
**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, 2021

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

(State or other jurisdiction of
incorporation or organization)

8550 Mosley Road

Houston

Texas

(Address of principal executive offices)

88-0106100

(I.R.S. Employer
Identification No.)

77075-1180

(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 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 3, 2021, there were 11,691,673 outstanding shares of the registrant's common stock, par value \$0.01 per share.

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
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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, 2021	September 30, 2020
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 134,093	\$ 160,216
Short-term investments	19,852	18,705
Accounts receivable, less allowance for credit losses of \$382 and \$510	72,070	69,957
Contract assets	42,728	50,995
Inventories	30,031	28,968
Income taxes receivable	147	467
Prepaid expenses	2,061	4,402
Other current assets	1,806	1,948
Total Current Assets	302,788	335,658
Property, plant and equipment, net	113,653	114,372
Operating lease assets, net	4,390	5,217
Goodwill and intangible assets, net	1,072	1,161
Deferred income taxes	4,666	3,644
Other assets	14,179	12,226
Total Assets	\$ 440,748	\$ 472,278
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Current maturities of long-term debt	\$ 400	\$ 400
Accounts payable	39,598	35,029
Contract liabilities	54,098	79,445
Accrued compensation and benefits	13,356	21,739
Accrued product warranty	2,467	2,771
Current operating lease liabilities	1,948	2,352
Income taxes payable	310	1,861
Other current liabilities	8,778	9,350
Total Current Liabilities	120,955	152,947
Long-term debt, net of current maturities	—	400
Deferred compensation	8,413	6,710
Long-term operating lease liabilities	2,897	3,434
Other long-term liabilities	2,151	2,161
Total Liabilities	134,416	165,652
Commitments and Contingencies (Note F)		
Stockholders' Equity:		
Preferred stock, par value \$0.01; 5,000,000 shares authorized; none issued	—	—
Common stock, par value \$0.01; 30,000,000 shares authorized; 12,497,691 and 12,422,411 shares issued, respectively	125	124
Additional paid-in capital	63,112	61,998
Retained earnings	287,364	294,016
Treasury stock, 806,018 shares at cost	(24,999)	(24,999)
Accumulated other comprehensive loss	(19,270)	(24,513)
Total Stockholders' Equity	306,332	306,626
Total Liabilities and Stockholders' Equity	\$ 440,748	\$ 472,278

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,	
	2021	2020	2021	2020
Revenues	\$ 118,716	\$ 151,570	\$ 225,291	\$ 285,720
Cost of goods sold	101,563	121,885	189,867	234,209
Gross profit	17,153	29,685	35,424	51,511
Selling, general and administrative expenses	16,675	18,573	33,549	35,861
Research and development expenses	1,601	1,783	3,274	3,258
Amortization of intangible assets	44	44	88	88
Operating income (loss)	(1,167)	9,285	(1,487)	12,304
Interest expense	51	60	101	127
Interest income	(47)	(330)	(158)	(711)
Income (loss) before income taxes	(1,171)	9,555	(1,430)	12,888
Income tax provision (benefit)	(946)	2,134	(841)	2,692
Net income (loss)	\$ (225)	\$ 7,421	\$ (589)	\$ 10,196
Earnings (loss) per share:				
Basic	\$ (0.02)	\$ 0.64	\$ (0.05)	\$ 0.88
Diluted	\$ (0.02)	\$ 0.64	\$ (0.05)	\$ 0.87
Weighted average shares:				
Basic	11,707	11,621	11,690	11,617
Diluted	11,707	11,681	11,690	11,673
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 (Unaudited)
(In thousands)

	Three months ended March 31,		Six months ended March 31,	
	2021	2020	2021	2020
Net income (loss)	\$ (225)	\$ 7,421	\$ (589)	\$ 10,196
Foreign currency translation adjustments	894	(6,916)	5,243	(4,529)
Comprehensive income	\$ 669	\$ 505	\$ 4,654	\$ 5,667

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	Retained	Treasury Stock		Accumulated	Totals
	Shares	Amount	Paid-in Capital	Earnings	Shares	Amount	Other	
							Comprehensive Income/(Loss)	
Balance, September 30, 2020	12,422	\$ 124	\$ 61,998	\$ 294,016	(806)	\$ (24,999)	\$ (24,513)	\$ 306,626
Net loss	—	—	—	(364)	—	—	—	(364)
Foreign currency translation adjustments	—	—	—	—	—	—	4,349	4,349
Stock-based compensation	59	1	893	—	—	—	—	894
Shares withheld in lieu of employee tax withholding	—	—	(632)	—	—	—	—	(632)
Dividends paid	—	—	—	(3,028)	—	—	—	(3,028)
Balance, December 31, 2020	12,481	\$ 125	\$ 62,259	\$ 290,624	(806)	\$ (24,999)	\$ (20,164)	\$ 307,845
Net loss	—	—	—	(225)	—	—	—	(225)
Foreign currency translation adjustments	—	—	—	—	—	—	894	894
Stock-based compensation	17	—	853	—	—	—	—	853
Dividends paid	—	—	—	(3,035)	—	—	—	(3,035)
Balance, March 31, 2021	12,498	\$ 125	\$ 63,112	\$ 287,364	(806)	\$ (24,999)	\$ (19,270)	\$ 306,332

