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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended **June 30, 2015**

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: **1-08325**

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**MYR GROUP INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**36-3158643**

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

**1701 Golf Road, Suite 3-1012  
Rolling Meadows, IL**

(Address of principal executive offices)

**60008**

(Zip Code)

**(847) 290-1891**

(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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

As of July 24, 2015, there were 21,040,211 outstanding shares of the registrant's \$0.01 par value common stock.

**WEBSITE ACCESS TO COMPANY'S REPORTS**

MYR Group Inc.'s internet website address is [www.myrgroup.com](http://www.myrgroup.com). Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") will be available free of charge through our website as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission ("SEC").

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Throughout this report, references to “MYR Group,” the “Company,” “we,” “us” and “our” refer to MYR Group Inc. and its consolidated subsidiaries, except as otherwise indicated or as the context otherwise requires.

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**MYR GROUP INC.**  
**CONSOLIDATED BALANCE SHEETS**

<b>(In thousands, except share and per share data)</b>	<b>June 30, 2015</b>	<b>December 31, 2014</b>
	(unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 46,884	\$ 77,636
Accounts receivable, net of allowances of \$595 and \$1,179, respectively	176,446	158,101
Costs and estimated earnings in excess of billings on uncompleted contracts	77,709	44,609
Deferred income tax assets	12,006	11,905
Receivable for insurance claims in excess of deductibles	11,472	12,311
Refundable income taxes	4,050	2,059
Other current assets	7,973	6,880
Total current assets	336,540	313,501
Property and equipment, net of accumulated depreciation of \$164,092 and \$147,956, respectively	165,871	148,654
Goodwill	48,918	46,599
Intangible assets, net of accumulated amortization of \$3,394 and \$3,227, respectively	9,698	9,865
Other assets	1,404	1,467
Total assets	<u>\$ 562,431</u>	<u>\$ 520,086</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 90,542	\$ 62,247
Billings in excess of costs and estimated earnings on uncompleted contracts	36,130	38,121
Accrued self insurance	36,474	39,480
Other current liabilities	32,836	31,740
Total current liabilities	195,982	171,588
Deferred income tax liabilities	24,729	24,729
Other liabilities	1,224	1,216
Total liabilities	221,935	197,533
Commitments and contingencies		
Stockholders' equity:		
Preferred stock—\$0.01 par value per share; 4,000,000 authorized shares; none issued and outstanding at June 30, 2015 and December 31, 2014	—	—
Common stock—\$0.01 par value per share; 100,000,000 authorized shares; 21,038,376 and 20,791,623 shares issued and outstanding at June 30, 2015 and December 31, 2014, respectively	208	206
Additional paid-in capital	167,752	151,124
Accumulated other comprehensive income	32	—
Retained earnings	172,504	171,223
Total stockholders' equity	340,496	322,553
Total liabilities and stockholders' equity	<u>\$ 562,431</u>	<u>\$ 520,086</u>

The accompanying notes are an integral part of these consolidated financial statements.

MYR GROUP INC.

UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(In thousands, except per share data)	Three months ended June 30,		Six months ended June 30,	
	2015	2014	2015	2014
Contract revenues	\$ 276,488	\$ 228,877	\$ 520,636	\$ 444,515
Contract costs	244,752	198,349	459,526	386,907
Gross profit	31,736	30,528	61,110	57,608
Selling, general and administrative expenses	18,947	18,110	37,539	34,985
Amortization of intangible assets	84	83	167	167
Gain on sale of property and equipment	(319)	(60)	(1,217)	(71)
Income from operations	13,024	12,395	24,621	22,527
Other income (expense)				
Interest income	8	30	15	33
Interest expense	(187)	(177)	(366)	(355)
Other, net	(31)	108	(89)	162
Income before provision for income taxes	12,814	12,356	24,181	22,367
Income tax expense	4,740	4,615	8,935	8,354
Net income	\$ 8,074	\$ 7,741	\$ 15,246	\$ 14,013
Income per common share:				
—Basic	\$ 0.39	\$ 0.36	\$ 0.73	\$ 0.66
—Diluted	\$ 0.38	\$ 0.36	\$ 0.72	\$ 0.64
Weighted average number of common shares and potential common shares outstanding:				
—Basic	20,760	21,115	20,662	21,108
—Diluted	21,215	21,631	21,135	21,600
Net income	\$ 8,074	\$ 7,741	\$ 15,246	\$ 14,013
Other comprehensive income:				
Foreign currency translation adjustment	(8)	—	19	—
Other comprehensive income (loss)	(8)	—	19	—
Total comprehensive income	\$ 8,066	\$ 7,741	\$ 15,265	\$ 14,013

The accompanying notes are an integral part of these consolidated financial statements.

MYR GROUP INC.

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)	Six months ended June 30,	
	2015	2014
<b>Cash flows from operating activities:</b>		
Net income	\$ 15,246	\$ 14,013
Adjustments to reconcile net income to net cash flows provided by operating activities —		
Depreciation and amortization of property and equipment	18,152	16,103
Amortization of intangible assets	167	167
Stock-based compensation expense	2,716	2,197
Deferred income taxes	(101)	(41)
Gain on sale of property and equipment	(1,217)	(71)
Other non-cash items	89	47
Changes in operating assets and liabilities		
Accounts receivable, net	(7,683)	(3,554)
Costs and estimated earnings in excess of billings on uncompleted contracts	(30,998)	(15,717)
Receivable for insurance claims in excess of deductibles	839	(1,350)
Other assets	(3,053)	206
Accounts payable	20,688	(6,991)
Billings in excess of costs and estimated earnings on uncompleted contracts	(3,481)	448
Accrued self insurance	(2,774)	1,158
Other liabilities	439	(2,318)
Net cash flows provided by operating activities	9,029	4,297
<b>Cash flows from investing activities:</b>		
Proceeds from sale of property and equipment	1,326	182
Cash paid for acquired business	(11,374)	—
Purchases of property and equipment	(29,731)	(25,234)
Net cash flows used in investing activities	(39,779)	(25,052)
<b>Cash flows from financing activities:</b>		
Proceeds from exercise of stock options	1,519	135
Excess tax benefit from stock-based awards	1,620	230
Repurchase of common shares	(3,169)	(1,550)
Other financing activities	28	38
Net cash flows used in financing activities	(2)	(1,147)
Net decrease in cash and cash equivalents	(30,752)	(21,902)
<b>Cash and cash equivalents:</b>		
Beginning of period	77,636	76,454
End of period	\$ 46,884	\$ 54,552

The accompanying notes are an integral part of these consolidated financial statements.

MYR GROUP INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

**1. Organization, Business and Basis of Presentation**

***Organization***

MYR Group Inc. (the “Company”) is a holding company of specialty electrical construction service providers that conducts operations through a number of wholly-owned subsidiaries including: The L. E. Myers Co., a Delaware corporation; Harlan Electric Company, a Michigan corporation; Great Southwestern Construction, Inc., a Colorado corporation; Sturgeon Electric Company, Inc., a Michigan corporation; E.S. Boulos Company, a Delaware corporation; MYR Transmission Services, Inc., a Delaware corporation; MYR Group Construction Canada, Ltd., a British Columbia corporation; MYR Transmission Services Canada, Ltd., a British Columbia corporation; and Northern Transmission Services, Ltd., a British Columbia corporation.

***Business***

The Company performs construction services in two business segments: Transmission and Distribution (“T&D”), and Commercial and Industrial (“C&I”). T&D customers include electric utilities, cooperatives, government-funded utilities and private developers. The Company provides a broad range of services, which include design, engineering, procurement, construction, upgrade, maintenance and repair services, with a particular focus on construction, maintenance and repair. The Company also provides C&I electrical contracting services to property owners and general contractors in the western and northeastern United States.

***Interim Consolidated Financial Information***

The accompanying unaudited consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial reporting and pursuant to the rules and regulations of the SEC. Certain information and footnote disclosures, normally included in annual financial statements prepared in accordance with U.S. GAAP, have been condensed or omitted pursuant to the rules and regulations of the SEC. The Company believes that the disclosures made are adequate to make the information presented not misleading. In the opinion of management all adjustments, consisting only of normal recurring adjustments, necessary to fairly state the financial position, results of operations, comprehensive income and cash flows with respect to the interim consolidated financial statements have been included. The consolidated balance sheet as of December 31, 2014 has been derived from the audited financial statements as of that date. The results of operations and comprehensive income are not necessarily indicative of the results for the full year or the results for any future periods. These financial statements should be read in conjunction with the audited financial statements and related notes for the year ended December 31, 2014, included in the Company’s annual report on Form 10-K, which was filed with the SEC on March 11, 2015.

***Reclassification***

A reclassification was made in the current year presentation of the unaudited consolidated balance sheet as of June 30, 2015. The Company adjusted the classification of the impact of shares repurchased, which had previously been recorded as a deduction to additional paid-in capital, to a deduction which was allocated between additional paid-in capital and retained earnings. As a result of this reclassification, retained earnings were reduced by \$14.0 million and additional paid-in capital was increased by the same amount.

***Foreign Currency Translation***

The functional currency for the Company’s Canadian operations is the Canadian dollar. Assets and liabilities denominated in Canadian dollars are translated into U.S. dollars at the end-of-period exchange rate. Revenues and expenses are translated using average exchange rates for the periods reported. Cumulative translation adjustments are included as a separate component of accumulated other comprehensive income (loss) in shareholders’ equity. Foreign currency transaction gains and losses, arising primarily from changes in exchange rates on foreign currency denominated balances, are recorded in other, net on the consolidated statements of operations.

### *Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the period reported. Actual results could differ from those estimates. The most significant estimates are related to the completion percentages on our contracts, insurance reserves, accounts receivable reserves, the recoverability of goodwill and intangibles and estimates surrounding stock-based compensation.

The percentage of completion method of accounting requires the Company to make estimates about the expected revenue and gross profit on each of its contracts in process. The estimates are reviewed and revised quarterly, as needed. During the three and six months ended June 30, 2015, changes in estimates pertaining to certain projects, the majority of which were transmission projects, resulted in increased gross margin of 1.0% and 1.1%, respectively. The Company's income from operations for the three and six months ended June 30, 2015 increased \$2.7 million and \$5.7 million, respectively, due to the changes in estimated gross profit. These changes in estimates resulted in increases of \$1.7 million and \$3.6 million, respectively, in net income or \$0.08 and \$0.17, respectively, in diluted earnings per common share during the three and six months ended June 30, 2015. During the three and six months ended June 30, 2014, changes in estimates pertaining to several large transmission projects, resulted in increased gross margin of 1.9% and 2.2%, respectively. The Company's income from operations for the three and six months ended June 30, 2014 increased \$4.3 million and \$9.7 million, respectively, due to the changes in estimated gross profit. These changes in estimates resulted in increases of \$2.7 million and \$6.1 million, respectively, in net income or \$0.13 and \$0.28, respectively, in diluted earnings per common share during the three and six months ended June 30, 2014.

