

STANTEC INC  
Form 425  
July 12, 2005

**Filed by Stantec Inc. pursuant to  
Rule 425 under the Securities Act of 1933 and deemed  
filed pursuant To Rule 14a-12 under the  
Securities Exchange Act of 1934.  
Subject Company: The Keith Companies, Inc.  
Commission File No. 000-26561**

**THIS FILING CONSISTS OF AN INVESTOR PRESENTATION IN CONNECTION WITH THE  
PROPOSED COMBINATION OF STANTEC INC. ( STANTEC ) AND THE KEITH COMPANIES, INC.  
( TKC ).**

#### **Additional Information and Where to Find It**

In connection with the proposed merger, Stantec and TKC have filed a Registration Statement on Form F-4, a joint proxy statement/ prospectus and other related documents with the Securities and Exchange Commission (the SEC ). Shareholders of TKC are advised to read these documents and any other documents relating to the merger that are filed with the SEC when they become available because they contain important information. Shareholders of TKC may obtain copies of these documents for free, when available, at the SEC 's website at [www.sec.gov](http://www.sec.gov). These and such other documents may also be obtained for free from:

Stantec  
10160-112 Street  
Edmonton, Alberta, Canada, T5K 2L6  
Phone: (780) 917-7000 Fax: (780) 917-7330

and from:

The Keith Companies  
19 Technology Drive  
Irvine, California, USA 92618-2334  
Phone: (949) 923-6000 Fax: (949) 923-6121

Stantec and TKC and their respective directors, executive officers and other members of their management and employees may be deemed to be participants in the solicitation of proxies in connection with Stantec 's proposed acquisition of TKC. Information regarding the special interests of these directors and executive officers in the transaction described herein will be included in the joint proxy statement/prospectus described above. Additional information regarding Stantec 's directors and executive officers is also included in its management information circular for its 2005 Annual Meeting of Shareholders, which was filed with the applicable securities commissions in Canada on or about March 31, 2005 and is available free of charge at the Canadian Securities Administrators ' web site at [www.sedar.com](http://www.sedar.com) or by contacting Stantec at the address or telephone number set forth above. Additional information regarding TKC 's directors and executive officers is also included in its proxy statement for its 2005 Annual Meeting of Stockholders, which was filed with the SEC on or about April 12, 2005 and is available free of charge at the SEC 's web site at [www.sec.gov](http://www.sec.gov) or by contacting TKC at the address or telephone number set forth above.

#### **Cautionary Note Regarding Forward Looking Statements**

This document contains forward-looking statements. In some cases, forward-looking statements can be identified by words such as believe, expect, anticipate, plan, potential, continue or similar expressions. Such forward-looking statements are based upon current expectations and beliefs and are



subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Some of the forward-looking statements contained in this document include statements about the proposed Stantec and TKC merger; including statements that: (i) the merger will allow the combined company to realize strategic goals; (ii) the merger is expected to be accretive to earnings of the combined company; (iii) the merger will allow Stantec to increase its revenues from its United States operations by approximately 70%; (iv) the combination with TKC will allow Stantec opportunities to cross sell services to TKC's client base; and (v) the TKC shareholders will realize a premium of approximately 30%. These statements are not guarantees of future performance, involve certain risks, uncertainties and assumptions that are difficult to predict, and are based upon assumptions as to future events that may not prove accurate. Therefore, actual outcomes and results may differ materially from what is expressed herein. For example, if TKC does not receive required shareholder approvals, if Stantec is unable to list its stock on a major US exchange or either party fails to satisfy other conditions to closing, the merger will not be consummated. In addition, the combined companies may not realize all or any of the expected benefits of the merger. The following factors, among others, could cause actual results to differ materially from those described in the forward-looking statements: global capital market activities, fluctuations in interest rates and currency values, the effects of war or terrorist activities, the effects of disease or illness on local, national, or international economies, the effects of disruptions to public infrastructure, such as transportation or communications, disruptions in power or water supply, industry and worldwide economic and political conditions, regulatory and statutory developments, the effects of competition in the geographic and business areas in which the companies operate, the actions of management, and technological changes. Actual results may differ materially from those contained in the forward-looking statements in this document.

