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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 March 31, 2016

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

**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)

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 the 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 April 22, 2016, there were 18,226,788 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. 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>March 31, 2016</b>	<b>December 31, 2015</b>
	(unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 26,039	\$ 39,797
Accounts receivable, net of allowances of \$346 and \$376, respectively	172,815	187,235
Costs and estimated earnings in excess of billings on uncompleted contracts	71,557	51,486
Receivable for insurance claims in excess of deductibles	8,557	11,290
Refundable income taxes	4,710	5,617
Other current assets	6,368	7,942
<b>Total current assets</b>	<b>290,046</b>	<b>303,367</b>
Property and equipment, net of accumulated depreciation of \$189,449 and \$181,575, respectively	153,751	160,678
Goodwill	47,124	47,124
Intangible assets, net of accumulated amortization of \$4,009 and \$3,798, respectively	11,151	11,362
Other assets	2,532	2,394
<b>Total assets</b>	<b>\$ 504,604</b>	<b>\$ 524,925</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current maturities of long-term debt, including capital leases	\$ 129	\$ —
Accounts payable	80,484	73,300
Billings in excess of costs and estimated earnings on uncompleted contracts	44,640	40,614
Accrued self insurance	33,589	36,967
Other current liabilities	24,926	28,856
<b>Total current liabilities</b>	<b>183,768</b>	<b>179,737</b>
Deferred income tax liabilities	14,308	14,382
Long-term debt, including capital leases, net of current maturities	616	—
Other liabilities	894	926
<b>Total liabilities</b>	<b>199,586</b>	<b>195,045</b>
Commitments and contingencies		
Stockholders' equity:		
Preferred stock—\$0.01 par value per share; 4,000,000 authorized shares; none issued and outstanding at March 31, 2016 and December 31, 2015	—	—
Common stock—\$0.01 par value per share; 100,000,000 authorized shares; 18,878,060 and 19,969,347 shares issued and outstanding at March 31, 2016 and December 31, 2015, respectively	187	198
Additional paid-in capital	151,950	161,342
Accumulated other comprehensive income	35	116
Retained earnings	152,846	168,224
<b>Total stockholders' equity</b>	<b>305,018</b>	<b>329,880</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 504,604</b>	<b>\$ 524,925</b>

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

MYR GROUP INC.

UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

(In thousands, except per share data)	Three months ended	
	March 31,	
	2016	2015
Contract revenues	\$ 253,634	\$ 244,148
Contract costs	226,353	214,774
Gross profit	27,281	29,374
Selling, general and administrative expenses	23,859	18,592
Amortization of intangible assets	211	83
Gain on sale of property and equipment	(96)	(898)
Income from operations	3,307	11,597
Other income (expense)		
Interest income	4	7
Interest expense	(183)	(179)
Other, net	108	(58)
Income before provision for income taxes	3,236	11,367
Income tax expense	1,249	4,195
Net income	\$ 1,987	\$ 7,172
Income per common share:		
—Basic	\$ 0.10	\$ 0.35
—Diluted	\$ 0.10	\$ 0.34
Weighted average number of common shares and potential common shares outstanding:		
—Basic	19,321	20,562
—Diluted	19,634	21,052
Net income	\$ 1,987	\$ 7,172
Other comprehensive income:		
Foreign currency translation adjustment	(81)	—
Other comprehensive loss	(81)	—
Total comprehensive income	\$ 1,906	\$ 7,172

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

MYR GROUP INC.

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)	Three months ended	
	2016	2015
<b>Cash flows from operating activities:</b>		
Net income	\$ 1,987	\$ 7,172
Adjustments to reconcile net income to net cash flows provided by operating activities —		
Depreciation and amortization of property and equipment	9,705	8,881
Amortization of intangible assets	211	83
Stock-based compensation expense	730	1,049
Deferred income taxes	(75)	(30)
Gain on sale of property and equipment	(96)	(898)
Other non-cash items	(61)	62
Changes in operating assets and liabilities		
Accounts receivable, net	14,420	1,389
Costs and estimated earnings in excess of billings on uncompleted contracts	(20,071)	(20,081)
Receivable for insurance claims in excess of deductibles	2,733	50
Other assets	2,046	2,158
Accounts payable	8,004	5,189
Billings in excess of costs and estimated earnings on uncompleted contracts	4,026	(5,082)
Accrued self insurance	(3,378)	(951)
Other liabilities	(5,755)	2,379
Net cash flows provided by operating activities	<u>14,426</u>	<u>1,370</u>
<b>Cash flows from investing activities:</b>		
Proceeds from sale of property and equipment	1,032	938
Purchases of property and equipment	(3,769)	(16,362)
Net cash flows used in investing activities	<u>(2,737)</u>	<u>(15,424)</u>
<b>Cash flows from financing activities:</b>		
Proceeds from exercise of stock options	104	378
Excess tax benefit from stock-based awards	135	1,010
Repurchase of common shares	(25,686)	(3,140)
Net cash flows used in financing activities	<u>(25,447)</u>	<u>(1,752)</u>
Net decrease in cash and cash equivalents	(13,758)	(15,806)
<b>Cash and cash equivalents:</b>		
Beginning of period	39,797	77,636
End of period	<u>\$ 26,039</u>	<u>\$ 61,830</u>
Supplemental cash flow information:		
Noncash investing activities:		
Acquisition of property and equipment acquired under capital lease arrangements	\$ 745	\$ —
Noncash financing activities:		
Share repurchases not settled	\$ 2,691	\$ —
Capital lease obligations initiated	745	—

