MATRIX SERVICE CO
Form 10-Q
November 06, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)
x Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended September 30, 2014

or
o Transition Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

For the transition period from to

Commission File No. 1-15461

MATRIX SERVICE COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE	73-1352174
(State of incorporation)	(I.R.S. Employer Identification No.)

5100 East Skelly Drive, Suite 700, Tulsa, Oklahoma 74135
(Address of principal executive offices and zip code)
Registrant’s telephone number, including area code: (918) 838-8822
Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

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 ý No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Inter Active Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý 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 definition of “accelerated filer”, “large accelerated filer”, and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	¨	Accelerated filer	ý
Non-accelerated filer	o	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 ý
As of October 31, 2014 there were 27,888,217 shares of the Company’s common stock, $0.01 par value per share, issued and 26,533,988 shares outstanding.

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PART I. FINANCIAL INFORMATION
Item 1. Financial Statements
Matrix Service Company
Condensed Consolidated Statements of Income
(In thousands, except per share data)
(unaudited)

	Three Months Ended	
	September 30, 2014	September 30, 2013
Revenues	$321,683	$226,217
Cost of revenues	293,304	200,741
Gross profit	28,379	25,476
Selling, general and administrative expenses	19,832	14,714
Operating income	8,547	10,762
Other income (expense):		
Interest expense	(351)	(223)
Interest income	42	5
Other	57	(88)
Income before income tax expense	8,295	10,456
Provision for federal, state and foreign income taxes	3,624	3,904
Net income	4,671	6,552
Less: Net loss attributable to noncontrolling interest	(1,243)	—
Net income attributable to Matrix Service Company	$5,914	$6,552
Basic earnings per common share	$0.22	$0.25
Diluted earnings per common share	$0.22	$0.25
Weighted average common shares outstanding:		
Basic	26,470	26,116
Diluted	27,134	26,647

See accompanying notes.

Matrix Service Company
Condensed Consolidated Statements of Comprehensive Income
(In thousands)
(unaudited)

	Three Months Ended	
	September 30, 2014	September 30, 2013
Net income	$4,671	$6,552
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustments (net of tax of ($168) and $99, respectively)	(1,770)	302
Comprehensive income	2,901	6,854
Less: Comprehensive loss attributable to noncontrolling interest	(1,243)	—
Comprehensive income attributable to Matrix Service Company	$4,144	$6,854

See accompanying notes.

Matrix Service Company
Condensed Consolidated Balance Sheets
(In thousands)
(unaudited)

	September 30, 2014	June 30, 2014
Assets		
Current assets:		
Cash and cash equivalents	$ 72,754	$ 77,115
Accounts receivable, less allowances (September 30, 2014— $585 and June 30, 2014—$204)	175,506	204,692
Costs and estimated earnings in excess of billings on uncompleted contracts	89,819	73,008
Deferred income taxes	6,953	5,994
Inventories	3,006	3,045
Income taxes receivable	143	2,797
Other current assets	7,642	8,897
Total current assets	355,823	375,548
Property, plant and equipment at cost:		
Land and buildings	31,813	31,737
Construction equipment	84,886	82,745
Transportation equipment	44,199	42,087
Office equipment and software	26,208	26,026
Construction in progress	7,948	9,892
	195,054	192,487
Accumulated depreciation	(106,408)	(103,315)
	88,646	89,172
Goodwill	72,065	69,837
Other intangible assets	28,158	28,676
Other assets	3,622	5,699
Total assets	$ 548,314	$ 568,932

See accompanying notes.

Matrix Service Company
Condensed Consolidated Balance Sheets
(In thousands, except share data)
(unaudited)

	September 30, 2014	June 30, 2014
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 95,231	$ 111,863
Billings on uncompleted contracts in excess of costs and estimated earnings	103,708	108,440
Accrued wages and benefits	30,006	36,226
Accrued insurance	8,761	8,605
Income taxes payable	4,620	—
Other accrued expenses	3,705	4,727
Total current liabilities	246,031	269,861
Deferred income taxes	4,300	5,167
Borrowings under senior credit facility	11,344	11,621
Total liabilities	261,675	286,649
Commitments and contingencies		
Stockholders' equity:		
Matrix Service Company stockholders' equity:		
Common stock—$.01 par value; 60,000,000 shares authorized; 27,888,217 shares issued as of September 30, 2014, and June 30, 2014	279	279
Additional paid-in capital	120,129	119,777
Retained earnings	183,151	177,237
Accumulated other comprehensive loss	(1,952)	(182)
	301,607	297,111
Less: Treasury stock, at cost— 1,372,446 shares as of September 30, 2014, and 1,453,770 shares as of June 30, 2014	(15,492)	(16,595)
Total Matrix Service Company stockholders' equity	286,115	280,516
Noncontrolling interest	524	1,767
Total stockholders' equity	286,639	282,283
Total liabilities and stockholders' equity	$ 548,314	$ 568,932

See accompanying notes.

Matrix Service Company
Condensed Consolidated Statements of Cash Flows
(In thousands)
(unaudited)

	Three Months Ended	
	September 30, 2014	September 30, 2013
Operating activities:		
Net income	$4,671	$ 6,552
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Depreciation and amortization	5,771	3,720
Deferred income tax	(1,994)	(111)
Gain on sale of property, plant and equipment	(122)	(36)
Provision for uncollectible accounts	465	(13)
Stock-based compensation expense	1,457	1,087
Excess tax benefit of exercised stock options and vesting of deferred shares	(660)	(4)
Other	59	49
Changes in operating assets and liabilities increasing (decreasing) cash, net of effects from acquisitions:		
Accounts receivable	30,379	(9,620)
Costs and estimated earnings in excess of billings on uncompleted contracts	(16,811)	7,095
Inventories	39	(184)
Other assets and liabilities	10,726	(1,044)
Accounts payable	(17,531)	(1,111)
Billings on uncompleted contracts in excess of costs and estimated earnings	(4,732)	12,935
Accrued expenses	(6,605)	(865)
Net cash provided by operating activities	5,112	18,450
Investing activities:		
Acquisition of property, plant and equipment	(3,656)	(5,763)
Acquisition (Note 2)	(5,250)	—
Proceeds from asset sales	148	279
Net cash used by investing activities	$(8,758)	$ (5,484)

See accompanying notes.

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Matrix Service Company
Condensed Consolidated Statements of Cash Flows
(In thousands)
(unaudited)

	Three Months Ended	
	September 30, 2014	September 30, 2013
Financing activities:		
Issuances of common stock	$193	$ 356
Excess tax benefit of exercised stock options and vesting of deferred shares	660	4
Advances under credit agreement	5,817	8,975
Repayments of advances under credit agreement	(6,094)	(6,549)
Proceeds received for treasury shares sold to Employee Stock Purchase Plan	58	18
Treasury shares purchased from employees to satisfy tax withholding obligations	(913)	(4)
Net cash provided (used) by financing activities	(279)	2,800
Effect of exchange rate changes on cash	(436)	246
Net increase (decrease) in cash and cash equivalents	(4,361)	16,012
Cash and cash equivalents, beginning of period	77,115	63,750
Cash and cash equivalents, end of period	$72,754	$ 79,762
Supplemental disclosure of cash flow information:		
Cash paid (received) during the period for:		
Income taxes	$(1,972)	$ 58
Interest	$524	$ 146
Non-cash investing and financing activities:		
Purchases of property, plant and equipment on account	$370	$ 1,095

See accompanying notes.

