CH2M HILL IDC (UK) LIMITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

REGISTERED NUMBER: SC158615

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CH2M HILL IDC (UK) LIMITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

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CH2M HILL IDC (UK) LIMITED DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2016

The directors present their report on the affairs of the company, together with the audited financial statements for the year ended 31 December 2016.

1 Principal activity

The principal activity of the company is the provision of design, procurement, project management and construction management services to private industrial clients.

2 Results

The company has no ongoing projects having completed all previous projects in prior years. During the year, the company's employees worked on projects on behalf of fellow group companies and the revenue reported in these financial statements is for the professional service provided by the staff. On 1 February 2017 the company's employees were transferred to a fellow group company and the company ceased receiving revenue. It is the director's intention to wind the company up in the near future. The company made a loss after taxation of £879,033 in the year (2015: loss of £1,006,308). The directors have not recommended a dividend payment in respect of the year ended 31 December 2016 (2015: 0.0p) per ordinary share.

3 Share capital

The ordinary share capital of the company at 31 December 2016 was held beneficially as follows:

CH2M Hill Engineers Inc

270,000 ordinary shares (100%)

4 Directors

The following served on the board of directors during the period under review and to the current date:

P McRoberts

J Palmer (Resigned 8 July 2016)

5 Employee involvement

The policy of the company is one of continuing to develop effective means of consultation and communication within and between its operating constituents.

Consultation is achieved through the Employee Forum, which is elected by employees and meets on a regular basis. Communication is achieved through a variety of means that deliver regular information relating to the finances, resources, technical developments and achievements of the group.

CH2M HILL Companies, Ltd. believes that employee share ownership is an important factor in employee involvement and an internal market is operated through which employees may buy and sell shares in CH2M HILL Companies, Ltd.

CH2M HILL IDC (UK) LIMITED DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2016

(continued)

6 Disabled persons

The company's policy is to give full and fair consideration to applications from disabled persons for positions in which they can perform the tasks required. Effectively, the same opportunities for training, career advancement and promotion are given to disabled persons employed by the company as to all other staff, where this is practicable. The employment of those who become disabled whilst in the employment of the company is continued wherever possible and appropriate training is arranged.

7 Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company auditor is unaware; and
- the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of S418 of the Companies Act 2006.

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

8 Planned Merger

On 2 August 2017, the ultimate parent company CH2M HILL Companies, Ltd. (CH2M LTD), a U.S company that publicly reports to the U.S Securities and Exchange Commission, has announced that it has entered into an Agreement and Plan of Merger with Jacobs Engineering Group, Inc. (Jacobs). The merger is subject to approval by CH2M LTD stockholders, performance by the parties of all their obligations under the Agreement and Plan of Merger, regulatory approvals and the satisfaction of other customary closing conditions. CH2M LTD anticipates that the transaction will be consummated prior to the end of the calendar year 2017. Until this transaction is complete the Board of the Company are unable to estimate its financial impact. Through the negotiation process, nothing has been brought to the attention of CH2M LTD to suggest that CH2M Hill IDC (UK) Limited would not remain part of the enlarged group, and would be supported as required by combined CH2M Ltd and Jacobs Group.

Approved by the Board and signed on

its behalf by:

Registered office:

4th Floor

115 George Street Edinburgh EH2 4JN

United Kingdom

P McRoberts

Director

21 September 2017

Registered Number:

SC158615

CH2M HILL IDC (UK) LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business. As explained in note 1 (a), the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF

CH2M HILL IDC (UK) LIMITED

We have audited the financial statements of CH2M HILL IDC (UK) Limited for the year ended 31 December 2016 set out on pages 5 to 14. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its loss for the year then ended;
- · have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter - non-going concern basis of preparation

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements which explains that the financial statements are now not prepared on the going concern basis for the reason set out in that note.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Directors' report:

- · we have not identified material misstatements in that report; and
- in our opinion, that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- · certain disclosures of directors' remuneration specified by law are not made; or
- · we have not received all the information and explanations we require for our audit.
- the Directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

Bllows.