	Common Stock		Additional	Retained	Treasury Stock		Accumulated	Totals
	Shares	Amount	Paid-in Capital	Earnings	Shares	Amount	Other	
							Comprehensive Income/(Loss)	
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	17	—	968	—	—	—	—	968
Dividends paid	—	—	—	(3,015)	—	—	—	(3,015)
Balance, March 31, 2020	12,420	\$ 124	\$ 60,492	\$ 293,590	(806)	\$ (24,999)	\$ (29,076)	\$ 300,131

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,	
	2021	2020
Operating Activities:		
Net income (loss)	\$ (589)	\$ 10,196
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	5,289	5,241
Stock-based compensation	1,747	1,950
Bad debt expense (recovery), net	(132)	51
Deferred income taxes	(1,022)	706
Changes in operating assets and liabilities:		
Accounts receivable, net	(820)	20,446
Contract assets and liabilities, net	(16,647)	(19,614)
Inventories	(707)	(2,095)
Income taxes	(1,231)	127
Prepaid expenses and other current assets	2,542	2,847
Accounts payable	3,908	(5,602)
Accrued liabilities	(9,119)	(5,163)
Other, net	(1,298)	(1,672)
Net cash provided by (used in) operating activities	(18,079)	7,418
Investing Activities:		
Purchases of short-term investments	(15,835)	—
Maturities of short-term investments	15,788	6,146
Purchases of property, plant and equipment, net	(1,590)	(3,469)
Proceeds from life insurance policies	474	—
Net cash provided by (used in) investing activities	(1,163)	2,677
Financing Activities:		
Payments on industrial development revenue bonds	(400)	(400)
Shares withheld in lieu of employee tax withholding	(632)	(611)
Dividends paid	(6,063)	(6,028)
Net cash used in financing activities	(7,095)	(7,039)
Net increase (decrease) in cash and cash equivalents	(26,337)	3,056
Effect of exchange rate changes on cash and cash equivalents	214	(1,124)
Cash and cash equivalents at beginning of period	160,216	118,639
Cash and cash equivalents at end of period	\$ 134,093	\$ 120,571

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

POWELL INDUSTRIES, INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements (Unaudited)

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 which (1) distribute, control and monitor the flow of electrical energy and (2) provide protection to motors, transformers and other electrically powered equipment. We are headquartered in Houston, Texas and serve the oil and gas markets, including onshore and offshore oil and gas production, petrochemical, liquefied natural gas (LNG) terminals, pipeline, terminal, mining and metals, light rail traction power, electric utility, pulp and paper and other heavy industrial markets.

Impact of the COVID-19 Pandemic and Oil and Gas Commodity Market Volatility on Powell

Through the first half of Fiscal 2021, the COVID-19 pandemic continues to significantly impact global economic conditions. This pandemic has negatively impacted energy demand, which in turn has resulted in considerable volatility across global oil and gas commodity markets. As a result, some of our industrial customers are deferring or suspending their planned capital expenditures. Certain of our customers have asked that we delay or cancel our manufacturing on their projects as their operations have been negatively impacted by this pandemic and the reduced oil and gas demand which has resulted in recognition of cancellation fees based on contract terms and the extent of our progress on the projects. We continue to work with and review the contracts with our key suppliers who have been impacted by this pandemic to ensure that we are able to meet our customer commitments.

The consequences of a prolonged global economic decline could include, but are not limited to, a continued reduction in commercial and industrial activity. Accordingly, the Company cannot reasonably estimate the duration or severity of this pandemic, or the extent to which the disruption may materially impact our business, results of operations or cash flows. 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.

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, 2020, which was filed with the Securities and Exchange Commission (SEC) on December 9, 2020.

References to Fiscal 2021 and Fiscal 2020 used throughout this report shall mean our fiscal years ended September 30, 2021 and 2020, respectively.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with 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 credit losses, 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), liquidated damages and other contingent liabilities require judgments regarding the amount of expenses that will ultimately be incurred. We base our estimates on historical experience, forecasts and 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 Standard

In June 2016, the Financial Accounting Standards Board (FASB) issued a new topic on measurement of credit losses. The topic introduces an impairment model known as the current expected credit loss (CECL) model that is based on an expected loss methodology rather than an incurred loss methodology for financial instruments. Under the new topic, an entity recognizes as an allowance its estimate of expected credit losses with the intention of improving financial reporting by requiring timelier recognition of such losses. We adopted this topic on October 1, 2020 and such adoption did not have a material impact on our consolidated financial statements.

