/ service was as follows:

(\$ in thousands)	2017	2016	Variance	
Revenue by product*:				
Aggregates	\$191,851	\$159,824	\$32,027	20.0 %
Ready-mix concrete	362,042	294,961	67,081	22.7 %
Asphalt	214,561	182,739	31,822	17.4 %
Paving and related services	375,036	314,079	60,957	19.4 %
Other	(144,647 )	(137,921 )	(6,726 )	(4.9)%
Total revenue	\$998,843	\$813,682	\$185,161	22.8 %

\* Revenue by product includes intercompany and intracompany sales transferred at market value. The elimination of intracompany transactions is included in Other. Revenue from the liquid asphalt terminals is included in asphalt revenue.

The West segment's percent changes in sales volumes and pricing in 2017 from 2016 were as follows:

	Percentage Change in			
	Volume		Pricing	
Aggregates	18.3 %	1.4 %		
Ready-mix concrete	20.6 %	1.8 %		
Asphalt	22.8 %	(1.7 )%		

Gross revenue from aggregates in the West segment increased \$32.0 million in 2017, primarily due to an increase in volumes. Aggregates volume increased in 2017 mainly due acquisitions occurring in 2016, as well as organic growth in Austin, Texas and Vancouver, British Columbia, partially offset by a decrease in organic volumes in Houston resulting from the impact of Hurricane Harvey. Aggregates pricing in 2017 remained consistent with 2016.

Table of Contents

Revenue from ready-mix concrete in the West segment increased \$67.1 million in 2017, primarily as a result of acquisitions.

Revenue from asphalt in the West segment increased \$31.8 million in 2017, primarily due to higher volumes partially offset by slightly lower pricing. Organic asphalt volumes increased 10.0% due to improvement in our Austin, Texas market in 2017. In 2017, asphalt pricing decreased consistent with lower input prices. Revenue for paving and related services in the West segment increased by \$61.0 million in 2017 due to organic growth and acquisitions.

Prior to eliminations of intercompany transactions, the net effect of volume and pricing changes on gross revenue for the year ended December 30, 2017 was approximately \$126.3 million and \$4.6 million, respectively.

Our Houston operations were negatively impacted by Hurricane Harvey in the third and fourth quarters of 2017. Our Austin business operates a liquid asphalt terminal in the Houston area which was also damaged by Hurricane Harvey. The terminal was shut down until late 2018 while undergoing significant repairs. We have received proceeds from claims for damaged property, plant and equipment, and are in the process of filing additional claims under our business interruption policy.

Our reporting unit based in Austin, Texas, has seen new market entrants, one of which aggressively sought market share, which negatively impacted Adjusted EBITDA in the West segment in 2016.

## East Segment

(\$ in thousands)	2017	2016	Variance	
Net revenue	\$548,604	\$470,614	\$77,990	16.6 %
Operating income	67,739	65,424	2,315	3.5 %
Operating margin percentage	12.3 %	13.9 %		
Adjusted EBITDA	\$139,108	\$126,007	\$13,101	10.4 %

Net revenue in the East segment increased \$78.0 million for the year ended December 30, 2017, primarily due to acquisitions contributing \$74.0 million and organic growth of \$4.0 million.

Operating income increased \$2.3 million and Adjusted EBITDA improved \$13.1 million in 2017, due to increased pricing and acquisitions.

Operating margin percentage for the year ended December 30, 2017 decreased to 12.3% from 13.9% in the prior year, as revenue from paving and related services, which generally have lower operating margins than materials and products, accounted for about a third of our gross revenue increase, as well as the other factors mentioned above.

Gross revenue by product/ service was as follows:

(in thousands)	2017	2016	Variance	
Revenue by product*:				
Aggregates	\$224,022	\$195,793	\$28,229	14.4 %
Ready-mix concrete	131,047	101,636	29,411	28.9 %
Asphalt	93,093	80,913	12,180	15.1 %
Paving and related services	224,342	188,379	35,963	19.1 %
Other	(42,585 )	(35,427 )	(7,158 )	(20.2)%
Total revenue	\$629,919	\$531,294	\$98,625	18.6 %

\* Revenue by product includes intercompany and intracompany sales transferred at market value. The elimination of intracompany transactions is included in Other. Revenue from the liquid asphalt terminals is included in asphalt revenue.

The East segment's percent changes in sales volumes and pricing in 2017 from 2016 were as follows:

55

---

Table of Contents

	Percentage Change in			
	Volume		Pricing	
Aggregates	13.0	%	1.3	%
Ready-mix concrete	27.9	%	0.8	%
Asphalt	16.4	%	0.1	%

Gross revenue from aggregates in the East segment increased \$28.2 million in 2017, due primarily to acquisitions. Aggregate volumes in 2017 increased 13.0%, primarily as a result of those acquisitions. Aggregates pricing increased in 2017 as a result of a shift in product mix.

Revenue from ready-mix concrete in the East segment increased \$29.4 million in 2017, primarily as a result of the acquisitions mentioned above. In 2017, ready-mix volumes increased due to acquisitions, offset by an organic volumes decline of 8.0%.

Revenue from asphalt increased \$12.2 million in 2017, due to an increase in asphalt volumes, offset by pricing decline, primarily in the Kentucky and Kansas markets. The \$36.0 million increase in paving and related service revenue in 2017 was primarily a result of acquisitions in Kansas and Virginia.

Prior to eliminations of intercompany transactions, the net effect of volume and pricing changes on gross revenue for the year ended December 30, 2017 was approximately \$66.4 million and \$3.5 million, respectively.

Cement Segment

(\$ in thousands)	2017	2016	Variance	
Net revenue	\$303,813	\$281,087	\$22,726	8.1 %
Operating income	89,360	82,521	6,839	8.3 %
Operating margin percentage	29.4 %	29.4 %		
Adjusted EBITDA	\$127,547	\$112,991	\$14,556	12.9 %

Net revenue in the Cement segment increased \$22.7 million for the year ended December 30, 2017, primarily due to organic growth within existing operations and the acquisition of two cement terminal operations located in Port Allen and LaPlace, Louisiana, which contributed incremental net revenue of \$6.4 million in 2017.

The Cement segment's operating income improved \$6.8 million and Adjusted EBITDA improved \$14.6 million in 2017. The increase in operating income and Adjusted EBITDA was primarily due to increased organic cement volumes and pricing. Continued production efficiencies and price improvement grew operating margins, but this improvement was offset by a higher cost basis on purchased cement needed to satisfy the higher demand, resulting in consistent operating margins for the year ended December 30, 2017 when compared to 2016.

Gross revenue by product was as follows:

(\$ in thousands)	2017	2016	Variance	
Revenue by product*:				
Cement	\$286,360	\$256,046	\$30,314	11.8 %
Other	17,453	25,041	(7,588 )	(30.3)%
Total revenue	\$303,813	\$281,087	\$22,726	8.1 %

\* Revenue from waste processing and the elimination of intracompany transactions are included in Other.

The Cement segment's percent changes in sales volumes and pricing in 2017 from 2016 were as follows:

Percentage Change in

	Volume		Pricing	
Cement	8.1	%	3.5	%

## Table of Contents

Revenue from cement increased \$30.3 million in 2017, due primarily to increased organic cement volumes and pricing. In 2017, organic cement volumes and pricing increased 5.8% and 3.3%, respectively, with the remainder of the increase due to the acquisition of two cement terminal operations in 2016.

### Liquidity and Capital Resources

Our primary sources of liquidity include cash on-hand, cash provided by our operations and amounts available for borrowing under our credit facilities and capital-raising activities in the debt capital markets. In addition to our current sources of liquidity, we have access to liquidity through public offerings of shares of our Class A common stock. To facilitate such offerings, in January 2017, we filed a shelf registration statement with the SEC that is effective for a term of three years and will expire in January 2020. The amount of Class A common stock to be issued pursuant to this shelf registration statement was not specified when it was filed and there is no specific limit on the amount we may issue. The specifics of any future offerings, along with the use of the proceeds thereof, will be described in detail in a prospectus supplement, or other offering materials, at the time of any offering.

As of December 29, 2018, we had \$128.5 million in cash and working capital of \$330.9 million as compared to cash and working capital of \$383.6 million and \$533.6 million, respectively, at December 30, 2017. Working capital is calculated as current assets less current liabilities. There were no restricted cash balances as of December 29, 2018 or December 30, 2017.

Our remaining borrowing capacity on our \$235.0 million senior secured revolving credit facility as of December 29, 2018 was \$219.6 million, which is net of \$15.4 million of outstanding letters of credit, and is fully available to us within the terms and covenant requirements of our credit agreement.

Given the seasonality of our business, we typically experience significant fluctuations in working capital needs and balances throughout the year. Our working capital requirements generally increase during the first half of the year as we build up inventory and focus on repair and maintenance and other set-up costs for the upcoming season. Working capital levels then decrease as the construction season winds down and we enter the winter months, which is when we see significant inflows of cash from the collection of receivables.

We believe we have access to sufficient financial resources from our liquidity sources to fund our business and operations, including contractual obligations, capital expenditures and debt service obligations, for at least the next twelve months. Our growth strategy contemplates future acquisitions for which we believe we have sufficient access to capital.

As market conditions warrant we may, from time to time, seek to purchase our outstanding debt securities or loans, including Senior Notes and borrowings under our senior secured credit facilities. Such transactions could be privately negotiated, open market transactions, tender offers or otherwise. Subject to any applicable limitations contained in the agreements governing our indebtedness, any purchases made by us may be funded by the use of cash on our balance sheet or the incurrence of new secured or unsecured debt. The amounts involved in any such purchase transactions, individually or in the aggregate, may be material. Any such purchases may equate to a substantial amount of a particular class or series of debt, which may reduce the trading liquidity of such class or series.

### Our Long-Term Debt

Please refer to the notes to the consolidated financial statements found elsewhere in this report for detailed information regarding our long-term debt and senior secured revolving credit facility, scheduled maturities of long-term debt and affirmative and negative covenants. Among other things, we are required to maintain a Consolidated First Lien Net Leverage Ratio that is no greater than 4.75 to 1.00. Our first lien net leverage ratio, for



purposes of this maintenance requirement, is calculated following each quarter based on information for the most recently ended four fiscal quarters for which internal financial information is available by dividing our Consolidated First Lien Net Debt as of the end of such period by our Consolidated EBITDA for such period. Consolidated EBITDA for purposes of our senior secured credit facility is calculated in accordance with our presentation of Further Adjusted EBITDA below. We define Further Adjusted EBITDA as Adjusted EBITDA plus the EBITDA contribution of certain recent acquisitions.

For the years ended December 29, 2018 and December 30, 2017, our Consolidated First Lien Net Leverage Ratio was 1.35 to 1.00 and 0.64 to 1.00, respectively, based on consolidated first lien net debt of \$551.2 million and \$287.5 million as of December 29, 2018 and December 30, 2017, respectively, divided by Further Adjusted EBITDA of \$408.4 million and \$452.7 million for the years ended December 29, 2018 and December 30, 2017, respectively. As of December 29, 2018 and December 30, 2017, we were in compliance with all debt covenants.

Table of Contents

The following table sets forth a reconciliation of net income to Adjusted EBITDA and Further Adjusted EBITDA for the periods indicated. Adjusted EBITDA and Further Adjusted EBITDA are not U.S. GAAP measures and should not be considered in isolation, or as a substitute for our results as reported under U.S. GAAP.

(\$ in thousands)	2018	2017	2016
Net income	\$36,330	\$125,777	\$46,126
Interest expense	116,548	108,549	97,536
Income tax expense (benefit)	59,747	(283,977)	(5,299)
Depreciation, depletion, and amortization	203,305	177,643	147,736
EBITDA	\$415,930	\$127,992	\$286,099
Accretion	1,605	1,875	1,564
IPO/Legacy equity modification costs	—	—	37,257
Loss on debt financings	149	4,815	—
Tax receivable agreement (benefit) expense	(22,684)	271,016	14,938
Gain on sale of business	(12,108)	—	—
Transaction costs(a)	4,238	7,733	6,797
Management fees and expenses(b)	—	—	(1,379)
Non-cash compensation(c)	25,378	21,140	12,683
Other(d)	(6,247)	1,206	13,388
Adjusted EBITDA	\$406,261	\$435,777	\$371,347
EBITDA for certain acquisitions(e)	2,119	16,919	11,074
Further Adjusted EBITDA	\$408,380	\$452,696	\$382,421

(a) Represents the transaction expenses associated with closed and probable acquisitions, consisting primarily of accounting, legal, valuation and financial advisory fees for the acquisitions.

(b) Represents certain fees paid and expenses reimbursed to affiliates of our former private equity sponsors.

(c) Represents non-cash equity-based compensation granted to employees.

(d) Represents the net (gain) loss recognized on assets identified for disposal. Includes non-recurring or one time income and expense items that were incurred outside normal operating activities such as integration costs, unrealized currency gains and losses and interest, tax, depreciation on unconsolidated joint ventures and fair value adjustments to contingent consideration obligations that originated with various acquisitions.

(e) Under the terms of our credit facilities, we include EBITDA from our acquisitions, net of dispositions, in each fiscal year for periods prior to acquisition. We believe this provides our lenders with a more meaningful view of our EBITDA across all periods by making the information more comparable.

At both December 29, 2018 and December 30, 2017, \$1.8 billion of total debt was outstanding under our respective debt agreements. Summit LLC's senior secured credit facilities provide for term loans in an aggregate amount of \$650.0 million and revolving credit commitments in an aggregate amount of \$235.0 million (the "Senior Secured Credit Facilities"). Summit LLC's domestic wholly-owned subsidiary companies are named as guarantors of the Senior Notes and the Senior Secured Credit Facilities. Certain other partially-owned subsidiaries, and the wholly-owned Canadian subsidiary, Mainland, do not guarantee the Senior Notes or Senior Secured Credit Facilities. Summit LLC has pledged substantially all of its assets as collateral for the Senior Secured Credit Facilities.

On January 19, 2017, Summit LLC entered into Amendment No. 1 ("Amendment No. 1") to the Credit Agreement, which, among other things, reduced the applicable margin in respect of the \$640.3 million outstanding principal amount of term loans thereunder. All other material terms and provisions remain substantially identical to the terms and provisions in place immediately prior to the effectiveness of Amendment No. 1. On November 21, 2017, Summit LLC entered into Amendment No. 2 to the Amended and Restated Credit Agreement, which, among other things, extended the maturity date from 2022 to 2024 and reduced the applicable margin in respect of the \$635.4 million outstanding principal amount of term loans thereunder.

On June 1, 2017, the Issuers issued \$300.0 million in aggregate principal amount of 5 1/8% senior notes due June 1, 2025. The 2025 Notes were issued at par value, resulting in proceeds of \$295.4 million, net of related fees and expenses. Interest on the 2025 Notes is payable semi-annually on June 1 and December 1 of each year commencing on December 1, 2017.

Table of Contents

On March 8, 2016, the Issuers issued \$250.0 million in aggregate principal amount of 2022 Notes. The 2022 Notes were issued at par and interest on the 2022 Notes is payable semi-annually in arrears on April 15 and October 15 of each year commencing on October 15, 2016. The net proceeds of the 2022 Notes were used to fund the acquisition of Boxley Materials Company, replenish cash used for the acquisition of American Materials Company and pay expenses incurred therewith.

In 2015, the Issuers issued \$650.0 million aggregate principal amount of 2023 Notes due July 15, 2023 under an indenture dated July 8, 2015: \$350.0 million on July 8, 2015 and \$300.0 million on November 19, 2015. The July 2015 issuance of the 2023 notes was issued at par and the November 2015 add-on was issued at a discount. Interest on the 2023 notes is payable semi-annually in arrears on January 15 and July 15 of each year commencing on January 15, 2016.

In 2015, \$625.0 million aggregate principal amount of outstanding 2020 Notes due January 31, 2020, were redeemed: \$288.2 million in April 2015 using proceeds from the IPO, \$183.0 million in August 2015 and \$153.8 million in December 2015.

On July 17, 2015, we refinanced our term loan under the Senior Secured Credit Facilities (the "Refinancing"). The Refinancing, among other things: (i) reduced the applicable margins used to calculate interest rates for term loans under our Senior Secured Credit Facilities to 3.25% for LIBOR rate loans and 2.25% for base rate loans, subject to a LIBOR floor of 1.00% (and one 25 basis point step down upon Summit LLC achieving a certain first lien net leverage ratio); (ii) increased term loans borrowed under our term loan facility from \$422.0 million to \$650.0 million; and (iii) created additional flexibility under the financial maintenance covenants, which are tested quarterly, by increasing the applicable maximum Consolidated First Lien Net Leverage Ratio (as defined in the Credit Agreement).

We used the net proceeds from the 2023 Notes and the Refinancing to finance the initial \$370.0 million cash to purchase the Davenport Assets, to refinance our existing senior secured term loan facility, to redeem \$183.0 million aggregate principal amount of our then outstanding 2020 Notes and to pay related fees and expenses.

**Cash Flows**

The following table summarizes our net cash provided by and used for operating, investing and financing activities and our capital expenditures for the periods indicated:

(in thousands)	Summit Inc.			Summit LLC		
	2018	2017	2016	2018	2017	2016
Net cash provided by (used in):						
Operating activities	\$209,368	\$292,183	\$244,863	\$209,368	\$295,132	\$244,877
Investing activities	(419,699 )	(552,475 )	(470,652 )	(419,699 )	(552,475 )	(470,652 )
Financing activities	(43,993 )	499,755	182,707	(43,993 )	497,526	182,990

**Operating Activities**

During the year ended December 29, 2018, cash provided by operating activities was \$209.4 million primarily as a result of:

Net income of \$36.3 million, adjusted for \$263.6 million of non-cash expenses, including \$208.8 million of depreciation, depletion, amortization and accretion, \$25.4 million of share-based compensation and \$57.5 million of change in deferred tax asset, net.

Billed and unbilled accounts receivable increased by \$14.5 million in fiscal 2018 as a result of increased revenue from our acquisitions as compared to fiscal 2017.

The timing of payments associated with accounts payable and accrued expenses of cash, which is consistent with the seasonality of our business whereby we build-up inventory levels and incur repairs and maintenance costs to ready the business for increased sales volumes in the summer and fall. These costs are typically incurred in the first half of the year and paid by year-end. In addition, we made \$103.3 million of interest payments in 2018.

During the year ended December 30, 2017, cash provided by operating activities was \$292.2 million primarily as a result of:

## Table of Contents

Net income of \$125.8 million, adjusted for \$81.1 million of non-cash expenses, including \$193.1 million of depreciation, depletion, amortization and accretion, \$21.1 million of share-based compensation and \$289.2 million of change in deferred tax asset, net.

Billed and unbilled accounts receivable increased by \$5.5 million in fiscal 2017 as a result of increased revenue from our acquisitions as compared to fiscal 2016.

Tax receivable agreement liability increased \$273.2 million as noted above.

The timing of payments associated with accounts payable and accrued expenses of cash, which is consistent with the seasonality of our business whereby we build-up inventory levels and incur repairs and maintenance costs to ready the business for increased sales volumes in the summer and fall. These costs are typically incurred in the first half of the year and paid by year-end. In addition, we made \$96.3 million of interest payments in 2017.

During the year ended December 31, 2016, cash provided by operating activities was \$244.9 million primarily as a result of:

Net income of \$46.1 million, adjusted for \$201.9 million of non-cash expenses, including \$160.6 million of depreciation, depletion, amortization and accretion and \$49.9 million of share-based compensation.

## Investing Activities

During the year ended December 29, 2018, cash used for investing activities was \$419.7 million, of which \$246.0 million related to the 12 acquisitions completed in the period and \$220.7 million was invested in capital expenditures, which was partially offset by \$21.6 million of proceeds from asset sales. Additionally, in September 2018 we received \$21.6 million of proceeds from the sale of a non-core business in the West segment.

During the year ended December 30, 2017, cash used for investing activities was \$552.5 million, of which \$374.9 million related to the 14 acquisitions completed in the period and \$194.1 million was invested in capital expenditures, which was partially offset by \$17.1 million of proceeds from asset sales.

During the year ended December 31, 2016, cash used for investing activities was \$470.7 million, of which \$337.0 million related to the nine acquisitions. In addition, we invested \$153.5 million in capital expenditures, partially offset by \$16.9 million of proceeds from asset sales.

## Financing Activities

During the year ended December 29, 2018, cash provided by financing activities was \$44.0 million. We received \$15.6 million of proceeds from stock option exercises and \$64.5 million from proceeds of debt issuance, which was offset by \$36.5 million of payments on acquisition related liabilities, and \$85.0 million in debt payments.

During the year ended December 30, 2017, cash provided by financing activities was \$499.8 million, which was primarily composed of \$237.6 million of net proceeds from the January 2017 issuance of 10,000,000 shares of Class A common stock and \$295.4 million of proceeds from the 2025 Notes, net of related fees and expenses. We made \$34.7 million of payments on acquisition related liabilities, and \$16.4 million in debt payments.

During the year ended December 31, 2016, cash provided by financing activities was \$182.7 million, which was primarily composed of \$246.3 million of proceeds from the 2022 Notes, net of fees. We made \$32.0 million of payments on acquisition related liabilities, and \$5.8 million in debt issuance costs.

### Cash Paid for Capital Expenditures

We expended approximately \$220.7 million in capital expenditures for the year ended December 29, 2018 compared to \$194.1 million and \$153.5 million in the years ended December 30, 2017 and December 31, 2016, respectively.

We estimate that we will invest between \$160.0 million and \$175.0 million in capital expenditures in 2019, which we expect to fund through cash on hand, cash from operations, outside financing arrangements and available borrowings under our revolving credit facility.

## Table of Contents

### Tax Receivable Agreement

Exchanges of LP Units for shares of Class A common stock are expected to result in increases in the tax basis of the tangible and intangible assets of Summit Holdings. These increases in tax basis may increase (for tax purposes) depreciation and amortization deductions and therefore reduce the amount of tax that Summit Inc. would otherwise be required to pay in the future. In connection with the IPO, we entered into a TRA with the holders of LP Units that provides for the payment by Summit Inc. to exchanging holders of LP Units of 85% of the benefits, if any, that Summit Inc. is deemed to realize as a result of these increases in tax basis and certain other tax benefits related to entering into the TRA, including tax benefits attributable to payments under the TRA. The increases in tax basis as a result of an exchange of LP Units for shares of Class A common stock, as well as the amount and timing of any payments under the TRA, are difficult to accurately estimate as they will vary depending upon a number of factors, including:

the timing of exchanges—for instance, the increase in any tax deductions will vary depending on the fair market value, which may fluctuate over time, of the depreciable or amortizable assets of Summit Holdings at the time of each exchange;

the price of shares of our Class A common stock at the time of the exchange—the increase in any tax deductions, as well as the tax basis increase in other assets, of Summit Holdings, is directly proportional to the price of shares of our Class A common stock at the time of the exchange;

the extent to which such exchanges are taxable—if an exchange is not taxable for any reason, increased deductions will not be available;

the amount and timing of our income—Summit Inc. is required to pay 85% of the cash tax savings as and when realized, if any. If Summit Inc. does not have taxable income, Summit Inc. is not required (absent a change of control or circumstances requiring an early termination payment) to make payments under the TRA for that taxable year because no cash tax savings will have been realized. However, any tax attributes that do not result in realized benefits in a given tax year will likely generate tax attributes that may be utilized to generate benefits in previous or future tax years. The utilization of such tax attributes will result in cash tax savings that will result in payments under the tax receivable agreement; and

the effective tax rate – The benefit that Summit Inc. realizes is dependent on the tax rate in effect at the time taxable income is generated.