Bruce Marks (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor Chartered Accountants 319 St Vincent Street, Glasgow, G2 5AS

CH2M HILL IDC (UK) LIMITED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2016

	Notes	<u>2016</u> £	2015 £
Turnover	2	1,918,759	1,600,182
Cost of sales		(1,306,813)	(1,287,695)
Gross profit		611,946	312,487
Administrative expenses		(1,321,619)	(1,168,048)
•			
Operating loss	3	(709,673)	(855,561)
Interest payable and similar charges	4	(169,360)	(150,748)
Loss on ordinary activities before taxation		(879,033)	(1,006,309)
Tax on loss on ordinary activities	. 7		-
Loss for the financial year		(879,033)	(1,006,309)

All items in the above profit and loss account relate to continuing operations.

The company has no recognised gains and losses other than those shown above and therefore no separate statement of other comprehensive income has been presented.

Notes on pages 8 to 14 form part of these financial statements.

CH2M HILL IDC (UK) LIMITED BALANCE SHEET AT 31 DECEMBER 2016

	Notes	<u>2016</u> £	2015 £
Current assets			
Debtors: amounts falling due within one year	8	3,215,368	1,414,076
Cash at bank and in hand		19,310	62,579
		3,234,678	1,476,655
Creditors: amounts falling due within one year	9	(11,839,883)	(9,166,907)
Net current liabilities	•	(8,605,205)	(7,690,252)
Net liabilities		(8,605,205)	(7,690,252)
Capital and reserves			·
Called up share capital	11	270,000	270,000
Capital contribution reserve	-	3,785	. 39,705
Profit and loss account		(8,878,990)	(7,999,957)
Shareholder's deficit		(8,605,205)	(7,690,252)

Notes on pages 8 to 14 form part of these financial statements.

The financial statements for CH2M HILL IDC (UK) Limited, registered number SC158615, were approved by the board of directors and authorised for issue on 21 September 2017. They were signed on its behalf

PMcRoberts
Director

CH2M HILL IDC (UK) LIMITED STATEMENT OF CHANGES IN EQUITY AT 31 DECEMBER 2016

	Called up share capital	Capital contribution	Profit and loss account	Total equity
	£	£	£	£
Balance at 1 January 2015	270,000	9,419	(6,993,648)	(6,714,229)
Loss for the period	-	-	(1,006,309)	(1,006,309)
Total comprehensive income for the period		-	(1,006,309)	(1,006,309)
Transactions with owners, recorded directly in equity Equity-settled share based payment transactions		30,286	-	30,286
Total contributions by and distributions to owners		30,286		30,286
Balance at 31 December 2015	270,000	39,705	(7,999,957)	(7,690,252)
Balance at 1 January 2016	270,000	39,705	(7,999,957)	(7,690,252)
Loss for the period		-	(879,033)	(879,033)
Total comprehensive income for the period		_	(879,033)	(879,033)
Transactions with owners, recorded directly in equity Equity-settled share based payment transactions	-	(35,920)	-	(35,920)
Total contributions by and distributions to owners		(35,920)	-	(35,920)
Balance at 31 December 2016	270,000	3,785	(8,878,990)	(8,605,205)

Notes on pages 8 to 14 form part of these financial statements.

1 PRINCIPAL ACCOUNTING POLICIES

Basis of accounting

CH2M Hill IDC (UK) Limited is a company limited by shares and incorporated and domiciled in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("FRS 102") as issued in August 2014. The presentation currency of these financial statements is sterling.

In the transition to FRS 102 from old UK GAAP, the company has made no measurement and recognition adjustments.

The company is considered to be a qualifying entity under FRS 102 paragraphs 1.8 to 1.12. The following exemptions available under FRS 102 in respect of certain disclosures for the financial statements have been applied:

- (i) No Cash Flow Statement with related notes is included
- (ii) Key Management Personnel compensation is not disclosed
- (iii) Certain disclosures required by FRS 102.26 Share Based Payments
- (iv) Transactions with group companies are not disclosed

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed below.

(a) Measurement convention and going concern

The company has no ongoing projects having completed all previous projects in prior years. During the year, the company's employees worked on projects on behalf of fellow group companies and the revenue reported in these financial statements is for the professional service provided by the staff. On 1 February 2017 the company's employees were transferred to a fellow group company and the company ceased receiving revenue. It is the director's intention to wind the company up in the near future. The financial statements are therefore prepared on the break up basis and not on a going concern basis. The company is dependent on ongoing financial support from the ultimate parent company. In previous years, the financial statements have been prepared on a going concern basis. No adjustments were necessary to the amounts at which the remaining net liabilities are included in these financial statements.