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Stantec & Keith  
Investor Presentation

July 2005

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Stantec, founded in 1954, provides professional design and consulting services in planning, engineering, architecture, interior design, landscape architecture, surveying, and project management. Continually striving to balance economic, environmental, and social responsibilities, we are recognized as a world-class leader and innovator in the delivery of sustainable solutions. With a roster of comprehensive services, our Company supports clients at every stage, from initial concept and financial feasibility to project completion and beyond. Our multidisciplinary practice areas serve public and private sector clients in a diverse range of markets.

In simple terms, the world of Stantec is the water we drink, the roadways we travel, the buildings we visit, the industries in which we work, and the neighborhoods we call home.

### Highlights

Established in 1954

Publicly traded since 1994

TSX:STN

NYSE:SXC (August 5, 2005)

51 years of uninterrupted profitability

50 locations in North America and the Caribbean

4,400 employees

18.9 Million Shares Outstanding  
(70% Institutional Ownership)

\$550 Million Market Cap

Introduction to Stantec

1

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**Market**

**Client Type**

**Buildings - 20%**

**Practice Areas:**

Architecture & Interior  
Design  
Buildings Engineering  
Facilities Planning &  
Operations

**Environment - 21%**

**Practice Areas:**

Environmental  
Infrastructure  
Environmental  
Management

**Industrial - 10%**

**Practice Areas:**

Manufacturing/Industrial  
Power Resources and  
Chemicals  
Bio/Pharmaceuticals

**Transportation - 16%**

**Practice Areas:**

Transportation  
Infrastructure  
Transportation  
Planning & Traffic  
Infrastructure  
Management &  
Pavement Engineering

**Urban Land - 33%**

**Practice Areas:**

Planning and  
Landscape  
Architecture  
Urban Land  
Engineering  
Surveys/Geomatics  
Quality  
Control/Assurance

Based on Net Revenue Q1 YTD

Introduction to Stantec

2



**10-Year Performance**

Introduction to Stantec  
3



## Rankings

Ranked #50 on the *Engineering New Records* listing of top 150 Global Design Firms, rising from #54 in 2003.

Listed #30 on the *Sector Review 2004* survey of the World's Top 200 Consulting Engineering and Architectural Groups.

## 5-Year Performance

In thousands of dollars (C\$), except per share amounts and ratios

|                                               | 2004       | 2003       | 2002       | 2001       | 2000       |
|-----------------------------------------------|------------|------------|------------|------------|------------|
| Gross revenue                                 | \$ 520,879 | \$ 459,942 | \$ 428,456 | \$ 356,942 | \$ 265,568 |
| Net revenue                                   | 449,151    | 391,396    | 365,148    | 298,772    | 221,263    |
| Income before taxes                           | 44,660     | 39,628     | 33,095     | 27,306     | 20,867     |
| Net income                                    | 30,190     | 25,070     | 20,192     | 15,370     | 11,226     |
| Current assets                                | 208,755    | 177,629    | 163,261    | 121,267    | 94,183     |
| Current liabilities                           | 126,755    | 128,506    | 99,295     | 88,487     | 68,667     |
| Property and equipment                        | 48,262     | 67,670     | 51,747     | 41,371     | 36,938     |
| Long term debt                                | 21,155     | 31,159     | 41,730     | 15,652     | 13,893     |
| Shareholders' equity                          | 189,056    | 160,528    | 151,426    | 107,450    | 92,233     |
| Gross revenue backlog                         | 380,000    | 310,380    | 299,801    | 259,185    | 192,238    |
| Net cash position                             | 37,890     | (9,808)    | 29,202     | (7,145)    | 3,426      |
| Earnings per share - basic                    | 1.63       | 1.37       | 1.12       | 0.92       | 0.78       |
| Earnings per share - diluted                  | 1.59       | 1.31       | 1.07       | 0.88       | 0.76       |
| Book value per share                          | 10.02      | 8.76       | 8.28       | 6.38       | 5.54       |
| Current ratio                                 | 1.65       | 1.38       | 1.64       | 1.37       | 1.37       |
| Debt to equity ratio                          | (0.02)     | 0.34       | 0.22       | 0.30       | 0.22       |
| Price earnings ratio                          | 16.25      | 16.13      | 14.91      | 13.99      | 9.94       |
| Weighted average number of shares outstanding | 18,499,598 | 18,329,960 | 17,987,358 | 16,742,730 | 14,374,264 |
| Shares outstanding                            | 18,871,085 | 18,327,284 | 18,282,720 | 16,846,340 | 16,668,340 |
| Shares traded                                 | 5,700,000  | 5,163,000  | 4,553,100  | 8,907,200  | 4,551,610  |
| High                                          | 23.39      | 23.48      | 20.50      | 14.25      | 8.00       |
| Low                                           | 20.35      | 14.50      | 12.88      | 7.25       | 5.25       |
| Close                                         | 26.48      | 22.10      | 16.70      | 12.88      | 7.75       |