We anticipate funding payments under the TRA from cash flows from operations, available cash and available borrowings under our Senior Secured Revolving Credit Facilities. As of December 29, 2018, we had accrued \$310.4 million as TRA liability. Other than \$0.7 million which will be paid in February 2019, the TRA liability is a long term liability as no additional payments are expected in the next twelve months.

In addition, the TRA provides that upon certain changes of control, Summit Inc.'s (or its successor's) obligations would be based on certain assumptions, including that Summit Inc. would have sufficient taxable income to fully utilize the deductions arising from tax basis and other tax attributes subject to the TRA. With respect to our obligations under the TRA relating to previously exchanged or acquired LP Units and certain net operating losses, we would be required to make a payment equal to the present value (at a discount rate equal to one year LIBOR plus 100 basis points) of the anticipated future tax benefits determined using assumptions (ii) through (v) of the following paragraph.

Furthermore, Summit Inc. may elect to terminate the TRA early by making an immediate payment equal to the present value of the anticipated future cash tax savings. In determining such anticipated future cash tax savings, the TRA



includes several assumptions, including that (i) any LP Units that have not been exchanged are deemed exchanged for the market value of the shares of Class A common stock at the time of termination, (ii) Summit Inc. will have sufficient taxable income in each future taxable year to fully realize all potential tax savings, (iii) Summit Inc. will have sufficient taxable income to fully utilize any remaining net operating losses subject to the TRA on a straight line basis over the shorter of the statutory expiration period for such net operating losses or the five-year period after the early termination or change of control, (iv) the tax rates for future years will be those specified in the law as in effect at the time of termination and (v) certain non-amortizable assets are deemed disposed of within specified time periods. In addition, the present value of such anticipated future cash tax savings are discounted at a rate equal to LIBOR plus 100 basis points.

As a result of the change in control provisions and the early termination right, Summit Inc. could be required to make payments under the TRA that are greater than or less than the specified percentage of the actual cash tax savings that Summit

Table of Contents

Inc. realizes in respect of the tax attributes subject to the TRA (although any such overpayment would be taken into account in calculating future payments, if any, under the TRA) or that are prior to the actual realization, if any, of such future tax benefits. Also, the obligations of Summit Inc. would be automatically accelerated and be immediately due and payable in the event that Summit Inc. breaches any of its material obligations under the agreement and in certain events of bankruptcy or liquidation. In these situations, our obligations under the TRA could have a substantial negative impact on our liquidity.

Under the terms of the TRA, we can terminate the TRA at any time, which would trigger a cash payment to the pre-IPO owners. Based upon a \$12.40 per share price of our Class A common stock, the closing price of our stock on December 29, 2018 and a contractually defined discount rate of 4.01%, we estimate that if we were to exercise our right to terminate the TRA, the aggregate amount required to settle the TRA would be approximately \$259 million.

## Contractual Obligations

The following table presents, as of December 29, 2018, our obligations and commitments to make future payments under contracts and contingent commitments (in thousands).

	Payments Due by Period						
	Total	2019	2020	2021	2022	2023	Thereafter
(in thousands)							
Short term borrowings and long-term debt, including current portion	\$1,830,611	\$6,354	\$7,942	\$6,354	\$256,354	\$656,354	\$897,253
Capital lease obligations	54,857	17,924	13,876	15,306	3,023	1,025	3,703
Operating lease obligations	46,380	9,479	8,101	6,701	4,279	3,411	14,409
Interest payments (1)	540,480	104,570	107,466	104,587	93,594	82,679	47,584
Acquisition-related liabilities	101,865	34,355	35,973	9,705	3,522	2,774	15,536
Royalty payments	114,793	7,124	6,929	6,665	6,742	6,656	80,677
Defined benefit plans (2)	16,875	1,005	1,108	1,747	1,277	951	10,787
Asset retirement obligation payments	92,456	4,032	3,147	1,814	1,977	2,385	79,101
Purchase commitments (3)	49,053	43,621	5,432	—	—	—	—
Payments pursuant to tax receivable agreement (4)	310,369	695	—	9,813	19,408	22,262	258,191
Other	23,278	6,038	10,756	2,477	2,205	1,802	—
Total contractual obligations	\$3,181,017	\$235,197	\$200,730	\$165,169	\$392,381	\$780,299	\$1,407,241

(1) Future interest payments were calculated using the applicable fixed and floating rates charged by our lenders in effect as of December 29, 2018 and may differ from actual results.

(2) Future payments to fund our defined benefit plans are estimated based on multiple assumptions which are enumerated in Note 14 to the consolidated financial statements included elsewhere in this report.

(3) Amounts represent purchase commitments entered into in the normal course of business, primarily for fuel purchases, the terms of which are generally one year.

(4) The total amount payable under our TRA is estimated at \$310.4 million as of December 29, 2018. Under the terms of the TRA, payment of amounts benefiting us is due to the pre-IPO owners within four months of the tax returns being submitted to the respective regulatory agencies when the benefits are realized. We currently are not estimating any benefits being realized through 2020. The estimated timing of TRA payments is subject to a number of factors, primarily around the timing of the generation of future taxable income in future years, which will be impacted by business activity in those periods.

## Commitments and Contingencies

We are party to certain legal actions arising from the ordinary course of business activities. Accruals are recorded when the outcome is probable and can be reasonably estimated. While the ultimate results of claims and litigation cannot be predicted with certainty, management expects that the ultimate resolution of all current pending or threatened claims and litigation will not have a material effect on our consolidated financial position, results of operations or liquidity. We record legal fees as incurred.

In March 2018, we were notified of an investigation by the CCB into pricing practices by certain asphalt paving contractors in British Columbia, including Winvan. We believe the investigation is focused on time periods prior to our April 2017 acquisition of Winvan and we are cooperating with the CCB. Although we currently do not believe this matter will have a

## Table of Contents

material adverse effect on our business, financial condition or results of operations, we are not able to predict the ultimate outcome or cost of the investigation at this time.

**Environmental Remediation and Site Restoration**—Our operations are subject to and affected by federal, state, provincial and local laws and regulations relating to the environment, health and safety and other regulatory matters. These operations require environmental operating permits, which are subject to modification, renewal and revocation. We regularly monitor and review its operations, procedures and policies for compliance with these laws and regulations. Despite these compliance efforts, risk of environmental liability is inherent in the operation of our business, as it is with other companies engaged in similar businesses and there can be no assurance that environmental liabilities and noncompliance will not have a material adverse effect on our consolidated financial condition, results of operations or liquidity.

**Other**—We are obligated under various firm purchase commitments for certain raw materials and services that are in the ordinary course of business. Management does not expect any significant changes in the market value of these goods and services during the commitment period that would have a material adverse effect on the financial condition, results of operations and cash flows of the Company. The terms of the purchase commitments generally approximate one year.

### Off-Balance Sheet Arrangements

As of December 29, 2018, we had no material off-balance sheet arrangements.

### Non-GAAP Performance Measures

We evaluate our operating performance using metrics that we refer to as “Adjusted EBITDA,” “Adjusted Cash Gross Profit” and “Adjusted Cash Gross Margin” which are not defined by U.S. GAAP and should not be considered as an alternative to earnings measures defined by U.S. GAAP. We define Adjusted EBITDA as EBITDA, adjusted to exclude accretion, loss on debt financings, loss from discontinued operations and certain non-cash and non-operating items. We define Adjusted Cash Gross Profit as operating income before general and administrative expenses, depreciation, depletion, amortization and accretion and transaction costs and Adjusted Cash Gross Margin as Adjusted Cash Gross Profit as a percentage of net revenue.

We present Adjusted EBITDA, Adjusted Cash Gross Profit and Adjusted Cash Gross Margin for the convenience of investment professionals who use such metrics in their analyses. The investment community often uses these metrics to assess the operating performance of a company’s business and to provide a consistent comparison of performance from period to period. We use these metrics, among others, to assess the operating performance of our individual segments and the consolidated company.

Non-GAAP financial measures are not standardized; therefore, it may not be possible to compare such financial measures with other companies’ non-GAAP financial measures having the same or similar names. We strongly encourage investors to review our consolidated financial statements in their entirety and not rely on any single financial measure.

The tables below reconcile our net income (loss) to EBITDA and Adjusted EBITDA and present Adjusted EBITDA by segment and reconcile operating income to Adjusted Cash Gross Profit for the periods indicated:

Table of Contents

Reconciliation of Net Income (Loss) to Adjusted EBITDA by Segment (\$ in thousands)	Year ended December 29, 2018				
	West	East	Cement	Corporate	Consolidated
Net income (loss) (1)	\$ 109,363	\$ 58,579	\$ 83,148	\$(214,760)	\$ 36,330
Interest expense (income) (1)	5,064	3,491	(6,815 )	114,808	116,548
Income tax expense	535	32	—	59,180	59,747
Depreciation, depletion and amortization	91,224	74,463	34,996	2,622	203,305
EBITDA	\$ 206,186	\$ 136,565	\$ 111,329	\$(38,150 )	\$ 415,930
Accretion	570	970	65	—	1,605
Loss on debt financings	—	—	—	149	149
Tax receivable agreement benefit (1)	—	—	—	(22,684 )	(22,684 )
Gain on sale of business	(12,108 )	—	—	—	(12,108 )
Transaction costs	(3 )	—	—	4,241	4,238
Non-cash compensation	—	—	—	25,378	25,378
Other (2)	(5,646 )	497	—	(1,098 )	(6,247 )
Adjusted EBITDA (1)	\$ 188,999	\$ 138,032	\$ 111,394	\$(32,164 )	\$ 406,261
Reconciliation of Net Income (Loss) to Adjusted EBITDA by Segment (\$ in thousands)	Year ended December 30, 2017				
	West	East	Cement	Corporate	Consolidated
Net income (loss) (1)	\$ 121,390	\$ 68,361	\$ 92,956	\$(156,930)	\$ 125,777
Interest expense (income) (1)	6,924	3,082	(3,760 )	102,303	108,549
Income tax expense (benefit)	1,910	(864 )	—	(285,023 )	(283,977 )
Depreciation, depletion and amortization	70,499	66,436	38,107	2,601	177,643
EBITDA	\$ 200,723	\$ 137,015	\$ 127,303	\$(337,049)	\$ 127,992
Accretion	815	816	244	—	1,875
Loss on debt financings	—	—	—	4,815	4,815
Tax receivable agreement expense	—	—	—	271,016	271,016
Transaction costs	(76 )	—	—	7,809	7,733
Non-cash compensation	—	—	—	21,140	21,140
Other	2,128	1,277	—	(2,199 )	1,206
Adjusted EBITDA (1)	\$ 203,590	\$ 139,108	\$ 127,547	\$(34,468 )	\$ 435,777

Table of Contents

Reconciliation of Net Income (Loss) to Adjusted EBITDA Year ended December 31, 2016					
by Segment	West	East	Cement	Corporate	Consolidated
(\$ in thousands)					
Net income (loss) (1)	\$86,040	\$66,661	\$79,280	\$(185,855)	\$ 46,126
Interest expense (1)	9,195	4,930	2,741	80,670	97,536
Income tax expense (benefit)	269	(2,156)	—	(3,412)	(5,299)
Depreciation, depletion and amortization	64,558	50,866	29,903	2,409	147,736
EBITDA	\$160,062	\$120,301	\$111,924	\$(106,188)	\$ 286,099
Accretion	787	674	103	—	1,564
IPO/ Legacy equity modification costs	—	—	—	37,257	37,257
Tax receivable agreement expense (1)	—	—	—	14,938	14,938
Transaction costs	382	25	—	6,390	6,797
Management fees and expenses	—	—	—	(1,379)	(1,379)
Non-cash compensation	—	—	—	12,683	12,683
Other	6,203	5,007	964	1,214	13,388
Adjusted EBITDA (1)	\$167,434	\$126,007	\$112,991	\$(35,085)	\$ 371,347

(1) The reconciliation of net income (loss) to Adjusted EBITDA is based on the financial results of Summit Inc. and its subsidiaries, which was \$27.5 million, \$8.3 million and \$16.0 million less than Summit LLC and its subsidiaries in the years ended December 29, 2018, December 30, 2017 and December 31, 2016, respectively, due to interest expense associated with a deferred consideration obligation, TRA expense and income tax benefit are obligations of Summit Holdings and Summit Inc., respectively, and are thus excluded from Summit LLC's consolidated net income.

(2) For the year ended December 29, 2018, we negotiated a \$6.9 million reduction in the amount of a contingent liability from one of our acquisitions. As we had passed the period to revise the opening balance sheet for this acquisition, the adjustment was recorded as other income.

Reconciliation of Working Capital	2018	2017
(\$ in thousands)		
Total current assets	\$591,540	\$783,601
Less total current liabilities	(260,657)	(249,975)
Working capital	\$330,883	\$533,626

Reconciliation of Operating Income to Adjusted Cash Gross Profit	2018	2017	2016	
(\$ in thousands)				
Operating income	\$162,466	\$220,877	\$154,662	
General and administrative expenses	253,609	242,670	243,512	
Depreciation, depletion, amortization and accretion	204,910	179,518	149,300	
Transaction costs	4,238	7,733	6,797	
Adjusted Cash Gross Profit (exclusive of items shown separately)	\$625,223	\$650,798	\$554,271	
Adjusted Cash Gross Profit Margin (exclusive of items shown separately) (1)	32.7	% 37.1	% 37.2	%

(1) Adjusted Cash Gross Margin, is defined as Adjusted Cash Gross Profit as a percentage of net revenue.

Critical Accounting Policies

Our management's discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial

statements and the reported amounts of revenue and expenses during the reported period.

## Table of Contents

On an ongoing basis, management evaluates its estimates, including those related to the valuation of accounts receivable, inventories, goodwill, intangibles and other long-lived assets, pension and other postretirement obligations and asset retirement obligations. We base our estimates and judgments on historical experience and on various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

### Acquisitions—Purchase Price Allocation

We regularly review strategic long-term plans, including potential investments in value-added acquisitions of related or similar businesses, which would increase our market share and/or are related to our existing markets. When an acquisition is completed, our consolidated statement of operations includes the operating results of the acquired business starting from the date of acquisition, which is the date that control is obtained. The purchase price is determined based on the fair value of assets given to and liabilities assumed from the seller as of the date of acquisition. We allocate the purchase price to the fair values of the tangible and intangible assets acquired and liabilities assumed as valued at the date of acquisition. Goodwill is recorded for the excess of the purchase price over the net of the fair value of the identifiable assets acquired and liabilities assumed as of the acquisition date. The estimation of fair values of acquired assets and assumed liabilities is judgmental and requires various assumptions and the amounts and useful lives assigned to depreciable and amortizable assets compared to amounts assigned to goodwill, which is not amortized, can significantly affect the results of operations in the period of and periods subsequent to a business combination.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction, and therefore represents an exit price. A fair value measurement assumes the highest and best use of the asset by market participants, considering the use of the asset that is physically possible, legally permissible, and financially feasible at the measurement date. We assign the highest level of fair value available to assets acquired and liabilities assumed based on the following options:

Level 1—Quoted prices in active markets for identical assets and liabilities.

Level 2—Observable inputs, other than quoted prices, for similar assets or liabilities in active markets.

Level 3—Unobservable inputs, which includes the use of valuation models.

Level 2 inputs are typically used to estimate the fair value of acquired machinery, equipment and land and assumed liabilities for asset retirement obligations, environmental remediation and compliance obligations and contingencies.

Level 3 inputs are used to estimate the fair value of acquired mineral reserves, mineral interests and separately-identifiable intangible assets.

There is a measurement period after the acquisition date during which we may adjust the amounts recognized for a business combination. Any such adjustments are based on us obtaining additional information that existed at the acquisition date regarding the assets acquired or the liabilities assumed. Measurement period adjustments are generally recorded as increases or decreases to the goodwill recognized in the transaction. The measurement period ends once we have obtained all necessary information that existed as of the acquisition date, but does not extend beyond one year from the date of acquisition. Any adjustments to assets acquired or liabilities assumed beyond the measurement period are recorded in earnings.



We paid cash of \$246.0 million and \$374.9 million, net of cash acquired, in business combinations and allocated this amount to assets acquired and liabilities assumed during the years ended December 29, 2018 and December 30, 2017, respectively.

#### Goodwill

Goodwill is tested annually for impairment and in interim periods if events occur indicating that the carrying amounts may be impaired. The evaluation involves the use of significant estimates and assumptions and considerable management judgment. Our judgments regarding the existence of impairment indicators and future cash flows are based on operational performance of our businesses, market conditions and other factors. Although there are inherent uncertainties in this assessment process, the estimates and assumptions we use, including estimates of future cash flows, volumes, market penetration and discount rates, are consistent with our internal planning. The estimated future cash flows are derived from internal operating budgets and forecasts for long-term demand and pricing in our industry and markets. If these estimates or their related

## Table of Contents

assumptions change in the future, we may be required to record an impairment charge on all or a portion of our goodwill. Furthermore, we cannot predict the occurrence of future impairment-triggering events nor the affect such events might have on our reported values. Future events could cause us to conclude that impairment indicators exist and that goodwill associated with our acquired businesses are impaired. Any resulting impairment loss could have an adverse effect on our financial condition and results of operations.

The annual goodwill test is performed by first assessing qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not (more than 50%) that the estimated fair value of a reporting unit is less than its carrying amount. If, as a result of the qualitative assessment, it is determined that an impairment is more likely than not, we are then required to perform the two-step quantitative impairment test, otherwise further analysis is not required. We also may elect not to perform the qualitative assessment and, instead, proceed directly to the two-step quantitative impairment test. The ultimate outcome of the goodwill impairment review for a reporting unit should be the same whether we choose to perform the qualitative assessment or proceed directly to the two-step quantitative impairment test.

Under the two-step quantitative impairment test, step one of the evaluation of impairment involves comparing the current fair value of each reporting unit to its carrying value, including goodwill. We use a discounted cash flow (“DCF”) model to estimate the current fair value of our reporting units when testing for impairment, as management believes forecasted cash flows are the best indicator of fair value. A number of significant assumptions and estimates are involved in the application of the DCF model to forecast operating cash flows, including macroeconomic trends in the reporting unit’s geographic area impacting private construction and public infrastructure industries, the timing of work embedded in our backlog, our performance and profitability under our contracts, our success in securing future sales and the appropriate interest rate used to discount the projected cash flows. We also perform a market assessment of our enterprise value. We believe the estimates and assumptions used in the valuations are reasonable.

In conjunction with our annual review of goodwill on the first day of the fourth quarter, we performed the qualitative assessment for twelve reporting units. As a result of this analysis, we determined that it is more likely than not that the fair value of the five reporting units was greater than its carrying value. We performed Step 1 of the impairment test for the remaining seven reporting units, for which all had estimated fair values exceeding carrying values by at least 10%.

As of December 29, 2018, we determined that no events or circumstances from October 1, 2018 through December 29, 2018 indicated that a further assessment was necessary.

## Revenue Recognition

We earn revenue from the sale of products, which primarily include aggregates, cement, ready-mix concrete and asphalt, but also include concrete products and plastics components, and from the provision of services, which are primarily paving and related services, but also include landfill operations, the receipt and disposal of waste that is converted to fuel for use in our cement plants and underground storage space rental.

## Products

We earn revenue from the sale of products, which primarily include aggregates, cement, ready-mix concrete and asphalt, but also include concrete products, net of discounts or allowances, if any, and freight and delivery charges billed to customers. Freight and delivery charges associated with cement sales are recorded on a net basis together with freight costs within cost of sales. Revenue for product sales is recognized when evidence of an arrangement exists and when control passes, which generally is when the product is shipped.

Aggregates and cement products are sold point-of-sale through purchase orders. When the product is sold on account, collectability typically occurs 30 to 60 days after the sale. Revenue is recognized when cash is received from the customer at the point of sale or when the products are delivered or collected on site. There are no other timing implications that will create a contract asset or liability, and contract modifications are unlikely given the timing and nature of the transaction. Material sales are likely to have multiple performance obligations if the product is sold with delivery. In these instances, delivery most often occurs on the same day as the control of the product transfers to the customer. As a result, even in the case of multiple performance obligations, the performance obligations are satisfied concurrently and revenue is recognized simultaneously.

#### Services

We earn revenue from the provision of services, which are primarily paving and related services, but also include landfill operations, the receipt and disposal of waste that is converted to fuel for use in our cement plants, and underground

## Table of Contents

storage space rental. Revenue from the receipt of waste fuels is recognized when the waste is accepted and a corresponding liability is recognized for the costs to process the waste into fuel for the manufacturing of cement or to ship the waste offsite for disposal in accordance with applicable regulations.

Collectability of service contracts is due reasonably after certain milestones in the contract are performed. Milestones vary by project, but are typically calculated using monthly progress based on the percentage of completion or a customer's engineer review of progress. The majority of the time, collection occurs within 90 days of billing and cash is received within the same fiscal year as services performed. On most projects, the customer will withhold a portion of the invoice for retainage, which may last longer than a year depending on the job.

Revenue derived from paving and related services is recognized using the percentage of completion method, which approximates progress towards completion. Under the percentage of completion method, we recognize paving and related services revenue as services are rendered. The majority of our construction service contracts are completed within one year, but may occasionally extend beyond this time frame. We estimate profit as the difference between total estimated revenue and total estimated cost of a contract and recognize that profit over the life of the contract based on input measures. We generally measure progress toward completion on long-term paving and related services contracts based on the proportion of costs incurred to date relative to total estimated costs at completion. We include revisions of estimated profits on contracts in earnings under the cumulative catch-up method, under which the effect of revisions in estimates is recognized immediately. If a revised estimate of contract profitability reveals an anticipated loss on the contract, we recognize the loss in the period it is identified.

The percentage of completion method of accounting involves the use of various estimating techniques to project costs at completion, and in some cases includes estimates of recoveries asserted against the customer for changes in specifications or other disputes. Contract estimates involve various assumptions and projections relative to the outcome of future events over multiple periods, including future labor productivity and availability, the nature and complexity of the work to be performed, the cost and availability of materials, the effect of delayed performance, and the availability and timing of funding from the customer. These estimates are based on our best judgment. A significant change in one or more of these estimates could affect the profitability of one or more of our contracts. We review our contract estimates regularly to assess revisions in contract values and estimated costs at completion. Inherent uncertainties in estimating costs make it at least reasonably possible that the estimates used will change within the near term and over the life of the contracts. No material adjustments to a contract were recognized in the year ended December 29, 2018.

We recognize claims when the amount of the claim can be estimated reliably and its realization is probable. In evaluating these criteria, we consider the contractual basis for the claim, the cause of any additional costs incurred, the reasonableness of those costs and the objective evidence available to support the claim.

When the contract includes variable consideration, we estimate the amount of consideration to which we will be entitled in exchange for transferring the promised goods or services to a customer. The amount of estimated variable consideration included in the transaction price is the amount for which it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Types of variable consideration include, but are not limited to, liquidated damages and other performance penalties and production and placement bonuses.

The majority of contract modifications relate to the original contract and are often an extension of the original performance obligation. Predominately, modifications are not distinct from the terms in the original contract; therefore, they are considered part of a single performance obligation. We account for the modification using a cumulative catch-up adjustment. However, there are instances where goods or services in a modification are distinct from those transferred prior to the modification. In these situations, we account for the modifications as either a

separate contract or prospectively depending on the facts and circumstances of the modification.

Generally, construction contracts contain mobilization costs which are categorized as costs to fulfill a contract. These costs are excluded from any measure of progress toward contract fulfillment. These costs do not result in the transfer of control of a good or service to the customer and are amortized over the life of the contract.

Costs and estimated earnings in excess of billings are composed principally of revenue recognized on contracts on the percentage of completion method for which billings had not been presented to customers because the amounts were not billable under the contract terms at the balance sheet date. In accordance with the contract terms, the unbilled receivables at the balance sheet date are expected to be billed in following periods. Billings in excess of costs and estimated earnings represent billings in excess of revenue recognized. Contract assets and liabilities are netted on a contract-by-contract basis.