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 and Business

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; MYR Transmission Services, Inc., a Delaware corporation; E.S. Boulos Company, a Delaware corporation; High Country Line Construction, Inc., a Nevada 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.

The Company performs construction services in two business segments: Transmission and Distribution (“T&D”), and Commercial and Industrial (“C&I”). T&D customers include investor-owned utilities, cooperatives, private developers, government-funded utilities, independent power producers, independent transmission companies, industrial facility owners and other contractors. 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 general contractors, commercial and industrial facility owners, local governments and developers in the western and northeastern United States.

##### Basis of Presentation

##### *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, 2015 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, 2015, included in the Company’s annual report on Form 10-K, which was filed with the SEC on March 3, 2016.

##### *Foreign Currency*

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 in shareholders’ equity. Foreign currency transaction gains and losses, arising primarily from changes in exchange rates on foreign currency denominated balances, are recorded in the “other, net” line on the consolidated statements of operations. For the three months ended March 31, 2016, the Company recorded \$0.2 million of foreign currency gains.

##### *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 estimates of costs to complete on our contracts, insurance reserves, income tax reserves, estimates surrounding stock-based compensation, the recoverability of goodwill and intangibles and accounts receivable reserves.

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 months ended March 31, 2016, changes in estimates pertaining to certain projects resulted in decreased consolidated gross margin of 0.6%. The Company's income from operations for the three months ended March 31, 2016 decreased \$1.5 million due to the changes in estimated gross profit. These changes in estimates resulted in decreases of \$0.9 million in net income or \$0.05 in diluted earnings per common share during the three months ended March 31, 2016. During the three months ended March 31, 2015, changes in estimates pertaining to certain projects, the majority of which were transmission projects, resulted in increased consolidated gross margin of 1.5%. The Company's income from operations for the three months ended March 31, 2015 increased \$3.7 million due to the changes in estimated gross profit. These changes in estimates resulted in increases of \$2.3 million in net income or \$0.11 in diluted earnings per common share during the three months ended March 31, 2015.

#### ***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 March 2016, the FASB issued ASU No. 2016-09, Compensation—Stock Compensation (Topic 718). The amendments under this pronouncement make modifications to the accounting treatment for forfeitures, required withholding on stock compensation and the financial statement presentation of excess tax benefits or deficiencies and certain components of stock compensation. The standard is effective for interim and annual reporting periods beginning after December 15, 2016, although early adoption is permitted in any interim period. The Company is evaluating the impact this pronouncement will have on its policies and procedures pertaining to its accounting for stock compensation, disclosure requirements and on the Company's financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). The amendments under this pronouncement will change the way all leases with durations in excess of one year or more are treated. Under this guidance, lessees will be required to recognize virtually all leases on the balance sheet as a right-of-use asset and an associated financing lease liability or capital lease liability. The right-of-use asset represents the lessee's right to use, or control the use of, a specified asset for the specified lease term. The lease liability represents the lessee's obligation to make lease payments arising from the lease, measured on a discounted basis. Based on certain characteristics, leases are classified as financing leases or operating leases. Financing lease liabilities, which contain provisions similar to capitalized leases, are amortized like capital leases under current accounting, as amortization expense and interest expense in the statement of operations. Operating lease liabilities are amortized on a straight-line basis over the life of the lease as lease expense in the statement of operations. This update is effective for annual reporting periods, and interim periods within those reporting periods, beginning after December 15, 2018. The Company is evaluating the impact this pronouncement will have on its policies and procedures pertaining to its existing and future lease arrangements, disclosure requirements and on the Company's Financial Statements.

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. On August 16, 2015, the FASB deferred the effective date by one year to December 15, 2017 for annual reporting periods beginning after that date, permitting early adoption of the standard, but not before the original effective date of 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.

