

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended June 27, 2014

OR

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

For the transition period from            to

Commission file number 001-33076

**WILLDAN GROUP, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation or Organization)

**14-195112**

(IRS Employer Identification No.)

**2401 East Katella Avenue, Suite 300  
Anaheim, California**

(Address of principal executive offices)

**92806**

(Zip code)

Registrant's Telephone Number, Including Area Code: **(800) 424-9144**

**Not Applicable**

(Former name, former address and former fiscal year, if changed since last report).

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

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

As of August 4, 2014, there were 7,514,284 shares of common stock, \$0.01 par value per share, of Willdan Group, Inc. issued and outstanding.

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**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**WILLDAN GROUP, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS**

	<u>June 27, 2014</u>	<u>December 27, 2013</u>
	(unaudited)	
<b>Assets</b>		
Current assets:		
Cash and cash equivalents, including restricted cash of \$0 and \$5,000,000 at June 27, 2014 and December 27, 2013, respectively	\$ 12,105,000	\$ 8,134,000
Accounts receivable, net of allowance for doubtful accounts of \$532,000 and \$385,000 at June 27, 2014 and December 27, 2013, respectively	12,221,000	13,167,000
Costs and estimated earnings in excess of billings on uncompleted contracts	13,023,000	9,635,000
Other receivables	449,000	212,000
Prepaid expenses and other current assets	1,239,000	2,377,000
Total current assets	<u>39,037,000</u>	<u>33,525,000</u>
Equipment and leasehold improvements, net	889,000	691,000
Other assets	646,000	333,000
Deferred income taxes, net of current portion	3,688,000	3,688,000
Total assets	<u>\$ 44,260,000</u>	<u>\$ 38,237,000</u>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Excess of outstanding checks over bank balance	\$ 1,419,000	\$ 1,473,000
Accounts payable	5,085,000	3,957,000
Accrued liabilities	7,141,000	5,808,000
Billings in excess of costs and estimated earnings on uncompleted contracts	2,670,000	2,247,000
Current portion of notes payable	115,000	517,000
Current portion of capital lease obligations	180,000	129,000
Current portion of deferred income taxes	3,688,000	3,688,000
Total current liabilities	<u>20,298,000</u>	<u>17,819,000</u>
Capital lease obligations, less current portion	292,000	85,000
Deferred lease obligations	44,000	120,000
Total liabilities	<u>20,634,000</u>	<u>18,024,000</u>
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.01 par value, 10,000,000 shares authorized, no shares issued and outstanding	—	—
Common stock, \$0.01 par value, 40,000,000 shares authorized: 7,461,000 and 7,375,000 shares issued and outstanding at June 27, 2014 and December 27, 2013, respectively	74,000	74,000

Additional paid-in capital	34,859,000	34,654,000
Accumulated deficit	(11,307,000)	(14,515,000)
Total stockholders' equity	23,626,000	20,213,000
Total liabilities and stockholders' equity	\$ 44,260,000	\$ 38,237,000

See accompanying notes to condensed consolidated financial statements.

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**WILLDAN GROUP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 27, 2014	June 28, 2013	June 27, 2014	June 28, 2013
Contract revenue	\$ 26,970,000	\$ 20,496,000	\$ 49,656,000	\$ 41,881,000
Direct costs of contract revenue (exclusive of depreciation and amortization shown separately below):				
Salaries and wages	7,003,000	6,129,000	13,205,000	11,972,000
Subconsultant services and other direct costs	9,296,000	5,309,000	16,292,000	11,500,000
Total direct costs of contract revenue	16,299,000	11,438,000	29,497,000	23,472,000
General and administrative expenses:				
Salaries and wages, payroll taxes and employee benefits	5,014,000	4,948,000	9,932,000	10,486,000
Facilities and facilities related	1,125,000	1,149,000	2,187,000	2,337,000
Stock-based compensation	52,000	38,000	93,000	88,000
Depreciation and amortization	102,000	127,000	205,000	276,000
Lease abandonment, net	—	—	—	13,000
Other	2,437,000	2,078,000	4,489,000	4,034,000
Total general and administrative expenses	8,730,000	8,340,000	16,906,000	17,234,000
Income from operations	1,941,000	718,000	3,253,000	1,175,000
Other income (expense), net:				
Interest income	1,000	2,000	3,000	5,000
Interest expense	(3,000)	(50,000)	(7,000)	(77,000)
Other, net	18,000	10,000	67,000	25,000
Total other income (expense), net	16,000	(38,000)	63,000	(47,000)
Income before income taxes	1,957,000	680,000	3,316,000	1,128,000
Income tax expense (benefit)	64,000	(8,000)	108,000	41,000
Net income	\$ 1,893,000	\$ 688,000	\$ 3,208,000	\$ 1,087,000
Earnings per share:				
Basic	\$ 0.26	\$ 0.09	\$ 0.43	\$ 0.15
Diluted	\$ 0.25	\$ 0.09	\$ 0.43	\$ 0.15
Weighted-average shares outstanding:				
Basic	7,405,000	7,353,000	7,401,000	7,336,000
Diluted	7,661,000	7,401,000	7,517,000	7,383,000

See accompanying notes to condensed consolidated financial statements.

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**WILLDAN GROUP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

	Six Months Ended	
	June 27, 2014	June 28, 2013
Cash flows from operating activities:		
Net income	\$ 3,208,000	\$ 1,087,000
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	205,000	310,000
Lease abandonment expense, net	—	13,000
Loss (gain) on sale of equipment	2,000	(6,000)

Provision for doubtful accounts	191,000	162,000
Stock-based compensation	93,000	88,000
Changes in operating assets and liabilities:		
Accounts receivable	755,000	4,282,000
Costs and estimated earnings in excess of billings on uncompleted contracts	(3,388,000)	(381,000)
Other receivables	(237,000)	27,000
Prepaid expenses and other current assets	1,138,000	560,000
Other assets	(313,000)	9,000
Accounts payable	1,128,000	(3,543,000)
Changes in excess of outstanding checks over bank balance	(54,000)	(370,000)
Accrued liabilities	1,333,000	(196,000)
Billings in excess of costs and estimated earnings on uncompleted contracts	423,000	140,000
Deferred lease obligations	(76,000)	(150,000)
Net cash provided by operating activities	4,408,000	2,032,000
Cash flows from investing activities:		
Purchase of equipment and leasehold improvements	(330,000)	(86,000)
Proceeds from sale of equipment	—	11,000
Net cash used in investing activities	(330,000)	(75,000)
Cash flows from financing activities:		
Payments on notes payable	(402,000)	(459,000)
Borrowings under line of credit	—	266,000
Repayments on line of credit	—	(3,266,000)
Principal payments on capital lease obligations	183,000	(66,000)
Proceeds from stock option exercise	84,000	—
Proceeds from sales of common stock under employee stock purchase plan	28,000	37,000
Net cash used in financing activities	(107,000)	(3,488,000)
Net increase (decrease) in cash and cash equivalents	3,971,000	(1,531,000)
Cash and cash equivalents at beginning of the period	8,134,000	10,006,000
Cash and cash equivalents at end of the period	\$ 12,105,000	\$ 8,475,000
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	\$ 7,000	\$ 81,000
Income taxes	20,000	155,000
Supplemental disclosures of noncash investing and financing activities:		
Equipment acquired under capital lease obligations	\$ 334,000	\$ 7,000

See accompanying notes to condensed consolidated financial statements.

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**WILLDAN GROUP, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**June 27, 2014**  
**(Unaudited)**

**1. BASIS OF PRESENTATION, ORGANIZATION AND OPERATIONS OF THE COMPANY**

*Basis of Presentation*

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) and pursuant to the rules and regulations of the Securities and Exchange Commission and reflect all adjustments, which consist of only normal recurring adjustments, which are, in the opinion of management, necessary for a fair presentation of the consolidated results for the interim periods presented. Results for the interim periods are not necessarily indicative of results for the full year. Certain information and footnote disclosures normally included in annual consolidated financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. The consolidated financial statements should be read in conjunction with Willdan Group, Inc.’s 2013 Annual Report on Form 10-K filed on March 25, 2014.

*Nature of Business*

Willdan Group, Inc. and subsidiaries (“Willdan Group” or the “Company”) is a provider of professional technical and consulting services to public agencies at all levels of government, public and private utilities and commercial and industrial firms in California and New York. The Company also has operations in Arizona, Florida, Texas, Washington and Washington, D.C. The Company enables these entities to provide a wide range of specialized services without having to incur and maintain the overhead necessary to develop staffing in-house. The Company provides a broad range of complementary services including engineering and planning, energy efficiency and sustainability, economic and financial consulting, and national preparedness and interoperability. The Company’s clients primarily consist of public and governmental agencies, including cities, counties, public utilities, redevelopment agencies, water districts, school districts and universities, state agencies, federal agencies, a variety of other special districts and agencies, private utilities and industry and tribal governments.

The consolidated financial statements include the accounts of Willdan Group, Inc. and its wholly owned subsidiaries, Willdan Engineering, Willdan Energy Solutions, Public Agency Resources, Willdan Financial Services and Willdan Homeland Solutions. All significant intercompany balances and transactions have been eliminated in consolidation.

