Form 10-Q

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

For the quarterly period ended March 31, 1999

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 1-8325

MYR GROUP INC.
(Exact name of registrant as specified in its charter)

Delaware	36-3158643
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1701 W. Golf Road, Tower 3, Suite 1012, Rolling Meadows, Illinois 60008
(Address of principal executive offices) (Zip Code)

(847) 290-1891
Registrant's telephone number, include area code

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 and 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 X No

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY

PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of May 11, 1999: 5,969,868

MYR GROUP INC.

I N D E X

Part I, Item 1
Financial Information

MYR Group Inc.

CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in thousands)

	March 31 1999 (Unaudited)	Dec. 31 1998 *
ASSETS		
Current assets:		
Cash and cash equivalents	$ 530	$ 1,372
Contract receivables including retainage	73,280	68,112
Costs and estimated earnings in excess of billings on uncompleted contracts	16,151	17,092
Deferred income taxes	6,153	6,153
Other current assets	637	239
Total current assets	96,751	92,968
Property and equipment:	56,736	56,706
Less accumulated depreciation	41,378	40,604
	15,358	16,102
Other assets	1,399	1,129
Total assets	$ 113,508	$ 110,199

LIABILITIES		
Current Liabilities:		
Current maturities of long-term debt	$ 9,183	$ 7,813
Accounts payable	16,959	14,135
Billings in excess of costs and estimated earnings on uncompleted contracts	11,257	9,448
Accrued insurance	14,809	13,868
Other current liabilities	14,510	17,528
Total current liabilities	66,718	62,792
Deferred income taxes	1,052	1,052
Other liabilities	393	393
Long-term debt:		
Promissory notes and other debt	916	917

Industrial revenue bond	250	250
Subordinated convertible debentures	3,632	5,447
Total long-term debt	4,798	6,614
SHAREHOLDERS' EQUITY		
Common stock and additional paid-in capital	7,987	7,009
Retained earnings	35,887	34,335
Restricted stock awards and shareholders' notes receivable	(3,327)	(1,996)
Total shareholders' equity	40,547	39,348
Total liabilities and shareholders' equity	$ 113,508	$ 110,199

*Condensed from audited financial statements

The "Notes to Condensed Consolidated Financial Statements" are an integral part of this statement.

MYR Group Inc.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Dollars in thousands except per share amounts)
(Unaudited)

Three Months Ended March 31	1999	1998
Contract revenue	$ 107,327	$ 110,671
Contract cost	95,569	101,742
Gross profit	11,758	8,929
Selling, general and administrative expenses	8,597	6,739
Income from operations	3,161	2,190
Other income (expense)		
Interest income	2	4
Interest expense	(275)	(445)
Gain on sale of property and equipment	91	47
Miscellaneous	(42)	7
Income before taxes	2,937	1,803
Income tax expense	1,175	721
Net income	$ 1,762	$ 1,082
Earnings per share:		
Basic	$ .31	$ .20
Diluted	$ .27	$ .17
Dividends per common share	$ .0375	$ .035
Average number of shares outstanding:		
Basic	5,740	5,548
Diluted	6,639	6,621

The "Notes to Condensed Consolidated Financial Statements" are an integral part of this statement.

MYR Group Inc.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

Three Months Ended March 31	1999	1998
CASH FLOWS FROM OPERATIONS		
Net income	$ 1,762	$ 1,082
Adjustments to reconcile net income to cash flows from operations		
Depreciation and amortization	905	1,248
Amortization of unearned stock awards	84	52
Gain from disposition of assets	(91)	(47)
Changes in assets and liabilities	(546)	(8,623)
Cash flows from operations	2,114	(6,288)
CASH FLOWS FROM INVESTMENTS		
Expenditures for property and equipment	(202)	(952)
Proceeds from disposition of assets	101	59
Cash flows from investments	(101)	(893)
CASH FLOWS FROM FINANCING		
Proceeds (repayments) of long term debt	(445)	4,156
Proceeds from exercise of stock options	937	8
Issuance of shareholder notes	(1,645)	-
Purchase of treasury stock	(1,491)	-
Decrease in deferred compensation	-	4
Dividends paid	(211)	(199)
Cash flows from financing	(2,855)	3,969
Decrease in cash and cash equivalents	(842)	(3,212)
Cash and cash equivalents at beginning of year	1,372	3,757
Cash and cash equivalents at end of period	$ 530	$ 545

