Village Bank & Trust Financial Corp.
Form 10-K
March 26, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

Commission file number 0-50765

VILLAGE BANK AND vxTRUST FINANCIAL CORP.

(Exact name of registrant as specified in its charter)

Virginia	**16-1694602**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

15521 Midlothian Turnpike, Suite 200, Midlothian, Virginia	**23113**
(Address of principal executive offices)	(Zip Code)

Issuer's telephone number: **804-897-3900**

Securities registered under Section 12(b) of the Exchange Act:

Title of each class	**Name of each exchange on which registered**
Common Stock, $4.00 par value	The Nasdaq Stock Market

Securities registered under Section 12(g) of the Exchange Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ Noþ

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. ¨

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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. Yesþ 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). Yesþ No¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form10-K or any amendment to this Form 10-K.¨

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 definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ¨	Accelerated Filer ¨
Non-Accelerated Filer ¨ (Do not check if smaller reporting company)	Smaller Reporting Company þ

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ¨ No þ

The aggregate market value of common stock held by non-affiliates of the registrant as of the last business day of the Registrant’s most recent completed second fiscal quarter was approximately $8,808,000.

The number of shares of common stock outstanding as of March 14, 2014 was 5,338,295.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement to be used in conjunction with the 2014 Annual Meeting of Shareholders are incorporated by reference into Part III of this Form 10-K.

Village Bank and Trust Financial Corp.

Form 10-K

TABLE OF CONTENTS

Part I

In addition to historical information, the following report contains forward-looking statements that are subject to risks and uncertainties that could cause Village Bank and Trust Financial Corp.'s actual results to differ materially from those anticipated. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date of the report. For discussion of factors that may cause our actual future results to differ materially from those anticipated, please see "ITEM 7 – MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS" herein.

ITEM 1. BUSINESS

Village Bank and Trust Financial Corp. ("Company") was incorporated in January 2003 and was organized under the laws of the Commonwealth of Virginia as a bank holding company. The Company has three active wholly owned subsidiaries: Village Bank (the "Bank"), Southern Community Financial Capital Trust I, and Village Financial Statutory Trust II. The Bank has one active wholly owned subsidiary: Village Bank Mortgage Corporation ("the mortgage company"), a full service mortgage banking company. The Company is the holding company of and successor to the Bank. Effective April 30, 2004, the Company acquired all of the outstanding stock of the Bank in a statutory share exchange transaction.

The Bank is the primary operating business of the Company. The Bank offers a wide range of banking and related financial services, including checking, savings, certificates of deposit and other depository services, and commercial, real estate and consumer loans, primarily in the Richmond, Virginia metropolitan area. The Bank was organized in 1999 as a Virginia chartered bank to engage in a general banking business to serve the communities in and around Richmond, Virginia. Deposits with the Bank are insured to the maximum amount provided by the Federal Deposit Insurance Corporation ("FDIC"). The Bank offers a comprehensive range of financial services and products and specializes in providing customized financial services to small and medium sized businesses, professionals, and associated individuals. The Bank provides its customers with personal customized service utilizing the latest technology and delivery channels.

Bank revenues are derived from interest and fees received in connection with loans, deposits, and investments. Administrative and operating expenses are the major expenses, followed by interest paid on deposits and borrowings. Revenues from the mortgage company consist primarily of gains from the sale of loans and loan origination fees and its major expenses consist of personnel, advertising, and other operating expenses. In 2013, revenue (after intercompany eliminations) generated by the Bank totaled \$22.8 million and \$9.1 million by the mortgage company.

Business Strategy

Our current business strategies include the following:

- *To shift our focus from asset reduction to one of revenue growth.* Over the past two years we have substantially reduced our assets from $582 million at December 31, 2011 to $444 million at December 31, 2013. Although this reduction in assets was necessary to resolve our nonperforming assets, reduce real estate loan concentrations, and improve our capital ratios, it did erode the revenue base of our business. In 2014, we will shift our focus to one of growing our asset base, primarily through our loan portfolio, within the 10% limit provided in our regulatory agreements.

- *To reduce the level of our nonperforming assets*. Nonperforming assets, consisting of nonaccrual loans and real estate acquired through foreclosure, reached record highs in 2012 and continue to have a negative effect on profitability. We have committed significant resources to reduce the level of nonperforming assets.

3

· *To comply with the requirements agreed to with our regulatory authorities.*

- The Bank has entered into an agreement with the Federal Deposit Insurance Corporation and the Virginia Bureau of Financial Institutions, agreeing among other matters to: (1) improve its credit risk exposure; (2) comply with regulatory capital requirements of 8% Tier 1 leverage capital and 11% total risk-based capital ratios; and (3) not grow its assets more than 10% per year. This agreement is more fully discussed later in this Annual Report.

- In addition, the Company also entered into a Written Agreement with the Federal Reserve Bank of Richmond (the "Reserve Bank"). Pursuant to this Written Agreement, the Company agreed to develop and submit to the Reserve Bank for approval within the time periods specified therein written plans to maintain sufficient capital and correct any violations of section 23A of the Federal Reserve Act and Regulation W. In addition, the Company will submit a written statement of its planned sources and uses of cash for debt service, operating expenses, and other purposes. The Company also has agreed that it will not, without prior regulatory approval:
  - pay or declare any dividends;
  - take any other form of payment representing a reduction in capital from the Bank;
  - make any distributions of interest, principal or other sums on subordinated debentures or trust preferred securities;
  - incur, increase, repay, or guarantee any debt; or
  - purchase or redeem any shares of its stock.

These agreements are more fully discussed later in this Annual Report.

· *To attract commercial and retail customers by providing the breadth of products offered by larger banks while maintaining the quick response and personal service of a community bank.* We will continue to look for opportunities to expand our products and services. We have established a diverse product line, including commercial, mortgage and consumer loans as well as a full array of deposit products and services.

Our officers, employees and the directors live and work in our market area. We believe that the existing and future banking market in our community represents an opportunity for locally owned and locally managed community banks. In view of the continuing trend in the financial services industry toward consolidation into larger, statewide, regional and national institutions, the market exists for the personal and customized financial services that an independent, locally owned bank with local decision making can offer. With the flexibility of our smaller size and through an emphasis on relationship banking, including personal attention and service, we can be more responsive to the individual needs of our customers than our larger competitors. As a community oriented and locally managed institution, we make most of our loans in our community and can tailor our services to meet the banking and financial needs of our customers who live and do business in our market.

Market Area

The Company, the Bank, and the mortgage company are headquartered in Chesterfield County and primarily serve the Central Virginia region and the Richmond Metropolitan Area. In 2012, the Richmond MSA was the nation's 44th largest metro area. At the end of 2013, its population was 1,293,477 representing almost 16% of the total population in the Commonwealth of Virginia with a median age of 38.3 years. For 2013, per capita income was $30,954 and median household income was $57,443. This compares favorably to U.S. per capita income of $27,567 and median household income of $51,314.

The median sales price of new single-family homes in Chesterfield County that sold in November 2013 through February 2014 was $226,500, an increase of 6% compared to the prior year. Building permits in Chesterfield County declined during the period 2010 to 2012 from 3,132 in 2010 to 3,089 in 2011 to 2,722 in 2012. However, building permits rebounded in 2013 somewhat to 2,882 although not to pre-recessionary levels.

The unemployment rate for Chesterfield County was 4.9% in December 2013 compared to 5.2% for the Commonwealth of Virginia and 7.0% for the nation. At December 31, 2012 the unemployment rate for Chesterfield County was 5.2%, 5.6% for the Commonwealth of Virginia and 7.8% for the nation.

Banking Services

We currently conduct business from thirteen full-service branch banking offices, one offsite automated teller machine ("ATM") and two mortgage loan production offices in Central Virginia in the counties of Chesterfield, Hanover, Henrico and Powhatan. We also have a mortgage loan production office in Manassas, Virginia that was active for all of 2013, and we opened a new mortgage loan production office in Newport News, Virginia in January of 2014. In February of 2014, we announced that we would be closing two full-service branch banking offices in May of 2014.

Deposit Services. Deposits are a major source of our funding. The Bank offers a full range of deposit services that are typically available in most banks and other financial institutions including checking accounts, savings accounts and other time deposits of various types, ranging from daily money market accounts to longer term certificates of deposit and Individual Retirement Accounts. These deposit accounts are offered at rates competitive with other institutions in our market area. We service our deposit clients in our full-service branches, at drive-up windows, at our ATMs, through our customer care team and through technology such as online banking, mobile banking applications and remote deposit capture for business clients. We have not applied for permission to establish a trust department and offer trust services. The Bank is not a member of the Federal Reserve System. Deposits are insured under the Federal Deposit Insurance Act to the limits provided thereunder.

Lending Services. We offer a full range of short-to-medium term commercial and personal loans. We also provide a wide range of real estate finance services. Our primary focus is on making loans in the Central Virginia market where we have branch banking offices. We originate mortgage loans for sale in our Northern Virginia and Newport News mortgage loan production offices. We will periodically offer residential construction-to-permanent financing and residential bridge loans to clients of the mortgage production offices in Northern Virginia and Newport News.

- *Commercial Business Lending*. We make secured and unsecured loans to small- and medium-sized businesses for purposes such as funding working capital needs (including inventory and receivables), business expansion (including acquisition of real estate and improvements) and purchase of equipment and machinery. In our underwriting, we evaluate the earnings and cash flows of the business, guarantor support and both the need for and the protection offered by the collateral for the loan.

- *Commercial Real Estate Acquisition, Development, Construction and Mortgage Lending*. We make loans to our clients for the purposes of acquiring, developing, constructing and owning commercial real estate. These properties may be owner-occupied or may be held for investment purposes and repaid from rental income or from the sale of the property.

- *Consumer Lending*. Consumer loans include secured and unsecured loans for financing automobiles, home improvements, education and personal investments. We also originate fixed and variable rate mortgage loans and real estate construction and acquisition loans. Residential loans originated by our mortgage company are usually sold in the secondary mortgage market.

Loan Participations. We sell loan participations in the ordinary course of business when a loan originated by us exceeds our legal lending limit or we otherwise deem it prudent to share the risk with another lending institution. We also occasionally purchase loan participations from other banks, usually without recourse against that bank. We underwrite purchased loan participations in accordance with normal underwriting practices.

Lending Limit. As of December 31, 2013, our legal lending limit for loans to one borrower was approximately $5,753,000. However, we generally will not extend credit to any one individual or entity in excess of $4,000,000, and any amount over that must be approved by the full board of directors.

Competition

We encounter strong competition from other local commercial banks, savings and loan associations, credit unions, mortgage banking firms, consumer finance companies, securities brokerage firms, insurance companies, money market mutual funds and other financial institutions. A number of these competitors are well-established. Competition for loans is keen, and pricing is important. Most of our competitors have substantially greater resources and higher lending limits than ours and offer certain services, such as extensive and established branch networks and trust services, which we do not provide at the present time. Deposit competition also is strong, and we may have to pay higher interest rates to attract deposits. Nationwide banking institutions and their branches have increased competition in our markets, and federal legislation adopted in 1999 allows non-banking companies, such as insurance and investment firms, to establish or acquire banks. We believe that the Company can capitalize on recent merger activity to attract customers from the acquired institutions.

At June 30, 2013, the latest date such information is available from the FDIC, the Bank’s deposit market share in Chesterfield County was 6.45%, 5.05% in Hanover County, 7.29% in Powhatan County, 0.61% in the Richmond MSA and 0.13% in Henrico County.

Regulation

We are subject to extensive regulation by certain federal and state agencies and receive periodic examinations by those regulatory authorities. As a consequence, our business is affected by state and federal legislation and regulations.

General. The discussion below is only a summary of the principal laws and regulations that comprise the regulatory framework applicable to us. The descriptions of these laws and regulations, as well as descriptions of laws and regulations contained elsewhere herein, do not purport to be complete and are qualified in their entirety by reference to applicable laws and regulations. In recent years, regulatory compliance by financial institutions such as ours has placed a significant burden on us both in costs and employee time commitment.

Bank Holding Company. The Company is a bank holding company under the federal Bank Holding Company Act of 1956, as amended, and is subject to supervision and regulation by the Board of Governors of the Federal Reserve System (the “Federal Reserve”) and Virginia Bureau of Financial Institutions (the “BFI”). As a bank holding company, the Company is required to furnish to the Federal Reserve annual and quarterly reports of its operations and such additional information as the Federal Reserve may require. The Federal Reserve, FDIC and BFI also may conduct examinations of the Company and/or the Bank.

Bank Regulation. As a Virginia-chartered bank that is not a member of the Federal Reserve, the Bank is subject to regulation, supervision and examination by the BFI and the FDIC. Federal and state law also specify the activities in which the Bank may engage, the investments it may make and the aggregate amount of loans that may be granted to one borrower. Various consumer and compliance laws and regulations also affect the Bank's operations. Earnings are affected by general economic conditions, management policies and the legislative and governmental actions of various regulatory authorities, including those referred to above. The following description summarizes some of the laws to which we are subject. The BFI and the FDIC conduct regular examinations, reviewing such matters as the overall safety and soundness of the institution, the adequacy of loan loss reserves, quality of loans and investments, management practices, compliance with laws, and other aspects of the Bank's operations. In addition to these regular examinations, the Bank must furnish the FDIC and BFI with periodic reports containing a full and accurate statement of its affairs. Supervision, regulation and examination of banks by these agencies are intended primarily for the protection of depositors rather than shareholders.

Agreements with Regulators. In February 2012, the Bank entered into a Stipulation and Consent to the Issuance of a Consent Order with the FDIC and the BFI (the "Supervisory Authorities"), and the Supervisory Authorities issued the related Consent Order effective February 3, 2012. In June 2012, the Company entered into a written agreement ("Written Agreement") with the Federal Reserve Bank of Richmond ("Reserve Bank"). A complete description of the terms and conditions of these Agreements is provided in *Note 12. Commitments and contingencies* of the *Notes to Consolidated Financial Statements*.

The Dodd-Frank Wall Street Reform and Consumer Protection Act. In July 2010, the Dodd-Frank Act Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") was signed into law, incorporating numerous financial institution regulatory reforms. Certain of these reforms are yet to be implemented through regulations to be adopted by various federal banking and securities regulatory agencies. The following discussion describes the material elements of the regulatory framework that currently apply. The Dodd-Frank Act implements far-reaching reforms of major elements of the financial landscape, particularly for larger financial institutions. Many of its provisions do not directly impact community-based institutions like the Bank. For instance, provisions that regulate derivative transactions and limit derivatives trading activity of federally-insured institutions, enhance supervision of "systemically significant" institutions, impose new regulatory authority over hedge funds, limit proprietary trading by banks, and phase-out the eligibility of trust preferred securities for Tier 1 capital are among the provisions that do not directly impact the Bank either because of exemptions for institutions below a certain asset size or because of the nature of the Bank's operations. Provisions that do impact the Bank include the following:

- *FDIC Assessments*. The Dodd-Frank Act changes the assessment base for federal deposit insurance from the amount of insured deposits to average consolidated total assets less its average tangible equity. In addition, it increases the minimum size of the Deposit Insurance Fund ("DIF") and eliminates its ceiling, with the burden of the increase in the minimum size on institutions with more than $10 billion in assets.
- *Deposit Insurance.* The Dodd-Frank Act makes permanent the $250,000 limit for federal deposit insurance at all insured depository institutions.
- *Interest on Demand Deposits.* The Dodd-Frank Act provides that depository institutions may pay interest on demand deposits, including business transaction and other accounts.

- *Consumer Financial Protection Bureau.* The Dodd-Frank Act centralizes responsibility for consumer financial protection by creating a new agency, the Consumer Financial Protection Bureau, responsible for implementing federal consumer protection laws, although banks below $10 billion in assets will continue to be examined and supervised for compliance with these laws by their federal bank regulator.
- *Mortgage Lending.* Additional requirements are imposed on mortgage lending, including minimum underwriting standards, prohibitions on certain yield-spread compensation to mortgage originators, special consumer protections for mortgage loans that do not meet certain provision qualifications, prohibitions and limitations on certain mortgage terms and various mandated disclosures to mortgage borrowers.
- *Holding Company Capital Levels.* Bank regulators are required to establish minimum capital levels for holding companies that are at least as stringent as those currently applicable to banks. In addition, all trust preferred securities issued after May 19, 2010 will be counted as Tier 2 capital, but the Company’s currently outstanding trust preferred securities will continue to qualify as Tier 1 capital.

7

- *De Novo Interstate Branching.* National and state banks are permitted to establish de novo interstate branches outside of their home state, and bank holding companies and banks must be well-capitalized and well managed in order to acquire banks located outside their home state.
- *Transactions with Affiliates.* The Dodd-Frank Act enhances the requirements for certain transactions with affiliates under Section 23A and 23B of the Federal Reserve Act, including an expansion of the definition of "covered transactions" and an increase in the amount of time for which collateral requirements regarding covered transactions must be maintained.
- *Transactions with Insiders.* Insider transaction limitations are expanded through the strengthening of loan restrictions to insiders and the expansion of the types of transactions subject to the various limits, including derivative transactions, repurchase agreements, reverse repurchase agreements and securities lending or borrowing transactions. Restrictions are also placed on certain asset sales to and from an insider to an institution, including requirements that such sales be on market terms and, in certain circumstances, approved by the institution's board of directors.
- *Corporate Governance.* The Dodd-Frank Act includes corporate governance revisions that apply to all public companies, not just financial institutions, including with regard to executive compensation and proxy access to shareholders.

Many aspects of the Dodd-Frank Act are subject to rulemaking and will take effect over several years, and their impact on the Company or the financial industry is difficult to predict before such regulations are adopted. Provisions in the legislation that affect deposit insurance assessments, payment of interest on demand deposits and interchange fees could increase the costs associated with deposits as well as place limitations on certain revenues those deposits may generate.

Insurance of Accounts, Assessments and Regulation by the FDIC. Our deposits are insured by the FDIC up to the limits set forth under applicable law, currently $250,000. We are subject to the deposit insurance assessments of the DIF. The amount of the assessment is a function of the institution's risk category, of which there are four, and its assessment base. An institution's risk category is determined according to its supervisory ratings and capital levels and is used to determine the institution's assessment rate. The assessment base is an institution's average consolidated total assets less its average tangible equity.

The FDIC is authorized to prohibit any DIF-insured institution from engaging in any activity that the FDIC determines by regulation or order to pose a serious threat to the respective insurance fund. Also, the FDIC may initiate enforcement actions against banks, after first giving the institution's primary regulatory authority an opportunity to take such action. The FDIC may terminate the deposit insurance of any depository institution if it determines, after a hearing, that the institution has engaged or is engaging in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, order or any condition imposed in writing by the FDIC. It also may suspend deposit insurance temporarily during the hearing process for the permanent termination of insurance if the institution has no tangible capital. If deposit insurance is terminated, the deposits at the institution at the time of termination, less subsequent withdrawals, shall continue to be insured for a period from six months to two years, as determined by the FDIC. We are aware of no existing circumstances that could result in termination of our deposit insurance.

Payment of Dividends. The Company is a legal entity separate and distinct from the Bank and its other subsidiaries. Virtually all of the Company's cash revenues will result from dividends paid to it by the Bank, which is subject to laws and regulations that limit the amount of dividends that it can pay. Under Virginia law, a bank may not declare a dividend in excess of its accumulated retained earnings without BFI approval. As of December 31, 2013, the Bank did not have any accumulated retained earnings. In addition, the Bank may not declare or pay any dividend if, after making the dividend, the Bank would be "undercapitalized," as defined in FDIC regulations.

The FDIC and the state have the general authority to limit the dividends paid by insured banks if the payment is deemed an unsafe and unsound practice. Both the state and the FDIC have indicated that paying dividends that deplete a bank's capital base to an inadequate level would be an unsound and unsafe banking practice.

In addition, the Company is subject to certain regulatory requirements to maintain capital at or above regulatory minimums. These regulatory requirements regarding capital affect our dividend policies. Regulators have indicated that holding companies should generally pay dividends only if the organization's net income available to common shareholders over the past year has been sufficient to fully fund the dividends, and the prospective rate of earnings retention appears consistent with the organization's capital needs, asset quality and overall financial condition. In addition, the Federal Reserve has issued guidelines that bank holding companies should inform and consult with the Federal Reserve in advance of declaring or paying a dividend that exceeds earnings for the period (e.g., quarter) for which the dividend is being paid or that could result in a material adverse change to the organization’s capital structure.

The Company is currently subject to a Written Agreement with the Reserve Bank pursuant to which the Company must obtain the prior written approval of the Reserve Bank to declare or pay any dividends on its common stock or preferred stock, take dividends or any other form of payment representing a reduction in capital from the Bank or make any payments on its trust preferred securities.

The Bank is currently subject to a Consent Order with the FDIC and the BFI which also requires the Bank to obtain prior written regulatory approval to declare or pay any dividends, pay bonuses or make any other form of payment outside the ordinary course of business resulting in a reduction of capital.

Capital Adequacy. Both the Company and the Bank are required to comply with the capital adequacy standards established by the Federal Reserve, in the case of the Company, and the FDIC, in the case of the Bank. The Federal Reserve has established a risk-based and a leverage measure of capital adequacy for bank holding companies. The Bank is also subject to risk-based and leverage capital requirements adopted by the FDIC, which are substantially similar to those adopted by the Federal Reserve for bank holding companies. Under the risk-based capital requirements, the Company and the Bank are each generally required to maintain a minimum ratio of total capital to risk-weighted assets (including specific off-balance sheet activities, such as standby letters of credit) of 8%. At least half of the total capital must be composed of “Tier 1 Capital,” which is defined as common equity, retained earnings, qualifying perpetual preferred stock and minority interests in common equity accounts of consolidated subsidiaries, less certain intangibles. The remainder may consist of “Tier 2 Capital”, which is defined as specific subordinated debt, some hybrid capital instruments and other qualifying preferred stock and a limited amount of the loan loss allowance and pretax net unrealized holding gains on certain equity securities. In addition, each of the federal banking regulatory agencies has established minimum leverage capital requirements for banking organizations. Under these requirements, banking organizations must maintain a minimum ratio of Tier 1 capital to adjusted average quarterly assets equal to 3% to 5%, subject to federal bank regulatory evaluation of an organization’s overall safety and soundness. In summary, the capital measures used by the federal banking regulators are:

- Total Risk-Based Capital ratio, which is the total of Tier 1 Risk-Based Capital (which includes common shareholders’ equity, trust preferred securities, minority interests and qualifying preferred stock, less goodwill and other adjustments) and Tier 2 Capital (which includes preferred stock not qualifying as Tier 1 capital, mandatory convertible debt, limited amounts of subordinated debt, other qualifying term debt and the allowance for loan losses up to 1.25 percent of risk-weighted assets and other adjustments) as a percentage of total risk-weighted assets,

- Tier 1 Risk-Based Capital ratio (Tier 1 capital divided by total risk-weighted assets), and

- Leverage ratio (Tier 1 capital divided by adjusted average total assets).

9

Under these regulations, a bank will be:

- “well capitalized” if it has a total risk-based capital ratio of 10% or greater, a Tier 1 risk-based capital ratio of 6% or greater, a leverage ratio of 5% or greater, and is not subject to any written agreement, order, capital directive, or prompt corrective action directive by a federal bank regulatory agency to meet and maintain a specific capital level for any capital measure,
- “adequately capitalized” if it has a Total risk-based capital ratio of 8% or greater, a Tier 1 risk-based capital ratio of 4% or greater, and a leverage ratio of 4% or greater (or 3% in certain circumstances) and is not well capitalized,
- “undercapitalized” if it has a Total risk-based capital ratio of less than 8%, a Tier 1 risk-based capital ratio of less than 4% (or 3% in certain circumstances), or a leverage ratio of less than 4% (or 3% in certain circumstances),
- “significantly undercapitalized” if it has a total risk-based capital ratio of less than 6%, a Tier 1 risk-based capital ratio of less than 3%, or a leverage ratio of less than 3%, or
- “critically undercapitalized” if its tangible equity is equal to or less than 2% of tangible assets.

In addition, the FDIC may require banks to maintain capital at levels higher than those required by general regulatory requirements.

Upcoming Changes in Capital Requirements

In July 2013, the federal bank regulatory agencies approved final rules implementing a revised definition of regulatory capital, a new common equity tier 1 minimum capital requirement, a higher minimum tier 1 capital requirement, and a supplementary leverage ratio that incorporates a broader set of exposures in the denominator. The final rule also establishes limits on a banking organization’s capital distributions and certain discretionary bonus payments if the banking organization does not hold a specified amount of common equity tier 1 capital in addition to the necessary amount to meet its minimum risk-based capital requirements. The Corporation will be required to comply with the changes effective January 1, 2015.

When fully phased in Basel III would require banks to maintain (i) as a newly adopted international standard, a minimum ratio of CET1 to risk-weighted assets of at least 4.5%, plus a 2.5% "capital conservation buffer" (which is added to the 4.5% CET1 ratio as that buffer is phased in, effectively resulting in a minimum ratio of CET1 to risk-weighted assets of at least 7%), (ii) a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the capital conservation buffer (which is added to the 6.0% Tier 1 capital ratio as that buffer is phased in, effectively resulting in a minimum Tier 1 capital ratio of 8.5% upon full implementation), (iii) a minimum ratio of Total (that is, Tier 1 plus Tier 2) capital to risk-weighted assets of at least 8.0%, plus the capital conservation buffer (which is added to the 8.0% total capital ratio as that buffer is phased in, effectively resulting in a minimum total capital ratio of 10.5% upon full implementation) and (iv) as a newly adopted international standard, a minimum leverage ratio of 3%, calculated as the ratio of Tier 1 capital to balance sheet exposures plus certain off-balance sheet exposures (computed as the average for each quarter of the month-end ratios for the quarter).

Basel III will provide for a "countercyclical capital buffer," generally designed to absorb losses during periods of economic stress and to be imposed when national regulators determine that excess aggregate credit growth becomes associated with a buildup of systemic risk. The buffer would be a CET1 add-on to the capital conservation buffer in the range of 0% to 2.5% when fully implemented (potentially resulting in total buffers of between 2.5% and 5%).

The Basel III capital framework is also expected to provide for a number of new deductions from and adjustments to CET1. These include, for example, the requirement that mortgage servicing rights, deferred tax assets dependent upon future taxable income and significant investments in non-consolidated financial entities be deducted from CET1 to the extent that any one such category exceeds 10% of CET1 or all such categories in the aggregate exceed 15% of CET1.

Implementation of the deductions and other adjustments to CET1 are to be phased-in over a three-year period. The implementation of the capital conservation buffer will begin at 0.625% and be phased in over a three-year period (increasing by that amount each year until it reaches 1.875%).