### *Recent Accounting Pronouncements*

Changes to U.S. GAAP are typically established by the Financial Accounting Standards Board ("FASB") in the form of accounting standards updates ("ASUs") to the FASB's Accounting Standards Codification ("ASC"). The Company considers the applicability and impact of all ASUs. The Company, based on its assessment, determined that any recently issued or proposed ASUs not listed below are either not applicable to the Company or adoption will have minimal impact on our consolidated financial statements.

### *Recently Issued Accounting Pronouncements*

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606). The amendments under this pronouncement may change how an entity recognizes revenue from contracts it enters to transfer goods, services or nonfinancial assets to its customers. These changes created a comprehensive framework for all entities in all industries to apply in the determination of when to recognize revenue, and, therefore, supersede virtually all existing revenue recognition requirements and guidance. This framework is expected to result in less complex guidance in application while providing a consistent and comparable methodology for revenue recognition. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps: Step 1: Identify the contract(s) with the customer; Step 2: Identify the performance obligations in the contract; Step 3: Determine the transaction price; Step 4: Allocate the transaction price to the performance obligations in the contract; Step 5: Recognize revenue when, or as, the entity satisfies the performance obligations. In addition, the amendments require expanded disclosure to enable the users of the financial statements to understand the nature, timing and uncertainty of revenue and cash flow arising from contracts with customers. The update is effective for annual reporting periods, and interim periods within those reporting periods, beginning after December 15, 2016. The Company is evaluating the impact of this pronouncement on its policies and procedures pertaining to recognition of revenue from contracts with customers, the pronouncement's expanded disclosure requirements and the impact on the Company's financial statements.

On April 1, 2015, the FASB proposed deferring the effective date of ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) by one year to December 15, 2017 for annual reporting periods beginning after that date and permitting early adoption of the standard, but not before the original effective date of December 15, 2016.

## **2. Acquisitions**

On April 13, 2015, the Company acquired substantially all of the assets of E.S. Boulos Company ("ESB"), one of New England's largest and most experienced electrical contractors with over 95 years in operation, from a subsidiary of Eversource Energy. The total consideration was approximately \$11.4 million, subject to working capital adjustments, which was funded through existing cash resources of the Company. Headquartered in Westbrook, Maine, ESB offers construction capabilities for the Company's T&D segment, including substation, transmission and distribution construction. ESB also provides commercial and industrial electrical construction for the Company's C&I segment, including a wide range of commercial electrical construction services.

The results of operations for ESB are included in the Company's consolidated statement of operations and the T&D and C&I segments from the date of acquisition. The preliminary purchase price allocation is subject to final review and approval, and thus all required purchase accounting adjustments are expected to be finalized by the end of 2015. Costs of approximately \$0.4 million related to the acquisition were included in selling, general and administrative expenses in the consolidated statement of operations. The following table summarizes the estimated fair values of the assets acquired and the liabilities assumed as of the date of acquisition:

Total consideration	\$	11,374
Accounts receivable	\$	10,662
Costs and estimated earnings in excess of billings on uncompleted contracts		2,102
Other current assets		59
Property and equipment		1,778
Accounts payable		(3,621)
Billings in excess of costs and estimated earnings on uncompleted contracts		(1,490)
Other current liabilities		(437)
Net identifiable assets		<u>9,053</u>
Goodwill	\$	<u>2,321</u>

Further adjustments are expected to the allocation as third party valuations of identifiable intangible assets, including trade names, customer relationships, and backlog are finalized, as well as final working capital adjustments. The goodwill to be recognized, which represents the excess of the purchase price over the net amount of the fair values assigned to assets acquired and liabilities assumed, is primarily attributable to the value of an assembled workforce. All of the goodwill and identifiable intangible assets are expected to be tax deductible per applicable IRS regulations.

### 3. Fair Value Measurements

The Company uses the three-tier hierarchy of fair value measurement, which prioritizes the inputs used in measuring fair value based upon their degree of availability in external active markets. These tiers include: Level 1 (the highest priority), defined as observable inputs, such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3 (the lowest priority), defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

As of June 30, 2015 and December 31, 2014, the carrying value of the Company's cash and cash equivalents approximated fair value based on Level 1 inputs.

### 4. Contracts in Process

The net asset position for contracts in process consisted of the following:

<u>(In thousands)</u>	<u>June 30,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
Costs and estimated earnings on uncompleted contracts	\$ 1,995,598	\$ 1,746,507
Less: Billings to date	1,954,019	1,740,019
	<u>\$ 41,579</u>	<u>\$ 6,488</u>

The net asset position for contracts in process included in the accompanying consolidated balance sheets was as follows:

<u>(In thousands)</u>	<u>June 30,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
Costs and estimated earnings in excess of billings on uncompleted contracts	\$ 77,709	\$ 44,609
Billings in excess of costs and estimated earnings on uncompleted contracts	(36,130)	(38,121)
	<u>\$ 41,579</u>	<u>\$ 6,488</u>

## **5. Income Taxes**

The difference between the U.S. federal statutory tax rate of 35% and the Company's effective tax rates for the three and six months ended June 30, 2015 and 2014 was principally due to state income taxes.

The Company had unrecognized tax benefits of approximately \$0.8 million and \$0.7 million as of June 30, 2015 and December 31, 2014, respectively, which were included in other liabilities in the accompanying consolidated balance sheets.

The Company's policy is to recognize interest and penalties related to income tax liabilities as a component of income tax expense in the consolidated statements of operations. The amount of interest and penalties charged to income tax expense because of the unrecognized tax benefits was not material for the three and six months ended June 30, 2015 and 2014.

The Company is subject to taxation in various jurisdictions. The Company is subject to examination by U.S. federal authorities for the open tax years 2011 through 2014 and by various state authorities for the years 2010 through 2014.

## **6. Commitments and Contingencies**

### ***Letters of Credit***

As of June 30, 2015 and December 31, 2014, the Company had irrevocable standby letters of credit outstanding of approximately \$19.3 million, including \$17.5 million related to the Company's payment obligation under its insurance programs and approximately \$1.8 million related to contract performance obligations.

### ***Leases***

The Company leases real estate, construction equipment and office equipment under operating leases with remaining terms ranging from one to six years. As of June 30, 2015, future minimum lease payments for operating leases were as follows: \$0.8 million for the remainder of 2015, \$1.1 million for 2016, \$0.7 million for 2017, \$0.5 million for 2018, \$0.4 million for 2019 and \$0.2 million thereafter.

### ***Purchase Commitments***

As of June 30, 2015, the Company had approximately \$3.8 million in outstanding commitments to purchase real estate and \$2.9 million in outstanding purchase orders for certain construction equipment, with cash outlay requirements scheduled to occur over the next three months.

### ***Insurance and Claims Accruals***

The Company carries insurance policies, which are subject to certain deductibles, for workers' compensation, general liability, automobile liability and other coverages. The deductible for each line of coverage is \$1.0 million, except for certain of the Company's health benefit plans, which are subject to a \$0.1 million deductible for qualified individuals. Losses up to the deductible amounts are accrued based upon the Company's estimates of the ultimate liability for claims reported and an estimate of claims incurred but not yet reported.

The insurance and claims accruals are based on known facts, actuarial estimates and historical trends. While recorded accruals are based on the ultimate liability, which includes amounts in excess of the deductible, a corresponding receivable for amounts in excess of the deductible is included in current assets in the consolidated balance sheets.

### ***Performance and Payment Bonds***

In certain circumstances, the Company is required to provide performance and payment bonds in connection with its future performance on certain contractual commitments. The Company has indemnified its surety for any expenses paid out under these bonds. As of June 30, 2015, an aggregate of approximately \$942.2 million in original face amount of bonds issued by the surety were outstanding. Our estimated remaining cost to complete these bonded projects was approximately \$133.1 million as of June 30, 2015.

## ***Indemnities***

From time to time, pursuant to its service arrangements, the Company indemnifies its customers for claims related to the services it provides under those service arrangements. These indemnification obligations may subject the Company to indemnity claims and liabilities and related litigation. The Company is not aware of any material unrecorded liabilities for asserted claims in connection with these indemnification obligations.

## ***Multi-employer Pension Plans***

Many of the Company's subsidiaries' craft labor employees are covered by collective bargaining agreements. The agreements require the subsidiaries to pay specified wages, provide certain benefits and contribute certain amounts to multi-employer pension plans. If a subsidiary withdraws from any of the multi-employer pension plans or if the plans were to otherwise become underfunded, the subsidiary could be assessed liabilities for additional contributions related to the underfunding of these plans. Although the Company has been informed that some of the multi-employer pension plans to which its subsidiaries contribute have been labeled with a "critical" status, the Company is not currently aware of any potential significant liabilities related to this issue.

## ***Litigation and Other Legal Matters***

The Company is from time-to-time party to various lawsuits, claims, and other legal proceedings that arise in the ordinary course of business. These actions typically seek, among other things, compensation for alleged personal injury, breach of contract and/or property damages, punitive damages, civil penalties or other losses, or injunctive or declaratory relief.

The Company is routinely subject to other civil claims, litigation and arbitration, and regulatory investigations arising in the ordinary course of our business as well as in respect of our divested businesses. These claims, lawsuits and other proceedings include claims related to the Company's current services and operations, as well as our historic operations.

With respect to all such lawsuits, claims and proceedings, the Company records reserves when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. The Company does not believe that any of these proceedings, separately or in the aggregate, would be expected to have a material adverse effect on the Company's financial position, results of operations or cash flows.

In January 2013, The L. E. Myers Co. ("L. E. Myers") was joined as a defendant in Northern States Power Company (Wisconsin) v. The City of Ashland, Wisconsin et al., filed in the U.S. District Court for the Western District of Wisconsin. Northern States Power Company alleged that named defendants, including L. E. Myers, contributed to contamination at the Ashland Lakefront Superfund Site in Ashland, Wisconsin. Specifically, the lawsuit alleged that L. E. Myers operated a manufactured gas plant at the site for 6 to 12 years of the plant's operation during the time frame from 1885 to 1947. In April 2015, L. E. Myers negotiated a settlement of this litigation with Northern States Power Company, funded largely by L. E. Myers' insurance carriers, with L.E. Myers' contribution being \$230,000.

