

# Autoscope Technologies Corporation

A Minnesota Corporation  
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Minneapolis, Minnesota 55403  
+1 (612) 438.2363  
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[investorrelations@autoscope.com](mailto:investorrelations@autoscope.com)

SIC Code: 3829

## Quarterly Report

**For the period ending September 30, 2023**  
(the "Reporting Period")

The number of shares outstanding of our Common Stock was 5,438,277 shares as of September 30, 2023.

The number of shares outstanding of our Common Stock was 5,432,082 shares as of June 30, 2023 (end of previous reporting period).

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes  No  (Double-click and select "Default Value" to check)

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes  No

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:

Yes  No

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## **Forward-Looking Statements**

Certain statements and information included in this Quarterly Report constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange of 1934, as amended. Forward-looking statements represent our expectations or beliefs concerning future events and can be identified by the use of forward-looking words such as “believes,” “may,” “will,” “should,” “intends,” “plans,” “estimates,” “expects,” “anticipates” or other comparable terminology. Forward-looking statements are subject to risks and uncertainties that may cause our actual results to differ materially from the results discussed in the forward-looking statements. Some factors that might cause these differences include the factors listed below. Although we have attempted to list these factors comprehensively, we wish to caution investors that other factors may prove to be important in the future and may affect our operating results. New factors may emerge from time to time, and it is not possible to predict all of these factors, nor can we assess the effect each factor or combination of factors may have on our business.

Those risks and uncertainties may include, but are not limited to, our historical dependence on a single product for most of our revenue; competition; potential changes in government spending on transportation technology; acceptance of our product offerings and designs; budget constraints by governmental entities that purchase our products, including constraints caused by declining tax revenue; the continuing ability of Econolite Control Products, Inc. to sell our products and pay royalties owed to us; the mix of and margins on the products we sell; our dependence on third parties for manufacturing and marketing our products; our dependence on single-source suppliers to meet manufacturing needs; our failure to secure adequate protection for our intellectual property rights; our inability to develop new applications and product enhancements; the potential disruptive effect on the markets we serve of new and emerging technologies and applications, including vehicle-to-vehicle communications and autonomous vehicles; unanticipated delays, costs and expenses inherent in the development and marketing of new products; our inability to respond to low-cost local competitors; our inability to properly manage any growth in revenue and/or production requirements; the influence over our voting stock by affiliates; our inability to hire and retain key scientific and technical personnel; the effects of legal matters in which we may become involved; our inability to achieve and maintain effective internal controls; our inability to successfully integrate any acquisitions; tariffs and other trade barriers; our operating costs tend to be fixed, while our revenue tends to be seasonal, thereby resulting in operating results that fluctuate from quarter to quarter; any significant variations between actual amounts and the amounts estimated for those matters identified as our critical accounting estimates and other significant accounting estimates made in the preparation of our financial statements; political and economic instability, including continuing volatility in the economic and political environment of the European Union, the war in Ukraine, and the conflict between Israel and Hamas; our inability to comply with international regulatory restrictions over hazardous substances and electronic waste; the impact of international supply chain disruptions and delays; the impact of changes in U.S. federal and state income tax regulations; the impact of inflation and our ability to pass on rising prices to its customers; and conditions beyond our control such as war, terrorist attacks, health epidemics (including the COVID-19 pandemic caused by the coronavirus) and economic recession.

We further caution you not to unduly rely on any forward-looking statements because they reflect our views only as of the date the statements were made. We undertake no obligation to publicly update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

## **Part A General Company Information**

### **Item 1 The exact name of the issuer and its predecessors (if any).**

Autoscope Technologies Corporation. (the “Company”)

Image Sensing Systems, Inc., the predecessor to the Company (predecessor entity; please see Part A, Item 3 of this Quarterly Report)

**Item 2 The address of the issuer’s principal executive offices and address(es) of the issuer’s principal place of business.**

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1115 Hennepin Avenue, Minneapolis, Minnesota 55403  
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Address: 19 Old Kings Highway S., STE 130, Darien, CT 06820

**Item 3 The jurisdiction(s) and date of the issuer’s incorporation or organization.**

On July 21, 2021, a holding company reorganization was completed (the “Reorganization”) in which Image Sensing Systems, Inc. (“ISNS”) became a wholly-owned subsidiary of the new parent company named “Autoscope Technologies Corporation” (“Autoscope” or the “Company”), which became the successor issuer to ISNS. As a result of the Reorganization, Autoscope replaced ISNS as the public company trading on The Nasdaq Stock Market (“Nasdaq”) under the ticker symbol “AATC,” and outstanding shares of ISNS’s common stock automatically converted into shares of common stock of Autoscope.

On December 21, 2022, the Company notified Nasdaq of its intention to file a “Form 25 – Notification of Removal from Listing and/or Registration under Section 12(b) of the Securities Exchange Act of 1934” with the Securities and Exchange Commission (the “SEC”) on or about December 30, 2022. The purpose of the Form 25 filing was to effect the delisting from Nasdaq of the Company’s outstanding common stock, par value \$0.01 per share (the “Common Stock”), and the deregistration of the Common Stock under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Upon the effectiveness of the Form 25 filing, the Company filed a Form 15 on January 17, 2023 with the SEC to suspend the Company’s duty to file reports under Sections 13(a) and 15(d) of the Exchange Act and to deregister its Common Stock under Section 12(b) of the Exchange Act. The deregistration under Section 12(g) of the Exchange Act was effective on April 17, 2023, 90 days after filing the Form 15, at which time the Company’s other filing requirements under Section 13(a) of the Exchange Act terminated.

On February 10, 2023, the Company was admitted and is qualified to trade on the OTCQX Best Market under the symbol “AATC”. Because the Company did not file its 2022 Annual Report with the QTCIQ on a timely basis, on May 2, 2023 Company’s common stock was removed from the OTCQX Best Market and placed on the Pink Market under “Limited Information.” The Company filed its 2022 Annual Report with the QTCIQ on May 11, 2023, and its common stock is now traded on the OTCQX Best Market as of May 15, 2023.

As used in this Quarterly Report, the "Company", "we", "us" and "our" or its management or business at any time before the effective date of the Reorganization refer to those of ISNS as the predecessor company and its wholly-owned subsidiaries and thereafter to Autoscope and its wholly-owned subsidiaries, except as otherwise specified or to the extent the context otherwise indicates.

Autoscope was incorporated in Minnesota on April 23, 2021 and is deemed active under the laws of the State of Minnesota. ISNS was incorporated in Minnesota on December 20, 1984 and is deemed active under the laws of the State of Minnesota.

## **Part B Share Structure**

### **Item 4 The exact title and class of securities outstanding.**

The Company had 5,438,277 shares of Common Stock outstanding at September 30, 2023. The Company's CUSIP number is 053306106. The Company's trading symbol is AATC.

### **Item 5 Par or stated value and description of the security.**

Our Articles of Incorporation ("Articles") authorize us to issue a total of 25,000,000 shares of capital stock, consisting of 20,000,000 shares of Common Stock and 5,000,000 shares of preferred stock, \$0.01 par value per share. The par value of the Common Stock is \$0.01 per share. No shares of preferred stock are outstanding.

Voting Rights. The holders of shares of our Common Stock are entitled to one vote per share on all matters to be voted on by shareholders. Directors are elected by a plurality of the votes cast by shareholders present in person or represented by proxy at a meeting of the shareholders of Autoscope and entitled to vote on the election of directors. Except as otherwise provided by applicable law, our Articles, or our Bylaws, every matter other than the election of directors will be decided by the affirmative vote of a majority of the votes cast by shareholders present in person or represented by proxy at the shareholders meeting at which a quorum is present and entitled to vote on such matter. As provided in our Articles, holders of shares of our Common Stock are not entitled to cumulate their votes in the election of directors or with respect to any matter submitted to a vote of the shareholders.

Dividends. The holders of our Common Stock are entitled to receive dividends declared by our Board of Directors (the "Board") out of funds legally available for the payment of dividends under the Minnesota Business Corporation Act (Chapter 302A of the Minnesota Statutes) (the "MBCA"), subject to the rights, if any, of the holders of our preferred stock.

Liquidation. Upon any liquidation, dissolution or winding up of our business, the holders of Common Stock are entitled to share equally in all assets available for distribution after payment of all liabilities and provision for the liquidation preference of any shares of preferred stock then outstanding.

Rights and Preferences. The holders of our Common Stock have no preemptive rights and no rights to convert their Common Stock into any other securities. There are also no redemption or sinking fund provisions applicable to our Common Stock.

#### *Anti-Takeover Effects of Provisions of Our Articles, Bylaws, and Minnesota Law*

Rights Agreement. Autoscope is a party to the Amended and Restated Rights Agreement dated as of July 21, 2021 by and among Autoscope, Continental Stock Transfer & Trust Company and, only with respect to Section 37 thereof, ISNS (the "Original Rights Agreement"). The Company and the Rights Agent entered into a First Amendment to Amended and Restated Rights Agreement (the "First Amendment"), which was signed on March 4, 2022 with an effective date of March 1, 2022. The Original Rights Agreement, as amended by the First Amendment, is referred to in this Quarterly Report as the "Rights Agreement." The Rights Agreement is designed to protect shareholder value by mitigating the likelihood of an "ownership change" that would result in significant limitations to our ability to use our net operating losses or other tax benefits to offset future income. The Rights Agreement provides, subject to certain exceptions, that if any person or group acquires 4.99% or more of our outstanding shares of Common Stock, there would be a triggering event potentially resulting in significant dilution in the voting power and economic ownership of that person or group. Existing shareholders who owned 4.99% or more of our outstanding Common Stock as of the date the Rights Agreement was adopted will trigger a dilutive event only if they acquire an additional 1% of the outstanding shares of our Common Stock. The termination date of the Rights Agreement is June 4, 2024.

Minnesota Law. We are subject to the anti-takeover provisions of section 302A.671 of the MBCA. This provision generally limits the voting rights of a shareholder acquiring at least 20% of the voting shares of a corporation in an attempted takeover or otherwise becoming a substantial shareholder unless holders of a majority of the voting power of the disinterested shares approve full voting rights for such substantial shareholder, with certain exceptions.

Section 302A.673 of the MBCA generally prohibits a public Minnesota corporation from engaging in a business combination with an interested shareholder for a period of four years after the date of the transaction in which the person became an interested shareholder unless before the date of the transaction, a committee of the board of directors of the corporation consisting of one or more disinterested directors or, if the board has no disinterested directors, by three or more disinterested persons selected by the board, approved either the business combination or the transaction which resulted in the shareholder becoming an interested shareholder. As used in section 302A.673, a business combination includes:

- any merger or consolidation involving Autoscope or its subsidiary and the interested shareholder;
- any exchange under a plan of exchange of shares or other securities of Autoscope or its subsidiary or money, or other property for shares, other securities, money or property of the interested shareholder;
- any sale, lease, exchange, mortgage, pledge, transfer, or other disposition involving the interested shareholder of assets of Autoscope having an aggregate market value equal to 10% or more of the aggregate market value of all of the assets of Autoscope;
- the issuance or transfer by Autoscope of its shares of that have an aggregate market value equal to at least 5% of the aggregate market value of all of the outstanding shares of Autoscope to the interested shareholder;
- Autoscope's adoption of any plan or proposal for its liquidation or dissolution proposed by or on behalf of the interested shareholder;
- any reclassification of securities or recapitalization of Autoscope proposed by or on behalf of the interested shareholder that has the effect of increasing the proportionate share of any class or series of voting shares of Autoscope that is owned by the interested shareholders; or
- the receipt by the interested shareholder of the benefit of any loans, advances, guarantees, pledges, or other financial assistance provided by or through Autoscope.

In general, as used in section 302A.673, an interested shareholder is defined in section 302A.011, subdivision 49 as any entity or person beneficially owning, directly or indirectly, 10% or more of the outstanding voting stock of the Company, or an affiliate or associate of the Company that, at any time within the four-year period immediately before the date in question, was the beneficial owner, directly or indirectly, of 10% or more of the outstanding voting stock of Autoscope.

Articles of Incorporation. Certain provisions of our Articles may delay or discourage transactions involving an actual or potential change in our control or change in our management, including transactions in which shareholders might otherwise receive a premium for their shares, or transactions that our shareholders might otherwise deem to be in their best interests. Therefore, these provisions could adversely affect the price of our Common Stock. Among other things, our Articles:

- permit our Board to authorize and issue shares of preferred stock without prior shareholder approval, commonly referred to as "blank check" preferred stock, with any rights, preferences and privileges as the Board may designate, including the right to approve an acquisition or other change in our control;
- provide that the authorized number of directors may be increased by resolution of the Board;
- provide that all vacancies, including newly-created directorships, may, except as otherwise required by law, be filled by the affirmative vote of a majority of directors then in office, even if less than a quorum; and
- do not provide for cumulative voting rights (therefore allowing the holders of a majority of the shares of Common Stock entitled to vote in any election of directors to elect all of the directors standing for election).

Limitation on Liability of Directors and Indemnification. Our Articles limit the liability of our directors to the fullest extent permitted by the MBCA. Section 302A.251, subdivision 4 of the MBCA provides that a director's personal liability to Autoscope or its shareholders for monetary damages for breach of fiduciary duty may be eliminated, except for liability due to:

- breach of the duty of loyalty to Autoscope or its shareholders;
- acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- the unlawful payment of dividends or redemption of shares as provided in section 302A.559 of the MBCA or civil liability for securities violations under section 80A.76 of the Minnesota Statutes; or
- transactions from which our directors derived an improper personal benefit.

These limitations of liability do not apply to liabilities arising under federal securities laws and do not affect the availability of equitable remedies such as injunctive relief or rescission.

Our Bylaws provide that we will indemnify and advance expenses to our directors, officers and persons serving in any other capacity at our request to the fullest extent permitted by Minnesota law. Section 302A.521, subdivision 7 of the MBCA also permits us to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in connection with their services to us. We maintain a directors' and officers' liability insurance policy.

**Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.**

**Common Stock**

(i) Period end date:	September 30, 2023	December 31, 2022	December 31, 2021
(ii) Number of shares authorized	20,000,000	20,000,000	20,000,000
(iii) Number of shares outstanding	5,438,277	5,415,192	5,378,657
(iv) Freely tradable shares (public float)	4,214,007	4,214,007	4,239,552
(v) Number of beneficial shareholders owning at least 100 shares	*	*	*
(vi) Total number of shareholders of record	23	23	24

\*The number of beneficial shareholders of Autoscope owning at least 100 shares exceeds 50.

**Preferred Stock**

(i) Period end date:	September 30, 2023	December 31, 2022	December 31, 2021
(ii) Number of shares authorized	5,000,000	5,000,000	5,000,000
(iii) Number of shares outstanding	0	0	0
(iv) Freely tradable shares (public float)	0	0	0
(v) Number of beneficial shareholders owning at least 100 shares	0	0	0
(vi) Total number of shareholders of record	0	0	0

**Item 7 The name and address of the transfer agent.**

Continental Stock Transfer & Trust Company  
 1 State Street, 30th Floor  
 New York, NY 10004-1561  
 Phone: +1 (212) 509-4000

The Company's transfer agent is registered under the Securities Exchange Act of 1934 and is an authorized transfer agent subject to regulation by the U.S. Securities and Exchange Commission.

## **Part C Business Information**

### **Item 8 The nature of the issuer's business.**

#### **A. Business Development**

Autoscope creates value through owning and supporting operating subsidiaries and investments, anchored by core investments in the fields of technology and engineering. Autoscope's main subsidiary is ISNS. For at least the last three years, and as described in this Part C, Item 8 below, ISNS has been committed to providing above-ground detection technology products for advanced traffic management systems, traffic data collection applications, and related markets.

As described in Part A, Item 3 of this Quarterly Report, Autoscope was incorporated as a Minnesota corporation on April 23, 2021, and ISNS was incorporated as a Minnesota corporation on December 20, 1984. Autoscope and ISNS have a fiscal year ending on December 31. Also as described in Part A, Item 3 of this Quarterly Report, in the Reorganization, ISNS became a wholly-owned subsidiary of Autoscope, which became the successor issuer to ISNS. As a result of the Reorganization, Autoscope replaced ISNS as the public company trading on Nasdaq under the ticker symbol "AATC," and outstanding shares of ISNS's common stock automatically converted into shares of Common Stock of Autoscope.

