

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

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

For the Fiscal Year Ended December 31, 2020

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 0-33169



Cross Country Healthcare, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

13-4066229

(I.R.S. Employer Identification No.)

6551 Park of Commerce Boulevard, N.W.

Boca Raton, Florida 33487

(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: **(561) 998-2232**

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

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	CCRN	The Nasdaq Stock Market LLC

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

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. 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 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer" "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act: Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

The aggregate market value of the voting stock held by non-affiliates of the Registrant, based on the closing price of Common Stock on June 30, 2020 of \$6.16 as reported on the Nasdaq Global Select Market, was \$217,948,734. This calculation does not reflect a determination that persons are affiliated for any other purpose.

As of February 17, 2021, 37,512,543 shares of Common Stock, \$0.0001 par value per share, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive proxy statement, for the 2021 Annual Meeting of Stockholders, which statement will be filed pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this Report, are incorporated by reference into Part III hereof.

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All references to “we,” “us,” “our,” “the Company,” or “Cross Country” in this Report on Form 10-K means Cross Country Healthcare, Inc., and its consolidated subsidiaries.

Forward-Looking Statements

In addition to historical information, this Form 10-K contains statements relating to our future results (including certain projections and business trends) that are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the Private Securities Litigation Reform Act of 1995, and are subject to the “safe harbor” created by those sections. Words such as “expects”, “anticipates”, “intends”, “plans”, “believes”, “estimates”, “suggests”, “appears”, “seeks”, “will”, “could”, and variations of such words and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in the section entitled “Item 1A - Risk Factors,” and the other documents that we file from time to time with the Securities and Exchange Commission (SEC).

Although we believe that these statements are based upon reasonable assumptions, we cannot guarantee future results and readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management’s opinions only as of the date of this filing. There can be no assurance that (i) we have correctly measured or identified all of the factors affecting our business or the extent of these factors’ likely impact; (ii) the available information with respect to these factors on which such analysis is based is complete or accurate; (iii) such analysis is correct; or (iv) our strategy, which is based in part on this analysis, will be successful. The Company undertakes no obligation to update or revise forward-looking statements.

PART I

Item 1. Business.

Overview of Our Company

Cross Country Healthcare, Inc. (Nasdaq: CCRN) is a leader in providing total talent management including strategic workforce solutions, contingent staffing, permanent placement, and consultative services for healthcare customers. Leveraging our 35 years of industry expertise and insight, we solve complex labor-related challenges for customers while providing high-quality outcomes and exceptional patient care. As a multi-year Best of Staffing[®] Award winner, we are committed to an exceptionally high level of service to both our clients and our healthcare professionals. Our Company was the first publicly traded staffing firm to obtain The Joint Commission Certification, which we still hold with a Letter of Distinction. In February 2021, Cross Country Healthcare earned Energage's inaugural 2021 Top Workplaces USA award. We have a longstanding history of investing in our diversity, equality, and inclusion strategic initiatives as a key component of the organization’s overall corporate social responsibility program which is closely aligned with its core values to create a better future for its people, communities, the planet, and its shareholders.

Leveraging national and in-market staffing teams, we place highly qualified healthcare professionals in virtually every specialty on travel and per diem assignments, local short-term contracts, and permanent positions. Our diverse customer base includes both public and private acute care and non-acute care hospitals, outpatient clinics, ambulatory care facilities, single and multi-specialty physician practices, rehabilitation facilities, urgent care centers, public and charter schools, correctional facilities, government facilities, pharmacies, and many other healthcare providers. By utilizing the solutions we offer, customers are able to better plan their personnel needs, talent acquisition and management processes, strategically flex and balance their workforce, access quality healthcare personnel, and provide continuity of care for improved patient outcomes. We believe that our strategic mix of national and in-market footprint provides a unique value proposition, as we are able engage with a broader pool of talent and offer customers a more consultative approach relying on our understanding of the local markets they serve.

The healthcare staffing industry continues to evolve, with both healthcare providers and professionals demanding speed and placing heavier reliance on technology for fulfillment and delivery activities. The US Healthcare Staffing Market Assessment April 14, 2020 update estimates that in 2018, 16% of aggregate travel nurse revenue reported was billed to a standalone vendor management system (VMS).

Recognizing this trend, we embarked on a path of digital transformation and innovation across our business with continuous investments in expanding our technology capabilities both on the candidate engagement and customer facing fronts. Areas of investment include recruitment and candidate nurturing tools, market analytics, mobile applications and self-serve capabilities, programmatic advertising, social media, and other technology which we believe will enhance our recruiting capabilities.

In 2020, we successfully implemented our new applicant tracking system (ATS) for our travel business and launched Cross Country Marketplace, our proprietary on-demand staffing platform, which is a one-stop, self-service portal for healthcare professionals that greatly improved the candidate experience. The new ATS is designed to modernize the way our delivery teams operate while improving the experience of our candidates, and is just one component of our larger technology ecosystem that will drive greater productivity as well as growth in both revenue and profitability.

We have executed multiple initiatives to enhance our position as a leading, consultative, and strategic partner in the healthcare industry. Some of our key focus areas included personalizing the candidate experience, delivering a superior customer experience, infusing technology-enablement to drive efficiencies and increased productivity, and continuing our commitment to clinical excellence. As part of our growth strategy, we will continue to optimize technologies by upgrading and integrating the middle and back-office platforms, and bringing our IT infrastructure and business processes onto a single cohesive platform. We expect these initiatives to drive growth through better operational execution, enhanced productivity, and a world-class client and candidate experience.

Our goal is to continue to grow shareholder value by continuing to deepen our relationship with current customers and healthcare professionals, expanding the number and types of new customers we serve, growing the supply and types of specialties of our healthcare professionals, improving our operating leverage through growth and cost containment, and strengthening and broadening our market presence. This will require our continued focus on: (i) providing our workforce solutions offerings to new customers; (ii) expanding the services we provide to our current customers; (iii) further diversifying our customer base; (iv) improving our capture rate for current managed service programs (defined below) customers; (v) accessing more candidates; and (vi) continuing to modernize our technologies and processes to optimize our relationships with our healthcare professionals and customers.

To successfully execute our business strategy, we rely on our experienced and innovative executive and operational teams. Our executive team has extensive experience in the staffing, workforce solutions, technology services, and healthcare industries. We also foster a culture of performance, talented leadership, and collegiality that promotes the achievement of both company and personal goals. Our Co-Founder & Chief Executive Officer, as well as our Executive Vice President of Operations, have been named to the Staffing Industry Analysts' 2020 Staffing 100 List of the most notable leaders in the industry, and two other executives were recently included on Staffing Industry Analysts' 2019 Global Power 150 - Women in Staffing List that recognizes the 100 most influential women in the Americas and 50 additional women internationally. One of those executives was included again in 2020. In 2020, one of our female healthcare leaders became the first locum tenens director elected to the National Association Medical Staff Services Board of Directors. In addition, our Chief Clinical Officer joined the Joint Commission's Healthcare Staffing Advisory Council, a newly formed committee of staffing experts to help evaluate healthcare organizations.

COVID-19 and Our Business

In many ways, COVID-19 has reinforced our value proposition in the market for offering a flexible, rapid, and cost-effective means for delivering critical care to millions of Americans across thousands of facilities. Throughout the pandemic, we have been a leader in supporting our customers and ensuring the health and safety of our employees. As part of our COVID-19 response, we established a cross-functional team to ensure rapid response to our customers' needs and a set of pricing guidelines to ensure we could deliver at competitive rates. As a result, we successfully staffed thousands of highly-qualified professionals on COVID-19 response assignments throughout the year. Our healthcare professionals have exemplified compassion and dedication while continuing to care for COVID-19 patients on the front lines every day, often times at personal risk.

The pandemic also drove unprecedented volatility in demand throughout the year with rising needs for critical responders in the hardest hit states, followed by declines in orders, as many hospitals encountered lower census, worker furloughs, and mandatory deferrals for elective procedures, as well as school closures. As states gradually reopened and health systems began resuming normal operations across the nation, demand rebounded, especially for surgical and anesthesia specialties. Given the uncertainty caused by COVID-19, many hospital systems are seeking greater certainty and flexibility and as a result, we have generally seen higher bill rates and shorter assignment lengths to provide the critical resources needed. We continue to work with clients on ensuring competitive bill rates, as well as seeking new ways to deliver our services, such as a heavier reliance on tele-services for allied specialties, especially for our education clients.

Corporate Social Responsibility

Our growth strategy integrates corporate social responsibility, designed to solicit engagement with, and involvement of, our key stakeholders – employees, stockholders, customers, suppliers, and society, to fulfill our responsibility to be good corporate citizens. Our mission to deliver quality patient care extends to our community and we are committed to action that fosters positive impacts in the communities we serve. We strive to make connections and contributions in every city where we have employees, providers, and operations – giving back in meaningful ways based on local community needs. During 2019, we announced a partnership with a local nursing college to pursue collaborative research and advance educational training activities to prepare the next generation of caring nurse leaders. As part of this initiative, we sponsored 10 scholarships for nursing students in 2020. This investment serves to improve the long-term supply of nurses, and enhances our reputational value to healthcare professionals, the community, and our customers.

Compassion is one of our core values, which is why we participate in numerous events with a variety of non-profit organizations including the DAISY Foundation. During the year, we also engaged in other investments in our community, such as our sponsoring and participating in Light the Night benefiting the Leukemia and Lymphoma Society, providing sponsorships for various healthcare research and funding initiatives, as well as working as a team on other fundraising efforts for charities such as Breast Cancer Foundation, March of Dimes, American Heart Association, American Red Cross, Humane Society, Make a Wish Foundation, Ronald McDonald House, and Spirit of Giving Holiday Gift Drive.

Our principles of good environmental practice and sustainability include a dedication to minimizing our corporate carbon footprint by encouraging telecommuting, carpooling, energy efficiency, and embracing more flexible work policies, including a virtual work environment. We are eco-conscious when purchasing office materials and minimizing paper consumption, and we participate in various recycling programs for paper, glass, metals, and most forms of plastic. In 2019, we participated in a tree planting initiative, which when fully grown, these trees will provide a day's supply of oxygen for up to 24 people and can be home to hundreds of species of insects, mammals, and plants. We are committed to conducting business at the highest ethical standards and having a positive social and environmental impact across our national footprint.

Services

Increasingly, we are called upon by our customers to provide creative and innovative talent sourcing strategies across the continuum of care. Over the past several years, our workforce solutions have evolved into a total talent management approach as our customers focus on maintaining high-quality patient outcomes, while improving their total labor management to address complex financial, compliance, and other challenges in the healthcare industry. As part of the evolution of our services, we consider the following: (i) solving the immediate and future needs of our customers and expanding our relationships with them; (ii) enhancing our network of healthcare professionals by improving their experience, and deepening our relationship with them; (iii) expanding our service offerings to reduce sensitivity to economic cycles; (iv) expanding our expertise with various healthcare solutions in various geographic areas of the U.S.; (v) continuing to diversify our customer base to enhance our long-term business prospects; and (vi) enhancing and expanding our technology capabilities to deliver efficient and automated services to our customer healthcare facilities. Today, our workforce solutions include:

- **Managed Service Programs (MSPs).** As healthcare providers continue to adopt centralized, outsourced models for managing contingent labor for both clinical and non-clinical needs, we offer an MSP in which we manage all or a portion of the customer's staffing needs. This includes both the placement of our own healthcare professionals and the utilization of other staffing agencies to fulfill the customer's staffing needs. We have been a market leader in this area since launching our first MSP in 2003, and over the years, we have grown our relationships and matured the generational models of MSPs. Today, we service more than 70 customers across more than 700 facilities, with estimated spend under management of approximately \$500 million annually. The benefits to our customers include cost optimization, increased certainty of supply, and visibility into their labor needs and usage, as well as market insight from our industry expertise on a broad range of topics.
- **Internal Resource Pool Consulting & Development (IRP).** An IRP is typically set up in conjunction with a central staffing office to ensure that supplemental staffing needs are first filled through resource pool staff before utilizing other options, such as agency or overtime. We strategically partner with our customers to design and deploy, administer and manage an IRP or to optimize an existing IRP to create efficiencies, patient care, and cost effectiveness by balancing their workforce mix to meet their current needs.

- **Recruitment Process Outsourcing (RPO).** Through our RPO services, we offer our customers targeted recruitment solutions designed to increase core staff while reducing dependency on contract labor. Our RPO program provides support to replace or complement a customer's existing internal recruitment functions for permanent hiring needs, and is delivered to healthcare organizations throughout the country and serves to provide creative, cost and operationally efficient hiring support and labor optimization, which leads to improvements in quality of care.
- **Optimal Workforce Solutions (OWS).** OWS provides an outsourced solution to healthcare facilities, managing staff across a vast range of support areas, including paraprofessionals, patient care associates, certified nursing assistants, sitters/observation, patient transport, environmental service, food service, linen distribution, and case management RNs.
- **Project Management.** Periodically, our clients have urgent needs that fall outside the scope of an MSP arrangement and require a more focused effort to place staff within a very short window. For example, as healthcare systems continue to upgrade their electronic medical records or encounter a labor disruption, we can provide comprehensive project management, a deployment of a full staffing plan, and ultimately an organized volume of quality healthcare professionals during the process so that our customers may continue to deliver quality care.

Our business consists of three business segments: (i) Nurse and Allied Staffing; (ii) Physician Staffing; and (iii) Search. For additional information concerning our business segments, see Management's Discussion and Analysis of Financial Condition and Results of Operations – Segment Results. Through our business segments, we provide our healthcare customers with a wide range of solutions as described above and staffing services as set forth below.

- (1) **Nursing and Allied Staffing.** The Nurse and Allied Staffing segment provides workforce solutions and traditional staffing, including temporary and permanent placement of travel nurses and allied professionals, as well as per diem and contract nurses and allied personnel. We market our services to hospitals and other customers, as well as reach out to our healthcare professionals through our Cross Country Nurses[®], Cross Country Allied[®], Cross Country Medical Staffing Network[®], Cross Country Workforce Solutions[®], and Cross Country Education[®] brands. Our Nurse and Allied Staffing revenue and contribution income is set forth in Note 18 - Segment Data to the consolidated financial statements.

A majority of our revenue is generated from staffing registered nurses on long-term travel contract assignments (typically, 13 weeks in length) at hospitals and health systems. Additionally, we staff registered nurses, licensed practical nurses, certified nurse assistants, advanced practitioners, pharmacists, and more than 100 specialties of allied professionals on local per diem and short-term assignments in a variety of clinical and non-clinical settings. We also provide clinical and non-clinical professionals on long-term assignments to clients such as public and charter schools, correctional facilities, skilled nursing facilities, and other non-acute settings.

- (2) **Physician Staffing.** Our Physician Staffing segment provides licensed practitioners across a broad array of specialties, as well as certified registered nurse anesthetists (CRNAs), nurse practitioners (NPs), and physician assistants (PAs) under our Cross Country Locums[®] brand on temporary assignments throughout the United States. The diverse list of clients we serve include healthcare facilities, such as acute and non-acute care facilities, medical group practices, government facilities, and managed care organizations. We recruit these professionals nationally and place them on assignments varying in length from several days up to one year. Our Physician Staffing revenue and contribution income is set forth in Note 18 - Segment Data to the consolidated financial statements.
- (3) **Search.** We serve as a direct-hire talent acquisition partner to healthcare organizations and academic institutions throughout the nation providing a full suite of prescriptive talent management solutions, including flexible talent delivery models such as retained, outsourced, and contingent. The revenue and contribution income of our Search segment is set forth in Note 18 - Segment Data to the consolidated financial statements. Our Cross Country Search[®] brand delivers tailored and flexible retained, contingent, and outsourced solutions by employing a team of highly specialized and tenured professionals that leverage subject matter expertise, leading recruitment technologies, and a consultative approach to talent acquisition. We recruit and place executive leadership talent for healthcare and academic institutions through our Cejka Search by Cross Country[®] brand.

Our Business Model

The recruitment and retention of a sufficient number of qualified healthcare professionals to work temporary assignments on our behalf is critical to the success of our business. Healthcare professionals choose temporary assignments for a variety of reasons that include seeking flexible work opportunities, seeking higher compensation, exploring diverse practice settings,

building skills and experience by working at prestigious healthcare facilities, working through life and career transitions, and as a means of access into a permanent staff position all while practicing in the most appreciated and highly altruistic trade.

- (1) Our Healthcare Professionals.** Our company is well positioned to attract candidates, as nurses and allied professionals routinely seek a wide range of diverse assignments in attractive locations, with competitive compensation and benefit packages, scheduling options, as well as a high level of service. In addition, we believe nurses and allied professionals are confident we will be able to offer them new assignments as they complete their current assignment. Each of our nurse and allied healthcare professionals is employed by us and is typically paid hourly wages and any other benefits they are entitled to receive during the assignment period. In addition, our competitive benefits generally include professional liability insurance, a 401(k) plan, health insurance, reimbursed travel, per diem allowances, and housing. In response to COVID-19, our Company frequently offers qualified healthcare professionals compensation during quarantine when they are unable to provide services due to potential exposure.

Recruiters are an essential element of our Nurse and Allied Staffing business, and are responsible for establishing and maintaining key relationships with candidates for the duration of their assignments with us. Recruiters match the supply of qualified candidates with the demand for open orders needed by our customers. While word-of-mouth and referrals, especially from current and former healthcare professionals we have placed, continue as our leading channel of access to candidates, we also market our brands through strategic sourcing initiatives including programmatic strategic sourcing and extensive utilization of social media and mobile applications, which has become an increasingly important component of our recruitment efforts. In addition to maintaining engaging and intuitive websites to allow potential applicants to obtain information about our Company and assignment opportunities, we recently deployed Cross Country Marketplace, as a mobile application to support the candidates throughout their experience with Cross Country.

Cross Country Locums recruits and contracts with physicians and advanced practice professionals to provide medical services for its healthcare customers. Each physician or advanced practice professional is an independent contractor and enters into an agreement with Cross Country Locums to provide medical services at a particular healthcare facility or physician practice group based on terms and conditions specified by that customer. California is the only state to mandate that Advanced Practitioners be treated as a W-2 employee. Physicians and advanced practice professionals are engaged to provide medical services for a healthcare customer ranging from a few days up to a year. We believe physicians are attracted to us because we offer a wide variety of assignments, competitive fees, medical malpractice insurance, and a high level of service. Cross Country Locums relies on word-of-mouth and referrals, but also markets online through programmatic sourcing strategies and through extensive social media campaigns.

- (2) Sales and Marketing.** We take an enterprise sales approach in marketing our full capabilities across the continuum of care to hospitals, healthcare facilities, schools, and other organizations across the United States addressing total talent management needs. We provide flexible workforce solutions to the healthcare and school markets customizing delivery of diversified offerings meeting the specific needs of each customer.

Our traditional staffing channels include temporary and permanent placement of travel nurses and allied professionals, local nurses and allied staffing, advanced practitioners, physicians, and substitute teachers through the delivery brands including Cross Country Nurses[®], Cross Country Allied[®], Cross Country Medical Staffing Network[®], Cross Country Search[®], Cross Country Workforce Solutions[®], and Cross Country Education[®]. Our recruiters leverage the Company's extensive databases of clinicians and healthcare professionals, as well as their expertise in their given specialties, to qualify and place candidates.

- (3) Credentialing and Quality Management.** We screen all of our candidates prior to placement through our credentialing departments. Our credentialing processes are designed to ensure that our professionals have the requisite skillsets required by our customers, as well as the aptitude to meet the day-to-day requirements and challenges they would typically encounter on assignments where they are placed. The credentialing of our nurse and allied healthcare professionals is designed to align with the guidelines of The Joint Commission, a national accrediting body, to ensure quality care. Our Cross Country University division, accredited by the American Nurse Credentialing Center, offers training, assessment, and professional development to further ensure the quality of the personnel we place on assignment. Our physician credentialing entity, Creident, is also certified by the National Committee for Quality Assurance (NCQA).

- (4) Payment for Services.** We negotiate payment for services with our customers based on market conditions and needs. We generally bill our nurse and allied employees at an hourly rate which includes all employer costs, including

payroll, withholding taxes, benefits, professional liability insurance, meals and incidentals, and other requirements, as well as any travel and housing arrangements, where applicable. Our shared service center processes hours worked by field employees in the time and attendance systems, which in turn generate the billable transactions to our customers. Hours worked by independent contractor physicians are reported to our Cross Country Locums office. For our Search businesses, we typically bill our customers a candidate acquisition fee and we are reimbursed for certain marketing expenses.

- (5) **Operations.** Our businesses are operated through a relatively centralized business model servicing all assignment needs of our healthcare professional employees, physicians, and customer healthcare facilities primarily through operation centers located in Boca Raton, Florida; Woodland Hills, California; and Berkeley Lake, Georgia. In addition to the key sales and recruitment activities, certain of these centers also perform support activities such as coordinating housing, payroll processing, benefits administration, billing and collections, travel reimbursement processing, customer service, and risk management.
- (6) **Information Systems.** Various information systems are utilized to run our customer relationship management, recruitment, and placement functions based on our different brands. Some of these sophisticated applications are proprietary and are hosted in Tier 1 hosting facilities while other systems are Software as a Service (SaaS) based and hosted by our vendor partners. Our systems maintain detailed information about our customer required skillsets and status which assist us in enabling fulfillment and assignment renewals. Our databases contain an extensive pool of existing and potential customers and all related recruitment and sales activity. Our financial and human resource systems are managed on leading enterprise resource planning software suites that manage certain aspects of accounts payable, accounts receivable, general ledger, billing, and human capital management. All of our systems are managed by our onshore and offshore Information Technology team. We continue to focus on cybersecurity risks and have engaged third parties to assist us in monitoring and managing our systems and devices and detecting cyber threats and stopping breaches.
- (7) **Risk Management, Insurance, and Benefits.** Our risk management program is designed to ensure prompt notification of incidents by customers, clinicians, and independent contractors, educational training to our employees, loss analysis, and prompt reporting procedures to reduce our risk of exposure. While we cannot predict the future, we continuously review facts and incidents associated with professional liability and workers' compensation claims in order to identify trends and reduce our risk of loss in the future where possible. We consider assessments provided by our customers and we work with clinicians and experts from our insurance carriers to determine employment eligibility and potential exposure.

We provide workers' compensation insurance coverage, professional liability coverage, and healthcare benefits for our eligible employed temporary professionals. We record estimates of the ultimate cost of, and reserves for, workers' compensation and professional liability benefits based on actuarial models prepared or reviewed by an independent actuary using our loss history as well as industry statistics. In determining our reserves, we include reserves for estimated claims incurred but not reported. On a quarterly basis, we estimate the healthcare claims that have occurred but have not been reported based on our historical claim submission patterns. The ultimate cost of workers' compensation, professional liability, and health insurance claims will depend on actual amounts incurred to settle those claims and may differ from the amounts reserved for such claims.

The Company maintains a number of insurance policies including general liability, workers' compensation, fidelity, employment practices liability, fiduciary, directors and officers, cyber, property, and professional liability policies. These policies provide coverage subject to their terms, conditions, limits of liability, and deductibles, for certain liabilities that may arise from our operations. There can be no assurance that any of the above policies will be adequate for our needs, or that we will maintain all such policies in the future.

Our Geographic Markets and Client Base

In 2020, 2019, and 2018, primarily all of our revenue was generated in the United States, and all of our long-lived assets were located in the United States and India. We provide our staffing services and workforce solutions in all 50 states. During 2020, the largest percentage of our revenue was concentrated in California, New York, and Florida. We provide services to public and private acute care and non-acute care hospitals, outpatient clinics, ambulatory care facilities, single and multi-specialty physician practices, rehabilitation facilities, urgent care centers, public and charter schools, correctional facilities, government facilities, retailers, and many other healthcare providers. For the years ended December 31, 2020, 2019, and 2018, no customer accounted for more than 10% of our revenue.

Our Industry

We compete in the U.S. temporary healthcare staffing and workforce solutions markets. Staffing Industry Analysts September 2020 report estimates the healthcare staffing markets had an aggregate market size of \$17.3 billion in 2020, of which \$6.7 billion was travel nursing, \$3.5 billion was per diem nursing, \$3.7 billion was allied health, and \$3.4 billion was locum tenens and advanced practitioners. The demand for our services is impacted by many factors, of which we believe the most significant are the following:

Industry Demand Drivers

Economic Backdrop. In December 2020, according to the U.S. Bureau of Labor Statistics, the total national unemployment rate was 6.7%, well above the pre-COVID-19 rate of 3.6% from December 2019. Temporary help employment was down 7.6% from the prior year. However, temporary help services did gain 67,600 jobs for the month of December 2020. According to the Staffing Industry Analysts “US Staffing Industry Pulse Survey Report” (December 2020), the U.S. is beginning to experience a continued upward trend throughout staffing. In November 2020, travel nurse staffing reported median year-over-year growth of 32%, life sciences reported growth of 21%, and per diem nursing was up 10%. It is anticipated that the U.S. staffing industry will continue to recover along with the economy in 2021, and grow 12% to \$141.5 billion, according to Staffing Industry Analysts “US Staffing Industry Forecast: September 2020 Update” (September 10, 2020). This outlook relies on three key assumptions: 1) the spread of COVID-19 will continue a downward trend, 2) U.S. GDP growth will continue a gradual but steady recovery, and 3) a COVID-19 vaccine will be widely available in the first half of 2021.

Increased Need for Healthcare and Special Education Services in Schools. The Individuals with Disabilities Education Act (IDEA), enacted in 1975, mandates that children and youth ages 3-21 with disabilities be provided a free and appropriate public school education. According to the U.S. Department of Education, National Center for Education Statistic Report titled “The Condition of Education” (May 19, 2020), in 2018-19, the number of students ages 3-21 who received special education services under the Individuals with Disabilities Education Act (IDEA) was 7.1 million, or 14% of all public school students. The IDEA requires that these children and young adults receive care from speech language pathologists, physical therapists, occupational therapists, nurses and other healthcare professionals while at school. According to the US Government of Education report dated September 28, 2020, no matter what primary instructional delivery approach is chosen (remote/distance, in-person, hybrid) in response to COVID-19, each child with disabilities must be provided a free appropriate public education. Based on the foregoing, we believe the demand for consulting and healthcare staffing services for public schools and charter schools will continue to be strong for agencies that can provide consulting services, healthcare personnel, technical assistance on policies, implementation, and training related to children and youth with special needs in or out of school settings.

Healthcare Sector Endured Job Losses in 2020 Owing to COVID-19. The healthcare sector lost 527,000 jobs between February 2020 and November 2020, and the pace of improvement in the labor market has moderated in recent months, according to HealthleadersMedia.com, “Healthcare Added 46k Jobs in November” (December 4, 2020). According to the most recent Bureau of Labor Statistics 10-year projections, overall, employment is expected to grow 3.7%, far outpaced by employment in the healthcare and social assistance industry (14.6%). Five out of the 20 fastest growing occupations are healthcare related.

Hospitals Seeking Efficiencies Through Various Workforce Solutions. As hospitals look to contingent labor to help support their staffing needs in the highly volatile COVID-19 environment, they have an increased focus on cost containment. As a result, certain COVID-19 related hospital orders reflect a shorter length of assignment than the typical pre-COVID-19 length of approximately thirteen weeks. We believe that the COVID-19 economic impact will continue to put pressure on hospitals to find innovative solutions in order to better manage their workforce, which accounts for a large portion of their expenses. As a result, we believe healthcare facilities and providers will continue to utilize workforce solutions, such as MSP, RPO, IRP, and other talent management tools to help them solve these problems and maintain their quality of care.

Macro Drivers of Demand. The Affordable Care Act (ACA) increased the number of insured patients over the past several years, especially in states that expanded Medicaid. In addition, two other long-term macro drivers of our business, a growing and aging U.S. population, should continue to drive demand for our services. According to the U.S.

Census Bureau, the number of persons aged 65 and over is expected to increase from 56 million in 2020 to 95 million in 2060, which is important because the utilization of healthcare services is generally higher among older people.

Healthcare Trends Resulting from COVID-19. Virtual care, which gained popularity in 2020 due to the COVID-19 pandemic, will continue to see growth in the next year, according to HealthleadersMedia.com “Business Group on Health: 5 Healthcare Trends to Follow in 2021” (January 12, 2021). They unveiled key healthcare trends to watch in 2021. Virtual options will improve and include new features such as weight management and care management for chronic conditions such as diabetes and cardiovascular disease. The pandemic also affected the way healthcare delivery is operated, including moving lower acuity out of the hospital to free up beds for patients with COVID-19 and other serious conditions. This trend will continue, and efforts to change healthcare delivery will increase in 2021 to drive improvements in quality and value. Research from Arizton Advisory & Intelligence projects that the U.S. telehealth market will reach \$25 billion by 2025, growing at an annual rate of 29%, according to HealthleadersMedia.com, “Analysis Predicts Telehealth in 2021 Will Mitigate Rising COVID-19-Related Costs” (December 10, 2020).

Supply of Nurses. According to the Bureau of Labor Statistics’ Employment Projections 2019-2029, Registered Nursing (RN) is listed among the top occupations in terms of job growth through 2029. The RN workforce is expected to grow from 3.0 million in 2019 to 3.3 million in 2029, an increase of 221,900 or 7%. The Bureau also projects the need for an additional 175,900 new RNs each year through 2029, factoring in nurse retirements and workforce exits. According to the American Nurses Association “Amid a raging pandemic, the US faces a nursing shortage. Can we close the gap?” (November 20, 2020), it is projected that 1.1 million nurses will be required to replace nurses who are retiring and to meet needs by 2022. It is projected that a million nurses are expected to retire between 2020 and 2035. As a result of the stress caused by COVID-19, many nurses have considered quitting their jobs or leaving the profession altogether. Also, approximately 73 million baby boomers are aging, many with chronic illnesses that require intensive levels of care. Another factor influencing demand is the shortage of instructors. According to the American Association of Colleges of Nursing, more than 80,000 qualified applicants to bachelor and graduate nursing programs were turned away last year due to factors such as insufficient faculty, clinical sites, or classroom space, and clinical preceptors, as well as budget constraints. We believe these shortages should have a positive effect on demand for our services as temporary nurse staffing orders typically increase when nurse vacancy rates rise.

Physician Shortage. According to the Association of American Medical Colleges (AAMC) “The Complexities of Physician Supply and Demand: Projections From 2018 to 2033” (June 2020), the United States is expected to face a shortage of physicians. The projections show a shortage ranging between 54,100 and 139,000 by 2033 as demand for physicians continues to outpace supply, according to AAMC, including shortfalls in both primary and specialty care. In addition, more than 40% of physicians in the U.S. will be age 65 or over within the next decade. And as the health care system continues to treat patients during COVID-19, there are growing concerns about physician burnout that suggests physicians will be more likely to accelerate than delay retirement.

Industry Competition

As one of the largest providers of workforce solutions and healthcare staffing in the U.S., we operate on a national, regional, and local basis in a highly competitive industry for both healthcare customers and healthcare professionals. In general, we compete against other national companies, as well as numerous smaller, regional, and local companies.

The principal competitive factors in attracting, retaining, and expanding business with healthcare customers nationally include: (i) understanding the customer’s work environment; (ii) offering a comprehensive suite of services to assist the customer in assessing its personnel needs and partnering with customers to design various customizable alternative solutions; (iii) the timely filling of customers' needs; (iv) price; (v) customer service; (vi) quality assurance and screening capabilities; (vii) risk management policies; (viii) insurance coverage; and (ix) general industry reputation.

Through our breadth and expertise of value-added workforce solutions that we offer, we have the ability to meet a national shift towards a more integrated delivery of healthcare which allows us to assist hospitals and health systems turning to lower-cost, more accessible alternatives, such as outpatient or ambulatory care centers. By offering travel, per diem, and permanent placement of a variety of healthcare professionals, we are able to present many different types of personnel to hospitals and health systems at their main campuses and their ambulatory and outpatient facilities.

The principal competitive factors in attracting qualified healthcare professionals for temporary employment include: (i) a large national pool of desirable assignments; (ii) pay and benefits; (iii) speed of placements; (iv) customer service; (v) quality of

accommodations; and (vi) overall industry reputation. We focus on retaining healthcare professionals by providing high-quality customer service, long-term benefits (to employees), and medical malpractice insurance.

From a candidate attraction standpoint, we have an extensive customer base with hospitals and healthcare facilities, and other healthcare providers, throughout the U.S. As a result, we have a diverse portfolio of assignments for our healthcare professionals to choose from. Healthcare professionals apply with us through our differentiated nursing, locum tenens, and allied healthcare recruitment brands. We believe our access to such a large and diverse group of healthcare professionals makes us more attractive to healthcare institutions and facilities seeking healthcare staffing and workforce solutions in the current dynamic marketplace. The implementation of our new applicant tracking system for our travel nurse and allied business creates further operational efficiencies, enhanced productivity, and provides a world-class candidate experience.

Staffing Industry Analysts recognized us as the fifth-largest healthcare staffing firm in the U.S., with 4% market share in 2019. We rank as the fourth-largest travel nurse staffing firm, the second-largest per diem nurse staffing firm, the fifth-largest allied healthcare staffing firm, and the ninth-largest locum tenens firm. Some of our traditional competitors in the workforce solutions, healthcare staffing, and search businesses include: AMN Healthcare Services, Inc., CHG Healthcare Services, Jackson Healthcare, Aya Healthcare, HealthTrust Workforce Solutions, Medical Solutions, and Witt Kiefer. In recent years, several technology-enabled companies have entered the market, though at present we believe the current scale is limited.

Seasonality

The number of healthcare professionals on assignment with us is subject to seasonal fluctuations which may impact our quarterly revenue and earnings. Hospital patient census and staffing needs of our hospital and healthcare facilities fluctuate, which impact our number of orders for a particular period. Many of our hospital and healthcare facility clients are located in areas that experience seasonal fluctuations in population during the winter and summer months. These facilities adjust their staffing levels to accommodate the change in this seasonal demand and many of these facilities utilize temporary healthcare professionals to satisfy these seasonal staffing needs. Likewise, the number of nurse and allied professionals on assignment may fluctuate due to the seasonal preferences for destinations of our temporary nurse and allied professionals. In addition, we expect our Physician Staffing business to experience higher demand in the summer months as physicians take vacations. We also expect our education and school business to experience lower demand in the summer months when public and charter schools are closed. This historical seasonality of revenue and earnings may vary due to a variety of factors and the results of any one quarter are not necessarily indicative of the results to be expected for any other quarter or for any year. In addition, typically, our first quarter results are negatively impacted by the reset of payroll taxes.

Certifications

The staffing businesses of our brands are certified by The Joint Commission under its Health Care Staffing Services Certification Program. In addition, Credent Verification and Licensing Services, a subsidiary of MDA, is certified by the NCQA.

Regulations

Our business is subject to regulation by numerous governmental authorities in the jurisdictions in which we operate throughout the U.S. Complex federal and state laws and regulations govern, among other things, the licensure of professionals, the payment of our employees (e.g., wage and hour laws, employment taxes, and income tax withholdings, etc.), and the general operations of our business, which may be amended from time to time. Future federal and state legislation or interpretations thereof may require us to change our business practices. Compliance with all of these applicable rules and regulations require a significant amount of resources. We endeavor to be in compliance with all such rules and regulations.

Human Capital Management

As of December 31, 2020, we had approximately 1,450 corporate employees. During 2020, we employed an average of 6,037 full-time equivalent field employees in Nurse and Allied Staffing, which does not include our Physician Staffing independent contractors.

Our ability to be successful in our marketplace directly depends on attracting and retaining talented and skilled employees, and keeping those individuals fully engaged in our business. Through our adoption of a human rights policy guided by the International Labor Organization's Declaration of Human Rights and the United Nations' Guiding Principles on Business and Human Rights, our goal is to help increase the enjoyment of human rights within the communities in which we operate. This

policy sets forth our intolerance of discrimination and harassment, our employees' freedom of association, and the importance we place on the safety and health of our employees.