#### *Accounting for Contracts*

The Company enters into contracts with its clients that contain three principal types of pricing provisions: fixed price, time-and-materials, and unit-based. Revenue on fixed price contracts is recognized on the percentage-of-completion method based generally on the ratio of direct costs (primarily exclusive of depreciation and amortization costs) incurred to date to estimated total direct costs at completion. Revenue on time-and-materials and unit-based contracts is recognized as the work is performed in accordance with the specific terms of the contract. Contracts that provide for multiple services or deliverables are evaluated as multiple element arrangements to determine the appropriate unit of accounting, allocation of contract value, and method of revenue recognition for each element. Revenue for amounts that have been billed but not earned is deferred and such deferred revenue is referred to as billings in excess of costs and estimated earnings on uncompleted contracts in the accompanying consolidated balance sheets. Service-related contracts, including operations and maintenance services and a variety of technical assistance services, are accounted for over the period of performance, in proportion to the costs of performance.

Adjustments to contract cost estimates are made in the periods in which the facts requiring such revisions become known. When the revised estimate indicates a loss, such loss is provided for currently in its entirety. Claims revenue is recognized only upon resolution of the claim. Change orders in dispute are evaluated as claims. Costs related to un-priced change orders are expensed when incurred and recognition of the related contract revenue is based on an evaluation of the probability of recovery of the costs. Estimated profit is recognized for un-priced change orders if realization of the expected price of the change order is probable.

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Applying the percentage-of-completion method of recognizing revenue requires the Company to estimate the outcome of its long-term contracts. The Company forecasts such outcomes to the best of its knowledge and belief of current and expected conditions and its expected course of action. Differences between the Company's estimates and actual results often occur resulting in changes to reported revenue and earnings. Such changes could have a material effect on future consolidated financial statements.

Direct costs of contract revenue consist primarily of that portion of technical and nontechnical salaries and wages that has been incurred in connection with revenue producing projects. Direct costs of contract revenue also include production expenses, subcontractor services and other expenses that are incurred in connection with revenue producing projects.

Direct costs of contract revenue exclude that portion of technical and nontechnical salaries and wages related to marketing efforts, vacations, holidays and other time not spent directly generating revenue under existing contracts. Such costs are included in general and administrative expenses. Additionally, payroll taxes, bonuses and employee benefit costs for all Company personnel are included in general and administrative expenses in the accompanying consolidated statements of operations since no allocation of these costs is made to direct costs of contract revenue. No allocation of facilities costs is made to direct costs of contract revenue. Other companies may classify as direct costs of contract revenue some of the costs that the Company classifies as general and administrative costs. The Company expenses direct costs of contract revenue when incurred.

Included in revenue and costs are all reimbursable costs for which the Company has the risk or on which the fee was based at the time of bid or negotiation. No revenue or cost is recorded for costs in which the Company acts solely in the capacity of an agent and has no risks associated with such costs.

Accounts receivable are carried at original invoice amount less an estimate made for doubtful accounts based upon a review of all outstanding amounts on a quarterly basis. Management determines the allowance for doubtful accounts by identifying troubled accounts and by using historical experience applied to an aging of accounts. Credit risk is generally minimal with governmental entities, but disputes may arise related to these receivable amounts. Accounts receivables are written off when deemed uncollectible. Recoveries of accounts receivables previously written off are recorded when received.

The value of retainage is included in accounts receivable in the accompanying consolidated financial statements. Retainage represents the billed amount that is retained by the customer, in accordance with the terms of the contract, generally until performance is substantially complete. At June 27, 2014 and December 27, 2013, the Company had retained accounts receivable of approximately \$691,000 and \$673,000, respectively.

#### *Fair Value of Financial Instruments*

The Company's financial instruments consist primarily of cash, cash equivalents, including restricted cash, accounts receivable, costs and estimated earnings in excess of billings on uncompleted contracts, other receivables, prepaid expenses and other current assets, excess of outstanding checks over bank balance, accounts payable, accrued liabilities and billings in excess of costs and estimated earnings on uncompleted contracts, and approximate their fair values because of the relatively short period of time between the origination of these instruments and their expected realization or payment. The carrying amounts of debt obligations approximate their fair values since the terms are comparable to terms currently offered by local lending institutions for loans of similar terms to companies with comparable credit risk.

#### *Use of Estimates*

The preparation of consolidated financial statements in conformity with generally accepted accounting principles in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Estimates also affect the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

*Liquidity*

The Company had \$12.1 million of cash and cash equivalents as of June 27, 2014. The Company's primary sources of liquidity are cash generated from operations and its revolving line of credit with BMO Harris Bank, National Association ("BMO"), which matures on March 24, 2016. While the Company believes that its cash and cash equivalents on hand, cash generated by operating activities and funds available under its line of credit will be sufficient to finance its operating activities for at least the next 12 months, if the Company does experience a cash flow shortage or violates the current terms of its credit agreement, the Company may have difficulty obtaining additional funds on favorable terms, if at all, to meet its obligations as they come due in the normal course of business.

**2. EARNINGS PER SHARE (EPS)**

Basic EPS is computed by dividing net income available to common stockholders by the weighted-average number of common shares outstanding. Diluted EPS is computed by dividing net income by the weighted-average number of common shares outstanding and dilutive potential common shares for the period. Potential common shares include the weighted-average dilutive effects of outstanding stock options using the treasury stock method.

The following table sets forth the number of weighted-average shares used to compute basic and diluted EPS:

	Three Months Ended		Six Months Ended	
	June 27, 2014	June 28, 2013	June 27, 2014	June 28, 2013
Net income	\$ 1,893,000	\$ 688,000	\$ 3,208,000	\$ 1,087,000
Weighted-average common shares Outstanding-basic	7,405,000	7,353,000	7,401,000	7,336,000
Effect of dilutive stock options	256,000	48,000	116,000	47,000
Weighted-average common shares outstanding-diluted	7,661,000	7,401,000	7,517,000	7,383,000
Earnings per share:				
Basic	\$ 0.26	\$ 0.09	\$ 0.43	\$ 0.15
Diluted	\$ 0.25	\$ 0.09	\$ 0.43	\$ 0.15

For the three and six months ended June 27, 2014, 268,500 and 289,500 options, 25,000 and 25,000 restricted stock grants, respectively, were excluded from the calculation of dilutive potential common shares, compared to 686,000 options and 25,000 restrictive stock grants for the same periods last year. These options were not included in the computation of dilutive potential common shares because the assumed proceeds per share exceeded the average market price per share for the 2014 and 2013 periods. Accordingly, the inclusion of these options would have been anti-dilutive. For periods in which the Company incurs net losses, dilutive potential common shares are excluded as they would be anti-dilutive.

**3. EQUIPMENT AND LEASEHOLD IMPROVEMENTS**

Equipment and leasehold improvements consist of the following:

	June 27, 2014	December 27, 2013
Furniture and fixtures	\$ 3,043,000	\$ 3,039,000
Computer hardware and software	6,577,000	6,338,000
Leasehold improvements	769,000	776,000
Equipment under capital leases	827,000	831,000
Automobiles, trucks, and field equipment	572,000	533,000
	11,788,000	11,517,000
Accumulated depreciation and amortization	(10,899,000)	(10,826,000)
Equipment and leasehold improvements, net	\$ 889,000	\$ 691,000

**4. ACCRUED LIABILITIES**

Accrued liabilities consist of the following:

	June 27, 2014	December 27, 2013
Accrued bonuses	\$ 322,000	\$ 31,000
Paid leave bank	1,437,000	1,243,000
Compensation and payroll taxes	885,000	749,000
Accrued legal	525,000	356,000
Accrued workers' compensation insurance	83,000	141,000
Accrued rent	271,000	367,000
Employee withholdings	367,000	343,000
Client deposits	141,000	232,000
Unvouchered accounts payable	2,974,000	2,282,000
Other	136,000	64,000

## 5. LINE OF CREDIT

*Revolving Credit Facility:* During fiscal year 2013, the Company had a revolving credit agreement with Wells Fargo Bank, N.A, which was entered into on December 23, 2011 and became effective as of January 1, 2012. Loans made under the revolving line of credit accrued interest at a floating rate of LIBOR plus 2.25%. The Company is also required to pay a 0.25% fee on unused commitments and customary fees on any letters of credit drawn under the facility. There were no outstanding borrowings under this agreement as of June 27, 2014.

The Wells Fargo revolving line of credit was scheduled to mature on April 1, 2014, but, on March 20, 2014, in connection with entering into a new credit facility with BMO, the Company reduced the size of the facility from \$5.0 million to \$75,905, which is the amount outstanding under a current letter of credit and extended its maturity until June 1, 2014. On July 1, 2014, the Company further extended the maturity of the letter of credit to June 30, 2015.

The Company also has a \$7.5 million revolving credit agreement with BMO Harris Bank, N.A. (“BMO”), which was entered into on March 24, 2014 and became effective as of March 24, 2014. The Company’s credit agreement with BMO provides for a revolving line of credit of up to \$7.5 million, subject to a borrowing base calculation, including a \$5.0 million standby letter of credit sub-facility and a \$2.5 million secured term loan. All borrowings under the revolving line of credit are limited to a borrowing base equal to roughly 75% of the eligible accounts receivable plus 50% of the lower of cost or market value of our eligible inventory, each term as defined in

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the credit agreement. As of June 27, 2014, \$7.5 million was available for borrowing and there were no outstanding borrowings under the revolving line of credit. Under the BMO credit agreement, as of June 27, 2014, no cash amounts are restricted, as compared to \$5.0 million as of December 27, 2013. The line of credit matures on March 24, 2016. Loans made under the revolving line of credit will accrue interest at either (i) a floating rate equal to 0.75% above the base rate in effect from time to time or (ii) a floating rate of 1.75% above LIBOR, with the interest rate to be selected by the Company.