## **7. Stock-Based Compensation**

The Company maintains two equity compensation plans under which stock-based compensation has been granted, the 2006 Stock Option Plan (the "2006 Plan") and the 2007 Long-Term Incentive Plan (as amended) (the "LTIP"). Upon the adoption of the LTIP in 2007, awards were no longer granted under the 2006 Plan. The LTIP provides for grants of (a) incentive stock options qualified as such under U.S. federal income tax laws, (b) stock options that do not qualify as incentive stock options, (c) stock appreciation rights, (d) restricted stock awards, (e) performance awards, (f) phantom stock, (g) stock bonuses, (h) dividend equivalents, and (i) any combination of such awards.

All awards were made with an exercise price or base price, as the case may be, that was not less than the fair market value per share on the grant date. The grant date fair value of restricted stock awards and performance share awards with performance conditions was equal to the closing market price of the Company's common stock on the date of grant. The grant date fair value of performance share awards with market conditions was measured using a Monte Carlo simulation model.

During the six months ended June 30, 2015, plan participants exercised 227,143 options with a weighted average exercise price of \$6.69.

During the six months ended June 30, 2015, the Company granted 74,375 shares of restricted stock, which vest ratably over the next three years, at a weighted average grant date fair value of \$30.00. Additionally, 80,385 shares of restricted stock vested during the six months ended June 30, 2015, at a weighted average grant date fair value of \$21.87.

During the six months ended June 30 2015, the Company granted 69,978 performance shares, at target, which cliff vest on December 31, 2017. The performance grant was split evenly between performance metrics of return on invested capital (“ROIC”), an internal performance measure, and total shareholder return (“TSR”), a market performance measure.

ROIC is defined as net income, less any dividends, divided by stockholders’ equity plus net debt (total debt less cash and marketable securities) at the beginning of the performance period. The ROIC-based target shares awarded were valued at \$30.16, which represented the closing price of the Company’s stock on the date of grant, and ROIC is measured over a three-year performance period ending December 31, 2017.

TSR is defined as the change in the fair market value, adjusted for dividends, of a company’s stock. The TSR of the Company’s stock will be compared to the TSR of a peer group of companies defined at the time of the grant. The TSR awards are calculated using the average stock price of the 20 trading days prior to January 1, 2015 and compared to the average stock price of the 20 trading days prior to December 31, 2017. Because TSR is a market-based performance metric, the Company used a Monte Carlo simulation model to calculate the fair value of the grant, which resulted in a fair value of \$47.24 per share.

## 8. Segment Information

MYR Group is a specialty contractor serving the electrical infrastructure market. The Company has two reporting segments, each a separate operating segment, which are referred to as T&D and C&I. Performance measurement and resource allocation for the reporting segments are based on many factors. The primary financial measures used to evaluate the segment information are contract revenues and income from operations, excluding general corporate expenses. General corporate expenses include corporate facility and staffing costs, which includes safety, professional fees, management fees, and intangible amortization. The accounting policies of the segments are the same as those described in the Summary of Significant Accounting Policies in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014.

*Transmission and Distribution:* The T&D segment provides a broad range of services on electric transmission and distribution networks and substation facilities, which include design, engineering, procurement, construction, upgrade, and maintenance and repair services, with a particular focus on construction, maintenance and repair. T&D services include the construction and maintenance of high voltage transmission lines, substations and lower voltage underground and overhead distribution systems. The T&D segment also provides emergency restoration services in response to hurricane, ice or other storm-related damage. T&D customers include electric utilities, cooperatives, government-funded utilities and private developers.

*Commercial and Industrial:* The C&I segment provides services such as the design, installation, maintenance and repair of commercial and industrial wiring, installation of traffic networks and the installation of bridge, roadway and tunnel lighting. Typical C&I contracts cover electrical contracting services for airports, hospitals, data centers, hotels, stadiums, convention centers, manufacturing plants, processing facilities, waste-water treatment facilities, mining facilities and transportation control and management systems. C&I segment services are generally in the western and northeastern United States.

The information in the following table was derived from internal financial reports used for corporate management purposes:

(In thousands)	Three months ended June 30,		Six months ended June 30,	
	2015	2014	2015	2014
<b>Contract revenues:</b>				
T&D	\$ 200,583	\$ 166,381	\$ 389,806	\$ 328,425
C&I	75,905	62,496	130,830	116,090
	<u>\$ 276,488</u>	<u>\$ 228,877</u>	<u>\$ 520,636</u>	<u>\$ 444,515</u>
<b>Income from operations:</b>				
T&D	\$ 16,713	\$ 16,782	\$ 33,547	\$ 30,744
C&I	3,925	4,355	6,760	7,722
General Corporate	(7,614)	(8,742)	(15,686)	(15,939)
	<u>\$ 13,024</u>	<u>\$ 12,395</u>	<u>\$ 24,621</u>	<u>\$ 22,527</u>

For the three months and six months ended June 30, 2015, contract revenues attributable to the Company's Canadian operations were \$0.3 million.

## 9. Earnings Per Share

The Company computes earnings per share using the two-class method, an earnings allocation formula that determines earnings per share for common stock and participating securities according to dividends declared and participation rights in undistributed earnings, when that method results in a more dilutive effect than the treasury method. The Company's unvested grants of restricted stock granted prior to 2014 contain non-forfeitable rights to dividends, should any be declared, and are treated as participating securities and included in the computation of earnings per share.

The restricted shares granted after 2013 contain a provision making the payment of dividends contingent upon vesting of the shares. These shares are not participating shares because any accumulated unvested dividends are forfeited, along with the shares, if the awards fail to vest. These non-participating shares are excluded from the computation of net income allocated to participating securities in the table below, but are included in the computation of weighted average dilutive securities, unless their inclusion would be anti-dilutive.

Net income available to common shareholders and the weighted average number of common shares used to compute basic and diluted earnings per share was as follows:

<b>(In thousands, except per share data)</b>	<b>Three months ended June 30,</b>		<b>Six months ended June 30,</b>	
	<b>2015</b>	<b>2014</b>	<b>2015</b>	<b>2014</b>
<b>Numerator:</b>				
Net income	\$ 8,074	\$ 7,741	\$ 15,246	\$ 14,013
Less: Net income allocated to participating securities	(32)	(54)	(96)	(116)
Net income available to common shareholders	<u>\$ 8,042</u>	<u>\$ 7,687</u>	<u>\$ 15,150</u>	<u>\$ 13,897</u>
<b>Denominator:</b>				
Weighted average common shares outstanding	20,760	21,115	20,662	21,108
Weighted average dilutive securities	455	516	473	492
Weighted average common shares outstanding, diluted	<u>21,215</u>	<u>21,631</u>	<u>21,135</u>	<u>21,600</u>
Income per common share, basic	\$ 0.39	\$ 0.36	\$ 0.73	\$ 0.66
Income per common share, diluted	\$ 0.38	\$ 0.36	\$ 0.72	\$ 0.64

For the three and six month periods ended June 30, 2015 and 2014, certain common stock equivalents were excluded from the calculation of dilutive securities because their inclusion would either have been anti-dilutive or, for stock options, the exercise prices of those stock options were greater than the average market price of the Company's common stock for the period. All of the Company's non-participating unvested restricted shares were included in the computation of weighted average dilutive securities. The following table summarizes the shares of common stock underlying the Company's unvested stock options and performance awards that were excluded from the calculation of dilutive securities:

<b>(In thousands)</b>	<b>Three months ended June 30,</b>		<b>Six months ended June 30,</b>	
	<b>2015</b>	<b>2014</b>	<b>2015</b>	<b>2014</b>
Stock options	—	104	2	104
Restricted stock	—	—	4	—
Performance awards	2	85	35	85

### Share Repurchases

During the six months ended June 30, 2015, the Company repurchased 119,579 shares of common stock at a weighted-average price of \$26.52 per share; 72,706 of those shares were purchased, for approximately \$1.8 million, under its stock repurchase program (the "Repurchase Program"), which was scheduled to expire on August 31, 2015. Additionally, the Company repurchased 46,873 shares of stock, for approximately \$1.4 million, from its employees to satisfy tax obligations on shares vested under the LTIP program. All of the shares repurchased were retired and returned to authorized but unissued stock.

On July 30, 2015 the Company's Board of Directors approved an amended Repurchase Program, which increased the program from \$25.0 million to \$42.5 million, and extended the term of the program through August 31, 2016. With the amendment, the availability to purchase shares under the Repurchase Program increased to \$25.0 million.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion should be read in conjunction with the accompanying unaudited consolidated financial statements as of June 30, 2015 and December 31, 2014, and for the three and six months ended June 30, 2015 and 2014, and with our Annual Report on Form 10-K for the year ended December 31, 2014 (the "2014 Annual Report"). In addition to historical information, this discussion contains forward-looking statements that involve risks, uncertainties and assumptions that could cause actual results to differ materially from management's expectations. Factors that could cause such differences are discussed herein under the captions "Cautionary Statement Concerning Forward-Looking Statements and Information" and "Risk Factors," as well as in the 2014 Annual Report. We assume no obligation to update any of these forward-looking statements.*

### Overview and Outlook

We are a leading specialty contractor serving the electrical infrastructure market. We manage and report our operations through two industry segments: T&D and C&I. We have operated in the T&D industry since 1891. We are one of the largest national contractors servicing the T&D sector of the electric utility industry, and our customers include many of the leading companies in the electric industry. We provide C&I electrical contracting services to facility owners and general contractors generally in the western and northeastern United States. We have operated in the C&I industry since 1912.

We had consolidated revenues for the six months ended June 30, 2015 of \$520.6 million, of which 74.9% was attributable to our T&D customers and 25.1% was attributable to our C&I customers. Our consolidated revenues for the six months ended June 30, 2014 were \$444.5 million. For the six months ended June 30, 2015, our net income and EBITDA (1) were \$15.2 million and \$42.9 million, respectively, compared to \$14.0 million and \$39.0 million, respectively, for the six months ended June 30, 2014. Our financial results for the six months ended June 30, 2015 benefited from margin adjustments due to performance incentives, change orders and close-outs. It is unlikely that future periods will benefit to a similar extent from such favorable developments.