During the immediately preceding three years and through the date of this Quarterly Report:

- Autoscope and ISNS have not been involved as a debtor in any bankruptcy, receivership, or any similar proceeding;
- Autoscope and ISNS have not been involved with any material reclassifications, mergers, consolidations or purchases or sales of any other significant amount of assets, other than the Reorganization and the sale of the RTMS radar detection product line business (the "RTMS Business") to Sensys Networks, Inc., a Delaware corporation and a U.S. subsidiary of TagMaster AB, effective on August 31, 2023 as described in "Note 14, Discontinued Operations" in the Notes to the Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report;
- Autoscope and ISNS have not been involved in any material reclassifications, mergers, consolidations or purchases or sales of any significant amount of assets, other than the Reorganization and sale of the RTMS Business to Sensys Networks, Inc.;
- Neither Autoscope nor ISNS has defaulted on the terms of any note, loan, lease or other indebtedness or financing arrangement requiring either Autoscope or ISNS to make payments;
- There has been no change in control of Autoscope or ISNS;
- There has not been any increase of 10% or more in any class of outstanding equity securities of Autoscope;
- There has not been any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off or reorganization, except as disclosed in "Note 15, Start Up, Restructuring and Exit Activities" in the Notes to the Consolidated Financial Statements included in the Company's December 31, 2022 consolidated financial statements and incorporated by reference into this Quarterly Report from the Company's 2022 Annual Report filed separately through the OTC Disclosure and News Service and available at [www.otcm Markets.com](http://www.otcm Markets.com);
- There has not been any delisting of Autoscope's securities by any securities exchange except for the voluntary delisting from Nasdaq described in Part A, Item 3 above; and
- There have not been any current, past, pending or threatened legal proceedings or administrative actions either by or against Autoscope or ISNS that could have a material effect on Autoscope's business, financial condition, or operations and no pending trading suspensions by a securities regulator involving Autoscope or ISNS.

## **B. Business of Issuer**

### General

ISNS is a global company committed to providing above-ground detection technology products for advanced traffic management systems, traffic data collection applications, and related markets. ISNS pioneered video image processing, also known as machine vision, for vehicle detection. ISNS is a leading provider of above-ground detection and information management solutions for the Intelligent Transportation Systems (ITS) sector. ISNS's industry-leading Autoscope video detection provides highly accurate and reliable intersection, highway, and wrong-way detection and transportation data solutions. ISNS's industry-leading products include the Autoscope® video or video products, which provide end users with the tools needed to optimize traffic flow and enhance driver safety. ISNS's technology analyzes signals from sophisticated sensors and transmits the information to management systems and controllers or directly to users. ISNS's products provide end users with complete solutions for the intersection and transportation markets.

ISNS's technology is a process in which software, rather than humans, examines outputs from various types of sophisticated sensors to determine what is happening in a field of view. In the intelligent transportation systems ("ITS") industry, this process is a critical component of managing congestion and traffic flow. In many cities, it is not possible to build roads, bridges and highways quickly enough to accommodate the increasing congestion levels. In 2021, a Bipartisan Infrastructure Law (BIL) established the Safe Streets and Road for All (SS4A) discretionary program, with \$5 billion in appropriated funds over 5 years, from 2022 to 2026. The SS4A program funds regional, local, and Tribal initiatives through grants to prevent roadway deaths and serious injuries to support the U.S. Department of Transportation's National Roadway Safety Strategy and our shared goal of zero roadway deaths. We believe these growing interactions between all roadway users will make our ITS solutions increasingly necessary to complement existing and new roadway infrastructure to manage traffic flow and identify and prevent safety risks for all roadway users.

We believe ISNS's solutions are technically superior to those of our competitors because they have a higher level of accuracy, limit the occurrence of false detection, are generally easier to install with lower costs of ownership, work effectively in a multitude of light and weather conditions, and provide end users the ability to manage inputs from a variety of sensors for a number of tasks. It is our view that the technical advantages of ISNS's products make our solutions well suited for use in ITS markets.

We believe the strength of our distribution channels positions us to increase the penetration of our technology-driven solutions in the marketplace. Autoscope video products are marketed in the United States, Mexico, Canada and the Caribbean through exclusive agreements with Econolite Control Products, Inc. ("Econolite"), which we believe is the leading distributor of ITS intersection control products in these markets.

With more than 140,000 installations in over 70 countries worldwide, ISNS remains dedicated to helping improve safety and efficiency for cities and highways by providing meaningful and reliable data through innovative technologies, applications, and solutions.

## The Intelligent Transportation Systems Market

The ITS market encompasses a broad range of information processing and control electronics technologies that, when integrated into roadway infrastructure, help monitor and manage traffic flow, reduce congestion, and enhance driver safety. The ITS market has been built around the detection of conditions that impact the proper operation of roadway infrastructure. ITS applications include a wide array of traffic management systems, such as traffic signal control, tolling and variable messaging signs. ITS technologies include video vehicle detection, inductive loop detection, sensing technologies (such as radar), floating cellular data, computational technologies and wireless communications.

In traffic management applications, vehicle detection products are used for automated vehicle detection and are a primary data source upon which ITS solutions are built. Traditionally, automated vehicle detection is performed using inductive wire loops buried in the pavement. However, in-pavement loop detectors are costly to install, difficult to maintain, expensive to repair and not capable of either wide area vehicle detection without installations of multiple loops.

Above-ground detection solutions for ITS offer several advantages to in-pavement loop detectors. Above-ground detection solutions tend to have a lower total cost of ownership than in-pavement loop detectors because above-ground solutions are nondestructive to road surfaces, do not require closing roadways to install or repair, and are capable of wide area vehicle detection with a single device, thus enabling one input device to do the work of many in-pavement loops. Due to their location above-ground, these solutions have no exposure to the wear and tear associated with expanding and contracting pavement and generally less exposure to the vibration and compaction caused by traffic. Furthermore, in the event of malfunction or product failure, above-ground detection solutions can be serviced and repaired without shutting down the roadway. Each of these factors results in greater up time and increased reliability of above-ground detection solutions compared to in-pavement loop detectors. These technology solutions also offer a broader set of detection capabilities and a wider field of view than in-pavement loop detectors. In addition, a single unit video or radar-based system can detect and measure a variety of parameters, including vehicle presence, counts, speed, length, time occupancy, headway and flow rate as well as environmental factors and obstructions to the roadway. An equivalent installation using loops would require many installations per lane.

## Subsidiaries, Research and Development, and Employees

The Company's subsidiaries are listed below:

<b>Company Name</b>	<b>% of Ownership</b>	<b>Country or US State of Incorporation</b>
Autoscope Technologies India Private Limited	100%	India
Image Sensing Systems HK Limited <sup>(1)</sup>	100%	China
Image Sensing Systems, Inc.	100%	Minnesota, USA
ISS Image Sensing Systems Canada	100%	Canada
Image Sensing Systems Spain SLU	100%	Spain

(1) In the third quarter of 2016, in order to streamline our operating and cost structure, we initiated the closure of our wholly-owned subsidiary, Image Sensing Systems HK Limited (ISS HK) in Hong Kong.

The Company spent \$2.1 million and \$2.2 million on research and development activities during the last two fiscal years ended December 31, 2022 and 2021, respectively, and \$2.0 million and \$1.5 million during the nine months ended September 30, 2023 and 2022, respectively.

As of September 30, 2023, we had 35 employees, consisting of 27 employees in North America, seven employees in India and one employee in Europe. None of our employees are represented by a union.

## Other Information

The Company's SIC Code is 3289, which is measuring and controlling devices not elsewhere classified.

The Company is not a "shell company." For purposes of this Quarterly Report, a "shell company" means an issuer, other than a business combination related shell company, as defined by Securities Act Rule 405, or an asset-backed issuer, as defined by Item 1101(b) of Regulation AB, that has:

- (1) No or nominal operations; and
- (2) Either:
  - a. No or nominal assets,
  - b. Assets consisting solely of cash and cash equivalents, or
  - c. Assets consisting of any amount of cash and cash equivalents and nominal other assets.

## **Item 9 The nature of products or services offered.**

### **A. Principal products or services, and their markets**

Our vehicle and traffic detection products are critical components of many ITS applications. Our Autoscope video systems convert sensory input collected by video modules into vehicle detection and traffic data used to operate, monitor, and improve the efficiency and safety of roadway infrastructure. At the core of each product line are proprietary digital signal processing algorithms and sophisticated embedded software that analyze sensory input and deliver actionable data to integrated applications. Our digital signal processing software algorithms represent a foundation on which to support additional product development into the automatic incident detection (AID) market.

Our Autoscope video systems convert sensory input collected by video modules into vehicle detection and traffic data used to operate, monitor, and improve the efficiency and safety of roadway infrastructure. At the core of each product line are proprietary digital signal processing algorithms and sophisticated embedded software that analyze sensory input and deliver actionable data to integrated applications.

*Autoscope Video.* Our Autoscope video system processes video input from a traffic scene in real time and extracts the required traffic data, including vehicle presence, bicycle presence/differentiation, counts, speed, length, time occupancy (percent of time the detection zone is occupied), turning movements (quantifying the movement of vehicles), and flow rate (vehicles per hour per lane). For intersections, the system communicates with the intersection signal controller, which changes the traffic lights based on the data provided. The data may also be transmitted to a traffic management center via the internet or other standard communication means and processed in real time to assist in traffic management and stored for later analysis for traffic planning purposes.

*Autoscope IntelliSight.* Launched in 2023, Autoscope IntelliSight has been released for the European market. Autoscope IntelliSight offers the most advanced detection algorithms with Artificial Intelligence (AI) and machine learning on the market today. The camera and processor provide high performance vehicle detection, bicycle and pedestrian detection, and enhanced traffic data collection in real-time, and they are Smart City ready with connectivity to other systems. The performance of IntelliSight is robust and reliable and is based on a new hardware platform designed to enable future capabilities and solutions.

Autoscope Vision is our flagship integrated product that includes a color high definition, zoom camera and machine vision processing computer contained in a compact housing that is our leading offering in the North American market. Autoscope rack-based products offer digital MPEG 4 video streaming, high-speed Ethernet interface, web browser maintenance and data and video over power line communications. The Autoscope Vision product offers high-definition streaming video, built-in Wi-Fi for quick and easy setup, cost-effective three-wire cable, and full screen object detection and motion tracking algorithm technology for best-in-class detection accuracy.

We also offer a video-based wrong way module that uses a video-based digital video stream and leverages our video detection algorithms to identify occurrences of vehicles driving in the incorrect direction. The event is captured and sent to the end users via short message service (SMS) and email in parallel with actuation or roadside or in-pavement warning systems to help drivers self-correct or alert agency personnel if drivers continue towards on-coming traffic.

**B. Distribution methods of the products or services**

We market and sell our products globally. Together with our partners, we offer a combination of high-performance detection technology and experienced local support. Our end users primarily consist of federal, state, city and county departments of transportation, port, highway, tunnel and other transportation authorities. The decision makers within these entities typically are traffic planners and engineers, who in turn often rely on consulting firms that perform planning and feasibility studies. Our products sometimes are sold directly to system integrators or other suppliers of systems and services who are operating under subcontracts in connection with major road construction contracts.

Sales of Autoscope Video in the United States, Mexico, Canada and the Caribbean. We have granted Econolite an exclusive right to manufacture, market and distribute the Autoscope video system in the United States, Mexico, Canada and the Caribbean. The agreement with Econolite grants it a first refusal right that arises when we make a proposal to Econolite to extend the license to additional products in the United States, Mexico, Canada and the Caribbean and a first negotiation right that arises when we make a proposal to Econolite to include rights corresponding to Econolite's rights under our current agreements in countries not in these territories. Econolite provides the marketing and technical support needed for its sales in these territories. Econolite pays us a royalty on the gross profit derived from its sales of the Autoscope system. We provide second tier technical support for Autoscope and video products. We have the right to terminate our agreements with Econolite if it does not meet minimum annual sales levels or if Econolite fails to make payments as required by the agreements. In 2008, the term of the original agreement with Econolite, as amended, was extended to 2031. The agreement can be terminated by either party upon three years' notice.

Sales in Europe, Asia, the Middle East and Africa. We market our Autoscope video product lines to a network of distributors covering countries in Europe, the Middle East, Africa and Asia through our wholly-owned subsidiary in Spain. On a limited basis, we sell directly to the end user. Technical support to these distributors is provided by our wholly-owned subsidiary in Spain, with second tier support provided by our engineering groups. From time to time, we may grant exclusive rights to Econolite for markets outside of our significant markets for certain jurisdictions or product sales based on facts and circumstances related to the opportunities.

**C. Status of any publicly announced new product or service**

On May 3, 2023, ISNS announced the availability of Autoscope IntelliSight for the European market. Autoscope IntelliSight offers the most advanced detection algorithms with Artificial Intelligence (AI) and machine learning on the market today. The camera and processor provide high-performance vehicle detection, bicycle and pedestrian detection, and enhanced traffic data collection in real-time, and they are Smart City ready with connectivity to other systems. The performance of IntelliSight is robust and reliable and is based on a new hardware platform designed to enable future capabilities and solutions. ISNS has released a comparable version of Autoscope IntelliSight in July 2023 which, pending successful negotiations, would be distributed by Econolite in North America under the brand name Autoscope OptiVu beginning in 2024.

**D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition**

We compete with companies that develop, manufacture and sell traffic management devices using video and radar sensing technologies as well as other above-ground detection technologies based on laser, infrared and acoustic sensors. For ITS applications, we also compete with providers of in-pavement loop detectors and estimate that more than 60% of the traffic management systems currently in use in the U.S. use in-pavement loop detectors. For competition with other above-ground detection products, we typically compete on performance and functionality, and to a lesser extent on price. When competing against providers of loop detectors, we compete principally on ease of installation and the total cost of ownership over a multi-year period, and to a lesser extent on functionality.

Among the companies that provide direct competition to Autoscope video worldwide are Iteris, Inc., Miovision Technologies Incorporated, Wavetronix, LLC, FLIR Systems, Inc., GRIDSMART, Signal Group Inc. (Peek), Citilog S.A., Sensys Networks Inc., and Smartmicro Inc. In addition, there are smaller local companies providing direct competition to the Company in specific markets throughout the world. We are aware that these and other companies will continue to develop technologies for use in traffic management applications. One or more of these technologies could in the future provide increased competition for our systems.

**E. Sources and availability of raw materials and the names of principal suppliers**

Autoscope video products for sale under the Econolite license agreement are manufactured through agreements with Econolite. Econolite is responsible for securing raw materials and setting warranty terms and must provide all service required under this warranty. In Europe and Asia, we engage contract manufacturers to manufacture the Autoscope family of products.

We typically provide a three to five-year warranty on our products.

Most of the hardware components used to manufacture our products are standard electronics components that are available from multiple sources. Although some of the components used in our products are obtained from single source suppliers, we believe other component vendors are available should the necessity arise.

## **F. Dependence on one or a few major customers**

We have granted Econolite an exclusive right to manufacture, market and distribute the Autoscope video system in the United States, Mexico, Canada and the Caribbean. The agreement with Econolite grants it a first refusal right that arises when we make a proposal to Econolite to extend the license to additional products in the United States, Mexico, Canada and the Caribbean and a first negotiation right that arises when we make a proposal to Econolite to include rights corresponding to Econolite's rights under our current agreements in countries not in these territories. Econolite provides the marketing and technical support needed for its sales in these territories.

