

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K**

(Mark One)  
 ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2021

OR

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

Commission file number: 0-49983

**Saia, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)

11465 Johns Creek Parkway, Suite 400  
Johns Creek, Georgia  
(Address of Principal Executive Offices)

48-1229851  
(I.R.S. Employer  
Identification No.)

30097  
(Zip Code)

(770) 232-5067

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.001 per share	SAIA	The Nasdaq Global Select Market

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 Exchange 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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

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

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.

As of June 30, 2021, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$5,516,939,156 based on the last reported sales price of the common stock as reported on the National Association of Securities Dealers Automated Quotation System National Market System. The number of shares of Common Stock outstanding as of February 17, 2022 was 26,401,931.

**Documents Incorporated by Reference**

Portions of the definitive Proxy Statement to be filed within 120 days of December 31, 2021, pursuant to Regulation 14A under the Securities Exchange Act of 1934 for the Annual Meeting of Stockholders to be held April 29, 2022, have been incorporated by reference into Part III of this Form 10-K.

Auditor Name: KPMG LLP

Auditor Location: Atlanta, Georgia, United States

Auditor Firm ID:185



## PART I.

### Item 1. *Business*

#### Overview

Saia, Inc., through its wholly-owned subsidiaries, is a transportation company headquartered in Johns Creek, Georgia (Saia, Inc. together with its subsidiaries, the Company or Saia). We provide less-than-truckload (LTL) services through a single integrated organization. While more than 97% of our revenue is derived from transporting LTL shipments, we also offer customers a wide range of other value-added services, including non-asset truckload, expedited and logistics services across North America.

Founded in 1924, Saia Motor Freight Line, LLC (Saia LTL Freight) is a leading LTL carrier that serves 45 states and provides LTL services to Canada and Mexico through relationships with third-party interline carriers. Saia LTL Freight specializes in offering its customers a range of LTL services including time-definite and expedited options. Saia LTL Freight primarily provides its customers with solutions for shipments between 400 and 10,000 pounds.

As of December 31, 2021, Saia LTL Freight operated a network comprised of 176 owned and leased facilities, including three general offices, and owned approximately 5,600 tractors and 19,300 trailers, including equipment acquired with finance leases.

In May 2017, Saia initiated a strategy to provide direct service to the portions of the continental United States not then serviced by the Company. The focus began with the Northeast and includes additional investments in density and service in our legacy geographies. Since that time the Company has opened 30 new terminals. Over the past five years, Saia has invested more than \$1.25 billion in capital expenditures, primarily for revenue equipment, real estate and technology. These investments have reduced the age of Saia's fleet, improved fuel economy, reduced carbon emissions, enhanced safety and supported Saia's plans for additional volume growth. Saia has also invested substantially in technology, training and business processes to enhance the Company's ability to monitor and manage customer service, safety, operations and profitability.

In 2021, Saia generated revenue of \$2.3 billion and operating income of \$335.1 million. In 2020, Saia generated revenue of \$1.8 billion and operating income of \$180.3 million. In 2021, the average Saia LTL Freight shipment weighed approximately 1,397 pounds and traveled an average distance of approximately 913 miles.

#### Industry

The trucking industry consists of three segments: private fleets and two "for-hire" carrier groups. The private carrier segment consists of fleets owned and operated by shippers who move their own goods. The two "for-hire" carrier groups, truckload and LTL, are defined by the typical shipment sizes handled by the transportation service companies. Truckload refers to providers generally transporting shipments greater than 10,000 pounds and LTL refers to providers generally transporting shipments less than 10,000 pounds. Saia is primarily an LTL carrier. In addition to the three main trucking segments, Saia also competes with small package carriers, final mile delivery services, railroads, air freight carriers, third party logistics providers and other emerging digital competitors.

LTL carriers typically pickup numerous shipments, generally ranging from 100 to 10,000 pounds, consolidate them at local carrier-operated freight terminals and then transport the shipments from the terminal to the carrier-operated destination terminal for delivery to the ultimate destination. As a result, LTL carriers require expansive networks of pickup and delivery operations around local freight terminals and linehaul operations to transport freight between the local terminals.

The truckload segment is the largest portion of the "for-hire" truck transportation market. Truckload carriers primarily transport large shipments from origin to destination with no intermediate handling.

Because truckload carriers do not require an expansive network to provide point-to-point service, the overall cost structure of truckload carriers is typically lower and more variable relative to LTL carriers. However, the lack

of a network subjects their drivers to extended periods away from home thus resulting in higher driver turnover and periodic driver shortages. The truckload segment is comprised of several major carriers and numerous small entrepreneurial players. At the most basic level, a truckload company can be started with capital for rolling stock (a tractor and a trailer), insurance, a driver and little else. As size becomes a factor, capital is needed for technology, infrastructure and some limited facilities. Saia LTL Freight may participate in the truckload market as a means to fill empty miles in lanes that are not at capacity. Saia also offers its customers the truckload and expedited offerings of its non-asset operations.

Capital requirements are significantly higher in the traditional LTL segment versus the truckload segment. In the LTL sector, substantial amounts of capital are required for a network of freight terminals, shipment handling equipment and revenue equipment (both for city pick-up, delivery and linehaul). In addition, investment in technology has become increasingly important in the LTL segment largely due to the number of transactions and number of customers served on a daily basis. Saia LTL Freight picks up approximately 31,000 shipments per day, each of which has a shipper and consignee, and sometimes a third-party payor, all of whom need access to information in a timely manner. More importantly, technology plays a key role in improving customer service, operations efficiency and compliance, safety and revenue management. As a result of the significant infrastructure required to operate an LTL carrier, the LTL segment is more concentrated than the truckload segment with the largest LTL players operating nationally or in regional markets. Driver turnover in the LTL sector is significantly lower relative to the truckload sector, although LTL carriers also face periodic driver shortages.

## **Business Strategy**

Saia has grown historically through a combination of organic growth and geographic integration or “tuck-in” acquisitions of smaller trucking and logistics companies. More recently Saia has grown largely through organic growth.

Key elements of our business strategy include:

### ***Continue to focus on operating safely.***

Our most valuable resource is our employees. It is a corporate priority to continuously emphasize the importance of safe operations to reduce both the frequency and severity of injuries and accidents. This emphasis on safe operations is focused not only on protecting our employees and the communities in which we operate, but with the continued escalation of commercial insurance and healthcare costs, it is important to maintain and improve stockholder returns. Operational safety has a broader impact on the communities we serve and we expect regulatory requirements to become an increasing priority.

### ***Manage pricing and business mix.***

This element of our business strategy involves managing both the price we charge for our services and the mix of freight we transport to operate our network more profitably. Improvements in the economy coupled with the tightening of available capacity in the industry over the last several years allowed the Company to implement pricing initiatives to increase the Company’s yield and revenue per shipment.

### ***Increase density in existing geographies.***

We gain operating leverage by growing volume and density within existing geography. Depending on pricing and the specific lanes, we estimate that the potential incremental profitability on growth in current markets can be as much as 30 percent or more. This improves margins, asset turnover and return on capital. We actively monitor opportunities to add freight terminals where there is sufficient market potential. Future volume growth at Saia could result from improvements in the general economy, industry consolidation, geographic expansion and strategic acquisitions, as well as specific sales and marketing initiatives.

***Continue to focus on delivering best-in-class service.***

The foundation of Saia's growth strategy is consistent delivery of high-quality service through on-time delivery and reduced claims for lost and damaged freight. Commitment to service quality is valued by customers and allows us to charge fair compensation for our services and positions us to improve market share.

***Continue to focus on improving operating efficiencies.***

Saia has operating initiatives focused on continuing to improve efficiency, including by optimizing our linehaul scheduling and pick-up and delivery operations. These initiatives help offset a variety of structural cost increases like wages, healthcare benefits, casualty insurance, workers' compensation claims and casualty claims and parts and maintenance expense. Optimizing our linehaul scheduling and pick-up and delivery operations provides the opportunity to better utilize assets and thus reduce fuel consumption and carbon emissions. We believe Saia continues to be well positioned to manage costs and utilize assets. We believe we will continue to see new opportunities for cost savings.

***Prepare the organization for growth and enhanced geographic footprint.***

While our immediate priority is to improve profitability, we plan to further pursue geographic expansion and build additional density in markets to promote profitable growth and improve our customer value proposition over time. As a result, we plan to continue to invest in new terminals, in our tractor and trailer fleet and in new technology to enable us to efficiently handle the increased freight flows we anticipate to and from new and existing markets. In addition to direct expansion through adding new terminals, management may consider acquisitions from time to time to help expand geographic reach and density while gaining the business base of the acquired entity.

***Continue to address environmental and social issues.***

We are dedicated to building on our strong, positive culture by being a leading corporate citizen for the benefit of our customers, employees, communities and shareholders. In recent years, we have invested heavily in our tractor and trailer fleet to improve fuel efficiency and reduce carbon emissions, while also improving reliability and lowering maintenance expenses. We are also working to optimize our linehaul scheduling and pick-up and delivery operations to better utilize our assets and thus further reduce fuel consumption and carbon emissions. We are undertaking pilot programs involving the use of alternative fuels for our operations, including testing of tractors powered by compressed natural gas and electricity. The Company has implemented new procedures designed to reduce the risk of spills of hazardous materials we transport and to quickly and efficiently react to any environmental incidents. At our terminals, we have implemented electricity-saving procedures and have conservation initiatives in place to recycle used oil, scrap metal, paper, tires and batteries. Additionally, for new construction terminals we are using best practices of including green initiatives where possible.

Based on the most recently available rankings, for 2020, Saia achieved the highest rank possible (rank 1 – top 20%) among the EPA's SmartWay Carrier Performance Rankings for LTL carriers for Carbon Dioxide (CO<sub>2</sub>), Nitrogen Oxide (NO<sub>x</sub>) and Particulate Matter (PM) emissions per ton-mile. Saia has also participated in the EPA's SmartWay Program since 2006, which assists companies with advancing supply chain sustainability by measuring, benchmarking and improving freight transportation efficiency.

We are focused on maintaining strong relationships with our employees. We invest in our employees through training and professional development programs, safety training, wellness programs, internal employee communications and employee recognition programs, along with providing competitive wages and employee benefit programs. As part of the upgrade of our tractor fleet, we have added accident avoidance technology in our new over-the-road tractors, including active braking assistance, adaptive cruise control, lane departure warning systems and roll stability control, designed to make our drivers safer and to protect the communities where we operate.

***Seasonality***

Our revenues are subject to seasonal variations. Customers tend to reduce shipments after the winter holiday season and our operating expenses tend to be higher as a percent of revenue in the winter months primarily due to lower capacity utilization and weather effects. Generally, the first quarter is the weakest quarter while the second

and third quarters are the strongest quarters in terms of revenue and profit. Quarterly profitability is also impacted by the timing of salary and wage increases and general rate increases which have varied over the years.

## **Human Capital**

We believe our success as a company depends on the strength of our workforce. Our Vice President of Human Resources, reporting to our President and Chief Executive Officer, is responsible for developing and executing our human capital strategy. These responsibilities include recruiting, hiring, training and retention as well as the development of our compensation and benefits programs.

Our 11,600 union-free employees are comprised of about 50% licensed commercial drivers, about 25% dock workers (approximately one-third of whom are part-time) and the remaining 25% work in sales, technology and administration to support our business. Of Saia's workforce, approximately 89% are male. Approximately 48% of all employees have self-identified as Hispanic or Latino, Native American, Pacific Islander, Asian, Black or African American, or of two or more races. Additionally, nearly 80% of our workforce is under the age of 55, while our driver average tenure is eight years.

As the success of our business is fundamentally connected to the well-being of our people, we offer benefits that support their physical, financial and emotional well-being. We provide our employees with access to affordable and convenient medical programs intended to meet their physical and emotional needs and the needs of their families, with 96% of employees participating. To foster retention, employees with ten or more years of service do not pay premiums for participation in the medical program. In addition to standard medical coverage, we offer eligible employees dental and vision coverage. Additionally, Saia strives to help employees lead healthier lives through a voluntary wellness program aimed at engaging employees to promote proactive evaluation, tracking and management of major health and wellness indicators, such as blood pressure, weight, and routine blood laboratory analysis. The program has an annual participation rate of approximately 60% of our employee base.

As an added benefit for employees, we offer a 401(k) savings plan with a Company match as well as paid vacation and personal days. These benefits are in addition to the Company's market-based compensation program designed to maintain competitive compensation packages for all employees. We assess the competitiveness of our compensation by principal job classifications in markets across the country through periodic compensation surveys. Company-wide wage increases are also implemented from time-to-time, including two during 2021, including approximately 4.7% awarded to employees in August 2021 and approximately 3.5% awarded to employees in January 2021.

In recent years, due to competition for quality employees, the compensation divide between union and non-union carriers has closed dramatically. We believe a direct relationship with our employees provides for better communications and employee relations. This dialogue with our employees enhances operating flexibility and ultimately lowers costs. In addition, non-union carriers have more flexibility with respect to work schedules, routes and other similar items. This flexibility is a major consideration in meeting the service levels required by customers. We believe this differentiation provides stronger future growth prospects, improved efficiencies and customer service capabilities.

### ***Recruiting, Hiring, Training and Professional Development.***

We seek to hire employees with the desire they spend their career with us to retirement. With that in mind, identifying qualified candidates and attracting them with competitive compensation and benefits is key to our success. We have regional recruiting managers across the Company to facilitate our hiring needs. If necessary and to attract the most qualified candidates, we offer periodic signing bonuses to new hires.

We have more than 300 driver trainers, who assist in providing all new drivers with over 40 hours of onboarding training. To further our drivers' training, Saia annually trains all drivers in the Smith System defensive driving program and provides weekly safety training through various mediums, including safety videos and group and individual presentations on safety topics. Saia's tractor fleet is equipped with extensive safety technology, including video recording systems which enable managers to provide coaching and feedback to drivers throughout the year. Our dock employees also receive onboarding training which is supplemented with on-going safety and job training. Employees who express an interest in a long-term driving career can enroll in a Company-sponsored dock-

to-driver program to obtain the necessary commercial driver certifications. Annual safety awards and recognition are given to both drivers and dock employees who qualify.

### ***Diversity and Inclusion.***

Saia is committed to fostering a work environment that values and promotes diversity and inclusion. We pride ourselves in the fair treatment of our employees and strive to have a high level of employee satisfaction and productivity. We use periodic employee engagement surveys as well as compensation surveys to measure our success in meeting our employees' needs in the workplace.

We seek to promote workplace diversity and to create a spirit of inclusivity in our Company that encourages authenticity, celebrates our differences and supports collaborative effort gathered from the unique experiences and diverse perspectives of our employees.

In early 2021, we launched a Diversity Council offering a cross-functional employee perspective of diversity-related issues within our Company. The goal of the leaders in our Company and of the Council is to promote a culture where individual differences are respected and all employees are valued for the skills and contributions they bring to the business. The Council is responsible for continually examining the processes and systems in place to ensure that attraction, engagement, development and retention of a diverse workforce is encouraged by inclusive leadership principles.

### ***Engagement.***

We focus on driving employee engagement throughout our organization. We believe it is important to our success as an organization for our employees to understand how their work contributes to our overall performance. We communicate with our workforce through a variety of channels and encourage open and direct communication. Saia communication starts with an employee's manager and is supplemented by a variety of means, including regular industry updates, a monthly magazine, reports on quarterly performance directly from the CEO and executive team and annual employee engagement surveys.

### ***COVID-19 Response.***

During the COVID-19 pandemic, the health and safety of our employees and their families has been our top priority as we remain open for business as an essential service provider to our customers. Our Company has established policies and procedures designed to mitigate the potential for transmission of COVID-19 amongst our employees, customers and vendors. Personal Protective Equipment (PPE) in the form of masks, gloves and hand sanitizer have been made available to employees at all locations. Workplaces have been configured to provide for social distancing where possible and, where job functions will allow, employees have worked remotely. House-keeping and sanitization procedures have been implemented, and, in instances where the workplace is exposed to an individual with a positive test result for COVID-19, an outside vendor is retained to do an extensive sanitization of the impacted facility.

### ***Corporate Culture.***

Saia's mission is to safely drive our customers' success with custom solutions built on the three pillars of our service-focused values: people, purpose and performance. Our core values place the *Customer First* as they are the heart of the business. *Safety* is a unifying fundamental behavior and practice that supports our Company's purpose and goals. *Taking Care of Each Other* is rooted in our leadership team caring for our employees and our employees caring for each other. Every employee deserves to be treated with *Dignity and Respect*. Our emphasis on *Do the Right Thing* focuses on making the ethical choice. Ultimately, we all seek and embrace our responsibility to the *Community* in which we live and operate.

The Company has sought to adhere to our core values with a commitment to communicating with employees, providing long-term growth and by providing development opportunities and a leading and comprehensive

employee compensation and benefits program. We believe this focus has fostered a positive company culture and great success with our employees and customers.

## **Competition**

Although there has been some tightening of capacity and some industry consolidation, shippers continue to have a wide range of choices. We believe that service quality, price, variety of services offered, geographic coverage, responsiveness and flexibility are the important competitive differentiators.

Saia focuses on providing LTL services in a highly competitive environment against a wide range of transportation service providers. These competitors include a small number of large, national transportation service providers in the long haul and two-day markets and a larger number of shorter-haul or regional transportation companies in the two-day and overnight markets. Saia also competes in and against several modes of transportation, including LTL, truckload and private fleets. The larger the service area, the greater the barriers to entry into the LTL trucking segment due to the need for additional equipment and freight terminals associated with this coverage. The level of technology investment required and density needed to provide adequate labor and asset utilization make larger-scale entry into the LTL market difficult. Saia also competes with small package carriers, final mile delivery services, railroads, air freight carriers, third party logistics providers and other emerging digital competitors.

## **Regulation**

Over the past 40 years, the trucking industry has been substantially deregulated and rates and services are largely free of regulatory controls. Nevertheless, the trucking industry remains subject to regulation by many federal and state governmental agencies, and these authorities have broad powers over matters ranging from the authority to engage in motor carrier operations, motor carrier registration, driver hours of service, safety and fitness of transportation equipment and drivers, insurance requirements, fuel efficiency and emissions standards, and the transportation and handling of hazardous materials.

Key areas of regulatory activity include:

### ***Department of Homeland Security.***

Federal, state and municipal authorities have implemented and continue to implement anti-terrorism measures, including checkpoints and travel restrictions on large trucks. The Transportation Security Administration (TSA) and Customs and Boarder Protection (CBP) continue to focus on trailer security, driver identification, security clearance and border-crossing procedures. These and other safety and security measures, such as rules for transportation of hazardous materials and cargo-security regulations, could increase the cost of operations, reduce the number of qualified drivers and disrupt or impede the timing of our deliveries to customers.

### ***Department of Transportation.***

Motor carrier and freight brokerage operations are subject to safety, insurance and bonding requirements prescribed by the U.S. Department of Transportation (DOT) and various state agencies.

Within the DOT, the Federal Motor Carrier Safety Administration (FMCSA) has issued rules including hours of service regulations that limit the maximum number of hours a driver may be on duty between mandatory off-duty hours. Our operations have been adjusted to comply with these rules, and while our base operations have not been materially affected, we did experience deterioration in the cost, availability and reliability of purchased transportation. Revisions to these rules could further impact our operations, further tighten the market for qualified drivers and put additional pressure on driver wages and purchased transportation costs.

The FMCSA's Compliance Safety Accountability Program (CSA) could adversely affect our results and ability to maintain or grow our fleet. CSA is an enforcement and compliance model that assesses a motor carrier's on-road performance and investigation results for a 24-month period using roadside stops and inspections, resulting in safety and performance ratings in the following categories: unsafe driving; hours-of-service compliance; driver

fitness; controlled substances/alcohol; vehicle maintenance; hazardous material compliance; and crash indicators. The evaluations are used to rank carriers and individual drivers and to select carriers for audit and other interventions.

The FMCSA has established the Commercial Driver's License Drug and Alcohol Clearinghouse, which is a database that discloses drug and alcohol violations of commercial motor vehicle drivers. The clearinghouse requires us to check for current and prospective employee's drug and alcohol violations and annually query for violations of each driver we employ.

The Infrastructure Investment and Jobs Act (IIJA) signed into law in 2021 requires the FMCSA to establish an apprenticeship pilot program that would allow drivers between the ages of 18-20 with an intrastate commercial driver's license to operate in interstate commerce under certain conditions. In response to this requirement, the FMCSA has developed the Safe Driver Apprenticeship Pilot Program (SDAP). Although carriers are not currently mandated to participate, we may participate in SDAP to help address driver shortages in the future. Participation in the program may affect our delivery times, increase our cost of operations, and affect the costs of transportation to maintain compliance.

#### ***Environmental Protection Agency.***

Our operations are subject to U.S. federal, state, local, and foreign regulations with regard to air and water quality and other environmental matters. Regulation in this area continues to evolve with changes in the enforcement of existing regulations, as well as the enactment and enforcement of new regulations that may require us or our customers to modify, supplement or replace equipment or facilities or to change or discontinue present methods of operation. Specifically, the EPA has issued regulations reducing sulfur content of diesel fuel and reducing engine emissions. These regulations increased the cost of replacing and maintaining trucks. Future environmental laws in this area could further increase our costs and impact our operations.

Our operations are subject to environmental laws and regulations dealing with the handling of hazardous materials, underground fuel storage tanks and discharge and retention of storm water. We operate in industrial areas where truck terminals and other industrial activities are located and where groundwater or other forms of environmental contamination may have occurred. Our operations involve the risks of fuel spillage or seepage, environmental damage and hazardous waste disposal, and costs associated with the leakage or discharge of hazardous materials we transport for our customers, among others. Although we have programs in place designed to monitor and control environmental risks and to promote compliance with applicable environmental laws and regulations, violations of applicable environmental laws or regulations or spills or other accidents involving hazardous substances can still occur and may subject us to cleanup costs, liabilities not covered by insurance, substantial fines or penalties and to civil and criminal liability, any of which could adversely affect our financial condition, results of operations, liquidity and cash flows.

Other countries have implemented laws that limit greenhouse gas emissions. If the U.S. enacted environmental laws further limiting greenhouse gas emissions, our costs could increase and our operations could be adversely impacted. The EPA and DOT have announced Fuel Efficiency Standards for medium and Heavy-Duty Trucks, which require a reduction of up to 25 percent in carbon emissions over the next decade. In August 2021, the EPA announced its "Clean Trucks Plan," which includes efforts over a three year time frame to develop a nitrogen oxides ("NOx") standard, which could impose substantial costs on us. The Clean Trucks Plan also includes the development of new greenhouse gas emissions standards for heavy-duty engines and vehicles in an effort to promote zero-emission technologies. In December 2021, the California Air Resources Board ("CARB") adopted more stringent standards to reduce nitrogen oxide emissions by heavy-duty engines. The United States rejoined the Paris climate accord in 2021 and, as a result, the United States may take further action to reduce greenhouse gas emissions, which, could adversely affect our business. Individual states are also implementing emissions regulations, such as the CARB regulations that apply not only to California intrastate carriers, but also to carriers outside the state who own or dispatch equipment in California.

**Food and Drug Administration.**

As a transportation provider of foodstuffs, we are subject to rules and regulations issued by the Food and Drug Administration (FDA) to provide for the security of food and foodstuffs throughout the supply chain. The FDA has issued a final rule to establish certain requirements under the Sanitary Food and Transportation Act (SFTA) for vehicles and transportation equipment, transportation operations, training, recordkeeping and waivers. The rule is designed to promote the continuance of best practices in the industry concerning cleaning, inspection, maintenance, loading and unloading of, and operation of vehicles. Under the SFTA requirements, carriers are required to develop and implement written procedures subject to recordkeeping that specify its practices for cleaning, sanitizing, and inspecting vehicles and transportation equipment. Continued compliance with current and future SFTA requirements may cause us to incur additional expenses and affect our operations.

**Data Privacy Regulations.**

There have been increased regulatory efforts regarding data protection and transparency in how customer data is used and stored in the U.S. and other countries. For example, the European Union (EU) General Data Protection Regulation (GDPR), effective May 2018, imposes strict rules on controlling and processing data originating from the EU. Other governments have enacted similar data protection laws, including the State of California's California Consumer Privacy Act of 2018, as amended and extended by the California Privacy Rights Act of 2020. As a transportation and logistics provider, we collect and process significant amounts of customer data on a daily basis. Complying with data protection laws may increase our compliance costs or require alterations to our data handling practices. Violations or noncompliance could result in significant fines from governmental or consumer actions and negative impacts to our reputation, operating results and financial condition.

**Trademarks and Patents**

We have registered several service marks and trademarks in the United States Patent and Trademark Office, including Saia Guaranteed Select<sup>®</sup>, Saia Customer Service Indicators<sup>®</sup> and Saia Xtreme Guarantee<sup>®</sup>. We believe these service marks and trademarks are important components of our marketing strategy.