Matrix Service Company
Condensed Consolidated Statements of Changes in Stockholders' Equity
(In thousands, except share data)
(unaudited)

	Common Stock	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income(Loss)	Non-Controlling Interest	Total
Balances, June 30, 2014	$279	$119,777	$177,237	$(16,595)	$(182)	$ 1,767	$282,283
Net income (loss)	—	—	5,914	—	—	(1,243)	4,671
Other comprehensive loss	—	—	—	—	(1,770)	—	(1,770)
Exercise of stock options (23,100 shares)	—	(213)	—	406	—	—	193
Tax effect of exercised stock options and vesting of deferred shares	—	660	—	—	—	—	660
Issuance of deferred shares (89,738 shares)	—	(1,579)	—	1,579	—	—	—
Treasury shares sold to Employee Stock Purchase Plan (1,790 shares)	—	27	—	31	—	—	58
Treasury shares purchased to satisfy tax withholding obligations (33,304 shares)	—	—	—	(913)	—	—	(913)
Stock-based compensation expense	—	1,457	—	—	—	—	1,457
Balances, September 30, 2014	$279	$120,129	$183,151	$(15,492)	$(1,952)	$ 524	$286,639
Balances, June 30, 2013	$279	$118,190	$141,427	$(21,961)	$227	$ —	$238,162
Net income	—	—	6,552	—	—	—	6,552
Other comprehensive income	—	—	—	—	302	—	302
Exercise of stock options (31,800 shares)	—	(204)	—	560	—	—	356
Tax effect of exercised stock options and vesting of deferred shares	—	3	—	—	—	—	3
Issuance of deferred shares (644 shares)	—	(11)	—	11	—	—	—
Treasury shares sold to Employee Stock Purchase Plan (1,127 shares)	—	(2)	—	20	—	—	18
Treasury shares purchased to satisfy tax withholding obligations (237 shares)	—	—	—	(4)	—	—	(4)
Stock-based compensation expense	—	1,087	—	—	—	—	1,087
Balances, September 30, 2013	$279	$119,063	$147,979	$(21,374)	$529	$ —	$246,476

See accompanying notes.

Matrix Service Company
Notes to Condensed Consolidated Financial Statements
(unaudited)

Note 1 – Basis of Presentation and Accounting Policies

The condensed consolidated financial statements include the accounts of Matrix Service Company (“Matrix”, “we”, “our”, “us”, “its” or the “Company”) and its subsidiaries, unless otherwise indicated. Intercompany balances and transactions have been eliminated in consolidation.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with Rule 10-01 of Regulation S-X for interim financial statements required to be filed with the Securities and Exchange Commission and do not include all information and footnotes required by generally accepted accounting principles for complete financial statements. However, the information furnished reflects all adjustments, consisting of normal recurring adjustments and other adjustments described herein, that are, in the opinion of management, necessary for a fair statement of the results of operations, cash flows and financial position for the interim periods presented. The accompanying condensed financial statements should be read in conjunction with the audited financial statements for the year ended June 30, 2014, included in the Company’s Annual Report on Form 10-K for the year then ended.

Quarterly operating results can exhibit seasonal fluctuations, especially in our Oil Gas & Chemical segment, for a variety of reasons. Turnarounds and planned outages at customer facilities are typically scheduled in the spring and the fall when the demand for energy is lower. Within the Electrical Infrastructure segment, transmission and distribution work is generally scheduled by the public utilities when the demand for electricity is at its lowest. Therefore, revenue volume in the summer months is typically lower than in other periods throughout the year. Also, we typically see a lower level of operating activity relating to construction projects during the winter months and early in the calendar year because many of our customers’ capital budgets have not been finalized. Our business can also be affected, both positively and negatively, by seasonal factors such as energy demand or weather conditions including hurricanes, snowstorms, and abnormally low or high temperatures. Some of these seasonal factors may cause some of our offices and projects to close or reduce activities temporarily. Accordingly, results for any interim period may not necessarily be indicative of future operating results.

Recently Issued Accounting Standards

Accounting Standards Update 2014-09 (Topic 606), Revenue from Contracts with Customers

On May 28, 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers." The standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The core principle of the revenue model is that “an entity recognizes 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.” In applying the revenue model to contracts within its scope, an entity:

- Identifies the contract(s) with a customer (step 1).
- Identifies the performance obligations in the contract (step 2).
- Determines the transaction price (step 3).
- Allocates the transaction price to the performance obligations in the contract (step 4).
- Recognizes revenue when (or as) the entity satisfies a performance obligation (step 5).

The ASU also requires entities to disclose both quantitative and qualitative information that enables users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The ASU’s disclosure requirements are significantly more comprehensive than those in existing revenue standards. The ASU applies to all contracts with customers except those that are within the scope of other topics in the FASB Accounting Standards Codification ("ASC"). For public entities, the ASU is effective for annual reporting periods (including interim reporting periods within those periods) beginning after December 15, 2016. Early application is not permitted. We expect to adopt this standard in fiscal 2018 and are currently evaluating its expected impact on our financial statements.

Accounting Standards Update 2014-08 (Topics 205 and 360), Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity

On April 10, 2014, the FASB issued ASU 2014-08, " Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity" which amends the definition of a discontinued operation in ASC 205-20 and requires entities to provide additional disclosures about discontinued operations as well as disposal transactions that do not meet the discontinued-operations criteria. The FASB issued the ASU to provide more decision-useful information and to make it more difficult for a disposal transaction to qualify as a discontinued operation (since the FASB believes that too many disposal transactions were qualifying as discontinued operations under the old definition). Under the previous guidance in ASC 205-20-45-1, the results of operations of a component of an entity were classified as a discontinued operation if all of the following conditions were met:

- "The component “has been disposed of or is classified as held for sale.”
- “The operations and cash flows of the component have been (or will be) eliminated from the ongoing operations of the entity as a result of the disposal transaction.”
- “The entity will not have any significant continuing involvement in the operations of the component after the disposal transaction.”

The new guidance eliminates the second and third criteria above and instead requires discontinued operations treatment for disposals of a component or group of components that represents a strategic shift that has or will have a major impact on an entity’s operations or financial results. The ASU also expands the scope of ASC 205-20 to disposals of equity method investments and businesses that, upon initial acquisition, qualify as held for sale.The ASU is effective prospectively for all disposals (except disposals classified as held for sale before the adoption date) or components initially classified as held for sale in periods beginning on or after December 15, 2014. Early adoption is permitted. We expect to adopt this standard in fiscal 2015 and do not expect the adoption of this standard to have a material impact on our consolidated financial statements.

Accounting Standards Update 2014-15 (Subtopic 205-40)—Presentation of Financial Statements—Going Concern : Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern

On August 27, 2014, the FASB issued ASU 2014-15, which provides guidance on determining when and how reporting entities must disclose going-concern uncertainties in their financial statements. The new standard requires management to perform interim and annual assessments of an entity’s ability to continue as a going concern within one year of the date of issuance of the entity’s financial statements (or within one year after the date on which the financial statements are available to be issued, when applicable). Further, an entity must provide certain disclosures if there is “substantial doubt about the entity’s ability to continue as a going concern.” The FASB believes that requiring management to perform the assessment will enhance the timeliness, clarity, and consistency of related disclosures and improve convergence with international financial reporting standards ("IFRSs") (which emphasize management’s responsibility for performing the going-concern assessment). However, the time horizon for the assessment (look-forward period) and the disclosure thresholds under U.S. GAAP and IFRSs will continue to differ. The ASU is effective for annual periods ending after December 15, 2016, and interim periods thereafter;
early adoption is permitted. We expect to adopt this standard in fiscal 2017.

Note 2 – Acquisitions

Purchase of HDB Ltd. Limited Partnership

On August 22, 2014 the Company purchased substantially all of the assets of HDB Ltd. Limited Partnership ("HDB"). HDB, with an office in Bakersfield, California provides construction, fabrication and turnaround services to energy companies throughout California’s central valley. The acquisition advances a strategic goal of the Company to expand into the upstream energy market. The acquisition purchase price was $5.25 million and was funded with cash on hand. Commencing on August 22, 2014, HDB's operating results are included in the Oil Gas & Chemical Segment.

The purchase price was allocated to the major categories of assets and liabilities based on their estimated fair value at the acquisition date. The purchase price is expected to be finalized and settled following a final true-up of working capital accounts that is expected to conclude during the second fiscal quarter. The following table summarizes the preliminary purchase price allocation (in thousands):

Current assets	$1,658
Property, plant and equipment	1,162
Tax deductible goodwill	2,586
Other intangible assets	900
Total assets acquired	6,306
Current liabilities	1,056
Net assets acquired	$5,250

All of the recorded goodwill from the HDB acquisition is tax deductible. The operating data related to this acquisition was not material.