Failure to meet statutorily mandated capital guidelines or more restrictive ratios separately established for a financial institution (like those contained in the Bank's Consent Order with the FDIC and BFI) could subject a bank or bank holding company to a variety of enforcement remedies, including issuance of a capital directive, the termination of deposit insurance by the FDIC, a prohibition on accepting or renewing brokered deposits, limitations on the rates of interest that the institution may pay on its deposits and other restrictions on its business. As described above, significant additional restrictions can be imposed on FDIC-insured depository institutions that fail to meet applicable capital requirements.

Additionally, the Federal Deposit Insurance Corporation Improvement Act of 1991 establishes a system of prompt corrective action to resolve the problems of undercapitalized banks. Federal banking regulators are required to take various mandatory supervisory actions and are authorized to take other discretionary actions with respect to banks in the three "undercapitalized" categories. The severity of the action depends upon the capital category in which the institution is placed. Generally, subject to a narrow exception, the banking regulator must appoint a receiver or conservator for an institution that is critically undercapitalized. The federal banking agencies have specified by regulation the relevant capital level for each category.

An institution that is categorized as undercapitalized, significantly undercapitalized, or critically undercapitalized is required to submit an acceptable capital restoration plan to its appropriate federal banking agency. A bank holding company must guarantee that a subsidiary depository institution meets its capital restoration plan, subject to various limitations. The controlling holding company's obligation to fund a capital restoration plan is limited to the lesser of 5% of an undercapitalized subsidiary's assets or the amount required to meet regulatory capital requirements. An undercapitalized institution is also generally prohibited from increasing its average total assets, making acquisitions, establishing any branches or engaging in any new line of business, except under an accepted capital restoration plan or with FDIC approval. The regulations also establish procedures for downgrading an institution and a lower capital category based on supervisory factors other than capital. As of December 31, 2013, the Bank met the ratio requirements to be classified as a well capitalized financial institution. However, as a result of the Order, the Bank currently is classified as adequately capitalized.

In February 2012, the Bank entered into the Consent Order with the Supervisory Authorities which provided that, within 90 days from the date of the order and during the life of the order, the Bank must have a leverage ratio equal to or greater than 8% of its total assets, and total risk-based capital equal to or greater than 11% of the Bank's total risk-weighted assets. At December 31, 2013, the Bank's Tier 1 risk-based capital ratio was 9.64%, its total risk-based capital ratio was 10.90% and its leverage ratio was 6.92%, compared to 8.77%, 10.04% and 6.52% at December 31, 2012, respectively. The Bank has submitted a Capital Plan to the Supervisory Authorities which provides for compliance with the capital requirements in the Consent Order by the end of 2014, but as of the date of this report, the Supervisory Authorities have not approved the Capital Plan. More information concerning our regulatory ratios at

December 31, 2013 is included in Note 13 to the "Notes to Consolidated Financial Statements" included elsewhere in this Annual Report on Form 10-K.

Restrictions on Transactions with Affiliates. Both the Company and the Bank are subject to the provisions of Section 23A of the Federal Reserve Act. Section 23A places limits on the amount of:

- A bank's loans or extensions of credit, including purchases of assets subject to an agreement to repurchase, to affiliates;
- A bank's investment in affiliates;

11

- Assets a bank may purchase from affiliates, except for real and personal property exempted by the Federal Reserve;
- The amount of loans or extensions of credit to third parties collateralized by the securities or debt obligations of affiliates;
- Transactions involving the borrowing or lending of securities and any derivative transaction that results in credit exposure to an affiliate; and
- A bank's guarantee, acceptance or letter of credit issued on behalf of an affiliate.

The total amount of the above transactions is limited in amount, as to any one affiliate, to 10% of a bank's capital and surplus and, as to all affiliates combined, to 20% of a bank's capital and surplus. In addition to the limitation on the amount of these transactions, each of the above transactions must also meet specified collateral requirements. The Bank must also comply with other provisions designed to avoid acquiring low-quality assets from its affiliates.

The Company and the Bank are also subject to the provisions of Section 23B of the Federal Reserve Act which, among other things, prohibits an institution from engaging in the above transactions with affiliates unless the transactions are on terms substantially the same, or at least as favorable to the institution or its subsidiaries, as those prevailing at the time for comparable transactions with nonaffiliated companies.

On September 30, 2010, the Company sold its headquarters building at the Watkins Centre to the Bank. This transaction allowed us to repay the outstanding mortgage loan on the building resulting in a reduction of our interest expense and improvement in earnings on a consolidated basis. The Federal Reserve Bank has determined that the sale of the headquarters building from the Company to the Bank was not permitted under Section 23A of the Federal Reserve Act as the amount of the transaction exceeded 10% of the Bank's capital stock and surplus. As a result, the Federal Reserve Bank has directed the Company to take corrective action. The Company has taken and continues to take active steps to correct this violation including offering the building for sale. However, the Company has not been successful in these efforts and continues to update the Federal Reserve Bank on such efforts.

The Bank is also subject to restrictions on extensions of credit to its executive officers, directors, principal shareholders and their related interests. These extensions of credit (1) must be made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with third parties, and (2) must not involve more than the normal risk of repayment or present other unfavorable features.

The Dodd-Frank Act also provides that an insured depository institution may not purchase an asset from, or sell an asset to a bank insider (or their related interests) unless (1) the transaction is conducted on market terms between the parties, and (2) if the proposed transaction represents more than 10% of the capital stock and surplus of the insured institution, it has been approved in advance by a majority of the institution's non-interested directors.

Support of Subsidiary Institutions. Under the Dodd-Frank Act, and previously under Federal Reserve policy, we are required to act as a source of financial strength for our bank subsidiary, Village Bank, and to commit resources to support the Bank. This support can be required at times when it would not be in the best interest of our shareholders or creditors to provide it. In the unlikely event of our bankruptcy, any commitment by us to a federal bank regulatory agency to maintain the capital of the Bank would be assumed by the bankruptcy trustee and entitled to a priority of payment. On December 31, 2012, the Company made a capital contribution of $1,500,000 to the Bank to improve its capital ratios. In addition, on December 4, 2013, the Company raised $1,684,075 through the sale of 1,086,500 shares of its common stock to its board of directors and executive management team at a price of $1.55 per share in a private placement. The total amount raised was contributed to the Bank as additional capital.

Incentive Compensation Policies and Restrictions. In July 2010, the federal banking agencies issued guidance which applies to all banking organizations supervised by the agencies (thereby including both the Company and the Bank). Pursuant to the guidance, to be consistent with safety and soundness principles, a banking organization's incentive compensation arrangements should: (1) provide employees with incentives that appropriately balance risk and reward; (2) be compatible with effective controls and risk management; and (3) be supported by strong corporate governance including active and effective oversight by the banking organization's board of directors. Monitoring methods and processes used by a banking organization should be commensurate with the size and complexity of the organization and its use of incentive compensation. At December 31, 2013, we had not been made aware of any instances of non-compliance with this guidance.

Emergency Economic Stabilization Act of 2008. In response to unprecedented market turmoil during the third quarter of 2008, the Emergency Economic Stabilization Act of 2008 ("EESA") was enacted on October 3, 2008. EESA authorized the U.S. Treasury to provide up to $700 billion to support the financial services industry. Pursuant to the EESA, the U.S. Treasury was initially authorized to use $350 billion for the Troubled Asset Relief Program ("TARP"), of which the U.S. Treasury allocated $250 billion to the TARP Capital Purchase Program.

On May 1, 2009, the Company issued preferred stock and a warrant to purchase its common stock to the U.S. Treasury pursuant to the TARP Capital Purchase Program. The amount of capital raised in that transaction was $14.7 million, approximately three percent of the Company's risk-weighted assets. Pursuant to the terms of the preferred stock, dividends may be paid on common stock unless dividends have been paid on the preferred stock. The preferred stock does not have voting rights other than the right to vote as a class on the issuance of any preferred stock ranking senior, any change in its terms or any merger, exchange or similar transaction that would adversely affect its rights. Holders of the preferred stock will also have the right to elect two directors if dividends have not been paid for six periods. The Company filed a registration statement on Form S-3 covering the warrant as required under the terms of the TARP investment, on May 29, 2009. The registration statement was declared effective by the SEC on June 16, 2009.

In June 2012, the U.S. Treasury asked the Company to allow an observer at the Company's meetings of its board of directors. The observer started attending board meetings in August 2012. The U.S. Treasury has the contractual right to nominate up to two members to the board of directors upon the Company's sixth missed dividend payment. The Company has deferred eleven dividend payments as of December 31, 2013. However, U.S. Treasury never nominated two directors to the board of directors.

In November 2013, the Company's preferred stock was sold by the U.S. Treasury as part of its efforts to manage and recover its investments under the TARP. While the sale of the preferred stock to new owners did not result in any proceeds to the Company (nor did it change the Company's capital position or accounting for these securities including accrual of dividends), it did eliminate certain restrictions put in place by the U.S. Treasury on TARP recipients.

USA Patriot Act. The USA Patriot Act became effective on October 26, 2001 and provides for the facilitation of information sharing among governmental entities and financial institutions for the purpose of combating terrorism and money laundering. Among other provisions, the USA Patriot Act permits financial institutions, upon providing notice to the United States Treasury, to share information with one another in order to better identify and report to the federal government activities that may involve money laundering or terrorists' activities. The USA Patriot Act is considered a significant banking law in terms of information disclosure regarding certain customer transactions. Certain provisions of the USA Patriot Act impose the obligation to establish anti-money laundering programs, including the development of a customer identification program, and the screening of all customers against any government lists of known or suspected terrorists. Although it does create a reporting obligation and compliance costs, the USA Patriot Act has not materially affected the Bank's products, services or other business activities.

Reporting Terrorist Activities. The Office of Foreign Assets Control (OFAC), which is a division of the Department of the Treasury, is responsible for helping to insure that United States entities do not engage in transactions with "enemies" of the United States, as defined by various Executive Orders and Acts of Congress. OFAC has sent, and will send, our banking regulatory agencies lists of names of persons and organizations suspected of aiding, harboring or engaging in terrorist acts. If the Bank finds a name on any transaction, account or wire transfer that is on an OFAC list, it must freeze such account, file a suspicious activity report and notify the FBI. The Bank has appointed an OFAC compliance officer to oversee the inspection of its accounts and the filing of any notifications. The Bank actively checks high-risk OFAC areas such as new accounts, wire transfers and customer files. The Bank performs these checks utilizing software, which is updated each time a modification is made to the lists provided by OFAC and other agencies of Specially Designated Nationals and Blocked Persons.

Other Safety and Soundness Regulations. There are a number of obligations and restrictions imposed on depository institutions by federal law and regulatory policy that are designed to reduce potential loss exposure to the depositors of such depository institutions and to the FDIC insurance funds in the event the depository institution becomes in danger of default or is in default. The Federal banking agencies also have broad powers under current Federal law to take prompt corrective action to resolve problems of insured depository institutions. The extent of these powers depends upon whether the institution in question is well-capitalized, adequately capitalized, undercapitalized, significantly undercapitalized or critically undercapitalized, as defined by the law. Federal regulatory authorities also have broad enforcement powers over us, including the power to impose fines and other civil and criminal penalties, and to appoint a receiver in order to conserve the assets of any such institution for the benefit of depositors and other creditors. At December 31, 2013, Village Bank met the ratio requirements to be classified as a well capitalized financial institution. However, as a result of the Order, Village Bank currently is classified as adequately capitalized.

Loans-to-One Borrower. Under applicable laws and regulations the amount of loans and extensions of credit which may be extended by a bank to any one borrower, including related entities, generally may not exceed 15% of the sum of the capital, surplus, and loan loss reserve of the institution.

Community Reinvestment. The requirements of the Community Reinvestment Act ("CRA") are applicable to the Company. The CRA imposes on financial institutions an affirmative and ongoing obligation to meet the credit needs of their local communities, including low and moderate income neighborhoods, consistent with the safe and sound operation of those institutions. A financial institution's efforts in meeting community credit needs currently are evaluated as part of the examination process pursuant to 12 assessment factors. These factors also are considered in evaluating mergers, acquisitions and applications to open a branch or facility.

Volcker Rule. On December 10, 2013, five U.S. financial regulators, including the FDIC, adopted final rules implementing the Volcker Rule. The final rules prohibit banking entities from (1) engaging in short-term proprietary trading for their own accounts, and (2) having certain ownership interests in and relationships with hedge funds or private equity funds. The Volcker Rule is intended to provide greater clarity with respect to both the extent of those primary prohibitions and of the related exemptions and exclusions. The final rules are effective April 1, 2014, but the conformance period has been extended from its statutory end date of July 21, 2014 until July 21, 2015. We are continuing to evaluate the impact of the Volcker Rule, but do not anticipate that it will have a material effect on our operations.

Employees

As of December 31, 2013, the Company and its subsidiaries had a total of 188 full-time employees and 14 part-time employees. None of the Company’s employees are covered by a collective bargaining agreement. The Company considers its relations with its employees to be good.

14

Control by Certain Shareholders

The Company has one shareholder who owns 6.64% of its outstanding common stock as of February 15, 2014. As a group, the board of directors and executive officers control 32.47% of the outstanding common stock of the Company as of such date. Accordingly, such persons, if they were to act in concert, would not have majority control of the Company and would not have the ability to approve certain fundamental corporate transactions or the election of the board of directors.

Code of Ethics

The Company has a Code of Ethics for directors, officers and all employees of the Company and its subsidiaries, and a Code of Ethics applicable to the Company's Chief Executive Officer, Chief Financial Officer and other principal financial officers. The Code addresses such topics as protection and proper use of Company assets, compliance with applicable laws and regulations, accuracy and preservation of records, accounting and financial reporting and conflicts of interest. A copy of the Code will be provided, without charge, to any shareholder upon written request to the Secretary of the Company, whose address is P.O. Box 330, 15521 Midlothian Turnpike, Suite 200, Midlothian, Virginia 23113.

Additional Information 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. 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. 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.

Employees

As of June 30, 2016, the Company had 3,560 employees of which 936 were employed in non-field positions and 2,624 were employed in field or shop positions. The number of employees varies significantly throughout the year because of the number, type and size of projects we have in progress at any particular time.

The Company's subsidiaries include both merit and union companies. The union businesses operate under collective bargaining agreements with various unions representing different groups of our employees. Union agreements provide union employees with benefits including health and welfare, pension, training programs and competitive compensation plans. We have not experienced any strikes or work stoppages in recent years. We maintain health and welfare, retirement and training programs for our merit employees and administrative personnel.

Patents and Proprietary Technology

Matrix Service Company's subsidiaries have several patents and patents pending, and continue to pursue new ideas and innovations to better serve our customers in all areas of our business. The Flex-A-Span® and Flex-A-Seal® trademarks are utilized to market the Company's unique seals for floating roof tanks. The FastFroth® trademark is utilized to market the Company's unique industrial cleaning process. Our patented RS 1000 Tank Mixer controls sludge build-up in crude oil tanks through resuspension. The Flexible Fluid Containment System patent covers a system that captures and contains flue leaking from pipe and valve connections. The Flex-A-Swivel patent refers to our unique pipe swivel joint assembly. Our patent for Spacerless or Geocomposite Double Bottom for Storage Tanks relates to a replacement bottom with leak detection and containment that allows for the retrofitting of an existing tank while minimizing the loss of capacity. The patent for the Training Tank for Personnel Entry, Exit and Rescue relates to a training device that can be used to train personnel on equipment that is made to simulate confined space scenarios. The Company also holds a perpetual license to use various patents and technologies related to LNG storage tanks, LIN/LOX storage tanks, LPG storage tanks and thermal vacuum chambers.

While the Company's intellectual property is not its main business, we believe that the ability to use these patents and technology enables us to expand our presence in the markets and minimizes the development costs typically associated with organic growth.

Table of Contents

Regulation

Health and Safety Regulations

Our operations are subject to regulation by the United States Occupational Safety and Health Administration ("OSHA") and Mine Safety and Health Administration ("MSHA"), and to regulation under state laws and by the Canadian Workers' Compensation Board and its Workplace Health, Safety and Compensation Commission. Regulations promulgated by these agencies require employers and independent contractors to implement work practices, medical surveillance systems and personnel protection programs to protect employees from workplace hazards and exposure to hazardous chemicals and materials. In recognition of the potential for accidents within various scopes of work, these agencies have enacted strict and comprehensive safety regulations. The Company has established and consistently reinforces and monitors compliance with comprehensive programs intended to ensure that it complies with all applicable health and safety regulations to protect the safety of its workers, subcontractors and customers. While the Company believes that it operates safely and prudently, there can be no assurance that accidents will not occur or that the Company will not incur substantial liability in connection with the operation of its businesses. In order to minimize the financial exposure resulting from potential accidents associated with the Company's work, the Company maintains liability insurance to limit losses that could result from our work.

Environmental

The Company's operations and the operations of its customers are subject to extensive and changing environmental laws and regulations. These laws and regulations relate primarily to air and water pollutants and the management and disposal of hazardous materials. The Company is exposed to potential liability for personal injury or property damage caused by any release, spill, exposure or other accident involving such pollutants, substances or hazardous materials. In order to limit costs incurred as a result of environmental exposure, the Company maintains contractor's pollution liability insurance that covers liability that may be incurred as a result of accidental releases of hazardous materials. The Company believes that it is currently in compliance, in all material aspects, with all applicable environmental laws and regulations. The Company does not expect any material charges in subsequent periods relating to environmental conditions that currently exist and does not currently foresee any significant future capital spending relating to environmental matters.

Item 1A. Risk Factors

The following risk factors should be considered with the other information included in this Annual Report on Form 10-K. As we operate in a continuously changing environment, other risk factors may emerge which could have a material adverse effect on our results of operations, financial condition and cash flow.

Risk Factors Related to Our Business

Unsatisfactory safety performance may subject us to penalties, affect customer relationships, result in higher operating costs, negatively impact employee morale and result in higher employee turnover.

Our projects are conducted at a variety of sites including construction sites and industrial facilities. With each location, hazards are part of the day to day exposures that we must manage on a continuous basis to ensure our employees return home from work the same way they arrived. We understand that everyone plays a role with safety and everyone can make a difference with their active participation. With our proactive approach, our strategy is to identify the exposures and correct them before they result in an incident whether that involves an injury, damage or destruction of property, plant and equipment or environmental impact. We are intensely focused on maintaining a strong safety culture and strive for zero incidents.

Although we have taken what we believe are appropriate precautions to adequately train and equip our employees, we have experienced serious accidents, including fatalities, in the past and may experience additional accidents in the future. Serious accidents may subject us to penalties, civil litigation or criminal prosecution. Claims for damages to persons, including claims for bodily injury or loss of life, could result in costs and liabilities, which could materially and adversely affect our financial condition, results of operations or cash flows. Poor safety performance could also jeopardize our relationships with our customers.

8

Table of Contents

Demand for our products and services is cyclical and is vulnerable to the level of capital and maintenance spending of our customers and to downturns in the industries and markets we serve, as well as conditions in the general economy. The demand for our products and services depends upon the existence of construction and maintenance projects in the midstream and downstream petroleum, power and other heavy industries in the United States and Canada. Therefore, it is likely that our business will continue to be cyclical in nature and vulnerable to general downturns in the United States, Canadian and world economies and changes in commodity prices, which could adversely affect the demand for our products and services.

The availability of engineering and construction projects is dependent upon economic conditions in the oil, gas, and power industries, specifically, the level of capital expenditures on energy infrastructure. A prolonged period of sluggish economic conditions in North America has had and may continue to have an adverse impact on the level of capital expenditures of our customers and/or their ability to finance these expenditures. Our failure to obtain projects, the delay of project awards, the cancellation of projects or delays in the execution of contracts may result in under-utilization of our resources, which could adversely impact our revenue, margins, operating results and cash flow. There are numerous factors beyond our control that influence the level of maintenance and capital expenditures of our customers, including:

- current or projected commodity prices, including oil, gas, power, steel and mineral prices;
- refining margins;
- the demand for oil, gas and electricity;
- the ability of oil, gas and power companies to generate, access and deploy capital;
- exploration, production and transportation costs;
- tax incentives, including those for alternative energy projects;
- regulatory restraints on the rates that power companies may charge their customers; and
- local, national and international political and economic conditions.

Our revenue and profitability may be adversely affected by a reduced level of activity in the hydrocarbon industry. In recent years, demand from the worldwide hydrocarbon industry has been a significant generator of our revenue. Numerous factors influence capital expenditure decisions in the hydrocarbon industry, including, but not limited to, the following:

- current and projected oil and gas prices;
- exploration, extraction, production and transportation costs;
- refining margins;
- the discovery rate, size and location of new oil and gas reserves;
- technological challenges and advances;
- demand for hydrocarbon production; and
- changing taxes, price controls, and laws and regulations.

The aforementioned factors are beyond our control and could have a material adverse effect on our results of operations, particularly in the Storage Solutions and Oil Gas & Chemical segments, and on our financial position or cash flow.

Table of Contents

The operations of our Storage Solutions segment are influenced by the overall forward market for crude oil, and certain market conditions may adversely affect that segment's financial and operating results.

The results of our Storage Solutions segment may be influenced by the overall forward market for crude oil. A "contango" market (meaning that the price of crude oil for future delivery is higher than the current price) is associated with greater demand for crude oil storage capacity, because a party can simultaneously purchase crude oil at current prices for storage and sell at higher prices for future delivery. A "backwardated" market (meaning that the price of crude oil for future delivery is lower than the current price) is associated with lower demand for crude oil storage capacity, because a party can capture a premium for prompt delivery of crude oil rather than storing it for future sale. A prolonged backwardated market or other adverse market conditions could have an adverse impact on demand for new construction in our Storage Solutions segment. Finally, higher absolute levels of crude oil prices increase the costs of financing and insuring crude oil in storage, which negatively affects storage economics. As a result, the overall forward market for crude oil may have an adverse effect on our Storage Solution segment's business, results of operations and financial condition.

The terms of our contracts could expose us to unforeseen costs and costs not within our control, which may not be recoverable and could adversely affect our results of operations and financial condition.

A significant amount of our work is performed under fixed price contracts. Under fixed-price contracts, we agree to perform the contract for a fixed-price and, as a result, can improve our expected profit by superior execution, productivity, workplace safety and other factors resulting in cost savings. However, we could incur cost overruns above the approved contract price, which may not be recoverable. Under certain incentive fixed-price contracts, we may agree to share with a customer a portion of any savings we generate while the customer agrees to bear a portion of any increased costs we may incur up to a negotiated ceiling. To the extent costs exceed the negotiated ceiling price, we may be required to absorb some or all of the cost overruns.

Fixed-price contract prices are established based largely upon estimates and assumptions relating to project scope and specifications, personnel and productivity, material needs, and site conditions. These estimates and assumptions may prove inaccurate or conditions may change due to factors out of our control, resulting in cost overruns, which we may be required to absorb and which could have a material adverse effect on our business, financial condition and results of operations. In addition, our profits from these contracts could decrease or we could experience losses if we incur difficulties in performing the contracts or are unable to secure fixed-pricing commitments from our manufacturers, suppliers and subcontractors at the time we enter into fixed-price contracts with our customers.

Under cost-plus and time-and-material contracts, we perform our services in return for payment of our agreed upon reimbursable costs plus a profit. The profit component is typically expressed in the contract either as a percentage of the reimbursable costs we actually incur or is factored into the rates we charge for labor or for the cost of equipment and materials, if any, we are required to provide. Our profit could be negatively impacted if our actual costs exceed the estimated costs utilized to establish the billing rates included in the contracts.

We may incur significant costs in providing services in excess of original project scope without having an approved change order.

After commencement of a contract, we may perform, without the benefit of an approved change order from the customer, additional services requested by the customer that were not contemplated in our contract price for various reasons, including customer changes or incomplete or inaccurate engineering, changes in project specifications and other similar information provided to us by the customer. Our construction contracts generally require the customer to compensate us for additional work or expenses incurred under these circumstances.

A failure to obtain adequate compensation for these matters could require us to record in the current period an adjustment to revenue and profit recognized in prior periods under the percentage-of-completion accounting method. Any such adjustments, if substantial, could have a material adverse effect on our results of operations and financial condition, particularly for the period in which such adjustments are made. We can provide no assurance that we will be successful in obtaining, through negotiation, arbitration, litigation or otherwise, approved change orders in an amount adequate to compensate us for our additional work or expenses.

Our use of percentage-of-completion accounting for fixed-price contracts and our reporting of profits for cost-plus contracts prior to contract completion could result in a reduction or elimination of previously reported profits.

Our revenues are recognized using the percentage-of-completion method of accounting. Under percentage-of-completion accounting, contract revenues and earnings are recognized ratably over the contract term based on the proportion of actual costs incurred to total estimated costs. In addition, some contracts contain penalty provisions for failure to achieve certain milestones, schedules or performance standards. We review our estimates of contract revenues, costs and profitability on a monthly basis.

Table of Contents

As a result, we may adjust our estimates on one or more occasions as a result of changes in cost estimates, change orders to the original contract, or claims against the customer for increased costs incurred by us due to customer-induced delays and other factors.

If estimates of costs to complete fixed price contracts indicate a loss, a provision is made through a contract write-down for the total loss anticipated in the period the loss is determined. Contract profit estimates are also adjusted, on a percentage of completion basis, in the fiscal period in which it is determined that an adjustment is required. No restatements are made to prior periods. Further, a number of our contracts contain various cost and performance incentives and penalties that impact the earnings we realize from our contracts, and adjustments related to these incentives and penalties are recorded on a percentage of completion basis in the period when estimable and probable.

As a result of the requirements of the percentage-of-completion method of accounting, the possibility exists that we could have estimated and reported a profit on a contract over several prior periods and later determine that all or a portion of such previously estimated and reported profits were overstated. If this occurs, the full aggregate amount of the overstatement will be reported for the period in which such determination is made.

Actual results could differ from the estimates and assumptions that we use to prepare our financial statements.

To prepare financial statements in conformity with generally accepted accounting principles, management is required to make estimates and assumptions, as of the date of the financial statements, which affect the reported values of assets, liabilities, revenues and expenses and disclosures of contingent assets and liabilities. Areas requiring significant estimation by our management include:

- contract costs and application of percentage-of-completion accounting;
- provisions for uncollectible receivables from customers for invoiced amounts;
- the amount and collectibility of unapproved change orders and claims against customers;
- provisions for income taxes and related valuation allowances;
- recoverability of goodwill and intangible assets;
- valuation of assets acquired and liabilities assumed in connection with business combinations; and
- accruals for estimated liabilities, including litigation and insurance reserves.

Our actual results could materially differ from these estimates.

An increase in interest rates could impact demand for storage construction.

There is a financing cost for a storage capacity user to own commodities while they are stored. That financing cost is affected by the cost of capital or interest rate incurred by the storage user, in addition to the commodity cost of the inventory. Absent other factors, a higher financing cost adversely affects the economics of storing commodities for future sale. As a result, a significant increase in interest rates could adversely affect the demand for construction of storage capacity independent of other market factors.