Introduction to Stantec

4

### **Target Market**

Stantec focuses on the North American market. The greater the population density, the greater the need for infrastructure such as community development, roadways, and facilities.

### **Opportunity**

The infrastructure and facilities market generates over \$50 billion in revenue in North America every year.

### **Fragmentation**

Over 100,000 firms compete for this market, 95% of which have less than 50 employees.

### **Geographic Reach**

Stantec has offices in five provinces, 12 states, and the Caribbean.

### **Positioning**

Stantec has strategically positioned itself in the professional services business in infrastructure and facilities to deliver solid and consistent growth and profitability. The following operational strategies have been employed and, as a result, separate Stantec from the competition.

### **Project Lifecycle**

Barriers to entry are greater in planning, maintenance and decommissioning phases.

Stantec is able to follow clients through the lifecycle phases of a project - cradle to grave .

### **Professional Services Focus**

Exclusive fee-for-service model

No construction risk

Lower capital requirements

Introduction to Stantec

5

### **Top Three Service Provider**

Stantec's target is to be in the top three firms within any given region/market segment.

Top-tier firms:

Serve the best clients

Offer best services

Attract best staff

Have more resiliency in tough economic times

### **Project & Client Diversity**

Many projects translates to many clients

No single client or project more than 5% of revenue

Diversified client mix

### **Project Size**

Capability to services all project sizes (capital project value/fees):

Greater than \$100 million/\$10 million

Between \$50 and \$100 million/\$5 and \$10 million

Less than \$50 million/\$5 million

90% of Stantec projects are less than \$100 million/\$10 million

### **Stantec Advantage**

#### **Logistical Systems**

Financial Services, IT, HR, Business Development, Marketing Resources, Communications Support, Legal Services, Risk Management & Training

#### **Technical Capabilities**

Light Rail Transit, Health Care, Wastewater process design, Leadership in Energy and Environmental Design (LEED), Ecotoxicology & Ecological Risk Assessment

#### **Knowledge Systems**

Decision Support Tools, Business Intelligence Tools, Marketing Knowledge Center, Practices & Procedures, Project Management Systems & Client Relationship Management.



### Practice Area Specialization

Practice area diversification is achieved by focusing on 17 distinct specialist practice areas that can generally be grouped into five broad market segments:

| <b>Net Revenue Breakdown</b> | <b>STN</b> |
|------------------------------|------------|
| Buildings                    | 20%        |
| Environment                  | 21%        |
| Industrial                   | 10%        |
| Transportation               | 16%        |
| Urban land                   | 33%        |

### Geographic Diversification

Currently, our geographic reach includes three economic regions in North America.

| <b>Net Revenue Breakdown</b> | <b>STN</b> |
|------------------------------|------------|
| Canada                       | 61%        |
| US West                      | 22%        |
| US East                      | 16%        |

We also provide services in selected locations outside North America on a project basis (approximately 1% of revenue).

Introduction to Stantec

7

### **Life Cycle Solutions**

Our business model includes the provisions of services in all five phases of the project life cycle:

Planning

Design

Construction

Maintenance

Decommissioning

### **3D Business Model Completed**

The model mitigates our risks by ensuring that we are not dependent on any single geographic region, market segment or life cycle phase for our business.

Introduction to Stantec  
8

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**Stantec's goal is to become one of the top 10 global design firms.**

To achieve this goal, we will continue to pursue excellence in design and project delivery and to follow an orderly growth plan building upon our solid foundation. Stantec has a clear vision and a well conceived strategy to fulfill that vision and the track record to bear out the integrity of our strategy.