Purchase of Kvaerner North American Construction

Effective as of December 21, 2013, the Company acquired 100% of the stock and voting rights of Kvaerner North American Construction Ltd. and substantially all of the assets of Kvaerner North American Construction Inc,. together referenced as "KNAC". The businesses are now known as Matrix North American Construction Ltd. and Matrix North American Construction, Inc., together referenced as "Matrix NAC". Matrix NAC is a premier provider of maintenance and capital construction services to power generation, integrated iron and steel, and industrial process facilities. The acquisition significantly expands the Company's presence in the Electrical Infrastructure and Industrial Segments, and to a lesser extent, the Oil Gas and Chemical segment.

The Company purchased KNAC for $88.3 million. The acquisition was funded through a combination of cash-on-hand and borrowings under our senior revolving credit facility. The purchase price was allocated to the major categories of assets and liabilities based on their estimated fair value at the acquisition date. The following table summarizes the preliminary purchase price allocation (in thousands):

Current assets	$83,575
Property, plant and equipment	11,377
Goodwill	39,232
Other intangible assets	24,009
Total assets acquired	158,193
Current liabilities	68,115
Deferred income taxes	1,116
Noncontrolling interest of consolidated joint venture	700
Net assets acquired	88,262
Cash acquired	36,655
Net purchase price	$51,607

Goodwill represents the excess of the purchase price over the fair value of the underlying net tangible and intangible assets. This acquisition generated $39.2 million of goodwill, of which $28.5 million is tax deductible.

The equity in consolidated joint venture represents the acquired equity in KVPB Power Partners. KV Power Partners was subsequently renamed to MXPB Power Partners (the "Joint Venture"). The Joint Venture was formed by Kvaerner North American Construction Inc. and an engineering firm to engineer and construct a combined cycle power plant in Dover, Delaware. The Company holds a 65% voting and economic interest in the Joint Venture. The total acquired equity of the Joint Venture was $2.0 million of which the Company's portion was approximately $1.3 million and the other party owns a non-controlling interest of $0.7 million. At September 30, 2014, the noncontrolling interest holder's share of the equity of the Joint Venture totaled $0.5 million. The Company's share at September 30, 2014 was $1.0 million.

The unaudited financial information in the table below summarizes the combined results of operations of Matrix Service Company and Matrix NAC for the three months ended September 30, 2014, which is also presented in the unaudited Condensed Consolidated Statement of Income for the three months ended September 30, 2014.

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The unaudited financial information in the table below for the three months ended September 30, 2013 is presented on a pro forma basis, as though Matrix Service Company and Matrix NAC had been combined as of July 1, 2013. The pro forma earnings for the three months ended September 30, 2013 were adjusted to include incremental amortization expense of $1.0 million and depreciation expense of $0.3 million. The pro forma financial information for the three months ended September 30, 2013 is presented for informational purposes only.

	Three Months Ended	
	September 30, 2014	September 30, 2013
	(In thousands, except per share data)	
Revenues	$321,683	$275,666
Net income attributable to Matrix Service Company	$5,914	$7,366
Basic earnings per common share	$0.22	$0.28
Diluted earnings per common share	$0.22	$0.28

Note 3 – Uncompleted Contracts

Contract terms of the Company’s construction contracts generally provide for progress billings based on project milestones. The excess of costs incurred and estimated earnings over amounts billed on uncompleted contracts is reported as a current asset. The excess of amounts billed over costs incurred and estimated earnings recognized on uncompleted contracts is reported as a current liability. Gross and net amounts on uncompleted contracts are as follows:

	September 30, 2014	June 30, 2014
	(in thousands)	
Costs incurred and estimated earnings recognized on uncompleted contracts	$1,659,874	$1,435,242
Billings on uncompleted contracts	1,673,763	1,470,674
	$(13,889)	$(35,432)
Shown on balance sheet as:		
Costs and estimated earnings in excess of billings on uncompleted contracts	$89,819	$73,008
Billings on uncompleted contracts in excess of costs and estimated earnings	103,708	108,440
	$(13,889)	$(35,432)

Progress billings in accounts receivable at September 30, 2014 and June 30, 2014 included retentions to be collected within one year of $29.7 million and $30.0 million, respectively. Contract retentions collectible beyond one year are included in Other Assets on the Condensed Consolidated Balance Sheet and totaled $2.3 million at September 30, 2014 and $4.3 million at June 30, 2014.

SME Receivables

The Company continues to pursue collection of a certain receivable acquired in connection with the purchase of S.M. Electric Company, Inc. in February 2009. The recorded values at September 30, 2014 include $0.7 million in claim receivables, which represents the Company’s best estimate of the amount to be collected under a claim, and an additional $2.9 million for amounts due under the related contract. Recovering the remaining receivables will require mediation or litigation and the ultimate amount realized may be significantly different than the recorded amounts, which could result in a material adjustment to future earnings.

Other

In the three months ended September 30, 2014, our results of operations were materially impacted by a charge resulting from a change in estimate related to a power generation facility project associated with our Joint Venture, as described in Note 2 - Acquisitions. The charge resulted in a reduction to operating income of $3.3 million and a reduction of $1.3 million to net income attributable to Matrix Service Company. The charge reflects management's best estimate of the total contract revenues to be recognized and total costs at completion.

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Matrix Service Company
Notes to Condensed Consolidated Financial Statements
(unaudited)

Note 4 – Intangible Assets Including Goodwill
Goodwill
The changes in the carrying value of goodwill by segment are as follows:

	Electrical Infrastructure	Oil Gas & Chemical	Storage Solutions	Industrial	Total
	(In thousands)				
Goodwill	$60,896	$13,943	$10,949	$9,049	$94,837
Cumulative impairment loss (1)	(17,653)	(3,000)	(922)	(3,425)	(25,000)
Net balance at June 30, 2014	43,243	10,943	10,027	5,624	69,837
Acquisition related adjustment	117	—	—	39	156
Acquisition of HDB (2)	—	2,586	—	—	2,586
Translation adjustment (3)	(298)	—	(117)	(99)	(514)
Net balance at September 30, 2014	$43,062	$13,529	$9,910	$5,564	$72,065

(1) A $25.0 million impairment charge was recorded in February 2005 as a result of the Company’s operating performance in fiscal 2005.
(2) Amount represents goodwill in connection with the Company's acquisition of HDB. The acquisition is discussed further in Note 2 - Acquisitions.
(3) The translation adjustments relate to the periodic translation of Canadian Dollar denominated goodwill recorded as a part of a prior Canadian acquisition as well as the periodic translation of the Canadian entity acquired with the purchase of KNAC. The KNAC is discussed further in Note 2 - Acquisitions.

Other Intangible Assets
Information on the carrying value of other intangible assets is as follows:

		At September 30, 2014		
	Useful Life	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
	(Years)	(In thousands)		
Intellectual property	6 to 15	$2,460	$(962)	$1,498
Customer based	1.5 to 15	28,348	(4,030)	24,318
Non-compete agreements	3 to 5	1,353	(585)	768
Trade Name	5	165	(41)	124
Total amortizing intangibles		32,326	(5,618)	26,708
Trade name	Indefinite	1,450	—	1,450
Total intangible assets		$33,776	$(5,618)	$28,158

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Matrix Service Company
Notes to Condensed Consolidated Financial Statements
(unaudited)

		At June 30, 2014		
	Useful Life	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
	(Years)	(In thousands)		
Intellectual property	6 to 15	$2,460	$(920)	$1,540
Customer based	1.5 to 15	27,662	(2,949)	24,713
Non-compete agreements	3 to 5	1,312	(471)	841
Trade Name	5	165	(33)	132
Total amortizing intangibles		31,599	(4,373)	27,226
Trade name	Indefinite	1,450	—	1,450
Total intangible assets		$33,049	$(4,373)	$28,676

The increase in the gross carrying amount of other intangible assets at September 30, 2014 compared to June 30, 2014 is due to the August 22, 2014 acquisition of HDB. The HDB intangible asset consists of amortizing customer-based intangibles with a fair value of $0.9 million and useful life of 10 years. Please refer to Note 2 - Acquisitions for additional information.

Amortization expense totaled $1.2 million in the three months ended September 30, 2014 and $0.2 million in the three months ended September 30, 2013. Amortization expense is expected to be $4.7 million in fiscal year 2015, $2.8 million in fiscal year 2016, $2.7 million in fiscal year 2017, $2.6 million in fiscal year 2018, $2.5 million in fiscal year 2019 and $12.5 million, thereafter.