(b) Use of estimates

The preparation of financial statements in conformity with FRS102 requires management to make certain estimates, judgements and assumptions. These estimates, judgements and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements, as well as the reported amounts of revenue and expenses during the periods presented. Actual results could differ from our estimates. For further details on use of estimates, refer to each individual accounting policy.

(c) Foreign exchange

Transactions in foreign currencies are recorded at the rate of exchange at the date of transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. Gains or losses on translation are included in the profit and loss account.

CHYM HILL IDC (UK) LIMITED CHYM HILL IDC (UK) LIMITED 31 DECEMBER 2016

(continued)

PRINCIPAL ACCOUNTING POLICIES (continued)

(d) Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other debtors are recognised initially at cost plus attributable transaction costs. Subsequent to initial recognition, trade debtors are recognised at the amortised cost less any impairment provisions, with other debtors, trade and other creditors being measured at amortised at the amortised cost less any impairment provisions, with other debtors, trade and other creditors being measured at amortised

Interest bearing borrowings classified as basic financial instruments

Interest bearing borrowings repayable on demand are recognised at the transaction value, with interest being charged to the

profit and loss account.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits, together with bank overdrafts that are repayable on demand and form an integral part of the company's cash management.

(e) Impairment

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cashflows of that

asset which can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For amount and the best estimate of the amount that the company would receive for the asset if it were to be sold at the reporting date. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of the impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non financial assets

The carrying amounts of the company's non financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount that the company would receive for the asset if it were to be sold at the reporting amount and the best estimate of the amount that the company would receive for the asset if it were to be sold at the reporting date. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of the impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

(f) Employee benefits

Defined contribution plans and other long term employee benefits

The main plan is the CH2M HILL 2013 Group Personal Pension Plan A defined contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contributions to defined contributions to defined contribution plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by

employees.

(continued)

1 PRINCIPAL ACCOUNTING POLICIES (continued)

Termination benefits

Termination benefits are recognised as an expense when the company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to terminate employment before the normal retirement date.

Share based payment transactions

The group share option programmes allow employees to acquire beneficial ownership in the shares of the ultimate parent company. The fair value of options granted is recognised as an equity settled share based payment. The fair value of the options granted is measured using an option pricing model at the date of grant, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest except where forfeiture is only due to share prices not achieving the threshold for vesting.

For the Common Stock plans the fair value of the stock granted is measured based on the market value of the stock. The amount recognised as an expense is adjusted to reflect the underlying change in market value.

(g) Turnover and recognition of profit

Turnover represents amounts earned for professional services and items procured for clients, adjusted, where necessary, for the stage of completion on individual contracts. It excludes value added and similar taxes.

Profit is recognised on long-term contracts, if the final outcome can be assessed with reasonable certainty, by including in the profit and loss account turnover and related costs as contract activity progresses. Turnover is calculated by reference to the value of work performed to date as a proportion of the estimated total contract value.

Change orders are included in total estimated contract revenue when it is probable that the change order will result in an addition to contract value and when the change order can be estimated. Management evaluates when a change order is probable based upon its experience in negotiating change orders, the customer's written approval of such changes or separate documentation of change order costs that are identifiable.

In making estimates of total contract value, judgements are required to evaluate potential variances in schedule, the cost of materials and labour, productivity, liability claims, contract disputes and achievement of contract performance standards. We record the cumulative effect of changes in contract revenue and cost at completion in the period in which the changed estimates are determined to be reliably estimable. In making these judgements there is an inherent level of uncertainty involved.

(h) Expenses

Interest receivable and Interest payable

Interest receivable and similar income includes interest receivable on short term bank deposits; interest receivable on loans to related parties and other interest receivable.

Interest payable and similar charges includes interest payable on bank loans and overdrafts; interest charges on finance leases; finance charges in respect of defined benefit pension liabilities; interest payable on loans from related parties and other interest payable.

Interest income and interest payable are recognised in profit or loss as they accrue.