The "Notes to Condensed Consolidated Financial Statements" are an integral part of this statement.

MYR Group Inc.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1 - Basis of Presentation

The condensed consolidated balance sheets, statements of income and statements of cash flows include the accounts of the Company and its subsidiaries. All material intercompany balances and transactions have been eliminated.

The financial information included herein is unaudited; however, such information reflects all adjustments (consisting solely of normal recurring adjustments) which are, in the opinion of management, necessary for a fair presentation of results for the interim period.

The results of operations for the three month period ended March 31, 1999 are not necessarily indicative of the results to be expected for the full year.

2 - Earnings Per Share

Basic and diluted weighted average shares outstanding and earnings per share on net income are as follows:

Three months ended March 31

Share Data:	1999	1998
Basic Shares	5,740	5,548
Common equivalent shares	540	714
Shares assumed converted	359	359
Diluted shares	6,639	6,621

	Three months ended March 31			
	1999		1998	
	Total	Per Share	Total	Per Share
Net Income:				
Basic	$ 1,762	$ 0.31	$ 1,082	$ 0.20
Interest on convertible subordinated shares	22		22	
Diluted	$ 1,784	$ 0.27	$ 1,104	$ 0.17

3 - Supplemental Quarterly Financial Information (Unaudited)
(Dollars in thousands, except per share amounts)

	1999	1998				
	Mar. 31	Mar. 31	June 30	Sept. 30	Dec. 31	Year
Contract revenue	$107,327	$110,671	$109,666	$122,282	$116,724	$459,343
Gross profit	11,758	8,929	11,053	12,224	13,014	45,220
Net income	1,762	1,082	2,071	2,285	2,450	7,888
Earnings per share - Basic:	0.31	0.20	0.37	0.40	0.43	1.40
Earnings per share - Diluted:	0.27	0.17	0.31	0.34	0.38	1.20
Dividends paid per share	0.0375	0.035	0.035	0.035	0.035	0.14
Market price:						
High	12.00	12.81	14.25	16.88	12.88	16.88
Low	10.06	11.31	11.31	10.69	10.13	10.13

4 - Pending Accounting Pronouncements

In 1998, the Financial Accounting Standards Board issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities". SFAS No. 133 establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, (collectively referred to as derivatives) and for hedging activities. This standard is effective for years beginning after June 15, 1999. The Company believes the implementation of this pronouncement will not have a material impact on the Company's reported financial position, results of operations and cash flows.

5. Segment Reporting

The Company adopted SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information", during the fourth quarter of 1998.

SFAS No. 131 established standards for reporting information about operating segments in annual financial statements and requires selected information about operating segments in interim financial reports issued to stockholders. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance. The adoption of SFAS No. 131 did not affect results of operations or financial position, but did affect the disclosure of segment information.

The Company is engaged primarily in two segments: infrastructure services and commercial/industrial construction. The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies except that the financial results have been prepared using a management approach. This approach is consistent with the basis and manner in which management internally disaggregates financial information for the purpose of assisting in making internal operating decisions and is exclusive of corporate selling, general and administrative expenses, net interest expense and other income. Identifiable assets include all assets directly identified with the reportable segments including retentions, accounts receivable, property, equipment and costs and estimated earnings in excess of billings on uncompleted contracts. Corporate assets include cash, deferred tax assets, and other assets that are corporate in nature.