## 2. Acquisitions

### *E.S. Boulos Company*

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 paid 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 under the Company’s T&D segment, including substation, transmission and distribution construction. ESB also provides commercial and industrial electrical construction under its 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. 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 purchase accounting for ESB was complete as of December 31, 2015. The following table summarizes the allocation of the balance sheet from as of March 31, 2016:

	(adjusted acquisition amounts as of) <u>March 31, 2016</u>
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	2,031
Intangible assets	2,068
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>11,374</u>
Goodwill	<u>\$ —</u>

### *High Country Line Construction, Inc.*

On November 24, 2015, the Company acquired all of the outstanding common stock of High Country Line Construction, Inc. (“HCL”). The acquisition of HCL expands the Company’s T&D construction services, predominantly in the western United States. The preliminary acquisition date fair value of consideration transferred was \$1.7 million, net of cash acquired, of which \$0.5 million was preliminarily allocated to goodwill. The Company’s process of valuing the acquired assets and liabilities is in its preliminary stages. Costs of approximately \$0.2 million related to the acquisition were included in selling, general and administrative expenses in the December 31, 2015 consolidated statement of operations.

## 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 March 31, 2016 and December 31, 2015, 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>March 31,</u> <u>2016</u>	<u>December 31,</u> <u>2015</u>
Costs and estimated earnings on uncompleted contracts	\$ 1,900,080	\$ 2,153,085
Less: Billings to date	1,873,163	2,142,213
	<u>\$ 26,917</u>	<u>\$ 10,872</u>

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

<u>(In thousands)</u>	<u>March 31,</u> <u>2016</u>	<u>December 31,</u> <u>2015</u>
Costs and estimated earnings in excess of billings on uncompleted contracts	\$ 71,557	\$ 51,486
Billings in excess of costs and estimated earnings on uncompleted contracts	(44,640)	(40,614)
	<u>\$ 26,917</u>	<u>\$ 10,872</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 months ended March 31, 2016 and 2015 was principally due to state income taxes.

The Company had unrecognized tax benefits of approximately \$0.6 million as of March 31, 2016 and December 31, 2015, 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 significant for the three months ended March 31, 2016 and 2015.

The Company is subject to taxation in various jurisdictions. The Company's tax returns for 2012 through 2014 are currently under examination by U.S. federal authorities. The company's tax returns are subject to examination by various state authorities for the years 2011 through 2014.

#### 6. Commitments and Contingencies

##### *Letters of Credit*

As of March 31, 2016, the Company had irrevocable standby letters of credit outstanding of approximately \$24.3 million, including \$17.6 million related to the Company's payment obligation under its insurance programs and approximately \$6.7 million related to contract performance obligations. As of December 31, 2015, 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 March 31, 2016, future minimum lease payments for operating leases were as follows: \$1.7 million for the remainder of 2016, \$1.8 million for 2017, \$1.3 million for 2018, \$1.0 million for 2019, \$0.5 million for 2020 and \$0.2 million thereafter.

### ***Purchase Commitments***

As of March 31, 2016, the Company had approximately \$0.6 million in outstanding purchase orders for certain construction equipment, with cash outlay requirements scheduled to occur over the next two 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 per occurrence for each line of coverage is up to \$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 March 31, 2016, an aggregate of approximately \$872.1 million in original face amount of bonds issued by the surety were outstanding. Our estimated remaining cost to complete these bonded projects was approximately \$104.6 million as of March 31, 2016.

### ***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.

### ***Collective Bargaining Agreements***

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 incur additional liabilities related to these plans. Although the Company has been informed that some of the multi-employer pension plans to which its subsidiaries contribute have been classified as "critical" status, the Company is not currently aware of any 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.

## 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 not based on market 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 performance conditions based on market conditions was measured using a Monte Carlo simulation model.

During the three months ended March 31, 2016, plan participants exercised 25,961 options with a weighted average exercise price of \$4.01.

During the three months ended March 31, 2016, the Company granted 69,799 shares of restricted stock, which vest ratably over three years, at a weighted average grant date fair value of \$24.50. Additionally, 65,928 shares of restricted stock vested during the three months ended March 31, 2016, at a weighted average grant date fair value of \$24.84.

During the three months ended March 31, 2016, the Company granted 79,661 performance share awards, at target, which cliff vest on December 31, 2018. The grant of performance shares was split between performance metrics of return on invested capital (“ROIC”), an internal performance measure, and total shareholder return (“TSR”), a market performance measure.

The Company granted 45,940 ROIC-based awards, at target, on March 24, 2016 valued at \$24.50, the grant date closing price of the Company’s stock. ROIC is defined as earnings before interest, net of taxes (net income plus interest, net of taxes), 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 Company granted 33,721 TSR-based awards, at target, on March 24, 2016. 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 March 24, 2016 and compared to the average stock price of the 20 trading days prior to December 31, 2018. 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 \$33.35 per award.

## 8. Segment Information

MYR Group is a specialty contractor serving the electrical infrastructure market in the United States and parts of Canada. 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, 2015.

*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 investor-owned utilities, cooperatives, private developers, government-funded utilities, independent power producers, independent transmission companies, industrial facility owners and other contractors.