## Table of Contents

### Income Taxes

Summit Inc. is a corporation subject to income taxes in the United States. Certain subsidiaries, including Summit Holdings, or subsidiary groups of the Company are taxable separate from Summit Inc. The provisions for income taxes, or Summit Inc.'s proportional share of the provision, are included in the Company's consolidated financial statements.

The Company's deferred income tax assets and liabilities are computed for differences between the tax basis and financial statement amounts that will result in taxable or deductible amounts in the future. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible, as well as consideration of tax-planning strategies to determine whether we may seek to utilize any net operating loss carryforwards scheduled to expire in the near future. The computed deferred balances are based on enacted tax laws and applicable rates for the periods in which the differences are expected to affect taxable income. A valuation allowance is recognized for deferred tax assets if it is more likely than not that some portion or all of the net deferred tax assets will not be realized. In making such a determination, all available positive and negative evidence is considered, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If the Company determines it would be able to realize its deferred tax assets for which a valuation allowance had been recorded, then an adjustment would be made to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

The Company evaluates the tax positions taken on income tax returns that remain open and positions expected to be taken on the current year tax returns to identify uncertain tax positions. Unrecognized tax benefits on uncertain tax positions are recorded on the basis of a two-step process in which (1) the Company determines whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, the largest amount of tax benefit that is more than 50 percent likely to be realized is recognized. Interest and penalties related to unrecognized tax benefits are recorded in income tax benefit.

### Tax Receivable Agreement

**Tax Receivable Agreement**— When Summit Inc. purchases LP Units for cash or LP Units are exchanged for shares of Class A common stock, this results in increases in Summit Inc.'s share of the tax basis of the tangible and intangible assets of Summit Holdings, which increases the tax depreciation and amortization deductions that otherwise would not have been available to Summit Inc. These increases in tax basis and tax depreciation and amortization deductions are expected to reduce the amount of cash taxes that we would otherwise be required to pay in the future. In connection with our IPO, we entered into a TRA with the holders of the LP Units and the pre-IPO owners that provides for the payment by Summit Inc. to exchanging holders of LP Units of 85% of the benefits, if any, that Summit Inc. actually realizes (or, under certain circumstances such as an early termination of the TRA is deemed to realize) as a result of (i) these increases in tax basis and (ii) our utilization of certain net operating losses of the pre-IPO owners and certain other tax benefits related to entering into the TRA, including tax benefits attributable to payments under the TRA.

We periodically evaluate the realizability of the deferred tax assets resulting from the exchange of LP Units for Class A common stock. Our evaluation considers all sources of taxable income; all evidence, both positive and negative, is considered to determine whether, based on the weight of that evidence, a valuation allowance is needed for some portion or all of the deferred tax assets. If the deferred tax assets are determined to be realizable, we then assess whether payment of amounts under the TRA have become probable. If so, we record a TRA liability of 85% of such deferred tax assets. In subsequent periods, we assess the realizability of all of our deferred tax assets subject to the TRA. Should we determine a deferred tax asset with a valuation allowance is realizable in a subsequent period, the

related valuation allowance will be released and consideration of a corresponding TRA liability will be assessed. The realizability of deferred tax assets, including those subject to the TRA, is dependent upon the generation of future taxable income during the periods in which those deferred tax assets become deductible and consideration of prudent and feasible tax-planning strategies.

The measurement of the TRA is accounted for as a contingent liability. Therefore, once we determine that a payment to a pre-IPO owner has become probable and can be estimated, the estimate of payment is accrued.

#### New Accounting Pronouncements Not Yet Adopted

In August 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2018-15, Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract, which reduces the accounting

## Table of Contents

complexity for implementing a cloud computing arrangement. The ASU aligns with the capitalization of implementation costs among hosting arrangements and costs incurred to develop internal-use software. The ASU is effective for fiscal years beginning after December 15, 2019 and interim periods within those fiscal years. Early adoption is permitted. We are compiling a list of contracts and are beginning to assess the impact of adopting this ASU.

In August 2018, the FASB issued ASU No. 2018-14, Compensation-Retirement Benefits-Defined Benefit Plans-General (Subtopic 715-20): Disclosure Framework Changes to The Disclosure Requirements for Defined Benefits Plans, which modifies the disclosure requirements of employer-sponsored defined benefit and other postretirement benefits plans. The ASU is effective for fiscal years beginning after December 15, 2020 and interim periods within those fiscal years. Early adoption is permitted. We are evaluating the additional disclosure requirements and beginning to assess the impact of adopting this ASU.

### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We are exposed to certain market risks arising from transactions that are entered into in the normal course of business. Our operations are highly dependent upon the interest rate sensitive construction industry as well as the general economic environment. Consequently, these marketplaces could experience lower levels of economic activity in an environment of rising interest rates or escalating costs. Management has considered the current economic environment and its potential effect to our business. Demand for materials based products, particularly in the residential and nonresidential construction markets, could decline if companies and consumers are unable to obtain financing for construction projects or if an economic recession causes delays or cancellations to capital projects. Additionally, in preceding years, declining tax revenue, state budget deficits and unpredictable or inconsistent federal funding have negatively affected states' abilities to finance infrastructure construction projects.

#### Commodity and Energy Price Risk

We are subject to commodity price risk with respect to price changes in liquid asphalt and energy, including fossil fuels and electricity for aggregates, cement, ready mix concrete and asphalt paving mix production, natural gas for hot mix asphalt production and diesel fuel for distribution vehicles and production related mobile equipment. Liquid asphalt escalators in most of our public infrastructure contracts limit our exposure to price fluctuations in this commodity, and we seek to obtain escalators on private and commercial contracts. Similarly, in periods of decreasing oil prices, a portion of the cost savings will be recouped by our end customers. Changes in oil prices also could affect demand in certain of our markets, particularly in Midland/Odessa, Texas and indirectly in Houston, Texas, which collectively represented approximately 11.5% of our consolidated revenue in 2017. In addition, we enter into various firm purchase commitments, with terms generally less than one year, for certain raw materials.

For the year ended December 29, 2018, our costs associated with liquid asphalt and energy amounted to approximately \$239.6 million. Accordingly, a 10% increase or decrease in the total cost of liquid asphalt and energy would have decreased or increased, respectively, our operating results for the year by approximately \$24.0 million. However, this does not take into consideration liquid asphalt escalators in certain contracts or forward purchase commitments put into place before December 29, 2018.

#### Inflation Risk

Inflation rates in recent years have not been a significant factor in our revenue or earnings due to relatively low inflation and our ability to recover increasing costs by obtaining higher prices for our products, including sale price escalators in place for most public infrastructure sector contracts. Inflation risk varies with the level of activity in the construction industry, the number, size and strength of competitors and the availability of products to supply a local



market.

#### Foreign Currency Risk

In 2014, we expanded our operations into Canada with the acquisition of Mainland. With this expansion, we became subject to foreign currency risk related to changes in the U.S. dollar/Canadian dollar exchange rates. A 10% adverse change in foreign currency rates from December 2018 levels would not have had a material effect on our financial condition, results of operations or liquidity.

#### Interest Rate Risk

As of December 29, 2018, we had \$630.6 million in term loans outstanding which bear interest at a variable rate. As of December 29, 2018, the rate in effect was the one month LIBOR of 2.52%. Therefore, a 100 basis point increase in the interest

70

---

Table of Contents

rate at December 29, 2018 would only have increased the rate from 2.52% to 3.52%, the effect of which would have been an increase of \$6.3 million on annual interest expense.

On January 19, 2017, we amended the Credit Agreement and, as a result, the floor decreased from 1.00% to 0.75% and the applicable margin was reduced. On November 21, 2017, Summit LLC entered into Amendment No. 2 to the Amended and Restated Credit Agreement, which, among other things, extended the maturity date from 2022 to 2024 and reduced the applicable margin in respect of the \$635.4 million outstanding principal amount of term loans thereunder. On May 22, 2018, Summit LLC entered into Amendment No. 3 to the Amended and Restated Credit Agreement, which further reduced the applicable margin in respect of the \$633.8 million outstanding principal amount of term loans thereunder.

The Company has entered into interest rate derivatives on \$200.0 million of its term loan borrowings to add stability to interest expense and to manage its exposure to interest rate movements. The derivative is set to expire in September 2019.

At our cement plants, we sponsored two non-contributory defined benefit pension plans for certain hourly and salaried employees and two healthcare and life insurance benefits plans for certain eligible retired employees. As of January 2014, the two pension plans had been frozen to new participants and future benefit accruals and the healthcare and life insurance benefit plan has been amended to eliminate all future retiree health and life coverage for current employees. As a result of the acquisition of the Davenport Assets in 2015, the hourly defined benefit pension plan was amended to permit a new group of participants into the plan to accrue benefits in accordance with the terms of the collective bargaining agreement covering such Davenport employees. As a result of the collective bargaining unit negotiations in 2017, the hourly defined benefit pension plan was amended to stop future benefit accruals for the Davenport employees effective December 31, 2017. In addition, the company adopted one new retiree healthcare plan to provide benefits prior to Medicare eligibility for certain hourly Davenport employees. Our results of operations are affected by our net periodic benefit cost from these plans, which was \$1.0 million in 2017. Assumptions that affect this expense include the discount rate and, for the pension plans only, the expected long-term rate of return on assets. Therefore, we have interest rate risk associated with these factors.

The healthcare and life insurance benefit plans are exposed to changes in the cost of healthcare services. A one percentage point increase or decrease in assumed health care cost trend rates would have affected the accumulated postretirement benefit obligation by approximately \$0.8 million or \$(0.7) million, respectively, at December 29, 2018.

Table of Contents

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors  
Summit Materials, Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Summit Materials, Inc. and subsidiaries (the Company) as of December 29, 2018 and December 30, 2017, the related consolidated statements of operations, comprehensive loss, changes in redeemable noncontrolling interest and stockholders' equity, and cash flows for each of the fiscal years ended December 29, 2018, December 30, 2017 and December 31, 2016 and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 29, 2018 and December 30, 2017, and the results of its operations and its cash flows for each of the fiscal years ended December 29, 2018, December 30, 2017 and December 31, 2016, in conformity with U.S. generally accepted accounting principles. We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 29, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 6, 2019 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We have served as the Company's auditor since 2012.  
Denver, Colorado  
February 6, 2019

Table of Contents

## SUMMIT MATERIALS, INC. AND SUBSIDIARIES

## Consolidated Balance Sheets

December 29, 2018 and December 30, 2017

(In thousands, except share and per share amounts)

	2018	2017
Assets		
Current assets:		
Cash and cash equivalents	\$ 128,508	\$ 383,556
Accounts receivable, net	214,518	198,330
Costs and estimated earnings in excess of billings	18,602	9,512
Inventories	213,851	184,439
Other current assets	16,061	7,764
Total current assets	591,540	783,601
Property, plant and equipment	1,780,132	1,615,424
Goodwill	1,192,028	1,036,320
Intangible assets	18,460	16,833
Deferred tax assets	225,397	284,092
Other assets	50,084	51,063
Total assets	\$3,857,641	\$3,787,333
Liabilities and Stockholders' Equity		
Current liabilities:		
Current portion of debt	\$6,354	\$4,765
Current portion of acquisition-related liabilities	34,270	14,087
Accounts payable	107,702	98,744
Accrued expenses	100,491	116,629
Billings in excess of costs and estimated earnings	11,840	15,750
Total current liabilities	260,657	249,975
Long-term debt	1,807,502	1,810,833
Acquisition-related liabilities	49,468	58,135
Tax receivable agreement liability	309,674	331,340
Other noncurrent liabilities	88,195	65,329
Total liabilities	2,515,496	2,515,612
Commitments and contingencies (see note 16)		
Stockholders' equity:		
Class A common stock, par value \$0.01 per share; 1,000,000,000 shares authorized, 111,658,927 and 110,350,594 shares issued and outstanding as of December 29, 2018 and December 30, 2017, respectively	\$ 1,117	\$ 1,104
Class B common stock, par value \$0.01 per share; 250,000,000 shares authorized, 99 and 100 shares issued and outstanding as of December 29, 2018 and December 30, 2017, respectively	—	—
Additional paid-in capital	1,194,204	1,154,220
Accumulated earnings	129,739	95,833
Accumulated other comprehensive income	2,681	7,386
Stockholders' equity	1,327,741	1,258,543
Noncontrolling interest in Summit Holdings	14,404	13,178
Total stockholders' equity	1,342,145	1,271,721
Total liabilities and stockholders' equity	\$3,857,641	\$3,787,333

See accompanying notes to consolidated financial statements.



Table of Contents

## SUMMIT MATERIALS, INC. AND SUBSIDIARIES

## Consolidated Statements of Operations

Years ended December 29, 2018, December 30, 2017 and December 31, 2016

(In thousands, except share and per share amounts)

	2018	2017	2016	
Revenue:				
Product	\$ 1,600,159	\$ 1,449,936	\$ 1,223,008	
Service	309,099	302,473	265,266	
Net revenue	1,909,258	1,752,409	1,488,274	
Delivery and subcontract revenue	191,744	180,166	137,789	
Total revenue	2,101,002	1,932,575	1,626,063	
Cost of revenue (excluding items shown separately below):				
Product	1,058,544	898,281	751,419	
Service	225,491	203,330	182,584	
Net cost of revenue	1,284,035	1,101,611	934,003	
Delivery and subcontract cost	191,744	180,166	137,789	
Total cost of revenue	1,475,779	1,281,777	1,071,792	
General and administrative expenses	253,609	242,670	243,512	
Depreciation, depletion, amortization and accretion	204,910	179,518	149,300	
Transaction costs	4,238	7,733	6,797	
Operating income	162,466	220,877	154,662	
Interest expense	116,548	108,549	97,536	
Loss on debt financings	149	4,815	—	
Tax receivable agreement (benefit) expense	(22,684	) 271,016	14,938	
Gain on sale of business	(12,108	) —	—	
Other (income) loss, net	(15,516	) (5,303	) 1,361	
Income (loss) from operations before taxes	96,077	(158,200	) 40,827	
Income tax expense (benefit)	59,747	(283,977	) (5,299	)
Net income	36,330	125,777	46,126	
Net (loss) income attributable to noncontrolling interest in subsidiaries	—	(27	) 16	
Net income attributable to Summit Holdings	2,424	3,974	9,327	
Net income attributable to Summit Inc.	\$33,906	\$ 121,830	\$ 36,783	
Income per share of Class A common stock:				
Basic	\$0.30	\$ 1.12	\$ 0.52	
Diluted	\$0.30	\$ 1.11	\$ 0.52	
Weighted average shares of Class A common stock:				
Basic	111,380,175	108,696,438	70,355,042	
Diluted	112,316,646	109,490,898	70,838,508	

See accompanying notes to consolidated financial statements.

Table of Contents

## SUMMIT MATERIALS, INC. AND SUBSIDIARIES

## Consolidated Statements of Comprehensive Loss

Years ended December 29, 2018, December 30, 2017 and December 31, 2016

(In thousands)

	2018	2017	2016
Net income	\$36,330	\$125,777	\$46,126
Other comprehensive income (loss):			
Postretirement curtailment adjustment	—	429	—
Postretirement liability adjustment	1,661	699	426
Foreign currency translation adjustment	(9,348 )	7,768	2,125
Income (loss) on cash flow hedges	1,206	1,413	(1,529 )
Less tax effect of other comprehensive income (loss) items	1,578	(288 )	—
Other comprehensive (loss) income:	(4,903 )	10,021	1,022
Comprehensive income	31,427	135,798	47,148
Less comprehensive (loss) income attributable to the noncontrolling interest in consolidated subsidiaries	—	(27 )	16
Less comprehensive income attributable to Summit Holdings	2,226	4,360	9,803
Comprehensive income attributable to Summit Inc.	\$29,201	\$131,465	\$37,329

See accompanying notes to consolidated financial statements.

Table of Contents

## SUMMIT MATERIALS, INC. AND SUBSIDIARIES

## Consolidated Statements of Cash Flows

Years ended December 29, 2018, December 30, 2017 and December 31, 2016

(In thousands)

	2018	2017	2016
Cash flow from operating activities:			
Net income	\$36,330	\$125,777	\$46,126
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation, depletion, amortization and accretion	208,772	193,107	160,633
Share-based compensation expense	25,378	21,140	49,940
Net gain on asset disposals	(30,093 )	(7,638 )	(3,102 )
Non-cash loss on debt financings	—	3,856	—
Change in deferred tax asset, net	57,490	(289,219 )	(4,263 )
Other	2,018	(2,359 )	(1,282 )
(Increase) decrease in operating assets, net of acquisitions and dispositions:			
Accounts receivable, net	(5,796 )	(3,720 )	2,511
Inventories	(11,598 )	(18,609 )	(10,297 )
Costs and estimated earnings in excess of billings	(8,702 )	(1,825 )	(2,684 )
Other current assets	(7,159 )	8,703	(5,518 )
Other assets	(106 )	(3,103 )	(2,350 )
(Decrease) increase in operating liabilities, net of acquisitions and dispositions:			
Accounts payable	(13,403 )	6,192	(5,751 )
Accrued expenses	(16,544 )	(7,006 )	13,196
Billings in excess of costs and estimated earnings	(5,052 )	109	700
Tax receivable agreement liability	(21,666 )	273,194	58,145
Other liabilities	(501 )	(6,416 )	(51,141 )
Net cash provided by operating activities	209,368	292,183	244,863
Cash flow from investing activities:			
Acquisitions, net of cash acquired	(246,017 )	(374,930 )	(336,958 )
Purchases of property, plant and equipment	(220,685 )	(194,146 )	(153,483 )
Proceeds from the sale of property, plant and equipment	21,635	17,072	16,868
Proceeds from sale of business	21,564	—	—
Other	3,804	(471 )	2,921
Net cash used for investing activities	(419,699 )	(552,475 )	(470,652 )
Cash flow from financing activities:			
Proceeds from equity offerings	—	237,600	—
Capital issuance costs	—	(627 )	(136 )
Proceeds from debt issuances	64,500	302,000	354,000
Debt issuance costs	(550 )	(6,416 )	(5,801 )
Payments on debt	(85,042 )	(16,438 )	(120,702 )
Purchase of noncontrolling interests	—	(532 )	—
Payments on acquisition-related liabilities	(36,504 )	(34,650 )	(32,040 )
Distributions from partnership	(69 )	(1,974 )	(13,034 )
Proceeds from stock option exercises	15,615	21,661	440
Other	(1,943 )	(869 )	(20 )
Net cash (used in) provided by financing activities	(43,993 )	499,755	182,707
Impact of foreign currency on cash	(724 )	701	69
Net (decrease) increase in cash	(255,048 )	240,164	(43,013 )
Cash and cash equivalents—beginning of period	383,556	143,392	186,405



Edgar Filing: Summit Materials, Inc. - Form 10-K

Cash and cash equivalents—end of period	\$128,508	\$383,556	\$143,392
---	-----------	-----------	-----------

See accompanying notes to consolidated financial statements.

76

---

Table of Contents

## SUMMIT MATERIALS, INC. AND SUBSIDIARIES

Consolidated Statements of Changes in Redeemable Noncontrolling Interest and Stockholders' Equity  
Years ended December 29, 2018, December 30, 2017 and December 31, 2016

(In thousands, except share amounts)

	Summit Materials, Inc.								Noncontrolling Interest in Summit Holdings	Total Equity
	Noncontrolling Interest in Subsidiaries	Accumulated Earnings	Accumulated Comprehensive Income (Loss)	Class A Common Stock Shares	Class A Common Stock Dollars	Class B Common Stock Shares	Class B Common Stock Dollars	Additional Paid-in Capital		
Balance — January 2, 2016	\$1,362	\$10,870	\$(2,795)	49,745,944	\$497	69,007,297	\$690	\$619,003	\$138,233	\$767,000
Net income	16	36,783	—	—	—	—	—	—	9,327	46,126
LP Unit exchanges	—	—	—	45,124,528	451	—	—	117,813	(118,264)	—
Other comprehensive income	—	—	546	—	—	—	—	—	476	1,022
Stock option exercises	—	—	—	24,354	2	—	—	438	—	440
Class B share cancellation	—	—	—	—	—	(69,007,197)	(690)	690	—	—
Share-based compensation	—	(1,684)	—	—	—	—	—	51,624	—	49,940
Dividend (0.012/share)	—	(26,941)	—	1,135,692	11	—	—	27,047	(121)	(4)
Distributions from partnership	—	—	—	—	—	—	—	—	(13,034)	(13,034)
Other	—	—	—	2,704	—	—	—	7,689	—	7,689
Balance — December 31, 2016	\$1,378	\$19,028	\$(2,249)	96,033,222	\$961	100	\$—	\$824,304	\$16,617	\$860,000
Net (loss) income	(27)	121,830	—	—	—	—	—	—	3,974	125,703
Issuance of Class A Shares	—	—	—	10,000,000	100	—	—	238,367	(1,496)	236,971
LP Unit exchanges	—	—	—	1,461,677	15	—	—	4,159	(4,174)	—
Other comprehensive income, net of tax	—	—	9,635	—	—	—	—	—	386	10,021
Stock option exercises	—	—	—	1,203,121	12	—	—	21,649	—	21,661
Share-based compensation	—	—	—	—	—	—	—	21,140	—	21,140
Dividend (0.014/share)	—	(45,025)	—	1,521,056	15	—	—	45,163	(155)	(2)
Distributions from partnership	—	—	—	—	—	—	—	—	(1,974)	(1,974)
Purchase of noncontrolling	(1,148)	—	—	—	—	—	—	—	—	(1,148)

Edgar Filing: Summit Materials, Inc. - Form 10-K

interest

Shares redeemed to settle taxes and other	(203 )	—	—	131,518	1	—	—	(562 )	—	(764
Balance — December 30, 2017	\$—	\$95,833	\$7,386	110,350,594	\$1,104	100	\$—	\$1,154,220	\$13,178	\$1,27
Net income	—	33,906	—	—	—	—	—	—	2,424	36,33
LP Unit exchanges	—	—	—	254,102	2	—	—	929	(931 )	—
Other comprehensive loss, net of tax	—	—	(4,705 )	—	—	—	—	—	(198 )	(4,903
Stock option exercises	—	—	—	863,898	9	—	—	15,607	—	15,61
Share-based compensation	—	—	—	—	—	—	—	25,378	—	25,37
Distributions from partnership	—	—	—	—	—	—	—	—	(69 )	(69
Shares redeemed to settle taxes and other	—	—	—	190,333	2	(1 )	—	(1,930 )	—	(1,928
Balance — December 29, 2018	\$—	\$129,739	\$2,681	111,658,927	\$1,117	99	\$—	\$1,194,204	\$14,404	\$1,34

See accompanying notes to consolidated financial statements.

Table of Contents

SUMMIT MATERIALS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in tables in thousands, unless otherwise noted)

(1) Summary of Organization and Significant Accounting Policies

Summit Materials, Inc. (“Summit Inc.” and, together with its subsidiaries, the “Company”) is a vertically-integrated construction materials company. The Company is engaged in the production and sale of aggregates, cement, ready-mix concrete, asphalt paving mix and concrete products and owns and operates quarries, sand and gravel pits, two cement plants, cement distribution terminals, ready-mix concrete plants, asphalt plants and landfill sites. It is also engaged in paving and related services. The Company’s three operating and reporting segments are the West, East and Cement segments.

Substantially all of the Company’s products and services are produced, consumed and performed outdoors, primarily in the spring, summer and fall. Seasonal changes and other weather-related conditions can affect the production and sales volumes of its products and delivery of services. Therefore, the financial results for any interim period are typically not indicative of the results expected for the full year. Furthermore, the Company’s sales and earnings are sensitive to national, regional and local economic conditions and to cyclical changes in construction spending, among other factors.