	Infrastructure Services	Commercial/ Industrial	Corporate and Other	Consolidated
Three months ended March 31, 1999				
Contract revenue	$ 73,101	$ 34,226	$ -	$ 107,327
Depreciation and amortization	875	30	84	989
Income before taxes	5,932	542	(3,537)	2,937
Segment assets	65,950	39,301	8,257	113,508
Capital expenditures	181	21	-	202
Three months ended March 31, 1998				
Contract revenue	50,955	59,716	-	110,671
Depreciation and amortization	1,168	80	52	1,300
Income before taxes	2,469	1,915	(2,581)	1,803
Segment assets	55,909	60,293	4,587	120,789
Capital expenditures	902	50	-	952

Part I Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations for the Three Months Ending March 31, 1999

Results of Operations

Revenue for the quarter was $107.3 million, compared to $110.7 million in 1998. Revenues for the infrastructure segment increased 43.5% over the prior year. Commercial/industrial revenues were essentially flat with the prior year after excluding the 1998 revenues from the major hotel and casino project in Las Vegas, NV that was completed in late 1998.

Gross profit for the quarter was $11.8 million, compared to $8.9 million in 1998, or an increase of 31.7%. Gross profit as a percentage of revenue was 11.0% compared to 8.1% in 1998. The 1999 gross profit percentage increased primarily due to improved productivity in the infrastructure services business and the completion of a relatively low margin, cost-plus fixed-fee hotel and casino project in Las Vegas, Nevada in late 1998. Margin percentages for infrastructure services were favorably impacted by weather conditions more conducive to outdoor construction activity during the first quarter of 1999 as compared to the first quarter last year.

Revenue and gross profit comparisons from quarter to quarter and comparable quarters of different periods may be impacted by variables beyond the control of the Company. Such variables include unusual or unseasonable weather and delays in receipt of construction materials on projects where the materials are provided to the Company by its clients. The different mix of the Company's work from period to period can impact the gross margin percentage. As the percentage of revenue derived from projects in which the Company supplies materials increases, the gross profit percentage will generally decrease. As the percentage of revenue derived from cost-plus work increases, margins may also decrease since this work involves lower financial risk. Finally, since the Company's revenues are derived principally from providing construction labor services, insurance costs, particularly for workers' compensation, are a significant factor in the Company's contract cost structure. Fluctuations in insurance reserves for claims under the retrospective rated insurance programs can have a significant impact on gross margins, either upward or downward, in the period in which such insurance reserve adjustments are made.

Selling, general and administrative expenses for the quarter increased 27.6% to $8.6 million, compared to $6.7 million in 1998. The increase reflects increased training related costs associated with new management development programs, higher professional fees, costs related to additional personnel, and higher incentive compensation accruals on improved profit levels in comparison to the prior year.

Net interest expense for the quarter was $273,000 compared to $441,000 in 1998. This decrease was primarily due to lower average outstanding bank debt levels in 1999 due to the reduced retention receivable balances on the major hotel and casino project in Las Vegas, NV.

Gain on sale of property and equipment was $91,000 compared to $47,000 in 1998. The 1999 gain reflects sales and disposals in our continuing efforts to modernize the equipment fleet.

Other expense for the quarter was $42,000 compared to other income of $7,000 in 1998 and consisted primarily of bank fees, offset by cash discounts.

Income tax expense for the quarter was $1.2 million compared to $721,000 in 1998. As a percentage of income, the effective rate was 40% in 1999 and 1998.

The Company's backlog at March 31, 1999 was $149.4 million, compared to $140.1 million at December 31, 1998, and $136.5 million at March 31, 1998. Substantially all the current backlog will be completed within twelve months and approximately 80% will be completed by December 31, 1999.

Liquidity and Capital Resources

The Company has a $20 million revolving credit facility. As of March 31, 1999, there was $6.5 million outstanding under the revolving credit facility. The Company has outstanding letters of credit with Banks totaling $4.7 million. The Company anticipates that its credit facility, cash balances and internally generated cash flows will continue to be sufficient to fund operations, capital expenditures and debt service requirements. The Company is also confident that its financial condition will allow it to meet long-term capital requirements.