The steel industry is cyclical and sensitive to general economic conditions, which could have a material adverse effect on our operating results and financial condition.

A significant percentage of our Industrial segment's revenues are derived from the steel industry. Demand for steel products is cyclical in nature and sensitive to general economic conditions. The timing and magnitude of the cycles in the markets in which our customers’ products are used, including automobiles and residential construction, are difficult to predict. The cyclical nature of our customers’ operations tends to reflect and be amplified by changes in economic conditions, both domestically and internationally, supply/demand imbalances and foreign currency exchange fluctuations. Economic downturns or a prolonged period of slow growth in the U.S. and foreign markets or any of the industries in which our steel industry customers operate could have a material adverse effect on our results of operations, financial condition and cash flows.

Table of Contents

Increases in imports of foreign steel into the U.S. may reduce our customers' profitability and capital spending plans. An economic slowdown in China and other countries has affected the supply and price of steel products. Expansions and contractions in these economies can significantly affect the price of steel and of finished steel products. Additionally, in a number of foreign countries, such as China, steel producers are generally government-owned and may therefore make production decisions based on political or other factors that do not reflect market conditions. Disruptions in foreign markets from excess steel production may encourage importers to target the U.S. with excess capacity at aggressive prices, and existing trade laws and regulations may be inadequate to prevent unfair trade practices, which could have a material adverse effect on our steel industry customers. In recent months, new tariffs have resulted in a reduction in imports of steel products into the U.S. However, we have not yet seen a significant increase in the demand for the maintenance and construction work we provide to our domestic steel industry customers.

We are exposed to credit risk from customers. If we experience delays and/or defaults in customer payments, we could suffer liquidity problems or we could be unable to recover amounts owed to us.

Under the terms of our contracts, at times we commit resources to customer projects prior to receiving payments from customers in amounts sufficient to cover expenditures on these projects as they are incurred. Many of our fixed-price or cost-plus contracts require us to satisfy specified progress milestones or performance standards in order to receive a payment. Under these types of arrangements, we may incur significant costs for labor, equipment and supplies prior to receipt of payment. If the customer fails or refuses to pay us for any reason, there is no assurance we will be able to collect amounts due to us for costs previously incurred. In some cases, we may find it necessary to terminate subcontracts with suppliers engaged by us to assist in performing a contract, and we may incur costs or penalties for canceling our commitments to them. Delays in customer payments require an investment in working capital. If we are unable to collect amounts owed to us under our contracts, we may be required to record a charge against previously recognized earnings related to the project, and our liquidity, financial condition and results of operations could be adversely affected.

Our results of operations depend upon the award of new contracts and the timing of those awards.

Our revenues are derived primarily from contracts awarded on a project-by-project basis. Generally, it is difficult to predict whether and when we will be awarded a new contract due to lengthy and complex bidding and selection processes, changes in existing or forecasted market conditions, access to financing, governmental regulations, permitting and environmental matters. Because our revenues are derived from contract awards, our results of operations and cash flows can fluctuate materially from period to period.

The uncertainty associated with the timing of contract awards may reduce our short-term profitability as we balance our current capacity with expectations of future contract awards. If an expected contract award is delayed or not received, we could incur costs to maintain an idle workforce that may have a material adverse effect on our results of operations. Alternatively, we may decide that our long-term interests are best served by reducing our workforce and incurring increased costs associated with severance and termination benefits, which also could have a material adverse effect on our results of operations in the period incurred. Reducing our workforce could also impact our results of operations if we are unable to adequately staff projects that are awarded subsequent to a workforce reduction.

Acquisitions may result in significant transaction expenses, and unidentified liabilities and risks associated with entering new markets. We may also be unable to profitably integrate and operate these businesses.

We may lack sufficient management, financial and other resources to successfully integrate future acquisitions, including acquisitions in markets where we have not previously operated. Any future acquisitions may result in significant transaction expenses, unexpected liabilities and other risks in addition to the integration and consolidation risks.

If we make any future acquisitions, we will likely assume liabilities of the acquired business or have exposure to contingent liabilities that may not be adequately covered by insurance or indemnification, if any, from the former owners of the acquired business. These potential liabilities could have a material adverse effect on our business.

12

Table of Contents

We may not be able to successfully integrate our acquisitions, which could cause our business to suffer.

We may not be able to successfully complete our ongoing integration of the operations, personnel and technology from our recent acquisitions. Because of their size and complexity, if we fail to complete our integration efforts successfully, we may experience interruptions in our business activities, a decrease in the quality of our services, a deterioration in our employee and customer relationships, and harm to our reputation, all of which could have a material adverse effect on our business, financial condition and results of operations. Our recent integration activities have required significant attention from management, which potentially decreases the time that management may devote to serve existing customers, attract new customers and develop new services and strategies. We may also experience difficulties in combining corporate cultures, maintaining employee morale and retaining key employees. The continuing integration efforts may also impose substantial demands on our operations or other projects. We will have to actively strive to demonstrate to our existing customers that these integrations have not resulted in adverse changes in our standards or business focus. Our recent acquisitions have involved a significant capital commitment, and the return that we achieve on any capital invested may be less than the return achieved on our other projects or investments. There will be challenges in consolidating and rationalizing information technology platforms and administrative infrastructures. In addition, any delays or increased costs of integrating the acquired companies could adversely affect our operations, financial results and liquidity.

We may not realize the growth opportunities, operating margins and synergies that are anticipated from acquisitions.

The benefits we expect to achieve as a result of an acquisition will depend, in part, on our ability to realize the anticipated growth opportunities, operating margins and synergies. Our success in realizing these growth opportunities, operating margins and synergies, and the timing of this realization, depends on the successful integration of the acquired business and operations with our existing business and operations. Even if we are able to integrate existing and acquired businesses successfully, this integration may not result in the realization of the full benefits of the growth opportunities, operating margins and synergies we currently expect within the anticipated time frame or at all. Accordingly, the benefits from an acquisition may be offset by costs incurred or delays in integrating the companies, which could cause our revenue assumptions and operating margin to be inaccurate.

We may need to raise additional capital in the future for working capital, capital expenditures and/or acquisitions, and we may not be able to do so on favorable terms or at all, which would impair our ability to operate our business or achieve our strategic plan.

To the extent that cash flow from operations, together with available borrowings under our senior revolving credit facility, are insufficient to make future investments, acquisitions or provide needed working capital, we may require additional financing from other sources. Our ability to obtain such additional financing in the future will depend in part upon prevailing capital market conditions, as well as conditions in our business and our operating results; and those factors may affect our efforts to arrange additional financing on terms that are satisfactory to us. If adequate funds are not available, or are not available on acceptable terms, we may not be able to make future investments, take advantage of acquisitions or other opportunities, or respond to competitive challenges.

We face substantial competition in each of our business segments, which may have a material adverse effect on our business.

We face competition in all areas of our business from regional, national and international competitors. Our competitors range from small, family-owned businesses to well-established, well-financed entities, both privately and publicly held, including many large engineering and construction companies and specialty contractors. We compete primarily on the basis of price, customer satisfaction, safety performance and programs, quality of our products and services, and schedule. As a result, an increase in the level of competition in one or more markets may result in lower operating margins than we have recently experienced.

Our backlog is subject to unexpected fluctuations, adjustments and cancellations and does not include the full value of our long-term maintenance contracts, and therefore, may not be a reliable indicator of our future earnings.

Backlog may not be a reliable indicator of our future performance. We cannot guarantee that the revenue projected in our backlog will be realized or profitable. Projects may remain in our backlog for an extended period of time. In addition, project cancellations or scope adjustments may occur from time to time with respect to contracts included in our backlog that could reduce the dollar amount of our backlog and the revenue and profits that we actually earn. Many of our contracts have termination rights. Therefore, project adjustments may occur from time to time to contracts in our backlog.

The loss of one or more of our significant customers could adversely affect us.

One or more customers have in the past and may in the future contribute a material portion of our revenues in any one year. Because these significant customers generally contract with us for specific projects or for specific periods of time, we may lose these customers from year to year as the projects or maintenance contracts are completed. The loss of business from any one of these customers could have a material adverse effect on our business or results of operations.

Table of Contents

Future events, including those associated with our strategic plan, could negatively affect our liquidity position.

We can provide no assurance that we will have sufficient cash from operations or the credit capacity to meet all of our future cash needs should we encounter significant working capital requirements or incur significant acquisition costs. Insufficient cash from operations, significant working capital requirements, and contract disputes have in the past, and could in the future, reduce availability under our senior revolving credit facility.

Our business may be affected by difficult work sites and environments, which may adversely affect our overall business.

We perform our work under a variety of conditions, including, but not limited to, difficult terrain, difficult site conditions and busy urban centers where delivery of materials and availability of labor may be impacted. Performing work under these conditions can slow our progress, potentially causing us to incur contractual liability to our customers. These difficult conditions may also cause us to incur additional, unanticipated costs that we might not be able to pass on to our customers.

We are susceptible to adverse weather conditions, which may harm our business and financial results.

Our business may be adversely affected by severe weather in areas where we have significant operations. Repercussions of severe weather conditions may include:

- curtailment of services;
- suspension of operations;
- inability to meet performance schedules in accordance with contracts and potential liability for liquidated damages;
- injuries or fatalities;
- weather related damage to our facilities;
- disruption of information systems;
- inability to receive machinery, equipment and materials at jobsites; and
- loss of productivity.

Our senior revolving credit facility imposes restrictions that may limit business alternatives.

Our senior revolving credit facility contains covenants that restrict or limit our ability to incur additional debt, acquire or dispose of assets, repurchase equity, or make certain distributions, including dividends. In addition, our senior revolving credit facility requires that we comply with a number of financial covenants. These covenants and restrictions may impact our ability to effectively execute operating and strategic plans and our operating performance may not be sufficient to comply with the required covenants.

Our failure to comply with one or more of the covenants in our senior revolving credit facility could result in an event of default. We can provide no assurance that a default could be remedied, or that our creditors would grant a waiver or amend the terms of the senior revolving credit facility. If an event of default occurs, our lenders could elect to declare all amounts outstanding under the facility to be immediately due and payable, terminate all commitments, refuse to extend further credit, and require us to provide cash to collateralize any outstanding letters of credit. If an event of default occurs and the lenders under the senior revolving credit facility accelerate the maturity of any loans or other debt outstanding, we may not have sufficient liquidity to repay amounts outstanding under the existing agreement.

Table of Contents

Our profitability could be negatively impacted if we are not able to maintain appropriate utilization of our workforce.
The extent to which we utilize our workforce affects our profitability. If we under utilize our workforce, our project gross margins and overall profitability suffer in the short-term. If we over utilize our workforce, we may negatively impact safety, employee satisfaction and project execution, which could result in a decline of future project awards.
The utilization of our workforce is impacted by numerous factors including:

- our estimate of the headcount requirements for various operating units based upon our forecast of the demand for our products and services;
- our ability to maintain our talent base and manage attrition;
- productivity;
- our ability to schedule our portfolio of projects to efficiently utilize our employees and minimize downtime between project assignments; and
- our need to invest time and resources into functions such as training, business development, employee recruiting, and sales that are not chargeable to customer projects.

An inability to attract and retain qualified personnel, and in particular, engineers, project managers, and skilled craft workers, could impact our ability to perform on our contracts, which could harm our business and impair our future revenues and profitability.
Our ability to attract and retain qualified engineers, project managers, skilled craftsmen and other experienced professionals in accordance with our needs is an important factor in our ability to maintain profitability and grow our business. The market for these professionals is competitive, particularly during periods of economic growth when the supply is limited. We cannot provide any assurance that we will be successful in our efforts to retain or attract qualified personnel when needed. Therefore, when we anticipate or experience growing demand for our services, we may incur additional cost to maintain a professional staff in excess of our current contract needs in an effort to have sufficient qualified personnel available to address this anticipated demand. If we do incur additional compensation and benefit costs, our customer contracts may not allow us to pass through these costs.
Competent and experienced engineers, project managers, and craft workers are especially critical to the profitable performance of our contracts, particularly on our fixed-price contracts where superior design and execution of the project can result in profits greater than originally estimated or where inferior design and project execution can reduce or eliminate estimated profits or even result in a loss.
Our project managers are involved in most aspects of contracting and contract execution including:

- supervising the bidding process, including providing estimates of significant cost components, such as material and equipment needs, and the size, productivity and composition of the workforce;
- negotiating contracts;
- supervising project performance, including performance by our employees, subcontractors and other third-party suppliers and vendors;
- estimating costs for completion of contracts that is used to estimate amounts that can be reported as revenues and earnings on the contract under the percentage-of-completion method of accounting;
- negotiating requests for change orders and the final terms of approved change orders; and
- determining and documenting claims by us for increased costs incurred due to the failure of customers, subcontractors and other third-party suppliers of equipment and materials to perform on a timely basis and in accordance with contract terms.

Table of Contents

Work stoppages and other labor problems could adversely affect us.
Some of our employees are represented by labor unions. The Company has in excess of 50 collective bargaining agreements with various labor unions. The most significant agreements include the following:

Trade	Local #	Location	Expires
Boilermaker	374	Hammond, IN	12/31/2016
Boilermaker	169	Detroit, MI	12/31/2020
Electrician	351	Hammonton, NJ	09/27/2016
Electrician	102	Parsippany, NJ	06/01/2018
Electrician	164	Paramus, NJ	05/31/2017
Electrician	456	North Bruinswick, NJ	05/31/2017
Electrician	98	Philadelphia, PA	04/29/2017
Laborers	81	Gary, IN	05/31/2017
Laborers	247	Kingston, Ontario, Canada	04/30/2019
Iron Workers	395	Gary, IN	05/31/2019
Pipefitters	597	Chicago, IL	05/31/2017
Pipefitters	420	Philadelphia, PA	04/30/2017
Pipefitters	74	Newark, DE	06/15/2017

The Company is also working under a number of other collective bargaining agreements that cover a smaller number of employees. These agreements expire within the next five years. For those agreements with upcoming expiration dates, the Company is currently negotiating renewals and expects that the renewals will be successfully completed. To date, the Company has not experienced any work stoppages or other significant labor problems in connection with its collective bargaining agreements. A lengthy strike or other work stoppage on any of our projects could have a material adverse effect on our business and results of operations due to an inability to complete contracted projects in a timely manner.
We contribute to multiemployer plans that could result in liabilities to us if those plans are terminated or if we withdraw from those plans.
We contribute to several multiemployer pension plans for employees covered by collective bargaining agreements. These plans are not administered by us and contributions are determined in accordance with provisions of negotiated labor contracts. The Employee Retirement Income Security Act of 1974, as amended by the Multiemployer Pension Plan Amendments Act of 1980, imposes certain liabilities upon employers who are contributors to a multiemployer plan in the event of the employer’s withdrawal from, or upon termination of, such plan. If we terminate or withdraw from a multiemployer pension plan, we could be required to make significant cash contributions to fund that plan's unfunded vested benefit, which could materially and adversely affect our financial condition and results of operations; however, we are not currently able to determine the net assets and actuarial present value of the multiemployer pension plans’ unfunded vested benefits allocable to us, if any, and we are not presently aware of the amounts, if any, for which we may be contingently liable if we were to withdraw from any of these plans. In addition, if the funding level of any of these multiemployer plans becomes classified as “critical status” under the Pension Protection Act of 2006, we could be required to make significant additional contributions to those plans.

Table of Contents

We are involved, and are likely to continue to be involved in legal proceedings, which will increase our costs and, if adversely determined, could have a material effect on our financial condition, results of operations, cash flows and liquidity.

We are currently a defendant in legal proceedings arising from the operation of our business, and it is reasonable to expect that we would be named in future actions. Many of the actions against us arise out of the normal course of performing services on project sites, and include workers' compensation claims, personal injury claims and contract disputes with our customers. From time to time, we are also named as a defendant for actions involving the violation of federal and state labor laws related to employment practices, wages and benefits. We may also be a plaintiff in legal proceedings against customers seeking to recover payment of contractual amounts due to us as well as claims for increased costs incurred by us resulting from, among other things, services performed by us at the request of a customer that are in excess of original project scope that are later disputed by the customer and customer-caused delays in our contract performance.

We maintain insurance against operating hazards in amounts that we believe are customary in our industry. However, our insurance policies include deductibles and certain coverage exclusions, so we cannot provide assurance that we are adequately insured against all of the risks associated with the conduct of our business. A successful claim brought against us in excess of, or outside of, our insurance coverage could have a material adverse effect on our financial condition, results of operations, cash flows and liquidity.

Litigation, regardless of its outcome, is expensive, typically diverts the efforts of our management away from operations for varying periods of time, and can disrupt or otherwise adversely impact our relationships with current or potential customers, subcontractors and suppliers. Payment and claim disputes with customers may also cause us to incur increased interest costs resulting from incurring indebtedness under our revolving line of credit or receiving less interest income resulting from fewer funds invested due to the failure to receive payment for disputed claims and accounts.

Our projects expose us to potential professional liability, product liability, pollution liability, warranty and other claims, which could be expensive, damage our reputation and harm our business. We may not be able to obtain or maintain adequate insurance to cover these claims.

We perform construction and maintenance services at large industrial facilities where accidents or system failures can be disastrous and costly. Any catastrophic occurrence in excess of our insurance limits at locations engineered or constructed by us or where our products are installed or services performed could result in significant professional liability, product liability, warranty and other claims against us by our customers, including claims for cost overruns and the failure of the project to meet contractually specified milestones or performance standards. Further, the rendering of our services on these projects could expose us to risks and claims by third parties and governmental agencies for personal injuries, property damage and environmental matters, among others. Any claim, regardless of its merit or eventual outcome, could result in substantial costs, divert management's attention and create negative publicity, particularly for claims relating to environmental matters where the amount of the claim could be extremely large. We may not be able to or may choose not to obtain or maintain insurance coverage for the types of claims described above. If we are unable to obtain insurance at an acceptable cost or otherwise protect against the claims described above, we will be exposed to significant liabilities, which may materially and adversely affect our financial condition and results of operations.

Employee, subcontractor or partner misconduct or our overall failure to comply with laws or regulations could harm our reputation, damage our relationships with customers, reduce our revenues and profits, and subject us to criminal and civil enforcement actions.

Misconduct, fraud, non-compliance with applicable laws and regulations, or other improper activities by one of our employees, subcontractors or partners could have a significant negative impact on our business and reputation. Such misconduct could include the failure to comply with safety standards, laws and regulations, customer requirements, regulations pertaining to the internal controls over financial reporting, environmental laws and any other applicable laws or regulations. The precautions we take to prevent and detect these activities may not be effective, since our internal controls are subject to inherent limitations, including human error, the possibility that controls could be

circumvented or become inadequate because of changed conditions, and fraud.
Our failure to comply with applicable laws or regulations or acts of misconduct could subject us to fines and penalties, harm our reputation, damage our relationships with customers, reduce our revenues and profits and subject us to criminal and civil enforcement actions.

Table of Contents

Environmental factors and changes in laws and regulations could increase our costs and liabilities.

Our operations are subject to environmental laws and regulations, including those concerning emissions into the air; discharges into waterways; generation, storage, handling, treatment and disposal of hazardous material and wastes; and health and safety.

Our projects often involve highly regulated materials, including hazardous wastes. Environmental laws and regulations generally impose limitations and standards for regulated materials and require us to obtain permits and comply with various other requirements. The improper characterization, handling, or disposal of regulated materials or any other failure by us to comply with federal, state and local environmental laws and regulations or associated environmental permits could subject us to the assessment of administrative, civil and criminal penalties, the imposition of investigatory or remedial obligations, or the issuance of injunctions that could restrict or prevent our ability to operate our business and complete contracted projects.

In addition, under the Comprehensive Environmental Response, Compensation and Liability Act of 1980 (“CERCLA”), and comparable state and foreign laws, we may be required to investigate and remediate regulated materials. CERCLA and the comparable state laws typically impose liability without regard to whether a company knew of or caused the release, and liability for the entire cost of clean-up can be imposed upon any responsible party.

We are subject to numerous other laws and regulations including those related to business registrations and licenses, environment, workplace, employment, health and safety. These laws and regulations are complex, change frequently and could become more stringent in the future. It is impossible to predict the effect on us of any future changes to these laws and regulations. We can provide no absolute assurance that our operations will continue to comply with future laws and regulations or that the costs to comply with these laws and regulations and/or a failure to comply with these laws will not significantly adversely affect our business, financial condition and results of operations.

We face a potential loss of business under a recently enacted California statute.

In 2013, the California Legislature enacted, and the governor signed, Senate Bill 54 ("SB 54"). SB 54 imposes requirements as to prevailing wages on certain private projects and requires employers to maintain a workforce in which sixty percent of the workers that have graduated from an approved apprenticeship program, regardless of whether public funds are used. SB 54 was enacted in an attempt to ensure that parties constructing or performing work on projects in refineries or otherwise involving “chemical manufacturing and processing facilities that generate, store, treat, handle, refine, process, and transport hazardous materials” do not create safety hazards by employing unskilled or untrained workers to perform the work. To accomplish this purpose, the statute requires that owners who are “contracting for the performance of construction, alteration, demolition, installation, repair, or maintenance work” on such facilities must ensure that the outside contractors use a “skilled and trained workforce.” A skilled and trained workforce is defined in the statute as a workforce in which all of the workers are registered apprentices or skilled journey persons paid at least prevailing wages. SB 54 primarily has implications to our merit operations work in refineries in the State of California. SB 54 is not applicable to contracts entered into prior to January 1, 2014. Our Oil Gas & Chemical segment derived a portion of its revenues in previous years utilizing non-union employees on refinery construction and maintenance projects located in the State of California under contracts entered into prior to January 1, 2014. We intend to comply with SB 54 and our adjust our business practices accordingly. However, we have experienced a decline in revenue from our refinery customers located in the State of California as our backlog from older contracts begins to expire and we revise our business practices to conform to SB 54.

A failure in our operational systems or cyber security attacks on any of our facilities, or those of third parties, may adversely affect our financial results.

Our business is dependent upon our operational systems to process a large amount of data and complex transactions. If any of our financial, operational, or other data processing systems fail or have other significant shortcomings, our financial results could be adversely affected. Our financial results could also be adversely affected if an employee causes our operational systems to fail, either as a result of inadvertent error or by deliberately tampering with or manipulating our operational systems. In addition, dependence upon automated systems may further increase the risk that operational system flaws, employee tampering or manipulation of those systems could result in losses that are difficult to detect.

We have become more reliant on technology to help increase efficiency in our business. We use numerous technologies to help run our operations, and this may subject our business to increased risks. Any cyber security attack that affects our facilities, our customers and any financial data could have a material adverse effect on our business. In addition, a cyber attack on our customer and employee data may result in a financial loss, including potential fines for failure to safeguard data, and may negatively impact our reputation. Third-party systems on which we rely could also suffer system failure. Any of these occurrences could disrupt our business, result in potential liability or reputational damage or otherwise have an adverse effect on our financial results.

Table of Contents

We rely on internally and externally developed software applications and systems to support critical functions including project management, estimating, scheduling, human resources, accounting, and financial reporting. Any sudden loss, disruption or unexpected costs to maintain these systems could significantly increase our operational expense as well as disrupt the management of our business operations.

We rely on various software systems to conduct our critical operating and administrative functions. We depend on our software vendors to provide long-term software maintenance support for our information systems. Software vendors may decide to discontinue further development, integration or long-term software maintenance support for our information systems, in which case we may need to abandon one or more of our current information systems and migrate some or all of our project management, human resources, estimating, scheduling, accounting and financial information to other systems, thus increasing our operational expense as well as disrupting the management of our business operations.

Earnings for future periods may be affected by impairment charges.

Because we have grown in part through acquisitions, goodwill and other acquired intangible assets represent a substantial portion of our assets. We perform annual goodwill impairment reviews in the fourth quarter of every fiscal year. In addition, we perform an impairment review whenever events or changes in circumstances indicate the carrying value of goodwill or an intangible or fixed asset may not be recoverable. At some future date, we may determine that a significant impairment has occurred, which could require us to write off an additional portion of our assets and could adversely affect our financial condition or results of operations. As of June 30, 2016 the Company had $21.0 million of amortizing intangible assets and $78.3 million of non-amortizing goodwill representing 3.7% and 13.9% of the Company's total assets, respectively.

We could be adversely affected by violations of the U.S. Foreign Corrupt Practices Act and similar worldwide anti-bribery laws.

The U.S. Foreign Corrupt Practices Act and similar anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments to officials or others for the purpose of obtaining or retaining business. Our policies mandate compliance with these anti-bribery laws. We operate in parts of the world that have experienced corruption to some degree and, in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices. We train our personnel concerning anti-bribery laws and issues, and we also inform our customers, vendors, and others who work for us or on our behalf that they must comply with anti-bribery law requirements. We also have procedures and controls in place to monitor compliance. We cannot assure that our internal controls and procedures always will protect us from the possible reckless or criminal acts committed by our employees or agents. If we are found to be liable for anti-bribery law violations (either due to our own acts or our inadvertence, or due to the acts or inadvertence of others including our partners, agents, subcontractors or suppliers), we could suffer from criminal or civil penalties or other sanctions, including contract cancellations or debarment, and loss of reputation, any of which could have a material adverse effect on our business. Litigation or investigations relating to alleged or suspected violations of anti-bribery laws, even if ultimately such litigation or investigations demonstrate that we did not violate anti-bribery laws, could be costly and could divert management's attention away from other aspects of our business.

Risk Factors Related to Our Common Stock

Our common stock, which is listed on the NASDAQ Global Select Market, has experienced significant price and volume fluctuations. These fluctuations could continue in the future, and our stockholders may not be able to resell their shares of common stock at or above the purchase price paid.

The market price of our common stock may change significantly in response to various factors and events beyond our control, including the following:

- the risk factors described in this Item 1A;
- general conditions in our customers' industries;
- general conditions in the security markets;
- the significant concentration of ownership of our common stock in the hands of a small number of institutional investors;

- a shortfall in operating revenue or net income from that expected by securities analysts and investors; and
- changes in securities analysts' estimates of our financial performance or the financial performance of our competitors or companies in our industry.

Table of Contents

Some companies that have volatile market prices for their securities have been subject to security class action suits filed against them. If a suit were to be filed against us, regardless of the outcome, it could result in substantial costs and a diversion of our management's attention and resources. This could have a material adverse effect on our business, results of operations and financial condition.

Future sales of our common stock may depress our stock price.

Sales of a substantial number of shares of our common stock in the public market or otherwise, either by us, a member of management or a major stockholder, or the perception that these sales could occur, could depress the market price of our common stock and impair our ability to raise capital through the sale of additional equity securities.