On September 23, 2014, Summit Inc. was formed as a Delaware corporation to be a holding company. Its sole material asset is a controlling equity interest in Summit Materials Holdings L.P. (“Summit Holdings”). Pursuant to a reorganization into a holding company structure (the “Reorganization”) consummated in connection with Summit Inc.’s March 2015 initial public offering, Summit Inc. became a holding corporation operating and controlling all of the business and affairs of Summit Holdings and its subsidiaries. Summit Inc. owns the majority of the partnership interests of Summit Holdings (see note 11, Stockholders’ Equity). Summit Materials, LLC (“Summit LLC”) an indirect wholly owned subsidiary of Summit Holdings, conducts the majority of our operations. Continental Cement Company, L.L.C. (“Continental Cement”) is also a wholly owned subsidiary of Summit LLC. Summit Materials Finance Corp. (“Summit Finance”), an indirect wholly owned subsidiary of Summit LLC, has jointly issued our Senior Notes as described below.

**Principles of Consolidation**—The consolidated financial statements include the accounts of Summit Inc. and its majority owned subsidiaries. All intercompany balances and transactions have been eliminated. As a result of the Reorganization, Summit Holdings became a variable interest entity over which Summit Inc. has 100% voting power and control and for which Summit Inc. has the obligation to absorb losses and the right to receive benefits.

The Company’s fiscal year is based on a 52-53 week year with each quarter composed of 13 weeks ending on a Saturday. The 53-week year occurs approximately once every seven years and last occurred in 2015.

For a summary of the changes in Summit Inc.’s ownership of Summit Holdings, see Note 11, Stockholders’ Equity.

The Company attributes consolidated stockholders’ equity and net income separately to the controlling and noncontrolling interests. The Company accounts for investments in entities for which it has an ownership of 20% to 50% using the equity method of accounting.

**Use of Estimates**—Preparation of these consolidated financial statements in conformity with U.S. generally accepted accounting principles (“U.S. GAAP”) requires management to make estimates and assumptions. These estimates and the

underlying assumptions affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities and reported amounts of revenue and expenses. Such estimates include the valuation of accounts receivable, inventories, valuation of deferred tax assets, goodwill, intangibles and other long-lived assets, the tax receivable agreement (“TRA”) liability, pension and other postretirement obligations, and asset retirement obligations. Estimates also include revenue earned on contracts and costs to complete contracts. Most of the Company’s paving and related services are performed under fixed unit-price contracts with state and local governmental entities. Management regularly evaluates its estimates and assumptions based on historical experience and other factors, including the current economic environment. As future events and their effects cannot be determined with precision, actual results can differ significantly from estimates made. Changes in estimates, including those resulting from continuing changes in the economic environment, are reflected in the Company’s consolidated financial statements when the change in estimate occurs.

**Business and Credit Concentrations**—The Company’s operations are conducted primarily across 23 U.S. states and in British Columbia, Canada, with the most significant revenue generated in Texas, Utah, Kansas and Missouri. The Company’s

## Table of Contents

accounts receivable consist primarily of amounts due from customers within these areas. Therefore, collection of these accounts is dependent on the economic conditions in the aforementioned states, as well as specific situations affecting individual customers. Credit granted within the Company's trade areas has been granted to many customers and management does not believe that a significant concentration of credit exists with respect to any individual customer or group of customers. No single customer accounted for more than 10% of the Company's total revenue in 2018, 2017 or 2016.

**Accounts Receivable**—Accounts receivable are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollectible amounts through a charge to earnings and a credit to a valuation allowance based on its assessment of the collectability of individual accounts. In establishing the allowance, management considers historical losses adjusted to take into account current market conditions and its customers' financial condition, the amount of receivables in dispute, the current receivables aging and current payment terms. Balances that remain outstanding after reasonable collection efforts are exercised are written off through a charge to the valuation allowance.

The balances billed but not paid by customers, pursuant to retainage provisions included in contracts, are generally due upon completion of the contracts.

**Revenue Recognition**—We earn revenue from the sale of products, which primarily include aggregates, cement, ready-mix concrete and asphalt, but also include concrete products and plastics components, and from the provision of services, which are primarily paving and related services, but also include landfill operations, the receipt and disposal of waste that is converted to fuel for use in our cement plants and underground storage space rental.

### Products

We earn revenue from the sale of products, which primarily include aggregates, cement, ready-mix concrete and asphalt, but also include concrete products, net of discounts or allowances, if any, and freight and delivery charges billed to customers. Freight and delivery charges associated with cement sales are recorded on a net basis together with freight costs within cost of sales. Revenue for product sales is recognized when evidence of an arrangement exists and when control passes, which generally is when the product is shipped.

Aggregates and cement products are sold point-of-sale through purchase orders. When the product is sold on account, collectability typically occurs 30 to 60 days after the sale. Revenue is recognized when cash is received from the customer at the point of sale or when the products are delivered or collected on site. There are no other timing implications that will create a contract asset or liability, and contract modifications are unlikely given the timing and nature of the transaction. Material sales are likely to have multiple performance obligations if the product is sold with delivery. In these instances, delivery most often occurs on the same day as the control of the product transfers to the customer. As a result, even in the case of multiple performance obligations, the performance obligations are satisfied concurrently and revenue is recognized simultaneously.

### Services

We earn revenue from the provision of services, which are primarily paving and related services, but also include landfill operations, the receipt and disposal of waste that is converted to fuel for use in our cement plants, and underground storage space rental. Revenue from the receipt of waste fuels is recognized when the waste is accepted and a corresponding liability is recognized for the costs to process the waste into fuel for the manufacturing of cement or to ship the waste offsite for disposal in accordance with applicable regulations.

Collectability of service contracts is due reasonably after certain milestones in the contract are performed. Milestones vary by project, but are typically calculated using monthly progress based on the percentage of completion or a customer's engineer review of progress. The majority of the time, collection occurs within 90 days of billing and cash is received within the same fiscal year as services performed. On most projects, the customer will withhold a portion of the invoice for retainage, which may last longer than a year depending on the job.

Revenue derived from paving and related services is recognized using the percentage of completion method, which approximates progress towards completion. Under the percentage of completion method, we recognize paving and related services revenue as services are rendered. The majority of our construction service contracts are completed within one year, but may occasionally extend beyond this time frame. We estimate profit as the difference between total estimated revenue and total estimated cost of a contract and recognize that profit over the life of the contract based on input measures. We generally measure progress toward completion on long-term paving and related services contracts based on the proportion of costs incurred to date relative to total estimated costs at completion. We include revisions of estimated profits on contracts in earnings under the cumulative catch-up method, under which the effect of revisions in estimates is recognized immediately. If a

## Table of Contents

revised estimate of contract profitability reveals an anticipated loss on the contract, we recognize the loss in the period it is identified.

The percentage of completion method of accounting involves the use of various estimating techniques to project costs at completion, and in some cases includes estimates of recoveries asserted against the customer for changes in specifications or other disputes. Contract estimates involve various assumptions and projections relative to the outcome of future events over multiple periods, including future labor productivity and availability, the nature and complexity of the work to be performed, the cost and availability of materials, the effect of delayed performance, and the availability and timing of funding from the customer. These estimates are based on our best judgment. A significant change in one or more of these estimates could affect the profitability of one or more of our contracts. We review our contract estimates regularly to assess revisions in contract values and estimated costs at completion. Inherent uncertainties in estimating costs make it at least reasonably possible that the estimates used will change within the near term and over the life of the contracts. No material adjustments to a contract were recognized in the year ended December 29, 2018.

We recognize claims when the amount of the claim can be estimated reliably and its realization is probable. In evaluating these criteria, we consider the contractual basis for the claim, the cause of any additional costs incurred, the reasonableness of those costs and the objective evidence available to support the claim.

When the contract includes variable consideration, we estimate the amount of consideration to which we will be entitled in exchange for transferring the promised goods or services to a customer. The amount of estimated variable consideration included in the transaction price is the amount for which it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Types of variable consideration include, but are not limited to, liquidated damages and other performance penalties and production and placement bonuses.

The majority of contract modifications relate to the original contract and are often an extension of the original performance obligation. Predominately, modifications are not distinct from the terms in the original contract; therefore, they are considered part of a single performance obligation. We account for the modification using a cumulative catch-up adjustment. However, there are instances where goods or services in a modification are distinct from those transferred prior to the modification. In these situations, we account for the modifications as either a separate contract or prospectively depending on the facts and circumstances of the modification.

Generally, construction contracts contain mobilization costs which are categorized as costs to fulfill a contract. These costs are excluded from any measure of progress toward contract fulfillment. These costs do not result in the transfer of control of a good or service to the customer and are amortized over the life of the contract.

Costs and estimated earnings in excess of billings are composed principally of revenue recognized on contracts on the percentage of completion method for which billings had not been presented to customers because the amounts were not billable under the contract terms at the balance sheet date. In accordance with the contract terms, the unbilled receivables at the balance sheet date are expected to be billed in following periods. Billings in excess of costs and estimated earnings represent billings in excess of revenue recognized. Contract assets and liabilities are netted on a contract-by-contract basis.

Inventories—Inventories consist of stone that has been removed from quarries and processed for future sale, cement, raw materials and finished concrete blocks. Inventories are valued at the lower of cost or market and are accounted for on a first-in first-out basis or an average cost basis. If items become obsolete or otherwise unusable or if quantities exceed what is projected to be sold within a reasonable period of time, they will be charged to costs of production in the period that the items are designated as obsolete or excess inventory. Stripping costs are costs of removing



overburden and waste material to access aggregate materials and are expensed as incurred.

Property, Plant and Equipment, net—Property, plant and equipment are recorded at cost, less accumulated depreciation, depletion and amortization. Expenditures for additions and improvements that significantly add to the productive capacity or extend the useful life of an asset are capitalized. Repair and maintenance costs that do not substantially expand productive capacity or extend the life of property, plant and equipment are expensed as incurred.

Landfill airspace is included in property, plant and equipment at cost and is amortized based on the portion of the airspace used during the period compared to the gross estimated value of available airspace, which is updated periodically as circumstances dictate. Management reassesses the landfill airspace capacity with any changes in value recorded in cost of revenue. Capitalized landfill costs include expenditures for the acquisition of land and related airspace, engineering and permitting costs, cell construction costs and direct site improvement costs.

## Table of Contents

Upon disposal of an asset, the cost and related accumulated depreciation are removed from the Company's accounts and any gain or loss is included in general and administrative expenses.

The Company reviews the carrying value of property, plant and equipment for impairment whenever events or circumstances indicate that the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. Such indicators may include, among others, deterioration in general economic conditions, adverse changes in the markets in which an entity operates, increases in input costs that have a negative effect on earnings and cash flows or a trend of negative or declining cash flows over multiple periods.

Property, plant and equipment is tested for impairment at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets. As a result, the property, plant and equipment impairment test is at a significantly lower level than the level at which goodwill is tested for impairment. In markets where the Company does not produce downstream products, such as ready-mix concrete, asphalt paving mix and paving and related services, the lowest level of largely independent identifiable cash flows is at the individual aggregates operation or a group of aggregates operations collectively serving a local market or the cement operations. Conversely, in vertically-integrated markets, the cash flows of the downstream and upstream businesses are not largely independently identifiable and the vertically-integrated operations are considered the lowest level of largely independent identifiable cash flows.

**Accrued Mining and Landfill Reclamation**—The mining reclamation reserve and financial commitments for landfill closure and post-closure activities are based on management's estimate of future cost requirements to reclaim property at both currently operating and closed sites. Estimates of these obligations have been developed based on management's interpretation of current requirements and proposed regulatory changes and are intended to approximate fair value. Costs are estimated in current dollars, inflated until the expected time of payment, and then discounted back to present value using a credit-adjusted, risk-free rate on obligations of similar maturity, adjusted to reflect the Company's credit rating. Changes in the credit-adjusted, risk-free rate do not change recorded liabilities. However, subsequent increases in the recognized obligations are measured using a current credit-adjusted, risk-free rate. Decreases in the recognized obligations are measured at the initial credit-adjusted, risk-free rate.

Significant changes in inflation rates or the amount or timing of future cost estimates typically result in both (1) a current adjustment to the recorded liability (and corresponding adjustment to the asset) and (2) a change in accretion of the liability and depreciation of the asset to be recorded prospectively over the remaining capacity of the unmined quarry or landfill.

**Goodwill**—Goodwill represents the purchase price paid in excess of the fair value of net tangible and intangible assets acquired. Goodwill recorded in connection with the Company's acquisitions is primarily attributable to the expected profitability, assembled workforces of the acquired businesses and the synergies expected to arise after the Company's acquisition of those businesses. Goodwill is not amortized, but is tested annually for impairment as of the first day of the fourth quarter and at any time that events or circumstances indicate that goodwill may be impaired. A qualitative approach may first be applied to determine whether it is more likely than not that the estimated fair value of a reporting unit is less than its carrying amount. If, as a result of the qualitative assessment, it is determined that an impairment is more likely than not, the two-step quantitative impairment test is then performed, otherwise further analysis is not required. The two-step impairment test first identifies potential goodwill impairment for each reporting unit and then, if necessary, measures the amount of the impairment loss.

**Income Taxes**—Summit Inc. is a corporation subject to income taxes in the United States. Certain subsidiaries, including Summit Holdings, or subsidiary groups of the Company are taxable separate from Summit Inc. The provisions, or Summit Inc.'s proportional share of the provision, are included in the Company's consolidated financial statements.

The Company's deferred income tax assets and liabilities are computed for differences between the tax basis and financial statement amounts that will result in taxable or deductible amounts in the future. The computed deferred balances are based on enacted tax laws and applicable rates for the periods in which the differences are expected to affect taxable income. A valuation allowance is recognized for deferred tax assets if it is more likely than not that some portion or all of the net deferred tax assets will not be realized. In making such a determination, all available positive and negative evidence is considered, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If the Company determines it would be able to realize its deferred tax assets for which a valuation allowance had been recorded then an adjustment would be made to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

## Table of Contents

The Company evaluates the tax positions taken on income tax returns that remain open and positions expected to be taken on the current year tax returns to identify uncertain tax positions. Unrecognized tax benefits on uncertain tax positions are recorded on the basis of a two-step process in which (1) the Company determines whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, the largest amount of tax benefit that is more than 50 percent likely to be realized is recognized. Interest and penalties related to unrecognized tax benefits are recorded in income tax benefit.

**Tax Receivable Agreement**— When Summit Inc. purchases LP Units for cash or LP Units are exchanged for shares of Class A common stock, this results in increases in Summit Inc.’s share of the tax basis of the tangible and intangible assets, which increases the tax depreciation and amortization deductions that otherwise would not have been available to Summit Inc. These increases in tax basis and tax depreciation and amortization deductions are expected to reduce the amount of cash taxes that we would otherwise be required to pay in the future. Prior to our IPO, we entered into a TRA with the pre-IPO owners that require us to pay the pre-IPO owners 85% of the amount of cash savings, if any, in U.S. federal, state, and local income tax that we actually realize as a result of these exchanges. These benefits include (1) increases in the tax basis of tangible and intangible assets of Summit Holdings and certain other tax benefits related to entering into the TRA, (2) tax benefits attributable to payments under the TRA, or (3) under certain circumstances such as an early termination of the TRA, we are deemed to realize, as a result of the increases in tax basis in connection with exchanges by the pre-IPO owners described above and certain other tax benefits attributable to payments under the TRA.

As noted above, we periodically evaluate the realizability of the deferred tax assets resulting from the exchange of LP Units for Class A common stock. If the deferred tax assets are determined to be realizable, we then assess whether payment of amounts under the TRA have become probable. If so, we record a TRA liability equal to 85% of such deferred tax assets. In subsequent periods, we assess the realizability of all of our deferred tax assets subject to the TRA. Should we determine a deferred tax asset with a valuation allowance is realizable in a subsequent period, the related valuation allowance will be released and consideration of a corresponding TRA liability will be assessed. The realizability of deferred tax assets, including those subject to the TRA, is dependent upon the generation of future taxable income during the periods in which those deferred tax assets become deductible and consideration of prudent and feasible tax-planning strategies.

The measurement of the TRA liability is accounted for as a contingent liability. Therefore, once we determine that a payment to a pre-IPO owner has become probable and can be estimated, the estimate of payment will be accrued.

**Earnings per Share**—The Company computes basic earnings per share attributable to stockholders by dividing income attributable to Summit Inc. by the weighted-average shares of Class A common stock outstanding. Diluted earnings per share reflects the potential dilution beyond shares for basic earnings per share that could occur if securities or other contracts to issue common stock were exercised, converted into common stock, or resulted in the issuance of common stock that would have shared in the Company’s earnings. Since the Class B common stock has no economic value, those shares are not included in the weighted-average common share amount for basic or diluted earnings per share. In addition, as the shares of Class A common stock are issued by Summit Inc., the earnings and equity interests of noncontrolling interests are not included in basic earnings per share.

**New Accounting Standards** — In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, Revenue from Contracts with Customers, which prescribes a five-step model for revenue recognition that will replace most existing revenue recognition guidance in U.S. GAAP. The ASU will supersede nearly all existing revenue recognition guidance under U.S. GAAP and provides that an entity recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This update also requires additional

disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments, and assets recognized from costs incurred to obtain or fulfill a contract. In July 2015, the FASB postponed the effective date of the new revenue standard by one year to the first quarter of 2018. We adopted this new standard in January 2018 using the modified retrospective approach. The adoption of this new ASU did not have a material impact on our consolidated financial results.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which will result in lessees recognizing most leases on the balance sheet. Lessees are required to disclose more quantitative and qualitative information about the leases than current U.S. GAAP requires. The ASU and subsequent amendments issued in 2018, are effective for public entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. We have compiled our leases, and currently estimate that we will record additional right of use assets and liabilities of approximately \$30 to \$40 million beginning in 2019. We plan to adopt this ASU, as amended, using the modified retrospective approach.

Table of Contents

In January 2017, the FASB issued ASU No. 2017-01, Clarifying the Definition of a Business, which narrows the definition of a business. This ASU provides a screen to determine whether a group of assets constitutes a business. The screen requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets, the set is not a business. This screen reduces the number of transactions that need to be further evaluated as acquisitions. If the screen is not met, this ASU (1) requires that to be considered a business, a set must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create an output and (2) removes the evaluation of whether a market participant could replace missing elements. Although outputs are not required for a set to be a business, outputs generally are a key element of a business; therefore, the FASB has developed more stringent criteria for sets without outputs. We adopted this ASU beginning in 2018. The adoption of this ASU did not have a material impact on the consolidated financial statements.

In August 2017, the FASB issued ASU No. 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities, allowing more financial and nonfinancial hedging strategies to be eligible for hedge accounting. The ASU is effective for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years. The adoption of this ASU is not expected to have a material impact on the consolidated financial statements.

In June 2018, the FASB issued ASU No. 2018-07, Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting, increasing the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. The ASU is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. The adoption of this ASU is not expected to have a material impact on the consolidated financial statements.

(2) Acquisitions

The Company has completed numerous acquisitions since its formation, which have been financed through a combination of debt and equity funding. The operations of each acquisition have been included in the Company's consolidated results of operations since the respective closing dates of the acquisitions. The Company measures all assets acquired and liabilities assumed at their acquisition-date fair value. The following table summarizes the Company's acquisitions by region and year:

	2018	2017	2016
West	5	6	3
East (1)	7	8	5
Cement	—	—	1

(1) In addition, the Company acquired certain assets of a small ready-mix concrete operation in the second quarter of 2018.

The purchase price allocation for certain 2018 acquisitions has not yet been finalized due to the recent timing of the acquisitions and status of the valuation of property, plant and equipment, among other items. The table below summarizes aggregated information regarding the fair values of the assets acquired and liabilities assumed as of the respective acquisition dates. Information related to the 2018 acquisitions is shown on an aggregated basis as the acquisitions were not material individually, or collectively.

Table of Contents

	2018	2017
Financial assets	\$14,769	\$31,615
Inventories	18,313	8,300
Property, plant and equipment	124,957	160,975
Intangible assets	3,175	161
Other assets	1,539	4,200
Financial liabilities	(13,529 )	(15,501 )
Other long-term liabilities	(8,125 )	(17,610 )
Net assets acquired	141,099	172,140
Goodwill	154,120	247,536
Purchase price	295,219	419,676
Acquisition-related liabilities	(49,202 )	(43,452 )
Other	—	(1,294 )
Net cash paid for acquisitions	\$246,017	\$374,930

Acquisition-Related Liabilities—A number of acquisition-related liabilities have been recorded subject to terms in the relevant purchase agreements, including deferred consideration and noncompete payments. Noncompete payments have been accrued where certain former owners of newly acquired companies have entered into standard noncompete arrangements. Subject to terms and conditions stated in these noncompete agreements, payments are generally made over a five-year period. Deferred consideration is purchase price consideration paid in the future as agreed to in the purchase agreement and is not contingent on future events. Deferred consideration is generally scheduled to be paid in years ranging from five to 20 years in annual installments. The remaining payments due under these noncompete and deferred consideration agreements are as follows:

2019	\$32,960
2020	31,745
2021	9,705
2022	3,411
2023	2,657
Thereafter	9,640
Total scheduled payments	90,118
Present value adjustments	(12,949 )
Total noncompete obligations and deferred consideration	\$77,169

Accretion on the deferred consideration and noncompete obligations is recorded in interest expense.

Table of Contents

## (3) Goodwill

As of December 29, 2018, the Company had 12 reporting units with goodwill for which the annual goodwill impairment test was completed. We perform the annual impairment test on the first day of the fourth quarter each year. We initially perform a qualitative analysis. As a result of this analysis, it was determined that it is more likely than not that the fair value of four reporting units were greater than its carrying value. For the remaining reporting units we perform a two-step quantitative analysis. Step 1 of that analysis compares the estimated the fair value of the reporting units using an income approach (i.e., a discounted cash flow technique) and a market approach to the carrying value of the reporting unit. If the estimated fair value exceeds its carrying value, the goodwill of the reporting unit is not considered impaired. If the carrying value of the reporting unit exceeds its fair value, we proceed to the second step to measure the amount of potential impairment loss. Based on this analysis, it was determined that the reporting units' fair values were greater than their carrying values and no impairment charges were recognized in 2018. The accumulated impairment charges recognized in periods prior to 2016 totaled \$68.2 million.

These estimates of a reporting unit's fair value involve significant management estimates and assumptions, including but not limited to sales prices of similar assets, assumptions related to future profitability, cash flows, and discount rates. These estimates are based upon historical trends, management's knowledge and experience and overall economic factors, including projections of future earnings potential. Developing discounted future cash flow estimates in applying the income approach required management to evaluate its intermediate to longer-term strategies, including, but not limited to, estimates about revenue growth, operating margins, capital requirements, inflation and working capital management. The development of appropriate rates to discount the estimated future cash flows required the selection of risk premiums, which can materially affect the present value of estimated future cash flows.

In addition to the financial impact of Hurricane Harvey, our operations in Austin continue to be pressured by aggressive competition, which has further impacted volumes and pricing. We expect the Austin market to continue to grow, and the Texas Department of Transportation to invest in infrastructure projects in that area. The Austin reporting unit has approximately \$18 million of goodwill as of December 29, 2018, which we continue to believe is realizable. The key assumptions around the realizability analysis are revenue growth, as well as the discount rate of 10%. Our discount rate came under pressure in the fourth quarter of 2018 due to decreases in the market price of our Class A common stock. We will continue to monitor whether an event indicates the carrying value of the Austin based reporting unit may be impaired.