Note 5 – Debt

The Company has a five-year $200.0 million senior secured revolving credit facility under a credit agreement (the "Credit Agreement") that expires March 13, 2019. Advances under the credit facility may be used for working capital, acquisitions, capital expenditures, issuances of letters of credit and other lawful purposes.

The Credit Agreement includes the following covenants and borrowing limitations:

- Our Senior Leverage Ratio, as defined in the agreement, may not exceed 2.50 to 1.00, determined as of the end of each fiscal quarter.
- We are required to maintain a Fixed Charge Coverage Ratio, as defined in the agreement, greater than or equal to 1.25 to 1.00, determined as of the end of each fiscal quarter.
- Asset dispositions (other than inventory and obsolete or unneeded equipment disposed of in the ordinary course of business) are limited to $20.0 million per 12-month period.

Amounts borrowed under the Credit Agreement bear interest at LIBOR or an Alternate Base Rate, plus in each case, an additional margin based on the Senior Leverage Ratio. The additional margin on Alternate Base Rate and LIBOR-based loans ranges between 0.25% and 1.0% and between 1.25% and 2.0%, respectively.

The Credit Agreement also permits us to borrow in Canadian dollars with a sublimit of U.S. $40.0 million. Amounts borrowed in Canadian dollars will bear interest either at the CDOR Rate, plus an additional margin based on the Senior Leverage Ratio ranging from 1.25% to 2.0%, or at the Canadian Prime Rate, plus an additional margin based on the Senior Leverage Ratio ranging from 1.75% to 2.5%. The CDOR Rate is equal to the sum of the annual rate of interest, which is the rate determined as being the arithmetic average of the quotations of all institutions listed in respect of the relevant CDOR interest period for Canadian Dollar denominated bankers' acceptances, plus 0.1%. The Canadian Prime Rate is equal to the greater of (i) the rate of interest per annum most recently announced or established by JPMorgan Chase Bank, N.A., Toronto Branch as its reference rate in effect on such day for determining interest rates for Canadian Dollar denominated commercial loans in Canada and (ii) the CDOR Rate plus 1.0%.

The Unused Credit Facility Fee is between 0.20% and 0.35% based on the Senior Leverage Ratio.

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(unaudited)

The Credit Agreement includes a Senior Leverage Ratio covenant, which provides that Consolidated Funded Indebtedness, as of the end of any fiscal quarter, may not exceed 2.5 times Consolidated EBITDA, as defined in the Credit Agreement, over the previous four quarters. For the four quarters ended September 30, 2014, Consolidated EBITDA, as defined in the Credit Agreement, was $86.7 million. Accordingly, at September 30, 2014, there were no restrictions on our ability to access the full amount of the credit facility. Consolidated Funded Indebtedness at September 30, 2014 was $27.9 million.

Availability under the senior credit facility was as follows:

	September 30, 2014	June 30, 2014
	(In thousands)	
Senior credit facility	$200,000	$200,000
Borrowings outstanding	11,344	11,621
Letters of credit	24,632	23,017
Availability under the senior credit facility	$164,024	$165,362

Outstanding borrowings at September 30, 2014 under our Credit Agreement were used primarily for Canadian dollar advances required for short term working capital, including cross-border purchases of materials and services.

At September 30, 2014, the Company is in compliance with all affirmative, negative, and financial covenants under the Credit Agreement.

Note 6 – Income Taxes

Deferred income taxes are computed using the liability method whereby deferred tax assets and liabilities are recognized based on temporary differences between the financial and tax basis of assets and liabilities using presently enacted tax rates. Deferred tax assets are reduced by a valuation allowance when a determination is made that it is more likely than not that some, or all, of the deferred tax assets will not be realized based on the weight of all available evidence. Evidence which is objectively verifiable carries a higher weight in the analysis. The ultimate realization of deferred tax assets is dependent upon the existence of sufficient taxable income of the appropriate character within the carryback and carryforward period available under the tax law. Sources of taxable income include future reversals of existing taxable temporary differences, future earnings and available tax planning strategies.

The Company provides for income taxes regardless of whether it has received a tax assessment. Taxes are provided when it is considered probable that additional taxes will be due in excess of amounts included in the tax return. The Company regularly reviews exposure to additional income taxes due, and as further information is known or events occur, adjustments may be recorded.

Note 7 – Commitments and Contingencies

Insurance Reserves

The Company maintains insurance coverage for various aspects of its operations. However, exposure to potential losses is retained through the use of deductibles, self-insured retentions and coverage limits.

Typically our contracts require us to indemnify our customers for injury, damage or loss arising from the performance of our services and provide warranties for materials and workmanship. The Company may also be required to name the customer as an additional insured up to the limits of insurance available, or we may be required to purchase special insurance policies or surety bonds for specific customers or provide letters of credit in lieu of bonds to satisfy performance and financial guarantees on some projects. Matrix maintains a performance and payment bonding line sufficient to support the business. The Company generally requires its subcontractors to indemnify the Company and the Company’s customer and name the Company as an additional insured for activities arising out of the subcontractors’ work. We also require certain subcontractors to provide additional insurance policies, including surety bonds in favor of the Company, to secure the subcontractors’ work or as required by the subcontract.

There can be no assurance that our insurance and the additional insurance coverage provided by our subcontractors will fully protect us against a valid claim or loss under the contracts with our customers.

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Unapproved Change Orders and Claims

Costs and estimated earnings in excess of billings on uncompleted contracts included revenues for unapproved change orders and claims of $10.8 million at September 30, 2014 and $13.1 million at June 30, 2014. Generally, collection of amounts related to unapproved change orders and claims is expected within twelve months. However, since customers may not pay these amounts until final resolution of related claims, collection of these amounts may extend beyond one year.

Other

The Company and its subsidiaries are participants in various legal actions. It is the opinion of management that none of the known legal actions will have a material impact on the Company's financial position, results of operations or liquidity.

Note 8 – Earnings per Common Share

Basic earnings per share ("Basic EPS") is calculated based on the weighted average shares outstanding during the period. Diluted earnings per share ("Diluted EPS") includes the dilutive effect of stock options and nonvested deferred shares.

The computation of basic and diluted earnings per share is as follows:

	Three Months Ended	
	September 30, 2014	September 30, 2013
	(In thousands, except per share data)	
Basic EPS:		
Net income attributable to Matrix Service Company	$ 5,914	$ 6,552
Weighted average shares outstanding	26,470	26,116
Basic EPS	$ 0.22	$ 0.25
Diluted EPS:		
Weighted average shares outstanding – basic	26,470	26,116
Dilutive stock options	147	137
Dilutive nonvested deferred shares	517	394
Diluted weighted average shares	27,134	26,647
Diluted EPS	$ 0.22	$ 0.25

The following securities are considered antidilutive and have been excluded from the calculation of Diluted EPS:

	Three Months Ended	
	September 30, 2014	September 30, 2013
	(In thousands)	
Nonvested deferred shares	63	60

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Matrix Service Company
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Note 9 – Segment Information

We operate our business through four reportable segments: Electrical Infrastructure, Oil Gas & Chemical, Storage Solutions, and Industrial.

The Electrical Infrastructure segment primarily encompasses construction and maintenance services to a variety of power generation facilities, such as combined cycle plants, natural gas fired power stations, and renewable energy installations. We also provide high voltage services to investor owned utilities, including construction of new substations, upgrades of existing substations, short-run transmission line installations, distribution upgrades and maintenance, and storm restoration services.

The Oil Gas & Chemical segment includes our traditional turnaround activities, plant maintenance services and construction in the downstream petroleum industry. Another key offering is industrial cleaning services, which include hydroblasting, hydroexcavating, chemical cleaning and vacuum services. We also perform work in the petrochemical, natural gas, gas processing and compression, and upstream petroleum markets.

The Storage Solutions segment includes new construction of crude and refined products aboveground storage tanks (“ASTs”), as well as planned and emergency maintenance services. Also included in the Storage Solutions segment is work related to specialty storage tanks including liquefied natural gas (“LNG”), liquid nitrogen/liquid oxygen (“LIN/LOX”), liquid petroleum (“LPG”) tanks and other specialty vessels including spheres. We also offer AST products including floating roof seals. Finally, the Storage Solutions segment includes balance of plant work in storage terminals and tank farms.