In exchange for its rights under the agreements, Econolite pays us royalties for sales of the Autoscope video system. Since 2002, a substantial portion of our revenue has consisted of royalties resulting from sales made by Econolite, including 96% and 91% in the years ended December 31, 2022 and 2021, respectively, and 99% and 95% in the nine months ended September 30, 2023 and 2022, respectively. Econolite's account receivable represented 65% and 58% of our accounts receivable at December 31, 2022 and 2021, respectively, and 88% and 79% of our accounts receivable at September 30, 2023 and 2022, respectively. We expect that Econolite will continue to account for a significant portion of our revenue for the foreseeable future. Any decrease in Econolite's sales volume could significantly reduce our royalty revenue and adversely impact earnings. A failure by Econolite to make royalty payments to us in a timely manner or at all will harm our financial condition. In addition, we believe sales of our products are a material part of Econolite's business, and any significant decrease in Econolite's sales of the other products it sells could harm Econolite, which could have a material adverse effect on our business and prospects.

## **G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration**

To protect our rights to our proprietary, know-how, technology and other intellectual property, it is our policy to require all employees and consultants to sign confidentiality agreements that prohibit the disclosure of our confidential information to any third parties. These agreements also require disclosure and assignment to us of any discoveries and inventions made by employees and consultants while they are devoted to our business activities. We also rely on trade secret, copyright and trademark laws to protect our intellectual property. We have also entered into exclusive and nonexclusive license and confidentiality agreements relating to our own and third party technologies. We aggressively protect our processes, products, and strategies as proprietary trade secrets. Our efforts to protect intellectual property and avoid disputes over proprietary rights include ongoing review of third-party patents and patent applications.

The Company's workforce is not subject to collective bargaining.

## **H. The need for any governmental approval of principal products or services and the status of such of any requested government approvals**

The European Parliament has enacted a directive for the restriction of the use of certain hazardous substances in electrical and electronic equipment ("RoHS"). To our knowledge, our contract manufacturing and component vendors in Europe and Asia comply with the European directive on RoHS. There is no material effect on the Company to comply with existing and, to the Company's knowledge, probable applicable governmental regulations of its business, including any governmental approvals, or the costs and effects of compliance with federal, state and local environmental laws.

### **Item 10 The nature and extent of the issuer's facilities.**

Our largest physical office and headquarters are located at 1115 Hennepin Avenue, Minneapolis, Minnesota 55403, where we own a two-story office building which contains approximately 9,000 square feet of office space (the "Property"). The Property, including land and certain real property, was purchased by ISNS in December 2021. ISNS financed the purchase of the Property through a loan from Coulee Bank. ISNS fully occupied the Property in February 2022.

We continue to lease approximately 160 square feet in our former headquarters at 400 Spruce Tree Centre, 1600 University Avenue West, St. Paul, Minnesota 55104. We also lease smaller facilities in India and Spain primarily as office space for local employees and storage of items used in the sale and support of the Company's products and services.

## **Part D Management Structure and Financial Information**

### **Item 11 Company Insiders (Officers, Directors, and Control Persons).**

#### **A. Officers and Directors**

##### Directors

The identities of the members of the Board of the Company, as well as certain information about them, as of September 30, 2023 are presented in the following table. The address of each director is 1115 Hennepin Avenue, Minneapolis, Minnesota 55403:

<b>Name</b>	<b>Position with Company</b>	<b>Director Since</b>
Andrew T. Berger	Executive Chair of the Board of Directors	October 2015
James W. Bracke	Director	March 2009
Joseph P. Daly	Director, Lead Independent Director, Chair of the Nominating and Governance Committee	January 2019
Ezekiel J. Kruglick	Director, Chair of the Compensation Committee	September 2021
Brian J. VanDerBosch	Director, Chair of the Audit Committee	June 2021

##### **Andrew T. Berger**

Executive Chair of the Board of Directors

Andrew T. Berger has been a director of Autoscope and ISNS since October 2015, Executive Chair of ISNS since June 2016, a director and Chief Executive Officer of Autoscope from April 2021 until November 2022, and the Executive Chair of Autoscope since March 10, 2022. Mr. Berger was appointed Chief Executive Officer of Tuesday Morning Corporation, an off-price retailer of home goods and décor, on November 4, 2022. In February 2023, Tuesday Morning Corporation filed for Chapter 11 protection under the federal bankruptcy laws. Mr. Berger is the Managing Member of AB Value Management LLC, which serves as the General Partner of AB Value Partners, LP. Mr. Berger has over two decades of experience in investment analysis, investment management, and business consulting. From 1998 through 2002, Mr. Berger served as Equity Analyst for Value Line, Inc. Since 2002, Mr. Berger has served as President of Walker's Manual, Inc., an investment publisher that he transformed into a business consulting company whose clients have included public and private companies. From 2017 through 2022, Mr. Berger served as the Chief Executive Officer of Cosi, Inc., a fast-casual restaurant chain that operates and franchises more than 25 domestic and international restaurants. In 2020, Cosi, Inc. filed for Chapter 11 protection under the federal bankruptcy laws, and it successfully emerged from the Chapter 11 in August 2022. From January 2020 through October 2021, Mr. Berger served on the board of directors of Rocky Mountain Chocolate Factory, Inc., (Nasdaq: RMCF), an international franchisor and confectionery manufacturer.

##### **James W. Bracke**

Director

James W. Bracke has been a director of Autoscope since March 2009. Mr. Bracke was Chairman of the Board from September 2011 until June 2016. He is member of the Audit, Compensation and the Nominating and Corporate Governance Committees. Mr. Bracke has also been a director of NVE Corporation, a leader in the practical commercialization of spintronics nanotechnology, since 2021. Mr. Bracke has been President of Boulder Creek Consulting, LLC, a business and technology consulting firm, since 2004. He was Vice President of Oral Health and EPIEN Medical Inc., a privately-held medical device company, from April 2014 to September 2018. Mr. Bracke was a director of Enventis Corporation, formerly known as Hickory Tech Corporation, a publicly-held company, from 2004 until it was acquired by Consolidated Communications Holdings, Inc. in October 2014. Mr. Bracke was also Managing Director of National Green Gas LLC, a medical waste-to-energy company, from 2009 to 2014. Mr. Bracke is qualified to serve on our Board due to his management, technical and public company experiences, and, most significantly his 20 years as President and Chief Executive Officer of Lifecore Biomedical, Inc., a publicly-held medical device manufacturer, from 1983 to 2004.

**Joseph P. Daly**

Director

Joseph P. Daly has been a director since January 2019. Mr. Daly is the lead independent director of Autoscope and a member and the Chair of the Nominating and Corporate Governance Committee. Mr. Daly is the Chief Executive Officer of Essig Research, Inc., a global engineering services company specializing in the design and repair of large, infrastructure-related equipment, which he founded in October 1993. Since January 2012, Mr. Daly has been a business and finance instructor at Northeastern University in Boston, Massachusetts. In October 2016, Mr. Daly acquired the product lifecycle management ("PLM") software assets of SofTech Inc. and formed EssigPLM, which offers PLM-related solutions to a broad, global client base. Mr. Daly was also a director from December 2013 through July 2016 and largest shareholder of Kreisler Manufacturing Inc., which was acquired by Arlington Capital Partners in July 2016. Mr. Daly received his BSME from Rensselaer Polytechnic Institute and his MBA/MSF from Northeastern University.

**Ezekiel J. Kruglick**

Director

Ezekiel ("Zeke") J. Kruglick has been a director since September 2021. Dr. Kruglick is a member the Audit Committee and a member and the Chair of the Compensation Committee. Dr. Kruglick served on the Board of Directors of Cognitive Battery Systems from 2017 to 2022. Since January 2021, Dr. Kruglick has served as a Technical Advisor to the Board of PaperClip Inc., a leading supplier of enterprise cloud content management services that enable document management, communications, and data transcription focused on achieving "Straight Through Processing". Dr. Kruglick also served as Chief Executive Officer and Director of Ardent Research, a full-service research and development boutique firm specializing in technology development, from November 2009 to April 2021, resulting in a highly profitable sale of the assets. From July 2016 to January 2020, Dr. Kruglick served as a Technical Advisor to the Executive Chairman and Board of Directors of ISNS. Dr. Kruglick received his B.S. and M.S. in electrical engineering and computer science from the University of California, Los Angeles, and his Ph.D. in electrical engineering and computer science from the University of California, Berkeley.

**Brian J. VanDerBosch**

Director

Brian J. VanDerBosch has been a director since June 2021. Mr. VanDerBosch is a member and Chair of the Audit Committee and a member of the Compensation Committee. Mr. VanDerBosch has been Executive Vice President of Proprietors Capital Holdings, LLC, an angel investing fund, since October 2019. He was Chief Financial Officer and Chief Operating Officer of Global Traffic Technologies, LLC, a developer and manufacturer of traffic signal priority control and traffic detection systems. He served in these capacities under private equity ownership from January 2008 to August 2016 when the business was sold to Fortive Corporation and remained with the business through April 2019. Mr. VanDerBosch was Chief Financial Officer of Lubrication Technologies, Inc., a provider of advanced lubrication and energy solutions, from February 2001 through December 2007. Prior to 2001, he held various financial positions in publicly-traded and privately-held companies in diverse industries. Mr. VanDerBosch earned his Bachelor of Science degree in Accounting from the University of Minnesota and is a CPA (inactive).

Executive Officer

The identity of the only executive officer of the Company, as well as certain information about him, as of September 30, 2023 are presented in the following table.

Name	Position with Company	Officer Since
Francis G. (Frank) Hallowell	Interim Chief Executive Officer and Chief Financial Officer	April 29, 2019

All correspondence to the Company's executive officer may be mailed to the Company's corporate headquarters at

1115 Hennepin Avenue  
Minneapolis, MN 55403 United States

Biographical information for the current executive officer not already described herein appears below.

Frank Hallowell was appointed Interim Chief Executive Officer of Autoscope on November 10, 2022. Mr. Hallowell continues to serve as Chief Financial Officer of Autoscope and ISNS and as President and Chief Operating Officer of ISNS. On February 1, 2022, Mr. Hallowell was appointed President and Chief Operating Officer of ISNS. On April 29, 2021, Mr. Hallowell was appointed Chief Financial Officer of Autoscope. Mr. Hallowell joined ISNS and was appointed Chief Financial Officer on April 29, 2019.

Prior to joining the Company in 2019, Mr. Hallowell served in senior management roles at AT&T (formerly BellSouth Corporation), Dataserv, Inc., ExpressPoint Technology Services, Inc., Logic PD, Inc., KPMG LLP, Legal Research Center, Pearson Plc., Scantron Corporation, and Wipaire, Inc., where he served as the Vice President and Chief Financial Officer from January 2016 to April 2019.

#### Equity Ownership of Directors and Executive Officers

The following table sets forth certain information with respect to the beneficial ownership of Autoscope's Common Stock as of September 30, 2023 by (1) each person or entity known by us to own beneficially more than five percent (5%) of Autoscope's Common Stock; (2) each director of Autoscope; (3) our only executive officer; and (4) all of our directors and our executive officer as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and includes voting power and investment power with respect to Autoscope's shares of Common Stock. Shares of Autoscope's Common Stock issuable pursuant to stock options and convertible securities that are exercisable or convertible as of or within 60 days after September 30, 2023 are deemed outstanding for computing the beneficial ownership percentage of the person or member of a group holding the options but are not deemed outstanding for computing the beneficial ownership percentage of any other person. Except as indicated by footnote, the persons named in the table below have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them. The address of each director and executive officer named below is the same as that of Autoscope.

<b>Name</b>	<b>Position</b>	<b>Common Stock Beneficially Owned</b>
Andrew T. Berger <sup>(1)</sup>	Executive Chair, Director	593,018
James W. Bracke	Director	106,540
Ezekiel J. Kruglick	Director	198,602
Joseph P. Daly	Director	217,672
Brian J. VanDerBosch	Director	17,728
Frank G. Hallowell <sup>(2)</sup>	Interim CEO and CFO	70,516
All directors and officers as a group		1,203,776

- (1) Andrew T. Berger has 126,376 shares under his direct ownership. By virtue of his relationships with AB Value Management LLC and AB Value Partners, LP, Mr. Berger may be deemed to beneficially own the 466,642 shares owned by AB Value Partners, LP.
- (2) Frank G. Hallowell has 10,516 shares under his direct ownership. In connection with his Employment Agreement, Autoscope granted Mr. Hallowell an immediately exercisable option with a term of 10 years to purchase 60,000 shares of Autoscope common stock at an exercise price of \$6.87 per share. Mr. Hallowell is deemed to beneficially own the 60,000 common shares because the options are exercisable within 60 days of September 30, 2023.

## Compensation of Directors and Executive Officers

The following table presents information concerning the compensation paid for the year ended December 31, 2022 by the Company to its directors and executive officers.

<b>Name</b>	<b>Position</b>	<b>Salaries</b>	<b>Bonus</b>	<b>Stock Option Grants<sup>(1)</sup></b>	<b>Director Fees paid in Cash</b>	<b>Director Fees Paid in Stock<sup>(2)</sup></b>
Andrew T. Berger	Executive Chair, Director	N/A	N/A	N/A	\$20,000	\$30,000
James W. Bracke	Director	N/A	N/A	N/A	\$41,972	\$30,000
Joseph P. Daly	Director	N/A	N/A	N/A	\$41,264	\$30,000
Geoffrey C. Davis <sup>(3)</sup>	Director	N/A	N/A	N/A	\$29,983	\$22,500
Ezekiel J. Kruglick	Director	N/A	N/A	N/A	\$25,250	\$30,000
Brian J. VanDerBosch	Director	N/A	N/A	N/A	\$31,672	\$30,000
Frank G. Hallowell	Interim CEO and CFO	\$300,000	\$0	60,000	N/A	N/A

(1) Consists of number of shares of Common Stock.

(2) Represents the grant date fair value of stock awards during the year determined pursuant to Financial Accounting Standards Board Accounting Standard Codification Topic 718, "Compensation – Stock Compensation" (ASC Topic 718). Refer to "Note 9 - Stock-Based Compensation" in the Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report for a discussion of the assumptions used in calculating the grant date fair value.

(3) Geoffrey C. Davis resigned from the Board of Directors on August 4, 2022.

During 2022, the Executive Chair of the Board did not receive any additional compensation for services provided as Executive Chair of the Board of Directors.

During 2022, each of the Company's non-employee directors received an annual \$50,000 retainer, of which \$20,000 was paid in cash and \$30,000 was paid in the form of a common stock award grant, with the per share value of the Common Stock based on the closing price of the common stock on the trading day before the vesting date of the award.

In April 2023, the Board approved a 2023 directors compensation plan effective January 1, 2023. Each non-employee director will receive an annual \$50,000 retainer, of which \$20,000 will be paid in cash and \$30,000 will be paid in the form of a Common Stock award grant, with the per share value of the common stock based on the closing price of the common stock on the trading day before the vesting date of the award. In addition, the Board approved the payment in 2023 of an annual fee to the Executive Chair of \$20,000 in cash.

The Committee Chairs of the following standing Committees of the Board receive the following additional annual cash retainers:

- Audit Committee - \$10,000
- Compensation Committee - \$7,000
- Nominating and Corporate Governance Committee - \$5,000

Members of the Committees receive the following additional annual cash retainers:

- Audit Committee - \$6,000
- Compensation Committee - \$5,000
- Nominating and Corporation Governance Committee - \$4,000

Members of any special Committees formed by the Board receive a \$1,500 quarterly retainer for each special Committee on which they serve, with the Chair of each special Committee receiving an additional \$4,000 quarterly retainer. The Company had no special Committees during the nine months ended September 30, 2023.

The Company reimburses directors' travel, lodging and other reasonable out-of-pocket expenses in connection with attendance at Board, Committee and shareholder meetings. These amounts are not included in the table above.

On February 1, 2022, the Company entered into an Employment Agreement (the "Employment Agreement") with Mr. Hallowell as the Chief Financial Officer of Autoscope and the President, Chief Financial Officer and Chief Operating Officer of ISNS. The Employment Agreement superseded the employment agreement between ISNS and Mr. Hallowell dated as of April 29, 2019. Under the Employment Agreement, Mr. Hallowell is an at-will employee of the Company, and his employment may be terminated by the Company or Mr. Hallowell at any time.