*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 performed 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 March 31,	
	2016	2015
<b>Contract revenues:</b>		
T&D	\$ 182,974	\$ 189,223
C&I	70,660	54,925
	<u>\$ 253,634</u>	<u>\$ 244,148</u>
<b>Income from operations:</b>		
T&D	\$ 10,669	\$ 16,834
C&I	2,156	2,836
General Corporate	(9,518)	(8,073)
	<u>\$ 3,307</u>	<u>\$ 11,597</u>

For the three months ended March 31, 2016, contract revenues attributable to the Company's Canadian operations were \$1.2 million, predominantly in the T&D segment.

### 9. Earnings Per Share

The Company computes earnings per share using the treasury stock method unless the two-class method is more dilutive. The Company computed earnings per share for the three months ended March 31, 2016 using the treasury stock method. Under the treasury stock method, basic earnings per share are computed by dividing net income available to shareholders by the weighted average number of common shares outstanding during the period, and diluted earnings per share are computed by dividing net income available to shareholders by the weighted average number of common shares outstanding during the period plus all potentially dilutive common stock equivalents, except in cases where the effect of the common stock equivalent would be anti-dilutive.

For the three months ended March 31, 2015, the Company computed earnings per share using the two-class method because that method resulted in a more dilutive effect than the treasury stock method. The two-class method is 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. Under the two-class method, the Company's unvested grants of restricted stock that contained non-forfeitable rights to dividends were treated as participating securities and were excluded from the computation of basic and diluted earnings per share. All shares of restricted stock granted since 2013 are not participating because the grant agreements contain provisions that dividends, if declared, will be forfeited if the grantee leaves the Company before the stock is vested.

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:

(In thousands, except per share data)	Three months ended March 31,	
	2016	2015
<b>Numerator:</b>		
Net income	\$ 1,987	\$ 7,172
Less: Net income allocated to participating securities	—	(45)
Net income available to common shareholders	<u>\$ 1,987</u>	<u>\$ 7,127</u>
<b>Denominator:</b>		
Weighted average common shares outstanding	19,321	20,562
Weighted average dilutive securities	313	490
Weighted average common shares outstanding, diluted	<u>19,634</u>	<u>21,052</u>
Income per common share, basic	\$ 0.10	\$ 0.35
Income per common share, diluted	\$ 0.10	\$ 0.34

For the three month periods ended March 31, 2016 and 2015, 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:

(In thousands)	Three months ended	
	March 31,	
	2016	2015
Stock options	151	4
Restricted stock	70	53
Performance awards	143	70

### Share Repurchases

On February 10, 2016, the Company's Board of Directors approved an amended share repurchase program ("Repurchase Program"), which increased the Repurchase Program from \$67.5 million to \$142.5 million, extended the term of the Repurchase Program through April 30, 2017 and revised provisions of the Repurchase Program to enable the Company to accelerate the pace of share repurchases. During the three months ended March 31, 2016, the Company repurchased 1,225,753 shares of its common stock at a weighted-average price of \$22.42 per share; 1,192,116 of those shares were purchased under its Repurchase Program, for approximately \$26.7 million. Additionally, the Company repurchased 33,637 shares of stock, for approximately \$0.8 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.

### 10. Capital Leases

The Company leases vehicles and certain equipment under capital leases. The economic substance of the leases is a financing transaction for acquisition of the vehicles and equipment, and accordingly, the leases are recorded as assets and liabilities. Included in depreciation expense is amortization of vehicles and equipment held under capital leases, amortized over their useful lives on a straight-line basis.

In March, 2016 the Company entered into master leasing arrangements for vehicles and construction equipment. Some of the leases entered into under these agreements met the accounting requirements to be recorded as capital leases. As a result, \$0.7 million was included in property and equipment, net of accumulated depreciation and \$0.1 million and \$0.6 million were recorded in current maturities of long-term debt and long-term debt, net of current maturities, respectively. As of March 31, 2016 the Company had approximately \$6.8 million of outstanding commitments under its master lease agreements.

The following is a schedule by year of the future minimum lease payments required under capital leases together with their present value as of March 31, 2016:

(In thousands)	Capital Lease Obligations
Remainder of 2016	\$ 120
2017	160
2018	160
2019	160
2020	160
2021	40
Total minimum lease payments	\$ 800
Interest	(55)
Net present of minimum lease payments	745
Less: Current portion of capital lease obligations	(129)
Long-term capital lease obligations	\$ 616

## 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 March 31, 2016 and December 31, 2015, and for the three months ended March 31, 2016 and 2015, and with our Annual Report on Form 10-K for the year ended December 31, 2015 (the "2015 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 2015 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 throughout the United States. We also have operations in parts of Canada. 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 contractors servicing the T&D sector of the electric utility industry in the United States, 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 strive to maintain our status as a preferred provider to our T&D and C&I customers.