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,	
	2021	2020	2021	2020
<i>Numerator:</i>				
Net income (loss)	\$ (225)	\$ 7,421	\$ (589)	\$ 10,196
<i>Denominator:</i>				
Weighted average basic shares	11,707	11,621	11,690	11,617
Dilutive effect of restricted stock units	—	60	—	56
Weighted average diluted shares	11,707	11,681	11,690	11,673
<i>Earnings (loss) per share:</i>				
Basic	\$ (0.02)	\$ 0.64	\$ (0.05)	\$ 0.88
Diluted	\$ (0.02)	\$ 0.64	\$ (0.05)	\$ 0.87

For the three and six months ended March 31, 2021, 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 Credit Losses

Activity in our allowance for credit losses consisted of the following (in thousands):

	Three months ended March 31,		Six months ended March 31,	
	2021	2020	2021	2020
Balance at beginning of period	\$ 493	\$ 346	\$ 510	\$ 301
Bad debt expense (recovery), net	(113)	9	(132)	51
Uncollectible accounts written off, net of recoveries	—	(45)	(10)	(55)
Change due to foreign currency translation	2	(10)	14	3
Balance at end of period	<u>\$ 382</u>	<u>\$ 300</u>	<u>\$ 382</u>	<u>\$ 300</u>

Inventories

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

	March 31, 2021	September 30, 2020
Raw materials, parts and sub-assemblies, net	\$ 29,302	\$ 27,429
Work-in-progress	729	1,539
Total inventories	<u>\$ 30,031</u>	<u>\$ 28,968</u>

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,	
	2021	2020	2021	2020
Balance at beginning of period	\$ 2,675	\$ 3,162	\$ 2,771	\$ 2,946
Increase to warranty expense	395	784	1,053	1,627
Deduction for warranty charges	(609)	(670)	(1,388)	(1,315)
Change due to foreign currency translation	6	—	31	18
Balance at end of period	<u>\$ 2,467</u>	<u>\$ 3,276</u>	<u>\$ 2,467</u>	<u>\$ 3,276</u>

D. Revenue

Revenue Recognition

Our revenues are primarily 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, switches 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. 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 93% of total revenues for the three months ended March 31, 2021, 92% of total revenues for the six months ended March 31, 2021 and 96% of total revenues for each of the three and six months ended March 31, 2020.

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 7% of total revenues for the three months ended March 31, 2021, 8% of total revenues for the six months ended March 31, 2021 and 4% of total revenues for each of the three and six months ended March 31, 2020.

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 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 include a standard one year assurance warranty. 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, 2021, we had backlog of \$436.6 million, of which approximately \$322.7 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, 2021 and 2020, our operating results were positively impacted by \$8.2 million and \$9.0 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 revenue and reduced costs recognized from project cancellations and 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, contract assets and contract liabilities in our Condensed Consolidated Balance Sheets.

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. The timing of contract billing milestones related to our Fiscal 2020 contract award for a large industrial project contributed significantly to our net contract liability at September 30, 2020 and March 31, 2021.

Contract assets and liabilities as of March 31, 2021 and September 30, 2020 are summarized below (in thousands):

	<u>March 31, 2021</u>	<u>September 30, 2020</u>
Contract assets	\$ 42,728	\$ 50,995
Contract liabilities	(54,098)	(79,445)
Net contract liability	<u>\$ (11,370)</u>	<u>\$ (28,450)</u>

The decrease in net contract liability at March 31, 2021 from September 30, 2020 was primarily due to 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 six months ended March 31, 2021, we recognized revenue of approximately \$55.2 million that was related to contract liabilities outstanding at September 30, 2020.

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, 2021 and September 30, 2020, accounts receivable included retention amounts of \$8.8 million and \$6.9 million, respectively. Of the retained amount at March 31, 2021, \$7.1 million is expected to be collected in the next twelve months and is recorded in accounts receivable. The remaining \$1.7 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, 2021 and 2020 (in thousands):

	Three months ended March 31,		Six months ended March 31,	
	2021	2020	2021	2020
United States	\$ 87,939	\$ 121,432	\$ 168,525	\$ 228,510
Canada	17,734	15,407	31,825	29,861
Europe, Middle East and Africa	10,937	8,816	19,193	18,982
Asia/Pacific	2,009	5,456	4,725	7,142
Mexico, Central and South America	97	459	1,023	1,225
Total revenues by geographic destination	<u>\$ 118,716</u>	<u>\$ 151,570</u>	<u>\$ 225,291</u>	<u>\$ 285,720</u>

	Three months ended March 31,		Six months ended March 31,	
	2021	2020	2021	2020
Oil and gas	\$ 50,142	\$ 51,954	\$ 90,171	\$ 111,948
Petrochemical	10,196	47,337	19,361	77,763
Electric utility	28,452	24,255	56,622	47,270
Traction power	15,140	13,944	28,501	22,295
All others	14,786	14,080	30,636	26,444
Total revenues by market sector	<u>\$ 118,716</u>	<u>\$ 151,570</u>	<u>\$ 225,291</u>	<u>\$ 285,720</u>

E. Long-Term Debt

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

	March 31, 2021	September 30, 2020
Industrial development revenue bonds	\$ 400	\$ 800
Less: current portion	(400)	(400)
Total long-term debt	<u>\$ —</u>	<u>\$ 400</u>