The following table presents goodwill by reportable segments and in total:

	West	East	Cement	Total
Balance, December 31, 2016	\$334,257	\$243,417	\$204,538	\$782,212
Acquisitions	187,883	61,957	118	249,958
Foreign currency translation adjustments	4,150	—	—	4,150
Balance, December 30, 2017	\$526,290	\$305,374	\$204,656	\$1,036,320
Acquisitions (1)	59,148	101,431	—	160,579
Foreign currency translation adjustments	(4,871 )	—	—	(4,871 )
Balance, December 29, 2018	\$580,567	\$406,805	\$204,656	\$1,192,028

(1) Reflects goodwill from 2018 acquisitions and working capital adjustments from prior year acquisitions.

## (4) Revenue Recognition

We derive our revenue predominantly by selling construction materials, products and providing paving and related services. Construction materials consist of aggregates and cement. Products consist of related downstream products,



including ready-mix concrete, asphalt paving mix and concrete products. Paving and related service revenue is generated primarily from the asphalt paving services that we provide.

Revenue by product for the years ended December 29, 2018, December 30, 2017 and December 31, 2016 consisted of the following:

85

---

Table of Contents

	2018	2017	2016
Revenue by product*:			
Aggregates	\$373,824	\$313,383	\$264,609
Cement	258,876	282,041	250,349
Ready-mix concrete	584,114	492,302	395,917
Asphalt	301,247	285,653	239,419
Paving and related services	379,540	371,763	304,041
Other	203,401	187,433	171,728
Total revenue	\$2,101,002	\$1,932,575	\$1,626,063

\* Revenue from the liquid asphalt terminals is included in asphalt revenue.

The following table outlines the significant changes in contract assets and contract liability balances from December 30, 2017 to December 29, 2018. Also included in the table is the net change in the estimate as a percentage of aggregate revenue for such contracts:

	Costs and estimated earnings in excess of billings	Billings in excess of costs and estimated earnings
Balance—December 30, 2017	\$9,512	\$15,750
Changes in revenue billed, contract price or cost estimates	8,702	(5,052 )
Acquisitions	483	1,179
Other	(95 )	(37 )
Balance—December 29, 2018	\$18,602	\$11,840

Accounts receivable, net consisted of the following as of December 29, 2018 and December 30, 2017:

	2018	2017
Trade accounts receivable	\$157,601	\$137,696
Construction contract receivables	47,994	49,832
Retention receivables	15,010	14,973
Receivables from related parties	629	468
Accounts receivable	221,234	202,969
Less: Allowance for doubtful accounts	(6,716 )	(4,639 )
Accounts receivable, net	\$214,518	\$198,330

Retention receivables are amounts earned by the Company but held by customers until paving and related service contracts and projects are near completion or fully completed. Amounts are generally billed and collected within one year.

## (5) Inventories

Inventories consisted of the following as of December 29, 2018 and December 30, 2017:

	2018	2017
Aggregate stockpiles	\$151,300	\$126,791
Finished goods	34,993	34,667
Work in process	7,478	7,729

Edgar Filing: Summit Materials, Inc. - Form 10-K

Raw materials	20,080	15,252
Total	\$213,851	\$184,439

86

---

Table of Contents

## (6) Property, Plant and Equipment, net and Intangibles, net

Property, plant and equipment, net consisted of the following as of December 29, 2018 and December 30, 2017:

	2018	2017
Land (mineral bearing) and asset retirement costs	\$323,553	\$274,083
Land (non-mineral bearing)	184,029	168,501
Buildings and improvements	173,559	170,615
Plants, machinery and equipment	1,239,793	1,068,007
Mobile equipment and barges	468,313	391,256
Truck and auto fleet	51,938	47,270
Landfill airspace and improvements	49,754	49,480
Office equipment	39,794	33,314
Construction in progress	43,650	44,739
Property, plant and equipment	2,574,383	2,247,265
Less accumulated depreciation, depletion and amortization	(794,251 )	(631,841 )
Property, plant and equipment, net	\$1,780,132	\$1,615,424

Depreciation on property, plant and equipment, including assets subject to capital leases, is generally computed on a straight-line basis. Depletion of mineral reserves is computed based on the portion of the reserves used during the period compared to the gross estimated value of proven and probable reserves, which is updated periodically as circumstances dictate. Leasehold improvements are amortized on a straight-line basis over the lesser of the asset's useful life or the remaining lease term. The estimated useful lives are generally as follows:

Buildings and improvements	10 - 30 years
Plant, machinery and equipment	15 - 20 years
Office equipment	3 - 7 years
Truck and auto fleet	5 - 8 years
Mobile equipment and barges	6 - 8 years
Landfill airspace and improvements	10 - 30 years
Other	4 - 20 years

Depreciation, depletion and amortization expense of property, plant and equipment was \$199.6 million, \$174.4 million and \$144.2 million in the years ended December 29, 2018, December 30, 2017 and December 31, 2016, respectively.

Property, plant and equipment at December 29, 2018 and December 30, 2017 included \$67.7 million and \$51.2 million, respectively, of capital leases for certain equipment and a building with accumulated amortization of \$19.3 million and \$18.5 million, respectively. The equipment leases generally have terms of less than five years and the building lease had an original term of 30 years. Approximately \$15.6 million and \$19.3 million of the future obligations associated with the capital leases are included in accrued expenses as of December 29, 2018 and December 30, 2017, respectively, and the present value of the remaining capital lease payments, \$33.6 million and \$16.4 million, respectively, is included in other noncurrent liabilities on the consolidated balance sheets. Future minimum rental commitments under long-term capital leases are \$17.9 million, \$13.9 million, \$15.3 million, \$3.0 million, and \$1.0 million for the years ended 2019, 2020, 2021, 2022 and 2023, respectively.

Assets are assessed for impairment charges when identified for disposition. The net gain from asset dispositions recognized in general and administrative expenses in fiscal years 2018, 2017 and 2016 was \$12.6 million, \$7.5 million and \$6.8 million, respectively. No material impairment charges have been recognized on assets held for use in fiscal 2018, 2017 or 2016. The losses are commonly a result of the cash flows expected from selling the asset being less than

the expected cash flows that could be generated from holding the asset for use.

**Intangible Assets**—The Company's intangible assets are primarily composed of lease agreements and reserve rights. The assets related to lease agreements reflect the submarket royalty rates paid under agreements, primarily, for extracting aggregates. The values were determined as of the respective acquisition dates by a comparison of market-royalty rates to contract-royalty rates. The reserve rights relate to aggregate reserves to which the Company has the rights of ownership, but do

Table of Contents

not own the reserves. The intangible assets are amortized on a straight-line basis over the lives of the leases. The following table shows intangible assets by type and in total:

	December 29, 2018			December 30, 2017		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Leases	\$19,064	\$ (5,259 )	\$ 13,805	\$15,888	\$ (4,178 )	\$ 11,710
Reserve rights	6,234	(1,940 )	4,294	6,234	(1,625 )	4,609
Trade names	1,000	(858 )	142	1,000	(758 )	242
Other	409	(190 )	219	409	(137 )	272
Total intangible assets	\$26,707	\$ (8,247 )	\$ 18,460	\$23,531	\$ (6,698 )	\$ 16,833

Amortization expense in fiscal 2018, 2017 and 2016 was \$1.5 million, \$1.3 million and \$2.6 million, respectively. The estimated amortization expense for intangible assets for each of the next five years and thereafter is as follows:

2019	\$1,588
2020	1,510
2021	1,475
2022	1,482
2023	1,349
Thereafter	11,056
Total	\$18,460

## (7) Accrued Expenses

Accrued expenses consisted of the following as of December 29, 2018 and December 30, 2017:

	2018	2017
Interest	\$26,223	\$24,095
Payroll and benefits	15,952	33,915
Capital lease obligations	15,557	19,276
Insurance	13,625	11,455
Non-income taxes	7,442	7,236
Professional fees	1,408	1,717
Other (1)	20,284	18,935
Total	\$100,491	\$116,629

(1) Consists primarily of subcontractor and working capital settlement accruals and deferred revenue.

Table of Contents

## (8) Debt

Debt consisted of the following as of December 29, 2018 and December 30, 2017:

	2018	2017
Term Loan, due 2024:		
\$630.6 million and \$635.4 million, net of \$1.3 million and \$1.6 million discount at December 29, 2018 and December 30, 2017, respectively	\$629,268	\$633,805
8 1/2% Senior Notes, due 2022	250,000	250,000
6 1/8% Senior Notes, due 2023:		
\$650.0 million, net of \$1.1 million and \$1.4 million discount at December 29, 2018 and December 30, 2017, respectively	648,891	648,650
5 1/8% Senior Notes, due 2025	300,000	300,000
Total	1,828,159	1,832,455
Current portion of long-term debt	6,354	4,765
Long-term debt	\$1,821,805	\$1,827,690

The contractual payments of long-term debt, including current maturities, for the five years subsequent to December 29, 2018, are as follows:

2019	\$6,354
2020	7,942
2021	6,354
2022	256,354
2023	656,354
Thereafter	897,253
Total	1,830,611
Less: Original issue net discount (2,452 )	
Less: Capitalized loan costs (14,303 )	
Total debt	\$1,813,856

Senior Notes— On June 1, 2017, Summit LLC and Summit Finance (together, the “Issuers”) issued \$300 million of 5 1/8% senior notes due June 1, 2025 (the “2025 Notes”). The 2025 Notes were issued at 100% of their par value with proceeds of \$295.4 million, net of related fees and expenses. The 2025 Notes were issued under an indenture dated June 1, 2017 (as amended and supplemented, the “2017 Indenture”). The 2017 Indenture contains covenants limiting, among other things, Summit LLC and its restricted subsidiaries’ ability to incur additional indebtedness or issue certain preferred shares, pay dividends, redeem stock or make other distributions, make certain investments, sell or transfer certain assets, create liens, consolidate, merge, sell or otherwise dispose of all or substantially all of its assets, enter into certain transactions with affiliates, and designate subsidiaries as unrestricted subsidiaries. The 2017 Indenture also contains customary events of default. Interest on the 2025 Notes is payable semi-annually on June 1 and December 1 of each year commencing on December 1, 2017.

In 2016, the Issuers issued \$250.0 million of 8.5% senior notes due April 15, 2022 (the “2022 Notes”). The 2022 Notes were issued at 100% of their par value with proceeds of \$246.3 million, net of related fees and expenses. The proceeds from the sale of the 2022 Notes were used to fund the acquisition of Boxley Materials Company, replenish cash used for the acquisition of American Materials Company and pay expenses incurred in connection with these acquisitions. The 2022 Notes were issued under an indenture dated March 8, 2016, the terms of which are generally consistent with the 2017 Indenture. Interest on the 2022 Notes is payable semi-annually in arrears on April 15 and October 15 of each year.

In 2015, the Issuers issued \$650 million of 6.125% senior notes due July 2023 (the “2023 Notes” and collectively with the 2022 Notes and the 2025 Notes, the “Senior Notes”). Of the aggregate \$650.0 million of 2023 Notes, \$350.0 million were issued at par and \$300.0 million were issued at 99.375% of par. The 2023 Notes were issued under an indenture dated July 8, 2015, the terms of which are generally consistent with the 2017 Indenture. Interest on the 2023 Notes is payable semi-annually in arrears on January 15 and July 15 of each year.



Table of Contents

In April, August and November 2015, \$288.2 million, \$183.0 million and \$153.8 million, respectively, in aggregate principal amount of the then outstanding 10 1/2% senior notes due January 31, 2020 (the “2020 Notes”) were redeemed at a price equal to par plus an applicable premium and the indenture under which the 2020 Notes were issued was satisfied and discharged. As a result of the redemptions, net charges of \$56.5 million were recognized for the year ended December 31, 2016. The fees included \$66.6 million for the applicable prepayment premium and \$11.9 million for the write-off of deferred financing fees, partially offset by \$22.0 million of net benefit from the write-off of the original issuance net premium.

As of December 29, 2018 and December 30, 2017, the Company was in compliance with all financial covenants under the applicable indentures.

Senior Secured Credit Facilities— Summit LLC has credit facilities that provide for term loans in an aggregate amount of \$650.0 million and revolving credit commitments in an aggregate amount of \$235.0 million (the “Senior Secured Credit Facilities”). Under the Senior Secured Credit Facilities, required principal repayments of 0.25% of the refinanced aggregate amount of term debt are due on the last business day of each March, June, September and December, commencing with the March 2018 payment. The unpaid principal balance is due in full on the maturity date, which is November 21, 2024.

On January 19, 2017, Summit LLC entered into Amendment No. 1 (“Amendment No. 1”) to the credit agreement governing the Senior Secured Credit Facilities (the “Credit Agreement”), which, among other things, reduced the applicable margin in respect of then outstanding \$640.3 million principal amount of term loans thereunder. All other material terms and provisions remain substantially identical to the terms and provisions in place immediately prior to the effectiveness of Amendment No. 1. On November 21, 2017, Summit LLC entered into Amendment No. 2 to the Credit Agreement, which, among other things, extended the maturity date from 2022 to 2024 and reduced the applicable margin in respect of the \$635.4 million outstanding principal amount of term loans thereunder. On May 22, 2018, Summit LLC entered into Amendment No. 3 to the Credit Agreement, which, among other things, reduced the applicable margin in respect of the \$633.8 million outstanding principal amount of term loans thereunder.

The revolving credit facility bears interest per annum equal to, at Summit LLC’s option, either (i) a base rate determined by reference to the highest of (a) the federal funds rate plus 0.50%, (b) the prime rate of Bank of America, N.A. and (c) LIBOR plus 1.00%, plus an applicable margin of 2.25% for base rate loans or (ii) a LIBOR rate determined by reference to Reuters prior to the interest period relevant to such borrowing adjusted for certain additional costs plus an applicable margin of 3.25% for LIBOR rate loans.

There were no outstanding borrowings under the revolving credit facility as of December 29, 2018 or December 30, 2017. As of December 29, 2018, we had remaining borrowing capacity of \$219.6 million under the revolving credit facility, which is net of \$15.4 million of outstanding letters of credit. The outstanding letters of credit are renewed annually and support required bonding on construction projects and the Company’s insurance liabilities.

Summit LLC’s Consolidated First Lien Net Leverage Ratio, as such term is defined in the Credit Agreement, should be no greater than 4.75:1.0 as of each quarter-end. As of December 29, 2018 and December 30, 2017, Summit LLC was in compliance with all financial covenants under the Credit Agreement.

Summit LLC’s wholly-owned domestic subsidiary companies, subject to certain exclusions and exceptions, are named as subsidiary guarantors of the Senior Notes and the Senior Secured Credit Facilities. In addition, Summit LLC has pledged substantially all of its assets as collateral, subject to certain exclusions and exceptions, for the Senior Secured Credit Facilities.

The following table presents the activity for the deferred financing fees for the years ended December 29, 2018 and December 30, 2017:

90

---

Table of Contents

	Deferred financing fees
Balance—December 31, 2016	\$ 18,290
Loan origination fees	6,416
Amortization	(3,990 )
Write off of deferred financing fees	(1,683 )
Balance—December 30, 2017	\$ 19,033
Loan origination fees	550
Amortization	(4,108 )
Balance—December 29, 2018	\$ 15,475

Other—On January 15, 2015, the Company’s wholly-owned subsidiary in British Columbia, Canada entered into an agreement with HSBC for a (i) \$6.0 million Canadian dollar (“CAD”) revolving credit commitment to be used for operating activities that bears interest per annum equal to the bank’s prime rate plus 0.20%, (ii) \$0.5 million CAD revolving credit commitment to be used for capital equipment that bears interest per annum at the bank’s prime rate plus 0.90% and (iii) \$0.4 million CAD revolving credit commitment to provide guarantees on behalf of that subsidiary. There were no amounts outstanding under this agreement as of December 29, 2018 or December 30, 2017.

## (9) Income Taxes

Summit Inc.’s tax provision includes its proportional share of Summit Holdings’ tax attributes. Summit Holdings’ subsidiaries are primarily limited liability companies, but do include certain entities organized as C corporations and a Canadian subsidiary. The tax attributes related to the limited liability companies are passed on to Summit Holdings and then to its partners, including Summit Inc. The tax attributes associated with the C corporation and Canadian subsidiaries are fully reflected in the Company’s consolidated financial statements. For the years ended December 29, 2018, December 30, 2017 and December 31, 2016, income taxes consisted of the following:

	2018	2017	2016
Provision for income taxes:			
Current	\$463	\$2,530	\$2,835
Deferred	59,284	(286,507 )	(8,134 )
Income tax expense (benefit)	\$59,747	\$(283,977)	\$(5,299)

The effective tax rate on pre-tax income differs from the U.S. statutory rate of 21%, 35%, and 35% for 2018, 2017 and 2016, respectively, due to the following:

	2018	2017	2016
Income tax expense (benefit) at federal statutory tax rate	\$20,177	\$(55,365 )	\$14,290
Less: Income tax benefit at federal statutory tax rate for LLC entities	(561 )	(2,123 )	(10,608 )
State and local income taxes	4,894	(5,209 )	2,490
Permanent differences	(5,537 )	(4,410 )	(5,902 )
Effective tax rate change	4,034	216,904	(1,432 )
Unrecognized tax benefits	22,663	—	—
Tax receivable agreement (benefit) expense	(8,282 )	104,804	5,228
Change in valuation allowance	17,592	(500,162 )	239,008
Impact of LP Unit ownership change	—	(31,790 )	(252,456)
Other	4,767	(6,626 )	4,083
Income tax expense (benefit)	\$59,747	\$(283,977)	\$(5,299)

The following table summarizes the components of the net deferred income tax asset (liability) as December 29, 2018 and December 30, 2017:

91

---

Table of Contents

	2018	2017
Deferred tax assets (liabilities):		
Net intangible assets	\$275,412	\$316,950
Accelerated depreciation	(185,020 )	(147,943 )
Net operating loss	143,234	94,751
Investment in limited partnership	(29,981 )	(14,467 )
Mining reclamation reserve	1,600	1,239
Inventory purchase accounting adjustments	—	—
Working capital (e.g., accrued compensation, prepaid assets)	36,932	35,237
Interest expense limitation carryforward	2,586	—
Less valuation allowance	(19,366 )	(1,675 )
Deferred tax assets	225,397	284,092
Less foreign deferred tax liability (included in other noncurrent liabilities)	(5,133 )	(3,992 )
Net deferred tax asset	\$220,264	\$280,100

As of December 29, 2018, \$379.4 million of our deferred tax assets subject to our TRA are included in the net intangible assets and the net operating loss line items above.

Our income tax expense (benefit) was \$59.7 million, \$(284.0) million and \$(5.3) million in the fiscal years ended 2018, 2017 and 2016, respectively. Our effective income tax rate in 2018 was impacted by the IRS interpretative guidance of TCJA, a change in state tax rates and a reduction in the amount of our TRA liability. We recorded an income tax benefit in fiscal 2017, primarily related to the release of the valuation allowance as discussed below, partially offset by charge related to the decrease in the federal statutory corporate tax rate. Our effective income tax rate in 2017 was higher as compared to 2016, primarily due to the benefit associated with the release of the valuation allowance discussed below, the accrual of the TRA expense, the statutory rate change referred to below and depletion in excess of U.S. GAAP depletion recognized in 2017. During the year ended 2016, our income tax benefit was \$5.3 million.

The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible, as well as consideration of tax-planning strategies we may seek to utilize net operating loss carryforwards that begin to expire in 2030. Due to our limited operating history as of December 31, 2016, during which we incurred only a small amount of pre-tax income over the previous three years, as well as our acquisitive business strategy, after considering both positive and negative evidence, we concluded that it was not more likely than not that we would fully realize those deferred tax assets, and therefore recorded a partial valuation allowance against those deferred tax assets as of December 31, 2016. However, the amount of cumulative income increased significantly during the year ended December 30, 2017. As a result of this significant positive evidence, we determined that the deferred tax assets had become more likely than not of becoming realizable and therefore released the majority of the valuation allowance in the third quarter of 2017. The Company updated the analysis as of December 30, 2018, and adjusted the valuation allowance for interest expense carryforwards limited under TCJA.

On December 22, 2017, the Tax Cuts and Jobs Act of 2017 (“TCJA”) was enacted. Among other things, the TCJA, beginning January 1, 2018, reduced the federal statutory rate from 35% to 21% and extended bonus depreciation provisions. In addition, the TCJA prescribes the application of net operating loss carryforwards generated in 2018 and beyond will be limited, 100% asset expensing will be allowed through 2022 and begin to phase out in 2023, and the amount of interest expense we are able deduct may also be limited in future years. As a result of the enactment of TCJA and other state effective rate changes, we reduced the carrying value of our net deferred tax assets in the fourth quarter of 2017 by \$216.9 million to reflect the revised federal statutory rate and other state statutory rates which will be in effect at the time those deferred tax assets are expected to be realized. The TCJA contains many provisions

which continue to be clarified through new regulations. As permitted by Staff Accounting Bulletin 118 issued by the SEC on December 22, 2017, we completed our accounting of the impacts of the TCJA. We completed our analysis within 2018 consistent with the guidance of SAB 118 and any adjustments during the measurement period have been included in net earnings from continuing operations as an adjustment to income tax expense. We recorded additional tax expense of \$17.6 million resulting from the IRS interpretative guidance of TCJA during the fourth quarter of 2018.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

Table of Contents

	Unrealized Tax Benefits
Balance—December 30, 2017	\$ —
Additions based on tax position in 2018	22,663
Balance—December 29, 2018	\$ 22,663

At December 29, 2018, there was \$22.7 million of unrecognized tax benefits that if recognized would affect the annual effective tax rate. We did not recognize interest or penalties related to this amount as it is offset by other attributes. There were no uncertain tax positions for the years ended December 30, 2017 and December 31, 2016.

Our net operating loss carryforward deferred tax assets begin to expire in 2030 and are expected to reverse before expiration. Therefore, we have not given consideration to any potential tax planning strategies as a source of future taxable income to monetize those net operating loss carryforwards. The Company will continue to monitor facts and circumstances, including our analysis of other sources of taxable income, in the reassessment of the likelihood that the tax benefit of our deferred tax assets will be realized.

As of December 29, 2018, Summit Inc. had federal net operating loss carryforwards of \$664 million, which expire between 2030 and 2037. As of December 29, 2018, \$322.5 million of our federal net operating losses were under the terms of our TRA. In addition, Summit Inc. has alternative minimum tax credits of \$0.2 million as of December 29, 2018, which do not expire. As of December 29, 2018 and December 30, 2017, Summit Inc. had a valuation allowance on net deferred tax assets of \$19.4 million and \$1.7 million, respectively, where realization of our interest tax attributes and net operating losses are not more likely than not.

	2018	2017
Valuation Allowance:		
Beginning balance	\$(1,675 )	\$(502,839 )
Additional basis from exchanged LP Units	(99 )	(31,790 )
Current year increases from operations	(17,592 )	—
Release of valuation allowance and other	—	532,954
Ending balance	\$(19,366 )	\$(1,675 )

Tax Receivable Agreement— During 2015, the Company entered into a TRA with the holders of LP Units and certain other pre-initial public offering owners (“Investor Entities”) that provides for the payment by Summit Inc. to exchanging holders of LP Units of 85% of the benefits, if any, that Summit Inc. actually realizes (or, under certain circumstances such as an early termination of the TRA, is deemed to realize) as a result of increases in the tax basis of tangible and intangible assets of Summit Holdings and certain other tax benefits related to entering into the TRA, including tax benefits attributable to payments under the TRA.

When LP Units are exchanged for an equal number of newly-issued shares of Summit Inc.’s Class A common stock, these exchanges result in new deferred tax assets. Using tax rates in effect as of each year end, \$2.0 million, \$12.4 million, and \$422.5 million of deferred tax assets were created during the years ended December 29, 2018, December 30, 2017 and December 31, 2016, respectively, when LP Units were exchanged for shares of Class A common stock.