Borrowings under the revolving line of credit are guaranteed by all of the Company’s subsidiaries (the “Guarantors”) and secured by all of the Company’s and the Guarantors’ accounts receivable and other rights to payment, general intangibles, inventory and equipment. Pursuant to the credit agreement, the Company also must pay a fee of up to 0.3% on unused commitments and customary fees on any letters of credit drawn under the facility.

The credit agreement contains customary representations and affirmative covenants, including financial covenants that require us to maintain (i) a maximum total leverage ratio, measured as total funded debt (measured as the sum of all obligations for borrowed money, including subordinated debt, plus all capital lease obligations) plus capital leases plus financial letters of credit divided by a trailing twelve month EBITDA, measured on a rolling basis) of not more than 2.00; (ii) a minimum fixed charge coverage ratio (measured as the sum of EBITDA plus rent expense less unfinanced capital expenditures divided by the sum of rent expense plus principal payments plus cash taxes plus cash interest plus restricted payments plus distributions) of not less than 1.25; and (iii) a minimum tangible net worth of at least 85% of actual tangible net worth for the last financial statements received prior to the closing date of the agreement, with step ups in an amount equal to 50% of net income (if positive) for each fiscal quarter ending thereafter (no add-back for losses).

The credit agreement also includes customary negative covenants, including (i) restrictions on the incurrence of additional indebtedness by us or the Guarantors other than indebtedness existing on the date of the credit agreement, (ii) restrictions on the total consideration for all permitted acquisitions (including potential future earn-out obligations) not to exceed \$2.5 million during the term of the agreement and the total consideration for any individual permitted acquisition not to exceed \$750,000 without BMO’s consent, and (iii) limitations on asset sales, mergers and acquisitions. In addition, the credit agreement includes customary events of default. Upon the occurrence of an event of default, the interest rate may be increased by 2.0%, BMO has the option to make any loans then outstanding under the credit agreement immediately due and payable, and BMO is no longer obligated to extend further credit to the Company under the credit agreement.

## 6. COMMITMENTS

### *Leases*

The Company is obligated under capital leases for certain furniture and office equipment that expire at various dates through the year 2017.

The Company also leases certain office facilities under non-cancelable operating leases that expire at various dates through the year 2017.

### *Employee Benefit Plans*

The Company has a qualified profit sharing plan pursuant to Code Section 401(a) and qualified cash or deferred arrangement pursuant to Code Section 401(k) covering substantially all employees. Employees may elect to contribute up to 50% of compensation limited to the amount allowed by tax laws. Company contributions are made solely at the discretion of the Company’s board of directors.

The Company has a discretionary bonus plan for regional managers, division managers and others as determined by the Company president. Bonuses are awarded if certain financial goals are achieved. The financial goals are not stated in the plan; rather they are judgmentally determined each year. In addition, the board of directors may declare discretionary bonuses to key employees and all employees are eligible for what the Company refers to as the “hot hand” bonus program, which pays awards for outstanding performance. The Company’s compensation committee of the board of directors determines the compensation of the president.

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### *Post Employment Health Benefits*

In May 2006, the Company's board of directors approved providing lifetime health insurance coverage for Win Westfall, the Company's former chief executive officer and current chairman of the board of directors, and his spouse and for Linda Heil, the widow of the Company's former chief executive officer, Dan Heil. These benefits relate to past services provided to the Company. Accordingly, there is no unamortized compensation cost for the benefits.

## 7. INCOME TAXES

Income taxes are accounted for under the asset and liability method and are determined using an estimated annual effective tax rate. Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the financial reporting basis and tax basis of the Company's assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recorded when it is more likely than not that all or a portion of the deferred tax assets may not be realized.

The Company recognizes the tax benefit from uncertain tax positions if it is more likely than not that the tax positions will be sustained on examination by the tax authorities, based on the technical merits of the position. The tax benefit is measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. The Company recognizes interest and penalties related to unrecognized tax benefits in income tax expense.

Based on management's estimates and determination of an effective tax rate for the year, the Company recorded an income tax expense of \$64,000 and \$108,000 for the three and six months ended June 27, 2014 as compared to an income tax benefit of \$8,000 and an income tax expense of \$41,000 for the three and six months ended June 28, 2013.

## 8. SEGMENT INFORMATION

The Company has four reporting segments: Engineering Services, Energy Efficiency Services, Public Finance Services and Homeland Security Services. The Engineering Services segment consists of Willdan Engineering, Willdan Infrastructure and Public Agency Resources. The Engineering Services segment offers a broad range of engineering and planning services to our public and private sector clients. The Energy Efficiency Services segment, which consists of Willdan Energy Solutions, provides energy efficiency and sustainability consulting services to utilities, state agencies, municipalities, private industry and non-profit organizations. Prior to December 30, 2011, the energy efficiency and sustainability services were aggregated into the Engineering Services segment. Given the manner in which the chief operating decision maker reviews financial results and allocates resources, these services now comprise a separate reporting segment. The Public Finance Services segment, which consists of Willdan Financial Services, provides expertise and support for the various financing techniques employed by public agencies to finance their operations and infrastructure along with the mandated reporting and other requirements associated with these financings. The Homeland Security Services segment, which consists of Willdan Homeland Solutions, provides national preparedness, homeland security consulting, public safety and emergency response services to cities, related municipal service agencies and other entities.

The accounting policies applied to determine the segment information are the same as those described in the summary of significant accounting policies included in the Company's 2013 Annual Report on Form 10-K filed on March 25, 2014. There were no intersegment sales in the three and six months ended June 27, 2014. Management evaluates the performance of each segment based upon income or loss from operations before income taxes. Certain segment asset information including expenditures for long-lived assets has not been presented as it is not reported to or reviewed by the chief operating decision maker. In addition, enterprise-wide service line contract revenue is not included as it is impracticable to report this information for each group of similar services.

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Financial information with respect to the reportable segments as of and for the fiscal three and six months ended June 27, 2014 and as of and for the fiscal three months and six ended June 28, 2013 is as follows:

	Engineering Services	Energy Efficiency Services	Public Finance Services	Homeland Security Services	Unallocated Corporate	Intersegment	Consolidated Total
<b>Fiscal Three Months Ended</b>							
<b>June 27, 2014</b>							
Contract revenue	\$ 9,526,000	\$ 13,699,000	\$ 2,691,000	\$ 1,054,000	\$ —	\$ —	\$ 26,970,000
Segment profit (loss)							
before income taxes	612,000	1,526,000	13,000	106,000	(300,000)	—	1,957,000
Net income (loss)	593,000	1,473,000	13,000	104,000	(290,000)	—	1,893,000
Segment assets(1)	8,904,000	14,990,000	3,485,000	1,218,000	38,793,000	(23,130,000)	44,260,000
<b>Fiscal Three Months Ended</b>							
<b>June 28, 2013</b>							
Contract revenue	\$ 8,685,000	\$ 8,004,000	\$ 2,650,000	\$ 1,157,000	\$ —	\$ —	\$ 20,496,000
Segment profit before							
income taxes	328,000	85,000	173,000	94,000	—	—	680,000
Net income	322,000	107,000	168,000	91,000	—	—	688,000
Segment assets(1)	9,345,000	9,062,000	3,802,000	1,297,000	35,182,000	(23,129,000)	35,558,000
<b>Fiscal Six Months Ended</b>							
<b>June 27, 2014</b>							
Contract revenue	\$ 18,419,000	\$ 24,058,000	\$ 5,181,000	\$ 1,998,000	\$ —	\$ —	\$ 49,656,000
Segment profit (loss)							
before income taxes	1,141,000	2,053,000	250,000	172,000	(300,000)	—	3,316,000
Net income (loss)	1,107,000	1,980,000	244,000	167,000	(290,000)	—	3,208,000
Segment assets(1)	8,904,000	14,990,000	3,485,000	1,218,000	38,793,000	(23,130,000)	44,260,000



**Fiscal Six Months Ended****June 28, 2013**

Contract revenue	\$ 16,910,000	\$ 17,945,000	\$ 4,921,000	\$ 2,105,000	\$ —	\$ —	\$ 41,881,000
Segment profit before income taxes	399,000	379,000	240,000	110,000			1,128,000
Net income	385,000	365,000	231,000	106,000	—	—	1,087,000
Segment assets(1)	9,345,000	9,062,000	3,802,000	1,297,000	35,182,000	(23,129,000)	35,558,000

(1) Segment assets represent segment assets, net of intercompany receivables.

**9. CONTINGENCIES***Claims and Lawsuits*

The Company is subject to claims and lawsuits from time to time, including those alleging professional errors or omissions that arise in the ordinary course of business against firms that operate in the engineering and consulting professions. The Company carries professional liability insurance, subject to certain deductibles and policy limits, for such claims as they arise and may from time to time establish reserves for litigation that is considered probable of a loss.

In accordance with accounting standards regarding loss contingencies, the Company accrues an undiscounted liability for those contingencies where the incurrence of a loss is probable and the amount can be reasonably estimated, and discloses the amount accrued and an estimate of any reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for the Company's financial statements not to be misleading. The Company does not accrue liabilities when the likelihood that the liability has been incurred is probable but the amount cannot be reasonably estimated, or when the liability is believed to be only reasonably possible or remote.