U.S. Revolver

We have a credit agreement with Bank of America, N.A. (the "U.S. Revolver") which is a \$75.0 million revolving credit facility that is available for both borrowings and letters of credit and expires September 27, 2024. On March 12, 2021, we entered into a first amendment to the U.S. Revolver which, among other things, amended certain terms related to the calculation of the consolidated leverage ratio from gross leverage to net leverage. As a result of the first amendment, up to \$30 million may be deducted from the amount of letters of credit outstanding (not to be less than zero) when calculating the consolidated funded indebtedness which is a component of the consolidated net leverage ratio. Additionally, we now have the option to cash collateralize all or a portion of the letters of credit outstanding, which would favorably impact the consolidated funded indebtedness calculation and the consolidated net leverage ratio. As of March 31, 2021, there were no amounts borrowed under the U.S. Revolver and letters of credit outstanding were \$38.6 million. There was \$36.4 million available for the issuance of letters of credit and borrowings under the U.S. Revolver as of March 31, 2021.

We are required to maintain certain financial covenants, the most significant of which are a consolidated net leverage ratio less than 3.0 to 1.0 and a consolidated interest coverage ratio of greater than 3.0 to 1.0. The consolidated leverage ratio is our most restrictive covenant and a decrease in our earnings before interest, taxes, depreciation, amortization and stock-based compensation (EBITDAS) could restrict our ability to issue letters of credit and borrow under the U.S. Revolver. Additionally, we must maintain a consolidated cash balance of \$30 million at all times, which now can be deducted from the letters of credit outstanding as noted above. 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, 2021, 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 bears 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) for the completion of our Northlake, Illinois facility. The Bonds are subject to various covenants, for which we were in compliance at March 31, 2021. The Bonds mature in October 2021 and bear interest at a floating rate determined weekly by the Bonds' remarketing agent. This interest rate was 0.14% as of March 31, 2021.

F. Commitments and Contingencies

Letters of Credit, Bank Guarantees and Bonds

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 \$38.6 million as of March 31, 2021. We also had surety bonds totaling \$173.4 million that were outstanding, with additional bonding capacity of \$276.6 million available, at March 31, 2021. At present, we have strong surety relationships; however a change in market conditions or the sureties' assessment of our financial position could cause the sureties to require cash collateralization for undischarged liabilities under the bonds.

We have a \$9.6 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, 2021, we had outstanding guarantees totaling \$6.8 million and amounts available under this Facility Agreement were \$2.8 million. The Facility Agreement expires in May 2021 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. Additionally, we are required to maintain cash collateral for guarantees greater than two years. As of March 31, 2021, 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, 2020 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. Typically, these grants vest over a three-year period from the date of issuance and are 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, 2021, there were 202,836 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, 2021 is summarized below:

	Number of Restricted Stock Units	Weighted Average Grant Value Per Share
Outstanding at September 30, 2020	154,034	\$ 35.37
Granted	104,550	24.08
Vested	(55,748)	32.50
Forfeited/canceled	—	—
Outstanding at March 31, 2021	202,836	\$ 30.34

During the six months ended March 31, 2021 and 2020, we recorded compensation expense of \$1.3 million and \$1.5 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 2021, 16,800 shares of restricted stock were issued to our non-employee directors under the 2014 Non-Employee Director Equity Incentive Plan at a price of \$31.33 per share. During both the six months ended March 31, 2021 and 2020, we recorded compensation expense of \$0.4 million 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, 2021 (in thousands):

	Fair Value Measurements at March 31, 2021			Fair Value at March 31, 2021
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Assets:				
Cash and cash equivalents	\$ 134,093	\$ —	\$ —	\$ 134,093
Short-term investments	19,852	—	—	19,852
Other assets	—	8,712	—	8,712
Liabilities:				
Deferred compensation	—	8,300	—	8,300

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, 2020 (in thousands):

	Fair Value Measurements at September 30, 2020			Fair Value at September 30, 2020
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Assets:				
Cash and cash equivalents	\$ 160,216	\$ —	\$ —	\$ 160,216
Short-term investments	18,705	—	—	18,705
Other assets	—	7,351	—	7,351
Liabilities:				
Deferred compensation	—	6,569	—	6,569

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 and 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, 2021.

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 and six months ended March 31, 2021 and 2020, respectively (in thousands):

Lease Cost	Three months ended March 31,		Six months ended March 31,	
	2021	2020	2021	2020
Operating lease cost	\$ 629	\$ 580	\$ 1,237	\$ 1,208
Less: sublease income	(177)	(158)	(357)	(237)
Variable lease cost ⁽¹⁾	109	84	217	178
Short-term lease cost ⁽²⁾	319	159	488	349
Total lease cost	\$ 880	\$ 665	\$ 1,585	\$ 1,498

⁽¹⁾ Variable lease cost represents common area maintenance charges related to our Canadian office space lease.