The Employment Agreement provides for an annual salary of \$300,000; a target bonus of up to 25% of Mr. Hallowell's salary for the previous calendar year based on the attainment of performance goals set by the Company's Board of Directors; insurance and other benefits in accordance with Company's standard and executive benefits; and vacation in accordance with Company's vacation policy. The Employment Agreement also provides for the following compensation and benefits upon termination of employment:

- If the termination of employment is voluntary on the part of Mr. Hallowell and not for "Good Reason" as defined in the Employment Agreement, the Company must pay to Mr. Hallowell all earned and unpaid amounts due to him for salary through the termination date. Mr. Hallowell then will have 90 days after the termination of his employment (or such shorter period as is provided in the documents governing such options) to exercise any and all options to purchase the shares of Autoscope's Common Stock that he owns and are exercisable at the termination date. Any other options and any unvested restricted stock or restricted stock units for the Autoscope's Common Stock that he owns will terminate.
- If the termination of employment is "With Cause" as defined in the Employment Agreement, Mr. Hallowell will not be entitled to any severance, and any and all options, restricted stock and restricted stock units for Autoscope's Common Stock that he owns will terminate. However, in that case, Mr. Hallowell would have 10 days after being provided by the Company with written notice of the breach to cure such alleged breach, failure or misconduct if the breach, failure or misconduct is curable.
- If Mr. Hallowell terminates his employment for "Good Reason" as defined in the Employment Agreement or the Company terminates his employment for any reason other than With Cause or because of Mr. Hallowell's inability to perform his duties because of death or disability, upon his entry into a release agreement substantially in the form attached as Appendix B to the Employment Agreement (the "Release"), Mr. Hallowell will be entitled to six months of salary continuation, without eligibility for bonus, and he will have 90 days after the termination of his employment (or such shorter period as is provided in the documents governing such options) to exercise all options to purchase the shares of the Company's Common Stock that he owns and that are exercisable at the termination date. Any other options and any unvested restricted stock or restricted stock units for Company's Common Stock owned by him will terminate.

In connection with the Employment Agreement, Autoscope granted Mr. Hallowell an immediately exercisable option with a term of 10 years to purchase 60,000 shares of Autoscope's Common Stock at an exercise price of \$6.87 per share (which is equal to the closing price of Autoscope's Common Stock as quoted on Nasdaq on the trading day immediately before the date of the Employment Agreement). The option was granted under the terms of the Image Sensing Systems, Inc. 2014 Stock Option and Incentive Plan that was assumed by Autoscope effective on July 21, 2021. When he signed the Employment Agreement, Mr. Hallowell also entered into a Confidentiality, Noncompetition, and Invention Assignment Agreement with the Company dated as of February 1, 2022 in the form attached as Appendix A to the Employment Agreement.

## **B. Legal/disciplinary history**

None of the current directors and executive officer of the Company have, in the last five years, been the subject of (1) a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding any traffic violations and other minor offenses); (2) the entry of an order, judgment or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities or banking activities; (3) a finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated; or (4) the entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

## **C. Disclosure of family relationships**

There are no family relationships among or between the Company's directors, officers, or beneficial owners of more than five percent (5%) of any class of Autoscope's equity securities.

## **D. Disclosure of related party transactions**

During and for the nine months ended September 30, 2023 and the years ended December 31, 2022 and December 31, 2021, the Company had no material transactions with related persons. For purposes of this disclosure:

- a "related person" means any director, executive officer, nominee for director, or beneficial owner of more than five percent (5%) of any class of Autoscope's equity securities, immediate family members of any such person, and any person (other than a tenant or employee) sharing the household of any such person;
- a "transaction" includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships; and
- "Material" is defined as greater than \$15,000, which is the lesser of \$120,000 or one percent (1%) of the average of the Company's total assets at year-end for its last three fiscal years.

## **Item 12 Financial information for the issuer's most recent fiscal period.**

The Company has provided the following unaudited condensed consolidated financial statements for the quarters and nine months ended September 30, 2023 and September 30, 2022, which are attached hereto and hereby incorporated by reference:

1. Consolidated Balance Sheets
2. Consolidated Statements of Income
3. Consolidated Statements of Shareholders' Equity
4. Consolidated Statements of Cash Flows
5. Notes to Consolidated Financial Statements

## **Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

The Company provided the following audited consolidated financial statements for the years ended December 31, 2022 and December 31, 2021 as part of its 2022 Annual Report filed with the OTCIQ on May 11, 2023 which are hereby incorporated by reference:

1. Independent Auditors' Report
2. Consolidated Balance Sheets
3. Consolidated Statements of Operations
4. Consolidated Statements of Shareholders' Equity
5. Consolidated Statements of Cash Flows
6. Notes to Consolidated Financial Statements

**Item 14 The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business, development and disclosure.**

Securities Counsel

Michele D. Vaillancourt  
Winthrop & Weinstine, P. A.  
Capella Tower STE 3500, 225 South Sixth Street  
Minneapolis, MN 55402-4629  
United States

Website: [www.winthrop.com](http://www.winthrop.com)  
Phone: (612) 604-6681  
Email: [mvaillancourt@winthrop.com](mailto:mvaillancourt@winthrop.com)

Auditor

Preparation of the Company's financial statements is the responsibility of the Company's management. The Company's independent audit firm, The Boulay Group, is responsible for expressing an opinion on the Company's financial statements based on its audit as of and for the years ended December 31, 2022 and December 31, 2021.

Auditor contact information:

Nathan Miller  
Boulay PLLP  
11095 Viking Dr. #500  
Eden Prairie, MN  
United States

Website: [www.boulaygroup.com](http://www.boulaygroup.com)  
Phone: +1 (952) 841-8296  
Email: [nmiller@boulaygroup.com](mailto:nmiller@boulaygroup.com)

Investor Relations Consultant

John G Grau  
ICOM Advisors LLC d/b/a InvestorCom  
19 Old Kings Highway S, STE 210  
Darien, CT 06820 United States

Website: [www.investor-com.com](http://www.investor-com.com)  
Phone: +1 (203) 972-9300  
Email: [jgrau@investor-com](mailto:jgrau@investor-com)

**Item 15 Management's discussion and analysis or plan of operation**

**A. Plan of Operation**

This Item is not applicable, as the Company has had revenues in each of the last two fiscal years.

## **B. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### ***General***

We are a leading provider of above-ground detection products and solutions for the intelligent transportation systems ("ITS") industry. Our family of products, which we market as Autoscope video or video products, provides end users with the tools needed to optimize traffic flow and enhance driver safety. Our technology analyzes signals from sophisticated sensors and transmits the information to management systems and controllers or directly to users. Our products provide users with complete solutions for the intersection and transportation markets.

We believe our solutions are technically superior to those of our competitors because they have a higher level of accuracy, limit the occurrence of false detection, are generally easier to install with lower costs of ownership, work effectively in a multitude of light and weather conditions, and provide end users the ability to manage inputs from a variety of sensors for a number of tasks. It is our view that the technical advantages of our products make our solutions well suited for use in ITS markets.

We believe the strength of our distribution channels positions us to increase the penetration of our technology-driven solutions in the marketplace. We market our Autoscope video products in the United States, Mexico, Canada and the Caribbean through an exclusive agreement with Econolite which we believe is the leading distributor of ITS intersection control products in these markets.

We market our Autoscope video products outside of the United States, Mexico, Canada and the Caribbean through a combination of distribution and direct sales channels through our office in Spain. Our end users primarily include governmental agencies and municipalities.

The following discussion of period-to-period changes and trends in financial statement results under "Management's Discussion and Analysis of Financial Condition and Results of Operations" aligns with the financial statement presentation discussed above. The Company's financial statements reflect continuing operations only, unless otherwise noted.

### ***Key Financial Terms and Metrics***

*Revenue.* We derive revenue from two sources: (1) royalties received from Econolite for sales of the Autoscope video systems in the United States, Mexico, Canada and the Caribbean and (2) revenue received from the direct product sales of our Autoscope video systems in Europe and Asia. Autoscope video royalties are calculated using a profit-sharing model where the gross profits on sales of product made through Econolite are shared equally with Econolite. This royalty arrangement has the benefit of decreasing our cost of revenues and our selling, marketing and product support expenses because these costs and expenses are borne primarily by Econolite. Although this royalty model has a positive impact on our gross margin, it also negatively impacts our total revenue, which would be higher if all the sales made by Econolite were made directly by us. The royalty arrangement is exclusive under a long-term agreement.

*Cost of Revenue.* Software amortization is the sole cost of revenue related to royalties, as virtually all manufacturing, warranty and related costs are incurred by Econolite. Cost of revenue related to product sales consists primarily of the amount charged by our third-party contractors to manufacture hardware platforms, which is influenced mainly by the cost of electronic components. The cost of revenue also includes logistics costs, estimated expenses for product warranties, restructuring costs and inventory reserves. The key metric that we follow is achieving certain gross margin percentages on product sales by geographic region and to a lesser extent by product line.

*Operating Expenses.* Our operating expenses fall into three categories: (1) selling, marketing and product support; (2) general and administrative; and (3) research and development. Selling, marketing and product support expenses consist of various costs related to sales and support of our products, including salaries, benefits and commissions paid to our personnel; commissions paid to third parties; travel, trade show and advertising costs; second-tier technical support for Econolite; and general product support, where applicable. General and administrative expenses consist of certain corporate and administrative functions that support the development and sales of our products and provide an infrastructure to support future growth. These expenses include management, supervisory and staff salaries and benefits, legal and auditing fees, travel, rent and costs associated with being a public company, such as board of director fees, listing fees and annual reporting expenses. Research and development expenses consist mainly of salaries and benefits for our engineers and third-party costs for consulting and prototyping. We measure all operating expenses against our annually approved budget, which is developed with achieving a certain operating margin as a key focus. Also included in operating expenses are any restructuring costs.

*Non-GAAP Operating Measure.* We provide certain non-GAAP financial information as supplemental information to financial measures calculated and presented in accordance with U.S. GAAP (Generally Accepted Accounting Principles in the United States). This non-GAAP information excludes the impact of depreciating fixed assets and amortizing intangible assets and may exclude other non-recurring items. Management believes that this presentation facilitates the comparison of our current operating results to historical operating results. Management uses this non-GAAP information to evaluate short-term and long-term operating trends in our core operations. Non-GAAP information is not prepared in accordance with GAAP and should not be considered a substitute for or an alternative to GAAP financial measures and may not be computed the same as similarly titled measures used by other companies.

### ***Critical Accounting Policies***

Our Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report are prepared in accordance with U.S. generally accepted accounting principles (“GAAP”), which require us to make estimates and assumptions in certain circumstances that affect amounts reported. In preparing these financial statements, management has made its best estimates and judgments of certain amounts, giving due consideration to materiality. We believe that of our significant accounting policies, the following are particularly important to the portrayal of our results of operations and financial position, may require the application of a higher level of judgment by our management, and as a result, are subject to an inherent degree of uncertainty.

*Revenue Recognition and Allowance for Credit Losses.* We are required to comply with a variety of technical accounting requirements in order to achieve consistent and accurate revenue recognition. Royalty income is recognized based on sales shipped or delivered to our customers as reported to us by Econolite. Revenue is recognized when both product ownership and the risk of loss have transferred to the customer and we have no remaining obligations. Allowances for credit losses are estimated by management based on an evaluation of potential losses related to customer receivable balances. We determine the allowance based on historical loss rate experience in the industry, regional economic data, and an evaluation of specific customer accounts for risk of loss. We review our allowance for credit losses monthly. Account balances are charged off against the allowance when we believe it is probable the receivable will not be recovered. We do not have any off-balance sheet credit exposure related to our customers. The establishment of this allowance requires the use of judgment and assumptions regarding the potential for losses on receivable balances. Although management considers these balances adequate and proper, changes in economic conditions in specific markets in which we operate could have an effect on reserve balances required.

*Warranty Liabilities.* The estimated cost to service warranty and customer service claims is included in cost of sales. This estimate is based on historical trends of warranty claims. We regularly assess and adjust the estimate of accrued warranty claims by updating claims rates for actual trends and projected claim costs. Our warranty liability contains uncertainties because our warranty obligations cover an extended period of time. While these liability levels are based on historical warranty experience, they may not reflect the actual claims that will occur over the upcoming warranty period, and additional warranty reserves may be required. A revision of estimated claim rates or the projected cost of materials and freight associated with sending replacement parts to customers could have a material adverse effect on future results of operations.

*Software Development Costs.* We incur costs associated with the development of software to be sold, leased, or otherwise marketed. Software development costs are expensed as incurred until technological feasibility has been established, at which time future costs incurred are capitalized until the product is available for general release to the public. A significant amount of judgment and estimation is required to assess when technological feasibility is established as well as in the ongoing assessment of the recoverability of capitalized costs. In evaluating the recoverability of capitalized software costs, we compare expected product performance, utilizing forecasted revenue amounts, to the total costs incurred to date and estimates of additional costs to be incurred. If revised forecasted product revenue is less than, and/or revised forecasted costs are greater than, the previously forecasted amounts, the net realizable value may be lower than previously estimated, which could result in recognition of an impairment charge in the period in which such a determination is made.

*Impairment of Long-Lived Assets.* We review the carrying value of long-lived assets or asset groups, such as property and equipment and intangibles subject to amortization, when events or changes in circumstances such as asset utilization, physical change, legal factors, or other matters indicate that the carrying value may not be recoverable. When this review indicates the carrying value of an asset or asset group exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset or asset group, we recognize an asset impairment charge against operations. The amount of the impairment charge recorded is the amount by which the carrying value of the impaired asset or asset group exceeds its fair value. Our impairment loss calculations contain uncertainties because they require management to make assumptions and to apply judgment to identify events or changes in circumstances indicating the carrying value of assets may not be recoverable, estimate future cash flows, estimate asset fair values, and select a discount rate that reflects the risk inherent in future cash flows. Expected cash flows may not be realized, which could cause long-lived assets to become impaired in future periods and could have a material adverse effect on future results of operations.

The table below reconciles non-GAAP income from continuing operations, which is a non-GAAP financial measure, to comparable GAAP financial measures (in thousands):

	Three-Month Periods Ended		Nine-Month Periods Ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Income from continuing operations	\$ 1,841	\$ 758	\$ 4,150	\$ 88
Adjustments to reconcile to non-GAAP income				
Amortization of intangible assets	131	131	394	344
Depreciation	24	30	74	77
Non-GAAP income from continuing operations	<u>\$ 1,996</u>	<u>\$ 919</u>	<u>\$ 4,618</u>	<u>\$ 509</u>

*Seasonality.* Our quarterly revenues and operating results have varied significantly in the past due to the seasonality of our business. Our first quarter generally is the weakest due to weather conditions that make roadway construction more difficult in parts of North America, Europe and northern Asia. We expect such seasonality to continue for the foreseeable future. Additionally, our international revenues regularly contain individually significant sales. This can result in significant variations of revenue between periods. Accordingly, we believe that quarter-to-quarter comparisons of our financial results should not be relied upon as an indication of our future performance. No assurance can be given that we will be able to achieve or maintain profitability on a quarterly or annual basis in the future.

*Segments.* We currently operate in two reportable segments: Intersection and Highway. Autoscope video is our machine-vision product line, and revenue consists of royalties (all of which are received from Econolite), as well as a portion of international product sales. Video products are normally sold in the Intersection segment. Our video based wrong way detection product line is currently sold in the Highway segment and revenue consists of sales to external customers. As a result of business model changes and modifications in how we manage our business, we may reevaluate our segment definitions in the future.

On August 31, 2023, ISNS closed on the sale of its RTMS radar detection product line to Sensys Networks under the terms of the Asset Purchase Agreement dated as of August 25, 2023 with Sensys Networks. As a result of the asset sale, the operations of the RTMS radar detection product line, which were previously reported as part of the Highway operating segment, are reported as discontinued operations in the Condensed Consolidated Statement of Operations, Condensed Balance Sheet and Condensed Consolidated Statement of Cash Flows for all periods presented in this Quarterly Report.