**Additional Information**

Saia has a website that is located at [www.saia.com](http://www.saia.com). Saia makes available, free of charge through its website, all filings with the Securities and Exchange Commission (SEC) as soon as reasonably practicable after making such filings with the SEC.

## Information about our Executive Officers

Information regarding executive officers of Saia is as follows:

<u>Name</u>	<u>Age</u>	<u>Positions Held</u>
Frederick J. Holzgrefe, III	54	President and Chief Executive Officer of Saia, Inc. since April 2020. Mr. Holzgrefe served as President and Chief Operating Officer of Saia, Inc. January 2019 to April 2020. Prior to this, Mr. Holzgrefe served as Executive Vice President and Chief Financial Officer since September 2014. Prior to joining Saia, Mr. Holzgrefe was Vice President of Business Development and Vice President and Chief Financial Officer for Golden Peanut Company. Mr. Holzgrefe has been a member of the Board of Directors of Saia, Inc. since January 2019.
Douglas L. Col	57	Executive Vice President and Chief Financial Officer of Saia, Inc. since April 2020 and Vice President and Chief Financial Officer since January 2020. Mr. Col joined the Company in 2014 as Treasurer and continued in that role until January 2020. Mr. Col has also served as the Company's Secretary since February 2019.
Patrick D. Sugar	34	Executive Vice President of Operations of Saia, Inc. since March 2021. Mr. Sugar joined the Company in December 2016 and served as Vice President of Linehaul and Industrial Engineering prior to his promotion in March 2021.
Raymond R. Ramu	53	Executive Vice President and Chief Customer Officer of Saia, Inc. since May 2015. Mr. Ramu joined Saia LTL Freight in December 1997 and served as Vice President of Sales - East from April 2007 to May 2015.
Rohit Lal	61	Executive Vice President and Chief Information Technology Officer of Saia, Inc. since August 2017. Prior to that time, Mr. Lal served in Information Technology leadership roles at the Coca-Cola Company since 2008.
Karla J. Staver	59	Vice President of Human Resources of Saia, Inc. since October 2019. Ms. Staver has been employed by the Company since 2008 and served as Director of Safety from 2011 until October 2019. She has announced her retirement, effective March 1, 2022.

Officers are elected by the Board of Directors of Saia, Inc. (the Board) and serve at the discretion of the Board. With the exception of Mr. Holzgrefe, none of the officers of the Company are subject to an employment agreement with the Company. There are no family relationships between any executive officer and any other executive officer or director of Saia or its subsidiaries.

## **Item 1A. Risk Factors**

Saia stockholders should be aware of certain risks, including those described below and elsewhere in this Form 10-K, which could adversely affect the value of their holdings and could cause our actual results to differ materially from those projected in any forward looking statements.

### **Industry and Economic Risks**

***We are subject to general economic conditions that are largely out of our control, any of which could adversely affect our business.***

Our business is subject to a number of general economic conditions that may have a material adverse effect on our financial condition, the results of operations, liquidity and cash flows, many of which are largely out of our control. These include recessionary economic cycles and downturns in customer business cycles, global uncertainty and instability, inflation, changes in U.S. social, political, and regulatory conditions, tariff and trade discussions and/or a disruption of financial markets. Economic conditions may adversely affect the business levels of our customers, the amount of transportation services they need and their ability to pay for our services and could reduce the prices we are able to charge for our services.

***We operate in a highly competitive industry and our business will be adversely impacted if we are unable to adequately address potential downward pricing pressures and other factors.***

Numerous competitive factors could impair our ability to maintain our current profitability. These factors include the following:

- competition with many other transportation service providers of varying types including competitor LTL carriers, TL and parcel carriers, as well as non-asset based logistics and freight brokerage companies, some of whom have more equipment, a broader coverage network, a wider range of services and greater capital resources than we do or have other competitive advantages;
- transportation companies periodically reduce their prices to gain business, especially during economic recessions or times of reduced growth rates in the economy which may limit our ability to maintain or increase prices or grow our business;
- many customers reduce the number of carriers they use by selecting approved transportation service providers, periodically accepting bids from multiple carriers for their shipping needs, or by developing their own or using alternative delivery mechanisms, and these practices may depress prices or result in the loss of business;
- the trend towards consolidation in the surface transportation industry may create other large carriers with greater financial resources than us and other competitive advantages due to their size;
- disruptive technologies, including driverless trucks, electric vehicles, alternative fuels, artificial intelligence applications and software applications to monitor supply and demand may significantly alter historical business models of the trucking industry, potentially leading to increased capital expenditures and emergence of new competitors, some of whom may have greater financial resources than us and other advantages due to their size;
- the trend toward increased sales in the e-commerce sector as opposed to the traditional brick and mortar store model could threaten the continued operation of our retail customers, which could reduce the demand for our services and adversely impact our revenues; and
- technological advances require increased investments to remain competitive, and we may not utilize enough advanced technology, select the correct technology solutions or convince our customers to accept higher prices to cover the cost of these investments.

***The transportation industry is affected by business risks that are largely out of our control.***

Businesses operating in the transportation industry are affected by risks that are largely out of their control, any of which could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows. These risks include health of the economy, weather and other seasonal factors, excess capacity in the transportation industry, supply chain disruptions, labor shortages, decline in U.S. manufacturing, acts of terrorism, health epidemics, interest rates, inflation, fuel costs, fuel taxes, license and registration fees, healthcare costs, insurance premiums and coverage availability. In particular, harsh weather or natural disasters, such as hurricanes, tornadoes, fires and floods, global pandemics and acts of terrorism can affect our operations by increasing operational costs, reducing demand, introducing infrastructure instability and disrupting advance route and load planning.

***We are dependent on cost and availability of qualified employees and purchased transportation.***

There is significant competition for qualified drivers within the trucking industry and attracting and retaining qualified drivers has become more challenging as the available pool of qualified drivers has been decreasing in recent years. Age demographics, hours of service rules, ability to obtain insurance coverage, the legalization and growing recreational use of marijuana and regulatory requirements, including the Compliance Safety Accountability program (CSA) of the Federal Motor Carrier Safety Administration (FMCSA) have contributed to the reduction in the number of eligible drivers and may continue to do so in the future.

Moreover, as a result of COVID-19, general macroeconomic factors and an increasingly competitive labor market, we are experiencing difficulty in hiring sufficient qualified employees to fill all available positions. The most illustrative example is the significant shortfall of qualified drivers in the trucking industry; however, the labor shortage is not limited to qualified drivers. At times, we have been unable to hire qualified dockworkers and office personnel. Our ability to hire sufficient personnel may be negatively impacted by increasing demands related to health and safety protocols, including mask and vaccine requirements, and by reduced labor supply. We may experience shortages of qualified employees that could result in us not meeting customer demands, upward pressure on wages and benefits, underutilization of our truck fleet and/or use of higher cost purchased transportation which could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows.

There is also significant competition for quality purchased transportation within the trucking industry. We periodically experience shortages of quality purchased transportation that could result in higher costs for these services or prevent us from meeting customer demands which could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows.

***Inflation may increase our operating expenses and lower profitability.***

The COVID-19 pandemic caused a global recession, and the sustainability of the economic recovery observed in 2021 remains unclear. The COVID-19 pandemic has also significantly increased economic and demand uncertainty, has caused inflationary pressure in the U.S. and elsewhere, and has led to disruption and volatility in demand for our services, our suppliers' ability to fill orders and global capital markets.

The Bureau of Labor Statistics reported that the Consumer Price Index increased 7 percent in 2021, indicating the largest increase since 1982. Most of our operating expenses are sensitive to increases in inflation, including equipment prices, fuel costs, insurance costs, employee wages and purchased transportation. Furthermore, inflation may generally increase costs for materials, supplies and services and capital. With increasing costs, we may have to increase our prices to maintain the same level of profitability. If we are unable to increase our prices sufficiently to offset increasing expenses, then inflation could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows.

***We are dependent on cost and availability of fuel.***

Fuel is a significant operating expense and its availability is vital to daily operations. We do not hedge against the risk of fuel price increases. Global political events, acts of terrorism, cyber security incidents, inflation, federal, state and local laws and regulations, natural or man-made disasters, adverse weather conditions and other external factors could adversely affect the cost and availability of fuel. In the past, we have been able to obtain fuel from various sources and in the desired quantities, but there can be no assurance that this will continue to be the case in the future and any shortage or interruption in the supply or distribution of fuel could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows. To the extent not offset by fuel surcharges or other customer price changes, volatility in fuel prices or significant increases in fuel taxes resulting from these economic or regulatory changes could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows. Historically, we have been able to offset significant fuel price volatility through fuel surcharges and other pricing adjustments but we cannot be certain that we will be able to do so in the future. In recent years, given the significance of fuel surcharges, the negotiation of customer price increases has become commingled with fuel surcharges. We have experienced increases in other operating costs as a result of volatility in fuel prices; however, the total impact of volatility in fuel prices on other non-fuel related expenses is difficult to determine. Fluctuations in our fuel surcharge recovery may result in fluctuations in our revenue. Rapid and significant fluctuations in diesel fuel prices would reduce our profitability unless we are able to make the appropriate adjustments to our pricing strategy.

**Business and Operational Risks**

***Ongoing insurance and claims expenses could significantly reduce and cause volatility in our earnings.***

We are regularly subject to claims resulting from personal injury, cargo loss, property damage, group healthcare and workers' compensation claims. The Company has self-insured retention limits generally ranging from \$250,000 to \$1 million per occurrence for medical, workers' compensation, casualty and cargo claims and from \$2 million to \$10 million for auto liability. We also maintain insurance with licensed insurance companies above these self-insured retention limits. In recent years the trucking business has experienced significant increases in the cost of liability insurance, in the size of jury verdicts in personal injury cases arising from trucking accidents and in the cost of settling such claims. If the number or severity of future claims continues to increase, claim expenses might exceed historical levels or could exceed the amounts of our insurance coverage or the amount of our reserves for self-insured claims, which would adversely affect our financial condition, results of operations, liquidity and cash flows.

The Company is dependent on a limited number of third party insurance companies to provide insurance coverage in excess of its self-insured retention amounts. Recently, several insurance companies have completely stopped offering coverage to trucking companies or have significantly reduced the amount of coverage they offer or have significantly raised premiums as a result of increases in the severity of automobile liability claims and sharply higher costs of settlements and verdicts. To the extent that the third party insurance companies propose increases to their premiums for coverage of commercial trucking claims, the Company may decide to pay such increased premiums or increase its financial exposure on an aggregate or per occurrence basis, including by increasing the amount of its self-insured retention or reducing the amount of total coverage. This trend could adversely affect our ability to obtain suitable insurance coverage, could significantly increase our cost for obtaining such coverage, or could subject us to significant liabilities for which no insurance coverage is in place, which would adversely affect our financial condition, results of operations, liquidity and cash flows. Additionally, as the number of third party insurance companies willing to provide insurance coverage to trucking companies decreases, the risk of failure of one of these companies increases. In the event of the failure of one of the insurance companies, the Company may be faced with a situation where the insurance company may not be able to fund a catastrophic loss.

Our self-insured retention limits can make our insurance and claims expense higher and/or more volatile. We accrue for the costs of the uninsured portion of pending claims based on the nature and severity of individual claims and historical claims development trends. Estimating the number and severity of claims, as well as related judgment or settlement amounts is inherently difficult. This, along with legal expenses associated with claims, incurred but not reported claims, and other uncertainties can cause unfavorable differences between actual self-insurance costs and our reserve estimates.

Generally, the Company is responsible for the risk retention amount per occurrence of \$2.0 million under its automobile liability insurance policy. Thereafter, the policy provides insurance coverage for a single occurrence of

\$8.0 million, an aggregate loss limit of \$24.0 million for each policy year, and a \$48.0 million aggregate loss limit for the 36-month term originally ended March 1, 2021. The automobile liability insurance policy contains a provision under which we have the option, on a retroactive basis, to assume responsibility for the entire cost of covered claims during certain periods in exchange for a refund of a portion of the premiums we paid for the policy. This is referred to as "commuting" the policy. In August 2019, the Company elected to commute the policy for the period from March 1, 2018 to February 28, 2019. As a result of commuting the policy for that 12-month period, the Company is now self-insured for the first \$10 million per occurrence with respect to such 12-month period and the policy has been extended for one additional year to March 1, 2022. Additionally, the Company is required to pay an additional premium of up to \$11.0 million if losses paid by the insurer are greater than \$15.6 million over the three-year policy period ending March 1, 2022. Commencing on August 30, 2022, the Company may elect to commute the policy with respect to the insurer's entire liability under the policy in which case the Company would be entitled to a return of a portion of the premium paid, up to \$15.6 million, based on the amount of claims paid and the insurer would be released from all liability under the policy ending March 1, 2022. As a result, if the Company elects to commute the policy as to the entire policy term, the Company would be self-insured for \$10 million per occurrence for the four years ended March 1, 2022. To the extent the Company incurs one or more significant claims not covered by insurance, either because the claims are within our self-insured layer or because they exceed our total insurance coverage, our financial condition, results of operation, and liquidity could be materially and adversely affected.

Furthermore, insurance companies, as well as certain states, require collateral in the form of letters of credit or surety bonds for the estimated exposure of claims within our self-insured retentions. Their estimates of our future exposure as well as external market conditions could influence the amount and costs of additional letters of credit required under our insurance programs and thereby reduce capital available for future growth or adversely affect our financial condition, results of operations, liquidity and cash flows. In addition, insurance companies are increasingly encouraging or requiring trucking companies to increase the level of technology and safety measures used in their fleet, which could increase the costs of our fleet in order to obtain acceptable coverage or avoid rate hikes.

***We face risks related to our geographic expansion.***

From 2017 through 2021, we opened terminals in markets in Connecticut, Delaware, Pennsylvania, Maryland, Massachusetts, New Jersey, New Hampshire, New York, and Vermont, including 7 new terminals in 2021. We intend to open at least ten to fifteen new terminals in 2022 and are reviewing several opportunities to relocate existing terminals in other markets. There is no assurance that we will be successful at adding new markets as planned or that such markets will be profitable. This expansion has required and will continue to require significant investments in purchased or leased terminals, equipment (including the purchase of new tractors and trailers), technology, employees and other related start-up costs to facilitate our growth plans. Additionally, we plan to invest in certain areas of our existing network so that we will be able to handle the increased freight flows we anticipate to and from new markets and to more efficiently operate in existing markets. Expansion could cause disruptions in our existing geography or require management to devote excessive time and effort to manage the expansion, which could adversely affect our business operations and profitability. Operating in new territory may increase the possibility of union organizing efforts. A delay between the outlay of expenditures to expand our geographic footprint and generation of new revenue or higher than anticipated costs or lower than expected revenues from the expansion could adversely affect our financial condition, results of operations, liquidity and cash flows. We may experience decreased profitability until we are able to fully realize the benefits of the investment, if ever.

***We rely heavily on technology to operate our business and cybersecurity threats or other disruptions to our technology infrastructure could harm our business or reputation.***

Our ability to attract and retain customers and compete effectively depends upon reliability of our technology network including our ability to provide services that are important to our customers. Any disruption, failure or breach to our technology infrastructure (including services provided to us for use in our business by outside providers), including those impacting our computer systems and website, could adversely impact our customer service and revenues and result in increased risk of litigation or costs. Our cybersecurity and technology infrastructure (including services provided to us for use in our business by outside providers) may experience errors, interruptions, delays or damage from a number of causes, including power outages, hardware, software and network failures, computer viruses, malware or other destructive software, internal design, manual or usage errors, cyber-attacks, terrorism, workplace violence or wrongdoing, catastrophic events, natural disasters and severe weather

conditions. While we have invested and continue to invest in technology security initiatives and disaster recovery plans, these measures cannot fully protect us from technology disruptions that could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows.

Our dependence on electronic data storage, automated systems and technology, including our website, gives rise to cybersecurity risks. The techniques used to obtain unauthorized access or to disable or degrade systems change frequently, have become increasingly more complex and sophisticated, may be difficult to detect for a period of time and we may not be able to anticipate these acts or respond adequately or timely. A security breach of our systems or those of our third-party providers may cause a disruption of our business, impact our ability to attract, retain and service customers, damage our reputation and brand, expose us to a loss of information or demand for payment of ransom or result in litigation, violations of applicable privacy and other laws, and regulatory scrutiny, investigations, actions, fines or penalties, and could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows. The Company maintains cybersecurity insurance in the event of an information security or cyber incident; however, the coverage may not be sufficient to cover all financial losses. Disruptions to our technology could have an adverse impact on our financial condition, results of operations, liquidity and cash flows.

***A failure to keep pace with developments in technology could impair our operations or competitive position.***

Our business continues to demand the use of sophisticated systems and technology. These systems and technologies must be refined, updated and replaced with more advanced systems on a regular basis in order for us to meet our customers' demands and expectations. If we are unable to do so on a timely basis or within reasonable cost parameters, or if we are unable to appropriately and timely train our employees to operate any of these new systems, our business could suffer. We also may not achieve the benefits that we anticipate from any new system or technology and a failure to do so could result in higher than anticipated costs or could impair our operating results.

Technology and new market entrants may also disrupt the way we and our competitors operate. We expect our customers to continue to demand more sophisticated systems and technology-driven solutions from their suppliers. If we do not pursue technological advances or engage in innovation, or if the new technology doesn't yield the results we expect, we may be placed at a competitive disadvantage, lose customers, incur higher costs or fail to meet our growth strategy. A failure to successfully pursue technological advances could have an adverse impact on our financial condition, results of operations, liquidity and cash flows.

***Employees of Saia are non-union. The ability of Saia to compete could be impaired if operations were to become unionized.***

None of our employees are currently subject to a collective bargaining agreement. We have in the past been the subject of unionization efforts which have been defeated. However, the U.S. Congress could pass labor legislation, such as the formerly proposed Employee Free Choice Act, or the National Labor Relations Board or other federal agencies could issue regulations or administrative changes, which could make it significantly easier for unionization efforts to be successful. If this bill or a variation of it is enacted in the future or if federal regulations regarding labor relations are changed, it could have an adverse impact on our financial condition, results of operations, liquidity and cash flows. Our expansion into new geographic territory, including the Northeast, could increase our overall risk of unionization. There can be no assurance that further unionization efforts will not occur in the future and that such efforts will be defeated. The non-union status of Saia is an important factor in our ability to compete in our markets, and if all or a portion of our workforce becomes unionized it could increase our costs and subject us to workplace rules, which would have an adverse impact on our financial condition, results of operations, liquidity and cash flows.

***The price of new and used revenue equipment may adversely affect our business operations.***

Investment in new revenue equipment, including tractors and trailers, is a significant part of our annual capital expenditures. The price of such equipment may increase as a result of inflation, increased demand for or decreased supply of such equipment or because of regulations on newly manufactured tractors, such as regulations issued by the Environmental Protection Agency (EPA) and by various state agencies, particularly the California Air

Resources Board (CARB), requiring progressive reductions in exhaust emissions. The regulations have increased prices for tractors and maintenance costs and may continue to do so in the future. In addition, as we purchase new revenue equipment as part of our normal replacement cycle each year, we rely on the used equipment market to dispose of our older equipment. Oversupply in the transportation industry, higher maintenance or operating costs associated with older equipment, as well as adverse economic conditions, can negatively impact the demand for used equipment and, therefore, reduce the value we can obtain for used equipment. If we are unable to sell our used equipment at or above our salvage value, the resulting losses could adversely impact our financial condition, results of operations, liquidity and cash flows.

***Higher costs for or limitations in the availability of suitable real estate have adversely affected and may continue to adversely affect our business operations.***

Our business model is dependent on the cost and availability of terminal facilities in key metropolitan areas. We have experienced higher costs to purchase and lease terminal facilities as a result of inflation and higher demand for and reduced supply of such facilities. Shortages in the availability of suitable real estate or delays in obtaining necessary permits or approvals may result in significant additional costs to purchase, lease or build necessary facilities, increase our operating expenses, reduce our revenues, restrict our ability to grow existing markets or expand into new markets and/or prevent us from efficiently serving certain markets. In addition, we may not realize sufficient revenues or profits from our infrastructure investments.

***Ongoing supply chain disruptions have delayed equipment deliveries and may increase costs or reduce operating capacity or expansion.***

We do not manufacture any of the equipment or technology hardware used in our business. Tractors and trailers are important sources of capacity for our network operations and network expansion. The production of tractors and trailers has been impacted by on-going manufacturing and component delays and other supply chain disruptions. In addition, microchips are an important component of much of the equipment we use in our business, including tractors, forklifts, safety equipment and technology hardware. We have experienced, and may continue to experience, an inability to obtain, or delays in the delivery of, equipment necessary for operations, including tractors, trailers and other equipment that contain microchips, as a result of manufacturing delays, supply chain disruptions and microchip shortages. These manufacturing delays, supply chain disruptions and shortages have negatively affected and may continue to negatively affect our operations, increase our costs and impede our ability to grow and meet customer demand.

Our business could be negatively affected if our suppliers fail to meet their obligations (whether due to financial difficulties or other reasons), increase prices or make other changes in the material terms of our arrangements with them. In addition, we may not be able to find replacement equipment on favorable terms in the event of future supply chain disruptions. Further, production and delivery disruptions and inefficiencies, suspension of operations or comparable impacts involving one or more of our equipment suppliers could have an adverse impact on our financial condition, results of operations, liquidity and cash flows.

***Capacity and infrastructure constraints could adversely affect service and operating efficiency.***

We may experience capacity constraints due to increased demand for transportation services and decaying highway infrastructure. Infrastructure Investment and Jobs Act (IIJA) was passed on November 15, 2021 to provide significant federal funding to improve and maintain the nation's infrastructure. However, the programs and funding outlined in the IIJA may not be implemented in a timely manner. Poor infrastructure conditions and roadway congestion could slow service times, reduce our operating efficiency and increase maintenance expense. Some states have taken infrastructure funding measures into their own hands and have explored or instituted road-usage programs, truck-only tolling, congestion pricing, and fuel tax increases. These measures could adversely affect our financial conditions, results of operations, liquidity and cash flows.

***We face risks arising from our international business operations and relationships.***

We are subject to the requirements of the Foreign Corrupt Practices Act of 1977 (FCPA) for our transportation and logistics services to and from various international locations. Failure to comply with the FCPA may result in legal claims against us or subject us to substantial fines. In addition, we face other risks associated with international operations and relationships, which may include restrictive trade policies, anti-corruption law enforcement, the renegotiation of international trade agreements, imposition of duties, taxes or government royalties imposed by foreign governments. Furthermore, COVID-19 policies in foreign jurisdictions, such as vaccine mandates, may receive opposition from drivers leading to protests, resignations or operating disruption.

***Our results of operations may be affected by seasonal factors, harsh weather conditions and disasters caused by climate change.***

Our operations are subject to seasonal trends and fluctuations common in the transportation industry, which can impact our revenues and operating results. Severe weather events and natural disasters, such as harsh winter weather, floods, hurricanes, tornadoes or earthquakes could adversely impact our performance by reducing demand, disrupting our operations or the operations of our customers or destroying our assets, which could adversely affect our financial condition, results of operations, liquidity and cash flows.

The Company and our customers are also vulnerable to the increasing impact of climate change and the potential impact of global warming. Volatile changes in weather conditions, including extreme heat or cold, could increase the risk of wildfires, floods, blizzards, hurricanes and other weather-related disasters. Disasters created by extreme conditions could reduce the demand for our services, cause significant damage to or destruction of our facilities and equipment or the infrastructure we need to operate, which could result in temporary or long-term closures of our facilities and disruptions to our operations. Damage caused by disasters could cause the Company to incur significant expense for repair or replacement of damaged or destroyed facilities and equipment and potential increase in fuel prices and insurance costs. This could also result in loss or damage to employee homes or being unable to relocate key employees. This could result in adverse impact to the available workforce, damage to or destruction of freight and tractors and trailers, cancellation of orders, and breaches of customer contracts leading to reduced revenue. The Company has previously experienced severe weather events, including floods in Houston and unseasonal snowstorms in the Southeast and Southwest. Similar events could disrupt our facilities or operations. The continued impacts of climate change could adversely affect our financial condition, results of operations, liquidity and cash flows.

***We face risks related to the geographic concentration of our customers.***

We have operations throughout the South, Southwest, Midwest, Pacific Northwest, West and portions of the Northeast. As a result, changes in the economic climate, consumer trends, market fluctuations or supply shortages could decrease demand for our services in these regions and may adversely affect our financial condition, results of operations, liquidity and cash flows. For example, the energy sector is important to local economies in several of these regions. If oil and gas market conditions change materially, the demand for our services in these regions could be impacted significantly, which could also adversely affect our financial condition, results of operations, liquidity and cash flows.