Because litigation outcomes are inherently unpredictable, the Company's evaluation of legal proceedings often involves a series of complex assessments by management about future events and can rely heavily on estimates and assumptions. If the assessments indicate that loss contingencies that could be material to any one of

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the Company's financial statements are not probable, but are reasonably possible, or are probable, but cannot be estimated, then the Company will disclose the nature of the loss contingencies, together with an estimate of the possible loss or a statement that such loss is not reasonably estimable. While the consequences of certain unresolved proceedings are not presently determinable, and a reasonable estimate of the probable and reasonably possible loss or range of loss in excess of amounts accrued for such proceedings cannot be made, an adverse outcome from such proceedings could have a material adverse effect on the Company's earnings in any given reporting period. However, in the opinion of the Company's management, after consulting with legal counsel, and taking into account insurance coverage, the ultimate liability related to current outstanding claims and lawsuits is not expected to have a material adverse effect on the Company's financial statements.

*City of Glendale v. Willdan Financial Services, Superior Court of California, Los Angeles County*

A complaint was filed against the Company on July 16, 2014 relating to a project performed by Willdan Financial Services to prepare a Cost of Services Analysis (a "COSA") for the Department of Water and Power of the City of Glendale, California (the "City of Glendale"). The purpose of the COSA was to assist the City of Glendale in setting water rates for property owners. The lawsuit alleges that the City of Glendale suffered damages due to mistakes in the COSA, as follows: the City of Glendale received less revenue than anticipated in an amount exceeding \$9,000,000; the City of Glendale was required to retain another consultant to prepare a new COSA at the cost of \$130,000; and the City of Glendale incurred costs associated with noticing and conducting public hearings at a cost of \$83,052. The Company denies the allegations asserted in the lawsuit and will vigorously defend against the claims. Additionally, this matter is covered by the Company's professional liability insurance policy.

[Table of Contents](#)**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the financial statements included elsewhere in this Quarterly Report and the audited financial statements for the year ended December 27, 2013, included in our Annual Report on Form 10-K (File No. 001-33076). This Quarterly Report contains, in addition to unaudited historical information, forward-looking statements, which involve risk and uncertainties. The words "believe," "expect," "estimate," "may," "will," "could," "plan," or "continue" and similar expressions are intended to identify forward-looking statements. Our actual results could differ significantly from the results discussed in such forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include, without limitation, those discussed under the headings "Item 1A. Risk Factors" in our 2013 Annual Report on Form 10-K. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. We undertake no obligation to (and we expressly disclaim any obligation to) revise or update any forward-looking statement, whether as a result of new information, subsequent events, or otherwise (except as may be required by law), in order to reflect any event or circumstance which may arise after the date of this Quarterly Report on Form 10-Q.*

**Overview**

We are a provider of professional technical and consulting services to public agencies at all levels of government, public and private utilities, and commercial and industrial firms. We enable these entities to provide a wide range of specialized services without having to incur and maintain the overhead

necessary to develop staffing in-house. We assist our clients with a broad range of complementary services relating to:

- Engineering and Planning;
- Energy Efficiency and Sustainability;
- Economic and Financial Consulting; and
- National Preparedness and Interoperability

We operate our business through a network of offices located primarily in California and New York. We also have operations in Arizona, Florida, Texas, Washington and Washington, DC. As of June 27, 2014, we had a staff of 604 which includes licensed engineers and other professionals. Historically, our clients have primarily been public agencies in communities with populations ranging from 10,000 to 300,000 people. We believe communities of this size are underserved by large outsourcing companies that tend to focus on securing large federal and state projects, as well as projects for the private sector. Since fiscal 2008, we have begun to provide increased services to public and private utilities that service major metropolitan communities and commercial and industrial firms, particularly in connection with the growth of our energy efficiency and sustainability services. We seek to establish close working relationships with our clients and expand the breadth and depth of the services we provide to them over time.

While we currently serve communities throughout the country, our business with public agencies is concentrated in California and Arizona. We provide services to approximately 63% of the 482 cities and approximately 78% of the 58 counties in California. We also serve special districts, school districts, a range of public agencies and private industry. Our business with public and private utilities is concentrated in California and New York.

We were founded in 1964 and Willdan Group, Inc., a Delaware corporation, was formed in 2006 to serve as our holding company. We consist of a family of wholly owned companies that operate within the following segments for financial reporting purposes:

*Engineering Services.* Our Engineering Services segment includes the operations of our subsidiaries, Willdan Engineering, Willdan Infrastructure and Public Agency Resources (“PARs”). Willdan Engineering provides civil engineering-related and city planning services to our clients. PARs primarily provides staffing to Willdan Engineering. Contract revenue for the Engineering Services segment represented approximately 37.1% and 40.4% of our consolidated contract revenue for the six months ended June 27, 2014 and June 28, 2013, respectively.

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*Energy Efficiency Services.* Our Energy Efficiency Services segment consists of the business of our subsidiary, Willdan Energy Solutions, which offers energy efficiency and sustainability consulting services to utilities, public agencies and private industry. This segment is currently our largest segment based on contract revenue, representing approximately 48.4% and 42.8% of our consolidated contract revenue for the six months ended June 27, 2014 and June 28, 2013, respectively.

*Public Finance Services.* Our Public Finance Services segment consists of the business of our subsidiary, Willdan Financial Services, which offers economic and financial consulting services to public agencies. Contract revenue for the Public Finance Services segment represented approximately 10.4% and 11.7% of our consolidated contract revenue for the six months ended June 27, 2014 and June 28, 2013, respectively.

*Homeland Security Services.* Our Homeland Security Services segment consists of the business of our subsidiary, Willdan Homeland Solutions, which offers national preparedness and interoperability services and communications and technology solutions. Contract revenue for our Homeland Security Services segment represented approximately 4.0% and 5.0% of our consolidated contract revenue for the six months ended June 27, 2014 and June 28, 2013, respectively.

## **Recent Developments**

We amended our revolving line of credit with Wells Fargo on March 20, 2014. The Wells Fargo credit facility was scheduled to mature on April 1, 2014. On March 20, 2014, we amended the facility by reducing the revolving line of credit from \$5.0 million to \$75,905, which is the amount outstanding under a current letter of credit and extending its maturity to June 1, 2014. On July 1, 2014, we further extended the maturity of the letter of credit to June 30, 2015. We amended the Wells Fargo credit facility in connection with entering into a new \$7.5 million revolving credit facility with BMO Harris Bank, N.A. on March 24, 2014. The new BMO Harris revolving credit facility matures on March 24, 2016. For further information on our new revolving credit facility, see “—Liquidity and Capital Resources—Outstanding Indebtedness” elsewhere in this report.

## **Components of Income and Expense**

### **Contract Revenue**

We provide our services under contracts, purchase orders or retainer letters. The contracts we enter into with our clients contain three principal types of pricing provisions: time and materials, unit based, and fixed price. Revenue on our time and materials and unit based contracts are recognized as the work is performed in accordance with specific terms of the contract. Approximately 36% of our contracts are based on contractual rates per hour plus costs incurred. Some of these contracts include maximum contract prices, but the majority of these contracts are not expected to exceed the maximum. Contract revenue on our fixed price contracts is determined on the percentage of completion method based generally on the ratio of direct costs incurred to date to estimated total direct costs at completion. Many of our fixed price contracts are relatively short in duration, thereby lowering the risks of not properly estimating the percent complete.

Adjustments to contract cost estimates are made in the periods in which the facts requiring such revisions become known. When the revised estimate indicates a loss, such loss is recognized currently in its entirety. Claims revenue is recognized only upon resolution of the claim. Change orders in dispute are evaluated as claims. Costs related to un-priced change orders are expensed when incurred and recognition of the related contract revenue is based on an evaluation of the probability of recovery of the costs. Estimated profit is recognized for un-priced change orders if realization of the expected price of the change order is probable.

Our contracts come up for renewal periodically and at the time of renewal may be subject to renegotiation, which could impact the profitability on that contract. In addition, during the term of a contract, public agencies may request additional or revised services which may impact the economics of the transaction. Most of our contracts permit our clients, with prior notice, to terminate the contracts at any time without cause. While we have a large volume of transactions, the renewal, termination or modification of a contract, in particular our contract with Consolidated Edison, may have a material adverse effect on our consolidated operations.

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***Direct Costs of Contract Revenue***

Direct costs of contract revenue consist primarily of subconsultant services and that portion of technical and nontechnical salaries and wages that have been incurred in connection with revenue producing projects. Direct costs of contract revenue also include production expenses and other expenses that are incurred in connection with revenue producing projects. Direct costs of contract revenue generally exclude depreciation and amortization, that portion of technical and nontechnical salaries and wages related to marketing efforts, vacations, holidays and other time not spent directly generating revenue under existing contracts. Such costs are included in general and administrative expenses. Additionally, payroll taxes, bonuses and employee benefit costs for all of our personnel are included in general and administrative expenses since no allocation of these costs is made to direct costs of contract revenue. No allocation of facilities costs is made to direct costs of contract revenue nor is depreciation and amortization allocated to direct costs. We expense direct costs of contract revenue when incurred.

As a firm that provides multiple and diverse services, we do not believe gross margin is a consistent or appropriate indicator of our performance and therefore we do not use this measure as construction contractors and other types of consulting firms may. Other companies may classify as direct costs of contract revenue some of the costs that we classify as general and administrative expenses. As a result, our direct costs of contract revenue may not be comparable to direct costs for other companies, either as a line item expense or as a percentage of contract revenue.

***General and Administrative Expenses***

General and administrative expenses include the costs of the marketing and support staffs, other marketing expenses, management and administrative personnel costs, payroll taxes, bonuses and employee benefits for all of our employees and the portion of salaries and wages not allocated to direct costs of contract revenue for those employees who provide our services. General and administrative expenses also include facility costs, depreciation and amortization, professional services, legal and accounting fees and administrative operating costs. Within general and administrative expenses, "Other" includes expenses such as provision for billed or unbilled receivables, professional services, legal and accounting, computer costs, travel and entertainment and marketing costs. We expense general and administrative costs when incurred.