The following tables set forth selected financial information for each of our reportable segments (in thousands):

	<b>Three Months Ended September 30,</b>					
	<b>Intersection</b>		<b>Highway</b>		<b>Total</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
Revenue	\$ 3,792	\$ 2,659	\$ —	\$ 12	\$ 3,792	\$ 2,671
Gross profit	3,659	2,460	—	12	3,659	2,472
Amortization of intangible assets	131	131	—	—	131	131
Intangible assets	1,127	1,652	—	—	1,127	1,652

	<b>Nine Months Ended September 30,</b>					
	<b>Intersection</b>		<b>Highway</b>		<b>Total</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
Revenue	\$ 10,530	\$ 6,098	\$ —	\$ 48	\$ 10,530	\$ 6,146
Gross profit	9,988	5,537	—	36	9,988	5,573
Amortization of intangible assets	394	344	—	—	394	344
Intangible assets	1,127	1,652	—	—	1,127	1,652

### Results of Continuing Operations

The following table sets forth, for the periods indicated, certain consolidated statements of continuing operations data as a percent of total revenue and gross profit on product sales and royalties as a percentage of sales and royalties, respectively:

	<b>Three-Month Periods Ended September 30,</b>	
	<b>2023</b>	<b>2022</b>
Product sales	0.0%	2.4%
Royalties	100.0	97.6
Total revenue	100.0	100.0
Gross profit - product sales	NM	(46.9)
Gross profit - royalties	97.2	96.0
Selling, general and administrative	30.4	42.4
Research and development	17.5	21.8
Income from operations	48.5	28.4
Other income, net	0.2	0.4
Income tax expense	11.5	5.4
Net income	38.7	23.0

**Nine-Month Periods Ended  
September 30,**

	<b>2023</b>	<b>2022</b>
Product sales	0.7%	5.4%
Royalties	99.3	94.6
Total revenue	100.0	100.0
Gross profit - product sales	(202.8)	23.4
Gross profit - royalties	96.9	94.5
Selling, general and administrative	36.6	64.3
Research and development	18.8	25.0
Income from operations	39.4	1.4
Other income, net	0.2	0.5
Income tax expense	8.9	0.0
Net income	32.2	0.7

The 2023 third quarter revenue from continuing operations for the Company, which includes the results of ISNS, a wholly-owned subsidiary of the Company, was \$3.8 million compared to \$2.7 million in the third quarter of 2022. Revenue from royalties was \$3.8 million in the third quarter of 2023 compared to \$2.6 million in the third quarter of 2022, a 45.5% percent increase. The increase in royalties resulted primarily from the increased availability of components to fulfill the sales order backlog during the quarter. There were no product sales in the 2023 third quarter compared to \$0.1 million in the third quarter of 2022, a 100.0% percent decrease. The lack of product sales was primarily due to the expected decline of the Company's legacy video detection product sold in the Europe, Middle East and Africa ("EMEA") markets due to the introduction in 2023 of *IntelliSight* to the European market.

Gross margin from continuing operations for the third quarter of 2023 was 96.5 percent, an increase from a gross margin of 92.5 percent for the same period in 2022. Royalty gross margin for the third quarter of 2023 was 97.2 percent, a 1.2 percentage point increase from a gross margin of 96.0 percent for the same period in 2022. The increase in the royalty gross margin percent for the third quarter of 2023 resulted primarily from higher sales of video detection products yielding higher royalty revenues. There was no product sales gross margin percent for the third quarter of 2023 because there were no product sales during the third quarter compared to 2.4 percent in the prior year period. The lack of product sales in the third quarter 2023 was the result of lower sales on legacy video products sold in the EMEA markets during the quarter.

The Company reported net income from continuing operations for the third quarter 2023 of \$1.5 million or \$0.27 per diluted share compared to net income of \$0.6 million or \$0.11 per diluted share in the prior year period. This increase is the result of higher gross profits, offset slightly by higher operating expenses due to lower software capitalization during the third quarter of 2023 compared to the same period in 2022.

Revenue from continuing operations for the nine months ended September 30, 2023 was \$10.5 million compared to \$6.1 million in the first nine months of 2022. Revenue from royalties was \$10.5 million in the first nine months of 2023 compared to \$5.8 million in the first nine months of 2022, an 80.0% percent increase. The increase in royalties resulted primarily from the increased availability of components to fulfill the sales order backlog during the first nine months of 2023 compared to the same period in 2022. Product sales were \$71,000 in the first nine months of 2023 compared to \$334,000 in the first nine months of 2022, a 78.7% percent decrease. The decrease in product sales was primarily due to the expected decline of the Company's legacy video detection product sold in the Europe, Middle East and Africa ("EMEA") markets.

Gross margin from continuing operations for the first nine months of 2023 was 94.9 percent, a 4.2 percentage point increase from a gross margin of 90.7 percent for the same period in 2022. Royalty gross margin for the first nine months of 2023 was 99.3 percent, a 4.7-percentage point increase from a gross margin of 94.6 percent for the same period in 2022. The increase in the royalty gross margin percent for the first nine months of 2023 resulted primarily from higher sales of video detection products yielding higher royalty revenues. Product sales gross margin percent for the first nine months of 2023 was 0.7 percent compared to 5.4 percent in the prior year period. The decrease in the product sales gross margin percent was the result of lower margins on legacy video and products sold in the EMEA markets, in addition to inventory obsolescence on end-of-life product.

The Company reported net income from continuing operations for the first nine months of 2023 of \$3.4 million or \$0.63 per diluted share compared to net income of \$46,000 or \$0.01 per diluted share in the prior year period. This increase is the result of higher revenues, offset slightly by higher operating expenses due to lower software capitalization during the first nine months of 2023 compared to the same period in 2022.

### **Liquidity and Capital Resources**

We believe that cash and cash equivalents on hand, coupled with readily available investments in debt and equity securities on September 30, 2023 totaling \$12.6 million, along with the cash provided by operating activities, will satisfy our projected working capital needs, investing activities, and other cash requirements for the foreseeable future.

As of September 30, 2023, we had \$3.3 million in cash and cash equivalents compared to \$1.2 million on December 31, 2022. Net cash provided by continuing operating activities increased to \$2.9 million in the first nine months of 2023 compared to net cash used by continuing operating activities of \$0.7 million in the same period in 2022. Net cash provided by continuing operating activities increased in the first nine months 2023 compared to the same period in 2022 primarily due to higher net income and lower deferred taxes in 2023 compared to 2022.

Net cash used by investing activities from continuing operations was \$5.1 million in the first nine months of 2023 compared to net cash used by investing activities of continuing operations of \$2.9 million in the same period in 2022. The increase in net cash used by continuing investing activities in the first nine months of 2023 compared to the same period in the prior year is primarily the result of higher purchases of debt and equity securities and lower capitalization of software costs. To generate a greater return on our cash position, the Company purchased various debt and equity securities of \$4.3 million in the first nine months of 2022. The Company purchased \$10.0 million of debt and equity securities in the first nine months of 2023. There were no capitalized software costs in the first nine months of 2023 compared to \$534,000 of capitalized software costs in the same period of 2022.

Net cash used by financing activities of continuing operations was \$1.5 million in the first nine months of 2023 compared to net cash used by financing activities of continuing operations of \$2.0 million in the first nine months of 2022. The decrease in net cash used for financing activities of continuing operations in 2023 is primarily due to timing of the 2023 third quarter cash dividend payment, offset by increased dividends per share paid in 2023. The third quarter 2023 cash dividend payment was not made prior to the end of the third quarter and was paid on October 9, 2023 compared to the third quarter 2022, during which the cash dividend was paid prior to the end of the third quarter of 2022. The Company paid cash dividends of \$0.26 per share in the first nine months of 2023 compared to cash dividends paid in the first nine months of 2022 of \$0.36 per share.

### **C. Off-Balance Sheet Arrangements**

The Company does not have any obligations that meet the definition of an off-balance sheet arrangement that have had, or are reasonably likely to have, a material effect on the Company's financial condition or results of operations.

**Part E Issuance History****Item 16 List of securities offerings and shares issued for services in the past two years.**

The following table sets forth information regarding the shares of Common Stock the Company issued during the fiscal years ended December 31, 2021 and 2022 and the period since December 31, 2022 through September 30, 2023:

<b>Date</b>	<b>Nature of Offering</b>	<b>Shares Issued To</b>	<b>Total Number of Shares Issued</b>	<b>Trading Status of Shares</b>	<b>Restricted Shares</b>
March 15, 2021	Shares subject to stock award	Directors	7,035	Restricted	Yes
May 10, 2021	Shares subject to stock award	One non-executive employee	7,565	Restricted	Yes
June 15, 2021	Shares subject to stock award	Directors	4,962	Restricted	Yes
September 15, 2021	Shares subject to stock award	Directors	5,032	Restricted	Yes
December 15, 2021	Shares subject to stock award	Directors	6,639	Restricted	Yes
March 16, 2022	Shares subject to stock award	Directors	6,996	Restricted	Yes
June 15, 2022	Shares subject to stock award	Directors	8,304	Restricted	Yes
September 15, 2022	Shares subject to stock award	Directors	8,820	Restricted	Yes
December 15, 2022	Shares subject to stock award	Directors	7,485	Restricted	Yes
June 30, 2023	Shares subject to stock award	Directors	16,890	Restricted	Yes
September 15, 2023	Shares subject to stock award	Directors	6,195	Restricted	Yes

The following table sets forth information regarding Common Stock options issued during fiscal years ended December 31, 2021 and 2022 and the period since December 31, 2022 through September 30, 2023:

<b>Date</b>	<b>Nature of Offering</b>	<b>Shares Issued To</b>	<b>Number of Shares Subject to Stock Options Issued</b>	<b>Exercise Price</b>	<b>Purpose</b>
Fiscal year ended December 31, 2021	n/a	n/a	None	n/a	n/a
February 3, 2022	Stock options	Two non-executive employees	60,000	\$6.67	Employee option award
February 3, 2022	Stock option	Frank G. Hallowell	60,000	\$6.67	Option award
December 12, 2022	Stock option	One non-executive employee	5,000	\$5.12	Employee Option award
Nine months ended September 30, 2023	n/a	n/a	None	n/a	n/a

Other than the shares issued on June 30, 2023 and September 30, 2023, all of the issuances described in the foregoing two tables were registered under the Securities Act of 1933, as amended (the "Securities Act") pursuant to Registration Statements on Form S-8 filed by the Company with the SEC and registered with or exempt from registration under applicable state securities laws. The shares issued on June 30, 2023 and September 30, 2023 were issued pursuant to the exemption from registration provided by Rule 506 of Regulation D under the Securities Act and exemptions from registration under applicable state securities laws. The shares were issued as compensation to the directors and executive officers, who paid no consideration to the Company for the shares. The sale by the holders of the shares of Common Stock described in the table other than the non-executive employees is restricted under the applicable provisions of Rule 144 under the Securities Act. The sale of the shares of Common Stock by the non-executive employees was registered under the Registration Statements on Form S-8 filed by the Company with the SEC and is not restricted.

## **Part F Exhibits**

### **Item 17 Material Contracts.**

The following are the material contracts of the Company, not made in the ordinary course of business, that will be performed after this Quarterly Report is posted through [www.OTCIQ.com](http://www.OTCIQ.com) or that was entered into not more than two years before such posting.

- Asset Purchase Agreement between Sensys Networks, Inc. and Image Sensing Systems, Inc. Dated as of August 25, 2023.
- Agreement and Plan of Merger dated as of July 20, 2021 by and among Image Sensing Systems, Inc., Autoscope Technologies Corporation, and Spruce Tree Merger Co. Inc.
- Amended and Restated Rights Agreement dated July 21, 2021 among Autoscope Technologies Corporation, Continental Stock Transfer & Trust Company, as rights agent (the "Rights Agent"), and, only with respect to Section 37 thereof, Image Sensing Systems, Inc.
- First Amendment to Amended and Restated Rights Agreement dated as of March 1, 2022 by and between Autoscope Technologies Corporation and the Rights Agent.
- Modification to Manufacturing, Distributing and Technology License Agreement dated September 1, 2000 by and between Image Sensing Systems, Inc. and Econolite Control Products, Inc. Econolite.
- Manufacturing, Distributing and Technology License Agreement dated June 11, 1991 by and between Image Sensing Systems, Inc. and Econolite.
- Extension and Second Modification to License Agreement dated July 13, 2001 by and between Image Sensing Systems, Inc. and Econolite.

- Production Agreement dated February 14, 2002 by and among Image Sensing Systems, Inc., Wireless Technology, Inc. and Econolite.
- Extension and Third Modification to Manufacturing Distributing and Technology License Agreement dated July 3, 2008 by and between Image Sensing Systems, Inc. and Econolite.
- Fourth Modification to Manufacturing, Distributing and Technology License Agreement dated as of December 15, 2011 by and between Image Sensing Systems, Inc. and Econolite.
- Image Sensing Systems, Inc. 2014 Stock Option and Incentive Plan.
- Autoscope Technologies Corporation 2022 Stock Option and Incentive Plan.
- Purchase Agreement dated August 27, 2021 between Image Sensing Systems, Inc. and T&Z Family Limited Partnership.
- First Amendment to Purchase Agreement dated as of October 26, 2021 between Image Sensing Systems, Inc. and T&Z Family Limited Partnership.
- Assignment and Assumption Agreement dated as of July 21, 2021 by and between Image Sensing Systems, Inc. and Autoscope Technologies Corporation.
- Employment Agreement dated February 1, 2022 among Autoscope Technologies Corporation, Image Sensing Systems, Inc. and Francis (Frank) G. Hallowell.
- Form of Stock Option Agreement for Autoscope Technologies Corporation.
- Form of Restricted Stock Unit Agreement for Autoscope Technologies Corporation.
- Business Loan Agreement dated as of December 10, 2021 between Image Sensing Systems, Inc. and Coulee Bank.
- Promissory Note dated as of December 10, 2021 between Image Sensing Systems, Inc. and Coulee Bank.
- Mortgage dated as of December 10, 2021 between Image Sensing Systems, Inc. and Coulee Bank.
- Assignment of Rents dated as of December 10, 2021 between Image Sensing Systems, Inc. and Coulee Bank.
- Extension of Modification to Manufacturing, Distributing and Technology License Agreement dated May 31, 2002 by and between Image Sensing Systems, Inc. and Econolite.
- Letter agreement dated June 19, 1997 by and between Image Sensing Systems, Inc. and Econolite.
- License and Distribution Agreement dated January 2, 2011 by and among Image Sensing Systems, Inc., Econolite and Econolite Canada Inc.
- Asset Purchase Agreement dated August 25, 2023 between Image Sensing Systems, Inc. and Sensys Networks, Inc.

**Item 18 Articles of Incorporation and Bylaws.**

A complete copy of Autoscope’s Restated Articles of Incorporation, including the Certificate of Designation of Series A Junior Participating Preferred Stock of Autoscope Technologies Corporation, is incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2021 filed by the Company with the SEC.

A complete copy of Autoscope’s Bylaws is incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K dated July 21, 2021 filed by the Company with the SEC.

**Item 19 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

None.