We may issue additional equity securities, which could lead to dilution of our issued and outstanding stock.

The issuance of additional common stock, restricted stock units or securities convertible into our common stock could result in dilution of the ownership interest held by existing stockholders. We are authorized to issue, without stockholder approval 5,000,000 shares of preferred stock, par value $0.01 per share, in one or more series, which may give other stockholders dividend, conversion, voting, and liquidation rights, among other rights, which may be superior to the rights of holders of our common stock. In addition, we are authorized to issue, without stockholder approval, a significant number of additional shares of our common stock and securities convertible into either common stock or preferred stock.

Item 1B. Unresolved Staff Comments

None

Table of Contents

Item 2. Properties

The principal properties of Matrix Service Company are as follows:

Location	Description of Facility	Segment	Interest
Tulsa, Oklahoma	Corporate headquarters and regional office	All segments	Leased
Alton, Illinois	Regional office	Oil Gas & Chemical	Leased
Bakersfield, California	Regional office	Oil Gas & Chemical	Leased
Bellingham, Washington	Regional office, fabrication facility and warehouse	Oil Gas & Chemical, Storage Solutions, Industrial	Owned
Canonsburg, Pennsylvania	Regional office	Electrical Infrastructure, Oil Gas & Chemical, Industrial	Leased
Catoosa, Oklahoma	Fabrication facilities, regional office and warehouse	Oil Gas & Chemical, Storage Solutions, Industrial	Leased & Owned (1)
Chicago, Illinois	Regional office	All segments	Leased
Eddystone, Pennsylvania	Regional office, fabrication facility and warehouse	All segments	Leased
Hammond, Indiana	Regional office, fabrication facility, and warehouse	Electrical Infrastructure, Oil Gas & Chemical, Industrial	Leased
Houston, Texas	Regional offices and warehouse	Oil Gas & Chemical, Storage Solutions	Leased & Owned
Orange, California	Fabrication facility, regional office and warehouse	Oil Gas & Chemical, Storage Solutions, Industrial	Leased & Owned
Parsippany, New Jersey	Regional office	Industrial	Leased
Rahway, New Jersey	Regional office and warehouse	Electrical Infrastructure, Oil Gas & Chemical, Industrial	Leased
Reserve, Louisiana	Regional office and warehouse	Oil Gas & Chemical	Leased
Sewickley, Pennsylvania	Regional office	Oil Gas & Chemical, Storage Solutions, Industrial	Leased
Temperance, Michigan	Regional office and warehouse	Storage Solutions	Owned
Tucson, Arizona	Regional office and warehouse	Industrial, Storage Solutions	Leased
Burlington, Ontario, Canada	Regional office	Electrical Infrastructure, Industrial	Owned
Calgary, Alberta, Canada	Regional office	Storage Solutions	Leased
Edmonton, Alberta, Canada	Regional office	Storage Solutions	Leased
Leduc, Alberta, Canada	Regional office and warehouse	Storage Solutions	Leased
Saint John, New Brunswick, Canada	Regional office	Storage Solutions	Leased
Sarnia, Ontario, Canada	Regional office and warehouse	Storage Solutions	Owned
Seoul, South Korea	Fabrication facility, regional office and warehouse	Storage Solutions	Owned
Sydney, Australia	Regional office	Storage Solutions	Owned

(1) Certain facilities were constructed by the Company on land acquired through ground leases with renewal options.

In addition to the locations listed above, Matrix has smaller regional locations and temporary office facilities at numerous customer locations throughout the United States and Canada.

Table of Contents

Item 3. 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 4. Mine Safety Disclosures

Section 1503 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 owner of any mines, but as a result of our performing services or construction at mine sites as an independent contractor, we may be 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 annual report under Section 1503(a) of the Dodd-Frank Act and Item 104 of Regulation S-K is included in Exhibit 95 to this Annual Report on Form 10-K.

Table of Contents

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Price Range of Common Stock

Our common stock trades on the NASDAQ Global Select Market ("NASDAQ") under the trading symbol "MTRX". The following table sets forth the high and low sale prices for our common stock as reported by NASDAQ for the periods indicated:

	Fiscal Year 2016		Fiscal Year 2015	
	High	Low	High	Low
First quarter	$24.00	$16.47	$32.76	$22.86
Second quarter	26.22	19.41	25.06	19.19
Third quarter	20.97	15.02	22.24	17.41
Fourth quarter	19.40	14.07	22.72	16.87

Substantially all of our stockholders maintain their shares in "street name" accounts and are not individually stockholders of record. As of August 31, 2016, there were 24 holders of record of our common stock.

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 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.

Issuer Purchases of Equity Securities

Our Credit Agreement limits the Company's purchases of its equity securities to $25.0 million in any calendar year. The table below sets forth the information with respect to purchases made by the Company of its common stock during the fourth quarter of the fiscal year ended June 30, 2016.

	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)
April 1 to April 30, 2016				
Share Repurchase Program [(A)]	—	—	—	2,039,627
Employee Transactions [(B)]	—	—	—	
May 1 to May 31, 2016				
Share Repurchase Program [(A)]	324,958	$ 15.39	324,958	1,714,669
Employee Transactions [(B)]	2,588	$ 18.53	—	
June 1 to June 30, 2016				
Share Repurchase Program [(A)]	—	—	—	1,714,669
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. The program, which expires on December 31, 2016, allows the Company to purchase up to $25.0 million of common stock annually if sufficient liquidity exists and management believes the purchase would be beneficial to the Company's stockholders. The annual $25.0 million limitation is applied on a calendar year basis. The cumulative number of shares repurchased cannot exceed 2,653,399, which represents 10% of the shares outstanding on the date the new repurchase program was approved.

Table of Contents

Item 6. Selected Financial Data
Selected Financial Data
(In thousands, except percentages and per share data)

	Twelve Months Ended				
	June 30, 2016	June 30, 2015	June 30, 2014	June 30, 2013	June 30, 2012
Revenues	$1,311,917	$1,343,135	$1,263,089	$892,574	$739,046
Cost of revenues	1,185,926	1,255,765	1,126,616	797,872	659,428
Gross profit	125,991	87,370	136,473	94,702	79,618
Gross margin %	9.6 %	6.5 %	10.8 %	10.6 %	10.8 %
Selling, general and administrative expenses	85,109	78,568	77,866	57,988	47,983
Selling, general and administrative %	6.5 %	5.8 %	6.2 %	6.5 %	6.5 %
Operating income	40,882	8,802	58,607	36,714	31,635
Operating income %	3.1 %	0.7 %	4.6 %	4.1 %	4.3 %
Net income (loss)	25,537	(1,898)	36,877	24,008	17,188
Net income (loss) attributable to noncontrolling interest	(3,326)	(19,055)	1,067	—	—
Net income attributable to Matrix Service Company	28,863	17,157	35,810	24,008	17,188
Earnings per share-basic	1.09	0.64	1.36	0.92	0.66
Earnings per share-diluted	1.07	0.63	1.33	0.91	0.65
Working capital	129,416	114,209	105,687	131,908	124,553
Total assets	564,967	561,689	568,932	409,978	323,135
Long-term debt	—	8,804	11,621	—	—
Capital expenditures	13,939	15,773	23,589	23,231	13,534
Cash flows provided by operations	30,326	24,438	76,988	57,084	2,941
Backlog	868,672	1,420,598	915,826	626,737	497,452

Refer to the Results of Operations section included in Part II, Item 7 of this Annual Report on Form 10-K for a discussion of the impacts of business combinations and contract charges that materially impacted the comparability of information in the Selected Financial Data table above, particularly for the fiscal year ended 2016 in comparison to the fiscal year ended 2015, and the fiscal year ended 2015 in comparison to the fiscal year ended 2014.

Table of Contents

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). GAAP represents a comprehensive set of accounting and disclosure rules and requirements, the application of which requires management judgments and estimates including, in certain circumstances, choices between acceptable GAAP alternatives. The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities, if any, at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. We base our estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from these estimates under different assumptions or conditions. Note 1- Summary of Significant Accounting Policies of the Notes to Consolidated Financial Statements included in Part II, Item 8 - Financial Statements and Supplementary Data in this Annual Report on Form 10-K, contains a comprehensive summary of our significant accounting policies. The following is a discussion of our most critical accounting policies, estimates, judgments and uncertainties that are inherent in our application of GAAP.

CRITICAL ACCOUNTING ESTIMATES

Revenue Recognition

Matrix records revenue on fixed-price contracts on a percentage-of-completion basis, primarily based on costs incurred to date compared to the total estimated cost. The Company records revenue on cost-plus and time-and-material contracts on a proportional performance basis as costs are incurred. Contracts in process are valued at cost plus accrued profits less billings on uncompleted contracts. Contracts are generally considered substantially complete when field construction is completed. The elapsed time from award of a contract to completion of performance may be in excess of one year. Matrix includes pass-through revenue and costs on cost-plus contracts, which are customer-reimbursable materials, equipment and subcontractor costs, when Matrix determines that it is responsible for the procurement and management of such cost components.

Matrix has numerous contracts that are in various stages of completion, which require estimates to determine the appropriate cost and revenue recognition. The Company has a history of making reasonably dependable estimates of the extent of progress towards completion, contract revenues and contract costs, and accordingly, does not believe significant fluctuations are likely to materialize. However, current estimates may be revised as additional information becomes available. If estimates of costs to complete fixed-price contracts indicate a loss, a provision is made through a contract write-down for the total loss anticipated. A number of our contracts contain various cost and performance incentives and penalties that impact the earnings we realize from our contracts. Adjustments related to these incentives and penalties are recorded in the period on a percentage of completion basis when estimable and probable.

Indirect costs, such as salaries and benefits, supplies and tools, equipment costs and insurance costs, are charged to projects based upon direct labor hours and overhead allocation rates per direct labor hour or a percentage of cost incurred. Warranty costs are normally incurred prior to project completion and are charged to project costs as they are incurred. Warranty costs incurred subsequent to project completion were not material for the periods presented. Overhead allocation rates are established annually during the budgeting process and evaluated for accuracy throughout the year based upon actual direct labor hours and actual costs incurred.

Under percentage of completion accounting for fixed-priced contracts, contract revenues and earnings are recognized ratably over the contract term based on the proportion of actual costs incurred to total estimated costs. As of June 30, 2016, the Company is performing work on two previously announced significant multi-year projects that are contracted on a fixed price basis. One of the projects is expected to be complete in fiscal 2017 and the second project is expected to be complete in fiscal 2018. Based on the information currently available, the Company believes that its current estimates relating to these projects are reasonably stated. However, it is reasonably possible that changes to these contract estimates, including those related to project costs, project timelines, and change orders or claims, could occur and have a material positive or negative impact to our results of operations and financial position in subsequent accounting periods.

Table of Contents

Change Orders and Claims

Change orders are modifications of an original contract that effectively change the existing provisions of the contract. Change orders may include changes in specifications or designs, manner of performance, facilities, equipment, materials, sites and period of completion of the work. Matrix or our clients may initiate change orders. The client's agreement to the terms of change orders is, in many cases, reached prior to work commencing; however, sometimes circumstances require that work progress prior to obtaining client agreement. Costs related to change orders are recognized as incurred. Revenues attributable to change orders that are unapproved as to price or scope are recognized to the extent that costs have been incurred if the amounts can be reliably estimated and their realization is probable. Revenues in excess of the costs attributable to change orders that are unapproved as to price or scope are recognized only when realization is assured beyond a reasonable doubt. Change orders that are unapproved as to both price and scope are evaluated as claims.

Claims are amounts in excess of the agreed contract price that we seek to collect from customers or others for delays, errors in specifications and designs, contract terminations, change orders in dispute or unapproved as to both scope and price or other causes of anticipated additional costs incurred by us. Recognition of amounts as additional contract revenue related to claims is appropriate only if it is probable that the claims will result in additional contract revenue and if the amount can be reliably estimated. We must determine if:

- there is a legal basis for the claim;
- the additional costs were caused by circumstances that were unforeseen by the Company and are not the result of deficiencies in our performance;
- the costs are identifiable or determinable and are reasonable in view of the work performed; and
- the evidence supporting the claim is objective and verifiable.

If all of the these requirements are met, revenue from a claim is recorded only to the extent that we have incurred costs relating to the claim.

As of June 30, 2016 and June 30, 2015, costs and estimated earnings in excess of billings on uncompleted contracts included revenues for unapproved change orders and claims of $10.3 million and $12.7 million, respectively. Historically, our collections for unapproved change orders and claims have approximated the amount of revenue recognized.

Loss Contingencies

Various legal actions, claims, and other contingencies arise in the normal course of our business. Contingencies are recorded in the consolidated financial statements, or are otherwise disclosed, in accordance with Accounting Standard Codification ("ASC") Topic 450-20, “Loss Contingencies”. Specific reserves are provided for loss contingencies to the extent we conclude that a loss is both probable and estimable. We use a case-by-case evaluation of the underlying data and update our evaluation as further information becomes known. We believe that any amounts exceeding our recorded accruals should not materially affect our financial position, results of operations or liquidity. However, the results of litigation are inherently unpredictable and the possibility exists that the ultimate resolution of one or more of these matters could result in a material effect on our financial position, results of operations or liquidity.

Legal costs are expensed as incurred.

Insurance Reserves

We maintain insurance coverage for various aspects of our operations. However, we retain exposure to potential losses through the use of deductibles, coverage limits and self-insured retentions. 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 or losses that could be significant.

Table of Contents

Goodwill

Goodwill represents the excess of the purchase price of acquisitions over the acquisition date fair value of the net identifiable tangible and intangible assets acquired. In accordance with current accounting guidance, goodwill is not amortized and is tested at least annually for impairment at the reporting unit level.

We perform our annual analysis during the fourth quarter of each fiscal year and in any other period in which indicators of impairment warrant additional analysis. Goodwill impairment reviews involve a two step process. Goodwill is first evaluated for impairment by comparing management's estimate of the fair value of a reporting unit with its carrying value, including goodwill.

Table of Contents

Management primarily utilizes a discounted cash flow analysis, referred to as an income approach, to determine the estimated fair value of our reporting units. Significant judgments and assumptions including the discount rate, anticipated revenue growth rate and gross margins, estimated operating and interest expense, and capital expenditures are inherent in these fair value estimates, which are based on our operating and capital budgets and on our strategic plan. As a result, actual results may differ from the estimates utilized in our income approach. The use of alternate judgments and/or assumptions could result in a fair value that differs from our estimate and could result in the recognition of an impairment charge in the financial statements. As a result of these uncertainties, we utilize multiple scenarios and assign probabilities to each of the scenarios in the income approach.

We also consider market-based approaches to assess the fair value of our reporting units. We compare market multiples from our public peer companies in the engineering and construction industry, as well as the combined carrying values of our reporting units with market capitalization.

If the carrying value of our reporting unit is higher than its fair value, there is an indication that impairment may exist and the second step must be performed to measure the amount of impairment. The amount of impairment is determined by comparing the implied fair value of the reporting unit's goodwill to the carrying value of the goodwill calculated in the same manner as if the reporting unit were being acquired in a business combination. If the implied fair value of goodwill is less than its carrying value, we would record an impairment charge for the difference.

Although we do not currently anticipate a future impairment charge, certain events could occur that would adversely affect the reported value of our goodwill. The Company has considered the likelihood of adverse changes including but not limited to changes in economic or competitive conditions, a significant change in the project plans of our customers, a deterioration in the economic condition of the customers and industries we serve, and a material negative change in the relationships with one or more of our significant customers. If our judgments and assumptions change as a result of the occurrence of any of these events or other events that we do not currently anticipate, our expectations as to future results and our estimate of the implied value of one or more of our reporting units also may change.

We performed our annual impairment test in the fourth quarter to determine whether an impairment existed and to determine the amount of headroom. We define "headroom" as the percentage difference between the fair value of a reporting unit and its carrying value. The amount of headroom varies by reporting unit. Approximately 54% of our goodwill balance is attributable to one reporting unit. This unit had headroom of 158%. The remaining goodwill is attributable to six reporting units, with headroom of between 17% and 488%.

Our significant assumptions, including revenue growth rates, gross margins, discount rate, interest expense and other factors may change in light of changes in the economic and competitive environment in which we operate. Assuming that all other components of our fair value estimate remain unchanged, a change in the following assumptions would have the following effect on headroom:

	Sensitivity Analysis			
	Headroom	1% Decline in Revenue Growth Rate	1% Decline in Gross Margin Percentage	1% Decline in Discount Rate
Reporting unit 1	158%	149%	131%	139%
All other reporting units	17% and 488%	10% and 466%	-10%(1) and 416%	9% and 441%

(1) A 1% decrease in gross margin would cause one reporting unit's carrying amount to be less than its fair value by 10%. The carrying amount of goodwill for this reporting unit totals $0.7 million.

Other Intangible Assets

All of the Company's other intangible assets have finite useful lives and are amortized by the straight-line method over their useful lives ranging from 1.5 to 15 years. Each reporting period, we evaluate the remaining useful lives of other intangible assets and review other intangible assets for impairment indicators.

Table of Contents

Deferred Income Taxes

We use the asset and liability approach for financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually for differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances based on our judgments and estimates are established when necessary to reduce deferred tax assets to the amount expected to be realized in future operating results. Company management believes that realization of deferred tax assets in excess of the valuation allowance is more likely than not. Our estimates are based on facts and circumstances in existence as well as interpretations of existing tax regulations and laws applied to the facts and circumstances, with the help of professional tax advisors. Therefore, we estimate and provide for amounts of additional income taxes that may be assessed by the various taxing authorities.

Recently Issued Accounting Standards

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

On May 28, 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09. 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." 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").

The ASU is effective for annual reporting periods beginning after December 15, 2017, with early adoption permitted on a limited basis. Upon adoption, the Company may elect one of two application methods, a full retrospective application or a modified retrospective application. We expect to adopt this standard on July 1, 2018 and are currently evaluating its expected impact on our financial statements.

Accounting Standards Update 2014-15, Presentation of Financial Statements—Going Concern (Subtopic 205-40): 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. 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.

Accounting Standards Update 2015-16, Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments

On September 25, 2015, the FASB issued ASU 2015-16 to simplify the accounting for measurement-period adjustments. The ASU was issued in response to stakeholder feedback that restatements of prior periods to reflect adjustments made to provisional amounts recognized in a business combination increase the cost and complexity of financial reporting but do not significantly improve the usefulness of the information. Under the ASU, an acquirer must recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The ASU also requires acquirers to present separately on the face of the income statement, or disclose in the notes, the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. For public business entities, the ASU is effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. We adopted this standard on July 1, 2016 with no material impact to the Company's financial statements.

Accounting Standards Update 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes
On November 20, 2015, the FASB issued ASU 2015-17, which requires entities to present deferred tax assets ("DTAs") and deferred tax liabilities ("DTLs") as noncurrent in a classified balance sheet. The ASU simplifies the current guidance, which requires entities to separately present DTAs and DTLs as current and noncurrent in a classified balance sheet based on the classification of the related asset or liability. For public business entities, the ASU will be effective for annual periods beginning after December 15, 2016, and interim periods within those years with early adoption permitted. The Company elected to retrospectively early adopt ASU 2015-17, effective for the quarter ended December 31, 2015. The quantitative effects of the change on the prior balance sheet presented, for the fiscal year ended June 30, 2015, resulted in a net reclassification of $6.6 million and $6.6 million from the "Deferred income taxes" current asset and liability financial statement line items, respectively, to the "Deferred income taxes" asset and liability financial statement line items included in the noncurrent asset and liability sections of the balance sheet.
Accounting Standards Update 2016-02, Leases (Topic 842)
On February 25, 2016, the FASB issued ASU 2016-02. The amendments in this update require, among other things, that lessees recognize the following for all leases (with the exception of short-term leases) at the commencement date: (1) a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. Lessees and lessors must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. For public business entities, the ASU is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. We are currently evaluating its expected impact on our financial statements.
Accounting Standards Update 2016-09, Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting
On March 30, 2016, the FASB issued ASU 2016-09, which simplified several aspects of accounting for stock-based compensation transactions, including the accounting for income taxes and forfeitures and statutory tax withholding requirements. The ASU is effective for the Company on July 1, 2017 and early adoption is permitted. The Company is planning to adopt the ASU in the first quarter of fiscal 2017, with no material impacts expected. The following is a description of the key provisions of the ASU and its transition requirements:
Accounting for Income Taxes: The amendments require the Company to recognize excess tax benefits or tax deficiencies in its provision for income taxes in its consolidated statements of income during the period of vesting or exercise of its nonvested deferred share awards and stock options, respectively, for which it expects to receive an income tax deduction. Currently, the Company recognizes any excess tax benefits in additional paid-in capital ("APIC") in the balance sheet and any tax deficiencies are recognized as a reduction of APIC to the extent the Company has accumulated excess tax benefits. Any tax deficiencies in excess of accumulated excess tax benefits in APIC are recognized in the provision for income taxes. The amendments also require the Company to only present excess tax benefits and tax deficiencies in the operating section of its statements of cash flows. Currently, the Company is required to present such items in both the financing section and operating section of its statements of cash flows. Amendments to the presentation of excess tax benefits and tax deficiencies in the statements of cash flows may be applied retrospectively or prospectively.
Amendments requiring the recognition of excess tax benefits and tax deficiencies in income are to be applied prospectively. The Company is required to apply the amendments for accumulated excess tax benefits on a modified retrospective basis as a cumulative-effect adjustment to retained earnings as of the date of adoption. The balance of accumulated excess tax benefits included in APIC was $9.8 million as of June 30, 2016.

Table of Contents

Accounting for Forfeitures: The Company currently recognizes expense on all stock-based awards over the requisite service period, net of estimated forfeitures. The amendments in this ASU allow the Company to elect, as a company-wide accounting policy, either to continue to estimate the amount of forfeitures to exclude from compensation expense or to exclude forfeitures from compensation expense when they occur. The Company is planning to account for forfeitures when they occur when it adopts the amendments in the first quarter of fiscal 2017. The Company will apply the accounting change on a modified retrospective basis as a cumulative-effect adjustment to retained earnings as of the date of adoption. The Company does not expect the adoption of these amendments to have a material impact to its financial statements.

Statutory Tax Withholding Requirements: Currently, an entire award must be classified as a liability if the fair value of the shares withheld exceeds the Company's minimum statutory withholding obligation. Under the ASU, the Company will be allowed to withhold shares with a fair value up to the amount of tax owed using the maximum statutory tax rate in the employee's applicable jurisdictions. The Company will be allowed to determine one maximum rate for all employees in each jurisdiction, rather than a rate for each employee in the jurisdiction. Also, the ASU requires that cash outflows to reacquire shares withheld for taxes to be classified in the financing section of its statements of cash flows. Since the Company does not have any awards classified as liabilities due to statutory tax withholding requirements as of June 30, 2016, and since the Company already presents its cash outflows for reacquiring shares withheld for taxes as a financing activity in its statements of cash flows, the Company does not expect these amendments to have any impact on its financial statements when adopted during the 1st quarter of fiscal 2017.

Accounting Standards Update 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments

On June 16, 2016, the FASB issued ASU 2016-13, which changes how the Company accounts for its allowance for uncolletible accounts. The amendments in this update require a financial asset (or a group of financial assets) to be presented at the net amount expected to be collected. The income statement will reflect any increases or decreases of expected credit losses that have taken place during the period. The measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectibility of the reported amount.

Current GAAP delays the recognition of the full amount of credit losses until the loss is probable of occurring. The amendments in this update eliminate the probable initial recognition threshold and, instead, reflect the Company's current estimate of all expected credit losses. In addition, current guidance limits the information the Company may consider in measuring a credit loss to its past events and current conditions. The amendments in this update broaden the information the Company may consider in developing its expected credit loss estimate to include forecasted information.

The amendments in this update are effective for the Company on July 1, 2020 and the Company may early adopt on July 1, 2019. The Company must apply the amendments in this update through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. The Company does not expect this update to have a material impact to its estimate of the allowance for uncollectible accounts.

Table of Contents

Results of Operations

Overview

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 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. The Storage Solutions segment also includes balance of plant work in storage terminals and tank farms. 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. Finally, we offer AST products, including geodesic domes, aluminum internal floating roofs, floating suction and skimmer systems, roof drain systems and floating roof seals.

The Industrial segment includes construction and maintenance work in the iron and steel and mining and minerals industries. Our work in the mining and minerals industry is primarily for customers engaged in the extraction of copper. We also perform work in bulk material handling and fertilizer production facilities, thermal vacuum chambers, and other industrial markets.

The majority of the work for all segments is performed in the United States, with 14.0% of revenues generated internationally during fiscal 2016, 10.2% in fiscal 2015 and 9.0% in fiscal 2014. The percentage of revenues generated internationally is expected to increase in fiscal 2017 compared to fiscal 2016. Significant period to period changes in revenues, gross profits and operating results are discussed below on a consolidated basis and for each segment.

Table of Contents

Matrix Service Company
Results of Operations
(In thousands)

	Electrical Infrastructure	Oil Gas & Chemical	Storage Solutions	Industrial	Total
Fiscal Year 2016					
Consolidated revenues	$349,011	$249,795	$563,512	$149,599	$1,311,917
Gross profit	29,301	18,553	67,843	10,294	125,991
Gross profit %	8.4 %	7.4 %	12.0 %	6.9 %	9.6 %
Selling, general and administrative expenses	18,157	22,056	34,394	10,502	85,109
Operating income (loss)	11,144	(3,503)	33,449	(208)	40,882
Operating income %	3.2 %	(1.4)%	5.9 %	(0.1)%	3.1 %
Fiscal Year 2015					
Consolidated revenues	$257,930	$305,360	$503,123	$276,722	$1,343,135
Gross profit (loss)	(31,444)	25,394	58,085	35,335	87,370
Gross profit %	(12.2)%	8.3 %	11.5 %	12.8 %	6.5 %
Selling, general and administrative expenses	12,849	18,330	29,016	18,373	78,568
Operating income (loss)	(44,293)	7,064	29,069	16,962	8,802
Operating income %	(17.2)%	2.3 %	5.8 %	6.1 %	0.7 %
Fiscal Year 2014					
Consolidated revenues	$205,570	$239,690	$610,896	$206,933	$1,263,089
Gross profit	20,629	26,912	68,448	20,484	136,473
Gross profit %	10.0 %	11.2 %	11.2 %	9.9 %	10.8 %
Selling, general and administrative expenses	12,926	16,973	34,138	13,829	77,866
Operating income	7,703	9,939	34,310	6,655	58,607
Operating income %	3.7 %	4.1 %	5.6 %	3.2 %	4.6 %
Variances Fiscal Year 2016 to Fiscal Year 2015 Increase/(Decrease)					
Consolidated revenues	$91,081	$(55,565)	$60,389	$(127,123)	$(31,218)
Gross profit	60,745	(6,841)	9,758	(25,041)	38,621
Selling, general and administrative expenses	5,308	3,726	5,378	(7,871)	6,541
Operating income	55,437	(10,567)	4,380	(17,170)	32,080
Variances Fiscal Year 2015 to Fiscal Year 2014 Increase/(Decrease)					
Consolidated revenues	$52,360	$65,670	$(107,773)	$69,789	$80,046
Gross profit	(52,073)	(1,518)	(10,363)	14,851	(49,103)
Selling, general and administrative expenses	(77)	1,357	(5,122)	4,544	702
Operating income	(51,996)	(2,875)	(5,241)	10,307	(49,805)

Table of Contents

Fiscal 2016 Versus Fiscal 2015

Consolidated

Consolidated revenue was $1.312 billion in fiscal 2016, a decrease of $31.2 million, or 2.3% from consolidated revenue of $1.343 billion in fiscal 2015. On a segment basis, consolidated revenue increased in the Electrical Infrastructure and Storage Solutions segments by $91.1 million and $60.4 million, respectively, but were offset by lower revenue in the Industrial and Oil Gas & Chemical segments of $127.1 million and $55.6 million, respectively.

