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

Form 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2020

OR

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

For the transition period from to

Commission File Number 001-12488

Powell Industries, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**88-0106100**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
8550 Mosley Road Houston, Texas	**77075-1180**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code:
(713) 944-6900

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value $0.01 per share	POWL	NASDAQ Global Market

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). ☒ Yes ☐ No

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

Large accelerated filer ☐	Accelerated filer x	Non-accelerated filer ☐	Smaller reporting company ☐	Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

At May 4, 2020, there were 11,614,013 outstanding shares of the registrant's common stock, par value $0.01 per share.

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PART I — FINANCIAL INFORMATION

Item 1. ***Condensed Consolidated Financial Statements***

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets (Unaudited)
(In thousands, except share and per share data)

	March 31, 2020	September 30, 2019
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 120,571	$ 118,639
Short-term investments	—	6,042
Accounts receivable, less allowance for doubtful accounts of $300 and $301	90,495	112,093
Contract assets	61,336	55,374
Inventories	31,136	29,202
Income taxes receivable	105	233
Prepaid expenses	2,315	4,335
Other current assets	1,774	2,650
Total Current Assets	307,732	328,568
Property, plant and equipment, net	115,192	120,812
Operating lease assets, net	5,606	—
Goodwill and intangible assets, net	1,249	1,337
Deferred income taxes	4,411	5,117
Other assets	12,407	11,577
Total Assets	$ 446,597	$ 467,411
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Current maturities of long-term debt	$ 400	$ 400
Accounts payable	44,106	51,180
Contract liabilities	57,821	71,464
Accrued compensation and benefits	15,402	20,182
Accrued product warranty	3,276	2,946
Current operating lease liabilities	2,062	—
Income taxes payable	912	913
Other current liabilities	9,017	10,811
Total Current Liabilities	132,996	157,896
Long-term debt, net of current maturities	400	800
Deferred compensation	5,653	6,447
Long-term operating lease liabilities	4,229	—
Other long-term liabilities	3,188	3,115
Total Liabilities	146,466	168,258
Commitments and Contingencies (Note F)		
Stockholders' Equity:		
Preferred stock, par value $.01; 5,000,000 shares authorized; none issued	—	—
Common stock, par value $.01; 30,000,000 shares authorized; 12,420,031 and 12,372,766 shares issued, respectively	124	124
Additional paid-in capital	60,492	59,153
Retained earnings	293,590	289,422
Treasury stock, 806,018 shares at cost	(24,999)	(24,999)
Accumulated other comprehensive loss	(29,076)	(24,547)
Total Stockholders' Equity	300,131	299,153
Total Liabilities and Stockholders' Equity	$ 446,597	$ 467,411

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

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations (Unaudited)
(In thousands, except per share data)

	Three months ended March 31,		Six months ended March 31,	
	2020	2019	2020	2019
Revenues	$ 151,570	$ 123,737	$ 285,720	$ 233,088
Cost of goods sold	121,885	103,662	234,209	198,382
Gross profit	29,685	20,075	51,511	34,706
Selling, general and administrative expenses	18,573	17,195	35,861	33,123
Research and development expenses	1,783	1,663	3,258	3,357
Amortization of intangible assets	44	44	88	88
Operating income (loss)	9,285	1,173	12,304	(1,862)
Interest expense	60	55	127	111
Interest income	(330)	(245)	(711)	(402)
Income (loss) before income taxes	9,555	1,363	12,888	(1,571)
Income tax provision	2,134	405	2,692	166
Net income (loss)	$ 7,421	$ 958	$ 10,196	$ (1,737)
Earnings (loss) per share:				
Basic	$ 0.64	$ 0.08	$ 0.88	$ (0.15)
Diluted	$ 0.64	$ 0.08	$ 0.87	$ (0.15)
Weighted average shares:				
Basic	11,621	11,570	11,617	11,560
Diluted	11,681	11,632	11,673	11,560
Dividends per share	$ 0.26	$ 0.26	$ 0.52	$ 0.52

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

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Comprehensive Income (Loss) (Unaudited)
(In thousands)

	Three months ended March 31,		Six months ended March 31,	
	2020	2019	2020	2019
Net income (loss)	$ 7,421	$ 958	$ 10,196	$ (1,737)
Foreign currency translation adjustments	(6,916)	1,720	(4,529)	(2,368)
Comprehensive income (loss)	$ 505	$ 2,678	$ 5,667	$ (4,105)

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

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Stockholders' Equity (Unaudited)
(In thousands)

	Common Stock		Additional Paid-in	Retained	Treasury Stock		Accumulated Other Comprehensive	
	Shares	Amount	Capital	Earnings	Shares	Amount	Income/(Loss)	Totals
Balance, September 30, 2019	12,373	$ 124	$ 59,153	$ 289,422	(806)	$ (24,999)	$ (24,547)	$ 299,153
Net income	—	—	—	2,775	—	—	—	2,775
Foreign currency translation adjustments	—	—	—	—	—	—	2,387	2,387
Stock-based compensation	30	—	982	—	—	—	—	982
Shares withheld in lieu of employee tax withholding	—	—	(611)	—	—	—	—	(611)
Dividends paid	—	—	—	(3,013)	—	—	—	(3,013)
Balance, December 31, 2019	12,403	$ 124	$ 59,524	$ 289,184	(806)	$ (24,999)	$ (22,160)	$ 301,673
Net income	—	—	—	7,421	—	—	—	7,421
Foreign currency translation adjustments	—	—	—	—	—	—	(6,916)	(6,916)
Stock-based compensation	—	—	968	—	—	—	—	968
Issuance of restricted stock	17	—	—	—	—	—	—	—
Dividends paid	—	—	—	(3,015)	—	—	—	(3,015)
Balance, March 31, 2020	12,420	$ 124	$ 60,492	$ 293,590	(806)	$ (24,999)	$ (29,076)	$ 300,131

	Common Stock		Additional Paid-in	Retained	Treasury Stock		Accumulated Other Comprehensive	
	Shares	Amount	Capital	Earnings	Shares	Amount	Income/(Loss)	Totals
Balance, September 30, 2018	12,281	$ 123	$ 56,769	$ 291,530	(806)	$ (24,999)	$ (21,779)	$ 301,644
Net loss	—	—	—	(2,695)	—	—	—	(2,695)
Foreign currency translation adjustments	—	—	—	—	—	—	(4,088)	(4,088)
Stock-based compensation	41	—	1,220	—	—	—	—	1,220
Shares withheld in lieu of employee tax withholding	—	—	(731)	—	—	—	—	(731)
Dividends paid	—	—	—	(2,992)	—	—	—	(2,992)
Balance, December 31, 2018	12,322	$ 123	$ 57,258	$ 285,843	(806)	$ (24,999)	$ (25,867)	$ 292,358
Net income	—	—	—	958	—	—	—	958
Foreign currency translation adjustments	—	—	—	—	—	—	1,720	1,720
Stock-based compensation	17	1	669	—	—	—	—	670
Shares withheld in lieu of employee tax withholding	—	—	(416)	—	—	—	—	(416)
Issuance of restricted stock	14	—	—	—	—	—	—	—
Dividends paid	—	—	—	(2,996)	—	—	—	(2,996)
Balance, March 31, 2019	12,353	$ 124	$ 57,511	$ 283,805	(806)	$ (24,999)	$ (24,147)	$ 292,294

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

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows (Unaudited)
(In thousands)

	Six months ended March 31,	
	2020	**2019**
Operating Activities:		
Net income (loss)	$ 10,196	$ (1,737)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	5,241	6,460
Stock-based compensation	1,950	1,890
Bad debt expense	51	101
Deferred income taxes	706	(346)
Changes in operating assets and liabilities:		
Accounts receivable, net	20,446	12,716
Contract assets and liabilities, net	(19,614)	19,663
Inventories	(2,095)	(3,452)
Income taxes	127	6,198
Prepaid expenses and other current assets	2,847	61
Accounts payable	(5,602)	(7,080)
Accrued liabilities	(5,163)	(7,640)
Other, net	(1,672)	(787)
Net cash provided by operating activities	7,418	26,047
Investing Activities:		
Purchases of short-term investments	—	(5,869)
Maturities of short-term investments	6,146	13,088
Purchases of property, plant and equipment, net	(3,469)	(1,963)
Net cash provided by investing activities	2,677	5,256
Financing Activities:		
Payments on industrial development revenue bonds	(400)	(400)
Shares withheld in lieu of employee tax withholding	(611)	(1,147)
Dividends paid	(6,028)	(5,988)
Net cash used in financing activities	(7,039)	(7,535)
Net increase in cash, cash equivalents and restricted cash	3,056	23,768
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(1,124)	(491)
Cash, cash equivalents and restricted cash at beginning of period	118,639	61,725
Cash, cash equivalents and restricted cash at end of period	$ 120,571	$ 85,002

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

A. Overview and Summary of Significant Accounting Policies

Overview

Powell Industries, Inc. (we, us, our, Powell or the Company) was incorporated in the state of Delaware in 2004 as a successor to a Nevada company incorporated in 1968. The Nevada company was the successor to a company founded by William E. Powell in 1947, which merged into the Company in 1977. Our major subsidiaries, all of which are wholly owned, include: Powell Electrical Systems, Inc.; Powell (UK) Limited; Powell Canada Inc. and Powell Industries International, B.V.