(i) Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax, including UK corporation tax and foreign tax, is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

(continued)

2 TURNOVER

The directors consider there to be one class of business, being consulting engineers, with turnover deriving from the principal activity of the company. The geographical analysis of turnover is set out below:

	/	2016 £	2015 £
	United Kingdom	1,918,759	1,600,182
			,
3	EXPENSES AND AUDITOR'S REMUNERATION		
		2016	2015
	Included in loss are the following:	£	£
	Auditor's remuneration for audit of the financial statements	7,000	6,800
	Exchange losses / (gains)	89,781	(18,907)
4	INTEREST PAYABLE AND SIMILAR CHARGES	2016	2015
	,	£	£
	Interest payable on:		
	Loans from related parties Other	169,429	151,147
	Other	(68) 169,360	(399) 150,748
		109,300	
5	EMPLOYEE INFORMATION	2016	2015
	(a) The average number of persons, including directors, employed by the	Number	Number
	company during the year was:		
	Production	16	16
	Administration	3	3
		19	19
	a. O. a.	2016	2015
	(b) Staff costs during the year were: Wages and salaries	£ 1,371,125	£ 1,325,826
	Social security costs	160,793	139,558
	Contributions to defined contribution plans	110,835	103,113
	Cost of employee share schemes	(35,920)	30,286
		1,606,833	1,598,783

(continued)

6 DIRE	ECTORS' EMOLUMENTS	2016	2015
		£	£
The	directors' remuneration and the remuneration of the high	nest paid director are as follows:	
	Aggregate emoluments	152,972	175,792
(Contributions to defined contribution plans	34,533	32,756
·	•	187,505	208,548

Emoluments of the highest paid director are shown above. One director who served during the year was employed by another group company and was remunerated by that company for the qualifying services he provided to them.

One director, including the highest paid director, exercised share options during the year (2015: One).

7 TAX ON LOSS ON ORDINARY ACTIVITIES

TAX ON 2000 ON ONOMAK! ACTIVITIE	,	^	2016 £	2015 £
UK corporation tax on loss of the period			<u>-</u>	-
Total tax charge for period				

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 20.0% (2015: 20.25%). The actual tax charge for the current and the previous year differs from the standard rate for the reasons set out in the following reconciliation.

	2016 £	2015 £
Loss on activities before tax	(879,033)	(1,006,309)
Tax on loss on ordinary activities at standard rate	(175,807)	(203,778)
Factors affecting charge for the period:		
Expenses not deductible for tax purposes	(6,037)	(2,483)
Temporary differences on which no deferred tax has been provided for	181,844_	206,261
Total tax charge for period	_	

Reductions in the UK corporation tax rate from 21% (effective from 1 April 2014) and to 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. An additional reduction to 17% (effective from 1 April 2020) was announced in the Budget on 16 March 2016. This will reduce the company's future current tax charge accordingly.

(continued)

8 DEBTORS - AMOUNTS FALLING DUE WITHIN ONE YEAR

Amounts owed by group undertakings Prepayments and accrued income	2016 £ 3,201,156 14,212 3,215,368	2015 £ 1,400,103 13,973 1,414,076
CREDITORS - AMOUNTS FALLING DUE WITHIN ONE YEAR	t	
	2016	2015
	£	£
Trade creditors	6,274	2,468
Amounts owed to group undertakings	11,733,871	8,983,915
Other taxation and social security	(2,707)	42,576
Other creditors	67,357	58,058
Accruals and deferred income	35,088	79,890
	11,839,883	9,166,907

10 PENSIONS AND SIMILAR OBLIGATIONS

The company operates the CH2M HILL 2013 Group Personal Pension Plan, adefined contribution arrangement, for eligible employees. The assets of the scheme are held separately from those of the company and are invested by independent investment managers.

Over the year to 31 December 2016, contributions by the company of £110,835 were made to the plan (2015: £103,113).

11 SHARE CAPITAL

Allotted and fully paid:	2016 £	2015 £
270,000 (2015: 270,000) ordinary shares of £1 each	270,000	270,000

No ordinary shares of £1 each were issued during the year.

(continued)

12 CAPITAL COMMITMENTS

The company had no capital commitments at 31 December 2016 (2015: £nil).

13 CONTINGENT LIABILITIES

The company has no contingent liabilities.

14 RELATED PARTY TRANSACTIONS

In accordance with section 33.1A of FRS 102, 'Related Party Disclosures', transactions with other group undertakings within the CH2M HILL Companies, Ltd. group have not been disclosed in these financial statements.

15 ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking is CH2M Hill Engineers Inc, a company incorporated in the United States of America. The ultimate parent undertaking is CH2M HILL Companies, Ltd ("CH2M HILL"), a company incorporated in the United States of America. The results of this company are consolidated by CH2M HILL and copies of its financial statements are available on the Group's website www.ch2m.com.