***We face risks related to the creditworthiness of our customers or other business partners and their ability to pay for services.***

If one or more of our customers experiences financial difficulties, including filing for bankruptcy, it may negatively affect our business due to the decreased demand for our services from these customers, or the potential inability of these companies to make full payment on amounts owed to us. Customer bankruptcies also entail the risk of potential recovery by the bankruptcy estate of amounts previously paid to us that are deemed a preference under bankruptcy laws. We do not carry insurance against the risk of customer default on their payment obligations to us or against bankruptcy preference claims. The risks associated with these matters will likely increase in the event of an economic downturn. The loss of revenue from these customers or payment of preference claims could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows.

***We have significant ongoing cash requirements that could limit our growth and affect profitability if we are unable to generate sufficient cash from operations or obtain sufficient financing on favorable terms.***

Our business is highly capital intensive. Our net capital expenditures for 2021 were approximately \$277 million inclusive of equipment acquired with finance leases. Additionally, we anticipate net capital expenditures in 2022 in excess of \$500 million. We depend on cash flows from operations, borrowings under our credit facilities and operating and finance leases. If we are unable to generate sufficient cash from operations and obtain sufficient financing on favorable terms in the future, we may have to limit our growth, enter into less favorable financing arrangements or operate our trucks and trailers for longer periods prior to replacement, possibly increasing our maintenance costs. The amount and timing of capital investments depend on various factors, including anticipated volume levels and the price and availability of appropriate-use property for service facilities and newly manufactured tractors. If anticipated service facilities and/or fleet requirements differ materially from actual usage, we may have too much or too little capacity. Any of these could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows.

Under our current credit facilities, we are subject to certain debt covenants, which limit our ability to pay dividends and repurchase our capital stock, require us to maintain a minimum debt service coverage ratio and provides for a maximum leverage ratio, among other restrictions, that could limit availability of capital to meet our future growth.

Our ability to repay or refinance our indebtedness will depend upon our future operating performance which will be affected by general economic, financial, competitive, legislative, regulatory and other factors beyond our control.

***Our credit and debt agreements contain financial and other restrictive covenants and we may be unable to comply with these covenants. A default could cause a material adverse effect on our business.***

We must maintain certain financial and other restrictive covenants under our credit agreement, including among others, covenants requiring us to maintain a minimum debt service coverage ratio and providing for a maximum leverage ratio. If we fail to comply with any of the covenants under our credit agreement, we will be in default under the agreement which could cause cross-defaults under other financial arrangements. In the event of any such default, if we fail to obtain replacement financing, amendments to or waivers under the financing arrangement, our financing sources could cease making further advances, cease issuing letters of credit required under our insurance programs or declare our debt to be immediately due and payable. If acceleration occurs, we may have difficulty in borrowing sufficient additional funds to refinance the accelerated debt or obtain required letters of credit, or we may have to issue securities which would dilute stock ownership. Even if new financing is made available to us, it may not be available on acceptable terms. A default under our credit agreement could cause a material adverse effect on our financial condition, results of operations, liquidity and cash flows.

***We must test our goodwill for impairment at least annually, which could result in a material, non-cash write-down of goodwill and could have a material adverse impact on our business.***

Goodwill is subject to impairment assessments at least annually (or more frequently when events or changes in circumstances indicate that an impairment may have occurred) by applying a fair-value based test. Our principal intangible asset is goodwill. A loss of significant customers or a decrease in our market capitalization or profitability increases the risk of goodwill impairment. An impairment charge could have a material adverse impact on our financial condition and results of operations.

***If we are unable to retain our key employees, our business could be adversely impacted.***

We depend on the efforts and abilities of our senior management. The future success of our business will continue to depend in part on our ability to retain our current management team and to attract, hire, develop and retain highly qualified personnel in the future. Competition for senior management is intense, and most members of our senior management do not have employment agreements. Certain members of senior management are subject to

non-compete and non-solicitation agreements; however, there is no assurance that such agreements will be enforced as written or that they will be effective to prevent members of senior management from working for a competitor or soliciting our customers. The loss of the services of any of our senior management could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows. Inadequate succession planning or the unexpected departure of a member of senior management would require our remaining executive officers to divert immediate and substantial attention to fulfilling the duties of the departing executive and to seeking a replacement. The inability to adequately fill vacancies in our senior management positions on a timely basis could negatively affect our ability to implement our business strategy and thus impact our results of operations.

***Changes to our compensation and benefits could adversely affect our ability to attract and retain qualified employees.***

The compensation we offer our employees is subject to market conditions that may require increases in employee compensation, which becomes more likely as economic conditions improve. We may experience unusual employee turnover by our drivers, dockworkers, maintenance employees and other personnel that would result in operational deterioration. If we are unable to attract and retain a sufficient number of qualified employees, we could be required to increase our compensation and benefits packages, or reduce our operations and face difficulty meeting customer demands, any of which could adversely affect our financial condition, results of operations, liquidity and cash flows.

***An increase in the cost of healthcare benefits could have a negative impact on our business.***

We maintain and sponsor very competitive health insurance and other benefits for our employees and their dependents and offer a competitive healthcare program to attract and retain our employees. We cannot predict the impact that federal or state healthcare legislation or regulation could have on our operations, but it is possible that healthcare benefits and administration costs could become increasingly cost prohibitive, either forcing us to reduce our benefits program (making it more difficult to attract and retain qualified employees) or require us to pay the higher costs. Either outcome could negatively impact our financial condition, results of operations, liquidity and cash flows.

***Our business depends in part on our strong reputation.***

We believe that Saia's corporate reputation is a valuable asset. As use of social media becomes more prevalent, our susceptibility to risks related to adverse publicity, whether or not justified, increases. The immediacy of certain social media outlets precludes us from having real-time control over postings related to Saia, whether matters of fact or opinion. Information distributed via social media could result in immediate unfavorable publicity for which we, like our competitors, do not have the ability to reverse. This unfavorable publicity could result in damage to our reputation and therefore negatively impact our operations and profitability.

***We may not make future acquisitions or, if we do, we may not realize the anticipated benefits of future acquisitions and integration of these acquisitions may disrupt our business and management.***

We may acquire additional businesses and operations in the future. However, there is no assurance that we will be successful in identifying, negotiating, consummating or integrating any future acquisitions. Additionally, we may not realize the anticipated benefits of any future acquisitions. Each acquisition has numerous risks including:

- difficulty in integrating the operations and personnel of the acquired company or unanticipated costs to support new business lines or separate legal entities;
- disruption of our ongoing business, distraction of our management and employees from other opportunities and challenges due to integration issues;
- additional indebtedness or the issuance of additional equity to finance future acquisitions, which could be dilutive to our stockholders;
- potential loss of key customers or employees of acquired companies along with the risk of unionization of employees;
- temporary depression in prices we charge certain customers in order to match existing customer pricing in the acquired company's markets;
- inability to achieve the financial and strategic goals for the acquired and combined businesses;
- potential impairment of tangible and intangible assets and goodwill acquired as a result of acquisitions; and
- potential failure of the due diligence processes to identify significant issues with legal and financial liabilities and contingencies, among other things.

In the event that we do not realize the anticipated benefits of an acquisition or if the acquired business is not successfully integrated, there could be a material adverse effect on our financial condition, results of operations, liquidity and cash flows.

### **Litigation and Regulatory Risks**

***We face litigation risks that could have a material adverse effect on the operation of our business.***

We face litigation risks regarding a variety of issues, including without limitation, accidents involving our trucks and employees, workers' compensation claims, federal and state labor and employment law claims, securities claims, environmental liability and other matters. These proceedings may be time-consuming, expensive and disruptive to normal business operations. The defense of such lawsuits could result in significant expense and the diversion of our management's time and attention from the operation of our business. In recent years, several insurance companies have completely stopped offering coverage to trucking companies, have significantly reduced the amount of coverage they offer or have significantly raised premiums as a result of increases in the severity of automobile liability claims and sharply higher costs of settlements and verdicts. This trend could adversely affect our ability to obtain suitable insurance coverage, could significantly increase our cost of obtaining such coverage or could subject us to significant liabilities for which no insurance is in place, which would adversely affect our financial condition, results of operations, liquidity and cash flows. Costs we incur to defend or to satisfy a judgment or settle claims may not be covered by insurance or could exceed the amount of that coverage or increase our insurance costs and could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows.

***We may face higher corporate taxes and new regulations.***

Single-party control of the United States executive and legislative branches increases the likelihood that our business will be subject to new laws and regulations. The current administration has stated its intention to consider tax law changes, which could increase our corporate tax obligations. We may also face new regulations on a variety of topics, including climate change and greenhouse gas emissions, employment and labor law, healthcare and Department of Transportation initiatives. Direct and indirect costs incurred to implement these or other potential changes in law or regulation could have a material adverse impact on our financial condition, results of operations, liquidity and cash flows.

***The engines in our newer tractors are subject to emissions-control regulations that could substantially increase operating expenses and future regulations concerning emissions or fuel-efficiency may have an adverse impact on our business.***

Tractor engines that comply with the EPA emission-control design requirements have generally been less fuel-efficient and have increased maintenance costs compared to engines in tractors manufactured before these requirements became effective. If we are unable to offset resulting increases in fuel expenses or maintenance costs with higher freight rates or improved fuel economy, our financial condition, results of operations, liquidity and cash flows could be adversely affected. In 2021, the EPA announced a series of regulations to be implemented to decrease emissions from new heavy-duty vehicles including the Clean Trucks Plan. The Clean Trucks Plan states that the EPA will propose and finalize new stringent emission standards by December 2022 to reduce nitrogen oxides and also establish new standards for greenhouse gas emissions from heavy-duty engines. In December 2021, CARB adopted even more stringent standards to reduce nitrogen oxide emission for heavy-duty trucks. Future strengthening of EPA, CARB or other federal and state regulatory requirements regarding fuel-efficiency or engine emissions of tractors could also result in increases in the cost of capital equipment and maintenance.

***We operate in a highly regulated and highly taxed industry. Costs of compliance with or liability for violation of existing or future regulations may adversely affect our business.***

The Department of Transportation (DOT) and various state agencies exercise broad powers over our business, generally governing such activities as authorization to engage in motor carrier operations, safety and financial reporting. We may also become subject to new or more restrictive regulations imposed by the DOT, the Occupational Safety and Health Administration (OSHA) or other authorities relating to engine exhaust emissions, safety performance and measurements, driver hours of service, drug and alcohol testing, security, ergonomics, as well as other unforeseen matters. Compliance with such regulations could substantially impair equipment productivity and increase our costs.

Taxes are a significant part of our annual expenses and we are subject to various federal and state income, payroll, property, sales and other taxes. In addition, various federal and state authorities impose significant operating taxes on the transportation industry, including fuel taxes, tolls, excise and other taxes. There can be no assurance that such taxes will not substantially increase or that new or revised forms of operating taxes or tax laws or regulations, such as those included in the Tax Cuts and Jobs Act, will not be imposed on the industry. Higher tax rates, claims, audits, investigations or legal proceedings involving taxing authorities could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows.

The FMCSA rules on motor carrier driver hours of service limit the maximum number of hours a driver may be on duty between mandatory off-duty hours. These rules could result in us not meeting customer demands, upward pressure on driver wages and benefits, underutilization of our truck fleet and/or use of higher cost purchased transportation which could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows.

The Transportation Security Administration (TSA) continues to focus on trailer security, driver identification and security clearance and border crossing procedures. These and other safety and security measures, such as rules for transportation of hazardous materials could increase the cost of operations, reduce the number of qualified drivers and disrupt or impede the timing of our deliveries for our customers.

The Food and Drug Administration (FDA) issues rules and regulations for carriers of foodstuffs like us to provide for the security of food and foodstuffs throughout the supply chain. The FDA has issued a final rule to establish certain requirements under the Sanitary Food and Transportation Act (SFTA) for vehicles and transportation equipment, transportation operations, training, recordkeeping and waivers. The rule is designed to promote the continuance of best practices in the industry concerning cleaning, inspection, maintenance, loading and unloading of, and operation of vehicles. Under the SFTA requirements, carriers are required to develop and implement written procedures subject to recordkeeping that specify its practices for cleaning, sanitizing, and inspecting vehicles and transportation equipment. Continued compliance with current and future SFTA requirements may cause us to incur additional expenses and affect our operations.

Historically, the EPA has issued regulations that require progressive reductions in exhaust emissions from diesel engines. These regulations increased the cost of replacing and maintaining trucks and increased fuel costs by reducing miles per gallon. Regulations that reduce engine efficiency have the potential to reduce availability of fuel and reduce productivity, which could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows.

The FMCSA launched the Commercial Driver's License Drug and Alcohol Clearinghouse in 2020, which is a database that discloses drug and alcohol violations of commercial motor vehicle drivers in an effort to help better identify drivers who are prohibited from operating commercial motor vehicles and ensure drivers cannot conceal drug and alcohol violations by changing jobs or locations. The clearinghouse requires us to check for current and prospective employee's drug and alcohol violations and annually query for violations of each driver we currently employ. The clearinghouse may result in a reduction of the pool of qualified commercial motor vehicle drivers.

The Infrastructure Investment and Jobs Act of 2021 requires the FMCSA to establish an apprenticeship pilot program that would allow drivers between the ages of 18-20 with an intrastate commercial driver's license to operate in interstate commerce under certain conditions. Although carriers are not mandated to participate in the apprenticeship program, we may elect to participate. Participation in the program may affect our delivery times, increase our cost of operations, and affect the costs of transportation to maintain compliance.

***We may incur unforeseen costs from new and existing data privacy laws.***

There have been increased regulatory efforts regarding data protection and transparency in how personally identifiable information is used and stored in the U.S. and other countries. For example, the European Union (EU) General Data Protection Regulation (GDPR), effective May 2018, imposes strict rules on controlling and processing personal data regarding data subjects in the EU. Other governments have enacted similar data protection laws, including the State of California's California Consumer Privacy Act of 2018 (CCPA) as amended and extended by the California Privacy Rights Act in November of 2020. As a transportation and logistics provider, we collect and process significant amounts of customer data on a daily basis. Complying with the new data protection laws may increase our compliance costs or require alterations to our data handling practices. Violations or noncompliance could result in significant fines from governmental or consumer actions and negative impacts to our reputation, financial condition, results of operations, liquidity and cash flows. The increasing scope and complexity and the uncertainty of the interpretation and enforcement of these laws create regulatory risks.

***We are subject to various environmental laws and regulations. Costs of compliance with or liabilities for violations of existing or future regulations could have a material adverse effect on our business and operations.***

Our operations are subject to environmental laws and regulations dealing with the handling of hazardous materials, underground fuel storage tanks and discharge and retention of storm water. We operate in industrial areas where truck terminals and other industrial activities are located and where groundwater or other forms of environmental contamination may have occurred. Our operations involve the risks of fuel spillage or seepage, environmental damage and hazardous waste disposal, and costs associated with the leakage or discharge of hazardous materials we transport for our customers, among others. Violations of applicable environmental laws or regulations or spills or other accidents involving hazardous substances can occur and may subject us to cleanup costs, liabilities not covered by insurance, substantial fines or penalties and to civil and criminal liability, any of which could adversely affect our financial condition, results of operations, liquidity and cash flows.

In addition, there is global scientific consensus that emissions of greenhouse gases (GHG) continue to alter the composition of Earth's atmosphere in ways that are affecting and are expected to continue to affect the global climate. As these climate change concerns become more prevalent, federal, state and local governments and our customers are increasingly sensitive to these issues. This increased focus may result in new legislation, taxes, regulations and customer requirements, such as limits on vehicle weight and size and limits and restrictions on GHG emissions, which could negatively affect us. Congress has previously considered and may in the future implement restrictions on GHG emissions through a cap-and-trade system under which emitters would be required to buy allowances to offset emissions of greenhouse gas. In addition, several states, including states where we conduct business, are considering various greenhouse gas registration and reduction programs. The EPA, prompted by judicial interpretation of the Clean Air Act, could also decide to regulate GHG emissions. These regulations could

cause us to incur additional taxes or direct costs and capital expenditures to make changes to our operations in order to comply with any new regulations and customer requirements. The regulations could also cause delays in our operations if they require the Company to be subject to a maximum emissions allowance and could result in losses to our revenue. We could also lose revenue if our customers divert business from us because we have not complied with their sustainability requirements. These costs, changes and loss of revenue could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows.

***CSA could adversely affect our results of operations and ability to maintain or grow our business.***

CSA is an enforcement and compliance model required by the FMCSA that assesses a motor carrier's on-road performance and investigation results for a 24-month period using roadside stops and inspections, resulting in safety and performance ratings in the following categories: unsafe driving; hours-of-service compliance; driver fitness; controlled substances/alcohol; vehicle maintenance; hazardous material compliance; and crash indicators.

The CSA evaluations are used to rank carriers and individual drivers and to select carriers for audit and other interventions. Public disclosure of certain CSA scores was restricted through the enactment of the Fixing America's Surface Transportation Act of 2015 (the FAST Act) in 2015; however, the FAST Act does not restrict public disclosure of all data collected by the FMCSA. If we receive unacceptable CSA scores, and this data is made available to the public, our relationships with our customers or our reputation could be damaged, which could result in decreased demand for our services. The requirements of CSA could also shrink the industry's pool of drivers as those with unfavorable scores could leave the industry. While the ultimate impact of CSA is not fully known, it is possible that future CSA rulemaking could adversely impact our ability to attract and retain drivers which would adversely affect our financial condition, results of operations, liquidity and cash flows.

***Legislation on healthcare and related regulations could affect the healthcare benefits required to be provided by the Company and cause our compensation costs to increase.***

Under the comprehensive U.S. healthcare reform law enacted in 2010, the Affordable Care Act (ACA), and changes that became effective in 2014, and especially the employer mandate and employer penalties that became effective in 2015, our labor costs could significantly increase in future years. In any event, implementing the requirements of the ACA has imposed additional administrative costs on us, and those costs may increase over time. The costs and other effects of these healthcare requirements cannot be determined with certainty, particularly in light of the potential amendment or repeal of all or parts of the ACA, but they may have a material adverse effect on our financial condition, results of operations, liquidity and cash flows.

***Our business may be adversely impacted by potential future changes in accounting and financial practices.***

Future changes in accounting standards or practices, and related legal and regulatory interpretations of those changes, may adversely impact public companies in general, the transportation industry or our operations specifically. New accounting standards or requirements could change the way we record revenues, expenses, assets and/or liabilities or could be costly to implement. These types of regulations could have a negative impact on our financial position, results of operations, liquidity and cash flows.

The London Interbank Offered Rate ("LIBOR") benchmark, commonly used for setting interest rates in commercial and financial contracts, will no longer be quoted by private-sector banks. One-week LIBOR and two-week LIBOR rates are no longer published. Longer term rates will continue to be published into mid-2023. The discontinuation of LIBOR could have an impact on the financial markets and on the rate of applicable interest on our borrowings. Uncertainty in the interpretation of contracts that include LIBOR or comparable replacement rates may cause weakness or disruption in the financial markets. The discontinuation of LIBOR may also increase our interest expense, affect our ability to refinance some or all of our existing indebtedness and adversely affect our financial condition, results of operations, liquidity and cash flows.

## Other Risks

***We are unable to predict the extent to which the ongoing global COVID-19 pandemic and related impacts will adversely impact our business operations, financial condition, results of operations, liquidity and cash flows.***

Because the severity, magnitude and duration of the COVID-19 pandemic and its economic consequences are uncertain, rapidly changing and difficult to predict, the pandemic's impact on our operations, financial performance and financial condition, as well as its impact on our ability to successfully execute our business strategies and initiatives, remains uncertain and difficult to predict. Further, the ultimate impact of the COVID-19 pandemic on our operations, financial performance and financial condition depends on many factors that are not within our control, including, but not limited, to: governmental, business and individuals' actions that have been and continue to be taken in response to the pandemic (including restrictions on travel, quarantines, shelter in place orders and workforce pressures); pricing pressures brought about by actions of competitors; the impact of the pandemic, variant strains of the COVID-19 virus and actions taken in response on global, national and regional economies, travel, and economic activity; general economic uncertainty in key global, national and regional markets and financial market volatility; global economic conditions and levels of economic activity, including the effects of a recession, depression or other significant economic downturn; and the timing and pace of recovery when the COVID-19 pandemic subsides.

The COVID-19 pandemic has subjected our operations, financial performance and financial condition to a number of risks, including, but not limited to those discussed below:

- **Operations-related risks:** We continue to face increased operational challenges and have incurred higher operating expenses from the need to protect employee health and safety, workplace disruptions and restrictions on the movement of people and goods, both at our own facilities and at those of our customers and suppliers. We may also experience capacity constraints in one or more geographic areas if a significant number of our employees in any such region are affected by COVID-19. We have also experienced, and have the potential to experience again in the future, lower demand for our transportation services, increased costs, customer requests for potential payment deferrals, supply chain disruptions and delays and other challenges related directly and indirectly to the COVID-19 pandemic that adversely impact our business. If vaccination mandates, employee testing or other similar governmental requirements are enforced against us, or if COVID-19 case rates worsen, we may face higher costs, further increases in employee absenteeism and/or attrition and a reduction in operational capacity. These actions could cause operational deficiencies including, but not limited to, further increasing the industry-wide driver and other employee shortages that we are currently experiencing and reducing our ability to meet our customer commitments. We believe the longer the period of economic and global supply chain disruption continues, the more the adverse impact could be on our business operations, financial performance, financial condition and results of operations.
- **Liquidity- and funding-related risks:** While we have sources of cash and liquidity and access to a committed credit line, a prolonged period of generating lower cash from operations could adversely affect our financial condition, including as a result of a failure to satisfy financial covenants contained in our credit agreements. Conditions in the financial and credit markets may also limit the availability of funding or increase the cost of funding, which could adversely affect our business, financial position and results of operations.

The COVID-19 pandemic may also have the effect of heightening many of the other risks described herein. Further, the COVID-19 pandemic may also affect our operating and financial results and financial condition in a manner that is not presently known to us or that we currently do not expect to present significant risks to our operations or financial results or financial condition.

The development of standards or other state or local requirements surrounding required vaccinations or other mandates could adversely affect our ability to hire and retain employees which could lead to service disruptions and higher costs.

***We are subject to increasing investor and customer sensitivity to social and sustainability issues and our failure to address these issues could impact the price of our stock and the demand for our services.***

Current and potential stockholders are increasingly focused on non-financial factors when evaluating and selecting investments, the effect of which is demonstrated by the growth of Environmental, Social & Governance (ESG) metrics. This focus is rapidly growing and evolving. Despite our efforts to adapt to and address these concerns, our Company's efforts may be insufficient and our industry may be generally disfavored by the investing community at large. Due to the rapid evolution of tracking scorecards in sustainable investing, it is difficult to predict how our efforts with respect to social and sustainability matters will be evaluated by current and prospective investors. As a result, investors may choose not to purchase our stock, which may result in a general decline in the market price for our shares. It is possible the increasing focus on social and sustainability matters could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows.

***Certain provisions of our governing documents and Delaware law could have anti-takeover effects.***

As a Delaware corporation, we are subject to certain Delaware anti-takeover provisions. Under Delaware law, a corporation may not engage in a business combination with any holder of 15% or more of its capital stock unless the holder has held the stock for three years or, among other things, the Board of Directors has approved the transaction. Our Board of Directors could rely on Delaware law to prevent or delay an acquisition of us.

Our Restated Certificate of Incorporation and By-laws contain certain provisions which may have the effect of delaying, deferring or preventing a change of control of the Company. Such provisions include, for example, provisions classifying our Board of Directors until the 2024 annual meeting of stockholders, a prohibition on stockholder action by written consent, authorization of the Board of Directors to issue preferred stock in series with the terms of each series to be fixed by the Board of Directors and an advance notice procedure for stockholder proposals and nominations to the Board of Directors. These provisions may inhibit fluctuations in the market price of our common stock that could result from takeover attempts.

***If we raise additional capital in the future, stockholders' ownership in us could be diluted.***

Any issuance of equity we may undertake in the future could cause the price of our common stock to decline, or require us to issue shares at a price that is lower than that paid by holders of our common stock in the past, which would result in those newly issued shares being dilutive. If we obtain funds through a credit facility or through the issuance of debt or preferred securities, these obligations and securities would likely have rights senior to those of common stockholders, which could impair the value of our common stock.

***Weakness or a loss of confidence in financial markets could adversely impact demand for our services or for our stock.***

Weakness or a loss of confidence in the financial markets could cause a decline in our share price and cause broader economic downturns. An economic downturn could impact the ability of our customers to access capital or credit markets, which may lead to lower demand for our services, increased incidence of customers' inability to pay their accounts, or insolvency of our customers, any of which could adversely affect our financial condition, results of operations, liquidity and cash flows.