In March 1999, the Company's Board of Directors authorized the purchase of up to 750,000 shares of its common stock. In 1999 and 1998, purchases under the prior stock repurchase program totaled 144,808 and 19,494 shares at a cost of $1,492,000 and $248,000, respectively.

In March 1999, the Company loaned two officers $1,645,000 in total for the exercise cost and tax liability associated with exercising options on 347,225 shares that were expiring in 1999. The portion related to the exercise price, $886,000, is classified in stockholders' equity and the balance that relates to the withholding taxes paid is included in other assets.

Capital expenditures for the quarter were $202,000 compared to $952,000 in 1998. Capital expenditures during these periods were used for normal property and equipment additions, replacements and upgrades. Proceeds from the disposal of property and equipment for the quarter amounted to $101,000 and $59,000 in 1998. The Company plans to spend approximately $5.5 million on capital improvements during 1999.

Cash flows provided from operations amounted to $2.1 million, which was used for net capital expenditures of $101,000, the purchase of treasury stock of $1.5 million, dividends paid of $211,000, and the financing of shareholder stock option exercises of $1.6 million. The Company's financial condition continues to be strong at March 31, 1999, with working capital of $30.0 million compared to $30.2 million at December 31, 1998.

Year 2000 Compliance

The "Year 2000 problem" arose because many existing computer programs use only the last two digits to refer to a year. Therefore, these computer programs do not properly recognize a year that begins with "20" instead of the familiar "19." If not corrected, many computer applications could fail or create erroneous results. The extent of the potential impact of the Year 2000 problem is not yet known, and if not timely corrected, it could affect the global economy.

State of Readiness
In 1997, the Company established an organization wide project to identify non-compliant items, formulate corrective actions and to implement these changes to mitigate the year 2000 issue. The Company has identified three categories of components that require attention:

1. Information technology ("IT") systems, such as mainframes, midranges, personal computers, software and networks
2. Non-IT systems such as equipment, machinery, climate control, security and telephone systems, which may contain micro-controllers with embedded technology
3. Third party IT and Non-IT systems

The table below summarizes the estimated completion percentages of the three categories and stages that are being undertaken to mitigate the Year 2000 issue.

	Identification of material items	Formulation of corrective actions	Implementation of corrective actions	Planned Completion
IT systems	100%	100%	95%	September, 1999
Non-IT systems	100%	90%	90%	September, 1999
Third party systems	100%	90%	90%	September, 1999

Although the Company has contacted its major suppliers to determine their readiness regarding the Year 2000 issue and has been assured that they are working to mitigate its effects, the Company has no way of determining what level of compliance they will attain by the year 2000. The Company is currently in the process of contacting its major customers to evaluate their planned level of compliance. Upon receiving the responses, the Company will formulate corrective actions. There is no guarantee that systems of other companies on which the Company's systems rely will be timely converted and would not have an adverse effect on the Company's systems.

If all material components are not identified or all appropriate corrective actions are not taken or are not completed in a timely manner, the Year 2000 issue could have a material impact on the operations of the Company.

Year 2000 Costs

Costs related to the Year 2000 issue are funded through operating cash flows and are being expensed as incurred. As of December 1998, the Company has expended funds in remediation efforts, which consisted of costs associated with modifying the source code of existing software. This amount has been immaterial to the Company. Based upon the Company's investigations to date, it estimates the total costs related to the Year 2000 issue would be immaterial. A number of other upgrades have been made to systems in the normal course of business that mitigate Year 2000 issues. This amount may vary substantially as the Company continues to evaluate items associated with the Year 2000 issue.