We develop, design, manufacture and service custom-engineered equipment and systems for the distribution, control and monitoring of electrical energy. Headquartered in Houston, Texas, we serve the oil and gas markets, including onshore and offshore oil and gas production, pipeline, refining and liquid natural gas terminals, as well as petrochemical, electric utility, light rail traction power and other heavy industrial markets.

Basis of Presentation

These unaudited condensed consolidated financial statements include the accounts of Powell and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

These unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X for interim financial information. Certain information and footnote disclosures, normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP), have been condensed or omitted pursuant to those rules and regulations. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary to fairly state the financial position, results of operations and cash flows with respect to the interim condensed consolidated financial statements have been included. The results of operations for the interim periods are not necessarily indicative of the results for the entire fiscal year. We believe that these financial statements contain all adjustments necessary so that they are not misleading.

These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto of Powell and its subsidiaries included in Powell’s Annual Report on Form 10-K for the year ended September 30, 2019, which was filed with the Securities and Exchange Commission (SEC) on December 5, 2019.

References to Fiscal 2020 and Fiscal 2019 used throughout this report shall mean our fiscal years ended September 30, 2020 and 2019, respectively.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States (U.S. GAAP) requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying footnotes. The most significant estimates used in our condensed consolidated financial statements affect revenue recognition and estimated cost recognition on our customer contracts, the allowance for doubtful accounts, provision for excess and obsolete inventory, warranty accruals and income taxes. The amounts recorded for warranties, legal, income taxes, impairment of long-lived assets (when applicable) and other contingent liabilities require judgments regarding the amount of expenses that will ultimately be incurred. We base our estimates on historical experience and on various other assumptions, as well as the specific circumstances surrounding these contingent liabilities, in evaluating the amount of liability that should be recorded. Additionally, the recognition of deferred tax assets requires estimates related to future income and other assumptions regarding timing and future profitability because the ultimate realization of net deferred tax assets is dependent on the generation of future taxable income during the periods in which temporary differences become deductible. Estimates routinely change as new events occur, additional information becomes available or operating environments change. Actual results may differ from our prior estimates.

New Accounting Standards

Effective October 1, 2019, we adopted the new lease accounting standard and recorded operating lease assets and operating lease liabilities of approximately $7.0 million and determined that no adjustment to retained earnings was necessary. Financial results for reporting periods after October 1, 2019 are reported under the new standard; however financial results for prior periods were not adjusted and will continue to be presented in accordance with the previous standard. Upon adoption, we elected a package of practical expedients which, among other things, allowed for the historical classification of our existing leases to carryforward. Additionally, we elected to separate non-lease components for our real estate and IT infrastructure asset classes. All other asset classes account for both lease and non-lease components in the operating lease asset and operating lease liability calculations. See Note I for further discussion of leases.

B. Earnings Per Share

We compute basic earnings per share by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Diluted earnings per common and potential common share includes the weighted average of additional shares associated with the incremental effect of dilutive restricted stock and restricted stock units, as prescribed by the FASB guidance on earnings per share.

The following table reconciles basic and diluted weighted average shares used in the computation of earnings per share (in thousands, except per share data):

	Three months ended March 31,		Six months ended March 31,	
	2020	2019	2020	2019
Numerator:				
Net income (loss)	$ 7,421	$ 958	$ 10,196	$ (1,737)
Denominator:				
Weighted average basic shares	11,621	11,570	11,617	11,560
Dilutive effect of restricted stock units	60	62	56	—
Weighted average diluted shares	11,681	11,632	11,673	11,560
Income (loss) per share:				
Basic	$ 0.64	$ 0.08	$ 0.88	$ (0.15)
Diluted	$ 0.64	$ 0.08	$ 0.87	$ (0.15)

For the six months ended March 31, 2019, we incurred a net loss and therefore all potential common shares were deemed to be anti-dilutive.

C. Detail of Selected Balance Sheet Accounts

Allowance for Doubtful Accounts

Activity in our allowance for doubtful accounts consisted of the following (in thousands):

	Three months ended March 31,		Six months ended March 31,	
	2020	2019	2020	2019
Balance at beginning of period	$ 346	$ 139	$ 301	$ 157
Bad debt expense	9	74	51	101
Uncollectible accounts written off, net of recoveries	(45)	(2)	(55)	(44)
Change due to foreign currency translation	(10)	3	3	—
Balance at end of period	$ 300	$ 214	$ 300	$ 214

Inventories

The components of inventories are summarized below (in thousands):

	March 31, 2020	September 30, 2019
Raw materials, parts and sub-assemblies, net	$ 30,512	$ 28,102
Work-in-progress	624	1,100
Total inventories	$ 31,136	$ 29,202

Accrued Product Warranty

Activity in our product warranty accrual consisted of the following (in thousands):

	Three months ended March 31,		Six months ended March 31,	
	2020	2019	2020	2019
Balance at beginning of period	$ 3,162	$ 2,732	$ 2,946	$ 2,604
Increase in warranty expense	784	881	1,627	1,627
Deduction for warranty charges	(670)	(634)	(1,315)	(1,238)
Change due to foreign currency translation	—	7	18	(7)
Balance at end of period	$ 3,276	$ 2,986	$ 3,276	$ 2,986

D. Revenue

Revenue Recognition

The majority of our revenues are generated from the manufacturing of custom-engineered products and systems under long-term fixed-price contracts under which we agree to manufacture various products such as traditional and arc-resistant distribution switchgear and control gear, medium-voltage circuit breakers, monitoring and control communications systems, motor control centers and bus duct systems. These products may be sold separately as an engineered solution, but are typically integrated into custom-built enclosures which we also build. These enclosures are referred to as power control room substations (PCRs®), custom-engineered modules or electrical houses (E-Houses). Some contracts may also include the installation and the commissioning of these enclosures.

Revenue from these contracts is generally recognized over time utilizing the cost-to-cost method to measure the extent of progress toward the completion of the performance obligation and the recognition of revenue over time. We believe that this method is the most accurate representation of our performance, because it directly measures the value of the services transferred to the customer over time as we incur costs on our contracts. Contract costs include all direct materials, labor, and indirect costs related to contract performance, which may include indirect labor, supplies, tools, repairs and depreciation costs.

We also have contracts to provide value-added services such as field service inspection, installation, commissioning, modification and repair, as well as retrofit and retrofill components for existing systems. As a practical expedient, if the service contract terms give us the right to invoice the customer for an amount that corresponds directly with the value of our performance completed to date (i.e., a service contract in which we bill a fixed amount for each hour of service provided), then we recognize revenue over time in each reporting period corresponding to the amount with which we have the right to invoice. Our performance obligations are satisfied as the work progresses. Revenues from our custom-engineered products and value-added services transferred to customers over time accounted for approximately 96% of total revenues for the three and six months ended March 31, 2020 and 93% of total revenues for the three and six months ended March 31, 2019.

We also have sales orders for spare parts and replacement circuit breakers for switchgear that are obsolete or that are no longer produced by the original manufacturer. Revenues from these sales orders are recognized at the time we fulfill our performance obligation to the customer, which is typically upon shipment and represented approximately 4% of total revenues for the three and six months ended March 31, 2020 and 7% of total revenues for the three and six months ended March 31, 2019.

Additionally, some contracts may contain a cancellation clause that could limit the amount of revenue we are able to recognize over time. In these instances, revenue and costs associated with these contracts are deferred and recognized at a point in time when the performance obligation is fulfilled.

Selling and administrative costs incurred in relation to obtaining a contract are typically expensed as incurred. We periodically utilize a third-party sales agent to obtain a contract and will pay a commission to that agent. We record the full commission liability to the third-party sales agents at the order date, with a corresponding deferred asset. As the project progresses, we record commission expense based on percentage of completion rates that correlate to the project and reduce the deferred asset. Once we have been paid by the customer, we pay the commission and the deferred liability is reduced.

Performance Obligations

A performance obligation is a promise in a contract or with a customer to transfer a distinct good or service. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue as the performance obligations are satisfied. To determine the proper revenue recognition for contracts, we evaluate whether a contract should be accounted for as more than one performance obligation or, less commonly, whether two or more contracts should be combined and accounted for as one performance obligation. This evaluation of performance obligations requires significant judgment. The majority of our contracts have a single performance obligation where multiple engineered products and services are combined into a single custom-engineered solution. Our contracts generally include a standard assurance warranty that typically ends 18 months after shipment. Occasionally, we provide service-type warranties that will extend the warranty period. These extended warranties qualify as a separate performance obligation, and revenue is deferred and recognized over the warranty period. If we determine during the evaluation of the contract that there are multiple performance obligations, we allocate the transaction price to each performance obligation using our best estimate of the standalone selling price of each distinct good or service in the contract.

Remaining unsatisfied performance obligations, which we refer to as backlog, represent the estimated transaction price for goods and services for which we have a material right but work has not been performed. As of March 31, 2020, we had backlog of $566.4 million, of which approximately $342.9 million is expected to be recognized as revenue within the next twelve months. Backlog may not be indicative of future operating results as orders may be cancelled or modified by our customers. Our backlog does not include service and maintenance-type contracts for which we have the right to invoice as services are performed.