***Disruptions in the credit markets, including in the availability and cost of short-term funds for liquidity and letter of credit requirements may adversely affect our business and our ability to meet long-term commitments.***

If internal funds are not available from our operations, we may be required to rely on the capital and credit markets to meet our financial commitments and short-term liquidity needs. Disruptions in the capital and credit markets could adversely affect our ability to draw on our bank revolving credit facility and obtain letters of credit required for our insurance programs. Our access to funds and letters of credit under that credit facility is dependent on the ability of the banks that are parties to the facility to meet their funding commitments. Those banks may not be able to meet their funding commitments to us if they experience shortages of capital and liquidity or if they experience excessive volumes of borrowing requests from other borrowers within a short period of time.

Longer term disruptions in the capital and credit markets as a result of uncertainty, changing or increased regulation, reduced alternatives or failures of significant financial institutions could adversely affect our access to liquidity needed for our business. Any disruption could require us to take measures to conserve cash until the markets stabilize or until alternative credit arrangements or other funding for our business needs can be arranged.

***The market value of our common stock may fluctuate and could be substantially affected by various factors.***

The price of our common stock on the NASDAQ Global Select Market constantly changes. We expect that the market price of our common stock will continue to fluctuate and the fluctuations may be unrelated to our financial performance. Our share price may fluctuate as a result of a variety of factors, many of which are beyond our control. Factors that could cause fluctuation of our stock price include, but are not limited to, the following:

- Actual or anticipated variations in our earnings, financial or operating performance or liquidity, or those of other companies in our industry;
- Changes in recommendations or projections of research analysts who follow our stock or the stock of other companies in our industry;
- Failure to meet the earnings projections of research analysts who follow our stock;
- Changes in general economic and capital market conditions, including general market price declines or market volatility;
- Reactions to our regulatory filings and announcements related to our business;
- Operating and stock performance of other companies in our industry;
- Actions by government regulators;
- Litigation involving our company, our general industry or both;
- News reports or trends, concerns and other issues related to us or our industry, including changes in regulations; and
- Other factors described in this “Risk Factors” section.

Our financial condition, results of operations, liquidity and cash flows could be adversely affected by an unfavorable outcome resulting from these risks and uncertainties.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

Saia is headquartered in Johns Creek, Georgia and has additional general offices in Houma, Louisiana, Boise, Idaho and Dallas, Texas. At December 31, 2021, Saia owned 88 service facilities, including the Houma, Louisiana general office and leased 93 service facilities, including the Johns Creek, Georgia corporate office and the Boise, Idaho general office. Saia owns 49 percent of its service facilities, accounting for 61 percent of its door capacity. This follows Saia’s strategy of seeking to own strategically-located facilities that are integral to its operations and lease service facilities in smaller markets to allow for more flexibility. As of December 31, 2021, Saia owned approximately 5,600 tractors and 19,300 trailers, inclusive of equipment acquired with finance leases.

The Company has pledged certain land and structures, tractors and trailers, accounts receivable and other assets to secure the Company’s obligations under its revolving credit agreement. All terminals shown in the table below as owned by the Company are subject to liens pursuant to the revolving credit agreement, except where noted. See “Financial Condition” under Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations for more information about the revolving credit agreement.

## Top 20 Saia Terminals by Number of Doors at December 31, 2021

Location	Own/Lease	Doors
Houston, TX	Own	234
Atlanta, GA	Own	217
Memphis, TN	Own	200
Dallas, TX	Own	174
Fontana, CA	Own	162
Chicago, IL	Lease	153
Indianapolis, IN (1)	Own	147
Garland, TX	Own	145
Harrisburg, PA (1)	Own	130
Phoenix, AZ	Own	121
Nashville, TN	Own	116
Cleveland, OH	Lease	115
Charlotte, NC	Own	108
Kansas City, MO (1)	Own	102
Newburgh, NY	Lease	101
Newark, NJ	Lease	101
Grayslake, IL (1)	Own	100
St. Louis, MO (1)	Own	99
Toledo, OH	Own	96
Philadelphia, PA	Lease	90

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(1) Not subject to a lien.

### Item 3. Legal Proceedings

The Company is subject to legal proceedings that arise in the ordinary course of its business. The Company believes that adequate provisions for resolution of all contingencies, claims and pending litigation have been made for probable and estimable losses and that the ultimate outcome of these actions will not have a material adverse effect on its financial condition but could have a material adverse effect on its results of operations in a given quarter or annual period.

### 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**

**Stock Information**

Saia’s common stock is listed under the symbol “SAIA” on the Nasdaq Global Select Market.

**Stockholders**

As of January 31, 2022, there were 854 holders of record of our common stock.

**Dividends**

We have not paid a cash dividend on our common stock. Any payment of dividends in the future is dependent upon our financial condition, capital requirements, earnings, cash flow and other factors.

The payment of dividends is restricted under our current credit agreement. See Note 2 of the accompanying audited consolidated financial statements for more information on the credit agreement.

**Issuer Purchases of Equity Securities**

<b>Issuer Purchases of Equity Securities</b>				
<b>Period</b>	<b>(a) Total Number of Shares (or Units) Purchased (1)</b>	<b>(b) Average Price Paid per Share (or Unit)</b>	<b>(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs</b>	<b>(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that may Yet be Purchased under the Plans or Programs</b>
October 1, 2021 through October 31, 2021	— (2)	\$ — (2)	—	\$ —
November 1, 2021 through November 30, 2021	— (3)	\$ — (3)	—	—
December 1, 2021 through December 31, 2021	990 (4)	\$ 318.52 (4)	—	—
<b>Total</b>	<b>990</b>		<b>—</b>	

- (1) Shares purchased by the Saia, Inc. Executive Capital Accumulation Plan were open market purchases. For more information on the Saia, Inc. Executive Capital Accumulation Plan, see the Registration Statement on Form S-8 (No. 333-155805) filed on December 1, 2008.
- (2) The Saia, Inc. Executive Capital Accumulation Plan sold 840 shares of Saia stock at an average price of \$312.16 per share on the open market during the period of October 1, 2021 through October 31, 2021.
- (3) The Saia, Inc. Executive Capital Accumulation Plan sold 540 shares of Saia stock at an average price of \$351.43 during the period of November 1, 2021 through November 30, 2021.
- (4) The Saia, Inc. Executive Capital Accumulation Plan sold 421 shares of Saia stock at an average price of \$315.02 per share on the open market during the period of December 1, 2021 through December 31, 2021.



## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Forward-Looking Statements

The Securities and Exchange Commission (the SEC) encourages companies to disclose forward-looking information so that investors can better understand the future prospects of a company and make informed investment decisions. This Annual Report on Form 10-K, including "Management's Discussion and Analysis of Financial Condition and Results of Operations," contains these types of statements, which are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "anticipate," "estimate," "expect," "project," "intend," "may," "plan," "predict," "believe," "should" and similar words or expressions are intended to identify forward-looking statements. Investors should not place undue reliance on forward-looking statements, and the Company undertakes no obligation to publicly update or revise any forward-looking statements, except as otherwise required by applicable law. All forward-looking statements reflect the present expectation of future events of our management as of the date of this Annual Report on Form 10-K and are subject to a number of important factors, risks, uncertainties and assumptions that could cause actual results to differ materially from those described in any forward-looking statements. These factors, risks, uncertainties and assumptions include, but are not limited to, the following:

- general economic conditions including downturns or inflationary periods in the business cycle;
- operation within a highly competitive industry and the adverse impact from downward pricing pressures, including in connection with fuel surcharges, and other factors;
- industry-wide external factors largely out of our control;
- cost and availability of qualified drivers, dock workers and other employees, purchased transportation and fuel;
- inflationary increases in operating expenses and corresponding reductions of profitability;
- claims expenses and other expense volatility, including for personal injury, cargo loss and damage, workers' compensation, employment and group health plan claims;
- cost and availability of insurance coverage, including the possibility the Company may be required to pay additional premiums, assume additional liability under its auto liability policy or be unable to obtain insurance coverage;
- failure to successfully execute the strategy to expand our service geography;
- costs and liabilities from the disruption in or failure of our technology or equipment essential to our operations, including as a result of cyber incidents, security breaches, malware or ransomware attacks;
- failure to keep pace with technological developments;
- labor relations, including the adverse impact should a portion of our workforce become unionized;
- cost, availability and resale value of real property and revenue equipment;
- supply chain disruption and delays on new equipment delivery;
- capacity and highway infrastructure constraints;
- risks arising from international business operations and relationships;
- seasonal factors, harsh weather and disasters caused by climate change;
- economic declines in the geographic regions or industries in which our customers operate;
- the creditworthiness of our customers and their ability to pay for services;
- our need for capital and uncertainty of the credit markets;
- the possibility of defaults under our debt agreements, including violation of financial covenants;
- failure to operate and grow acquired businesses in a manner that support the value allocated to acquired businesses;
- dependence on key employees;
- usual employee turnover from changes to compensation and benefits or market factors;
- increased costs of healthcare benefits;

- damage to our reputation from adverse publicity, including from the use of or impact from social media;
- failure to make future acquisitions or to achieve acquisition synergies;
- the effect of litigation and class action lawsuits arising from the operation of our business, including the possibility of claims or judgments in excess of our insurance coverages or that result in increases in the cost of insurance coverage or that preclude us from obtaining adequate insurance coverage in the future;
- the potential of higher corporate taxes and new regulations, including with respect to climate change, employment and labor law, healthcare and securities regulation;
- the effect of governmental regulations, including hours of service and licensing compliance for drivers, engine emissions, the Compliance, Safety, Accountability (CSA) initiative, regulations of the Food and Drug Administration and Homeland Security, and healthcare and environmental regulations;
- unforeseen costs from new and existing data privacy laws;
- changes in accounting and financial standards or practices;
- widespread outbreak of an illness or any other communicable disease, including the COVID-19 pandemic, or any other health crisis or business disruptions and higher costs that may arise from the COVID-19 pandemic in the future, including governmental regulations requiring that employees be vaccinated or be tested regularly for COVID-19 before reporting to work;
- increasing investor and customer sensitivity to social and sustainability issues, including climate change;
- provisions in our governing documents and Delaware law that may have anti-takeover effects;
- issuances of equity that would dilute stock ownership; and
- other financial, operational and legal risks and uncertainties detailed from time to time in the Company's SEC filings.

These factors and risks are described in Part I, Item 1A. "Risk Factors" of this Annual Report on Form 10-K.

As a result of these and other factors, no assurance can be given as to our future results and achievements. Accordingly, a forward-looking statement is neither a prediction nor a guarantee of future events or circumstances and those future events or circumstances may not occur. You should not place undue reliance on the forward-looking statements, which speak only as of the date of this Form 10-K. We are under no obligation, and we expressly disclaim any obligation, to update or alter any forward-looking statements, whether as a result of new information, future events or otherwise, except as otherwise required by applicable law.

#### **Executive Overview**

The Company's business is highly correlated to non-service sectors of the general economy. The Company's strategy is to improve profitability by increasing yield while also increasing volumes to build density in existing geography and to pursue geographic expansion to promote profitable growth and improve our customer value proposition over time. The Company's business is labor intensive, capital intensive and service sensitive. The Company looks for opportunities to improve safety, cost effectiveness and asset utilization (primarily tractors and trailers). Pricing initiatives have had a positive impact on yield and profitability. The Company continues to execute targeted sales and marketing programs along with initiatives to align costs with volumes and improve customer satisfaction. Technology continues to be an important investment that is improving customer experience, operational efficiencies and Company image.

#### **COVID-19.**

We are continuing to monitor the progression of the COVID-19 pandemic, further government response, and development of treatments and vaccines and their potential effect on our short-term and long-term financial results and liquidity. These events could have an impact in future periods on certain estimates used in the preparation of our 2021 financial results. Local, state and national governments have designated transportation as an essential service. The Company has made a variety of efforts to ensure the ongoing availability of Saia's transportation services, while instituting actions and policies to help keep employees and customers safe, including

limiting physical contact, implementing enhanced cleaning and hygiene protocols at Saia facilities and implementing remote work arrangements, where possible and appropriate.

We believe we have significant liquidity available to continue business operations in the event of future disruptions from the COVID-19 pandemic. As discussed in “Financial Condition, Liquidity and Capital Resources” below, the Company has in place a revolving credit facility with up to \$300 million in availability, plus an accordion feature that provides for an additional \$100 million in availability, subject to certain conditions and lender commitments, in addition to its cash flow from operations.

The situation surrounding COVID-19 remains fluid and there may be developments outside our control requiring us to adjust our operating plan. As such, given the dynamic nature of this situation, we are unable to predict the extent to which the pandemic and related impacts could impact our business operations, financial condition, results of operations, liquidity and cash flows.

#### **Overview.**

The Company’s operating revenue increased by 25.6 percent in 2021 compared to 2020. The increase resulted primarily from pricing actions, including a 5.9 percent general rate increase taken on January 18, 2021, for customers subject to general rate increases, in addition to increased volumes, terminal expansion and improvements in mix of business.

Consolidated operating income was \$335.1 million for 2021 compared to \$180.3 million in 2020. The increase in 2021 operating income resulted primarily from pricing actions, partially offset by salary and wage increases, higher fuel costs, and higher purchase transportation costs.

The Company generated \$382.6 million in net cash provided by operating activities in 2021 versus \$309.1 million in 2020. The Company used \$277.8 million of net cash in investing activities during 2021 compared to \$218.8 million during 2020.

The Company is party to a credit agreement with its banking group that provides for a \$300 million revolver with a term ending February 2024. The credit agreement also has an accordion feature that allows for an additional \$100 million availability, subject to certain conditions and availability of lender commitments. The credit agreement provides for a pledge by the Company of certain land and structures, accounts receivable and other assets to secure indebtedness under this agreement. See Note 2 of the accompanying audited Consolidated Financial Statements for more information on the credit agreement.

The Company had \$23.5 million of net cash used in financing activities during 2021 compared to \$65.3 million of net cash used in financing activities during 2020. The Company had zero change in net borrowings (net of repayments) under its revolving credit facility during 2021 compared to net repayments of \$45.9 million in 2020 and made scheduled principal payments for finance lease obligations of \$20.6 million during 2021. Outstanding letters of credit were \$31.1 million and the cash and cash equivalents balance was \$106.6 million as of December 31, 2021. The Company had \$270.7 million in remaining availability under its revolving credit facility and \$50.4 million in obligations under finance leases at December 31, 2021. The Company was in compliance with the debt covenants under its debt agreements at December 31, 2021. See “Financial Condition” for a more complete discussion of these agreements.

#### **General**

The following Management’s Discussion and Analysis describes the principal factors affecting the results of operations, liquidity and capital resources, as well as the critical accounting policies of Saia, Inc. and its wholly-owned subsidiaries (together, the Company or Saia). This discussion should be read in conjunction with the accompanying audited consolidated financial statements which include additional information about our significant accounting policies, practices and the transactions that underlie our financial results.

Saia is a transportation company headquartered in Johns Creek, Georgia that provides less-than-truckload (LTL) services through a single integrated organization. While more than 97% of its revenue is derived from transporting LTL shipments across 45 states, the Company also offers customers a wide range of other value-added services, including non-asset truckload, expedited and logistics services across the United States. The Chief Operating Decision Maker is the Chief Executive Officer who manages the business, regularly reviews financial information and allocates resources. The Company has one operating segment.

Our business is highly correlated to non-service sectors of the general economy. Our business also is impacted by a number of other factors as discussed under “Forward-Looking Statements” and Part I, Item 1A., “Risk Factors.” The key factors that affect our operating results are the volumes of shipments transported through our network, as measured by our average daily shipments and tonnage; the prices we obtain for our services, as measured by revenue per hundredweight (a measure of yield) and revenue per shipment; our ability to manage our cost structure for capital expenditures and operating expenses such as salaries, wages and benefits; purchased transportation; claims and insurance expense; fuel and maintenance; and our ability to match operating costs to shifting volume levels.

## Results of Operations

**Saia, Inc. and Subsidiaries**  
**Selected Results of Operations and Operating Statistics**  
**For the years ended December 31, 2021, 2020 and 2019**  
**(in thousands, except ratios and revenue per hundredweight)**

	2021	2020	2019	Percent Variance	
				'21 v. '20	'20 v. '19
Operating Revenue	\$ 2,288,704	\$ 1,822,366	\$ 1,786,735	25.6 %	2.0 %
Operating Expenses:					
Salaries, wages and employees' benefits	1,063,703	963,260	947,911	10.4	1.6
Purchased transportation	249,710	141,369	129,980	76.6	8.8
Depreciation and amortization	141,700	134,655	119,135	5.2	13.0
Fuel and other operating expenses	498,450	402,761	437,123	23.8	(7.9)
Operating Income	335,141	180,321	152,586	85.9	18.2
Operating Ratio	85.4%	90.1%	91.5%	(4.7)	(1.4)
Non-operating Expense	2,368	4,043	5,934	(41.4)	(31.9)
Working Capital (as of December 31, 2021, 2020 and 2019)	94,907	(4,058)	(8,867)	(2,438.8)	(54.2)
Net Acquisitions of Property and Equipment	277,348	218,817	281,031	26.7	(22.1)
Saia LTL Freight Operating Statistics:					
LTL Tonnage	5,401	4,842	4,820	11.5	0.5
LTL Shipments	7,730	7,371	7,409	4.9	(0.5)
LTL Revenue per hundredweight	\$ 20.68	\$ 18.33	\$ 18.05	12.8	1.6
LTL Revenue per shipment	\$ 289.00	\$ 240.86	\$ 234.81	20.0	2.6
LTL Pounds/shipment	1,397	1,314	1,301	6.3	1.0
LTL Length of haul	913	879	840	3.9	4.6

### Year ended December 31, 2021 as compared to year ended December 31, 2020

#### Revenue and volume

Consolidated revenue increased 25.6 percent to \$2.3 billion primarily as a result of pricing actions, increased volumes, terminal expansion and improvements in mix of business. The economic environment over the past few years permitted the Company to implement measured pricing actions to improve yield. As a result of these increased rates, along with increased length of haul, Saia's LTL revenue per hundredweight (a measure of yield) increased 12.8 percent to \$20.68 per hundredweight for 2021. Saia's LTL tonnage also increased 12.4 percent per workday while LTL shipments increased 5.7 percent per workday for 2021. Overall LTL revenue per shipment increased 20.0 percent in 2021 due to the yield improvements discussed above. Additionally, LTL weight per shipment increased 6.3 percent during 2021. For 2021 and 2020, approximately 75 to 80 percent of Saia's operating revenue was subject to specific customer price adjustment negotiations that occur throughout the year. The remaining 20 to 25 percent of operating revenue was subject to a general rate increase which is based on market conditions. For customers subject to general rate increases, Saia implemented a 5.9 percent general rate increase on January 18, 2021. Competitive factors, customer turnover and mix changes, among other things, impact the extent to which customer rate increases are retained over time.

Operating revenue includes fuel surcharge revenue from the Company's fuel surcharge program. That program is designed to reduce the Company's exposure to fluctuations in fuel prices by adjusting total freight charges to account for changes in the price of fuel. The Company's fuel surcharge is generally based on the average national price for diesel fuel and is reset weekly. Fuel surcharges are widely accepted in the industry and are a significant component of revenue and pricing. Fuel surcharges are an integral part of customer contract negotiations but represent only one portion of overall customer price negotiations as customers may negotiate increases in base rates instead of increases in fuel surcharges or vice versa. Fuel surcharge revenue increased to 14.0 percent of operating revenue for the year ended December 31, 2021 compared to 11.1 percent for the year ended December 31, 2020 primarily as a result of increases in the cost of fuel.

### ***Operating expenses and margin***

Consolidated operating income was \$335.1 million in 2021 compared to \$180.3 million in 2020. In summary, the operations were favorably impacted in 2021 by higher revenue per shipment and volumes, which were partially offset by salary and wage increases, higher fuel costs and higher purchase transportation costs. The 2021 operating ratio (operating expenses divided by operating revenue) improved to 85.4 percent as compared to 90.1 percent in 2020.

Salaries, wages and employees' benefits expense increased \$100.4 million in 2021 compared to 2020 largely due to increased head count compared to prior year. Additionally, in January 2021 and August 2021 the Company implemented salary and wage increases of approximately 3.5 percent and 4.7 percent, respectively, while significant growth led to higher overall compensation levels. Purchased transportation expense increased \$108.3 million in 2021 compared to 2020 primarily due to increasing demand, capacity constraints in the internal network and higher rates for purchased miles during 2021. Depreciation and amortization expense increased \$7.0 million in 2021 compared to 2020 primarily due to revenue equipment, real estate and technology investments in 2021. Fuel and other operating expenses increased by \$95.7 million. This increase is driven primarily by an increase in fuel, operating expenses and supplies of \$82.7 million, largely due to increased fuel costs from volume and price per gallon increases during the year. In addition, claims and insurance expense in 2021 was \$11.6 million higher than 2020 largely due to increased insurance premiums in 2021 along with increased accident severity. The Company can experience volatility in accident expense as a result of its self-insurance structure which provides for retention amounts ranging from \$2 million to \$10 million per occurrence.

### ***Other***

Substantially all non-operating expenses represent interest expense. Interest expense in 2021 was \$2.0 million less than 2020 due to decreased average borrowings in 2021. The effective income tax rate was 23.9 percent and 21.5 percent for the years ended December 31, 2021 and 2020, respectively. The effective income tax rates for 2020 and 2021 include the impact of the tax credits enacted in December 2019 for alternative fuel usage, resulting in an increase in earnings per share of \$0.04 in both 2021 and 2020. See Note 10 to the Company's audited Consolidated Financial Statements, included herein, for an analysis of the income tax provision, impacts of the alternative fuel tax credits and the effective tax rate.

### ***Working capital/capital expenditures***

Working capital at December 31, 2021 was \$94.9 million which increased from working capital at December 31, 2020 of negative \$4.1 million. This increase is primarily due to an increase in cash and cash equivalents and accounts receivable, partially offset by increases in volume driven accounts payable. Cash flows from operating activities were \$382.6 million for 2021 versus \$309.1 million for 2020 largely driven by increased profitability. For 2021, net cash used in investing activities was \$277.8 million versus \$218.8 million in 2020 primarily due to increased capital expenditures for real estate, technology and revenue equipment during 2021. Net cash used in financing activities was \$23.5 million in 2021 versus \$65.3 million in 2020 primarily driven by a decrease in the net borrowings (net of repayments) under our revolving credit facility of \$45.9 million from 2021 compared to 2020.

## Year ended December 31, 2020 as compared to year ended December 31, 2019

### **Revenue and volume**

Consolidated revenue increased 2.0 percent to \$1.8 billion primarily as a result of pricing actions and terminal expansion, partially offset by a decrease in fuel surcharge revenue as a result of lower fuel prices. The economic environment permitted the Company to implement measured pricing actions to improve yield. As a result of these increased rates, along with increased length of haul, Saia's LTL revenue per hundredweight (a measure of yield) increased 1.6 percent to \$18.33 per hundredweight for 2020. Saia's LTL tonnage also increased 0.1 percent per workday in 2020 while LTL shipments decreased 0.9 percent per workday for 2020, as a result of lower volumes in the first half of 2020. Overall LTL revenue per shipment increased 2.6 percent in 2020 due to the yield improvements discussed above. Additionally, LTL weight per shipment increased 1.0 percent during 2020. For 2020 and 2019, approximately 75 to 80 percent of Saia's operating revenue was subject to specific customer price adjustment negotiations that occur throughout the year. The remaining 20 to 25 percent of operating revenue was subject to a general rate increase which is based on market conditions. For customers subject to general rate increases, Saia implemented a 5.9 percent general rate increase on February 3, 2020. Competitive factors, customer turnover and mix changes, among other things, impact the extent to which customer rate increases are retained over time.

Operating revenue includes fuel surcharge revenue from the Company's fuel surcharge program. That program is designed to reduce the Company's exposure to fluctuations in fuel prices by adjusting total freight charges to account for changes in the price of fuel. The Company's fuel surcharge is generally based on the average national price for diesel fuel and is reset weekly. Fuel surcharges are widely accepted in the industry and are a significant component of revenue and pricing. Fuel surcharges are an integral part of customer contract negotiations but represent only one portion of overall customer price negotiations as customers may negotiate increases in base rates instead of increases in fuel surcharges or vice versa. Fuel surcharge revenue decreased to 11.1 percent of operating revenue for the year ended December 31, 2020 compared to 13.0 percent for the year ended December 31, 2019 primarily as a result of decreases in the cost of fuel.

### **Operating expenses and margin**

Consolidated operating income was \$180.3 million in 2020 compared to \$152.6 million in 2019. In summary, the operations were favorably impacted in 2020 by higher tonnage and yield, which were partially offset by salary and wage increases, higher purchase transportation costs, and increased depreciation expense. The 2020 operating ratio (operating expenses divided by operating revenue) decreased to 90.1 percent as compared to 91.5 percent in 2019.