We expect bidding activity to remain strong in both our T&D and C&I segments for the remainder of 2015. Although competition remains strong, we expect that our central fleet and national workforce will continue to benefit us in securing and executing profitable projects. We continue to bid on many transmission projects; however, the size of the projects we are currently performing are generally smaller and of shorter duration than those experienced a few years ago. These smaller, shorter duration projects often result in lower margins because of greater competition and reduced fleet utilization rates. Although the transmission projects being bid this year represent a good mix of projects including a number of larger, longer duration projects, there is often a significant lag from when a project is awarded to when the revenues and costs are recognized. Several of the recently bid larger, longer-duration projects contain a high percentage of material and subcontractor costs as compared to recent history. Due to competition, we typically add less mark-up to material and subcontractor costs than those applied to our labor and owned equipment. This could lead to lower overall margins depending on our awarded portfolio of work. Our distribution business continues to expand; however, the contract margins and fleet billing rates are generally lower than what we realize in our transmission business. The C&I segment continues to benefit from robust bidding activity and we continue to explore further expansion into new markets. The C&I segment, in part due to intense competition, has not provided overall contract margin opportunities comparable to our T&D segment.

Our future growth may be organic, or through acquisitions or joint ventures that we expect could improve our competitive position within our existing markets or expand our geographic footprint. On April 13, 2015, we acquired substantially all of the assets of E.S. Boulos Company, which will enhance our T&D presence in the northeast U.S. and further expand our C&I presence outside of our existing markets. In the second quarter of 2015 we were awarded our first project in Canada and have commenced work in Manitoba. We continue to review bidding opportunities in Canada and believe the economic environment in Canada could present favorable bidding opportunities in 2015. We continue to invest in developing key management and craft personnel in both our T&D and C&I markets and in procuring the specialty equipment and tooling needed to win and execute projects of all sizes and complexity. We ended the second quarter of 2015 in a strong financial position, which included cash and cash equivalents of \$46.9 million and availability of \$155.7 million under our credit facility. We believe that our financial and operational strengths will enable us to manage the current challenges and uncertainties in the markets we serve and give us the flexibility for further strategic investments.

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(1) EBITDA is a non-GAAP measure. Refer to "Non-GAAP Measure—EBITDA" for a discussion of this measure.

## Backlog

We define backlog as our estimated revenue on uncompleted contracts, including the amount of revenue on contracts for which work has not begun, less the revenue we have recognized under such contracts. A customer's intention to award us work under a fixed-price contract is not included in backlog unless there is an actual award to perform a specific scope of work at specific terms and pricing. For many of our unit-price, time-and-equipment, time-and-materials and cost plus contracts, we only include projected revenue for a three-month period in the calculation of backlog, although these types of contracts are generally awarded as part of MSAs that typically have a one-year to three-year duration from execution. Backlog may not accurately represent the revenues that we expect to realize during any particular period. Several factors such as the timing of contract awards, the type and duration of contracts, and the mix of subcontractor and material costs in our projects can impact our backlog at any point in time. Some of our revenue does not appear in our periodic backlog reporting because the award of the project, as well as the execution of the work, may all take place within the period. Our backlog only includes projects that have a signed contract or an agreed upon work order to perform work on mutually accepted terms and conditions. Backlog should not be relied upon as a stand-alone indicator of future events.

Our backlog was \$410.7 million at June 30, 2015 compared to \$398.4 million at March 31, 2015 and \$397.9 million at June 30, 2014. Our backlog at June 30, 2015 increased \$12.3 million or 3.1% from March 31, 2015 due primarily to the acquisition of ESB. Backlog in the T&D segment increased \$0.1 million and C&I backlog increased \$12.2 million compared to March 31, 2015.

The following table summarizes that amount of our backlog that we believe to be firm as of the dates shown and the amount of our current backlog that we reasonably estimate will not be recognized within the next twelve months:

(In thousands)	Backlog at June 30, 2015		
	Total	Amount estimated to not be recognized within 12 months	Total backlog at December 31, 2014
T&D	\$ 275,792	\$ 38,414	\$ 320,435
C&I	134,925	1,078	113,206
Total	<u>\$ 410,717</u>	<u>\$ 39,492</u>	<u>\$ 433,641</u>

## Project Bonding Requirements

A substantial portion of our business requires performance and payment bonds or other means of financial assurance to secure contractual performance. These bonds are typically issued at the face value of the contract awarded. If we fail to perform or pay our subcontractors or vendors, the customer may demand that the surety provide services or make payments under the bond. In such a case, we would likely be required to reimburse the surety for any expenses or outlays it incurs. To date, we have not been required to make any reimbursements to our surety for claims against the surety bonds. As of June 30, 2015, we had approximately \$942.2 million in original face amount of surety bonds outstanding. Our estimated remaining cost to complete these bonded projects was approximately \$133.1 million as of June 30, 2015.

## Consolidated Results of Operations

The following table sets forth selected consolidated statements of operations data and such data as a percentage of revenues for the periods indicated:

(Dollars in thousands)	Three months ended June 30,				Six months ended June 30,			
	2015		2014		2015		2014	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
Contract revenues	\$ 276,488	100.0%	\$ 228,877	100.0%	\$ 520,636	100.0%	\$ 444,515	100.0%
Contract costs	244,752	88.5	198,349	86.7	459,526	88.3	386,907	87.0
Gross profit	31,736	11.5	30,528	13.3	61,110	11.7	57,608	13.0
Selling, general and administrative expenses	18,947	6.9	18,110	7.9	37,539	7.2	34,985	7.9
Amortization of intangible assets	84	—	83	—	167	—	167	—
Gain on sale of property and equipment	(319)	(0.1)	(60)	—	(1,217)	(0.2)	(71)	—
Income from operations	13,024	4.7	12,395	5.4	24,621	4.7	22,527	5.1
Other income (expense)								
Interest income	8	—	30	—	15	—	33	—
Interest expense	(187)	(0.1)	(177)	(0.1)	(366)	(0.1)	(355)	(0.1)
Other, net	(31)	—	108	0.1	(89)	—	162	—
Income before provision for income taxes	12,814	4.6	12,356	5.4	24,181	4.6	22,367	5.0
Income tax expense	4,740	1.7	4,615	2.0	8,935	1.7	8,354	1.8
Net income	\$ 8,074	2.9%	\$ 7,741	3.4%	\$ 15,246	2.9%	\$ 14,013	3.2%

### Three Months Ended June 30, 2015 Compared to Three Months Ended June 30, 2014

**Revenues.** Revenues increased \$47.6 million, or 20.8%, to \$276.5 million for the three months ended June 30, 2015 from \$228.9 million for the three months ended June 30, 2014. The increase was primarily due to higher T&D revenues from jobs of all sizes and the acquisition of ESB. Material and subcontractor costs comprised approximately 33% and 31% of total contract costs in the three months ended June 30, 2015 and 2014, respectively.

**Gross profit.** Gross profit increased \$1.2 million, or 4.0%, to \$31.7 million for the three months ended June 30, 2015 from \$30.5 million for the three months ended June 30, 2014, primarily due to higher revenues and contract performance incentives.

**Gross margin.** Gross margin decreased to 11.5% for the three months ended June 30, 2015 from 13.3% for the three months ended June 30, 2014, primarily due to the year-over-year change in estimates of gross profit on certain T&D projects. For the three months ended June 30, 2015, contract performance incentives provided a gross margin benefit of approximately 1.0%. For the three months ended June 30, 2014, cost efficiencies, additional work and effective contract management resulted in improved contract margins on several transmission projects, and provided a gross margin benefit of approximately 1.9%. The remainder of the variance was primarily due to several underperforming projects in the three months ended June 30, 2015.

**Selling, general and administrative expenses.** Selling, general and administrative expenses, which were \$18.9 million for the three months ended June 30, 2015, increased \$0.8 million from \$18.1 million for the three months ended June 30, 2014. The increase in selling, general and administrative expenses for the three months ended June 30, 2015 as compared to the three months ended June 30, 2014 was primarily due to higher personnel costs to support operations and ESB acquisition costs. As a percentage of revenues, selling, general and administrative expenses decreased to 6.9% for the three months ended June 30, 2015 from 7.9% for the three months ended June 30, 2014.

**Gain on sale of property and equipment.** Gains from the sale of property and equipment in the three months ended June 30, 2015 were \$0.3 million compared to \$0.1 million in the three months ended June 30, 2014. Gains from the sale of property and equipment are attributable to routine sales of property and equipment no longer useful or valuable to our ongoing operations.

**Interest expense.** Interest expense was \$0.2 million for the three month periods ended June 30, 2015 and 2014.

*Provision for income taxes.* The provision for income taxes was \$4.7 million for the three months ended June 30, 2015, with an effective tax rate of 37.0%, compared to a provision of \$4.6 million for the three months ended June 30, 2014, with an effective tax rate of 37.4%. The decrease in the effective rate was primarily caused by lower state taxes due to changes in the mix of business between states.

*Net income.* Net income increased to \$8.1 million for the three months ended June 30, 2015 from \$7.7 million for the three months ended June 30, 2014. The increase was primarily for the reasons stated earlier.

## Segment Results

The following table sets forth, for the periods indicated, statements of operations data by segment, segment net sales as percentage of total net sales and segment operating income as a percentage of segment net sales:

(Dollars in thousands)	<b>Three months ended June 30,</b>			
	<b>2015</b>		<b>2014</b>	
	<b>Amount</b>	<b>Percent</b>	<b>Amount</b>	<b>Percent</b>
<b>Contract revenues:</b>				
Transmission & Distribution	\$ 200,583	72.5%	\$ 166,381	72.7%
Commercial & Industrial	75,905	27.5	62,496	27.3
Total	<u>\$ 276,488</u>	<u>100.0</u>	<u>\$ 228,877</u>	<u>100.0</u>
<b>Operating income (loss):</b>				
Transmission & Distribution	\$ 16,713	8.3	\$ 16,782	10.1
Commercial & Industrial	3,925	5.2	4,355	7.0
Total	20,638	7.5	21,137	9.2
Corporate	(7,614)	(2.8)	(8,742)	(3.8)
Consolidated	<u>\$ 13,024</u>	<u>4.7%</u>	<u>\$ 12,395</u>	<u>5.4%</u>

### *Transmission & Distribution*

Revenues for our T&D segment for the three months ended June 30, 2015 were \$200.6 million compared to \$166.4 million for the three months ended June 30, 2014, an increase of \$34.2 million, or 20.6%. The increase in revenue was primarily due to an increase in the number of jobs of all sizes. Material and subcontractor costs in our T&D segment comprised approximately 27% of total contract costs in the three months ended June 30, 2015, compared to approximately 25% in the three months ended June 30, 2014.

Revenues from transmission projects represented 75.0% and 79.8% of T&D segment revenue for the three months ended June 30, 2015 and 2014, respectively. Additionally, for the three months ended June 30, 2015, measured by revenue in our T&D segment, we provided 48.5% of our T&D services under fixed-price contracts, as compared to 56.4% for the three months ended June 30, 2014.