**Item 20 Issuer's Certifications.**

I, Andrew T. Berger, certify that:

1. I have reviewed this Quarterly Report of Autoscope Technologies Corporation;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: November 9, 2023

/s/ Andrew T. Berger  
Executive Chair

I, Francis G. Hallowell, certify that:

1. I have reviewed this Quarterly Report of Autoscope Technologies Corporation;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: November 9, 2023

/s/ Francis G. Hallowell  
Interim President and Chief Executive Officer and Chief Financial Officer

**AUTOSCOPE TECHNOLOGIES CORPORATION**  
**Condensed Consolidated Balance Sheets**  
(in thousands, except share data)

	<b>September 30, 2023</b>	<b>December 31, 2022</b>
	<u>(Unaudited)</u>	<u></u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 3,254	\$ 1,177
Accounts receivable, net of allowance for credit losses of \$9 and \$18, respectively	4,279	3,688
Inventories	1,728	976
Investments in available-for-sale debt securities	8,969	2,893
Investments in equity securities	247	245
Prepaid expenses and other current assets	430	545
Current assets held for sale	—	1,311
Total current assets	<u>18,907</u>	<u>10,835</u>
Property and equipment:		
Furniture and fixtures	142	136
Leasehold improvements	6	6
Equipment	679	679
Real property	2,059	2,059
	<u>2,886</u>	<u>2,880</u>
Accumulated depreciation	892	811
	<u>1,994</u>	<u>2,069</u>
Operating lease assets, net	22	3
Intangible assets, net	1,127	1,521
Deferred income taxes	2,949	4,475
Long-term investments in available-for-sale debt securities	96	1,054
Long-term assets held for sale	—	1,143
<b>TOTAL ASSETS</b>	<u><u>\$ 25,095</u></u>	<u><u>\$ 21,100</u></u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 218	\$ 423
Deferred revenue	53	54
Warranty	40	40
Accrued compensation	183	72
Operating lease obligations	21	3
Current maturities of long-term debt	60	58
Dividends payable	707	—
Other current liabilities	122	104
Current liabilities held for sale	—	113
Total current liabilities	<u>1,404</u>	<u>867</u>
Commitments and contingencies		
Long-term debt	1,571	1,616
<b>TOTAL LIABILITIES</b>	<u>2,975</u>	<u>2,483</u>
Shareholders' equity:		
Preferred stock, \$0.01 par value; 5,000,000 shares authorized, none issued or outstanding	—	—
Common stock, \$0.01 par value; 20,000,000 shares authorized, 5,438,277 and 5,415,192 issued and outstanding at September 30, 2023 and December 31, 2022, respectively	55	54
Additional paid-in capital	25,718	25,566
Accumulated other comprehensive loss	(529)	(478)
Accumulated deficit	(3,124)	(6,525)
Total shareholders' equity	<u>22,120</u>	<u>18,617</u>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<u><u>\$ 25,095</u></u>	<u><u>\$ 21,100</u></u>

*See accompanying notes to the condensed consolidated financial statements.*

**AUTOSCOPE TECHNOLOGIES CORPORATION**  
**Condensed Consolidated Statements of Operations**  
(Unaudited)  
(in thousands, except per share data)

	Three-Month Periods Ended September 30,		Nine-Month Periods Ended September 30,	
	2023	2022	2023	2022
Revenue:				
Royalties	\$ 3,792	\$ 2,607	\$ 10,459	\$ 5,812
Product sales	—	64	71	334
	<u>3,792</u>	<u>2,671</u>	<u>10,530</u>	<u>6,146</u>
Cost of revenue:				
Royalties	107	105	327	317
Product sales	26	94	215	256
	<u>133</u>	<u>199</u>	<u>542</u>	<u>573</u>
Gross profit	<u>3,659</u>	<u>2,472</u>	<u>9,988</u>	<u>5,573</u>
Operating expenses:				
Selling, general and administrative	1,154	1,133	3,859	3,950
Research and development	664	581	1,979	1,535
	<u>1,818</u>	<u>1,714</u>	<u>5,838</u>	<u>5,485</u>
Income from operations	<u>1,841</u>	<u>758</u>	<u>4,150</u>	<u>88</u>
Other income	9	10	26	29
Investment income (loss)	72	8	199	(17)
Interest expense	(17)	(18)	(52)	(53)
Income from operations before income taxes	<u>1,905</u>	<u>758</u>	<u>4,323</u>	<u>47</u>
Income tax expense	437	144	936	1
Net income from continuing operations	<u>1,468</u>	<u>614</u>	<u>3,387</u>	<u>46</u>
Discontinued operations				
Net income from discontinued operations, net of tax	48	30	98	690
Gain on disposal of discontinued operations, net of tax	2,031	—	2,031	—
Earnings from discontinued operations, net of tax	<u>2,079</u>	<u>30</u>	<u>2,129</u>	<u>690</u>
Net income	<u>\$ 3,547</u>	<u>\$ 644</u>	<u>\$ 5,516</u>	<u>\$ 736</u>
Net income per share:				
Basic -				
Continuing operations	0.27	0.11	0.63	0.01
Discontinued operations	0.38	0.01	0.39	0.13
Basic earnings per share	0.65	0.12	1.02	0.14
Diluted -				
Continuing operations	0.27	0.11	0.63	0.01
Discontinued operations	0.38	0.01	0.39	0.13
Diluted earnings per share	0.65	0.12	1.02	0.14
Weighted average number of common shares outstanding:				
Basic	<u>5,431</u>	<u>5,391</u>	<u>5,418</u>	<u>5,378</u>
Diluted	<u>5,432</u>	<u>5,395</u>	<u>5,419</u>	<u>5,387</u>

*See accompanying notes to the condensed consolidated financial statements.*

**AUTOSCOPE TECHNOLOGIES CORPORATION**  
**Condensed Consolidated Statements of Comprehensive Income (Loss)**  
(Unaudited)  
(in thousands)

	<b>Three-Month Periods Ended</b>		<b>Nine-Month Periods Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
Net income	\$ 3,547	\$ 644	\$ 5,516	\$ 736
Other comprehensive income:				
Unrealized gain (loss) on available for sale debt securities, net				
of tax	7	(17)	17	(17)
Foreign currency translation adjustment	(9)	(4)	(68)	(197)
Comprehensive income	<u>\$ 3,545</u>	<u>\$ 623</u>	<u>\$ 5,465</u>	<u>\$ 522</u>

*See accompanying notes to the condensed consolidated financial statements.*

**AUTOSCOPE TECHNOLOGIES CORPORATION**  
**Condensed Consolidated Statements of Cash Flows**  
(Unaudited)  
(in thousands)

	<b>Nine-Month Periods Ended</b>	
	<b>2023</b>	<b>2022</b>
<b>Operating activities:</b>		
Net income	\$ 5,516	\$ 736
Less: Net income from discontinued operations, net of tax	2,129	690
Net income from continuing operations	3,387	46
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	79	77
Software amortization	394	344
Amortization of debt issuance costs	2	2
Stock-based compensation	153	329
Deferred income tax expense (benefit)	920	(39)
Loss on disposal of assets	—	5
Realized loss on AFS investments	—	20
Realized (gain) loss on equity investments	—	53
Investments amortization	(17)	—
Unrealized loss on AFS investments	(4)	—
Unrealized (gain) loss on equity investments	(2)	5
Noncash investment income	—	(5)
Changes in operating assets and liabilities:		
Accounts receivable, net	(1,391)	(1,327)
Inventories	(752)	(533)
Prepaid expenses and other current assets	114	(19)
Accounts payable	(114)	480
Accrued expenses and other current liabilities	161	(143)
Net cash provided (used) by operating activities of continuing operations	2,930	(705)
Net cash provided by operating activities of discontinued operations	4,787	994
Net cash provided by operating activities	7,717	289
<b>Investing activities:</b>		
Capitalized software development costs	—	(534)
Purchases of property and equipment	(6)	(42)
Purchases of equity securities	—	(795)
Sale of debt securities	4,907	1,456
Sale of equity securities	—	492
Purchase of debt securities	(9,969)	(3,521)
Net cash used by investing activities of continuing operations	(5,068)	(2,944)
Net cash provided (used) by investing activities of discontinued operations	946	(19)
Net cash used by investing activities	(4,122)	(2,963)
<b>Financing activities:</b>		
Stock for tax withholding	—	(15)
Dividends paid	(1,408)	(1,941)
Proceeds from exercised options	—	32
Principal payments on long-term debt	(45)	(43)
Net cash used by financing activities of continuing operations	(1,453)	(1,967)
Net cash used by financing activities of discontinued operations	—	—
Net cash used by financing activities	(1,453)	(1,967)
Effect of exchange rate changes on cash	(65)	(177)
Change in cash and cash equivalents	2,077	(4,818)
Cash and cash equivalents at beginning of period	1,177	8,229
Cash and cash equivalents at end of period	\$ 3,254	\$ 3,411
<b>Non-Cash investing and financing activities:</b>		
Cash paid for interest	52	53

See accompanying notes to the condensed consolidated financial statements.

**AUTOSCOPE TECHNOLOGIES CORPORATION**  
**Condensed Consolidated Statements of Shareholders' Equity**  
(in thousands, except share data)

**Three-Month Period Ended September 30, 2022**

	<b>Shares Issued</b>	<b>Common Stock</b>	<b>Additional Paid-In Capital</b>	<b>Accumulated Other Comprehensive Loss</b>	<b>Accumulated Deficit</b>	<b>Total</b>
Balance, June 30, 2022 (unaudited)	5,398,887	\$ 54	\$ 25,452	\$ (543)	\$ (6,338)	\$ 18,625
Stock-based compensation	8,820	—	61	—	—	61
Dividends declared	—	—	—	—	(650)	(650)
Comprehensive income:						
Unrealized gain on available for sale debt securities, net of tax	—	—	—	(17)	—	(17)
Foreign currency translation adjustment	—	—	—	(4)	—	(4)
Net income	—	—	—	—	644	644
Balance, September 30, 2022 (unaudited)	5,407,707	\$ 54	\$ 25,513	\$ (564)	\$ (6,344)	\$ 18,659

**Three-Month Period Ended September 30, 2023**

	<b>Shares Issued</b>	<b>Common Stock</b>	<b>Additional Paid-In Capital</b>	<b>Accumulated Other Comprehensive Loss</b>	<b>Accumulated Deficit</b>	<b>Total</b>
Balance, June 30, 2023 (unaudited)	5,432,082	\$ 55	\$ 25,667	\$ (527)	\$ (5,964)	\$ 19,231
Stock-based compensation	6,195	—	51	—	—	51
Dividends declared	—	—	—	—	(707)	(707)
Comprehensive income:						
Unrealized gain on available for sale debt securities, net of tax	—	—	—	7	—	7
Foreign currency translation adjustment	—	—	—	(9)	—	(9)
Net income	—	—	—	—	3,547	3,547
Balance, September 30, 2023 (unaudited)	5,438,277	\$ 55	\$ 25,718	\$ (529)	\$ (3,124)	\$ 22,120

*See accompanying notes to the condensed consolidated financial statements*

**Nine-Month Period Ended September 30, 2022**

	<b>Shares Issued</b>	<b>Common Stock</b>	<b>Additional Paid-In Capital</b>	<b>Accumulated Other Comprehensive Loss</b>	<b>Accumulated Deficit</b>	<b>Total</b>
Balance, December 31, 2021	5,378,857	\$ 54	\$ 25,167	\$ (288)	\$ (5,139)	\$ 19,794
Stock-based compensation	24,120	—	329	—	—	329
Stock options exercised	7,000	—	32	—	—	32
Stock for tax withholding	(2,270)	—	(15)	—	—	(15)
Dividends declared	—	—	—	—	(1,941)	(1,941)
Transfers of investments from held-to-maturity to available-for-sale classification	—	—	—	(62)	—	(62)
Comprehensive income:						
Unrealized gain on available for sale debt securities, net of tax	—	—	—	(17)	—	(17)
Foreign currency translation adjustment	—	—	—	(197)	—	(197)
Net income	—	—	—	—	736	736
Balance, September 30, 2022 (unaudited)	<u>5,407,707</u>	<u>\$ 54</u>	<u>\$ 25,513</u>	<u>\$ (564)</u>	<u>\$ (6,344)</u>	<u>\$ 18,659</u>

**Nine-Month Period Ended September 30, 2023**

	<b>Shares Issued</b>	<b>Common Stock</b>	<b>Additional Paid-In Capital</b>	<b>Accumulated Other Comprehensive Loss</b>	<b>Accumulated Deficit</b>	<b>Total</b>
Balance, December 31, 2022	5,415,192	\$ 54	\$ 25,566	\$ (478)	\$ (6,525)	\$ 18,617
Stock-based compensation	23,085	1	152	—	—	153
Dividends declared	—	—	—	—	(2,115)	(2,115)
Comprehensive income:						
Unrealized gain on available for sale debt securities, net of tax	—	—	—	17	—	17
Foreign currency translation adjustment	—	—	—	(68)	—	(68)
Net income	—	—	—	—	5,516	5,516
Balance, September 30, 2023 (unaudited)	<u>5,438,277</u>	<u>\$ 55</u>	<u>\$ 25,718</u>	<u>\$ (529)</u>	<u>\$ (3,124)</u>	<u>\$ 22,120</u>

*See accompanying notes to the condensed consolidated financial statements*

**AUTOSCOPE TECHNOLOGIES CORPORATION**  
**Notes to Condensed Consolidated Financial Statements**  
**(Unaudited)**  
**September 30, 2023**

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

On July 21, 2021, a holding company reorganization was completed (the "Reorganization") in which Image Sensing Systems, Inc. ("ISNS") became a wholly-owned subsidiary of the new parent company named "Autoscope Technologies Corporation" ("Autoscope"), which became the successor issuer to ISNS. As a result of the Reorganization, Autoscope replaced ISNS as the public company trading on the Nasdaq Stock Market ("Nasdaq") under the ticker symbol "AATC," and outstanding shares of ISNS's common stock automatically converted into shares of common stock of Autoscope. As used in these Condensed Consolidated Financial Statements, the "Company", "we", "us" and "our" or its management or business at any time before the effective date of the Reorganization refer to those of ISNS as the predecessor company and its wholly-owned subsidiaries and thereafter to Autoscope and its wholly-owned subsidiaries, except as otherwise specified or to the extent the context otherwise indicates.

On December 21, 2022, the Company notified Nasdaq of its intention to file a "Form 25 - Notification of Removal from Listing and/or Registration under Section 12(b) of the Securities Exchange Act of 1934" with the Securities and Exchange Commission (the "SEC") on or about December 30, 2022. The purpose of the Form 25 filing was to effect the delisting from Nasdaq of the Company's outstanding common stock, par value \$0.01 per share (the "Common Stock"), and the deregistration of the Common Stock under Section 12(b) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act").

Upon the effectiveness of the Form 25 filing, the Company filed a Form 15 on January 17, 2023 with the SEC to suspend the Company's duty to file reports under Sections 13(a) and 15(d) of the Exchange Act and to deregister its Common Stock under Section 12(b) of the Exchange Act. The deregistration under Section 12(g) of the Exchange Act was effective on April 17, 2023, 90 days after filing the Form 15, at which time the Company's other filing requirements under Section 13(a) of the Exchange Act terminated.

On February 10, 2023, the Company was admitted and was qualified to trade on the OTCQC Best Market, under the symbol "AATC".

On August 25, 2023, ISNS entered into an Asset Agreement to sell all of the assets related to its RTMS radar detection product line to Sensys Networks, Inc. As a result, the activities of the ISNS RTMS radar detection product line that have been historically reported in the Highway segment have been reported as discontinued operations. See "Note 14 - Discontinued Operations" in these Notes to the Condensed Consolidated Financial Statements for additional information regarding the Company's discontinued operations, including revenues and operating earnings. The Company's financial statements reflect continuing operations, unless otherwise noted.

The Company develops and markets video products for use in applications such as intersection control, highway, bridge and tunnel traffic management and traffic data collection. We sell our products primarily to distributors and also receive royalties under a license agreement with a manufacturer/distributor for certain of our products. Our products are used primarily by governmental entities.

**CONSOLIDATION**

The Condensed Consolidated Financial Statements include the accounts of Autoscope and its wholly-owned subsidiary ISNS and ISNS's following wholly-owned subsidiaries: Image Sensing Systems HK Limited (ISS HK) in Hong Kong; Image Sensing Systems (Shenzhen) Limited (ISS WOFE) in China; Image Sensing Systems Spain SLU (ISS Spain) in Spain; ISS Image Sensing Systems Canada Limited (ISS Canada) in Canada; and Autoscope Technologies India Private Limited (Autoscope India) in India. All significant inter-company transactions and balances have been eliminated.

***Cash Dividend***

On May 19, 2023, the Board of Directors of the Company approved a cash dividend of \$0.26 per share to shareholders of record on the close of business on May 30, 2023, which was paid to shareholders on June 6, 2023. This payment included a dividend of \$0.13 per share for the 2023 first quarter dividend, which was delayed by the late filing of the Company's 2022 Annual Report, including its audited financial statements, as well as \$0.13 per share for the second quarter dividend.

