

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
A	This return/report is for:	☐ a multiemployer plan ☒ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☐ a single-employer plan ☐ the first return/report ☐ an amended return/report	☐ a DFE (specify) _____ ☐ the final return/report ☐ a short plan year return/report (less than 12 months)	
B	This return/report is:		
C	If the plan is a collectively-bargained plan, check here.	☐	
D	Check box if filing under:	☒ Form 5558 ☐ special extension (enter description)	☐ automatic extension ☐ the DFVC program

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>CDM SMITH INC. CAPITAL ACCUMULATION PLAN</u>	1b	Three-digit plan number (PN) ► <u>002</u>
		1c	Effective date of plan <u>01/01/1971</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>CDM SMITH INC.</u> <u>75 STATE STREET</u> <u>SUITE 701</u> <u>BOSTON, MA 02109</u>	2b	Employer Identification Number (EIN) <u>04-2473650</u>
		2c	Plan Sponsor's telephone number <u>617-452-6000</u>
		2d	Business code (see instructions) <u>541330</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2017	MARIA MASTRANGELO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 5452
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 3649 6a(2) 3625 6b 63 6c 1751 6d 5439 6e 18 6f 5457 6g 5332 6h 150
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2H 2J 2K 2S 2T 3F 3H 3I 3J b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning **01/01/2016** and ending **12/31/2016**

A Name of plan CDM SMITH INC. CAPITAL ACCUMULATION PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 CDM SMITH INC.	D Employer Identification Number (EIN) 04-2473650

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation THE VANGUARD GROUP, INC.
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23-1945930

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 25 26 37 38 52	NONE	334400	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MERCER INVESTMENT CONSULTING, INC.

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 27	NONE	77121	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MAYER HOFFMAN MCCANN

43-1947695

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	9253	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>CDM SMITH INC. CAPITAL ACCUMULATION PLAN</u>	B Three-digit plan number (PN) ► <u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CDM SMITH INC.</u>	D Employer Identification Number (EIN) <u>04-2473650</u>

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ARTISAN INTL GROWTH TRUST TIER 1</u>		
b Name of sponsor of entity listed in (a): <u>ARTISAN</u>		
c EIN-PN <u>26-3299719-002</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>26896913</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GOLDMAN SACHS CORE PLUS FIXED INCOM</u>		
b Name of sponsor of entity listed in (a): <u>GOLDMAN SACHS</u>		
c EIN-PN <u>13-4166989-007</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>18121076</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE U.S. MID CAP-VALUE EQ</u>		
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE</u>		
c EIN-PN <u>35-6941663-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>35433043</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WINSLOW LARGE CAP GROWTH FUND, CLAS</u>		
b Name of sponsor of entity listed in (a): <u>WINSLOW</u>		
c EIN-PN <u>27-3442979-010</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>57750593</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Internal Revenue Service</small> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan CDM SMITH INC. CAPITAL ACCUMULATION PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 CDM SMITH INC.	D Employer Identification Number (EIN) 04-2473650	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	9025623	6799313
(2) Participant contributions	1b(2)	32381	0
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	7615859	7471674
(9) Value of interest in common/collective trusts	1c(9)	148273939	138201625
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	538231094	592008507
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	120108940	122740268
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	823287836	867221387

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	823287836	867221387
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Part II Income and Expense Statement

- 2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	6801007	
(B) Participants	2a(1)(B)	30351862	
(C) Others (including rollovers)	2a(1)(C)	1726550	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		38879419
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	318644	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		318644
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	14936747	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		14936747
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	11575584	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	11090230	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		485354
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	5209064	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		5209064

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3142207
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		31710193
c Other income.....	2c		18504
d Total income. Add all income amounts in column (b) and enter total.....	2d		94700132

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	55095798	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	10361	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		55106159
f Corrective distributions (see instructions)	2f		15673
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)	409575	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		409575
j Total expenses. Add all expense amounts in column (b) and enter total	2j		55531407