Operating income for our T&D segment for the three months ended June 30, 2015 was \$16.7 million, a decrease of \$0.1 million from the three months ended June 30, 2014. Operating income decreased for our T&D segment for the three months ended June 30, 2015 compared to 2014 as higher revenues were offset by lower gross margin on several large jobs compared to the three months ended June 30, 2014. As a percentage of revenues, operating income for our T&D segment was 8.3% for the three months ended June 30, 2015 compared to 10.1% for the three months ended June 30, 2014.

### *Commercial & Industrial*

Revenues for our C&I segment for the three months ended June 30, 2015 were \$75.9 million compared to \$62.5 million for the three months ended June 30, 2014, an increase of \$13.4 million or 21.5%, due primarily to the acquisition of ESB. Material and subcontractor costs in our C&I segment comprised approximately 47% of total contract costs in both the three month periods ended June 30, 2015 and 2014.

Measured by revenue in our C&I segment, we provided 73.2% of our services under fixed-price contracts for the three months ended June 30, 2015, compared to 31.6% in the three months ended June 30, 2014.

Operating income for our C&I segment for the three months ended June 30, 2015 was \$3.9 million, a decrease of \$0.5 million over the three months ended June 30, 2014. The decline in operating income compared to the three months ended June 30, 2014 was attributable to lower gross margin compared to the three months ended June 30, 2014. As a percentage of revenues, operating income for our C&I segment was 5.2% for the three months ended June 30, 2015 compared to 7.0% for the three months ended June 30, 2014.

#### **Six Months Ended June 30, 2015 Compared to Six Months Ended June 30, 2014**

*Revenues.* Revenues increased \$76.1 million, or 17.1%, to \$520.6 million for the six months ended June 30, 2015 from \$444.5 million for the six months ended June 30, 2014. The increase was primarily due to higher T&D revenues from jobs of all sizes and the acquisition of ESB. Material and subcontractor costs comprised approximately 30% and 29% of total contract costs in the six months ended June 30, 2015 and 2014, respectively.

*Gross profit.* Gross profit increased \$3.5 million, or 6.1%, to \$61.1 million for the six months ended June 30, 2015 from \$57.6 million for the six months ended June 30, 2014, due primarily to higher revenues.

*Gross margin.* Gross margin decreased to 11.7% for the six months ended June 30, 2015 from 13.0% for the six months ended June 30, 2014, primarily due to the year-over-year change in estimates of gross profit on certain projects. For the six months ended June 30, 2015, contract performance incentives, cost efficiencies, additional work and effective contract management resulted in improved contract margins on several projects, primarily transmission projects, and provided a gross margin benefit of 1.1%. For the six months ended June 30, 2014, cost efficiencies, additional work and effective contract management resulted in improved contract margins on several transmission projects, and provided a gross margin benefit of 2.2%.

*Selling, general and administrative expenses.* Selling, general and administrative expenses, which were \$37.5 million for the six months ended June 30, 2015, increased \$2.5 million from \$35.0 million for the six months ended June 30, 2014. The increase in selling, general and administrative expenses for the six months ended June 30, 2015 as compared to the six months ended June 30, 2014 was primarily due to higher personnel costs to support operations, ESB acquisition costs and higher stock compensation costs. As a percentage of revenues, selling, general and administrative expenses decreased to 7.2% for the six months ended June 30, 2015 from 7.9% for the six months ended June 30, 2014.

*Gain on sale of property and equipment.* Gains from the sale of property and equipment in the six months ended June 30, 2015 were \$1.2 million compared to \$0.1 million in the six months ended June 30, 2014. Gains from the sale of property and equipment are attributable to routine sales of property and equipment no longer useful or valuable to our ongoing operations.

*Interest expense.* Interest expense was \$0.4 million for the six month periods ended June 30, 2015 and 2014.

*Provision for income taxes.* The provision for income taxes was \$8.9 million for the six months ended June 30, 2015, with an effective tax rate of 37.0%, compared to a provision of \$8.4 million for the six months ended June 30, 2014, with an effective tax rate of 37.3%. The decrease in the effective rate was primarily caused by lower state taxes due to changes in the mix of business between states.

*Net income.* Net income increased to \$15.2 million for the six months ended June 30, 2015 from \$14.0 million for the six months ended June 30, 2014. The increase was primarily for the reasons stated earlier.

## Segment Results

The following table sets forth, for the periods indicated, statements of operations data by segment, segment net sales as percentage of total net sales and segment operating income as a percentage of segment net sales:

(Dollars in thousands)	Six months ended June 30,			
	2015		2014	
	Amount	Percent	Amount	Percent
<b>Contract revenues:</b>				
Transmission & Distribution	\$ 389,806	74.9%	328,425	73.9%
Commercial & Industrial	130,830	25.1	116,090	26.1
Total	\$ 520,636	100.0	\$ 444,515	100.0
<b>Operating income (loss):</b>				
Transmission & Distribution	\$ 33,547	8.6	\$ 30,744	9.4
Commercial & Industrial	6,760	5.2	7,722	6.7
Total	40,307	7.7	38,466	8.7
Corporate	(15,686)	(3.0)	(15,939)	(3.6)
Consolidated	\$ 24,621	4.7%	\$ 22,527	5.1%

### *Transmission & Distribution*

Revenues for our T&D segment for the six months ended June 30, 2015 were \$389.8 million compared to \$328.4 million for the six months ended June 30, 2014, an increase of \$61.4 million, or 18.7%. The increase in revenue was primarily due to an increase in the number of jobs of all sizes. Material and subcontractor costs in our T&D segment comprised approximately 25% of total contract costs in the six months ended June 30, 2015, compared to approximately 22% in the six months ended June 30, 2014.

Revenues from transmission projects represented 76.5% and 81.3% of T&D segment revenue for the six months ended June 30, 2015 and 2014, respectively. Additionally, for the six months ended June 30, 2015, measured by revenue in our T&D segment, we provided 48.8% of our T&D services under fixed-price contracts, as compared to 52.9% for the six months ended June 30, 2014.

Operating income for our T&D segment for the six months ended June 30, 2015 was \$33.5 million, an increase of \$2.8 million from the six months ended June 30, 2014. Operating income increased for our T&D segment for the six months ended June 30, 2015 compared to 2014 primarily due to the increase in revenue, which was partially offset by lower margins on several large projects compared to the prior period. As a percentage of revenues, operating income for our T&D segment was 8.6% for the six months ended June 30, 2015 compared to 9.4% for the six months ended June 30, 2014.

### *Commercial & Industrial*

Revenues for our C&I segment for the six months ended June 30, 2015 were \$130.8 million compared to \$116.1 million for the six months ended June 30, 2014, an increase of \$14.7 million or 12.7%, due primarily to the acquisition of ESB. Material and subcontractor costs in our C&I segment comprised approximately 44% of total contract costs in the six months ended June 30, 2015, compared to approximately 47% in the six months ended June 30, 2014.

Measured by revenue in our C&I segment, we provided 70.9% of our services under fixed-price contracts for the six months ended June 30, 2015, compared to 36.8% in the six months ended June 30, 2014.

Operating income for our C&I segment for the six months ended June 30, 2015 was \$6.8 million, a decrease of \$0.9 million over the six months ended June 30, 2014. The decline in operating income compared to the six months ended June 30, 2014 was attributable to increased costs on one large project. As a percentage of revenues, operating income for our C&I segment was 5.2% for the six months ended June 30, 2015 compared to 6.7% for the six months ended June 30, 2014.

## Non-GAAP Measure—EBITDA

EBITDA, a performance measure used by management, is defined as net income plus: interest income and expense, provision for income taxes and depreciation and amortization, as shown in the following table. EBITDA, a non-GAAP financial measure, does not purport to be an alternative to net income as a measure of operating performance or to net cash flows provided by operating activities as a measure of liquidity. Because not all companies use identical calculations, this presentation of EBITDA may not be comparable to other similarly-titled measures of other companies. We use, and we believe investors benefit from the presentation of, EBITDA in evaluating our operating performance because it provides us and our investors with an additional tool to compare our operating performance on a consistent basis by removing the impact of certain items that management believes do not directly reflect our core operations. We believe that EBITDA is useful to investors and other external users of our financial statements in evaluating our operating performance and cash flow because EBITDA is widely used by investors to measure a company's operating performance without regard to items such as interest expense, taxes, depreciation and amortization, which can vary substantially from company to company depending upon accounting methods and book value of assets, book lives placed on assets, capital structure and the method by which assets were acquired.

Using EBITDA as a performance measure has material limitations as compared to net income, or other financial measures as defined under U.S. GAAP as it excludes certain recurring items, which may be meaningful to investors. EBITDA excludes interest expense or interest income; however, as we have borrowed money in order to finance transactions and operations, or invested available cash to generate interest income, interest expense and interest income are elements of our cost structure and can affect our ability to generate revenue and returns for our stockholders. Further, EBITDA excludes depreciation and amortization; however, as we use capital and intangible assets to generate revenues, depreciation and amortization are a necessary element of our costs and ability to generate revenue. Finally, EBITDA excludes income taxes; however, as we are organized as a corporation, the payment of taxes is a necessary element of our operations. As a result of these exclusions from EBITDA, any measure that excludes interest expense, interest income, depreciation and amortization and income taxes has material limitations as compared to net income. When using EBITDA as a performance measure, management compensates for these limitations by comparing EBITDA to net income in each period, to allow for the comparison of the performance of the underlying core operations with the overall performance of the company on a full-cost, after tax basis. Using both EBITDA and net income to evaluate the business allows management and investors to (a) assess our relative performance against our competitors, and (b) monitor our capacity to generate returns for our stockholders.

The following table provides a reconciliation of net income to EBITDA:

(In thousands)	Three months ended		Six months ended	
	June 30,		June 30,	
	2015	2014	2015	2014
Net Income	\$ 8,074	\$ 7,741	\$ 15,246	\$ 14,013
<i>Add:</i>				
Interest expense, net	179	147	351	322
Income tax expense	4,740	4,615	8,935	8,354
Depreciation & amortization	9,355	8,236	18,319	16,270
EBITDA	<u>\$ 22,348</u>	<u>\$ 20,739</u>	<u>\$ 42,851</u>	<u>\$ 38,959</u>

We also use EBITDA as a liquidity measure. We believe that EBITDA is important in analyzing our liquidity because it is a key component of certain material covenants contained within our credit agreement (the "Credit Agreement"). Non-compliance with these financial covenants under the Credit Agreement—our interest coverage ratio and our leverage ratio—could result in our lenders requiring us to immediately repay all amounts borrowed. If we anticipated a potential covenant violation, we would seek relief from our lenders, likely causing us to incur additional cost, and such relief might not be available, or if available, might not be on terms as favorable as those in the Credit Agreement. In addition, if we cannot satisfy these financial covenants, we would be prohibited under the Credit Agreement from engaging in certain activities, such as incurring additional indebtedness, making certain payments, and acquiring or disposing of assets. Based on the information above, management believes that the presentation of EBITDA as a liquidity measure is useful to investors and relevant to their assessment of our capacity to service or incur debt, fund capital expenditures, and expand our operations.