Contract Estimates

Actual revenues and project costs may vary from previous estimates due to changes in a variety of factors. The cost estimation process is based upon the professional knowledge and experience of our engineers, project managers and financial professionals. Factors that are considered in estimating the work to be completed and ultimate contract recovery include the availability and productivity of labor, the nature and complexity of the work to be performed, the availability of materials, and the effect of any delays on our project performance. We periodically review our job performance, job conditions, estimated profitability and final contract settlements, including our estimate of total costs and make revisions to costs and income in the period in which the revisions are probable and reasonably estimable. Whenever revisions of estimated contract costs and contract values indicate that the contract costs will exceed estimated revenues, thus creating a loss, a provision for the total estimated loss is recorded in that period.

For the six months ended March 31, 2020 and 2019, our operating results were positively impacted by $9.0 million and $4.3 million, respectively, as a result of changes in contract estimates related to projects in progress at the beginning of the respective period. These changes in estimates resulted primarily from favorable project execution and negotiations of variable consideration, discussed below, as well as other changes in facts and circumstances during these periods.

Variable Consideration

It is common for our long-term contracts to contain variable consideration that can either increase or decrease the transaction price. Due to the nature of our contracts, estimating total cost and revenue can be complex and subject to variability due to change orders, back charges, spare parts, early completion bonuses, customer allowances and liquidated damages. We estimate the amount of variable consideration based on the expected value method, which is the sum of probability-weighted amount, or the most likely amount method which uses various factors including experience with similar transactions and assessment of our anticipated performance. Variable consideration is included in the transaction price if legally enforceable and to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur once the uncertainty associated with the variable consideration is resolved.

Contract Modifications

Contracts may be modified for changes in contract specifications and requirements. We consider contract modifications to exist when the modification either creates new or changes the enforceable rights and obligations under the contract. Most of our contract modifications are for goods and services that are not distinct from the existing performance obligation. Contract modifications result in a cumulative catch-up adjustment to revenue based on our measure of progress for the performance obligation.

Contract Balances

The timing of revenue recognition, billings and cash collections affects accounts receivable, costs and estimated earnings in excess of billings on uncompleted contracts (contract assets) and billings in excess of costs and estimated earnings on uncompleted contracts (contract liabilities) in our Condensed Consolidated Balance Sheet.

Contract assets are recorded when revenues are recognized in excess of amounts billed for fixed-price contracts as determined by the billing milestone schedule. Contract assets are transferred to accounts receivable when billing milestones have been met, or we have an unconditional right to payment.

Contract liabilities typically represent advance payments from contractual billing milestones and billings in excess of revenue recognized. It is unusual to have advanced milestone payments with a term greater than one year, which could represent a financing component on the contract.

Our contract assets and liabilities are reported in a net position on a contract-by-contract basis at the end of each reporting period and are generally classified as current.

Contract assets and liabilities as of March 31, 2020 and September 30, 2019 are summarized below (in thousands):

	March 31, 2020	September 30, 2019
Contract assets	$ 61,336	$ 55,374
Contract liabilities	(57,821)	(71,464)
Net contract asset (liability)	$ 3,515	$ (16,090)

The increase in net contract asset at March 31, 2020 from September 30, 2019 was primarily due to our progress towards completion on our projects and the timing of contract billing milestones and new orders. To determine the amount of revenue recognized during the period from contract liabilities, we first allocate revenue to the individual contract liability balance outstanding at the beginning of the period until the revenue exceeds that balance. During the three and six months ended March 31, 2020, we recognized revenue of approximately $50.8 million and $65.0 million related to contract liabilities outstanding at September 30, 2019.

The timing of our invoice process is typically dependent on the completion of certain milestones and contract terms and subject to agreement by our customer. Payment is typically expected within 30 days of invoice. Any uncollected invoiced amounts for our performance obligations recognized over time, including contract retentions, are recorded as accounts receivable in the Condensed Consolidated Balance Sheets. Certain contracts contain retention provisions that become due upon completion of contractual requirements. As of March 31, 2020 and September 30, 2019, accounts receivable included retention amounts of $6.0 million and $5.6 million, respectively. Of the retained amount at March 31, 2020, $3.7 million is expected to be collected in the next twelve months and is recorded in accounts receivable. The remaining $2.3 million is recorded in other assets.

Disaggregation of Revenue

The following tables present our disaggregated revenue by geographic destination and market sector for the six months ended March 31, 2020 and 2019 (in thousands):

	Three months ended March 31,		Six months ended March 31,	
	2020	2019	2020	2019
United States	$ 121,432	$ 102,406	$ 228,510	$ 192,304
Canada	15,407	15,094	29,861	24,809
Europe, Middle East and Africa	8,816	5,508	18,982	10,949
Asia/Pacific	5,456	729	7,142	4,473
Mexico, Central and South America	459	—	1,225	553
Total revenues by geographic destination	$ 151,570	$ 123,737	$ 285,720	$ 233,088

	Three months ended March 31,		Six months ended March 31,	
	2020	2019	2020	2019
Oil and gas	$ 51,954	$ 56,022	$ 111,948	$ 105,598
Petrochemical	47,337	22,523	77,763	42,301
Electric utility	24,255	20,383	47,270	39,641
Traction power	13,944	6,025	22,295	11,034
All others	14,080	18,784	26,444	34,514
Total revenues by market sector	$ 151,570	$ 123,737	$ 285,720	$ 233,088

E. Long-Term Debt

Long-term debt consisted of the following (in thousands):

	March 31, 2020	September 30, 2019
Industrial development revenue bonds	$ 800	$ 1,200
Less: current portion	(400)	(400)
Total long-term debt	$ 400	$ 800

U.S. Revolver

On September 27, 2019, we entered into an Amended and Restated Credit Agreement with Bank of America, N.A. (the " "U.S. Revolver"), which replaced our prior credit agreement. The U.S. Revolver is a $75.0 million revolving credit facility that is available for both borrowings and letters of credit and expires September 2024. As of March 31, 2020, there were no amounts borrowed under this facility and letters of credit outstanding were $35.1 million. There was $39.9 million available for the issuance of letters of credit and borrowings under the U.S. Revolver as of March 31, 2020.

We are required to maintain certain financial covenants, the most significant of which are a consolidated leverage ratio less than 3.0 to 1.0 and a consolidated interest coverage ratio of greater than 3.0 to 1.0. Additionally, we must maintain a consolidated cash balance of $30 million at all times. The U.S. Revolver also contains a "material adverse effect" clause which is a material change in our operations, business, properties, liabilities or condition (financial or otherwise) or a material impairment of our ability to perform our obligations under our credit agreements. As of March 31, 2020, we were in compliance with all of the financial covenants of the U.S. Revolver.

The U.S. Revolver allows the Company to elect that any borrowing under the facility bear an interest rate based on either the base rate or the eurocurrency rate, in each case, plus the applicable rate. The base rate is generally the highest of (a) the federal funds rate plus 0.50%, (b) the Bank of America prime rate or (c) the London Interbank Offered Rate ("LIBOR") plus 1.00%. The applicable rate is generally a range from (0.25)% to 1.75% depending on the type of loan and the Company's consolidated leverage ratio.

The U.S. Revolver is collateralized by a pledge of 100% of the voting capital stock of each of our domestic subsidiaries and 65% of the voting capital stock of each non-domestic subsidiary. The U.S. Revolver provides for customary events of default and carries cross-default provisions with other existing debt agreements. If an event of default (as defined in the U.S. Revolver) occurs and is continuing, on the terms and subject to the conditions set forth in the U.S. Revolver, amounts and letters of credit outstanding under the U.S. Revolver may be accelerated and may become immediately due and payable.

Industrial Development Revenue Bonds

We borrowed $8.0 million in October 2001 through a loan agreement funded with proceeds from tax-exempt industrial development revenue bonds (Bonds). These Bonds were issued by the Illinois Development Finance Authority and were used for the completion of our Northlake, Illinois facility. Pursuant to the Bond issuance, a reimbursement agreement between us and a major domestic bank required an issuance by the bank of an irrevocable direct-pay letter of credit (Bond LC), as collateral, to the Bonds' trustee to guarantee payment of the Bonds' principal and interest when due. The Bond LC is subject to both early termination and extension provisions customary to such agreements, as well as various covenants, for which we were in compliance at March 31, 2020. While the Bonds mature in 2021, the reimbursement agreement requires annual redemptions of $0.4 million that commenced on October 25, 2002. A sinking fund is used for the annual principal payment. The Bonds bear interest at a floating rate determined weekly by the Bonds' remarketing agent, which was the underwriter for the Bonds and is an affiliate of the bank. This interest rate was 5.08% as of March 31, 2020 and subsequently declined to 0.57% as of April 30, 2020.