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		39168725
l Transfers of assets:			
(1) To this plan.....	2l(1)		4764826
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **MAYER HOFFMAN MCCANN PC**

(2) EIN: **43-1947695**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a	X		3007
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g	X		122740268
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>CDM SMITH INC. CAPITAL ACCUMULATION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CDM SMITH INC.</u>	D Employer Identification Number (EIN) <u>04-2473650</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-2186884</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment	☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c)	
	a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%	
	b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more	
	c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____	

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	



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Independent Auditors' Report

To the Participants and Plan Administrator of
CDM Smith Inc. Capital Accumulation Plan
Boston, Massachusetts

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the CDM Smith Inc. Capital Accumulation Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the mutual fund and common/collective trust investment information summarized in Note 3 and notes receivable from participants, which was certified by Vanguard Fiduciary Trust Company ("Vanguard"), the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that Vanguard holds the Plan's mutual fund and common/collective trust investments and executes related investment transactions. The Plan administrator has obtained a certification from Vanguard as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan administrator by Vanguard is complete and accurate.



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Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matters

The supplemental schedules, (1) Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2016 and (2) Schedule H, Line 4a - Schedule of Delinquent Participant Contributions for the year ended December 31, 2016, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by Vanguard, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Maye Haffman McCann P.C.

Boston, Massachusetts
September 28, 2017

CDM SMITH INC. CAPITAL ACCUMULATION PLAN

(E.I.N. 04-2473650 - Plan Number 002)

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2016

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
Non-Participant Directed Investments:				
*	CDM Smith Stock Fund	Company Stock Fund	\$ 45,296,053	\$ 122,740,268
Participant Directed Investments:				
*	Vanguard Institutional Index Fund	Mutual Fund		96,436,754
*	Vanguard Wellesley Income Fund	Mutual Fund		80,823,528
	T. Rowe Price Institutional Mid Cap Equity Growth Fund	Mutual Fund		78,820,475
*	Vanguard Federal Money Market Fund	Mutual Fund		66,647,001
*	Vanguard Windsor II Fund	Mutual Fund		39,920,922
	DFA U.S. Small Cap Portfolio	Mutual Fund		36,386,093
*	Vanguard Total Bond Market Index Fund Institutional Shares	Mutual Fund		26,218,539
*	Vanguard Institutional Target Retirement 2025 Fund	Mutual Fund		23,631,177
*	Vanguard Institutional Target Retirement 2020 Fund	Mutual Fund		18,240,691
*	Vanguard Total International Stock Index Fund Institutional Shares	Mutual Fund		16,529,301
*	Vanguard Institutional Target Retirement 2030 Fund	Mutual Fund		15,538,557
*	Vanguard Small-Cap Index Fund Institutional Shares	Mutual Fund		13,068,285
*	Vanguard Institutional Target Retirement 2035 Fund	Mutual Fund		12,895,772
*	Vanguard Institutional Target Retirement 2015 Fund	Mutual Fund		11,932,334
*	Vanguard Institutional Target Retirement 2040 Fund	Mutual Fund		11,329,580
*	Vanguard Inflation-Protected Securities Fund Institutional Shares	Mutual Fund		10,837,047
*	Vanguard Institutional Target Retirement 2050 Fund	Mutual Fund		7,522,488
*	Vanguard Institutional Target Retirement 2045 Fund	Mutual Fund		7,189,480
	DFA Emerging Markets Core Equity Portfolio Institutional Shares	Mutual Fund		6,893,290
*	Vanguard Institutional Target Retirement 2055 Fund	Mutual Fund		3,938,048
*	Vanguard Institutional Target Retirement Income Fund	Mutual Fund		3,895,477
*	Vanguard Institutional Target Retirement 2010 Fund	Mutual Fund		2,824,761
*	Vanguard Institutional Target Retirement 2060 Fund	Mutual Fund		488,907
	Winslow Large Cap Growth Fund	Common/Collective Trust		57,750,593
	T. Rowe Price U.S. Mid Cap-Value Equity Trust	Common/Collective Trust		35,433,043
	Artisan International Growth Trust	Common/Collective Trust		26,896,913
	Goldman Sachs Core Plus Fixed Income Collective Trust	Common/Collective Trust		18,121,076
*	Participant Loans	Loans (4.25%-9.25%)	0	7,511,496
				\$ 860,461,896
*	Party-in-interest as defined by ERISA.			