Diversity, Equality, and Inclusion. We are committed to maintaining a diverse workplace that respects everyone's race, gender, sexual orientation, and physical abilities, as well as diversity of thought. Our diverse workforce is the cornerstone of our business, as we believe varying perspectives and backgrounds are the only means of solving complex and challenging business and social issues. As of December 31, 2020, our corporate workforce was comprised of 75% women and 25% men. Our total corporate workforce is 63% white and 37% non-white. Our diverse team includes 43% millennials, 38% genX, 15% boomers, and 4% genZ. In 2020, our executive and clinical leadership teams were comprised of 61% women, and 38% of our Board of Directors is comprised of either women or minorities.

Compensation and Benefits. We are committed to rewarding, supporting, and developing the associates who make it possible to deliver on our strategy. To that end, we offer a comprehensive total rewards program aimed at the varying health, home-life, and financial needs of our diverse associates. Our total rewards package includes market-competitive pay, healthcare benefits, retirement savings plans, paid time off and family leave, various discount programs, and tuition assistance.

Health and Wellness. We are committed to the physical and mental health and well-being of our employees. Among other things, we provide free biometric healthcare screenings, a 24/7 hotline for healthcare workers who are experiencing emotional stress, and incentives to employees who achieve specific fitness goals in our corporate cycling program. Our wellness activity calendar features monthly events and educational sessions to help employees reach and maintain their health and wellness goals. Additionally, dozens of "Lunch and Learn" sessions are scheduled throughout the year, focused on physical, mental, and financial wellness topics of interest. We also mark one or more health observances every month, such as heart health, high blood pressure awareness, men's health, children's dental health, and more, which provide additional resources for employees to educate themselves and their families.

Talent Development. Our mission regarding talent management and development is to support organizational results and success by employing strategies to attract, engage, develop, and retain employees, and to partner with our leaders to nurture and grow leadership talent. These investments include providing clear insight into employee performance, creating career paths, promoting from within whenever possible, maintaining open communication, and offering professional development opportunities. During 2019, we introduced three new series of career development and over 1,000 employees participated in these training programs: Leadership Education and Development, Leadership Essentials to Accelerate Performance, and New Leader Assimilation. We have also embraced the Nursing Now pledge by reinforcing investment in the workforce, continuing to promote nurses to management roles, and providing guidance and support on best nursing practices through our dedicated clinical team. Nurse Now is a global campaign aimed at improving health by raising the status and profile of nursing.

Community and Social Impact. We participate in numerous events with a variety of non-profit organizations. Our mission to deliver quality patient care extends to our community and we are committed to action that fosters positive impact in our community and around the U.S. Our human resources department develops and implements programs to help our employees realize their potential through volunteering and supporting our communities. Employees are able to donate to a charity of their choice directly from their paychecks, either as a one-time donation or ongoing. We have also launched an employee-led council which encourages employees from a wide variety of backgrounds and of diversity to come together, connect, build relationships, and have their voices heard.

We have a long-standing commitment to our employees to create a business working environment that fosters engagement through personal innovation, achievement, wellness, advancement and training/development opportunities, promoting health and safety, and investments in their communities. These efforts culminate in creating a business culture of achievement and loyalty that enables us to minimize turnover in our workforce and succeed in competitive and challenging marketplaces.

Additional Information

Financial reports and filings with the Securities and Exchange Commission (SEC), including this Annual Report on Form 10-K, are available free of charge as soon as reasonably practicable after filing such material with, or furnishing it to, the SEC, on or through our corporate website at www.crosscountryhealthcare.com. The information found on our website is not part of this Annual Report on Form 10-K or any other report we file with or furnish to the SEC. The SEC also maintains a website at www.sec.gov that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

Item 1A. Risk Factors.

The following risk factors could materially and adversely affect our future operating results and could cause actual results to differ materially from those predicted in the forward-looking statements we make about our business. Our risks are identified primarily through dialogue with our leaders, including a formal Enterprise Risk assessment, industry trends, our experience, and consideration of the current external market and financial environment. These risk factors are considered in our overall strategy and execution of operations. Factors we currently consider immaterial and factors we currently do not know may also materially adversely affect our business or our consolidated results, financial condition, or cash flows.

Business, Economic, and Industry Risks

Our operations and financial results have been and may continue to be negatively affected by the current ongoing COVID-19 pandemic and could be materially harmed by COVID-19 or the emergence and effects related to any other pandemics, epidemics, or other public health crisis.

Our operations and financial results have been and may continue to be adversely affected by the ongoing COVID-19 pandemic and changes in national or global economic conditions related thereto.

During the COVID-19 pandemic, certain of our healthcare professionals have been exposed, diagnosed and or quarantined as a result of the virus. If, as a result of such risks, our healthcare professionals do not want to, or are not able to provide services, it could negatively impact our supply and ability to provide staffing services to our customers. In addition, patients have canceled or deferred elective procedures or otherwise avoided medical treatment resulting in reduced census at our hospital customers. Additionally, healthcare facilities, such as ambulatory surgi-centers and other outpatient facilities, have been shut down temporarily. This has resulted in the cancellation of certain of our healthcare professionals (e.g. operating room nurses, physical therapists, surgeons, advanced practitioners, and many others) working at those facilities or under contract to provide services at those facilities in the future. In addition, the normal operations of our healthcare facility customers may be disrupted and impacted in ways that are difficult to predict and their financials could be adversely affected. This would not just negatively impact our staffing and workforce solutions business, but would also have an adverse effect on our search businesses (contingent, permanent, and retained) as healthcare customers may delay making decisions for executives, physicians, nurses, and other full-time staff. In addition to the negative impact on demand from our hospital and healthcare facility customers, school closures in the wake of the COVID-19 pandemic have had an adverse impact on our school staffing.

The financial impact to our healthcare customers from COVID-19 or any other pandemic, epidemic, outbreak of an infectious disease or other public health crisis may also impact their ability to pay for our services timely or altogether, including invoices for services provided prior to such an event that were in process. Such a failure to pay for our services timely or altogether would have an impact on our collections, resulting in a negative financial impact on our Company.

Finally, while we have disaster plans in place for all of our locations and we are able to operate remotely, the potential continuation of the COVID-19 pandemic, or the emergence of another pandemic, epidemic, or outbreak is difficult to predict and could adversely affect our operations. In particular, our operations are headquartered in South Florida and if our employees are working remotely as a result of a public health crisis during hurricane season and electricity, wi-fi, and other resources are temporarily restricted or not available, it could negatively impact our operations and financial results.

Decreases in demand or pricing by our clients may adversely affect the profitability of our business.

Among other things, changes in the economy, a decrease or stagnation in the general level of in-patient admissions or out-patient services at our clients' facilities, uncertainty regarding or changes to federal healthcare law and the willingness of our hospital, healthcare facilities and physician group clients to develop their own temporary staffing pools and increase the productivity of their permanent staff may, individually or in the aggregate, significantly affect demand for our temporary healthcare staffing services and may hamper our ability to attract, develop and retain clients. When a hospital's admissions increase, temporary employees or other healthcare professionals are often added before full-time employees are hired. As admissions decrease, clients typically reduce their use of temporary employees or other healthcare professionals before undertaking layoffs of their permanent employees. In addition, if hospitals continue to consolidate in an effort to enhance their market positions, improve operational efficiency, and create organizations capable of managing population health, demand for our services could decrease. Decreases in demand or pricing for our services may also affect our ability to provide attractive assignments to our healthcare professionals.

We may face challenges competing in the marketplace if we are unable to anticipate and quickly respond to changing marketplace conditions, such as alternative modes of healthcare delivery, reimbursement, and client needs.

Patient delivery settings continue to evolve, giving rise to alternative modes of healthcare delivery, such as retail medicine, telemedicine and home health.

Our success is dependent upon our ability to develop innovative workforce solutions and quickly adapt to changing marketplace conditions and client needs, including making modifications to our technologies and evolving our technology platform that may differentiate our services and abilities from those of our competitors. The markets in which we compete are highly competitive and our competitors may respond more quickly to new or emerging client needs and marketplace conditions. The development of new service lines and business models using advanced technology solutions requires us to be at the forefront of emerging trends in the healthcare industry. We may face challenges competing in the marketplace if we are unable to quickly adapt our business model and successfully implement innovative services and solutions to address these changes.

Market disruptions may adversely affect our operating results and financial condition.

Economic conditions and volatility in the financial markets may have an adverse impact on the availability of credit to us and to our customers and businesses generally. To the extent that disruption in the financial markets occurs, it has the potential to materially affect our and our customers' ability to tap into debt and/or equity markets to continue ongoing operations, have access to cash and/or pay debts as they come due. These events could negatively impact our results of operations and financial conditions. Although we monitor our credit risks to specific clients that we believe may present credit concerns, default risk or lack of access to liquidity may result from events or circumstances that are difficult to detect or foresee. Conditions in the credit markets and the economy generally could adversely impact our business and limit or prohibit us from refinancing our credit agreements on terms favorable to us or at all when they become due.

We are subject to business and regulatory risks associated with international operations.

We have international operations in India where our Cross Country Infotech, Pvt Ltd. (Infotech) subsidiary is located. Infotech provides in-house information systems development and support services as well as some back-office processing services. We have limited experience in supporting our services outside of North America. Operations in certain markets are subject to risks inherent in international business activities, including: (i) fluctuations in currency exchange rates; (ii) changes in regulations; (iii) varying economic and political conditions; (iv) overlapping or differing tax structures; and (v) regulations (pertaining to, among other things, compensation and benefits, vacation, and the termination of employment). Our inability to effectively manage our international operations or our violation of a regulation could result in increased costs and adversely affect our results of operations.

Our financial results could be adversely impacted by the loss of key management.

We believe the successful execution of our business strategy and our ability to build upon significant recent investments and acquisitions depends on the continued employment of key members of our senior management team. If we were to lose any key personnel, we may not be able to find an appropriate replacement on a timely basis and our results of operations could be negatively affected. Further, the loss of a significant number of employees or our inability to hire a sufficient number of qualified employees could have a material adverse effect on our business.

Our clients may terminate or not renew their contracts with us.

Our arrangements with hospitals, healthcare facilities and physician group clients are generally terminable upon 30 to 90 days' notice. We may have fixed costs, including housing costs, associated with terminated arrangements that we will be obligated to pay post-termination, thus negatively impacting our profitability. In addition, the loss of one or more of our large clients could materially affect our profitability.

If our healthcare facility clients increase the use of intermediary organizations it could impact our profitability and our ability to secure contracts with clients.

We continue to see an increase in the use of intermediary organizations by our clients. These intermediaries typically enter into contracts with our clients and then subcontract with us and other agencies to provide staffing services, thus interfering to some extent in our relationship with our clients. Each of these intermediaries charges an administrative fee. In instances where we do not win new MSP opportunities or where other vendors win this MSP or VMS business with our current customers, the number of professionals we have on assignment at those clients could decrease. If we are unable to negotiate hourly rates with intermediaries for the services we provide at these clients which are sufficient to cover administrative fees charged by those intermediaries, it could impact our profitability. If hospitals fail to pay the intermediaries for our services or those intermediaries become insolvent or fail to pay us for our services, it could impact our bad debt expense and thus our overall profitability. We also provide comprehensive MSP and other workforce solutions directly to certain of our clients. While such contracts typically improve our market share at these facilities, they could result in less diversification of our customer base, increased liability, and reduced margins.

Our costs of providing services may rise faster than we are able to adjust our bill rates and pay rates and, as a result, our margins could decline and our profitability could be adversely impacted.

Costs of providing our services could change more quickly than we are able to renegotiate bill rates in our active contracts and pay rates with our thousands of healthcare professionals. For example, we offer housing subsidies to our healthcare professionals or provide actual housing to our healthcare professionals. At any given time, we have approximately 900 apartments on lease throughout the U.S. because we provide housing for certain of our healthcare professionals when they are on an assignment with us. The cost of subsidizing housing or renting apartments and furniture for these healthcare professionals may increase faster than we are able to renegotiate our rates with our customers, and this may have a negative impact on our profitability. In addition, an increase in other incremental costs beyond our control, such as insurance could negatively affect our financial results. The costs related to obtaining and maintaining professional and general liability insurance, health insurance and workers' compensation insurance for healthcare providers has generally been increasing. This could have an adverse impact on our financial condition unless we are able to pass these costs through to our clients or renegotiate pay rates with our healthcare providers.

Operational Risks

We are dependent on the proper functioning of our information systems and applications hosted by our vendors, and our inability to implement new technology systems and infrastructure could cause disruptions to our ability to operate effectively.

We are dependent on the proper functioning of information systems used to operate our business, including those applications hosted by our vendors. Critical information systems used in daily operations identify and match staffing resources and client assignments and perform billing and accounts receivable functions. Additionally, we rely on our information systems in managing our accounting and financial reporting. These systems are subject to certain risks, including technological obsolescence. We are currently evaluating the technology platforms of our businesses, and replacing our legacy nurse and allied applicant tracking system. If our proprietary systems of Software as a Service applications fail, are not successfully implemented, or are otherwise unable to function in a manner that properly supports our business operations, or if these systems require significant costs to repair, maintain or further develop or update, we could experience business interruptions or delays that could materially and adversely affect our business and financial results.

In addition, our information systems are protected through a secure hosting facility and additional backup remote processing capabilities also exist in the event our primary systems fail or are not accessible. However, the business is still vulnerable to fire, storm, flood, power loss, telecommunications failures, physical or software break-ins and similar events which may prevent personnel from gaining access to systems necessary to perform their tasks in an automated fashion. In the event that critical information systems fail or are otherwise unavailable, these functions would have to be accomplished manually, which could impact our ability to, among other things, maintain billing and clinical records reliably, to bill for services efficiently and to maintain our accounting and financial reporting accurately.

We are dependent on third parties for the execution of certain critical functions.

We have outsourced certain critical applications or business processes to external providers, including but not limited to background screenings of our employees. We exercise care in the selection and oversight of these providers. However, the failure or inability to perform on the part of one or more of these critical suppliers could cause significant disruptions and increased costs to our business.

Our collection, use, and retention of personal information and personal health information create risks that may harm our business.

As part of our business model, we collect, transmit and retain personal information of our employees and contract professionals and their dependents, including, without limitation, full names, social security numbers, addresses, birth dates, and payroll-related information. We use commercially available information security technologies to protect such information in digital format and have security and business controls to limit access to such information. In addition, we periodically perform penetration tests and respond to those findings. However, employees or third parties may be able to circumvent these measures and acquire or misuse such information, resulting in breaches of privacy, and errors in the storage, use or transmission of such information. Privacy breaches may require notification and other remedies, which can be costly, and which may have other serious adverse consequences for our business, including regulatory penalties and fines, claims for breach of contract, claims for damages, adverse publicity, reduced demand for our services by clients and/or healthcare professional candidates, harm to our reputation, and regulatory oversight by state or federal agencies. The possession and use of personal information and data in conducting our business subjects us to legislative and regulatory burdens. We may be required to incur significant expenses to comply with mandatory privacy and security standards and protocols imposed by law, regulation, industry standards, or contractual obligations.

Cyber security risks and security breaches could adversely affect our business, disrupt operations, and harm our reputation.

Cyber incidents and security breaches can result from deliberate attacks or unintentional events. These incidents can include, but are not limited to, gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, malware, ransomware, or causing operational disruption. The result of these incidents could include, but are not limited to, disrupted operations, misstated financial data, liability for stolen assets or information, increased cyber security protection costs, litigation and reputational damage adversely affecting customer or investor confidence. We have implemented systems and processes to focus on identification, prevention, mitigation and resolution. However, these measures cannot provide absolute security, and our systems may be vulnerable to cyber-security breaches such as viruses, hacking, and similar disruptions from unauthorized intrusions. In addition, we rely on third party service providers to perform certain services, such as payroll and tax services. Any failure of our systems or third party systems may compromise our sensitive information and/or personally identifiable information of our employees. While we have secured cyber insurance to potentially cover certain risks associated with cyber incidents, there can be no assurance the insurance will be sufficient to cover any such liability.

We may be unable to recruit and retain enough quality healthcare professionals to meet our clients' demands.

We rely significantly on our ability to attract, develop and retain healthcare professionals who possess the skills, experience and, as required, licensure necessary to meet the specified requirements of our healthcare clients. We compete for healthcare staffing personnel with other temporary healthcare staffing companies, as well as actual and potential clients such as healthcare facilities and physician groups, some of which seek to fill positions with either permanent or temporary employees. We rely on word-of-mouth referrals, as well as social and digital media to attract qualified healthcare professionals. If our social and digital media strategy is not successful, our ability to attract qualified healthcare professionals could be negatively impacted.

In addition, with a shortage of certain qualified healthcare professionals in many areas of the United States, competition for these professionals remains intense. Our ability to recruit and retain healthcare professionals depends on our ability to, among other things, offer assignments that are attractive to healthcare professionals and offer them competitive wages and benefits or payments, as applicable. Our competitors might increase hourly wages or the value of benefits to induce healthcare professionals to take assignments with them. If we do not raise wages or increase the value of benefits in response to such increases by our competitors, we could face difficulties attracting and retaining qualified healthcare professionals. If we raise wages or increase benefits in response to our competitors' increases and are unable to pass such cost increases on to our clients, our margins could decline. At this time, we still do not have enough nurses, allied professionals and physicians to meet all of our clients' demands for these staffing services. This shortage of healthcare professionals generally and the competition for their services may limit our ability to increase the number of healthcare professionals that we successfully recruit, decreasing our ability to grow our business.

Our labor costs could be adversely affected by a shortage of experienced healthcare professionals and labor union activity.

Our operations are dependent on our ability to recruit and staff quality healthcare professionals. We compete with other healthcare staffing companies in recruiting and retaining qualified personnel. We may be required to enhance wages and benefits to our employees, which could negatively impact our profitability. Labor union activity is another factor that could adversely affect our labor costs or otherwise adversely impact us. To the extent a significant portion of our employee base unionizes, our labor costs could increase significantly.

If our labor costs increase, we may not be able to raise rates to offset these increased costs. Because a significant percentage of our revenues consists of fixed, prospective payments, our ability to pass along increased labor costs is constrained. In the event we are not entirely effective at recruiting and retaining qualified management, nurses and other medical support personnel, or in controlling labor costs, this could have an adverse effect on our results of operations.

Legal, Tax, and Regulatory Risks

The healthcare industry is highly regulated. Any material changes in the political, economic or regulatory environment that affect the purchasing policies, practices and operations of healthcare organizations, or that lead to consolidation in the healthcare industry, could reduce the funds available to purchase our services or otherwise require us to modify our offerings.

We provide our services to hospitals and health systems which pay us directly. Accordingly, Medicare, Medicaid and insurance reimbursement policy changes generally do not directly impact us. However, indirectly, our business, financial condition and results of operations depend upon conditions affecting the healthcare industry generally and hospitals and health systems particularly. The healthcare industry is highly regulated by federal and state authorities and is subject to changing political, economic and regulatory influences. Factors such as changes in reimbursement policies for healthcare expenses, consolidation in the healthcare industry, regulation, litigation and general economic conditions could affect the purchasing practices,

operations and the financial health of our customers which could have a negative impact on our business. In addition, insurance companies and managed care organizations seek to control costs by requiring healthcare providers, such as hospitals, to discount their services in exchange for exclusive or preferred participation in their benefit plans. While not affecting us directly, future federal and state legislation or evolving commercial reimbursement trends may further reduce or change conditions for our clients' reimbursement. Such limitations on reimbursement could reduce our clients' cash flows, hampering the pricing we can charge clients and their ability to pay us. Reimbursement changes in government programs, particularly Medicare and Medicaid, can and do indirectly affect the demand and the prices paid for our services. The impact of any other legislation to repeal or amend or replace the ACA is uncertain and could adversely affect our business and financial condition.

We operate our business in a regulated industry and modifications, inaccurate interpretations or violations of any applicable statutory or regulatory requirements may result in material costs or penalties as well as litigation and could reduce our revenue and earnings per share.

Our industry is subject to many complex federal, state, local and international laws and regulations related to, among other things, the licensure of professionals, the payment of our field employees (e.g., wage and hour laws, employment taxes and income tax withholdings, etc.) and the operations of our business generally (e.g., federal, state and local tax laws). If we do not comply with the laws and regulations that are applicable to our business, we could incur civil and/or criminal penalties as well as litigation or be subject to equitable remedies.

We are subject to various litigation, claims, investigations, and other proceedings which could result in substantial judgment, settlement costs, or uninsured liabilities.

We are party to various litigation, claims, investigations, and other proceedings. These matters primarily relate to employee-related matters that include individual and collective claims, professional liability, tax, and payroll practices. We evaluate these litigation claims and legal proceedings to assess the likelihood of unfavorable outcomes and to estimate, if possible, the amount of potential losses. Based on these assessments and estimates, if any, we establish reserves and/or disclose the relevant litigation claims or legal proceedings, as appropriate. These assessments are performed at least quarterly and are based on the information available to management at the time and involve a significant amount of management judgment. Based on the new information considered in our reviews, we adjust our loss contingency accruals and our disclosures. We may not have sufficient insurance to cover these risks. Actual outcomes or losses may differ materially from those estimated by our current assessments which would impact our profitability. Adverse developments in existing litigation claims or legal proceedings involving our Company or new claims could require us to establish or increase litigation reserves or enter into unfavorable settlements or satisfy judgments for monetary damages for amounts in excess of current reserves, which could adversely affect our financial results.

In recent years, healthcare providers have become subject to an increasing number of legal actions alleging malpractice, vicarious liability, violation of certain consumer protection acts, negligent hiring, negligent credentialing, or related legal theories. We may be subject to liability in such cases even if our Company's contribution to the alleged injury was minimal or related to one of our subcontractors or its employees. Many of these actions involve large claims and significant defense costs. In addition, we may be subject to claims related to torts or crimes committed by our corporate employees or healthcare professionals that we place on assignment. In most instances, we are required to indemnify clients against some or all of these risks. A failure of any of our corporate employees or healthcare professional to observe our policies and guidelines, relevant client policies and guidelines or applicable federal, state or local laws, rules and regulations could result in negative publicity, payment of fines or other damages.

To protect ourselves from the cost of these types of claims, we maintain professional malpractice liability insurance, employment practices liability insurance, and general liability insurance coverage with terms and in amounts with deductibles that we believe are appropriate for our operations. We are partially self-insured for our workers' compensation coverage, health insurance coverage, and professional liability coverage for our locum tenens providers. If we become subject to substantial uninsured workers' compensation, medical coverage or medical malpractice liabilities, whether directly or indirectly, our financial results may be adversely affected. In addition, our insurance coverage may not cover all claims against us or continue to be available to us at a reasonable cost. If we are unable to pay our self-insured retention portion, pay any uninsured portion, or maintain adequate insurance coverage, we may be exposed to substantial liabilities.

If applicable government regulations change, we may face increased costs that reduce our revenue and profitability.

The temporary healthcare staffing industry is regulated in many states. For example, in some states, firms such as our nurse staffing companies must be registered to establish and advertise as a nurse-staffing agency or must qualify for an exemption from registration in those states. If we were to lose any required state licenses, we could be required to cease operating in those states. The introduction of new regulatory provisions could also substantially raise the costs associated with hiring temporary employees. For example, some states could impose sales taxes or increase sales tax rates on temporary healthcare staffing services. Also, as a result of the COVID-19 pandemic, several states have enacted various legislation to expand the application

of workers compensation and other benefits to healthcare providers who are exposed to or who contract COVID-19 through their employment, and certain of our clients are requiring us to provide personal protection equipment to our workers. These increased costs may not be able to be passed on to clients. In addition, if government regulations were implemented that limited the amount we could charge for our services, our profitability could be adversely affected. We continuously monitor changes in regulations and legislation for potential impacts on our business.

We could suffer adverse tax and other financial consequences if taxing authorities do not agree with our tax positions, if there are further legislative tax changes, or if we are unable to utilize our net operating losses.

We are periodically subject to a number of tax examinations by taxing authorities in the states and countries where we do business. We also have significant deferred tax assets related to our net operating losses (NOLs) in U.S. federal and state taxing jurisdictions, which, generally, for U.S. federal and state tax purposes, carry forward for up to twenty years or indefinitely, depending on the year the NOL was generated. Tax years generally remain subject to examination until three years after NOLs are used or expire. We expect that we will continue to be subject to tax examinations in the future. We recognize tax benefits of uncertain tax positions when we believe the positions are more likely than not of being sustained upon a challenge by the relevant tax authority. We believe our judgments in this area are reasonable and correct, but there is no guarantee that we will be successful if challenged by a taxing authority. If there are tax benefits, including, but not limited to, the use of NOLs, expense reimbursements, or other tax attributes, that are challenged successfully by a taxing authority, we may be required to pay additional taxes, interest, and penalties, or we may seek to enter into settlements with the taxing authorities, which could require significant payments or otherwise have a material adverse effect on our business, results of operations, and financial condition.

In addition, U.S. federal, state and local, as well as international, tax laws and regulations are extremely complex and subject to varying interpretations. Most recently, on March 27, 2020, the former President signed the Coronavirus Aid, Relief, and Economic Security (CARES) Act into law, which was extended under the Taxpayer Certainty and Disaster Relief Act of 2020, passed on December 27, 2020. The CARES Act provided for an accelerated refund of prior year Alternative Minimum Tax, previously deemed refundable over a period of time in the 2017 Tax Act. Further, the CARES Act authorized a refundable tax credit against an employer's portion of social security tax. We are not aware of any provision in the CARES Act or any other pending tax legislation that would have a material adverse impact on our financial performance. There can be no assurance that the CARES Act, the 2017 Tax Act, or any other legislative changes will not negatively impact our operating results, financial condition, and future business operations.

Lastly, we may be limited in our ability to utilize our NOLs to offset future taxable income and thereby reduce our otherwise payable income taxes. Our ability to utilize our NOLs is also dependent, in part, upon us having sufficient future earnings to utilize our NOLs before they expire. If market conditions change materially and we determine that we will be unable to generate sufficient taxable income in the future to utilize our NOLs, we could be required to record an additional valuation allowance. We review the valuation allowances for our NOLs periodically and make adjustments from time to time, which can result in an increase or decrease to the net deferred tax asset related to our NOLs. If we are unable to use our NOLs or use of our NOLs is limited, we may have to make significant payments or reduce our deferred tax assets, which could have a material adverse effect on our business, results of operations, and financial condition.

If certain of our healthcare professionals are reclassified from independent contractors to employees our profitability could be materially adversely impacted.

Federal or state taxing authorities could re-classify our locum tenens physicians, CRNAs, nurse practitioners, and other independent contractors as employees, despite both the general industry standard to treat them as independent contractors and many state laws prohibiting non-physician owned companies from employing physicians (e.g., the "corporate practice of medicine"). If they were re-classified as employees, we would be subject to, among other things, employment and payroll-related tax claims, as well as any applicable penalties and interest. Any such reclassification would have a material adverse impact on our business model for that business segment and would negatively impact our profitability.

If the method for paying locum tenens physicians changes, it could negatively impact our profitability.

The Medicare Access and CHIP Reauthorization Act of 2015 created a new framework for rewarding physicians for providing higher quality care by establishing two tracks of payment: a merit-based incentive payment system, and Advanced Alternative Payment Models. If hospitals change the method for paying locum tenens physicians to meet their performance goals or other criteria for Medicaid or Medicare reimbursements, the profitability of our business could be adversely impacted.

Risks Relating to Our Indebtedness

We have a level of indebtedness which may have an adverse effect on our business or limit our ability to take advantage of business, strategic or financing opportunities.

As of December 31, 2020, we had a total principal amount of \$53.4 million in debt. Our level of indebtedness increases the possibility that we may be unable to generate cash sufficient to pay the principal, interest or other amounts due on our indebtedness. Subject to certain restrictions under our existing indebtedness, we and our subsidiaries may also incur significant additional indebtedness in the future. This may have the effect of increasing our total leverage. As a consequence of our indebtedness; (i) demands on our cash resources may increase; (ii) we are subject to restrictive covenants that limit our financial and operating flexibility. Our ability to generate profitability and maintain cash flow from operations could impact our compliance with these covenants; and (iii) we may choose to institute self-imposed limits on our indebtedness based on certain considerations including market interest rates, our relative leverage and our strategic plans. For example, as a result of our level of indebtedness and the uncertainties arising in the credit markets and the U.S. economy:

- we may be more vulnerable to general adverse economic and industry conditions;
- we may have to pay higher interest rates upon refinancing or on our variable rate indebtedness if interest rates rise, thereby reducing our cash flows;
- we may find it more difficult to obtain additional financing to fund future working capital, capital expenditures, acquisitions, and other general corporate requirements that would be in our long-term interests;
- we may be required to dedicate a substantial portion of our cash flow from operations to the payment of principal and interest on our debt, reducing the available cash flow to fund other investments;
- we may have limited flexibility in planning for, or reacting to, changes in our business or in the industry;
- we may have a competitive disadvantage relative to other companies in our industry that are less leveraged;
- we may be required to sell debt or equity securities or sell some of our core assets, possibly on unfavorable terms, in order to meet payment obligations; and
- we may not be able to successfully raise capital to execute our mergers and acquisitions strategy.

These constraints could have a material adverse effect on our business.

The interest rates under our ABL Credit Agreement may be impacted by the phase-out of the London Interbank Offered Rate (LIBOR).

LIBOR is the basic rate of interest used in lending between banks on the London interbank market and is widely used as a reference for setting the interest rates on loans globally. We use LIBOR as a reference rate to calculate interest under our ABL Credit Agreement. In 2017, the United Kingdom's Financial Conduct Authority, which regulates LIBOR, announced that it intends to phase out LIBOR by the end of 2021. The U.S. Federal Reserve, in conjunction with the Alternative Reference Rates Committee, a steering committee comprised of large U.S. financial institutions, identified the Secured Overnight Financing Rate (SOFR) as the preferred alternative reference rate to U.S. dollar LIBOR and recommended a paced transition plan that involves the creation of a reference rate based on SOFR by the end of 2021. SOFR is a more generic measure than LIBOR and considers the cost of borrowing cash overnight, collateralized by U.S. Treasury securities. Given the inherent differences between LIBOR and SOFR or any other alternative benchmark rate that may be established, there are many uncertainties regarding a transition from LIBOR. Our ABL Credit Agreement contains a fallback provision providing for alternative rate calculations in the event LIBOR is unavailable, prior to any LIBOR rate transition. As a result of any changes in the benchmarking rate, the new rates we incur may not be as favorable to us as those in effect prior to any LIBOR phase-out, and we may incur higher interest payments.

We could fail to generate sufficient cash to fund our liquidity needs and/or fail to satisfy the financial and other restrictive covenants to which we are subject under our existing indebtedness, which could adversely affect long term growth and results of operations.

We currently have sufficient liquidity to operate our business in the normal course. If, however, we were to make an acquisition or enter into a similar type of transaction, our liquidity needs may exceed our current capacity. In addition, our existing credit

facilities currently contain financial covenants that require us to operate above a minimum fixed charge coverage ratio and below a consolidated leverage ratio. Deterioration in our operating results could result in our inability to comply with these covenants and would result in a default under our credit facility. If an event of default exists, our lenders could call the indebtedness and we may be unable to renegotiate or secure other financing.

General Business Risks

We may face difficulties integrating our acquisitions into our operations and our acquisitions may be unsuccessful, involve significant cash expenditures or expose us to unforeseen liabilities.

We continually evaluate opportunities to acquire companies that would complement or enhance our business. These acquisition opportunities involve numerous risks, including potential loss of key employees or clients of acquired companies; difficulties integrating acquired personnel and distinct cultures into our business; difficulties integrating acquired companies into our operating, financial planning and financial reporting systems; diversion of management attention from existing operations; and assumptions of liabilities and exposure to unforeseen liabilities of acquired companies, including liabilities for their failure to comply with healthcare and tax regulations. These acquisitions may also involve significant cash expenditures, debt incurrence and integration expenses that could have a material adverse effect on our financial condition and results of operations. Any acquisition may ultimately have a negative impact on our business and financial condition.

Losses caused by natural disasters, such as hurricanes and fires, could cause us to suffer material financial losses.

Catastrophes can be caused by various events, including, but not limited to, hurricanes, fires, and other severe weather. The incidence and severity of catastrophes are inherently unpredictable. With our headquarters and shared services located in South Florida, we are more vulnerable to possible disruptions from hurricanes and the impacts resulting therefrom, such as tornadoes, flooding, fuel shortages, and disruption of internet, and telecommunications services. The extent of losses from a catastrophe is a function of both the total amount of insured exposure and the severity of the event. We do not maintain business interruption insurance for these events. We could suffer material financial losses as a result of disruptions from hurricanes, fires, and other catastrophes.

Due to inherent limitations, there can be no assurance that our system of disclosure and internal controls and procedures will be successful in preventing all errors and fraud, or in making all material information known in a timely manner to management.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and internal controls will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the acts of an individual, by collusion of two or more people, or by management override of the control.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, a control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations, misstatements due to error or fraud may occur and not be detected.

Impairment in the value of our goodwill, trade names, or other intangible assets could negatively impact our net income and earnings per share.

We are required to test goodwill and intangible assets with indefinite lives (such as trade names) annually, to determine if impairment has occurred. Long-lived assets and other identifiable intangible assets are also reviewed for impairment whenever events or changes in circumstances indicate that amounts may not be recoverable. If the testing performed indicates that impairment has occurred, we are required to record an impairment charge for the difference between the carrying amount of the goodwill or other intangible assets and the implied fair value of the goodwill or the fair value of the indefinite-lived intangible asset in the period the determination is made. The testing of goodwill and other intangible assets for impairment requires us to make significant estimates about our future performance and cash flows, as well as other assumptions. These estimates can be affected by numerous factors, including changes in economic, industry or market conditions, changes in business operations, changes in competition or changes in our stock price and market capitalization. Changes in these factors, or changes in actual

performance compared with estimates of our future performance, could affect the fair value of goodwill, trade names, or other intangible assets, which may result in an impairment charge. We cannot accurately predict the amount and timing of any impairment of assets. Should the value of goodwill or other intangible assets become impaired, there could be an adverse effect on us. At December 31, 2020, goodwill, trade names not subject to amortization, and other intangible assets represented 37% of our total assets. In 2020, 2019, and 2018, we recorded impairment charges of \$10.7 million, \$14.5 million, and \$22.4 million, respectively.

If provisions in our corporate documents and Delaware law delay or prevent a change in control, we may be unable to consummate a transaction that our stockholders consider favorable.

Our certificate of incorporation and by-laws may discourage, delay or prevent a merger or acquisition involving us that our stockholders may consider favorable. For example, our certificate of incorporation authorizes our Board of Directors to issue up to 10,000,000 shares of “blank check” preferred stock. Without stockholder approval, the Board of Directors has the authority to attach special rights, including voting and dividend rights, to this preferred stock. With these rights, preferred stockholders could make it more difficult for a third party to acquire us. Delaware law may also discourage, delay or prevent someone from acquiring or merging with us.

Stock issuable under our stock incentive plans are presently in effect and sales of this stock could cause our stock price to decline.

We have registered 3,000,000 shares of common stock for issuance under our 2020 Omnibus Incentive Plan. Shares of restricted stock outstanding as of February 17, 2021 were 1,335,264. In addition, a target of 545,063 performance stock award grants were outstanding as of February 17, 2021. See Note 15 - Stockholders' Equity to our consolidated financial statements. Vested restricted stock and issuance of common stock related to our awards is eligible for resale in the public market without restriction. We cannot predict what effect, if any, market sales of shares held by any stockholder or the availability of these shares for future sale will have on the market price of our common stock.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

All of our operations are conducted through leased office space and as of December 31, 2020, we actively leased office space in 10 facilities located in 9 states throughout the United States. We also lease office space in a facility located in Pune, India, which houses certain software development and information technology support. In connection with the continuing developments from COVID-19, we expedited our restructuring plans and either reduced or fully vacated more than 50 leased office spaces during the year ended December 31, 2020. See our remaining lease obligations as of December 31, 2020 in Note 10 - Leases to our consolidated financial statements. We continuously evaluate facility needs based on the extent of our service offerings, the rate of client growth or decline, the geographic distribution of our client base, changing market conditions, and our long-term goals. As of December 31, 2020, our material leased properties are described below:

Our corporate headquarters is located in Boca Raton, Florida, with approximately 70,000 square feet of office space under lease through December 2025. The space is occupied by our corporate executive staff, legal, finance, risk management, internal audit, and information technology teams. Our Nurse and Allied executive staff and operations personnel as well as shared support functions of human resources, payroll and billing, sales, and marketing also occupy this space.