We had consolidated revenues for the three months ended March 31, 2016 of \$253.6 million, of which 72.1% was attributable to our T&D customers and 27.9% was attributable to our C&I customers. Our consolidated revenues for three months ended March 31, 2015 were \$244.1 million. For the three months ended March 31, 2016, our net income and EBITDA (1) were \$2.0 million and \$13.3 million, respectively, compared to \$7.2 million and \$20.5 million, respectively, for the three months ended March 31, 2015.

We expect bidding activity to remain strong in both our T&D and C&I segments for the remainder of 2016 and 2017. Although competition remains strong in our T&D segment, we expect that our centralized fleet and skilled workforce will continue to benefit us in securing and executing profitable projects. The sizes of the T&D 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, reduced fleet utilization rates and the cost of transitioning from project to project. While 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 higher percentage of material and subcontractor costs when compared to recent history and we typically add less mark-up to material and subcontractor costs in our bid estimates than the mark-up applied to our labor and owned equipment. This could lead to lower overall margins depending on our awarded portfolio of work. Additionally, competition, project execution, adverse weather and project delays, among other factors, have impacted our margins in the past and could affect our margins in the future. Spending by clients on their distribution systems appears to be generally improving; however, this spending can be highly variable from quarter to quarter in response to weather, client budget constraints and regulatory pressures. Contract margins and fleet billing rates are generally lower in our distribution business 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.

In 2015, we began to implement a three-pronged strategy of organic growth, strategic acquisitions that further expand our capabilities and prudent capital returns as further detailed below.

*Organic Growth* In 2015, we expanded our operations, opening six new offices in the United States located in California, Kansas, Colorado, Nevada, Texas and Washington State. We also opened two offices in Canada and began work on our first major project award in Canada. We continue to look for opportunities to expand our operations into new markets in the United States and Canada.

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

A few of our new organic growth initiatives are getting off the ground slower than expected due to the timing of contract awards and penetration of the new market. This resulted in uncovered fixed costs in the first three months ended March 31, 2016. Despite slower starts in these markets, we believe that this strategy to grow the business will result in positive growth and enhance shareholder value.

*Strategic Acquisitions* On April 13, 2015, we acquired substantially all of the assets of E.S. Boulos Company, which enhances our T&D presence in the northeast United States and further expands our C&I presence into the northeast. On November 24, 2015, the Company acquired all of the outstanding common stock of High Country Line Construction, Inc., which enhances our T&D presence, predominantly in the western United States. We continue to look for acquisition opportunities that are compatible with our culture while enhancing shareholder value.

*Prudent Capital Returns* In February 2016, we increased the share Repurchase Program by \$75.0 million to \$142.5 million, extended the Repurchase Program until April 30, 2017 and revised provisions of the Repurchase Program to enable us to accelerate the pace of share repurchases. Additionally, we updated our capital allocation strategy, reducing future capital spending while expanding our fleet through alternative financing approaches, such as leasing. In March of 2016, we entered into master lease arrangements and have begun to lease vehicles and equipment under these arrangements. We continue to look for opportunities to improve our resource allocation to enhance shareholder value.

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 first quarter of 2016 with cash and cash equivalents of \$26.0 million, no outstanding funded debt and availability of \$150.7 million under our credit facility. We believe that our financial position and operational strengths will enable us to manage the current challenges and uncertainties in the markets we serve and give us the flexibility to successfully execute our three-pronged strategy.

### 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 master service agreements 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 \$434.8 million at March 31, 2016 compared to \$450.9 million at December 31, 2015 and \$398.4 million at March 31, 2015. Our backlog at March 31, 2016 decreased \$16.1 million or 3.6% from December 31, 2015. Backlog in the T&D segment decreased \$30.0 million and C&I backlog increased \$13.9 million compared to December 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 March 31, 2016		
	Total	Amount estimated to not be recognized within 12 months	Total backlog at December 31, 2015
T&D	\$ 293,516	\$ 21,829	\$ 323,570
C&I	141,235	12,182	127,364
Total	<u>\$ 434,751</u>	<u>\$ 34,011</u>	<u>\$ 450,934</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 March 31, 2016, we had approximately \$872.1 million in original face amount of surety bonds outstanding. Our estimated remaining cost to complete these bonded projects was approximately \$104.6 million as of March 31, 2016.