The Industrial segment includes construction and maintenance work in the iron and steel and mining and minerals industries, bulk material handling and fertilizer production facilities, as well as work for clients in other industrial markets.

The Company evaluates performance and allocates resources based on operating income. The accounting policies of the reportable segments are the same as those described in the Summary of Significant Accounting Policies footnote included in the Company’s Annual Report on Form 10-K for the year ended June 30, 2014. Intersegment sales and transfers are recorded at cost; therefore, no intercompany profit or loss recognized.

Segment assets consist primarily of accounts receivable, costs and estimated earnings in excess of billings on uncompleted contracts, property, plant and equipment, goodwill and other intangible assets.

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Matrix Service Company
Notes to Condensed Consolidated Financial Statements
(unaudited)

Results of Operations
(In thousands)

	Three Months Ended	
	September 30, 2014	September 30, 2013
Gross revenues		
Electrical Infrastructure	$55,673	$ 32,877
Oil Gas & Chemical	54,199	62,792
Storage Solutions	133,350	108,546
Industrial	79,360	22,691
Total gross revenues	$322,582	$ 226,906
Less: Inter-segment revenues		
Electrical Infrastructure	$—	$ —
Oil Gas & Chemical	840	297
Storage Solutions	59	392
Industrial	—	—
Total inter-segment revenues	$899	$ 689
Consolidated revenues		
Electrical Infrastructure	$55,673	$ 32,877
Oil Gas & Chemical	53,359	62,495
Storage Solutions	133,291	108,154
Industrial	79,360	22,691
Total consolidated revenues	$321,683	$ 226,217
Gross profit (loss)		
Electrical Infrastructure	$(489)	$ 3,330
Oil Gas & Chemical	4,386	7,531
Storage Solutions	14,518	12,837
Industrial	9,964	1,778
Total gross profit	$28,379	$ 25,476
Operating income (loss)		
Electrical Infrastructure	$(3,656)	$ 1,300
Oil Gas & Chemical	578	3,263
Storage Solutions	7,103	5,832
Industrial	4,522	367
Total operating income	$8,547	$ 10,762

Total assets by segment were as follows:

	September 30, 2014	June 30, 2014
Electrical Infrastructure	$ 116,255	$120,264
Oil Gas & Chemical	81,071	72,406
Storage Solutions	179,996	200,493
Industrial	100,734	105,049
Unallocated assets	70,258	70,720
Total segment assets	$ 548,314	$568,932

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Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

CRITICAL ACCOUNTING ESTIMATES

There have been no material changes in our critical accounting policies from those reported in our fiscal 2014 Annual Report on Form 10-K filed with the SEC. For more information on our critical accounting policies, see Part II, Item 7 of our fiscal 2014 Annual Report on Form 10-K. The following section provides certain information with respect to our critical accounting estimates as of the close of our most recent quarterly period.

Goodwill

The Company has five significant reporting units with goodwill representing 60%, 12%, 8%, 8% and 6% of the total goodwill balance. Our most recent annual goodwill impairment test, performed in the fourth quarter of fiscal 2014, indicated that the fair value of these reporting units exceeded their respective carrying values by 94%, 182%, 165%, 124% and 193%, respectively. The remaining 6% of total goodwill is spread between two other reporting units. Based on the excess of estimated fair value over carrying value and the absence of any indicators of impairment at September 30, 2014, the Company does not currently anticipate recording a goodwill impairment charge for any of its operating units.

Other Intangible Assets

Intangible assets that have finite useful lives are amortized by the straight-line method over their useful lives ranging from 1.5 to 15 years. Intangible assets that have indefinite useful lives are not amortized but are tested at least annually for impairment. Annually, we evaluate the remaining useful lives of intangible assets not being amortized to determine whether facts and circumstances continue to support an indefinite useful life and review both amortizing and non-amortizing intangible assets for impairment indicators. Based on these reviews, the Company has determined that the indefinite lives assigned to its indefinite lived intangible assets are appropriate and no impairment indicators exist at September 30, 2014.

Unapproved Change Orders and Claims

Costs and estimated earnings in excess of billings on uncompleted contracts included revenues for unapproved change orders and claims of $10.8 million at September 30, 2014 and $13.1 million at June 30, 2014. The amounts ultimately realized may be significantly different than the recorded amounts resulting in a material adjustment to future earnings.

SME Receivables

The Company continues to pursue collection of certain receivables acquired in connection with the purchase of S.M. Electric Company, Inc. in February 2009. The recorded values at September 30, 2014 include $0.7 million in claim receivables, which represents the Company’s best estimate of the amount to be collected under a claim, and an additional $2.9 million for amounts due under the related contract. Recovering the remaining receivables will require mediation or litigation and the ultimate amount realized may be significantly different than the recorded amounts, which could result in an adjustment to future earnings.

Insurance Reserves

We maintain insurance coverage for various aspects of our operations. However, we retain exposure to potential losses through the use of deductibles, self-insured retentions and coverage limits. We establish reserves for claims using a combination of actuarially determined estimates and management judgment on a case-by-case basis and update our evaluations as further information becomes known. Judgments and assumptions, including the assumed losses for claims incurred but not reported, are inherent in our reserve accruals; as a result, changes in assumptions or claims experience could result in changes to these estimates in the future. If actual results of claim settlements are different than the amounts estimated, we may be exposed to gains and losses that could be significant.

Recently Issued Accounting Standards

Accounting Standards Update 2014-09 (Topic 606), Revenue from Contracts with Customers

On May 28, 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers." The standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The core principle of the revenue model is that “an entity recognizes 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." In applying the revenue model to contracts within its scope, an entity:
• Identifies the contract(s) with a customer (step 1).
• Identifies the performance obligations in the contract (step 2).
• Determines the transaction price (step 3).
• Allocates the transaction price to the performance obligations in the contract (step 4).
• Recognizes revenue when (or as) the entity satisfies a performance obligation (step 5).
The ASU also requires entities to disclose both quantitative and qualitative information that enables users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The ASU's disclosure requirements are significantly more comprehensive than those in existing revenue standards. The ASU applies to all contracts with customers except those that are within the scope of other topics in the FASB Accounting Standards Codification ("ASC"). For public entities, the ASU is effective for annual reporting periods (including interim reporting periods within those periods) beginning after December 15, 2016. Early application is not permitted. We expect to adopt this standard in fiscal 2018 and are currently evaluating its expected impact on our financial statements.
Accounting Standards Update 2014-08 (Topics 205 and 360), Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity
On April 10, 2014, the FASB issued ASU 2014-08, " Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity" which amends the definition of a discontinued operation in ASC 205-20 and requires entities to provide additional disclosures about discontinued operations as well as disposal transactions that do not meet the discontinued-operations criteria. The FASB issued the ASU to provide more decision-useful information and to make it more difficult for a disposal transaction to qualify as a discontinued operation (since the FASB believes that too many disposal transactions were qualifying as discontinued operations under the old definition). Under the previous guidance in ASC 205-20-45-1, the results of operations of a component of an entity were classified as a discontinued operation if all of the following conditions were met:
• "The component "has been disposed of or is classified as held for sale."
• "The operations and cash flows of the component have been (or will be) eliminated from the ongoing operations of the entity
as a result of the disposal transaction."
• "The entity will not have any significant continuing involvement in the operations of the component after the disposal transaction."
The new guidance eliminates the second and third criteria above and instead requires discontinued operations treatment for disposals of a component or group of components that represents a strategic shift that has or will have a major impact on an entity's operations or financial results. The ASU also expands the scope of ASC 205-20 to disposals of equity method investments and businesses that, upon initial acquisition, qualify as held for sale.The ASU is effective prospectively for all disposals (except disposals classified as held for sale before the adoption date) or components initially classified as held for sale in periods beginning on or after December 15, 2014. Early adoption is permitted. We expect to adopt this standard in fiscal 2015 and do not expect the adoption of this standard to have a material impact on our consolidated financial statements.
Accounting Standards Update 2014-15 (Subtopic 205-40)—Presentation of Financial Statements—Going Concern : Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern
On August 27, 2014, the FASB issued ASU 2014-15, which provides guidance on determining when and how reporting entities must disclose going-concern uncertainties in their financial statements. The new standard requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date of issuance of the entity's financial statements (or within one year after the date on which the financial statements are available to be issued, when applicable). Further, an entity must provide certain disclosures if there is "substantial doubt about the entity's ability to continue as a going concern." The FASB believes that requiring

management to perform the assessment will enhance the timeliness, clarity, and consistency of related disclosures and improve convergence with international financial reporting standards ("IFRSs") (which emphasize management's responsibility for performing the going-concern assessment). However, the time horizon for the assessment (look-forward period) and the disclosure thresholds under U.S. GAAP and IFRSs will continue to differ. The ASU is effective for annual periods ending after December 15, 2016, and interim periods thereafter;
early adoption is permitted. We expect to adopt this standard in fiscal 2017.