As noted above, when payments are made under the TRA, we expect the amount that is characterized as imputed interest will be limited under the proposed IRS regulations, and therefore the Company will not benefit from that deduction. Further, in 2018, we updated our estimate of the state income tax rate that will be in effect at the date the TRA payments are made. As a result of the updated state income tax rate, and the imputed interest limitation noted above, we have reduced our TRA liability by \$22.7 million as of December 29, 2018.

In the third quarter of 2017, as a result of the analysis of the realizability of our deferred tax assets as indicated above, we reduced the valuation allowance against our deferred tax assets, including those deferred tax assets subject to the TRA. Further, we determined the TRA liability to be probable of being payable and, as such, we recorded 85% of the deferred tax assets subject to the TRA, or \$501.8 million, as TRA liability. Our TRA liability as of December 29, 2018 and December 30, 2017 was \$310.4 million and \$331.9 million, respectively, of which \$0.7 million and \$0.6 million was classified as accrued expenses, respectively.



Table of Contents

Tax Distributions – The holders of Summit Holdings’ LP Units, including Summit Inc., incur U.S. federal, state and local income taxes on their share of any taxable income of Summit Holdings. The limited partnership agreement of Summit Holdings provides for pro rata cash distributions (“tax distributions”) to the holders of the LP Units in an amount generally calculated to provide each holder of LP Units with sufficient cash to cover its tax liability in respect of the LP Units. In general, these tax distributions are computed based on Summit Holdings’ estimated taxable income allocated to Summit Inc. multiplied by an assumed tax rate equal to the highest effective marginal combined U.S. federal, state and local income tax rate applicable to a corporate resident in New York, New York.

For the years ended December 29, 2018 and December 30, 2017, Summit Holdings paid tax distributions totaling \$0.1 million and \$1.8 million, respectively, to holders of its LP Units, other than Summit Inc.

C Corporation Subsidiaries — The effective income tax rate for the C corporations differ from the statutory federal rate primarily due to (1) tax depletion expense (benefit) in excess of the expense recorded under U.S. GAAP, (2) state income taxes and the effect of graduated tax rates, (3) various other items such as limitations on meals and entertainment and other costs and (4) unrecognized tax benefits. The effective income tax rate for the Canadian subsidiary is not significantly different from its historical effective tax rate.

No material interest or penalties were recognized in income tax expense during the years ended December 29, 2018, December 30, 2017 or December 31, 2016. Tax years from 2014 to 2018 remain open and subject to audit by federal, Canadian, and state tax authorities.

## (10) Earnings Per Share

Basic earnings per share is computed by dividing net earnings by the weighted average common shares outstanding and diluted net earnings is computed by dividing net earnings, adjusted for changes in the earnings allocated to Summit Inc. as a result of the assumed conversion of LP Units, by the weighted-average common shares outstanding assuming dilution.

The following table shows the calculation of basic income per share:

	2018	2017	2016
Net income attributable to Summit Inc.	\$ 33,906	\$ 121,830	\$ 36,783
Weighted average shares of Class A stock outstanding	111,380,175	108,696,438	70,355,042
Basic income per share	\$ 0.30	\$ 1.12	\$ 0.52
Net income (loss) attributable to Summit Inc.	\$ 33,906	\$ 121,830	\$ 36,783
Weighted average shares of Class A stock outstanding	111,380,175	108,696,438	70,355,042
Add: weighted average of LP Units	—	—	—
Add: stock options	282,329	308,355	140,142
Add: warrants	25,049	42,035	16,123
Add: restricted stock units	459,280	308,221	240,633
Add: performance stock units	169,813	135,849	86,568
Weighted average dilutive shares outstanding	112,316,646	109,490,898	70,838,508
Diluted earnings per share	\$ 0.30	\$ 1.11	\$ 0.52

Excluded from the above calculations were the shares noted below as they were antidilutive:

	2018	2017	2016
Antidilutive shares:			
LP Units	3,512,669	4,371,705	32,327,907

(11) Stockholders' Equity

94

---

Table of Contents

Our capital stock consists of 1.0 billion shares of \$0.01 par value Class A common stock authorized, of which 110,350,594 shares were issued and outstanding as of December 29, 2018. We also have authorized 250 million shares of \$0.01 par value Class B common stock, of which 99 shares were issued and outstanding as of December 29, 2018. The Class B common stock entitles holders thereof, who are also holders of LP Units, with a number of votes that is equal to the number of LP Units they hold. The Class B common stock does not participate in dividends and does not have any liquidation rights.

Equity Offerings—On January 10, 2017, Summit Inc. raised \$237.6 million, net of underwriting discounts, through the issuance of 10,000,000 shares of Class A common stock at a public offering price of \$24.05 per share. Summit Inc. used these proceeds to purchase an equal number of LP Units.

From time to time, limited partners of Summit Holdings exchange their LP Units for shares of Class A common stock of Summit Inc. The following table summarizes the changes in our ownership of Summit Holdings:

	Summit Inc. Shares (Class A)	LP Units	Total	Summit Inc. Ownership Percentage
Balance — December 31, 2016	97,554,278	5,151,297	102,705,575	95.0 %
January 2017 public offering	10,000,000	—	10,000,000	
Exchanges during period	1,461,677	(1,461,677)	—	
Other equity transactions	1,334,639	—	1,334,639	
Balance — December 30, 2017	110,350,594	3,689,620	114,040,214	96.8 %
Exchanges during period	254,102	(254,102)	—	
Other equity transactions	1,054,231	—	1,054,231	
Balance — December 29, 2018	111,658,927	3,435,518	115,094,445	97.0 %

Accumulated other comprehensive income (loss) - The changes in each component of accumulated other comprehensive income (loss) consisted of the following:

	Change in	Foreign currency translation adjustments	Cash flow hedge adjustments	Accumulated other comprehensive income (loss)
Balance — December 31, 2016	\$ 1,450	\$ (3,106)	\$ (593)	\$ (2,249)
Postretirement curtailment adjustment, net of tax	309	—	—	309
Postretirement liability adjustment, net of tax	605	—	—	605
Foreign currency translation adjustment, net of tax	—	7,743	—	7,743
Income on cash flow hedges, net of tax	—	—	978	978
Balance — December 30, 2017	\$ 2,364	\$ 4,637	\$ 385	\$ 7,386
Postretirement liability adjustment, net of tax	1,209	—	—	1,209
Foreign currency translation adjustment, net of tax	—	(6,784)	—	(6,784)
Income on cash flow hedges, net of tax	—	—	870	870
Balance — December 29, 2018	\$ 3,573	\$ (2,147)	\$ 1,255	\$ 2,681

## (12) Supplemental Cash Flow Information

Supplemental cash flow information for the years ended December 29, 2018, December 30, 2017 and December 31, 2016 was as follows:



Table of Contents

	2018	2017	2016
Cash payments:			
Interest	\$ 103,250	\$ 96,320	\$ 82,540
Income taxes	3,340	1,711	2,645
Non cash financing activities:			
Purchase of noncontrolling interest	\$—	\$(716 )	\$—
Stock Dividend	—	(45,023 )	(26,939 )
Exchange of LP Units to shares of Class A common stock	7,499	41,126	953,752

**(13) Stock-Based Compensation**

Prior to the IPO and related Reorganization, the capital structure of Summit Holdings consisted of six different classes of limited partnership units, each of which was subject to unique distribution rights. In connection with the IPO and the related Reorganization, the limited partnership agreement of Summit Holdings was amended and restated to, among other things, modify its capital structure by creating LP Units (“the Reclassification”). Immediately after the Reclassification, 69.0 million LP Units were outstanding, of which 575,256 time vesting interests had not yet vested, and 2.4 million of performance vesting interests had not yet vested. In the first quarter of 2018, the Board of Directors vested the time-vesting units outstanding and we recognized the remaining \$1.0 million of stock based compensation related to these LP units.

Further in 2015, warrants to purchase 160,333 shares of Class A common stock were issued to holders of Class C interests, and options to purchase 4.4 million shares of Class A common stock were issued to holders of Class D interests as leverage restoration options. The exercise price of the warrants and the leverage restoration options is \$18.00 per share. In connection with the Reclassification of the equity-based awards, we recognized \$14.5 million modification charge in general and administrative expenses in the year ended January 2, 2016.

In 2015, the Board of Directors approved the Summit Materials, Inc. 2015 Omnibus Incentive Plan (the "Plan"). In August 2016, the Board of Directors determined that it was in the best interest of the Company to waive certain vesting criteria related to options to purchase 4.4 million shares of Class A common stock and certain performance-based LP Units. This waiver was accounted for as a modification of both interests. The fair value of the LP Units was based on the closing stock price of Summit Inc.’s shares of Class A common stock on the modification date and the fair value of the leverage restoration options was determined using the Black-Scholes, Merton model. The Company recognized \$37.7 million in general and administrative expenses in the year ended December 31, 2016 related to the vesting of these performance-based awards.

**Omnibus Incentive Plan**

In 2015, our Board of Directors and stockholders adopted the Plan, which allows for grants of equity-based awards in the form of stock options, stock appreciation rights, restricted stock and restricted stock units, performance units, and other stock-based awards. The Plan authorizes the issuance of up to 13,500,000 shares of Class A common stock in the form of restricted stock units and stock options, of which 6.6 million shares were available for future grants as of December 29, 2018.

**Restricted Stock**

**Restricted Stock with Service-Based Vesting**—Under the Plan, the Compensation Committee of the Board of Directors (“the Compensation Committee”) has granted restricted stock to members of the Board of Directors, executive officers and other key employees. These awards contain service conditions associated with continued employment or service. The terms of the restricted stock provide voting and regular dividend rights to holders of the awards. Upon vesting, the

restrictions on the restricted stock lapse and the shares are considered issued and outstanding for accounting purposes.

In each of 2018, 2017 and 2016, the Compensation Committee granted restricted stock to executives and key employees under the Plan as part of our annual equity award program, which vest over a three year period, subject to continued employment or service. From time to time, the Compensation Committee grants restricted stock to newly hired or promoted employees or other employees or consultants who have achieved extraordinary personal performance objectives.

Further, in each of 2018, 2017 and 2016, the Compensation Committee granted 38,232, 34,928 and 28,140 shares, respectively, to non-employee members of the Board of Directors for their annual service as directors. These restricted stock grants vest over a one year period.

Table of Contents

In measuring compensation expense associated with the grant of restricted stock, we use the fair value of the award, determined as the closing stock price for our common stock on the date of grant. Compensation expense is recorded monthly over the vesting period of the award.

Restricted stock with Service- and Market-Condition-Based Vesting—In each of 2018, 2017 and 2016, the Compensation Committee granted restricted stock to certain members of our executive team as part of their annual compensation package. The restricted stock vests at the end of a three year performance period, based on our total stock return (“TSR”) ranking relative to companies in the S&P Building & Construction Select Industry Index, subject to continued employment.

Compensation expense is recorded monthly over the vesting period of the awards. The following table summarizes information for the equity awards granted in 2018:

	Options		Restricted Stock Units		Performance Stock Units		Warrants	
	Number of options	Weighted average grant date fair value per unit	Number of restricted stock units	Weighted average grant date fair value per unit	Number of performance stock units	Weighted average grant date fair value per unit	Number of warrants	Weighted average grant date fair value per unit
Beginning balance—December 30, 2017	4,153,613	\$ 9.13	508,586	\$ 20.14	211,455	\$ 23.69	102,778	\$ 18.00
Granted	—	—	689,386	28.68	102,842	40.83	—	—
Forfeited	(22,566 )	10.91	(21,551 )	28.11	(19,045 )	26.26	—	—
Exercised	(863,898 )	8.88	—	—	—	—	(2,741 )	18.00
Vested	—	—	(252,113 )	21.95	—	—	—	—
Balance—December 29, 2018	3,267,149	\$ 9.09	924,308	\$ 24.57	295,252	\$ 29.12	100,037	\$ 18.00

The fair value of the time-vesting options granted was estimated as of the grant date using the Black-Scholes-Merton model, which requires the input of subjective assumptions, including the expected volatility and the expected term. The fair value of the performance stock units granted was estimated as of the grant date using Monte Carlo simulations, which requires the input of subjective assumptions, including the expected volatility and the expected term. The following table presents the weighted average assumptions used to estimate the fair value of grants in 2018, 2017 and 2016:

	Options		Performance Stock Units		
	2017	2016	2018	2017	2016
Risk-free interest rate	2.06% - 2.31%	1.75% - 1.97%	2.38%	1.45%	0.88%
Dividend yield	N/A	N/A	N/A	N/A	N/A
Volatility	47%	48%	38%	39%	37%
Expected term	7 years	10 years	3 years	3 years	3 years

The risk-free rate is based on the yield at the date of grant of a U.S. Treasury security with a maturity period approximating the expected term. As Summit Holdings has not historically and does not plan to issue regular dividends, a dividend yield of zero was used. The volatility assumption is based on reported data of a peer group of publicly traded companies for which historical information was available adjusted for the Company’s capital structure. The expected term is based on expectations about future exercises and represents the period of time that the units granted are expected to be outstanding.

Compensation expense for time-vesting interests granted is based on the grant date fair value. The Company recognizes compensation costs on a straight-line basis over the service period, which is generally the vesting period of the award. Forfeitures are recognized as they occur. Share-based compensation expense, which is recognized in general and administrative expenses, totaled \$25.4 million, \$49.9 million and \$19.9 million in the years ended December 29, 2018, December 30, 2017 and December 31, 2016, respectively. As of December 29, 2018, unrecognized compensation cost totaled \$23.3 million. The weighted average remaining contractual term over which the unrecognized compensation cost is to be recognized is 1.8 years as of year-end 2018.



Table of Contents

As of December 29, 2018, the intrinsic value of outstanding options, restricted stock units and performance stock units was zero, \$11.4 million and \$3.6 million, respectively, and the remaining contractual term was 6.2 years, 1.0 year and 1.1 years, respectively. The weighted average strike price of stock options outstanding as of December 29, 2018 was \$18.54 per share. The intrinsic value of 1.9 million exercisable stock options as of December 29, 2018 was \$11.5 million with a weighted average strike price of \$18.26 and a weighted average remaining vesting period of 5.9 years.

(14) Employee Benefit Plans

**Defined Contribution Plan**—The Company sponsors employee 401(k) savings plans for its employees, including certain union employees. The plans provide for various required and discretionary Company matches of employees' eligible compensation contributed to the plans. The expense for the defined contribution plans was \$11.2 million, \$9.3 million and \$8.6 million for the years ended December 29, 2018, December 30, 2017 and December 31, 2016, respectively.

**Defined Benefit and Other Postretirement Benefits Plans**—The Company's subsidiary, Continental Cement, sponsors two noncontributory defined benefit pension plans for hourly and salaried employees. The plans are closed to new participants and benefits are frozen. As a result of the collective bargaining unit negotiations in 2017, the hourly defined benefit pension plan was amended to stop future benefit accruals for the Davenport employees effective December 31, 2017. Pension benefits for eligible hourly employees are based on a monthly pension factor for each year of credited service. Pension benefits for eligible salaried employees are generally based on years of service and average eligible compensation.

Continental Cement also sponsors two unfunded healthcare and life insurance benefits plans for certain eligible retired employees. Effective January 1, 2014, the plan covering employees of the Hannibal, Missouri location was amended to eliminate all future retiree health and life coverage for current employees. During 2015, Continental Cement adopted one new unfunded healthcare plan to provide benefits prior to Medicare eligibility for certain hourly employees of the Davenport, Iowa location.

The funded status of the pension and other postretirement benefit plans is recognized in the consolidated balance sheets as the difference between the fair value of plan assets and the benefit obligations. For defined benefit pension plans, the benefit obligation is the projected benefit obligation ("PBO") and for the healthcare and life insurance benefits plans, the benefit obligation is the accumulated postretirement benefit obligation ("APBO"). The PBO represents the actuarial present value of benefits expected to be paid upon retirement based on estimated future compensation levels. However, since the plans' participants are not subject to future compensation increases, the plans' PBO equals the accumulated benefit obligation ("ABO"). The APBO represents the actuarial present value of postretirement benefits attributed to employee services already rendered. The fair value of plan assets represents the current market value of assets held by an irrevocable trust fund for the sole benefit of participants. The measurement of the benefit obligations is based on the Company's estimates and actuarial valuations. These valuations reflect the terms of the plan and use participant-specific information, such as compensation, age and years of service, as well as certain assumptions that require significant judgment, including estimates of discount rates, expected return on plan assets, rate of compensation increases, interest-crediting rates and mortality rates.

The Company uses December 31 as the measurement date for its defined benefit pension and other postretirement benefit plans.

**Obligations and Funded Status**—The following information is as of December 29, 2018 and December 30, 2017 and for the years ended December 29, 2018, December 30, 2017 and December 31, 2016:



Table of Contents

	2018		2017	
	Pension benefits	Healthcare & Life Ins.	Pension benefits	Healthcare & Life Ins.
Change in benefit obligations:				
Beginning of period	\$27,984	\$ 9,793	\$27,608	\$ 12,770
Service cost	67	170	285	184
Interest cost	898	317	998	365
Actuarial (gain) loss	(3,136 )	(173 )	1,182	(338 )
Curtailments	—	—	(430 )	—
Change in plan provision	—	—	—	(2,325 )
Benefits paid	(1,610 )	(904 )	(1,659 )	(863 )
End of period	\$24,203	\$ 9,203	\$27,984	\$ 9,793
Change in fair value of plan assets:				
Beginning of period	\$19,012	\$ —	\$18,395	\$ —
Actual return on plan assets	(551 )	—	1,415	—
Employer contributions	598	904	861	863
Benefits paid	(1,610 )	(904 )	(1,659 )	(863 )
End of period	\$17,449	\$ —	\$19,012	\$ —
Funded status of plans				
Current liabilities	\$(6,754 )	\$(9,203 )	\$(8,972 )	\$(9,793 )
Noncurrent liabilities	—	—	—	\$(702 )
Liability recognized	\$(6,754 )	\$(9,203 )	\$(8,972 )	\$(9,091 )
Amounts recognized in accumulated other comprehensive income:				
Net actuarial (gain) loss	\$(1,300 )	\$ 1,995	\$ 9,341	\$ 2,285
Prior service cost	(312 )	(2,172 )	—	(2,413 )
Total amount recognized	\$(1,612 )	\$(177 )	\$ 9,341	\$(128 )

The amount recognized in accumulated other comprehensive income (“AOCI”) is the actuarial loss (credit) and prior service cost, which has not yet been recognized in periodic benefit cost.

	2018		2017		2016	
	Pension benefits	Healthcare & Life Ins.	Pension benefits	Healthcare & Life Ins.	Pension benefits	Healthcare & Life Ins.
Amounts recognized in other comprehensive (income) loss:						
Net actuarial (loss) gain	\$(1,300)	\$(172 )	\$1,068	\$(338 )	\$688	\$(682 )
Prior service cost	—	—	—	(572 )	—	64
Amortization of prior year service cost	—	241	—	168	—	174
Curtailed benefit	—	—	(429 )	—	—	—
Amortization of gain	(312 )	(118 )	(547 )	(64 )	(463 )	(207 )
Adjustment to plan benefits	—	—	—	(414 )	—	—
Total amount recognized	\$(1,612)	\$(49 )	\$92	\$(1,220 )	\$225	\$(651 )

Table of Contents

## Components of net periodic benefit cost:

Service cost	\$ 67	\$ 170	\$ 285	\$ 184	\$ 279	\$ 230
Interest cost	898	317	998	365	1,049	470
Amortization of gain	312	118	547	64	463	207
Expected return on plan assets	(1,284)	—	(1,302)	—	(1,386)	—
Curtailments	—	—	—	—	—	—
Amortization of prior service credit	—	(241 )	—	(168 )	—	(174 )
Net periodic (expense) benefit cost	\$ ( 7 )	\$ 364	\$ 528	\$ 445	\$ 405	\$ 733

Assumptions—Weighted-average assumptions used to determine the benefit obligations as of year-end 2018 and 2017 are:

	2018	Healthcare & Life Ins.	2017	Healthcare & Life Ins.
Discount rate	Pension benefits 3.90% - 4.02%	3.87% - 3.91%	Pension benefits 3.23% - 3.37%	3.20% - 3.25%
Expected long-term rate of return on plan assets	7.00%	N/A	7.00%	N/A

Weighted-average assumptions used to determine net periodic benefit cost for years ended December 29, 2018, December 30, 2017 and December 31, 2016:

	2018	Healthcare & Life Ins.	2017	Healthcare & Life Ins.	2016	Healthcare & Life Ins.
Discount rate	Pension benefits 3.23% - 3.37%	3.20% - 3.25%	Pension benefits 3.61% - 3.81%	3.54% - 3.65%	Pension benefits 3.74% - 3.97%	3.34% - 3.80%
Expected long-term rate of return on plan assets	7.00%	N/A	7.00%	N/A	7.30%	N/A

The expected long-term return on plan assets is based upon the Plans' consideration of historical and forward-looking returns and the Company's estimation of what a portfolio, with the target allocation described below, will earn over a long-term horizon. The discount rate is derived using the Citigroup Pension Discount Curve.

Assumed health care cost trend rates were 8.0% grading to 4.5% as of year-end 2018 and 2017. Assumed health care cost trend rates have a significant effect on the amounts reported for the Company's healthcare and life insurance benefits plans. A one percentage-point change in assumed health care cost trend rates would have the following effects as of year-end 2018 and 2017:

	2018	2017
	Increase	Increase
	Decrease	Decrease
Total service cost and interest cost components	\$ 31	\$ 39
APBO	\$ ( 27 )	\$ ( 33 )
	765 (690 )	857 (769 )

Plan Assets—The defined benefit pension plans' (the "Plans") investment strategy is to minimize investment risk while generating acceptable returns. The Plans currently invest a relatively high proportion of the plan assets in fixed income securities, while the remainder is invested in equity securities, cash reserves and precious metals. The equity securities are diversified into funds with growth and value investment strategies. The target allocation for plan assets

is as follows: equity securities—30%; fixed income securities—63%; cash reserves—5%; and precious metals—2%. The Plans' current investment allocations are within the tolerance of the target allocation. The Company had no Level 3 investments as of or for the years ended December 29, 2018 and December 30, 2017.

At year-end 2018 and 2017, the Plans' assets were invested predominantly in fixed-income securities and publicly traded equities, but may invest in other asset classes in the future subject to the parameters of the investment policy. The Plans' investments in fixed-income assets include U.S. Treasury and U.S. agency securities and corporate bonds. The Plans' investments in equity assets include U.S. and international securities and equity funds. The Company estimates the fair value of

100

---

Table of Contents

the Plans' assets using various valuation techniques and, to the extent available, quoted market prices in active markets or observable market inputs. The descriptions and fair value methodologies for the Plans' assets are as follows:

**Fixed Income Securities**—Corporate and government bonds are classified as Level 2 assets, as they are either valued at quoted market prices from observable pricing sources at the reporting date or valued based upon comparable securities with similar yields and credit ratings.

**Equity Securities**—Equity securities are valued at the closing market price reported on a U.S. exchange where the security is actively traded and are therefore classified as Level 1 assets.

**Cash**—The carrying amounts of cash approximate fair value due to the short-term maturity.

**Precious Metals**—Precious metals are valued at the closing market price reported on a U.S. exchange where the security is actively traded and are therefore classified as Level 1 assets.