The following table provides a reconciliation of EBITDA to net cash flows provided by operating activities:

(In thousands)	Three months ended June 30,		Six months ended June 30,	
	2015	2014	2015	2014
<b>Provided By Operating Activities:</b>				
EBITDA	\$ 22,348	\$ 20,739	\$ 42,851	\$ 38,959
<i>Add/(subtract):</i>				
Interest expense, net	(179)	(147)	(351)	(322)
Provision for income taxes	(4,740)	(4,615)	(8,935)	(8,354)
Depreciation & amortization	(9,355)	(8,236)	(18,319)	(16,270)
Adjustments to reconcile net income to net cash flows provided by operating activities	10,659	9,511	19,806	18,402
Changes in operating assets and liabilities	(11,074)	(3,988)	(26,023)	(28,118)
Net cash flows provided by operating activities	<u>\$ 7,659</u>	<u>\$ 13,264</u>	<u>\$ 9,029</u>	<u>\$ 4,297</u>

### Liquidity and Capital Resources

As of June 30, 2015, we had cash and cash equivalents of \$46.9 million and working capital of \$140.6 million. We define working capital as current assets less current liabilities. During the six months ended June 30, 2015, consolidated operating activities of our business provided net cash of \$9.0 million, compared to \$4.3 million of cash provided in the six months ended June 30, 2014. Cash flow from operations is primarily influenced by demand for our services, operating margins, timing of contract performance and the type of services we provide to our customers. The year-over-year change in cash provided by operating activities was largely due to changes in various working capital accounts reflecting normal timing fluctuations in our operating activities. In particular, the gross amount of accounts receivable, costs and estimated earnings in excess of billings on uncompleted contracts, accounts payable and billings in excess of costs and estimated earnings on uncompleted contracts used cash of \$21.5 million in the six months ended June 30, 2015, compared to using cash of \$25.8 million in the same period of 2014.

In the six months ended June 30, 2015, we used net cash in investing activities of \$39.8 million, consisting of \$29.7 million for capital expenditures and \$11.4 million to acquire ESB, partially offset by \$1.3 million of proceeds from the sale of equipment. In the first six months of 2015, \$3.2 million of cash was used to purchase shares of our common stock, which was partially offset by proceeds from stock options and tax benefits related to our stock compensation programs. The \$3.2 million of cash used to purchase shares of our common stock consisted of \$1.8 million purchased under our Repurchase Program and \$1.4 million to purchase shares surrendered by employees to satisfy employee tax obligations under our stock compensation program. On July 30, 2015 our Board of Directors approved an amended Repurchase Program, which increased the program from \$25.0 million to \$42.5 million and extended the term of the program through August 31, 2016. With the amendment, the availability to purchase shares under the Repurchase Program increased to \$25.0 million.

We anticipate that our cash and cash equivalents on hand, \$155.7 million borrowing availability under our credit facility, and future cash flow from operations will provide sufficient cash to enable us to meet our future operating needs, debt service requirements, capital expenditures, acquisition and joint venture opportunities, and purchases under our Repurchase Program. We expect that our capital spending in 2015 will be similar to our capital spending in the last two years. Although we believe that we have adequate cash and availability under our credit agreement to meet our liquidity needs, any large projects or acquisitions may require additional capital.

The Company has not historically paid dividends and currently does not expect to pay dividends.

### Debt Instruments

On December 21, 2011, we entered into a five-year syndicated Credit Agreement with a facility of \$175.0 million (the "Facility"). The entire Facility is available for revolving loans and the issuance of letters of credit and up to \$25.0 million is available for swingline loans. We have the option to increase the commitments under the Facility or enter into incremental term loans, subject to certain conditions, by up to an additional \$75.0 million upon receipt of additional commitments from new or existing lenders.

Revolving loans under the Facility bear interest, at our option, at either (1) ABR, which is the greatest of the Prime Rate, the Federal Funds Effective Rate plus 0.50% or adjusted LIBOR plus 1.00%, plus in each case an applicable margin ranging from 0.00% to 1.00%; or (2) adjusted LIBOR plus an applicable margin ranging from 1.00% to 2.00%. The applicable margin is determined based on our Leverage Ratio, defined under the Credit Agreement as consolidated total indebtedness divided by consolidated EBITDA, as defined by the Credit Agreement. Letters of credit issued under the Facility are subject to a letter of credit fee of 1.00% to 2.00%, based on our Leverage Ratio and a fronting fee of 0.125%. Swingline loans bear interest at the ABR Rate. We are required to pay a 0.2% commitment fee on the unused portion of the Facility.

Subject to certain exceptions, the Facility is secured by substantially all of our assets and the assets of all of our subsidiaries and by a pledge of all of the capital stock of our subsidiaries. Our subsidiaries also guarantee the repayment of all amounts due under the Facility. The Credit Agreement provides for customary events of default. If an event of default occurs and is continuing, on the terms and subject to the conditions set forth in the Credit Agreement, amounts outstanding under the Facility may be accelerated and may become or be declared immediately due and payable.

Under the Credit Agreement, we are subject to certain financial covenants and must maintain a maximum Leverage Ratio of 3.0, and a minimum interest coverage ratio of 3.0, defined under the Credit Agreement as Consolidated EBITDA divided by interest expense. We were in compliance with all of our debt covenants at June 30, 2015. The Credit Agreement also contains a number of covenants including limitations on asset sales, investments, indebtedness and liens.

As of June 30, 2015 and December 31, 2014, we had no debt outstanding. As of June 30, 2015 and December 31, 2014, we had irrevocable standby letters of credit outstanding of approximately \$19.3 million, including \$17.5 million related to our payment obligation under our insurance programs and approximately \$1.8 million related to contract performance obligations.

#### **Off-Balance Sheet Transactions**

As is common in our industry, we enter into certain off-balance sheet arrangements in the ordinary course of business that result in risks not directly reflected on our balance sheets. Our significant off-balance sheet transactions such as liabilities associated with non-cancelable operating leases, letter of credit obligations and surety guarantees could be entered into in the normal course of business. We have not engaged in any off-balance sheet financing arrangements through special purpose entities.

For a discussion regarding off-balance sheet transactions, refer to Note 6, “Commitments and Contingencies” in the accompanying Notes to Consolidated Financial Statements.

#### **Concentration of Credit Risk**

We grant trade credit under normal payment terms, generally without collateral, to our customers, which include high credit quality electric utilities, governmental entities, general contractors and builders, owners and managers of commercial and industrial properties located in the United States. Consequently, we are subject to potential credit risk related to changes in business and economic factors throughout the United States. However, we generally have certain statutory lien rights with respect to services provided. Under certain circumstances such as foreclosures or negotiated settlements, we may take title to the underlying assets in lieu of cash in settlement of receivables. As of June 30, 2015, one customer individually exceeded 10.0% of consolidated accounts receivable with approximately 11.0% of the total consolidated accounts receivable amount (excluding the impact of allowance for doubtful accounts). As of June 30, 2014, two customers individually exceeded 10.0% of consolidated accounts receivable with approximately 16.5% and 13.1% of the total consolidated accounts receivable amount (excluding the impact of allowance for doubtful accounts). Management believes the terms and conditions in its contracts, billing and collection policies are adequate to minimize the potential credit risk.

#### **New Accounting Pronouncements**

For a discussion regarding new accounting pronouncements, please refer to Note 1. “Organization, Business and Basis of Presentation—Recently Issued Accounting Pronouncements” in the accompanying Notes to Consolidated Financial Statements.

## Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities known to exist at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. We evaluate our estimates on an ongoing basis, based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. There can be no assurance that actual results will not differ from those estimates. For further information regarding our critical accounting policies and estimates, please refer to Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies” included in our 2014 Annual Report.

## Cautionary Statement Concerning Forward-Looking Statements and Information

We are including the following discussion to inform you of some of the risks and uncertainties that can affect our company and to take advantage of the protections for forward-looking statements that applicable federal securities law affords.

Various statements contained in this Quarterly Report on Form 10-Q are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, and Section 21E of the Exchange Act. Forward-looking statements include those that express a belief, expectation or intention, as well as those that are not statements of historical fact, and may include projections and estimates concerning the timing and success of specific projects and our future revenue, income, backlog, liquidity, capital spending and investments. The forward-looking statements in this quarterly report on Form 10-Q are generally accompanied by words such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “objective,” “outlook,” “plan,” “project,” “likely,” “unlikely,” “possible,” “potential,” “should” or other words that convey the uncertainty of future events or outcomes. The forward-looking statements in this quarterly report on Form 10-Q speak only as of the date of this quarterly report on Form 10-Q and are based on our current expectations and assumptions about future events, including with respect to expected growth, results of operations, performance, business prospects and opportunities and effective tax rates. These statements do not guarantee future performance and actual results may differ materially from these statements. We disclaim any obligation to update these statements, unless required by securities laws, and we caution you not to rely on them unduly. While our management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control. These and other important factors, including those discussed under the caption “Forward-Looking Statements” and in Item 1A “Risk Factors” in our 2014 Annual Report, and in any risk factors or cautionary statements contained in our other filings with the Securities and Exchange Commission, may cause our actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements.

These risks, contingencies and uncertainties include, but are not limited to, the following:

- Our operating results may vary significantly from period to period.
- Our industry is highly competitive.
- We may be unsuccessful in generating internal growth.
- Negative economic and market conditions, as well as regulatory and environmental requirements, may adversely impact our customers’ future spending and, as a result, our operations and growth.
- Project performance issues, including those caused by third parties, or certain contractual obligations may result in additional costs to us, reductions or delays in revenues or the payment of penalties, including liquidated damages.
- Our business is labor intensive and we may be unable to attract and retain qualified employees.
- The timing of new contracts and termination of existing contracts may result in unpredictable fluctuations in our cash flows and financial results.
- Backlog may not be realized or may not result in profits and may not accurately represent future revenue.
- Our business growth could outpace the capability of our internal resources.