On September 21, 2023, the Board of Directors of the Company approved a cash dividend of \$0.13 per share to shareholders of record on the close of business on October 2, 2023, which was paid to shareholders on October 9, 2023.

***Summary of Significant Accounting Policies***

The Company believes that of its significant accounting policies, the following are particularly important to the portrayal of the Company's results of operations and financial position and may require the application of a higher level of judgment by the Company's management and, as a result, are subject to an inherent degree of uncertainty.

### Revenue Recognition

We recognize revenue when control of the promised goods or services is transferred to customers in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

We determine revenue recognition through the following steps:

- Identification of a contract, or contracts, with a customer;
- Identification of performance obligations in the contract or contracts;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, we satisfy a performance obligation.

Revenue disaggregated by revenue source for the three and nine months ended September 30, 2023 and 2022 consists of the following (in thousands); revenue excludes sales and usage-based taxes when or if it has been determined that we are acting as a pass-through agent:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Royalties	\$ 3,792	\$ 2,607	\$ 10,459	\$ 5,812
Product sales	—	64	71	334
Total revenue	\$ 3,792	\$ 2,671	\$ 10,530	\$ 6,146

### Product Sales:

Product revenue is generated from the direct sales of our Autoscope video systems in Europe and Asia. Revenue is recognized when control of the promised goods or services is transferred to our customers in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

Certain product sales may contain multiple performance obligations for revenue recognition purposes. Multiple performance obligations may include the hardware, software, installation services, training, support, and extended warranties. In arrangements where we have multiple performance obligations, the transaction price is allocated to each performance obligation using the relative stand-alone selling price. We generally determine stand-alone selling prices based on the observable stand-alone prices charged to customers. For performance obligations without observable stand-alone prices charged to customers, we evaluate the adjusted market assessment approach and the expected cost plus margin approach to estimate the stand-alone selling prices.

Revenue for services such as maintenance, repair, and technical support is recognized either as the service is performed or ratably over the defined contractual period for service maintenance contracts. From time to time our payment terms may vary by the type and location of our customer and the products or services offered. Revenue for extended warranties is deferred until the coverage period and then recognized ratably over the extended warranty term.

We record deferred revenues when cash payments are received or due in advance of our performance, including amounts which are refundable. The term between invoicing and when payment is due is not significant. For certain products or services and customer types, we require payment before the products or services are delivered to the customer.

We record provisions against sales revenue for estimated returns and allowances in the period when the related revenue is recorded based on historical sales returns and changes in end user demand.

### Royalties:

Econolite Control Products, Inc. (“Econolite”) is our licensee that sells our Autoscope video system products in the United States, Mexico, Canada and the Caribbean. The royalty of approximately 50% of the gross profit on licensed products is recognized when the products are shipped or delivered by Econolite to its customers.

#### Practical Expedients and Exemptions:

We generally expense sales commissions when incurred because the amortization periods would have been one year or less. These costs are recorded within sales, marketing, and product support expense.

We do not disclose the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less and (ii) contracts for which we recognize revenue at the amount to which we have the right to invoice for services performed.

#### *Inventories*

Inventories are primarily electronic components and finished goods and are valued at the lower of cost or net realizable value determined under the first-in, first-out accounting method.

#### *Income Taxes*

We record a tax provision for the anticipated tax consequences of the reported results of operations. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those deferred tax assets and liabilities are expected to be realized or settled. We record a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized. We believe it is more likely than not that forecasted income, including income that may be generated as a result of certain tax planning strategies, together with the tax effects of the deferred tax liabilities, will be sufficient to fully recover the remaining net realizable value of deferred tax assets. If all or part of the net deferred tax assets are determined not to be realizable in the future, an adjustment to the valuation allowance would be charged to earnings in the period such determination is made. In addition, the calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of complex tax laws. Resolution of these uncertainties in a manner inconsistent with management's expectations could have a material impact on our financial condition and operating results. We recognize penalties and interest expense related to unrecognized tax benefits in income tax expense.

#### *Intangible Assets*

We capitalize certain software development costs related to software to be sold, leased, or otherwise marketed. Capitalized software development costs include purchased materials, services, internal labor and other costs associated with the development of new products and services. Software development costs are expensed as incurred until technological feasibility has been established, at which time future costs incurred are capitalized until the product is available for general release to the public. Based on our product development process, technological feasibility is generally established once product and detailed program designs have been completed, uncertainties related to high-risk development issues have been resolved through coding and testing, and we have established that the necessary skills, hardware, and software technology are available for production of the product. Once a software product is available for general release to the public, capitalized development costs associated with that product will begin to be amortized to cost of sales over the product's estimated economic selling life using the greater of straight-line or a method that results in cost recognition in future periods that is consistent with the anticipated timing of product revenue recognition.

Capitalized software development costs are subject to an ongoing assessment of recoverability, which is impacted by estimates and assumptions of future revenues and expenses for these software products, as well as other factors such as changes in product technologies. Any portion of unamortized capitalized software development costs that are determined to be in excess of net realizable value have been expensed in the period in which such a determination is made. We did not capitalize any software development costs during the quarters ended September 30, 2023 and 2022. We did not capitalize any software development costs during the nine-month period ended September 30, 2023. Subsequent to reaching technological feasibility for certain software products, we capitalized \$534,000 of software development costs during the nine-month period ended September 30, 2022.

Intangible assets with finite lives are amortized on a straight-line basis over the expected period to be benefited by future cash flows and reviewed for impairment. At both September 30, 2023 and 2022, we determined there was no impairment of intangible assets. At both September 30, 2023 and 2022, there were no indefinite-lived intangible assets.

### *Investments in Debt Securities*

We classify investments in debt securities on the acquisition date and at each balance sheet date. At December 31, 2022 and September 30, 2023, all of our investments in debt securities were classified as available-for-sale.

### *Investments in Equity Securities*

We carry all investments in equity securities at fair value and record the subsequent changes in values in the Condensed Consolidated Statement of Operations as a component of investment income or loss.

## **2. New Accounting Standards Adopted**

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13")." The amendments adopted in ASU 2016-13, among other things, require the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Organizations will now use forward-looking information to better inform their credit loss estimates. Many of the loss estimation techniques applied today will still be permitted, although the inputs to those techniques will change to reflect the full amount of expected credit losses. In addition, ASU 2016-13 amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. The FASB has issued multiple updates to ASU 2016-13 as codified in Topic 326, including ASU Nos 2019-04, 2019-05, 2019-10, 2019-11, 2020-02, and 2020-03. These ASUs have provided for various minor technical corrections and improvements to the codification as well as other transition matters. Smaller reporting companies who file with the SEC and all other entities who do not file with the SEC are required to apply the guidance for fiscal years, and interim periods within those years, beginning after December 15, 2022. We adopted the standard as of January 1, 2023 for the fiscal year ending December 31, 2023. The impact of adopting this standard was assessed on accounts receivable and debt securities as of January 1, 2023 and September 30, 2023 and was determined to be not material.

## **3. Fair Value Measurements**

The guidance for fair value measurements establishes the authoritative definition of fair value, sets out a framework for measuring fair value and outlines the required disclosures regarding fair value measurements. Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. We use a three-tier fair value hierarchy based upon observable and non-observable inputs as follows:

- Level 1: observable inputs such as quoted prices in active markets;
- Level 2: inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3: unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

### *Assets and Liabilities that are Measured at Fair Value on a Recurring Basis*

The fair value hierarchy requires the use of observable market data when available. In instances in which the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. Our assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability.

### *Financial Instruments not Measured at Fair Value*

Certain of our financial instruments are not measured at fair value and are recorded at carrying amounts approximating fair value, based on their short-term nature or variable interest rate. These financial instruments include cash and cash equivalents, accounts receivable, accounts payable and other current financial assets and liabilities.

#### 4. Investments in available-for-sale debt securities

Investments in available-for-sale debt securities are summarized by type below (in thousands).

	<b>September 30, 2023</b>			
	<b>Amortized Cost</b>	<b>Unrealized Gains</b>	<b>Unrealized Losses</b>	<b>Fair Value<sup>(1)</sup></b>
U.S. government	\$ 8,200	\$ —	\$ —	\$ 8,200
Corporate and other taxable bonds	791	—	(22)	769
Other	100	—	(4)	96
	<u>\$ 9,091</u>	<u>\$ —</u>	<u>\$ (26)</u>	<u>\$ 9,065</u>

	<b>December 31, 2022</b>			
	<b>Amortized Cost</b>	<b>Unrealized Gains</b>	<b>Unrealized Losses</b>	<b>Fair Value<sup>(1)</sup></b>
U.S. government	\$ 2,182	\$ —	\$ (8)	\$ 2,174
Corporate and other taxable bonds	1,211	—	(25)	1,186
Other	635	—	(48)	587
	<u>\$ 4,028</u>	<u>\$ —</u>	<u>\$ (81)</u>	<u>\$ 3,947</u>

The amortized cost and estimated fair value of available-for-sale debt securities at September 30, 2023 are summarized below by contractual maturity dates (in thousands).

	<b>September 30, 2023</b>			
	<b>Due in one year or less</b>	<b>Due after one year through five years</b>	<b>Mortgage- backed securities</b>	<b>Total</b>
Amortized cost	\$ 8,991	\$ 100	\$ —	\$ 9,091
Fair value <sup>(1)</sup>	\$ 8,969	\$ 96	\$ —	\$ 9,065

	<b>December 31, 2022</b>			
	<b>Due in one year or less</b>	<b>Due after one year through five years</b>	<b>Mortgage- backed securities</b>	<b>Total</b>
Amortized cost	\$ 2,912	\$ 1,116	\$ —	\$ 4,028
Fair value <sup>(1)</sup>	\$ 2,893	\$ 1,054	\$ —	\$ 3,947

(1) The fair value of the Company's available-for-sale debt securities are determined based upon inputs, other than the quoted prices in active markets, that are observable either directly or indirectly and are classified as level 2 fair value measurements.

The following table shows the gross unrealized holding losses and fair value of our available-for-sale securities with unrealized holding losses, summarized by type of securities and length of time that individual securities had been in a continuous loss position deemed to be temporary (in thousands).

<b>September 30, 2023</b>						
<b>Less than 12 months</b>		<b>12 months or more</b>		<b>Total</b>		
<b>Fair value<sup>(1)</sup></b>	<b>Gross unrealized losses</b>	<b>Fair value<sup>(1)</sup></b>	<b>Gross unrealized losses</b>	<b>Fair value<sup>(1)</sup></b>	<b>Gross unrealized losses</b>	
U.S. government	\$ 8,200	\$ —	\$ —	\$ 8,200	\$ —	
Corporate and other taxable bonds	769	(22)	—	769	(22)	
Other	—	—	96	96	(4)	
	<u>\$ 8,969</u>	<u>\$ (22)</u>	<u>\$ 96</u>	<u>\$ 9,065</u>	<u>\$ (26)</u>	

  

<b>December 31, 2022</b>						
<b>Less than 12 months</b>		<b>12 months or more</b>		<b>Total</b>		
<b>Fair value<sup>(1)</sup></b>	<b>Gross unrealized losses</b>	<b>Fair value<sup>(1)</sup></b>	<b>Gross unrealized losses</b>	<b>Fair value<sup>(1)</sup></b>	<b>Gross unrealized losses</b>	
U.S. government	\$ 2,174	\$ (8)	\$ —	\$ 2,174	\$ (8)	
Corporate and other taxable bonds	1,186	(25)	—	1,186	(25)	
Other	587	(48)	—	587	(48)	
	<u>\$ 3,947</u>	<u>\$ (81)</u>	<u>\$ —</u>	<u>\$ 3,947</u>	<u>\$ (81)</u>	

We did not consider any of our available-for-sale securities to be impaired as of September 30, 2023. When evaluating for impairment we assess indicators that include, but are not limited to, financial performance, changes in underlying credit ratings, market conditions and offers to purchase or sell.

## 5. Investments in equity securities

Investments in equity securities are summarized based on the primary industry of the investee in the table below (in thousands).

	<b>September 30, 2023</b>		
	<b>Cost Basis</b>	<b>Net Unrealized Gains (Losses)</b>	<b>Fair Value<sup>(1)</sup></b>
Banks and finance	\$ 250	\$ (3)	\$ 247
	<u>\$ 250</u>	<u>\$ (3)</u>	<u>\$ 247</u>
	<b>December 31, 2022</b>		
	<b>Cost Basis</b>	<b>Net Unrealized Gains (Losses)</b>	<b>Fair Value<sup>(1)</sup></b>
Banks and finance	\$ 250	\$ (5)	\$ 245
	<u>\$ 250</u>	<u>\$ (5)</u>	<u>\$ 245</u>

(1) The fair value of the Company's equity investments are determined based on readily available market data and are classified as level 1 fair value measurements.

## 6. Inventories

Inventories consisted of the following (in thousands):

	<b>September 30, 2023</b>	<b>December 31, 2022</b>
Finished goods	\$ 1,705	\$ 916
Components	23	60
Total	<u>\$ 1,728</u>	<u>\$ 976</u>

## 7. Intangible Assets

Intangible assets consisted of the following (dollars in thousands):

	September 30, 2023			Weighted Average Useful Life (in Years)
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value	
Wrong Way development costs	\$ 228	\$ (228)	\$ —	—
Vision development costs	3,107	(2,686)	421	3.0
IntelliSight development costs	840	(134)	706	5.0
Total	<u>\$ 4,175</u>	<u>\$ (3,048)</u>	<u>\$ 1,127</u>	

  

	December 31, 2022			Weighted Average Useful Life (in Years)
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value	
Wrong Way development costs	\$ 228	\$ (228)	\$ —	—
Vision development costs	3,107	(2,371)	736	3.9
IntelliSight development costs	840	(55)	785	4.1
Total	<u>\$ 4,175</u>	<u>\$ (2,654)</u>	<u>\$ 1,521</u>	

## 8. Warranties

We generally provide a three- to five-year warranty on product sales. Reserves to honor warranty claims are estimated and recorded at the time of sale based on historical claim information and are analyzed and adjusted periodically based on actual claim trends.

Warranty liability and related activity consisted of the following (in thousands):

	Nine-Month Periods Ended September 30,	
	2023	2022
Beginning balance	\$ 40	\$ 40
Warranty provisions	—	—
Warranty claims	—	—
Adjustments to preexisting warranties	—	—
Currency	—	—
Ending balance	<u>\$ 40</u>	<u>\$ 40</u>

## 9. Stock-Based Compensation

We compensate officers, directors, key employees and consultants with stock-based compensation under the Autoscope Technologies Corporation 2022 Stock Option and Incentive Plan (the "2022 Plan") and the Image Sensing Systems, Inc. 2014 Stock Option and Incentive Plan (the "2014 Plan"), which was approved by our shareholders and are administered under the supervision of our Board of Directors. The Image Sensing Systems, Inc. 2005 Stock Incentive Plan (the "2005 Plan") expired in 2015, although there are options to purchase 15,000 shares outstanding under the 2005 Plan that were issued before the 2005 Plan expired. The 2014 Plan, the 2005 Plan, and awards granted under the 2014 Plan and 2005 Plan were assumed by Autoscope in the Reorganization. There have been no issuances of stock options or other stock awards under the 2022 Plan. Generally, stock option awards are granted at exercise prices equal to the closing price of our stock on the day before the date of grant. Generally, options vest ratably over periods of three to five years from the dates of the grant, beginning one year from the date of grant, and have a contractual term of nine to 10 years.

Compensation expense, net of estimated forfeitures, is recognized ratably over the vesting period. Stock-based compensation expense included in general and administrative expense for the three-month periods ended September 30, 2023 and 2022 was \$51,000 and \$61,000, respectively. Stock-based compensation expense included in general and administrative expense for the nine-month periods ended September 30, 2023 and 2022 was \$152,000 and \$329,000, respectively. At September 30, 2023, 570,084 shares were available for grant under the 2014 and 2022 Plans.