CDM SMITH INC. CAPITAL ACCUMULATION PLAN

(E.I.N. 04-2473650 - Plan Number 002)

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

Year Ended December 31, 2016

<i>Participant Contributions Transferred Late to Plan</i>	<i>Total That Constitutes Nonexempt Prohibited Transactions</i>			<i>Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51</i>
	<i>Contributions Not Corrected</i>	<i>Contributions Corrected Outside VFCP</i>	<i>Contributions Pending Correction in VFCP</i>	
2015	n/a	\$ 3,007	n/a	n/a

**Financial Statements
and Supplemental Schedules**

**CDM Smith Inc.
Capital Accumulation Plan**

December 31, 2016 and 2015



CDM SMITH INC. CAPITAL ACCUMULATION PLAN

Financial Statements and Supplemental Schedules

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Independent Auditors' Report

To the Participants and Plan Administrator of
CDM Smith Inc. Capital Accumulation Plan
Boston, Massachusetts

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the CDM Smith Inc. Capital Accumulation Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the mutual fund and common/collective trust investment information summarized in Note 3 and notes receivable from participants, which was certified by Vanguard Fiduciary Trust Company ("Vanguard"), the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that Vanguard holds the Plan's mutual fund and common/collective trust investments and executes related investment transactions. The Plan administrator has obtained a certification from Vanguard as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan administrator by Vanguard is complete and accurate.



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Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matters

The supplemental schedules, (1) Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2016 and (2) Schedule H, Line 4a - Schedule of Delinquent Participant Contributions for the year ended December 31, 2016, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by Vanguard, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Maye Haffman McCann P.C.

Boston, Massachusetts
September 28, 2017

CDM SMITH INC. CAPITAL ACCUMULATION PLAN

Statements of Net Assets Available for Benefits

	<i>December 31,</i>	
	2016	2015
Assets		
Investments, at fair value	\$ <u>852,950,400</u>	\$ <u>806,613,973</u>
Receivables:		
Notes receivable from participants	7,511,496	7,655,681
Participant deferrals	-	32,381
Employer matching contributions	<u>6,799,313</u>	<u>9,025,623</u>
Total receivables	<u>14,310,809</u>	<u>16,713,685</u>
Net assets available for benefits	\$ <u><u>867,261,209</u></u>	\$ <u><u>823,327,658</u></u>

CDM SMITH INC. CAPITAL ACCUMULATION PLAN

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2016

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 40,546,683
Interest and dividends	<u>14,936,857</u>
	<u>55,483,540</u>

Interest income on notes receivable from participants	<u>318,644</u>
---	----------------

Contributions:

Participant deferrals	30,351,862
Participant rollovers	1,726,550
Employer matching contributions	<u>6,801,007</u>
	<u>38,879,419</u>

Total additions to net assets	<u>94,681,603</u>
--------------------------------------	--------------------------

Deductions from net assets attributed to:

Benefits paid to participants	55,103,303
Administrative fees	<u>409,575</u>

Total deductions from net assets	<u>55,512,878</u>
---	--------------------------

Net increase in net assets available for benefits before transfers	39,168,725
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Transfer in from Louis Perry & Associates, Inc. Employees' Profit Sharing 401(k) Plan and Trust	<u>4,764,826</u>
--	------------------