⁽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 \$0.5 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, 2021 and September 30, 2020, respectively (in thousands):

Operating Leases	March 31, 2021	September 30, 2020
Assets:		
Operating lease assets, net	\$ 4,390	\$ 5,217
Liabilities:		
Current operating lease liabilities	1,948	2,352
Long-term operating lease liabilities	2,897	3,434
Total lease liabilities	\$ 4,845	\$ 5,786

The following table provides the maturities of our operating lease liabilities as of March 31, 2021 (in thousands):

	Operating Leases
Remainder of 2021	\$ 1,203
2022	2,387
2023	1,365
2024	101
2025	—
Thereafter	—
Total future minimum lease payments	5,056
Less: present value discount (imputed interest)	(211)
Present value of lease liabilities	\$ 4,845

The weighted average discount rate as of March 31, 2021 was 4.1%. The weighted average remaining lease term was 2.1 years at March 31, 2021.

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,	
	2021	2020	2021	2020
Income (loss) before income taxes	\$ (1,171)	\$ 9,555	\$ (1,430)	\$ 12,888
Income tax provision (benefit)	(946)	2,134	(841)	2,692
Net income (loss)	<u>\$ (225)</u>	<u>\$ 7,421</u>	<u>\$ (589)</u>	<u>\$ 10,196</u>
Effective tax rate	81 %	22 %	59 %	21 %

Our income tax provision (benefit) reflects an effective tax rate on pre-tax income (loss) of 81% for the second quarter of Fiscal 2021 compared to 22% for the second quarter of Fiscal 2020. For the three and six months ended March 31, 2021, the income tax benefit largely resulted from the relative amounts of income/loss recognized in various tax jurisdictions, the utilization of net operating loss carryforwards in Canada that have been fully reserved with a valuation allowance, and the estimated Research and Development Tax Credit (R&D Tax Credit).

The effective tax rate for the three and 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. These favorable impacts were offset by the valuation allowance recorded against our UK deferred tax assets as a discrete item during the second quarter of Fiscal 2020.

K. Subsequent Events

Quarterly Dividend Declared

On May 4, 2021, 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 16, 2021 to shareholders of record at the close of business on May 19, 2021.

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 may 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.
- 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.

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, cancellations and scope reductions 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 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.

General Risk Factors

- Actual and potential claims, lawsuits and proceedings could ultimately reduce our profitability and liquidity and weaken our financial condition.
- Changes in tax laws and regulations may change our effective tax rate and could have a material effect on our financial results.
- The departure of key personnel could disrupt our business.

We believe the items we have outlined above are important factors that could cause estimates included in our financial statements and those expressed in a forward-looking statement made in this report or elsewhere by us or on our behalf 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, 2020. 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, 2020, which was filed with the Securities and Exchange Commission (SEC) on December 9, 2020 and is available on the SEC's website at www.sec.gov.

Overview

We develop, design, manufacture and service custom-engineered equipment and systems which (1) distribute, control and monitor the flow of electrical energy and (2) provide protection to motors, transformers and other electrically powered equipment. We are headquartered in Houston, Texas and serve the oil and gas markets, including onshore and offshore oil and gas production, petrochemical, liquefied natural gas (LNG) terminals, pipeline, terminal, mining and metals, light rail traction power, electric utility, pulp and paper and other heavy industrial markets. 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. Cyclicity 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 closely correlated to the level of capital expenditures of our end-user customers as well as prevailing global economic conditions.

Beginning in late Fiscal 2018, the combination of a growing global economy, abundant sources of favorably priced natural gas feedstock, and an energy industry focus on transition to natural gas and cleaner-burning fuels drove an increase in capital investment opportunities, specifically across the oil, gas and petrochemical sectors. Some of these opportunities were for natural gas related projects targeting global demand for cleaner-burning fuels. Additionally, projects within the domestic petrochemical sector benefited from the low feedstock prices of natural gas. Specific to natural gas, the business was awarded a substantial contract in the second quarter of Fiscal 2020 that will support the integrated electrical distribution requirements for a large domestic industrial complex and should be substantially completed in Fiscal 2022. However, we began to experience reduced commercial activity in Fiscal 2020 driven in large part by the uncertainties across our industrial end markets in the U.S. resulting from the COVID-19 pandemic. Considering the long cycle nature of our business, we anticipate that these cyclical conditions will persist throughout Fiscal 2021.

Impact of the COVID-19 Pandemic and Oil and Gas Commodity Market Volatility on Powell

Through the first half of Fiscal 2021, the COVID-19 pandemic continues to significantly impact global economic conditions. This pandemic has negatively impacted energy demand, which in turn has resulted in considerable volatility across global oil and gas commodity markets. The demand for our products and services as well as our operations have been negatively impacted by COVID-19, resulting from the associated reduction in oil and gas demand and volatility in commodity prices noted above. As a result, some of our industrial customers are deferring or suspending their planned capital expenditures. Certain of our customers have asked that we delay or cancel our manufacturing on their projects as their operations have been negatively impacted by this pandemic and the reduced oil and gas demand which has resulted in recognition of cancellation fees based on contract terms and the extent of our progress on the projects. We continue to work with and review the contracts with our key suppliers who have been impacted by this pandemic to ensure that we are able to meet our customer commitments.