### Stock Options

A summary of the stock option activity for the first nine months of 2023 is as follows:

	Number of Shares	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Options outstanding at December 31, 2022	128,000	\$ 6.74	8.94	\$ —
Granted	—	\$ —	—	\$ —
Exercised	—	\$ —	—	\$ —
Expired	—	\$ —	—	\$ —
Forfeited	—	\$ —	—	\$ —
	<u>128,000</u>	<u>\$ 6.74</u>	<u>8.19</u>	<u>\$ 8,990</u>
Options outstanding at September 30, 2023	<u>128,000</u>	\$ 6.74	8.19	\$ 8,990
Options exercisable at September 30, 2023	<u>78,000</u>	\$ 6.77	8.04	\$ 5,190

No stock options were granted, exercised, expired or forfeited during the nine-month period ended September 30, 2023, and options to purchase 7,000 shares were exercised and 2,000 shares were forfeited during the nine-month period ended September 30, 2022. During the nine-month periods ended September 30, 2023 and 2022, we recognized \$40,000 and \$163,000, respectively, in stock-based compensation expense related to stock options. As of September 30, 2023, there was \$86,000 of unrecognized compensation cost related to non-vested stock options.

## Restricted Stock Awards and Stock Awards

Restricted stock awards are granted under the 2014 Plan at the discretion of the Compensation Committee of our Board of Directors. We issue restricted stock awards to executive officers and key consultants. These awards may contain certain performance conditions or time-based vesting criteria. The restricted stock awards granted to executive officers vest if the various performance or time-based metrics are met. Stock-based compensation is recognized for the number of awards expected to vest at the end of the period and is expensed beginning on the grant date through the end of the vesting period. At the time of vesting of the restricted stock awards, the recipients of common stock may request to receive a net of the number of shares required for employee withholding taxes, which can be withheld up to the relevant jurisdiction's maximum statutory rate. Compensation expense related to any stock awards issued to employees is determined on the grant date based on the publicly-quoted fair market value of our common stock and is charged to earnings on the grant date.

We also grant stock awards as a portion of the annual retainer for each director on a quarterly basis. On May 3, 2023, the form of Restricted Stock Unit Agreement (the "RSU Agreement") was approved by the Compensation Committee for grants of stock awards to directors consisting of restricted stock units. The RSU Agreement provides that restricted stock units valued at \$30,000 were granted to each member of the Board of Directors in May 2023. The number of shares to be awarded and vested each quarter is determined by the closing price of one share of common stock on the trading day immediately before the vesting date. Of the restricted stock units awarded in 2023, shares subject to the restricted stock units with a value of \$15,000 per director vested on June 30, 2023, and shares subject to restricted stock units with a value of \$7,500 per director vested on September 15, 2023. The remaining shares with a value of \$7,500 per director will vest the fourth quarter of 2023 if the director is then a director of the Company. Compensation expense relating to the stock awards is determined on the grant date based on the publicly-quoted fair market value of our common stock and is charged to earnings on the grant date.

The following table summarizes restricted stock award activity for the first nine months of 2023:

	<b>Number of Shares</b>	<b>Weighted Average Grant Date Fair Value</b>
Awards outstanding December 31, 2022	5,043	\$ 6.61
Granted	23,085	4.87
Vested	(25,607)	5.04
Forfeited	—	—
Awards outstanding at September 30, 2023	<u>2,521</u>	<u>\$ 6.61</u>

As of September 30, 2023, the total stock-based compensation expense related to non-vested awards not yet recognized was \$10,000, which is expected to be recognized over a weighted average period of less than 1 year. During the nine-month periods ended September 30, 2023 and September 30, 2022, we recognized \$112,000 and \$166,000, respectively, of stock-based compensation expense related to restricted stock awards.

## 10. Income per Common Share

Net income per share is computed by dividing net income (loss) by the daily weighted average number of common shares outstanding during the applicable periods. Diluted net income (loss) per share includes the potentially dilutive effect of common shares subject to outstanding stock options and restricted stock awards using the treasury stock method. Under the treasury stock method, shares subject to certain outstanding stock options and restricted stock awards have been excluded from the calculation of the diluted weighted average shares outstanding because the exercise of those options or the vesting of those restricted stock awards would lead to a net reduction in common shares outstanding. As a result, stock options and restricted stock awards to acquire 125,000 and 2,000 weighted common shares have been excluded from the diluted weighted shares outstanding for the three-month periods ended September 30, 2023 and 2022, respectively, and 125,000 and 2,000 weighted common shares have been excluded from the diluted weighted shares outstanding for the nine-month periods ended September 30, 2023 and 2022, respectively.

A reconciliation of net income per share is as follows (in thousands, except per share data):

	Three-Month Periods Ended September 30,		Nine-Month Periods Ended September 30,	
	2023	2022	2023	2022
Numerator:				
Net income	\$ 3,547	\$ 644	\$ 5,516	\$ 736
Denominator:				
Weighted average common shares outstanding	5,431	5,391	5,418	5,378
Dilutive potential common shares	1	4	1	9
Shares used in diluted net income per common share calculations	5,432	5,395	5,419	5,387
Basic net income per common share	\$ 0.65	\$ 0.12	\$ 1.02	\$ 0.14
Diluted net income per common share	\$ 0.65	\$ 0.12	\$ 1.02	\$ 0.14

## 11. Segment Information

The Company's Chief Executive Officer and management regularly review financial information for the Company's discrete operating segments. Based on similarities in the economic characteristics, nature of products and services, production processes, type or class of customer served, the method of distribution, and regulatory environments, the operating segments have been aggregated for financial statement purposes and categorized into two reportable segments: Intersection and Highway.

Autoscope video is our machine-vision product line, and revenue consists of royalties (all of which are received from Econolite), as well as a portion of international product sales. Video products are normally sold in the Intersection segment. RTMS was our radar product line, and revenue consisted of international and North American product sales. Radar products were normally sold in the Highway segment. All segment revenues were derived from external customers.

On August 31, 2023, ISNS closed on the sale of its RTMS radar detection product line to Sensys Networks, Inc. under the terms of the Asset Purchase Agreement dated as of August 25, 2023 with Sensys Networks, Inc. As a result of the asset sale, the operations of the RTMS radar detection product line, which were previously reported as part of the Highway operating segment, are reported as discontinued operations in the Condensed Consolidated Statement of Operations, Condensed Consolidated Balance Sheet and Condensed Consolidated Statement of Cash Flows for all periods presented in this Quarterly Report. See "Note 14. Discontinued Operations" in these Notes to the Condensed Consolidated Financial Statements.

Operating expenses and total assets are not allocated to the segments for internal reporting purposes. Due to the changes in how we manage our business, we may reevaluate our segment definitions in the future.

The following tables set forth selected unaudited financial information for each of our reportable segments (in thousands):

	Three Months Ended September 30,					
	Intersection		Highway		Total	
	2023	2022	2023	2022	2023	2022
Revenue	\$ 3,792	\$ 2,659	\$ —	\$ 12	\$ 3,792	\$ 2,671
Gross profit	3,659	2,460	—	12	3,659	2,472
Amortization of intangible assets	131	131	—	—	131	131
Intangible assets	1,127	1,652	—	—	1,127	1,652
	Nine Months Ended September 30,					
	Intersection		Highway		Total	
	2023	2022	2023	2022	2023	2022
Revenue	\$ 10,530	\$ 6,098	\$ —	\$ 48	\$ 10,530	\$ 6,146
Gross profit	9,988	5,537	—	36	9,988	5,573
Amortization of intangible assets	394	344	—	—	394	344
Intangible assets	1,127	1,652	—	—	1,127	1,652

## 12. Start up, Restructuring and Exit Activities

In the third quarter of 2016, in order to streamline our operating and cost structure, we initiated the closure of our wholly-owned subsidiaries, Image Sensing Systems HK Limited (ISS HK) in Hong Kong and Image Sensing Systems (Shenzhen) Limited (ISS WOFE) in China. During 2020, we initiated the closure of Image Sensing Systems EMEA Limited (ISS UK) and Image Sensing Systems Holdings Limited (ISS Holdings). At September 30, 2021, Image Sensing Systems (Shenzhen) Limited was fully closed. We incurred \$13,000 and \$10,000 for these entities' closure costs in the nine-month periods ended September 30, 2023 and September 30, 2022, respectively.

## 13. Long-term Debt

### *Real Property Bank Loan*

On December 10, 2021, ISNS entered into a Business Loan Agreement (the "Loan Agreement") with Coulee Bank (the "Bank") and issued a promissory note to the Bank (the "Note") in the original principal amount of \$1,742,500 to finance the purchase of the Company's headquarters in Minnesota located at 1115 Hennepin Avenue, Minneapolis, Minnesota (the "Real Property") and certain related personal property from TJ&Z Family Limited Partnership ("TJ&Z").

The Note has a term of five years and bears interest at the fixed annual rate of 3.950% unless ISNS defaults under the terms of the Note, in which case a higher interest rate will go into effect calculated as provided in the Note. The Note is payable in 59 consecutive monthly payments of principal and interest of \$10,566, with the first payment due on January 10, 2022 and one final payment consisting of the balance of the entire remaining principal amount together with all accrued and unpaid interest, estimated at \$1,438,256, due and payable on December 10, 2026. There is no prepayment penalty unless ISNS finances the Note with another lender, in which case ISNS would be obligated to pay a prepayment penalty to the Bank equal to 1% of the unpaid principal.

Upon the occurrence of an event of default under the Loan Agreement, all indebtedness of ISNS to the Bank immediately will become due and payable, all without notice of any kind to ISNS, except that in the case of an event of default of the type described in the "Insolvency" subsection of the Loan Agreement, such acceleration will be automatic and not optional.

Under the Mortgage granted by ISNS to the Bank (the "Mortgage") dated as of December 10, 2021, ISNS mortgaged and conveyed to the Bank, with power of sale, all of ISNS's right, title, and interest in and to the Real Property, together with all existing or subsequently erected or affixed buildings and all improvements and fixtures; and all easements, rights of way, and appurtenances. The events of default under the Mortgage are similar to those under the Loan Agreement and the Note and are in addition to those under the Loan Agreement and the Note.

As provided in the Assignment of Rents between ISNS and the Bank (the "Assignment") dated as of December 10, 2021, ISNS granted to the Bank a continuing security interest in, and conveyed to the Bank, all of ISNS's right, title, and interest in and to the rents from the Real Property. The Assignment provides that unless and until the Bank exercises its right to collect the rents as provided in the Assignment and so long as there is no default under the Assignment, ISNS may remain in possession and control of and operate and manage the Real Property and collect the rents. The events of default under the Assignment are similar to those under the Loan Agreement, the Note, and the Mortgage and are in addition to those under the Loan Agreement, the Note, and the Mortgage. Other than the lease for the billboards on the Real Property, which TJ&Z assigned to ISNS, there are currently no tenants in the Real Property and no leases or other similar agreements with prospective tenants contemplated.

Upon a default, the Bank will have all the rights and remedies provided in the Loan Agreement, the Note, the Mortgage, and the Assignment or available at law, in equity, or otherwise.

In connection with the Note, the Company incurred and capitalized approximately \$13,000 of debt issuance costs which will be amortized as additional interest expense over the life of the loan and are presented as a reduction to the long-term debt balance.

#### *Long-term Debt Maturities*

Maturities of long-term debt, excluding deferred debt issuance costs, for the next five fiscal years are as follows (dollars in thousands):

	<b>Long-term Debt Maturities</b>
2023	\$ 7
2024	63
2025	65
2026	1,496
Total Long-term Debt Maturities	<u>\$ 1,631</u>

#### **14. Discontinued Operations**

On August 25, 2023, ISNS entered into an agreement (the "Asset Purchase Agreement") to sell all of the assets related to its RTMS radar detection product line to Sensys Networks, Inc. a Delaware corporation ("Sensys Networks") and a U.S. subsidiary of TagMaster AB. Accounts receivables, account payable and certain accrued expenses related to the RTMS product line were not included as part of the sale and were retained by ISNS. On August 31, 2023, ISNS closed on the sale of its RTMS radar detection product line to Sensys Networks under the terms of the Asset Purchase Agreement. Pursuant to the Asset Purchase Agreement, on the closing date, Sensys Networks paid ISNS \$4,781,500 of cash consideration (substantially, the "Purchase Price"). The Purchase Price is subject to certain customary post-closing adjustments that are expected to be immaterial and completed during the fourth quarter of 2023. As a result of the asset sale, the operations of the RTMS radar detection product line are reported as discontinued operations in the Condensed Consolidated Statement of Operations, Condensed Consolidated Balance Sheet and Condensed Consolidated Statement of Cash Flows for all periods presented in this Quarterly Report, in accordance with Accounting Standards Codification (ASC) 205-20, "Presentation of Financial Statements - Discontinued Operations". Costs associated with the discontinued operations are costs directly relating to the RTMS business and its sale and does not include any allocation of general corporate overhead, per ASC 205-20. All corporate overhead expenses remain in continuing operations.

The following table discloses the results of operations of the RTMS radar detection product line as discontinued operations for the three and nine months ended September 30, 2023, and 2022, respectively:

	<b>Three-Month Period Ended September 30,</b>		<b>Nine-Month Period Ended September 30,</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
Total revenue	\$ 387	\$ 484	\$ 1,475	\$ 2,580
Cost of sales	(238)	(357)	(1,051)	(1,421)
Operating expenses	(88)	(90)	(299)	(284)
Gain on disposal of assets	2,591	—	2,591	—
Other income	—	—	—	—
Net income from discontinued operations before tax	<u>2,652</u>	<u>37</u>	<u>2,716</u>	<u>875</u>
Income tax provision	573	7	587	185
Net income from discontinued operations, net of tax	<u>\$ 2,079</u>	<u>\$ 30</u>	<u>\$ 2,129</u>	<u>\$ 690</u>

The following table reflects the summary of assets and liabilities held for sale for the RTMS radar product line as of September 30, 2023 and 2022, respectively:

	<b>September 30, 2023</b>	<b>December 31, 2022</b>
Inventory, net	\$ —	\$ 1,311
Current assets held for sale	<u>—</u>	<u>1,311</u>
Property, plant and equipment, net	—	63
Intangible assets, net	—	1,080
Long term assets held for sale	<u>—</u>	<u>1,143</u>
<b>Total Assets Held for Sale</b>	<u><u>\$ —</u></u>	<u><u>\$ 2,454</u></u>
Warranty reserve	\$ —	\$ 68
Deferred warranty revenue	—	45
<b>Total Liabilities Held for Sale</b>	<u><u>\$ —</u></u>	<u><u>\$ 113</u></u>

The following table summarizes the gain recognized during the three months ended September 30, 2023 related to the sale of the RTMS radar detection product line on August 31, 2023, as described above:

Cash proceeds received from sale of assets	\$ 4,782
Assets and liabilities transferred:	
Property and equipment	44
Inventory	1,220
Capitalized software	904
Warranty liabilities	(120)
Other liabilities	(30)
Net assets transferred	<u>2,018</u>
Gain before taxes and other costs	2,764
Costs associated with the sale of assets	<u>173</u>
Gain on disposal of assets before taxes	2,591
Taxes on sale	560
Gain on disposal, net of tax	<u><u>\$ 2,031</u></u>

## 15. Commitments and Contingencies

### *Litigation*

We are involved from time to time in various legal proceedings arising in the ordinary course of our business, including primarily commercial, product liability, employment and intellectual property claims. In accordance with GAAP, we record a liability in our Consolidated Financial Statements with respect to any of these matters when it is both probable that a liability has been incurred and the amount of the liability can be reasonably estimated. With respect to any currently pending legal proceedings, we have not established an estimated range of reasonably possible additional losses either because we believe that we have valid defenses to claims asserted against us or the proceeding has not advanced to a stage of discovery that would enable us to establish an estimate. We currently do not expect the outcome of these matters to have a material effect on our consolidated results of operations, financial position or cash flows. Litigation, however, is inherently unpredictable, and it is possible that the ultimate outcome of one or more claims asserted against us could adversely impact our results of operations, financial position or cash flows. We expense legal costs as incurred.