Net increase in net assets available for benefits	43,933,551
--	-------------------

Net assets available for benefits, beginning of year	<u>823,327,658</u>
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Net assets available for benefits, end of year	<u>\$ 867,261,209</u>
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CDM SMITH INC. CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

Note 1 - Description of the Plan

The following description of the CDM Smith Inc. Capital Accumulation Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution profit sharing plan with a cash deferred arrangement covering substantially all CDM Smith Inc. and Affiliates (CDM Smith) ("Employer") employees as defined ("Participants"), immediately after date of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Plan Merger

The Employer acquired the Louis Perry Group ("LPG") in December of 2014. As a result of the acquisition of LPG, the Plan merged \$4,764,826 from the Louis Perry & Associates, Inc. Employees' Profit Sharing 401(k) Plan and Trust ("Perry Plan") into this Plan during January, 2016.

Plan Administration

The Employer is the Plan administrator and has the authority to appoint person(s) or entities to carry out the operations of the Plan. Five employees/directors of the Employer serve as trustees of the Plan. The trustees of the Plan have appointed the CDM Smith Inc. Capital Accumulation Plan Committee ("CAP Committee") to serve as the Plan administrator. Eleven current employees of the Employer serve on the Committee.

Participant Contributions

Participants may defer from 1% to 80% of their eligible compensation (pre-tax and Roth), as defined by the Plan, up to a dollar limit set by Federal law. Participants who have reached the age of 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans ("Participant Rollovers"). The Plan has an automatic enrollment option by which employees hired after the effective date of September 1, 2010 would be automatically enrolled at a 3% deferral rate unless an alternative election was made within 60 days.

Employer Matching Contributions

The Employer's matching contribution for each Plan year is determined by its Board of Directors, subject to limitations imposed by Federal law. Employer matching contributions may be in the form of cash and/or Employer stock. To be eligible for a contribution, a participant must be actively employed as of the last day of the Plan year unless they are not actively employed due to retirement, death, layoff or disability, as defined by the Plan. Participants who are consultants are not eligible for Employer matching contributions. For the Plan year ended December 31, 2016, the Employer elected to match \$0.37 for each dollar of eligible employee compensation deferred, up to the first 6% of eligible compensation, as defined, amounting to \$6,799,313, which was funded subsequent to year end. Of this Employer matching contribution, \$367,871 was in the form of cash and \$6,431,442 was contributed in the form of Employer stock.

CDM SMITH INC. CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

Note 1 - Description of the Plan (Continued)

Employer Profit Sharing Contributions

The Employer's profit sharing contribution for each Plan year is determined by the Board of Directors, subject to limitations imposed by Federal law. To be eligible for a contribution, a participant must have completed at least one year of service and be actively employed as of the last day of the Plan year unless they are not actively employed due to retirement, death, layoff or disability, as defined by the Plan. Participants who are consultants or who are on personal or education leave are not eligible for profit sharing contributions. For the Plan year ended December 31, 2016, the Employer elected not to make a profit sharing contribution.

Participant Accounts

Each participant's account is credited with the Participant's contribution and a pro rata allocation of the Employer's contribution, the Plan's investment earnings and reallocated participant forfeitures and reduced by a pro rata allocation of investment fees and direct administrative expenses, if applicable. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the Participant's vested account.

Vesting

Participant Contributions

Participants are immediately vested in their voluntary contributions plus actual earnings (losses) thereon.

Employer Contributions

Vesting in the Employer's matching and profit sharing contributions plus actual earnings (losses) thereon is based on years of continuous service. A year of service is defined as twelve months of employment. A participant (including former Perry Plan participants with three or more years of vesting service) is fully vested after three years of service. Participants who have separated from service as a result of reaching retirement age (defined as age 60) or due to death also become fully vested. Former Perry Plan participants with less than three years of service will begin to vest 20% after two years of service and become fully vested after six years of vested service.