F. Commitments and Contingencies

Letters of Credit, Surety Bonds and Bank Guarantees

Certain customers require us to post letters of credit, bank guarantees or surety bonds. These security instruments assure that we will perform under the terms of our contract. In the event of default, the counterparty may demand payment from the bank under a letter of credit or bank guarantee, or performance by the surety under a bond. To date, there have been no significant draws or claims related to security instruments for the periods reported. We were contingently liable for letters of credit of $35.1 million as of March 31, 2020. We also had surety bonds totaling $162.8 million that were outstanding, with additional bonding capacity of $587.2 million available, at March 31, 2020.

We have an $11.1 million facility agreement (Facility Agreement) between Powell (UK) Limited and a large international bank that provides Powell (UK) Limited the ability to enter into bank guarantees as well as forward exchange contracts and currency options. At March 31, 2020, we had outstanding guarantees totaling $3.1 million and amounts available under this Facility Agreement were $8.0 million. The Facility Agreement expires in May 2020 and provides for financial covenants and customary events of default, and carries cross-default provisions with our U.S. Revolver. If an event of default (as defined in the Facility Agreement) occurs and is continuing, per the terms and subject to the conditions set forth therein, obligations outstanding under the Facility Agreement may be accelerated and declared immediately due and payable. As of March 31, 2020, we were in compliance with all of the financial covenants of the Facility Agreement.

Litigation

We are involved in various legal proceedings, claims and other disputes arising from our commercial operations, projects, employees and other matters which, in general, are subject to uncertainties and in which the outcomes are not predictable. Although we can give no assurances about the resolution of pending claims, litigation or other disputes and the effect such outcomes may have on us, management believes that any ultimate liability resulting from the outcome of such proceedings, to the extent not otherwise provided or covered by insurance, will not have a material adverse effect on our consolidated financial position or results of operations or liquidity.

G. Stock-Based Compensation

Refer to our Annual Report on Form 10-K for the fiscal year ended September 30, 2019 for a full description of our existing stock-based compensation plans.

Restricted Stock Units

We issue restricted stock units (RSUs) to certain officers and key employees of the Company. The fair value of the RSUs is based on the price of our common stock as reported on the NASDAQ Global Market on the grant dates. The typical annual grant vests over a three-year period from the date of issuance and is a blend of time-based and performance-based shares. The portion of the grant that is time-based typically vests over a three-year period on each anniversary of the grant date, based on continued employment. The performance-based shares vest based on the three-year earnings performance of the Company following the grant date. At March 31, 2020, there were 154,200 RSUs outstanding. The RSUs do not have voting rights but do receive dividend equivalents upon vesting. Additionally, the shares of common stock underlying the RSUs are not considered issued and outstanding until vested and common stock is issued.

Total RSU activity (number of shares) for the six months ended March 31, 2020 is summarized below:

	Number of Restricted Stock Units	Weighted Average Fair Value Per Share
Outstanding at September 30, 2019	131,850	$ 33.76
Granted	70,000	38.57
Vested	(46,900)	35.65
Forfeited/canceled	(750)	33.16
Outstanding at March 31, 2020	154,200	35.37

During the six months ended March 31, 2020 and 2019, we recorded compensation expense of $1.5 million and $1.6 million, respectively, related to the RSUs.

Restricted Stock

Each non-employee director receives 2,400 restricted shares of the Company’s common stock annually. Fifty-percent of the restricted stock granted to each of our non-employee directors vests immediately, while the remaining fifty-percent vests on the anniversary of the grant date. Compensation expense is recognized immediately for the first fifty-percent of the restricted stock granted, while compensation expense for the remaining fifty-percent is recognized over the remaining vesting period. In February 2020, 16,800 shares of restricted stock were issued to our non-employee directors under the 2014 Director Plan at a price of $36.25 per share. During the six months ended March 31, 2020 and 2019, we recorded compensation expense of $0.4 million and $0.3 million, respectively, related to restricted stock.

H. Fair Value Measurements

We measure certain financial assets and liabilities at fair value. Fair value is defined as an “exit price” which represents the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in valuing an asset or liability. The accounting guidance requires the use of valuation techniques to measure fair value that maximize the use of observable inputs and minimize the use of unobservable inputs. As a basis for considering such assumptions and inputs, a fair value hierarchy has been established which identifies and prioritizes three levels of inputs to be used in measuring fair value.

The three levels of the fair value hierarchy are as follows:

Level 1 — Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs other than the quoted prices in active markets that are observable either directly or indirectly, including: quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active or other inputs that are observable or can be corroborated by observable market data.

Level 3 — Unobservable inputs that are supported by little or no market data and require the reporting entity to develop its own assumptions.

The following table summarizes the fair value of our assets and liabilities that were accounted for at fair value on a recurring basis as of March 31, 2020 (in thousands):

	Fair Value Measurements at March 31, 2020			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value at March 31, 2020
Assets:				
Cash and cash equivalents	$ 120,571	$ —	$ —	$ 120,571
Other assets	—	6,143	—	6,143
Liabilities:				
Deferred compensation	—	5,484	—	5,484

The following table summarizes the fair value of our assets and liabilities that were accounted for at fair value on a recurring basis as of September 30, 2019 (in thousands):

	Fair Value Measurements at September 30, 2019			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value at September 30, 2019
Assets:				
Cash and cash equivalents	$ 118,639	$ —	$ —	$ 118,639
Short-term investments	6,042	—	—	6,042
Other assets	—	6,825	—	6,825
Liabilities:				
Deferred compensation	—	6,249	—	6,249

Fair value guidance requires certain fair value disclosures be presented in both interim and annual reports. The estimated fair value amounts of financial instruments have been determined using available market information and valuation methodologies described below.

Cash and cash equivalents – Cash and cash equivalents, primarily funds held in money market savings instruments, are reported at their current carrying value, which approximates fair value due to the short-term nature of these instruments and are included in cash and cash equivalents in our Condensed Consolidated Balance Sheets.

Short-term Investments – Short-term investments include time deposits with original maturities of three months or more.

Other Assets/Deferred Compensation – We hold investments in an irrevocable Rabbi Trust for our deferred compensation plan. The assets are primarily related to company-owned life insurance policies and are included in other assets in the accompanying Condensed Consolidated Balance sheets. Because the mutual funds and company-owned life insurance policies are combined in the plan, they are categorized as Level 2 in the fair value measurement hierarchy. The deferred compensation liability represents the investment options that the plan participants have designated to serve as the basis for measurement of the notional value of their accounts. Because the deferred compensation liability is intended to offset the plan assets, it is also categorized as Level 2 in the fair value measurement hierarchy.

There were no transfers between levels within the fair value measurement hierarchy during the quarter ended March 31, 2020.

I. Leases

Our leases consist primarily of office and manufacturing space, construction equipment and office equipment. All of our future lease obligations are related to non-cancelable operating leases. The most significant portion of our lease portfolio relates to leases of office and manufacturing facilities in Canada which we no longer occupy. We currently sublease the majority of these Canadian facilities. The following table provides a summary of lease cost components for the three months ended March 31, 2020 (in thousands):

Lease Cost	Three months ended March 31, 2020	Six months ended March 31, 2020
Operating lease cost	$ 580	$ 1,208
Less: sublease income	(158)	(237)
Variable lease cost[1]	84	178
Short-term lease cost[2]	159	349
Total lease cost	$ 665	$ 1,498

[1] Variable lease cost represents common area maintenance charges related to our Canadian office space leases.
[2] Short-term lease cost includes leases and rentals with initial terms of one year or less.

We recognize operating lease assets and operating lease liabilities representing the present value of the remaining lease payments for leases with initial terms greater than twelve months. Leases with initial terms of twelve months or less are not recorded in our Condensed Consolidated Balance Sheets. Our operating lease assets have been reduced by a lease accrual of $0.7 million related to certain unused facility leases in Canada. The following table provides a summary of the operating lease assets and operating lease liabilities included in our Condensed Consolidated Balance Sheets as of March 31, 2020 (in thousands):

Operating Leases	March 31, 2020
Assets:	
Operating lease assets, net	$ 5,606
Liabilities:	
Current operating lease liabilities	2,062
Long-term operating lease liabilities	4,229
Total lease liabilities	$ 6,291

The following table provides the maturities of our operating lease liabilities as of March 31, 2020 (in thousands):

	Operating Leases
Remainder of 2020	$ 1,260
2021	2,290
2022	2,018
2023	1,027
2024	85
Thereafter	—
Total future minimum lease payments	6,680
Less: present value discount (imputed interest)	(389)
Present value of lease liabilities	$ 6,291

The weighted average discount rate as of March 31, 2020 was 4.25%. The weighted average remaining lease term was 2.9 years at March 31, 2020.

J. Income Taxes

The calculation of the effective tax rate is as follows (in thousands):

	Three months ended March 31,		Six months ended March 31,	
	2020	2019	2020	2019
Income (loss) before income taxes	$ 9,555	$ 1,363	$ 12,888	$ (1,571)
Income tax provision	2,134	405	2,692	166
Net income (loss)	$ 7,421	$ 958	$ 10,196	$ (1,737)
Effective tax rate	22%	30%	21%	(11)%

Our income tax provision reflects an effective tax rate on pre-tax income of 22% for the second quarter of Fiscal 2020 compared to 30% in the second quarter of Fiscal 2019. The effective tax rate for the quarter ended March 31, 2020 approximated the U.S. federal statutory rate as the tax benefits related to the Research and Development Tax Credit (R&D Tax Credit) and the projected utilization of net operating loss carryforwards in Canada that were fully reserved with a valuation allowance were partially offset by a discrete item recorded in the second quarter of Fiscal 2020 in the amount of $0.5 million. This discrete item was related to the establishment of a valuation allowance against the deferred tax assets in the United Kingdom (UK) as discussed below. For the second quarter of Fiscal 2019, the effective tax rate was negatively impacted by Canadian tax losses that were reserved with a valuation allowance.