In Norcross, Georgia we have approximately 42,000 square feet of office space under lease through October 2024. Our Physician Staffing executive staff and operations personnel occupy approximately 19,000 square feet with the remainder of the space vacant and available for a sublease which we are currently seeking.

In Creve Coeur, Missouri, we have approximately 27,000 square feet of office space under lease through August 2024. Our Search executive staff and operations personnel occupy approximately 6,000 square feet with the remainder vacant and available for a sublease which we are currently seeking.

Item 3. Legal Proceedings.

Information with respect to certain legal proceedings is included in Note 13 to the consolidated financial statements contained in Item 8. Financial Statements and Supplementary Data, and is incorporated herein by reference.

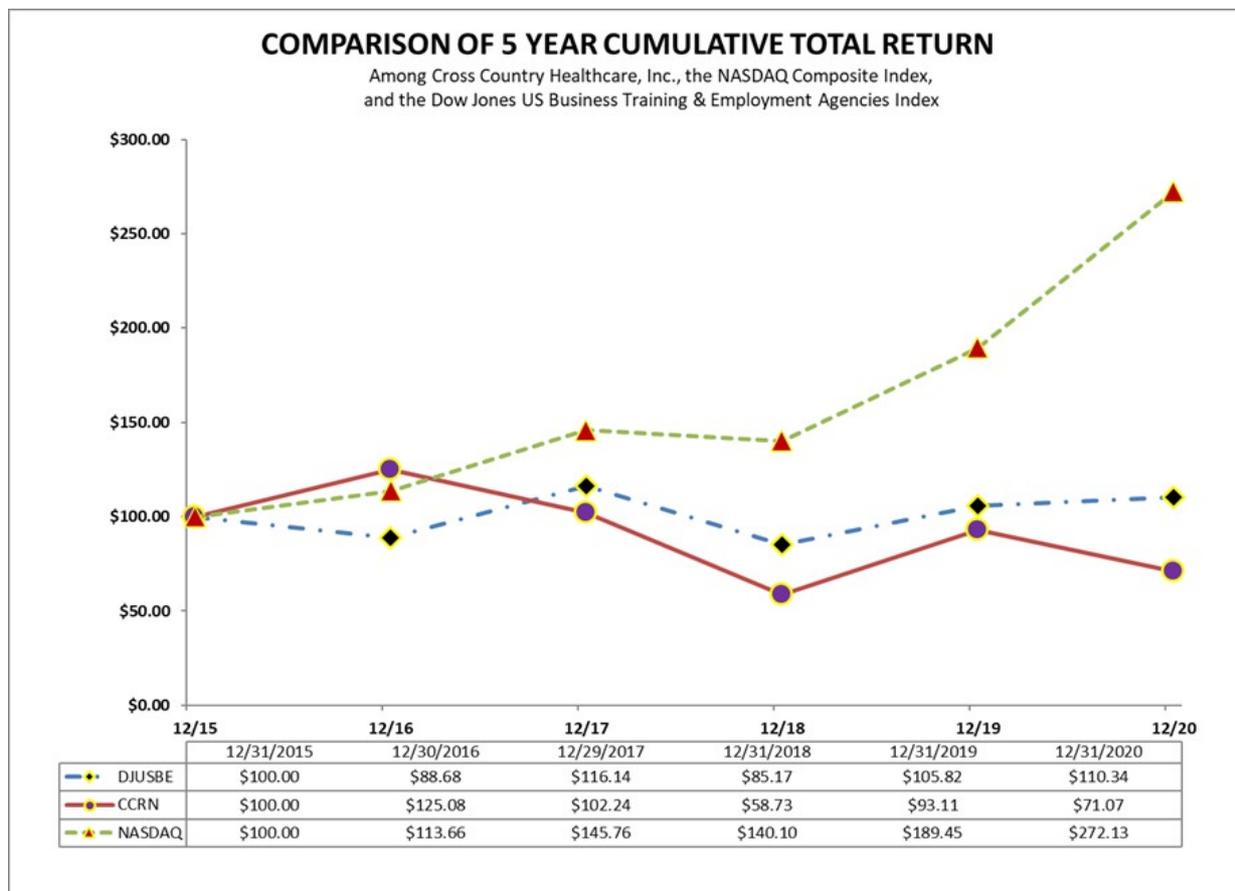
Item 4. Mine Safety Disclosures.

Not applicable.

PART II**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Our common stock currently trades under the symbol "CCRN" on the Nasdaq Global Select Market (Nasdaq). Our common stock commenced trading on the Nasdaq National Market under the symbol "CCRN" on October 25, 2001.

The graph below compares the Company to the cumulative 5-year total return of holders of the Company's common stock with the cumulative total returns of the Nasdaq Composite index and the Dow Jones U.S. Business Training & Employment Agencies index. The graph assumes that the value of the investment in the Company's common stock and in each of the indexes (including reinvestment of dividends) was \$100 on December 31, 2015 and tracks it through December 31, 2020.



The stock price performance included in this graph is not necessarily indicative of future stock price performance.

As of February 17, 2021, there were 119 stockholders of record of our common stock. In addition, there were 4,984 beneficial owners of our common stock held by brokers or other institutions on behalf of stockholders.

We have never paid or declared cash dividends on our common stock. Covenants in our credit agreement limit our ability to repurchase our common stock and declare and pay cash dividends on our common stock. On February 28, 2008, our Board of Directors authorized our most recent stock repurchase program whereby we may purchase up to 1.5 million of our common shares, subject to the terms of our current credit agreement. The shares may be repurchased from time-to-time in the open market and the repurchase program may be discontinued at any time at our discretion. At December 31, 2020 and 2019, we had 510,004 shares of common stock left remaining to repurchase under this authorization, subject to the limitations of our credit agreement as described in Note 15 - Stockholders' Equity to our consolidated financial statements.

Item 6. Selected Financial Data.

Part II, Item 6 is no longer required as the Company has adopted certain provisions within the amendments to Regulation S-K that eliminate Item 301.

Item 7. 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 Item 1. Business, Item 1A. Risk Factors, Forward-Looking Statements and Item 15. Consolidated Financial Statements and the accompanying notes and other data, all of which appear elsewhere in this Annual Report on Form 10-K.

Management's Discussion and Analysis below generally discusses 2020 and 2019 items and year-to-year comparisons between 2020 and 2019. Discussions of 2018 items and year-to-year comparisons between 2019 and 2018 that are not included in this

Form 10-K can be found in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019 filed with the SEC on March 5, 2020 and such information is incorporated herein by reference.

Business Overview

We provide total talent management services, including strategic workforce solutions, contingent staffing, permanent placement, and consultative services for healthcare customers. We recruit and place highly qualified healthcare professionals in virtually every specialty and area of expertise. Our diverse customer base includes both public and private acute care and non-acute care hospitals, outpatient clinics, ambulatory care facilities, single and multi-specialty physician practices, rehabilitation facilities, urgent care centers, public and charter schools, correctional facilities, government facilities, pharmacies, and many other healthcare providers. Through our national staffing teams and network of office locations, we offer our workforce solutions and we can place clinicians on travel and per diem assignments, local short-term contracts, and permanent positions. Our workforce solutions include MSPs, IRP, RPO, and other outsourcing and consultative services as described in Item 1. Business. By utilizing our various solutions, customers can better plan their personnel needs, talent acquisition and management processes, strategically flex and balance their workforce, access quality healthcare personnel, and provide continuity of care for improved patient outcomes. We have a longstanding history of investing in our diversity, equality, and inclusion strategic initiatives as a key component of the organization’s overall corporate social responsibility program which is closely aligned with its core values to create a better future for our people, communities, the planet, and our shareholders.

We manage and segment our business based on the nature of the services we offer to our customers. As a result, we report three business segments – Nurse and Allied Staffing, Physician Staffing, and Search.

- *Nurse and Allied Staffing* – For the year ended December 31, 2020, Nurse and Allied Staffing represented approximately 91% of our total revenue. The Nurse and Allied Staffing segment provides workforce solutions and traditional staffing, including temporary and permanent placement of travel nurses and allied professionals, as well as per diem and contract nurses and allied personnel. We also provide clinical and non-clinical professionals on long-term assignments to clients such as public and charter schools, correctional facilities, skilled nursing facilities, and other non-acute settings. We provide flexible workforce solutions to our healthcare customers through diversified offerings designed to meet their unique needs, including: MSP, OWS, IRP and consulting services.
- *Physician Staffing* – For the year ended December 31, 2020, Physician Staffing represented approximately 8% of our total revenue. Physician Staffing provides physicians in many specialties, as well as CRNAs, NPs, and PAs as independent contractors on temporary assignments throughout the U.S.
- *Search* – For the year ended December 31, 2020, Search represented approximately 1% of our total revenue. Search includes retained and contingent search services for physicians, healthcare executives, and other healthcare professionals, as well as RPO.

Summary of Operations

For the year ended December 31, 2020, revenue from services increased 1.7% year-over-year to \$836.4 million, driven by growth in our largest segment, Nurse and Allied Staffing, due to continued acceleration in demand primarily as a result of a high volume of COVID-19 assignments, as well as our support of two labor disruptions. As a result of the rise in demand and a tight labor market, our average travel bill rates increased due to the increases in pay rates required to attract healthcare professionals. Throughout the pandemic, we have worked with our clients to adjust bill rates, both increasing and decreasing rates as necessary, to provide critical healthcare professionals. Revenue from Physician Staffing and Search decreased year-over-year by 8.9% and 28.8%, respectively, for the year ended December 31, 2020, as both segments continued to experience an adverse impact from COVID-19. Within Physician Staffing, revenue from advanced practices increased, offset by declines in other physician specialties.

Net loss attributable to common shareholders for the year ended December 31, 2020 was \$13.0 million as compared to a net loss of \$57.7 million in the prior year. Profitability in the current year was impacted by \$6.1 million of restructuring costs and \$16.2 million of impairment charges. Profitability in the year ended December 31, 2019 was impacted by \$3.6 million of restructuring costs, \$16.3 million of impairment charges, \$1.6 million of legal settlement charges, \$2.0 million loss on early extinguishment of debt, and \$1.3 million loss on derivative.

For the year ended December 31, 2020, we generated cash flow from operating activities of \$27.2 million and repaid a net of \$17.6 million on our senior-secured asset-based credit facility (ABL). As of December 31, 2020, we had \$1.6 million in cash

and cash equivalents, and availability under the ABL of \$125.5 million, with \$53.4 million of borrowings drawn under our ABL, and \$18.5 million of undrawn letters of credit outstanding, leaving \$53.6 million available for borrowing. See Note 8 - Debt to our consolidated financial statements.

We expect that COVID-19 will continue to have a mixed impact on our business, with rapid changes possible in both demand and bill rates, and that higher bill rates will likely trend down throughout 2021.

See Results of Operations, Segment Results, and Liquidity and Capital Resources sections that follow for further information.

Operating Metrics

We evaluate our financial condition by tracking operating metrics and financial results specific to each of our segments. Key operating metrics include hours worked, days filled, number of contract personnel on a full-time equivalent basis (FTE), revenue per FTE, and revenue per day filled. Other operating metrics include number of open orders, candidate applications, contract bookings, length of assignment, bill and pay rates, and renewal and fill rates, number of active searches, and number of placements. These operating metrics are representative of trends that assist management in evaluating business performance. Due to the timing of our business process and other factors, certain of these operating metrics may not necessarily correlate to the reported GAAP results for the periods presented. Some of the segment financial results analyzed include revenue, operating expenses, and contribution income. In addition, we monitor cash flow as well as operating and leverage ratios to help us assess our liquidity needs.

Business Segment	Business Measurement
Nurse and Allied Staffing	FTEs represent the average number of Nurse and Allied Staffing contract personnel on a full-time equivalent basis. Average revenue per FTE per day is calculated by dividing the Nurse and Allied Staffing revenue per FTE by the number of days worked in the respective periods. Nurse and Allied Staffing revenue also includes revenue from the permanent placement of nurses.
Physician Staffing	Days filled is calculated by dividing the total hours invoiced during the period, including an estimate for the impact of accrued revenue, by 8 hours. Revenue per day filled is calculated by dividing revenue as reported by days filled for the period presented.

Results of Operations

The following table summarizes, for the periods indicated, selected consolidated statements of operations data expressed as a percentage of revenue. Our historical results of operations are not necessarily indicative of future operating results.

	Year Ended December 31,	
	2020	2019
Revenue from services	100.0 %	100.0 %
Direct operating expenses	75.8	75.2
Selling, general and administrative expenses	20.8	22.1
Bad debt expense	0.4	0.3
Depreciation and amortization	1.5	1.7
Acquisition and integration-related costs	—	—
Restructuring costs	0.7	0.4
Legal settlement charges	—	0.2
Impairment charges	1.9	2.0
Loss from operations	(1.1)	(1.9)
Interest expense	0.3	0.6
Loss on derivative	—	0.2
Loss on early extinguishment of debt	—	0.2
Other income, net	—	—
Loss before income taxes	(1.4)	(2.9)
Income tax expense (benefit)	—	3.9
Consolidated net loss	(1.4)	(6.8)
Less: Net income attributable to noncontrolling interest in subsidiary	0.1	0.2
Net loss attributable to common shareholders	(1.5)%	(7.0)%

Comparison of Results for the Year Ended December 31, 2020 compared to the Year Ended December 31, 2019

	Year Ended December 31,			
	2020	2019	Increase (Decrease) \$	Increase (Decrease) %
	(Dollars in thousands)			
Revenue from services	\$ 836,417	\$ 822,224	\$ 14,193	1.7 %
Direct operating expenses	633,685	618,215	15,470	2.5 %
Selling, general and administrative expenses	173,809	181,959	(8,150)	(4.5)%
Bad debt expense	3,035	2,008	1,027	51.1 %
Depreciation and amortization	12,671	14,075	(1,404)	(10.0)%
Acquisition and integration-related costs	77	201	(124)	(61.7)%
Restructuring costs	6,052	3,571	2,481	69.5 %
Legal settlement charges	—	1,600	(1,600)	(100.0)%
Impairment charges	16,248	16,306	(58)	(0.4)%
Loss from operations	(9,160)	(15,711)	6,551	41.7 %
Interest expense	2,890	5,306	(2,416)	(45.5)%
Loss on derivative	—	1,284	(1,284)	(100.0)%
Loss on early extinguishment of debt	—	1,978	(1,978)	(100.0)%
Other expense (income), net	280	(68)	348	511.8 %
Loss before income taxes	(12,330)	(24,211)	11,881	49.1 %
Income tax (benefit) expense	(188)	31,732	(31,920)	(100.6)%
Consolidated net loss	(12,142)	(55,943)	43,801	78.3 %
Less: Net income attributable to noncontrolling interest in subsidiary	820	1,770	(950)	(53.7)%
Net loss attributable to common shareholders	\$ (12,962)	\$ (57,713)	\$ 44,751	77.5 %

Revenue from services

Revenue from services increased \$14.2 million, or 1.7%, to \$836.4 million for the year ended December 31, 2020, as compared to \$822.2 million for the year ended December 31, 2019. The increase was due primarily to growth in our Nurse and Allied Staffing segment, partially offset by declines in our Physician Staffing and Search segments. Revenue growth within Nurse and Allied was driven primarily by higher demand and bill rates related to COVID-19, which were partially offset by declines in revenue from education clients, and other specialties impacted by hospitals deferrals of elective procedures and lower census earlier in the year.

Direct operating expenses

Direct operating expenses are comprised primarily of field employee compensation and independent contractor expenses, housing expenses, travel expenses, and related insurance expenses. Direct operating expenses increased \$15.5 million, or 2.5%, to \$633.7 million for the year ended December 31, 2020, as compared to \$618.2 million for the year ended December 31, 2019. As a percentage of total revenue, direct operating expenses increased to 75.8% compared to 75.2% in the prior year period, reflecting a change in the mix of business, primarily as the higher compensation of COVID-19 assignments were generally priced at a lower average margin.

Selling, general and administrative expenses

Selling, general and administrative expenses decreased \$8.2 million, or 4.5%, to \$173.8 million for the year ended December 31, 2020, as compared to \$182.0 million for the year ended December 31, 2019, primarily driven by reductions in headcount and lower rent expense due to the closure of a significant number of offices, associated with our cost reduction program, as well as lower consulting expenses. These reductions were partially offset by increases in equity compensation

expense, IT expenses relating to our digital transformation, and legal fees, as well as additional compensation expense related to the short-term incentive plan. As a percentage of total revenue, selling, general and administrative expenses were 20.8% and 22.1% for the years ended December 31, 2020 and December 31, 2019, respectively.

Depreciation and amortization expense

Depreciation and amortization expense in the year ended December 31, 2020 decreased to \$12.7 million as compared to \$14.1 million for the year ended December 31, 2019. Amortization expense in both years included accelerated amortization of trade names associated with our rebranding initiatives, partially offset by lower depreciation expense related to fully amortized assets that have not been replaced. See Note 5 - Goodwill, Trade Names, and Other Intangible Assets to our consolidated financial statements. As a percentage of revenue, depreciation and amortization expense was 1.5% for the year ended December 31, 2020 and 1.7% for the year ended December 31, 2019.

Restructuring costs

Restructuring costs for the years ended December 31, 2020 and 2019 were primarily comprised of employee termination costs and ongoing lease costs related to the Company's strategic reduction of its real estate footprint, as well as reorganization costs as part of our planned costs savings initiatives for the year ended December 31, 2020. Restructuring costs totaled \$6.1 million and \$3.6 million for the years ended December 31, 2020 and 2019, respectively.

Legal settlement charges

There were no legal settlement charges for the year ended December 31, 2020. Legal settlement charges totaled \$1.6 million for the year ended December 31, 2019 related to the resolution of a medical malpractice lawsuit in excess of carrier limits, as well as a 2019 California wage and hour class action settlement agreement. T

Impairment charges

Impairment charges totaled \$16.2 million for the year ended December 31, 2020. These were comprised of \$10.7 million of impairment, primarily related to goodwill and other intangible assets of our Search and Nurse and Allied businesses, and \$5.5 million related to right-of-use assets and related property and equipment in connection with leases that were vacated during the year. During the year ended December 31, 2019, in connection with our restructuring activities, we ceased using leased space which resulted in impairment charges related to our right-of-use assets of \$1.2 million and \$0.6 million of impairment related to property and equipment. In addition, as part of evolving our go-to-market strategy, in the second quarter of 2019, we eliminated certain brands across all of our segments as part of our rebranding initiatives and, as a result, \$14.5 million of indefinite-lived trade names related to Nurse and Allied Staffing were written off as impairment charges. See Note 5 - Goodwill, Trade Names, and Other Intangible Assets and Note 10 - Leases to our consolidated financial statements.

Interest expense

Interest expense totaled \$2.9 million for the year ended December 31, 2020 and \$5.3 million for the year ended December 31, 2019, due to lower average borrowings and a lower effective interest rate. The effective interest rate on our borrowings was 3.5% and 5.1% for the years ended December 31, 2020 and 2019, respectively.

Loss on derivative

There were no charges related to loss on derivative for the year ended December 31, 2020. We incurred a loss on derivative of \$1.3 million for the year ended December 31, 2019 which was paid to terminate an interest rate hedge related to our term loan that was subsequently refinanced in October 2019. See Note 8 - Debt and Note 9 - Derivative to our consolidated financial statements.

Loss on early extinguishment of debt

There were no charges related to loss on early extinguishment of debt for the year ended December 31, 2020. Loss on early extinguishment of debt totaled \$2.0 million for the year ended December 31, 2019. The loss related to write-off and extinguishment costs of \$1.5 million related to the refinancing of our debt in the fourth quarter of 2019, and the write-off of debt issuance costs of \$0.5 million in the prior quarters related to optional prepayments on our term loan made in the first and second quarters as well as optional reductions in borrowing capacity under our prior revolving credit facility. See Note 8 - Debt to our consolidated financial statements.

Income tax (benefit) expense

Income tax benefit totaled \$0.2 million for the year ended December 31, 2020, compared to income tax expense of \$31.7 million for the year ended December 31, 2019. The effective tax rate was 1.5% and negative 131.1%, including the impact of discrete items, for the years ended December 31, 2020 and 2019, respectively. The effective tax rate in 2020 was impacted by the additional valuation allowance on deferred tax assets, impairment of indefinite-lived intangibles, and international and state taxes. The effective tax rate in 2019 was impacted by the initial establishment of a valuation allowance on the majority of our deferred tax assets, impairment of indefinite-lived intangibles, and international and state taxes. See Note 14 - Income Taxes to our consolidated financial statements.

Segment Results

Information on operating segments and a reconciliation to loss from operations for the periods indicated are as follows:

	Year Ended December 31,	
	2020	2019
	(amounts in thousands)	
Revenue from services:		
Nurse and Allied Staffing	\$ 757,949	\$ 732,815
Physician Staffing	67,934	74,605
Search	10,534	14,804
	<u>\$ 836,417</u>	<u>\$ 822,224</u>
Contribution income (loss):		
Nurse and Allied Staffing	\$ 75,293	\$ 64,353
Physician Staffing	3,619	2,758
Search	(1,124)	(823)
	<u>77,788</u>	<u>66,288</u>
Corporate overhead	51,900	46,246
Depreciation and amortization	12,671	14,075
Acquisition and integration-related costs	77	201
Restructuring costs	6,052	3,571
Legal settlement charges	—	1,600
Impairment charges	16,248	16,306
Loss from operations	<u>\$ (9,160)</u>	<u>\$ (15,711)</u>

In 2019, as part of our rebranding efforts, we merged our permanent search recruitment brands. As a result, for the year ended December 31, 2018 \$1.7 million of revenue and \$0.2 million of contribution income were reclassified from Nurse and Allied Staffing to Search to conform to the current period presentation. See Note 18 - Segment Data.

Certain statistical data for our business segments for the periods indicated are as follows:

	Year Ended December 31,		Change	Percent Change
	2020	2019		
<u>Nurse and Allied Staffing statistical data:</u>				
FTEs	6,037	7,113	(1,076)	(15.1)%
Average Nurse and Allied Staffing revenue per FTE per day	\$ 343	\$ 282	\$ 61	21.6 %
<u>Physician Staffing statistical data:</u>				
Days filled	38,987	44,381	(5,394)	(12.2)%
Revenue per day filled	\$ 1,742	\$ 1,681	\$ 61	3.6 %

See definition of Business Measurements under the Operating Metrics section of our Management's Discussion and Analysis.

Segment Comparison - Year Ended December 31, 2020 compared to the Year Ended December 31, 2019

Nurse and Allied Staffing

Revenue increased \$25.1 million, or 3.4% to \$757.9 million for the year ended December 31, 2020, from \$732.8 million for the year ended December 31, 2019.

Contribution income for the year ended December 31, 2020, increased \$10.9 million or 17.0%, to \$75.3 million from \$64.4 million in year ended December 31, 2019. As a percentage of segment revenue, contribution income margin increased to 9.9% for the year ended December 31, 2020 from 8.8% for the year ended December 31, 2019.

The average number of FTEs on contract during the year ended December 31, 2020 decreased 15.1% from the year ended December 31, 2019. Average revenue per FTE per day increased approximately 21.6% in the year ended December 31, 2020 compared to the year ended December 31, 2019.

Physician Staffing

Revenue decreased \$6.7 million, or 8.9% to \$67.9 million for the year ended December 31, 2020, compared to \$74.6 million for the year ended December 31, 2019.

Contribution income for the year ended December 31, 2020, increased \$0.8 million or 31.2% to \$3.6 million compared to \$2.8 million in the year ended December 31, 2019. As a percentage of segment revenue, contribution income was 5.3% for the year ended December 31, 2020 and 3.7% for the year ended December 31, 2019.

Total days filled decreased 12.2% to 38,987 in the year ended December 31, 2020, compared to 44,381 in the year ended December 31, 2019. Revenue per day filled was \$1,742 for the year ended December 31, 2020 and \$1,681 for the year ended December 31, 2019.

Search

Revenue for the year ended December 31, 2020, decreased \$4.3 million, or 28.8%, to \$10.5 million from \$14.8 million in the year ended December 31, 2019.

Contribution loss was \$1.1 million for the year ended December 31, 2020, compared with \$0.8 million for the year ended December 31, 2019.

Corporate overhead

Corporate overhead includes unallocated executive leadership and other centralized corporate functional support costs such as finance, IT, legal, human resources, and marketing, as well as public company expenses and corporate-wide projects. Corporate overhead increased to \$51.9 million for the year ended December 31, 2020, from \$46.2 million for the year ended December 31, 2019. As a percentage of consolidated revenue, unallocated corporate overhead was 6.2% for the year ended December 31, 2020, and 5.6% for the year ended December 31, 2019.

Transactions with Related Parties

See Note 17 - Related Party Transactions to our consolidated financial statements.

Liquidity and Capital Resources

At December 31, 2020, we had \$1.6 million in cash and cash equivalents and \$53.4 million of borrowings drawn under our ABL. Working capital decreased by \$8.2 million to \$89.7 million as of December 31, 2020, compared to \$97.9 million as of December 31, 2019, primarily due to the timing of disbursements and increased compensation accruals. As of December 31, 2020 and 2019, our days' sales outstanding, net of amounts owed to subcontractors, was 58 days. As of December 31, 2020, we do not have any off-balance sheet arrangements.

Our operating cash flow constitutes our primary source of liquidity, and historically, has been sufficient to fund our working capital, capital expenditures, internal business expansion, and debt service. This includes our commitments, both short-term and long-term, of interest expense on our ABL credit facility, payments on our promissory note payable, and operating lease commitments, as well as any settlements on uncertain tax positions, and future principal payments on our ABL credit facility. Although there is uncertainty related to the anticipated impact of COVID-19 on our future results, we expect to meet our future needs from a combination of cash on hand, operating cash flows, and funds available through the ABL. See debt discussion which follows.

Cash Flow Comparisons

Year Ended December 31, 2020 Compared to Year Ended December 31, 2019

Net cash provided by operating activities during the year ended December 31, 2020 was \$27.2 million compared to \$5.5 million during the year ended December 31, 2019, primarily due to stronger collections and the timing of disbursements.

Net cash used in investing activities during the year ended December 31, 2020 was \$4.6 million compared to \$2.9 million in the year ended December 31, 2019. Net cash used in both periods was for capital expenditures, primarily related to the project to replace our applicant tracking system.

Net cash used in financing activities during the year ended December 31, 2020 was \$22.0 million, compared to \$17.6 million during the year ended December 31, 2019. During the year ended December 31, 2020, we used cash to repay borrowing on our ABL of \$17.6 million, \$2.4 million to pay our note payable, and \$2.0 million for other financing activities. During the year ended December 31, 2019, we used cash to repay borrowing on our ABL and make optional debt prepayments on our prior senior credit facility of \$12.9 million, \$2.1 million to pay debt issuance costs and other debt-related fees and expenses, and \$2.6 million for other financing activities.

Debt

2019 ABL Credit Agreement

As more fully described in Note 8 - Debt to our consolidated financial statements, effective October 25, 2019, our prior senior credit facility entered into in August 2017 was replaced by a \$120.0 million ABL Credit Agreement (Loan Agreement), which provides for a five-year senior secured revolving credit facility. On June 30, 2020, we amended the Loan Agreement, which increased the current aggregate committed size of the ABL from \$120.0 million to \$130.0 million. All other terms, conditions, covenants, and pricing of the Loan Agreement remain the same.

As of December 31, 2020, the interest rate spreads and fees under the Loan Agreement were based on LIBOR plus 2.00% for the revolving portion of the borrowing base and LIBOR plus 4.00% on the Supplemental Availability. The Base Rate (as defined by the Loan Agreement) margins would have been 1.00% and 3.00%, respectively, for the revolving portion and Supplemental Availability, respectively. The LIBOR and Base Rate margins are subject to monthly pricing adjustments, pursuant to a pricing matrix based on our excess availability under the revolving credit facility. In addition, the facility is subject to an unused fee, letter of credit fees, and an administrative fee. The Loan Agreement contains various restrictions and covenants, including a covenant to maintain a minimum fixed charge coverage ratio. We were in compliance with the fixed charge coverage ratio covenant as of December 31, 2020. Availability under the ABL is subject to a borrowing base, which was \$125.5 million at December 31, 2020, with \$53.4 million of borrowings drawn as well as \$18.5 million of letters of credit outstanding, leaving \$53.6 million available for borrowing.

Note Payable

As of December 31, 2020, the current portion of the subordinated promissory note payable, made in connection with the Mediscan acquisition, in the amount of \$2.4 million is included in other current liabilities and the long-term portion of \$2.5 million is included in other long-term liabilities on the consolidated balance sheets.

See Note 8 - Debt to our consolidated financial statements.

Stockholders' Equity

See Note 15 - Stockholders' Equity to our consolidated financial statements.

Critical Accounting Policies and Estimates

We have identified the following critical accounting policies that affect the more significant judgments and estimates used in the preparation of our consolidated financial statements. The preparation of our consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and judgments that affect our reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. We evaluate our estimates on an on-going basis, including those related to asset impairment, accruals for self-insurance, allowance for doubtful accounts and sales allowances, taxes and other contingencies, and litigation. We state our

accounting policies in the notes to the audited consolidated financial statements for the year ended December 31, 2020, contained herein. These estimates are based on information that is currently available to us and on various assumptions that we believe to be reasonable under the circumstances. Actual results could vary from those estimates under different assumptions or conditions.

We believe that the following critical accounting policies affect the more significant judgments and estimates used in the preparation of our consolidated financial statements:

Goodwill, trade names, and other intangible assets

Our business acquisitions typically result in the recording of goodwill, trade names, and other intangible assets, and the recorded values of those assets may become impaired in the future. The determination of the value of such intangible assets requires management to make estimates and assumptions that affect our consolidated financial statements. For intangible assets purchased in a business combination, the estimated fair values of the assets received are used to establish their recorded values. As more fully described in Note 2 - Summary of Significant Accounting Policies, we assess the impairment of goodwill of our reporting units and indefinite-lived intangible assets annually, or more often if events or changes in circumstances indicate that the carrying value may not be recoverable.

Application of the goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units, and determination of the fair value of each reporting unit. Significant judgments are required to estimate the fair value of reporting units including estimating future cash flows, and determining appropriate discount rates, growth rates, company control premium, and other assumptions. Changes in these estimates and assumptions could materially affect the determination of fair value for each reporting unit. See Note 5 - Goodwill, Trade Names, and Other Intangible Assets, where impairment testing in 2020, 2019, and 2018 is more fully described.

Indefinite-lived intangible assets related to our trade names were not amortized but instead tested for impairment at least annually, or more frequently should an event or circumstances indicate that a reduction in fair value may have occurred. We perform testing of indefinite-lived intangible assets, other than goodwill, at the asset group level using the relief from royalty method. If the carrying value exceeds the fair value, an impairment loss is recorded for that excess.

There can be no assurance that the estimates and assumptions made for purposes of the annual impairment test will prove to be accurate predictions of the future. Although management believes the assumptions and estimates made are reasonable and appropriate, different assumptions and estimates could materially impact the reported financial results.

In addition, we are required to test the recoverability of long-lived assets, including identifiable intangible assets with definite lives, whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. In testing for potential impairment, if the carrying value of the asset group exceeds the expected undiscounted cash flows, we must then determine the amount by which the fair value of those assets exceeds the carrying value and determine the amount of impairment, if any.

See Note 10 - Leases and Note 11 - Fair Value Measurements for further discussion of impairment testing.

Risk and Uncertainties

The calculation of fair value used in these impairment assessments included a number of estimates and assumptions that required significant judgments, including projections of future income and cash flows, long-term growth rates, the identification of appropriate market multiples, royalty rates, and the choice of an appropriate discount rate. See Note 5 - Goodwill, Trade Names, and Other Intangible Assets. In addition, deterioration of demand for our services, deterioration of labor market conditions, reduction of our stock price for an extended period, or other factors as described in Item 1A. *Risk Factors*, may affect our determination of fair value of goodwill, trade names, or other intangible assets. This evaluation can also be triggered by various indicators of impairment which could cause the estimated discounted cash flows to be less than the carrying amount of net assets. If we are required to record an impairment charge in the future, it could have an adverse impact on our results of operations. Under the current credit agreement an impairment charge will not have an impact on our liquidity. As of December 31, 2020, we had total goodwill, intangible assets not subject to amortization, and other intangible assets of \$131.7 million or 36.9% of our total assets.

Health, workers' compensation, and professional liability expense

We maintain accruals for our health, workers' compensation, and professional liability claims that are partially self-insured and are classified as accrued compensation and benefits on our consolidated balance sheets. We determine the adequacy of these accruals by periodically evaluating our historical experience and trends related to health, workers' compensation, and professional liability claims and payments, based on actuarial models, as well as industry experience and trends. If such models indicate that our accruals are overstated or understated, we will adjust accruals as appropriate. Healthcare insurance accruals have fluctuated with increases or decreases in the average number of temporary healthcare professionals on assignment as well as actual company experience and increases in national healthcare costs. As of December 31, 2020 and 2019, we had \$3.9 million and \$3.6 million accrued, respectively, for incurred but not reported health insurance claims. Corporate and field employees are covered through a partially self-insured health plan. Workers' compensation insurance accruals can fluctuate over time due to the number of employees and inflation, as well as additional exposures arising from the current policy year. As of December 31, 2020, and 2019, we had \$12.4 million and \$11.8 million accrued for case reserves and for incurred but not reported workers' compensation claims, net of insurance receivables, respectively. The accrual for workers' compensation is based on an actuarial model which is prepared or reviewed by an independent actuary semi-annually. As of December 31, 2020, and 2019, we had \$5.8 million and \$6.7 million accrued, respectively, for case reserves and for incurred but not reported professional liability claims, net of insurance receivables. The accrual for professional liability is based on actuarial models which are prepared by an independent actuary semi-annually.

Revenue recognition

We recognize revenue from our services when control of the promised services is transferred to our customers, in an amount that reflects the consideration we expect to receive in exchange for the service. We have concluded that transfer of control of our staffing services, which represents the majority of our revenues, occurs over time as the services are provided, which is consistent with revenue recognition under the prior guidance.

The following is a description of the nature, amount, timing and uncertainty of revenue and cash flows from which we generate revenue.

Temporary Staffing Revenue

Revenue from temporary staffing is recognized as control of the services is transferred over time, and is based on hours worked by our field staff. We recognize the majority of our revenue at the contractual amount we have the right to invoice for services completed to date. Generally, billing to customers occurs weekly, bi-weekly, or monthly and is aligned with the payment of services to the temporary staff. Accounts receivable includes estimated revenue for employees' and independent contractors' time worked but not yet invoiced. At December 31, 2020 and December 31, 2019, our estimate of amounts that had been worked but had not been billed totaled \$48.3 million and \$46.1 million, respectively, and are included in accounts receivable in the consolidated balance sheets.

Other Services Revenue

We offer other optional services to our customers that are transferred over time including: MSPs providing agency services (as further described below in Gross Versus Net Policies), RPO, other outsourcing services, and retained search services, as well as separately billable travel and housing costs, which in total amount to less than 5% of our consolidated revenue for the years ended December 31, 2020, 2019, and 2018. Generally, billing and payment terms for MSP agency services is consistent with temporary staffing as the customers are similar or the same. Revenue from these services are recognized based on the contractual amount for services completed to date which best depicts the transfer of control of services.

For our RPO, other outsourcing, and retained search services, revenue is generally recognized in the amount to which the entity has a right to invoice which corresponds directly with the value to the customer. We do not, in the ordinary course of business, offer warranties or refunds.

Gross Versus Net Policies

We record revenue on a gross basis as a principal or on a net basis as an agent depending on the contracted arrangement, as follows:

- We have certain contracts with acute care facilities to provide comprehensive MSP solutions. Under these contract arrangements, we use our nurses primarily, along with those of third party subcontractors, to fulfill customer orders. If a subcontractor is used, we invoice our customer for these services, but revenue is recorded at the time of billing, net

of any related subcontractor liability. The resulting net revenue represents the administrative fee charged by us for our MSP services.

- Revenue from our Physician Staffing business is recognized on a gross basis as we believe we are the principal in the arrangements.