RESULTS OF OPERATIONS

Overview

We operate our business through the following four segments:

The Electrical Infrastructure segment primarily encompasses construction and maintenance services to a variety of power generation facilities, such as combined cycle plants, natural gas fired power stations, and renewable energy installations. We also provide high voltage services to investor owned utilities, including construction of new substations, upgrades of existing substations, short-run transmission line installations, distribution upgrades and maintenance, and storm restoration services.

The Oil Gas & Chemical segment includes our traditional turnaround activities, plant maintenance services and construction in the downstream petroleum industry. Another key offering is industrial cleaning services, which include hydroblasting, hydroexcavating, chemical cleaning and vacuum services. We also perform work in the petrochemical, natural gas, gas processing and compression, and upstream petroleum markets.

The Storage Solutions segment includes new construction of crude and refined products ASTs, as well as planned and emergency maintenance services. Also included in the Storage Solutions segment is work related to specialty storage tanks including LNG, LIN/LOX, LPG tanks and other specialty vessels including spheres. We also offer AST products including floating roof seals. Finally, the Storage Solutions segment includes balance of plant work in storage terminals and tank farms.

The Industrial segment includes construction and maintenance work in the iron and steel and mining and minerals industries, bulk material handling and fertilizer production facilities, as well as work for clients in other industrial markets.

Three Months Ended September 30, 2014 Compared to the Three Months Ended September 30, 2013

Consolidated

Consolidated revenues were $321.7 million for the three months ended September 30, 2014, an increase of $95.5 million, or 42.2%, from consolidated revenues of $226.2 million in the same period in the prior fiscal year. As discussed in Note 2 - Acquisitions, the Company acquired Kvaerner North American Construction, which we refer to as Matrix NAC, in the second quarter of fiscal 2014. Accordingly, first quarter results of fiscal 2015 included $84.6 million of Matrix NAC revenues. Revenues related to this acquisition were not included in the the three months ended September 30, 2013. On a segment basis, consolidated revenues increased in the Industrial, Storage Solutions and Electrical Infrastructure segments by $56.7 million, $25.2 million and $22.8 million respectively, partially offset by a decrease in the Oil Gas & Chemical segment of $9.2 million.

Consolidated gross profit increased from $25.5 million in the three months ended September 30, 2013 to $28.4 million in the three months ended September 30, 2014. Fiscal 2015 gross margins were reduced by 1.8% to 8.8% due to under recovery of construction overhead costs caused primarily by lower than expected revenue. Fiscal 2014 gross margins were 11.3%.

Consolidated SG&A expenses were $19.8 million in the three months ended September 30, 2014 compared to $14.7 million in the same period a year earlier, an increase of $5.1 million, or 34.7%. The increase is primarily attributable to the inclusion of Matrix NAC expenses. SG&A expense as a percentage of revenue decreased to 6.2% in the three months ended September 30, 2014 compared to 6.5% for the three months ended September 30, 2013.

Net interest expense was $0.3 million in the three months ended September 30, 2014 and $0.2 million in the same period a year earlier.

The income tax provision was 43.7% of operating income for the three months ended September 30, 2014 and 37.3% for the three months ended September 30, 2013. Fiscal 2015 results were negatively impacted by a project charge of

$3.3 million related to a power generation construction project included in a joint venture ("project charge") in which the Company has a 65% interest. The Company consolidates the joint venture and reports a noncontrolling interest. Accordingly, the Company's operating income includes the noncontrolling interest holder's share of the project loss of $1.2 million for which the Company does not receive a tax benefit. The project charge is discussed further in Note 3 - Uncompleted Contracts.

For the three months ended September 30, 2014, net income attributable to Matrix Service Company and the related fully diluted earnings per share were $5.9 million and $0.22 compared to $6.6 million and $0.25 in the same period a year earlier.

Electrical Infrastructure

Revenues for the Electrical Infrastructure segment increased $22.8 million to $55.7 million in the three months ended September 30, 2014 compared to $32.9 million in the same period a year earlier. The increased revenue volume in the three months ended September 30, 2014 was due to the inclusion of Matrix NAC activity, which was not included in the same period a year earlier, partially offset by lower business volumes in the legacy transmission and distribution business. The project charge reduced gross margins by 10.3% to (0.9%) in the three months ended September 30, 2014. Gross margins were 10.1% in the same period a year earlier. Fiscal 2015 margins were negatively affected by under recovered construction overhead costs primarily due to lower business volumes in the legacy transmission and distribution business.

Oil Gas & Chemical

Revenues for the Oil Gas & Chemical segment decreased to $53.3 million in the three months ended September 30, 2014 compared to $62.5 million in the same period a year earlier. The decrease of $9.2 million, or 14.7%, was primarily due to lower levels of turnaround work. Gross margins decreased to 8.2% in fiscal 2015 from 12.1% in the three months ended September 30, 2013. In fiscal 2015 project execution remained strong, the decline in margins is primarily due to under recovered construction overhead costs. We expect higher margins in this segment for the remainder of fiscal 2015 as work volumes increase leading to a more efficient utilization of construction overhead costs.

Storage Solutions

Revenues for the Storage Solutions segment increased to $133.3 million in the three months ended September 30, 2014 compared to $108.1 million in the same period a year earlier. The increase of $25.2 million, or 23.3%, was primarily due to higher levels of work in our domestic AST business and increased terminal work. The fiscal 2015 gross margin decreased to 10.9% compared to 11.9% in the same period in the prior year. Fiscal 2015 margins were negatively affected by the under recovered construction overhead costs in certain parts of the business due to short-term delays in project start dates.

Industrial

Revenues for the Industrial segment increased to $79.4 million in the three months ended September 30, 2014 compared to $22.7 million in the same period a year earlier. The increase of $56.7 million was primarily due to the inclusion of Matrix NAC activity, which was not included in the same period a year earlier. Gross margins were 12.6% in the three months ended September 30, 2014 compared to 7.8% in the same period a year earlier. The gross margins were higher than expected and primarily due to profit recognized on favorable project completions.

Backlog

We define backlog as the total dollar amount of revenues that we expect to recognize as a result of performing work that has been awarded to us through a signed contract, notice to proceed or other type of assurance that we consider firm. The following arrangements are considered firm:

- fixed-price awards;
- minimum customer commitments on cost plus arrangements; and
- certain time and material arrangements in which the estimated value is firm or can be estimated with a reasonable amount of certainty in both timing and amounts.

For long-term maintenance contracts and other established customer arrangements, we include only the amounts that we expect to recognize into revenue over the next 12 months. For all other arrangements, we calculate backlog as the estimated contract amount less revenues recognized as of the reporting date.