The fair value of the Plans' assets by asset class and fair value hierarchy level as of December 29, 2018 and December 30, 2017 are as follows:

	2018		
	Total fairmarket value	Quoted prices in active markets for identical assets (Level 1)	Observable inputs (Level 2)
Fixed income securities:			
Intermediate—government	\$3,547	\$ 3,547	\$ —
Intermediate—corporate	3,437	—	3,437
Short-term—government	756	756	—
Short-term—corporate	957	—	957
International	1,143	—	1,143
Equity securities:			
U.S. Large cap value	978	978	—
U.S. Large cap growth	976	976	—
U.S. Mid cap value	471	471	—
U.S. Mid cap growth	496	496	—
U.S. Small cap value	463	463	—
U.S. Small cap growth	474	474	—
Managed Futures	355	—	355
International	1,004	329	675
Emerging Markets	362	362	—
Commodities Broad Basket	1,048	388	660
Cash	982	982	—
Total	\$17,449	\$ 10,222	\$ 7,227

Table of Contents

	2017		
	Total fairmarkets for identical value	Quoted prices in active assets (Level 1)	Observable inputs (Level 2)
Fixed income securities:			
Intermediate—government	\$3,620	\$ 3,068	\$ 552
Intermediate—corporate	3,872	—	3,872
Short-term—government	497	497	—
Short-term—corporate	1,702	—	1,702
Equity securities:			
U.S. Large cap value	1,765	1,765	—
U.S. Large cap growth	588	588	—
U.S. Mid cap value	586	586	—
U.S. Mid cap growth	586	586	—
U.S. Small cap value	571	571	—
U.S. Small cap growth	580	580	—
Managed Futures	392	—	392
International	1,547	677	870
Commodities Broad Basket	801	—	801
Cash	1,522	—	1,522
Precious metals	383	383	—
Total	\$19,012	\$ 9,301	\$ 9,711

Cash Flows—The Company expects to contribute approximately \$1.0 million in 2019 to both its pension plans and to its healthcare and life insurance benefits plans.

The estimated benefit payments for each of the next five years and the five-year period thereafter are as follows:

	Pension benefits	Healthcare and Life Insurance Benefits
2019	\$ 1,736	\$ 687
2020	1,712	697
2021	1,680	681
2022	1,678	669
2023	1,676	664
2024 - 2028	7,806	3,415

Multiemployer Pension Plans— In 2018, The Company acquired Buildex, LLC and assumed its obligation to contribute to a number of multiemployer defined benefit pension plans under the terms of collective-bargaining agreements that cover its union-represented employees. The risks of participating in multiemployer pension plans are different from single-employer plans. Assets contributed to a multiemployer plan by one employer may be used to provide benefits to employees of other participating employers. If a participating employer ceases contributing to the plan, the unfunded obligations of the plan are the responsibility of the remaining participating employers.

The Company's participation in these plans for the annual period ended December 31, 2018, is outlined in the table below. The "EIN/Pension Plan Number" column provides the Employer Identification Number (EIN) and the three-digit plan number, if applicable. Unless otherwise noted, the most recent Pension Protection Act (PPA) zone status available in 2018 and 2017 is for the plan's year end at December 31, 2017, and December 31, 2016, respectively. The zone status is based on information the Company received from the plan and is certified by the

Edgar Filing: Summit Materials, Inc. - Form 10-K

plan's actuary. Among other factors, plans in the red zone are generally less than 65% funded, plans in the yellow zone are less than 80% funded and plans in the green zone are at least 80% funded. The "FIP/RP Status Pending/Implemented" column indicates plans for which a financial improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented. The "Surcharge Imposed" column indicates whether a surcharge has been imposed on contributions to the plan. The last column lists the expiration date(s) of the collective-

102

---



Table of Contents

bargaining agreement(s) to which the plans are subject. There have been no significant changes that affect the comparability of 2018 and 2017 contributions.

Pension Trust Fund	EIN/ Pension Plan Number	Pension Protection Act		FIP/RP Status	Contributions of Company			Expiration Date of Collective-Bargaining Agreement (1)
		Zone Status			Pending/ Implemented	(\$ in thousands)	Surcharge Imposed	
Construction Industry Laborers Pension Fund	43-6060737/001	Green - as of December 31, 2017	Green - as of December 31, 2016	None	\$ 115	\$ 104	No	12/31/2018
Operating Engineers Local 101 Pension Plan	43-6059213/001	Green - as of December 31, 2017	Green - as of December 31, 2016	None	26	30	No	12/31/2018
Total Contributions					\$ 141	\$ 134		

(1) Currently in final negotiations to extend both collective-bargaining agreements.

The Company was not listed as providing more than 5% of the total contributions for the Operating Engineers Local 101 Pension Plan for the plan years 2017 and 2016 per the plan's Form 5500. The Company did not provide over 5% of total contributions in 2017 or 2016 for the Construction Industry Laborers Pension Fund per the plan's Form 5500. As of the date of the filing of this annual report on Form 10-K, Forms 5500 were not available for the plan year ending December 31, 2018.

## (15) Accrued Mining and Landfill Reclamation

The Company has asset retirement obligations arising from regulatory or contractual requirements to perform certain reclamation activities at the time that certain quarries and landfills are closed, which are primarily included in other noncurrent liabilities on the consolidated balance sheets. The current portion of the liabilities, \$4.1 million and \$3.9 million as of December 29, 2018 and December 30, 2017, respectively, is included in accrued expenses on the consolidated balance sheets. The total undiscounted anticipated costs for site reclamation as of December 29, 2018 and December 30, 2017 were \$92.5 million and \$67.9 million, respectively. The liabilities were initially measured at fair value and are subsequently adjusted for accretion expense, payments and changes in the amount or timing of the estimated cash flows. The corresponding asset retirement costs are capitalized as part of the carrying amount of the related long-lived asset and depreciated over the asset's remaining useful life. The following table presents the activity for the asset retirement obligations for the years ended December 29, 2018 and December 30, 2017:

	2018	2017
Beginning balance	\$24,329	\$23,906
Acquired obligations	3,937	2,303
Change in cost estimate	2,808	(1,759 )
Settlement of reclamation obligations	(1,680 )	(1,996 )
Accretion expense	1,605	1,875
Ending balance	\$30,999	\$24,329

## (16) Commitments and Contingencies

The Company is party to certain legal actions arising from the ordinary course of business activities. Accruals are recorded when the outcome is probable and can be reasonably estimated. While the ultimate results of claims and litigation cannot be predicted with certainty, management expects that the ultimate resolution of all current pending or threatened claims and litigation will not have a material effect on the Company's consolidated financial position, results of operations or liquidity. The Company records legal fees as incurred.

In March 2018, we were notified of an investigation by the Canadian Competition Bureau (the "CCB") into pricing practices by certain asphalt paving contractors in British Columbia, including Winvan Paving, Ltd. ("Winvan"). We believe the investigation is focused on time periods prior to our April 2017 acquisition of Winvan and we are cooperating with the CCB.

Table of Contents

Although we currently do not believe this matter will have a material adverse effect on our business, financial condition or results of operations, we are not able to predict the ultimate outcome or cost of the investigation at this time.

**Environmental Remediation and Site Restoration**—The Company’s operations are subject to and affected by federal, state, provincial and local laws and regulations relating to the environment, health and safety and other regulatory matters. These operations require environmental operating permits, which are subject to modification, renewal and revocation. The Company regularly monitors and reviews its operations, procedures and policies for compliance with these laws and regulations. Despite these compliance efforts, risk of environmental liability is inherent in the operation of the Company’s business, as it is with other companies engaged in similar businesses and there can be no assurance that environmental liabilities or noncompliance will not have a material adverse effect on the Company’s consolidated financial condition, results of operations or liquidity.

**Other**—The Company is obligated under various firm purchase commitments for certain raw materials and services that are in the ordinary course of business. Management does not expect any significant changes in the market value of these goods and services during the commitment period that would have a material adverse effect on the financial condition, results of operations and cash flows of the Company. The terms of the purchase commitments generally approximate one year.

**(17) Leasing Arrangements**

Rent expense, which primarily relates to land, plants and equipment, during the years ended December 29, 2018, December 30, 2017 and December 31, 2016 was \$25.2 million, \$21.7 million and \$18.6 million, respectively. The Company has lease agreements associated with quarry facilities under which royalty payments are made. The payments are generally based on tons sold in a particular period; however, certain agreements have minimum annual payments. Royalty expense recorded in cost of revenue during the years ended December 29, 2018, December 30, 2017 and December 31, 2016 was \$20.1 million, \$18.7 million and \$15.6 million, respectively. Minimum contractual commitments for the subsequent five years under long-term operating leases and under royalty agreements are as follows:

	Operating Leases	Royalty Agreements
2019	\$ 9,479	\$ 7,124
2020	8,101	6,929
2021	6,701	6,665
2022	4,279	6,742
2023	3,411	6,656

**(18) Fair Value of Financial Instruments**

**Fair Value Measurements**—Certain acquisitions made by the Company require the payment of contingent amounts of purchase consideration. These payments are contingent on specified operating results being achieved in periods subsequent to the acquisition and will only be made if earn-out thresholds are achieved. Contingent consideration obligations are measured at fair value each reporting period. Any adjustments to fair value are recognized in earnings in the period identified.

The Company has entered into interest rate derivatives on \$200.0 million of its term loan borrowings to add stability to interest expense and to manage its exposure to interest rate movements. The interest rate derivative expires in September 2019. The effective portion of changes in the fair value of derivatives designated and that qualify as cash

Edgar Filing: Summit Materials, Inc. - Form 10-K

flow hedges is recorded in accumulated other comprehensive income and will be subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The fair value of contingent consideration and derivatives as of December 29, 2018 and December 30, 2017 was:

	2018	2017
Current portion of acquisition-related liabilities and Accrued expenses:		
Contingent consideration	\$1,394	\$594
Cash flow hedges	—	488
Acquisition-related liabilities and Other noncurrent liabilities		
Contingent consideration	\$5,175	\$34,301
Cash flow hedges	—	492

104

---

Table of Contents

The fair value accounting guidance establishes the following fair value hierarchy that prioritizes the inputs used to measure fair value:

Level 1 — Unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 — Inputs other than Level 1 that are based on observable market data, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets, quoted prices for identical assets or liabilities in inactive markets, inputs that are observable that are not prices and inputs that are derived from or corroborated by observable markets.

Level 3 — Valuations developed from unobservable data, reflecting the Company's own assumptions, which market participants would use in pricing the asset or liability.

The fair value of contingent consideration was based on unobservable, or Level 3, inputs, including projected probability-weighted cash payments and an 10.0% discount rate, which reflects a market discount rate. Changes in fair value may occur as a result of a change in actual or projected cash payments, the probability weightings applied by the Company to projected payments or a change in the discount rate. Significant increases or decreases in any of these inputs in isolation could result in a lower, or higher, fair value measurement. The fair value of the cash flow hedges are based on observable, or Level 2, inputs such as interest rates, bond yields and prices in inactive markets. There were no material adjustments to the fair value of contingent consideration in 2018 or 2017, or to cash flow hedges in 2018 or 2017.

Financial Instruments—The Company's financial instruments include debt and certain acquisition-related liabilities (deferred consideration and noncompete obligations). The carrying value and fair value of these financial instruments as of December 29, 2018 and December 30, 2017 were:

	December 29, 2018		December 30, 2017	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Level 2				
Long-term debt(1)	\$1,777,722	\$1,828,159	\$1,893,239	\$1,832,455
Level 3				
Current portion of deferred consideration and noncompete obligations(2)	32,876	32,876	13,493	13,493
Long term portion of deferred consideration and noncompete obligations(3)	44,293	44,293	23,834	23,834

(1) \$6.4 million and \$4.8 million included in current portion of debt as of December 29, 2018 and December 30, 2017, respectively.

(2) Included in current portion of acquisition-related liabilities on the consolidated balance sheets.

(3) Included in acquisition-related liabilities on the consolidated balance sheets.

The fair value of debt was determined based on observable, or Level 2 inputs, such as interest rates, bond yields and quoted prices in inactive markets. The fair values of the deferred consideration and noncompete obligations were determined based on unobservable, or Level 3, inputs, including the cash payment terms in the purchase agreements and a discount rate reflecting the Company's credit risk. The discount rate used is generally consistent with that used when the obligations were initially recorded.

Securities with a maturity of three months or less are considered cash equivalents and the fair value of these assets approximates their carrying value.



Table of Contents

## (19) Segment Information

The Company has three operating segments: West; East; and Cement, which are its reporting segments. These segments are consistent with the Company's management reporting structure. The operating results of each segment are regularly reviewed and evaluated by the Chief Executive Officer, the Company's Chief Operating Decision Maker ("CODM"). The CODM primarily evaluates the performance of its segments and allocates resources to them based on a segment profit metric that we call Adjusted EBITDA, which is computed as earnings from continuing operations before interest, taxes, depreciation, depletion, amortization, accretion, share-based compensation, and transaction costs, as well as various other non-recurring, non-cash amounts.

The West and East segments have several acquired subsidiaries that are engaged in various activities including quarry mining, aggregate production and contracting. The Cement segment is engaged in the production of Portland cement. Assets employed by each segment include assets directly identified with those operations. Corporate assets consist primarily of cash, property, plant and equipment for corporate operations and other assets not directly identifiable with a reportable business segment. The accounting policies applicable to each segment are consistent with those used in the consolidated financial statements.

The following tables display selected financial data for the Company's reportable business segments as of and for the years ended December 29, 2018, December 30, 2017 and December 31, 2016:

	2018	2017	2016
Revenue*:			
West	\$1,117,066	\$998,843	\$813,682
East	703,147	629,919	531,294
Cement	280,789	303,813	281,087
Total revenue	\$2,101,002	\$1,932,575	\$1,626,063

\* Intercompany sales are immaterial and the presentation above only reflects sales to external customers.

	2018	2017	2016
Income (loss) from operations before taxes	\$96,077	\$(158,200)	\$40,827
Interest expense	116,548	108,549	97,536
Depreciation, depletion and amortization	203,305	177,643	147,736
Accretion	1,605	1,875	1,564
IPO/ Legacy equity modification costs	—	—	37,257
Loss on debt financings	149	4,815	—
Tax receivable agreement (benefit) expense	(22,684 )	271,016	14,938
Gain on sale of business	(12,108 )	—	—
Transaction costs	4,238	7,733	6,797
Management fees and expenses	—	—	(1,379 )
Non-cash compensation	25,378	21,140	12,683
Other	(6,247 )	1,206	13,388
Total Adjusted EBITDA	\$406,261	\$435,777	\$371,347

## Total Adjusted EBITDA by Segment:

West	\$188,999	\$203,590	\$167,434
East	138,032	139,108	126,007
Cement	111,394	127,547	112,991
Corporate and other	(32,164 )	(34,468 )	(35,085 )
Total Adjusted EBITDA	\$406,261	\$435,777	\$371,347





Table of Contents

	2018	2017	2016
Purchases of property, plant and equipment			
West	\$120,657	\$83,591	\$77,335
East	64,384	68,556	45,492
Cement	28,036	35,803	25,408
Total reportable segments	213,077	187,950	148,235
Corporate and other	7,608	6,196	5,248
Total purchases of property, plant and equipment	\$220,685	\$194,146	\$153,483

	2018	2017	2016
Depreciation, depletion, amortization and accretion:			
West	\$91,794	\$71,314	\$65,345
East	75,433	67,252	51,540
Cement	35,061	38,351	30,006
Total reportable segments	202,288	176,917	146,891
Corporate and other	2,622	2,601	2,409
Total depreciation, depletion, amortization and accretion	\$204,910	\$179,518	\$149,300

	2018	2017	2016
Total assets:			
West	\$1,370,501	\$1,225,463	\$902,763
East	1,253,640	1,035,609	870,613
Cement	877,586	870,652	868,440
Total reportable segments	3,501,727	3,131,724	2,641,816
Corporate and other	355,914	655,609	139,650
Total	\$3,857,641	\$3,787,333	\$2,781,466

## (20) Supplementary Data (Unaudited)

Supplemental financial information (unaudited) by quarter is shown below for the years ended December 29, 2018 and December 30, 2017.

	2018				2017			
	4Q	3Q	2Q	1Q	4Q	3Q	2Q	1Q
Net revenue	\$445,090	\$625,017	\$549,235	\$289,916	\$440,610	\$574,387	\$478,368	\$259,044
Operating income (loss)	28,545	108,167	77,279	(51,525 )	57,306	113,911	82,444	(32,784 )
Net income (loss)	(18,627 )	73,992	36,913	(55,948 )	44,510	84,287	52,088	(55,108 )
Net income (loss) attributable to Summit Inc.	(19,163 )	71,289	35,509	(53,729 )	43,010	81,264	50,000	(52,444 )
Basic earnings per share attributable to Summit Inc.	\$(0.17 )	\$0.64	\$0.32	\$(0.49 )	\$0.39	\$0.74	\$0.46	\$(0.49 )
Diluted earnings per share attributable to Summit Inc.	(0.17 )	0.64	0.32	(0.49 )	0.38	0.73	0.46	(0.49 )

Table of Contents

SUMMIT MATERIALS, LLC AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements and notes thereto for Summit Materials, LLC and subsidiaries are included as Exhibit 99.1 to this Annual Report on Form 10-K and are incorporated by reference herein.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

Summit Inc. and Summit LLC maintain disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed in Summit Inc.'s reports 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 Summit Inc.'s and Summit LLC's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives. Summit Inc.'s and Summit LLC's management, with the participation of its Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of Summit Inc.'s disclosure controls and procedures as of December 29, 2018. Based upon that evaluation, Summit Inc.'s and Summit LLC's Chief Executive Officer and Chief Financial Officer concluded that, as of December 29, 2018, Summit Inc.'s and Summit LLC's disclosure controls and procedures were effective to accomplish their objectives at the reasonable assurance level.

Table of Contents

Management's Report on Internal Control Over Financial Reporting

The Stockholders of Summit Materials, Inc.:

The management of Summit Materials, Inc. and Summit Materials, LLC is responsible for establishing and maintaining adequate internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control system was designed to provide reasonable assurance to our management and board of directors regarding the preparation and fair presentation of published financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management evaluated the effectiveness of our internal control over financial reporting as of December 29, 2018. In making this evaluation, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control – Integrated Framework (2013). Based on our evaluation we believe that, as of December 29, 2018 our internal control over financial reporting is effective based on those criteria.

KPMG LLP has issued an audit report on the effectiveness of Summit Materials, Inc.'s internal control over financial reporting. The KPMG report immediately follows this report. This annual report does not include an attestation report of Summit Materials, LLC's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by Summit Materials, LLC's registered public accounting firm pursuant to rules of the Securities and Exchange Commission applicable to "non-accelerated filers."

/s/ Thomas W. Hill      /s/ Brian J. Harris  
Chief Executive Officer    Chief Financial Officer

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors  
Summit Materials, Inc.:

Opinion on Internal Control Over Financial Reporting

We have audited Summit Materials, Inc. and subsidiaries' (the Company) internal control over financial reporting as of December 29, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 29, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 29, 2018 and December 30, 2017, the related consolidated statements of operations, comprehensive loss, changes in redeemable noncontrolling interest and stockholders' equity, and cash flows for each of the fiscal years ended December 29, 2018, December 30, 2017 and December 31, 2016 and the related notes (collectively, the consolidated financial statements), and our report dated February 6, 2019 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

Denver, Colorado  
February 6, 2019

110

---

Table of Contents

Changes in Internal Control over Financial Reporting

There was no change in Summit Materials, Inc.’s or Summit Materials, LLC’s internal control over financial reporting that occurred during their last fiscal quarter that has materially affected, or is reasonably likely to materially affect, their internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required to be set forth herein is included in the sections entitled “Item 1–Election of Directors”, “Corporate Governance—Board Meetings and Committees—Audit Committee”, “Corporate Governance—Code of Ethics” and “Section 16(a) Beneficial Ownership Reporting Compliance” in our definitive proxy statement with respect to the 2019 annual meeting of stockholders (the “2019 Proxy Statement”) is incorporated herein by reference, except that certain information regarding our executive officers called for by Item 401(b) and (e) of Regulation S–K has been included in Part 1 of this Annual Report on Form 10–K.

ITEM 11. EXECUTIVE COMPENSATION

The information set forth under the heading “Executive Compensation” in our 2019 Proxy Statement is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The information required to be set forth herein pursuant to Item 403 of Regulation S–K is included in the section entitled “Beneficial Ownership of Shares” in our 2019 Proxy Statement is incorporated herein by reference. The information regarding certain Company equity compensation plans called for by Item 201(d) of Regulation S–K is set forth below.

Securities Authorized for Issuance Under Equity Compensation Plans

	As of December 29, 2018		
	Number of securities to be issued upon exercise of outstanding options and rights	Weighted-average exercise price of outstanding options and rights	
		Number of securities remaining available for future issuance under equity compensation plans	
Equity compensation plan approved by stockholders(1)	13,500,000	\$ 18.54	6,620,934

(1)Relates only to the Omnibus Incentive Plan detailed below.

In connection with our IPO, the board of directors and our then sole voting stockholder adopted the Omnibus Incentive Plan under which 13,500,000 shares of common stock were reserved. The Omnibus Incentive Plan provides for the granting of stock options, stock appreciation rights, restricted stock, restricted stock units and other stock-based and performance compensation awards to eligible employees, officers, directors, consultants and advisors of the Company. If an award under the Omnibus Incentive Plan terminates, lapses or is settled without the payment of the full number of shares subject to the award, the undelivered shares may be granted again under the Omnibus Incentive Plan. As of December 29, 2018, there were no equity compensation plans not approved by stockholders of Summit Inc.

Table of Contents

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The information required to be set forth herein is included in the sections entitled “Certain Relationships and Related Person Transactions” in our 2019 Proxy Statement is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

The information provided under the heading “Item 2—Ratification of Appointment of KPMG LLP” included in our 2019 Proxy Statement is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

1. Financial statements:

Financial statements for Summit Inc. and Summit LLC are included under Item 8 of this report, which incorporates Exhibit 99.1 with respect to Summit LLC.

2. Financial statement schedules:

Financial statement schedules are omitted because of the absence of conditions under which they are required or because the required information is provided in the financial statements or notes thereto.

3. Exhibits:



Table of Contents

- 2.1 Asset Purchase Agreement, dated as of April 16, 2015, among Continental Cement Company, L.L.C., Lafarge North America Inc., Summit Materials, LLC and Summit Materials Holdings L.P. (incorporated by reference to Exhibit 2.1 of Summit Materials, LLC's Current Report on Form 8-K filed on April 17, 2015 (File No. 333-187556)).
- 2.2 Asset Purchase Agreement, dated as of April 16, 2015, among Continental Cement Company, L.L.C., Lafarge North America Inc., Summit Materials, LLC and Summit Materials Holdings L.P. (incorporated by reference to Exhibit 2.2 of Summit Materials, LLC's Current Report on Form 8-K filed on April 17, 2015 (File No. 333-187556)).
- 3.1 Certificate of Formation of Summit Materials, LLC, as amended (incorporated by reference to Exhibit 3.1 to Summit Materials, LLC's Registration Statement on Form S-4, filed March 27, 2013 (File No. 333-187556)).
- 3.2 Amended and Restated Limited Liability Company Agreement of Summit Materials, LLC (incorporated by reference to Exhibit 3.2 to Summit Materials, LLC's Registration Statement on Form S-4, filed March 27, 2013 (File No. 333-187556)).
- 3.3 Amended and Restated Certificate of Incorporation of Summit Materials, Inc. (incorporated by reference to Exhibit 3.1 to Summit Materials, Inc.'s Current Report on Form 8-K filed on March 17, 2015 (File No. 001-36873)).
- 3.4 Amended and Restated By-Laws of Summit Materials, Inc. (incorporated by reference to Exhibit 3.2 to Summit Materials, Inc.'s Current Report on Form 8-K filed on March 17, 2015 (File No. 001-36873)).
- 4.1 Indenture, dated as of July 8, 2015, among Summit Materials, LLC, Summit Materials Finance Corp., the guarantors named therein and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.1 to Summit Materials, Inc.'s Current Report on Form 8-K filed on July 8, 2015 (File No. 001-36873)).
- 4.2 First Supplemental Indenture, dated as of July 17, 2015, among Kilgore Partners, L.P., Lewis & Lewis, Inc., Summit Materials, LLC and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.14 to Summit Materials, Inc.'s Registration Statement on Form S-1/A, filed on July 27, 2015 (File No. 333-205561)).
- 4.3 Second Supplemental Indenture, dated as of October 7, 2015, between LeGrand Johnson Construction Co. and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.4 to Summit Materials, LLC's Registration Statement on Form S-4 filed on December 11, 2015 (File No. 333-208471)).
- 4.4 Third Supplemental Indenture, dated as of November 19, 2015, by and among Summit Materials, LLC, Summit Materials Finance Corp., the guarantors named therein and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.3 to Summit Materials, LLC's Current Report on Form 8-K filed on November 19, 2015 (File No. 333-187556)).
- 4.5 Fourth Supplemental Indenture, dated as of February 3, 2016, between Pelican Asphalt Company, LLC and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.16 to the Registrants' Annual Report on Form 10-K filed on February 22, 2016 (File No. 001-36873)).
- 4.6 Fifth Supplemental Indenture, dated as of April 5, 2016, between American Materials Company, LLC, Boxley Materials Company and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.5 to the Registrants' Quarterly Report on Form 10-Q, filed May 4, 2016 (File No. 001-36873)).