***Critical Accounting Policies***

This discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the U.S., or GAAP. To prepare these financial statements in conformity with GAAP, we must make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses in the reporting period. Our actual results may differ from these estimates. We have provided a summary of our significant accounting policies in Note 2 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 27, 2013. We describe below those accounting policies that require material subjective or complex judgments and that have the most significant impact on our financial condition and results of operations. Our management evaluates these estimates on an ongoing basis, based upon information currently available and on various assumptions management believes are reasonable as of the date of this report.

***Contract Accounting***

Applying the percentage-of-completion method of recognizing revenue requires us to estimate the outcome of our long-term contracts. We forecast such outcomes to the best of our knowledge and belief of current and expected conditions and our expected course of action. Differences between our estimates and actual results often occur resulting in changes to reported revenue and earnings. Such changes could have a material effect on our future consolidated financial statements.

Accounts receivable are carried at original invoice amount less an estimate made for doubtful accounts based upon our review of all outstanding amounts on a monthly basis. We determine the allowance for doubtful accounts by identifying troubled accounts and by using historical experience applied to an aging of accounts. Our credit risk is minimal with governmental entities. Accounts receivable are written off when deemed uncollectible. Recoveries of accounts receivable previously written off are recorded when received.

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For further information on the types of contracts under which we perform our services, see "—Components of Income and Expense—Contract Revenue" elsewhere in this report.

***Accounting for Claims Against the Company***

We accrue an undiscounted liability related to claims against us for which the incurrence of a loss is probable and the amount can be reasonably estimated. We disclose the amount accrued and an estimate of any reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for our financial statements not to be misleading. We do not accrue liabilities related to claims when the likelihood that a loss has been incurred is probable but the amount cannot be reasonably estimated, or when the liability is believed to be only reasonably possible or remote. Losses related to recorded claims are included in general and administrative expenses.

Determining probability and estimating claim amounts is highly judgmental. Initial accruals and any subsequent changes in our estimates could have a material effect on our consolidated financial statements.

## Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the financial reporting basis and tax basis of our assets and liabilities, subject to a judgmental assessment of recoverability of deferred tax assets. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recorded when it is more likely than not that some of the deferred tax assets may not be realized.

We recognize the tax benefit from uncertain tax positions if it is more likely than not that the tax positions will be sustained on examination by the tax authorities, based on the technical merits of the position. The tax benefit is measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. We recognize interest and penalties related to unrecognized tax benefits in income tax expense.

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### Results of Operations

The following table sets forth, for the periods indicated, certain information derived from our consolidated statements of operations expressed as a percentage of contract revenue. Amounts may not add to the totals due to rounding.

Statement of Operations Data	Fiscal Three Months Ended		Fiscal Six Months Ended	
	June 27, 2014	June 28, 2013	June 27, 2014	June 28, 2013
Contract revenue	100.0%	100.0%	100.0%	100.0%
Direct costs of contract revenue (exclusive of depreciation and amortization shown separately below):				
Salaries and wages	26.0	29.9	26.6	28.6
Subconsultant services and other direct costs	34.5	25.9	32.8	27.5
Total direct costs of contract revenue	60.4	55.8	59.4	56.0
General and administrative expenses:				
Salaries and wages, payroll taxes, employee benefits	18.6	24.1	20.0	25.0
Facilities and facilities related	4.2	5.6	4.4	5.6
Stock-based compensation	0.2	0.2	0.2	0.2
Depreciation and amortization	0.4	0.6	0.4	0.7
Lease abandonment	—	—	—	—
Other	9.0	10.1	9.0	9.6
Total general and administrative expenses	32.4	40.7	34.0	41.1
Income from operations	7.2	3.5	6.6	2.8
Other income (expense):				
Interest income	—	—	—	—
Interest expense	—	(0.2)	—	(0.2)
Other, net	0.1	—	0.1	(0.1)
Total other income (expense), net	0.1	(0.3)	0.1	(0.1)
Income before income tax expense	7.3	3.3	6.7	2.1
Income tax expense (benefit)	0.2	(0.0)	0.2	(0.1)
Net income	7.0%	3.4%	6.5%	2.6%

### Three Months Ended June 27, 2014 Compared to Three Months Ended June 28, 2013

**Contract revenue.** Our contract revenue was \$27.0 million for the three months ended June 27, 2014, with \$9.5 million attributable to the Engineering Services segment, \$13.7 million attributable to the Energy Efficiency Services segment, \$2.7 million attributable to the Public Finance Services segment, and \$1.1 million attributable to the Homeland Security Services segment. Consolidated contract revenue increased \$6.5 million, or 31.6%, to \$27.0 million for the three months ended June 27, 2014 from \$20.5 million for the three months ended June 28, 2013. This increase was due primarily to an increase in contract revenue for the Energy Efficiency Services segment of \$5.7 million, or 86.9%, to \$13.7 million for the three months ended June 27, 2014 from \$8.0 million for the three months ended June 28, 2013 as a result of an increase in the direct installation of energy efficiency measures from the energy efficiency audits in New York and California. Contract revenue for the Engineering Services segment increased \$0.8 million, or 9.7% to \$9.5 million for the three months ended June 27, 2014 from \$8.7 million for the three months ended June 28, 2013. Contract revenue for the Public Finance Services segment increased \$0.1 million, or 1.4% for the three months ended June 27, 2014 as compared to the three months ended June 28, 2013. Contract revenue for the Homeland Security Services segment decreased \$0.1 million, or 2.2% to \$1.1 million for the three months ended June 27, 2014 from \$1.2 million for the three months ended June 28, 2013.

Contract revenue for the Energy Efficiency Services segment increased primarily as a result of an increase in the direct installation of energy efficiency measures from the energy efficiency audits in New York and California. Contract revenue for the Engineering Services segment increased primarily due to greater demand for our city engineering services in northern California.

*Direct costs of contract revenue.* Direct costs of contract revenue were \$16.3 million for the three months ended June 27, 2014, with \$5.5 million attributable to the Engineering Services segment, \$9.0 million attributable to the Energy Efficiency Services segment, \$1.2 million attributable to the Public Finance Services segment, and \$0.7 million attributable to the Homeland Security Services segment. Overall, direct costs increased by \$4.8 million, or 42.5%, to \$16.3 million for the three months ended June 27, 2014 from \$11.4 million for the three months ended June 28, 2013. This increase is primarily attributable to an increase in direct costs within our Energy Efficiency Services segment of \$4.1 million, or 85.4% for the three months ended June 27, 2014. Direct costs of contract revenue also increased within our Engineering Services and Public Finance segments by \$0.8 million, or 16.1%, and \$0.1 million, or 1.2%, respectively. Direct costs of contract revenue in our Homeland Security Services segment decreased by \$0.1 million, or 2.7% to \$0.7 million for the three months ended June 27, 2014 from \$0.8 million for the three months ended June 27, 2014.

Direct costs increased as a result of increases in subconsultant services and other direct costs of \$4.0 million and an increase in salaries and wages of \$0.9 million. Within direct costs of contract revenue, salaries and wages remained flat at 26.0% of contract revenue for the three months ended June 27, 2014 as compared to 29.9% for the three months ended June 28, 2013. Subconsultant services and other direct costs increased to 34.5% of contract revenue for the three months ended June 27, 2014 from 25.9% of contract revenue for the three months ended June 28, 2013. Subconsultant services increased primarily because of increased demand for the energy efficiency, sustainability and renewable energy services of our subsidiary Willdan Energy Solutions, which generally utilizes a higher percentage of subconsultants than our other subsidiaries.

*General and administrative expenses.* General and administrative expenses increased by \$0.4 million, or 4.7%, to \$8.7 million for the three months ended June 27, 2014 from \$8.3 million for the three months ended June 28, 2013. This was due primarily to increases of \$0.3 million, \$0.2 million and \$0.1 million, in general and administrative expenses of our corporate offices, the Energy Efficiency Services and Public Finance Services segments, respectively. These increases were partially offset by a decrease of \$0.2 million in the general and administrative expenses of the Engineering Services segment. General and administrative expenses in our Homeland Security Services Segment remained flat. General and administrative expenses as a percentage of contract revenue decreased to 32.4% for the three months ended June 27, 2014 as compared to 40.7% for the three months ended June 28, 2013.

Of the \$0.4 million increase in general and administrative expenses, approximately \$0.3 million relates to an increase in other general and administrative expenses. The remaining \$0.1 million increase is attributable to an increase in salaries and wages, payroll taxes and employee benefits. The increase in employee related costs primarily resulted from increased headcount.

*Income from operations.* As a result of the above factors, our operating income was \$1.9 million for the three months ended June 27, 2014 as compared to operating income of \$0.7 million for the three months ended June 28, 2013. Income from operations as a percentage of contract revenue was 7.2% for the three months ended June 27, 2014, as compared to 3.5% in the prior year period.

*Other income (expense).* Other income, net was \$16,000 for the three months ended June 27, 2014, as compared to other expense, net of \$38,000 for the three months ended June 28, 2013.

*Income tax expense (benefit).* Income tax expense was \$64,000 for the three months ended June 27, 2014, as compared to an income tax benefit \$8,000 for the three months ended June 28, 2013.