## 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			
	March 31,			
	2016		2015	
	Amount	Percent	Amount	Percent
Contract revenues	\$ 253,634	100.0%	\$ 244,148	100.0%
Contract costs	226,353	89.2	214,774	88.0
Gross profit	27,281	10.8	29,374	12.0
Selling, general and administrative expenses	23,859	9.4	18,592	7.6
Amortization of intangible assets	211	0.1	83	—
Gain on sale of property and equipment	(96)	—	(898)	(0.4)
Income from operations	3,307	1.3	11,597	4.8
Other income (expense)				
Interest income	4	—	7	—
Interest expense	(183)	(0.1)	(179)	(0.1)
Other, net	108	—	(58)	—
Income before provision for income taxes	3,236	1.2	11,367	4.7
Income tax expense	1,249	0.4	4,195	1.8
Net income	\$ 1,987	0.8%	\$ 7,172	2.9%

### Three Months Ended March 31, 2016 Compared to Three Months Ended March 31, 2015

*Revenues.* Revenues increased \$9.5 million, or 3.9%, to \$253.6 million for the three months ended March 31, 2016 from \$244.1 million for the three months ended March 31, 2015. The increase was primarily due to higher C&I revenue.

*Gross margin.* Gross margin decreased to 10.8% for the three months ended March 31, 2016 from 12.0% for the three months ended March 31, 2015. The year-over-year decline in gross margin was primarily due to favorable closeouts on several large projects in the first three months of 2015. Our gross margin has been lower in recent quarters primarily due to lower bid margins caused by increased competition in many of our markets and an increase in shorter duration jobs (which affects labor productivity, mobilization costs and demobilization costs). Additionally, in the three months ended March 31, 2016, certain jobs underperformed due to labor productivity below previous estimates and unfavorable weather conditions in certain markets. Changes in estimates of gross profit on certain projects resulted in a gross margin decrease of 0.6% and an increase of 1.5% for the three months ended March 31, 2016 and 2015, respectively.

*Gross profit.* Gross profit decreased \$2.1 million, or 7.1%, to \$27.3 million for the three months ended March 31, 2016 from \$29.4 million for the three months ended March 31, 2015, due to lower overall gross margin, partially offset by higher revenue.

*Selling, general and administrative expenses.* Selling, general and administrative expenses, which were \$23.9 million for the three months ended March 31, 2016, increased \$5.3 million from \$18.6 million for the three months ended March 31, 2015. The year-over-year increase was primarily due to \$3.3 million of costs associated with our expansion into new geographic markets, higher payroll costs to support operations, \$1.0 million associated with activist investor activities and higher medical claims costs, partially offset by lower bonus, profit sharing and stock compensation costs. As a percentage of revenues, selling, general and administrative expenses increased to 9.4% for the three months ended March 31, 2016 from 7.6% for the three months ended March 31, 2015.



*Gain on sale of property and equipment.* Gains from the sale of property and equipment in the three months ended March 31, 2016 were \$0.1 million compared to \$0.9 million in the three months ended March 31, 2015. 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 March 31, 2016 and 2015.

*Provision for income taxes.* The provision for income taxes was \$1.2 million for the three months ended March 31, 2016, with an effective tax rate of 38.6%, compared to a provision of \$4.2 million for the three months ended March 31, 2015, with an effective tax rate of 36.9%. The increase in the effective rate was primarily caused by the year to date impact of lower domestic activities deductions and changes in the mix of business between states.

*Net income.* Net income decreased to \$2.0 million for the three months ended March 31, 2016 from \$7.2 million for the three months ended March 31, 2015. The decrease 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)	Three months ended March 31,			
	2016		2015	
	Amount	Percent	Amount	Percent
<b>Contract revenues:</b>				
Transmission & Distribution	\$ 182,974	72.1%	\$ 189,223	77.5%
Commercial & Industrial	70,660	27.9	54,925	22.5
Total	<u>\$ 253,634</u>	<u>100.0</u>	<u>\$ 244,148</u>	<u>100.0</u>
<b>Operating income (loss):</b>				
Transmission & Distribution	\$ 10,669	5.8	\$ 16,834	8.9
Commercial & Industrial	2,156	3.1	2,836	5.2
Total	12,825	5.1	19,670	8.1
Corporate	(9,518)	(3.8)	(8,073)	(3.3)
Consolidated	<u>\$ 3,307</u>	<u>1.3%</u>	<u>\$ 11,597</u>	<u>4.8%</u>

### Transmission & Distribution

Revenues for our T&D segment for the three months ended March 31, 2016 were \$183.0 million compared to \$189.2 million for the three months ended March 31, 2015, a decrease of \$6.2 million, or 3.3%. The decrease in revenue was primarily due to a decline in revenue from large, multi-year transmission projects.

Revenues from transmission projects represented 77.2% and 78.2% of T&D segment revenue for the three months ended March 31, 2016 and 2015, respectively. Additionally, for the three months ended March 31, 2016, measured by revenue in our T&D segment, we provided 55.1% of our T&D services under fixed-price contracts, as compared to 49.1% for the three months ended March 31, 2015.