Allowances

We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments, which results in a provision for bad debt expense. We determine the adequacy of this allowance based on historical write-off experience, current conditions, an analysis of the aging of outstanding receivable and customer payment patterns, and specific reserves for customers in adverse conditions adjusted for current expectations for the customers or industry. Based on the information currently available, we also considered current expectations of future economic conditions, including the impact of COVID-19, when estimating our allowance for doubtful accounts. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. We write off specific accounts based on an ongoing review of collectability as well as our past experience with the customer. In addition, we maintain a sales allowance for billing-related adjustments which may arise in the ordinary course and adjustments to the reserve are recorded as contra-revenue. As of December 31, 2020 and 2019, our total allowances were \$4.0 million and \$3.2 million, respectively.

Contingent liabilities

We are subject to various litigation, claims, investigations, and other proceedings that arise in the ordinary course of our business. These matters primarily relate to employee-related matters that include individual and collective claims, professional liability, tax, and payroll practices. Our healthcare facility clients may also become subject to claims, governmental inquiries and investigations, and legal actions to which we may become a party relating to services provided by our professionals. We record a liability when available information indicates that a loss is probable and an amount or range of loss can be reasonably estimated. Significant judgment is required to determine both the probability of loss and the estimated amount. At least quarterly, we review our accrual and/or disclosures to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, or new information. However, losses ultimately incurred could materially differ from amounts accrued. See Note 13 - Contingencies.

Income taxes

We account for income taxes in accordance with the *Income Taxes* Topic of the FASB ASC. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and other loss carryforwards. 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. As of December 31, 2020, we have deferred tax assets related to certain federal, state, and foreign net operating loss carryforwards of \$20.5 million. But for those net operating loss carryforwards with an indefinite carryover, the carryforwards will expire as follows: federal between 2032 and 2040, state between 2021 and 2040, and foreign between 2021 and 2025. As of December 31, 2020 and 2019, we had valuation allowances on our deferred tax assets of \$37.5 million and \$37.3 million, respectively. As of June 30, 2019, management assessed the available positive and negative evidence to estimate whether sufficient future taxable income will be generated to permit use of its existing deferred tax assets. A significant piece of objective negative evidence evaluated was the cumulative loss incurred over the three-year period ended June 30, 2019. On the basis of this evaluation, an additional valuation allowance of \$36.0 million was recorded in the second quarter (\$35.8 million of which was recorded as income tax expense and \$0.2 million as a reduction of other comprehensive income) to reduce the portion of the deferred tax asset that is not more likely than not to be realized. The Company intends to maintain a valuation allowance until sufficient positive evidence exists to support its reversal. The December 31, 2020 and 2019 valuation allowance applied to all domestic deferred tax assets other than certain deferred tax assets expected to be realized. See Note 14 - Income Taxes to our consolidated financial statements.

We maintain valuation allowances when it is more likely than not that all or a portion of a deferred tax asset will not be realized. In determining whether a valuation allowance is warranted, we evaluate factors such as prior earnings history, expected future earnings, carryback and carryforward periods, and tax strategies. We consider all positive and negative evidence to estimate if sufficient future taxable income will be generated to realize the deferred tax asset. We consider cumulative losses in recent years as well as the impact of one-time events in assessing our pre-tax earnings. Assumptions

regarding future taxable income require significant judgment. Our assumptions are consistent with estimates and plans used to manage our business, which includes restructuring and other initiatives. In the event that actual results differ from these estimates, or we adjust these estimates in future periods for current trends or changes in our estimating assumptions, we may modify the level of the valuation allowance which could materially impact our business, financial condition, and results of operations.

We are subject to income taxes in the U.S. and certain foreign jurisdictions. Significant judgment is required in determining our consolidated provision for income taxes and recording the related deferred tax assets and liabilities. In the ordinary course of our business there are many transactions and calculations where the ultimate tax determination is uncertain. Accruals for unrecognized tax benefits are provided for in accordance with the *Income Taxes* Topic of the FASB ASC. An unrecognized tax benefit represents the difference between the recognition of benefits related to exposure items for income tax reporting purposes and financial reporting purposes. The entire portion of the unrecognized tax benefit is classified as a component of other long-term liabilities in the consolidated balance sheets. As of December 31, 2020, total unrecognized tax benefits recorded was \$6.9 million. We reserve for interest and penalties on exposure items, if applicable, which is recorded as a component of the overall income tax provision.

We are regularly under audit by tax authorities. Although the outcome of tax audits is always uncertain, we believe that we have appropriate support for the positions taken on our tax returns and that our annual tax provision includes amounts sufficient to pay any assessments. Nonetheless, the amounts ultimately paid, if any, upon resolution of the issues raised by the taxing authorities may differ materially from the amounts accrued for each year.

Recent Accounting Pronouncements

See Note 2 - Summary of Significant Accounting Policies to our consolidated financial statements.

Seasonality

See Item 1. Business.

Inflation

We do not believe that inflation had a significant impact on our results of operations for the periods presented. On an ongoing basis, we seek to ensure that billing rates reflect increases in costs due to inflation. In addition, we attempt to minimize any residual impact on our operating results by controlling operating costs.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

Interest Rate Risk

We are exposed to interest rate risk associated with our debt instruments which have interest based on variable rates. As of December 31, 2020, we are exposed to the risk of fluctuation in interest rates relating to our ABL Credit Agreement (ABL) entered into on October 25, 2019. Our ABL charges us interest at a rate based on either LIBOR or Base Rate (as defined in the ABL Credit Agreement) plus an applicable margin.

A 1% change in interest rates on our variable rate debt would have resulted in interest expense fluctuating approximately \$0.6 million and \$0.9 million, respectively, for the years ended December 31, 2020 and 2019, excluding the impact of the interest rate swap agreement. Considering the effect of our interest rate swap agreement in a 1% change in interest rates on our variable rate debt would have resulted in interest expense fluctuating approximately \$0.4 million for the year ended December 31, 2019.

See Item 1A, Risk Factors under “*The interest rates under our ABL Credit Agreement may be impacted by the phase-out of the London Interbank Offered Rate (LIBOR)*” for a discussion of the interest rate risk related to the potential phase-out of LIBOR in 2021.

Foreign Currency Risk

We have minor exposure to the impact of foreign currency fluctuations. Approximately 1% of selling, general and administrative expenses are related to certain software development and information technology support provided by our employees in Pune, India. Changes in foreign currency exchange rates impact translations of foreign denominated assets and liabilities into U.S. dollars and future earnings and cash flows from transactions denominated in different currencies. We have not entered into any foreign currency hedges.

Our international operations transact business in their functional currency. As a result, fluctuations in the value of foreign currencies against the U.S. dollar have an impact on reported results. Expenses denominated in foreign currencies are translated into U.S. dollars at monthly average exchange rates prevailing during the period. Consequently, as the value of the U.S. dollar changes relative to the currencies of our non-U.S. markets, our reported results vary.

Fluctuations in exchange rates also impact the U.S. dollar amount of stockholders’ equity. The assets and liabilities of our non-U.S. subsidiaries are translated into U.S. dollars at the exchange rate in effect at the end of a reporting period. The resulting translation adjustments are recorded in stockholders’ equity, as a component of accumulated other comprehensive loss, included in other stockholders’ equity in our consolidated balance sheets.

Item 8. Financial Statements and Supplementary Data.

See Item 15 – Exhibits, Financial Statement Schedules of Part IV of this Report.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.**Evaluation of Disclosure Controls and Procedures**

We carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our "disclosure controls and procedures" (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended, or the Exchange Act), as of the end of the period covered by this report. Based upon the evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective. Disclosure controls and procedures are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized, communicated to management, including the Chief Executive Officer and the Chief Financial Officer, and reported within the time periods specified in the SEC's rules and forms. The disclosure controls and procedures are designed to ensure that information required to be disclosed by us in reports required under the Exchange Act of 1934, as amended, is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, in order to allow timely decisions regarding any required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. We have not experienced any material impact to our internal controls over financial reporting despite the fact that most of our employees are working remotely due to the COVID-19 pandemic.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) and Rule 15d-15(f) under the Exchange Act). Our internal control system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Management conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2020. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO, in the Internal Control-Integrated Framework (2013 framework).

Based on its evaluation, management concluded that, as of December 31, 2020, our internal control over financial reporting is effective based on the specific criteria.

Attestation Report of Independent Registered Public Accounting Firm

The effectiveness of our internal control over financial reporting as of December 31, 2020 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which appears in Part IV, Item 15 of this report.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Information with respect to directors, executive officers and corporate governance is included in our Proxy Statement for the 2021 Annual Meeting of Stockholders (Proxy Statement) to be filed pursuant to Regulation 14A with the SEC not later than 120 days after the close of the fiscal year covered by this Annual Report and such information is incorporated herein by reference.

Item 11. Executive Compensation.

Information with respect to executive compensation is included in our Proxy Statement to be filed with the SEC not later than 120 days after the close of the fiscal year covered by this Annual Report and such information is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholders Matters.

Information with respect to beneficial ownership of our common stock is included in our Proxy Statement to be filed with the SEC not later than 120 days after the close of the fiscal year covered by this Annual Report and such information is incorporated herein by reference.

With respect to equity compensation plans as of December 31, 2020, see table below:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c) ⁽¹⁾
Equity compensation plans approved by security holders	—	\$ —	2,874,588
Equity compensation plans not approved by security holders	None	N/A	N/A
Total	—	\$ —	2,874,588

⁽¹⁾ For Performance Stock Awards issued under the 2020 Omnibus Incentive Plans, we consider the expected number of shares that may be issued under the award to be outstanding. When the number of Performance Stock Awards have been determined, we true up the actual number of shares that were awarded and return any unawarded shares into shares available for issuance. Performance Stock Awards will be issued under the 2020 Omnibus Incentive Plan beginning March 31, 2021. See Note 15 - Stockholders' Equity to our consolidated financial statements.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Information with respect to certain relationships and related transactions, and director independence is included in our Proxy Statement to be filed with the SEC not later than 120 days after the close of the fiscal year covered by this Annual Report and such information is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services.

Information with respect to the fees and services of our principal accountant is included in our Proxy Statement to be filed with the SEC not later than 120 days after the close of the fiscal year covered by this Annual Report and such information is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) Documents filed as part of the report.

(1) Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of December 31, 2020 and 2019

Consolidated Statements of Operations for the Years Ended December 31, 2020, 2019, and 2018

Consolidated Statements of Comprehensive Loss for the Years Ended December 31, 2020, 2019,
and 2018

Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2020, 2019, and 2018

Consolidated Statements of Cash Flows for the Years Ended December 31, 2020, 2019, and 2018

Notes to Consolidated Financial Statements

(2) Financial Statements Schedule

Schedule II – Valuation and Qualifying Accounts for the Years Ended December 31, 2020, 2019, and 2018

(3) Exhibits

EXHIBIT INDEX

No.	Description
3.1	<u>Amended and Restated Certificate of Incorporation of the Registrant (Previously filed as an exhibit to the Company's Registration Statement on Form S-1/A, Commission File No. 333-64914, and incorporated by reference herein.)</u>
3.2	<u>Certificate of Correction to Amended and Restated Certificate of Incorporation of the Registrant (Previously filed as an exhibit to the Company's Form 10-K for the year ended December 31, 2017 and incorporated by reference herein.)</u>
3.3	<u>Amended and Restated By-laws of the Registrant (Previously filed as an exhibit to the Company's Form 10-Q for the quarter ended June 30, 2018 and incorporated by reference herein.)</u>
4.1	<u>Form of specimen common stock certificate (Previously filed as an exhibit to the Company's Registration Statement on Form S-1/A, Commission File No. 333-64914, and incorporated by reference herein.)</u>
4.2 #	<u>2014 Omnibus Incentive Plan - Restricted Stock Agreement Form (Previously filed as an exhibit to the Company's Form 10-Q for the quarter ended June 30, 2014 and incorporated by reference herein.)</u>
4.3 #	<u>2014 Omnibus Incentive Plan - Performance Share and Restricted Stock Agreement Form (Previously filed as an exhibit to the Company's Form 10-Q for the quarter ended June 30, 2014 and incorporated by reference herein.)</u>
4.4	<u>Description of the Company's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 (Previously filed as an exhibit to the Company's Form 10-K for the year ended December 31, 2019 and incorporated by reference herein.)</u>
10.1 #	<u>Cross Country, Inc. Deferred Compensation Plan (Previously filed as an exhibit to the Company's Form 10-K for the year ended December 31, 2002, and incorporated by reference herein.)</u>
10.2	<u>Lease Agreement between Cornerstone Opportunity Ventures, LLC and Cejka Search, Inc., dated February 2, 2007 (Previously filed as an exhibit to the Company's Form 10-K for the year ended December 31, 2006 and incorporated by reference herein.)</u>
10.3	<u>Second Amendment to Lease Agreement by and between Meridian Commercial Properties Limited Partnership and Cross Country Healthcare, Inc., dated February 17, 2007 (Previously filed as an exhibit to the Company's Form 10-K for the year ended December 31, 2006 and incorporated by reference herein.)</u>
10.4	<u>First Amendment to Lease Agreement dated as of September 1, 2007, by and between Cornerstone Opportunity Ventures, LLC and Cejka Search, Inc. (Previously filed as an exhibit to the Company's Form 10-Q for the quarter ended September 30, 2008 and incorporated by reference herein.)</u>
10.5 #	<u>Form of Non-Employee Directors' Restricted Stock Agreement under Cross Country Healthcare, Inc. 2007 Stock Incentive Plan (Previously filed as an exhibit to the Company's 8-K dated May 15, 2007 and incorporated by reference herein.)</u>
10.6 #	<u>Form of Stock Appreciation Rights Agreement under Cross Country Healthcare, Inc. 2007 Stock Incentive Plan (Previously filed as an exhibit to the Company's Form 8-K dated October 15, 2007 and incorporated by reference herein.)</u>
10.7	<u>Lease Agreement, dated July 18, 2013, between Peachtree II and III, LLC and MDA Holdings, Inc. (Previously filed as an exhibit to the Company's Form 10-Q for the quarter ended June 30, 2013 and incorporated by reference herein.)</u>
10.8 #	<u>Amended and Restated Executive Severance Plan of Cross Country Healthcare, Inc. (Previously filed as an exhibit to the Company's Form 8-K dated May 28, 2010 and incorporated by reference herein.)</u>
10.9	<u>Fourth Amendment to Lease Agreement by and between Granite Meridian LLC and Cross Country Healthcare, Inc., dated September 29, 2015 (Previously filed as an exhibit to the Company's Form 8-K dated October 2, 2015 and incorporated by reference herein.)</u>
10.10	<u>Ninth Amendment to Lease Agreement by and between Mainstreet CV North 40, LLC and Cross Country Healthcare, Inc., dated September 29, 2015 (Previously filed as an exhibit to the Company's Form 8-K dated October 2, 2015 and incorporated by reference herein.)</u>
10.11	<u>Lease Agreement by and between Mainstreet CV North 40, LLC and Cross Country Healthcare, Inc., dated September 29, 2015 (Previously filed as an exhibit to the Company's Form 8-K dated October 2, 2015 and incorporated by reference herein.)</u>
10.12	<u>Asset Purchase Agreement between Mediscan, Inc. and Direct Ed Solutions, Inc. and Mihal Spiegel, dated August 19, 2014 (Previously filed as an exhibit to the Company's Form 8-K dated November 3, 2015 and incorporated by reference herein.)</u>
10.13	<u>Third Amendment to Lease Agreement between RNSI City Place Owner, LLC and Cejka Search, Inc., dated December 2, 2015 (Previously filed as an exhibit to the Company's Form 10-KA for the year ended December 31, 2015 and incorporated by reference herein.)</u>

EXHIBIT INDEX (CONTINUED)

No.	Description
10.14	<u>Tenth Amendment to Lease agreement between Mainstreet CV North 40, LLC and Cross Country Healthcare, Inc., dated September 19, 2016 (Previously filed as an exhibit to the Company's Form 10-Q for the quarter ended September 30, 2016 and incorporated by reference herein.)</u>
10.15	<u>Amendment to Lease agreement between Mainstreet CV North 40, LLC and Cross Country Healthcare, Inc., dated September 19, 2016 (Previously filed as an exhibit to the Company's Form 10-Q for the quarter ended September 30, 2016 and incorporated by reference herein.)</u>
10.16	<u>Asset Purchase Agreement, dated June 13, 2017, among Cross Country Healthcare, Inc., as Buyer, Advantage RN, LLC, Advantage On Call, LLC, Advantage Locums, LLC, and Advantage RN Local Staffing, the Seller Parties, and Seller Representative (Previously filed as an exhibit to the Company's Form 8-K dated June 13, 2017 and incorporated by reference herein.)</u>
10.17	<u>Fourth Amendment to Lease Agreement between RNSI City Place Owner, LLC and Cejka Search, Inc., dated May 31, 2017 (Previously filed as an exhibit to the Company's Form 10-Q for the quarter ended September 30, 2017 and incorporated by reference herein.)</u>
10.18 #	<u>Cross Country Healthcare, Inc. Executive Nonqualified Excess Plan Adoption Agreement (Previously filed as an exhibit to the Company's Form 10-K dated December 31, 2017 and incorporated by reference herein.)</u>
10.19 #	<u>Employment Agreement between Cross Country Healthcare, Inc. and Kevin C. Clark, dated January 16, 2019 (Previously filed as an exhibit to the Company's Form 8-K dated January 16, 2019 and incorporated by reference herein.)</u>
10.20 #	<u>Amendment and Restatement to Employment Agreement, dated January 31, 2019, by and between Cross Country Healthcare, Inc. and William J. Burns (Previously filed as an exhibit to the Company's Form 8-K dated January 31, 2019 and incorporated by reference herein.)</u>
10.21 #	<u>Offer Letter, dated as of March 11, 2019, between Stephen Saville and Cross Country Healthcare, Inc. (Previously filed as an exhibit to the Company's Form 8-K dated April 16, 2019 and incorporated by reference herein.)</u>
10.22 #	<u>Offer Letter between Cross Country Healthcare, Inc. and Buffy White, dated March 6, 2019 (Previously filed as an exhibit to the Company's Form 10-Q for the quarter ended September 30, 2019 and incorporated by reference herein.)</u>
10.23 #	<u>Relocation Agreement between Cross Country Healthcare, Inc. and Buffy White, dated May 21 2019 (Previously filed as an exhibit to the Company's Form 10-Q for the quarter ended September 30, 2019 and incorporated by reference herein.)</u>
10.24	<u>ABL Credit Agreement, dated October 25, 2019, by and among Cross Country Healthcare, Inc. and certain of its domestic subsidiaries as borrowers, certain of its domestic subsidiaries as guarantors, the Lenders referenced therein, and Wells Fargo Bank, as agent (Previously filed as an exhibit to the Company's Form 8-K dated October 28, 2019 and incorporated by reference herein.)</u>
10.25	<u>Amendment No. 1 to ABL Credit Agreement, dated as of June 30, 2020, by and among Cross Country Healthcare, Inc. and certain of its domestic subsidiaries as borrowers or guarantors, PNC Bank, N.A., as lender, and Wells Fargo Bank, N.A., as administrative agent, collateral agent, and lender (Previously filed as an exhibit to the Company's Form 8-K dated June 30, 2020 and incorporated by reference herein.)</u>
10.26 #	<u>Form of Non-Employee Directors' Restricted Stock Agreement under Cross Country Healthcare, Inc. 2020 Stock Incentive Plan (Previously filed as an exhibit to the Company's Form 10-Q for the quarter ended June 30, 2020 and incorporated by reference herein.)</u>
10.27 #	<u>Offer Letter by and between Cross Country Healthcare, Inc. and John Martins (Previously filed as an exhibit to the Company's Form 8-K dated January 25, 2021 and incorporated by reference herein.)</u>
10.28 #	<u>Employment Agreement by and between Cross Country Healthcare, Inc. and John Martins (Previously filed as an exhibit to the Company's Form 8-K dated January 25, 2021 and incorporated by reference herein.)</u>
*10.29 #	<u>Revised Offer Letter by and between Cross Country Healthcare, Inc. and Susan E. Ball, dated as of February 22, 2021</u>
*10.30 #	<u>Amendment and Restatement to Employment Agreement, dated February 22, 2021, by and between Cross Country Healthcare, Inc. and William J. Burns</u>
*14.1	<u>Code of Ethics, revised November 17, 2020</u>
*21.1	<u>List of subsidiaries of the Registrant</u>
*23.1	<u>Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm</u>

EXHIBIT INDEX (CONTINUED)

No.	Description
*31.1	<u>Certification Pursuant to Rule 13a-14(a)/15d-14(a) and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Kevin C. Clark, Co-Founder, Chief Executive Officer, Director (Principal Executive Officer)</u>
*31.2	<u>Certification Pursuant to Rule 13a-14(a)/15d-14(a) and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by William J. Burns, Executive Vice President, Chief Financial Officer (Principal Accounting and Financial Officer)</u>
**32.1	<u>Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by Kevin C. Clark, Co-Founder, Chief Executive Officer, Director (Principal Executive Officer)</u>
**32.2	<u>Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by William J. Burns, Executive Vice President, Chief Financial Officer (Principal Accounting and Financial Officer)</u>

No.	Description
*101.INS	XBRL Instance Document
*101.SCH	XBRL Taxonomy Extension Schema Document
*101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
*101.LAB	XBRL Taxonomy Extension Label Linkbase Document
*101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
*101.PRE	PRE XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

Represents a management contract or compensatory plan or arrangement

* Filed herewith

** Furnished herewith

Item 16. Form 10-K Summary.

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

CROSS COUNTRY HEALTHCARE, INC.

By: /s/ Kevin C. Clark
Name: Kevin C. Clark
Title: Co-Founder & Chief Executive Officer
Principal Executive Officer
Date: February 25, 2021

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed by the following persons in the capacities indicated and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kevin C. Clark</u> Kevin C. Clark	Co-Founder & Chief Executive Officer (Principal Executive Officer)	February 25, 2021
<u>/s/ William J. Burns</u> William J. Burns	Executive Vice President & Chief Financial Officer (Principal Accounting and Financial Officer)	February 25, 2021
<u>/s/ W. Larry Cash</u> W. Larry Cash	Director	February 25, 2021
<u>/s/ Thomas C. Dircks</u> Thomas C. Dircks	Director	February 25, 2021
<u>/s/ Gale Fitzgerald</u> Gale Fitzgerald	Director	February 25, 2021
<u>/s/ Darrell S. Freeman, Sr.</u> Darrell S. Freeman, Sr.	Director	February 25, 2021
<u>/s/ Janice E. Nevin, M.D., MPH</u> Janice E. Nevin, M.D., MPH	Director	February 25, 2021
<u>/s/ Mark Perlberg</u> Mark Perlberg	Director	February 25, 2021
<u>/s/ Joseph A. Trunfio, Ph.D.</u> Joseph A. Trunfio, Ph.D.	Director	February 25, 2021

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Schedules not filed herewith are either not applicable, the information is not material or the information is set forth in the consolidated financial statements or notes thereto.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Cross Country Healthcare, Inc.

Opinion on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Cross Country Healthcare, Inc. and subsidiaries (the "Company") as of December 31, 2020 and 2019, the related consolidated statements of operations, comprehensive (loss) income, stockholders' equity, and cash flows, for each of the three years in the period ended December 31, 2020, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the "financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2020, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

Change in Accounting Principle

The Company changed its method of accounting for leases in the year ended December 31, 2019 due to the adoption of Accounting Standard Update (ASU) 2016-02, *Leases (Topic 842)*, which was adopted prospectively using the transition method.

Basis for Opinions

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Goodwill — Refer to Notes 2 and 5 to the consolidated financial statements

Critical Audit Matter Description

The goodwill balance relating to the Company's Search reporting unit at December 31, 2019 and December 31, 2020 was \$11.9 million and \$1.7 million, respectively. During the second quarter of 2020, management identified indicators of impairment and performed a quantitative analysis of the fair value of the Search reporting unit which indicated the carrying value exceeded the fair value. The Company recorded an impairment charge of \$10.2 million. The Company's qualitative assessment during the fourth quarter of 2020 concluded that it was not more likely than not that the fair value of the Search reporting unit had dropped below its carrying value as of the annual measurement date and, therefore, no further impairment was recognized. The determination of the fair value of the Search reporting unit requires management to make significant estimates and assumptions related to forecasts of future revenues, operating costs, the discount rates and the long-term growth rates. Changes in these assumptions could have a significant impact on the fair value of reporting unit.

We identified the valuation of goodwill for the Search reporting unit as a critical audit matter because of the significant estimates and assumptions management makes relating to the Search reporting unit's forecasted revenues, operating costs, the discount rate and the long-term growth rates. Performing audit procedures to evaluate the reasonableness of management's estimates and assumptions related to the Search reporting unit cash flow forecasts required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the forecasted revenue, operating costs, the discount rate and the long-term growth rate for the Search reporting unit included the following, among others:

- Tested effectiveness of controls over management’s goodwill impairment evaluation, including those over management’s review of revenue and operating cost projections.
- Evaluated management’s revenue and operating cost projections by:
 1. Assessing the inherent risk in management’s projections by performing sensitivity analyses of significant assumptions.
 2. Performing a retrospective review of management’s forecasting accuracy by comparing actual results to management’s historical forecasts, including any updates to the forecast as a result of current market conditions.
 3. Comparing management’s estimates of revenue growth rates, and operating cost levels used in management’s projections to publicly available information, such as third-party industry reports, press releases and analyst reports, macroeconomic information, including considerations related to current market conditions.
 4. Examining internal communications between management and the Board of Directors to identify any contradictory information.
- With the assistance of our fair value specialists, we evaluated the reasonableness of the discount rate and long-term growth rates as follows:
 1. Discount rate – (a) Tested the source information underlying the determination of the discount rates and the mathematical accuracy of the calculation; and (b) Developed a range of independent estimates and compared those to the discount rates selected by management.
 2. Long-term growth rates – (a) Compared the long-term growth rate to applicable industry growth rates from third-party sources forecasted as of the testing date and (b) Compared the long-term growth rate to projected real GDP growth and expected inflation from third-party economic forecast data.

/s/ Deloitte & Touche LLP

Boca Raton, Florida
February 25, 2021

We have served as the Company's auditor since 2015.

CROSS COUNTRY HEALTHCARE, INC.
CONSOLIDATED BALANCE SHEETS
(amounts in thousands, except for share data)

	December 31,	
	2020	2019
Assets		
Current assets:		
Cash and cash equivalents	\$ 1,600	\$ 1,032
Accounts receivable, net of allowances of \$4,021 in 2020 and \$3,219 in 2019	170,003	169,528
Prepaid expenses	5,455	6,097
Insurance recovery receivable	4,698	5,011
Other current assets	1,355	1,689
Total current assets	183,111	183,357
Property and equipment, net	12,351	11,832
Operating lease right-of-use assets	10,447	16,964
Goodwill	90,924	101,066
Trade names, indefinite-lived	5,900	5,900
Other intangible assets, net	34,831	44,957
Other non-current assets	19,409	18,298
Total assets	<u>\$ 356,973</u>	<u>\$ 382,374</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	\$ 49,877	\$ 45,726
Accrued compensation and benefits	35,540	31,307
Operating lease liabilities - current	4,509	4,878
Other current liabilities	3,497	3,554
Total current liabilities	93,423	85,465
Revolving credit facility	53,408	70,974
Operating lease liabilities - non-current	15,234	19,070
Non-current deferred tax liabilities	6,592	7,523
Long-term accrued claims	25,412	26,938
Contingent consideration	—	4,867
Other long-term liabilities	7,995	4,037
Total liabilities	202,064	218,874
Commitments and contingencies		
Stockholders' equity:		
Common stock—\$0.0001 par value; 100,000,000 shares authorized; 36,177,279 and 35,870,560 shares issued and outstanding at December 31, 2020 and 2019, respectively	4	4
Additional paid-in capital	310,388	305,643
Accumulated other comprehensive loss	(1,280)	(1,240)
Accumulated deficit	(154,737)	(141,775)
Total Cross Country Healthcare, Inc. stockholders' equity	154,375	162,632
Noncontrolling interest in subsidiary	534	868
Total stockholders' equity	154,909	163,500
Total liabilities and stockholders' equity	<u>\$ 356,973</u>	<u>\$ 382,374</u>

See accompanying notes.

CROSS COUNTRY HEALTHCARE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(amounts in thousands, except per share data)

	Year Ended December 31,		
	2020	2019	2018
Revenue from services	\$ 836,417	\$ 822,224	\$ 816,484
Operating expenses:			
Direct operating expenses	633,685	618,215	606,921
Selling, general and administrative expenses	173,809	181,959	180,230
Bad debt expense	3,035	2,008	2,204
Depreciation and amortization	12,671	14,075	11,780
Acquisition and integration-related costs	77	201	3,048
Restructuring costs	6,052	3,571	2,758
Legal settlement charges	—	1,600	—
Impairment charges	16,248	16,306	22,423
Total operating expenses	<u>845,577</u>	<u>837,935</u>	<u>829,364</u>
Loss from operations	(9,160)	(15,711)	(12,880)
Other expenses (income):			
Interest expense	2,890	5,306	5,654
Loss on derivative	—	1,284	—
Loss on early extinguishment of debt	—	1,978	79
Other expense (income), net	280	(68)	(418)
Loss before income taxes	(12,330)	(24,211)	(18,195)
Income tax (benefit) expense	(188)	31,732	(2,478)
Consolidated net loss	(12,142)	(55,943)	(15,717)
Less: Net income attributable to noncontrolling interest in subsidiary	820	1,770	1,234
Net loss attributable to common shareholders	<u>\$ (12,962)</u>	<u>\$ (57,713)</u>	<u>\$ (16,951)</u>
Net loss per share attributable to common shareholders - Basic and diluted	<u>\$ (0.36)</u>	<u>\$ (1.61)</u>	<u>\$ (0.48)</u>
Weighted average common shares outstanding:			
Basic and diluted	<u>36,088</u>	<u>35,815</u>	<u>35,657</u>

See accompanying notes.

CROSS COUNTRY HEALTHCARE, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(amounts in thousands)

	Year Ended December 31,		
	2020	2019	2018
Consolidated net loss	\$ (12,142)	\$ (55,943)	\$ (15,717)
Other comprehensive (loss) income, before income tax:			
Unrealized foreign currency translation (loss) gain	(40)	47	(153)
Unrealized loss on interest rate contracts	—	(1,078)	(420)
Reclassification adjustment to statement of operations	—	1,312	186
	(40)	281	(387)
Taxes on other comprehensive (loss) income:			
Income tax effect related to unrealized foreign currency translation gain (loss)	—	26	(31)
Income tax effect related to unrealized loss on interest rate contracts	—	(571)	(107)
Income tax effect related to reclassification adjustment to statement of operations	—	93	48
Valuation allowance adjustment	—	511	—
	—	59	(90)
Other comprehensive (loss) income, net of tax	(40)	222	(297)
Comprehensive loss	(12,182)	(55,721)	(16,014)
Less: Net income attributable to noncontrolling interest in subsidiary	820	1,770	1,234
Comprehensive loss attributable to common shareholders	<u>\$ (13,002)</u>	<u>\$ (57,491)</u>	<u>\$ (17,248)</u>

See accompanying notes.

CROSS COUNTRY HEALTHCARE, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(amounts in thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Noncontrolling Interest in Subsidiary	Stockholders' Equity
	Shares	Dollars					
Balances at December 31, 2017	35,838	\$ 4	\$ 305,362	\$ (1,166)	\$ (67,111)	\$ 630	\$ 237,719
Exercise of share options	21	—	—	—	—	—	—
Vesting of restricted stock and performance stock awards	199	—	(889)	—	—	—	(889)
Equity compensation	—	—	3,575	—	—	—	3,575
Stock repurchase and retirement	(432)	—	(5,000)	—	—	—	(5,000)
Foreign currency translation adjustment, net of taxes	—	—	—	(121)	—	—	(121)
Net change in hedging transaction, net of taxes	—	—	—	(175)	—	—	(175)
Distribution to noncontrolling shareholder	—	—	—	—	—	(1,194)	(1,194)
Net (loss) income	—	—	—	—	(16,951)	1,234	(15,717)
Balances at December 31, 2018	35,626	4	303,048	(1,462)	(84,062)	670	218,198
Exercise of share options	14	—	—	—	—	—	—
Vesting of restricted stock	231	—	(801)	—	—	—	(801)
Equity compensation	—	—	3,396	—	—	—	3,396
Foreign currency translation adjustment, net of taxes	—	—	—	47	—	—	47
Net change in hedging transaction, net of taxes	—	—	—	175	—	—	175
Distribution to noncontrolling shareholder	—	—	—	—	—	(1,572)	(1,572)
Net (loss) income	—	—	—	—	(57,713)	1,770	(55,943)
Balances at December 31, 2019	35,871	4	305,643	(1,240)	(141,775)	868	163,500
Vesting of restricted stock	306	—	(658)	—	—	—	(658)
Equity compensation	—	—	5,403	—	—	—	5,403
Foreign currency translation adjustment, net of taxes	—	—	—	(40)	—	—	(40)
Distribution to noncontrolling shareholder	—	—	—	—	—	(1,154)	(1,154)
Net (loss) income	—	—	—	—	(12,962)	820	(12,142)
Balances at December 31, 2020	36,177	\$ 4	\$ 310,388	\$ (1,280)	\$ (154,737)	\$ 534	\$ 154,909

See accompanying notes.

CROSS COUNTRY HEALTHCARE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(amounts in thousands)

	Year Ended December 31,		
	2020	2019	2018
Cash flows from operating activities			
Consolidated net loss	\$ (12,142)	\$ (55,943)	\$ (15,717)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation and amortization	12,671	14,075	11,780
Provision for allowances	4,269	3,243	5,974
Deferred income tax (benefit) expense	(932)	31,159	(3,410)
Non-cash lease expense	3,547	4,989	—
Impairment charges	16,248	16,306	22,423
Loss on early extinguishment of debt	—	1,978	79
Equity compensation	5,403	3,396	3,575
Other non-cash costs	990	513	3,679
Changes in operating assets and liabilities:			
Accounts receivable	(4,745)	(6,642)	2,820
Prepaid expenses and other assets	(2,083)	(1,574)	(2,514)
Accounts payable and accrued expenses	7,239	(1,308)	(7,095)
Operating lease liabilities	(5,872)	(5,820)	—
Other	2,611	1,170	(597)
Net cash provided by operating activities	27,204	5,542	20,997
Cash flows from investing activities			
Acquisitions, net of cash acquired	—	—	(1,930)
Acquisition-related settlements	—	—	(151)
Purchases of property and equipment	(4,615)	(2,940)	(4,597)
Net cash used in investing activities	(4,615)	(2,940)	(6,678)
Cash flows from financing activities			
Principal payments on term loan	—	(83,876)	(16,124)
Principal payments on note payable	(2,426)	—	—
Borrowings under revolving credit facility	—	5,000	—
Repayments on revolving credit facility	—	(5,000)	—
Debt issuance costs	(81)	(2,058)	(308)
Proceeds under Senior Secured Asset-Based revolving credit facility	—	76,640	—
Borrowings under Senior Secured Asset-Based revolving credit facility	420,334	71,934	—
Repayments on Senior Secured Asset-Based revolving credit facility	(437,900)	(77,600)	—
Cash payments to noncontrolling shareholder	(1,153)	(1,573)	(1,194)
Stock repurchase and retirement	—	—	(5,000)
Other	(784)	(1,066)	(1,141)
Net cash used in financing activities	(22,010)	(17,599)	(23,767)
Effect of exchange rate changes on cash	(11)	10	(70)
Change in cash and cash equivalents	568	(14,987)	(9,518)
Cash and cash equivalents at beginning of year	1,032	16,019	25,537
Cash and cash equivalents at end of year	\$ 1,600	\$ 1,032	\$ 16,019
Supplemental disclosure of cash flow information:			
Interest paid	\$ 2,666	\$ 4,554	\$ 6,340
Income taxes paid	\$ 612	\$ 555	\$ 1,043

See accompanying notes.