The effective tax rate of 21% for the six months ended March 31, 2020 was favorably impacted by the R&D Tax Credit as well as the projected utilization of net operating loss carryforwards in Canada that were fully reserved with a valuation allowance. Conversely, we recorded a valuation allowance against our UK deferred tax assets as a discrete item during the second quarter of Fiscal 2020 that negatively impacted the effective tax rate for the six months ended March 31, 2020. For the six months ended March 31, 2019, the effective tax rate of negative 11% was adversely impacted by the losses recognized in Canada reserved with a valuation allowance. There were no material discrete items recognized in the first six months of Fiscal 2019.

During our assessment of deferred income taxes, in the second quarter of Fiscal 2020, we recorded a valuation allowance of $0.5 million against our UK net deferred tax assets. In assessing the realizability of net deferred tax assets, we determined it was more-likely-than-not that the net deferred tax assets may not be realized based upon recent UK tax losses and anticipated results in the near term. Estimates may change as new events occur, estimates of future taxable income are reduced or increased, additional information becomes available, or operating environments change, which may result in a full or partial reversal of the valuation allowance.

Due to the expiration of certain federal statutes of limitations and voluntary filings, management believes that, within the next twelve months, it is reasonably possible that the unrecognized tax benefits will decrease by approximately $0.7 million and would positively impact our effective tax rate. We are unable to make reasonably reliable estimates regarding the timing of future cash outflows, if any, associated with the remaining unrecognized tax benefits.

K. Subsequent Events

Quarterly Dividend Declared

On May 5, 2020, our Board of Directors declared a quarterly cash dividend on our common stock in the amount of $0.26 per share. The dividend is payable on June 17, 2020 to shareholders of record at the close of business on May 20, 2020.

Impact of the COVID-19 Pandemic and Oil Price Volatility on Powell

The global spread of COVID-19 has created significant volatility, uncertainty and economic disruption across the globe during Fiscal 2020. In addition, there have recently been significant reductions in oil and gas demand and steep declines in oil prices. Certain of our customers have asked that we delay our manufacturing on their projects as their operations have been negatively impacted by this pandemic and the reduced oil and gas demand and steep declines in oil prices. We continue to monitor and work with our suppliers who have been impacted by this pandemic to ensure we are able to meet our customer commitments. We also have reviewed and will continue to review our contracts with our suppliers, and we may need to make adjustments accordingly. From an operations standpoint, although our facilities are located in areas that have been or continue to be subject to stay-at-home orders, we have not closed any of our facilities for an extended amount of time and have continued to operate as an "essential business" under these orders across all of our locations. We continue to take the necessary steps to promote social distancing and enhanced cleaning efforts in our offices and facilities in an effort to keep our employees, customers and vendors safe. We are also exploring the use of technology across our operations to further enhance social distancing and improve safety. These safety precautions may have an adverse impact on our efficiency and productivity going forward.

As a result of the circumstances noted above, we anticipate a decrease in commercial activity which will negatively impact our business, results of operations and cash flows going forward. We have and may need to continue to adjust our workforce and labor costs to correspond to the reduced customer demand. We will take prudent measures to maintain our strong liquidity and cash position, which may include reducing our capital expenditures and research and development costs, as well as reducing or eliminating future dividend payments. However, the extent to which the COVID-19 pandemic specifically will impact our business will depend on numerous factors that are hard to predict, some of which include: the duration, spread and severity of the pandemic; governmental actions in response to the pandemic, including travel restrictions and quarantine or related orders; any closures of our offices and facilities or those of our suppliers as a result of the pandemic, and how quickly and to what extent normal economic and operating conditions can resume. Therefore, the magnitude of the impact on our business, results of operations and cash flows is not currently known.

Due to the circumstances noted above, we made a reduction in our workforce across the business in early May which will result in severance and restructuring costs of less than $1 million. We may have to make additional adjustments to our workforce and labor costs in response to further changes to customer demand.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

We are including the following discussion to inform our existing and potential shareholders generally of some of the risks and uncertainties that can affect our Company and to take advantage of the "safe harbor" protection for forward-looking statements that applicable federal securities law affords.

From time to time, our management or persons acting on our behalf make forward-looking statements to inform existing and potential shareholders about our Company. These statements may include projections and estimates concerning the timing and success of specific projects and our future backlog, revenues, income, acquisitions and capital spending. Forward-looking statements include information concerning future results of operations and financial condition. Statements that contain words such as "believes," "expects," "anticipates," "intends," "estimates," "continue," "should," "could," "may," "plan," "project," "predict," "will" or similar expressions may be forward-looking statements. In addition, sometimes we will specifically describe a statement as being a forward-looking statement and refer to this cautionary statement.

In addition, various statements in this Quarterly Report on Form 10-Q, including those that express a belief, expectation or intention, as well as those that are not statements of historical fact, are forward-looking statements. These forward-looking statements speak only as of the date of this report; we disclaim any obligation to update these statements unless required by securities law, and we caution you not to rely on them unduly. We have based these forward-looking statements on our current expectations and assumptions about future events. While our management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control. These risks, contingencies and uncertainties relate to, among other matters, the following:

Risk Factors Related to our Business and Industry

- Our business is subject to the cyclical nature of the end markets that we serve. This has had, and may continue to have, an adverse effect on our future operating results.
- Our industry is highly competitive.
- Technological innovations by competitors may make existing products and production methods obsolete.
- Unforeseen difficulties with expansions, relocations or consolidations of existing facilities could adversely affect our operations.
- Quality problems with our products could harm our reputation and erode our competitive position.
- Growth and product diversification through strategic acquisitions involves a number of risks.
- The departure of key personnel could disrupt our business.
- Our business requires skilled and unskilled labor, and we may be unable to attract and retain qualified employees.
- We are exposed to risks relating to the use of subcontractors on some of our projects.
- Misconduct by our employees or subcontractors, or a failure to comply with laws or regulations, could harm our reputation, damage our relationships with customers and subject us to criminal and civil enforcement actions.
- Unsatisfactory safety performance may subject us to penalties, negatively impact customer relationships, result in higher operating costs, and negatively impact employee morale and turnover.
- Catastrophic events, including natural disasters, health epidemics (including the COVID-19 pandemic), acts of war and terrorism, among others, could disrupt our business. (See Part II - Other Information Item 1A. Risk Factors below.)

Risk Factors Related to our Financial Condition and Markets

- Economic uncertainty and financial market conditions may impact our customer base, suppliers and backlog.
- Our backlog is subject to unexpected adjustments and cancellations and, therefore, may not be a reliable indicator of our future earnings.
- Revenues recognized over time from our fixed-price contracts could result in volatility in our results of operations.
- Many of our contracts contain performance obligations that may subject us to penalties or additional liabilities.
- Fluctuations in the price and supply of materials used to manufacture our products may reduce our profits and could adversely impact our ability to meet commitments to our customers.

- Obtaining surety bonds, letters of credit, bank guarantees, or other financial assurances, may be necessary for us to successfully bid on and obtain certain contracts.
- Failure to remain in compliance with covenants or obtain waivers or amendments under our credit agreement could adversely impact our business.
- We extend credit to customers in conjunction with our performance under fixed price contracts which subjects us to potential credit risks.
- We carry insurance against many potential liabilities, but our management of risk may leave us exposed to unidentified or unanticipated risks.
- Our international operations expose us to risks that are different from, or possibly greater than, the risks we are exposed to domestically and may adversely affect our operations.
- Failures or weaknesses in our internal controls over financial reporting could adversely affect our ability to report on our financial condition and results of operations accurately and/or on a timely basis.
- A failure in our business systems or cyber security attacks on any of our facilities, or those of third parties, could adversely affect our business and our internal controls.

Risk Factors Related to our Common Stock

- Our stock price could decline or fluctuate significantly due to unforeseen circumstances. These fluctuations may cause our stockholders to incur losses.
- There can be no assurance that we will declare or pay future dividends on our common stock.

Risk Factors Related to Legal and Regulatory Matters

- Our operations could be adversely impacted by the effects of government regulations.
- Changes in tax laws and regulations may change our effective tax rate and could have a material effect on our financial results.
- Actual and potential claims, lawsuits and proceedings could ultimately reduce our profitability and liquidity and weaken our financial condition.
- Changes in and compliance with environmental laws could adversely impact our financial results.
- Provisions of our charter documents or Delaware law could delay or prevent an acquisition of our company, even if the acquisition would be beneficial to our stockholders, and could make it more difficult to change management.
- Significant developments arising from recent U.S. Government proposals concerning tariffs and other economic proposals could adversely impact our business.