Salaries, wages and benefits expense increased \$15.3 million in 2020 compared to 2019 largely due to an overall increase in paid time off, a result of an additional five days awarded to all hourly employees in dealing with the impacts of COVID-19, and higher healthcare benefit costs. Fuel, operating expenses and supplies decreased \$40.8 million during 2020 compared to 2019 largely due to decreased fuel costs, in addition to a reduction of other operating expenses and supplies, partially attributable to the recalibration of our cost structure as volumes slowed in the first half of 2020. Claims and insurance expense in 2020 was \$6.7 million higher than 2019 largely due to increased insurance premiums in 2020 along with increased accident severity, particularly in the first half of 2020. The Company can experience volatility in accident expense as a result of its self-insurance structure which provides for retention amounts ranging from \$2 million to \$10 million per occurrence. Depreciation expense increased \$15.5 million in 2020 compared to 2019 primarily due to revenue equipment, real estate and technology investments in 2020. Purchased transportation expense increased \$11.4 million in 2020 compared to 2019 primarily due to increased surges in demand in the latter half of 2020 and capacity constraints in the internal network.

### **Other**

Substantially all non-operating expenses represent interest expense. Interest expense in 2020 was \$1.5 million less than 2019 due to decreased average borrowings resulting from the \$62.2 million decrease in investing activities in 2020. The effective income tax rate was 21.5 percent and 22.5 percent for the years ended December 31, 2020 and 2019, respectively. The 2019 and 2020 effective income tax rates include the impact of the tax credits enacted in December 2019 for alternative fuel usage, resulting in an increase in earnings per share of \$0.04 and \$0.07 for 2020

and 2019, respectively. See Note 10 to the Company's audited Consolidated Financial Statements, included herein, for an analysis of the income tax provision, impacts of the alternative fuel tax credits and the effective tax rate.

### ***Working capital/capital expenditures***

Working capital at December 31, 2020 was negative \$4.1 million which increased from working capital at December 31, 2019 of negative \$8.9 million. This increase is primarily due to an increase in cash and cash equivalents and accounts receivable, partially offset by increases in accrued taxes and claims and insurance accruals. Cash flows from operating activities were \$309.1 million for 2020 versus \$272.9 million for 2019 largely driven by increased profitability. For 2020, net cash used in investing activities was \$218.8 million versus \$281.0 million in 2019 primarily due to lower capital expenditures for real estate, technology and revenue equipment during 2020 due to management's decision to reduce expenditures in light of uncertainty associated with COVID-19. Net cash used in financing activities was \$65.3 million in 2020 versus \$6.2 million in net cash provided by financing activities in 2019 primarily driven by a decrease in the net borrowings (net of repayments) under our revolving credit facility of \$71.9 million from 2020 compared to 2019.

### **Outlook**

Our business remains highly correlated to non-service sectors of the general economy and competitive pricing pressures, as well as the success of Company-specific improvement initiatives. There remains uncertainty as to the strength of economic conditions, including the impact of inflation. We are continuing initiatives to increase revenue per shipment, reduce costs and improve productivity. We focus on providing top quality service and improving safety performance. Planned revenue initiatives include, but are not limited to, building density in our current geography, targeted marketing initiatives to grow revenue in more profitable areas, further expanding our service geography, as well as pricing and yield management. On January 24, 2022 and January 18, 2021 Saia implemented 7.5 and 5.9 percent general rate increases, respectively, for customers comprising approximately 20 to 25 percent of Saia's operating revenue. The extent of success of this revenue initiative is impacted by what proves to be the underlying economic trends, competitor initiatives and other factors discussed under "Forward-Looking Statements" and Part I, Item 1A., "Risk Factors."

Effective January 2021 and August 2021, the Company implemented salary and wage increases of approximately 3.5 percent and 4.7 percent, respectively, for all of its employees. The total cost of the compensation increases is expected to be approximately \$60.9 million annually, and the Company anticipates the impact will be partially offset by productivity and efficiency gains.

If the Company builds market share, including through its geographic expansion, it expects there to be numerous operating leverage cost benefits. Conversely, should the economy soften from present levels, the Company plans to match resources and capacity to shifting volume levels to lessen unfavorable operating leverage. The success of cost improvement initiatives is also impacted by the cost and availability of drivers, dock workers and personnel, and purchased transportation, fuel, insurance claims, cost and availability of insurance, regulatory changes, successful expansion of our service geography and other factors, including inflation discussed under "Forward-Looking Statements" and Part I, Item 1A., "Risk Factors."

See "Forward-Looking Statements" and Part I, Item 1A., "Risk Factors," for a more complete discussion of potential risks and uncertainties that could materially affect our future performance.

## **Accounting Pronouncements Adopted in 2021**

In 2019, the FASB issued ASU No. 2019-12, “*Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*,” which is intended to simplify various aspects related to accounting for income taxes. ASU 2019-12 removes certain exceptions to the general principles in Topic 740 and also clarifies and amends existing guidance to improve consistent application. This standard became effective for interim and annual reporting periods beginning after December 15, 2020. The Company adopted the standard effective January 1, 2021 and upon adoption this standard did not have a material impact on its consolidated financial statements or related disclosures.

## **Financial Condition, Liquidity and Capital Resources**

The Company's liquidity needs arise primarily from capital investment in new equipment, land and structures, information technology and letters of credit required under insurance programs, as well as funding working capital requirements.

The Company is party to a revolving credit agreement with a group of banks to fund capital investments, letters of credit and working capital needs. The Company has pledged certain land and structures, accounts receivable and other assets to secure indebtedness under this agreement.

### ***Credit Agreement***

The Company is party to a credit agreement with its banking group that provides for a \$300 million revolver with a term ending February 2024. The credit agreement also has an accordion feature that allows for an additional \$100 million availability, subject to certain conditions and availability of lender commitments. The credit agreement provides for a pledge by the Company of certain land and structures, accounts receivable and other assets to secure indebtedness under this agreement. See Note 2 of the accompanying audited Consolidated Financial Statements for more information on the credit agreement.

At December 31, 2021, the Company had no borrowings outstanding under its revolving credit line and outstanding letters of credit of \$29.3 million under the Amended Credit Agreement. At December 31, 2020, the Company had no outstanding borrowings and outstanding letters of credit of \$27.2 million under the Restated Credit Agreement. The available portion of the Amended Credit Agreement may be used for general corporate purposes, including capital expenditures, working capital and letter of credit requirements as needed.

### ***Finance Leases***

The Company is obligated under finance leases with seven-year terms covering revenue equipment totaling \$50.4 million and \$71.0 million as of December 31, 2021 and 2020, respectively. Amortization of assets held under the finance leases is included in depreciation expense. The weighted average interest rates for the finance leases at December 31, 2021 and 2020 was 3.55% and 3.48%, respectively.

### ***Cash Flows and Expenditures***

The Company has historically generated cash flows from operations to fund a large portion of its capital expenditure requirements. The timing of capital expenditures can largely be managed around the seasonal working capital requirements of the Company. The Company believes it has adequate sources of capital to meet short-term liquidity needs through its operating cash flows and availability under its revolving credit agreement, which was \$270.7 million at December 31, 2021, subject to the Company's satisfaction of existing debt covenants. Future operating cash flows are primarily dependent upon the Company's profitability and its ability to manage its working capital requirements, primarily accounts receivable, accounts payable and wage and benefit accruals. The Company was in compliance with its debt covenants at December 31, 2021.

Net capital expenditures pertain primarily to investments in tractors and trailers and other revenue equipment, information technology, land and structures. Projected net capital expenditures for 2022 are expected to exceed \$500 million, inclusive of equipment acquired using finance leases compared to 2021 net capital expenditures of \$277

million. Projected 2022 capital expenditures include a normal replacement cycle of revenue equipment and technology investment for our operations. In addition, the Company plans to add revenue equipment and real estate investments to support our growth initiatives.

See “Forward-Looking Statements” and Item 1A., “Risk Factors,” for a more complete discussion of potential risks and uncertainties that could materially affect our future performance and financial condition.

Actual net capital expenditures, inclusive of equipment acquired using finance leases, are summarized in the following table (in millions):

	Years ended		
	2021	2020	2019
Land and structures:			
Additions	\$ 124.8	\$ 75.0	\$ 82.5
Sales	(6.0)	(5.9)	—
Revenue equipment, net	130.0	131.9	181.0
Technology and other	28.5	17.8	23.7
Total	<u>\$ 277.3</u>	<u>\$ 218.8</u>	<u>\$ 287.2</u>

In addition to the amounts disclosed in the table above, the Company had an additional \$24.2 million in capital expenditures for revenue equipment that was received but not paid for prior to December 31, 2021. In 2021 and 2020, no revenue equipment was acquired with finance leases. Included in the 2019 revenue equipment expenditures are finance leases totaling \$6.2 million.

### **Contractual Obligations**

Contractual obligations for the Company are comprised of lease agreements, purchase obligations and long-term debt obligations related to any outstanding balance under the Company’s revolving line of credit. Total contractual obligations for operating leases at December 31, 2021 and 2020 totaled \$126.5 million and \$142.7 million. This includes operating leases with original maturities of less than one year, which are not recorded in our consolidated balance sheet in accordance with U.S. generally accepted accounting principles. Contractual obligations in the form of finance leases were \$53.3 million and \$76.1 million at December 31, 2021 and 2020, respectively, which include both principal and interest components. Purchase obligations at December 31, 2021 and December 31, 2020 were \$60.2 million and \$23.0 million, respectively. For further information see the Notes to the accompanying audited Consolidated Financial Statements in this Form 10-K. As of December 31, 2021 and December 31, 2020, the revolving line of credit had no outstanding principal balance.

Other commercial commitments of the Company typically include necessary letters of credit and surety bonds, required for collateral towards insurance agreements, and the outstanding available line of credit. As of December 31, 2021 the Company had total outstanding letters of credit of \$31.1 million and \$69.5 million in surety bonds. At December 31, 2020 the Company had total outstanding letters of credit of \$29.0 million and \$59.9 million in surety bonds. Additionally, the Company had \$270.7 million available under its revolving credit facility, subject to existing debt covenants at December 31, 2021. At December 31, 2020 the Company had \$272.8 million available under its revolving credit facility, subject to existing debt covenants.

In addition to any principal amounts disclosed, the Company has interest obligations of approximately \$2.8 million for 2022 and decreasing for each year thereafter, based on borrowings and commitments outstanding at December 31, 2021.

The Company has accrued approximately \$1.4 million for uncertain tax positions and accrued interest and penalties of \$0.1 million related to the uncertain tax positions as of December 31, 2021.

At December 31, 2021, the Company has \$114.7 million in claims, insurance and other liabilities.

## Critical Accounting Policies and Estimates

The Company makes estimates and assumptions in preparing the consolidated financial statements that affect reported amounts and disclosures therein. In the opinion of management, the accounting policies that generally have the most significant impact on the financial position and results of operations of the Company include:

- Claims and Insurance Accruals.
  - *Description:* As described in more detail in the Notes to the audited Consolidated Financial Statements contained herein, the Company has self-insured retention limits generally ranging from \$250,000 to \$1 million per occurrence for medical, workers' compensation, casualty and cargo claims and from \$2 million to \$10 million for auto liability claims.
  - *Judgments and Uncertainties:* The liabilities associated with these claims are estimated in part based on historical experience, actuarial analysis with respect to workers' compensation claims, demographics, nature and severity of the claims, and other assumptions. Estimates of the liabilities for these claims are included in claims and insurance reserves based on claims incurred with liabilities for unsettled claims and claims incurred but not yet reported being actuarially determined with respect to workers' compensation claims and, with respect to all other liabilities, estimated based on management's evaluation of the nature and severity of individual claims, historical experience and other assumptions.
  - *Sensitivity of Estimate to Change:* These estimated accruals could be significantly affected if the actual costs of the Company from these claims differ from the estimates and assumptions used to establish the accruals. A significant number of these claims typically take several years to develop and even longer to ultimately settle. A change in case reserves will be reflected in the Company's results of operations on a dollar for dollar basis plus development factors. These estimates have been reasonably accurate over time; however, changes to estimates and assumptions regarding severity of claims, medical cost inflation, as well as, specific case facts can create short-term volatility in these reserves. In addition a 100 basis point change in our loss development factor would result in \$0.2 million change in the claims liabilities. There have been no material changes in the development factor for the year ended December 31, 2021.
- Revenue Recognition and Related Allowances.
  - *Description:* Revenue is recognized over the transit time of the shipment as it moves from origin to destination while expenses are recognized as incurred. In addition, estimates included in the recognition of revenue and accounts receivable include estimates of shipments in transit and estimates of future adjustments to revenue and accounts receivable for billing adjustments and collectability.
  - *Judgments and Uncertainties:* Revenue is recognized in a systematic process whereby estimates of shipments in transit are based upon actual shipments picked up, day of delivery and current rates charged to customers. Estimates for credit losses and billing adjustments are based upon historical experience of credit losses, adjustments processed and trends of collections. Billing adjustments are primarily made for discounts and billing corrections.
  - *Sensitivity of Estimate to Change:* Since the cycle for pickup and delivery of shipments is generally 1-5 days, typically less than five percent of a total month's revenue is in transit at the end of any month. Estimates included in the recognition of revenue and accounts receivable are continuously evaluated and updated; however, changes in economic conditions, pricing arrangements and other factors can significantly impact these estimates.
- Depreciation and Capitalization of Assets.
  - *Description:* Under the Company's accounting policy for property and equipment, management establishes appropriate depreciable lives and salvage values for the Company's revenue equipment (tractors and trailers) based on their estimated useful lives and estimated residual values to be received when the equipment is sold or traded in. These estimates are routinely evaluated and updated when circumstances warrant.

- Judgments and Uncertainties: Selecting the appropriate accounting method requires management judgment, as there are multiple acceptable methods that are in accordance with U.S generally accepted accounting principles (GAAP), including straight-line, declining-balance, and sum-of-the-years' digits. As described in the Notes to the audited Consolidated Financial Statements contained herein, the Company depreciates property and equipment on a straight-line basis over the estimated useful lives of the assets. The Company believes this method properly spreads the costs over the useful lives of the assets. Factors affecting estimated useful lives and residual values of property and equipment may include estimating loss, damage, obsolescence, and Company policies around maintenance and asset replacement.
- Sensitivity of Estimate to Change: Actual useful lives and residual values could differ from these assumptions based on market conditions and other factors, thereby impacting the estimated amount or timing of depreciation expense.

These accounting policies and others are described in further detail in the Notes to the audited Consolidated Financial Statements included in this Form 10-K.

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to adopt accounting policies and make significant judgments and estimates to develop amounts reflected and disclosed in the consolidated financial statements. In many cases, there are alternative policies or estimation techniques that could be used. We maintain a thorough process to review the application of our accounting policies and to evaluate the appropriateness of the many estimates that are required to prepare the consolidated financial statements. However, even under optimal circumstances, estimates routinely require adjustment based on changing circumstances and the receipt of new or better information.

#### Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The Company is exposed to a variety of market risks including the effects of interest rates and fuel prices. The detail of the Company's debt structure is more fully described in the Notes to the audited Consolidated Financial Statements set forth in this Form 10-K for the year ended December 31, 2021. To help mitigate our exposure to rising fuel prices, the Company has implemented a fuel surcharge program. This program is well established within the industry and customer acceptance of fuel surcharges remains high. Since the amount of fuel surcharge is based on average national fuel prices and is reset weekly, exposure of the Company to fuel price volatility is significantly reduced. However, the fuel surcharge may not fully offset fuel price fluctuations during periods of rapid increases or decreases in the price of fuel and is also subject to overall competitive pricing negotiations.

The following table provides information about the Company's third-party financial instruments as of December 31, 2021 with comparative information as of December 31, 2020. The table presents cash flows for principal payments (in millions) and related weighted average interest rates by contractual maturity dates. The fair value of the variable and fixed rate debt (in millions) was estimated based upon levels one and two in the fair value hierarchy, respectively. The fair value of the finance leases is based on current market interest rates for similar types of financial instruments.

	Expected maturity date						2021		2020	
	2022	2023	2024	2025	2026	Thereafter	Total	Fair Value	Total	Fair Value
Fixed rate debt	\$ 19.5	\$ 14.5	\$ 10.2	\$ 5.3	\$ 0.9	\$ —	\$ 50.4	\$ 50.8	\$ 71.0	\$ 71.2
Average interest rate	3.6%	3.6%	3.6%	3.6%	3.6%	3.6%				
Variable rate debt	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Average interest rate	—	—	—	—	—	—				

**Item 8. Financial Statements and Supplementary Data**

**FINANCIAL STATEMENTS**

<a href="#">Reports of Independent Registered Public Accounting Firm</a>	44
<a href="#">Consolidated Balance Sheets — December 31, 2021 and 2020</a>	48
<a href="#">Consolidated Statements of Operations — Years ended December 31, 2021, 2020 and 2019</a>	49
<a href="#">Consolidated Statements of Stockholders' Equity — Years ended December 31, 2021, 2020 and 2019</a>	50
<a href="#">Consolidated Statements of Cash Flows — Years ended December 31, 2021, 2020 and 2019</a>	51
<a href="#">Notes to Consolidated Financial Statements</a>	52

## Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors  
Saia, Inc.:

### *Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of Saia, Inc. and subsidiaries (the Company) as of December 31, 2021 and 2020, the related consolidated statements of operations, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2021, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2021, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 23, 2022 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

### *Basis for Opinion*

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the 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 audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated 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 consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

### *Critical Audit Matter*

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated 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 consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated 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.

#### *Evaluation of the estimated liabilities for self-insured workers' compensation and bodily injury claims*

As discussed in Note 1 to the consolidated financial statements, the Company has recorded estimated liabilities for claims related to workers' compensation and bodily injury. These liabilities are recorded within claims and insurance accruals (current) of \$54.7 million, and claims, insurance, and other (non-current) of \$60.0 million, as of December 31, 2021.

We identified the evaluation of the estimated liabilities for self-insured workers' compensation and bodily injury claims as a critical audit matter because of the inherent uncertainty in the amounts that will ultimately be paid to settle these claims. Factors that may affect the settlement cost of claims include the length of time the

claim remains open, its potential severity, and the results of litigation. Additionally, the Company's liabilities include estimates for future development of claims and specialized skills were needed to evaluate the actuarial methods and assumptions used to make these estimates.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls over the Company's self-insurance processes, including controls over the methods and assumptions used in estimating the liability. We evaluated the Company's estimated liabilities for self-insured workers' compensation and bodily injury claims by selecting a sample of claims and considering current available information, which may include legal claims, incident and case reports, historical experience, and attorneys' letters we received directly from the Company's external counsel. In addition, we involved an actuarial professional with specialized skills and knowledge, who assisted by comparing the Company's actuarial methods with generally accepted actuarial methods and evaluating the key assumptions used in determining the liabilities.

/s/ KPMG LLP

We have served as the Company's auditor since 2002.

Atlanta, Georgia  
February 23, 2022

## Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors  
Saia, Inc.:

### *Opinion on Internal Control Over Financial Reporting*

We have audited Saia, Inc. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2021 and 2020, the related consolidated statements of operations, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2021, and the related notes (collectively, the consolidated financial statements), and our report dated February 23, 2022 expressed an unqualified opinion on those consolidated financial statements.

### *Basis for Opinion*

The Company's management is responsible 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 the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the 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 audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. 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 audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### *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.

/s/ KPMG LLP

Atlanta, Georgia  
February 23, 2022

**Saia, Inc. and Subsidiaries**  
**Consolidated Balance Sheets**  
(in thousands, except share and per share data)

	December 31, 2021	December 31, 2020
<b>ASSETS</b>		
<b>Current Assets:</b>		
Cash and cash equivalents	\$ 106,588	\$ 25,308
Accounts receivable, less allowances of \$5,530 in 2021 and \$5,666 in 2020	276,755	216,899
Prepaid expenses	20,329	19,505
Income tax receivable	—	96
Other current assets	12,583	9,888
Total current assets	416,255	271,696
<b>Property and Equipment, at cost</b>	2,144,528	1,901,244
Less-accumulated depreciation and amortization	864,074	765,217
Net property and equipment	1,280,454	1,136,027
<b>Operating Lease Right-of-Use Assets</b>	107,781	113,715
<b>Goodwill</b>	12,105	12,105
<b>Identifiable Intangibles, net</b>	7,052	8,216
<b>Other Noncurrent Assets</b>	21,603	7,015
Total assets	\$ 1,845,250	\$ 1,548,774
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities:</b>		
Accounts payable	\$ 114,010	\$ 89,381
Wages, vacation and employees' benefits	73,109	55,392
Claims and insurance accruals	54,717	49,613
Other current liabilities	38,551	40,571
Current portion of long-term debt	19,396	20,588
Current portion of operating lease liability	21,565	20,209
Total current liabilities	321,348	275,754
<b>Other Liabilities:</b>		
Long-term debt, less current portion	31,008	50,388
Operating lease liability, less current portion	88,409	95,321
Deferred income taxes	124,137	119,818
Claims, insurance and other	60,015	46,205
Total other liabilities	303,569	311,732
<b>Stockholders' Equity:</b>		
Preferred stock, \$0.001 par value, 50,000 shares authorized, none issued and outstanding	—	—
Common stock, \$0.001 par value, 50,000,000 shares authorized, 26,336,589 and 26,236,570 shares issued and outstanding at December 31, 2021 and 2020, respectively	26	26
Additional paid-in-capital	274,633	267,666
Deferred compensation trust, 94,627 and 91,888 shares of common stock at cost at December 31, 2021 and 2020, respectively	(4,101)	(2,944)
Retained earnings	949,775	696,540
Total stockholders' equity	1,220,333	961,288
Total liabilities and stockholders' equity	\$ 1,845,250	\$ 1,548,774

See accompanying notes to consolidated financial statements.

**Saia, Inc. and Subsidiaries**  
**Consolidated Statements of Operations**  
**For the years ended December 31, 2021, 2020 and 2019**  
**(in thousands, except per share data)**

	<u>2021</u>	<u>2020</u>	<u>2019</u>
<b>Operating Revenue</b>	\$ 2,288,704	\$ 1,822,366	\$ 1,786,735
<b>Operating Expenses:</b>			
Salaries, wages and employees' benefits	1,063,703	963,260	947,911
Purchased transportation	249,710	141,369	129,980
Fuel, operating expenses and supplies	381,904	299,234	340,056
Operating taxes and licenses	59,095	56,294	54,397
Claims and insurance	61,345	49,761	43,073
Depreciation and amortization	141,700	134,655	119,135
Operating (gains) losses, net	<u>(3,894)</u>	<u>(2,528)</u>	<u>(403)</u>
Total operating expenses	1,953,563	1,642,045	1,634,149
<b>Operating Income</b>	335,141	180,321	152,586
<b>Non-operating Expenses (Income):</b>			
Interest expense	3,212	5,177	6,688
Other, net	<u>(844)</u>	<u>(1,134)</u>	<u>(754)</u>
Non-operating expenses, net	2,368	4,043	5,934
<b>Income Before Income Taxes</b>	332,773	176,278	146,652
<b>Income Tax Expense</b>	79,538	37,938	32,933
<b>Net Income</b>	<u>\$ 253,235</u>	<u>\$ 138,340</u>	<u>\$ 113,719</u>
Weighted average common shares outstanding – basic	<u>26,322</u>	<u>26,140</u>	<u>25,952</u>
Weighted average common shares outstanding – diluted	<u>26,707</u>	<u>26,592</u>	<u>26,435</u>
<b>Basic Earnings Per Share</b>	<u>\$ 9.62</u>	<u>\$ 5.29</u>	<u>\$ 4.38</u>
<b>Diluted Earnings Per Share</b>	<u>\$ 9.48</u>	<u>\$ 5.20</u>	<u>\$ 4.30</u>

See accompanying notes to consolidated financial statements.