CDM SMITH INC. CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

Note 1 - Description of the Plan (Continued)

Forfeitures

A participant who leaves the employ of the Employer forfeits any non-vested balances as soon as administratively practicable. Upon forfeiture of the CDM Smith Stock Fund, CDM Smith shall repurchase the stock for cash, and the proceeds are combined with the amount forfeited by other participants during that Plan year. Forfeitures are first used to restore any participant's account who resumes employment with the Employer after any portion of the amount of their Profit Sharing, Matching Account and Stock Account had been forfeited. If a participant resumes employment with the Employer, the Participant's account shall be restored to its value, including earnings, gains and losses. The remaining forfeitures shall be used at the discretion of the Employer to pay administrative expenses of the Plan or to offset future Employer contributions to the Plan. At December 31, 2016 and 2015, unused forfeited account balances totaled \$123,216 and \$66,594, respectively. Subsequent to year end, approximately \$158,000 was used to reduce the Employer matching contributions for the 2016 Plan year funded in 2017. During 2016, forfeitures of \$66,594 were reallocated to remaining eligible participant accounts based on the ratio of a participant's compensation to total eligible compensation.

Payment of Benefits

Upon termination of service or upon the attainment of age 60 (age 55 for certain former AGI employees and age 55 with the completion of 6 years of vesting for former Perry Plan participants), a participant may elect to receive either a lump-sum amount equal to the value of the Participant's vested account balance or installment payments of such amounts, frequency and duration as the Participant or beneficiary may elect. The portion of the Participant's vested account invested in CDM Smith company stock will be repurchased by the Employer and reinvested in the money market fund and redirected as elected by the Participant. Former Perry Plan participants may also withdraw a portion of their balance transferred into this Plan that was from a rollover into the former Perry Plan. In addition, if a participant's account is less than \$1,000, and a distribution election has not been made, the Plan's administrator will, as soon as administratively possible, distribute the benefit to the Participant.

The Plan allows for hardship withdrawals (\$500 minimum) from a participant's deferral account, excluding earnings, and from participant rollover accounts. Participant deferrals are suspended for six months following receipt of a hardship withdrawal unless the Participant can demonstrate to the CAP Committee's satisfaction that the financial need can't be relieved by cessation of the elective deferral. Participants must exhaust all other assets and available distributions and loans before financial hardship withdrawals are allowed. The Plan also allows for in-service withdrawals (\$500 minimum) for participants who had grandfathered voluntary after-tax contributions. In addition, participants who have attained age 59½ may withdraw all or a portion of their balance, excluding their stock account, no more than once per calendar quarter.

CDM SMITH INC. CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

Note 1 - Description of the Plan (Continued)

Notes Receivable from Participants

Participants may borrow a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Participants are allowed to apply for two loans per year and may have two loans outstanding at any given time. Loan terms range from one to five years (up to ten years for the purchase of a primary residence). The annual interest rate, as determined when the loan is granted, is charged at a reasonable rate established by the CAP Committee commensurate with the local prevailing commercial interest rate. Principal and interest are paid ratably through payroll deductions.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in conformance with accounting principles generally accepted in the United States of America.

Investments, Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Purchases and sales of investments are recorded on the trade-date basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could vary from those estimates. The financial statements include the fair value information about the CDM Smith Stock Fund, which follows the transfer pricing as discussed in Note 4. Those estimated values may differ from the values that would have been used had readily determinable market values of the CDM Smith Stock Fund existed.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 and 2015. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

CDM SMITH INC. CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

Note 2 - Summary of Significant Accounting Policies (Continued)

Unit Values

Individual participant accounts for the common/collective trust accounts are maintained on a unit value basis. Participants do not have beneficial ownership in their specific underlying securities or other assets in the trusts, but do have an interest therein represented by units which are valued daily. The trusts earn dividends and interest, which are automatically reinvested in additional units. Generally, contributions to and withdrawals from each trust are converted to units by dividing the amounts of such transactions by the unit values as last determined, and the Participants' accounts are charged or credited with the number of units properly attributable to each participant.