Sixth Supplemental Indenture, dated as of May 25, 2016, between Sierra Ready Mix Limited Liability Company  
4.7 and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.4 to the  
Registrants' Quarterly Report on Form 10-Q, filed August 10, 2016 (File No. 001-36873)).

113

---

Table of Contents

- 4.8 Seventh Supplemental Indenture, dated as of September 23, 2016, among H.C. Rustin Corporation, R.D. Johnson Excavating Company, LLC and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.9 to Summit Materials, LLC's Registration Statement on Form S-4, filed September 30, 2016 (File No. 333-213904)).
- 4.9 Eighth Supplemental Indenture, dated as of March 30, 2017, among Peak Materials, LLC and Razorback Concrete Company and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Registrants' Quarterly Report on Form 10-Q, filed May 3, 2017 (File No. 001-36873)).
- 4.10 Ninth Supplemental Indenture, dated as of June 21, 2017, among Glasscock Company, Inc. and Glasscock Logistics Company, LLC and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.5 to the Registrants' Quarterly Report on Form 10-Q, filed August 4, 2017 (File No. 001-36873)).
- 4.11 Tenth Supplemental Indenture, dated as of September 6, 2017, among Ready Mix Concrete of Somerset, LLC and Alan Ritchey Materials Company, L.C. and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.11 to the Registrants' Annual Report on Form 10-K, filed February 14, 2018 (File No. 001-36873)).
- 4.12 Eleventh Supplemental Indenture, dated as of November 9, 2017, among Columbia Silica Sand, LLC, Columbia Aggregates, LLC, Northwest Aggregates, Inc. and Northwest Ready Mix, Inc. and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.12 to the Registrants' Annual Report on Form 10-K, filed February 14, 2018 (File No. 001-36873)).
- 4.13 Twelfth Supplemental Indenture, dated as of January 26, 2018, among Georgia Stone Products, LLC, Broad River Crushed Stone, LLC, Stockman Quarry, L.L.C., Stockman Properties, L.L.C., McLanahan Crushed Stone, LLC and Ohio Valley Asphalt, LLC and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.13 to the Registrants' Annual Report on Form 10-K, filed February 14, 2018 (File No. 001-36873)).
- 4.14 Thirteenth Supplemental Indenture, dated as of May 3, 2018, among Laredo Paving, Inc., Metro Ready Mix, L.L.C., Price Construction, Ltd. and Mid-Missouri Limestone, LLC and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.30 to the Registrants' Quarterly Report on Form 10-Q, filed August 2, 2018 (File No. 001-36873)).
- 4.15 Form of 6.125% Senior Note due 2023 (included in Exhibit 4.1)
- 4.16 Indenture dated as of March 8, 2016, by and among Summit Materials, LLC, Summit Materials Finance Corp., the subsidiary guarantors named on the signature pages thereto and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.1 filed with the Registrants' Current Report on Form 8-K filed on March 8, 2016 (File No. 001-36873)).
- 4.17 First Supplemental Indenture, dated as of April 5, 2016, between American Materials Company, LLC, Boxley Materials Company and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.4 to the Registrants' Quarterly Report on Form 10-Q, filed May 4, 2016 (File No. 001-36873)).
- 4.18 Second Supplemental Indenture, dated as of May 25, 2016, between Sierra Ready Mix Limited Liability Company and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Registrants' Quarterly Report on Form 10-Q, filed August 10, 2016 (File No. 001-36873)).

4.19 Third Supplemental Indenture, dated as of September 23, 2016, among H.C. Rustin Corporation, R.D. Johnson Excavating Company, LLC and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.14 to Summit Materials, LLC's Registration Statement on Form S-4, filed September 30, 2016 (File No. 333-213904)).

4.20 Fourth Supplemental Indenture, dated as of March 30, 2017, among Peak Materials, LLC and Razorback Concrete Company and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Registrants' Quarterly Report on Form 10-Q, filed May 3, 2017 (File No. 001-36873)).

114

---

Table of Contents

- 4.21 Fifth Supplemental Indenture, dated as of June 21, 2017, among Glasscock Company, Inc. and Glasscock Logistics Company, LLC and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.4 to the Registrants' Quarterly Report on Form 10-Q, filed August 4, 2017 (File No. 001-36873)).
- 4.22 Sixth Supplemental Indenture, dated as of September 6, 2017, among Ready Mix Concrete of Somerset, LLC and Alan Ritchey Materials Company, L.C. and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.21 to the Registrants' Annual Report on Form 10-K, filed February 14, 2018 (File No. 001-36873)).
- 4.23 Seventh Supplemental Indenture, dated as of November 10, 2017, among Columbia Silica Sand, LLC, Columbia Aggregates, LLC, Northwest Aggregates, Inc. and Northwest Ready Mix, Inc. and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.22 to the Registrants' Annual Report on Form 10-K, filed February 14, 2018 (File No. 001-36873)).
- 4.24 Eighth Supplemental Indenture, dated as of January 26, 2018, among Georgia Stone Products, LLC, Broad River Crushed Stone, LLC, Stockman Quarry, L.L.C., Stockman Properties, L.L.C., McLanahan Crushed Stone, LLC and Ohio Valley Asphalt, LLC and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.23 to the Registrants' Annual Report on Form 10-K, filed February 14, 2018 (File No. 001-36873)).
- 4.25 Ninth Supplemental Indenture, dated as of May 3, 2018, among Laredo Paving, Inc., Metro Ready Mix, L.L.C., Price Construction, Ltd. and Mid-Missouri Limestone, LLC and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Registrants' Quarterly Report on Form 10-Q, filed August 2, 2018 (File No. 001-36873)).
- 4.26 Form of 8.500% Senior Note due 2022 (included in Exhibit 4.16).
- 4.27 Indenture, dated as of June 1, 2017, by and among Summit Materials, LLC, Summit Materials Finance Corp., the subsidiary guarantors named on the signature pages thereto and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Registrants' Current Report on Form 8-K, filed June 1, 2017 (File No. 001-36873)).
- 4.28 Form of 5.125% Senior Note due 2025 (included in Exhibit 4.27).
- 4.29 First Supplemental Indenture, dated as of June 21, 2017, among Glasscock Company, Inc. and Glasscock Logistics Company, LLC and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Registrants' Quarterly Report on Form 10-Q, filed August 4, 2017 (File No. 001-36873)).
- 4.30 Second Supplemental Indenture, dated as of September 6, 2017, among Ready Mix Concrete of Somerset, LLC and Alan Ritchey Materials Company, L.C. and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.28 to the Registrants' Annual Report on Form 10-K, filed February 14, 2018 (File No. 001-36873)).
- 4.31 Third Supplemental Indenture, dated as of November 10, 2017, among Columbia Silica Sand, LLC, Columbia Aggregates, LLC, Northwest Aggregates, Inc. and Northwest Ready Mix, Inc. and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.29 to the Registrants' Annual Report on Form 10-K, filed February 14, 2018 (File No. 001-36873)).

4.32 Fourth Supplemental Indenture, dated as of January 26, 2018, among Georgia Stone Products, LLC, Broad River Crushed Stone, LLC, Stockman Quarry, L.L.C., Stockman Properties, L.L.C., McLanahan Crushed Stone, LLC and Ohio Valley Asphalt, LLC and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.30 to the Registrants Annual Report on Form 10-K, filed February 14, 2018 (File No. 001-36873)).

115

---

Table of Contents

- 4.33 Fifth Supplemental Indenture, dated as of May 3, 2018, among Laredo Paving, Inc., Metro Ready Mix, L.L.C., Price Construction, Ltd. and Mid-Missouri Limestone, LLC and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.3 to the Registrants' Quarterly Report on Form 10-Q, filed August 2, 2018 (File No. 001-36873)).
- 10.1 Fourth Amended and Restated Limited Partnership Agreement of Summit Materials Holdings L.P., dated as of March 11, 2015 (incorporated by reference to Exhibit 10.1 to Summit Materials, Inc.'s Current Report on Form 8-K filed on March 17, 2015 (File No. 001-36873)).
- 10.2 Tax Receivable Agreement, dated as of March 11, 2015, by and among Summit Materials, Inc. and each of the other persons from time to time party thereto (incorporated by reference to Exhibit 10.3 to Summit Materials, Inc.'s Current Report on Form 8-K filed on March 17, 2015 (File No. 001-36873)).
- 10.3 Exchange Agreement, dated as of March 11, 2015, among Summit Materials, Inc., Summit Holdings and the holders of LP Units from time to time party thereto (incorporated by reference to Exhibit 10.2 to Summit Materials, Inc.'s Current Report on Form 8-K filed on March 17, 2015 (File No. 001-36873)).
- 10.4 Amendment No. 1 to Exchange Agreement, dated as of August 4, 2015, among Summit Materials, Inc., Summit Holdings and the other parties identified on the signature pages thereto (incorporated by reference to Exhibit 10.1 to Summit Materials, LLC's Quarterly Report on Form 10-Q filed on November 3, 2015 (File No. 333-187556)).
- 10.5 Registration Rights Agreement, dated as of March 17, 2015, by and among Summit Materials, Inc. and the holders from time to time party thereto (incorporated by reference to Exhibit 10.4 to Summit Materials, Inc.'s Current Report on Form 8-K filed on March 17, 2015 (File No. 001-36873)).
- 10.6+ Summit Materials, Inc. 2015 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.7 to Summit Materials, Inc.'s Current Report on Form 8-K filed on March 17, 2015 (File No. 001-36873)).
- 10.7+ Form of Restricted LP Unit Agreement (incorporated by reference to Exhibit 10.7 to Summit Materials, Inc.'s Amendment No. 1 to the Registration Statement on Form S-1, filed January 9, 2015 (File No. 333-201058)).
- 10.8+ Form of Stock Option Agreement (Leverage Restoration Options) (incorporated by reference to Exhibit 10.8 to Summit Materials, Inc.'s Amendment No. 1 to the Registration Statement on Form S-1, filed January 9, 2015 (File No. 333-201058)).
- 10.9+ Form of Restricted Stock Unit Award Notice and Agreement for Directors (incorporated by reference to Exhibit 10.1 to the Registrants' Quarterly Report on Form 10-Q, filed May 4, 2016 (File No. 001-36873)).
- 10.10+ Form of Restricted Stock Unit Award Notice and Agreement for Executive Officers (incorporated by reference to Exhibit 10.2 to the Registrants' Quarterly Report on Form 10-Q, filed May 4, 2016 (File No. 001-36873)).
- 10.11+ Form of Nonqualified Stock Option Award Notice and Agreement for Executive Officers (incorporated by reference to Exhibit 10.3 to the Registrants' Quarterly Report on Form 10-Q, filed May 4, 2016 (File No. 001-36873)).
- 10.12+ Form of Performance Unit Award Notice and Agreement for Executive Officers (incorporated by reference to Exhibit 10.4 to the Registrants' Quarterly Report on Form 10-Q, filed May 4, 2016 (File No. 001-36873)).

10.13+ Form of Director and Officer Indemnification Agreement (incorporated by reference to Exhibit 10.9 to Summit Materials, Inc.'s Amendment No. 1 to the Registration Statement on Form S-1, filed January 9, 2015 (File No. 333-201058)).

116

---



Table of Contents

- 10.14 Credit Agreement, dated as of January 30, 2012, by and among Summit Materials, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., as joint lead arrangers, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., UBS Securities LLC, Barclays Capital, Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc., as joint bookrunners, Bank of America, N.A., as administrative agent, collateral agent and swing line lender, Bank of America, N.A., as letter of credit issuer, and Citigroup Global Markets Inc., as syndication agent (incorporated by reference to Exhibit 10.1 of Amendment No. 1 to Summit Materials, LLC's Registration Statement on Form S-4, filed May 3, 2013 (File No. 333-187556)).
- 10.15 Amendment No. 1, dated as of February 5, 2013, to the Credit Agreement, dated as of January 30, 2012, by and among Summit Materials, LLC, Bank of America, N.A. as sole lead arranger, and Bank of America, N.A. and Citigroup Global Markets Inc., as joint bookrunners (incorporated by reference to Exhibit 10.2 of Summit Materials, LLC's Registration Statement on Form S-4, filed March 27, 2013 (File No. 333-187556)).
- 10.16 Amendment No. 2, dated as of January 16, 2014, to the Credit Agreement, dated as of January 30, 2012, by and among Summit Materials, LLC, the guarantors party thereto, Bank of America, N.A., as administrative agent, collateral agent, L/C issuer and swing line lender and the other parties thereto (incorporated by reference to Exhibit 10.1 to Summit Materials, LLC's Current Report on Form 8-K, filed January 23, 2014 (File No. 333-187556)).
- 10.17 Amendment No. 3, dated as of March 11, 2015, to the Credit Agreement, dated as of January 30, 2012, by and among Summit Materials, LLC, the guarantors party thereto, Bank of America, N.A., as administrative agent, collateral agent, L/C issuer and swing line lender and the other parties thereto (incorporated by reference to Exhibit 10.1 filed Summit Materials, LLC's Current Report on Form 8-K, filed March 17, 2015 (File No. 333-187556)).
- 10.18 Tranche A Revolving Credit Commitment Conversion Agreement, dated as of February 11, 2013, under the Credit Agreement, dated as of January 30, 2012, among Summit Materials, LLC, the guarantors party thereto, the several banks and other financial institutions or entities from time to time parties to the Credit Agreement, Bank of America, N.A., as administrative agent, collateral agent, L/C issuer and swing line lender and the other parties thereto (incorporated by reference to Exhibit 10.3 of Summit Materials, LLC's Registration Statement on Form S-4, filed March 27, 2013 (File No. 333-187556)).
- 10.19 Security Agreement, dated as of January 30, 2012, by and among the grantors identified therein and Bank of America, N.A., as collateral agent (incorporated by reference to Exhibit 10.4 of Summit Materials, LLC's Registration Statement on Form S-4, filed March 27, 2013 (File No. 333-187556)).
- 10.20 Restatement Agreement, providing for the Amended and Restated Credit Agreement, dated as of July 17, 2015, among Summit Materials, LLC, Summit Materials Intermediate Holdings, LLC, the subsidiary guarantors party thereto, the lenders party thereto and Bank of America, N.A., as administrative agent, collateral agent, L/C issuer and swing line lender (incorporated by reference to Exhibit 10.1 to Summit Materials, Inc.'s Current Report on Form 8-K filed on July 20, 2015 (File No. 001-36873)).
- 10.21 Amendment No. 1, dated as of January 19, 2017, to the Amended and Restated Credit Agreement, dated as of July 17, 2015, among Summit Materials, LLC, as the borrower, the guarantors party thereto, the several banks and other financial institutions or entities from time to time party thereto, Bank of America, N.A., as administrative agent, collateral agent, L/C issuer and swing line lender and the other parties thereto (incorporated by reference to Exhibit 10.1 to the Registrants' Current Report on Form 8-K, filed January 19, 2017 (File No. 001-36873)).

10.22 Amendment No. 2, dated as of November 21, 2017, to the Amended and Restated Credit Agreement, dated as of July 17, 2015, among Summit Materials, LLC, as the borrower, the guarantors party thereto, the several banks and other financial institutions or entities from time to time party thereto, Bank of America, N.A., as administrative agent, collateral agent, L/C issuer and swing line lender and the other parties thereto (incorporated by reference to Exhibit 10.1 to the Registrants' Current Report on Form 8-K filed on November 21, 2017 (File No. 001-36873)).

117

---

Table of Contents

- 10.23 Amendment No. 3, dated as of May 22, 2018, to the Amended and Restated Credit Agreement, dated as of July 17, 2015 (as amended by Amendment No. 1, dated as of January 19, 2017 and Amendment No. 2, dated as of November 21, 2017), among Summit Materials, LLC, as the borrower, the guarantors party thereto, the several banks and other financial institutions or entities from time to time party thereto, Bank of America, N.A., as administrative agent, collateral agent, L/C issuer and swing line lender and the other parties thereto (incorporated by reference to Exhibit 10.1 to the Registrants' Current Report on Form 8-K, filed May 22, 2018).
- 10.24 Acquisition Agreement, dated as of December 5, 2013, among Alleyton Resource Corporation, Colorado Gulf, LP, Texas CGC, LLC, Barten Shepard Investments, LP, TBGSI Corp., the individuals signatory thereto and Summit Materials, LLC (incorporated by reference to Exhibit 10.6 to Summit Materials, LLC's Annual Report on Form 10-K, filed March 7, 2014 (File No. 333-187556)).
- 10.25 Amendment dated January 14, 2014, to Acquisition Agreement, dated as of December 5, 2013, among Alleyton Resource Corporation, Colorado Gulf, LP, Texas CGC, LLC, Barten Shepard Investments, LP, TBGSI Corp., the individuals signatory thereto and Summit Materials, LLC (incorporated by reference to Exhibit 10.7 to Summit Materials, LLC's Annual Report on Form 10-K, filed March 7, 2014 (File No. 333-187556)).
- 10.26+ Form of Management Interest Subscription Agreement for executive officers (incorporated by reference to Exhibit 10.8 to Summit Materials, LLC's Annual Report on Form 10-K, filed March 7, 2014 (File No. 333-187556)).
- 10.27+ Form of Management Interest Subscription Agreement for directors (incorporated by reference to Exhibit 10.9 to Summit Materials, LLC's Annual Report on Form 10-K, filed March 7, 2014 (File No. 333-187556)).
- 10.28+ Employment Agreement, dated July 30, 2009, by and between Summit Materials Holdings L.P. and Thomas Hill (incorporated by reference to Exhibit 10.5 to Summit Materials, LLC's Registration Statement on Form S-4, filed March 27, 2013 (File No. 333-187556)).
- 10.29+ Employment Agreement, dated as of December 3, 2013, between Summit Materials Holdings L.P. and Brian J. Harris (incorporated by reference to Exhibit 10.1 to Summit Materials, LLC's current Quarterly Report on Form 8-K/A, filed December 4, 2013 (File No. 333-187556)).
- 10.30 Contribution and Purchase Agreement, dated December 18, 2014, between Summit Materials, Inc., Summit Materials Holdings L.P., Summit Materials Holdings GP, Ltd., and Summit Owner Holdco LLC, and Missouri Materials Company, L.L.C., J&J Midwest Group, L.L.C., R. Michael Johnson Family Limited Liability Company, and Thomas A. Beck Family, LLC, and Continental Cement Company, L.L.C (incorporated by reference to Exhibit 10.27 to Summit Materials, Inc.'s Registration Statement on Form S-1/A, filed on January 9, 2015 (File No. 333-201058)).
- 10.31+ Michael J. Brady offer letter (incorporated by reference to Exhibit 10.19 of Summit Materials, LLC's Annual Report on Form 10-K, filed February 23, 2015 (File No. 333-187556)).
- 10.32+ Form of Warrant to Purchase Class A Common Stock (incorporated by reference to Exhibit 10.28 to Summit Materials, Inc.'s Amendment No. 3 to the Registration Statement on Form S-1, filed March 2, 2015 (File No. 333-201058)).
- 10.33+

Edgar Filing: Summit Materials, Inc. - Form 10-K

Agreement and Release, dated as of December 15, 2017, between Douglas C. Rauh, Summit Materials Holdings L.P., and solely for certain purposes specified therein, Summit Materials, Inc. (incorporated by reference to Exhibit 10.1 to Summit Materials, Inc.'s Current Report on Form 8-K filed on December 21, 2017 (File No. 001-36873).

10.34+ Summit Materials, Inc. Executive Severance Plan (incorporated by reference to Exhibit 10.2 to Summit Materials, Inc.'s Current Report on Form 8-K filed on December 21, 2017 (File No. 001-36873).

10.35+ Offer Letter, dated as of December 19, 2017, between Summit Materials Holdings L.P. and Karl Watson (incorporated by reference to Exhibit 10.1 to Summit Materials, Inc.'s Current Report on Form 8-K filed on January 4, 2018 (File No. 001-36873).

118

---

Table of Contents

21*	<u>Subsidiaries of Summit Materials, LLC and Summit Materials, Inc.</u>
23.1*	<u>Consent of KPMG LLP, Independent Registered Public Accounting Firm.</u>
31.1*	<u>Summit Materials, Inc.'s Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2*	<u>Summit Materials, Inc.'s Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.3*	<u>Summit Materials, LLC's Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.4*	<u>Summit Materials, LLC's Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1**	<u>Summit Materials, Inc.'s Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2**	<u>Summit Materials, Inc.'s Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.3**	<u>Summit Materials, LLC's Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.4**	<u>Summit Materials, LLC's Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
95.1*	<u>Mine Safety Disclosures.</u>
99.1*	<u>Summit Materials, LLC's Consolidated Financial Statements and Notes to Consolidated Financial Statements.</u>
101.1NS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document.
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.

- \* Filed herewith
- \*\* Furnished herewith
- + Indicates management or compensating plan or arrangement

119

---

Table of Contents

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

ITEM 16 FORM 10-K SUMMARY

None.

120

---

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned, thereunto duly authorized.

SUMMIT MATERIALS, INC.  
SUMMIT MATERIALS, LLC

Date: February 6, 2019 By: /s/ Thomas W. Hill  
Thomas W. Hill  
Chief Executive Officer  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1934, this report has been signed by the following persons in the capacities indicated on the 6<sup>th</sup> day of February 2019.

Signature	Title
/s/ Thomas W. Hill Thomas W. Hill	President and Chief Executive Officer; Director of Summit Materials, Inc. (Principal Executive Officer)
/s/ Brian J. Harris Brian J. Harris	Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Joseph S. Cantie Joseph S. Cantie	Director of Summit Materials, Inc.
/s/ Anne M. Cooney Anne M. Cooney	Director of Summit Materials, Inc.
/s/ Susan A. Ellerbusch Susan A. Ellerbusch	Director of Summit Materials, Inc.
/s/ Ted A. Gardner Ted A. Gardner	Director of Summit Materials, Inc.
/s/ Howard L. Lance Howard L. Lance	Director of Summit Materials, Inc.
/s/ John R. Murphy John R. Murphy	Director of Summit Materials, Inc.
/s/ Anne K. Wade Anne K. Wade	Director of Summit Materials, Inc.
/s/ Steven H. Wunning Steven H. Wunning	Director of Summit Materials, Inc.