*Net income.* As a result of the above factors, our net income was \$1.9 million for the three months ended June 27, 2014, as compared to a net income of \$0.7 million for the three months ended June 28, 2013.

#### ***Six Months Ended June 27, 2014 Compared to Six Months Ended June 28, 2013***

*Contract revenue.* Our contract revenue was \$49.7 million for the six months ended June 27, 2014, with \$18.4 million attributable to the Engineering Services segment, \$24.1 million attributable to the Energy Efficiency Services segment, \$5.2 million attributable to the Public Finance Services segment, and \$2.0 million attributable to the Homeland Security Services segment. Consolidated contract revenue for the six months ended June 27, 2014 increased \$7.8 million, or 18.6%, to \$49.7 million from \$41.9 million for the six months ended June 28, 2013, reflecting an increase of \$6.1 million, or 34.1%, in contract revenue for the Energy Efficiency Services segment.

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Contract revenue increased by \$1.5 million, or 8.9% and \$0.3 million, or 5.3%, for our Engineering Services and Public Finance Services segments, respectively. Contract revenue for our Homeland Security Services segment decreased by \$0.1 million, or 5.1% to \$2.0 million for the six months ended June 27, 2014 from \$2.1 million for the six months ended June 28, 2013.

Contract revenue for the Energy Efficiency Services segment increased primarily because of increased demand for energy efficiency services in the states of New York and California. Contract revenue for the Engineering Services segment increased primarily due to greater demand for our city engineering services in northern Californian and our building and safety, construction management and geotechnical services. Revenue in the Homeland Security Services segment decreased due to slightly lower levels of activity in the traditional planning, training and exercise consulting services business.

*Direct costs of contract revenue.* Direct costs of contract revenue were \$29.5 million for the six months ended June 27, 2014, with \$10.3 million attributable to the Engineering Services segment, \$15.8 million attributable to the Energy Efficiency Services segment, \$2.1 million attributable to the Public Finance Services segment, and \$1.3 million attributable to the Homeland Security Services segment. Overall, direct costs increased by \$6.0 million, or 25.7%, to \$29.5 million for the six months ended June 27, 2014, from \$23.5 million for the six months ended June 28, 2013. This increase is primarily attributable to an increase in direct costs within our Energy Efficiency Services segment of \$4.7 million, or 42.8% for the six months ended June 27, 2014. Direct costs of contract revenue also increased within our Engineering Services and Public Finance segments by \$1.3 million, or 14.1%, and \$0.1 million, or 6.8%, respectively. Such increases were partially offset by a decrease in direct costs of contract revenue of \$0.1 million, or 8.3%, in our Homeland Security Services segment.

Direct costs increased primarily as a result of an increase in subconsultant services (used primarily by our Energy Efficiency Services segment) and other direct costs of \$4.8 million. Salaries and wages also increased by \$1.2 million. Salaries and wages decreased to 26.6% of contract revenue for the six months ended June 27, 2014 from 28.6% for the six months ended June 28, 2013 and subconsultant services increased to 32.8% of contract revenue for the six months ended June 27, 2014 from 27.5% of contract revenue for the six months ended June 28, 2013. Subconsultant services increased primarily because

of increased use of subconsultant services to perform certain energy efficiency, sustainability and renewable energy services of our subsidiary Willdan Energy Solutions, which generally utilizes a higher percentage of subconsultants than our other subsidiaries.

*General and administrative expenses.* General and administrative expenses decreased by \$0.3 million, or 1.9%, to \$16.9 million for the six months ended June 27, 2014 from \$17.2 million for the six months ended June 28, 2013. This reflected decreases of \$0.3 million, \$0.4 million, and \$0.1 million in general and administrative expenses of the Energy Efficiency Services, the Engineering Services and the Homeland Security Services segments, respectively, partially offset by increases of \$0.1 million and \$0.3 million in the general and administrative expenses of our Public Finance Services segment and our corporate offices. General and administrative expenses as a percentage of contract revenue was 34.1% for the six months ended June 27, 2014 as compared to 41.1% for the six months ended June 28, 2013.

Of the \$0.3 million decrease in general and administrative expenses, approximately \$0.2 million resulted from decreases in salaries and wages, payroll taxes and employee benefits, (primarily as a result of cost control measures and a decrease in non-chargeability of labor) partially offset by an increase in other general and administrative expenses. As discussed above under “—Components of Income and Expense—Direct Costs of Contract Revenue,” we do not allocate that portion of salaries and wages not related to time spent directly generating revenue to direct costs of contract revenue. The remaining \$0.1 million decrease is attributable to decreases in facility and facilities related expenses.

*Income from operations.* As a result of the above factors, our operating income was \$3.3 million for the six months ended June 27, 2014, as compared to an operating income of \$1.1 million for the six months ended June 28, 2013. Income from operations as a percentage of contract revenue was 6.6% for the six months ended June 27, 2014, as compared to income from operations as a percentage of contract revenue of 2.8% in the prior year period.

*Other income (expense).* Other income, net was \$63,000 for the six months ended June 27, 2014, as compared to \$(47,000) for the six months ended June 28, 2013. The increase is primarily the result of lower interest expense due to decreased borrowings under our line of credit.

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*Income tax expense.* We recorded an income tax expense of \$108,000 for the six months ended June 27, 2014, as compared to an income tax expense of \$41,000 for the six months ended June 28, 2013.

*Net income.* As a result of the above factors, our net income was \$3.2 million for the six months ended June 27, 2014 compared to a net income of \$1.1 million for the six months ended June 28, 2013.

## **Liquidity and Capital Resources**

We had \$12.1 million of cash and cash equivalents as of June 27, 2014. Our primary sources of liquidity are cash generated from operations and our revolving line of credit with BMO Harris Bank, N.A., which matures on March 24, 2016. While we believe that our cash and cash equivalents on hand, cash generated by operating activities and funds available under our line of credit will be sufficient to finance our operating activities for at least the next 12 months, if we do experience a cash flow shortage or violate the current terms of our credit agreement, we may have difficulty obtaining additional funds on favorable terms, if at all, to meet our obligations as they come due in the normal course of business.

### ***Cash flows from operating activities***

Cash flows provided by operating activities were \$4.4 million for the six months ended June 27, 2014, as compared to \$2.0 million for the six months ended June 28, 2013. The cash flows provided by operating activities in the six months ended June 27, 2014 were comparatively higher than the prior year period due primarily to a higher net income, a larger decrease in prepaid expenses and other current assets, and increases in accounts payable and accrued liabilities, partially offset by a smaller decrease in accounts receivable and a larger increase in costs and estimated earnings in excess of billings on uncompleted contracts.

### ***Cash flows from investing activities***

Cash flows used in investing activities were \$0.3 million for the six months ended June 27, 2014 as compared to \$0.1 million for the six months ended June 28, 2013. Cash used in investing activities reflects purchases of equipment and leasehold improvements.

### ***Cash flows from financing activities***

Cash flows used in financing activities were \$0.1 million for the six months ended June 27, 2014 compared to cash flows used in financing activities of \$3.5 million for the six months ended June 28, 2013. The cash flows used in financing activities for the six months ended June 27, 2014 were primarily attributable to payments on notes payable, partially offset by principal payments on capital leases and proceeds from stock option exercise. Cash used in financing activities for the six months ended June 28, 2013 was primarily attributable to the repayment of borrowings under our prior credit facility with Wells Fargo.

### ***Outstanding indebtedness***

*Revolving Credit Facility:* On March 20, 2014, we amended our credit agreement with Wells Fargo Bank N.A. to reduce the size of the facility from \$5.0 million to \$75,905 and extended its maturity from April 1, 2014 to June 1, 2014. On July 1, 2014, we further extended the maturity on the letter of credit to June 30, 2015. As of June 27, 2014, there were no outstanding borrowings under this agreement as and we were in compliance with each of our covenants under the Wells Fargo credit agreement. We amended the Wells Fargo credit facility in connection with entering into a new credit facility with BMO Harris Bank, N.A. (“BMO”).

We currently have a revolving credit agreement with BMO Harris Bank, N.A. (“BMO”), which was entered into on March 24, 2014 and became effective as of March 24, 2014. Our credit agreement with BMO provides for a revolving line of credit of up to \$7.5 million, subject to a borrowing base calculation, including a \$5.0 million standby letter of credit sub-facility and a \$2.5 million secured term loan. All borrowings under the revolving line of credit are limited to a borrowing base equal to roughly 75% of the eligible accounts receivable plus 50% of the lower of cost or market value of our eligible inventory, each term as defined in the credit agreement. As of June 27, 2014, \$7.5 million was available for borrowing and there were no outstanding

borrowings under the revolving line of credit. The line of credit matures on March 24, 2016. Loans made under the revolving line of credit will accrue interest at either (i) a floating rate equal to 0.75% above the base rate in effect from time to time or (ii) a floating rate equal to 1.75% above LIBOR, with the interest rate to be selected by us.

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Borrowings under the revolving line of credit are guaranteed by all of our subsidiaries (the “Guarantors”) and secured by all of our and the Guarantors’ accounts receivable and other rights to payment, general intangibles, inventory and equipment. Pursuant to the credit agreement, we also must pay a fee of up to 0.3% on unused commitments and customary fees on any letters of credit drawn under the facility.