CROSS COUNTRY HEALTHCARE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2020

1. Organization and Basis of Presentation

Nature of Business

Cross Country Healthcare, Inc. (the Company) was incorporated in Delaware on July 29, 1999 as a business providing travel nurse and allied health staffing services. As of December 31, 2020, the Company provides total talent management services, including strategic workforce solutions, contingent staffing, permanent placement and other consultative services for healthcare clients. The Company recruits and places qualified healthcare professionals in virtually every specialty and area of expertise. Its diverse client base includes both clinical and nonclinical settings, servicing both public and private acute care and non-acute care hospitals, outpatient clinics, ambulatory-care centers, single and multi-specialty physician practices, urgent care centers, both public schools and charter schools, rehabilitation and sports medicine clinics, correctional facilities, government facilities, and many other healthcare providers.

The consolidated financial statements include the accounts of the Company and its direct and indirect wholly-owned subsidiaries. The consolidated financial statements include all assets, liabilities, revenue, and expenses of Cross Country Talent Acquisition Group, LLC, which is controlled by the Company but not wholly owned. The Company records the ownership interest of the noncontrolling shareholder as noncontrolling interest in subsidiary. Effective December 31, 2020, the sole professional staffing services agreement held by this joint venture was terminated. The Company expects to dissolve Cross Country Talent Acquisition Group, LLC in the first quarter of 2021. All intercompany transactions and balances have been eliminated in consolidation.

Certain prior year amounts have been reclassified to conform to the current year presentation. See consolidated statements of operations, statements of cash flows, Note 7 - Balance Sheet Details, Note 14 - Income Taxes, and Note 18 - Segment Data.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of consolidated financial statements in conformity with United States generally accepted accounting principles (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. Management has assessed various accounting estimates and other matters, including those that require consideration of forecasted financial information, in context of the unknown future impacts of the current global outbreak of COVID-19 using information that is reasonably available to the Company at the time. Significant estimates and assumptions are used for, but not limited to: (i) the valuation of accounts receivable; (ii) goodwill, trade names, and other intangible assets; (iii) other long-lived assets; (iv) share-based compensation; (v) accruals for health, workers' compensation, and professional liability claims; (vi) valuation of deferred tax assets; (vii) legal contingencies, (viii) income taxes; and (ix) sales and other non-income tax liabilities. Accrued insurance claims and reserves include estimated settlements from known claims and actuarial estimates for claims incurred but not reported. As additional information becomes available to the Company, its future assessment of these estimates, including management's expectations at the time regarding the duration, scope and severity of the pandemic, as well as other factors, could materially and adversely impact the Company's consolidated financial statements in future reporting periods. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all investments with original maturities of three months or less to be cash and cash equivalents. Interest income on cash and cash equivalents was immaterial for the year ended December 31, 2020, \$0.2 million for the year ended December 31, 2019, and \$0.4 million for the year ended December 31, 2018 is included in other income, net, in the consolidated statements of operations.

Accounts Receivable, Allowance for Doubtful Accounts, and Concentration of Credit Risk

Accounts receivable potentially subject the Company to concentrations of credit risk. The Company generally does not require collateral and mitigates its credit risk by performing credit evaluations and monitoring at-risk accounts. The allowance for doubtful accounts is established for losses expected to be incurred on accounts receivable balances. Accounts receivable are written off

CROSS COUNTRY HEALTHCARE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2020

2. Summary of Significant Accounting Policies (continued)

against the allowance for doubtful accounts when the Company determines amounts are no longer collectible. Judgment is required in the estimation of the allowance and the Company evaluates the collectability of its accounts receivable and contract assets based on a combination of factors. The Company bases its allowance for doubtful account estimates on its historical write-off experience, current conditions, an analysis of the aging of outstanding receivable and customer payment patterns, and specific reserves for customers in adverse condition adjusted for current expectations for the customers or industry. Based on the information currently available, the Company also considered current expectations of future economic conditions, including the impact of COVID-19, when estimating its allowance for doubtful accounts.

The following table reconciles the opening balance of the allowance for doubtful accounts to the closing balance for expected credit losses:

Allowance for Doubtful Accounts	(amounts in thousands)	
Balance at January 1, 2020	\$	2,406
Bad Debt Expense		539
Write-Offs, net of Recoveries		(349)
Balance at March 31, 2020		2,596
Bad Debt Expense		898
Write-Offs, net of Recoveries		(532)
Balance at June 30, 2020		2,962
Bad Debt Expense		946
Write-Offs, net of Recoveries		(800)
Balance at September 30, 2020		3,108
Bad Debt Expense		652
Write-Offs, net of Recoveries		(344)
Balance at December 31, 2020	\$	3,416

In addition to the allowance for doubtful accounts, the Company maintains a sales allowance for billing-related adjustments which may arise in the ordinary course and adjustments to the reserve are recorded as contra-revenue. The balance of this allowance as of December 31, 2020 and December 31, 2019 was \$0.6 million and \$0.8 million, respectively.

The Company's contract terms typically require payment between 30 to 60 days from the date of invoice and are considered past due based on the particular negotiated contract terms. The majority of the Company's customers are U.S. based healthcare systems with a significant percentage in acute-care facilities. No single customer accounted for more than 10% of the Company's accounts receivable balance as of December 31, 2020 and 2019, or revenue for the years ended December 31, 2020, 2019, and 2018.

Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation. Depreciation is determined on a straight-line basis over the estimated useful lives of the assets, which generally range from three to ten years. Leasehold improvements are depreciated over the shorter of their estimated useful life or the term of the individual lease. On an annual basis, the Company reviews its property and equipment listings and disposes of assets that are no longer in use.

Certain software development costs have been capitalized in accordance with the provisions of the *Intangibles-Goodwill and Other/Internal-Use Software* Topic of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC). Such costs include charges for consulting services and costs for Company personnel associated with programming, coding, and testing such software. Amortization of capitalized software costs is included in depreciation expense in the consolidated statements of operations and begins when the software is ready for use. See Note 6 - Property and Equipment.

CROSS COUNTRY HEALTHCARE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2020

2. Summary of Significant Accounting Policies (continued)

Cloud Computing Arrangements

Implementation costs associated with cloud computing arrangements are capitalized when incurred during the application development phase in accordance with the Accounting Standards Update (ASU) No. 2018-15, *Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract*. In connection with the licensing of software products, the Company has entered into arrangements in which it does not take possession of the software; rather, the software application resides on the vendor’s or a third party’s hardware, and the Company accesses and uses the software on an as-needed basis over the Internet or via a dedicated line. Therefore, the cloud computing arrangement does not give rise to an intangible asset. Costs are capitalized in accordance with the Company’s policies for other capitalizable service costs. Amortization is calculated over the contractual term of the cloud computing arrangement and is included in selling, general and administrative expenses in the consolidated statements of operations. As of December 31, 2020, the Company has a current asset of \$0.4 million, and an immaterial amount as of December 31, 2019, included in prepaid expenses and a non-current asset of \$3.2 million and \$0.8 million, respectively, included in other non-current assets in the consolidated balance sheets that have been capitalized in conjunction with implementations. Amortization of the cloud computing assets was immaterial for the years ended December 31, 2020 and 2019.

Leases

The Company determines whether an arrangement constitutes a lease at commencement. Operating leases are included in operating lease right-of-use assets, and operating lease liabilities - current and non-current in the consolidated balance sheets. Finance leases are included in other non-current assets, other current liabilities, and other long-term liabilities in the consolidated balance sheets. See Note 10 - Leases.

Right-of-use assets are measured based on the corresponding lease liability adjusted for: (i) payments made to the lessor at or before the commencement date; (ii) initial direct costs; and (iii) tenant incentives under the lease. Rent expense commences when the lessor makes the underlying asset available to us. Lease liabilities are measured based on the present value of the total lease payments not yet paid discounted based on its incremental borrowing rate, as the rate implicit in the lease is not determinable. The Company estimates its incremental borrowing rate based on an analysis of publicly-traded debt securities of companies with credit and financial profiles similar to its own. The variable portion of the lease payments is not included in the right-of-use assets or lease liabilities. Rather, variable payments, other than those dependent upon an index or rate, are expensed when the obligation for those payments is incurred and are included in lease expense in selling, general and administrative expense in the consolidated statements of operations. Rent expense for operating lease payments is recognized on a straight-line basis over the lease term. The Company does not assume renewals or early terminations unless it is reasonably certain to exercise these options at commencement.

As of December 31, 2018, deferred rent related to tenant improvement allowances and other leasehold incentives was included in other current liabilities and other long-term liabilities in the consolidated balance sheets. These leasehold incentives had been recorded when realizable as deferred rent and were amortized as a reduction of periodic rent expense, over the term of the applicable lease. Upon adoption of the *Leases* Topic of the FASB ASC, these deferred rent credits reduced the beginning operating right-of-use asset recognized and, consistent with the prior guidance will be recognized as a reduction to future rent expense over the expected remaining term of the respective leases.

The Company leases apartments for eligible field employees under short-term agreements (typically three to six months), which generally coincide with each employee’s staffing contract. Costs relating to these leases are included in direct operating expenses in the consolidated statements of operations.

Business Combinations

The Company applies accounting in accordance with the *Business Combinations* Topic of the FASB ASC when it acquires control over a business. Business combinations are accounted for at fair value. The associated acquisition costs are expensed as incurred and recorded as acquisition and integration costs; noncontrolling interests, if any, are reflected at fair value at the acquisition date; restructuring costs associated with a business combination are expensed; contingent consideration is measured at fair value at the acquisition date, with changes in the fair value after the acquisition date affecting earnings; and goodwill is determined as the excess of the fair value of the consideration conveyed in the acquisition over the fair value of the net assets acquired. The accounting for business combinations requires estimates and judgments as to expectations for future cash flows of the acquired business, and the allocation of those cash flows to identifiable intangible assets, in determining the estimated fair value for assets

CROSS COUNTRY HEALTHCARE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2020

2. Summary of Significant Accounting Policies (continued)

and liabilities acquired. The fair values assigned to tangible and intangible assets acquired and liabilities assumed are based on management's estimates and assumptions, including valuations that utilize customary valuation procedures and techniques. If the actual results differ from the estimates and judgments used in these estimates, the amounts recorded in the financial statements could result in a possible impairment of the intangible assets and goodwill or require acceleration of the amortization expense of finite-lived intangible assets. The results of the acquired businesses' operations are included in the consolidated statements of operations of the combined entity beginning on the date of acquisition. See Note 4 - Acquisitions.

Goodwill, Trade Names, and Other Intangible Assets

Goodwill represents the excess of purchase price and related costs over the fair value assigned to the net tangible and identifiable intangible assets of businesses acquired. Other identifiable intangible assets with definite lives are being amortized using the straight-line method over their estimated useful lives which have ranged from 3 to 16 years. Goodwill and certain intangible assets with indefinite lives are not amortized. Instead, in accordance with the *Intangibles-Goodwill and Other* Topic of the FASB ASC, these assets are reviewed for impairment annually at the beginning of the fourth quarter, and whenever circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount.

When reviewed, the Company has the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount, as a basis for determining whether it is necessary to perform the quantitative testing. If it is determined that a quantitative test is necessary or more efficient than a qualitative approach, the Company measures the fair value of its reporting units using a combination of income and market approaches.

The Company performs its annual review on October 1 in accordance with the provisions of ASU 2017-04, *Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*. Under ASU 2017-04, if the reporting unit's carrying value exceeds its fair value, an impairment charge is recognized for the amount by which the carrying amount exceeds the reporting unit's fair value not to exceed the total amount of goodwill allocated to that reporting unit. Additionally, income tax effects from any tax deductible goodwill on the carrying amount of the reporting unit when measuring the goodwill impairment loss is considered, if applicable.

The Company determines its reporting units by identifying its operating segments and any component businesses and aggregates the component businesses if they have similar economic characteristics. The Company had the following reporting units that it reviewed for impairment: (1) Nurse and Allied Staffing; (2) Physician Staffing; and (3) Search.

Management considers historical experience and all available information at the time the fair values of its reporting units are estimated. However, fair values that could be realized in an actual transaction may have differed from those used to evaluate the potential impairment of goodwill.

Long-lived assets and identifiable intangible assets with definite lives are evaluated for impairment in accordance with the *Property, Plant, and Equipment* Topic of the FASB ASC. In accordance with this Topic, long-lived assets and definite-lived intangible assets are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable.

Recoverability of long-lived assets is measured by a comparison of the carrying amount of the asset group to the future undiscounted net cash flow that is expected to be generated by those assets. If such assets are considered to be impaired, the impairment charge recognized is the amount by which the carrying amount of the assets exceeds the fair value of the assets.

Any related impairment losses are recognized in earnings and included in the caption impairment charges in the consolidated statements of operations. See Note 5 - Goodwill, Trade Names, and Other Intangible Assets.

Debt Discount and Debt Issuance Costs

Stated discounts on proceeds and other fees reimbursed to lenders were treated as a discount associated with the respective debt instrument and presented in the balance sheet as an offset to the carrying amount of the debt. Discounts were amortized to interest expense using the effective interest rate method, or a method that approximates the effective interest rate method, over the expected life of the debt.

Derivative Financial Instruments

CROSS COUNTRY HEALTHCARE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2020

2. Summary of Significant Accounting Policies (continued)

The Company was exposed to interest rate risk due to its outstanding senior secured term loan entered into on August 1, 2017 with a variable interest rate. As a result, the Company had entered into an interest rate swap agreement to effectively convert a portion of its variable interest payments to a fixed rate. The principal objective of the interest rate swap was to eliminate or reduce the variability of the cash flows in those interest payments associated with the Company's long-term debt, thus reducing the impact of interest rate changes on future interest payment cash flows. The Company had determined that the interest rate swap qualified as a cash flow hedge in accordance with ASC 815, *Derivatives and Hedging*. As the critical terms of the hedging instrument and the hedged forecasted transaction were the same, the Company had concluded that changes in the cash flows attributable to the risk being hedged were expected to completely offset at inception and on an ongoing basis. Changes in the fair value of the interest rate swap agreement designated as a cash flow hedge were recorded as a component of accumulated other comprehensive income (loss), net of deferred taxes, within stockholders' equity and were amortized to interest expense over the term of the related debt as the interest payments were made. Interest rate swap payments were included in net cash provided by operating activities in the consolidated statements of cash flows.

In conjunction with entering into the interest rate swap agreement, the Company early adopted ASU 2017-12, *Derivative and Hedging (Topic 815)* to simplify the application of hedge accounting. The Company terminated its interest rate swap agreement on September 26, 2019. See Note 9 - Derivative.

Sales and Other State Non-income Tax Liabilities

The Company accrues sales and other state non-income tax liabilities based on the Company's best estimate of its probable liability utilizing currently available information and interpretation of relevant tax regulations. Given the nature of the Company's business, significant subjectivity exists as to both whether sales and other state non-income taxes can be assessed on its activity and how the sales tax will ultimately be measured by the relevant jurisdictions. The Company makes a determination for each reporting period whether the estimates for sales and other non-income taxes in certain states should be revised.

Insurance Claims

The Company provides workers' compensation insurance coverage, professional liability coverage, and healthcare benefits for eligible employees. The Company records its estimate of the ultimate cost of, and reserves for, workers' compensation and professional liability benefits based on actuarial models prepared or reviewed by an independent actuary using the Company's loss history as well as industry statistics. The healthcare insurance accrual is for estimated claims that have occurred but have not been reported and is based on the Company's historical claim submission patterns. Furthermore, in determining its reserves, the Company includes reserves for estimated claims incurred but not reported as well as unfavorable claims development.

Pursuant to the *Other Expenses/Insurance Costs* Topic of the FASB ASC, under circumstances such as in the Company's insured professional liability and workers' compensation policies, since a right of legal offset does not exist due to the fact that there are three parties to an incurred claim, the insured, the insurer, and the claimant, the related liability to the claimant should be classified separately on a gross basis with a separate related receivable from the insurer recognized as being due from insurance carriers. Accordingly, the Company's consolidated balance sheets as of December 31, 2020 and 2019 reflect the related short-term liabilities in accrued compensation and benefits and the related long-term liabilities as long-term accrued claims, and the short-term receivable portion as insurance recovery receivable and the long-term portion as non-current insurance recovery receivable. See Note 7 - Balance Sheet Details. The ultimate cost of workers' compensation, professional liability, and health insurance claims will depend on actual amounts incurred to settle those claims and may differ from the amounts reserved by the Company for those claims.

Workers' compensation benefits are provided under a partially self-insured plan. The Company has letters of credit to guarantee payments of claims. At December 31, 2020 and 2019, the Company had outstanding approximately \$17.0 million and \$18.1 million, respectively, of standby letters of credit as collateral to secure the self-insured portion of this plan.

The Company has occurrence-based primary professional liability policies that provide the Company and each working professional in its nurse and allied healthcare business with coverage. Effective January 1, 2016, the Company has a claims-made professional liability policy for its physicians and advanced practitioners, with a \$0.5 million self-insured retention per claim. Prior to January 1, 2016, the Company had an occurrence-based professional liability policy for its independent contractor physicians

CROSS COUNTRY HEALTHCARE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2020

2. Summary of Significant Accounting Policies (continued)

and advanced practitioners. At December 31, 2020 and 2019, the Company had outstanding \$1.5 million and \$1.8 million, respectively, of standby letters of credit as collateral to secure reimbursement of expenses under the existing plan.

Subject to certain limitations, the Company also has umbrella liability coverage for its working nurses and allied healthcare professionals. While this umbrella coverage does not extend to professional liability claims against its independent contractor physicians and advanced practitioners, it does cover claims brought against all of the Company's subsidiaries for non-patient general liability.

Revenue Recognition

In the first quarter of 2018, the Company adopted ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. ASU 2014-09 introduced a five-step revenue recognition model in which an entity recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard also requires additional disclosures about the nature, amount, timing, and uncertainty of revenue and cash flows arising from customer contracts. See Note 3 - Revenue Recognition.

Revenue from the Company's services is recognized when control of the promised services are transferred to the Company's customers, in an amount that reflects the consideration it expects to receive in exchange for the service. The Company has concluded that transfer of control of its staffing services, which represents the majority of its revenues, occurs over time as the services are provided.

The following is a description of the nature, amount, timing, and uncertainty of revenue and cash flows from which the Company generates revenue.

Temporary Staffing Revenue

Revenue from temporary staffing is recognized as control of the services is transferred over time and is based on hours worked by the Company's field staff. The Company recognizes the majority of its revenue at the contractual amount the Company has the right to invoice for services completed to date. Generally, billing to customers occurs weekly, bi-weekly, or monthly and is aligned with the payment of services to the temporary staff. Accounts receivable includes estimated revenue for employees' and independent contractors' time worked but not yet invoiced. At December 31, 2020 and December 31, 2019, the Company's estimate of amounts that had been worked but had not been billed totaled \$48.3 million and \$46.1 million, respectively, and are included in accounts receivable in the consolidated balance sheets.

Other Services Revenue

The Company offers other optional services to its customers that are transferred over time including: managed service programs (MSP) providing agency services (as further described below in Gross Versus Net Policies), recruitment process outsourcing (RPO), other outsourcing services, and retained search services, as well as separately billable travel and housing costs, which in total amount to less than 5% of its consolidated revenue for the years ended December 31, 2020, 2019, and 2018. Generally, billing and payment terms for MSP agency services is consistent with temporary staffing as the customers are similar or the same. Revenue from these services are recognized based on the contractual amount for services completed to date which best depicts the transfer of control of services. The Company does not, in the ordinary course of business, offer warranties or refunds.

Gross Versus Net Policies

The Company records revenue on a gross basis as a principal or on a net basis as an agent depending on the contracted arrangement, as follows:

CROSS COUNTRY HEALTHCARE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2020

2. Summary of Significant Accounting Policies (continued)

Managed Service Programs

The Company has certain contracts with healthcare facilities to provide comprehensive services through its MSPs. Under these contractual arrangements, the customer's orders are filled with either one of the Company's healthcare professionals or a third party's healthcare professionals (subcontractors).

When its healthcare professional is staffed, the Company determined that it acts as a principal in the arrangement, as it is considered the employer of record. Accordingly, revenue is reported on a gross basis in the consolidated statements of operations.

Alternatively, the Company determined that it acts as an agent in the arrangement when a subcontracted healthcare professional is staffed, as the Company does not control the services before they are transferred to the customer. Accordingly, revenue is reported on a net basis in the consolidated statements of operations. The customer is invoiced for the hours worked by the subcontracted healthcare professional multiplied by the hourly bill rate. A subcontractor liability, which is recognized as a reduction of revenue, is established in accrued expenses for the invoiced amount, net of an administrative fee, and is generally payable after the Company has received payment from its customer. The Company's administrative fee is calculated as a percentage of the customer's invoice and is recognized over time as the services are rendered by the subcontracted healthcare professional. The Company does not collect or recognize an upfront placement fee.

Physician Staffing

The Physician Staffing business has contracts with its healthcare customers to provide temporary staffing services. The Company uses independent contractors for these services. The Company determined that it acts as a principal in these arrangements and, therefore, revenue is reported on a gross basis in the consolidated statements of operations.

See Note 3 - Revenue Recognition for the Company's revenues disaggregated by revenue source. Sales and usage-based taxes are excluded from revenue.

Contract Costs

All contract fulfillment costs are expensed as incurred to direct operating expenses. With respect to the *Revenue from Contracts with Customers* Topic of the FASB ASC, there were no contract assets or material contract liabilities as of December 31, 2020 and 2019.

Practical Expedients and Exemptions

For the Company's contracts that have an original duration of one year or less, the Company uses the practical expedients and has elected to recognize any incremental costs of obtaining these contracts as expensed when incurred. Further, the Company does not disclose the value of unsatisfied performance obligations for: (i) contracts with an original expected length of one year or less; and (ii) contracts for which it recognizes revenue at the amount to which it has the right to invoice for services performed.

Share-Based Compensation

For the years ended December 31, 2020, 2019, and 2018, the Company granted performance-based stock awards and restricted stock for a fixed number of common shares to employees. The Company values its restricted stock awards and the fair value of its performance-based stock awards by reference to its stock price on the date of grant. The Company has elected to recognize compensation expense on a straight-line basis over the requisite service period of the entire award.

The Company granted performance-based stock awards to certain key personnel pursuant to its 2014 Omnibus Incentive Plan, amended and restated on May 23, 2017 (2017 Plan), and replaced by the 2020 Omnibus Incentive Plan, effective for awards granted after May 19, 2020, as described in Note 15 - Stockholders' Equity. Pursuant to the plans, the number of target shares that vest are determined based on the level of attainment of the targets. If a minimum level of performance is attained for the awards, restricted stock is issued based on the level of attainment. The Company recognizes performance-based restricted stock as

CROSS COUNTRY HEALTHCARE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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2. Summary of Significant Accounting Policies (continued)

compensation expense based on the most likely probability of attaining the prescribed performance and over the requisite service period beginning at its grant date and through the date the restricted stock vests.

Compensation expense related to share-based payments is included in selling, general and administrative expenses in the consolidated statements of operations, and totaled \$5.4 million, \$3.4 million, and \$3.6 million during the years ended December 31, 2020, 2019, and 2018, respectively. See Note 15 - Stockholders' Equity.

Advertising

The Company's advertising expense consists primarily of online advertising, internet direct marketing, print media, and promotional material. Advertising costs are expensed as incurred and totaled \$6.2 million, \$7.9 million, and \$6.7 million, for the years ended December 31, 2020, 2019, and 2018, respectively.

Restructuring Costs

The Company considers restructuring activities to be programs whereby it fundamentally changes its operations, such as closing and consolidating facilities, reducing headcount, and realigning operations in response to changing market conditions. As a result, restructuring costs in the consolidated statements of operations primarily include employee termination costs and lease-related exit costs.

Effective January 1, 2019, in conjunction with the adoption of ASU No. 2016-02, *Leases (Topic 842)*, certain office locations that the Company vacated in connection with restructuring activities were included in the measurement of its beginning operating lease liabilities. Previous accruals related to these locations of \$0.3 million have been presented as a reduction to the operating lease right-of-use assets in the consolidated balance sheets.

Reconciliations of the employee termination costs and lease-related exit costs beginning and ending liability balance is presented below:

	Year Ended December 31,					
	2020		2019		2018	
	(amounts in thousands)					
	Employee Termination Costs	Lease-Related Exit Costs	Employee Termination Costs	Lease-Related Exit Costs	Employee Termination Costs	Lease-Related Exit Costs
Balance at beginning of period	\$ 386	\$ 1,223	\$ 556	\$ 127	\$ 87	\$ 441
Charged to restructuring costs ^(a)	2,525	2,190	1,870	1,311	1,600	184
Payments	(2,412)	(726)	(2,040)	(215)	(1,131)	(235)
Balance at end of period	<u>\$ 499</u>	<u>\$ 2,687</u>	<u>\$ 386</u>	<u>\$ 1,223</u>	<u>\$ 556</u>	<u>\$ 390</u>

(a) Aside from what is presented in the table above, restructuring costs in the consolidated statements of operations for the years ended December 31, 2020, 2019, and 2018 include: (i) \$1.1 million, \$0.2 million, and \$0.4 million, respectively, of ongoing lease costs related to the Company's strategic reduction in its real estate footprint which are included as operating lease liabilities - current and non-current in our consolidated balance sheets, and (ii) \$0.5 million of other costs for the year ended December 31, 2018. Other costs were immaterial for the years ended December 31, 2020 and 2019. In addition, the year ended December 31, 2020 includes \$0.2 million of legal entity reorganization costs.

Income Taxes

The Company accounts for income taxes under the *Income Taxes* Topic of the FASB ASC. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax basis of assets and liabilities, and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

CROSS COUNTRY HEALTHCARE, INC.
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2. Summary of Significant Accounting Policies (continued)

The Company recognizes in its financial statements the impact of a tax position if that position is more likely than not of being sustained on audit, based on the technical merits of the position. The Company recognizes interest and penalties related to unrecognized tax benefits in the provision for income taxes.

The Company maintains valuation allowances when it is more likely than not that all or a portion of a deferred tax asset will not be realized. In determining whether a valuation allowance is warranted, the Company evaluates factors such as prior earnings history, expected future earnings, carryback and carryforward periods, and tax strategies. The Company considers all positive and negative evidence to estimate if sufficient future taxable income will be generated to realize the deferred tax asset, and considers cumulative losses in recent years as well as the impact of one-time events in assessing its pre-tax earnings. Assumptions regarding future taxable income require significant judgment. The Company's assumptions are consistent with estimates and plans used to manage its business, which includes restructuring and other initiatives.

In the event that actual results differ from these estimates, or the Company adjusts these estimates in future periods for current trends or changes in its estimating assumptions, it may modify the level of the valuation allowance which could materially impact its business, financial condition and results of operations. The Company will continue to assess the realizability of its deferred tax assets. See Note 14 - Income Taxes.

Comprehensive Loss

Total comprehensive loss includes net income or loss, foreign currency translation adjustments, and net change in derivative transactions, net of any related deferred taxes and valuation allowance. Certain of the Company's foreign subsidiaries use their respective local currency as their functional currency. In accordance with the *Foreign Currency Matters* Topic of the FASB ASC, assets and liabilities of these operations are translated at the exchange rates in effect on the balance sheet date. Income statement items are translated at the average exchange rates for the period. The cumulative impact of currency fluctuations related to the balance sheet translation is included in accumulated other comprehensive loss in the accompanying consolidated balance sheets and was an unrealized loss of \$1.3 million at December 31, 2020 and 2019.

The income tax impact related to components of other comprehensive loss for the years ended December 31, 2020, 2019, and 2018 is reflected in the consolidated statements of comprehensive loss.

Fair Value Measurements

The Company complies with the provisions of the *Fair Value Measurements and Disclosures* Topic of the FASB ASC, which defines fair value, establishes a framework for measuring fair value under U.S. GAAP, and expands disclosures about fair value measurements. The Company's financial assets and liabilities required to be measured on a recurring basis were its: (i) deferred compensation asset; (ii) deferred compensation liability; and (iii) contingent consideration liabilities, as of December 31, 2020 and 2019. See Note 11 - Fair Value Measurements.

Earnings Per Share

In accordance with the requirements of the *Earnings Per Share* Topic of the FASB ASC, basic earnings per share is computed by dividing net income available to common shareholders (numerator) by the weighted average number of vested unrestricted common shares outstanding during the period (denominator). Diluted earnings per share gives effect to all dilutive potential common shares outstanding during the period including stock appreciation rights and options and unvested restricted stock, as calculated utilizing the treasury stock method.

Recently Adopted Accounting Pronouncements

Effective January 1, 2020, the Company adopted ASU No. 2018-13, *Fair Value Measurement (Topic 820), Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement*, which modifies the disclosure requirements on fair value measurements in Topic 820, Fair Value Measurement, based on the concepts in the Concepts Statement, including the consideration of costs and benefits. The Company has adopted this guidance prospectively with no material impact on its consolidated financial statements.

CROSS COUNTRY HEALTHCARE, INC.
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2. Summary of Significant Accounting Policies (continued)

Effective January 1, 2020, the Company adopted ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments*, which replaces the incurred loss impairment methodology under current GAAP with a methodology that reflects expected credit losses and requires the use of a forward-looking expected credit loss model for accounts receivable, loans, and other financial instruments. The guidance requires a modified retrospective approach through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which it is effective. The Company has adopted this guidance using the modified retrospective approach related to its accounts receivable, resulting in no cumulative adjustment to retained earnings and no material impact on its consolidated financial statements. See Note 2 - Summary of Significant Accounting Policies.

Recent Accounting Pronouncements

On March 12, 2020, the FASB issued ASU No. 2020-04, *Reference Rate Reform (Topic 848), Facilitation of the Effects of Reference Rate Reform on Financial Reporting*, which provides optional expedients and exceptions for applying GAAP to contracts, hedging relationships, and other transactions, subject to meeting certain criteria, that reference LIBOR or another reference rate expected to be discontinued. When elected, the optional expedients for contract modifications must be applied consistently for all eligible contracts or transactions. The amendments in this update are effective as of March 12, 2020 through December 31, 2022. As of December 31, 2020, the Company is not impacted by this guidance; however, it will continue to assess the potential impact on its debt contracts and future hedging relationships, if applicable, through the effective period.

In December 2019, the FASB issued ASU No. 2019-12, *Income Taxes (Topic 740), Simplifying the Accounting for Income Taxes*. The amendments in this update simplify the accounting for income taxes by removing certain exceptions to the general principles in Topic 740. The amendments also improve consistent application of and simplify GAAP for other areas of Topic 740 by clarifying and amending existing guidance. For public business entities, the amendments in this update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020, and should be applied either on a prospective, retrospective, or modified retrospective basis depending on the amendment. Early adoption of the amendments is permitted. The Company expects to adopt this standard in its first quarter of 2021, with no material impact on its consolidated financial statements.

3. Revenue Recognition

The Company's revenues from customer contracts are generated from temporary staffing services and other services. Revenue is disaggregated by segment in the following table. See Note 2 - Summary of Significant Accounting Policies.

	Year Ended December 31, 2020			
	Nurse And Allied Staffing	Physician Staffing	Search	Total Segments
	(amounts in thousands)			
Temporary Staffing Services	\$ 740,441	\$ 64,819	\$ —	\$ 805,260
Other Services	17,508	3,115	10,534	31,157
Total	\$ 757,949	\$ 67,934	\$ 10,534	\$ 836,417

	Year Ended December 31, 2019			
	Nurse And Allied Staffing	Physician Staffing	Search	Total Segments
	(amounts in thousands)			
Temporary Staffing Services	\$ 720,393	\$ 70,261	\$ —	\$ 790,654
Other Services	12,422	4,344	14,804	31,570
Total	\$ 732,815	\$ 74,605	\$ 14,804	\$ 822,224

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3. Revenue Recognition (continued)

	Year Ended December 31, 2018			
	Nurse And Allied Staffing	Physician Staffing	Search	Total Segments
	(amounts in thousands)			
Temporary Staffing Services	\$ 705,469	\$ 76,979	\$ —	\$ 782,448
Other Services	13,144	5,326	15,566	34,036
Total	\$ 718,613	\$ 82,305	\$ 15,566	\$ 816,484

4. Acquisitions

American Personnel

On December 1, 2018, the Company completed the acquisition of American Personnel, Inc. (AP Staffing) for a total purchase price of \$2.0 million, subject to a net working capital adjustment. The Company assigned a total of \$0.4 million to definite life intangible assets with a weighted average estimated useful life of 10 years. The remaining excess purchase price over the fair value of net assets acquired of \$0.7 million was recorded as goodwill, which is not deductible for tax purposes since this was a stock acquisition. Associated acquisition-related costs incurred were \$0.2 million and have been included in acquisition and integration costs in the consolidated statements of operations for the year ended December 31, 2018.

The acquisition was deemed immaterial and has been accounted for in accordance with the *Business Combinations* Topic of the FASB ASC, using the acquisition method of accounting. AP Staffing's results of operations are included in the consolidated statements of operations since its date of acquisition.

Advantage

Effective July 1, 2017, the Company acquired all of the assets of Advantage RN, LLC and its subsidiaries (collectively, Advantage) for cash consideration of \$86.6 million, net of cash acquired of \$2.8 million. The total purchase price of \$88.0 million was subject to a net working capital reduction of \$0.6 million at the closing and an additional \$0.8 million was received during the third quarter of 2017 as the final adjustment for net working capital. Additionally, \$0.6 million of the purchase price was deferred as of the closing and was due to the seller within 20 months, less any COBRA and healthcare payments incurred by the Company on behalf of the seller. The Company incurred approximately \$0.5 million in COBRA expenses since the Advantage acquisition and, in February 2019, released to the seller the remaining liability of \$0.1 million.

Included in the amount paid at closing were two escrow accounts, the first was \$14.5 million which related to tax liabilities and the second was \$7.5 million which was to cover any post-close liabilities. On July 28, 2017, \$7.3 million related to the tax liabilities was released from escrow, leaving a balance of \$7.2 million. On April 3, 2019, \$4.3 million related to the tax liabilities was disbursed to pay taxes and the remaining \$2.9 million was released from escrow to the seller. In the first quarter of 2019, \$7.0 million related to the post-close liabilities was released from escrow, leaving a balance of \$0.5 million to cover pending post-close liabilities.

Mediscan

On October 30, 2015, the Company completed the acquisition of all of the membership interests of New Mediscan II, LLC, Mediscan Diagnostic Services, LLC, and Mediscan Nursing Staffing, LLC (collectively Mediscan). In connection with the Mediscan acquisition, the Company assumed two contingent purchase price liabilities for a previously acquired business, one that was payable annually based on certain performance criteria for the years 2016 through 2019, and a second performance criteria related to 2019 payable in three equal installments. Payments related to the years 2016 through 2018 were limited to \$0.3 million annually and the 2019 year was uncapped. During the years ended December 31, 2019 and 2018, the Company paid \$0.3 million related to the years 2018 and 2017. In the first quarter of 2020, the total earnout amount related to both 2019 performance criterion of \$7.4 million was determined, and the Company paid \$0.1 million on the first earnout related to the

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4. Acquisitions (continued)

year 2019. The remaining \$7.3 million, related to the second earnout, was converted to a subordinated promissory note payable. Pursuant to the note payable, the first installment of \$2.4 million was paid in the second quarter of 2020, the second installment of \$2.4 million is payable on January 31, 2021, and the third installment of \$2.5 million is to be paid, together with interest at a rate of 2% per annum, accruing from April 1, 2020, on January 31, 2022. As of December 31, 2020, the current portion of the note payable in the amount of \$2.4 million is included in other current liabilities and the long-term portion of \$2.5 million is included in other long-term liabilities on the consolidated balance sheets.