The following table provides a summary of changes in our backlog for the three months ended September 30, 2014:

	Electrical Infrastructure	Oil Gas & Chemical	Storage Solutions	Industrial	Total
	(In thousands)				
Backlog as of June 30, 2014	$162,136	$110,217	$482,631	$160,842	$915,826
Project awards	43,560	88,641	188,698	69,618	390,517
Revenue recognized	(55,673)	(53,359)	(133,291)	(79,360)	(321,683)
Backlog as of September 30, 2014	$150,023	$145,499	$538,038	$151,100	$984,660

Non-GAAP Financial Measure

EBITDA is a supplemental, non-GAAP financial measure. EBITDA is defined as earnings before interest expense, income taxes, depreciation and amortization. We have presented EBITDA because it is used by the financial community as a method of measuring our performance and of evaluating the market value of companies considered to be in similar businesses. We believe that the line item on our Consolidated Statements of Income entitled "Net Income" is the most directly comparable GAAP measure to EBITDA. Since EBITDA is not a measure of performance calculated in accordance with GAAP, it should not be considered in isolation of, or as a substitute for, net earnings as an indicator of operating performance. EBITDA, as we calculate it, may not be comparable to similarly titled measures employed by other companies. In addition, this measure is not necessarily a measure of our ability to fund our cash needs. As EBITDA excludes certain financial information compared with net income, the most directly comparable GAAP financial measure, users of this financial information should consider the type of events and transactions that are excluded. Our non-GAAP performance measure, EBITDA, has certain material limitations as follows:

- It does not include interest expense. Because we have borrowed money to finance our operations, pay commitment fees to maintain our credit facility, and incur fees to issue letters of credit under the credit facility, interest expense is a necessary and ongoing part of our costs and has assisted us in generating revenue. Therefore, any measure that excludes interest expense has material limitations.
- It does not include income taxes. Because the payment of income taxes is a necessary and ongoing part of our operations, any measure that excludes income taxes has material limitations.
- It does not include depreciation or amortization expense. Because we use capital and intangible assets to generate revenue, depreciation and amortization expense is a necessary element of our cost structure. Therefore, any measure that excludes depreciation or amortization expense has material limitations.

A reconciliation of EBITDA to net income follows:

	Three Months Ended	
	September 30, 2014	September 30, 2013
	(In thousands)	
Net income attributable to Matrix Service Company	$5,914	$ 6,552
Interest expense	351	223
Provision for income taxes	3,624	3,904
Depreciation and amortization	5,771	3,720
EBITDA	$15,660	$ 14,399

FINANCIAL CONDITION AND LIQUIDITY

Overview

We define liquidity as the ongoing ability to pay our liabilities as they become due, fund business operations and meet all monetary contractual obligations. Our primary sources of liquidity for the three months ended September 30, 2014 were cash on hand at the beginning of the fiscal year, capacity under our senior revolving credit facility and cash generated from operations. Cash on hand at September 30, 2014 totaled $72.8 million and availability under the senior revolving credit facility totaled $164.0 million resulting in available liquidity of $236.8 million.

Factors that routinely impact our short-term liquidity and may impact our long-term liquidity include, but are not limited to:

- Changes in costs and estimated earnings in excess of billings on uncompleted contracts and billings on uncompleted contracts in excess of costs due to contract terms that determine the timing of billings to customers and the collection of those billings

- Some cost plus and fixed price customer contracts are billed based on milestones which may require us to incur significant expenditures prior to collections from our customers.

- Time and material contracts are normally billed in arrears. Therefore, we are routinely required to carry these costs until they can be billed and collected.

- Some of our large construction projects may require significant retentions or security in the form of letters of credit.

- Other changes in working capital

- Capital expenditures

Other factors that may impact both short and long-term liquidity include:

- Acquisitions of new businesses

- Strategic investments in new operations

- Purchases of shares under our stock buyback program

- Contract disputes or collection issues

- Capacity constraints under our senior revolving credit facility and remaining in compliance with all covenants contained in the credit agreement

The HDB acquisition discussed in Note 2 of the Notes to Condensed Consolidated Financial Statements included in Part 1, Item 1 of this Quarterly Report on Form 10-Q was funded with cash on hand. The Company believes that the remaining availability under our credit facility, as discussed under the caption "Senior Revolving Credit Facility" included in this Financial Condition and Liquidity section of the Form 10-Q, along with cash on hand and cash generated from operations will provide sufficient liquidity to achieve both our short and long-term business objectives.

We have an effective shelf registration statement on file with the SEC under which we may issue, from time to time, up to $400 million of senior debt securities, subordinated debt securities, common stock, preferred stock and warrants. This shelf registration statement gives us additional flexibility, when capital market conditions are favorable, to grow our business, finance acquisitions or to optimize our balance sheet in order to improve or maintain our financial flexibility.

Cash Flow for the Three Months Ended September 30, 2014

Cash Flows Provided by Operating Activities

Cash flows provided by operating activities for the three months ended September 30, 2014 totaled $5.1 million. The various components of cash flows from operating activities are as follows:

Net Cash Provided by Operating Activities
(In thousands)

Net income	$4,671
Non-cash expenses	6,911
Deferred income tax	(1,994)
Cash effect of changes in operating assets and liabilities	(4,535)
Other	59
Net cash provided by operating activities	$5,112

The cash effect of significant changes in operating assets and liabilities net of the effects from acquisitions include the following:

- The change in accounts receivable caused a increase in cash of $30.4 million. The positive variance is primarily due to the timing of project billings and collections.

- The net change in the combined balance of costs and estimated earnings in excess of billings on uncompleted contracts and billings on uncompleted contracts in excess of costs and estimated earnings caused a decrease to cash of $21.5 million at September 30, 2014. The unfavorable variance is primarily attributable to an increase in costs and estimated earnings in excess of billings due to significant cost plus and time and material projects that are billed in arrears.

- The change in accounts payable resulted in a decrease to cash of $17.5 million. The unfavorable variance is primarily due to lower business volumes and the timing of vendor payments.

- The change in accrued liabilities resulted in a decrease to cash of $6.6 million. The unfavorable variance is primarily attributable to the payment of short term incentives accrued at June 30, 2014 but paid out during the first quarter ended September 30, 2014.

Cash Flows Used for Investing Activities

Investing activities used $8.8 million of cash in the first three months of fiscal 2015. This was primarily due to the purchase of HDB in the amount of $5.3 million. The HDB acquisition is discussed in Note 2 of the Notes to Condensed Consolidated Financial Statements included in Part 1, Item 1 of this Quarterly Report on Form 10-Q. Capital expenditures used $3.7 million of cash and proceeds from asset dispositions generated cash of $0.1 million. Capital expenditures consisted primarily of $1.6 million for the purchase of construction equipment, $0.3 million for transportation and fabrication equipment, and $1.8 million for office equipment.

Cash Flows Provided by Financing Activities

Financing activities used $0.3 million of cash in the first three months of fiscal 2015 primarily due to net repayments of $0.3 million from credit facility borrowings and treasury share purchases of $0.9 million, partially offset with $0.2 million of cash received for issuance of stock options and $0.1 million in cash received from employees participating in the Company's employee stock purchase program. The excess tax benefit of exercised stock options and vesting of deferred shares provided $0.7 million of cash. Cash borrowings and repayments for the first three months of fiscal 2015 were $5.8 million and $6.1 million, respectively. Cash borrowings were used for Canadian dollar advances to fund our existing Canadian operations including amounts to settle intercompany cross currency billings and other borrowings to finance our short-term working capital requirements.

Senior Revolving Credit Facility

As noted previously in Note 5 of the Notes to Condensed Consolidated Financial Statements included in Part 1, Item 1 of this Quarterly Report on Form 10-Q, the Company has a five-year $200.0 million senior secured revolving credit facility under a credit agreement (the "Credit Agreement") that expires March 13, 2019.

Availability under the senior credit facility at September 30, 2014 and June 30, 2014 was as follows:

	September 30, 2014	June 30, 2014
	(In thousands)	
Senior credit facility	$200,000	$200,000
Borrowings outstanding	11,344	11,621
Letters of credit	24,632	23,017
Availability under the senior credit facility	$164,024	$165,362

Outstanding borrowings at September 30, 2014 included advances used for Canadian dollar advances to fund our existing Canadian operations including amounts to settle intercompany cross currency billings and other borrowings

to finance our short-term working capital requirements.

The Company is in compliance with all affirmative, negative, and financial covenants under the Credit Agreement.

Dividend Policy

We have never paid cash dividends on our common stock, and the terms of our Credit Agreement limit the amount of cash dividends we can pay. Under our Credit Agreement, we may declare and pay dividends on our capital stock during any fiscal year up to an amount which, when added to all other dividends paid during such fiscal year, does not exceed 50% of our cumulative net income for such fiscal year to such date. While we currently do not intend to pay cash dividends, any future dividend payments will depend on our financial condition, capital requirements and earnings as well as other relevant factors.