Consolidated gross profit was $126.0 million in fiscal 2016 compared to $87.4 million in fiscal 2015. The Company recorded project charges of $7.1 million and $53.4 million on the acquired EPC joint venture project in fiscal 2016 and fiscal 2015, respectively. The charges, which are discussed in Note 3- Uncompleted Contracts, reduced fiscal 2016 gross margins by 0.6% to 9.6% and reduced fiscal 2015 gross margins by 4.3% to 6.5%.

Consolidated SG&A expenses were $85.1 million in fiscal 2016 compared to $78.6 million in the prior year. The increase in fiscal 2016 is primarily related to a bad debt charge of $5.2 million, increased incentive expense related to higher profitability over the prior fiscal year, severance payments, and $1.2 million of costs related to the Baillie Tank Equipment, Ltd. acquisition described in Note 2.

Net interest expense was $0.7 million in fiscal 2016, and $0.8 million in the prior year. Fiscal 2015 results include $0.3 million of interest income attributable to an award received due to the settlement of a customer dispute.

Our effective tax rate for fiscal 2016 was 35.6% compared to 123.2% in the same period a year earlier. Our effective tax rate for fiscal 2016 and 2015 was impacted, in part, by the acquired EPC joint venture project charges in which the Company has a 65% interest and does not receive a tax benefit. A full analysis of the Company's provision for income taxes is included in Note 6 - Income Taxes.

Fiscal 2016 net income attributable to Matrix Service Company and the related fully diluted earnings per share were $28.9 million and $1.07, compared to $17.2 million and $0.63 in the same period a year earlier.

Electrical Infrastructure

Revenue for the Electrical Infrastructure segment increased $91.1 million to $349.0 million in fiscal 2016 compared to $257.9 million in the same period a year earlier. The increased revenue volume in fiscal 2016 was due to volume increases in power delivery and accelerating work on the previously announced Napanee Generating Station. The Company recorded project charges of $7.1 million and $53.4 million on the acquired EPC joint venture project in fiscal 2016 and fiscal 2015. The charges, which are discussed in Note 3- Uncompleted Contracts, reduced fiscal 2016 segment gross margins by 2.3% to 8.4% and reduced fiscal 2015 segment gross margins by 22.2% to (12.2%).

Oil Gas & Chemical

Revenue for the Oil Gas & Chemical segment was $249.8 million in fiscal 2016 compared to $305.4 million in the same period a year earlier. The decrease of $55.6 million is largely related to a significant turnaround in fiscal 2015 and lower levels of capital work in fiscal 2016. Fiscal 2016 gross margins were 7.4% compared to 8.3% a year earlier. Gross margins for fiscal 2016 were affected by lower volume, which led to the under recovery of overhead costs, and a project charge in our upstream business. Fiscal 2015 margins were negatively affected by lower than expected profitability on a significant turnaround.

Storage Solutions

Revenue for the Storage Solutions segment increased to $563.5 million in fiscal 2016 compared to $503.1 million in the prior year. The increase of $60.4 million is primarily attributable to a previously announced project for the construction of crude gathering terminals feeding the Dakota Access Pipeline, partially offset by lower revenue volume in our Canadian operations. Gross margins were 12.0% for fiscal 2016 compared to 11.5% in the prior year. Fiscal 2016 margins were positively impacted by the improved recovery of construction overhead costs along with strong project execution.

Table of Contents

Industrial

Revenue for the Industrial segment decreased $127.1 million to $149.6 million in fiscal 2016 compared to $276.7 million in the same period a year earlier. The decline in revenue is primarily attributable to lower business volumes in the iron and steel and mining markets, and lower revenue recognized on a large fertilizer project that is nearing completion. Gross margins were 6.9% in fiscal 2016 compared to 12.8% in the same period a year earlier. Fiscal 2016 margins were positively impacted by strong project execution offset by a forecasted unfavorable customer settlement and lower margins on iron and steel work due to lower volume. Fiscal 2015 gross margins were high primarily due to profit recognized on favorable project completions and a favorable settlement with a customer.

Fiscal 2015 Versus Fiscal 2014

Consolidated

Consolidated revenue was $1.343 billion in fiscal 2015, an increase of $80.0 million, or 6.3%, from consolidated revenue of $1.263 billion in fiscal 2014. As discussed in Note 2 - Acquisitions, the Company acquired Kvaerner North American Construction, which we refer to as Matrix NAC, late in the second quarter of fiscal 2014. The revenue increase is primarily attributable to the inclusion of a full year of Matrix NAC revenue in fiscal 2015 compared to less than seven months in fiscal 2014. On a segment basis, consolidated revenue increased in the Industrial, Oil Gas & Chemical and Electrical Infrastructure segments by $69.8 million, $65.7 million and $52.3 million respectively, partially offset by a decrease in the Storage Solutions segment of $107.8 million.

Consolidated gross profit was $87.4 million in fiscal 2015 compared to $136.5 million in fiscal 2014. Fiscal 2015 gross margins were reduced 4.3% to 6.5% due to an acquired EPC joint venture project charge of $53.4 million, as described in Note 3 - Uncompleted Contracts. Fiscal 2014 gross margins were 10.8%.

Consolidated SG&A expense was $78.6 million in fiscal 2015 compared to $77.9 million in the same period a year earlier. Fiscal 2014 SG&A expense included $2.0 million of Matrix NAC acquisition related costs. The remaining increase is primarily attributable to a full period of Matrix NAC costs in fiscal 2015 compared to less than seven months in the prior year largely offset by lower incentive compensation costs in fiscal 2015 due to reduced profitability. SG&A expense as a percentage of revenue was 5.8% in fiscal 2015 compared to 6.2% in the same period a year earlier.

Net interest expense was $0.8 million in fiscal 2015, and $1.4 million in the prior year. Fiscal 2015 results include $0.3 million of interest income attributable to an award received due to the settlement of a customer dispute.

The Company consolidates the joint venture described in Note 2 - Acquisitions, and reports a noncontrolling interest. Accordingly, the Company's operating income includes the noncontrolling interest holder's share of the acquired EPC project loss for which the Company does not receive a tax benefit. Our effective tax rate increased to 123.2% in fiscal 2015 compared to 35.1% in fiscal 2014. The inclusion of the acquired EPC joint venture project loss for fiscal year 2015 increased our effective tax rate by 86.2%. The inclusion of the acquired EPC joint venture project profit for fiscal year 2014 decreased our effective tax rate by 0.7%.

The fiscal 2015 effective tax rate includes an additional tax benefit of $0.6 million from the reinstatement of the R&D tax credit through calendar year 2014. For the twelve months ended June 30, 2015, the Company received a tax benefit of $1.2 million as the result of an increase in the estimated R&D tax credit. For the fiscal year ended June 30, 2014, the Company received a tax benefit of $1.7 million as the result of an increase in the estimated R&D tax credit.

Fiscal 2015 net income attributable to Matrix Service Company and the related fully diluted earnings per share were $17.2 million and $0.63, compared to $35.8 million and $1.33 in the same period a year earlier.

Electrical Infrastructure

Revenue for the Electrical Infrastructure segment increased $52.3 million to $257.9 million in fiscal 2015 compared to $205.6 million in the same period a year earlier. The increased revenue volume in fiscal 2015 was primarily due to the inclusion of a full year of Matrix NAC activity and the mobilization and ramp up of work on the recently announced combined cycle gas-fueled power generation station in Canada. The acquired EPC joint venture project charge reduced gross margins 22.2% to (12.2%) in fiscal 2015. In the fourth quarter of fiscal 2015, the Company achieved mechanical completion on the acquired EPC joint venture project, therefore, any future impact to earnings is not expected to be significant. Gross margins were 10.0% in the same period a year earlier.

35

Table of Contents

Oil Gas & Chemical

Revenue for the Oil Gas & Chemical segment increased $65.7 million to $305.4 million in fiscal 2015 compared to $239.7 million in the same period a year earlier. The increased revenue was primarily due to higher levels of capital work as well as increases in turnaround and industrial cleaning work over the prior year. Gross margins were 8.3% in fiscal 2015 compared to 11.2% a year earlier. Fiscal 2015 margins were negatively affected by lower than expected profitability on a significant turnaround completed in the third quarter and under recovered construction overhead costs.

Storage Solutions

Revenue for the Storage Solutions segment decreased to $503.1 million in fiscal 2015 compared to $610.9 million in the same period a year earlier. Prior year results were positively affected by significant balance of plant work. In fiscal 2015, revenue in the domestic aboveground storage tank business increased but was more than offset by lower revenue in our Canadian business due to a project delay with a large customer. Fiscal 2015 gross margins were 11.5% compared to 11.2% in the same period in the prior year. The fiscal 2015 gross margin was negatively affected by the under recovery of construction overhead costs due to lower revenue. The fiscal 2014 gross margin of 11.2% was reduced by a project charge of $8.4 million.

Industrial

Revenue for the Industrial segment increased to $276.7 million in fiscal 2015 compared to $206.9 million in the same period a year earlier. The increase of $69.8 million was primarily due to the inclusion of Matrix NAC activity for the full twelve month period. Gross margins were 12.8% in fiscal 2015 compared to 9.9% in the same period a year earlier. The gross margins were higher than expected and primarily due to profit recognized on favorable project completions and a favorable settlement with a customer, partially offset by lower construction overhead cost recovery. The Company expects revenues in this segment to decline in fiscal 2016 due to the completion of a fertilizer project in fiscal 2015 and gross margins to be lower due to challenging conditions in the steel industry.

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 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 and to acquire businesses, pay commitment fees to maintain our senior revolving credit facility, and incur fees to issue letters of credit under the senior revolving 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.

Table of Contents

A reconciliation of EBITDA to net income follows:

	Twelve Months Ended		
	June 30, 2016	June 30, 2015	June 30, 2014
	(in thousands)		
Net income attributable to Matrix Service Company	$28,863	$17,157	$35,810
Interest expense	852	1,236	1,436
Provision for income taxes	14,116	10,090	19,934
Depreciation and amortization	21,441	23,480	18,518
EBITDA	$65,272	$51,963	$75,698

FINANCIAL CONDITION AND LIQUIDITY

Overview

We define liquidity as the ability to pay our liabilities as they become due, fund business operations and meet all contractual and financial obligations. Our primary sources of liquidity in fiscal 2016 were cash on hand at the beginning of the year, capacity under our senior revolving credit facility and cash generated from operations. Cash on hand at June 30, 2016 totaled $71.7 million and availability under the senior revolving credit facility totaled $159.1 million, resulting in total liquidity of $230.8 million. The United States Dollar equivalent of Canadian, South Korean and Australian deposits totaled $16.8 million and is included in our consolidated cash balance. We expect to fund our operations for the next twelve months through the use of cash generated from operations, existing cash balances and borrowings under our senior revolving credit facility, as necessary.

Factors that routinely impact our short-term liquidity and that 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 which can be significant.
- Collection issues, including those caused by weak commodity prices or other factors which can lead to credit deterioration of our customers
- Capacity constraints under our senior revolving credit facility and remaining in compliance with all covenants contained in the Credit Agreement
- Cash on hand outside of the United States that cannot be repatriated without incremental taxation

Table of Contents

The acquisition of Baillie Tank Equipment, Ltd. discussed in Note 2 of the Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K was funded with cash on hand. The Company believes that the remaining availability under the senior revolving credit facility, as discussed under the caption "Senior Revolving Credit Facility" included in this Financial Condition and Liquidity section of the Form 10-K, along with cash on hand and cash generated from operations will provide sufficient liquidity to achieve both our short and long-term business objectives.

As discussed under the caption "Senior Revolving Credit Facility" included in this Financial Condition and Liquidity section of the Form 10-K, our Credit Agreement includes a Senior Leverage Ratio covenant, which provides that Consolidated Funded Indebtedness, as defined in the Credit Agreement, 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. Consequently, recent operating results have caused a short term capacity constraint on the Company's senior revolving credit facility. Although the constraint reduces our liquidity, the Company believes that the remaining availability under our senior revolving credit facility along with cash on hand and cash generated from operations will provide sufficient liquidity to achieve both our short-term and long-term business objectives.

Cash Flows Provided by Operating Activities

Cash flows provided by operating activities for the twelve months ended June 30, 2016 totaled $30.3 million. Major components of cash flows from operating activities for the year ending June 30, 2016 are as follows:

Net Cash Provided by Operating Activities
(In thousands)

Net income	$25,537
Non-cash expenses	33,753
Deferred income tax	1,871
Cash effect of changes in operating assets and liabilities, net of acquisitions	(27,814)
Other	(3,021)
Net cash provided by operating activities	$30,326

The cash effect of significant changes in operating assets and liabilities at June 30, 2016 in comparison to June 30, 2015 includes the following, net of the effects from acquisitions:

- Costs and estimated earnings in excess of billings on uncompleted contracts ("CIE") increased $17.9 million while billings on uncompleted contracts in excess of costs and estimated earnings ("BIE") decreased $38.4 million. The changes were due to the timing of invoice billings and collections. CIE and BIE balances can experience significant day-to-day fluctuations based on contract terms, the timing of when job costs are incurred, the invoicing of those job costs to the customer and subsequent cash collection, and other working capital management factors. See the Consolidated Statement of Cash Flows at Part 2, Item 8 of this Annual Report on Form 10-K for adjustments to net income and the impact of operating activities.
- Accounts payable increased by $14.7 million primarily due to the timing of payments.

Cash Flows Used for Investing Activities

Investing activities used $26.6 million of cash during the year ended June 30, 2016 due to capital expenditures of $13.9 million and the net purchase price of $13.0 million for the acquisition of Baillie Tank Equipment, Ltd. as discussed in Note 2 - Acquisitions, partially offset by proceeds from asset dispositions of $0.4 million. Capital expenditures included $5.2 million for the purchase of construction and fabrication equipment and small tools, $3.6 million for transportation equipment, $2.7 million for office equipment and software, and $2.2 million for land and buildings. The Company expects to spend approximately $20.1 million on capital expenditures in fiscal 2017.

Table of Contents

Cash Flows Used for Financing Activities

Financing activities used $10.6 million of cash during the year ended June 30, 2016 primarily due to repayments of borrowings under our senior revolving credit facility of $19.0 million, the purchase of $10.5 million of Company stock as permitted under the Company's stock buyback program and the repurchase of $4.6 million of Company stock for payment of withholding taxes due on equity-based compensation. These uses of cash were partially offset by $10.9 million of capital contributions received from the non-controlling interest holder of the EPC joint venture, borrowings under our senior revolving credit facility of $10.2 million, excess tax benefits of $3.3 million on exercised stock options and vesting of deferred shares, exercise of stock options of $0.6 million and $0.3 million of cash received from employees for the purchase of shares in connection with the Company's Employee Stock Purchase Plan. Borrowings during fiscal 2016 under our senior revolving credit facility were used for Canadian Dollar advances required for short-term working capital.

Senior Revolving Credit Facility

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 senior revolving credit facility may be used for working capital, acquisitions, capital expenditures, issuance 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 senior revolving credit facility 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 Revolving Credit Facility Fee is between 0.20% and 0.35% based on the Senior Leverage Ratio.

The Credit Agreement includes a Senior Leverage Ratio covenant, which provides that Consolidated Funded Indebtedness, as defined in the Credit Agreement, may not exceed 2.5 times Consolidated EBITDA, as defined in the Credit Agreement, over the previous four quarters. For the four quarters ended June 30, 2016, Consolidated EBITDA, as defined in the Credit Agreement, was $71.9 million. Accordingly, at June 30, 2016, there was a restriction on our ability to access the full amount of the senior revolving credit facility. However, any continued constraint in future fiscal periods is not expected to impact our ability to operate the business. Consolidated Funded Indebtedness at June 30, 2016 was $13.1 million.

Table of Contents

Availability under the senior revolving credit facility is as follows:

	June 30, 2016	June 30, 2015
	(In thousands)	
Senior revolving credit facility	$200,000	$200,000
Capacity constraint due to the Senior Leverage Ratio	20,138	54,968
Capacity under the senior revolving credit facility	179,862	145,032
Borrowings outstanding	—	8,804
Letters of credit	20,755	40,587
Availability under the senior revolving credit facility	$159,107	$95,641

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

At June 30, 2016, the Company was at the lowest margin tier for the LIBOR, Alternate Base Rate, CDOR and Canadian Prime Rate loans and the lowest tier for the Unused Revolving Credit Facility Fee.

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 cash dividends on our capital stock during any fiscal year up to an amount which, when added to all other cash dividends paid during such fiscal year, does not exceed 50% of our cumulative net income for such fiscal year to 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.

Treasury Shares

On November 4, 2014 the Board of Directors approved a stock buyback program that replaced 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 stock annually if sufficient liquidity exists and management believes the purchase would be accretive to the Company's stockholders. The annual $25.0 million limitation is applied on a calendar year basis. The cumulative number of shares repurchased cannot exceed 2,653,399, which represents 10% of the shares outstanding on the date the new repurchase program was approved. The Company purchased 654,958 and 283,772 shares for $10.5 million and $5.0 million under the stock buyback program during the fiscal years ended June 30, 2016 and 2015, respectively.

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 205,504 shares during fiscal 2016 to satisfy these obligations. These shares were returned to the Company’s pool of treasury shares.

The Company has 1,591,072 treasury shares as of June 30, 2016 and intends to utilize these treasury shares solely in connection with equity awards under the Company’s stock incentive plans.

Commitments and Off-Balance Sheet Arrangements

As of June 30, 2016, the following commitments and off-balance sheet arrangements were in place to support our ordinary course obligations:

	Commitments by Expiration Period				
	Less than 1 Year	1–3 Years	3–5 Years	More than 5 Years	Total
	(In thousands)				
Letters of credit [(1)]	$20,755	$ —	$ —	$ —	$20,755
Surety bonds	135,712	1,881	2	—	137,595
Total	$156,467	$ 1,881	$ 2	$ —	$158,350

(1) All letters of credit issued under our senior revolving credit facility are in support of our workers' compensation insurance programs or certain construction contracts. The letters of credit that support our workers' compensation programs are expected to renew annually through the term of our senior revolving credit facility. The letters of credit that support construction contracts will expire within a year.

Table of Contents

Contractual obligations at June 30, 2016 are summarized below:

	Contractual Obligations by Expiration Period				
	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years	Total
	(In thousands)				
Operating leases	$6,165	$ 9,760	$ 7,006	$ 10,800	$33,731
Purchase obligations	2,262	3,035	672	—	5,969
Total contractual obligations	$8,427	$ 12,795	$ 7,678	$ 10,800	$39,700

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

Our interest rate risk results primarily from our variable rate indebtedness under our Credit Agreement, which is influenced by movements in short-term rates. Borrowings under our $200.0 million senior revolving credit facility are based on an Alternate Base Rate, LIBOR, CDOR or Canadian Prime Rate as elected by the Company plus an additional margin based on our Senior Leverage Ratio.

Financial instruments with interest rate risk at June 30, 2016 were as follows:

	Maturity by Fiscal Year						Fair Value as of June 30, 2016
	2017	2018	2019	2020	2021	Total	
	(In thousands)						
Long-term debt:							
Variable rate debt (1)	$ —	$ —	$ —	$ —	$ —	$ —	$ —

(1) 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 loans ranges between 0.25% and 1.0% and the additional margin on LIBOR-based loans ranges between 1.25% and 2.0%. 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.

Financial instruments with interest rate risk at June 30, 2015 were as follows:

	Maturity by Fiscal Year						Fair Value as of June 30, 2015
	2016	2017	2018	2019	2020	Total	
	(In thousands)						
Long-term debt:							
Variable rate debt (1)	$ —	$ —	$ —	$8,804	$ —	$8,804	$ 8,804

(1) 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 loans ranges between 0.25% and 1.0% and the additional margin on LIBOR-based loans ranges between 1.25% and 2.0%. 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.

41

Table of Contents

Foreign Currency Risk

Matrix Service Company has subsidiaries with operations in Canada and South Korea, which use the Canadian Dollar and South Korean Won, respectively, as their functional currencies. The Company also has a subsidiary with operations in Australia, but its functional currency is the U.S. Dollar since its sales are primarily denominated in U.S. Dollars. The Company's operations in South Korea and Australia were acquired in the Baillie Tank Equipment, Ltd. acquisition as discussed in Note 2 of the Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Historically, movements in the Canadian Dollar to U.S. Dollar exchange rate have not significantly impacted the Company's results. Also, the Company does not expect exchange rate fluctuations in its South Korean and Australian operations to materially impact its financial results since these operations represent an insignificant portion of the Company's consolidated revenues and expenses. However, further growth in its Canadian, South Korean and/or Australian operations and/or significant fluctuations in the Canadian Dollar, South Korean Won and/or Australian Dollar to U.S. Dollar exchange rates could impact the Company’s financial results in the future.

Management has not entered into derivative instruments to hedge foreign currency risk, but periodically evaluates the materiality of our foreign currency exposure. To mitigate our risk, on occasion we borrow Canadian Dollars under our senior revolving credit facility to settle U.S. Dollar account balances. A 10% unfavorable change in the Canadian Dollar against the U.S. Dollar would not have had a material impact on the financial results of the Company for the fiscal year ended June 30, 2016.

Commodity Price Risk

The Company has no direct commodity exposure, but we do have exposure to materials derived from certain commodities including steel plate, steel pipe, and copper which are key materials used by the Company. Supplies of these materials are available throughout the United States and worldwide. We anticipate that adequate amounts of these materials will be available in the foreseeable future. However, the price, quantity, and delivery schedules of these materials could change rapidly due to various factors, including producer capacity, the level of foreign imports, worldwide demand, the imposition or removal of tariffs on imported steel and other market conditions. We mitigate these risks primarily by procuring materials upon contract execution to ensure that our purchase price approximates the costs included in the project estimate, and also by negotiating contract escalation clauses to cover unexpected costs due to fluctuations in materials derived from certain commodities.

Table of Contents

Item 8. Financial Statements and Supplementary Data

Financial Statements of the Company

Financial Statement Schedules

The financial statement schedule is filed as a part of this report under Schedule II – Valuation and Qualifying Accounts for the three fiscal years ended June 30, 2016, June 30, 2015 and June 30, 2014 immediately following Quarterly Financial Data (Unaudited). All other schedules are omitted because they are not applicable or the required information is shown in the financial statements, or notes thereto, included herein.

Table of Contents

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Matrix Service Company (the "Company") and its wholly-owned subsidiaries are responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Internal control over financial reporting includes policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

All internal control systems, no matter how well designed, have inherent limitations and cannot provide absolute assurance that all objectives will be met. Internal control over financial reporting is a process that involves diligence and is subject to lapses in judgment and human error. Internal control over financial reporting can also be circumvented by collusion or management override of controls. Because of these limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of June 30, 2016. In making this assessment, the Company's management used the criteria established in Internal Control—Integrated Framework (2013) set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control-Integrated Framework.

Management's assessment included an evaluation of such elements as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies, overall control environment and information systems control environment. Based on this assessment, the Company's management has concluded that the Company's internal control over financial reporting as of June 30, 2016 was effective.

Deloitte & Touche LLP, an independent registered public accounting firm, has issued an attestation report on the effectiveness of the Company's internal control over financial reporting as of June 30, 2016. Deloitte & Touche LLP's report on the Company's internal control over financial reporting is included herein.

/S/ John R. Hewitt	/S/ Kevin S. Cavanah
John R. Hewitt	Kevin S. Cavanah
President and Chief Executive Officer	Vice President and Chief Financial Officer
September 1, 2016	

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Matrix Service Company
Tulsa, Oklahoma

We have audited the internal control over financial reporting of Matrix Service Company and subsidiaries (the "Company") as of June 30, 2016, based on the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2016, based on the criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended June 30, 2016 and financial statement schedule of the Company and our report dated September 1, 2016 expressed an unqualified opinion on those financial statements and financial statement schedule.

/S/ DELOITTE & TOUCHE LLP
Tulsa, Oklahoma
September 1, 2016

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Matrix Service Company
Tulsa, Oklahoma

We have audited the accompanying consolidated balance sheets of Matrix Service Company and subsidiaries (the “Company”) as of June 30, 2016 and 2015, and the related consolidated statements of income, comprehensive income, cash flows and changes in stockholders’ equity for each of the three years in the period ended June 30, 2016. Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Matrix Service Company and subsidiaries as of June 30, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended June 30, 2016, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of June 30, 2016, based on the criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated September 1, 2016 expressed an unqualified opinion on the Company’s internal control over financial reporting.