5. Goodwill, Trade Names, and Other Intangible Assets

The Company had the following acquired intangible assets:

	December 31, 2020			December 31, 2019		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
(amounts in thousands)						
Intangible assets subject to amortization:						
Databases	\$ 30,530	\$ 15,322	\$ 15,208	\$ 30,530	\$ 12,269	\$ 18,261
Customer relationships	33,538	14,007	19,531	49,758	26,596	23,162
Non-compete agreements	304	212	92	320	161	159
Trade names	—	—	—	4,500	1,125	3,375
Other intangible assets, net	<u>\$ 64,372</u>	<u>\$ 29,541</u>	<u>\$ 34,831</u>	<u>\$ 85,108</u>	<u>\$ 40,151</u>	<u>\$ 44,957</u>
Intangible assets not subject to amortization:						
Trade names, indefinite-lived			<u>\$ 5,900</u>			<u>\$ 5,900</u>

During 2020, fully amortized intangible assets of \$15.0 million related to customer relationships and \$4.5 million related to trade names, along with the related accumulated amortization, were removed from the table above. As of December 31, 2020, estimated annual amortization expense is as follows:

Years Ending December 31:	(amounts in thousands)
2021	\$ 5,963
2022	5,933
2023	5,875
2024	5,238
2025	4,679
Thereafter	<u>7,143</u>
	<u>\$ 34,831</u>

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5. Goodwill, Trade Names, and Other Intangible Assets (continued)

The changes in the carrying amount of goodwill by segment are as follows:

	Nurse and Allied Staffing	Physician Staffing	Search	Total
	(amounts in thousands)			
Balances as of December 31, 2019				
Aggregate goodwill acquired	\$ 346,130	\$ 43,405	\$ 21,750	\$ 411,285
Sale of business	—	—	(9,889)	(9,889)
Accumulated impairment loss	(259,732)	(40,598)	—	(300,330)
Goodwill, net of impairment loss	86,398	2,807	11,861	101,066
Changes to aggregate goodwill in 2020				
Impairment charges	—	—	(10,142)	(10,142)
Reclassification of API goodwill	24	—	(24)	—
Balances as of December 31, 2020				
Aggregate goodwill acquired	346,130	43,405	21,750	411,285
Sale of business	—	—	(9,889)	(9,889)
Accumulated impairment loss	(259,732)	(40,598)	(10,142)	(310,472)
Reclassification of API goodwill	24	—	(24)	—
Goodwill, net of impairment loss	<u>\$ 86,422</u>	<u>\$ 2,807</u>	<u>\$ 1,695</u>	<u>\$ 90,924</u>

Goodwill, Trade Names, and Other Intangible Assets Impairment

The Company tests reporting units' goodwill and intangible assets with indefinite lives for impairment annually during the fourth quarter and more frequently if impairment indicators exist. The Company performs quarterly qualitative assessments of significant events and circumstances such as reporting units' historical and current results, assumptions regarding future performance, strategic initiatives and overall economic factors, including COVID-19, and macro-economic developments, to determine the existence of potential indicators of impairment and assess if it is more likely than not that the fair value of reporting units or intangible assets is less than their carrying value. If indicators of impairments are identified a quantitative impairment test is performed.

The Company performed its annual quantitative impairment test of goodwill and its indefinite-lived trade name as of October 1, 2020 and determined that the estimated fair value of its reporting units and its indefinite-lived trade name exceeded their respective carrying values.

During the second quarter of 2020, due to the increased negative impact and continuing uncertainty of the COVID-19 pandemic on the business, all reporting units were quantitatively tested. For the Nurse and Allied Staffing and Physician Staffing reporting units, no impairment was identified as the fair value was substantially in excess of the carrying amount of goodwill.

The Search reporting unit under-performed relative to management's expectations in the second quarter of 2020. The lower than expected revenue was driven by: (i) the cancellation or postponement of a significant number of working searches, (ii) the decision to delay the hiring of new revenue producers, and (iii) the loss of customers, which were mostly related to the negative impacts of COVID-19. As a result, the quantitative testing of the Search reporting unit resulted in impairment charges of \$10.2 million for its goodwill and \$0.3 million for its customer relationships.

In order to determine the fair value of the Search reporting unit, the Company used a combination of an income and market approach. The weighting was based on the specific characteristics, risks, and uncertainties of the Search reporting unit. The discounted cash flow that served as the primary basis for the income approach was based on the Company's discrete financial forecast of revenue, gross profit margins, operating costs, and cash flows. The Company also considered estimated future

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5. Goodwill, Trade Names, and Other Intangible Assets (continued)

results, economic and market conditions including the timing and duration of COVID-19, as well as the impact of planned business and operational strategies which impacted management's estimates of future cash flows, the discount rate, and the estimated long-term growth rate used in the discounted cash flow model. Assumptions used in the market approach were derived including an analysis of a range of valuation multiples of comparable public companies.

Impairment charges on the consolidated statements of operations include impairment of \$10.7 million related to goodwill and other intangible assets and \$5.5 million related to right-of-use assets and related property and equipment, and totaled \$16.2 million for the year ended December 31, 2020.

As part of evolving its go-to-market strategy, in the second quarter of 2019, the Company began eliminating certain brands across all of its segments. The Company's rebranding efforts resulted in a \$14.5 million write-off of indefinite-lived trade names related to its Nurse and Allied Staffing business segment, which is presented within impairment charges in the consolidated statements of operations for the year ended December 31, 2019.

The Company performed its annual quantitative impairment test of goodwill and its indefinite-lived trade name as of October 1, 2019, and determined that the estimated fair value of its reporting units and its indefinite-lived trade name exceeded their respective carrying values.

The Company performed its annual quantitative impairment test of goodwill and other indefinite-lived intangible assets as of October 1, 2018. Upon completion of the impairment testing, it was determined that the estimated fair value of the Physician Staffing reporting unit's trade name was less than its carrying amount resulting in impairment. For its goodwill impairment testing, with the exception of its Physician Staffing reporting unit, the estimated fair value of its reporting units exceeded their respective carrying values.

Projections of revenue, operating costs, and expected cash flows of each reporting unit are inputs into the quantitative testing for goodwill and intangible assets. The Company reduced its long-term revenue forecast for the Physician Staffing business segment in the fourth quarter of 2018. The lower than expected revenue was driven by lower booking volumes, partly due to the loss of customers. In addition, margins of the reporting unit were negatively impacted from continued investments in the business. As a result, during the fourth quarter of 2018 the Company recorded impairment charges of \$5.2 million related to its trade name and \$17.2 million related to goodwill during the fourth quarter.

Although management believes that the Company's current estimates and assumptions utilized in its quantitative testing are reasonable and supportable, including its assumptions on the impact and timing related to COVID-19, there can be no assurance that the estimates and assumptions management used for purposes of its qualitative assessment as of December 31, 2020 will prove to be accurate predictions of future performance.

Intangible Asset Amortization

In connection with its rebranding efforts, the Company made a decision at the end of 2019 to phase out a trade name by the end of 2020, which as of December 31, 2019 would have been recognized over a weighted average life of 7.5 years. In connection with this decision, the Company expected accelerated amortization related to the trade name of \$2.9 million throughout 2020. In the second quarter of 2020, the Company further accelerated its rebranding plan and shortened the estimated remaining life of the trade name. Total accelerated amortization resulting from the changes in the estimated remaining life of the trade name was \$3.1 million, or \$0.09 per share, for the year ended December 31, 2020.

In addition, during the year ended December 31, 2019, the amortization of certain finite-lived trade names was accelerated, which resulted in additional amortization expense related to the Company's Nurse and Allied Staffing and Physician Staffing segments of \$2.1 million and \$0.8 million, respectively, which impacted the net (loss) income per share attributable to common shareholders of \$0.08. If the Company had not accelerated the amortization, it would have been recognized over a weighted average life of 7.8 years. The life of the Physician Staffing trade name had been reclassified from indefinite-lived to definite-lived in 2018, as noted below.

During the impairment testing as of October 1, 2018, the Company reassessed the Physician Staffing brand's indefinite-life classification and determined it had characteristics that indicated a definite-life assignment was more appropriate. Effective October 1, 2018, the trade name, with a carrying value of \$1.1 million after impairment charges, that was previously assigned

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5. Goodwill, Trade Names, and Other Intangible Assets (continued)

an indefinite life was assigned a finite life of 3 years. During the three months ended December 31, 2018, the amortization expense related to this trade name was immaterial.

6. Property and Equipment

The Company's property and equipment consists of the following:

	<u>Useful Lives</u>	<u>December 31,</u>	
		<u>2020</u>	<u>2019</u>
		(amounts in thousands)	
Computer equipment	3-5 years	\$ 3,644	\$ 6,070
Computer software	3-10 years	17,416	16,225
Office equipment	5-7 years	933	1,065
Furniture and fixtures	5-7 years	2,528	4,101
Construction in progress	(a) (b)	473	1,187
Leasehold improvements	(b)	4,370	6,460
		29,364	35,108
Less accumulated depreciation and amortization		(17,013)	(23,276)
		<u>\$ 12,351</u>	<u>\$ 11,832</u>

(a) Primarily related to software development.

(b) See Note 2 – Summary of Significant Accounting Policies.

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7. Balance Sheet Details

	December 31,	
	2020	2019
	(amounts in thousands)	
Insurance recovery receivable:		
Insurance recovery for health claims	\$ 369	\$ 724
Insurance recovery for workers' compensation claims	2,629	2,513
Insurance recovery for professional liability claims	1,700	1,774
	<u>\$ 4,698</u>	<u>\$ 5,011</u>
Other non-current assets:		
Insurance recovery for workers' compensation claims	\$ 5,352	\$ 5,317
Insurance recovery for professional liability claims	7,763	8,695
Non-current security deposits	786	969
Non-current income tax receivable	—	261
Deferred compensation assets	1,156	830
Net debt issuance costs	1,063	1,252
Finance lease right-of-use assets	102	148
Cloud computing asset	3,187	826
	<u>\$ 19,409</u>	<u>\$ 18,298</u>
Accrued compensation and benefits:		
Salaries and payroll taxes	\$ 13,131	\$ 13,270
Accrual for bonuses and commissions	7,705	3,566
Accrual for workers' compensation claims	7,670	7,219
Accrual for professional liability claims	2,499	2,660
Accrual for healthcare claims	3,926	3,610
Accrual for vacation	609	982
	<u>\$ 35,540</u>	<u>\$ 31,307</u>
Long-term accrued claims:		
Accrual for workers' compensation claims	\$ 12,692	\$ 12,454
Accrual for professional liability claims	12,720	14,484
	<u>\$ 25,412</u>	<u>\$ 26,938</u>
Other long-term liabilities:		
Restructuring	\$ 2,082	\$ 1,012
Deferred compensation	2,475	2,216
Long-term note payable	2,426	—
Long-term unrecognized tax benefits	951	701
Other	61	108
	<u>\$ 7,995</u>	<u>\$ 4,037</u>

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8. Debt

2019 ABL Credit Agreement

Effective October 25, 2019, the Company terminated its commitments under its prior senior credit facility entered into in August 2017 (described below) and entered into an ABL Credit Agreement (Loan Agreement), by and among the Company and certain of its domestic subsidiaries, as borrowers or guarantors, Wells Fargo, PNC Bank N.A., as well as other Lenders (as defined) from time to time parties thereto. The Loan Agreement provided for a five-year revolving senior secured asset-based credit facility (ABL) in the aggregate principal amount of up to \$120.0 million (as described below), including a sublimit for swing loans up to \$15.0 million and a \$35.0 million sublimit for standby letters of credit.

On June 30, 2020, the Company amended its Loan Agreement, which increased the current aggregate committed size of the ABL from \$120.0 million to \$130.0 million. All other terms, conditions, covenants, and pricing of the Loan Agreement remain the same. The amendment was treated as a modification of debt and, as a result, the associated immaterial fees and costs were included in debt issuance costs and will be amortized ratably over the remaining term of the agreement.

Availability of the ABL commitments is subject to a borrowing base of up to 85% of secured eligible accounts receivable, subject to adjustment at certain quality levels, plus an amount of supplemental availability, and reducing over time in accordance with the terms of the Loan Agreement, minus customary reserves, and subject to customary adjustments. Revolving loans and letters of credit issued under the Loan Agreement reduce availability under the ABL on a dollar-for-dollar basis. Availability under the ABL will be used for general corporate purposes. Additionally, the facility contains a provision to increase the aggregate committed size of the facility to \$150.0 million. At December 31, 2020, availability under the ABL was \$125.5 million and the Company had \$53.4 million of borrowings drawn, as well as \$18.5 million of letters of credit outstanding related to workers' compensation and professional liability policies (see Note 2 - Summary of Significant Accounting Policies), leaving \$53.6 million available for borrowing. The balances drawn are presented as revolving credit facility on the consolidated balance sheets and as of December 31, 2020 and December 31, 2019 had a weighted average interest rate of 2.73% and 4.23%, respectively.

The initial amounts drawn on the ABL included funds to repay the Company's then outstanding borrowings of \$75.4 million under its August 2017 Credit Facility and \$1.3 million for the payment of fees, expenses, and accrued interest, as well as to backstop \$21.2 million for outstanding letters of credit. The refinancing was treated as an extinguishment of debt, and, as a result, the Company wrote-off debt issuance costs of approximately \$1.4 million in the fourth quarter of 2019, which is included with loss on early extinguishment of debt in the consolidated statements of operations.

As of December 31, 2020, the interest rate spreads and fees under the Loan Agreement were based on LIBOR plus 2.00% for the revolving portion of the borrowing base and LIBOR plus 4.00% on the Supplemental Availability. The Base Rate (as defined by the Loan Agreement) margins would have been 1.00% and 3.00%, respectively, for the revolving portion and Supplemental Availability, respectively. The LIBOR and Base Rate margins are subject to monthly pricing adjustments, pursuant to a pricing matrix based on the Company's excess availability under the revolving credit facility. In addition, the facility is subject to an unused line fee, letter of credit fees, and an administrative fee. The unused line fee is 0.375% of the average daily unused portion of the revolving credit facility.

The Loan Agreement contains various restrictions and covenants applicable to the Company and its subsidiaries, including a covenant to maintain a minimum fixed charge coverage ratio. The Company was in compliance with this covenant as of December 31, 2020. Obligations under the ABL are secured by substantially all the assets of the borrowers and guarantors, subject to customary exceptions.

The Loan Agreement also contains customary events of default. If an event of default under the Loan Agreement occurs and remains uncured, then the administrative agent or the requisite lenders may declare any outstanding obligations to be immediately due and payable. In addition, if the Company or any of its subsidiaries becomes the subject of voluntary or involuntary proceedings under any bankruptcy, insolvency or similar law, then any outstanding obligations under the Loan Agreement will automatically become due and payable.

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8. Debt (continued)

Prior Senior Credit Facility

The Company had a prior senior credit facility that included a revolver and term loan. The term loan was payable in quarterly installments, and the Company had the right at any time to prepay borrowings, in whole or in part, without premium or penalty. During the years ended December 31, 2019 and 2018, the Company made optional prepayments of \$12.5 million and \$10.0 million, respectively, on the term loan.

On October 30, 2018, the Company amended its prior senior credit facility that, among other administrative and clarifying changes, modified the financial covenants. Fees paid in connection with the amendment were \$0.3 million, of which a portion was classified as deferred issuance costs.

Also, in both the first and third quarters of 2019, the Company amended its prior senior credit facility to reduce the commitment under the revolving credit facility, among other changes. Each of the amendments were treated as modifications and the fees of \$0.7 million paid to its lenders were classified as debt issuance costs.

As a result of the reduction in borrowing capacity under the revolving credit facility, as well as the reduction in the term loan due to early prepayments, debt issuance costs of \$0.5 million were written off in the year ended December 31, 2019, and an immaterial amount was written off in the year ended December 31, 2018. The write-offs of debt issuance costs were included as loss on early extinguishment of debt in the consolidated statements of operations.

In the third quarter of 2019, in contemplation of entering into the Loan Agreement, the Company terminated its interest rate swap agreement associated with its prior senior credit facility by making a cash payment of \$1.3 million. As the interest payments related to the swap were no longer expected to occur, the unrealized amount of loss that had accumulated in other comprehensive loss was recognized, resulting in a \$1.3 million loss on derivative in the third quarter of 2019. See Note 9 - Derivative.

Note Payable

On October 30, 2015, in connection with the Mediscan acquisition, the Company assumed two contingent purchase price liabilities for a previously acquired business, one that was payable annually based on certain performance criteria for the years 2016 through 2019, and a second performance criterion related to 2019 payable in three equal installments. In the first quarter of 2020, the total earnout amount related to both 2019 performance criteria of \$7.4 million was determined, and the Company paid \$0.1 million on the first earnout related to the year 2019. The remaining \$7.3 million, related to the second earnout, was converted to a subordinated promissory note payable. As of December 31, 2020, the current portion of the note payable in the amount of \$2.4 million is included in other current liabilities and the long-term portion of \$2.5 million is included in other long-term liabilities on the consolidated balance sheets. See Note 4 - Acquisitions.

9. Derivative

Interest Rate Swap

In March 2018, the Company entered into an interest rate swap agreement, with an effective date of April 2, 2018 and termination date of August 1, 2022. No initial investments were made to enter into the agreement. The interest rate swap agreement required the Company to pay a fixed rate to the respective counterparty of 2.627% per annum on an amortizing notional amount beginning at \$48.8 million (corresponding with the initial term loan payment schedule), and to receive from the respective counterparty, interest payments based on the applicable notional amounts and 1 month USD LIBOR, with no exchanges of notional amounts. At initiation, the interest rate swap effectively fixed the interest rate on 50% of the amortizing balance of the Company's term debt, exclusive of the credit spread on the debt.

The Company anticipated entering into the asset-based credit facility that closed in October 2019. In contemplation of that, the Company terminated its interest rate swap agreement by making a cash payment of \$1.3 million on September 26, 2019, which is included in net cash provided by operating activities in the consolidated statements of cash flows. As the forecasted interest payments related to the swap were no longer expected to occur, the unrealized amount of loss that had accumulated in other

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9. Derivative (continued)

comprehensive loss was recognized resulting in a \$1.3 million loss in the third quarter of 2019, included in loss on derivative in the consolidated statements of operations.

10. Leases

The Company's lease population of its right-of-use asset and lease liabilities under the *Leases* Topic of the FASB ASC is substantially related to the rental of office space. The Company enters into lease agreements as lessee for the rental of office space for both its corporate and branch locations that may include options to extend or terminate early. Many of these real estate leases require variable payments of property taxes, insurance, and common area maintenance, in addition to base rent. Certain of the leases have provisions for free rent months during the lease term and/or escalating rent payments and, particularly for the Company's longer-term leases for its corporate offices, it has received incentives to enter into the leases such as receiving up to a specified dollar amount to construct tenant improvements. These leases do not include residual value guarantees, covenants, or other restrictions. See Note 2 - Summary of Significant Accounting Policies.

During the year ended December 31, 2020, in connection with the continuing developments from COVID-19, the Company expedited restructuring plans and either reduced or fully vacated leased office space. The Company is in the process of seeking to sublet some of the space where possible. The decision and change in the use of space resulted in a right-of-use asset impairment charge of \$4.5 million. This loss was determined by comparing the fair value of the impacted right-of-use assets to the carrying value of the assets as of the impairment measurement date, in accordance with the *Property, Plant and Equipment* Topic of the FASB ASC. The fair value of the right-of-use assets was based on the estimated sublease income for the space taking into consideration the time period it will take to obtain a subtenant, the applicable discount rate, and the sublease rate. The Company wrote off a total of \$1.0 million of leasehold improvements and other property and equipment related to these locations. The measurement of the right-of-use asset impairments, using the assumptions described, is a Level 3 fair value measurement. Similarly, in the third quarter of 2019, the Company ceased use of several facilities which resulted in a right-of-use asset impairment charge of \$1.2 million, included in impairment charges in the consolidated statements of operations. The Company also wrote off \$0.6 million of leasehold improvements and other property and equipment related to these locations.

The table below presents the lease-related assets and liabilities included in the consolidated balance sheets:

Classification on Consolidated Balance Sheets:	December 31, 2020		December 31, 2019	
	(amounts in thousands)			
Operating lease right-of-use assets	\$	10,447	\$	16,964
Operating lease liabilities - current	\$	4,509	\$	4,878
Operating lease liabilities - non-current	\$	15,234	\$	19,070
		December 31, 2020		December 31, 2019
Weighted-average remaining lease term		4.1 years		4.7 years
Weighted average discount rate		6.32 %		6.26 %

The table below reconciles the undiscounted cash flows for each of the first five years and total of the remaining years to the operating lease liabilities (which do not include short-term leases) recorded in the consolidated balance sheets as of December 31, 2020:

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10. Leases (continued)

Years Ending December 31:	(amounts in thousands)	
2021	\$	5,612
2022		5,456
2023		5,048
2024		3,688
2025		2,717
Total minimum lease payments		22,521
Less: amount of lease payments representing interest		(2,778)
Present value of future minimum lease payments		19,743
Less: operating lease liabilities - current		(4,509)
Operating lease liabilities - non-current	\$	15,234

Other Information

The table below provides information regarding supplemental cash flows:

	Year Ended	
	December 31, 2020	December 31, 2019
	(amounts in thousands)	
Supplemental Cash Flow Information:		
Cash paid for amounts included in the measurement of operating lease liabilities	\$ 7,111	\$ 7,477
Right-of-use assets acquired under operating lease	\$ 1,587	\$ 1,229

The components of lease expense are as follows:

	Year Ended	
	December 31, 2020	December 31, 2019
	(amounts in thousands)	
Amounts Included in Consolidated Statements of Operations:		
Operating lease expense	\$ 4,874	\$ 6,592
Short-term lease expense	\$ 5,217	\$ 8,042
Variable and other lease costs	\$ 1,919	\$ 2,446

Operating lease expense, short-term lease expense, and variable and other lease costs are included in selling, general and administrative expenses, direct operating expenses, and restructuring costs in the consolidated statements of operations, depending on the nature of the leased asset. Operating lease expense is reported net of sublease income, which is not material.

As of December 31, 2020, the Company does not have any material operating leases which have not yet commenced. The Company has an immaterial amount of finance lease contracts related to other equipment rentals which are not included in the above disclosures.

11. Fair Value Measurements

The *Fair Value Measurements and Disclosures* Topic of the FASB ASC defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. This topic also establishes a fair value

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11. Fair Value Measurements (continued)

hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

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

Level 2—Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Items Measured at Fair Value on a Recurring Basis:

The Company's financial assets/liabilities required to be measured on a recurring basis were its: (i) deferred compensation asset included in other non-current assets; (ii) deferred compensation liability included in other long-term liabilities; and (iii) contingent consideration liabilities included as other current liabilities and contingent consideration on its consolidated balance sheets.

Deferred compensation—The Company utilizes Level 1 inputs to value its deferred compensation assets and liabilities. The Company's deferred compensation assets and liabilities are measured using publicly available indices, as per the plan documents.

Contingent consideration liabilities—Potential earnout payments related to the acquisition of Mediscan were contingent upon meeting certain performance requirements through 2019. As of December 31, 2019, the long-term portion of these liabilities has been included in contingent consideration, and the short-term portion is included in other current liabilities on the consolidated balance sheets. The Company utilized Level 3 inputs to value these contingent consideration liabilities as significant unobservable inputs were used in the calculation of their fair value. As of December 31, 2019, due to the end of the earnout period, the Company measured the fair value of the liability based on the expected payout related to its Mediscan acquisition. The estimated fair value of the Company's financial assets and liabilities measured on a recurring basis is as follows:

Fair Value Measurements

	December 31, 2020	December 31, 2019
	(amounts in thousands)	
Financial Assets:		
(Level 1)		
Deferred compensation asset	\$ 1,156	\$ 830
Financial Liabilities:		
(Level 1)		
Deferred compensation liability	\$ 2,475	\$ 2,216
(Level 3)		
Contingent consideration liabilities	\$ —	\$ 7,300

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11. Fair Value Measurements (continued)

The opening balances of contingent consideration liabilities are reconciled to the closing balances for fair value measurements of these liabilities categorized within Level 3 of the fair value hierarchy as follows:

	Contingent Consideration Liabilities	
	(amounts in thousands)	
December 31, 2018	\$	7,689
Payments		(279)
Accretion expense		500
Valuation adjustment		(610)
December 31, 2019		7,300
Payments		(100)
Valuation adjustment		77
Reclassification to other current and long-term liabilities		(7,277)
December 31, 2020	\$	—

Items Measured at Fair Value on a Non-recurring Basis:

The Company's non-financial assets, such as goodwill, trade names, other intangible assets, right-of-use assets, and property and equipment, are measured at fair value when there is an indicator of impairment and are recorded at fair value only when an impairment charge is recognized.

During 2020, the Company recorded a customer list impairment charge related to the Nurse and Allied Staffing reporting unit, impairment charges to goodwill and other intangible assets related to the Search reporting unit, and impairment to right-of-use assets along with related property and equipment in connection with leases that were vacated during the year. During 2019, the Company recorded impairment charges to trade names related to the Nurse and Allied Staffing reporting unit, and impairment to right-of-use assets along with leasehold improvements and other property and equipment in connection with leases that were vacated during the year. As of December 31, 2020 and 2019, these assets were recorded at fair value using Level 3 inputs. See Note 5 - Goodwill, Trade Names, and Other Intangible Assets and Note 10 - Leases for more information about these fair value measurements.

Other Fair Value Disclosures:

Financial instruments not measured or recorded at fair value in the consolidated balance sheets consist of cash and cash equivalents, accounts receivable, and accounts payable and accrued expenses. The estimated fair value of accounts receivable and accounts payable and accrued expenses approximate their carrying amount due to the short-term nature of these instruments. The Company's note payable is included in other current and long-term liabilities on the consolidated balance sheets. Due to its relatively short-term nature, the carrying value of the note payable approximates its fair value. The carrying amount of the Company's ABL approximates fair value because the interest rates are variable and reflective of market rates.

CROSS COUNTRY HEALTHCARE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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11. Fair Value Measurements (continued)

The carrying amounts and estimated fair value of the Company's significant financial instruments that were not measured at fair value are as follows:

	December 31, 2020		December 31, 2019	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
(amounts in thousands)				
Financial Liabilities:				
(Level 2)				
Note Payable	\$ 4,851	\$ 4,851	\$ —	\$ —
Senior Secured Asset-Based Loan	\$ 53,408	\$ 53,408	\$ 70,974	\$ 70,974

Concentration of Risk:

See discussion of credit losses and allowance for doubtful accounts in Note 2 - Summary of Significant Accounting Policies. Overall, based on the large number of customers in differing geographic areas, primarily throughout the United States and its territories, the Company believes the concentration of credit risk is limited.

12. Employee Benefit Plans

The Company maintains a voluntary defined contribution 401(k) profit-sharing plan covering all eligible employees as defined in the plan documents. The plan provides for a discretionary matching contribution, which is equal to a percentage of each eligible contributing participant's elective deferral, which the Company, at its sole discretion, determines from year to year.

Contributions by the Company, net of forfeitures, under this plan were \$0.5 million, \$1.1 million, and \$0.8 million for the years ended December 31, 2020, 2019, and 2018, respectively. Eligible employees who elect to participate in the plan are generally vested in any existing matching contribution after three years of service with the Company.

The Company maintains a 2003 Deferred Compensation Plan and a 2017 Nonqualified Deferred Compensation Plan, each an unfunded non-qualified deferred compensation arrangement, intended to comply with Section 409A of the Internal Revenue Code of 1986, as amended, or the Code. Under the deferred compensation plans, certain designated key employees may elect to defer the receipt of a portion of their annual base salary, bonus and commission to the deferred compensation plans. Generally, payments under the deferred compensation plans automatically commence upon a participant's retirement, termination of employment, or death during employment. Under certain circumstances described in the deferred compensation plans, participants may receive distributions during employment. In connection with the 2017 Deferred Compensation Plan, the Company elected to invest in amounts consistent with the participants' choices of allocations to funds. Participants of the deferred compensation plans are the Company's unsecured general creditors with respect to the deferred compensation plan benefits. The liability for the deferred compensation is included in other long-term liabilities in the consolidated balance sheets and was \$2.5 million and \$2.2 million at December 31, 2020 and 2019, respectively.

13. Contingencies

Legal Proceedings

From time to time, the Company is involved in various litigation, claims, investigations, and other proceedings that arise in the ordinary course of its business. These matters primarily relate to employee-related matters that include individual and collective claims, professional liability, tax, and payroll practices. The Company establishes reserves when available information indicates that a loss is probable and an amount or range of loss can be reasonably estimated. For these matters, the Company has established a liability of \$1.0 million as of December 31, 2020. These assessments are performed at least quarterly and are based on the information available to management at the time and involve a significant management judgment to determine the probability and estimated amount of potential losses, if any. Based on the available information considered in its reviews, the Company adjusts its loss contingency accruals and its disclosures as may be required. Actual outcomes or losses may differ materially from those estimated by the Company's current assessments, including available insurance recoveries, which would

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13. Contingencies (continued)

impact the Company's profitability. Adverse developments in existing litigation claims or legal proceedings involving the Company or new claims could require management to establish or increase litigation reserves or enter into unfavorable settlements or satisfy judgments for monetary damages for amounts in excess of current reserves, which could adversely affect the Company's financial results. In the second quarter of 2019, the Company recorded \$1.6 million in legal settlement charges related to the resolution of a medical malpractice lawsuit, as well as a 2019 California wage and hour class action settlement agreement. In October 2019, the Company received a grand jury subpoena directed to Advantage On Call whose assets were purchased by Cross Country Healthcare, Inc. in 2017. The subpoena relates to an investigation of healthcare staffing services. The Company has communicated with authorities, provided requested documents, and continues to cooperate with the investigation. The Company believes the outcome of any outstanding loss contingencies as of December 31, 2020 will not have a material adverse effect on its business, financial condition, results of operations, or cash flows.

Sales and Other State Non-income Tax Liabilities

The Company's sales and other state non-income tax filings are subject to routine audits by authorities in the jurisdictions where it conducts business in the U.S. which may result in assessments of additional taxes. The Company accrues sales and other non-income tax liabilities based on the Company's best estimate of its probable liability utilizing currently available information and interpretation of relevant tax regulations. Given the nature of the Company's business, significant subjectivity exists as to both whether sales and other state non-income taxes can be assessed on its activity and how the sales tax will ultimately be measured by the relevant jurisdictions. The Company makes a determination for each reporting period whether the estimates for sales and other non-income taxes in certain states should be revised. The expense is included in selling, general and administrative expenses in the consolidated statements of operations and the liability is reflected in sales tax payable within other current liabilities in the consolidated balance sheets.

CROSS COUNTRY HEALTHCARE, INC.
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14. Income Taxes

The components of the Company's loss before income taxes are as follows:

	Year Ended December 31,		
	2020	2019	2018
	(amounts in thousands)		
United States	\$ (12,998)	\$ (24,783)	\$ (18,619)
Foreign	668	572	424
Loss before income taxes	<u>\$ (12,330)</u>	<u>\$ (24,211)</u>	<u>\$ (18,195)</u>

The components of the Company's income tax (benefit) expense are as follows:

	Year Ended December 31,		
	2020	2019	2018
	(amounts in thousands)		
Current:			
Federal	\$ 25	\$ (35)	\$ 43
State	600	499	620
Foreign	119	109	269
Total	<u>744</u>	<u>573</u>	<u>932</u>
Deferred:			
Federal	(138)	17,406	(2,137)
State	(818)	13,799	(1,277)
Foreign	24	(46)	4
Total	<u>(932)</u>	<u>31,159</u>	<u>(3,410)</u>
Income tax (benefit) expense	<u>\$ (188)</u>	<u>\$ 31,732</u>	<u>\$ (2,478)</u>

CROSS COUNTRY HEALTHCARE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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14. Income Taxes (continued)

Deferred income taxes reflect the Company's net tax effect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Significant components of the Company's deferred tax assets and liabilities are as follows:

	December 31,	
	2020	2019
	(amounts in thousands)	
Deferred Tax Assets:		
Accrued other and prepaid expenses	\$ 1,600	\$ 1,557
Allowance for doubtful accounts	909	624
Intangible assets	27,036	28,889
Net operating loss carryforwards	20,536	19,796
Accrued professional liability claims	1,525	1,794
Accrued workers' compensation claims	3,015	2,839
Share-based compensation	721	381
Operating lease liabilities	4,871	6,108
Credit carryforwards	188	188
Other	—	128
Gross deferred tax assets	60,401	62,304
Valuation allowance	(37,472)	(37,345)
	<u>22,929</u>	<u>24,959</u>
Deferred Tax Liabilities:		
Depreciation	(1,077)	(224)
Indefinite-lived intangibles	(25,546)	(27,609)
Operating lease right-of-use assets	(2,499)	(4,312)
Tax on unrepatriated earnings	(361)	(337)
Other	(38)	—
	<u>(29,521)</u>	<u>(32,482)</u>
Net deferred taxes	<u>\$ (6,592)</u>	<u>\$ (7,523)</u>

As of June 30, 2019, the Company assessed the available positive and negative evidence to estimate whether sufficient future taxable income will be generated to permit realization of its existing deferred tax assets. A significant piece of objective negative evidence evaluated was the cumulative loss incurred over the three-year period ended June 30, 2019. On the basis of all evidence evaluated as of June 30, 2019, the Company recorded an additional valuation allowance of \$36.0 million (\$35.8 million of which was recorded as income tax expense and \$0.2 million as a reduction of other comprehensive income) to reduce the portion of the deferred tax asset that is not more likely than not to be realized. As of December 31, 2020, the Company maintained a valuation allowance of \$37.5 million.

For the year ended December 31, 2018, the Company maintained a valuation allowance of \$1.2 million on a portion of state net operating losses not more likely than not realizable.

As of December 31, 2020, the Company had approximately \$88.6 million and \$136.8 million of federal and state net operating loss carryforwards, respectively, and an immaterial amount of foreign net operating loss carryforwards. The net operating losses expire as follows: federal between 2032 and 2040, state between 2021 and 2040, and foreign between 2021 and 2025. As a result of the 2017 Tax Act, federal and certain state net operating losses generated in 2020, 2019, and 2018 carry forward indefinitely.

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14. Income Taxes (continued)

The reconciliation of income tax computed at the U.S. federal statutory rate to income tax (benefit) expense is as follows:

	Year Ended December 31,		
	2020	2019^(b)	2018^(b)
	(amounts in thousands)		
Tax at U.S. statutory rate	\$ (2,589)	\$ (5,084)	\$ (3,821)
State taxes, net of federal benefit	135	(554)	(543)
Noncontrolling interest	(172)	(372)	(252)
Non-deductible items ^(a)	544	562	564
Foreign tax expense (benefit)	1	(58)	180
Valuation allowances	117	36,224	—
Uncertain tax positions	1,110	400	1,629
Officers' compensation	621	418	148
Return to provision	87	2	(458)
Other	(42)	194	75
Income tax (benefit) expense	<u>\$ (188)</u>	<u>\$ 31,732</u>	<u>\$ (2,478)</u>

(a) Includes non-deductible meals and incidentals and other miscellaneous non-deductible items.

(b) Certain amounts in prior periods were reclassified to accommodate additional line items reflecting material activity in the year ended December 31, 2020.

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

	Year Ended December 31,		
	2020	2019	2018
	(amounts in thousands)		
Balance at January 1	\$ 5,792	\$ 5,412	\$ 3,807
Additions based on tax positions related to the current year	974	1,283	1,401
Additions (reductions) based on tax positions related to prior years	125	(498)	204
Reductions as a result of a lapse of applicable statute of limitations	—	(405)	—
Balance at December 31	<u>\$ 6,891</u>	<u>\$ 5,792</u>	<u>\$ 5,412</u>

Short-term unrecognized tax benefits are included in other current liabilities in the consolidated balance sheets and were immaterial as of December 31, 2018. There were no short-term unrecognized tax benefits as of December 31, 2020 or 2019. Long-term unrecognized tax benefits are included in other long-term liabilities in the consolidated balance sheets and were \$1.0 million, \$0.7 million, and \$0.6 million as of December 31, 2020, 2019, and 2018, respectively. See Note 7 - Balance Sheet Details. As of December 31, 2020, 2019, and 2018, the Company had unrecognized tax benefits, which would affect the effective tax rate if recognized, of \$7.1 million, \$6.0 million, and \$5.6 million, respectively.

The Company recognizes interest and penalties related to unrecognized tax benefits in the provision for income taxes. During the years ended December 31, 2020, 2019, and 2018, interest and penalties were immaterial. The Company has accrued \$0.3 million for the payment of interest and penalties at December 31, 2020, 2019 and 2018.

Tax years 2012 through 2019 remain open to examination by certain taxing jurisdictions to which the Company is subject to tax.

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15. Stockholders' Equity

Stock Repurchase Program

Under an authorized share repurchase program, during the year ended December 31, 2018, the Company repurchased and retired 432,439 shares of its Common Stock for \$5.0 million, at an average market price of \$11.54 per share. During the years ended December 31, 2020 and 2019, the Company did not repurchase any shares of its Common Stock under this program.