In response to the lower demand across select end markets, we have taken and will continue to take various actions to reduce costs. During Fiscal 2020, we reduced our global workforce and reduced our capital and discretionary spending in response to current business conditions and will continue to monitor the economic conditions during the remainder of Fiscal 2021.

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 commodity price volatility, may have on our business, results of operations and cash flows going forward.

Results of Operations

Quarter Ended March 31, 2021 Compared to the Quarter Ended March 31, 2020 (Unaudited)

Revenue and Gross Profit

Revenues decreased by 22%, or \$32.9 million, to \$118.7 million in the second quarter of Fiscal 2021, due to a decrease in orders as well as project delays and cancellations of potential projects associated with the global economic impact resulting from the COVID-19 pandemic and associated reduction in demand across the oil and gas end markets. These cyclical market conditions, which began in the second half of Fiscal 2020, led to a reduction in project bookings and project delays which have negatively impacted, and will continue to negatively impact, our revenues in Fiscal 2021. Domestic revenues decreased, as noted above, by 27%, or \$32.9 million, to \$87.9 million in the second quarter of Fiscal 2021. Included in our domestic revenues is our large domestic industrial project awarded in Fiscal 2020, which accounted for approximately 20% of our consolidated revenues for the second quarter of Fiscal 2021. International revenues increased by \$0.1 million, to \$30.8 million in the second quarter of Fiscal 2021 as a result of lower commercial activity across 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 end markets decreased by 3%, or \$1.8 million, to \$50.1 million in the second quarter of Fiscal 2021, while petrochemical revenue decreased by 78%, or \$37.1 million, to \$10.2 million in the second quarter of Fiscal 2021, in each case primarily due to the uncertainty across our end markets. Revenue from utility markets increased by 17%, or \$4.2 million, to \$28.5 million, and traction market revenue increased by 9%, or \$1.2 million, to \$15.1 million in the second quarter of Fiscal 2021, as the mix of our projects shifts across our global operating facilities. Revenue from all other markets combined increased by \$0.7 million to \$14.8 million in the second quarter of Fiscal 2021.

The reduction in revenues led to a subsequent reduction in gross profit, decreasing by 42%, or \$12.5 million, to \$17.2 million for the second quarter of Fiscal 2021. Gross profit as a percentage of revenues decreased to 14% in the second quarter of Fiscal 2021, compared to 20% in the second quarter of Fiscal 2020. The decrease in gross profit as a percentage of revenues was driven in part by underutilization across our Texas manufacturing facilities resulting from the lower volume as well as a one week shutdown due to a statewide power outage resulting from winter storm Uri, but also was adversely impacted by the increasing commodity costs, specifically for copper and steel.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased by 10%, or \$1.9 million, to \$16.7 million in the second quarter of Fiscal 2021, driven by the restructuring actions that were initiated in the third quarter of Fiscal 2020, as well as a reduction in personnel costs and lower travel-related costs resulting from the COVID-19 pandemic. Selling, general and administrative expenses as a percentage of revenues was 14% during the second quarter of Fiscal 2021 compared to 12% during the second quarter of Fiscal 2020, primarily due to the decrease in revenues.

Income Tax Provision/Benefit

We recorded an income tax benefit of \$0.9 million in the second quarter of Fiscal 2021, compared to an income tax provision of \$2.1 million in the second quarter of Fiscal 2020. The effective tax rate for the second quarter of Fiscal 2021 was 81%, compared to an effective tax rate of 22% in the second quarter of Fiscal 2020. For the three months ended March 31, 2021, the effective tax rate was favorably impacted by the relative amounts of income/loss recognized in various tax jurisdictions. The effective tax rate was also favorably impacted by the estimated 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 in the second quarter of Fiscal 2021 and 2020.

Net Income/Loss

In the second quarter of Fiscal 2021, we recorded a net loss of \$0.2 million, or \$0.02 per diluted share, compared to net income of \$7.4 million, or \$0.64 per diluted share, in the second quarter of Fiscal 2020. This decrease is attributable to lower revenues in the second fiscal quarter of 2021 versus the prior year and the associated leverage impact resulting from the lower global demand across our industrial end markets, as well as increasing commodity costs for both copper and steel.

Backlog

The order backlog at March 31, 2021 was \$436.6 million, a decrease of 6% from \$464.9 million at December 31, 2020 and a decrease of 23% from \$566.4 million backlog at March 31, 2020. Bookings, net of cancellations and scope reductions, decreased by 71% in the second quarter of Fiscal 2021 to \$88.5 million, compared to \$300.7 million in the second quarter of Fiscal 2020, primarily due to a substantial contract awarded in the second quarter of Fiscal 2020 that will support the integrated electrical distribution requirements for a large domestic industrial complex and decreased global demand across our core oil and gas markets.