**Saia, Inc. and Subsidiaries**  
**Consolidated Statements of Stockholders' Equity**  
**For the years ended December 31, 2021, 2020 and 2019**  
**(in thousands, except share data)**

	Common Shares	Common Stock	Additional Paid-in Capital	Deferred Compensation Trust	Retained Earnings	Total
BALANCE at December 31, 2018	25,693,651	\$ 26	\$ 254,738	\$ (3,381)	\$ 444,481	\$ 695,864
Stock compensation, including options and long-term incentives	—	—	4,977	—	—	4,977
Director deferred share activity	49,750	—	1,210	—	—	1,210
Exercise of stock options less shares withheld for taxes	107,171	—	2,927	—	—	2,927
Shares issued for long-term incentive awards, net of shares withheld for taxes	85,960	—	(3,471)	—	—	(3,471)
Purchase of shares by Deferred Compensation Trust	—	—	687	(770)	—	(83)
Sale of shares by Deferred Compensation Trust	—	—	(197)	280	—	83
Net income	—	—	—	—	113,719	113,719
BALANCE at December 31, 2019	25,936,532	26	260,871	(3,871)	558,200	815,226
Stock compensation, including options and long-term incentives	—	—	6,306	—	—	6,306
Director deferred share activity	132,421	—	1,230	—	—	1,230
Exercise of stock options less shares withheld for taxes	108,240	—	3,786	—	—	3,786
Shares issued for long-term incentive awards, net of shares withheld for taxes	59,377	—	(3,600)	—	—	(3,600)
Purchase of shares by Deferred Compensation Trust	—	—	1,275	(1,275)	—	—
Sale of shares by Deferred Compensation Trust	—	—	(2,202)	2,202	—	—
Net income	—	—	—	—	138,340	138,340
BALANCE at December 31, 2020	26,236,570	26	267,666	(2,944)	696,540	961,288
Stock compensation, including options and long-term incentives	—	—	7,245	—	—	7,245
Director deferred share activity	1,698	—	1,458	—	—	1,458
Exercise of stock options less shares withheld for taxes	46,741	—	3,678	—	—	3,678
Shares issued for long-term incentive awards, net of shares withheld for taxes	51,580	—	(6,571)	—	—	(6,571)
Purchase of shares by Deferred Compensation Trust	—	—	1,268	(1,268)	—	—
Sale of shares by Deferred Compensation Trust	—	—	(111)	111	—	—
Net income	—	—	—	—	253,235	253,235
BALANCE at December 31, 2021	<u>26,336,589</u>	<u>\$ 26</u>	<u>\$ 274,633</u>	<u>\$ (4,101)</u>	<u>\$ 949,775</u>	<u>\$ 1,220,333</u>

See accompanying notes to consolidated financial statements.

**Saia, Inc. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**For the years ended December 31, 2021, 2020 and 2019**  
**(in thousands)**

	<u>2021</u>	<u>2020</u>	<u>2019</u>
<b>Operating Activities:</b>			
Net income	\$ 253,235	\$ 138,340	\$ 113,719
Noncash items included in net income:			
Depreciation and amortization	141,700	134,655	119,135
Provision for doubtful accounts	3,559	4,271	2,804
Deferred income taxes	4,319	8,263	24,662
Loss (gain) from property disposals, net	(3,894)	(2,528)	(403)
Stock-based compensation	8,703	7,536	6,187
Changes in operating assets and liabilities:			
Accounts receivable	(63,415)	(25,051)	(16,979)
Accounts payable	16,729	5,772	10,320
Other working capital items, net	17,757	33,344	4,203
Claims, insurance and other	13,809	1,804	7,504
Other, net	(9,910)	2,739	1,724
Net cash provided by operating activities	<u>382,592</u>	<u>309,145</u>	<u>272,876</u>
<b>Investing Activities:</b>			
Acquisition of property and equipment	(285,746)	(231,142)	(287,655)
Proceeds from disposal of property and equipment	8,398	12,325	6,624
Investment in equity securities	(500)	-	-
Net cash used in investing activities	<u>(277,848)</u>	<u>(218,817)</u>	<u>(281,031)</u>
<b>Financing Activities:</b>			
Repayment of revolving credit agreement	(43,175)	(369,001)	(331,188)
Borrowing of revolving credit agreement	43,175	323,072	357,117
Proceeds from stock option exercises	3,678	3,786	2,927
Shares withheld for taxes	(6,571)	(3,600)	(3,471)
Debt issuance costs	—	—	(649)
Repayment of finance leases	(20,571)	(19,525)	(18,527)
Net cash (used in) provided by financing activities	<u>(23,464)</u>	<u>(65,268)</u>	<u>6,209</u>
<b>Net Increase (Decrease) in Cash and Cash Equivalents</b>	<b>81,280</b>	<b>25,060</b>	<b>(1,946)</b>
Cash and cash equivalents, beginning of year	25,308	248	2,194
Cash and cash equivalents, end of year	<u>\$ 106,588</u>	<u>\$ 25,308</u>	<u>\$ 248</u>
<b>Non Cash Investing Activities</b>			
Equipment financed with finance leases	\$ —	\$ —	\$ 6,169

See accompanying notes to consolidated financial statements.

**Saia, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
**December 31, 2021, 2020 and 2019**

**1. Description of Business and Summary of Accounting Policies**

***Description of Business***

Saia, Inc. and its subsidiaries (“Saia” or the “Company”) is headquartered in Johns Creek, Georgia. Saia is a leading, less-than-truckload (“LTL”) motor carrier with more than 97% of its revenue historically derived from transporting LTL shipments for customers. In addition to the core LTL services provided in 45 states, the Company also offers customers a wide range of other value-added services, including non-asset truckload, expedited and logistics services across the United States.

The Chief Operating Decision Maker is the Chief Executive Officer who manages the business, regularly reviews financial information and allocates resources. The Company has one operating segment.

***Basis of Presentation***

The accompanying consolidated financial statements include the accounts of Saia, Inc. and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in the consolidated financial statements.

***Use of Estimates***

The preparation of our consolidated financial statements requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of revenues and expenses. Management makes its best estimate of the ultimate outcome for these items based on historical trends and other information available when the financial statements are prepared. Changes in estimates are recognized in accordance with the accounting rules for the estimate, which is typically in the period when new information becomes available to management. Areas where the nature of the estimate makes it reasonably possible that actual results could materially differ from amounts estimated include: revenue reserves; self-insurance accruals; long-term incentive compensation; tax liabilities; loss contingencies; litigation claims; and impairment assessments on long-lived assets and goodwill.

***Accounting Pronouncements Adopted in 2020***

In 2016, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2016-13, “*Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.*” Under this ASU an entity is required to utilize an “expected credit loss model” on certain financial instruments, including trade and financing receivables. This model requires consideration of a broader range of reasonable and supportable information and requires an entity to estimate expected credit losses over the lifetime of the asset. This standard is effective for interim and annual reporting periods beginning after December 15, 2019. The Company adopted the standard effective January 1, 2020 and, upon adoption, this standard did not have a material impact on its consolidated financial statements or related disclosures.

***Accounting Pronouncements Adopted in 2021***

In 2019, the FASB issued ASU No. 2019-12, “*Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes,*” which is intended to simplify various aspects related to accounting for income taxes. This ASU removes certain exceptions to the general principles in Topic 740 and also clarifies and amends existing guidance to improve consistent application. This standard became effective for interim and annual reporting periods beginning after December 15, 2020. The Company adopted the standard effective January 1, 2021 and, upon adoption, this standard did not have a material impact on its consolidated financial statements or related disclosures.

## Summary of Accounting Policies

Significant accounting policies and practices used in the preparation of the accompanying consolidated financial statements are as follows:

**Cash and Cash Equivalents and Checks Outstanding:** Cash and cash equivalents in excess of current operating requirements are invested in short-term interest bearing instruments purchased with original maturities of three months or less and are stated at cost, which approximates their market value. Checks outstanding in excess of cash on deposit are included in accounts payable on the accompanying consolidated balance sheets and in operating activities in the accompanying consolidated statements of cash flows.

**Spare Parts, Fuel and Operating Supplies:** Spare parts, fuel and operating supplies on hand are carried at average cost and are included in other current assets on the accompanying consolidated balance sheet.

**Property and Equipment, Including Repairs and Maintenance:** Property and equipment are carried at cost less accumulated depreciation. Replacements and improvements that extend the useful life of an asset are capitalized, while repairs and maintenance that do not improve or extend the lives of the respective assets are charged to expense as incurred.

Depreciation is computed using the straight-line method based on the following service lives:

	Years
Structures	20 to 25
Tractors	6 to 10
Trailers	10 to 14
Other revenue equipment	7 to 14
Technology equipment and software	3 to 5
Other	3 to 10

At December 31, property and equipment consisted of the following (in thousands):

	2021	2020
Land	\$ 159,309	\$ 116,187
Structures	521,578	440,015
Tractors	601,599	583,711
Trailers	490,248	426,000
Other revenue equipment	104,153	96,912
Technology equipment and software	161,791	141,735
Other	105,850	96,684
Total property and equipment, at cost	<u>\$ 2,144,528</u>	<u>\$ 1,901,244</u>

The Company's investment in technology equipment and software consists primarily of systems to support customer service, maintenance and freight management. Depreciation and amortization expense was \$140.5 million, \$133.5 million and \$117.9 million for the years ended December 31, 2021, 2020 and 2019, respectively. Depreciation and amortization expense includes amortization of assets under finance leases. At December 31, 2021, trailers acquired under finance leases had a gross carrying value of \$137.9 million and accumulated depreciation of \$49.4 million. At December 31, 2020, trailers acquired under finance leases had a gross carrying value of \$138.0 million and accumulated depreciation of \$40.1 million.

*Computer Software Developed or Obtained for Internal Use:* The Company capitalizes certain costs associated with developing or obtaining internal-use software. Capitalizable costs include external direct costs of materials and services utilized in developing or obtaining the software and payroll and payroll-related costs for employees directly associated with the development of the project. For the years ended December 31, 2021, 2020, and 2019, the Company capitalized \$1.0 million, \$0.8 million, and \$1.5 million, respectively, of primarily payroll-related costs.

*Claims and Insurance Accruals:* Insurance reserves related to workers' compensation, cargo loss and damage, and bodily injury and property damage are established based on estimates of losses that the Company will ultimately incur on reported claims, as well as, estimates of claims that have been incurred but not yet reported. Actuarial estimates are used in the calculation of the Company's workers' compensation claims reserves. Other reserves are calculated based on evaluation of the nature and severity of the claims, historical loss experience and judgments about the present and expected levels of cost per claim.

The Company carries a significant amount of insurance with third-party insurance carriers that provides various levels of protection for our risk exposure, with coverage limits and retention and deductible levels that the Company's management believes are reasonable given historical claim activity and severity. The Company periodically reviews its risk exposure and insurance coverage applicable to those risks. Risk retention amounts per occurrence during the three years ended December 31, 2021, were as follows:

Workers' compensation	\$	1,000,000
Bodily injury and property damage (1)		2,000,000
Employee medical and hospitalization		400,000
Cargo loss and damage		250,000

(1) \$10 million for period March 1, 2018 - February 28, 2019.

Effective March 1, 2018, the Company entered into a new automobile liability insurance policy with a three-year term. Generally, the Company is responsible for the risk retention amount per occurrence of \$2.0 million under the policy. Thereafter, the policy provides insurance coverage for a single loss of \$8.0 million, an aggregate loss limit of \$24.0 million for each policy year, and a \$48.0 million aggregate loss limit for the 36-month term originally ended March 1, 2021. Under the policy, the Company may elect to commute the policy with respect to the first 12 months of the policy term and concurrently extend the policy for an additional one-year period if paid losses in the first 12 months of the policy are less than \$5.2 million. In August 2019, the Company elected to commute the policy for such period. As a result, the Company received a return of \$5.2 million of the premium paid (the maximum return premium available), based on the amount of claims paid and the insurer was released from all liability in connection with claims occurring in such 12-month period. The Company is now self-insured for the first \$10 million per occurrence with respect to such 12-month period and the policy has been extended for one additional year to March 1, 2022. As a result of the return premium and policy extension, the Company recognized a \$1.5 million reduction in insurance premium expense in 2021. The Company will continue to recognize the remainder of the return premium as a reduction in insurance premium expense ratably over the remainder of the policy period now ending March 1, 2022. Additionally, the Company is required to pay an additional premium of up to \$11.0 million if losses paid by the insurer are greater than \$15.6 million over the three-year policy period ending March 1, 2022. Based on claims occurring since March 1, 2019, no such additional premium was accrued at December 31, 2021. Commencing on August 30, 2022, the Company may elect to commute the policy with respect to the insurer's entire liability under the policy in which case the Company would be entitled to a return of a portion of the premium paid, up to \$15.6 million, based on the amount of claims paid and the insurer would be released from all liability under the policy ending March 1, 2022. As a result, if the Company elects to commute the policy as to the entire policy term, the Company would be self-insured for \$10 million per occurrence for the four years ended March 1, 2022.

*Income Taxes:* Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. As required by FASB Accounting Standards Codification (“ASC”) Topic 740, *Income Taxes*, the Company defines the threshold for recognizing the benefits of tax-filing positions in the financial statements as “more-likely-than-not” to be sustained by the tax authority. ASC Topic 740 also prescribes a method for computing the tax benefit of such tax positions as recognized in the financial statements. In addition, it provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

*Revenue Recognition:* The Company’s revenues are derived primarily from the transportation of freight as it satisfies performance obligations that arise from contracts with its customers. The Company’s performance obligations arise when it receives a bill of lading (“BOL”) to transport a customer’s commodities at negotiated prices contained in either a transportation services agreement or a publicly disclosed tariff rate. Once a BOL is received and accepted, a legally-enforceable contract is formed whereby the parties are committed to perform and the rights of the parties, shipping terms and conditions, and payment terms have been identified. A customer may submit many BOLs for transportation services at various times throughout a service agreement term but each shipment represents a distinct service that is a separately identified performance obligation.

The typical transit time to complete a shipment is from 1 to 5 days. Billing for transportation services normally occurs after completion of the service and payment is generally due within 30 days after the invoice date. The Company recognizes revenue related to the Company’s LTL, non-asset truckload and expedited services over the transit time of the shipment as it moves from origin to destination. Revenue for services is recognized based on transit status at the end of each reporting period.

Key estimates included in the recognition and measurement of revenue and related accounts receivable are as follows:

- Revenue associated with shipments in transit is recognized ratably over transit time; and
- Adjustments to revenue for billing adjustments and collectability.

The portion of the gross invoice related to interline transportation services that involve the services of another party, such as another LTL service provider, is not recorded in the Company’s revenues. Revenue from logistics services is recognized as the services are provided.

Remaining performance obligations represent the transaction price allocated to future periods for freight services started but not completed at the reporting date. These amounts include the unearned portion of billed and unbilled amounts for freight shipments in transit that the Company expects to recognize as revenue in the period subsequent to the reporting date, generally within less than one week. The Company has elected to apply the optional exemption in accordance with the FASB ASC Topic 606, *Revenue from Contracts with Customers*, as it relates to additional quantitative disclosures pertaining to remaining performance obligations.

*Stock-Based Compensation:* The Company has various stock-based compensation plans for its employees and non-employee directors. The Company stock-based compensation includes awards of stock options, restricted stock awards, and stock-based compensation unit awards, all of which are accounted for under ASC Topic 718, *Compensation-Stock Compensation*. Stock options granted to employees are valued using a Black-Scholes-Merton model with the expense amortized over the three-year vesting period. Restricted stock is valued using the intrinsic valuation method and the expense is amortized over the three to five year vesting period. Stock-based performance unit awards are valued using a Monte Carlo model and the expense is amortized over the three-year vesting period.

**Credit Risk:** The Company routinely grants credit to its customers. The risk of significant loss in trade receivables is substantially mitigated by the Company's credit evaluation process, short collection terms, low revenue per transaction and services performed for a large number of customers with no single customer representing more than 5 percent of accounts receivable at year-end. Allowances for potential credit losses are based on historical loss experience, current economic environment, expected trends and customer specific factors.

**Impairment of Long-Lived Assets:** Long-lived assets, such as property, plant and equipment, and purchased intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by that asset or asset group to its carrying value. If the carrying value of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, impairment is recognized to the extent that the carrying value exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as deemed necessary.

**Goodwill:** The Company tests goodwill for impairment annually and whenever events or changes in circumstance indicate that impairment may have occurred. The Company first performs a qualitative assessment to determine whether it is necessary to perform a required two-step goodwill impairment test. The Company is not required to estimate the fair value of a reporting unit unless the Company determines, based on qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount.

**Advertising:** The costs of advertising are expensed as incurred. Advertising costs charged to expense were \$5.7 million, \$4.6 million, and \$6.1 million in 2021, 2020 and 2019, respectively.

**Financial Instruments:** The carrying amounts of financial instruments including cash and cash equivalents, accounts receivable, accounts payable and short-term debt approximated fair value as of December 31, 2021 and 2020, because of the relatively short maturity of these instruments. See Note 2 for fair value disclosures related to long-term debt.

## 2. Debt and Financing Arrangements

At December 31, debt consisted of the following (in thousands):

	December 31, 2021	December 31, 2020
Credit Agreement with Banks, described below	\$ —	\$ —
Finance Leases, described below	50,404	70,976
Total debt	50,404	70,976
Less: current portion of long-term debt	19,396	20,588
Long-term debt, less current portion	<u>\$ 31,008</u>	<u>\$ 50,388</u>

The Company's liquidity needs arise primarily from capital investment in new equipment, land and structures, information technology and letters of credit required under insurance programs, as well as funding working capital requirements.

The Company is party to a revolving credit agreement with a group of banks to fund capital investments, letters of credit and working capital needs. The Company has pledged certain land and structures, accounts receivable and other assets to secure indebtedness under this agreement.

### Credit Agreement

The Company is party to a credit agreement with its banking group that provides for a \$300 million revolver with a term ending February 2024. The credit agreement also has an accordion feature that allows for an additional \$100 million availability, subject to certain conditions and availability of lender commitments. The credit

agreement provides for a LIBOR rate margin range from 100 basis points to 200 basis points, base rate margins from minus 50 basis points to plus 50 basis points, an unused portion fee from 17.5 basis points to 30 basis points and letter of credit fees from 100 basis points to 200 basis points in each case based on the Company's leverage ratio. Under the credit agreement, the Company must maintain a minimum debt service coverage ratio set at 1.25 to 1.00 and a maximum leverage ratio set at 3.25 to 1.00. The credit agreement provides for a pledge by the Company of certain land and structures, accounts receivable and other assets to secure indebtedness under this agreement. The credit agreement contains certain customary representations and warranties, affirmative and negative covenants and provisions relating to events of default. Under the credit agreement, if an event of default occurs, the banks will be entitled to take various actions, including the acceleration of amounts due.

At December 31, 2021, the Company had no outstanding borrowings and outstanding letters of credit of \$29.3 million under the credit agreement. At December 31, 2020, the Company had no outstanding borrowings and outstanding letters of credit of \$27.2 million under the credit agreement. The available portion of the credit agreement may be used for general corporate purposes, including capital expenditures, working capital and letter of credit requirements as needed.

### **Finance Leases**

The Company is obligated under finance leases with seven-year terms which include obligations collateralized by revenue equipment totaling \$50.4 million and \$71.0 million as of December 31, 2021 and 2020, respectively. Amortization of assets held under the finance leases is included in depreciation and amortization expense. The weighted average interest rate for the finance leases at December 31, 2021 and 2020 is 3.55% and 3.48%, respectively.

The estimated fair value of the finance leases at December 31, 2021 and 2020 is \$50.8 million and \$71.2 million, respectively, which is based on current market interest rates for similar types of financial instruments, reflective of Level 2 inputs.

### **Other**

The Company paid cash for interest of \$3.0 million, \$5.9 million, and \$6.4 million for the years ended December 31, 2021, 2020 and 2019, respectively.

### **Principal Maturities of Long-Term Debt**

The principal maturities of long-term debt, including interest on finance leases, for the next five years (in thousands) are as follows:

	<b>Amount</b>
2022	\$ 20,956
2023	15,409
2024	10,606
2025	5,453
2026	919
Thereafter	—
<b>Total</b>	<b>53,343</b>
Less: Interest on Finance Leases	2,939
<b>Total</b>	<b>\$ 50,404</b>

### **3. Commitments, Contingencies and Uncertainties**

The Company has contractual obligations and commitments in the form of finance leases, operating leases and purchase commitments.

At December 31, 2021, the Company was committed under non-cancellable operating lease agreements requiring minimum annual rentals payable as follows (in thousands):

	<u>Amount</u>
2022	\$ 26,123
2023	24,658
2024	20,840
2025	16,145
2026	12,624
Thereafter	26,106
Total (1)	<u>\$ 126,496</u>

(1) In April 2021, the Company committed to an additional terminal lease estimated to commence in 2023 of approximately \$57 million with a lease term of 15 years with annual rent ranging from \$3.1 million to \$4.6 million. Annual rental payments under this lease are not included in this table.

Rent expense was \$31.6 million, \$30.6 million, and \$25.6 million for the years ended December 31, 2021, 2020 and 2019, respectively. Management expects that in the normal course of business, leases will be renewed or replaced as they expire. Finance and operating leases are discussed further in Note 4.

Purchase commitments related to capital expenditures were \$57.5 million at December 31, 2021. As of December 31, 2021 and 2020, the Company had \$24.2 million and \$16.3 million, respectively, of capital expenditures accrued for in accounts payable.

#### *Other*

The Company pays its pro rata share of the cost of letters of credit outstanding for certain workers' compensation claims incurred prior to March 1, 2000 that Saia's former parent maintains for insurance programs. The Company's pro rata share of these outstanding letters of credit was \$1.8 million at December 31, 2021 and 2020, respectively.

The Company is subject to legal proceedings that arise in the ordinary course of its business. Management believes that adequate provisions for resolution of all contingencies, claims and pending litigation have been made for probable and estimable losses and that the ultimate outcome of these actions will not have a material adverse effect on its financial condition but could have a material adverse effect on its results of operations in a given quarter or annual period.

#### **4. Leases**

The Company's leases include but are not limited to real estate, including terminals and general office buildings, trailers, corporate fleet vehicles and other equipment. Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheet; the Company recognizes lease expense for these leases on a straight-line basis over the lease term.

As of December 31, 2021 and 2020, approximately \$85.1 million and \$100.1 million, respectively, of finance leased assets, net of depreciation and amortization, were included in property and equipment. Accumulated depreciation and amortization for these assets totaled \$53.5 million and \$48.7 million as of the same periods ended.

A summary of the lease costs for the years ended December 31, 2021 and 2020 follows:

	2021	2020
<b>Finance lease cost:</b>	(in thousands)	
Amortization of right-of-use assets	\$ 11,170	\$ 11,290
Interest on lease liabilities	2,166	2,780
<b>Operating lease cost</b> (includes variable and sublease costs as they are immaterial)	28,859	27,960
<b>Short-term lease cost</b>	8,322	6,355
<b>Total lease cost</b>	<u>\$ 50,517</u>	<u>\$ 48,385</u>
<b>Other Information</b>		
<b>Right-of-use assets obtained in exchange for new finance lease liabilities</b>	—	—
<b>Right-of-use assets obtained in exchange for new operating lease liabilities</b>	18,148	33,396

The discount rate used in the Company's calculation of its right-of-use assets and corresponding lease liabilities was determined based on the stated rate within each contract when available, or its incremental borrowing rate, which approximates the rate at which the Company could borrow, on a collateralized basis, over the term of a lease. Supplemental cash flow and balance sheet information related to leases was as follows:

	2021	2020
	(in thousands)	
<b>Cash paid for amounts included in the measurement of lease liabilities</b>		
Operating cash outflows from finance leases	\$ 2,178	\$ 2,780
Operating cash outflows from operating leases	28,908	27,660
Financing cash outflows from finance leases	20,571	19,525
<b>Weighted-average remaining lease term - finance leases (years)</b>	2.5	3.2
<b>Weighted-average remaining lease term - operating leases (years)</b>	5.6	6.3
<b>Weighted-average discount rate - finance leases</b>	3.55%	3.48%
<b>Weighted-average discount rate - operating leases</b>	4.5%	4.7%

As of December 31, 2021, maturities of lease liabilities were as follows:

Maturity of Lease Liabilities	Operating Leases		Finance Leases	
	(in thousands)			
2022	\$	26,043	\$	20,956
2023		24,658		15,409
2024		20,840		10,606
2025		16,145		5,453
2026		12,624		919
Thereafter		26,106		-
Total lease payments		126,416		53,343
Less: Interest		16,442		2,939
Present value of lease liabilities	\$	109,974	\$	50,404

## 5. Goodwill and Other Intangible Assets

There was no change to the carrying amount of goodwill of \$12.1 million for fiscal years ending December 31, 2021, 2020 and 2019, respectively.

The gross amounts and accumulated amortization of identifiable intangible assets are as follows (in thousands):

	December 31, 2021		December 31, 2020	
	Gross Amount	Accumulated Amortization	Gross Amount	Accumulated Amortization
Amortizable intangible assets:				
Customer relationships (useful life of 6-15 years)	\$ 19,000	\$ 12,756	\$ 19,000	\$ 11,692
Trademarks (useful life of 15 years)	1,500	692	1,500	592
Total	\$ 20,500	\$ 13,448	\$ 20,500	\$ 12,284

Amortization expense for intangible assets was \$1.2 million for 2021, 2020 and 2019. Estimated amortization expense for the next five years is as follows (in thousands):

	Amount
2022	\$ 1,008
2023	853
2024	853
2025	853
2026	853

## 6. Computation of Earnings Per Share

The calculation of basic earnings per common share and diluted earnings per common share is as follows (in thousands except per share amounts):

	For The Years Ended December 31,		
	2021	2020	2019
<b>Numerator:</b>			
Net income	\$ 253,235	\$ 138,340	\$ 113,719
<b>Denominator:</b>			
Denominator for basic earnings per share—weighted average common shares	26,322	26,140	25,952
Dilutive effect of share-based awards	385	452	483
Denominator for diluted earnings per share—adjusted weighted average common shares	26,707	26,592	26,435
<b>Basic Earnings Per Share</b>	\$ 9.62	\$ 5.29	\$ 4.38
<b>Diluted Earnings Per Share</b>	\$ 9.48	\$ 5.20	\$ 4.30

In 2021, there were 19,386 anti-dilutive options or restricted stock. In 2020, there were no anti-dilutive options or restricted stock.