As of December 31, 2020, the Company has 510,004 shares of Common Stock under the current share repurchase program available to repurchase, subject to certain conditions in the ABL Credit Agreement. The Company may repurchase up to an aggregate amount not to exceed \$5.0 million in any fiscal year, or an unlimited amount if the Company meets certain conditions as described in its ABL Credit Agreement.

Share-Based Payments

On May 19, 2020, the Company's shareholders approved the Cross Country Healthcare, Inc. 2020 Omnibus Incentive Plan (2020 Plan), which replaced the 2017 Omnibus Incentive Plan (2017 Plan), and applies to awards granted after May 19, 2020. The remaining shares available for grant under the 2017 Plan were cancelled and no further awards will be granted under that plan. The 2020 Plan generally mirrors the terms of the 2017 Plan, and includes the following provisions: (i) an aggregate share reserve of 3,000,000 shares; (2) annual dollar and share limits of awards granted to employees and consultants, as well as non-employee directors, based on type of award; (3) awards granted generally will be subject to a minimum one-year vesting schedule; and (4) awards may be granted under the 2020 Plan until March 24, 2030.

The Company's 2017 Plan and 2020 Plan (Plans) provide for the issuance of stock options, stock appreciation rights, restricted stock, performance shares, and performance-based cash awards that may be granted with the intent to comply with the "performance-based compensation" exception under Section 162(m) of the Internal Revenue Code, and other stock-based awards, all as defined by the Plans, to eligible employees, consultants and non-employee Directors. The Plans include Section 162(m) performance goals so that certain incentive awards granted to certain executive officers of the Company may qualify as exempt performance-based compensation. However, Section 162(m) of the Internal Revenue Code updated in conjunction with the 2017 Tax Act in November 2018 limits a publicly-held corporation's federal tax deduction for compensation paid to "covered employees" to \$1.0 million per year, for non-performance and performance shares.

Restricted stock awards granted under the Company's Plans entitle the holder to receive, at the end of a vesting period, a specified number of shares of the Company's common stock. Share-based compensation expense is measured by the market value of the Company's stock on the date of grant. The shares vest ratably over a three year period ending on the anniversary date of the grant, and vesting is subject to the employee's continuing employment. There is no partial vesting and any unvested portion is forfeited. Pursuant to the Plans, the number of target shares that are issued for performance-based stock awards are determined based on the level of attainment of the targets.

The following table summarizes restricted stock awards and performance stock awards activity issued under the 2017 Plan and the 2020 Plan for the year ended December 31, 2020:

	Restricted Stock Awards		Performance Stock Awards	
	Number of Shares	Weighted Average Grant Date Fair Value	Number of Target Shares	Weighted Average Grant Date Fair Value
Unvested restricted stock awards, January 1, 2020	996,794	\$ 8.54	364,557	\$ 9.66
Granted	829,023	\$ 6.65	286,415	\$ 6.74
Vested	(404,478)	\$ 8.81	—	\$ —
Forfeited	(75,520)	\$ 7.71	(102,821)	\$ 12.32
Unvested restricted stock awards, December 31, 2020	1,345,819	\$ 7.04	548,151	\$ 7.64

CROSS COUNTRY HEALTHCARE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2020

15. Stockholders' Equity (continued)

Awards granted to non-employee directors under the 2017 Plan prior to the June 2020 grant vest in three equal installments on the first, second and third anniversaries of the grant date, while restricted shares granted under the 2020 Plan in June 2020 will vest on the first anniversary of such grant date, or earlier subject to retirement eligibility. In addition, effective in the three months ended June 30, 2020, the Company implemented modified guidelines that provide for accelerated vesting of restricted stock grants on the last date of service when a retirement-eligible director retires.

On March 31, 2020, 2019, and 2018, the Company awarded performance stock awards totaling 286,415, 192,939, and 238,328, respectively. If the minimum level of performance is attained for the 2020, 2019, and 2018 awards, restricted stock will be issued with a vesting date of March 31, 2023, 2022, and 2021, respectively. The level of attainment will be certified within 30 days of the vest date. During the first quarter of 2020, it was determined that the performance stock awards that were granted in 2017 were not earned and, accordingly, those shares were forfeited.

As of December 31, 2020, the Company had approximately \$5.6 million of total unrecognized compensation cost related to non-vested restricted stock awards which may be adjusted for future changes in forfeitures. The Company expects to recognize such cost over a weighted average period of 1.72 years. The fair value of shares vested was approximately \$2.7 million, \$2.6 million, and \$2.5 million for the years ended December 31, 2020, 2019, and 2018, respectively.

As of December 31, 2020, the Company had approximately \$1.1 million of total unrecognized compensation cost related to performance stock awards which may be adjusted for future changes in forfeitures. The Company expects to recognize such cost over a weighted average period of 1.57 years, the remaining service period. The fair value of shares vested was \$0.5 million for the year ended December 31, 2018. No shares vested for the years ended December 31, 2020 and 2019.

During the years ended December 31, 2020, 2019, and 2018, the Company did not issue stock options or stock appreciation rights. The following table represents information about stock options and stock appreciation rights exercised in each year.

	Year Ended December 31,		
	2020	2019	2018
	(amounts in thousands)		
Total intrinsic value of options exercised	\$ 1	\$ 130	\$ 234

The stock appreciation rights could only be settled with stock or cash, at the discretion of the Committee. The stock appreciation rights vested 25% per year over a 4 year period and expired after 7 years. The Company's policy was to issue new shares from its authorized but unissued balance of common stock outstanding or shares of common stock reacquired by the Company if stock appreciation rights were settled with stock.

The Company recorded compensation expense for stock options based on the estimated fair value of the options on the date of grant using the Black-Scholes option-pricing model. Due to the adoption of the 2014 Plan (previously titled the 2007 Stock Incentive Plan), no further grants have been issued under the Company's 1999 Plans referred to below.

1999 Stock Option Plan and Equity Participation Plan

On December 16, 1999, the Company's Board of Directors approved the 1999 Stock Option Plan and Equity Participation Plan (collectively, the 1999 Plans), which was amended and restated on October 25, 2001 and provided for the issuance of ISOs and non-qualified stock options to eligible employees and non-employee directors for the purchase of up to 4,398,001 shares of common stock.

CROSS COUNTRY HEALTHCARE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2020

15. Stockholders' Equity (continued)

The following table summarizes the Company's activities with respect to all of its share option plans (issued under the 2014 Plan and the 1999 Plan) for the year ended December 31, 2020:

	Number of Shares	Option Price	Weighted Average Exercise Price	Weighted- Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (amounts in thousands)
Share options outstanding, January 1, 2020	8,000	5.21	\$5.21		
Granted	—	—	—		
Exercised	(1,000)	\$5.21	\$5.21		
Forfeited/expired	(7,000)	\$5.21	\$5.21		
Share options outstanding and exercisable, December 31, 2020	<u>—</u>	<u>\$—</u>	<u>\$—</u>	—	\$ —

As of December 31, 2020, the Company did not have any share options outstanding.

CROSS COUNTRY HEALTHCARE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2020

16. Earnings Per Share

The following table sets forth the components of the numerator and denominator for the computation of the basic and diluted earnings per share:

	Year Ended December 31,		
	2020	2019	2018
	(amounts in thousands, except per share data)		
Numerator:			
Net loss attributable to common shareholders - Basic and Diluted	\$ (12,962)	\$ (57,713)	\$ (16,951)
Denominator:			
Weighted average common shares - Basic	36,088	35,815	35,657
Effective of diluted shares:			
Share-based awards	—	—	—
Weighted average common shares - Diluted	36,088	35,815	35,657
Net loss per share attributable to common shareholders - Basic and Diluted	\$ (0.36)	\$ (1.61)	\$ (0.48)

For the years 2020, 2019, and 2018, no tax benefits were assumed for the potentially dilutive shares due to the Company's net operating loss position.

The following table represents the securities that could potentially dilute net income per share attributable to common shareholders in the future that were not included in the computation of diluted net income per share attributable to common shareholders because to do so would have been anti-dilutive for the periods presented.

	Year Ended December 31,		
	2020	2019	2018
	(amounts in thousands)		
Share-based awards	663	335	373

17. Related Party Transactions

Subsequent to the Company's acquisition of Mediscan on October 30, 2015, Mediscan continued to operate at premises owned, in part, by the founding members of Mediscan. The Company paid \$0.3 million in rent expense for these premises in 2018. In the fourth quarter of 2018, the Company vacated the premises.

The Company had a 68% ownership interest in Cross Country Talent Acquisition Group, LLC, a joint venture between the Company and a hospital system. The Company generated revenue providing staffing services to the hospital system of \$16.0 million, \$25.0 million, and \$19.4 million in 2020, 2019, and 2018, respectively. At December 31, 2020 and 2019, the Company had a receivable balance of \$1.7 million, and a payable balance of \$0.2 million and \$0.5 million, respectively. Effective December 31, 2020, the sole professional staffing services agreement held by its joint venture was terminated. The Company expects to dissolve Cross Country Talent Acquisition Group, LLC in the first quarter of 2021, at which time the Company will enter into a direct staffing agreement with the hospital system.

The Company has entered into an arrangement for digital marketing services provided by a firm that is related to Mr. Clark, the Company's Co-Founder and Chief Executive Officer. Mr. Clark is a minority shareholder in the firm's parent company and is a member of the parent company's Board of Directors. Management believes the terms of the arrangement are equivalent to those prevailing in an arm's-length transaction and have been approved by the Company through its related party process. The digital marketing firm manages a limited number of digital publishers covering various Company brands for a monthly management

17. Related Party Transactions (continued)

fee. In 2020, the Company incurred \$0.2 million in expenses related to these fees, and incurred an immaterial amount in expenses in 2019. At December 31, 2020 and 2019, the Company had no payable balance due to this entity.

The Company provided services to entities which were affiliated with certain members of the Company's Board of Directors through 2019, which it believes were conducted on terms equivalent to those prevailing in an arm's-length transaction. Revenue related to these transactions was immaterial in both 2019 and 2018. The Company had no accounts receivable due from these entities at December 31, 2019.

In the first quarter of 2020, the Company entered into a note payable related to contingent consideration assumed as part of a prior period acquisition. The payees of the note are controlled by an employee of the sellers who remained with the Company. The note payable has a balance of \$4.9 million at December 31, 2020. See Note 4 - Acquisitions.

18. Segment Data

In accordance with the *Segment Reporting* Topic of the FASB ASC, the Company reports three business segments – Nurse and Allied Staffing, Physician Staffing, and Search. The Company manages and segments its business based on the services it offers to its customers as described below:

- *Nurse and Allied Staffing* - Nurse and Allied Staffing provides traditional staffing, recruiting, and value-added total talent solutions, including: temporary and permanent placement of travel and local branch-based nurse and allied professionals, MSP services, education healthcare services, and outsourcing services. Its clients include: public and private acute-care and non-acute care hospitals, government facilities, public schools and charter schools, outpatient clinics, ambulatory care facilities, physician practice groups, and many other healthcare providers throughout the U.S.
- *Physician Staffing* - Physician Staffing provides physicians in many specialties, as well as certified registered nurse anesthetists, nurse practitioners, and physician assistants as independent contractors on temporary assignments throughout the U.S. at various healthcare facilities, such as acute and non-acute care facilities, medical group practices, government facilities, and managed care organizations.
- *Search* - Search includes retained and contingent search services for physicians, healthcare executives, and other healthcare professionals, as well as recruitment process outsourcing.

The Company evaluates performance of each segment primarily based on revenue and contribution income. The Company defines contribution income as income or loss from operations before depreciation and amortization, acquisition and integration-related costs, restructuring costs, legal settlement charges, impairment charges, and corporate overhead. Contribution income is a financial measure used by the Company when assessing segment performance and is provided in accordance with the *Segment Reporting* Topic of the FASB ASC. The Company does not evaluate, manage, or measure performance of segments using asset information; accordingly, total asset information by segment is not prepared or disclosed. The information in the following table is derived from the segments' internal financial information as used for corporate management purposes. Certain corporate expenses are not allocated to and/or among the operating segments.

CROSS COUNTRY HEALTHCARE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2020

18. Segment Data (continued)

Information on operating segments and a reconciliation to loss from operations for the periods indicated are as follows:

	Year Ended December 31,		
	2020	2019	2018
	(amounts in thousands)		
Revenues from services:			
Nurse and Allied Staffing	\$ 757,949	\$ 732,815	\$ 718,613
Physician Staffing	67,934	74,605	82,305
Search	10,534	14,804	15,566
	<u>\$ 836,417</u>	<u>\$ 822,224</u>	<u>\$ 816,484</u>
Contribution income (loss):			
Nurse and Allied Staffing	\$ 75,293	\$ 64,353	\$ 66,200
Physician Staffing	3,619	2,758	4,755
Search	(1,124)	(823)	763
	<u>77,788</u>	<u>66,288</u>	<u>71,718</u>
Corporate overhead ^(a)	51,900	46,246	44,589
Depreciation and amortization	12,671	14,075	11,780
Acquisition and integration-related costs	77	201	3,048
Restructuring costs	6,052	3,571	2,758
Legal settlement charges	—	1,600	—
Impairment charges	16,248	16,306	22,423
Loss from operations	<u>\$ (9,160)</u>	<u>\$ (15,711)</u>	<u>\$ (12,880)</u>

(a) Corporate overhead includes unallocated executive leadership and other centralized corporate functional support costs such as finance, IT, legal, human resources, and marketing, as well as public company expenses and corporate-wide projects (initiatives).

In the second quarter of 2019, the Company merged its permanent search recruitment brands. As a result, for the year ended December 31, 2018 \$1.7 million of revenue and \$0.2 million of contribution income were reclassified from Nurse and Allied Staffing to Search to conform to the current period presentation.

CROSS COUNTRY HEALTHCARE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2020

19. Quarterly Financial Data (Unaudited)

The following tables contain selected unaudited statements of operations information for each quarter of 2020 and 2019. The following information reflects all normal recurring adjustments necessary for a fair presentation of the information for the periods presented. The operating results for any quarter are not necessarily indicative of results for any future period.

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2020	(amounts in thousands, except per share data)			
Revenue from services	\$ 210,064	\$ 216,779	\$ 193,968	\$ 215,606
Gross profit ^(a)	49,603	50,734	48,003	54,392
Consolidated net (loss) income	(1,768)	(14,048)	(1,148)	4,822
Net (loss) income attributable to common shareholders	(2,089)	(14,151)	(1,334)	4,612
Net (loss) income per share attributable to common shareholders - Basic and Diluted ^(b)	\$ (0.06)	\$ (0.39)	\$ (0.04)	\$ 0.13
2019	(amounts in thousands, except per share data)			
Revenue from services	\$ 195,171	\$ 202,757	\$ 209,200	\$ 215,096
Gross profit ^(a)	48,254	51,588	51,006	53,161
Consolidated net loss	(1,376)	(51,270)	(2,697)	(600)
Net loss attributable to common shareholders	(1,767)	(51,674)	(3,128)	(1,144)
Net loss per share attributable to common shareholders - Basic and Diluted ^(b)	\$ (0.05)	\$ (1.44)	\$ (0.09)	\$ (0.03)

(a) Excludes depreciation and amortization.

(b) The sum of the quarterly per share amounts may not equal amounts reported for year-to-date due to the effects of rounding and changes in the number of weighted average shares outstanding used in the calculation.

The following items are the most significant items that impact the comparability and presentation of our consolidated data:

- During the second and third quarters of 2020, the Company recorded impairment charges of \$10.5 million and \$0.2 million, respectively, related to goodwill and other intangible assets of the Search business, and during the second and third quarters, recorded \$4.5 million and \$0.9 million, respectively, related to ceasing use of certain leased properties. During the second and third quarters of 2019, the Company recorded non-cash impairment charges of \$14.5 million related to the trade names of Nurse and Allied Staffing, and \$1.8 million related to ceasing use of certain leased properties, respectively. See Note 5 - Goodwill, Trade Names, and Other Intangible Assets.
- During the year ended December 31, 2019, the Company accelerated certain finite-lived trade names as part of a rebranding strategy. This resulted in additional amortization expense related to the Company's Nurse and Allied Staffing segment in the fourth quarter of \$2.0 million, and in the second and third quarters, \$0.5 million and \$0.3 million, respectively, related to the Physician Staffing segment. Additional amortization expense of \$0.7 million, \$1.4 million, and \$0.9 million, respectively, related to the Nurse and Allied Staffing segment was recorded in the first three quarters of 2020.
- The Company incurred restructuring costs primarily comprised of employee termination costs, lease-related exit costs, and reorganization costs as part of planned cost savings initiatives. In the first quarter of 2020, the Company recorded expenses of \$0.6 million, recorded expenses in the second and third quarters of \$2.3 million, and recorded expenses of \$0.9 million in the fourth quarter. The Company recorded expenses of \$1.2 million, \$1.6 million, and \$0.7 million, respectively, in the first, third, and fourth quarters of 2019.
- During the second, third, and fourth quarters of 2020, the Company recorded legal fees related to an ongoing legal matter outside the normal course of operations of \$1.6 million, \$0.8 million, and \$0.6 million, respectively. During the second quarter of 2019, the Company recorded \$1.6 million in legal settlement charges related to the resolution of a medical malpractice lawsuit and settlement of a wage and hour class action lawsuit.

19. Quarterly Financial Data (Unaudited) (continued)

- During the fourth quarter of 2019, the Company wrote off debt issuance costs related to a reduction in borrowing capacity on its prior revolving credit facility and recognized a loss on early extinguishment of debt related to its refinancing of \$1.5 million. See Note 8 - Debt.
- The Company incurred applicant tracking system expenses related to its project to replace its legacy system supporting its travel nurse staffing business. In the first quarter of 2020, the Company recorded costs of \$0.5 million, recorded costs in the second and third quarters of \$0.4 million, and recorded costs of \$0.7 million in the fourth quarter. In the first quarter of 2019, the Company recorded expenses of \$1.1 million, and recorded costs in each of the remaining three quarters of \$0.3 million.
- Income tax expense recorded in the second quarter of 2019 includes \$35.8 million of expense related to the establishment of valuation allowances on the Company's deferred tax assets. See Note 14 - Income Taxes.
- The Company terminated an interest rate hedge related to its Term Loan, recording a loss in the third quarter of 2019 of \$1.3 million. See Note 9 - Derivative.

CROSS COUNTRY HEALTHCARE, INC.
VALUATION AND QUALIFYING ACCOUNTS
FOR THE YEARS ENDED DECEMBER 31, 2020, 2019, AND 2018

	Balance at Beginning of Period	Charged to Operations	Write-Offs, Net of Recoveries	Other Changes	Balance at End of Period
	(amounts in thousands)				
<u>Allowances for Accounts Receivable</u>					
Year Ended December 31, 2020	\$ 3,219	\$ 4,269	\$ (3,467)	(a) \$ —	\$ 4,021
Year Ended December 31, 2019	\$ 3,705	\$ 3,243	\$ (3,729)	(a) \$ —	\$ 3,219
Year Ended December 31, 2018	\$ 3,688	\$ 5,974	\$ (5,957)	(a) \$ —	\$ 3,705
<u>Valuation Allowance for Deferred Tax Assets</u>					
Year Ended December 31, 2020	\$ 37,345	\$ 118	\$ —	\$ 9	\$ 37,472
Year Ended December 31, 2019	\$ 1,189	\$ 36,224	\$ —	\$ (68)	\$ 37,345
Year Ended December 31, 2018	\$ 1,076	\$ 113	\$ —	\$ —	\$ 1,189

(a) Uncollectible accounts written off, net of recoveries.



Exhibit 10.29

February 22, 2021

Susan Ball
1074 Breakers West Blvd.
West Palm Beach, Florida 33411

RE: Promotion and Severance

Susi,

Congratulations! It is with great pleasure that I inform you that the Compensation Committee of the Board of Directors has approved your promotion to EVP, Chief Administrative Officer, General Counsel and Secretary. Additionally, your base salary will be increased to \$430,000 per annum, effective February 22, 2021.

Severance:

The Compensation Committee has also elected to provide you with a one (1) year severance agreement for termination without cause or voluntary termination for good reason.

Terms: Your employment with the Company will terminate on the following terms and conditions: (a) automatically on the earlier of your voluntary resignation from employment without Good Reason (as defined below) or the date of your death; (b) upon notice from the Company if you are unable to perform your duties hereunder for 120 days (whether or not continuous) during any period of 180 consecutive days by reason of physical or mental disability. The disability will be deemed to have occurred on the 120th day of your absence or lack of adequate performance; or (c) upon the Company sending you written notice terminating your employment hereunder for Cause (as defined below). Upon a termination of your employment pursuant to this paragraph, the Company's sole obligation to you will be to pay you the Accrued Amounts (as defined below).

Upon a termination of your employment by the Company or any of its affiliates without Cause (as defined below) or your resignation for Good Reason (as defined below), the Company's sole obligation to you will be to pay or provide to you (1) any unpaid Base Salary through the date of termination payable in accordance with the Company's regular payroll practices; (2) reimbursement for any unreimbursed business expenses incurred through the date of termination paid in the next payroll immediately following the date of termination; (3) payment for any accrued but unused vacation time in accordance with Company policy, payable within thirty (30) days following the termination of your employment; (4) all other applicable compensation arrangement or benefit, equity, or fringe benefit plan or program or grant pursuant to the terms and conditions of such plans (collectively, the "Accrued Amounts") and (5) continued payments of the Base Salary in effect at the time of the termination in accordance with the Company's regular payroll practices for a period of twelve (12) months following the date of termination (the "Severance Payments").

Notwithstanding anything herein to the contrary, the Severance Payments will only be payable to you if within 60 days following the date of termination you execute and deliver to the Company a fully effective and irrevocable release of claims against the Company and related parties, which the Company will provide to you within 7 days following the date of termination.

Notwithstanding the foregoing, if you are or become eligible for severance benefits under the Company's Executive Severance Plan Amended and Restated as of May 28, 2010 (as in effect on the Effective Date, as thereafter

amended, or any similar plan or arrangement adopted by the Company in replacement thereof, the "Executive Severance Plan") you will cease to be eligible for the Severance Payments described herein and the Company's sole obligation will be to pay you the amounts and provide you with the benefits provided in the Executive Severance Plan subject to the terms and conditions thereof.

"Cause" means (i) an act or acts of fraud or dishonesty by you which results in the personal enrichment of you or another person or entity at the expense of the Company; (ii) your pleading of guilty or nolo contendere to, or conviction of (x) any felony (other than third degree vehicular infractions), or (y) of any other crime or offense involving misuse or misappropriation of money or other property; (iii) your knowing, intentional and material breach of the Company's Code of Conduct for Senior Officers; or (iv) your gross negligence or willful misconduct with respect to your duties or gross misfeasance of office that results in material harm to the Company.

"Good Reason" means, if without your written consent, any of the following events occur that are not cured by the Company within 30 days after you have given the Company written notice specifying the occurrence of such Good Reason event, which notice must be given by you to the Company within 90 days after your becoming aware of the occurrence of the Good Reason event: (i) a material diminution in your then authority, duties or responsibilities or assignment of duties and responsibilities that are inconsistent with your status, title or position; (ii) a diminution in your base salary, sti target percentage or lti target percentage (iii) a relocation of your principal business location to a location more than 50 miles outside of Boca Raton, Florida; or (iv) any material breach of this Agreement by the Company. Your resignation hereunder for Good Reason will not occur later than 180 days following the initial date on which the event you claim constitutes Good Reason occurred. This offer letter constitutes the full and complete understanding of the parties with respect to the Severance Payments.

All other terms and conditions of employment will remain unchanged as per your original offer letter of employment.

CROSS COUNTRY HEALTHCARE, INC. EMPLOYEE

By: /s/ Kevin Clark

Name: Kevin Clark

Title: Co-Founder & CEO

By: /s/ Susan Ball

Name: Susan Ball

Date:



Exhibit 10.30

February 22, 2021

Mr. William Burns
9995 Bay Leaf Court
Parkland, FL 33076

Re: Amended and Restated Employment Agreement to reflect an increase in Short Term Incentive from 70% to 75% effective 2-22-21. All other terms and conditions of this agreement will remain in effect.

Dear Mr. Burns:

Cross Country Healthcare, Inc., a Delaware corporation (the "Company"), hereby agrees to employ you, and you hereby agree to accept such employment, under the following terms and conditions:

1. Employment.

Your employment will continue with the Company as Executive Vice President and Chief Financial Officer, effective February 1, 2019 (the "Effective Date"). The period of time between the Effective Date and the termination of your employment hereunder will be referred to herein as the "Employment Term."

2. Compensation.

(a) You will be compensated for all services rendered by you under this Agreement at the rate of \$525,000 per annum, payable in such manner as is consistent with the Company's payroll practices for executive employees. Prior to each anniversary of the Effective Date, the Company's Board of Directors (the "Board"), or Compensation Committee of the Board (the "Compensation Committee"), will review and consider in its sole discretion whether to increase the base salary payable to you hereunder. Your annual rate of base salary as determined from time to time, is hereinafter referred to as the "Base Salary".

(b) On an annual basis you will be eligible to receive a target bonus of 75% of your Base Salary as a short term incentive and 125% of your Base Salary as a long-term incentive pursuant to plans approved by the Company. The level of the performance goals achieved and the amount of the bonus will be determined by the Compensation Committee in its sole discretion. Any bonuses will be paid by the

Company no later than March 15 of the year immediately following the applicable bonus period. You must be employed by the Company or its affiliates on the day any bonus is paid to earn any part of that bonus.

3. Duties.

(a) You will serve as the Executive Vice President and Chief Financial Officer of the Company, subject to the direction and control of, and reporting to, the Company's Chief Executive Officer. Your principal office will be located at the Company's principal office in Boca Raton, Florida.

(b) You will devote your full business time, energies and attention to the business and affairs of the Company and its subsidiaries, if any.

(c) You will, except as otherwise provided herein, be subject to the Company's rules, practices and policies applicable to the Company's senior executive employees.

4. Benefits. You will be entitled to such benefits, if any, as are generally provided by the Company to its employees, subject to satisfying the applicable eligibility requirements. The foregoing, however, will not be construed to require the Company to establish any such plans or to prevent the Company from modifying or terminating any such plans, and no such action or failure thereof will affect this Agreement.

5. Intentionally Omitted.

6. Restrictive Covenants.

(a) Non-Competition. During such time as you will be employed by the Company, and for a period of two years thereafter, you will not, without the written consent of the Board, directly or indirectly become associated with, render services to, invest in, represent, advise or otherwise participate as an officer, employee, director, stockholder, partner, agent of or consultant for, any business which is conducted in any of the jurisdictions in which the Company's business is conducted and which is competitive with the business in which the Company is engaged; provided, however, that nothing herein will prevent you from acquiring up to 3% of the securities of any company listed on a national securities exchange or quoted on the NASDAQ quotation system, provided your involvement with any such company is solely that of a stockholder.

(b) Non-Interference. You agree that during such time as you will be employed by the Company, and for a period of two years thereafter you will not without the written consent of the Board, for your own account or for the account of any other person, interfere with the Company's relationship with any of its suppliers, customers or employees.

(c) Reformation. The parties hereto intend that the covenants contained in this Section 6 will be deemed a series of separate covenants for each country, state, county and city in which the Company's business is conducted. If, in any judicial proceeding, a court will refuse to enforce all the separate covenants deemed included in this Section 6 because, taken together, they cover too extensive a geographic area, the parties intend that those of such covenants (taken in order of the countries, states, counties and cities therein which are least populous) which if eliminated would permit the remaining separate covenants to be enforced to the maximum extent permitted in such proceeding will, for the purpose of such proceeding, be deemed eliminated from the provisions of this Section 6. For purposes of Section 6, the term "Company" will include the Company and each subsidiary of the Company.

7. Confidentiality, Non-Interference and Proprietary Information.

(a) Confidentiality. In the course of your employment by the Company hereunder, you will have access to confidential or proprietary data or information of the Company and its operations. You will not at any time divulge or communicate to any person nor will you direct any Company employee to divulge or communicate to any person (other than to a person bound by confidentiality obligations similar to those contained herein and other than as necessary in performing your duties hereunder) or use to the detriment of the Company or for the benefit of any other person, any of such data or information. The provisions of this Section 7(a) will survive your employment hereunder, whether by the normal expiration thereof or otherwise. The term "confidential or proprietary data or information" as used in this Agreement will mean information not generally available to the public or generally known within the relevant industry, including, without limitation, personnel information, financial information, customer lists, supplier lists, trade secrets, information regarding operations, systems, services, knowhow, computer and any other processed or collated data, computer programs, pricing, marketing and advertising data.

(b) Proprietary Information and Disclosure. You agree that you will at all times promptly disclose to the Company (which, for the purposes of this Section 7, will include the Company and any subsidiaries and affiliates of the Company), in such form and manner as the Company may reasonably require, any inventions, improvements or procedural or methodological innovations, programs methods, forms, systems, services, designs, marketing ideas, products or processes (whether or not capable of being trademarked, copyrighted or patented) conceived or developed or created by you during or in connection with your employment hereunder and which relate to the business of the Company and any subsidiaries or affiliates ("Intellectual Property"). You agree that all such Intellectual Property will be the sole property of the Company. You further agree that you will execute such instruments and perform such acts as may reasonably be requested by the Company to transfer to and perfect in the Company all legally protectable rights in such Intellectual Property.

(c) Return of Property. All written materials, records and documents made by you or coming into your possession during your employment concerning any products, processes or equipment, manufactured, used, developed, investigated or considered by the Company or otherwise concerning the business or affairs of the Company, will be the sole property of the Company, and upon termination of your employment, or upon request of the Company during your employment, you will promptly deliver same to the Company. In addition, upon termination of your employment, or upon request of the Company during your employment, you will deliver to the Company all other Company property in your possession or under your control, including, but not limited to, financial statements, marketing and sales data, patent applications, drawings and other documents.

8. Equitable Relief. With respect to the covenants contained in Sections 6 and 7 of this Agreement, you agree that any remedy at law for any breach of said covenants may be inadequate and that the Company will be entitled to specific performance or any other mode of injunctive and/or other equitable relief to enforce its rights hereunder or any other relief a court might award.

9. Earlier Termination. Your employment hereunder will terminate on the following terms and conditions:

(a) This Agreement will terminate automatically on the date of your death.

(b) The Company may terminate your employment upon notice if you are unable to perform your duties hereunder for 120 days (whether or not continuous) during any period of 180 consecutive days by

reason of physical or mental disability. The disability will be deemed to have occurred on the 120th day of your absence or lack of adequate performance.

(c) This Agreement will terminate immediately upon the Company's sending you written notice terminating your employment hereunder for Cause. "Cause" means (i) an act or acts of fraud or dishonesty by you which results in the personal enrichment of you or another person or entity at the expense of the Company; (ii) your admission, confession, pleading of guilty or nolo contendere to, or conviction of (x) any felony (other than third degree vehicular infractions), or (y) of any other crime or offense involving misuse or misappropriation of money or other property; (iii) your continued material breach of any obligations under this Agreement 30 days after the Company has given you notice thereof in reasonable detail, if such breach has not been cured by you during such period; or (iv) your gross negligence or willful misconduct with respect to your duties or gross misfeasance of office.

(d) This Agreement will terminate immediately upon (x) the Company's sending you written notice terminating your employment hereunder without Cause for any reason or for no reason, or (y) your delivery to the Company of a written notice of your resignation for Good Reason. "Good Reason" means, if without your written consent, any of the following events occurs that are not cured by the Company within 30 days of written notice specifying the occurrence such Good Reason event, which notice will be given by you to the Company within 90 days after the occurrence of the Good Reason event: (i) a material diminution in your then authority, duties or responsibilities; (ii) a material diminution in your Base Salary; (iii) a relocation of your principal business location to a location more than 50 miles outside of Boca Raton, Florida; or (iv) any material breach of this Agreement by the Company. Your resignation hereunder for Good Reason will not occur later than 180 days following the initial date on which the event you claim constitutes Good Reason occurred. Upon a termination of your employment by the Company without Cause, or your resignation for Good Reason, the Company's sole obligation to you will be to pay or provide to you the Accrued Amounts (as defined below) and, subject to Section 9(f), to pay you continued payments of the Base Salary and benefits in accordance with the Company's regular payroll practices for a period of 12 months following the date of termination (the "Severance Payment"); provided, that the first payment of the Severance Payment will be made on the 90th day after the date of termination, and will include payments that were otherwise due prior thereto. Notwithstanding the foregoing, if you are or become eligible for severance benefits under the Company's Executive Severance Plan (as in effect on the Effective Date, as thereafter amended, or any similar plan or arrangement adopted by the Company in replacement thereof, the "Severance Plan") you will cease to be eligible for the Severance Payments and the Company sole obligation will be to pay you the amounts and provide you with the benefits provided in the Severance Plan subject to the terms and conditions thereof.

(e) Except as specifically set forth in Section 9(d) above, upon termination of your employment for any reason, the Company's obligations hereunder will cease other than to provide you with (collectively, the "Accrued Amounts"):

- (i) any unpaid Base Salary through the date of termination payable in accordance with the Company's regular payroll practices;
- (ii) reimbursement for any unreimbursed business expenses incurred through the date of termination paid promptly in accordance with Sections 5 and 7(b)(iv);

(iii) payment for any accrued but unused vacation and sick time in accordance with Company policy, payable within thirty (30) days following the termination of your employment; and

(iv) all other applicable payments or benefits to which you may be entitled under, and paid or provided in accordance with, the terms of any applicable compensation arrangement or benefit, equity or fringe benefit plan or program or grant or this Agreement.

(f) The Severance Payment will only be payable to you if within 60 days following the date of termination you execute and deliver to the Company a fully effective and irrevocable release of claims against the Company and related parties, which the Company will provide to you within 7 days following the date of termination.

10. Representation and Warranty. The execution, delivery and performance of this Agreement by you will not conflict with or result in a violation of any agreement to which you are a party or any law, regulation or court order applicable to you.

11. Effectiveness; Entire Agreement; Modification. This Agreement constitutes the full and complete understanding of the parties and will, on the Effective Date, supersede all prior agreements between the parties with respect to your employment arrangements. No representations, inducements, promises, agreements or understandings, oral or otherwise, have been made by either party to this Agreement, or anyone acting on behalf of either party, which are not set forth herein, or any others are specifically waived. This Agreement may not be modified or amended except by an instrument in writing signed by the party against which enforcement thereof may be sought.

12. Severability. Any term or provision of this Agreement which is invalid or unenforceable in any jurisdiction will, as to such jurisdiction, be ineffective to the extent of such invalidity or unenforceability without rendering invalid or unenforceable the remaining terms and provisions of this Agreement or affecting the validity or enforceability of any of the terms or provisions of this Agreement in any other jurisdiction.

13. Waiver of Breach. The waiver of either party of a breach of any provision of this Agreement, which waiver must be in writing to be effective, will not operate as or be construed as a waiver of any subsequent breach.

14. Notices. All notices hereunder will be in writing and will be sent by express mail or by certified or registered mail, postage prepaid, return receipt requested, if to you, to your residence as listed in the Company's records, and if to the Company to:

Cross Country Healthcare, Inc.
5201 Congress Ave., Suite 100 AB Boca Raton, FL 33487
Attention: General Counsel

15. Assignability; Binding Effect. This Agreement is personal to you and may not be assigned by you. This Agreement will be binding upon and inure to the benefit of you, your legal representatives, heirs and distributees and will be binding upon and inure to the benefit of the Company, its successors and assigns.

16. Governing Law. All questions pertaining to the validity, construction, execution and performance of this Agreement will be construed and governed in accordance with the laws of the State of Florida, without regard to the conflicts or choice of law provisions thereof.

17. Tax Matters.

(a) WITHHOLDING. The Company may withhold from any and all amounts payable under this Agreement such federal, state and local taxes as may be required to be withheld pursuant to any applicable law or regulation.

(b) SECTIONS 409A.

(i) Although the Company does not guarantee the tax treatment of any payments under this Agreement, the intent of the parties is that payments and benefits under this Agreement comply with, or be exempt from, Code Section 409A and, accordingly, to the maximum extent permitted, this Agreement will be interpreted in accordance with the foregoing. In no event whatsoever will the Company be liable for

(ii) any additional tax, interest or penalties that may be imposed on the Employee by Code Section 409A or any damages for failing to comply with Code Section 409A.