Six Months Ended March 31, 2021 Compared to the Six Months Ended March 31, 2020 (Unaudited)

Revenue and Gross Profit

Revenues decreased by 21%, or \$60.4 million, to \$225.3 million in the six months ended March 31, 2021, due to a decrease in orders as well as project delays and cancellations of potential projects associated with the global economic impact resulting from the COVID-19 pandemic and associated reduction in demand across the oil and gas end markets. Domestic revenues decreased by 26%, or \$58.5 million, to \$168.5 million in the six months ended March 31, 2021. International revenues decreased by 3%, or \$1.9 million, to \$56.8 million. 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 19%, or \$21.8 million, to \$90.2 million in the six months ended March 31, 2021. Petrochemical revenue decreased by 75%, or \$58.4 million, to \$19.4 million in the six months ended March 31, 2021. Revenue from utility markets increased by 20%, or \$9.4 million, to \$56.6 million, and traction market revenue increased by 28%, or \$6.2 million, to \$28.5 million in the six months ended March 31, 2021, as the mix of our projects shifts across our global operating facilities. Revenue from all other markets combined increased by 16%, or \$4.2 million, to \$30.6 million in the six months ended March 31, 2021.

The reduction in revenue led to a reduction in gross profit of 31%, or \$16.1 million, as compared to the first half of Fiscal 2020. However, gross profit of \$35.4 million for the first half of Fiscal 2021 benefited from favorable close out gains on certain projects resulting from cost and productivity efficiencies and to a lesser extent from cancellation fees from certain contracts in our North American manufacturing facilities, which was partially offset by higher commodity prices and factory underutilization. Gross profit as a percentage of revenues decreased to 16% in the six months ended March 31, 2021, compared to 18% in the six months ended March 31, 2020 as a result of the reduction in revenues noted above.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased by 6%, or \$2.3 million, to \$33.5 million in the six months ended March 31, 2021, partially due to the restructuring action taken in the third quarter of Fiscal 2020 as well as the decreased personnel costs and travel-related costs. Selling, general and administrative expenses, as a percentage of revenues increased to 15% during the six months ended March 31, 2021, compared to 13% during the six months ended March 31, 2020, primarily due to the decrease in revenues.

Income Tax Provision/Benefit

We recorded an income tax benefit of \$0.8 million in the six months ended March 31, 2021, compared to an income tax provision of \$2.7 million in the six months ended March 31, 2020. The effective tax rate for the six months ended March 31, 2021 was 59%, compared to an effective tax rate of 21% for the six months ended March 31, 2020. For the six months ended March 31, 2021 and 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. Conversely, the effective tax rate was negatively impacted by a discrete item related to the establishment of a valuation allowance against the UK deferred tax assets in the six months ended March 31, 2020.

Net Income/Loss

In the six months ended March 31, 2021, we recorded a net loss of \$0.6 million, or \$0.05 per diluted share, compared to net income of \$10.2 million, or \$0.87 per diluted share, in the six months ended March 31, 2020, primarily due to a decline in revenues and gross profit resulting from lower orders and project delays caused by the economic impact resulting from the COVID-19 pandemic and the associated reduction in global demand across our industrial end markets.

Backlog

The order backlog at March 31, 2021 was \$436.6 million, a decrease of 8% from \$476.8 million at September 30, 2020. Bookings, net of cancellations and scope reductions, decreased by 59% during the six months ended March 31, 2021 to \$179.6 million, compared to \$438.1 million in the six months ended March 31, 2020. The decrease in bookings was primarily due to the large contract awarded in the second quarter of Fiscal 2020 and decreased global demand across our core oil and gas markets.

Outlook

As noted in "Overview" above, the markets in which we participate are capital-intensive and cyclical in nature. A significant portion of our revenues has 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 have in certain cases delayed or cancelled some of their major capital investment projects. Beginning in late Fiscal 2018 through the first quarter of Fiscal 2020, our customers' decisions to invest in projects in our key oil and gas and petrochemical markets were influenced to some extent by relative stabilization of commodity prices and the increased global demand for cleaner-burning fuels during that period of time. We believe that this change in market sentiment during that period of time had a favorable impact on our orders and backlog entering Fiscal 2020. However, the recent declines in oil prices and the global economic impacts from COVID-19 have had, and may continue to have, a negative impact on our business going forward, as discussed in more detail below. Specific to the energy industry focus on transition to natural gas and cleaner-burning fuels, the business was awarded a substantial contract in Fiscal 2020 that will support the integrated electrical distribution requirements for a large domestic industrial complex and should be substantially completed in Fiscal 2022.

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 may 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, which may negatively impact our ability to cover our fixed costs. The strong commercial activity and subsequent orders in Fiscal 2018 and 2019 led to solid revenue and operating results for Fiscal 2020. We began to experience lower commercial activity in Fiscal 2020 driven in large part from the uncertainty resulting from the COVID-19 pandemic, as discussed in "Overview" above. Considering the long cycle nature of our business, we anticipate these cyclical conditions will persist throughout Fiscal 2021. We will continue to monitor the variables that impact our markets while adjusting to the global conditions in order to maintain a competitive cost and technological advantage in the markets that we serve.