- We may depend on subcontractors to assist us in providing certain services.
- Our participation in joint ventures and other projects with third parties may expose us to liability for failures of our partners.
- Legislative or regulatory actions relating to electricity transmission and renewable energy may impact demand for our services.
- Our use of percentage-of-completion accounting could result in a reduction or reversal of previously recognized profits.
- Our actual costs may be greater than expected in performing our fixed-price and unit-price contracts.
- Our financial results are based upon estimates and assumptions that may differ from actual results.
- The loss of a key customer could have an adverse affect on us.
- Our failure to comply with environmental and other laws and regulations could result in significant liabilities.
- Unavailability or cancellation of third party insurance coverage would increase our overall risk exposure and could disrupt our operations.
- We may incur liabilities and suffer negative financial or reputational impacts relating to occupational health and safety matters.
- We extend trade credit to customers for purchases of our services, and may have difficulty collecting receivables from them.
- We may not be able to compete for, or work on, certain projects if we are not able to obtain the necessary bonds.
- Inability to hire or retain key personnel could disrupt our business.
- Work stoppages or other labor issues with our unionized workforce could adversely affect our business.
- Multi-employer pension plan obligations related to our unionized workforce could adversely impact our earnings.
- We may fail to execute or integrate future acquisitions or joint ventures successfully.
- Our business may be affected by seasonal and other variations, including severe weather conditions.
- We may not have access in the future to sufficient funding to finance desired growth and operations.
- Our operations are subject to a number of operational risks which may result in unexpected costs or liabilities.
- Opportunities associated with government contracts could lead to increased governmental regulation applicable to us.
- Risks associated with operating in the Canadian market could restrict our ability to expand and harm our business and prospects.
- Our failure to comply with the laws applicable to our Canadian activities, including the U.S. Foreign Corrupt Practices Act and similar anti-bribery laws could have an adverse effect on us.
- The nature of our business exposes us to warranty claims, which may reduce our profitability.
- Certain provisions in our organizational documents and Delaware law could delay or prevent a change in control of our company.
- We, or our business partners, may be subject to breaches of information technology systems, which could affect our competitive position or damage our reputation.

- Our stock price and trading volume may be volatile and future sales of our common stock could lead to dilution of our issued and outstanding common stock.
- We are subject to risks associated with climate change.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

As of June 30, 2015, we were not party to any derivative instruments. We did not use any material derivative financial instruments during the six months ended June 30, 2015 and 2014, including trading or speculation on changes in interest rates or commodity prices of materials used in our business.

As of June 30, 2015, we had no borrowings outstanding under the Facility. Borrowings under the Facility are based upon an interest rate that will vary depending upon the prime rate, federal funds rate and LIBOR. If we had borrowings outstanding under the Facility and if the prime rate, federal funds rate or LIBOR increased, our interest payment obligations on outstanding borrowings would increase and have a negative effect on our cash flow and financial condition. We currently do not maintain any hedging contracts that would limit our exposure to variable rates of interest when we have outstanding borrowings.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### *Disclosure Controls and Procedures*

Under the supervision, and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rules 13a-15(e) and 15d-15(e) as of the end of the period covered by this quarterly report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2015.

#### *Changes in Internal Control Over Financial Reporting*

During the period covered by this report, there were no changes in our internal control over financial reporting that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II—OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

For further discussion regarding legal proceedings, please refer to Note 6, “Commitments and Contingencies—Litigation and Other Legal Matters” in the accompanying Notes to Consolidated Financial Statements.

### **ITEM 1A. RISK FACTORS**

As of the date of this filing, there have been no material changes to the risk factors previously discussed in Item 1A to our 2014 Annual Report. An investment in our common stock involves various risks. When considering an investment in our company, you should carefully consider all of the risk factors described in our 2014 Annual Report. These risks and uncertainties are not the only ones facing us and there may be additional matters that are not known to us or that we currently consider immaterial. These risks and uncertainties could adversely affect our business, financial condition or future results and, thus, the value of our common stock and any investment in our company.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

**Purchases of Common Stock.** The following table includes all of the Company's repurchases of common stock for the periods shown, including those made pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs. Repurchased shares are retired and returned to authorized but unissued common stock.

Period	Total Number of Shares Repurchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs
April 1, 2015 - April, 30 2015	—	\$ —	—	\$ 7,549,850
May 1, 2015 - May, 31 2015	966	\$ 29.71	—	\$ 7,549,850
June 1, 2015 - June, 30 2015	—	\$ —	—	\$ 7,549,850
Total	<u>966</u>	<u>\$ 29.71</u>	<u>—</u>	<u>—</u>

- (1) This column includes all repurchases of common stock, including stock repurchased under announced repurchase programs and stock repurchased outside such programs. The Company repurchased 966 shares of its common stock to satisfy tax obligations on the vesting of restricted stock and performance shares under the 2007 Long-Term Incentive Plan (as amended).
- (2) On August 1, 2012, the Company's Board of Directors authorized the repurchase of up to \$20.0 million of the Company's common stock, and the Company subsequently established a Rule 10b5-1 plan to facilitate this repurchase. The share repurchase program was authorized through August 9, 2013. In May 2013, the Company's Board of Directors approved an extension of the program through August 9, 2014 and increased the size of the program to \$22.5 million. In May 2014, the Company's Board of Directors approved an extension of the program through August 31, 2015 and increased the size of the program to \$25.0 million. In July 2015, the Company's Board of Directors approved an amendment of the program, which increased the size of the program to \$42.5 million and extended the term through August 31, 2016. The Company has purchased 723,964 shares under this program.

## ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

## ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

## ITEM 5. OTHER INFORMATION

None.

## ITEM 6. EXHIBITS

Number	Description
10.1	Form of Independent Director Phantom Stock and Dividend Equivalents Award under the 2007 Long-Term Incentive Plan <sup>†</sup>
31.1	Certification of Chief Executive Officer pursuant to SEC Rule 13a-14(a)/15d-14(a) <sup>†</sup>
31.2	Certification of Chief Financial Officer pursuant to SEC Rule 13a-14(a)/15d-14(a) <sup>†</sup>
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. §1350 <sup>†</sup>
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. §1350 <sup>†</sup>
101.INS	XBRL Instance Document *
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*

<sup>†</sup> Filed herewith

<sup>+</sup> Indicates management contract or compensatory plan or arrangement.

\* Electronically filed

**SIGNATURE**

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

MYR GROUP INC.  
(Registrant)

August 5, 2015

/s/ PAUL J. EVANS  
Vice President, Chief Financial Officer and Treasurer

## MYR GROUP INC.

**PHANTOM STOCK AND TANDEM DIVIDEND EQUIVALENTS  
AWARD AGREEMENT  
(Independent Director)**

This AGREEMENT (this "Agreement") is made as of July 30, 2015 (the "Date of Grant"), by and between MYR Group Inc., a Delaware corporation (the "Company"), and [ ] ("Grantee").

1. Grant of Phantom Stock Units and Tandem Dividend Equivalents. Pursuant to the MYR Group Inc. 2007 Long-Term Incentive Plan (Amended and Restated as of May 1, 2014) (the "Plan") and subject to the terms and conditions thereof and the terms and conditions hereinafter set forth, the Company hereby grants to Grantee [ ] Phantom Stock units and tandem Dividend Equivalents.
2. Rights of Grantee. Each Phantom Stock unit, upon becoming vested before its expiration, represents a right to receive payment in the form of one (1) share of Common Stock. Each tandem Dividend Equivalent represents a right to receive cash payments equivalent to the amount of cash dividends declared and paid on one (1) share of Common Stock after the Date of Grant and until the earlier of (a) the time the Phantom Stock units vest and become payable or (b) the date the Phantom Stock units are forfeited/expire. Phantom Stock units and Dividend Equivalents are used solely as units of measurement, and are not shares of Common Stock and the Grantee is not, and has no rights as, a shareholder of the Company by virtue of this Award. The Phantom Stock units and Dividend Equivalents subject to this Agreement have been awarded to the Grantee in respect of services to be performed by the Grantee during the vesting period.
3. Restrictions on Transfer. The rights to the Phantom Stock units and Dividend Equivalents may not be transferred, assigned or subject to any encumbrance, pledge or charge; provided, however, that the Grantee's rights with respect to the Phantom Stock units and Dividend Equivalents may be transferred by will or pursuant to the laws of descent and distribution. Any purported transfer in violation of the provisions of this Section 3 shall be void, and the other party to any such purported transaction shall not obtain any rights to or interest in the Phantom Stock units and Dividend Equivalents.
4. Vesting of Phantom Stock Units. Subject to the terms and conditions of this Agreement and the Plan, the Phantom Stock units shall vest in accordance with the vesting schedule set forth on Exhibit A hereto provided the Grantee remains a member of the Board until the applicable vesting dates listed on Exhibit A (or as otherwise provided in Section 5 of the Agreement).
5. Accelerated Vesting of Restricted Shares. Notwithstanding the provisions of Section 4 hereof, the Phantom Stock units covered by this Agreement shall become immediately vested in full if (1) a Change in Control occurs while Grantee is a member of the Board or (2) the Grantee resigns from the Board before the end of his or her elected term as an Independent Director and such resignation was not the result of the Grantee's breach of his or her fiduciary duty to the Company, as determined by the Board, in its sole discretion.

6. Payment of Phantom Stock Units. Payment of Phantom Stock units subject to this Agreement shall be made to the Grantee as soon as practicable following the time such units have vested pursuant to Sections 4 or 5 hereof. Payment shall be in the form of one (1) share of Common Stock for each vested unit of Phantom Stock. Payment shall be subject to withholding for taxes. To the extent that the Company is required to withhold any federal, state, provincial, local or foreign taxes in connection with any delivery of shares of Common Stock to the Grantee, and the amounts available to the Company for such withholding are insufficient, it shall be a condition to the receipt of such delivery that the Grantee shall pay such taxes or make arrangements that are satisfactory to the Company for payment thereof. The Grantee may elect that all or any part of such withholding requirement be satisfied by retention by the Company of a portion of the shares of Common Stock delivered to the Grantee. If such election is made, the shares so retained shall be credited against such withholding requirement at the Fair Market Value on the date of such delivery. In no event, however, shall the Company retain shares for payment of taxes in excess of required minimum tax withholding rates.

The Grantee acknowledges that, regardless of any action taken by the Company or, if different, the Grantee's employer (the "Employer"), the ultimate liability for all income tax, social insurance, payroll tax, fringe benefits tax, payment on account or other tax-related items related to the Grantee's participation in the Plan and legally applicable to the Grantee ("Tax-Related Items") is and remains the Grantee's responsibility and may exceed the amount actually withheld by the Company or the Employer. The Grantee further acknowledges that the Company and/or the Employer (1) make no representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the Phantom Stock units, including, but not limited to, the grant, vesting or settlement of the Phantom Stock units, the subsequent sale of shares of Common Stock acquired pursuant to such settlement and the receipt of any dividends and/or any dividend equivalents; and (2) do not commit to and are under no obligation to structure the terms of the grant or any aspect of the Phantom Stock units to reduce or eliminate the Grantee's liability for Tax-Related Items or achieve any particular tax result.