(iii) Notwithstanding any provision in this Agreement or elsewhere to the contrary, if on your date of termination you are deemed to be a "specified employee" within the meaning of Code Section 409A and using the identification methodology selected by the Company from time to time, or if none, the default methodology under Code Section 409A, any payments or benefits due upon a termination of your employment under any arrangement that constitutes a "deferral of compensation" within the meaning of Code Section 409A (whether under this Agreement, any other plan, program, payroll practice or any equity grant) and which do not otherwise qualify under the exemptions under Treas. Regs. Section 1.409A-1 (including without limitation, the short-term deferral exemption and the permitted payments under Treas. Regs. Section 1.409A-1(b)(9)(iii)(A)), will be delayed and paid or provided to you in a lump sum (whether they would have otherwise been payable in a single sum or in installments in the absence of such delay), on the earlier of (i) the date which is six months and one day after your separation from service (as such term is defined in Code Section 409A) for any reason other than death, and (ii) the date of your death, and any remaining payments and benefits will be paid or provided in accordance with the normal payment dates specified for such payment or benefit.

(iv) Notwithstanding anything in this Agreement or elsewhere to the contrary, a termination of employment will not be deemed to have occurred for purposes of any provision of this Agreement providing for the payment of any amounts or benefits that constitute "non-qualified deferred compensation" within the meaning of Code Section 409A upon or following a termination of your employment unless such termination is also a "separation from service" within the meaning of Code Section 409A and, for purposes of any such provision of this Agreement, references to a "termination," "termination of employment" or like terms will mean "separation from service" and the date of such separation from service will be the date of termination for purposes of any such payment or benefits.

(v) Any taxable reimbursement of costs and expenses by the Company provided for under this Agreement will be made in accordance with the Company's applicable policy and this Agreement but in no event later than December 31 of the calendar year next following the calendar year in which the

expenses to be reimbursed are incurred. With regard to any provision in this Agreement that provides for reimbursement of expenses or in-kind benefits, except as permitted by Code Section 409A,

(x) the right to reimbursement or in-kind benefits is not subject to liquidation or exchange for another benefit, and (y) the amount of expenses eligible for reimbursement, or in-kind benefits, provided during any taxable year will not affect the expenses eligible for reimbursement, or in-kind benefits to be provided, in any other taxable year, provided that the foregoing clause (y) will not be violated with regard to expenses reimbursed under any arrangement covered by Section 105(b) of the Code solely because such expenses are subject to a limit related to the period the arrangement is in effect.

(vi) Whenever a payment under this Agreement may be paid within a specified period, the actual date of payment within the specified period will be within the sole discretion of the Company.

(vii) With regard to any installment payments provided for under this Agreement, each installment thereof will be deemed a separate payment for purposes of Code Section 409A.

18. Headings. The headings of this Agreement are intended solely for convenience of reference and will be given no effect in the construction or interpretation of this Agreement.

19. Counterparts. This Agreement may be executed in several counterparts, each of which will be deemed to be an original but all of which together will constitute one and the same instrument.

20. Review of this Agreement. You acknowledge that you have (a) carefully read this Agreement, (b) had an opportunity to consult with independent counsel with respect to this Agreement and (c) entered into this Agreement of your own free will.

If this letter correctly sets forth our understanding, please sign the duplicate original in the space provided below and return it to the Company, whereupon this will constitute the employment agreement between you and the Company effective and for the term as stated here

CROSS COUNTRY HEALTHCARE, INC.

By: /s/ Kevin C. Clark

Name: Kevin C. Clark

Title: Co-Founder and Chief Executive Officer

Agreed as of the date first above written:

/s/ William J. Burns

William J. Burns

CODE OF CONDUCT
and
BUSINESS ETHICS POLICY

A. Purpose and Introduction

It is the policy of Cross Country Healthcare, Inc. (the "Company" or "CCH") that all business, including that of its subsidiaries, is to be conducted in strict compliance with all applicable governmental laws, rules, and regulations, and in keeping with the highest level of business ethics. The Company expects honest and ethical conduct from every director, officer, and employee of the Company and its subsidiaries (collectively, "Covered Persons" and each, a "Covered Person").

Dishonest or unethical conduct or conduct that is illegal will constitute a violation of this Code of Conduct and Business Ethics Policy (the "Code"), regardless of whether such conduct is specifically referenced herein. Except to the extent specifically stated otherwise herein, the provisions of this Code shall apply to all Covered Persons, which includes, without limitation, all employees, including the Company's executive officers, and members ("Directors") of the Board of Directors (the "Board") of the Company. The Board is ultimately responsible for the implementation of this Code.

Covered Persons should direct questions regarding the application or interpretation of this Code to either the VP Internal Audit & Compliance, the SVP of Human Resources, General Counsel or any one of their designees. In addition, as set forth in Section T below, Covered Persons who observe, learn of, or, in good faith, suspect a violation of this Code, must immediately report the violation to the VP Internal Audit & Compliance or any of his/her designees.

This Code should be read in conjunction with the Company's other policy statements.

B. Basic Standard of Ethics and Compliance with Applicable Law

Covered Persons shall observe the highest standards of ethical conduct. In the performance of their duties, they shall protect and foster shareholder value through fair dealings, complete honesty and full disclosure. Covered Persons shall maintain the highest standards of integrity, both in the workplace and outside the workplace, fully observing all applicable laws, rules, and regulations.

C. Conflicts of Interest

Under established principles of law and Company policy, Covered Persons have a duty of undivided loyalty to the Company. Accordingly, Covered Persons, if confronted with a choice between the interests of the Company and personal economic interests or obligations or duties to others, must act in the interests of the Company.

A "conflict of interest" exists any time a Covered Person faces a choice between what is in his or her personal interest (financial or otherwise) and the interest of the Company. While it is not possible to describe

all situations that may involve potential or actual conflicts of interest, the following are examples of activities that should generally be avoided:

1. Receipt of compensation, gifts, entertainment, meals, discounts, services, loans or anything of value from suppliers, vendors, customers or other persons with whom the Company and its subsidiaries do business or any competitor of the Company or its subsidiaries (other than the receipt of minor gifts, entertainment, meals, discounts, services or things of value not exceeding \$200 in value in any one year from any one firm or person). Notwithstanding the foregoing, it is illegal and unacceptable for any executive officer of the Company to receive any form of compensation or value as a result of the Company's transacting business with any person or firm, regardless of the value or the amount (other than compensation or value received from the company or entity).
2. Transacting business with the Company through any company or entity that he or she partially or fully owns, retains stock in, or has other financial interest in, or in which an immediate family member partially or fully owns, retains stock in, or has other financial interest in (excluding any company listed on a national securities exchange or quoted on the Nasdaq quotation system in which such individual owns not more than 3% of the securities of such company, provided his or her involvement with any such company is solely that of a stockholder). Immediate family shall include spouse, children, parents, siblings, in-laws, and grandparents. Notwithstanding the foregoing, as a general rule, a 2% or less aggregate interest by a person, members of his/her immediately family and associated individuals or companies is acceptable.
3. Existence of an interest in any transaction involving the Company or its subsidiaries where such interest does or may affect the objective and impartial representation of the Company.
4. Speculation or dealing in goods, commodities or products purchased, sold or otherwise dealt in or required or utilized by the Company and its subsidiaries.
5. Appropriation to oneself of a business opportunity in which the Company or a subsidiary might reasonably be expected to be interested, without first making available the opportunity to the Company or subsidiary. For instance, a Director or executive officer might learn of a business, an invention or other property that is for sale and which the Company or a subsidiary might be interested in acquiring. A Director or executive officer who fails to disclose this knowledge to the Company and acquires the property may be legally accountable to the Company for any profits that might be realized.
6. Interests, relationships or activities of the type described above that are held or taken by (a) family members, or (b) any trust or estate in which either the employee or family members have a substantial interest, or (c) any partnership, corporation or other firm of which the employee is a partner, director or officer or in which either the employee or family members have a substantial interest.

It is not the Company's desire to discourage or limit the freedom of Covered Persons to engage in and maintain those outside activities and interests that do not interfere with the performance of their duties. It is

only when there is a possible conflict of interest that the Company is concerned. Where a conflict or potential conflict does develop, the person should disclose promptly and fully to the Company (see Section T for reporting requirements) all pertinent facts so that the Company can assess the situation and take appropriate action, which may include disqualifying the person from participating in a particular transaction, requiring the person to terminate the outside interest or other action. Failure to disclose an actual or potential conflict of interest may result in disciplinary action, up to and including an unpaid suspension or termination of the individual's employment or relationship with the Company.

D. Outside Interests and Directorships

Covered Persons who hold interests in or have a relationship with another company or entity must make certain they cause no conflicts of interest or potential negative impact on the confidence that shareholders, customers and the public have in the Company. This means such Covered Person may not serve as an officer, director, partner, consultant, agent, employee, independent contractor or in some other capacity for other organizations if such activity:

- Interferes with his or her ability to act in the best interests of the Company;
- Requires the use proprietary, confidential or non-public information, procedures, plans or techniques of the Company;
- Competes with the Company and/or its subsidiaries; or
- Creates any appearance of impropriety.

In addition, certain statutes and regulations prohibit or restrict individuals from holding interlocking directorships and offices in certain situations. All Directors and executive officers of the Company are required to inform the Chair of the Governance and Nominating Committee or the Chief Executive Officer, respectively, prior to accepting any directorship or office with another corporation to ensure compliance with any such statutory requirements. The Company fully supports executive officers involvement in and contribution to not-for-profit and charitable activities. Executive officers must report to the Chief Executive Officer and the Audit Committee of the Board (the "Audit Committee") any director positions they hold or wish to hold on not-for-profit and charitable organization boards. Executive officers shall remain vigilant to ensure no conflicts of interest arise and that the best interests of the Company serve as the guiding influence.

E. Accounting Records and Accuracy of Books and Records

The Company has a strict policy against making or maintaining any improper, disguised or questionable payments, accounting records, or financial reports of any kind. In addition to the Company's policy, there are numerous laws that may impose civil and criminal penalties for such acts not only upon the Company but upon the individuals concerned as well.

Without limiting the scope of the foregoing statement, attention is specifically called to the following:

1. The use, directly or indirectly, of any funds or other assets of the Company or of any subsidiary for any purpose that would be in violation of any applicable law, rule or regulation or would otherwise be unlawful is strictly prohibited.

2. Even though lawful, the use, directly or indirectly, of any funds or other assets of the Company or any subsidiary for political contributions of any kind or in any form (whether cash, other property services or the furnishing of facilities), or the establishment or administration by the Company or any subsidiary of any committee or other organization for the raising or making of political contributions, is generally prohibited, whether within or outside of the United States. In jurisdictions where political contributions are lawful, exceptions to the prohibition may be authorized in rare cases and in limited amounts only in writing by the Chief Executive Officer.
3. No undisclosed or unrecorded bank account or other fund or asset of the Company or of any subsidiary shall be established or maintained for any purpose. No off-the-book accounts shall be maintained to facilitate questionable or illegal payments.
4. All funds and assets of the Company and its subsidiaries shall be fully and properly recorded in the appropriate books and records of the Company and its subsidiaries.
5. No false, misleading or artificial entries shall be made or permitted for any reason in the books and records of the Company or of any subsidiary for any reason, including, without limitation, the manipulation of Company financial accounts, records or reports for personal gain. All transactions shall be appropriately authorized, evidenced by proper supporting documentation and recorded in accordance with generally accepted accounting practices.
6. No transaction shall be effected and no payment shall be made on behalf of the Company or any of its subsidiaries with the intention or understanding that any part of the transaction or payment is effected or made for any purpose other than as described in the supporting documents and as described in the books and records of the Company.
7. All payments shall be made in accordance with prevailing exchange control and tax regulations.

F. Loans

The Company prohibits the loan, in any form, of money to employees (including executive officers), including any loan guarantees. The prohibition of loans shall include the personal use of Company issued credit cards and split dollar life insurance policies. The absence of mention of a specific form of a loan in the Code does not imply its approval.

G. Bribery, Kickbacks and Other Improper Payments

No bribes, kickbacks, payoffs or other illegal or improper payments shall be made to commercial customers, vendors, or suppliers or their intermediaries or to governmental officials for any purpose. Covered Persons may not directly or indirectly promise, offer or make payment in money or anything of value to anyone, including, without limitation, a government official, agent or employee of a government, political party, labor organization or business entity or a candidate of a political party, with the intent to induce favorable business treatment or to improperly affect business or government decisions on behalf of the company.

Any entertainment of and gifts to customers and potential customers must be in accordance with the Company's Corporate Control Policies. Just as Covered Persons should not accept gifts of value from customers, vendors, government officials, labor organizations and others, Covered Persons should not give any gifts or provide entertainment that is not consistent with high integrity and sound business practices.

Covered Persons must pay special attention to the treatment of public officials and employees of governmental agencies whose conduct with respect to gifts and meals is controlled by laws and regulations which must be complied with at all times. These laws and regulations are complex and can vary from state to state and country to country.

H. Integrity of Reports and Filings

Covered Persons shall ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the "SEC") and in other public communications made by the Company.

Without limiting the foregoing, executive officers shall ensure full compliance with the Sarbanes-Oxley Act of 2002 and all existing and future securities legislation, as well as full compliance with corporate governance requirements of Nasdaq or any exchange upon which the Company may in the future trade its stock, and Financial Industry Regulatory Authority ("FINRA"). Executive officers shall in all cases ensure full and honest disclosure of the Company's financial and operating conditions as required by law, Nasdaq, and FINRA mandate. In adhering to the foregoing, executive officers shall:

- Ensure that the Company's books, accounts and records are maintained according to generally accepted accounting principles, using enough detail to reflect accurately and fairly Company transactions, and that transactions are recorded accurately and in a timely manner, so that no misleading financial information is created;
- Establish internal financial controls that are documented, stored in multiple locations and reviewed for their integrity and application quarterly by executive officers before submission of quarterly SEC filings;
- Should any irregularities, noncompliance with internal controls or abuses be observed, the observing executive officer should report such directly to the Chief Executive Officer and Audit Committee;
- Review internal financial controls at least every ninety days to ensure their integrity and report any deficiencies to the Chief Executive Officer and Audit Committee for immediate correction;
- Ensure a broad knowledge of the Company's operating condition, ensuring full and honest disclosure of all material aspects and reporting such in Management's Discussion and Analysis section of the Company's periodic reports and filings; and

I. Improper Use and Disclosure of Confidential Information; Protection of Personal Information

Information is one of our most valuable corporate assets, and open and effective dissemination of information is critical to our success. However, much of our Company's business information is confidential or proprietary.

It is also our Company's policy that all Covered Persons must treat what they learn about our Company, employees, customers, vendors and suppliers and each of their businesses as confidential information. The protection of such information is of the highest importance and must be discharged with the greatest care for the Company to merit the continued confidence of such persons. Confidential information is information a company would consider private, which is not common knowledge outside of that company and which a Covered Person of the Company has learned as a result of his or her employment and/or directorship with the Company.

During the term of their employment and/or directorship and thereafter, Covered Persons are prohibited, except as required by law or as specifically authorized by the Company's VP Internal Audit & Compliance, from disclosing, directly or indirectly, to anyone outside the Company, confidential information concerning the Company. Examples of such information include, but not limited to:

- Financial data (operating results, capital plans and expenditures, budget, etc.);
- Business forecasts and financial analyses;
- Development plans and strategies;
- Business programs, policies, plans, manuals, strategies and methods of operations;
- Customer and supplier lists and identity of outside consultants as well as customer identities and other basic customer information;
- Information obtained during the course of employment about another company, supplier or customer;
- Marketing and advertising plans, programs, strategies, analyses and research; and
- Pricing and product programs, plans, strategies, analyses and research.

In addition, each Covered Person shall protect the confidential and personal information of the Company's employees, customers, partners and others. In this regard, each Covered Person shall:

- Collect personal information only for legitimate business purposes and keep it only as long as necessary;
- Take precautions to safeguard personal information when collecting, processing, storing, transferring and destroying/discarding it;
- Only share personal information with employees who have a legitimate need to know such information; and
- When business partners will have access to protected personal information, ensure that an appropriate protective agreement is entered into and that they understand the importance that the Company places on privacy.

J. Public Inquiries and Social Media

Covered Persons shall not divulge or "leak" any unauthorized company information to the media or in response to other public inquiries. Unless his or her job duties specifically include responding to outside inquiries, all inquiries shall be referred to the Chief Financial Officer or General Counsel. Covered Persons shall:

- Refer all inquiries from regulatory agencies to the General Counsel and/or the Chief Executive Officer;
- Refer all inquiries from the news or trade media to the Chief Financial Officer or General Counsel; and
- Refer all inquiries about current or former employees to the General Counsel or SVO, Human Resources.

Covered Persons who elect to participate in on-line forums, blogs, newsgroups, chat rooms or bulletin boards must never give the impression that he or she is speaking on behalf of the Company unless authorized to do so. It is imperative that Covered Persons use sound judgment and common sense when engaging in social media as it relates to the Company. Failure to do so could damage the reputation of the Covered Person or that of the Company.

K. Brand Management and Intellectual Property

The Company's name, logo, inventions, processes and innovations are all valuable assets of the Company and are part of its brand management efforts. These assets are called "intellectual property," and their protection is vital to the success of the Company's business. Covered Persons must respect the intellectual property rights of third parties. Violation of others' intellectual property rights may subject both a Covered Person and the Company to substantial liability, including criminal penalties. Copyrights protect works like articles, drawings, photographs, video, music, audiotapes and software and generally prohibit unauthorized copying or downloading of these works.

- Do not copy these materials without first determining that the Company has obtained permission from the copyright holder or that other limited copying is legally permitted.
- Should questions arise, consult with Corporate Counsel.
- Do not copy or distribute software or related documentation without reviewing the license agreement.

Trademarks and service marks are words, names and symbols which help consumers recognize a product or service and distinguish it from those of competitors. The Company's name and logo are among the Company's most valuable assets. The use of the Company's trademarks or service marks must be properly authorized or licensed. Do not use a third party's trademark or service mark without permission.

A trade secret is valuable information that creates a competitive advantage for the Company by being kept secret. Examples include information about customers, and financial, planning, marketing and strategic information about the Company's current and future business plans. Treat as trade secrets and keep confidential all commercially sensitive and important business information of the Company and all similar information of other companies and persons that the Company has received under a confidentiality agreement.

Intellectual property that an employee (including an executive officer) creates during the course of his or her employment belongs to the Company. Employees (including executive officers) must share any innovations or inventions they create during the course of their employment with Corporate Counsel and the Chief Executive Officer so that the Company can take steps to protect these valuable assets.

L. Fair Dealing and Fair Competition

Covered Persons shall deal fairly and in good faith with the Company's customers, suppliers, regulators, business partners, and others. No Covered Person may take unfair advantage of anyone through manipulation, misrepresentation, inappropriate threats, fraud, abuse of confidential information, or other related conduct.

Covered Persons shall follow fair competition standards to ensure full, effective and fair competition and, in particular, to protect customers from unfair or anti-competitive behavior. It is the Company's policy not only to adhere strictly to the fair competition standards that are a matter of law, but also to conduct Company affairs with the highest moral, legal and ethical principles consistent with the spirit of these laws.

M. Use and Selection of Agents

To the extent applicable, Covered Persons shall engage only reputable, qualified individuals or firms as consultants, agents, representatives or distributors under compensation arrangements that are reasonable in relation to the services performed. The engagement should be formalized in a written contract. The Company requires its Covered Persons and agents alike to conduct business with integrity and ignorance of that standard is never an acceptable excuse for improper behavior, nor is it acceptable for improper behavior to be rationalized as being in the Company's best interest.

N. Health and Safety

The Company highly values the health and safety of its employees, customers, vendors, consultants and agents. To meet the Company's standards, employees (including executive officers) shall personally follow and executive officers shall vigilantly promote all employees to:

- Conduct all work in conformance with the Company's health and safety policies and standards.
- Conduct operations in a manner that meets applicable health and safety laws, regulations, permits and other requirements, such as those dealing with employee and public safety and work conditions.
- Follow instructions on health and safety laws, regulations and hazards, and apply training to protect one's self, others and the environment.
- Abide by the requirements of the Company's employee related policies. While on the Company's premises or engaged in Company's business, employees (including executive officers) shall not threaten or injure other persons, or possess or use firearms.
- Follow the requirements of the Company's alcohol and drug-free workplace policy.

Employees (including executive officers) shall ensure their personal fitness, duties, and work environments are safe (whether working on premises or remotely). Employees (including executive officers) shall not unlawfully use, possess, sell or transfer illegal drugs, narcotics or alcohol either on or off the job.

O. Equal Employment Opportunity

The Company seeks diversity, equality and inclusion with respect to all of its employees, respects their differences and encourages and recognizes contributions of individuals. Covered Persons shall comply with all laws concerning discrimination and equal opportunity. The Company does not tolerate discrimination in its workplace or against its Covered Persons, consultants, contractors or agents. Executive officers shall recruit, select, train and pay based on merit, experience and other work related criteria.

P. Improper Behavior

Harassment in the workplace is conduct (usually repeated and persistent) that creates an intimidating, hostile or offensive work environment, including offensive actions that single out an individual because of that individual's sex, race, color, age, religion, ethnic background, national origin or physical condition. Covered Persons shall not engage in harassment. Covered Persons shall not engage in unwelcome behavior of a sexual nature in the workplace or publicly. Racial, religious or gender-based slurs shall not be engaged in, nor shall physical abuse. Covered Persons also are prohibited from distributing or displaying offensive material. All reported occurrences of harassment will be thoroughly investigated in confidence and appropriately dealt with in accordance with the Company's policies.

In addition to the foregoing, executive officers shall be committed to maintaining a work environment that is free from all forms of harassment, and executive officers will take appropriate action if harassment occurs. Accordingly, executive officers:

- shall not allow harassment of any kind in the workplace to be tolerated;
- are expected to report all incidents of suspected harassment to the Corporate Counsel and Chief Executive Officer; and
- shall ensure all claims of harassment are promptly and thoroughly investigated in as confidential a manner as possible.

Q. Use of Computer Resources

The Company invests in and uses computer resources (computer hardware, software, supporting infrastructure, network connections and telecommunications equipment) to advance its business strategy and objectives. Unless prohibited by local law, the use of this technology, including electronic mail and the Internet, is subject to monitoring by the Company.

- Computer software (computer programs, databases and related documentation) whether purchased from a supplier or developed by the Company is protected by copyright and may also be protected by patent or as a trade secret.
- Covered Persons are expected to strictly follow the terms and conditions of the license agreements, including provisions not to copy or distribute materials covered by these agreements. These protected materials may not be reproduced for personal use.
- Use of the Internet, Intranet and electronic mail should be in support of and to advance the Company's business success. Any personal use of these technologies should not create additional costs for, interfere with work duties or violate any Company policies, including information management policies related to defamatory, offensive or threatening messages,

- gambling, pornography, viruses, chain letters, executable "ready to run" files, "hacking," etc.
- Personal use of Company assets should be incidental and must not have an adverse impact on the Company, the productivity of any Covered Person, or the work environment.

R. Waivers

Requests for a waiver of a provision of this Code must be submitted in writing to the VP Internal Audit & Compliance or any of his or her designees for appropriate review, and an executive officer, Director or appropriate Board committee will decide the outcome. For conduct involving an executive officer or Director, only the Board or the Audit Committee have the authority to waive a provision of this Code. If required by the rules of the SEC and/or NASDAQ, any waivers of a provision of this Code will be disclosed to shareholders by posting such information on the Company's website or by filing a Current Report on Form 8-K.

S. Reporting Requirements, Statement of Anti-Retaliation and Accountability for Adherence to the Code

Unless otherwise provided in applicable laws, a violation of the Code may result in disciplinary action, up to and including summary termination of employment, depending on the circumstance.

As part of its commitment to ethical and legal conduct, the Company expects Covered Persons to bring to the attention of Company management and to the VP Internal Audit & Compliance, the SVP of Human Resources, General Counsel or their designees, information about suspected violations of this Code or of applicable governmental law, rule, or regulation by any Covered Person, consultant, contractor or agent. Each Covered Person is required to come forward with any such information, without regard to the identity or position of the suspected offender. The Company will treat the information in a confidential manner (consistent with appropriate evaluation and investigation) and will ensure that no acts of retribution or retaliation will be taken against anyone for good faith reporting of any violations of this Code or of any applicable governmental law, rule, or regulation. Because failure to report criminal activity can itself be understood to condone the crime, we emphasize the importance of reporting. Failure to report knowledge of wrongdoing may result in disciplinary action against those who fail to report.

Information about known or suspected violations by any Covered Person, consultant, contractor or agent should be reported promptly to a member of management, VP Internal Audit & Compliance, General Counsel or the **CCH Ethics/Fraud Hotline, call (800) 354-7197**. Whenever practical, a Covered Person should do so in writing. Reports of violations will be investigated under the supervision of the VP Internal Audit & Compliance, as he or she finds appropriate. Covered Persons are expected to cooperate in the investigation of reported violations.

The VP Internal Audit & Compliance will not, to the extent practical and appropriate under the circumstances, disclose the identity of anyone who reports a suspected violation or who participates in the investigation. Covered Persons should be aware that the VP Internal Audit & Compliance, and those

assisting him or her, are obligated to act in the best interests of the Company, and do not act as a personal representative or lawyer for employees.

Reports of violations can be made by telephone to the hotline run by an independent company. To report compliance violations anonymously to the **CCH Ethics/Fraud Hotline, call (800) 354-7197**.

T. Vendors and Contractors

1. Purpose

CCH's policy is that the conduct of employees and others who do business with or on behalf of CCH shall be based upon high ethical standards and in compliance with the law. This section covers a wide range of business practices and procedures that may be relevant to CCH's vendors and contractors. This section is not intended to cover every issue that may arise, but it sets out basic principles to guide vendors and contractors in their dealings relating to CCH.

CCH is committed to being a responsible corporate citizen and so expects its vendors and contractors to comply with this Code.

Any vendor or contractor who violates the standards of this Code will jeopardize their relationship with CCH, including possible termination of the relationship. If you become aware of a situation that you believe may violate this Code, you should report your concerns immediately in accordance with the procedures described below in Section 9 (Reporting Procedures) below. No adverse action will be taken against anyone for making a complaint or disclosing information in good faith, and anyone who retaliates against a person who in good faith reports any violation or suspected violation will be subject to disciplinary action.

2. Compliance with Laws, Rules and Regulations

Obedying the law, both in letter and in spirit, is the foundation on which CCH's ethical standards are built. All CCH vendors and contractors must respect and obey the laws of the cities, counties and states which we operate. Although not everyone is expected to know the details of these laws, it is important to know enough to determine when to seek advice from vendors' or contractors' counsel and to inform CCH of any such matters.

If you are uncertain as to whether a course of action is in compliance with the law, you should ask for guidance from your legal advisors or contact.

3. Workplace Safety and Security

CCH strives to provide a safe and healthy work environment. Vendors and contractors working on CCH property have the responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions to CCH's Human Resource Department.

Vendors and contractors are required to report to the work site in condition to perform their duties, free from the influence of drugs or alcohol. The use, possession or distribution of illegal or unauthorized drugs or alcohol on CCH time or on CCH premises will not be tolerated.

Violence, threatening behavior and harassment are not permitted. Firearms and other weapons are strictly prohibited on CCH property or on the person of anyone while conducting CCH business, unless authorized in writing for special circumstances by CCH's Chief Executive Officer.

4. Conflicts of Interest

Business decisions must be based solely on what is best for CCH and not improperly influenced by personal, family or other business interests. Vendors or contractors dealing with vendors on behalf of CCH are expected to avoid conflicts of interest that could be detrimental to CCH. In addition, vendors and contractors are expected to respect CCH's conflicts of interest policy described here with respect to their dealings with CCH employees, so that CCH employees can remain in compliance.

A "conflict of interest" exists when a person's private interest interferes in any way with the interests of CCH or makes it difficult for a person to perform his or her work for CCH objectively and effectively. Conflicts of interest may also arise when an employee, vendor/contractor, a member of his or her family or other business associates, receives personal benefits as a result of his or her position or relationship with CCH.

Conflicts of interest by CCH employees are prohibited unless disclosed and approved. Similarly, vendors or contractors dealing with a vendor on behalf of CCH must disclose potential conflicts with that vendor to their CCH contacts, so that arrangements can be made to avoid the conflicts. Actions or situations that might involve a conflict of interest, or the appearance of one, require disclosure and include the following:

- Employee, vendor/contractor (or a family member or other business associate) working for a CCH vendor or contractor.
- Employee, vendor/contractor (or a family member or other business associate) holding a financial interest in a CCH vendor or contractor.

In addition, CCH's employees and vendors/contractors may not solicit, accept or retain any gift, entertainment, trip, loan, discount, guarantee of an obligation, service, or other benefit from any organization or person doing business with CCH, other than (i) modest gifts or entertainment as part of normal business courtesy that would not influence, or reasonably appear to influence, an officer or employee to act in any manner not in the best interest of CCH subject or (ii) a nominal benefit that has been disclosed and approved in accordance with this policy.

Notwithstanding anything in this policy to the contrary, vendors and contractors who offer gifts and entertainment with a value greater than \$200 (cash or non-cash) to a CCH employee must obtain the pre-approval of such offer from CCH's CFO or General Counsel. Likewise, no gifts or entertainment with a value greater than \$200 (cash or non-cash) shall be offered by a CCH employee to a vendor or contractor without obtaining prior written approval from the Company's Chief Financial Officer or General Counsel.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with CCH's VP Internal Audit & Compliance, General Counsel or the SVP of Human Resources.

5. Privileged Access and Information

Vendors and contractors may not use CCH property, information, or position for improper personal gain, or to compete with CCH directly or indirectly. Vendors and contractors are prohibited from taking for themselves personally or for their families or other business associate opportunities that are discovered through the use of CCH property, information or position.

6. Confidentiality

Vendors and contractors must maintain the confidentiality of all proprietary information entrusted to them by CCH or others with whom CCH does business, except when disclosure is authorized by CCH's Legal Department or required by laws or regulations. Confidential information includes all nonpublic information that, if disclosed, might be of use to competitors, or harmful to CCH or others with whom CCH does business. It also includes non-public information that vendors, contractors, customers and other companies have entrusted to CCH. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as, production and marketing plans, salary information and any unpublished financial data and reports. Unauthorized use or distribution of the information is a violation of CCH policy. Such information is to be used solely for CCH purposes and never for the private gain of a vendor, contractor or any CCH third party. The obligation to preserve and protect confidential or proprietary information continues even after the relationship ends with CCH.

7. Protection and Proper Use of Company Assets

CCH's assets should be used only for the legitimate business purposes of CCH. Vendors and contractors should endeavor to protect CCH's assets and ensure their proper and efficient use. Protecting CCH's assets against loss, theft and misuse is everyone's responsibility. As a CCH vendor or contractor, if you become aware of the theft or misuse of CCH's assets, immediately report the matter to your CCH contact or report using the procedures described below in Section 9 (Reporting Procedures) below.

8. Competition and Fair Dealing

CCH seeks to outperform our competition fairly, honestly and in full compliance with applicable laws, including antitrust laws. CCH seeks competitive advantages through superior performance, never through unethical or illegal business practices. Vendors and contractors should respect the rights of, and deal fairly and honestly with, CCH's customers, vendors, contractors, competitors and employees. No CCH vendor or contractor should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

Antitrust Laws. Antitrust laws, are designed to ensure a fair and competitive free market system. CCH has an antitrust policy and will comply with all applicable antitrust laws. Some of the most serious antitrust offenses occur between competitors, such as agreements to fix prices. Therefore, it is

important for vendors and contractors to avoid discussions with CCH's competitors, on behalf of CCH, regarding:

- Financial data (operating results, capital plans and expenditures, budget, etc.);
- Business forecasts and financial analyses;
- Development plans and strategies;
- Business programs, policies, plans, manuals, strategies and methods of operations;
- Customer and supplier lists and identity of outside consultants as well as customer identities and other basic customer information;
- Information obtained during the course of vendor's/contractor's business relationship with CCH about another company, supplier or customer;
- Marketing and advertising plans, programs, strategies, analyses and research; and
- Pricing and product programs, plans, strategies, analyses and research.

If you believe a conversation with a competitor enters an inappropriate area, end the conversation at once and consult CCH's General Counsel.

Unauthorized Taking or Use of Information. The unauthorized taking or use of proprietary information from other companies, possessing trade secret information that was obtained without legal authority, or inducing such disclosures by past or present employees of other companies is prohibited.

9. Insider Trading

Vendors and contractors in possession of material information about CCH must abstain from trading in CCH securities until such information is generally and publicly available by means of a press release or other public filing or disclosure by CCH. Such material "inside information" might include earnings estimates, stock and dividend activity, changes of control or management, pending mergers, sales, acquisitions, reserves or other significant business information or developments. As a CCH vendor or contractor, providing such inside information to others who then trade on it is also strictly prohibited. Trading on inside information is also a violation of federal securities law. If you have any questions, please consult CCH's Legal Department.

10. Reporting Procedures

CCH's vendors and contractors have the responsibility to report violations of CCH's Business Ethics Policy or other conduct relating to CCH's business that they suspect may be unethical or in violation of the law. To report a suspected compliance violation or when in doubt about the best course of action to take in a particular situation is, please:

- Talk to your contact at CCH or to CCH's General Counsel or VP Internal Audit & Compliance, or
- Call the CCH **Ethics/Fraud** Hotline, it is available 24 hours a day, at (800) 354-7197.

All such communications will be kept confidential and forwarded directly to the appropriate party, as applicable.

LIST OF SUBSIDIARIES

Subsidiary	Place of Incorporation
Assignment America, LLC	Delaware
Cejka Search, Inc.	Delaware
Credent Verification and Licensing Services, LLC	Delaware
Cross Country Holdco (Cyprus) Limited	Cyprus
Cross Country Infotech, Pvt. Ltd.	India
Cross Country Staffing, Inc.	Delaware
Cross Country Talent Acquisition Group, LLC*	Delaware
MDA Holdings, Inc.	Delaware
Medical Doctor Associates, LLC	Delaware
New Mediscan II, LLC	California
OWS, LLC	Delaware
Travel Staff, LLC	Delaware

* Majority-owned joint venture

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-145484, 333-188519, 333-196639, 333-218557 and 333-238719 on Form S-8 of our report dated February 25, 2021, relating to the consolidated financial statements of Cross Country Healthcare, Inc. and subsidiaries, and the effectiveness of Cross Country Healthcare, Inc. and subsidiaries' internal control over financial reporting, appearing in this Annual Report on Form 10-K of Cross Country Healthcare, Inc. for the year ended December 31, 2020.

/s/ Deloitte & Touche LLP

Boca Raton, Florida
February 25, 2021

CERTIFICATION

I, Kevin C. Clark, certify that:

1. I have reviewed this annual report on Form 10-K of Cross Country Healthcare, 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: February 25, 2021

/s/ Kevin C. Clark

Kevin C. Clark
Co-Founder & Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, William J. Burns, certify that:

1. I have reviewed this annual report on Form 10-K of Cross Country Healthcare, 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: February 25, 2021

/s/ William J. Burns

William J. Burns
Executive Vice President & Chief Financial Officer
(Principal Accounting and Financial Officer)

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the accompanying Annual Report on Form 10-K of Cross Country Healthcare, Inc. (the Company) for the year ended December 31, 2020, (the "Periodic Report"), I, Kevin C. Clark, Co-Founder and Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge the Periodic Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 25, 2021

/s/ Kevin C. Clark

Kevin C. Clark
Co-Founder, Chief Executive Officer
(Principal Executive Officer)

The foregoing certification is provided solely for purposes of complying with the provisions of Section 906 of the Sarbanes-Oxley Act of 2002.

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the accompanying Annual Report on Form 10-K of Cross Country Healthcare, Inc. (the "Company") for the year ended December 31, 2020, (the "Periodic Report"), I, William J. Burns, Executive Vice President and Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge the Periodic Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 25, 2021

/s/ William J. Burns

William J. Burns
Executive Vice President, Chief Financial Officer
(Principal Accounting and Financial Officer)

The foregoing certification is provided solely for purposes of complying with the provisions of Section 906 of the Sarbanes-Oxley Act of 2002.