The consequences of a prolonged economic decline could include, but are not limited to, a continued reduction in commercial and industrial activity. Accordingly, the Company cannot reasonably estimate the duration or severity of this pandemic, or the extent to which the disruption may materially impact our business, results of operations or cash flows. 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.

Liquidity and Capital Resources

As of March 31, 2021, current assets exceeded current liabilities by 2.5 times, and our debt to total capitalization was 0.13%.

Cash, cash equivalents and short-term investments decreased to \$153.9 million at March 31, 2021, compared to \$178.9 million at September 30, 2020. This decrease in cash was primarily driven by the timing of contract billing milestones. We believe that our strong working capital position, available borrowings under our credit facility and available cash should be sufficient to finance future operating activities, capital improvements, research and development initiatives and debt repayments for the foreseeable future.

We have a credit agreement with Bank of America, N.A. (the "U.S. Revolver") which is a \$75.0 million revolving credit facility available for both borrowings and letters of credit and expires September 27, 2024. On March 12, 2021, we entered into a first amendment to the U.S. Revolver which, among other things, amended certain terms related to the calculation of the consolidated leverage ratio from gross leverage to net leverage. As a result of the first amendment, up to \$30 million may be

deducted from the amount of letters of credit outstanding (not to be less than zero) when calculating the consolidated funded indebtedness which is a component of the consolidated net leverage ratio. Additionally, we now have the option to cash collateralize all or a portion of the letters of credit outstanding, which would favorably impact the consolidated funded indebtedness calculation and the consolidated net leverage ratio.

As of March 31, 2021, there were no amounts borrowed under the U.S. Revolver, and letters of credit outstanding were \$38.6 million. As of March 31, 2021, \$36.4 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 \$0.4 million at March 31, 2021 related to outstanding industrial development revenue bonds. We are required to maintain certain financial covenants, the most significant of which are a consolidated net leverage ratio of less than 3.0 to 1.0 and a consolidated interest coverage ratio of greater than 3.0 to 1.0. The consolidated leverage ratio is our most restrictive covenant and a decrease in our earnings before interest, taxes, depreciation, amortization and stock-based compensation (EBITDAS) could restrict our ability to issue letters of credit under the U.S. Revolver. For further information regarding our debt, see Notes E and F of Notes to Condensed Consolidated Financial Statements.

Approximately \$28.2 million of our cash and cash equivalents at March 31, 2021 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 used \$18.1 million during the six months ended March 31, 2021 and provided \$7.4 million during the same period in Fiscal 2020. 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 a decrease in accounts receivable collections and the timing of contract billing milestones.

Investing Activities

Investing activities used \$1.2 million during the six months ended March 31, 2021 compared to \$2.7 million provided during the same period in Fiscal 2020. The increase in cash used by investing activities in the first half of Fiscal 2021 was primarily due to short-term investment activity partially offset by a decrease in capital expenditures and proceeds received from a Company-owned life insurance policy related to a retired employee.

Financing Activities

Net cash used in financing activities was \$7.1 million during the six months ended March 31, 2021 and \$7.0 million during the same period in Fiscal 2020, 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.

There have been no material changes to our critical accounting policies as disclosed in our Annual Report on Form 10-K for the fiscal year ended September 30, 2020, which was filed with the SEC on December 9, 2020.

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 customers may include an engineering, procurement and construction (EPC) firm 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 price 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 foreign operations that expose us to foreign currency exchange rate risk in the British Pound Sterling, the Canadian Dollar and to a lesser extent the Mexican Peso and Euro, among others. 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 payments in their respective local 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, 2021, our realized foreign exchange loss was less than \$0.1 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 \$19.3 million as of March 31, 2021, a decrease of \$5.2 million compared to September 30, 2020. This decrease 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 identified in connection with the evaluation required by paragraph (d) of Rules 13a-15 or 15d-15 of the Exchange Act 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*

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, 2020, which was filed with the SEC on December 9, 2020.

Item 6. Exhibits

<u>Number</u>	<u>Description of Exhibits</u>
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).
3.3	— Amendment No. 1 to Amended and Restated Bylaws of Powell Industries, Inc. (filed as Exhibit 3.1 to our Form 8-K filed February 26, 2021, and incorporated herein by reference).
10.1	— First Amendment to Credit Agreement dated March 12, 2021 (filed as Exhibit 10.1 to our Form 8-K filed March 16, 2021, 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	— Inline XBRL Instance Document
*101.SCH	— Inline XBRL Taxonomy Extension Schema Document
*101.CAL	— Inline XBRL Taxonomy Extension Calculation Linkbase Document
*101.DEF	— Inline XBRL Taxonomy Extension Definition Linkbase Document
*101.LAB	— Inline XBRL Taxonomy Extension Label Linkbase Document
*101.PRE	— Inline XBRL Taxonomy Extension Presentation Linkbase Document
*104	— Cover Page Interactive Data File (the cover page XBRL tags are embedded in the Inline XBRL 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 5, 2021

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

Date: May 5, 2021

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

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 5, 2021

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 5, 2021

**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, 2021, 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 5, 2021

**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, 2021, 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 5, 2021