We believe the items we have outlined above are important factors that could cause estimates included in our financial statements to differ materially from actual results and those expressed in a forward-looking statement made in this report or elsewhere by us or on our behalf. We have discussed these factors in more detail in our Annual Report on Form 10-K for the year ended September 30, 2019. These factors are not necessarily all of the factors that could affect us. Unpredictable or unanticipated factors we have not discussed in this report could also have material adverse effects on actual results. We do not intend to update our description of important factors each time a potential important factor arises, except as required by applicable securities laws and regulations. We advise our shareholders that they should (1) be aware that factors not referred to above could affect the accuracy of our forward-looking statements and (2) use caution when considering our forward-looking statements.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the accompanying condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q and with our Annual Report on Form 10-K for the year ended September 30, 2019, which was filed with the Securities and Exchange Commission (SEC) on December 5, 2019 and is available on the SEC's website at www.sec.gov.

Overview

We develop, design, manufacture and service custom-engineered equipment and systems for the distribution, control and monitoring of electrical energy. Headquartered in Houston, Texas, we serve the oil and gas markets, including onshore and offshore oil and gas production, pipeline, refining and liquid natural gas terminals, as well as petrochemical, electric utility and light traction power. Revenues and costs are primarily related to custom engineered-to-order equipment and systems and are accounted for under percentage-of-completion accounting which precludes us from providing detailed price and volume information. Our backlog includes various projects that typically take a number of months to produce.

The markets in which we participate are capital-intensive and cyclical in nature. Cyclicality is predominantly driven by customer demand, global economic conditions and anticipated environmental, safety or regulatory changes which affect the manner in which our customers proceed with capital investments. Our customers analyze various factors including the demand and price for oil, gas and electrical energy, the overall economic and financial environment, governmental budgets, regulatory actions and environmental concerns. These factors influence the release of new capital projects by our customers, which are traditionally awarded in competitive bid situations. Scheduling of projects is matched to the customer requirements and projects typically take a number of months to produce. Schedules may change during the course of any particular project, and our operating results can, therefore, be impacted by factors outside of our control.

Within the industrial sector, specifically oil, gas and petrochemical, the demand for our electrical distribution solutions is very cyclical and highly correlated to the level of capital expenditures of our end user customers as well as prevailing global economic conditions. Substantial volatility in commodity prices in recent years has resulted in many of our industrial end user customers deferring, suspending or terminating capital expenditures, resulting in reduced volumes across the business.

Beginning in late Fiscal 2018, the combination of a growing global economy and abundant sources of favorably priced natural gas feedstock are driving an increase in capital investment opportunities, specifically across the oil, gas and petrochemical sectors. We have seen opportunities for natural gas related projects targeting global demand for cleaner burning fuels. Additionally, projects within the domestic petrochemical sector have benefited from the low feedstock prices of natural gas.

Impact of the COVID-19 Pandemic and Oil Price Volatility on Powell

The global spread of COVID-19 has created significant volatility, uncertainty and economic disruption across the globe during Fiscal 2020. In addition, there have recently been significant reductions in oil and gas demand and steep declines in oil prices. We have continued to operate as an "essential business" across all of our locations. As discussed further under the heading "Outlook" below, it is difficult to predict the economic impact that this pandemic, as well as reduced oil and gas demand and the steep decline in oil prices may have on our business, results of operations and cash flows going forward. Our results of operations for the six months ended March 31, 2020 were not impacted by the COVID-19 and reductions in oil and gas demand noted above.

Results of Operations

Quarter Ended March 31, 2020 Compared to the Quarter Ended March 31, 2019 (Unaudited)

Revenue and Gross Profit

Revenues increased by 22%, or $27.8 million, to $151.6 million in the second quarter of Fiscal 2020, primarily due to improved market conditions in our petrochemical and oil and gas markets beginning in late Fiscal 2018. Domestic revenues increased by 24%, or $23.5 million, to $120.9 million in the second quarter of Fiscal 2020. International revenues increased by 16%, or $4.3 million, to $30.7 million in the second quarter of Fiscal 2020, primarily driven by increased activity in our international operations. Our international revenues include both revenues generated from our international facilities as well as revenues from export projects generated at our domestic facilities.

Revenue from our oil and gas markets decreased by 7%, or $4.1 million, to $52.0 million in the second quarter of Fiscal 2020 while petrochemical revenue increased by 110%, or $24.8 million, to $47.3 million in the second quarter of Fiscal 2020 driven by the previous strength across the core oil and gas and petrochemical end markets when these projects were awarded in Fiscal

2018 and 2019. The petrochemical sector has benefited from lower natural gas prices. Revenue from utility markets increased by 19%, or $3.9 million, to $24.3 million and traction market revenue increased by 131%, or $7.9 million, to $13.9 million in the second quarter of Fiscal 2020, primarily driven by our mix of projects. Revenue from all other markets combined decreased by $4.7 million to $14.1 million in the second quarter of Fiscal 2020.

Gross profit increased by 48%, or $9.6 million, to $29.7 million, for the second quarter of Fiscal 2020 compared to the second quarter of Fiscal 2019. Gross profit as a percentage of revenues increased to 20% in the second quarter of Fiscal 2020, compared to 16% in the second quarter of Fiscal 2019 due to strong prior period market conditions, cost efficiencies and increased volume in our domestic and international manufacturing facilities.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased by 8%, or $1.4 million, to $18.6 million in the second quarter of Fiscal 2020, primarily due to increased personnel costs and variable incentive compensation associated with increased project volume and profitability. Selling, general and administrative expenses, as a percentage of revenues, decreased to 12% during the second quarter of Fiscal 2020 compared to 14% in the second quarter of Fiscal 2019, primarily due to the increase in revenues and our continued focus on our cost structure.

Income Tax Provision

We recorded an income tax provision of $2.1 million in the second quarter of Fiscal 2020, compared to an income tax provision of $0.4 million in the second quarter of Fiscal 2019. The effective tax rate for the second quarter of Fiscal 2020 was 22%, compared to an effective tax rate of 30% in the second quarter of Fiscal 2019. For the three months ended March 31, 2020, the effective tax rate was favorably impacted by the Research and Development (R&D) Tax Credit as well as the projected utilization of net operating loss carryforwards in Canada that were fully reserved with a valuation allowance and negatively impacted by a discrete item related to the establishment of a valuation allowance against the UK deferred tax assets. The effective tax rate for the three months ended March 31, 2019 was negatively impacted by Canadian losses recognized that were fully reserved with a valuation allowance.

Net Income

In the second quarter of Fiscal 2020, net income of $7.4 million, or $0.64 per diluted share, improved from net income of $1.0 million, or $0.08 per diluted share, in the second quarter of Fiscal 2019, primarily due to improved market conditions coming into Fiscal 2020 and efficiencies from increased volume in our domestic and Canadian manufacturing facilities.

Backlog

The order backlog at March 31, 2020 was $566.4 million, an increase of 33% from $425.9 million at December 31, 2019 and a 43% increase over the $397.2 million backlog at March 31, 2019. New orders increased by 53% in the second quarter of Fiscal 2020 to $300.7 million, compared to $196.7 million in the second quarter of Fiscal 2019, as the business was awarded a substantial contract in January 2020 that will support the integrated electrical distribution requirements for a large industrial complex being built in the United States. This specific project will take over three years to design, manufacture, integrate, test and ship.

Six Months Ended March 31, 2020 Compared to the Six Months Ended March 31, 2019 (Unaudited)

Revenue and Gross Profit

Revenues increased by 23%, or $52.6 million, to $285.7 million in the six months ended March 31, 2020, primarily due to improved market conditions in our petrochemical and oil and gas markets beginning in late Fiscal 2018. Domestic revenues increased by 21%, or $39.8 million, to $227.0 million in the six months ended March 31, 2020. International revenues increased by 28%, or $12.9 million, to $58.7 million in the six months ended March 31, 2020, primarily driven by increased activity in our international operations. Our international revenues include both revenues generated from our international facilities as well as revenues from export projects generated at our domestic facilities.

Revenue from our oil and gas markets increased by 6%, or $6.3 million, to $111.9 million in the six months ended March 31, 2020 while petrochemical revenue increased by 84%, or $35.5 million, to $77.8 million in the six months ended March 31, 2020 driven by the previous strength across the core oil and gas and petrochemical end markets when these projects were awarded in Fiscal 2018 and 2019. Revenue from utility markets increased by 19%, or $7.6 million, to $47.3 million and traction market revenue increased by 102%, or $11.3 million, to $22.3 million in the six months ended March 31, 2020, primarily driven by our mix of projects. Revenue from all other markets combined decreased by $8.1 million to $26.4 million in the six months ended March 31, 2020.

Gross profit increased by 48%, or $16.8 million, to $51.5 million, for the six months ended March 31, 2020 compared to the six months ended March 31, 2019. Gross profit as a percentage of revenues increased to 18% in the six months ended March 31, 2020, compared to 15% in the six months ended March 31, 2019 due to strong prior period market conditions, cost efficiencies and increased volume in our domestic and international manufacturing facilities.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased by 8%, or $2.7 million, to $35.9 million in the six months ended March 31, 2020, primarily due to increased personnel costs and variable incentive compensation associated with increased project volume and profitability. Selling, general and administrative expenses, as a percentage of revenues, decreased to 13% during the six months ended March 31, 2020, compared to 14% during the six months ended March 31, 2019, primarily due to the increase in revenues and our continued focus on our cost structure.