/S/ DELOITTE & TOUCHE LLP
Tulsa, Oklahoma
September 1, 2016

Table of Contents

Matrix Service Company
Consolidated Statements of Income
(In thousands, except per share data)

	Twelve Months Ended		
	June 30, 2016	June 30, 2015	June 30, 2014
Revenues	$1,311,917	$1,343,135	$1,263,089
Cost of revenues	1,185,926	1,255,765	1,126,616
Gross profit	125,991	87,370	136,473
Selling, general and administrative expenses	85,109	78,568	77,866
Operating income	40,882	8,802	58,607
Other income (expense):			
Interest expense	(852)	(1,236)	(1,436)
Interest income	190	468	112
Other	(567)	158	(472)
Income before income tax expense	39,653	8,192	56,811
Provision for federal, state and foreign income taxes	14,116	10,090	19,934
Net income (loss)	25,537	(1,898)	36,877
Less: Net income (loss) attributable to noncontrolling interest	(3,326)	(19,055)	1,067
Net income attributable to Matrix Service Company	$28,863	$17,157	$35,810
Basic earnings per common share	$1.09	$0.64	$1.36
Diluted earnings per common share	$1.07	$0.63	$1.33
Weighted average common shares outstanding:			
Basic	26,597	26,603	26,288
Diluted	27,100	27,177	26,976

See accompanying notes
47

Table of Contents

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

	Twelve Months Ended		
	June 30, 2016	June 30, 2015	June 30, 2014
Net income (loss)	$25,537	$(1,898)	$36,877
Other comprehensive loss, net of tax:			
Foreign currency translation loss (net of tax of $236, $606 and $116 for the years ended June 30, 2016, 2015 and 2014, respectively)	(919)	(5,744)	(409)
Comprehensive income (loss)	24,618	(7,642)	36,468
Less: Comprehensive income (loss) attributable to noncontrolling interest	(3,326)	(19,055)	1,067
Comprehensive income attributable to Matrix Service Company	$27,944	$11,413	$35,401

See accompanying notes
48

Table of Contents

Matrix Service Company
Consolidated Balance Sheets
(In thousands)

	June 30, 2016	June 30, 2015
Assets		
Current assets:		
Cash and cash equivalents	$71,656	$79,239
Accounts receivable, less allowances (2016 - $8,403; 2015 - $561)	190,434	199,149
Costs and estimated earnings in excess of billings on uncompleted contracts	104,001	86,071
Inventories	3,935	2,773
Income taxes receivable	9	579
Other current assets	5,411	5,660
Total current assets	375,446	373,471
Property, plant and equipment, at cost:		
Land and buildings	39,224	32,746
Construction equipment	90,386	87,561
Transportation equipment	49,046	47,468
Office equipment and software	29,577	28,874
Construction in progress	7,475	5,196
Total property, plant and equipment - at cost	215,708	201,845
Accumulated depreciation	(130,977)	(116,782)
Property, plant and equipment - net	84,731	85,063
Goodwill	78,293	71,518
Other intangible assets	20,999	23,961
Deferred income taxes	3,719	3,729
Other assets	1,779	3,947
Total assets	$564,967	$561,689

See accompanying notes

Table of Contents

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

	June 30, 2016	June 30, 2015
Liabilities and stockholders’ equity		
Current liabilities:		
Accounts payable	$141,445	$125,792
Billings on uncompleted contracts in excess of costs and estimated earnings	58,327	96,704
Accrued wages and benefits	27,716	26,725
Accrued insurance	9,246	8,100
Income taxes payable	2,675	3,268
Other accrued expenses	6,621	6,498
Total current liabilities	246,030	267,087
Deferred income taxes	3,198	1,244
Borrowings under senior revolving credit facility	—	8,804
Other liabilities	173	—
Total liabilities	249,401	277,135
Commitments and contingencies		
Stockholders’ equity:		
Matrix Service Company stockholders' equity:		
Common stock—$.01 par value; 60,000,000 shares authorized; 27,888,217 shares issued as of June 30, 2016 and June 30, 2015; 26,297,145 and 26,440,823 shares outstanding as of June 30, 2016 and June 30, 2015	279	279
Additional paid-in capital	126,958	123,038
Retained earnings	223,257	194,394
Accumulated other comprehensive loss	(6,845)	(5,926)
	343,649	311,785
Less treasury stock, at cost — 1,591,072 and 1,447,394 shares as of June 30, 2016 and June 30, 2015	(26,907)	(18,489)
Total Matrix Service Company stockholders' equity	316,742	293,296
Noncontrolling interest	(1,176)	(8,742)
Total stockholders' equity	315,566	284,554
Total liabilities and stockholders’ equity	$564,967	$561,689

See accompanying notes

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

	Twelve Months Ended		
	June 30, 2016	June 30, 2015	June 30, 2014
Operating activities:			
Net income (loss)	$25,537	$(1,898)	$36,877
Adjustments to reconcile net income to net cash provided by operating activities, net of effects of acquisitions:			
Depreciation and amortization	21,441	23,480	18,518
Deferred income tax	1,871	(1,052)	(3,852)
(Gain) loss on sale of property, plant and equipment	(39)	(252)	109
Provision for uncollectible accounts	6,034	357	(159)
Stock-based compensation expense	6,317	6,302	5,688
Excess tax benefit of exercised stock options and vesting of deferred shares	(3,261)	(1,802)	(1,730)
Other	240	238	208
Changes in operating assets and liabilities increasing (decreasing) cash, net of effects from acquisitions:			
Accounts receivable	4,152	6,831	(31,395)
Costs and estimated earnings in excess of billings on uncompleted contracts	(17,930)	(13,063)	13,540
Inventories	606	272	(11)
Other assets and liabilities	7,380	11,558	351
Accounts payable	14,698	12,957	29,234
Billings on uncompleted contracts in excess of costs and estimated earnings	(38,377)	(11,736)	3,142
Accrued expenses	1,657	(7,754)	6,468
Net cash provided by operating activities	30,326	24,438	76,988
Investing activities:			
Acquisition of property, plant and equipment	(13,939)	(15,773)	(23,589)
Acquisitions, net of cash acquired (Note 2)	(13,049)	(5,551)	(51,607)
Proceeds from asset sales	422	750	553
Net cash used by investing activities	$(26,566)	$(20,574)	$(74,643)

See accompanying notes

51

Table of Contents

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

	Twelve Months Ended		
	June 30, 2016	June 30, 2015	June 30, 2014
Financing activities:			
Advances under senior revolving credit facility	$10,213	$11,165	$87,826
Repayments of advances under senior revolving credit facility	(19,017)	(13,982)	(76,205)
Repayment of acquired long-term debt	(1,858)	—	—
Payment of debt amendment fees	—	—	(657)
Open market purchase of treasury shares	(10,461)	(5,000)	—
Issuances of common stock	638	493	1,175
Excess tax benefit of exercised stock options and vesting of deferred shares	3,261	1,802	1,730
Proceeds from issuance of common stock under employee stock purchase plan	335	298	136
Repurchase of common stock for payment of statutory taxes due on equity-based compensation	(4,588)	(2,528)	(1,776)
Capital contributions from noncontrolling interest	10,892	8,546	—
Net cash provided (used) by financing activities	(10,585)	794	12,229
Effect of exchange rate changes on cash	(758)	(2,534)	(1,209)
Net increase (decrease) in cash and cash equivalents	(7,583)	2,124	13,365
Cash and cash equivalents, beginning of period	79,239	77,115	63,750
Cash and cash equivalents, end of period	$71,656	$79,239	$77,115
Supplemental disclosure of cash flow information:			
Cash paid during the period for:			
Income taxes	$9,365	$6,960	$19,160
Interest	$881	$1,281	$1,224
Non-cash investing and financing activities:			
Purchases of property, plant and equipment on account	$193	$439	$527
Assumption of debt from acquisition	$1,858	$—	$—

See accompanying notes

Table of Contents

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

	Common Stock	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income(Loss)	Non-Controlling Interest	Total
Balances, July 1, 2013	$ 279	$118,190	$141,427	$(21,961)	$ 227	$ —	$238,162
Net income	—	—	35,810	—	—	1,067	36,877
Other comprehensive loss	—	—	—	—	(409)	—	(409)
Consolidated joint venture included in acquisition (Note 2)	—	—	—	—	—	700	700
Treasury Shares sold to Employee Stock Purchase Plan (5,440 shares) (Note 12)	—	39	—	97	—	—	136
Exercise of stock options (134,450 shares)	—	(1,190)	—	2,365	—	—	1,175
Issuance of deferred shares (266,209 shares)	—	(4,680)	—	4,680	—	—	—
Treasury shares repurchased to satisfy tax withholding obligations (80,096 shares)	—	—	—	(1,776)	—	—	(1,776)
Tax effect of exercised stock options and vesting of deferred shares	—	1,730	—	—	—	—	1,730
Stock-based compensation expense	—	5,688	—	—	—	—	5,688
Balances, June 30, 2014	279	119,777	177,237	(16,595)	(182)	1,767	282,283
Capital contributions from noncontrolling interest	—	—	—	—	—	8,546	8,546
Net income (loss)	—	—	17,157	—	—	(19,055)	(1,898)
Other comprehensive loss	—	—	—	—	(5,744)	—	(5,744)
Open market purchases of treasury shares (283,772 shares)	—	—	—	(5,000)	—	—	(5,000)
Treasury Shares sold to Employee Stock Purchase Plan (13,243 shares) (Note 12)	—	134	—	164	—	—	298
Exercise of stock options (55,200 shares)	—	(275)	—	768	—	—	493
Issuance of deferred shares (326,763 shares)	—	(4,702)	—	4,702	—	—	—
Treasury shares repurchased to satisfy tax withholding obligations (105,058 shares)	—	—	—	(2,528)	—	—	(2,528)
Tax effect of exercised stock options and vesting of deferred shares	—	1,802	—	—	—	—	1,802
Stock-based compensation expense	—	6,302	—	—	—	—	6,302
Balances, June 30, 2015	279	123,038	194,394	(18,489)	(5,926)	(8,742)	284,554
Capital contributions from Non-Controlling Interest	—	—	—	—	—	10,892	10,892

Net income (loss)	—	—	28,863	—	—	(3,326)	25,537
Other comprehensive loss	—	—	—	—	(919)	—	(919)
Open market purchases of treasury shares (654,958)	—	—	—	(10,461)	—	—	(10,461)
Treasury Shares Sold to Employee Stock Purchase Plan (17,304 shares) (Note 12)	—	177	—	158	—	—	335
Exercise of stock options (68,037 shares)	—	14	—	624	—	—	638
Issuance of deferred shares (631,443 shares)	—	(5,849)	—	5,849	—	—	—
Treasury shares repurchased to satisfy tax withholding obligations (205,504 shares)	—	—	—	(4,588)	—	—	(4,588)
Tax effect of exercised stock options and vesting of deferred shares	—	3,261	—	—	—	—	3,261
Stock-based compensation expense	—	6,317	—	—	—	—	6,317
Balances, June 30, 2016	$ 279	$126,958	$223,257	$(26,907)	$ (6,845)	$ (1,176)	$315,566

See accompanying notes

53

Table of Contents

Matrix Service Company
Notes to Consolidated Financial Statements
Note 1—Summary of Significant Accounting Policies
Organization and Basis of Presentation
The consolidated financial statements include the accounts of Matrix Service Company ("Matrix" or the "Company") and its subsidiaries, all of which are wholly owned. Intercompany transactions and balances have been eliminated in consolidation.
The Company operates in the United States, Canada, South Korea and Australia. The Company's reportable segments are Electrical Infrastructure, Oil Gas & Chemical, Storage Solutions and Industrial.
Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. We believe the most significant estimates and judgments are associated with revenue recognition, the recoverability tests that must be periodically performed with respect to our goodwill and other intangible assets, valuation reserves on our accounts receivable and deferred tax assets, and the estimation of loss contingencies, including liabilities associated with litigation and with the self-insured retentions on our insurance programs. Actual results could materially differ from those estimates.
Revenue Recognition
Matrix records revenue on fixed-price contracts on a percentage-of-completion basis, primarily based on costs incurred to date compared to the total estimated contract cost. The Company records revenue on reimbursable and time and material contracts on a proportional performance basis as costs are incurred. Contracts in process are valued at cost plus accrued profits less billings on uncompleted contracts. Contracts are generally considered substantially complete when field construction is completed. The elapsed time from award of a contract to completion of performance may be in excess of one year. Matrix includes pass-through revenue and costs on cost-plus contracts, which are customer-reimbursable materials, equipment and subcontractor costs, when Matrix determines that it is responsible for the procurement and management of such cost components.
Matrix has numerous contracts that are in various stages of completion which require estimates to determine the appropriate cost and revenue recognition. The Company has a history of making reasonably dependable estimates of the extent of progress towards completion, contract revenues and contract costs, and accordingly, does not believe significant fluctuations are likely to materialize. However, current estimates may be revised as additional information becomes available. If estimates of costs to complete fixed-price contracts indicate a loss, provision is made through a contract write-down for the total loss anticipated. A number of our contracts contain various cost and performance incentives and penalties that impact the earnings we realize from our contracts, and adjustments related to these incentives and penalties are recorded in the period, on a percentage-of-completion basis, when estimable and probable.
Indirect costs, such as salaries and benefits, supplies and tools, equipment costs and insurance costs, are charged to projects based upon direct labor hours and overhead allocation rates per direct labor hour. Warranty costs are normally incurred prior to project completion and are charged to project costs as they are incurred. Warranty costs incurred subsequent to project completion were not material for the periods presented. Overhead allocation rates are established annually during the budgeting process.
Precontract Costs
Precontract costs are costs incurred in anticipation of obtaining a contract that will result in no future benefit unless the contract is obtained. The Company generally expenses precontract costs to cost of revenue as incurred, but, in certain cases their recognition may be deferred if specific criteria are met. We had no deferred precontract costs at June 30, 2016 or 2015.

Table of Contents
Matrix Service Company
Notes to Consolidated Financial Statements (continued)

Change Orders and Claims Recognition
Change orders are modifications of an original contract that effectively change the existing provisions of the contract. Change orders may include changes in specifications or designs, manner of performance, facilities, equipment, materials, sites and period of completion of the work. Matrix or our clients may initiate change orders. The client's agreement to the terms of change orders is, in many cases, reached prior to work commencing; however, sometimes circumstances require that work progress prior to obtaining client agreement. Costs related to change orders are recognized as incurred. Revenues attributable to change orders that are unapproved as to price or scope are recognized to the extent that costs have been incurred if the amounts can be reliably estimated and their realization is probable. Revenues in excess of the costs attributable to change orders that are unapproved as to price or scope are recognized only when realization is assured beyond a reasonable doubt. Change orders that are unapproved as to both price and scope are evaluated as claims.
Claims are amounts in excess of the agreed contract price that we seek to collect from customers or others for delays, errors in specifications and designs, contract terminations, change orders in dispute or unapproved as to both scope and price or other causes of anticipated additional costs incurred by us. Recognition of amounts as additional contract revenue related to claims is appropriate only if it is probable that the claims will result in additional contract revenue and if the amount can be reliably estimated. We must determine if:
- there is a legal basis for the claim;
- the additional costs were caused by circumstances that were unforeseen by the Company and are not the result of deficiencies in our performance;
- the costs are identifiable or determinable and are reasonable in view of the work performed; and
- the evidence supporting the claim is objective and verifiable.

If all of these requirements are met, revenue from a claim is recorded only to the extent that we have incurred costs relating to the claim. Unapproved change orders and claims are more fully discussed in Note 7—Contingencies.
Cash Equivalents
The Company includes as cash equivalents all investments with original maturities of three months or less which are readily convertible into cash. The Company had approximately $0.3 million of restricted cash related to a customer deposit at June 30, 2016 and $0.3 million of restricted cash at June 30, 2015. We have cash on deposit at June 30, 2016 with banks in the United States, Canada and South Korea in excess of Federal Deposit Insurance Corporation ("FDIC"), Canada Deposit Insurance Corporation ("CDIC") and Korea Deposit Insurance Corporation ("KDIC") insurance limits, respectively. We also have cash on deposit at June 30, 2016 with a bank in Australia that is not eligible for Financial Claims Scheme ("FSC") protection since those funds are in U.S. Dollars; other funds held by the Company in Australia were eligible for FSC protection and were within its protection limits.
Accounts Receivable
Accounts receivable are carried on a gross basis, less the allowance for uncollectible accounts. The Company’s customers consist primarily of major integrated oil companies, steel companies, independent refiners and marketers, power companies, petrochemical companies, pipeline companies, mining companies, contractors and engineering firms. The Company is exposed to the risk of individual customer defaults or depressed cycles in our customers’ industries. To mitigate this risk many of our contracts require payment as projects progress or advance payment in some circumstances. In addition, in most cases the Company can place liens against the property, plant or equipment constructed or terminate the contract if a material contract default occurs. Management estimates the allowance for uncollectible accounts based on existing economic conditions, the financial condition of its customers and the amount and age of past due accounts. Accounts are written off against the allowance for uncollectible accounts only after all collection attempts have been exhausted.
Retentions
Contract retentions collectible beyond one year are included in Other Assets in the Consolidated Balance Sheets. Accounts payable retentions are generally settled within one year.

Loss Contingencies

Various legal actions, claims and other contingencies arise in the normal course of our business. Contingencies are recorded in the consolidated financial statements, or are otherwise disclosed, in accordance with ASC 450-20, "Loss Contingencies". Specific reserves are provided for loss contingencies to the extent we conclude that a loss is both probable and estimable. We use a case-by-case evaluation of the underlying data and update our evaluation as further information becomes known. We believe that any amounts exceeding our recorded accruals should not materially affect our financial position, results of operations or liquidity. However, the results of litigation are inherently unpredictable and the possibility exists that the ultimate resolution of one or more of these matters could result in a material effect on our financial position, results of operations or liquidity.

Legal costs are expensed as incurred.

Inventories

Inventories consist primarily of steel plate and pipe and aluminum coil and extrusions. Cost is determined primarily using the average cost method and inventories are stated at the lower of cost or net realizable value.

Depreciation

Depreciation is computed using the straight-line method over the estimated useful lives of the depreciable assets. Depreciable lives are as follows: buildings—40 years, construction equipment—3 to 15 years, transportation equipment—3 to 5 years, and office equipment and software—3 to 10 years. Leasehold improvements are amortized over the shorter of the useful life of the asset or the lease term.

Impairment of Long-Lived Assets

The Company evaluates long-lived assets for impairment when events or changes in circumstances indicate, in management's judgment, that the carrying value of such assets used in operations may not be recoverable. The determination of whether an impairment has occurred is based on management's estimate of undiscounted future cash flows attributable to the assets as compared to the carrying value of the assets. If an impairment has occurred, the amount of the impairment recognized is determined by estimating the fair value of the assets and, to the extent the carrying value exceeds the fair value of the assets, recording a loss provision.

For assets identified to be disposed of in the future, the carrying value of the assets are compared to the estimated fair value less the cost of disposal to determine if an impairment has occurred. Until the assets are disposed of, an estimate of the fair value is redetermined when related events or circumstances change.

Goodwill

Goodwill represents the excess of the purchase price of acquisitions over the acquisition date fair value of the net identifiable tangible and intangible assets acquired. In accordance with current accounting guidance, goodwill is not amortized and is tested at least annually for impairment at the reporting unit level.

We perform our annual analysis during the fourth quarter of each fiscal year and in any other period in which indicators of impairment warrant additional analysis. Goodwill impairment reviews involve a two-step process. Goodwill is first evaluated for impairment by comparing management's estimate of the fair value of a reporting unit with its carrying value, including goodwill.

Management utilizes a discounted cash flow analysis, referred to as an income approach, to determine the estimated fair value of our reporting units. Significant judgments and assumptions including the discount rate, anticipated revenue growth rate and gross margins, estimated operating and interest expense, and capital expenditures are inherent in these fair value estimates, which are based on our operating and capital budgets and on our strategic plan. As a result, actual results may differ from the estimates utilized in our income approach. The use of alternate judgments and/or assumptions could result in a fair value that differs from our estimate and could result in the recognition of an impairment charge in the financial statements. As a result of these uncertainties, we utilize multiple scenarios and assign probabilities to each of the scenarios in the income approach.

We also consider indications obtained from market-based approaches. We compare market multiples derived from market prices of stock of companies that are engaged in a similar line of business to the corresponding measures of the

Company. We also consider the combined carrying values of our reporting units to our market capitalization.

If the carrying value of our reporting unit is higher than its fair value, there is an indication that impairment may exist and the second step must be performed to measure the amount of impairment. The amount of impairment is determined by comparing the implied fair value of the reporting unit's goodwill to the carrying value of the goodwill calculated in the same manner as if the reporting unit were being acquired in a business combination. If the implied fair value of goodwill is less than its carrying value, we would record an impairment charge for the difference.

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 years to 15 years. Intangible assets that have indefinite useful lives are not amortized but are tested at least annually for impairment. Each reporting period, 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. Intangible assets are considered impaired if the fair value of the intangible asset is less than its net book value. If quoted market prices are not available, the fair values of the intangible assets are based on present values of expected future cash flows or royalties avoided using discount rates commensurate with the risks involved.

Insurance Reserves

We maintain insurance coverage for various aspects of our operations. However, we retain exposure to potential losses through the use of deductibles, coverage limits and self-insured retentions. We establish reserves for claims using a combination of actuarially determined estimates and case-by-case evaluations of the underlying claim data and update our evaluations as further information becomes known. Judgments and assumptions 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 future gains and losses that could be material.

Stock-Based Compensation

The Company has issued stock options and nonvested deferred share awards under its long-term incentive compensation plans. The fair value of these awards is calculated at grant date. The fair value of time-based, nonvested deferred shares is the value of the Company’s common stock at the grant date. The fair value of market-based nonvested deferred shares is based on several factors, including the probability that the market condition specified in the grant will be achieved. The fair value of stock options is determined based on the Black-Scholes option pricing model. For all stock-based awards, expense is recognized over the requisite service period, net of estimated forfeitures.

Income Taxes

We use the asset and liability approach for financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually for differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances based on our judgments and estimates are established when necessary to reduce deferred tax assets to the amount expected to be realized in future operating results. Company management believes that realization of deferred tax assets in excess of the valuation allowance is more likely than not. Our estimates are based on facts and circumstances in existence as well as interpretations of existing tax regulations and laws applied to the facts and circumstances, with the help of professional tax advisors. Therefore, we estimate and provide for amounts of additional income taxes that may be assessed by the various taxing authorities.

Foreign Currency

The functional currencies of the Company’s operations in Canada, South Korea and Australia are the Canadian Dollar, South Korean Won and U.S. Dollar, respectively. For subsidiaries with operations using a foreign functional currency, assets and liabilities are translated at the year end exchange rates and the income statement accounts are translated at average exchange rates throughout the year. Translation gains and losses are reported in Accumulated Other Comprehensive Income (Loss) in the Consolidated Statements of Changes in Stockholders’ Equity and in Other

Comprehensive Income (Loss) in the Consolidated Statements of Comprehensive Income. Transaction gains and losses are reported as a component of Other income (expense) in the Consolidated Statements of Income.

Recently Issued Accounting Standards

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

On May 28, 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09. 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.” 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").

The ASU is effective for annual reporting periods beginning after December 15, 2017, with early adoption permitted on a limited basis. Upon adoption, the Company may elect one of two application methods, a full retrospective application or a modified retrospective application. We expect to adopt this standard on July 1, 2018 and are currently evaluating its expected impact on our financial statements.

Accounting Standards Update 2014-15, Presentation of Financial Statements—Going Concern (Subtopic 205-40): 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. 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.

Accounting Standards Update 2015-16, Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments

On September 25, 2015, the FASB issued ASU 2015-16 to simplify the accounting for measurement-period adjustments. The ASU was issued in response to stakeholder feedback that restatements of prior periods to reflect adjustments made to provisional amounts recognized in a business combination increase the cost and complexity of financial reporting but do not significantly improve the usefulness of the information. Under the ASU, an acquirer must recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The ASU also requires acquirers to present separately on the face of the income statement, or disclose in the notes, the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. For public business entities, the ASU is effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. We adopted this standard on July 1, 2016 with no material impact to the Company's financial statements.

Accounting Standards Update 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes
On November 20, 2015, the FASB issued ASU 2015-17, which requires entities to present deferred tax assets ("DTAs") and deferred tax liabilities ("DTLs") as noncurrent in a classified balance sheet. The ASU simplifies the current guidance, which requires entities to separately present DTAs and DTLs as current and noncurrent in a classified balance sheet based on the classification of the related asset or liability. For public business entities, the ASU will be effective for annual periods beginning after December 15, 2016, and interim periods within those years with early adoption permitted. The Company elected to retrospectively early adopt ASU 2015-17, effective for the quarter ended December 31, 2015. The quantitative effects of the change on the prior balance sheet presented, for the fiscal year ended June 30, 2015, resulted in a net reclassification of $6.6 million and $6.6 million from the "Deferred income taxes" current asset and liability financial statement line items, respectively, to the "Deferred income taxes" asset and liability financial statement line items included in the noncurrent asset and liability sections of the balance sheet.
Accounting Standards Update 2016-02, Leases (Topic 842)
On February 25, 2016, the FASB issued ASU 2016-02. The amendments in this update require, among other things, that lessees recognize the following for all leases (with the exception of short-term leases) at the commencement date: (1) a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. Lessees and lessors must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. For public business entities, the ASU is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. We are currently evaluating its expected impact on our financial statements.
Accounting Standards Update 2016-09, Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting
On March 30, 2016, the FASB issued ASU 2016-09, which simplified several aspects of accounting for stock-based compensation transactions, including the accounting for income taxes and forfeitures and statutory tax withholding requirements. The ASU is effective for the Company on July 1, 2017 and early adoption is permitted. The Company is planning to adopt the ASU in the first quarter of fiscal 2017, with no material impacts expected. The following is a description of the key provisions of the ASU and its transition requirements:
Accounting for Income Taxes: The amendments require the Company to recognize excess tax benefits or tax deficiencies in its provision for income taxes in its consolidated statements of income during the period of vesting or exercise of its nonvested deferred share awards and stock options, respectively, for which it expects to receive an income tax deduction. Currently, the Company recognizes any excess tax benefits in additional paid-in capital ("APIC") in the balance sheet and any tax deficiencies are recognized as a reduction of APIC to the extent the Company has accumulated excess tax benefits. Any tax deficiencies in excess of accumulated excess tax benefits in APIC are recognized in the provision for income taxes. The amendments also require the Company to only present excess tax benefits and tax deficiencies in the operating section of its statements of cash flows. Currently, the Company is required to present such items in both the financing section and operating section of its statements of cash flows. Amendments to the presentation of excess tax benefits and tax deficiencies in the statements of cash flows may be applied retrospectively or prospectively.
Amendments requiring the recognition of excess tax benefits and tax deficiencies in income are to be applied prospectively. The Company is required to apply the amendments for accumulated excess tax benefits on a modified retrospective basis as a cumulative-effect adjustment to retained earnings as of the date of adoption. The balance of accumulated excess tax benefits included in APIC was $9.8 million as of June 30, 2016.

59

Accounting for Forfeitures: The Company currently recognizes expense on all stock-based awards over the requisite service period, net of estimated forfeitures. The amendments in this ASU allow the Company to elect, as a company-wide accounting policy, either to continue to estimate the amount of forfeitures to exclude from compensation expense or to exclude forfeitures from compensation expense when they occur. The Company is planning to account for forfeitures when they occur when it adopts the amendments in the first quarter of fiscal 2017. The Company will apply the accounting change on a modified retrospective basis as a cumulative-effect adjustment to retained earnings as of the date of adoption. The Company does not expect the adoption of these amendments to have a material impact to its financial statements.