The credit agreement contains customary representations and affirmative covenants, including financial covenants that require us to maintain (i) a maximum total leverage ratio, measured as total funded debt (measured as the sum of all obligations for borrowed money, including subordinated debt, plus all capital lease obligations) plus capital leases plus financial letters of credit divided by a trailing twelve month EBITDA (as defined in the credit agreement) measured on a rolling basis) of not more than 2.00; (ii) a minimum fixed charge coverage ratio (measured as the sum of EBITDA plus rent expense less unfinanced capital expenditures divided by the sum of rent expense plus principal payments plus cash taxes plus cash interest plus restricted payments plus distributions) of not less than 1.25; and (iii) a minimum tangible net worth of at least 85% of actual tangible net worth for the last financial statements received prior to the closing date of the agreement, with step ups in an amount equal to 50% of net income (if positive) for each fiscal quarter ending thereafter (no add-back for losses).

The credit agreement also includes customary negative covenants, including (i) restrictions on the incurrence of additional indebtedness by us or the Guarantors other than indebtedness existing on the date of the credit agreement, (ii) restrictions on the total consideration for all permitted acquisitions (including potential future earn-out obligations) shall not exceed \$2.5 million during the term of the agreement and the total consideration for any individual permitted acquisition shall not exceed \$750,000 without BMO’s consent, and (iii) limitations on asset sales, mergers and acquisitions. In addition, the credit agreement includes customary events of default. Upon the occurrence of an event of default, the interest rate may be increased by 2.0%, BMO has the option to make any loans then outstanding under the credit agreement immediately due and payable, and BMO is no longer obligated to extend further credit to us under the credit agreement.

Loans made under the Wells Fargo credit facility during fiscal year 2013 accrued interest at a floating rate of LIBOR plus 2.25%. We also were required to pay a 0.25% fee on unused commitments and customary fees on any letters of credit drawn under the facility. There were no outstanding borrowings under the Wells Fargo credit facility as of June 27, 2014 and we were in compliance with each of our covenants under the Wells Fargo credit agreement as of June 27, 2014.

***Contractual obligations***

We had no material changes in commitments for long-term debt obligations, operating lease obligations or capital lease obligations as of June 27, 2014, as compared to those disclosed in our table of contractual obligations included in our Annual Report on Form 10-K for the year ended December 27, 2013.

***Off-Balance Sheet Arrangements***

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

**Recent Accounting Pronouncements**

As of June 27, 2014, the impact of recent accounting pronouncements on the Company is not expected to be material to the consolidated financial statements.

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

In addition to current and historical information, this report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to our future operations, prospects, potential products, services, developments and business strategies. These statements can, in some cases, be identified by the use of words like “may,” “will,” “should,” “could,” “would,” “intend,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “potential,” or “continue” or the negative of such terms or other comparable terminology. This report includes, among others, forward-looking statements regarding our:

- Expectations about future customers;
- Expectations about expanded service offerings;
- Expectations about our ability to cross-sell additional services to existing clients;
- Expectations about our intended geographical expansion;
- Expectations about our ability to attract executive officers and key employees;
- Evaluation of the materiality of our current legal proceedings; and

- Expectations about positive cash flow generation and available cash and cash equivalents being sufficient to meet normal operating requirements.

These statements involve certain known and unknown risks and uncertainties that could cause our actual results to differ materially from those expressed or implied in our forward-looking statements. Such risks and uncertainties include, among others, those listed in this report. The forward-looking statements in this report, as well as subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf, are hereby expressly qualified in their entirety by the cautionary statements in this report, including the risk factors in our Annual Report on Form 10-K for the year ended December 27, 2013. We do not intend, and undertake no obligation, to update any of our forward-looking statements after the date of this report to reflect actual results or future events or circumstances.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Market risk is the risk of loss to future earnings, to fair values or to future cash flows that may result from changes in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, exchange rates, commodity prices, equity prices and other market changes. Market risk is attributed to all market risk sensitive financial instruments, including long-term debt.

We had cash and cash equivalents of \$12.1 million as of June 27, 2014. This amount includes \$4.5 million invested in the Wells Fargo Stage Coach Sweep Investment Account and \$5.0 million invested in the Wells Fargo Collateral Investment Account. The balance of \$2.6 million represents cash on hand in business checking accounts. Although these investments are subject to variable interest rates, we do not believe we are subject to significant market risk for these short-term investments.

We do not engage in trading activities and do not participate in foreign currency transactions or utilize derivative financial instruments. As of June 27, 2014, we had no outstanding debt under our revolving credit facility that bears interest at variable rates.

### **Item 4. Controls and Procedures**

We maintain disclosure controls and procedures defined in Rule 13a-15(e) under the Exchange Act, as controls and other procedures that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act is accumulated and communicated to our management, including our President and Chief Executive Officer, Thomas Brisbin, and our Chief Financial Officer, Stacy McLaughlin, as appropriate to allow timely decisions regarding required disclosure.

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In connection with the preparation of this Quarterly Report, an evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of June 27, 2014. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective, at a reasonable assurance level, as of June 27, 2014. No change in our internal control over financial reporting occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

We are subject to claims and lawsuits from time to time, including those alleging professional errors or omissions that arise in the ordinary course of business against firms, like ours, that operate in the engineering and consulting professions. We carry professional liability insurance, subject to certain deductibles and policy limits, for such claims as they arise and may from time to time establish reserves for litigation that is considered probable of a loss.

In accordance with accounting standards regarding loss contingencies, we accrue an undiscounted liability for those contingencies where the incurrence of a loss is probable and the amount can be reasonably estimated, and we disclose the amount accrued and an estimate of any reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for our financial statements not to be misleading. We do not accrue liabilities when the likelihood that the liability has been incurred is probable but the amount cannot be reasonably estimated, or when the liability is believed to be only reasonably possible or remote.

Because litigation outcomes are inherently unpredictable, our evaluation of legal proceedings often involves a series of complex assessments by management about future events and can rely heavily on estimates and assumptions. If the assessments indicate that loss contingencies that could be material to any one of our financial statements are not probable, but are reasonably possible, or are probable, but cannot be estimated, then we disclose the nature of the loss contingencies, together with an estimate of the possible loss or a statement that such loss is not reasonably estimable. While the consequences of certain unresolved proceedings are not presently determinable, and a reasonable estimate of the probable and reasonably possible loss or range of loss in excess of amounts accrued for such proceedings cannot be made, an adverse outcome from such proceedings could have a material adverse effect on our earnings in any given reporting period. However, in the opinion of our management, after consulting with legal counsel, and taking into account insurance coverage, the ultimate liability related to current outstanding claims and lawsuits is not expected to have a material adverse effect on our financial statements.

*City of Glendale v. Willdan Financial Services*, Superior Court of California, Los Angeles County

A complaint was filed against us on July 16, 2014 relating to a project performed by Willdan Financial Services to prepare a Cost of Services Analysis (a "COSA") for the Department of Water and Power of the City of Glendale, California (the "City of Glendale"). The purpose of the COSA was to assist the City of Glendale in setting water rates for property owners. The lawsuit alleges that the City of Glendale suffered damages due to mistakes in the COSA, as follows: the City of Glendale received less revenue than anticipated in an amount exceeding \$9,000,000; the City of Glendale was required to retain another consultant to prepare a new COSA at the cost of \$130,000; and the City of Glendale incurred costs associated with noticing and conducting public hearings at a cost of \$83,052. We deny the allegations asserted in the lawsuit and will vigorously defend against the claims. Additionally, this matter is covered by our professional liability insurance policy.



**Item 1A. Risk Factors**

There are no material changes to the risk factors set forth in “Item 1A. Risk Factors,” of our Annual Report on Form 10-K for the year ended December 27, 2013.

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

None.

**Item 3. Defaults upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

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Exhibit Number	Exhibit Description
3.1	First Amended and Restated Certificate of Incorporation of Willdan Group, Inc., including amendments thereto(1)
3.2	Amended and Restated Bylaws of Willdan Group, Inc.(2)
4.1	Specimen Stock Certificate for shares of the Registrant’s Common Stock(1)
4.2	The Company agrees to furnish to the Securities and Exchange Commission upon request a copy of each instrument with respect to issues of long-term debt of Willdan Group, Inc. and its subsidiaries, the authorized principal amount of which does not exceed 10% of the consolidated assets of Willdan Group, Inc. and its subsidiaries.
10.1*	First Amendment to the Credit Agreement, dated June 3, 2014 between Willdan Group, Inc. and BMO Harris Bank National Association
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to § 302 of the Sarbanes-Oxley Act of 2002*
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to § 302 of the Sarbanes-Oxley Act of 2002*
32.1*	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002
101	Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Condensed Consolidated Balance Sheets as of June 27, 2014 and December 27, 2013; (ii) the Condensed Consolidated Statements of Operations for the three and six months ended June 27, 2014 and June 28, 2013; (iii) the Condensed Consolidated Statement of Cash Flows for the three and six months ended June 27, 2014 and June 28, 2013 and (iv) the Notes to the Condensed Consolidated Financial Statements.

\* Filed herewith.

- (1) Incorporated by reference to Willdan Group, Inc.’s Registration Statement on Form S-1, filed with the Securities and Exchange Commission on August 9, 2006, as amended (File No. 333-136444).
- (2) Incorporated by reference to Willdan Group, Inc.’s Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 13, 2009.

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Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**WILLDAN GROUP, INC.**

By: /s/ Stacy B. McLaughlin  
 Stacy B. McLaughlin  
 Vice President and Chief Financial Officer  
 Date: August 7, 2014



## FIRST AMENDMENT TO CREDIT AGREEMENT

This First Amendment to Credit Agreement (herein, the “*Amendment*”) is entered into as of June 3, 2014, among Willdan Group, Inc., a Delaware corporation (the “*Borrower*”), the direct and indirect Subsidiaries of the Borrower from time to time party to the hereinafter defined Credit Agreement (the “*Guarantors*”), and BMO Harris Bank N.A. (the “*Bank*”).