Income Tax Provision

We recorded an income tax provision of $2.7 million in the six months ended March 31, 2020, compared to an income tax provision of $0.2 million in the six months ended March 31, 2019. The effective tax rate for the six months ended March 31, 2020 was 21%, compared to an effective tax rate of negative 11% for the six months ended March 31, 2019. For the six months ended March 31, 2020, the effective tax rate was favorably impacted by the R&D Tax Credit as well as the projected utilization of net operating loss carryforwards in Canada that were fully reserved with a valuation allowance and negatively impacted by a discrete item related to the establishment of a valuation allowance against the UK deferred tax assets. The effective tax rate for the six months ended March 31, 2019 was adversely impacted by Canadian losses recognized that were fully reserved with a valuation allowance.

Net Income

In the six months ended March 31, 2020, net income of $10.2 million, or $0.87 per diluted share, improved from a net loss of $1.7 million, or $0.15 loss per diluted share, in the six months ended March 31, 2019.

Backlog

The order backlog at March 31, 2020 was $566.4 million, a 35% increase from the $419.0 million at September 30, 2019. New orders increased by 19% during the six months ended March 31, 2020 to $438.1 million, compared to $369.1 million in the six months ended March 31, 2019, due to the timing of select orders awarded in the six months ended March 31, 2020, as the business was awarded a substantial contract in January 2020 that will support the integrated electrical distribution requirements for a large industrial complex being built in the United States. This specific project will take over three years to design, manufacture, integrate, test and ship.

Outlook

The markets in which we participate are capital-intensive and cyclical in nature. Cyclicality is predominantly driven by customer demand, global economic conditions and anticipated environmental, safety or regulatory changes which affect the manner in which our customers proceed with capital investments. Our customers analyze various factors including the demand and price for oil, gas and electrical energy, the overall economic and financial environment, governmental budgets, regulatory actions and environmental concerns. These factors influence the release of new capital projects by our customers, which are traditionally awarded in competitive bid situations. Scheduling of projects is matched to customer requirements, and projects typically take a number of months to produce. Schedules may change during the course of any particular project, and our operating results can, therefore, be impacted by factors outside of our control.

A significant portion of our revenues have historically been from the oil, gas and petrochemical markets. Oil and gas commodity price levels have been unstable over the last several years, and our customers delayed some of their major capital investment projects. Beginning in late Fiscal 2018, our customers' decisions to invest in projects in our key oil and gas and petrochemical markets were influenced somewhat by the stabilization of commodity prices and the increased global demand for cleaner burning fuels during that period of time. We believe that change in market sentiment during that period of time had a favorable impact on our orders and backlog entering Fiscal 2020, although recent declines in oil prices may negatively impact our business going forward, as discussed in more detail below. Specific to natural gas, the business was awarded a substantial contract in January 2020 that will support the integrated electrical distribution requirements for a large industrial complex being built in the United States. This specific project will take over three years to design, manufacture, integrate, test and ship.

Our operating results are impacted by factors such as the timing of new order awards, customer approval of final engineering and design specifications and delays in customer construction schedules, all of which contribute to short-term earnings variability and the timing of project execution. Our operating results also have been, and could continue to be, impacted by the timing and resolution of change orders, project close-out and resolution of potential contract claims and liquidated damages, all of which could improve or deteriorate gross margins during the period in which these items are resolved with our customers. These factors may result in periods of underutilization of our resources and facilities and negatively impact our ability to cover our fixed costs. The increased orders in Fiscal 2018 and 2019 have led to improvement in revenues and operating results for the first six months of Fiscal 2020. We continue to monitor the factors that drive our markets and will continue to strive to maintain our leadership and competitive advantage in the markets we serve while aligning our cost structure and workforce with these changing market conditions.

The global spread of COVID-19 has created significant volatility, uncertainty and economic disruption across the globe during Fiscal 2020. In addition, there have recently been significant reductions in oil and gas demand and steep declines in oil prices. Certain of our customers have asked that we delay our manufacturing on their projects as their operations have been negatively impacted by this pandemic and the reduced oil and gas demand and steep declines in oil prices. We continue to monitor and work with our suppliers who have been impacted by this pandemic to ensure we are able to meet our customer commitments. We also have reviewed and will continue to review our contracts with our suppliers, and we may need to make adjustments accordingly. From an operations standpoint, although our facilities are located in areas that have been or continue to be subject to stay-at-home orders, we have not closed any of our facilities for an extended amount of time and have continued to operate as an "essential business" under these orders across all of our locations. We continue to take the necessary steps to promote social distancing and enhanced cleaning efforts in our offices and facilities in an effort to keep our employees, customers and vendors safe. We are also exploring the use of technology across our operations to further enhance social distancing and improve safety. These safety precautions may have an adverse impact on our efficiency and productivity going forward.

As a result of the circumstances noted above, we anticipate a decrease in commercial activity which will negatively impact our business, results of operations and cash flows going forward. We have and may need to continue to adjust our workforce and labor costs to correspond to the reduced customer demand. We will take prudent measures to maintain our strong liquidity and cash position, which may include reducing our capital expenditures and research and development costs, as well as reducing or eliminating future dividend payments. However, the extent to which the COVID-19 pandemic specifically will impact our business will depend on numerous factors that are hard to predict, some of which include: the duration, spread and severity of the pandemic; governmental actions in response to the pandemic, including travel restrictions and quarantine or related orders; any closures of our offices and facilities or those of our suppliers as a result of the pandemic, and how quickly and to what extent normal economic and operating conditions can resume. Therefore, the magnitude of the impact on our business, results of operations and cash flows is not currently known.

Liquidity and Capital Resources

As of March 31, 2020, current assets exceeded current liabilities by 2.3 times and our debt to total capitalization was 0.27%.

Cash, cash equivalents and short-term investments decreased to $120.6 million at March 31, 2020, compared to $124.7 million at September 30, 2019. Our increase in project volume typically requires cash to fund operations. We believe that our strong working capital position, available borrowings under our credit facility (U.S. Revolver) and available cash should be sufficient to finance future operating activities, capital improvements, research and development initiatives and debt repayments for the foreseeable future.

Our U.S. Revolver is a $75.0 million revolving credit facility, which is available for both borrowings and letters of credit. As of March 31, 2020, there were no amounts borrowed under this facility, and letters of credit outstanding were $35.1 million. As of March 31, 2020, $39.9 million was available for the issuance of letters of credit and borrowing under the U.S. Revolver. Total long-term debt, including current maturities, totaled $0.8 million at March 31, 2020 related to outstanding industrial development revenue bonds. For further information regarding our debt, see Note E of Notes to Condensed Consolidated Financial Statements.

Approximately $20.8 million of our cash and cash equivalents at March 31, 2020 was held outside of the U.S. for international operations. It is our intention to indefinitely reinvest all current and future foreign earnings internationally in order to ensure sufficient working capital to support our international operations. In the event that we elect to repatriate some or all of the foreign earnings that were previously deemed to be indefinitely reinvested outside the U.S., we may incur additional tax expense upon such repatriation under current tax laws.

Operating Activities

Operating activities provided net cash of $7.4 million during the six months ended March 31, 2020 and $26.0 million during the same period in Fiscal 2019. Cash flow from operations is primarily influenced by project volume, the timing of milestone payments from our customers and the payment terms with our suppliers. This decrease in operating cash flow was primarily due to the timing of project billings and the receipt of a $6.6 million income tax refund during the six months ended March 31, 2019.

Investing Activities

Investing activities provided $2.7 million during the six months ended March 31, 2020 compared to $5.3 million during the same period in Fiscal 2019. The decrease in cash provided by investing activities in the first six months of in Fiscal 2020 was primarily due to an increase of $1.5 million in the purchases of plant, property and equipment in the first six months of Fiscal 2020 and is primarily related to our increase in project activity.

Financing Activities

Net cash used in financing activities was $7.0 million during the six months ended March 31, 2020 and $7.5 million during the same period in Fiscal 2019, which primarily consisted of approximately $6.0 million of dividends paid in each period.

New Accounting Standards

See Note A of Notes to Condensed Consolidated Financial Statements included in this report for information on new accounting standards.

Critical Accounting Policies and Estimates

The discussion and analysis of our financial condition and results of operations are based on our condensed consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities known to exist at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. We evaluate our estimates on an ongoing basis, based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. There can be no assurance that actual results will not differ from those estimates.

Effective October 1, 2019, we adopted the new lease accounting standard which resulted in changes to our lease policy. See Note I of Notes to Condensed Consolidated Financial Statements for information on the new lease accounting guidance and related disclosures. There have been no other material changes to our critical accounting policies as disclosed in our Annual Report on Form 10-K for the year ended September 30, 2019.

Item 3. ***Quantitative and Qualitative Disclosures About Market Risk***

We are exposed to certain market risks arising from transactions we have entered into in the normal course of business. These risks primarily relate to fluctuations in market conditions, commodity prices, foreign currency transactions and interest rates.