7. Dividend Equivalents Payments. Payments with respect to any Dividend Equivalent subject to this Agreement shall be credited by the Company to a bookkeeping account in the Grantee's name as soon as practicable after any time cash dividends are declared and paid with respect to the Common Stock on or after the Date of Grant and before the Dividend Equivalent expires (or the Phantom Stock units vest). Grantee shall be entitled to payment of the Dividend Equivalents credited to the bookkeeping account in a cash lump sum payment at the same time the that payment of the related Phantom Stock units subject to this Agreement is made in accordance with Section 6 hereof. Dividend Equivalent payments shall be subject to withholding for taxes.
8. Forfeiture/Expiration. Except to the extent the Phantom Stock units covered by this Agreement have vested pursuant to Sections 4 or 5 hereof, Grantee's right to retain the Phantom Stock units and Dividend Equivalents covered by this Agreement shall be forfeited automatically and without further notice on the date that Grantee ceases to be a member of the Board for any reason other than as described in Section 5 and, if not previously vested and paid or forfeited, shall expire immediately after the third anniversary of the Date of Grant (i.e. the last vesting date). Any Dividend Equivalent subject to this Agreement shall expire at the time the unit of Phantom Stock with respect to which the Dividend Equivalent is in tandem (i) is vested and paid or (ii) is forfeited.

9. Restrictive Covenants. If the Grantee engages in any conduct in breach of any noncompetition, nonsolicitation or confidentiality obligations to the Company under any agreement, policy or plan, then such conduct shall also be deemed to be a breach of the terms of the Plan and this Agreement. Upon such breach, Grantee's right to receive the Phantom Stock units and Dividend Equivalents covered by this Agreement shall be forfeited automatically and without further notice and, if and to the extent any Phantom Share units covered by this Agreement have vested pursuant to Sections 4 or 5 within a period of 18 months prior to such breach, the Grantee shall be required to return to the Company, upon demand, such shares or the net proceeds of any sales. For purposes of this Section 10, net proceeds shall mean the amount realized upon the disposition of the shares, less any applicable taxes withheld by the Company.
10. Recovery of Phantom Stock Units. If (a) the Company restates any part of its financial statements for any fiscal year or years during which the Phantom Stock units and Dividend Equivalents covered by this Agreement have been granted due to material noncompliance with any financial reporting requirement under the U.S. securities laws applicable to such fiscal year or years (a "Restatement") and (b) the Committee determines that Grantee is personally responsible for causing the Restatement as a result of Grantee's personal misconduct or any fraudulent activity on the part of Grantee, then the Committee has discretion to, based on applicable facts and circumstances and subject to applicable law, cause the Grantee's right to receive the Phantom Stock units and Dividend Equivalents covered by this Agreement to be forfeited automatically and without further notice and, if and to the extent any Phantom Stock units covered by this Agreement have vested pursuant to Sections 4 or 5 within a period of 18 months prior to the Restatement, the Grantee shall be required to return to the Company, upon demand, such shares or the net proceeds of any sales. For purposes of this Section 11, net proceeds shall mean the amount realized upon the disposition of the shares, less any applicable taxes withheld by the Company. Notwithstanding anything herein to the contrary, Grantee's consent shall not be required for an amendment to this Agreement that is deemed necessary by the Company to ensure compliance with the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") or any regulations promulgated thereunder, including as a result of the implementation of any recoupment policy the Company adopts to comply with the requirements set forth in the Dodd-Frank Act.
11. Relation to Plan. This Agreement is subject to the terms and conditions of the Plan. In the event of any inconsistency between the provisions of this Agreement and the Plan, the Plan shall govern. The Committee acting pursuant to the Plan, as constituted from time to time, shall, except as expressly provided otherwise herein or in the Plan, have the right to determine any questions that arise and to exercise its discretionary authority under the Plan in connection with the grant of the Phantom Stock units and Dividend Equivalents.

12. Miscellaneous. All decisions or interpretations of the Committee with respect to any question arising under the Plan or this Agreement shall be binding, conclusive and final. The waiver by the Company of any provision of this Agreement shall not operate as or be construed to be a subsequent waiver of the same provision or of any other provision of this Agreement. Grantee agrees to execute such other agreements, documents or assignments as may be necessary or desirable to effect the purposes of this Agreement.
13. Capitalized Terms. All capitalized terms used in this Agreement that are not defined herein shall have the meanings given them in the Plan or resolutions adopted by the Board authorizing grants made under this Agreement, unless the context clearly requires otherwise.
15. Nature of Grant. Nothing in this Agreement will give the Grantee any right to continue service as a Director with the Company or interfere in any way with the right of the Company to terminate the service of the Grantee as a Director. Furthermore, the Grantee acknowledges and agrees that (a) the grant of the Phantom Stock units and Dividend Equivalents to the Grantee is a voluntary, discretionary award and it does not constitute a commitment to make any future awards, (b) the Plan is established voluntarily by the Company, it is discretionary in nature and it may be modified, amended, suspended or terminated by the Company at any time, (c) all decisions with respect to future Phantom Stock units and Dividend Equivalent grants, if any, will be at the sole discretion of the Company, (d) participation in the Plan is voluntary, (e) the future value of the underlying shares of Common Stock is unknown and cannot be predicted with certainty, and (f) in consideration of the grant of Phantom Stock units and Dividend Equivalents, no claim or entitlement to compensation or damages shall arise from termination of the Phantom Stock units and Dividend Equivalents or diminution in value of the Phantom Stock units and Dividend Equivalents or shares of Common Stock received upon vesting, including (without limitation) any claim or entitlement resulting from termination of the Grantee's service as a Director with the Company (for any reason whatsoever and whether or not in breach of local laws) and the Grantee hereby releases the Company and its Subsidiaries from any such claim that may arise; if, notwithstanding the foregoing, any such claim is found by a court of competent jurisdiction to have arisen, then, by signing this Agreement, the Grantee shall be deemed irrevocably to have waived the Grantee's entitlement to pursue such claim.
16. Information. The Grantee explicitly and unambiguously consents to the collection, use and transfer, in electronic or other form, of the Grantee's personal data by and among, as applicable, the Company and its Subsidiaries and affiliates, namely MYR Group Inc. (located in the United States) for the exclusive purpose of implementing, administering and managing the Grantee's participation in the Plan. The Grantee hereby understands that the Company and its Subsidiaries and affiliates hold (but only process or transfer to the extent required or permitted by local law) the following personal information about the Grantee: the Grantee's name, home address and telephone number, date of birth, social insurance number or other identification number, compensation, nationality, position, any shares of Common Stock or directorships held in the Company, details of all Phantom Stock units or any other entitlement to shares of Common Stock awarded, canceled, exercised, vested, unvested or outstanding in the Grantee's favor, for the purpose of implementing, administering and managing the Plan ("Data"). The Grantee hereby understands that Data may be transferred to any third parties assisting in the implementation, administration and management of the Plan, that these recipients may be located in the Grantee's country or elsewhere (including the United States of America), and that the recipient's country may have different data privacy laws and protections than the Grantee's country. The Grantee hereby understands that the Grantee may request a list with the names and addresses of any potential recipients of the Data by contacting the Company's human resources representative. The Grantee authorizes the recipients to receive, possess, use, retain and transfer the Data, in electronic or other form, for the purposes of implementing, administering and managing the Grantee's participation in the Plan, including any requisite transfer of such Data as may be required to a broker or other third party with whom the Grantee may elect to deposit any shares acquired upon vesting. The Grantee hereby understands that Data will be held only as long as is necessary to implement, administer and manage the Grantee's participation in the Plan and in accordance with local law. The Grantee hereby understands that the Grantee may, at any time, view Data, request additional information about the storage and processing of Data, require any necessary amendments to Data or refuse or withdraw the consents herein, in any case without cost, by contacting in writing the Company's human resources representative. The Grantee hereby understands, however, that refusing or withdrawing the Grantee's consent may affect the Grantee's ability to participate in the Plan. For more information on the consequences of the Grantee's refusal to consent or withdrawal of consent, the Grantee hereby understands that the Grantee may contact the Company's human resources representative.

17. Canada Notices.

Securities Law Notice. The Grantee is permitted to sell shares of Common Stock acquired through the Plan through the designated broker appointed under the Plan, if any (or any other broker acceptable to the Company), provided the resale of shares of Common Stock acquired under the Plan takes place outside of Canada through the facilities of a stock exchange on which the shares of Common Stock are listed.

Foreign Asset Reporting Information. Foreign property (including shares of Common Stock) held by Canadian residents must be reported annually on Form T1135 (Foreign Income Verification Statement) if the total value of such foreign property exceeds C\$100,000 at any time during the year. Please consult with your tax advisor for additional details.

\* \* \*

IN WITNESS WHEREOF, the Company has caused this Agreement to be executed on its behalf by its duly authorized officer, as of the day and year first above written.

MYR GROUP INC.

By \_\_\_\_\_  
Name: William A. Koertner  
Title: President and Chief Executive Officer

The undersigned Grantee hereby acknowledges receipt of an executed copy of this Agreement and accepts the right to receive any shares of Common Stock or other securities covered hereby, subject to the terms and conditions of the Plan and the terms and conditions herein above set forth.

\_\_\_\_\_  
Grantee

Date: \_\_\_\_\_

Exhibit A**Phantom Stock Unit Vesting Schedule  
Grant Date of July 30, 2015**

Date	Total Units of Phantom Stock Vested
July 30, 2016	
July 30, 2017	
July 30, 2018	

## CERTIFICATIONS

**Certification of Principal Executive Officer**

I, William A. Koertner, certify that:

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

August 5, 2015

/s/ WILLIAM A. KOERTNER

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(Principal Executive Officer)  
Chief Executive Officer and President

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## CERTIFICATIONS

**Certification of Principal Financial Officer**

I, Paul J. Evans, certify that:

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

August 5, 2015

/s/ PAUL J. EVANS

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(Principal Financial Officer and Principal Accounting Officer)  
Vice President, Chief Financial Officer and Treasurer

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**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER,  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, William A. Koertner, Chief Executive Officer and President of MYR Group Inc. (the "Company"), certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) The information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 5, 2015

/s/ WILLIAM A. KOERTNER

Chief Executive Officer and President

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**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER  
PURSUANT SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Paul J. Evans, Vice President, Chief Financial Officer and Treasurer of MYR Group, Inc. (the "Company"), certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 5, 2015

/s/ PAUL J. EVANS

Vice President, Chief Financial Officer and Treasurer

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