### PRELIMINARY STATEMENTS

A. The Borrower, the Guarantors and the Bank entered into a certain Credit Agreement, dated as of March 24, 2014 (the “*Credit Agreement*”). All capitalized terms used herein without definition shall have the same meanings herein as such terms have in the Credit Agreement.

B. The Borrower has requested that the Bank extend a sweep to loan arrangement and make certain other amendments to the Credit Agreement, and the Bank is willing to do so under the terms and conditions set forth in this Amendment.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

#### SECTION 1. AMENDMENTS.

Subject to the satisfaction of the conditions precedent set forth in Section 2 below, the Credit Agreement shall be and hereby is amended as follows:

1.1. Section 1 of the Credit Agreement shall be amended by inserting new defined terms therein in their appropriate alphabetical order, each such defined term to read in its entirety as follows:

“*Sweep Depository*” shall have the meaning set forth in the definition of Sweep to Loan Arrangement.

“*Sweep to Loan Arrangement*” means a cash management arrangement established by the Borrower with the Bank or an Affiliate of the Bank, as depository (in such capacity, the “*Sweep Depository*”), pursuant to which the Bank is authorized (a) to make advances of Revolving Loans hereunder, the proceeds of which are deposited by the Bank into a designated account of the Borrower maintained at the Sweep Depository, and (b) to accept as prepayments of the Revolving Loans hereunder proceeds of excess targeted balances held in such designated account at the Sweep Depository, which cash management arrangement is subject to such agreement(s) and on such terms acceptable to the Sweep Depository and the Bank.

1.2. Section 2.6 of the Credit Agreement shall be amended by inserting a new subsection (d) therein to read in its entirety as follows:

(d) *Sweep to Loan Arrangement*. So long as a Sweep to Loan Arrangement is in effect, and subject to the terms and conditions thereof, Revolving Loans may be advanced and prepaid hereunder notwithstanding any notice, minimum amount, or funding and payment location requirements hereunder for any advance of Revolving Loans or for any prepayment of any Revolving Loans. The making of any such Revolving Loans shall otherwise be subject to the other terms and conditions of this Agreement. All Revolving Loans advanced or prepaid pursuant to such Sweep to Loan Arrangement shall be Base Rate Loans. The Bank shall have the right in its sole discretion to suspend or terminate the making and/or prepayment of Revolving Loans pursuant to such Sweep to Loan Arrangement with notice to the Sweep Depository and the Borrower (which may be provided on a same-day basis), whether or not any Default or Event of Default exists. The Bank shall not be liable to the Borrower or any other Person for any losses directly or indirectly resulting from events beyond the Bank’s reasonable control, including without limitation any interruption of communications or data processing services or legal restriction or for any special, indirect, consequential or punitive damages in connection with any Sweep to Loan Arrangement.

#### SECTION 2. CONDITIONS PRECEDENT.

The effectiveness of this Amendment is subject to the satisfaction of all of the following conditions precedent:

2.1. The Borrower, the Guarantors and the Bank shall have executed and delivered this Amendment.

2.2. The Bank shall have received copies (executed or certified, as may be appropriate) of all legal documents or proceedings taken in connection with the execution and delivery of this Amendment to the extent the Bank or its counsel may reasonably request.

2.3. Legal matters incident to the execution and delivery of this Amendment shall be satisfactory to the Bank and its counsel.

#### SECTION 3. REPRESENTATIONS.

In order to induce the Bank to execute and deliver this Amendment, the Borrower hereby represents to the Bank that as of the date hereof (a) the representations and warranties set forth in Section 6 of the Credit Agreement are and shall be and remain true and correct (except that the representations contained in Section 6.5 shall be deemed to refer to the most recent financial statements of the Borrower delivered to the Bank) and (b) the Borrower is in compliance with the terms and conditions of the Credit Agreement and no Default or Event of Default has occurred and is continuing under the Credit Agreement or shall result after giving effect to this Amendment.

#### SECTION 4. MISCELLANEOUS.

4.1. The Borrower heretofore executed and delivered to the Bank the Security Agreement and certain other Collateral Documents. The Borrower hereby acknowledges and agrees that the Liens created and provided for by the Collateral Documents continue to secure, among other things, the Secured Obligations arising under the Credit Agreement as amended hereby; and the Collateral Documents and the rights and remedies of the Bank thereunder, the obligations of the Borrower thereunder, and the Liens created and provided for thereunder remain in full force and effect and shall not be affected, impaired or discharged hereby. Nothing herein contained shall in any manner affect or impair the priority of the liens and security interests created and provided for by the Collateral Documents as to the indebtedness which would be secured thereby prior to giving effect to this Amendment.

4.2. Except as specifically amended herein, the Credit Agreement shall continue in full force and effect in accordance with its original terms. Reference to this specific Amendment need not be made in the Credit Agreement, the Notes, or any other instrument or document executed in connection therewith, or in any certificate, letter or communication issued or made pursuant to or with respect to the Credit Agreement, any reference in any of such items to the Credit Agreement being sufficient to refer to the Credit Agreement as amended hereby.

4.3. The Borrower agrees to pay on demand all costs and expenses of or incurred by the Bank in connection with the negotiation, preparation, execution and delivery of this Amendment, including the fees and expenses of counsel for the Bank.

4.4. This Amendment may be executed in any number of counterparts, and by the different parties on different counterpart signature pages, all of which taken together shall constitute one and the same agreement. Any of the parties hereto may execute this Amendment by signing any such counterpart and each of such counterparts shall for all purposes be deemed to be an original. Delivery of a counterpart hereof by facsimile transmission or by e-mail transmission of an Adobe portable document format file (also known as a "PDF" file) shall be effective as delivery of a manually executed counterpart hereof. This Amendment shall be governed by, and construed in accordance with, the internal laws of the State of Illinois.

[SIGNATURE PAGE TO FOLLOW]

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This First Amendment to Credit Agreement is entered into as of the date and year first above written.

"BORROWER"

WILLDAN GROUP, INC.

By /s/ Thomas D. Brisbin  
Name Thomas D. Brisbin  
Title President and Chief Executive Officer

"GUARANTORS"

ELECTROTEC OF NY ELECTRICAL INC.

By /s/ Thomas D. Brisbin  
Name Thomas D. Brisbin  
Title Chairman of the Board

PUBLIC AGENCY RESOURCES

By /s/ Thomas D. Brisbin  
Name Thomas D. Brisbin  
Title Chairman of the Board

WILLDAN ENERGY SOLUTIONS

By /s/ Thomas D. Brisbin  
Name Thomas D. Brisbin  
Title Chairman of the Board

WILLDAN ENGINEERING

By /s/ Thomas D. Brisbin  
Name Thomas D. Brisbin  
Title Chairman of the Board

[Signature Page to First Amendment to Credit Agreement]

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WILLDAN ENGINEERS AND CONSTRUCTORS

By /s/ Thomas D. Brisbin  
Name Thomas D. Brisbin  
Title Chairman of the Board

WILLDAN FINANCIAL SERVICES

By /s/ Thomas D. Brisbin  
Name Thomas D. Brisbin  
Title Chairman of the Board

WILLDAN HOMELAND SOLUTIONS

By /s/ Thomas D. Brisbin  
Name Thomas D. Brisbin  
Title Chairman of the Board

WILLDAN INFRASTRUCTURE

By /s/ Thomas D. Brisbin  
Name Thomas D. Brisbin  
Title Chairman of the Board

WILLDAN LIGHTING & ELECTRIC, INC.

By /s/ Thomas D. Brisbin  
Name Thomas D. Brisbin  
Title Chairman of the Board

WILLDAN LIGHTING & ELECTRIC OF CALIFORNIA

By /s/ Thomas D. Brisbin  
Name Thomas D. Brisbin  
Title Chairman of the Board

[Signature Page to First Amendment to Credit Agreement]

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WILLDAN LIGHTING & ELECTRIC OF WASHINGTON, INC.

By /s/ Thomas D. Brisbin  
Name Thomas D. Brisbin  
Title Chairman of the Board

[Signature Page to First Amendment to Credit Agreement]

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Accepted and agreed to.

BMO HARRIS BANK N.A.

By /s/ Jennifer M Guidi  
Name Jennifer M Guidi  
Title Director

[Signature Page to First Amendment to Credit Agreement]

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## SECTION 302 CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Thomas D. Brisbin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Willdan Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2014

By: /s/ Thomas D. Brisbin  
Thomas D. Brisbin  
President and Chief Executive Officer

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## SECTION 302 CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Stacy B. McLaughlin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Willdan Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2014

By: /s/ Stacy B. McLaughlin  
Stacy B. McLaughlin  
Vice President and Chief Financial Officer

**Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. 1350,  
as Adopted Pursuant to § 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of Willdan Group, Inc. (the "Company") for the quarterly period ended June 27, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Thomas D. Brisbin, as President and Chief Executive Officer of the Company, and Stacy McLaughlin, as Chief Financial Officer and Vice President of the Company, each hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his or her knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Thomas D. Brisbin  
Thomas D. Brisbin  
President and Chief Executive Officer  
August 7, 2014

By: /s/ Stacy B. McLaughlin  
Stacy B. McLaughlin  
Vice President and Chief Financial Officer  
August 7, 2014

This certification accompanies the Report pursuant to § 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of § 18 of the Securities Exchange Act of 1934, as amended. A signed original of this written statement required by § 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.