Operating income for our T&D segment for the three months ended March 31, 2016 was \$10.7 million, a decrease of \$6.1 million from the three months ended March 31, 2015. The year-over-year decline in operating income was primarily due to favorable closeouts on several large, multi-year transmission projects in the first three months of 2015. In recent quarters, the T&D segment experienced lower bid margins caused by increased competition in many of our markets, an increase in the number of shorter duration projects (which affects labor productivity, mobilization costs and demobilization costs). Additionally, in the three months ended March 31, 2016, certain jobs underperformed due to labor productivity below previous estimates and unfavorable weather conditions in certain markets. We also experienced incremental costs associated with the expansion into new geographic markets. As a percentage of revenues, operating income for our T&D segment was 5.8% for the three months ended March 31, 2016 compared to 8.9% for the three months ended March 31, 2015.

## Commercial & Industrial

Revenues for our C&I segment for the three months ended March 31, 2016 were \$70.7 million compared to \$54.9 million for the three months ended March 31, 2015, an increase of \$15.7 million or 28.6%, due primarily organic and acquisitive expansion into new markets.

Measured by revenue in our C&I segment, we provided 71.3% of our services under fixed-price contracts for the three months ended March 31, 2016, compared to 67.9% in the three months ended March 31, 2015.

Operating income for our C&I segment for the three months ended March 31, 2016 was \$2.2 million, a decrease of \$0.6 million over the three months ended March 31, 2015. The year-over-year decline in operating income was primarily attributable to lower bid margins caused by increased competition in many of our markets, productivity below estimates on certain jobs and costs associated with expansion into new geographic markets, partially offset by higher revenues. As a percentage of revenues, operating income for our C&I segment was 3.1% for the three months ended March 31, 2016 compared to 5.2% for the three months ended March 31, 2015.

### 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	
	March 31,	
	2016	2015
Net Income	\$ 1,987	\$ 7,172
Add:		
Interest expense, net	179	172
Income tax expense	1,249	4,195
Depreciation & amortization	9,916	8,964
EBITDA	<u>\$ 13,331</u>	<u>\$ 20,503</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, finance acquisitions and expand our operations.

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

<b>(In thousands)</b>	<b>Three months ended</b>	
	<b>March 31,</b>	
	<b>2016</b>	<b>2015</b>
<b>Provided By Operating Activities:</b>		
EBITDA	\$ 13,331	\$ 20,503
<i>Add/(subtract):</i>		
Interest expense, net	(179)	(172)
Provision for income taxes	(1,249)	(4,195)
Depreciation & amortization	(9,916)	(8,964)
Adjustments to reconcile net income to net cash flows provided by operating activities	10,414	9,147
Changes in operating assets and liabilities	2,025	(14,949)
Net cash flows provided by operating activities	<u>\$ 14,426</u>	<u>\$ 1,370</u>

#### Liquidity and Capital Resources

As of March 31, 2016, we had cash and cash equivalents of \$26.0 million and working capital of \$106.3 million. We define working capital as current assets less current liabilities. During the three months ended March 31, 2016, operating activities of our business provided net cash of \$14.4 million, compared to \$1.4 million of cash provided in the three months ended March 31, 2015. 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 changes in various working capital accounts (such as: accounts receivable, including retention; 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) are due to both the volume and timing of work performed, the mix of the types of projects and customers and their varying billing requirements as well as settlements of payables and other obligations. In particular, the gross amount of accounts receivable, net, costs and estimated earnings in excess of billings on uncompleted contracts, and billings in excess of costs and estimated earnings on uncompleted contracts used cash of \$1.6 million in the three months ended March 31, 2016, a year-over-year decline in cash used of \$22.2 million compared to the \$23.8 million of cash used in the three months ended March 31, 2015.

Accounts receivable, which provided \$14.4 million in cash in the three months ended March 31, 2016 compared to \$1.4 million provided in the three months ended March 31, 2015, accounted for a \$13.0 million year-over-year increase in cash provided as a result of improved collections due to improvements in billing procedures for several of our new clients in the three months ended March 31, 2016. Billings in excess of costs and estimated earnings on uncompleted contracts, which provided \$4.0 million in cash in the three months ended March 31, 2016 and used \$5.1 million in the three months ended March 31, 2015, accounted for a \$9.1 million year-over-year change in cash used as a result of the contractual billing terms of our contracts. The improvements in these working capital components were partially offset by a decline in other liabilities due to the timing of payments and lower net income.

In the three months ended March 31, 2016, we used net cash in investing activities of \$2.7 million, consisting of \$3.7 million for capital expenditures, partially offset by \$1.0 million of proceeds from the sale of equipment.