**Driver**

Give Stantec professionals the opportunity to work with the

- **Best clients** on the
- **Best projects** and to
- Provide the **best services**

Introduction to Stantec

9

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## Action

Augment breadth and depth of expertise, enhance ability to serve Fortune 1000, government, and institutional clients, and expand geographic coverage. Stantec grows by either:

### Internal Organic Growth

Accounts for approximately 1/3 of targeted growth  
Practice Area Expansion

### Acquisition Growth

Strategic In-filling  
Geographic Expansion

## Depth

Our plan is to continue with strategic in-filling of services in all current regions with people and companies that can fill gaps in our services matrix. Achieving a complete services matrix in a region positions Stantec to reach mature market penetration.

## Breadth

We have a disciplined approach to achieving our objectives by gradually increasing our market presence. Our strategy includes expansion outside our existing regions primarily through opportunities to acquire firms that provide services in our services matrix. New regions allow for further strategic in-filling to reach desired market penetration.

Introduction to Stantec

10

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**Financial Summary**

| Year-end 2004 (at December 31)<br><i>in thousands of dollars, except per share amounts</i> | <b>Stantec</b> |         | <b>Keith</b> |           |
|--------------------------------------------------------------------------------------------|----------------|---------|--------------|-----------|
|                                                                                            | \$ Canadian    | \$ US   | \$ Canadian  | \$ US     |
| Gross revenue*                                                                             | 520,879        | 398,378 | 137,740      | 105,346   |
| Net revenue*                                                                               | 449,151        | 343,519 | 126,506      | 96,754    |
| Income before income taxes*                                                                | 44,660         | 34,157  | 18,181       | 13,905*** |
| Net income*                                                                                | 30,190         | 23,090  | 10,469       | 8,007     |
| Current assets**                                                                           | 208,755        | 173,673 | 84,133       | 69,994    |
| Current liabilities**                                                                      | 126,755        | 105,453 | 17,455       | 14,522    |
| Long-term debt**                                                                           | 21,155         | 17,600  |              |           |
| Shareholders' equity**                                                                     | 189,056        | 157,285 | 98,469       | 81,921    |
| Earnings per share*                                                                        |                |         |              |           |
| Basic                                                                                      | 1.63           | 1.25    | 1.35         | 1.03      |
| Diluted                                                                                    | 1.59           | 1.22    | 1.31         | 1.00      |
| Weighted average number of shares<br>Outstanding:                                          |                |         |              |           |
| Basic                                                                                      | 18,499,598     |         |              | 7,778,661 |
| Diluted                                                                                    | 19,007,289     |         |              | 8,039,457 |

\* C\$1.00 = US\$1.3075 (average exchange rate for 2004)

\*\* C\$1.00 = US\$1.2020 (exchange rate at Dec. 31 2004)

\*\*\* Before discontinued operations (discontinued operations = US\$430,000)

**Practice Area Specialization**

The Keith companies will no longer be dependent on the real estate market to determine the success of their overall efforts. Stantec provides 5 key market segments that both compliment and augment the overall service offering.

**Net Revenue****Breakdown**

|                | <b>STN*</b> | <b>STN+TKC**</b> |
|----------------|-------------|------------------|
| Buildings      | 20%         | 16%              |
| Environment    | 21%         | 19%              |
| Industrial     | 10%         | 10%              |
| Transportation | 16%         | 13%              |
| Urban Land     | 33%         | 43%              |

\*Q1 YTD Numbers

\*\*Expected split once combined

Introduction to Stantec

11

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**Geographic Diversification**

Stantec and Keith combination will augment the company's footprint in the North American Market. Stantec will now have access to the southern California market, one of the greatest areas of opportunity for Stantec to cross sell its professional services. The jointed firm will employ over 5,000 employees.

The Keith transaction will solidify a presence in California and will increase Stantec's US operations by 70%.

**Net Revenue**

**Breakdown**

|         | <b>STN*</b> | <b>STN+TKC**</b> |
|---------|-------------|------------------|
| Canada  | 61%         | 48%              |
| US West | 22%         | 39%              |
| US East | 16%         | 12%              |

\*Q1 YTD Numbers

\*\*Expected split once combined

Introduction to Stantec

12

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