Benefits Paid

Benefits are recorded when paid.

Subsequent Events

The Employer and Plan management have evaluated subsequent events through September 28, 2017, the date that the financial statements were available to be issued.

Note 3 - Investments

The Plan holds both participant directed and non-participant directed investments. Participant directed investments are held in mutual funds and units in common/collective trusts (CCT) by the Plan's custodian, Vanguard Fiduciary Trust Company ("Vanguard"); non-participant directed investments are held in the CDM Smith Stock Fund which consists of shares of the Employer's Class A, B and C common stock. The fair values of all mutual fund and CCT investments and related transactions, including interest and dividends, and net appreciation in fair values and participant loan information included on the supplemental Schedule of Assets (Held at End of Year) are reported to the Plan and certified as complete and accurate by Vanguard. Participants in the Plan may direct their deferral contributions to a variety of investment options.

Note 4 - Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level I) and the lowest priority to unobservable inputs (Level III). Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy are described below:

Level I – Inputs to the valuation methodology are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan can access at the measurement date.

CDM SMITH INC. CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

Note 4 - Fair Value Measurements (Continued)

Level II – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level II input must be observable for substantially the full term of the asset or liability.

Level III – Inputs that are unobservable inputs for the asset or liability.

Following is a description of the valuation methodologies used for investments measured at fair value. There have been no changes in the methodologies used at December 31, 2016 or 2015.

CDM Smith Stock Fund: The CDM Smith Stock Fund, which consists of Class A, B and C common stock of the Employer, does not have a readily ascertainable market value due to being a privately held company, so the company uses a transfer price for the purchase and sale of its common stock and a 6-month minimum holding period for any stock purchased after that date. The transfer price is calculated from the book value of the preceding year end multiplied by an adjustment factor escalating over a 5-year period to a maximum of 1.5 times book value. The adjustment factor for 2016 is 1.5. The purchase and redemption price for all the common stock is the transfer price in effect for the fiscal year in which the transaction occurs.

Mutual Funds: Valued at daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/Collective Trusts: Valued at the NAV of units of a common/collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

CDM SMITH INC. CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

Note 4 - Fair Value Measurements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2016 and 2015. Classification within the fair value hierarchy table is based on the lowest level of any input that is significant to the fair value measurement.

<i>Description</i>	<i>Assets at Fair Value as of December 31, 2016</i>			
	<i>Level I</i>	<i>Level II</i>	<i>Level III</i>	<i>Total</i>
Mutual funds	\$ 592,008,507	\$ -	\$ -	\$ 592,008,507
Units in common/ collective trust	-	138,201,625	-	138,201,625
CDM Smith Stock Fund	-	-	122,740,268	122,740,268
Investments, at fair value	\$ 592,008,507	\$ 138,201,625	\$ 122,740,268	\$ 852,950,400

<i>Description</i>	<i>Assets at Fair Value as of December 31, 2015</i>			
	<i>Level I</i>	<i>Level II</i>	<i>Level III</i>	<i>Total</i>
Mutual funds	\$ 538,231,094	\$ -	\$ -	\$ 538,231,094
Units in common/ collective trust	-	148,273,939	-	148,273,939
CDM Smith Stock Fund	-	-	120,108,940	120,108,940
Investments, at fair value	\$ 538,231,094	\$ 148,273,939	\$ 120,108,940	\$ 806,613,973

CDM SMITH INC. CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

Note 4 - Fair Value Measurements (Continued)

Following is a reconciliation of investments for which significant unobservable inputs (Level III) were used in determining value:

	<i>CDM Stock</i>
Balance, January 1, 2015	\$ 120,021,076
Realized gains	557,928
Unrealized gains relating to instruments still held at the reporting date	6,312,937
Purchases	4,257,882
Settlements	<u>(11,040,883)</u>
Balance, December 31, 2015	120,108,940
Realized gains	514,574
Unrealized gains relating to instruments still held at the reporting date	5,179,844
Purchases	8,500,402
Settlements	<u>(11,563,492)</u>
Balance, December 31, 2016	\$ <u>122,740,268</u>
The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date:	
December 31, 2016	\$ <u>5,179,844</u>
December 31, 2015	\$ <u>6,312,937</u>

CDM SMITH INC. CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

Note 4 - Fair Value Measurements (Continued)

Quantitative Information about Significant Unobservable Inputs used in Level III Fair Value Measurements

The following table represents the Plan's Level III financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and significant unobservable inputs and the ranges of values for those inputs.

<i>Description</i>	<i>12/31/16 Fair Value</i>	<i>12/31/15 Fair Value</i>	<i>Principal Valuation Techniques</i>	<i>Unobservable Inputs</i>	<i>Range of Significant Input Values</i>	<i>Weighted Average</i>
CDM Smith Stock Fund	\$ 122,740,268	\$ 120,108,940	Stock purchase program based on calculated book value	Adjustment factor	1.5 of book value	N/A

Note 5 - Investments Measured using the Net Asset Value per Share Practical Expedient

The following table summarizes investments for which fair value is measured using the Net Asset Value per Share Practical Expedient as of December 31, 2016 and 2015. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

<i>Investments</i>	<i>Fair Value 12/31/2016</i>	<i>Fair Value 12/31/2015</i>	<i>Unfunded Commitments</i>	<i>Redemption Frequency</i>	<i>Redemption Notice Period</i>
Collective Trust Fund - Winslow Large Cap Growth Fund	\$ 57,750,593	\$ 67,766,836	\$ -	daily	daily
Collective Trust Fund - T. Rowe Price U.S. Mid Cap-Value Equity Trust	35,433,043	29,723,969	-	daily	daily
Collective Trust Fund - Artisan International Growth Trust	26,896,913	32,655,803	-	daily	daily
Collective Trust Fund - Goldman Sachs Core Plus Fixed Income Collective Trust	<u>18,121,076</u>	<u>18,127,331</u>	-	daily	daily
	<u>\$ 138,201,625</u>	<u>\$ 148,273,939</u>			

CDM SMITH INC. CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

Note 6 - Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits. Recent market conditions have resulted in an unusually high degree of market volatility and increased the risks associated with certain investments held by the Plan, which could impact the value of investments after the date of these financial statements.

Note 7 - Related Parties and Party-in-Interest Transactions

Certain Plan investments are shares of mutual funds managed by an affiliate of Vanguard Fiduciary Trust Company ("Vanguard"). Vanguard is trustee of certain assets of the Plan as well as the custodian of the Plan, therefore, these transactions qualify as party-in-interest. In addition, the Plan invests in shares of the Employer's common stock fund. Certain employees of the Employer are trustees of the Plan, and these transactions qualify as party-in-interest. Notes receivable from participants also qualify as party-in-interest transactions. The Plan made a direct payment to the third party administrator of \$409,575 which was not covered by revenue sharing.

Note 8 - Plan Termination

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Employer may determine.

Note 9 - Tax Status

The Plan obtained its latest determination letter on January 28, 2015, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes is included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

CDM SMITH INC. CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

Note 10 - Delinquent Participant Contributions

During the Plan year ended December 31, 2015, the Employer did not remit certain participant contributions of \$3,007 to the Plan in a timely manner, as defined by ERISA. The Employer fully corrected this matter by contributing the delinquent contributions and any lost earnings thereon during the Plan year ended December 31, 2016.