Stock Repurchase Program and Treasury Shares

Treasury Shares

On November 4, 2014 the Board of Directors approved a stock buyback program that replaces the program that had been in place since November 2012. The new program, which expires on December 31, 2016, allows the Company to purchase up to $25.0 million of common shares annually if sufficient liquidity exists and management believes the shares are undervalued relative to the Company's peers. The annual share limitation is applied on a calendar year basis. The cumulative shares repurchased cannot exceed 2,653,399, which represents ten percent of the shares outstanding at the approval date.

In addition to the stock buyback program, the Company may withhold shares of common stock to satisfy the tax withholding obligations upon vesting of an employee’s deferred shares. Matrix withheld 33,304 shares in the first three months of fiscal 2015 to satisfy these obligations. These shares were returned to the Company’s pool of treasury shares.

The Company has 1,372,446 treasury shares as of September 30, 2014 and intends to utilize these treasury shares solely in connection with equity awards under the Company’s stock incentive plans.

FORWARD-LOOKING STATEMENTS

This Form 10-Q includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, included in this Form 10-Q which address activities, events or developments which we expect, believe or anticipate will or may occur in the future are forward-looking statements. The words “believes,” “intends,” “expects,” “anticipates,” “projects,” “estimates,” “predicts” and similar expressions are also intended to identify forward-looking statements.

These forward-looking statements include, among others, such things as:

- amounts and nature of future revenues and margins from each of our segments;
- our ability to generate sufficient cash from operations or to raise cash in order to meet our short and long-term capital requirements;
- the likely impact of new or existing regulations or market forces on the demand for our services;
- expansion and other trends of the industries we serve;
- our expectations with respect to the likelihood of a future impairment; and
- our ability to comply with the covenants in our credit agreement.

These statements are based on certain assumptions and analyses we made in light of our experience and our historical trends, current conditions and expected future developments as well as other factors we believe are appropriate. However, whether actual results and developments will conform to our expectations and predictions is subject to a number of risks and uncertainties which could cause actual results to differ materially from our expectations, including:

- the risk factors discussed in our Form 10-K for the fiscal year ended June 30, 2014 and listed from time to time in our filings with the Securities and Exchange Commission;
- the inherently uncertain outcome of current and future litigation;
- the adequacy of our reserves for contingencies;

- economic, market or business conditions in general and in the oil, gas, power and mining and minerals industries in particular;
- changes in laws or regulations; and
- other factors, many of which are beyond our control.

Consequently, all of the forward-looking statements made in this Form 10-Q are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences or effects on our business operations. We assume no obligation to update publicly, except as required by law, any such forward-looking statements, whether as a result of new information, future events or otherwise.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes in market risk faced by us from those reported in our Annual Report on Form 10-K for the fiscal year ended June 30, 2014, filed with the Securities and Exchange Commission. For more information on market risk, see Part II, Item 7A in our fiscal 2014 Annual Report on Form 10-K.

Item 4. Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Securities Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure based on the definition of “disclosure controls and procedures” in Rule 13a-15(e).

The disclosure controls and procedures are designed to provide reasonable, not absolute, assurance of achieving the desired control objectives. The Company’s management, including the Chief Executive Officer and Chief Financial Officer, does not expect that the disclosure controls and procedures or our internal controls over financial reporting will prevent or detect all errors or fraud. The design of our internal control system takes into account the fact that there are resource constraints and the benefits of controls must be weighed against the costs. Additionally, controls can be circumvented by the acts of key individuals, collusion or management override.

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2014. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level at September 30, 2014.

We completed the acquisition of Matrix NAC effective December 21, 2013. We are in the process of assessing and, to the extent necessary, making changes to the internal control over financial reporting of Matrix NAC to conform such internal control to that used on our other operations. However, we are not yet required to evaluate, and have not yet fully evaluated, changes in Matrix NAC's internal control over financial reporting. Subject to the foregoing, there have been no changes in our internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect our internal controls over financial reporting during the quarter ended September 30, 2014.

PART II
OTHER INFORMATION
Item 1. Legal Proceedings
We are a party to a number of legal proceedings. We believe that the nature and number of these proceedings are typical for a company of our size engaged in our type of business and that none of these proceedings will result in a material effect on our business, results of operations, financial condition, cash flows or liquidity.
Item 1A. Risk Factors
There were no material changes in our Risk Factors from those reported in Item 1A of Part I of our Annual Report on Form 10-K for the fiscal year ended June 30, 2014.
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds
Issuer Purchases of Equity Securities
The table below sets forth the information with respect to purchases made by the Company of its common stock during the first quarter of fiscal year 2015.

	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs (C)
July 1 to July 31, 2014				
Share Repurchase Program (A)	—	—	—	2,113,497
Employee Transactions (B)	—	—	—	
August 1 to August 31, 2014				
Share Repurchase Program (A)	—	—	—	2,113,497
Employee Transactions (B)	33,304	$27.42	—	
September 1 to September 30, 2014				
Share Repurchase Program (A)	—	—	—	2,113,497
Employee Transactions (B)	—	—	—	

(A) Represents shares purchased under our stock buyback program.
(B) Represents shares withheld to satisfy the employee’s tax withholding obligation that is incurred upon the vesting of deferred shares granted under the Company’s stock incentive plans.
(C) On November 4, 2014 the Board of Directors approved a stock buyback program that replaces the program that had been in place since November 2012. The new program, which expires on December 31, 2016, allows the Company to purchase up to $25.0 million annually of common shares if sufficient liquidity exist and management believes the shares are undervalued relative the Company's peers. The annual share limitation is applied on a calendar year basis. The shares included in this column represent the maximum number of shares that were available to be purchased under the plan that existed at September 30, 2014.

Dividend Policy
We have never paid cash dividends on our common stock, and the terms of our Credit Agreement limit the amount of cash dividends we can pay. Under our Credit Agreement, we may declare and pay dividends on our capital stock during any fiscal year up to an amount which, when added to all other dividends paid during such fiscal year, does not exceed 50% of our cumulative net income for such fiscal year to such date. While we currently do not intend to pay cash dividends, any future dividend payments will depend on our financial condition, capital requirements and earnings as well as other relevant factors.

Item 3. Defaults Upon Senior Securities
None
Item 4. Mine Safety Disclosures
Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") requires domestic mine operators to disclose violations and orders issued under the Federal Mine Safety and Health Act of 1977 (the "Mine Act") by the federal Mine Safety and Health Administration. We do not act as the owner of any mines, but as a result of our performing services or construction at mine sites as an independent contractor, we are considered an "operator" within the meaning of the Mine Act.
Information concerning mine safety violations or other regulatory matters required to be disclosed in this quarterly report under Section 1503(a) of the Dodd-Frank Act and Item 104 of Regulation S-K is included in Exhibit 95.
Item 5. Other Information
None
Item 6. Exhibits:

Exhibit 10.1	Separation Agreement between Matthew J. Petrizzo and the Company (Exhibit 10.23 to the Company's Annual Report on Form 10-K (File No. 1-15461) filed September 8, 2014, is hereby incorporated by reference).
Exhibit 31.1:	Certification Pursuant to Section 302 of Sarbanes-Oxley Act of 2002 – CEO.
Exhibit 31.2:	Certification Pursuant to Section 302 of Sarbanes-Oxley Act of 2002 – CFO.
Exhibit 32.1:	Certification Pursuant to 18 U.S.C. 1350 (section 906 of Sarbanes-Oxley Act of 2002) – CEO.
Exhibit 32.2:	Certification Pursuant to 18 U.S.C. 1350 (section 906 of Sarbanes-Oxley Act of 2002) – CFO.
Exhibit 95:	Mine Safety Disclosure.
Exhibit 101.INS:	XBRL Instance Document.
Exhibit 101.SCH:	XBRL Taxonomy Schema Document.
Exhibit 101.CAL:	XBRL Taxonomy Extension Calculation Linkbase Document.
Exhibit 101.DEF:	XBRL Taxonomy Extension Definition Linkbase Document.
Exhibit 101.LAB:	XBRL Taxonomy Extension Labels Linkbase Document.
Exhibit 101.PRE:	XBRL Taxonomy Extension Presentation Linkbase Document.

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.

	MATRIX SERVICE COMPANY
Date: November 6, 2014	By: /s/ Kevin S. Cavanah Kevin S. Cavanah Vice President and Chief Financial Officer signing on behalf of the registrant and as the registrant’s principal financial officer

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