Statutory Tax Withholding Requirements: Currently, an entire award must be classified as a liability if the fair value of the shares withheld exceeds the Company's minimum statutory withholding obligation. Under the ASU, the Company will be allowed to withhold shares with a fair value up to the amount of tax owed using the maximum statutory tax rate in the employee's applicable jurisdictions. The Company will be allowed to determine one maximum rate for all employees in each jurisdiction, rather than a rate for each employee in the jurisdiction. Also, the ASU requires that cash outflows to reacquire shares withheld for taxes to be classified in the financing section of its statements of cash flows. Since the Company does not have any awards classified as liabilities due to statutory tax withholding requirements as of June 30, 2016, and since the Company already presents its cash outflows for reacquiring shares withheld for taxes as a financing activity in its statements of cash flows, the Company does not expect these amendments to have any impact on its financial statements when adopted during the 1st quarter of fiscal 2017.

Accounting Standards Update 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments

On June 16, 2016, the FASB issued ASU 2016-13, which changes how the Company accounts for its allowance for uncolletible accounts. The amendments in this update require a financial asset (or a group of financial assets) to be presented at the net amount expected to be collected. The income statement will reflect any increases or decreases of expected credit losses that have taken place during the period. The measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectibility of the reported amount.

Current GAAP delays the recognition of the full amount of credit losses until the loss is probable of occurring. The amendments in this update eliminate the probable initial recognition threshold and, instead, reflect the Company's current estimate of all expected credit losses. In addition, current guidance limits the information the Company may consider in measuring a credit loss to its past events and current conditions. The amendments in this update broaden the information the Company may consider in developing its expected credit loss estimate to include forecasted information.

The amendments in this update are effective for the Company on July 1, 2020 and the Company may early adopt on July 1, 2019. The Company must apply the amendments in this update through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. The Company does not expect this update to have a material impact to its estimate of the allowance for uncollectible accounts.

Note 2—Acquisitions

Purchase of Baillie Tank Equipment, Ltd.

On February 1, 2016, the Company completed the acquisition of all outstanding stock of Baillie Tank Equipment, Ltd. (“BTE”), an internationally-based company with nearly 20 years of experience in the design and manufacture of products for use on aboveground storage tanks. Founded in 1998, BTE is a provider of tank products including geodesic domes, aluminum internal floating roofs, floating suction and skimmer systems, roof drain systems, and seals. BTE is headquartered in Sydney, Australia with a manufacturing facility in Seoul, South Korea. The Company acquired BTE to expand its service offerings of certain technical solutions for aboveground storage tanks. The business is now known as Matrix Applied Technologies, and its operating results are included in the Storage Solutions segment.

The Company purchased BTE with cash on-hand for a net purchase price of $13.0 million. The Company paid $15.4 million when including the subsequent repayment of long-term debt acquired and the settlement of certain other liabilities acquired, and excluding the cash acquired and certain amounts owed to the former owners for working capital adjustments. The net 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 net purchase price allocation (in thousands):

Current assets	$5,574
Property, plant and equipment	4,347
Goodwill	6,942
Other intangible assets	720
Other assets	233
Total assets acquired	17,816
Current liabilities	1,581
Deferred income taxes	329
Long-term debt	1,858
Other liabilities	407
Net assets acquired	13,641
Cash acquired	592
Net purchase price	$13,049

The goodwill recognized from the acquisition is attributable to the synergies of combining our operations and the technical expertise of the acquired workforce. None of the goodwill recognized is deductible for income tax purposes. The fair value of the net assets acquired is preliminary pending the final valuation of those assets. As a result, goodwill is also preliminary since it has been recorded as the excess of the purchase price over the estimated fair value of the net assets acquired.

The Company incurred $1.2 million of expenses related to the acquisition for the year ended June 30, 2016, which are included within selling, general and administrative expenses in the consolidated statements of income. The acquired business contributed revenues of $5.4 million and operating income of $0.3 million for the period from February 1, 2016 to June 30, 2016. Pro forma financial information has not been provided since BTE's impact to the Company's operating results is not material.

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, headquartered in Bakersfield, California provides construction, fabrication and turnaround services to energy companies throughout California's central valley. The acquisition advanced a strategic goal of the Company to expand into the upstream energy market. The acquisition purchase price was $5.6 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 following table summarizes the purchase price allocation (in thousands):

Current assets	$1,645
Property, plant and equipment	1,001
Tax deductible goodwill	3,065
Other intangible assets	900
Total assets acquired	6,611
Current liabilities	1,060
Net assets acquired	$5,551

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 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 expanded 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 final purchase price allocation (in thousands):

Current assets	$83,575
Property, plant and equipment	11,377
Goodwill	39,295
Other intangible assets	24,009
Total assets acquired	158,256
Current liabilities	68,115
Deferred income taxes	1,179
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 $39.3 million of goodwill, of which $30.7 million is tax deductible.

The equity in the consolidated joint venture represents the acquired equity in KVPB Power Partners. KVPB Power Partners was subsequently renamed MXPB Power Partners, which we refer to as the "acquired EPC joint venture project". The acquired EPC joint venture project was formed by KNAC 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 acquired EPC joint venture project. The total acquired equity of the acquired EPC joint venture project was $2.0 million of which the Company's portion was approximately $1.3 million and the other party's non-controlling portion was approximately $0.7 million.

The Company incurred approximately $2.0 million of expenses related to the acquisition in the second quarter of fiscal 2014; therefore, such expenses are included in our results as selling, general and administrative costs for the year ended June 30, 2015.

The unaudited financial information in the table below summarizes the combined results of operations of Matrix Service Company and Matrix NAC for the for the twelve months ended June 30, 2014 and June 30, 2013, on a pro forma basis, as though the companies had been combined as of July 1, 2012. The pro forma earnings for the twelve months ended June 30, 2014 were adjusted to include incremental intangible amortization expense of $4.1 million and depreciation expense of $1.3 million. The pro forma earnings for the twelve months ended June 30, 2013 were adjusted to include incremental amortization expense of $4.1 million and depreciation expense of $1.3 million. Additionally, $0.6 million of income from a one-time KNAC tax settlement and $2.0 million of acquisition-related expenses were removed from the twelve months ended June 30, 2014. The $2.0 million of acquisition-related expenses were included in the twelve months ended June 30, 2013 as if the acquisition occurred at July 1, 2012. The pro forma financial information presented in the table below is for informational purposes only and is not indicative of the results of operations that would have been achieved if the acquisition had taken place at July 1, 2012 nor should it be taken as indicative of our future consolidated results of operations.

Table of Contents
Matrix Service Company
Notes to Consolidated Financial Statements (continued)

	Twelve Months Ended	
	June 30, 2014	June 30, 2013
	(In thousands, except per share data)	
Revenues	$1,397,706	$1,096,267
Net income attributable to Matrix Service Company	$38,786	$28,444
Basic earnings per common share	$1.48	$1.10
Diluted earnings per common share	$1.44	$1.08

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 on uncompleted contracts is reported as a current liability. Gross and net amounts on uncompleted contracts are as follows:

	June 30, 2016	June 30, 2015
	(In thousands)	
Costs and estimated earnings recognized on uncompleted contracts	$1,875,014	$1,633,780
Billings on uncompleted contracts	1,829,340	1,644,413
	$45,674	$(10,633)
Shown on balance sheet as:		
Costs and estimated earnings in excess of billings on uncompleted contracts	$104,001	$86,071
Billings on uncompleted contracts in excess of costs and estimated earnings	58,327	96,704
	$45,674	$(10,633)

Progress billings in accounts receivable at June 30, 2016 and June 30, 2015 included retentions to be collected within one year of $29.7 million and $25.2 million, respectively. Contract retentions collectible beyond one year are included in other assets in the condensed consolidated balance sheet and totaled $0.3 million at June 30, 2016 and $2.8 million at June 30, 2015. Accounts payable included retentions of $14.9 million at June 30, 2016 and $10.2 million at June 30, 2015. Accounts payable retentions are generally expected to be settled within one year.
Other
During the year ended June 30, 2015 our results of operations were materially impacted by charges resulting from a change in estimate related to an acquired EPC joint venture project in the Electrical Infrastructure segment. The charges resulted in a reduction to operating income of $53.4 million and an after-tax reduction of $18.3 million to net income attributable to Matrix Service Company for fiscal year 2015. The Company recorded additional charges on this project during the year ended June 30, 2016, which resulted in a reduction to operating income of $7.1 million and an after-tax reduction to net income attributable to Matrix Service Company of $2.5 million. The fiscal 2016 project charges are attributable to higher than expected project closeout costs. The Company reached substantial completion on the project in the fourth quarter of fiscal 2015.
Under percentage of completion accounting for fixed-priced contracts, contract revenues and earnings are recognized ratably over the contract term based on the proportion of actual costs incurred to total estimated costs. As of June 30, 2016, the Company is performing work on two previously announced significant multi-year projects that are contracted on a fixed price basis. One of the projects is expected to be complete in fiscal 2017 and the second project is expected to be complete in fiscal 2018. Based on the information currently available, the Company believes that its current estimates relating to these projects are reasonably stated. However, it is reasonably possible that changes to these contract estimates, including those related to project costs, project timelines, and change orders or claims, could occur and have a material positive or negative impact to our results of operations and financial position in subsequent

accounting periods.

Table of Contents
Matrix Service Company
Notes to Consolidated Financial Statements (continued)

Note 4—Goodwill and Other Intangible Assets
Goodwill
The changes in the carrying amount of goodwill by segment are as follows:

	Electrical Infrastructure	Oil Gas & Chemical	Storage Solutions	Industrial	Total
	(In thousands)				
Goodwill	$29,666	$8,088	$10,985	$7,097	$55,836
Cumulative impairment loss (1)	(17,653)	(3,000)	(922)	(3,425)	(25,000)
Net balance at June 30, 2013	12,013	5,088	10,063	3,672	30,836
Purchase of Kvaerner North American Construction (Note 2)	31,259	5,855	—	1,962	39,076
Translation adjustment (2)	(29)	—	(36)	(10)	(75)
Net balance at June 30, 2014	43,243	10,943	10,027	5,624	69,837
Acquisition related adjustments	175	—	—	44	219
Purchase of HDB (Note 2)	—	3,065	—	—	3,065
Translation adjustment (2)	(1,044)	—	(363)	(196)	(1,603)
Net balance at June 30, 2015	42,374	14,008	9,664	5,472	71,518
Purchase of BTE (Note 2)	—	—	6,942	—	6,942
Translation adjustment (2)	(204)	—	75	(38)	(167)
Net balance at June 30, 2016	$42,170	$14,008	$16,681	$5,434	$78,293

(1) A $25.0 million impairment charge was recorded in February 2005.
(2) The translation adjustments relate to the periodic translation of Canadian Dollar and South Korean Won denominated goodwill recorded as a part of prior acquisitions in Canada and South Korea, in which the local currency was determined to be the functional currency.

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

		At June 30, 2016		
	Useful Life	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
	(Years)	(In thousands)		
Intellectual property	9 to 15	$2,579	$ (1,246)	$ 1,333
Customer based	1.5 to 15	28,179	(9,655)	18,524
Non-compete Agreements	4 to 5	1,453	(1,102)	351
Trade names	3 to 5	1,615	(824)	791
Total other intangible assets		$33,826	$ (12,827)	$ 20,999

Table of Contents
Matrix Service Company
Notes to Consolidated Financial Statements (continued)

		At June 30, 2015		
	Useful Life	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
	(Years)	(In thousands)		
Intellectual property	6 to 15	$2,460	$ (1,086)	$ 1,374
Customer based	1.5 to 15	27,837	(7,109)	20,728
Non-compete agreements	4 to 5	1,354	(802)	552
Trade name	3 to 5	1,615	(308)	1,307
Total other intangible assets		$33,266	$ (9,305)	$ 23,961

The increase in the gross carrying amount of other intangible assets at June 30, 2016 compared to June 30, 2015 is due primarily to the February 1, 2016 acquisition of BTE (Note 2). The BTE intangible assets consist of the following amortizing assets:

- customer-based intangibles with a fair value of $0.5 million and useful life of between 4 months and 10 years;
- intellectual property intangibles with a fair value of $0.1 million and useful life of 10 years; and
- non-compete agreement intangibles with a fair value of $0.1 million and useful life of 4 years.

Amortization expense totaled $3.6 million, $5.0 million, and $2.8 million in fiscal 2016, 2015, and 2014, respectively.
We estimate that future amortization of other intangible assets will be as follows (in thousands):

For year ending:	
June 30, 2017	$3,298
June 30, 2018	2,957
June 30, 2019	2,590
June 30, 2020	2,580
June 30, 2021	2,562
Thereafter	7,012
Total estimated amortization expense	$20,999

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 senior revolving credit facility may be used for working capital, acquisitions, capital expenditures, issuance of letters of credit and other lawful corporate 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 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 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.

Table of Contents
Matrix Service Company
Notes to Consolidated Financial Statements (continued)

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.

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 date. We currently have no future plans to pay cash dividends.

The carrying value of the senior revolving credit facility approximates its fair value at each balance sheet date.

The Credit Agreement includes a Senior Leverage Ratio covenant, which provides that Consolidated Funded Indebtedness, as defined in the Credit Agreement, 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 June 30, 2016, Consolidated EBITDA, as defined in the Credit Agreement, was $71.9 million. Accordingly, at June 30, 2016, there was a restriction on our ability to access the full amount of the senior revolving credit facility. Consolidated Funded Indebtedness at June 30, 2016 was $13.1 million.

Availability under the senior revolving credit facility is as follows:

	June 30, 2016	June 30, 2015
	(In thousands)	
Senior revolving credit facility	$200,000	$200,000
Capacity constraint due to the Senior Leverage Ratio	20,138	54,968
Capacity under the senior revolving credit facility	179,862	145,032
Letters of credit issued	20,755	40,587
Borrowings outstanding	—	8,804
Availability under the senior revolving credit facility	$159,107	$95,641

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

The Company acquired $1.9 million of long-term debt in February 2016 as part of the BTE acquisition, which was subsequently repaid in March 2016.

Table of Contents
Matrix Service Company
Notes to Consolidated Financial Statements (continued)

Note 6—Income Taxes
The sources of pretax income (loss) are as follows:

	Twelve Months Ended		
	June 30, 2016	June 30, 2015	June 30, 2014
	(In thousands)		
Domestic	$33,986	$(4,001)	$60,129
Foreign	5,667	12,193	(3,318)
Total	$39,653	$8,192	$56,811

For fiscal 2016 and 2015, domestic pretax income included losses of $3.3 million and $19.1 million, respectively, related to our acquired EPC joint venture project. Fiscal 2014 domestic pretax income included income of $1.1 million related to the EPC joint venture project. The Company consolidates the acquired EPC joint venture project and reports a noncontrolling interest. Accordingly, the Company's pretax income includes the noncontrolling interest holder's share of the acquired EPC project loss for which the Company does not receive a tax benefit.
The components of the provision for income tax expense (benefit) are as follows:

	Twelve Months Ended		
	June 30, 2016	June 30, 2015	June 30, 2014
	(In thousands)		
Current:			
Federal	$9,930	$7,535	$19,870
State	2,570	1,606	3,117
Foreign	(262)	1,791	613
	12,238	10,932	23,600
Deferred:			
Federal	887	1,803	(3,951)
State	67	(362)	(51)
Foreign	924	(2,283)	336
	1,878	(842)	(3,666)
	$14,116	$10,090	$19,934

Table of Contents
Matrix Service Company
Notes to Consolidated Financial Statements (continued)

The difference between the expected income tax provision applying the domestic federal statutory tax rate and the reported income tax provision is as follows:

	Twelve Months Ended		
	June 30, 2016	June 30, 2015	June 30, 2014
	(In thousands)		
Expected provision for Federal income taxes at the statutory rate	$13,879	$2,868	$19,887
State income taxes, net of Federal benefit	1,827	1,023	2,275
Deemed foreign dividends	—	1,462	—
Charges without tax benefit	2,187	1,478	1,405
Change in valuation allowance	311	25	—
IRC S199 deduction	(999)	—	(1,546)
Foreign tax credits	—	(1,433)	—
Research and development and other tax credits	(1,928)	(1,197)	(1,793)
Foreign tax differential	(815)	(529)	(182)
Noncontrolling interest	1,164	6,669	(374)
Change in uncertain tax positions	(569)	—	—
Adjustment to tax accounts	(786)	—	—
Other	(155)	(276)	262
Provision for income taxes	$14,116	$10,090	$19,934

Table of Contents
Matrix Service Company
Notes to Consolidated Financial Statements (continued)

Significant components of the Company's deferred tax assets and liabilities are as follows:

	June 30, 2016	June 30, 2015
	(In thousands)	
Deferred tax assets:		
Warranty reserve	$195	$312
Bad debt reserve	3,188	164
Paid-time-off accrual	865	765
Insurance reserve	2,461	2,178
Legal reserve	87	382
Net operating loss benefit and credit carryforwards	8,207	7,380
Valuation allowance	(424)	(115)
Accrued compensation and pension	1,268	1,059
Stock compensation expense on nonvested deferred shares	3,472	3,080
Accrued losses	274	970
Foreign currency translation and other	1,041	897
Total deferred tax assets	20,634	17,072
Deferred tax liabilities:		
Tax over book depreciation	11,504	9,987
Tax over book amortization	2,588	1,658
Branch future liability	2,889	2,193
Prepaid insurance	396	160
Receivable holdbacks and other	2,736	589
Total deferred tax liabilities	20,113	14,587
Net deferred tax asset	$521	$2,485

As reported in the consolidated balance sheets:

	June 30, 2016	June 30, 2015
	(In thousands)	
Deferred income tax assets	3,719	3,729
Deferred income tax liabilities	(3,198)	(1,244)
Net deferred tax asset	$521	$2,485

The Company has state net operating loss carryforwards, state tax credit carryforwards, federal foreign tax credit carryforwards, foreign net operating loss carryforwards and foreign tax credit carryforwards. The valuation allowance at June 30, 2016 and June 30, 2015 reduces the recognized tax benefit of these carryforwards to an amount that is more likely than not to be realized. These carryforwards will generally expire as shown below:

Tax Credit Carryforwards	Expiration Period	Amount (in thousands)
State tax credits	No expiration	$ 357
Federal foreign tax credits	June 2017 to June 2025	$ 3,076
Foreign tax credits/incentives	June 2034	$ 42

Table of Contents
Matrix Service Company
Notes to Consolidated Financial Statements (continued)

Operating Loss Carryforwards	Expiration Period	Amount (in thousands)
State net operating losses	June 2025 to June 2032	$ 18,083
Foreign net operating losses	June 2028 to June 2035	$ 11,724

In general, it is the practice and intention of the Company to reinvest the earnings of its foreign subsidiaries in its foreign operations. Such amounts become subject to United States taxation upon the remittance of dividends and under certain other circumstances. As of June 30, 2016, unremitted earnings of foreign subsidiaries, which have been or are intended to be permanently invested, aggregated to approximately $14.0 million. We anticipate that any deferred tax liability related to the investment in these foreign subsidiaries could be offset by foreign tax credits.
The Company files tax returns in multiple domestic and foreign taxing jurisdictions. With a few exceptions, the Company is no longer subject to examination by taxing authorities through fiscal 2011. At June 30, 2016, the Company updated its evaluation of its open tax years in all known jurisdictions. Based on this evaluation, the Company did not identify any material uncertain tax positions. We have recorded a $0.6 million liability as of June 30, 2016 for unrecognized tax positions and the payment of related interest and penalties. We treat the related interest and penalties as income tax expense. Due to the uncertainties related to these tax matters, we are unable to make a reasonably reliable estimate as to when cash settlement with a taxing authority will occur.

Note 7—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.

Unapproved Change Orders and Claims

As of June 30, 2016 and June 30, 2015, costs and estimated earnings in excess of billings on uncompleted contracts included revenues for unapproved change orders and claims of $10.3 million and $12.7 million, respectively. Generally, collection of amounts related to unapproved change orders and claims is expected within twelve months. However, customers may not pay these amounts until final resolution of related claims, and accordingly, 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—Operating Leases

The Company is the lessee under operating leases covering real estate and office equipment under non-cancelable operating lease agreements that expire at various times. Future minimum lease payments under non-cancelable operating leases that were in effect at June 30, 2016 total $33.7 million and are payable as follows: fiscal 2017—$6.2 million; fiscal 2018—$5.1 million; fiscal 2019—$4.7 million; fiscal 2020—$3.7 million; fiscal 2021—$3.3 million and thereafter—$10.8 million. Operating lease expense was $6.6 million, $6.7 million and $5.3 million for the twelve months ended June 30, 2016, June 30, 2015 and June 30, 2014, respectively.

Note 9—Stockholders' Equity

Preferred Stock

The Company has 5.0 million shares of preferred stock authorized, none of which was issued or outstanding at June 30, 2016 or June 30, 2015.

Treasury Shares

On November 4, 2014 the Board of Directors approved a stock buyback program that replaced 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, on a calendar year basis, of common stock if sufficient liquidity exists and management believes the shares purchased would be accretive to the Company's stockholders. The cumulative number of shares repurchased cannot exceed 2,653,399, which represents 10% of the shares outstanding on the date the new repurchase program was approved. The Company purchased 654,958 and 283,772 shares for $10.5 million and $5.0 million under the stock buyback program during the fiscal years ended June 30, 2016 and 2015, respectively.

In addition to the stock buyback program, the Company may repurchase shares of common stock to satisfy the tax withholding obligations upon vesting of an employee's deferred shares. Matrix repurchased 205,504 and 105,058 shares of common stock during fiscal 2016 and fiscal 2015, respectively, to satisfy these obligations. These shares were returned to the Company's pool of treasury shares. The Company has 1,591,072 treasury shares as of June 30, 2016 and intends to utilize these treasury shares solely in connection with equity awards under the Company's stock incentive plans.

Note 10—Stock-Based Compensation

Total stock-based compensation expense for the years ended June 30, 2016, June 30, 2015, and June 30, 2014 was $6.3 million, $6.3 million and $5.7 million, respectively. Measured but unrecognized stock-based compensation expense at June 30, 2016 was $9.3 million, all of which related to nonvested deferred shares which are expected to be recognized as expense over a weighted average period of 1.7 years. The recognized tax benefit related to the stock-based compensation expense for the years ended June 30, 2016, June 30, 2015 and June 30, 2014 totaled $3.2 million, $2.5 million and $2.8 million, respectively.

Plan Information

Matrix Service Company's 2012 Stock and Incentive Compensation Plan ("2012 Plan") provides stock-based and cash-based incentives for officers, other key employees and directors. Stock options, restricted stock, restricted stock units, stock appreciation rights, performance shares and cash-based awards can be issued under this plan. Upon approval of the 2012 Plan by the Company's stockholders, the 2004 Stock Incentive Plan ("2004 Plan") was frozen with the exception of normal vesting, forfeiture and other activity associated with awards previously granted under the 2004 Plan. Awards totaling 2,300,000 shares have been authorized under the 2012 Plan. At June 30, 2016 there were 1,249,780 shares available for grant under the 2012 Plan.

Stock Options

Stock options are granted at the market value of the Company's common stock on the grant date and expire after 10 years. The Company's policy is to issue shares upon the exercise of stock options from its treasury shares, if available. The Company did not award any new stock options in fiscal years 2014, 2015, or 2016.

71

Table of Contents
Matrix Service Company
Notes to Consolidated Financial Statements (continued)

Stock option activity and related information for the year ended June 30, 2016 is as follows:

	Number of Options	Weighted-Average Remaining Contractual Life (Years)	Weighted-Average Exercise Price	Aggregate Intrinsic Value (In thousands)
Outstanding at June 30, 2015	190,100	5.7	$ 9.90	$ 1,593
Granted	—		—	
Exercised	(68,037)		9.38	$ 728
Cancelled	—		—	
Outstanding at June 30, 2016	122,063	5.3	10.19	$ 769
Vested at June 30, 2016	122,063	5.3	10.19	$ 769
Exercisable at June 30, 2016	122,063	5.3	$ 10.19	$ 769

The total intrinsic value of stock options exercised during fiscal 2016, 2015, and 2014 was $0.7 million, $0.7 million and $2.4 million, respectively.

Nonvested Deferred Shares

The Company has issued nonvested deferred shares under the following types of arrangements:

- Time-based awards—Employee awards generally vest in four or five equal annual installments beginning one year after the grant date. Director awards cliff vest on the earlier of three years or upon retirement from the Board.
- Market-based awards—These awards are in the form of performance units which vest 3 years after the grant date only if the Company’s common stock achieves certain levels of total shareholder return when compared to the total shareholder return of a peer group of companies as selected by the Compensation Committee of the Board of Directors. The payout is pro-rated and can range from zero to 200% of the original award depending on the Company's relative total shareholder return during the performance period. These awards are settled entirely in stock. As of June 30, 2016, there are approximately 125,000, 81,000, and 128,000 performance units that are scheduled to vest in fiscal 2017, fiscal 2018, and fiscal 2019, respectively.

All awards vest upon the death or disability of the participant or upon a change of control of the Company.

The grant date fair value of the time-based awards is determined by the market value of the Company's common stock on the grant date. The grant date fair value of the market-based awards is calculated using a Monte Carlo model. For the fiscal 2016 grant, the model estimated the fair value of the award based on approximately 100,000 simulations of the future prices of the Company's common stock compared to the future prices of the common stock of its peer companies based on historical volatilities. The model also took into account the expected dividends of the peer companies over the performance period.

Table of Contents
Matrix Service Company
Notes to Consolidated Financial Statements (continued)

Nonvested deferred share activity for the twelve months ended June 30, 2016 is as follows:

	Shares	Weighted Average Grant Date Fair Value per Share
Nonvested shares at June 30, 2015	990,268	$ 17.49
Shares granted	370,490	$ 20.77
Performance shares awarded in excess of target	157,022	$ 11.32
Shares vested and released	(631,443)	$ 12.39
Shares cancelled	(94,342)	$ 20.65
Nonvested shares at June 30, 2016	791,995	$ 21.45

There were 242,649 and 381,038 deferred shares granted in fiscal 2015 and 2014 with average grant date fair values of $29.31 and $18.01, respectively. There were 631,443, 326,763 and 266,029 deferred shares that vested and were released in fiscal 2016, 2015 and 2014 with weighted average fair values of $22.34, $23.93 and $22.38 per share, respectively.