In the three months ended March 31, 2016, we used net cash of \$25.4 million in financing activities, consisting of \$25.7 million of cash 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 \$25.7 million of cash used to purchase shares of our common stock consisted of \$24.9 million purchased under our Repurchase Program and \$0.8 million to purchase shares surrendered by employees to satisfy employee tax obligations under our stock compensation program. On February 10, 2016, our Board of Directors approved an amended Repurchase Program, which increased the program from \$67.5 million to \$142.5 million, extended the term of the program through April 30, 2017 and revised provisions of the Repurchase Program to enable the us to accelerate the pace of share repurchases. As of March 31, 2016, we had \$73.1 million of remaining availability to purchase shares under the Repurchase Program.

We anticipate that our cash and cash equivalents on hand, \$150.7 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 share purchases under our Repurchase Program. We expect that our capital spending in 2016 will be lower than the last few years as we look to finance our fleet through an increased use of alternative financing approaches, such as leasing. 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. We are currently in discussions to amend and extend, or replace, the Facility.

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 March 31, 2016. The Credit Agreement also contains a number of covenants including limitations on asset sales, investments, indebtedness and liens.

As of March 31, 2016 and December 31, 2015, we had no debt outstanding and irrevocable standby letters of credit outstanding of approximately \$24.3 million, including \$17.6 million related to our payment obligation under our insurance programs and approximately \$6.7 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 March 31, 2016, one customer individually exceeded 10.0% of consolidated accounts receivable with approximately 17.8% of the total consolidated accounts receivable amount (excluding the impact of allowance for doubtful accounts). As of March 31, 2015, no customers individually exceeded 10.0% of consolidated accounts receivable (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 2015 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.

Statements in this Quarterly Report on Form 10-Q contain various forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”), which represent our beliefs and assumptions concerning future events. When used in this document and in documents incorporated by reference, forward looking statements include, without limitation, statements regarding financial forecasts or projections, and our expectations, beliefs, intentions or future strategies that are signified by the words “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. We disclaim any obligation to update these statements (unless required by securities laws), and we caution you not to rely on them unduly. We have based these forward looking statements on our current expectations and assumptions about future events. While we consider 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 2015 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.
- Our dependence on suppliers, subcontractors and equipment manufacturers could expose us to the risk of loss in our operations.
- 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, letters of credit, bank guarantees or other financial assurances.
- 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 failures, interruptions or 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 March 31, 2016, we were not party to any derivative instruments. We did not use any material derivative financial instruments during the three months ended March 31, 2016 and 2015, including trading or speculation on changes in interest rates or commodity prices of materials used in our business.

As of March 31, 2016, 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 March 31, 2016.

#### ***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 2015 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 2015 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
January 1, 2016 - January, 31 2016	286,249	\$ 19.21	286,249	\$ 19,295,244
February 1, 2016 - February, 29 2016	295,984	\$ 20.24	283,425	\$ 88,563,778
March 1, 2016 - March, 31 2016	643,520	\$ 24.88	622,442	\$ 73,069,237
Total	<u>1,225,753</u>	\$ 22.44	<u>1,192,116</u>	

- (1) 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 (“Repurchase Program”), and the Company subsequently established a Rule 10b5-1 plan to facilitate this repurchase. The Company’s Board of Directors has extended and increased the size of the Repurchase Program several times since 2012. This column includes all repurchases of common stock, including stock repurchased under the Repurchase Program and stock repurchased outside the Repurchase Program. The Company repurchased 33,637 shares of its common stock to satisfy tax obligations on the vesting of restricted stock under the 2007 Long-Term Incentive Plan (as amended).
- (2) On February 10, 2016, the Company increased the Repurchase Program by \$75.0 million and extended the program through April 30, 2017. Through March 31, 2016, the Company has purchased 3,027,236 shares under the Repurchase Program.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

### ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

### ITEM 5. OTHER INFORMATION

None.



**ITEM 6. EXHIBITS**

<b>Number</b>	<b>Description</b>
31.1	Certification of Chief Executive Officer pursuant to SEC Rule 13a-14(a)/15d-14(a)†
31.2	Certification of Chief Financial Officer pursuant to SEC Rule 13a-14(a)/15d-14(a)†
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. §1350†
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. §1350†
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*

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† Filed herewith

\* 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)

May 4, 2016

/s/ Betty R. Johnson  
Senior Vice President, Chief Financial Officer and Treasurer

## 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.

May 4, 2016

/s/ WILLIAM A. KOERTNER

(Principal Executive Officer)  
Chief Executive Officer and President

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## CERTIFICATIONS

**Certification of Principal Financial Officer**

I, Betty R. Johnson, 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.

May 4, 2016

/s/ BETTY R. JOHNSON

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(Principal Financial Officer and Principal Accounting Officer)  
Senior 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 March 31, 2016 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.

May 4, 2016

/s/ WILLIAM A. KOERTNER

Chief Executive Officer and President

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

I, Betty R. Johnson, Senior 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 March 31, 2016 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.

May 4, 2016

/s/ BETTY R. JOHNSON

Senior Vice President, Chief Financial Officer and Treasurer

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