Market Risk

We are exposed to general market risk and its potential impact on accounts receivable or costs and estimated earnings in excess of billings on uncompleted contracts. The amounts recorded may be at risk if our customers' ability to pay these obligations is negatively impacted by economic conditions. Our customers are typically in the oil and gas markets, including onshore and offshore oil and gas production, pipeline, refining and liquefied natural gas terminals, as well as petrochemical, electric utility and light traction power. Occasionally, our customer may be an engineering, procurement and construction firm (EPC) which may increase our market risk exposure based on the business climate of the EPC firm. We maintain ongoing discussions with customers regarding contract status with respect to payment status, change orders and billing terms in an effort to monitor collections of amounts billed.

Commodity Price Risk

We are subject to market risk from fluctuating market prices of certain raw materials used in our products. While such materials are typically available from numerous suppliers, commodity raw materials are subject to price fluctuations. We attempt to pass along such commodity price increases to our customers on a contract-by-contract basis to avoid a negative effect on profit margin.

While we may do so in the future, we have not currently entered into any derivative contracts to hedge our exposure to commodity risk. We continue to experience price volatility with some of our key raw materials and components. Fixed-price contracts may limit our ability to pass cost increases to our customers, thus negatively impacting our earnings. Fluctuations in commodity prices may have a material impact on our future earnings and cash flows.

Foreign Currency Transaction Risk

We have operations that expose us to currency risk in the British Pound Sterling, the Canadian Dollar and to a lesser extent the Euro. Amounts invested in our foreign operations are translated into U.S. Dollars at the exchange rates in effect at the balance sheet date. The resulting translation adjustments are recorded as accumulated other comprehensive loss, a component of stockholders' equity in our Condensed Consolidated Balance Sheets. We believe the exposure to the effects that fluctuating foreign currencies have on our consolidated results of operations is limited because the foreign operations primarily invoice customers and collect obligations in their respective currencies or U.S. Dollars. Additionally, expenses associated with these transactions are generally contracted and paid for in the same local currencies. For the six months ended March 31, 2020, our realized foreign exchange loss was $0.3 million and is included in selling, general and administrative expenses in the Condensed Consolidated Statements of Operations.

Our accumulated other comprehensive loss, which is included as a component of stockholders' equity, was $29.1 million as of March 31, 2020, an increase of $4.5 million compared to September 30, 2019. This increase in comprehensive loss was primarily a result of fluctuations in the currency exchange rates for the Canadian Dollar and British Pound Sterling as we remeasured the foreign operations of those divisions.

We do not typically hedge our exposure to potential foreign currency translation adjustments.

Interest Rate Risk

If we borrow under our U.S. Revolver, we will be subject to market risk resulting from changes in interest rates related to our floating rate bank credit facility. If we were to make such borrowings, a hypothetical 100 basis point increase in variable interest rates may result in a material impact to our financial statements. While we do not currently have any derivative contracts to hedge our exposure to interest rate risk, in the past we have entered and may in the future enter into such contracts. During each of the periods presented, we have not experienced a significant effect on our business due to changes in interest rates.

Item 4. *Controls and Procedures*

Evaluation of Disclosure Controls and Procedures

We have established and maintain a system of disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our reports filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended (Exchange Act), is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to our management, including our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as appropriate, to allow timely decisions regarding required disclosures.

Management, with the participation of our CEO and CFO, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of the end of the period covered by this report. Based on such evaluation, our CEO and CFO have each concluded that as of the end of the period covered by this report, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act 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 the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosures.

Changes in Internal Control over Financial Reporting

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

PART II — OTHER INFORMATION

Item 1. *Legal Proceedings*

We are involved in various legal proceedings, claims and other disputes arising from our commercial operations, projects, employees and other matters which, in general, are subject to uncertainties and in which the outcomes are not predictable. Although we can give no assurances about the resolution of pending claims, litigation or other disputes and the effect such outcomes may have on us, management believes that any ultimate liability resulting from the outcome of such proceedings, to the extent not otherwise provided or covered by insurance, will not have a material adverse effect on our consolidated financial position or results of operations or liquidity.

Item 1A. *Risk Factors*

Except as discussed below, there have been no material changes from the risk factors previously disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2019 (the "Annual Report"), filed on December 5, 2019. Our business is subject to a variety of risks and uncertainties, including, but not limited to, the risks and uncertainties described in Part I, Item 1A, “Risk Factors” in the Annual Report. We previously disclosed in our Annual Report a risk factor with the heading, “*Catastrophic events could disrupt our business.*” The following supplements and updates this risk factor previously disclosed in our Annual Report.

Catastrophic events, including natural disasters, health epidemics (including the COVID-19 pandemic), acts of war and terrorism, among others, could disrupt our business.

The occurrence of catastrophic events, ranging from natural disasters to health epidemics (including the COVID-19 pandemic), to acts of war and terrorism, among others, could disrupt or delay our ability to operate our business and complete projects for our customers and could potentially expose us to third-party liability claims. We may declare the existence of a force majeure event under our contracts in certain situations; however, a customer may dispute our force majeure claim, which may result in additional liabilities. Losses arising from such events may or may not be fully covered by our various insurance policies or may be subject to deductibles or exceed coverage limits. In addition, such events could result in temporary or long-term delays and/or cancellations of orders for raw materials from our suppliers that could impact our project execution. These situations or other disruptions are outside of our control and may adversely impact our business and results of operations.

For example, the global spread of COVID-19 has created significant volatility, uncertainty and economic disruption across the globe in Fiscal 2020. It is difficult to predict the economic impact that the COVID-19 pandemic may have on our business, results of operations and cash flows going forward. For example, certain of our customers have asked that we delay our manufacturing on their projects as their operations have been negatively impacted by this pandemic and the reduced oil and gas demand and steep declines in oil prices. These delays may have a negative effect on the timing of revenue recognition and cash flow. Any delays in the supply of material or labor, could negatively impact our production schedule and delay the completion of certain projects. The extent to which the COVID-19 pandemic specifically will impact our business will depend on numerous factors that are hard to predict, some of which include: the duration, spread and severity of the pandemic; governmental actions in response to the pandemic, including travel restrictions and quarantine or related orders; any closures of our offices and facilities or those of our suppliers as a result of the pandemic, and how quickly and to what extent normal economic and operating conditions can resume. Any of these factors, as well as other related business impacts resulting from COVID-19, could contribute to the risks and uncertainties described in our Annual Report. As a result, the magnitude of the impact on our business, results of operations and cash flows is not currently known.

Item 6. *Exhibits*

Number		Description of Exhibits
3.1	—	Certificate of Incorporation of Powell Industries, Inc. filed with the Secretary of State of the State of Delaware on February 11, 2004 (filed as Exhibit 3.1 to our Form 8-A/A filed November 1, 2004, and incorporated herein by reference).
3.2	—	Amended and Restated Bylaws of Powell Industries, Inc. (filed as Exhibit 3.1 to our Form 8-K filed October 12, 2012, and incorporated herein by reference).
*31.1	—	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a).
*31.2	—	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a).
**32.1	—	Certification of Chief Executive Officer Pursuant to Section 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
**32.2	—	Certification of Chief Financial Officer Pursuant to Section 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*101.INS	—	XBRL Instance Document
*101.SCH	—	XBRL Taxonomy Extension Schema Document
*101.CAL	—	XBRL Taxonomy Extension Calculation Linkbase Document
*101.DEF	—	XBRL Taxonomy Extension Definition Linkbase Document
*101.LAB	—	XBRL Taxonomy Extension Label Linkbase Document
*101.PRE	—	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith

** Furnished herewith

SIGNATURES

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

POWELL INDUSTRIES, INC.
(Registrant)

Date: May 6, 2020	By:	/s/ Brett A. Cope
		Brett A. Cope President and Chief Executive Officer (Principal Executive Officer)
Date: May 6, 2020	By:	/s/ Michael W. Metcalf
		Michael W. Metcalf Executive Vice President Chief Financial Officer (Principal Financial Officer)

EXHIBIT 31.1

CERTIFICATION

I, Brett A. Cope, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Powell Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

/s/ Brett A. Cope
Brett A. Cope
President and Chief Executive Officer
(Principal Executive Officer)

Date: May 6, 2020

EXHIBIT 31.2

CERTIFICATION

I, Michael W. Metcalf, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Powell Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Michael W. Metcalf
Michael W. Metcalf
Executive Vice President
Chief Financial Officer
(Principal Financial Officer)

Date: May 6, 2020

EXHIBIT 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Quarterly Report (the “Report”) on Form 10-Q of Powell Industries, Inc. (the “Company”) for the quarter ended March 31, 2020, as filed with the Securities and Exchange Commission on the date hereof, I, Brett A. Cope, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly represents, in all material respects, the financial condition and results of operations of the Company.

/s/ Brett A. Cope
Brett A. Cope
President and Chief Executive Officer

Date: May 6, 2020

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this Quarterly Report (the "Report") on Form 10-Q of Powell Industries, Inc. (the "Company") for the quarter ended March 31, 2020, as filed with the Securities and Exchange Commission on the date hereof, I, Michael W. Metcalf, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly represents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael W. Metcalf
Michael W. Metcalf
Executive Vice President
Chief Financial Officer

Date: May 6, 2020