Note 11—Earnings per Common Share

Basic earnings per share ("EPS") is calculated based on the weighted average shares outstanding during the period. Diluted earnings per share includes the dilutive effect of employee and director stock options and nonvested deferred shares. Stock options are considered dilutive whenever the exercise price is less than the average market price of the stock during the period and antidilutive whenever the exercise price exceeds the average market price of the common stock during the period. Nonvested deferred shares are considered dilutive (antidilutive) whenever the average market value of the shares during the period exceeds (is less than) the sum of the related average unamortized compensation expense during the period plus the related hypothetical estimated excess tax benefit that will be realized when the shares vest. Stock options and nonvested deferred shares are considered antidilutive in the event we report a net loss.
The computation of basic and diluted EPS is as follows:

	Years Ended		
	June 30, 2016	June 30, 2015	June 30, 2014
	(In thousands, except per share data)		
Basic EPS:			
Net income attributable to Matrix Service Company	$ 28,863	$ 17,157	$ 35,810
Weighted average shares outstanding	26,597	26,603	26,288
Basic EPS	$ 1.09	$ 0.64	$ 1.36
Diluted EPS:			
Weighted average shares outstanding—basic	26,597	26,603	26,288
Dilutive stock options	68	110	180
Dilutive nonvested deferred shares	435	464	508
Diluted weighted average shares	27,100	27,177	26,976
Diluted EPS	$ 1.07	$ 0.63	$ 1.33

Table of Contents
Matrix Service Company
Notes to Consolidated Financial Statements (continued)

The following securities are considered antidilutive and have been excluded from the calculation of diluted earnings per share:

	Twelve Months Ended		
	June 30, 2016	June 30, 2015	June 30, 2014
	(In thousands)		
Nonvested deferred shares	56	148	—
Total antidilutive securities	56	148	—

Note 12—Employee Benefit Plans

Defined Contribution Plans

The Company sponsors defined contribution savings plans for all eligible employees meeting length of service requirements. Under the primary plan, participants may contribute an amount up to 25% of pretax annual compensation subject to certain limitations. The Company matches 100% of the first 3% of employee contributions and 50% of the next 2% of employee contributions. The Company matching contributions vest immediately.

The Company's matching contributions were $5.0 million, $4.9 million, and $4.1 million for the years ended June 30, 2016, 2015 and 2014, respectively.

Multiemployer Pension Plans

The Company contributes to various union sponsored multiemployer benefit plans in the U.S. and Canada. Benefits under these plans are generally based on compensation levels and years of service.

For the Company, the financial risks of participating in multiemployer plans are different from single-employer plans in the following respects:

- Assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers.
- If a participating employer discontinues contributions to a plan, the unfunded obligations of the plan may be borne by the remaining participating employers.
- If a participating employer chooses to stop participating in a plan, a withdrawal liability may be created based on the unfunded vested benefits for all employees in the plan.

Under federal legislation regarding multiemployer pension plans, in the event of a withdrawal from a plan or plan termination, companies are required to continue funding their proportionate share of such plan's unfunded vested benefits. We are a participant in multiple union sponsored multiemployer plans, and, as a plan participant, our potential obligation could be significant. The amount of the potential obligation is not currently ascertainable because the information required to determine such amount is not identifiable or readily available.

Our participation in significant plans for the fiscal year ended June 30, 2016 is outlined in the table below. The "EIN/Pension Plan Number" column provides the Employer Identification Number ("EIN") and the three digit plan number. The zone status is based on the latest information that the Company received from the plan and is certified by the plan's actuary. Plans in the red zone are generally less than 65 percent funded, plans in the yellow zone are generally less than 80 percent funded, and plans in the green zone are generally at least 80 percent funded. The "FIP/RP Status Pending/Implemented" column indicates plans for which a financial improvement plan ("FIP") or a rehabilitation plan ("RP") is either pending or has been implemented. The "Surcharge Imposed" column includes plans in a red zone status that require a payment of a surcharge in excess of regular contributions. The last column lists the expiration date of the collective-bargaining agreement to which the plan is subject.

Table of Contents

Matrix Service Company
Notes to Consolidated Financial Statements (continued)

Pension Fund	EIN/Pension Plan Number	Pension Protection Act Zone Status		FIP/RP Status Pending or Implemented	Company Contributions Fiscal Year			Surcharge Imposed	Expiratio Date of Collectiv Bargainin Agreeme
		2016	2015		2016	2015	2014		
					(In thousands)				
Joint Pension Fund Local Union 164 IBEW	22-6031199/001	Yellow	Yellow	Yes	$2,635	$3,026	$2,955	No	5/31/201
Boilermaker-Blacksmith National Pension Trust	48-6168020/001	Yellow	Yellow	Yes	7,658	8,330	3,271	No	Describe below (1
Joint Pension Fund of Local Union No 102	22-1615726/001	Green	Green	N/A	3,063	2,395	2,381	No	6/1/2018
IBEW Local 456 Pension Plan	22-6238995/001	Green	Yellow	N/A	1,168	788	940	No	5/31/201
Local 351 IBEW Pension Plan	22-3417366/001	Described below (2)	Described below (2)	Described below (2)	5,018	2,608	2,218	Described below (2)	9/27/201
Steamfitters Local Union No 420 Pension Plan	23-2004424/001	Red	Red	Yes	1,265	937	1,677	Yes	4/30/201
IBEW Local Union 98 Pension Plan	23-1990722/001	Yellow	Yellow	Yes	1,653	2,768	1,380	No	4/29/201
Indiana Laborers Pension Fund	35-6027150/001	Yellow	Red	Yes	2,320	2,519	1,268	No	5/31/201
Iron Workers Mid-America Pension Plan	36-6488227/001	Green	Green	N/A	2,248	2,605	1,156	No	5/31/201
Plumbers & Pipefitters Local Union 74 Pension Fund	51-6015925/001	Yellow	Yellow	Yes	552	4,473	535	No	6/15/201
Pipe Fitters Retirement Fund, Local 597	62-6105084/001	Green	Green	N/A	2,377	2,259	949	No	5/31/201
		Contributions to other multiemployer plans			16,054	22,282	11,639		
		Total contributions made			$46,011	$54,990	$30,369		

(1) Our employees are members of several Boilermaker unions that participate in the Boilermaker-Blacksmith National Pension Trust. The most significant of these unions are Boilermakers Local 374 and Boilermakers Local 169, which have collective bargaining agreements that expire on December 31, 2016 and December 31, 2020, respectively.

(2) For the Local 351 IBEW Pension Plan, the Company has not received a funding notification that covers the Company's fiscal years 2015 or 2016 during the preparation of this Form 10-K. Under Federal pension law, if a multiemployer pension plan is determined to be in critical or endangered status, the plan must provide notice of this status to participants, beneficiaries, the bargaining parties, the Pension Benefit Guaranty Corporation, and the Department of Labor. The Company also observed that the Local 351 IBEW Pension Plan has not submitted any Critical or Endangered Status Notices to the Department of Labor for either calendar years 2015 or 2016 (which can be accessed at http://www.dol.gov/ebsa/criticalstatusnotices.html).

Employee Stock Purchase Plan

The Matrix Service Company 2011 Employee Stock Purchase Plan ("ESPP") was effective January 1, 2011. The ESPP allows employees to purchase shares through payroll deductions and members of the Board of Directors to purchase shares from amounts withheld from their cash retainers. Share purchases are limited to an aggregate market value of no greater than $60,000 per calendar year per participant and are purchased at market value with no discount to the participant. Contributions are with after tax earnings and are accumulated in non-interest bearing accounts for quarterly purchases of company stock. Upon the purchase of shares, the participants receive all stockholder rights including dividend and voting rights, and are permitted to sell their shares at any time. The Company has made 1,000,000 shares available under the ESPP. The ESPP can be terminated at the discretion of the Board of Directors or on January 2, 2021. Shares are issued from Treasury Stock under the ESPP. There were 17,304 shares issued in fiscal 2016, 13,243 shares in fiscal 2015, and 5,440 shares in fiscal 2014.

Note 13—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 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. The Storage Solutions segment also includes balance of plant work in storage terminals and tank farms. 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. Finally, we offer AST products, including geodesic domes, aluminum internal floating roofs, floating suction and skimmer systems, roof drain systems and floating roof seals.

The Industrial segment includes construction and maintenance work in the iron and steel and mining and minerals industries. Our work in the mining and minerals industry is primarily for customers engaged in the extraction of copper. We also perform work in bulk material handling and fertilizer production facilities, thermal vacuum chambers, and 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. 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 and goodwill.

Table of Contents
Matrix Service Company
Notes to Consolidated Financial Statements (continued)

Results of Operations
(In thousands)

	Electrical Infrastructure	Oil Gas & Chemical	Storage Solutions	Industrial	Unallocated Corporate	Total
Twelve months ended June 30, 2016						
Gross revenues	$ 349,011	$252,973	$564,738	$149,744	$ —	$1,316,466
Less: inter-segment revenues	—	3,178	1,226	145	—	4,549
Consolidated revenues	349,011	249,795	563,512	149,599	—	1,311,917
Gross profit	29,301	18,553	67,843	10,294	—	125,991
Operating income (loss)	11,144	(3,503)	33,449	(208)	—	40,882
Segment assets	135,298	91,350	201,875	67,569	68,875	564,967
Capital expenditures	1,611	1,481	3,882	104	6,861	13,939
Depreciation and amortization expense	5,008	4,811	8,124	3,498	—	21,441
Twelve months ended June 30, 2015						
Gross revenues	$ 257,930	$310,826	$504,155	$281,319	$ —	$1,354,230
Less: inter-segment revenues	—	5,466	1,032	4,597	—	11,095
Consolidated revenues	257,930	305,360	503,123	276,722	—	1,343,135
Gross profit (loss)	(31,444)	25,394	58,085	35,335	—	87,370
Operating income (loss)	(44,293)	7,064	29,069	16,962	—	8,802
Segment assets	129,725	108,960	172,857	102,761	47,386	561,689
Capital expenditures	579	3,858	2,396	1,139	7,801	15,773
Depreciation and amortization expense	4,915	4,772	7,298	6,495	—	23,480
Twelve months ended June 30, 2014						
Gross revenues	$ 205,570	$240,131	$611,826	$206,933	$ —	$1,264,460
Less: inter-segment revenues	—	441	930	—	—	1,371
Consolidated revenues	205,570	239,690	610,896	206,933	—	1,263,089
Gross profit	20,629	26,912	68,448	20,484	—	136,473
Operating income	7,703	9,939	34,310	6,655	—	58,607
Segment assets	120,264	72,406	200,493	105,049	70,720	568,932
Capital expenditures	9,055	5,421	2,519	1,157	5,437	23,589
Depreciation and amortization expense	3,292	3,768	7,707	3,751	—	18,518

Table of Contents
Matrix Service Company
Notes to Consolidated Financial Statements (continued)

Geographical information is as follows:

	Revenues		
	Twelve Months Ended		
	June 30, 2016	June 30, 2015	June 30, 2014
	(In thousands)		
United States	$1,127,893	$1,205,713	$1,149,262
Canada	178,603	137,422	113,827
Other international	5,421	—	—
	$1,311,917	$1,343,135	$1,263,089

	Long-Lived Assets		
	June 30, 2016	June 30, 2015	June 30, 2014
	(In thousands)		
United States	$158,970	$166,132	$164,894
Canada	19,915	22,086	28,490
Other international	10,636	—	—
	$189,521	$188,218	$193,384

Information about Significant Customers

In fiscal 2016, one customer accounted for 14.8% of our consolidated revenue and 38.9% and 10.2% of our Electrical Infrastructure and Storage Solutions revenue, respectively. Another customer accounted for 10.6% of our consolidated revenue and 24.7% of our Storage Solutions revenue. Three other customers accounted for 16.6%, 14.4%, and 12.7% of our Electrical Infrastructure revenue, and another customer accounted for 19.3% of our Storage Solutions revenue. An additional two customers accounted for 20.2% and 11.2% of our Oil Gas & Chemical revenue, respectively. Three other customers accounted for 36.9%, 20.1% and 14.0% of our Industrial revenue, respectively.

In fiscal 2015, one customer accounted for 12.3% of our consolidated revenue and 33.0% of our Storage Solutions revenue. Another customer accounted for 10.9% of our Storage Solutions revenue. Five other customers accounted for 25.1%, 16.3%, 14.7%, 12.7% and 12.7% of our Electrical Infrastructure revenue, respectively. An additional two customers accounted for 17.7% and 12.3% of our Oil Gas & Chemical revenue, respectively. Three other customers accounted for 34.0%, 27.6%, and 19.0% of our Industrial revenue, respectively.

In fiscal 2014, two customers accounted for 17.3% and 12.7% of our consolidated revenue and 35.8% and 26.3% of our Storage Solutions revenue, respectively. Four other customers accounted for 20.8%, 17.5%, 17.0%, and 10.8% of our Electrical Infrastructure revenue, respectively. An additional three customers accounted for 18.3%, 14.0%, and 10.2% of our Oil Gas & Chemical revenue, respectively. Five more customers accounted for 23.3%, 15.1%, 13.0%, 12.7%, and 11.3% of our Industrial revenue, respectively.

Table of Contents

Matrix Service Company
Quarterly Financial Data (Unaudited)
Fiscal Years Ended June 30, 2016 and June 30, 2015

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(In thousands, except per share amounts)			
Fiscal Year 2016				
Revenues	$319,331	$323,529	$309,422	$359,635
Gross profit	34,584	30,005	27,303	34,099
Operating income	15,101	4,935	6,347	14,499
Net income attributable to Matrix Service Company	9,941	5,431	4,357	9,134
Earnings per common share:				
Basic	0.38	0.20	0.16	0.35
Diluted	0.37	0.20	0.16	0.34
Fiscal Year 2015				
Revenues	$321,683	$342,880	$314,155	$364,417
Gross profit	28,379	15,955	2,632	40,404
Operating income (loss)	8,547	(3,671)	(14,448)	18,374
Net income (loss) attributable to Matrix Service Company	5,914	3,286	(2,959)	10,916
Earnings (loss) per common share:				
Basic	0.22	0.12	(0.11)	0.41
Diluted	0.22	0.12	(0.11)	0.40

The sum of earnings per share for the four quarters may not equal the total earnings per share for the year due to changes in the average number of common shares outstanding and rounding.

Table of Contents

Matrix Service Company
Schedule II—Valuation and Qualifying Accounts
June 30, 2016, June 30, 2015, and June 30, 2014
(In thousands)

COL. A	COL. B	COL. C ADDITIONS			COL. D		COL. E
	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts—Describe		Deductions—Describe		Balance at End of Period
Fiscal Year 2016							
Deducted from asset accounts:							
Allowance for doubtful accounts	$ 561	$ 6,065	$ 1,808	(A)	$ (31)	(B)	$ 8,403
Valuation reserve for deferred tax assets	115	311	—		(2)		424
Total	$ 676	$ 6,376	$ 1,808		$ (33)		$ 8,827
Fiscal Year 2015							
Deducted from asset accounts:							
Allowance for doubtful accounts	$ 204	$ 422	$ —		$ (65)	(B)	$ 561
Valuation reserve for deferred tax assets	90	25	—		—		115
Total	$ 294	$ 447	$ —		$ (65)		$ 676
Fiscal Year 2014							
Deducted from asset accounts:							
Allowance for doubtful accounts	$ 795	$ 121	$ —		$ (712)	(B)	$ 204
Valuation reserve for deferred tax assets	90	—	—		—		90
Total	$ 885	$ 121	$ —		$ (712)		$ 294

(A) Relates to a reclassification of reserves that were initially recorded in billings on uncompleted contracts in excess of costs and estimated earnings.
(B) Receivables written off against allowance for doubtful accounts.

Table of Contents

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

Item 9A. Controls and Procedures

Evaluation of Disclosure 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 June 30, 2016. 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 June 30, 2016.

Management’s Report on Internal Control over Financial Reporting

See “Management’s Report on Internal Control over Financial Reporting” set forth in Item 8, Financial Statements and Supplementary Data of this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting

There have been no changes during the fourth fiscal quarter that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None

Table of Contents

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item with respect to the Company's directors and corporate governance is incorporated herein by reference to the sections entitled "Proposal Number 1: Election of Directors" and "Corporate Governance and Board Matters" in the Company's definitive Proxy Statement for the 2016 Annual Meeting of Stockholders ("Proxy Statement"). The information required by this item with respect to the Company's executive officers is incorporated herein by reference to the section entitled "Executive Officer Information" in the Proxy Statement. The information required by this item with respect to the Section 16 ownership reports is incorporated herein by reference to the section entitled "Section 16(a) Beneficial Ownership Reporting Compliance" in the Proxy Statement.

The Company has adopted a Code of Business Conduct and Ethics applicable to all directors, officers and employees, including the principal executive officer, principal financial officer and principal accounting officer of the Company. In addition, we have adopted Corporate Governance Guidelines for the Board of Directors and Charters for the Audit, Compensation and Nominating and Corporate Governance Committees of the Board of Directors. The current version of these corporate governance documents is publicly available in the "Investors" section of the Company's website at matrixservicecompany.com under "Corporate Governance." If we make any substantive amendments to the Code of Business Conduct and Ethics, or grant any waivers, including implicit waivers, from the Code of Business Conduct and Ethics applicable to the principal executive officer, principal financial officer or principal accounting officer, or any person performing similar functions, we will disclose such amendment or waiver on our website or in a report on Form 8-K.

Item 11. Executive Compensation

The information required by this item is incorporated herein by reference to the sections entitled "Director Compensation" and "Executive Officer Compensation" in the Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is incorporated herein by reference to the sections entitled "Securities Authorized for Issuance Under Executive Compensation Plans" and "Security Ownership of Certain Beneficial Owners and Management" in the Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated herein by reference to the section entitled "Corporate Governance and Board Matters" and "Certain Relationships and Related Transactions" in the Proxy Statement.

Item 14. Principal Accountant Fees and Services

The information required by this item is incorporated herein by reference to the sections entitled "Fees of Independent Registered Public Accounting Firm" and "Audit Committee Pre-Approval Policy" in the Proxy Statement.

Table of Contents

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) (1) Financial Statements of the Company

The following financial statements and supplementary data are filed as a part of this report under "Item 8—Financial Statements and Supplementary Data" in this Annual Report on Form 10-K:

Financial Statements of the Company

(2) Financial Statement Schedules

The financial statement schedule is filed as a part of this report under Schedule II—Valuation and Qualifying Accounts for the three fiscal years ended June 30, 2016, June 30, 2015 and June 30, 2014, immediately following Quarterly Financial Data (Unaudited). All other schedules are omitted because they are not applicable or the required information is shown in the financial statements, or notes thereto, included herein.

Table of Contents

(3) The following documents are included as exhibits to this Annual Report on Form 10-K:

2.0	Sales and Purchase Agreement dated December 8, 2013 between Matrix North America Construction, Inc. and Matrix Canadian Holdings, Inc., as Buyers, Matrix Service Company as a Buyer Party, Kvaerner North American Construction Inc. and Kvaerner AS, as Sellers and Kvaerner ASA, as Seller's Guarantor (Exhibit 2.1 to the Company's Current Report on Form 8-K (File No. 1-15461) filed December 27, 2013, is hereby incorporated by reference).
3.1	Amended and Restated Certificate of Incorporation (Exhibit 4.1 to the Company’s Registration Statement on Form S-3 (File No. 333-156814) filed January 21, 2009, is hereby incorporated by reference).
3.2	Certification of Designations, Preferences and Rights of Series B Junior Preferred Stock dated November 12, 1999 (Exhibit 3.2 to the Company’s Registration Statement on Form S-3 (File No. 333-117077) filed July 1, 2004, is hereby incorporated by reference).
3.3	Certificate of Increase of Authorized Number of Shares of Series B Junior Participating Preferred Stock pursuant to Section 151 of the General Corporation Law of the State of Delaware dated July 11, 2005 (Exhibit 3.5 to the Company’s Annual Report on Form 10-K (File No. 1-15461) filed August 17, 2005, is hereby incorporated by reference).
3.4	Certificate of Increase of Authorized Number of Shares of Series B Junior Participating Preferred Stock pursuant to Section 151 of the General Corporation Law of the State of Delaware dated October 23, 2006 (Exhibit 3.7 to the Company’s Annual Report on Form 10-K (File No. 1-15461) filed August 14, 2007, is hereby incorporated by reference).
3.5	Amended and Restated Bylaws, effective February 2, 2016 (Exhibit 3 to the Company’s Current Report on Form 8-K (File No. 1-15461) filed February 5, 2016, is hereby incorporated by reference).
4	Specimen Common Stock Certificate (Exhibit 4.1 to the Company’s Registration Statement on Form S-1 (File No. 33-36081) filed July 26, 1990, is hereby incorporated by reference).
+10.1	Matrix Service Company 2004 Stock Incentive Plan (Appendix B to the Company’s Proxy Statement filed September 15, 2006 (File No. 1-15461), is hereby incorporated by reference).
+10.2	Amendment 1 to Matrix Service Company 2004 Stock Incentive Plan (Exhibit 10 to Amended Schedule 14A filed October 4, 2006 (File No. 1-15461), is hereby incorporated by reference).
+10.3	Amendment 2 to Matrix Service Company 2004 Stock Incentive Plan (Exhibit 10.6 to the Company’s Annual Report on Form 10-K (File No. 1-15461) filed August 5, 2008, is hereby incorporated by reference).
+10.4	Amendment 3 to Matrix Service Company 2004 Stock Incentive Plan (Exhibit A to the Company’s Proxy Statement filed September 11, 2009 (File No. 1-15461), is hereby incorporated by reference).
+10.5	Form of Restricted Stock Unit Award Agreement for non-employee directors (2004 Stock Incentive Plan) (Exhibit 10.8 to the Company’s Annual Report on Form 10-K (File No. 1-15461) filed September 28, 2010 (the “2010 10-K”), is hereby incorporated by reference).
+10.6	Form of Restricted Stock Unit Award Agreement for employees (2004 Stock Incentive Plan - time-based) (Exhibit 10.11 to the Company's Annual Report on Form 10-K (File No. 1-15461) filed September 6, 2012 (the

"2012 10-K"), is hereby incorporated by reference).

+10.7	Form of Restricted Stock Unit Award Agreement for executive management (2004 Stock Incentive Plan – performance based) (Exhibit 10.10 to the 2010 10-K is hereby incorporated by reference).
+10.8	Matrix Service Company 2012 Stock and Incentive Compensation Plan (Attachment A to the Company's Proxy Statement (File No. 1-15461) filed October 10, 2012, is hereby incorporated by reference).
+ 10.9	Amendment Number 1 to the Matrix Service Company 2012 Stock and Incentive Compensation Plan (Exhibit A to the Company's Proxy Statement (File No. 1-15461) filed October 10, 2014, is hereby incorporated by reference).

+10.10	Long-Term Incentive Award Agreement (2012 Stock and Incentive Compensation Plan) (Exhibit 10 to the Company's Quarterly Report on Form 10-Q (File No. 1-15461) filed February 7, 2013, is hereby incorporated by reference).
+10.11	Form of Severance Agreement (Exhibit 10.6 to the Company's Current Report on Form 8-K (File No. 1-15461) filed October 27, 2006, is hereby incorporated by reference).
+10.12	Form of Amendment to Severance Agreement, (Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. 1-15461) filed January 8, 2009, is hereby incorporated by reference).
+10.13	Amended and Restated Deferred Compensation Plan for Members of the Board of Directors (Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 1-15461) filed January 8, 2009, is hereby incorporated by reference).
+10.14	Amendment 1 to Amended and Restated Deferred Compensation Plan for Members of the Board of Directors (Exhibit 10 to the Company's Quarterly Report on Form 10-Q (File No. 1-15461) filed November 9, 2012, is hereby incorporated by reference).
10.15	Third Amended and Restated Credit Agreement dated as of November 7, 2011, among the Company, as Borrower, JPMorgan Chase Bank, N.A., as Administrative Agent, Swingline Lender and Issuing Bank, J.P. Morgan Securities LLC, as Sole Bookrunner and Sole Lead Arranger and the Lenders party thereto (Exhibit 10 to the Company's Quarterly Report on Form 10-Q (File No. 1-15461) filed November 8, 2011, is hereby incorporated by reference).
10.16	First Amendment effective as of March 13, 2014 to the Third Amended and Restated Credit Agreement (Exhibit 10 to the Company's Current Report on Form 8-K (File No. 1-5461) filed March 19, 2014, is hereby incorporated by reference).
10.17	Second Amendment effective as of May 3, 2016 to the Third Amended and Restated Credit Agreement (Exhibit 10 to the Company's Current Report on Form 8-K (File No. 1-5461) filed May 5, 2016, is hereby incorporated by reference.
+10.18	Form of Indemnification Agreement (Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 1-15461) filed June 9, 2015, is hereby incorporated by reference).
*21	Subsidiaries.
*23	Consent of Independent Registered Public Accounting Firm—Deloitte & Touche LLP.
*31.1	Certification Pursuant to Section 302 of Sarbanes-Oxley Act of 2002—CEO.
*31.2	Certification Pursuant to Section 302 of Sarbanes-Oxley Act of 2002—CFO.
*32.1	Certification Pursuant to 18 U.S.C. 1350 (section 906 of Sarbanes-Oxley Act of 2002)—CEO.
*32.2	Certification Pursuant to 18 U.S.C. 1350 (section 906 of Sarbanes-Oxley Act of 2002)—CFO.
*95	Mine Safety Disclosure.
*101.INS	XBRL Instance Document.

*101.SCH XBRL Taxonomy Schema Document.

*101.CAL XBRL Taxonomy Extension Calculation Linkbase Document.

*101.DEF XBRL Taxonomy Extension Definition Linkbase Document.

*101.LAB XBRL Taxonomy Extension Labels Linkbase Document.

*101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.

*Filed herewith

+Management Contract or Compensatory Plan.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Matrix Service Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Matrix Service Company

Date : September 1, 2016 By: /S/ John R. Hewitt
John R. Hewitt, President and
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signatures	Title	Date
/S/ John R. Hewitt John R. Hewitt	President, Chief Executive Officer and Director (Principal Executive Officer)	September 1, 2016
/S/ Kevin S. Cavanah Kevin S. Cavanah	Vice President and Chief Financial Officer (Principal Accounting and Principal Financial Officer)	September 1, 2016
/S/ Michael J. Hall Michael J. Hall	Chairman of the Board of Directors	September 1, 2016
/S/ I. Edgar Hendrix I. Edgar Hendrix	Director	September 1, 2016
/S/ Paul K. Lackey Paul K. Lackey	Director	September 1, 2016
/S/ Tom E. Maxwell Tom E. Maxwell	Director	September 1, 2016
/S/ Jim W. Mogg Jim W. Mogg	Director	September 1, 2016
/S/ James H. Miller James H. Miller	Director	September 1, 2016
/S/ John W. Gibson John W. Gibson	Director	September 1, 2016

Table of Contents

Index to Exhibits

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87

Table of Contents

+10.8	Matrix Service Company 2012 Stock and Incentive Compensation Plan (Attachment A to the Company's Proxy Statement (File No. 1-15461) filed October 10, 2012, is hereby incorporated by reference).
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*101.LAB	XBRL Taxonomy Extension Labels Linkbase Document.
*101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

*Filed herewith.

+Management Contract or Compensatory Plan.