Year 2000 Risks
The most reasonably likely worst case scenario for the Company is the failure of a supplier to be Year 2000 compliant such that its supply of needed products or services is interrupted temporarily. This could result in the Company not being able to fulfill its obligation on a construction contract, which could cause lost sales and profits and possibly additional exposure for non-performance and damage claims.

Year 2000 Contingency Plans
The Company is currently evaluating business disruption scenarios, coordinating the establishment of Year 2000 contingency plans and identifying and implementing preemptive strategies. Detailed contingency plans for critical business processes will be developed by September 1999.

The costs of the project and the date on which the Company believes it will complete the Year 2000 project are based on management's best estimates, which were derived utilizing numerous assumptions and future events, including the continued availability of certain resources and other factors. However, there can be no guarantee that these estimates will be achieved and actual results could differ materially from those anticipated. Specific factors that might cause such material differences include, but are not limited to, the availability and cost of personnel trained in this area, the ability to locate and correct all relevant codes, the level of compliance by key suppliers and customers, and similar uncertainties.

PART II

Item 1. Legal Proceedings

There were no material developments during the quarter relating to legal proceedings previously reported by the Company.

Item 4.Submission of Matters to a Vote of Security Holders

The Company held its annual meeting of stockholders on May 10, 1999, pursuant to notice of meeting and proxy statement sent to stockholders of the Company. Stockholders elected Messrs. William G. Brown and John M. Harlan as the Class I directors to serve a term until the annual meeting of stockholders to be held in the year 2002. Messrs. William G. Brown and John M. Harlan were the incumbent Class I directors who were nominated for election by the Board of Directors for re-election. Messrs. Allan E. Bulley, Jr. (Class II), Bide L. Thomas (Class II) and Charles M. Brennan III (Class III) continue to serve as directors of the class indicated after the meeting. The stockholders approved an amendment to Article Fourth of the Company's Certificate of Incorporation to increase the authorized shares of common stock from 10,000,000 to 25,000,000 and to reduce the stated par value from $1.00 to $0.01 per share. The vote on the proposal was 3,626,428 for, 544,999 against and 8,463 abstained.

Item 6. Exhibits and Reports on Form 8-K

a. Exhibits filed herewith are listed in the Exhibit Index filed as a part hereof and incorporated herein by reference.

b. No reports on Form 8-K were filed by the Company for the 1st Quarter of 1999.

CAUTIONARY STATEMENT-- This Report may contain statements which constitute "forward-looking" information as defined in the Private Securities Litigation Reform Act of 1995 or by the Securities and Exchange Commission. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and actual results may differ.

SIGNATURES

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.

Date: May 11, 1999 By: /s/
William A. Koertner, Sr. Vice President,
Treasurer, and Chief Financial Officer
(duly authorized representative of registrant
and principal financial officer)

MYR Group Inc.
Quarterly Report on Form 10Q
for the Quarter Ended March 31, 1998

Exhibit Index

Number	Description	Page (or Reference)
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27	Financial Data Schedules	14

Exhibit 3

CERTIFICATE OF AMENDMENT
OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MYR GROUP INC.

MYR GROUP Inc., a corporation organized and existing under the laws of the State of Delaware

FIRST: That the first paragraph of ARTICLE FOURTH of the Amended and Restated Certificate of Incorporation of the Company is amended to read in its entirety as follows:

"FOURTH: The number of shares of all classes of stock which the corporation shall have authority to issue is twenty-six million (26,000,000), of which twenty-five million (25,000,000) shares of par value of $0.01 each are to be of a class designated as Common Stock and one million (1,000,000) shares of par value of $1.00 each are to be of a class designated Preferred Stock. The Preferred Stock shall be issuable in series."

SECOND: That such amendment has been duly adopted by the Board of Directors and approved by the holders of a majority of the corporation's shares of in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, MYR Group Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by its Senior Vice President this 10th day of May, 1999.

(Seal) MYR Group Inc.

By_____________________
William A. Koertner

Attest:

____
Byron D. Nelson

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