## 7. Stockholders' Equity

### *Deferred Compensation Trust*

The Saia Executive Capital Accumulation Plan (the "Capital Accumulation Plan") allows plan participants to make an irrevocable election to invest in the Company's common stock. Upon distribution, the funds invested in the Company's common stock are paid out in Company stock rather than cash.

The following table summarizes the shares of the Company's common stock that were purchased and sold by the Company's Rabbi Trust, which holds the investments for the Capital Accumulation Plan:

	For The Years Ended December 31,		
	2021	2020	2019
Shares of common stock purchased	5,580	16,660	11,240
Aggregate purchase price of shares purchased	\$ 1,268,370	\$ 1,274,641	\$ 769,847
Shares of common stock sold	2,841	68,759	10,867
Aggregate sale price of shares sold	\$ 802,030	\$ 9,722,577	\$ 787,021

Since the Capital Accumulation Plan provides for the obligation to be settled only in Company stock, the deferred compensation obligation is classified as an equity instrument, with no adjustments to operating results based on changes in fair value.

### *Directors' Deferred Compensation*

Under the Company's Directors' Deferred Fee Plan, non-employee directors may defer all or a portion of their annual fees and retainers which are otherwise payable. Such deferrals are converted into units equivalent to the value of the Company's stock. Upon the director's termination, death or disability, accumulated deferrals are distributed in the form of Company common stock. The Company has 94,109 and 89,696 shares reserved for issuance under the Directors' Deferred Fee Plan at December 31, 2021 and 2020, respectively. The shares reserved for issuance under the Directors' Deferred Fee Plan are treated as common stock in computing basic earnings per share.

## 8. Stock-Based Compensation

The stockholders of the Company approved the 2018 Omnibus Incentive Plan (the “2018 Omnibus Plan”) and the Second Amended and Restated 2011 Omnibus Incentive Plan (the “2011 Omnibus Plan”) to allow the Company to issue equity based compensation to help attract and retain executive, managerial, supervisory or professional employees and non-employee directors. The 2018 Omnibus Plan has 1,100,000 shares of common stock reserved. The 2011 Omnibus Plan had a total of 2,350,000 shares of common stock reserved. Following stockholder approval of the 2018 Omnibus Plan, no additional awards have been made under the 2011 Omnibus Plan.

The 2018 Omnibus Plan and the 2011 Omnibus Plan provide for the grant or award of stock options; stock appreciation rights; restricted and unrestricted stock; restricted stock units; and Performance Unit Awards. Stock option awards are granted with an exercise price equal to the market price of the Company’s stock at the date of grant; stock option awards granted to employees under the plans to date are non-qualified stock options, have vesting over three years, subject to earlier vesting upon a change of control and certain other events, and have a seven-year contractual term. Outstanding stock options held by non-employee directors totaled 34,070 shares as of December 31, 2021, and were all granted to the director while employed by Saia. No stock options have been granted to any other non-employee directors under the 2018 Omnibus Plan or the 2011 Omnibus Plan.

Non-employee directors were also issued in lieu of cash compensation in the aggregate 3,929; 9,379; and 13,204 units equivalent to shares in the Company’s common stock under the Directors’ Deferred Fee Plan during the years ended December 31, 2021, 2020 and 2019, respectively.

The 2018 Omnibus Plan provides for an annual grant to each non-employee director of shares of Saia stock with a value not to exceed \$500,000 with the number of shares to be determined each year by the Compensation Committee. For 2021, 2020 and 2019 each non-employee director was granted 548, 1,098 and 1,514 shares, respectively of Saia stock under the 2018 Omnibus Plan. These shares vest in one year from grant, subject to accelerated vesting upon leaving the Board (other than for cause) or a change in control.

At December 31, 2021 and 2020, 391,089 and 449,751 shares, respectively, remain reserved and unissued under the provisions of the 2011 Omnibus Plan, a portion of which are allocated to outstanding Performance Unit Awards, outstanding stock options and restricted stock described below. At December 31, 2021 and 2020, 876,641 and 915,000 shares, respectively, remain reserved and unissued under the provisions of the 2018 Omnibus Plan, a portion of which are allocated to outstanding Performance Unit Awards, outstanding stock options and restricted stock described below. The Company has historically issued new shares to satisfy stock option exercises or other awards issued under the 2018 Omnibus Plan and 2011 Omnibus Plan.

The years ended December 31, 2021, 2020 and 2019 had stock option and restricted stock compensation expense of \$3.3 million, \$2.8 million and \$2.2 million, respectively, included in salaries, wages and employees’ benefits. The Company recognized a tax benefit consistent with the appropriate tax rates for each of the respective periods. As of December 31, 2021, there is unrecognized compensation expense of \$4.0 million related to unvested stock options and restricted stock, which is expected to be recognized over a weighted average period of 2.1 years.

The following table summarizes stock option activity for the year ended December 31, 2021 for employees:

	Options	Weighted Average Exercise price	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)
Outstanding at December 31, 2020	148,920	\$ 79.20	5.2	15,130
Granted	19,250			
Exercised	(46,741)			
Forfeited	(470)			
Outstanding at December 31, 2021	<u>120,959</u>	<u>\$ 98.28</u>	<u>4.7</u>	<u>\$ 28,879</u>
Exercisable at December 31, 2021	<u>9,556</u>	<u>\$ 92.92</u>	<u>4.6</u>	<u>\$ 2,333</u>

The total intrinsic value of options exercised during the years ended December 31, 2021, 2020 and 2019 was \$5.9 million, \$8.3 million, and \$4.9 million, respectively. The weighted-average grant-date fair value per share of options granted during the years ended December 31, 2021, 2020 and 2019 was \$62.65, \$25.40, and \$18.25, respectively. The weighted-average grant-date fair value per share of options vested during the years ended December 31, 2021, 2020 and 2019 was \$24.22, \$15.49, and \$9.99, respectively.

The following table summarizes the weighted average assumptions used in valuing options for the years ended December 31, 2021, 2020 and 2019:

	2021	2020	2019
Risk-free interest rate	1.19%	1.66%	2.70%
Expected life in years	3.5	3.2	3.1
Expected volatility	40.57%	32.80%	35.57%
Dividend rate	—	—	—

The risk-free interest rate for periods within the contractual life of the option is based on a three-month average U.S. Treasury yield at the time of grant. The expected life of the options represents the period of time that options granted are expected to be outstanding. Expected volatilities are based on historical volatility of the Company's stock.

The following table summarizes the status of the Company's unvested options as of December 31, 2021 and changes during the year ended December 31, 2021:

	Options	Weighted Average Grant- date Fair Value
Unvested at December 31, 2020	148,920	\$ 22.07
Granted	19,250	62.65
Vested	(56,297)	24.22
Forfeited	(470)	62.65
Unvested at December 31, 2021	<u>111,403</u>	<u>\$ 27.83</u>

The Company granted shares of restricted stock to certain key executives in September 2014, May 2015, February 2016, August 2017, May and November 2019, July 2020, and March 2021. These restricted stock awards vest 25% after three years, 25% after four years and the remaining 50% after five years, assuming the executive has been in continuous service to the Company since the award date, subject to earlier vesting upon a change in control. Commencing in 2017, the Company began granting shares of restricted stock as part of its long-term incentive plan. These shares of restricted stock cliff vest in three years, subject to earlier vesting upon a change in control. The value of restricted stock is based on the fair market value of the Company's common stock at the date of grant.

The following table summarizes restricted stock activity during the year ended December 31, 2021:

	Shares	Weighted Average Grant-date Fair Value
Restricted Stock at December 31, 2020	74,156	\$ 73.84
Granted	13,653	215.42
Vested	(25,553)	55.36
Forfeited	(185)	200.81
Restricted Stock at December 31, 2021	<u>62,071</u>	<u>\$ 112.21</u>

### ***Performance Unit Awards***

The Company granted Performance Unit Awards to executives as part of the Company's long term incentive plan. The criteria for payout of the awards is based on a comparison over the three-year performance period of these awards of the total shareholder return ("TSR") of the Company's common stock compared to the TSR of the companies in the peer group established by the Compensation Committee. The stock-based awards are accounted for in accordance with ASC Topic 718 with the expense amortized over the three-year vesting period based on the fair value of the awards at the grant date based upon the Monte Carlo method. Operating results include expense for the Performance Unit Awards of \$4.0 million in 2021, \$3.5 million in 2020 and \$2.8 million in 2019. Shares earned under the Performance Unit Awards are issued in the first quarter of the year following the end of the performance period. There was an issuance of 78,710 shares for the January 2019 - December 2021 performance period in February 2022, 58,662 shares for the January 2018 - December 2020 performance period in February 2021, and 69,882 shares for the January 2017 - December 2019 performance period in February 2020. At December 31, 2021, Performance Unit Awards are outstanding for a maximum of 64,834 shares for the January 2020 – December 2022 performance period and for a maximum of 29,806 shares for the January 2021 – December 2023 performance period.

## **9. Employee Benefits**

### ***Defined Contribution Plans***

The Company sponsors defined contribution plans, principally consisting of contributory 401(k) savings plans and noncontributory profit sharing plans. The Company's contributions to the 401(k) savings plans consist of a matching percentage. The Company match has historically been 50 percent of the first six percent of an eligible employee's contributions. The Company suspended its match for three months during 2020 due to COVID-19. The Company's total contributions to the 401(k) savings plans included in continuing operations for the years ended December 31, 2021, 2020 and 2019, were \$12.4 million, \$8.0 million, and \$10.8 million, respectively.

### ***Deferred Compensation Plan***

The Saia Executive Capital Accumulation Plan is a nonqualified deferred compensation plan for Saia executives. The Capital Accumulation Plan allows for the plan participants to invest in the Company's common stock. Elections to invest in the Company's common stock are irrevocable, and upon distribution, the funds invested in the Company's common stock will be paid out in Company common stock rather than cash. At December 31, 2021 and 2020, the Company's Rabbi Trust, which holds the investments for the Capital Accumulation Plan, held 94,627 and 91,888 shares of the Company's common stock, respectively, all of which were purchased on the open market.

### Annual Incentive Awards

The Company provides annual cash performance incentive awards to certain salaried employees which are based primarily on actual operating results achieved for the year, compared to targeted operating results. Operating results include performance incentives of \$36.4 million, \$19.0 million, and \$16.0 million in 2021, 2020 and 2019, respectively. Included in these amounts are also incentives that are based on other targets specifically associated with the respective employees' position. Cash performance incentive awards for a year are primarily paid in the first quarter of the following year. Additionally, in July 2020, the Company paid virtually all employees a one-time \$250 bonus to compensate for working through difficult conditions created by the COVID-19 pandemic. This payment totaled approximately \$2.6 million.

### Employee Stock Purchase Plan

In January 2003, the Company adopted the Employee Stock Purchase Plan of Saia, Inc. (the "ESPP") allowing all eligible employees to purchase common stock of the Company at current market prices through payroll deductions of up to 10 percent of annual wages. In 2015, the Company amended the ESPP to allow highly compensated employees as defined by Section 401(a)(17) of the Internal Revenue Code to make payroll deductions of up to 20 percent of annual wages. The custodian uses the funds to purchase the Company's common stock at current market prices. The custodian purchased 2,516; 5,682; and 8,169 shares in the open market during 2021, 2020 and 2019, respectively.

## 10. Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax liabilities (assets) are comprised of the following at December 31 (in thousands):

	2021	2020
Depreciation	\$ 165,405	\$ 153,573
Leases	27,876	29,036
Other	4,658	3,545
Gross deferred tax liabilities	197,939	186,154
Allowance for doubtful accounts	(1,374)	(1,325)
Equity-based compensation	(3,626)	(3,059)
Employee benefits	(8,516)	(5,869)
Leases	(27,357)	(29,028)
Claims and insurance	(27,351)	(22,704)
Other	(5,578)	(4,351)
Gross deferred tax assets	(73,802)	(66,336)
Net deferred tax liability	<u>\$ 124,137</u>	<u>\$ 119,818</u>

The Company has determined that a valuation allowance was not necessary at December 31, 2021 or 2020 for substantially all deferred tax assets since it is more likely than not they will be realized from future reversals of temporary differences or future taxable income.

The income tax provision for continuing operations consists of the following (in thousands):

	2021	2020	2019
Current:			
U.S. federal	\$ 62,222	\$ 24,311	\$ 5,095
State	12,997	5,364	3,176
Total current income tax provision	<u>75,219</u>	<u>29,675</u>	<u>8,271</u>
Deferred:			
U.S. federal	3,915	8,255	24,137
State	404	8	525
Total deferred income tax provision	<u>4,319</u>	<u>8,263</u>	<u>24,662</u>
Total income tax provision	<u>\$ 79,538</u>	<u>\$ 37,938</u>	<u>\$ 32,933</u>

A reconciliation between income taxes at the federal statutory rate (21 percent) and the effective income tax provision is as follows (in thousands):

	2021	2020	2019
Provision at federal statutory rate	\$ 69,856	\$ 37,018	\$ 30,797
State income taxes, net of federal benefit	11,435	5,664	5,106
Tax credits	(1,754)	(1,424)	(2,249)
Excess tax benefit on stock compensation (1)	(793)	(4,500)	(1,471)
Other, net	794	1,180	750
Total provision	<u>\$ 79,538</u>	<u>\$ 37,938</u>	<u>\$ 32,933</u>

(1) In accordance with ASC Topic 718, these excess tax benefits on stock compensation are reported as a financing cash flow, rather than as an operating cash flow.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction and various state jurisdictions. For the U.S. federal jurisdiction, tax years 2018-2021 remain open to examination. The expiration of the statute of limitations related to the various state income tax returns that the Company files varies by state. In general, tax years 2012-2021 remain open to examination by the various state and local jurisdictions. However, a state could challenge certain tax positions back to the 2008 tax year.

A reconciliation of the beginning and ending total amounts of gross unrecognized tax benefits is as follows (in thousands):

	2021	2020
Gross unrecognized tax benefits at beginning of year	\$ 1,052	\$ 957
Gross (decreases) increases in tax positions for prior years	(4)	(2)
Gross increases in tax positions for current year	598	236
Settlements	(96)	—
Lapse of statute of limitations	(180)	(139)
Gross unrecognized tax benefits at end of year	<u>\$ 1,370</u>	<u>\$ 1,052</u>

The Company recognizes interest and penalties related to uncertain tax positions as a component of income tax expense. During the years ended December 31, 2021, 2020 and 2019, the Company did not record any interest related to unrecognized tax benefits. The Company had approximately \$0.1 million and \$0.1 million of accrued interest and penalties at December 31, 2021 and 2020, respectively. The total amount of unrecognized tax benefits, which is recorded within claims, insurance and other liabilities on the consolidated balance sheets, that would affect the Company's effective tax rate if recognized is \$1.4 million and \$1.1 million as of December 31, 2021 and 2020, respectively. The Company paid cash for income taxes of \$81.6 million, \$10.0 million, and \$15.0 million in 2021, 2020 and 2019, respectively.

The Company does not anticipate total unrecognized tax benefits will significantly change during the next twelve months due to the settlements of audits and the expiration of statutes of limitations.

In December 2019, U.S. federal tax law changes were enacted that reinstated the tax credits for alternative fuel usage for 2018 and 2019. The Company recognized the tax credits of approximately \$1.1 million in 2021 and \$1.0 million in 2020.

## 11. Valuation and Qualifying Accounts

*For the Years Ended December 31, 2021, 2020 and 2019*

(in thousands)

	Balance, beginning of period	Additions		Deductions <sup>(1)</sup>	Balance, end of period
		Charged to costs and expenses	Charged to other accounts		
Year ended December 31, 2021:					
Deducted from asset account – Allowance for uncollectible accounts	\$ 5,666	\$ 3,559	\$ —	\$ (3,695)	\$ 5,530
Year ended December 31, 2020:					
Deducted from asset account – Allowance for uncollectible accounts	3,742	4,271	—	(2,347)	5,666
Year ended December 31, 2019:					
Deducted from asset account – Allowance for uncollectible accounts	4,028	2,804	—	(3,090)	3,742

(1) Primarily uncollectible accounts written off — net of recoveries.

## 12. COVID-19

The Company continues to monitor the progression of the COVID-19 pandemic, further government response, and development of treatments and vaccines and their potential effect on our short-term and long-term financial results and liquidity. These events could have an impact in future periods on certain estimates used in the preparation of our 2021 financial results. Local, state and national governments have designated transportation as an essential service. The Company has made a variety of efforts to ensure the ongoing availability of Saia's transportation services, while instituting actions and policies to help keep employees and customers safe, including limiting physical contact, implementing enhanced cleaning and hygiene protocols at Saia facilities and implementing remote work arrangements, where possible and appropriate.

The Company has considered the impact of COVID-19 on its estimates and assumptions and determined that there were no material adverse impacts on the Company's financial position. Given the uncertainty surrounding the duration of the pandemic, it is possible that these assumptions and estimates may materially change in the future.

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

None.

**Item 9A. Controls and Procedures**

**Annual Controls Evaluation and Related CEO and CFO Certifications**

As of the end of the period covered by this Annual Report on Form 10-K, the Company conducted an evaluation of the effectiveness of the design and operation of its “disclosure controls and procedures” (Disclosure Controls). The Disclosure Controls evaluation was performed under the supervision and with the participation of management, including the Company’s Chief Executive Officer (CEO) and Chief Financial Officer (CFO).

Based upon the controls evaluation, the Company’s CEO and CFO have concluded that, as of the end of the period covered by this Annual Report on Form 10-K, the Company’s Disclosure Controls are effective to ensure that information the Company is required to disclose in reports that the Company files or submits under the Securities Exchange Act of 1934, as amended (the Exchange Act), is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms.

During the fourth quarter of 2021 covered by this Form 10-K, there were no changes in internal control over financial reporting that materially affected, or that are reasonably likely to materially affect, the Company’s internal control over financial reporting. Attached as Exhibits 31.1 and 31.2 to this Annual Report are certifications of the CEO and the CFO, which are required in accordance with Rule 13a-14 of the Exchange Act. This Controls and Procedures section includes the information concerning the controls evaluation referred to in the certifications and it should be read in conjunction with the certifications.

**Definition of Disclosure Controls**

Disclosure Controls are controls and procedures designed to ensure that information required to be disclosed in the Company’s reports filed under the Exchange Act is recorded, processed, summarized and reported timely. Disclosure Controls are also designed to ensure that such information is accumulated and communicated to the Company’s management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. The Company’s Disclosure Controls include components of its internal control over financial reporting which consists of control processes designed to provide reasonable assurance regarding the reliability of the Company’s financial reporting and the preparation of financial statements in accordance with U.S. generally accepted accounting principles.

**Limitations on the Effectiveness of Controls**

The Company’s management, including the CEO and CFO, does not expect that its Disclosure Controls or its internal control over financial reporting 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 control system’s objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. 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 the 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 simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

## Management's Report on Internal Control Over Financial Reporting

The management of Saia, Inc. and its subsidiaries is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Securities Exchange Act of 1934.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. 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 risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2021. In making this assessment, the Company's management used the criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's assessment included a review of the documentation of controls, evaluation of the design effectiveness of controls and testing of the effectiveness of controls. Based on this assessment, management has concluded that as of December 31, 2021, the Company's internal control over financial reporting is effective based on those criteria.

The Company's independent registered public accounting firm, KPMG LLP, has issued an attestation report on the Company's internal control over financial reporting as of December 31, 2021, which report appears on page 46 of this Form 10-K.

*Frederick J. Holzgrefe*  
*Douglas L. Col*

President and Chief Executive Officer  
Executive Vice President and Chief Financial Officer

## Item 9B. Other Information

None.

### PART III.

#### Item 10. Directors, Executive Officers and Corporate Governance

Information required by this Item 10 will be presented in the Company's definitive proxy statement for its annual meeting of stockholders, which will be held on April 29, 2022, and is incorporated herein by reference. Certain information regarding executive officers of Saia is included above in Part I of this Form 10-K under the caption "Information about our Executive Officers".

#### Item 11. Executive Compensation

Information regarding executive compensation will be presented in the Company's definitive proxy statement for its annual meeting of stockholders, which will be held on April 29, 2022, and is incorporated herein by reference.

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

##### Equity Compensation Plan Information as of December 31, 2021

	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 issuances under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	120,959	\$ 98.28	876,641 (1)
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<u>120,959</u>	<u>\$ 98.28</u>	<u>876,641</u>

(1) See Note 8 to the audited consolidated financial statements for a description of the equity compensation plans for securities remaining available for future issuance.

Information regarding security ownership of certain beneficial owners and management and related stockholder matters will be presented in the Company's definitive proxy statement for its annual meeting of stockholders, which will be held on April 29, 2022, and is incorporated herein by reference.

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

Information regarding certain relationships, related party transactions and director independence will be presented in the Company's definitive proxy statement for its annual meeting of stockholders, which will be held on April 29, 2022, and is incorporated herein by reference.

#### Item 14. Principal Accountant Fees and Services

Information regarding accounting fees and services will be presented in the Company's definitive proxy statement for its annual meeting of stockholders, which will be held on April 29, 2022, and is incorporated herein by reference.

**PART IV.**

**Item 15. Exhibits, Financial Statement Schedules**

**1. Financial Statements**

The consolidated financial statements required by this item are included in Part II, Item 8, “Financial Statements and Supplementary Data” herein.

**2. Financial Statement Schedules**

The Schedule II — Valuation and Qualifying Accounts information is included in Note 11 to the consolidated financial statements contained herein. All other financial statement schedules have been omitted because they are not applicable.