Note 11 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31, 2016 and 2015:

	2016	2015
Net assets available for benefits per the financial statements at December 31	\$ 867,261,209	\$ 823,327,658
Deemed distributed loans per Form 5500	<u>(39,822)</u>	<u>(39,822)</u>
Net assets available for benefits per Form 5500 at December 31	<u>\$ 867,221,387</u>	<u>\$ 823,287,836</u>

Supplemental Schedules

CDM SMITH INC. CAPITAL ACCUMULATION PLAN

(E.I.N. 04-2473650 - Plan Number 002)

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2016

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
Non-Participant Directed Investments:				
*	CDM Smith Stock Fund	Company Stock Fund	\$ 45,296,053	\$ 122,740,268
Participant Directed Investments:				
*	Vanguard Institutional Index Fund	Mutual Fund		96,436,754
*	Vanguard Wellesley Income Fund	Mutual Fund		80,823,528
	T. Rowe Price Institutional Mid Cap Equity Growth Fund	Mutual Fund		78,820,475
*	Vanguard Federal Money Market Fund	Mutual Fund		66,647,001
*	Vanguard Windsor II Fund	Mutual Fund		39,920,922
	DFA U.S. Small Cap Portfolio	Mutual Fund		36,386,093
*	Vanguard Total Bond Market Index Fund Institutional Shares	Mutual Fund		26,218,539
*	Vanguard Institutional Target Retirement 2025 Fund	Mutual Fund		23,631,177
*	Vanguard Institutional Target Retirement 2020 Fund	Mutual Fund		18,240,691
*	Vanguard Total International Stock Index Fund Institutional Shares	Mutual Fund		16,529,301
*	Vanguard Institutional Target Retirement 2030 Fund	Mutual Fund		15,538,557
*	Vanguard Small-Cap Index Fund Institutional Shares	Mutual Fund		13,068,285
*	Vanguard Institutional Target Retirement 2035 Fund	Mutual Fund		12,895,772
*	Vanguard Institutional Target Retirement 2015 Fund	Mutual Fund		11,932,334
*	Vanguard Institutional Target Retirement 2040 Fund	Mutual Fund		11,329,580
*	Vanguard Inflation-Protected Securities Fund Institutional Shares	Mutual Fund		10,837,047
*	Vanguard Institutional Target Retirement 2050 Fund	Mutual Fund		7,522,488
*	Vanguard Institutional Target Retirement 2045 Fund	Mutual Fund		7,189,480
	DFA Emerging Markets Core Equity Portfolio Institutional Shares	Mutual Fund		6,893,290
*	Vanguard Institutional Target Retirement 2055 Fund	Mutual Fund		3,938,048
*	Vanguard Institutional Target Retirement Income Fund	Mutual Fund		3,895,477
*	Vanguard Institutional Target Retirement 2010 Fund	Mutual Fund		2,824,761
*	Vanguard Institutional Target Retirement 2060 Fund	Mutual Fund		488,907
	Winslow Large Cap Growth Fund	Common/Collective Trust		57,750,593
	T. Rowe Price U.S. Mid Cap-Value Equity Trust	Common/Collective Trust		35,433,043
	Artisan International Growth Trust	Common/Collective Trust		26,896,913
	Goldman Sachs Core Plus Fixed Income Collective Trust	Common/Collective Trust		18,121,076
*	Participant Loans	Loans (4.25%-9.25%)	0	7,511,496
				\$ 860,461,896
*	Party-in-interest as defined by ERISA.			

CDM SMITH INC. CAPITAL ACCUMULATION PLAN

(E.I.N. 04-2473650 - Plan Number 002)

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

Year Ended December 31, 2016

<i>Participant Contributions Transferred Late to Plan</i>	<i>Total That Constitutes Nonexempt Prohibited Transactions</i>			<i>Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51</i>
	<i>Contributions Not Corrected</i>	<i>Contributions Corrected Outside VFCP</i>	<i>Contributions Pending Correction in VFCP</i>	
2015	n/a	\$ 3,007	n/a	n/a