### 3. Exhibits

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.1	<a href="#"><u>Restated Certificate of Incorporation of Saia, Inc., as amended (incorporated herein by reference to Exhibit 3.1 of Saia, Inc.'s Form 8-K (File No. 0-49983) filed on July 26, 2006).</u></a>
3.2	<a href="#"><u>Certificate of Amendment to Restated Certificate of Incorporation of Saia, Inc. (incorporated herein by reference to Exhibit 3.1 of Saia, Inc.'s Form 8-K (File No. 0-49983) filed on July 2, 2021).</u></a>
3.3	<a href="#"><u>Amended and Restated By-laws of Saia, Inc., as amended (incorporated herein by reference to Exhibit 3.1 of Saia, Inc.'s Form 8-K (File No. 0-49983) filed on July 29, 2008).</u></a>
3.4	<a href="#"><u>Certificate of Elimination filed with the Delaware Secretary of State on December 16, 2010 (incorporated herein by reference to Exhibit 3.1 of Saia, Inc.'s Form 8-K (File No. 0-49983) filed on December 20, 2010).</u></a>
4.1	<a href="#"><u>Description of Securities of the Registrant (incorporated herein by reference to Exhibit 4.1 of Saia, Inc.'s Form 10-K (File No. 0-49983) filed on February 25, 2020).</u></a>
10.1	<a href="#"><u>Master Separation and Distribution Agreement between Yellow Corporation (n/k/a Yellow Worldwide Inc.) and Saia, Inc. dated as of September 30, 2002 (incorporated herein by reference to Exhibit 10.3 of Saia, Inc.'s Form 10-Q (File No. 0-49983) for the quarter ended September 30, 2002).</u></a>
10.2.1	<a href="#"><u>Fifth Amended and Restated Credit Agreement, dated as of March 6, 2015, by and among Saia, Inc., BOKF, NA dba Bank of Oklahoma, N.A., as Administrative Agent and Collateral Agent, and the Banks named therein (incorporated herein by reference to Exhibit 10.1 of Saia, Inc.'s Form 8-K (File No. 0-49983) filed on March 9, 2015).</u></a>
10.2.2	<a href="#"><u>Sixth Amended and Restated Credit Agreement, dated as of February 5, 2019, by and among Saia, Inc., BOKF, NA dba Bank of Oklahoma, N.A., as Administrative Agent and Collateral Agent, and the Banks named therein (incorporated herein by reference to Exhibit 10.1 of Saia, Inc.'s Form 8-K (File No. 0-49983) filed on February 11, 2019).</u></a>
10.3	<a href="#"><u>Form of Indemnification Agreement (incorporated by reference to Exhibit 10.2 of Saia, Inc.'s Form 8-K (File No. 0-49983) filed on December 13, 2006).*</u></a>
10.4	<a href="#"><u>SCS Transportation, Inc. Directors' Deferred Fee Plan as adopted December 11, 2003 (incorporated herein by reference to Exhibit 10.15 of Saia, Inc.'s Form 10-K (File No. 0-49983) for the year ended December 31, 2003).*</u></a>
10.5.1	<a href="#"><u>Form of Executive Severance Agreement used prior to 2009 (incorporated herein by reference to Exhibit 10.9 of Saia, Inc.'s Form 10-K (File No. 0-49983) for the year ended December 31, 2002).*</u></a>
10.5.2	<a href="#"><u>Form of Executive Severance Agreement (incorporated by reference to Exhibit 10.5.2 of Saia, Inc.'s Form 10-K (File No. 0-49983) for the year ended December 31, 2020).*</u></a>
10.5.3	<a href="#"><u>Executive Severance Agreement between Frederick J. Holzgrefe, III and Saia, Inc. dated March 5, 2020 (incorporated herein by reference to Exhibit 10.4 of Saia, Inc.'s Form 8-K (File No. 0-49983) filed on March 6, 2020).*</u></a>
10.6	<a href="#"><u>Form of Severance Agreement (incorporated herein by reference to Exhibit 10.4 of Saia's Form 8-K (File No. 0-49983) filed on February 9, 2015).*</u></a>
10.7	<a href="#"><u>Employment Agreement between Saia, Inc. and Frederick J. Holzgrefe, III dated March 5, 2020 (incorporated herein by reference to Exhibit 10.3 of Saia, Inc.'s Form 8-K (File No. 0-49983) filed on March 6, 2020).*</u></a>
10.8.1	<a href="#"><u>Employment Agreement between Saia, Inc. and Richard D. O'Dell dated as of October 24, 2006 (incorporated herein by reference to Exhibit 10.1 of Saia, Inc.'s Form 8-K (File No. 0-49983) filed on October 30, 2006).*</u></a>

Exhibit Number	Description of Exhibit
10.8.2	<a href="#"><u>Amendment to Employment Agreement dated as of October 23, 2008 between Saia, Inc. and Richard D. O'Dell (incorporated herein by reference to Exhibit 10.1 of Saia, Inc.'s Form 8-K (File No. 0-49983) filed on October 29, 2008).</u></a> *
10.8.3	<a href="#"><u>Second Amendment to Employment Agreement dated as of April 1, 2009 between Saia, Inc. and Richard D. O'Dell (incorporated herein by reference to Exhibit 10.1 of Saia's Form 8-K (File No. 0-49983) filed on April 7, 2009).</u></a> *
10.8.4	<a href="#"><u>Termination of Employment Agreement between Richard D. O'Dell and Saia, Inc. dated March 5, 2020 (incorporated herein by reference to Exhibit 10.1 of Saia, Inc.'s Form 8-K (File No. 0-49983) filed on March 6, 2020).</u></a> *
10.9.1	<a href="#"><u>Amended and Restated Executive Severance Agreement between Saia, Inc. and Richard D. O'Dell dated as of October 24, 2006 (incorporated herein by reference to Exhibit 10.3 of Saia, Inc.'s Form 8-K (File No. 0-49983) filed on October 30, 2006).</u></a> *
10.9.2	<a href="#"><u>Amendment to Amended and Restated Executive Severance Agreement dated as of October 23, 2008 between Saia, Inc. and Richard D. O'Dell (incorporated herein by reference to Exhibit 10.4 of Saia, Inc.'s Form 8-K (File No. 0-49983) filed on October 29, 2008).</u></a> *
10.9.3	<a href="#"><u>Termination of Executive Severance Agreement between Richard D. O'Dell and Saia, Inc. dated March 5, 2020 (incorporated herein by reference to Exhibit 10.2 of Saia, Inc.'s Form 8-K (File No. 0-49983) filed on March 6, 2020).</u></a> *
10.10	<a href="#"><u>First Amended and Restated Saia, Inc. 2011 Omnibus Incentive Plan (incorporated herein by reference to Exhibit A of Saia's Definitive Proxy Statement (File No. 0-49983) filed on March 22, 2013).</u></a> *
10.11	<a href="#"><u>Form of Restricted Stock Agreement under the Saia, Inc. 2011 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.25 of Saia Inc.'s Form 10-K (File No. 0-49983) for the year ended December 31, 2011).</u></a> *
10.12	<a href="#"><u>Form of Performance Unit Award Agreement under the Saia, Inc. 2011 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.2 of Saia's Form 8-K (File No. 0-49983) filed on May 6, 2011).</u></a> *
10.13.1	<a href="#"><u>Form of Employee Nonqualified Stock Option Agreement under the Saia, Inc. 2011 Omnibus Incentive Plan for Options Awarded in 2011, 2012, 2013 and 2014 (incorporated herein by reference to Exhibit 10.1 of Saia's Form 8-K (File No. 0-49983) filed on May 6, 2011).</u></a> *
10.13.2	<a href="#"><u>Form of Employee Nonqualified Stock Option Agreement under the Saia, Inc. 2011 Omnibus Incentive Plan for Options awarded in 2015, 2016, 2017 and 2018 (incorporated herein by reference to Exhibit 10.1 of Saia's Form 8-K (File No. 0-49983) filed on February 9, 2015).</u></a> *
10.13.3	<a href="#"><u>Form of Employee Nonqualified Stock Option Agreement under the Saia, Inc. 2011 Omnibus Incentive Plan for Options Awarded to Richard D. O'Dell in 2015, 2016, 2017 and 2018 (incorporated herein by reference to the executed agreement originally filed as Exhibit 10.2 of Saia's Form 8-K (File No. 0-49983) filed on February 9, 2015).</u></a> *
10.13.4	<a href="#"><u>Form of Employee Nonqualified Stock Option Agreement under the Saia, Inc. 2011 Omnibus Incentive Plan for Options Awarded to Frederick J. Holzgrefe, III in 2015, 2016, 2017 and 2018 (incorporated herein by reference to the executed agreement originally filed as Exhibit 10.3 of Saia's Form 8-K (File No. 0-49983) filed on February 9, 2015).</u></a> *
10.14	<a href="#"><u>Saia, Inc. 2018 Omnibus Incentive Plan (incorporated by reference to Annex A of Saia's Definitive Proxy Statement (File No. 0-49983) filed on March 20, 2018).</u></a> *
10.15	<a href="#"><u>Form of Performance Unit Award Agreement under the Saia, Inc. 2018 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.23 of Saia's Form 10-K (File No. 0-49983) filed on February 25, 2019).</u></a> *

Exhibit Number	Description of Exhibit
10.16.1	<a href="#">Form of Restricted Stock Agreement under the Saia, Inc. 2018 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.24 of Saia's Form 10-K (File No. 0-49983) filed on February 25, 2019).*</a>
10.16.2	<a href="#">Form of Restricted Stock Agreement under the Saia, Inc. 2018 Omnibus Incentive Plan for Restricted Stock awarded in 2022. *</a>
10.17.1	<a href="#">Form of Employee Nonqualified Stock Option Agreement under the Saia, Inc. 2018 Omnibus Incentive Plan for Options Awarded in 2019 (incorporated herein by reference to Exhibit 10.25 of Saia's Form 10-K (File No. 0-49983) filed on February 25, 2019).*</a>
10.17.2	<a href="#">Form of Employee Nonqualified Stock Option Agreement under the Saia, Inc. 2018 Omnibus Incentive Plan for Options Awarded to Richard D. O'Dell in 2019 (incorporated herein by reference to Exhibit 10.25 of Saia's Form 10-K (File No. 0-49983) filed on February 25, 2020).*</a>
10.17.3	<a href="#">Employee Nonqualified Stock Option Agreement under the Saia, Inc. 2018 Omnibus Incentive Plan for Options Awarded to Frederick J. Holzgreffe, III in 2019 (incorporated herein by reference to Exhibit 10.26 of Saia's Form 10-K (File No. 0-49983) filed on February 25, 2020).*</a>
10.17.4	<a href="#">Form of Employee Nonqualified Stock Option Agreement under the Saia, Inc. 2018 Omnibus Incentive Plan for Options Awarded in 2020 (incorporated herein by reference to Exhibit 10.24 of Saia's Form 10-K (File No. 0-49983) filed on February 25, 2020).*</a>
10.17.5	<a href="#">Form of Employee Nonqualified Stock Option Agreement under the Saia, Inc. 2018 Omnibus Incentive Plan for Options Awarded to Richard D. O'Dell in 2020 (incorporated herein by reference to Exhibit 10.25 of Saia's Form 10-K (File No. 0-49983) filed on February 25, 2020).*</a>
10.17.6	<a href="#">Form of Employee Nonqualified Stock Option Agreement under the Saia, Inc. 2018 Omnibus Incentive Plan for Options Awarded to Frederick J. Holzgreffe, III in 2020 (incorporated herein by reference to Exhibit 10.26 of Saia's Form 10-K (File No. 0-49983) filed on February 25, 2020).*</a>
10.17.7	<a href="#">Form of Employee Nonqualified Stock Option Agreement under the Saia, Inc. 2018 Omnibus Incentive Plan for Options Awarded in 2021 (incorporated by reference to Exhibit 10.17.7 of Saia, Inc.'s Form 10-K (File No. 0-49983) filed February 24, 2021).*</a>
10.17.8	<a href="#">Form of Employee Nonqualified Stock Option Agreement under the Saia, Inc. 2018 Omnibus Incentive Plan for Options Awarded to Frederick J. Holzgreffe, III in 2021 (incorporated by reference to Exhibit 10.17.8 of Saia, Inc.'s Form 10-K (File No. 0-49983) filed February 24, 2021).*</a>
14.1	<a href="#">Code of Business Conduct and Ethics (incorporated by reference to Exhibit 14.1 of Saia's Form 8-K (File No. 0-49983) filed on August 1, 2017).</a>
21.1	<a href="#">Subsidiaries of Registrant.</a>
23.1	<a href="#">Consent of KPMG LLP, Independent Registered Public Accounting Firm.</a>
31.1	<a href="#">Certification of Principal Executive Officer pursuant to Exchange Act Rule 13a-15(e).</a>
31.2	<a href="#">Certification of Principal Financial Officer pursuant to Exchange Act Rule 13a-15(e).</a>
32.1	<a href="#">Certification of Principal Executive Officer, furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
32.2	<a href="#">Certification of Principal Financial Officer, furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>

Exhibit Number	Description of Exhibit
101	The following financial information from Saia, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021, formatted in iXBRL (Inline Extensible Business Reporting Language) includes: (i) Consolidated Balance Sheets as of December 31, 2021 and 2020, (ii) Consolidated Statements of Operations for the years ended December 31, 2021, 2020 and 2019, (iii) Consolidated Statements of Stockholders' Equity for the years ended December 31, 2021, 2020 and 2019, (iv) Consolidated Statements of Cash Flows for the years ended December 31, 2021, 2020 and 2019, and (v) the Notes to the Consolidated Financial Statements. XBRL Instance Document – the XBRL Instance Document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
104	The cover page from Saia's Annual Report on Form 10-K for the year ended December 31, 2021, formatted in Inline XBRL (included as Exhibit 101).
*	Management contract or compensatory plan or arrangement.

**Item 16. Form 10-K Summary**

None.

## 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.

SAIA, INC.

Date: February 23, 2022

By: /s/ Douglas L. Col  
Douglas L. Col  
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Frederick J. Holzgrefe</u> Frederick J. Holzgrefe	President and Chief Executive Officer, Saia, Inc. (Principal Executive Officer)	February 23, 2022
<u>/s/ Douglas L. Col</u> Douglas L. Col	Executive Vice President and Chief Financial Officer, Saia, Inc. (Principal Financial Officer)	February 23, 2022
<u>/s/ Kelly Benton</u> Kelly Benton	Vice President and Corporate Controller, Saia, Inc. (Principal Accounting Officer)	February 23, 2022
<u>/s/ Richard D. O'Dell</u> Richard D. O'Dell	Chairman, Saia, Inc.	February 23, 2022
<u>/s/ Di-Ann Eisnor</u> Di-Ann Eisnor	Director	February 23, 2022
<u>/s/ Donna E. Epps</u> Donna E. Epps	Director	February 23, 2022
<u>/s/ John P. Gainor, Jr.</u> John P. Gainor, Jr.	Director	February 23, 2022
<u>/s/ Kevin A. Henry</u> Kevin A. Henry	Director	February 23, 2022
<u>/s/ Dr. Donald R. James</u> Dr. Donald R. James	Director	February 23, 2022
<u>/s/ Randolph W. Melville</u> Randolph W. Melville	Director	February 23, 2022
<u>/s/ Jeffrey C. Ward</u> Jeffrey C. Ward	Director	February 23, 2022
<u>/s/ Susan F. Ward</u> Susan F. Ward	Director	February 23, 2022

**RESTRICTED STOCK AGREEMENT  
UNDER THE SAIA, INC.  
2018 OMNIBUS INCENTIVE PLAN**

THIS AGREEMENT, made as of [\_\_\_\_\_, 20\_\_] by and between Saia, Inc., a Delaware corporation (hereinafter called the "Company"), and [ ] (hereinafter called the "Awardee").

WITNESSETH:

WHEREAS, the Board of Directors of the Company ("Board") has adopted, and stockholders of the Company approved at the 2018 annual meeting of stockholders, the Saia, Inc. 2018 Omnibus Incentive Plan ("Plan") pursuant to which restricted stock of the Company may be granted to employees of the Company and its subsidiaries; and

WHEREAS, Awardee is now an employee of the Company or a subsidiary of the Company; and

WHEREAS, the Company desires to make a restricted stock award to the Awardee for [ ] ([ ]) shares of its common stock ("Award") under the terms hereinafter set forth and the terms of the Plan.

NOW, THEREFORE, in consideration of the premises, and of the mutual agreements hereinafter set forth, it is covenanted and agreed as follows:

1. Award Subject to Plan. This Award is made under and is expressly subject to all the terms and provisions of the Plan, a copy of which Awardee acknowledges has been received, and which terms are incorporated herein by reference. Awardee agrees to be bound by all the terms and provisions of the Plan. Terms not defined herein shall have the meaning ascribed thereto in the Plan. The Committee referred to in Section 5 of the Plan (the "Committee") has been appointed by the Board, and designated by it, as the Committee to make awards under the Plan.

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2. Grant of Award. Pursuant to action of the Committee, which action was taken on February 7, 2022 (“Date of Award”), the Company awards to the Awardee [ ]([ ]) shares of the common stock of the Company, of the par value of \$0.001 per share (“Common Stock”); provided, however, that the shares hereby awarded (“Restricted Stock”) are nontransferable by the Awardee during the periods described herein (“Restriction Periods”) and are subject to the risk of forfeiture described herein. During the Restriction Periods, at the Company’s election, the shares awarded pursuant to the Restricted Stock Award will either be represented in book-entry form by the transfer agent for the Common Stock or by a certificate held by the Company or such transfer agent. Any certificate relating to such shares shall be registered in the name of the Awardee and shall bear an appropriate legend referring to the applicable terms, conditions and restrictions.

3. Time Vesting. If the Awardee is and has been continuously in the service of the Company or a subsidiary of the Company since the Date of the Award, then 100% of the shares of Restricted Stock granted hereby shall become fully vested and nonforfeitable on February 7, 2025 and such shares of Restricted Stock shall become immediately free of such restrictions.

4. Change in Control. Upon a Change in Control, all shares of Restricted Stock not then free of the restrictions of Section 3 shall become immediately vested and free of such restrictions.

5. Death of the Awardee; Total Disability; Retirement.

(a) Subject to the last sentence of this Section 5(a), in the event of the death of the Awardee or termination of employment of Awardee prior to February 7, 2023, this Award shall terminate and all shares of unvested Restricted Stock shall thereupon automatically and without further action be cancelled and forfeited for no consideration. Subject to the last sentence of this Section 5(a), in the event of the death of the Awardee or termination of employment of Awardee due to Total Disability or Retirement on or after February 7, 2023 and prior to February 7, 2024, one-third of the shares of Restricted Stock granted

hereby shall become fully vested and nonforfeitable on the date of death or such employment termination and such shares of Restricted Stock shall become immediately free of such restrictions and all shares of unvested Restricted Stock shall thereupon automatically and without further action be cancelled and forfeited for no consideration. Subject to the last sentence of this Section 5(a), in the event of the death of the Awardee or termination of employment of Awardee due to Total Disability or Retirement on or after February 7, 2024 and prior to February 7, 2025, two-thirds of the shares of Restricted Stock granted hereby shall become fully vested and nonforfeitable on the date of death or such employment termination and such shares of Restricted Stock shall become immediately free of such restrictions and all shares of unvested Restricted Stock shall thereupon automatically and without further action be cancelled and forfeited for no consideration. Notwithstanding the above, in the event of the death of the Awardee or termination of employment of Awardee due to Total Disability or Retirement, then the Committee may in its sole discretion vest all or any portion of the Restricted Stock not otherwise vested and all shares of Restricted Stock not otherwise vested shall thereupon and without further action be cancelled and forfeited for no consideration.

(b) In the event of Awardee's termination of service with the Company and subsidiaries of the Company for any reason other than as specified in Section 5(a), any shares of Restricted Stock, to the extent not vested as of the termination date, shall thereupon automatically and without further action be cancelled and forfeited for no consideration.

(c) For purposes of this Agreement "Retirement" shall mean the voluntary termination of employment by Awardee by reason of retirement at or after age 55. The determination of whether a particular termination of employment qualifies as Retirement shall be made in the sole discretion of the Committee.

6. Dividends. Any cash or in-kind dividends paid with respect to the unvested shares of Restricted Stock shall be withheld by the Company and shall be paid to Awardee, without interest, only when, and if, such shares of Restricted Stock shall become fully vested, and in no event later than 2 ½ months after the close of the year in which such Restricted Stock vests.

7. Voting Rights. Prior to the vesting of the shares of Restricted Stock, the Awardee shall have no right to vote the shares and, except as expressly provided otherwise herein, no other rights as a holder of outstanding shares of Common Stock with respect to the Restricted Stock.

8. Payment and Taxes. As soon as practicable following the vesting of any shares of Restricted Stock, shares of Company Common Stock shall be delivered to the Awardee. Awardee shall pay, or make arrangements acceptable to the Company for the payment of, any and all federal, state, and local tax withholding that in the opinion of the Company is required by law. For the avoidance of doubt, the Awardee shall be entitled to satisfy any tax withholding obligations hereunder through an election to have shares of common stock of the Company withheld from any payments under this Agreement. Unless Awardee satisfies any such tax withholding obligation by paying the amount in cash, by check, stock withholding, or by other arrangements acceptable to the Company, the Company shall withhold a portion of the stock payable upon vesting equal to the tax withholding obligation. Any share withholding pursuant to this Section 8 is intended to be exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), pursuant to Rule 16b-3(e) under the Exchange Act. As a condition to the effectiveness of this Restricted Stock Award, Awardee shall not make any election to Section 83(b) of the Internal Revenue Code of 1986, as amended, to realize taxable income with respect to the Award as of the Date of Award without consent of the Committee.

9. Administration. This Award has been made pursuant to a determination made by the Committee, subject to the express terms of this Agreement, and the Committee shall have plenary authority to interpret any provision of this Agreement and to make any determinations necessary or advisable for the administration of this Agreement and may waive or amend any provisions hereof in

any manner not adversely affecting the rights granted to the Awardee by the express terms hereof.

10. No Right to Continued Service. Nothing in this Agreement shall be deemed to create any limitation or restriction on such rights as the Company otherwise would have to terminate the service of the Awardee as an employee, as applicable.

11. Non-Transferability. Neither the Award hereby granted nor any rights thereunder or under this Agreement may be assigned, transferred or in any manner encumbered except by will or the laws of descent and distribution, and any attempted assignment, transfer, mortgage, pledge or encumbrance except as herein authorized, shall be void and of no effect.

12. Severability. Any word, phrase, clause, sentence or other provision herein which violates or is prohibited by any applicable law, court decree or public policy shall be modified as necessary to avoid the violation or prohibition and so as to make this Agreement enforceable as fully as possible under applicable law, and if such cannot be so modified, the same shall be ineffective to the extent of such violation or prohibition without invalidating or affecting the remaining provisions herein.

13. Non-Waiver of Rights. The Company's failure to enforce at any time any of the provisions of this Agreement or to require at any time performance by Awardee of any of the provisions hereof shall in no way be construed to be a waiver of such provisions or to affect either the validity of this Agreement, or any part hereof, or the right of the Company thereafter to enforce each and every provision in accordance with the terms of this Agreement.

14. Amendments. Except as provided in the Plan and as otherwise expressly set forth herein, no modification, amendment or waiver of any of the provisions of this Agreement shall be effective unless in writing specifically referring hereto, and signed by the parties hereto.

15. Successors and Assigns. Subject to the limitations set forth in this Agreement and the Plan, this Agreement shall be binding upon, and inure to the benefit of, the executors, administrators, heirs, legal representatives, successors and assigns of the parties hereto, including, without limitation, any business entity that succeeds to the business of the Company. This Agreement may not be assigned by Awardee without the consent of the Committee.

16. Stock Ownership Guidelines. Awardee acknowledges that the Board has adopted Stock Ownership Guidelines applicable to certain officers of the Company and such Guidelines may be modified or amended in whole or in part at any time.

17. Forfeiture. Awardee acknowledges and agrees that the Award granted hereunder is subject to the terms of the Saia, Inc. Executive Incentive Compensation Recovery Policy adopted by the Board on December 7, 2018, a copy of which was provided to Awardee contemporaneously with this Agreement, and is subject to any additional obligations as may be required by law, including without limitation, Section 304 of the Sarbanes-Oxley Act of 2002. Awardee further acknowledges and agrees that the Board may amend or modify such compensation recovery policy at any time or may adopt a new policy replacing or supplementing such policy and that any such policy or policies shall be binding on Awardee and the Award granted hereunder.

18. Choice of Law; Waiver of Jury Trial. This Agreement shall be governed by the laws of the State of Delaware, excluding any conflicts or choice of law rule or principle that might otherwise refer construction or interpretation of the Agreement to the substantive law of another jurisdiction. Each party hereto hereby irrevocably and unconditionally waives, to the fullest extent permitted by law, any right it may have to a trial by jury in respect of any litigation as between the parties directly or indirectly arising out of, under or in connection with this Agreement or the transactions contemplated hereby or disputes relating hereto. Each of the parties hereto (a) certifies that no representative, agent or attorney of the other party has represented, expressly or otherwise, that such other party would not, in the event of litigation, seek to enforce the foregoing waivers and (b) acknowledges that it and the

other parties have been induced to enter into this Agreement by, among other things, the mutual waivers and certifications contained in this Section 18.

19. Counterparts. This Agreement may be executed in any number of counterparts, any of which may be executed and transmitted by facsimile, and each of which shall be deemed to be an original, but all of which together shall be deemed to be one and the same instrument.

**Exhibit 10.16.2**

IN WITNESS WHEREOF, the Company has caused this Agreement to be executed on its behalf, and the Awardee has signed this Agreement to evidence the Awardee's acceptance of the terms hereof, all as of the date first above written.

SAIA, INC.

By:

Frederick J. Holzgreffe, III  
President and Chief Executive Officer

ATTEST:

Douglas L. Col,  
Executive Vice President,  
Chief Financial Officer and Secretary

[            ], Awardee

**Exhibit 21.1**

**LIST OF SUBSIDIARIES OF REGISTRANT**

Saia Motor Freight Line, LLC

Saia TL Plus, LLC

Saia Logistics Services, LLC

Saia Sales, LLC

LinkEx, Inc.

Saia Motor Freight Mexico, S. DE R.L. DE C.V.

**Exhibit 23.1**

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the registration statements (Nos. 333-224615, 333-211025, 333-188169, 333-173852, 333-155805, 333-104929, and 333-103661) on Form S-8 of our reports dated February 23, 2022, with respect to the consolidated financial statements of Saia, Inc. and the effectiveness of internal control over financial reporting.

/s/ KPMG LLP  
Atlanta, Georgia  
February 23, 2022

CERTIFICATION

I, Frederick J. Holzgreffe, certify that:

1. I have reviewed this annual report on Form 10-K of Saia, 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(s) 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(s) 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 23, 2022

/s/ Frederick J. Holzgreffe  
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Frederick J. Holzgreffe  
President and Chief Executive Officer  
(Principal Executive Officer)

CERTIFICATION

I, Douglas L. Col, certify that:

1. I have reviewed this annual report on Form 10-K of Saia, 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(s) 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(s) 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 23, 2022

/s/ Douglas L. Col  
Douglas L. Col  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of Saia, Inc. (the "Company") on Form 10-K for the period ending December 31, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Frederick J. Holzgrefe, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

/s/ Frederick J. Holzgrefe

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Frederick J. Holzgrefe

President and Chief Executive Officer

(Principal Executive Officer)

Saia, Inc.

February 23, 2022

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Saia, Inc. and will be retained by Saia, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of Saia, Inc. (the "Company") on Form 10-K for the period ending December 31, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Douglas L. Col, Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

/s/ Douglas L. Col  
\_\_\_\_\_  
Douglas L. Col  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)  
Saia, Inc.  
February 23, 2022

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Saia, Inc. and will be retained by Saia, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.